C- Evaluation of Matters Addresses in the Expert Report

Our Inspectorate has been requested to issue a report and submit to the prosecutor's office upon evaluating the report sent as an enclosure to the fourth letter no. 2014/119687 issued by the Prosecutor's Office on 11/11/2015.

Upon receipt of the request, the necessary reviews have been carried out on official books and documents, and bank account statements of companies and evaluations of our Inspectorate have been provided below by headlines of particular subjects.

1. Evaluation on the Transfer of Shares of Koza Ipek Basin ve Basim San. Tic. A.S.

In page 5 and 6 of the Expert Report, it is stated that the amount of 1 TL in share transfers made in the company's board of directors meeting no. 2014-02 that was held on 25.02.2014 is only token value and it represents a fictive transaction that is made to prevent this transfer from appearing as zero-value sale.

The share transfers in question are shown below, and it is understood that transferors, i.e., Melek Ipek transferred 103.860 shares under her ownership to ATP Insaat against TRY 103,680; she transferred the remaining 2 shares to Ayhan Yurttas against TRY 2; likewise, Pelin Zenginer transferred 20,730 shares under her ownership to ATP Insaat against TRY 20,730 and she transferred the remaining 7 shares to Saban Yoruklu against TRY 7.

27.02.2014 HİSSE DEVİRLERİ								
Ortak Ünvanı /	Hisse Devir Öncesi		Hisse Devir Sonrası		Yönetim Kurulu		T.Ticaret Sicil	
Adı-Soyadı	Pay Oranı (%)	Pay Tutarı	Pay Oranı (%)	Pay Tutarı	Karar Tarihi	Karar No	Tarihi	Sayısı
ATP İNŞ.VE TİC. A.Ş.	99,58	39.334.106,00	100,00	39.499.976,00	25.02.2014	2014/02-03-04	20.03.2014	8532
MELEK İPEK	0,26	103.683,00	0,00	0,00	25.02.2014	2014/02-03-04	20.03.2014	8532
HAMDİ AKIN İPEK	0,05	20.737,00	0,00	0,00	25.02.2014	2014/02-03-04	20.03.2014	8532
CAFER TEKİN İPEK	0,05	20.737,00	0,00	0,00	25.02.2014	2014/02-03-04	20.03.2014	8532
PELİN ZENGİNER	0,05	20.737,00	0,00	0,00	25.02.2014	2014/02-03-04	20.03.2014	8532
AYHAN YURTTAŞ	0,00	0,00	0,00	14,00	25.02.2014	2014/02-03-04	20.03.2014	8532
ŞABAN YÖRÜKLÜ	0,00	0,00	0,00	10,00	25.02.2014	2014/02-03-04	20.03.2014	8532
TOPLAM	**100,00**	**39.500.000,00**	**100,00**	**39.500.000,00**				

It has been understood that the transactions were reflected to the day book of the company under position no. 571 on 27.02.2014 as provided below.

Hesap Kodu	Hesap Adı	Açıklama	Borç	Alacak
500	**SERMAYE**		**165.894,00**	**0,00**
500.01.001	HAMDİ AKIN İPEK	27.02.14 TESCİL (03.03.14/ 8519 T.SİCİL GZT.) HİSSE DEVRİ	20.730,00	0,00
500.01.001	HAMDİ AKIN İPEK	27.02.14 TESCİL (03.03.14/ 8519 T.SİCİL GZT.) HİSSE DEVRİ	7,00	0,00
500.01.002	CAFER TEKİN İPEK	27.02.14 TESCİL (03.03.14/ 8519 T.SİCİL GZT.) HİSSE DEVRİ	20.730,00	0,00
500.01.002	CAFER TEKİN İPEK	27.02.14 TESCİL (03.03.14/ 8519 T.SİCİL GZT.) HİSSE DEVRİ	7,00	0,00
500.01.003	PELİN ZENGİNER (İPEK)	27.02.14 TESCİL (03.03.14/ 8519 T.SİCİL GZT.) HİSSE DEVRİ	20.730,00	0,00
500.01.003	PELİN ZENGİNER (İPEK)	27.02.14 TESCİL (03.03.14/ 8519 T.SİCİL GZT.) HİSSE DEVRİ	7,00	0,00
500.01.004	MELEK İPEK	27.02.14 TESCİL (03.03.14/ 8519 T.SİCİL GZT.) HİSSE DEVRİ	103.680,00	0,00
500.01.004	MELEK İPEK	27.02.14 TESCİL (03.03.14/ 8519 T.SİCİL GZT.) HİSSE DEVRİ	3,00	0,00
500	**SERMAYE**		**0,00**	**165.894,00**
500.01.005	ATP İNŞAAT VE TİCARET A.Ş.	27.02.14 TESCİL (03.03.14/ 8519 T.SİCİL GZT.) HİSSE DEVRİ	0,00	20.730,00
500.01.005	ATP İNŞAAT VE TİCARET A.Ş.	27.02.14 TESCİL (03.03.14/ 8519 T.SİCİL GZT.) HİSSE DEVRİ	0,00	20.730,00
500.01.005	ATP İNŞAAT VE TİCARET A.Ş.	27.02.14 TESCİL (03.03.14/ 8519 T.SİCİL GZT.) HİSSE DEVRİ	0,00	103.680,00
500.01.005	ATP İNŞAAT VE TİCARET A.Ş.	27.02.14 TESCİL (03.03.14/ 8519 T.SİCİL GZT.) HİSSE DEVRİ	0,00	20.730,00
500.01.006	ŞABAN YÖRÜKLÜ	27.02.14 TESCİL (03.03.14/ 8519 T.SİCİL GZT.) HİSSE DEVRİ	0,00	7,00
500.01.006	ŞABAN YÖRÜKLÜ	27.02.14 TESCİL (03.03.14/ 8519 T.SİCİL GZT.) HİSSE DEVRİ	0,00	7,00
500.01.007	AYHAN YURTTAŞ	27.02.14 TESCİL (03.03.14/ 8519 T.SİCİL GZT.) HİSSE DEVRİ	0,00	7,00
500.01.007	AYHAN YURTTAŞ	27.02.14 TESCİL (03.03.14/ 8519 T.SİCİL GZT.) HİSSE DEVRİ	0,00	3,00
		Fiş Toplamı	**165.894,00**	**165.894,00**

It has been understood that, against the transfer of shares, ATP Insaat deposited TRY 103,680 and TRY 20,730 to Akbank accounts of Melek Ipek and Pelin Zenginer, respectively, on 30.09.2014.

Therefore, no findings have been obtained, showing the alleged fictive nature of the share transfers.

2. Evaluation on the Alleged Presence of Some Irregularities in the Board of Directors' Minute Book (YKKD) of Some Companies in Koza Ipek Group

In Section III/A of the Expert Report (page 9-12), it is stated that:

- Page 3 on 2014 YKKD of Ipek Dogal Enerji Kaynaklari Aras. Ve Uretim A.S. was left blank deliberately and a resolution made at a later date was placed on that page in breach of the chronological order;
- Pages 9-15 in 2009 YKKD of Koza Anadolu Madencilik Isl. A.S. did not have notary approval for the decisions shown in the relevant pages;
- Signature of a BoD member named Hasan Burak Sertcan was not present even though it was stated that BoD Resolution of ATP Koza Turizm Seyahat ve Ticaret A.S. made on 18.12.2012 was made by unanimous votes.
- The signature of Ayhan Yurttas that is present on BoD Resolution No. 2015-4 of Koza Ipek Basin ve Basim San. Tic. A.S. did not match with the signatures on other decisions.
- The resolution of ATP Koza Turizm Seyahat ve Ticaret A.S. made on 18.02.2012 lacked the signature of Ali Serdar Hasircioglu, BoD member who transferred shares.
- Resolutions made by unanimous votes in page 21 and 32 of YKKD of ATP Insaat ve Tic. A.S. lacked signature of one of the members,
- Pages that are left blank in YKKD of almost all companies have been cancelled by writing with a pencil in order to allow resolution making retrospectively,
- Resolutions No. 2015/1, 4, 7, 9, 10, 15 made by Koza Ipek Egitim Saglik Hizmet Yardim Vakfi had signatures of Melek Ipek and Pelin Zenginer that did not match with other signatures of the same individuals.

