

**AKSA ENERJİ ÜRETİM A.Ş. AND
ITS SUBSIDIARIES
CONSOLIDATED FINANCIAL
STATEMENTS
TOGETHER WITH INDEPENDENT
AUDITOR'S REPORT AS OF
31 MARCH 2013**



**INDEPENDENT AUDITOR'S REPORT OF
AKSA ENERJİ ÜRETİM A.Ş. AND ITS SUBSIDIARIES
FOR THE PERIOD ENDED 31 MARCH 2013**

**To the Shareholders and Board of Directors of
Aksa Enerji Üretim A.Ş.
İstanbul**

**Eren Bağımsız Denetim ve
Yeminli Mali Müşavirlik A.Ş.**
Abide-i Hürriyet Caddesi
Bolkan Center 211 C Kat 3
34381 Şişli / İstanbul, Turkey

T + 90 212 373 00 00
F + 90 212 291 77 97
www.gtturkey.com

Introduction

We have reviewed the accompanying consolidated interim balance sheet of Aksa Enerji Üretim A.Ş. and its subsidiaries (together referred to as the Group) as of 31 March 2013 and the related consolidated interim statements of income, changes in equity and cash flow for the three-month period then ended. Management is responsible for the preparation and presentation of this consolidated interim financial information in accordance with International Financial Reporting Standards. Our responsibility is to express a conclusion on this consolidated interim financial information based on our review.

Scope of Review

We conducted our review in accordance with International Standard on Review Engagements 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity." A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with International Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying consolidated interim financial information is not prepared, in all material respects, in accordance with International Financial Reporting Standards.

EREN Bağımsız Denetim ve Yeminli Mali Müşavirlik A.Ş.
Member Firm of GRANT THORNTON International

**Nazım Hikmet
Partner**

Istanbul, 06 May 2013

AKSA ENERJİ ÜRETİM A.Ş. AND ITS SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS AS OF 31.03.2013 AND 31.12.2012
(Currency - Turkish Lira)
(Amounts translated into US Dollar at the period / year end exchange rate for convenience purposes)

ASSETS	Note	31.03.2013		31.12.2012	
		<u>USD</u>	<u>TL</u>	<u>USD</u>	<u>TL</u>
Current Assets					
Cash and Cash Equivalents	4	56.105.998	101.478.918	22.758.617	40.569.510
Marketable Securities		53.093	96.029	193.861	345.577
Trade Receivables	5	125.600.955	227.174.448	137.954.077	245.916.937
Due from/to Related Parties and Shareholders, net	6	139.542.702	252.390.886	333.139.857	593.855.109
Inventory	7	101.216.087	183.069.536	76.033.633	135.537.555
Other Current Assets	8	32.735.642	59.208.956	47.443.461	84.572.714
		455.254.477	823.418.773	617.523.506	1.100.797.402
Non-Current Assets					
Investments	9	929.881	1.681.875	915.447	1.631.875
Property, Plant and Equipment	10	899.330.216	1.626.618.562	912.871.829	1.627.285.323
Goodwill	2	5.264.963	9.522.739	5.342.050	9.522.739
Intangible Assets	11	928.632	1.679.617	942.200	1.679.566
Other Non-Current Assets	8	65.512.229	118.491.969	48.812.272	87.012.756
Deferred Tax Asset	14	2.271.914	4.109.211	2.305.178	4.109.211
		974.237.835	1.762.103.973	971.188.976	1.731.241.470
TOTAL ASSETS		1.429.492.312	2.585.522.746	1.588.712.482	2.832.038.872

The accompanying notes are an integral part of these consolidated financial statements.

AKSA ENERJİ ÜRETİM A.Ş. AND ITS SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS AS OF 31.03.2013 AND 31.12.2012
(Currency - Turkish Lira)

(Amounts translated into US Dollar at the period / year end exchange rate for convenience purposes)

LIABILITIES	Note	31.03.2013		31.12.2012	
		USD	TL	USD	TL
Short Term Liabilities					
Financial Liabilities	12	159.663.903	288.784.102	316.548.066	564.278.583
Trade Payables	13	167.834.423	303.562.121	159.730.910	284.736.320
Taxation Payable on Income	14	2.171.580	3.927.736	3.714.033	6.620.636
Other Payables and Accrued Liabilities	15	9.587.785	17.341.427	6.550.508	11.676.935
		339.257.691	613.615.386	486.543.517	867.312.474
Long Term Liabilities					
Financial Liabilities	12	410.567.222	742.592.935	424.305.420	756.366.842
Retirement Pay Provision	16	1.300.155	2.351.590	1.219.385	2.173.676
Deferred Tax Liability	14	1.623.569	2.936.550	1.647.341	2.936.550
		413.490.946	747.881.075	427.172.146	761.477.068
Shareholders' Equity					
Share Capital	17	340.110.051	615.157.050	345.089.785	615.157.050
General Reserves	18	188.361.058	340.688.645	67.854.251	120.956.987
Share Premium		136.785.335	247.403.635	138.788.082	247.403.635
Net Profit for Period / (Year)		11.487.231	20.776.955	123.264.701	219.731.658
		676.743.675	1.224.026.285	674.996.819	1.203.249.330
Commitments and Contingencies	24				
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		1.429.492.312	2.585.522.746	1.588.712.482	2.832.038.872

The accompanying notes are an integral part of these consolidated financial statements.

AKSA ENERJİ ÜRETİM A.Ş. AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME FOR THE PERIOD ENDED 31.03.2013 AND 31.03.2012
(Currency - Turkish Lira)
(Amounts translated into US Dollar at the period end exchange rate for convenience purposes)

INCOME STATEMENT	Note	01.01.- 31.03.2013		01.01.- 31.03.2012	
		USD	TL	USD	TL
Net Sales	19	216.470.337	391.529.899	297.222.694	526.946.115
Cost of Sales	20	(188.551.510)	(341.033.117)	(243.401.754)	(431.526.970)
Gross Profit		27.918.827	50.496.782	53.820.940	95.419.145
Marketing and Selling Expenses	21	(126.741)	(229.237)	(187.010)	(331.550)
General Administrative Expenses	21	(2.157.534)	(3.902.332)	(2.720.470)	(4.823.121)
Basic Operating Profit		25.634.552	46.365.213	50.913.460	90.264.474
Other Income	22	738.062	1.334.933	1.672.887	2.965.862
Other Expenses	22	(664.989)	(1.202.765)	(219.356)	(388.896)
Financing Income	23	26.255.192	47.487.766	70.031.483	124.158.816
Financing Expenses	23	(38.304.006)	(69.280.456)	(31.338.971)	(55.560.861)
Profit / (Loss) Before Tax For The Period		13.658.811	24.704.691	91.059.503	161.439.395
Taxation on Profit					
- Current	14	(2.171.580)	(3.927.736)	(3.379.522)	(5.991.555)
- Deferred	14	-	-	-	-
Profit / (Loss) After Tax For The Period		11.487.231	20.776.955	87.679.981	155.447.840
Discontinued Operations		-	-	(3.794)	(6.726)
NET PROFIT FOR THE PERIOD		11.487.231	20.776.955	87.676.187	155.441.114
Earnings before interest, tax, depreciation and amortization (EBITDA)	3	40.386.089	73.046.320	67.602.752	119.852.919

The accompanying notes are an integral part of these consolidated financial statements.

AKSA ENERJİ ÜRETİM A.Ş. AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
FOR THE PERIOD ENDED 31.03.2013 AND 31.03.2012
(Currency - Turkish Lira)

SHAREHOLDERS' EQUITY	Share Capital	General Reserves	Share Premium	Net Profit/(Loss) for the Period	Total
Balance, 01.01.2012	579.487.932	242.940.489	96.523.266	(121.983.502)	796.968.185
Transfer to reserves	-	(121.983.502)	-	121.983.502	-
Net profit for the period	-	-	-	155.441.114	155.441.114
Balance, 31.03.2012	579.487.932	120.956.987	96.523.266	155.441.114	952.409.299
Balance, 01.01.2013	615.157.050	120.956.987	247.403.635	219.731.658	1.203.249.330
Transfer to reserves	-	219.731.658	-	(219.731.658)	-
Net profit for the period	-	-	-	20.776.955	20.776.955
Balance, 31.03.2013	615.157.050	340.688.645	247.403.635	20.776.955	1.224.026.285

The accompanying notes are an integral part of these consolidated financial statements.

AKSA ENERJİ ÜRETİM A.Ş. AND ITS SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOW FOR THE PERIOD ENDED 31.03.2013 AND
31.03.2012
(Currency - Turkish Lira)

CASH FLOWS FROM OPERATING ACTIVITIES	Note	01.01.- 31.03.2013	01.01.- 31.03.2012
Net profit before tax for the period		24.704.691	161.439.395
<u>Adjustment for:</u>			
Depreciation and amortization	10	26.681.107	29.588.445
Provision for employee termination benefits	16	179.610	138.285
Interest expense accruals on loans	12	574.454	(10.279.539)
Unrealised foreign exchange (gains) / losses on loans	12	5.454.890	(70.511.369)
Change in allowance for doubtful trade receivables	5	11.000	-
Change in allowance for doubtful other receivables	8	(23.669)	-
Discount on receivables / (payables), net	5-13	(827.400)	543.100
Operating profit before working capital changes		56.754.683	110.918.317
Trade receivables	5	19.094.547	15.886.506
Inventory	7	(47.531.981)	(52.778.270)
Other current assets	8	25.387.427	(6.104.542)
Other non current assets	8	(31.479.213)	(11.080.896)
Trade payables	13	19.290.143	25.811.658
Other payables and accrued liabilities	15	5.664.492	(17.924.939)
Retirement Pay Provision	16	(1.696)	(188.385)
Taxes paid	14	(6.620.636)	(4.389.010)
Net Cash Flows Generated From / (used in) Operating Activities		40.557.766	60.150.439
CASH FLOWS FROM INVESTING ACTIVITIES			
Assets Held For Sale	--	-	(71.968)
(Purchases) / Disposals of property, plant and equipment and intangible assets, net	10-11	(26.014.397)	(12.790.047)
Sales of marketable securities		249.548	-
(Purchase) / Disposal of equity participations, net	9	(50.000)	-
Net Cash Flows Used In Investment Activities		(25.814.849)	(12.862.015)
CASH FLOWS FROM FINANCING ACTIVITIES			
Financial liabilities	12	(295.297.732)	(5.674.576)
Due from/to related parties and shareholders	6	341.464.223	(55.329.725)
Net Cash Flows Generated From / (Used in) Financing Activities		46.166.491	(61.004.301)
Net Increase / (Decrease) in Cash and Cash Equivalents		60.909.408	(13.715.877)
Cash and Cash Equivalents at Beginning of the Period		40.569.510	110.146.953
Cash and Cash Equivalents at the End of the Period		101.478.918	96.431.076

The accompanying notes are an integral part of these consolidated financial statements.

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AKSA ENERJİ ÜRETİM A.Ş. AND ITS SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
AS OF 31 MARCH 2013 AND 31 DECEMBER 2012
(Currency - Turkish Lira)

1. Organization and Nature of Activities

Aksa Enerji Üretim A.Ş. (The Company) was established on 12 March 1997 for production and sale of electricity. The shares of Company have been registered in the Turkish Capital Markets Board (CMB) in May 2010 and the shares are now publicly traded on the Istanbul Stock Exchange. The public portion of the shares is 5,15% , 0,48% of public shares part and 78,22% of the share capital is owned by Kazancı Holding A.Ş. and 16,62% of the share capital is owned by Goldman Sachs (note 17). As of 31 March 2013, the number of personnel employed by the Company is 264 (31.12.2012: 254) and the total number of personnel employed by the group is 602 (31.12.2012: 611).

The subsidiaries included in the consolidation as of 31 March 2013 are as follows:

Subsidiaries	Subject of activity	Country	Effective Ownership(%)
1. Aksa Enerji Üretim A.Ş.-Y.Ş.	Electricity production Radiator and	Northern Cyprus	100,00
2. Rasa Elektrik Üretim A.Ş.	Electricity production	Turkey	99,96
3. Deniz Elektrik Üretim Limited Şirketi	Electricity production	Turkey	99,99
4. Baki Elektrik Üretim Limited Şirketi	Electricity production	Turkey	95,00
5. Rasa Enerji Üretim A.Ş.	Electricity production	Turkey	99,99
6. İdil İki Enerji Sanayi ve Ticaret A.Ş.	Electricity production	Turkey	99,99
7. Ayres Ayvacık Rüzgar Enerjisinden Elektrik Üretim Santrali Ltd. Şti.	Electricity production	Turkey	99,00
8. Alenka Enerji Üretim ve Yatırım Ltd. Şti.	Electricity production	Turkey	90,45
9. Aksa Göynük Enerji Üretim A.Ş.	Electricity production	Turkey	99,99

• **Aksa Enerji Üretim A.Ş. - (Y.Ş.) (Northern Cyprus):**

The power plant started electricity production in mid 2003 and all of its production is sold to Electricity Distribution Company of Turkish Northern Cyprus (KIB-TEK). The capacity of the power plant increased by 31 MW as of August 2011 and reached to 120 MW.

