(CONVENIENCE TRANSLATION OF
CONSOLIDATED FINANCIAL STATEMENTS
ORIGINALLY ISSUED IN TURKISH- SEE NOTE 32)

**EREĞLİ DEMİR VE ÇELİK
FABRİKALARI T.A.Ş. AND ITS SUBSIDIARIES**

CONSOLIDATED FINANCIAL STATEMENTS
FOR THE PERIOD 1 JANUARY-30 SEPTEMBER 2012

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EREĞLİ DEMİR VE ÇELİK FABRİKALARI T.A.Ş. AND ITS SUBSIDIARIES

CONSOLIDATED BALANCE SHEET AS OF 30 SEPTEMBER 2012

(Amounts are expressed in Turkish Lira ("TRY") unless otherwise indicated.)

	Note	(Unaudited) Current Period 30 September 2012	(Audited) Previous Period 31 December 2011
ASSETS			
Current Assets		**5.902.187.085**	**6.024.733.105**
Cash and Cash Equivalents	4	1.637.661.123	1.102.710.213
Financial Investments	5	180.120	9.232.974
Trade Receivables	8	942.332.443	1.141.698.002
Due From Related Parties	*28*	*17.457.659*	*9.723.604*
Other Trade Receivables	*8*	*924.874.784*	*1.131.974.398*
Other Receivables	9	259.095	277.962
Inventories	10	3.199.237.260	3.628.497.829
Other Current Assets	18	122.517.044	142.316.125
Non Current Assets		**7.353.948.539**	**7.365.849.568**
Other Receivables	9	253.927	219.483
Financial Investments	5	9.491.911	47.541.529
Investment Properties	11	46.577.264	46.577.264
Property, Plant and Equipment	12	6.975.654.022	6.911.644.581
Intangible Assets	13	154.056.438	164.152.691
Deferred Tax Assets	26	73.137.496	110.735.816
Other Non Current Assets	18	94.777.481	84.978.204
TOTAL ASSETS		**13.256.135.624**	**13.390.582.673**

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

EREĞLİ DEMİR VE ÇELİK FABRİKALARI T.A.Ş. AND ITS SUBSIDIARIES

CONSOLIDATED BALANCE SHEET AS OF 30 SEPTEMBER 2012

(Amounts are expressed in Turkish Lira ("TRY") unless otherwise indicated.)

	Note	(Unaudited) Current Period 30 September 2012	(Audited) Previous Period 31 December 2011
LIABILITIES			
Current Liabilities		**2.768.363.861**	**2.470.408.918**
Financial Liabilities	6	1.972.075.979	1.487.868.881
Other Current Financial Liabilities	7	3.669.383	558.936
Trade Payables	8	400.039.047	533.658.160
Due to Related Parties	*28*	*10.819.752*	*9.852.395*
Other Trade Payables	*8*	*389.219.295*	*523.805.765*
Other Payables	9	69.396.981	63.694.522
Due to Related Parties	*28*	-	*341*
Other Payables	*9*	*69.396.981*	*63.694.181*
Current Tax Liabilities	26	9.573.673	44.693.617
Provisions	15	102.364.731	77.424.150
Other Current Liabilities	18	211.244.067	262.510.652
Non Current Liabilities		**3.147.752.449**	**3.632.625.683**
Financial Liabilities	6	2.738.140.724	3.289.928.316
Other Non Current Financial Liabilities	7	19.726.009	10.400.444
Provisions for Employment Benefits	17	263.354.552	218.122.934
Deferred Tax Liabilities	26	126.031.855	113.234.445
Other Non Current Liabilities	18	499.309	939.544
EQUITY	19	**7.340.019.314**	**7.287.548.072**
Equity attributable to equity holders of the parent		**7.133.241.184**	**7.086.723.062**
Share Capital		3.090.000.000	2.150.000.000
Inflation Adjustment to Capital		342.195.166	731.967.735
Treasury Shares (-)		(103.599.856)	(74.637.969)
Share Issue Premium		106.447.376	231.020.042
Revaluation Reserve of Tangible Assets		26.128.134	27.228.155
Cash Flow Hedging Reserves		(34.404.786)	(14.783.355)
Foreign Currency Translation Reserves		109.092	(489.005)
Restricted Reserves Assorted from Profit		1.618.843.079	1.757.470.693
Retained Earnings		1.730.124.661	1.273.384.263
Net Profit for the Period		357.398.318	1.005.562.503
Non-controlling Interests		**206.778.130**	**200.825.010**
TOTAL LIABILITIES AND EQUITY		**13.256.135.624**	**13.390.582.673**

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

EREĞLİ DEMİR VE ÇELİK FABRİKALARI T.A.Ş. AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF INCOME
FOR THE NINE MONTHS PERIOD ENDED 30 SEPTEMBER 2012

(Amounts are expressed in Turkish Lira ("TRY") unless otherwise indicated.)

	Note	(Unaudited) Current Period 1 January- 30 September 2012	1 July- 30 September 2012	(Unaudited) Previous Period 1 January- 30 September 2011	1 July- 30 September 2011
OPERATING INCOME					
Revenue	20	7.135.136.547	2.350.559.009	6.664.784.165	2.447.962.759
Cost of Sales (-)	20	(6.406.173.291)	(2.046.541.930)	(4.993.233.842)	(1.758.033.907)
GROSS PROFIT		**728.963.256**	**304.017.079**	**1.671.550.323**	**689.928.852**
Marketing, Sales and Distribution Expenses (-)	21	(81.320.267)	(25.948.305)	(73.390.534)	(25.302.498)
General Administrative Expenses (-)	21	(131.373.859)	(41.445.186)	(125.975.121)	(47.332.496)
Research and Development Expenses (-)	21	(826.425)	(403.785)	(481.947)	(139.077)
Other Operating Income	23	44.639.409	13.759.608	73.556.054	16.624.577
Other Operating Expenses (-)	23	(54.603.933)	(14.550.085)	(99.273.553)	(35.568.188)
OPERATING PROFIT		**505.478.181**	**235.429.326**	**1.445.985.222**	**598.211.170**
Finance Income	24	319.123.074	85.780.660	451.348.949	233.555.432
Finance Expense (-)	25	(342.998.593)	(119.408.416)	(828.407.689)	(474.732.249)
PROFIT BEFORE TAX		**481.602.662**	**201.801.570**	**1.068.926.482**	**357.034.353**
Tax Expense	26	(97.649.841)	(41.252.508)	(208.694.507)	(71.290.289)
- Current Corporate Tax Expense		(42.077.778)	(9.581.431)	(151.857.758)	(61.457.186)
- Deferred Tax Expense		(55.572.063)	(31.671.077)	(56.836.749)	(9.833.103)
PROFIT FOR THE PERIOD		**383.952.821**	**160.549.062**	**860.231.975**	**285.744.064**
- Non-Controlling Interests		26.554.503	8.801.493	27.722.307	7.728.554
- Equity Holders of the Parent		357.398.318	151.747.569	832.509.668	278.015.510
EARNINGS PER SHARE	27	0,1157	0,0491	0,2694	0,0900
(TRY 1 Nominal value per share)					

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

EREĞLİ DEMİR VE ÇELİK FABRİKALARI T.A.Ş. AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
FOR THE NINE MONTHS PERIOD ENDED 30 SEPTEMBER 2012

(Amounts are expressed as Turkish Lira ("TRY") unless otherwise indicated.)

	Note	(Unaudited) Current Period 1 January- 30 September 2012	1 July- 30 September 2012	(Unaudited) Previous Period 1 January- 30 September 2011	1 July- 30 September 2011
PROFIT FOR THE PERIOD		**383.952.821**	**160.549.062**	**860.231.975**	**285.744.064**
Other Comprehensive Income/(Expense):					
Change in Revaluation Reserve of Tangible Assets		(1.100.021)	(36.362)	1.871.406	432.897
Change in Cash Flow Hedging Reserves		(21.128.679)	(14.258.575)	(12.376.268)	(25.060.335)
Change in Foreign Currency Translation Reserves		598.097	107.308	(5.639.135)	(327.257)
OTHER COMPREHENSIVE EXPENSE FOR THE PERIOD (AFTER TAX)	26	**(21.630.603)**	**(14.187.629)**	**(16.143.997)**	**(24.954.695)**
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		**362.322.218**	**146.361.433**	**844.087.978**	**260.789.369**
Distribution of Total Comprehensive Income					
- Non-controlling Interests		25.047.255	7.805.587	26.923.339	6.013.948
- Equity Holders of the Parent		337.274.963	138.555.846	817.164.639	254.775.421

EREĞLİ DEMİR VE ÇELİK FABRİKALARI T.A.Ş. AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE NINE MONTHS PERIOD ENDED 30 SEPTEMBER 2012

(Amounts are expressed as Turkish Lira ("TRY") unless otherwise indicated.)

	Note	Share Capital	Inflation Adjustment to Capital	Treasury Shares (-)	Share Issue Premium	Revaluation Reserve of Tangible Assets	Cash Flow Hedging Reserves	Foreign Currency Translation Reserves	Restricted Reserves Assorted from Profit	Retained Earnings	**Equity Attributable to the Parent**	Non-controlling Interests	**Total Shareholders' Equity**
(Unaudited)													
1 January 2012		**2.150.000.000**	**731.967.735**	**(74.637.969)**	**231.020.042**	**27.228.155**	**(14.783.355)**	**(489.005)**	**1.757.470.693**	**2.278.946.766**	**7.086.723.062**	**200.825.010**	**7.287.548.072**
Net profit for the period		-	-	-	-	-	-	-	-	357.398.318	**357.398.318**	26.554.503	**383.952.821**
Other comprehensive income/ (loss)		-	-	-	-	(1.100.021)	(19.621.431)	598.097	-	-	**(20.123.355)**	(1.507.248)	**(21.630.603)**
Total comprehensive income/ (loss)		-	-	-	-	(1.100.021)	(19.621.431)	598.097	-	357.398.318	**337.274.963**	25.047.255	**362.322.218**
Dividends paid (*)		-	-	-	-	-	-	-	-	(290.756.841)	**(290.756.841)**	(19.094.135)	**(309.850.976)**
Capital increase	19	940.000.000	(389.772.569)	(28.961.887)	(124.572.666)	-	-	-	(216.668.513)	(180.024.365)	-	-	-
Transfers from retained earnings	19	-	-	-	-	-	-	-	78.040.899	(78.040.899)	-	-	-
30 September 2012	**19**	**3.090.000.000**	**342.195.166**	**(103.599.856)**	**106.447.376**	**26.128.134**	**(34.404.786)**	**109.092**	**1.618.843.079**	**2.087.522.979**	**7.133.241.184**	**206.778.130**	**7.340.019.314**
(Unaudited)													
1 January 2011		**1.600.000.000**	**731.967.735**	**(57.692.172)**	**231.020.042**	**25.241.672**	**(24.396.817)**	**4.845.393**	**1.696.170.542**	**2.303.873.875**	**6.511.030.270**	**180.214.055**	**6.691.244.325**
Net profit for the period		-	-	-	-	-	-	-	-	832.509.668	**832.509.668**	27.722.307	**860.231.975**
Other comprehensive income/ (loss)		-	-	-	-	1.871.406	(11.577.300)	(5.639.135)	-	-	**(15.345.029)**	(798.968)	**(16.143.997)**
Total comprehensive income/ (loss)		-	-	-	-	1.871.406	(11.577.300)	(5.639.135)	-	832.509.668	**817.164.639**	26.923.339	**844.087.978**
Dividends paid		-	-	-	-	-	-	-	-	(436.135.258)	**(436.135.258)**	(13.714.050)	**(449.849.308)**
Capital increase		550.000.000	-	(16.945.797)	-	-	-	-	-	(533.054.203)	-	-	-
Transfers from retained earnings	19	-	-	-	-	-	-	-	61.300.151	(61.300.151)	-	-	-
30 September 2011	**19**	**2.150.000.000**	**731.967.735**	**(74.637.969)**	**231.020.042**	**27.113.078**	**(35.974.117)**	**(793.742)**	**1.757.470.693**	**2.105.893.931**	**6.892.059.651**	**193.423.344**	**7.085.482.995**

(*) On the Regular General Assembly dated 30 March 2012, dividend distribution amounting to TRY 300.000.000 (31 March 2011: TRY 450.000.000) from 2011 net profit was approved. As the Company holds 3,08% of its shares with a nominal value of TRY 66.242.638 as of 30 March 2012, dividends for treasury shares are netted off under dividends paid. The dividend amount of TRY 476.330 has not been paid as of 30 September 2012.

