

**NET HOLDİNG ANONİM ŐİRKETİ AND ITS SUBSIDIARIES  
CONSOLIDATED FINANCIAL STATEMENTS  
FOR THE PERIOD ENDED 30 SEPTEMBER 2011**

**NET HOLDİNG ANONİM ŞİRKETİ AND ITS SUBSIDIARIES**

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# NET HOLDİNG ANONİM ŞİRKETİ

## BALANCE SHEETS (TRY) (XI-29 CONSOLIDATED)

		Not Audited	Audited
	Footnote References	30.09.2011	31.12.2010
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash and cash equivalents	6	34,525,460	76,940,891
Marketable securities	7	0	0
Trade receivables			
- Trade receivables from related parties	10	14,990,967	3,722,940
- Other trade receivables	10	10,211,040	11,157,147
Liabilities due from financial activities	12	0	0
Other receivables			
- Due from related parties	11	6,026,987	3,366,552
- Other parties	11	9,658,425	9,836,036
Inventories	13	30,591,756	35,001,606
Biological assets	14	0	0
Other current assets	26	9,401,068	8,854,000
<b>(Sub total)</b>		<b>115,405,703</b>	<b>148,879,172</b>
Tangible assets hold for future sale	34	61,890,322	0
<b>Non - current assets</b>		<b>319,000,366</b>	<b>289,128,807</b>
Trade receivables	10	0	202,325
Liabilities due from financial activities	12	0	0
Other receivables	11	514,845	492,168
Financial investments	7	493,822	2,304,029
Investments consolidated by equity pick-up method	16	45,030,679	78,544,070
Biological assets	14	0	0
Investment properties	17	59,136,320	36,436,148
Tangible assets	18	155,038,631	147,142,957
Intangible assets	19	142,055	138,594
Goodwill	20	0	0
Deffered tax assets	35	17,110,096	18,147,137
Other non-current assets	26	41,533,918	5,721,379
<b>TOTAL ASSETS</b>		<b>496,296,391</b>	<b>438,007,979</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Financial borrowings	8	70,091,020	41,017,948
Other financial liabilities	9	0	0
Trade payables	10	17,307,991	14,260,587
Other payables			
- Due to related parties	11	28,218,672	14,898,105
- Due to other parties	11	4,242,419	2,495,117
Liabilities due to financial activities	12	0	0
Government Incentives and grants		0	0
Current tax liabilities	35	267,084	76,922
Provision for payables	22	2,482,225	2,485,224
Other Current liabilities	26	106,845	54,629
<b>(Sub total)</b>		<b>122,716,256</b>	<b>75,288,532</b>
Liabilities of non-current assets for sale		0	0
<b>Non-current liabilities</b>		<b>31,039,512</b>	<b>28,201,585</b>
Financial borrowings	8	19,983,136	17,721,280
Other financial liabilities	9	0	0
Trade payables	10	0	0
Other payables	11	2,015,913	451,604
- Due to related parties	11	0	0
Liabilities due to financial activities	12	0	0
Government Incentives and grants	21	0	0
Provisions	22	0	0
Provision for benefits provided to employees	24	1,107,999	969,246
Deferred tax liabilities	35	7,929,110	9,046,648
Other non-current liabilities	26	3,354	12,807
<b>SHAREHOLDERS' EQUITY</b>		<b>342,540,623</b>	<b>334,517,862</b>
<b>Parent company's equity</b>			
Paid in capital	27	365,750,000	209,000,000
Inflationary adjustment of shareholder's equity	27	56,808,615	56,808,615
Cancellation of equity shares (-)	27	(247,630,701)	(105,936,361)
Share premium	27	11,163,005	8,209,679
Fair value reserve			
- Fund of equity fair value	27	21,871,305	21,845,291
Currency conversion differences	27	8,254,914	819,349
Legal reserves	27	3,542,430	2,657,831
Retained earnings	27	(29,342,842)	(41,593,084)
Net profit for the period		15,710,330	35,226,607
<b>Minority interest</b>	27	<b>136,413,567</b>	<b>147,479,935</b>
<b>TOTAL EQUITY</b>		<b>496,296,391</b>	<b>438,007,979</b>

The accompanying policies and explanatory notes are an integral part of these statements.

