

ANNUAL REPORT '12

AKBANK

for you



We foster savings awareness for a better future

Today Turkey is one of the rising stars, not only in its region but also in Europe and even in the global economy. A stable outlook and a robust economy play a significant role in Turkey's ascent that makes all of us proud.

As a dynamic country full of energy, each goal that we accomplish takes us to new and greater goals. Now we embrace a brand new vision as a nation: carving out Turkey's place amongst the top ten economies of the world by 2023.

Realizing this important milestone and creating a better future for our children need not be difficult if we continue to make breakthroughs, bolster our country's resources to pursue greater ventures and feed these resources with the savings we accumulate as a nation.

As Akbank, we have been developing and implementing projects since our inception to further the rapid development of Turkey. We have been seamlessly carrying out initiatives to increase and sustain the welfare of our stakeholders and our society.

We are fully aware that savings are crucial to take Turkey to the next level of its development. As such, we accept it as a duty and priority to educate and promote the importance of savings to our people.

As part of this responsibility we assumed, we have undertaken diverse initiatives. We drew public attention to our country's low savings rate and its adverse impact on our economy. We launched a communication campaign entitled "Heroes of the Economy" to encourage further saving. We also carried out an educational program to foster and promote savings awareness among our children. As part of this project, hundreds of Akbank volunteers provided savings training to 3,500 elementary school students throughout Turkey. We will provide training to a further 7,500 children in Turkey during the 2012-2013 academic year. We also handed out 250,000 "lady bug" shaped piggy banks in an effort to encourage savings awareness in young minds. At the same time, we did not forget our loyal customers and investors as we rolled out many new investment and savings products.

"The great Turkey of 2023" is not far. In fact, it races towards us. It is already in our hearts and minds, firmly implanted within our ideals and work enthusiasm. It is in every venture that steers us towards the better. In order to bring our country even closer to this vision, we are resolutely continuing our efforts to boost national savings further along with Akbankers that accompany us as the volunteers of Turkey on this journey.

SECTION I

OVERVIEW

MESSAGE FROM THE CHAIRMAN 02 MESSAGE FROM THE CEO 04 AKBANK IN BRIEF AND MILESTONES
07 2012: A YEAR FULL OF ACCOMPLISHMENTS 09 AKBANK IN 2012 10 RESOLUTION OF ORDINARY
GENERAL MEETING 10 AGENDA OF THE ORDINARY GENERAL MEETING 12 REPORT ON COMPLIANCE
OF THE ANNUAL REPORT 13 ESTABLISHMENT INFORMATION, CAPITAL AND SHAREHOLDER
STRUCTURE 14 AMENDMENTS TO THE ARTICLES OF ASSOCIATION 15 AKBANK'S VISION, MISSION,
STRATEGIC GOALS AND STRONG FOUNDATIONS 18 OUR STRATEGY 20 REVIEW OF OPERATIONS IN
2012 21 RESEARCH AND DEVELOPMENT ACTIVITIES 21 CORPORATE BANKING 25 COMMERCIAL AND
SME BANKING 26 TRANSACTION BANKING 29 CONSUMER BANKING 30 BANCASSURANCE 36 DIRECT
BANKING 37 CREDIT CARDS 39 PRIVATE BANKING 41 INTERNATIONAL BANKING 42 TREASURY
MANAGEMENT 45 SUPPORT SERVICES 47 SUBSIDIARIES 51 AKBANK ART CENTER 53

SECTION II

MANAGEMENT AND CORPORATE GOVERNANCE PRACTICES

BOARD OF DIRECTORS 56 INTERNAL AND STATUTORY AUDITORS 57 INTERNATIONAL ADVISORY BOARD
58 EXECUTIVE MANAGEMENT 60 BOARD OF DIRECTORS COMMITTEES 65 SUMMARY REPORT OF THE
BOARD OF DIRECTORS 67 HUMAN RESOURCES, BENEFITS PROVIDED TO THE BOARD OF DIRECTORS
AND EXECUTIVES 68 OUTSOURCED SERVICES 71 RELATED PARTY TRANSACTIONS 72 DECLARATION OF
COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES 73

SECTION III

FINANCIAL INFORMATION AND RISK MANAGEMENT

SUMMARY RESULTS FOR 2012 84 ASSESSMENT OF FINANCIAL POSITION, PROFITABILITY AND DEBT
SERVICING CAPACITY 84 RISK MANAGEMENT 85 REPORT OF THE AUDIT COMMITTEE 88 FIVE-YEAR
SUMMARY FINANCIAL STATISTICS 90 DISCLOSURES RELATED TO EVENTS SUBSEQUENT TO THE
BALANCE SHEET 90 STATUTORY AUDITORS' REPORT 91 FINANCIAL STATEMENTS AND NOTES TO
FINANCIAL STATEMENTS FOR 2012 92 RESOLUTIONS OF THE GENERAL MEETING 288

MESSAGE FROM THE CHAIRMAN

Akbank's objective is to sustain healthy and profitable growth and to maintain a sustainable leadership position in every segment of the Turkish banking industry.



SUZAN SABANCI D N ER
CHAIRMAN OF THE BOARD
OF DIRECTORS



Even though the world's economy and financial markets entered 2012 deeply concerned due to the Eurozone debt crisis and global economic slowdown, uncertainties had receded and asset prices had risen by the end of the year.

Monetary easing continued throughout the year in the United States, Europe, Japan and China. The Federal Reserve's third round of quantitative easing and the European Central Bank's pledge to stand behind the euro, along with the ECB's announcement to implement a series of counteractive measures including bond purchases, stood out among these developments.

Macroeconomic indicators announced in the closing months of the year point to a more favorable outlook in the United States and China thanks to the measures implemented; in addition, it is reckoned that the worst of the Eurozone crisis is now behind us.

Despite the lackluster global economic environment, the Turkish economy is estimated to have expanded a relatively strong 3% in 2012. Given that the significantly higher growth rates the country achieved in the previous two years were accompanied by rising current account deficits, the current rate of expansion is at a more sustainable level. As a result, Turkey's current account deficit is projected to have retreated to 6% of national income as of year's end, down from 10% in 2011.

The current account deficit declined thanks to increasing diversification of export markets, rising competition and slowing imports; these served to dampen domestic demand while the policy measures aimed at rebalancing the country's economy were executed successfully.

Additionally, the relatively low level of Turkey's public debt compared to the countries facing problems with indebtedness; sustained fiscal discipline and economic stability; and the sound and strong structure of the banking industry continue to stand out as the primary strengths of the Turkish economy.

In response to these positive developments, the internationally renowned agency Fitch Ratings raised Turkey's sovereign credit rating to "investment grade" during the year. As a result of the country's favorable growth outlook and rating upgrade, the overseas borrowing costs of both the public and the private sectors are expected to decline; the improved profitability of companies is also projected to lead to higher levels of foreign direct investment for Turkey.

Turkey's banking industry continues to provide financing facilities to the economy and the real sector in support of the country's growth. The banking sector's non-performing loans (NPL) ratio, which reached a high of 5.4% during the 2009 crisis, has declined to 2.9%. The absence of foreign currency denominated household debt in Turkey reduces the fragility of credit against foreign exchange rate fluctuations. The

capital adequacy ratio of the banking sector stood at 17.4% in 2012, remaining significantly above the legal requirement and target level. Thanks to the low level of leverage and the high liquidity environment, the country's banking sector is more resilient against risks compared to those of other industrialized economies.

One of Turkey's largest and most well-established financial institutions, Akbank has significantly contributed to the development of both the country and the banking industry since its inception thanks to its robust capital structure, experienced and dynamic staff, nation-wide branch network, customer-oriented approach and innovative practices.

In 2012, we expanded our loan portfolio at a faster pace than the overall sector and increased our market share as a result of our investments and efforts during the year. We will continue our initiatives and investments in the coming period in order to further improve upon this successful performance and grow profitably.

Akbank's objective is to sustain healthy and profitable growth and to maintain a sustainable leadership position in every segment of the Turkish banking industry. To achieve this dual goal, we aim to keep growing our customer base and delivering an excellent banking experience to our valued customers. We have faith in the experience and skills of both our employees and executive management team; and we all wholeheartedly believe that we will reach this goal.

As one of Turkey's leading and forward-looking institutions, Akbank continues to take concrete steps toward achieving sustainable development while also focusing on strong financial performance. During this reporting period, Akbank was presented with an award in the Management category at the "Rewarding Innovation for Sustainability – European Business Awards for the Environment" organized by the European Commission. The Management Award is based on the criteria of continuously contributing to sustainable development with a strategic vision and management systems. We are very proud of this distinguished recognition.

Deeply committed to creating value for all stakeholders with its strong foundation, Akbank plans to continue supporting the growth of the Turkish economy and creating significant value for the country in the period ahead. Our greatest asset on this journey is the dedicated efforts of our staff, consisting of the best talent in the industry, the continuous support of our partners, and the strong synergy we have created with our stakeholders.

I would like to take this opportunity to thank all of our employees, partners and social stakeholders.

SUZAN SABANCI DİNÇER

CHAIRMAN OF THE BOARD OF DIRECTORS

MESSAGE FROM THE CEO

As Akbank, we continue to launch world class banking products and services that set global benchmark for best practices while achieving a sustainable and healthy growth in our assets.



A stylized, handwritten signature in black ink, which appears to read 'Bınbaşı'.

HAKAN BİNBAŞI
CEO

Turkey has recently prevailed by decoupling from many developed and emerging economies thanks to its stable outlook, sound economy and sustainable growth performance. As the regional and global economy's rising star, Turkey aims to rank among the top 10 global economies by 2023. Turkey's robust banking sector – with its increasingly successful performance – plays a key role in achieving the country's long-term growth objectives.

As Akbank, we continue to launch world class banking products and services that set global benchmark for best practices while achieving a sustainable and healthy growth in our assets. 2012 was a remarkably successful year for our bank. Akbank closed the year with strong market share gains by achieving an increasing performance in terms of growth and profitability. Our Bank reported an unconsolidated gross profit of TL 3,803 million as of year-end 2012, corresponding to net profit of TL 2,950 million, after provisioning TL 853 million for taxes. Akbank's end-of-year consolidated net profit stood at TL 3,005 million.

Our Bank's unconsolidated assets at year end totaled about TL 155.9 billion while total consolidated assets grew by 16.8% compared to the previous year to TL 163.5 billion. Akbank posted a consolidated average return on equity (ROE) of 15.1% and a return on assets (ROA) of 2.0% for 2012.

Expanding its corporate, SME and consumer loan portfolio over the sector average and gaining market share during the year, Akbank continued to provide support to the Turkish economy and the real sector at an increasing pace. Our Bank's total consolidated loans surged to TL 92.4 billion in 2012, up by 24.2%; meanwhile, our loans market share increased by 80 basis points and reached 10.9% during the same period. Akbank's loan portfolio is composed of 33% corporate, 30% SME and 37% consumer loans.

Akbank has a strong and extensive national distribution network. Akbank Direct and our Alternative Distribution Channels that constitute our distribution network comprise over 960 branches, more than 4,000 ATMs and around 300,000 POS terminals. We continue to provide seamless financing support via our delivery channels to our clients with our extensive domestic distribution network as well as with our transparent and practical lending processes. Akbank's consumer loans surged 34.3% and increased to TL 20.9 billion in 2012 while the Bank's consumer loans market share grew over 150 basis points in a year and reached 10.8%. Akbank's credit card loans rose by 35% to TL 12.9 billion while its market share increased 90 basis points to reach 18.3%, making Akbank the leader in credit card receivables. Our general purpose loans and housing loans surged by 40.5% and 30.6%, respectively in the same period.

Countries prevail in global markets to the extent that they have strong global brands. SMEs and corporates are one of the most important sources of innovation and entrepreneurship. They contribute significantly to economic growth and employment creation. In 2012, as a team, we continued to spend even more time on the field with SMEs

and representatives of the business world in various provinces across Turkey. We are further extending our support to customers by establishing new strategic partnerships with Chambers of Industry and Commerce and other organizations. We continue to support our SMEs in expanding their R&D activities, operations, customer portfolio and investments with our advantageous products, services and solutions. The support we provide through SME and corporate loans to those companies that play a critical role in job creation and sustainable economic growth increased by 18.9% to TL 58.5 billion in 2012.

The brands and innovations developed by entrepreneurs propel countries ahead in global competition. We also support entrepreneurship in the same way. We offer a credit pool of TL 50 million for the 30 bright ideas of Endeavor entrepreneurs. New ideas and innovation require even stronger support to help Turkey achieve further progress. As Akbank, we fulfill our responsibility in this key area and will increase our support further.

Akbank's objective is to attain "Sustainable Leadership." So, we don't solely aim to be the leader of today but also want to sustain our success well into the future. This can only be accomplished by achieving a healthy and profitable growth. We have always been a very advanced bank in terms of risk management. We have always maintained the best asset quality in the sector. Akbank maintains this feature today as well. Thanks to our highly effective risk management policies, Akbank's non-performing loan (NPL) ratio stood at 1.2% in 2012, well below the sector average.

We declared 2012 as the "year of savings". At the beginning of the year, we drew public attention to Turkey's low savings rate and its adverse impact on the current account deficit. We launched a communications campaign, "Heroes of the Economy" to encourage the Turkish people to save more. We also organized an educational program to instill and foster savings awareness among our children. As part of this effort, Akbank volunteers educated 3,500 elementary school students throughout Turkey on this topic. We introduced many new products and investment instruments to help our clients increase savings. Our initiatives to encourage investors and customers to increase their savings further reinforced Akbank's deposit structure. In 2012, our Bank's consolidated deposits totaled TL 90.7 billion, up by 12.3% year on year, with a deposit market share of 10.5%.

Akbank loans secured through international borrowings topped US\$ 10 billion as of year-end 2012. We continued to provide funding support to our economy and real sector to help them grow further via loans secured from international borrowings. Akbank currently has a market share of 19% in Eurobond issues and 17% in syndicated loans. These significant market shares also indicate the power of the Akbank brand in international capital markets. In addition, we continue to pioneer the Turkish banking sector in providing new funding resources for our economy with diverse and innovative transactions such as our local bank bond issuances.

Our key areas of transformation will be Human Resources, Technology, Operational Efficiency, Risk Management and Akbank Direct. We will further advance in these areas.

We will continue securing more resources available to our economy by using diversified and innovative borrowing instruments and offering alternative investment opportunities to investors.

Akbank has worked to establish commercial ties between Turkey and various other countries. In particular, we have developed significant relationships with China and Japan. We signed an agreement with Bank of China and set up the first "China Desk" in the Turkish banking sector. 2 Chinese colleagues began to work in our headquarters as Akbank employees. They provide banking solutions to Chinese firms and investors that plan to invest or expand their business in Turkey in their own language. We also signed cooperation agreement with Japan Bank for International Cooperation (JBIC) and secured a 10-year, US\$ 500 million financing. We will use this fund to provide loans for infrastructure investments such as construction of powerhouse and pipelines that will accelerate Turkey's growth. In addition, we signed a cooperation agreement with Mizuho Corporate Bank of Japan that covers a wide range of commercial and investment banking business. We continue to support bilateral trade and commerce between Turkey and other countries, providing banking solutions to Turkish firms that operate abroad with innovative business models. Our strategy will continue in the upcoming periods as well.

Our capital adequacy ratio - calculated in accordance with Basel II standards - stood at a high 17.9% at year end. Our solid capital adequacy level, low leverage ratio, high liquidity and effective risk management policies all strengthen our asset quality even further and support our sustainable profitability.

Our country has a young population. Internet and social media use as well as mobility are high. Through the launch of Akbank Direct, we carried our initiatives in digital banking, which we pioneered in Turkey, a step forward. This new project allows non-customers to become Akbank customer without ever visiting our branches and enables clients to access our banking services through web-based and mobile applications.

Our customers' use of Akbank Direct has increased significantly. The use of mobile banking in particular, an area where Akbank excels, is growing very rapidly. Money transfers on the mobile platform increased eight-fold during the last year. As of today, one-third of our clients complete their transactions without visiting our physical branches, with the simplicity of using our Alternative Delivery Channels.

Akbank's ATM network topped 4,000, representing one of the largest ATM networks in Turkey. Our POS terminals exceeded 300,000 in 2012. On the average, we invest around US\$ 100 million per annum in technology. We continued our investments in 2012 and will continue our technology investments in the coming period.

We believe that Turkey's stable economic outlook will persist. Consequently, Akbank will continue its investments and growth in the years ahead. We will attain a healthy growth while enhancing our service quality and transparency further. Each and every customer segment is of utmost importance to us. We provide innovative financial solutions to all clients in the Corporate, Commercial, SME, Consumer and Private Banking segments. Furthermore, we create additional value for our customers through leveraging synergy with our subsidiaries. We also continue our committed efforts in the social responsibility area. Our investment toward attaining "Sustainable Leadership" will continue. We plan to sustain our focus and efforts on five key areas: Human Resources, Technology, Operational Efficiency, Risk Management and Akbank Direct will be our major transformation areas. We will further advance in these areas.

We significantly outperform our sector with more than 16,000 Akbankers who convened around "Sustainable Leadership." We are the customers' bank of choice thanks to the energy of expert Akbankers that launch pioneering banking products and services. We firmly believe that our employees will achieve further accomplishments and create competitive difference. I would like to thank first our high-performing employees - the most important quotient of Akbank brand - along with all our valued clients with their continued trust in our Bank, our shareholders, and all of our other stakeholders.

HAKAN BİNBAŞGİL
CEO

With an assessed brand value of US\$ 2.1 billion, Akbank once again was named the “Most Valuable Banking Brand in Turkey,” by Brand Finance in the 2013 report of “Brand Finance Banking 500.”

Akbank was founded as a privately-owned commercial bank in Adana on January 30, 1948. Established originally with the core objective to provide funding to local cotton growers, the Bank opened its first branch in the Sirkeci district of Istanbul on July 14, 1950. In 1954, after relocating its Head Office to Istanbul, the Bank rapidly expanded its branch network and had automated all banking operations by 1963.

Floated to the public in 1990, Akbank shares began trading on international markets and as an American Depository Receipt (ADR) after its secondary public offering in 1998.

Akbank's core banking activities consist of consumer, commercial and SME, corporate and private banking services as well as foreign exchange, foreign trade financing and treasury transactions. The Bank's subsidiaries provide non-banking financial services alongside capital markets and investment services. Equipped with state-of-the-art IT systems and a staff of experienced professionals, Akbank provides top quality services to an extensive portfolio of consumer and corporate banking customers.

With a strong and extensive domestic distribution network of 961 branches and 16,315 employees, Akbank operates from its Head Office in Istanbul and 23 regional directorates across Turkey. In addition to offering services through branches, the Bank's traditional delivery channel, Akbank also serves customers through its Consumer and Corporate Internet Branches, the Telephone Banking Center, 4,026 ATMs and more than 300,000 POS terminals as well as other high-tech channels.

The Akbank Banking Center, which is the highest transaction capacity operations center in Turkey, commenced service in 2010. Equipped with state-of-the-art technology, this complex is positively contributing to Akbank's productivity.

Akbank conducts overseas operations through its subsidiaries in Germany (Akbank AG) and Dubai (Akbank Dubai Limited) as well as a branch in Malta.

Akbank renders non-banking financial services through AKSecurities, AKAssetManagement and AKLease, all of which are the Bank's subsidiaries.

Harvard University Kennedy School of Government (Harvard KSG) has turned Akbank's transformation story and growth strategy in the aftermath of the 2001 crisis into a case study. The Bank adopted the “New Horizons Restructuring Program” in response to the Turkish economic crisis of 2001, when the country's economy and banking industry were struggling to deal with the impact of the crisis. The management, change and growth strategy which the Bank implemented not only positioned Akbank to grow during the crisis years but also turned the Bank's Program into a lecture topic and a reference success story on how to manage and achieve growth during a sharp economic downturn.

Beyond monitoring and adopting global banking trends, Akbank's ability to develop new customized products and channels has turned the Bank's idea of being “Turkey's innovative power” into reality through concrete examples. In addition to introducing many trailblazing practices in Turkey including the “Big Red House” mortgage loan-only branches, Akbank also broke new ground globally with the Loan Machine and Mobile Loan innovations which allow customers to obtain loans without having to visit a bank branch.

Striving to diversify its product and service portfolio, expand its distribution channels and broaden its customer base, Akbank advanced its initiatives in digital banking, which the Bank pioneered in Turkey, one step further with Akbank Direct.

Striving to diversify its product and service portfolio, expand its distribution channels and broaden its customer base, Akbank advanced its initiatives in digital banking, which the Bank pioneered in Turkey, one step further with Akbank Direct.

With its robust capital base, reliable deposit structure, ability to raise foreign financing on favorable terms and solid asset quality, Akbank maintains its leading position in the Turkish banking sector. As of the end of 2012, Akbank reported consolidated net profit of TL 3,005 million (approximately US\$ 1,690 million) and total consolidated assets of approximately TL 163.5 billion (approx. US\$ 92 billion). The Bank's consolidated capital adequacy ratio of 17.9% calculated in accordance with Basel II standards is among the highest in the sector.

Total loans of Akbank, which continues to conduct its operations to create value for the Turkish economy, jumped by 24.2% to reach TL 92.4 billion. Akbank's non-performing loan ratio of 1.2%, attained thanks to the Bank's effective risk management policies, is significantly below the sector average of 2.8%.

With an assessed brand value of US\$ 2.1 billion, Akbank once again was named the "Most Valuable Banking Brand in Turkey," by Brand Finance in the 2013 report of "Brand Finance Banking 500." According to the report, Akbank raised its brand value by more than US\$ 500 million compared to the previous year and improved its global ranking by 10 notches.

As one of the most committed supporters of contemporary art in Turkey and with the aim of being present in all branches of art, Akbank's arts and culture initiatives span a wide range of fields. In addition to providing banking services, Akbank's expansive vision includes investments ranging from arts events geared toward social progress such as jazz, theatre and contemporary arts to environmental protection practices such as the Carbon Disclosure Project.

The first Turkish bank to be a signatory to the United Nations Global Compact in 2007, Akbank shares its sustainability performance with its stakeholders via the Akbank Sustainability Report that it has been publishing in accordance with the Global Reporting Initiative (GRI) standards every year since 2009.

As a consequence of its effective risk management policies and its successful performance, Akbank was assigned the highest financial strength rating and baseline credit assessment that can be assigned within the Turkish banking sector by Moody's as well as the highest financial viability rating in the sector by Fitch Ratings.

41.1% of Akbank's shares are listed on the Istanbul Stock Exchange. The Bank's Level 1 ADRs are traded on the OTC in the United States. Akbank's market capitalization stood at US\$ 19.8 billion as of December 31, 2012.

A YEAR FULL OF ACCOMPLISHMENTS-2012

BRAND FINANCE

Brand Finance "World's Top 500 Most Valuable Banking Brands - 2013" Ranking - With a Brand Value of US\$ 2.1 Billion, Akbank is the "Most Valuable Banking Brand in Turkey" for the Second Consecutive Year
Akbank Ranks 86th Among the World's Top 500 Banking Brands

GLOBAL FINANCE

Best Bank in Turkey

EMEA FINANCE

Best Bank in Turkey

GLOBAL BANKING & FINANCE REVIEW

Best Bank in Turkey

THE BANKER

The Best Private Banking in Turkey

EUROMONEY

Best Private Banking Services Overall in Turkey

RETAIL BANKER INTERNATIONAL AWARDS

Best Use of CRM in Marketing

GLOBAL FINANCE

Best Information Security Initiatives in Europe

EBRD (EUROPEAN BANK FOR RECONSTRUCTION AND DEVELOPMENT)

Excellence in Sustainable Energy Financing Award

STEVIE INTERNATIONAL BUSINESS AWARDS

3 Gold, 1 Silver and 6 Bronze Awards

Akbank Ranks Among Top 10 Global Companies

LACP (LEAGUE OF AMERICAN COMMUNICATIONS PROFESSIONALS) VISION AWARDS

Akbank's 2011 Annual and Sustainability Reports are Recognised the Best Reports in the World

MERCOMM INTERNATIONAL ARC AWARDS

3 Gold, 1 Silver and 2 Bronze Awards

Akbank's 2011 Annual Report is Named the Best Annual Report in the World

TURKISH PUBLIC RELATIONS ASSOCIATION (TÜHİD) – 11TH GOLDEN COMPASS AWARDS

Best Sponsorship Communication in Culture & Arts

5TH PERYÖN PEOPLE MANAGEMENT AWARDS

Best Company in Employee Training and Development

IMI TRAINING MANAGEMENT AND ORGANIZATION-2012 TURKEY CALL CENTER AWARDS

Best Call Center Agent

AKBANK IN 2012

JANUARY

Akbank Wins Excellence Award at the Financial World Innovation Awards with "SME Loan for Small Businesses"

Akbank was honored with an award in the "Excellence in SME Customer Service" category at the "Financial World Innovation Awards" for its "SME Loan for Small Businesses." Akbank, ranking among the finalists in eight categories, was among the institutions with the highest number of nominations.

Akbank Issues Longest-Maturity TL Denominated Private Sector Corporate Bond in Turkey

Akbank offered two new borrowing instruments for investors and customers - a three year, monthly coupon paying corporate bond of TL 390 million and a TL 260 million bond with a maturity of six months. The TL 390 million bond issue marked the longest maturity Turkish Lira denominated private sector corporate bond as of the transaction date in Turkish capital markets.

Hakan Binbaşgil Appointed as the Chief Executive Officer of Akbank

Pursuant to the resolution of the Akbank Board of Directors, Hakan Binbaşgil was appointed as the Chief Executive Officer of Akbank to fill the vacancy following the retirement of former Chief Executive Officer Ziya Akkurt.

FEBRUARY

Akbank was Voted "Overall Best Private Bank of Turkey" for the Fifth Time

Euromoney voted Akbank Private Banking the "Overall Best Private Bank of Turkey" for the third consecutive time in its annual private banking survey. Akbank Private Banking won this award for the fifth time overall during the seven years it was included in the survey.

MARCH

Ads in Akbank Branches Change Instantaneously According to Customer Profile

Akbank launched another innovative practice in the customer relationship management (CRM). For the first time in Turkey digital ads displayed on the corporate TVs in bank branches can change automatically according to the needs and tendencies of the clients visiting the branches.

Akbank Secures the First Syndicated Loan in the Turkish Banking Industry in 2012

Akbank secured a US\$ 1.2 billion syndicated loan facility in a deal participated by the world's leading banks. Total cost of the loan, structured in two tranches of € 795 million and US\$ 146 million with a one-year maturity, was EURIBOR+1.45% and LIBOR+1.45%, respectively.

APRIL

Istanbul Film Festival

Akbank sponsored the Istanbul Film Festival, organized by Istanbul Foundation for Culture and Arts (IKSV), for the eighth year in 2012.

MAY

Akbank Receives EMEA Finance's the "Best Bank in Turkey" Award for the Fourth Consecutive Year

EMEA Finance named Akbank as the "Best Bank in Turkey" for the fourth consecutive year in its survey of the CEE and CIS regions' best banks and financial institutions awards.

Akbank Hosts IIF's "Building Istanbul as a Key Financial Center" Conference in Istanbul

The "Building Istanbul as a Key Financial Center" conference, organized by the Institute of International Finance (IIF) and hosted by Akbank at the Sabancı Center, brought together the world's distinguished banking and finance authorities.

Entrepreneurs and Business Leaders Convene at the İyiGirişim (Good Venture) Summit

The second İyiGirişim (Good Venture) Summit, organized by Endeavor and the Turkish Industry and Business Association (TUSIAD) at the Sabancı Center with Akbank's main sponsorship, gathered the world's leading entrepreneurs, investors and corporate executives in Istanbul.

JUNE

Akbank was Recognised as the World's Best Bank in CRM

In its 27th banking industry awards survey, Retail Banker International recognised Akbank as the "World's Best Bank" in the "Best Use of CRM in Marketing" category.

Akbank Merged Its Internet and Mobile Banking Channels under "Akbank Direct" Brand

Akbank unveiled the "Akbank Direct" service, which allows non-customers to be an Akbank customer without ever visiting the bank's branch and enables clients to benefit from the Bank's services using internet and mobile applications.

Akbank Customer Representatives Serve Clients 7/24 on Twitter!

Akbank began offering customer services via a dedicated Twitter account. Akbank customers can now obtain information about Akbank products and services and submit their applications and suggestions through the @AkbankDestek account.

Akbank N.V. Merges into Akbank AG

Based on restructuring of the bank's European operations, Akbank N.V. - Netherlands based, wholly-owned subsidiary of Akbank - ceased its operations. The merger of Akbank N.V. into Akbank AG (Germany based, %100 subsidiary of the bank) was completed as of June 15, 2012.

JULY

Global Banking and Finance Review Votes Akbank "Best Bank in Turkey" for the Second Consecutive Year

Akbank was voted the "Best Bank in Turkey" for the second consecutive year by Global Banking and Finance Review in its "Banking Awards" survey for 2012.

Three New Members Join Akbank's International Advisory Board

The Akbank International Advisory Board, comprised of the world's leading experts in economics, broadened its global reach with the participation of Joseph Ackermann, the Chairman of the Board of Directors of Zurich Insurance Group; Gao Jian, Vice Governor of China Development Bank; and Michael Klein, Managing Partner of M. Klein and Company.

A New Service in Transparent Banking from Akbank: "Where's My Application?"

Akbank launched an application that enables its customers to track the progress of their product and service application in real time on www.akbank.com and Akbank Direct Internet. Providing instantaneous tracking the status of loan and credit card applications at every stage of the process, "Where's My Application?" service also allows online shipment tracking in credit card applications.

AUGUST

Akbank was Selected "Best Bank in Information Security Initiatives in Europe"

Global Finance honored Akbank with the "Best Information Security Initiatives in Europe" award in its "World's Best Internet Banks" survey.

Akbank Annual and Sustainability Reports Top LACP Vision Awards as the World's Best Reports Once Again!

LACP voted Akbank 2011 Annual and Sustainability Reports as the world's best reports in its "2011 Vision Awards Competition". Akbank also registered a significant accomplishment by ranking in the "Top Global100 Annual and Sustainability Reports" list with all of the bank's print, online Annual Reports and Sustainability Reports that it submitted to the competition.

A New Record in Syndications by Akbank

Akbank secured a US\$ 1.5 billion syndicated loan facility in a deal participated by the leading global banks. Total cost of the loan, structured in two tranches of € 857 million and US\$ 450 million with a one year maturity, was EURIBOR+1.35% and LIBOR+1.35%, respectively. Akbank's transaction marked the biggest syndication loan ever in the Turkish banking industry.

SEPTEMBER

Akbank Signs Cooperation Agreement with Mizuho Corporate Bank of Japan

Akbank signed a cooperation agreement with Mizuho Corporate Bank, one of the biggest banks in Japan, for trade finance, joint projects, financing mergers and acquisitions between the two countries as well as providing commercial and investment banking services.

Akbank Hosts Chatham House in Istanbul for the Third Time

The third meeting of the Chatham House Turkey Project was held at the Sakıp Sabancı Museum the Seed, hosted by Akbank. The meetings addressed potential opportunities and challenges presented by the recent developments in Turkey's neighbours in Europe and the Middle East. Foreign Minister of Turkey Ahmet Davutoğlu and Governor of the Central Bank of Turkey Erdem Başçı delivered keynote speeches at the meetings.

Akbank Launches "China Desk" in Cooperation with Bank of China

Established for the first time by a Turkish bank, Akbank's "China Desk" provides banking services to companies that invest or plan to invest in Turkey and China in trade finance, structured finance, treasury products, Yuan-denominated transactions and letters of guarantee.

Hamid Biglari was Appointed as Akbank's Board Member

Hamid Biglari, the Vice Chairman of Citicorp -the strategic operating arm of Citigroup, was appointed as a Member of Akbank's Board of Directors to fill the vacancy following the resignation of Akbank Board Member, William J. Mills.

OCTOBER

Global Finance Names Akbank the "Best Bank in Turkey" Once Again

In its "Best Banks of the World-2012" survey-announced during the annual IMF meetings held in Tokyo, Global Finance picked Akbank as the "Best Bank in Turkey" once again.

Akbank Signs Cooperation Agreement with Japan Bank for International Cooperation (JBIC)

Pursuant to the agreement signed between Akbank and JBIC, the two banks will cooperate to support the financing of Japanese exports to Turkey and its neighboring countries.

Lowest Cost Fixed-Interest Eurobond Issue by Akbank

Akbank issued a total of US\$ 1 billion worth of Eurobonds in two equal tranches with five-year and 10-year maturity. This deal represents the largest order book attained by a Eurobond placement of a Turkish bank to date. The issuance also marks the lowest cost fixed-interest Eurobond issued by a Turkish bank at five and ten year maturities. With this deal, Akbank became the first institution in Turkey, next to the Turkish Treasury, to finalize an issuance within one day without arranging a road show or even holding meetings with investors.

Akbank Becomes the "First Bank" in Turkey to Offer "Risk Report" Service

Akbank became the "first bank" in Turkey to offer the "Risk Report" service that the Credit Bureau of Turkey (KKB) made available to the public.

NOVEMBER

Akbank is the Only Turkish Bank to Rank among the "Top 10 Global Companies" at the Stevie Awards

Akbank won three gold, one silver and six bronze awards and ranked among the "Top 10 Global Companies" at the 10th Stevie Awards.

The Banker honors Akbank with the "Best Private Banking Services in Turkey" award

Akbank Private Banking was honored with the "Best Private Banking Services Award in Turkey" by the Banker at its "Global Private Banking Awards 2012".

Akbank Becomes the First Turkish Company Listed in the CDP Global 500 Report for Three Consecutive Years

Akbank-one of the pioneering companies in Turkey to report its greenhouse gas emissions in compliance with the international standards - was once again listed in the CDP 2012 Global 500 Report.

Akbank became the first and only Turkish company listed in this prestigious report for three consecutive years and continued to rank among the world leaders in the carbon disclosure rankings.

Akbank Raises Its Total Borrowing from the European Investment Bank to US\$ 1.4 billion

Akbank secured a new US\$ 200 million facility from the European Investment Bank (EIB) to be used in financing SMEs. With this new facility, Akbank raised its total SME finance from the EIB in eight different deals since 2007 to US\$ 1.4 billion.

Akbank Signs a US\$ 500 Million Credit Agreement with Japan Bank for International Cooperation (JBIC)

Akbank secured a 10-year, US\$ 500 million export credit line from Japan Bank for International Cooperation (JBIC) .

Akbank is Among the First International Companies to Sign the "Carbon Price Communiqué"

Akbank became one of the first companies in the world to be a signatory to the "Carbon Price Communiqué", drafted by the Prince of Wales's Corporate Leaders Group on Climate Change that support the goal for a cleaner world and calls for the need to develop a clear carbon emission pricing policy.

DECEMBER

EBRD Honors Akbank with "Excellence in Sustainable Energy Financing" Award

Akbank was honored with "Excellence in Sustainable Energy Financing" award for being the first bank to lend its entire credit line from the Turkey Sustainable Energy Financing Facility (TurSEFF) to its customers.

Akbank Wins Nine Awards at the Creativity International Awards

Akbank registered a significant accomplishment by winning three gold, one silver and five honorable mention awards at the "Creativity International Awards" which recognizes the best products, services and communication projects in the world .

Akbank was Named "Turkey's Best FX Bank" for the Ninth Time

Global Finance named Akbank "Turkey's Best FX Bank" for the ninth consecutive time in its "Best Foreign Exchange Providers" survey, conducted in 97 countries.

AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING

During its March 04, 2013 meeting the Board of Directors of Akbank have decided on the following: The Ordinary General Meeting of Akbank TAS is scheduled to be held at Sabanci Center, 4. Levent, Istanbul on Thursday March 28, 2013 at 13:30, for the purpose of discussing the subjects mentioned in the below agenda.

Agenda of the Ordinary General Meeting

- 1) Appointment of the Presidential Board and its authorization to sign the minutes of the General Meeting,
- 2) Communication of the reports of the Board of Directors, Statutory Auditors and Independent Auditor,
- 3) Ratification of the Balance Sheet and Profit & Loss Statement for 2012 and the discharge of liability of the Board of Directors and Auditors from the operations and accounts of 2012,
- 4) Decision on the appropriation of 2012 net profit,
- 5) Approval of members elected to the Board of Directors for the remaining period,
- 6) Appointment of the Board Members whose terms have expired and determination of their compensation,
- 7) Appointment of the Independent Auditors,
- 8) Authorization of the Board of Directors for the issuance and issuance procedures of any types of Bonds, Bank Bonds, Commercial Paper, Asset Backed Securities or other borrowing instruments domestically and abroad up to the highest limit accepted by the Turkish Commercial Code, Banking Code, the Capital Markets Code and other related regulations,
- 9) Following the legal permissions revision of the 4, 14 15, 17, 20, 21, 22, 23, 28, 31, 32, 33, 34, 38, 39, 49, 59, 63, 64, 66, 67, 69, 72, 75, 76, 82, 93, 94, 100, 101st section of articles of association of the Bank and removal of the 13, 26, 40, 41, 42, 43, 44, 45, 46, 47 and temporary article 1 and finally addition of article 40 with the title of "Corporate Governance Principles Compliance",
- 10) Approval of the Internal Directive of the General Meeting with respect to the procedures and principles of the General Assembly,
- 11) Empowerment of the Board of Directors in connection with matters falling within the scope of articles 395 and 396 of the Turkish Commercial Code,
- 12) Determining the limits of donations,
- 13) Information to shareholders regarding the donations in 2012, related parties transactions, compensation of Board Members and senior executives.

REPORT ON COMPLIANCE OF THE ANNUAL REPORT



**Güney Bağımsız Denetim ve
SMMM AŞ**

Büyükdere Cad. Beytem Plaza
No:22 K:9-10, 34381 - Şişli
İstanbul - Turkey

Tel: +90 212 315 30 00

Fax: +90 212 230 82 91

www.ey.com

To the General Assembly of Shareholders of Akbank T.A.Ş.:

We have audited the compliance and accuracy of the financial information included in the Annual Report of Akbank T.A.Ş. and its consolidated subsidiaries as of December 31, 2012 with the audited financial statements drawn up as of the end of the accounting period. The Annual Report is the responsibility of the Bank's management. Our responsibility, as independent auditors, is to express an opinion about the annual report that we have audited.

We have conducted our audit in accordance with the procedures and principles set out by the regulations on preparation and issuance of annual reports in the Banking Law No. 5411 and regulations on independent auditing principles. Those regulations require that we plan and conduct the audit to obtain reasonable assurance whether the financial information included in the annual report is free from material errors. We believe that our audit provides a reasonable and sufficient basis for our opinion.

In our opinion, the financial information presented in the accompanying Annual Report accurately reflects, in all material aspects, the information regarding the financial position of Akbank T.A.Ş. as of December 31, 2012 in accordance with the procedures and principles set out by the regulations in conformity with Article 40 of the Banking Law No. 5411; it includes a summary report of the Board of Directors and the independent auditor's report originally issued by us in Turkish; and it is consistent with the information contained in the independently audited financial statements and notes to these financial statements originally issued in Turkish.

Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi
A member firm of Ernst&Young Global Limited

FATMA EBRU YÜCEL

SMMM Partner, Chief Auditor

February 25, 2013

Istanbul, Turkey

ESTABLISHMENT INFORMATION, CAPITAL AND SHAREHOLDER STRUCTURE

ESTABLISHMENT INFORMATION

Akbank was established as a privately-owned commercial bank pursuant to the authorization issued by resolution no. 3/6710 of the Council of Minister of Turkey dated December 12, 1947 to conduct the full array of banking operations and to carry out all types of economic, financial and commercial ventures and activities not prohibited by the Laws of the Republic of Turkey and commenced activity on January 30, 1948 in Adana. The Bank's status has not changed since the day it was founded. Akbank's Commercial Registry Number is 90418.

Website: www.akbank.com

Address: Akbank Sabancı Center 4. Levent 34330 İstanbul Turkey

Telephone: +90 212 385 55 55

Branch and ATM locations: can be reached at <http://www.akbank.com/akbank-sube-atm.aspx>.

CAPITAL STRUCTURE

Akbank's issued capital is TL 4,000,000,000.

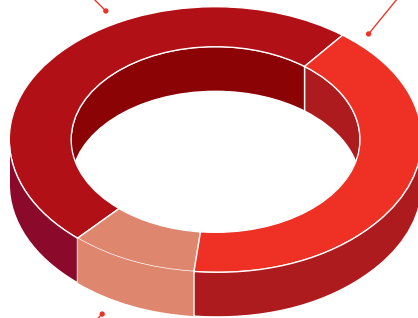
As of December 31, 2012 Chairman of the Board of Directors, Ms. Suzan Sabancı Dinçer, holds 0.63% of Akbank's outstanding shares.

SHAREHOLDER STRUCTURE

Hacı Ömer Sabancı Holding,
Affiliated Institutions and Individuals
49.0%

Free Float
41.1%

Citibank Overseas Investment
Corporation
9.9%



On November 1, 2011, Aberdeen Asset Management Plc. announced via a material disclosure that it owns more than 5% of Akbank's outstanding shares. Since the Company did not make a subsequent announcement in this matter, it is presumed that it currently holds more than 5% of the Bank's share capital.

CHANGES IN SHAREHOLDER STRUCTURE IN 2012

Citigroup Inc. ("Citigroup"), an indirect shareholder of the Bank holding 20% of its outstanding shares, resolved to reduce its equity stake in the Bank as part of its capital planning efforts in preparation for the implementation of Basel III rules and sold approximately 404,000,000 share lots corresponding to 10.1% of the Bank's equity capital on May 24, 2012. Citigroup's ownership share in the Bank dropped to 9.9% after this sale.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 9 of the Articles of Association was amended during the reporting period.

OLD VERSION	NEW VERSION
Capital and Mode and Terms of Payment of Capital:	Capital and Mode and Terms of Payment of Capital:
Article: 9 –	Article: 9 –
<p>A. The Bank has adopted the authorized capital system pursuant to the Capital Markets Board's permission No. 116/1376 dated December 2, 1999. The authorized capital of the Bank is 5,000,000,000 (Five billion) New Turkish Liras.</p>	<p>A. The Bank adopted the authorized capital system in accordance with the provisions of Law No. 2499 and implemented the authorized capital system pursuant to the Capital Markets Board's permission No. 116/1376 dated December 2, 1999. The authorized capital of the Bank is TL 8,000,000,000 (eight billion) divided into 800,000,000,000 (Eight hundred billion) registered shares each with a nominal value of 1 Kuruş.</p> <p>Capital Markets Board's approval of the authorized capital is valid between 2012 and 2016 (5 years). Even if the authorized capital has not been reached at the end of 2016, in order for the Board of Directors to take a decision to raise the Bank's capital after 2016, the Board is required obtain get the authorization of the General Assembly for a new time period after obtaining the permission of the Capital Markets Board for the previously approved authorized capital or a new authorized capital level. In case the aforementioned authorization is not obtained, the Bank is considered to have abandoned the authorized capital system. The Board of Directors is authorized to issue new shares and raise the issued capital up to the authorized capital in accordance with the provisions of the Capital Markets Law.</p>
<p>B. The issued capital of the Bank is TRY 2,200,000,000 (two billion two hundred million) divided into 220,000,000,000 (two hundred twenty billion) registered shares each with a nominal value of 1 New Kuruş.</p>	<p>B. The issued capital of the Bank is TL 4,000,000,000 (four billion) divided into 400,000,000,000 (four hundred billion) registered shares each with a nominal value of 1 Kuruş.</p>
<p>C. Shares from class 1 through class 11 representing TRY 50,000,000 (fifty million) of the issued capital of TRY 2,200,000,000 (two billion two hundred million) are combined as class 12; the remaining TRY 2,150,000,000 (two billion one hundred fifty million) of the issued capital is comprised of class 13, 14, 15, 16, 17, 18, 19, 21, 22 shares as well as class 23 shares that are dematerialized at the MKK. Entirety of the issued capital is paid in.</p>	<p>C. The issued capital of TL 4,000,000,000 (four billion) is paid fully and in cash, free from collusion.</p> <p>The shares which represent the capital are registered in accordance with the principles of dematerialization.</p> <p>When necessary, the Bank's capital can be raised or lowered within the framework of the provisions of the Turkish Commercial Code and the Capital Markets Law.</p>
<p>D. Unless resolved otherwise by the General Assembly, the existing shareholders of the Bank are entitled to acquire, in proportion to their current shareholding, new shares to be issued against new cash capital injection. The unused preemptive rights of the shareholders entitled to these shares - in accordance with the related communiqués of the Capital Markets Board and the applicable provisions of the Turkish Commercial Code, by addressing the Bank in the time period to be determined by the Board of Directors which is not to be shorter than 15 or longer than 60 days commencing from the event depicted by the aforementioned legislation - shall be void. The shares released due to unused preemptive rights shall be subject to the applicable legislation.</p>	<p>D. Unless resolved otherwise by the General Assembly, the existing shareholders of the Bank are entitled to acquire, in proportion to their current shareholding, new shares to be issued against new cash capital injection. The unused preemptive rights of the shareholders entitled to these shares - in accordance with the related communiqués of the Capital Markets Board and the applicable provisions of the Turkish Commercial Code, by addressing the Bank in the time period to be determined by the Board of Directors which is not to be shorter than 15 or longer than 60 days commencing from the event depicted by the aforementioned legislation - shall be void. The shares released due to unused preemptive rights shall be subject to the applicable legislation.</p>
<p>E. All shares must be registered and listed on the Stock Exchange.</p>	<p>E. All shares must be registered and listed on the Stock Exchange.</p>



OUR CHAIRMAN SUZAN SABANCI DİNÇER,
ONE OF OUR VOLUNTEERS WHO EDUCATED
APPROXIMATELY **500** STUDENTS ABOUT SAVING
DURING THE OCTOBER 31st - WORLD SAVINGS DAY
ACTIVITIES AS PART OF THE “**AKBANK VOLUNTEERS
TEACH BANKING AND SAVING**” PROJECT



AKBANK'S VISION, MISSION, STRATEGIC GOALS AND STRONG FOUNDATIONS

VISION

TO BECOME A SUSTAINABLE LEADER BY RENDERING EXCELLENT
BANKING EXPERIENCE AND SUPPORTING TURKEY'S GROWTH

MISSION

TO BECOME THE MOST ADMIRERED TURKISH COMPANY CONTINUOUSLY
DELIVERING GREAT VALUE TO ITS STAKEHOLDERS VIA ITS HIGHLY
SKILLED HUMAN RESOURCE

STRONG FOUNDATIONS

- TURKEY'S MOST VALUABLE BANK BRAND,
- ONE OF TURKEY'S MOST VALUABLE COMPANIES,
- LONG-TERM STRATEGIC MANAGEMENT WITH SUCCESSFUL IMPLEMENTATIONS,
- 961 BRANCHES ALL OVER TURKEY AND HIGH-TECH DISTRIBUTION CHANNELS,
- THE INNOVATIVE POWER OF TURKEY WITH COUNTLESS FIRSTS IN THE SECTOR,
- A STABLE AND EXTENSIVE BROAD FUNDING BASE,
- SUSTAINABLE PROFITABILITY AS WELL AS HIGH RETURN ON EQUITY AND ASSETS,
- A ROBUST CAPITAL STRUCTURE WITH A CAPITAL ADEQUACY RATIO OF 17.9%,
- SUPERIOR ASSET QUALITY WITH A LOW NON-PERFORMING LOANS RATIO OF 1.2%,
- HIGH LEVEL OF EFFICIENCY WITH AN OPERATIONAL COSTS/ASSETS RATIO OF 2.0%,
- POTENTIAL FOR FASTER GROWTH IN LENDING THANKS TO LOW LEVERAGE,
- HIGHEST FINANCIAL VIABILITY AND FINANCIAL STRENGTH RATINGS THAT CAN BE ASSIGNED IN TURKEY.

STRATEGIC GOALS

- ACHIEVE A LONG-TERM SUSTAINABLE RETURN ON EQUITY OF AT LEAST 16-18%,
- BE THE LEADING BANK IN TURKEY IN TERMS OF CRITICAL MARKET SHARES,
- BE THE BEST BANK IN TURKEY IN TERMS OF CUSTOMER EXPERIENCE AND SATISFACTION,
- BE THE MOST VALUABLE BANK IN TURKEY.

OUR STRATEGY

As one of the largest financial institutions in Turkey, Akbank's core strategic objective in the short and medium term is to be the sustainable leader of the banking industry in Turkey; in the international arena, the Bank plans to expand its activities in markets where its clients have a significant business volume and serve its customers everywhere at all times.

Carrying out its operations with the responsibility of creating value for the Turkish economy, Akbank embraces as a core banking principle to generate more effective solutions for its clients, to render fast, flexible and practical solutions for the changing needs of its customers, and, while further increasing the quality of its services. To this end, as one of the largest financial institutions in Turkey, Akbank's core strategic objective in the short and medium term is to be the sustainable leader of the banking industry in Turkey; in the international arena, the Bank plans to expand its activities in markets where its clients have a significant business volume and serve its customers everywhere at all times. Akbank is focused on prudent, healthy and profitable growth in every segment of the banking business in accordance with its sustainable leadership strategy. Akbank is determined to continue its activities and investments in the future to further enhance its successful performance in strategy, infrastructure, productivity and technology. As a result, the Bank strives to increase its efficiency and speed to reach out to more customers and deliver an excellent banking experience.

Akbank believes in the power and future of Turkey. While Turkey and the Turkish banking industry are Akbank's first priority thanks to their high growth potential, the Bank also meticulously monitors overseas developments and regions that can be attractive in terms of the banking and finance industry and seizes the feasible opportunities. As part of this effort, Akbank actively and systematically analyzes the countries in its surrounding region and works on alternative international expansion strategies.

The project proposals formulated in accordance with Akbank's strategic priorities were put in action in cooperation with the related teams, supported toward the identified objectives, and implemented thoroughly, promptly and effectively.

STRATEGY PRACTICES

Positioned within the Strategy Business Unit and maintaining close communication with both the Executive Management and the related business lines in devising and implementation of goal-oriented strategic plans, the Strategy Department is responsible for providing internal advisory service and managing strategic projects within the Bank. As part of this effort, in an attempt to reinforce the Bank's position in the sector and distinguish it from the competition, the Strategy Department registered major gains for Akbank in 2012 in many significant areas including strengthening the customer segment-based service model as well as enhancing product/service diversity, sales activity, inter-segment synergies and level of customer service quality. Examining the global developments and trends particularly in the banking and finance industry, the Department proactively identified the potential areas of opportunity for the Bank.

Another primary function of the Strategy Department is to coordinate the process of setting the Bank's strategic priorities and projects. The project proposals formulated in accordance with Akbank's strategic priorities were put in action in cooperation with the related teams, supported toward the identified objectives, and implemented thoroughly, promptly and effectively. As a result, the Department supported the Bank's strategy-setting and decision-making processes while helping all related business units to take action in accordance with the Bank's strategic priorities.

The Economic Research Department, positioned within the Strategy Business Unit, closely monitored the global and domestic economic environment and market developments, ensured fast and effective information flow to all units of the Bank, and presented an opinion on their potential consequences. Thanks to such efforts, Akbank

employees were kept well-informed and properly equipped with a constant flow of up-to-date information about the developments that steer the economy and the markets, prepared to address customer questions. In addition, the Economic Research Department created macroeconomic and sector forecasts for Head Office business units and assisted in developing the Bank's strategy and budgets of the business units. Further, the Department provided periodic reports on the prevailing economic outlook and market data to the Board of Directors, foreign investors and customers.

CRM APPLICATIONS

Through the initiatives it undertook in 2012, the CRM Department supported the enhancement of customer-oriented perspective and attainment of effective customer relationship management within Akbank. The efforts conducted within this scope were administered under three main themes: developing the customer relationship management infrastructure, creating advanced in-house customer analytics and improving the Bank's effectiveness at all points of contact with the customer via integrated channels.

Recognized with the "CRM Excellence" award by GARTNER in 2011, Akbank became the first bank in Turkey to win this award in the EMEA-APAC Region. Akbank intensive ongoing efforts in CRM were focused on enriching the analytical infrastructures in 2012. The Bank's analytical CRM initiatives conducted via the ATOM system were honored by Retail Banker International with the "Best Use of CRM in Marketing" award in 2012. This award demonstrates that Akbank is distinguishing itself from the competition on international platforms with its innovative and original CRM initiatives.

To increase the productivity of Akbank's innovation process for new products and services, the Bank studied international as well as domestic practices and trends and reviewed its existing processes during the year.

In addition, Akbank developed the Geocoding infrastructure within the scope of its vision to marry analytical approaches with geographic applications. This has made major contributions to Akbank toward increasing the efficiency of the service network as well as in focusing on specializing sales and marketing operations in geographic micro markets. These initiatives were acknowledged by Stevie International Business Awards with a "Gold Stevie Medal" in 2012.

As a consequence of the accomplishments on these platforms, Akbank CRM Program was chosen as a successful case in Turkey to be included in the October 2012 international edition of Jeffrey K. Pinto's book entitled "Project Management Achieving Competitive Advantage" that is published by Pearson, a leading publisher in the global academic circles. The Akbank CRM Transformation Program is the first Case Study from Turkey that Pearson Publishing featured.

In 2013 Akbank plans to continue developing such sophisticated customer relations management infrastructures, with the emphasis on marketing efficiency systems, marketing programs and social-CRM approaches.

PRODUCT AND CHANNEL DEVELOPMENT APPLICATIONS

The Product and Channel Development Department, positioned within the Strategy Business Unit, conducted its activities in 2012 in accordance with the strategy of expanding the Bank's product range so as to increase the benefits provided to the customers and to enhance Akbank's competitive position, as well as increasing the reach and diversity of the channels through which these products are offered.

To increase the productivity of Akbank's innovation process for new products and services, the Bank closely studied international as well as domestic practices and trends,

contacted all related parties contacted, and reviewed the existing processes. As a result of the assessments conducted, Akbank designed and implemented a process geared toward efficient utilization of resources.

Working in coordination with the related marketing business units in 2012, the Department began planning projects geared toward meeting various segment and customer needs. In an effort to increase the cross product sales and product activity of SME clients, infrastructure for product packages was developed and Akbank began offering advantages in banking transactions in conjunction with the packages offered to customers, depending on the package contents.

The Akbank Direct project, which creates next generation banking awareness among customers, was launched in 2012. Introducing Akbank's advantages to everyone who wants to be an Akbank customer with just a few clicks and offering the solution directly to the clients, the Akbank Direct project brought a breath of fresh air to the digital age in banking.

The Scrap Gold project was unveiled as a method of acquiring gold deposits. Using this service, customers are now able to deposit all kinds of ornamental and scrap gold in a "Gold Deposit Account" that they can open at Akbank.

The Product Development Unit is primarily working on developing a series of projects for the SME banking segment as well as undertaking feasibility work for new ventures.

As part of the Channel Development Unit's efforts, to be close to customers wherever they may be and to serve them with different branch models based on their needs, Akbank expanded its domestic branch network to 961 branches as of year-end 2012. As a bank that boasts one of the most extensive physical service networks in Turkey, Akbank continued its

In line with its customer-oriented service approach, Akbank continues to make constant enhancements and improvements in its service quality via the Quality and Process Management Department.

policy of rapidly growing its ATM network and maintained its position as the second largest ATM network in Turkey.

The Product and Channel Development Department monitors global financial, social and technology trends, innovative products within and outside the banking industry, new channel developments and potential business partnerships. Researching international best practices to add value to Akbank, the Department operates with a laser-sharp focus on innovation geared toward creating new openings consistent with the Bank's customer-oriented approach.

QUALITY APPLICATIONS

In line with its customer-oriented service approach, Akbank continues to make constant enhancements and improvements in its service quality via the Quality and Process Management Department. Measuring the level of customer satisfaction regularly by way of periodic surveys as well as the monitoring of social media, Akbank devises action plans and implements them quickly in areas that offer improvement based on customer opinions and suggestions. The course of service quality and customer satisfaction, which was followed on a monthly basis in 2012, is planned to be monitored daily/instantaneously beginning in 2013.

The service quality levels at branches, alternative distribution channels and other points of contact with customers are monitored closely and certified twice a year. Action is taken regarding areas of improvement identified as a result of the evaluations. The service quality levels at Head Office units that support the points of contact with customers are also paramount to the enhancement of customer satisfaction. With that in mind, service quality at Head Office departments is also monitored and ensured via interdepartmental service contracts and Internal Customer Satisfaction surveys. Targets in the overachieving service contracts are raised over time

while action is taken regarding areas of improvement based on Internal Customer Satisfaction survey outcomes.

Providing comprehensible and user-friendly screens to customers and employees at every point of contact in order to simplify the execution of transactions is yet another factor affecting customer satisfaction. The Customer Experience Team which was established for this purpose engages users at every stage of the process for the improvement and redesign of the screens used by Akbank, contributing to the design of user-friendly interfaces consistent with client needs and expectations.

PARTICIPATORY INNOVATION

Ingraining a culture of innovation within the Bank, raising awareness regarding this issue among employees and pioneering the implementation of innovative ideas are among Akbank's priorities. During the course of 2012, a total of 7,000 suggestions were received from employees and customers via the 1,001 Ideas & Suggestions Evaluation System. 30% of the suggestions that are deemed worthy by related business units are implemented; innovative ideas serve as inputs into product, channel and system development initiatives. The "Suggestion of the Month" is selected and the winner is announced within the Bank to encourage employees to generate innovative suggestions.

A group of 110 "innovation envoys" constituted from employees in different units of the Bank in order to unleash the innovative potential within the Bank get together to form idea teams and conduct brainstorming sessions on the Bank's pressing matters. To support innovative and creative thinking, a monthly "1001 News" innovation bulletin is prepared and shared with employees.

Akbank initiated the “Integrated Risk Management” program in order to establish an integrated and effective risk management system infrastructure and began generating the BASEL II-compliant BRSA reports, the first and most critical phase of the program, using the new system as of July 2012.

INFORMATION TECHNOLOGY

Embracing the concept of providing the convenience of state-of-the-art technology to its customers and employees in accordance with its strategies and objectives, Akbank successfully launched many new projects in 2012. Boasting one of the most extensive branch, ATM and POS networks in Turkey, Akbank continued to develop new projects in 2012 while allocating more human resources to these efforts as well as cooperating with solution partners.

Directing its efforts in accordance with its “Permanent Leadership” approach and prioritizing customer needs, the demands of its business lines and legal compliance requirements, Akbank carried out the following initiatives in 2012:

- Deployed the overhauled Consumer Internet Banking interface designs in Corporate Internet Banking,
- Unveiled the Akbank Direct project and offered the opportunity to become a customer at www.akbank.com without ever visiting a branch as part of its branchless customer acquisition effort,
- Facilitated easy execution of many banking transactions including money transfers, investment transactions, foreign exchange transactions, bill payments, loan transactions and credit card payments in mobile environments via Akbank Direct Mobile,
- Rolled out the “Where’s My Application” project that allows Bank customers who have applied for Consumer Loans, Micro Loans or Credit Cards to track the status of their applications on the Akbank website or through Akbank Direct Internet,

- Enabled collective submission of many different product applications such as Nar accounts, FX demand deposits and Credit Cards via Fast Sales projects; launched regular contributions in gold and foreign exchange products by entering orders in Deposit or Credit Card Accounts,
- Developed fast loan possibilities exclusively for public sector employees.

Akbank initiated the “Integrated Risk Management” program in order to establish an integrated and effective risk management system infrastructure and began generating the BASEL II-compliant Banking Regulation and Supervision Agency reports, the first and most critical phase of the program, using the new system as of July 2012. This program goes beyond the legally-mandated Basel II-compliance and also implements Market Risk, Asset-Liability Management, Liquidity Risk, Operational Risk modules, resulting in an integrated risk management. As part of this effort, Market Risk module was rolled out in 2012.

The “Excellence in Time Deposits” project is being implemented on order to increase the Bank’s Time Deposit volumes and simplify business flows.

In 2012 at the 10th Stevie Awards where the best products, services and communication projects in the world are selected, Akbank won the gold award with the Geocode project in the CRM infrastructure that automates the sales and marketing processes and integrates branches and Alternative Distribution Channels in real time. Akbank’s “Send Money” project implemented in its Mobile channels was also recognized with a silver award in the same competition.

CORPORATE BANKING

With eight corporate branches in Istanbul, Izmir and Ankara in 2012, Akbank Corporate Banking continued to be the primary solution partner of corporate segment clients, serving as the main bank meeting their strategic and financial needs, and offer high-quality solutions customized to individual customer needs in all of its operations in banking transactions. In 2013, the Bank aims to reach a larger number of corporate segment customers and deliver its privileged services to new clients. Akbank Corporate Banking sees new customer acquisition as well as deepening relationships with existing clients through solution-oriented banking services as the key to increase its market share.

To improve the customized solutions it generates for its clients, Akbank Corporate Banking plans to continue its initiatives on detailed analysis of customer needs and systemic work regarding proactive solution proposals in 2013. The Corporate Banking Department aims to further strengthen its leading market position in 2013 thanks to its analytical approach which supports the growth of its clients that it sees as "business partners" and serves as a roadmap in attaining its profitable growth objectives.

Assuming the critical role at the vertex of the synergy triangle in 2012, Akbank Corporate Banking paved the way for Akbank's other segments and subsidiaries to create new openings in their respective areas of business. The Department strives to sustain maximum customer satisfaction in 2013 through synergies with Cash Management and Foreign Trade products, Treasury products and services, Private Banking, AKSecurities, AKAssetManagement, AKLease, AvivaSA and Ak Insurance.

PROJECT FINANCE

Specific export credit program, syndicated loans, "green-field" investments that have been increasing in recent years, acquisition and project finance deals and privatizations registered significant growth in 2012 and created many opportunities in the finance segment. The increase in investments both in the corporate scale and in the segment one notch below, as well as the interest of foreign investors in this area, elevated this market to a whole different level compared to previous years. During this period, Akbank Project Finance grew both its share in these loans as well as its client base and reinforced its market position. These deals which are structured professionally with multi-faceted evaluations and a vast experience require long-term, effective and rigorous risk measurement, management and monitoring. Akbank maintained its market-maker position in this business line while remaining steadfast to effective risk management and prudent lending policies in 2012.

With its meticulous and deep-rooted relationship management and its structuring experience in specific export credit deals, Akbank monitors privatization programs closely and provides financing for large scale projects such as direct asset sales, transfer of companies' rights of superficies, share transfers, airport operation rights, PPP (public-private partnership) investments and power plant projects. Among these projects that play a major role in Turkey's development are energy production and distribution projects that have been booming in Turkey in recent years as well as highway privatizations. Akbank has been a major participant in the financing of many of the privatization and acquisition deals and investments that made headlines in Turkey.

To sustain and manage a healthy risk balance while pursuing growth, Akbank maintains a diversified loan portfolio by evenly distributing its project finance lending to a large number of industries such as energy, real estate, telecommunications, infrastructure, transportation and petrochemicals.

In addition, thanks to its know-how allowing the Bank to provide a number of different investment banking products and the support of its subsidiaries, Akbank maintained and reinforced its position as one of the leading and pioneering banks that have achieved full-integration in the sector and can offer all products and services clients may demand in the investment banking and finance business line in a single package tailored to their needs.

COMMERCIAL AND SME BANKING

Akbank Commercial Banking strives to meet all banking needs of clients via nearly 700 Commercial Banking specialists in 185 branches. The Department continued to maintain close and continuous relations with customers through more than 60,000 client visits in 2012.

COMMERCIAL BANKING

Akbank's Commercial Banking Department aims to create value for its clients and to ensure their profitable and sustainable growth. Akbank supports its clients with banking products as well as practices and applications that will contribute to their development and growth.

As part of this effort, Akbank identifies financial and non-financial needs of clients proactively on an individual customer basis, develops solutions and helps its clients enhance their competitiveness. Akbank Commercial Banking strives to meet all banking needs of clients via nearly 700 Commercial Banking specialists in 185 branches. The Department continued to maintain close and continuous relations with customers through more than 60,000 client visits in 2012.

Akbank Commercial Banking continues to offer customized solutions that meet the needs of companies doing business in international markets, from their purchasing decisions to production and to the collection of their sales receivables. Leveraging its extensive correspondent network to intermediate the foreign trade transactions of companies with many different locations in the world, Akbank strives to support the success of its customers in overseas markets.

Akbank Commercial Banking offers foreign trade financing solutions such as Country-Specific Loans, GSM Loans, Cash for Goods Export Credit, Installment Export Credit, Eximbank Loans, Discounted Export Letters of Credit and Export Factoring, and advance payments against L/C. Hedging products such as options, forwards, asymmetric forwards and zero-cost collars are offered to customers who are seeking protection against foreign exchange, interest rate and commodity price fluctuation risk. Akbank Commercial Banking also structures unique derivative products in accordance with customer requirements.

OVERVIEW

In 2012, Akbank Commercial Banking once again assumed the main sponsorship for the "Stars of Export-Export Incentive Awards," organized for the first time in 2002, serving to incentivize successful export firms.

Akbank Commercial Banking considers investments to increase efficiency in the energy industry as part of its social responsibility approach. Under this effort, the Akbank Energy Friendly Loan is offered to contribute to the development of the energy industry and to finance investments of customers undertaken with an environmental protection perspective. In addition, the Turkey Sustainable Energy Financing Facility (TurSEFF) and the Turkish Mid-size Sustainable Energy Financing Facility (MidSEFF) provided by the European Bank for Reconstruction and Development (EBRD) to reduce energy costs, consumption intensity of fossil fuels and greenhouse gas emissions are made available to Akbank customers. In this scope, Akbank extends long-term financing for industrial energy efficiency projects, thermal rehabilitation of buildings and renewable energy investments including geothermal, solar, biomass and biogas energy projects. Other renewable energy project finance initiatives include the project financing of hydroelectric power plants (HEPP), wind power plants (WPP) and geothermal energy facilities. Akbank was deemed worthy of the "Excellence in Sustainable Energy Financing Award" for being the first bank to lend its entire credit line from the Turkey Sustainable Energy Financing Facility (TurSEFF) to customers.

Acting out of the understanding that its responsibilities are not limited to providing traditional banking services, Akbank takes part in various organizations and partnerships to inform and educate its customers. In 2012, Akbank partnered with Deloitte Turkey to organize informational meetings entitled "Are You Prepared for the Future?" to share all of the aspects of the

New Turkish Commercial Code with firms and to assist them in completing their preparations for the new era until the new law takes effect.

In 2012, Akbank Commercial Banking continued its sponsorship of the Industry Congress and Innovation Exhibition organized by the Istanbul Chamber of Industry to enhance and sustain the competitiveness of Turkish industry. Akbank has been a supporter of this initiative since 2002.

Akbank Commercial Banking continued to promote and sell products provided by its subsidiaries and/or sister companies such as AKLease, Ak Insurance, AKSecurities, AKAssetManagement and AvivaSA Pensions and Life Insurance.

SME BANKING

Acting with the philosophy that “SMEs Power Turkey, Akbank Powers SMEs,” Akbank carries out its SME-oriented initiatives in accordance with long-term objectives to create value for SMEs and to support their sustainable development. Serving with a staff of more than 1,000 specialists in nearly 700 branches, Akbank SME Banking provides financing to SMEs, which are seen as the Bank’s business partners, as well as information and advisory services that they need to grow their businesses.

Continuing to offer packages that serve all banking transactions of its customers from many segments, industries and regions, the SME Banking Department unveiled the “Artisan Support Package” and the “SME Support Package” in order to make the lives of its artisan and SME clients easier. In addition, the Bank launched the “Jeweler Support Package” for its jeweler customers as well as the “Entrepreneur Support Package” for entrepreneurs who started a new business and commenced commercial activities. These packages feature special products and services geared toward the specific needs of SMEs in related segments, with a particular emphasis on credit products designed in sync with the cash flow patterns, as well as many advantages in banking transactions. In addition, Akbank offers the “Axess Business Entrepreneur” as part of the “Entrepreneur Support Package” as a first in Turkey. Axess Business Entrepreneur enables enterprises to pay for their purchases in installments, earn chip-money and benefit from many privileges of the sector’s leading brands while conducting their banking transactions.

Akbank unveiled the “Loan in a Day” to generate a solution to the SMEs’ challenges in securing financing, to support their pace of business, and to respond to their pressing needs quickly. With this product, Akbank meets the loan requests of SMEs up to TL 50,000 within 24 hours of the completion of the required documents if the loan application is approved.

Akbank rolled out the “Gold-Backed Small Business Loan”, developed exclusively for its clients who prefer to invest their savings in gold, for the benefit of SMEs. SMEs that deposit their gold stored at home, in the bank or in a safe at the workplace in their Akbank Gold Account can get the “Gold-Backed Small Business Loan” to meet their Installment Commercial Loan needs without a co-signer under very affordable and advantageous terms. The Akbank Gold Account, which serves as collateral for the loan, continues to generate returns for the SMEs during the life of the loan. This application provides an opportunity for the SMEs that invest their gold in their businesses instead of storing it under the mattress to boost their returns and grow their businesses.

Following the Small Business SMS Loan and Small Business Web Loan, Akbank continued to develop new non-branch channels and innovative applications for enterprises. The Call Center began to make special offers consisting of special products and opportunities for small business customers.

With the launch of the “SMS Ad” service as a first in Turkey, Akbank enables SMEs to promote their companies and products to their target groups free of charge. Armed with the utility to send text messages to potential customers in their targeted regions under their own brands, SMEs now possess the opportunities for attaining recognition for their firms, expanding their client portfolios and increasing their sales.

Akbank partnered with AvivaSA to offer SME employees the opportunity to have a regular income stream by making small contributions into their Private Pension System (BES) accounts during their working years. The Bank’s BES contract sales jumped by 60% on the previous year while Life Insurance premium generation surged by 73%.

As part of the “Centers of Attraction Loan Support Program,” Akbank SME Banking collaborated with the Small and Medium Industry Development Organization (KOSGEB) to improve the existing structure of the tourism industry in Erzurum and to create new investment and production opportunities. Under this partnership, Akbank provided long-term financing support to the SMEs while KOSGEB paid all of the interest expense.

A protocol was signed with the Turkish Grain Board (TMO) to extend loans to farmers against warehouse receipts issued by TMO in exchange for placing barley, wheat, corn and rice harvests in TMO warehouses.

Not limiting its services to SMEs to just providing financial support, Akbank SME Banking also provides them with the necessary information to help them access this source of

Akbank SME Banking offers many solutions that create value-added for the entrepreneurial ecosystem. The Department undertook initiatives for entrepreneurs in a large number of areas including funding support, training programs and competitions.

funding, encourages their development and growth, and offers advisory and guidance services.

Akbank SME Banking offers many solutions that create value-added for the entrepreneurial ecosystem. The Department undertook initiatives for entrepreneurs in a large number of areas including funding support, training programs and competitions. As part of its partnership with Endeavor Foundation, the international non-governmental organization that supports active entrepreneurs in the developing world, Akbank makes available a credit pool for Endeavor entrepreneurs offering such advantages as convenient collateral terms, long loan terms and low interest rates. In addition, Akbank SME Banking organized the “iyiYatırım (Good Investment)” and “iyiGirişim (Good Venture)” summits jointly with Endeavor where SMEs are educated about the “Angel Investor” model and leadership, management and entrepreneurial finance are discussed with start-up companies.

Akbank believes that it is planting the seeds for a modern and innovative Turkey by protecting the entrepreneurial spirit of young people and by supporting and empowering them. For this reason, the Bank for the second time took part in this platform where the entrepreneurial endeavors of university students were awarded at the “Global Undergraduate Student Entrepreneur Competition” which was organized by the Global Student Entrepreneur Awards (GSEA). In addition, the Akbank Entrepreneur Development Program that was organized jointly with Sabancı University for the third time aimed to pave the entrepreneurs’ way to a long-term development strategy and sustainable growth. A group of selected entrepreneurs were administered five full days of training as part of the Akbank Entrepreneur Development Program. The training given to the program participants encompassed a wide range of topics, from the financial calculations of companies in their rapid growth phase to marketing and operations planning under various business models. The participants also found the opportunity to obtain information on raising debt and equity capital as well as

growing in domestic and overseas markets during the seminars. The supporters of the program included Women Entrepreneurs Association of Turkey (KAGİDER), Inovent and Endeavor. In addition, with the main sponsorship of Akbank, Kenneth Morse, the world-renowned “Entrepreneurship Guru”, held three workshops for entrepreneurs covering the topics of sales strategies, building management teams, and growth financing.

Akbank launched the “www.kobilersizinin.com” website to allow SMEs to easily access information they might need. In addition to financial and industry analyses and news featured on the site, SMEs can send questions to experts on many topics such as foreign trade, entrepreneurship and branding. There are also many videos that will be beneficial for businesses on SME TV that broadcast through the website. SMEs can share their needs in many areas such as new clients, employees, raw materials, machinery & equipment with other firms via the classifieds section of the website.

To provide new and alternative opportunities to SMEs that want to grow, Akbank SME Banking partnered with the Istanbul Stock Exchange’s Emerging Companies Market to organize meetings entitled “New Opportunity for SMEs - SME Public Offerings”. The meetings were used as a platform to inform businesses of the advantages to being a publicly-traded company, listing requirements and business flows.

Akbank continued the “SME Export School - First Step in Exports” project which was launched jointly with the Foreign Economic Relations Board of Turkey (DEİK) with meetings organized in major Anatolian provinces under the themes of “Export Opportunities: New Sectors, Markets, Business Models and Incentives”. As a result, Akbank reached SMEs that currently do not export or are very new in the exporting business. They were briefed about new markets, business opportunities, and government incentives for exports along with other practical matters to facilitate exporting practices.

In 2012, Akbank was the main sponsor of the annual “Cash, Treasury and Risk Management in Turkey” conference that was organized by EuroFinance for the eighth time in Turkey.

The Transaction Banking Department further solidified its specialization, expertise and leadership in its field in 2012 by offering the collection, payment and financing products best suited for the needs of clients in all segments and rolling out user-friendly, competitive and innovative systemic applications, informational services and company-specific solutions quickly and effectively.

Major increases were registered in the volumes and numbers of cash management products geared to the financing of trade, such as Direct Debit System and Supplier and Inventory Finance System in 2012. Automated discounting via file was unveiled for receivables discounting that can be performed within the Direct Debit System. As a result, clients are now able to transmit the receivables that they would like to discount to the Bank via file and complete their transactions quickly and conveniently in the electronic environment.

Akbank achieved:

- 64% growth in Direct Debit System lending volume 137% increase in receivables discounting volume,
- 146% growth in Supplier Finance discounting volume,
- 159% increase in Inventory Finance collection volume.

In 2012, Akbank was the main sponsor of the annual “Cash, Treasury and Risk Management in Turkey” conference that was organized for the eighth time in Turkey by EuroFinance, a major player in the world on cash, treasury and risk management topics. The event reached the highest number of attendees to date and captured the attention of the finance world.

Akbank began processing the files and orders related to cash management products, transmitted to the Bank by the customers, with an electronic signature in order to enable clients to carry out transactions securely and confidently in a paperless environment.

Transaction Banking users were offered a number of conveniences in the products and services provided to them through Akbank Direct Internet, which was overhauled in 2012. The Bank’s payment products were enhanced with new service channels. As part of this effort, Akbank added the bill payment function to its mobile banking applications and ATMs as well as enabling the customers to make bill payments with their credit cards without the need for entering an instruction. Automatic bill pay and pay by credit card options were added to the Bağkur payment service, which concerns many small businesses.

In December, the Board of Directors resolved to expand the area of activity of the Transaction Banking Department and to position the Bank’s foreign trade operations under the Department. In 2013, the Department will continue to serve its clients as the Cash Management and Foreign Trade Department via its domestic commercial activities as well as import, export and other international cash management solutions.

In 2013, Akbank Transaction Banking plans to diversify its foreign currency products and applications, become the main bank of overseas-based companies in Transaction Banking, and further increase the channel diversity of its products, including mobile banking. To this end, the Transaction Banking Department’s highest-priority objective is to provide innovative products, privileged services and flexible solutions tailored to the needs of its clients.

In addition, in accordance with its objective of being the preferred payment bank of customers, the Department will focus on reaching a larger number of money-transfer clients and increasing transaction volumes and commission income in 2013.

Setting out with the objective of providing an excellent customer experience, Akbank reached a customer base of 12 million in 2012.

Akbank has embraced the principle of placing the customer at the focal point of every product and service that it develops and provides, established its technology infrastructure in accordance with the demands and needs of the modern times, and created its banking services on the axis of customer satisfaction in the Consumer Banking segment. Setting out with the objective of providing an excellent customer experience, Akbank reached a customer base of 12 million as a result of this approach. The primary factors that helped Akbank grow to this size are the service approach consistent with customer profiles, products developed based on the needs of the segment, constant stream of technological innovations, extensive domestic branch network that reached 961-strong, more than 9,600 specialist branch employees, and a vast human capital comprised of the best talent in the industry. As a result of its capability to roll out all domestic as well as international innovations for the benefit of its customers in short order thanks to these superior competencies, Akbank will continue to be the leader and the pioneer of the Turkish banking industry.

MAINTAINING A CUSTOMER-ORIENTED APPROACH WITH THE “FOR YOU” VISION

The rapidly-changing technology and mobility trends in recent years, coupled with the evolving banking needs along with the era of economic stability, necessitate that the banking industry respond to these developments very dynamically. As a bank that is able to adapt to changing and developing circumstances and generate appropriate solutions necessitated by economic conditions in very short order thanks to its banking experience of more than 60 years, Akbank maintained its position as a leader and a pioneer in 2012. Akbank has classified its customers into sub-segments based on their banking needs, demographic characteristics and volume of business with the Bank. This structure enabled Akbank to get to know its customers

more closely and engage in proactive marketing activities while process improvements helped the Bank exceed customer expectations in terms of service speed, the most important expectation of this day and age. Projecting customer needs that evolve according to the changing economic developments, Akbank continued to offer alternative vehicles to clients thanks to its extensive lineup of investment products.

Akbank is aware that the only way to consistently provide the highest service quality is to establish long-term relationships with customers based on loyalty and trust. Therefore, Akbank's customer relationship management is carried out by nearly 3,500 Consumer Banking Customer Relationship Managers (CRMs). In addition, the services and products offer through the channels that grew out of being alternative and reached a significant number of customers in their own respect evolved to generate solutions for clients who value mobility.

EXI26: YOUTH BANKING SERVICES

A significant share of Turkey's unbanked population, estimated to be around 19 million individuals, consists of the young people who give Turkey its dynamism. Akbank serves the banking needs of students between the ages of 16 and 26 under the umbrella of its exi26 segment. Students in the exi26 segment can use their “Student Account” to benefit from discounted/complimentary services, access their accounts with the specially designed neoexi26 debit card, and withdraw cash from the ATM of any bank in any country abroad without any fees. In an attempt to establish the fastest and most convenient money transfer method between young people and their families, Akbank does not charge any commission for money transfers into exi26 student accounts while exi26 customers can withdraw cash from ATMs of other banks free of charge twice each month. Axess exi26, designed exclusively for young adults and providing convenient and lucrative shopping opportunities,

Akbank provides superior service quality on a consistent basis as a result of its customer satisfaction-oriented approach.

is offered without an annual fee for the first year. Axxess exi26 cardholders can participate in all Axxess campaigns; can pay for single item purchases of at least TL 100 in up to three interest-free installments; and can always benefit from three additional installments in stationery and school expenditures.

Not limited to generating solutions for the banking needs of students, exi26 also serves as a youth club where they have a pleasant time. In addition, exi26 is part of the daily life of students via events and sponsorships on university campuses as well as contemporary themes in the social media throughout the year.

ONE-TO-ONE BANKING

Akbank One-to-One Banking provides financial support to customers seeking professional and qualified investment service for their assets via specially-trained One-to-One Customer Relationship Managers on a priority and privileged platform. This service model is built on the principle of getting to know clients closely, offering them the most suitable products, and creating a platform where they can have easy and convenient communication with the Bank. After a major process of expansion and growth in 2012, One-to-One Banking reached 300,000 clients throughout Turkey served by more than 300 One-to-One CRMs in over 250 branches. In addition, Akbank added a brand new channel to the One-to-One Banking service as yet another groundbreaking practice in Turkey. The scope of One-to-One Banking was broadened further with the launch of the "One-to-One Specialist Line" consisting of agents who have completed a comprehensive training program covering the topics of customer relations, investment services and One-to-One Banking. Launched as a pilot in 2011, this remote service delivery model became a major channel serving 80,000 One-to-One Banking clients in every corner of Turkey via 80 specialist agents as of 2012.

Growing in scale and scope to encompass the entire country, One-to-One Banking is supplemented by a privileged service model, diversified product portfolio,

special pricing, daily notifications of financial position, privileges in many areas and social activities. Customers find quick solutions to their financial needs while having access to the most accurate information on their investments through a dedicated Customer Relationship Manager, One-to-One Specialist Line and daily financial informational bulletins. As part of this service that offers every line of specialization regarding qualified investment products, One-to-One Banking clients have access to privileged service in every topic from qualified investment funds and dual-currency deposits to capital protected funds and equity and derivatives trading. In 2012, Akbank One-to-One Banking continued to organize its traditional investor seminars where customers met with prominent economists and market commentators.

ENCOURAGING SAVING, GROWING DEPOSITS

Turkey's innovative power Akbank continued to expand its customer base and deposit volume in 2012 as the Bank's consolidated total deposits reached TL 90.7 billion. This healthy deposit composition, a large share of which is comprised of individual customer deposits, diversifies risk and provides the Bank with flexibility in funding its lending activities as well as room for maneuvering in efficient utilization of its resources.

The Bank provides superior service quality on a consistent basis as a result of its customer satisfaction-oriented approach. Continuing to deliver its experience in savings to customers using all channels and technological innovations, Akbank carried on with its campaigns geared toward small savings at full speed in 2012. Leveraging the advantage of its far-reaching branch network, the Bank continues to conduct effective deposit marketing activities in all corners of Turkey emphasizing opportunities presented by local conditions. Continuing to encourage self-service transactions, Akbank last year offered higher interest rates on savings accounts opened via Akbank Direct Internet/ Telephone branches compared to the physical branches.

With the participation of Akbank employee volunteers, the Bank gave training to students on “Banking and Saving” on October 31st, World Savings Day.

Attaching great importance to eliminating the current account deficit, which is considered as the “Achilles’ Heel” of Turkey’s economy and its rapid growth ambitions, Akbank was among the institutions lending the strongest support to the initiatives for boosting national savings with its “Savings Campaign” that was launched in April. To this end, Akbank is developing advantageous products and services that encourage saving while carrying out corporate social responsibility projects to raise “savings awareness”.

As part of the “Corporate Volunteer Association” and “School Friend Program”, Akbank launched the “Akbank Volunteers Teach Banking and Saving” project to improve financial literacy in Turkey and reached 2,500 children via nearly 100 volunteers during this academic year. Akbank plans to give this training to at least another 5,500 children in every corner of Turkey during the 2012-2013 academic year.

With the participation of Akbank employee volunteers including the Chairman and Executive Board Member Suzan Sabancı Dinçer and the Chief Executive Officer Hakan Binbaşgil, the Bank gave training to students on “Banking and Saving” on October 31st, World Savings Day and gifted piggy banks to 20,000 children across Turkey. In an effort to stimulate saving, as a special promotion on the World Savings Day only, all new customers who bought any investment product were given a full year of free money transfers on the mobile and internet banking channels. Akbank aims to continue undertaking projects and educational initiatives with the belief that saving habit can only be formed through basic education and long-term efforts.

AKBANK ACCELERATES IN GOLD BANKING IN 2012

Taking into consideration the existing saving habits of the Turkish people in its efforts to stimulate saving behavior, Akbank launched the Akbank Gold Deposit Account in April 2012 and reached 12.5% market share among deposit banks in a very short period of time of just 10 months. Outpacing many banks that have been offering a gold deposit account for many years, Akbank registered the largest market share gain among all deposit banks. Acting out of the awareness that under-the-mattress savings will make only a limited contribution to the economy as long as they are not included in the banking system, Akbank began to organize “Akbank Gold Invitation Days” to mitigate this problem. During these days, specialists from the Istanbul Gold Refinery assess the grams of gold equivalent of customers’ gold coins, jewelry and ornaments at Akbank branches and these assets are injected into the economy by way of Gold Accounts. In an effort to encourage customers to put their gold into the system, the Bank developed and rolled out the “Akbank Gold Gift Card” product.

CHANGING SAVING HABITS VIA NEW PRODUCTS FROM AKBANK

Approximately 300,000 customers make regular contributions to their savings with the Akbank Deposit Savings Account, one of the Bank’s saving-oriented innovative products. Creating the discipline to save with its five-year maturity, the Akbank Deposit Savings Account allows customers to designate their own monthly contribution amounts in any currency they choose. While turning small monthly savings of as little as TL 50 into a big nest egg, clients who want to save for their future can earn interest even for these sums.

Akbank made major infrastructure improvements in 2012 in order to expand the channels through which stock trading orders can be placed and to ease access these channels.

Expanding its lineup of savings products throughout 2012, Akbank unveiled the Akbank Flexible Savings Account that helps customers save regularly, without any limitation on the maturity of the account, in Gold as well as in foreign currencies such as the US Dollar, Euro, Japanese Yen, British Pound and Russian Ruble by automating payments through their credit cards or bank accounts. All an account owner has to do in order to accumulate gold, be it in the form of gram gold or quarter/half/whole gold coin, is to give an instruction for the regular transfer of the designated amount from his or her bank account or credit card.

The Nar Account, which handles all cash management tasks under a single account while the customer earns daily interest for the account balance, is met with heavy interest in the short time since its launch in August.

GROWING PRODUCT PORTFOLIO IN MUTUAL FUNDS

Akbank continues to offer investors a full array of investment options with an extensive lineup of mutual funds, from equities, fixed-income securities and domestic markets to markets in any part of the world, traditional investment vehicles and commodities. Setting itself apart in the mutual fund industry with the large variety of specialty funds it offers to investors in this falling interest rate environment, Akbank continued to pursue growth in 2012 and reached a market share of more than 10%.

Akbank continued to offer capital protected funds that invest in alternative investment vehicles to investors seeking alternatives in the low interest rate environment. Launching 20 new such funds investing in a variety of asset classes in 2012, the Bank maintained its market leadership in the capital protected fund market with a 28% market share.

The Corporate Bond Fund, established in September 2012 for investors seeking higher yields than offered by domestic government debt securities, reached TL 180 million in assets under management in very short order. In addition,

Akbank created a tax advantage for investors by officially registering as "equity concentrated fund" the Type-A ISE-30 Index Fund, Type-A Premium Equity Fund and Type-A Equity Fund, which have a large share of their assets invested in stocks.

AKBANK'S STOCK TRADING CAMPAIGNS GO FULL THROTTLE

Having always made major contributions to the development of capital markets, Akbank made major infrastructure improvements in 2012 in order to expand the channels through which stock trading orders can be submitted and to make it easier to access these channels.

In addition to special reward campaigns for existing clients, Akbank also carried out campaigns to familiarize customer who have never traded in the Equity Market with this market.

Akbank increased its product diversity for clients who execute their equity transactions through Akbank Direct Internet by adding new products such as "Real Time Quotes" screens, warrants and GIB. In addition to stocks, customers can also trade derivatives contracts offered by the Turkish Derivatives Exchange on the same platform. Furthermore, the Bank now offers access to Istanbul Stock Exchange market depth data feeds through Akbank Direct Internet and allows customers to see market depth data using the "Real Time Quotes".

Akbank made developments in its Mobile channels in order to enable customers to submit their orders and track the markets from any location. The iPhone, iPad and Android apps launched by Akbank facilitate secure and fast stock trading orders of investors.

In 2012 Akbank continued to promote the advantages, risks, opportunities and excitement of the TurkDEX market to Turkish investors via its “Akbank TurkDEX School” concept.

“Akbank Investor Center” continued providing fast, high-quality customized services to investors with high trading volumes in the capital markets.

Customers who open a brokerage account with Akbank are offered a stock trading margin credit with a predefined limit that they can use at any time. This helps investors take advantage of the opportunities in the stock market on a larger scale.

The “Akbank Investor” portal where clients can keep track of the markets was enriched. Information and reports that may be needed for investment decisions are now available on this portal.

AKBANK IN THE TURKDEX MARKET

In 2012, Akbank continued to promote the advantages, risks, opportunities and excitement of the TurkDEX market to Turkish investors via its “Akbank TurkDEX School” concept. Utilizing the training modules prepared for all investors ranging from beginner to advanced, investors are educated on a wide variety of topics from the basic terminology of derivatives trading and operation of the market to the theory of derivatives and various investment strategies.

Akbank partnered with TurkDEX and the Ekonomist magazine to organize the “Akbank TurkDEX 4th Online Trading Competition”. The competition offered an opportunity for investors to try out their trading strategies using real-time data without incurring any financial risk and to test their trading skills by putting their theories into practice. The most successful participants in the competition were awarded.

A rewards campaign was organized in order to incentivize customers who will trade on the TurkDEX for the first time.

GENERAL PURPOSE AND CAR LOANS GROWING WITH TARGET CUSTOMERS

Akbank, one of the leading banks in the consumer loans market, focused on the objectives of acquisition of new creditworthy customers and profitable and healthy growth with a broad customer base in 2012 and shaped its strategies in accordance with these goals. To generate broad-based, high-quality and healthy growth in its general purpose loan book, Akbank conducted active campaign management efforts toward the target customer segments as well as predefined limit applications for the potential customers throughout the year.

Cognizant of the significance of lending procedures and loan disbursement speed in consumer loans for customer satisfaction, Akbank unveiled the “Loan to Your Name” and “Instantaneous Loan” products as pioneering products in the industry.

Thanks to the Credit Express Line, Akbank began offering its customers campaigns and payment plans that fit their budgets as well as related advisory service, personalized calculations and quick loan application opportunities.

Targeting a healthy loan portfolio for car loans, Akbank continued its business partnership with the six existing affiliated brands in 2012. Akbank aims to reach high levels of penetration with its business partners and enrich its loan book with high-quality customers.

As a result of the Bank’s lending strategies, Akbank’s general purpose loans surged by 40.5% in 2012 while car loans were up by 15.4%. As of year-end 2012, the Bank’s market share in general purpose loans and car loans stands at 10.2% and 12.5%, respectively.

“Turkey’s innovative power” Akbank opened all of its branches for the use of other banks’ credit card holders.

GROWING IN MORTGAGE LOANS WITH A 360-DEGREE SERVICE APPROACH

Carrying out its mortgage lending activities under the Big Red House brand, Akbank provides privileged service to its clients including pre-sale and post-sale services. Big Red House addresses all questions and concerns of customers who want to be homeowners and enables them to make their loan applications easily and quickly through the www.buyukkirmiziev.com website and the 444 4 253 Call Center while also providing instantaneous loan preapproval through these channels. The “live chat” application that was launched in 2012 allows customers to have online interaction with the advisors through www.buyukkirmiziev.com.

Akbank makes it easier for its customers to be homeowners through the 250 affiliated branded housing projects under the roof of Big Red House as well as its cooperation with real estate offices. Clients who want to purchase a home from the housing projects under the attractive payment terms of Akbank Big Red House can reach the affiliated projects on www.buyukkirmiziev.com as well as making applications conveniently at the Akbank stands located in the project sales offices. Akbank Big Red House participates in large companies’ projects in Istanbul as well as local firms’ developments in Anatolia, offering its customers to buy a home in these projects as well. In addition, thanks to its cooperation with the real estate agents affiliated with real estate offices across Turkey, Akbank also offers convenient mortgage loans to people purchasing existing homes.

Akbank Big Red House continues to offer advantages to its customers after the loan closes as well as during the mortgage process. As part of the My Big Red House service that combines financial and non-financial benefits for Akbank’s mortgage customers as a first in the sector, the Bank offers discounts on various brands each month as well as additional advantages in banking services.

Akbank’s mortgage loans jumped 30.6% to reach TL 9.8 billion in 2012 while its market share ticked up by 1.3 percentage points to 11.3%.

AKBANK BRANCHES OPEN FOR ALL CREDIT CARD PAYMENTS

Having become “Turkey’s innovative power” thanks to the products and services it develops for the banking needs of clients, Akbank opened all of its branches for the use of other banks’ credit card holders. Anyone, whether an Akbank customer or not, can now make a payment on the credit cards issued by any other banks at any Akbank branch for a much lower fee than the standard EFT commission in the marketplace. This newly unveiled practice also introduces the Akbank service quality to non-Akbank customers.

More than 2 million active customers chose Akbank for nearly 3.5 million active insurance and Private Pension System (BES) products in 2012.

Akbank's growth in bancassurance in recent years continued in 2012. As a result of its cooperation with Ak Insurance and AvivaSA Pension and Life, both of which are among the leading companies in their respective sectors, Akbank attained growth rates in life insurance and in property and casualty insurance (non-life branches) higher than that of the overall bancassurance industry's rates of growth. The share of bancassurance in total fee and commission income went up as a result of this growth. More than 2 million active customers chose Akbank for nearly 3.5 million active insurance and Private Pension System (BES) products in 2012. Bancassurance commission income increased by 36% compared to the previous year to reach 7.4% of Akbank's overall net fee and commission income.

In an effort to deliver higher quality of service to its customers, Akbank gives priority to designing insurance products according to customer requirements. As part of the Bancassurance Transformation Program, the Bank is undertaking initiatives to better analyze customer needs and expectations, to deliver the right product to the right client through the right channel with the right price and a simple process, and to differentiate the products by enhancing them with innovative services while carrying on with innovative approaches.

The role and significance of the bank channel in the insurance industry is growing by the day. As the products sold through the branches and alternative distribution channels become more diversified and they are delivered more efficiently, Akbank increases the market share of its products while also contributing to the growth and development of the industry. Products marketed to customers via the Call Center constitute a major share of Akbank's insurance activities. In 2012, Akbank Call Center carried out sales of the Property Insurance, Life Support Insurance, Body Card Protection Insurance, Credit Card Unemployment Insurance and Personal Accident Insurance products as well as the launch of the sales of the Workplace Insurance product geared toward the needs of the SME segment. The branches offer property and casualty insurance, life insurance and private pension products to customers with a high service quality approach.

Rolled out in July 2012, the “Where’s My Application” service allows customers to track the status of their product and service applications in real time.

