

BUILDING TURKEY OF THE FUTURE



REPUBLIC OF TURKEY PRIME MINISTRY

TOKİ

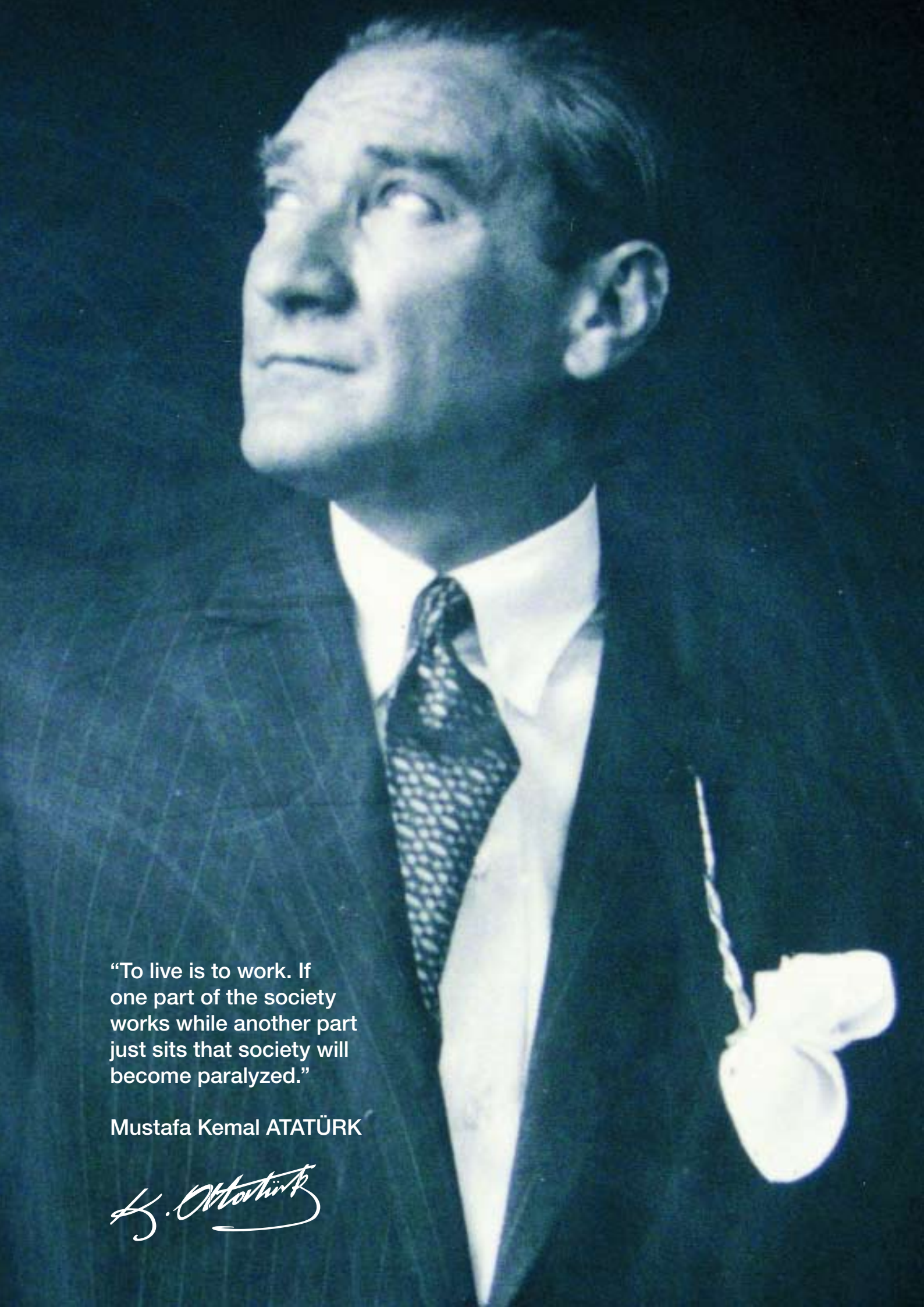
HOUSING DEVELOPMENT ADMINISTRATION

REPUBLIC OF TURKEY
PRIME MINISTRY
HOUSING DEVELOPMENT
ADMINISTRATION OF TURKEY

CORPORATE PROFILE 2010/2011

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“To live is to work. If
one part of the society
works while another part
just sits that society will
become paralyzed.”

Mustafa Kemal ATATÜRK

K. Atatürk

A total number of 500,000

residential units were constructed between 2003-2010 in
81 provinces, 830 townships and 1,900 construction sites.

195.000	Housing units provided to the middle income groups and lower income groups
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139.000	Houses provided to the poor
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60.000	Conversion of shanty houses (urban renewal projects)
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18.000	Houses provided to disaster areas
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4.000	Agricultural village implementations
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84.000	Resource development implementations
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This figure represents 20 provinces with a population in excess of 100,000.

**Within the framework of Social Facilities,
tenders were held and most projects were initiated for**

Schools (with 20,000 classrooms)	686
Gyms	715
Dormitory (for 16,876 people)	67
Local Healthcare	88
Hospital	138
Trade Center	407
Mosque	319
Library	38
Orphanage (227 buildings)	27
Unhandicapped Life Center (240 buildings)	21
Rehabilitation Center	7
Day Care Center	2
Society Center	7
Nursing Home	5
Stream Improvement	2
Junction	8
Operation Alarm Settlement Facility (HAÏT)	4,236
Domestic Security Personnel Shift Dormitory	37
Ministry service building	1
Police Station	250
Stadium	1

By staging exemplary practices not only in 81 provinces but also in 800 townships, we are enabling our citizens easy access to fundamental services in fields such as zoning, infrastructure, transportation, commerce, education, health, culture and sports, at the highest possible standards.

Message from the Prime Minister

We are changing the face of Turkey



These projects, which are changing the face of our cities, are crucial components of our government's "social restoration" policies. There is no doubt that TOKİ's projects have gone a long way in ensuring social balance and raising the living standards of our lower-income citizens.

In our governmental capacity, we have taken significant steps toward raising the quality of life for our people. One of them is the housing campaign led by the Housing Development Administration of Turkey (TOKİ).

Soon after we won the 2003 elections, we initiated the reorganization of TOKİ. At that time, despite having been founded in 1984, the institution had remained dormant. We assigned it a new role and mission in the transformation process of Turkey. This gave the public housing and urbanization policies in the country a new direction under the auspices of the “social state.” In particular, we aimed at reducing the impact on the country of social, economic, demographic and even geographic problems stemming from unplanned and haphazard urbanization.

We realized that it was not going to be easy to accomplish these goals. In a country like Turkey, which has to deal with problems remaining from earlier trials and errors in urbanization and housing development, there are “urgent” measures that have to be taken. As indicated in our first “Emergency Action Plan,” the need for housing for the poor and people with limited incomes had to be addressed immediately. In line with our short and long-term objectives, TOKİ examined models used in various countries and developed a unique course of action.

Accordingly, as TOKİ worked toward raising the standards of housing development and accelerating urban renewal, Turkey was transformed into a great construction site. I am happy to say that TOKİ has successfully assumed the leading role in the housing and urbanization projects carried out since 2003. It has gone into areas ignored by the private sector and created modern housing, complete with neighborhood amenities. TOKİ has thus contributed to an important increase in activity in both the construction sector and its ancillary sectors.

Through the projects undertaken by TOKİ, an exemplary “urban design” model is being brought to our provinces and townships. Its social projects have been particularly beneficial to low-income segments of society. By offering them convenient payment terms, they have access to housing they never would have considered possible. This has gone a long way to contributing to social stability.

The Housing Development Administration is engaging in an urbanization and housing campaign that is reaching the remotest corners of the country. It is not simply building housing; it is also bringing about great change and transformation, through which citizens who live far from the “center” are brought from the “periphery” to the “center” in a way

that allows them to remain where they are and thereby eliminates the need for migration. It is for the first time in the history of the Republic that “urban renewal” and the “transformation of slums” is occurring on such a magnitude. Segments of society that previously had been on the margins, despite living there, are being reunited with the city.

These projects, which are changing the face of our cities, are crucial components of our government’s “social restoration” policies. There is no doubt that TOKİ’s projects have gone a long way in ensuring social balance and raising the living standards of our lower-income citizens. It is our goal to bring the “social state” to all segments of society and work to reduce poverty by employing all resources at our disposal.

I would like to congratulate all of the employees of TOKİ - an institution that has had a positive impact on the economy, both in terms of growth and stability, through 500.000 housing units built as of early 2011.

As all of these projects are laying the foundations for a bright future in Turkey, TOKİ’s mission continues to be of utmost importance.

I wish it complete success.

Recep Tayyip ERDOĞAN
Prime Minister

TOKİ and the Construction Sector in Turkey

Building Turkey of the Future

Having long played an invaluable role as an indicator of the health and driving force behind the economies of developing countries, the construction industry has served as a stimulus for growth in many other industries. The economic development of the Turkish Republic has been led by construction sector, which propels economic activity and is sensitive to any macroeconomic changes. There are many striking examples of how of today's economic dynamics express the potent interrelationship between the construction industry and economic development.

Since the 1980s the construction industry has gone through many phases. The growth that occurred during that decade slowed after 1988 when rising interest rates and increasing costs took their toll. Constrained by these factors, which were a direct effect of runaway inflation, growth in the construction industry during most of the 1990s remained well below its potential. 1998 offered a brief period of improvement that was crushed by the Kocaeli and Düzce earthquakes of 1999 and the crises that followed. Shaken by economic aftershocks, the sector shrank 12.7% in 1999 alone.

Powered by housing loans, public tenders and the mandatory Earthquake Insurance and Building Control System introduced after the 1999 earthquakes, the construction industry showed 5.8% growth in 2000 over the previous year. This prosperity proved to be fleeting.

The 2001 economic crises caused serious economic contraction and the construction industry did not regain its strength for another four years.

Since 2004, the Turkish construction industry has grown a remarkable 18% on average, indicating how profoundly powerful the sector has become during this time. Building on a reputation for quality and profitability, the industry is now internationally renowned. With work overseas in 54 countries on four continents, it is the third largest construction industry in the world behind the giants, China and the United States.

The global financial crisis, which originally stemmed from risky subprime mortgage loans in the United States, constricted the world economy as of the last quarter of 2008; it also adversely affected the Turkish economy and its driving sectors, including the construction sector. By the end of 2008, while the economy grew only 1.1%, the shrinkage in the construction sector reached 7.6%.

In the third quarter of 2010, the construction sector was the fastest growing sector in Turkey with a ratio of 24.6%.

Within the same quarter, the total of construction expenditures was 23.56 Billion TL. The growth in the sector was also reflected in the employment created. Again in the third quarter of 2010, the employment in the construction sector was as high as 1.52 million persons.

TOKİ: A catalyst for the construction industry

Determined to make a profound difference in the lives of its citizens, in January 2003, the newly elected 58th Parliament passed the Emergency Action Plan for Housing and Urban Development. As of January 2011, TOKİ undertook construction projects of approximately 500,000 residential units, including social facilities and landscaping work, as part of mass housing and urban transformation projects.

The Administration offered 3,000 tenders during this time, providing jobs to 600 contractors and 30 sectors related to the construction industry. Over 800,000 individuals profited directly or indirectly from involvement in TOKİ's projects. Using a process of open tenders, the Administration made competitive bidding a hallmark of its business practices.

Turkey still needs solid, dependable and affordable housing for its citizens. The private sector, while capable and ambitious, naturally seeks projects with the greatest profit margins. Many Turkish citizens in low to middle economic groups simply cannot afford what is being offered by these private sector companies considering high interest rates. With the full force of the Turkish Government behind it, TOKİ is working to fill this gap between what the private sector can do and the needs of Turkish citizens.

As of the beginning of 2011, TOKİ undertook construction of approximately 500,000 residential units, including their social facilities and landscaping work. Further enhanced by TOKİ's role as a catalyst for the construction industry, domestic numbers are very impressive.



TOKİ in Brief

Real solutions to the country's demand for housing

With 623 employees working across the country and out of its headquarters in Ankara, Turkey's capital, TOKİ offers real solutions to the country's demand for housing and urban renewal. The Administration focuses on planning, building, financing, promoting and constructing:

- Social Housing,
- Renovation of Squatter Areas and Urban Renewal Projects,
- Disaster Housing Applications,
- Agriculture Village Projects,
- Migrant Dwellings,
- Income Sharing Projects based on a Revenue Sharing Model, and
- Restoration of Historical and Cultural Buildings.

Recognizing that its ambitious goals can only be achieved by offering those in need of affordable financing, TOKİ offers credit support to low and middle income individuals, housing developments with interest subsidies and promotes bank participation in the area of housing finance.

A non-profit government entity TOKİ was founded in 1984 following articles 56 and 57 in the 1982 Constitution that made it the right of every Turkish citizen to possess safe, modern housing. These articles also made the Turkish State responsible for helping in the fulfillment of this goal by actively promoting housing projects.

Responding to these articles with a plan, the Turkish Parliament created the Housing Development and Public Participation Administration in 1984 and the Mass Housing Fund for its use. The Mass Housing Fund was made autonomous from the general budget so that politics would have less influence over the important decisions that needed to be made.

During those first optimistic days of the new constitution, the Mass Housing Fund was able to do what the constitution intended. Over the next four years, 950,000 people received credits, allowing large numbers of cooperative housing to be built. The year 1988 was a climax for TOKİ's early days. Within two years high inflation created interest rates that were well beyond the reach of the majority of citizens. In 1990, the Housing Development and Public Participation Administration was split into two parts, one of which, the Housing Development Administration, (TOKİ). The Mass Housing Fund operated for 17 years until 2001. Though some of the government housing policies at that time were very effective, such as the development of credits for cooperatives, TOKİ slowly became a shell of what was originally intended and the Mass Housing Fund ended in 2001.

Building lives for low and middle income groups

It took the November 2002 election to again turn TOKİ into a major force. Recognizing that Turkey had a housing crisis and that previous attempts to solve the problems fell far short of the goals, the 58th Turkish Parliament immediately created the Emergency Action Plan for Housing and Urban Development in January 2003. In the next four years, the Parliament passed 19 legal documents to give TOKİ the organizational strength and legal power necessary to transform the housing landscape. A total of 64.5 million square meters of land was transferred to TOKİ's portfolio to provide the Administration with the clout to develop projects from its own holdings.

TOKİ was moved from the Ministry of Public Works and Settlements, becoming an autonomous administration directly under the control of the Prime Ministry, thus creating greater autonomy and flexibility. In order to ensure TOKİ had the necessary authority to take charge of large urban renewal projects, the Parliament gave the Administration the legal backbone it needed. The

ability to expropriate private land for the public good when necessary, to modify any scaled zoning plan as long as the environment and necessary social utilities were left intact and the ability to work together with local administrations to identify, plan, finance and build urban projects were several of the most important legal tools with which TOKİ was entrusted. Since TOKİ began work in 1984, approximately 500,000 housing units and an impressive variety of social and economic facilities such as hospitals and schools have been built. These numbers are particularly impressive when compared to the 43,145 housing units built by TOKİ in 17 years between 1984 and 2001. Just as important are the positive financial figures. With a business structure closely modeled after a company in the private sector, TOKİ is a government administration uniquely positioned to reduce bureaucratic red tape and maximize efficiency. The end result is that the Administration has built a growing, solid foundation of inflation-adjusted long-term receivables: over 90% of its operating revenue is derived from the proceeds of sales.

With the pieces in place to make the whole greater than the sum of its parts, TOKİ is prepared for more hard work ahead. The critical shortage of modern housing in Turkey today makes the imperative clear: citizens from all walks of life are anxiously awaiting the housing, infrastructure and social facilities that TOKİ provides.

Accordingly, with the full backing of the government, TOKİ is continuously marching on with housing construction activities throughout Turkey with the following goals:

- Disciplining the housing market by ensuring that housing construction takes place within a certain model via alternative and innovative practices;
- Preventing speculative activity by focusing on such criteria as quality, durability and affordability;
- Contributing to the even distribution of the population over Turkey's geographic area, and
- Contributing to orderly urbanization.

Message from the President

Our goal is a modern, planned and reliable housing policy



The Housing Development Administration, working under the auspices of the Prime Ministry through the authority granted by legislation, is a public institution operating in the “areas of greatest need” within the context of housing production and urban development policies. These areas can be categorized as follows:

1. Public housing: Public housing is constructed according to established building codes and is designed to be affordable and compatible with both the lifestyles of future owners and modern notions of urban living. TOKİ, which meets about 10% of the housing need in Turkey, consists of several subdivisions. Chief among these is providing public housing to the poor and lower income groups, particularly in areas the private sector ignores. About 80% of our projects are in this area. Public housing comes in many forms, depending on need. For example, we also provide “disaster housing” in areas struck by or in danger of being struck by natural disaster. Then there is the “agriculture

village”, which is established to develop our villages and prevent rural exodus. Finally, there is “immigrant housing,” which meets the needs of ethnic Turks who are forced to migrate from their countries for whatever reason.

2. Urban renewal and the transformation of slums

(gecekondu): One of the primary objectives of TOKİ is to discourage haphazard urbanization and the growth of slums. The former carries with it an economic and social burden on our cities. Hence, there is a need to eliminate it to the extent possible. However, this is not sufficient as there is still the problem of slums. TOKİ is working with local administrations to transform existing slums. This makes up approximately 14% of our total housing development. It should be pointed out that about five times the volume of housing already made available has been designated as slum transformation projects yet to be carried out.

3. Resource development projects and development of property with infrastructure:

The projects listed above are non-profit social projects. However, to be able to carry out these projects without being allocated a share of the budget, it is necessary to generate their own resources. To come up with these resources, TOKİ resorts to two methods. The first consists of resource development projects based on the revenue sharing model. The second is transforming treasury-own land that is void of infrastructure and transforming it into property.

TOKİ has been operative in every province and in nearly half of all townships. A crucial aspect of its work is that it is not limited simply to producing housing. It also provides the social infrastructure needed to meet the needs of home owners by turning residential complexes into micro-cities. A social community is created through the provision of libraries, healthcare services, commercial centers, outdoor and indoor sports facilities, safe playgrounds, places of worship and,

if necessary, schools and hospitals. Apart from those built to meet the needs of residential communities, TOKİ also builds schools and hospitals for the Ministry of Education and the Ministry of Health within the framework of protocols signed by them.

Moreover, it should be emphasized that wherever we build housing, we take into consideration the great variation in climate and natural environment of our country, which enables us to make a contribution to the development of regional architecture.

Under this premise and in order to further enhance TOKİ's objectives; the Administration intends to enrich its project variety, in terms of both social and locational aspects, so as to serve all of the unique preferences and utilization demands by taking into consideration the various physical, social and cultural characteristics of Turkey, in accordance with its vision and mission. For this purpose, an architectural project competition called "Housing Design" Architectural Project (Idea) Competition for Istanbul-Kayabaşı District was organized in order to establish architectural criteria and design principles that take into consideration the geographic, climate, social and cultural characteristics of various geographic regions in Turkey and to create the idea infrastructure for the Administration's new residential projects. With this competition, TOKİ was able to solicit unique architectural ideas to attain recommendations for ecologically-sensitive and energy-efficient, unimpeded, secure, economical and sustainable environment and buildings.

