



**EGELİ & CO. YATIRIM HOLDİNG A.Ş.  
INTERIM REPORT FOR THE PERIOD ENDING ON 30  
SEPTEMBER 2012 BASED ON COMMUNIQUE SERIES: XI  
NO:29 OF THE CMB**



## MESSAGE FROM THE CHAIRMAN

### Dear Shareholders,

Egeli & Yatırım Holding A.Ş. has come a long way in materializing the investments that support its expansion strategy as we approach the last quarter of 2012. The most important step we have taken in this respect is the assignment of the shares pertaining to Akbank T.A.Ş. that represents 70,04% of the Ak B Type Investment Partnership shares. Following the share transfer, the title of company was changed from Ak B Tipi Yatırım Ortaklığı A.Ş. to Egeli & Co. B Tipi Menkul Kıymet Yatırım Ortaklığı A.Ş. through the Extraordinary General Assembly meeting that was held on 10 July 2012. In line with our shareholder oriented investment strategy, we have applied to the Capital Market Board for having Egeli & Co B Tipi Menkul Kıymet Yatırım Ortaklığı A.Ş. removed from security mutual fund and converting it into a venture capital trust.

In addition to that investment in 2012, Egeli & Co Portföy Yönetimi A.Ş., the venture fun portfolio manager of our company, has continued its detailed feasibility studies in various real sector areas in line with our investment strategy. The detailed particulars of such projects are presented to the attention of our dear shareholders in our annual report. We will continue to inform our dear shareholders in the upcoming period by concluding our new investments in line with our growth strategy.

In addition to the acquisition oriented investments efforts, we have also supported our growth strategy with the incorporation of a new company in 2012. EGC Elektrik Enerji Üretim San. ve Tic. A.Ş. ("**EGC Enerji**"), our investment in the energy sector, has applied for a license from EPDK on 2 March 2012 for a power plant for the integrated hybrid natural gas electricity generation with 135 MW solar power. Once EGC Enerji becomes operational, after having secured the necessary permits, we will have presented to Turkey an innovative energy production facility which will be used for the first time in Turkey with solar powered technology.

In the agriculture sector, Batı Tarımsal Yatırımlar A.Ş. -the subsidiary company of Egeli & Co Tarım Girişim Sermayesi Yatırım Ortaklığı ("**Egeli & Co. Tarım GSYO**") of which our company is the leading investor- has continued its agricultural land gathering activities in Denizli during the first half of 2012, and started cultivating wheat and barley and completed the permits that are necessary to be taken from official authorities for establishing a sheep and goat farm.

In addition to the investment in Batı Tarım, 90.05% of the shares of Doğa Tarım Hayvancılık Gıda Pazarlama Sanayi Ticaret Limited Şirketi –a company that engages in bovine stock farming- have been transferred by Egeli & Co Tarım GSYO A.Ş. on 27 June 2012. Moreover, in line with Egeli & Co. Tarım GSYO's objective for investing in organic milk production, necessary acquisition and participation procedures have been concluded on 16 October 2012 for becoming a partner with the İzmir based company Tolina Tarım Hayvancılık Gıda Sanayi ve Ticaret Limited Şirketi at the rate of 43.58%. The registration of share transfer and capital increase procedures has been concluded before Bayındır Trade Registry Office.

As we are preparing to welcome 2013, and in line with our mission for maximizing shareholder values, we will continue to maintain our resolve for assessing the opportunities in the best way we can and inform our dear shareholders of the projects we have concluded.

I would like to thank you on behalf of our board of directors for your contributions in the transformation and growth process of Egeli & Co. Yatırım Holding.

**Best regards,**

**Tan Egeli**  
Chairman

## **CORPORATE PROFILE**

Egeli & Co. Investment Holding A.Ş. is a publicly-held company dedicated to make real asset investments in the fields of agriculture, energy, real estate, infrastructure and finance.

Shares of the company are quoted on the Istanbul Stock Exchange (the "ISE") under the code EGCYH.

