

AKFEN GAYRIMENKUL YATIRIM ORTAKLIĐI A.Ő.
MINUTES OF ORDINARY GENERAL ASSEMBLY MEETING
HELD ON 06.05.2014

2013 Ordinary General Assembly Meeting of the **AKFEN GAYRIMENKUL YATIRIM ORTAKLIĐI ANONİM THE COMPANY** was held in the headquarters of the Company located at Levent Loft Binası, Büyükdere Caddesi, No:201 C Blok Kat:8 Levent Istanbul on 06.05.2014 at 02.00 p.m. under supervision of Mr. M. Zafer Karakoç, the Ministry Representative appointed upon 12334 numbered and 05.05.2014 dated letter of the Provincial Directorate of Commerce, Istanbul Governorship, Republic of Turkey.

It was seen that the invitation of the meeting requested to be convened pursuant to article 414 of the Turkish Commercial Code, according to the procedures set forth both in Turkish Commercial Code and Articles of Association of the Company and as also covering the agenda, was made within the defined deadline by announcing in the issues of Turkish Trade Registry Gazette dated April 03, 2014, numbered 8542 and April 10, 2014, numbered 8547, besides issues of the newspaper Star dated 03.04.2014 and dated 04.04.2014, on the website of the Company and Electronic General Assembly System of the Central Registry Agency.

From review of the List of Attendants, it was seen that meeting quorum set forth both in the legislation and in articles of association was achieved because from total capital of the Company which is TL 184,000,000.-; 1000 Group A shares corresponding TL 1,000.-, 1000 Group C shares corresponding TL 1,000.-, 1000 Group D shares corresponding TL 1,000.-, and 142,941,083 Group B shares corresponding 142,941,083.- were represented in the meeting.

It was determined that Ibrahim Süha Güçsav- Member of the Board of Directors and Executive Director of the Company, Sıla Cılız İnanç- Member of the Board of Directors, M. Şafak Erdur- Senior Independent Auditor on behalf of the Akis İndependent Denetim Serbest Muhasebeci Mali Müşavirlik A.Ő. (KPMG)- Independent Audit Company were present in the meeting. The Ordinary General Assembly Meeting was opened by Ibrahim Süha Güçsav- Executive Director of the Company concurrently both in the electronic and physical environment, and discussion of the agenda was started.

Agenda topics were read by Sıla Cılız İnanç- the Member of the Board of Directors and as there were no recommendation for changing the sequence of the topics, discussion of the agenda topics were continued in the sequence announced.

AGENDA TOPICS

- 1-** Pursuant to first agenda topic; a voting was carried out for electing Sıla Cılız İnanç as the Meeting Chair, Yusuf Anıl as the Vote Collector and Başak Kont as the Scribe, and to conduct voting in the physical and electronic environment, and these were unanimously decided upon totally 142.944.083 affirmative votes of all virtual and physical attendees. The Meeting Chair was commissioned Başak Kont and Yusuf Anıl for using the Electronic General Assembly System as these persons have certificate.
- 2-** Pursuant to second agenda topic; a voting was carried out to authorize the Presidential Board for signing the meeting minutes of the General Assembly, and this was unanimously decided upon totally 142.944.083 affirmative votes of all virtual and physical attendees.

- 3- Pursuant to third agenda topic; a voting was carried out to deem as the Activity Report of the Board of Directors for 01.01.2013–31.12.2013 fiscal period of the Company had been read, this was discussed and unanimously decided upon totally 142.944.083 affirmative votes of all virtual and physical attendees, by majority of the votes of the attendees it was decided to deem as the Activity Report had been read. 2013 Activity Report had been unanimously decided upon totally 142.944.083 affirmative votes of all virtual and physical attendees.
- 4- Pursuant to fourth agenda topic; a voting was carried out to deem as the 2013 Independent Audit Report of the Company submitted by the Independent Audit Company had been read, this was discussed and it was unanimously decided upon totally 142.944.083 affirmative votes of all virtual and physical attendees to deem as the Independent Audit Report had been read. Summary Independent Audit Report was read, discussed and accepted upon totally 142.944.083 affirmative votes of all virtual and physical attendees.
- 5- Pursuant to fifth agenda topic; a voting was carried out to deem as the Financial Statements for 2013 fiscal period had been read, and it was unanimously decided upon totally 142.944.083 affirmative votes of all virtual and physical attendees to deem as the Financial Statements had been read. Financial Statements for 2013 were unanimously approved upon totally 142.944.083 affirmative votes of all virtual and physical attendees.
- 6- Pursuant to sixth agenda topic; individually discharge from liability of all Members of the Board of Directors whose names written below took office within 2013
 - Ibrahim Süha Güçsav
 - Mustafa Keten
 - Selim Akın
 - Pelin Akın
 - Sıla Cılız İnanç
 - Hüseyin Kadri Samsunlu
 - Mustafa Dursun Akın
 - Ahmet Seyfi Usluoğlu
 - Mehmet Semih Çiçek