TOKİ will develop the next competition concept with this accomplishment in mind. The new architectural solution proposals arising from these

competitions will create equality in opportunities for those who intend to live in the new high-quality residential areas developed by TOKİ to proceed towards a medium where they can express their own dream urban environments.

In addition, in accordance with its emphasis on the public sector-university collaboration, TOKİ has been undertaking R&D efforts on the subjects of urban and structural design and redefining the elements of ideal life with the universities in the recent years.

It is also important to mention that our various projects were conducted under the title of the protection of historical buildings and works.

The interest shown by our people in TOKİ has gone a long way to support these projects. It is not even worth pointing out that while TOKİ was founded as a public institution, it operates under private sector logic, hence ingraining it with an important economic dimension. TOKİ has been a major factor in the revitalization of the construction sector of our country over the last few years. In addition to working towards the solution of the problems of housing and urbanization in Turkey, it has contributed to the development and invigoration of the construction sector, which is a crucial economic locomotive.

In short, while TOKİ is a leader in providing safe residential areas that offer sound, high quality and modern facilities, it also works to create a new sense of planned urbanization and housing production.

Erdoğan BAYRAKTAR
President of TOKİ



TOKİ has been a major factor in the revitalization of the construction sector of our country over the last few years. In addition to working towards the solution of the problems of housing and urbanization in Turkey, it has contributed to the development and invigoration of the construction sector, which is a crucial economic locomotive.

Executive Management

Erdoğan Bayraktar President

Erdoğan Bayraktar was born in Trabzon in 1949. After graduating from the Civil Engineering Department of the Istanbul State Academy of Engineering and Architecture, he received his Master's degree in Civil Engineering from Istanbul University. While attending the Istanbul Metropolitan Municipality and Eminönü Municipality Councils as a member from 1989 to 1999, Bayraktar also served as the General Manager of KİPTAŞ in charge of building 17,000 residences in 11 different regions of Turkey. Following 10 months of special training between 1999 and 2000 in the US, Bayraktar began working as General Manager of Metropol İmar A.Ş. (a company operating under Greater Municipality of Ankara) until 2001. He has been the President of TOKİ since 2002 and has two published books on the subjects of urban renewal and housing construction.

Ercan Tıraş Executive Vice President

Ercan Tıraş was born in Karaman in 1961; following graduation from the Department of Civil Engineering at Selçuk University, he began his career at Uyum Mimarlık Ltd. From 1989 to 1994, Tıraş worked at Metropol İmar A.Ş. as a resident engineer and project vice manager. Up until 2002, he served at various managerial positions for TOKİ. After taking on various executive positions for the Administration, Tıraş began serving as the Executive Vice President of TOKİ in 2004.

Ahmet Haluk Karabel Executive Vice President

Ahmet Haluk Karabel was born in Ankara in 1953 and graduating from the Architecture Department of Istanbul Technical University, he began his career as a construction supervisor at Yapı Tur Ltd. in 1981. From 1983 to 1986, Karabel worked at various positions as a construction supervisor, architect and project manager in a number of construction projects, including the Istanbul Wholesale Market and Halkalı Public Housing. From 1995 to 1999, he was the Deputy for the General Manager of the Department of Project Development at KİPTAŞ. Following his executive responsibilities at various companies until 2003, Karabel began serving in his present position as the Executive Vice President of TOKİ.

Ayşe Çalkan Executive Vice President

Ayşe Çalkan was born in Ankara in 1966. Graduating from the Faculty of Engineering & Architecture of Gazi University, she started her career in the Prof. Yüksel Erdemir Architectural Project Office in 1988. After working for Koray İnş. A.Ş. from 1989 to 1990, she served in the Yüksel İnşaat Project Office from 1990 to 1991. After working in her own independent architectural project office for two years, she served at Emek İnşaat ve İşletme A.Ş. in Ankara between 1993 and 2000 as the person in charge of the unit where she prepared and applied the Modification and Renovation of the Prime Ministry Residence as well as projects on the modernization and renovation of the hotels and office blocks belonging to the Republic of Turkey, Pension Fund General Directorate. Çalkan worked in Su Yapı Mühendislik ve Müş. A.Ş. and Emlak Gayrimenkul Yatırım Ortaklığı A.Ş. in 2004 and 2005, respectively. She started to work at TOKİ as an expert and then became the Director of Survey and Project Branch in the Projects Office and Head of Mass Housing Projects and Research Department. Çalkan began serving as the Executive Vice President of TOKİ in 2008.

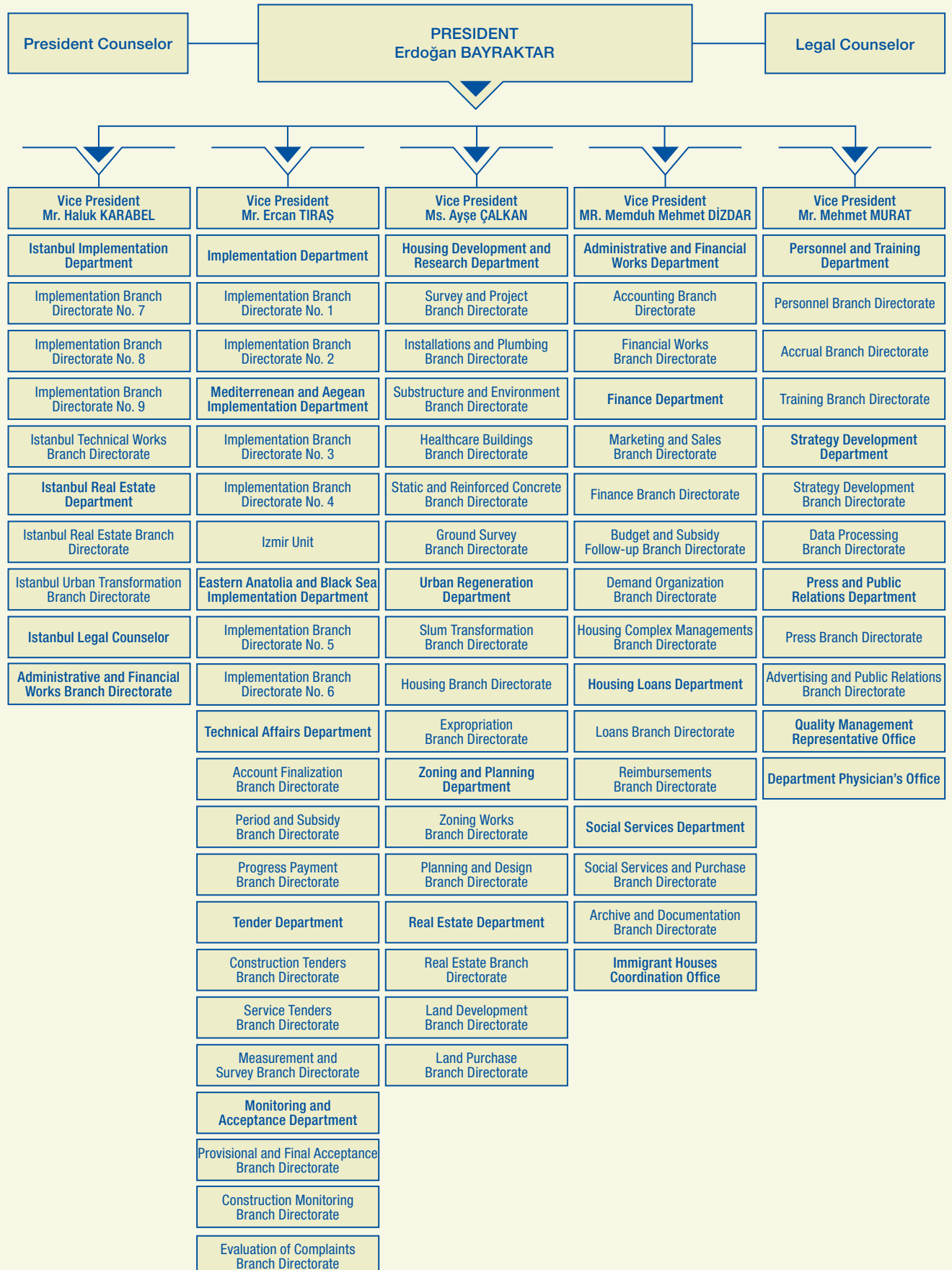
Mehmet Memduh Dizdar Executive Vice President

Mehmet Memduh Dizdar was born in Ordu in 1954. Following his graduation from the Department of Economics and Finance of Gazi University in 1976, he received his Master's degree in Marketing Management in the Institute of Business Management of the same university. He started his career as a marketing expert in Petkim-Petlas Lastik Sanayi ve Ticaret A.Ş. in 1976. After working as the Ankara Representative of Turyağ A.Ş. between 1980 and 1983, he worked at various positions including Deputy Marketing Director, Marketing Director and Director of Advertising and Public Relations in Petkim-Petlas Lastik Sanayi ve Ticaret A.Ş. from 1983 to 1995. In 1996, Dizdar was assigned Consultant of Grand National Assembly of Turkey (TBMM). Working at the same position for a year, Dizdar joined TOKİ in 1997. He has been working at several positions such as Finance Expert, Branch Director, Head of the Department of Finance and Head of the Department of Accounting and Administration. Mehmet Memduh Dizdar began serving as the Executive Vice President of TOKİ in 2009.

Mehmet Murat Executive Vice President

Mehmet Murat, who was born in Yozgat in 1958, having completed his education in the Business Administration Department of Gazi University, graduated from the Accounting and Finance Department of the same university with a master's degree. Mr. Murat, who started his career as a topographer in General Directorate of the Provincial Bank in 1977, worked in Ankara Municipality between years 1983-1984, and held office as auditor in General Directorate of Turkish Agricultural Loan Cooperative from 1986 to 1988. Mehmet Murat, who held various executive duties at various levels of Etibank, Emlak Bank and Ziraat Bank until 2002, was then appointed as the Chairman of Prime Ministry Housing Undersecretariat. Mr. Murat, who was appointed as the chief inspector of the Ministry of Public Works and Settlements in 2003, has been holding office as the Executive Vice President in TOKİ since 2004.

Organization



Certificates, Awards and Achievements

Creating an example of efficiency and compassion

TOKİ is seeking to create an example of efficiency and compassion. Whether it is facing the challenges of responding to a disaster, organizing a conference, building better social housing or taking charge of urban renewal, the Administration is always trying to better the lives of the citizens of Turkey. Knowing how important recognition is for its employees and the people of Turkey, TOKİ takes pride in the honors it has garnered, as they illustrate the hard work it has done and the tremendous support it has received.

- TOKİ received United Nation's (UN) HABITAT Scroll of Honor in 1994 for having provided housing credits to hundreds of thousands of low and medium income families and for having implemented the Erzincan Earthquake Reconstruction Project successfully.
- Evaluating various disaster relief programs in Turkey, the June 2005 World Bank report commented that the "project-financed infrastructure is still fully functional 10 years later". It concluded overall that the Erzincan project contributed greatly to the rehabilitation of the city and its environs.
- TOKİ's efforts on behalf of the citizens of Erzincan led to it being chosen as contact administration for the second United Nations Conference on Human Settlements (HABITAT II) in 1996. Participants from almost every country in the world gathered in Istanbul to discuss solutions for providing the world with shelter, infrastructure and social facilities. While its responsibilities

included coordinating all the official and private organizations in attendance, TOKİ also monitored the implementation of the decisions made during the conference on housing development and urban planning. The Administration continued to host international activities afterwards to bring further clarity to the issues that had been discussed.

- TOKİ arranged first Housing Convention in Istanbul, focusing on housing question of low-income groups and urban transformation, in April 2006. Gathering participants from eight countries, TOKİ created a forum to ensure a full exchange of information and opinions from among public and private agencies, organizations, non-governmental organizations and academia.
- At the 2007 Barcelona Meeting Point Conference, TOKİ was the winner of the Best International Real Estate Project. The award was also given to show appreciation for the Administration's entrepreneurial experience and its ability to improve the economic development and social conditions in Turkey and its inhabitants.
- In 2007, the president of TOKİ, Erdoğan Bayraktar, received the Knight in the Companiote of Merit (KMLJ) of the Military and Hospitaller Order of Saint Lazarus of Jerusalem from the Duke of Seville for his distinguished contributions and service in providing housing for those in need.

• TOKİ Building Sector Meeting was held in Ankara in January 2008, with the support of METU-RICBED, Research and Implementation Center for Built Environment and Design of Middle East Technical University, Ankara.

- In 2008, TOKİ was awarded the "International Award for Entrepreneurship in Real Estate and Housing Development" sponsored by Expo Italia Real Estate.
- In 2008, TOKİ was nominated for the Habitat Best Practices Award hosted by Dubai Municipality. North Ankara Entrance Urban Transformation Project undertaken by TOBAŞ, a TOKİ subsidiary has been selected as one of the 26 Good Practices at the 2009 Habitat Business Awards for Sustainable Urbanization, which was organized by the UN-HABITAT for the participation of private sector projects. The Habitat Business Award for sustainable urbanization aims to recognize and publicize outstanding achievements contributing to sustainable urbanization through corporate responsible practices. First award will be delivered during the First Habitat Business Forum in New Delhi on July 7, 2009. Based on the success of the first award, other awards may be organized on a periodical basis, every two years. The First 2009 Award has been managed by the United Nations Human Settlements Programme (UN-HABITAT) and sponsored by the China Real Estate Chamber of Commerce.

Project Description

Title of Initiative: North Ankara Entrance Urban Renewal Development Project

By: TOBAŞ Metropolitan Municipality Construction, Real Estate and Project Co. Inc.

Location: Turkey

Focus Area: Land and Housing

Website Theme: Slum/Human Settlements Upgrading

Description of the Initiative: The North Ankara Entrance Renewal Development project is an initiative to transform and provide a sound living environment to nearly 5,000 people located on the main road leading to the northern approach to Ankara. The substandard area housing will be replaced. Those with title to their land will be given new housing

and those without title, will be settled in social housing not far from their original homes. An achievement is that residents from this area have willingly destroyed their own homes in order to renovate or relocate to better areas. To date, the houses of 1,464 residents who did not have any title deeds were delivered to them and the project is planned to be completed including 8000 housing units during 2010.

Website: <http://www.tobas.com.tr> (May 2009)

- TOKİ was deemed worthy of an award by the organization committee of the EIRE (Expo Italia Real Estate) International Real Estate Convention held in Milan, for its contributions to the development of social housing (June 2009).

“Housing Design” Architectural Project (Idea) Competition for Istanbul-Kayabaşı District

The “Housing Design” Architectural Project (Idea) Competition for Istanbul-Kayabaşı District that was announced on February 18, 2009 is TOKİ's first competition experience.

This competition constitutes a significant undertaking in starting a public dialog in the area of housing projects.

Initiating a new process in its project activities with this competition, TOKİ launched a national architectural idea competition in an attempt to attain recommendations for ecologically-sensitive and energy-efficient, unimpeded, secure, economical and sustainable environment and buildings.





The Administration's expectation from this competition was to receive innovative recommendations on the subject of "new residential neighborhoods, urban design, residential architectural design and residential construction systems" that think about and interpret the constantly developing and evolving social, cultural and personal needs and expectations of the inhabitants.

With this competition, TOKİ made an ambitious and concrete stride towards ensuring project diversity in its activities.

Istanbul was chosen as the subject of the competition because of its social and cultural diversity, and its diverse urban fabric and architectural heritage as a result of these, as well as its modern face.

176 competition rules templates were picked up for the competition and 90 "design recommendation" entries were submitted for the jury's evaluation. Out of such a large number of entries, only three were eliminated due to insufficiency or missing documents; 45 projects advanced to the third

round, and these projects could not be reduced down to the number of projects to be awarded or purchased even in the third round. This development shows the level of sophistication of the received projects.

Both the competition jury and TOKİ were greatly impressed by the interest expressed in the competition as well as the general quality of the recommendation projects.

It is easily observed that the majority of the participants deemed the competition theme a good design theme and worked intensively in the limited time provided to submit the entries. From this perspective, the competition has accomplished its objective. As a result, thanks to the many entries that will be implemented, the dialog established in the housing area can now be tried in real life.

The jury began to evaluate the recommendation projects submitted by the participants on Wednesday, May 20, 2009 at the National Library of Turkey and the evaluation process concluded on Sunday, May 24, 2009.

Eight first prize equivalents and eight purchasing awards were granted as a result of the competition jury's evaluations.

The "recommendation designs" of the contestant architects were exhibited at the National Library of Turkey between June 15 and 21, 2009; the Colloquium for the Competition took place on June 18, 2009 at the National Library of Turkey in Ankara.

Obviously, all intellectual property rights regarding the award-winning projects will be subject to the provisions of the Law No. 5846 on Intellectual and Artistic Works.

TOKİ would like to implement all or some of the projects that received awards in the competition at the Istanbul-Kayabaşı mass housing district or at another similar housing project.

With the accomplishments of this experience in mind, TOKİ plans to launch new architectural competitions.



TOKİ has reached 500,000 housing units

Since TOKİ began work in 1984, 500,000 housing units and an impressive variety of social and economic facilities such as hospitals and schools have been built. This number is particularly impressive when compared to the 43,145 housing units built by TOKİ in 17 years between 1984 and 2001. Just as important are the positive financial figures. With a business structure closely modeled after a company in the private sector, TOKİ is a government administration uniquely positioned

to reduce bureaucratic red tape and maximize efficiency. The end result is that the Administration has built a growing, solid foundation of inflation-adjusted long-term receivables: Over 90% of its operating revenue is derived from the proceeds of sales. With the pieces in place to make the whole greater than the sum of its parts, TOKİ is prepared for more hard work ahead. The critical shortage of modern housing in Turkey today makes the imperative clear: citizens from all walks of life are anxiously awaiting the housing, infrastructure and social facilities that TOKİ provides.



500,000 residential units 500,000 better lives

Further enhanced by TOKİ's role as a catalyst for the construction industry, domestic numbers are very impressive. Determined to make a profound difference in the lives of its citizens, in January 2003, the newly elected 58th Parliament passed the Emergency Action Plan for Housing and Urban Development. As of the beginning of 2011, TOKİ undertook construction projects of 500,000 residential units, including social facilities and landscaping work, as part of mass housing and urban transformation projects. The Administration offered 3,000 tenders during this time, providing jobs to 600 contractors and 30 sectors related to the construction industry. Over 800,000 individuals profited directly or indirectly from involvement in TOKİ's projects. Using a process of open tenders, the Administration made competitive bidding a hallmark of its business practices. Turkey still needs solid, dependable and affordable housing for its citizens. When the need to clear slum areas and improve the quality of housing in Turkey are added up, around 650,000-700,000 new units a year are required for the next 5 years period. The private sector, while capable and ambitious, naturally seeks projects with the greatest profit margins. Many Turkish citizens in low to middle economic groups simply cannot afford what is being offered by these private sector companies considering high interest rates. With the full force of the Turkish Government behind it, TOKİ is working to fill this gap between what the private sector can do and the needs of Turkish citizens.

