

Convenience Translation to English of Consolidated Financial Statements Originally Issued in Turkish
Akfen Holding Anonim Şirketi
Consolidated Balance Sheet as at 31 December 2014
(Currency: Thousands of TL)

		<i>Audited</i>	
	<i>Notes</i>	<i>31 December 2014</i>	<i>31 December 2013</i>
ASSETS			
Current Assets		564.851	423.947
Cash and cash equivalents	5	63.736	147.430
Trade receivables		115.043	16.953
- <i>Due from related parties</i>	8-36	822	37
- <i>Trade receivables from third parties</i>	8	114.221	16.916
Other receivables		2.190	4.999
- <i>Other receivables from related parties</i>	9-36	652	560
- <i>Other receivables from third parties</i>	9	1.538	4.439
Financial investments	6	--	5.614
Inventories	11	252.387	169.842
Prepaid expenses	24	7.805	5.399
Current tax assets		7.732	5.445
Other current assets	23	115.958	68.265
		564.851	423.947
Non-Current Assets		3.342.575	2.974.541
Trade receivables		135.624	13.276
- <i>Trade receivables from third parties</i>	8	135.624	13.276
Other receivables		66.726	42.122
- <i>Other receivables from related parties</i>	9-36	51.690	27.442
- <i>Other receivables from third parties</i>	9	15.036	14.680
Investments in equity accounted investees	14	631.082	437.433
Investment property	15	1.351.891	1.418.899
Property, plant and equipment	16	875.349	803.133
Intangible assets	17	83.560	84.716
Goodwill		3.309	3.309
Deferred tax assets	34	77.457	51.806
Prepaid expenses	24	14.333	11.290
Other non-current assets	23	103.244	108.557
TOTAL ASSETS		3.907.426	3.398.488

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Audited

LIABILITIES	<i>Notes</i>	31 December 2014	31 December 2013
Current Liabilities		720.603	493.177
Short term loans and borrowings	7	31.809	74.443
Short term portion of long term loans and borrowings	7	331.706	352.638
Trade payables		30.815	26.656
- <i>Due to related parties</i>	8-36	1.530	828
- <i>Trade payables to third parties</i>	8	29.285	25.828
Other payables		41.820	32.839
- <i>Other payables to related parties</i>	9-36	25.911	17.920
- <i>Other payables to third parties</i>	9	15.909	14.919
Employee benefit obligations		574	503
Current tax liabilities		--	958
Deferred income	24	278.772	2.453
Short term provisions		3.655	2.434
- <i>Provision for employee benefits</i>	19	2.865	2.311
- <i>Other provisions</i>	19	790	123
Other current liabilities		1.452	253
Non-Current Liabilities		1.515.117	1.142.439
Long term loans and borrowings	7	1.414.551	1.017.317
Trade payables		8.411	24.609
- <i>Due to related parties</i>	8	39	--
- <i>Trade payables to third parties</i>	8	8.372	24.609
Other payables		12.408	13.648
- <i>Other payables to related parties</i>	9-36	7.737	7.730
- <i>Other payables to third parties</i>	9	4.671	5.918
Deferred tax liability	34	76.828	84.000
Long term provisions		2.919	2.865
- <i>Provision for employee benefits</i>	21	2.797	2.335
- <i>Other long term provisions</i>	19	122	530
EQUITY		1.671.706	1.762.872
Total Equity Attributable to Equity Holders of the Parent		1.296.841	1.356.685
Paid in capital	25	291.000	291.000
Adjustments to share capital		(7.257)	(7.257)
Share premium		211.695	211.118
Capital adjustments due to cross-ownership (-)		--	(34.661)
Treasury shares (-)		(167.264)	(57.159)
Business combination of entities under common control		6.236	6.236
Other comprehensive income/expense not to be reclassified to profit or loss		78.697	54.446
- <i>Revaluation reserve</i>		81.192	56.367
- <i>Actuarial gain/loss arising from defined benefit plans</i>		(2.495)	(1.921)
Other comprehensive income/expense to be reclassified to profit or loss		63.102	89.243
- <i>Foreign currency translation reserve</i>	25	81.675	101.270
- <i>Cash flow hedge reserves</i>	25	(18.573)	(12.027)
Restricted reserves allocated from profit		187.743	111.010
Retained earnings		644.752	765.882
Net (loss)/profit for the period		(11.863)	(73.173)
Non-controlling interests	25	374.865	406.187
TOTAL EQUITY AND LIABILITIES		3.907.426	3.398.488

