

**Please kindly find below the Minutes of Akfen Holding's 2012 Ordinary General Shareholders' Meeting:**

Ordinary General Shareholders' Meeting of our Company for the year 2012 was held on May 28th, 2013 Tuesday at the Headquarters of the Company, located at the address of Koza Sokak, No: 22, GOP ANKARA, at Akfen Holding A.Ş. 3<sup>rd</sup> floor Meeting Hall.

During the Ordinary General Meeting, the following resolutions have been reached;

- to approve the internal directive proposal of Executive Board about "General Assembly Working Principles and Procedures",
- to accept the balance sheet as well as profit and loss accounts of 2012, Annual Report of the Board of Directors and the Auditors' Report,
- to approve the distribution of TL25,529,166.46 (gross) cash dividend (TL 0.087729094 per share gross) from 2012 and previous years' profits on May 30<sup>th</sup>, 2013,
- to approve the re-appointment of Ms. Pelin Akin as Board Member who previously was elected as legal entity representative pursuant to the Turkish Commercial Code no 6103,
- to release the Board Members and Auditors for their activities in the fiscal year 2012,
- to approve the determination of the number of Board Members as 6 and the number of the Independent Board Members as 2 and to appoint Mr. Hamdi Akın, Mr. İrfan Erciyas, Mr. Selim Akın, Ms. Pelin Akın and, as independent Board Members Mr. Şaban Erdikler and Mr. Nusret Cömert, as members of the Board of Directors for a period of one year,
- to approve the payment of a honorarium to the Chairman and the independent members of the Board,
- to approve the appointment of Akis Bagimsiz Denetim ve Serbest Muhasebecilik Mali Musavirlik A.S. (KPMG) for the fiscal year 2013 as Independent Auditing Firm,
- to approve the amendment of the clauses no 2, 3, 4, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 18, 19, 20, 21, and 22 of the Articles of Association, as approved by the CMB and the Ministry of Customs and Trade,
- to authorise the Executive Board with the intend of share repurchase for 18 months and of dispose of the purchased shares within the frame of the Share Repurchase Program approved by the Extraordinary General Meeting dated 12.09.2011
- to approve the authorisation of the persons indicated in clauses 395 and 396 of the Turkish Commercial Code and the Capital Markets Legislation,
- The General Assembly was informed about the donations that have been made during the year 2012 and the ceiling for donations in 2013 was determined as TL3mn
- The General Assembly was informed about; the decision to deduct the previous years' losses from previous years' profits; the internal and external duties of the Board Member nominees and their CVs; transactions with the "related parties"; the pledges, collaterals and mortgages given; the donations and aids that have been made during the year; compensation principles of the Executive Board Members and the Senior Managers and the compensation in 2012.

Please find the below listed documents on our web site:

- General Meeting Report
- List of Attendants
- Internal Directive
- Amendments to the Articles of Association
- Dividend Distribution Table



## **Akfen Holding A.Ş.**

We hereby state that the above clarifications are in compliance with the principles set forth in the Decree No 54 Series No VIII of the Capital Market Board, that it fully reflects the information we have received in this respect, that the information is compliant with the books, records and our documents, that we have accomplished our best in order to obtain the accurate and correct information, and that we are responsible for this clarification hereby.

### **Akfen Holding Investor Relations**

**For further information please e-mail to [investorrelations@akfen.com.tr](mailto:investorrelations@akfen.com.tr)**

#### **AKFEN HOLDING A.Ş.**

Levent Loft – Buyukdere Cad. No:201 K.11 34394 Levent, Istanbul - TURKEY

Tel :+90.212.319.8700 Fax: +90.212.319.8710

[www.akfen.com.tr](http://www.akfen.com.tr)