

**NET HOLDİNG ANONİM ŞİRKETİ
AND ITS SUBSIDIARIES
CONSOLIDATED FINANCIAL STATEMENTS
FOR THE PERIOD ENDED AT 30 JUNE 2012**

NET HOLDİNG ANONİM ŐİRKETİ AND ITS SUBSIDIARIES

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NET HOLDİNG ANONİM ŞİRKETİ
CONSOLIDATED BALANCE SHEETS
AS OF 30 JUNE 2012 AND 31 DECEMBER 2011
(Currency - Turkish Lira 'TRY' unless expressed otherwise)

	Reviewed	Audited
	30.06.2012	31.12.2011
ASSETS		
Current Assets	131,024,788	169,582,062
Cash and cash equivalents	34,049,035	41,822,711
Marketable securities	362,607	94,000
Trade receivables		
- <i>Trade receivables from related parties</i>	4,883,374	12,042,890
- <i>Other trade receivables</i>	8,364,172	10,465,717
Other receivables		
- <i>Due from related parties</i>	32,471,442	7,115,418
- <i>Other parties</i>	95,335	9,631,418
Inventories	13,436,483	17,321,932
Other current assets	12,500,813	9,197,654
Tangible assets hold for future sale	24,861,527	61,890,322
Non - current assets	402,724,347	327,532,329
Other receivables	10,121,384	509,729
Financial investments	725,946	493,822
Investments consolidated by equity pick-up method	43,808,044	45,985,264
Investment properties	59,784,973	60,291,427
Tangible assets	204,281,921	164,310,610
Intangible assets	141,773	130,300
Defferred tax assets	13,780,124	16,339,249
Other non-current assets	70,080,182	39,471,928
TOTAL ASSETS	533,749,135	497,114,391

NET HOLDİNG ANONİM ŞİRKETİ
CONSOLIDATED BALANCE SHEETS
AS OF 30 JUNE 2012 AND 31 DECEMBER 2011
(Currency - Turkish Lira 'TRY' unless expressed otherwise)

	Reviewed	Audited
	30.06.2012	31.12.2011
LIABILITIES		
Current liabilities	106,601,183	142,280,173
Financial borrowings	69,378,532	83,126,625
Trade payables		
- <i>Due to related parties</i>	2,214,031	1,346,950
- <i>Due to other parties</i>	15,675,232	13,108,607
Other payables		
- <i>Due to related parties</i>	9,288,951	37,540,941
- <i>Due to other parties</i>	4,350,194	3,968,871
Current tax liabilities	3,156,063	674,159
Provision for payables	2,520,543	2,476,990
Other Current liabilities	17,637	37,030
Non-current liabilities	67,903,524	33,244,328
Financial borrowings	59,841,458	22,893,397
Trade payables	-	4,519
Other payables	1,215,926	1,801,277
Provision for benefits provided to employees	1,106,500	1,023,782
Deferred tax liabilities	5,739,640	7,521,353
SHAREHOLDERS' EQUITY	359,244,428	321,589,890
Parent company's equity	208,578,723	185,218,230
Paid in capital	365,750,000	365,750,000
Inflationary adjustment of shareholder's equity	56,808,615	56,808,615
Cancellation of equity shares (-)	(280,517,722)	(256,970,267)
Share Premium	11,163,593	11,163,005
Fair value reserve		
- <i>Fund of equity fair value</i>	21,875,077	21,871,920
Currency conversion differences	7,328,498	9,338,575
Legal reserves	4,308,085	3,795,043
Retained earnings	(58,445,837)	(34,191,770)
Net profit for the period	80,308,414	7,653,109
Minority interest	150,665,705	136,371,660
TOTAL EQUITY	533,749,135	497,114,391

NET HOLDİNG ANONİM ŞİRKETİ
CONSOLIDATED INCOME STATEMENTS
FOR THE PERIOD ENDED AT 30 JUNE 2012 AND 31 DECEMBER 2011
(Currency - Turkish Lira 'TRY' unless expressed otherwise)