18,000 disaster housing units

In cooperation with the Ministry of Public Works and Settlements, TOKİ continues to offer help in areas that have been affected by disasters. The Administration acquires the necessary land from the government without cost and grants credits to finance the building of homes and businesses and cooperatives. In areas where the disaster response requires buildings to have the necessary structural integrity to withstand a natural disaster such as an earthquake, TOKİ may supply or build the housing to be sure that the engineering meets the Administration's high standards. Continuing to respond to those in need when a disaster strikes, TOKİ has finished 19 projects worth over TL 110 million in response to the Bingöl Earthquake of May 1, 2003. Included in the extensive work in and around this Southeastern Anatolian city were 2,857 housing units, a primary school and a high school, a multi-functional facility for the municipality, a wastewater treatment center, a mosque and a police station. Conducting its activities in collaboration with the Ministry of Public Works and Settlement and the General Directorate of Disaster Affairs, TOKİ developed 18,000 disaster housing units in 28 cities during the last eight years.



A photograph of a wind turbine on a grassy hill under a clear blue sky. The turbine is a lattice tower with three blades, one of which is pointing upwards. The foreground is filled with tall, dry grass. The sky is a gradient of blue, from a lighter shade near the horizon to a deeper blue at the top.

The benefits of being civil servants

In addition to providing the best possible housing, social utilities and infrastructure that is at the heart of its mission, TOKİ fosters its employees' sense of identification with the enterprise. Forging a distinct, powerful identity for a government administration, TOKİ employees are encouraged to take pride in their responsibilities and to further the Administration's agenda by combining independence and cooperation. The 623 personnel have been carefully chosen for the essential skills and greater than average dedication that guarantees success. As a member of the public

sector, TOKİ also offers its employees the benefits of being civil servants, such as a guaranteed benefit package that includes top-quality public health insurance and retirement. The end result is that the turnover rate at TOKİ is very low, ensuring that it retains the valuable experience of its employees and their continued dedication. Each job applicant at TOKİ undergoes a rigorous and comprehensive process of vetting. Once the application arrives, it is sent to the Hiring Committee where the credentials and recommendations are rigorously checked. Those applicants that are considered qualified for the position at hand are then sent on to the department where the vacancy exists. Once the department has assessed their skills, candidates are chosen and the interview process begins.

686 schools with 20,000 classes to build

Promoting Education: In all of its projects to date, in addition to education facility constructions, TOKİ is building schools and outlying buildings in areas where Ministry of Education requires. Utilizing sites determined by the Ministry of Education, TOKİ has planned and built the facilities necessary to provide quality education. Launched after a protocol was signed between the two parties in May 2007, the projects have a total investment value of TL 1.6 billion. These impressive figures above show the dedication of TOKİ and the Ministry of Education to providing Turkish youth with a better future.

138 hospitals to build

Providing Healthcare: In all of its projects to date, in addition to building healthcare clinics, offering assistance to as many needy Turkish citizens as possible, TOKİ signs over the rights of use of the healthcare facilities that it builds, complete with the necessary social facilities, to the Ministry of Health. The Administration entered into an agreement with the Ministry of Health in November 2006 to plan and build healthcare facilities. Using a land swap agreement defined in the protocol, property owned by the Treasury Department and allocated to the Ministry of Health was signed over to TOKİ in exchange for the value of the hospitals to be built. Holding an investment value of TL 2.1 billion, 138 hospitals has been built to bring modern healthcare to areas in need.





Financing over 1 million individual buyers

TOKİ itself is a social responsibility project. TOKİ as a whole is a countrywide social responsibility project. Working to fulfill articles 56 and 57 of the present Turkish Constitution that states, “Everyone has the right to live in a healthy balanced environment”, TOKİ holds a common cause in line with the needs of Turkish citizens to provide them with decent standards of living. Since its establishment in 1984, the Administration has built 500,000 housing units and provided financing to over 1 million individual buyers. It has become possible to provide long-term rural and urban planning and housing opportunities for the disadvantaged while creating the necessary infrastructure and social welfare projects to spark local economies.

Seyrantepe...

An ultra-modern, multi-purpose sports complex

Financing Youth Activities: TOKİ builds sports and recreational areas as part of the social facilities simultaneously with the residential units based on the needs of the project area. Together with the General Directorate of Youth and Sports, TOKİ has worked with the Ministry of Finance and the Galatasaray Football Club to build the Ali Sami Yen Tourism and Trade Complex. Located on an extremely valuable piece of property in the center of Istanbul, the current stadium is small, obsolete and potential hazardous if an earthquake strikes. Seeking to use such valuable property to its full potential, the General Directorate of Youth and Sports has worked with the Istanbul Metropolitan Municipality and the honorable Recep Tayyip Erdoğan, Prime Minister of Turkey, to develop a land-use plan that would encompass the full variety of concerns common to the stakeholders. The project has been realized through TOKİ's revenue sharing model. In Seyrantepe, an ultra-modern, multi-purpose sports complex with a seating capacity for 52,000 and a retractable roof has been ready to take shape. There are 4,500 parking spaces available to ease congestion in an area where parking is almost impossible at any hour of the day or night.



Caring for people: 23,495 housing units for immigrants

Migrant Dwellings: When necessary, TOKİ also provides housing for immigrants that take refuge in Turkey for political reasons. In this context, in August of 2004, the Turkish Prime Ministry assigned TOKİ to manage over 23,495 housing units in 17 provinces and 23 settlement areas. Along with the housing, TOKİ also provided the refugees with six water treatment facilities, six wastewater collector lines, six schools, seven healthcare centers and six mosques. In addition, TOKİ also provided land to 3,975 immigrants to Turkey via 27 cooperatives.



4,000 housing units for Agricultural Village Projects

In response to the lack of opportunity in rural areas, nearly 18% of Turkey's population has migrated to urban areas since 1980. The crisis created by this movement of population is at the core of TOKİ's work in urban areas. Aiming to put an end to such a surge, TOKİ provides villages with every attractive aspect of infrastructure and social facilities found in the urban centers without leading to any kind of disturbance that may upset the cultural fabric of the village. Since a substantial part of the Turkish GNP is built on the agriculture and livestock sector, TOKİ seeks to offer the populations of small, rural towns a modern alternative to the continued

depopulation of these areas. Two models are used to determine the eligibility for an Agricultural Village Project to take place. The first model is built upon the collaboration of TOKİ and the General Directorate of Emergency Management to which tasks and authorizations of Rural Services General Directorate are transferred. In line with this model, when a land has been expropriated for the construction of an infrastructure project such as a dam, new settlement areas for the displaced villagers are created. Great care is taken to make sure these villagers are placed in an area that is compatible with the agricultural and livestock activities they have been pursuing previously. The second model operates under a system similar to that of Demanding Organization. In this model, authorities at the level of municipalities or governorships of a province may apply to create an agricultural village to improve the livelihoods of their local inhabitants. The application is first evaluated on the fulfillment of criteria that take into account elements such as economic need and whether the area may be affected in the near future by a natural disaster. TOKİ commences the construction process if the number of citizens who apply to purchase a house is sufficient within the framework of its selling criteria.

Restoring the historical heritage and regional architecture

TOKİ performs activities with the objective of preserving historical and cultural heritage for the future generations, restoring and utilizing the heritage and ensuring that urban centers are renovated and inhabited in a healthy manner, do not become out-of-control regions that threaten safety and security and are capable of catering to contemporary needs. In this respect, TOKİ extends loans for maintenance, repair and restoration works for registered immovable cultural heritage, which are owned by real and legal persons who are subject to private law and that are in need of protection, thus supports projects geared towards protecting and restoring the historical heritage and regional architecture. TOKİ gives priority to projects that are geared towards rehabilitating historical urban fabric and that will be implemented under the leadership and coordination of local administrations and similar entities. The loans that are extended in this scope have a term of 10 years and an annual interest rate of 4%; repayments of these loans are done in fixed monthly installments. As of January, 2011, credits for the restoration of these structures have been used in over 303 projects all over Turkey. From the Black Sea to the Mediterranean, the Aegean to Cappadocia, TOKİ strongly supports efforts that are underway to preserve Turkey's remarkable architectural heritage.

Affiliates and Participations

Strong relations with participations

Emlak Konut REIT with a total capital of 1.875 million TL as of the end of 2010, develops revenue sharing projects with the private sector particularly in the Trakya Region and in metropolises like Istanbul and Izmir.

Emlak Konut Gayrimenkul Yatırım Ortaklığı A.Ş. (Emlak Konut REIT)

The company which has been taken over as Emlak Konut A.Ş. upon closure of Emlak Bank of Turkey, was turned into a REIT (Real Estate Investment Partnership), and made a participation of the Administration with the title Emlak Konut REIT.

In the process, real estates amounting to 395 million TL has been transferred as capital in kind to the company as financial revenue for Housing Acquisition Support (KEY) accounts.

The primary purposes and subjects of activity of the company are to conduct all kinds of services of construction, subcontracting, contracting and engineering for constructions within the country and abroad, to establish all kinds of relevant industries and facilities in relation with all kinds of structures and building materials, to purchase, sell and trade construction materials.

Emlak Konut REIT, with a total capital of 253,4 million TL as of the end of 2009, develops revenue sharing projects along with the private sector particularly in Thracian region and in metropolises such as Istanbul and Izmir.

Within the framework of the laws for liquidation of KEY accounts, the share of TOKİ in the company capital was increased to 99.9% through capital reduction for cash payments from the capital to the KEY beneficiaries in return for the real estates transferred to Emlak Konut REIT as capital in kind.

The capital of Emlak Konut REIT has been increased to 2.5 billion TL on 17 August 2010, and 625 million TL of the same was offered to public. That amount is 25% of the total capital.

It was recorded as one of the top 5 public offering transactions of the Republic history through demands from both the domestic and foreign markets as a result of the final demand collection process. The record-breaking attraction to the public offering is a result of the stability, economic development in our country, the opportunities caused by the development and also the confidence in TOKİ and Emlak Konut REIT.

Emlak Pazarlama İnşaat, Proje Yönetimi ve Ticaret A.Ş.

The title of the company taken over by TOKİ upon closing of Emlak Bank of Turkey has been amended as Emlak Pazarlama, İnşaat, Proje Yönetimi ve Ticaret A.Ş., and its field of activity as project management, audit-counseling, real estate marketing, engineering, contracting, entrepreneurship, commercial services.

The company with a capital of 65 million TL has undertaken important housing projects in metropolises such as Ankara, İzmir and Istanbul in addition to project management of Istanbul-Bahçeşehir project, management of audit, marketing and service as well as housing management and pre- and post-sale maintenance activities.

Toplu Konut-Büyükşehir Belediyesi İnşaat Emlak Mimarlık ve Proje A.Ş. (TOBAŞ)

The company has been established in March 2004 with the title TOBAŞ Toplu Konut-Büyükşehir Belediyesi İnşaat Emlak Mimarlık ve Proje A.Ş. by Ankara Metropolitan Municipality and TOKİ, for the purpose of performance of the counseling and audit services of the project according to Northern Ankara Entry Urban Transformation Project Law numbered 5104.

The company has also been commissioned with the block and general substructure and recreational construction works as well as all kinds of counseling services at the stage of and after construction for the houses to be built in the region.

The share ratio of TOKİ in the company with a capital of 10 million TL is 49.9%.

TOKİ conducts its efforts with seven participations and affiliates due to the expansion in its activities and the companies in the portfolios of the corporations transferred to the Administration.

Gayrimenkul Değerleme A.Ş. (GEDAŞ)

The company transferred with a share ratio of 49% from Emlak Bank of Turkey to TOKİ realizes in-situ examination and valuation as well as appraisal of all kinds of immovable (land, building, facility values and rental values) and movable (the values of movable mobile goods such as machinery, equipment, ship etc.) goods.

The company has been included in the list of licensed valuation and appraisal companies of the Capital Market Board (SPK) in 1998. The title of the company with a total capital of 500 thousand TL has been amended as GEDAŞ Gayrimenkul Değerleme A.Ş. in 2008.

Vakıf Gayrimenkul Yatırım Ortaklığı A.Ş. (Vakıf REIT)

The share of Land Office in the company was transferred to TOKİ in 2004 under the Law numbered 5273 on Amendment of Land Office Law and Housing Administration Law and Abolishment of Land Office General Directorate.

Vakıf Gayrimenkul Yatırım Ortaklığı A.Ş. operates through forming a portfolio consisting of capital market instruments based on real estate to be engaged in the purposes and subjects included in the regulations of the Capital Market Board Regarding Real Estate Investment Partnerships.

The total capital of the company, 14% of which is owned by TOKİ, is 19.3 million TL.

The company pursuing activities in the real estate market with its portfolio diversified in view of high-income-low risk target not only carries on its real estate investment transactions, but also works to attract small investors to profitable big projects.

Vakıf İnşaat, Restorasyon ve Ticaret A.Ş.

Vakıf Restorasyon A.Ş., established in June 2005 to provide finance and expertise for restoration of the architectural inheritance of Turkey, provides expert support to building owners in restoration of buildings with a historical value. Vakıf Restorasyon, providing counseling, planning and finance service in the field, carries out R&D efforts too. TOKİ holds a share of 50% in Vakıf Restorasyon. The Company has a capital of 10 million TL as of end of 2009.

Boğaziçi Konut Hizmet Yönetim İşletmeciliği ve Tic. A.Ş.

TOKİ has free of charge taken over the 1% share of Boğaziçi Konut A.Ş. established by KİPTAŞ, an affiliate of İstanbul Metropolitan Municipality established in 2008, and thus participated in the shareholders thereof. Boğaziçi Konut, a management counseling company, provides management services to satellite cities and major business centers. The company also provides service at the fields of management counseling, financial counseling, legal counseling, supply counseling, housing sales-renting counseling.

Vision, Mission and Strategies

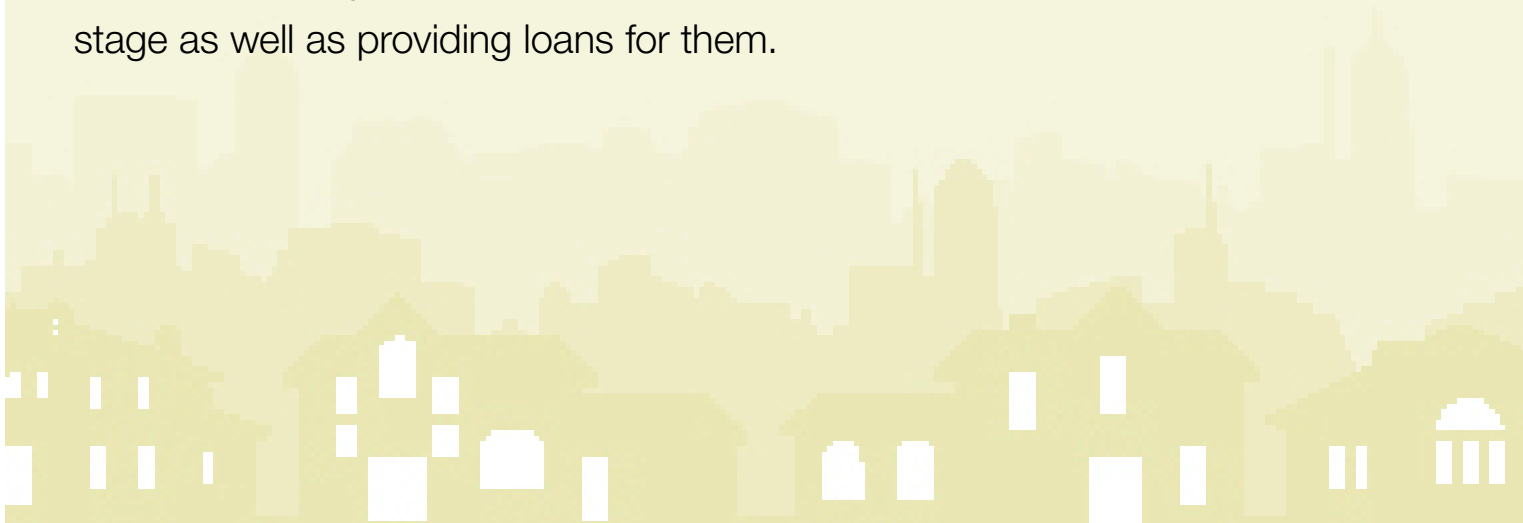
Ambitious goals to meet the expectations of Turkish citizens

MISSION

TOKİ offers hope to millions of Turkish citizens who would not otherwise have an opportunity to own their home or live in a neighborhood with modern schools, business areas, hospitals, mosques and libraries under prevailing market conditions.

STRATEGY

Working hard to assist those who might otherwise be denied, TOKİ's long range strategic plan is to create low and medium income social housing, facilities and infrastructure. TOKİ will also revitalize blighted neighborhoods, restore and reconstruct buildings of historic importance and create modern housing facilities and will create the infrastructure for rural areas and provide housing, infrastructure and social facilities for the victims of disasters. In an attempt to fill the missing part of the system with its own limited resources, TOKİ, using a variable price index in accordance with the payment capability of its target group, offers its housing units for sale while they are in the construction stage as well as providing loans for them.