Akbank aims to offer the most suitable solutions that meet the financial needs of its customers at the most convenient locations with excellent customer experiences through the Alternative Distribution Channels (ADC). As a result, in today’s marketplace where technology is advancing rapidly and customers are more demanding than ever, Akbank meets customer needs without time or place limitations; in the process, the Bank pioneers the adoption of new technology in the industry and in Turkey. The products and services rendered through the ADC make significant contributions to the Bank’s operational efficiency and profitability as well as the positioning of its products in accordance with the “For You” concept.

Thanks to Akbank’s broad range of channels and functional diversity, more than 6 million customers receive their banking services through ADC annually. More than 2 million customers each month perform their banking transactions through the ADC without the need to visit a branch.

Akbank has one of the most extensive ATM networks in Turkey with 4,011 ATMs as of year-end 2012. Following a major increase in the number of Akbank ATMs as a result of focusing on its policy of expanding its ATM network during 2010, Akbank continued this policy in the subsequent years as well. Akbank is ranked second in the sector among private banks in terms of the number of ATMs as well as first in joint ATM commission market share. ATMs account for 89% of all cash withdrawals and 64% of all cash deposit transactions at Akbank. Akbank ATMs are part of Turkey’s ATM sharing platform, so they are at the service of all credit or debit card holders in Turkey in addition to Akbank customers.

After overhauling its Internet Banking for the consumer segment in 2011 in collaboration with internationally renowned companies, Akbank revamped and expanded its Corporate Internet Banking that serves corporate and commercial segment clients in 2012. Akbank Internet

Banking serves 15% of active Internet banking users in Turkey. Akbank is positioning Internet Banking as an online service and sales platform where frequent contact with customers is being converted into product and service sales. Internet Banking is beginning to come to the fore as a lucrative channel for customers thanks to the special online deposit rates and cost advantages for online transactions. This customer habit is also reflected positively in Akbank’s sales figures through the internet channel. In 2012, the volume of time deposits initiated through Internet Banking doubled compared to the previous year while the number of credit cards sold grew by 150%. In June 2012, Akbank launched the Akbank Direct brand that combines Internet and Mobile Banking under one roof. With “**Akbank Direct**,” people who are not customers of the Bank can apply online and become Akbank customers through the courier service. Pioneering the era of next generation banking in the industry via Akbank Direct, Akbank will continue to make investments and improvements in Akbank Direct in 2013.

Rolled out in July 2012, the “Where’s My Application” service allows customers to track the status of their product and service applications in real time. Whether an Akbank customer or not, everyone who has applied for credit cards, consumer loans or micro loans can track the status of their applications on www.akbank.com. By clicking the “Where’s My Application” button located at www.akbank.com, applicants can see the pre-disbursement status of their applications for Axess, Wings and Fish credit cards; consumer loans such as general purpose, car and mortgage loans; and micro loans in real time. Akbank customers can use www.akbank.com or submit and track their applications through Akbank Direct Internet.

Akbank provides services in mobile banking, a rapidly growing Alternative Distribution Channel (ADC), through its SMS Branch, Akbank Direct Mobile and innovative and functional mobile applications.

ALTERNATIVE DISTRIBUTION CHANNELS

- Serving more than 1 million customers, the SMS Branch provides a fast and convenient way for customers to see their account and credit card information and balances and perform other banking transactions while reducing the operational load these transactions impose on conventional channels as well as creating a significant amount of revenue.
- Breaking new ground in Turkey with **Akbank Direct Mobile**, a mobile banking application launched in September, Akbank enabled its customers to access banking services from their cell phones with a single password. This application also allows Axess, Wings and Fish credit card holders to reach their card information using their cell phones. Thanks to this application which is a first in Turkey, credit card customers also began to be able to view their available limit information and transactions after the latest statement at any time from any location. Continuing to bring banking to wherever its customers are, "Akbank Direct Mobile" application was also designed to deliver unique customer experiences with its customizable front page. The Akbank Direct Mobile app is available for downloading on iPhones as well as Android operating system-based mobile phones. Starting in 2013, it will also be downloadable to iPads and Android operating system-based tablet PCs.
- Akbank launched a total of nine mobile applications to date for a number of operating systems as well as various brands and models of mobile devices. Furthermore, seven of these applications (Wings Traveler, iPad Investor, iPhone Investor, No Panic, Credit, Akbank Art Center, My Mobile Budget) do not require one to be an Akbank customer to use them. Akbank continued to be a pioneer in technology by launching the "Send Money" application, the world's easiest money transfer application, as another first in 2011. The Send Money application allows money transfers within merely 15-20 seconds via an application downloaded easily to mobile phones. The Send Money app is available on iPhone, Android, Blackberry and Nokia devices and on all cellular networks.

AKBANK CORPORATE WEBSITE www.akbank.com

The Akbank corporate website, launched in June 2012 with its new design, greatly improved the service access quality thanks to its user-friendly features. Visited by nearly 3 million people each month, www.akbank.com is a channel where Akbank's products and campaigns are promoted and plays a critical role in directing customers to purchasing products.

Following the developments and advances in technology closely, Akbank made its appearance in the Windows store the same day as Windows 8 was launched. The Windows 8 operating system-compatible application can be used on the desktop as well as on all mobile devices. Users of this application can follow Akbank campaigns, market information and press releases; make loan calculations and applications; find the nearest Akbank ATM or branch to their location; and access Akbank Direct Internet.

Due to the increasing internet penetration and use over the recent years and the resulting change in user habits, corporations began to pay attention to the concept of social media. The use of social channels is growing rapidly particularly in the banking industry. Akbank began using social channels in August 2010 with the launch of the Akbank Facebook page. Administering seven Facebook, eight Twitter, one Youtube, one Google+, one LinkedIn and one Pinterest accounts for a total of 19 social media accounts, Akbank has nearly 1.5 million followers in social channels. At the "Global Finance 2011 World's Best Internet Banks" awards that were announced in July, Akbank won the "Best in Social Media" award in Europe.

Offering solutions for customer complaints and suggestions via the [Twitter.com/AkbankDestek](https://twitter.com/AkbankDestek) customer services application that was unveiled in May as a first among the banks, Akbank is in communication with its clients on a 24/7 basis on Twitter to deliver an excellent banking experience to its customers in any venue they are at. Taking all of its services to wherever its customers are via its Twitter accounts, Akbank also listens to suggestions and complaints through the same channels.

Akbank's innovative and active banking services and applications continued to win awards at the national as well as international level. In addition to global banking awards, Akbank won the "Best Customer Management in Social Media" award that was given for the first time this year at the "Turkey Call Center Awards" which is organized by IMI Conferences, Turkey's leading conference organization.

As of year-end 2012, Akbank's consumer credit card lending surged 35% compared to December 2011 to reach TL 12.9 billion.

With 5.8 million credit cards and an extensive member merchant network, Akbank continued to offer innovative products and services to its customers in line with their needs and expectations in 2012.

As of year-end 2012, Akbank's consumer credit card lending surged by 35% compared to December 2011 to reach TL 12.9 billion. The Bank raised its market share to 18.3% and became the market leader in this segment. Raising its total issuing volume market share from 14.9% in December 2011 to 16.3% in December 2012, Akbank registered the largest growth in the industry.

Cash advances were among the largest contributors to this growth. Akbank increased its cash advance market share from 15.1% in 2011 to 19.6% in 2012 for the highest growth rate in the sector.

Akbank reached a monthly average overseas issuing volume of TL 75 million in 2012, up 27% on the TL 59 million during 2011. Raising its market share in overseas issuing volume from 13.1% in 2011 to 14.5% in 2012, Akbank recorded the biggest growth in the market.

Akbank ended 2012 with a 36% increase in issuing volume and a 7% increase in number of cards. This growth was due in large part to the various products and services launched by the Bank with regard to its products as well as its member merchant network.

Akbank made its new credit card product "Free" available to customers toward the end of 2012. Akbank expects to achieve new customer acquisitions as well as deepening of business with the existing clients as a result of Free, which has the core features of Axess such as chip-money and installment but does not charge an annual fee.

"Cash-Money," a new loyalty program from Akbank, was launched for Axess cardholders. While earning Cash-Money in addition to chip-money with their purchases, Axess credit card users can withdraw their cash-money balances

instantaneously as cash without any interest charges or fees.

With its "Extra Limit" project, Akbank began providing an additional limit, independent of the credit card limit, to its customers that they can only use in all of their installment purchases, with or without interest, and quick money transactions. Extra Limit is determined by the Bank as a result of a general assessment and made available pursuant to the approval of the cardholder.

In addition to the "Request Installment" service that allows customers to pay for their purchases in installments after the fact, the "Request Deferral" service that defers the payment for purchases already made to later months was launched for the Bank's customers in 2012.

In addition to the Automatic Bill Payment service which put an end to the trouble of tracking bills, Akbank began offering the Instant Bill Payment service in 2012. Furthermore, in 2012 Akbank enabled payments that are made via an EFT such as rent, dues and school tuition to be made as a transfer from credit card and offered its customers the convenience of making all payments from a single credit card.

Breaking new ground in the sector by rolling out the Credit Card World of Tariffs in 2011, Akbank enriched this world in 2012 by adding Shopping Tariffs that offer discounts in the Fuel and Grocery Store sectors and +3 installments for all purchases, thus allowing the customers to pick the best tariff for themselves.

The "GezginlerAlemi.com" website, launched under the sponsorship of Wings, the credit card of travelers, began offering exclusive opportunities and online travel services to Wings cardholders. As part of this project that was sponsored in order to create a new and innovative channel for Wings, Wings cardholders are able to pay for all services offered on the Gezginler Alemi website using their Wings Mile Points. In addition, they can benefit from

the 12-installments option available exclusively for Akbank credit cards as well as special campaigns for Wings.

In addition to travel purchases, Wings Mile Points can now also be used in the Wings Style member business network of nearly 150 locations.

COMMERCIAL CARDS

Akbank raised the number of customers it serves in the commercial credit card market under its Axess Business and Wings Business brands to more than 75,000 while achieving 90% growth in volume in 2012 compared to the previous year.

Breaking new ground in Turkey in 2012, Akbank made available the "Axess Business Entrepreneur" card, one of the most innovative products in the industry, to the new business owners as part of the Entrepreneur Package. Axess Business Entrepreneur, included in the Entrepreneur Package which is only available to enterprises that have been in business for less than two years, provides a significant source of financing to SMEs.

NEO

The Limit-Conscious Shopping Card Neo reached 6.4 million cards in circulation for a net increase of 549,000 in number of cards in 2012 while Akbank achieved 19% growth in terms of the use of Neo in shopping.

The "Starbucks Consumer and Corporate Prepaid Card", rolled out as a result of the partnership between Akbank and Shaya A.S., became the most attention-grabbing prepaid card project in the industry with the number of cards in circulation and active utilization rate in purchases that it reached in just one year.

Launched in March 2012 as a joint project of the Bank and Turkcell, the "Cep-T Neo" prepaid card product met the card needs of the young and student customer segment in particular while the card continued to grow explosively and successfully with special campaigns.

In 2013, Akbank plans to add to the trailblazing debit card products and services it has introduced in the industry and accelerate its actions to attain the objective of "2023 – Cash-Free Turkey". As part of this effort, the Bank aims to add customers who prefer to use cash to its client portfolio by developing new prepaid cards and to create new sources of revenue.

MEMBER MERCHANTS

Akbank continued to solidify its standing as one of the sector's leading banks for member merchant activities in 2012.

Acquiring 67,000 new member merchants in 2012, Akbank reached a total of 235,000 member merchants and 308,000 POS terminals by year-end 2012 and continued its successful performance in this segment. The Bank continued its shared POS terminal initiatives in 2012 to reach 140,000 shared POS terminals, 44,000 of which are owned by Akbank.

Akbank has further strengthened its market position by broadening its member merchant network via agreements with leading companies in the sector and running consumer-oriented campaigns. As of year-end 2012, 180,000 member merchants offer installment and rewards benefits to Axess cardholders. Axess sales turnover at member merchants increased by 33% in 2012 compared to the previous year thanks to the sector and brand-specific campaigns.

Contactless POS devices were deployed at a frantic pace while the number of member merchants capable of contactless transactions neared 6,000. As part of its effort to increase customer satisfaction, Akbank began making "Welcome Calls" to member merchants. The Bank implemented the "Member Merchant Retention" program in an attempt to prevent losing clients; a 10% success ratio was attained among persuadable customers in member merchant relationship terminations. The pricing infrastructure of member merchants, within the scope the Bank's activities, was switched to the system and automated controls were installed. The number of foreign currencies the "Foreign Currency POS" terminals, used by our member merchants operating in touristic regions, can transact in was increased from three to five with the addition of the Japanese Yen and the Russian Ruble.

Organizing exclusive campaigns for Akbank credit card holders in 14 provinces throughout 2012, Akbank undertook initiatives to acquire new member merchants and activate existing member merchants.

The Sapsarı magazine, which continued to be published for the employees of Axess member brands, was delivered to nearly 10,000 readers in 2012.

Akbank Private Banking offers core banking products along with alternative financial products to its clients with a different level of specialization.

Akbank Private Banking offers core banking products along with alternative financial products to its clients with a different level of specialization. In an effort to get to know the clients, differentiate their needs and offer suitable solutions, the Private Banking Department generates the fastest and most fitting solutions for the financial needs and expectations of the client while organizing a wide variety of events in contemporary art, sports and culture. Private banking services are offered through nine dedicated Private Banking branches across Turkey, five in Istanbul and one each in Ankara, Izmir, Bursa and Adana.

Aiming to provide privileged service to clients, assist them with their investment decisions and generate custom solutions tailored to specific clients as needed, Akbank Private Banking serves individuals with assets exceeding TL 500,000.

In an attempt to render the best and highest quality service for clients' pension, insurance and leasing demands in addition to their investment needs and all other needs with a one-stop shop approach, Akbank Private Banking pays particular attention to establishing cooperation with Group companies and maintaining the vibrant intra-Group synergy. Client relationship managers, supported by experts and specialists from AKSecurities and AKAssetManagement, constantly monitor their customers' investment strategies and provide them with exclusive solutions.

Guided by the principles of mutual trust and confidentiality in their dealings, the specialists also provide periodic reports to their customers on domestic and international markets as well as industry and product surveys.

Based on the results of the annual external client satisfaction survey, Akbank Private Banking identifies areas of improvement as well as strengths to be sustained and takes the necessary actions.

Total assets under management reached TL 27.3 billion in 2012, up 11.3% from year-end 2011.

Once again breaking another new ground, Akbank became the first Turkish bank to issue Eurobonds without holding informational meetings with investors abroad. With this distinction, the issuance once again affirmed Akbank's innovativeness as well as its strong reputation and credibility in the eyes of overseas investors.

Akbank had a very successful year in 2012 in the international banking area, which was full of firsts both for the industry and for Akbank. The Bank's International Banking Business Unit continued its long-standing, strong relationships based on mutual trust with its correspondent banks in 152 countries. The Bank provided quick and effective support to customers with their foreign trade and payment transactions as well as investment projects with various financial vehicles while providing low-cost, long-term financing through the export credit agencies of various countries. Akbank's large-scale credit agreements and long-standing business relationships with export credit agencies permitted the projects and investments of importers to be financed with more competitive prices. The Bank deepened its relationships with export credit agencies such as JBIC, HERMES, KEXIM, SACE, SERV, ONDD, EKF, TAIWAN EXIM and the benefits derived from these efforts were passed on to the importer clients.

Paving the way for the Turkish banking industry in syndication and overseas bond markets in 2012, Akbank enjoyed another record-breaking year in terms of borrowing from international markets. As part of its sustainable foreign borrowing strategy, the Bank undertook new transactions in accordance with its objective of tapping a broad investor base.

On March 20, 2012, Akbank secured a one-year syndicated loan consisting of two tranches of EUR 795 million and US\$ 146 million in a deal participated by 42 banks. The facility, procured at a cost of Libor/Euribor+1.45%, represents a rollover of more than 100%.

On August 16, 2012, Akbank secured a one-year syndicated loan facility structured in two tranches of EUR 857 million and US\$ 450 million at a cost of Libor/Euribor+1.35% in a deal participated by 46 banks. With this transaction, Akbank obtained the largest syndication loan of all times in the Turkish banking industry.

On October 24, 2012, Akbank issued a total of US\$ 1 billion worth of bonds in overseas capital markets in two equal tranches of US\$ 500 million each, one with a five-year maturity and the other with a 10-year maturity. Breaking another new ground with this deal, Akbank became the first Turkish bank to issue Eurobonds without holding informational meetings with investors abroad. With this distinction, the issuance once again affirmed Akbank's innovativeness as well as its strong reputation and credibility in the eyes of overseas investors. Raising the total amount of resources procured from Eurobond placements to US\$ 2.5 billion with this issuance, Akbank solidified its leadership position among Turkish banks. As a result of its experience and skill in overseas borrowing, Akbank's five-year and 10-year placements became the lowest cost bond issuance by a Turkish bank to date for these maturities.

More than 450 investors from over 30 countries, particularly institutional investors in the United States and in Europe, oversubscribed this US\$ 1 billion issue by nine times. Breaking a new record by this measure, the placement diversified Akbank's sources of borrowing while broadening the Bank's investor base.

Furthermore, on September 17, 2012, as part of its securitization program backed by foreign export receivables, check receivables and foreign exchange-denominated money transfers; Akbank completed a US\$ 185 million deal. This five-year facility was secured from Wells Fargo N.A. and Mizuho Corporate Bank. After this deal, total funding secured by Akbank from international markets as part of its securitization programs topped US\$ 5 billion.

In addition, Akbank procured a US\$ 36 million facility from the European Bank for Reconstruction and Development to be extended to renewable energy and energy efficiency projects and to the firms active in the agriculture industry in September, as well as a five-year, EUR 150 million resource from the European Investment Bank (EIB) to be used toward the financing of investments and working capital needs of SME and Commercial segment companies in November. Inking deals with the international financial institutions for a total of US\$ 250 million in fresh loans, Akbank continued to serve as a financing bridge between these institutions, SMEs and commercial segment clients.

Akbank International Banking accelerated its cooperation efforts with foreign financial institutions to offer advantageous products, services and funding support that will make a difference for Akbank's corporate and commercial segment clients in their foreign trade transactions. In this vein, Akbank established a "China Desk" in partnership with Bank of China in September 2012. In addition to being the first point of contact for Chinese companies that want to venture into Turkey, the China Desk aims to support the investments of companies that want to invest in Turkey, expand its existing activities in Turkey or invest in other countries through Turkey as well as offering company-specific customized products and services to help them conduct their commercial activities healthily.

On September 3, 2012, Akbank signed a cooperation agreement with Mizuho Corporate Bank, one of the largest financial institutions in Japan, toward mutually supporting Turkish and Japanese companies in both countries and serving all of their banking needs. With this agreement, Akbank established such a comprehensive cooperation with a Japanese financial institution for the first time. This cooperation, which aspires to finance trade between the two countries, joint projects, mergers and acquisitions as well as provision of banking services, supports via banking services the Japanese companies that operate or invest in Turkey or have foreign trade ties with Turkish companies.

On November 16, 2012, Akbank signed a US\$ 500 Million credit agreement with Japan Bank for International Cooperation (JBIC) as part of the Import Financing Program. Signed for the financing of imports from Japan of customers operating in Turkey and its surrounding region, this agreement holds the distinction of being the largest single-tranche loan extended to a Turkish bank under the program. This loan, which covers the financing of investments in construction, oil and natural gas pipelines, energy plants, oil refineries and healthcare industry supported by the purchase of Japanese goods and services, is intended for the Turkish economy to make healthy and sustainable leaps.

In 2012, the International Business Development Unit closely monitored the overseas activities and investments of the Bank's clients, generated solutions that allowed them to benefit from Akbank's products and services on an uninterrupted basis by entering into bilateral agreements with the correspondents, and thus helped Akbank to increase its market share in trade, investment, merger and acquisition deals with the target countries. In addition to carrying out this mission, the International Business Development Unit also systematically monitored new opportunities in the target countries which Akbank's clients are actively engaged in and accelerated its efforts in these countries geared toward growing in accordance with the Bank's overseas expansion policy.

Akbank Dubai took concrete steps toward providing intermediation and advisory services for mergers and acquisitions between the Middle East and Turkey and strengthened its relationships with investors in the Middle East.

AKBANK DUBAI

Akbank Dubai, a wholly-owned subsidiary of Akbank responsible for running the Bank's International Banking and Correspondent Banking operations in the GCC Region, had a very successful year in the International Banking area in 2012. The relationships established with the leading public and private organizations in the region were advanced further. Securing financing from almost all major banks in the region using a diversified set of debt instruments including reciprocal credit agreements, murabaha and post-financing while strictly adhering to Akbank's international borrowing criteria, the Company assisted Akbank in diversifying its borrowing sources and tapping a new investor base.

Thanks to the remittance deals executed with Doha Bank, one of the leading banks in Qatar, and Al Rajhi, Saudi Arabia's strongest bank, Akbank achieved new customer acquisitions and transaction volume growth by having Turkish nationals living and working in Qatar and in Saudi Arabia to make their money transfers to Turkey via Akbank.

Furthermore, Akbank Dubai took concrete steps toward providing intermediation and advisory services for mergers and acquisitions between the Middle East and Turkey and strengthened its relationships with investors in the Middle East.

The Private Banking Department, which commenced operation as of September 2012, aims to offer Akbank Private Banking products and services to the Gulf Region clients. In particular, high-income individuals and companies as well as groups intending to purchase property in Turkey after the enactment of the Reciprocity Law are at the focal point of these initiatives.

AKBANK AG

A wholly-owned subsidiary of Akbank, Akbank AG had a stellar year in 2012 in terms of total assets, diversification of areas of business, and profitability. The Bank registered 99% growth over the previous year and reached EUR 2.7 billion in total assets as of year-end 2012.

As part of the initiative to restructure Akbank's overseas subsidiaries, Germany-based Akbank AG and Netherlands-based Akbank NV merged under the corporate umbrella of Akbank AG in June 2012.

Akbank AG's major products and services are various credit instruments, trade finance, money transfers and deposit services. The target clientele of Akbank AG for its lending activities consist of international corporations based in Turkey as well as the EU and the Gulf Region, Turkey's main trading partners. Standing out with its high asset quality since the day it was founded, the Bank updated its credit evaluation processes in order to take faster and more effective decisions and to be more customer-oriented.

The Bank has a very extensive portfolio of funding sources, including retail, corporate and German public sector deposits as well as murabaha products and the funding program of the European Central Bank. Having added retail deposit services to its areas of activity after the merger, Akbank AG reaches 20,000 retail deposit customers in Germany via the direct banking system. All these sources of funding helped Akbank AG to increase the average maturity and broaden the client base of its deposit structure in 2012.

Named as one of a dozen market-makers by the Turkish Treasury Undersecretariat, Akbank is an active participant in the primary and secondary markets.

Assuming extremely critical functions in the Turkish Money and Capital markets with its many years of experience and expertise, Akbank Treasury Business Unit is also responsible for managing the Bank's liquidity, exchange rate and interest rate risk in addition to its market operations under all economic environments utilizing its effective applications, dynamic structure and successful balance sheet management practices.

Akbank Treasury Business Unit operates under four main departments. It is highly commended in the sector due to the groundbreaking products and services it has developed as well as the synergy and dynamism it has created with the Trading and Derivatives Department, Treasury Management Department, Fund Transfer Pricing (FTP) and Balance Sheet Management Department, Treasury Marketing Department.

TRADING AND DERIVATIVES DEPARTMENT

The Trading and Derivatives Department performs the pricing of spot and forward foreign exchange as well as all kinds of fixed-income securities, commodities and derivative products. The Department's product portfolio consists of spot and forward foreign exchange transactions against the Turkish lira, spot and forward foreign exchange transactions in other G-20 currencies, domestic and international bonds and bills, interest rate swaps, cross-currency swaps, commodities and derivative products.

Named as one of a dozen market-makers by the Turkish Treasury Undersecretariat, Akbank is an active participant in the primary and secondary markets. As of year-end 2011, Akbank was ranked first in secondary market bond and bill trading volume. Further increasing its presence in the fixed-income securities market in 2012, Akbank maintained its leadership by a wide margin in this area by taking a 25% share of the Istanbul Stock Exchange and over-the-counter (OTC) trading volume. Akbank played an active role in determining the direction of the markets through competitive pricing on the Istanbul Stock Exchange,

over-the-counter (OTC) markets and international TL-denominated securities markets and maintained its price-setting position in the sector as the largest dealer of foreign banks' TL-denominated securities transactions.

The Derivatives Trading Group, which operates as part of the Trading Department, is active in the over-the-counter and organized derivatives markets. The Group also manages the Bank's options position stemming from client transactions and enters into speculative foreign exchange and equity/index options positions as part of its portfolio-building function. When managing the options portfolio and risk parameters, the Group engages in active pricing according to client transactions and market direction. The Group works together with related departments with a customer-oriented approach to develop various products to meet the needs of corporate, commercial, consumer and private banking customers.

The Derivatives Trading Group also trades cash stocks and futures contracts on the Turkish Derivatives Exchange (TurkDEX) on the Istanbul Stock Exchange (ISE) Equity Markets on behalf of the Bank's portfolio.

The FX Trading Group, which is active in the International Foreign Exchange Market as part of the Trading Department, takes positions in foreign exchange contracts on the Turkish Derivatives Exchange (TurkDEX) on behalf of the Bank's portfolio. Akbank is a market-maker member of the TurkDEX.

As part of its precious metals trading business, the Department executes transactions on the Istanbul Gold Exchange (IGE) as well as in international OTC markets. Additionally, the FX Trading Group also undertakes brokerage tasks for the Gold Fund on the IGE.

Thanks to its flexible pricing and high transaction capacity, Akbank's Trading Department is the first choice for international investors who want to trade on the Turkish market.

TREASURY MANAGEMENT DEPARTMENT

The Treasury Management Department is in charge of managing Akbank's short and long-term foreign currency and Turkish lira liquidity. The Department engages in foreign currency and Turkish lira borrowings and placements through money market transactions and ensures effective management of the Bank's short-term funds utilizing various instruments such as FX swaps, repos and reverse repos.

The Department has an active and large presence in the ISE Repo-Reverse Repo Market and OTC money markets.

To take maximum advantage of the favorable market environment as a result of the monetary policy, the Department utilized ISE Repo, Reverse Repo Market, over-the-counter money market and the Central Bank of Turkey's Open Market Operations in the most effective manner beginning in the second half of 2012.

The Treasury Management Department aims to continue to engage in consistent funding in order to boost the Bank's balance sheet and cost flexibility in accordance with the changing market conditions in 2013.

FUND TRANSFER PRICING (FTP) AND BALANCE SHEET MANAGEMENT DEPARTMENT

The Fund Transfer Pricing (FTP) and Balance Sheet Management Department manages the interest rate risk of the Bank's balance sheet and its off-balance sheet liabilities in accordance with the medium-term opinions of the Asset-Liability Committee and the Executive Risk Committee.

In addition, the FTP and Balance Sheet Management Department performs the Fund Transfer Pricing function for the Bank's other business units. Furthermore, the Department aims to manage the Bank's balance sheet and income statement effectively in accordance with risk management principles.

In line with this effective management, in addition to the healthy and long-term repo borrowings it undertook in 2012, the Department partnered with the International Banking Department to issue the five-year and 10-year

Akbank Eurobonds at the most opportune time, thereby helping the Bank to secure long-term and low-cost facilities from the overseas markets. In addition, in accordance with the efforts to manage interest rate risk effectively as well as the Bank's resource needs, the Department actively participated in the TL/US Dollar Cross Currency Swap markets and also became the most significant player in the Cross Currency Swap options markets.

Setting goals for 2013 that parallel its successful activities in 2012, the Department plans to become the first bank to place TL-denominated Eurobonds in overseas markets.

TREASURY MARKETING DEPARTMENT

The Treasury Marketing Department serves customers in all segments with an extensive range of products that include spot foreign exchange, forward foreign exchange, gold, foreign exchange/gold/ interest rate/commodity options, foreign exchange and interest rate swaps, government bonds and bills, bank bonds, Eurobonds, repo, deposits and loans. In addition to offering competitive prices in all products, the Department informs corporate segment clients about the developments and expectations in their financial markets and offers products tailored to risk management needs and business conduct of companies.

In 2012, the Bank began to perform pricing for gram-based gold trading and accept gold deposits, including for small investors. In addition to the public offering of bank bonds, the Department also engaged in the private-placement of bank bonds to domestic and overseas investors. The Department devised strategies for the effective management of the Bank's deposit costs and supported the creation of a more active and effective deposit policy from the viewpoint of foreign exchange and TL liquidity management.

The Department is aiming for a more effective organization as well as a stronger technology infrastructure in 2013. It strives to enhance the active selling culture and acquire new clients. To this end, the Department will prioritize further improving its cooperation with other business units and making more frequent and effective customer visits. The Department's other objectives include enhancing the product lineup with new products such as policy discounting and corporate bonds.

Serving round-the-clock to ensure that millions of customers have 24/7 access to Akbank at nearly 5,000 service points across the country, the Operations Center boasts a centralization ratio of 100%, which makes Akbank the sector leader among companies of comparable size.

OPERATIONS

Akbank established a comprehensive operations infrastructure to set up and manage the required business flows to achieve high efficiency and excellent customer satisfaction. Akbank Operations Center is one of the Bank's major advantages that support its leading position in the sector.

Akbank Operations Center has a staff of nearly 2,400 employees, 1,068 of whom work in the Call Center, and is responsible for the following operations:

- Branches
- Quality and Process Management
- Treasury and Capital Markets
- Call Center and Distribution Channels
- Credit Cards and Member Merchant Services

Serving round-the-clock to ensure that millions of customers have 24/7 access to Akbank at nearly 5,000 service points across the country, the Operations Center boasts a centralization ratio of 100%, which makes Akbank the sector leader among companies of comparable size. Centralization benefits the Bank by ensuring standardization in service quality and an increase in operational efficiency.

Akbank Operations Center has an efficient and low-cost make up thanks to its competent and well-equipped workforce as well as its advanced and innovative technology. As a result, the Operations Center provides excellent service quality and stands out as a center of excellence where operational risks and costs are managed effectively.

The Operations Center performs the following functions for Akbank:

- Almost all transactions that are conventionally carried out at back offices in the industry,
- Turkish lira and foreign currency payments,
- Operations of cash management products,
- Tax and Social Security Institution (SGK) premium payments,
- Check and bill transactions,
- All foreign trade and credit operations,
- Telephone Branch services,
- Distribution channel operations,
- Card operations and printing and distribution of checks,
- Member merchant and POS operations,
- Treasury, investment, derivative products, mutual fund and pension fund services and operations,
- Consumer portfolio custody services,
- Equity operations,
- Tax payments of branches,
- Physical and electronic archiving tasks,
- Legal proceedings,
- Cash support services consisting of all cash collections and disbursements including ATMs,
- Monitoring legislative activity and informing and training the rest of the Bank.

Akbank Operations Center provides the full range of operational services to nearly 5,400 corporate and commercial segment customers directly without the involvement of branches.

THE AKBANK OPERATIONS CENTER

• Equipped with state of the art technology to deliver innovative solutions.

Akbank Call Center, among the pioneers of change in the industry, has been delivering unprecedented customer experiences for 11 years thanks to the dynamic human capital, customer-oriented service approach and superior technology infrastructure that it has been boasting since the day it was set up.

In 2012, Akbank Call Center made a difference with its solution-oriented service model that supports all points of contact with the customer, from the branches and ATMs to mobile services and the internet. It was deemed worthy of the first-place designation in the "Best Customer Management in Social Media" and "Best Call Center Agent" categories at the 2012 IMI Istanbul Call Center Awards. These achievements are due in great part to the Call Center's customer-oriented approach and innovative applications that lead the way in the sector. In addition, Akbank Call Center created value for Akbank and for the customers in 2012 thanks to its professional and specialized services rendered in many areas, particularly in mortgage products.

Akbank continues to deploy innovative technologies at a rapid pace in order to provide high-quality service to its customers. Security monitoring and automated calling efforts are under way for Mobile Application and Akbank Direct, some of the new services of Akbank.

• Provides fast, efficient and high-quality service at international standards.

Thanks to efforts to centralize and rationalize operational tasks at the branches in 2012, nearly 6 million active customers were served at the branches while the percentage of branch employees in direct contact with customers stood at 85%.

Operating as a communication center that provides maximum benefits for clients with initiatives revolving around sustained product utilization, customer acquisition, customer satisfaction, sales and collections, Akbank Call Center, one of the largest call centers in the banking industry, handled 68 million incoming and outgoing calls with a staff of 1,068 in 2012. More than 5 million unique customers were interacted through the Call Center.

Akbank achieved an average straight-through processing accuracy ratio of almost 100% for international transfers in 2011. As a result of this success, the Bank was deemed

worthy of awards by Deutsche Bank, J.P. Morgan New York, Standard Chartered Bank New York, Commerzbank AG Frankfurt; all major correspondent banks of Akbank.

Akbank was recognized by J.P. Morgan New York with an award for its 99.7% STP ratio in individual and commercial payments in 2012. Akbank was informed that it is now considered in the Elite Quality status since this ratio is above the standards for Turkey and the world overall and Akbank has been operating at the same high standard for many years. Furthermore, J.P. Morgan New York, for the second time, gave Akbank "The Product Innovation and Partnership" award that only 20 banks worldwide received.

• Takes heed of and constantly improves operational efficiency.

Employing the "Lean Management" methodology in the process improvement stage, Akbank Operations Center assesses the processes from one end to the other in an attempt to maximize process efficiency. Akbank Operations Center strives to increase the satisfaction of the Bank's customers while making the lives of Akbank employees easier during the course of all of its activities. The feedback elicited from Akbank employees and customers are used as the point of departure for process improvement initiatives. To this end, Akbank Operations Center focused on increasing the effectiveness of branch processes and began sharing its findings and activities with the entirety of the Bank transparently under the "Improvements For You" program. Nearly 200 improvements that will ensure the more lean, effective and efficient functioning of the processes were put in action since the beginning of the year. These improvements weeded out the tasks within the processes that were not creating value-added, reduced the cycle time of the processes, and began providing faster service to customers. The improvements helped enhance the sales results and volumes while allowing these results to be obtained with the existing resources.

The efficiency gains attained in 2012 serve as a source of motivation for the Akbank Operations Center staff to carry out more comprehensive initiatives regarding growing efficiently in 2013. To this end, the Operations Center is planning to undertake a more comprehensive transformation program in 2013 that focuses on the channels which involve a one-on-one contact with customers such as the branches and the Call Center and on the processes that are of direct concern to the customers, and that aims to make Akbank an exemplary institution in terms of efficiency and leanness.

- **Operates securely, with minimum risk and in full legal and regulatory compliance.**

In order to be the empowering business unit that helps place the Bank in the leadership position in all areas of specialization, Akbank Operations Center conducts its activities in an efficient, secure, consistent manner based on knowledge and creativity in full legal and regulatory compliance.

Seeing customer satisfaction as a manifestation of its success, Akbank Operations Center carried out the following efforts to ensure a secure environment for client transactions:

- Purchasing and installation of devices that will prevent card duplications at the ATMs,
- Reinforcement of the Credit Card Fraud system with a new model.

As part of consistent and secure operations, the real estate features and values in the appraisal reports are maintained electronically, which allows the entire process to be administered on the system. In addition, these data can now be reported and analyzed based on region or feature. All reports are drawn up by appraisal firms authorized by the Capital Markets Board and/or the Banking Regulation and Supervision Agency of Turkey.

- **Adopts a customer-oriented approach.**

Akbank Operations Center maintained its customer-oriented approach in 2012 and in that scope undertook the following major initiatives:

- The Customer Complaint Management applications and processes have been in compliance with the Complaint Management-ISO 10002 Quality Standards since September 2007, when Akbank obtained certification from the British Standards Institution (BSI). Complaints received from all channels are resolved in approximately two days.
- Akbank Call Center offered the most suitable products and services for customer needs thanks to its solid CRM infrastructure in 2012. The Call Center has become one of the Bank's major sales channels with a total of 1.6 million product sales in 2012.
- To further increase the speed of service it renders to customers, Akbank Banking Center terminated the practice of issuing paper passwords for consumer credit cards and Neo cards. Passwords are now delivered via

SMS.

OPERATIONS CENTER TRANSACTIONS*

	2008	2009	2010	2011	2012
Number of Annual Transactions (Million)	184	190	193	206	226
Centralization Ratio (%)	97	99	99	100	100
Average Monthly Transactions (Million)	15	16	16	17	19

* Excluding Call Center transactions and bulk transactions of the Treasury.

BUSINESS INTELLIGENCE APPLICATIONS-ARGUS

Akbank delivers an effective, fast and analytical decision-making experience to users thanks to its management reporting system ARGUS. The information, gathered from the Bank's data, which will add value to the business results, is presented in a prompt and easily-accessible manner in accordance with the users' preferences.

In addition, "data governance" processes were implemented in order to ensure data integrity, quality and security at Akbank. The Bank's management reporting processes were centralized to a great extent and a flexible, effective and fast information management and decision support system was developed.

As a result, a reliable, healthy, easily understood, comprehensible, effective, flexible and visual decision support system that provides the fastest and easiest access to accurate data where all users can meet their information needs within strict access limits was established; the report generation and information management processes are also being administered more effectively.

As part of this effort, the analyses and data contained in the system were diversified so the information needs of more users are met automatically, quickly and with higher-quality data.

Major efficiency gains were recorded after all management reports began to be generated centrally and presented through ARGUS screens in a way to be accessed from a single environment as part of Central Reporting.

PROFITABILITY SYSTEM

The use of the new Profitability System, developed to enable multidimensional analysis of Akbank's profitability, became more effective and widespread over the course of 2012.

As part of the Profitability System, profitability of the Bank is periodically evaluated in terms of the following dimensions:

- Customer profitability,
- Customer Relationship Manager (CRM) profitability,
- Branch profitability,
- Segment profitability,
- Business unit profitability,
- Product profitability.

As a result of customer, product and segment profitability analyses, managerial and marketing strategies are devised and actions that will boost profitability even further are identified and implemented. Moreover, branch and Customer Relationship Manager profitability figures serve as an important performance criterion for the Bank. Profitability Reports are delivered to users via the ARGUS system.

The outcomes of the Profitability System have also been integrated with operational systems and have begun to be utilized at various points as part of the effort to perfect the services provided to customers at the branches.

EXPENSE AND INVESTMENT MANAGEMENT

As part of the strategic expense and investment management initiatives, analyses and modeling efforts were performed to further reinforce Akbank's leadership in the sector in terms of efficiency and as a result Bank-wide increases in efficiency were attained.

BUDGET

Akbank launched a new targeting project in 2011 to manage the budget project more effectively and efficiently. As a result of this recently initiated project that is still in effect, Akbank is experiencing an efficient and dynamic budgeting process at the Bank, business unit, region and branch level while the entire Bank along with the branch organization is integrated into the targeting process.

The triennial strategic planning survey is also reviewed each year alongside the budget and the Bank's medium and long-term objectives and action plans are determined. Performance of the Bank is then monitored via monthly estimates generated throughout the year as well as by way of comparative analyses of periodic financial and operational realizations with the budget. In accordance with changes in the economic outlook, the budget is revised if and when it becomes necessary.

INFORMATION SECURITY

In an effort to increase information security, new internal process-related and technical policies were devised and implemented. Security categorization of the Bank's data was performed jointly with the business units. Bank employees were administered training sessions on a regular basis to increase information security awareness and a survey was conducted to measure the level of information security. To comply with the laws and regulations, initiatives were carried out in order to create audit trails and to transmit system authorization parameters in a secure environment.

Akbank conducts its non-banking financial activities through its subsidiaries, namely AKSecurities, AKAssetManagement and AKLease.

AKSECURITIES

Founded in 1996 to engage in capital markets operations in accordance with the provisions of the Capital Markets Law and other related legislation, AKSecurities is a wholly-owned subsidiary of Akbank.

AKSecurities turned over its domestic customer accounts to Akbank, after which domestic retail customers perform their transactions through Akbank Call Center, Akbank Capital Markets Department and Akbank branches. In addition, customers have remote access to capital markets transactions via the Akbank Internet Branch 24 hours a day, seven days a week. Achieving fast and steady growth since its inception, AKSecurities focuses on institutional clients with the highest-quality service approach.

AKSecurities renders brokerage services in Turkish capital markets products to domestic and foreign institutional customers through its Institutional Sales and Trading Departments.

Periodic company reports and bulletins produced in English, prepared and delivered to foreign investors by the Research Department, play a major role in customers' decision-making processes. The Research Department also provides content support for research reports that Akbank delivers to domestic investors.

With its staff of specialists, the Corporate Finance Department of AKSecurities provides advisory services to domestic and foreign companies in public offerings, mergers and acquisitions, and financial partnerships as well as active advisory services on the buy-side or the sell-side in privatization projects.

AKASSETMANAGEMENT

Established in 2000 to provide asset management services in capital markets to institutional and individual investors, AKAssetManagement is a wholly-owned subsidiary of Akbank.

AKAssetManagement manages 18 mutual funds chartered by Akbank and AKSecurities, 20 Capital Protected Investment Funds launched by Akbank, 17 pension investment funds for AvivaSA Pension and Life Insurance Company, nine pension investment funds for Groupama Pension Company, and one Akbank SICAV fund. AKAssetManagement also provides discretionary asset management services for large individual investors as well as large institutional investors, tailored to their financial expectations and risk profiles.

Total assets under management rose from TL 8.4 billion at year-end 2011 to TL 9.94 billion as of year-end 2012, corresponding to 18% growth for the year. AKAssetManagement ranked second in the Turkish asset management industry and fourth in the Turkish mutual fund sector in terms of assets under management (AUM). Total AUM of mutual fund portfolios managed by AKAssetManagement stands at TL 3.0 billion as of year-end 2012, with a market share of 10.0%.

AKAssetManagement is the market leader in the Turkish pension investment fund management sector in terms of assets under management with a market share of 23.1%. As of July 2012, AKAssetManagement assumed the management of nine pension investment funds chartered by Groupama Pension Company. Total AUM of the pension investment fund portfolios managed by the Company continued to grow steadily and reached TL 4.7 billion as of year-end 2012.

* Information on Akbank AG and Akbank Dubai Limited, the overseas subsidiaries of Akbank, can be found on page 44 of this report.

SUBSIDIARIES*

Established in 2006 and growing rapidly, Akbank's Discretionary Portfolio Management business line reached TL 1.9 billion in assets under management as of year-end 2012 and became the market leader in this segment with a 29.6% market share.

In its asset management processes, the Company pursues an investment strategy that focuses on liquidity and asset diversification while prioritizing risk management based on predefined rules.

AKAssetManagement continued to be the pioneer in many segments of the asset management market with its performance and innovative product design. AKAssetManagement has established itself as the sector leader with the gold and precious metals investment fund, BRIC countries mutual fund, capital protected investment funds, composite commodity fund basket mutual fund and the Akbank Franklin Templeton umbrella fund investing in different regions of the globe as well as the Corporate Bond Fund that launched in 2012. All are issued by Akbank and managed by AKAssetManagement.

For the second straight year, AKAssetManagement was honored with the "Best Investment Management" in Turkey award from World Finance. As a result, the Company left its rivals far behind in terms of risk management, investment processes, new product development and sustainable performance criteria that it implements at international standards.

AKLEASE

AKLease, a 99.99%-owned subsidiary of Akbank and the deep-rooted institution of the leasing industry, has provided creative and quick leasing solutions to SME, commercial and corporate segment customers since 1988.

AKLease continued to execute its strategy of long-term, sustainable, profitable and healthy growth without sacrificing asset quality during 2012. The Company reaped the benefits of its strategy by ranking among the leaders in terms of profitability and asset quality among other companies in its category.

In 2012, the Company continued its uninterrupted streak of steady growth in nominal business volume and market share that it has been maintaining since 2005. AKLease's net leasing receivables, the most important performance indicator of this industry, surged 39% compared to year-end 2011 to reach TL 2.1 billion in 2012. The Company gained 2.2 percentage points of market share from its competitors.

AKLease came one more step closer to excellence in technology and customer services as a result of the IT overhaul projects implemented in 2012. Consequently, the Company registered 100% increase in the number contracts signed in 2012 compared to the previous year.

In August 2012, the international rating agency Fitch Ratings affirmed AKLease's long-term Turkish lira and long-term foreign currency ratings as BBB-, an investment-grade rating, and its long-term national rating as AAA, the highest rating possible. In December 2012, Fitch Ratings raised AKLease's long-term foreign currency rating by one notch, from BBB- to BBB.

Issuing the longest-dated bond in the leasing industry in 2012, AKLease inked major financing agreements to be used in energy efficiency and renewable energy fields as part of its environmental and social policy.

In response to the new leasing law enacted toward the end of 2012, AKLease aims to unveil brand new leasing products such as "Boomerang Leasing" that it launched for the "Sell and Lease Back" transactions which is expected to broaden the horizons of investors and expand the market in Turkey in the years ahead. Leaning on the strength and energy of its ethical, sharing, initiative-taking, experienced and specialized human capital, the Company is committed to introduce more innovations to the industry and to extend its resources that are blended with capital markets products not widely used in the sector to its customers uninterruptedly.

Akbank Art Center was established in 1993 in order to brand the innovative and visionary identity Akbank pursues in art. Assuming a pioneering role in the development of contemporary art in Turkey and in its delivery to every segment of the society, Akbank Art Center always conducts its activities with the "Where change never stops" approach.

The 22nd Akbank Jazz Festival brought world-renowned jazz musicians together with jazz enthusiasts between October 3 and October 21, 2012. Organized under the theme of "The City in the State of Jazz", the Festival offered a total of 63 concerts in 10 different provinces and featured more than 300 musicians. The "JAmZZ Akbank Jazz Festival Young Talents Competition", organized as part of the Festival for the second time this year, drew heavy interest from all corners of Turkey. The competition gave young amateur talents the opportunity to be a part of the Festival and take stage together with professional musicians for a jam session. Jazz on Campus, one of the most significant events of the 22nd Akbank Jazz Festival, took the festival to 14 universities in Istanbul and nine other provinces between October 8 and October 18. Jazz at the High Schools Workshops, one of the new features of the 22nd Akbank Jazz Festival were held free of charge in eight high schools between October 8 and October 16.

The Eighth Akbank Short Film Festival - a prominent platform for short films in Turkey that strives to support new ideas and contributes to short film culture - was held between March 19 and March 29 2012. Registering high attendance rates both from Turkey and abroad, the festival provided film lovers with 10 days of cutting-edge competition films and international films from other festivals, workshops and talks.

The national competition section of the festival, which received applications from 557 films, admitted 20 fiction and 10 documentary films for a total of 30 films. In addition, short films in the Non-Competitive, International Short Films, Special Screenings, Animated Short Films, and Experiences categories were screened as part of the Festival. Including the 78 films admitted to the non-competition screening categories, a total of 108 Turkish and foreign films were presented to the audiences during the festival. As part of the Eighth Akbank Short Film Festival at the Universities event, two award-winning short films from the festival were screened at 40 venues in 19 provinces.

During 2012, the following exhibitions were organized at the Akbank Art Gallery: Michael Snow, Solo Snow-Works of Michael Snow; group exhibition, Aftermath; Maureen Connor, Contradictions; Allan Sekula, Disassembled Movies; Magdalena Abakanowicz, The Human Adventure. Group exhibitions held at Akbank Art Gallery brought Turkish and foreign artists together on a common platform. Supporting theoretical and practical aspects of contemporary art and creating an intellectual platform to debate modern art, the Contemporary Art Studio hosted workshops on cinema, photography, philosophy, art history, literature and contemporary art. Additionally, "Creative Drama", "Sarkis' Watercolor in Water", "Toy Sculpturing", "Lino Printing", "Ezo Sunal Jazz with Kids" and "Mobiles" workshops were organized for children. Activities held in the Multi-Purpose Hall brought together many Turkish and international artists with art enthusiasts during events entitled "Piano Days", "Guitar Days" and "Jazz Days". Concerts were performed and authors, poets and critics from literary and art circles participated in panels and seminars.

Akbank Art Center's Dance Atelier registered many international achievements, organized workshops with internationally-acclaimed choreographers and dance instructors and continued dance lessons for children and adults during 2012.

Breaking new ground as part of its 40th anniversary in 2012, Akbank Children's Theatre staged the musical version of Shrek - the popular Oscar-winning animated movie - for children with the performance of Turkish actors and actresses in Turkish for the first time. Following the Istanbul Gala for special guests and Akbank employees, the Shrek Musical staged a free-of-charge Anatolia tour in Van. After two performances in this province, 4,054 children met Shrek at a total of seven performances in Gaziantep, Adana, Kayseri, Ankara and Bursa. Including the performances in Istanbul, Shrek was staged for a total audience of 7,247.

At Contemporary Istanbul 2012, held under the sponsorship of Akbank Private Banking, Akbank Art Center organized the exhibition of The Human Adventure by Magdalena Abakanowicz, widely considered as one of the most important sculptors of the century.



OUR CHIEF EXECUTIVE OFFICER HAKAN BİNBAŞGİL,
ONE OF OUR VOLUNTEERS WHO TAUGHT
BASIC FINANCIAL CONCEPTS TO 3,500 CHILDREN
AS PART OF THE “**AKBANK VOLUNTEERS TEACH
BANKING AND SAVING**” PROJECT



MANAGEMENT AND CORPORATE GOVERNANCE PRACTICES

BOARD OF DIRECTORS

SUZAN SABANCI DİNÇER CBE

Chairman and Executive Board Member

Ms. Suzan Sabancı Dinçer CBE began her career in banking in 1986 and joined Akbank in 1989. Ms. Sabancı Dinçer was appointed Senior Vice President of the Akbank Treasury Department in 1989, promoted to Executive Vice President in charge of Treasury in 1994, appointed to the Board of Directors as Executive Board Member in charge of Treasury and International Relations in 1997 and as Executive Board Member in charge of all matters of the Board of Directors in 2000. Suzan Sabancı Dinçer was elected Chairman of the Board of Directors on March 28, 2008. Ms. Sabancı Dinçer is a member of the Institute of International Finance Board of Directors and Emerging Markets Advisory Board, the National Bank of Kuwait's International Advisory Board, Blackstone's International Advisory Board and Harvard University's Global Advisory Council. Ms. Sabancı Dinçer founded Akbank's International Advisory Board, a platform to discuss and evaluate global and local economic developments and their strategic implications for Turkey. She also sits on the Chatham House Panel of Senior Advisers. She is the Chairperson of the Turkish-British Business Council of Foreign Economic Relations Board of Turkey (DEİK). In 2012, Her Majesty Queen Elizabeth II awarded Ms. Suzan Sabancı Dinçer the title of "Commander of the Most Excellent Order of the British Empire (CBE)" in recognition of her proactive and influential contributions to the development of Turkey-UK relations. Ms. Sabancı Dinçer is on the Board of Directors of the Global Relations Forum, the Forum Istanbul Honorary Advisory Board and a TÜSİAD (Turkish Industry and Business Association) member. She is also the Luxembourg Honorary Consul in Istanbul. Ms. Sabancı Dinçer is a member of the Board of Trustees of Sabancı University, as well as a founding member and board member of Endeavor Turkey and of the Advisory Board of Akbank Sanat. Suzan Sabancı Dinçer holds a BA in Finance from Richmond College in the UK and an MBA from Boston University in the USA.

EROL SABANCI

Honorary Chairman and Consultant to the Board - Board Member

Having served as a member of the Akbank Board of Directors since 1967, for a decade beginning from March 1998, Erol Sabancı served as the Chairman of the Board of Directors. Elected Honorary Chairman and Consultant to the Board on March 28, 2008, Erol Sabancı also serves as Vice Chairman of the Board of Directors of Sabancı Holding.

HAYRİ ÇULHACI

Vice Chairman and Executive Board Member

Hayri Çulhacı was elected as Vice Chairman on July 18, 2010 and was appointed Chairman of the Audit Committee and Executive Risk Committee on January 17, 2011. Having joined Akbank as an Executive Vice President in 1990, Çulhacı was consecutively appointed as Executive Vice President in charge of Corporate Communications, Investor Relations and Strategy; as Advisor to the Chairman; and as Executive Board Member. Prior to joining Akbank, Hayri Çulhacı worked as Financial Analyst and Department Head in the Ministry of Finance. Çulhacı holds a BA degree in Economics from Ankara University, Faculty of Political Sciences and an MBA degree from Northeastern University in the USA. Hayri Çulhacı is a member of the Board of Trustees of Sabancı Foundation and a

member of the Board of Trustees of Sabancı University, a Board Member of Aksigorta A.Ş., and AvivaSA A.Ş.

ÖZEN GÖKSEL

Executive Board Member

Özen Göksel started working at Akbank in 1964 as an Assistant Internal Auditor and after serving in various positions, was appointed as Executive Vice President in 1981. From 1994 until November 2000, Özen Göksel served as a member of Akbank's Board of Directors and as CEO of the Bank. Özen Göksel served as Executive Board Member from November 2000 until October 2007, and then served as a Board Member of Akbank. He is the Executive Board Member in charge of Credits since December 15, 2011. Özen Göksel is a graduate of the Faculty of Economics at Istanbul University.

HAMİD BİGLARI

Board Member

After serving in various executive positions at Citigroup since December 2000, Dr. Hamid Biglari retired in February 2013 as the Vice Chairman of Citicorp, the strategic operating arm of Citigroup. During this period, as Head of the Emerging Markets Division, Dr. Biglari was responsible for prioritization, resource allocation and portfolio optimization globally across emerging market countries, working closely with Citi's regional CEOs.

Dr. Biglari also managed Citigroup's intellectual content generation, including its various research departments, and served as Chairman of the Business Development Committee, the body that oversees the company's institutional client activities.

Dr. Biglari previously served as Partner at McKinsey & Company. His experience base spans the entire spectrum of consumer and wholesale financial services. Prior, he was a theoretical research physicist at Princeton University's Plasma Physics Laboratory. He is a member of the Council on Foreign Relations, a member of the Board of Trustees of the Asia Society, and a board member of the US-China Business Council. In 2009, Dr. Biglari was awarded the Ellis Island Medal of Honor, given for outstanding contributions by immigrants to the United States.

Dr. Biglari holds a PhD in astrophysical sciences from Princeton University (USA).

HİKMET BAYAR

Board Member

Mr. Hikmet Bayar joined the Akbank Board of Directors after retiring from the Turkish Armed Forces in 1996. Having served in various command positions until his retirement, Mr. Bayar was Chief of the Turkish Land Forces between 1994 and 1996.

YAMAN TÖRÜNER

Board Member

Yaman Törüner became a member of the Board of Directors in March 1998. Having served as a Member of Parliament between 1995 and 1999, Yaman Törüner also served as a Minister of State in 1996. Between 1990 and 1994, Yaman Törüner served as the President of the Istanbul Stock Exchange and from 1972 until 1990 he worked in various administrative positions within the Central Bank of Turkey, also serving as the Governor of the Central Bank of

Turkey between February 1994 and January 1996. Yaman Törüner is an op-ed columnist in the Milliyet daily as well as a Member of the Board of Trustees of Istanbul Aydın University.

AYKUT DEMİRAY

Board Member

Aykut Demiray joined Akbank as a Member of the Board of Directors on March 1, 2012. Aykut Demiray began his career in 1979 at T. Isbank as an Assistant Internal Auditor and undertook various duties in several units and branches, finally serving as Deputy Chief Executive between 1998 and 2011. A graduate of the Business Administration Department of the Faculty of Administrative Sciences from Middle East Technical University, Aykut Demiray is a Member of the Board of Trustees at Istanbul Culture University

KAAN TERZİOĞLU

Board Member

Kaan Terzioğlu joined Akbank as a Member of the Board of Directors on April 3, 2012. Terzioğlu began his career at Arthur Andersen and Company in Istanbul as an auditor and financial consultant and moved into management consulting in Chicago and Brussels focusing on information technologies, information security and knowledge management from 1990 to 2000. Terzioğlu worked for Cisco Systems for the last 12 years holding various executive responsibilities and serving in numerous international positions. A member of TÜSİAD, Kaan Terzioğlu is a certified public accountant at the Istanbul Chamber of Certified Public Accountants and Sworn Financial Advisors. In addition, he is a member of the Board of Directors at Aksigorta A.Ş., Teknosa İç ve Dış Ticaret A.Ş. and

Neostratus. Kaan Terzioğlu is a graduate of Bosphorus University, Faculty of Business Administration, Department of Business Administration.

HAKAN BİNBAŞGİL

Board Member and CEO

Hakan Binbaşgil joined Akbank as the Executive Vice President in charge of Change Management in October 2002. He initiated the Bank's "Restructuring Programme" which has transformed Akbank into one of Turkey's most customer-focused, modern and innovative financial institutions. Hakan Binbaşgil was appointed Executive Vice President in charge of Retail Banking in November 2003, Deputy CEO in May 2008, and since January 2012 as Board Member and Chief Executive Officer of the Bank.

Prior to joining Akbank, Binbaşgil worked as a Management Consultant in the London and Istanbul offices of Accenture, and as Executive Vice President in a different private sector bank. Binbaşgil also served on the boards of directors of numerous companies domestically and abroad.

Currently, in addition to his position as CEO at Akbank, Binbaşgil is also the Chairman of Ak Asset Management, Ak Investment, AkLease, Akbank AG and Akbank (Dubai) Ltd.

After graduating from Robert College, Hakan Binbaşgil graduated from Bosphorus University, Faculty of Mechanical Engineering. Binbaşgil also holds MBA and MS degrees in Finance from Louisiana State University-Baton Rouge, USA.

STATUTORY AUDITORS

INTERNAL AUDITORS

EYÜP ENGİN

Head of Internal Audit

Mr. Eyüp Engin joined Akbank in 1978 as an Assistant Internal Auditor. Following his auditing assignment, he served as Department Head of Treasury, International Banking and Overseas Financial Institutions. Mr. Engin was appointed Executive Vice President in charge of International Banking in 1996. Subsequently, he served as Executive Vice President in charge of International Banking and Overseas Financial Institutions Marketing. Mr. Engin was appointed to his current position of Head of Internal Audit in July 2007. He is a graduate of Middle East Technical University, Faculty of Economics and Business Administration.

STATUTORY AUDITORS

NEDİM BOZFAKIOĞLU

Auditor

Mr. Nedim Bozfakioğlu serves as the General Secretary of Sabancı Holding A.Ş. as well as the CEO of Tursa, AEO and Exsa. Previously, he served as Vice President of Budget, Accounting and Consolidation at Sabancı Holding and held various positions at a number of Group companies. Mr. Bozfakioğlu is a graduate of Istanbul University, Faculty of Economics.

MEVLÜT AYDEMİR

Auditor

Having held various positions at H.Ö. Sabancı Holding since 1981, Mr. Mevlüt Aydemir served as Vice President of Financial Affairs and Financing of the Holding as well as member of the Board of Directors at various Group companies. He has been a member of the Board of Sabancı Holding since May 2010. Mr. Aydemir worked at the Ministry of Finance as a Tax Inspector prior to 1981. He is a graduate of Istanbul University, Faculty of Economics.

INTERNATIONAL ADVISORY BOARD

KEMAL DERViŞ

Chairperson

A member of the International Board of Overseers of Sabancı University and Advisor to the Istanbul Policy Center of Sabancı University, Mr. Kemal Derviş also conducts research in the fields of global economics and global development as Vice President at the Brookings Institution. From 1996 to 2001, he was a Vice President at the World Bank, where he served for 22 years; subsequently, he was the Executive Head of the United Nations Development Programme (UNDP) from August 2005 until March 2009. Mr. Derviş served as the Minister of the Economy between 2001 and 2002 and prepared the restructuring program after the Turkish financial crisis in February 2001. He earned bachelor's and master's degrees in economics from the London School of Economics (UK) and later completed his PhD in economics at Princeton University (US).

JOSEF ACKERMANN

Member

Mr. Josef Ackermann has been the Chairman of the Board of Directors of Zurich Insurance Group since March 2012. Prior to assuming the Chairman position, he served as Vice-Chairman at Zurich for two years. After obtaining his doctorate in 1977, Mr. Ackermann joined Schweizerische Kreditanstalt (SKA). In 1990, he was appointed to the Board of Directors of SKA, becoming its Chairman in 1993. Subsequently, in 1996, Mr. Ackermann joined the Management Board of Deutsche Bank AG. In 2002, he became the Spokesman of the Management Board and Chairman of the Group Executive Committee; between February 2006 and May 2012 he was the Chairman of the Management Board.

Mr. Ackermann is a member of the Supervisory Board of Siemens AG, Germany (Second Deputy Chairman) and a member of the Board of Directors both of Royal Dutch Shell, the Netherlands and Investor AB, Sweden; additionally, he is Vice-Chairman of the Board of Directors of Belenos Clean Power Holding Ltd, Biel. He also plays an active role in the World Economic Forum (Co-Chairman of the Foundation Board); the St. Gallen Foundation for International Studies (Chairman); the Foundation Lindau Nobelprizewinners Meetings at Lake Constance (Honorary Senate Member); and the Metropolitan Opera New York (Advisory Director).

In 2007, Mr. Ackermann accepted an appointment as visiting professor in finance at the London School of Economics. In July 2008, he was appointed Honorary Professor at Frankfurt's Johann Wolfgang Goethe University. Furthermore, he is an Honorary Fellow of London Business School and holds an Honorary Doctorate from the Democritus University of Thrace in Greece.

Mr. Ackermann studied economics and social sciences at the University of St. Gallen and received his PhD in 1977.

SIR WINFRIED BISCHOFF

Member

After serving as Chairman of the Board of Directors of Citigroup from December 2007 until February 2009, Sir Winfried Bischoff has been the Chairman of the Board of Directors of Lloyds Banking Group since September 2009. Following his tenure at Schroders Group as an executive, he was appointed Chairman of the Board of Directors of Schroders in May 1995. With the acquisition of Schroders' Investment Banking division by Citigroup, Sir Winfried Bischoff became the Chairman of the Board of Directors of Citigroup Europe in April 2000. He served as a member of the Akbank Board of Directors from January 2007 until February 2008. Sir Winfried Bischoff is currently a member of the Board of Directors of Eli Lilly and McGraw-Hill in the United States and Prudential in the United Kingdom; he is also Chairman of the Board of Directors of the UK Career Academy Foundation. He continues to serve as the Chairman of the European Advisory Board of Citigroup Inc. Sir Winfried Bischoff entered the Honor List and was knighted in 2000 for his contributions to the banking industry.

GAO JIAN

Member

Member of the CPC China Development Bank Committee and Vice Governor of China Development Bank since July 2003, Mr. Gao Jian obtained a doctorate in finance from the Institute of Financial Sciences of the Ministry of Finance of China. Successively, he held the posts of Vice Director of the Department of Laws and Regulations, Vice Director of the Department of State Debt Administration, Director of the Department of State Debt Administration and Director of the Department of Laws and Regulations of the Ministry of Finance between September 1990 and October 1998. Mr. Jian assumed the post of Chief Economist, Director General of Treasury Department and concurrently served as Chief Representative of the Hong Kong Office of China Development Bank in October 1998. Subsequently, he was appointed member of the CPC China Development Bank Committee, Assistant to the Governor and concurrently Director General of the Treasury Department and Chief Representative of the Hong Kong Office of China Development Bank in April 2001.

MICHAEL KLEIN

Member

Mr. Michael Klein is the Managing Partner of M. Klein and Company, LLC, a leading independent financial and strategic advisor to companies, investors and governments. Mr. Klein was previously the Chairman of Citi's Institutional Clients Group and Vice Chairman of Citi, Inc. In that capacity, he was responsible for managing the bank's relationships with leading companies, investment funds and governments in more than 100 countries. Prior to that time, Mr. Klein held a number of positions at Citigroup and Salomon Smith Barney including Head of Investment Banking. He led the efforts to build Citigroup's European businesses including the acquisition of the investment bank Schroder's PLC; in addition, he was the founder of the firm's efforts in advising and raising funds for private equity and other alternative investment firms.

Mr. Klein is a member of various boards including: the Board of The Dow Chemical Company Agrosociences, IHS Inc., the Peterson Institute for International Economics, the American Academy of Berlin, Mount Sinai Medical Center and the Harvard Belfer Center. He is also an inaugural member of the United Nations World Food Programme Investment Advisory Board.

Mr. Klein has served as a guest lecturer at Columbia University, Harvard University, London School of Business, St. Petersburg University and with various educational programs arranged by the US government, including at the Federal Reserve and the Securities and Exchange Commission.

LUBNA OLAYAN

Member

Ms. Lubna Olayan is the Deputy Chairman and Chief Executive Officer of the Olayan Financing Company, a subsidiary of the Olayan Group, which operates in Saudi Arabia and the Middle East. Ms. Olayan is also a member of the Board of Directors of Saudi Hollandi Bank, a publicly listed company in Saudi Arabia, and has been a member of the Board of Directors of WPP since March 2005. She is a member of the International Advisory Board of the Council on Foreign Relations, a member of the Board of Directors of INSEAD and serves on the Board of Trustees of Cornell University and King Abdullah University of Science and Technology (KAUST). In October 2006, Ms. Olayan joined the International Advisory Board of Rolls Royce.

JEAN PISANI-FERRY

Member

Jean Pisani-Ferry has been the Director of the Brussels European and Global Economic Laboratory (BRUEGEL) Institute since January 2005. He is also a professor of economics at Université Paris-Dauphine. Mr. Pisani-Ferry joined the European Commission in 1989 as Economic Adviser to the Director-General of the Directorate General for Economic and Financial Affairs of the European Commission (DG ECFIN). From 1992 to 1997, he served as the Director of CEPII, the main French research center in international economics. In 1997, Mr. Pisani-Ferry became the Chief Economist to the French Minister of Finance and was later appointed Executive President of the French Prime Minister's Council of Economic Analysis from 2001 to 2002. Subsequently, from 2002 until 2004, he was Senior Adviser to the Director of the French Treasury.

Mr. Pisani-Ferry has held teaching positions with various universities including Ecole Polytechnique in Paris and Université Libre de Bruxelles. From 2006 to 2007, he was president of the French Economic Association. He is a member of the Council of Economic Analysis, an independent advisory body reporting to the French Prime Minister.

Born in 1951, Mr. Pisani-Ferry was initially trained as an engineer and also holds a master's degree in mathematics. Additionally, he holds an advanced degree in economics from the Centre D'études des Programmes Économiques (CEPE, Paris).

RODRIGO DE RATO

Member

Chairman of Caja Madrid since January 2010, Mr. Rodrigo Rato served as the Managing Director of the International Monetary Fund between 2004 and 2007. Previously, he had been Vice-President for Economic Affairs and Finance Minister for the Spanish government, from 1996 until 2004. During his tenure as Finance Minister, he represented Spain at meetings of the IMF, World Bank, European Bank for Reconstruction and Development and European Investment Bank. He holds a law degree from the Universidad Complutense in Madrid, an MBA from the University of California, and a doctorate in economics from Universidad Complutense.

LORD NICHOLAS STERN

Member

Former Chief Economist of the World Bank and a former government Economic Advisor in the United Kingdom, Lord Nicholas Stern taught at Oxford University between 1970 and 1977, at the University of Warwick from 1978 to 1987 and at the London School of Economics between 1986 and 1993. From 1994 until 1999, Lord Stern served as the Chief Economist and Special Counselor to the President of the European Bank for Reconstruction and Development (EBRD) and between 2000 and 2003 as the Chief Economist of the World Bank. In 2003, Lord Stern became the Head of the Government Economic Service in the United Kingdom; with the publication of the "The Economics of Climate Change: The Stern Review" in 2006, he gained widespread acclaim as one of the world's leading experts on climate change.

In June 2004, Lord Stern was knighted for his contributions to the field of economics and introduced to the House of Lords in December 2007.

Since June 2007, Lord Stern has served as IG Patel Professor of Economics and Government at the London School of Economics; in addition, he has been Chairman of LSE's new Grantham Research Institute on Climate Change and the Environment since April 2008.

SUZAN SABANCI DİNÇER CBE

Member

HAYRİ ÇULHACI

Member

HAKAN BİNBAŞGİL

Member

EXECUTIVE MANAGEMENT



HAKAN BİNBAŞGİL (1)
Board Member and CEO

K. ATIL ÖZUS (6)
Executive Vice President-CFO

KERİM ROTA (11)
Executive Vice President-Treasury

ZEKİ TUNÇAY (2)
Executive Vice President-Credit Follow-
Up and Support Services

A. GALİP TÖZGE (7)
Executive Vice President-Consumer
Banking

KAAN GÜR (12)
Executive Vice President-
Commercial and SME Banking

SEVİLAY ÖZSÖZ (3)
Executive Vice President-Operations

TUNÇ AKYURT (8)
Executive Vice President-Strategy

ALPER HAKAN YÜKSEL (13)
Executive Vice President-
Corporate Banking

AHMET FUAT AYLA (4)
Executive Vice President-Credits

BADE SİPAHİOĞLU IŞIK (9)
Executive Vice President-
Human Resources

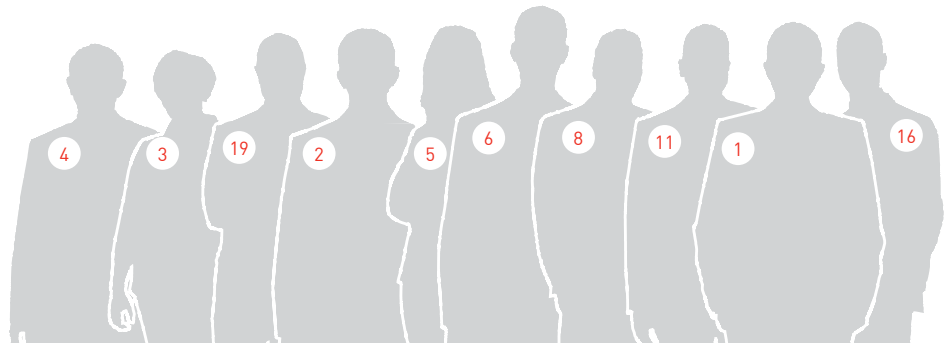
SALTİK GALATALI (14)
Executive Vice President-
Private Banking

HÜLYA KEFELİ (5)
Executive Vice President-
International Banking

MEHMET SİNDEL (10)
Executive Vice President-
Payment Systems

TURGUT GÜNEY (15)
Executive Vice President-Information
Technology

ORKUN OĞUZ (16)
Executive Vice President-
Direct Banking





SUBSIDIARIES

K. BANU ÖZCAN (17)

Akbank AG Chairman of the
Managing Board & CEO

ALP KELER (20)

AKAssetManagement General Manager

S. TUNCER MUTLUCAN (18)

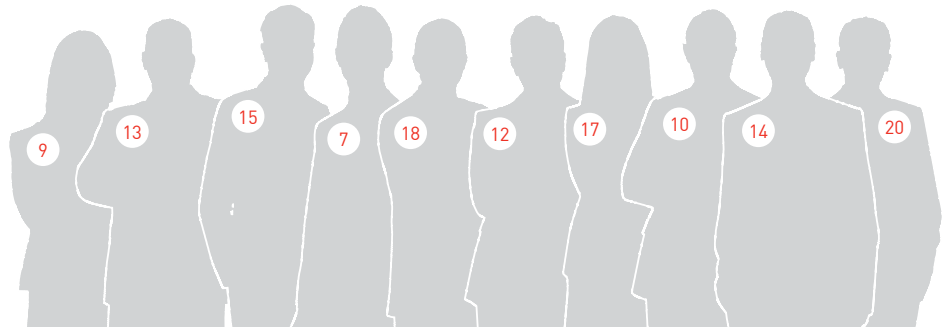
AKLease General Manager

CEM ATAÇ*

Akbank (Dubai) Ltd. General Manager

ATTİLA PENBEÇİ (19)

AKSecurities General Manager



*Not in the photograph.

EXECUTIVE MANAGEMENT

HAKAN BİNBAŞGİL

Board Member and CEO

Hakan Binbaşgil joined Akbank as the Executive Vice President in charge of Change Management in October 2002. He initiated the Bank's "Restructuring Programme" which has transformed Akbank into one of Turkey's most customer-focused, modern and innovative financial institutions. Hakan Binbaşgil was appointed Executive Vice President in charge of Retail Banking in November 2003, Deputy CEO in May 2008, and since January 2012 as Board Member and Chief Executive Officer of the Bank.

Prior to joining Akbank, Binbaşgil worked as a Management Consultant in the London and Istanbul offices of Accenture, and as Executive Vice President in a different private sector bank. Binbaşgil also served on the boards of directors of numerous companies domestically and abroad.

Currently, in addition to his position as CEO at Akbank, Binbaşgil is also the Chairman of Ak Asset Management, Ak Investment, AkLease, Akbank AG and Akbank (Dubai) Ltd.

After graduating from Robert College, Hakan Binbaşgil graduated from Bosphorus University, Faculty of Mechanical Engineering. Binbaşgil also holds MBA and MS degrees in Finance from Louisiana State University-Baton Rouge, USA.

ZEKİ TUNÇAY

Executive Vice President - Credit Follow-Up and Support Services

Having worked on the Board of Internal Auditors as Internal Auditor from 1980 until 1986, Mr. Zeki Tunçay subsequently served as Assistant Manager, Group Manager and Manager in Akbank's Human Resources Department; he was later appointed Executive Vice President in charge of Human Resources in 1994. A graduate of the Academy of Economics and Commercial Sciences, Department of Economics in Ankara, Mr. Tunçay currently serves as Executive Vice President in charge of Credit Follow-Up and Support Services.

SEVİLAY ÖZSÖZ

Executive Vice President - Operations

Ms. Sevilay Özsoz joined Akbank as an Advisor to the CEO in December 2001 and has served as Executive Vice President in charge of Operations since April 2002. Before joining Akbank, Ms. Özsoz held various senior management positions at private sector banks. She also represents Turkey on the Mastercard EPAC Committee. Ms. Özsoz is a graduate of Istanbul University, Faculty of Economics.

AHMET FUAT AYLA

Executive Vice President - Credits

Mr. Ahmet Fuat Ayla joined Akbank as Corporate Branch Manager in 2002, became Senior Vice President in charge of Corporate and Commercial Credits Approval Unit in 2005 and was appointed Executive Vice President in charge of Corporate and Commercial Credits Approval in 2007. Mr. Ayla currently serves as Executive Vice President in charge of the Approval of Consumer, Corporate, Commercial and SME Loans. Before joining Akbank, he held various senior management positions at different private sector banks. Mr. Ayla is a graduate of Middle East Technical University, Faculty of Economics and Administrative Sciences, Department of Business Administration.

HÜLYA KEFELİ

Executive Vice President - International Banking

Ms. Hülya Kefeli has held various positions in the Foreign Relations and International Banking Divisions of Akbank since 1983 prior to her appointment as Executive Vice President in charge of International Banking in 2007. Ms. Kefeli is also a member of the Board of Directors of Akbank (Dubai) Limited and AKLease. In addition, she is a member of the Executive Board of the Foreign Economic Relations Board (DEİK), China and UK Business Councils. After attending Robert College, Ms. Kefeli graduated from Istanbul Technical University, Faculty of Business Administration and Engineering.

K. ATIL ÖZUS

Executive Vice President - CFO

Mr. K. Atıl Özus joined Akbank in November 2000 as Vice President of Financial Control and Risk Management, and later became Senior Vice President. In December 2007, he was appointed Executive Vice President (CFO) in charge of Financial Coordination. Before joining Akbank, Mr. Özus served as Audit Manager at Ernst & Young. A graduate of Boğaziçi University, Department of Business Administration, Mr. Özus is a board member of all of Akbank's subsidiaries.

A. GALİP TÖZGE

Executive Vice President - Consumer Banking

Mr. A. Galip Tözge joined Akbank in September 2002 as Senior Vice President in charge of Retail Banking Distribution Channels and was appointed Executive Vice President in December 2007. Before joining Akbank, Mr. Tözge served as Executive Vice President at a different private sector bank. A graduate of Marmara University, Department of Business Administration, he holds an MBA degree from the University of Missouri (USA).

TUNÇ AKYURT

Executive Vice President - Strategy

Mr. Tunç Akyurt has served as Akbank's Executive Vice President in charge of Strategy, CRM, Product & Channel Development, Economic Research and Bancassurance since February 2010. A graduate of Boğaziçi University, Industrial Engineering Department, Mr. Akyurt also holds a master's degree in management systems engineering from Virginia Tech University (USA). Before joining Akbank, he worked at various financial institutions locally and abroad and at McKinsey & Company in Turkey where he held various senior management positions.

BADE SİPAHİOĞLU IŞIK
Executive Vice President -
Human Resources

Ms. Bade Sipahioğlu Işık joined Akbank in 2001 as Human Resources Planning Vice President. After serving as Human Resources and Organization Senior Vice President, she was appointed Executive Vice President in charge of Human Resources in September 2010. Prior to joining Akbank, Ms. Işık held various human resources related positions at InterTech, Humanitas and other private sector banks. A graduate of Marmara University, Department of Public Relations, Ms. Işık has a master's degree in business management and corporate social development from Institut Des Etudes Politiques in Paris.

MEHMET SİNDEL
Executive Vice President -
Payment Systems

Mr. Mehmet Sindel joined Akbank in November 2010 as Executive Vice President in charge of Payment Systems. Prior to joining Akbank, he held various senior management positions at different private sector banks. Mr. Sindel is a graduate of Boğaziçi University, Faculty of Business Administration.

KERİM ROTA
Executive Vice President - Treasury

Mr. Kerim Rota joined Akbank in November 2010 as Executive Vice President in charge of Treasury. Before joining Akbank, Mr. Rota served as Executive Vice President at various different private sector banks. He is a graduate of Gazi University, Faculty of Engineering. He also holds an MBA from Bilgi University.

KAAN GÜR
Executive Vice President -
Commercial and SME Banking

Mr. Kaan Gür joined Akbank as Executive Vice President in charge of Commercial and SME Banking on January 2011. Prior to joining Akbank, he held various senior management positions at different private sector banks. A graduate of Gazi University, Department of Banking and Insurance, Mr. Gür is also a member of the Foreign Economic Relations Board (DEİK) and the Turkish Industrialists' and Businessmen's Association (TÜSİAD).

ALPER HAKAN YÜKSEL
Executive Vice President -
Corporate Banking

Mr. Alper Hakan Yüksel joined Akbank in March 2011 as Executive Vice President in charge of Corporate Banking. Prior to joining Akbank, he held various senior management positions at different financial institutions locally and abroad. Mr. Yüksel holds a BS in industrial engineering from Middle East Technical University.

SALTIK GALATALI
Executive Vice President - Private Banking

Mr. Saltık Galatalı joined Akbank in November 2009 as Senior Vice President in charge of Private Banking Investment and Strategy; he was appointed Executive Vice President in charge of Private Banking in July 2011. Mr. Galatalı began his professional career at the Istanbul Stock Exchange; before joining Akbank, he held various senior management positions at different financial institutions. A graduate of Istanbul University, Department of Economics, Mr. Galatalı holds an MBA degree in investment management and banking from Adelphi University (USA).

TURGUT GÜNEY
Executive Vice President - Information
Technology

Mr. Turgut Güney joined Akbank in October 2011 as Executive Vice President in charge of Information Technology. Prior to joining Akbank, Mr. Güney served as Senior Advisor at Computer Task Group and Oracle Consulting in the US and held various senior management positions at different banks locally. He is a graduate of Hacettepe University, Department of Computer Engineering and holds a master's degree from Southern Illinois University (USA), College of Engineering, Department of Computer Science.

ORKUN OĞUZ
Executive Vice President - Direct Banking

Mr. Orkun Oğuz joined Akbank as Executive Vice President in charge of Direct Banking in January 2013. Mr. Oğuz began his professional career as a Marketing Analyst at FedEx in the United States. Subsequently, he held the position of Managing Partner at Peppers & Rogers Group for many years, prior to serving as Chief Executive Officer first of the EMEA region and finally of the US office; there, he provided consultancy on banking and financial services. Mr. Oğuz is a graduate of Boğaziçi University, Department of Mechanical Engineering and holds an MBA degree in management from the University of Georgia (USA).

SUBSIDIARIES

K. BANU ÖZCAN

Akbank AG, Chairman of the Managing Board and General Manager

K. Banu Özcan was appointed General Manager of Akbank N.V. in September 2001. Following the merger of Akbank N.V. and Akbank AG, she was appointed the Chairman of the Managing Board and General Manager of Akbank AG as of June 2012. Prior to joining Akbank, Ms. Özcan held various positions at BNP-AK-Dresdner Bank A.Ş. and other overseas financial institutions. A graduate of Ludwig-Maximilians University, Department of Business Administration, K. Banu Özcan also serves as Member of the Akbank AG Audit Committee.

S. TUNCER MUTLUCAN

AKLease, General Manager

S. Tuncer Mutlucan was appointed General Manager of Ak Finansal Kiralama A.Ş. ("AKLease") in August 2010. Prior to joining AKLease, Mr. Mutlucan served in a number of capacities at a different private bank. In addition, he also served as General Manager and Executive Committee Member of the Netherlands-based Akbank N.V. Mr. Mutlucan is a graduate of Boğaziçi University, Department of Civil Engineering.

ATTİLA PENBEÇİ

AKSecurities, General Manager

Attila Penbeci joined AKSecurities in 2003 as Department Manager in order to establish the International Institutional Sales and Trading Department. He was promoted to Executive Vice President in 2008 and was appointed General Manager in 2009. Prior to joining AKSecurities, Mr. Penbeci served in the International Capital Markets (ICM) departments of various banks and brokerage houses. Attila Penbeci graduated with honors from Queen's University in Ontario, Canada and holds an MBA degree from McGill University in Quebec.

ALP KELER

AKAssetManagement, General Manager

Dr. Alp Keler joined AKAssetManagement as General Manager in 2011. Prior to joining AKAssetManagement, Dr. Keler held senior executive posts at various financial institutions.

A graduate of Middle East Technical University, Department of Civil Engineering, he holds an MBA degree from Bilkent University, an MA in Economics Law from Galatasaray University and PhD in banking from Marmara University.

CEM ATAÇ

Akbank (Dubai) Ltd., General Manager

Cem Ataç joined Akbank Group in 2009 and was appointed General Manager and Member of the Board of Directors of the Dubai office following its establishment. Prior to joining Akbank, Mr. Ataç held various senior executive posts and served as General Manager at various overseas banks. After graduating from Galatasaray High School, Cem Ataç received his undergraduate and master's degrees from the Sorbonne University, Department of Business Management as well as a master's degree in Economic Policy and Planning from Northeastern University in Boston, USA.

Changes in the Organizational Structure during the Year:

Orkun Oğuz joined Akbank as Executive Vice President in charge of Direct Banking on January 2, 2013.

The Bank's Board of Directors elected Hamid Biglari as a Member of Akbank's Board of Directors to fill the seat vacated by the resignation of Akbank Board member William J. Mills in September 2012.

The Bank's Board of Directors elected M. Kaan Terzioğlu as a Member of Akbank's Board of Directors to fill the seat vacated by the resignation of Akbank Board member Bülent Adanır in April 2012.

The Bank's Board of Directors elected Aziz Aykut Demiray as a Member of Akbank's Board of Directors in March 2012. S. Hakan Binbaşgil was appointed as the Bank's Chief Executive Officer in January 2012.

BOARD OF DIRECTORS COMMITTEES

BOARD OF DIRECTORS COMMITTEES

The Committee evaluates matters such as financial data, profitability of the business lines, the Bank's market position and new business developments. The schedule and agenda of the Committee's meetings are determined on an annual basis.

Suzan Sabancı Dinçer, Chairman (Chairman and Executive Board Member)
Hayri Çulhacı, Member (Vice Chairman and Executive Board Member)
Özen Göksel, Member (Executive Board Member)
Hakan Binbaşgil, Member (Board Member and CEO)

AUDIT COMMITTEE

On behalf of the Board of Directors, the Audit Committee is tasked and authorized to:

- Ensure the effectiveness and adequacy of the internal control, risk management and internal audit systems,
- Oversee the functioning of the internal control, risk management, internal audit, accounting and reporting systems in compliance with related legislation as well as the integrity of the resulting information,
- Conduct the initial assessment to assist the Board of Directors in selecting independent auditors and regularly monitor the activities of the independent auditors selected by the Board of Directors,
- Ensure that the internal audit activities of companies that are subject to consolidated audit under the Banking Law are conducted on a consolidated basis and facilitate their coordination,
- Notify the Board of Directors of issues that may undermine the sustainability and credibility of the Bank's business and/or may lead to breach of legislation and internal regulations of the Bank.

The Audit Committee receives regular reports from all units created under the internal control, internal audit and risk management systems as well as from independent auditors regarding the execution of their respective duties. It is incumbent on the Committee to notify the Board of Directors of issues that may undermine the sustainability and credibility of the Bank's business and/or lead to breach of legislation and internal regulations of the Bank. The Bank's subsidiaries have also formed audit committees. Akbank's Audit Committee monitors the operations and activities of the subsidiaries' audit committees. Unless excused, all Committee members attend the meetings. The Audit Committee members do not have a set term of office. The Audit Committee convenes at least four times each year.

Hayri Çulhacı, Chairman (Vice Chairman and Executive Board Member)

Yaman Törüner, Member (Board Member)

Background Information of Executives in Charge of Internal Systems Units

Hayri Çulhacı, Board Member in charge of Internal Systems responsible for Internal Audit System, Internal Control and Compliance System and Risk Management System. Please see page 56 of the Annual Report for Hayri Çulhacı's background information.

Eyüp Engin, Head of Internal Audit

Please see page 57 of the Annual Report for Eyüp Engin's background information.

Yaşar Bozyürük, Head of Internal Control Compliance

Joining Akbank in 1989 as an Assistant Internal Auditor, Yaşar Bozyürük was appointed Assistant Head of Internal Audit in 1995 and promoted to Head of Internal Control and Compliance in 2005. He is a graduate of Ankara University, Faculty of Political Science.

Şebnem Muratoğlu, Senior Vice President of Risk Management

Şebnem Muratoğlu joined Akbank in 1995 as an Assistant Specialist in the Treasury Business Unit. Appointed Manager of Risk Management in 2003, she was promoted to Senior Vice President of Risk Management in 2006. A graduate of University of Kent, Department of Economics in the UK, Şebnem Muratoğlu has an MA in Finance from Macquarie University in Australia.

CREDIT COMMITTEE

Pursuant to the banking legislation, Akbank has a Credit Committee comprised of three members of the Board of Directors in charge of the Bank's lending processes. The Credit Committee is the ultimate executive body to ratify lending decisions, assessing loan proposals that are cleared by the Head Office in terms of their compliance with legislation, banking principles and objectives and lending policies of the Bank. Unless excused, all Committee members attend the meetings. The Credit Committee convenes on an as-needed basis.

Özen Göksel, Chairman (Executive Board Member)

Suzan Sabancı Dinçer, Member (Chairman and Executive Board Member)

Hakan Binbaşgil, Member (Board Member and CEO)

BOARD OF DIRECTORS COMMITTEES

An Appraisal Subcommittee was instituted at the Head Office level to support the Credit Committee and to conduct an initial assessment of loan applications submitted by branches.

The aim of the Appraisal Subcommittee is to perform initial screening in accordance with the approval criteria of the Credit Committee, thereby increasing efficiency and speed of the procedure while acting as a bridge between the branches and the Credit Committee to provide closer supervision and clearer direction for the branches.

APPRAISAL SUBCOMMITTEE

Ahmet Fuat Ayla, Member (Executive Vice President-Credits)

Kaan Gür, Member (Executive Vice President-Commercial and SME Banking)

Alper Hakan Yüksel, Member (Executive Vice President-Corporate Banking)

EXECUTIVE RISK COMMITTEE (ERC)

The Executive Risk Committee is responsible for developing risk policies, determining appropriate methods for measurement and management of risks, setting commensurate risk limits and monitoring their performance. All risk policies formulated are documented in writing and incorporated with the overall long-term strategy of the Bank.

Unless excused, all Committee members attend the meetings. The Committee convenes at least four times each year.

Hayri Çulhacı, Chairman (Vice Chairman and Executive Board Member)

Suzan Sabancı Dinçer, Member (Chairman and Executive Board Member)

Özen Göksel, Member (Executive Board Member)

Hakan Binbaşgil, Member (Board Member and CEO)

CORPORATE GOVERNANCE COMMITTEE

The Corporate Governance Committee is responsible for attaining, overseeing and communicating the Bank's compliance with the Corporate Governance Principles; overseeing the activities of the Investor Relations and Sustainability Department; creating a transparent system in the areas of identification, evaluation and training of suitable candidates for the Board of Directors; and devising policies and strategies in this matter. The members of the Remuneration Committee are responsible for overseeing, supervising and reporting the remuneration practices on behalf of the Board of Directors. The Committee convenes twice a year. Unless excused, all Committee members attend the meetings.

Hayri Çulhacı, Chairman (Vice Chairman and Executive Board Member): Independent Member

Suzan Sabancı Dinçer, Member (Chairman and Executive Board Member): Executive Member

Yaman Törüner, Member (Board Member): Independent Member

Members of the Remuneration Committee:

Hayri Çulhacı: Independent Member

Yaman Törüner: Independent Member

ASSET-LIABILITY COMMITTEE (ALCO)

The Asset-Liability Committee (ALCO) is a subcommittee presided by the CEO. Responsible for daily liquidity and cash management, ALCO meets twice a week to take up developments in the economy and in the markets. In addition, development of investment, pricing and funding strategies as well as taking decisions regarding daily liquidity management are also among the ALCO's responsibilities. Unless excused, all Committee members attend the meetings.

Hakan Binbaşgil, Chairman (CEO)

Atıl Özus, Member (Executive Vice President-CFO)

Galip Tözge, Member (Executive Vice President-Consumer Banking)

Kerim Rota, Member (Executive Vice President-Treasury)

Kaan Gür, Member (Executive Vice President-Commercial and SME Banking)

Alper Hakan Yüksel, Member (Executive Vice President-Corporate Banking)

Şebnem Muratoğlu, Member (Senior Vice President-Risk Management)

SUMMARY REPORT OF THE BOARD OF DIRECTORS

Akbank had a successful performance in 2012 in terms of growth, profitability and market share gains. In 2012, Akbank's consolidated pre-tax profit reached TL 3,877 million while consolidated net profit increased to TL 3,005 million. Akbank's return on equity increased to 15.1% and return on assets actualized as 2.0% in 2012.

In 2012, Akbank's total consolidated assets reached TL 163.5 billion with a 16.8% annual increase, while lending surged by 24.2% to TL 92.4 billion and deposits rose 12.3% during the year to reach TL 90.7 billion.

Thanks to its effective risk management policies, Akbank's non-performing loan ratio stands at an extremely low level of 1.2%, significantly below the sector average of 2.8%.

With its capital adequacy ratio of hovering at a lofty 17.9%, Akbank stood over the recommended ratio of 12% in the Turkish banking industry.

Efficiency benchmarks gain an even greater importance in low-inflation environments. One of the most efficient banks in the industry, Akbank's operating costs to total assets ratio came in at 2.0% in 2012.

The Bank's objective is to be the permanent leader in every segment of the banking industry. As a result of its successful work, Akbank registered lending growth above the industry average in 2012 and continued to gain market share. Akbank will continue to undertake initiatives and investments in the period ahead in an attempt to further enhance this successful performance, grow efficiently, and create value for all of its stakeholders.

We would like to thank our employees as well as our shareholders and social stakeholders for their contributions and support.

Respectfully yours,

Akbank Board of Directors

HUMAN RESOURCES, BENEFITS PROVIDED TO THE BOARD OF DIRECTORS AND EXECUTIVES

Innovative and highly-skilled human capital focused on constant self-improvement is the most valuable asset and a strategic partner for the sustainable growth vision of Akbank, one of the leading and pioneering institutions of the banking industry.

The management objective is to recruit, retain and develop talent on the way to permanent leadership.

To this end, Akbank's Human Resources Policy consists of: Formulating human resources strategies compatible with the Bank's mission and goals; constantly improving its employees with innovations brought about by globalization in accordance with the needs of the sector and the evolving market, technology and customer expectations; steering the organizational structure, functioning and human capital.

Within this scope, the major components of the roadmap are:

- Providing opportunities to support professional and personal development and implementing related practices,
- Constantly improving business conduct,
- Participatory career planning,
- Goal and competence-based, transparent and fair performance management,
- A rewarding mechanism that incentivizes and encourages superior performance,
- Effective communication based on corporate values and culture.

When managing its human capital, the architect of the Bank's past accomplishments as well as the pillar of its future achievements, Akbank's philosophy is to provide equal opportunities to its employees in all processes, evaluating them fairly and transparency.

Akbank provides its employees who are committed to improving themselves constantly with support and equipment via various applications, an effective communication structure and a wide variety of training choices. Success in these subjects reinforces Akbank's standing among the companies which skilled and confident employees want to work for most.

APPRECIATING AND REWARDING SUPERIOR PERFORMANCE

Akbank accomplishes its corporate goals by growing alongside its highly-competent and skilled employees who make Akbank what it is. The Bank supports the performance of its employees with new applications and advanced systems that will make their professional lives easier and increase their productivity.

As part of the Bank's performance evaluation system which allows for the observation of the contribution of each employee to the Bank's success and encourages open communication between the employee and his/her supervisor, corporate goals are translated into personal goals and thus every employee works to achieve a common objective.

Akbank employs a Performance Management System based on concrete and measurable goals. Compensation and rewards within the Performance Management System, which is free from subjective elements and facilitate measurement/evaluation based on individual goals and competencies, provide periodic input into career development and training applications.

HAPPY EMPLOYEE: GUARANTEE FOR SUCCESS

A key factor in maintaining the motivation and performance of employees at a high level is the presence of a desirable work environment and corporate culture.

Seeing effective communication as one of the most important tools for success, Akbank conducts an "Employee Satisfaction Survey" each year for all employees in an attempt to make them feel valued and to constantly regenerate itself.

Through this survey, Akbank elicits feedback on professional life, processes and functioning with the suggestion, loyalty and motivation breakdown and focuses on areas for improvement.

Akbank meticulously evaluates employee feedback in order to accurately identify employee expectations and to find a middle ground between these expectations and how much of those the Bank can meet.

The Employee Satisfaction Survey is conducted by an independent research company on the basis of confidentiality and analyzed by the Human Resources Department; improvements and developments are made in accordance with the results.