As a sanction for the findings stipulated in the report, the following provision:

Article 562- (1) Those who do not:

(a) Fulfil the obligation of keeping a book as defined in paragraph one, Article 64;
(b) Provide copy of the documents in accordance with paragraph two, Article 64;
(c) Obtain the required approvals as described in paragraph three of article 64
(d) Keep the book in accordance with article 65;

(e) Make an inventory list in accordance with article 66;

(f) Submit documents in accordance with article 86

of this Law are punished with judicial fine of at least two hundred days.

(2) Persons acting in breach of Article 88 of this Law are punished with judicial fine from one hundred days up to three hundred days.

in 562 of the same law has been provided as the sanction applicable to the breach of the regulation and regulations on obligation to keep books stipulated under Article 64/3-4 of TCC No. 6102.

Further, the provision "*Penal sanctions are not imposed against legal persons. However, sanctions stipulated under the law as security due to the crime are reserved*" in Article 20/2 of TCC has been referenced concluding that "members of the board of directors and executives who represent the legal personality of the company should not be held liable under TCC and other applicable laws.

Article 562 of TCC specified in the Expert Report has been amended by the Law No. 6335 as provided below and judicial fine has been converted into administrative fine. Therefore, it shall be possible to impose only administrative fine due to the findings specified in accordance with Article 7/1 of TCC "no person can be punished and security measure cannot be against that person because of an act that is not considered as an offence under the law that is enacted after the date of committing that offence".

Article 562- (Amended article: 26.06.2012- Law No. 6335. /Article 30)

(1) Those who do not:

(a) Fulfil the obligation of keeping a book as defined in paragraph one, Article 64;

(b) Provide copy of the documents in accordance with paragraph two, Article 64;

(c) Obtain the required approvals as described in paragraph three of article 64

(d) Keep the book in accordance with article 65;

(e) Make an inventory list in accordance with article 66;

(f) Submit documents in accordance with article 86

of this Law are punished with administrative fine in an amount of four thousand Turkish Lira.

(2) Persons acting in breach of Article 88 of this Law are punished with administrative fine in an amount of four thousand Turkish Lira.

Therefore, no offence that constitutes precedent of the laundering crime arises as sanctions require administrative fine, except for the finding “criminal investigation must be carried out due to non-matching signature” among the aforementioned findings in the Expert Report.

3. Evaluation on Documents “Contribution Payments” Found Among the Seized Data of Koza Ipek Holding A.S.

In Section III/B of the Expert Report (page 13-14), it is stated that:

“In the files for 2014 and 2015 forming a part of the digital records in disks that were used by the accounting department, charts and files named “contribution payments” were found in connection with persons for whom it could not be established whether they worked in suspect company and/or companies, as a result of investigation conducted in the seized disks of Koza Ipek Holding. These charts indicate records that cannot be associated with any particular financial source, showing financial funds were provided as “benevolence” that is one of the essential matters forming the subject matter of this expert report.”

“…it is understood that cash funds were collected from names which are unknown as to whether they are real or fake, and these funds were recorded in the system in a parallel manner.”

Further, in schedules 6 and 7 of the Report, excel sheets are provided for a total approximate amount of TRY 50,000 that consists of amounts varying between TRY 50 and TRY 500 TL recorded under various names as “finding, giving, contribution, scholarship, relief, etc.”.

The lists provided above are excel-word, etc. documents and no finding was obtained to show such amounts were entered into the official records of the company. The meaning implied with the parallel record could not be understood.

Given the possibility that the data in question may be personal information of persons working in the accounting department, the person/ persons who organized the data must be identified and the actual intent for preparing such lists must be revealed.

4. Evaluation on the Alleged Transfer of Concealed Gains by Koza Altin Isletmeleri Through Transfer Pricing

In Section III/C (pages 15-17) of the Expert Report, it is stated that "Koza Altin Isletmeleri used a monetary value as a rebate against the company's tax assessment even though it is classified as non-deductible expense and it cannot be entered as expenses of shareholders under registration and listing fee that are public offering costs of Koza Altin Isletmeleri; thus, concealed gain in an amount of TRY 1,288,800 was transferred to shareholders.".

In the report, in addition to the explanation made above, there is no explanation made about how TRY 1,288,800 was obtained, except for the statement that the account for receivables from shareholders should be TRY 1, 289,101.24 but it is TRY 301.24.

Expert Safak Ertan COMAKLI was called four times by telephone in order to get information about the matter in question but despite all the efforts, no information could be obtained.

On the other hand, our Inspectorate examined the expenditure accounts of Koza Altin Isletmeleri for the year 2010, considering the probability of relevance with the registration and listing expenses as well as current accounts of shareholders, and no data was found to justify the amount in question. Therefore, no evaluation can be made about this matter.

5. The Matter of Considering the Investment Incentive Certificate for Modernization of Koza Altin Isletmeleri as a Complete New Investment.

In section III/D of the Expert Report (page 18-19), it has been concluded that "Koza Altin Isletmeleri A.S. obtained investment incentive certificate no. B96143 of 7 June 2010 from the Undersecretariat of Treasury for a modernization investment; however, a potential revenue design was made as if there was a "complete new investment' that provides important financial advantaged within the scope of the incentive as a result of the actual situation different than the modernization; the investment was presented as complete new investment rather than modernization in the calculations made during presentation of the investment incentive certificate to the Fiscal Administration; incentive certificate was used in breach of the official purpose and unfair advantages were obtained to the favour of the company and against the public authority in order to obtain advantages, and unearned financial income was generated within the legal personality by creating expenses; this situation is defined as tax evasion in Article 359 of Tax Procedure law, as fraud against public authority in Article 158 of TCC and it is also defined as crime under CMB legislation.

Investment incentive is regulated under the Council of Ministers' Decree No. 2012/3305 on States Aids for Investment. Accordingly, the relevant articles of the CoM Decree are provided below:

Incentive system and supports

ARTICLE 4-*… (3) Regional incentive practices: Sectors that are assigned numbers in ANNEX-2B based on cities may benefit from the following incentives provided that the conditions stipulated in ANNEX-2A for the respective region are satisfied.*

a) Customs duty exemption.
b) VAT exemption.
c) Tax rebate.
d) Employer's contribution support for insurance premium.
e) Investment site allocation.
f) Interest support (for investments made in region 3, 4,5 and 6).
g) Income tax withholding support (for investments made in region 6)
h) Insurance premium support (for investments made in region 6).

Fixed investment amount and minimum capacity

ARTICLE 5 – *(1) Minimum fixed investment amount must be one million Turkish Lira for region 1 and 2, five hundred thousand Turkish Lira for region 3, 4, 5 and 6 in order to benefit from investment incentives. However, investments that will benefit from the incentives must also meet the conditions such as minimum capacity, fixed investment amount and other conditions stipulated under article 8 or annexed lists.*

Tax rebate

ARTICLE 15 – *(1) Pursuant to Article 32/A of the Law No. 5520, income or Corporate Income Tax are imposed subject to rebate at rates provided below until the specified investment contribution is reached in case of big-scale investments and investments made within the scope of regional incentive practices.*

	Bölgesel Teşvik Uygulamaları		Büyük Ölçekli Yatırımlar	
Bölgeler	Yatırıma katkı oranı (%)	Kurumlar vergisi veya gelir vergisi indirim oranı (%)	Yatırıma katkı oranı (%)	Kurumlar vergisi veya gelir vergisi indirim oranı (%)
1	10	30	20	30
2	15	40	25	40
3	20	50	30	50
4	25	60	35	60
5	30	70	40	70
6	35	90	45	90

(2) However, investment contribution rates for rebates that are provided in the table below are applied in case investment is commenced until (including) 31/12/2013 within the scope of incentive certificates issued in accordance with this Decree.