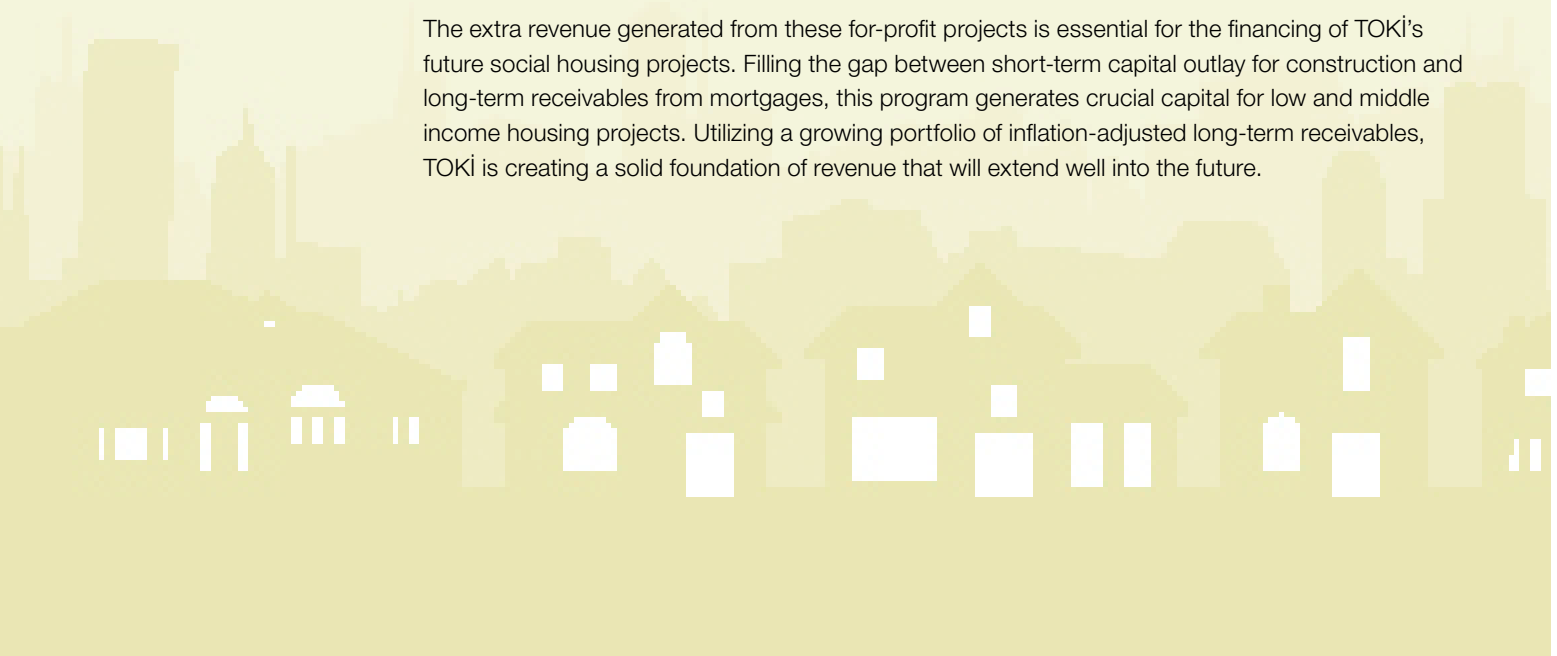


VISION

Ensuring that housing construction takes place within a certain model via alternative practices, TOKİ intends to satisfy 5%-10% of the urgent housing need that is predicted by the State Planning Organization of Turkey and the Turkish Statistical Institute (TurkStat) to be approximately 2.5 million units. Disciplining the housing market and preventing speculative activity by focusing on such criteria as quality, durability and affordability are also among TOKİ's objectives. To fulfill this mission, the Administration has created financial subsidiaries and affiliates so that housing credit and interest subvention are available. TOKİ's vision for the future strives to:

- ▶ Create a model framework for quality low-cost housing,
- ▶ Prevent real estate speculation that might use low-quality materials in the construction of low-margin housing,
- ▶ Produce housing for regions in Turkey where the private sector is not active,
- ▶ Offer low and middle income groups the opportunity to finance their own homes,
- ▶ Offer rural housing opportunities that decrease the pressure on the migration to urban areas,
- ▶ Collaborate with local municipalities to create urban renewal projects, and
- ▶ Create financial opportunities to finance social housing projects such as innovative income sharing projects with the private sector.

The extra revenue generated from these for-profit projects is essential for the financing of TOKİ's future social housing projects. Filling the gap between short-term capital outlay for construction and long-term receivables from mortgages, this program generates crucial capital for low and middle income housing projects. Utilizing a growing portfolio of inflation-adjusted long-term receivables, TOKİ is creating a solid foundation of revenue that will extend well into the future.



Summary of Financial and Operational Indicators

Innovative financing and well-managed operational risk

The economic crisis, which emerged in both construction and real estate sectors in the US in October 2008, quickly spread to leading global economies and resulted in a worldwide recession.

Thanks to direct administration by the Prime Ministry and with the full support of the government, TOKİ successfully sustained its financial position and performance throughout the current recession. The financial outlook for TOKİ reflects the Administration's dedication to providing opportunities for millions of Turkish citizens. Although slightly affected by the global economic crisis, financial indicators show great promise. Compared to 2007, TOKİ's total assets grew by 25% by the end of 2008 to reach TL 17,810 million. Equity growth was also sustained in 2008, ending up at TL 7,368 million with a 32% increase. The sharp increase in the equity of TOKİ resulted in a slow down of growth in total assets to equity indicators with a ratio of 2.42. Net income volume stood at TL 1,769 million and showed little decline over 2007. The current ratio fell by 47% in 2008 standing at 3.0. Due to the negative effects of the crisis, net income to total assets fell by 41% and reached 0.10 by the end of 2008.

During the same period, net income to equity of the Administration was 0.24.

Carrying out its housing mandate through a dedication to fiscal responsibility, TOKİ's long-term financial forecast is decidedly positive. Responding to the dire need for housing for Turkish citizens, TOKİ has initiated a very ambitious program, which has led to a narrowing liquidity position. Though existing cash reserves are enough to cover the Administration's fixed expenditures, there is no doubt external financing, whether from grants or loans, will be necessary. Moody's speculates that from 2008 to 2010 there will

be a requirement for TL 1.8 billion, equaling 16% of TOKİ's total investments. With a favorable financial performance expected in the coming years, TOKİ is more than ready to borrow externally. Observing TOKİ's low debt-to-asset ratio, Moody's notes that the Administration is in an excellent position to leverage debt. Innovative financing and well-managed operational risk, along with the continued strong support of the Turkish Government, are major reasons behind this opinion. TOKİ will "implement its large investment program without substantially increasing its debt leverage."

Summary of Financial and Operational Indicators	2009
Total Assets (TL million)	20,293
Operating Margin (Operating Surplus/Gross Business Income) (%)	40.3
Surplus (Deficit) for the year/Total Income (%)	39.2
Total Debt/Total Assets (%)	26.14
Total Debt/Total Equity (%)	54.85
Cash and Deposits/Total Debt (%)	2.02
Current Assets/Current Liabilities (X)	2.7

Credit Ratings

A strong business model encouraging efficiency

With a Ba2 global scale rating from Moody's International Sub-Sovereign and a BB+ rating from FitchRatings International Public Finance, TOKİ is seen as a stable potential investment. A crucial plank in the social welfare program of the last three administrations, the Turkish Government's strong support guarantees TOKİ's financials. Moody's notes TOKİ offers a strong business model that encourages efficiency and careful management of any risk from exposure that comes its way. FitchRatings gives TOKİ a positive key rating based on several factors:

- TOKİ reports directly to the Prime Minister's Office rather than being part of the general administrative bureaucracy.
- The Treasury must approve any foreign borrowing that TOKİ may need. All of the Administration's accounts are audited by the High Council Audit Office, which is attached to Parliament. TOKİ must write monthly reports for the Prime Minister's Office, which can also appoint inspectors for the Administration if necessary.
- Though TOKİ is a non-profit government administration, it has reported net profit for the last six years.

TOKİ's positive rating is also tied to several other important factors. Its well-established non-profit business model avoids many of the common pitfalls of institutionalized bureaucracy. Legislation has been passed to ensure the Administration is efficient in the use of resources and innovative in the methods it uses to finance its operations.

By adjusting the rate of inflation on long-term receivables twice a year, TOKİ has addressed the issue of potential fluctuation in the value of the Turkish lira. As a non-profit government administration operating well into the black rather than deep in the red, the Administration has created a structure for servicing debt that effectively protects the debtor, TOKİ and outside investors.

TOKİ's positive rating is also tied to several other important factors. Its well-established non-profit business model avoids many of the common pitfalls of institutionalized bureaucracy.

FitchRatings	Current Rating	Action
Long-term Foreign Currency	BB+	November 2010
Long-term Local Currency	BB+	November 2010
Rating Outlook	Positive	November 2010
Long-term Rating	AA+(tur)	November 2010

Moody's	Current Rating	Action
Global Scale, Local and Foreign Currency	Ba2	October 2010
Turkey National Scale	A3.tr	October 2010
Rating Outlook	Positive	October 2010

Milestones

A well-paved path



1982 • Articles 56 and 57 of the Turkish Constitution declared that every Turkish citizen has the right to decent housing and that the State has a responsibility to help meet those needs and to promote mass housing projects.

1984 • Housing and Public Partnership Directorate was established as an autonomous institution to assist in developing public housing projects. • Bill 2983 established the Housing Development and Public Participation Administration to offer planning. • The Mass Housing Law set the principles and determined the framework to guide housing and provide credit opportunities. The Bill also created a Mass Housing Fund for housing production outside of the general budget. From 1984 to 1987, approximately 950,000 citizens benefited from the credit opportunities for cooperative housing offered by the Mass Housing Fund.

1990 • Executive orders 412 and 414 separated the Housing and Public Partnership Directorate, the Public Participation Administration and the Housing Development Administration.

1992 • TOKİ was given the task of reconstructing the buildings and infrastructure of Erzincan that had been severely damaged by an earthquake.



1994 • TOKİ received the United Nation's HABITAT Scroll of Honor for providing housing credits to hundreds of thousands of low and medium income families and for successfully implementing the Erzincan Earthquake Reconstruction Project.

1996 • Istanbul played host to the second United Nations Conference on Human Settlements, HABITAT II. Participants from almost every country in the world gathered to discuss the problems and solutions for the creation of shelters, infrastructure and social facilities the world needs.

2001 • The Mass Housing Fund was brought to an end. • The Banking activities of Emlak Bank were transferred to Ziraat Bank and Halkbank. • Emlak Bank's assets and real estate unrelated to its banking operations were transferred to TOKİ.

2003 • The Emergency Action Plan for Housing and Urban Development was passed on January 1, setting a five-year goal of 250,000 housing units to be built by the end of 2007. This goal was exceeded by 35,000 units and totaled 285,000 by end of the year. • Bill 4864 gave the Housing Development Administration the authority to establish subsidiaries in the regions where it is working and to utilize interim employees from



governorships, municipalities and other public bodies. • Construction began on the more than 287,000 housing units built between July 2003 and January 2008. • Bill 4966 ended the Undersecretariat of Housing; many of its tasks were transferred to TOKİ. The Administration was given the responsibility of establishing companies to grant individual and mass housing credits, to carry out projects in Turkey and abroad, to develop for-profit projects that will provide income and to develop, encourage and support, in every way possible, the efforts in areas where a natural disaster had occurred.

2004 • TOKİ was transferred from the Ministry of Public Works and Settlement to the Office of the Prime Minister to streamline the Administration's operation. • Bill 5104 was passed by the Parliament, authorizing TOKİ and the Greater Municipality of Ankara to plan, develop and create social housing, infrastructure and social amenities designed to transform the urban landscape. The Public Housing, Metropolitan Municipality Construction, Real Estate and Project Company (TOBAŞ) was established to provide consultation for the project. TOKİ controlled 49.9% of its shares. • Bill 5162 with Amendment 2985 authorized TOKİ to plan and develop projects aimed at eliminating areas of substandard housing. The Amendment authorized

TOKİ to prepare and modify zoning plans where necessary and when possible, to expropriate vacant property if necessary for the common good and to develop and make the necessary financial arrangements for slum transformation projects. • Bill 5273 transferred the tasks and liabilities of the Urban Land Office to TOKİ. This transfer included 64.5 million square meters of property into TOKİ's portfolio so that the Administration could use the land more efficiently with fewer bureaucratic obstacles. • TOKİ took control of 14% of Vakıf Real Estate Investment Trust to build a diversified portfolio and generate greater income.

2005 • Bill 5366 was adopted to protect sites of historic and cultural importance by making funds available for their renovation and protection.

2006 • Emlak GYO (REIT) Co. Inc. became Emlak Konut GYO (REIT) Co. Inc. by an act of Parliament. TOKİ retained ownership of 39% of the company's share. • TOKİ played host to the Housing Convention in Istanbul, bringing both national and international attention to TOKİ's efforts to create modern housing solutions for Turkish citizens. Speakers from eight countries and participants from around the world took part in the conference.

Milestones



2007 • TOKİ won an award for the Best International Real Estate Project at the Barcelona Meeting Point Conference. This award was presented in recognition of its entrepreneurial experience and its success in improving economic and social conditions of Turkish citizens. • Erdoğan Bayraktar, the president of TOKİ, received the “Knight in the Companiote of Merit (KMLJ)” of the Military and Hospitaller Order of Saint Lazarus of Jerusalem from the Duke of Seville for his work on behalf.

2008 • TOKİ's Erzincan-Çarşı Quarter Urban Renewal-Slum (Gecekondu) Transformation Project was selected as a “Good Practice” in the Dubai International Award for Best Practices of UN-HABITAT. All the selected practices (103 Best Practices, 288 Good Practices and 47 Promising Practices) were featured on the Best Practices Database of UN-HABITAT. • TOKİ was awarded the International Award for Entrepreneurship in Real Estate and Housing Development sponsored by Expo Italia Real Estate. • President of TOKİ, Erdoğan Bayraktar was awarded the International Award for Entrepreneurship in Real Estate and Housing Development sponsored by Expo Italia Real Estate of 2008, for his personal contribution to the social housing implementations in his country.



2009 • North Ankara Entrance Urban Renewal Development Project of the Metropolitan Municipality Construction, Real Estate and Project Co.Inc (TOBAŞ) - which was created to further TOKİ's urban renewal goals in cooperation with the Greater Municipality of Ankara-, was selected as one of the “Good Practices” for the year 2009 by the international selection committee of the UN-Habitat Business Awards, China. The Committee short-listed 26 “Good Practices” of which five winners were chosen. These good practices were all deemed to have made outstanding contributions to improving the quality of life in their cities and communities. • In EIRE 2009 Awards, for its contribution to social housing production of Turkey, TOKİ was awarded the International Award for Entrepreneurship in Real Estate and Housing Development sponsored by Expo Italia Real Estate.

2010 • The target of starting production of 500.000 houses throughout the country was accomplished by TOKİ as of the end of the year within the scope of Planned Urbanization and Housing Mobilization in line with the Government Program.



Activities

Building a new life-style in Turkey

Total number of social housing units built by October 2009 reached 335,520.

Social Housing (low & middle income) 195,000	Disaster Housing Units 18,000	Libraries 38
Subsidized Low-income Units 139,000	Income-sharing Projects 84,000	Trade Centers 407
Squatter Transformation Projects 60,000	Schools 686	Hospitals 138
	Gymnasiums 715	Local Healthcare Centers 88
	Mosques 319	



Housing Program

For TOKİ, social housing stands for building up shelters for groups in need of special care. A community only becomes empowered when it has the means to create opportunities.

High-quality schools, healthcare centers, gymnasiums, mosques, libraries and attractive landscaping, all play their part in offering communities a better life style.



Credit Applications

TOKİ has provided interest-free credits reaching a total of TL 154.3 million for 13,206 people who are families of soldiers killed in conflict or families displaced by terrorism from 1986 to 2009.



Land Production and Infrastructure

One of the many areas TOKİ has invested a great deal of effort is infrastructure. In the last five years TOKİ has built roads, laid sewer lines and water lines. Looking forward to providing every city in Turkey with the necessities of life, the Administration has also built dams for flood control.

**Projects Launched with
the Social Services and
Child Protection Administration**

200 million (TL)

**Projects Launched with
the Ministry of Education**

1.6 billion (TL)



International Ventures and Activities

Seeking also to create greater cooperation with housing agencies around the world, TOKİ is currently involved in an international joint venture. The Administration sees this as a model for potential agreements with institutions and organizations in the United States, European Union and the Gulf States.

Land Landscaped

17 million (m²)

Trees Planted

2.5 million

Shrub Landscaping

3.5 million

Tenders Placed

3,000



Research and Development

In order to support its activities, collect data and guide the formation and shaping of potential new research subjects, TOKİ has undertaken a series of joint research projects with academicians/universities and national and international private and institutional research companies. In addition, to review its studies with all of the players in the sector, TOKİ organizes meetings attended by participants who are selected based on the scope of the subject.

**Credits Extended for
Cooperative Housing**

940,000

Money Invested Overall

35 billion (TL)

Housing Units Sold

382,000



Working with Other Government Agencies

In addition to the 500,000 housing units started by TOKİ, construction of 686 schools, 715 gyms, 67 dormitories, 88 local healthcares, 138 hospitals, 407 trade centers, 319 mosques, 38 libraries, 27 orphanages, 21 unhandicapped life centers, 7 rehabilitation centers, 2 day care centers, 5 nursing homes, 2 stream improvement junctions, 8 operation alarm settlements, 4.236 facilities (HAİT), 37 shift dormitories (İGPYY), a ministry service building, 250 police stations and a stadium have been started.



We have reached our
goal of constructing

500,000

housing units
with their social facilities
as of the beginning of 2011.

Social housing means much more than simply providing a place to eat and sleep. A community only becomes empowered when it has the means to create opportunities. High-quality schools, healthcare centers, gymnasiums, mosques, libraries and attractive landscaping, all play their part in offering communities a better life style.

Activities **Housing Program**

Much more than simply providing a place to eat and sleep

Facing a formidable variety of housing challenges, TOKİ developed a holistic approach to eliminate Turkey's housing problems by offering viable solutions for low and middle-income Turkish citizens. Over the last 27 years, the Administration experienced many changes, but each step assisted TOKİ in refining solutions to the problems they faced. This has been particularly true in the last eight years. An extensive variety of legislation was passed during this interval, providing TOKİ with the power to create and utilize the necessary economic means to finance its work.

Social housing means much more than simply providing a place to eat and sleep. A community only becomes empowered when it has the means to create opportunities. High-quality schools, healthcare centers, gymnasiums, mosques, libraries and attractive landscaping, all play their part in offering communities a better life style.

Aware that the whole is greater than the sum of its parts, TOKİ developed housing programs specifically designed to meet the needs and concerns of Turkish citizens so as to move forward the economic development goals of the country.



By utilizing a well-defined approach to the problems encountered, each housing program undertaken by TOKİ addresses an area of particular concern. The solutions offered by the programs are economically viable and capable of fulfilling the expectations of the people who receive TOKİ's support.

Like a private company, TOKİ also pays all expenses such as license fees and road charges. TOKİ's primary advantage compared to the private sector is the cost of the land being used. With an extensive land portfolio, TOKİ helps subsidize the cost of social housing, creates income-sharing projects to further its goals and initiates the construction of social facilities along with infrastructure.

By utilizing a well-defined approach to the problems encountered, each housing program undertaken by TOKİ addresses an area of particular concern.



Social Housing

Strictly following advanced research procedures to identify the locations where the housing need requires most urgently to be met, TOKİ developed a long-range action plan for its social housing investments. During the last six years, particular emphasis was placed upon the Eastern and Southeastern regions of Turkey, where a combination of poverty has made serious private-sector investments very unlikely. In the coming years more attention will be paid to the larger urban metropolitan cities, such as Istanbul, Izmir, Ankara, Diyarbakir and Adana which have been deeply affected by immigration from rural areas of the country. Ready to follow this strategy with the utmost determination and enthusiasm, TOKİ aims to develop 126,000 housing units in Istanbul as part of the urban transformation efforts in cooperation with the Istanbul Metropolitan Municipality by the end of 2012.

Variable single-indexed credit system

The cost of social housing is determined by the combined cost of general infrastructure work, social facility structures and technical services. The credits depend on the financial capabilities of the target group. Currently the loan repayment schedule runs for an average of 10 years, with 10 to 40 percent of the price of the house as a down payment. The amount of the down payment depends on the client's ability to pay. Paid in installments, the balance of the mortgage is tied to a nominal interest rate and made inflation-adjusted every six months to protect the investment. If sales are particularly long-term, TOKİ has been given authority to apply a variable interest index where applicable. Using a policy that creates a fixed nominal interest rate for lower income citizens, TOKİ takes great care to see that the less fortunate pay a monthly amount as close as possible to the original stated price. To avoid financial hardship, the Administration attempts to create a monthly mortgage payment as close as possible to the amount of rent the homeowner could normally afford to pay.