EREĞLİ DEMİR VE ÇELİK FABRİKALARI T.A.Ş. AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE NINE MONTHS PERIOD ENDED 30 SEPTEMBER 2012

(Amounts are expressed as Turkish Lira ("TRY") unless otherwise indicated.)

	Note	(Unaudited) Current Period 1 January- 30 September 2012	(Unaudited) Previous Period 1 January- 30 September 2011
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit before tax and non-controlling interests		481.602.662	1.068.926.482
Adjustments to reconcile net profit before tax to net cash provided by operating activities:			
Depreciation and amortization expenses	20/22	257.455.139	228.653.166
Provision for employee termination benefits	17	46.881.421	29.260.770
Provision for seniority incentive premium	17	2.377.860	6.537.726
Gain on sale of property plant and equipment	23	(551.914)	(765.786)
Income from sale of financial assets	23	-	(7.962.073)
Loss on write off of property plant and equipment	23	1.540.959	4.080.387
Increase in provision for doubtful receivables	8/9	1.155.281	34.399.005
(Decrease)/Increase in the allowance for inventories	10	(280.888)	5.726.347
Increase in provision for unpaid vacations	18	5.973.205	4.580.247
Increase in provision for pending claims and lawsuits	15	38.298.597	33.712.864
(Decrease)/Increase in penalty provision for obligatory employment shortage of disabled people	15	(155.633)	358.678
Decrease in provisions for tax related contingencies	15	-	(21.556.149)
Increase in provision for state right on mining activities	15	3.457.960	1.499.293
Interest expenses	25	193.026.214	191.879.426
Interest income	24	(95.169.374)	(130.499.812)
Unrealized foreign currency (gain)/loss of financial liabilities		(209.668.341)	621.528.085
Loss/(gain) on fair value changes of derivative financial instruments	24/25	23.093.072	(66.933.507)
Net cash provided by operating activities before changes in working capital		**749.036.220**	**2.003.425.149**
Changes in working capital	32	467.123.387	(1.232.230.662)
Interest paid		(163.738.856)	(168.957.320)
Interest received		94.166.454	136.985.723
Lawsuits paid	15	(12.540.269)	(4.192.171)
Penalty paid for the employment shortage of disabled people	15	(415.650)	(1.400.626)
Taxes paid	26	(77.197.722)	(106.036.418)
Employee termination benefits paid	17	(3.542.835)	(14.133.806)
State rights paid for mining activities	15	(3.704.424)	(1.578.340)
Provision paid for wages and salaries	15	-	(12.000.000)
Seniority incentive premium paid	17	(484.828)	(71.001)
Net cash provided by operating activities		**1.048.701.477**	**599.810.528**
CASH FLOWS FROM INVESTING ACTIVITIES			
Changes in financial assets held as available for sale	5	(16.301)	(7.757)
Proceeds from sale of financial assets		-	50.712.250
Cash used in the purchase of tangible assets	12	(312.845.481)	(287.615.470)
Cash used in the purchase of intangible assets	13	(4.983.799)	(2.369.553)
Cash provided by sales of tangible assets	12/13/23	610.471	1.164.475
Net cash used in investing activities		**(317.235.110)**	**(238.116.055)**
CASH FLOWS FROM FINANCING ACTIVITIES			
New borrowings		2.775.284.573	1.960.826.462
Repayment of borrowings		(2.663.070.597)	(3.439.327.516)
Dividends paid		(290.280.511)	(435.319.313)
Dividends paid to non-controlling interests		(19.094.135)	(9.062.974)
Net cash used in by financing activities		**(197.160.670)**	**(1.922.883.341)**
NET CHANGES IN CASH AND CASH EQUIVALENTS		**534.305.697**	**(1.561.188.868)**
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	4	**1.100.335.205**	**2.866.694.086**
Currency translation difference, net		(357.707)	(1.208.624)
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	4	**1.634.283.195**	**1.304.296.594**
Accrued interest income	4	3.377.928	4.610.274
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD INCLUDING ACCRUED INTEREST INCOME	4	**1.637.661.123**	**1.308.906.868**

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

NOTE 1 – GROUP'S ORGANIZATION AND NATURE OF OPERATIONS

Erdemir Grubu ("Group"), is composed of Ereğli Demir ve Çelik Fabrikaları T.A.Ş. ("Erdemir" or "the Company"), and its subsidiaries which it owns the majority of their shares or has a significant influence on their management structure.

The immediate parent and ultimate controlling party of the Group are Ataer Holding A.Ş. and Ordu Yardımlaşma Kurumu, respectively.

Ordu Yardımlaşma Kurumu (OYAK/Armed Forces Pension Fund) was incorporated on 1 March 1961 under the Act No. 205 as a private entity under its own law subject to Turkish civil and commercial codes and autonomous in financial and administrative matters. OYAK, being an "aid and retirement fund" for Turkish Armed Forces' members, provides various services and benefits within the framework of social security concept anticipated by Turkish Constitution. OYAK has nearly sixty direct and indirect subsidiaries in industry, finance and service sectors. The detailed information about OYAK can be found on its official website (www.oyak.com.tr).

The Company was incorporated in Turkey as a joint stock company in 1960. The principal activities of the Company are production of iron and steel rolled products, alloyed and non-alloyed iron, steel and pig iron castings, cast and pressed products, coke and their by-products.

The Company's shares have been traded in Istanbul Stock Exchange since the establishment of the Istanbul Stock Exchange (year 1986).

The main operations of the companies included in the consolidation and the share percentage of the Group for these companies are as follows:

Name of the Company	Country of Operation	Operation	2012 Share %	2011 Share %
İskenderun Demir ve Çelik A.Ş. ("ISDEMIR")	Turkey	Iron and Steel	92,91	92,91
Erdemir Madencilik San. ve Tic. A.Ş.	Turkey	Iron Ore and Pellet	90,00	90,00
Erdemir Çelik Servis Merkezi San. ve Tic. A.Ş.	Turkey	Iron and Steel	100	100
Erenco Erdemir Müh. Yön. ve Dan. Hiz. A.Ş.	Turkey	Management and Consultancy	100	100
Erdemir Romania S.R.L.	Romania	Iron and Steel	100	100
Erdemir Lojistik A.Ş.	Turkey	Logistics Services	100	100

Erdemir Gaz San. ve Tic. A.Ş. as disclosed in non-current financial investments is excluded from consolidation, as it has been dormant since its establishment and it does not significantly affect the consolidated financial statements of the Group (Note 5). In the Extraordinary General Meeting of Erdemir Gaz San. ve Tic. A.Ş. dated 7 May 2012, liquidation of the Company has been decided. In the General Meeting of Erdemir Lojistik A.Ş. dated 8 June 2012, the merger of the Company with Erdemir Çelik Servis Merkezi San. ve Tic. A.Ş. has been decided. This merger will have no impact on the financial position of the Group.

The Company's trade registry address is Uzunkum No:7 / Karadeniz Ereğli.

NOTE 1 – GROUP'S ORGANIZATION AND NATURE OF OPERATIONS (cont'd)

The number of the personnel employed by the Group as at 30 September 2012 and 31 December 2011 are as follows:

	30 September 2012 Personnel	31 December 2011 Personnel
Monthly paid personnel (A)	3.376	3.368
Hourly paid personnel (B)	9.183	8.640
Candidate worker (C)	681	1.293
Contractual personnel (D)	20	20
Contractual personnel (SZ)	72	112
Total	13.332	13.433

NOTE 2 – BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS

2.1 Basis of Presentation

The Company and all its subsidiaries in Turkey maintain their legal books of account and prepare their statutory financial statements ("Statutory Financial Statements") in accordance with accounting principles issued by the Turkish Commercial Code ("TCC") and tax legislation. The subsidiary which operates abroad maintain its books of account and prepare its statutory financial statements denominated in the currency of the foreign country and in compliance with the legislation of the foreign country. The consolidated financial statements include the adjustments and reclassifications applied on the Group's legal books in accordance with the Generally Accepted Accounting Principles issued by Capital Market Board ("CMB"). The financial statements are prepared on cost basis, except the derivative financial instruments carried on fair value (Note 5 and Note 7).

CMB, in accordance with Communiqué Serial: XI, No: 29 on "Communiqué on Financial Reporting in the Capital Markets", regulates the comprehensive set of principles, procedures and basis of preparation, presentation and announcement of financial statements prepared by the entities. This communiqué is effective for the periods from the first interim financial statements prepared subsequent to1 January 2008 and supersedes the Communiqué Serial XI, No: 25 "Accounting Standards in Capital Markets". According to the Communiqué, entities shall prepare their financial statements in accordance with International Financial Reporting Standards ("IAS/IFRS") endorsed by the European Union (EU). However, IAS/IFRS issued by the IASB shall be applied until the differences between IAS/IFRS that are endorsed by the European Union and the standards issued by the International Accounting Standards Board ("IASB") are announced by Turkish Accounting Standards Board ("TASB"). Accordingly, Turkish Accounting Standards/ Turkish Financial Reporting Standards ("TAS/TFRS") issued by the TASB which are in line with the aforementioned standards are essential.

Until the differences between IAS/IFRS that are endorsed by the European Union and the ones issued by the IASB are announced by TASB, the consolidated financial statements are prepared within the framework of Communiqué XI, No:29. The consolidated financial statements and the related notes are presented in accordance with the formats required by the CMB, with the announcements dated 17 April 2008 and 9 January 2009, including all compulsory disclosures.

The Group prepares its consolidated financial statements as of 31 December 2005 and after in accordance with IFRS based on the permission of the CMB's Statement No:017/83-3483, dated 7 March 2006, stating that: "…As explained in your letter, if the disclosure of the financial statements prepared in accordance with IFRS, instead of the CMB's Communiqué Serial: XI, No: 25 is needed, the 2005 financial statements prepared in accordance with IFRS should be revised according to the accounting standards announced by our Board. Hence, these financial statements may be issued to public if only the necessary restatement adjustments in accordance with IAS 29 "Financial Reporting in Hyperinflationary Economies" are eliminated and the necessary adjustments in the comparative financial statements are made".

NOTE 2 – BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

2.1 Basis of Presentation (cont'd)

Functional and Reporting Currency

TRY is accepted as the functional and reporting currency of the Company's subsidiaries and affiliates operating in Turkey.

Functional and reporting currency for the subsidiary abroad

The financial statements of the subsidiary operating in Romania have been prepared in accordance with the legislation in force within the country, and are arranged reflecting the necessary adjustments and reclassifications in conformity with IFRS. The assets and liabilities of the foreign subsidiary in terms of Romanian Lei have been translated into Turkish Lira using the foreign exchange rate at the balance sheet date. Income and expenses and cash flows have been translated into Turkish Lira using the average foreign exchange rate for the period.

As a result, the differences between closing and average foreign exchange rates and due to the deviation arising from differences between the value of the equity accounts of the consolidated partnership and the subsidiary are followed under the foreign currency translation reserves in equity. The functional and national currency of the subsidiary established in Romania is Romanian Lei.

The foreign subsidiary has been established as a foreign legal entity.

Approval of the consolidated financial statements

The consolidated financial statements have been approved and authorized to be published on 18 October 2012 by the Board of Directors. The General Assembly has the authority to revise the financial statements.

2.2 The Adjustment of the Financial Statements in Hyperinflationary Periods

In accordance with the decision made on 17 March 2005, by CMB, as effective from 1 January 2005, the inflation accounting is no longer required for companies operating in Turkey and preparing their financial statements due to the accounting standards of CMB. Since the date of the decision, the preparation and publication of the financial statements in accordance with IAS 29, " Financial Reporting in Hyperinflationary Economies", issued by the IASB, have ceased.

2.3 Changes in Accounting Estimates and Errors

The changes in accounting estimates affecting the current period are recognized in the current period, the changes in accounting estimates affecting both in the current and future periods, prospectively.

2.4 Basis of Consolidation

The consolidated financial statements incorporate the financial statements of the Group and its subsidiaries controlled by the Group. This control is normally evidenced when Group is able to govern the financial and operating policies of an enterprise so as to benefit from its activities.

Subsidiaries

The companies which the Group, directly or indirectly, has above 50% ownership interest or 50% voting rights or has power to exercise control on operations, have been fully consolidated. If the Group has the power to govern the financial and operating policies of the subsidiaries for its own benefit, control is deemed to present.

NOTE 2 – BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

2.4 Basis of Consolidation (cont'd)

Subsidiaries (cont'd)

Subsidiaries are consolidated from the date on which control is transferred to the Group and ceased to be consolidated from the date on which control is transferred out of the Group.

The accounting policies of the subsidiaries consolidated are changed and aligned with the Group's accounting policies when necessary. All significant transactions and balances between the Company and its subsidiaries are eliminated during consolidation.