The revised contract between the Company and KIB-TEK which is currently available started in April 2009 and the contract period is 15+3 years starting from this date.

Company in Northern Cyprus, named Aksa Enerji Üretim A.Ş. (Y.Ş.), is the wholly owned subsidiary of the Company and its financial results have been consolidated in the accompanying financial statements.

As of 31 March 2013, the number of personnel employed by the Company is 62 (31.12.2012: 65).

AKSA ENERJİ ÜRETİM A.Ş. AND ITS SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
AS OF 31 MARCH 2013 AND 31 DECEMBER 2012
(Currency - Turkish Lira)

- **Rasa Elektrik Üretim A.Ş.:**

The Company located at Mardin established on January 1996 in order to meet the electricity needs of Mardin and surrounding areas. It sells its production to TEİAŞ (Turkish Electricity Transmission Company). As of 31 December 2012 the capacity of the fuel power plant is 33 MW.

The land over which the power plant is located in Mardin, has been leased from Koni İnşaat A.Ş. in 2002, to be renewed annually. The factory which the Company manufacture of radiators has been leased from Konis İnşaat A.Ş. until 31.12.2012, the factory land is the property of Akxa Enerji Üretim A.Ş..

Akxa Enerji Üretim A.Ş. have been acquired the Company's 99,96 % shares. As of 31 March 2013, the number of personnel employed by the Company is 97 (31.12.2012: 109).

- **Deniz Elektrik Üretim Limited Şirketi:**

The Company was initially established in 1997 in Izmir with the name of "Deniz Rüzgar Enerjisi ve Cihazları Sanayi ve Ticaret Limited Şirketi". In 2003, the Company changed its name to Deniz Elektrik Üretim Limited Şirketi.

In May 2004, Akxa Enerji Üretim A.Ş. acquired 95% of the shares of the Company. On 13.08.2010, Akxa Enerji Üretim A.Ş. has made the purchase of new shares participate in Deniz Elektrik Üretim Ltd. Şti. and raised its shares to 99,99%.

The Company established to produce electricity from wind energy. In 2004, the Company awarded two wind farm licences located in Sebenova/Hatay and Karakurt/Manisa, the production capacities of which are 30 MW and 10.8 MW respectively.

Karakurt/Manisa Wind Power Plant and Sebenova/Hatay Wind Power Plant became operational in June 2007 and April 2008, respectively. The Company sold its production to TEİAS and Akxa Elektrik Toptan Satış A.Ş. (related Company).

The Company's power generation plants are located in Karakurt/Manisa and Sebanova/Hatay are the property of the Company's own land.

As of 31 March 2013, the number of personnel employed by the Company is 28 (31.12.2012: 25).

- **Baki Elektrik Üretim Limited Şirketi:**

Baki Elektrik Üretim Ltd. Şti. (the Company) was established on 4 July 2003 in Ankara for the production and sale of wind power electricity.

In March 2004, Akxa Enerji Üretim A.Ş. acquired 95% of the shares of the Company.

As of 31 December 2012 the capacity of the plant is 114 Mw and the produced electricity is sold to TEİAS and Akxa Elektrik Toptan Satış A.Ş. (related Company).

The Company's power generation plant is located in Şamlı/Balıkesir are the property of the Company's own land.

As of 31 March 2013, the number of personnel employed by the Company is 21 (31.12.2012: 21).

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AKSA ENERJİ ÜRETİM A.Ş. AND ITS SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
AS OF 31 MARCH 2013 AND 31 DECEMBER 2012
(Currency - Turkish Lira)

- **Rasa Enerji Üretim A.Ş.:**

Rasa Enerji Üretim A.Ş. (the Company) was established on 12.09.2000 for production and distribution of the electricity. The Company's 99,99% shares have been acquired by Akxa Enerji Üretim A.Ş. at 05.03.2010 from one of the related parties of Koni İnşaat Sanayi A.Ş..

The Company has licence for a natural gas power plant in Van which has a 114,88 MW capacity. The total installed capacity of the Van plant was increased to 104 MW to 114,88 MW as combined cycle in the last quarter of 2010.

The Company has licence for naturalgas power plant in Urfa which has a 120 MW capacity. The construction period is completed in August 2011 and the Company started to generate electricity.

Investment of these naturalgas power plant waste-heat boilers and 11.7 MW steam turbine, and combined cycle investment completed and has been activated as of 08.10.2012.

As of 31 March 2013, the number of personnel employed by the Company is 76 (31.12.2012: 83).

- **İdil İki Enerji Sanayi ve Ticaret A.Ş.:**

İdil İki Enerji Sanayi ve Ticaret A.Ş. (the Company) was established in 2001. The Company owns Şırnak plant which is a fuel oil fired power plant with an installed capacity of 24 MW. The power plant became operational in 2001.

The Company's 99,99% shares have been acquired by Akxa Enerji Üretim A.Ş. at 05.03.2010 from Koni İnşaat Sanayi A.Ş..

As of 31 March 2013, the number of personnel employed by the Company is 16 (31.12.2012:16).

- **Ayres Ayvacık Rüzgar Enerjisinden Elektrik Üretim Santrali Ltd. Şti.:**

The Company has a wind power plant in Çanakkale Ayvacık with a capacity of 5 MW. The Company's 99,00% shares have been acquired by Akxa Enerji Üretim A.Ş. at 18.04.2011 from one of the related parties of Kazancı Holding.

As of 31 March 2013, the number of personnel employed by the Company is 4 (31.12.2012: 4).

- **Alenka Enerji Üretim ve Yatırım Ltd. Şti.:**

As of 17.08.2011, Akxa Enerji Üretim A.Ş. has purchased the 81% stake of from the Alenka's shareholders which has 67.5 MW of wind power plant with a total investment stage in Kırklareli-Kıyıköy, Kiblekayası-Hatay, Hatay-Yurttepe and Tekirdag-Sırakayalar. During 2012, as a result of the purchase of additional shares, the Group's effective ownership increased to 90,45%.

As of 31 March 2013, the number of personnel employed by the Company is 1 (31.12.2012: none).

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AKSA ENERJİ ÜRETİM A.Ş. AND ITS SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
AS OF 31 MARCH 2013 AND 31 DECEMBER 2012
(Currency - Turkish Lira)

- **Aksa Göynük Enerji Üretim A.Ş.:**

Aksa Göynük Enerji Üretim A.Ş. has signed royalty agreement with General Directorate of Turkish Coal for the use of coal in Bolu-Göynük reservoir by the same time Aksa Enerji Üretim A.Ş. has licence about the process of this coal in its power plant with 270 MW capacity.

As of 28.10.2011, Aksa Enerji Üretim A.Ş. purchased the 99,99% of the shares of the Company from Kazancı Holding . The Company is established to install, operate, taken over and hire electricalenergy production facilities, produce and selling of electrical energy and dealing all kinds of oil, gas and mining goods.

The company targets to complete first phase of the energy power plant which has 135 MW capacity in 2014 and planning to produce 1 billion KWH of energy per year .

As of 31 March 2013, the number of personnel employed by the Company is 33 (31.12.2012: 34).

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AKSA ENERJİ ÜRETİM A.Ş. AND ITS SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
AS OF 31 MARCH 2013 AND 31 DECEMBER 2012
(Currency - Turkish Lira)

As of 31.03.2013, electricity production licences held by the Group are as follows:

Licence Owner	Area	Type of Facility	Date of Licence Started	Licence Duration	The capacity of the plant (MWe)	The capacity under operation (MWe)
Aksa Enerji	KKTC	Fuel oil			120	120
Aksa Enerji	Hakkari	Fuel oil	18.10.2007	10 year	24	24
Aksa Enerji	Antalya	Natural Gas	13.11.2007	30 year	2.050	1.150
Aksa Enerji	Manisa	Natural Gas	21.02.2008	30 year	115	115
Aksa Enerji	İncesu-Ortaköy-Çorum	HPP	29.09.2005	40 year	15	15
Aksa Enerji	Mardin	Fuel oil	14.07.2011	49 year	32	32
Aksa Enerji	Samsun	Natural Gas	28.07.2011	49 year	131	131
Aksa Enerji	Bolu (*)	Thermal	25.03.2008	30 year	270	-
Aksa Enerji	Erzincan (*)	HPP	17.01.2008	49 year	85	-
Aksa Enerji	Mersin (*)	HPP	14.06.2007	49 year	20	-
Aksa Enerji	Kayseri (*)	HPP	17.01.2008	49 year	30	-
Aksa Enerji	Pazarköy-Akyazı-Sakarya (*)	HPP	10.02.2005	40 year	26	-
Aksa Enerji	Gümüşhane İli, Kuletaşı Barajı (*)	HPP	05.03.2009	49 year	30	-
Aksa Enerji	Bitlis İli, Kor Barajı (*)	HPP	30.10.2008	49 year	26	-
Aksa Enerji	Koru Barajı (*)	HPP	17.06.2009	49 year	15	-
Aksa Enerji	Adana, Yamanlı 1 Reg. (*)	HPP	20.05.2010	49 year	24	-
Aksa Enerji	EğrikayaSırtı-Atıkboynutepe-Atıkkayasitepe-Alacikkayatepe-Çardaklıtepe-İskenderun-Hatay (*)	WPP	13.03.2008	49 year	30	-
Alenka	Hatay-Yurttepe	WPP	04.04.2007	20 year	14	-
Alenka	Hatay-Meydan Kiblekayası	WPP	04.04.2007	20 year	15	-
Alenka	Tekirdağ-Sırakayalar	WPP	04.04.2007	20 year	12	-
Alenka	Kırklareli-Kıyıköy	WPP	04.04.2007	20 year	27	-
Ayres	Ayvacık	WPP	01.11.2007	25 year	5	5
Baki Elektrik	Merkez-Şanlı-Balıkesir	WPP	06.04.2004	49 year	114	114
Deniz Elektrik	Sebenoba-Gözene-Yayladağı-Samandağ-Hatay	WPP	04.06.2004	49 year	60	30
Deniz Elektrik	Karakurt-İlyaslar-Çakaltepe-Manisa	WPP	05.12.2003	49 year	11	11
İdil İki	Şırnak	Thermal	22.03.2007	20 year	24	24
İdil İki	Ordu (*)	HPP	25.04.2008	49 year	62	-
İdil İki	Erzurum (*)	HPP	06.09.2007	49 year	60	-
Rasa Enerji	Van	Natural Gas	15.01.2009	49 year	115	115
Rasa Enerji	Şanlıurfa	Natural Gas	12.05.2011	49 year	270	129
Rasa Elektrik	Mardin	Fuel oil	22.03.2007	20 year	33	33
Total					3.865	2.048

(*)The licences for which the investments are being planned but not started yet.

6
AKSA ENERJİ ÜRETİM A.Ş. AND ITS SUBSIDIARIES
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
AS OF 31 MARCH 2013 AND 31 DECEMBER 2012
(Currency - Turkish Lira)

2. Basis of Presentation of the Financial Statements

The financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS), which comprise standards and interpretations approved by the International Accounting Standards Board and International Accounting Standards and Standing Interpretations Committee interpretations approved by the IASC that remain in effect.

Basis of Consolidation

The consolidated financial statements included the financial statements of Akxa Enerji Üretim A.Ş., Deniz Elektrik Üretim Limited Şirketi, Akxa Enerji Üretim Kıbrıs, Baki Elektrik Üretim Ltd. Şti., Rasa Elektrik Üretim A.Ş., Rasa Enerji Üretim A.Ş., İdil İki Enerji Sanayi ve Ticaret A.Ş., Ayres Ayvacık Rüzgar Enerjisinden Elektrik Üretim Santrali Ltd. Şti., Alenka Enerji Üretim ve Yatırım Ltd. Şti. and Akxa Göynük Enerji Üretim A.Ş.. The balance sheets and income statements of the consolidated entities are added on a line by line basis. All significant inter-company transactions and balances between the consolidated entities are eliminated on consolidation.