From the tender for the job to the grand opening of the project, 18 to 24 months is needed for TOKİ to finish a social housing project. All aspects of the construction are insured by the contractor during construction. When construction is completed, TOKİ takes over the insurance policy until the units are sold, at which time the insurance is covered by the homeowner. Since title deeds are not issued until the debt has been fully repaid, the chances for default are minimal.



Activities Housing Program

Eligibility

Seeking to make the loan application process as streamlined as possible, TOKİ has created step by step procedures so that applicants for social housing can become homeowners on the soonest possible date.

- Announcing the price of housing units, terms of payment and what bank and its branches will handle the applications procedure, TOKİ places notification of these activities in newspapers, the government's Official Gazette and on its website.
- An applicant for social housing at TOKİ qualifies for a home if they pass five basic rules: They cannot own a home, they cannot have previously obtained a housing loan from the Administration, they must reside in the province where the project is being built, they are required to submit their national ID and tax registration numbers and some projects required they submit official evidence they have a level of income that qualifies them for housing.
- TOKİ assumes that the statements a potential homeowner gives are correct and true. If a false statement is given and discovered, the Administration returns whatever payments have been made after deducting a percentage for rent and damages. The rest of the money is returned to the buyer without any interest.
- Applicants, entitled to purchase a low-income housing unit, are chosen by a method specified by the Administration. Most social welfare projects use a lottery system supervised by TOKİ and a notary public. The reason behind this is the fact that the number of applicants for low income housing units is usually higher than the actual number of housing units available in metropolitan cities.



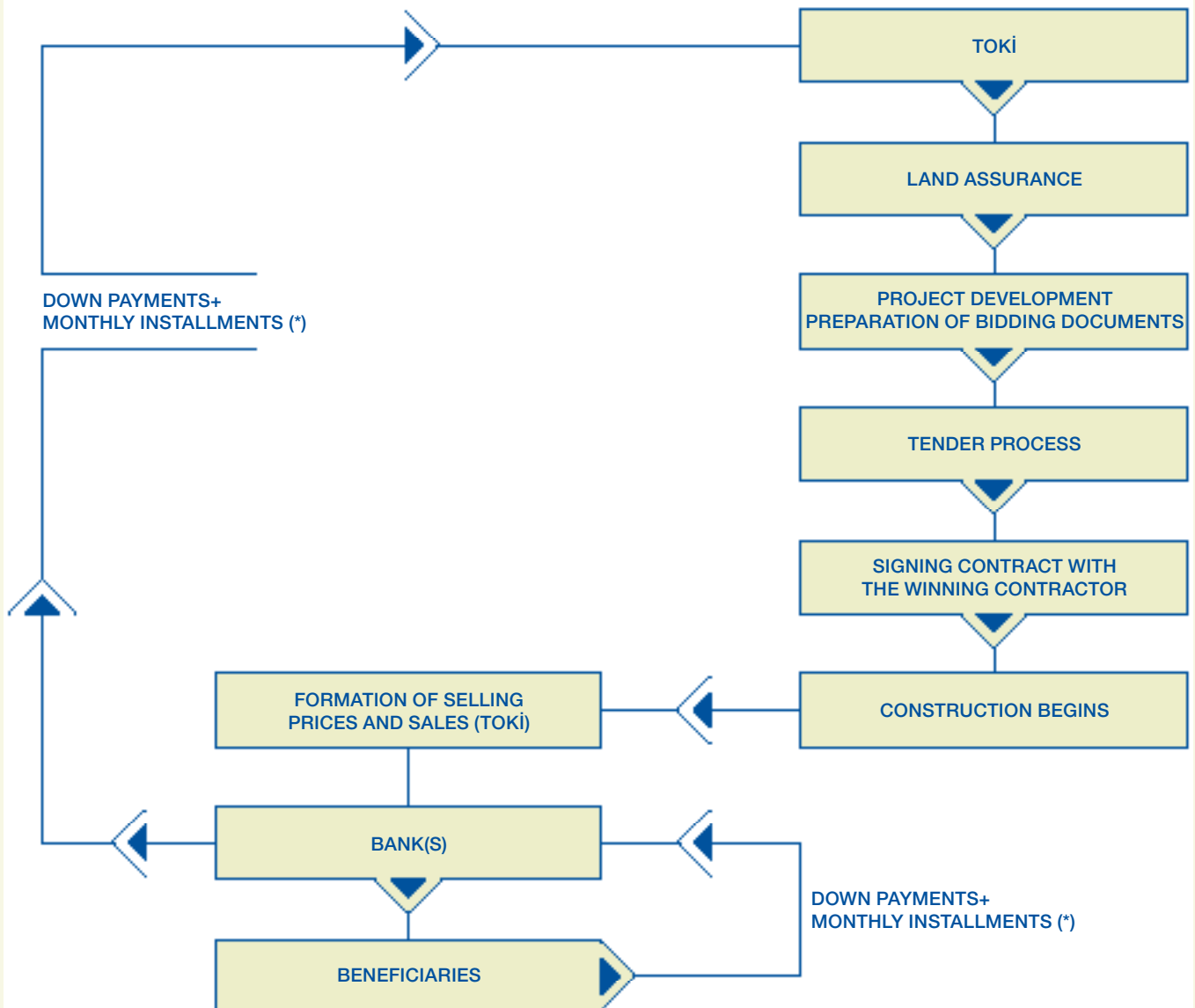
Transaction and collection

Working as part of TOKİ's Finance Department, Sales and Marketing Unit offers the help that homeowners need, from the application stage to the last day of repayment on the loan. If there is any problem with the building itself or repayment, TOKİ's Sales and Marketing Unit helps the client solve the problem.

- All advance payments and installments made to TOKİ by homeowners are in cash. The money is paid to the appropriate bank account designated for this purpose by the Administration. All money collected from sales is deposited in state-owned banks.
- Every seven days, the bank makes payments from this account to TOKİ unless stated otherwise in the protocol.
- In the case of default, the bank uses legal remedies provided under the provisions of the mortgage contract. The Courts of Law and Enforcement in Ankara are authorized to settle disputes between the Administration and buyers or loan applicants.

Sales and Marketing Unit under TOKİ's Finance Department offers the help that homeowners need, from the application stage to the last day of repayment on the loan.

Social Housing for Low and Middle Income Groups



(*) Not required for low-income groups.

Activities Housing Program

Renovation of Squatter Areas/Urban Renewal Projects

Total number of Projects	248
Number of housing units planned to be constructed	185,261
Number of Project regions on which projects have been given a start	108
Number of housing units on construction	60,000

TOKİ was authorized to function in slum/squatter transformation projects within the framework of legal arrangements fulfilled as of 2003. In the context of the regulation related to the Usage Mode of the Public Housing Administration Sources, TOKİ has considered “the provision of financing with the aim of transforming and improving slum/squatter areas” among the utilization places of management sources.

As TOKİ has grown over the last six years, more of its funding was channeled to create viable living standards for the occupants of the squatter areas and shanty towns that have taken root in every major city in Turkey. The major driving force behind TOKİ's attempts to enhance its activities in this field was to improve the living standards of cities that have been exposed to rapid urbanization and its adverse effects. Together with a modern planning approach, a substantial reconstruction process has been started and all of the available resources have been dedicated to the urban planning and renewal of substandard, unplanned housing. TOKİ is fully prepared to continue providing solutions in this field.

Since 2003, TOKİ has followed a comprehensive policy toward developing a living environment and supporting modern urbanization in collaboration with the local administrations.

Transformation process

The initial step for the commencement of a project on squatter transformation begins with the request for collaborative assistance made by a local municipality to TOKİ. Throughout the projects executed, great significance is attached to the participation of all the social actors of the transformation areas, the persuasion and voluntary participation of all the citizens in those regions. Within the context of the projects, the discharged shanty town areas have been transformed into sample settlement or recreational areas and in the meantime citizens who live under that poor conditions have been given the opportunity to live in modern and planned areas with solid infrastructure and social equipments.

If the project request is considered acceptable, the work on the protocol that includes mutual responsibilities of the relevant parties begins by establishing the legal rights of TOKİ and the local municipality.

Recognizing that urban planning is a complex task, TOKİ has developed a protocol that takes into account the concerns of the Administration, the local municipality, the legal owner of the property and the people living on it. The Administration discusses every facet about the land use with the various parties involved to ensure that the protocol reflects the concerns of all. Once the protocol is signed, the municipality council declares the land as a transformation area.

In the evaluations of the protocol projects initiated to date, the quality of structuring in all the project areas were found to be insufficient.

Throughout the analysis period of the projects, strict attention is paid to making complete evaluations on the ownership rights of the transformation area, choosing the project area according to its features and the needs that will be met, completing feasibility analysis of the projects and their stages before initiating their implementation.

Everyone living within the transformation area is considered an entitled party, though value assessment differs for legal land holders and illegal occupants. Assessment is determined by a team of experts. After TOKİ accepts the assessment report, the hard work of reconciling the report with the expectations of people living in the transformation area begins.

There are two alternative methods for transferring the occupants of a transformation area to alternative housing, though the procedures in these methods are the same:

- The first model depends upon the method of transferring the existing property rights of the inhabitants to another settlement area on an equivalence basis. All entitled parties (title holders and illegal occupants) residing in the area are determined and transferred to settlements upon an empty, unoccupied and geologically appropriate land that can be used for implementation of the first phase of housing constructions. Generally this land is claimed to be owned by public (central or local) in order to have minimum land cost.



TOKİ developed a holistic approach to eliminate Turkey's housing problems by offering viable solutions for low and middle-income Turkish citizens. An extensive variety of legislation was passed during the last 8 years, providing TOKİ with the power to create and utilize the necessary economic means to finance its work.

Activities Housing Program



In accordance with the physical characteristics of the cleared (transformed) area and its potential to be rebuilt, TOKİ develops special projects that would increase the prestige of the city.

a) If the transformed area is appropriate for new settlement, a “residence area” development right is planned and designed as in the examples of Istanbul-Küçükçekmece Ayazma, Denizli and Erzincan projects.

b) If the transformation area is appropriate for non-residence usage, i.e. in the area of tourism, trade or culture, an urban design is prepared in this context exemplified in the case of the Istanbul-Küçükçekmece Tepeüstü project.

c) If the transformation area has no settlement capabilities due to ground characteristics and must remain as an open area, it is utilized as a park or recreation area within the city. The Izmir Kadifekale and Trabzon Zagnos projects are a few examples of this approach.

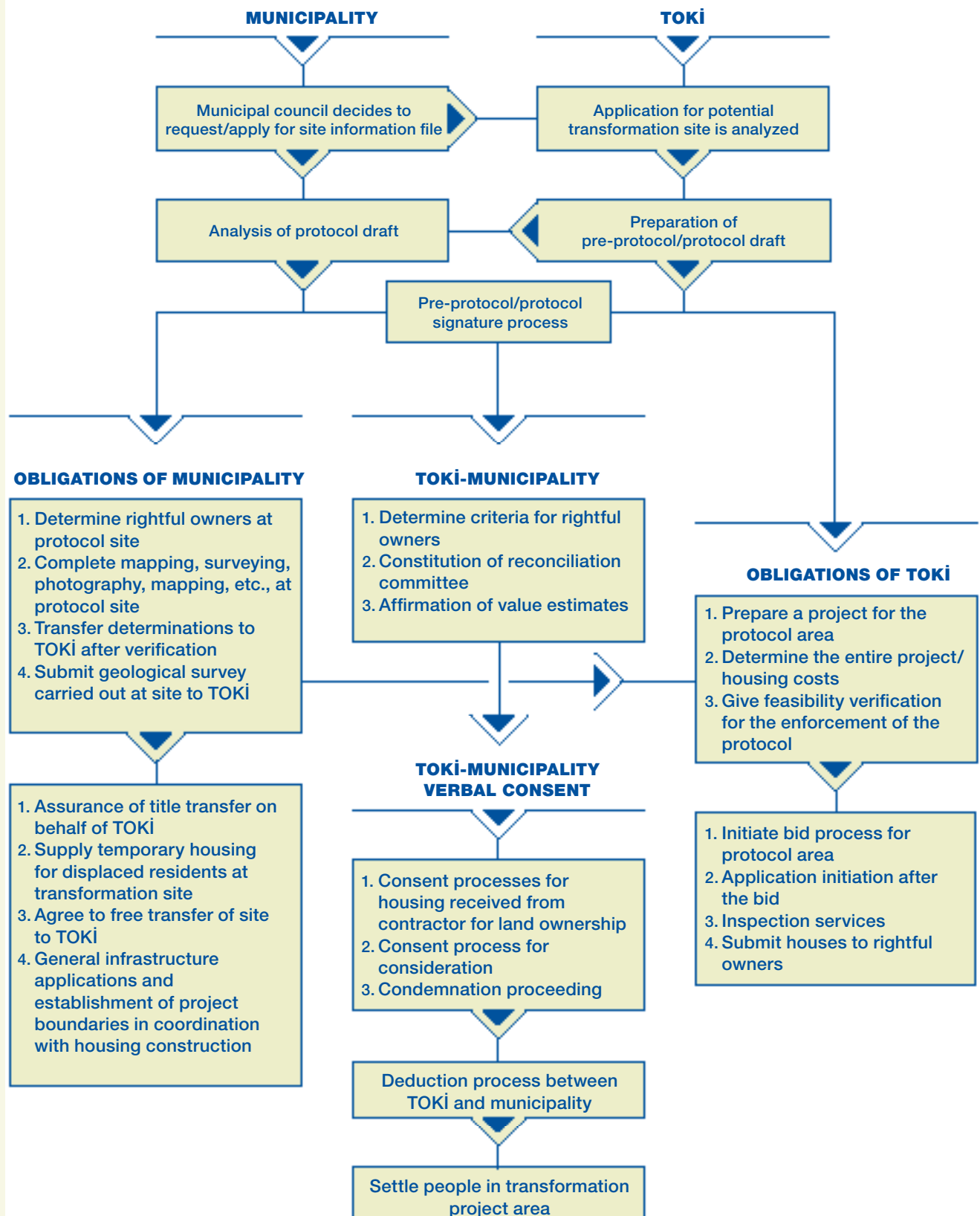
- The second alternative in implementing the slum/squatter transformation projects is to perform the activities on the same site after clearance. Karabük Cevizlidere and Bursa Osmangazi projects are examples of this method.

In both models, entitled parties are asked to declare how they want to receive their financial settlement during the reconciliation process. They either agree to be paid in cash for the value of their property or the existing property values are subtracted from the cost of the new home they have agreed to purchase from TOKİ. The remaining cost of the new home is paid over a 180-month period on average. Land may be legally expropriated if necessary, but this is only a matter of concern when all else fails in the reconciliation process.

After the first phase of construction is completed, the transformation area is evacuated and the ownership of the land is transferred to TOKİ. At any point during the demolition and planning supplementary protocols can be drafted to amend the original protocol.

As TOKİ has grown over the last 8 years, more of its funding was channeled to create viable living standards for the occupants of the squatter areas and shanty towns.

Renovation of Squatter Areas/Urban Renewal



Activities Housing Program

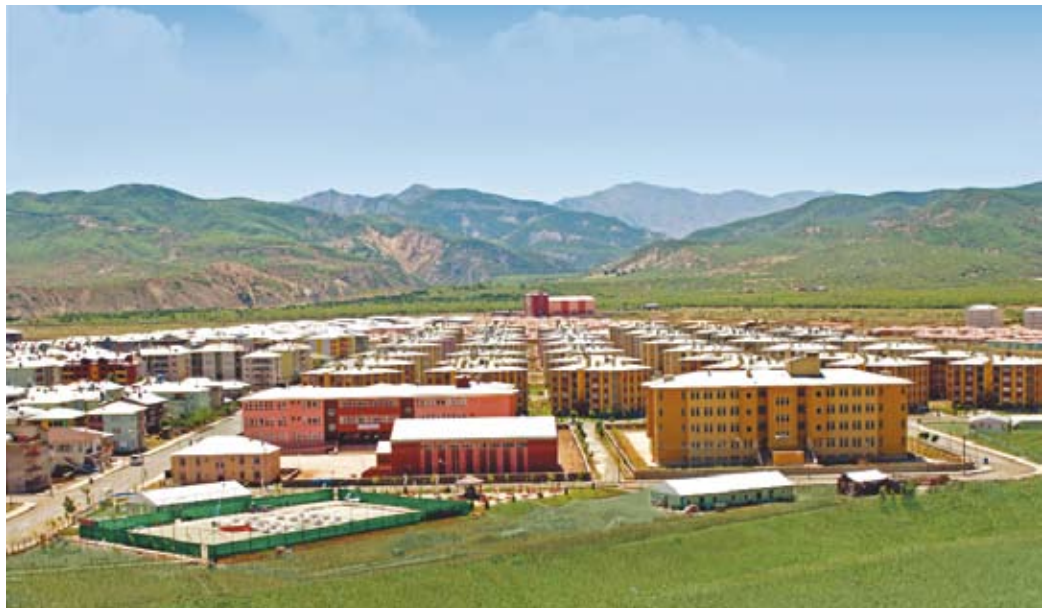
Disaster Housing Applications

TOKİ leads the Turkish Government's efforts to plan, build or renovate housing, infrastructure and public utilities in areas affected by natural disasters. The Administration's involvement in disaster management and reconstruction began in 1992 with the Erzincan Earthquake. For its successful application and management after the tragedy, TOKİ received the United Nations Scroll of Honor. A World Bank report released 13 years after the earthquake noted that TOKİ had a tremendous, positive impact on the lives of the people of this city.

In this same spirit and in cooperation with the Ministry of Public Works and Settlements, TOKİ continues to offer help in areas that have been affected by disasters. The Administration acquires the necessary land from the government without cost and grants credits to finance the building of homes and businesses and cooperatives. In areas where the disaster response requires buildings to have the necessary structural integrity to withstand a natural disaster such as an earthquake, TOKİ may supply or build the housing to be sure that the engineering meets the Administration's high standards.

Continuing to respond to those in need when a disaster strikes, TOKİ has finished 19 projects worth over TL 110 million in response to the Bingöl Earthquake of May 1, 2003. Included in the extensive work in and around this Southeastern Anatolian city were 2,857 housing units, a primary school and a high school, a multi-functional facility for the

municipality, a wastewater treatment center, a mosque and a police station. Conducting its activities in collaboration with the Ministry of Public Works and Settlement and the General Directorate of Disaster Affairs, TOKİ developed 18,000 disaster housing units in 28 cities during the last eight years.



As a result of its successful application and management after the Erzincan Earthquake in 1992, TOKİ received the United Nations Scroll of Honor.

