



AYEN ENERJİ A.Ş.

**BOARD OF DIRECTORS
ACTIVITY REPORT
FOR
JANUARY 1, 2015 – MARCH 31, 2015**

BASIS OF PREPARATION

This Annual Activity Report was prepared as per the Communiqué no. II-14.1 on Principles of Financial Reporting in Capital Markets issued by the Capital Markets Board and Regulation on Determining Minimum Content of Companies' Annual Activity Reports issued by the Ministry of Customs and Trade.

The Company's Trade Name, Trade Registry Number, contact details of its headquarters and branches, and its website address

AYEN ENERJİ ANONİM ŞİRKETİ

Date of establishment-----: 15.08.1990
Headquarters -----: Hülya Sokak No: 37 G.O.P. / ANKARA
Tel. -----: (312) 445 04 64
Fax -----: (312) 445 05 02
e-mail -----: ayen@ayen.com.tr
web -----: www.ayen.com.tr
Capital-----: 171.042.300,-TL
Trade Registry No.-----: 79297-Merkez
Industry Registry No.-----: 520264.34
Tax Office/Reg.No-----: Cumhuriyet - 119 004 5930
Purpose and field-----: Generation and sale of electricity power
The Company does not have any branch.

ORGANIZATIONAL STRUCTURE OF THE COMPANY

The Company's organizational structure is as follow: Ayen Enerji Anonim Şirketi, and its subsidiaries operating in the same sector whose financial statements are consolidated with the financial statements of the parent company, namely, Ayen Ostim Enerji Üretim A.Ş., Kayseri Elektrik Üretim Sanayi ve Ticaret A.Ş., Ayen Elektrik Ticaret A.Ş., Aksu Temiz Enerji Elektrik Üretim Sanayi ve Ticaret A.Ş., Ayel Elektrik Üretim Sanayi ve Ticaret A.Ş., Araklı Doğalgaz Enerji Üretim Sanayi ve Ticaret A.Ş., Ayen Doğalgaz Enerji Üretim Sanayi ve Ticaret A.Ş. as well as Ayen AS Energji SHA and Ayen Energji Trading SHA, which were established according to the laws of Albania, and Ayen Energji Trading D.O.O. (Serbia) and Ayen Enerjica D.O.O. (Slovenia) are collectively named as the "Group".

Share capital and shareholding structure of the Company and changes made in the shareholding structure in the activity period

The Company's share capital structure as of September 30, 2014 was as follows:

Shareholder	Share (%)	Number of shares	Share amount	Share Group
Aydiner İnşaat A.Ş	56.8738023	9,727,825,965	97,278,259.65	A
Aydiner İnşaat A.Ş	28.1038374	4,806,945,000	48,069,450.00	B (Non-public)
Mehmet AYDINER	0.0000451	772,200	7,722.00	A
Fatma Nirvana AYDINER	0.0000169	289,575	2,895.75	A
Ömer Ali AYDINER	0.0000169	289,575	2,895.75	A
Turhan AYDINER	0.0000169	289,575	2,895.75	A
Turgut AYDINER	0.0000146	250,965	2,509.65	A
Fahrettin Amir ARMAN	0.0000001	2,145	21.45	A
Halka Açık Kısım	15.0112866	2,567,565,000	25,675,650.00	B (Public)
Total	100%	17,104,230,000	171,042,300.00	

The Company's capital stock is TL 171,042,300.00 (one hundred seventy one million forty two thousand three hundred Turkish Liras) and is divided into 17,104,230,000 shares, each having a nominal value of 1 kurus (one kurus). 9,729,720,000 of these shares are registered group A shares.

2,567,565,000 of group B shares are public, whereas 4,806,945,000 shares are non-public registered shares.

No changes occurred in the shareholding structure of the Company in this activity period.

Management Body, Executives, Limits of Authority, Terms of Office;

The affairs and administration of the Company are handled by the Board of Directors, consisting of at least 7 (seven) members elected by the General Assembly, 5 (five) of which must be among the group A shareholders as per the provisions of the Turkish Code of Commerce.