## **MISSION-VISION**

Our Mission is to maximize shareholder value through projects executed in the field of real asset investments.

Managed in line with Good Governance Principles, our vision is to become the leading company in Turkey in terms of real asset investments, conducted on a transparent and reliable investment platform.

## FINANCIAL HIGHLIGHTS

Financial highlights presented below are summarized from the Consolidated Financial Statements and Independent Audit Report for the Period of January 1 – September 30, 2012 (Series:XI, No: 29 - IFRS) .

<b>All the amounts are denominated in Turkish Lira (TRL).</b>		
	<b>September, 30 2012</b>	<b>September, 30 2011</b>
Operating Revenues .....	8,747,606	1,221,280
Operating Revenues .....	4,635,287	(793,962)
Financial Revenues.....	80,974	345,923
Financial Expenses.....	(942,695)	(203,945)
Profit/(Loss) Before Tax .....	3,773,566	(651,984)
Net Period Profit (Loss).....	2,946,097	(512,824)
Earnings /(Loss) per Share.....	0,0753	(0,0258)
	<b>September, 30 2012</b>	<b>December, 31 2011</b>
Total Assets .....	107,994,403	41,982,528
Current Assets.....	102,506,200	35,931,120
Fixed Assets.....	5,448,203	6,051,408
Short Term Liabilities.....	51,920,740	357,959
Long Term Liabilities.....	830,422	434,739
Shareholders' Equity .....	55,243,241	41,189,830
Paid-in Capital.....	40,000,000	40,000,000
Current Rate.....	1.97	100.38
Total Payables/Shareholders' Equity.....	0.95	0.02
Shareholders' Equity/Total Assets.....	0.51	0.98

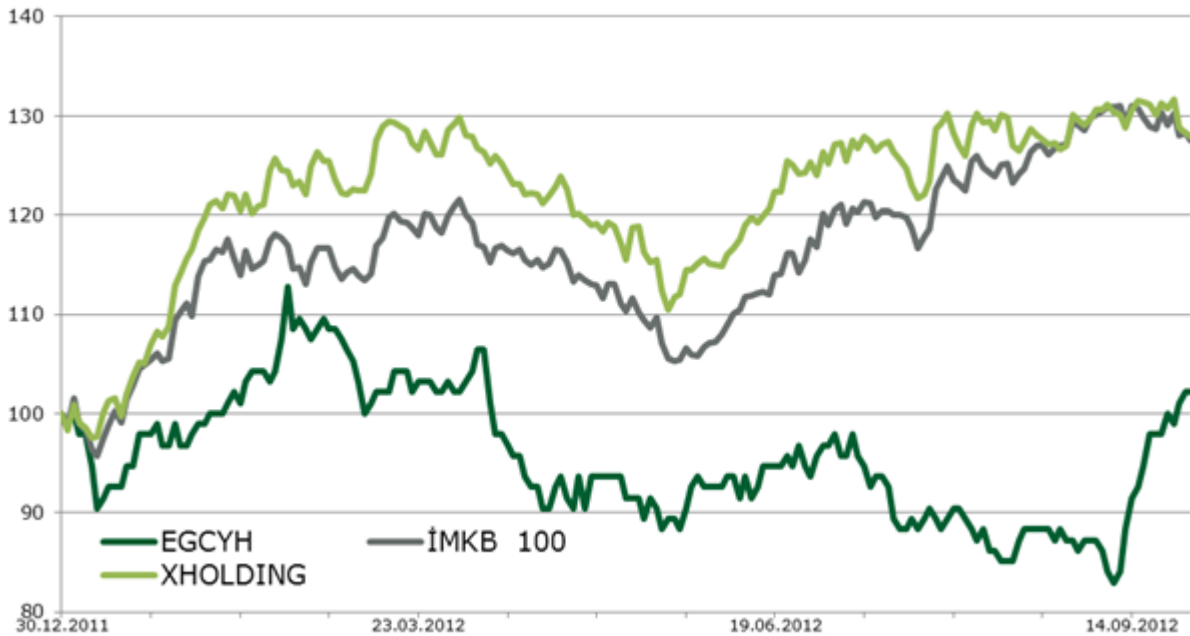
## INFORMATION ON SHARES

<b>Date of IPO</b>	June 25, 1998
<b>ISE Ticker Symbol</b>	EGCYH
<b>Market Cap. (September 30, 2012)</b>	TRL 38.4 million
<b>Highest Market Cap.</b>	TRL 42.4 million
<b>Lowest Market Cap.</b>	TRL 31.2 million