Agricultural Village Projects

Housing Units	4,000
Villages	34

In response to the lack of opportunity in rural areas, nearly 18% of Turkey's population has migrated to urban areas since 1980. The crisis created by this movement of population is at the core of TOKİ's work in urban areas. Aiming to put an end to such a surge, TOKİ provides villages with every attractive aspect of infrastructure and social facilities found in the urban centers without leading to any kind of disturbance that may upset the cultural fabric of the village. Since a substantial part of the Turkish GNP is built on the agriculture and livestock sector, TOKİ seeks to offer the populations of small, rural towns a modern alternative to the continued depopulation of these areas.

Two models are used to determine the eligibility for an Agricultural Village Project to take place.

- The first model is built upon the collaboration of TOKİ and the General Directorate of Emergency Management to which tasks and authorizations of Rural Services General Directorate are transferred. In line with this model, when a land has been expropriated for the construction of an infrastructure project such as a dam, new settlement areas for the displaced villagers are created. Great care is taken to make sure these villagers are placed in an area that is compatible with the agricultural and livestock activities they have been pursuing previously.
- The second model operates under a system similar to that of Demanding Organization. In this model, authorities at the level of municipalities or governorships of a province may apply to create an agricultural village to improve the livelihoods of their local inhabitants. The application is first evaluated on the fulfillment of criteria that take into account elements such

as economic need and whether the area may be affected in the near future by a natural disaster. TOKİ commences the construction process if the number of citizens who apply to purchase a house is sufficient within the framework of its selling criteria.

In both models, the relevant authority in the area must propose alternative, unused land for the construction of the Agriculture Village. TOKİ becomes part of the process when the need arises to do the initial physical and socio-economic survey work. Using its many years of experience, TOKİ ensures the land is appropriate for housing and that the villagers understand the entire process. If there is still strong interest to build a new settlement after the survey is done, TOKİ develops a protocol for development of the Agriculture Village with the local authorities. Once the protocol has been agreed upon, the Administration takes charge of the project, providing detailed plans for the construction of all the villagers' needs, from housing, shelter for livestock and depots to cattle grates for the roads. When the project is built, the housing is transferred to the occupants using the general selling procedure TOKİ has developed for social housing.



In Şanlıurfa, Birecik 410 housing units were built; a primary school was also constructed.

Activities Housing Program

Migrant Dwellings

When necessary, TOKİ also provides housing for immigrants that take refuge in Turkey for political reasons. In this context, in August of 2004, the Turkish Prime Ministry assigned TOKİ to manage over 23,495 housing units in 17 provinces and 23 settlement areas. Along with the housing, TOKİ also provided the refugees with six water treatment facilities, six wastewater collector lines, six schools, seven healthcare centers and six mosques. In addition, TOKİ also provided land to 3,975 immigrants to Turkey via 27 cooperatives.

Restoration of Historically/Culturally Important Buildings

Pursuant to Law No: 2863 Regarding the Protection of Cultural and Natural Heritage; TOKİ performs activities with the objective of preserving historical and cultural heritage for the future generations, restoring and utilizing the heritage and ensuring that urban centers are renovated and inhabited in a healthy manner, do not become out-of-control regions that threaten safety and security and are capable of catering to contemporary needs. In this respect, TOKİ extends loans for maintenance, repair and restoration works for registered immovable cultural heritage, which are owned by real and legal persons who are subject to private law and that are in need of protection, thus supports projects geared towards protecting and restoring the historical heritage and regional architecture. TOKİ gives priority to projects that are geared towards rehabilitating historical urban fabric and that will be implemented under the leadership and coordination of local administrations and similar entities. The loans that are extended

in this scope have a term of 10 years and an annual interest rate of 4%; repayments of these loans are done in fixed monthly installments.

As of October, 2009, credits for the restoration of these structures have been used in over 235 projects all over Turkey. From the Black Sea to the Mediterranean, the Aegean to Cappadocia, TOKİ strongly supports efforts that are underway to preserve Turkey's remarkable architectural heritage.

Income-sharing Projects (Revenue-sharing Model)

Housing units built	84,000
Total revenue generated (TL)	9.6 billion
Revenue collected (TL)	4.7 billion

Income-sharing projects create crucial capital for the financing of social/ low and middle income housing projects. Having worked at dramatic speed to provide relief from Turkey's housing crisis; TOKİ has developed this innovative model to fill the gap between short-term capital outlays for construction and long-term receivables from housing sales.

Using land from its own portfolio, TOKİ collaborates with the private sector and shares the profit from the project with the participating company. As the land for the project comes from TOKİ's portfolio and is therefore public land, the project can be built without the delays.

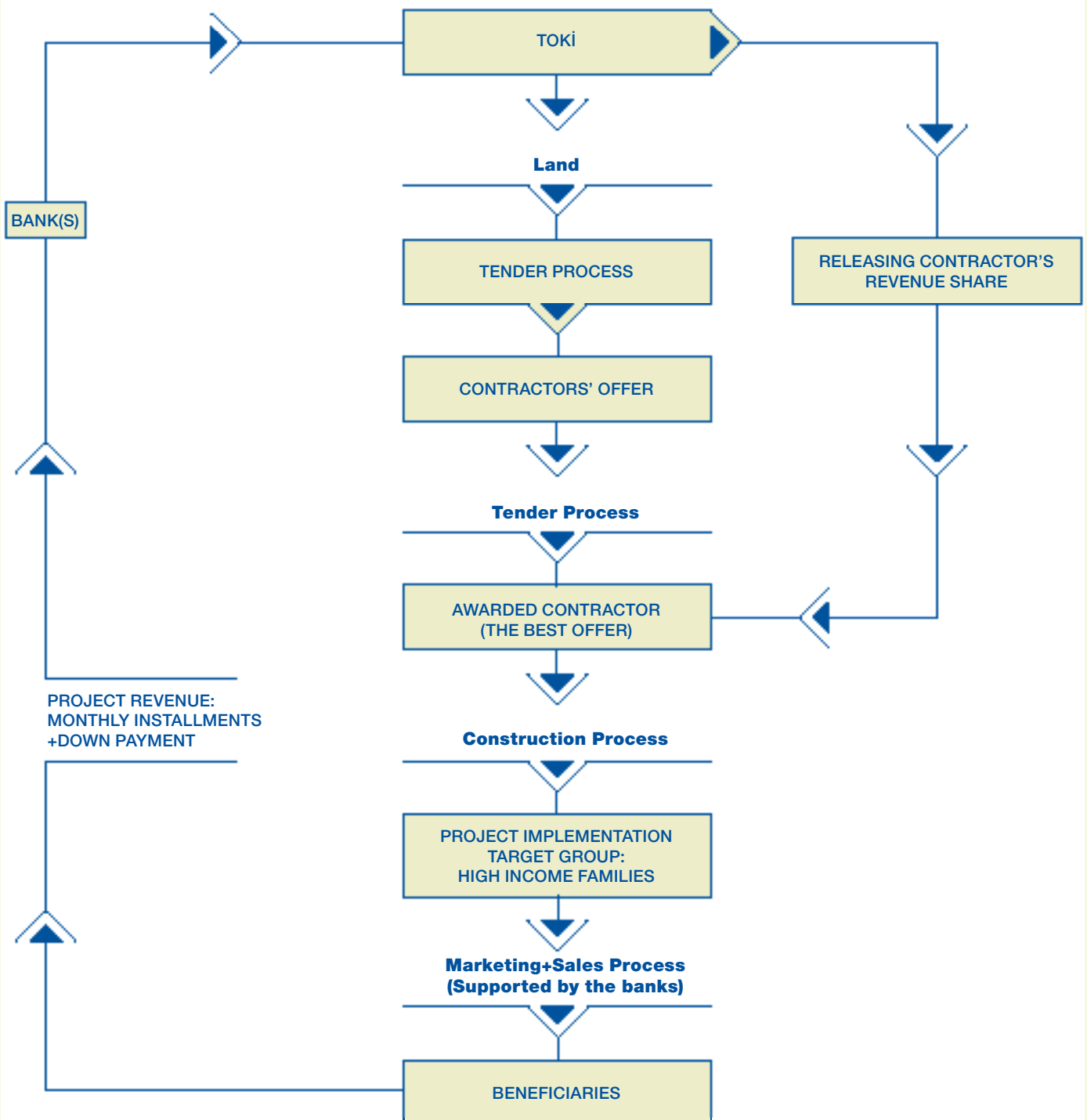
Using a bidding formula for the tender determined by the highest possible income rate and income-share ratio in TOKİ's favor, a contractor is

selected. Construction begins when the contractor is chosen and the land acquisition process is finalized. TOKİ benefits in several ways by allowing the contractor to control the process of developing land. The contractor is responsible for the entire cost of financing the investment, thus freeing TOKİ from providing capital needed for social housing projects. As the responsible party, it is in the contractor's best interest to finalize land acquisition, commence and finish construction of the project in the shortest possible time.

An escrow/contingent account for TOKİ's share of the income is opened after the contract has been awarded. While TOKİ collects this income in a previously agreed-upon series of tranches released over several years, the contractor receives payments according to the progress of construction, the amount of the project that has been built and the rates determined between the two parties under their agreement.

Large income-sharing projects are currently being built in metropolitan areas of Istanbul and Ankara. The positive impact of these income-sharing activities on the Administration can be clearly seen with the Eryaman project in Ankara. Offering 1,154 housing units and 128 places for business, this project has sold every unit and is expected to generate over TL 171 million for TOKİ. Having received most of the tranches, TOKİ has already benefited from its investment in this revenue-sharing project.

Income-sharing Model





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13,206 people who are families of soldiers
killed in conflict or families displaced by
terrorism from 1986 to 2009. The amount
of credit available for victims of terrorism
in 2009 was TL 53 thousand per person.

Activities **Credit Applications**

As of 2011, TOKİ has provided over a million housing loans for Turkish citizens

TOKİ supports residential construction activity by extending loans as well. Since 1984, TOKİ has been providing funding support to mass housing developers, cooperatives, municipalities, individuals and families of police and armed forces members that were killed on duty, in accordance with related regulations and declarations. The loans extended by TOKİ are given out by the banks and have terms ranging from 5 to 10 years.

Within this framework, TOKİ has provided nearly 1.1 million loans for cooperatives, municipalities, individuals and the families of soldiers killed in action over the last six years.

In addition, pursuant to the recently announced credit communiqués, completion loans are extended to projects that did not take out a loan from the Administration previously. In

this scope, the mass housing projects for units smaller than 150 square meters (gross) were extended loans based on a point scale system for the first time. Mass housing projects are assigned point scores based on their regions, construction levels, size of the units and the project infrastructure. Regions that are facing urgent housing deficits that were impacted by the Marmara earthquake and the subsequent earthquakes and provinces in the priority regions for development are given priority in this system.

TOKİ's credit applications fall under five major categories: Housing Credits for Victims of War; Cooperative Credits; Credits for the Protection of Cultural and Natural Heritage; Credits for Municipalities; and Credits for Disaster-Relief Credit Applications.

Housing Credits for Victims of Terrorism

The Mass Housing Fund began extending interest-free housing loans to the families of police and armed forces members that were killed on duty, persons who were disabled as a result of terrorist attacks and their widows and orphans in 1985. With an amendment made to the Mass Housing Law in 1991, the scope of this loan was extended to cover the families of all police and armed forces members that were killed in the line of duty and persons who were disabled as a result of terror attacks, as well as the widows and orphans of such persons, who are salary recipients of the Pension Fund for Civil Servants and have obtained a Right Holder Certificate for interest-free housing loans.

The loan amount of TL 53,000 in 2009, is adjusted every year by the annual Turkey-wide price inflation announced by the Turkish Statistical Institute. Within this framework, TOKİ has provided interest-free credits reaching a total of TL 154.3 million to 13,206 people from 1986 to 2009.

The terms for these projects are as follows:

- Only a 10% down payment is required. TOKİ also offers fixed payments over 240 months that begin after the housing has been delivered to the new homeowners.



- Because demand may be very low in regions with a population of under 40,000 people, TOKİ stipulates that there must be enough demand in a specific area before a project commences. The housing potential for these groups is determined in a survey conducted by the local municipality.
- In the areas of Turkey that have suffered from terrorism, such as Eastern and Southeastern Anatolia, an impressive total of 58,699 housing units have been built by this program in the last six years.

Cooperative Credits

Pursuant to the provisions of the Regulation for Implementation of Mass Housing Loans that was published in the Official Gazette No: 23019 dated June 14, 1997, the Housing Development Administration of Turkey provides loan support to mass housing developers (cooperatives, cooperative unions, social assistance institutions, real and legal persons who build housing for the purpose of selling it to developers and municipalities) for residential construction and infrastructure development.

With a long history of success in this area, TOKİ's system for providing cooperative credits has been devised to ensure needy applicants can participate in a timely fashion.

A housing project needs to satisfy the following conditions in order to be eligible for loans:

- Once loan terms are announced in the Official Gazette, housing cooperatives must apply to the bank specified by the Administration within a defined period.
- The Administration concludes a protocol with the bank, giving it the loan availability, utilization and payment responsibility. Based on this agreement the bank determines applicable financial and technical criteria for its potential clients.
- If the cooperative is considered suitable for a loan, the bank submits an Information Assessment Form to TOKİ. The Administration also receives a copy of the insurance policy signed by cooperative and the bank.
- Once the technical aspects of the project and the financial terms have been examined to ensure everything is in order, TOKİ gives approval to eligible projects.
- The Administration sends an official request to the bank for a loan regarding the cooperative project. The bank and cooperative sign the category TOKİ offered credits to unfinished cooperatives, which have mostly suffered from increasing expenditures faced during construction. Thanks to this system,

TOKİ has assisted with the completion of approximately 56,000 housing units to date.

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Credits for the Protection of Cultural and Natural Heritage

In accordance with Law Number 2863 dealing with the Protection of Cultural and Natural Heritage, TOKİ establishes credits for maintenance, repair and restoration work for registered immovable cultural heritage, which are subject to private law and owned by real and legal persons. Utilizing these applications, TOKİ carries out projects to protect and renovate historical structures and local architecture. Projects related to the improvement of historic city structures and implemented under leadership and collaboration of local administrations are given priority. Annual interest for credit used in these projects is 4%, the term is 10 years and back payments are collected as monthly fixed installments. By the end of year 2010, TOKİ has provided credits of 23 million TL for 303 different projects.



TOKİ seeks to be
a fair conciliator between
public needs and
the private sector

One of the many areas TOKİ has invested
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In the last eight years TOKİ has built
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Looking forward to providing every city
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A fair conciliator between public needs and the private sector



Creating TOKİ's vision of affordable housing depends to a great degree on land, its greatest physical asset. Building affordable housing without this additional cost allows TOKİ to control the potential for price gouging. At present, the demand for quality housing in many parts of Turkey has created a market where housing sells at a premium. Acting as a pioneer with regard to preventing speculation and promoting fair housing practices through competitive bidding and quality housing inspection, TOKİ seeks to be a fair conciliator between public needs and the private sector. Recognizing that contractors must make a fair profit for their work, TOKİ's open bidding process selects contractors who are willing to construct quality buildings and earn a steady margin of profit. Through its thoughtful approach to today's housing market, TOKİ wants to set an example for private enterprises to follow.

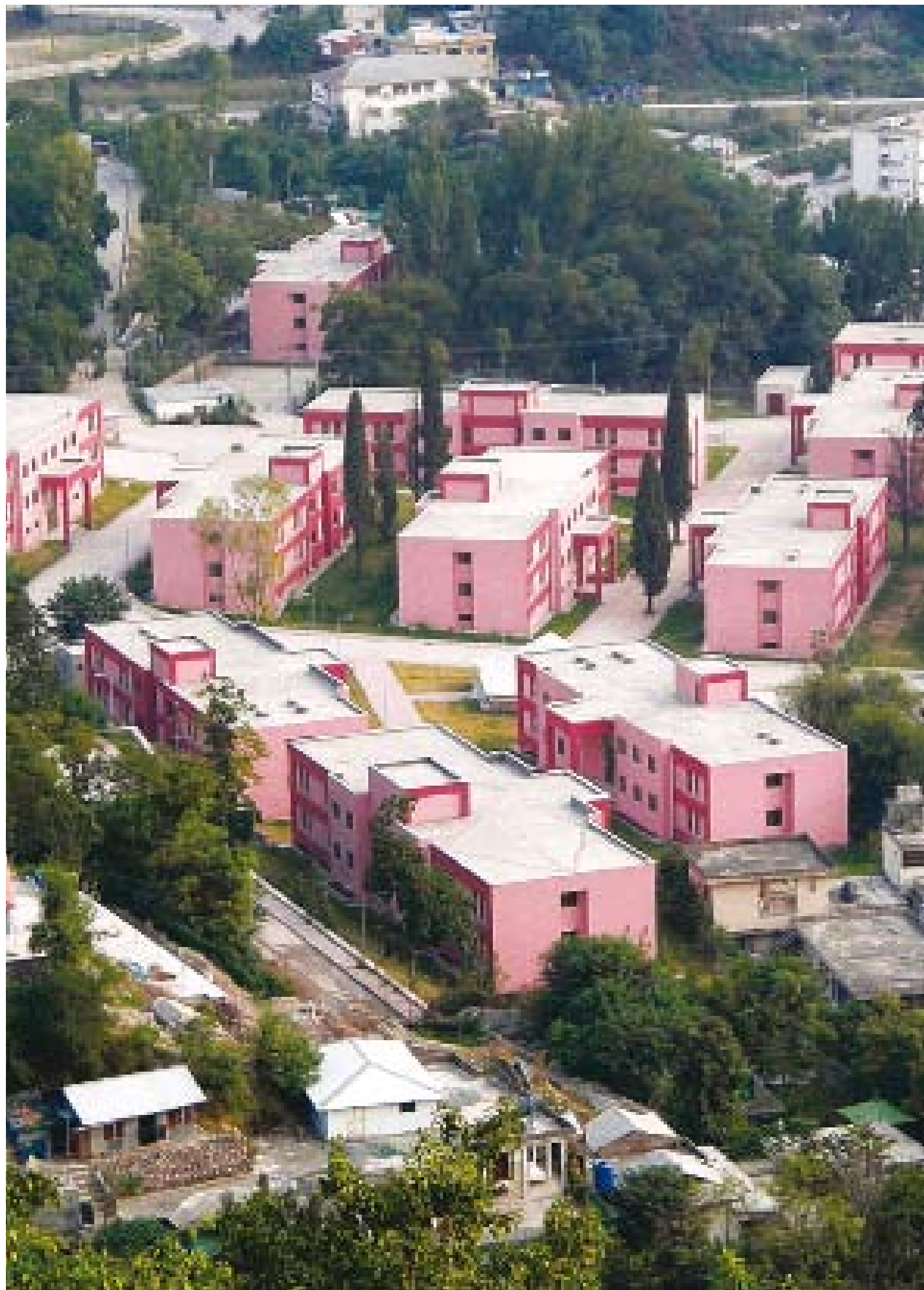
Aside from the real estate already in its portfolio, the Administration locates land that is currently either without title or the owner has lost their title rights. TOKİ first registers the land in a special account with the Treasury. After survey work has been done to determine the proper use for the land, the Treasury Department releases it to TOKİ for use in one of its projects. When necessary, TOKİ can also nationalize or purchase land owned by the public sector or private persons in return for fair value in order to ensure the integrity of the project.