# NET HOLDİNG ANONİM ŞİRKETİ

## INCOME STATEMENTS (TRY) (XI-29 CONSOLIDATED)

		Not Audited	Not Audited	Not Audited	Not Audited
	Footnote References	01.01. - 30.09.2011	01.01. - 30.09.2010	01.07. - 30.09.2011	01.07. - 30.09.2010
<b>OPERATING ACTIVITIES</b>					
Sales revenue	5-28	75,447,480	76,216,467	31,202,298	38,423,001
Cost of sales (-)	28	(48,639,482)	(38,544,832)	(21,564,101)	(12,915,118)
<b>Operating profit / loss</b>		<b>26,807,998</b>	<b>37,671,635</b>	<b>9,638,197</b>	<b>25,507,883</b>
Incomes from interest, wage, premium, commission and other	28	0	0	0	0
Expenses from interest, wage, premium, commission and other (-)	28	0	0	0	0
<b>Financial profit / loss</b>		<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Gross profit / loss</b>		<b>26,807,998</b>	<b>37,671,635</b>	<b>9,638,197</b>	<b>25,507,883</b>
Marketing, sales and distribution expenses (-)	29	(3,927,728)	(4,135,518)	(1,361,229)	(1,464,880)
General administrative expenses (-)	29	(41,989,884)	(36,192,818)	(15,471,893)	(13,030,401)
Research and development expenses (-)	29	0	0	0	0
Other operating income	31	7,785,934	7,599,976	3,933,014	(386,398)
Other operating expenses (-)	31	(4,176,834)	(587,104)	(50,503)	(97,340)
<b>Net operating profit / loss</b>		<b>(15,500,514)</b>	<b>4,356,171</b>	<b>(3,312,414)</b>	<b>10,528,864</b>
Share of profit/loss from investments consolidated by equity pick-up method	16	39,791,490	10,354,995	22,623,478	6,510,514
(Non - operating) financial income	32	11,153,943	12,984,723	4,900,590	4,946,165
(Non - operating) financial expenses (-)	33	(23,014,049)	(10,861,625)	(12,000,553)	(3,469,950)
<b>Operating activity profit / loss before taxation</b>		<b>12,430,870</b>	<b>16,834,264</b>	<b>12,211,101</b>	<b>18,515,593</b>
<b>Operating activity tax income / expense</b>		<b>(122,768)</b>	<b>460,461</b>	<b>2,267,348</b>	<b>(1,564,012)</b>
- Current tax income / expense	35	(267,084)	(56,662)	(191,513)	(13,635)
- Deferred tax income / expense	35	144,316	517,123	2,458,861	(1,550,377)
<b>Operating income / (loss)</b>		<b>12,308,102</b>	<b>17,294,725</b>	<b>14,478,449</b>	<b>16,951,581</b>
Discontinued operations	34	0	0	0	0
<b>Net income / loss after tax of abolished activities</b>		<b>12,308,102</b>	<b>17,294,725</b>	<b>14,478,449</b>	<b>16,951,581</b>
<b>Net income / loss for the period</b>		<b>12,308,102</b>	<b>17,294,725</b>	<b>14,478,449</b>	<b>16,951,581</b>
<b>Distribution of current income / loss:</b>					
Minority interests	27	(3,402,228)	2,720,133	(443,247)	3,309,435
Parent company's share		15,710,330	14,574,592	14,921,696	13,642,146
<b>Earnings per share</b>	36	<b>0.043</b>	<b>0.043</b>		

The accompanying policies and explanatory notes are an integral part of these statements.

**NET HOLDİNG ANONİM ŞİRKETİ**

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (TRY)**  
**(XI-29 CONSOLIDATED)**

	Not Audited	Not Audited	Not Audited	Not Audited
	01.01. - 30.09.2011	01.01. - 30.09.2010	01.07. - 30.09.2011	01.07. - 30.09.2010
<b>PROFIT/(LOSS) FOR THE PERIOD</b>	<b>12,308,102</b>	<b>17,294,725</b>	<b>14,478,449</b>	<b>16,951,581</b>
<b>OTHER COMPREHENSIVE INCOME</b>				
Change in unrealized gain on available-for-sale investments	0	0	0	0
Change in revaluation of fixed assets	0	0	0	0
Change in hedge fund	0	0	0	0
Change in currency conversion difference	7,439,656	(1,325,796)	5,349,156	(1,710,154)
Actuarial loss / income from retirement pay provision	0	0	0	0
Income / (loss) from sales investments consolidated by equity pick-up method	1,367,593	1,158,403	0	2,210,342
Other comprehensive income share from subsidiaries subject to equity pick up method	26,014	103,824	9,873	92,669
Tax income / expenses relating other comprehensive income	0	0	0	0
<b>OTHER COMPREHENSIVE INCOME (AFTER TAX)</b>	<b>8,833,263</b>	<b>(63,569)</b>	<b>5,359,029</b>	<b>592,857</b>
<b>TOTAL COMPREHENSIVE INCOME</b>	<b>21,141,365</b>	<b>17,231,156</b>	<b>19,837,478</b>	<b>17,544,438</b>
<b>Dispersal of Total Comprehensive Income</b>				
Minority interest	(3,064,707)	2,420,770	(442,966)	3,728,276
Parent Company's share	24,206,072	14,810,386	20,280,444	13,816,162