When the Group purchases a company, the assets and liabilities of the relevant subsidiary are measured at their fair values at the date of acquisition. The amount of the non-controlling interest shares is obtained by the calculation of the fair values of assets and liabilities with respect to the proportion of the non-controlling interest. The operational results of subsidiaries are included or excluded from consolidation according to their effective dates of acquisition and disposal, respectively.

Non-controlling interests in the net assets of the subsidiaries included in consolidation, appears as a separate item in Group's equity. Non-controlling interests consist of non-controlling party's amount that already exists as of the first acquisition date and the amounts take place during the changes in the parent company's equity related to non-controlling interest after the first acquisition date. Losses of the non-controlling interests are distributed to the shares of the non-controlling interests. The equity and net income attributable to non-controlling interests are shown separately in the consolidated balance sheet and income statement, respectively.

2.5 Comparative Information and Restatement of Consolidated Financial Statements with Prior Periods

The Group's consolidated financial statements are presented in comparison with the previous period in order to allow for the determination of the financial position and performance trends. The comparative information is reclassified when necessary in order to be aligned with the current period consolidated financial statements. The detailed information about these restatements are presented in Note 32.

2.6 Significant Judgments and Estimates of the Group on Application of Accounting Policies

The Group makes estimates and assumptions prospectively while preparing its consolidated financial statements. These accounting estimates are rarely identical to the actual results. The estimates and assumptions that may cause significant adjustments to the carrying values of assets and liabilities in the following reporting periods are listed below:

2.6.1 Useful lives of property, plant and equipment and intangible assets

The Group calculates depreciation for the fixed assets by taking into account their useful lives that are stated in Note 2.9.3 and 2.9.4 (Note 12, Note 13).

NOTE 2 – BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

2.6 Significant Judgments and Estimates of the Group on Application of Accounting Policies (cont'd)

2.6.2 Deferred tax

The Group recognizes deferred tax on the temporary timing differences between the carrying amounts of assets and liabilities in the financial statements prepared in accordance with IFRS and statutory financial statements which is used in the computation of taxable profit. The related differences are generally due to the timing difference of the tax base of some income and expense items between statutory and IFRS financial statements. The Group has deferred tax assets resulting from tax loss carry-forwards and deductible temporary differences, which could reduce taxable income in the future periods. All or partial amounts of the realizable deferred tax assets are estimated in current circumstances. The main factors which are considered include future earnings potential; cumulative losses in recent years; history of loss carry-forwards and other tax assets expiring, the carry-forward period associated with the deferred tax assets, future reversals of existing taxable temporary differences that would, if necessary, be implemented, and the nature of the income that can be used to realize the deferred tax asset (Note 26).

2.6.3 Fair values of derivative financial instruments

The Group values its derivative financial instruments by using the foreign exchange and interest rate estimations and based on the valuation estimates of the market values as of the balance sheet date (Note5, Note 7, Note 29).

2.6.4 Provision for doubtful receivables

Allowance for doubtful receivables reflect the future loss that the Group anticipates to incur from the trade receivables as of the balance sheet date which are subject to collection risk considering the current economic conditions. During the impairment test for the receivables, the debtors are assessed with their prior year performances, their credit risk in the current market, their performance after the balance sheet date up to the issuing date of the financial statements; and also the renegotiation conditions with these debtors are considered. The provision for doubtful receivables is presented in Note 8 and Note 9.

2.6.5 Provision for inventories

During the assessment of the provision for inventory the following are considered; analyzing the inventories physically and historically, considering the employment and usefulness of the inventories respecting to the technical personnel view. Sales prices listed, average discount rates given for sale and expected cost incurred to sell are used to determine the net realizable value of the inventories. As a result of this, the provision for inventories with the net realizable values below the costs and the slow moving inventories are presented in Note 10.

2.6.6 Provisions for employee benefits

Assumptions about discount rates, inflation rates, future salary increases and employee turnover rates are made to calculate Group's provision for employee benefits. The details related with the defined benefit plans are stated in Note 17.

NOTE 2 – BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

2.6 Significant Judgments and Estimates of the Group on Application of Accounting Policies (cont'd)

2.7 Offsetting

Financial assets and liabilities are offset and the net amounts are reported with their net values in the balance sheet where either there is a legally enforceable right to offset the recognized amounts or there is an intention to settle on a net basis, or realize the asset and settle the liability simultaneously.

2.8 Adoption of New and Revised International Financial Reporting Standards

The accounting policies adopted in the preparation of the consolidated financial statements as at 30 September 2012 are consistent with those of the previous financial year, except for the adoption of new and amended IFRS and IFRIC interpretations effective as of 1 January 2012 summarized below. These standards, amendments and interpretations have no effect on the Group's financial position and performance.

The new standards, amendments and interpretations which are effective as at 1 January 2012 are as follows:

IAS 12 (Amended) 'Deferred Taxes: Recovery of Underlying Assets' This amendment has not yet been endorsed by the EU. Adoption of this amendment did not have any impact on the financial position or performance of the Group.

IFRS 7 (Amended) 'Financial Instruments: Disclosures – Enhanced Derecognition Disclosure Requirements' (Effective for annual periods beginning on or after 1 July 2012. Therefore the amendments are not effective as of interim reporting period). The amendment affects disclosures only and did not have any impact on the financial position or performance of the Group.

Standards issued but not yet effective and not early adopted

Standards, interpretations and amendments to existing standards that are issued but not effective up to date of issuance of the consolidated financial statements are as follows. The Group will make the necessary changes if not indicated otherwise, which will be affecting the consolidated financial statements and disclosures, after the new standards and interpretations become in effect.

IAS 1 (Amended) 'Presentation of Financial Statements - Presentation of Items of Other Comprehensive Income' (Effective for annual periods beginning on or after 1 July 2012, but earlier application is permitted). This standard has not yet been endorsed by the EU. The Group does not expect that this amendment will have an impact on the financial position or performance of the Group.

IAS 19 (Amended) 'Employee Benefits' (Effective for annual periods beginning on or after 1 January 2013, with earlier application permitted. With very few exceptions retrospective application is required). This standard has not yet been endorsed by the EU. The Group is assessing the impact of the amended standard on the financial position or performance of the Group.

IAS 27 (Amended) 'Separate Financial Statements' (Effective for annual periods beginning on or after 1 January 2013 and are applied on a modified retrospective basis). This amendment has not yet been endorsed by the EU. The Group does not expect that this amendment will have an impact on the financial position or performance of the Group.

IAS 28 (Amended) 'Investments in Associates and Joint Ventures' (Effective for annual periods beginning on or after 1 January 2013 and are applied on a modified retrospective basis). This amendment has not yet been endorsed by the EU. The Group does not expect that this amendment will have an impact on the financial position or performance of the Group.

NOTE 2 – BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

2.8 Adoption of New and Revised International Financial Reporting Standards (cont'd)

Standards issued but not yet effective and not early adopted (cont'd)

IAS 32 (Amended) 'Financial Instruments: Presentation - Offsetting Financial Assets and Financial liabilities' (These amendments are to be retrospectively applied for annual periods beginning on or after 1 January 2014). This standard has not yet been endorsed by the EU. The Group does not expect that this amendment will have a major impact on the financial position or performance of the Group.

IFRS 7 (Amended) 'Financial Instruments: Disclosures - Offsetting Financial Assets and Financial Liabilities' (The amendments are to be retrospectively applied for annual periods beginning on or after 1 January 2013 and interim periods within those annual periods). This standard has not yet been endorsed by the EU. The Group does not expect that this amendment will have an impact on the financial position or performance of the Group.

IFRS 9 'Financial Instruments: Classification and measurement' (Effective for annual periods beginning on or after 1 January 2015): The standard has not been endorsed by EU yet. The Group is assessing the effects of the amendment.

IFRS 10 'Consolidated Financial Statements' (Effective for annual periods beginning on or after 1 January 2013 and are applied on a modified retrospective basis). This amendment has not yet been endorsed by the EU. The Group is assessing the effects of the standard.

IFRS 11 'Joint Arrangements' (Effective for annual periods beginning on or after 1 January 2013 and are applied on a modified retrospective basis). This standard has not yet been endorsed by the EU. The Group does not expect that this standard will have an impact on the financial position or performance of the Group.

IFRS 12 'Disclosure of Interests in Other Entities' (Effective for annual periods beginning on or after 1 January 2013 and are applied on a modified retrospective basis). This amendment has not yet been endorsed by the EU. The Group does not expect that this amendment will have an impact on the financial position or performance of the Group.

IFRS 13 'Fair Value Measurement' (Effective for annual periods beginning on or after 1 January 2013 and will be adopted prospectively). This amendment has not yet been endorsed by the EU. The Group is assessing the impact of the new standard on the financial position or performance of the Group.

IFRIC 20 'Stripping Costs in the Production Phase of a Surface Mine' (Effective for annual periods beginning on or after 1 January 2013 with earlier application permitted). This standard has not yet been endorsed by the EU. The Group is considering the impact on the financial position or performance of the Group.

NOTE 2 – BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

2.9 Valuation Principles Applied / Significant Accounting Policies

Valuation principles and accounting policies used in the preparation of the consolidated financial statements are as follows:

2.9.1 Revenue recognition

Revenue is measured at the fair value of the received or receivable amount. The estimated customer returns, rebates, and other similar allowances are deducted from this amount.

<u>Sale of goods</u>

Revenue from the sale of goods is recognized when all the following conditions are satisfied:

- The Group transfers the significant risks and benefits of the ownership of the goods to the buyer;
- The Group retains neither a continuing managerial involvement usually associated with ownership nor effective control over the goods sold;
- The amount of revenue is measured reliably;
- It is probable that the economic benefits associated with the transaction will flow to the Group; and
- The costs incurred or to be incurred due to the transaction are measured reliably.

<u>Dividend and interest revenue</u>

Interest revenue is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount.

Dividend revenue from investments is recognized when the shareholders' rights to receive payment have been established.

<u>Rental income</u>

Rental income from investment properties is recognized on a straight-line basis over the term of the relevant lease.

2.9.2 Inventories

Inventories are valued at the lower of cost or net realizable value. The costs, including an appropriate portion of fixed and variable overhead expenses, are assigned to inventories held by the method most appropriate to the particular class of inventory, with the majority valued by using the monthly weighted moving average method. Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

2.9.3 Property, plant and equipment

Property, plant and equipment purchased before 1 January 2005 are disclosed in the financial statements at their indexed historical cost for inflation effects as at 31 December 2004, on the other hand the purchases made in 2005 and in later periods are presented at their historical cost, less depreciation and impairment loss. Except for land and construction in progress, other tangible assets are depreciated according to straight-line basis or units of production method basis using the expected useful lives of the assets.

NOTE 2 – BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

2.9 Valuation Principles Applied / Significant Accounting Policies (cont'd)

2.9.3 Property, plant and equipment (cont'd)

The Group's tangible fixed assets operating in the production of iron ore, flat steel, long steel, seamless steel tube and high silicon flat steel are stated in the balance sheet at their revalued amounts. Any increase arising from the revaluation of the existing assets is recorded under the revaluation reserve, in the shareholders' equity. A decrease in carrying amount arising on the revaluation of assets is charged to the consolidated income statement to the extent that it exceeds the balance in the revaluation reserve that is related to the previous revaluation.

The carrying values of property, plant and equipment are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets or cash-generating units are written down to their recoverable amounts. The recoverable amount of property, plant and equipment is the greater of net selling price and value in use.

In assessing the value in use, the estimated future cash flows are discounted to their present values using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs. Impairment losses are recognized in the consolidated income statement.

The rates that are used to depreciate the fixed assets are as follows:

	Rates
Buildings	2-16%
Land improvements	2-33% and units of production level
Machinery and equipment	3-50% and units of production level
Vehicles	5-25% and units of production level
Furniture and fixtures	5-33%
Other tangible fixed assets	5-25%

2.9.4 Intangible assets

Purchased intangible assets

Intangible assets purchased before 1 January 2005 are recognized at their acquisition cost indexed for inflation effects as at 31 December 2004, on the other hand the purchases made in and after 1 January 2005 are recognized at acquisition cost less any amortization and impairment loss. Intangible assets are amortized principally on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each annual reporting period, and any changes in the estimate are accounted for on a prospective basis.

The amortization rates of the intangible assets are stated below:

	Rates
Rights	2-33%
Exploration costs and other intangible fixed assets with special useful lives	5-10% and units of production
Other intangible fixed assets	20-33%

NOTE 2 – BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

2.9 Valuation Principles Applied / Significant Accounting Policies (cont'd)

2.9.5 Impairment of assets

Assets subject to depreciation and amortization are tested for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the greater of net selling price and value in use. Recoverable amounts are estimated for individual assets (for the cash-generating unit). Non-financial assets that are impaired are evaluated for reversal of impairment amount at each reporting date.