	Reviewed	Reviewed	Reviewed	Reviewed
	01.01.- 30.06.2012	01.01.- 30.06.2011	01.04. - 30.06.2012	01.04. - 30.06.2011
OPERATING ACTIVITIES				
Sales revenue	48,369,340	44,245,182	27,162,750	25,972,735
Cost of sales (-)	(46,662,281)	(38,156,695)	(25,829,419)	(20,696,167)
GROSS PROFIT / LOSS	1,707,059	6,088,487	1,333,331	5,276,568
Marketing, sales and distribution expenses (-)	(3,003,558)	(2,566,499)	(1,411,129)	(1,299,347)
General administrative expenses (-)	(19,941,088)	(15,436,677)	(10,850,412)	(9,047,395)
Other operating income	1,345,731	3,852,920	791,161	2,916,771
Other operating expenses (-)	(198,853)	(4,126,331)	(186,429)	(3,996,293)
NET OPERATING PROFIT / LOSS	(20,090,709)	(12,188,100)	(10,323,478)	(6,149,696)
Share of profit/loss from investments consolidated by equity pick-up method	(174,356)	17,168,012	11,892	14,280,359
(Non - operating) financial income	117,578,018	6,253,334	18,031,070	3,397,678
(Non - operating) financial expenses (-)	(19,055,819)	(11,013,496)	(7,454,709)	(6,046,896)
OPERATING ACTIVITY PROFIT / LOSS BEFORE TAXATION	78,257,134	219,750	264,775	5,481,445
Operating activity tax income / expense	(3,990,663)	(2,390,116)	687,688	(2,596,689)
- Current tax income / expense	(3,156,063)	(75,571)	(1,198,874)	(61,507)
- Deferred tax income / expense	(834,600)	(2,314,545)	1,886,562	(2,535,182)
OPERATING INCOME / (LOSS)	74,266,471	(2,170,366)	952,463	2,884,756
NET INCOME / LOSS FOR THE PERIOD	74,266,471	(2,170,366)	952,463	2,884,756
Distribution of current income / loss				
Minority interests	(6,041,943)	(2,958,981)	(3,627,800)	(2,335,136)
Parent company's share	80,308,414	788,615	4,580,263	5,219,892
Earnings per share	0.220	0.002	0.013	0.014

NET HOLDİNG ANONİM ŞİRKETİ
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED AT 30 JUNE 2012 AND 31 DECEMBER 2011

	Reviewed	Reviewed	Reviewed	Reviewed
	01.01.- 30.06.2012	01.01.- 30.06.2011	01.04. - 30.06.2012	01.04. - 30.06.2011
PROFIT / (LOSS) FOR THE PERIOD	74,266,471	(2,170,366)	952,463	2,884,756
OTHER COMPREHENSIVE INCOME				
Change in currency conversion difference	(2,008,951)	2,090,500	838,250	2,035,138
Income / (loss) from sales investments consolidated by equity pick-up method	-	1,367,593	-	1,367,593
Other comprehensive income share from subsidiaries subject to equity pick up method	3,157	16,141	59	16,141
OTHER COMPREHENSIVE INCOME (AFTER TAX)	(2,005,794)	3,474,234	838,309	3,418,872
TOTAL COMPREHENSIVE INCOME	72,260,677	1,303,868	1,790,772	6,303,628
Dispersal of Total Comprehensive Income				
Minority interest	(6,040,817)	(2,621,741)	(3,629,385)	(1,997,896)
Parent Company's share	78,301,494	3,925,609	5,420,157	8,301,524

NET HOLDİNG ANONİM ŞİRKETİ
CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY
FOR THE PERIODS ENDED AT 30 JUNE 2012 AND 2011
(Currency - Turkish Lira 'TRY' unless expressed otherwise)

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 at 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
Capital Increase	156,750,000	-	-	-	-	-	-	-	156,750,000	-	156,750,000
Cancellation of equity shares	-	-	(118,851,628)	-	-	-	-	-	(118,851,628)	-	(118,851,628)
Effect of changing rate on mutual share capital and subsidiaries											
Capital payment of minority	-	-	-	-	-	-	-	-	-	1,013	1,013
Legal reserves	-	-	-	-	-	-	2,292	-	2,292	(2,292)	-
Retained earnings	-	-	-	-	-	-	-	(16,729,247)	(16,729,247)	(4,199,131)	(20,928,378)
Premium in excess of par	-	-	-	2,951,912	-	-	-	-	2,951,912	-	2,951,912
Transfers to legal reserves	-	-	-	-	-	-	874,399	(1,742,556)	(868,157)	868,157	-
Dividend paid	-	-	-	-	-	-	-	(1,392,103)	(1,392,103)	(2,124,075)	(3,516,178)
Cost in excess of par (tax effect included)	-	-	-	-	-	-	-	(400,785)	(400,785)	-	(400,785)
Cash flows from the sale of shares in stock market	-	-	-	-	-	-	-	1,031,513	1,031,513	336,080	1,367,593
Increase in fair value of subsidiaries	-	-	-	-	16,141	-	-	-	16,141	-	16,141
Currency conversion differences	-	-	-	-	-	2,089,340	-	-	2,089,340	1,160	2,090,500
Net profit / Loss for the period	-	-	-	-	-	-	-	788,615	788,615	(2,958,981)	(2,170,366)
Balances, June 30, 2011	365,750,000	56,808,615	(224,787,989)	11,161,591	21,861,432	2,908,689	3,534,522	(24,811,040)	212,425,820	139,401,866	351,827,686
Balances, January 1, 2012	365,750,000	56,808,615	(256,970,267)	11,163,005	21,871,920	9,338,575	3,795,043	(26,538,661)	185,218,230	136,371,660	321,589,890
Cancellation of equity shares	-	-	(23,547,455)	-	-	-	-	-	(23,547,455)	-	(23,547,455)
Effect of changing rate on mutual share capital and subsidiaries											
Capital payment of minority	-	-	-	-	-	-	-	-	-	(520,550)	(520,550)
Legal reserves	-	-	-	-	-	-	362	-	362	(362)	-
Retained earnings	-	-	-	588	-	-	-	(31,397,386)	(31,396,798)	20,858,664	(10,538,134)
Transfers to legal reserves	-	-	-	-	-	-	512,680	(509,790)	2,890	(2,890)	-
Increase in fair value of subsidiaries	-	-	-	-	3,157	-	-	-	3,157	-	3,157
Currency conversion differences	-	-	-	-	-	(2,010,077)	-	-	(2,010,077)	1,126	(2,008,951)
Net profit / Loss for the period	-	-	-	-	-	-	-	80,308,414	80,308,414	(6,041,943)	74,266,471
Balances, June 30, 2012	365,750,000	56,808,615	(280,517,722)	11,163,593	21,875,077	7,328,498	4,308,085	21,862,577	208,578,723	150,665,705	359,244,428