## NET HOLDİNG ANONİM ŞİRKETİ

### STATEMENTS OF CHANGES IN EQUITY (XI-29 CONSOLIDATED)

Consolidated Statements of Changes in Equity	Capital	Inflation adjustment of shareholders' equity	Cancellation of equity shares	Premium in excess of par	Revaluation fund	Currency conversion difference	Legal reserves	Retained earnings	Parent company's equity	Minority interest	Total shareholder's equity
Balances, January 1, 2010	338,442,000	91,992,446	(167,487,532)	8,092,077	21,800,048	(161,227)	2,675,912	(129,607,041)	165,746,683	42,876,359	208,623,042
Cancellation of equity shares	-	-	(2,514,797)	-	-	-	-	-	(2,514,797)	-	(2,514,797)
Effect of changing rate on mutual share capital and subsidiaries	-	-	-	-	-	-	-	-	-	64,268,545	64,268,545
Capital payment of minority	-	-	-	-	-	-	-	-	-	64,268,545	64,268,545
Legal reserves	-	-	-	-	-	-	(8,295)	-	(8,295)	8,295	-
Retained earnings	-	-	-	-	-	-	-	(7,274,267)	(7,274,267)	1,425,874	(5,848,393)
Premium in excess of par	-	-	-	131,586	-	-	-	-	131,586	162,805	294,391
Effect of merging	-	-	-	-	-	-	-	304,143	304,143	80,491	384,634
Cost in excess of par (tax effect included)	-	-	-	-	-	-	-	(127,991)	(127,991)	(167,475)	(295,466)
Earnings from the sale of shares in stock market	-	-	-	-	-	-	-	1,158,403	1,158,403	(299,363)	859,040
Increase in fair value of subsidiaries	-	-	-	-	103,824	(1,326,369)	-	-	(1,222,545)	-	(1,222,545)
Currency conversion differences	-	-	-	-	-	573	-	-	573	-	573
Net profit / Loss for the period	-	-	-	-	-	-	-	14,574,592	14,574,592	2,720,133	17,294,725
<b>Balances, September 30, 2010</b>	<b>338,442,000</b>	<b>91,992,446</b>	<b>(170,002,329)</b>	<b>8,223,663</b>	<b>21,903,872</b>	<b>(1,487,023)</b>	<b>2,667,617</b>	<b>(120,972,161)</b>	<b>170,768,085</b>	<b>111,075,664</b>	<b>281,843,749</b>
Balances, January 1, 2011	209,000,000	56,808,615	(105,936,361)	8,209,679	21,845,291	819,349	2,657,831	(6,366,477)	187,037,927	147,479,935	334,517,862
Increasing capital	156,750,000	-	-	-	-	-	-	-	156,750,000	-	156,750,000
Cancellation of equity shares	-	-	(141,694,340)	-	-	-	-	-	(141,694,340)	-	(141,694,340)
Effect of changing rate on mutual share capital and subsidiaries	-	-	-	-	-	-	-	-	-	-	-
Capital payment of minority	-	-	-	-	-	-	-	-	-	(1,248,639)	(1,248,639)
Legal reserves	-	-	-	-	-	-	3,261	-	3,261	(3,261)	-
Retained earnings	-	-	-	1,414	-	-	-	(20,458,107)	(20,456,693)	(5,503,881)	(25,960,574)
Premium in excess of par	-	-	-	2,951,912	-	-	-	-	2,951,912	-	2,951,912
Transfer to legal reserves	-	-	-	-	-	-	881,338	(1,742,556)	(861,218)	861,218	-
Dividend payments	-	-	-	-	-	-	-	(1,409,080)	(1,409,080)	(2,107,098)	(3,516,178)
Cost in excess of par (tax effect included)	-	-	-	-	-	-	-	(400,785)	(400,785)	-	(400,785)
Earnings from the sale of shares in stock market	-	-	-	-	-	-	-	1,034,163	1,034,163	333,430	1,367,593
Increase in fair value of subsidiaries	-	-	-	-	26,014	-	-	-	26,014	-	26,014
Currency conversion differences	-	-	-	-	-	7,435,565	-	-	7,435,565	4,091	7,439,656
Net profit / Loss for the period	-	-	-	-	-	-	-	15,710,330	15,710,330	(3,402,228)	12,308,102
<b>Balances, September 30, 2011</b>	<b>365,750,000</b>	<b>56,808,615</b>	<b>(247,630,701)</b>	<b>11,163,005</b>	<b>21,871,305</b>	<b>8,254,914</b>	<b>3,542,430</b>	<b>(13,632,512)</b>	<b>206,127,056</b>	<b>136,413,567</b>	<b>342,540,623</b>

The accompanying notes form an integral part of these financial statements.

