

AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.



REAL ESTATE APPRAISAL REPORT

**Revision Date: 25.04.2014
Report Date: 03.02.2014
Appraisal Date: 31.12.2014**

R. No: 2013REV950

**AKFEN
GAYRİMENKUL
YATIRIM ORTAKLIĞI
A.Ş.**

LAND IN TUZLA

TUZLA/ İSTANBUL

AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

We hereby state the following matters regarding the appraisal report prepared by **TSKB Gayrimenkul Değerleme A.Ş.** for **Akfen Gayrimenkul Yatırım Ortaklığı A.Ş.**, on the date of **03.02.2014**, and revised on the date of **25.04.2014**, with the report number **2013REV950**;

- The findings presented in the report are correct to the best of the knowledge of the appraiser
 - The analyses and the results are only limited to the specified assumptions and conditions;
 - The appraiser has no interest whatsoever related to the property which is subject to the valuation;
 - The appraiser's remuneration does not depend on any section of the report;
 - The appraisal was realized in accordance with the ethic rules and the performance standards;
 - The appraiser possesses the professional education requirements;
 - The appraiser has previous experience in the subject of the location and type of the property which is being valued;
 - The Appraiser has personally inspected the property; with the exclusion of the persons mentioned in the report no other person has contributed professionally to the preparation of this report.
 - This appraisal report has been prepared further to the related provisions of the Capital Markets Regulation.
-

**"TSKB Gayrimenkul Değerleme A.Ş. is certified by ISO 9001:2008 Quality Management System: BSI."
Sertificate Number : FS 509685**

AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

EXECUTİVE SUMMARY

OPEN ADDRESS

Aydınlı Quarter, Rauf Orbay Street, 18 plot, 3623 parcel, Tuzla/ İstanbul

INTENDED USE OF THE PROPERTY

A vacant land with 4.259,90 sqm surface area.

LAND REGISTRY INFORMATION

The real property at İstanbul province, Tuzla district, Aydınlı Village, Pavli Pier Locality, plot 18, parcel no. 3623, with a surface area of 4,259.90 sqm, qualifying as "Plot", under the property of "Akfen Gayrimenkul Yatırım Ortaklığı A.Ş."

ZONING STATUS

The parcel no. 3623 under appraisal *within the scope of the "Implementation Zoning Plan for the Transformation of the Industrial Band between Tuzla E-5 Highway and the Railroad" approved on 21.06.2011, remains partially in the "Hotel and Congress Center Zone", partially in the "Green Area" and partially in the "Park Area" legends. The settlement conditions for "Hotel and Congress Center Zone" are;

- Coefficient: 2,25
- FAR: 0,40
- Implementation will be done with preliminary project.

MARKET VALUE OF THE SUBJECT PROPERTY AT THE DATE OF 31.12.2013 (VAT Excluded)

16.470.000.-TL

(Sixteenmillionfourhundredseventythousand.-
TurkishLiras)

5.610.000.-Euro

(Fivemillionsixhundredtentousand.-Euro)

MARKET VALUE OF THE SUBJECT PROPERTY AT THE DATE OF 31.12.2013 (VAT Included)

19.434.600.-TL

(Nineteenmillionfourhundredthirtyfourthousand.-
TurkishLiras)

6.619.800.-Euro

(Sixmillionsixhundredninetenthousand.-Euro)

1-These identified values are the fair market values respectively for cash sales payments.

2- VAT not included.

3- Exchange rate has been taken as EURO 1 = TRY 2,9365, USD 1 = TRY 2,1343 -
The values in EURO and USD are given only for information

4- This report has been prepared further to the related provisions of the Capital Markets Regulation

5- This page is an unseperatable part of the appraisal report. The report is a whole with all the detailed information in it an cannot be used independently.

Ozan KOLCUOĞLU
Appraiser (402293)

Makbule YÖNEL MAYA
Appraiser in Charge (401456)

AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

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SECTION 1

***REPORT,
COMPANY AND CUSTOMER INFORMATION***

AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

SECTION 1

REPORT, COMPANY AND CUSTOMER INFORMATION

1.1 Report Date and Number

This report was issued by our company on 03.02.2014 and revised on 25.04.2014, with report number 2013REV950 with reference to the request dated 07.11.2013 and made by the firm, titled as Akfen Gayrimenkul Yatırım Ortaklığı A.Ş.

1.2 Report Type

This is the appraisal report prepared in order to determine the market value in Turkish Liras on 31.12.2013 for the Tuzla land under the ownership of "Akfen Gayrimenkul Yatırım Ortaklığı A.Ş." with a surface area of 4.259,90 square meters qualified as "Land" with plot 18, parcel 3623, in the location of Pavli İskelesi, in the village of Aydınlı, Tuzla Administrative District in the province of Istanbul. The report has been prepared according to the provisions of the declaration of the Board of Capital Markets.

1.3 People Issuing the Report

This appraisal report has been prepared at the end of necessary examinations carried out at the location of the real property and upon the information procured from the relevant individuals – institutions – establishments Ozan KOLCUOĞLU, real estate appraiser, and Makbule YÖNEL MAYA, appraiser in charge of our Company, issued this report.

1.4 Appraisal Date

This appraisal report is prepared with reference to the studies started on 29.11.2013 and finished on 03.02.2014. Not only examinations conducted at real estate location, municipality and land registry but also office work is done during appraisal study.

1.5 Base Contract

This appraisal report was issued in accordance with the provisions of the base contract that was executed by and between Akfen Gayrimenkul Yatırım Ortaklığı A.Ş. and our company on 13.11.2013 and has determined the rights and obligations of the contractual parties.

1.6 Factors Affecting the Appraisal Process Negatively

There are not any negative factors that affect or limit the appraisal process in general aspect.

1.7 The Scope of the Client Demands and Delimitation

This report was prepared in line with the request of Akfen Gayrimenkul Yatırım Ortaklığı A.Ş. dated 07.11.2013. During the appraisal study, no restrictions were brought by the customer.

1.8 The Information on the Last Three Appraisal Studies Performed by Our Company on the Subject Property of the Study on Previous Dates

	Report-1
Report Date	28.06.2013
Report No	2013A492
People Issuing the Report	Özge Aklar - Hüsnüye Boztunç
Total Fair Market Value Of The Project (TL)	15.352.000.-TL

AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

1.9 Company's Information

Our Company was established with a capital amount of NTRL 300.000 in order to engage in providing works and services described as Expertise and Appraisal according to the Articles of Association of the Company published in the Trade Registration Journal dated September 13, 2002 and issue no. 5676.

Our Company is taken on the lists of companies, which will offer appraisal services, within the framework of the Capital Market Board (SPK) legislation by the letter of SPK dated February 03, 2003 and no. KYD-66/001347, of Capital Market Board of the Prime Ministry.

1.10 Client Information

This appraisal report has been prepared for Akfen Gayrimenkul Yatırım Ortaklığı A.Ş., located at the address of Büyükdere Avenue, No: 201, Block C, Floor: 8, Levent / İSTANBUL.

SECTION 2

DEFINITION AND SCOPE OF THE APPRAISAL

SECTION 2

DEFINITION AND SCOPE OF THE APPRAISAL

2.1 The Methods Used in the Appraisal

There are four different valuation methods, which can be utilized in our country. There are respectively, “Sales Comparison Approach”, “Income Capitalization Approach”, “Cost Approach” and the “Development Approach” methods.

2.1.1 Sales Comparison Approach

This sales comparison approach takes into account the sales of similar or substitute properties and the related market datas and realizes the appraisal based on a comparative transaction. In general the property, which is being evaluated, is compared with the sales of similar properties in the open market.

2.1.2 Income Capitalization Approach

This comparative approach takes into account the income and expense datas related to the property being evaluated and makes the appraisal with the reduction method. The reduction is related to the income converting the income amount to value appraisal and to the type of value. This transaction, takes into account product or discount rates or both. In general the principle of substitution with the income flow providing the highest investment income with a defined risk level is proportionate with the most probable value figure.

2.1.3 Cost Analysis Approach

In this method, the reconstruction cost of an existing building in the framework of the current economic conditions is considered as basis for a property valuation. In this respect, the main principle of the cost approach can be explained with the use value. The use value is described as ‘Even if no one wants it and no one knows its price an asset has a real value’.

In this method, it is accepted that the real property has an important remaining economical life expectancy. For this reason, it is assumed that the property’s value will decrease in time due to physical wear, as it becomes outmoded economically and functionally. In other words, it is accepted that the value of the building of an existing property will never be more than its reconstruction cost.

The building cost values of the property have been appraised by taking into account the Ministry of Public Works Construction unit costs, the technical specifications of the buildings, the materials used in the buildings, the construction costs of the buildings with same specifications constructed in the market, interviews with the contracting companies and costs calculated by us based on previous experiences.

The rate of depreciation in the buildings has been calculated by taking into account the table published in the Official Gazette indicating the depreciation in the buildings according to years and the visible state of the building.

It is accepted that the value of the property is consisting of two separate physical facts being the land and the buildings.

2.1.4 Development Approach Method

The purpose of an investment is to produce goods or services, to put them into the market and make profit consequently. The commercial profitability of the investment depends on sufficient demand for the goods or services to be produced and their sales with the prices that would

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provide possibility to obtain the expected profitability. The examination of the project for the entrepreneur covers the examination and evaluation of the industry where the subject product of the project is positioned and the anticipations regarding the future. The evaluation of the market where the subject goods or services of the project are positioned can be examined as the current situation and the expectations for the future.

The expenses to be made in the case the project is constructed have been estimated, and another estimations has been held considering the marketing policies of the company and the generally feasibility principles. The income estimation of the project in the case of its development has been made, and assumptions have been held during this estimation. In these assumptions, the condition of the industry and the statistical figures of the similar projects near to the location of the project have been benefited from.

Later, the performance estimation of the project was made and its net value under today's conditions in the case it was constructed have been calculated from this performance estimation. The assumptions made in the study were partially explained while the details were kept reserved by the expert.

2.2 Definitions and Model of the Calculation Methodology

2.2.1 Definitions and Model of the Calculation Methodology

Risk Free Rate

The foreign exchange bonds secured by the state treasury and sold on offshore markets, also covering the risk of country are named as "Eurobond". They are issued with various maturities, while they can be purchased or sold on a daily basis on the market. These bonds are used as an indicator of the risk free rate, which is used as the basis for financial calculations in Turkey. The most liquid Eurobond on the markets is the Eurobond with maturity in 2030, and it has the attributes required to be an indicator bond.

Variant on the risk-free rate¹

There have been 3 different approaches for calculating risk-free rate.

Variant 1: A short term government security rate is used as the risk free rate, and the historical premium earned by a broad equity market index over and above this security rate is used to estimate the expected return on the market. The cost of equity, thus obtained, is then used as the discount rate for each year's cash flows.

Variant 2: The current short term government security rate and the market's historical premium are used to calculate the cost of the equity for the first period (year). The forward rates built in to future time periods, which are used to calculate the cost of equity for future years.

Variant 3 : The current long term government-bond rate (with the duration of the bond matched up to the duration of the asset) is used as the risk-free rate, and the historical premium earned by a broad market index above this long term government security rate is used to estimate the expected return on the market. The cost of equity, calculated using these inputs, is used as the discount rates each year's cash flows. Eurobond does not include the market risk for the performed work, although it includes the country and political risk.

¹ Damodaran on Valuation ,Security Analysis for Investment and Corporate Finance, Section 3 : Estimation of Discount Rates
p.25

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Variant 3 has been selected as the method in the assumptions our company has made by using all these data. However, especially when assessing the value of the real estates with long-term commercial lifetime, an asset appropriate for the commercial lifetime of the real estate does not exist. For that reason, our company suggests appropriate bonds for each projects regarding their duration as a risk free return rate. The chosen bonds vary according to the duration of projects and to the rate of exchange. This rate also covers the country risk. In addition to hat, the rates suggested by Damodaran for use in accordance with its Financial Market Characteristics are as follows:

Financial Market Characteristics ²	Premium Cover Govt.Bond Rate
Emerging markets with political risk (South America, Eastern Europe)	8.5 % over govt. bond Rate
Developed Markets with limited listings (Western Europe, minus Germany and Switzerland)	4.5 - 5.5% over govt. bond rate
Developed Markets with limited listings and stable economies (Germany and Switzerland)	3.5 - 4% over govt. bond rate

Market Risk Premium- Market Index

The market index shall be constituted from data and risks such as the conditions of the market and competition in which the real estate, the place, commercial status of the real estate, and its comparison with similar other ones in the industry. Consequently, the market risk of a real estate with a lower performance will be higher.