	Bölgesel Teşvik Uygulamaları		Büyük Ölçekli Yatırımlar	
Bölgeler	Yatırıma katkı oranı (%)	Kurumlar vergisi veya gelir vergisi indirim oranı (%)	Yatırıma katkı oranı (%)	Kurumlar vergisi veya gelir vergisi indirim oranı (%)
1	15	50	25	50
2	20	55	30	55
3	25	60	35	60
4	30	70	40	70
5	40	80	50	80
6	50	90	60	90

(3) Tax rebate rate is ninety percent and investment contribution rate is fifty percent in all regions where strategic investments are made.

(4) For the purpose of this article, investment contribution rate represents the portion of the investments that shall be paid by the State through taxes that shall not be collected by implanting income or Corporate Income Tax rebates and the ratio that shall be found by dividing this amount into the total investment value represents the investment contribution rate.

(5) Rebated income or Corporate Income Tax may be implemented for the revenues generated from other operations of the investor during the investment period, against the investment contribution rate calculated as described in this article and provided that actual investment expenditure is not exceeded and:

(a) ten percent, twenty percent, thirty percent, fifty percent and eighty percent of the total investment contribution amount is not exceeded in region 2, region 3, region 4, region 5 and region 6, respectively, in case of big-scale investments and investments within the scope of regional incentive practices;

(b) eighty percent or fifty percent of the total investment contribution amount is not exceeded in region 6 or other regions, respectively in case of strategic investments.

(6) Support in the form of tax rebate shall not be provided for land, building plot, replacement parts and other expenditures that are not subject to depreciation; organizations and joint ventures operating in finance and insurance sectors in accordance with the Law No. 5520; investments made within the scope of Law No. 4283 on Regulation of Erection and Operation of Electrical Power Plants and Energy Sales under Build-Operate Model and Law No. 3996 on Procurement of Certain Investments and Services In Accordance with Build-Operate- Transfer Model, and investments made under royalty agreements.

(7) Rebates are not applied in case of taxation as withholding.

On the other hand, article 32/A of Corporate Income Tax Law No. 5520 is provided below:

Article 32/A Reduced corporate income tax (article added by Article 9 in the Law No. 5838)

(1) Income generated from investments specified in paragraph two of this article and (phrase amended with article 39 of the law no. 6322) for which an investment incentive certificate is issued by the Ministry of Economy shall be subject to reduced corporate income tax at reduced rates until the investment contribution amount is reached starting from the accounting period in which a part or all of the investment is put into operation, except for organizations, joint ventures and undertakings operating in the finance and insurance sectors,

investments made within the scope of the Law No. 4283 of 16/7/1997 and Law No. 3996 of 8/6/1994, and investments made under royalty agreements.

(2) For the purpose of this article, investment contribution rate represents the portion of the investments that shall be paid by the State through taxes that shall not be collected by implanting income or Corporate Income Tax rebates and the ratio that shall be found by dividing this amount into the total investment value represents the investment contribution rate. The Council of Ministers (paragraph amended by article 39 of the law no. 6322; Effective Date 15.06.2012) a) is empowered to a) classify the provinces through statistical regional classification in consideration of per capita income or social and economic development levels, and to determine investment and employment scales in connection with sectors for which incentives shall be provided in accordance with the groups and investments made in such sectors and organized industrial zones, Gokceada and Bozcada and tourism investments made in areas selected by the Council of Ministers for touristic and cultural protection and development, b) (phrase amended with article 39 of the Law No. 6322; Effective Date 15.06.2012) set the investment contribution rate up to 55% (*) for each city group, strategic investments or locations specified in sub-paragraph (a) and (phrase amended with Law No. 6111, effective date: 25.02.2011) up to 65% (**) for big-scale investments with investment amount exceeding 50 million Turkish Lira; procure the implementation of the corporate income tax at a rate discounted by up to 90%, (sub-paragraph added with article 39 of the law no. 6322, effective date 15.06.2012 subject to enforceability over incomes generated starting from 01.01.2013), c) allow partial use of the investment contribution amount by implemented reduced corporate income tax over incomes generated from other activities of the corporation in the investment period provided that the relevant amount shall be deducted from the investment contribution amount calculated in accordance with this article, starting from the date of starting the investment; it shall not exceed 50% of the total investment contribution amount and it shall not exceed the total investment expenditures made, and to reduce this rate down to zero for each city group or increase the same up to 80%; d) limit the rate for expenditures such as land, building, second hand machines, replacement parts, software, patent, license and know-how forming a part of the investment expenditures, individually or collectively.

(3) Pursuant to paragraph two, investment contribution and tax rate is applied as the investment contribution rate and reduced tax rate for the relevant city based on the portion of the total investment that corresponds to each city in case the same tax-payer makes investments in different cities.

(4) In case the income generated is determined by entering into separate accounts in accordance with the operational integrity in case of extension investments, the reduced rate is applied to that income. In case it is not possible to calculate the amount of income separately, income that is basis to the reduced rate shall be determined as the ratio of the amount of extension investment to the total fixed assets recorded under assets of the company in the end of the period (including the amounts pertaining to the ongoing investments). Recorded value of the fixed assets that are in the assets account during this calculation shall be taken into account based on re-appraised amounts. Implementation of the reduced rate starts in the interim tax period when the investment is commission fully or partially.

(5) In case it is determined that the conditions specified in paragraph two were not met in the accounting period, taxes that could not be collected due to the implementation of the reduced tax rate in the taxation period in question shall be collected together with the delay interest without imposing any fine in connection with tax loss.

(6) In case the investment is transferred before commissioning, the transferee organization benefits from the reduced tax rate provided that the same conditions are met. (sentence added with article 39 of the law no. 6322; Effective date 15.06.2012) In case reduced corporate income tax rate is applied before partial or full operation of the investment, taxes that could not be collected on time due to the implementation of the reduced tax rate in accordance with sub-paragraph (c), of paragraph two shall be collected together with the delay interest without imposing any fine for tax loss.

(7) In case the investment is transferred upon partial or full commissioning of the investment, the transferor benefits for the remaining portion of the investment contribution amount until the date of transfer and transferee benefits after the date of transfer provided that the same conditions are satisfied.

(8) This article also applies to income tax payers.

(9) Ministry of Finance is entitled to establish procedures and principles for the implementation of this article.

Accordingly, reduced corporate income tax that is one of the incentive elements shall refer to the state contribution for the investment that is made through tax payments at reduced rates. In fact, investment contribution amount and reduced corporate income tax rate varies with both complete and extension investments.

The difference between the incentives that can be used for complete investment or extension investment arises from the different rates applied to the incomes generated through each of these investments. The said rate difference arises as follows: reduced rate is applied to the income generated from the investment in case of the complete new investment while it is applied to the income over extension investments/ total fixed assets in case of extension investment. Thus, the consequence of late tax payment arises due to differences in the periods and total amount of payable tax varies in parallel with this situation.

Therefore, the amount of state contribution made for investments through application of reduced tax rate is not different for extension investments and new investments. However, the incentive is obtained within a longer period of time due to calculation made in case if extension investment and no difference arises when considered cumulatively.

The state suffers from losses in connection with interest income due to periodical differences but no tax loss arises. Indeed, this situation is stipulated in article 32/A of CTL and fine for tax loss is not applied as sanction of inconsistency.

A situation similar to those exampled above occurred with Koza Altin Isletmeleri A.S. in the period 2011-2012 and it has been subject to critics. However, the criticized situation leads to no consequence within the scope of the Law No. 5549.

6. Exemption under Article 5/1e of CTL Benefited by Koza Ipek Holding in 2010

In Section III/E of Expert Report (page 20-21), it is stated “Koza Ipek Holding benefited from a substantial amount as high as TRY 231,430,441.15 within the scope of legal exemption; however, it has been understood that not all of this amount was used for legal purposes as described in applicable provisions of the laws and substantial amount of this money was put into use as cash through concealing and in a pre-arranged manner; there are numerous transactions in Akbank account where the amount in question is held but review of this account does not provide any detail as to where the amount received within the scope of exemption was used; aggregate amount of cash account and bank accounts of the company in the end of the period is TRY 114,903,937.33; donations and aids in an amount of TRY 16,160,650 were not used in accordance with the intended purpose of the exempted amount; it left accounts of the holding as cash through concealed practices; no information could be found in connection with the method of monitoring and use of the amounts in question that were used from company account; and the company committed the smuggling crime that is punishable with imprisonment by issuing fake documents and documents with misleading contents because of the fraudulent use of the national accounting system for personal interests.