The subsidiaries which have been included in consolidation and their shareholding percentages at 31 March 2013 and 31 December 2012 are as follows:

Name of Consolidated Entity	Effective Rate of Ownership (%)	
	31.03.2013	31.12.2012
1. Akxa Enerji Üretim Kıbrıs – Y.Ş. (Northern Cyprus)	100,00	100,00
2. Rasa Elektrik Üretim A.Ş.	99,96	99,96
3. Deniz Elektrik Üretim Limited Şirketi	99,99	99,99
4. Baki Elektrik Üretim Limited Şirketi	95,00	95,00
5. Rasa Enerji Üretim A.Ş.	99,99	99,99
6. İdil İki Enerji Sanayi ve Ticaret A.Ş.	99,99	99,99
7. Ayres Ayvacık Rüzgar Enerjisinden Elektrik Üretim Santrali Ltd. Şti.	99,00	99,00
8. Alenka Enerji Üretim ve Yatırım Ltd. Şti.	90,45	90,45
9. Akxa Göynük Enerji Üretim A.Ş.	99,99	99,99

All subsidiaries in the attached financial statements are fully consolidated and no minority interest is calculated because the companies are under the control of the Kazancı family.

The Group is incorporated in Turkey, maintains its books of account and prepares its statutory financial statements in accordance with the Turkish Commercial Code and Tax Legislation and the Uniform Chart of Accounts issued by the Ministry of Finance. The financial statements have been prepared from statutory financial statements of the Group and presented in Turkish Lira (TL) with adjustments and reclassifications for the purpose of fair presentation in accordance with IFRS.

Reporting currency

The currency used in these consolidated financial statements is Turkish Lira, which is denoted by the symbol TL.

Convenience translation of financial statements

For the convenience of the reader, the accompanying consolidated financial statements have been translated from Turkish Lira to US\$ with the Central Bank buying exchange rates at period / year-ends (31.03.2013: US\$1 = TL1,8087; 31.12.2012: US\$1 = TL1,7826). The accompanying statements of income have been translated from Turkish Lira to US\$ with the respective Central Bank buying exchange rates for the relevant period (31.03.2013: US\$1 = TL1,8087, 31.03.2012: US\$1 = TL1,7729). Such convenience translations are not intended to comply with the provisions of IAS 21 “The Effects of Changes in Foreign Exchange Rates” or Financial Accounting Standards Board No.52 “Foreign Currency Translations” for the translation of financial statements.

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Goodwill

Goodwill is taken into account at the consolidation stage. Goodwill is the difference of the realizable value and cost of a subsidiary. Goodwill is carried at cost as reduced by appropriate provisions for diminution in the value of goodwill (if one exists) in the accompanying financial statements.

Positive goodwill (included in the balance sheet):

<u>Cost (Baki Elektrik)</u>	
Payment	180.258
(-)Positive /(Negative) Fair value of the asset acquired	(43.725)
Goodwill	223.983

As of 24.05.2006 (from financial statements dated 31.12.2006), 95% of the shares of Baki Elektrik were acquired by the Group and TL 223.983 worth of positive goodwill arose. During 2012, as a result of additional payments amounting to TL 752.651 resulted in positive goodwill in income statement.

<u>Cost (İdil İki)</u>	
Payment	18.000.000
(-)Positive /(Negative) Fair value of the asset acquired	14.650.644
Goodwill	3.349.356

As of 05.03.2010 (from financial statements dated 31.03.2010), 99,99% of the shares of İdil İki were acquired by the Group and TL 3.349.356 worth of positive goodwill arose.

<u>Cost (Deniz Elektrik)</u>	
Payment	2.880.310
(-)Positive /(Negative) Fair value of the asset acquired	429.750
Goodwill	2.450.560

As of 13.08.2010, the Group acquired additional 4,99 % and TL 2.450.560 worth of positive goodwill arose.

<u>Cost (Ayres)</u>	
Payment	3.275.083
(-)Positive /(Negative) Fair value of the asset acquired	(223.757)
Goodwill	3.498.840

As of 18.04.2011, Aksa Enerji has acquired 99,00% of the shares of Ayres Ayvacık Rüzgar Enerjisinden Elektrik Üretim Ltd.Sti. According to the valuation report prepared by a qualified institution as of 14.02.2011 and the balance sheet tests of the Company, TL 3.498.840 positive goodwill arose.

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Positive goodwill (included in the income statement):

<u>Cost (Alenka)</u>	
Payment	629.064
(-)Positive /(Negative) Fair value of the asset acquired	467.593
<u>Goodwill</u>	<u>161.471</u>

As of 01.10.2011, 81% of the shares of Alenka Enerji Üretim ve Yatırım Ltd. Şti. were acquired by the Group and TL 161.471 positive goodwill arose in the income statements. During 2012, as a result of additional payments amounting to TL 2.243.456 resulted in positive goodwill in the income statement.

<u>Cost (Aksa Göynük)</u>	
Payment	1.308.200
(-)Positive /(Negative) Fair value of the asset acquired	518.615
<u>Goodwill</u>	<u>789.585</u>

As of 28.10.2011, 99,99% of the shares of Aksa Göynük Enerji Üretim A.Ş..were acquired by the Group and TL 789.585 positive goodwill arose in the income statement.

Inflation accounting

The restatement for the changes in the general purchasing power of TL until 31 December 2005 is based on IAS 29 ("Financial Reporting in Hyperinflationary Economies"). As of 1 January 2006, it has been decided to discontinue the adjustment of financial statements for inflation after taking into account that the hyperinflation period has come to an end as indicated by existing objective criteria and, that other signs indicating the continuance of hyperinflation have largely disappeared.

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Adoption of New and Revised International Financial Reporting Standards

The Group applied the revised standards and interpretations that are relevant to its operations, published by International Accounting Standards Board (IASB) and International Accounting Standards Committee (IASC) and effective for financial statement which belong the period of 31 March 2013:

IAS 24 (Revised), “Statements of Related Parties”
IAS32 (Amendment), “Financial Tools: Presentation”
IFRIC 14 (Amendment), “Advance Payment of Minimum Funding Requirement”
IFRIC 19 (Interpretation), “Payment of Financial Debts with Financial Tools Based on Equity Capital”
IFRS 3 (Amendment), “Business Combinations”
IFRS 7 (Improvement), “Financial Tools: Explanations”
IAS 1 (Improvement), “Presentation of Financial Statements”
IAS 27 (Improvement), “Consolidated and Non-consolidated Financial Statements”
IFRIC 13 (Improvement), “Customer Loyalty Programs”
IAS 34 (Improvement), “Intermediary Period Financial Reporting”
IFRS 10, “Consolidated Financial Statements”
IFRS 11, “Common Regulations”
IFRS 12, “Explanations Concerning the Shares in Other Operations”
IFRS 13, “Fair value Measurement”
IAS 19, “Employee Benefits”
IAS 27, “Consolidated and Seperate Financial Statements”
IAS 28, “Investments in Associates and Joint Ventures”
IFRS 7 (Amendment), “Financial Instruments - Disclosures”

Standards, amendments and interpretations in issue but not yet effective and not early adopted by the Group:

Following standarts and interpretations have published while this financial statements approving but it has not became effective yet:

IFRS 9, “Financial Instruments”
Effective from 01 January 2015

IAS 32 (Amendment), “Financial Instruments – Presentation: Offsetting Financial Assets and Financial Liabilities”
Effective from 01 January 2014

IFRS 10, (Amendment) “Consolidated Financial Statements”
Effective from 01 January 2014

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3. Summary of Significant Accounting Policies

The significant accounting policies followed in the preparation of the accompanying consolidated financial statements are set forth below:

Cash and cash equivalents

Cash and cash equivalents are carried in the balance sheet at cost. Cash and cash equivalents include all short-term, highly liquid investments that are readily convertible to known amounts of cash and near to maturity that they present an insignificant risk of changes in value because of changes in interest rates.

Trade receivables and allowance for doubtful receivables

Trade receivables and notes receivable are recognized at original invoice amount and discounted to present value less an allowance for any uncollectible amounts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off when identified. In case the provision decreases as a result of an event that occurs after write off, the amount is reflected on the income statement in the current period.

Based on an evaluation of its trade portfolio such as volume, character of outstanding loans, past loan experience and general economic conditions management provides a general reserve that it believes is adequate to cover possible losses and uncollectible amounts in the Group's receivables, in addition to specific reserves provided for receivables in legal follow-up.

Related parties

For the purpose of the accompanying financial statements, key personnel in management and board of directors, their family and controlled or dependent companies, participations and subsidiaries of the Group are referred to as related parties (Appendix 1).

Trade payables

Trade payables are stated at their nominal value, discounted to present value as appropriate.

Inventory

Inventory (including raw materials) are valued at the lower of cost and net realizable value. Cost is calculated using the average method. Net realizable value represents the estimated selling price less all estimated costs to completion and costs to be incurred in marketing, selling and distribution.

Property, plant and equipment, intangible assets and related depreciation and amortization

Property, plant and equipment and intangible assets are stated at cost. Depreciation and amortization are provided on straight line basis. Repair and maintenance expenditure related to property, plant and equipment is expensed as incurred. The depreciation and amortization periods for property, plant, equipment and intangible assets which approximate the economic useful lives of such assets, are as follows:

	<u>Year</u>
Buildings	10-50
Machinery and equipment (*)	10-40
Furniture, fixtures and office equipment	5-15
Motor vehicles	5-8
Intangible assets	2-49

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(*) The depreciation periods for power plants according to their types are as follows;

	<u>Year</u>
Wind Electricity Powerhouse	20
Natural Gas Power Plants	20
Fuel Oil Power Plants	15
Hydroelectric Power Plants	40

Financial liabilities

Interest bearing bank loans are recorded at the proceeds received, net of direct issue costs. Finance charges are accounted for on an accrual basis and shown in other liabilities and expense accruals to the extent they are not settled in the period in which they arise.

Aksa Enerji Üretim A.Ş. has an export credit premium payable in connection with its long term loans used to finance the wind electricity, natural gas and other energy plants. In statutory financial statements, the Company recorded these both at assets (Other current and noncurrent assets – Note 8) and liabilities (Financial liabilities– Note 12) until the time of payment. As of 31 March 2013, TL 40.021.828 (USD 14.849.185, EURO 5.676.875) and 31 December 2012, TL 42.659.093 (USD 16.174.271, EURO 5.879.508) of export credit premium is netted off from assets and liabilities.

Deniz Elektrik Üretim Ltd. Şti. has an export credit premium payable in connection with its long term loans used to finance the wind electricity plant. In statutory financial statements, the Company recorded these both at assets (Other current and noncurrent assets – Note 8) and liabilities (Financial liabilities – Note 12) until the time of payment. As of 31 March 2013, TL 4.015.879 (USD 2.220.312) and 31 December 2012, TL 4.264.427(USD 2.392.251) of export credit premium is netted off from assets and liabilities.

Baki Elektrik Üretim Ltd. Şti. has an export credit premium payable in connection with its long term loans used to finance the wind electricity plant. In statutory financial statements, the Company recorded these both at assets (Other current and noncurrent assets – Note 8) and liabilities (Financial liabilities – Note 12) until the time of payment. As of 31 March 2013, TL 26.921.378 (USD 11.385.903 and EURO 2.728.749) and 31 December 2012, TL 27.781.943 (USD 11.985.161 and EURO 2.728.747) of export credit premium is netted off from assets and liabilities.

Rasa Enerji Üretim A.Ş. has an export credit premium payable in connection with its long term loans used to finance the wind electricity plant. In statutory financial statements, the Company recorded these both at assets (Other current and noncurrent assets – Note 8) and liabilities (Financial liabilities – Note 12) until the time of payment. As of 31 March 2013, TL 8.169.919 (EURO 3.523.187) and 31 December 2012, TL 9.152.949 (EURO 3.892.056) of export credit premium is netted off from assets and liabilities.

Impairment of assets

Assets that have indefinite useful lives, for example goodwill, are not subject to amortization and are tested annually for impairment. Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. Recoverable amount is the higher of an asset's fair value less costs to sell or value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

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Taxation and deferred income taxes

Income tax expense represents the sum of the tax currently payable and deferred tax.

Current tax: The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax: Deferred tax is provided, using the liability method, on all temporary differences at the balance sheet date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Employee benefits / retirement pay provision

Under the Turkish Labour Law and union agreements, employee termination payments are made to employees retiring or involuntarily leaving the Group. Such payments are considered as being part of defined retirement benefit plan as per International Accounting Standard No: 19 (revised) "Employee Benefits" ("IAS 19"). The retirement benefit obligation recognized in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognized actuarial gains and losses.

Operating expenses

Operating expenses are recognized in profit or loss upon utilization of the service or at the date of their origin. Expenditure for warranties is recognized and charged against the associated provision when the related revenue is recognized.

