

AKFEN REIT CODE OF ETHICS

Akfen Real Estate Investment Trust has defined its Code of Ethics in order to deliver value to shareholders and to increase its corporate worth; all managers and employees are obliged to comply by these rules and principles. These rules are designed to ensure that Akfen REIT managers and employees display a high standard of behavior, be conscious of the corporate effects of their acts and attitudes, and utilize the best methods in corporate operations to serve shareholders. The Code of Ethics is published on the corporate website of Akfen REIT. The Code of Ethics outlined here is meant to be upheld by the Board of Directors, all managers and employees.

Akfen Management Policy

The mission of Akfen REIT is to become the leading investor in Turkey and the region dedicated to the development of hotel projects that are managed by international hotel operators at world-class standards.

The vision of Akfen REIT is to achieve steady balance sheet growth through the development of projects that yield high profitability in the real estate sector and to reward shareholders with an uninterrupted stream of increased dividends and capital gains.

Akfen REIT capitalizes on the in-depth know-how of its experienced staff while running the operations in its business plans and undertakes these operations jointly with its subsidiaries. Akfen Management is aware that securing the future and guaranteeing success is based on employee contribution, workplace harmony, security as well as high quality work.

The motto of Akfen REIT employees is to deliver accurate, timely and complete work in line with the Company's quality targets. Akfen REIT views all the individuals and corporations its services as its customers, and shapes its management system according to this perspective.

The objective of the Akfen REIT management system is to define all hazards to the environment, occupational health and security, to carry out the necessary risk analysis and prevent hazards at the source, to constantly minimize all occasions that might jeopardize the environment, human lives and assets, to protect the environment, to avoid pollution and to improve the management system, as per the laws and regulations in force.

In order to achieve this objective Akfen REIT's senior management commits itself;

- To plan and deliver training programs designed to improve quality, environmental, occupational health and safety standards, and to raise the awareness of employees,
- To monitor technological advances and to establish convenient workplace systems in project operation areas,
- To procure high quality material and equipment beneficial for human and environmental health,
- To support recycling policies, and
- To constantly revise these policies by the senior management.

Akfen REIT employees shall jointly carry Akfen REIT to superior and sustainable success with their team work spirit, Akfen REIT family sentiment and mutual trust, care and respect. It is the desire and responsibility of all employees, led by the senior management, to implement and sustain a health, safe and environmentally-friendly working culture at Akfen REIT.

In this regard, the Company embraces "Corporate Governance" principles and abides by the following ethical rules:

1. Integrity

The integrity principle is the basis of all relations and transactions in or outside the Company.

2. Confidentiality

Every employee is obliged to protect all the information and secrets concerning his work and the Company, whether related to his duty or not. She/he cannot reveal or deliver such secrets, information or relevant documents to unauthorized individuals or agencies. This obligation continues even after the termination of the work relationship with the Company.

3. Cases of Conflicts of Interest

In all professional activities, the employee is expected to prioritize the interests of the Company. The following are considered to be cases of conflicts of interest:

- Family members or relatives up to third degree of an employee engaging in commercial relations with the Company,
- Family members or relatives up to third degree of an employee having a stake or interest in rival companies,
- An employee assigning work to a company that employs her/his family members or relatives up to third degree,
- An employee borrowing money or having commercial relations with the companies that she/he has business relations with.

4. Conflict of Interest

Cases which might lead to a conflict between individuals' interests and the interests of Akfen REIT or related individuals and companies are monitored and prevented. While fulfilling their duties, employees place the interests of the Company above all others and avoid any action or attitude that might be interpreted as profiting from corporate resources or reputation for their own benefit or that of their relatives. Company employees do their utmost not to abuse the Company's resources and to protect the name and reputation of the Company.

5. Prevention of Conflict of Interest

Predictable cases of conflict of interest and cases predefined by the management are discussed with employees and the necessary precautionary measures are introduced. Managers and employees are obliged to report to the management any conflict of interest that they are aware of. After the manifestation of such a case, the Corporate Governance Committee assesses the situation at hand and takes the appropriate action.