The following are the day-book entries of the holding in connection with the transfer of shares of Koza Altin Isletmeleri A.S by the aforementioned Koza Ipek Holding A.S:

Fiş Tarihi	Fiş Tipi	Fiş No	Hesap Kodu	Açıklama	Borç	Alacak
10.02.2010	Mahsup Fişi	42	102.01.042	KOZA ALTIN HALKA ARZ 9.000000 LOT SATIŞ	331.200.000,00	0,00
10.02.2010	Mahsup Fişi	42	645.01.001	KOZA ALTIN HALKA ARZ 9.000000 LOT SATIŞ	0,00	331.200.000,00
31.03.2010	Mahsup Fişi	108	242.01.003	HALKA ARZ %15 SATIŞ MALİYETİ	0,00	15.285.912,79
31.03.2010	Mahsup Fişi	108	645.01.001	KOZA ALTIN %15 SATIŞ MALİYETİ	15.285.912,79	0,00
31.03.2010	Mahsup Fişi	108	645.01.001	KOZA ALTIN HALKA ARZ MASRAFLARI	7.046.792,35	0,00
01.06.2010	Mahsup Fişi	192	645.01.001	KOZA ALTIN HALKA ARZ MASRAFLARI	293.373,33	0,00
31.12.2010	Mahsup Fişi	469	645.01.001	2010 DÖNEM KAR ZARAR HS.İNTİKAL	308.573.921,53	0,00
31.12.2010	Mahsup Fişi	469	690.01.001	MENKUL KIYMET SATIŞ KARLARI	0,00	308.744.747,38

Accordingly, net income from the sale of subscription shares has been TRY 308,573,921.53 upon deduction of total public offering and share costs from TRY 331,200,000 that is the shares selling value (15,285,912.79+7,046,792.35+293,373.33). 75% of this amount has been deposited in the special fund account in accordance with article 5/1-e of the Corporate

Tax Law as shown in the records provided above, and it has been added to profit for the period; subsequently, it has become subject to exemption in the corporate tax return for the year 2010. Therefore, legal records and exemption practices in connection with the said transactions are found in compliance with the legislation.

On the other hand, in the expert report, an explanation has been provided in connection with the amounts that came to the bank account as a result of the selling transaction, saying "*however, the entire amount of these funds was not used for legitimate purposes in accordance with applicable provisions of the law; substantial portion of this amount was put into use as cash in a concealed and pre-arranged manner; there are numerous transactions in Akbank account where the amount in question is held but review of this account does not provide any detail as to where the amount received within the scope of exemption was used*".

Official books and bank accounts have been cross-checked to determine the amounts that entered into accounts as a result of the selling transaction and the relevant expenditures has been determined in connection with which the remarkable transfer amounts are shown below:

Hisse Senedi Alışı	74.679.797,10
Gayrimenkul Alışı 19.985.000-$ SUNA AKSU ÖDENEN	29.853.593,00
Kredi Ödemesi	92.000.000,00
KOZA İPEK EĞİTİM VAKFI AKBANK HS.BAĞIŞ	15.000.000,00
Yıl Sonu Bakiye	114.894.569,54

Thus, it is understood that the relevant details of expenditures can be checked from the official books and bank accounts.

The exemption of the selling proceeds must be kept in a special fund account and it is not permitted to transfer the relevant amount any other account other than adding it into the capital when the relevant communique explanation and article 5/1e of CTL are taken into consideration with respect to the alleged use of the aforementioned amount for purposes other than the exemption purpose. The following record in the official books of the Holding for the year 2011 shows that the proceeds generated from selling subscription shares have been added to the capital.

Fiş Tarihi	Fiş Tipi	Fiş No	Hesap Kodu	Açıklama	Borç	Alacak
23.06.2011	Mahsup Fişi	212	331.05.013	HOLDİNG 22/06/11 G.KURUL KAR DAĞITIMI	0,00	10.002.439,08
23.06.2011	Mahsup Fişi	212	331.05.015	HOLDİNG 22/06/11 G.KURUL KAR DAĞITIMI	0,00	10.002.439,08
23.06.2011	Mahsup Fişi	212	331.05.017	HOLDİNG 22/06/11 G.KURUL KAR DAĞITIMI	0,00	7.501.829,31
23.06.2011	Mahsup Fişi	212	500.01.001	HOLDİNG 22/06/11 G.KURUL KAR DAĞITIMI	0,00	50.001.209,00
23.06.2011	Mahsup Fişi	212	500.01.002	HOLDİNG 22/06/11 G.KURUL KAR DAĞITIMI	0,00	50.001.209,00
23.06.2011	Mahsup Fişi	212	500.01.003	HOLDİNG 22/06/11 G.KURUL KAR DAĞITIMI	0,00	49.995.165,00
23.06.2011	Mahsup Fişi	212	500.01.004	HOLDİNG 22/06/11 G.KURUL KAR DAĞITIMI	0,00	50.001.209,00
23.06.2011	Mahsup Fişi	212	500.01.005	HOLDİNG 22/06/11 G.KURUL KAR DAĞITIMI	0,00	25.000.604,00
23.06.2011	Mahsup Fişi	212	500.01.006	HOLDİNG 22/06/11 G.KURUL KAR DAĞITIMI	0,00	25.000.604,00
23.06.2011	Mahsup Fişi	212	540.01.002	HOLDİNG 22/06/11 G.KURUL KAR DAĞITIMI	0,00	27.750.670,75
23.06.2011	Mahsup Fişi	212	542.01.004	HOLDİNG 22/06/11 G.KURUL KAR DAĞITIMI	12.630.697,01	0,00
23.06.2011	Mahsup Fişi	212	542.01.005	HOLDİNG 22/06/11 G.KURUL SERMAYEYE EKLENEN	18.569.558,85	0,00
23.06.2011	Mahsup Fişi	212	542.01.006	ÖZEL FON HESABI SERMAYEYE EKLENEN	231.430.441,15	0,00
23.06.2011	Mahsup Fişi	212	542.01.005	HOLDİNG 22/06/11 G.KURUL KAR DAĞITIMI	15.119.973,74	0,00
23.06.2011	Mahsup Fişi	212	542.01.005	HOLDİNG 22/06/11 G.KURUL KAR DAĞITIMI	27.506.707,47	0,00

Therefore, no doubtful situation has been determined in connection with the selling of the subscription shares.

7. Exemption under Article 5/1e Benefited by ATP Insaat ve Ticaret A.S. in 2010

In Section III/F of the Expert Report (page 22-23), the determinations and evaluations provided in Section III/E above also apply to ATP Insaat ve Ticaret A.S. The exempted amount that was benefited by ATP Insaat is TRY 231,430,335.86 and total amount of cash funds and bank accounts is TRY 79,984,311.80.

Official records of the company in connection with selling proceeds of the subscription shares are provided below.

Fiş Tarihi	Fiş Tipi	Fiş No	Hesap Kodu	Açıklama	Borç	Alacak
10.02.2010	Mahsup Fişi	168	102.01.011	KOZA ALTIN HALKA ARZ 9.000000 LOT SATIŞ	331.200.000,00	0,00
31.03.2010	Mahsup Fişi	380	245.01.002	HALKA ARZ %15 SATIŞ MALİYETİ	0,00	15.259.386,55
10.02.2010	Mahsup Fişi	168	645.02.001	KOZA ALTIN HALKA ARZ 9.000000 LOT SATIŞ	0,00	331.200.000,00
31.03.2010	Mahsup Fişi	380	645.02.001	KOZA ALTIN %15 SATIŞ MALİYETİ	15.259.386,55	0,00
31.03.2010	Mahsup Fişi	380	645.02.001	KOZA ALTIN HALKA ARZ MASRAFLARI	7.046.792,31	0,00
01.06.2010	Mahsup Fişi	597	645.02.001	KOZA ALTIN HALKA ARZ MASRAFLARI	293.373,33	0,00
31.12.2010	Mahsup Fişi	1366	645.02.001	2010 DÖNEM KAR ZARAR HS.İNTİKAL	308.600.447,81	0,00
31.12.2010	Mahsup Fişi	1366	690.01.001	MENKUL KIYMET SATIŞ KARLARI	0,00	308.600.447,81

As explained in the previous section, company transactions in connection with the exemption of the selling proceeds are in compliance with article 5/1-e of CTL.