Revenue recognition

Revenue involves the goods and service sales invoiced value. Revenues are recognized on an accrual basis at the time deliveries of goods and services or acceptances are made, the transfer of risks and benefits related to good are realized, the amount of revenue can be measured reliably and it is probable that the economic benefits associated with the transaction will flow to the Group, at the fair value of the consideration received or receivable. The significant risks and benefits in sales are transferred when the goods are delivered or legal proprietorship is transferred to the customer. Interest income and expenses are recognized in the income statement on an accrual basis. Net sales represent the invoiced value of goods shipped less sales returns and commission and excluding sales taxes.

Research and development costs

Research expenditure is recognised as an expense as incurred. Costs incurred on development projects (relating to the design and testing of new or improved power plant equipments) are recognised as intangible assets to the extent that such expenditure is expected to generate future economic benefits. Development costs that have been capitalised are amortised over five years.

Segment reporting

In identifying its operating segments, management generally follows the Group's service lines, which represent the main services provided by the Group. All the Group's power plants (except 120 MW power plant in Northern Cyprus) and wind electricity powerhouses are located in Turkey (notes 19-20).

Offsetting

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously.

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Foreign currency transactions and translation

Transactions in foreign currencies during the periods have been translated at the exchange rates prevailing at the dates of these transactions. Balance sheet items denominated in foreign currencies have been translated at the exchange rates prevailing at the balance sheet dates. The foreign exchange gains and losses are recognized in the income statement.

The period / year end rates used for USD, EURO, CHF, GBP and JPY are shown below:

Currency	31.03.2013	31.12.2012
USD	1,8087	1,7826
EURO	2,3189	2,3517
CHF	1,9011	1,9430
GBP	2,7441	2,8708
JPY	0,0192	0,0207

Provisions

A provision is recognized when, and only when an enterprise has a present obligation (legal or constructive) as a result of a past event and it is probable (i.e. more likely than not) that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

Commitments and contingencies

Transactions that may give rise to contingencies and commitments are those where the outcome and the performance of which will be ultimately confirmed only on the occurrence or non occurrence of certain future events, unless the expected performance is not very likely. Accordingly, contingent losses are recognized in the financial statements if a reasonable estimate of the amount of the resulting loss can be made. Contingent gains are reflected only if it is probable that the gain will be realized.

Use of estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. These estimates are reviewed periodically, and as adjustments become necessary, they are reported in earnings in the periods in which they become known.

Significant management judgment in applying accounting policies

The following are significant management judgments in applying the accounting policies of the Group that have the most significant effect on the financial statements:

Impairment: An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. To determine the recoverable amount, management makes assumptions about future events and circumstances.

Provisions: The Group is currently defending certain lawsuits where the actual outcome may vary from the amount recognized in the financial statements. None of the provisions will be discussed here in further detail so as not to seriously prejudice the Group's position in the related disputes.

EBITDA

EBITDA is defined as earnings before interest expense, income tax expense (benefit), depreciation and amortization. This information should be read with the statements of cash flows contained in the accompanying consolidated financial statements.

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4. Cash and Cash Equivalents

	31.03.2013	31.12.2012
Cash on hand	74.877	87.517
Cash at banks		
- Demand account	19.510.865	15.716.567
- Time deposits and repurchase agreements (*)	81.881.302	24.753.552
Other liquid assets (**)	11.874	11.874
	101.478.918	40.569.510

(*) As of 31 March 2013, the average term of the TL time deposits are 1 day and the effective interest rate on TL time deposit is between 4,70%- 5,00 % (31.12.2012: 2-18 days, interest rate is between 5,75%- 8,50%).

The average term of the USD time deposit is 99 days and the effective interest rate on USD time deposit is 2,50% (31.12.2012: 4 days, interest rate is 2,75%).

(*) Included in time deposits, as of 31 March 2013 there is an amount of TL 14.005.872 (USD 6.000.000 and EURO 1.359.986) which is blocked as security for the financial liabilities of the Group (31.12.2012: TL 18.036.843 - USD 6.000.000 and EURO 3.121.675).

(**) As of 31 March 2013, the amount consists of B type investment funds amounting to TL 11.874 (31.12.2012: TL 11.874).

5. Trade Receivables

	31.03.2013	31.12.2012
Customers' current accounts (*)	56.458.932	126.962.372
Trade receivables from related parties (**)	172.388.598	120.036.663
Notes receivable	1.156.994	2.100.036
Unearned interest on trade receivable (-)	(224.662)	(587.720)
Provision for doubtful receivables (-)	(2.605.414)	(2.594.414)
	227.174.448	245.916.937

(*) TL 19.824.167 (2012: TL 29.141.127) of trade receivables is assignable. It consists of bills of receivables issued by the Group for TEİAŞ, assigned as collateral for loans to banks.

(**) The amount is detailed in note 6.

As of 31 March 2013, the movement of the allowance for doubtful trade receivables is as follows:

	01.01.- 31.03.2013	01.01.- 31.12.2012
Opening balances at 1 January	2.594.414	2.499.414
Increase in provisions	11.000	120.937
Reversal of provisions and collections received (-)	-	(25.937)
Closing balance	2.605.414	2.594.414

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6. Due from/to Related Parties and Shareholders, net

On 01.03.2010, Kazancı Holding A.Ş. signed a protocol with Aksa Enerji which stated that the liability of Kazancı Holding A.Ş. (at an amount of TL 335.2 million as of 31.12.2009) to be paid within 2 years.

This time, on 08.03.2012 a new protocol has been signed which has extended the payment period for a further 3 years. The amount of total net receivables (trade and non trade) from Kazancı Holding A.Ş. and all related parties is TL 560.8 million as of 31.12.2011.

Aksa Enerji has receivables from Kazancı Holding A.Ş., Koni İnşaat A.Ş. and Aksa Jeneratör Sanayi A.Ş. at a total amount of TL 259.595.123 (31.12.2012: TL 535.713.268) Aksa Jeneratör business valuation report has been prepared by an independent expert and signed on 24.02.2012. The independent value of Aksa Jeneratör A.Ş. is established at TL 752 million. Aksa Jeneratör Sanayi A.Ş. is almost wholly owned by Kazancı Holding A.Ş. Kazancı Holding has given all of Aksa Jeneratör's shares as guarantee in relation to Kazancı Holding, Koni İnşaat and Aksa Jeneratör liability to Aksa Enerji .

As of 31 March 2013 and 31 December 2012 the breakdown of the related parties balances are as follows:

Due from related parties	31.03.2013		31.12.2012	
	Trade	Non-Trade	Trade	Non-Trade
Aksa Afyon Doğalgaz Dağıtım A.Ş.	-	1.679.885	-	1.604.690
Aksa Bilecik Bolu Doğal Gaz Dağıtım A.Ş.	-	-	-	519.181
Aksa Çanakkale Doğalgaz Dağıtım A.Ş.	-	-	-	205.973
Aksa Düzce Ereğli Doğal Gaz Dağıtım A.Ş.	-	157.174	-	153.029
Aksa Elektrik Perakende Satış A.Ş.	-	53.080.654	-	51.546.223
Aksa Elektrik Toptan Satış A.Ş.	172.401.511	15.041	110.477.751	22
Aksa Gaz Dağıtım A.S.	173.622	3.047	136.124	3.048
Aksa Gemlik Doğal Gaz Dağıtım A.Ş.	-	106.777	-	103.466
Aksa Gümüşhane Bayburt Doğalgaz Dağıtım A.Ş.	-	4.106.774	-	3.998.326
Aksa International Ltd.	-	1.426.262	-	1.556.942
Aksa Jeneratör Sanayi A.Ş.	180.976	86.464.761	-	111.500.710
Aksa Karadeniz Doğalgaz Dağıtım A.Ş.	-	282.120	-	283.405
Aksa Malatya Doğalgaz Dağıtım A.Ş.	-	288.300	-	281.869
Aksa Mustafa Kemal Paşa Susurluk Doğalgaz Dağıtım A.Ş.	-	325.418	-	316.827
Aksa Ordu Giresun Doğalgaz Dağıtım A.Ş.	-	473.506	-	461.002
Aksa Satış Ve Pazarlama A.Ş.	-	283.093	-	284.816
Aksa Siirt Batman Doğalgaz Dağıtım A.Ş.	-	6.516.305	-	6.274.588
Aksa Şanlıurfa Doğalgaz Dağıtım Ltd. Şti.	-	735.526	-	807.774
Aksa Teknoloji A.Ş.	-	188.178	-	93.792
Aksa Tokat Amasya Doğal Gaz Dağıtım A.Ş.	-	3.229.731	-	3.144.443
Aksa Turizm İşletmeleri A.Ş.	-	321	-	254.901
Aksa Van Doğalgaz Dağıtım A.Ş.	-	764.272	-	743.565
Ceka Enerji Üretim A.Ş.	-	287.303	-	146.916
Çoruh Elektrik Dağıtım A.Ş.	-	-	389.668	-
Çoruh Elektrik Perakende Satış A.Ş.	-	210.267	-	-
Elektrik Altyapı Hizmetleri A.Ş.	-	88.775	49.750	36.906
Fırat Elektrik Perakende Satış A.Ş.	-	187.475	-	-

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Due from related parties (con't)	31.03.2013		31.12.2012	
	Trade	Non-Trade	Trade	Non-Trade
Kapıdağ Rüzgar Enerji Santrali Ltd. Şti.	-	17.097.605	17.900	14.937.240
Kazancı Holding A.Ş.	-	166.483.810	-	395.640.245
Kazancı Teknik Cihazlar Yedek Parça A.Ş.	-	2.686.389	-	2.853.876
Koni İnşaat Sanayi A.Ş.	-	6.465.576	8.987.631	19.584.682
Onan Enerji Üretim A.Ş.	-	117.186	-	102.717
Other	59.899	77.619	3.320	149.078
Unearned interest on trade receivables from related parties (-)	(427.410)	-	(25.481)	86
Total	172.388.598	353.829.150	120.036.663	617.590.338

Due to related parties	31.03.2013		31.12.2012	
	Trade	Non-Trade	Trade	Non-Trade
Aksa Elektrik Perakende Satış A.Ş.	-	26.078	7.542	72.156
Aksa Elektrik Toptan Satış A.Ş.	74.097	458.280	53.256	60.833
Aksa Far East PTE Ltd.	-	916.448	-	916.448
Aksa Havacılık A.Ş.	673.939	-	291.128	-
Aksa Jeneratör Sanayi A.Ş.	-	12.548.668	34.887	13.432.801
Aksa Manisa Doğalgaz Dağıtım A.Ş.	14.043.912	-	5.504.744	-
Aksa Satış Ve Pazarlama A.Ş.	-	37.109	5.663	23.722
Aksa Sivas Doğal Gaz Dağıtım A.Ş.	-	5.038	-	450.008
Aksa Şanlıurfa Doğalgaz Dağıtım Ltd. Şti.	5.593.107	-	1.782.743	-
Aksa Van Doğalgaz Dağıtım A.Ş.	10.551.594	-	4.595.674	-
Çoruh Elektrik Dağıtım A.Ş.	-	10.688.609	-	5.531
Çoruh Elektrik Satış A.Ş.	-	113.486	-	-
Deriş İnşaat A.Ş.	-	105.142	18.395	35.297
Elektrik Altyapı Hizmetleri Ltd. Şti.	-	78.816	-	32.112
Fırat Aksa Elektrik Hizmetleri A.Ş.	-	-	-	3.292
Fırat Elektrik Dağıtım A.Ş.	-	28.009.534	-	6.753.320
Fırat Elektrik Satış A.Ş.	-	97.011	-	-
Kazancı Holding A.Ş.	-	538.033	59.979	498.492
Kazancı Teknik Cihazlar Yedek Parça A.Ş.	-	318.176	151.883	114.292
Koni İnşaat Sanayi A.Ş.	-	46.969.984	39.555	820.263
Real Makina İthalat İhracat Ltd.	-	-	43.953	279.763
Renk Transmisyon San. A.Ş.	-	368.000	233.077	27.345
Other	-	159.698	13.405	208.456
Unearned interest on trade payables from related parties (-)	(67.244)	-	(4.235)	-
Shareholders	-	154	-	1.098
Total	30.869.405	101.438.264	12.831.649	23.735.229
Due from / to related parties, net	141.519.193	252.390.886	107.205.014	593.855.109

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7. Inventory

	31.03.2013	31.12.2012
Raw materials (*)	145.052.224	110.881.084
Other inventory	29.386.030	15.578.946
Finished goods	6.822.645	7.856.807
Merchandise	1.205.215	1.340.327
Work in process	1.080.271	357.240
Provision for diminution in value of inventory (-)	(476.849)	(476.849)
	183.069.536	135.537.555

(*) Raw materials are mainly comprised of fuel oil which is purchased on the basis of CIF (Cost, Insurance, and Freight Inclusive).