The figures used in our studies consist of the data, which has been obtained as a result of criticizing our experiences arising from the shopping centre appraisal studies we have performed so far in various cities of Turkey.

Discount Rate (Risk Free Rate+ Market Risk Premium = Discount Rate)

A rate of return used to convert a monetary sum, payable or receivable in the future, into present value. Theoretically it should reflect the opportunity cost of capital, i.e., the rate of return the capital can earn if put to other uses having similar risk. Also called yield value.

Discount rates contain all risk premiums. (Country risk, market risk...)

Discount rate is the sum of risk free rate and the market risk premium.

IAS 36 para. 48, states that “ the discount rate (or rates) should be a pre-tax rate (or rates) that reflect (s) current market assessments of the time value of money and the risks specific to the asset. The discount rate (s) should not reflect risks for which future cash flow estimates have been adjusted.” It is also true that other measures of income or cash flow may be used so long as the discount rate(s) are appropriately matched with the income flow(s).

Income rate for a total real property interest that reflects the relationship between single year’s net operating income and the total property price or value; used to convert net operating income into an indication of overall property value.

Other point of view: The Capital Asset Pricing Model (CAPM)

² Damodaran on Valuation ,Security Analysis for Investment and Corporate Finance, Section 3 : Estimation of Discount Rates p.23

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CAPM model measures risk in terms of on diversifiable variance and relates expected returns to this risk measure. It is based upon several assumptions, that investors have homogeneous expectations about asset returns and variances, that they can borrow and lend at a risk-free rate, that all assets are marketable and perfectly divisible, that there are no transactions costs, and there are no restrictions on short sales. With these assumptions the non-diversifiable risk for any asset can be measured by the covariance of its returns with returns on a market index, which is defined to be asset's beta. If the beta for the equity in the company can be estimated, the cost of the equity will be the required return,

Cost of equity = $R_f + \text{Equity beta} (E(R_m) - R_f)$

Where R_f = Risk Free rate

$E(R_m)$ Expected Return on the market index

Analysis Of The Methods Used In The Appraisal

CAPM Model has not been used within the scope of the appraisal study.

Discount rate: Calculated according to the total of Risk-Free Rate of Return and Risk Premium. The descriptions of the rates used in this total are as follows.

Risk-free rate of return has been identified according to the variable model 3 of the above article 2.2.1, and it has been identified with the average of last 6 months (the average is used for minimizing short-term market fluctuations) of the Eurobond with the longest maturity currently in effect. This rate includes the country risk.

Risk premium has been estimated according to the professional opinion of the appraiser in parallel to his/her experiences by taking into account the risks associated with the specifications of the project such as the region, sector, project, zoning, etc. as explained in article 2.2.1.

2.2.2 Project Development Approach

Project development approach is similar to income capitalization method; however, it is different in certain essential aspects. Income capitalization method appraises an existing project with available architectural design and license. Development method capitalizes revenues that maybe obtained from the most convenient project which may be developed according to the existing zoning status on a land without any actually available designs or licenses. In the development approach, which is used as the 2nd method in land appraisal, the land value is identified by calculating the revenues in the landlord's share from the project to be developed on the land.

When appraising an empty land with a definite project or with a project being constructed, the cash flow statement is created with income capitalization method according to the details of the already approved architectural design and building license. When appraising the empty lands, the appraiser determines the marketability/leasability of the land according to his own predictions in parallel to the valid zoning plan conditions, and creates the cash flow statement accordingly.

2.3 The Value Definitions

2.3.1 Fair Market Value (Market Value)

In the case of an real property changing hands between the buyer and the seller, at a specific date; it is the most plausible, cash exchange value of the property on the

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condition that the market conditions required for the sale are provided , the parties being willing and both parties are knowledgeable about the conditions related to the property. In this valuation study the validity of the following points are assumed:

- The buyer and seller are acting in a reasonable and sensible manner.
- The parties are knowledgeable concerning every matter related to the real estate and are acting in a manner to obtain the utmost benefit for themselves.
- A reasonable timeframe has been allowed for the sale of the real estate.
- The payment is being effected in cash or by similar instruments.
- The financing which may be required for the purchasing transaction of the real estate is being realized with the prevailing interest rates in the market.

2.3.2 Forced Sales Value

It is the value used in the cases when the seller is under pressure about selling his/her property and consequently, when there is no appropriate marketing period. The price accepted in compulsory sale is one that reflects the special conditions of the seller, contrary to the reasonable and fair conditions of the market value.

SECTION 3

GENERAL AND SPECIAL DATA

SECTION 3

GENERAL AND SPECIAL DATA

Data investigation starts with study of the prevailing trends in the international, national, regional or neighbourhood at the market level concerning the asset, which is subject to the evaluation. This research assists the appraiser to perceive the principles, powers and factors influencing the real estate values in that specific market environment. The research, at the same time provides the information related to the figures, the market trends and the clues. Whereas the general datas are datas related to the characteristics of the property to be evaluated and to the equivalent properties.

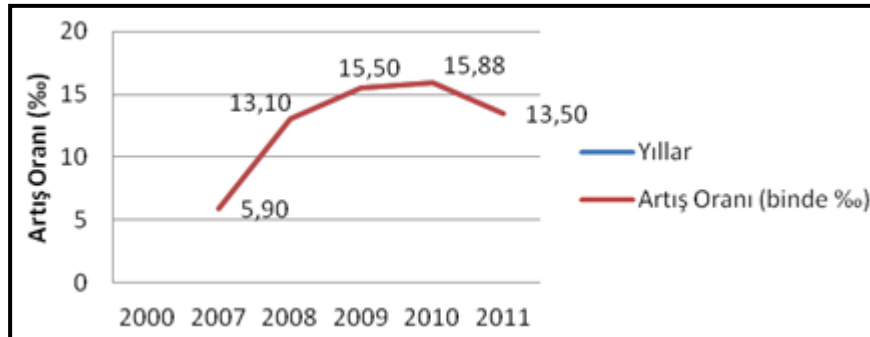
3.1 General Data- Social and Economic Data

3.1.1 Demographic Data

According to the Address Based Population Registration System data, the population of Turkey as of December 31, 2011 is 74,724,269 persons. In 2011, the annual population in Turkey has materialized as 13.5 in thousand. In 2011, the population residing in Turkey has increased by 1,001,281 persons. From this population, 50.2% (37,532,954 persons) are males, and 49.8% (37,191,315 persons) are females.

Representation of the General Population Increase in Turkey over the Years			
Total			
	Total	Male	Female
2008	71.517.100	35.901.154	35.615.946
2009	72.561.312	36.462.470	36.098.842
2010	73.722.988	37.043.182	36.679.806
2011	74.724.269	37.532.954	37.191.315
2012	75.627.384	37.956.168	37.671.216

The population of Turkey has increased by 14.5 in thousand as of the end of 2009, as compared to 2008, and as of the end on 2010 this figure, by an increase of 1,161,676 persons (15.88 in thousand), has reached 73,722,988 persons. The annual population increase rate, which was 13.5 per mille in 2011 decreased down to 12 per mille in 2012. The population resident in Turkey increased by 903.115 persons in the year 2012. In the following graph, it is possible to observe the population increase rates in Turkey in general during the 2007-2011 years.



In 2012, while the populations of 56 provinces, from the total 81 provinces, have increased as compared to the previous year, the populations of 25 provinces have decreased. The first three provinces with the lowest population increase rates are; Bilecik (-100.41 in thousand), Isparta (-86.27 in thousand) and Kütahya (-45.44 in thousand). In the meantime, the first three provinces

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with the highest population increase rates are; Tunceli (103.49 in thousand), Hakkari (79.75 in thousand) and Şırnak (62.82 in thousand).

In Turkey, the population in the cities increases at a much higher rate than the population in the villages. The urban population in the country has demonstrated a significant increase over the past 17 years, and while this was 59 percent in 1990, it has reached 64.9 percent in 2000, and 75.5 percent in 2009. In 2010, this ratio has been measured as 76.3%. The urban population (population residing at provincial and district centers) is 56,222,356, while the rural population (population residing on townships and villages) is 17,500,632 persons. As of 2012, while 76.8% (58.448.431persons) of the total population is residing at provincial and district centers, 23.2% (17.178.953 persons) are residing at townships and villages. The province with the highest population ratio residing in provincial and district centers has been İstanbul by 99 percent, while the lowest has been Ardahan with 35 percent.

From our country's total population, 18.3% (13.854.740 persons) are residing in İstanbul. This is respectively followed by; Ankara with 6.6% (4.890.893 persons), İzmir with 5.3% (3.965.232 persons), Bursa with 3.6% (2.652.126 persons), and Adana with 2.8% (2,108,805 persons). In the Bayburt province, which has the lowest population in our country, the number of residents is 76,724.

The average age in our country is 30,1. While the median age in males is 29.5, it is 30.6 in females. The median age of those residing in provincial and district centers is 29.5; and the median age of those residing in townships and villages is 30.5. Half of the population is younger than the age of 29.7.

The population in working age in the 15-64 group (51.088.202person), constitutes 67.6% of the total population. 24,9% of our country population (18.857.179 persons) is in the 0-14 age group, while 7.5% (5.682.003 persons) are in the 65 and above age group.

The population density expressed as "number of persons per square kilometer" is 98 persons in Turkey, in general. This figure ranges from 12 to 2,666 persons in the provinces. In the İstanbul province, there are 2,666 persons per square kilometer. This is followed respectively by; Kocaeli with 453 persons, İzmir with 333 persons, Gaziantep with 264 persons and Bursa with 258 persons.

In the meantime, the province where the population density is lowest is Tunceli with 12 persons. In Konya, which ranks first based on surface area size, the population density is 53, and in Yalova, which has the smallest surface area, the population density is 250.

Province	Population (City Center)	Population
İstanbul	13.710.512	13.854.740
Ankara	4.842.136	4.965.542
İzmir	3.661.930	4.005.459
Bursa	2.402.012	2.688.171
Adana	1.886.624	2.125.635

3.1.2 Economic Data [1]

External economic developments have been more predominant than internal politics at the beginning of 2008, the developments have influenced the economy directly and a regression has been observed in the investments as of the beginning of April, 2008 and the levels of foreign investments of the previous years have begun to drop. Viewing the investments in 2008, it has been observed that while saturation level has been reached in certain areas in the housing and SHC sectors, investments have continued in the office and logistics sectors.

The economic crisis in the world, which was the most significant event in 2008, initially emerging as a subprime mortgage crisis in the US, and thought to be arising from a liquidity problem, but in time understood to be mainly a lack of confidence, has emerged by bankruptcy of major US investments banks and insurance companies in March and has spread to Europe in a very short time. Despite countries announce anti-crisis packages one after the other, the economic shrinkages could not be prevented and the growth estimations globally proved to be negative.

As of the end of 2008 and the beginning of 2009, the economic crisis has begun to be felt by the real sector also in Turkey. With the economic shrinkage in 2009, drops have been observed in industrial production and employment. It is known that the real estate sector has continued to shrink in 2009, the decreasing trend in the prices has continued and the demand has been low.

However, with the positive outlook experienced in the country's economy and the foreign markets as of the beginning of 2010, it is observed that a sustainable development has started again and the influences of the crisis have been somewhat decreased by the positive atmosphere. By the currency rates' remaining within a certain band within 2010 in general, the continued increasing trend of the Istanbul Stock Market, and the perception of the September 2010 referendum as political stability, the positive atmosphere in the markets has continued.