NET HOLDİNG ANONİM ŞİRKETİ
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE PERIODS ENDED AT 30 JUNE 2012 AND 2011
(Currency - Turkish Lira 'TRY' unless expressed otherwise)

	Reviewed 01.01.- 30.06.2012	Reviewed 01.01.- 30.06.2011
OPERATING INCOME/LOSS BEFORE TAXES	78,257,134	219,750
Adjustments to Reconcile Net Income to Net Cash from Operating Activities:		
Amortisation and depreciation expense	6,727,572	6,032,870
Interest accruals of bank borrowings	2,234,671	735,970
Provision for severance pay	142,709	142,988
Provision for doubtful receivables	1,561,600	507,685
Provisions for other liabilities	43,553	-
Rent income accruals	(18,825)	77,316
Investments subject to equity pick-up method	2,177,220	(523,434)
Effect of changing rate on mutual share capital and subsidiaries	(23,547,455)	(118,851,628)
Deferred tax effect of merging	-	31,747
Deferred tax effect of conversion	(57,188)	-
Net cash provided by operating activities before changes in operating assets and liabilities	67,520,991	(111,626,736)
Changes in operating assets and liabilities		
Trade receivables	539,945	1,030,321
Trade receivables from related parties	7,159,516	(852,309)
Inventories	3,885,449	1,163,269
Non-current assets for sale	37,028,795	-
Other receivables	9,537,041	(409,008)
Other receivables from related parties	(25,356,024)	(167,793)
Other current assets	(3,303,159)	(392,814)
Long term trade receivables	-	202,325
Long term other receivables	(9,611,655)	(10,513)
Other non-current assets	(30,608,254)	(23,578,875)
Trade payables	3,433,874	1,870,821
Other short term liabilities	381,323	1,911,595
Other payables to related parties	(28,251,990)	(9,901,722)
Provision for liabilities	-	(39,262)
Other short term liabilities	(568)	(3,561)
Long term trade payables	(4,519)	-
Long term other payables	(585,351)	1,951,695
Long term other liabilities	-	(3,247)
Severance pay	(59,991)	(86,996)
Taxes Paid	(674,159)	(76,922)
Net cash provided by operating activities	31,031,264	(139,019,732)
Cash flows from investing activities:		
Investment expenditures	(46,407,911)	(32,445,780)
Financial investments	(500,731)	-
Disposals in tangible fixed assets	204,045	232,604
Foreign currency conversion difference	(2,010,113)	2,090,500
Net cash provided by investing activities	(48,714,710)	(30,122,676)
Cash flows from financing activities:		
Short term borrowings	(15,982,764)	4,235,481
Long term borrowings	36,948,061	3,487,177
Effect of changing rate on mutual share capital and subsidiaries	(10,538,134)	(20,928,378)
Earnings from the sale of shares in stock market	-	1,367,593
Capital Increase	-	156,750,000
Change in capital of minority interests	(520,550)	1,013
Increase in fair value of subsidiaries	3,157	16,141
Premium in excess of par	-	2,951,912
Dividend paid	-	(3,516,178)
Cost in excess of par	-	(400,785)
Net cash used by financing activities	9,909,770	143,963,976
Net increase/ (decrease) In cash and cash equivalents	(7,773,676)	(25,178,432)
Cash and cash equivalents at the beginning of the period	41,822,711	76,940,891
Cash and cash equivalents at the end of the period	34,049,035	51,762,459