# NET HOLDİNG ANONİM ŞİRKETİ

## STATEMENTS OF CASH FLOWS

(XI-29 CONSOLIDATED)

		Not Audited	Not Audited
	Footnote References	30.09.2011	30.09.2010
<b>OPERATING INCOME/LOSS BEFORE TAXES</b>		12,430,870	16,834,264
<b>Adjustments to reconcile net income to net cash from operating activities:</b>			
Amortisation and depreciation expense	17-18-19	9,250,365	8,238,920
Interest accruals of bank borrowings	8	949,701	771,964
Provision for severance pay	24	244,395	136,093
Provision for doubtful receivables	10-11-29	564,299	289,180
Provisions for investment	7	0	0
Provisions for other liabilities	22	(2,998)	519,161
Rent income accruals	26	69,213	39,507
Investments subject to equity pick-up method	16	33,513,391	573,296
Non-current assets held for sale	34	(61,890,322)	0
Effect of changing rate on mutual share capital and subsidiaries	27	(141,694,340)	(2,514,797)
Changes in minority interest	27	0	0
Deferred tax effect of mergering		63,819	0
Investments consolidated by equity pick-up method	27	0	0
Deferred tax	35	0	0
<b>Net cash provided by operating activities before changes in operating assets and liabilities</b>		<b>(146,501,607)</b>	<b>24,887,588</b>
<b>Changes in operating assets and liabilities</b>			
Trade receivables	10	638,167	(1,713,219)
Trade receivables from related parties	10	(11,268,027)	(6,273,433)
Inventories	13	4,409,850	3,267,222
Other receivables	11	(78,748)	(268,438)
Other receivables from related parties	11	(2,660,435)	(2,909,442)
Other current assets	26	(547,068)	(3,121,604)
Long term trade receivables	10	202,325	654,868
Long term other receivables	11	(22,677)	(5,751)
Other non-current assets	26	(35,812,539)	(11,978,687)
Trade payables	10	3,047,403	4,009,647
Other short term liabilities	11	1,747,302	10,285,387
Other payables to related parties	11	13,320,567	(4,185,051)
Provision for liabilities	22	0	0
Other short term liabilities	26	(16,997)	(28,366)
Profit tax for the period	35	0	0
Long term trade payables	10	0	194,168
Long term other payables	11	1,564,309	(712)
Long term other liabilities	26	(9,453)	(15,807)
Severance pay	24	(105,642)	0
		<b>(25,591,663)</b>	<b>(12,089,218)</b>
Taxes Paid	35	(76,922)	(10,619)
<b>Net cash provided by operating activities</b>		<b>(172,170,192)</b>	<b>12,787,751</b>
<b>Cash flows from investing activities</b>			
Investment expenditures	17-18-19	(40,097,349)	(14,238,743)
Financial investments	7	1,810,207	0
Disposals in tangible fixed assets	17-18-19	247,677	3,588,668
Foreign currency conversion difference	27	7,439,656	573
<b>Net cash provided by investing activities</b>		<b>(30,599,809)</b>	<b>(10,649,502)</b>
<b>Cash flows from financing activities</b>			
Short term borrowings	8	28,123,371	(443,849)
Long term borrowings	8	2,261,856	(7,668,981)
Effect of changing rate on mutual share capital and subsidiaries		(25,960,574)	(5,848,393)
Earnings from the sale of shares in stock market		1,367,593	859,040
Increasing capital	27	156,750,000	0
Change in capital of minority interests		(1,248,639)	64,268,545
Increase in fair value of subsidiaries	27	26,014	(1,222,545)
Premium in excess of par	27	2,951,912	294,391
Effect of mergering	27	0	384,634
Dividend paymets		(3,516,178)	0
Cost in excess of par		(400,785)	(295,466)
<b>Net cash used by financing activities</b>		<b>160,354,570</b>	<b>50,327,376</b>
Net increase/ (decrease) In cash and cash equivalents		(42,415,431)	52,465,625
Cash and cash equivalents at the beginning of the period	6	76,940,891	10,576,488
<b>Cash and cash equivalents at the end of the period</b>		<b>34,525,460</b>	<b>63,042,113</b>

The accompanying notes form an integral part of these financial statements.