Within 2011, when economic data has begun to be positive, the interest of foreign investments in Turkey has continued. However, the fact that major investment decisions may not be made as comfortably and easily as in the previous years, has prolonged the investment processes. With the price consistency and the increase in economic growth, 2011 has been the stage for Turkey's progress and increased power in foreign politics.


Although it is observed that economic stability has continued in 2012, it has also been observed that sales difficulties have been experienced for certain real property types and projects. In addition, 2012 has been a year when 3 significant laws have been brought to the sector. With the reciprocity law, the road for foreign investors wanting to invest in Turkey has been cleared, and this law is expected to provide a serious acceleration in the real property market in the coming period. Although it is aimed to attract foreign capital and close the current deficit with the reciprocity law, it is believed that Urban Transformation and the sales of 2B lands actually will be the factors attracting attention both locally and internationally and allowing the increase of resources. By these laws, new real property development areas have been created, and it is believed that its impact will be felt more clearly in 2013. Especially the investments of urban transformation and the search for lands are heavily on the agenda of investors.

The International Credit Rating Organization Standard & Poor's has increased Turkey's long-term credit rating in March 2013 from BB to BB+, which is one level below investible. Meanwhile, in May 2013, Moody's has increased Turkey's credit rating by one step, to Baa3. Thus, following the increase by Fitch (BBB-) in November 2012, Turkey has received the second investible rating. With these positive developments, it is anticipated that there will be accelerated continuity in the entrance of foreign investors into Turkey. With this favorable economic development and


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the 3 important laws passed in 2012, it is foreseen that 2013 will be a better year as compared to 2012 from the real property sector perspective.


3.1.3 4 and 5 Star Hotels Located at Tuzla-Çayırova-Gebze

CROWNE PLAZA ASIA (* * * * *)																				
Location: Yenişehir Mah., Dedepaşa Cad., No:2, Pendik																				
Owner: Bayraktar İnşaat A.Ş.																				
Cooperation: -																				
Architectural Design: Ali Osman Öztürk (A Tasarım Mimarlık)																				
Investment Value: -																				
Start of Construction: 2008																				
End of Construction: 2010																				
Opening Date: Mayıs 2010																				
Land Area: -																				
Total Construction Area: -																				
Total Number of Rooms: 336																				
Bed Capacity: 660																				
Room Size: 35 – 40 m ²																				
Suit Size: 64 m ² , 400 m ² king suit																				
Number of Meeting Rooms and Capacities: 28 meeting rooms																				
Parking Capacity: Open and closed parking areas with 200-220 car capacity																				
Annual Occupancy Rate: %70 - 80																				
General Features of Hotel: Central air condition and heating, garden, tv corner, gaming room, internet connection, business center, hair salon, laundry, iron, dry cleaning, market, jeweler, cinema.																				
General Features of Rooms: Direct phone, music broadcast, minibar, computer, interent connection, satalite TV, cable Tv, hari dresser, central air condition system.																				
Room Prices: Included breakfast, excluded VAT.																				
<table><tr><th>Type Of Room</th><th>Single</th><th>Double</th></tr><tr><td>Standart Room</td><td>110 Euro</td><td>130 Euro</td></tr><tr><td>Deluxe Room</td><td>130 Euro</td><td>150 Euro</td></tr><tr><td>Corner Room</td><td>150 Euro</td><td>170 Euro</td></tr><tr><td>Club Room</td><td>170 Euro</td><td>1190 Euro</td></tr><tr><td>Junior Suite Room</td><td colspan="2">200 Euro</td></tr></table>			Type Of Room	Single	Double	Standart Room	110 Euro	130 Euro	Deluxe Room	130 Euro	150 Euro	Corner Room	150 Euro	170 Euro	Club Room	170 Euro	1190 Euro	Junior Suite Room	200 Euro	
Type Of Room	Single	Double																		
Standart Room	110 Euro	130 Euro																		
Deluxe Room	130 Euro	150 Euro																		
Corner Room	150 Euro	170 Euro																		
Club Room	170 Euro	1190 Euro																		
Junior Suite Room	200 Euro																			


AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.


TITANIC BUSINESS HOTEL İSTANBUL (* * * * *)											
Location: Barbaros Hayrettin Paşa Cad., No: 43, Kartal											
Owner: Aygün Grup											
Cooperation: -											
Architectural Design: -											
Investment Value: 30.000.000,00 EURO											
Start of Construction: -											
End of Construction: -											
Opening Date: 1 Haziran 2008											
Land Area: 28.000 m ²											
Total Construction Area: -											
Total Number of Rooms: 192											
Bed Capacity: 400											
Room Size: ~32 m ²											
Suit Size: ~65 m ²											
Number of Meeting Rooms and Capacities: 23 meeting rooms											
Parking Capacity: Closed parking area with 150 car capacity											
Annual Occupancy Rate: %80											
General Features of Hotel: Internet (wi-fi) business center, executive lounge, titanic wellness & spa, hari dresser, open pool, dart, drug store, titanic store, children club, dry cleaner and laundry services, express check-out , shuttle bus, valet parking.											
General Features of Rooms: Working desk, LCD TV and satalite system, minibar, air condition system, electronic case, phone, hari dreyer, mirror, working area, cattle, wi-fi internet connection, data port, elektronik door systems.											
Room Prices: Included breakfast, excluded VAT.											
<table><tr><th>Type Of Room</th><th>Single</th><th>Double</th></tr><tr><td>Superior Room</td><td>92 Euro</td><td>110 Euro</td></tr><tr><td>Deluxe Room</td><td>110 Euro</td><td>128 Euro</td></tr></table>			Type Of Room	Single	Double	Superior Room	92 Euro	110 Euro	Deluxe Room	110 Euro	128 Euro
Type Of Room	Single	Double									
Superior Room	92 Euro	110 Euro									
Deluxe Room	110 Euro	128 Euro									

AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.


GREENPARK OTEL PENDİK (* * * * *)														
Location: Doğu Quarter., Temenye Location Eski Ankara Str., No:200, Pendik														
Owner: The Green Park Hotels&Resorts														
Cooperation: -														
Architectural Design: -														
Investment Value: 50.000.000 USD														
Start of Construction: -														
End of Construction: -														
Opening Date: 2010														
Land Area: 30.000 sqm														
Total Construction Area: N/A sqm														
Total Number of Rooms: 538														
Bed Capacity: 1200														
Room Size: 28 – 55 sqm														
Suit Size: 75 – 270 sqm														
Number of Meeting Rooms and Capacities: 16 units of meeting room, 3 units of ball rooms, auditorium, 16 units of workshop.														
Parking Capacity: Carpark for 2000 cars.														
Annual Occupancy Rate: Average %70-%80														
General Features of Hotel: Billiard room, dart, night club, game room, wireless internet, V.I.P, services (airport transfer-city tour), helipist, open air-closed carpark, express check out, baby sitter, ship tours.														
General Features of Rooms: Personal heating and cooling systems, free wireless, electronic case, interactive LCD television, bath telephone, hair dryer, mini bar.														
Room Price: Company prices, breakfast included, VAT excluded.														
<table><tr><th>Room Type</th><th>Single</th><th>Double</th></tr><tr><td>Business City View Room</td><td>100 Euro</td><td>120 Euro</td></tr><tr><td>Business Premium City View Room</td><td>110 Euro</td><td>130 Euro</td></tr><tr><td>Business Chalette City View Room</td><td>120 Euro</td><td>140 Euro</td></tr></table>		Room Type	Single	Double	Business City View Room	100 Euro	120 Euro	Business Premium City View Room	110 Euro	130 Euro	Business Chalette City View Room	120 Euro	140 Euro	
Room Type	Single	Double												
Business City View Room	100 Euro	120 Euro												
Business Premium City View Room	110 Euro	130 Euro												
Business Chalette City View Room	120 Euro	140 Euro												


AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

Adi: DİVAN OTEL (* * * * *)							
Location: E5 Highway, No: 209, Üst Kaynarca-Pendik							
Proje Sahibi: -							
Collaboration: -							
Architectural Design: -							
Investment Value: -							
Start of Construction: -							
End of Construction: -							
Opening Date: 2009							
Land Area: -							
Total Construction Area: -							
Total Number of Rooms: 231							
Bed Capacity: 347							
Room Size:40 sqm							
Suit Size: 90-170 sqm							
Number of Meeting Rooms and Capacities: 9 units of meeting room, 1 unit of ball room.							
Parking Capacity: For 50 car							
Annual Occupancy Rate: Average %70-%80							
General Features of Rooms :Direct telephone, voice broadcast system and telephone in bath, LVD Tv/satellite broadcast, central air control system bath with bathtub, suite rooms, jacuzi in suite rooms, make up mirror, private bar, electronic safe case, study desk, wireless internet.							
Room Price: Company prices, breakfast included, VAT excluded.							
<table><tr><th>Room Type</th><th>Price</th></tr><tr><td>Superior Room with city view, Single</td><td>100 Euro</td></tr><tr><td>Superior Room with sea view, Single</td><td>115 Euro</td></tr></table>		Room Type	Price	Superior Room with city view, Single	100 Euro	Superior Room with sea view, Single	115 Euro
Room Type	Price						
Superior Room with city view, Single	100 Euro						
Superior Room with sea view, Single	115 Euro						


Adı: Ramada Otel (* * * * *)	
Locayion: Muhsin Yazıcıoğlu Street No: 43. -Şekerpınar	
Project Owner:-	
Collaboration: -	
Architectural Design: -	
Investment Value: -	
Start of Construction: -	
End of Construction: -	
Opening Date: 2013	
Land Area: 18.000 m ²	
Total Construction Area: -	
Total Number of Rooms: 184	
Bed Capacity: -	
Room Size:25-135 sqm	
Suit Size: 50-70 sqm	
Number of Meeting Rooms and Capacities: 9 units of meeting room with total capacity of 1.200 people.	
Parking Capacity: 150 cars	
Annual Occupancy Rate: The hotel is available less than 1 year.	
General Features of Rooms: Satellite connection, internet, LCD televizion, mirros with heating system, 24 hour room service, iron and iron desk.	
Room prices: 100 USD (Single, included breakfast, excluded VAT)	

AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

Holiday INN Gebze	
Location: Osman Yılmaz Mah., Gebze	
Owner:-	
Cooperation: -	
Architectural Design: -	
Investment Value: -	
Start of Construction: -	
End of Construction: -	
Opening Date: April 2012	
Land Area: 2.500 m ²	
Total Construction Area: -	
Total Number of Rooms: 155	
Bed Capacity: -	
Room Size: 25-30 m ²	
Suit Size: 35-55 m ²	
Number of Meeting Rooms and Capacities: Meeting rooms has 510 person capacity.	
Parking Capacity: 70 vehicle	
Annual Occupancy Rate: %65	
General Features of Rooms: Satalite connection internet, LCD TV, room service, working desk, minibar.	
Oda Fiyatı: 75 USD (Tek kişi, kahvaltı dahil, KDV hariç)	

Workinn Otel	
Location: TOSB Otomotiv Yan San.İhtisas Org. San. Bölğ. 3. Cad. No:1 Çayırova / Kocaeli	
Owner:	
Cooperation: -	
Architectural Design: -	
Investment Value: -	
Start of Construction: -	
End of Construction: -	
Opening Date: 2013	
Land Area: 7.000 m ²	
Total Construction Area: -	
Total Number of Rooms: 162	
Bed Capacity: -	
Room Size: 25-30 m ²	
Suit Size: 35-55 m ²	
Number of Meeting Rooms and Capacities: 28 meeting rooms with 1.500 person capacity	
Parking Capacity: 100 vehicle	
Annual Occupancy Rate: -	
General Features of Rooms: Sataliete connection, internet, LCD TV, room service, minibar, elektronik casa, anti-allergenic rooms.	
Room Prices: 93 USD (Single, included breakfast, VAT excluded.)	

AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

ISG Airport Otel	
Location: Osman Yılmaz Mah., Gebze	
Owner:-	
Cooperation: -	
Architectural Design: -	
Investment Value: -	
Start of Construction: -	
End of Construction: -	
Opening Date: 2010	
Land Area: -	
Total Construction Area: -	
Total Number of Rooms: 128	
Bed Capacity: 214	
Room Size: 25m ²	
Suit Size: 60 m ²	
Number of Meeting Rooms and Capacities: 6 meeting rooms with 510 person.	
Parking Capacity: Airport parking area	
Annual Occupancy Rate: %65	
General Features of Rooms: Minibar, fiber internet, air condition system, LCD TV.	
Room Prices: 105 USD (Single, included breakfast, VAT excluded.)	

Summary Table

Otel	Location	Number Of Rooms	Class	Room Prices (USD)		Room Prices (EURO)	
				Single	Double	Single	Double
Crown Plaza Asia	Pendik	336	5 Stars	143	169	110	130
Titanic Hotel İstanbul	Kartal	192	5 Stars	120	143	92	110
Greenpark Otel Pendik	Pendik	538	5 Stars	130	156	100	120
Divan Otel	Pendik	231	5 Stars	130	149,5	100	115
Ramada Otel	Şekerpınar	184	5 Stars	100	-	78	-
Holiday INN	Gebze	155	4 Stars	75	-	60	-
Workinn Otel	Çayırova	162	4 Stars	93	-	70	-
ISG Airport Otel	Pendik	128	4 Stars	105	-	80	-

AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

3.1.3 Evaluation of the Surroundings of the Subject Real Property from the Perspective of the Hotel Market

Taking the Sabiha Gökçen Airport as the center, the total bed capacity of the 5-star hotels within the 10 km radius of the airport is approximately 1,300. At the subject hotels, which have an occupancy ratio of 70-75%, the single room company prices vary in the range of 78 - 110 Euros. (The prices are exclusive of VAT.)

At the 5-star Airport Hotel at the Sabiha Gökçen Airport, the occupancy ratio is around 50%, and the company rate for single room 80 Euros. (The price is exclusive of VAT.) Accommodation prices vary depending on the periods. The hotel's customer profile is composed of the industrial sector and the airline staff. The Airport Hotel has not been included within the scope of the examination, since the occupancy ratios of airport hotels are directly proportional to the number of transit passengers.

Hotels at the Sabiha Gökçen Airport and the immediate surroundings;



Otel	Location	Number of Room	Bed Capacity	Distance To Airport	Prices (EURO)	Class
Titanic Hotel İstanbul	Kartal	192	400	9	Tek kişi: 92 Çift kişi: 110	5 Star
Crown Plaza Asia	Pendik	336	700	5	Tek kişi: 110 Çift Kişi: 130	5 Star
Greenpark Otel Pendik	Pendik	538	1.200	4,5	Tek kişi: 100 Çift Kişi: 120	5 Star
Divan Otel	Pendik	231	347	4	Tek kişi: 100 Çift Kişi: 115	5 Star
Total		1.297	2.687			

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Interaction of Sabiha Gökçen Airport Area (10 KM.)	
Numer Of Otels	4
Number of Rooms	1.291
Bed Capacity	2.687
Range of Room Rates (EURO)	Single: 92 - 110
	Double:110 - 130
Avarage Occupancy (%)	70%

When the Tuzla Shipyards Region has been investigated, it has been observed that there is one thermal hotel in the region, and that the other hotels are operated in the boutique hotel concept. These hotels generally appeal to boat passengers coming to the shipyard for business purposes, and these hotels are local hotels. The bed capacity of the hotels examined in the region is approximately 76. At the subject hotels, which have an occupancy ratio of 70-75%, the company prices vary in the range of 40-75 Euros for single room, and 55-125 Euros for double room. (The prices are exclusive of VAT.) The aforesaid hotels do not have brand recognition.

Hotels in the Tuzla Shipyards Region and the immediate surroundings;



Otel	Location	Number of Room	Bed Capacity	Distance To Airport	Prices (EURO)
Blue Marine Hotel	Tuzla	20	40	Standart Çift kişi: 65	Boutique
Tuzla Termal Tesisleri	Tuzla	20	40	Tek kişi: 40 Çift Kişi: 55	Boutique
Blanco Hotel	Tuzla	11	35	Tek kişi: 55 - 75 Çift Kişi: 100 - 125	Boutique
Grand Lion Hotel	Tuzla	25	50	Tek kişi: 51 Çift Kişi: 60	3 Star
Total		76	165		

AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

3.2 Special Data - Analysis of the Area Where the Property is Located

3.2.1 İstanbul Province



Istanbul is located on the 28° 01' and 29° 55' eastern longitudes, and 41° 33' and 40° 28' northern latitudes. Istanbul Strait merges the Black Sea with the Marmara Sea; while it also separates Asia from Europe and divides Istanbul into two.

Istanbul acts as a bridge between the continents of Europe and Asia, and it is built on the two tips that the continents most approach each other, on 5.512 square kilometer area. These tips are surrounded by Catalca on the European side, Kocaeli on the Anatolian side; Marmara and Bursa on the south, Tekirdağ on the southwest and Kırklareli on the northwest. The Princes' Islands in the Marmara Sea are also included in Istanbul province.

The districts of Istanbul province are; Adalar, Arnavutköy, Ataşehir, Avcılar, Bağcılar, Bahçelievler, Bakırköy, Başakşehir, Bayrampaşa, Beşiktaş, Beykoz, Beylikdüzü, Beyoğlu, Büyükçekmece, Çatalca, Çekmeköy, Esenler, Esenyurt, Eminönü, Eyüp, Fatih, Gaziosmanpaşa, Güngören, Kadıköy, Kağıthane, Kartal, Kocasinan, Küçükçekmece, Maltepe, Pendik, Sancaktepe, Sarıyer, Silivri, Sultangazi, Sultanbeyli, Şile, Şişli, Tuzla, Ümraniye, Üsküdar and Zeytinburnu. Istanbul International Ataturk Airport is 20 km away from the city centre. Besides, it is also possible to rent an airplane or helicopter in Istanbul.

Istanbul accounts for 9.7% of the total area of Turkey, and it is the most important province of the country in terms of its population. According to Year 2012 General Census, total population of Istanbul is 13.854.740.

From the economic terms, Istanbul is one of the most developed cities in Turkey. It is one of the most important sources if tourism, industry and commerce economy. Although most of the industrial organizations have been moved outside of the province, the province still maintains its importance in terms of the manufacturing industry. The actual development with regard to the manufacturing industry of Istanbul began after the foundation of the Republic in 1923. The accelerating capital accumulation and the support provided to the private industry after 1950s enabled Istanbul to become a leading city in terms of industry and commerce.

3.2.2 Tuzla District



The district is located in the Marmara Region, on the southwest of the Kocaeli Peninsula. It is the last point of İstanbul on the Anatolian Side. The Pendik district is located on its north and west, Gebze district (Kocaeli) on the east and the Marmara Sea on the south. It is at a distance of 32 km to Haydarpaşa. The district of 86 sq.km surface area has a coast of 13 km to the Marmara Sea.

The Tuzla Cape, which is the southern end point of the district, forms a big protrusion. The coastline is highly indented with coves and capes from the Aydıntepe coasts to the center. Following the Tuzla Bay, the Mezar Cape, Mesari Cape, Limon Cape and Dalyan Cape are lined. The furthest extensions are the Tuzla Cape and the Sarp Cape. On the south of the Tuzla Cape, the Şemsiye Island, Korsan Island and İncir Island are located. Towards the north, the Sakız Ada Cape and the İçmeler Cape also form significant protrusions. Off the shores of the Sakız Cape, the Eşek Island (Ekrem Bey Island) is located. The coasts, in sections where the hills are close to the sea and generally at the capes are in the form of high coasts, and as low coasts in parts of the internal parts of the hills.

While the population was 123,716 persons according to the 2000 population count results, the population of the district as of 2012 has been determined as 197,657 persons. In addition, there also is a temporary summer population coming to either the social rest facilities or summer homes. Other than these, due to the increasing settlement, the workers working in the constructions during the summer months also increase the available population.

The district is composed of 17 quarters. The Aydınlı Quarter is the most developed quarter of the Tuzla District with the highest population.

Moreover, the Tuzla center, quarters and villages are being settled. Especially in the region remaining on the south of the railroad and accepted as the actual Tuzla Locality, numerous housing construction cooperatives are operating. A part of these cooperative constructions have been completed and opened for occupancy, while the construction of a majority of these is in progress. The plots that are currently vacant as fields and plots are also candidates for such development.

A majority of the potable water, sewerage, PTT services of the district have been completed. There are large scale water treatment facilities available in Tuzla. A part of the main and side streets are asphalt, while effort is being spent to complete the asphaltting of the remaining roads rapidly. There are numerous diners and restaurants along the Tuzla coastline. Especially the arrival of the enthusiasts during the summer months creates a social liveliness in the area.

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At Aydınli, Tepeören and Orhanlı vegetable and fruit growing, cattle and sheep livestock breeding, poultry husbandry and beekeeping is made. Fishing continues on the coasts of Tuzla. Tuzla, with numerous industrial organizations, workshops, manufacturing shops, dockyards and leather industry, has evolved into an industrial town. The historical Tuzla mineral springs beneficial and healing with respect to health, the fish restaurants, meatball restaurants and tea gardens along the coast, and the Çamlı Belde and Hacet Creek in the grove at the Aydınlık quarter provide a social liveliness to the region.

Tuzla, other than İstanbul that it is connected to, does not have any direct land, sea, air and railroad connections with the other provinces. But, the E-5 highway and the railroad starting at Haydarpaşa pass through the district borders. While a majority of the population prefers the railroad in public transportation, buses belonging to the Tuzla Municipality and private minibuses are also being used. The suburban train runs on the Gebze-Haydarpaşa line. Meanwhile, the municipal buses have Tuzla-Pendik, Aydıntepe-Pendik connections. The minibuses operated by private entities are also operating on the same route. The district population again prefers the train or buses in trips outside the province. In the meantime, the minibuses operating on the Gebze-Harem route and the buses operating on the Adapazarı Topkapı route, owned by private entities, are the primary transportation vehicles of the district residents.

It is possible to say that the Tuzla District is both lively and at the same time developed from the economic aspect. It is not possible to classify the population based on a certain job and professional group. The workers at the factories and workplaces, farmers, livestock breeders and the other self-employed make up the district population. On the other hand, the officers and non-commissioned officers and their families residing at the Military Officer lodging buildings, compose another part of the population. Since leather industry, large and small dockyards and factories are available in the district, a majority of the people are working at these places. Therefore, unemployment is not really experienced. Significant organized industrial zones such as leather, varnish, chemical and marble industries are operating in the area. In addition, the shipbuilding dockyards operating in the district are providing an important amount of foreign currency input.

Tuzla houses an important number of industrial facilities, lined up starting from Harem and extending to the Sakarya province. Significant facilities such as Arçelik Sanayi ve Ticaret A.Ş., Alamsaş, Alarko Sanayi ve Ticaret A.Ş., which have major contributions to the country's economy, are located within the district. Numerous industrial and commercial businesses and agriculture (vegetable gardening and livestock breeding), significant number of workshops and subsidiary organizations pose as sources of employment for the district residents. The Organized Leather Industrial Zone and the DESBAŞ Free Trade Zone, located within the borders of Tuzla, have provided an additional vitality to the district with respect to economy and employment. These facilities that have been taken into operation have provided a new population transfer to the district, and due to the housing need arising in parallel, the construction sector has become alive.

Touristic activities for sightseeing purposes are not observed much in Tuzla. There is a considerable influx to the natural spring facilities with healing waters, especially during the summer months. In addition, the temporary population coming to their summer resorts also provides a vitality to the district in the summer months. Moreover, all types of boats and yachts are constructed and maintained at the numerous private dockyards operating within the borders of Tuzla.