2.9.6 Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets, one that takes a substantial period of time to get ready for use or sale, are capitalized as part of the cost of that asset in the period in which the asset is prepared for its intended use or sale. Investment revenues arising from the temporary utilization of the unused portion of facility loans are netted off from the costs eligible for capitalization.

All other borrowing costs are recognized directly in the consolidated income statement of the period in which they are incurred.

2.9.7 Financial instruments

Financial assets and financial liabilities are recognized in the Group's consolidated balance sheet when the Group becomes a legal party for the contractual provisions of the financial instrument.

<u>Financial assets</u>

Financial assets, are initially measured at fair value, less transaction costs except for those financial assets classified as at fair value through profit or loss, which are initially measured at fair value. All financial assets are recognized and derecognized on a trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the timeframe established by the market.

Financial assets are classified into the following specified categories: financial assets as 'at fair value through profit or loss', 'held-to-maturity investments', 'available-for-sale financial assets' and 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Effective interest method

The effective interest rate method is a method of calculating the amortized cost of a financial asset and of allocating the interest income over the relevant period. The effective interest rate is the ratio exactly discounts the estimated future cash receipts through the expected life of the financial asset to the net present value of the financial asset or in a shorter period where appropriate.

Incomes related to the debt instruments that are held to maturity and are available for sale, and financial assets that are classified as loans and receivables are calculated according to the effective interest rate method.

NOTE 2 – BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

2.9 Valuation Principles Applied / Significant Accounting Policies (cont'd)

2.9.7 Financial instruments (cont'd)

Financial assets (cont'd)

Available for sale financial assets

Some of the shares and long term marketable securities held by the Group are classified as available for sale and recognized at their fair values.

The financial assets, which are not priced in an active market and the fair value cannot be recognized accurately, are recognized at cost less accumulated impairments.

Gains and losses arising from changes in fair value are recognized directly in the investments revaluation reserve with the exception of impairment losses, interest calculated using the effective interest method and foreign exchange gains and losses on monetary assets which are recognized directly in the consolidated income statement. Where the investment is disposed of or is determined to be impaired, the cumulative gain or loss previously recognized in the investments revaluation reserve is included in the consolidated income statement for the period.

Dividends associated with the available for sale equity instruments are recognized in consolidated income statement when the Group has the right to receive the related payments.

Receivables

Trade receivables and other receivables are initially recognized at their fair value. Subsequently, receivables are measured at amortized cost using the effective interest method.

Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at each reporting period. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the investment have been impacted.

For receivables, the amount of the impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade receivables where the carrying amount is reduced through the use of an allowance account. When a trade receivable is uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognized in the consolidated income statement.

NOTE 2 – BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

2.9 Valuation Principles Applied / Significant Accounting Policies (cont'd)

2.9.7 Financial instruments (cont'd)

Financial assets (cont'd)

Impairment of financial assets (cont'd)

With the exception of available for sale equity instruments, if, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognized, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortized cost would have been had the impairment not been recognized.

In respect of available for sale equity securities, any increase in fair value subsequent to an impairment loss is recognized directly in the consolidated statement of comprehensive income.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits and other short-term highly liquid investments which their maturities are three-months or less from date of acquisition and that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value. The carrying amount of these assets approximates their fair value.

Financial liabilities

Financial liabilities and equity instruments issued by the Group are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument. An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The accounting policies adopted for specific financial liabilities and equity instruments are set out below.

Financial liabilities are classified as either financial liabilities 'at fair value through profit or loss' or other financial liabilities.

Other financial liabilities

Other financial liabilities are initially accounted at fair value, net of transaction costs.

Subsequently other financial liabilities are accounted at amortized cost using the effective interest method, with interest expense recognized on an effective interest rate basis.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating the interest expense to the relevant period. The effective interest rate is the rate that exactly discounts the estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period to the net carrying amount.

NOTE 2 – BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

2.9 Valuation Principles Applied / Significant Accounting Policies (cont'd)

2.9.7 Financial instruments (cont'd)

Derivative financial instruments and hedge accounting

Derivatives are initially recognized at cost of acquisition and are subsequently accounted to their fair value at the end of each reporting period. The method of recognizing the result of gain or loss is dependent on the nature of the item being hedged.

On the date a derivative contract is entered into, the Group designates certain derivatives as either a hedge of the fair value of a recognized asset or liability (fair value hedge) or a hedge from changes that could affect the statement of income due to a specific risk in cash flow of a forecasted transaction (cash flow hedge).

Changes in the fair value of the derivatives that are designated and qualified as cash flow hedges and that are highly effective, are recognized in equity as hedging reserve. Where the forecasted transaction or firm commitment results in the recognition of an asset or a liability, the gains and losses previously booked under equity are transferred from equity and included in the initial measurement of the cost of acquisition of the asset or liability. Otherwise, amounts booked under equity are transferred to the consolidated statement of income and classified as revenue or expense in the period in which the hedged item affects the statement of income.

When the hedging instrument expires, is sold, or when a hedge no longer meets the criteria for hedge than hedge accounting is terminated. Any cumulative gain or loss existing in equity at that time remains in equity and is recognized when the committed or forecasted transaction ultimately is recognized in the statement of income. However, if the hedged transaction is not realized, the cumulative gain or loss that was reported in equity is immediately transferred to the profit or loss of the current period.

The Group evaluates the derivative financial instruments held for fair value hedge purpose with their fair values and associates them with profit or loss.

2.9.8 The effects of foreign exchange rate changes

Foreign currency transactions are recorded at the rates of exchange prevailing on the dates of the transactions. Assets and liabilities denominated in foreign currencies are converted at the exchange rates prevailing on the balance sheet date. Exchange differences are recognized in the consolidated income statements.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's foreign operations are expressed in TRY using exchange rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuated significantly during that period, in which case the exchange rates at the dates of the transactions are used. Exchange differences arising, if any, are classified as consolidated statement of other comprehensive income and transferred to the Group's translation reserves. Such exchange differences are recognized in the consolidated statement of income in the period in which the foreign operation is disposed of.

NOTE 2 – BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

2.9 Valuation Principles Applied / Significant Accounting Policies (cont'd)

2.9.9 Earnings per share

Earnings per share, disclosed in the consolidated income statement, are determined by dividing the net income attributable to equity holders of the parent by the weighted average number of shares outstanding during the period concerned.

In Turkey, companies can increase their share capital by distributing "bonus shares" to shareholders from retained earnings. In computing earnings per share, such "bonus share" distributions are assessed as issued shares. Accordingly, the weighted-average number of shares are computed by taking into consideration of the retrospective effects of the share distributions.

2.9.10 Subsequent events

Subsequent events include all events that take place between the balance sheet date and the date of authorization for the release of the balance sheet, although the events occurred after the announcements related to the net profit/loss or even after the public disclosure of other selective financial information.

In the case that events occur requiring an adjustment, the Group adjusts the amounts recognized in its consolidated financial statements to reflect the adjustments after the balance sheet date.

2.9.11 Provisions, contingent liabilities and contingent assets

Provisions are recognized when the Group has a present obligation as a result of a past event, where it is probable that the Group will be required to settle that obligation and when a reliable estimate can be made of the amount of the obligation. Contingent liabilities are assessed continuously to determine the probability of outflow of the economically beneficial assets. For contingent liabilities, when an outflow of resources embodying economic benefits are probable, provision is recognized for this contingent liability in the period when the probability has changed, except for the cases where a reliable estimate cannot be made.

When the Group's contingent liabilities' availability is possible but the amount of resources containing the economic benefits cannot be measured reliably, then the Group discloses this fact in the notes.

NOTE 2 – BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont’d)

2.9 Valuation Principles Applied / Significant Accounting Policies (cont’d)

2.9.12 Related parties

A related party is a person or entity that is related to reporting entity, the entity that is preparing its financial statements.

(a) A person or a close member of that person's family is related to a reporting entity if that person:

- (i) has control or joint control over the reporting entity;
- (ii) has significant influence over the reporting entity; or
- (iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.

(b) An entity is related to a reporting entity if any of the following conditions applies:

- (i) The entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

A related party transaction is a transfer of resources, services or obligations between a reporting entity and a related party, regardless of whether a price is charged.

NOTE 2 – BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

2.9 Valuation Principles Applied / Significant Accounting Policies (cont'd)

2.9.13 Investment properties

Investment properties, which are held to earn rental income and/or for capital appreciation are measured initially at cost less accumulated depreciation and any accumulated impairment losses.

Investment properties are derecognized when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gains or losses on the retirement or disposal of an investment property are recognized in the consolidated statement of income in the year of retirement or disposal.

2.9.14 Taxation and deferred income taxes

Turkish tax legislation does not permit a parent company and its subsidiary to file a consolidated tax return. Therefore, provisions for taxes, as reflected in the consolidated financial statements, have been calculated on a separate-entity basis.

Income tax expense represents the sum of the current tax and deferred tax.

<u>Current tax</u>

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the consolidated income statement because it excludes items of income or expense that are taxable or deductible in future and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

<u>Deferred tax</u>

Deferred tax is determined by calculating the temporary differences between the carrying amounts of assets/liabilities in the financial statements and the corresponding tax bases, used in the computation of the taxable profit, using currently enacted tax rates. Deferred tax liabilities are generally recognized for all taxable temporary differences where deferred tax assets resulting from deductible temporary differences are recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary difference can be utilized. Such assets and liabilities are not recognized if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognized for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognized if it is probable that there will be sufficient taxable profits against which to utilize the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

NOTE 2 – BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

2.9 Valuation Principles Applied / Significant Accounting Policies (cont'd)

2.9.14 Taxation and deferred income taxes (cont'd)

Deferred tax (cont'd)

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the balance sheet date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Group intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax for the period

Current and deferred tax are recognized as an expense or income in the consolidated income statement, except when they relate to the items credited or debited directly to the equity (in this case the deferred tax related to these items is also recognized directly in the equity), or where they arise from the initial accounting of a business combination. In the case of a business combination, the tax effect is taken into account in calculating goodwill or determining the excess of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities over cost.

2.9.15 Provisions for employment benefits

According to the Turkish and Romanian law and union agreements, employee termination payments are made to employees in the case of retiring or involuntarily leaving. Such payments are considered as a part of defined retirement benefit plan in accordance with IAS19 (revised) "Employee Benefits" ("IAS 19").

The termination indemnities accounted in the balance sheet and seniority incentive premium in accordance with the union agreements in force represent the present value of the residual obligation. Actuarial gains and losses, on the other hand, are recognized in the consolidated statement of income.

The Group makes certain assumptions about discount rates, inflation rates, future salary increases and employee turnover rates in calculation of provisions for employee benefits. The present value of employee benefits as of 30 September 2012 is calculated by an independent actuary and some changes are done in accounting assumptions used in calculations. The impact of the changes in assumptions is recognized in the consolidated statement of income. The details related with the defined benefit plans are stated in Note 17.

The Group companies operating in Turkey, are required to pay social insurance premiums to the Social Security Agency. As long as it pays these insurance premiums, the Group does not have any further obligation. These premiums are reflected in the payroll expenses incurred in the period.

NOTE 2 – BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd)

2.9 Valuation Principles Applied / Significant Accounting Policies (cont'd)

2.9.16 Statement of cash flows

Cash flows during the period are classified and reported as operating, investing and financing activities in the consolidated statement of cash flows.

Cash flows arising from operating activities represent the cash flows that are used in or provided by the Group's steel products and metal sales activities.

Cash flows arising from investment activities represent the cash flows that are used in or provided by the investing activities (direct investments and financial investments) of the Group.

Cash flows arising from financing activities represent the cash proceeds from the financing activities of the Group and the repayments of these funds.

Cash and cash equivalents comprises of the cash on hand, the demand deposits and highly liquid other short-term investments which their maturities are three months or less from the date of acquisition, are readily convertible to cash and are not subject to a significant risk of changes in value.

2.9.17 Share capital and dividends

Common shares are classified as equity. Dividends on common shares are recognized in equity in the period which they are approved and declared.

2.9.18 Treasury shares

When share capital recognized as equity is repurchased, the amount of the consideration paid which includes directly attributable costs, is net of any tax effects, and is recognized as a deduction from equity. Repurchased shares are classified as treasury shares and are presented as a deduction from total equity. When treasury shares are sold or reissued subsequently, the amount received is recognized as an increase in equity, and the resulting surplus or deficit on the transaction is transferred to/from retained earnings.