Convenience Translation to English of Consolidated Financial Statements Originally Issued in Turkish

Akfen Holding Anonim Şirketi

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the Year Ended 31 December 2014

(Currency: Thousands of TL)

Audited

	<i>Notes</i>	<i>31 December 2014</i>	<i>31 December 2013</i>
PROFIT OR LOSS			
Revenue	26	119.252	111.446
Cost of sales (-)	26	(62.015)	(45.865)
GROSS PROFIT		57.237	65.581
General administrative expenses (-)	27	(64.690)	(52.712)
Other operating income	29	87.509	218.522
Other operating expense (-)	29	(60.971)	(11.022)
Share on profit/(loss) of equity-accounted investees, net of tax	14	142.381	(13.337)
OPERATING PROFIT		161.466	207.032
Income from investment activities	30	3.975	41.530
Expense from investment activities		(822)	(10.399)
OPERATING PROFIT BEFORE FINANCIAL INCOME/(EXPENSE)		164.619	238.163
Financial income	31	39.095	32.359
Financial expense	32	(238.441)	(287.896)
PROFIT/(LOSS) BEFORE TAX		(34.727)	(17.374)
Tax Income/(Expense)		20.167	(1.539)
Tax expense	34	(3.985)	(2.662)
Deferred tax income	34	24.152	1.123
PROFIT/(LOSS) FOR THE PERIOD		(14.560)	(18.913)
Profit/(Loss) Attributable To:			
Non-controlling interest		(2.697)	54.260
Equity holders of the parent		(11.863)	(73.173)
Profit/(Loss) for the Period		(14.560)	(18.913)
Basic and diluted earnings/(losses) per share (full TL)	35	(0,0457)	(0,2644)

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OTHER COMPREHENSIVE INCOME	<u>Notes</u>	<u>31 December 2014</u>	<u>31 December 2013</u>
Items not to be reclassified to profit or loss in subsequent periods			
Defined benefit obligation actuarial differences		534	(376)
Items not to be reclassified to comprehensive income in subsequent periods from equity accounted investees		23.840	57.880
Tax income/(expense) from other comprehensive income items not to be reclassified to profit or loss	34	(89)	75
Items to be reclassified to profit or loss in subsequent periods			
Foreign currency translation differences	31	(71.624)	1.586
(Loss)/profit from cash flow hedging		--	5.701
Items to be reclassified to comprehensive income in subsequent periods from equity accounted investees	31	19.314	134.693
Tax income/(expense) from items to be reclassified to profit or loss in subsequent periods	34	--	(1.425)
OTHER COMPREHENSIVE INCOME		(28.025)	198.134
TOTAL COMPREHENSIVE INCOME		(42.585)	179.221
Total comprehensive income attributable to:			
Non-controlling interest		(30.745)	57.607
Equity holders of the parent		(11.840)	121.614
Total comprehensive income		(42.585)	179.221

Convenience Translation to English of Consolidated Financial Statements Originally Issued in Turkish

Akfen Holding Anonim Şirketi

Consolidated Statements of Changes in Equity For the Year Ended 31 December 2013

(Currency: Thousands of TL)