SECTION 4

***TITLE DEED AND ZONING INFORMATION
OF THE REAL ESTATE***

AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

SECTION 4

TITLE DEED AND ZONING INFORMATION OF THE REAL ESTATE

4.1 Title Deed Information of the Real Estate

Province	:	Istanbul
District	:	Tuzla
Subdistrict	:	-
Village	:	Aydınlı
Street	:	-
Locality	:	Pavli İskelesi
Plot No	:	18
Section No	:	-
Parcel No	:	3623
Area (sqm)	:	4.259,90 m ²
Quality	:	Land
Owner - Share	:	Akfen Gayrimenkul Yatırım Ortaklığı A.Ş. - Full

4.2 Title Deed Examination of the Real Estate

The investigation of the appraisal commission on the title deed records of the property under appraisal, is conducted for purposes of the determination of the rights that constitute the ownership of the property under appraisal, and the limitations imposed on such rights.

According to the examinations conducted in the Title Deeds Registry office of administrative district of Tuzla, province of Istanbul at 29 November 2013, 16:30 and the letter of encumbrances dated 29 November 2013 taken by the customer the encumbrances on the immovable property have been listed below;

In the Comments Section;

- There is a lease contract on behalf of TEDAŞ, for 99 years in return for 1 TL in value (Dated 03.08.1976, numbered 6389)

AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

TAŞINMAZA AİT TAPU KAYDI					
Zemin Tipi	: Ana Taşınmaz	Ada/Parcel	: -/3623		
Zemin No	: 22202278	Yüzölçüm	: 4.259,90 m2		
İl / İlçe	: İSTANBUL/TUZLA	Ana Taş. Nitelik	: ARSA		
Kurum Adı	: Tuzla TM				
Mahalle / Köy Adı	: AYDINLI KÖYÜ				
Mevkii	: PAVLI İSKELESİNDE				
Cilt / Sayfa No	: 39 / 3761				
Kayıt Durum	: Aktif				

MÜLKİYET BİLGİLERİ					
Sistem No	Malik	Ebirliği No	Hisse Pay/Payda	Metrekare	Edinme Sebebi - Tarih - Yev.
243228434	AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI ANONİM ŞİRKETİ	TAM		4.259,90	Satış - 16/07/2013 - 10896-
S/B/I	Acıkdama	Malik / Lehdar	Tarih - Yevmiye	Terkin Sebebi - Tarih - Yev.	
Serhi	SENELİĞİ BİR LİRADAN 99 YIL VADE İLE TEDAŞ LEHİNE KIRAA KONTRAT ŞERHİ 29/01/2004 TARİH VE 1503 YEVMIYE (03/08/1976 Y: 6389)	TÜRKİYE ELEKTRİK DAĞITIM A.Ş. (TEDAŞ)	03/08/1976 - 6389	--	

Harita yatırılmıtır.
Değerli No: 18P2
28.11.2013 (217P 20P5)

Raporlayan: Akif 2013
Tuzla Tapu Sicil Müdürlüğü
11.10.2013
TUZLA TAPU

Rapor Tarihi / Saati : 29.11.2013 11:45

4.2.1 The Buying and Selling Transactions for the Property in the Last Three-Year Period, If Any

- During the examination of the land register at İstanbul Province, Tuzla District Title Deed Registry Directorate, it has been determined that the lien registered on the aforesaid real property, of 3,000,000 US\$ in value, with 75%, of the 1st degree, with term Until Cancellation is Notified, has been cancelled on 27.12.2011 with journal no. 14683.
- It has been observed that while the former proprietor of the real property under appraisal was Seyfettin Polat Çelik Sac San. ve Tic. Ltd. Şti., the aforesaid real property has undergone a sales transaction and has been registered to the name of Akfen Gayrimenkul Yatırım Ortaklığı A.Ş. on 16.07.2013, with journal no. 10896.
- It has been observed that although the surface of the real property under appraisal was 6,375.00 sqm, the Arrangement Partnership Share areas available throughout the parcel have been relinquished. The aforesaid relinquishment areas have materialized as 2,115.51 sqm in total, as 1,567.08 sqm relinquishment to the road, as 343.07 sqm relinquishment to the park and 204.95 relinquishment to the park, and it has been observed that the surface of the subject parcel following the relinquishment has been registered as 4,259.90 sqm on 16.07.2013 with journal no. 10896.
- It has been observed that the qualification of the real property under appraisal, which previously was "Brick-made Seven-Storey Hascan Flour and Semolina Mill with Garden", it has been revised as "Plot" on 09.07.2013 with journal no. 10543.

4.3 Zoning Information of the Real Estate

The zoning regulations regulate the utilization of the land and the density of its development. The appraisal expert should also consider all possible changes expected in the up-to-date regulation and specifications during his inspection on the zoning and construction regulations. Zoning plans define the general purposes of use such as housing, commerce and industry, and identify the density of construction that is to be performed further to the relevant purposes of use.

In the light of the examinations conducted at 29 November 2013, in the municipality of Tuzla, the zoning information dated 09 December 2013 the current zoning situation of the parcel has been given below;

The parcel no. 3623 under appraisal within the scope of the 1/1000 scale "Implementation Zoning Plan for the Transformation of the Industrial Band between Tuzla E-5 Highway and the Railroad" approved on 21.06.2011, remains in the "Hotel and Congress Center Zone", "Green Area" and "Road Area" legends. The settlement conditions for "Hotel and Congress Center Zone" are;

- Coefficient: 2,25
- FAR: 0,40
- Implementation will be done with preliminary project.

According to the related zoning plan, there are parts that remain in the "Green Area" and "Road Area" legends in the aforesaid parcel no. 3623. The total area relinquished for the green area is 548.02 sqm, and the area relinquished to the road is 1,567.08 sqm. These parts are less than 40% of the total plot area, and it has been observed that their relinquishments have been made on the land register under the current circumstances. It has been observed that the surface area of the parcel, which was 6,375.00 sqm prior to the relinquishments, has been registered in the related land register as 4,259.90 sqm remaining after the relinquishments.

According to the information obtained from the Tuzla Municipality Planning Directorate, it has been found out that the implementation of the 1/5000 scale regulatory zoning plan, dated 21.04.2010, serving as basis for the 1/1000 scale implementation zoning plan, has been suspended on 18.10.2011 by the ruling of the İstanbul 7th Administrative Court numbered 2010/2370 principal. However, upon subsequently concluding that the plaintiffs did not have the capacity to file a claim against the council resolution on the 1/5000 scale regulatory zoning plan revision, it has been unanimously resolved to dismiss the charges from the capacity perspective, on 24.02.2012 with resolution no. 2012/293, as per articles 14/3-c and 15/1-b of the Administrative Jurisdiction Procedures Law numbered 2577. It has been advised by the related planning unit that the aforesaid 1/5000 scale currently maintained its validity. The related section of the court resolution, prepared on the dismissal of the charges, has been provided as an annex.

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T.C.
İSTANBUL
7. İDARE MAHKEMESİ

PLN000617 - 158
2008 / 15463
TUZLA

ESAS NO : 2010/2370
KARAR NO : 2012/293

Zira yetkili kişi veya kişilerce tesis edilen idari işlemlere karşı işlemin tesisine katılma imkanı bulunmayan ancak bu işlemde hak ve menfaatleri ihlal edilen kişiler tarafından dava açılabilmesi mümkün ise de, işlemin tesisine katılma yetki ve görevi bulunan kişilerin ortak iradesi ile belirlenen kolektif işlemlere karşı bu kişilerin dava açabilmeleri için karara muhalif kalmaları koşulu aranmaktadır. Nitekim Kanunla belediye meclislerine verilen görevlerle ilgili konularda belde halkının hak ve menfaatlerini korumakla görevli olan belediye meclisi üyelerinin meclis tarafından karara bağlanan bir konuda toplantıya katılarak karşı oy kullanmaları halinde bu karara karşı dava açma ehliyetinin (sübjektif ehliyet) var olduğu Danıştay içtihatlarıyla da benimsenmiştir.

Kurul halinde idari karar alınmasındaki amacın farklı görüşlerin beyan edilmesi suretiyle kamusal yarar bakımından hukuken en doğru kararın alınmasının sağlanması olduğu, bu itibarla karara muhalif kalan üyelerin tutanağa geçiş ilhusunun zorunlu olduğu kuşkusuzdur.

Dava dosyasına sunulan belgelerden; dava konusu nazım imar plan tadilatının İstanbul Büyükşehir Belediye Meclisi'nin 13.04.2010 tarihli toplantısında gündeme alındığı, dava konusu edilen nazım imar plan tadilatının meclis görüşmeleri esnasında yapılan ifadeyle oylama neticesinde oyçokluğu ile kabul edildiği, ancak muhalif kalan kişilerin davacılar olduğuna ilişkin bir tespit yapılamadığı, meclis kararında da muhalefette kalanlar ile gerekçelerine ilişkin bir hususa yer verilmediği görülmüştür.

Bu durumda dava konusu belediye meclisi kararının oylanması sırasında muhalefet ile ilgili görüş belirtmek üzere söz alan olmadığı gibi oylama sonucunda karşı oy kullanan üye olduğuna ilişkin somut bir belge veya muhalefet serhlinin bulunmaması karşısında davacıların karara muhalif olduğu saptanamamakta olup, dava konusu işlemlerle davacıların hukuken korunabilir ciddi ve makul bir menfaat ilişkisinin varlığı tespit edilemediğinden anılan meclis kararına karşı dava açma ehliyetlerinin bulunmadığı sonucuna varılmıştır.

Açıklanan nedenlerle 2577 sayılı İdari Yargılama Usulü Kanunu'nun 14/3-c ve 15/1-b maddeleri uyarınca ehliyet yönünden davanın reddine, aşağıda dökümü yapılan 1.788,40-TL yargılama giderinin davacılar üzerinde bırakılmasına, Avukatlık Asgari Ücret Tarifesine göre belirlenen 600,00-TL vekalet ücretinin ve 50,00-TL YD İtiraz Harcının davacılardan alınarak davalı idareye verilmesine, posta giderinden artan kısmının istemleri halinde davacılar iadesine, kararın tebliğinden itibaren 30 gün içerisinde Danıştay Başkanlığı nezdinde temyiz yolu açık olmak üzere 24/02/2012 gününde oybirliğiyle karar verildi.

Başkan DR.SELAMİ DEMİRKOL 33781	Üye AHMET CAMBOLAT 101525	Üye MESUT YILDIRIM 118411
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The related Plan Notes; (Tuzla District Aydınli plot 18 parcel 3623 Implementation Zoning Plan Amendment) (Amendment Date 21.06.2011)

At Tuzla District, Aydınli plot 18, plot 3623, implementation will be made according to the following plan notes;

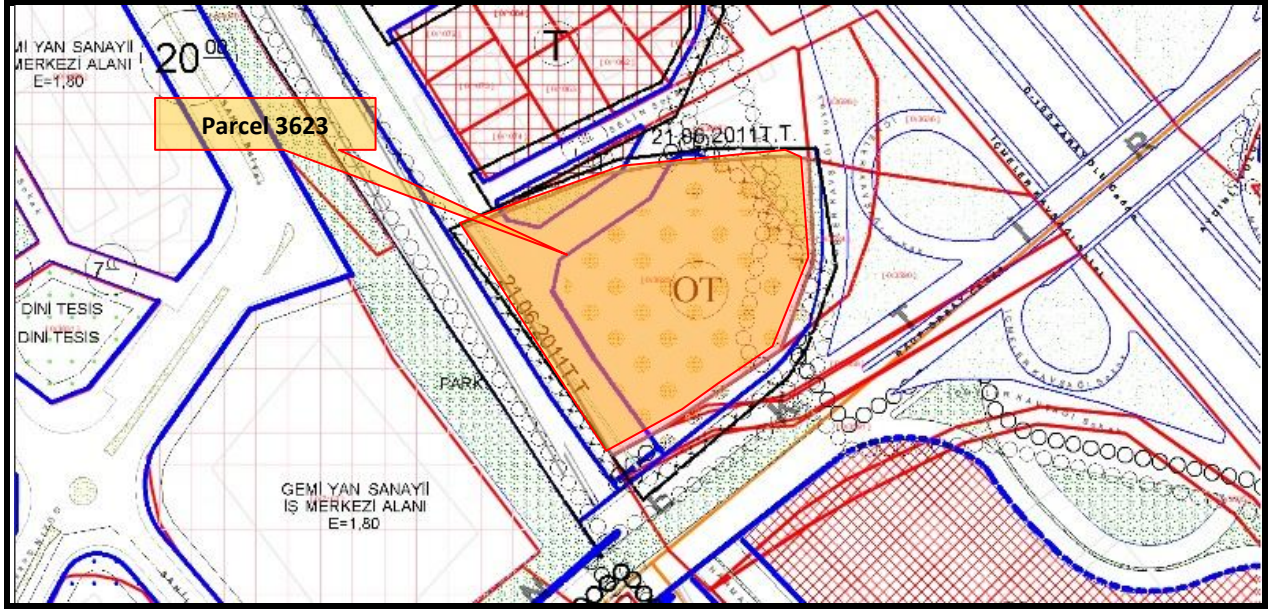
- The parcel is the hotel and congress center area with the "OT" symbol. It may not be occupied for any purposes other than hotel and any commercial units may not be available as independent sections.
- Base Area Coefficient: 0.40, Floor Area Coefficient: 2.25. **The Coefficient will be calculated over the net parcel.**
- Hmax: Free. (provided that the 120 m peak elevation is not exceeded)
- The withdrawal distance from the intersection arm and the Rauf Orbay Avenue is minimum 10 m.
- The heights are ground storey max: 8 m, normal stories max: 4.50 m.
- The +0.00 elevation will be determined according to the İstanbul Zoning Regulation. More than one basement stories may be built.
- The parts above the natural ground elevation are included in the "Base Area Coefficient".
- The occupied 1st basement storey is not included in the coefficient calculation, provided that the parking lot requirement is met within the parcel. At the occupied basement storey, the Base Area Coefficient value may not be exceeded.