8. Other Current and Non-Current Assets

Other Current Assets	31.03.2013	31.12.2012
Other VAT (*)	33.542.727	40.849.407
Advances given for inventories	5.396.120	8.975.465
VAT carried forward	10.281.172	18.587.541
Prepaid taxes and funds	4.752.534	10.823.801
Prepaid expenses	3.018.551	3.609.212
Other doubtful receivables	529.713	553.382
Provision for other sundry receivables	(529.713)	(553.382)
Sundry debtors	2.217.852	1.727.288
	59.208.956	84.572.714

(*) Other VAT is related to export registered sales to Aksa Elektrik Toptan Satış A.Ş. (a related party).

As of 31 March 2013, the movement of the allowance for doubtful receivables is as follows:

	01.01.- 31.03.2013	01.01.- 31.12.2012
Opening balances at 1 January	553.382	857.299
Increase in provisions	2.731	3.978
Reversal of provisions and collections received (-)	(26.400)	(198.260)
Write off uncollectable receivables	-	(109.635)
Closing balance	529.713	553.382

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Other Non Current Assets	31.03.2013	31.12.2012
Advances given (*)	116.738.310	85.431.415
Deposits given (**)	1.710.467	1.542.022
Prepaid expenses	43.192	39.319
	118.491.969	87.012.756

(*) Advances given is mainly related to Akxa Göynük thermal power plant and other energy production power plants (note 1).

(**)As of 31 March 2013 , the amount of TL 1.509.587 (31 December 2012: TL 1.341.199) is related to collateral given to Takasbank in relation to receivables to be collected through TEİAŞ sales transactions.

9. Investments

	Participation rate (%)	31.03.2013	31.12.2012
Rasa Radiator (Jiangyin) Co. Ltd.	100,00	1.512.300	1.512.300
Kapıdağ Rüzgar Enerjisi Elektrik Üretim Sanayi ve Ticaret A.Ş.	1,00	119.575	119.575
Gesa Güç Sistemleri A.Ş. (*)	100,00	50.000	-
I.S.P. A.Ş.	10,00	42.108	42.108
Provision for impairment of I.S.P. A.Ş.		(42.108)	(42.108)
		1.681.875	1.631.875

Rasa Radiator Co. Ltd. is established in Jiangyin, China. Rasa Radiator Co. Ltd. has been a dormant company with no financial results for the past few years.

(*) According to Rasa Enerji Üretim A.Ş.'s Board of Directors on 19.03.2013, it is decided to acquire Gesa Güç Sistemleri A.Ş. which is a related party. As of 31.03.2013, registration procedures for the transfer of shares has not been completed yet. Due to lack of power control of the Group, they are not consolidated and stated at cost.

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10. Property, Plant and Equipment

	01.01.2013	Additions	Disposals	31.03.2013
Cost				
Land, land improvements and buildings	63.250.216	-	-	63.250.216
Leasehold improvements	826.494	-	-	826.494
Machinery and equipment	1.974.813.926	2.705.578	(7.577)	1.977.511.927
Motor vehicles	3.116.942	2.373	(66.401)	3.052.914
Furniture, fixtures and office equipment	12.108.687	204.440	(121.828)	12.191.299
Construction in progress (**)	88.362.497	23.146.441	-	111.508.938
	2.142.478.762	26.058.832	(195.806)	2.168.341.788
Accumulated Depreciation				
Land improvements and buildings	1.321.134	80.478	-	1.401.612
Leasehold improvements	352.872	12.772	-	365.644
Machinery and equipment	503.835.688	26.165.283	(7.577)	529.993.394
Motor vehicles	1.957.040	94.877	(33.589)	2.018.328
Furniture, fixtures and office equipment	7.726.705	263.924	(46.381)	7.944.248
	515.193.439	26.617.334	(87.547)	541.723.226
Net Book Value	1.627.285.323			1.626.618.562

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	01.01.2012	Additions	Disposals	Transfer	Transfers from Assets Held for Sales	Provision for diminution in value of machinery	31.12.2012
Cost							
Land, land improvements and buildings	62.625.440	346.590	(354.471)	-	632.657	-	63.250.216
Leasehold improvements	526.388	300.678	(572)	-	-	-	826.494
Machinery and equipment (*)	1.922.447.668	66.053.221	(10.698.895)	6.900.582	307.676	(10.196.326)	1.974.813.926
Motor vehicles	3.513.673	57.321	(456.552)	-	2.500	-	3.116.942
Furniture, fixtures and office equipment	11.333.126	787.417	(186.554)	-	174.698	-	12.108.687
Construction in progress	30.175.848	52.487.847	-	(6.900.582)	12.599.384	-	88.362.497
	2.030.622.143	120.033.074	(11.697.044)	-	13.716.915	(10.196.326)	2.142.478.762
Accumulated Depreciation							
Land improvements and buildings	1.016.709	311.257	(21.573)	-	14.741	-	1.321.134
Leasehold improvements	300.661	52.221	(10)	-	-	-	352.872
Machinery and equipment	407.770.315	103.213.894	(7.261.742)	-	113.221	-	503.835.688
Motor vehicles	1.783.214	467.595	(295.977)	-	2.208	-	1.957.040
Furniture, fixtures and office equipment	6.715.443	1.026.123	(157.413)	-	142.552	-	7.726.705
	417.586.342	105.071.090	(7.736.715)	-	272.722	-	515.193.439
Net Book Value	1.613.035.801						1.627.285.323

(*) The amount is related to provision calculated for damaged gas turbine of Antalya Power Plant.

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As of 31 March 2013 the insurance amount on the Group's property plant and equipment is EURO 300.256.735 and USD 159.675.000 (31 December 2012, EURO 401.831.067 and USD 243.521.025).

During the period ended 31 March 2013, TL 11.797.575 (31 December 2012: TL 8.573.194) of interest expenses and foreign exchange losses has been capitalized.

(**) As of 31 March 2013, the breakdown of construction in progress are as follows:

	Completion	Investment Expenditures
Bolu Göynük thermal power plant	39%	63.000.872
Cyprus Kalecik – Mobile PP	99%	14.402.487
Kıyıköy – Wind PP	22%	8.653.646
Sebenoba – Wind PP	23%	9.899.028
Belen Atik - Wind PP	43%	3.999.044
Kozbükü – HPP	2%	450.465
Other (*)	-	11.103.396
		111.508.938

(*) Other projects are related to HPP and WPP Projects as explained in note 1 which are under license.

The allocation of current period depreciation and amortization expenses for the periods ended 31 March 2013 and 2012 is as follows:

	31.03.2013	31.03.2012
Cost of sales	26.433.525	29.453.396
General administrative expenses (note 21)	247.582	131.480
Discontinued operations	-	3.569
	26.681.107	29.588.445

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11. Intangible Assets, net

	01.01.2013	Additions	Disposals	31.03 .2013
Cost				
Rights	2.336.643	49.737	-	2.386.380
Other intangible assets	149.539	14.087	-	163.626
	2.486.182	63.824	-	2.550.006
Accumulated Depreciation				
Rights	768.213	46.582	-	814.795
Other intangible assets	38.403	17.191	-	55.594
	806.616	63.773	-	870.389
Net Book Value	1.679.566			1.679.617
	01.01.2012	Additions	Disposals	31.12.2012
Cost				
Rights	1.634.337	883.346	(181.040)	2.336.643
Other intangible assets	-	149.539	-	149.539
	1.634.337	1.032.885	(181.040)	2.486.182
Accumulated Depreciation				
Rights	579.805	210.683	(22.275)	768.213
Other intangible assets	-	38.403	-	38.403
	579.805	249.086	(22.275)	806.616
Net Book Value	1.054.532			1.679.566

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12. Financial Liabilities

	31.03.2013	31.12.2012
Short-term bank loans	25.470.141	236.093.416
Current portion of long-term bank loans	132.342.163	183.158.030
Factoring payables	80.409.018	91.182.338
Finance lease liabilities, net	36.804.340	40.660.813
Interest expense accruals	13.758.440	13.183.986
Total short-term financial liabilities	288.784.102	564.278.583
Long-term bank loans	639.677.457	665.692.578
Factoring payables	35.365.129	20.338.885
Finance lease liabilities, net	67.550.349	70.335.379
Total long -term financial liabilities	742.592.935	756.366.842
Total financial liabilities	1.031.377.037	1.320.645.425

As of 31 March 2013, the effective interest rate of the short term TL loans is between 13,62%-15,62% (31 December 2012: 9%-14,40%), USD loans is between 0,99%-9,39% (31 December 2012: 4,30%-8,00%) and EURO loans is between 2,03%-10,18% (31 December 2012: 3,65%-8,99%) .

As of 31 March 2013, the effective interest rate of the long term TL loans is between 13,62%-15,62% (31 December 2012: 6,37%-14,40%), USD loans is between 0,61%-13,69% (31 December 2012: 0,60%-8,67%) and EURO loans is between 4,98%-10,26% (31 December 2012: 1,99%-9,67%) .

Bank loans are guaranteed by Kazancı Holding A.Ş., Aksa Jeneratör Sanayi A.Ş. (a related party), personal guarantee of the Group's shareholders, as well as several other securities (note 25-b).

As of 31 March 2013, total amounting of corporate guarantees provided by Aksa Group Companies and the Kazancı Family members for the Group's bank borrowings is TL 2.695.941.844 (31 December 2012: TL 2.695.941.844)

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As of 31 March 2013, the repayment schedule of the short term and long term loans is as follows:

Payment Year	EURO	USD	TL	Total TL Equivalent
Payable in 1 year	17.224.411	64.550.354	1.118.393	157.812.304
Payable in 1-2 years	21.748.897	40.230.814	98.572	123.297.560
Payable in 2-3 years	17.287.309	36.144.938	-	105.462.890
Payable in 3-4 years	12.445.369	32.979.550	-	88.509.678
Payable over 5 years	43.440.469	122.559.421	-	322.407.329
Total	112.146.455	296.465.077	1.216.965	797.489.761

Factoring Payables

As of 31 March 2013 and 31 December 2012, the breakdown of the factoring payables is as follows:

	31.03.2013	31.12.2012
Short-term:		
Yapı ve Kredi Faktoring A.Ş. (*)	27.409.018	29.182.338
Girişim Faktoring A.Ş.	53.000.000	37.000.000
Garanti Faktoring A.Ş.	-	25.000.000
Total short term	80.409.018	91.182.338
Long-term:		
Yapı ve Kredi Faktoring A.Ş. (*)	35.365.129	20.338.885
Total long term	35.365.129	20.338.885
Total	115.774.147	111.521.223

(*)As of 31.03.2013, TL 62.774.147 (31.12.2012: TL 49.521.223) of total liabilities has occurred by the service purchase agreement signed via leasing between KIBTEK and the Group which is based on electricity receivable for the future periods by factoring. As of 31 March 2013, TL 17.921.827 (31.12.2012: TL 13.907.457) of KIBTEK receivables is netted off from assets and liabilities.

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Lease Payables

The Group acquired machinery and equipment via financial leasing. As of 31 March 2013, the repayment schedule of leasing obligations is as follows:

Payment Year	EURO	USD	Total TL Equivalent
Payable in 1 year	3.140.106	16.322.635	36.804.340
Payable in 1-2 years	3.158.368	13.392.131	31.546.290
Payable in 2-3 years	2.831.124	9.606.441	23.940.262
Payable in 3-4 years	1.752.560	2.825.839	9.175.105
Payable in 4-5 years	907.612	-	2.104.662
Payable over 5 years	338.105	-	784.030
Total	12.127.875	42.147.046	104.354.689

13. Trade Payables

	31.03.2013	31.12.2012
Suppliers' current accounts (*)	272.724.746	271.388.807
Trade payables to related parties (**)	30.869.405	12.831.649
Notes payable	634.043	486.350
Unearned interest on trade payable (-)	(666.073)	(201.731)
Other	-	231.245
	303.562.121	284.736.320

(*) TL 163.655.752 (31.12.2012: TL 186.073.238) of the amount is related to letter of credits which are in relation to import of spare parts and small equipments for power plants.

(**) The amount is detailed in note 6.

14. Taxation Payable on Income

The corporation tax rate in Turkey on the profits for the calendar year 2013 is 20% (2012: 20%). Taxable profits are calculated by modifying accounting income for certain exclusions and allowances for tax purposes from the profit disclosed in the statutory income. No other taxes are paid unless profits are distributed. In Turkey, no taxes are withheld from undistributed profits, profits added to share capital (bonus shares) and dividends paid to other resident companies. Other than those, profits distributed in dividends to individuals and non-resident companies are subject to withholding at the rate of 15%.