BOARD OF DIRECTORS

<i>Full Name</i>	<i>Office</i>	<i>Term of Office</i>
Mehmet AYDINER	Chairman of the Board	3 years from 08.05.2013
Turgut AYDINER	Vice Chairman of the Board	3 years from 08.05.2013
Ayşe Tuvana AYDINER KIRIÇ (on behalf of Aydiner İnşaat A.Ş.)	Member of the Board	3 years from 08.05.2013
Ömer Ali AYDINER	Member of the Board	3 years from 08.05.2013
Fahrettin Amir ARMAN	Member of the Board and General Manager	3 years from 08.05.2013
Metin BOSTANCIOĞLU	Independent Member of the Board	1 year from 31.03.2015
Kadir Nejat ÜNLÜ	Independent Member of the Board	1 year from 31.03.2015

COMMITTEES WITHIN THE BOARD OF DIRECTORS

Supervision Committee

Full Name	Office
Kadir Nejat Ünlü	Committee Chairman
Metin Bostancıoğlu	Member

Committee for Early Detection of Risks

Full Name	Office
Metin Bostancıoğlu	Committee Chairman
Ayşe Tuvana Aydiner Kırıç	Member

Corporate Management Committee

Full Name	Office
Metin Bostancıoğlu	Committee Chairman
Mehmet Aydiner	Member
Turgut Aydiner	Member
Ahmet Alan	Corporate Management Rating Specialist

ELECTRICITY POWER IN TURKEY

INSTALLED POWER OF ORGANIZATIONS AND TYPES OF FUEL

ORGANIZATIONS	END OF 2014			AS OF MARCH 31, 2015		
	INSTALLED POWER MW	CONTRIBUTION %	NUMBER OF PLANTS	INSTALLED POWER MW	CONTRIBUTION %	NUMBER OF PLANTS
PLANTS OF EÜAŞ + SUBSIDIARIES OF EÜAŞ	21,879.2	31.5	78.0	21,886.2	31.0	79
PLANTS WHOSE OPERATING RIGHTS WERE TRANSFERRED	946.2	1.4	60	945.7	1.3	60
BUILD-AND-OPERATE PLANTS	6,101.8	8.8	5	6,101.8	8.6	5
BUILD-OPERATE-TRANSFER PLANTS	2,319.3	3.3	19	2,312.3	3.3	18
FREE GENERATION COMPANIES	38,193.4	54.9	839	39,200.6	55.6	858
AUTOPRODUCER PLANTS	27.2	0.0	6	27.2	0.0	6
UNLICENSED (TEDAŞ) PLANTS	52.8	0.1	119	83.9	0.1	148
TOTAL	69,519.8	100.0	1,126	70,557.7	100.0	1,174

TYPES OF FUEL	END OF 2014			AS OF MARCH 31, 2015		
	INSTALLED POWER MW	CONTRIBUTION %	NUMBER OF PLANTS	INSTALLED POWER MW	CONTRIBUTION %	NUMBER OF PLANTS
FUEL OIL + ASPHALTITE + NAPHTHA + DIESEL	659.8	0.9	18	659.8	0.9	
COAL + LIGNITE	8,573.4	12.3	23	8,588.4	12.2	
IMPORTED COAL	6,062.6	8.7	8	6,062.6	8.6	
NATURAL GAS + LNG	21,476.1	30.9	230	21,528.2	30.5	
EDIBLE.+WASTE+WASTE HEAT+PYROLYTIC OIL	288.1	0.4	58	296.3	0.4	
MULTI-FUEL SOLID+LIQUID	667.8	1.0	9	667.8	0.9	
MULTI-FUEL LIQUID+NATURAL GAS	4,074.0	5.9	42	4,153.1	5.9	
GEOTHERMAL	404.9	0.6	15	427.4	0.6	
HYDROELECTRIC DAM	16,606.9	23.9	77	17,182.4	24.4	
HYDROELECTRIC RIVER	7,036.3	10.1	444	7,197.3	10.2	
WIND	3,629.7	5.2	90	3,730.6	5.3	
SOLAR (UNLICENSED)	40.2	0.1	112	63.9	0.1	
TOTAL	69,519.8	100.0	1,126	70,557.7	100.0	