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- Any mezzanines, if constructed, are included in the coefficient.
- The directions of the road and intersection arrangements dated 18.10.2007 made in the area where the parcel is located, will be maintained.
- Any implementation may not be made until the areas reserved for public use are handed over to the public.
- Any reductions may not be made in the green area.
- Implementation will be made in compliance with the preliminary project to be approved by the related municipality.
- More than one independent section may not be built.

T.C. TUZLA BELEDİYESİ İmar ve Şehircilik Müdürlüğü		Adı Soyadı : AKFEN G.Y.O. A.Ş. Adres : Bağıdat Cad. No:361/1	
Sayı : 2013/7400 Tarih : 27.12.2013		Maltepe/İSTANBUL İlgili : 05.12.2013 tarih ve 7400 sayılı yazıya / dilekçeye karşılıktır.	
8017. 66946 - 11921 İMAR DURUMU			
<p>• İmar durumu ve inşaat şartları mer'î imar planı ve imar mevzuatına uygun olarak boş arsa için aşağıda gösterilmiştir.</p> <p>• Bu imar durumu ile yalnızca proje tanzim ettirilebilir, inşaat yapılamaz.</p> <p>• İmar planında ve mevzuatta bir değişiklik olursa hiçbir hak kullanılmaz.</p> <p>• Proje ile mirasçılardan tapudana alınacak plan örneği ve uygulama krokisi, Emlak İstimlak Müdürlüğü'nden alınacak kol kesit ve inşaat istikamet rölevesi, blok ebatları, ön, arka ve yan komşu bahçe mesafeleri, İSKİ Genel Müdürlüğü'nce tasdikli foseptik veya kanalizasyon projesi, tabii zemin ve yol kotları ile ilgili eden yerlerde muhtelif en-boy kesitleri, ısı yalıtım projesi raporu eklenecektir.</p> <p>• Parsel meşkin sahadada kalmakta olup İmar Kanunu'nun 23. maddesine tabii değildir.</p> <p>• İmar yoluna ve kadastral yola cephesi olmadan uygulama yapılamaz.</p> <p>*(A) ile gösterilen kısm 3624 parselden tevhit edilmenden uygulama yapılamaz. *(B) ile gösterilen kısm 3590 parselden tevhit edilmenden uygulama yapılamaz. *(C) ile gösterilen kısm 3558 parselden tevhit edilmenden uygulama yapılamaz.</p>			
<p>— 1000m2 emsal alanı, prestij ve sahil caddeleri Kentsel Estetik komisyonuna tabidir.</p> <p>— : Sabiha Gökçen Mania kriterlerine göre uygulama yapılacaktır.</p>			
Mer'î İmar Planı		Bina Yüksekliği : Plan Notu	
Adı	Tuzla İlçesi Aydınlık 18 pafta 3623 Parsel U.I.P. Değişiklik	Bina Derinliği	: Plan Notu
Tasdik Tarihi	21.06.2011	Ön Bahçe Mesafesi	: Plan Notu
Ölçeği	1/1000	Yan Bahçe Mesafesi	: Plan Notu
Mahalle	Aydintepe	Arka Bahçe Mesafesi	: Plan Notu
Cadde		Kot Alınacak Nokta	: Yönetmelik
Kadastro	18	Avan Proje	: Var
	Ada	Parsel	Yüzölçümü
		3623	4259.90m2
Plan Fonksiyonu		: Otel ve Kongre Merkezi	
İmar durumu, imar planı ve imar mevzuatına uygun olarak tanzim ve imza edildi.			
Raporör Gökhan KARA Harita Teknikeri		İsmail ÇIKAR İmar ve Şehircilik Şefi	
13.12.2013		13.12.2013	
		A. Safa ÖZTÜRK İmar ve Şehircilik Müdürü	
		13.12.2013	

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➤ Licenses and Permits:

Any licenses and occupancy certificates are not available for the real property, since there are no buildings on the parcel under appraisal.

- There is a court ruling for the cancellation and suspension of execution of the 1/5000 scale plan amendment with respect to the real property under appraisal. (dated 18.10.2011, principal no.: 2010/2370)
(According to the plea summary; it has been stated that the plan amendment subject to dispute has been prepared with an understanding that violates the plan integrity in this part of the İstanbul Metropolitan Area, the function of the hotel and congress center area foreseen with the plan amendment and the settlement values foreseen for this function have features that could impact the whole area, the impacts that first come to mind are the increase of vehicle traffic in line with this function and the increase of real estate values in the immediate surroundings, the aforementioned plan has been prepared with a segmental understanding in this respect and does not comply with principles of urbanization. On the other hand, according to the defense summary; it is claimed that the case has not been filed in due time, the case subject plan has been prepared within the framework of urbanization principles and planning, the established transaction is in compliance with the law and the case is required to be rejected.)
- There is a **"Court Ruling"** dated 24.02.2012, and numbered 2012/293, issued with respect to the fact that "the related case has been dismissed, upon concluding that the plaintiffs do not have the capacity to file a claim against the council resolution on the 1/5000 scale regulatory zoning plan revision". **In this context, it has been found out from the Tuzla Municipality Planning Unit that the 1/5000 scale regulatory zoning plan currently maintained its validity.**

➤ Building Supervision:

- The subject immovable property is subject to the Building Inspection Law dated 29.06.2001 and numbered 4708 and for building inspection during construction.

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4.3.1 Information Regarding the Changes in the Legal Status of the Property in the Last Three Years (Changes in the Zoning Plan, Expropriation Procedures, etc.)

- There is a court ruling for the cancellation and suspension of execution of the 1/5000 scale plan amendment associated with the parcel under appraisal. (dated 25.11.2011, principal no.: 2010/2370)
- There is a **"Court Ruling"** dated 24.02.2012, and numbered 2012/293, issued with respect to the fact that "the related case has been dismissed, upon concluding that the plaintiffs do not have the capacity to file a claim against the council resolution on the 1/5000 scale regulatory zoning plan revision". **In this context, it has been found out from the Tuzla Municipality Planning Unit that the 1/5000 scale regulatory zoning plan currently maintained its validity.**
- The real property, in the previous 1/1000 scale zoning plan approved on 03.01.2003, remains in the "Area where Construction is Prohibited", "Road Area" and "Trade Area", and in the 1/1000 scale Tuzla Flyover Junction Implementation Zoning Plan approved on 18.10.2007, in the "Road Area" and "Green Area" legends. Under the current circumstances, it has been observed that the aforesaid relinquishment transactions have been made, but the aforementioned relinquishment areas have not been update in the related zoning plans.

4.4 Opinions About the Property, the Property Project or the Rights and Benefits Associated with the Property in line with the Capital Market Regulations

It is considered that there are no obstacles preventing the subject land from being included in the portfolio of the Akfen Gayrimenkul Yatırım Ortaklığı A.Ş. as "Land" pursuant to the provisions of the Capital Markets Legislation.

4.5 Legal Liability

There is no legal restriction on subjected immovable property.

4.6 Environmental and Ground Contamination

Ground research and ground contamination work at the real estate are in the professional limits of the field of "Environmental Geophysics".

A detailed research in this field was not done as our company does not have expertise in this field. However, the real estate was observed to have no negative impacts on the environment during the on-site observations. Thus, the appraisal was done assuming that there was no negative impact on the environment.

SECTION 5

PHYSICAL INFORMATION OF THE REAL ESTATE

SECTION 5

PHYSICAL INFORMATION OF THE REAL ESTATE

5.1 Situation, Position and Environmental Features of the Real Estate

The open address of the immovable properties: Aydınlı Quarter, Rauf Orbay Street, parcel no: 3623, Tuzla/ İSTANBUL

The real property under appraisal is the real property at İstanbul province, Tuzla district, Aydınlı Village, Pavli Pier Locality, plot 18, parcel no. 3623, qualifying as “Plot”, under the ownership of “Akfen Gayrimenkul Yatırım Ortaklığı A.Ş.”.

In order to access the real property under appraisal, while moving in the Kocaeli direction on the E5 Highway and after having passed the Neomarin SHC by approximately 2.5 km, one exits at the İçmeler Junction and enters the Rauf Orbay Avenue. The real property under appraisal is located on the Rauf Orbay Avenue, on the right-hand side at the avenue entrance. The visibility of the real property from the D-100 Highway and its publicity capability is quite high.

As of the date of the appraisal, any settlement is not available on the parcel. There are only the ruins of the building that was previously used as a factory on the parcel under appraisal. The geometrical shape of the subject parcel is more like a polygon, while the topography is almost flat.

The Tuzla region, located on the eastern border of İstanbul, has evolved in to region developing both as an educational and a residential area upon the opening of the Sabiha Gökçen Airport. Due to the abundance of vacant plot stocks in the area, university campuses and techno-parks have tended towards that direction. Especially following the opening of the İstanbul Park, Sabancı University and the Okan University, the increase in the number of students in the region has generated a residential demand.

Currently, Sabancı and Okan University Campuses and the Koç High School Campus are located in Tuzla. Another university located in the region is the Süleyman Şah University. Moreover, the Medeniyet University, Piri Reis University and Gedik University are also being planned to be opened in the region.

In the area where the real property under appraisal is located, the Sabiha Gökçen Airport, F1 İstanbul Park and the Via Port shopping center have played a triggering role in the development of the region. Under the influence of the Techno-park Project Area, organized industrial zones, logistics warehouses and shipyards, the development continues rapidly in the area. In addition, it is expected for projects such as Tuzla Training and Research Hospital, Yenışehir Project, Tuzla Marina Project, Tuzla Çamlıbelde Hotel Project and Thermal İstanbul Project to be implemented in the region in the medium to long term.

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Distances of the Subject Real Estate to Identified Important Points;

Location	Distance (km)
Kartal	~10,00 km
Sabiha Gökçen Airport	~12,00 km
TEM Highway	~14,00 km
Maltepe	~17,00 km

5.2 Definition of the Subject Property of Appraisal

Under the present circumstances, any buildings are not available on the parcel no. 3623 under appraisal.

The real property under appraisal is located in an area that could appeal to both the shipyards area and the airport. The real property is facing the İçmeler Intersection on the E-5 Highway. In the area of the real property, boutique hotels, Tuzla Shipyard and İçmeler Thermal Springs are available, while residential settlement is predominant.