Similarly, the following are the important amounts that entered into and spent from the bank accounts and shown in the official books of ATP Insaat for the year 2010 and no doubtful transaction is observed in connection with the movements.

GELEN		GİDEN	
Dönem Başı	1.782.440,47		
İhracat Geliri	104.763.862,27		
Faiz Geliri	11.769.050,24		
KOZA ALTIN TEMETTÜ ÖDEMESİ	13.358.123,67		
KOZA ALTIN HALKA ARZ 9.000000 LOT SATIŞ	331.200.000,00		
KOZA-İPEK HOLD.6308 HS.DAN VİRMAN	9.000.000,00		
		Koza Altın Gönderilen	113.612.974,21
		Grup Şirketlerine Gönderilen	186.038.465,00
		YURTİÇİ KONSORSİYUM KOMİSYON BEDELİ	3.403.411,20
		Hisse Alışı	74.590.327
		J.P.MORGAN DEUTSCHE BANK HS.TRANSFER	1.691.328,00
		GOLDMAN SACHS CITIBANK HS.TRANSFER	1.691.328,00
		Vergi	15.966.834,60

On the other hand, similar to Koza Ipek Holding, ATP Insaat also keeps the exempted amount in the special funds account as of the end of the accounting period 2014 in accordance with article 5/1-e of CTL, as shown in the records for the year 2011.

Fiş Tarihi	Fiş Tipi	Fiş No	Hesap Kodu	Açıklama	Borç	Alacak
31.12.2010	Kapanış Fişi	1370	590.01.002	2010 YILI KAPANIŞ KAYDI	315.646.072,27	0,00
14.06.2011	Mahsup Fişi	618	540.01.001	2010 YILI KARI 1. YEDEK AKÇE	0,00	15.782.303,61
14.06.2011	Mahsup Fişi	618	542.01.003	2010 YILI KARI OLAĞAN ÜSTÜ YEDEKLER	0,00	299.863.768,66
14.06.2011	Mahsup Fişi	618	570.01.001	27/05/11-G.KURUL 14/06/11-7836 GAZETE İLAN	315.646.072,27	0,00
31.12.2012	Kapanış Fişi	1590	542.01.010	2012 YILI DEVİRLERİ	231.450.335,86	0,00
31.12.2013	Kapanış Fişi	407	542.01.010	2013 YILI KAPANIŞLARI	231.450.335,86	0,00

Sıra	Ana hesap	Ana Hesap Tanımı	Belge numarası	Kayıt trh.	Borç tutarı(UP)	Alacak ttr.(UP)	Belge başlığı metni
175	5420100004	2010 YILI ÖZEL FONLA	10174	01.01.2014	0	231.450.335,86	2013 Yılından Devir
3.805	5420100004	2010 YILI ÖZEL FONLA	9900000210	31.12.2014	231.450.335,86	0	Yıl sonu kapanışı

Therefore, no doubtful transaction has been found in connection with the selling of the subscription shares that is detailed above.

8. The Allegation About Concealed Gain Transfer Through Transfer Pricing by Koza Ipek Holding Because of Share Transfers Leading Losses in 2011

In Section III/G of the Expert Report (page 24-26) it is stated “Subscription shares in an amount of TRY 17,843,139.33 that were owned by Dogu Anadolu Maden Arama ve Sondaj A.S. as registered in the official books of Koza Ipek Holding have been sold against TRY 2,390,828 and that transfer have led to losses in an amount of TRY 15, 452,311.33 in the accounting period of 2011; the note payable received for the amount of transfer was never collected in reality; thus, it is pre-arranged, the sale transaction was not actually completed as the selling value of the shares was not paid but it is shown as if it has been paid; concealed gain transfer has been made within the scope of the transaction that occurred between related companies; the situation constitute a crime in accordance with article 110/1-b-c of CML and Article 155/2 of TCC.

The following day-book records have been found in the official books of Koza Ipek Holding in connection with the aforementioned transaction:

Fiş Tarihi	Fiş Tipi	Fiş No	Hesap Kodu	Açıklama	Borç	Alacak
28.10.2011	Mahsup Fişi	395	242.01.006	KOZA İPEK GAZETECİLİK UNVAN DEĞİŞİK.VRM.	17.843.139,33	0,00
27.12.2011	Mahsup Fişi	439	221.01.001	KOZA ALTIN 20.02.2014 VADELİ SENET	2.390.828,00	0,00
27.12.2011	Mahsup Fişi	439	242.01.006	DOĞU ANADOLU HİSSE SATIŞ ZARARI	0,00	15.452.311,33
27.12.2011	Mahsup Fişi	439	242.01.006	KOZA ALTIN 17.842.000 HİSSE DEVRİ	0,00	2.390.828,00
27.12.2011	Mahsup Fişi	439	689.01.010	DOĞU ANADOLU HİSSE SATIŞ ZARARI	15.452.311,33	0,00

The following table shows the summary of 2010 balance- sheet details basis to corporate tax return in the period before shares of Dogu Anadolu Maden Arama Sirketi were transferred.

Bilanço Verileri		Değerleme Raporu'nda Yer Alan 20.12.2011 Tarihi İtibariyle
2005 Diğer Zararlar	4.713.234,78	
2006 Diğer Zararlar	23.226.509,81	
2007 Diğer Zararlar	13.037.418,87	
2008 Diğer Zararlar	19.033.864,69	
2009 Diğer Zararlar	15.296.913,05	
2010 Yılı Dönem Net Zararı	12.883.220,69	
AKTİF TOPLAMI	8.661.951,92	12.717.973,00
ÖZKAYNAKLAR	568.864,88	11.880.418,00
Ödenmiş Sermaye	94.136.122,45	
Sermaye	100.000.000,00	110.000.000,00
Serm. Düz. Olumlu Farkları	2.982,37	
Ödenmemiş Sermaye	5.866.859,92	-
Geçmiş Yıllar Zararları	80.684.036,88	
Ortaklık Yapısı		
ATP İnşaat	% 83,76	
Koza İpek Holding	% 16,22	

Ak Yatirim Menkul Degerler A.S. issued an appraisal report regarding the transfer value and this Report and company's trial balance basis to this Report are provided in the annex (**Annex-5, Appraisal Report)**

Review of the Appraisal Report shows that the value of the company has been determined as TRY 11,880,418 that is the equity value as of 20.12.2011.

On the other hand, it has been understood that the payment of the note payable received against the transfer value was paid to the bank account of the company as shown in official records for the year 2014. The payment has been confirmed based on Akbank data and details of the bank receipt are provided below.

Fiş Tarihi	Fiş Tipi	Fiş No	Hesap Kodu	Açıklama	Borç	Alacak
01.01.2014	Mahsup Fişi	1	221.01.001	2013 YILI DEVİR	2.390.828,00	0,00
20.02.2014	Mahsup Fişi	108	221.01.001	KOZA ALTIN İŞL.SENET MUKABİLİ ÖDEME	0,00	2.390.828,00
20.02.2014	Mahsup Fişi	108	102.01.002	KOZA ALTIN İŞL.SENET MUKABİLİ ÖDEME	2.390.828,00	0,00

Akbank Banka İşlem Dökümü						
IBAN	Hesap Sahibi Unvanı	İşlem Tarihi	İşlem Tutarı (Borç)	İşlem Açklama	Fonksiyon Kod Açıklaması	Fiş No
TR370004600832888000032176	KOZA ALTIN İŞLETMELERİ A.Ş.	20.02.2014	2.390.828,00	HAV.KOZA-İPEK HOLDİNG A.Ş.-	MERKEZI OPR.HAVALE-YP	10

In the light of the explanations provided above, the allegations in the expert report stating that the payment was not made and the sale was not completed in reality are irrelevant allegations; even if low-value transfer was made as stated therein, the transfer is not relevant with respect to transfer pricing principle in CMB legislation as ATP Insaat and Koza Ipek Holding companies are not publicly-held companies; the legislative non-compliance would arise in connection with the company in question only when Koza Altin Isletmeleri A.S. purchases shares at high values with respect to the arm's length principle; in addition, it is not likely to occur when appraisal report, balance sheet and pre-transfer trial balance of Dogu Anadolu Maden Arama A.S. are taken into consideration.