was submitted approval of the General Assembly. Members of the Board of Directors did not vote for discharging themselves from liability. All Members of the Board of Directors were discharged from liability unanimously in this way, upon votes all virtual and physical attendees. (As Members of the Board of Directors holding shares did not vote for discharging themselves from liability, 138,550,526 votes were excluded.)

- 7- Pursuant to seventh agenda topic; a voting was carried out to deem as the Dividend Distribution Policy of the Company for 2013 and following years, prepared in accordance with the Corporate Governance Principles and because of the amendment of the Communiqué on Dividends of the Capital Markets Board (Communiqué on Dividends, number II-19.1), had been read, and it was unanimously decided upon totally 142.944.083 affirmative votes of all virtual and physical attendees to deem as the Dividend Distribution Policy had been read. Dividend Distribution Policy was approved by totally 142.944.083 affirmative votes of all virtual and physical attendees and annexed hereto as ANNEX/1.

- 8- Pursuant to eighth agenda topic; the fact that TL 118.002.845.- “Consolidated Net Profit for the Period” achieved according to the consolidated financial statements for 2013 fiscal period prepared pursuant to the Capital Markets Board legislation and the Company’s dividend distribution policy and audited by the KPMG-Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. but no distributable profit was generated submitted to approval of the General Assembly. No refusal votes received virtually or physically.
- 9- Pursuant to ninth agenda topic; by the Nomination Committee, the General Assembly had been informed regarding Member Nominee List for the Board of Directors including independent members of the Board of Directors together with their curricula vitae and their duties both in and out of the group. The Meeting Chair informed the shareholders that this article was included to the agenda only for information purposes. Regarding such information, 399,050 refusal votes were received over internet.
- 10- Pursuant to tenth agenda topic; by taking into consideration principles regarding the election of the Board of Directors included to the Articles of Association of the Company pursuant to Turkish Commercial Code, relevant legislation and regulations of the Capital Markets Board, a voting was carried out about the facts to determine the number of members of the Board of Directors as 9 (nine) persons in total, providing 3 (three) of them would satisfy the independence criteria defined in the Corporate Governance Principles to be respected obligatorily as imposed by the Capital Markets Board (CMB), and to determine their term of office as 1 (one) year; these were decided by majority of the votes of the attendees by receiving totally 139,290,741 affirmative votes both virtual and physical against 3,653,342 virtual refusal votes.
- 11- Pursuant to eleventh agenda topic; a voting was carried out to elect persons given below who were present in the meeting place and/or stated that they were nominees for the Board of Directors as member of the Board of Directors for taking office for 1 (one) year;
- Ibrahim Süha Güçsav; attended to the meeting in person. Member of the Board of Directors
 - Mustafa Keten; through a letter of commitment certified by Ankara 38th Notary Public on 30.04.2014 with journal no. 14719, Member of the Board of Directors
 - İrfan Erciyas; through a letter of commitment certified by Ankara 38th Notary Public on 24.04.2014 with journal no. 14078, Member of the Board of Directors
 - Selim Akın; through a letter of commitment certified by Ankara 38th Notary Public on 30.04.2014 with journal no. 14724, Member of the Board of Directors
 - Pelin Akın; through a letter of commitment certified by Ankara 38th Notary Public on 30.04.2014 with journal no. 14720, Member of the Board of Directors
 - Sıla Cılız İnanç; attended to the meeting in person. Member of the Board of Directors
 - Mustafa Dursun Akın; through a letter of commitment certified by Ankara 38th Notary Public on 30.04.2014 with journal no. 14723, Independent Member of the Board of Directors
 - Mehmet Semih Çiçek; through a letter of commitment certified by Ankara 38th Notary Public on 02.05.2014 with journal no. 14867, Independent Member of the Board of Directors
 - Ahmet Seyfi Usluoğlu'nun; through a letter of commitment certified by Ankara 38th Notary Public on 30.04.2014 with journal no. 14722, Independent Member of the Board of Directors

and these were decided by majority of the votes of the attendees by receiving totally 139,290,741 affirmative votes both virtual and physical against 3,653,342 virtual refusal votes.