NOTE 3 – SEGMENTAL REPORTING

The operations of the Group in İskenderun and Ereğli have been defined as geographical segments. However, the segments with similar economic characteristics have been combined into a single operating segment considering the nature of the products and the production processes, methods to allocate the products and the type of customers or to provide services.

NOTE 4 – CASH AND CASH EQUIVALENTS

The detail of cash and cash equivalents as of 30 September 2012 and 31 December 2011 is as follows:

	30 September 2012	31 December 2011
Cash	52.701	41.790
Banks – demand deposits	27.335.910	84.343.351
Banks – time deposits	1.610.272.512	1.018.325.072
	1.637.661.123	1.102.710.213
Time deposit interest accruals (-)	(3.377.928)	(2.375.008)
Cash and cash equivalents excluding interest accruals	1.634.283.195	1.100.335.205

The breakdown of demand deposits is presented below:

	30 September 2012	31 December 2011
US Dollars	5.924.261	49.734.756
TRY	17.333.838	30.710.792
EURO	3.275.477	3.189.345
Romanian Lei	775.851	532.391
GB Pound	25.750	24.026
Japanese Yen	733	152.041
	27.335.910	84.343.351

The breakdown of time deposits is presented below:

	30 September 2012	31 December 2011
US Dollars	1.567.646.165	877.785.945
TRY	28.481.500	124.546.150
EURO	14.053.561	15.290.338
Romanian Lei	91.286	702.639
	1.610.272.512	1.018.325.072

NOTE 5 – FINANCIAL INVESTMENTS

Current financial investments:

	30 September 2012	31 December 2011
Derivative financial assets at fair value through income statement (*)	180.120	9.232.974
Total	180.120	9.232.974

Non-current financial investments:

	30 September 2012	31 December 2011
Available for sale financial assets:	82.387	66.086
Derivative financial assets at fair value through other comprehensive income statement (*)	9.409.524	47.475.443
Total	9.491.911	47.541.529

(*) As explained in Note 29 (f) and Note 29 (g), the derivative financial liabilities comprise of forward agreements, cross currency and interest rate swap agreements.

As of 30 September 2012 and 31 December 2011 the Group's subsidiaries, their percentage shares and amounts of the ownership interest are as follows:

Company	Rate %	30 September 2012	Rate %	31 December 2011
Erdemir Gaz San. ve Tic. A.Ş. (*)	100	82.387	100	66.086

(*) The financial statements of Erdemir Gaz San. ve Tic. A.Ş., which has a total asset of TRY 4.048 and has been dormant since its establishment, are not consolidated as their effects on the consolidated financial statements are immaterial and disclosed at cost. There are no off balance sheet liabilities and contingencies given between the Group companies and Erdemir Gaz in favor of each other. In the Extraordinary General Meeting of Erdemir Gaz San. ve Tic. A.Ş. dated 7 May 2012, liquidation of the Company has been decided. Liquidation process is continuing.

NOTE 6 – FINANCIAL LIABILITIES

Breakdown of financial liabilities is as follows:

	30 September 2012	31 December 2011
Short term financial liabilities	779.691.808	394.588.121
Current portion of long term financial liabilities	1.192.384.171	1.093.280.760
Total short term financial liabilities	1.972.075.979	1.487.868.881
Long term financial liabilities	2.738.140.724	3.289.928.316
Total long term financial liabilities	2.738.140.724	3.289.928.316
	4.710.216.703	4.777.797.197

As of 30 September 2012, the breakdown of the Group's loans with their original currency and their weighted average interest rates, is presented as follows:

Interest Type	Type of Currency	Weighted Average Rate of Interest (%)	Short Term Portion	Long Term Portion	30 September 2012
No interest	TRY	-	32.561.647	-	32.561.647
Fixed	TRY	10,60	233.090.216	736.309.524	969.399.740
Fixed	US Dollars	2,97	1.039.259.282	70.090.036	1.109.349.318
Fixed	EURO	5,50	7.171	3.462.750	3.469.921
Floating	US Dollars	Libor+2,52	545.400.131	1.445.958.889	1.991.359.020
Floating	EURO	Euribor+0,33	93.363.109	355.235.319	448.598.428
Floating	Jap. Yen	JPY Libor+0,22	28.394.423	127.084.206	155.478.629
			1.972.075.979	2.738.140.724	4.710.216.703

As of 31 December 2011, the breakdown of the Group's loans with their original currency and their weighted average interest rates, is presented as follows:

Interest Type	Type of Currency	Weighted Average Rate of Interest (%)	Short Term Portion	Long Term Portion	31 December 2011
No interest	TRY	-	1.726.390	-	1.726.390
Fixed rate	TRY	10,60	109.383.453	927.777.779	1.037.161.232
Fixed rate	US Dollars	1,95	751.270.745	25.757.727	777.028.472
Floating	US Dollars	Libor+2,45	500.485.839	1.757.301.180	2.257.787.019
Floating	EURO	Euribor+0,33	95.021.329	429.361.325	524.382.654
Floating	Jap. Yen	JPY Libor+0,22	29.981.125	149.730.305	179.711.430
			1.487.868.881	3.289.928.316	4.777.797.197

NOTE 6 – FINANCIAL LIABILITIES (cont'd)

As of 30 September 2012, according to their type of original currency and interest rates, the breakdown of floating-interest loans fixed by using financial hedge agreements, is as follows:

Type of Currency	Fixed rate of interest (%)	Short Term Portion	Long Term Portion	30 September 2012
US Dollars	2,38	24.175.279	48.389.631	72.564.910
US Dollars	4,18	21.052.356	9.798.353	30.850.709
US Dollars	3,29	12.301.446	36.478.886	48.780.332
US Dollars	3,28	12.724.504	-	12.724.504
US Dollars	1,09	24.364.070	48.675.932	73.040.002
US Dollars	4,47	85.608.196	324.490.909	410.099.105
US Dollars	4,46	13.009.967	55.487.945	68.497.912
US Dollars	1,68	2.522.096	7.433.589	9.955.685
US Dollars	2,01	7.473.654	11.198.823	18.672.477
US Dollars	4,15	34.010.270	128.969.855	162.980.125
EURO	2,18	5.647.745	13.964.640	19.612.385
EURO	1,82	699.114	-	699.114
EURO	1,75	2.628.479	1.317.729	3.946.208
EURO	1,79	1.142.567	2.281.937	3.424.504
EURO	1,80	2.700.953	11.828.328	14.529.281
EURO	4,43	2.240.640	9.443.864	11.684.504
EURO	2,29	5.903.242	17.260.673	23.163.915
EURO	1,66	1.446.245	4.304.601	5.750.846
US Dollars (*)	7,22	16.652.983	80.723.628	97.376.611
EURO (**)	10,65	30.248.763	134.063.875	164.312.638
		306.552.569	946.113.198	1.252.665.767

(*) As described in Note 29 (f) and Note 29 (g), it is the interest rate of the TRY valued cross currency swap contract resulted from the sale of TRY and purchase of USD. The maturity of the cross currency swap contract is 3 October 2016. The amount represents TRY equivalent of the portion of the loan amount of USD 74.024.862, with maturity of 3 April 2018, that is hedged till 2016.

(**) As described in Note 29 (f) and Note 29 (g), it is the interest rate of the TRY valued cross currency swap contract resulted from the sale of TRY and purchase of Euro.

NOTE 6 – FINANCIAL LIABILITIES (cont'd)

As of 31 December 2011, according to their type of original currency and interest rates, the breakdown of floating-interest loans fixed by using financial hedge agreements, is as follows:

Type of Currency	Fixed rate of interest (%)	Short Term Portion	Long Term Portion	31 December 2011
US Dollars	2,38	25.474.382	63.585.894	89.060.276
US Dollars	3,29	12.847.838	44.945.655	57.793.493
US Dollars	3,28	27.091.672	13.473.527	40.565.199
US Dollars	1,09	25.663.313	64.012.278	89.675.591
US Dollars	4,47	86.320.936	386.365.909	472.686.845
US Dollars	4,46	6.602.483	65.252.909	71.855.392
EURO	2,18	5.911.534	17.725.829	23.637.363
EURO	1,82	1.496.538	739.797	2.236.335
EURO	1,75	2.776.405	2.772.153	5.548.558
EURO	1,79	1.209.043	2.999.046	4.208.089
US Dollars (*)	7,22	18.777.561	101.800.109	120.577.670
EURO (**)	10,65	31.695.819	157.669.001	189.364.820
		245.867.524	921.342.107	1.167.209.631

(*) As described in Note 29 (f) and Note 29 (g), it is the interest rate of the TRY valued cross currency swap contract resulted from the sale of TRY and purchase of USD. The maturity of the cross currency swap contract is 3 October 2016. The amount represents TRY equivalent of the portion of the loan amount of USD 80.193.601, with maturity of 3 April 2018, that is hedged till 2016.

(**) As described in Note 29 (f) and Note 29 (g), it is the interest rate of the TRY valued cross currency swap contract resulted from the sale of TRY and purchase of Euro.

The breakdown of the loan repayments with respect to their maturities is as follows:

	30 September 2012	31 December 2011
Within 1 year	1.972.075.979	1.487.868.881
Between 1-2 years	813.906.243	827.447.833
Between 2-3 years	717.676.242	771.380.960
Between 3-4 years	658.898.414	712.334.875
Between 4-5 years	388.913.996	610.130.802
Five years or more	158.745.829	368.633.846
	4.710.216.703	4.777.797.197

NOTE 7 - OTHER FINANCIAL LIABILITIES

	30 September 2012	31 December 2011
Other current financial liabilities		
Derivative financial liabilities at fair value through other comprehensive income statement (*)	323.528	-
Derivative financial liabilities at fair value through income statement (*)	3.345.855	558.936
	3.669.383	558.936

	30 September 2012	31 December 2011
Other non-current financial liabilities		
Derivative financial liabilities at fair value through other comprehensive income statement (*)	19.726.009	10.400.444
	19.726.009	10.400.444

(*) As explained in Note 29 (f) and Note 29 (g), the derivative financial liabilities comprise of forward agreements, interest rate swap agreements and cross currency and interest rate swap agreements.

NOTE 8 – TRADE RECEIVABLES AND PAYABLES

As of the balance sheet date, the details of the Group's trade receivables are as follows:

	30 September 2012	31 December 2011
Short term trade receivables		
Trade receivables	963.759.944	1.176.272.796
Due from related parties (Note 28)	17.457.659	9.723.604
Notes receivables	1.229.733	2.201.537
Discount on receivables (-)	(455.892)	(3.460.040)
Provision for doubtful trade receivables (-)	(39.659.001)	(43.039.895)
	942.332.443	1.141.698.002

The movement of the provision for short term doubtful trade receivables are as follows:

	1 January – 30 September 2012	1 January – 30 September 2011
Opening balance	43.039.895	42.714.004
Provision for the period	35.169	7.562.740
Doubtful receivables collected (-)	-	(1.696.200)
Provision released (-)	(550.790)	(550.362)
Translation loss/(gain)	(2.865.273)	4.305.316
Closing balance	39.659.001	52.335.498

NOTE 8 – TRADE RECEIVABLES AND PAYABLES (cont'd)

According to the market conditions and product types, a certain interest charge is applied for deferred trade receivables and overdue interest is applied for overdue trade receivables.

As the Group provides services and products to a large number of customers, collection risk is widely distributed amongst these customers and there is no significant credit risk exposure. Therefore, the Group does not provide for any further provision beyond the doubtful receivables provisions that the Group has already provided for in the consolidated financial statements.

As of the balance sheet date, there is no significant amount of overdue receivables within the trade receivables.

Other explanatory notes related to the credit risk of the Group are disclosed in Note 29.

The Group provides a specific amount of provision according to the balances of all unsecured receivables under legal follow up.