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When a **7.6 magnitude**
earthquake

hit Pakistan on October 8, 2005,
TOKİ was ready to lend a hand

Taking a major part in the reconstruction of Muzafferabad, TOKİ built an administrative building, a building for the local college, a mosque, a conference and exhibition hall, a shopping center, sports gymnasium, guest house, two elementary schools, two dormitories and 192 houses. The Administration also helped modernize the entire city center through its infrastructure and landscaping projects.

Taking advantage of overseas financial opportunities

Having experienced the severe results of natural disasters and the crucial difference that international aid for reconstruction makes, the Turkish Government has charged TOKİ with providing disaster relief to countries in need.

- When the December 26th Banda Aceh Earthquake and Tsunami devastated areas around the rim of the Indian Ocean in 2004, TOKİ provided expertise and financial assistance to the region for much needed reconstruction. In cooperation with the Turkish Red Crescent, the Administration developed a complex in the Matara region of Sri Lanka with 500 housing units, a school, market place, Buddhist temple and a social center and sports arena. In the Banda Aceh region of Indonesia, TOKİ carried out repair and restoration work on 1,050 housing units, a school, mosque and a hospital.

- When a 7.6 magnitude earthquake hit Pakistan on October 8, 2005, TOKİ was ready to lend a hand. Taking a major part in the reconstruction of Muzafferabad, TOKİ built an administrative building, a building for the local college, a mosque, a conference and exhibition hall, a shopping center, sports gymnasium, guest house, two elementary schools, two dormitories and 192 houses. The Administration also helped modernize the entire city center through its infrastructure and landscaping projects.

Seeking also to create greater cooperation with housing agencies around the world, TOKİ is currently

involved in an international joint venture. The Administration sees this as a model for potential agreements with institutions and organizations in the United States, European Union and the Gulf States.

Foreign capital is a crucial pillar of the Turkish economy, bringing stability and allowing its sectors to participate in the international marketplace. TOKİ is seeking to take advantage of overseas financial opportunities to expand its operations.

Within this framework;

- A Joint Action Plan has been established with Ukraine on March 1, 2006.

- A Cooperation Memorandum has been signed with Mongolia Housing Institution on November 2, 2006.

- Recognizing TOKİ has over 25 years of experience in all operational areas of construction, Kuwait Finance House signed a preliminary Joint Venture Agreement with the Administration on April 4, 2007. The Kuwait Investment Authority and the Administration continue to hold top-level meetings to establish cooperation in fields of activities outlined in their protocol.

- Work is in progress for creating new investment opportunities and developing joint venture projects with the United States and countries within the European Union and the Gulf, together with collaboration between relevant domestic institutions and organizations.

- On Wednesday, April 2, 2008, the Kuwait Investment Authority (KIA) and TOKİ signed a Memorandum of Understanding (MOU) for the establishment of a potential partnership to cooperate in projects related to land development, production of mass housing units, real estate counseling services and contracting and consulting services in Turkey.

- On Thursday, April 3, 2008, Sociedad Hipotecaria Federal (SFH) of the Government of Mexico and TOKİ signed a Memorandum of Understanding (MOU) for collaborating on a provision of technical assistance for the development and implementation of two housing market development initiatives through the World Bank: (i) Develop the Mortgage Backed Securities Market; (ii) Mortgage Insurance.

- A Cooperation Memorandum on "Affordable Housing and Social Development" has been signed with Mexico based HOMEX Global S.A. de C.V. on February 12, 2009.

- On March 02, 2009, ORASCOM Development Holding, the largest company of Egypt and TOKİ signed a Memorandum of Understanding (MOU) in order to evaluate for potential collaboration opportunities within the framework of mutual responsibilities.

- On April 30, 2009, the Ministry of Energy, Mining and Industry of the Federation of Bosnia and Herzegovina and TOKİ signed a Memorandum of Understanding (MOU) for developing

social housing projects in Sarajevo and Mostar, jointly operating in construction sector as well as sharing know how on technology.

- The Administration has been working on co-development opportunities in areas covering Qatar, Bahrain, Abu Dhabi, Yemen, Mongolia, Ukraine and Algeria, by exploiting the Administration's specific expertise and know-how in regard to developing fast, reliable, affordable and quality social housing units and creating modern living environments.

With the Memorandum of Agreement executed in Damascus by and between Syrian Arab Republic Development General Directorate of Housing Development and TOKİ on 23 December 2009; the parties have put forth the fundamental items of partnership in the fields of planning, technique, real estate finance, housing plan and real estate development as well as education and competence, in order to improve cooperation of the parties on the subject of housing development. Within the scope of the agreement in question, study visits and negotiations were launched between the delegations of both countries. With the Letter of Agreement executed on 04 August 2010 by and between Iranian Property Developers' Association-PRED and TOKİ, the first official step was taken for cooperation between the parties on the subjects of responsibility. A Letter of Agreement was executed by and between TOKİ and Ministry of Public Works and Settlements of Islamic Republic of Pakistan on 7 December 2010 for development of cooperation

by and between Pakistan and Turkey. In addition to those agreements, TOKİ holds a "responsible" position considering its field of activity on the subjects of public works, planning, housing production, consulting and contractor services within the scope of agreements between various countries to which Turkey is a party. Among those are the Memorandum of Agreement in the field of contracting and consulting

executed on 15 October 2009 by and between the Ministry of Public Works and Settlements and Republic of Iraq Ministry of Settlements and Construction, the Memorandum of Cooperation in the field of Housing and Construction and Agreement of Cooperation in the Field of Slums signed respectively on 15 May and 23 December 2009 by and between the Ministry of Public Works and Settlements and Syria.



Pakistan-Jammu Keshmir Houses for Disaster Relief



The Erzincan-Çarşı District
Urban Renewal-Slum
Transformation Project of TOKİ
was selected as a

Good Practice

by the UN-HABITAT and
the Dubai Municipality.

In order to support its activities, collect data and guide the formation and shaping of potential new research subjects, TOKİ has undertaken a series of joint research projects with academicians/universities and national and international private and institutional research companies. In addition, to review its studies with all of the players in the sector, TOKİ organizes meetings attended by participants who are selected based on the scope of the subject.

Aiming to develop the most deliberate, prudent and creative approaches

Given an opportunity to show its work on behalf of Turkish citizens, TOKİ has been able to demonstrate its thoughtful, well-developed approach based on careful research and planning. Taking charge of reconstruction efforts after the 1992 Erzincan Earthquake, TOKİ's hard work, responsible approach and accordingly successful results it obtained led to the Administration to be chosen as the contact administration for the second United Nations Conference on Human Settlements (HABITAT II) in Istanbul in June 1996.

Gathering participants from nearly every country in the world, HABITAT II provided a forum to debate new approaches to the ancient question of how a country can provide the best possible settlements for its people. Discussing the latest research and mapping strategies for providing the world with the shelter, infrastructure and social facilities, HABITAT II was hailed as a great success by its participants. TOKİ hosted international activities after this event to further clarify the questions it raised and to provide possible answers to the momentous issues at hand.

Earthquakes and economic difficulties severely limited the Administration's ability to engage in serious dialogue about the problems of housing and urban renewal for several years. Fortunately, the election of the 58th Parliament again brought the issue of housing to the forefront of the government's concerns. Charged by the Parliament to provide nearly a quarter of a million units of housing in



six years, TOKİ again made research and development a central issue.

Keeping development of the best possible housing at the forefront of its concerns, TOKİ arranged the First Housing Convention in April 2006 in Istanbul. Focusing on lower-income groups and urban transformation, the conference was a chance for TOKİ to show the important work it has already done and an opportunity to further perfect the process of creating the least-expensive, highest-quality housing possible. The First Housing Convention provided an excellent opportunity to share information with related companies and entities in the public sector and the private sector, non-governmental organizations and academicians. This created a forum to identify and generate solutions for housing development for the lower-income class and transformation of the slums, as well as sharing TOKİ's

As the economic effects of TOKİ's projects are beginning to be felt, the Administration recognizes that human-environmental interaction becomes particularly critical.

activities with the public at the national and international level and improving current practices.

Acting as an impetus for deeper investigation, the convention spurred further research. Since March 2006, TOKİ has supported the publication of seven research projects and associated reports along with publishing conference proceedings.

During the Barcelona Meeting Point Conference in 2007, the Administration won the award for the Best International Real Estate Project.

The Erzincan-Çarşı District Urban Renewal-Slum Transformation Project of the Housing Development Administration of Turkey (TOKİ) was selected as a Good Practice by the UN-HABITAT and the Dubai Municipality (October 2008).

North Ankara Entrance Urban Transformation Project undertaken by TOBAŞ, a TOKİ subsidiary, has been selected as one of the Good Practices at the 2009 Habitat Business Awards for Sustainable Urbanization, which was organized by the UN-HABITAT for the participation of private sector projects (May 2009).

TOKİ was deemed worthy of an award by the organization committee of the EIRE (Expo Italia Real Estate) International Real Estate Convention for its contributions to the development of social housing (June 2009).

Aside from the many presentations that have been planned, TOKİ is also sponsoring workshops to



combine theoretical and the practical approaches to housing and urban development.

With regard to R&D activities carried out by the Administration and within the framework of the activities carried out as describing and promoting owning a house and TOKİ relation in our country, in May 2007, an art competition was organized around the theme of My House, My City. In this competition, creative art work on sheltering and housing concepts made by elementary school students throughout the country were supported by TOKİ. Paintings by the students from 81 provinces were exhibited during the awards performed at the Administration.

While raising its quantitative target, TOKİ also aims to make qualitative improvements to the design criteria of habitation areas by utilizing the results of research projects.

The primary R&D projects of TOKİ and publications realized can be listed as follows:

- 1- Housing Development Administration Associated Municipalities Efficiency Questionnaire 2005 – Database and Evaluation, Veri Araştırma Danışmanlık Eğitim ve Yayıncılık Tic. A.Ş. March 2006.
- 2- Housing Sector in Turkey and Position of Republic of Turkey Prime Ministry Housing Development Administration in Housing Development, Building-Industry Center, April 2006.
- 3- TOKİ Housing Convention, Istanbul 8-9 April 2006, Convention Book, April 2006.
- 4- Housing Development Administration Customer Consultation Process Research Study, Analytic Research-Counseling, September 2006.
- 5- Republic of Turkey Prime Ministry Housing Development Administration “My Home, My City” Primary Schools Drawing Contest, Elected Pieces of Art Catalogue, May 2007.
- 6- Housing Development; Administration Awareness, Reliability and Brand Image Study, Odak Araştırma ve Danışmanlık Ltd. Şti. January 2008.
- 7- Research Study for Development of a Compilation Method of Human-Environment Relations Data Necessary for Formation of Urban Environmental Standards in Housing Development Areas, METU Faculty of Architecture Research and Design Planning and Implementation Center (MATPUM)*,
- 8- Housing Development Administration Customer Consultation Process Satisfaction Research 2010, Pollmark Research, May 2010

9- Housing Development Administration Customer Consultation Process Years 2006-2010 Comparison Report, DDE Support, Advice and Training, August 2010.

Seeking to create better solutions, TOKİ and RICBED at Middle East Technical University cooperatively worked to improve its effectiveness and efficiency. The research RICBED has done for TOKİ was seeking to:

- describe the qualitative criteria that must be taken into account to create effective urban design scales for mass housing projects,
- document exactly how these criteria are to be defined, and
- establish a precise, measurable standard for planning mass housing projects.

As the economic effects of TOKİ's projects are beginning to be felt, the Administration recognizes that human-environmental interaction becomes particularly critical. Aiming to improve urban environmental standards and architectural design details it is using, TOKİ is creating yet another opportunity to develop the most deliberate, prudent and creative approaches possible.

While raising its quantitative target, TOKİ also aims to make qualitative improvements to the design criteria of habitation areas by utilizing the results of research projects. Taking into consideration the various regional characteristics and cultural values within Turkey, TOKİ plans to enrich its housing development projects, in terms of both locational and social aspects to satisfy all preferences and utilization demands. For this purpose, an architectural project competition called “Housing Design” Architectural

Project (Idea) Competition for Istanbul-Kayabaşı District was organized in order to establish architectural criteria and design principles that take into consideration the climate, social and cultural characteristics of various geographic regions and to design housing projects that will constitute a model for TOKİ's new projects. In February 2009, TOKİ launched an architectural competition for recommendations for the inhabited sections of the Kayabaşı mass housing area, located on the European side of Istanbul, to the northwest of the downtown and adjacent to the city. The competition was finalized in May 2009; eight first prize equivalents and eight purchasing awards were given.

In June 2010, for the purpose of having TOKİ housing implementations held within the framework of the housing leap throughout the country photographed in view of the human aspect, and of being supported as a corporation, a Photography Contest with the subject “Mass Housing and Man” was arranged in coordination with Turkish Federation of Photography Artists.

216 contestants sending their pieces of art to the “international color printed photography contest” open for participation of both amateur and professional works of art contested over 730 photographs, and 13 works of art reaching the final were determined.

The 10 works of art beyond the first three won the honorable mention award, and 44 works of art were found worthy of exhibiting. 19 works of art not among those came out or among those awarded with a honorable mention have been purchased by TOKİ.



Aiming to improve urban environmental standards and architectural design details it is using, TOKİ is creating yet another opportunity to develop the most deliberate, prudent and creative approaches possible.



TOKİ has signed
a protocol with the
**Social Services and Child
Protection Administration**
to provide a variety of
projects worth TL 200 million

In addition to the 500,000 housing units
started by TOKİ, construction of 686 schools,
67 dormitories, 715 gymnasiums, 2 kindergartens
and 38 libraries have been constructed.

Activities **Working with Other Government Agencies**

Sharing its expertise in planning, tendering and construction

Using its considerable experience in planning, tendering and construction, TOKİ is working in cooperation with other governmental agencies in Turkey to create a variety of socio-economic opportunities for its citizens.

Social Reinforcement Projects

In all of its projects to date, in addition to education facility constructions, TOKİ is building schools, healthcare clinics, houses of worship, sports and recreational areas and other social facilities that are designed based on need. TOKİ transfers the rights of use of these facilities to relevant institutions free of charge. In addition, pursuant to the protocols signed with related ministries, TOKİ assumes the construction of social facility buildings and their outlying buildings in exchange for funding.

Schools*	249
Multi-purpose gym	6
Gym	24
Nursery school	4
Workshop	19
Boarding house	62
Lodgment	10
Concert hall	2

*TOKİ has built a total of 686 schools.

Promoting Education

In all of its projects to date, in addition to education facility constructions, TOKİ is building schools and outlying buildings in areas where Ministry of Education requires. Utilizing sites determined by the Ministry of Education, TOKİ has planned and built the facilities necessary to provide quality education. Launched after a protocol was signed between the two parties in May 2007, the projects have a total investment value of TL 1.6 billion. These impressive figures above show the dedication of TOKİ and the Ministry of Education to providing Turkish youth with a better future.

Providing Healthcare

In all of its projects to date, in addition to building healthcare clinics, offering assistance to as many needy Turkish citizens as possible, TOKİ signs over the rights of use of the healthcare facilities that it builds, complete with the necessary social facilities, to the Ministry of Health.

The Administration entered into an agreement with the Ministry of Health in November 2006 to plan and build healthcare facilities. Using a land swap agreement defined in the protocol, property owned by the Treasury Department and allocated to the Ministry of Health was signed over to TOKİ in exchange for the value of the hospitals to be built.

Within the scope of protocols executed with the Ministry of Health;

Hospital	138
Village Clinic	3
Lodgement	9
Campus Hospital	1
Integrated Hospital	5
112 Emergency Service	1
Medical Facility	1
Dental Health Center	1

Offering Care

Orphanage	27
Unhandicapped Life Center	21
Society Center	7
Rehabilitation Center	7
Nursing Home	5
Day Care Center	2
Provincial Directorate Building	1

Seeking to give abandoned or disadvantaged children better opportunities to lead loving, productive lives, TOKİ has signed a protocol with the Social Services and Child Protection Administration to provide a variety of projects worth TL 200 million. A total of 27 modern orphanages will be built with small, detached buildings to raise these youngsters in a loving, family-like environment. Aware that more must be done for the physically disadvantaged, handicapped-accessible centers for the disabled and five rehabilitation centers are being planned or already under construction while senior centers and nursing homes are already being constructed. TOKİ is proud to be part of a government that places these issues at the core of its activities.

Financing Youth Activities

TOKİ builds sports and recreational areas as part of the social facilities simultaneously with the residential units based on the needs of the project area.

Together with the General Directorate of Youth and Sports, TOKİ has worked with the Ministry of Finance and the Galatasaray Football Club to build the Ali Sami Yen Tourism and Trade Complex. Located on an extremely valuable piece of property in the center of Istanbul, the current stadium is small, obsolete and potential hazardous if an earthquake strikes. Seeking to use such valuable property to its full potential, the General Directorate of Youth and



Sports has worked with the Istanbul Metropolitan Municipality and the honorable Recep Tayyip Erdoğan, Prime Minister of Turkey, to develop a land-use plan that would encompass the full variety of concerns common to the stakeholders. The project has been realized through TOKİ's revenue sharing model. In Seyrantepe, an ultra-modern, multi-purpose sports complex with a seating capacity for 52,000 and a retractable roof is ready to take shape. There are 4,500 parking spaces available to ease congestion in an area where parking is almost impossible at any hour of the day or night.

As part of this project, the 34,640 square meter property that currently hosts the Ali Sami Yen Stadium, which is owned by the General Directorate of Youth and Sports and is under a 49-year lease to Galatasaray Football

Club, has been developed as a tourism and commercial center and urban social infrastructure areas will be built on this property. In return, the property in Seyrantepe has been signed over to the Treasury and transferred to TOKİ following the approval of the Ministry of Finance. TOKİ will build a 157,840-square meter multi-purpose sports facility under the income-sharing model on this property, which will again be owned by the General Directorate of Youth and Sports. The General Directorate of Youth and Sports will once again lease the stadium that will be built to Galatasaray Football Club for a term of 49 years.

Future Outlook

Providing 500,000 housing units by the end of 2010

Ensuring that housing construction takes place within a certain model via alternative practices, TOKİ intends to satisfy 5 to 10 percent of the urgent housing need that is predicted by the State Planning Organization of Turkey and the Turkish Statistical Institute to be approximately 3 million units. Disciplining the housing market and preventing speculative activity by focusing on such criteria as quality, durability and affordability are also among TOKİ's objectives.

In line with this target, TOKİ has provided 500,000 housing units by the end of 2010. In the last eight years, following work on its projects all over the country, TOKİ is focused on providing more housing for urban areas in the near future. With at least 15 million people, the greater metropolitan region of Istanbul and the surrounding districts will receive the lion's share of the Administration's housing construction efforts.