							Other Comprehensive Income and Expense to Be Reclassified to Profit or Loss		Other Comprehensive Income and Expense Not to Be Reclassified to Profit or Loss			Retained Earnings				
	Paid in capital	Adjustments to share capital	Share premium	Capital adjustments due to cross ownership	Treasury shares	Entities under common control	Translation differences	Cash flow hedging reserve	Revaluation reserve	Actuarial gain/losses from defined benefit plans	Restricted reserves allocated from profit	Retained earnings	Profit/(loss) for the period	Total	Non-controlling interest	Total equity
Balances at 1 January 2013 (Audited)	145.500	(7.257)	349.132	(23.866)	(13.885)	6.236	37.187	(84.473)	108	--	47.846	198.824	662.854	1.318.206	396.401	1.714.607
Change in accounting policies	--	--	--	--	--	--	42	--	--	(3.241)	(10.095)	(1.080)	(94)	(14.468)	(7.721)	(22.189)
Balances at 1 January 2013 (Audited)	145.500	(7.257)	349.132	(23.866)	(13.885)	6.236	37.229	(84.473)	108	(3.241)	37.751	197.744	662.760	1.303.738	388.680	1.692.418
Total comprehensive income/(expense) for the period																
Profit/(loss) for the period	--	--	--	--	--	--	--	--	--	--	--	--	(73.173)	(73.173)	54.260	(18.913)
Other comprehensive income																
Foreign currency translation differences	--	--	--	--	--	--	66.819	--	--	--	--	--	--	66.819	3.347	70.166
Revaluation of property, plant and equipment	--	--	--	--	--	--	--	--	56.259	--	--	--	--	56.259	--	56.259
Actuarial gain/losses from defined benefit plans	--	--	--	--	--	--	--	--	--	1.320	--	--	--	1.320	--	1.320
Net fair value change in cash flow hedges	--	--	--	--	--	--	--	70.389	--	--	--	--	--	70.389	--	70.389
Total other comprehensive income/(expense)	--	--	--	--	--	--	66.819	70.389	56.259	1.320	--	--	--	194.787	3.347	198.134
Total comprehensive income/(expense)	--	--	--	--	--	--	66.819	70.389	56.259	1.320	--	--	(73.173)	121.614	57.607	179.221
Transfers	145.500	--	(145.500)	--	--	--	(2.778)	--	--	--	19.190	646.348	(662.760)	--	--	--
Reserves from acquisition of own shares	--	--	--	--	--	--	--	--	--	--	54.069	(54.069)	--	--	--	--
Dividend distribution	--	--	--	--	--	--	--	--	--	--	--	(24.141)	--	(24.141)	--	(24.141)
Transactions with subsidiaries	--	--	7.486	--	--	--	--	2.057	--	--	--	--	--	9.543	(40.100)	(30.557)
Acquisition of own shares	--	--	--	(10.795)	(43.274)	--	--	--	--	--	--	--	--	(54.069)	--	(54.069)
Total transactions with owners	145.500	--	(138.014)	(10.795)	(43.274)	--	(2.778)	2.057	--	--	73.259	568.138	(662.760)	(68.667)	(40.100)	(108.767)
Balances at 31 December 2013 (Audited)	291.000	(7.257)	211.118	(34.661)	(57.159)	6.236	101.270	(12.027)	56.367	(1.921)	111.010	765.882	(73.173)	1.356.685	406.187	1.762.872

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Akfen Holding Anonim Şirketi

Consolidated Statements of Changes in Equity For the Year Ended 31 December 2014

(Currency: Thousands of TL)

							Other Comprehensive Income and Expense to Be Reclassified to Profit or Loss				Retained Earnings					
	Paid in capital	Adjustments to share capital	Share premium	Capital adjustments due to cross ownership	Treasury shares	Entities under common control	Translation differences	Cash flow hedging reserve	Revaluation reserve	Actuarial gain/losses from defined benefit plans	Restricted reserves allocated from profit	Retained earnings	Profit/(loss) for the period	Total	Non- controlling interest	Total equity
Balances at 1 January 2014 (Audited)	291.00 0	(7.257)	211.118	(34.661)	(57.159)	6.236	101.270	(12.027)	56.367	(1.921)	111.010	765.882	(73.173)	1.356.6 85	406.187	1.762.872
Total comprehensive income/(expense) for the period																
Profit/(loss) for the period	--	--	--	--	--	--	--	--	--	--	--	--	(11.863)	(11.86 3)	(2.697)	(14.560)
Other comprehensive income																--
Foreign currency translation differences	--	--	--	--	--	--	(17.715)	--	--	--	--	--	--	(17.71 5)	(28.048)	(45.763)
Revaluation of property, plant and equipment	--	--	--	--	--	--	--	--	24.825	--	--	33	--	24.858	--	24.858
Actuarial gain/losses from defined benefit plans	--	--	--	--	--	--	--	--	--	(574)	--	--	--	(574)	--	(574)
Net fair value change in cash flow hedges	--	--	--	--	--	--	--	(6.546)	--	--	--	--	--	(6.546)	--	(6.546)
Total other comprehensive income/(expense)	--	--	--	--	--	--	(17.715)	(6.546)	24.825	(574)	--	33	--	23	(28.048)	(28.025)
Total comprehensive income/(expense)	--	--	--	--	--	--	(17.715)	(6.546)	24.825	(574)	--	33	(11.863)	(11.84 0)	(30.745)	(42.585)
Transfers	--	--	--	--	--	--	(1.880)	--	--	--	1.289	(72.582)	73.173	--	--	--
Share transfer transaction from income/(expenses)	--	--	--	--	--	--	--	--	--	--	--	37.334	--	37.334	--	37.334
Reserves from acquisition of own shares	--	--	--	--	--	--	--	--	--	--	75.444	(75.444)	--	--	--	--
Dividend distribution	--	--	--	--	--	--	--	--	--	--	--	(10.471)	--	(10.47 1)	--	(10.471)
Transactions with subsidiaries	--	--	577	--	--	--	--	--	--	--	--	--	--	577	(577)	--
Acquisition of own shares	--	--	--	34.661	(110.105)	--	--	--	--	--	--	--	--	(75.44 4)	--	(75.444)
Total transactions with owners	--	--	577	34.661	(110.105)	--	(1.880)	--	--	--	76.733	(121.163)	73.173	(48.00 4)	(577)	(48.581)
Balances at 31 December 2014 (Audited)	291.00 0	(7.257)	211.695	--	(167.264)	6.236	81.675	(18.573)	81.192	(2.495)	187.743	644.752	(11.863)	1.296.8 41	374.865	1.671.706