As of the balance sheet date, the details of the Group's trade payables are as follows:

Short term trade payables	30 September 2012	31 December 2011
Trade payables	390.322.991	524.975.798
Due to related parties (Note 28)	10.819.752	9.852.395
Discount on trade payables (-)	(1.103.696)	(1.170.033)
	400.039.047	533.658.160

NOTE 9 – OTHER RECEIVABLES AND PAYABLES

Other current receivables

	30 September 2012	31 December 2011
Deposits and guarantees given	259.095	252.962
Due from related parties (Note 28)	-	25.000
	259.095	277.962

Other non-current receivables

	30 September 2012	31 December 2011
Receivables from Privatization Authority	53.807.112	52.458.346
Deposits and guarantees given	253.927	219.483
Provision for other doubtful receivables (-)	(53.807.112)	(52.458.346)
	253.927	219.483

The movement of the provision for other doubtful receivables are as follows:

	1 January- 30 September 2012	1 January- 30 September 2011
Opening balance	52.458.346	25.854.055
Provision for the period	1.670.902	27.386.627
Other doubtful receivables collected (-)	(322.136)	(826.907)
Closing balance	53.807.112	52.413.775

Other current payables

	30 September 2012	31 December 2011
Social security deductions payable	43.507.483	38.454.834
Taxes and funds payable	20.088.858	17.995.565
Deposits and guarantees received	2.893.993	4.754.217
Dividend payables to shareholders (*)	2.906.647	2.489.565
Non trade payables to related parties (Note 28)	-	341
	69.396.981	63.694.522

(*) On the Regular General Assembly dated 30 March 2012, dividend distribution amounting to TRY 300.000.000 from 2011 net profit was approved. The dividend distribution was completed on 31 May 2012. TRY 476.330 of dividend payables as of 30 September 2012 is related to 2011 dividend distribution, while TRY 2.430.317 (31 December 2011: TRY 2.489.565) is uncollected dividends related to previous years by shareholders.

NOTE 10 – INVENTORIES

	30 September 2012	31 December 2011
Raw materials	892.543.398	1.046.863.873
Work in progress	514.711.765	531.166.124
Finished goods	760.835.267	976.530.545
Spare parts	399.186.801	358.331.015
Goods in transit	511.145.303	550.025.922
Other inventories	174.058.841	219.105.353
Allowance for impairment on inventories (-)	(53.244.115)	(53.525.003)
	3.199.237.260	3.628.497.829

The movement of the allowance for impairment on inventories:

	1 January – 30 September 2012	1 January – 30 September 2011
Opening balance	53.525.003	38.781.046
Provision for the period (Note 20)	8.138.469	8.901.837
Provision released (-) (Note 20)	(8.419.357)	(3.175.490)
Closing balance	53.244.115	44.507.393

The Group has provided an allowance for the impairment on the inventories of finished goods, work in progress and raw materials in the cases when their net realizable values are lower than their costs or when they are classified as slow moving inventories. The provision released has been recognized under cost of sales (Note 20).

NOTE 11 – INVESTMENT PROPERTIES

	1 January – 30 September 2012	1 January – 30 September 2011
Cost		
As of 1 January	46.577.264	46.577.264
As of 30 September	46.577.264	46.577.264
Book value	46.577.264	46.577.264

According to the recent valuation reports, the fair value of the Group's investment properties is TRY 198.409.000 (31 December 2011: TRY 198.409.000). The fair values of the investment properties have been determined in reference to the valuations of independent valuation firms authorized by the CMB. The valuations are undertaken predominantly by using the precedent values of similar properties as references.

The Group's all investment properties consist of land parcels.

For the nine months period ended 30 September 2012, the Group recognized rent income amounting to TRY 71.123 (30 September 2011: TRY 65.100) under other operating income.

NOTE 12 – PROPERTY, PLANT AND EQUIPMENT

	Land	Land improvements	Buildings	Machinery and equipment	Vehicles	Furniture and fixtures	Other property, plant and equipment	Construction in progress (CIP)	Total
Cost									
Opening balance as of 1 January 2012	99.970.596	1.502.021.260	2.371.470.716	9.939.412.661	669.521.997	322.062.397	15.692.249	303.035.174	15.223.187.050
Translation difference	(780.939)	-	(1.218.368)	(2.384.074)	(353.767)	-	(187.013)	(91.490)	(5.015.651)
Additions (*)	-	626.196	8.125	26.719.118	6.010.546	3.113.765	671.769	276.282.475	313.431.994
Disposals	-	-	-	(5.895.286)	(3.400.661)	(182.887)	(76.857)	-	(9.555.691)
Transfers from CIP (**)	-	15.888.474	7.255.483	124.529.166	2.149.114	328.230	29.199	(151.617.346)	(1.437.680)
Closing balance as of 30 September 2012	99.189.657	1.518.535.930	2.377.515.956	10.082.381.585	673.927.229	325.321.505	16.129.347	427.608.813	15.520.610.022
Accumulated Depreciation									
Opening balance as of 1 January 2012	-	(1.016.431.739)	(1.545.595.586)	(5.225.691.075)	(353.940.724)	(156.076.545)	(13.806.800)	-	(8.311.542.469)
Translation difference	-	-	329.219	1.630.268	60.994	-	120.330	-	2.140.811
Charge for the period	-	(22.336.012)	(36.573.970)	(157.828.013)	(15.965.678)	(10.382.867)	(423.977)	-	(243.510.517)
Disposals	-	-	-	4.383.040	3.342.104	154.464	76.567	-	7.956.175
Closing balance as of 30 September 2012	-	(1.038.767.751)	(1.581.840.337)	(5.377.505.780)	(366.503.304)	(166.304.948)	(14.033.880)	-	(8.544.956.000)
Net book value as of 31 December 2011	99.970.596	485.589.521	825.875.130	4.713.721.586	315.581.273	165.985.852	1.885.449	303.035.174	6.911.644.581
Net book value as of 30 September 2012	99.189.657	479.768.179	795.675.619	4.704.875.805	307.423.925	159.016.557	2.095.467	427.608.813	6.975.654.022

(*) The amount of capitalized financial expense is TRY 586.513 for the current period (The capitalized financial expenses for the nine months period ended 30 September 2011 is TRY 46.545.586).
(**) TRY 1.437.680 is transferred to intangible assets (Note 13).

NOTE 12 – PROPERTY, PLANT AND EQUIPMENT (cont'd)

	Land	Land improvements	Buildings	Machinery and equipment	Vehicles	Furniture and fixtures	Other property, plant and equipment	Construction in progress (CIP)	Total
Cost									
Opening balance as of 1 January 2011	94.744.073	1.453.704.231	2.110.488.192	9.333.046.763	657.405.179	310.281.131	14.806.588	842.035.068	14.816.511.225
Translation difference	1.313.848	-	1.628.111	3.875.463	150.795	-	331.455	364.053	7.663.725
Additions	4.080.969	1.969.705	5.005.848	41.784.143	7.084.079	2.649.924	2.393.436	269.192.952	334.161.056
Disposals	-	(1.201.281)	-	(24.190.033)	(2.326.789)	(729.425)	(38.615)	-	(28.486.143)
Transfer from CIP (*)	-	164.603.973	158.370.238	471.078.037	3.319.342	2.935.348	25.225	(831.762.413)	(31.430.250)
Closing balance as of 30 September 2011	100.138.890	1.619.076.628	2.275.492.389	9.825.594.373	665.632.606	315.136.978	17.518.089	279.829.660	15.098.419.613
Accumulated Depreciation									
Opening balance as of 1 January 2011	-	(992.566.781)	(1.501.610.257)	(5.048.615.511)	(337.081.439)	(143.268.011)	(13.374.450)	-	(8.036.516.449)
Translation difference	-	-	(509.365)	(2.623.668)	(81.919)	-	(210.520)	-	(3.425.472)
Charge for the period	-	(18.388.566)	(31.596.121)	(144.332.452)	(14.766.161)	(10.468.055)	(2.283.004)	-	(221.834.359)
Disposals	-	924.823	-	20.131.760	2.260.282	653.336	36.866	-	24.007.067
Closing balance as of 30 September 2011	-	(1.010.030.524)	(1.533.715.743)	(5.175.439.871)	(349.669.237)	(153.082.730)	(15.831.108)	-	(8.237.769.213)
Net book value as of 31 December 2010	94.744.073	461.137.450	608.877.935	4.284.431.252	320.323.740	167.013.120	1.432.138	842.035.068	6.779.994.776
Net book value as of 30 September 2011	100.138.890	609.046.104	741.776.646	4.650.154.502	315.963.369	162.054.248	1.686.981	279.829.660	6.860.650.400

(**) TRY 31.430.250 is transferred to intangible assets (Note 13).

NOTE 12 – PROPERTY, PLANT AND EQUIPMENT (cont'd)

The breakdown of depreciation expenses related to property, plant and equipment is as follows:

	30 September 2012	30 September 2011
Cost of sales	184.895.006	168.759.180
Capitalized on inventories	47.538.419	40.612.646
General administrative expenses	4.144.539	7.050.502
Marketing, sales and distribution expenses	6.932.553	5.412.031
	243.510.517	221.834.359

As of 31 December 2011, the amount of depreciation capitalized on inventories is TRY 44.797.497 (31 December 2010: TRY 34.278.145).

NOTE 13 – INTANGIBLE ASSETS

	Rights	Exploration costs and other assets with specific useful life	Other intangible assets	Total
Cost				
Opening balance as of 1 January 2012	181.438.363	88.324.945	4.912.952	274.676.260
Translation difference	(32.428)	-	(120.096)	(152.524)
Additions	4.655.370	69.153	259.276	4.983.799
Transfers from CIP	1.437.680	-	-	1.437.680
Closing balance as of 30 September 2012	187.498.985	88.394.098	5.052.132	280.945.215
Accumulated amortization				
Opening balance as of 1 January 2012	(61.991.877)	(44.794.501)	(3.737.191)	(110.523.569)
Translation difference	28.433	-	95.278	123.711
Charge for the period	(12.139.987)	(3.808.521)	(540.411)	(16.488.919)
Closing balance as of 30 September 2012	(74.103.431)	(48.603.022)	(4.182.324)	(126.888.777)
Net book value as of 31 December 2011	119.446.486	43.530.444	1.175.761	164.152.691
Net book value as of 30 September 2012	113.395.554	39.791.076	869.808	154.056.438

NOTE 13 – INTANGIBLE ASSETS (cont'd)

	Rights	Exploration costs and other assets with specific useful life	Other intangible assets	Total
Cost				
Opening balance as of 1 January 2011	167.280.421	61.593.885	5.123.670	233.997.976
Translation difference	60.270	-	697.304	757.574
Additions	2.346.382	-	23.171	2.369.553
Transfers from CIP	4.699.189	26.731.061	-	31.430.250
Closing balance as of 30 September 2011	174.386.262	88.324.946	5.844.145	268.555.353
Accumulated amortization				
Opening balance as of 1 January 2011	(47.821.557)	(38.665.482)	(3.854.123)	(90.341.162)
Translation difference	(36.006)	-	(97.974)	(133.980)
Charge for the period	(10.296.305)	(2.263.754)	(798.052)	(13.358.111)
Closing balance as of 30 September 2011	(58.153.868)	(40.929.236)	(4.750.149)	(103.833.253)
Net book value as of 31 December 2010	119.458.864	22.928.403	1.269.547	143.656.814
Net book value as of 30 September 2011	116.232.394	47.395.710	1.093.996	164.722.100

The breakdown of amortization expenses related to intangible assets is as follows:

	30 September 2012	30 September 2011
Cost of sales	14.887.594	11.875.381
Capitalized on inventories	708.090	742.358
General administrative expenses	866.921	710.693
Marketing, sales and distribution expenses	26.314	29.679
	16.488.919	13.358.111

As of 31 December 2011, the amount of amortization capitalized on inventories is TRY 904.715 (31 December 2010: TRY 537.555).

NOTE 14 – GOVERNMENT GRANTS AND INCENTIVES

The government grants and incentives used in the current period are as follows:

	1 January- 30 September 2012	1 January- 30 September 2011
Research and development grants	536.510	70.747
Social security grants	374.475	335.459
	910.985	406.206

These grants and incentives can be used by all companies, which meet the related legislative requirements and those grants have no sectoral differences.

There is an investment incentive right of the Group amounting to TRY 46.936.844, deductable in the next periods within the concept of the law numbered 5479, article 2 which repealed the 19th article of Income Tax Law (ITL) as of 1 January 2006 (30 September 2011: TRY 44.551.083).

NOTE 15 – PROVISIONS

	30 September 2012	31 December 2011
Provision for lawsuits	94.242.978	68.484.650
Penalty provision for employment shortage of disabled personnel	4.663.793	5.235.076
Provision for state right on mining activities (*)	3.457.960	3.704.424
	102.364.731	77.424.150

(*) According to "Mining Law" numbered 3213 and regulation on "Mining Law Enforcement" published in the Official Gazette, numbered 25716 on 3 February 2005, the Group is obliged to pay state right on mining activities based on the sales profit. %25 of the state right is paid to Special Provincial Administration and %25 is paid to Village Service Association while remaining %50 is paid to Government Treasury.