The Turkish Tax Procedural Law does not include a procedure for formally agreeing tax assessments. Tax returns must be filed within three and a half months of the year-end and may be subject to investigation, together with their underlying accounting records, by the tax authorities at any stage during the following five years.

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The tax liabilities included in the accompanying financial statements comprised:

	31.03.2013	31.03.2012
a) Included in the income statement:		
Current tax charge	(3.927.736)	(5.991.555)
	31.03.2013	31.12.2012
b) Included in the balance sheet:		
Taxation payable on income (current)	3.927.736	6.620.636
Deferred tax assets	4.109.211	4.109.211
Deferred tax liabilities	2.936.550	2.936.550

Deferred taxes

As of 31 March 2013 and 31 December 2012, the Group does not have material timing differences which will be reversed in the foreseeable future. Accordingly, the Group does not create any provision for deferred taxation.

15. Other Payables and Accrued Liabilities

Current	31.03.2013	31.12.2012
Taxes and dues payable	10.003.795	5.354.940
Order advances received	2.844.681	2.340.728
Due to personnel	1.788.642	1.471.567
Deposits received	1.099.800	867.102
Social security premiums payable	1.104.083	520.976
Provision for lawsuits	423.900	423.900
Other	76.526	697.722
	17.341.427	11.676.935

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16. Retirement Pay Provision

Under the Turkish Labour Law, the Group is required to pay employment termination benefits to each employee who has completed one year of service and whose employment is terminated without due cause, is called up for military service, dies or who retires after completing 25 years of service (20 years for women) and achieves the retirement age (58 for women and 60 for men). The provision is made in respect of all eligible employees, at a rate of 30 days gross pay for each year of service. The rate of pay is that ruling at the respective balance sheet dates, subject to a maximum of TL 3.129,25 per year as of 31.03.2013 (31.12.2012 : TL 3.033,98 per year).

The liability is not funded, as there is no funding requirement.

As of 31 March 2013 and 31 December 2012 in the accompanying financial statements in accordance with revised IAS 19 (Employee Benefits) the Group reflected a liability for termination benefits based upon factors derived using their experience of personnel terminating their services and being eligible to receive retirement pay and discounted to present value at the balance sheet date by using average market yield, expected inflation rate (5,0 %) and an appropriate discount rate (9,50 %).

	01.01.- 31.03.2013	01.01.- 31.12.2012
Balance at 1 January	2.173.676	1.839.533
Increase in employment termination benefits during the period/year	179.610	365.226
Provision released (note 22)	(1.696)	(31.083)
Balance at end of the period/ year	2.351.590	2.173.676

The allocation of the provision for employment termination benefits expenses in the income statement are as follows:

	01.01.- 31.03.2013	01.01.- 31.03.2012
Cost of Sales	128.069	119.337
General administrative expenses (Note21)	51.541	18.948
	179.610	138.285

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17. Share Capital

The issued and paid up share capital of Akxa Enerji Üretim A.Ş. comprised 613.169.118 (31 December 2011: 577.500.000) shares of par value TL 1 each at 31 December 2012.

	31.03.2013	%	31.12.2012	%
Kazancı Holding A.Ş.	479.622.977	78,22	500.005.330	81,54
Goldman Sachs	101.911.765	16,62	81.529.412	13,30
Public Share	31.600.000	5,15	31.600.000	5,15
Other	34.376	(*)	34.376	(*)
Historic share capital	613.169.118	100,00	613.169.118	100,00
Inflation adjustment to share capital	1.987.932		1.987.932	
Inflation adjusted share capital	615.157.050		615.157.050	

(*) Less than 0.01

Kazancı Holding A.Ş., being the Parent Company of Akxa Enerji, has secured 400 million USD long term credit facility arranged by Goldman Sachs, China Development Bank, Garanti Bankası and İş Bankası. Class B shares representing 65,54% of issued capital of Akxa Enerji are pledged as security of the credit facility to Garanti Bankası acting as Security Agent.

The new shareholding structure and the capital increase amounting to TL 35.669.118 in November 2012 is not registered in the Turkish Trade Registry as of the report date. As of 31.03.2013, the registration of the capital increase was completed.

18. General Reserves

General reserves comprise prior years' undistributed income and legal reserves.

The legal reserves are appropriated in accordance with the Turkish Commercial Code. The first legal reserve is appropriated out of statutory profits at the rate of 5% per annum, until the total reserve reaches 20% of the paid-in share capital. The second legal reserve is appropriated at the rate of 10% per annum of all cash distributions in excess of 5% of the paid-in share capital. The legal reserves are not available for distribution unless they exceed 50% of the paid-in share capital but may be used to offset losses in the event that the general reserve is exhausted.

Undistributed retained earnings are available for distribution. However if this reserve is distributed as dividends, a further legal reserve is required to be provided equal to 10% of dividend declared.

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19. Net Sales

	01.01.-	01.01.-
	31.03.2013	31.03.2012
Total Sales – MWH / Unit		
Energy sales – MWH (*)	1.964.874	2.892.511
Radiator sales – unit	1.910	2.993
	01.01.-	01.01.-
	31.03.2013	31.03.2012
Total Sales – Amount		
Electricity Sales	384.826.651	507.100.844
Total Lignite Sales and Transportation Income	2.256.792	-
Radiator Sales	2.053.310	2.112.400
Natural Gas Equipments	-	16.471.793
Other	2.393.146	1.261.078
Total Sales	391.529.899	526.946.115

(*) In 2013, the Group have produced 1.860,2 Gwh electricity , in addition to the production, the Group have received from TEİAŞ's Load Rejection Order (YAT: Yük Atma Talimatı) and therefore sold 104,6 Gwh additional electricity. Thereby, the total amount of electricity sales reached to 1.964,9Gwh (31.03.2012: 2.892,5/ Gwh) and according to the calculation made by considering the weighted averages the average selling price is 193,3 TL/mws (31.03.2012: 171,5 TL/mws) . The Group's average capacity utilization rate is 49% (31.03.2012: 75%).

As of 31.03.2013, approximately 60% of the Group's total net sales to TEİAŞ, 39% from related parties to Akxa Elektrik Toptan Satış A.Ş.and the remaining 1% were to the other related parties.

Total amount of balancing invoices issued by TEİAŞ in 01.01.-31.03.2013 is TL 4.934.269 (01.01.-31.03.2012: TL 10.909.054), which has been added to the cost of sales account.

20. Cost of Sales

	01.01.-	01.01.-
	31.03.2013	31.03.2012
Cost of Electricity Sales	335.772.966	417.509.334
Cost of Lignite Sales	2.594.726	-
Cost of Radiator Sales	1.848.894	1.655.046
Cost of Natural Gas Equipments Sales	-	11.914.065
Cost of Other Sales	816.531	448.525
Total Cost Of Sales	341.033.117	431.526.970

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21. Marketing and Selling and General Administrative Expenses

	01.01- 31.03.2013	01.01- 31.03.2012
Marketing, selling and distribution expenses	229.237	331.550
General administrative expenses	3.902.332	4.823.121
	4.131.569	5.154.671

Breakdown of operating expenses are as follows:

	01.01.- 31.03.2013	01.01.- 31.03.2012
Marketing, selling and distribution expenses		
Freight and freight insurance	99.202	200.157
Personnel salaries and bonus payments	39.409	75.662
Advertising expenses	22.024	12.805
Rent expenses	20.400	-
Travelling expenses	13.931	9.687
Motor vehicle expenses	7.025	4.427
Repair and maintenance expenses	879	-
Other expenses	26.367	28.812
	229.237	331.550

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General administrative expenses	01.01.- 31.03.2013	01.01.- 31.03.2012
Personnel expenses	2.126.665	1.501.472
Traveling expenses	537.200	624.640
Depreciation and amortisation expenses (note 10)	247.582	131.480
Representation expenses	235.070	42.902
Taxes,duties and charges	229.485	987.890
Consultancy expenses	71.800	144.268
Court and notary expenses	70.495	122.216
Fuel expenses	59.489	17.868
Retirement pay provision expense (note 16)	51.541	18.948
Communication expenses	31.970	56.368
Insurance expenses	19.188	117.186
Motor vehicle expenses	2.068	211.739
Other	219.779	846.144
	3.902.332	4.823.121

22. Other Income and Other Expenses

Other Income	01.01.- 31.03.2013	01.01.- 31.03.2012
Return of Osmaneli OSB Land (*)	457.198	-
Income on insurance claims	360.908	1.002.109
Reversal of provision for doubtful receivables (note 5-8)	26.400	-
Profit on sale of fixed assets	15.607	26.627
Reversal of retirement pay provision (note 16)	1.696	188.385
Tax provision released	-	1.565.897
Other income	473.124	182.844
	1.334.933	2.965.862

(*) The amount comprises of return of the advance given for the acquisition of land at Osmaneli OSB.

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Other Expenses	01.01.- 31.03.2013	01.01.- 31.03.2012
Indemnity and penalty charges	596.037	21.976
Write off advance receivables	472.415	88.610
Donation and grants	42.350	-
Loss on sale of fixed assets	3.696	-
Other expense	88.267	278.310
	1.202.765	388.896

23. Financing Income and Financing Expenses

Financing income	01.01.- 31.03.2013	01.01.- 31.03.2012
Foreign exchange gains	27.523.357	106.411.757
Interest income on receivables from related parties	13.457.437	16.047.667
Interest income on time deposits at banks and interest income on other receivables	6.298.969	-
Discount on trade payable	208.003	1.699.392
	47.487.766	124.158.816

Financing expenses	01.01.- 31.03.2013	01.01.- 31.03.2012
Foreign exchange losses	36.808.225	24.379.752
Interest expense on bank loans	26.236.308	27.661.076
Letters of guarantee and bank commission expenses	5.444.276	379.640
Interest expense on related parties	688.301	703.123
Discount on trade receivable	67.929	2.364.420
Other	35.417	72.850
	69.280.456	55.560.861

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24. Commitments and Contingencies

a) Letters of guarantee given to:

31.03.2013	Foreign Currency	Currency Amount	TL Equivalent
Ankara 12. İcra	TL	--	26.265
Ankara 29. İcra	TL	--	82.209
Beyoğlu 4. İcra	TL	--	7.444
Boğaziçi Elektrik Dağıtım A.Ş.	TL	11.084.184	20.047.964
Botaş – Petroleum Pipeline Corporation	USD	--	780
Municipality of Bursa	TL	--	600
Bursa Turkey Electricity Distribution Company	TL	1.000.000	2.318.900
Commerzbank AG	EUR	--	500.000
Public Waterworks Administration	TL	--	1.550.000
Energy Market Regulatory Authority (EMRA)	TL	--	80.987.346
Energy Market Regulatory Authority (EMRA)	USD	--	15.570
Gediz Electricity	TL	250.000	579.725
Customs administration	EUR	--	600.000
İstanbul 11. İcra	TL	--	1.500
İstanbul 10. Asliye Mahkemesi	TL	72.000	166.961
Electricity Authority of KKTC	USD	3.000.000	5.426.100
Özer Metal Sanayi A.Ş.	TL	--	108.305
Sakarya Electricity Distribution Company	TL	--	26.862
Samsun Turkey Electricity Distribution Company	TL	--	30.000
Turkey Electricity Transmission Company (TEIAS) Research and Planning Department	TL	--	421.008
Turkey Electricity Transmission Company (TEIAS)	TL	--	10.787.702
Turkey Electricity Transmission Company (TEIAS)	USD	4.068.728	7.359.108
Uludağ Electricity	TL	--	425.000
Yeşilırmak Electricity	TL	--	1.024.967
General Directorate of Turkish Coal	TL	--	14.773.668
Manisa İl Özel İdaresi	TL	--	39.646
Republic of Turkey Prime Ministry Privatization Administration	USD	30.000.000	54.261.000
Tekirdağ Gümrük	TL	--	58.010
Other	TL	--	123.814
			201.750.454