Convenience Translation to English of Consolidated Financial Statements Originally Issued in Turkish
Akfen Holding Anonim Şirketi
Consolidated Statement of Cash Flow For the Year Ended 31 December 2014
(Currency: Thousands of TL)

	<u>Notes</u>	<u>Audited</u> <u>31 December 2014</u>	<u>Audited</u> <u>31 December 2013</u>
Cash flows from operating activities:			
(Loss)/Profit for the period		(14.560)	(18.913)
Adjustments for:			
Depreciation of property, plant and equipment and amortization of intangibles	<i>16-17</i>	23.700	16.678
Provision for employee termination benefits		802	587
Unearned interest income/(expense), net		8.862	895
Profit from sale of subsidiary and affiliate		361	(33.079)
Shares on profit of investments in equity accounted investees	<i>14</i>	(142.381)	13.337
Revaluation gains/(losses) of investment properties	<i>15</i>	(18.665)	(208.641)
Provision for vacation pay		554	664
Unrealized foreign exchange differences		188.422	150.523
Interest expense	<i>30-31-32</i>	99.025	55.728
Tax expense	<i>34</i>	(20.167)	1.539
Cash flow from operating activities before changes in working capital		125.953	(20.682)
<i>Changes in:</i>			
Other current trade receivables		(97.305)	9.334
Other current non-trade receivables		2.901	(1.249)
Other current assets		(52.384)	(28.252)
Differences in blocked bank accounts		--	133.695
Other non-current trade receivables		(122.348)	487
Other non-current non-trade receivables		(356)	(4.139)
Inventories		(82.545)	(70.604)
Due from related parties		(25.125)	17.741
Other non-current assets		2.273	13.353
Other current trade payables		3.457	4.328
Other current non-trade payables		(10.478)	20.835
Other current liabilities		277.300	(2.609)
Other non-current trade payables		(16.237)	(8.128)
Other non-current payables		(1.247)	(1.990)
Due to related parties		8.739	18.004
Other current liabilities		(412)	2.645
Cash provided/(used) by operating activities		12.186	82.769
Taxes paid		(1.188)	(2.673)
Retirement benefit paid	<i>21</i>	(340)	(317)
Dividends received from investments in equity accounted investees	<i>14</i>	17.355	63.043
Net cash provided/(used) by operating activities		28.013	142.822

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	<u>Notes</u>	<u>Audited</u> <u>31 December 2014</u>	<u>Audited</u> <u>31 December 2013</u>
Cash flows from investing activities			
Interest received	30-31	6.414	31.845
Acquisition of property, plant and equipment and intangible assets	16-17	(104.566)	(166.652)
Purchases of investment properties	15	(59.699)	(92.757)
Increase/(decrease) in financial investments		5.609	152.565
Acquisition of subsidiaries and affiliates		(23.309)	--
Sale of subsidiary and entity under common control		272	86.370
Net cash provided by operating activities		(175.279)	11.371
Cash flows from financing activities			
Proceeds from borrowings		1.127.164	1.010.883
Repayment of borrowings		(871.661)	(1.033.514)
Interest paid		(105.439)	(87.573)
Change in project reserve accounts	5	37.353	(47.089)
Acquisition of own shares		(75.444)	(54.069)
Change in non-controlling interests		(577)	39.137
Dividends paid		(10.471)	(24.141)
Net cash (used in)/ provided by financing activities		100.925	(196.366)
Net increase in cash and cash equivalents		(46.341)	(42.173)
Cash and cash equivalents at 1 January	5	94.480	136.653
Cash and cash equivalents at period end	5	48.139	94.480