On the other hand, pursuant to articles 5/1-e and 5/3 of CTL, letter no. 71198378-663.05[2015-19]-5520 of 04.05.2016 has been written to the Presidency of Tax Inspection Board as it is likely that making 75% of TRY 15,452,311.33 that is the loss arising from the transfer of subscription shares subject to rebates from corporate income tax base may be criticized with respect to taxation, and it has been stated that an inspection must be carried out in Koza Ipek Holding A.S.

9. Consultancy Payments Made by ATP Insaat in 2011

In Section III/H of the Expert Report (page 27-28); it is stated that ATP Insaat ve Ticaret A.S. received consultancy service against TRY 627,380 in 2011; all payments were made in person; only note of expenses was issued and no explanation was provided therein. Review of 15 professional and financial consultancy services received by the company that carries out construction, marketing and export operation shows that among these persons, 12 persons are geology engineers, 3 persons are chemists, electronic engineers and business administration specialists; the persons in question were employed by Koza Altin Isletmeleri A.S., and there is no merchant or boss that would pay such a high amount when certain questions are asked and certain matters are consulted to employees who work in the same building. No documentary evidence was found in connection with services received; after all, crime was committed by issuing fake documents about the service; the company permitted the entry of monetary funds with unknown sources, turned this entry into cash using documents and laundered money by removing them from the records through their employees.

The following table shows the records obtained from official books of ATP Insaat Sirketi with respect to the allegation above:

Fiş Tarihi	Fiş Tipi	Fiş No	Hesap Kodu	Açıklama	Borç	Alacak
17.02.2011	Mahsup Fişi	171	102.01.001	HAYRETTİN ÖĞÜT AKBANK HS.HAVALE	0,00	23.408,00
17.02.2011	Mahsup Fişi	171	102.01.001	ÖZLEM ÖZDEMİR AKBANK HS.HAVALE	0,00	23.408,00
17.02.2011	Mahsup Fişi	171	102.01.001	SERHAN UMURHAN AKBANK HS.HAVALE	0,00	23.408,00
17.02.2011	Mahsup Fişi	171	102.01.001	DENİZ BEŞİR AKBANK HS.HAVALE	0,00	20.482,00
17.02.2011	Mahsup Fişi	171	102.01.001	H.ERDAL KANLIOĞLU AKBANK HS.HAVALE	0,00	20.482,00
17.02.2011	Mahsup Fişi	171	102.01.001	GÖKHAN ÇİÇEK AKBANK HS.HAVALE	0,00	20.482,00
17.02.2011	Mahsup Fişi	171	102.01.001	M.ALİ MALKOÇ AKBANK HS.HAVALE	0,00	20.482,00
17.02.2011	Mahsup Fişi	171	102.01.001	ÖMÜR ŞİŞMAN AKBANK HS.HAVALE	0,00	20.482,00
17.02.2011	Mahsup Fişi	171	102.01.001	ÖMER ALBAYRAK AKBANK HS.HAVALE	0,00	20.482,00
17.02.2011	Mahsup Fişi	171	102.01.001	SÜLEYMAN AKŞİT AKBANK HS.HAVALE	0,00	20.482,00
17.02.2011	Mahsup Fişi	171	102.01.001	UMUT GÜMÜŞKAYA AKBANK HS.HAVALE	0,00	20.482,00
17.02.2011	Mahsup Fişi	171	102.01.001	HİKMET YAVUZ AKBANK HS.HAVALE	0,00	17.556,00
17.02.2011	Mahsup Fişi	171	102.01.001	ERHAN ÖZMEN AKBANK HS.HAVALE	0,00	17.556,00
17.02.2011	Mahsup Fişi	171	102.01.001	M.EVREN YÜCEL AKBANK HS.HAVALE	0,00	17.556,00
17.02.2011	Mahsup Fişi	171	102.01.001	TAHA YALÇINDAĞ AKBANK HS.HAVALE	0,00	17.556,00
17.02.2011	Mahsup Fişi	171	329.01.064	AKBANK 84091 HS.HAVALE	17.556,00	0,00
17.02.2011	Mahsup Fişi	171	329.01.054	AKBANK 86351 HS.HAVALE	23.408,00	0,00
17.02.2011	Mahsup Fişi	171	329.01.063	AKBANK 84115 HS.HAVALE	17.556,00	0,00
17.02.2011	Mahsup Fişi	171	329.01.066	AKBANK 84131 HS.HAVALE	17.556,00	0,00
17.02.2011	Mahsup Fişi	171	329.01.058	AKBANK 83833 HS.HAVALE	20.482,00	0,00
17.02.2011	Mahsup Fişi	171	329.01.061	AKBANK 83926	20.482,00	0,00

				GİD.PUSULASI		
21.02.2011	Mahsup Fişi	184	770.03.07.009	UMUT GÜMÜŞKAYA 21.02.11/1511 GİD.PUSULASI	42.227,50	0,00
21.02.2011	Mahsup Fişi	184	770.03.07.009	HİKMET YAVUZ 21.02.11/1512 GİD.PUSULASI	36.195,00	0,00
21.02.2011	Mahsup Fişi	184	770.03.07.009	ERHAN ÖZMEN 21.02.11/1513 GİD.PUSULASI	36.195,00	0,00
21.02.2011	Mahsup Fişi	184	770.03.07.009	M.EVREN YÜCEL 21.02.11/1514 GİD.PUSULASI	36.195,00	0,00
21.02.2011	Mahsup Fişi	184	770.03.07.009	TAHA YALÇINDAĞ 21.02.11/1515 GİD.PUSULASI	36.195,00	0,00
Toplam Ödeme						**501.904,00**
Gelir Vergisi Tevkifatı						**125.476,00**
Gider Toplamı					**627.380,00**	

The investigation in connection with the laundering crime continues in order to determine whether there are any fund entries to Atp Insaat ve Ticaret A.S. and other group companies from doubtful source; no explanation can be made about the source of the consultancy payments.

Another point of the matter that is relevant to the laundering investigation is the question of whether the persons in question used the funds received in their accounts in a doubtful manner or not. From this perspective, the bank accounts of the concerned persons have been examined and details on the use of the received funds have been provided below.

HAYRETTİN ÖĞÜT				
İşlem Valörü	İşlem Tutarı (Borç)	İşlem Tutarı (Alacak)	Bakiye	İşlem aciklama
16.02.2011	13.563,04		-9.868,71	TAKSİT TAHSİLATI
17.02.2011	130,00		-9.998,71	00004029 NOLU AKBANK ATM PARA ÇEKME
18.02.2011		23.408,00	13.409,29	HAV.ATP İNŞ.VE TİC.ANONİM ŞTİ.
22.02.2011		15.200,00	28.609,29	HAV.ATP İNŞ.VE TİC.ANONİM ŞTİ.
22.02.2011	74,00		28.535,29	046 HERRY HAZ.GIY.TEKS.S XXXX 38XX
22.02.2011	95,90		28.439,39	046 ZA GIYIM - PANORA XXXX 38XX
22.02.2011	37,10		28.402,29	TRCELL530XXX3139
22.02.2011	694,33		27.707,96	TAKSİT TAHSİLATI
24.02.2011	50,00		27.657,96	062 YAPRAK CAMASIR HAZIR XXXX 38XX
25.02.2011	40,54		27.617,42	046 TESCO KIPA KITLE PAZ XXXX 38XX
25.02.2011	87,89		27.529,53	046 MIGROS ORAN.0151266 XXXX 38XX
01.03.2011		10.881,00	38.410,53	ŞUBAT 2011 MAAŞ ÖDEMESİ
01.03.2011	33,11		38.377,42	KREDİ FAİZ
01.03.2011	1,65		38.375,77	KREDİ VERGİ
01.03.2011	4,96		38.370,81	KREDİ FON PAYI
01.03.2011	60,00		38.310,81	111 MERT TEKSTIL VE KONF XXXX 38XX