6. Our Responsibilities

The Company does its utmost to fulfill the following responsibilities toward its customers, employees, shareholders, suppliers, business partners, competitors, the environment and the society.

6.1 Responsibility to Abide By Laws and Regulations

In all of its activities, the Company abides by the laws and regulations of Turkey and of any country where it conducts its operations. All documents and records related to these activities are kept and maintained in a regular and complete fashion. Any report, presentation, fiscal statement or footnote to be made public or presented to authorized agencies is prepared in compliance with laws, legislation and in-house regulations, in a diligent, transparent and accurate fashion.

6.2 Responsibility for Meticulousness at Work

Every employee is under the obligation to fulfill tasks that she/he assumes with the job contract in a meticulous fashion. She/he is obliged to acquire/develop the skills and information required by the post. She/he is responsible for any damage incurred to the Company by premeditation, neglect or carelessness. The employee is responsible for delegating to subordinates the work she/he is assigned, and to perform all instructions from the supervising manager in the most efficient manner. Every employee must be aware that she/he represents the Company and must protect the Company's reputation vis-a-vis third parties. She/he is obliged to avoid any behavior or action that might

compromise the Company. Every employee is under the obligation to manage her/his relations with other employees, business partners and shareholders along the lines of business ethics and the code of ethics. No employee can profit from, have private business affairs with, demand payment from or make payment to third parties or corporations with which she/he has a business relationship.

6.3 Responsibility toward the Environment and the Society

While conducting its operations, Company is committed to protect social welfare and the environment, and to meet high standards of environmental protection. Utmost attention is paid to avoid environmental infringements that might jeopardize the health and rights of employees, customers and the surrounding communities. In all fields of activity, the Company strives to minimize any adverse impact on the environment and takes precautions to prevent pollution. The consumption of natural resources is kept at the minimum level.

In the framework of its social responsibilities, the Company supports education and charity programs, activities to raise environmental and social awareness, initiatives serving the public interest, and cultural and social responsibility projects.

The Company respects the traditions and cultures of the foreign countries which it operates in, adjusts itself to the social structure and avoids any action that might compromise its social environment. The Company takes all the necessary precautions to preserve the natural environment, as well as archaeological, historical, architectural and cultural monuments.

6.4 Responsibility to Shareholders

Business operations are managed so as to increase the value of the Company. The Company strives to strike an optimum equilibrium between profitability and risk management. The Company activities are run along the principles of transparency, accountability, sustainability and integrity; partners are provided with information in accordance with these principles, as per laws and regulations. Company resources are utilized in an efficient and effective manner and waste is avoided. Utmost attention is paid to the balance between short term goals and long term achievements.

6.5 Responsibility to Abide by Workplace Rules and Principles

Every employee is obliged to abide by the Company's rules concerning management, harmony, discipline, occupational health and safety, as well as any relevant regulation, communicate and procedure.

6.6 Responsibility to be Conscientious in Conduct and Relations

Every employee is under the obligation to work in harmony with colleagues and managers, maintain sound and humane relations with private or public agencies and corporations with which the Company has business relations, and perform her/his job in an honest and rapid fashion. Employees are obliged to report to the management any breach of business ethics, along with relevant documents.

6.7 Responsibility to Protect Corporate Interest

Every employee is obliged to protect the interest of the Company, and avoid any action that might compromise its business and workplaces. She/he cannot utilize Company resources for private gain.

6.8 Responsibility to Competitors

The Company pays utmost attention to ensure the development of the sectors in which it operates, to protect the common interests of all the companies active in the sector and the public's trust towards the sector. The Company avoids unfair competition and behaves according to ethical rules by taking into account the conditions of fair competition.

6.9 Responsibility to Report Personal Information and Changes

The employee is under the obligation to inform the Personnel Department of any changes to her/his address, domestic or civil situation. This includes any changes to her/his personal, family situation or

information related to her/his relatives related to the rights and obligations managed by contracts and/or regulations, and to deliver any related document, in a timely fashion.