## January 1 – September 30 2012 Share Performance

	Lowest	Highest	Average	As of 30.09.2012
<b>Share Price (TRL)</b>	0.78	1.06	0.89	0.96

## Share Performance



## SHAREHOLDING STRUCTURE

As of June 30, 2012 the authorized capital of the Company is TRL 250 million (December 31, 2011: TRL 250 million) and the paid-up capital is TRL 40 million (December 31, 2011: TRL 40 million). The capital is divided into 4 billion shares each with a nominal value of 1 kuruş (December 31, 2011: 4 billion)

Shareholding structure of the Company as of September 30, 2012 is as follows:

Shareholder	Amount of Shares (TRL)	(%)
Egeli & Co. Financial Investments A.Ş. (Class A)	191,810	0.48
Egeli & Co. Financial Investments A.Ş. (Class B)	17,329,761	43.32
Tan EGELİ (Class B)	780,002	1.95
Egeli & Co. Special Situations Fund	500,000	1.25
Other/Public Offering (Class B)	21,198,427	53.00
<b>Total</b>	<b>40,000,000</b>	<b>100.00</b>

The Company has 7,976,071 Class A registered and privileged shares, each with a nominal value of 1 kuruş and all of these shares are owned by Egeli & Co. Financial Investments A.Ş. as of the reporting date. All board members are selected from among the candidates nominated by Class A shareholders. Two of these candidates shall be independent directors.



## BOARD OF DIRECTORS

Name	Profession	Education	Starting Date
Tan EGELİ	Chairman	Master's Degree	25.08.2006
Murat ÇİLİNGİR	Deputy Chairman	Bachelor's Degree	25.08.2006
Zeynep AYGÜL	Member	Bachelor's Degree	02.01.2012
Burak KOÇER	Member	Doctor of Philosophy	27.09.2010
Mehmet Ali GÜNEYSU	Independent Member	Master's Degree	23.03.2011
Murat N. Tansel SARAÇ	Independent Member	Bachelor's Degree	23.03.2011

## COMMITTEES

### AUDIT COMMITTEE

Audit committee terms of reference was revised on April 5, 2012 as per the Communiqué Serial:IV,No:56 issued by the Capital Market Board and Dr. Burak Koçer resigned from the membership of audit committee as per Article 4.5.3 of the relevant communiqué.

Name	Position
Mehmet Ali GÜNEYSU	Chairman (as of March 25, 2011)
M. Nadir Tansel SARAÇ	Member (as of April 5, 2012)
Dr. Burak KOÇER	Member (Between January 2-April 5,2012)

### CORPORATE GOVERNANCE COMMITTEE

Corporate Governance Committee was established upon the Board of Directors Resolution dated April 5, 2012 as per the Communiqué Serial:IV, No:56.

Name	Position
Mehmet Ali GÜNEYSU	Chairman ( as of April 5, 2012)
Dr. Burak KOÇER	Member ( as of April 5, 2012)

**REMUNERATION COMMITTEE**

Remuneration committee was established upon the Board of Directors Resolution dated April 5, 2012 as per Communiqué Serial IV No. 56.