Acknowledging the relationship between happy employees and high performance, Akbank believes in the importance of the value employee satisfaction creates and thus in the importance of enhancing employee loyalty and is increasing its investments toward this goal by the day.

A CULTURE THAT VALUES CREATIVITY

Akbank's human resources practices aim to create and spread a corporate culture that values ethical principles, team spirit, sharing, participation and creativity.

Elements of creativity are implemented by way of innovation teams comprised of employees, reinforced through various training applications and supported via platforms conducive to open communication.

A CONSTANTLY IMPROVING AND LEARNING ORGANIZATION

With its human resources applications, Akbank creates a suitable environment for employees to improve themselves according to their potentials and preferences and plans various tasks and responsibilities that they can assume within the organization.

Akbank's training programs consist of new employee, career, certification program, executive development and corporate performance training applications. The competence levels of Akbank employees are improved via classroom-based training as well as distance learning methods (e-learning and video conference) and on-the-job practical training applications that support their personal and professional development. Employees can reach the "Akbank Development Center," an online channel where all e-learning training applications are made available to employees, without any time or location limitations, and pursue their professional and personal development from their homes or offices 24 hours a day, seven days a week.

Training needs are served via in-house resources where the "internal trainer team" comprised of highly experienced employees share their experiences in their respective specialization areas while contributing to a productive development process.

Every employee who is constantly improving himself/herself make horizontal or vertical career moves at Akbank, where career paths are defined transparently for each job.

As of December 31, 2012, the average number of professional training days per employee was 11.68 as a result of Akbank's heavy investment in this area.

ETHICAL VALUES

Ethical values, which consist of the indispensable values of corporate culture and governance, are also the foundations of the respect that Akbank currently enjoys in the banking industry and within society in general. The Bank's main objective is to safeguard and further enhance this respectability while sustaining stability and confidence in the sector.

Akbank takes utmost care to ensure that employees internalize the ethical values, which are presented through the Bank's internal communication channels and training programs, and behave in accordance with this awareness. In addition, an "Ethics Line" that operates under the confidentiality principle on a 24/7 basis was established to enable employees to raise their concerns about issues that they believe cannot be resolved within their departments, or for certain reasons prefer not to share with their colleagues/department managers.

REPRESENTATIVES OF THE AKBANK BRAND: AKBANK EMPLOYEES

As of December 31, 2012, Akbank has 16,315 employees, including security personnel. The Bank's staff consists of 52% women and 48% men.

HUMAN RESOURCES, BENEFITS PROVIDED TO THE BOARD OF DIRECTORS AND EXECUTIVES

Excluding security personnel, 93.8% of the Bank's employees are university graduates. The average age of the staff is 32.7 while the average job tenure stands at 6.9 years.

Monetary benefits and other administrative relationships for Akbank employees who are members of the Banking and Insurance Workers Labor Union (Banksis) are set by collective bargaining agreements made between the Bank and the unionized employees. The benefits of the non-unionized employees are determined by the Bank.

PERFORMANCE-BASED BONUS PAYMENTS AND INCENTIVE COMPENSATION

The performance bonus system helps Akbank increase the efficacy of its personnel in accomplishing corporate goals, ensuring the continuity of their performance, emphasizing individual performance, differentiating successful employees and rewarding employees who create value for the organization.

During performance evaluation meetings, employees review their performance results for the previous year with respect to their goals with their supervisors on a one-on-one basis and accomplishments as well as areas for improvement are identified.

In 2012, Akbank provisioned TL 87.1 million for employee performance bonus payments.

Financial Benefits Provided to Members of the Board of Directors and Executives:

As of December 31, 2012, Akbank paid TL 26 million on a consolidated basis to the executive management of the Group.

AKBANK STAFF PENSION FUND TRUST

Akbank Staff Pension Fund Trust has focused its activities concerning the current (employed) and retired members on the provision of healthcare services in 2012.

The highlights of the operations in 2012 are as follows:

- Total assets of the Trust have reached TL 989.9 million.
- The number of retired members with allocated pensions rose to 11,728.
- TL 185.7 million was paid out to pensioners, the disabled, widows and orphans.
- Healthcare assistance increased from TL 83.8 million in 2011 to TL 89.1 million in 2012.

OTHER INFORMATION ON COMPANY'S OPERATIONS

There are no major pending lawsuits against the Company that may impact the financial position or operations of the Company.

No administrative or judicial sanctions were imposed on the Bank for breach of legislation.

No administrative or judicial sanctions were imposed on the Members of the Board of Directors for breach of legislation.

Donations and charitable contributions made during the year are reported to the General Assembly as a separate agenda item. In addition, the Bank spent TL 8.9 million as part of its social responsibility projects in 2012.

NUMBER OF BRANCH EMPLOYEES

	2005	2006	2007	2008	2009	2010	2011	2012
Total	6,972	7,606	8,103	9,088	8,653	8,817	8,969	9,604

OUTSOURCED SERVICES

Within the framework of the Regulation on Bank Procurement of Support Services, Akbank procured support services in the areas of security, courier delivery, call center, marketing, operational services and information services from the firms listed in the table below.

In addition to the firms listed in the table, Akbank received support service from 511 auto dealers for car loan marketing activities.

Support Service Provider	Activity Area of Support Service Procured
ISS Tesis Yönetimi Hizmetleri A.Ş.	Archiving service
Sestek Ses ve İletişim Bilgisayar Teknolojileri San. Tic. A.Ş.	
CMC İletişim Bilg. Reklam ve Danışmanlık Hizm. San. Tic. A.Ş.	Call Center Service
ATOS Bilişim Danışmanlık ve Müşteri Hizmetleri San. Tic. A.Ş.	
ISS Proser Koruma ve Güvenlik A.Ş.	Security Service
E-Kart Elektronik Kart Sistemleri San. ve Tic. A.Ş. ve Bimsa Uluslararası İş, Bilgi ve Yönetim Sistemleri A.Ş.	Card Production and Card Personalization Services
Plastikkart Akıllı Kart İletişim Sistemleri San. ve Tic. A.Ş.	
Aktif İleti ve Kurye Hizmetleri A.Ş.	Courier Services
Kurye Net Motorlu Kuryecilik ve Dağıtım Hizmetleri A.Ş.	
Ericsson Telekomünikasyon A.Ş.	Mobile Banking
Venüs Telekomünikasyon A.Ş.	
IBM Global Services İş ve Teknoloji Hizmetleri Tic. Ltd. Şti.	Disaster Recovery Center Support Service
Secur Verdi Güvenlik Hizmetleri A.Ş.	Armored Securities, Cash Transportation Services
Teknosar Bilgisayar Teknik Hizmetler Sanayi ve Dış Tic. A.Ş.	Shared POS Field Service
Eksen Pazarlama ve Satış Dan. A.Ş.	
Konut Kredisi Com Tr Danışmanlık A.Ş.	
Pharos Strateji Danışmanlık Ltd. Şti.	Marketing
Bilkay Bilgi Kayıt ve Org. Tic. Ltd. Şti.	
GMG Bilgi Teknolojileri Ltd. Şti.	
Akıllı Sistemler Bilişim Teknoloji Danışmanlık Hizmetleri İthalat İhracat San. Tic. Ltd. Şti.	
Aksis Bilgisayar Hiz. Danışmanlık A.Ş.	
Algorithmics Trademarks LLC & Algorithmics Software LLC	
Asseco See Teknoloji A.Ş.	Software, Software Maintenance/ Troubleshooting, Patching and Product Development Services
Bilge Adam Bilgisayar ve Eğitim Hizmetleri San. Tic. A.Ş.	
Bilişim Bilgisayar Hizmeti Ltd. Şti. (Banksoft)	
Bimsa Uluslararası İş, Bilgi ve Yönetim Sistemleri A.Ş.	
DTP Bilgi İşlem ve İletişim Tic. Ltd. Şti.	
Eastern Networks Çöz. Tic. A.Ş.	
EGA Elektronik Güvenlik Altyapı A.Ş.	

OUTSOURCED SERVICES

Support Service Provider	Activity Area of Support Service Procured
Eretim Bilgisayar Hizmetleri ve Dan. Ltd. Şti.	Software, Software Maintenance/ Troubleshooting, Patching and Product Development Services
Foreks Bilgi İletişim Hizmetleri A.Ş.	
Geneks International Yazılım ve İletişim Teknolojileri Ltd. Şti.	
Infina Yazılım A.Ş.	
Ingenico Ödeme Sistem Çözümleri A.Ş.	
Intelart Bilgi Sistemleri Ltd. Şti.	
Kartek Kart ve Bilişim Teknolojileri Tic. Ltd. Şti.	
Key Internet Hizmetleri Bilgisayar Yazılım, Donanım, Mühendislik, Müşavirlik San. ve Tic. Ltd. Şti.	
Koç Sistem Bilgi ve İletişim Hizmetleri A.Ş.	
GG SOFT Yazılım Hizm. Tic. Ltd. Şti.	
Spark Bilgi İşlem Sistemleri San. ve Tic. A.Ş	
Logo Elektronik Ticaret Hizmetleri A.Ş.	
Logo Yazılım Sanayi ve Tic. A.Ş.	
Matriks Bilgi Dağıtım Hizmetleri A.Ş.	
Mirsis Bilgi Teknolojileri Ltd. Şti.	
Misys PLC	
NCR Bilişim Sistemleri Ltd. Şti.	
Novosoft Yazılım Teknolojiler Bilişim Sanayi ve Tic. A.Ş.	
Onuss Ortak Nokta Uluslararası Haberleşme Sistem Servis Bilgisayar Yazılım Dan. ve Dış Tic. Ltd. Şti.	
Oracle Bilgisayar Sistemleri Ltd. Şti.	
Fonoklık İletişim Hizmetleri ve Tic. A.Ş.	
Prozek Bilişim Çözümleri Ltd. Şti.	
Smartiks Bilgi Teknolojisi A.Ş.	
Uzman Bilişim Danışmanlık A.Ş.	
Verifone Elektronik ve Danışmanlık Ltd. Şti.	
V.R.P. Veri Raporlama Programlama Bilişim Yazılım ve Danışmanlık Hizmetleri Tic. A.Ş.	
Zenn Bilişim Teknolojileri San. ve Tic. Ltd. Şti.	

RELATED PARTY TRANSACTIONS

Pursuant to the Banking Law, related-party transactions of the Bank cover all arms-length banking transactions in the scope of ordinary bank-customer relationship under the prevailing market conditions. Detailed disclosures on these dealings can be found in Note VII of Section 5 in the publicly-announced Unconsolidated Financial Statements, Notes to these Financial Statements and Independent Auditor's Report, prepared as of December 31, 2012. In addition, the aforementioned information can also be found in Note VII of Section 5 in the Consolidated Financial Statements, Notes to these Financial Statements and Independent Auditor's Report.

DECLARATION OF COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES

1. Declaration of Compliance with Corporate Governance Principles

Corporate governance, transparency and commitment to ethical values have always been a top priority for Akbank.

Akbank's pioneering firsts in corporate governance include:

- First bank to disclose its dividend policy (2003).
- First bank to state its Corporate Governance Principles in its Annual Report (2003).
- First bank to publish its Corporate Governance Principles on its website (2004).
- First bank to buy back its founders' shares (2005).
- First Turkish bank to be a signatory to the United Nations Global Compact (2007).
- First bank to publish its Global Compact Report (2010).
- Pioneer in its support of the launch of the Carbon Disclosure Project (CDP) in Turkey (2010).
- First deposit bank to publish a sustainability report in accordance with Global Reporting Initiative (GRI) standards (2010).
- First and only Turkish company included in the Global 500 Report of the Carbon Disclosure Project (2010).

The core corporate governance principles that regulate the relationships between Akbank's management, shareholders, employees and third parties (i.e. customers, legal authorities, suppliers, and all types of individuals and institutions which the Bank does business with) are stipulated below.

Integrity

The Bank remains committed to the principle of integrity in its activities, operations and relationships with all of its stakeholders and other parties.

Credibility

Aware that customer confidence lies at the heart of banking, Akbank provides customers and all other stakeholders with clear, comprehensible and accurate information and offers timely and comprehensive services in line with the promises made by the Bank.

Non-discrimination

Akbank refrains from harboring prejudice against stakeholders based on gender, behavior, opinion or ethnic origin and does not discriminate against anyone under any condition or circumstance.

Compliance

Akbank abides by all laws, regulations and standards.

Transparency

Except for the information deemed commercial secret, the Bank informs customers and the public at large thoroughly, accurately and promptly.

Pursuing Public Interest and Respect for the Environment

In all of its activities, practices and investments, Akbank acts to safeguard its image, interest and profitability as well as public interest, development of the banking industry, sustainability and the continuation of confidence in the sector while complying with laws and regulations related to the environment, consumer rights and public health.

The correspondence dated October 19, 2012 sent by the Capital Markets Board of Turkey to the Banks Association of Turkey stipulates that the amendments to articles of associations and board of directors organization that need to be implemented by the banks to comply with the Corporate Governance Principles may be completed at the first General Assembly meeting to convene, but no later than June 30, 2013. Pursuant to this correspondence, the amendments to the articles of associations and the board of directors organization required for compliance with the Corporate Governance Principles will begin to be implemented in the form that they are ratified at the Ordinary General Assembly Meeting to be held on March 28, 2013.

SECTION I-SHAREHOLDERS

2. Investor Relations Division

Akbank management strives to be in transparent and close communication with shareholders. To attain this goal, Akbank management has embraced the principle of equal treatment of all shareholders. The primary objective is to make Akbank shares an attractive and predictable investment vehicle for both existing shareholders and potential investors.

An Investor Relations Group was established in 1996 to manage and reinforce the Bank's relations with shareholders. This Group provides responses to all inquiries that are not about the Bank's commercial secrets based on the principle of equality, and works to maintain constant communication between management and the shareholders. In addition, Akbank has established a Financial Accounting and Shareholder Transactions Division to facilitate shareholder engagement and execution of shareholder rights.

Financial Accounting and Shareholder Transactions Division

hissedarislemleri@akbank.com

Telephone: +90 (212) 385 54 45 +90 (212) 385 54 77

+90 (212) 385 54 04

Osman Sezginer, Vice President

osman.sezginer@akbank.com

Ertan Büyüksaatçı, Manager

ertan.buyuksaatci@akbank.com

Biröl Dursun, Manager

birol.dursun@akbank.com

DECLARATION OF COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES

Investor Relations and Sustainability Department

investor.relations@akbank.com

Telephone: +90 (212) 385 51 13 +90 (212) 385 51 08

A. Cenk Göksan, Senior Vice President

cenk.goksan@akbank.com

Arbil Akın, Vice President

arbil.oztozlu@akbank.com

Ayşe Aldırmaz, Manager

ayse.aldirmaz@akbank.com

Burak Berki, Manager

burak.berki@akbank.com

Kemal Burak Songül

burak.songul@akbank.com

Cenk Türker, Sustainability Manager

cenk.turker@akbank.com

The primary duties of the Financial Accounting and Shareholder Transactions Division include:

- Ensuring compliance of the General Assembly meeting with the legislation in force, Articles of Association and other internal company regulations;
- Performing capital increase transactions;
- Facilitating exercise of bonus share rights related to capital increases;
- Conducting dividend payment transactions;
- Providing timely responses to inquiries from branches and shareholders related to Company shares;
- Ensuring that necessary amendments are made to the Articles of Association in compliance with relevant legislation.

The primary duties of the Investors Relations and Sustainability Department include:

- Administering relationships with current and potential institutional investors and credit rating agencies;
- Establishing communication between the Board of Directors and shareholders, responding to the questions of shareholders, and reporting shareholder opinions to the Board of Directors on a regular basis;
- Announcing developments related to Akbank and the Bank's periodic financial statements to shareholders in a timely fashion and keeping the investor relations section of the Akbank website up-to-date;
- Preparing introductory presentations about the Bank, posting these on the website, and participating in investor meetings and conferences in Turkey and abroad;
- Undertaking initiatives to improve the Bank's Corporate Governance and Corporate Social Responsibility practices.

The Investors Relations and Sustainability Department is responsible for conveying the performance and strategies of the Bank to current and potential investors in the most accurate and transparent manner. In addition, the Department plays an active role in safeguarding shareholding rights and facilitating their exercise, particularly the right to obtain and examine information.

The Investor Relations and Sustainability Department joined the Executive Management team in participating in 26 domestic and overseas investor conferences in 2012; during the year, meetings with approximately 300 international investment funds and four rating agencies were held. In addition, the Department responded to more than 500 inquiries from investors and analysts via telephone and e-mail.

3. Exercise of Shareholders' Right to Information

Information requests received from institutional investors and shareholders verbally or in writing are addressed by the Financial Accounting and Shareholder Transactions Division and the Investor Relations and Sustainability Department that operate under the Financial Coordination business unit, and that report to the Chief Financial Officer.

All kinds of news that may have an impact on the exercise of shareholders' rights are regularly announced via the Public Disclosure Platform (www.kap.gov.tr) as material disclosures. In addition, issues that are considered to be significant are also translated into English and posted on the website.

Akbank maintains an investor relations website in Turkish and in English.

The addresses for access to the websites are:

<http://www.akbank.com/yatirimci-iliskileri/yatirimci-iliskileri.aspx>

for Turkish and

<http://www.akbank.com/investor-relations.aspx>
for English.

Since the Bank implements the provisions of the Turkish Commercial Code in relation to appointment of a special auditor, this issue has not been provided for in a separate article in the Articles of Association. There was no request for appointment of a special auditor during the period covered by this report.

4. General Assembly Meetings

During the reporting period (January 1, 2012-December 31, 2012), one Ordinary General Assembly meeting was held. The participation rate at the Ordinary General Assembly meeting was 80% and all stakeholders wishing to attend the meeting were able to do so. Invitation to the General Assembly meeting held during the period was published in the Turkish Commercial Registry Gazette and a national daily newspaper.

The invitation to the General Assembly meeting is published at least three weeks prior to the General Assembly meeting in the Turkish Commercial Registry Gazette, in a national daily newspaper, on the Bank's website, on the Public Disclosure Platform (www.kap.gov.tr), on the e-GOVERNANCE Corporate Governance and Investor Relations Portal (www.mkk.com.tr), and on the e-GEM Electronic General Assembly System (www.mkk.com.tr); and in accordance with the procedures

stipulated by law in order to reach as many shareholders as possible. The Annual Report is made available to shareholders three weeks prior to the General Assembly meeting on the Bank's website and at the Shareholder Relations Subdivision, as well as at the Bank's Ankara, Adana and Izmir commercial branches. In addition, the matters stipulated in Article 1.3.2 of the Capital Markets Board's Corporate Governance Principles are announced to the shareholders alongside the invitation to the General Assembly on the Bank website.

The agenda of the General Assembly is drafted so as not to provoke conflicting interpretations. Matters transmitted by shareholders to the Investor Relations and Sustainability Department in writing to be included in the agenda are taken into consideration by the Board of Directors. No motions were moved outside the agenda by shareholders during the reporting period.

Agenda items are presented in a clear and comprehensible manner at the General Assembly. Shareholders exercise their right to pose questions and all questions are answered unless they pertain to commercial secrets.

Members of the Board of Directors who are the subject matter experts on the agenda items, other relevant persons, officials who have a responsibility in the preparation of the financial statements, and the statutory auditors attend the General Assembly meeting to provide the necessary briefings and to address any questions.

Provisions of the Articles of Association provide for voting by proxy. Shareholders may cast their vote at General Assembly meetings either in person or through another person, whether a shareholder or not. Members of the media do not attend the Bank's General Assembly meetings.

General Assembly meetings are held at the Akbank Head Office building (Sabancı Center) in order to increase the participation of shareholders while ensuring their attendance at the lowest possible cost. Those eligible to attend the Bank's General Assembly meetings can also participate in these meetings and cast their votes through the electronic General Assembly system.

Donations and charitable contributions during the reporting period are made to various associations, foundations and organizations; their amounts are presented at the General Assembly as a separate agenda item.

General Assembly meeting resolutions are made available to shareholders on the Public Disclosure Platform (www.kap.gov.tr), the e-GOVERNANCE Corporate Governance and Investor Relations Portal (www.mkk.com.tr), the e-GEM Electronic General Assembly System (www.mkk.com.tr), and on the Bank websites.

5. Voting Rights and Minority Rights

Akbank avoids practices that obstruct the exercise of voting rights and provides all shareholders with equal, easy and convenient voting opportunities. The Articles of Association do not provide for privileged voting rights. The Bank is not in a cross-shareholding relationship with any company. The cumulative voting method is not used at Akbank.

In addition, Akbank expends its best efforts to facilitate the exercise of minority rights in accordance with the regulations of the Turkish Commercial Code and the Capital Markets Board of Turkey.

6. Right to Dividend

There are no privileges in the sharing of the Bank's profit. The principles of Akbank's profit distribution are stated on the website, in Article 82 of the Bank's Articles of Association and in the Annual Report.

After setting aside 5% of the profit as legal reserve and an amount equal to 5% of the paid-in capital to shareholders as the first dividend, up to a maximum of 2% of the remaining profit is allocated equally to the Chairman and the members of the Board of Directors. The General Assembly is authorized to decide whether to distribute the remaining profit entirely or partially to shareholders or to set it aside as extraordinary reserve.

The dividend proposal is prepared in accordance with the provisions of the Turkish Commercial Code, the Banking Regulation and Supervision Agency of Turkey, Capital Markets Board of Turkey and the Bank's Articles of Association; the proposal is presented to the General Assembly for approval.

Akbank publicly announced its dividend distribution policy as "provided that no adverse conditions exist regarding domestic and/or global economic circumstances and that the Bank's capital adequacy ratio remains at the targeted level, distributing to its shareholders in cash or stock dividend up to 40% of the Bank's distributable profit."

During the reporting period, the Bank distributed TL 418 million to its shareholders as gross cash dividends.

7. Transfer of Shares

No provision exists in the Bank's Articles of Association that restricts transfer of shares.

SECTION II-PUBLIC DISCLOSURE AND TRANSPARENCY

8. Information Disclosure Policy

In accordance with the Capital Market Law and Corporate Governance Principles, the Information Disclosure Policy was formulated and approved by the Board of Directors and announced to the public on the Company website. The Board of

DECLARATION OF COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES

Directors has the authority and the responsibility to supervise, oversee and improve the public disclosure and information dissemination policy of Akbank.

The Bank has tasked the Financial Accounting and Shareholder Transactions Division and the Investor Relations and Sustainability Department, jointly serving as the Investor Relations Division under the Financial Coordination business unit and the Corporate Communications Department, to supervise and oversee all matters pertaining to public disclosures.

Persons responsible for administering the Information Disclosure Policy are:
Hakan Binbaşgil, Chief Executive Officer
Atıl Özus, Executive Vice President - Chief Financial Officer

Publicly announced information is made available on the "Public Disclosure Platform" (www.kap.gov.tr) and on the Bank's website in a prompt, accurate, complete, comprehensible, interpretable manner to the entire public in an easily accessible way at little cost so as to aid in the decision-making of persons and entities that will benefit from the announcement. In addition, Akbank also uses the "e-GOVERNANCE: Corporate Governance and Investor Relations Portal" of the Central Registry Agency of Turkey (MKK) to inform investors.

9. Company Website and Its Content

The Bank maintains a website in Turkish and in English.

The Turkish website can be reached at
<http://www.akbank.com>

and the English website can be reached at
http://www.akbank.com/index_en.html

Information on the website is presented in accordance with the provisions of relevant legislation and is kept up-to-date.

The website contains information stipulated in the Capital Markets Board's Corporate Governance Principles; accordingly, the main categories of information that can be found on the website include:

- Information about members of the Board of Directors and Executive Management
- Board of Directors Committees
- International Advisory Board
- Detailed information about the Bank's corporate identity
- Corporate Governance Principles Report
- Ethical Principles
- Commercial registry information
- Shareholder and management structure
- Up-to-date Articles of Association
- Material disclosures
- Annual Reports, periodic financial statements and reports

- Agendas and meeting minutes of General Assembly meetings
- List of attendees at the General Assembly
- Proxy voting forms
- Dividend distribution policy, history and capital increases
- Prospectuses and circulars
- Information Disclosure Policy
- Compensation Policy
- Policy of Compliance with Financial Crimes Investigation Board of Turkey (MASAK) regulations
- Frequently asked questions

Annual Reports and financial information for at least the last five years are available on the Bank website. The address of the Akbank website appears on the letterhead of the Bank.

10. Annual Report

The Annual Report is prepared in accordance with the principles stipulated in the relevant legislation in sufficient detail that allows the public at large to have complete and accurate information about the Bank's activities.

SECTION III-STAKEHOLDERS

11. Informing Stakeholders

Aware that one of the core principles of its corporate responsibility is ongoing dialogue with all its stakeholders, Akbank strives to establish regular, continuous and trust-based communications with its stakeholders by taking heed of their expectations and opinions. Akbank's website, material disclosures, Akbank branches, the Call Center, social media (e.g. Twitter, Facebook), other media, ad and public relations campaigns, the Annual Report and the Sustainability Report are the most important platforms used by the Bank to keep stakeholders informed.

In addition, two-way dialogue platform samples developed exclusively for each stakeholder group to elicit their feedback and to enter into dialogue with them are available in the Sustainability Report accessible at link below:

<http://www.akbank.com/hakkimizda/kurumsal-sosyal-sorumluluk/surdurulebilirlik-raporu.aspx>

Akbank's Ethical Principles document, which stipulates relationships with stakeholders by group type, is also posted on the Bank website.

Akbank shares with its employees all information pertaining to the Bank's activities in every area, including new product and service offerings, messages from the management, corporate goals and strategies, brand communications activities and business conduct. Sharing of this information with personnel takes place in a rapid and effective manner outside of a paper medium over the Bank's Corporate Portal.

Akbank established an "Ethics Line" to enable employees to raise their concerns about issues that they believe cannot be resolved within their business units, or for whatever reasons cannot be taken to their colleagues/business line managers. The dedicated phone line provides personnel with support and advice when necessary in such circumstances. All calls received by the Ethics Line are reported to the Board of Internal Auditors.

Transactions in breach of legislation or ethical rules reported by the stakeholders are in turn reported to the Internal Systems Officer via the Board of Internal Auditors, Internal Control and Compliance Center, and Risk Management Divisions. When necessary, the issues are elevated to the Audit Committee.

12. Participation of Stakeholders in Management

Akbank elicits the opinions of its stakeholders through an integrated platform via the channels of the Call Center, Bank branches, Contact Us Communication Form on the website, e-mail, facsimile and postal mail. Additionally, in accordance with the Bank's policy of ensuring customer satisfaction in every channel, customer expectations and demands expressed on complaint websites as well as on social media platforms such as Facebook and Twitter are also reviewed and assessed by the Bank.

Monitoring the level of customer satisfaction via periodic surveys and on social media channels on a regular basis, Akbank plans and rapidly implements actions in areas conducive to improvement based on the opinions and suggestions expressed by customers.

In addition, participation of employees in management is always encouraged and their innovative ideas for improving and expanding the Bank's business are forwarded to the related management functions via the suggestion system; there, suggestions are evaluated carefully and rewarded when deemed appropriate. In order to establish effective and efficient labor relations and foster team spirit, the Bank regularly engages in social responsibility activities that increase personnel communications and that facilitate teamwork.

13. Human Resources Policy

The Bank's objective is to attain results that make a difference with the strength of its human capital; deliver an excellent banking experience to Turkey; and create value for its shareholders.

To sustain the Bank's success in this regard, the mission of Akbank Human Resources is to provide direction for the organizational structure, operations, human resource and business strategies in accordance with the objectives of the Bank.

The human resources policy aims to optimize the competency and productivity of employees and ensure its full manifestation in the Bank's business results. In an effort to attain excellent

business results, the policy strives to create a working environment that inspires and motivates the Bank's employees, in a comfortable and professional atmosphere.

The key focal points of the Akbank human resource policy include recruiting the best candidates for the Bank and maintaining their loyalty; constantly improving the corporate culture and staff business conduct; and making effective and appropriate investments in human resources in line with the Bank's goals and strategies. In addition, the policy provides participatory career planning; goal and skills-based, transparent and fair performance management; and a rewarding mechanism that incentivizes and encourages superior performance.

The Bank's organizational structure, employee job descriptions and allocation of staff are announced to personnel and published on the Bank's Corporate Portal. Akbank has a transparent and flexible performance and rewarding system that is open to improvement and that emphasizes an objective evaluation framework. Performance and rewarding criteria are readily available to employees on the Bank's Human Resources Portal where each staff member has a dedicated, password-protected page.

Akbank conducts the "Employee Satisfaction Survey" for all personnel each year to elicit feedback on professional life, work processes and functions; to closely monitor satisfaction and the level of corporate loyalty; and to identify improvement areas. The Employee Satisfaction Survey is administered by an independent research company on a confidential basis and the results are analyzed by the Human Resources Department; the Bank implements improvements and other modifications based on the findings.

The Bank's Ethics Line operates 24/7 on a confidential basis and allows employees to raise their concerns about issues they believe cannot be resolved within their business units, or for whatever reasons cannot be taken to their colleagues/line managers.

Structured in accordance with the organizational model, needs and expectations of the Bank's business lines, the Human Resources Business Unit acts as the strategic partner of Akbank's other business units in all human resources issues and provides them support as needed.

The Banksis-Banks and Insurance Workers Labor Union also maintains relationships with employees. The monetary rights of employees covered under the collective labor agreements as well as other administrative matters between the Bank and personnel are governed by these agreements that are signed every two years between the Bank and the Union.

The Bank executes all of its business processes, and those related to human resources in particular, on the basis of the

DECLARATION OF COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES

principle of equality; as a result, Akbank does not discriminate based on race, religion, language or gender. When a complaint is received in regard to this issue, the Bank assesses the situation in accordance with the principles stipulated above.

14. Rules of Ethics and Social Responsibility

Akbank's principles, code of conduct and other aspects governing relationships with persons and institutions, both internal and external to the Bank, have been compiled and documented in writing as "Ethical Principles." The Bank's Ethical Principles are communicated to all staff members. This document can be accessed on both the Turkish and English website of the Bank (<http://www.akbank.com>).

Akbank's Ethical Principles aim to regulate the conduct and behavior of personnel at all levels as well as their relationships with individuals and institutions within or outside the Bank. Approved on September 26, 2003 by Resolution No. 8783 of the Board of Directors and updated based on the prevailing circumstances and trends in the business world, the Bank's ethical rules are expected to be observed by all employees at all levels and fully complied with during the course of performance of their duties. Naturally, employees shall act with due diligence in line with the basic rules and principles in any situation not covered in this document. Since conduct in breach of the ethical principles can impact the Bank's activities and integrity in the eyes of its stakeholders, employees can report any irregularity to their supervisors and/or to the Ethics Line should they encounter conduct or a transaction in breach of the ethical principles or should they have a suspicion in this regard. In addition, all notifications made to the Ethics Line are kept confidential and staff members do not face a sanction for their notification.

Akbank took a major step in the area of sustainability when it became a signatory to the United Nations Global Compact in 2007. As a result, the Bank also showed its ongoing commitment and support to the universal principles of human rights, working conditions, the environment and anti-corruption by becoming the first company in the Turkish banking industry to publish a Communication on Progress (COP) Report in 2009.

After publishing its Sustainability Report in accordance with Global Reporting Initiative (GRI) standards, a first among Turkish deposit banks in 2010, Akbank released its third Sustainability Report in 2012.

In addition, Akbank supported the launch of the Carbon Disclosure Project (CDP) in Turkey. The CDP is implemented in 60 countries and considered one of the world's most comprehensive and high profile environmental initiatives. Akbank also reports climate change management activities and the Company's environmental footprint to the CDP; the Bank is listed alongside the world's most reputable companies and organizations as a committed member of the Carbon Disclosure Project.

Akbank has also made major revisions to its internal business processes and policies by adding environmental and social factors to its ethical principles and its loan evaluation and procurement processes.

A signatory to the "Durban Communiqué" that was announced in South Africa this reporting year, Akbank once again demonstrated its commitment to social responsibility by calling for action to help prevent climate change.

In order to internalize sustainability initiatives and support the transition to sustainable business conduct, the Bank administered Sustainability Approach training to more than 12,000 employees over the last two years via classroom-based and e-learning courses.

Embracing the view that enlightenment of a country involves gaining diverse perspectives ranging from education to the arts, Akbank has worked diligently to shine a light to the future. Akbank will continue to contribute to society with the pioneering projects it undertakes in culture, the arts, education, youth, entrepreneurialism, savings and the environment.

SECTION IV-BOARD OF DIRECTORS

15. Structure and Composition of the Board of Directors

Akbank's Board of Directors governs and represents the Bank through the strategic decisions it makes with a rational and cautious risk management approach prioritizing the Bank's long-term interests by maintaining an optimal balance of risk, growth and return for the Bank.

Akbank's Board of Directors defines the Bank's strategic objectives, determines the human and financial resources the Bank will need, and oversees the management's performance. The Board of Directors supervises the compliance of the Bank's activities with applicable legislation and the Company's Articles of Association, internal regulations and policies.

The Board of Directors executes its activities in a transparent, accountable, fair and responsible manner. The Board of Directors plays an active role in maintaining effective communications between the Bank and its shareholders, and in obviating and resolving potential conflicts.

Section 3 of the Bank's Articles of Association stipulates the Bank's administrative structure and organization. This section states the duties and authorities of the members of the Board of Directors and executives. Within this framework, the duties, authorities and responsibilities of the Board of Directors are subject to the principles stipulated in the provisions of the Turkish Commercial Code and the Banking Law as well as the provisions of the Articles of Association.

The terms of the members of the Board of Directors who were elected in March 2010 will expire in 2013. All members of the

Board of Directors attend the Board's meetings unless they have an excuse.

Suzan Sabancı Dinçer, Chairman and Executive Board Member
Erol Sabancı, Honorary Chairman, Consultant to the Board and Board Member

Hayri Çulhacı, Vice Chairman and Executive Board Member
Özen Göksel, Executive Board Member

Hamid Biglari, Board Member

Hikmet Bayar, Board Member

Yaman Törüner, Board Member

Aykut Demiray, Board Member

Kaan Terzioğlu, Board Member

Hakan Binbaşgil, Board Member and CEO

Background information for the members of the Board of Directors is presented on page 56-57 of the Annual Report, on the Akbank website at the link below, and on the e-GOVERNANCE portal (www.mkk.com.tr).

<http://www.akbank.com/yatirimci-iliskileri/kurumsal-yonetim/yonetim-kurulu.aspx>

There are three executive and seven non-executive members on Akbank's Board of Directors. Suzan Sabancı Dinçer, Özen Göksel and Hakan Binbaşgil are executive Board members.

According to the Capital Markets Board's corporate governance principles, members of bank audit committees are considered independent members of the board of directors. Hayri Çulhacı and Yaman Törüner, the members of the Audit Committee, are independent Board members. Akbank has made the application to the Capital Markets Board for the member who is a candidate for the other independent Board member slot. This member will be announced to the public via the Ordinary General Assembly meeting agenda following the unqualified opinion of the Capital Markets Board. In addition, the member will be presented for the approval of the General Assembly as the independent Board member candidate at the Ordinary General Assembly meeting that will be held on March 28, 2013.

The respective authorities of the Chairman of the Board of Directors and the Chief Executive Officer have been clearly separated as stipulated in the Articles of Association.

The Bank's Articles of Association stipulate that members of the Board of Directors cannot undertake commercial transactions with the Bank in areas where the Bank is actively engaged either in person or by proxy, unless they have received the approval of the General Assembly. The provisions of Article 396 of the Turkish Commercial Code pertaining to the non-compete clause and the provisions of the Banking Law are reserved. The duties of the members of the Board of Directors outside of the Bank are announced on the Bank website as well as via disclosures made to the Public Disclosure Platform (KAP).

16. Operating Principles of the Board of Directors

A secretariat is present to inform and communicate with the members of the Board of Directors. The Board of Directors meets at least 12 times per year. Members of the Board of Directors make every effort to attend every meeting and to convey their opinions. The Chairman of the Board of Directors determines the agenda of the Board of Directors meetings in consultation with the other Board members and the Chief Executive Officer. Information and documents related to the matters on the meeting agenda are made available for the examination of the members of the Board of Directors sufficiently before the meeting by adhering to the principle of equal information flow.

Members of the Board of Directors may make motions to the Chairman of the Board to amend the agenda prior to the meeting. The opinions of a member who does not attend the meeting but who submits his or her opinions to the Board of Directors in writing are communicated to the other members.

The form and conduct of Board of Directors meetings are documented in writing as stipulated by internal company regulations. Agenda items are discussed openly and from every possible perspective at the Board of Directors meetings. The Chairman of the Board of Directors makes the best effort to ensure the active participation of non-executive members in Board meetings.

For a resolution to be passed by the Board of Directors, a quorum consisting of the presence of more than half the members of the Board of Directors is necessary. A simple majority of the members in attendance is sufficient to adopt resolutions. Deliberations of the Board of Directors are regularly recorded by a secretary to be selected either from among the members or from outside of the Board. The minutes of the meeting must be signed by the members present; should there be any dissenting votes regarding the resolution(s), the reason must be recorded in the minutes and signed by the dissenting member(s). The validity of the resolution(s) is predicated upon their being documented in writing and signed. The procedures pertaining to the recording of the minutes for resolutions are stipulated in Article 31 (quorum for the gathering and resolutions of the Board of Directors) and Article 32 (minutes of Board resolutions) of Section 3 (the administrative structure and organization of the Bank) of the Articles of Association.

No member of the Board of Directors has a right to a weighted vote and/or veto power. Each member is entitled to one vote.

Pursuant to the resolution of the Capital Markets Board, banks are obligated to approve the necessary changes at their earliest Ordinary General Assembly meetings until June 30, 2013 in order to comply with the Corporate Governance Principles. No

DECLARATION OF COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES

obligation arose during the reporting period for the Bank to obtain the approval of the majority of the independent Board members.

Pursuant to Article 32 of the Articles of Association, members of the Board of Directors cannot undertake commercial transactions with the Bank in areas where the Bank is actively engaged either in person or by proxy, unless they have received the approval of the General Assembly. The Bank implements the provisions of Article 396 of the Turkish Commercial Code pertaining to the non-compete clause and the provisions of the Banking Law. The members of the Board of Directors did not perform any transactions with the Bank outside this scope in 2012.

Pursuant to Article 32 of the Articles of Association, members of the Board of Directors may not participate in the discussion of matters concerning their personal benefit or the benefit of their relatives shown in Article 393 of the Turkish Commercial Code. In case such a matter becomes the subject of a Board discussion, the concerned member is required to inform the Board of his connection and have the same recorded in the minutes of that meeting, or, in the case of Article 390 paragraph 4, on the paper bearing the motion.

17. The Number, Structure and Independence of the Committees Established under the Board of Directors

The areas of activity and the members of the committees constituted within the Bank are determined by the Board of Directors; when finalized, they are announced to the public in the Bank's Annual Report and on the website.

The Board of Directors provides all resources and support that the committees need in order to execute their functions. Committees invite the executives that they deem necessary to their meetings and elicit their opinions; they resort to independent expert opinions in matters that they deem necessary within the course of their activities.

All activities of the committees are recorded and documented in writing. Committees meet as frequently as the effectiveness of their activities require in accordance with their operating principles. They submit reports about their activities and the outcomes of their meetings to the Board of Directors.

Executive Management Committee: Reviews financial data, profitability of the business lines, the Bank's market position, new business developments and the changes needed in risk management parameters. Timing and agenda of the Committee's meetings are determined annually.

Suzan Sabancı Dinçer, Chairman (Chairman and Executive Board Member): Executive Member

Hayri Çulhacı, Member (Vice Chairman and Executive Board Member): Independent Member

Özen Göksel, Member (Executive Board Member): Executive Member

Hakan Binbaşgil, Member (Board Member and CEO): Executive Member

Audit Committee: Assists the Board of Directors in its oversight and supervision functions; oversees the functioning and adequacy of the internal systems as well as the accounting and reporting systems. The Committee convenes at least four times a year.

Hayri Çulhacı, Chairman (Vice Chairman and Executive Board Member): Independent Member

Yaman Törüner, Member (Board Member): Independent Member

Corporate Governance Committee: Attains, oversees and communicates the Bank's compliance with the Corporate Governance Principles; oversees the activities of the Investor Relations and Sustainability Department; creates a transparent system in the areas of identification, evaluation and training of suitable candidates for the Board of Directors and devises policies and strategies related to this matter.

Remuneration Committee: Oversees, supervises and reports on the remuneration practices on behalf of the Board of Directors. The Committee convenes twice a year.

Hayri Çulhacı, Chairman (Vice Chairman and Executive Board Member): Independent Member

Suzan Sabancı Dinçer, Member (Chairman and Executive Board Member): Executive Member

Yaman Törüner, Member (Board Member): Independent Member

Members of the Remuneration Committee:

Hayri Çulhacı: Independent Member

Yaman Törüner: Independent Member

Credit Committee: The ultimate executive body to ratify lending decisions and assess loan proposals processed by the Head Office to ensure that they conform to applicable legislation, banking principles and the objectives of the Bank's lending policies. Committee members attend the meetings unless they have an excuse. The Credit Committee convenes as needed.

Özen Göksel, Chairman (Executive Board Member): Executive Member

Suzan Sabancı Dinçer, Member (Chairman and Executive Board Member): Executive Member

Hakan Binbaşgil, Member (Board Member and CEO): Executive Member

Executive Risk Committee (ERC): Develops risk policies, determines appropriate methods for measurement and

management of risks, sets commensurate risk limits and monitors their performance. All risk policies formulated are documented in writing and incorporated with the overall long-term strategy of the Bank. The Committee convenes at least four times a year.

Hayri Çulhacı, Chairman (Vice Chairman and Executive Board Member): Independent Member

Suzan Sabancı Dinçer, Member (Chairman and Executive Board Member): Executive Member

Özen Göksel, Member (Executive Board Member): Executive Member

Hakan Binbaşgil, Member (Board Member and CEO): Executive Member

Akbank also has an Asset-Liability Committee (ALCO) presided by the Chief Executive Officer. Responsible for daily liquidity and cash management, ALCO meets twice weekly to discuss economic and capital market developments. In addition, ALCO develops investment, pricing and funding strategies for the Bank. Committee members are presented on page 66 of the Annual Report.

18. Risk Management and Internal Control Mechanism

The Board of Directors is responsible for formulating the Bank's fundamental approach to risk, including risk management policies and principles, strategies and risk-taking levels as well as regularly reviewing these and making modifications when necessary. The Executive Risk Committee, a committee of the Board of Directors, devises the policies and procedures related to the identification, measurement, monitoring, reporting and control of risks.

These policies are reviewed and evaluated periodically at the meetings of the Executive Management Committee, Executive Risk Committee and Asset-Liability Committee.

The Chief Executive Officer ensures that the Bank's units operate in line with the risk management policies and strategies established by the Board of Directors. In addition, internal control and internal audit activities performed periodically also provide the necessary inspections for compliance with risk management policies and strategies.

The Risk Management Department, the Board of Internal Auditors and the Internal Control and Compliance Center report directly to the Board of Directors. The Audit Committee's Assessment Report is presented on page 88 of the Annual Report.

19. The Bank's Strategic Objectives

The Board of Directors has clearly and comprehensively formulated the vision, mission and short- and long-term strategic objectives of Akbank as presented in the Annual Report and on the Bank's website. The Articles of Association state that the duties and responsibilities of the Board of

Directors are subject to the principles stipulated in the provisions of the Turkish Commercial Code and the Banking Law as well as the provisions of the Articles of Association. The Articles of Association also obligate the Board of Directors to meet at least once a month and establish the circumstances thereof clearly. At its meetings, the Board of Directors monitors the Bank's progress in light of its strategic objectives and evaluates its performance.

The Board of Directors approves the annual budget of the Bank and its strategic plan. The Board of Directors closely monitors the budgeted and the actual figures, gathers information regarding deviations and follows up on its decisions. If there are significant deviations in macroeconomic indicators from those assumed in the budget, the budget is revised and resubmitted for approval to the Board of Directors. The Board of Directors monitors strategic objectives, budget targets and actuals on a daily, weekly or monthly basis depending on the nature of the issues under review. In addition to printed reports, the Board also has access to the Bank's financial statements, various financial and non-financial indicators by customer, branch and business unit or for the Bank as a whole through the Management Information System.

20. Financial Benefits

Article 37 of the Articles of Association states: "The General Assembly shall determine, under these Articles of Association, a monthly salary or attendance fee for members of the Board of Directors." In addition, Ordinary General Assembly meeting resolutions stipulate the portion of the Bank's profit to be distributed to the Chairman and the members of the Board of Directors. Executive members are also paid 12-monthly salaries and four bonus payments per year. The Board of Directors determines these salaries annually.

The Bank implements a compensation policy in accordance with the regulations of the Banking Regulation and Supervision Agency and the Capital Markets Board. The Bank's compensation policy has been documented in writing; it will be presented for the information of the shareholders as a separate agenda item at the Ordinary General Assembly meeting that will be held on March 28, 2013 and posted on the Bank's website. In addition, salaries paid and all other benefits provided to the members of the Board of Directors and senior executives are announced to the public via the Annual Report. The disclosure is made as a sum total for the Board of Directors and senior executives.

Akbank does not use stock options or payment plans based on the Company's performance in compensating the independent members of the Board of Directors.

Article 50 of the Banking Law limits the loans to be extended by Akbank to the Directors serving on the Board within a clear framework of restrictions. No loans are made to the members of the Board of Directors outside of this scope.



OUR DIRECT BANKING DIGITAL MEDIA & COMMUNITY MANAGEMENT MANAGER ASLI GÜLEN GÜNDÜZ, ONE OF OUR VOLUNTEERS WHO HANDED OUT “LADY BUG” SHAPED PIGGY BANKS TO **250,000** CHILDREN AS PART OF THE “**AKBANK VOLUNTEERS TEACH BANKING AND SAVING**” PROJECT



THOUSAND

SUMMARY RESULTS FOR 2012

Akbank maintained its leading position in the Turkish banking industry thanks to its robust balance sheet, transparent corporate governance approach and strong long-standing international relationships.

In 2012, Akbank's consolidated total assets grew 16.8% over the previous year to TL 163.5 billion. Over the same period, consolidated total cash loans surged 24.2% to TL 92.4 billion while total deposits increased 12.3% to approximately TL 90.7 billion. In 2012, Akbank's market share in loans increased from 10.1% to 10.9% while market share in deposits remained unchanged compared to previous year at 10.5%.

Akbank's overall loan book as of year-end 2012 is made up of 33% corporate loans, 30% SME loans and 37% consumer loans. Over the same period, consumer loans, excluding revolving credit card loans, were up 34% reaching TL 21 billion with a corresponding 1.5 percentage point increase in market share to 10.8%, while general purpose loans jumped 41% to TL 10.2 billion, mortgage loans climbed 31% to TL 9.8 billion and car loans rose 15% to TL 1 billion. In the same period the Bank's market share increased 1.8 percentage points to 10.2% in general purpose loans, 1.3 percentage points to 11.3% in mortgage loans, and 0.7 percentage points to 12.5% in car loans while Akbank's credit card lending surged 35% on the previous year to reach TL 12.8 billion in 2012.

Thanks to its uncompromising risk-oriented management approach, Akbank's non-performing loan ratio of 1.2% is significantly below the sector average of 2.8%. Akbank

is currently setting aside 200% provisioning against non-performing loans when general loan loss provisions are also taken into consideration.

By the end of 2012, the Bank reported consolidated net profit of TL 3,005 million (approximately US\$ 1,690 million) and unconsolidated net profit of TL 2,950 million (approximately US\$ 1,659 million).

Akbank's consolidated capital adequacy ratio calculated according to Basel II Standards, standing at 17.9%, is far above the 12% minimum threshold set by Turkish banking regulations.

Akbank's return on equity (ROE) increased from 14.3% to 15.1% in 2012 while the Bank reported return on assets (ROA) of 2% and a leverage ratio of 7.3%.

One of the most efficient banks in the industry, Akbank's operating costs to operating income ratio came in at 40.6%.

Akbank is focused on sustainable profitability and growth. The main factors supporting the Bank in this quest are sound shareholder structure, cautious and prudent management, customer-oriented growth approach, operational excellence and efficiency.

High capital adequacy ratio, low leverage ratio, high level of liquidity and an effective risk management policy are the Bank's major strengths and support Akbank's sustainable and profitable growth.

ASSESSMENT OF FINANCIAL POSITION, PROFITABILITY AND DEBT SERVICING CAPACITY

Akbank performs its operations with high profitability and strengthens its equity capital. A very small portion of the Bank's equity capital is tied down in fixed investments such as fixed assets and subsidiaries, with free equity capital standing at high levels and invested in interest-

bearing assets. Thanks to its sound capital structure and effective risk management, Akbank's capital adequacy ratio stands significantly above the minimum set by the relevant legislation and the Bank is capable of servicing its debt in every market condition due to the ample liquidity it enjoys.

FINANCIAL INFORMATION AND RISK MANAGEMENT

RISK MANAGEMENT

Effective risk management is among the core elements of Akbank's corporate culture as well as one of the most important strengths of the Bank's competitiveness.

Akbank's risk management practices are aimed at identification, measurement and reporting of risks on a consolidated and unconsolidated basis via policies, implementation procedures and limits set in accordance with the nature and magnitude of the Bank's activities based on its risk-return profile, as well as the determination of the overall capital requirement relative to the risk profiles.

RISK MANAGEMENT POLICIES

The risk management system is a process that involves all units of the Bank. The core elements of Akbank's overall risk management policy are:

- Effectively managing the risks within the Bank's risk profile in accordance with the materiality criterion; possessing a centralized risk structure that encompasses all major risk areas,
- Managing existing and potential risks from the very first stage with the help of steering risk strategies, policies and procedures, models and parameters,
- Acting with a risk-oriented management approach in strategic decision-making processes,
- Complying with national and local obligations in risk management in full on a consolidated basis,
- Being open to change and improvement according to changing market conditions.

KEY RESPONSIBILITIES

The Board of Directors is in charge of determining the Bank's fundamental attitude toward risk while setting out the risk principles as well as the level of risk exposure. The Board of Directors manages risk through the Executive Risk Committee (ERC).

ERC is responsible for formulating risk policies, determining methods to measure and manage risk, setting commensurate risk limits and monitoring their performance. All risk policies formulated by the ERC are documented in writing and incorporated with the overall long-term strategy of the Bank.

RISK CATEGORIES

Credit Risk

Credit risk is risk exposure arising from the possibility of the counterparty's failure to meet its obligations defined by an agreement. Akbank manages credit risk inherent in its banking products, such as loans, guarantees and letters of credit issued to clients, utilizing prudent lending policies and procedures. Akbank assigns an internal rating to the counterparties to assess their credit quality for all credit transactions. As part of credit risk monitoring, the Bank sets limits for each industry, client, type of credit and borrowing customer segment.

Credit risk management is a process where credit risks are assessed and monitored consistently; it encompasses all loan portfolios on a consolidated basis. As part of the credit risk management process, the Risk Management Department is responsible for measuring, monitoring and reporting credit risk using statistical models. In addition to risk limits pertaining to credit risk, various concentrations in the loan book are analyzed. Developments regarding the cost of credit and non-performing loans are reported regularly. In addition, stress tests and scenario analyses are conducted for the credit portfolio.

CREDIT APPRAISAL PROCESS

Corporate and SME Loans:

The Bank continued to improve its lending policies and system/process applications for Corporate and SME loans in 2012.

As part of the proactive risk management initiatives, Akbank continued to conduct monitoring-oriented frequent company and sector visits and portfolio reviews and the development of the portfolio quality was tracked by way of periodic risk analyses.

The number of Regional Credit Directorates established in 20 regions to perform lending and monitoring functions as part of the Bank's credit process management efforts in proximity to the field and the customers was increased to 23.

Akbank continued to conduct training programs for improving loan approval processes and the risk approach.

Akbank made improvements in micro loan application and appraisal processes that shortened the service times. In 2012, the Risk Management Department developed three small business application scorecards and one non-bank financial institutions scorecard and performed the calibration work for small business/micro segment application and rating models. The Bank will start using advanced decision support models in micro loan applications.

Consumer Loans and Credit Cards:

Akbank's Consumer Loans and Credit Cards portfolio was managed through advanced lending-decision models based on data and statistical models as well as business flows consistent with customer characteristics, at low costs and in a way that minimizes the non-performing loans. The consumer loan and credit card application and appraisal process was revised according to customer characteristics and major improvements were attained in service times.

Akbank initiated the infrastructure work geared toward upgrading the decision support systems used for appraising consumer loan and credit card applications with next generation applications to increase their efficiency and effectiveness; it is expected to commence service in 2013.

As part of the process improvement project that was launched this year, Akbank identified the system and policy changes that will increase the speed, accuracy and efficiency of the existing consumer loan monitoring and collection processes and began putting them in service in accordance with a deployment plan.

Market Risk

Market risk exposure arises from fluctuations in foreign exchange rates, interest rates and market prices of equities. Foreign exchange rate risk and interest rate risks are considered to be the two most important components of market risk.

Market risk is measured via two separate methods: "internal model" and "standard formula". According to the internal model, market risk is measured using the Value at Risk ("VaR") approach that takes into consideration various risk factors. VaR is computed using historical simulations and Monte Carlo simulations. The VaR model is based on the assumptions of a 99% confidence interval and a 10-day holding period. VaR analyses are conducted and reported to the executive management on a daily basis. VaR is also utilized in speculative trading as a risk and limit management tool. Limits are reviewed constantly based on market conditions. Enforcement of the limits set is subject to authorization limits, which increases the effectiveness of controls. VaR analyses are supported by scenario analyses and stress tests, as a result of which the analyses take in consideration the effects of unexpected and highly-unlikely but high-impact events as well as market fluctuations. Back tests on model outcomes are performed regularly.

Operational Risk

The potential risk posed by the portfolio of constantly changing and improving products and services on the Bank's structure and activities is overseen via a comprehensive set of policies and procedures. Operational Risk Management activities of the Bank are carried out under the coordination of the Risk Management Department, Internal Control and Compliance Department, and Board of Internal Auditors. Akbank is undertaking Basel II compliance initiatives in operational risk measurement.

Akbank formed an Operational Risk Committee in 2011 in an attempt to contribute to operational risk management efforts and to create a platform where related units join forces. The Committee is at the executive management level and its meetings are attended by the Financial Coordination (CFO), Operations, IT, Human Resources, Internal Control and Compliance, and Risk Management executives as well as other business units as needed. During the four committee meetings held in 2012, assessments on important operational risk matters were conducted.

Asset-Liability Risk

Asset and liability risk is managed through the decisions taken at the ERC meetings. ALCO formulates strategies for liquidity management and determines the position the Bank will take in accordance with the daily changes in interest rates and foreign exchange rates.

The Bank's interest rate sensitivity is measured and reported weekly. In addition, daily as well as transaction-based analyses are also conducted during significant market fluctuations and under certain circumstances. Repricing term mismatch and duration mismatch analyses, net economic value change analyses under different interest rate stress scenarios and income simulations are used for interest rate risk management. Repricing risk, yield curve risk, basis risk and optionality are considered under interest rate risk scope.

The Bank manages the interest rate risk on a portfolio basis and tries to minimize the impacts of fluctuations in market interest rates on the profitability, financial position and cash flows by applying different strategies. Basic methods such as using fixed or floating interest rates for different portfolios and maturities, setting the fixed margin in floating rates, varying the interest structuring for the short- or long-term positions, or using derivative contracts to mitigate interest rate risk are applied actively.

The Importance of Countering Laundering of Criminal Proceeds and Financing of Terrorism

Akbank formulated a company policy and procedures as well as a "Know Your Customer" policy and procedures as part of its effective strategy for countering the laundering of criminal proceeds and the financing of terrorism that complies with national and international legislation. The Bank continued to constantly oversee its level of compliance and followed contemporary developments to comply with the methodologies pertaining to the implementation of standards published by the United Nations Security Council and the Financial Action Task Force (FATF).

The staff at all Akbank branches and subsidiaries in Turkey and abroad continued to attend training programs covering the matter of countering laundering of criminal proceeds and financing of terrorism in the banking system in 2012.

The new projects of the Bank as well as the revisions in the functioning of the existing processes are undertaken in accordance with these risks and standards.

REPORT OF THE AUDIT COMMITTEE

ASSESSMENT OF THE AUDIT COMMITTEE REGARDING OPERATIONS OF INTERNAL CONTROL, INTERNAL AUDIT AND RISK MANAGEMENT SYSTEMS AND THEIR PERFORMANCE IN 2012

Akbank's Audit Committee held four meetings in 2012. During these meetings, the Audit Committee undertook efforts geared toward executing its duties and responsibilities that are stipulated on page 65 of this Annual Report.

Internal audit, internal control and risk management operations, duties and responsibilities are separate from each other at the Bank. They are carried out by the Board of Internal Auditors, the Internal Control and Compliance Department, and the Risk Management Department, which are organizationally independent from one another yet function in coordination and report directly to the Board of Directors.

Evaluation of the operations and ensuring the sustainability, adequacy and effectiveness of the Bank's internal systems, comprised of all branches and departments as well as the subsidiaries of the Bank that are subject to consolidated audit, are an utmost priorities for Akbank's Board of Directors. The duties and responsibilities of the Board of Directors vis-à-vis the internal systems are executed by the Board of Directors, the Audit Committee, and the Director of Internal Systems for Internal Audit, Internal Control and Risk Management.

The Board of Internal Auditors have made significant contributions to the management of risks that may arise from the Bank's operations, compliance of transactions and practices with internal and external regulations, efficiency enhancements, service quality improvements and protection of the Bank's reputation and brand value.

Planning and executing its activities from a risk-oriented perspective, the Board of Internal Auditors assesses all risk inherent in the branches, subsidiaries, Head Office units and all bank processes and oversees the compatibility, effectiveness and adequacy of the Bank's internal control, risk management and corporate governance systems. The Board of Internal Auditors not only identifies the findings from audits, but also makes recommendations for improving processes, increasing efficiency and reinforcing internal systems as well as actively monitoring the actions taken with regard to these findings and recommendations.

The Board of Internal Auditors makes intensive use of technology in all areas to constantly develop and improve its operations. It creates certification and training opportunities for the professional development of its auditors and strives to make contributions to the Bank with its experienced, well-trained, qualified and competent human capital.

Based on the findings and assessments of the audits carried out in 2012, no significant failures or weaknesses have been identified that could impair the Bank's operations or its ability to meet its obligations. It has been determined that the internal control and risk management systems of the Bank function properly, operations are generally low-risk, financial and legal reports are accurate, and that the Bank complies with laws and regulations.

In conclusion, Akbank's internal audit system is effective and successful in preventing, identifying and eliminating risks thanks to its risk-oriented approach, skilled human capital, intensive use of technology and experienced and prudent management.

In October 2012, the Internal Control Center and the Compliance Unit merged under the new name of Internal Control and Compliance Department. The Department's objectives include overseeing the Bank's internal control system, minimizing credit and operational risks, and ensuring legal compliance including countering the laundering of criminal proceeds and the financing of terrorism. The separation of functions that make up the system's components, information systems that are consistent with the Bank's activities and products, the communication structure that allows for the necessary information to be shared with all units and personnel, and the control activities that encompass this entire structure serve the objectives of minimal legal compliance risk, credit and operational risk and effective and efficient operations.

Responsible for overseeing the effective functioning of the internal control system, the Internal Control and Compliance Department conducts its activities via an adequate number of control personnel assigned to and positioned at 35 different points within the Bank at the locations the Bank units being inspected are located. The control personnel are competent and experienced in their own fields.

The result of the operations of the Internal Control and Compliance Department are overseen and evaluated regularly by the Audit Committee as well as by the Board of Directors. The findings of control activities are reviewed

at the quarterly committee meetings as well as in weekly meetings; potential risks are kept under close watch while they are still at the probability stage. The assessments we have performed revealed that the activities of the Bank's Internal Control and Compliance Department are sufficiently effective and efficient and they are successful in preventing and identifying risks.

The Risk Management Department continued its activities to ensure the most accurate calculation and reporting of the Bank's potential risk exposure in accordance with the materiality criterion using effective risk management measurements and methods. Closely monitoring the financial and economic developments in global markets, Basel principles and other international regulations and developments in the risk management field; the Department made improvements in existing practices.

With its skilled and competent staff, the Risk Management Department constantly improves itself and increases its contribution to the Bank by closely monitoring the changes and innovations in the internationally-accepted risk management principles, regulations and models. Analyses, calculations, simulations, scenario analyses, stress tests and other tasks performed as part of the Bank's risk management activities provide continuous and systematic input into the strategic decisions of the Bank's Board of Directors and Executive Management and support the overall decision-making mechanism.

As part of the Integrated Risk Project preliminary work for which had begun in 2011, Basel-II standard formula for credit risk and market risk modules commenced service during 2012. The project will continue in 2013.

In consideration of the overall activities and operations of the internal control, internal audit and risk management systems of Akbank in 2012, efforts undertaken are deemed highly effective and satisfactory.

Hayri Çulhacı, Chairman of the Audit Committee
Yaman Törüner, Member of the Audit Committee

DISCLOSURE OF PUBLIC AND PRIVATE AUDITS:

Akbank operates pursuant to the provisions of Banking Law No. 5411 and is subject to the regulation and oversight of the Banking Regulation and Supervision Agency of Turkey (BRSA) according to the provisions of the same law. Within this scope, BRSA undertook routine auditing activities during the year.

CREDIT RATINGS

As a result of its meticulously executed effective risk management policies and successful performance, Akbank was assigned the highest financial strength rating and baseline credit assessment that can be assigned within the Turkish banking sector by Moody's as well as the highest individual rating in the sector by Fitch Ratings.

MOODY'S	RATING
Long-Term TL Rating	Baa2
Short-Term TL Rating	Prime-2
Long-Term FX Rating	Ba2
Short-Term FX Rating	Not Prime
Senior Unsecured Debt Issue	Baa 2
Financial Strength Rating	D+
Baseline Credit Assessment	Ba1

FITCH RATINGS	
Long-Term TL Rating*	BBB
Short-Term TL Rating*	F3
Long-Term FX Rating	BBB
Short-Term FX Rating	F3
Long-Term National Rating	AAA(tur)
Viability Rating	bbb
Senior Unsecured Debt Issue	BBB
Support	3

* Outlook is stable.

FIVE-YEAR SUMMARY FINANCIAL STATISTICS

FIVE-YEAR SUMMARY CONSOLIDATED FINANCIAL STATISTICS (TL MILLION)

	2008	2009	2010	2011	2012
Total Assets	93,093	102,833	120,070	139,907	163,478
Deposits	57,575	60,954	71,708	80,771	90,688
Loans	49,054	44,604	57,733	74,356	92,360
Shareholders' Equity	11,331	14,447	17,948	18,131	22,476
Net Profit	1,782	2,723	3,010	2,535	3,005

FIVE-YEAR SUMMARY UNCONSOLIDATED FINANCIAL STATISTICS (TL MILLION)

	2008	2009	2010	2011	2012
Total Assets	85,655	95,309	113,183	133,552	155,854
Deposits	52,182	55,851	67,167	76,814	86,105
Loans	44,374	39,718	52,896	70,306	87,656
Shareholders' Equity	11,208	14,191	17,565	17,554	21,913
Net Profit	1,705	2,726	2,857	2,395	2,950

DISCLOSURES RELATED TO EVENTS SUBSEQUENT TO THE BALANCE SHEET

Disclosures related to events subsequent to the balance sheet can be found in Note IX of Section 5 in the publicly-announced Unconsolidated Financial Statements, Notes to these Financial Statements and Independent Auditor's Report, prepared as of December 31, 2012. In addition, the aforementioned information can also be found in Note IX of Section 5 in the Consolidated Financial Statements, Notes to these Financial Statements and Independent Auditor's Report.

STATUTORY AUDITORS' REPORT

To the General Assembly of Akbank

The Balance Sheet and the Profit and Loss Statement of the Bank as of year-end 2012 have been examined and audited by us in accordance with the provisions of the Banking Law No. 5411 and the Articles of Association.

The position of the Bank complies entirely with the provisions of the Banking Law and other applicable legislation.

We respectfully request a resolution approving and certifying the submitted Balance Sheet and the Profit and Loss Statement.



Statutory Auditor
M.NEDİM BOZFAKIOĞLU



Statutory Auditor
MEVLÜT AYDEMİR

FINANCIAL STATEMENTS AND NOTES TO FINANCIAL STATEMENTS FOR 2012

AKBANK T.A.Ş.

**PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL
STATEMENTS AND RELATED DISCLOSURES
AT 31 DECEMBER 2012 TOGETHER WITH
REVIEW REPORT**

**(Convenience translation of publicly announced unconsolidated
financial statements, related disclosures and audit report
originally issued in Turkish, See Note. I.b of Section three)**



Güney Bağımsız Denetim ve
SMMM AŞ
Büyükdere Cad. Beytem Plaza
No:22 K:9-10, 34381 - Şişli
İstanbul - Turkey

Tel: +90 212 315 30 00
Fax: +90 212 230 82 91
www.ey.com

**(Convenience translation of the independent auditor's report originally issued
in Turkish, See Note I.b of Section three)**

To the Board of Directors of Akbank T.A.Ş.;

We have audited the unconsolidated balance sheet of Akbank T.A.Ş. ("the Bank") at 31 December 2012 and the related unconsolidated income statement, unconsolidated statements of income and expense items under shareholders' equity, unconsolidated statement of cash flows and unconsolidated statements of changes in shareholders' equity for the year then ended and the summary of significant accounting policies and other explanatory notes.

Disclosure for the responsibility of the Bank's Board of Directors:

The Board of Directors of the Bank is responsible for the preparation and fair presentation of the unconsolidated financial statements in accordance with the "Regulation on the Principles and Procedures Regarding Banks' Accounting Applications and Safeguarding of Documents" published in the Official Gazette dated November 1, 2006 and numbered 26333 and Turkish Accounting Standards, Turkish Financial Reporting Standards and other regulations, circulars, communiqués and pronouncements in respect of accounting and financial reporting made by the Banking Regulation and Supervision Agency. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error and selecting and applying appropriate accounting policies.

Disclosure for the Responsibility of the Authorized Audit Firm:

Our responsibility, as independent auditors, is to express an opinion on these financial statements based on our audit. Our audit has been performed in accordance with "Regulation on Authorisation and Activities of Institutions to Conduct Independent Audit in Banks" published on the Official Gazette No.26333 dated 1 November 2006. We planned and conducted our audit to obtain reasonable assurance as to whether the financial statements are free of material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the consideration of the effectiveness of internal control and appropriateness of accounting policies applied relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion stated below.

Independent Auditors' Opinion:

In our opinion, the accompanying unconsolidated financial statements present fairly, in all material respects, the financial position of Akbank T.A.Ş. at 31 December 2011 and the results of its operations and its cash flows for the year then ended in accordance with accounting principles and standards set out by regulations in conformity with article 37 of the Banking Act No.5411 and other regulations, circulars, communiqués and interpretations published by the BRSA on accounting and financial reporting principles.

Fatma Ebru Yücel
SMMM, Partner

İstanbul, 7 February 2013

**CONVENIENCE TRANSLATION
OF PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS, RELATED DISCLOSURES
ORIGINALLY ISSUED IN TURKISH,
SEE NOTE I.b IN SECTION THREE**

**THE UNCONSOLIDATED FINANCIAL REPORT OF
AKBANK T.A.Ş. AS OF
31 DECEMBER 2012**

Address : Sabancı Center 34330, 4. Levent / İstanbul
Telephone : (0 212) 385 55 55
Fax : (0 212) 269 73 83
Website : www.akbank.com
E-Mail : <http://www.akbank.com/bize-ulasin/gorus-onerileriniz-icin.aspx>

The unconsolidated financial report includes the following sections in accordance with the "Communiqué on the Financial Statements and Related Explanation and Notes that will be Publicly Announced" as sanctioned by the Banking Regulation and Supervision Agency.

- **Section One** - GENERAL INFORMATION ABOUT THE BANK
- **Section Two** - UNCONSOLIDATED FINANCIAL STATEMENTS OF THE BANK
- **Section Three** - EXPLANATIONS ON ACCOUNTING POLICIES APPLIED IN THE RELATED PERIOD
- **Section Four** - INFORMATION RELATED TO FINANCIAL POSITION OF THE BANK
- **Section Five** - EXPLANATIONS AND NOTES RELATED TO UNCONSOLIDATED FINANCIAL STATEMENTS
- **Section Six** - OTHER EXPLANATIONS
- **Section Seven** - EXPLANATIONS ON INDEPENDENT AUDITOR'S REPORT

The accompanying audited unconsolidated financial statements and notes to these financial statements which are expressed, unless otherwise stated, in thousands of Turkish Lira (TL), have been prepared based on the accounting books of the Bank in accordance with the Regulation on Accounting Applications for Banks and Safeguarding of Documents, Turkish Accounting Standards, Turkish Financial Reporting Standards, and the related appendices and interpretations on these, and are independently audited.

7 February 2013

Suzan SABANCI DİNÇER
Chairman of the
Board of Directors

Hayri ÇULHACI
Head of the
Audit Committee

A. Aykut DEMİRAY
Member of the
Audit
Committee

S. Hakan Binbaşgil
President

K. Atıl ÖZUS
Executive Vice
President

Türker TUNALI
Senior Vice
President

Contact information of the personnel in charge of addressing questions regarding this financial report.

Name-Surname / Title : Türker TUNALI / Senior Vice President
Phone No : (0 212) 385 55 55
Fax No : (0 212) 325 12 31

	SECTION ONE	Pages
	General Information about the Bank	
I.	Bank's foundation date, start-up status, history regarding the changes in this status	98
II.	Explanation about the Bank's capital structure, shareholders of the Bank who are in charge of the management and/or auditing of the Bank directly or indirectly, changes in these matters (if any) and the Bank belongs to	98
III.	Explanation on the board of directors, members of the audit committee, president and executive vice presidents, if available, and the shares of the Bank they possess and their areas of responsibility	1
IV.	Information on shareholder's having control shares	98
V.	Explanation on the Bank's service types and fields of operation	1
	SECTION TWO	99
	Unconsolidated Financial Statements of the Bank	100
I.	Balance sheet	101
II.	Income statement	103
III.	Off-Balance Sheet Commitments	104
IV.	Income and expenses accounted under shareholders' equity	105
V.	Statement of changes in shareholders' equity	106
VI.	Statement of cash flows	107
VII.	Profit appropriation statement	108
	SECTION THREE	
	Accounting Policies	
I.	Explanations on basis of presentation	109
II.	Explanations on strategy of using financial instruments and explanations on foreign currency transactions	110
III.	Explanations on investments in associates and subsidiaries	110
IV.	Explanations on forward transactions and derivative instruments	110
V.	Explanation on interest income and expenses	111
VI.	Explanation on fee and commission income and expenses	111
VII.	Explanations on financial assets	111
VIII.	Explanations on impairment of financial assets	113
IX.	Explanations on offsetting financial assets	113
X.	Explanations on sales and repurchase agreements and securities lending transactions	113
XI.	Explanations on property and equipment held for sale purpose and related to discontinued operations	114
XII.	Explanations on goodwill and other intangible assets	114
XIII.	Explanations on property and equipment	114
XIV.	Explanations on leasing transactions	115
XV.	Explanations on provisions and contingent liabilities	115
XVI.	Explanations on contingent assets	115
XVII.	Explanations on obligations related to employee rights	115
XVIII.	Explanations on taxation	117
XIX.	Explanations on borrowings	118
XX.	Explanations on issuance of share certificates	118
XXI.	Explanations on avalized drafts and acceptances	118
XXII.	Explanations on government grants	118
XXIII.	Explanations on segment reporting	118
XXIV.	Profit reserves and profit appropriation	118
XXV.	Earnings per share	119
XXVI.	Related parties	119
XXVII.	Cash and cash equivalent assets	119
XXVIII.	Reclassifications	119
	SECTION FOUR	
	Information Related to Financial Position of the Bank	
I.	Explanations on capital adequacy ratio	120
II.	Explanations on credit risk	123
III.	Explanations on market risk	132
IV.	Explanations on operational risk	134
V.	Explanations on currency risk	135
VI.	Explanations on interest rate risk	137
VII.	Explanations on equity securities position risk derived from banking books	140
VIII.	Explanations on liquidity risk	140
IX.	Explanations on securitization positions	143
X.	Explanations on credit risk mitigation techniques	143
XI.	Explanations on risk management targets and policies	144
XII.	Explanations on the presentation of financial assets and liabilities at their fair values	145
IX.	Explanations on the activities carried out on behalf and account of other persons	147
X.	Explanations on hedge transactions	148
XI.	Explanations on business segments	152
	SECTION FIVE	
	Information and Disclosures Related to Unconsolidated Financial Statements	
I.	Explanations and notes related to assets	154
II.	Explanations and notes related to liabilities	173
III.	Explanations and notes related to income statement	183
IV.	Explanations and notes related to off-balance sheet accounts	189
V.	Explanations and notes related to unconsolidated statement of changes in the shareholders' equity	192
VI.	Explanations and notes related to statement of cash flows	193
VII.	Explanations and notes related to Bank's risk group	194
VIII.	Explanations and notes related to the domestic, foreign, off-shore branches and foreign representatives of the parent bank	196
IX.	Explanations and notes related to subsequent events	196
	SECTION SIX	
	Other Explanations	
I.	Other explanations	197
	SECTION SEVEN	
	Explanations on Auditor's Report	
I.	Explanations on auditor's report	197
II.	Explanations and notes prepared by independent auditor	197

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

**SECTION ONE
GENERAL INFORMATION ABOUT THE BANK**

I. BANK'S FOUNDATION DATE, START-UP STATUS, HISTORY REGARDING THE CHANGES IN THIS STATUS:

Akbank T.A.Ş. ("the Bank" or "Akbank") was established on 30 January 1948 as a private commercial bank, in accordance with the decision of the Council of Ministers, No.3/6710 and is authorized to perform all economic, financial and commercial activities which are allowed by the laws of the Turkish Republic ("T.C."). The status of the Bank has not changed since its foundation.

II. EXPLANATION ABOUT THE BANK'S CAPITAL STRUCTURE, SHAREHOLDERS OF THE BANK WHO ARE IN CHARGE OF THE MANAGEMENT AND/OR AUDITING OF THE BANK DIRECTLY OR INDIRECTLY, CHANGES IN THESE MATTERS (IF ANY) AND THE GROUP THE BANK BELONGS TO:

The Bank's shares have been quoted on the Istanbul Stock Exchange ("ISE") since 1990. In 1998, 4,03% of the outstanding share capital of the Bank was offered and sold in an international offering outside of Turkey in the form of Ordinary Shares and American Depositary Receipts ("ADRs"). As of 31 December 2012, approximately 41% of the shares are publicly traded, including the ADRs (31 December 2011: 31%).

The major shareholder of the Parent Bank, directly or indirectly, is Sabancı Group.

III. EXPLANATION ON THE BOARD OF DIRECTORS, MEMBERS OF THE AUDIT COMMITTEE, PRESIDENT AND EXECUTIVE VICE PRESIDENTS, IF AVAILABLE, SHARES OF THE PARENT BANK THEY POSSESS AND THEIR AREAS OF RESPONSIBILITY:

<u>Title</u>	<u>Name</u>	<u>Responsibility</u>	<u>Education</u>
Chairman:	Suzan SABANCI DİNÇER	Chairman and Executive Board Member	Graduate
Honorary Chairman Board Member, Consultant:	Erol SABANCI	Honorary Chairman, Board Member and Consultant	Undergraduate
Board of Directors:	Hayri ÇULHACI	Vice Chairman and Executive Board Member	Graduate
	Özen GÖKSEL	Executive Board Member	Undergraduate
	M. Hikmet BAYAR	Board Member	Graduate
	Ş. Yaman TÖRÜNER	Board Member	Undergraduate
	Hamid BİGLARİ	Board Member	PhD
	A. Aykut DEMİRAY	Board Member	Undergraduate
	M. Kaan TERZİOĞLU	Board Member	Undergraduate
	S. Hakan BİNBAŞGİL	Board Member and CEO	Graduate
President and CEO:	S. Hakan BİNBAŞGİL	CEO	Graduate
Director of Internal Audit:	Eyüp ENGİN	Head of Internal Audit	Undergraduate

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

<u>Title</u>	<u>Name</u>	<u>Responsibility</u>	<u>Education</u>
Executive Vice Presidents:	Zeki TUNÇAY	Loans Follow-Up and Support Services	Undergraduate
	Sevilay ÖZSÖZ	Operation	Undergraduate
	A. Fuat AYLA	Loans	Undergraduate
	Hülya KEFELİ	International Banking	Undergraduate
	K. Atıl ÖZÜS	Financial Coordination	Undergraduate
	A. Galip TÖZGE	Consumer Banking	Graduate
	Tunç AKYURT	Strategy	Graduate
	Bade SİPAHİOĞLU IŞIK	Human Resources	Graduate
	O. Mehmet SİNDEL	Payment Systems	Undergraduate
	Kerim ROTA	Treasury	Graduate
	C. Kaan GÜR	Commercial and SME Banking	Undergraduate
	A. Hakan YÜKSEL	Corporate Banking	Undergraduate
	O. Saltık GALATALI	Private Banking	Graduate
	Turgut GÜNEY	Information Technologies	Graduate
	Orkun OĞUZ	Direct Banking	Graduate
Internal Audit Committee:	Hayri ÇULHACI	Head of the Audit Committee	Graduate
	A. Aykut DEMIRAY	Member of the Audit Committee	Undergraduate
Auditors:	Mevlüt AYDEMİR	Auditor	Undergraduate
	M. Nedim BOZFAKİOĞLU	Auditor	Undergraduate

The shares of the above individuals are insignificant in the Bank.

According to the Board of Director's decision dated 1 March 2012, A.Aykut Demiray has been appointed as a Board Member.

According to the decision taken in the Board of Director's meeting dated 30 March 2012, A.Aykut Demiray has been appointed as Member of the Audit Committee in lieu of M.Hikmet Bayar.

M. Kaan Terzioğlu has been appointed as a Board Member to the position of Bülent Adanır in accordance with the Board of Director's decision dated 3 April 2012.

According to the decision taken in the Board of Director's meeting dated 24 September 2012, Hamid Biglari has been appointed as Board Member in lieu of William Joseph Mills, who resigned from the position. The decision will be approved in the next General Assembly Meeting.

According to the Board of Director's decision Direct Banking Department has been established. Orkun Oğuz has been appointed as Executive Vice President in charge of Direct Banking department effective from 2 January 2013.

IV. INFORMATION ON SHAREHOLDERS HAVING CONTROL SHARES:

<u>Name/Commercial Title</u>	<u>Share Amounts (Nominal)</u>	<u>Share Percentages</u>	<u>Paid-in Capital (Nominal)</u>	<u>Unpaid Portion</u>
Hacı Ömer Sabancı Holding A.Ş.	1.630.021	40,75 %	1.630.021	-

On 25 May 2012, Citigroup Inc. ("Citigroup") which indirectly owned 20% of the Bank, has sold approximately 10,1% of its share capital (approximately 404.000.000 lots) in Akbank as a result of the decision taken to decrease its ownership in the Bank in connection with its ongoing capital planning preparation for implementation of Basel III regulatory requirements. As a result of this sale transaction Citigroup's share in Akbank has decreased to 9.9%.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

**NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

V. EXPLANATION ON THE BANK'S SERVICE TYPES AND FIELDS OF OPERATION:

The Bank's core business activities include retail banking, Commercial and SME banking, corporate banking, private banking, foreign exchange, money markets, securities transactions (treasury transactions) and international banking services. In addition to regular banking operations, the Bank also provides insurance intermediary services as an agency of Aksigorta A.Ş and AvivaSA Emeklilik ve Hayat A.Ş. As of 31 December 2012, the Bank has 961 branches dispersed throughout the country and 1 branch operating abroad (31 December 2011: 926 branches and 1 branch operating abroad). As of 31 December 2012, the Bank employed 16.315 people (31 December 2011: 15.339).

AKBANK T.A.Ş.
I. UNCONSOLIDATED BALANCE SHEET AS OF 31 DECEMBER 2012 (STATEMENT OF FINANCIAL POSITION)
(Amounts are expressed in thousands of Turkish Lira (TL).)

ASSETS	Note (Section Five)	CURRENT PERIOD (31/12/2012)			PRIOR PERIOD (31/12/2011)		
		TL	FC	Total	TL	FC	Total
I. CASH AND BALANCES WITH CENTRAL BANK	(I-a)	3.358.403	13.304.438	16.662.841	4.829.684	9.046.742	13.876.426
II. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT or (LOSS) (Net)	(I-b)	187.227	363.378	550.605	558.060	402.195	960.255
2.1 Trading Financial Assets		187.227	363.378	550.605	558.060	402.195	960.255
2.1.1 Government Debt Securities		6.338	2.969	9.307	103.754	29.193	132.947
2.1.2 Share Certificates		10.172	-	10.172	44	-	44
2.1.3 Trading Derivative Financial Assets		170.717	360.409	531.126	454.262	373.002	827.264
2.1.4 Other Marketable Securities		-	-	-	-	-	-
2.2 Financial Assets Designated at Fair Value through Profit or (Loss)		-	-	-	-	-	-
2.2.1 Government Debt Securities		-	-	-	-	-	-
2.2.2 Share Certificates		-	-	-	-	-	-
2.2.3 Loans		-	-	-	-	-	-
2.2.4 Other Marketable Securities		-	-	-	-	-	-
III. BANKS	(I-c)	4.124	2.694.090	2.698.214	2.150	2.816.623	2.818.773
IV. MONEY MARKETS		-	-	-	-	-	-
4.1 Interbank Money Market Placements		-	-	-	-	-	-
4.2 Receivables from Istanbul Stock Exchange Money Market		-	-	-	-	-	-
4.3 Receivables from Reverse Repurchase Agreements		-	-	-	-	-	-
V. AVAILABLE-FOR-SALE FINANCIAL ASSETS (Net)	(I-d)	30.349.121	11.571.522	41.920.643	32.678.920	5.193.034	37.871.954
5.1 Share Certificates		6.753	161	6.914	5.543	161	5.704
5.2 Government Debt Securities		30.254.483	10.014.708	40.269.191	32.591.200	4.523.305	37.114.505
5.3 Other Marketable Securities		87.885	1.556.653	1.644.538	82.177	669.568	751.745
VI. LOANS and RECEIVABLES	(I-e)	58.784.965	28.871.351	87.656.316	41.973.763	28.332.310	70.306.073
6.1 Loans and Receivables		58.692.115	28.871.351	87.563.466	41.880.913	28.332.310	70.213.223
6.1.1 Loans to Bank's Risk Group		855.591	1.700.744	2.556.335	578.204	1.321.366	1.899.570
6.1.2 Government Debt Securities	(VI)	-	-	-	-	-	-
6.1.3 Other		57.836.524	27.170.607	85.007.131	41.302.709	27.010.944	68.313.653
6.2 Loans under Follow-up		1.115.341	-	1.115.341	1.262.539	-	1.262.539
6.3 Specific Provisions (-)		1.022.491	-	1.022.491	1.169.689	-	1.169.689
VII. FACTORING RECEIVABLES		-	-	-	-	-	-
VIII. HELD-TO-MATURITY SECURITIES (Net)	(I-f)	3.637.257	-	3.637.257	3.807.538	1.015.839	4.823.377
8.1 Government Debt Securities		3.637.257	-	3.637.257	3.807.538	1.015.839	4.823.377
8.2 Other Marketable Securities		-	-	-	-	-	-
IX. INVESTMENTS IN ASSOCIATES (Net)	(I-g)	3.923	-	3.923	3.923	-	3.923
9.1 Consolidated Based on Equity Method		-	-	-	-	-	-
9.2 Unconsolidated		3.923	-	3.923	3.923	-	3.923
9.2.1 Financial Investments in Associates		-	-	-	-	-	-
9.2.2 Non-Financial Investments in Associates		3.923	-	3.923	3.923	-	3.923
X. SUBSIDIARIES (Net)	(I-h)	186.339	396.605	582.944	201.461	812.433	1.013.894
10.1 Financial Subsidiaries		186.339	396.605	582.944	201.461	812.433	1.013.894
10.2 Non-Financial Subsidiaries		-	-	-	-	-	-
XI. JOINT VENTURES (Net)		-	-	-	-	-	-
11.1 Consolidated Based on Equity Method		-	-	-	-	-	-
11.2 Unconsolidated		-	-	-	-	-	-
11.2.1 Financial Joint Ventures		-	-	-	-	-	-
11.2.2 Non-Financial Joint Ventures		-	-	-	-	-	-
XII. FINANCIAL LEASE RECEIVABLES (Net)	(I-i)	-	-	-	-	-	-
12.1 Financial Lease Receivables		-	-	-	-	-	-
12.2 Operating Lease Receivables		-	-	-	-	-	-
12.3 Other		-	-	-	-	-	-
12.4 Unearned Income (-)		-	-	-	-	-	-
XIII. HEDGING DERIVATIVE FINANCIAL ASSETS	(I-j)	-	-	-	-	-	-
13.1 Fair Value Hedge		-	-	-	-	-	-
13.2 Cash Flow Hedge		-	-	-	-	-	-
13.3 Foreign Net Investment Hedge		-	-	-	-	-	-
XIV. PROPERTY AND EQUIPMENT (Net)	(I-k)	796.261	1.809	796.070	784.046	1.844	785.890
XV. INTANGIBLE ASSETS (Net)	(I-l)	112.528	74	112.602	100.431	131	100.562
15.1 Goodwill		-	-	-	-	-	-
15.2 Other		112.528	74	112.602	100.431	131	100.562
XVI. INVESTMENT PROPERTY (Net)	(I-m)	-	-	-	-	-	-
XVII. TAX ASSET		-	-	-	99.166	-	99.166
17.1 Current Tax Asset		-	-	-	-	-	-
17.2 Deferred Tax Asset	(I-n)	-	-	-	99.166	-	99.166
XVIII. PROPERTY AND EQUIPMENT HELD FOR SALE PURPOSE AND RELATED TO DISCONTINUED OPERATIONS (Net)	(I-o)	3.215	-	3.215	2.129	-	2.129
18.1 Held for Sale Purpose		3.215	-	3.215	2.129	-	2.129
18.2 Related to Discontinued Operations		-	-	-	-	-	-
XIX. OTHER ASSETS	(I-p)	1.182.508	46.400	1.228.908	823.429	65.982	889.411
TOTAL ASSETS		98.603.871	57.249.667	155.853.538	85.864.700	47.687.133	133.551.833

The accompanying explanations and notes form an integral part of these financial statements.

AKBANK T.A.S.
I. UNCONSOLIDATED BALANCE SHEET AS OF 31 DECEMBER 2012 (STATEMENT OF FINANCIAL POSITION)
(Amounts are expressed in thousands of Turkish Lira (TL).)

LIABILITIES	Note (Section Five)	CURRENT PERIOD (31/12/2012)			PRIOR PERIOD (31/12/2011)		
		TL	FC	Total	TL	FC	Total
I. DEPOSITS	(II-a)	51.217.305	34.687.413	86.104.718	43.641.755	33.172.502	76.814.257
1.1 Deposits of Bank's Risk Group	(VI)	2.566.995	1.905.330	4.472.325	1.308.603	2.255.506	3.564.109
1.2 Other		48.650.310	32.982.083	81.632.393	42.333.152	30.916.996	73.250.148
II. TRADING DERIVATIVE FINANCIAL LIABILITIES	(II-b)	181.559	351.883	533.442	199.996	350.779	550.775
III. BORROWINGS	(II-c)	258.722	13.779.577	14.038.299	308.585	16.441.570	16.770.155
IV. MONEY MARKETS		8.453.950	11.259.976	19.713.926	5.472.594	7.312.246	12.784.840
4.1 Funds from Interbank Money Market		-	-	-	-	549.703	549.703
4.2 Funds from Istanbul Stock Exchange Money Market		-	-	-	-	-	-
4.3 Funds Provided Under Repurchase Agreements		8.453.950	11.259.976	19.713.926	5.472.594	6.762.543	12.235.137
V. SECURITIES ISSUED (Net)	(II-d)	2.380.919	4.083.764	6.464.683	1.808.071	2.695.846	4.503.917
5.1 Bills		1.020.093	-	1.020.093	1.081.912	-	1.081.912
5.2 Asset Backed Securities		-	-	-	-	-	-
5.3 Bonds		1.360.826	4.083.764	5.444.590	726.159	2.695.846	3.422.005
VI. FUNDS		-	-	-	-	-	-
6.1 Borrower Funds		-	-	-	-	-	-
6.2 Other		-	-	-	-	-	-
VII. MISCELLANEOUS PAYABLES		2.394.834	332.443	2.727.277	2.077.371	181.007	2.258.378
VIII. OTHER LIABILITIES	(II-e)	1.367.386	123.114	1.490.500	563.590	129.414	693.006
IX. FACTORING PAYABLES		-	-	-	-	-	-
X. FINANCIAL LEASE PAYABLES (Net)	(II-f)	77.896	-	77.896	86.659	-	86.659
10.1 Financial Lease Payables		100.780	-	100.780	113.035	-	113.035
10.2 Operational Lease Payables		-	-	-	-	-	-
10.3 Other		-	-	-	-	-	-
10.4 Deferred Financial Lease Expenses (-)		22.884	-	22.884	26.376	-	26.376
XI. HEDGING DERIVATIVE FINANCIAL LIABILITIES	(II-g)	528.525	130.320	658.845	111.480	108.371	219.851
11.1 Fair Value Hedge		313.531	-	313.531	-	-	-
11.2 Cash Flow Hedge		214.994	130.320	345.314	111.480	108.371	219.851
11.3 Foreign Net Investment Hedge		-	-	-	-	-	-
XII. PROVISIONS	(II-h)	1.144.388	328.877	1.473.265	769.254	307.920	1.077.174
12.1 General Loan Loss Provision		850.672	328.336	1.179.008	484.162	307.685	791.847
12.2 Restructuring Provisions		-	-	-	-	-	-
12.3 Reserve for Employee Rights		99.488	-	99.488	75.412	-	75.412
12.4 Insurance Technical Provisions (Net)		-	-	-	-	-	-
12.5 Other Provisions		194.228	541	194.769	209.680	235	209.915
XIII. TAX LIABILITY	(II-i)	652.231	5.778	658.009	237.767	794	238.561
13.1 Current Tax Liability		578.711	5.778	584.489	237.767	794	238.561
13.2 Deferred Tax Liability		73.520	-	73.520	-	-	-
XIV. LIABILITIES FOR PROPERTY AND EQUIPMENT HELD FOR SALE		-	-	-	-	-	-
14.1 Held for Sale Purpose		-	-	-	-	-	-
14.2 Related to Discontinued Operations		-	-	-	-	-	-
XV. SUBORDINATED LOANS		-	-	-	-	-	-
XVI. SHAREHOLDERS' EQUITY	(II-j)	21.545.263	367.415	21.912.678	17.684.727	(130.467)	17.554.260
16.1 Paid-in capital		4.000.000	-	4.000.000	4.000.000	-	4.000.000
16.2 Capital Reserves		4.272.727	367.415	4.640.142	2.943.458	(130.467)	2.812.991
16.2.1 Share Premium		1.700.000	-	1.700.000	1.700.000	-	1.700.000
16.2.2 Share Cancellation Profits		-	-	-	-	-	-
16.2.3 Marketable Securities Valuation Differences	(II-k)	1.253.332	422.592	1.675.924	(106.126)	(78.181)	(184.307)
16.2.4 Property and Equipment Revaluation Differences		47.106	-	47.106	47.106	-	47.106
16.2.5 Intangible Fixed Assets Revaluation Differences		-	-	-	-	-	-
16.2.6 Revaluation Differences of Investment Properties		-	-	-	-	-	-
16.2.7 Bonus Shares from Investments in Associates, Subsidiaries and Joint Ventures		236	-	236	236	-	236
16.2.8 Hedging Funds (Effective portion)		(133.839)	(55.177)	(189.016)	(103.650)	(52.286)	(155.936)
16.2.9 Value Increase of Assets Held for Resale		-	-	-	-	-	-
16.2.10 Other Capital Reserves		1.405.892	-	1.405.892	1.405.892	-	1.405.892
16.3 Profit Reserves		10.322.674	-	10.322.674	8.346.742	-	8.346.742
16.3.1 Legal Reserves		1.181.252	-	1.181.252	1.102.219	-	1.102.219
16.3.2 Status Reserves		-	-	-	-	-	-
16.3.3 Extraordinary Reserves		9.044.421	-	9.044.421	7.244.523	-	7.244.523
16.3.4 Other Profit Reserves		97.001	-	97.001	-	-	-
16.4 Income or (Loss)		2.949.862	-	2.949.862	2.394.527	-	2.394.527
16.4.1 Prior Years' Income or (Loss)		-	-	-	-	-	-
16.4.2 Current Year Income or (Loss)		2.949.862	-	2.949.862	2.394.527	-	2.394.527
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		90.202.978	65.650.560	155.853.538	72.961.849	60.589.984	133.551.833

The accompanying explanations and notes form an integral part of these financial statements.

II. UNCONSOLIDATED INCOME STATEMENT FOR THE PERIOD ENDED 31 DECEMBER 2012

(Amounts are expressed in thousands of Turkish Lira (TL).)