NOTE 15 – PROVISIONS (cont'd)

The movement of the provisions is as follows:

	1 January 2012	Provision for the period	Payments	Provision released (-)	30 September 2012
Provision for lawsuits	68.484.650	49.100.089	(12.540.269)	(10.801.492)	94.242.978
Penalty provision for employment shortage of disabled personnel	5.235.076	1.817.300	(415.650)	(1.972.933)	4.663.793
Provision for state right on mining activities	3.704.424	3.457.960	(3.704.424)	-	3.457.960
	77.424.150	54.375.349	(16.660.343)	(12.774.425)	102.364.731

	1 January 2011	Provision for the period	Payments	Provision released (-)	30 September 2011
Provision for lawsuits	29.398.275	41.675.030	(4.192.171)	(7.962.166)	58.918.968
Penalty provision for employment shortage of disabled personnel	5.968.311	1.722.160	(1.400.626)	(1.363.482)	4.926.363
Provision for state right on mining activities	1.755.048	1.676.001	(1.578.340)	(176.708)	1.676.001
	37.121.634	45.073.191	(7.171.137)	(9.502.356)	65.521.332

NOTE 15 – PROVISIONS (cont'd)

As of 30 September 2012 and 31 December 2011, lawsuits filed by and against the Group are as follows:

	30 September 2012	31 December 2011
Lawsuits filed by the Group		
TRY	208.478.866	79.312.909
US Dollars	90.453.002	95.389.450
	298.931.868	174.702.359
Provision for lawsuits filed by the Group		
TRY	3.165.374	3.161.033
	3.165.374	3.161.033

The provisions for the lawsuits filed by the Group represents the doubtful trade receivables.

	30 September 2012	31 December 2011
Lawsuits filed against the Group		
TRY	55.144.853	62.418.405
US Dollars	132.540.369	140.203.558
	187.685.222	202.621.963
Provision for lawsuits filed against the Group		
TRY	80.836.625	55.202.748
US Dollars	13.406.353	13.281.902
	94.242.978	68.484.650

The Company, prepared its interim consolidated financial statements as of 31 March 2005, 30 June 2005 and 30 September 2005 according to CMB's Communiqué Serial XI No 25 on "Accounting Standards to be implemented in Capital Markets" which is not in effect today, whereas its consolidated financial statements of 31 December 2005 was prepared according to International Financial Reporting Standards by virtue of the Article 726 and Temporary Article 1 of the aforementioned Communiqué, and CMB's letter no. SPK.017/83-3483 dated 7 March 2006, sent to the Company Management. The aforementioned Communiqué (Serial XI No. 25 on the "Accounting Standards to be implemented in Capital Markets"), and Communiqués inserting some provisions thereto together with the Communiqués amending it, became effective starting with the consolidated financial statements of the first interim period ending after 1 January 2005.

CMB asked the Company to prepare its consolidated financial statements of 31 December 2005 all over again according to the same accounting standards set used during the period, to publish those statements, and to submit them to the General Assembly Approval as soon as possible, by stating on its decision no. 21/526 dated 5 May 2006 that the Company's changing the accounting standards set used during the term (Serial XI, No 25) at the end of the same term (UFRS) caused decrease amount of TRY 152.329.914 on the period income.

NOTE 15 – PROVISIONS (cont'd)

The Company challenged the aforementioned decision before the 11th Administrative Court of Ankara (E. 2006/1396). This lawsuit was rejected on 29 March 2007, but the Company appealed this rejection on 11 September 2007. 13th Chamber of the Council of State rejected the appeal on 12 May 2010; however the Company also appealed this rejection on 2 September 2010. However, 13th Chamber of the Council of State also dismissed this appeal against rejection on 6 June 2012 with its decision No. E. 2010/4196, K. 2012/1499. This decision was notified to the Company's lawyers on 16 July 2012.

CMB, prepared the Company's consolidated financial statements as of 31 December 2005, which had been prepared according to the IFRS, by adding the negative goodwill of TRY 152.329.914, that had previously been added to the accumulated earnings, to the profit of 2005 on its own motion and account, and published them on Istanbul Stock Exchange Bulletin on 15 August 2006; with the rationale that the Company had not fulfilled its due demand on grounds that "Article 726 and Temporary Provision 1 of CMB's Communiqué Serial XI, No. 25 authorize the use of IFRS on consolidated financial statements of 2005, although CMB had given the Company a 'permission' No. SPK.0.17/83-3483 of 7 March 2006, and the lawsuits regarding this issue are still pending". The Company challenged CMB's aforementioned decision by a separate lawsuit on 10 October 2006. 11th Administrative Court of Ankara rejected this case on 25 June 2007. The Company appealed this rejection 11 October 2007; 13th Chamber of the Council of State, accepted the appeal request and abolished the rejection judgment. CMB appealed the Chamber's decision on 6 September 2010. 13th Chamber of the Council of State accepted CMB's appeal and reverted its previous abolishment decision, and ratified 11th Administrative Court of Ankara's judgement by the majority of the votes on 30 May 2012 with its decision no. E. 2010/4405; K. 2012/1352. This decision was notified to the Company's lawyers on 20 July 2012.

In the meeting no. 29/1110 dated 7 December 2008, CMB imposed administrative fine upon management of the Company as the Company did not obey the decision of CMB dated 2 December 2006 asking the Company to restate its consolidated financial statements of 31 December 2005. The Company appealed against the administrative fine. Ankara 1. Criminal Court of Peace accepted the appeal request with its decision no. 2006/1480 dated 7 July 2009. CMB appealed this decision. However, this time Ankara 3. High Criminal Court rejected CMB's appeal request with its decision no. 2009/320 dated 10 August 2009 and the rejection decision is final and definite.

Consequently, the decisions given by two different courts conflicted with each other.

In 1 August 2012, the Company applied to 11th Administrative Court of Ankara to remove the decision conflict of these courts by adopting Ankara 1. Criminal Court of Peace's decision no. 2006/1480 dated 7 July 2009 instead of decisions no E.2006/2548, K.2007/1071 dated 25 June 2007 and no. E.2006/1396, K.2007/494 dated 29 March 2007.

Meanwhile, Company's Shareholders' General Assembly, which was held at 30 March 2006, decided dividend distribution according to the consolidated financial statements as of 31 December 2005, which were prepared according to IFRS. Privatization Administration, who has a usufruct right over 1 (one) equity share among the Company shares it transferred to Ataer Holding A.Ş., filed a lawsuit before the 3th Commercial Court of Ankara against the aforementioned General Assembly decision, and claimed that, dividend distribution decision must be abolished and TRY 35.673.249 allegedly unpaid dividend must be paid to itself (E. 2006/218). The Court rejected the case on 23 October 2008; Privatization Administration appealed this rejection on 7 January 2009. Court of Appeals' 11th Chamber reversed this rejection judgment on 30 November 2010; this time the Company appealed the Chamber's decision on 18 February 2011. However, the Chamber rejected the Company's appeal on 14 July 2011. The case file, sent back to 3th Commercial Court of Ankara once again. Therefore the case is still pending (E. 2011/551).

NOTE 15 – PROVISIONS (cont'd)

Had the Company started to prepare its consolidated financial statements in accordance with IFRS after 31 December 2005, it would also have to present the comparative consolidated financial statements in accordance with IFRS based on "IFRS 1: First-time adoption of International Financial Reporting Standards" and the previously recognized negative goodwill would be transferred directly to retained earnings on 1 January 2005 instead of recognizing in the consolidated income statement in accordance with "IFRS 3: Business Combinations". Therefore, the net profit for the periods ended 30 September 2012 and 30 September 2011 will not be affected from the above mentioned disputes.

The Company, based on the above mentioned reasons, did not make any adjustments in the accompanying consolidated financial statements for the possible effects of changes in the net profit for the year ended 31 December 2005 due to the lawsuits mentioned above and waits for the result of its claim about removal of decision conflict and resolution of the pending lawsuit opened by Privatization Administration.

Enerjia Metal Maden Sanayi ve Ticaret A.Ş. initiated a debt collection proceeding that might end with a bankruptcy judgment against the Company based on the Export Protocol No. 69187 of 2 July 2009 and "Additional Terms to the Erdemir-Enerjia Export Protocol No. 68197" drafted by and between Enerjia and the Company. However the process stopped upon the Company's objection to Enerjia's request, and that led Enerjia to file a lawsuit against the Company before the 7th Commercial Court of Ankara on 27 March 2010 claiming that the objection should be overruled and US Dollars 68.312.520 should be paid to itself (E. 2010/259). The Court dismissed the case, in favor of the Company, on 23 June 2011. Enerjia appealed this rejection. 23rd Chamber of the Court of Appeals annulled this rejection on 6 April 2012 however this time the Company has appealed 23rd Chamber's decision on 25 May 2012. Therefore the file is still pending before the Court of Appeals.

NOTE 16 – COMMITMENTS AND CONTINGENCIES

The guarantees received by the Group are as follows:

	30 September 2012	31 December 2011
Letters of guarantees received	906.815.798	1.150.323.715
	906.815.798	1.150.323.715

The Collaterals, Pledges and Mortgages (CPM) given by the Group are as follows:

	30 September 2012	31 December 2011
A. Total CPM given for the Company's own legal entity	85.616.435	104.831.403
B. Total CPM given in favour of subsidiaries consolidated on line-by-line basis	2.870.766.605	3.223.049.554
C. Total CPM given in favour of other 3rd parties for ordinary trading operations	-	-
D. Other CPM given	-	-
i. Total CPM given in favour of parent entity	-	-
ii. Total CPM given in favour of other Group companies out of the scope of clause B and C	-	-
iii. Total CPM given in favour of other 3rd parties out of the scope of clause C	-	-
	2.956.383.040	3.327.880.957

NOTE 16 – COMMITMENTS AND CONTINGENCIES (cont'd)

As of 30 September 2012, the ratio of the other CPM given by the Group to shareholders equity is 0% (31 December 2011: 0%). Total CPM given in favor of subsidiaries consolidated on line-by-line basis amounting to TRY 2.870.766.605 has been given as collateral for financial liabilities explained in Note 6.

The breakdown of the Group's collaterals, pledges and mortgages according to their original currency is as follows:

	30 September 2012	31 December 2011
US Dollars	1.534.864.804	1.751.124.659
TRY	929.147.446	998.772.894
EURO	408.558.443	481.334.789
Japanese Yen	82.537.483	95.477.706
Romanian Lei	1.274.864	1.170.909
	2.956.383.040	3.327.880.957

NOTE 17 – PROVISIONS FOR EMPLOYMENT BENEFITS

	30 September 2012	31 December 2011
Provisions for employee termination benefits	242.710.877	199.372.291
Provisions for seniority incentive premium	20.643.675	18.750.643
	263.354.552	218.122.934

According to the articles of Turkish Labor Law in force, there is an obligation to pay the legal employee termination benefits to each employee whose employment contracts are ended properly entitling them to receive employee termination benefits. Also, in accordance with the effective laws of the Social Insurance Act No: 506 No: 2422 on 6 March 1981 and No: 4447 on 25 August 1999 and with the amended Article 60 of the related Act, it is obliged to pay the employees their legal employee termination benefits, who are entitled to terminate.

As of 30 September 2012, the amount payable consists of one month's salary limited to a maximum of TRY 3.033,98 (31 December 2011: TRY 2.731,85).

The employee termination benefit legally is not subject to any funding requirement.

The employee termination benefit has been calculated by estimating the present value of the future probable obligation of the Group arising from the retirement of employees. IAS 19 ("Employee Benefits") requires actuarial valuation methods to be developed to estimate the Group's obligation under defined benefit plans. The obligation as of 30 September 2012 has been calculated by an independent actuary. The method used in calculation is "Projected Unit Credit Method". The actuarial assumptions used in the calculation of the present value of the future probable obligation are as follows:

NOTE 17 – PROVISIONS FOR EMPLOYMENT BENEFITS (cont'd)

	30 September 2012	31 December 2011
Discount rate	%8.81-%9.31 (floating)	%9.2-%11.55 (floating)
Inflation rate	%4.54-%6.98 (floating)	%4.5-%8.75 (floating)
Salary increase	real %1.5	real %1.5
Maximum liability increase	%4.54-%6.98 (floating)	%4.5-%8.75 (floating)

Discount rates are determined considering the expected duration of the retirement obligations and the currency in which the obligations will be paid. In calculations as of 30 September 2012, discount rates floating over years are used. Long term inflation estimates are made using an approach consistent with discount rate estimates and long term inflation rates floating over years are used.

The anticipated rate of resignation which do not result in the payment of employee benefits is also considered in the calculation. The anticipated rate of resignation is assumed to be related with the past experience, therefore past experiences of employees are analyzed and considered in the calculation. In the actuarial calculation as of 30 September 2012, the anticipated rate of resignation is considered to be inversely proportional to the past experience. The anticipated rate of resignation is between 2%-0% for the employees with past experience between 0-15 years or over.