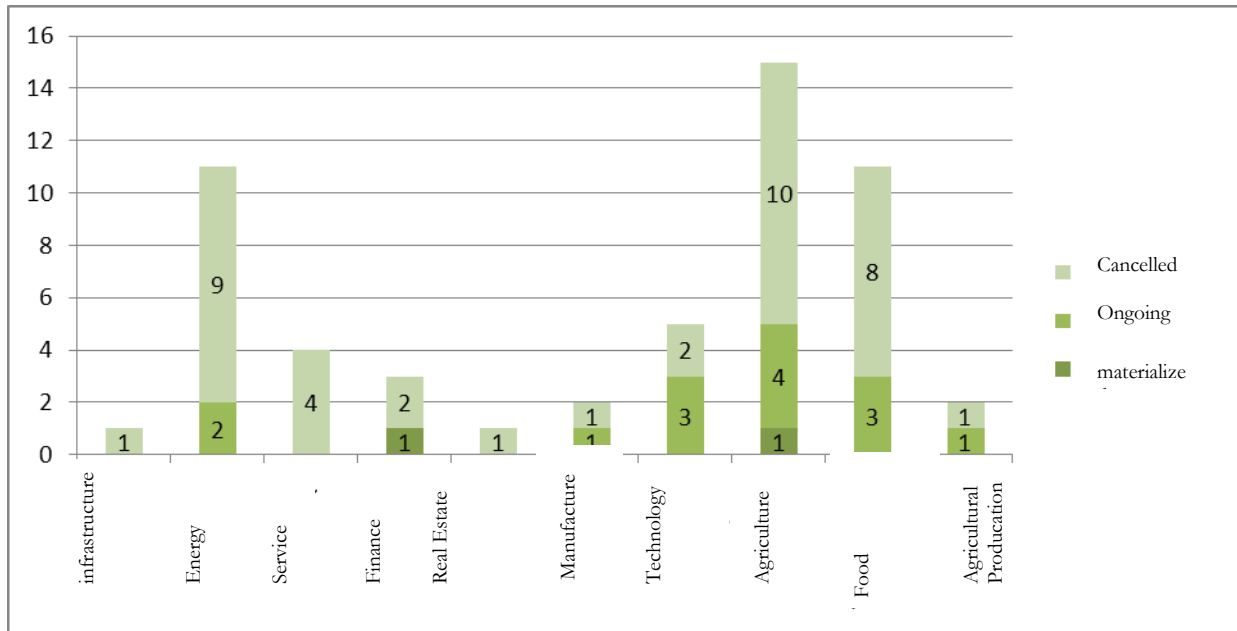
Name	Position
M. Nadir Tansel SARAÇ	Chairman (As of April 5, 2012)
Tan EGELİ	Member ( as of April 5, 2012)

## EVALUATION OF THE ACTIVITIES PERFORMED DURING THE INTERIM PERIOD BETWEEN 1 JANUARY AND 30 SEPTEMBER 2012

### Investment Projects

Out of the total of 55 investment projects that have been reviewed by EPYAŞ -the portfolio manager of our company- during the reporting period, 39 of them has been eliminated and 2 of them has been converted into investment. Feasibility studies of 14 projects are still in progress.

The sectoral distribution of the projects reviewed during reporting period is shown in the picture below.



### Transfer of AK B Type Investment Partnership Shares

Egeli & Co. Yatırım Holding A.Ş. and Akbank T.A.Ş. have signed a letter of intent on 15.02.2012 in the Ak B Type Investment Partnership regarding the complete transfer of the total of 12,686,676 A and B type shares owned by the bank that represent 70.04% of its capital to our Company. The studies conducted in this respect have been finalized and the Share Transfer Contract has been signed on 5 April 2012. The Share Transfer has been approved by Capital Markets Board (CMB) on 11 May 2012.

Transfer of the shares owned by Akbank T.A.Ş. in Ak B Type Yatırım to Egeli & Co. Yatırım Holding A.Ş. has been made on 3 July 2012 in exchange for the sum of TL 28,542,387.12 in line with the permit granted by CMB, and the sale value has been paid in cash and in advance.

In this respect we have been obliged to make a call pursuant to the CMB Notification Series: IV No: 44 The Principles Concerning the Collection of Partnership Shares Through Call, and thus we have made an application to the CMB on 11 July 2012 for making a call for purchasing 1 lot Ak B Type Yatırım Ortaklığı A.Ş. B Group share with the nominal value of TL 1 at the price of TL 2.2640. The name of the company has been changed to "Egeli & Co B Tipi Menkul Kıymet Yatırım Ortaklığı Anonim Şirketi" as of 12 July 2012.