INCOME AND EXPENSE ITEMS		Note (Section Five)	CURRENT PERIOD (01/01-31/12/2012)	PRIOR PERIOD (01/01-31/12/2011)
I.	INTEREST INCOME	(III-a)	11.289.479	9.101.405
1.1	Interest on loans	(III-a-1)	7.190.129	5.062.567
1.2	Interest Received from Reserve Requirements		-	-
1.3	Interest Received from Banks	(III-a-2)	6.325	8.257
1.4	Interest Received from Money Market Transactions		32.126	8.523
1.5	Interest Received from Marketable Securities Portfolio	(III-a-3)	4.057.346	4.017.477
1.5.1	Trading Financial Assets		35.265	164.417
1.5.2	Financial Assets at Fair Value Through Profit or (loss)		-	-
1.5.3	Available-for-sale Financial Assets		3.533.062	3.318.475
1.5.4	Held to maturity Investments		489.019	534.585
1.6	Financial Lease Income		-	-
1.7	Other Interest Income		3.553	4.581
II.	INTEREST EXPENSE	(III-b)	6.089.132	5.108.510
2.1	Interest on Deposits	(III-b-4)	4.707.016	3.924.421
2.2	Interest on Funds Borrowed	(III-b-1)	309.987	258.080
2.3	Interest Expense on Money Market Transactions		642.379	660.801
2.4	Interest on Securities Issued	(III-b-3)	401.341	246.168
2.5	Other Interest Expenses		28.409	19.040
III.	NET INTEREST INCOME (I - II)		5.200.347	3.992.895
IV.	NET FEES AND COMMISSIONS INCOME		1.735.092	1.578.520
4.1	Fees and Commissions Received		2.053.841	1.864.232
4.1.1	Non-cash Loans		92.539	66.786
4.1.2	Other		1.961.302	1.797.446
4.2	Fees and Commissions Paid		318.749	285.712
4.2.1	Non-cash Loans		424	345
4.2.2	Other		318.325	285.367
V.	DIVIDEND INCOME	(III-c)	55.743	50.479
VI.	TRADING INCOME/(LOSS) (Net)	(III-d)	400.101	(119.182)
6.1	Trading Gains / (Losses) on Securities		1.254.249	431.464
6.2	Gains / (Losses) on Derivative Financial Transactions		(1.403.125)	(191.259)
6.3	Foreign Exchange Gains / (Losses)		548.977	(359.387)
VII.	OTHER OPERATING INCOME	(III-e)	417.047	580.743
VIII.	TOTAL OPERATING INCOME (III+IV+V+VI+VII)		7.808.330	6.083.455
IX.	PROVISION FOR LOAN LOSSES AND OTHER RECEIVABLES (-)	(III-f)	1.107.559	648.075
X.	OTHER OPERATING EXPENSES (-)	(III-g)	2.897.702	2.434.173
XI.	NET OPERATING INCOME/(LOSS) (VIII-IX-X)		3.803.069	3.001.207
XII.	EXCESS AMOUNT RECORDED AS INCOME AFTER MERGER		-	-
XIII.	INCOME/(LOSS) FROM INVESTMENTS IN SUBSIDIARIES CONSOLIDATED BASED ON EQUITY METHOD		-	-
XIV.	INCOME/(LOSS) ON NET MONETARY POSITION		-	-
XV.	PROFIT/LOSS BEFORE TAX FROM CONTINUED OPERATIONS (XI+...+XIV)		3.803.069	3.001.207
XVI.	TAX PROVISION FOR CONTINUED OPERATIONS (±)	(III-i)	853.207	606.680
16.1	Current Tax Provision		849.135	587.072
16.2	Deferred Tax Provision		4.072	19.608
XVII.	CURRENT YEAR PROFIT/LOSS FROM CONTINUED OPERATIONS (XV±XVI)		2.949.862	2.394.527
XVIII.	INCOME FROM DISCONTINUED OPERATIONS		-	-
18.1	Income from Non-current Assets Held for Resale		-	-
18.2	Profit from Sales of Associates, Subsidiaries and Joint Ventures		-	-
18.3	Income from Other Discontinued Operations		-	-
XIX.	EXPENSES FOR DISCONTINUED OPERATIONS (-)		-	-
19.1	Expenses for Non-current Assets Held for Resale		-	-
19.2	Loss from Sales of Associates, Subsidiaries and Joint Ventures		-	-
19.3	Expenses for Other Discontinued Operations		-	-
XX.	PROFIT/LOSS BEFORE TAX FROM DISCONTINUED OPERATIONS (XVIII-XIX)		-	-
XXI.	TAX PROVISION FOR DISCONTINUED OPERATIONS (±)		-	-
21.1	Current Tax Provision		-	-
21.2	Deferred Tax Provision		-	-
XXII.	CURRENT YEAR PROFIT/LOSS FROM DISCONTINUED OPERATIONS (XX±XXI)		-	-
XXIII.	NET INCOME/(LOSS) (XVII+XXII)	(III-k)	2.949.862	2.394.527
Earnings/(Loss) per share (in TL full)			0,00737	0,00599

The accompanying explanations and notes form an integral part of these financial statements.

III. UNCONSOLIDATED OFF-BALANCE SHEET COMMITMENTS AT 31 DECEMBER 2012

(Amounts are expressed in thousands of Turkish Lira (TL).)

	Note (Section Five)	CURRENT PERIOD (31/12/2012)			PRIOR PERIOD (31/12/2011)		
		TL	FC	Total	TL	FC	Total
A. OFF-BALANCE SHEET COMMITMENTS (I+II+III)		326.549.930	78.043.645	404.593.575	150.530.284	70.138.063	220.668.347
I. GUARANTEES AND WARRANTIES	(IV-a-2, 3)	6.587.981	12.234.529	18.822.510	5.507.730	9.127.316	14.635.046
1.1 Letters of Guarantee		6.401.280	5.873.339	12.274.619	4.859.047	4.197.218	9.056.265
1.1.1 Guarantees Subject to State Tender Law		280.076	958.552	1.238.628	171.069	824.022	995.091
1.1.2 Guarantees Given for Foreign Trade Operations		-	3.125.400	3.125.400	-	606.678	606.678
1.1.3 Other Letters of Guarantee		6.121.204	1.789.387	7.910.591	4.687.978	2.766.518	7.454.496
1.2 Bank Acceptances		15	199.849	199.864	15	120.736	120.751
1.2.1 Import Letter of Acceptance		15	199.849	199.864	15	120.736	120.751
1.2.2 Other Bank Acceptances		-	-	-	-	-	-
1.3 Letters of Credit		18.620	4.610.478	4.629.098	2.229	4.164.071	4.166.300
1.3.1 Documentary Letters of Credit		18.620	4.101.485	4.120.105	2.229	3.515.243	3.517.472
1.3.2 Other Letters of Credit		-	508.993	508.993	-	648.828	648.828
1.4 Prefinancing Given as Guarantee		-	-	-	-	-	-
1.5 Endorsements		-	-	-	-	-	-
1.5.1 Endorsements to the Central Bank of the Republic of Turkey		-	-	-	-	-	-
1.5.2 Other Endorsements		-	-	-	-	-	-
1.6 Securities Issue Purchase Guarantees		-	-	-	-	-	-
1.7 Factoring Guarantees		-	16.330	16.330	-	13.384	13.384
1.8 Other Guarantees		27.246	1.487.035	1.514.281	8.082	624.373	632.455
1.9 Other Collaterals		140.820	47.498	188.318	638.357	7.534	645.891
II. COMMITMENTS	(IV-a-1)	300.373.790	6.517.507	306.891.297	121.580.284	6.062.760	127.643.044
2.1 Irrevocable Commitments		31.512.475	6.517.507	38.029.982	26.537.015	6.062.760	32.599.775
2.1.1 Asset Purchase Commitments		1.144.330	2.726.229	3.870.559	2.236.712	2.763.942	5.000.654
2.1.2 Deposit Purchase and Sales Commitments		-	-	-	-	-	-
2.1.3 Share Capital Commitments to Associates and Subsidiaries		-	-	-	1.000	-	1.000
2.1.4 Loan Granting Commitments		1.241.361	1.149.586	2.390.947	1.227.899	1.488.873	2.716.772
2.1.5 Securities Issue Brokerage Commitments		-	-	-	-	-	-
2.1.6 Commitments for Reserve Deposit Requirements		-	-	-	-	-	-
2.1.7 Commitments for Cheques		4.432.859	-	4.432.859	4.291.376	-	4.291.376
2.1.8 Tax and Fund Liabilities from Export Commitments		808	-	808	726	-	726
2.1.9 Commitments for Credit Card Limits		18.697.008	-	18.697.008	13.718.870	-	13.718.870
2.1.10 Promotion Commitments for Credit Cards and Banking Services		77.204	-	77.204	76.093	-	76.093
2.1.11 Receivables from Short Sale Commitments of Marketable Securities		-	-	-	-	-	-
2.1.12 Payables for Short Sale Commitments of Marketable Securities		-	-	-	-	-	-
2.1.13 Other Irrevocable Commitments		5.918.905	2.641.692	8.560.597	4.984.339	1.809.945	6.794.284
2.2 Revocable Commitments		268.861.315	-	268.861.315	95.043.269	-	95.043.269
2.2.1 Revocable Loan Granting Commitments		268.861.315	-	268.861.315	95.043.269	-	95.043.269
2.2.2 Other Revocable Commitments		-	-	-	-	-	-
III. DERIVATIVE FINANCIAL INSTRUMENTS	(IV-b)	19.588.159	59.291.609	78.879.768	23.442.270	54.947.987	78.390.257
3.1 Hedging Derivative Financial Instruments		5.301.445	7.528.533	12.829.978	3.330.000	1.227.785	4.557.785
3.1.1 Transactions for Fair Value Hedge		2.739.445	2.667.536	5.406.981	-	-	-
3.1.2 Transactions for Cash Flow Hedge		2.562.000	4.860.997	7.422.997	3.330.000	1.227.785	4.557.785
3.1.3 Transactions for Foreign Net Investment Hedge		-	-	-	-	-	-
3.2 Trading Transactions		14.286.714	51.763.076	66.049.790	20.112.270	53.720.202	73.832.472
3.2.1 Forward Foreign Currency Buy/Sell Transactions		1.850.811	2.852.168	4.702.979	1.298.873	3.204.836	4.503.709
3.2.1.1 Forward Foreign Currency Transactions-Buy		746.460	1.598.417	2.344.877	589.840	1.653.545	2.243.385
3.2.1.2 Forward Foreign Currency Transactions-Sell		1.104.351	1.253.751	2.358.102	709.033	1.551.291	2.260.324
3.2.2 Swap Transactions Related to Foreign Currency and Interest Rates		5.814.505	33.557.482	39.371.987	13.263.549	37.747.648	51.011.197
3.2.2.1 Foreign Currency Swap-Buy		1.059.134	7.238.804	8.297.938	347.780	16.285.524	16.633.304
3.2.2.2 Foreign Currency Swap-Sell		3.636.205	3.853.922	7.490.127	11.756.603	4.661.330	16.417.933
3.2.2.3 Interest Rate Swap-Buy		559.583	11.232.378	11.791.961	579.583	8.400.397	8.979.980
3.2.2.4 Interest Rate Swap-Sell		559.583	11.232.378	11.791.961	579.583	8.400.397	8.979.980
3.2.3 Foreign Currency, Interest rate and Securities Options		6.505.552	13.627.108	20.132.660	2.988.723	11.720.918	14.709.641
3.2.3.1 Foreign Currency Options-Buy		2.975.260	3.866.414	6.841.674	1.379.671	2.056.402	3.436.073
3.2.3.2 Foreign Currency Options-Sell		3.052.880	3.786.848	6.839.728	1.482.974	1.960.110	3.443.084
3.2.3.3 Interest Rate Options-Buy		-	3.075.803	3.075.803	-	3.852.203	3.852.203
3.2.3.4 Interest Rate Options-Sell		178.100	2.898.043	3.076.143	-	3.852.203	3.852.203
3.2.3.5 Securities Options-Buy		149.656	-	149.656	63.039	-	63.039
3.2.3.6 Securities Options-Sell		149.656	-	149.656	63.039	-	63.039
3.2.4 Foreign Currency Futures		-	-	-	-	-	-
3.2.4.1 Foreign Currency Futures-Buy		-	-	-	-	-	-
3.2.4.2 Foreign Currency Futures-Sell		-	-	-	-	-	-
3.2.5 Interest Rate Futures		-	-	-	-	-	-
3.2.5.1 Interest Rate Futures-Buy		-	-	-	-	-	-
3.2.5.2 Interest Rate Futures-Sell		-	-	-	-	-	-
3.2.6 Other		115.846	1.726.318	1.842.164	2.561.125	1.046.800	3.607.925
B. CUSTODY AND PLEDGES RECEIVED (IV+V+VI)		322.298.088	84.547.718	406.845.806	212.236.927	80.129.509	292.366.436
IV. ITEMS HELD IN CUSTODY		30.174.416	3.632.824	33.807.240	26.597.287	4.867.397	31.464.684
4.1 Customer Fund and Portfolio Balances		2.977.305	-	2.977.305	3.705.987	-	3.705.987
4.2 Investment Securities Held in Custody		14.219.139	637.064	14.856.203	16.836.024	930.711	17.766.735
4.3 Cheques Received for Collection		10.787.255	4.453	10.791.708	4.435.889	1.481	4.437.370
4.4 Commercial Notes Received for Collection		2.016.489	728.850	2.745.339	1.410.912	738.022	2.148.934
4.5 Other Assets Received for Collection		-	-	-	-	-	-
4.6 Assets Received for Public Offering		-	-	-	-	-	-
4.7 Other Items Under Custody		174.228	2.262.457	2.436.685	208.475	3.197.183	3.405.658
4.8 Custodians		-	-	-	-	-	-
V. PLEDGES RECEIVED		68.459.232	29.223.540	97.682.772	49.232.746	28.558.151	77.790.897
5.1 Marketable Securities		2.894.607	108.512	3.003.119	2.481.082	1.734.421	4.215.503
5.2 Guarantee Notes		737.842	117.629	855.471	699.951	10.470	710.421
5.3 Commodity		-	12.175	12.175	-	12.752	12.752
5.4 Warranty		-	-	-	-	-	-
5.5 Immovable		32.872.665	21.894.140	54.766.805	25.007.171	21.302.531	46.309.702
5.6 Other Pledged Items		31.954.118	7.091.084	39.045.202	21.044.542	5.497.977	26.542.519
5.7 Pledged Items-Depository		-	-	-	-	-	-
VI. ACCEPTED INDEPENDENT GUARANTEES AND WARRANTIES		223.664.440	51.691.354	275.355.794	136.406.894	46.703.961	183.110.855
TOTAL OFF-BALANCE SHEET COMMITMENTS (A+B)		648.848.018	162.591.363	811.439.381	362.767.211	150.267.572	513.034.783

The accompanying explanations and notes form an integral part of these financial statements.

AKBANK T.A.Ş.**IV. UNCONSOLIDATED STATEMENT OF INCOME AND EXPENSES ACCOUNTED UNDER SHAREHOLDERS' EQUITY
AT 31 DECEMBER 2012**

(Amounts are expressed in thousands of Turkish Lira (TL).)

INCOME AND EXPENSES ACCOUNTED UNDER SHAREHOLDERS' EQUITY	CURRENT PERIOD (31/12/2012)	PRIOR PERIOD (31/12/2011)
I. ADDITIONS TO MARKETABLE SECURITIES VALUATION DIFFERENCES FROM AVAILABLE FOR SALE FINANCIAL ASSETS	3.611.864	(2.094.480)
II. PROPERTY AND EQUIPMENT REVALUATION DIFFERENCES	-	-
III. INTANGIBLE FIXED ASSETS REVALUATION DIFFERENCES	-	-
IV. FOREIGN EXCHANGE DIFFERENCES FROM FOREIGN CURRENCY TRANSACTIONS	-	-
V. PROFIT/LOSS FROM CASH FLOW HEDGE DERIVATIVE FINANCIAL ASSETS (Effective Part of Fair Value Changes)	(173.284)	(74.812)
VI. PROFIT/LOSS FROM FOREIGN INVESTMENT HEDGE DERIVATIVE FINANCIAL ASSETS (Effective Part of Fair Value Changes)	-	-
VII. EFFECTS OF CHANGES IN ACCOUNTING POLICY AND ADJUSTMENT OF ERRORS	-	-
VIII. OTHER INCOME/EXPENSE ACCOUNTED UNDER SHAREHOLDERS' EQUITY AS PER TAS	-	-
IX. TAX RELATED TO VALUATION DIFFERENCES	(687.716)	433.858
X. NET INCOME/EXPENSE DIRECTLY ACCOUNTED UNDER SHAREHOLDERS' EQUITY (I+II+...+IX)	2.750.864	(1.735.434)
XI. CURRENT YEAR INCOME / LOSS	(923.713)	(99.584)
1.1 Net Change in Fair Value of Marketable Securities (Transfer to Profit/Loss)	(1.004.675)	(296.037)
1.2 Part of Cash Flow Hedge Derivative Financial Assets Reclassified and Presented on the Income St	105.547	195.743
1.3 Part of Foreign Investment Hedge Derivative Financial Assets Reclassified and Presented on the I	-	-
1.4 Other	(24.585)	710
XII. TOTAL ACCOUNTED INCOME/LOSS RELATED TO CURRENT PERIOD (X±XI)	1.827.151	(1.835.018)

The accompanying explanations and notes form an integral part of these financial statements

AKBANK T.A.Ş.

[illegible]

• The amounts for the current period under "Adjustment to Share Capital" column are presented under "Other Capital Reserves" in the financial statements.

The accompanying explanations and notes form an integral part of these financial statements.

AKBANK T.A.Ş.**VI. UNCONSOLIDATED STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 31 DECEMBER 2012**

(Amounts are expressed in thousands of Turkish Lira (TL)).

	Note (Section Five)	CURRENT PERIOD (31/12/2012)	PRIOR PERIOD (31/12/2011)
A. CASH FLOWS FROM BANKING OPERATIONS			
1.1	Operating Profit before changes in operating assets and liabilities	5.055.846	1.778.322
1.1.1	Interest received	11.790.545	8.450.785
1.1.2	Interest paid	(6.090.782)	(4.965.390)
1.1.3	Dividend received	55.743	50.479
1.1.4	Fees and commissions received	2.172.897	1.858.494
1.1.5	Other income	398.763	(49.068)
1.1.6	Collections from previously written-off loans and other receivables	277.549	359.594
1.1.7	Payments to personnel and service suppliers	(2.589.653)	(2.164.088)
1.1.8	Taxes paid	(1.150.652)	(409.822)
1.1.9	Other	(VI-b) 191.436	(1.352.662)
1.2	Changes in operating assets and liabilities	(5.590.765)	(7.189.620)
1.2.1	Net decrease in trading securities	111.572	410.960
1.2.2	Net (increase) / decrease in fair value through profit/(loss) financial assets	-	-
1.2.3	Net (increase) / decrease in due from banks and other financial institutions	(187.532)	514.168
1.2.4	Net (increase) / decrease in loans	(17.394.774)	(17.422.166)
1.2.5	Net (increase) / decrease in other assets	(2.796.527)	(8.796.887)
1.2.6	Net increase / (decrease) in bank deposits	4.951.691	9.022.577
1.2.7	Net increase / (decrease) in other deposits	11.814.428	1.536.623
1.2.8	Net increase / (decrease) in funds borrowed	(3.276.512)	6.913.709
1.2.9	Net increase / (decrease) in payables	-	-
1.2.10	Net increase / (decrease) in other liabilities	(VI-b) 1.186.889	631.396
I.	Net cash provided from banking operations	(534.919)	(5.411.298)
B. CASH FLOWS FROM INVESTING ACTIVITIES			
II.	Net cash provided from investing activities	(333.554)	4.960.114
2.1	Cash paid for acquisition of investments, associates and subsidiaries	-	-
2.2	Cash obtained from disposal of investments, associates and subsidiaries	397.383	-
2.3	Purchases of property and equipment	(129.497)	(116.430)
2.4	Disposals of property and equipments	85.158	177.555
2.5	Cash paid for purchase of investments available-for-sale	(22.763.594)	(36.056.104)
2.6	Cash obtained from sale of investments available-for-sale	20.982.425	38.831.187
2.7	Cash paid for purchase of investment securities	-	-
2.8	Cash obtained from sale of investment securities	1.096.193	1.996.980
2.9	Other	(1.622)	126.926
C. CASH FLOWS FROM FINANCING ACTIVITIES			
III.	Net cash provided from financing activities	1.457.062	1.350.694
3.1	Cash obtained from funds borrowed and securities issued	1.947.691	1.934.960
3.2	Cash used for repayment of funds borrowed and securities issued	-	-
3.3	Issued capital instruments	-	-
3.4	Dividends paid	(418.595)	(570.620)
3.5	Payments for finance leases	(72.034)	(13.646)
3.6	Other	-	-
IV.	Effect of change in foreign exchange rate on cash and cash equivalents	(127.662)	286.660
V.	Net increase in cash and cash equivalents (I+II+III+IV)	460.927	1.186.170
VI.	Cash and cash equivalents at beginning of the year	(VI-a) 3.056.550	1.870.380
VII.	Cash and cash equivalents at end of the year	(VI-a) 3.517.477	3.056.550

The accompanying explanations and notes form an integral part of these financial statements

AKBANK T.A.Ş.**VII. PROFIT APPROPRIATION STATEMENT**

(Amounts are expressed in thousands of Turkish Lira (TL)).

	CURRENT PERIOD (31/12/2012)	PRIOR PERIOD (31/12/2011)
I. DISTRIBUTION OF CURRENT YEAR INCOME		
1.1 CURRENT YEAR INCOME	3.803.069	3.001.207
1.2 TAXES AND DUTIES PAYABLE	853.207	606.680
1.2.1 Corporate Tax (Income Tax)	849.135	587.072
1.2.2 Income Withholding Tax	-	-
1.2.3 Other taxes and duties	4.072	19.608
A. NET INCOME FOR THE YEAR (1.1-1.2)	2.949.862	2.394.527
1.3 PRIOR YEAR LOSSES (-)	-	-
1.4 FIRST LEGAL RESERVES (-)	-	57.173
1.5 OTHER STATUTORY RESERVES (-)	-	-
B. NET INCOME AVAILABLE FOR DISTRIBUTION [(A-(1.3+1.4+1.5))]	2.949.862	2.337.354
1.6 FIRST DIVIDEND TO SHAREHOLDERS (-)	-	200.000
1.6.1 To Owners of Ordinary Shares	-	200.000
1.6.2 To Owners of Privileged Shares	-	-
1.6.3 To Owners of Preferred Shares	-	-
1.6.4 To Profit Sharing Bonds	-	-
1.6.5 To Holders of Profit and (Loss) Sharing Certificates	-	-
1.7 DIVIDENDS TO PERSONNEL (-)	-	-
1.8 DIVIDENDS TO BOARD OF DIRECTORS (-)	-	595
1.9 SECOND DIVIDEND TO SHAREHOLDERS (-)	-	218.000
1.9.1 To Owners of Ordinary Shares	-	218.000
1.9.2 To Owners of Privileged Shares	-	-
1.9.3 To Owners of Preferred Shares	-	-
1.9.4 To Profit Sharing Bonds	-	-
1.9.5 To Holders of Profit and (Loss) Sharing Certificates	-	-
1.10 SECOND LEGAL RESERVES (-)	-	21.860
1.11 STATUTORY RESERVES (-)	-	-
1.12 EXTRAORDINARY RESERVES	-	1.817.491
1.13 OTHER RESERVES	-	-
1.14 SPECIAL FUNDS	-	79.408
II. DISTRIBUTION OF RESERVES		
2.1 APPROPRIATED RESERVES	-	-
2.2 SECOND LEGAL RESERVES (-)	-	-
2.3 DIVIDENDS TO SHAREHOLDERS (-)	-	-
2.3.1 To Owners of Ordinary Shares	-	-
2.3.2 To Owners of Privileged Shares	-	-
2.3.3 To Owners of Preferred Shares	-	-
2.3.4 To Profit Sharing Bonds	-	-
2.3.5 To Holders of Profit and (Loss) Sharing Certificates	-	-
2.4 DIVIDENDS TO PERSONNEL (-)	-	-
2.5 DIVIDENDS TO BOARD OF DIRECTORS (-)	-	-
III. EARNINGS PER SHARE (*)		
3.1 TO OWNERS OF ORDINARY SHARES	0,007	0,006
3.2 TO OWNERS OF ORDINARY SHARES (%)	0,7	0,6
3.3 TO OWNERS OF PRIVILEGED SHARES	-	-
3.4 TO OWNERS OF PRIVILEGED SHARES (%)	-	-
IV. DIVIDEND PER SHARE		
4.1 TO OWNERS OF ORDINARY SHARES	-	0,001
4.2 TO OWNERS OF ORDINARY SHARES (%)	-	0,1
4.3 TO OWNERS OF PRIVILEGED SHARES	-	-
4.4 TO OWNERS OF PRIVILEGED SHARES (%)	-	-

(*) Amounts are expressed in TL.

NOTE:**(1)** Authorized body for profit appropriation of the current period is the General Assembly. On the preparation date of these financial statements, yearly ordinary meeting of the General Assembly has not been held yet.**(2)** Profit appropriation is being done according to unconsolidated financial statements.

The accompanying explanations and notes form an integral part of these financial statements.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

**SECTION THREE
ACCOUNTING POLICIES**

I. EXPLANATIONS ON BASIS OF PRESENTATION:

a. The preparation of the financial statements and related notes and explanations in accordance with the Turkish Accounting Standards and Regulation on the Principles and Procedures numbered 5411 Regarding Banks' Accounting Application and Keeping Documents:

The unconsolidated financial statements are prepared in accordance with the "Regulation on Accounting Applications for Banks and Safeguarding of Documents" related with Banking Act numbered 5411 published in the Official Gazette no.26333 dated 1 November 2006, which refers to "Turkish Accounting Standards" ("TAS") and "Turkish Financial Reporting Standards" ("TFRS") and additional explanations and notes related to them and other decrees, notes and explanations related to accounting and financial reporting principles (all "Turkish Accounting Standards" or "TAS") published by the Banking Regulation and Supervision Agency ("BRSA"). The format and content of the publicly announced unconsolidated financial statements and notes to these statements have been prepared in accordance with the "Communiqué on Publicly Announced Financial Statements, Explanations and Notes to These Financial Statements", published in Official Gazette no. 28337, dated 28 June 2012, and amendments to this Communiqué. The Bank maintains its books in Turkish Lira in accordance with the Banking Act, Turkish Commercial Code and Turkish Tax Legislation.

The unconsolidated financial statements have been prepared in TL, under the historical cost convention except for the financial assets and liabilities carried at fair value.

The preparation of unconsolidated financial statements in conformity with TAS requires the use of certain critical accounting estimates by the Bank management to exercise its judgment on the assets and liabilities of the balance sheet and contingent issues as of the balance sheet date. These estimates, which include the fair value calculations of financial instruments and impairments of financial assets are being reviewed regularly and, when necessary, suitable corrections are made and the effects of these corrections are reflected to the income statement. Assumptions and estimates that are used in the preparation of the accompanying financial statements are explained in the following related disclosures.

The amendments of TAS and TFRS, except TFRS 9 Financial Instruments, which have been effective as of reporting date have no impact on the accounting policies, financial condition and performance of the Bank. The Bank assesses the impact of TFRS 9 Financial Instruments standard.

b. Explanation for convenience translation into English:

The differences between accounting principles, as described in these preceding paragraphs and accounting principles generally accepted in countries in which unconsolidated financial statements are to be distributed and International Financial Reporting Standards ("IFRS") have not been quantified in these unconsolidated financial statements. Accordingly, these unconsolidated financial statements are not intended to present the financial position, results of operations and changes in financial position and cash flows in accordance with the accounting principles generally accepted in such countries and IFRS.

c. Accounting policies and valuation principles applied in the presentation of unconsolidated financial statements:

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

**NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

The accounting policies and valuation principles applied in the preparation of unconsolidated financial statements are determined and applied in accordance with TAS. These accounting policies and valuation principles are explained in Notes II to XXVIII below.

II. EXPLANATIONS ON STRATEGY OF USING FINANCIAL INSTRUMENTS AND EXPLANATIONS IN FOREIGN CURRENCY TRANSACTIONS:

The Bank's core business activities include retail banking, Commercial and SME banking, corporate banking, private banking, foreign exchange, money markets, securities transactions (Treasury transactions) and international banking services. By nature, the Bank's activities are principally related to the use of financial instruments. As the main funding source, the Bank accepts deposits from customers for various periods and invests these funds in high quality assets with high interest margins. Other than deposits, the Bank's most important funding sources are equity, mostly intermediate and long-term borrowings from foreign financial institutions. The Bank follows an asset-liability management strategy that mitigates risk and increases earnings by balancing the funds borrowed and the investments in various financial assets. The main objective of asset-liability management is to limit the Bank's exposure to liquidity risk, interest rate risk, currency risk and credit risk while increasing profitability and strengthening the Bank's equity. The Asset-Liabilities Committee ("ALCO") manages the assets and liabilities within the trading limits on the level of exposure placed by the Executive Market Risk Committee ("EMRC").

For covering foreign currency exposures arising from the foreign currency transactions, the Bank uses derivatives and asset-liability balancing transactions.

Foreign currency denominated monetary assets and liabilities are translated with the exchange rates prevailing at the balance sheet date. Gains and losses arising from such transactions are recognized in the income statement under the account of "Net foreign exchange income/expense". Foreign currency denominated subsidiaries, which are accounted with acquisition cost method, are translated with the foreign exchange rates prevailing at the acquisition date.

The Bank hedges the fair value risk of foreign investments with the foreign exchange differences of the foreign currency denominated financial liabilities. In this extent, the carrying values of net investments which are accounted with acquisition cost method and subject to fair value hedge, are adjusted in order to reflect the changes in fair value of the risks hedged. Fair value changes resulting from foreign exchange differences of foreign currency investments are accounted in the income statements.

As of 31 December 2012, foreign currency denominated balances are translated into TL using the exchange rates of TL 1,7776, TL 2,3452 and TL 2,0641 for USD, EUR and Yen respectively.

III. EXPLANATIONS ON INVESTMENTS IN ASSOCIATES AND SUBSIDIARIES:

Investments in associates and subsidiaries are accounted in accordance with the "Turkish Accounting Standard on Financial Instruments: Recognition and Measurement" ("TAS 39") in the unconsolidated financial statements. Subsidiaries that have a quoted market price in an active market and whose fair value can be reliably measured are carried at fair value. Investments in associates and subsidiaries that do not have a quoted market price in an active market and whose fair value cannot be reliably measured are carried at cost less provision for impairment.

IV. EXPLANATIONS ON FORWARD TRANSACTIONS AND DERIVATIVE INSTRUMENTS:

The major derivative instruments utilized by the Bank are currency and interest rate swaps, cross currency swaps, currency options and currency forwards.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

The Bank classifies its derivative instruments as "Held-for-hedging" or "Held-for-trading" in accordance with "Turkish Accounting Standard for Financial Instruments: Recognition and Measurement" ("TAS 39"). Although certain derivative transactions provide effective economic hedges under the Bank's risk management position, in accordance with TAS 39 they are treated as derivatives "Held-for-trading".

Payables and receivables arising from the derivative instruments are followed in the off-balance sheet accounts at their contractual values.

Derivative instruments are remeasured at fair value after initial recognition. In accordance with the classification of the derivative instrument, if the fair value of a derivative financial instrument is positive, it is recorded to the account "Trading derivative financial assets" or "Hedging derivative financial assets"; if the fair value difference is negative, it is recorded to "Trading derivative financial liabilities" or "Hedging derivative financial liabilities". Differences in the fair value of trading derivative instruments are accounted as income/loss from derivative financial transactions under "trading income/loss" item in the income statement. The fair values of the derivative financial instruments are calculated using quoted market prices or by using discounted cash flow models.

Embedded derivatives are separated from the host contract and accounted for as a derivative under TAS 39 if, and only if the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host contract, a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative and the hybrid instrument is not measured at fair value with changes in fair value recognized in profit or loss. When the host contract and embedded derivative are closely related, embedded derivatives are not separated from the host contract and are accounted according to the standard applied to the host contract.

V. EXPLANATIONS ON INTEREST INCOME AND EXPENSE:

Interest income and expenses are recognized in the income by using the "Effective interest method". The Bank ceases accruing interest income on non-performing loans and reverses any interest income accrued from such loans. No income is accounted until the collection is made according to the related regulation.

VI. EXPLANATIONS ON FEE AND COMMISSION INCOME AND EXPENSES:

Fees and commission income/expenses are primarily recognized on an accrual basis or "Effective interest method" according to the nature of the fee and commission, except for certain commission income and fees for various banking services which are recorded as income at the time of collection. Contract based fees or fees received for services such as the purchase and sale of assets on behalf of a third party or legal person are recognized as income at the time of collection.

VII. EXPLANATIONS ON FINANCIAL ASSETS:

The Bank categorizes its financial assets as "Fair value through profit/loss", "Available-for-sale", "Loans and receivables" or "Held-to-maturity". Sale and purchase transactions of the financial assets mentioned above are recognized and derecognized at the "Settlement dates". The appropriate classification of financial assets of the Bank is determined at the time of purchase by the Bank management, taking into consideration the purpose of the investment.

a. Financial assets at the fair value through profit or loss:

This category has two subcategories: "Trading financial assets" and "Financial assets designated at fair value through profit/loss at initial recognition".

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Trading financial assets are financial assets which are either acquired for generating a profit from short-term fluctuations in prices or are financial assets included in a portfolio aimed at short-term profit making.

All regular way purchases and sales of trading financial assets are recognized at the settlement date, which is the date that the asset is delivered to/from the Bank. Trading financial assets are initially recognized at fair value and remeasured at their fair value after recognition. All gains and losses arising from these valuations are reflected in the income statement. Interest earned while holding trading financial assets is accounted as interest income and dividends received are included separately in dividend income.

Derivative financial assets are classified as trading financial assets unless they are used for hedging purposes. The accounting of derivative financial assets is explained in Note IV of Section Three.

The Bank has no financial assets designated as financial assets at fair value through profit or loss.

b. Financial assets available-for-sale:

Financial assets available-for-sale consists of financial assets other than "Loan and receivables", "Held-to-maturity", "Financial assets at fair value through profit or loss" and non-derivative financial assets. Financial assets available-for-sale are recorded by adding transaction cost to acquisition cost reflecting the fair value of the financial asset.

After the recognition, financial assets available-for-sale are remeasured at fair value. Interest income arising from available-for-sale calculated with "Effective interest method" and dividend income from equity securities are reflected to income statement. "Unrealized gains and losses" arising from the difference between the amortized cost and the fair value of securities classified as available-for-sale are recognized in the account of "Marketable securities valuation differences" under shareholder's equity, unless these assets are impaired, collected, sold, or disposed of. When these securities are collected or disposed of, the related fair value differences accumulated in the shareholders' equity are transferred to the income statement.

Available-for-sale equity securities that have a quoted market price in an active market and whose fair values can be reliably measured are carried at fair value. Available-for-sale equity securities that do not have a quoted market price in an active market and whose fair values cannot be reliably measured are carried at cost, less provision for impairment.

c. Loans and Receivables:

Loans and receivables are non-derivative financial assets that are not classified as financial assets at fair value through profit or loss or financial assets available for sale, are unlisted in an active market and whose payments are fixed or can be determined. Loans and receivables are carried initially by adding acquisition cost which reflect fair value to transaction costs and subsequently recognized at the discounted value calculated using the "Effective interest method". The expenses incurred for the assets received as collateral are not considered as transaction costs and are recognized in the expense accounts.

If the collectability of any receivable is identified as limited or doubtful by the management through assessments and estimates, the Bank provides general and specific provisions for these loans and receivables in accordance with the "Communiqué Related to Principles and Procedures on Determining the Qualifications of Banks' Loans and Other Receivables and the Provision for These Loans and Other Receivables" published in the Official Gazette dated 1 November 2006, no.26333 and amended in the Official Gazette dated 23 January 2009, no. 27119. Provision expenses are deducted from the net income of the period. If there is a subsequent collection from a receivable that was already provisioned in the previous years, the recovery amount is classified under "Other operating income". If a receivable is collected which

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

is provisioned in the same year, it is deducted from the "Special provisions for loan losses and other receivables". Uncollectible receivables are written-off after all the legal procedures are finalized.

d. Held-to-maturity financial assets:

Held-to-maturity financial assets are non-derivative financial assets with fixed or determinable payments and fixed maturity that an entity has the positive intention and ability to hold to maturity other than those that the entity upon initial recognition designates as at fair value through profit or loss, those that the entity designates as available for sale; and those that meet the definition of loans and receivables. Held-to-maturity financial assets are initially recognized at acquisition cost including the transaction costs which reflects the fair value of the those instruments and subsequently recognized at amortized cost by using effective interest rate method. Interest income obtained from held-to-maturity financial assets is accounted in income statement.

There are no financial assets previously classified as held-to-maturity but which cannot be subject to this classification for two years due to the contradiction of classification principles.

The Bank has Consumer Price Index ("CPI") linked government bonds under available-for-sale and held-to-maturity portfolios with semi-annual fixed real coupon rates and a maturity of 5 to 10 years. These marketable securities are valued and accounted by using effective interest rate method by considering the real coupon rates and reference inflation index at the issue date together with the index calculated by considering the estimated inflation rate. As disclosed in 'Inflation Indexed Bonds Manual' published by Turkish Treasury, reference index used for the real payments is determined based on the inflation rates of two month before. The estimated inflation rate used is updated during the year when necessary.

VIII. EXPLANATIONS ON IMPAIRMENT OF FINANCIAL ASSETS:

It is assessed whether there is objective evidence for a financial asset or group of financial assets is impaired at each balance sheet date. Provision for impairment is provided when there is an objective evidence of impairment.

Where the estimated recoverable amount of the financial asset, being the present value of the expected future cash flows discounted based on the "Effective interest method", or the fair value if one exists, is lower than its carrying value, then it is concluded that the asset under consideration is impaired. A provision is made for the diminution in value of the impaired financial asset and this is charged against the income for the year. An explanation about the impairment of loans and receivables is given in Note VII-c of Section Three.

IX. EXPLANATIONS ON OFFSETTING FINANCIAL ASSETS:

Financial assets and liabilities are offset and the net amount is reported in the balance sheet when the Bank has a legally enforceable right to offset the recognized amounts and there is an intention to collect/pay the related financial assets and liabilities on a net basis, or to realize the asset and settle the liability simultaneously.

X. EXPLANATIONS ON SALES AND REPURCHASE AGREEMENTS AND SECURITIES LENDING TRANSACTIONS:

Securities subject to repurchase agreements ("Repos") are classified as "Financial assets at fair value difference through profit or loss", "Available-for-sale securities" and "Held-to-maturity securities" in the balance sheet according to the investment purposes and measured according to the portfolio of the Bank to which they belong. Funds obtained under repurchase agreements are accounted under "Funds provided under repurchase agreements" in liability accounts and differences between the sale and repurchase

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

prices determined by these repurchase agreements are accrued evenly over the life of the repurchase agreement using the "Effective interest (internal return) method".

Funds given against securities purchased under agreements to resell ("Reverse repos") are accounted under "Receivables from reverse repurchase agreements" in the balance sheet. The difference between the purchase and resell price determined by these repurchase agreements is accrued evenly over the life of repurchase agreements using the "Effective interest method". The Bank has no securities lending transactions.

XI. EXPLANATIONS ON PROPERTY AND EQUIPMENT HELD FOR SALE PURPOSE AND RELATED TO DISCONTINUED OPERATIONS:

The Bank has no discontinued operations.

Property and equipment held-for-sale consist of tangible assets that were acquired due to non-performing receivables, and are accounted in the financial statements in accordance with the "Communiqué Regarding the Principles and Procedures for the Disposals of Immovables and Commodities Acquired due to Receivables and for Trading of Precious Metal" published in the Official Gazette dated 1 November 2006, no.26333.

XII. EXPLANATIONS ON GOODWILL AND OTHER INTANGIBLE ASSETS:

As of 31 December 2012, the Bank has no goodwill.

Intangible assets are measured at cost on initial recognition and any directly attributable costs of setting the asset to work for its intended use are included in the initial measurement. Subsequently, intangible assets are carried at historical costs after the deduction of accumulated depreciation and the provision for value decreases.

Intangibles are amortized over three to five years (their estimated useful lives) using the straight-line method. The useful life of the asset is determined by assessing the expected useful time of the asset, technical, technological and other kinds of wear and tear and all required maintenance expenses necessary to utilize the economic benefit from the asset.

XIII. EXPLANATIONS ON PROPERTY AND EQUIPMENT:

Property and equipment is measured at its cost when initially recognized and any directly attributable costs of setting the asset in working order for its intended use are included in the initial measurement. Subsequently, property and equipment is carried at cost less accumulated depreciation and provision for value decrease.

Depreciation is calculated over the cost of property and equipment using the straight-line method over estimated useful lives. The estimated useful lives are stated below:

Buildings	50 years
Machinery, furniture, fixtures and vehicles	5 years

The depreciation charge for items remaining in the property and equipment for less than an accounting period at the balance sheet date is calculated in proportion to the period the item will remain in property and equipment.

Where the carrying amount of an asset is greater than its estimated "Net realizable value amount", it is written down to its "Net realizable value amount" and the impairment loss is charged to the income statement.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Gains and losses on the disposal of property and equipment are determined by deducting the net book value of the property and equipment from its sales revenue.

Expenditures for the repair and renewal of property and equipment are recognized as expense. The capital expenditures incurred in order to increase the capacity of the tangible asset or to increase the future benefit of the asset are capitalized on the cost of the tangible asset. Capital expenditures include the cost components that increase the useful life, or the capacity of the asset, increase the quality of the product or decrease its costs.

XIV. EXPLANATIONS ON LEASING TRANSACTIONS:

Assets acquired under finance lease agreements are capitalized at the inception of the lease at the "Lower of the fair value of the leased asset or the present value of the lease installments that are going to be paid for the leased asset". Leased assets are included in the property and equipment and depreciation is charged on a straight-line basis over the useful life of the asset. If there is impairment in value of the leased asset, an impairment is recognized. Liabilities arising from the leasing transactions are included in "Finance lease payables" in the balance sheet. Interest and foreign exchange expenses regarding lease transactions are charged to the income statement. The Bank does not provide financial leasing services as a "Lessor".

Transactions regarding operational lease agreements are accounted on an accrual basis in accordance with the terms of the related contracts.

XV. EXPLANATIONS ON PROVISIONS AND CONTINGENT LIABILITIES:

Provisions and contingent liabilities are accounted in accordance with, "Turkish Accounting Standard for Provisions, Contingent Liabilities and Contingent Assets" ("TAS 37").

Provisions are recognized when the Bank has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. A provision for contingent liabilities arising from past events should be recognized in the same period of occurrence in accordance with the periodicity principle. When the amount of the obligation cannot be reliably estimated and there is no possibility of an outflow of resources from the Bank, it is considered that a "Contingent" liability exists and it is disclosed in the related notes to the financial statements.

XVI. EXPLANATIONS ON CONTINGENT ASSETS:

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits to the entity. Contingent assets are not recognized in financial statements since this may result in the recognition of income that may never be realized. Contingent assets are disclosed where an inflow of economic benefits is probable. Contingent assets are assessed continually to ensure that developments are appropriately reflected in the financial statements. If it has become virtually certain that an inflow of economic benefits will arise, the asset and the related income are recognized in the financial statements in which the change occurs.

XVII. EXPLANATIONS ON OBLIGATIONS RELATED TO EMPLOYEE RIGHTS:

a. Employment termination benefits and vacation rights:

Obligations related to employment termination and vacation rights are accounted for in accordance with "Turkish Accounting Standard for Employee Rights" ("TAS 19").

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Under the Turkish Labor Law, the Bank and its subsidiaries operating in Turkey are required to pay a specific amount to the employees who have retired or whose employment is terminated other than the reasons specified in the Turkish Labor Law. According to the related regulation, the Bank is obliged to pay termination benefits for employees who retire, quit for their military service obligations, who have been dismissed as defined in the related regulation or who have completed at least one year of service. The reserve for employment termination benefits represents the present value of the estimated total reserve for the future probable obligation of the Bank arising from this liability.

b. Retirement rights:

The Bank's personnel are members of the "Akbank T.A.Ş. Personnel Pension Fund Foundation" ("Pension Fund") established in accordance with the Social Security Law numbered 506, article No.20. The financial statements of the Pension Fund have been audited as of year ends by an independent actuary in accordance with the 38th article of the Insurance Supervisory Law and the "Actuarial Regulation" based on the same article.

Temporary 23rd article paragraph ("the paragraph") 1 of the Banking Law No 5411 published in the Official Gazette no. 25983 dated 1 November 2005 envisaged that Banks would transfer their pension funds to the Social Security Institution ("SSI") within three years following the publication date of the Banking Law, and regulated the principles of this transfer. The first paragraph of the related article was rescinded as from the 31 March 2007, the publication date of the decision of the Constitutional Court dated 22 March 2007. The reasoned decree regarding the rescission of the mentioned paragraph was published in the Official Gazette numbered 26731, dated 15 December 2007.

Following the publication of the reasoned decree of the Constitutional Court, Turkish Grand National Assembly commenced to work on a new law regarding the transfer of the members of funds to the Social Security Institution; the related articles of the Social Security Law ("New Law") numbered 5754 regarding the transfer of the funds, were ratified by the TGNA General Meeting on 17 April 2008 and came into effect following the publication in the Official Gazette numbered 26870, dated 8 May 2008.

The main opposition party had appealed to the Constitutional Court for the cancellation of some of the articles of the New Law including transfer of the Funds to the SSI on 19 June 2008. The Constitution Court has dismissed the appeal with the decision taken in the meeting dated 30 March 2011. The reasoned decision has been published in the Official Gazette dated 28 December 2011 and numbered 28156.

The New Law was requiring that present value of post-employment benefits at the transfer date shall be calculated by a commission consisting of the representatives of SSI, Ministry of Finance, Undersecretariat of Treasury, Undersecretariat of State Planning Organization, BRSA, SDIF and banks and funds, by using a technical discount rate of 9,8 percent taking into consideration the transferrable contributions and payments of the funds including any monthly payment differences paid by the funds above the limits within the framework of SSI regulations. Accordingly the transfer required by the New Law was to be completed until 8 May 2011. According to the decision of the Council of Ministers published on the Official Gazette dated 9 April 2011 no. 27900, the time frame for related transfer has been extended for two years. The transfer should be completed until 8 May 2013. With the change in first clause of 20nd provisional article of the "Social Insurance and General Health Insurance Law no. 5510" published on the Official Gazette no. 28227 dated 8 March 2012, the postponement right of the Council of Ministers has been extended from two years to four years.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

According to the New Law, following the transfer of the members of the fund to the SSI, the funds and institutions will continue to provide the non-transferrable social benefits and payments which are included in the articles of association of the fund.

With respect to that, according to the technical balance sheet report as at 31 December 2012 prepared considering the related articles of the New Law regarding the transferrable benefit obligations and in accordance with TAS 19 for the non-transferrable social benefits and payments which are included in the articles of association and audited within the framework stated in the first paragraph above. The fund has no technical or actual deficit which requires a provision. Since the Bank has no legal right to hold the present value of any economic benefits available in the form of refunds from Pension Fund or reductions in future contributions to Pension Fund, no asset is recognized in the Bank's financial statements.

Additionally, the Bank management is of the opinion that the possible obligation amount to arise during and after the transfer to be made within the framework described above will be at a reasonable level that can be met by the Fund's assets and will not bring any additional burden for the Bank.

XVIII. EXPLANATIONS ON TAXATION:

a. Current tax:

In Turkey, corporate tax rate is 20%. Corporate tax is calculated on the total income of the Bank after adjusting for certain disallowable expenses, tax-exempt income and other allowances. No further tax is payable unless the profit is distributed.

Dividends paid to non-resident corporations, which have a place of business in Turkey or are resident corporations, are not subject to withholding tax. Otherwise, dividends paid are subject to withholding tax at the rate of 15%. An increase in capital via issuing bonus shares is not considered as profit distribution and thus does not incur withholding tax.

Corporations are required to pay advance corporate tax quarterly at a rate of 20% on their corporate income. Advance tax is declared by the 14th day and paid by the 17th day of the second month following each calendar quarter end. Advance tax paid by corporations which is for the current period is credited against the annual corporation tax calculated on their annual corporate income in the following year. Despite the offset, if there is temporary prepaid tax remaining, this balance can be refunded or used to offset any other financial liabilities to the government.

A 75% portion of the capital gains derived from the sale of equity investments and immovable properties held for at least two years is tax exempt, if such gains are added to paid-in capital or held in a special fund account under liability for five years.

Under the Turkish Corporate Tax Law, losses can be carried forward to offset against future taxable income for up to five years. Tax losses cannot be carried back to offset profits from previous periods.

In Turkey, there is no procedure for a final and definitive agreement on tax assessments. Companies file their tax returns until the 25th day of the following fourth month after the closing of the accounting year to which they relate. Tax returns are open for five years from the beginning of the year following the date of filing during which time period the tax authorities have the right to audit tax returns, and the related accounting records on which they are based, and may issue re-assessments based on their findings.

Current tax, related to items recognized directly in equity is also credited or charged directly to equity.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

b. Deferred tax:

The Bank calculates and accounts for deferred income taxes for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in these financial statements in accordance with "Turkish Accounting Standard for Income Taxes" ("TAS 12") and the related decrees of the BRSA concerning income taxes. In the deferred tax calculation, the enacted tax rate, in accordance with the tax legislation, is used as of the balance sheet date.

Deferred tax liabilities are recognized for all resulting temporary differences whereas deferred tax assets resulting from temporary differences are recognized to the extent that it is probable that future taxable profit will be available against which the deferred tax assets can be utilized. Deferred tax asset is not provided over provisions for possible risks and general loan loss provisions according to the circular of BRSA numbered BRSA.DZM.2/13/1-a-3 and dated 8 December 2004.

Deferred tax assets and liabilities are presented as net in the financial statements.

Deferred tax, related to items recognized directly in equity is also credited or charged directly to equity.

XIX. EXPLANATIONS ON BORROWINGS:

Derivative financials instruments are carried at their fair values and other financial liabilities are carried at amortized cost using the "Effective interest method".

XX. EXPLANATIONS ON ISSUANCE OF SHARE CERTIFICATES:

There is no security issuance as of 31 December 2012.

XXI. EXPLANATIONS ON AVALIZED DRAFTS AND ACCEPTANCES:

Avalized drafts and acceptances shown as liabilities against assets are included in the off-balance sheet commitments.

XXII. EXPLANATIONS ON GOVERNMENT GRANTS:

As of 31 December 2012 and 31 December 2011, there is no government grant for the Bank.

XXIII. EXPLANATIONS ON SEGMENT REPORTING:

An operating segment is a component of an entity:

- (a) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity),
- (b) whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and
- (c) for which discrete financial information is available.

Reporting according to the operational segment is presented in Note IX of Section Four.

XXIV. PROFIT RESERVES AND PROFIT APPROPRIATION:

Retained earnings as per the statutory financial statements other than legal reserves are available for distribution, subject to the legal reserve requirement referred to below.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Under the Turkish Commercial Code, legal reserves consist of first legal reserve and second legal reserve. First legal reserve, appropriated at the rate of 5%, until the total reserve is equal to 20% of issued and fully paid-in share capital. Second legal reserve, appropriated at the rate of at least 10% of distributions in excess of 5% of issued and fully paid-in share capital, but Holding companies are not subject to such transaction. According to the Turkish Commercial Code, legal reserves can only be used to compensate accumulated losses and cannot be used for other purposes unless they exceed 50% of paid-in capital.

The Ordinary General Assembly Meeting of the Bank was held on 30 March 2012. In the Ordinary General Assembly, it was decided to distribute a TL 418.595 cash dividend over the TL 2.394.527 net income from 2011 operations to the Bank's shareholders, Chairman and Members of the Board of Directors. It was also resolved in the General Assembly to transfer TL 79.408 to other capital reserves, to allocate TL 79.033 as legal and TL 1.817.491 as extraordinary reserves.

XXV. EARNINGS PER SHARE:

Earnings per share disclosed in the income statement are calculated by dividing net profit for the year the weighted average number of shares outstanding during the period concerned.

	Current Period	Prior Period
	31 December 2012	31 December 2011
Net Profit for the Year	2.949.862	2.394.527
Average Number of Issued Common Shares (Thousand)	400.000.000	400.000.000
Earnings Per Share (Amounts presented as full TL)	0,00737	0,00599

In Turkey, companies can increase their share capital by making a pro-rata distribution of shares ("Bonus shares") to existing shareholders from retained earnings. For the purpose of earnings per share computations, the weighted average number of shares outstanding during the year has been adjusted in respect of bonus shares issued without a corresponding change in resources by giving them a retroactive effect for the year in which they were issued and for each earlier period.

No any bonus shares issued in 2012 (2011: [-]).

XXVI. RELATED PARTIES:

Parties defined in article 49 of the Banking Law No.5411, Bank's senior management, and Board Members are deemed as related parties. Transactions regarding related parties are presented in Note VI of Section Five.

XXVII. CASH AND CASH EQUIVALENT ASSETS:

For the purposes of the cash flow statement, cash includes cash effectives, cash in transit, purchased cheques and demand deposits including balances with the Central Bank; and cash equivalents include interbank money market placements, time deposits at banks with original maturity periods of less than three months and investments on marketable securities other than common stocks.

XXVIII. RECLASSIFICATIONS:

In order to be consistent with the presentation of financial statements dated 31 December 2012, there are certain reclassifications made on income and expenses accounted under shareholders' equity statements and cash flow statements as of 31 December 2011.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

SECTION FOUR

INFORMATION RELATED TO FINANCIAL POSITION AND RISK MANAGEMENT OF THE BANK

I. EXPLANATIONS ON CAPITAL ADEQUACY RATIO:

- a.** The Bank's capital adequacy ratio, calculated in accordance with the "Regulation on Measurement and Assessment of Capital Adequacy Ratios of Banks" (Basel II) which became effective as of 1 July 2012, is % 18,63. This ratio is well above the minimum ratio required by the legislation.
- b.** Capital adequacy ratio has been calculated in accordance with the "Regulation on Measurement and Assessment of Capital Adequacy of Banks", "Credit Risk Mitigation Techniques" and "Calculation of Risk-Weighted Amounts for Securitizations" Communiqués that have been published in Official Gazette no. 28337 on 28 June 2012 and became effective as of 1 July 2012 and "Regulation on Equity of Banks" that has been published in Official Gazette no. 26333 on November 1, 2006.

Capital adequacy ratio is calculated based on total capital requirements needed for credit risk, market risk and operational risk. Credit risk is calculated by holding risk-weighted assets and non-cash loans subject to risk-weights in the relevant legislation and taking risk mitigation techniques into account; the standard method is used to calculate market risk and the basic indicator approach is used to calculate operational risk.

The following tables show the details of risk-weighted assets which constitute the basis for the Bank's capital adequacy ratio and Bank's equity calculations.

c. Information related to capital adequacy ratio:

	Risk Weights								
	0%	10%	20%	50%	75%	100%	150%	200%	1250%
Weighted Credit Risk	-	-	1.549.144	13.202.632	22.106.570	54.182.572	3.997.742	12.883.190	-
Risk classifications:									
Conditional and unconditional receivables from central governments and Central Banks	48.259.649	-	149.185	10.858.032	-	-	-	-	-
Conditional and unconditional receivables from regional or local governments	-	-	-	44	-	-	-	-	-
Conditional and unconditional receivables from administrative bodies and non-commercial enterprises	-	-	-	-	-	23.908	-	-	-
Conditional and unconditional receivables from multilateral development banks	-	-	-	-	-	-	-	-	-
Conditional and unconditional receivables from international organizations	-	-	-	-	-	-	-	-	-
Conditional and unconditional receivables from banks and brokerage houses	808.257	-	7.595.811	5.965.422	-	247.156	-	-	-
Conditional and unconditional receivables from corporates	6.462	-	-	-	-	50.771.605	-	-	-
Conditional and unconditional receivables from retail portfolios	-	-	-	-	29.475.426	-	-	-	-
Conditional and unconditional receivables secured by mortgages	-	-	-	9.581.766	-	777.034	-	-	-
Past due receivables	-	-	-	-	-	92.850	-	-	-
Receivables defined under high risk category by BRSA	-	-	-	-	-	-	2.665.161	6.441.595	-
Securities collateralized by mortgages	-	-	-	-	-	-	-	-	-
Securitization positions	-	-	-	-	-	-	-	-	-
Short-term receivables from banks, brokerage houses and corporates	-	-	-	-	-	-	-	-	-
Investments similar to collective investment funds	-	-	-	-	-	239.123	-	-	-
Other receivables	1.420.117	-	723	-	-	2.030.896	-	-	-

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

d. Summary information related to capital adequacy ratio:

**Current period
31 December 2012**

Capital Requirement for Credit Risk [Amount subject to credit risk*0,08] (CRCR)	8.633.748
Capital Requirement for Market Risk (CRMRI)	72.815
Capital Requirement for Operational Risk (CROR)	820.701
Shareholders' equity	22.187.996
Shareholders' equity / [(CRCR+CRMRI+CROR) * 12,5] * 100	18,63

e. Information about shareholders' equity items:

**Current Period
31 December 2012** **Prior Period
31 December 2011 (*)**

CORE CAPITAL

Paid-in capital	4.000.000	4.000.000
Nominal Capital	4.000.000	4.000.000
Capital Commitments (-)	-	-
Inflation Adjustment to Share Capital	1.405.892	1.405.892
Share Premium	1.700.000	1.700.000
Share Cancellation Profits	-	-
Legal Reserves, Status Reserves, Extraordinary Reserves	10.322.674	8.346.742
Inflation Adjustment to Legal Reserves, Status Reserves and Extraordinary Reserves	-	-
Profit	2.949.862	2.394.527
Net Income for the Period	2.949.862	2.394.527
Prior Period Profit	-	-
Provisions for Possible Risks up to 25% of Core Capital	-	-
Profit on Disposal of Associates, Subsidiaries and Immovables to be Transferred to Share Capital	47.106	47.106
Primary Subordinated Loans up to 15% of Core Capital	-	-
Uncovered Portion of Loss with Reserves (-)	-	-
Net Current Period Loss	-	-
Prior Period Loss	-	-
Leasehold Improvements (-)	54.740	46.548
Intangible Assets (-)	112.602	100.562
Deferred Tax Asset Amount Exceeding 10% of Core Capital (-)	-	-
Limit Exceeding Amount Regarding the Third Clause of the Article 56 of the Law (-)	-	-
Total Core Capital	20.258.192	17.747.157

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

	Current Period 31 December 2012	Prior Period 31 December 2011 (*)
SUPPLEMENTARY CAPITAL		
General Provisions	1.179.008	791.847
45% of the Increase in Movables Revaluation Fund	-	-
45% of the Increase in Immovables Revaluation Fund	-	-
Bonus Shares from Investment and Associates, Subsidiaries and Joint Ventures that are not recognized in Profit	236	236
Primary Subordinated Loans which are not considered in the calculation of Core Capital	-	-
Secondary Subordinated Loans	-	-
45% of Value Increase Fund of Financial Assets Available For Sale, Associates and Subsidiaries	754.166	(184.307)
Inflation Adjustment to Capital Reserves, Profit Reserves and Prior Years' Income or Loss (Excluding Inflation Adjustment to Legal Reserves, Status Reserves and Extraordinary Reserves)	-	-
Total Supplementary Capital	1.933.410	607.776
CAPITAL	22.191.602	18.354.933
DEDUCTIONS FROM THE CAPITAL	3.606	4.964
Shareholdings in those of banks and financial organizations (both local and foreign) in which ten percent or more of capital is held, which are not consolidated	-	-
Sum of shareholdings in the banks and financial organizations (both local and domestic) in which less than ten percent of capital is held, which is in excess of ten percent or more of the sum of the Bank's Core Capital and Supplementary Capital	-	-
Credits having the nature of secondary subordinated loan to banks and financial organizations (both local and foreign) or to qualified shareholders and borrowing instruments having the nature of debts similar to primary or secondary subordinated loan, which are purchased from them	-	-
Loans Extended contrary to the provisions of Articles 50 and 51 of the Law	-	-
Net Book Value of Immovables exceeding 50% of Bank's Equity and Immovables acquired against Bank's receivables that should be disposed within five years in accordance with Article 57 of the Law, but not yet disposed	336	1.076
Securitisation positions to be deducted from Equity	-	-
Other	3.270	3.888
TOTAL CAPITAL	22.187.996	18.349.969

(*) Certain reclassifications have been made in the prior period figures in order to be consistent with current presentation which has been changed in accordance with the "Publicly Announced Financial Statements and Related Disclosures and Footnotes" Communiqué published in the Official Gazette no. 28337 on 28 June 2012 whereas the total capital balance has remained unchanged.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

f. The approach used to evaluate the internal capital requirement for the purpose of evaluating its adequacy for the current and future operations within the internal capital adequacy process:

In parallel with the Bank's preparation of yearly business plan and 3 year strategic plan, the legal and internal capital adequacy requirements are evaluated prospectively. In the legal capital requirement calculations the credit risk within the first pillar bloc, the market risk and the operational risk are included, whereas in internal capital requirement calculations in addition to first pillar blocs, the second pillar concepts such as interest rate risk of banking accounts, concentration risk and business risk, reputational risk, model risk, trade risk are also included.

In addition to normal planning conditions, legal and capital adequacy ratio are also evaluated under stress conditions. Capital adequacy calculations are performed under two different stress scenarios being mild and strong. After forecasting macroeconomic variables within the scope of stress scenarios the effect of these variables on credit cost and market risk factors (FX currency, interest rate etc.) is modelled. The effect of stress scenarios on equity, income, risk weighted assets and capital adequacy is calculated.

II. EXPLANATIONS ON CREDIT RISK :

- a.** Credit risk is the risk that the counterparties may be unable to meet the terms of their agreements. This risk is monitored by reference to credit risk ratings and managed by limiting the aggregate risk to any individual counterparty, group of companies and industry. Credit risks are determined for each individual customer, enterprise, business group and risk groups separately. While determining credit risk, criteria such as the customers' financial strength, commercial capacities, sectors, geographic areas and capital structure are evaluated. Analyses of the financial position of the customers are based on the statements of account and other information in accordance with the related legislation. Previously determined credit limits are constantly revised according to changing conditions. The type and amount of collateral and guarantees to be obtained are specified on a customer basis during the determination of credit limits.

During loan extensions, limits determined on a customer and product basis are essentially followed up; information on risk and limits is closely monitored.

For daily Treasury operations limit allocation and follow-up is performed by the treasury.

Credit worthiness of loan and other receivable debtors are watched regularly and in line with related regulations. In case of an increase in credit debtor's risk level credit limits are re-determined or additional guarantee is taken. For new credit accounts, account follow-up documents are taken in accordance with the related regulation.

The Bank considers loans that have overdue principal and interest payments and are classified as 2nd Group according to "the Communiqué on "Determining the Quality of Loans and Other Receivables by Banks and Procedures and Principles of Provisions to be made" as "past due loans."

Loans that have overdue principal and interest payments for more than 90 days after the maturity date or the debtor of which are deemed unworthy by the Bank are considered "impaired loans."

The Bank calculates general loan loss provision for "past due loans" and special provision for "impaired loans" according to the Communiqué on "Determining the Quality of Loans and Other Receivables by Banks and Procedures and Principles of Provisions to be made"

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Risk Classifications	Current Period Risk Amount (*)	Average Risk Amount (**)
Conditional and unconditional receivables from central governments and Central Banks	63.091.546	60.860.324
Conditional and unconditional receivables from regional or local governments	222	222
Conditional and unconditional receivables from administrative bodies and non-commercial enterprises	53.819	68.293
Conditional and unconditional receivables from multilateral development banks	-	-
Conditional and unconditional receivables from international organizations	-	-
Conditional and unconditional receivables from banks and brokerage houses	36.680.590	36.665.056
Conditional and unconditional receivables from corporates	62.312.308	59.840.963
Conditional and unconditional receivables from retail portfolios	52.199.480	48.974.488
Conditional and unconditional receivables secured by mortgages	10.620.382	9.558.230
Past due receivables	92.850	92.852
Receivables defined under high risk category by BRSA	9.106.756	7.994.719
Securities collateralized by mortgages	-	-
Securitization positions	-	-
Short-term receivables from banks, brokerage houses and corporate	-	-
Investments similar to collective investment funds	239.123	232.392
Other receivables	3.451.736	3.111.991
Total	237.848.812	227.399.530

(*) The figures represent total risk amounts before Credit Risk Mitigation and before credit conversion factor.

(**) Average risk amount is calculated by taking arithmetic average of the amounts in monthly reports "Regulation on Measurement and Assessment of Capital Adequacy of Banks" was published, 28 June 2012, to the end of respective period.

- b.** Risk control limits exist that are placed against credit and market risk from forward transaction and option agreements and other similar agreements. Control limits exist on forward transaction and option agreements and other positions that are held in terms of similar other agreements. Credit risk born out of these types of instruments is managed together with market risk.
- c.** The risks of the forward, option and other similar type agreements are followed regularly and as deemed necessary based on the credit risk, the risks are tried to be minimized.
- d.** Non-cash loans turned into cash loans are included in the same risk group as overdue cash loans which are not collected upon maturity. Credit risk management is applied for all positions involving counterparty risk.

Rescheduled or restructured loans are followed in their relevant groups until all receivables from the loans are collected. Monitoring also continues until the receivables from the loans are completely collected.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

The Bank considers that long-term commitments are more exposed to credit risk than short-term commitments, and points such as defining risk limits for long-term risks and obtaining collateral are treated in a wider extent than short-term risks.

- e. The Bank's banking activities in foreign countries and credit transactions do not constitute an important risk in terms of the related countries' economic conditions and activities of customers and companies.

When considered within the financial activities of other financial institutions, the Bank as an active participant in the national and international banking market is not exposed to a significant credit risk. As seen in the Bank's balance sheet, the ratio of loans under follow-up to total loans is as low as 1,3% (31 December 2011: 1,8%) and 100% provision has been provided.

- f. 1. The proportion of the Bank's top 100 and 200 cash loan customers in total cash loans is 27% and 33% respectively. (31 December 2011: 33% and 39%).
2. The proportion of the Bank's top 100 and 200 customer's non-cash loan balances in total non-cash loans is %60 and %72. (31 December 2011: %63 and %74)
3. The proportion of the Bank's top 100 and 200 customer's cash and non-cash loan customers in total balance sheet assets and non-cash loans %17 and %22%. (31 December 2011: %19 and %23)
- g. The Bank provided a general loan loss provision amounting to TL 1.179.008 (31 December 2011: TL 791.847).

h. Information on loan types and provisions:

Current Period - 31 December 2012	Commercial Loans	Consumer Loans	Credit Cards	Total
Standard Loans	52.386.169	19.594.860	12.637.817	84.618.846
Close Monitoring Loans	608.822	1.349.237	986.561	2.944.620
Loans Under Follow-up	484.834	299.777	330.730	1.115.341
Specific Provision (-)	391.984	299.777	330.730	1.022.491
Total	53.087.841	20.944.097	13.624.378	87.656.316

Prior Period - 31 December 2011	Commercial Loans	Consumer Loans	Credit Cards	Total
Standard Loans	44.217.688	14.996.158	9.741.317	68.955.163
Close Monitoring Loans	480.203	594.801	183.056	1.258.060
Loans Under Follow-up	642.219	307.183	313.137	1.262.539
Specific Provision (-)	549.369	307.183	313.137	1.169.689
Total	44.790.741	15.590.959	9.924.373	70.306.073

As of 31 December 2012, the Bank has set 100% specific provision amounting to TL 41 million (31 December 2011: TL 41 million) after taking the collaterals into consideration for one of its commercial loans amounting to TL 134 million (31 December 2011: TL 134 million).

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

**NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

i. Information on the movement of provision for loan and other receivables of the Bank:

	Commercial Loans	Consumer Loans	Credit Cards	Total
1 January 2012	549.369	307.183	313.137	1.169.689
Transferred during the period	209.337	243.375	317.972	770.684
Collection	(99.184)	(100.947)	(77.418)	(277.549)
Write-off(*)	(267.538)	(149.834)	(222.961)	(640.333)
31 December 2012	391.984	299.777	330.730	1.022.491

(*) TL 500,1 million of the Bank's non-performing loan portfolio has been sold to Girişim Varlık Yönetimi A.Ş. for TL 95,1 million on 1 October 2012. The amount that's been sold is shown under "Write-offs" in the above table.

	Commercial Loans	Consumer Loans	Credit Cards	Total
1 January 2011	629.901	329.763	319.869	1.279.533
Transferred during the period	119.522	120.790	142.394	382.706
Collection	(152.011)	(114.082)	(93.501)	(359.594)
Write-off	(48.043)	(29.288)	(55.625)	(132.956)
31 December 2011	549.369	307.183	313.137	1.169.689

j. Information on debt securities, treasury bills and other eligible bills:

Current Period - 31 December 2012	Trading Financial Assets	Available for Sale Financial Assets	Held to Maturity Securities	Total
Moody's Rating				
Aaa	-	17.731	-	17.731
A1, A2, A3	-	-	-	-
Baa1, Baa2, Baa3	-	956.250	-	956.250
Ba1	9.307	40.700.626	3.637.257	44.347.190
Ba2	-	-	-	-
Total	9.307	41.674.607	3.637.257	45.321.171

Prior Period - 31 December 2011	Trading Financial Assets	Available for Sale Financial Assets	Held to Maturity Securities	Total
Moody's Rating				
Aaa	-	9.857-	-	9.857
A1, A2, A3	-	-	-	-
Baa1, Baa2, Baa3	-	174-	-	174
Ba1	-	-	-	-
Ba2	132.947	37.670.203	4.823.377	42.626.527
Total	132.947	37.680.234	4.823.377	42.636.558

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012
(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)**

k. Profile on significant risks in significant regions:

	Risk Categories (*)																Total
31-Dec-12	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	
Domestic	62,780,250	45	34,029	-	-	8,283,953	50,119,001	29,686,981	10,347,990	92,850	9,104,651	-	-	-	239,123	3,451,737	174,140,610
European Union Countries	149,185	-	216	-	-	13,954,697	856,754	1,887	9,253	-	1,620	-	-	-	-	-	14,973,612
OECD Countries(**)	-	-	-	-	-	1,410,320	1	97	1,562	-	-	-	-	-	-	-	1,411,980
Off- Shore Regions	-	-	-	-	-	6,140	13	-	83	-	430	-	-	-	-	-	6,666
USA, Canada	-	-	-	-	-	3,700,907	122,838	110	1,061	-	1	-	-	-	-	-	3,824,917
Other Countries	-	-	-	-	-	462,807	161,560	312	2,138	-	55	-	-	-	-	-	626,872
Investment and associates, subsidiaries and joint ventures	-	-	-	-	-	2,059,170	-	-	-	-	-	-	-	-	-	-	2,059,170
Undistributed Assets / Liabilities***	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
total	62,929,435	45	34,245	-	-	29,877,994	51,260,167	29,689,387	10,362,087	92,850	9,106,757	-	-	-	239,123	3,451,737	197,043,827

1. Conditional and unconditional receivables from central governments and Central Banks

2. Conditional and unconditional receivables from regional or local governments

3. Conditional and unconditional receivables from administrative bodies and non-commercial enterprises

4. Conditional and unconditional receivables from multilateral development banks

5. Conditional and unconditional receivables from international organizations

6. Conditional and unconditional receivables from banks and brokerage houses

7. Conditional and unconditional receivables from corporates

8. Conditional and unconditional receivables from retail portfolios

9. Conditional and unconditional receivables secured by mortgages

10. Past due receivables

11. Receivables defined under high risk category by BRSA

12. Securities collateralized by mortgages

13. Securitization positions

14. Short-term receivables from banks, brokerage houses and corporates

15. Investments similar to collective investment funds

16. Other receivables

(*) Risk categories that are defined in "Communiqué on Measurement and Assessment of Capital Adequacy of Banks"

(**) EU countries, OECD countries other than USA and Canada

(***) Assets and liabilities that are not distributed according to a consistent principle

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012
(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)**

I. Risk Profile according to sectors and counterparties:

5

Risk Classifications (*)																			
	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	TL	FC	Total
31 December 2012																			
Agricultural	-	-	338	-	-	-	171.330	118.823	39.705	-	12.461	-	-	-	-	-	307.713	34.944	342.657
Farming and raising livestock	-	-	338	-	-	-	158.963	79.840	16.774	-	11.930	-	-	-	-	-	236.822	31.023	267.845
Forestry	-	-	-	-	-	-	5.709	37.111	20.674	-	367	-	-	-	-	-	63.194	667	63.861
Fishing	-	-	-	-	-	-	6.658	1.872	2.257	-	164	-	-	-	-	-	7.697	3.254	10.951
Manufacturing	-	2	742	-	-	-	23.663.339	1.917.549	1.005.116	-	41.135	-	-	-	-	-	10.178.420	16.449.463	26.627.883
Mining	-	-	-	-	-	-	684.310	46.007	23.018	-	448	-	-	-	-	-	115.667	638.116	753.783
Production	-	2	740	-	-	-	16.762.700	1.853.539	955.558	-	40.054	-	-	-	-	-	8.983.428	10.629.165	19.612.593
Electricity, Gas, Water	-	-	2	-	-	-	6.216.329	18.003	26.540	-	633	-	-	-	-	-	1.079.325	5.182.182	6.261.507
Construction	-	-	380	-	-	-	4.658.581	331.074	609.827	-	4.203	-	-	-	-	-	2.531.619	3.072.446	5.604.065
Services	-	33	22.195	-	-	28.701.377	19.574.258	6.547.053	2.630.973	92.850	214.633	-	-	-	-	4.225	23.166.381	34.621.216	57.787.597
Wholesale and retail trade	-	8	339	-	-	-	8.918.793	5.167.622	1.967.959	-	142.677	-	-	-	-	-	11.830.917	4.366.481	16.197.398
Hotel Food, Beverage services	-	-	118	-	-	-	1.714.249	238.240	244.439	92.850	10.132	-	-	-	-	-	812.130	1.487.898	2.300.028
Transportation and telecommunication	-	-	41	-	-	-	2.335.961	546.661	100.456	-	13.539	-	-	-	-	-	982.042	2.014.616	2.996.658
Financial Institutions	-	3	135	-	-	28.701.377	1.462.534	3.893	1.471	-	727	-	-	-	-	4.211	7.512.311	22.662.040	30.174.351
Real Estate and Lending Service	-	-	30	-	-	-	298.533	21.492	50.028	-	1.788	-	-	-	-	-	89.505	282.366	371.871
Self employment service	-	-	140	-	-	-	196.283	87.492	37.261	-	14.508	-	-	-	-	-	185.292	150.392	335.684
Education Service	-	-	18.012	-	-	-	120.189	40.317	13.313	-	1.794	-	-	-	-	-	168.857	24.768	193.625
Health and social services	-	22	3.380	-	-	-	4.527.716	441.336	216.046	-	29.468	-	-	-	-	14	1.585.327	3.632.655	5.217.982
Other	62.929.435	10	10.590	-	-	1.176.617	3.192.659	20.774.888	6.076.466	-	8.834.325	-	-	-	239.123	3.447.512	93.587.844	13.093.781	106.481.625
Total	62.929.435	45	34.245	-	-	29.877.994	51.260.167	29.689.387	10.362.087	92.850	9.106.757	-	-	-	239.123	3.451.737	129.771.977	67.271.850	197.043.827

Central Banks

1.	Conditional and unconditional receivables from central governments and Central Banks
2.	Conditional and unconditional receivables from regional or local governments
3.	Conditional and unconditional receivables from administrative bodies and non-commercial enterprises
4.	Conditional and unconditional receivables from multilateral development banks
5.	Conditional and unconditional receivables from international organizations
6.	Conditional and unconditional receivables from banks and brokerage houses
7.	Conditional and unconditional receivables from corporates
8.	Conditional and unconditional receivables from retail portfolios
9.	Conditional and unconditional receivables secured by mortgages
10.	Past due receivables
11.	Receivables defined under high risk category by BRSA
12.	Securities collateralized by mortgages
13.	Securitization positions
14.	Short-term receivables from banks, brokerage houses and corporates
15.	Investments similar to collective investment funds
16.	Other receivables

(*) Risk categories that are defined in "Communiqué on Measurement and Assessment of Capital Adequacy of Banks"

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

m. Term distribution of risks with term structure:

Risk Categories	Time to Maturity					Total
	1 month	1-3 months	3-6 months	6-12 months	Over 1 year	
Conditional and unconditional receivables from central governments and Central Banks	4.948.925	15.283.774	2.281.683	2.212.023	38.203.030	-
Conditional and unconditional receivables from regional or local governments	-	-	-	-	45	-
Conditional and unconditional receivables from administrative bodies and non-commercial enterprises	11.694	8.373	86	418	13.674	-
Conditional and unconditional receivables from multilateral development banks	-	-	-	-	-	-
Conditional and unconditional receivables from international organizations	-	-	-	-	-	-
Conditional and unconditional receivables from banks and brokerage houses	12.001.406	8.669.876	1.695.385	1.954.497	5.556.830	-
Conditional and unconditional receivables from corporates	4.629.382	6.012.167	6.040.270	8.119.235	26.459.113	-
Conditional and unconditional receivables from retail portfolios	416.317	615.427	11.473.620	3.033.759	14.150.264	-
Conditional and unconditional receivables secured by mortgages	75.865	204.792	411.843	1.047.328	8.622.259	-
Past due receivables	-	-	-	-	-	92.850
Receivables defined under high risk category by BRSA	-	-	-	1.215.027	7.891.730	-
Securities collateralized by mortgages	-	-	-	-	-	-
Securitization positions	-	-	-	-	-	-
Short-term receivables from banks, brokerage houses and corporates	-	-	-	-	-	-
Investments similar to collective investment funds	-	239.123	-	-	-	-
Other Receivables	-	-	-	-	-	3.451.737
Total	22.083.589	31.033.532	21.902.887	17.582.287	100.896.945	3.544.587

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

n. Explanations regarding risk categories mentioned in 6th clause of Capital Adequacy Measurement and Evaluation Communiqué:

Ratings given by Fitch Ratings are used in determining risk weighted asset class. The ratings of Fitch ratings are used for Banks and Corporate receivable asset class and are limited to receivables that have counterparties abroad. As of 6 November 2012, Fitch Ratings has increased Turkey's long-term foreign currency credit note from BB+ to BBB-. After the increase, the ratings of Fitch are also used for foreign currency bonds issued by Turkish Treasury and other foreign currency risks that are related with the Turkish central management. Below is the Credit Quality Degrees corresponding to Fitch Ratings.

Ratings to be matched	Credit Quality Degrees	Fitch
Ratings of long term credits	1	AAA and AA-
	2	A+ and A-
	3	BBB+ and BBB-
	4	BB+ and BB-
	5	B+ and B-
	6	CCC+ and below
Ratings of short-term credits	1	F1+ and F1
	2	F2
	3	F3
	4	Below F3
	5	---
	6	---
Long term securitization position ratings	1	AAA and AA-
	2	A+ and A-
	3	BBB+ and BBB-
	4	BB+ and BB-
	5	B+ and below
Short-term securitization position ratings	1	F1+ and F1
	2	F2
	3	F3
	Others	Below F3
Matchings regarding collective investment institutes	1	AAA and AA-
	2	A+ and A-
	3	BBB+ and BBB-
	4	BB+ and BB-
	5	B+ and B-
	6	CCC+ and below

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Risk Amounts according to Risk Weights:

Risk Weights	0%	10%	20%	50%	75%	100%	150%	200%	1250%	Deducted from Equity
Amount Before Credit Risk Mitigation	54.157.101	-	19.370.664	20.459.853	37.366.076	56.583.371	2.665.161	6.441.595	-	3.606
Amount After Credit Risk Mitigation	50.494.484	-	7.745.719	26.405.264	29.475.426	54.182.572	2.665.161	6.441.595	-	3.606

o. Miscellaneous Information regarding Important Sectors or Counterparty Type:

Sectors/Counterparties	Credits(*)		Value Adjustments	Provisions
	Receivables with loss in value	Past Due Receivables		
Agricultural	10.211	1.505	31	10.211
Farming and raising livestock	8.464	982	20	8.464
Forestry	1.718	129	3	1.718
Fishing	29	394	8	29
Manufacturing	87.585	18.094	358	87.585
Mining	1.882	724	14	1.882
Production	85.461	17.253	342	85.461
Electricity, Gas, Water	242	117	2	242
Construction	66.937	12.580	252	66.937
Services	367.199	351.410	7.022	274.349
Wholesale and retail trade	172.837	49.521	984	172.837
Hotel Food, Beverage services	157.858	263.844	5.276	65.008
Transportation and telecommunication	17.165	11.281	226	17.165
Financial Institutions	72	0	0	72
Real Estate and Lending Service	1.062	20.332	407	1.062
Self employment service	3.134	279	6	3.134
Education Service	1.789	722	14	1.789
Health and social services	13.282	5.431	109	13.282
Agricultural	583.409	769.886	15.321	583.409
Total	1.115.341	1.153.475	22.984	1.022.491

(*) Breakdown of cash loans has been given.

p. Information related to Value Adjustments and Credit Provisions:

	Opening Balance	Provisions provided during the period	Provision Reversals	Other Adjustments (*)	Closing Balance
Special Provisions	1.169.689	770.684	(277.549)	(640.333)	1.022.491
General Provisions	791.847	387.161	-	-	1.179.008

(*) Represents balances erased from assets. NPL sales are also shown under this column.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

III. EXPLANATIONS ON MARKET RISK:

The risk principles, policies and risk limits related to the management of market risk are approved by the Board of Directors and reviewed on a regular basis. The Bank's Senior Management performs day to day management of the market risk in accordance with the limits assigned by the Board of Directors. The Bank is exposed to market risk as a result of fluctuations in foreign exchange rates, interest rates, and market prices of stocks. Exchange rate risk and interest rate risk are evaluated as the two most important components of market risk.

Market risk is calculated by two different methods, namely the "inherent model" and the "standard method". According to inherent model market risk is measured by Value at Risk ("VaR") approach which takes into account different risk factors. VaR calculations use variance-covariance, historical simulation and Monte Carlo simulation methods. The software used can perform calculations with an advanced yield curve and volatility models. The VaR model is based on the assumptions of 99% confidence interval and a 10-day holding period. VaR analyses are performed on a daily basis and reported to the Senior Management. VaR analyses are also used as risk and limit management instrument for trading transactions. The limits are reviewed periodically according to market conditions and the application of specified limits is subject to authority restrictions and therefore the control effectiveness is increased. VaR analyses are supported with scenario analyses and stress tests, and take into consideration the effects of low-probability events which have significant impact and the effects of market fluctuations. Retrospective tests of the model outputs are performed regularly. The standard method is used for the legal reporting.

The following table indicates the details of the market risk calculation as of 31 December 2012, in accordance with the Market Risk Calculation principles pursuant to the Part 2 of the Second Section of the "Regulation on Measurement and Assessment of Capital Adequacy of Banks" published in the Official Gazette No. 28337 on 28 June 2012.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

a. Information related to Market Risk:

	Balance
(I) Capital requirement for general market risk – Standard Method	35.666
(II) Capital requirement for specific risk – Standard Method	12.778
(III) Capital requirement for specific risk in securitisation positions- Standard Method	-
(IV) Capital requirement for currency risk – Standard Method	-
(V) Capital requirement for stocks – Standard Method	-
(VI) Capital requirement for clearing risk – Standard Method	-
(VII) Capital requirement for market risk from options – Standard Method	4.957
(VIII) Capital requirement for counterparty credit risk – Standard Method	19.414
(IX) Total Capital requirement for market risk for banks applying Risk Measurement Model	-
(X) Total capital requirement for market risk (I+II+III+IV+V+VI+VII+VIII)	72.815
(XI) Amount subject to market risk (12,5 x IX) or (12,5 x X)	910.181

b. Average Market Risk Table of Calculated Market Risk for Period Ends:

	Current Period 31 December 2012		
	Average	Maximum	Minimum
Interest Rate Risk	89.758	145.599	52.019
Share Certificates Risk	5.119	15.049	979
Currency Risk	25.682	93.066	-
Commodity Risk	-	-	-
Settlement Risk	-	-	-
Option Risk	2.326	153	1.831
Counterparty Credit Risk	25.937	55.705	11.149
Total Amount Subject to Risk	148.822	309.572	65.978

Above table is prepared starting from July 1, 2012 according to the Communiqué on "Regulation on Measurement and Assessment of Capital Adequacy of Banks" published in the Official Gazette numbered 28337 on June 28, 2012.

c. Information related to counterparty credit risk:

The counterparty credit risk is calculated with "Fair Value Valuation Method" that is mentioned in the Communiqué on "Regulation on Measurement and Assessment of Capital Adequacy of Banks" published in the Official Gazette No. 28337 on June 28, 2012 and entered into force as of July 1, 2012 and its annex "Derivative financial instruments, repurchase transactions, securities or commodities lending or borrowing transactions, Long Settlement Transactions with Counterparty Credit Risk in Credit Securities Transactions."

Counterparty credit risk is the sum of potential credit risk amounts and positively valued replacement costs. Limit allocations regarding operations are determined by taking into consideration the maximum risk amounts. The compliance with the limits are controlled on transaction basis. Limits are regularly

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

viewed and within this process the changes in the counterparty credit ratings are also taken into consideration. Internal capital is provided for counterparty credit risks.

Agreements of International Swaps and Derivatives Association (ISDA), Credit Support Annex (CSA) are used in the derivative transactions' counterparty risk management. Within the scope of these agreements cash guarantees are taken or given based on the transactions' fair value changes on a daily basis.

In the management of marketable securities purchase/sell commitments' trade risk Delivery Versus Payment (DVP) trade method is used.

Quantitative information on Counterparty Risk:

	Amount
Interest Rate Based Contracts	9.578.086
Foreign Currency Based Contracts	10.692.597
Commodity Based Contracts	49.584
Stock-Based Contracts	10.748
Other	1.237.198
Positive Fair Value Gross Amount	147.357
Benefits of Offsetting	-
Offsetting Current Risk Amount	-
Retained Guarantee	-
Net Positions on derivatives	412.870

Standard method is used for calculation of capital requirements.

IV. EXPLANATION ON OPERATIONAL RISK:

The "Basic Indicator Method" that is mentioned in "Regulation on Measurement and Assessment of Capital Adequacy of Banks" Communiqué published in the Official Gazette No. 28337 on June 28, 2012 and entered into force as of July 1, 2012, is used in the operational risk calculation of the Bank. The amount subject to the operational risk is calculated once a year by using the gross income of the Bank in 2009, 2010, and 2011.

Annual gross revenue is calculated by deduction of profit/loss derived from the sale of available for sale assets and held-to-maturity securities, extraordinary income and indemnity insurance gains from the total of net interest income and non interest income.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

	31.12.2009	31.12.2010	31.12.2011	Total/Positive GI year number	Ratio (%)	Total
Gross income	5.903.220	5.339.476	5.171.318	3	15	820.701
Amount subject to Operational Risk (Amount*12,5)						10.258.759

V. EXPLANATIONS ON CURRENCY RISK

The difference between the Bank's foreign currency denominated and foreign currency indexed assets and liabilities is defined as the "Net Foreign Currency Position" and is the basis of currency risk. Foreign currency denominated assets and liabilities, together with purchase and sale commitments, give rise to foreign exchange exposure. The Bank keeps the foreign exchange exposure amount within the limits set by the EMRC.

The Board, taking into account the recommendations by the EMRC, sets a limit for the size of a foreign exchange exposure, which is closely monitored by ALCO. Those limits are individually determined and followed for both the net overall foreign currency position and for the foreign exchange exposure. Derivative financial instruments like forward foreign exchange contracts and currency swaps are used as tools for foreign exchange exposure management.

The Bank's foreign exchange bid rates as of the date of the financial statements and for the last five days prior to that date are presented below:

	USD	Euro	Yen
Balance Sheet Evaluation Rate	1,7776 TL	2,3452 TL	2,0641 TL
1.Day bid rate	1,7560 TL	2,3232 TL	2,0393 TL
2.Day bid rate	1,7610 TL	2,3302 TL	2,0491 TL
3.Day bid rate	1,7630 TL	2,3339 TL	2,0627 TL
4.Day bid rate	1,7640 TL	2,3262 TL	2,0802 TL
5.Day bid rate	1,7680 TL	2,3341 TL	2,0864 TL

The simple arithmetic average of the Bank's foreign exchange bid rates for the last thirty days preceding the balance sheet date for major foreign currencies are presented in the table below:

USD	: 1,7606TL
Euro	: 2,2997 TL
Yen	: 2,1135 TL

As of 31 December 2011;

	USD	Euro	Yen
Balance Sheet Evaluation Rate	1,8889 TL	2,4439 TL	2,4385 TL

Information related to Bank's Currency Risk: (Thousands of TL)

The table below summarizes the Bank's exposure to foreign currency exchange rate risk, categorized by currency. Foreign currencies indexed assets, classified as Turkish lira assets according to the Uniform Chart of Accounts are considered as foreign currency assets for the calculation of Net Foreign Currency

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Position. In accordance with the "Communiqué on Calculation of Foreign Currency Net Position/Capital Standard Ratio by banks in stand-alone and consolidated basis"; derivative financial assets and liabilities, prepaid expenses, general loan loss provision, hedging derivative financial assets and liabilities and shareholders' equity are excluded in the currency risk calculation. Therefore, there are differences between the amounts of foreign currency denominated assets and liabilities demonstrated on the table below and the amounts on the balance sheet. The Bank's real position, both in financial and economic terms, is presented in the table below:

Current Period – 31 December 2012	EURO	USD	Other FC(*)	Total
Assets				
Cash Equivalents and Central Bank	4.140.686	6.859.874	2.303.878	13.304.438
Banks	821.323	1.825.748	47.019	2.694.090
Financial Assets at Fair Value through Profit or Loss (Net)	164	2.805	-	2.969
Interbank Money Market Placements	-	-	-	-
Available-for-sale Financial Assets (Net)	2.963.293	8.608.229	-	11.571.522
Loans	9.018.298	21.654.659	71.716	30.744.673
Investments in Associates, Subsidiaries and Joint Ventures	394.362	2.243	-	396.605
Held-to-maturity Investments (Net)	-	-	-	-
Hedging Derivative Financial Assets	-	-	-	-
Tangible Assets (Net)	-	1.809	-	1.809
Intangible Assets (Net)	-	74	-	74
Other Assets	7.909	16.101	135	24.145
Total Assets	17.346.035	38.971.542	2.422.748	58.740.325
Liabilities				
Bank Deposit	2.579.429	4.666.797	724.401	7.970.627
Foreign Currency Deposits (***)	8.897.032	15.726.902	2.292.852	26.916.786
Funds from Interbank Money Market	307.527	10.952.449	-	11.259.976
Borrowings	4.993.148	8.764.262	22.167	13.779.577
Marketable Securities Issued (Net)	-	4.083.764	-	4.083.764
Miscellaneous Payables	26.025	299.761	6.657	332.443
Hedging Derivative Financial Liabilities	-	-	-	-
Other Liabilities	62.385	65.209	1.839	129.433
Total Liabilities	16.865.546	44.559.144	3.047.916	64.472.606
Net on Balance Sheet Position	480.489	(5.587.602)	(625.168)	(5.732.281)
Net off-Balance Sheet Position (**)	(307.484)	6.251.720	594.919	6.539.155
Financial Derivative Assets	2.661.387	13.154.570	1.867.920	17.683.877
Financial Derivative Liabilities	2.968.871	6.902.850	1.273.001	11.144.722
Non-cash Loans	3.863.882	8.074.766	295.881	12.234.529
Prior Period - 31 December 2011				
Total Assets	12.753.783	35.294.736	651.419	48.699.938
Total Liabilities	14.922.679	43.492.283	1.538.654	59.953.616
Net on-Balance Sheet Position	(2.168.896)	(8.197.547)	(887.235)	(11.253.678)
Net off-Balance Sheet Position (**)	2.011.721	8.362.326	888.479	11.262.526
Financial Derivative Assets	4.125.135	15.583.036	1.611.247	21.319.418
Financial Derivative Liabilities	2.113.414	7.220.710	722.768	10.056.892
Non-cash Loans	2.156.054	6.662.753	308.509	9.127.316

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

[Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.]

- (*) Of the "Other FC" total assets amounting to TL 2.422.748 (31 December 2011: TL 651.419), TL 48.293 is in English Pounds (31 December 2011: TL 49.284), and TL 37.085 is in Swiss Francs (31 December 2011: TL 59.974), TL 23.536 is in Japanese Yen (31 December 2011: TL 24.371). Of the total liabilities amounting to TL 3.047.916 (31 December 2011: TL 1.538.654) TL 897.993 is in English Pounds (31 December 2011: TL 805.735) and TL 389.167 is in Swiss Francs (31 December 2011: TL 412.469), TL 23.471 is in Japanese Yen (31 December 2011: TL 62.717).
- (**) Presents the net balance of receivables and payables from derivative transactions. Foreign Exchange spot dealings shown under "Asset purchase commitments" in the financial statements are included in the net off-balance sheet position.
- (***) Of the foreign currency deposits, TL 1.461.072 is precious metal deposit account in demand.
- Since the Bank's exposure to foreign currency exchange rate risk is at an immaterial level, the fluctuations in exchange rates do not have material impact on the Bank's financial statements.

VI. EXPLANATIONS ON INTEREST RATE RISK:

"Interest Rate Risk" can be defined as the impact of interest rate changes on interest-sensitive asset and liability items of both on and off-balance sheets of the Group. The EMRC sets limits for the interest rate sensitivity of on and off-balance sheet items and the sensitivity is closely monitored and reported weekly. In the case of high market fluctuations, daily transaction based reporting and analyses are made.

The Bank manages the interest rate risk on a portfolio basis and tries to minimize the risk effect on the profitability, financial exposure and cash flows by applying different strategies. Basic methods such as using fixed or floating interest rates for different portfolios and maturities, setting the fixed margin in floating rates, or varying the rates for the short- or long-term positions are applied actively.

a. Interest rate sensitivity of assets, liabilities and off-balance sheet items based on repricing dates:

Current Period – 31 December 2012	Up to 1 Month	1 – 3 Months	3 – 12 Months	1 – 5 Years	5 Years and Over	Non Interest Bearing	Total
Assets							
Cash Equivalents and Central Bank	-	-	-	-	-	16.662.841	16.662.841
Banks	590.359	277.646	62.251	-	-	1.767.958	2.698.214
Financial Assets at Fair Value Through Profit or Loss (Net)	67.418	77.556	336.048	44.307	15.104	10.172	550.605
Interbank Money Market Placements	-	-	-	-	-	-	-
Available-for-sale Financial Assets (Net)	8.060.689	3.160.141	12.864.094	7.832.999	9.756.684	246.036	41.920.643
Loans	29.091.296	19.718.099	19.009.938	16.688.221	3.055.912	92.850	87.656.316
Held-to-maturity Investments (Net)	-	3.433.128	204.129	-	-	-	3.637.257
Other Assets	290.148	-	-	-	-	2.437.514	2.727.662
Total Assets	38.099.910	26.666.570	32.476.460	24.565.527	12.827.700	21.217.371	155.853.538
Liabilities							
Bank Deposits	6.677.812	3.208.843	540.229	-	-	318.810	10.745.694
Other Deposits	53.614.996	5.883.156	3.033.298	63.678	-	12.763.896	75.359.024
Funds from Interbank Money Market	10.202.917	913.592	4.399.611	1.279.666	2.918.140	-	19.713.926
Miscellaneous Payables	-	-	-	-	-	2.727.277	2.727.277
Marketable Securities Issued (Net)	437.976	686.788	1.079.503	2.660.137	1.600.279	-	6.464.683
Borrowings	574.192	9.954.628	3.333.566	175.913	-	-	14.038.299
Other Liabilities (*)	301.312	483.171	527.592	193.545	48.871	25.250.144	26.804.635
Total Liabilities	71.809.205	21.130.178	12.913.799	4.372.939	4.567.290	41.060.127	155.853.538
Balance Sheet Long Position	-	5.536.392	19.562.661	20.192.588	8.260.410	-	53.552.051
Balance Sheet Short Position	(33.709.295)	-	-	-	-	(19.842.756)	(53.552.051)
Off-balance Sheet Long Position	1.779.740	3.608.967	1.284.559	-	-	-	6.673.266
Off-balance Sheet Short Position	-	-	-	(3.246.609)	(3.623.479)	-	(6.870.088)
Total Position	(31.929.555)	9.145.359	20.847.220	16.945.979	4.636.931	(19.842.756)	(196.822)

(*) Shareholders' equity is presented under "Other liabilities" item in "Non interest bearing".