As Ibrahim Süha Güçsav and Sıla Cılız İnanç were present in the meeting personally, they were asked. And they stated they accepted to become a Member of the Board of Directors.

12- Pursuant to twelfth agenda topic; within the framework of the Remuneration Policy defining remuneration principles for members of the Board of Directors and top executives pursuant to Corporate Governance Principles, and as stated in the footnote 5.2. of the financial statements for 2013 operation year, the benefits provided by the Akfen Gayrimenkul Yatırım Ortaklığı A.Ş. to the members of the Board of Directors and top executives within 2013 was realized as TL 1,497,236.- in total. According to principle 4.5.13, titled “Remuneration Committee” of the Corporate Governance Principles deemed as annex of the Communique pursuant to article 4 of the Communique on Corporate Governance, number II-17.1 of the Capital Markets Board (“the Communique”), the Remuneration Policy covering all remuneration principles related to all personnel including members of the Board of Directors and top executives was submitted to the Board of Directors by the Corporate Governance Committee also acting as the Remuneration Committee after preparing such policy in writing. The General Assembly had been informed regarding these matters. The Meeting Chair informed the shareholders that this article was included to the agenda only for information purposes. This was accepted by majority of the votes against 399,050 refusal votes received over internet.

The Remuneration Policy prepared in accordance with the said report was put to the vote of the General Assembly, and Remuneration Policy was voted, and it was accepted by majority of the votes of the attendees by receiving totally 142,545,033 affirmative votes both virtual and physical against 399,050 virtual refusal votes, and the approved Remuneration Policy annexed hereto as ANNEX/2.

13- Pursuant to thirteenth agenda topic; the matters of determining the monthly gross wages to be paid to the members of the Board of Directors according to the Remuneration Policy approved by the shareholders, in this context; payment of attendance fee to the members of the Board of Directors were discussed, and payment of net TL 2,000.- on monthly basis for each Independent Member among members of the Board of Directors was put to the vote; and this was unanimously accepted upon totally 142.944.083 affirmative votes of all virtual and physical attendees.

14- Pursuant to fourteenth agenda topic; pursuant to Turkish Commercial Code and regulations of the Capital Markets Board, selection of PWC – Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the Independent Audit Company for auditing the financial reports of our Company for 2014 fiscal periods besides carrying out other activities under the relevant regulations of the said laws and selection of Denge Ankara Bağımsız Denetim ve Yeminli Mali Müşavirlik A.Ş. for receiving tax audit and counseling services besides full certification service in the Meeting of the Board of Directors dated January 29, 2014 by taking opinion of the Audit Committee besides related agreements and fees of such companies were submitted to the approval of the General Assembly, these were voted and accepted by majority of the votes of the attendees by receiving totally 142,545,033 affirmative votes both virtual and physical against 399,050 virtual refusal votes.

15- Pursuant to fifteenth agenda topic; as complying with the principles of the Communique on Independent Audit on the Capital Market published by the Capital Markets Board, selection of Epos Gayrimenkul Danışmanlık ve Değerleme A.Ş. and Elit Gayrimenkul Değerleme A.Ş. as Independent Valuation Companies for 2014 by the Board of Directors and fees of such companies were submitted to the approval of the General Assembly, these were voted, and unanimously accepted upon totally 142.944.083 affirmative votes of all virtual and physical attendees.

16- Pursuant to sixteenth agenda topic; the General Assembly informed about the donation of TL 300,00.- made to the Türk Eğitim Vakfı (an educational foundation) in 2013 by the Company.

3,653,342 shareholders stated in electronic environment that they had a refusal vote regarding this information.

In addition, the matter of determining the upper limit for donations to be made in 2014 as TL 500,000.- TL was voted, and accepted by majority of the votes of the attendees by receiving totally 139,290,741 affirmative votes both virtual and physical against 3,653,342 virtual refusal votes.