### **EGC Energy License Application**

EGC Enerji carries on its construction works for an hybrid natural gas electricity generation plant in the Aegean Region where the 135MW solar energy bearing 1.015 GWh/year production capacity will be integrated. License application for the aforementioned plant has been made on 2 March 2012 before the Energy Market Regulatory Board.

### **Capital Increase of Karesi Jeotermal Enerji Üretim İnşaat San. ve Tic. A.Ş.**

It has been decided that Karesi Jeotermal Enerji Üretim İnşaat San. ve Tic. A.Ş.'s capital of TL 480,000 -the 50% of which our company is participated- be raised to TL 960,000 by an increase of TL 480,000, and that the portion of the increased capital that corresponds to our participation share be covered by our company.

### **Capital Increase of Batı Tarımsal Yatırımlar A.Ş.**

It has been decided that the capital of Batı Tarımsal Yatırımlar A.Ş. -to which our company participates at the rate of 9%- which amounts to TL 500,000 be raised to TL 2,000,000 by an increase of TL 1,500,000 and that the sum of TL 135,000 of the raised capital be paid by our company.

### **Capital Increase of EGC Elektrik Enerji Üretim Sanayi Ve Ticaret A.Ş.**

It has been decided that the capital of EGC Elektrik Enerji Üretim Sanayi Ve Ticaret A.Ş. -to which our company participates at the rate of 99.99%- which amounts to TL 200,000 be raised to TL 400,000 by an increase of TL 200,000 and that the sum of TL 200,000 of the raised capital be paid by our company.

### **General Assembly**

The minutes of the General Assembly and the list of attendees which were issued with respect to the ordinary general meeting held on 2 May 2012 have been published on [www.egcyh.com](http://www.egcyh.com). The matters resolved in the general assembly are briefly as follows:

#### **Members of the Board of Directors**

Tan Egeli, Murat Çilingir, Zeynep Aygöl, Burak Koçer and the independent members Mehmet Ali Güneysu and Murat Nadir Tansel Saraç have been appointed as the Board Members.

### **Amendments to the Articles of Association**

The articles 3, 7, 8, 11, 12, 15 and 18 of the Articles of Association of Egeli & Co. Investment Holding have been amended for the purpose of complying with the Communiqué number IV/56 of CMB and various CMB regulations. The former and revised forms of the articles of association have been published on the 2011 year end annual report.

### **Share Repurchase Program**

The Share Repurchase Program, which is described in detail below, has been approved by our shareholders at the general assembly meeting dated 2 May 2012:

1. Authorization Period Requested by the General Assembly: The board of directors of our company will be authorized to perform the procedures pursuant to the legislation for a period of 18 months starting from the date on which it was granted authorization by the general assembly. The board of directors is also authorized to terminate the repurchase program anytime it wishes upon evaluating the conditions.
2. Nominal Values and Numbers of the Shares to be Repurchased: Shares with the nominal value of TRL 4 million - Should there be increase or decrease in the amount of shares to be repurchased, the Board of Directors is authorized to purchases within such limits. In case of a legislation change or a capital increase, the procedures shall be conducted in accordance with the increased capital or changed legislation.
3. Maximum Equity Amount to be Utilized: It is the amount that is calculated according to the following formula based on the latest financial statements of the company made public: Equity-(Issued Capital + Equity Items not included to Profit Distribution)
4. Person/Position authorized for purchases: Ersoy Çoban/ General Manager
5. The Purpose and Reason for Repurchase: Through the authorization obtained from the General Assembly for share repurchases, it is aimed

to monitor price movements and repurchase our shares currently being traded on IMKB when deemed necessary. Thus it is aimed to reduce possible price fluctuations in our company shares.