***Turkey's installed power in a total of 1,174 plants was 70,557.70 MW as of 31.03.2015.

DISTRIBUTION OF THE GENERATION OF POWER IN TURKEY BY PRIMARY RESOURCES AND ORGANIZATIONS

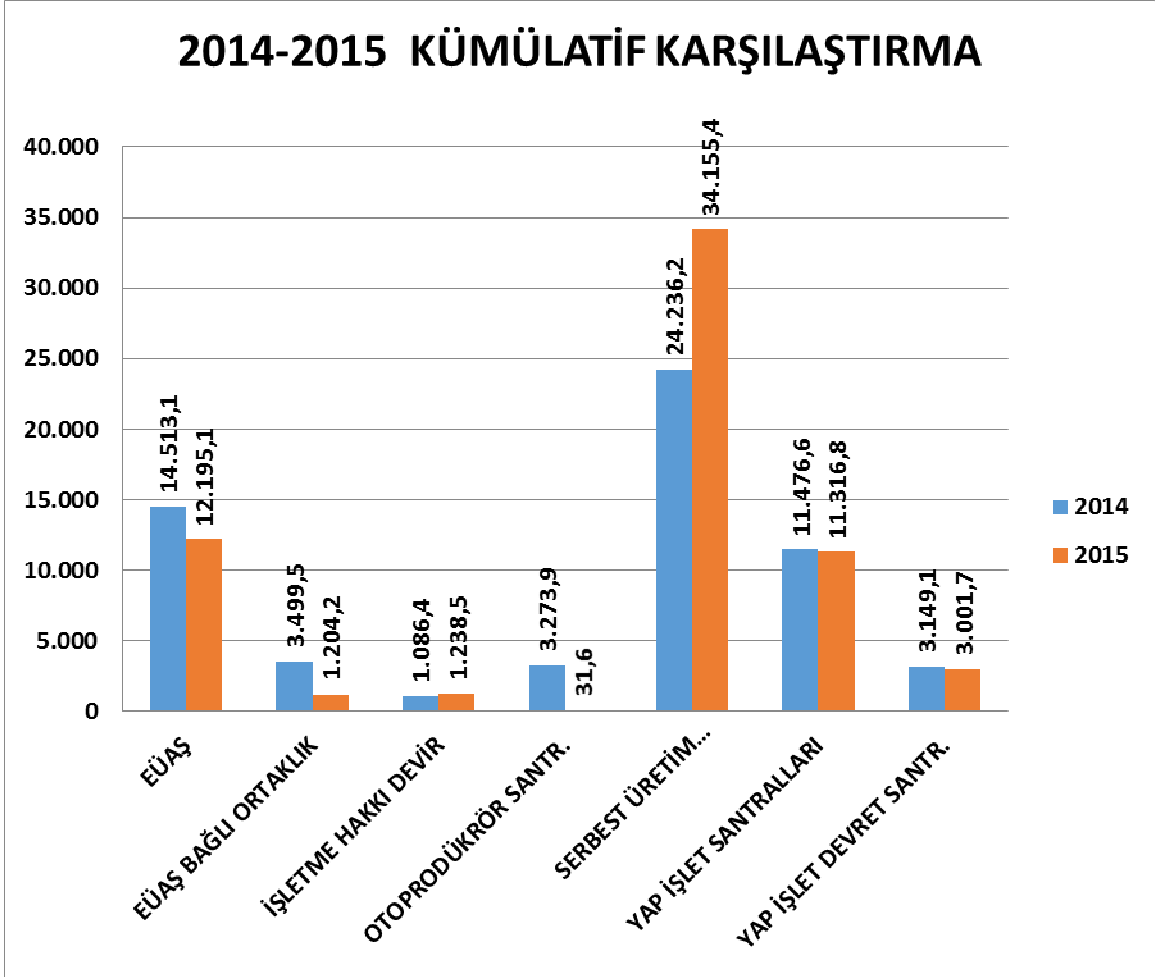
	Unit : MWh			
	JANUARY	FEBRUARY	MARCH	TOTAL
FUEL OIL + ASPHALTITE + NAPHTHA + DIESEL	535,246	868,979	405,576	1,809,801
IMPORTED COAL+COAL+LIGNITE	6,558,563	6,017,269	6,168,573	18,744,405
NATURAL GAS + LNG	8,762,101	7,846,660	7,815,072	24,423,833
OTHERS	0	0	7,451	7,451
MULTI-FUEL LIQUID+NATURAL GAS	129,859	125,468	118,973	374,300
THERMAL (TOTAL)	15,985,770	14,858,376	14,515,644	45,359,791
GEOHERMAL	261,845	230,441	243,811	736,097
HYDROELECTRIC DAM	3,219,443	2,138,944	3,023,916	8,382,303
HYDROELECTRIC RIVER	1,579,992	1,630,882	2,573,009	5,783,883
HYDROELECTRIC (TOTAL)	4,799,435	3,769,825	5,596,926	14,166,186
WIND	1,011,127	1,070,197	799,920	2,881,244
TOTAL GENERATION IN TURKEY	22,058,177	19,928,839	21,156,301	63,143,317