M EVREN YÜCEL				
İşlem Valörü	İşlem Tutarı (Borç)	İşlem Tutarı (Alacak)	Bakiye	İşlem aciklama
18.02.2011		17.556,00	17.556,22	HAV.ATP İNŞ.VE TİC.ANONİM ŞTİ.
18.02.2011	200,00		17.356,22	00002401 NOLU AKBANK ATM PARA ÇEKME
22.02.2011		11.400,00	28.756,22	HAV.ATP İNŞ.VE TİC.ANONİM ŞTİ.
25.02.2011	250,00		28.506,22	00000140 NOLU AKBANK ATM PARA ÇEKME
28.02.2011	2.000,00		26.506,22	KREDİ KARTI TAHSİLATI
01.03.2011		3.487,63	29.993,85	ŞUBAT 2011 MAAŞ ÖDEMESİ
28.02.2011	26.000,00		3.993,85	NAKIT ÇEKILEN

TAHA YALÇINDAĞ				
İşlem Valörü	İşlem Tutarı (Borç)	İşlem Tutarı (Alacak)	Bakiye	İşlem aciklama
18.02.2011		17.556,00	17.847,97	HAV.ATP İNŞ.VE TİC.ANONİM ŞTİ.
17.02.2011	699,00		17.148,97	TAKSİT TAHSİLATI
18.02.2011	16.857,86		291,11	ÇATI FON ALIM (974 ADET BLIKIT)
21.02.2011		34,61	325,72	ÇATI FON BOZUM(2 ADET BLIKIT)
18.02.2011	44,97		280,75	AVEA551XXX5324
22.02.2011		761,55	1.042,30	ÇATI FON BOZUM(44 ADET BLIKIT)
21.02.2011	750,00		292,30	00003783 NOLU AKBANK ATM PARA ÇEKME
22.02.2011		11.400,00	11.692,30	HAV.ATP İNŞ.VE TİC.ANONİM ŞTİ.
22.02.2011	11.408,99		283,31	ÇATI FON ALIM (659 ADET BLIKIT)

The account statements for 15 persons that are provided above show the use of amounts received from ATP Insaat. Reviews on the use of the funds received from ATP Insaat by the concerned persons did not reveal any evidence on return of the funds to the company or any other doubtful use. There is no point to criticize with respect to money-laundering in parallel with the explanations provided in the expert report.

10. Allegation That Koza Ipek Holding A.S. Made Donations Higher Than Income Thereof in the Year 2011

In Section III/I of the Expert Report (page 29-31), it is stated " Koza Ipek Holding A.S. recorded profits in an amount of TRY 20,706,100 in the corporate tax return for the year 2011; however, it also made donations and provided aid in an amount of TRY 32,359,267; it made payments from the holding account in total amount higher than the profits by making donations with extra amounts that are generated separately from the profit; it transferred income to the related foundations and aid associations; no resolution, planning, strategic planning or program have been found in the records and digital data; it appears that financial value shown as official earnings within the body of the holding despite the unknown source have been transferred to foundations and associations; and further, they have been put into the economic market".

Corporate tax return of Koza Ipek Holding for the year 2011 is provided below:

Ticari Bilanço Zararı	8.372.299,31
Kanunen Kabul Edilmeyen Giderler	34.717.766,55
İştirak Kazançları (K.V.K Mad. 5/1-a)	5.639.367,13
Cari Yıla Ait Zarar, İstisna ve İndirimler Toplamı	14.011.666,44
Kâr	20.706.100,11
Eğitim ve Sağlık Tesisleri ile Yurt İnşaatına İlişkin Bağış ve Yardımlar (K.V.K. Mad. 10/1-ç)	32.359.267,00
Dönem Safi Kurum Kazancı	0
Yıl İçinde Kesinti Yoluyla Ödenen Vergiler	10.786,43
Geçici Vergi	6.729.899,64
İadesi Gereken Kurumlar Vergisi ve/veya Geçici Vergi	6.740.686,07

Ledger records in connection with non-deductible expenses in official books of Koza Ipek Holding A.S. are provided below.

Fiş Tarihi	Y. No	Hesap Kodu	Açıklama	Borç	Alacak
03.01.2011	5	951.01.001	VİZYON TEKSTİL 03.01.11/31128 FT.	0,00	837,80
05.01.2011	7	951.01.001	ABDÜLHAMİTHAN CAMİİ ZİRAATBANK HS.EFT	0,00	20.000,00
07.01.2011	10	951.01.001	BAYAM KUYUMCULUK 07.01.11/333344 FT.	0,00	922,00
08.01.2011	11	951.01.001	BAYAM KUYUMCULUK 08.01.11/333350 FT.	0,00	922,00
10.01.2011	13	951.01.001	ABDÜLHAMİTHAN CAMİİ ZİRAATBANK HS.EFT	0,00	30.000,00
10.01.2011	14	951.01.001	HUZUR AHŞAP 10.01.11/96093 FT.	0,00	3.705,20
14.01.2011	19	951.01.001	06AL100 TRAFİK CEZA ÖDEMESİ AKBANK	0,00	97,50
14.01.2011	20	951.01.001	BEYMEN MAĞAZACILIK 14.01.11/318292 FT.	0,00	3.327,00
14.01.2011	20	951.01.001	BEYMEN MAĞAZACILIK 14.01.11/318293 FT.	0,00	965,00
14.01.2011	20	951.01.001	BEYMEN MAĞAZACILIK 14.01.11/734391 FT.	0,00	4.685,00
14.01.2011	20	951.01.001	DEMOKRASİ İLKÖĞRETİM OKULU BAĞIŞ	0,00	1.699,96
14.01.2011	20	951.01.001	BEYMEN MAĞAZACILIK 14.01.11/318289 FT.	0,00	8.520,00
14.01.2011	20	951.01.001	BEYMEN MAĞAZACILIK 14.01.11/318290 FT.	0,00	6.745,00
14.01.2011	20	951.01.001	BEYMEN MAĞAZACILIK 14.01.11/318291 FT.	0,00	5.295,00
14.01.2011	20	951.01.001	BEYMEN MAĞAZACILIK 14.01.11/318288 FT.	0,00	1.550,00
14.01.2011	20	951.01.001	BEYMEN MAĞAZACILIK 14.01.11/320782 FT.	0,00	3.962,00
14.01.2011	20	951.01.001	BEYMEN MAĞAZACILIK 14.01.11/320781 FT.	0,00	3.500,00
14.01.2011	20	951.01.001	BEYMEN MAĞAZACILIK 14.01.11/320783 FT.	0,00	1.995,00
14.01.2011	20	951.01.001	BEYMEN MAĞAZACILIK 14.01.11/734392 FT.	0,00	6.245,00
15.01.2011	21	951.01.001	BAYAM KUYUMCULUK 15.01.11/333537 FT.	0,00	2.300,00
15.01.2011	21	951.01.001	BAYAM KUYUMCULUK 15.01.11/333533 FT.	0,00	1.380,00