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Prior Period - 31 December 2011	Up to 1 Month	1 – 3 Months	3 – 12 Months	1 – 5 Years	5 Years and Over	Non Interest Bearing	Total
Assets							
Cash Equivalents and Central Bank	-	-	-	-	-	13.876.426	13.876.426
Banks	1.183.777	189.592	2.110	-	-	1.443.294	2.818.773
Financial Assets at Fair Value Through Profit or Loss (Net)	230.378	245.285	328.004	138.906	17.638	44	960.255
Interbank Money Market Placements	-	-	-	-	-	-	-
Available-for-sale Financial Assets (Net)	2.611.178	6.053.989	13.061.042	12.945.960	3.008.065	191.720	37.871.954
Loans	21.977.727	12.653.270	20.458.153	12.930.846	2.193.227	92.850	70.306.073
Held-to-maturity Investments (Net)	-	3.602.813	204.725	-	1.015.839	-	4.823.377
Other Assets	480.321	-	-	-	-	2.414.654	2.894.975
Total Assets	26.483.381	22.744.949	34.054.034	26.015.712	6.234.769	18.018.988	133.551.833
Liabilities							
Bank Deposits	7.720.416	1.793.251	373.879	-	-	387.564	10.275.110
Other Deposits	43.938.649	9.494.138	3.571.878	262.613	-	9.271.869	66.539.147
Funds from Interbank Money Market	10.416.496	390	1.454.361	472.682	440.911	-	12.784.840
Miscellaneous Payables	-	-	-	-	-	2.258.378	2.258.378
Marketable Securities Issued (Net)	437.249	714.949	655.873	1.797.231	898.615	-	4.503.917
Borrowings	7.446.572	4.574.753	4.225.450	523.380	-	-	16.770.155
Other Liabilities (*)	111.538	242.134	502.836	107.962	47.805	19.408.011	20.420.286
Total Liabilities	70.070.920	16.819.615	10.784.277	3.163.868	1.387.331	31.325.822	133.551.833
Balance Sheet Long Position	-	5.925.334	23.269.757	22.851.844	4.847.438	-	56.894.373
Balance Sheet Short Position	(43.587.539)	-	-	-	-	(13.306.834)	(56.894.373)
Off-balance Sheet Long Position	1.198.747	1.284.066	884.392	-	-	-	3.367.205
Off-balance Sheet Short Position	-	-	-	(2.275.530)	(911.452)	-	(3.186.982)
Total Position	(42.388.792)	7.209.400	24.154.149	20.576.314	3.935.986	(13.306.834)	180.223

(*) Shareholders' equity is presented under "Other liabilities" item in "Non interest bearing".

b. Effective average interest rates for monetary financial instruments %:

Average interest rates in the above tables are the weighted average rates of the related balance sheet items.

Current Period – 31 December 2012	EURO	USD	Yen	TL
Assets				
	%	%	%	%
Cash Equivalents and Central Bank	-	-	-	-
Banks	0,01	0,29	-	6,74
Financial Assets at Fair Value Through Profit or Loss (Net)	2,89	3,93	-	8,73
Interbank Money Market Placements	-	-	-	-
Available-for-sale Financial Assets (Net)	4,13	3,65	-	9,97
Loans	4,61	4,93	4,15	12,79
Held-to-maturity Investments (Net)	-	-	-	9,56
Liabilities				
Bank Deposits	1,47	1,73	-	6,81
Other Deposits	2,17	2,21	0,26	6,53
Funds from Interbank Money Market	-	1,58	-	5,79
Miscellaneous Payables	-	-	-	-
Marketable Securities Issued (Net)	-	5,22	-	7,53
Borrowings	1,24	1,95	1,99	7,10

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Prior Period - 31 December 2011	EURO	USD	Yen	TL
Assets	%	%	%	%
Cash Equivalents and Central Bank	-	-	-	-
Banks	0,16	0,09	-	8,82
Financial Assets at Fair Value Through Profit or Loss (Net)	4,46	5,09	-	9,81
Interbank Money Market Placements	-	-	-	-
Available-for-sale Financial Assets (Net)	4,94	4,16	-	10,15
Loans	5,26	4,72	5,45	13,04
Held-to-maturity Investments (Net)	7,34	7,05	-	11,11
Liabilities				
Bank Deposits	2,77	2,92	-	8,77
Other Deposits	3,03	3,64	0,32	8,84
Funds from Interbank Money Market	1,51	2,29	-	10,06
Miscellaneous Payables	-	-	-	-
Marketable Securities Issued (Net)	-	5,69	-	10,21
Borrowings	1,82	1,81	-	7,06

c. Interest rate risk related to banking book:

Interest rate risk for all banking transactions outside the trading portfolio are followed under interest rate risk related to the banking book. Interest rate risk related to the trading portfolio is followed under market risk.

ALCO performs daily management of interest rate risk in accordance with the risk limits set by the Executive Risk Committee in relation to interest rate sensitivities of the banking book. ALCO meetings are held on a weekly basis.

In addition to interest rate sensitivities measured and reported weekly, daily and transaction-based analyses are also performed when significant fluctuations occur in markets.

Repricing term mismatch and duration mismatch analyses, net economic value change analyses under different interest rate stress scenarios and income simulations are used for interest rate risk management. Repricing risk, yield curve risk, basis risk and optionality are considered under interest rate risk scope.

The interest rate risk arising from banking book is calculated and reported on a monthly basis according to "Regulation on Measurement and Evaluation of Interest Rate Risk in Banking Accounts with Standard Shock Method" published in the Official Gazette no. 28034 on 23 August 2011.

Currency	Applied Shock (+/- x basis points)	Gains / Losses	Gains / Shareholders' Equity - Losses / Shareholders' Equity
TRY	-400	2.144.912	9,67%
TRY	500	(2.254.449)	(10,16%)
USD	-200	683.993	3,08%
USD	200	(458.273)	(2,07%)
EURO	-200	152.950	0,69%
EURO	200	(224.421)	(1,01%)
Total (for negative shocks)		2.981.855	13,44%
Total (for positive shocks)		(2.937.143)	(13,24%)

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

VII. EXPLANATIONS ON EQUITY SECURITIES POSITION RISK DERIVED FROM BANKING BOOKS

The Bank doesn't have any subsidiaries and affiliates that are traded on the İstanbul Stock Exchange "ISE".

VIII. EXPLANATIONS ON LIQUIDITY RISK:

The Bank manages liquidity risk through broad deposit base, strong capital structure and diversified foreign borrowing facilities. The Bank maintains additional resources to provide liquidity when necessary through allocated limits in Central Bank of Turkey, ISE Money Market, ISE Settlement and Custody Bank Money Market and other banks, and through liquid marketable securities portfolio. The Bank acts conservative on foreign currency liquidity management and in order to meet liquidity needs completely, maintains adequate reserves.

Short-term funding needs are provided by using deposits. The Bank's broad deposit base and high ratio of core deposit enable long-term funding. Long-term placements can be provided by means of long-term foreign funds.

In accordance with the "Communiqué on the Measurement and Assessment of Liquidity of the Banks" published in the Official Gazette dated 1 November 2006 no. 26333, beginning from 1 June 2007 liquidity ratio of the banks on a weekly and monthly basis should not be less than 80% for foreign currency denominated assets and liabilities, and for total assets and liabilities it should not be less than 100%. Liquidity ratios of the Bank as at 31 December 2012 and 2011 are presented below:

Current Period	First Maturity Tranche (Weekly)		Second Maturity Tranche (Monthly)	
	FC	FC+TL	FC	FC+TL
31 December 2012				
Average (%)	154,1	162,1	109,6	112,4
Maximum (%)	229,8	186,9	133,4	122,8
Minimum (%)	103,4	129,0	87,0	101,0

Prior Period	First Maturity Tranche (Weekly)		Second Maturity Tranche (Monthly)	
	FC	FC+TL	FC	FC+TL
31 December 2011				
Average (%)	164,5	184,5	95,3	115,8
Maximum (%)	228,3	241,1	106,5	129,0
Minimum (%)	98,2	151,7	86,7	104,8

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

**NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Breakdown of assets and liabilities according to their outstanding maturities:

Current Period – 31 December 2012	Demand	Up to 1 Month	1 – 3 Months	3 – 12 Months	1 – 5 Years	5 Years and Over	Unallocated (*)	Total
Assets								
Cash Equivalents and Central Bank	16.662.841	-	-	-	-	-	-	16.662.841
Banks	1.767.958	590.359	277.646	62.251	-	-	-	2.698.214
Financial Assets at Fair Value Through Profit or Loss (Net)	10.172	23.732	17.767	89.208	181.343	228.383	-	550.605
Interbank Money Market Placements	-	-	-	-	-	-	-	-
Available-for-sale Financial Assets (Net)	246.036	1.312.853	266.307	3.467.777	20.539.335	16.088.335	-	41.920.643
Loans	-	19.056.956	13.660.867	16.034.602	26.775.155	12.035.886	92.850	87.656.316
Held-to-maturity Investments (Net)	-	-	-	1.846.994	1.790.263	-	-	3.637.257
Other Assets	132.070	861.246	4.818	-	-	-	1.729.528	2.727.662
Total Assets	18.819.077	21.845.146	14.227.405	21.500.832	49.286.096	28.352.604	1.822.378	155.853.538
Liabilities								
Bank Deposits	318.810	6.677.812	3.208.843	540.229	-	-	-	10.745.694
Other Deposits	12.763.896	53.614.996	5.883.156	3.033.298	63.678	-	-	75.359.024
Borrowings	-	409.059	3.775.006	6.249.883	3.321.933	282.418	-	14.038.299
Funds from Interbank Money Market	-	10.202.917	913.592	4.399.611	1.279.666	2.918.140	-	19.713.926
Marketable Securities Issued (Net)	-	-	269.767	1.496.524	3.098.113	1.600.279	-	6.464.683
Miscellaneous Payables	-	1.547.640	1.179.637	-	-	-	-	2.727.277
Other Liabilities (**)	-	1.349.677	284.115	698.270	2.083.329	476.566	21.912.678	26.804.635
Total Liabilities	13.082.706	73.802.101	15.514.116	16.417.815	9.846.719	5.277.403	21.912.678	155.853.538
Net Liquidity Gap	5.736.371	(51.956.955)	(1.286.711)	5.083.017	39.439.377	23.075.201	(20.090.300)	-
Prior Period - 31 December 2011								
Total Assets	15.601.504	17.466.651	10.142.709	16.483.778	55.882.887	15.870.654	2.103.650	133.551.833
Total Liabilities	9.659.433	66.058.158	15.890.758	13.923.578	8.218.517	2.247.129	17.554.260	133.551.833
Net Liquidity Gap	5.942.071	(48.591.507)	(5.748.049)	2.560.200	47.664.370	13.623.525	(15.450.610)	-

(*) Assets that are necessary for banking activities and that cannot be liquidated in the short-term, such as fixed and intangible assets, investments, subsidiaries, stationery, pre-paid expenses and loans under follow-up, are classified in this column.

(**) Shareholders' Equity is presented under "Other Liabilities" item in the "Unallocated" column.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Breakdown of liabilities according to their remaining contractual maturities:

Current Period - 31 December 2012	Up to 1 Month	1-3 Months	3-12 Months	1-5 Years	Over 5 years	Total
Liabilities						
Deposits	73.799.202	9.144.498	3.594.161	64.046	-	86.601.907
Funds borrowed from other financial institutions	415.080	3.813.248	6.356.195	3.558.508	286.118	14.429.149
Funds from interbank money market	10.227.121	946.147	4.505.659	1.532.788	3.142.395	20.354.110
Marketable Securities Issued (Net)	44.886	313.615	1.716.891	3.781.745	1.840.331	7.697.468
Non-cash loans	9.338	282.359	4.632.944	4.653.733	9.244.136	18.822.510
Prior Period - 31 December 2011	Up to 1 Month	1-3 Months	3-12 Months	1-5 Years	Over 5 years	Total
Liabilities						
Deposits	61.383.014	11.413.708	4.123.502	264.628	686	77.185.538
Funds borrowed from other financial institutions	1.464.511	3.426.738	7.714.146	4.091.762	532.778	17.229.935
Funds from interbank money market	10.434.791	392	1.477.853	501.310	498.409	12.912.755
Marketable Securities Issued (Net)	467.104	49.333	839.791	3.046.141	997.914	5.400.283
Non-cash loans	6.994	1.325.393	2.951.603	4.186.639	6.164.417	14.635.046

(*) Balances of letter of guarantees, which have demand nature due to their callable status are shown according to the contractual maturities.

Breakdown of derivative instruments according to their remaining contractual maturities:

Current Period - 31 December 2012	Up to 1 month	1-3 months	3-12 months	1-5 years	5 years and Over
Derivatives held for trading					
Foreign exchange derivatives:					
- Inflow	7.930.180	4.497.561	3.647.940	2.322.248	-
- Outflow	(6.229.229)	(2.659.374)	(3.795.109)	(5.578.018)	(502.000)
Interest rate derivatives:					
- Inflow	1.897	30.440	97.974	369.080	292.546
- Outflow	(2.677)	(21.648)	(70.625)	(199.525)	(287.489)
Derivatives held for hedging					
Foreign exchange derivatives:					
- Inflow	3.948	985	8.488	2.784.589	565.730
- Outflow	(25.719)	(5.312)	(197.925)	(3.546.115)	(646.238)
Interest rate derivatives:					
- Inflow	-	30.743	165.847	551.853	243.279
- Outflow	-	(49.487)	(264.946)	(881.460)	(239.738)
Total Inflow	7.936.025	4.559.729	3.920.249	6.027.770	1.101.555
Total Outflow	(6.257.625)	(2.735.821)	(4.328.605)	(10.205.118)	(1.675.465)

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Prior Period - 31 December 2011	Up to 1 month	1-3 months	3-12 months	1-5 years	5 years and Over
Derivatives held for trading					
Foreign exchange derivatives:					
- Inflow	11.248.954	6.351.340	2.986.679	85.915	-
- Outflow	(10.124.565)	(5.864.387)	(2.974.835)	(1.476.517)	(79.596)
Interest rate derivatives:					
- Inflow	7.762	12.103	132.935	255.019	118.087
- Outflow	(15.430)	(9.453)	(209.028)	(434.797)	(106.586)
Derivatives held for hedging					
Foreign exchange derivatives:					
- Inflow	-	-	-	-	-
- Outflow	-	-	-	-	-
Interest rate derivatives:					
- Inflow	11.229	16.560	96.261	261.894	48.271
- Outflow	(32.750)	(53.696)	(220.448)	(554.056)	(91.100)
Total Inflow	11.267.945	6.380.003	3.215.875	602.828	166.358
Total Outflow	(10.172.745)	(5.927.536)	(3.404.311)	(2.465.370)	(277.282)

IX. EXPLANATIONS ON SECURITIZATION POSITIONS:

None.

X. EXPLANATIONS ON CREDIT RISK MITIGATION TECHNIQUES:

The Bank applies the Comprehensive Financial Collateral Techniques explained in "Credit Risk Mitigation Techniques Communiqué" published in Official Gazette no. 28337 on June 28, 2012, In application of the method, volatility adjusted values of financial guarantees and credits are calculated with the standard volatility adjustment approach and adjusted amounts are deducted from credit risk.

The Bank does not utilize balance sheet and off-balance sheet netting, guarantees and credit derivatives in credit risk mitigation, but financial collaterals fulfilling relevants requirements are taken into account. Basic financial covenants considered in the calculation of Bank's capital adequacy are foreign currency and TL deposit pledges.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Risk classifications:	Amount(*)	Financial Guarantees	Other/Physical Guarantees	Guarantees and Credit Derivatives
Conditional and unconditional receivables from central governments and Central Banks	63.091.546	3.662.570	-	-
Conditional and unconditional receivables from regional or local governments	222	-	-	-
Conditional and unconditional receivables from administrative bodies and non-commercial enterprises	53.819	10.339	-	-
Conditional and unconditional receivables from multilateral development banks	-	-	-	-
Conditional and unconditional receivables from international organizations	-	-	-	-
Conditional and unconditional receivables from banks and brokerage houses	36.680.590	15.261.348	-	-
Conditional and unconditional receivables from corporates	62.312.308	1.542.105	-	-
Conditional and unconditional receivables from retail portfolios	52.199.480	213.961	-	-
Conditional and unconditional receivables secured by mortgages	10.620.382	3.288	-	-
Past due receivables	92.850	-	-	-
Receivables defined under high risk category by BRSA	9.106.756	-	-	-
Securities collateralized by mortgages	-	-	-	-
Securitization positions	-	-	-	-
Short-term receivables from banks, brokerage houses and corporates	-	-	-	-
Investments similar to collective investment funds	239.123	-	-	-
Other receivables	3.451.736	-	-	-
Total	237.848.812	20.693.611	-	-

(*) Before Credit Risk Mitigation, before credit conversion factor risk amounts are given.

XI. EXPLANATIONS ON RISK MANAGEMENT TARGET AND POLICIES:

Effective risk management constitutes one of the most important competitive strength of the Bank. Risk management system is assessed as a critical process which includes all units starting at the Board of Directors level. General strategies regarding Bank's risk management are given below:

- Effective management of risks within the Bank's risk profile based on materiality; implementing a centralized risk framework that includes all major risk areas.
- Managing existing and potential risks from the beginning through forward looking risk strategies, policies and procedures, models and parameters,
- Applying a risk-focused management approach in the strategic decision making process,
- Complying with all national risk management requirements, where the Bank operates.

The Bank's Board of Directors has the ultimate responsibility for setting-up and monitoring the efficiency of such a risk management system. The Board of Directors fulfills its monitoring responsibility through the

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Auditing Committee, the Executive Risk Committee, the Credit Committee and other related intermediary committees and by means of regular risk, control and audit reporting system.

The Board of Directors approves and regularly reviews Bank's main risk approach, risk principles and policies which are initially discussed and decided by the Executive Risk Committee. The Board of Directors also determines Bank's risk appetite by risk limits taking market conditions and Bank's risk taking capacity into consideration. Risk limits are made up of regulatory and internal limits on the basis of risk types.

Bank's Senior Management is responsible to the Bank's Board of Directors that daily activities are executed within the risk management procedures and risk limits determined by the Board of Directors and that risk management system operates in effective and efficient manner. The Internal Audit, the Internal Control and the Risk Management Departments which directly report to the Board of Directors operate in coordination with the business units of the Bank. In this scope, it is also Senior Management's responsibility to take necessary measures in order to resolve identified weaknesses, deficiencies and errors stated in the reports of internal and external audits, internal control and risk management.

Locally and internationally accepted risk models and parameters are used in the identification, measurement and monitoring of risks within the scope of risk management. The Bank strives continuously for development and improvement of internal methods and models. Forward looking risk reports prepared through regular and close monitoring of the market developments are made available for the Senior Management and the Board of Directors. In order to analyze the potential risks that the Bank may be exposed in extreme cases, various scenario analyses are performed and contingency plans are prepared. The Bank's internal capital adequacy assessment process ("ICAAP / SGID") has been established and the ICAAP has been performed parallel to the annual budget process on an annual basis. Moreover, various risk mitigation techniques are utilized to limit and provide protection against risks the Bank is exposed to. The effectiveness and efficiency of the risk mitigation techniques are regularly monitored.

XII. EXPLANATIONS ON PRESENTATION OF FINANCIAL ASSETS AND LIABILITIES AT THEIR FAIR VALUES:

a. Calculations of financial assets and liabilities at their fair values:

The fair values of held-to-maturity assets are determined based on market prices or when this price is not available, based on market prices quoted for other securities subject to the same redemption qualifications in terms of interest, maturity and other similar conditions.

The expected fair value of the demand deposits represents the amount to be paid upon request. The fair values of the overnight deposits and floating rate placements represent the carrying value. The expected fair value of the fixed rate deposits is determined by calculating the discounted cash flow using the market interest rates of similar liabilities and loans.

The fair value of marketable securities issued is calculated according to broker price quotations and if these are not available, amounts derived from discounted cash flow models.

The expected fair value of loans and receivables are determined by calculating the discounted cash flows using the current market interest rates for the fixed loans with fixed interest rates. For the loans with floating interest rates, it is assumed that the carrying value reflects the fair value.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

The following table summarizes the carrying values and fair values of financial assets and liabilities. The carrying value represents the acquisition costs and accumulated interest accruals of corresponding financial assets or liabilities.

	Carrying Value		Fair Value	
	Current Period 31 December 2012	Prior Period 31 December 2011	Current Period 31 December 2012	Prior Period 31 December 2011
Financial Assets	135.912.430	115.820.177	139.931.347	115.849.008
Interbank Money Market Placements	-	-	-	-
Banks	2.698.214	2.818.773	2.698.214	2.818.773
Available-for-Sale Financial Assets (Net)	41.920.643	37.871.954	41.920.643	37.871.954
Held-to-Maturity Investments (Net)	3.637.257	4.823.377	3.702.226	4.995.394
Loans	87.656.316	70.306.073	91.610.264	70.162.887
Financial Liabilities	109.334.977	100.346.707	109.645.658	99.945.543
Bank Deposits	10.745.694	10.275.110	10.778.992	10.298.084
Other Deposits	75.359.024	66.539.147	75.364.959	66.454.511
Borrowings	14.038.299	16.770.155	14.029.157	16.414.100
Marketable Securities Issued (Net)	6.464.683	4.503.917	6.745.676	4.520.470
Miscellaneous Payables	2.727.277	2.258.378	2.726.874	2.258.378

b. Fair value hierarchy:

TFRS 7 sets a hierarchy of valuation techniques according to the observability of data used in valuation techniques which establish basis for fair value calculations.

Aforesaid fair value hierarchy is determined as follows.

a) Quoted market prices (non-adjusted) (1st level)

b) Directly (by way of prices) or indirectly (derived from prices) data for the assets or liabilities, other than quoted prices in the 1st level (2nd level)

c) Data not based on observable data regarding assets or liabilities (3rd level)

Fair value hierarchy of the financial assets and liabilities of the Bank carried at fair value according to the foregoing principles is given in the table below:

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Current Period - 31 December 2012	1st Level	2nd Level	3rd Level	Total
Financial Assets at Fair Value Through Profit or Loss	70.008	480.597	-	550.605
- Government Debt Securities	9.307	-	-	9.307
- Share Certificates	10.172	-	-	10.172
- Trading Derivative Financial Assets	50.529	480.597	-	531.126
Available For Sale Financial Assets	41.258.526	655.203	-	41.913.729
- Government Debt Securities	40.269.191	-	-	40.269.191
- Share Certificates	-	-	-	-
- Other Marketable Securities	989.335	655.203	-	1.644.538
Total Assets	41.328.534	1.135.800	-	42.464.334
- Trading Derivative Financial Liabilities	48.065	485.377	-	533.442
- Hedging Derivative Financial Liabilities	-	658.845	-	658.845
Total Liabilities	48.065	1.144.222	-	1.192.287
Prior Period - 31 December 2011	1st Level	2nd Level	3rd Level	Total
Financial Assets at Fair Value Through Profit or Loss	185.243	775.012	-	960.255
- Government Debt Securities	130.630	2.317	-	132.947
- Share Certificates	44	-	-	44
- Trading Derivative Financial Assets	54.569	772.695	-	827.264
Available For Sale Financial Assets	35.805.394	2.060.856	-	37.866.250
- Government Debt Securities	35.619.204	1.495.301	-	37.114.505
- Share Certificates	-	-	-	-
- Other Marketable Securities	186.190	565.555	-	751.745
Total Assets	35.990.637	2.835.868	-	38.826.505
- Trading Derivative Financial Liabilities	35.946	514.829	-	550.775
- Hedging Derivative Financial Liabilities	-	219.851	-	219.851
Total Liabilities	35.946	734.680	-	770.626

As explained in the note of VII-b of the Third Section, share certificates classified as available for sale are carried at cost less impairment since they are not traded in active markets and their fair values cannot be measured reliably.

There are no transfers between the 1st and the 2nd levels in the current year.

XIII. EXPLANATIONS REGARDING THE ACTIVITIES CARRIED OUT ON BEHALF AND ACCOUNT OF OTHER PERSONS:

The Bank carries out trading, custody, management and consulting services on behalf of customers and on their account. Details of these transactions are provided in the off-balance sheet table. The Bank has no trust transactions.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

XIV. EXPLANATIONS ON HEDGE TRANSACTIONS:

The Bank hedges against its cash flow risk stemming from TL and foreign currency denominated floating rate financial liabilities with cross currency and interest rate swaps. Within the scope of cash flow hedge accounting, effective part of the fair value changes of the hedging instrument are accounted in equity under "Hedging reserves" whereas ineffective part is accounted in the income statement. At instances when cash flows relating to hedged item (interest expense) affect the income statement, profit/loss of the related hedging item is taken out of the equity and reflected on the income statement.

The Bank also hedges its TL denominated fixed rate financial assets and foreign currency denominated financial liabilities with cross currency swaps. Within the scope of fair value hedge, fair value changes of hedging instrument and hedged item are accounted in the income statement. Fair value changes of the hedged item is disclosed together with its related asset in the balance sheet for TL denominated fixed rate mortgage loans whereas for TL denominated fixed rate available for sale financial assets, the fair value change of the hedged item is classified from equity to income statement as long as the hedge relationship is effective.

Prospective tests are performed regularly at the inception of the hedge relationship and both prospective and retrospective tests are performed at each reporting period-end regularly by using "Dollar off-set method". In this method, changes in the fair value of the hedged item and changes in the fair value of the hedging instruments between the designation date and each reporting period-end are compared and effectiveness ratio is calculated. In the determination of the fair values of hedging instruments and hedged item, market yield curves are used. Hedge accounting principles are applied by assessing the calculated effectiveness ratio within the scope of TAS 39.

When the hedging instrument is expired, executed, sold or the hedge relationship has become ineffective as a result of the effectiveness test;

- The hedging gains and losses that were previously recognized under equity are transferred to profit or loss when the cash flows of the hedged item are realized,
- Adjustments made to the carrying amount of the hedged item are transferred to profit and loss with straight line method for portfolio hedges or with effective interest rate method for micro hedges.

In accordance with TAS 39, the replacement or rollover of a hedging instrument into another hedging instrument is not an expiration or termination if such replacement or rollover is part of the entity's documented hedging strategy.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

1. Explanations on Fair Value Hedge:

Information on derivative transactions subject to fair value hedge:

	Current Period 31.12.2012			Prior Period 31.12.2011		
	Notional Amount	Assets	Liabilities	Agreement Amount	Assets	Liabilities
Currency Swap	5.406.981	-	313.531	-	-	-
-TL	2.739.445	-	313.531	-	-	-
-FC	2.667.536	-	-	-	-	-
Total	5.406.981	-	313.531	-	-	-

Starting from 1 June 2012, the Bank hedges certain part of its fixed rate TL denominated available for sale government bonds against fair value risk arising from the fluctuations in the market interest rates and certain part of its foreign currency denominated borrowings from the fluctuations in the foreign exchange rates with cross currency swaps. Within this scope, marketable securities valuation differences amounting to TL 31.458 recognized under equity is classified under income statement as of 31 December 2012.

As of 1 January 2012, Bank hedges certain part of its fixed rate TL denominated mortgage portfolio against fair value risk arising from the fluctuations in the market interest rates and certain part of its foreign currency denominated borrowings from the fluctuations in the foreign exchange rates with cross currency swaps. Within this scope, the fair value decrease of hedging swaps is amounting to TL 142.010 and the increase in the fair value of loan portfolio is amounting to TL 138.701 as of 31 December 2012.

Also the Bank applies fair value hedge to hedge the foreign currency risk arising from share premium and paid-in-capital of Akbank AG, one of Bank's subsidiaries amounting EUR 170 million. EUR 170 million of syndication loans used by the Bank have been classified as "hedge instruments."

2. Explanations on Cash Flow Hedges:

a) Breakdown of the derivative transactions used in cash flow hedges:

	Current Period 31 December 2012			Prior Period 31 December 2011		
	Notional	Assets	Liabilities	Notional	Assets	Liabilities
Interest rate swaps	7.422.997	-	345.314	4.557.785	-	219.851
-TL	2.562.000	-	214.994	3.330.000	-	111.480
-FC	4.860.997	-	130.320	1.227.785	-	108.371
Total	7.422.997	-	345.314	4.557.785	-	219.851

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

b) Explanations on derivative transactions used in cash flow hedges:

Current Period – 31.12.2012:

Hedging instrument	Hedged item	Nature of risk hedged	Hedging instrument FV		Net gain/(loss) recognized in OCI during the period	Net gain(loss) reclassified to income statement during the year	Ineffective portion recognized in income statement (Net)
			Assets	Liabilities			
TL Interest Rate Swap	TL Repo Portfolio	Cash Flow risk due to changes in interest rate of funds provided from repo transactions	-	155.556	(59.598)	(67.183)	-
TL Currency Swap	YP Repo Portfolio	Cash Flow risk due to changes in interest rate and foreign currency of funds provided from repo transactions	-	59.438	(72.109)	(26.788)	-
FC Interest Rate Swap	FC Securitization Loans	Cash flow risk due to changes in interest rate (labor) of funds provided from securitization loans	-	115.318	(24.632)	(18.857)	-
FC Interest Rate Swap	FC Repo Portfolio	Cash Flow risk due to changes in interest rate of funds provided from repo transactions	-	15.002	(16.945)	(1.853)	-

The amount of ceased hedge transactions which is recycled to the income statement from other comprehensive income (OCI) is TL (17.254) and profit/loss recognized in OCI is TL (-).

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Prior Period – 31.12.2011:

Hedging instrument	Hedged item	Nature of risk hedged	Hedging instrument FV		Net gain/(loss) recognized in OCI during the period	Net gain(loss) reclassified to income statement during the year	Ineffective portion recognized in income statement (Net)
			Assets	Liabilities			
TL Interest rate swap	TL Repos Portfolio	Cash flow risk due to the changes in the interest rates of funds from repo transactions	-	111.480	(12.565)	(210.514)	-
FC Interest currency swap	FC Securitization Credits	Cash flow risk due to changes in interest rate (labor) of funds provided from securitization loans	-	108.371	(62.247)	(14.697)	-

The amount of ceased hedge transactions which is recycled to the income statement from OCI is TL (19.468) and profit/loss recognized in OCI is TL (-).

c) Contractual maturity analysis of the derivative transactions subject to cash flow hedges:

Maturity analysis of the derivative transactions subject to cash flow hedges is provided in the Note VII of Section Four.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

XV. EXPLANATIONS ON BUSINESS SEGMENTS:

The Bank operates in five main business segments including retail banking, corporate and SME banking, treasury activities, private banking and international banking. These segments have been determined considering customer segments and branch network providing services to customers in accordance with the Bank's organizational structure.

The profitability system generating segment information provides profitability information on the basis of account customer, customer relationship manager, branch segment and product. This information is made available to the branch and Head Office personnel through a web-based management reporting system.

In scope of retail banking, the Bank offers a variety of retail services such as deposit accounts, consumer loans, commercial installment loans, credit cards, insurance products and asset management services. The retail banking products and services also include bank cards, investment funds trading, automatic payment services, foreign currency trading, safe deposit box rentals, cheques, money transfers, investment banking, telephone and internet banking.

Corporate banking and Commercial and SME banking provide financial solutions and banking services to large, medium and small size corporate and commercial customers. The products and services offered to corporate and commercial customers include TL and foreign currency denominated working capital loans, financing for investments, foreign trade financing, derivative instruments for hedging purposes of foreign currency and interest risk, letters of credit, foreign currency trading, corporate finance services and deposit and cash management services. In addition, the Bank provides timely and permanent solutions for corporate customers' working capital management, delivers cash management services tailored based on customers' requests that include collection and payment services and liquidity and information management. Project finance loans are provided within the context of investment banking activities.

The Treasury Unit conducts TL and FC spot and forward transactions, treasury bonds, government bonds, Eurobond and private sector bond transactions and also derivative trading activities within determined limits. These transactions are performed according to the Bank's requirements. Furthermore, Treasury Unit also carries out marketing and pricing activities of treasury products for customers and branch network.

Private banking serves the members of the upper-income groups who have expectations for upper-class service quality both in banking and investment transactions.

International Banking activities are managed by International Banking Unit. The Bank provides services for foreign trade financing, foreign currency and TL clearances and money transfers through agent financial institutions. The international banking unit serves in fundamental areas such as providing long-term funding opportunities, creating funding facility at lower prices that fully reflect country risk, diversifying funding resources and creating a base of international investors for that purpose.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Information on business segments as of 31 December 2012 and 31 December 2011 is presented on the following table:

	Retail Banking	Corporate Banking and SME Banking	Treasury	Private Banking	International Banking	Other and Unallocated	Bank's Total Activities
Current Period – 31 December 2012							
Operating Income	2.843.951	2.349.731	2.143.444	293.153	122.308	-	7.752.587
Profit from Operating Activities	642.367	1.262.047	1.725.065	199.246	73.767	(155.166)	3.747.326
Income from Subsidiaries	-	-	-	-	-	55.743	55.743
Profit before Tax	642.367	1.262.047	1.725.065	199.246	73.767	(99.423)	3.803.069
Corporate Tax	-	-	-	-	-	(853.207)	(853.207)
Net Profit for the Period	642.367	1.262.047	1.725.065	199.246	73.767	(952.630)	2.949.862
Segment Assets	40.265.268	56.892.653	48.905.036	1.004.183	4.570.116	-	151.637.256
Investments in Associates	-	-	-	-	-	-	586.867
Undistributed Assets	-	-	-	-	-	-	3.629.415
Total Assets	-	-	-	-	-	-	155.853.538
Segment Liabilities	46.094.649	25.100.432	35.963.159	13.568.856	7.916.330	-	128.643.426
Undistributed Liabilities	-	-	-	-	-	-	5.297.434
Shareholders' Equity	-	-	-	-	-	-	21.912.678
Total Liabilities	-	-	-	-	-	-	155.853.538
Other Segment Items	-	-	-	-	-	-	-
Capital Investment	69.196	74	6.265	547	-	114.601	190.683
Amortization	(90.195)	(7.437)	(988)	(1.260)	(272)	(55.014)	(155.166)
Non-cash Other Income-Expense	(408.397)	(631.902)	(76.987)	(570)	(28)	(5.672)	(1.123.556)
Restructuring Costs	-	-	-	-	-	-	-
	Retail Banking	Corporate Banking and SME Banking	Treasury	Private Banking	International Banking	Other and Unallocated	Bank's Total Activities
Prior Period – 31 December 2011 (*)							
Operating Income	2.442.909	1.568.634	1.742.720	170.479	51.448	56.786	6.032.976
Profit from Operating Activities	563.258	839.641	1.471.107	125.914	33.614	(82.806)	2.950.728
Income from Subsidiaries	-	-	-	-	-	50.479	50.479
Profit before Tax	563.258	839.641	1.471.107	125.914	33.614	(32.327)	3.001.207
Corporate Tax	-	-	-	-	-	(606.680)	(606.680)
Net Profit for the Period	563.258	839.641	1.471.107	125.914	33.614	(639.007)	2.394.527
Segment Assets	30.947.491	48.104.112	46.507.952	1.040.028	2.954.609	-	129.554.192
Investments in Associates.	-	-	-	-	-	-	1.017.817
Undistributed Assets	-	-	-	-	-	-	2.979.824
Total Assets	-	-	-	-	-	-	133.551.833
Segment Liabilities	43.476.316	19.594.606	27.408.275	12.761.209	9.147.620	-	112.388.026
Undistributed Liabilities	-	-	-	-	-	-	3.609.547
Shareholders' Equity	-	-	-	-	-	-	17.554.260
Total Liabilities	-	-	-	-	-	-	133.551.833
Other Segment Items	-	-	-	-	-	-	-
Capital Investment	80.919	1.913	5.805	669	-	57.356	146.662
Amortization	(80.157)	(5.431)	(904)	(904)	(276)	(51.920)	(139.592)
Non-cash Other Income-Expense	(182.583)	(305.541)	(152.318)	(2.545)	(6.899)	(1.073)	(650.959)
Restructuring Costs	-	-	-	-	-	-	-

Explanations on business segments are prepared on the basis of data obtained from Bank Management Reporting System.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

**SECTION FIVE
INFORMATION AND DISCLOSURES RELATED TO UNCONSOLIDATED
FINANCIAL STATEMENTS**

I. EXPLANATIONS AND NOTES RELATED TO ASSETS

a. Information related to cash equivalents and the account of the Central Bank of the Republic of Turkey (the "CBRT"):

1. Information on cash equivalents and the account of the CBRT:

	Current Period		Prior Period	
	31 December 2012		31 December 2011	
	TL	FC	TL	FC
Cash/Foreign Currency	803.928	589.262	602.009	436.762
The CBRT	2.553.797	12.688.205	4.226.011	8.609.832
Other(*)	678	26.971	1.664	148
Total	3.358.403	13.304.438	4.829.684	9.046.742

(*) As of 31 December 2012, precious metal account amounts to TL 26.926 (31 December 2011: TL 114).

2. Information related to the account of the CBRT:

	Current Period		Prior Period	
	31 December 2012		31 December 2011	
	TL	FC	TL	FC
Demand Unrestricted Account	10.351	-	1.819	-
Time Unrestricted Account	-	-	-	-
Time Restricted Account	-	-	-	-
Reserve Requirement	2.543.446	12.688.205	4.224.192	8.609.832
Total	2.553.797	12.688.205	4.226.011	8.609.832

3. Explanation on reserve requirements:

In accordance with the "Communiqué Regarding the Reserve Requirements no. 2005/1", the Bank is required to maintain reserves in CBRT for TL and foreign currency liabilities. The reserve requirements can be maintained as TL, USD, EUR and standard gold.

The reserve rates for TL liabilities vary between 5% and 11% for TL deposits and other liabilities according to their maturities as of 31 December 2012 (31 December 2011: 5% and 11% for all TL liabilities). The reserve rates for foreign currency liabilities vary between 6% and 11% for deposit and other foreign currency liabilities according to their maturities as of 31 December 2012 (31 December 2011: 6% and 11% for all foreign currency liabilities).

The Bank has been required to maintain additional reserves at CBRT amounting to USD 742 million on average for approximately 3,5 years regarding a judgmental difference between the Bank and the CBRT with respect to the reserve requirements for syndication loans borrowed by Malta Branch. Significant amount of this reserve has been maintained at CBRT and the remaining part will have no material effect on the Bank's profitability, financial positions and operations of the Bank. The lawsuit for the cancellation of the Central Bank's said decision was filed with a motion for stay of execution. The 10th Division of the Administrative Court has rejected the motion for stay of execution. It is continuing to hear the case on the merits.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

b. Information on financial assets at fair value through profit or loss:

- As of 31 December 2012, there are no financial assets at fair value through profit or loss subject to repo transactions (31 December 2011: None) or given as collateral/blocked (31 December 2011: TL 7.673).
- Positive differences table related to trading derivative financial assets:

	Current Period 31 December 2012		Prior Period 31 December 2011	
	TL	FC	TL	FC
Forward Transactions	29.421	-	52.651	-
Swap Transactions	91.344	304.844	346.967	301.508
Futures Transactions	47.785	2.744	51.285	3.284
Options	2.167	52.821	3.359	68.210
Other	-	-	-	-
Total	170.717	360.409	454.262	373.002

c. Information on banks account:

- Information on banks account:

	Current Period 31 December 2012		Prior Period 31 December 2011	
	TL	FC	TL	FC
Banks	4.124	2.694.090	2.150	2.816.623
Domestic	4.124	99.547	2.150	289.005
Foreign	-	2.594.543	-	2.527.618
Head Quarters and Branches Abroad	-	-	-	-
Total	4.124	2.694.090	2.150	2.816.623

- Information on foreign banks account:

	Unrestricted Amount		Restricted Amount (**)	
	Current Period 31 December 2012	Prior Period 31 December 2011	Current Period 31 December 2012	Prior Period 31 December 2011
European Union Countries	858.866	1.146.723	1.474.994	942.746
USA, Canada	171.874	159.300	52.184	231.378
OECD Countries (*)	32.475	34.406	-	-
Off-Shore Banking Regions	-	-	-	-
Other	4.150	13.065	-	-
Total	1.067.365	1.353.494	1.527.178	1.174.124

(*)OECD Countries other than EU countries, USA and Canada

(**) Restricted amounts which are mainly consisting of the collaterals related to the borrowings, are kept in several banks.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

d. Information on available-for-sale financial assets, net values:

- As of 31 December 2012, available-for-sale financial assets subject to repurchase agreements amount to TL 23.097.568 (31 December 2011: TL 13.043.441); and those given as collateral/blocked amounting to TL 5.832.785 (31 December 2011: TL: 4.704.531).
- Information on available-for-sale financial assets:

	Current Period 31 December 2012	Prior Period 31 December 2011
Debt Securities	41.922.440	38.163.919
Quoted to Stock Exchange	41.267.237	37.598.364
Not Quoted to Stock Exchange	655.203	565.555
Share Certificates	6.914	5.704
Quoted to Stock Exchange	-	-
Not Quoted to Stock Exchange	6.914	5.704
Impairment Provision (-)	8.711	297.669
Total	41.920.643	37.871.954

e. Information related to loans:

- Information on all types of loans and advances given to shareholders and employees of the Bank:

	Current Period 31 December 2012		Prior Period 31 December 2011	
	Cash	Non-cash	Cash	Non-cash
Direct Loans Granted to Shareholders	-	250	-	250
Corporate Shareholders	-	250	-	250
Real Person Shareholders	-	-	-	-
Indirect Loans Granted to Shareholders	2.078.786	326.744	1.549.379	454.614
Loans Granted to Employees	92.280	-	72.650	-
Total	2.171.066	326.994	1.622.029	454.864

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

2. Information on the first and second group loans and other receivables including loans that have been restructured or rescheduled:

	Standard Loans and Other Receivables			Loans and Other Receivables under Close Monitoring	
	Loans and Other Receivables (Total)	Loans and Receivables with Revised Contract Terms		Loans and Other Receivables (Total)	Loans and Receivables with Revised Contract Terms
		Extension of Repayment Plan	Other Changes	Extension of Repayment Plan	Other Changes
Non-specialized Loans	84.618.846	492.763	-	2.944.620	610.379
Business Loans	23.512.861	39.634	-	393.704	348
Export Loans	4.684.781	68.895	-	34.429	806
Import Loans	-	-	-	-	-
Loans Granted to Financial Sector	1.412.086	-	-	-	-
Consumer Loans (Including Overdraft Loans)	19.594.860	25.908	-	1.349.237	155.246
Credit Cards	12.637.817	-	-	986.561	325.339
Other	22.776.441	358.326	-	180.689	128.640
Specialized Loans	-	-	-	-	-
Other Receivables	-	-	-	-	-
Total	84.618.846	492.763	-	2.944.620	610.379

Number of extensions	Standard loans and other receivables	Loans and other receivables under close monitoring
Extended by 1 or 2 times	491.862	609.008
Extended by 3,4 or 5 times	785	1.050
Extended by more than 5 times	116	321
Total	492.763	610.379

Extension periods	Standard loans and other receivables	Loans and other receivables under close monitoring
0 - 6 Months	15.414	87.857
6 - 12 Months	31.925	127.813
1 - 2 Years	48.239	142.315
2 - 5 Years	382.602	218.333
5 Years and over	14.583	34.061
Total	492.763	610.379

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

3. Breakdown of loans according to their maturities:

	Standard Loans and Other Receivables		Loans and Receivables Under Close Monitoring	
	Loans and Other Receivables	Restructured or Rescheduled	Loans and Other Receivables	Restructured or Rescheduled
Short-term Loans and Other Receivables	26.461.076	64.485	2.944.620	610.379
Non-Specialized Loans	26.461.076	64.485	2.944.620	610.379
Specialized Loans	-	-	-	-
Other Receivables	-	-	-	-
Medium and Long-Term Loans and Other Receivables	58.157.770	428.278	-	-
Non-Specialized Loans	58.157.770	428.278	-	-
Specialized Loans	-	-	-	-
Other Receivables	-	-	-	-
Toplam	84.618.846	492.763	2.944.620	610.379

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

4. Information on consumer loans, personal credit cards, personnel loans and personnel credit cards:

Current Period – 31.12.2012	Short-term	Medium and Long-term	Total
Consumer Loans-TL	193.336	20.218.971	20.412.307
Mortgage Loans	9.735	9.686.448	9.696.183
Automotive Loans	14.708	983.945	998.653
Consumer Loans	165.213	8.886.064	9.051.277
Other	3.680	662.514	666.194
Consumer Loans- Indexed to FC	16	57.402	57.418
Mortgage Loans	13	55.908	55.921
Automotive Loans	2	53	55
Consumer Loans	1	118	119
Other	-	1.323	1.323
Consumer Loans-FC	-	-	-
Mortgage Loans	-	-	-
Automotive Loans	-	-	-
Consumer Loans	-	-	-
Other	-	-	-
Consumer Credit Cards-TL	10.813.814	2.011.475	12.825.289
With Installment	4.738.576	2.011.475	6.750.051
Without Installment	6.075.238	-	6.075.238
Consumer Credit Cards-FC	18.509	-	18.509
With Installment	9.882	-	9.882
Without Installment	8.627	-	8.627
Personnel Loans-TL	1.882	49.701	51.583
Mortgage Loans	-	1.729	1.729
Automotive Loans	-	198	198
Consumer Loans	1.882	47.774	49.656
Other	-	-	-
Personnel Loans- Indexed to FC	-	-	-
Mortgage Loans	-	-	-
Automotive Loans	-	-	-
Consumer Loans	-	-	-
Other	-	-	-
Personnel Loans-FC	-	-	-
Mortgage Loans	-	-	-
Automotive Loans	-	-	-
Consumer Loans	-	-	-
Other	-	-	-
Personnel Credit Cards-TL	38.445	1.943	40.388
With Installment	17.538	1.943	19.481
Without Installment	20.907	-	20.907
Personnel Credit Cards-FC	309	-	309
With Installment	200	-	200
Without Installment	109	-	109
Credit Deposit Account-TL (Real Person)	422.789	-	422.789
Credit Deposit Account-FC (Real Person)	-	-	-
Total Consumer Loans	11.489.100	22.339.492	33.828.592

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

**NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Prior Period – 31.12.2011	Short-term	Medium and Long-term	Total
Consumer Loans-TL	186.980	14.933.111	15.120.091
Mortgage Loans	12.788	7.373.151	7.385.939
Automotive Loans	17.429	847.931	865.360
Consumer Loans	150.549	6.112.330	6.262.879
Other	6.214	599.699	605.913
Consumer Loans- Indexed to FC	1.069	83.094	84.163
Mortgage Loans	1.067	82.661	83.728
Automotive Loans	2	268	270
Consumer Loans	-	165	165
Other	-	-	-
Consumer Loans-FC	-	-	-
Mortgage Loans	-	-	-
Automotive Loans	-	-	-
Consumer Loans	-	-	-
Other	-	-	-
Consumer Credit Cards-TL	8.508.781	991.176	9.499.957
With Installment	4.024.731	991.176	5.015.907
Without Installment	4.484.050	-	4.484.050
Consumer Credit Cards-FC	14.958	-	14.958
With Installment	8.150	-	8.150
Without Installment	6.808	-	6.808
Personnel Loans-TL	1.849	35.324	37.173
Mortgage Loans	-	1.275	1.275
Automotive Loans	1	274	275
Consumer Loans	1.848	33.775	35.623
Other	-	-	-
Personnel Loans- Indexed to FC	11	193	204
Mortgage Loans	-	6	6
Automotive Loans	-	1	1
Consumer Loans	11	186	197
Other	-	-	-
Personnel Loans-FC	-	-	-
Mortgage Loans	-	-	-
Automotive Loans	-	-	-
Consumer Loans	-	-	-
Other	-	-	-
Personnel Credit Cards-TL	33.118	1.946	35.064
With Installment	16.040	1.946	17.986
Without Installment	17.078	-	17.078
Personnel Credit Cards-FC	209	-	209
With Installment	124	-	124
Without Installment	85	-	85
Credit Deposit Account-TL (Real Person)	349.328	-	349.328
Credit Deposit Account-FC (Real Person)	-	-	-
Total Consumer Loans	9.096.303	16.044.844	25.141.147

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

5. Information on commercial installment loans and corporate credit cards:

Current period – 31.12.2012	Short-term	Medium and Long-term	Total
Commercial Installment Loans-TL	342.485	5.208.535	5.551.020
Mortgage Loans	1.319	303.005	304.324
Automotive Loans	4.676	639.482	644.158
Consumer Loans	334.728	3.117.164	3.451.892
Other	1.762	1.148.884	1.150.646
FC Indexed Commercial Installment Loans	11.624	301.912	313.536
Mortgage Loans	-	17.835	17.835
Automotive Loans	308	90.266	90.574
Consumer Loans	6.662	147.425	154.087
Other	4.654	46.386	51.040
Commercial Installment Loans-FC	2.512	449.730	452.242
Mortgage Loans	-	-	-
Automotive Loans	-	-	-
Consumer Loans	-	-	-
Other	2.512	449.730	452.242
Corporate Credit Cards-TL	732.775	6.163	738.938
With Installment	391.208	6.163	397.371
Without Installment	341.567	-	341.567
Corporate Credit Cards-FC	945	-	945
With Installment	77	-	77
Without Installment	868	-	868
Credited Deposit Account-TL (Legal Person)	333.936	-	333.936
Credited Deposit Account-FC (Legal person)	-	-	-
Total	1.424.277	5.966.340	7.390.617
Prior period – 31.12.2011	Short-term	Medium and Long-term	Total
Commercial Installment Loans-TL	1.068.484	4.319.011	5.387.495
Mortgage Loans	748	383.256	384.004
Automotive Loans	14.128	777.303	791.431
Consumer Loans	1.052.762	3.090.158	4.142.920
Other	846	68.294	69.140
Commercial Installment Loans- Indexed to FC	29.435	280.572	310.007
Mortgage Loans	46	22.307	22.353
Automotive Loans	523	113.414	113.937
Consumer Loans	27.414	134.504	161.918
Other	1.452	10.347	11.799
Commercial Installment Loans-FC	6.373	203.871	210.244
Mortgage Loans	-	-	-
Automotive loans	-	-	-
Consumer Loans	-	-	-
Other	6.373	203.871	210.244
Corporate Credit Cards-TL	371.131	2.378	373.509
With Installment	158.545	2.378	160.923
Without Installment	212.586	-	212.586
Corporate Credit Cards-FC	676	-	676
With Installment	82	-	82
Without Installment	594	-	594
Credited Deposit Account-TL (Legal Person)	255.981	-	255.981
Credited Deposit Account-FC (Legal person)	-	-	-
Total	1.732.080	4.805.832	6.537.912

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

6. Loans according to types of borrowers:

	Current Period 31 December 2012	Prior Period 31 December 2011
Public	1.300.417	1.404.032
Private	86.263.049	68.809.191
Total	87.563.466	70.213.223

7. Distribution of domestic and foreign loans: Loans are classified according to the locations of the customers:

	Current Period 31 December 2012	Prior Period 31 December 2011
Domestic Loans	86.794.186	68.994.407
Foreign Loans	769.280	1.218.816
Total	87.563.466	70.213.223

8. Loans granted to investments in associates and subsidiaries:

	Current Period 31 December 2012	Prior Period 31 December 2011
Direct Loans Granted to Investments in Associates and Subsidiaries	477.540	350.191
Indirect Loans Granted to Investments in Associates and Subsidiaries	-	-
Total	477.540	350.191

9. Specific provisions accounted for loans:

	Current Period 31 December 2012	Prior Period 31 December 2011
Loans and receivables with limited collectibility	224.361	131.026
Loans and receivables with doubtful collectibility	266.596	107.978
Uncollectible loans and receivables	531.534	930.685
Total	1.022.491	1.169.689

10. Information on non-performing loans (Net):

- 10(i). Information on non-performing loans restructured or rescheduled and other receivables:

	III. Group Loans and Other Receivables with Limited Collectibility	IV. Group Loans and Other Receivables with Doubtful Collectibility	V. Group Uncollectible Loans and Other Receivables
Current Period: 31 December 2012			
(Gross Amounts Before Specific Provisions)	23.093	20.925	27.021
Restructured Loans and Other Receivables	22.110	20.400	22.170
Rescheduled Loans and Other Receivables	983	525	4.851
Prior Period: 31 December 2011			
(Gross Amounts Before Specific Provisions)	8.576	8.395	35.902
Restructured Loans and Other Receivables	8.136	7.797	24.614
Rescheduled Loans and Other Receivables	440	598	11.288

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

10(ii). Information on the movement of total non-performing loans:

	III. Group	IV. Group	V. Group
	Loans and Other Receivables with Limited Collectibility	Loans and Other Receivables with Doubtful Collectibility	Uncollectible Loans and Other Receivables
Prior Period End Balance: 31 December 2011	223.876	107.978	930.685
Additions (+)	736.446	16.202	18.036
Transfers from Other Categories of Non-performing Loans (+)	-	669.271	437.349
Transfers to Other Categories of Non-Performing Loans (-)	669.271	437.349	-
Collections (-)	66.112	63.534	147.903
Write-offs (-)	578	25.972	613.783
Corporate and Commercial Loans	39	1.009	266.490
Retail Loans	78	6.793	142.963
Credit Cards	461	18.170	204.330
Other	-	-	-
Balance at the End of the Period	224.361	266.596	624.384
Specific Provisions (-)	224.361	266.596	531.534
Net Balance(**)	-	-	92.850

(*) TL 500,1 million of the Bank's non-performing loan portfolio has been sold to Girişim Varlık Yönetimi A.Ş. for TL 95,1 million on 1 October 2012. The amount that's been sold is shown under "Write-offs" in the above table.

(**)As of 31 December 2012, the Bank has set 100% specific provision amounting to TL 41 million (31 December 2011: 41 million TL) after taking the collaterals into consideration for one of its commercial loans amounting to TL 134 million (31 December 2011: 134 million TL).

10(iii). Information on non-performing loans granted as foreign currency loans:

	III. Group	IV. Group	V. Group
	Loans and Other Receivables with Limited Collectibility	Loans and Other Receivables with Doubtful Collectibility	Uncollectible Loans and Other Receivables
Current Period: 31 December 2012			
Balance at the End of the Period	5.234	6.610	161.702
Specific Provisions (-)	5.234	6.610	68.852
Net Balance on Balance Sheet	-	-	92.850
Prior Period: 31 December 2011			
Balance at the End of the Period	140.388	3.315	47.249
Specific Provisions (-)	47.538	3.315	47.249
Net Balance	92.850	-	-

Non-performing loans granted as foreign currency are followed under TL accounts of balance sheet.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

10(iv). Breakdown of non-performing loans according to their gross and net values:

	III. Group	IV. Group	V. Group
	Loans and Other Receivables with Limited Collectibility	Loans and Other Receivables with Doubtful Collectibility	Uncollectible Loans and Other Receivables
Current Period (Net): 31 December 2012			
Loans granted to corporate entities and real persons (Gross)	224.361	266.596	624.384
Specific Provisions Amount(-)	224.361	266.596	531.534
Loans granted to corporate entities and real persons (Net)	-	-	92.850
Banks (Gross)	-	-	-
Specific Provisions Amount (-)	-	-	-
Banks (Net)	-	-	-
Other Loans and Advances (Gross)	-	-	-
Specific Provisions Amount (-)	-	-	-
Other Loans and Advances (Net)	-	-	-
Prior Period (Net): 31 December 2011			
Loans granted to corporate entities and real persons (Gross)	223.876	107.978	930.685
Specific Provisions Amount(-)	131.026	107.978	930.685
Loans granted to corporate entities and real persons (Net)	92.850	-	-
Banks (Gross)	-	-	-
Specific Provisions Amount (-)	-	-	-
Banks (Net)	-	-	-
Other Loans and Advances (Gross)	-	-	-
Specific Provisions Amount (-)	-	-	-
Other Loans and Advances (Net)	-	-	-

11. Information on the collection policy of non-performing loans and other receivables:

Non-performing loans and other receivables are collected through legal follow-up and liquidation of collaterals.

12. Information on the write-off policy:

Write-off policy of the Bank for receivables under follow-up is to retire the receivables from assets in case of verification of the inability of collection through the legal follow-up process.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

f. Held-to-maturity investments:

1. Information on financial assets subject to repurchase agreements and those given as collateral/blocked:

	Current Period		Prior Period	
	31 December 2012		31 December 2011	
	TL	FC	TL	FC
Given as collateral/blocked	3.145.186	-	3.035.404	678.044
Subject to repurchase agreements	358.131	-	556.969	192.443
Total	3.503.317	-	3.592.373	870.487

2. Information on Held-to-maturity government debt securities:

	Current Period	Prior Period
	31 December 2012	31 December 2011
Government Bonds	3.637.257	4.823.377
Treasury Bills	-	-
Other Government Debt Securities	-	-
Total	3.637.257	4.823.377

3. Information on Held-to-maturity investments:

	Current Period	Prior Period
	31 December 2012	31 December 2011
Debt Securities	3.679.039	4.855.944
Quoted to Stock Exchange	3.679.039	4.855.944
Not Quoted to Stock Exchange	-	-
Impairment Provision (-)	41.782	32.567
Total	3.637.257	4.823.377

4. The movement of investment securities Held-to-maturity:

	Current Period	Prior Period
	31 December 2012	31 December 2011
Beginning Balance	4.823.377	6.626.229
Foreign Currency Differences on Monetary Assets	(90.677)	172.732
Purchases During Year	-	-
Disposals Through Sales and Redemptions (*)	1.096.193	1.996.980
Impairment Provision (-)	41.782	32.567
Change in Amortized Cost	42.532	53.963
Balance at the End of the Period	3.637.257	4.823.377

(*) According to "Regulation on Measurement and Assessment of Capital Adequacy of Banks" (Basel II), which became effective as of July 1, 2012, the risk weight of foreign currency denominated securities issued by the Treasury of Republic of Turkey has increased from 0% to 100%. According to IAS 39 Financial Instruments: Recognition and Measurement Standard, the Bank has reclassified its foreign currency denominated securities

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

issued by the Treasury of Republic of Turkey held in Held-to-maturity portfolio with nominal values of thousands EUR 300.476 and thousand USD 160.288 to Available for Sale portfolio with the sale intention of these securities out of which nominal value amounting to thousands EUR 216.000 have been sold.

g. Information on investments in associates (Net):

1. Information about investments in associates:

		Address	Bank's share percentage- If different voting percentage (%)	Bank's risk group share percentage (%)
	Title	(City / Country)		
1	Bankalararası Kart Merkezi A.Ş.	İstanbul/Turkey	9,98	9,98
2	Kredi Kayıt Bürosu A.Ş.	İstanbul/Turkey	9,09	9,09

2. Main financial figures of non-consolidated associates, in the order of the above table:

The financial figures have been obtained from the financial statements dated 30 September 2012

	Total Assets	Shareholders' Equity	Total Fixed Assets	Interest Income	Income from Marketable Securities Portfolio	Current Period Profit/ Loss	Prior Period Profit/Loss	Fair Value
1	28.465	22.672	13.462	680	-	4.189	3.179	-
2	65.251	58.310	4.769	1.395	-	24.044	12.969	-

3. Movement schedule of investments in associates:

	Current Period 31 December 2012	Prior Period 31 December 2011
Balance at the Beginning of the Period	3.923	3.125
Movements During the Period		
Additions	-	-
Bonus Shares and Contributions to Capital	-	798
Dividends from Current Year Income	-	-
Sales/Liquidation	-	-
Revaluation Increase	-	-
Revaluation/Impairment	-	-
Increase/decrease due to foreign exchange valuation of foreign subsidiaries	-	-
Balance at the End of the Period	3.923	3.923
Capital Commitments	-	-
Share Percentage at the End of the Period (%)	-	-

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

h. Information on subsidiaries (Net):

1. Information on shareholders' equity of subsidiaries:

	Akbank AG	Ak Leasing	Ak Securities	Ak Portfolio Management	Akbank (Dubai) Limited
Tier I Capital					
Paid in Capital	301.578	47.122	30.000	1.000	2.243
Adjustment to paid-in capital	-	-	16.802	-	-
Share Premium	-	-	-	-	-
Legal Reserves	-	18.658	15.669	4.899	0
Extraordinary Reserves	47.082	5	6.973	-	-
Other Profit Reserves	145.327	61.153	-	3.079	378
Profit/Loss	192.341	192.995	61.252	12.129	2.870
<i>Net Current Period Profit</i>	<i>31.015</i>	<i>41.546</i>	<i>16.543</i>	<i>11.067</i>	<i>2.335</i>
<i>Prior year Profit/Loss</i>	<i>161.326</i>	<i>151.449</i>	<i>44.709</i>	<i>1.062</i>	<i>535</i>
Development Cost of Operating Lease (-)	148	490	668	-	-
Intangible Assets (-)	321	600	172	63	-
Total Core Capital	685.859	318.843	129.856	21.044	5.491
Supplementary Capital	-	6.687	-	-	-
Capital	685.859	325.530	129.856	21.044	5.491
NET USABLE SHAREHOLDERS' EQUITY	685.859	325.530	129.856	21.044	5.491

The Bank's subsidiaries, included in the consolidated calculation of capital requirement, do not have additional capital requirements. The Study of Internal Evaluation of Bank's Capital Requirement is carried out annually on a consolidated basis. In addition, Akbank AG carries out the Study of Internal Evaluation of Bank's Capital on solo basis due to its own legal requirements.

2. Accounting method used for the valuation of subsidiaries: Disclosed in Note III of Section Three.
3. Information on subsidiaries:

Title	Address (City / Country)	Bank's Share Percentage-If Different Voting Percentage (%)	Bank's Risk Group Share Percentage (%)
1 Ak Finansal Kiralama A.Ş.	İstanbul/Turkey	99,99	99,99
2 Ak Yatırım Menkul Değerler A.Ş.	İstanbul/Turkey	100,00	100,00
3 Ak Portföy Yönetimi A.Ş.	İstanbul/Turkey	100,00	100,00
4 Akbank AG	Frankfurt/Germany	100,00	100,00
5 Akbank (Dubai) Limited	Dubai/The United Arab Emirates	100,00	100,00

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

**NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

4. Main financial figures of consolidated subsidiaries, in the order of the above table:

The financial figures have been obtained from the financial statements as at 31 December 2012 prepared in accordance with local regulations.

	Total Assets	Shareholders' Equity	Total Fixed Assets	Interest Income	Income from Marketable Securities Portfolio	Current Period Profit/ Loss	Prior Period Profit/Loss	Fair Value (*)
1	2.297.060	319.871	13.635	152.964	1.200	41.546	43.045	-
2	731.188	130.696	1.793	29.152	778	16.543	67.921	-
3	26.823	21.107	177	1.956	-	11.067	11.616	-
4	6.450.617	686.328	1.172	94.416	33.653	31.015	27.844	-
5	6.116	5.491	44	-	-	2.335	2.089	-

5. Movement schedule of subsidiaries:

	Current Period 31 December 2012	Prior Period 31 December 2011
Balance at the Beginning of the Period	1.013.894	892.916
Movements During the Period		
Additions(**)	259	-
Bonus Shares and Contributions to Capital	-	-
Dividends from Current Year Income	-	-
Sales/Liquidation (*)	(308.089)	(34)
Revaluation Increase	-	-
Revaluation/Impairment	-	(9.203)
Increase/decrease due to foreign exchange valuation of foreign subsidiaries (*)	(123.120)	130.215
Balance at the End of the Period	582.944	1.013.894
Capital Commitments	-	-
Share Percentage at the End of the Period (%)	-	-

(*) Within the framework of restructuring overseas subsidiaries, Akbank N.V., established in the Netherlands as a 100% subsidiary of the Bank, and Akbank AG, established in Germany as a 100% subsidiary of Akbank N.V. have merged under Akbank AG while Akbank N.V. put an end to its activities as of June 15, 2012. TL (-) 292.708 of total amount shown in Sales / Liquidation line and TL (-) 71.938 of total amount shown in increase / decrease due to foreign exchange valuation of foreign subsidiaries line are due to decrease of Akbank N.V.'s share capital from Euro 335 Million to Euro 170 Million in the process of the merger between Akbank AG and Akbank N.V.. EUR 165 million related to reduced capital has been paid in cash to the Bank by Akbank N.V.. TL (-) 15.381 shown in Sales / Liquidation line is due to transfer of total shares of Ak B Tipi Yatırım Ortaklığı A.Ş., Bank's subsidiary with a 70,04% share, to Egeli & Co. Yatırım Holding A.Ş. for TL 28.542 as of July 3, 2012.

(**) TL 258 of "additions" is derived from the increase of Bank's shares in Ak Yatırım Menkul Değerler A.Ş. from 99,8% to 100%. TL 1 of "additions" is derived from the increase of Bank's shares in Ak Portföy Yönetimi A.Ş. from 99,99% to 100%.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

6. Sectoral information on financial subsidiaries and the related carrying amounts:

Subsidiaries	Current Period 31 December 2012	Prior Period 31 December 2011
Banks	394.362	810.190
Insurance Companies	-	-
Factoring Companies	-	-
Leasing Companies	121.088	121.088
Finance Companies	-	-
Other Financial Subsidiaries	67.494	82.616

7. Subsidiaries quoted on a stock Exchange :

	Current Period 31 December 2012	Prior Period 31 December 2011
Subsidiaries quoted on domestic stock exchange	-	15.381
Subsidiaries quoted on foreign stock exchange	-	-

i. **Information on finance lease receivables (Net):** None.

j. **Information on the Hedging Derivative Financial Assets:** None.

k. **Information on property and equipment:**

	Immovables	Other Tangible Fixed Assets	Construction in Progress	Total
Prior Period End: 31 December 2011				
Cost	793.718	793.491	217	1.587.426
Accumulated Depreciation(-)	252.077	549.459	-	801.536
Net Book Value	541.641	244.032	217	785.890
Current Period End: 31 December 2012				
Net Book Value at the Beginning of the Period	541.641	244.032	217	785.890
Additions	27.691	109.413	2.361	139.465
Disposals(-), net	1.737	11.598	-	13.335
Depreciation (-)	25.237	90.713	-	115.950
Impairment	-	-	-	-
Cost at Period End	818.744	821.603	2.578	1.642.925
Accumulated Depreciation at Period End (-)	276.386	570.469	-	846.855
Closing Net Book Value	542.358	251.134	2.578	796.070

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

	Immovables	Other Tangible Fixed Assets	Construction in Progress	Total
Prior Period End: 31 December 2011				
Cost	895.307	757.565	1.375	1.654.247
Accumulated Depreciation(-)	247.594	518.494	-	766.088
Net Book Value	647.713	239.071	1.375	888.159
Current Period End: 31 December 2012				
Net Book Value at the Beginning of the Period	647.713	239.071	1.375	888.159
Additions	16.673	90.931	1.393	108.997
Disposals(-), net	98.516	566	2.551	101.633
Depreciation (-)	24.229	85.404	-	109.633
Impairment	-	-	-	-
Cost at Period End	793.718	793.491	217	1.587.426
Accumulated Depreciation at Period End (-)	252.077	549.459	-	801.536
Closing Net Book Value	541.641	244.032	217	785.890

As of 31 December 2012, net book value of the tangible fixed assets obtained by financial leasing is TL 127.023 (31 December 2011: TL 137.919).

I. Information on deferred tax asset:

1. Cost and accumulated amortization at the beginning and end of the period:

	Current Period 31 December 2012	Prior Period 31 December 2011
Book Values (Gross)	271.358	220.390
Accumulated Amortization (-)	158.756	119.828
Net Book Value	112.602	100.562

2. Reconciliation of movements for the current period and prior period:

	Cari Dönem 31 Aralık 2011	Önceki Dönem 31 Aralık 2010
Cost	271.358	220.390
Accumulated Depreciation (-)	158.756	119.828
Net Book Value	112.602	100.562
Opening Balance	100.562	92.744
Additions	51.218	37.665
Disposals (-), net	10	-
Depreciation (-)	39.168	29.847
Closing Net Book Value	112.602	100.562

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

m. Information on the investment properties:

None.

n. Information on deferred tax asset :

As of 31 December 2012 the Bank doesn't hold any deferred tax asset (31 December 2011: TL 99.166). Provisional differences subject to deferred tax calculation result from mainly the differences between the book values and tax values of fixed assets, financial assets and liabilities and provision for employee rights.

Deferred tax assets and liabilities which are accounted for the temporary differences arising between applicable accounting policies and valuation principles and tax legislation are netted-off and accounted. There are no carry forward tax losses that can be used as deductions for the tax calculation. An explanation about the net deferred tax liability is given in Note II-i-2 of Section Five

	Accumulated temporary differences		Deferred tax assets/(liabilities)	
	31 December 2011	31 December 2010	31 December 2011	31 December 2010
Employee benefits	99.488	75.412	19.898	15.082
Differences between fair value and book value of financial assets	283.929	576.038	56.786	115.208
Other	269.011	145.996	53.802	29.199
Deferred tax asset			130.486	159.489
Differences between book value and tax base of property, plant and equipment	89.757	88.785	(17.951)	(17.757)
Differences between book value and tax base of financial assets	930.275	212.829	(186.055)	(42.566)
Deferred tax liability			(240.006)	(60.323)
Deferred tax asset/(liability), net			(73.520)	99.166

o. Information on property and equipment held for sale and related to discontinued operations:

	Current Period 31 December 2011	Prior Period 31 December 2010
Cost	3.362	2.417
Accumulated Depreciation (-)	147	288
Net Book Value	3.215	2.129

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

	Current Period	Prior Period
	31 December 2011	31 December 2010
Opening Balance	2.129	3.225
Additions	2.095	753
Disposals (-), net	961	1.737
Depreciation (-)	48	112
Closing Net Book Value	3.215	2.129

p. Information on other assets:

Other assets amount to TL 1.228.908 (31 December 2010: TL 889.411) on the balance sheet and do not exceed 10% of the total assets, excluding the off-balance sheet commitments.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

II. EXPLANATIONS AND NOTES RELATED TO LIABILITIES

a. Information on deposits:

1. Information on maturity structure of the deposits:

There are no seven-day notification deposits.

1(i). Current Period – 31 December 2012:

	Demand	Up to 1 Month	1 – 3 Months	3 – 6 Months	6 Months – 1 Year	1 Year and Over	1-5 Year Cumulative	Total
Saving Deposits	2.979.328	6.377.240	18.962.334	803.632	198.545	276.446	92.248	29.689.773
Foreign Currency Deposits	3.839.612	5.490.455	11.999.057	766.750	2.244.577	1.110.139	5.124	25.455.714
Residents in Turkey	3.690.527	4.995.225	11.455.686	560.938	631.261	884.947	5.051	22.223.635
Residents Abroad	149.085	495.230	543.371	205.812	1.613.316	225.192	73	3.232.079
Public Sector Deposits	706.007	23.739	209.576	4.014	566	3.592	-	947.494
Commercial Deposits	3.653.602	5.345.850	6.226.534	174.015	55.534	23.740	-	15.479.275
Other Institutions Deposits	124.275	429.150	1.377.116	288.052	51.189	55.914	-	2.325.696
Gold Vault	1.461.072	-	-	-	-	-	-	1.461.072
Bank Deposits	318.810	1.532.695	6.651.202	1.577.025	642.881	23.081	-	10.745.694
The CBRT	-	-	-	-	-	-	-	-
Domestic Banks	20.847	1.010.510	12.028	18.043	14.033	6.014	-	1.081.475
Foreign Banks	66.939	522.185	6.639.174	1.558.982	628.848	17.067	-	9.433.195
Special Finance Institutions	231.024	-	-	-	-	-	-	231.024
Other	-	-	-	-	-	-	-	-
Total	13.082.706	19.199.129	45.425.819	3.613.488	3.193.292	1.492.912	97.372	86.104.718

1(ii). Prior period - 31 December 2011:

	Demand	Up to 1 Month	1 – 3 Months	3 – 6 Months	6 Months – 1 Year	1 Year and Over	1-5 Year Cumulative	Total
Saving Deposits	2.534.267	4.327.204	18.232.086	1.764.520	269.179	213.615	39.595	27.380.466
Foreign Currency Deposits	3.268.752	8.060.431	10.145.479	961.855	1.394.827	897.496	1.443	24.730.283
Residents in Turkey	3.197.953	7.972.904	9.606.990	870.310	633.301	588.038	1.397	22.870.893
Residents Abroad	70.799	87.527	538.489	91.545	761.526	309.458	46	1.859.390
Public Sector Deposits	115.947	14.884	5.055	5.002	107	1	-	140.996
Commercial Deposits	3.247.440	4.309.625	2.368.767	2.345.932	506.951	399.339	-	13.178.054
Other Institutions Deposits	105.463	124.544	400.880	471.230	6.649	582	-	1.109.348
Gold Vault	-	-	-	-	-	-	-	-
Bank Deposits	387.564	1.420.833	7.441.987	613.044	393.674	18.008	-	10.275.110
The CBRT	-	-	-	-	-	-	-	-
Domestic Banks	12.379	1.302.300	-	26.116	-	2.005	-	1.342.800
Foreign Banks	88.829	118.533	7.441.987	586.928	393.674	16.003	-	8.645.954
Special Finance Institutions	286.356	-	-	-	-	-	-	286.356
Other	-	-	-	-	-	-	-	-
Total	9.659.433	18.257.521	38.594.254	6.161.583	2.571.387	1.529.041	41.038	76.814.257

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

**NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

2. Information on saving deposits insurance:

2(i). Information on saving deposits under the guarantee of the saving deposits insurance fund and amounts exceeding the limit of the deposit insurance fund :

	Under the Guarantee of Deposit Insurance		Exceeding the Limit of Deposit Insurance	
	Current Period 31 December 2012	Prior Period 31 December 2011	Current Period 31 December 2012	Prior Period 31 December 2011
Saving Deposits	11.015.060	10.778.167	18.674.713	16.602.299
Foreign Currency Saving Deposits	3.917.152	3.395.702	13.606.834	12.468.407
Other Deposits in the Form of Saving Deposits	-	-	-	-
Foreign Branches' Deposits under Foreign Authorities' Insurance	-	-	-	-
Off-shore Banking Regions' Deposits under Foreign Authorities' Insurance	-	-	-	-

2(ii). Saving deposits of real persons which are not under the guarantee of saving deposit insurance fund:

	Current Period 31 December 2012	Prior Period 31 December 2011
Foreign Branches' Deposits and other accounts	-	-
Saving Deposits and Other Accounts of Controlling Shareholders and Deposits of their Mother, Father, Spouse, Children in care	-	-
Saving Deposits and Other Accounts of President and Members of Board of Directors, CEO and Vice Presidents and Deposits of their Mother, Father, Spouse, Children in care	899.644	875.303
Saving Deposits and Other Accounts in Scope of the Property Holdings Derived from Crime Defined in Article 282 of Turkish Criminal Law No:5237 dated 26.09.2004	-	-
Saving Deposits in Deposit Bank Which Established in Turkey in Order to Engage in Off-shore Banking Activities Solely	-	-

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

b. Information on trading derivative financial liabilities:

Table of negative differences for trading derivative financial liabilities:

	Current Period		Prior Period	
	31 December 2012		31 December 2011	
	TL	FC	TL	FC
Forward Transactions	37.691	-	58.523	-
Swap Transactions	100.871	284.974	109.166	271.036
Futures Transactions	41.871	6.194	29.000	6.946
Options	1.126	60.715	3.307	72.797
Other	-	-	-	-
Total	181.559	351.883	199.996	350.779

c. Information on borrowings:

1. Information on banks and other financial institutions:

	Current Period		Prior Period	
	31 December 2012		31 December 2011	
	TL	FC	TL	FC
Borrowings from the CBRT	-	-	-	-
From Domestic Bank and Institutions	166.592	153.358	173.565	122.588
From Foreign Banks, Institutions and Funds	92.130	13.626.219	135.020	16.338.982
Total	258.722	13.779.577	308.585	16.461.570

2. Information on maturity structure of borrowings:

	Current Period		Prior Period	
	31 December 2012		31 December 2011	
	TL	FC	TL	FC
Short-term	166.592	8.897.365	216.594	8.745.220
Medium and Long-Term	92.130	4.882.212	91.991	7.716.350
Total	258.722	13.779.577	308.585	16.461.570

The liabilities providing the funding sources of the Bank are deposits, borrowings, marketable securities issued and money market borrowings. Deposits are the most important funding source of the Bank and the diversification of these deposits by number and type of depositors with a stable structure does not create any risk concentration. The borrowings are composed of funds such as syndicated and securitized borrowings and post-finance obtained from different financial institutions with different maturity-interest structures and characteristics. There is no risk concentration in any of the funding sources of the Bank.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

d. Information on securities issued (Net):

	Current Period 31 December 2012		Prior Period 31 December 2011	
	TP	FC	TP	FC
Bank bills	1.020.093	-	1.081.912	-
Bonds	1.360.826	4.083.764	726.159	2.695.846
Total	2.380.919	4.083.764	1.808.071	2.695.846

e. Information on other foreign liabilities:

Other foreign liabilities amount to TL 1.490.500 (31 December 2011: TL 693.006) and do not exceed 10% of the total balance sheet excluding off-balance sheet commitments.

f. Information on financial leasing agreements:

The contingent rent installments of financial lease contracts are determined by the price of commodity, market interest rates and the maturity of funding. The financial leasing contracts do not have any conditions which cause significant commitments for the Bank.

Liabilities incurred due to financial leasing agreements:

	Current Period 31 December 2012		Prior Period 31 December 2011	
	Gross	Net	Gross	Net
Less Than 1 Year	77.616	59.118	78.055	58.818
Between 1-4 Years	23.164	18.778	34.980	27.841
More Than 4 Years	-	-	-	-
Total	100.780	77.896	113.035	86.659

g. Information on the hedging derivative financial liabilities:

	Current Period 31 December 2012		Prior Period 31 December 2011	
	TL	FC	TL	FC
Fair value Hedge	313.531	-	-	-
Cash Flow Hedge	214.994	130.320	111.480	108.371
Net investment Hedge	-	-	-	-
Total	528.525	130.320	111.480	108.371

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

h. Information on provisions:

1. Information on general provisions:

	Current Period	Prior Period
	31 December 2012	31 December 2011
General Provisions	1.179.008	791.847
Provisions for Group I. Loans and Receivables	923.044	641.961
- <i>Additional Provision for loans with extended payment period</i>	<i>19.760</i>	<i>30.876</i>
Provisions for Group II. Loans and Receivables	107.674	22.604
- <i>Additional Provision for loans with extended payment period</i>	<i>20.850</i>	<i>3.854</i>
Provisions for Non-cash Loans	91.023	72.020
Other	57.267	55.262

2. Information on reserve for employment termination benefits:

	Current Period	Prior Period
	31 December 2012	31 December 2011
Balance Sheet Obligations for:		
- Post-employment benefits (pension and medical)	-	-
- Reserve for employment termination benefits	57.816	41.819
- Reserve for unused vacation	41.672	33.593
Total	99.488	75.412

As explained on note 2(ii) below, there is no amount recognized in the balance sheet for post-employment benefits since fair value of the Fund's plan assets compensate defined benefit obligations for the years ended 2011 and 2010.

	Current Period	Prior Period
	31 December 2012	31 December 2011
Income Statement Charge for:		
- Post-employment benefits (pension and medical)	(118.282)	(99.060)
- Reserve for employment termination benefits	(31.464)	(15.067)
- Reserve for unused vacation	(8.079)	(2.492)
Toplam	(157.825)	(116.619)

The charge for the post-employment benefits represents the cash payments, which represent the employer's contribution determined by the Social Security Law No: 506 and additional 2% contribution of the employer. The employer's contribution amounting to TL 118.282 (31 December 2011: TL 99.060) during the year has been included in employee costs under operating expenses.

2 (i). Employment termination benefits and unused vacation rights:

Under the Turkish Labor Law, the Bank and its subsidiaries operated in Turkey are required to pay termination benefits to each employee who has completed at least 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). Since the legislation was changed on 23 May 2002, there are certain transitional provisions relating to length of service prior to retirement.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

The amount payable consists of one month's salary limited to a maximum of TL 3.033,98 (in full TL amount) (31 December 2011: TL 2.731,85 (in full TL amount)) for each year of service. This liability is legally not funded and there is no funding requirement.

The reserve has been calculated by estimating the present value of the future probable obligation of the Bank arising from the retirement of its employees. TAS 19 requires actuarial valuation methods to be developed to estimate the enterprise's obligation for such benefits. Accordingly, the following actuarial assumptions were used in the calculation of the total liability:

	Current Period 31 December 2012	Prior Period 31 December 2011
Discount Rate (%)	3,57	4,70
Rate for the Probability of Retirement (%)	94,01	93,57

The principal actuarial assumption is that the current maximum liability will increase in line with inflation. Thus, the discount rate applied represents the expected real rate after adjusting for the effects of future inflation. As the maximum liability is revised semi-annually, the maximum amount of TL 3.125,01 (1 January 2012: TL 2.917,27) effective from 1 January 2012 has been taken into consideration in calculating the reserve for employee termination benefits.

Movements in the reserve for employment termination benefits during the period are as follows:

	Current Period 31 December 2012	Prior Period 31 December 2011
Balance at the Beginning of the Period	41.819	38.935
Provisions Recognized During the Period	31.464	15.067
Paid During the Period	(15.467)	(12.183)
Balance at the End of the Period	57.816	41.819

As of 31 December 2012, the Bank has accounted provision for unused vacation rights amounting to TL 41.672 (31 December 2011: TL 33.593).

2 (ii). Post-employment benefits:

The Bank's obligation in respect of the post-employment benefits transferrable to SSI, as explained in Note XVII of Section Three, has been determined as the value of the payment that would need to be made to SSI to settle the obligation at the balance sheet date in accordance with the related article of the New Law and other related laws and regulations; and the Bank's obligation related to other non-transferrable benefits has been calculated in accordance with TAS 19 by a registered actuary. Therefore, the actuarial parameters and results reflect the provisions of the New Law for the post-employment pension and medical benefits transferrable to SSI (e.g. a technical interest rate of 9.80%), except for the non-transferrable other benefits. Accordingly, including the obligation for non-transferable other benefits amounting TL 294.543 (31 December 2011: TL 157.674), the surplus of the Fund amounts to TL 302.398 as of 31 December 2012 (31 December 2011: TL 322.392).

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

**NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

	Current Period 31 December 2012	Prior Period 31 December 2011
Present value of funded obligations	(687.438)	(604.794)
- Pension benefits transferrable to SSI	(883.461)	(854.018)
- Post-employment medical benefits transferrable to SSI	490.566	406.898
- Other non-transferrable benefits	(294.543)	(157.674)
Fair value of plan assets	989.836	927.186
Surplus	302.398	322.392

The amount of the post-employment medical benefits transferrable to SSI are calculated over the net present value of medical liabilities and health premiums.

The principal actuarial assumptions used were as follows:

Discount rate	Current Period 31 December 2012	Prior Period 31 December 2011
- Pension benefits transferrable to SSI	% 9,80	% 9,80
- Post-employment medical benefits transferrable to SSI	% 9,80	% 9,80
- Other non-transferrable benefits	% 2,55	% 4,16

For the year 2012, it is representing the average rate calculated by considering each individuals remaining retirement year.

Mortality rate

The average life expectancy in years of a pensioner retiring at age 60 for men, 58 for women determined using mortality table depending on statistical data is 17 years for men and 23 years for women.

The movement in the fair value of plan assets of the year is as follows:

	Current Period 31 December 2012	Prior Period 31 December 2011
Prior period end	927.186	886.244
Actual return on plan assets	117.758	106.249
Employer contributions	118.282	99.060
Employee contributions	101.417	85.010
Benefits paid	(274.807)	(249.377)
Period end	989.836	927.186

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Plan assets are comprised as follows:

	Current Period 31 December 2012		Prior Period 31 December 2011	
Bank placements	638.406	% 64	652.018	% 70
Premises and equipment	29.788	% 3	30.580	% 3
Marketable securities and share certificates	292.516	% 30	222.516	% 24
Other	29.126	% 3	22.072	% 3
Period end	989.836	% 100	927.186	% 100

3. Information on provisions related with foreign currency difference of foreign indexed loans:

As of 31 December 2012, the provision related to foreign currency differences of foreign indexed loans amounts to TL 16.345 (31 December 2011: TL 3.470), which is offset with the balance of foreign currency indexed loans in these financial statements.

4. Information on specific provisions for non-cash loans that are non-funded and non-transformed into cash: Provision for non-cash loans that are non-funded and non-transformed into cash as of 31 December 2012 is amounting to TL21.715 (31 December 2011: TL 78.460)

5. Information on other provisions:

5(i). Information on general reserves for possible risks: None (31 December 2011: None).

5(ii). Information on provisions for banking services promotion:

The Bank has provisions for credit cards and banking services promotion activities amounting to TL 165.124 (31 December 2011: TL 128.141).

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

i. Explanations on tax liability :

1. Explanations on tax liability:

Tax calculations of the Bank are explained in Note XVIII of Section Three. As of 31 December 2012, the corporate tax liability after the deduction of temporary taxes paid is TL 412.887 [31 December 2011: TL 92.392].

1(i). Information on taxes payable:

	Current Period 31 December 2012	Prior Period 31 December 2011
Corporate Taxes Payable	412.887	92.392
Taxation on Marketable Securities	79.751	78.388
Property Tax	1.265	1.048
Banking Insurance Transaction Tax (BITT)	49.705	38.225
Foreign Exchange Transaction Tax	-	-
Value Added Tax Payable	4.042	1.928
Other	34.527	23.423
Total	582.177	235.404

1(ii). Information on premium payables:

	Current Period 31 December 2012	Prior Period 31 December 2011
Social Security Premiums – Employee	-	-
Social Security Premiums – Employer	1	1
Bank Social Aid Pension Fund Premium- Employee	3	3
Bank Social Aid Pension Fund Premium – Employer	3	3
Pension Fund Membership Fees and Provisions – Employee	-	-
Pension Fund Membership Fees and Provisions – Employer	-	-
Unemployment Insurance – Employee	757	1.043
Unemployment Insurance – Employer	1.514	2.087
Other	34	20
Total	2.312	3.157

2. Information on deferred tax liability:

As of 31 December 2012, the deferred tax liability of the Bank amounts to TL 73.520 [31 December 2011: TL (-)]. An explanation about the net deferred tax asset is given in Note I-l of Section Five.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

j. Information on shareholders' equity:

1. Presentation of paid-in capital:

	Current Period 31 December 2012	Prior Period 31 December 2011
Common Stock	4.000.000	4.000.000
Preferred Stock	-	-

2. Amount of paid-in-capital, explanations as to whether the registered share capital system is applied, if so, the amount of registered share capital ceiling:

Capital System	Paid-in capital	Ceiling
Registered Share Capital	4.000.000	8.000.000

In the Ordinary General Assembly Meeting of the Bank dated 30 March 2012, it was decided to increase capital ceiling from TL 5.000.000.000 to TL 8.000.000.000 through an amendment in the ninth clause of Articles of Association which was registered by Istanbul Registry Office on 2 April 2012 and declared by Trade Registry Gazette dated 6 April 2012 numbered 8043 published in Ankara.

3. Information on the share capital increases during the period and their sources: None.
4. Information on share capital increases from capital reserves during the current period: None.
5. Information on capital commitments, the purpose and the sources until the end of the fiscal year and the subsequent interim period: None.
6. The effects of anticipations based on the financial figures for prior periods regarding the Bank's income, profitability and liquidity, and possible effects of these future assumptions on the Group's equity due to uncertainties at these indicators;

The Bank has been continuing its operations with high profitability and has been retaining most of its net profit in the equity, either by increasing its capital or transferring it into reserves. On the other hand, only a small part of the equity is allocated to investment such as associates and fixed assets, thus giving a chance for considerably high free capital which provides funds for liquid and interest bearing assets. Considering all these factors, the Bank continues to its operations with strong shareholders' equity.

7. Information on privileges given to shares representing the capital: None.

k. Information on marketable securities value increase fund:

	Current Period 31 December 2012		Prior Period 31 December 2011	
	TL	FC	TL	FC
From Investments in Associates, Subsidiaries, and Joint Ventures	-	-	(6.730)	-
Valuation Difference	1.253.332	422.592	(99.396)	(78.181)
Foreign Currency Differences	-	-	-	-
Total	1.253.332	422.592	(106.126)	(78.181)

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

III. EXPLANATIONS AND NOTES RELATED TO INCOME STATEMENT

a. Information on interest income:

1. Information on interest income on loans (*) :

	Current Period		Prior Period	
	31 December 2012		31 December 2011	
	TL	FC	TL	FC
Short-term Loans	2.763.455	215.168	1.676.433	111.094
Medium and Long-term Loans	2.949.140	1.235.747	2.288.894	942.886
Interest on Loans Under Follow-Up	26.619	-	43.260	-
Premiums Received from the Resource Utilization Support Fund	-	-	-	-
Total	5.739.214	1.450.915	4.008.587	1.053.980

(*) Fee and commission income from cash loans is included.

2. Information on interest income on banks:

	Current Period		Prior Period	
	31 December 2012		31 December 2011	
	TL	FC	TL	FC
From the CBRT	-	-	-	-
From Domestic Banks	1.252	1.293	162	1.294
From Foreign Banks	9	3.771	-	6.801
From Headquarters and Branches Abroad	-	-	-	-
Total	1.261	5.064	162	8.095

3. Information on interest income on marketable securities:

	Current Period		Prior Period	
	31 December 2012		31 December 2011	
	TL	FC	TL	FC
From Trading Financial Assets	30.235	5.030	143.333	21.084
From Financial Assets at Fair Value through Profit or Loss	-	-	-	-
From Available-for-sale Financial Assets	3.223.420	309.642	3.165.775	152.700
From Held-to-Maturity Investments	446.534	42.485	458.959	75.626
Total	3.700.189	357.157	3.768.067	249.410

As stated in Section Three disclosure VII, the Bank has inflation indexed (CPI) government bonds in its available-for sale and held-to-maturity portfolios with semi-annual fixed real coupon rates and a maturity of 5 to 10 years. Starting from 1 January 2011, estimated inflation rate based on CPI has been used for the valuation of these marketable securities. Estimated inflation rate is updated when necessary during the year. As of 31 December 2012, the valuation of these securities is made by considering the real coupon rates together with the changes in the CPI references between the issuance date and balance sheet date.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

**NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

4. Information on interest income received from investments in associates and subsidiaries:

	Current Period 31 December 2012	Prior Period 31 December 2011
Interests Received From Investments in Associates and Subsidiaries	20.537	14.987

b. Information on interest expense:

1. Information of interest expense on borrowings (*) :

	Current Period 31 December 2012		Prior Period 31 December 2011	
	TL	FC	TL	FC
Banks	20.740	284.224	18.230	233.519
The CBRT	-	-	-	-
Domestic Banks	14.875	3.814	11.864	2.609
Foreign Banks	5.865	280.410	6.366	230.910
Headquarters and Branches Abroad	-	-	-	-
Other Institutions	-	5.023	-	6.331
Total	20.740	289.247	18.230	239.850

(*) Fee and commission expense from cash loans are included.

2. Information on interest expense given to associates and subsidiaries :

	Current Period 31 December 2012	Prior Period 31 December 2011
To Associates and Subsidiaries	16.179	12.285

3. Information on interest expense given to securities issued :

	Current Period 31 December 2012		Prior Period 31 December 2011	
	TL	FC	TL	FC
Interest expense on securities issued	234.652	166.689	119.575	126.593

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

4. Maturity structure of the interest expense on deposits :

There are no deposits with 7-days notification deposits.