6. Lower and Upper Price Limits Set for Repurchases: Lower limit for repurchasing transactions is set as 0 (zero) and the upper limit is set as TRL 2.
7. Maximum Period to hold the Repurchased Shares: Reserving any legislation changes, repurchased shares can be retained for a period no longer than 3 years.

### **The Board Resolution Regarding the 2011 Profit Distribution**

Due to the presence of loss in our consolidated financial statements pertaining to the fiscal period between 01.01.2011 and 31.12.2011 which was prepared according to the provisions of Communiqué Series XI No:29 of CMB, it was suggested to and agreed by the General Assembly that no profit be distributed.

### **2012 Profit Distribution Policy**

It was unanimously decided by the board members present at the meeting that the profit distribution policy of our company in 2012 and the following years be formed "by way of submitting to the approval of the general assembly the proposal for the distribution of the distributable net profit, should it be gained each year, in cash bonus and/or non-paid up share at such rates that will not negatively affect the capital structure and business plan of the partnership, upon taking into consideration the company's financial structure, profitability and general economic conjuncture within the scope of Turkish Commercial Code, Capital Markets Board and relevant legislation", and that such policy be reviewed annually by the board of directors in accordance with the national and international economic circumstances and the conditions of financial markets, and the profit distribution policy for 2012 has been approved by the shareholders at the ordinary general meeting held on 2 May 2012.

### **Signing of the Loan Contract and Lending the Loan**

In order to cover the cash requirements of our company in its investment activities, it has been unanimously decided by our board of directors on 26 June 2012 that a loan contract be signed by and between Türkiye Vakıflar Bankası T.A.O. and our Company for an amount up to TL 50 million, and that guarantee concerning such

loan be granted by our company Egeli & Co. Yatırım Holding A.Ş., and our controlling shareholder Egeli & Co. Finansal Yatırımlar A.Ş. and our indirect controlling shareholder Tan Egeli, and that the sum of TL 21,750,000 out of the said loan be lent to Egeli & Co. Finansal Yatırımlar A.Ş. through the same interest rate.

The sum of TL 25 million that is remaining from the utilized portion of the said loan contract by 30 June 2012 has been completed through being utilized at the amount of TL 15,243,750 on 2 July 2012; and at the amount of TL 8,855,849 on 3 July 2012; and at the amount of TL 900,401 on 4 July 2012.

## **Doğa Tarım Guarantee**

A guarantee has been given for the investment loan of TL 3,533,000 that was used by Doğa Tarım Hayvancılık Gıda Pazarlama Sanayi Ticaret Limited Şirketi –the subsidiary company of Egeli & Co Tarım Girişim Sermayesi Yatırım Ortaklığı A.Ş. in which our company is the leading investor- from Ziraat Bankası.

## **Batı Tarım**

It has been decided, on 27 September 2012, that 180,000 shares with the total nominal value of TL 180,000 that our company has in the company named Batı Tarımsal Yatırımlar A.Ş. be sold to Egeli & Co Tarım Girişim Sermayesi Yatırım Ortaklığı A.Ş. at the total sale price of TL 189,552.55.

## **Egeli & Co. B Tipi Menkul Kıymet Yatırım Ortaklığı A.Ş.**

It has been unanimously decided at the board meeting held on 12 September 2012 that our company be the leading investor of our subsidiary named Egeli & Co B Tipi Menkul Kıymet Yatırım Ortaklığı A.Ş. in case of conversion from investment trust to venture capital trust depending on the acquisition of necessary permits pursuant to the provision of paragraph 4/1(b)(7) of Notification on the Principals Regarding Venture Capital Trusts (Series VI, no 15).

## **POST PERIOD DEVELOPMENTS**

### **Call Process**

Our company has determined the final call price with respect to the shares pertaining to the shareholders of Ak B Tipi Yatırım Ortaklığı A.Ş. that are dealt in the stock exchange as 2.289076 following the approval of the application made to the Capital Market Board. The call process was performed during the dates between 30/10/2012 and 12/11/2012.

Our company owns 91.86% of Egeli & Co B Tipi Menkul Kıymet Yatırım Ortaklığı A.Ş.' shares as of the reporting date.