26.12.2011	438	951.01.001	TURKCELL 530-6387086 TLF FT	0,00	2,80
26.12.2011	438	951.01.001	TURKCELL 530-6387087 TLF FT	0,00	2,80
26.12.2011	438	951.01.001	TURKCELL 530-6387088 TLF FT	0,00	2,80
26.12.2011	438	951.01.001	TURKCELL 530-3808338 TLF FT	0,00	14,23
26.12.2011	438	951.01.001	TURKCELL 530-4105060 TLF FT	0,00	19,17
26.12.2011	438	951.01.001	TURKCELL 530-6211456 TLF FT	0,00	1,34
26.12.2011	438	951.01.001	TURKCELL 530-6383567 TLF FT	0,00	2,87
26.12.2011	438	951.01.001	TURKCELL 530-6383568 TLF FT	0,00	2,87
26.12.2011	438	951.01.001	TURKCELL 530-6437829 TLF FT	0,00	7,34
26.12.2011	438	951.01.001	TURKCELL 530-6437832 TLF FT	0,00	8,09
26.12.2011	438	951.01.001	TURKCELL 530-8806841 TLF FT	0,00	1,01
26.12.2011	438	951.01.001	TURKCELL 530-9669889 TLF FT	0,00	17,21
26.12.2011	438	951.01.001	TURKCELL 532-2415040 TLF FT	0,00	48,17
26.12.2011	438	951.01.001	TURKCELL 532-2527328 TLF FT	0,00	3,46
26.12.2011	438	951.01.001	TURKCELL 532-3222199 TLF FT	0,00	26,52
26.12.2011	438	951.01.001	TURKCELL 533-7210694 TLF FT	0,00	13,81
26.12.2011	438	951.01.001	TURKCELL 533-6817387 TLF FT	0,00	16,14
26.12.2011	438	951.01.001	TURKCELL 533-7065070 TLF FT	0,00	79,38
26.12.2011	438	951.01.001	TURKCELL 532-6451612 TLF FT	0,00	2,73
26.12.2011	438	951.01.001	TURKCELL 533-2776884 TLF FT	0,00	36,06
26.12.2011	438	951.01.001	TURKCELL 533-3411189 TLF FT	0,00	23,55
26.12.2011	438	951.01.001	TURKCELL 533-5269688 TLF FT	0,00	1,99
27.12.2011	440	951.01.001	T.TELEKOM 312-4910997 TLF FT	0,00	2,67
29.12.2011	442	951.01.001	ALİMAR JENERATÖR 29.12.11/508170 FT	0,00	50,00
29.12.2011	442	951.01.001	KOZA İPEK EĞT.SAĞ.VKF.AKBANK HS HV-BAĞIŞ	0,00	30.000,00
30.12.2011	443	951.01.001	12/2011 PARELENDE SATIŞ FİŞİ İLE ALIMLAR	0,00	4.354,43
30.12.2011	443	951.01.001	AVEA İLETİŞİM 31.12.11/02105057 FT	0,00	44,10
30.12.2011	443	951.01.001	HIZLIPC PAN 31.12.11/486302 FT	0,00	804,03
30.12.2011	443	951.01.001	MEDLAB SAĞLIK 31.12.11/802125 FT	0,00	295,00
30.12.2011	443	951.01.001	BEYMEN MAĞAZACILIK 31.12.11/442539 FT	0,00	3.705,00
30.12.2011	443	951.01.001	BEYMEN MAĞAZACILIK 31.12.11/441852 FT	0,00	5.990,00
30.12.2011	443	951.01.001	ARAS KARGO 05.07.11/691501 FT	0,00	6,66
31.12.2011	453	951.01.001	2011 YILI KAPANIŞ KAYDI	34.717.766,55	0,00

In practices subject to Corporate Tax Income Law, the donations detailed above are, first, enter into accounts as expenditures with respect to trade income and subsequently, they are taken into consideration in the return as non-deductible expenses. Those that are permitted in the legislation are taken into account as the portion that can be deducted from the tax base.

Accordingly, the following donations made to the university have been shown as deduction in the return in accordance with Article 10/1-c of CTL.

ALTIN KOZA ÜNV.AKBANK HS HV – BAĞIŞ	386.000,00
ALTIN KOZA ÜNV.AKBANK HS HV – BAĞIŞ	50.000,00
ALTIN KOZA ÜNV.AKBANK HS HV – BAĞIŞ	16.241.750,00
ALTIN KOZA ÜNV.AKBANK HS HV – BAĞIŞ	4.000,00
ALTIN KOZA ÜNV.AKBANK HS HV – BAĞIŞ	1.000,00
ALTIN KOZA ÜNV.AKBANK HS HV – BAĞIŞ	750,00
ALTINKOZA ÜNV. BAĞIŞ-ADIM GAYRİMENKUL ÖD.	767,00
ALTIN KOZA ÜNV.AKBANK HS HV – BAĞIŞ	167.500,00
ALTIN KOZA ÜNV.AKBANK HS HV – BAĞIŞ	5.000,00
ALTIN KOZA ÜNV.AKBANK HS HV – BAĞIŞ	2.500,00
ALTIN KOZA ÜNV.AKBANK HS HV – BAĞIŞ	2.000.000,00
ALTIN KOZA ÜNV.AKBANK HS HV – BAĞIŞ	13.500.000,00
Toplam	**32.359.267,00**

The deduction provided above has been made in accordance with Article 56/1-b and Additional Article 7 of Higher Education Law No. 2547; this practice cannot be criticized with respect to money-laundering as there is no limitation in connection with the permitted deductions.

Article 56-b: Universities and higher technology institutes benefit from financial exemptions, privileges and other financial easement rights granted to public organizations and institutions subject to general budget, under the same terms and conditions. Donations that are made to universities and technology institutes by income or corporate tax payers against receipt shall be deducted from the income and corporate income declared in the annual return, in accordance with the Income and Corporate Income Tax Law.

Additional Article 7- (Addition: 17/8/1983- 2880/Article 32: Amendment: 3/4/1991-Article 3708/6) Higher education institutions established by foundations shall benefit from financial easements, exemptions and privileges set forth in article 56 of this law and they shall be exempted from real estate property tax.

11. Allegation About the Invoice in an Amount of USD 14,010

In Section IV/13 of the Expert Report (page 48), it is stated " digital evidences show that the enclosed invoice has been issued in an amount of USD 14,010 that is double the amount of the actual property value in an amount of USD 7.650 agreed between the buyer and seller, and as shown in the enclosed e-mail evidence, the difference between these figures have been mentioned by various persons during the internal correspondence and it has been understood that the figure in question has been adjusted in the cash accounts and banks upon mutual representations; the invoice amount has been increased as a part of the deal between two parties as it would not be possible for any official authority to confirm the invoice due to issuance by a foreign entity; fraudulent accounting records have been created and off-the-records money transfer has been made".

The invoice in question is the invoice in an amount of USD 14,010 issued by LET CO Pacific on 25.09.2013. The following are the records entered into the company's official books about the amounts that were sent ad advance payment for deducting from the invoice. Therefore, the amount in the invoice is not found doubtful and it is possible to come conclusions on the real nature of the invoice amount from the e-mail correspondences.

tarih	yevmno	hesapkodu	Hesapadı	yp	ypb	borç	alacak	anakod
05.07.2013	00090491	1590202000	LET PACIFIC CO. LT	165,00	USD	321,37	0,00	159
18.07.2013	00094296	1590202000	LET PACIFIC CO. LT	615,00	USD	1.185,47	0,00	159
22.08.2013	00109186	1590202000	LET PACIFIC CO. LT	2.700,00	USD	5.286,60	0,00	159
19.09.2013	00123152	1590202000	LET PACIFIC CO. LT	10.530,00	USD	21.360,11	0,00	159
				14.010,00		28.153,55	0,00	

12. Allegation About Insider Trading Under CMB Legislation

In Section III-J of the Expert Report (page 32-34), it is stated that the digital data obtained during searches in Koza Altin Isletmeleri A.S. revealed that they warned each other during the internal correspondences; thus, the share certificates were purchased at low values as a result of manipulative acts and "insider trading", the value of share certificates were increased as a result of news covered in the press and then they were sold, leading small investors to suffer from losses. Enclosures in connection with this matter show newspaper clippings and e-mail between two top executives. It would be beneficial to evaluate the matter with respect to CMB legislation if approved by the prosecutor's office.

D- Allegation on Transfer of Funds to Associations, Foundations and Organizations Related with FETO

In the letter of 2014/119687 issued by the Prosecutor's Office on 11.11.2015, a request has been made to investigate whether 30 persons listed in the letter transferred funds to associations, foundations and organizations related with FET; determine where such transfers can be considered within the scope of the organization's activities, in case they did so.

Our Inspectorate did not take any steps in connection with the request specified above as there was no list in connection with associations, foundations or organizations related with FETO. In addition, bank accounts of the organizations specified in the investigation file no. 2014/156758 have been examined and no information could be found in connection with the alleged transfer to the organization in questions by the persons subject to the information request.