Current Period – 31.12.2012	Demand Deposits	Time Deposit					Total
		Up to 1 Month	Up to 3 Months	Up to 6 Months	Up to 1 Year	1 Year and Over	
TL							
Bank Deposits	-	66.671	161.162	31.989	5.392	1.890	267.104
Saving Deposits	862	295.530	1.925.166	131.246	22.907	23.815	2.399.526
Public Sector Deposits	2	2.276	8.271	907	21	2.251	13.728
Commercial Deposits	2.242	320.868	416.715	83.462	64.775	40.081	928.143
Other Deposits	37	10.515	79.660	62.083	805	3.693	156.793
Total	3.143	695.860	2.590.974	309.687	93.900	71.730	3.765.294
FC							
Foreign Currency Deposits	579	160.981	442.509	48.535	72.746	36.266	761.616
Bank Deposits	-	24.699	117.870	23.998	13.227	312	180.106
Precious Metals Deposits	-	-	-	-	-	-	-
Total	579	185.680	560.379	72.533	85.973	36.578	941.722
Grand Total	3.722	881.540	3.151.353	382.220	179.873	108.308	4.707.016

Current Period – 31.12.2012	Demand Deposits	Time Deposit					Total
		Up to 1 Month	Up to 3 Months	Up to 6 Months	Up to 1 Year	1 Year and Over	
TL							
Bank Deposits	-	18.571	129.125	12.679	1.695	207	162.277
Saving Deposits	640	310.384	1.516.185	112.252	21.611	12.002	1.973.074
Public Sector Deposits	4	242	641	229	5	1	1.122
Commercial Deposits	772	194.768	473.460	148.814	83.850	2.075	903.739
Other Deposits	24	6.259	74.489	15.771	101	485	97.129
Total	1.440	530.224	2.193.900	289.745	107.262	14.770	3.137.341
FC							
Foreign Currency Deposits	603	148.214	375.536	30.135	39.321	18.986	612.795
Bank Deposits	-	10.216	150.177	8.132	5.175	585	174.285
Precious Metals Deposits	-	-	-	-	-	-	-
Total	603	158.430	525.713	38.267	44.496	19.571	787.080
Grand Total	2.043	688.654	2.719.613	328.012	151.758	34.341	3.924.421

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

c. Explanations on dividend income:

	Current Period 31 December 2012	Prior Period 31 December 2011
From Trading Financial Assets	1	1
From Financial Assets at Fair Value Through Profit or Loss	-	-
From Available-for-Sale Financial Assets	393	176
Other (*)	55.349	50.302
Total	55.743	50.479

(*)Discloses the dividend income received from non-consolidated investments in associates and subsidiaries.

d. Information on trading profit/loss (Net):

	Current Period 31 December 2012	Prior Period 31 December 2011
Profit	195.575.696	226.621.196
Income From Capital Market Transactions	1.651.034	812.145
Income From Derivative Financial Transactions (*)	1.939.217	1.528.674
Foreign Exchange Gains	191.985.445	224.280.377
Loss (-)	195.175.595	226.740.378
Loss from Capital Market Transactions	396.785	380.681
Loss from Derivative Financial Transactions (*)	3.342.342	1.719.933
Foreign Exchange Loss	191.436.468	224.639.764
Total (Net)	400.101	(119.182)

(*) The net profit resulting from the foreign exchange differences related to derivative financial transactions is TL [513.329] [31 December 2011: TL 306.767]

e. Explanations on other operating income:

"Other Operating Income" in the Income Statement mainly consists of collections from receivables for which provisions were provided in prior periods and from profit on property sales.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

f. Provision expenses related to loans and other receivables of the Bank:

	Current Period 31 December 2012	Prior Period 31 December 2011
Specific Provisions for Loans and Other Receivables	657.062	302.011
III. Group Loans and Receivables	224.908	175.306
IV. Group Loans and Receivables	285.033	101.324
V. Group Loans and Receivables	147.121	25.381
General Provision Expenses	387.161	302.278
Provision Expense for Possible Risks	-	-
Marketable Securities Impairment Expense	21.554	11.219
Financial Assets at Fair Value through Profit or Loss	67	954
Available-for-sale Financial Assets	21.487	10.265
Investments in Associates, Subsidiaries and Held-to-maturity	41.782	32.567
Securities Value Decrease	-	-
Investments in Associates	-	-
Subsidiaries	-	-
Joint Ventures	-	-
Held-to-maturity Investments	41.782	32.567
Other	-	-
Total	1.107.559	648.075

g. Information related to other operating expenses:

	Current Period 31 December 2012	Prior Period 31 December 2011
Personnel Expenses	1.163.879	960.371
Reserve for Employee Termination Benefits	15.997	2.884
Bank Social Aid Provision Fund Deficit Provision	-	-
Impairment Expenses of Fixed Assets	-	-
Depreciation Expenses of Fixed Assets	115.950	109.633
Impairment Expenses of Intangible Assets	-	-
Goodwill Impairment Expenses	-	-
Amortization Expenses of Intangible Assets	39.168	29.847
Impairment Expenses of Equity Participations for Which Equity Method is Applied	-	-
Impairment Expenses of Assets Held for Resale	-	-
Depreciation Expenses of Assets Held for Resale	48	112
Impairment Expenses of Fixed Assets Held for Resale	-	-
Other Operating Expenses	1.158.045	1.022.397
Operational Leasing Expenses	123.596	97.905
Maintenance Expenses	24.781	20.108
Advertisement Expenses	101.250	85.818
Other Expenses	908.418	818.566
Loss on Sales of Assets	414	341
Other	404.201	308.588
Total	2.897.702	2.434.173

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

h. Information on profit/(loss) from continued and discontinued operations before tax:

The Bank's income before tax consists of net interest income amounting to TL 5.200.347, net fees and commission income amounting to TL 1.735.092 and the amount of other operating expense is TL 2.897.702. The Bank has no discontinued operations.

i. Information on tax provision of continued and discontinued operations:

As of 31 December 2012, the Bank has a current tax expense of TL 849.135 and deferred tax expense of TL 4.072. The amount of deferred tax income that occurred due to the temporary differences is TL161.166 and deferred tax expense is TL 57.302; the amounts of deferred tax income and deferred tax expense that occurred due to the closing of temporary differences are TL 46.833 and TL 154.769 respectively.

j. Explanation on current period net profit and loss of continued and discontinued operations:

Net profit of the Bank is TL 2.949.862

The Bank has no discontinued operations.

k. Explanation on current period net profit and loss:

1. Explanation on the quality, amount and frequency of the figures of the income and expense stemming from ordinary banking operations, if necessary to understand the performance of the Bank for the current period: None.
2. Explanation on the changes in the estimations regarding the figures on the financial statements, if there exists a possibility that the profit and loss for the current or the following periods will be impacted: Explained in Note III-a-3 of Section Five.

l. Other figures on profit and loss statement:

"Other Fee and Commission Income" in the Income Statement mainly consists of commissions received from credit card, mutual fund and common stock transactions.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

IV. EXPLANATIONS AND NOTES RELATED TO OFF-BALANCE SHEET ACCOUNTS

a. Explanations on off-balance sheet commitments:

1. Type and amount of irrevocable commitments: TL 3.870.559 asset purchase commitments (31 December 2011: TL 5.000.654). TL 18.697.008 commitment for credit card limits (31 December 2011: TL 13.718.870) TL 4.432.859 commitments for cheque books (31 December 2011: TL 4.291.376)

2. Type and amount of probable losses and obligations arising from off-balance sheet items:

The Bank has no probable losses arising from off-balance sheet items. Obligations arising from the off-balance sheet are disclosed in "Off-balance sheet commitments".

- 2 (i). Non-cash loans including guarantees, bank acceptances, collaterals and others that are accepted as financial commitments and other letter of credits:

	Current Period 31 December 2012	Prior Period 31 December 2011
Bank Acceptance Loans	199.864	120.751
Letters of Credit	4.629.098	4.166.300
Other Commitments and Contingencies	1.718.929	1.291.730
Total	6.547.891	5.578.781

- 2 (ii). Revocable, irrevocable guarantees and other similar commitments and contingencies:

	Current Period 31 December 2012	Prior Period 31 December 2011
Revocable Letters of Guarantee	626.752	426.999
Irrevocable Letters of Guarantee	7.406.718	5.348.664
Letters of Guarantee Given in Advance	2.327.218	1.476.137
Guarantees Given to Customs	638.254	495.870
Other Letters of Guarantee	1.275.677	1.308.595
Total	12.274.619	9.056.265

3. Total amount of non-cash loans:

	Current Period 31 December 2012	Prior Period 31 December 2011
Non-cash Loans Given against Cash Loans	998.674	443.162
With Original Maturity of 1 Year or Less Than 1 Year	795.957	386.045
With Original Maturity of More Than 1 Year	202.717	57.117
Other Non-cash Loans	17.823.836	14.191.884
Total	18.822.510	14.635.046

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

3 (ii). Information on sectoral risk concentrations of non-cash loans:

	Current Period 31 December 2012				Prior Period 31 December 2011			
	TL	(%)	FC	(%)	TL	(%)	FC	(%)
Agricultural	18.295	0,27	1.512	0,01	18.946	0,34	18.160	0,20
Farming and Raising								
Livestock	8.792	0,13	97	-	6.591	0,12	17.236	0,19
Forestry	9.415	0,14	1.415	0,01	12.318	0,22	924	0,01
Fishing	88	-	-	-	37	0,00	-	-
Manufacturing	2.022.391	30,70	4.293.028	35,09	1.650.583	29,97	3.796.962	41,60
Mining	11.820	0,18	5.341	0,04	13.961	0,25	3.104	0,03
Production	1.665.238	25,28	4.022.288	32,88	1.386.651	25,18	3.544.129	38,83
Electric, Gas and Water	345.333	5,24	265.399	2,17	249.971	4,54	249.729	2,74
Construction	1.136.418	17,25	1.200.444	9,81	929.491	16,88	882.050	9,66
Services	3.040.990	46,17	4.681.739	38,28	2.544.009	46,18	2.976.066	32,60
Wholesale and Retail Trade	1.764.459	26,78	1.186.216	9,70	1.628.391	29,57	675.097	7,40
Hotel, Food and								
Beverage Services	69.104	1,05	30.164	0,25	27.133	0,49	7.739	0,08
Transportation and								
Telecommunication	126.053	1,91	264.513	2,16	116.143	2,11	190.718	2,09
Financial Institutions	994.603	15,10	2.831.879	23,15	663.890	12,05	2.000.722	21,92
Real Estate and Leasing								
Services	4.540	0,07	2.217	0,02	1.835	0,03	1.908	0,02
Self-Employment Services	18.140	0,28	14.250	0,12	12.177	0,22	2.220	0,02
Education Services	13.542	0,21	6.062	0,05	12.910	0,23	1.701	0,02
Health and Social Services	50.549	0,77	346.438	2,83	81.530	1,48	95.961	1,05
Other	369.887	5,61	2.057.806	16,81	364.701	6,63	1.454.078	15,94
Total	6.587.981	100,00	12.234.529	100,00	5.507.730	100,00	9.127.316	100,00

3 (iii). Information on the non-cash loans classified in Group I and Group II:

	Group I		Group II	
	TL	FC	TL	FC
Non-Cash Loans	6.515.875	12.176.734	72.106	57.795
Letters of Guarantee	6.330.199	5.818.922	71.081	54.417
Bank Acceptances	15	199.849	-	-
Letters of Credit	18.620	4.607.100	-	3.378
Endorsements	-	-	-	-
Underwriting Commitments	-	-	-	-
Factoring Guarantees	-	16.330	-	-
Other Commitments and Contingencies	167.041	1.534.533	1.025	-

4. Mutual Funds :

As of 31 December 2012, the Bank is the founder of 38 mutual funds (31 December 2011: 38) with a total fund value of TL 3.222.578 (31 December 2011: TL 3.950.103). The shares of the mutual funds established in accordance with the Capital Markets Board legislation are kept dematerialized by Istanbul Stock Exchange Settlement and Custody Bank, Inc.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

b. Information on derivative transactions:

	Current Period 31 December 2012	Prior Period 31 December 2011
Types of Trading Transactions		
Foreign Currency Related Derivative Transactions (I)	34.172.445	44.434.103
FC Trading Forward Transactions	4.702.979	4.503.709
Trading Swap Transactions	15.788.065	33.051.237
Futures Transactions	-	-
Trading Option Transactions	13.681.401	6.879.157
Interest Related Derivative Transactions (II)	29.735.868	25.664.366
Forward Interest Rate Agreements	-	-
Interest Rate Swaps	23.583.922	17.959.960
Interest Rate Options	6.151.946	7.704.406
Interest Rate Futures	-	-
Other Trading Derivative Transactions (III)	2.141.477	3.734.003
A. Total Trading Derivative Transactions (I+II+III)	66.049.790	73.832.472
Types of Hedging Transactions		
Fair Value Hedges	5.406.981	-
Cash Flow Hedges	7.422.997	4.557.785
Foreign Currency Investment Hedges	-	-
B. Total Hedging Related Derivatives	12.829.978	4.557.785
Total Derivative Transactions (A+B)	78.879.768	78.390.257

c. Explanations on credit derivatives and risks beared due to these

The Bank is engaged in credit derivative transactions due to its trading activities. Due to these transactions the Bank is exposed to fair value risk. The transactions are credit default swaps that carry Turkish Treasury credit risk. As of 31 December 2012 the Bank holds transactions of TL 213.312 credit default swap transactions with less than 1 month term structure.

d. Explanations on contingent assets and liabilities:

1. Contingent Liabilities:

The Bank has accounted a provision amounting to TL 7.861 (31 December 2011: 3.254 TL) for the contingent liabilities with a high probability of realization about continuing opposing trials.

The Competition Board has initiated an investigation in accordance with Law No. 4054 on the Protection of Competition, with its decision dated November 2, 2011 and numbered 11-55/1438 – M, against 12 banks and 2 firms in the financial services industry, including the Bank to determine whether the 4th clause of the aforementioned Law was violated through agreements limiting competition. The investigation is still continuing and as of report date effects on the financial statements cannot be foreseen

2. Contingent Assets:

None.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

e. Explanations on the activities carried out on behalf and account of other persons:

The policy is explained on note IX in Section Four

**V. EXPLANATIONS AND NOTES RELATED TO UNCONSOLIDATED STATEMENT OF CHANGES IN THE
SHAREHOLDERS' EQUITY**

a. Information on distribution of profit:

The Ordinary General Assembly Meeting of the Parent Bank was held on 30 March 2012. In the Ordinary General Assembly, it was resolved to distribute a TL 418.595 cash dividend over the TL 2.394.527 net unconsolidated income from 2011 operations to the Bank's shareholders, Chairman and Members of the Board of Directors. It was also resolved in the General Assembly to transfer TL 79.408 to tangible assets revaluation differences, to allocate TL 79.033 as legal and TL 1.817.491 extraordinary reserves.

General Assembly of the Bank is authorized body for the profit appropriation decisions. The Ordinary General Assembly Meeting has not been held as of the date of these financial statements.

b. Information on hedge funds:

Information on cash flow hedge:

The Bank is hedged against cash flow risk arising from local and foreign currency floating rate borrowings through the use of interest rate swaps. In this context, effective portion of the fair value change of the hedging instrument is recognized under "Hedging reserves" within equity. As of 31 December 2012, the amount directly recognized in equity is (-)TL 189.016. (31 December 2011: (-) 155.936 TL).

c. Information on available-for-sale financial assets:

"Unrealized gains and losses" arising from changes in the fair value of securities classified as available-for-sale are not recognized in current year income statements; they are recognized in the "Marketable securities value increase fund" account under equity, until the financial assets are sold, disposed of or impaired.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

VI. EXPLANATIONS AND NOTES RELATED TO STATEMENT OF CASH FLOWS

1. Information on cash and cash equivalents:

Components of cash and cash equivalents and the accounting policy applied in their determination:

Cash and foreign currency together with demand deposits at banks including the CBRT are defined as "Cash"; interbank money market and time deposits in banks with original maturities less than three months are defined as "Cash equivalents".

1. Cash and cash equivalents at the beginning of the period:

	Current Period 31 December 2012	Prior Period 31 December 2011
Cash	1.501.224	1.297.856
Cash, Foreign Currency and Other	1.040.469	805.706
Demand Deposits in Banks (*)	460.755	492.150
Cash Equivalents	1.555.326	572.524
Interbank Money Market Placements	-	-
Time Deposits in Banks	1.183.593	566.893
Marketable Securities	371.733	5.631
Total Cash and Cash Equivalents	3.056.550	1.870.380

(*) The restricted demand accounts are not included.

2. Cash and cash equivalents at the end of period:

	Current Period 31 December 2012	Prior Period 31 December 2011
Cash	1.860.495	1.501.224
Cash, Foreign Currency and Other	1.393.914	1.040.469
Demand Deposits in Banks (*)	466.581	460.755
Cash Equivalents	1.656.984	1.555.326
Interbank Money Market Placements	-	-
Time Deposits in Banks	867.870	1.183.593
Marketable Securities	789.114	371.733
Total Cash and Cash Equivalents	3.517.479	3.056.550

(*) The restricted demand accounts are not included.

b. Explanation about other cash flows items and the effect of changes in foreign exchange rates on cash and cash equivalents:

The "Other" item under "Operating profit before changes in operating assets and liabilities" amounting to (-) TL 191.436 (31 December 2011: (-) TL 1.352.662) consists mainly of items such as fees and commissions paid, other operating income excluding income from doubtful receivables, other operating expense excluding personnel expenses.

The "Net increase/decrease in other liabilities" item under "Changes in operating assets and liabilities" amounting to TL 1.186.889 (31 December 2011: TL 631.396) consists mainly of changes in miscellaneous payables and other liabilities.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

The effect of changes in the foreign currency rates on the cash and cash equivalents is calculated approximately as (-) TL 127.662 as of 31 December 2012. (31 December 2011: TL 286.660).

VI. EXPLANATIONS AND NOTES RELATED TO BANK'S RISK GROUP

Information on the volume of transactions relating to the Bank's risk group, outstanding loan and deposit transactions and profit and loss of the period:

1. Current Period – 31 December 2012:

Bank's Risk Group	Investments in Associates, Subsidiaries and Joint Ventures (Business Partnerships)		Direct and Indirect Shareholders of the Group		Other Real and Legal Persons that have been included in the Risk Group	
	Cash	Non-Cash	Cash	Non-Cash	Cash	Non-Cash
Loans and Other Receivables						
Balance at the Beginning of the Period	350.191	223.015	1.549.379	454.864	-	-
Balance at the End of the Period	477.540	190.325	2.078.786	326.994	9	-
Interest and Commission Income Received	20.537	258	129.306	1.719	-	-

According to the German deposit insurance law, the Bank has given a "letter of undertaking" to the German Banking Institute related to Akbank AG which is assigned to Akbank NV. a subsidiary of the Bank. by way of real capital as of 31 May 2007. Based on the "Regulation Regarding Loan Transactions of Banks" effective from 1 November 2006, this letter of undertaking amounts to TL 2.641.692 as of 31 December 2012 (31 December 2011: TL 1.809.945).

2. Prior Period -31 December 2011:

Bank's Risk Group	Investments in Associates, Subsidiaries and Joint Ventures (Business Partnerships)		Direct and Indirect Shareholders of the Group		Other Real and Legal Persons that have been included in the Risk Group	
	Cash	Non-Cash	Cash	Non-Cash	Cash	Non-Cash
Loans and Other Receivables						
Balance at the Beginning of the Period	250.670	84.869	926.506	380.791	2.427	3.022
Balance at the End of the Period	350.191	223.015	1.549.379	454.864	-	-
Interest and Commission Income Received(*)	14.987	179	73.949	1.688	20	8

(*) Prior period amounts present 31 December 2011 figures.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

**NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

3. Information on deposits of the Bank's risk group:

Bank's Risk Group	Investments in Associates, Subsidiaries and Joint Ventures (Business Partnerships)		Direct and Indirect Shareholders of the Group		Other Real and Legal Persons that have been included in the Risk Group	
	Current Period	Prior Period	Current Period	Prior Period	Current Period	Prior Period
	31 December 2012	31 December 2011	31 December 2012	31 December 2011	31 December 2012	31 December 2011
Deposit						
Balance at the Beginning of the Period	241.625	72.643	2.453.369	1.514.114	869.115	997.787
Balance at the End of the Period	355.076	241.625	2.387.829	2.453.369	1.729.420	869.115
Interest on Deposits(*)	16.179	12.285	128.240	107.600	90.954	53.881

4. Information on forward and option agreements and other similar agreements made with the Bank's risk group:

Bank's risk group	Investments in Associates, Subsidiaries and Joint Ventures (Business Partnerships)		Direct and Indirect Shareholders of the Group		Other Real and Legal Persons that have been included in the Risk Group	
	Current Period	Prior Period	Current Period	Prior Period	Current Period	Prior Period
	31 December 2012	31 December 2011	31 December 2012	31 December 2011	31 December 2012	31 December 2011
Transactions at Fair Value Through Profit or Loss						
Beginning of the Period	263.679	305.710	2.945.172	2.310.514	1.219.583	58.156
Balance at the End of the Period	193.107	263.679	2.177.864	2.945.172	-	1.219.583
Total Income/Loss(*)	(3.463)	(637)	(28.100)	(4.170)	-	(2.944)
Transactions for Hedging Purposes						
Beginning of the Period	-	-	188.890	-	-	-
Balance at the End of the Period	-	-	-	188.890	-	-
Total Income/Loss(*)	-	-	(916)	(3.396)	-	-

Figures presented in the table above show the total of "sale" and "purchase" amounts of the related transactions. Accordingly, as a result of the nature of these transactions, the difference between the "sale" and "purchase" transactions affects the net exposure of the Bank. As of 31 December 2012, the net exposure for investments in associates and subsidiaries is TL (-) 215 (31 December 2011: TL 253). For direct and indirect shareholders of the Bank TL 5.956 (31 December 2011: TL (-) 704) and for other third party or legal person in risk group TL (-) (31 December 2011: TL (-)).

5. Information regarding benefits provided to the Bank's key management:

As of 31 December 2012 benefits provided to the Bank's key management amount to TL 18.045 (30 December 2011: TL 16.606).

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

VIII. EXPLANATIONS AND NOTES RELATED TO THE DOMESTIC, FOREIGN, OFF-SHORE BRANCHES AND FOREIGN REPRESENTATIVES OF THE BANK

1. Information on the domestic and foreign branches and representatives of the bank:

	Number	Number of Employees			
Domestic Branch	961	16.303			
			Country of Incorporation		
Foreign Representation Office	-	-	-		
				Total Assets	Statutory Share Capital
Foreign Branch	-	-	-	-	-
Off-shore Banking Region Branches	1	12	Malta	29.304.708	-

Information on the Bank's branch or representative office openings, closings, significant changes in the organizational structure: In 2012, the Bank has opened 47 domestic branches and closed up 12 domestic branches.

IX. EXPLANATIONS AND NOTES RELATED TO SUBSEQUENT EVENTS

1. The Bank has made necessary applications to issue Turkish Lira denominated bank bonds with different maturities, TL 400 million of which will be offered to public and TL 800 million of which will be allocated or sold to qualified investors.
2. The Directorate General has been authorized by the Board of Directors to carry out operations with the component authorities to make changes in the Bank's Articles of Association.
3. The Bank has issued bonds abroad with nominal value of TL 1 billion, redemption date of 05.02.2018 and fixed rated, 5 year term and 6 month coupon payments have been priced with an annual simple interest rate of 7,5%.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED UNCONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO UNCONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

**SECTION SIX
OTHER EXPLANATIONS**

I. OTHER EXPLANATIONS

None.

**SECTION SEVEN
EXPLANATIONS ON AUDITOR'S REPORT**

I. EXPLANATIONS ON AUDITOR'S REPORT

The unconsolidated financial statements for the period ended 31 December 2012 have been audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member firm of Ernst&Young Global Limited). The auditor's report dated 7 February 2013 is presented preceding the unconsolidated financial statements.

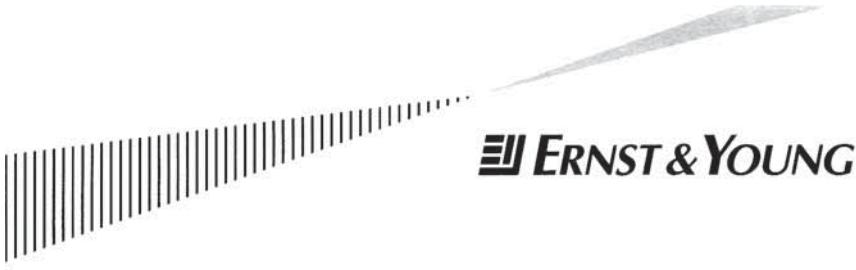
II. EXPLANATIONS AND NOTES PREPARED BY INDEPENDENT AUDITORS

None.

AKBANK T.A.Ş.

**PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL
STATEMENTS AND RELATED DISCLOSURES
AT 31 DECEMBER 2012 TOGETHER WITH
REVIEW REPORT**

**(Convenience translation of publicly announced consolidated
financial statements, related disclosures and audit report
originally issued in Turkish, See Note. I.b of Section three)**



Güney Bağımsız Denetim ve
SMMM AŞ
Büyükdere Cad. Beytem Plaza
No:22 K:9-10, 34381 - Şişli
İstanbul - Turkey

Tel: +90 212 315 30 00
Fax: +90 212 230 82 91
www.ey.com

**(Convenience translation of the independent auditor's report originally issued
in Turkish, See Note I.b of Section three)**

To the Board of Directors of Akbank T.A.Ş.;

We have audited the consolidated balance sheet of Akbank T.A.Ş. ("the Bank") and its consolidated subsidiaries ("the Group") at 31 December 2012 and the related consolidated income statement, consolidated statement of income and expense items accounted under shareholders' equity, consolidated statement of cash flows, consolidated statement of changes in shareholders' equity for the period then ended and a summary of significant accounting policies and other explanatory notes.

Disclosure for the responsibility of the Bank's board of directors:

The Board of Directors of the Bank is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with the "Regulation on the Principles and Procedures Regarding Banks' Accounting Applications and Safeguarding of Documents" published in the Official Gazette dated 1 November 2006 and numbered 26333 and Turkish Accounting Standards, Turkish Financial Reporting Standards and other regulations, circulars, communiqués and pronouncements in respect of accounting and financial reporting made by the Banking Regulation and Supervision Agency. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the financial statements that are free from material misstatement, whether due to fraud or error and selecting and applying appropriate accounting policies.

Disclosure for the Responsibility of the Authorized Audit Firm:

Our responsibility, as independent auditors, is to express an opinion on these consolidated financial statements based on our audit. Our audit has been performed in accordance with "Regulation on Authorisation and Activities of Institutions to Conduct Independent Audit in Banks" published on the Official Gazette No.26333 dated 1 November 2006. We planned and conducted our audit to obtain reasonable assurance as to whether the financial statements are free of material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the consideration of the effectiveness of internal control and appropriateness of accounting policies applied relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion stated below.

Independent Auditors' Opinion:

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of Akbank T.A.Ş. and its consolidated subsidiaries at 31 December 2012 and the results of its operations and its cash flows for the year then ended in accordance with accounting principles and standards set out by regulations in conformity with articles 37 and 38 of the Banking Act No. 5411 and other regulations, circulars, communiqués and interpretations published by the BRSA on accounting and financial reporting principles.

**(Convenience translation of the independent auditor's report originally issued
in Turkish, See Note I.b of Section three)**

Additional paragraph for convenience translation to English:

As explained in detail in Note I.b. of Section Three, the effects of differences between accounting principles and standards set out by regulations in conformity with articles 37 and 38 of the Banking Act No. 5411, accounting principles generally accepted in countries in which the accompanying consolidated financial statements are to be distributed and International Financial Reporting Standards ("IFRS") have not been quantified in the accompanying consolidated financial statements. Accordingly, the accompanying consolidated financial statements are not intended to present the financial position, results of operations and changes in financial position and cash flows in accordance with the accounting principles generally accepted in such countries and IFRS.

Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi
A member firm of Ernst&Young Global Limited

Fatma Ebru Yücel,
SMMM, Partner

Istanbul, 7 February 2013

**CONVENIENCE TRANSLATION
OF PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS, RELATED DISCLOSURES
ORIGINALLY ISSUED IN TURKISH,
SEE NOTE I.b IN SECTION THREE**

**THE CONSOLIDATED FINANCIAL REPORT OF
AKBANK T.A.Ş. AS OF
31 DECEMBER 2012**

Address : Sabancı Center 34330, 4. Levent / İstanbul
Telephone : (0 212) 385 55 55
Fax : (0 212) 269 73 83
Website : www.akbank.com
E-mail : <http://www.akbank.com/bize-ulasin/gorus-onerileriniz-icin.aspx>

The consolidated financial report includes the following sections in accordance with the "Communiqué on the Financial Statements and Related Explanation and Notes that will be Publicly Announced" as sanctioned by the Banking Regulation and Supervision Agency.

- **Section One** - GENERAL INFORMATION ABOUT THE GROUP
- **Section Two** - CONSOLIDATED FINANCIAL STATEMENTS OF THE GROUP
- **Section Three** - EXPLANATIONS ON ACCOUNTING POLICIES APPLIED IN THE RELATED PERIOD
- **Section Four** - INFORMATION RELATED TO FINANCIAL POSITION OF THE GROUP
- **Section Five** - EXPLANATIONS AND NOTES RELATED TO CONSOLIDATED FINANCIAL STATEMENTS
- **Section Six** - OTHER EXPLANATIONS
- **Section Seven** - EXPLANATIONS ON INDEPENDENT AUDITOR'S REPORT

Investments in associates, joint ventures and subsidiaries whose financial statements have been consolidated in this reporting package are as follows:

	Subsidiaries	Investments in Associates	Joint Ventures
1.	Ak Finansal Kiralama A.Ş.	-	-
2.	Ak Yatırım Menkul Değerler A.Ş.	-	-
3.	Ak Portföy Yönetimi A.Ş.	-	-
4.	Akbank AG	-	-
5.	Akbank (Dubai) Limited	-	-

Ak Receivables Corporation and A.R.T.S. Ltd., which are not subsidiaries of the Bank but over which the Bank has 100% controlling power, have been included in the consolidation due to the reason that these companies are "Special Purpose Entities".

The accompanying audited consolidated financial statements and notes to these financial statements which are expressed, unless otherwise stated, in thousands of Turkish Lira (TL), have been prepared based on the accounting books of the Bank in accordance with the Regulation on Accounting Applications for Banks and Safeguarding of Documents, Turkish Accounting Standards, Turkish Financial Reporting Standards, relating appendices and interpretations on these, and are independently audited.

7 February 2013

Suzan SABANCI DİNÇER
Chairman of the
Board of Directors

Hayri ÇULHACI
Head of the
Audit Committee

A. Aykut DEMİRAY
Member of the
Audit
Committee

S. Hakan BİNBAŞGİL
President

K. Atıl ÖZUS
Executive Vice
President

Türker TUNALI
Senior Vice
President

Contact information of the personnel in charge of addressing questions regarding this financial report.

Name-Surname / Title : Türker TUNALI / Senior Vice President
Phone No : (0 212) 385 55 55
Fax No : (0 212) 325 12 31

	SECTION ONE	Pages
	General Information about the Group	
I.	Parent Bank's foundation date, start-up status, history regarding the changes in this status	203
II.	Explanation about the Parent Bank's capital structure and shareholders of the Parent Bank who are in charge of the management and/or auditing of the Parent Bank directly or indirectly, changes in these matters (if any) and the group the Parent Bank belongs to	203
III.	Explanation on the board of directors, members of the audit committee, president and executive vice presidents, if available, and the shares of the Parent Bank they possess and their areas of responsibility	203
IV.	Information on shareholder's having control shares	204
V.	Explanations on the Parent Bank's service types and fields of operation	205
VI.	A Short Explanation on the differences between the Communique on Consolidated Financial Statement Reporting and the consolidation procedures required by Turkish Accounting Standards and about institutions that are subject to full consolidation, proportional consolidation, by way of deduction from capital or those that are subject to none	3
VII.	Existing or potential, actual or legal obstacles to immediate transfer of capital between Parent Bank and its subsidiaries and repayment of debts	205
	SECTION TWO	
	Consolidated Financial Statements of the Group	
I.	Balance sheet	206
II.	Income statement	208
III.	Off-Balance Sheet Commitments	209
IV.	Income and expenses accounted under shareholders' equity	210
V.	Statement of changes in shareholders' equity	211
VI.	Statement of cash flows	212
VII.	Statement of profit appropriation	213
	SECTION THREE	
	Accounting Policies	
I.	Explanations on basis of presentation	214
II.	Explanations on strategy of using financial instruments and explanations on foreign currency transactions	215
III.	Explanations on investments in associates and subsidiaries	216
IV.	Explanations on forward transactions and derivative instruments	217
V.	Explanations on interest income and expense	218
VI.	Explanations on fee and commission income and expenses	218
VII.	Explanations on financial assets	218
VIII.	Explanations on impairment of financial assets	220
IX.	Explanations on offsetting financial assets	220
X.	Explanations on sales and repurchase agreements and securities lending transactions	220
XI.	Explanations on property and equipment held for sale purpose and related to discontinued operations	220
XII.	Explanations on goodwill and other intangible assets	220
XIII.	Explanations on property and equipment	221
XIV.	Explanations on leasing transactions	221
XV.	Explanations on provisions and contingent liabilities	222
XVI.	Explanations on contingent assets	222
XVII.	Explanations on obligations related to employee rights	222
XVIII.	Explanations on taxation	224
XIX.	Explanations on borrowings	225
XX.	Explanations on issuance of share certificates	225
XXI.	Explanations on avalized drafts and acceptances	225
XXII.	Explanations on government grants	225
XXIII.	Explanations on segment reporting	225
XXIV.	Profit reserves and profit appropriation	225
XXV.	Earnings per share	226
XXVI.	Related parties	226
XXVII.	Cash and cash equivalent assets	226
XXVIII.	Reclassifications	226
	SECTION FOUR	
	Information Related to Financial Position of the Group	
I.	Explanations on capital adequacy ratio	227
II.	Explanations on credit risk	230
III.	Explanations on market risk	240
IV.	Explanations on operational risk	242
V.	Explanations on currency risk	242
VI.	Explanations on interest rate risk	245
VII.	Explanations on equity securities position risk derived from banking books	248
VIII.	Explanations on liquidity risk	248
IX.	Explanations on securitization positions	251
X.	Explanations on credit risk mitigation techniques	251
XI.	Explanations on risk management target and policies	252
XII.	Explanations on presentation of financial assets and liabilities at their fair values	253
XIII.	Explanations on the activities carried out on behalf and account of other persons	255
XIV.	Explanations on hedge transactions	255
XV.	Explanations on business segments	259
	SECTION FIVE	
	Information and Disclosures Related to Consolidated Financial Statements	
I.	Explanations and notes related to consolidated assets	261
II.	Explanations and notes related to consolidated liabilities	280
III.	Explanations and notes related to consolidated income statement	289
IV.	Explanations and notes related to consolidated off-balance sheet accounts	295
V.	Explanations and notes related to consolidated statement of changes in the shareholders' equity	298
VI.	Explanations and notes related to consolidated statement of cash flows	299
VII.	Explanations and notes related to Group's risk group	300
VIII.	Explanations and notes related to the domestic, foreign, off-shore branches and foreign representatives of the parent bank	301
IX.	Explanations and notes related to subsequent events	302
	SECTION SIX	
	Other Explanations	
I.	Other explanations	302
	SECTION SEVEN	
	Explanations on Auditor's Report	
I.	Explanations on auditor's report	302
II.	Explanations and notes prepared by independent auditor	302

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

**SECTION ONE
GENERAL INFORMATION ABOUT THE GROUP**

I. PARENT BANK'S FOUNDATION DATE, START-UP STATUS, HISTORY REGARDING THE CHANGES IN THIS STATUS:

Akbank T.A.Ş. ("the Parent Bank" or "Akbank") was established on 30 January 1948 as a private commercial bank, in accordance with the decision of the Council of Ministers, No.3/6710 and is authorized to perform all economic, financial and commercial activities which are allowed by the laws of the Turkish Republic ("T.C."). The status of the Bank has not changed since its foundation.

II. EXPLANATION ABOUT THE PARENT BANK'S CAPITAL STRUCTURE, SHAREHOLDERS OF THE PARENT BANK WHO ARE IN CHARGE OF THE MANAGEMENT AND/OR AUDITING OF THE PARENT BANK DIRECTLY OR INDIRECTLY, CHANGES IN THESE MATTERS (IF ANY) AND THE GROUP THE BANK BELONGS TO:

The Bank's shares have been quoted on the Istanbul Stock Exchange ("ISE") since 1990. In 1998, 4,03% of the outstanding share capital of the Bank was offered and sold in an international offering outside of Turkey in the form of Ordinary Shares and American Depositary Receipts ("ADRs"). As of 31 December 2012, approximately 41% of the shares are publicly traded, including the ADRs (31 December 2011: 31%).

The major shareholder of the Parent Bank, directly or indirectly, is Sabancı Group.

III. EXPLANATION ON THE BOARD OF DIRECTORS, MEMBERS OF THE AUDIT COMMITTEE, PRESIDENT AND EXECUTIVE VICE PRESIDENTS, IF AVAILABLE, SHARES OF THE PARENT BANK THEY POSSESS AND THEIR AREAS OF RESPONSIBILITY:

<u>Title</u>	<u>Name</u>	<u>Responsibility</u>	<u>Education</u>
Chairman:	Suzan SABANCI DİNÇER	Chairman and Executive Board Member	Graduate
Honorary Chairman, Board member, Consultant:	Erol SABANCI	Honorary Chairman, Board Member and Consultant	Undergraduate
Board of Directors:	Hayri ÇULHACI	Vice Chairman and Executive Board Member	Graduate
	Özen GÖKSEL	Executive Board Member	Undergraduate
	M. Hikmet BAYAR	Board Member	Graduate
	Ş. Yaman TÖRÜNER	Board Member	Undergraduate
	Hamid BİGLARİ	Board Member	PhD
	A. Aykut DEMİRAY	Board Member	Undergraduate
	M. Kaan TERZİOĞLU	Board Member	Undergraduate
	S. Hakan BİNBAŞGİL	Board Member and CEO	Graduate
President and CEO:	S. Hakan BİNBAŞGİL	CEO	Graduate
Director of Internal Audit:	Eyüp ENGİN	Head of Internal Audit	Undergraduate

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Executive Vice Presidents:	Zeki TUNCAY	Loans Follow-Up and Support Services	Undergraduate
	Sevilay ÖZSÖZ	Operation	Undergraduate
	A. Fuat AYLA	Loans	Undergraduate
	Hülya KEFELİ	International Banking	Undergraduate
	K. Atıl ÖZÜS	Financial Coordination	Undergraduate
	A. Galip TÖZGE	Consumer Banking	Graduate
	Tunç AKYURT	Strategy	Graduate
	Bade SİPAHİOĞLU IŞIK	Human Resources	Graduate
	O. Mehmet SİNDEL	Payment Systems	Undergraduate
	Kerim ROTA	Treasury	Graduate
	C. Kaan GÜR	Commercial and SME Banking	Undergraduate
	A. Hakan YÜKSEL	Corporate Banking	Undergraduate
	O. Saltık GALATALI	Private Banking	Graduate
	Turgut GÜNEY	Information Technologies	Graduate
	Orkun OĞUZ	Direct Banking	Graduate
Internal Audit Committee:	Hayri ÇULHACI	Head of the Audit Committee	Graduate
	A. Aykut DEMİRAY	Member of the Audit Committee	Undergraduate
Auditors:	Mevlüt AYDEMİR	Auditor	Undergraduate
	M.Nedim BOZFAKİOĞLU	Auditor	Undergraduate

The shares of the above individuals are insignificant in the Bank.

According to the Board of Director's decision dated 1 March 2012, A.Aykut Demiray has been appointed as a Board Member.

According to the decision taken in the Board of Director's meeting dated 30 March 2012, A.Aykut Demiray has been appointed as Member of the Audit Committee in lieu of M.Hikmet Bayar.

M. Kaan Terzioğlu has been appointed as Board Member to the position of Bülent Adanır in accordance with the Board of Director's decision dated 3 April 2012.

According to the decision taken in the Board of Director's meeting dated 24 September 2012, Hamid Biglari has been appointed as Board Member in lieu of William Joseph Mills, who resigned from the position. The decision will be approved in the next General Assembly Meeting.

According to the Board of Directory's decision Direct Banking Department has been established. Orkun Oğuz has been appointed as Executive Vice President in charge of Direct Banking Department effective from 2 January 2013.

IV. INFORMATION ON SHAREHOLDERS HAVING CONTROL SHARES:

Name/Commercial Title	Share Amounts (Nominal)	Share Percentages	Paid-in Capital (Nominal)	Unpaid Portion
Hacı Ömer Sabancı Holding A.Ş.	1.630.021	% 40,75	1.630.021	-

On 25 May 2012, Citigroup Inc. ("Citigroup") which indirectly owned 20% of the Bank, has sold approximately 10,1% of its share capital (approximately 404.000.000 lots) in Akbank as a result of the decision taken to decrease its ownership in the Bank in connection with its ongoing capital planning preparation for implementation of Basel III regulatory requirements. As a result of this sale transaction Citigroup's share in Akbank has decreased to 9.9%.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

V. EXPLANATION ON THE PARENT BANK'S SERVICE TYPES AND FIELDS OF OPERATION:

The Bank's core business activities include retail banking, Commercial and SME banking, corporate banking, private banking, foreign exchange, money markets, securities transactions (treasury transactions) and international banking services. In addition to regular banking operations, the Bank also provides insurance intermediary services as an agency of Aksigorta A.Ş. and AvivaSA Emeklilik ve Hayat A.Ş. As of 31 December 2012, the Bank has 961 branches dispersed throughout the country and 1 branch operating abroad (31 December 2011: 926 branches and 1 branch operating abroad). As of 31 December 2012, the Bank employed 16.315 people (31 December 2011: 15.339).

The Parent Bank and its subsidiaries, Ak Yatırım Menkul Değerler A.Ş., AK Portföy Yönetimi A.Ş., Akbank AG, Ak Finansal Kiralama A.Ş., Akbank (Dubai) Limited and together with Ak Receivables Corporation and A.R.T.S. Ltd., which are not subsidiaries of the Bank, but over which the Bank has 100% controlling power due to the reason that these companies are "Special Purpose Entities", have been included in the scope of consolidation. The Parent Bank together with its consolidated subsidiaries are referred to as the "Group" in these consolidated financial statements and notes to consolidated financial statements.

As at 31 December 2012, the Group employed 16.515 people (31 December 2011: 15.548).

VI. A SHORT EXPLANATION ON THE DIFFERENCES BETWEEN THE COMMUNIQUE ON CONSOLIDATED FINANCIAL STATEMENT REPORTING AND THE CONSOLIDATION PROCEDURES REQUIRED BY TURKISH ACCOUNTING STANDARDS AND ABOUT INSTITUTIONS THAT ARE SUBJECT TO FULL CONSOLIDATION, PROPORTIONAL CONSOLIDATION, BY WAY OF DEDUCTION FROM CAPITAL OR THOSE THAT ARE SUBJECT TO NONE:

The Bank sees no difference between the Communiqué on Consolidated Financial Reporting and the consolidation procedures required by Turkish Accounting Standards. Information in regards to consolidated subsidiaries and consolidation methods are given in Section 3 Note III.

VII. EXISTING OR POTENTIAL, ACTUAL OR LEGAL OBSTACLES TO IMMEDIATE TRANSFER OF CAPITAL BETWEEN PARENT BANK AND ITS SUBSIDIARIES AND REPAYMENT OF DEBTS:

None.

AKBANK T.A.Ş.
I. CONSOLIDATED BALANCE SHEET AS OF 31 DECEMBER 2012 (STATEMENT OF FINANCIAL POSITION)
(Amounts are expressed in thousands of Turkish Lira (TL)).

ASSETS	Note (Section Five)	CURRENT PERIOD (31/12/2012)			PRIOR PERIOD (31/12/2011)		
		TL	FC	Total	TL	FC	Total
I. CASH AND BALANCES WITH CENTRAL BANK	(I-a)	3.358.403	13.304.449	16.662.852	4.829.685	9.049.004	13.878.689
II. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT or (LOSS) (Net)	(I-b)	200.834	369.818	570.652	589.632	401.642	991.274
2.1 Trading Financial Assets		200.834	369.818	570.652	589.632	401.642	991.274
2.1.1 Government Debt Securities		7.495	2.969	10.464	119.144	29.193	148.337
2.1.2 Share Certificates		18.825	-	18.825	14.249	-	14.249
2.1.3 Trading Derivative Financial Assets		170.825	366.849	537.674	454.262	372.449	826.711
2.1.4 Other Marketable Securities		3.689	-	3.689	1.977	-	1.977
2.2 Financial Assets Designated at Fair Value through Profit or (Loss)		-	-	-	-	-	-
2.2.1 Government Debt Securities		-	-	-	-	-	-
2.2.2 Share Certificates		-	-	-	-	-	-
2.2.3 Loans		-	-	-	-	-	-
2.2.4 Other Marketable Securities		-	-	-	-	-	-
III. BANKS	(I-c)	427.100	2.763.572	3.190.672	128.913	3.325.880	3.454.793
IV. MONEY MARKETS		-	-	-	8.210	-	8.210
4.1 Interbank Money Market Placements		-	-	-	-	-	-
4.2 Receivables from Istanbul Stock Exchange Money Market		-	-	-	-	-	-
4.3 Receivables from Reverse Repurchase Agreements		-	-	-	8.210	-	8.210
V. AVAILABLE-FOR-SALE FINANCIAL ASSETS (Net)	(I-d)	30.350.124	12.271.428	42.621.552	32.679.923	6.288.362	38.968.285
5.1 Share Certificates		7.756	161	7.917	6.546	161	6.707
5.2 Government Debt Securities		30.254.483	10.017.219	40.271.702	32.591.200	4.753.503	37.344.703
5.3 Other Marketable Securities		87.885	2.254.048	2.341.933	82.177	1.534.698	1.616.875
VI. LOANS and RECEIVABLES	(I-e)	58.890.183	33.470.066	92.360.249	42.000.209	32.355.351	74.355.560
6.1 Loans and Receivables		58.797.333	33.470.066	92.267.399	41.907.359	32.355.351	74.262.710
6.1.1 Loans to Bank's Risk Group	(VI)	855.488	1.235.361	2.090.849	578.204	1.062.310	1.640.514
6.1.2 Government Debt Securities		-	-	-	-	-	-
6.1.3 Other		57.941.845	32.234.705	90.176.550	41.329.155	31.293.041	72.622.196
6.2 Loans under Follow-up		1.115.341	115	1.115.456	1.262.539	120	1.262.659
6.3 Specific Provisions [-]		1.022.491	115	1.022.606	1.169.689	120	1.169.809
VII. FACTORING RECEIVABLES		-	-	-	-	-	-
VIII. HELD-TO-MATURITY SECURITIES (Net)	(I-f)	3.637.468	-	3.637.468	3.808.631	1.015.839	4.824.470
8.1 Government Debt Securities		3.637.468	-	3.637.468	3.807.724	1.015.839	4.823.563
8.2 Other Marketable Securities		-	-	-	907	-	907
IX. INVESTMENTS IN ASSOCIATES (Net)	(I-g)	3.923	-	3.923	3.923	-	3.923
9.1 Consolidated Based on Equity Method		-	-	-	-	-	-
9.2 Unconsolidated		3.923	-	3.923	3.923	-	3.923
9.2.1 Financial Investments in Associates		-	-	-	-	-	-
9.2.2 Non-Financial Investments in Associates		3.923	-	3.923	3.923	-	3.923
X. SUBSIDIARIES (Net)	(I-h)	-	-	-	-	-	-
10.1 Unconsolidated Financial Subsidiaries		-	-	-	-	-	-
10.2 Unconsolidated Non-Financial Subsidiaries		-	-	-	-	-	-
XI. JOINT VENTURES (Net)		-	-	-	-	-	-
11.1 Consolidated Based on Equity Method		-	-	-	-	-	-
11.2 Unconsolidated		-	-	-	-	-	-
11.2.1 Financial Joint Ventures		-	-	-	-	-	-
11.2.2 Non-Financial Joint Ventures		-	-	-	-	-	-
XII. FINANCIAL LEASE RECEIVABLES (Net)	(I-i)	361.305	1.646.580	2.007.885	241.900	1.172.905	1.414.805
12.1 Financial Lease Receivables		440.993	1.891.985	2.332.978	288.163	1.330.793	1.618.956
12.2 Operating Lease Receivables		-	-	-	-	-	-
12.3 Other		-	-	-	-	-	-
12.4 Unearned Income [-]		79.688	245.405	325.093	46.263	157.888	204.151
XIII. HEDGING DERIVATIVE FINANCIAL ASSETS	(I-j)	-	-	-	-	-	-
13.1 Fair Value Hedge		-	-	-	-	-	-
13.2 Cash Flow Hedge		-	-	-	-	-	-
13.3 Foreign Net Investment Hedge		-	-	-	-	-	-
XIV. PROPERTY AND EQUIPMENT (Net)	(I-k)	797.198	2.705	799.903	787.044	3.597	790.641
XV. INTANGIBLE ASSETS (Net)	(I-l)	113.362	395	113.757	101.202	1.013	102.215
15.1 Goodwill		-	-	-	-	-	-
15.2 Other		113.362	395	113.757	101.202	1.013	102.215
XVI. INVESTMENT PROPERTY (Net)	(I-m)	-	-	-	-	-	-
XVII. TAX ASSET		920	4.183	5.103	112.829	3.779	116.608
17.1 Current Tax Asset		-	-	-	-	-	-
17.2 Deferred Tax Asset	(I-n)	920	4.183	5.103	112.829	3.779	116.608
XVIII. PROPERTY AND EQUIPMENT HELD FOR SALE PURPOSE AND RELATED TO DISCONTINUED OPERATIONS (Net)	(I-o)	15.048	-	15.048	3.686	-	3.686
18.1 Held for Sale Purpose		15.048	-	15.048	3.686	-	3.686
18.2 Related to Discontinued Operations		-	-	-	-	-	-
XIX. OTHER ASSETS	(I-p)	1.399.190	90.080	1.489.270	885.989	107.964	993.953
TOTAL ASSETS		99.555.058	63.923.276	163.478.334	86.181.796	53.725.336	139.907.132

The accompanying explanations and notes form an integral part of these financial statements.

AKBANK T.A.Ş.
I. CONSOLIDATED BALANCE SHEET AS OF 31 DECEMBER 2012 (STATEMENT OF FINANCIAL POSITION)

(Amounts are expressed in thousands of Turkish Lira (TL)).

LIABILITIES	Note (Section Five)	CURRENT PERIOD (31/12/2012)			PRIOR PERIOD (31/12/2011)		
		TL	FC	Total	TL	FC	Total
I. DEPOSITS	(II-a)	50.997.029	39.691.259	90.688.288	43.486.502	37.284.315	80.770.817
1.1 Deposits of Bank's Risk Group	(VI)	2.288.290	1.830.355	4.118.645	1.153.300	2.171.146	3.324.446
1.2 Other		48.708.739	37.860.904	86.569.643	42.333.202	35.113.169	77.446.371
II. TRADING DERIVATIVE FINANCIAL LIABILITIES	(II-b)	181.559	372.380	553.939	199.996	473.039	673.035
III. BORROWINGS	(II-c)	465.613	15.132.458	15.598.071	349.143	17.496.178	18.045.321
IV. MONEY MARKETS		8.861.453	11.259.976	20.121.429	5.563.644	7.498.500	13.062.144
4.1 Funds from Interbank Money Market		407.551	-	407.551	91.166	549.703	640.869
4.2 Funds from Istanbul Stock Exchange Money Market		-	-	-	-	-	-
4.3 Funds Provided Under Repurchase Agreements		8.453.902	11.259.976	19.713.878	5.472.478	6.948.797	12.421.275
V. SECURITIES ISSUED (Net)	(II-d)	2.530.679	4.083.764	6.614.443	1.807.958	2.695.846	4.503.804
5.1 Bills		1.018.625	-	1.018.625	1.081.799	-	1.081.799
5.2 Asset Backed Securities		-	-	-	-	-	-
5.3 Bonds		1.512.054	4.083.764	5.595.818	726.159	2.695.846	3.422.005
VI. FUNDS		-	-	-	-	-	-
6.1 Borrower Funds		-	-	-	-	-	-
6.2 Other		-	-	-	-	-	-
VII. MISCELLANEOUS PAYABLES		2.583.863	383.980	2.967.843	2.112.282	220.420	2.332.702
VIII. OTHER LIABILITIES	(II-e)	1.374.239	188.375	1.562.614	576.902	169.487	746.389
IX. FACTORING PAYABLES		-	-	-	-	-	-
X. FINANCIAL LEASE PAYABLES (Net)	(II-f)	-	-	-	-	-	-
10.1 Financial Lease Payables		-	-	-	-	-	-
10.2 Operational Lease Payables		-	-	-	-	-	-
10.3 Other		-	-	-	-	-	-
10.4 Deferred Financial Lease Expenses (-)		-	-	-	-	-	-
XI. HEDGING DERIVATIVE FINANCIAL LIABILITIES	(II-g)	528.525	130.320	658.845	111.480	108.371	219.851
11.1 Fair Value Hedge		313.531	-	313.531	-	-	-
11.2 Cash Flow Hedge		214.994	130.320	345.314	111.480	108.371	219.851
11.3 Foreign Net Investment Hedge		-	-	-	-	-	-
XII. PROVISIONS	(II-h)	1.171.403	359.979	1.531.382	785.490	345.744	1.131.234
12.1 General Loan Loss Provision		862.492	345.692	1.208.184	491.720	320.718	812.438
12.2 Restructuring Provisions		-	-	-	-	-	-
12.3 Reserve for Employee Rights		101.539	202	101.741	77.134	477	77.611
12.4 Insurance Technical Provisions (Net)		-	-	-	-	-	-
12.5 Other Provisions		207.372	14.085	221.457	216.636	24.549	241.185
XIII. TAX LIABILITY	(II-i)	660.121	45.591	705.712	241.235	49.221	290.456
13.1 Current Tax Liability		582.732	21.899	604.631	241.235	24.464	265.699
13.2 Deferred Tax Liability		77.389	23.692	101.081	-	24.757	24.757
XIV. LIABILITIES FOR PROPERTY AND EQUIPMENT HELD FOR SALE		-	-	-	-	-	-
14.1 Held for Sale Purpose		-	-	-	-	-	-
14.2 Related to Discontinued Operations		-	-	-	-	-	-
XV. SUBORDINATED LOANS		-	-	-	-	-	-
XVI. SHAREHOLDERS' EQUITY	(II-j)	22.110.499	365.269	22.475.768	18.247.580	(116.201)	18.131.379
16.1 Paid-in capital		4.000.000	-	4.000.000	4.000.000	-	4.000.000
16.2 Capital Reserves		4.188.859	365.269	4.554.128	2.763.864	(116.201)	2.647.663
16.2.1 Share Premium		1.700.000	-	1.700.000	1.700.030	-	1.700.030
16.2.2 Share Cancellation Profits		-	-	-	-	-	-
16.2.3 Marketable Securities Valuation Differences	(II-k)	1.253.332	420.446	1.673.778	(99.396)	(63.915)	(163.311)
16.2.4 Property and Equipment Revaluation Differences		47.106	-	47.106	47.106	-	47.106
16.2.5 Intangible Fixed Assets Revaluation Differences		-	-	-	-	-	-
16.2.6 Revaluation Differences of Investment Properties		-	-	-	-	-	-
16.2.7 Bonus Shares from Investments in Associates, Subsidiaries and Joint Ventures		236	-	236	236	-	236
16.2.8 Hedging Funds (Effective portion)		(217.707)	(55.177)	(272.884)	(295.246)	(52.286)	(347.532)
16.2.9 Value Increase of Assets Held for Resale		-	-	-	-	-	-
16.2.10 Other Capital Reserves		1.405.892	-	1.405.892	1.411.134	-	1.411.134
16.3 Profit Reserves		10.572.393	-	10.572.393	8.728.740	-	8.728.740
16.3.1 Legal Reserves		1.213.707	-	1.213.707	1.131.877	-	1.131.877
16.3.2 Status Reserves		-	-	-	-	-	-
16.3.3 Extraordinary Reserves		9.115.974	-	9.115.974	7.316.076	-	7.316.076
16.3.4 Other Profit Reserves		242.712	-	242.712	280.787	-	280.787
16.4 Income or (Loss)		3.349.174	-	3.349.174	2.745.214	-	2.745.214
16.4.1 Prior Years' Income or (Loss)		344.264	-	344.264	208.839	-	208.839
16.4.2 Current Year Income or (Loss)		3.004.910	-	3.004.910	2.536.375	-	2.536.375
16.5 Minority Interest	(II-l)	73	-	73	9.762	-	9.762
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		91.464.983	72.013.351	163.478.334	73.482.212	66.424.920	139.907.132

The accompanying explanations and notes form an integral part of these financial statements.

AKBANK T.A.Ş.**II. CONSOLIDATED INCOME STATEMENT FOR THE PERIOD ENDED 31 DECEMBER 2012**

(Amounts are expressed in thousands of Turkish Lira (TL)).

INCOME AND EXPENSE ITEMS		Note (Section Five)	CURRENT PERIOD (01/01-31/12/2012)	PRIOR PERIOD (01/01-31/12/2011)
I.	INTEREST INCOME	(III-a)	11.649.475	9.473.645
1.1	Interest on loans	(III-a-1)	7.345.599	5.239.287
1.2	Interest Received from Reserve Requirements		-	-
1.3	Interest Received from Banks	(III-a-2)	25.000	47.438
1.4	Interest Received from Money Market Transactions		43.441	9.234
1.5	Interest Received from Marketable Securities Portfolio	(III-a-3)	4.094.443	4.057.835
1.5.1	Trading Financial Assets		37.335	165.271
1.5.2	Financial Assets at Fair Value Through Profit or (loss)		-	-
1.5.3	Available-for-sale Financial Assets		3.568.089	3.357.979
1.5.4	Held to maturity Investments		489.019	534.585
1.6	Financial Lease Income		131.438	93.198
1.7	Other Interest Income		9.554	26.653
II.	INTEREST EXPENSE	(III-b)	6.291.675	5.321.916
2.1	Interest on Deposits	(III-b-4)	4.804.202	4.048.665
2.2	Interest on Funds Borrowed	(III-b-1)	365.633	303.724
2.3	Interest Expense on Money Market Transactions		683.262	687.082
2.4	Interest on Securities Issued	(III-b-3)	413.566	246.168
2.5	Other Interest Expenses		25.012	36.277
III.	NET INTEREST INCOME (I - II)		5.357.800	4.151.729
IV.	NET FEES AND COMMISSIONS INCOME		1.788.881	1.631.259
4.1	Fees and Commissions Received		2.105.554	1.905.235
4.1.1	Non-cash Loans		92.886	70.491
4.1.2	Other		2.012.668	1.834.744
4.2	Fees and Commissions Paid		316.673	273.976
4.2.1	Non-cash Loans		1.785	1.332
4.2.2	Other		314.888	272.644
V.	DIVIDEND INCOME	(III-c)	730	3.596
VI.	TRADING INCOME/(LOSS) (Net)	(III-d)	403.189	(112.355)
6.1	Trading Gains / (Losses) on Securities		1.264.697	437.329
6.2	Gains / (Losses) on Derivative Financial Transactions		(1.402.626)	(193.244)
6.3	Foreign Exchange Gains / (Losses)		541.118	(356.440)
VII.	OTHER OPERATING INCOME	(III-e)	415.363	704.835
VIII.	TOTAL OPERATING INCOME (III+IV+V+VI+VII)		7.965.963	6.379.064
IX.	PROVISION FOR LOAN LOSSES AND OTHER RECEIVABLES (-)	(III-f)	1.120.889	659.125
X.	OTHER OPERATING EXPENSES (-)	(III-g)	2.968.464	2.514.758
XI.	NET OPERATING INCOME/(LOSS) (VIII-IX-X)		3.876.610	3.205.181
XII.	EXCESS AMOUNT RECORDED AS INCOME AFTER MERGER INCOME/(LOSS) FROM INVESTMENTS IN SUBSIDIARIES CONSOLIDATED BASED ON EQUITY METHOD		-	-
XIII.	INCOME/(LOSS) ON NET MONETARY POSITION		-	-
XIV.	PROFIT/LOSS BEFORE TAX FROM CONTINUED OPERATIONS (XI+...+XIV)		3.876.610	3.205.181
XV.	TAX PROVISION FOR CONTINUED OPERATIONS (±)	(III-j)	871.662	670.056
16.1	Current Tax Provision		857.535	642.740
16.2	Deferred Tax Provision		14.127	27.316
XVII.	CURRENT YEAR PROFIT/LOSS FROM CONTINUED OPERATIONS		3.004.948	2.535.125
XVIII.	INCOME FROM DISCONTINUED OPERATIONS		-	-
18.1	Income from Non-current Assets Held for Resale		-	-
18.2	Profit from Sales of Associates, Subsidiaries and Joint Ventures		-	-
18.3	Income from Other Discontinued Operations		-	-
XIX.	EXPENSES FOR DISCONTINUED OPERATIONS (-)		-	-
19.1	Expenses for Non-current Assets Held for Resale		-	-
19.2	Loss from Sales of Associates, Subsidiaries and Joint Ventures		-	-
19.3	Expenses for Other Discontinued Operations		-	-
XX.	PROFIT/LOSS BEFORE TAX FROM DISCONTINUED OPERATIONS (XVIII-XIX)		-	-
XXI.	TAX PROVISION FOR DISCONTINUED OPERATIONS (±)		-	-
21.1	Current Tax Provision		-	-
21.2	Deferred Tax Provision		-	-
XXII.	CURRENT YEAR PROFIT/LOSS FROM DISCONTINUED OPERATIONS (XX±XXI)		-	-
XXIII.	NET INCOME/(LOSS) (XVII+XXII)	(III-l)	3.004.948	2.535.125
23.1	Income/(Loss) from the Group		3.004.910	2.536.375
23.2	Income/(Loss) from Minority Interest	(III-h)	38	(1.250)
	Earning/(Loss) per share (in TL full)		0,00751	0,00634

The accompanying explanations and notes form an integral part of these financial statements.

III. CONSOLIDATED OFF-BALANCE SHEET COMMITMENTS AT 31 DECEMBER 2012

[Amounts are expressed in thousands of Turkish Lira (TL)].

	Note (Section Five)	CURRENT PERIOD (31/12/2012)			PRIOR PERIOD (31/12/2011)		
		TL	FC	Total	TL	FC	Total
A. OFF-BALANCE SHEET COMMITMENTS (I+II+III)		327.144.751	79.113.621	406.258.372	150.745.477	73.005.558	223.751.035
I. GUARANTEES AND WARRANTIES	(IV-a-2, 3)	6.589.712	12.079.975	18.669.687	5.510.005	8.937.878	14.447.883
1.1 Letters of Guarantee		6.403.011	5.800.910	12.203.921	4.861.322	4.102.652	8.963.974
1.1.1 Guarantees Subject to State Tender Law		280.076	958.552	1.238.628	171.069	824.022	995.091
1.1.2 Guarantees Given for Foreign Trade Operations		-	3.125.400	3.125.400	-	606.678	606.678
1.1.3 Other Letters of Guarantee		6.122.935	1.716.958	7.839.893	4.690.253	2.671.952	7.362.205
1.2 Bank Acceptances		15	199.849	199.864	15	120.736	120.751
1.2.1 Import Letter of Acceptance		15	199.849	199.864	15	120.736	120.751
1.2.2 Other Bank Acceptances		-	-	-	-	-	-
1.3 Letters of Credit		18.620	4.528.353	4.546.973	2.229	4.069.199	4.071.428
1.3.1 Documentary Letters of Credit		18.620	4.018.244	4.036.864	2.229	3.420.371	3.422.600
1.3.2 Other Letters of Credit		-	510.109	510.109	-	648.828	648.828
1.4 Prefinancing Given as Guarantee		-	-	-	-	-	-
1.5 Endorsements		-	-	-	-	-	-
1.5.1 Endorsements to the Central Bank of the Republic of Turkey		-	-	-	-	-	-
1.5.2 Other Endorsements		-	-	-	-	-	-
1.6 Securities Issue Purchase Guarantees		-	-	-	-	-	-
1.7 Factoring Guarantees		-	16.330	16.330	-	13.384	13.384
1.8 Other Guarantees		27.246	1.487.035	1.514.281	8.082	624.373	632.455
1.9 Other Collaterals		140.820	47.498	188.318	638.357	7.534	645.891
II. COMMITMENTS	(IV-a-1)	300.817.944	4.089.135	304.907.079	121.727.524	4.490.802	126.218.326
2.1 Irrevocable Commitments		31.956.629	4.089.135	36.045.764	26.684.255	4.490.802	31.175.057
2.1.1 Asset Purchase Commitments		1.144.330	2.726.229	3.870.559	2.236.712	2.763.942	5.000.654
2.1.2 Deposit Purchase and Sales Commitments		-	-	-	-	-	-
2.1.3 Share Capital Commitments to Associates and Subsidiaries		-	-	-	1.000	-	1.000
2.1.4 Loan Granting Commitments		1.241.361	1.264.240	2.505.601	1.227.899	1.621.828	2.849.727
2.1.5 Securities Issue Brokerage Commitments		-	-	-	-	-	-
2.1.6 Commitments for Reserve Deposit Requirements		-	-	-	-	-	-
2.1.7 Commitments for Cheques		4.432.859	-	4.432.859	4.291.376	-	4.291.376
2.1.8 Tax and Fund Liabilities from Export Commitments		808	-	808	726	-	726
2.1.9 Commitments for Credit Card Limits		18.697.008	-	18.697.008	13.718.870	-	13.718.870
2.1.10 Promotion Commitments for Credit Cards and Banking Services		77.204	-	77.204	76.093	-	76.093
2.1.11 Receivables from Short Sale Commitments of Marketable Securities		-	-	-	-	-	-
2.1.12 Payables for Short Sale Commitments of Marketable Securities		-	-	-	-	-	-
2.1.13 Other Irrevocable Commitments		6.363.059	98.666	6.461.725	5.131.579	105.032	5.236.611
2.2 Revocable Commitments		268.861.315	-	268.861.315	95.043.269	-	95.043.269
2.2.1 Revocable Loan Granting Commitments		268.861.315	-	268.861.315	95.043.269	-	95.043.269
2.2.2 Other Revocable Commitments		-	-	-	-	-	-
III. DERIVATIVE FINANCIAL INSTRUMENTS	(IV-b)	19.737.095	62.944.511	82.681.606	23.507.948	59.576.878	83.084.826
3.1 Hedging Derivative Financial Instruments		5.301.445	7.660.968	12.962.413	3.330.000	1.227.785	4.557.785
3.1.1 Transactions for Fair Value Hedge		2.739.445	2.667.536	5.406.981	-	-	-
3.1.2 Transactions for Cash Flow Hedge		2.562.000	4.993.432	7.555.432	3.330.000	1.227.785	4.557.785
3.1.3 Transactions for Foreign Net Investment Hedge		-	-	-	-	-	-
3.2 Trading Transactions		14.435.650	55.283.543	69.719.193	20.177.948	58.349.093	78.527.041
3.2.1 Forward Foreign Currency Buy/Sell Transactions		1.920.872	2.916.836	4.837.708	1.294.551	3.182.838	4.477.389
3.2.1.1 Forward Foreign Currency Transactions-Buy		829.001	1.586.244	2.415.245	589.240	1.640.673	2.229.913
3.2.1.2 Forward Foreign Currency Transactions-Sell		1.091.871	1.330.592	2.422.463	705.311	1.542.165	2.247.476
3.2.2 Swap Transactions Related to Foreign Currency and Interest Rates		5.893.380	37.013.281	42.906.661	13.333.549	42.398.537	55.732.086
3.2.2.1 Foreign Currency Swap-Buy		1.059.134	8.629.950	9.689.084	347.780	18.188.140	18.535.920
3.2.2.2 Foreign Currency Swap-Sell		3.715.080	5.162.127	8.877.207	11.826.603	6.598.409	18.425.012
3.2.2.3 Interest Rate Swap-Buy		559.583	11.610.602	12.170.185	579.583	8.805.994	9.385.577
3.2.2.4 Interest Rate Swap-Sell		559.583	11.610.602	12.170.185	579.583	8.805.994	9.385.577
3.2.3 Foreign Currency, Interest rate and Securities Options		6.505.552	13.627.108	20.132.660	2.988.723	11.720.918	14.709.641
3.2.3.1 Foreign Currency Options-Buy		2.975.260	3.866.414	6.841.674	1.379.671	2.056.402	3.436.073
3.2.3.2 Foreign Currency Options-Sell		3.052.880	3.786.848	6.839.728	1.482.974	1.960.110	3.443.084
3.2.3.3 Interest Rate Options-Buy		-	3.075.803	3.075.803	-	3.852.203	3.852.203
3.2.3.4 Interest Rate Options-Sell		178.100	2.898.043	3.076.143	-	3.852.203	3.852.203
3.2.3.5 Securities Options-Buy		149.656	-	149.656	63.039	-	63.039
3.2.3.6 Securities Options-Sell		149.656	-	149.656	63.039	-	63.039
3.2.4 Foreign Currency Futures		-	-	-	-	-	-
3.2.4.1 Foreign Currency Futures-Buy		-	-	-	-	-	-
3.2.4.2 Foreign Currency Futures-Sell		-	-	-	-	-	-
3.2.5 Interest Rate Futures		-	-	-	-	-	-
3.2.5.1 Interest Rate Futures-Buy		-	-	-	-	-	-
3.2.5.2 Interest Rate Futures-Sell		-	-	-	-	-	-
3.2.6 Other		115.846	1.726.318	1.842.164	2.561.125	1.046.800	3.607.925
B. CUSTODY AND PLEDGES RECEIVED (IV+V+VI)		323.673.752	85.918.119	409.591.871	213.184.533	80.790.301	293.974.834
IV. ITEMS HELD IN CUSTODY		31.550.080	3.632.824	35.182.904	27.544.893	4.867.397	32.412.290
4.1 Customer Fund and Portfolio Balances		2.977.305	-	2.977.305	3.705.987	-	3.705.987
4.2 Investment Securities Held in Custody		15.594.603	637.064	16.231.667	17.783.630	930.711	18.714.341
4.3 Cheques Received for Collection		10.787.255	4.453	10.791.708	4.435.889	1.481	4.437.370
4.4 Commercial Notes Received for Collection		2.016.489	728.850	2.745.339	1.410.912	738.022	2.148.934
4.5 Other Assets Received for Collection		-	-	-	-	-	-
4.6 Assets Received for Public Offering		-	-	-	-	-	-
4.7 Other Items Under Custody		174.428	2.262.457	2.436.885	208.475	3.197.183	3.405.658
4.8 Custodians		-	-	-	-	-	-
V. PLEDGES RECEIVED		68.459.232	30.593.941	99.053.173	49.232.746	29.218.943	78.451.689
5.1 Marketable Securities		2.894.607	108.512	3.003.119	2.481.082	1.734.421	4.215.503
5.2 Guarantee Notes		737.842	117.629	855.471	699.951	26.886	726.837
5.3 Commodity		-	12.175	12.175	-	12.752	12.752
5.4 Warranty		-	-	-	-	325.256	325.256
5.5 Immovable		32.872.665	21.894.140	54.766.805	25.007.171	21.471.681	46.478.852
5.6 Other Pledged Items		31.954.118	8.461.485	40.415.603	21.044.542	5.647.947	26.692.489
5.7 Pledged Items-Depository		-	-	-	-	-	-
VI. ACCEPTED INDEPENDENT GUARANTEES AND WARRANTIES		223.664.440	51.691.354	275.355.794	136.406.894	46.703.961	183.110.855
TOTAL OF OFF-BALANCE SHEET COMMITMENT (A+B)		650.818.503	165.031.740	815.850.243	363.930.010	153.795.859	517.725.869

The accompanying explanations and notes form an integral part of these financial statements.

AKBANK T.A.Ş.**IV. STATEMENT OF INCOME AND EXPENSES ACCOUNTED UNDER CONSOLIDATED SHAREHOLDERS' EQUITY
AT 31 DECEMBER 2012**

(Amounts are expressed in thousands of Turkish Lira (TL)).

INCOME AND EXPENSES ACCOUNTED UNDER SHAREHOLDERS' EQUITY	CURRENT PERIOD (31/12/2012)	PRIOR PERIOD (31/12/2011)
I. ADDITIONS TO MARKETABLE SECURITIES VALUATION DIFFERENCES FROM AVAILABLE FOR SALE FINANCIAL ASSETS	3.582.936	(2.102.052)
II. PROPERTY AND EQUIPMENT REVALUATION DIFFERENCES	-	-
III. INTANGIBLE FIXED ASSETS REVALUATION DIFFERENCES	(135.076)	168.862
IV. FOREIGN EXCHANGE DIFFERENCES FROM FOREIGN CURRENCY TRANSACTIONS	(173.367)	(74.812)
V. PROFIT/LOSS FROM CASH FLOW HEDGE DERIVATIVE FINANCIAL ASSETS (Effective Part of Fair Value Changes)	(173.367)	(74.812)
VI. PROFIT/LOSS FROM FOREIGN INVESTMENT HEDGE DERIVATIVE FINANCIAL ASSETS (Effective Part of Fair Value Changes) (*)	134.739	(130.215)
VII. EFFECTS OF CHANGES IN ACCOUNTING POLICY AND ADJUSTMENT OF ERRORS	-	-
VIII. OTHER INCOME/EXPENSE ACCOUNTED UNDER SHAREHOLDERS' EQUITY AS PER TAS	(708.862)	461.416
IX. TAX RELATED TO VALUATION DIFFERENCES	2.700.370	(1.676.801)
X. NET INCOME/EXPENSE DIRECTLY ACCOUNTED UNDER SHAREHOLDERS' EQUITY (I+II+...+IX)	(923.709)	(102.233)
XI. CURRENT YEAR INCOME / LOSS	(1.004.675)	(298.686)
1.1 Net Change in Fair Value of Marketable Securities (Transfer to Profit/Loss)		
1.2 Part of Cash Flow Hedge Derivative Financial Assets Reclassified and Presented on the Income Statement	105.551	195.743
1.3 Part of Foreign Investment Hedge Derivative Financial Assets Reclassified and Presented on the Income Statement	-	-
1.4 Other	(24.585)	710
XII. TOTAL ACCOUNTED INCOME / LOSS RELATED TO CURRENT PERIOD (X±XI)	1.776.661	(1.779.034)

(*) Figure represents the effective part of the foreign exchange differences of the financial liabilities hedging the net investment risk of foreign investments as explained in Note II of Section Three.

The accompanying explanations and notes form an integral part of these financial statements.

AKBANK T.A.Ş.
CONSOLIDATED STATEMENT OF CHANGES IN THE SHAREHOLDERS' EQUITY FOR THE PERIOD ENDED 31 DECEMBER 2012
(Amounts are expressed in thousands of Turkish Lira (TL)).

[illegible]

*) The amounts for the current period under "Adjustment to Share Capital" column are presented under "Other Capital Reserves" in the financial statements.

***] The amounts are related with the increase of Bank's shares in Ak Yatırım Menkul Değerler A.Ş. from 99,8% to 100% and Ak Portföy Yönetimi A.Ş. from 99,99% to 100%.

The accompanying explanations and notes form an integral part of these financial statements.

VI. CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE PERIOD ENDED 31 DECEMBER 2012

(Amounts are expressed in thousands of Turkish Lira (TL)).

	Note (Section Five)	CURRENT PERIOD (31/12/2012)	PRIOR PERIOD (31/12/2011)
A. CASH FLOWS FROM BANKING OPERATIONS			
1.1	Operating Profit before changes in operating assets and liabilities	5.023.851	1.982.597
1.1.1	Interest received	12.160.179	8.823.566
1.1.2	Interest paid	(6.298.549)	(5.177.903)
1.1.3	Dividend received	730	3.596
1.1.4	Fees and commissions received	2.224.610	1.898.764
1.1.5	Other income	300.848	31.297
1.1.6	Collections from previously written-off loans and other receivables	277.549	359.594
1.1.7	Payments to personnel and service suppliers	(2.644.256)	(2.233.022)
1.1.8	Taxes paid	(1.180.029)	(497.451)
1.1.9	Other	(VI-b) 182.769	(1.225.844)
1.2	Changes in operating assets and liabilities	(5.700.281)	(7.167.217)
1.2.1	Net decrease in trading securities	129.645	797.111
1.2.2	Net (increase) / decrease in fair value through profit/(loss) financial assets	-	-
1.2.3	Net increase / (decrease) in due from banks and other financial institutions	(135.116)	512.391
1.2.4	Net (increase) / decrease in loans	(18.050.123)	(16.635.429)
1.2.5	Net (increase) / decrease in other assets	(3.535.066)	(9.179.699)
1.2.6	Net increase / (decrease) in bank deposits	4.761.642	8.725.480
1.2.7	Net increase / (decrease) in other deposits	12.450.876	1.247.862
1.2.8	Net increase / (decrease) in funds borrowed	(2.675.872)	6.758.042
1.2.9	Net increase / (decrease) in payables	-	-
1.2.10	Net increase / (decrease) in other liabilities	(VI-b) 1.353.733	607.025
I.	Net cash provided from banking operations	(676.430)	(5.184.620)
B. CASH FLOWS FROM INVESTING ACTIVITIES			
II.	Net cash provided from investing activities	(479.451)	4.621.043
2.1	Cash paid for acquisition of investments, associates and subsidiaries	-	-
2.2	Cash obtained from disposal of investments, associates and subsidiaries	28.542	-
2.3	Purchases of property and equipment	(205.172)	(154.451)
2.4	Disposals of property and equipments	89.690	205.061
2.5	Cash paid for purchase of investments available-for-sale	(23.132.380)	(36.514.965)
2.6	Cash obtained from sale of investments available-for-sale	21.708.975	38.884.427
2.7	Cash paid for purchase of investment securities	-	-
2.8	Cash obtained from sale of investment securities	1.097.298	1.996.980
2.9	Other	(66.404)	203.991
C. CASH FLOWS FROM FINANCING ACTIVITIES			
III.	Net cash provided from financing activities	1.678.925	1.362.305
3.1	Cash obtained from funds borrowed and securities issued	2.097.564	1.934.847
3.2	Cash used for repayment of funds borrowed and securities issued	-	-
3.3	Issued capital instruments	-	-
3.4	Dividends paid	(418.639)	(572.542)
3.5	Payments for finance leases	-	-
3.6	Other	-	-
IV.	Effect of change in foreign exchange rate on cash and cash equivalents	(153.176)	392.131
V.	Net increase in cash and cash equivalents (I+II+III+IV)	369.868	1.190.859
VI.	Cash and cash equivalents at beginning of the year	(VI-a) 3.702.574	2.511.715
VII.	Cash and cash equivalents at end of the year	(VI-a) 4.072.442	3.702.574

The accompanying explanations and notes form an integral part of these financial statements.

VII. PROFIT APPROPRIATION STATEMENT

(Amounts are expressed in thousands of Turkish Lira (TL)).

	CURRENT PERIOD (31/12/2012)	PRIOR PERIOD (31/12/2011)
I. DISTRIBUTION OF CURRENT YEAR INCOME		
1.1 CURRENT YEAR INCOME	3.803.069	3.001.207
1.2 TAXES AND DUTIES PAYABLE	853.207	606.680
1.2.1 Corporate Tax (Income Tax)	849.135	587.072
1.2.2 Income Withholding Tax	-	-
1.2.3 Other taxes and duties	4.072	19.608
A. NET INCOME FOR THE YEAR (1.1-1.2)	2.949.862	2.394.527
1.3 PRIOR YEAR LOSSES (-)	-	-
1.4 FIRST LEGAL RESERVES (-)	-	57.173
1.5 OTHER STATUTORY RESERVES (-)	-	-
B. NET INCOME AVAILABLE FOR DISTRIBUTION [(A)-(1.3+1.4+1.5)]	2.949.862	2.337.354
1.6 FIRST DIVIDEND TO SHAREHOLDERS (-)	-	200.000
1.6.1 To Owners of Ordinary Shares	-	200.000
1.6.2 To Owners of Privileged Shares	-	-
1.6.3 To Owners of Preferred Shares	-	-
1.6.4 To Profit Sharing Bonds	-	-
1.6.5 To Holders of Profit and (Loss) Sharing Certificates	-	-
1.7 DIVIDENDS TO PERSONNEL (-)	-	-
1.8 DIVIDENDS TO BOARD OF DIRECTORS (-)	-	595
1.9 SECOND DIVIDEND TO SHAREHOLDERS (-)	-	218.000
1.9.1 To Owners of Ordinary Shares	-	218.000
1.9.2 To Owners of Privileged Shares	-	-
1.9.3 To Owners of Preferred Shares	-	-
1.9.4 To Profit Sharing Bonds	-	-
1.9.5 To Holders of Profit and (Loss) Sharing Certificates	-	-
1.10 SECOND LEGAL RESERVES (-)	-	21.860
1.11 STATUTORY RESERVES (-)	-	-
1.12 EXTRAORDINARY RESERVES	-	1.817.491
1.13 OTHER RESERVES	-	-
1.14 SPECIAL FUNDS	-	79.408
II. DISTRIBUTION OF RESERVES		
2.1 APPROPRIATED RESERVES	-	-
2.2 SECOND LEGAL RESERVES (-)	-	-
2.3 DIVIDENDS TO SHAREHOLDERS (-)	-	-
2.3.1 To Owners of Ordinary Shares	-	-
2.3.2 To Owners of Privileged Shares	-	-
2.3.3 To Owners of Preferred Shares	-	-
2.3.4 To Profit Sharing Bonds	-	-
2.3.5 To Holders of Profit and (Loss) Sharing Certificates	-	-
2.4 DIVIDENDS TO PERSONNEL (-)	-	-
2.5 DIVIDENDS TO BOARD OF DIRECTORS (-)	-	-
III. EARNINGS PER SHARE (*)		
3.1 TO OWNERS OF ORDINARY SHARES	0,007	0,006
3.2 TO OWNERS OF ORDINARY SHARES (%)	0,7	0,6
3.3 TO OWNERS OF PRIVILEGED SHARES	-	-
3.4 TO OWNERS OF PRIVILEGED SHARES (%)	-	-
IV. DIVIDEND PER SHARE		
4.1 TO OWNERS OF ORDINARY SHARES	-	0,001
4.2 TO OWNERS OF ORDINARY SHARES (%)	-	0,1
4.3 TO OWNERS OF PRIVILEGED SHARES	-	-
4.4 TO OWNERS OF PRIVILEGED SHARES (%)	-	-

(*) Amounts are expressed in TL.

NOTE:

(1) Authorized body for profit appropriation of the current period is the General Assembly. On the preparation date of these financial statements, yearly ordinary meeting of the General Assembly has not been held yet.

(2) Profit appropriation is being done according to unconsolidated financial statements.

The accompanying explanations and notes form an integral part of these financial statements.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

**SECTION THREE
ACCOUNTING POLICIES**

I. EXPLANATIONS ON BASIS OF PRESENTATION:

a. The preparation of the consolidated financial statements and related notes and explanations in accordance with the Turkish Accounting Standards and Regulation on the Principles and Procedures numbered 5411 Regarding Banks' Accounting Application and Keeping Documents:

The consolidated financial statements have been prepared in accordance with the "Regulation on Accounting Applications for Banks and Safeguarding of Documents" related with Banking Act numbered 5411 published in the Official Gazette no.26333 dated 1 November 2006, which refers to "Turkish Accounting Standards" ("TAS") and "Turkish Financial Reporting Standards" ("TFRS") issued by the "Turkish Accounting Standards Board" ("TASB") and additional explanations and notes related to them and other decrees, notes and explanations related to accounting and financial reporting principles (all "Turkish Accounting Standards" or "TAS") published by the Banking Regulation and Supervision Agency ("BRSA"). The format and content of the publicly announced consolidated financial statements and notes to these statements have been prepared in accordance with the "Communiqué on Publicly Announced Financial Statements, Explanations and Notes to These Financial Statements", published in Official Gazette no. 28337, dated 28 June 2012, and amendments to this Communiqué. The Bank maintains its books in Turkish Lira in accordance with the Banking Act, Turkish Commercial Code and Turkish Tax Legislation.

The consolidated financial statements have been prepared in TL, under the historical cost convention except for the financial assets and liabilities carried at fair value.

The preparation of consolidated financial statements in conformity with TAS requires the use of certain critical accounting estimates by the Bank management to exercise its judgment on the assets and liabilities of the balance sheet and contingent issues as of the balance sheet date. These estimates, which include the fair value calculations of financial instruments and impairments of financial assets are being reviewed regularly and, when necessary, suitable corrections are made and the effects of these corrections are reflected to the income statement. Assumptions and estimates that are used in the preparation of the accompanying financial statements are explained in the following related disclosures.

The amendments of TAS and TFRS, except TFRS 9 Financial Instruments, which have been effective as of reporting date have no impact on the accounting policies, financial condition and performance of the Group. The Group assess the impact of TFRS 9 Financial Instruments standard.

b. Explanation for convenience translation into English:

The differences between accounting principles, as described in these preceding paragraphs and accounting principles generally accepted in countries in which consolidated financial statements are to be distributed and International Financial Reporting Standards ("IFRS") have not been quantified in these consolidated financial statements. Accordingly, these consolidated financial statements are not intended to present the financial position, results of operations and changes in financial position and cash flows in accordance with the accounting principles generally accepted in such countries and IFRS.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

c. Accounting policies and valuation principles applied in the presentation of consolidated financial statements:

The accounting policies and valuation principles applied in the preparation of consolidated financial statements are determined and applied in accordance with TAS. These accounting policies and valuation principles are explained in Notes II to XXVIII below.

d. Items subject to different accounting policies in the preparation of consolidated financial statements:

There are no items subject to different accounting policies in the preparation of these consolidated financial statements.

II. EXPLANATIONS ON STRATEGY OF USING FINANCIAL INSTRUMENTS AND EXPLANATIONS IN FOREIGN CURRENCY TRANSACTIONS:

The Group's core business activities include retail banking, Commercial and SME banking, corporate banking, private banking, foreign exchange, money markets, securities transactions (Treasury transactions) and international banking services. The Group performs financial leasing transactions through Ak Finansal Kiralama A.Ş.. By nature the Group's activities are principally related to the use of financial instruments. As the main funding source, the Group accepts deposits from customers for various periods and invests these funds in high quality assets with high interest margins. Other than deposits, the Group's most important funding sources are equity, mostly intermediate and long-term borrowings from foreign financial institutions. The Group follows an asset-liability management strategy that mitigates risk and increases earnings by balancing the funds borrowed and the investments in various financial assets. The main objective of asset-liability management is to limit the Group's exposure to liquidity risk, interest rate risk, currency risk and credit risk while increasing profitability and strengthening the Group's equity. The Asset-Liabilities Committee ("ALCO") manages the assets and liabilities within the trading limits on the level of exposure placed by the Executive Market Risk Committee ("EMRC").

For covering foreign currency exposures arising from the foreign currency transactions, the Group uses derivatives and asset-liability balancing transactions.

Foreign currency denominated monetary assets and liabilities are translated with the exchange rates prevailing at the balance sheet date. Gains and losses arising from such transactions are recognized in the income statement under the account of "Net foreign exchange income/expense". Assets and liabilities of foreign subsidiaries are translated into Turkish lira using the foreign exchange rates prevailing at the balance sheet date, income and expenses of foreign subsidiaries are translated into Turkish Lira at the average exchange rates and all resulting exchange differences are accounted in the shareholders' equity under "Other profit reserves".

The Group hedges the net investment risk of foreign investments with the foreign exchange differences of the foreign currency denominated financial liabilities. In this extent, the carrying values of net investments which are accounted with acquisition cost method and subject to fair value hedge, are adjusted in order to reflect the changes in fair value of the risks hedged. Fair value changes resulting from foreign exchange differences of foreign currency investments are accounted in the income statements.

As of 31 December 2012, foreign currency denominated balances are translated into TL using the exchange rates of TL 1,7776, TL 2,3452 and TL 2,0641 for USD, EUR and Yen respectively.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

III. EXPLANATIONS ON INVESTMENTS IN ASSOCIATES AND SUBSIDIARIES:

Consolidated financial statements are prepared in accordance with the "Turkish Accounting Standard for Consolidated and Separate Financial Statements" ("TAS 27").

Consolidation principles for subsidiaries:

Subsidiaries are the entities controlled directly or indirectly by the Bank.

Subsidiaries are consolidated using the full consolidation method. Financial statements of related subsidiaries are consolidated from the date when the control is transferred to the Bank.

Control means, directly or indirectly, holding the majority of the capital of an enterprise or although not having this majority, by holding privileged shares; or based on agreements made with other shareholders, holding the majority of the voting power or somehow having the power of dismissal or appointment of the majority of the members of the board of directors.

In the full consolidation method, 100% of subsidiaries' assets, liabilities, income, expense and off-balance sheet items are combined with the Parent Bank's assets, liabilities, income, expense and off-balance sheet items. The carrying amount of the Group's investment in each subsidiary and the Group's portion of the cost value of the capital of each subsidiary are eliminated. Intragroup balances and intragroup transactions and resulting unrealized profits and losses are eliminated. Minority interests in the net income of consolidated subsidiaries are identified and adjusted against the income of the Group in order to arrive at the net income attributable to the Group and presented separately in the Group's income. Minority interests are presented in the consolidated balance sheet, in the shareholder's equity.

Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

The Parent Bank and its subsidiaries, Ak Yatırım Menkul Değerler A.Ş., Ak Portföy Yönetimi A.Ş., Akbank AG, Ak Finansal Kiralama A.Ş., Akbank (Dubai) Limited and together with Ak Receivables Corporation and A.R.T.S. Ltd., which are not subsidiaries of the Bank, but the Bank has 100% control power due to the reason that these companies are "Special Purpose Entities", have been included in the scope of consolidation. The Parent Bank together with its consolidated subsidiaries are referred to as the "Group" in these consolidated financial statements.

Ak Yatırım Menkul Değerler A.Ş. was established on 11 December 1996 to trade in capital markets in accordance with Capital Market Law. This company is delivering intermediary services in capital markets, discretionary portfolio management, derivative transactions, repurchase and reverse repurchase agreements with authorizations given by the Capital Markets Board for each transaction.

Ak Finansal Kiralama A.Ş. was established in 1988 for leasing operations and all kinds of agreements and transactions related to these operations.

Ak Portföy Yönetimi A.Ş. was established on 28 June 2000 in order to manage A and B type mutual funds of Akbank T.A.Ş., B Type variable fund of Ak Yatırım Menkul Değerler A.Ş. and pension funds of AvivaSa Emeklilik and Hayat A.Ş. and Groupama. Portfolios of retail customers are also managed.

The Bank's Frankfurt Branch was established on 5 April 1998 for banking operations abroad. As of 1 September 2006, the Frankfurt Branch has been converted to a 100% subsidiary of the Bank. As of 31 May 2007, shares of Akbank AG were transferred to Akbank N.V resident in the Netherlands, which is 100% subsidiary of the Parent Bank, through capital in kind. Based on restructuring of Bank's foreign subsidiaries, Akbank NV, 100% direct subsidiary founded in Netherlands and Akbank AG, 100% direct

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

subsidiary of Akbank NV founded in Germany have merged in Akbank AG with the discontinuation of activities of Akbank N.V effective from 15 June 2012.

The Bank transferred all of its shares in Ak B Tipi Yatırım Ortaklığı A.Ş., corresponding to 70.04% of its total capital, to Egeli & Co. Yatırım Holding A.Ş. as of July 3, 2012 for TL 28.542. Accordingly Ak B Tipi Yatırım Ortaklığı A.Ş. has been let out of consolidation scope.

Akbank (Dubai) Limited was established in December 2009 in Dubai International Finance Center (DIFC) to serve delivering intermediary services on acquisition and mergers, consultancy about financial instruments, intermediary services on loan and investment instruments.

Ak Receivables Corporation and A.R.T.S Ltd. are "Special Purpose Entities" established in July 1998 and November 1999, respectively, in connection with raising long-term financing.

IV. EXPLANATIONS ON FORWARD TRANSACTIONS AND DERIVATIVE INSTRUMENTS:

The major derivative instruments utilized by the Group are currency and interest rate swaps, cross currency swaps, currency options and currency forwards.

The Group classifies its derivative instruments as "Held-for-hedging" or "Held-for-trading" in accordance with "Turkish Accounting Standard for Financial Instruments: Recognition and Measurement" ("TAS 39"). Although certain derivative transactions provide effective economic hedges under the Bank's risk management position, in accordance with TAS 39 they are treated as derivatives "Held-for-trading".

Payables and receivables arising from the derivative instruments are followed in the off-balance sheet accounts at their contractual values.

Derivative instruments are remeasured at fair value after initial recognition. In accordance with the classification of the derivative instrument, if the fair value of a derivative financial instrument is positive, it is recorded to the account "Trading derivative financial assets" or "Hedging derivative financial assets"; if the fair value difference is negative, it is recorded to "Trading derivative financial liabilities" or "Hedging derivative financial liabilities". Differences in the fair value of trading derivative instruments are accounted as income/loss from derivative financial transactions under "trading income/loss" item in the income statement. The fair values of the derivative financial instruments are calculated using quoted market prices or by using discounted cash flow models.

The Group hedges its cash flow risk arising from TL and foreign currency floating rate borrowings through the use of interest rate swaps. Within the scope of cash flow hedge accounting, effective portion of the fair value changes of the hedging instrument is recognized under "Hedging reserves" within equity. Ineffective portion of the fair value changes of the hedging instrument is recognized in the income statement. If the cash flows (interest expenses) relating to hedged item affect the income statement, income/loss from related hedging instrument is also transferred from equity to income statement.

Embedded derivatives are separated from the host contract and accounted for as a derivative under TAS 39 if, and only if the economic characteristics and risks of the embedded derivative are not closely related to the economic characteristics and risks of the host contract, a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative and the hybrid instrument is not measured at fair value with changes in fair value recognized in profit or loss. When the host contract and embedded derivative are closely related, embedded derivatives are not separated from the host contract and are accounted according to the standard applied to the host contract.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

V. EXPLANATIONS ON INTEREST INCOME AND EXPENSE:

Interest income and expenses are recognized in the income by using the "Effective interest method". The Group ceases accruing interest income on non-performing loans and reverses any interest income accrued from such loans. No income is accounted until the collection is made according to the related regulation.

VI. EXPLANATIONS ON FEE AND COMMISSION INCOME AND EXPENSES:

Fees and commission income/expenses are primarily recognized on an accrual basis or "Effective interest method" according to the nature of the fee and commission, except for certain commission income and fees for various banking services which are recorded as income at the time of collection. Contract based fees or fees received for services such as the purchase and sale of assets on behalf of a third party or legal person are recognized as income at the time of collection.

VII. EXPLANATIONS ON FINANCIAL ASSETS:

The Group categorizes its financial assets as "Fair value through profit/loss", "Available for sale", "Loans and receivables" or "Held to maturity". Sale and purchase transactions of the financial assets mentioned above are recognized and derecognized at the "Settlement dates". The appropriate classification of financial assets of the Bank is determined at the time of purchase by the Group management, taking into consideration the purpose of the investment.

a. Financial assets at the fair value through profit or loss:

This category has two subcategories: "Trading financial assets" and "Financial assets designated at fair value through profit/loss at initial recognition".

Trading financial assets are financial assets which are either acquired for generating a profit from short-term fluctuations in prices or are financial assets included in a portfolio aimed at short-term profit making.