COMPANIES	JANUARY	FEBRUARY	MARCH	TOTAL
EÜAŞ	4,469,801	3,713,645	4,011,674	12,195,119
SUBSIDIARIES OF EÜAŞ	412,159	414,245	377,809	1,204,213
PLANTS WHOSE OPERATING RIGHTS WERE TRANSFERRED	455,563	395,513	387,407	1,238,483
AUTOPRODUCER PLANTS	8,980	11,209	11,418	31,606
FREE GENERATION PLANTS	11,894,029	10,869,907	11,391,494	34,155,430
BUILD-AND-OPERATE PLANTS	3,710,909	3,626,619	3,979,232	11,316,760
BUILD-OPERATE-TRANSFER PLANTS	1,106,736	897,701	997,268	3,001,706
TOTAL GENERATION IN TURKEY	22,058,177	19,928,839	21,156,301	63,143,317
TOTAL IMPORTS	828,666	633,592	683,521	2,145,779
TOTAL INTERCONNECTED	22,886,844	20,562,430	21,839,822	65,289,096
TOTAL EXPORTS	343,524	227,772	289,902	861,198
TOTAL CONSUMPTION IN TURKEY	22,543,320	20,334,659	21,549,920	64,427,898

CUMULATIVE COMPARISON FOR 2014-2015

	2014	2015
EÜAŞ	14,513.1	12,195.1
SUBSIDIARIES OF EÜAŞ	3,499.5	1,204.2
PLANTS WHOSE OPERATING RIGHTS WERE TRANSFERRED	1,086.4	1,238.5
AUTOPRODUCER PLANTS	3,273.9	31.6
FREE GENERATION COMPANIES	24,236.2	34,155.4
BUILD-AND-OPERATE PLANTS	11,476.6	11,316.8
BUILD-OPERATE-TRANSFER PLANTS	3,149.1	3,001.7
TOTAL	61,234.6	63,143.3

2014-2015 KÜMÜLATİF KARŞILAŞTIRMA



OUR INVESTMENTS

Fan Basin HEPP Project: Constructions works are in progress in our project for the construction of a plant with an installed power of 110.70 MW and a power generation capacity of 380 million kWh, which is carried out by Ayen AS Energji SHA, established in Albania. As of the date of report, Peshqeshit 3 hydroelectric power plant, which is river-type and has an installed power of 28 MW and an annual generation capacity of 118,400,000 kWh was commissioned. As of the date of this report, the overall completion of this project reached 60%.

Akbük II WPP: Large majority of the ccess roads for Akbük wind power plant with an installed power of 20 MW and a generation capacity of 68,153,000 kWh in Didim, Aydın under the Law no. 4628 have been completed. Forest permissions have been obtained for the location of the plant, and the construction works are in progress. It is expected that the plant will be completed and commissioned in the first half of 2016.

Trabzon, Araklı Çankaya Dam and HEPP: The EIA process is about to be completed in this project. After the EIA proces is completed, efforts will be made to obtain a preliminary license.