- 17-** Pursuant to seventeenth agenda topic; pursuant to article 12 of the Communique on Corporate Governance, number II-17.1 collaterals, pledges, mortgages and sureties provided by our Company and/or its subsidiaries in favor of third parties besides the returns and benefits earned were indicated in footnote 15 of the Financial Statements dated December 31, and these matters also described to the shareholders verbally. The Meeting Chair informed the shareholders that this article was included to the agenda only for information purposes. This was accepted by majority of the votes against 399,050 refusal votes received over internet.
- 18-** Pursuant to eighteenth agenda topic; as complying with articles 395 and 396 of Turkish Commercial Code and obligatory Corporate Governance Principle numbered 1.3.6 of the Capital Markets Board, the General Assembly had been informed regarding 2013 operations related to carry out an important transaction, which could cause conflict of interest with the company or its subsidiaries, by the shareholders having the management control, members of the Board of Directors, executives having administrative liability and their spouses and second degree relatives by blood and marriage, and/or to carry out a transaction, on behalf of itself or others, that was a kind of business in the field of operation of the company or its subsidiaries, or to participate in another company dealing with same kind of businesses as an unlimited partner or compete against them. The Meeting Chair informed the shareholders that this article was included to the agenda only for information purposes.

Pursuant to regulations of the Capital Markets Board and articles 395 and 396 of Turkish Commercial Code, the matters of carrying out important transactions, which could cause conflict of interest with the company or its subsidiaries, by the shareholders having the management control, members of the Board of Directors, top executives and their spouses and second degree relatives by blood and marriage or competing against them put to the vote, and unanimously accepted upon totally 142.944.083 affirmative votes of all virtual and physical attendees.

19- Pursuant to nineteenth agenda topic; wishes and requests session was started.

The Meeting Chair informed the shareholders that this article was included to the agenda only for information purposes.

The Meeting Chair asked if anyone would like to take to floor, among shareholders, Kazım Oğuz Canyurt and Ceki Naftali took the floor and said their opinions.

I. Suha Güçsav and the Meeting Chair wished 2014 would be a successful year for Akfen Gayrimenkul Yatırım Ortaklığı A.Ş..

The Meeting Chair asked if anyone else would like to take to floor, and nobody took the floor, and as there were no other agenda topics to be discussed, the Meeting Chair closed the meeting.

These minutes issued as three copies in the computer, read and signed at the meeting place.

Timr: 03:45 p.m.

Date: 06.05.2014

**THE MINISTRY
REPRESENTATIVE**

M.ZAFER KARAKOÇ

**THE MEETING
CHAIR**

**SILA CILIZ
INANÇ**

**THE VOTE
COLLECTOR**

**YUSUF
ANIL**

THE SCRIBE

**BAŞAK
KONT**

ANNEX/1

AKFEN GAYRIMENKUL YATIRIM ORTAKLIĐI A.Ő. **Dividend Distribution Policy**

Our Company makes decisions regarding dividend distribution by taking into consideration provisions of Turkish Commercial Code, Capital Markets Legislation, Regulations and Decisions of the Capital Markets Board (CMB), Tax Laws and provisions of other relevant legislation besides Articles of Association of our Company.

There is no preference among share groups in dividend distribution.

In the dividend distribution decision, strategies of our Company, capital requirement of our subsidiaries and affiliates, investment and financial policies, profitability and cash position are taken into consideration.

The distribution method and time for the profit decided to be distributed are concluded by the General Assembly upon proposal of the Board of Directors.

The dividend to be distributed may be determined as being totally in cash or totally in bonus shares or partially in cash and partially bonus shares depending on the decision to be made by the General Assembly.

With reference to decision of the Board of Directors of the Akfen Gayrimenkul Yatırım Ortaklığı A.Ő. made on 25.02.2011, a dividend distribution policy based on the principle “By taking into consideration profitability of our Company in general, to propose to the General Assembly to distribute at least 30% of the distributable profit as of 2011 fiscal period” has been adopted.

It is intended that to carry out dividend distribution within six months as of decision of the General Assembly regarding such distribution, date of the dividend distribution is concluded by the General Assembly. The General Assembly, or the Board of Directors if authorized, may decide to distribute dividend in installments as complying with the Capital Markets Regulations. The dividend may be paid in equal or different amount installments providing to be decided in the same General Assembly Meeting that such distribution was concluded. The number of installments may be determined by the General Assembly, or by the Board of Directors if clearly authorized by the General Assembly.

The Board of Directors may distribute advance dividend providing to be authorized by the General Assembly and complying with the Capital Markets Regulations.

ANNEX/2: AKFEN GAYRIMENKUL YATIRIM ORTAKLIĐI A.Ő. REMUNERATION POLCIY

A. OBJECT & SCOPE

The main object of the Remuneration Policy of the Akfen Gayrimenkul Yatırım Ortaklığı A.Ő. (“The Company”) is to ensure planning, implementation and management of the Company’s applications regarding remuneration compliant with the relevant legislation besides scope and structure of the Company’s activities, its strategies, long-term goals and risk management structure, and based on preventing intensive risk taking and effective risk management.