All regular way purchases and sales of trading financial assets are recognized at the settlement date, which is the date that the asset is delivered to/from the Bank. Trading financial assets are initially recognized at fair value and remeasured at their fair value after recognition. All gains and losses arising from these valuations are reflected in the income statement. Interest earned while holding trading financial assets is accounted as interest income and dividends received are included separately in dividend income.

Derivative financial assets are classified as trading financial assets unless they are used for hedging purposes. The accounting of derivative financial assets is explained in Note IV of Section Three.

The Group has no financial assets designated as financial assets at fair value through profit or loss.

b. Financial assets available for sale:

Financial assets available for sale consists of financial assets other than "Loan and receivables", "Held to maturity", "Financial assets at fair value through profit or loss" and non-derivative financial assets. Financial assets available for sale are recorded by adding transaction cost to acquisition cost reflecting the fair value of the financial asset.

After the recognition, financial assets available for sale are remeasured at fair value. Interest income arising from available for sale calculated with "Effective interest method" and dividend income from equity securities are reflected to income statement. "Unrealized gains and losses" arising from the difference between the amortised cost and the fair value of securities classified as available for sale are recognized in the account of "Marketable securities valuation differences" under shareholder's equity, unless these

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

assets are impaired, collected, sold, or disposed of. When these securities are collected or disposed of, the related fair value differences accumulated in the shareholders' equity are transferred to the income statement.

Available for sale equity securities that have a quoted market price in an active market and whose fair values can be reliably measured are carried at fair value. Available for sale equity securities that do not have a quoted market price in an active market and whose fair values cannot be reliably measured are carried at cost, less provision for impairment.

c. Loans and Receivables:

Loans and receivables are non-derivative financial assets that are not classified as financial assets at fair value through profit or loss or financial assets available for sale, are unlisted in an active market and whose payments are fixed or can be determined. Loans and receivables are carried initially by adding acquisition cost which reflect fair value to transaction costs and subsequently recognized at the discounted value calculated using the "Effective interest method". The expenses incurred for the assets received as collateral are not considered as transaction costs and are recognized in the expense accounts.

If the collectability of any receivable is identified as limited or doubtful by the management through assessments and estimates, the Group provides general and specific provisions for these loans and receivables in accordance with the "Communiqué Related to Principles and Procedures on Determining the Qualifications of Banks' Loans and Other Receivables and the Provision for These Loans and Other Receivables" published in the Official Gazette dated 1 November 2006, no. 26333 and amended in the Official Gazette dated 23 January 2009, no. 27119. Provision expenses are deducted from the net income of the period. If there is a subsequent collection from a receivable that was already provisioned in the previous years, the recovery amount is classified under "Other operating income". If a receivable is collected which is provisioned in the same year, it is deducted from the "Special Provisions for Loan and Other Receivables". Uncollectible receivables are written-off after all the legal procedures are finalized.

d. Held to maturity financial assets:

Held to maturity financial assets are non-derivative financial assets with fixed or determinable payments and fixed maturity that an entity has the positive intention and ability to hold to maturity other than those that the entity upon initial recognition designates as at fair value through profit or loss, those that the entity designates as available for sale; and those that meet the definition of loans and receivables. Held to maturity financial assets are initially recognized at acquisition cost including the transaction costs which reflects the fair value of the those instruments and subsequently recognized at amortized cost by using effective interest rate method. Interest income obtained from held to maturity financial assets is accounted in income statement.

There are no financial assets previously classified as held to maturity but which cannot be subject to this classification for two years due to the contradiction of classification principles.

The Bank has Consumer Price Index ("CPI") linked government bonds under available-for-sale and held-to maturity portfolios with semi-annual fixed real coupon rates and a maturity of 5 to 10 years. These marketable securities are valued and accounted by using effective interest rate method by considering the real coupon rates and reference inflation index at the issue date together with the index calculated by considering the estimated inflation rate. As disclosed in 'Inflation Indexed Bonds Manual' published by Turkish Treasury, reference index used for the real payments is determined based on the inflation rates of two month before. The estimated inflation rate used is updated during the year when necessary.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

VIII. EXPLANATIONS ON IMPAIRMENT OF FINANCIAL ASSETS:

It is assessed whether there is objective evidence for a financial asset or group of financial assets is impaired at each balance sheet date. Provision for impairment is provided when there is an objective evidence of impairment.

Where the estimated recoverable amount of the financial asset, being the present value of the expected future cash flows discounted based on the "Effective interest method", or the fair value if one exists, is lower than its carrying value, then it is concluded that the asset under consideration is impaired. A provision is made for the diminution in value of the impaired financial asset and this is charged against the income for the year. An explanation about the impairment of loans and receivables is given in Note VII-c of Section Three.

IX. EXPLANATIONS ON OFFSETTING FINANCIAL ASSETS:

Financial assets and liabilities are offset and the net amount is reported in the balance sheet when the Group has a legally enforceable right to offset the recognized amounts and there is an intention to collect/pay the related financial assets and liabilities on a net basis, or to realize the asset and settle the liability simultaneously.

X. EXPLANATIONS ON SALES AND REPURCHASE AGREEMENTS AND SECURITIES LENDING TRANSACTIONS:

Securities subject to repurchase agreements ("Repos") are classified as "Financial assets at fair value difference through profit or loss", "Available for sale securities" and "Held to maturity securities" in the balance sheet according to the investment purposes and measured according to the portfolio of the Group to which they belong. Funds obtained under repurchase agreements are accounted under "Funds provided under repurchase agreements" in liability accounts and differences between the sale and repurchase prices determined by these repurchase agreements are accrued evenly over the life of the repurchase agreement using the "Effective interest (internal return) method".

Funds given against securities purchased under agreements to resell ("Reverse repos") are accounted under "Receivables from reverse repurchase agreements" in the balance sheet. The difference between the purchase and resell price determined by these repurchase agreements is accrued evenly over the life of repurchase agreements using the "Effective interest method". The Group has no securities lending transactions.

XI. EXPLANATIONS ON PROPERTY AND EQUIPMENT HELD FOR SALE PURPOSE AND RELATED TO DISCONTINUED OPERATIONS:

The Group has no discontinued operations.

Property and equipment held-for-sale consist of tangible assets that were acquired due to non-performing receivables, and are accounted in the financial statements in accordance with the "Communiqué Regarding the Principles and Procedures for the Disposals of Immovables and Commodities Acquired due to Receivables and for Trading of Precious Metal" published in the Official Gazette dated 1 November 2006, no.26333.

XII. EXPLANATIONS ON GOODWILL AND OTHER INTANGIBLE ASSETS:

As of 31 December 2012, the Group has no goodwill.

Intangible assets are measured at cost on initial recognition and any directly attributable costs of setting the asset to work for its intended use are included in the initial measurement. Subsequently, intangible

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

assets are carried at historical costs after the deduction of accumulated depreciation and the provision for value decreases.

Intangibles are amortized over three to five years (their estimated useful lives) using the straight-line method. The useful life of the asset is determined by assessing the expected useful time of the asset, technical, technological and other kinds of wear and tear and all required maintenance expenses necessary to utilize the economic benefit from the asset.

XIII. EXPLANATIONS ON PROPERTY AND EQUIPMENT:

Property and equipment is measured at its cost when initially recognized and any directly attributable costs of setting the asset in working order for its intended use are included in the initial measurement. Subsequently, property and equipment is carried at cost less accumulated depreciation and provision for value decrease.

Depreciation is calculated over the cost of property and equipment using the straight-line method over estimated useful lives. The estimated useful lives are stated below:

Buildings	50 years
Machinery, furniture, fixtures and vehicles	5 years

The depreciation charge for items remaining in the property and equipment for less than an accounting period at the balance sheet date is calculated in proportion to the period the item will remain in property and equipment.

Where the carrying amount of an asset is greater than its estimated "Net realizable value amount", it is written down to its "Net realizable value amount" and the impairment loss is charged to the income statement.

Gains and losses on the disposal of property and equipment are determined by deducting the net book value of the property and equipment from its sales revenue.

Expenditures for the repair and renewal of property and equipment are recognized as expense. The capital expenditures incurred in order to increase the capacity of the tangible asset or to increase the future benefit of the asset are capitalized on the cost of the tangible asset. Capital expenditures include the cost components that increase the useful life, or the capacity of the asset, increase the quality of the product or decrease its costs.

XIV. EXPLANATIONS ON LEASING TRANSACTIONS:

Assets acquired under finance lease agreements are capitalized at the inception of the lease at the "Lower of the fair value of the leased asset or the present value of the lease installments that are going to be paid for the leased asset". Leased assets are included in the property and equipment and depreciation is charged on a straight-line basis over the useful life of the asset. If there is any impairment in value of the leased asset, an impairment loss is recognized. Liabilities arising from the leasing transactions are included in "Finance lease payables" in the balance sheet. Interest and foreign exchange expenses regarding lease transactions are charged to the income statement.

The Group performs financial leasing operations as a "Lessor" through Ak Finansal Kiralama A.Ş. which is a consolidated subsidiary. The asset subject to the financial leasing is presented in the balance sheet as receivable equal to the net leasing amount. Interest income is recognized over the term of the lease using the net investment method which reflects a constant periodic rate of return and the unearned portion is followed under unearned interest income account.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

The Group provides specific provisions for financial lease receivables in accordance with the "Communiqué Regarding the Principles and Procedures for the Provisions Provided for Receivables by Financial Leasing, Factoring and Finance Companies" published in Official Gazette no. 26588, dated 20 July 2007. The Group provides general provisions for non-impaired financial lease receivables.

Transactions regarding operational agreements are accounted on an accrual basis in accordance with the terms of the related contracts.

XV. EXPLANATIONS ON PROVISIONS AND CONTINGENT LIABILITIES:

Provisions and contingent liabilities are accounted in accordance with, "Turkish Accounting Standard for Provisions, Contingent Liabilities and Contingent Assets" ("TAS 37").

Provisions are recognized when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. A provision for contingent liabilities arising from past events should be recognized in the same period of occurrence in accordance with the periodicity principle. When the amount of the obligation cannot be reliably estimated and there is no possibility of an outflow of resources from the Group, it is considered that a "Contingent" liability exists and it is disclosed in the related notes to the financial statements.

The Competition Board has initiated an investigation in accordance with Law No. 4054 on the Protection of Competition, with its decision dated November 2, 2011 and numbered 11-55/1438 – M, against 12 banks and 2 firms in the financial services industry, including the Bank to determine whether the 4th clause of the aforementioned Law was violated through agreements limiting competition. The investigation is still continuing and the Bank does not foresee any effects on the financial statements.

XVI. EXPLANATIONS ON CONTINGENT ASSETS:

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits to the entity. Contingent assets are not recognized in financial statements since this may result in the recognition of income that may never be realized. Contingent assets are disclosed where an inflow of economic benefits is probable. Contingent assets are assessed continually to ensure that developments are appropriately reflected in the financial statements. If it has become virtually certain that an inflow of economic benefits will arise, the asset and the related income are recognized in the financial statements in which the change occurs.

XVII. EXPLANATIONS ON OBLIGATIONS RELATED TO EMPLOYEE RIGHTS:

a. Employment termination benefits and vacation rights:

Obligations related to employment termination and vacation rights are accounted for in accordance with "Turkish Accounting Standard for Employee Rights" ("TAS 19") and are classified under the "Reserve for Employee Rights" account in the balance sheet.

Under the Turkish Labor Law, the Bank and its subsidiaries operating in Turkey are required to pay a specific amount to the employees who have retired or whose employment is terminated other than the reasons specified in the Turkish Labor Law. According to the related regulation, the Bank is obliged to pay termination benefits for employees who retire, quit for their military service obligations, who have been dismissed as defined in the related regulation or who have completed at least one year of service. The reserve for employment termination benefits represents the present value of the estimated total reserve for the future probable obligation of the Group arising from this liability.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

b. Retirement rights:

The Bank's personnel are members of the "Akbank T.A.Ş. Personnel Pension Fund Foundation" ("Pension Fund") established in accordance with the Social Security Law numbered 506, article No.20. The financial statements of the Pension Fund have been audited as of year ends by an independent actuary in accordance with the 38th article of the Insurance Supervisory Law and the "Actuarial Regulation" based on the same article.

Temporary 23rd article paragraph ("the paragraph") 1 of the Banking Law No 5411 published in the Official Gazette no 25983 dated 1 November 2005 envisaged that Banks would transfer their pension funds to the Social Security Institution ("SSI") within three years following the publication date of the Banking Law, and regulated the principles of this transfer. The first paragraph of the related article was rescinded as from the 31 March 2007, the publication date of the decision of the Constitutional Court dated 22 March 2007. The reasoned decree regarding the rescission of the mentioned paragraph was published in the Official Gazette numbered 26731, dated 15 December 2007.

Following the publication of the reasoned decree of the Constitutional Court, Turkish Grand National Assembly commenced to work on a new law regarding the transfer of the members of funds to the Social Security Institution; the related articles of the Social Security Law ("New Law") numbered 5754 regarding the transfer of the funds, were ratified by the TGNA General Meeting on 17 April 2008 and came into effect following the publication in the Official Gazette numbered 26870, dated 8 May 2008.

The main opposition party had appealed to the Constitutional Court for the cancellation of some of the articles of the New Law including transfer of the Funds to the SSI on 19 June 2008. The Constitution Court has dismissed the appeal with the decision taken in the meeting dated 30 March 2011. The reasoned decision has been published in the Official Gazette dated 28 December 2011 and numbered 28156.

The New Law was requiring that present value of post-employment benefits at the transfer date shall be calculated by a commission consisting of the representatives of SSI, Ministry of Finance, Undersecretariat of Treasury, Undersecretariat of State Planning Organization, BRSA, SDIF and banks and funds, by using a technical discount rate of 9,8 percent taking into consideration the transferrable contributions and payments of the funds including any monthly payment differences paid by the funds above the limits within the framework of SSI regulations. Accordingly the transfer required by the New Law was to be completed until 8 May 2011. According to the decision of the Council of Ministers published on the Official Gazette dated 9 April 2011 no. 27900, the time frame for related transfer has been extended for two years. The transfer should be completed until 8 May 2013. With the change in first clause of 20nd provisional article of the "Social Insurance and General Health Insurance Law no. 5510" published on the Official Gazette no. 28227 dated 8 March 2012, the postponement right of the Council of Ministers has been extended from two years to four years.

According to the New Law, following the transfer of the members of the fund to the SSI, the funds and institutions will continue to provide the non-transferrable social benefits and payments which are included in the articles of association of the fund.

With respect to that, according to the technical balance sheet report as at 31 December 2012 prepared considering the related articles of the New Law regarding the transferrable benefit obligations and in accordance with TAS 19 for the non-transferrable social benefits and payments which are included in the articles of association and audited within the framework stated in the first paragraph above. The fund has no technical or actual deficit which requires a provision. Since the Bank has no legal right to hold the

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

present value of any economic benefits available in the form of refunds from Pension Fund or reductions in future contributions to Pension Fund, no asset is recognized in the Bank's financial statements.

Additionally, the Bank management is of the opinion that the possible obligation amount to arise during and after the transfer to be made within the framework described above will be at a reasonable level that can be met by the Fund's assets and will not bring any additional burden for the Bank.

The consolidated affiliates do not have the above mentioned retirement benefit plans for their employees. The retirement related benefits of the employees of the consolidated affiliates are subject to the Social Security Institution and other defined contribution plans.

XVIII. EXPLANATIONS ON TAXATION:

a. Current tax:

Turkish Tax Legislation does not permit a parent bank and its subsidiaries to file a consolidated tax return. Therefore, a provision for taxes, as reflected in the consolidated financial statements, has been calculated on a separate-entity basis.

In Turkey, corporate tax rate is 20%. Corporate tax is calculated on the total income of the Bank after adjusting for certain disallowable expenses, tax-exempt income and other allowances. No further tax is payable unless the profit is distributed.

Dividends paid to non-resident corporations, which have a place of business in Turkey or are resident corporations, are not subject to withholding tax. Otherwise, dividends paid are subject to withholding tax at the rate of 15%. An increase in capital via issuing bonus shares is not considered as profit distribution and thus does not incur withholding tax.

Corporations are required to pay advance corporate tax quarterly at a rate of 20% on their corporate income. Advance tax is declared by the 14th day and paid by the 17th day of the second month following each calendar quarter end. Advance tax paid by corporations which is for the current period is credited against the annual corporation tax calculated on their annual corporate income in the following year. Despite the offset, if there is temporary prepaid tax remaining, this balance can be refunded or used to offset any other financial liabilities to the government.

A 75% portion of the capital gains derived from the sale of equity investments and immovable properties held for at least two years is tax exempt, if such gains are added to paid-in capital or held in a special fund account under liability for five years.

Under the Turkish Corporate Tax Law, losses can be carried forward to offset against future taxable income for up to five years. Tax losses cannot be carried back to offset profits from previous periods.

In Turkey, there is no procedure for a final and definitive agreement on tax assessments. Companies file their tax returns until the 25th day of the following fourth month after the closing of the accounting year to which they relate. Tax returns are open for five years from the beginning of the year following the date of filing during which time period the tax authorities have the right to audit tax returns, and the related accounting records on which they are based, and may issue re-assessments based on their findings.

Current tax, related to items recognized directly in equity is also credited or charged directly to equity.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

b. Deferred tax:

The Group calculates and accounts for deferred income taxes for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in these financial statements in accordance with "Turkish Accounting Standard for Income Taxes" ("TAS 12") and the related decrees of the BRSA concerning income taxes. In the deferred tax calculation, the enacted tax rate, in accordance with the tax legislation, is used as of the balance sheet date.

Deferred tax liabilities are recognized for all resulting temporary differences whereas deferred tax assets resulting from temporary differences are recognized to the extent that it is probable that future taxable profit will be available against which the deferred tax assets can be utilized. Deferred tax asset is not provided over provisions for possible risks and general loan loss provisions according to the circular of BRSA numbered BRSA.DZM.2/13/1-a-3 and dated 8 December 2004.

According to TAS 12, deferred taxes and liabilities resulting from different subsidiaries subject to consolidation are not presented as net; rather they are presented separately as assets and liabilities in the financial statements.

Deferred tax, related to items recognized directly in equity is also credited or charged directly to equity.

XIX. EXPLANATIONS ON BORROWINGS:

Derivative financial instruments are carried at their fair values and other financial liabilities are carried at amortized cost using the "Effective interest method".

XX. EXPLANATIONS ON ISSUANCE OF SHARE CERTIFICATES:

There is no security issuance as of 31 December 2012.

XXI. EXPLANATIONS ON AVALIZED DRAFTS AND ACCEPTANCES:

Avalized drafts and acceptances shown as liabilities against assets are included in the off-balance sheet commitments.

XXII. EXPLANATIONS ON GOVERNMENT GRANTS:

As of 31 December 2012 and 31 December 2011, there is no government grant for the Group.

XXIII. EXPLANATIONS ON SEGMENT REPORTING:

An operating segment is a component of an entity:

- (a) that engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity),
- (b) whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance, and
- (c) for which discrete financial information is available.

Reporting according to the operational segment is presented in Note IX of Section Four.

XXIV. PROFIT RESERVES AND PROFIT APPROPRIATION:

Retained earnings as per the statutory financial statements other than legal reserves are available for distribution, subject to the legal reserve requirement referred to below.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Under the Turkish Commercial Code, legal reserves consist of first legal reserve and second legal reserve. First legal reserve, appropriated at the rate of 5%, until the total reserve is equal to 20% of issued and fully paid-in share capital. Second legal reserve, appropriated at the rate of at least 10% of distributions in excess of 5% of issued and fully paid-in share capital, but Holding companies are not subject to such transaction. According to the Turkish Commercial Code, legal reserves can only be used to compensate accumulated losses and cannot be used for other purposes unless they exceed 50% of paid-in capital.

The Ordinary General Assembly Meeting of the Bank was held on 30 March 2012. In the Ordinary General Assembly, it was decided to distribute a TL 418.595 cash dividend over the TL 2.394.527 net income from 2011 operations to the Bank's shareholders, Chairman and Members of the Board of Directors. It was also resolved in the General Assembly to transfer TL 79.408 to other capital reserves, to allocate TL 79.033 as legal and TL 1.817.491 as extraordinary reserves.

XXV. EARNINGS PER SHARE:

Earnings per share disclosed in the income statement are calculated by dividing net profit for the year the weighted average number of shares outstanding during the period concerned.

	Current Period	Prior Period
	31 December 2012	31 December 2011
Net Profit for the Year	3.004.910	2.536.375
Average Number of Issued Common Shares (Thousand)	400.000.000	400.000.000
Earnings Per Share (Amounts presented as full TL)	0,00751	0,00634

In Turkey, companies can increase their share capital by making a pro-rata distribution of shares ("Bonus shares") to existing shareholders from retained earnings. For the purpose of earnings per share computations, the weighted average number of shares outstanding during the year has been adjusted in respect of bonus shares issued without a corresponding change in resources by giving them a retroactive effect for the year in which they were issued and for each earlier period.

No any bonus shares issued in 2012 (2011: (-))

XXVI. RELATED PARTIES:

Parties defined in article 49 of the Banking Law No.5411, Bank's senior management, and Board Members are deemed as related parties. Transactions regarding related parties are presented in Note VI of Section Five.

XXVII. CASH AND CASH EQUIVALENT ASSETS:

For the purposes of the cash flow statement, cash includes cash effectives, cash in transit, purchased cheques and demand deposits including balances with the Central Bank; and cash equivalents include interbank money market placements, time deposits at banks with original maturity periods of less than three months and investments on marketable securities other than common stocks.

XXVIII. RECLASSIFICATIONS:

In order to be consistent with the presentation of financial statements dated 31 December 2012, there are certain reclassifications made on income and expenses accounted under shareholders' equity statements and cash flow statements as of 31 December 2011.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

SECTION FOUR

INFORMATION RELATED TO FINANCIAL POSITION AND RISK MANAGEMENT OF THE GROUP

I. EXPLANATIONS ON CAPITAL ADEQUACY RATIO:

- a.** The Group's and Bank's capital adequacy ratio, calculated in accordance with the "Regulation on Measurement and Assessment of Capital Adequacy Ratios of Banks" (Basel II) which became effective as of 1 July 2012, are respectively %17,88 and %18,63. This ratio is well above the minimum ratio required by the legislation.
- b.** Capital adequacy ratio has been calculated in accordance with the "Regulation on Measurement and Assessment of Capital Adequacy of Banks", "Credit Risk Mitigation Techniques" and "Calculation of Risk-Weighted Amounts for Securitizations" Communiqués that have been published in Official Gazette no. 28337 on 28 June 2012 and became effective as of 1 July 2012 and "Regulation on Equity of Banks" that has been published in Official Gazette no. 26333 on November 1, 2006.

Capital adequacy ratio is calculated based on total capital requirements needed for credit risk, market risk and operational risk. Credit risk is calculated by holding risk-weighted assets and non-cash loans subject to risk-weights in the relevant legislation and taking risk mitigation techniques into account; the standard method is used to calculate market risk and the basic indicator approach is used to calculate operational risk.

The following tables show the details of risk-weighted assets which constitute the basis for calculating the Bank's capital adequacy ratio and Bank's equity calculation.

c. Information related to consolidated capital adequacy ratio:

	Consolidated								
	0%	10%	20%	50%	75%	100%	150%	200%	1250%
Weighted credit risk	-	-	1.441.552	13.899.585	22.163.798	61.287.851	4.002.483	12.883.190	
Risk classifications:									
Conditional and unconditional receivables from central governments and Central Banks	48.372.973	-	149.185	10.858.032	-	-	-	-	-
Conditional and unconditional receivables from regional or local governments	-	-	-	44	-	-	-	-	-
Conditional and unconditional receivables from administrative bodies and non-commercial enterprises	-	-	-	-	-	24.083	-	-	-
Conditional and unconditional receivables from multilateral development banks	-	-	-	-	-	-	-	-	-
Conditional and unconditional receivables from international organizations	-	-	-	-	-	-	-	-	-
Conditional and unconditional receivables from banks and brokerage houses	-	-	7.057.853	7.359.328	-	269.267	-	-	-
Conditional and unconditional receivables from corporates	6.462	-	-	-	-	57.577.134	-	-	-
Conditional and unconditional receivables from retail portfolios	-	-	-	-	29.551.730	-	-	-	-
Conditional and unconditional receivables secured by mortgages	-	-	-	9.581.766	-	777.035	-	-	-
Past due receivables	-	-	-	-	-	108.455	3.161	-	-
Receivables defined under high risk category by BRSA	-	-	-	-	-	-	2.665.161	6.441.595	-
Securities collateralized by mortgages	-	-	-	-	-	-	-	-	-
Securitization positions	-	-	-	-	-	-	-	-	-
Short-term receivables from banks, brokerage houses and corporates	-	-	-	-	-	-	-	-	-
Investments similar to collective investment funds	-	-	-	-	-	239.123	-	-	-
Other receivables	1.420.119	-	723	-	-	2.292.754	-	-	-

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

	BANK								
	Risk weights								
	0%	10%	20%	50%	75%	100%	150%	200%	1250%
Weighted Credit Risk	-	-	1.549.144	13.202.632	22.106.570	54.182.572	3.997.742	12.883.190	-
Risk classifications:									
Conditional and unconditional receivables from central governments and Central Banks	48.259.649	-	149.185	10.858.032	-	-	-	-	-
Conditional and unconditional receivables from regional or local governments	-	-	-	44	-	-	-	-	-
Conditional and unconditional receivables from administrative bodies and non-commercial enterprises	-	-	-	-	-	23.908	-	-	-
Conditional and unconditional receivables from multilateral development banks	-	-	-	-	-	-	-	-	-
Conditional and unconditional receivables from international organizations	-	-	-	-	-	-	-	-	-
Conditional and unconditional receivables from banks and brokerage houses	808.257	-	7.595.811	5.965.422	-	247.156	-	-	-
Conditional and unconditional receivables from corporates	6.462	-	-	-	-	50.771.605	-	-	-
Conditional and unconditional receivables from retail portfolios	-	-	-	-	29.475.426	-	-	-	-
Conditional and unconditional receivables secured by mortgages	-	-	-	9.581.766	-	777.034	-	-	-
Past due receivables	-	-	-	-	-	92.850	-	-	-
Receivables defined under high risk category by BRSA	-	-	-	-	-	-	2.665.161	6.441.595	-
Securities collateralized by mortgages	-	-	-	-	-	-	-	-	-
Securitization positions	-	-	-	-	-	-	-	-	-
Short-term receivables from banks, brokerage houses and corporates	-	-	-	-	-	-	-	-	-
Investments similar to collective investment funds	-	-	-	-	-	239.123	-	-	-
Other receivables	1.420.117	-	723	-	-	2.030.896	-	-	-

d. Summary information related to capital adequacy ratio:

	Current Period 31 December 2012	
	Consolidated	Bank
Capital Requirement for Credit Risk (Value at credit risk *0,08) (CRCR)	9.254.277	8.633.748
Capital Requirement for Market Risk (CRMR)	85.374	72.815
Capital Requirement for Operational Risk (CROR)	851.725	820.701
Shareholders' equity	22.779.043	22.187.996
Shareholders' equity /[(CRCR+CRMR+CROR) * 12,5] * 100	17,88	18,63

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

e. Information about consolidated shareholders' equity items:

	Current Period 31 December 2012	Prior Period 31 December 2011
CORE CAPITAL		
Paid-in capital	4.000.000	4.000.000
Nominal Capital	4.000.000	4.000.000
Capital Commitments (-)	-	-
Inflation Adjustment to Share Capital	1.405.892	1.411.134
Share Premium	1.700.000	1.700.030
Share Cancellation Profits	-	-
Legal Reserves, Status Reserves and Extraordinary Reserves	10.488.587	8.537.144
Inflation Adjustment to Legal Reserves, Status Reserves and Extraordinary Reserves	-	-
Profit	3.349.174	2.745.214
Net Income for the Period	3.004.910	2.536.375
Prior Period Profit	344.264	208.839
Provisions for Possible Risks up to 25% of Core Capital	-	-
Profit on Disposal of Associates, Subsidiaries and Immovables to be Transferred to	47.106	47.106
Primary Subordinated Loans up to 15% of Core Capital.	-	-
Minority Rights	73	9.762
Uncovered Portion of Loss with Reserves (-)	-	-
Net Current Period Loss	-	-
Prior Period Loss	-	-
Leasehold Improvements (-)	56.046	48.384
Intangible Assets (-)	113.757	102.215
Deferred Tax Asset Amount Exceeding 10% of Core Capital (-)	-	-
Limit Exceeding Amount Regarding the Third Clause of the Article 56 of the Law (-)	-	-
Consolidation Goodwill (net)	-	-
Total Core Capital	20.821.029	18.299.791
SUPPLEMENTARY CAPITAL		
General Provisions	1.208.184	812.438
45% of the Increase in Movables Revaluation Fund	-	-
45% of the Increase in Immovables Revaluation Fund	-	-
Bonus Shares from Investment in Associates, Subsidiaries and Joint Ventures that are not recognized in Profit	236	236
Primary Subordinated Loans which are not considered in the calculation of Core Capital	-	-
Secondary Subordinated Loans	-	-
45% of Value Increase Fund of Financial Assets Available For Sale, Associates and Subsidiaries	753.200	(163.311)
Inflation Adjustment to Capital Reserves, Profit Reserves and Prior Year's Income or Loss (Excluding Inflation Adjustment to Legal Reserves, Status Reserves and Extraordinary Reserves)	-	-
Minority share	-	-
Total Supplementary Capital	1.961.620	649.363
CAPITAL	22.782.649	18.949.154

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

	Current Period 31 December 2012	Prior Period 31 December 2011 (*)
DEDUCTIONS FROM CAPITAL	3.606	4.964
Shareholdings in those of banks and financial organizations (both local and foreign) in which ten percent or more of capital is held, which are not consolidated	-	-
Sum of shareholdings in the banks and financial organizations (both local and domestic) in which less than ten percent of capital is held, which is in excess of ten percent or more of the sum of the Bank's Core Capital and Supplementary Capital	-	-
Credits having the nature of secondary subordinated loan to banks and financial organizations (both local and foreign) or to qualified shareholders and borrowing instruments having the nature of debts similar to primary or secondary subordinated loan, which are purchased from them	-	-
Loans Extended contrary to the provisions of Articles 50 and 51 of the Law	-	-
Net Book Value of Immovables exceeding 50% of Bank's Equity and Immovables acquired against Bank's receivables that should be disposed within five years in accordance with Article 57 of the Law, but not yet disposed	336	1.076
Securitization positions to be deducted from Equity	-	-
Other	3.270	3.888
TOTAL CAPITAL	22.779.043	18.944.190

(*) Certain reclassifications have been made in the prior period figures in order to be consistent with current presentation which has been changed in accordance with the "Publicly Announced Financial Statements and Related Disclosures and Footnotes" Communiqué published in the Official Gazette no. 28337 on 28 June 2012 whereas the total capital balance has remained unchanged.

f. The approach used to evaluate the internal capital requirement for the purpose of evaluating its adequacy for the current and future operations within the internal capital adequacy process

In parallel with the Bank's preparation of yearly business plan and 3 year strategic plan, the legal and internal capital adequacy requirements are evaluated prospectively. In the legal capital requirement calculations the credit risk within the first pillar bloc, the market risk and the operational risk are included, whereas in the internal capital requirement calculations in addition to the first pillar blocs, the second pillar concepts such as interest rate risk of banking accounts, concentration risk and business risk, reputational risk, model risk, trade risk are also included.

In addition to normal planning conditions, legal and capital adequacy ratio are also evaluated under stress conditions. Capital adequacy calculations are performed under two different stress scenarios being mild and strong. After forecasting macroeconomic variables within the scope of stress scenarios the effect of these variables on credit cost and market risk factors (FX currency, interest rate etc.) is modelled. The effect of stress scenarios on equity, income, risk weighted assets and capital adequacy is calculated.

II. EXPLANATIONS ON CREDIT RISK :

- a.** Credit risk is the risk that the counterparties may be unable to meet the terms of their agreements. This risk is monitored by reference to credit risk ratings and managed by limiting the aggregate risk to any individual counterparty, group of companies and industry. Credit risks are determined for each individual customer, enterprise, business group and risk groups separately. While determining credit risk, criteria

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

such as the customers' financial strength, commercial capacities, sectors, geographic areas and capital structure are evaluated. Analyses of the financial position of the customers are based on the statements of account and other information in accordance with the related legislation. Previously determined credit limits are constantly revised according to changing conditions. The type and amount of collateral and guarantees to be obtained are specified on a customer basis during the determination of credit limits.

During loan extensions, limits determined on a customer and product basis are essentially followed up; information on risk and limits is closely monitored.

For daily Treasury operations limit allocation and follow-up is performed by the treasury.

Credit worthiness of loan and other receivable debtors are watched regularly and in line with related regulations. In case of an increase in credit debtor's risk level credit limits are re-determined or additional guarantee is taken. For new credit accounts, account follow-up documents are taken in accordance with the related regulation.

The Bank considers loans that have overdue principal and interest payments and are classified as 2nd Group according to "the Communiqué on "Determining the Quality of Loans and Other Receivables by Banks and Procedures and Principles of Provisions to be made" as "past due loans."

Loans that have overdue principal and interest payments for more than 90 days after the maturity date or the debtor of which are deemed unworthy by the Bank are considered "impaired loans."

The Bank calculates general loan loss provision for "past due loans" and special provision for "impaired loans" according to the Communiqué on "Determining the Quality of Loans and Other Receivables by Banks and Procedures and Principles of Provisions to be made."

Risk Classifications	Current Period Risk Amount (*)	Average Risk Amount (**)
Conditional and unconditional receivables from central governments and Central Banks	63.204.870	62.564.554
Conditional and unconditional receivables from regional or local governments	222	222
Conditional and unconditional receivables from administrative bodies and non-commercial enterprises	53.994	65.849
Conditional and unconditional receivables from multilateral development banks	-	-
Conditional and unconditional receivables from international organizations	-	-
Conditional and unconditional receivables from banks and brokerage houses	34.838.319	35.591.072
Conditional and unconditional receivables from corporate	69.159.023	68.023.338
Conditional and unconditional receivables from retail portfolios	52.275.782	50.416.908
Conditional and unconditional receivables secured by mortgages	10.620.382	10.013.278
Past due receivables	111.616	111.348
Receivables defined under high risk category by BRSA	9.106.756	8.472.383
Securities collateralized by mortgages	-	-
Securitization positions	-	-
Short-term receivables from banks, brokerage houses and corporate	-	-
Investments similar to collective investment funds	239.123	229.165
Other receivables	3.713.596	3.390.022
Total	243.323.683	238.878.137

(*) The figures represent total risk amounts before Credit Risk Mitigation and before credit conversion factor

(**) Average risk amount is calculated by taking arithmetic average of the amounts in monthly prepared reports from the date "Regulation on Measurement and Assessment of Capital Adequacy of Banks" was published, 28 June 2012, to the end of respective period.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

- b.** Risk control limits exist that are placed against credit and market risk from of forward transaction and option agreements and other similar agreements. Control limits exist on forward and option agreements and other similar agreements. The undertaken credit risk of these types of instruments is managed together with market risk.
- c.** The risks of the forward, option and other similar type agreements are followed regularly and as deemed necessary based on the credit risk, the risks are tried to be minimized.
- d.** Non-cash loans turned into cash loans are included in the same risk group as overdue cash loans which are not collected upon maturity. Credit risk management is applied for all positions involving counterparty risk.

Rescheduled or restructured loans are followed by the Bank according to Group's credit risk management and follow-up principles. Relevant customer's financial status and commercial operations are constantly analyzed and payment schedule is closely monitored by related business segment. Monitoring continues until the receivables from the loans are completely collected.

The Group considers that long-term commitments are more exposed to credit risk than short-term commitments, and points such as defining risk limits for long-term risks and obtaining collateral are treated in a wider extent than short-term risks.

- e.** The Group's banking activities in foreign countries and credit transactions do not constitute an important risk in terms of the related countries' economic conditions and activities of customers and companies.

When considered within the financial activities of other financial institutions, the Group as an active participant in the national and international banking market is not exposed to a significant credit risk. As seen in the Group's balance sheet, the ratio of loans under follow-up to total loans is as low as 1,2% (31 December 2011: 1,7%)and 100% provision has been provided.

- f.**
 - 1. The proportion of the Parent Bank's top 100 and 200 cash loan balances in total cash loans is 28% and 34% respectively. (31 December 2011: 31% and 37%).
 - 2. The proportion of the Parent Bank's top 100 and 200 customers' non-cash loan balances in total non-cash loans is %61 and %73. (31 Decemer 2011 %64 and %75)
 - 3. The proportion of the Bank's top 100 and 200 customers' cash and non-cash loan balances in total balance sheet assets and non-cash loans %18 and %22%. (31 December 2011 %18 and %23)
- g.** The Bank provided a general loan loss provision amounting to TL 1.208.184 (31 December 2011: TL 812.438).

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

h. Information on loan types and provisions:

Current Period - 31 December 2012	Commercial Loans	Consumer Loans	Credit Cards	Total
Standard Loans	57.090.102	19.594.860	12.637.817	89.322.779
Close Monitoring Loans	608.822	1.349.237	986.561	2.944.620
Loans Under Follow-up	484.949	299.777	330.730	1.115.456
Specific Provision (-)	392.099	299.777	330.730	1.022.606
Total	57.791.774	20.944.097	13.624.378	92.360.249

Prior Period - 31 December 2011	Commercial Loans	Consumer Loans	Credit Cards	Total
Standard Loans	48.267.175	14.996.158	9.741.317	73.004.650
Close Monitoring Loans	480.203	594.801	183.056	1.258.060
Loans Under Follow-up	643.600	305.922	313.137	1.262.659
Specific Provision (-)	550.750	305.922	313.137	1.169.809
Total	48.840.228	15.590.959	9.924.373	74.355.560

As of 31 December 2012, the Bank has set 100% specific provision amounting to TL 41 million (31 December 2011: TL 41 million) after taking the collaterals into consideration for one of its commercial loans amounting to TL 134 million (31 December 2011: TL 134 million).

i. Information on the movement of provision for loan and other receivables of the Bank:

	Commercial Loans	Consumer Loans	Credit Cards	Total
1 January 2012	549.489	307.183	313.137	1.169.809
Transferred during the period	209.337	243.375	317.972	770.684
Collection	(99.184)	(100.947)	(77.418)	(277.549)
Write-off (*)	(267.538)	(149.834)	(222.961)	(640.333)
Currency difference	(5)	-	-	(5)
31 December 2012	392.099	299.777	330.730	1.022.606

(*)TL 500,1 million of the Bank's non-performing loan portfolio were sold to Girişim Varlık Yönetimi A.Ş. at a price of TL 95.1 million as of 1 October 2012. Sold amount is included in "write-off" section in above table.

	Commercial Loans	Consumer Loans	Credit Cards	Total
1 January 2011	630.002	329.763	319.869	1.279.634
Transferred during the period	119.522	120.790	142.394	382.706
Collection	(152.011)	(114.082)	(93.501)	(359.594)
Write-off	(48.043)	(29.288)	(55.625)	(132.956)
Currency difference	19	-	-	19
31 December 2011	549.489	307.183	313.137	1.169.809

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

j. Information on debt securities, treasury bills and other eligible bills:

Current Period - 31 December 2012	Trading Financial Assets	Available for Sale Financial Assets	Held to Maturity Securities	Total
Moody's Rating				
Aaa	-	17.731	-	17.731
A1, A2, A3	3.268	457.002	-	460.270
Baa1, Baa2, Baa3	-	1.033.864	-	1.033.864
Ba1	10.885	40.865.916	3.637.468	44.514.269
Ba2	-	-	-	-
Total	14.153	42.374.513	3.637.468	46.026.134

Prior Period - 31 December 2011	Trading Financial Assets	Available for Sale Financial Assets	Held to Maturity Securities	Total
Moody's Rating				
Aaa	-	162.927	-	162.927
A1, A2, A3	-	599.615	-	599.615
Baa1, Baa2, Baa3	-	362.127	-	362.127
Ba1	-	-	-	-
Ba2	150.314	37.650.892	4.824.470	42.625.676
Total	150.314	38.775.561	4.824.470	43.750.345

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

k. Profile on significant risks in significant regions:

	Risk Categories (*)																
31 December 2012	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	Total
Domestic	62,780,250	45	34,204	-	-	9,712,776	56,265,768	29,763,285	10,347,990	111,617	9,104,651	-	-	-	239,123	3,692,809	182,052,518
European Union Countries	262,509	-	216	-	-	14,444,706	1,185,936	1,887	9,253	-	1,620	-	-	-	-	20,787	15,926,914
OECD Countries(**)	-	-	-	-	-	1,435,886	1	97	1,562	-	-	-	-	-	-	-	1,437,546
Off- Shore Regions	-	-	-	-	-	6,140	13	-	83	-	430	-	-	-	-	-	6,666
USA, Canada	-	-	-	-	-	3,806,333	197,013	110	1,061	-	1	-	-	-	-	1	4,004,519
Other Countries	-	-	-	-	-	541,909	416,966	312	2,138	-	55	-	-	-	-	-	961,380
Investment and associates, subsidiaries and joint ventures	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Undistributed Assets / Liabilities***	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total	63,042,759	45	34,420	-	-	29,947,750	58,065,697	29,765,691	10,362,087	111,617	9,106,757	-	-	-	239,123	3,713,597	204,389,543

1. Conditional and unconditional receivables from central governments and Central Banks
2. Conditional and unconditional receivables from regional or local governments
3. Conditional and unconditional receivables from administrative bodies and non-commercial enterprises
4. Conditional and unconditional receivables from multilateral development banks
5. Conditional and unconditional receivables from international organizations
6. Conditional and unconditional receivables from banks and brokerage houses
7. Conditional and unconditional receivables from corporates
8. Conditional and unconditional receivables from retail portfolios
9. Conditional and unconditional receivables secured by mortgages
10. Past due receivables
11. Receivables defined under high risk category by BRSA
12. Securities collateralized by mortgages
13. Securitization positions
14. Short-term receivables from banks, brokerage houses and corporates
15. Investments similar to collective investment funds
16. Other receivables

(*) Risk categories that are defined in "Communiqué on Measurement and Assessment of Capital Adequacy of Banks"
 (**) EU countries, OECD countries other than USA and Canada
 (***) Assets and liabilities that are not distributed according to a consistent principle

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

I. Risk Profile according to sectors and counterparties:

31 December 2012	Risk Categories (*)																Total		
	1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16		TL	FC
Agricultural	-	-	338	-	-	-	172.810	118.823	39.705	92	12.461	-	-	-	-	-	308.345	35.884	344.229
Farming and raising livestock	-	-	338	-	-	-	160.053	79.840	16.774	92	11.930	-	-	-	-	-	237.453	31.574	269.027
Forestry	-	-	-	-	-	-	6.099	37.111	20.674	-	367	-	-	-	-	-	63.195	1.056	64.251
Fishing	-	-	-	-	-	-	6.658	1.872	2.257	-	164	-	-	-	-	-	7.697	3.254	10.951
Manufacturing	-	2	742	-	-	-	26.307.496	1.920.326	1.005.116	1.179	41.135	-	-	-	-	-	10.424.574	18.851.422	29.275.996
Mining	-	-	-	-	-	-	707.683	46.007	23.018	287	448	-	-	-	-	-	128.367	649.076	777.443
Production	-	2	740	-	-	-	19.176.722	1.856.316	955.558	877	40.054	-	-	-	-	-	9.192.927	12.837.342	22.030.269
Electricity, Gas, Water	-	-	2	-	-	-	6.423.091	18.003	26.540	15	633	-	-	-	-	-	1.103.280	5.365.004	6.468.284
Construction	-	-	380	-	-	-	5.043.189	334.447	609.827	1.534	4.203	-	-	-	-	-	2.607.034	3.386.546	5.993.580
Services	-	33	22.370	-	-	28.851.615	22.388.359	6.551.593	2.630.973	107.370	214.633	-	-	-	-	4.225	22.744.009	38.027.162	60.771.171
Wholesale and retail trade	-	8	339	-	-	-	9.424.791	5.171.569	1.967.959	2.846	142.677	-	-	-	-	-	11.901.761	4.808.428	16.710.189
Hotel Food, Beverage services	-	-	118	-	-	-	1.734.923	238.420	244.439	102.053	10.132	-	-	-	-	-	818.680	1.511.405	2.330.085
Transportation and telecommunication	-	-	41	-	-	-	2.930.353	546.661	100.456	78	13.539	-	-	-	-	-	1.003.017	2.588.111	3.591.128
Financial Institutions	-	3	135	-	-	28.851.615	1.653.336	3.893	1.471	-	727	-	-	-	-	4.211	6.947.858	23.567.533	30.515.391
Real Estate and Lending Service	-	-	30	-	-	-	359.867	21.492	50.028	-	1.788	-	-	-	-	-	89.505	343.700	433.205
Self-employment service	-	-	140	-	-	-	209.771	87.492	37.261	-	14.508	-	-	-	-	-	188.236	160.936	349.172
Education Service	-	-	18.187	-	-	-	120.379	40.317	13.313	-	1.794	-	-	-	-	-	169.033	24.957	193.990
Health and social services	-	22	3.380	-	-	-	5.954.939	441.749	216.046	2.393	29.468	-	-	-	-	-	1.625.919	5.022.092	6.648.011
Other	63.042.759	10	10.590	-	-	1.096.135	4.153.843	20.840.502	6.076.466	1.442	8.834.325	-	-	-	239.123	3.709.372	94.029.166	13.975.401	108.004.567
Total	63.042.759	45	34.420	-	-	29.947.750	58.065.697	29.765.691	10.362.087	111.617	9.106.757	-	-	-	239.123	3.713.597	130.113.128	74.276.415	204.389.543

(*) Stands for the risk categories listed in "Regulation on Measurement and Assessment of Capital Adequacy Ratios of Banks."

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

m. Term distribution of risks with term structure:

Risk Categories	Time to Maturity					Total
	1 month	1-3 months	3-6 months	6-12 months	Over 1 year	
Conditional and unconditional receivables from central governments and Central Banks	5.062.249	15.283.774	2.281.683	2.212.023	38.203.030	-
Conditional and unconditional receivables from regional or local governments	-	-	-	-	45	-
Conditional and unconditional receivables from administrative bodies and non-commercial enterprises	11.694	8.373	86	418	13.849	-
Conditional and unconditional receivables from multilateral development banks	-	-	-	-	-	-
Conditional and unconditional receivables from international organizations	-	-	-	-	-	-
Conditional and unconditional receivables from banks and brokerage houses	12.180.045	7.796.970	1.952.552	2.273.716	5.744.467	-
Conditional and unconditional receivables from corporates	4.973.882	6.791.201	7.007.378	9.090.401	30.202.835	-
Conditional and unconditional receivables from retail portfolios	416.317	615.429	11.539.178	3.033.789	14.160.978	-
Conditional and unconditional receivables secured by mortgages	75.865	204.792	411.842	1.047.330	8.622.258	-
Past due receivables	-	-	-	-	-	111.617
Receivables defined under high risk category by BRSA	-	-	-	1.215.027	7.891.730	-
Securities collateralized by mortgages	-	-	-	-	-	-
Securitization positions	-	-	-	-	-	-
Short-term receivables from banks, brokerage houses and corporates	-	-	-	-	-	-
Investments similar to collective investment funds	-	239.123	-	-	-	-
Other Receivables	-	-	-	-	-	3.713.597
Total	22.720.052	30.939.662	23.192.719	18.872.704	104.839.192	3.825.214

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

n. Explanations regarding risk categories mentioned in 6th clause of Capital Adequacy Measurement and Evaluation Communiqué:

Ratings given by Fitch ratings are used in determining risk weighted asset class. The ratings of Fitch are used for Banks and corporate receivable asset class and are limited to receivables that have counterparties abroad. As of 6 November 2012, Fitch Ratings has increased Turkey's long-term foreign currency credit note from BB+ to BBB-. After the increase, the ratings of Fitch are also used for foreign currency bonds issued by Turkish Treasury and other foreign currency risks that are related with the Turkish central management. Below is the Credit Quality Degrees corresponding to Fitch Ratings.

Ratings to be matched	Credit Quality Degrees	Fitch
Ratings of long-term credits	1	AAA and AA-
	2	A+ and A-
	3	BBB+ and BBB-
	4	BB+ and BB-
	5	B+ and B-
	6	CCC+ and below
Ratings of short-term credits	1	F1+ and F1
	2	F2
	3	F3
	4	Below F3
	5	---
	6	---
Long-term securitization position ratings	1	AAA and AA-
	2	A+ and A-
	3	BBB+ and BBB-
	4	BB+ and BB-
	5	B+ and below
Short-term securitization position ratings	1	F1+ and F1
	2	F2
	3	F3
	Others	Below F3
Matchings regarding collective investment institutes	1	AAA and AA-
	2	A+ and A-
	3	BBB+ and BBB-
	4	BB+ and BB-
	5	B+ and B-
	6	CCC+ and below

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Risk Amounts according to Risk Weights:

Risk Weights	0%	10%	20%	50%	75%	100%	150%	200%	1250%	Deducted from Equity
Amount Before Credit Risk Mitigation	53.462.124	-	18.832.707	21.853.759	37.442.381	63.688.650	2.668.322	6.441.595	-	3.606
Amount After Credit Risk Mitigation	49.799.554	-	7.207.761	27.799.170	29.551.730	61.287.851	2.668.322	6.441.595	-	3.606

a. Miscellaneous Information regarding Important Sectors or Counterparty Type:

Sectors/Counterparties	Credits(*)		Value Adjustments	Provisions
	Receivables with loss in value	Past Due Receivables		
Agricultural	10.211	1.505	31	10.211
Farming and raising livestock	8.464	982	20	8.464
Forestry	1.718	129	3	1.718
Fishing	29	394	8	29
Manufacturing	87.585	18.094	358	87.585
Mining	1.882	724	14	1.882
Production	85.461	17.253	342	85.461
Electricity, Gas, Water	242	117	2	242
Construction	66.937	12.580	252	66.937
Services	367.199	351.410	7.022	274.349
Wholesale and retail trade	172.837	49.521	984	172.837
Hotel Food, Beverage services	157.858	263.844	5.276	65.008
Transportation and telecommunication	17.165	11.281	226	17.165
Financial Institutions	72	0	0	72
Real Estate and Lending Service	1.062	20.332	407	1.062
Self-employment service	3.134	279	6	3.134
Education Service	1.789	722	14	1.789
Health and social services	13.282	5.431	109	13.282
Other	583.524	769.886	15.321	583.524
Total	1.115.456	1.153.475	22.984	1.022.606

(*) Represents cash loans.

p. Information related to Value Adjustments and Credit Provisions:

	Opening Balance	Provisions made within the term	Provision Cancellations	Other Adjustments (*)	Closing Balance
Special Provisions (**)	1.169.809	770.684	(277.549)	(640.338)	1.022.606
General Provisions	812.438	395.746	-	-	1.208.184

(*) Determined according to currency differences, operation mergings, acquisition operations and selling of subsidiaries.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

III. EXPLANATIONS ON MARKET RISK:

The risk principles, policies and risk limits related to the management of market risk are approved by the Board of Directors and reviewed on a regular basis. The Bank's Senior Management performs day to day management of the market risk in accordance with the limits assigned by the Board of Directors. The Bank is exposed to market risk as a result of fluctuations in foreign exchange rates, interest rates, and market prices of stocks. Exchange rate risk and interest rate risk are evaluated as the two most important components of market risk. The Bank engages in derivative transactions for hedge purposes when found necessary.

Market risk is calculated by two different methods, namely the "inherent model" and the "standard method". According to inherent model market risk is measured by Value at Risk ("VaR") approach which takes into account different risk factors. VaR calculations use variance-covariance, historical simulation and Monte Carlo simulation methods. The software used can perform calculations with an advanced yield curve and volatility models. The VaR model is based on the assumptions of 99% confidence interval and a 10-day holding period. VaR analyses are performed on a daily basis and reported to the Senior Management. VaR analyses are also used as risk and limit management instrument for trading transactions. The limits are reviewed periodically according to market conditions and the application of specified limits is subject to authority restrictions and therefore the control effectiveness is increased. VaR analyses are supported with scenario analyses and stress tests, and take into consideration the effects of low-probability events which have significant impact and the effects of market fluctuations. Retrospective tests of the model outputs are performed regularly. The standard method is used for the legal reporting.

The following table indicates the details of the market risk calculation as of 31 December 2012, in accordance with the Market Risk Calculation principles pursuant to the Part 2 of the Second Section of the "Regulation on Measurement and Assessment of Capital Adequacy of Banks" published in the Official Gazette No. 28 337 on 28 June 2012.

a. Information on Market Risk:

	Balance
(I) Capital requirement for general market risk – Standard Method	35.709
(II) Capital requirement for specific risk – Standard Method	25.294
(III) Capital requirement for specific risk in securitisation positions- Standard Method	-
(IV) Capital requirement for currency risk – Standard Method	-
(V) Capital requirement for stocks – Standard Method	-
(VI) Capital requirement for clearing risk – Standard Method	-
(VII) Total capital requirement for market risk from options – Standard Method	4.957
(VIII) Capital requirement for counterparty credit risk - Standard Method	19.414
(IX) Total capital requirement for market risk for banks applying Risk Measurement Model	-
(X) Total capital requirement for market risk (I+II+III+IV+V+VI+VII+VIII)	85.374
(XI) Amount subject to market risk (12,5 x IX) or (12,5 x X)	1.067.177

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

b. Average Market Risk Table of Calculated Market Risk for Period Ends:

	Current Period 31 December 2012		
	Average	Maximum	Minimum
Interest Rate Risk	94.460	130.739	58.182
Share Certificates Risk	1.785	748	2.821
Currency Risk	-	-	-
Commodity Risk	-	-	-
Settlement Risk	-	-	-
Option Risk	2.850	742	4.957
Counterparty Credit Risk	11.588	3.762	19.414
Total Amount Subject to Risk	110.683	135.991	85.374

(*) Consolidated market risk table represent average of three month periods since consolidated market risk is calculated every three months.

Above table is prepared starting from July 1, 2012 according to Communiqué "Regulation on Measurement and Assessment of Capital Adequacy of Banks" published in the Official Gazette numbered 28337 dated June 28, 2012.

c. Information related to counterparty credit risk:

The counterparty credit risk is calculated with "Fair Value Valuation Method" that is mentioned in Communiqué on "Regulation on Measurement and Assessment of Capital Adequacy of Banks" published in the Official Gazette No. 28337 on June 28, 2012 and entered into force as of July 1, 2012 and its annex "Derivative financial instruments, repurchase transactions, securities or commodities lending or borrowing transactions, Long Settlement Transactions with Counterparty Credit Risk in Credit Securities Transactions" is used.

Counterparty credit risk is the sum of potential credit risk amounts and credit risk operations' positively valued replacement costs. Limit allocations are determined taking into consideration the maximum risk amounts. On counterparty basis limits are determined for different types of operations. The compliance with the limits are controlled on transaction basis. Limits are regularly viewed and within this process the changes in the counterparty credit ratings are also taken into consideration. Internal capital is provided for counterparty credit risks.

Agreements of International Swaps and Derivatives Association (ISDA), Credit Support Annex (CSA) are used in the management of derivative transactions' counterparty risk management. Within the scope of these agreements cash guarantees are taken or given based on the transactions' fair value changes on a daily basis.

In the management of marketable securities purchase/sell commitments' trade risk Delivery Versus Payment (DVP) trade method is used.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Quantitative information on Counterparty Risk:

	Tutar
Interest Rate Based Contracts	9.578.086
Foreign Currency Based Contracts	10.692.597
Commodity Based Contracts	49.584
Stock Based Contracts	10.748
Other	1.237.198
Positive Fair Value Gross Amount	147.357
Benefits of Offsetting	-
Offsetting Current Risk Amount	-
Retained Guarantee	-
Net Positions on derivatives	412.870

Standard method is used for calculation of capital requirements.

IV. EXPLANATION ON OPERATIONAL RISK:

The "Basic Indicator Method" that is mentioned in "Regulation on Measurement and Assessment of Capital Adequacy of Banks" Communiqué published in the Official Gazette No. 28337 on June 28, 2012 and entered into force as of July 1, 2012, is used in the annual operational risk calculation of the Bank. The amount subject to the operational risk is calculated by using the gross income of the Bank in 2011, 2010, and 2009.

Annual gross revenue is calculated by deduction of profit/loss derived from the sale of available for sale assets and held-to-maturity securities, extraordinary income and indemnity insurance gains from the total of net interest income and non interest income.

	31.12.2009	31.12.2010	31.12.2011	Total/Positive BG year number	Ratio (%)	Total
Gross income	6.014.987	5.590.175	5.429.329	3	15	851.725
Amount subject to Operational Risk (Amount*12,5)						10.646.557

V. EXPLANATIONS ON CURRENCY RISK:

The difference between the Group's foreign currency denominated and foreign currency indexed assets and liabilities is defined as the "Net Foreign Currency Position" and is the basis of currency risk. Foreign currency denominated assets and liabilities, together with purchase and sale commitments, give rise to foreign exchange exposure. The Bank keeps the foreign exchange exposure amount within the limits set by the EMRC. The Board, taking into account the recommendations by the EMRC, sets a limit for the size of a foreign exchange exposure, which is closely monitored by ALCO. Those limits are individually determined and followed for both the net overall foreign currency position and for the foreign exchange exposure. Derivative financial instruments like forward foreign exchange contracts and currency swaps are used as tools for foreign exchange exposure management.

The Parent Bank's foreign exchange bid rates as of the date of the financial statements and for the last five days prior to that date are presented below:

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

	USD	Euro	Yen
Balance Sheet Evaluation Rate	1,7776 TL	2,3452 TL	2,0641 TL
1.Day bid rate	1,7560 TL	2,3232 TL	2,0393 TL
2.Day bid rate	1,7610 TL	2,3302 TL	2,0491 TL
3.Day bid rate	1,7630 TL	2,3339 TL	2,0627 TL
4.Day bid rate	1,7640 TL	2,3262 TL	2,0802 TL
5.Day bid rate	1,7680 TL	2,3341 TL	2,0864 TL

The simple arithmetic average of the Parent Bank's foreign exchange bid rates for the last thirty days preceding the balance sheet date for major foreign currencies are presented in the table below:

USD	: 1,7606 TL
Euro	: 2,2997 TL
Yen	: 2,1135 TL

As of 31 December 2011;

	USD	Euro	Yen
Balance Sheet Evaluation Rate	1,8889 TL	2,4439 TL	2,4385 TL

Information related to Group's Currency Risk: (Thousands of TL)

The table below summarizes the Group's exposure to foreign currency exchange rate risk, categorized by currency. Foreign currencies indexed assets, classified as Turkish Lira assets according to the Uniform Chart of Accounts are considered as foreign currency assets for the calculation of Net Foreign Currency Position. In accordance with the "Communiqué on Calculation of Foreign Currency Net Position/Capital Standard Ratio by banks in stand-alone and consolidated basis"; derivative financial assets and liabilities, prepaid expenses, general loan loss provision, hedging derivative financial assets and liabilities and shareholders' equity are excluded in the currency risk calculation. Therefore, there are differences between the amounts of foreign currency denominated assets and liabilities demonstrated on the table below and the amounts on the balance sheet. The Bank's real position, both in financial and economic terms, is presented in the table below.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Current Period – 31 December 2012	EURO	USD	Other FC[*]	Total
Assets				
Cash Equivalents and Central Bank	4.140.688	6.859.883	2.303.878	13.304.449
Banks	858.641	1.856.824	48.107	2.763.572
Financial Assets at Fair Value through Profit or Loss (Net)	164	2.805	-	2.969
Interbank Money Market Placements	-	-	-	-
Available for sale Financial Assets (Net)	3.749.310	8.522.118	-	12.271.428
Loans	10.908.051	24.363.621	71.716	35.343.388
Investments in Associates, Subsidiaries and Joint Ventures	-	-	-	-
Held to maturity Investments (Net)	-	-	-	-
Hedging Derivative Financial Assets	-	-	-	-
Tangible Assets (Net)	851	1.854	-	2.705
Intangible Assets (Net)	321	74	-	395
Other Assets	885.802	828.468	135	1.714.405
Total Assets	20.543.828	42.435.647	2.423.836	65.403.311
Liabilities				
Bank Deposit	2.579.912	4.669.778	725.696	7.975.386
Foreign Currency Deposits (***)	12.341.746	17.078.874	2.295.253	31.715.873
Funds from Interbank Money Market	307.527	10.952.449	-	11.259.976
Borrowings	5.857.076	9.253.215	22.167	15.132.458
Marketable Securities Issued (Net)	-	4.083.764	-	4.083.764
Miscellaneous Payables	44.356	332.967	6.657	383.980
Hedging Derivative Financial Liabilities	-	-	-	-
Other Liabilities	131.482	91.238	1.841	224.561
Total Liabilities	21.262.099	46.462.285	3.051.614	70.775.998
Net on Balance Sheet Position	(718.271)	(4.026.638)	(627.778)	(5.372.687)
Net off-Balance Sheet Position (**)	1.069.473	4.865.958	597.650	6.533.081
Financial Derivative Assets	4.107.751	13.129.274	1.870.651	19.107.676
Financial Derivative Liabilities	3.038.278	8.263.316	1.273.001	12.574.595
Non-cash Loans	3.704.147	8.079.947	295.881	12.079.975
Prior Period - 31 December 2011				
Total Assets	15.395.497	38.676.220	663.198	54.734.915
Total Liabilities	19.168.988	44.894.819	1.550.429	65.614.236
Net on-Balance Sheet Position	(3.773.491)	(6.218.599)	(887.231)	(10.879.321)
Net off-Balance Sheet Position (**)	3.954.376	6.382.269	887.674	11.224.319
Financial Derivative Assets	6.041.190	15.556.726	1.611.247	23.209.163
Financial Derivative Liabilities	2.086.814	9.174.457	723.573	11.984.844
Non-cash Loans	1.963.795	6.665.574	308.509	8.937.878

[*] Of the "Other FC" total assets amounting to TL 2.423.836 (31 December 2011: TL 663.198), TL 49.265 is in English Pounds (31 December 2011: TL 60.924), and TL 37.085 is in Swiss Francs (31 December 2011: TL 59.974), 23.536 is in Japanese Yen (31 December 2011: TL 24.371). Of the total liabilities amounting to TL 3.051.614 (31 December 2011: TL 1.550.429) TL 901.689 is in English Pounds (31 December 2011: TL 817.510) and TL 389.167 is in Swiss Francs (31 December 2011: TL 412.468), TL 23.471 is in Japanese Yen (31 December 2011: TL 62.717).

[**] Presents the net balance of receivables and payables from derivative transactions. Foreign Exchange spot dealings shown under "Asset purchase commitments" in the financial statements are included in the net off-balance sheet position.

[***] Of the foreign currency deposits, TL 1.461.072 is precious metal deposit account in demand.

Since the Group's exposure to foreign currency exchange rate risk is at an immaterial level, the fluctuations in exchange rates do not have material impact on the Group's financial statements.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

VI. EXPLANATIONS ON INTEREST RATE RISK:

"Interest Rate Risk" can be defined as the impact of interest rate changes on interest-sensitive asset and liability items of both on and off-balance sheets of the Group. The EMRC sets limits for the interest rate sensitivity of on and off-balance sheet items and the sensitivity is closely monitored and reported weekly. In the case of high market fluctuations, daily transaction based reporting and analyses are made.

The Group manages the interest rate risk on a portfolio basis and tries to minimize the risk effect on the profitability, financial exposure and cash flows by applying different strategies. Basic methods such as using fixed or floating interest rates for different portfolios and maturities, setting the fixed margin in floating rates, or varying the rates for the short- or long-term positions are applied actively.

a. Interest rate sensitivity of assets, liabilities and off-balance sheet items based on repricing dates:

Current Period – 31 December 2012	Up to 1 Month	1 – 3 Months	3 – 12 Months	1 – 5 Years	5 Years and Over	Non Interest Bearing	Total
Assets							
Cash Equivalents and Central Bank	-	-	-	-	-	16.662.852	16.662.852
Banks	867.476	456.685	62.243	-	-	1.804.268	3.190.672
Financial Assets at Fair Value Through Profit or Loss (Net)	72.670	80.475	338.892	44.691	15.099	18.825	570.652
Interbank Money Market Placements	-	-	-	-	-	-	-
Available for sale Financial Assets (Net)	8.269.448	3.434.270	13.079.863	7.834.974	9.755.956	247.041	42.621.552
Loans	29.245.093	20.175.850	21.382.959	18.527.456	2.936.041	92.850	92.360.249
Held to maturity Investments (Net)	-	3.433.339	204.129	-	-	-	3.637.468
Other Assets	918.249	151.015	302.203	834.255	140.655	2.088.512	4.434.889
Total Assets	39.372.936	27.731.634	35.370.289	27.241.376	12.847.751	20.914.348	163.478.334
Liabilities							
Bank Deposits	6.677.812	3.208.843	540.229	-	-	323.569	10.750.453
Other Deposits	54.415.526	6.426.270	5.317.667	1.029.438	20.898	12.728.036	79.937.835
Funds from Interbank Money Market	10.475.336	1.046.676	4.399.611	1.279.666	2.918.140	2.000	20.121.429
Miscellaneous Payables	52.022	-	-	-	-	2.915.821	2.967.843
Marketable Securities Issued (Net)	437.976	686.593	1.078.446	2.811.149	1.600.279	-	6.614.443
Borrowings	1.281.539	10.039.627	3.729.466	492.946	54.493	-	15.598.071
Other Liabilities (*)	349.168	476.230	512.818	176.156	49.965	25.923.923	27.488.260
Total Liabilities	73.689.379	21.884.239	15.578.237	5.789.355	4.643.775	41.893.349	163.478.334
Balance Sheet Long Position	-	5.847.395	19.792.052	21.452.021	8.203.976	-	55.295.444
Balance Sheet Short Position	(34.316.443)	-	-	-	-	(20.979.001)	(55.295.444)
Off-balance Sheet Long Position	1.913.312	3.822.541	1.294.523	-	-	-	7.030.376
Off-balance Sheet Short Position	-	-	-	(3.593.644)	(3.623.479)	-	(7.217.123)
Total Position	(32.403.131)	9.669.936	21.086.575	17.858.377	4.580.497	(20.979.001)	(186.747)

(*) Shareholders' equity is presented under "Other liabilities" item in "Non interest bearing".

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Prior Period - 31 December 2011	Up to 1 Month	1 - 3 Months	3 - 12 Months	1 - 5 Years	5 Years and Over	Non Interest Bearing	Total
Assets							
Cash Equivalents and Central Bank	-	-	-	-	-	13.878.689	13.878.689
Banks	1.666.220	306.129	64	2.000	-	1.480.380	3.454.793
Financial Assets at Fair Value Through Profit or Loss (Net)	229.933	245.568	340.167	143.719	17.638	14.249	991.274
Interbank Money Market Placements	8.210	-	-	-	-	-	8.210
Available for sale Financial Assets (Net)	2.620.718	6.026.822	13.111.272	13.861.662	3.155.088	192.723	38.968.285
Loans	22.820.028	13.593.006	21.717.553	13.977.748	2.154.375	92.850	74.355.560
Held to maturity Investments (Net)	-	3.602.813	205.818	-	1.015.839	-	4.824.470
Other Assets	929.054	67.244	232.041	568.098	135.483	1.493.931	3.425.851
Total Assets	28.274.163	23.841.582	35.606.915	28.553.227	6.478.423	17.152.822	139.907.132
Liabilities							
Bank Deposits	7.722.306	1.797.029	373.879	-	-	392.604	10.285.818
Other Deposits	45.142.250	11.325.120	4.364.620	360.369	20.834	9.271.806	70.484.999
Funds from Interbank Money Market	10.429.100	78.837	1.454.361	544.259	555.587	-	13.062.144
Miscellaneous Payables	42.354	-	-	-	-	2.290.348	2.332.702
Marketable Securities Issued (Net)	437.241	714.949	655.768	1.797.231	898.615	-	4.503.804
Borrowings	7.889.403	4.763.677	4.649.357	696.624	46.260	-	18.045.321
Other Liabilities (*)	171.202	263.924	526.687	115.194	46.026	20.069.311	21.192.344
Total Liabilities	71.833.856	18.943.536	12.024.672	3.513.677	1.567.322	32.024.069	139.907.132
Balance Sheet Long Position	-	4.898.046	23.582.243	25.039.550	4.911.101	-	58.430.940
Balance Sheet Short Position	(43.559.693)	-	-	-	-	(14.871.247)	(58.430.940)
Off-balance Sheet Long Position	1.376.533	1.768.818	651.293	-	-	-	3.796.644
Off-balance Sheet Short Position	-	-	-	(2.809.494)	(912.013)	-	(3.721.507)
Total Position	(42.183.160)	6.666.864	24.233.536	22.230.056	3.999.088	(14.871.247)	75.137

(*) Shareholders' equity is presented under "Other liabilities" item in "Non interest bearing".

b. Effective average interest rates for monetary financial instruments %:

Average interest rates in the above tables are the weighted average rates of the related balance sheet items.

Current Period - 31 December 2012	EURO	USD	Yen	TL
Assets	%	%	%	%
Cash Equivalents and Central Bank	-	-	-	-
Banks	0,38	0,41	-	11,60
Financial Assets at Fair Value Through Profit or Loss (Net)	2,89	3,93	-	9,78
Interbank Money Market Placements	-	-	-	-
Available for sale Financial Assets (Net)	4,42	3,68	-	9,97
Loans	4,44	4,91	4,15	12,77
Held to maturity Investments (Net)	-	-	-	9,56
Liabilities				
Bank Deposits	1,47	1,72	-	6,81
Other Deposits	2,05	2,42	0,26	6,53
Funds from Interbank Money Market	-	1,58	-	5,53
Miscellaneous Payables	-	-	-	-
Marketable Securities Issued (Net)	-	5,22	-	7,53
Borrowings	1,44	1,97	1,99	7,63

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Prior Period – 31 December 2011	EURO	USD	Yen	TL
Assets	%	%	%	%
Cash Equivalents and Central Bank	-	-	-	-
Banks	0,45	0,20	-	11,78
Financial Assets at Fair Value Through Profit or Loss (Net)	4,46	5,09	-	11,09
Interbank Money Market Placements	-	-	-	10,76
Available for sale Financial Assets (Net)	4,62	4,45	-	10,15
Loans	5,10	4,68	5,45	13,03
Held to maturity Investments (Net)	7,34	7,05	-	11,11
Liabilities				
Bank Deposits	2,77	2,92	-	8,77
Other Deposits	2,90	3,79	0,32	8,84
Funds from Interbank Money Market	2,88	2,29	-	10,08
Miscellaneous Payables	-	-	-	-
Marketable Securities Issued (Net)	-	5,69	-	10,21
Borrowings	1,99	1,89	-	7,62

c. Interest rate risk related to banking book

Interest rate risk for all banking transactions outside the trading portfolio are followed under interest rate risk related to the banking book. Interest rate risk related to the trading portfolio is followed under market risk.

ALCO performs daily management of interest rate risk in accordance with the risk limits set by the Executive Risk Committee in relation to interest rate sensitivities of the banking book. ALCO meetings are held on a weekly basis.

In addition to interest rate sensitivities measured and reported weekly, daily and transaction-based analyses are also performed when significant fluctuations occur in markets.

Repricing term mismatch and duration mismatch analyses, net economic value change analyses under different interest rate stress scenarios and income simulations are used for interest rate risk management. Repricing risk, yield curve risk, basis risk and optionality are considered under interest rate risk scope.

The interest rate risk arising from banking book is calculated and reported on a monthly basis according to "Regulation on Measurement and Evaluation of Interest Rate Risk in Banking Accounts with Standard Shock Method" published in the Official Gazette no 28034 on 23 August 2011.

Currency	Applied Shock (+/- x basis points)	Gains / Losses	Gains / Shareholders' Equity - Losses/ Shareholders' Equity
TL	-400	2.171.947	9,53%
TL	500	(2.283.194)	(10,02%)
USD	-200	680.741	2,99%
USD	200	(461.521)	(2,03%)
EURO	-200	154.670	0,68%
EURO	200	(228.395)	(1,00%)
Total (for negative shocks)		3.007.358	13,20%
Total (for positive shocks)		(2.973.110)	(13,05%)

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

VII. EXPLANATIONS ON EQUITY SECURITIES POSITION RISK DERIVED FROM BANKING BOOKS

The Bank doesn't have any subsidiaries and affiliates that are traded on the İstanbul Stock Exchange (ISE).

VIII. EXPLANATIONS ON LIQUIDITY RISK:

The Group manages liquidity risk through broad deposit base, strong capital structure and diversified foreign borrowing facilities. The Bank maintains additional resources to provide liquidity when necessary through allocated limits in Central Bank of Turkey, İstanbul Stock Exchange("ISE") Money Market, ISE Settlement and Custody Bank Money Market and other banks, and through liquid marketable securities portfolio. The Bank acts conservative on foreign currency liquidity management and in order to meet liquidity needs completely, maintains adequate reserves.

Short-term funding needs are provided by using deposits. The Bank's broad deposit base and high ratio of core deposit enable long-term funding. Long-term placements can be provided by means of long-term foreign funds.

In accordance with the "Communiqué on the Measurement and Assessment of Liquidity of the Banks" published in the Official Gazette dated 1 November 2006 No. 26333, beginning from 1 June 2007 liquidity ratio of the banks on a weekly and monthly basis should not be less than 80% for foreign currency denominated assets and liabilities, and for total assets and liabilities it should not be less than 100%. Liquidity ratios of the Bank as at 31 December 2012 and 31 December 2011 are presented below:

Current Period	First Maturity Tranche (Weekly)		Second Maturity Tranche (Monthly)	
	FC	FC+TL	FC	FC+TL
31 December 2012				
Average (%)	154.1	162.1	106,3	112,0
Maximum (%)	229.8	186.9	133,4	122,8
Minimum (%)	103,4	129.0	87,0	101,0

Prior Period	First Maturity Tranche (Weekly)		Second Maturity Tranche (Monthly)	
	FC	FC+TL	FC	FC+TL
31 December 2011				
Average (%)	164,5	184,5	95,3	115,8
Maximum (%)	228,3	241,1	106,5	129,0
Minimum (%)	98,2	151,7	86,7	104,8

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Breakdown of assets and liabilities according to their outstanding maturities:

Current Period – 31 December 2012	Demand	Up to 1 Month	1 – 3 Months	3 – 12 Months	1 – 5 Years	5 Years and Over	Unallocated (*)	Total
Assets								
Cash Equivalents and Central Bank	16.662.852	-	-	-	-	-	-	16.662.852
Banks	1.804.268	867.476	456.685	62.243	-	-	-	3.190.672
Financial Assets at Fair Value Through Profit or Loss (Net)	18.825	25.375	20.649	91.581	182.517	231.705	-	570.652
Interbank Money Market Placements	-	-	-	-	-	-	-	-
Available for sale Financial Assets (Net)	247.041	1.414.064	301.665	3.537.215	21.033.231	16.088.336	-	42.621.552
Loans	-	19.238.788	14.391.875	18.406.887	28.428.485	11.801.364	92.850	92.360.249
Held to maturity Investments (Net)	-	-	-	1.846.994	1.790.263	211	-	3.637.468
Other Assets	340.969	959.219	87.764	330.924	1.001.428	542.957	1.171.628	4.434.889
Total Assets	19.073.955	22.504.922	15.258.638	24.275.844	52.435.924	28.664.573	1.264.478	163.478.334
Liabilities								
Bank Deposits	323.569	6.677.812	3.208.843	540.229	-	-	-	10.750.453
Other Deposits	13.266.395	53.877.167	6.426.269	5.317.667	1.029.441	20.896	-	79.937.835
Borrowings	-	1.076.655	3.961.704	6.623.818	3.563.471	372.423	-	15.598.071
Funds from Interbank Money Market	2.000	10.475.335	1.046.677	4.399.611	1.279.666	2.918.140	-	20.121.429
Marketable Securities Issued (Net)	-	-	269.572	1.495.467	3.249.125	1.600.279	-	6.614.443
Miscellaneous Payables	188.544	1.599.662	1.179.637	-	-	-	-	2.967.843
Other Liabilities (**)	107.013	1.401.209	274.915	683.496	2.068.199	477.660	22.475.768	27.488.260
Total Liabilities	13.887.521	75.107.840	16.367.617	19.060.288	11.189.902	5.389.398	22.475.768	163.478.334
Net Liquidity Gap	5.186.434	(52.602.918)	(1.108.979)	5.215.556	41.246.022	23.275.175	(21.211.290)	-
Prior Period - 31 December 2011								
Total Assets	15.686.967	18.132.647	11.162.891	18.569.972	59.032.923	16.169.713	1.152.019	139.907.132
Total Liabilities	9.782.853	67.658.309	18.220.304	15.273.348	8.413.820	2.427.119	18.131.379	139.907.132
Net Liquidity Gap	5.904.114	(49.525.662)	(7.057.413)	3.296.624	50.619.103	13.742.594	(16.979.360)	-

(*) Assets that are necessary for banking activities and that cannot be liquidated in the short-term, such as fixed and intangible assets, investments, subsidiaries, stationery, pre-paid expenses and loans under follow-up, are classified in this column.

(**) Shareholders' Equity is presented under "Other Liabilities" item in the "Unallocated" column.

Breakdown of liabilities according to their remaining contractual maturities:

Current Period - 31 December 2012	Up to 1 Month	1 – 3 Months	3 – 12 Months	1 – 5 Years	5 Years and Over	Total
Liabilities						
Deposits	74.868.327	9.729.116	5.915.048	1.039.485	21.100	91.573.076
Funds borrowed from other financial institutions	1.084.657	4.011.690	6.907.158	3.932.883	410.167	16.346.555
Funds from interbank money market	10.503.644	1.079.231	4.505.659	1.532.788	3.142.395	20.763.717
Marketable Securities Issued (Net)	44.886	316.352	1.725.794	3.934.600	1.840.331	7.861.963
Non-cash Loans	10.262	284.249	4.654.492	4.666.866	9.053.818	18.669.687
Prior Period - 31 December 2011	Up to 1 Month	1 – 3 Months	3 – 12 Months	1 – 5 Years	5 Years and Over	Total
Liabilities						
Deposits	62.556.979	13.445.187	5.006.373	395.067	25.660	81.429.266
Funds borrowed from other financial institutions	1.921.350	3.835.241	8.297.560	4.444.860	616.872	19.115.883
Funds from interbank money market	10.448.856	80.476	1.482.163	594.106	627.229	13.232.830
Marketable Securities Issued (Net)	467.104	49.333	839.791	3.046.141	997.914	5.400.283
Non-cash Loans (*)	7.361	1.327.047	2.964.776	4.106.717	6.041.982	14.447.883

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

(*) Balances of letter of guarantees, which have demand nature due to their callable status are shown according to the contractual maturities.

Breakdown of derivative instruments according to their remaining contractual maturities:

Current Period – 31 December 2012	Up to 1 month	1-3 months	3-12 months	1-5 years	5 years and Over
Derivatives held for trading					
Foreign exchange derivatives:					
– Inflow	11.890.775	6.850.592	4.726.248	2.284.426	-
– Outflow	(10.775.194)	(6.353.909)	(4.722.717)	(3.799.831)	(79.596)
Interest rate derivatives:					
– Inflow	1.992	30.234	98.271	369.440	292.546
– Outflow	(5.967)	(23.169)	(76.325)	(211.879)	(287.489)
Derivatives held for hedging					
Foreign exchange derivatives:					
– Inflow	3.948	985	8.488	2.784.589	565.730
– Outflow	(25.719)	(5.312)	(197.925)	(3.546.115)	(646.238)
Interest rate derivatives:					
– Inflow	-	30.743	165.847	551.853	243.279
– Outflow	-	(49.487)	(264.946)	(881.460)	(239.738)
Total Inflow	11.896.715	6.912.554	4.998.854	5.990.308	1.101.555
Total Outflow	(10.806.880)	(6.431.877)	(5.261.913)	(8.439.285)	(1.253.061)

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Prior Period – 31 December 2011	Up to 1 month	1-3 months	3-12 months	1-5 years	5 years and Over
Derivatives held for trading					
Foreign exchange derivatives:					
– Inflow	11.419.950	6.910.623	3.800.448	261.419	134.078
– Outflow	(10.288.888)	(6.421.163)	(3.863.530)	(1.701.262)	(220.689)
Interest rate derivatives:					
– Inflow	9.235	13.066	152.183	689.108	118.285
– Outflow	(17.206)	(14.154)	(229.614)	(884.745)	(108.173)
Derivatives held for hedging					
Foreign exchange derivatives:					
– Inflow	-	-	-	-	-
– Outflow	-	-	-	-	-
Interest rate derivatives:					
– Inflow	11.229	16.560	96.261	261.894	48.271
– Outflow	(32.750)	(53.696)	(220.448)	(554.056)	(91.100)
Total Inflow	11.440.414	6.940.249	4.048.892	1.212.421	300.634
Total Outflow	(10.338.844)	(6.489.013)	(4.313.592)	(3.140.063)	(419.962)

IX. EXPLANATIONS ON SECURITIZATION POSITIONS: None.

X. EXPLANATIONS ON CREDIT RISK MITIGATION TECHNIQUES:

The Bank applies the Comprehensive Financial Collateral Techniques explained in "Credit Risk Mitigation Techniques Communiqué" published in Official Gazette no. 28337 on June 28, 2012, In application of the method, volatility adjusted values of financial guarantees and credits are calculated with the standard volatility adjustment approach and adjusted amounts are deducted from credit risk.

The Bank does not utilize balance sheet and off-balance sheet netting, guarantees and credit derivatives in credit risk mitigation, but financial collaterals fulfilling relevants requirements are taken into account. Basic financial covenants considered in the calculation of Bank's capital adequacy are foreign currency and TL deposit pledges.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Risk classifications:	Amount(*)	Financial Guarantees	Other/Physical Guarantees	Guarantees and Credit Derivatives
Conditional and unconditional receivables from central governments and Central Banks	63.204.870	3.662.570	-	-
Conditional and unconditional receivables from regional or local governments	222	-	-	-
Conditional and unconditional receivables from administrative bodies and non-commercial enterprises	53.994	10.339	-	-
Conditional and unconditional receivables from multilateral development banks	-	-	-	-
Conditional and unconditional receivables from international organizations	-	-	-	-
Conditional and unconditional receivables from banks and brokerage houses	34.838.319	15.261.301	-	-
Conditional and unconditional receivables from corporates	69.159.023	1.542.105	-	-
Conditional and unconditional receivables from retail portfolios	52.275.782	213.961	-	-
Conditional and unconditional receivables secured by mortgages	10.620.382	3.288	-	-
Past due receivables	111.616	-	-	-
Receivables defined under high risk category by BRSA	9.106.756	-	-	-
Securities collateralized by mortgages	-	-	-	-
Securitization positions	-	-	-	-
Short-term receivables from banks, brokerage houses and corporates	-	-	-	-
Investments similar to collective investment funds	239.123	-	-	-
Other receivables	3.713.596	-	-	-
Total	243.323.683	20.693.564	-	-

(*) Represents the total risk amount after credit mitigation techniques are applied.

XI. EXPLANATIONS ON RISK MANAGEMENT TARGET AND POLICIES:

Effective risk management constitutes one of the most important competitive strength of the Bank. Risk management system is assessed as a critical process which includes all units starting at the Board of Directors level. General strategies regarding Bank's risk management are given below:

- Effective management of risks within the Bank's risk profile based on materiality; implementing a centralized risk framework that includes all major risk areas.
- Managing existing and potential risks from the beginning through forward looking risk strategies, policies and procedures, models and parameters,
- Applying a risk-focused management approach in the strategic decision making process,
- Complying with all national risk management requirements, where the Bank operates.

The Bank's Board of Directors has the ultimate responsibility for setting up and monitoring the efficiency of such a risk management system. The Board of Directors fulfills its monitoring responsibility through the Auditing Committee, the Executive Risk Committee, the Credit Committee and other related intermediary committees and by means of regular risk, control and audit reporting system.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

The Board of Directors approves and regularly reviews Bank's main risk approach, risk principles and policies which are initially discussed and decided by the Executive Risk Committee. The Board of Directors also determines Bank's risk appetite by risk limits taking market conditions and Bank's risk taking capacity into consideration. Risk limits are made up of regulatory and internal limits on the basis of risk types.

Bank's Senior Management is responsible to the Bank's Board of Directors that daily activities are executed within the risk management procedures and risk limits determined by the Board of Directors and that risk management system operates in effective and efficient manner. The Internal Audit, the Internal Control and the Risk Management Departments which directly report to the Board of Directors operate in coordination with the business units of the Bank. In this scope, it is also Senior Management's responsibility to take necessary measures in order to resolve identified weaknesses, deficiencies and errors stated in the reports of internal and external audits, internal control and risk management.

Locally and internationally accepted risk models and parameters are used in the identification, measurement and monitoring of risks within the scope of risk management. The Bank strives continuously for development and improvement of internal methods and models. Forward looking risk reports prepared through regular and close monitoring of the market developments are made available for the Senior Management and the Board of Directors. In order to analyze the potential risks that the Bank may be exposed in extreme cases, various scenario analyses are performed and contingency plans are prepared. The Bank's internal capital adequacy assessment process ("ICAAP / SGID") has been established and the ICAAP has been performed parallel to the annual budget process on an annual basis. Moreover, various risk mitigation techniques are utilized to limit and provide protection against risks the Bank is exposed. The effectiveness and efficiency of the risk mitigation techniques are regularly monitored.

XII. EXPLANATIONS ON PRESENTATION OF FINANCIAL ASSETS AND LIABILITIES AT THEIR FAIR VALUES:

a. Calculations of financial assets and liabilities at their fair values:

The fair values of held to maturity assets are determined based on market prices or when this price is not available, based on market prices quoted for other securities subject to the same redemption qualifications in terms of interest, maturity and other similar conditions.

The expected fair value of the demand deposits represents the amount to be paid upon request. The fair values of the overnight deposits and floating rate placements represent the carrying value. The expected fair value of the fixed rate deposits is determined by calculating the discounted cash flow using the market interest rates of similar liabilities and loans.

The fair value of marketable securities issued is calculated according to broker price quotations and if these are not available, amounts derived from discounted cash flow models.

The expected fair value of loans and receivables are determined by calculating the discounted cash flows using the current market interest rates for the fixed loans with fixed interest rates. For the loans with floating interest rates, it is assumed that the carrying value reflects the fair value.

The following table summarizes the carrying values and fair values of financial assets and liabilities. The carrying value represents the acquisition costs and accumulated interest accruals of corresponding financial assets or liabilities.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

	Carrying Value		Fair Value	
	Current Period 31 December 2012	Prior Period 31 December 2011	Current Period 31 December 2012	Prior Period 31 December 2011
Financial Assets	141.809.941	121.611.318	145.796.889	121.696.883
Interbank Money Market Placements	-	8.210	-	8.210
Banks	3.190.672	3.454.793	3.190.672	3.454.793
Available for sale Financial Assets (Net)	42.621.552	38.968.285	42.621.552	38.968.285
Held to maturity Investments (Net)	3.637.468	4.824.470	3.702.226	4.995.394
Loans	92.360.249	74.355.560	96.282.439	74.270.201
Financial Liabilities	115.868.644	105.652.644	116.218.779	105.285.069
Bank Deposits	10.750.453	10.285.818	10.783.751	10.308.792
Other Deposits	79.937.835	70.484.999	79.928.298	70.444.150
Borrowings	15.598.071	18.045.321	15.640.394	17.678.955
Marketable Securities Issued (Net)	6.614.443	4.503.804	6.898.896	4.520.470
Miscellaneous Payables	2.967.842	2.332.702	2.967.440	2.332.702

b. Fair value hierarchy:

TFRS 7 sets a hierarchy of valuation techniques according to the observability of data used in valuation techniques which establish basis for fair value calculations.

Aforesaid fair value hierarchy is determined as follows.

- a) Quoted market prices (non-adjusted) (1st level)
- b) Directly (by way of prices) or indirectly (derived from prices) data for the assets or liabilities, other than quoted prices in the 1st level (2nd level)
- c) Data not based on observable data regarding assets or liabilities (3rd level)

Fair value hierarchy of the financial assets and liabilities of the Bank carried at fair value according to the foregoing principles is given in the table below:

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Current Period - 31 December 2012	1st Level	2nd Level	3rd Level	Total
Financial Assets at Fair Value Through Profit or Loss	83.507	487.145	-	570.652
- Government Debt Securities	10.464	-	-	10.464
- Share Certificates	18.825	-	-	18.825
- Trading Derivative Financial Assets	50.529	487.145	-	537.674
	3.689	-	-	3.689
Available For Sale Financial Assets	42.158.207	455.428	-	42.613.635
- Government Debt Securities	40.271.702	-	-	40.271.702
- Share Certificates	-	-	-	-
- Other Marketable Securities	1.886.505	455.428	-	2.341.933
Total Assets	42.241.714	942.573	-	43.184.287
- Trading Derivative Financial Liabilities	48.065	505.874	-	553.939
- Hedging Derivative Financial Liabilities	-	658.845	-	658.845
Total Liabilities	48.065	1.164.719	-	1.212.784
Prior Period - 31 December 2011	1st Level	2nd Level	3rd Level	Total
Financial Assets at Fair Value Through Profit or Loss	216.815	774.459	-	991.274
- Government Debt Securities	146.020	2.317	-	148.337
- Share Certificates	14.249	-	-	14.249
- Trading Derivative Financial Assets	54.569	772.142	-	826.711
- Other Marketable Securities	1.977	-	-	1.977
Available For Sale Financial Assets	37.167.532	1.794.046	-	38.961.578
- Government Debt Securities	35.849.402	1.495.301	-	37.344.703
- Share Certificates	-	-	-	-
- Other Marketable Securities	1.318.130	298.745	-	1.616.875
Total Assets	37.384.347	2.568.505	-	39.952.852
- Trading Derivative Financial Liabilities	35.946	637.089	-	673.035
- Hedging Derivative Financial Liabilities	-	219.851	-	219.851
Total Liabilities	35.946	856.940	-	892.886

As explained in the note of VII-b of the Third Section, share certificates classified as available for sale are carried at cost less impairment since they are not traded in active markets and their fair values cannot be measured reliably.

There are no transfers between the 1st and the 2nd levels in the current year.

XIII. EXPLANATIONS ON THE ACTIVITIES CARRIED OUT ON BEHALF AND ACCOUNT OF OTHER PERSONS:

The Bank carries out trading, custody, management and consulting services on behalf of customers and on their account. Details of these transactions are provided in the off-balance sheet table. The Bank has no trust transactions.

XIV. EXPLANATIONS ON HEDGE TRANSACTIONS:

The Bank hedges against its cash flow risk stemming from TL and foreign currency denominated floating rate financial liabilities with cross currency and interest rate swaps. Within the scope of cash flow hedge accounting, effective part of the fair value changes of the hedging instrument are accounted in equity under "Hedging reserves" whereas the ineffective part is accounted in the income statement. At instances when cash flows relating to hedged

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

item (interest expense) affect the income statement, profit/loss of the related hedging item is taken out of the equity and reflected on the income statement.

The Bank also hedges its TL denominated fixed rate financial assets and foreign currency denominated financial liabilities with cross currency swaps. Within the scope of fair value hedge, fair value changes of hedging instrument and hedged item are accounted in the income statement. Fair value changes of the hedged item are disclosed together with its related asset in the balance sheet for TL denominated fixed rate mortgage loans whereas for TL denominated fixed rate available for sale financial assets, the fair value change of the hedged item is classified from equity to income statement as long as the hedge relationship is effective.

Prospective tests are performed regularly at the inception of the hedge relationship and both prospective and retrospective tests are performed at each reporting period-end regularly by using "Dollar off-set method". In this method, changes in the fair value of the hedged item and changes in the fair value of the hedging instruments between the designation date and each reporting period-end are compared and effectiveness ratio is calculated. In the determination of the fair values of hedging instruments and hedged item, market yield curves are used. Hedge accounting principles are applied by assessing the calculated effectiveness ratio within the scope of TAS 39.

When the hedging instrument is expired, executed, sold or the hedge relationship has become ineffective as a result of the effectiveness test;

- The hedging gains and losses that were previously recognized under equity are transferred to profit or loss when the cash flows of the hedged item are realized,
- Adjustments made to the carrying amount of the hedged item are transferred to profit and loss with straight line method for portfolio hedges or with effective interest rate method for micro hedges.

In accordance with TAS 39, the replacement or rollover of a hedging instrument into another hedging instrument is not an expiration or termination if such replacement or rollover is part of the entity's documented hedging strategy.

Also, the Bank applies fair value hedge to hedge the foreign currency risk arising from share premium and paid-in-capital of Akbank AG, one of Bank's subsidiaries amounting to EUR 170 million. EUR 170 million of syndication loans used by the Bank have been classified as "hedging instrument."

1. Explanation on hedge accounting net investment hedges:

The Group has been using hedge against fair value strategy to hedge against foreign currency risk born of EUR 170 million which represents share premium and paid-in-capital of Akbank AG, one of its subsidiaries. EUR 170 million of syndication loans used by the Group have been classified as "hedge instruments."

2. Explanations on Fair Value Hedges:

Information on derivative transactions subject to fair value risk:

	Current Period 31 December 2012			Prior Period 31 December 2011		
	Notional Amount	Assets	Liabilities	Notional	Assets	Liabilities
Cross Currency swaps	5.406.981	-	313.531	-	-	-
-TL	2.739.445	-	313.531	-	-	-
-FC	2.667.536	-	-	-	-	-
Total	5.406.981	-	313.531	-	-	-

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

[Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.]

Starting from 1 June 2012, the Group hedges certain part of its fixed rate TL denominated available for sale government bonds against fair value risk arising from the fluctuations in the market interest rates and certain part of its foreign currency denominated borrowings from the fluctuations in the foreign exchange rates with cross currency swap. Within this scope, marketable securities valuation differences amounting to TL 31.458 recognized under equity is classified under income statement as of 31 December 2012.

As of 1 January 2012, the Group hedges certain part of its fixed rate TL denominated mortgage portfolio against fair value risk arising from the fluctuations in the market interest rates and certain part of its foreign currency denominated borrowings from the fluctuations in the foreign exchange rates with cross currency swaps. Within this scope, the fair value decrease of hedging swaps is amounting to TL 138.701 and the increase in the fair value of loan portfolio is amounting to TL 142.010 as of 31 December 2012.

