

AYEN ENERJİ A.Ş. / AYEN [] 26/01/2016 08:43:25

Board of Directors Decision on Issue of Capital Market Instrument

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Is the statement an update?	: No
Is the statement a correction?	: No
Is the statement a delayed declaration?	: No
Date of the previous material event statement concerning the subject	: N/A
Summary Information	: Board of Directors Decision on Bond Issue.

Date of the Board of Directors Decision	: 25/01/2016
Nominal Amount of the Projected Issue	: Not to exceed 150,000,000 TL.
Capital Market Instrument Type of the Projected Issue	: Bill, bond or other similar debt instrument
Capital Market Instrument Deadline of the Projected Issue	: With various layouts and deadlines
Capital Market Instrument Interest Rate of the Projected Issue	: At fixed and/or variable interest rates designated as per the market conditions
Capital Market Instrument Coupon Payment Frequency of the Projected Issue	: -
Prescribed Mode of Sale	: Domestic sale to qualified investors or by placing or by one or more modes of issue without public offer.

ADDITIONAL NOTES:

Under the authority granted to our Board of Directors at our Company's Extraordinary General Assembly Meeting on the date 06/11/2014 and ratified by the deed number 20394 and date 06/11/2014 of the RoT Ankara 56<sup>th</sup> Notary Public, issue of bonds and other debt instruments under the Law of Capital Market, Turkish Code of Commerce, 'Communiqué on Debt Instruments' No. II-31.1 and 'Communiqué on Prospectus and Issue Documentation' No. II-5.1 of the Capital Market Board and in observation of the bond and other debt instrument issue limits stipulated by the pertinent legislation was discussed. In conclusion, it was decided that;

- 1) Debt instruments with a maximum nominal value of 150,000,000 TL (one hundred and fifty million Turkish lira) with various layouts and deadlines and of fixed and/or variable interest rates to be designated under the market conditions at the time of issue and to be issued with one or more modes of issue be issued without public offer and for sale to qualified investors,
- 2) For all procedures concerning the issue concerned, including draft and execution of all sorts of agreements and documentation relevant to these agreements, necessary applications at the Capital Market Board and other competent authorities, designation of the amount, deadline, and interest rate and sale of the debt instruments issued after Capital Market Board approval under the market conditions at the time of issue, the Company be represented and bound with collective signatures of any two of the Board of Directors members,
- 3) In issue procedures of the debt instruments concerned, mediator services be procured from the Ünlü Menkul Değerler A.Ş.

We hereby declare that our aforementioned statements are compatible with the principles stipulated in Capital Market Board's Communiqué on Material Events, fully reflect the information communicated to us in the said subject(s), such data are coherent with our books, records, and documentation, we made all the best efforts to acquire the associated information fully and accurately, and we assume responsibility for such statements made.