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31.12.2012	Foreign Currency	Currency Amount	TL Equivalent
Ankara 29. İcra	TL	--	62.000
Beyoğlu 4.İcra	TL	--	7.444
Boğaziçi Elektrik Dağıtım A.Ş.	TL	--	69.120
Botaş – Petroleum Pipeline Corporation	USD	11.084.184	19.758.666
Municipality of Bursa	TL	--	780
Bursa Turkey Electricity Distribution Company	TL	--	600
Commerzbank AG	EUR	1.000.000	2.351.700
Public Waterworks Administration	TL	--	3.076.000
Energy Market Regulatory Authority (EMRA)	TL	--	76.457.122
Energy Market Regulatory Authority (EMRA)	USD	1.000.000	1.782.600
Gediz Electricity	TL	--	15.570
Customs administration	EUR	250.000	587.925
İstanbul 11.İcra	TL	--	600.000
İstanbul 10. Asliye Mahkemesi	TL	--	1.500
Electricity Authority of KKTC	USD	3.000.000	5.347.800
Özer Metal Sanayi A.Ş.	TL	--	150.000
Sakarya Electricity Distribution Company	TL	--	108.305
Samsun Turkey Electricity Distribution Company	TL	--	26.862
Turkey Electricity Transmission Company (TEIAS)			
Research and Planning Department	TL	--	421.008
Turkey Electricity Transmission Company (TEIAS)	TL	--	11.070.930
Turkey Electricity Transmission Company (TEIAS)	USD	3.454.290	6.157.617
Uludağ Electricity	TL	--	425.000
Yeşilirmak Electricity	TL	--	1.024.967
General Directorate of Turkish Coal	TL	--	14.691.825
Manisa İl Özel İdaresi	TL	--	39.646
Republic of Turkey Prime Ministry Privatization Administration	USD	30.000.000	53.478.000
Tekirdağ Gümrük	TL	--	58.010
			197.770.997

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b) Guarantees given for the Group's loans

Guarantee Types – 31.03.2013	Foreign Currency	Currency Amount	Total (TL)
Mortgage (*)	EUR	12.000.000	27.826.800
Commercial Enterprise Pledge(**)	USD	133.000.000	240.557.100
Machinery and Equipment Pledge (***)	EUR	24.914.673	57.774.635
Bank Deposit Blockage (Note 4)	EUR	1.359.986	3.153.672
Bank Deposit Blockage (Note 4)	USD	6.000.000	10.852.200
Surety Ship	TL	372.483.500	372.483.500
Surety Ship	USD	1.355.186.034	2.451.124.980
Surety Ship	EUR	56.954.212	132.071.122
Surety Ship	GBP	14.000.000	38.417.400
Assignment of Claim	TL	400.650.000	400.650.000
Collateral Bond	EUR	1.186.151	2.750.566
Total			3.737.661.975

(*) Mortgages have been established on Samsun power plant at amounts of EUR 12.000.000 on 30.06.2005.

(**) The amount is related to Antalya power plant.

(***) As of 31.03.2013, a collateral of TL 57.774.635 (EURO 24.914.673) (31.12.2012: TL 58.591.836 (EURO 24.914.673)) have been pledged on the machinery and equipment at the powerplant of Rasa Enerji Üretim A.Ş., a consolidated subsidiary.

In relation to two bank loans from Commerzbank AG (total of EURO 97.292.148) 51% of Baki Elektrik's shares have been pledged as security.

Kazancı Holding, being the Parent Company of Aksa Enerji, has secured 400 million USD long term credit facility arranged by Goldman Sachs, China Development Bank, Garanti Bankası and İş Bankası. Class B shares representing 65.54% of issued capital of Aksa Enerji are pledged as security of the credit facility to Garanti Bankası acting as Security Agent.

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The Group has signed a assignment agreement total amounting to TL 839.000.000 in relation to the current financial debts. As of 31.03.2013, open risk amount of assignment agreements is TL 436.800.000.

Guarantee Types – 31.12.2012	Foreign Currency	Currency Amount	Total (TL)
Mortgage (*)	EUR	12.000.000	28.220.400
Commercial Enterprise Pledge (**)	USD	133.000.000	237.085.800
Machinery and Equipment Pledge	EUR	24.914.673	58.591.836
Bank Deposit Blockage	EUR	3.121.676	7.341.245
Bank Deposit Blockage	USD	6.000.000	10.695.600
Surety Ship	TL	399.539.500	399.539.500
Surety Ship	USD	1.182.356.034	2.107.667.866
Surety Ship	EUR	63.164.212	148.543.277
Surety Ship	GBP	14.000.000	40.191.200
Assignment of Claim	TL	436.800.000	436.800.000
Collateral Bond	EUR	1.285.288	3.022.611
Total			3.477.699.335

c) Guarantees given to related parties

As of 31 March 2013, the amount of corporate guarantees granted to Kazancı Group companies in relation to their bank loans is at TL 1.101.112.115 (31.12.2012: TL 1.285.639.106).

As of 31 March 2013, there are 6 lawsuits pending in favour of the Group at the amount of TL 2.731.145 and there are 31 lawsuits pending against the Group at the amount of TL 2.640.346.

As of the report date , the management does not expect negative outcomes in relation to ongoing lawsuits in the short run therefore there is no allowance reflected to financial statements regarding to those lawsuits.

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25. The Nature and Level of Risks Arising From Financial Instruments

The table below summarizes the foreign monetary position risk of the Group as of 31 March 2013 and 31 December 2012, the recorded amounts of the foreign monetary assets are kept by the Group and those of the payables in terms of total amounts and foreign exchange are as follows:

31.03.2013	USD	EUR	GBP	OTHER	TL Equivalent
Cash and cash equivalents	10.184.947	1.874.876	21.132	96.011	22.909.397
Trade receivables	41.637	345.323	-	-	876.078
Other non-current assets	24.118.048	46.305.471	-	-	151.000.070
Total foreign currency assets	34.344.632	48.525.670	21.132	96.011	174.785.545
Financial liabilities	373.318.899	124.274.330	-	-	963.401.636
Trade payables	93.129.370	11.699.554	32.913	-	195.663.504
Other current liabilities	11.600	-	-	-	20.981
Total foreign currency liabilities	466.459.869	135.973.884	32.913	-	1.159.086.121
Net foreign currency position	(432.115.237)	(87.448.214)	(11.781)	96.011	(984.300.576)

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31.12.2012	USD	EUR	GBP	OTHER	TL Equivalent
Cash and cash equivalents	6.970.549	4.012.011	13.707	4.812	21.904.909
Trade receivables	138.117	201.948	-	-	721.128
Due from related parties	882.746	-	-	-	1.573.583
Other non-current assets	234.325	29.156.075	-	-	68.984.049
Total foreign currency assets	8.225.737	33.370.034	13.707	4.812	93.183.669
Financial liabilities	491.680.469	145.568.549	-	-	1.218.803.157
Trade payables	66.150.394	31.619.270	50.144	-	192.422.683
Other current liabilities	-	75.900	-	-	178.494
Total foreign currency liabilities	557.830.863	177.263.719	50.144	-	1.411.404.334
Net foreign currency position	(549.605.126)	(143.893.685)	(36.437)	4.812	(1.318.220.665)

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Supplementary Disclosures on financial instruments

(a) Capital Management Policies and Procedures

The risk related with each of the capital class and group capital cost is considered by the top management of the Group.

The primary objective of the Group's capital management objectives is to ensure that it maintains a healthy capital structure in order to support its business and maximize shareholder value. The Group manages its capital structure and makes adjustments to it in the light of changes in economic conditions.

To maintain or adjust the capital structure, the Group may obtain new loans, repay existing loans; make cash and non cash (bonus shares) dividend payments to shareholders, issue new shares based on Management's evaluation.

The Group manages the capital structure so as to ensure the Group's ability to continue as a going concern; and maximize its profitability by maintaining an adequate capital to overall financing structure ratio.

The Group monitors capital using a gearing ratio, which is net debt divided by total financing used. The Group includes within net financial debt, borrowings, trade letters of credit, less cash and cash equivalents. Financing used is the sum of total equity and net financial debt.

The following table sets out the gearing ratios as of 31 December 2012 and 31 December 2012:

	31.03.2013	31.12.2012
Total financial liabilities	1.031.377.037	1.320.645.425
Less: cash and cash equivalents	(101.478.918)	(40.569.510)
Net financial debt	929.898.119	1.280.075.915
Total equity	1.224.026.285	1.203.249.330
Total financing used	2.153.924.404	2.483.325.245
Gearing ratio (net financial debt to overall financing used ratio)	43%	52%

(b) Financial instruments and categories

Financial assets		
Cash and cash equivalents	101.478.918	40.569.510
Trade receivables	227.174.448	245.916.937
	328.653.366	286.486.447
Financial liabilities		
Financial payables	1.031.377.037	1.320.645.425
Trade payables	303.562.121	284.736.320
	1.334.939.158	1.605.381.745

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(c) Market risk

The Group is exposed to financial risks arising from changes in currency rate (paragraph d), interest rate (paragraph e) and price risk (paragraph f) which arise directly from its operations.

The market risks that the Group is exposed to are measured on the basis of sensitivity analysis.

The Group's risk management policies and processes used to measure those risks have been similar to previous periods.

(d) Foreign currency risk

The Group does not have transactional currency exposure from foreign currency denominated transactions.

The Group is exposed to foreign currency risk arising from the translation of foreign currency denominated assets and liabilities to TL, the foreign currency denominated assets and liabilities mainly include bank deposits, bank borrowings and trade payables and trade receivables.

(e) Interest rate risk management

The Group is exposed to interest rate risk through the impact of rate changes on interest bearing assets and liabilities. These exposures are managed by using natural hedges that arise from offsetting interest rate sensitive assets and liabilities. Certain parts of the interest rates related to borrowings are based on market interest rates; therefore the Group is exposed to interest rate fluctuations on domestic and international markets. The Group's exposure to market risk for changes in interest rates relates primarily to the Group's debt obligations.

The majority of the Group's financial obligations consist of fixed and variable interest rate borrowings.

(f) Price risk

Sales invoices to TEİAŞ and EÜAŞ are issued in Turkish Lira and sales unit prices are fixed, the management of the Group is carefully monitoring the costs, when needed appropriate measures are taken.

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26. ADDITIONAL INFORMATION

- a) The public disclosure made by the Company in Istanbul Stock Exchange (ISE) on 06.04.2012 concerning the negotiations for the loan use from Goldman Sachs, foreign-based financial institution, carried out by one of the Group's related parties and shareholders Kazancı Holding A.Ş. are as follows:

On July 25, 2011, July 26, 2011, August 5, 2011 and 27 October 2011, we made certain disclosures to the public regarding a loan made to us of USD 192 million with a 1 year, 1 week term (“Bridge Facility”) and a proposed transaction with Goldman Sachs (“Proposed Transaction”).

During the course of discussions between the parties regarding the structure of the Proposed Transaction, a number of changes to the terms disclosed to the public on October 27, 2011 have been agreed and several agreements have today been signed by the relevant parties which will facilitate the following transaction (the “Transaction”):

Goldman Sachs, Turkiye Is Bankasi A.S. and Turkiye Garanti Bankasi A.S. have arranged USD 400 million syndicated secured loan to Kazancı Holdings (the “New Loan Facility”). The New Loan Facility will provide additional financing and will also be used to repay the bridge facility (in part on initial utilisation with the balance on final maturity of the bridge facility). In consideration for arranging the Transaction, Goldman Sachs will receive (i) a right to the equity upside on 13,30% of shares in Akxa Enerji at any time before the sixth anniversary of the date of utilisation of the New Loan Facility, and (ii) downside protection, through a cash collateralised repurchase obligation of Kazancı Holdings at Goldman Sachs’ initial purchase price, on any shares in Akxa Enerji purchased by Goldman Sachs.

As of 26.02.2013, according to the public disclosure of "New Credit", they agreed to increase “New Credit” from USD 400 million to USD 500 million, GS and Kazancı Holding A.Ş. agreed for purchasing of Akxa Enerji’s capital representing 3,32% of additional shares through the sale of common. Following the completion of this transaction, GS’s shares on Akxa Enerji will be increase from 13,30% to 16,62%.

Further information about the Transaction is summarised below:

1. Simultaneously with the execution of the New Loan Facility, the board of directors of Akxa Enerji will initiate a process of capital increase through private placement under registered capital system by restricting the pre-emptive rights of current shareholders. Goldman Sachs has committed to subscribe for 35.669.118 shares with a nominal value of TL 1.00 each corresponding to circa 5,82% of the total issued share capital of Akxa Enerji (post money) for a total price of USD 105 million (to be converted into TL at an exchange rate determined by the parties). Akxa Enerji will adopt the necessary board resolutions and make the necessary approval applications to the Capital Markets Board of Turkey, Energy Market Regulatory Authority and other authorities for the registration of the shares that are subject to this capital increase.
2. In parallel to such private placement, Goldman Sachs has committed to purchase from us existing B-type Akxa Enerji shares representing circa 7,48% (post money) of the total issued share capital of Akxa Enerji for a total price of USD 135 million.
3. After the successful completion of the capital increase through private placement and share transfer, Goldman Sachs will, subject to the downside protection provided by Kazancı Holdings, own approximately 13,30% (post money) of the total issued share capital of Akxa Enerji. The total price to be paid by Goldman Sachs for those shares (“GS Shares”) will be USD 240 million which equates to a market price per share which will be different to the then exchange traded price.