3. Explanation on cash flow hedge

a) Explanations on derivative transactions used in cash flow hedges:

	Current Period 31 December 2012			Prior Period 31 December 2011		
	Notional Amount	Assets	Liabilities	Notional	Assets	Liabilities
Interest and Cross Currency						
rate swaps	7.422.997	-	345.233	4.557.785	-	219.851
-TL	2.562.000	-	214.994	3.330.000	-	111.480
-FC	4.993.432	-	130.239	1.227.785	-	108.371
Total	7.555.432	-	345.233	4.557.785	-	219.851

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

b) Other information on derivative transactions that are subject to cash flow risk:

Current Period – 31.12.2012:

Hedging instrument	Hedged item	Nature of risk hedged	Hedging instrument FV		Net gain/(loss) recognized in OCI during the period	Net gain(loss) reclassified to income statement during the year	Ineffective portion recognized in income statement (Net)
			Assets	Liabilities			
TL Interest Rate Swap	TL Repo Portfolio	Cash Flow risk due to changes in interest rate of funds provided from repo transactions	-	155.556	(59.598)	(67.183)	-
TL Cross Currency Swap	YP Repo Portfolio	Cash Flow risk due to changes in interest rate and foreign currency of funds provided from repo transactions	-	59.438	(72.109)	(26.788)	-
FC Interest Rate Swap	FC Securitization Loans	Cash flow risk due to changes in interest rate (labor) of funds provided from securitization loans	-	115.237	(24.715)	(18.861)	-
FC Interest Rate Swap	FC Repo Portfolio	Cash Flow risk due to changes in interest rate of funds provided from repo transactions	-	15.002	(16.945)	(1.853)	-

The amount of ceased hedge transactions which is recycled to the income statement from other comprehensive income (OCI) is TL (17.254) and profit/loss recognized in OCI is TL (-).

Prior Period – 31.12.2011:

Hedging instrument	Hedged item	Nature of risk hedged	Hedging instrument FV		Net gain/(loss) recognized in OCI during the period	Net gain(loss) reclassified to income statement during the year	Ineffective portion recognized in income statement (Net)
			Assets	Liabilities			
TL Interest rate swap	TL Repos Portfolio	Cash flow risk due to the changes in the interest rates of funds from repo transactions	-	111.480	(12.565)	(210.514)	-
FC Interest currency swap	FC Securitization Credits	Cash flow risk due to changes in interest rate (labor) of funds provided from securitization loans	-	108.371	(62.247)	(14.697)	-

The amount of ceased hedge transactions which is recycled to the income statement from OCI is TL (19.468) and profit/loss recognized in OCI is TL (-).

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

c) Contractual maturity analysis of the derivative transactions subject to cash flow hedges:

Maturity analysis of the derivative transactions subject to cash flow hedges is provided in the Note VII of Section Four.

XV. EXPLANATIONS ON BUSINESS SEGMENTS:

The Group operates in five main business segments including retail banking, corporate and SME banking, treasury activities, private banking and international banking. These segments have been determined considering customer segments and branch network providing services to customers in accordance with the Bank's organizational structure.

The profitability system generating segment information provides profitability information on the basis of account, customer, customer relationship manager, branch, segment and product. This information is made available to the branch and Head Office personnel through a web-based management reporting system.

In scope of retail banking, the Group offers a variety of retail services such as deposit accounts, consumer loans, commercial installment loans, credit cards, insurance products and asset management services. The retail banking products and services also include bank cards, investment funds trading, automatic payment services, foreign currency trading, safe deposit box rentals, cheques, money transfers, investment banking, telephone and internet banking.

Corporate banking and Commercial and SME banking provide financial solutions and banking services to large, medium and small size corporate and commercial customers. The products and services offered to corporate and commercial customers include TL and foreign currency denominated working capital loans, financing for investments, foreign trade financing, derivative instruments for hedging purposes of foreign currency and interest risk, letters of credit, foreign currency trading, corporate finance services and deposit and cash management services. In addition, the Group provides timely and permanent solutions for corporate customers' working capital management, delivers cash management services tailored based on customers' requests that include collection and payment services and liquidity and information management. Project finance loans are provided within the context of investment banking activities.

The Treasury Unit conducts TL and FC spot and forward transactions, treasury bonds, government bonds, Eurobond and private sector bond transactions and also derivative trading activities within determined limits. These transactions are performed according to the Bank's requirements. Furthermore, Treasury Unit also carries out marketing and pricing activities of treasury products for customers and branch network.

Private banking serves the members of the upper-income groups who have expectations for upper-class service quality both in banking and investment transactions.

International Banking activities are managed by International Banking Unit. The Group provides services for foreign trade financing, foreign currency and TL clearances, and money transfers through agent financial institutions. The international banking unit serves in fundamental areas such as providing long-term funding opportunities, creating funding facility at lower prices that fully reflect country risk, diversifying funding resources and creating a base of international investors for that purpose.

Other activities including leasing services provided by Ak Finansal Kiralama A.Ş., Ak Yatırım Menkul Değerler A.Ş., Ak Portföy Yönetim A.Ş are the consolidated subsidiaries of the Bank.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Information on business segments as of 31 December 2012 and 31 December 2011 are presented on the following tables:

	Retail Banking	Corporate Banking and Commercial and SME Banking	Treasury	Private Banking	International Banking	Other and Unallocated	Group's Total Activities
Current Period – 31 December 2012							
Operating Income	2.819.844	2.438.549	2.197.880	293.153	122.318	93.489	7.965.233
Profit from Operating Activities	619.405	1.313.302	1.737.572	199.246	73.093	[66.738]	3.875.880
Income from Subsidiaries						730	730
Profit before Tax	619.405	1.313.302	1.737.572	199.246	73.093	[66.008]	3.876.610
Corporate Tax						[871.662]	[871.662]
Net Profit for the Period						[38]	[38]
Segment Assets	619.405	1.313.302	1.737.572	199.246	73.093	[937.708]	3.004.910
Investments in Associates.							
Undistributed Assets	40.265.268	61.596.584	50.129.806	1.004.183	4.570.116	2.104.067	159.670.024
Total Assets	-	-	-	-	-	-	3.923
Segment Liabilities	-	-	-	-	-	-	3.804.387
Undistributed Liabilities	-	-	-	-	-	-	163.478.334
Shareholders' Equity	47.101.892	28.918.422	36.369.809	13.568.855	8.382.494	1.243.450	135.584.922
Total Liabilities	-	-	-	-	-	-	5.417.644
	-	-	-	-	-	-	22.475.768
Other Segment Items	-	-	-	-	-	-	163.478.334
Capital Investment							
Amortization							
Non-cash Other Income-Expense	69.823	75	6.322	547	-	115.640	192.407
Restructuring Costs	[66.690]	[5.499]	[1.193]	[1.260]	[201]	[41.246]	[116.089]
Operating Income	[413.038]	[639.000]	[77.852]	[574]	[29]	[6.664]	[1.137.157]
Profit from Operating Activities	-	-	-	-	-	-	-
Prior Period – 31 December 2011(*)							
Operating Income	2.417.513	1.695.582	1.907.831	170.479	52.104	131.959	6.375.468
Profit from Operating Activities	554.203	920.504	1.585.629	125.914	34.008	[18.673]	3.201.585
Income from Subsidiaries						3.596	3.596
Profit before Tax	554.203	920.504	1.585.629	125.914	34.008	[15.077]	3.205.181
Corporate Tax						[670.056]	[670.056]
Net Profit for the Period						1.250	1.250
Segment Assets	554.203	920.504	1.585.629	125.914	34.008	[683.883]	2.536.375
Investments in Associates							
Undistributed Assets	30.947.490	52.153.599	48.295.678	1.040.028	2.954.609	1.502.949	136.894.353
Total Assets	-	-	-	-	-	-	3.923
Segment Liabilities	-	-	-	-	-	-	3.008.856
Undistributed Liabilities	-	-	-	-	-	-	139.907.132
Shareholders' Equity	45.112.237	22.152.471	27.621.482	12.761.209	9.471.893	1.054.643	118.173.935
Total Liabilities	-	-	-	-	-	-	3.601.818
	-	-	-	-	-	-	18.131.379
Other Segment Items	-	-	-	-	-	-	139.907.132
Capital Investment							
Amortization							
Non-cash Other Income-Expense	83.820	1.982	6.013	669	-	59.413	151.897
Restructuring Costs	[81.330]	[5.510]	[931]	[904]	[280]	[52.957]	[141.912]
Operating Income	[182.645]	[305.545]	[152.318]	[2.545]	[6.900]	[12.162]	[662.115]
Profit from Operating Activities	-	-	-	-	-	-	-

Explanations on business segments are prepared on the basis of data obtained from Bank Management Reporting System.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

**SECTION FIVE
INFORMATION AND DISCLOSURES RELATED TO CONSOLIDATED
FINANCIAL STATEMENTS**

I. EXPLANATIONS AND NOTES RELATED TO CONSOLIDATED ASSETS

a. Information related to cash equivalents and the account of the Central Bank of the Republic of Turkey (the "CBRT"):

1. Information on cash equivalents and the account of the CBRT:

	Current Period		Prior Period	
	31 December 2012		31 December 2011	
	TL	FC	TL	FC
Cash/Foreign Currency	803.928	589.273	602.010	439.024
The CBRT	2.553.797	12.688.205	4.226.011	8.609.832
Other(*)	678	26.971	1.664	148
Total	3.358.403	13.304.449	4.829.685	9.049.004

(*) As of 31 December 2012, precious metal account amounts to TL 26.926 (31 December 2011: TL 114).

2. Information related to the account of the CBRT:

	Current Period		Prior Period	
	31 December 2012		31 December 2011	
	TL	FC	TL	FC
Demand Unrestricted Account	10.351	-	1.819	-
Time Unrestricted Account	-	-	-	-
Time Restricted Account	-	-	-	-
Reserve Requirement	2.543.446	12.688.205	4.224.192	8.609.832
Total	2.553.797	12.688.205	4.226.011	8.609.832

3. Explanation on reserve requirements:

In accordance with the "Communiqué Regarding the Reserve Requirements no. 2005/1", the Bank is required to maintain reserves in CBRT for TL and foreign currency liabilities. The reserve requirements can be maintained as TL, USD, EUR and standard gold.

The reserve rates for TL liabilities vary between 5% and 11% for TL deposits and other liabilities according to their maturities as of 31 December 2012 (31 December 2011: 5% and 11% for all TL liabilities). The reserve rates for foreign currency liabilities vary between 6% and 11% for deposit and other foreign currency liabilities according to their maturities as of 31 December 2012 (31 December 2011: 6% and 11% for all foreign currency liabilities).

The Bank has been required to maintain additional reserves at CBRT amounting to USD 742 million on average for approximately 3,5 years regarding a judgmental difference between the Bank and the CBRT with respect to the reserve requirements for syndication loans borrowed by Malta Branch. Significant amount of this reserve has been maintained at CBRT and the remaining part will have no material effect on the Bank's profitability, financial positions and operations of the Bank. The lawsuit for the cancellation of the Central Bank's said decision was filed with a motion for stay of execution. The 10th Division of the Administrative Court has rejected the motion for stay of execution. It is continuing to hear the case on the merits.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

b. Information on financial assets at fair value through profit or loss:

- As of 31 December 2012, financial assets at fair value through profit or loss given as collateral/blocked amount to TL 1.157 (31 December 2011: TL 8.609); and those subject to repo transactions amount to TL (-). (31 December 2011: TL (-)).

- Positive differences table related to trading derivative financial assets:

	Current Period 31 December 2012		Prior Period 31 December 2011	
	TL	FC	TL	FC
Forward Transactions	29.421	-	52.651	-
Swap Transactions	91.344	311.284	346.967	300.955
Futures Transactions	47.893	2.744	51.285	3.284
Options	2.167	52.821	3.359	68.210
Other	-	-	-	-
Total	170.825	366.849	454.262	372.449

c. Information on banks account:

- Information on banks:

	Current Period 31 December 2012		Prior Period 31 December 2011	
	TL	FC	TL	FC
Banks	427.100	2.763.572	128.913	3.325.880
Domestic	427.100	99.771	128.913	317.410
Foreign	-	2.663.801	-	3.008.470
Head Quarters and Branches Abroad	-	-	-	-
Total	427.100	2.763.572	128.913	3.325.880

- Information on foreign banks account:

	Unrestricted Amount		Restricted Amount (**)	
	Current Period 31 December 2012	Prior Period 31 December 2011	Current Period 31 December 2012	Prior Period 31 December 2011
European Union Countries	900.870	1.571.690	1.474.994	942.746
USA, Canada	199.004	213.000	52.184	231.378
OECD Countries (*)	32.599	36.591	-	-
Off-shore Banking Regions	-	-	-	-
Other	4.150	13.065	-	-
Total	1.136.623	1.834.346	1.527.178	1.174.124

(*) OECD Countries except EU countries, USA and Canada.

(**) Restricted amounts which are mainly consisting of the collaterals related to the borrowings, are kept in several banks.

d. Information on available for sale financial assets, net values:

- As of 31 December 2012, available for sale financial assets subjehict to repurchase agreements amount to TL 23.097.568 (31 December 2011: TL 13.258.228); and those given as collateral/blocked amount to TL 6.526.263 (31 December 2011: TL 5.398.650).

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

2. Information on available for sale financial assets:

	Current Period 31 December 2012	Prior Period 31 December 2011
Debt Securities	42.622.346	39.259.247
Quoted to Stock Exchange	42.166.917	38.960.502
Not Quoted to Stock Exchange	455.429	298.745
Share Certificates	7.917	6.707
Quoted to Stock Exchange	-	-
Not Quoted to Stock Exchange	7.917	6.707
Impairment Provision (-)	8.711	297.669
Total	42.621.552	38.968.285

e. Information related to loans:

1. Information on all types of loans and advances given to shareholders and employees of the Bank:

	Current Period 31 December 2012		Prior Period 31 December 2011	
	Cash	Non-cash	Cash	Non-cash
Direct Loans Granted to Shareholders	-	250	-	250
Corporate Shareholders	-	250	-	250
Real Person Shareholders	-	-	-	-
Indirect Loans Granted to Shareholders	2.090.840	326.871	1.640.514	455.728
Loans Granted to Employees	92.280	-	72.650	-
Total	2.183.120	327.121	1.713.164	455.978

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

2. Information on the first and second group loans and other receivables including loans that have been restructured or rescheduled:

	Standard Loans and Other Receivables			Loans and Other Receivables under Close Monitoring		
	Loans and Other Receivables (Total)	Loans and Receivables with Revised Contract Terms		Loans and Other Receivables (Total)	Loans and Receivables with Revised Contract Terms	
		Extension of Repayment Plan	Other Changes		Extension of Repayment Plan	Other Changes
Non-specialized Loans	89.322.779	492.763	-	2.944.620	610.379	-
Business Loans	27.067.479	39.634	-	393.704	348	-
Export Loans	5.247.248	68.895	-	34.429	806	-
Import Loans	-	-	-	-	-	-
Loans Granted to Financial Sector	1.766.924	-	-	-	-	-
Consumer Loans						
(Including Overdraft Loans)	19.594.860	25.908	-	1.349.237	155.246	-
Credit Cards	12.637.817	-	-	986.561	325.339	-
Other	23.008.451	358.326	-	180.689	128.640	-
Specialized Loans	-	-	-	-	-	-
Other Receivables	-	-	-	-	-	-
Total	89.322.779	492.763	-	2.944.620	610.379	-

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Number of extensions	Standard loans and other receivables	Loans and other receivables under close monitoring
Extended by 1 or 2 times	491.862	609.008
Extended by 3,4 or 5 times	785	1.050
Extended by more than 5 times	116	321
Total	492.763	610.379

Extension periods	Standard loans and other receivables	Loans and other receivables under close monitoring
0 - 6 Months	15.414	87.857
6 - 12 Months	31.925	127.813
1 - 2 Years	48.239	142.315
2 - 5 Years	382.602	218.333
5 Years and over	14.583	34.061
Total	492.763	610.379

3. Breakdown of loans according to their maturities:

	Standard Loans and Other Receivables		Loans and Receivables Under Close Monitoring	
	Loans and Other Receivables	Restructured or Rescheduled	Loans and Other Receivables	Restructured or Rescheduled
Short-Term Loans and Other Receivables	27.622.914	64.485	2.944.620	610.379
Non-Specialized Loans	27.622.914	64.485	2.944.620	610.379
Specialized Loans	-	-	-	-
Other Receivables	-	-	-	-
Medium and Long-Term Loans and Other Receivables	61.699.865	428.278	-	-
Non-Specialized Loans	61.699.865	428.278	-	-
Specialized Loans	-	-	-	-
Other Receivables	-	-	-	-
Total	89.322.779	492.763	2.944.620	610.379

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

4. Information on consumer loans, personal credit cards, personnel loans and personnel credit cards:

Current Period – 31.12.2012

	Short-term	Medium and Long-term	Total
Consumer Loans-TL	193.336	20.218.971	20.412.307
Mortgage Loans	9.735	9.686.448	9.696.183
Automotive Loans	14.708	983.945	998.653
Consumer Loans	165.213	8.886.064	9.051.277
Other	3.680	662.514	666.194
Consumer Loans- Indexed to FC	16	57.402	57.418
Mortgage Loans	13	55.908	55.921
Automotive Loans	2	53	55
Consumer Loans	1	118	119
Other	-	1.323	1.323
Consumer Loans-FC	-	-	-
Mortgage Loans	-	-	-
Automotive Loans	-	-	-
Consumer Loans	-	-	-
Other	-	-	-
Consumer Credit Cards-TL	10.813.814	2.011.475	12.825.289
With Installment	4.738.576	2.011.475	6.750.051
Without Installment	6.075.238	-	6.075.238
Consumer Credit Cards-FC	18.509	-	18.509
With Installment	9.882	-	9.882
Without Installment	8.627	-	8.627
Personnel Loans-TL	1.882	49.701	51.583
Mortgage Loans	-	1.729	1.729
Automotive Loans	-	198	198
Consumer Loans	1.882	47.774	49.656
Other	-	-	-
Personnel Loans- Indexed to FC	-	-	-
Mortgage Loans	-	-	-
Automotive Loans	-	-	-
Consumer Loans	-	-	-
Other	-	-	-
Personnel Loans-FC	-	-	-
Mortgage Loans	-	-	-
Automotive Loans	-	-	-
Consumer Loans	-	-	-
Other	-	-	-
Personnel Credit Cards-TL	38.445	1.943	40.388
With Installment	17.538	1.943	19.481
Without Installment	20.907	-	20.907
Personnel Credit Cards-FC	309	-	309
With Installment	200	-	200
Without Installment	109	-	109
Credit Deposit Account-TL (Real Person)	422.789	-	422.789
Credit Deposit Account-FC (Real Person)	-	-	-
Total Consumer Loans	11.489.100	22.339.492	33.828.592

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Prior Period – 31.12.2011

	Short-term	Medium and Long-term	Total
Consumer Loans-TL	186.980	14.933.111	15.120.091
Mortgage Loans	12.788	7.373.151	7.385.939
Automotive Loans	17.429	847.931	865.360
Consumer Loans	150.549	6.112.330	6.262.879
Other	6.214	599.699	605.913
Consumer Loans- Indexed to FC	1.069	83.094	84.163
Mortgage Loans	1.067	82.661	83.728
Automotive Loans	2	268	270
Consumer Loans	-	165	165
Other	-	-	-
Consumer Loans-FC	-	-	-
Mortgage Loans	-	-	-
Automotive Loans	-	-	-
Consumer Loans	-	-	-
Other	-	-	-
Consumer Credit Cards-TL	8.508.781	991.176	9.499.957
With Installment	4.024.731	991.176	5.015.907
Without Installment	4.484.050	-	4.484.050
Consumer Credit Cards-FC	14.958	-	14.958
With Installment	8.150	-	8.150
Without Installment	6.808	-	6.808
Personnel Loans-TL	1.849	35.324	37.173
Mortgage Loans	-	1.275	1.275
Automotive Loans	1	274	275
Consumer Loans	1.848	33.775	35.623
Other	-	-	-
Personnel Loans- Indexed to FC	11	193	204
Mortgage Loans	-	6	6
Automotive Loans	-	1	1
Consumer Loans	11	186	197
Other	-	-	-
Personnel Loans-FC	-	-	-
Mortgage Loans	-	-	-
Automotive Loans	-	-	-
Consumer Loans	-	-	-
Other	-	-	-
Personnel Credit Cards-TL	33.118	1.946	35.064
With Installment	16.040	1.946	17.986
Without Installment	17.078	-	17.078
Personnel Credit Cards-FC	209	-	209
With Installment	124	-	124
Without Installment	85	-	85
Credit Deposit Account-TL (Real Person)	349.328	-	349.328
Credit Deposit Account-FC (Real Person)	-	-	-
Total Consumer Loans	9.096.303	16.044.844	25.141.147

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

5. Information on commercial installment loans and corporate credit cards:

Current Period – 31.12.2012

	Short-term	Medium and Long-term	Total
Commercial Installment Loans-TL	342.485	5.208.535	5.551.020
Mortgage Loans	1.319	303.005	304.324
Automotive Loans	4.676	639.482	644.158
Consumer Loans	334.728	3.117.164	3.451.892
Other	1.762	1.148.884	1.150.646
FC Indexed Commercial Installment Loans	11.624	301.912	313.536
Mortgage Loans	-	17.835	17.835
Automotive Loans	308	90.266	90.574
Consumer Loans	6.662	147.425	154.087
Other	4.654	46.386	51.040
Commercial Installment Loans-FC	2.512	449.730	452.242
Mortgage Loans	-	-	-
Automotive Loans	-	-	-
Consumer Loans	-	-	-
Other	2.512	449.730	452.242
Corporate Credit Cards-TL	732.775	6.163	738.938
With Installment	391.208	6.163	397.371
Without Installment	341.567	-	341.567
Corporate Credit Cards-FC	945	-	945
With Installment	77	-	77
Without Installment	868	-	868
Credited Deposit Account-TL (Legal Person)	333.936	-	333.936
Credited Deposit Account-FC (Legal person)	-	-	-
Total	1.424.277	5.966.340	7.390.617

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Prior Period – 31.12.2011

	Short-term	Medium and Long-term	Total
Commercial Installment Loans-TL	1.068.484	4.319.011	5.387.495
Mortgage Loans	748	383.256	384.004
Automotive Loans	14.128	777.303	791.431
Consumer Loans	1.052.762	3.090.158	4.142.920
Other	846	68.294	69.140
FC Indexed Commercial Installment Loans	29.435	280.572	310.007
Mortgage Loans	46	22.307	22.353
Automotive Loans	523	113.414	113.937
Consumer Loans	27.414	134.504	161.918
Other	1.452	10.347	11.799
Commercial Installment Loans-FC	6.373	203.871	210.244
Mortgage Loans	-	-	-
Automotive Loans	-	-	-
Consumer Loans	-	-	-
Other	6.373	203.871	210.244
Corporate Credit Cards-TL	371.131	2.378	373.509
With Installment	158.545	2.378	160.923
Without Installment	212.586	-	212.586
Corporate Credit Cards-FC	676	-	676
With Installment	82	-	82
Without Installment	594	-	594
Credited Deposit Account-TL (Legal Person)	255.981	-	255.981
Credited Deposit Account-FC (Legal person)	-	-	-
Total	1.732.080	4.805.832	6.537.912

6. Loans according to types of borrowers:

	Current Period 31 December 2012	Prior Period 31 December 2011
Public	1.882.550	1.618.821
Private	90.384.849	72.643.889
Total	92.267.399	74.262.710

7. Distribution of domestic and foreign loans: Loans are classified according to the locations of the customers.

	Current Period 31 December 2012	Prior Period 31 December 2011
Domestic Loans	90.473.527	72.123.425
Foreign Loans	1.793.872	2.139.285
Total	92.267.399	74.262.710

8. Loans granted to investments in associates and subsidiaries: None

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

9. Specific provisions accounted for loans:

	Current Period 31 December 2012	Prior Period 31 December 2011
Loans and Receivables with Limited Collectibility	224.361	131.026
Loans and Receivables with Doubtful Collectibility	266.711	108.098
Uncollectible Loans and Receivables	531.534	930.685
Total	1.022.606	1.169.809

10. Information on non-performing loans (Net):

10(i). Information on non-performing loans restructured or rescheduled and other receivables:

	III. Group Loans and Other Receivables with Limited Collectibility	IV. Group Loans and Other Receivables with Doubtful Collectibility	V. Group Uncollectible Loans and Other Receivables
Current Period: 31 December 2012			
(Gross Amounts Before Specific Provisions)	23.093	20.925	27.021
Restructured Loans and Other Receivables	22.110	20.400	22.170
Rescheduled Loans and Other Receivables	983	525	4.851
Prior Period: 31 December 2011			
(Gross Amounts Before Specific Provisions)	8.576	8.395	35.902
Restructured Loans and Other Receivables	8.136	7.797	24.614
Rescheduled Loans and Other Receivables	440	598	11.288

10(ii). Information on the movement of total non-performing loans:

	III. Group Loans and Other Receivables with Limited Collectibility	IV. Group Loans and Other Receivables with Doubtful Collectibility	V. Group Uncollectible Loans and Other Receivables
Prior Period End Balance: 31 December 2011	223.876	108.098	930.685
Additions (+)	736.446	16.202	18.036
Transfers from Other Categories of Non-performing Loans (+)	-	669.271	437.349
Transfers to Other Categories of Non-Performing Loans (-)	669.271	437.349	-
Collections (-)	66.112	63.534	147.903
Net FC Differences from Subsidiaries Abroad	-	(5)	-
Write-offs (-)(*)	578	25.972	613.783
Corporate and Commercial Loans	39	1.009	266.490
Retail Loans	78	6.793	142.963
Credit Cards	461	18.170	204.330
Other	-	-	-
Balance at the End of the Period	224.361	266.711	624.384
Specific Provisions (-)	224.361	266.711	531.534
Net Balance (*)	-	-	92.850

(*) TL 500,1 million of the Bank's non-performing loan portfolio has been sold to Girişim Varlık Yönetimi A.Ş. for TL 95,1 million on 1 October 2012. The amount that's been sold is shown under "Write-offs" in the above table.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

(**)As of 31 December 2012, the Bank has set 100% specific provision amounting to TL 41 million (31 December 2011: 41 million TL) after taking the collaterals into consideration for one of its commercial loans amounting to TL 134 million (31 December 2011: 134 million TL).

10(iii). Information on non-performing loans granted as foreign currency loans:

	III. Group	IV. Group	V. Group
	Loans and Other Receivables with Limited Collectibility	Loans and Other Receivables with Doubtful Collectibility	Uncollectible Loans and Other Receivables
Current Period: 31 December 2012			
Balance at the End of the Period	5.234	6.725	161.702
Specific Provisions (-)	5.234	6.725	68.852
Net Balance on Balance Sheet	-	-	92.850
Prior Period: 31 December 2011			
Balance at the End of the Period	140.388	3.435	47.249
Specific Provisions (-)	47.538	3.435	47.249
Net Balance	92.850	-	-

In Parent Bank, non-performing loans granted as foreign currency are followed under TL accounts of balance sheet.

10(iv). Breakdown of non-performing loans according to their gross and net values:

	III. Group	IV. Group	V. Group
	Loans and Other Receivables with Limited Collectibility	Loans and Other Receivables with Doubtful Collectibility	Uncollectible Loans and Other Receivables
Current Period (Net): 31 December 2012			
Loans granted to corporate entities and real persons (Gross)	224.361	266.711	624.384
Specific Provisions Amount(-)	224.361	266.711	531.534
Loans granted to corporate entities and real persons (Net)	-	-	92.850
Banks (Gross)	-	-	-
Specific Provisions Amount (-)	-	-	-
Banks (Net)	-	-	-
Other Loans and Advances (Gross)	-	-	-
Specific Provisions Amount (-)	-	-	-
Other Loans and Advances (Net)	-	-	-
Prior Period (Net): 31 December 2011			
Loans granted to corporate entities and real persons (Gross)	223.876	108.098	930.685
Specific Provisions Amount(-)	131.026	108.098	930.685
Loans granted to corporate entities and real persons (Net)	92.850	-	-
Banks (Gross)	-	-	-
Specific Provisions Amount (-)	-	-	-
Banks (Net)	-	-	-
Other Loans and Advances (Gross)	-	-	-
Specific Provisions Amount (-)	-	-	-

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Other Loans and Advances (Net)	-	-	-
--------------------------------	---	---	---

11. Information on the collection policy of non-performing loans and other receivables:

Non-performing loans and other receivables are collected through legal follow-up and liquidation of collaterals.

12. Information on the write-off policy:

Write-off policy of the Bank for receivables under follow-up is to retire the receivables from assets in case of verification of the inability of collection through the legal follow-up process.

f. Held to maturity investments:

1. Information on financial assets subject to repurchase agreements and those given as collateral/blocked:

	Current Period 31 December 2012		Prior Period 31 December 2011	
	TL	FC	TL	FC
Given as collateral/blocked	3.145.397	-	3.035.590	678.044
Subject to repurchase agreements	358.131	-	556.969	192.443
Total	3.503.528	-	3.592.559	870.487

2. Information on Held to maturity government debt securities:

	Current Period 31 December 2012	Prior Period 31 December 2011
Government Bonds	3.637.468	4.823.563
Treasury Bills	-	-
Other Government Debt Securities	-	-
Total	3.637.468	4.823.563

3. Information on Held to maturity investments:

	Current Period 31 December 2012	Prior Period 31 December 2011
Debt Securities	3.679.250	4.857.037
Quoted to Stock Exchange	3.679.250	4.857.037
Not Quoted to Stock Exchange	-	-
Impairment Provision (-)	41.782	32.567
Total	3.637.468	4.824.470

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

4. The movement of investment securities Held to maturity:

	Current Period 31 December 2012	Prior Period 31 December 2011
Beginning Balance	4.824.470	6.627.280
Foreign Currency Differences on Monetary Assets	(90.677)	172.732
Purchases During Year	209	-
Disposals Through Sales and Redemptions (*)	1.097.298	1.996.980
Impairment Provision (-)	41.782	32.567
Change in Amortized Cost	42.546	54.005
Balance at the End of the Period	3.637.468	4.824.470

(*) According to "Regulation on Measurement and Assessment of Capital Adequacy of Banks" (Basel II), which became effective as of July 1, 2012, the risk weight of foreign currency denominated securities issued by the Treasury of Republic of Turkey has increased from 0% to 100%. According to IAS 39 Financial Instruments: Recognition and Measurement Standard, the Bank has reclassified its foreign currency denominated securities issued by the Treasury of Republic of Turkey held in Held to maturity portfolio with nominal values of thousands EUR 300.476 and thousand USD 160.288 to Available for Sale portfolio with the sale intention of these securities out of which nominal value amounting to thousands EUR 216.000 have been sold.

g. Information on investments in associates (Net):

1. Non-consolidated associates:

1(i). Reasons for being out of consolidation for non-consolidated associates: In accordance with the Communiqué on Preparation of Consolidated Financial Statements of Banks they have been left out of the scope of consolidation.

1(ii). Information about non-consolidated associates:

Title	Address (City / Country)	Bank's share percentage- If different voting percentage (%)	Bank's risk group share percentage (%)
Bankalararası Kart Merkezi A.Ş.	İstanbul/Turkey	9,98	9,98
Kredi Kayıt Bürosu A.Ş.	İstanbul/Turkey	9,09	9,09

Main financial figures of non-consolidated associates, in the order of the above table:

The financial figures have been obtained from the financial statements dated 30 December 2012.

	Total Assets	Shareholders' Equity	Total Fixed Assets	Interest Income	Income from Marketable Securities Portfolio	Current Period Profit/ Loss	Prior Period Profit/Loss	Fair Value
1	28.465	22.672	13.462	680	-	4.189	3.179	-
2	65.251	58.310	4.769	1.395	-	24.044	12.969	-

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

1(iii). Movement schedule for non-consolidated subsidiaries:

	Current Period 31 December 2011	Prior Period 31 December 2010
Balance at the Beginning of the Period	3.923	3.125
Movements During the Period		
Purchases	-	-
Bonus Shares and Contributions to Capital	-	798
Dividends from Current Year Income	-	-
Sales/Liquidation	-	-
Revaluation Increase	-	-
Revaluation/Impairment	-	-
Additions to Consolidation	-	-
Increase/decrease due to foreign exchange valuation of foreign subsidiaries	3.923	3.923
Balance at the End of the Period	-	-
Capital Commitments	-	-
Share Percentage at the End of the Period (%)	-	-

1(iv). Consolidated subsidiaries disposed within the current period: None.

1(v). Consolidated subsidiaries purchased within the current period: None.

h. Information on subsidiaries (Net):

1. Information on shareholders' equity of major subsidiaries:

	Akbank AG	Ak Leasing	Ak Securities	Ak Portfolio Management	Akbank (Dubai) Limited
Tier I Capital					
Paid in Capital	301.578	47.122	30.000	1.000	2.243
Adjustment to paid-in capital	-	-	16.802	-	-
Share Premium	-	-	-	-	-
Legal Reserves	-	18.658	15.669	4.899	-
Extraordinary Reserves	47.082	5	6.973	-	-
Other Profit Reserves	145.327	61.153	-	3.079	378
Profit/Loss	192.341	192.995	61.252	12.129	2.870
<i>Net Current Period Profit</i>	<i>31.015</i>	<i>41.546</i>	<i>16.543</i>	<i>11.067</i>	<i>2.335</i>
<i>Prior Year Profit/Loss</i>	<i>161.326</i>	<i>151.449</i>	<i>44.709</i>	<i>1.062</i>	<i>535</i>
Development Cost of Operating Lease (-)	148	490	668	-	-
Intangible Assets (-)	321	600	172	63	-
Total Core Capital	685.859	318.843	129.856	21.044	5.491
Supplementary Capital	-	6.687	-	-	-
Capital	685.859	325.530	129.856	21.044	5.491
NET USABLE SHAREHOLDER'S EQUITY	685.859	325.530	129.856	21.044	5.491

The Bank's subsidiaries, included in the consolidated calculation of capital requirement, do not have additional capital requirements. The Study of Internal Evaluation of Bank's Capital Requirement is carried out annually on a consolidated basis. In addition, Akbank AG carries out the Study of Internal Evaluation of Bank's Capital on solo basis due to its own legal requirements.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

2. Non-consolidated subsidiaries: None.
3. Consolidated subsidiaries:
- 3(i). Information about consolidated subsidiaries:

Title	Address (City / Country)	Bank's Share Percentage-If Different Voting Percentage (%)	Other Shareholder Share Percentage (%)	Consolidation Method
1 Ak Finansal Kiralama A.Ş.	İstanbul/Turkey	99,99	0,01	Full Consolidation
2 Ak Yatırım Menkul Değerler A.Ş.	İstanbul/Turkey	100,00	-	Full Consolidation
3 Ak Portföy Yönetimi A.Ş.	İstanbul/Turkey	100,00	-	Full Consolidation
4 Akbank AG	Frankfurt/Germany	100,00	-	Full Consolidation
5 Akbank (Dubai) Limited	Dubai/The United Arab Emirates	100,00	-	Full Consolidation

Main financial figures of consolidated subsidiaries, in the order of the above table:

The financial figures have been obtained from the financial statements as at 31 December 2012 prepared in accordance with local regulations.

	Total Assets	Shareholders' Equity	Total Fixed Assets	Interest Income	Income from Marketable Securities Portfolio	Current Period Profit/ Loss	Prior Period Profit/Loss	Fair Value (*)
1	2.297.060	319.871	13.635	152.964	1.200	41.546	43.045	-
2	731.188	130.696	1.793	29.152	778	16.543	67.921	-
3	26.823	21.107	177	1.956	-	11.067	11.616	-
4	6.450.617	686.328	1.172	94.416	33.653	31.015	27.844	-
5	6.116	5.491	44	-	-	2.335	2.089	-

Though not being the subsidiaries of the Bank, Ak Receivables Corporation and A.R.T.S Ltd. which were established in July 1998 and November 1999 respectively in connection with rising long-term financing, are included in the full scope of consolidation as "Special Purpose Entities" due to the 100% control of these entities by the Group.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

3(ii). Movement schedule for consolidated subsidiaries:

	Current Period 31 December 2012	Prior Period 31 December 2011
Balance at the Beginning of the Period	1.013.894	892.916
Movements During the Period		
Additions (**)	259	-
Bonus Shares and Contributions to Capital	-	-
Dividends from Current Year Income	-	-
Sales/Liquidation (*)	(308.089)	(34)
Revaluation Increase	-	-
Revaluation/Impairment	-	(9.203)
Additions to Consolidation	-	-
Increase/decrease due to foreign exchange valuation of foreign subsidiaries (*)	(123.120)	130.215
Balance at the End of the Period	582.944	1.013.894
Capital Commitments	-	-
Share Percentage at the End of the Period (%)	-	-

(*) The balance amounting to TL (-) 292.708 on Sales / Liquidation line and the balance amounting to TL (-) 71.938 on Increase/decrease due to foreign exchange valuation of foreign subsidiaries line are due to the reduction of Akbank N.V.'s capital from EUR 335 Million to EUR 170 Million related with the merger process of Akbank N.V. and Akbank AG. The balance amounting to EUR 165 Million related to the reduction of capital is paid in cash by Akbank N.V. to the Bank. TL (-) 15.381 shown in Sales / Liquidation line is due to transfer of total shares of Ak B Tipi Yatırım Ortaklığı A.Ş., Bank's subsidiary with a 70,04% share, to Egeli & Co. Yatırım Holding A.Ş. for TL 28.542 as of July 3, 2012.

(**) TL 258 of "additions" is derived from the increase of Bank's shares in Ak Yatırım Menkul Değerler A.Ş. from 99,8% to 100%. TL 1 of "additions" is derived from the increase of Bank's shares in Ak Portföy Yönetimi A.Ş. from 99,99% to 100%.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

3(iii). Sectoral information on consolidated financial subsidiaries and the related carrying amounts:

Subsidiaries	Current Period 31 December 2012	Prior Period 31 December 2011
Banks	394.362	810.190
Insurance Companies	-	-
Factoring Companies	-	-
Leasing Companies	121.088	121.088
Finance Companies	-	-
Other Financial Subsidiaries	67.494	82.616

3(iv). Subsidiaries quoted on a stock exchange:

	Current Period 31 December 2012	Prior Period 31 December 2011
Subsidiaries quoted on domestic stock exchange	-	15.381
Subsidiaries quoted on foreign stock exchange	-	-

i. Information on finance lease receivables (Net):

	Current Period 31 December 2012		Prior Period 31 December 2011	
	Gross	Net	Gross	Net
2012	-	-	644.361	596.422
2013	852.622	759.154	329.625	275.449
2014	447.417	369.572	216.037	181.028
2015	342.369	285.926	143.160	119.380
2016	246.773	210.051	97.751	81.480
2017 and following years	443.797	383.182	188.022	161.046
Total	2.332.978	2.007.885	1.618.956	1.414.805

j. Information on the Hedging Derivative Financial Assets: None

k. Information on property and equipment:

	Immovables	Other Tangible Fixed Assets	Construction in Progress	Total
Prior Period End: 31 December 2011				
Cost	794.002	803.100	217	1.597.319
Accumulated Depreciation(-)	252.077	554.581	-	806.658
Net Book Value	541.925	248.519	217	790.661
Current Period End: 31 December 2012				
Net Book Value at the Beginning of the Period	541.925	248.519	217	790.661
Additions	27.691	110.807	2.361	140.859
Disposals(-), net	1.833	12.702	-	14.535
Depreciation (-)	25.239	91.843	-	117.082
Impairment	-	-	-	-
Cost at Period End	818.932	828.574	2.578	1.650.084
Accumulated Depreciation at Period End (-)	276.388	573.793	-	850.181
Closing Net Book Value	542.544	254.781	2.578	799.903

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

	Immovables	Other Tangible Fixed Assets	Construction in Progress	Total
Prior Period End: 31 December 2011				
Cost	912.767	774.409	1.375	1.688.551
Accumulated Depreciation(-)	255.652	531.558	-	787.210
Net Book Value	657.115	242.851	1.375	901.341
Current Period End: 31 December 2012				
Net Book Value at the Beginning of the Period	657.115	242.851	1.375	901.341
Additions	16.761	93.694	1.393	111.848
Disposals(-), net	107.240	1.902	2.551	111.693
Depreciation (-)	24.711	86.124	-	110.835
Impairment	-	-	-	-
Cost at Period End	794.002	803.100	217	1.597.319
Accumulated Depreciation at Period End (-)	252.077	554.581	-	806.658
Closing Net Book Value	541.925	248.519	217	790.661

l. Informations on intangible assets:

1. Cost and accumulated amortization at the beginning and end of the period :

	Current Period 31 December 2012	Prior Period 31 December 2011
Book Values (Gross)	275.904	231.796
Accumulated Amortization (-)	162.147	129.581
Net Book Value	113.757	102.215

2. Reconciliation of movements for the current period and prior period:

	Current Period 31 December 2012	Prior Period 31 December 2011
Cost	275.904	231.796
Accumulated Depreciation (-)	162.147	129.581
Net Book Value	113.757	102.215
Opening Balance	102.215	93.131
Additions	51.538	40.049
Disposals (-), net	10	-
Depreciation (-)	39.986	30.965
Closing Net Book Value	113.757	102.215

m. Information on the investment properties: None.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

n. Information on deferred tax asset :

The Group's deferred tax asset as of 31 December 2012 amounts to TL 5.103 (31 December 2011: TL 116.608). Provisional differences subject to deferred tax calculation result from mainly the differences between the book values, tax values and debts of fixed assets and financial assets, and provision for employee rights.

Deferred tax assets and liabilities, which are accounted for the temporary differences arising between applicable accounting policies and valuation principles and tax legislation in the Bank and in consolidated subsidiaries, are presented as net on an individual entity level. As noted in Note XVIII of Section Three, for the purposes of consolidated financial statements deferred taxes arising from different consolidated subsidiaries are presented separately in assets and liabilities. There are no carry forward tax losses that can be used as deductions for the tax calculation for the Group. An explanation on the net deferred tax liability is given in Note II-i-2 of Section Five.

	Accumulated temporary differences		Deferred tax assets/liabilities	
	31 December 2012	31 December 2011	31 December 2012	31 December 2011
Employee benefits	101.741	77.611	20.373	15.374
Differences between fair value and book value of financial assets	296.388	592.668	60.830	119.027
Other	267.837	220.617	55.359	44.989
Deferred Tax Asset			136.562	179.390
Differences between book value and tax base of property, plant and equipment	89.757	88.785	(17.951)	(17.757)
Differences between book value and tax base of financial assets	930.275	212.829	(186.055)	(42.566)
Country risk provision	89.167	85.513	(28.534)	(27.216)
Deferred Tax Liabilities			(232.540)	(87.539)
Deferred Tax Asset/(Liabilities) Net			(95.978)	91.851

o. Information on property and equipment held for sale and related to discontinued operations:

	Current Period 31 December 2012	Prior Period 31 December 2011
Cost	15.195	3.974
Accumulated Depreciation (-)	147	288
Net Book Value	15.048	3.686
	Current Period 31 December 2012	Prior Period 31 December 2011
Opening balance	3.686	3.225
Additions	12.775	2.554
Disposals (-), net	1.365	1.981
Depreciation (-)	48	112
Closing Net Book Value	15.048	3.686

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

p. Information on other assets:

Other assets amount to TL 1.489.270 (31 December 2011: TL 993.953) on the balance sheet and do not exceed 10% of the total assets, excluding the off-balance sheet commitments.

II. EXPLANATIONS AND NOTES RELATED TO CONSOLIDATED LIABILITIES

a. Information on deposits:

1. Information on maturity structure of the deposits:

There are no seven-day notification deposits.

1(i). Current Period – 31 December 2012:

	Demand	Up to 1 Month	1 – 3 Months	3 – 6 Months	6 Months – 1 Year	1 Year and Over	Cumulative	Total
Saving Deposits	2.979.328	6.377.240	18.962.334	803.632	198.545	276.446	92.248	29.689.773
Foreign Currency Deposits	4.356.065	5.876.554	12.485.945	1.292.240	3.025.707	3.213.166	5.124	30.254.801
Residents in Turkey	3.670.398	4.995.512	11.432.847	560.938	631.261	1.942.177	5.051	23.238.184
Residents Abroad	685.667	881.042	1.053.098	731.302	2.394.446	1.270.989	73	7.016.617
Public Sector Deposits	706.007	23.739	209.576	4.014	566	3.592	-	947.494
Commercial Deposits	3.639.650	5.156.279	6.205.805	174.015	55.526	27.724	-	15.258.999
Other Institutions Deposits	124.273	429.151	1.377.116	288.053	51.189	55.914	-	2.325.696
Gold Vault	1.461.072	-	-	-	-	-	-	1.461.072
Bank Deposits	323.569	1.532.695	6.651.202	1.577.025	642.881	23.081	-	10.750.453
The CBRT	-	-	-	-	-	-	-	-
Domestic Banks	21.821	1.010.510	12.028	18.043	14.033	6.014	-	1.082.449
Foreign Banks	70.724	522.185	6.639.174	1.558.982	628.848	17.067	-	9.436.980
Special Finance Institutions	231.024	-	-	-	-	-	-	231.024
Other	-	-	-	-	-	-	-	-
Total	13.589.964	19.395.658	45.891.978	4.138.979	3.974.414	3.599.923	97.372	90.688.288

1(ii). Prior period – 31 December 2011:

	Demand	Up to 1 Month	1 – 3 Months	3 – 6 Months	6 Months – 1 Year	1 Year and Over	Cumulative	Total
Saving Deposits	2.534.267	4.327.204	18.232.086	1.764.520	269.179	213.615	39.595	27.380.466
Foreign Currency Deposits	3.285.642	8.990.728	10.444.366	1.657.533	1.961.552	2.490.118	1.443	28.831.382
Residents in Turkey	3.204.408	7.902.844	9.654.964	939.154	633.301	1.292.090	1.397	23.628.158
Residents Abroad	81.234	1.087.884	789.402	718.379	1.328.251	1.198.028	46	5.203.224
Public Sector Deposits	115.947	14.884	5.055	5.002	107	1	-	140.996
Commercial Deposits	3.230.487	4.276.705	2.263.395	2.345.932	506.951	399.339	-	13.022.809
Other Institutions Deposits	105.463	124.544	400.878	471.230	6.649	582	-	1.109.346
Gold Vault	-	-	-	-	-	-	-	-
Bank Deposits	392.604	1.422.722	7.445.765	613.044	393.674	18.009	-	10.285.818
The CBRT	-	-	-	-	-	-	-	-
Domestic Banks	12.660	1.302.300	-	26.116	-	2.006	-	1.343.082
Foreign Banks	93.588	120.422	7.445.765	586.928	393.674	16.003	-	8.656.380
Special Finance Institutions	286.356	-	-	-	-	-	-	286.356
Other	-	-	-	-	-	-	-	-
Total	9.664.410	19.156.787	38.791.545	6.857.261	3.138.112	3.121.664	41.038	80.770.817

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

2. Information on saving deposits insurance:

2(i). Information on saving deposits under the guarantee of the saving deposits insurance fund and amounts exceeding the limit of the deposit insurance fund: The deposit amounts of the consolidated subsidiaries located abroad are subject to local insurance regulations and are not included in the table below.

	Under the Guarantee of Deposit Insurance		Exceeding the Limit of Deposit Insurance	
	Current Period 31 December 2012	Prior Period 31 December 2011	Current Period 31 December 2012	Prior Period 31 December 2011
Saving Deposits	11.015.060	10.778.167	18.674.713	16.602.299
Foreign Currency Saving Deposits	3.917.152	3.395.702	13.606.834	12.468.407
Other Deposits in the Form of Saving Deposits	-	-	-	-
Foreign Branches' Deposits under Foreign Authorities' Insurance	-	-	-	-
Off-shore Banking Regions' Deposits under Foreign Authorities' Insurance	-	-	-	-

2(ii). Saving deposits of real persons which are not under the guarantee of saving deposit insurance fund:

	Current Period 31 December 2012	Prior Period 31 December 2011
Foreign Branches' Deposits and other accounts	-	-
Saving Deposits and Other Accounts of Controlling Shareholders and Deposits of their Mother, Father, Spouse, Children in care	-	-
Saving Deposits and Other Accounts of President and Members of Board of Directors, CEO and Vice Presidents and Deposits of their Mother, Father, Spouse, Children in care	899.644	875.303
Saving Deposits and Other Accounts in Scope of the Property Holdings Derived from Crime Defined in Article 282 of Turkish Criminal Law No:5237 dated 26.09.2004	-	-
Saving Deposits in Deposit Bank Which Established in Turkey in Order to Engage in Off-shore Banking Activities Solely	-	-

b. Information on trading derivative financial liabilities:

Table of negative differences for trading derivative financial liabilities:

	Current Period 31 December 2012		Prior Period 31 December 2011	
	TL	FC	TL	FC
Forward Transactions	37.691	-	58.523	-
Swap Transactions	100.871	305.471	109.166	393.296
Futures Transactions	41.871	6.194	29.000	6.946
Options	1.126	60.715	3.307	72.797
Other	-	-	-	-
Total	181.559	372.380	199.996	473.039

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

c. Information on borrowings:

1. Information on banks and other financial institutions:

	Current Period		Prior Period	
	31 December 2012		31 December 2011	
	TL	FC	TL	FC
Borrowings from the CBRT	-	-	-	-
From Domestic Bank and Institutions	313.579	305.751	183.910	492.428
From Foreign Banks, Institutions and Funds	152.034	14.826.707	165.233	17.203.750
Total	465.613	15.132.458	349.143	17.696.178

2. Information on maturity structure of borrowings:

	Current Period		Prior Period	
	31 December 2012		31 December 2011	
	TL	FC	TL	FC
Short-term	373.161	9.903.599	262.914	9.978.409
Medium and Long-Term	92.452	5.228.859	86.229	7.717.769
Total	465.613	15.132.458	349.143	17.696.178

The liabilities providing the funding sources of the Group are deposits, borrowings, marketable securities issued and money market borrowings. Deposits are the most important funding source of the Group and the diversification of these deposits by number and type of depositors with a stable structure does not create any risk concentration. The borrowings are composed of funds such as syndicated and securitized borrowings and post-finance obtained from different financial institutions with different maturity-interest structures and characteristics. There is no risk concentration in any of the funding sources of the Group.

d. Information on securities issued (Net):

	Current Period		Prior Period	
	31 December 2012		31 December 2011	
	TL	FC	TL	FC
Bank bills	1.018.625	-	1.081.799	-
Bonds	1.512.054	4.083.764	726.159	2.695.846
Total	2.530.679	4.083.764	1.807.958	2.695.846

e. Information on other foreign liabilities:

Other foreign liabilities amount to TL 1.562.614 (31 December 2011: TL 746.389) and do not exceed 10% of the total balance sheet excluding off-balance sheet commitments.

f. Information on financial leasing agreements: None.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

g. Information on the Hedging Derivative Financial Liabilities:

	Current Period 31 December 2012		Prior Period 31 December 2011	
	TL	FC	TL	FC
Fair value Hedge	313.531	-	-	-
Cash Flow Hedge	214.994	130.320	111.480	108.371
Net investment Hedge	-	-	-	-
Total	528.525	130.320	111.480	108.371

h. Information on provisions:

1. Information on general provisions:

	Current Period 31 December 2012	Prior Period 31 December 2011
General Provisions	1.208.184	812.438
Provisions for Group I. Loans and Receivables	945.533	656.730
- <i>Additional Provision for loans with extended payment period</i>	<i>19.760</i>	<i>30.876</i>
Provisions for Group II. Loans and Receivables	107.674	22.604
- <i>Additional Provision for loans with extended payment period</i>	<i>20.850</i>	<i>3.854</i>
Provisions for Non-cash Loans	91.023	72.020
Other	63.954	61.084

2. Information on reserve for employment termination benefits:

Balance Sheet Obligations for:	Current Period 31 December 2012	Prior Period 31 December 2011
- Post-employment benefits (pension and medical)	-	-
- Reserve for employment termination benefits	58.620	42.456
- Reserve for unused vacation	43.121	35.155
Total	101.741	77.611

As explained on note 2(ii) below, there is no amount recognized in the balance sheet for post-employment benefits since fair value of the Fund's plan assets compensate defined benefit obligations.

Income Statement Charge for:	Current Period 31 December 2012	Prior Period 31 December 2011
- Post-employment benefits (pension and medical)	(118.282)	(99.060)
- Reserve for employment termination benefits	(31.974)	(15.250)
- Reserve for unused vacation	(7.966)	(2.923)
Toplam	(158.222)	(117.233)

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

The charge for the post-employment benefits represents the cash payments, which represent the employer's contribution determined by the Social Security Law No: 506 and additional 2% contribution of the employer. The employer's contribution amounting to TL 118.282 (31 December 2011: TL 99.060) during the year has been included in employee costs under operating expenses.

2 (i). Employment termination benefits and unused vacation rights:

Under the Turkish Labor Law, the Bank and its subsidiaries operated in Turkey are required to pay termination benefits to each employee who has completed at least 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). Since the legislation was changed on 23 May 2002, there are certain transitional provisions relating to length of service prior to retirement.

The amount payable consists of one month's salary limited to a maximum of TL 3.033,98 (in full TL amount) (31 December 2011: TL 2.731,85 (in full TL amount)) for each year of service. This liability is legally not funded and there is no funding requirement.

The reserve has been calculated by estimating the present value of the future probable obligation of the Group arising from the retirement of its employees. TAS 19 requires actuarial valuation methods to be developed to estimate the enterprise's obligation for such benefits. Accordingly, the following actuarial assumptions were used in the calculation of the total liability:

	Current Period 31 December 2012	Prior Period 31 December 2011
Discount Rate (%)	3,57	4,70
Rate for the Probability of Retirement (%)	94,01	93,57

The principal actuarial assumption is that the current maximum liability will increase in line with inflation. Thus, the discount rate applied represents the expected real rate after adjusting for the effects of future inflation. As the maximum liability is revised semi-annually, the maximum amount of TL 3.125,01 (1 January 2011: TL 2.917,27) effective from 1 January 2012 has been taken into consideration in calculating the reserve for employee termination benefits.

Movements in the reserve for employment termination benefits during the period are as follows:

	Current Period 31 December 2012	Prior Period 31 December 2011
Balance at the Beginning of the Period	42.456	39.496
Provisions Recognized During the Period	31.974	15.250
Paid During the Period	(15.810)	(12.290)
Balance at the End of the Period.	58.620	42.456

As of 31 December 2012, the Group has accounted provision for unused vacation rights amounting to TL 43.121 (31 December 2011: TL 35.155).

2 (ii). Post-employment benefits:

The Bank's obligation in respect of the post-employment benefits transferrable to SSI, as explained in Note XVII of Section Three, has been determined as the value of the payment that would need to be made to SSI to settle the obligation at the balance sheet date in accordance with the related article of the New Law and other related laws and regulations; and the Bank's obligation related to other non-transferrable benefits has been calculated in

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

accordance with TAS 19 by a registered actuary. Therefore, the actuarial parameters and results reflect the provisions of the New Law for the post-employment pension and medical benefits transferrable to SSI (e.g. a technical interest rate of 9.80%), except for the non-transferrable other benefits. Accordingly, including the obligation for non-transferable other benefits amounting TL 294.543 (31 December 2011: TL 157.674), the surplus of the Fund amounts to TL 302.398 as of 31 December 2012 (31 December 2011: TL 322.392).

	Current Period 31 December 2012	Prior Period 31 December 2011
Present value of funded obligations	(687.438)	(604.794)
- Pension benefits transferrable to SSI	(883.461)	(854.018)
- Post-employment medical benefits transferrable to SSI	490.566	406.898
- Other non-transferrable benefits	(294.543)	(157.674)
Fair value of plan assets	989.836	927.186
Surplus	302.398	322.392

The amount of the post-employment medical benefits transferrable to SSI are calculated over the net present value of medical liabilities and health premiums.

The principal actuarial assumptions used were as follows:

Discount rate	Current Period 31 December 2012	Prior Period 31 December 2011
- Pension benefits transferrable to SSI	% 9,80	% 9,80
- Post-employment medical benefits transferrable to SSI	% 9,80	% 9,80
- Other non-transferrable benefits	% 2,55	% 4,16

For the year 2012, it is representing the average rate calculated by considering each individuals remaining retirement year.

Mortality rate

The average life expectancy in years of a pensioner retiring at age 60 for men, 58 for women determined using mortality table depending on statistical data is 17 years for men and 23 years for women.

The movement in the fair value of plan assets of the year is as follows:

	Current Period 31 December 2012	Prior Period 31 December 2011
Prior period end	927.186	886.244
Actual return on plan assets	117.758	106.249
Employer contributions	118.282	99.060
Employee contributions	101.417	85.010
Benefits paid	(274.807)	(249.377)
Period end	989.836	927.186

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

Plan assets are comprised as follows:

	Current Period 31 December 2012		Prior Period 31 December 2011	
Bank placements	638.406	% 64	652.018	% 70
Premises and equipment	29.788	% 3	30.580	% 3
Marketable securities and share certificates	292.516	% 30	222.516	% 24
Other	29.126	% 3	22.072	% 3
Period end	989.836	% 100	927.186	% 100

3. Information on provisions related with foreign currency difference of foreign indexed loans:

As of 31 December 2012, the provision related to foreign currency differences of foreign indexed loans amounts to TL 16.345 (31 December 2011: TL 3.470), which is offset with the balance of foreign currency indexed loans in these financial statements.

4. Information on specific provisions for non-cash loans that are non-funded and non-transformed into cash: Provision for non-cash loans that are non-funded and non-transformed into cash as of 31 December 2012 is amounting to TL 21.715 (31 December 2011: TL 78.460)

5. Information on other provisions:

5(i). Information on general reserves for possible risks: None (31 December 2011: None).

5(ii). Information on provisions for banking services promotion:

The Bank has provisions for credit cards and banking services promotion activities amounting to TL 165.087 (31 December 2011: TL 128.141).

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

i. Explanations on tax liability :

1. Explanations on tax liability:

Tax calculations of the Group are explained in Note XVIII of Section Three. As of 31 December 2012, the corporate tax liability after the deduction of temporary taxes paid is TL 427.993 (31 December 2011: TL 108.080).

1(i). Information on taxes payable:

	Current Period 31 December 2012	Prior Period 31 December 2011
Corporate Taxes Payable	427.993	108.080
Taxation on Marketable Securities	79.751	78.388
Property Tax	1.265	1.048
Banking Insurance Transaction Tax (BITT)	49.869	38.311
Foreign Exchange Transaction Tax	-	-
Value Added Tax Payable	8.459	4.890
Other	34.871	31.656
Total	602.208	262.373

1(ii). Information on premium payables:

	Current Period 31 December 2012	Prior Period 31 December 2011
Social Security Premiums – Employee	33	51
Social Security Premiums – Employer	68	103
Bank Social Aid Pension Fund Premium- Employee	3	3
Bank Social Aid Pension Fund Premium – Employer	3	3
Pension Fund Membership Fees and Provisions – Employee	-	-
Pension Fund Membership Fees and Provisions – Employer	-	-
Unemployment Insurance – Employee	768	1.059
Unemployment Insurance – Employer	1.514	2.087
Other	34	20
Total	2.423	3.326

2. Information on deferred tax liability:

As of 31 December 2012, the deferred tax liability of the Group amounts to TL 101.081 (31 December 2011: TL 24.757). An explanation about the net deferred tax asset is given in Note I-I of Section Five.

j. Information on shareholders' equity:

1. Presentation of paid-in capital:

	Current Period 31 December 2012	Prior Period 31 December 2011
Common Stock	4.000.000	4.000.000
Preferred Stock	-	-

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

2. Amount of paid-in-capital, explanations as to whether the registered share capital system is applied, if so, the amount of registered share capital ceiling:

Capital System	Paid-in capital	Ceiling
Registered Share Capital	4.000.000	8.000.000

In the Ordinary General Assembly Meeting of the Bank dated 30 March 2012, it was decided increase capital ceiling from TL 5.000.000.000 to TL 8.000.000.000 through an amendment in the ninth clause of Articles of Association which was registered by Istanbul Registry Office on 2 April 2012 and declared by Trade Registry Gazette dated 6 April 2012 numbered 8043 published in Ankara.

3. Information on the share capital increases during the period and their sources: None.
4. Information on share capital increases from capital reserves during the current period: None.
5. Information on capital commitments, the purpose and the sources until the end of the fiscal year and the subsequent interim period: None.
6. The effects of anticipations based on the financial figures for prior periods regarding the Group's income, profitability and liquidity, and possible effects of these future assumptions on the Group's equity due to uncertainties at these indicators;

The Group has been continuing its operations with high profitability and has been retaining most of its net profit in the equity, either by increasing its capital or transferring it into reserves. On the other hand, only a small part of the equity is allocated to investment such as associates and fixed assets, thus giving a chance for considerably high free capital which provides funds for liquid and interest bearing assets. Considering all these factors, the Group continues to its operations with strong shareholders' equity.

7. Information on privileges given to shares representing the capital: None.

k. Information on marketable securities value increase fund:

	Current Period 31 December 2012		Prior Period 31 December 2011	
	TL	FC	TL	FC
From Investments in Associates, Subsidiaries, and Joint Ventures	-	-	-	-
Valuation Difference	1.253.332	420.446	(99.396)	(63.915)
Foreign Currency Differences	-	-	-	-
Total	1.253.332	420.446	(99.396)	(63.915)

l. Information on minority shares:

	Cari Dönem 31 Aralık 2012	Önceki Dönem 31 Aralık 2011
Beginning Balance	9.762	12.934
Net Profit Share of other shareholders	38	(1.250)
Previous Term Dividend	(44)	(1.922)
Net Currency difference due to foreign subsidiaries	-	-
Effect of Changes within scope of consolidation	(9.683)	-
Balance end of Period	73	9.762

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

II. EXPLANATIONS AND NOTES RELATED TO CONSOLIDATED INCOME STATEMENT

a. Information on interest income:

1. Information on interest income on loans (*) :

	Current Period		Prior Period	
	31 December 2012		31 December 2011	
	TL	FC	TL	FC
Short-term Loans	2.775.123	241.348	1.676.903	150.768
Medium and Long-term Loans	2.946.428	1.356.081	2.282.989	1.085.367
Interest on Loans Under Follow-Up	26.619	-	43.260	-
Premiums Received from the Resource Utilization Support Fund	-	-	-	-
Total	5.748.170	1.597.429	4.003.152	1.236.135

(*) Fee and commission income from cash loans is included.

2. Information on interest income on banks:

	Current Period		Prior Period	
	31 December 2012		31 December 2011	
	TL	FC	TL	FC
From the CBRT	-	-	-	-
From Domestic Banks	17.667	1.294	30.578	4.682
From Foreign Banks	974	5.065	2.652	9.526
From Headquarters and Branches Abroad	-	-	-	-
Total	18.641	6.359	33.230	14.208

3. Information on interest income on marketable securities:

	Current Period		Prior Period	
	31 December 2012		31 December 2011	
	TL	FC	TL	FC
From Trading Financial Assets	32.305	5.030	144.187	21.084
From Financial Assets at Fair Value through Profit or Loss	-	-	-	-
From Available for sale Financial Assets	3.223.420	344.669	3.165.775	192.204
From Held to maturity Investments	446.534	42.485	458.959	75.626
Total	3.702.259	392.184	3.768.921	288.914

As stated in Section Three disclosure VII, the Bank has inflation indexed (CPI) government bonds in its available-for sale and held to maturity portfolios with semi-annual fixed real coupon rates and a maturity of 5 to 10 years. Starting from 1 January 2011, estimated inflation rate based on CPI has been used for the valuation of these marketable securities. Estimated inflation rate is updated when necessary during the year. As of 31 December 2012, the valuation of these securities is made by considering the real coupon rates together with the changes in the CPI references between the issuance date and balance sheet date.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

4. Information on interest income received from associates and subsidiaries: None.

b. Information on interest expense:

1. Information of interest expense on borrowings (*) :

	Current Period 31 December 2012		Prior Period 30 December 2011	
	TL	FC	TL	FC
Banks	32.345	328.265	22.288	275.105
The CBRT	-	-	-	-
Domestic Banks	19.367	5.791	12.133	18.840
Foreign Banks	12.978	322.474	10.155	256.265
Headquarters and Branches Abroad	-	-	-	-
Other Institutions	-	5.023	-	6.331
Total	32.345	333.288	22.288	281.436

(*) Fee and commission expense from cash loans are included.

2. Information on interest expense given to associates and subsidiaries: None.

3. Information on interest expense given to securities issued :

	Current Period 31 December 2012		Prior Period 30 December 2011	
	TL	FC	TL	FC
Interest expense on securities issued	247.340	166.226	119.575	126.593

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

4. Maturity structure of the interest expense on deposits :

There are no deposits with 7-days notification deposits.

Current Year-31.12.2012	Demand Deposits	Time Deposit					Total
		Up to 1 Month	Up to 3 Months	Up to 6 Months	Up to 1 Year	1 Year and Over	
TL							
Bank Deposits	-	66.671	161.162	31.989	5.392	1.890	267.104
Saving Deposits	862	295.530	1.925.166	131.246	22.907	23.815	2.399.526
Public Sector Deposits	2	2.276	8.271	907	21	2.251	13.728
Commercial Deposits	2.242	298.414	416.715	83.462	64.775	40.081	905.689
Other Deposits	37	10.515	79.660	62.083	805	3.693	156.793
Total	3.143	673.406	2.590.974	309.687	93.900	71.730	3.742.840
FC							
Foreign Currency Deposits	16.625	161.618	447.644	54.090	89.731	111.526	881.234
Bank Deposits	-	24.699	117.870	23.998	13.227	334	180.128
Precious Metals Deposits	-	-	-	-	-	-	-
Total	16.625	186.317	565.514	78.088	102.958	111.860	1.061.362
Grand Total	19.768	859.723	3.156.488	387.775	196.858	183.590	4.804.202

Prior Period - 31.12.2011	Demand Deposit	Time Deposit					Total
		Up to 1 Month	Up to 3 Months	Up to 6 Months	Up to 1 Year	1 Year and Over	
TL							
Bank Deposits	-	18.571	128.003	12.679	1.695	207	161.155
Saving Deposits	640	310.384	1.516.185	112.252	21.611	12.002	1.973.074
Public Sector Deposits	4	242	641	229	5	1	1.122
Commercial Deposits	772	182.332	473.460	148.814	83.850	2.075	891.303
Other Deposits	24	6.259	74.489	15.771	101	485	97.129
Total	1.440	517.788	2.192.778	289.745	107.262	14.770	3.123.783
FC							
Foreign Currency Deposits	603	172.154	383.374	38.135	54.925	98.689	747.880
Bank Deposits	-	12.772	150.338	8.132	5.175	585	177.002
Precious Metals Deposits	-	-	-	-	-	-	-
Total	603	184.926	533.712	46.267	60.100	99.274	924.882
Grand Total	2.043	702.714	2.726.490	336.012	167.362	114.044	4.048.665

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

c. Explanations on dividend income:

	Current Period 31 December 2012	Prior Period 31 December 2011
From Trading Financial Assets	45	702
From Financial Assets at Fair Value Through Profit or Loss	291	-
From Available for sale Financial Assets	394	176
Other (*)	-	2.718
Total	730	3.596

(*)Discloses the dividend income received from non-consolidated investments in associates and subsidiaries.

d. Information on trading profit/loss(Net):

	Current Period 31 December 2012	Prior Period 30 December 2011
Profit	195.883.033	227.112.955
Income From Capital Market Transactions	1.673.543	823.076
Income From Derivative Financial Transactions (*)	1.937.564	1.537.068
Foreign Exchange Gains	192.271.926	224.752.811
Loss (-)	195.479.844	227.225.310
Loss from Capital Market Transactions	408.846	385.747
Loss from Derivative Financial Transactions (*)	3.340.190	1.730.312
Foreign Exchange Loss	191.730.808	225.109.251
Total (Net)	403.189	(112.355)

(*) The net profit resulting from the foreign exchange differences related to derivative financial transactions is TL (512.623) (30 December 2011: TL 397.450).

e. Explanations on other operating income:

"Other Operating Income" in the Income Statement mainly consists of collections from receivables for which provisions were provided in prior periods and from profit on property sales.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

f. Provision expenses related to loans and other receivables of the Group:

	Current Period 31 December 2012	Prior Period 31 December 2011
Specific Provisions for Loans and Other Receivables	657.062	302.011
III. Group Loans and Receivables	224.908	175.306
IV. Group Loans and Receivables	285.033	101.324
V. Group Loans and Receivables	147.121	25.381
General Provision Expenses	395.746	302.278
Provision Expense for Possible Risks	-	-
Marketable Securities Impairment Expense	21.554	11.219
Financial Assets at Fair Value through Profit or Loss	67	954
Available for sale Financial Assets	21.487	10.265
Investments in Associates, Subsidiaries and Held to maturity Securities Value Decrease	41.782	32.567
Investments in Associates	-	-
Subsidiaries	-	-
Joint Ventures	-	-
Held to maturity Investments	41.782	32.567
Other	4.745	11.050
Total	1.120.889	659.125

g. Information related to other operating expenses:

	Current Period 31 December 2012	Prior Period 31 December 2011
Personnel Expenses	1.205.312	1.001.774
Reserve for Employee Termination Benefits	16.268	3.005
Bank Social Aid Provision Fund Deficit Provision	-	-
Impairment Expenses of Fixed Assets	-	-
Depreciation Expenses of Fixed Assets	117.082	110.835
Impairment Expenses of Intangible Assets	-	-
Goodwill Impairment Expenses	-	-
Amortization Expenses of Intangible Assets	39.986	30.965
Impairment Expenses of Equity Participations for Which Equity Method is Applied	-	-
Impairment Expenses of Assets Held for Resale	-	-
Depreciation Expenses of Assets Held for Resale	48	112
Impairment Expenses of Fixed Assets Held for Sale	-	-
Other Operating Expenses	1.177.887	1.045.591
Operational Leasing Expenses	127.776	100.593
Maintenance Expenses	25.231	20.772
Advertisement Expenses	101.962	86.556
Other Expenses	922.918	837.670
Loss on Sales of Assets	1.452	341
Other	410.429	322.135
Total	2.968.464	2.514.758

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

h. Information on income/loss from minority interest:

	Current Period 31 December 2012	Prior Period 31 December 2011
Income/(loss) from minority interest	38	(1.250)

i. Information on profit/(loss) from continued and discontinued operations before tax:

The Bank's income before tax consists of net interest income amounting to TL 5.357.800, net fees and commission income amounting to TL 1.788.881 and the amount of other operating expense is TL 2.968.464.

The Bank has no discontinued operations.

j. Information on tax provision of continued and discontinued operations:

As of 31 December 2012, the Group has a current tax expense of TL 857.535 and deferred tax expense of TL 14.127.

The amount of deferred tax income that occurred due to the temporary differences is TL 161.166 and deferred tax expense is TL 67.357; the amounts of deferred tax income and deferred tax expense that occurred due to the closing of temporary differences are TL 46.833 and TL 154.769 respectively.

The Group has no discontinued operations.

k. Explanation on current period net profit and loss of continued and discontinued operations:

Net profit of the Bank is TL 3.004.910

The Group has no discontinued operations.

l. Explanation on current period net profit and loss:

1. Explanation on the quality, amount and frequency of the figures of the income and expense stemming from ordinary banking operations, if necessary to understand the performance of the Group for the current period: None.
2. Explanation on the changes in the estimations regarding the figures on the financial statements, if there exists a possibility that the profit and loss for the current or the following periods will be impacted: None.

m. Other figures on profit and loss statement:

"Other Fee and Commission Income" in the Income Statement mainly consists of commissions received from credit card, mutual fund and common stock transactions.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

IV. EXPLANATIONS AND NOTES RELATED TO CONSOLIDATED OFF-BALANCE SHEET ACCOUNTS

a. Explanations on off-balance sheet commitments:

1. Type and amount of irrevocable commitments: TL 3.870.559 asset purchase commitments (31 December 2011: TL 5.000.654), TL 18.697.008 commitment for credit card limits (31 December 2011: TL 13.718.870) and TL 4.432.859 commitments for cheque books (31 December 2011: TL 4.291.376).

2. Type and amount of probable losses and obligations arising from off-balance sheet items:

The Group has no probable losses arising from off-balance sheet items. Obligations arising from the off-balance sheet are disclosed in "Off-balance sheet commitments".

- 2 (i). Non-cash loans including guarantees, bank acceptances, collaterals and others that are accepted as financial commitments and other letter of credits:

	Current Period 31 December 2012	Prior Period 31 December 2011
Bank Acceptance Loans	199.864	120.751
Letters of Credit	4.546.973	4.071.428
Other Commitments and Contingencies	1.718.929	1.291.730
Total	6.465.766	5.483.909

- 2 (ii). Revocable, irrevocable guarantees and other similar commitments and contingencies:

	Current Period 31 December 2012	Prior Period 31 December 2011
Revocable Letters of Guarantee	626.752	426.999
Irrevocable Letters of Guarantee	7.406.718	5.348.664
Letters of Guarantee Given in Advance	2.327.218	1.476.137
Guarantees Given to Customs	638.254	495.870
Other Letters of Guarantee	1.204.979	1.216.304
Total	12.203.921	8.963.974

3. (i) Total amount of non-cash loans:

	Current Period 31 December 2012	Prior Period 31 December 2011
Non-cash Loans Given against Cash Loans	1.036.169	458.754
With Original Maturity of 1 Year or Less Than 1 Year	820.319	401.637
With Original Maturity of More Than 1 Year	215.850	57.117
Other Non-cash Loans	17.633.518	13.989.129
Total	18.669.687	14.447.883

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

3 (ii). Information on sectoral risk concentrations of non-cash loans:

	Current Period 31 December 2012				Prior Period 31 December 2011			
	TL	(%)	FC	(%)	TL	(%)	FC	(%)
Agricultural	18.295	0,27	1.512	0,01	18.946	0,34	18.160	0,20
Farming and Raising								
Livestock	8.792	0,13	97	-	6.591	0,12	17.236	0,19
Forestry	9.415	0,14	1.415	0,01	12.318	0,22	924	0,01
Fishing	88	-	-	-	37	0,00	-	-
Manufacturing	2.022.391	30,69	4.293.722	35,54	1.650.583	29,96	3.798.492	42,49
Mining	11.820	0,18	5.341	0,04	13.961	0,25	3.104	0,03
Production	1.665.238	25,27	4.022.982	33,30	1.386.651	25,17	3.545.659	39,67
Electric, Gas and Water	345.333	5,24	265.399	2,20	249.971	4,54	249.729	2,79
Construction	1.136.418	17,25	1.200.444	9,94	929.491	16,87	897.249	10,04
Services	3.042.721	46,18	4.524.779	37,46	2.546.284	46,20	2.769.900	30,98
Wholesale and Retail Trade	1.769.438	26,85	1.190.970	9,86	1.633.391	29,64	680.249	7,61
Hotel, Food and								
Beverage Services	69.104	1,05	43.867	0,36	27.133	0,49	7.739	0,09
Transportation and								
Telecommunication	126.053	1,91	275.974	2,28	116.143	2,11	199.619	2,23
Financial Institutions	991.355	15,04	2.645.001	21,90	661.165	12,00	1.780.496	19,92
Real Estate and Leasing								
Services	4.540	0,07	2.217	0,02	1.835	0,03	1.915	0,02
Self-Employment Services	18.140	0,28	14.250	0,12	12.177	0,22	2.220	0,02
Education Services	13.542	0,21	6.062	0,05	12.910	0,23	1.701	0,02
Health and Social Services	50.549	0,77	346.438	2,87	81.530	1,48	95.961	1,07
Other	369.887	5,61	2.059.518	17,05	364.701	6,63	1.454.077	16,29
Total	6.589.712	100,00	12.079.975	100,00	5.510.005	100,00	8.937.878	100,00

3 (iii.) Information on the non-cash loans classified in Group I and Group II:

	Group I		Group II	
	TL	FC	TL	FC
Non-Cash Loans	6.517.606	12.022.180	72.106	57.795
Letters of Guarantee	6.331.930	5.746.493	71.081	54.417
Bank Acceptances	15	199.849	-	-
Letters of Credit	18.620	4.524.975	-	3.378
Endorsements	-	-	-	-
Underwriting Commitments	-	-	-	-
Factoring Guarantees	-	16.330	-	-
Other Commitments and Contingencies	167.041	1.534.533	1.025	-

4. Mutual Funds :

As of 31 December 2012, the Group is the founder of 41 mutual funds (31 December 2011: 40 mutual funds) with a total fund value of TL 3.228.367 (31 December 2011: TL 3.993.535). The shares of the mutual funds established in accordance with the Capital Markets Board legislation are kept dematerialized by Istanbul Stock Exchange Settlement and Custody Bank, Inc.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

b. Explanation on derivative instruments:

	Current Period 31 December 2012	Prior Period 31 December 2011
Types of Trading Transactions		
Foreign Currency Related Derivative Transactions (I)	37.085.400	48.317.478
FC Trading Forward Transactions	4.837.708	4.477.389
Trading Swap Transactions	18.566.291	36.960.932
Futures Transactions	-	-
Trading Option Transactions	13.681.401	6.879.157
Interest Related Derivative Transactions (II)	30.492.316	26.475.560
Forward Interest Rate Agreements	-	-
Interest Rate Swaps	24.340.370	18.771.154
Interest Rate Options	6.151.946	7.704.406
Interest Rate Futures	-	-
Other Trading Derivative Transactions (III)	2.141.477	3.734.003
A. Total Trading Derivative Transactions (I+II+III)	69.719.193	78.527.041
Types of Hedging Transactions		
Fair Value Hedges	5.406.981	-
Cash Flow Hedges	7.555.432	4.557.785
Foreign Currency Investment Hedges	-	-
B. Total Hedging Related Derivatives	12.962.413	4.557.785
Total Derivative Transactions (A+B)	82.681.606	83.084.826

c. Information on Credit Swaps and risk beared due to these:

Within scope of the Bank's trading activities credit derivative transactions also exist. The Bank is exposed to fair value risk due to these transactions. The transactions are credit default swaps that carry Turkish Treasury credit risk. As of 31 December 2012, the Bank holds credit default swaps termed shorter than 1 month with a nominal value of TL 213.312.

d. Explanations on contingent assets and liabilities:

1. Contingent Liabilities:

The Bank has accounted a provision amounting to TL 7.861 (31 December 2011: 3.254 TL) for the contingent liabilities with a high probability of realization about continuing opposing trials.

The Competition Board has initiated an investigation in accordance with Law No. 4054 on the Protection of Competition, with its decision dated November 2, 2011 and numbered 11-55/1438 – M, against 12 banks and 2 firms in the financial services industry, including the Bank to determine whether the 4th clause of the aforementioned Law was violated through agreements limiting competition. The investigation is still continuing and as of report date effects on the financial statements cannot be foreseen.

2. Contingent Assets:

None.

e. Explanations on the activities carried out on behalf and account of other persons:

The policy is explained on note IX in Section Four

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

**AKBANK T.A.Ş.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AT 31 DECEMBER 2012**

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

V. EXPLANATIONS AND NOTES RELATED TO CONSOLIDATED STATEMENT OF CHANGES IN THE SHAREHOLDERS' EQUITY

a. Information on distribution of profit:

The Ordinary General Assembly Meeting of the Parent Bank was held on 30 March 2012. In the Ordinary General Assembly, it was resolved to distribute a TL 418.595 cash dividend over the TL 2.394.527 net unconsolidated income from 2011 operations to the Bank's shareholders, Chairman and Members of the Board of Directors. It was also resolved in the General Assembly to transfer TL 79.408 to other capital reserves, to allocate TL 79.033 as legal and TL 1.817.491 extraordinary reserves.

General Assembly of the Bank is authorized body for the profit appropriation decisions. The Ordinary General Assembly Meeting has not been held as of the date of these financial statements.

b. Information on hedge funds:

1. Information on cash flow hedge:

The Bank is hedged against cash flow risk arising from local and foreign currency floating rate borrowings through the use of interest rate swaps. In this context, effective portion of the fair value change of the hedging instrument is recognized under "Hedging reserves" within equity. As of 31 December 2012, the amount directly recognized in equity is (-) TL 189.079 (31 December 2011: (-) TL 155.936).

2. Information on net investment hedge:

The Bank is hedged against net investment risk arising from fluctuations in foreign exchange rates through the use of foreign currency denominated financial borrowings. In this context, effective portion of the change in foreign currency denominated financial liabilities resulting from changes in the foreign exchange rates is recognized under "Hedging reserves" within equity. As of 31 December 2012, the amount directly recognized in equity is (-) TL 83.805 (31 December 2011: (-) TL 191.596)

c. Information on to foreign exchange difference:

Within the financial statements of the Group's subsidiaries founded abroad, balance sheet items are translated into Turkish Lira with the foreign exchange rates prevailing at the balance sheet date, and income statements items are translated into Turkish Lira with the average foreign exchange rates. Related foreign exchange differences are accounted in the shareholders' equity under "Other profit reserves."

d. Information on available for sale financial assets:

"Unrealized gains and losses" arising from changes in the fair value of securities classified as available for sale are not recognized in current year income statements; they are recognized in the "Marketable securities value increase fund" account under equity, until the financial assets are sold, disposed or impaired.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

VI. EXPLANATIONS AND NOTES RELATED TO CONSOLIDATED STATEMENT OF CASH FLOW

Information on cash and cash equivalents:

Components of cash and cash equivalents and the accounting policy applied in their determination:

Cash and foreign currency together with demand deposits at banks including the CBRT are defined as "Cash"; interbank money market and time deposits in banks with original maturities less than three months are defined as "Cash equivalents".

1. Cash and cash equivalents at the beginning of the period:

	Current Period 31 December 2012	Prior Period 31 December 2011
Cash	1.540.572	1.329.742
Cash, Foreign Currency and Other	1.042.732	806.546
Demand Deposits in Banks (*)	497.840	523.196
Cash Equivalents	2.162.002	1.181.973
Interbank Money Market Placements	8.210	13.803
Time Deposits in Banks	1.782.059	1.162.539
Marketable Securities	371.733	5.631
Total Cash and Cash Equivalents	3.702.574	2.511.715

(*) The restricted demand accounts are not included.

2. Cash and cash equivalents at the end of period:

	Current Period 31 December 2012	Prior Period 31 December 2011
Cash	1.896.814	1.540.572
Cash, Foreign Currency and Other	1.393.924	1.042.732
Demand Deposits in Banks (*)	502.890	497.840
Cash Equivalents	2.175.628	2.162.002
Interbank Money Market Placements	-	8.210
Time Deposits in Banks	1.386.514	1.782.059
Marketable Securities	789.114	371.733
Total Cash and Cash Equivalents	4.072.442	3.702.574

(*) The restricted demand accounts are not included.

a. Explanation about other cash flows items and the effect of changes in foreign exchange rates on cash and cash equivalents:

The "Other" item under "Operating profit before changes in operating assets and liabilities" amounting to (-) TL 182.769 (31 December 2011: (-)TL1.225.844) consists mainly of items such as fees and commissions paid, other operating income excluding income from doubtful receivables, other operating expense excluding personnel expenses.

The "Net increase/decrease in other liabilities" item under "Changes in operating assets and liabilities" amounting to TL 1.353.733 (31 December 2011: TL 607.025) consists mainly of changes in miscellaneous payables and other liabilities.

The effect of changes in the foreign currency rates on the cash and cash equivalents is calculated approximately as (-) TL 153.176 as of 31 December 2011. (31 December 2011: 392.131).

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

VII. EXPLANATIONS AND NOTES RELATED TO GROUP'S RISK GROUP

Information on the volume of transactions relating to the Group's risk group, outstanding loan and deposit transactions and profit and loss of the period:

1. Current Period – 31 December 2012:

Group's Risk Group	Investments in Associates, Subsidiaries and Joint Ventures (Business Partnerships)		Direct and Indirect Shareholders of the Group		Other Real and Legal Persons that have been included in the Risk Group	
	Cash	Non-Cash	Cash	Non-Cash	Cash	Non-Cash
Loans and Other Receivables						
Balance at the Beginning of the Period	-	-	1.640.514	455.978	-	-
Balance at the End of the Period	-	-	2.090.840	327.121	9	-
Interest and Commission Income Received	-	-	130.242	1.719	-	-

2. Prior Period -31 December 2011:

Group's Risk Group	Investments in Associates, Subsidiaries and Joint Ventures (Business Partnerships)		Direct and Indirect Shareholders of the Group		Other Real and Legal Persons that have been included in the Risk Group	
	Cash	Non-Cash	Cash	Non-Cash	Cash	Non-Cash
Loans and Other Receivables						
Balance at the Beginning of the Period	-	-	948.680	394.240	2.427	3.022
Balance at the End of the Period	-	-	1.640.514	455.978	-	-
Interest and Commission Income Received(*)	-	-	76.148	1.688	20	8

3. Information on deposits of the Group's risk group:

Group's Risk Group	Investments in Associates, Subsidiaries and Joint Ventures (Business Partnerships)		Direct and Indirect Shareholders of the Group		Other Real and Legal Persons that have been included in the Risk Group	
	Current Period 30 December 2012	Prior Period 31 December 2011	Current Period 31 December 2012	Prior Period 31 December 2011	Current Period 30 December 2012	Prior Period 31 December 2011
Deposit						
Balance at the Beginning of the Period	-	-	2.455.331	1.525.403	869.115	997.787
Balance at the End of the Period	-	-	2.389.224	2.455.331	1.729.420	869.115
Interest on Deposits(*)	-	-	128.240	107.684	90.954	53.881

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

4. Information on forward and option agreements and other similar agreements made with the Group's risk group:

Group's risk group	Investments in Associates, Subsidiaries and Joint Ventures (Business Partnerships)		Direct and Indirect Shareholders of the Group		Other Real and Legal Persons that have been included in the Risk Group	
	Current Period	Prior Period	Current Period	Prior Period	Current Period	Prior Period
	31 December 2012	31 December 2011	31 December 2012	31 December 2011	31 December 2012	31 December 2011
Transactions at Fair Value Through Profit or Loss						
Beginning of the Period	-	-	2.945.172	2.310.514	1.133.067	58.156
Balance at the End of the Period	-	-	2.177.864	2.945.172	-	1.133.067
Total Income/Loss(*)	-	-	(28.100)	(4.316)	-	(2.788)
Transactions for Hedging Purposes						
Beginning of the Period	-	-	188.890	-	-	-
Balance at the End of the Period	-	-	-	188.890	-	-
Total Income/Loss(*)	-	-	(916)	(3.396)	-	-

Figures presented in the table above show the total of "sale" and "purchase" amounts of the related transactions. Accordingly, as a result of the nature of these transactions, the difference between the "sale" and "purchase" transactions affects the net exposure of the Group. As of 31 December 2012, the net exposure for direct and indirect shareholders of the Group is TL (-) 5.956 (31 December 2011: TL (-) 704) and for other third party or legal person in risk group TL (-) (31 December 2011: TL (-)).

5. Information regarding benefits provided to the Group's key management:

As of 31 December 2012 benefits provided to the Group's key management amount to TL 26.464 (31 December 2011: TL 24.441).

VIII. EXPLANATIONS AND NOTES RELATED TO THE DOMESTIC, FOREIGN, OFF-SHORE BRANCHES AND FOREIGN REPRESENTATIVES OF THE BANK

1. Information on the domestic and foreign branches and representatives of the bank:

	Number	Number of Employees			
Domestic Branch	961	16.303			
			Country of Incorporation		
Foreign Representation Office	-	-	-		
				Total Assets	Statutory Share Capital
Foreign Branch	-	-	-	-	-
Off-shore Banking Region Branches	1	12	Malta	29.304.708	-

Information on the Bank's branch or representative office openings, closings, significant changes in the organizational structure: In 2012, the Bank has opened 47 domestic branches and closed up 12 domestic branches.

**CONVENIENCE TRANSLATION OF
PUBLICLY ANNOUNCED CONSOLIDATED FINANCIAL STATEMENTS ORIGINALLY
ISSUED IN TURKISH, SEE NOTE I.b OF SECTION THREE**

AKBANK T.A.Ş.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

AT 31 DECEMBER 2012

(Amounts expressed in thousands of Turkish Lira ("TL") unless otherwise stated.)

IX. EXPLANATIONS AND NOTES RELATED TO SUBSEQUENT EVENTS

1. The Bank has made necessary applications to issue Turkish Lira denominated bank bonds with different maturities, up to TL 400 million of which will be offered to public and up to TL 800 million of which will be allocated or sold to qualified investors.
2. By the Board of Directors of the Bank, the Directorate General has been authorized to carry out operations with the component authorities to make changes in the Bank's Articles of Association.
3. The Bank has issued bonds abroad with nominal value of TL 1 billion, redemption date of 05.02.2018 and fixed rated, 5 year term and 6 month coupon payments have been priced with an annual simple interest rate of 7,5%.

**SECTION SIX
OTHER EXPLANATIONS**

I. OTHER EXPLANATIONS

None.

**SECTION SEVEN
EXPLANATIONS ON AUDITOR'S REPORT**

I. EXPLANATIONS ON AUDITOR'S REPORT

The consolidated financial statements for the period ended 31 December 2012 have been audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member firm of Ernst&Young Global Limited). The auditor's report dated 7 February 2013 is presented preceding the consolidated financial statements.

II. EXPLANATIONS AND NOTES PREPARED BY INDEPENDENT AUDITORS

None.

RESOLUTIONS OF THE ORDINARY GENERAL MEETING:

- 1- Approval of the reports of the Board of Directors, Auditors and Independent Auditor,
- 2- Ratification of the Balance Sheet and Profit & Loss Statement for 2012 and the discharge of liability of the Board of Directors and Auditors from the operations and accounts of 2012.
- 3- 2012 net profit to be distributed in compliance with the proposal of the Board of Directors, as follows:

In accordance with the 82nd article of Articles of Association of Akbank, the dividend to be distributed from 2012 profit of TL 2,949,861,621.52 will be as follows;

- Gross TL 200,000,000, equal to 5% of the paid-in capital of the Bank as of December 31, 2012 which is TL 4,000,000,000 will be allocated as primary cash gross dividend; and gross TL 370,000,000 will be allocated as secondary cash gross dividend. Total gross dividend of TL 570,000,000 equal to 14.25% of the paid in capital will be distributed to shareholders,
 - Gross TL 669,781.42 as cash dividend will be paid to the Chairman and Members of the Board, in accordance with the Articles of Association,
 - Cash dividend payments to start from March 29, 2013,
 - In accordance with the first paragraph clause (e) and (f) of article 5 of the Corporate Tax Law, TL 8,140,898.90 which is exempt from corporate tax to be allocated to a "Special Fund Account" and after allocation TL 37,066,978.14 to Legal Reserves, the remaining profit to be retained under Extraordinary Reserves,
- 4- Approval of Muhterem Kaan TERZİOĞLU and Hamid BİGLARİ that are appointed to vacant seats on the Board and within the scope of compliance to the Article 25 of the Law in Effect and the Mode of Administration of Turkish Commercial Code Number 6103, the approval of reelection of Suzan SABANCI DİNÇER, Erol SABANCI, Hayri ÇULHACI, Özen GÖKSEL, Mehmet Hikmet BAYAR and Şakir Yaman TÖRÜNER as Members of the Board of Directors.
 - 5- Election of Suzan SABANCI DİNÇER, Erol SABANCI, Hayri ÇULHACI, Özen GÖKSEL, Şakir Yaman TÖRÜNER, Mehmet Hikmet BAYAR, Muhterem Kaan TERZİOĞLU and James Charles COWLES, who was absent in the meeting and sent his notarially validated declaration, as members of the Board of Directors to replace those whose terms expired and election of Aziz Aykut DEMİRAY as an Independent Board member for a period of one year, with a gross monthly remuneration of TL 5,000,
 - 6- Approval of Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (A member firm of Ernst & Young Global Limited) for the bank's independent audit in 2013.
 - 7- Authorization of the Board of Directors for the issuance and issuance procedures of any types of Bonds, Bank Bonds, Commercial Paper, Asset Backed Securities or other borrowing instruments domestically and abroad up to the highest limit accepted by the Turkish Commercial Code, Banking Code, the Capital Markets Code and other related regulations,

RESOLUTIONS OF THE ORDINARY GENERAL MEETING:

- 8- Following the legal permissions from Turkish Ministry of Customs and Trade dated 21.02.2013 and numbered 2072, revision of articles numbered 4, 14 15, 17, 20, 21, 22, 23, 28, 31, 32, 33, 34, 38, 39, 49, 59, 63, 64, 65, 66, 67, 69, 72, 75, 76, 82, 93, 94, 100, 101 and removal of the 13, 26, 40, 41, 42, 43, 44, 45, 46, 47 and temporary article 1 of Articles of Association of the Bank.
- 9- With the suggestions of the Board of Directors, approval of the Internal Directive of the General Meeting according to the provisions of Clause 2 of Article 419 titled "Meeting Chairmanship and Internal Directive" of Turkish Commercial Code Number 6102.
- 10- Empowerment of the Board of Directors in connection with matters falling within scope of articles 395 and 396 of the Turkish Commercial Code
- 11- To approve donation limits for the bank up to 0.4% of its equity in accordance with the Banking Law article 59,

Additionally, in accordance with the 13th item of the Agenda shareholders have been informed that,

- Donations made to foundations and associations in 2012 amount to 400,702.77 TL,
- Within the scope of the Article 5 of "Communiqué on Principles the Incorporated Companies Subject to Capital Markets Law" Serial IV, No: 41 amended by the Communiqué Serial IV, No: 52 of CMB, in 2012, there is no assets, service or liability transfer transaction which reaches to 10% or more of the total assets or 10% of gross sales of the Bank with the related parties, on a widespread and continuous basis,
- In accordance to the Communiqué of the Capital Markets Board Corporate Governance Principles, the remuneration policy of Akbank T.A.Ş. that was published on the the Bank's website and Electronic General Meeting System provided by Central Registry Agency, was presented to the shareholders' information within the regulations of BRSA and CMB.



HEAD OFFICE

Sabancı Center, 4. Levent 34330 Istanbul-Turkey

Phone: (+90 212) 385 55 55

Telefax 1: (+90 212) 269 77 87

Telefax 2: (+90 212) 269 73 83

bizeulasin@akbank.com