OUR ACTIVITIES

GENERAL	MORDOĞAN	AKBÜK	YAMULA(*)	AYEN OSTİM	BÜYÜKDÜZ	AKSU	KORKMAZ
Location of Plant	Karaburun - İzmir	Didim - Aydın	Kızılırmak River - Kayseri	Ostim - Ankara	Kürtün - Gümüşhane	Dikme Village Yahyalı-Kayseri	İzmir-Seferihisar-Sığacık
Type of Plant	Wind Power Plant	Wind Power Plant	With reservoir	Natural Gas Combined Cycle Power Plant	With precipitation pool, covered and uncontrolled and with weir river type, with non-storing regulator	Wind Power Plant	Wind Power Plant
Installed Power	30.75 MW	31.50 MW	100 MW	41 MW	70,80 MW	72 MW	24 MW
Annual Generation as Specified in the License	96,000,000 kWh	122,400,000 kWh	422,300,000 kWh	280,000,000 kWh	192,021,000 kWh	237,200,000 kWh	83,005,300 kWh
Actual Generation (January-March)	24,562,110 kWh	27,472,309 kWh	54,540,490 kWh	22,340,485 kWh	16,006,191 kWh	54,771,007 kWh	20,740,173 kWh
Availability							
Capacity Utilization Rate	100%	80%	100%	32%	55%	92%	

*As Yamula HEPP dam is reservoir-type, it operates according to the given generation program.

Üretim Yeri	2015 I. Dönem Miktar (kWh)	2014 I. Dönem Miktar (kWh)
Mordoğan WPP	24,562,110	18,191,860
Ayen Ostim	22,340,485	38,571,120
Yamula HEPP	54,540,490	59,229,970
Akbük WPP	27,472,309	18,824,720
Aksu WPP	54,771,007	44,298,805
Büyükdüz HEPP	16,006,191	7,606,390
Korkmaz WPP	20,740,173	-

RATIOS CONCERNING THE FINANCIAL STRUCTURE

The basic ratios regarding the financial position, profitability and debt service calculated based on the financial information and statements prepared within the framework of the Communiqué no. II-14.1 issued by the CMB are as follows.

BASIC RATIOS / CONSOLIDATED	31.03.2015	31.12.2014
Current ratio	0.50	0.82
Total Debt to Equity Ratio	3.90	4.14
Net Debt to Equity Ratio	3.72	3.36
Gross Profit Margin (%)	0.25	0.25
Operating Profit Margin (%)	0.20	0.20

CORPORATE MANAGEMENT

Our Company's Ordinary General Assembly Meeting for the activity period of 2014 was held on March 31, 2015 in the Company's headquarters at the address of Hülya Sokak No:37 Gaziosmanpaşa Çankaya/ANKARA, in physical and electronic environments under the supervision of the ministry's representative.

The shareholders attended the meeting in physical and electronic environments.

According to the agenda, an election was held to determine the Independent Members of the Board. The elected Independent Members of the Board will hold office for 1 year.

According to the agenda, the proposal of the Board of Directors to not distribute the Profit was accepted unanimously.

The Agenda Items that needed to be voted were approved by the General Assembly.

The items that did not need to be voted were presented by the relevant attendants to the General Assembly.

The minutes of the meeting that contain the decisions taken in the meeting as well as the list of participants and other documents were published on the same day in the Public Disclosure Platform, the General Assembly system of the Central Securities Depository, and on the website of the Company.

RECENT DEVELOPMENTS AFTER THE FINANCIAL STATEMENTS

Among the HEPP projects constructed by Ayen AS Energji SHA, our subsidiary established in Albania, within the scope of "Albania Fan Basin HEPP Projects", with an installed power of 110 MW and an annual power generation capacity of 380,000,000 kWh under the Concession Contract for 41 years, the construction of Peshqeshit 3 hydroelectric power plan, which is river-type and has an installed power of 28 MW and an annual generation capacity of 118,400,000 kWh, has been completed and the plant was commissioned on May 4, 2015. Currently, the plant generated electricity power.