According to the related zoning plan of the parcel no. 3623 under appraisal, there are parts remaining in the “Green Area” and “Road Area” legends. The total area relinquished as the green area is 548.02 sqm, and the total area relinquished for the road is 1.567.08 sqm. These parts are less than 40% of the total plot area, and it has been observed that the relinquishments have been made in the land register. It has

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been observed that the remaining surface area of the parcel, which was 6,375.00 sqm before the relinquishments, has been registered as 4,259.90 sqm following the relinquishments at the land register.

The Gebze – Halkalı Suburban line route passes along the southern front of the real property under appraisal. The İcmeler Intersection of the E5 Highway is located on the northern and the northeastern fronts of the subject parcel, while the Rauf Orbay Avenue is on the eastern front. Vehicle access to the real property under appraisal is provided through the byway of the E5 Highway.

As a result of the detailed investigations held in the Tuzla Region, it has been observed that there is a qualified and top-end hotel supply in the Tuzla Shipyard region located close to the aforesaid real property. There are boutique style hotels in the region, and these hotels generally are appealing to the boat passengers, crews and captains coming to the shipyards region for boat maintenances and repairs. However, the aforesaid hotels are hotels with few rooms in general. Any brand hotel, in the “business hotel” concept that could appeal to the 3 and 4-star segment are not available in the region. The brand hotels that are closest to the region are 5-star hotels located in the surroundings of the airport.

In addition, the İcmeler / Tuzla regions is one of the regions in İstanbul that attract attention with respect to hot springs, and accordingly, the construction of the Thermal İstanbul project is being continued by Ak İnşaat. It is believed that the subject hotel is in the thermal hotel concept and that its mass target will be different.

The real property under appraisal, due to being located just next to the E-5 highway and close to the Sabiha Gökçen Airport has the potential to appeal to both the Tuzla Shipyards Region and the airport. In addition, the 2nd runway area for the airport and the Yenişehir projects that will be implemented are also expected to impact the region favorably.

As a result of the evaluation of the region on the basis of 5-star hotels, it has been determined that the average single room prices were in the range of 78 – 110 Euros, while from the perspective of the boutique hotels in the region, the single room prices ranged around 40 – 75 Euros. It is observed that there is a vacancy in the region where the real property under appraisal is located with respect to a hotel under an international brand. It is believed that the Novotel or Ibis Hotel concepts will be appropriate on the aforesaid parcel, and the Novotel or Ibis Hotel would appeal to a larger mass as compared to the boutique and deluxe hotels in the surroundings.

5.3 Determinations Made in The Real Estate Location

- The real property under appraisal has a front to the İcmeler Intersection of the E-5 Highway, and it has high visibility and publicity capability from the main roads.
- Any buildings are not available on the real property under appraisal under the current circumstances.
- The geometrical shape of the parcel under appraisal is more like a polygon, while it has an almost flat topography.
- In the close surroundings of the parcel under appraisal, the Tuzla Gisbir Hospital, Tuzla Shipyard, Thermal İstanbul Project, Yenişehir Project, F1 İstanbul Park, Via Port Shopping Center, Crown Plaza Asia Hotel, Techno-park Project Area, Sabancı University and Sabiha Gökçen Airport are located.
- The parcel under appraisal is located in a region under development.
- According to the related zoning plan, the parcel no. 3623 under appraisal has parts that remain in the “Green Area” and “Road Area” legends. The total area relinquished for green area is 548.02 sqm, while the area relinquished for the road is 1,567.08 sqm.

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- The 1/5000 scale regulatory zoning plan for the aforesaid parcel has been suspended by a court ruling dated 18.10.2011, however, it has subsequently been resolved to dismiss the case on 24.02.2012, on the grounds that the plaintiffs did not have to capacity to file a claim. Therefore, the 1/5000 scale regulatory zoning plan maintains its validity as of the date of the appraisal.
- The Gebze – Halkalı Suburban line route passes along the southern front of the real property under appraisal. The İçmeler Intersection of the E5 Highway is located on the northern and the northeastern fronts of the subject parcel, while the Rauf Orbay Avenue is on the eastern front. Vehicle access to the real property under appraisal is provided through the byway of the E5 Highway.

SECTION 6

THE HIGHEST AND THE BEST USE ANALYSIS

SECTION 6

THE HIGHEST AND THE BEST USE ANALYSIS

It is the use, which is physically the most appropriate to the building, permitted by the laws, financially executable and providing the highest revenue is the most efficient use. The factors defining the highest and best use contain the answer to the following questions.

- Is the use reasonable and probable?
- Is the use legal and is there a possibility to obtain a legal right for the use?
- Is the property physically fit for use or can it be made fit?
- Is the proposed use financially executable?
- The efficient, highest and best use chosen from the use forms passing the initial four questions is indeed the most productive use of the land.

The zoning plans, which are the most defining factors of the real estate sector legally and technically have not, in our country, shown a development parallel to the economic development and due to this lack of revision have a static appearance. As a natural result of the negative structure unwanted cases such as failure to bring into execution phase the optimum alternative which could provide financially and technically the highest efficiency and in addition to that which had obtained financing can occur quite often in our sector. In other words, in the conditions prevailing in our country the best project is not only the option providing the highest return and the most perfect technical results, but also the project which can meet the requirements of the laws and regulations.

The zoning plans in our country cannot keep up with the speed of urbanization and remain somewhat static. This situation is causing the legal prohibition of the use of a property in the best possible implementable levels and generation of the highest proceeds by an immovable property that has been appraised. As a consequence, any use that is not allowed by the laws and not possible physically may not be accepted as the optimal use.

The most effective and efficient use of the real properties under appraisal is believed to be the use for **“Tourism”** purposes in compliance with its current use, based on its location, the settlement in its surroundings and its qualification in the land register.

SECTION 7

***FACTORS THAT AFFECT THE VALUE
OF THE REAL PROPERTY***

SECTION 7**FACTORS THAT AFFECT THE VALUE OF THE REAL PROPERTY****7.1 Factors That Affect The Value Of The Real Property**

STRENGTH	WEAKNESS
<ul style="list-style-type: none">✓ The real property under appraisal has quite high visibility and publicity capacity from the E5 Highway and Rauf Orbay Avenue.✓ In the immediate surroundings of the real property under appraisal, the Tuzla Shipyards Zone and the GİSBİR Hospital are located, while the Sabiha Gökçen Airport is located in the close distance surroundings.	<ul style="list-style-type: none">✗ Although the real property under appraisal is located in a region under development, any qualified settlement is not available in the immediate surroundings of the project site.
OPPORTUNITIES	THREATS
<ul style="list-style-type: none">✓ Based on the forecasts on the increase of the passenger figures at the Sabiha Gökçen Airport, it is believed that the potential of the area will increase.✓ It is believed that the new projects being developed in the region will activate the region where the real property under appraisal is located.	<ul style="list-style-type: none">✗ The economic developments in the world and in our country are influencing the real estate sector adversely, as is also the case in the other sectors.

7.2. The Analysis of methods Used in the Appraisal

In this section of the study, development approach and sales comparison method are used for the value of the real estate.

7.2.1. Equivalent Comparison Approach Analysis

Upon the investigations made in the close vicinity of the immovable property, the following equivalent information that may present equivalence to the aforementioned immovable property has been received.

- It has been found out that a plot located close to the real property under appraisal and Tuzla Center, with a surface area of 25.000 sqm, "Tourism Area" zoning, is on sale for 30.000.000 USD. (2.561 TL/m², 1.200 USD/m²)
- It has been learned that a plot located close to the real property under appraisal, in Aydınli, with surface area of 17.000 sqm, with "Tourism and Convention Center" zoning, with same settlement conditions, sold for 30.000.000 USD. (5.927 TL/sqm, 2.777 US\$/sqm, 2.018 EUR/sqm)
- It has been found out that a plot located close to the real property under appraisal, in Aydınli Quarter and facaded to D-100 Highway, with a surface area of 17.000 sqm, "Hotel and Congress Center" zoning, is on sale for 30.000.000 USD. (3.767 TL/sqm, 1.765 USD/sqm)
- It has been found out that at the 100 mt. west of the subject property, nonvisible from D-100 Highway, facaded to Gebze-Halkalı train line, with a surface area of net 976 sqm,

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Coefficient=1,60 "Commercial" zoning, is on sale for 1.000.000 EURO(1.380.000 USD). (3.017 TL/sqm, 1.414 USD/sqm)

- It has been found out that at the 350 mt. east of the subject property, facaded to D-100 Highway, with a surface area of 400 sqm, Coefficient=1,50 "Commercial" zoning, is on sale sold for 1.350.000 TL. (3.375 TL/sqm 1.581 USD/sqm)
- It has been found out that a plot located close to the real property under appraisal, in Aydınli Quarter, with a surface area of 6.500 sqm, "Tourism Area" zoning, is on sale for 13.000.000 USD. (4.269 TL/sqm 2.000 USD/sqm)
- It has been found out that a plot located close to the real property under appraisal, between Tuzla and Pendik, on the coast, with a surface area of t 18.000 sqm, "Tourism Area" zoning, is on sale for 50.000.000 USD. (5.928TL/sqm, 2.777 USD/sqm)
- It has been found out that a plot located close to the real property under appraisal, in Aydınli Quarter, with a surface area of 6.383 sqm, "Hotel and Congress Center" zoning, is on sale for 18.022.000 TL. (2.823 TL/sqm, 1.323 USD/sqm)
- It has been found out that a plot located close to the real property under appraisal, in Aydınli Quarter, facaded to D-100 Highway, with a surface area of 4.650 sqm, "Hotel and Congress Center" zoning, with the same settlement condisions is on sale for 10.000.000 USD. (4.590 TL/sqm, 2.150 USD/sqm)
- It has been found out that a plot located close to the real property under appraisal, in Tuzla town center, at the coast, with a surface area of 11.000sqm,coefficient=0,50, "Housing" zoning, is on sale for 14.300.000 USD. (2.774 TL/sqm, 1.300 USD/sqm)
- It has been found out that the 2013 plot fair value for the subjected property is 247 TL/sqm. (247 TL/m², 115 USD/m²)

Equivalent No	Area (sqm)	Purpose	Price (USD/sqm)	Price (EURO/sqm)	Description
1	25.000	"Tourism"	1.200	872,7	In the Center of Tuzla, with the same settlement conditions, sold.
2	17.000	"Hotel and Convention Center"	1.765	1.277	In Aydınli Quarter, facaded to D-100 Highway, with the same settlement conditions, sold.
3	976	"Commercial"	1.414	1.028	On sale, 100 mt. away from the subject parcel.
4	400	"Commercial"	1.581	1.150	On sale, 350 mt. away from the subject parcel.
5	6.500	"Tourism"	2000	1.454	With the same settlement conditions, in Aydınli Quarter, on sale.
6	18.000	"Tourism"	2.777	2.020	Located Between Pendük-Tuzla, with the same settlement conditions, on sale.
7	6.383	"Hotel and Convention Center"	1.323	962	With the same settlement conditions, in Aydınli Quarter, on sale.
8	4.650	"Hotel and Convention Center"	2.150	1.563	With the same settlement conditions, in Aydınli Quarter, on sale.
9	11.000	"Residence"	1.300	945	On sale, close to Tuzla Center
10	-	-	123,5	84,16	Municipality fair value.

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✓ Professional Opinion of the Appraisal Expert:

Considering the facts such as the location of the real property subject to appraisal, zoning status, being located quite close to the D100 highway and train station, topographic structure, settlement conditions, properties, close surroundings and the development potential of the area, and license and occupancy permit has been received of the hotel, and examining the equivalents in the close surroundings, the plot value of the subject real property has been assessed as 1.250 EUR.

Land Value Of Parcel 3623			
1 sqm Land Value	1.250,00	EUR	
Total Land Size	4.259,90	m ²	
Total Land Value	5.324.875,00	EUR	5.324.875,00
TOTAL LAND VALUE	5.320.000,00 EUR		
TOTAL LAND VALUE	15.620.000,00 TL		
APPROXIMATE LAND VALUE	7.320.000,00 USD		

7.2.1 Development Approach

In this analysis, the building cost values of the immovable property was appraised with the cost approach; the technical characteristics of the buildings, the materials used in the buildings were considered on the basis of the construction costs of the buildings constructed with the same quality in the market and the costs depending on our past experiences.