Remuneration Policy; covers all executives and employees at any level of the Company.

B. MAIN PRINCIPLES AND RULES

Wages paid to the employees are consisted of fixed pays and variable pays.

Fixed pays are cash payments regularly and continuously made in a fixed amount at certain intervals within the year regardless of the performance. Such pays are determined by taking into consideration financial status of the Company, and principally paid to all employees according to the merits, working time, title and nature of the job performed.

It is essential compliance of the fixed pays to be made to the Members of the Board of Directors, top Executives and employees of the Company to the ethical values, internal balances and strategic goals of the Corporate, and not to relate the same with short-term performance.

Variable pays are any kind of cash and non-cash payments made based on performance such as incentive payments and bonuses, not included to the scope of fixed pays. Pays based on performance are paid only to certain employees by taking into consideration the Company’s performance and contribution of the relevant unit and employee. Variable pays are determined, in a way not to weaken equity capital of the Company, by taking into consideration existing and potential risks, capital and liquidity status besides possibility and time for realization of the revenues planned to be earned in the future.

For variable pays, the Company’s financial and operational performance is considered. Incentive payments based on performance; without giving warranty for their amounts in advance and by also taking into account maturity of risks taken and in a way to affect the Company’s corporate values positively; are announced to the employees by determining depending on the clear, understandable, measurable and objective conditions; and determined criteria reviewed in regular intervals. If the financial data such as profit and revenue is used in creating the performance criteria, necessary measures for ensuring that such data reflect the real situation in terms of risk and costs.

Attention is paid not to include incentive payments, which may impair interest of the shareholders, employees and affiliates, to the remuneration Policy and the applications within this framework.

The pays of executives and employees of the units included to the internal audit system are determined at a level sufficient to perform the audit activities independently and effectively by taking into consideration general level of pays and also by taking into account performance of the relevant employee in relation to his/her own function.

Necessary actions are taken including taking back variable pays based on performance regarding persons determined that they have endangered the healthy operation of the Company because of their activities or who are responsible from impairment of the Company’s financial structure.

C. DUTIES & RESPONSIBILITIES

The final authority and responsibility regarding implementation of the Company's remuneration applications effectively within the framework of the relevant legislation and the Remuneration Policy are belong to the Board of Directors. The Board of Directors ensures effectiveness of the Remuneration Policy by reviewing the same at least once a year.

The Remuneration Committee composed from the members of the Board of Directors, within the framework of the Remuneration Policy, monitors and inspects the Company's remuneration applications on behalf of the Board of Directors; it submits its evaluations and recommendations to the Board of Directors at least once a year.

Top Executives of the Company is responsible before the Board of Directors regarding effective implementation and management of the remuneration applications in compliance with the relevant legislation and within the framework of the Remuneration Policy.

Within the framework of the relevant legislation and Remuneration Policy, the duties and activities related to preparation, publication, updating and effective implementation of by-laws for implementation procedures and principles related to the remuneration are carried out, managed and coordinated by the Human Resources Department. Other units and affiliates of the Company also perform their duties in this scope in coordination with the Human Resources Department.

All personnel of the Company at any level, correctly and perfectly and on continuous basis, perform their duties related to effective implementation of the Remuneration Policy and related by-laws and other arrangements.

The effectiveness of the applications and activities of the Company related to remuneration and their compliance with the provisions of the relevant legislation and Remuneration Policy, if they include aspects increasing the risks are also regularly reviewed and inspected in the scope of the internal audit, and these are reported to the Board of Directors.

D. PUBLIC DISCLOSURE

The shareholders are informed regarding Remuneration Policy and amendments to be made on this policy besides performance criteria which are taken as the basis for determining the variable pays in the General Assembly of the Company.

The main principles and rules related to pays made to the employees are included to the annual report.

E. ENFORCEMENT

This Policy comes into force as of 06.05.2014. Any amendment and update to be made on the Remuneration Policy depending on the current conditions shall come into force upon approval of the Board of Directors.

**THE MINISTRY
REPRESENTATIVE**

**THE MEETING
CHAIR**

**THE VOTE
COLLECTOR**

THE SCRIBE

M.ZAFER KARAKOÇ

**SILA CILIZ
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