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4. Goldman Sachs will have the right to sell some or all of the GS Shares at any time before the sixth anniversary of the Transaction. Kazancı Holdings will retain voting rights over the GS Shares until such time as Goldman Sachs elects to sell the GS Shares to a third party. If Goldman Sachs sells the GS Shares to a third party prior to the maturity of the Transaction, it will repay to Kazancı Holdings a corresponding amount of the cash collateral initially posted to Goldman Sachs together with cash paid interest until such date under the loan and there will be a corresponding pay down of the New Loan Facility.
5. The New Loan Facility will be used, among other things, for general corporate purposes and to repay the bridge facility. It will have a 6 year tenor with a 3 years' grace period and will be secured over 65,54% shares of Akxa Enerji. Upon completion of the equity purchase by Goldman Sachs described above, the GS Shares will be pledged as security for the New Loan Facility and a corresponding number of shares secured under the bridge facility will be released. Consequently, 52,24% of the Akxa Enerji shares pledged under the New Loan Facility will be provided by Kazancı Holdings and 13,30% will be GS Shares. The lenders will have no recourse to Goldman Sachs other than in respect of the GS Shares.
6. On the closing date of the New Loan Facility, Goldman Sachs will acquire the right to receive equity upside on Akxa Enerji shares through a call option granted by Kazancı Holdings to Goldman Sachs over 14,12% of the shares. The call option will terminate after the successful completion of the capital increase through the private placement and share transfer transactions (such that Goldman Sachs retains equity upside). Up until the six year anniversary of the Transaction, if there is equity upside, a portion of this upside will be shared by Goldman Sachs with syndicate members.
7. On the six year anniversary of the Transaction, Goldman Sachs will sell the remaining GS Shares back to Kazancı Holdings at a price per share equal to the initial purchase price. In order to secure this repurchase obligation of Kazancı Holdings, and in consideration for Goldman Sachs providing security over GS Shares, Kazancı Holdings will deliver cash collateral to Goldman Sachs in an amount equal to the total price of the Akxa Enerji shares acquired by Goldman Sachs.

As of 26.02.2013, the statement made with GS and Kazancı Holding agreed to increase "new loan" from USD 400 million to USD 500 million and GS will purchase 3,32% of Akxa Enerji's capital through sale of partner for the USD 60 million from Kazancı Holding. Following the completion of this transaction, GS's share on Akxa Enerji will increase from 13,30% to 16,62%.

- b) The ISE material disclosure made by the Company on 09.11.2012:

The electricity sale agreement made in 2011 between shareholders of the Group, Kazancı Holding A.Ş. 's subsidiary, related company Akxa Elektrik Toptan Satış A.Ş. and Syria extended for one year for the annual 2 billion kWh (+ / - 25%) of energy exports to be made. Capacity of 500 MW in Syria than 1 year official approvals are required for the export of energy. Requirements for Syria to export 500 MW energy for one more year are approved officially. Proportion of energy needs of Syria, as well as 2011 and 2012, starting from now, will continue to purchase one more year. Akxa Elektrik Toptan Satış A.Ş. will supply energy to export from Akxa Enerji Üretim A.Ş. and its subsidiaries. On the other side, the current contract obligations are secured by the parties and Akxa Elektrik Toptan Satış A.Ş. has no receivables that is not collected.

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27. SUBSEQUENT EVENTS

The public disclosure announced by the Company in Istanbul Stock Exchange (ISE) on 01.03.2013. According to the disclosure;The Board of Directors of the Company decided to make application to get the required approval from EMRA (EPDK) in order to get Kazancı Holding A.Ş.'s 93% shares on Kapıdağ Wind power plant (TL 12.834.000 nominal value) to be purchased by board of the directors to the amount of TL 135.988.406.This purchase process will not cause any changes in the Group's cash position and the Group's receivables from Kazancı Holding will decrease in proportion to the amount of purchase price.Share transfer process will carry out after obtaining the approval required by EMRA.

The statement made by the parent company as follows; 16 MW of Kapıdağ wind power plant generation which has a 34,85 MW production license taken into commercial operations in January 2013, and the investment for the remaining portion is ongoing and it is planning to be operational within the current and next year gradually, so that number of the Group's wind power plants increased from 4 to 5 and total capacity of wind energy will increase from 160 MW to 194,85 MW.

a) According to the decision of the Board of Directors of the Parent Company, dated 05.04.2013, TL 55.5 million of the receivables, related with the invoices for Turkey Electricity Company (TEİAŞ) or any other organization replacing Market Financial Reconciliation Center (PMUM) or TEİAŞ with a change in the legislation, have been assigned to Türkiye İş Bankası as collateral for the loans used/will be used.

b) According to the IMKB announcement of the Group as of 30.04.2013, published in the Official Gazette dated 30.03.2013, within the new Electricity Market Law No. 6446 Article 9, which entered into force, an application to EMRA (EPDK) for termination of the electricity production licences of the parent Company's interim Kuletaşı-Gümüşhane (30MW) and Koru-Gümüşhane (15MW), the subsidiary, included in the consolidation İdil İki Enerji Sanayi ve Ticaret A.Ş.'s Olur-Erzurum (60MW), the subsidiary included in the consolidation Alenka Enerji Üretim ve Yatırım Ltd Şti.'s Yurtepe-Hatay (14MW) have been submitted.

In addition, the electricity production licences of consolidated subsidiary Alenka Enerji Üretim ve Yatırım Ltd Şti.'s Sırakayalar - Tekirdağ (12MW) and Kiblekayası - Hatay (15MW) and the Parent Company's Ayşehatun - Bitlis (82MW) have been terminated according to Licensing Regulation Article 15.. 24 MW power plant in the region of Hakkari on imported energy supplies fuel oil to be used as spare capacity due to increased transport of Mardin and Hakkari license applications have been submitted to EMRA (EPDK) for termination.

On the other hand, Rasa Enerji Üretim A.Ş., included in the consolidation as a subsidiary, entitled to receive a license for Akçay-1/Denizli (15MW) and Akçay-2/Denizli (10MW) projects, has acquired all of the shares of Gesa Güç Sistemleri A.Ş. with a price of TL 50.000.

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Appendix 1: Related Parties

a) Kazancı Holding A.Ş.'s direct subsidiaries and affiliates:

1	Aksa Afyon Doğal Gaz Dağıtım A.Ş.	Naturalgas
2	Deriş İnşaat A.Ş.	Construction
3	Aksa Balıkesir Doğal Gaz Dağıtım A.Ş.	Naturalgas
4	Aksa Bandırma Doğal Gaz Dağıtım A.Ş.	Naturalgas
5	Aksa Bilecik, Bolu Doğal Gaz Dağıtım A.Ş.	Naturalgas
6	Aksa CNG Sıkıştırılmış Doğal Gaz Dağ. İletim ve Satış A.Ş.	Naturalgas
7	Aksa Çanakkale Doğal Gaz Dağıtım A.Ş.	Naturalgas
8	Aksa Doğal Gaz Toptan Satış A.Ş.	Naturalgas
9	Aksa Doğal Gaz Dağıtım A.Ş.	Naturalgas
10	Aksa Elazığ Doğal Gaz Dağıtım A.Ş.	Naturalgas
11	Aksa Elektrik Perakende Satış A.Ş.	Energy
12	Aksa Elektrik Toptan Satış A.Ş.	Energy
13	Aksa Gaz Dağıtım A.Ş.	Naturalgas
14	Aksa Gemlik Doğal Gaz Dağıtım A.Ş.	Naturalgas
15	Aksa Gümüşhane Bayburt Naturalgas A.Ş.	Naturalgas
16	Aksa Havacılık A.Ş.	Aviation
17	Aksa Jeneratör Sanayi A.Ş.	Generator
18	Aksa Karadeniz Doğal Gaz Dağıtım A.Ş.	Naturalgas
19	Aksa Makina Sanayi A.Ş.	Machine
20	Aksa Malatya Doğal Gaz Dağıtım A.Ş.	Naturalgas
21	Aksa Manisa Doğal Gaz Dağıtım A.Ş.	Naturalgas
22	Aksa Mustafa Kemal Paşa Susurluk Karacabey Doğalgaz Dağıtım A.Ş.	Naturalgas
23	Aksa Ordu Giresun Doğal Gaz Dağıtım A.Ş.	Naturalgas
24	Aksa Sivas Doğal Gaz Dağıtım A.Ş.	Naturalgas
25	Aksa Şanlıurfa Doğal Gaz Dağıtım Ltd. Şti.	Naturalgas
26	Aksa Televizyon Hizmetleri A.Ş.	Media
27	Aksa Tokat Amasya Doğal Gaz Dağıtım A.Ş.	Naturalgas
28	Aksa Trakya Doğal Gaz Dağıtım A.Ş.	Naturalgas
29	Aksa Turizm İşletmeleri A.Ş.	Tourism
30	Aksa Van Doğal Gaz Dağıtım A.Ş.	Naturalgas
31	Anadolu Doğal Gaz Dağıtım A.Ş.	Naturalgas
32	Anadolu Doğal Gaz Toptan Satış A.Ş.	Naturalgas
33	Atel Telekomünikasyon A.Ş.	Communication
34	Aksa Düzce Ereğli Doğal Gaz Dağıtım A.Ş.	Naturalgas
35	Kazancı Teknik Cihazlar Yedek Parça A.Ş.	Transportation

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b) Kazancı Holding A.Ş.'s direct subsidiaries and affiliates:

1	Aksa Far East Pte Ltd.	Generator
2	Aksa International UK Ltd.	Generator
3	Aksa Power Generation (China) Co Ltd.	Generator
4	Aksa Power Generation Fze.	Generator
5	Aksa Servis ve Kiralama A.Ş.	Generator
6	Eurl Aksa Generateurs Algeria	Generator
7	Aksa Kazakhstan Ltd.	Generator
8	Aksa Middle East LLC (Dubai)	Generator
9	Aksa Power Generation (Changzhou) Co. Ltd.	Generator
10	Jiangyin AKSA Electrical & Mechanical Co.,Ltd.	Generator
11	OOO Aksa Russia	Generator
12	Aksa USA	Generator
13	Aksa Satış ve Pazarlama A.Ş.	Marketing
14	Aksa Teknoloji A.Ş.	Technology
15	Ceka Enerji Üretim A.Ş.	Energy
16	Çoruh Aksa Elektrik Hizmetleri A.Ş.	Energy
17	Çoruh Elektrik Dağıtım A.Ş.	Energy
18	Fırat Aksa Elektrik Hizmetleri A.Ş.	Energy
19	Fırat Elektrik Dağıtım A.Ş.	Energy
20	Aksa Ankara Makina Satış ve Servis A.Ş.	Machine
21	Vangölü Aksa Elektrik Hizmetleri A.Ş.	Electricity
22	Çoruh Elektrik Perakende Satış A.Ş.	Electricity
23	Fırat Elektrik Perakende Satış A.Ş.	Electricity
24	Renk Transmisyon San A.Ş.	Other
25	Real Makine İthalat İhracat Sanayi Tic. Ltd. Şti.	Other

Related Parties through the key management and family members

c) without capital relationship

1	Aksa Enerji Iraq	Energy
2	Onan Enerji Üretim A.Ş.	Energy
3	Normdata Bilişim Teknolojileri San. ve Tic. Ltd. Şti.	Energy
4	Doust Company (Irak)	Generator
5	Siirt Batman Doğalgaz Dağıtım A.Ş.	Naturalgas
6	Elektrik Altyapı Hizmetleri Ltd. Şti.	Other
7	Kazancı Makina ve Motor Ltd. Şti.	Machine
8	Koni İnşaat Sanayi A.Ş.	Construction
9	Koni Tarım İşletmeleri A.Ş.	Agriculture
10	Koni Tarımsal Yatırım A.Ş.	Agriculture
11	Koni Turizm San. ve Ticaret A.Ş.	Tourism

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d) Other non-consolidate subsidiaries due to lack of control power or non-operation (Note 9)

- | | | |
|---|--|----------|
| 1 | Kapıdağ Rüzgar Enerjisi Elektrik Üretim Sanayi ve Ticaret A.Ş. (*) | Energy |
| 2 | Rasa Radiator (Jiangyin) Co. Ltd. | Radiator |
| 3 | Gesa Güç Sistemleri A.Ş. | Thermic |

(*) Also related with (a)