- **Hotel Assumptions**
- It was assumed in the project development approach that on the subject parcel, Ibis Hotel will be constructed and operated.
- Within the scope of the hotel project, it has been assumed that 10,543.25 sqm of the total construction area of 12,210.43 sqm will be reserved for the hotel area, and 1,667.18 sqm for the parking lot and technical areas.
- It was foreseen that the 3-Star hotel shall have a capacity of 200 rooms.
- Is assumed that the facility will be open 365 days a year.
- The items that influence the potential of the hotel, such as the foreseen occupancy ratios, bed/room prices have been provided assuming that it will be operated as a 3-star city hotel.
- It has been foreseen that 50% of the construction works within the scope of the project will be completed in 2014, and the remaining 50% will be completed in 2015.
- It has been assumed that the construction will be completed and the hotel will be taken into operation as of 01.01.2016.
- It has been foreseen that the legal procedures prior to the start of construction will be completed in the recommended project.
- The hotel prices have been foreseen as bed+breakfast system. Taking the investigations in the tourism sector and in the region into consideration, prices per person has been assumed to be 65 EURO for year 2014. The room prices is increased by 3% annually for the initial 10 years.
- It has been assumed that the occupancy rates in 2016, will increase, starting off with 60%, based on the number of rooms sold, and shall reach a stable level around 76% starting with year 2020.

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- It has been assumed that there will be a renovation cost at 1.5% of the construction cost, and will be reserved by increasing at the rate of inflation for the following years.
- In the recommended project, the extra food-beverage revenues have been evaluated separately from the sold rooms, and included in the total revenues of the hotel under the heading of other revenues, the rate of the other revenues has been assumed as 22%.
- It has been assumed that the profit margin of the recommended hotel will be 38% as of the year it is taken into operation, will increase to 50% over the years and will remain fixed that that level afterwards.
- It has been assumed that all payments have been made in advance.
- It has been assumed that all judicial and legal procedures related to the immovable property have been completed; all required permits have been obtained.
- Euro has been used in the studies. 1 Euro: 2,1343 TL was accepted.
- In the scope of IVSC (International Valuation Standards Council) tax was not included in the studies.
- In the appraisal study, 4,37% which is the year 2020 last 6 months Euro based Eurobond rate has been accepted as the "Risk-free Proceeds Rate". (In this appraisal study, the longest-term year 2020 Euro based Eurobond rate, has been chosen as the risk-free proceeds rate.).
- In the projection reduction rate was foreseen as 9,50%.
- In the total cost calculations; it has been assumed that costs including common areas decoration and trim works costs, floor improvement, electrical and mechanical, and automation costs will substantiate.
- In the infrastructure cost calculations; the excavation of the land, electrical infrastructure, waste-potable water infrastructure, telecommunications infrastructure, etc. are included.
- In the environment layout and landscaping costs; the environment layout costs, landscaping costs, open area illumination costs, drainage costs, etc. are included.
- In the project general expense costs; design and drawing of all projects and details such as electricity, sanitary system, statics, the building inspection company costs, project management company costs, etc. are included.
- The costs in the project represent turnkey costs.
- The Building insurance has been added to the calculations and has been assumed to increase at the 2.5% inflation rate each year.

Areal Distribution	Construction Area (m ²)	Unit Cost (EURO/m ²)	Cost (EURO)
Otel Area	10.543,25	900	9.488.927
Parking and Technical Areas	1.667,18	200	333.436
Total Area (m2)	12.210,43		9.822.363

Cost of Infrastructure		
Total Construction Area Cost (EURO)	Ratio	Cost (EURO)
9.822.363	10%	982.236

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Cost of Enviromental Arrangements		
Total Construction Area Cost (EURO)	Ratio	Cost (EURO)
9.822.363	8%	785.789
Total Cost (EURO)		
Construction Cost (EURO)	9.822.363	
Infrastructure Cost (EURO)	982.236	
Enviromental Arrangements Cost (EURO)	785.789	
TOTAL (EURO)	11.590.389	

General Project Expenses		
Total Cost (EURO)	Ratio	Cost (EURO)
11.590.389	10%	1.159.039

Total Cost (EURO)	
Construction Cost (EURO)	9.822.363
Infrastructure Cost (EURO)	982.236
Enviromental Arrangements Cost (EURO)	785.789
General Project Expenses (EURO)	1.159.039
TOTAL COST (EURO)	12.749.428
Averall Unit Construction Cost (EURO)*	1.044

Distribution of Costs By Years				
YEARS	31.12.2013	31.12.2014	31.12.2015	
RATIO	0%	50%	50%	100%
COST (EURO)	0	6.374.714	6.374.714	12.749.428

SUMMARY TABLE	
NUMBER OF ROOMS	200
NUMBER OF HE WORKIND DAYS	365
ANNUAL ROOM CAPACITY	73.000
ROOM PRICE (€) (2014)	65
INCREASE RATIO OF ROOM PRICES (%)	3,0%
OTHER REVENUES RATIO (%)	22%
RENEVATION COSTS RATIO (%)	1,5%
CAPITILAZATION RATIO (%)	10,50

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CASH FLOW													
YEARS	31.12.2013	31.12.2014	31.12.2015	31.12.2016	31.12.2017	31.12.2018	31.12.2019	31.12.2020	31.12.2021	31.12.2022	31.12.2023	31.12.2024	31.12.2025
CONSTRUCTION COSTS (EURO)	0	-6.374.714	-6.374.714										
OCCUPANCY RATIO (%)	0			60%	66%	70%	73%	76%	76%	76%	76%	76%	76%
NUMBER OF OPERATION DAYS				365	365	365	365	365	365	365	365	365	365
SATILAN ODA SAYISI	0			43.800	48.180	51.100	53.290	55.480	55.480	55.480	55.480	55.480	55.480
ROOM PRICES (EURO)	0	65	67	69	71	73	75	78	80	82	85	87	90
ROOM REVENUES (EURO)	0			3.020.382	3.422.093	3.738.378	4.015.552	4.305.991	4.435.171	4.568.226	4.705.273	4.846.431	4.991.824
OTHER REVENUES RATIO (%)				22%	22%	22%	22%	22%	22%	22%	22%	22%	22%
OTHER REVENUES (EURO)	0		0	664.484	752.860	822.443	883.421	947.318	975.738	1.005.010	1.035.160	1.066.215	1.098.201
TOTAL REVENUE (EURO)	0		0	3.684.866	4.174.954	4.560.821	4.898.973	5.253.309	5.410.909	5.573.236	5.740.433	5.912.646	6.090.026
GOP (%)	0			38%	40%	42%	45%	50%	50%	50%	50%	50%	50%
GOP (EURO)	0		0	1.400.249	1.669.981	1.915.545	2.204.538	2.626.655	2.705.454	2.786.618	2.870.217	2.956.323	3.045.013
OPERATING COSTS (EURO)			0	2.284.617	2.504.972	2.645.276	2.694.435	2.626.655	2.705.454	2.786.618	2.870.217	2.956.323	3.045.013
RENEVATION COSTS (EURO) (%1,5)	0			147.335	151.756	156.308	160.997	165.827	170.802	175.926	181.204	186.640	192.239
PROPERTY TAX (EURO)				18.174						21.700	22.351	23.022	23.712
INSURANCE COST (EURO)				12.419	12.792	13.176	13.571	13.978	14.397	14.829	15.274	15.732	16.204
TOTAL COSTS (EURO)				2.462.546	2.669.520	2.814.760	2.869.003	2.806.460	2.890.654	2.999.074	3.089.046	3.181.717	3.277.169
NET REVENUES	0	-6.374.714	-6.374.714	1.222.321	1.505.434	1.746.061	2.029.969	2.446.849	2.520.255	2.574.162	2.651.387	2.730.929	2.812.857
TERMINATION VALUE													28.128.568
NET CAHS FLOWS	0	-6.374.714	-6.374.714	1.222.321	1.505.434	1.746.061	2.029.969	2.446.849	2.520.255	2.574.162	2.651.387	2.730.929	30.941.424

Appraisal Table	EURO	EURO	EURO
Risk Free Rate	4,37%	4,37%	4,37%
Risk Premium	5,63%	6,13%	6,63%
Discount Ratio	10,00%	10,50%	11,00%
Net Presen Value (EURO)	8.462.448	7.711.402	7.001.240
Net Presen Value (TL)	24.849.979	22.644.531	20.559.141

Land Owner	30%
Contractor	70%

Land Value (EURO)	5.610.349
Contractor Revenue (EURO)	2.101.052
Unit Land Value (EURO/m²)	1.317
Unit Land Value (TL/m²)	3.867
General Rate of Profit (Land Owner)	73%
General Rate of Profit (Contractor)	27%

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7.2.3 Evaluation of The Results of The Analysis

In the performed study; the equivalent comparison and the project development approaches have been used for the plot value. The location of the real property, the market research with respect to the real properties qualifying as hotels in the surroundings, its potential for the development of a hotel project, and the settlement conditions according to the 1/1000 scale zoning plan have been taken into consideration. According to the coefficient comparison approach, the right value of the lot arising from the rental agreement is **15.620.000.-TL (5.320.000.-EUR)**

- According to the project development approach, the land value of the subjected property is determined as **16.470.000.-TL (5.610.000.-EUR)** has been appraised as the final value.
- For the real property, which has been appraised according to the equivalent comparison method and the development method, it is believed that the project that will be developed in the development method will add value to the plot value. As the conclusion value, the plot value of the real property under appraisal calculated as based on the project development method has been assessed as **16.470.000.-TL, (5.610.000.-EURO)**.

Summary Table (VAT Excluded)		
Land Value of The Subjected Property According To Coefficient Comparasion Approach	15.620.000,00 TL	5.320.000,00 €
Land Value of The Subjected Property According To Project Development Approach	16.470.000,00 TL	5.610.000,00 €

SECTION 8

CONCLUSION

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SECTION 8 CONCLUSION

All characteristics which might have an influence on the value of the property such as its, infrastructure and means of access, its facade to the street, land area, its zoning status, the construction system of the building, its age, the workmanship and the quality of the products, the construction completion rate of interior design have been taken into account and detailed market research has been undertaken on location. Taking into consideration the economic conditions experienced in the recent period the value of the immovable has been estimated as follows by TSKB Gayrimenkul Değerleme A.Ş.

MARKET VALUE OF THE SUBJECT PROPERTY AT THE DATE OF 31.12.2013 (VAT Excluded)

16.470.000.-TL
(Sixteenmillionfourhundredseventythousand.-
TurkishLiras)

5.610.000.-Euro
(Fivemillionsixhundredtenthousand.-Euro)

MARKET VALUE OF THE SUBJECT PROPERTY AT THE DATE OF 31.12.2013 (VAT Included)

19.434.600.-TL
(Nineteenmillionfourhundredthirtyfourthousandsixhundred.-
TurkishLiras)

6.619.800.-Euro
(Sixmillionsixhundrednineteenthousandaneighthundred.-Euro)

- 1-These identified values are the fair market values respectively for cash sales payments.
- 2- VAT not included.
- 3- Exchange rate has been taken as EURO 1 = TRY 2,9365, USD 1 = TRY 2,1343 - The values in EURO and USD are given only for information
- 4- This report has been prepared further to the related provisions of the Capital Markets Regulation
- 5- This page is an unseperatable part of the appraisal report. The report is a whole with all the detailed information in it an cannot be used independently.

Ozan KOLCUOĞLU
Appraiser (402293)

Makbule YÖNEL MAYA
Appraiser in Charge (401456)

SECTION 9

ANNEX

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SECTION 9

ANNEX

Annex List

1	Photocopies of Title Deed
2	Letter of Encumbrances
3	Zoning Status Document
4	Photographs
5	SPK Licences
6	CV's