The high population density of most major Turkish cities is also making it more and more impractical to build within the traditional boundaries of the city. In response, TOKİ will build a number of "satellite towns" in major cities, such as Istanbul, Ankara, Izmir, Adana and Diyarbakır. Towns near Istanbul, such as Çorlu, Silivri and Lüleburgaz will particularly benefit from this program. As industrial centers that play a central role in the economy, these satellite cities will create housing for the workforce and provide infrastructure and social utilities to support further economic growth.

Seeing TOKİ as a corporation in terms of its operational and financial position, it is obvious that the Administration is ready to assume the financing it needs.

Fulfilling the future

All the above are just the first of TOKİ's programs initiated this year. As part of the current government's plan to bring better living standards to Turkey's Southeastern region, Turkey's Prime Minister, Tayyip Erdoğan, announced an aid package worth TL 12 billion for that region in February 2008.

As part of these efforts, TOKİ is already committed to an investment of TL 7 billion for construction in the East and Southeast of Turkey with a total of

- 75,000 housing units
- 155 schools
- 172 sports centers
- 8 kindergartens
- 81 shopping centers
- 34 hospitals
- 16 health centers
- 71 mosques
- 7 libraries

TOKİ will continue to play a major role in helping the government bring economic well-being to the area.

The next steps to success

Growing dramatically with each passing year, proceeds from the Administration's long-term receivables portfolio are now over 90% of TOKİ's annual budget. However, pressure to create more housing is growing and the cost of meeting these goals is certain to create a gap between the Administration's revenue and expenditures. There is no doubt that TOKİ will need to obtain some form of borrowing in the future to fulfill the goals it has established.

Fortunately, there are many reasons to be very confident of TOKİ's ability to finance its debts. Since 2003 the Turkish Government has considered the Administration one of the lynchpins of its social policies. With the July 2007 re-election of the current government, (the 60th Government), which controls a large majority of the Parliament, the ensuing political stability guarantees policy continuity. In

turn, the government has reformed the Turkish economic system in line with IMF recommendations. As Moody's notes, the ensuing structural reforms have made the economy "much more resilient".

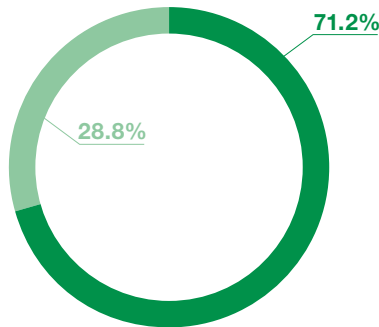
Seeing TOKİ as a corporation in terms of its operational and financial position, it is obvious that the Administration is ready to assume the financing it needs. It has reported a profit over the last six years, each year an improvement over the last. Unlike many government entities that are bogged down by bureaucracy, TOKİ has the independence and therefore the ability to make thoughtful investments. Fitch Ratings also notes that the TOKİ budget is "tightly controlled but independent". With inflation-adjusted long-term receivables increasing each year, the road is clear for TOKİ's long-term profitability.



Human Resources

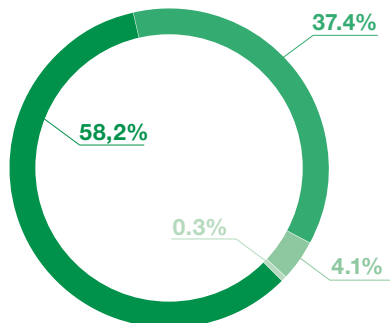
Personnel

- 444 men (71.2%)
- 179 women (28.8%)



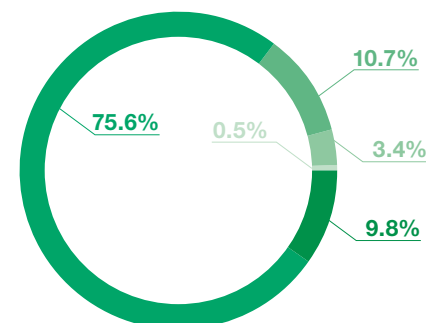
Workforce

- 363 technical (59%)
- 233 administrative (36.3%)
- 25 legal (4.3%)
- 2 health services (0.4%)



Personnel

- 61 graduate (9.8%)
- 471 undergraduate (75.6%)
- 67 two-year senior high school (10.7%)
- 21 high school (3.4%)
- 3 secondary school (0.5%)



Valuable experience and dedication of TOKİ employees

In addition to providing the best possible housing, social utilities and infrastructure that is at the heart of its mission, TOKİ fosters its employees' sense of identification with the enterprise. Forging a distinct, powerful identity for a government administration, TOKİ employees are encouraged to take pride in their responsibilities and to further the Administration's agenda by combining independence and cooperation. The 623 personnel have been carefully chosen for the essential skills and greater than average dedication that guarantees success. As a member of the public sector, TOKİ also offers its employees the benefits of being civil servants, such as a guaranteed benefit package that includes top-quality

public health insurance and retirement. The end result is that the turnover rate at TOKİ is very low, ensuring that it retains the valuable experience of its employees and their continued dedication.

Each job applicant at TOKİ undergoes a rigorous and comprehensive process of vetting. Once the application arrives, it is sent to the Hiring Committee where the credentials and recommendations are rigorously checked. Those applicants that are considered qualified for the position at hand are then sent on to the department where the vacancy exists. Once the department has assessed their skills, candidates are chosen and the interview process begins.

Well-trained, experienced and efficient

TOKİ's Personnel and Training Department develops numerous programs while working on a system of annual evaluations. Seminars and on-the-job training, specifically geared to make its administrative staff more knowledgeable and efficient in their performance are required. If their administrative staff needs preparation for specific areas beyond the scope of the Administration's training program,

TOKİ will send them to certified courses or a vocation school so they may achieve the skills they need. To stay fully informed of developments in urban renewal worldwide and to allow employees to stay in touch with colleagues, TOKİ sends its staff to international seminars and conferences whenever the chance and need arises.



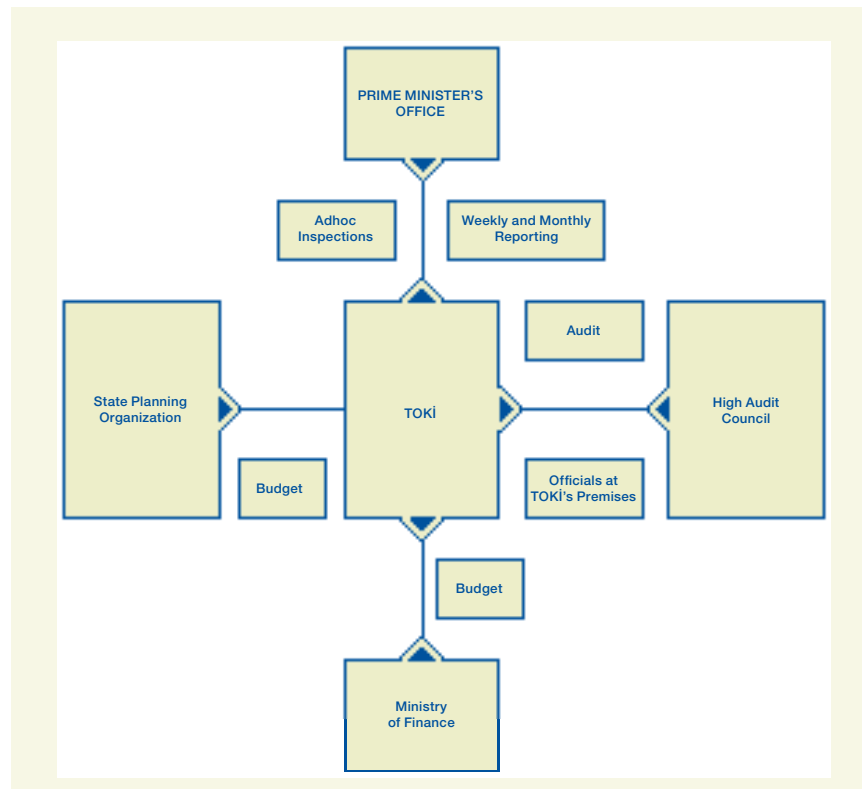
Corporate Governance and Risk Management

Safeguarding investments, controlling risk

Controlling a budget that operates independently of the state government, TOKİ is a non-profit governmental administration with no shareholders, exempt from corporate taxes and subject to public law. Using the management and financial practices of the corporate world to increase productivity and decrease bureaucracy, TOKİ is still defined by its social mission and is ultimately responsible to the Turkish Government, which is deeply involved with its operations and governance. Providing guidance for TOKİ's short and long-term goals, the Prime Minister's Office and the Ministry of Finance work with the Administration on all budget proposals. Indicating yet again the strategic value the government places on TOKİ, the State Planning Organization (SPO) includes all of TOKİ's investment projects in their annual program starting from 2008.

Turkish Parliament of the High Audit Council of Turkey audits TOKİ annually and reports to both the Prime Minister and the Parliament. As the ultimate financial arbiter in the Turkish Government, the High Audit Council determines its fiscal soundness. Knowing that careful tracking of financial figures defines fiscal responsibility, the Prime Minister's Office has TOKİ provide it with daily financial updates and monthly written reports. If for any reason a matter is in dispute, the Prime Minister is empowered to appoint inspectors at any time to look into TOKİ's finances or operations. The ability to borrow externally is also carefully controlled. Before the Administration can do so, it must get the approval of the

Prime Minister's Office. As TOKİ's accounts are not consolidated into the state budget, the Administration follows standard business practices and is immune to any changes in the methods of accounting used by the Turkish Government.





Using the management and financial practices of the corporate world to increase productivity and decrease bureaucracy, TOKİ is still defined by its social mission and is ultimately responsible to the Turkish Government, which is deeply involved with its operations and governance.

Corporate Governance and Risk Management

Supervision and Control

Housing sales are TOKİ's major source of revenue, but the key to its current success has been the substantial increase in TOKİ's land portfolio since 2004. Providing TOKİ primarily with land allocations rather than direct financial investment, the Turkish Government has created a strong platform for the various business models the Administration derives benefit.

TOKİ selects a private contractor for its subsidized housing projects through a competitive bidding system in line with the Public Procurement Law. Once a contract has been awarded, responsibility for the financial risk of the project and its insurance premiums are written into the protocol and held by the contractor. This keeps TOKİ safe and protected against any kind of financial exposure during the building process. Facing a surge in the demand for housing that is expected to continue into the near future, the Administration is also protected from commercial risk even if the economy does not continue to grow at its current pace.

Housing units in the TOKİ projects are offered for sale during the construction stage and the costs of the units are calculated based on construction costs. Sales prices of the units are set by taking into consideration the cost of infrastructure and social facility buildings, both inside the housing complex and in general and the cost of technical services in addition to the construction costs of the units. Depending on the payment capacity of the target group, between ten and forty percent of the cost of the residential units are required as down

payment while the remaining amount is collected in 84 to 240 monthly installments.

The target group for these social housing projects is the low and middle income families who cannot become homeowners under market conditions. Following the down payment at the beginning of the project, right holders make their monthly payments until the maturity of the loan according to the single-index payment plan.

In this system TOKİ theoretically uses a double-index credit system; the loan balance is indexed to the nominal interest rate whereas payments are indexed to rate of increase in government workers' salaries. The real interest rate is assumed to be zero, so the balance is indexed to the inflation rate. Since the economic policies in Turkey set the rate of increase of government workers' salaries to the inflation rate, the double-index system was transformed into a single-index (rate of increase of government workers' salaries) system. As a result, share of the home purchase expense within the household income remains constant throughout the term of the loan.

In these types of projects of the Administration, monthly payments of the housing units developed for the low and middle income group are increased twice a year, in January and July of each year, based on the rate of increase of government workers' salaries for the previous six months. On the other hand, the monthly payments of the units developed for the low income group and the poor are increased based on the lowest of the rate of increase of government workers' salaries, the PPI and the CPI of the previous six months.

Since the ownership right of the home belongs to TOKİ until the loan is paid off in full, payments are under guarantee.

While achieving a great deal of success in the creation of modern and quality housing, TOKİ's ability to generate very healthy financial figures has also been noted by both Moody's and Fitch Ratings. They point out fewer than 10 housing units have been repossessed since 1984 for non-payment, a figure that is particularly remarkable for a non-profit government entity in a country considered part of the developing world. The beneficiaries of TOKİ's social housing clearly understand the value of their property and the debt they have assumed.

TOKİ's income-sharing projects in the private sector also help minimize risk by generating needed revenue. The investment period for social housing generally runs from 18 to 24 months, while the long-term repayment schedule for housing credits runs for 10 years on average. Creating needed income from these revenue-sharing projects with the private sector, TOKİ protects itself against fluctuations between the time it invests in a project and the time it takes for the loan to be repaid.

Technology and Innovation

Secure, capable and state-of-the-art

Technology

TOKİ has a wide variety of state-of-the-art tools that allow it create, perform and protect the resources with which it has been entrusted. The Administration has 16 computer servers. With the exception of one Compaq Proliant 8000 that uses an Intel Pentium chip, all the smaller servers, whether IBM, Compaq or HP, are powered with Intel Xeon hard drives with varying MB ram from 2x to 3x1024. The main server in Ankara is an IBM Intel X-Series 346 Server that uses the 2x Xeon CPU with 3.60 GHZ and operates with 8x1024 MB ram. As the heart of TOKİ's technological operations, this system uses a Microsoft Windows 2003 Enterprise Server Operating System. The smaller servers use either the Microsoft Enterprise or Standard Server Operating Systems.

All servers are backed up with a variety of hardware and software to ensure that all data is stored and retrievable in the case of a system disaster. TOKİ uses a Dell Powervault 132T Tape Library and an HP MSI 2024/4048 Ultrium 960 Tape library for archival purposes. All archival material is stored either on cartridges or HDD units on 1TB capacity fiber disks. The hardware is kept on a back-up server and managed with Commvault Backup Software.

The entire information storage system, stored on a cartridge or a hard drive, is backed-up every 15 days. Incremental back-up of the system also occurs within the 15-day period. In the case of a systemic disaster, the system is constructed so all the data can be restored from both the cartridges and HDD units. In the case of a physical disaster, back-up cartridges are stored in another building in Ankara separate from TOKİ's headquarters. The case used to store the cartridges is resistant up to 1,000 degree Celsius.

To ensure the right software is used for any situation, TOKİ uses a variety of software programs. Data is stored on the Oracle Database system, while all urban planning, engineering and architectural drawing is done on either AutoCAD, NetCAD Modules or Adeko's IntelliCAD 2001. Aside from the MS Enterprise and Standard Server Operating Systems already mentioned, the Administration uses MS Office Professional Win32 Turkish in both the Office 2000 and Office 2003 versions. A variety of other software, such as Plaxis, Rastex and Probina by Orion are also used.

This variety of up-to-date hardware and software allows TOKİ to use the latest technology in all of its applications. Producing critically important work, the TOKİ staff has all the latest software it needs for land survey, project design, the selection and use of construction materials and for project management.

Standardization

Turkey is a country with formidable geological barriers that can hamper the ability to create standardized buildings able to withstand the full force of nature. Earthquakes, floods, landslides and groundwater are major issues that need to be considered. TOKİ's geological and geotechnical surveys are conducted utilizing the latest equipment to ensure the most accurate analysis; conclusions obtained can safeguard human life and guarantee the long-term success of its projects.

In the construction phase, TOKİ always selects materials that are appropriate to the character of the project. A certificate from the Turkish Standards Institute is required for all the construction materials, from the ready-mix concrete for the foundation to heat insulation. All of the Administration's projects are carefully inspected by both experts of the consultant companies and TOKİ teams during the process of construction to safeguard against substandard engineering and shoddy workmanship.

Health, Safety and Environment

Considering environmental factors and sustainability

Recognizing that a clean working and living environment is what makes our planet truly habitable, TOKİ primarily considers environmental factors and sustainability in its operations and seeks to protect life, preserve natural resources, reduce waste and prevent pollution. Every project TOKİ prepares, takes full consideration of the regional climate and ecology. The Administration's technical team including city planners, architects and engineers make sure their buildings make the most efficient use of energy resources. Natural ventilation is used to the greatest extent to cut down on the need for heating and air conditioning. Using a strictly enforced energy standard, all of TOKİ's projects are required to meet the Turkish Thermal Insulation Standard TS 825. Heating and cooling are kept to a minimum, allowing for a savings of 25 to 50 percent for fuel in any building it constructs.

A matter of great concern in the world today is the carbon gas created by the use of fossil fuels. As a rapidly developing country, Turkey is struggling with the ecological fallout from its dynamic economic growth. TOKİ is doing all it can to impact this increasing carbon footprint by

making energy-saving and renewable energy resources a must. All of the Administration's projects use three-stage heating boilers that release the gas produced by the boilers at the lowest possible carbon ratio. At TOKİ's construction projects, hot water is generated where possible by using solar panels. In regions of geothermal activity, the Administration makes use of this natural resource to heat what it builds. TOKİ also makes sure that its urban projects can be tied to natural gas lines to create better air quality in densely populated areas.

TOKİ initiated corporate efforts to use the results of the research project titled "Developing the Method of Compiling the Data on Human-Environment Relations Required to Constitute Urban Environmental Standards in Mass Housing Areas" that was undertaken jointly with METU-RICBED in TOKİ projects (as part of the TOKİ project tenders).

Knowing that the construction industry can be dangerous, TOKİ has taken a variety of thoughtful precautions to limit the potential for injury. Onsite inspection is conducted to make sure equipment like scaffolding is securely built and that the project watches out for the overall safety of its workforce. With 1,900 construction sites in 81 provinces, TOKİ knows that limiting on-the-job injuries creates a more productive work environment.

Health, safety and environmental principles

- Use environmentally friendly technology when and wherever possible,
- Always minimize the consumption of energy and natural resources,
- Recycle materials in every possible condition,
- Create a minimum amount of waste.

Social Responsibility

TOKİ itself is a social responsibility project

TOKİ as a whole is a countrywide social responsibility project. Working to fulfill articles 56 and 57 of the present Turkish Constitution that states "Everyone has the right to live in a healthy balanced environment", TOKİ holds a common cause in line with the needs of Turkish citizens to provide them with decent standards of living. Since its establishment in 1984, the Administration has built 500,000 housing units and provided financing to over 1 million individual buyers. It has become possible to provide long-term rural and urban planning and housing opportunities for the disadvantaged while creating the necessary infrastructure and social welfare projects to spark local economies.

Each new project TOKİ plans is another opportunity to provide empowerment for those who have been left behind. Every foundation that is built lays the groundwork for opportunities that did not previously exist. Every homeowner turning the

lock on the front door of their new home is also unlocking a better future for themselves and their family. Whether it is building social housing, bringing needed aid to the victims of disasters or helping a local municipality reduce urban blight by transforming their landscape in a positive and productive manner, TOKİ has contributed in a diverse variety of ways to the improvement of generations yet to come.

Success in the global market is a direct result of attention to quality, performance in complying with standards, investments as well as support organizations, which is a critical component. TOKİ expends its best efforts in these areas. Solid results of the Administration so far are proof-positive of this fact.

TOKİ's fundamental approach to succeed consists of growing through sharing and progressing by participation.

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