The movement of the provision for employee termination benefits is as follows:

	1 January- 30 September 2012	1 January- 30 September 2011
Opening balance	199.372.291	161.033.388
Service cost	15.254.381	19.415.818
Interest cost	14.136.073	5.551.448
Actuarial loss	17.490.967	4.293.504
Termination benefits paid	(3.542.835)	(14.133.806)
Closing balance	242.710.877	176.160.352

According to the current labor agreement, employees completing their 10th, 15th and 20th service years receive seniority incentive premium payments.

The movement of the provision for seniority incentive premium is as follows:

	1 January- 30 September 2012	1 January- 30 September 2011
Opening balance	18.750.643	7.255.683
Provision for the period	2.377.860	6.537.726
Incentive premium paid	(484.828)	(71.001)
Closing balance	20.643.675	13.722.408

NOTE 18 – OTHER ASSETS AND LIABILITIES

Other current assets

	30 September 2012	31 December 2011
Other VAT Receivable	80.832.287	89.263.686
Prepaid expenses	20.083.586	29.425.273
Advances given	2.466.185	13.081.557
VAT carried forward	6.143.671	4.382.712
Prepaid taxes and funds	9.476.427	1.798.153
Due from personnel	122.832	241.247
Job advances given	208.723	56.744
Other current assets	3.183.333	4.066.753
	122.517.044	142.316.125

Other non-current assets

	30 September 2012	31 December 2011
Prepaid expenses	45.434.736	46.535.047
Advances given for fixed assets	49.342.745	38.322.455
Other non-current assets	-	120.702
	94.777.481	84.978.204

Other current liabilities

	30 September 2012	31 December 2011
Advances received	85.081.582	133.778.985
Provision for unpaid vacations	61.028.932	55.055.727
Due to personnel	31.303.724	43.851.477
VAT payable	17.207.940	25.351.881
Expense accruals	11.095.811	896.361
Deferred income	2.201.337	212.410
Other current liabilities	3.324.741	3.363.811
	211.244.067	262.510.652

Other non-current liabilities

	30 September 2012	31 December 2011
Other non-current liabilities	499.309	939.544
	499.309	939.544

NOTE 19 – EQUITY

As of 30 September 2012 and 31 December 2011, the capital structure is as follows:

Shareholders	(%)	30 September 2012	(%)	31 December 2011
Ataer Holding A.Ş.	49,29	1.522.913.196	49,29	1.059.632.159
Quoted in Stock Exchange	47,63	1.471.882.268	47,63	1.024.125.203
Erdemir's own shares	3,08	95.204.536	3,08	66.242.638
Historical capital	100,00	3.090.000.000	100,00	2.150.000.000
Effect of inflation		342.195.166		731.967.735
Restated capital		3.432.195.166		2.881.967.735
Treasury shares		(103.599.856)		(74.637.969)
		3.328.595.310		2.807.329.766

The Company is subject to registered capital limit. The board of directors may, at any time it may think necessary, increase the capital by means of issuing bearer shares each with a nominal value of 1 Kr (one Kurus) up to the amount of the registered capital, which is TRY 7.000.000.000 in accordance with the requirements as set forth herein.

The issued capital of the Company in 2012 consists of 309.000.000.000 lots of shares (2011: 215.000.000.000 lots). The nominal value of each share is 1 Kr (Turkish cent) (2011: 1 Kr). This capital is split between A and B group shares. Group A shares consist of 1 share with a share value of 1 Kr and Group B shares consist of 3.089.999.999,99 shares representing TRY 308.999.999.999 of the issued capital.

The Board of Directors consists of 9 members, 3 of which are independent. The number and qualifications of independent members are ascertained in compliance with the CMB's Communique Serial IV; No:56 on Principles Regarding Determination and Application of Corporate Governance Principles.

The General Assembly has to choose one member to the Board of Directors from the nominees of the Privatization Administration as the beneficiary owner representing A Group shares. In case, the Board member representing the A Group shares leaves the board within the chosen period, a new board member is obliged to be chosen from the nominees of the Privatization Administration as the beneficiary owner. For decisions to be taken about the rights assigned to A Group shares, the board member representing A Group shares is also obliged to use an affirmative vote. One of the auditors is selected from the nominees of Turkish Privatization Administration as the beneficiary owner representing A Group shares. The decisions to change the Articles of Association of the Company that will have an effect on the board of directors' meeting and decision quorum, rights assigned to A Group shares, rights assigned to A Group shares in relation to investments and employment decisions and any other changes in the Articles of Association of the Company which will directly or indirectly affect the rights of A Group shares, have to receive an affirmative vote of the beneficiary owner representing the A Group shares. Otherwise, the decisions are accepted as invalid.

Article IV-K of Articles of Association "According to Turkish Commercial Code Article 329, transactions of an entity's own shares" allows Erdemir to purchase, hold, sell or transfer its own shares, without voting rights. As of 30 September 2012, the Company holds its own shares with a nominal value of TRY 95.204.536 (31 December 2011: TRY 66.242.638). The Company's own shares have been reclassified with its inflation adjusted value in the consolidated balance sheet as a deduction under equity.

NOTE 19 – EQUITY (cont'd)

	30 September 2012	31 December 2011
Other equity items		
Share premium	106.447.376	231.020.042
Revaluation reserves	26.128.134	27.228.155
-Revaluation reserves of property, plant & equipment	*26.128.134*	*27.228.155*
Cash flow hedging reserves	(34.404.786)	(14.783.355)
Foreign currency translation reserves	109.092	(489.005)
Restricted reserves assorted from profit	1.618.843.079	1.757.470.693
-Legal reserves	*432.878.502*	*550.543.376*
-Statutory reserves	*1.185.964.577*	*1.206.927.317*
Retained earnings	1.730.124.661	1.273.384.263
-Extraordinary reserves	*484.013.314*	*86.748.517*
-Accumulated profit	*1.246.111.347*	*1.186.635.746*
	3.447.247.556	3.273.830.793

However, in accordance with the Communiqué Serial: XI, No: 29 issued on 1 January 2008 and other related CMB's announcements, "Paid-in capital", "Restricted profit reserves" and "Share premium" should be presented by using their registered amounts in the statutory records. The restatement differences (e.g. inflation restatement differences) arising from the application of this Communiqué should be associated with the:

- "Capital restatement differences" account, following the "paid-in capital" line item in the financial statements, if the differences are caused by "paid-in capital" and have not been added to capital yet;
- "Retained earnings", if the differences are arising from "restricted profit reserves" and "share premium" and have not been associated with either profit distribution or capital increase yet.

Other equity items are carried at the amounts that are valued based on the CMB's Financial Reporting Standards.

Capital restatement differences may only be considered as part of the paid-up capital.

NOTE 19 – EQUITY (cont'd)

Listed companies perform dividend distributions as envisaged by Turkish Capital Market Board as explained below:

In accordance with the CMB Communiqué IV No:27 Clause:5 and other several decisions of CMB, in case of dividend distribution the rate of first dividend could not be less than %20 of remaining distributable profit after deducting the prior year losses if any. Depending on the decisions taken by General Assemblies, publicly traded joint stock companies are free to distribute dividends in cash, in share certificates, in partial distribution within cash or share certificates while retaining a portion within the company or retain as a whole with distributing neither cash nor stocks.

As required by CMB decision numbered 7/242 dated 25 February 2005; amount of distributable profit, calculated from net distributable profit in accordance with CMB regulations related to minimum dividend distribution requirements shall be fully distributed, wherein the amount could be compensated by net distributable profit per statutory books, otherwise full amount of net distributable profit per statutory books will be distributed. No profit distribution shall be made in the case of net loss in either statutory books or the financial statements prepared in accordance with CMB regulations.

In accordance with the Capital Market Board decision dated 27 January 2010, concerning with distribution of dividends for publicly traded joint stock companies, it was decided that no minimum dividend distribution requirement will be applied for publicly traded joint stock companies.

Inflation adjustments to issued capital and historical amount of extraordinary reserves can be used as an internal source of capital increase, dividend distribution in cash or the net off from prior period losses. In case of usage of inflation adjustment to issued capital in dividend distribution in cash, it is subject to corporation tax.

Other sources which might be used in dividend distribution, except the profit for the period, in statutory books of the Company are equal to TRY 1.849.665.654 as of 30 September 2012 (31 December 2011: TRY 2.448.860.832).

The legal reserves and the share premium, which is regarded as legal reserve in accordance with TCC Article 466, are presented using their amounts in statutory records. In this context, the difference of inflation restatements in accordance with IFRS framework, that are not subject to profit distribution or capital increase as of the date of financial statements, is associated with the retained earnings.

NOTE 19 – EQUITY (cont'd)

According to the first paragraph of Article 466 of the Turkish Commercial Code ("TCC"), 5% of the profit shall be allocated as the first legal reserves, up to 20% of the paid/ issued capital. First dividend is appropriated for shareholders after deducting from the profit. Following the deduction of the amounts from the "profit", General Assembly of Shareholders is authorized to decide whether shall be the remaining balance shall be fully or totally placed in extraordinary legal reserves or whether it is distributed, also taking into consideration the Company's profit distribution policy. According to the sub-clause 3 of the clause 2 of Article 466 of the Turkish Commercial Code, after deducting dividends amounting to 5% of the paid/issued capital from the part decided to be allocated; ten percent of the remaining balance shall be appropriated to second legal reserves. If it is decided to distribute the profit as bonus share, through the method of adding the profit to the capital, second legal reserves is not appropriated.

According to the CMB Communiqué, until the company's Article of Association was revised on 31 March 2008, an amount equal to the first dividend distributed to shareholders is allocated as status reserves in order to be used in the plant expansion. Also according to the 13th Article of Association before the revision on 31 March 2008, 5% of the net profit for the period after taxation is estimated to be allocated as legal reserves up until reaching 50% of the paid/issued capital. The reserve amount that exceeds the 20% of the legal reserves, defined by the Article 466 of TCC, is recorded as status reserve.

Cash flow hedging reserve arises from the recognition of the changes in the fair value of derivative financial instruments that are designated and effective as hedges of future cash flows directly in equity. The amounts deferred in equity are recognized in the consolidated statement of income in the same period, if the hedged item affects profit or loss.

Revaluation reserve of property, plant and equipment arises from the revaluation of land and buildings. In the case of a sale or retirement of the revalued property, the related revaluation surplus remaining in the properties revaluation reserve is transferred directly to the retained earnings.

Foreign currency translation reserve arises from expressing the assets and liabilities of the Group's foreign operations in TRY by using exchange rates prevailing on the balance sheet date. Income and expense items are translated at the average exchange rates for the period. Exchange differences arising, if any, are classified to equity and transferred to the Group's translation reserve. Such exchange differences are recognized in the consolidated income statement in the period of which the foreign operation is disposed.

NOTE 20 – SALES AND COST OF SALES

	1 January – 30 September 2012	1 July- 30 September 2012	1 January- 30 September 2011	1 July- 30 September 2011
Sales Revenue				
Domestic sales	6.064.389.948	1.996.357.255	5.371.516.251	1.996.076.566
Export sales	894.706.286	290.645.767	1.176.271.383	390.734.851
Other revenues (*)	201.059.625	70.539.834	139.656.725	66.173.170
Sales returns (-)	(6.193.596)	(2.039.795)	(6.068.272)	(2.678.741)
Sales discounts (-)	(18.825.716)	(4.944.052)	(16.591.922)	(2.343.087)
	7.135.136.547	2.350.559.009	6.664.784.165	2.447.962.759
Cost of Sales (-)	(6.406.173.291)	(2.046.541.930)	(4.993.233.842)	(1.758.033.907)
Gross profit	728.963.256	304.017.079	1.671.550.323	689.928.852

(*) The total amount of by product exports in other revenues is TRY 83.421.413 (30 September 2011: TRY 47.126.886).

NOTE 20 – SALES AND COST OF SALES (cont'd)

The breakdown of cost of sales for the periods 1 January – 30 September 2012 and 1 January – 30 September 2011 is as follows:

	1 January – 30 September 2012	1 July- 30 September 2012	1 January- 30 September 2011	1 July- 30 September 2011
Raw material usage	(4.256.089.552)	(1.446.522.021)	(3.670.523.524)	(1.365.419.117)
Personnel expenses	(671.282.942)	(225.176.646)	(623.512.372)	(203.248.282)
Auxiliary material expenses	(367.915.206)	(121.070.964)	(341.307.717)	(126.977.353)
Energy expenses	(413.026.699)	(143.048.948)	(325.201.597)	(122.441.166)
Depreciation and amortization expenses	(245.484.812)	(78.651.255)	(215.450.261)	(70.694.434)
Inventory write-downs within the period (Note 10)	(8.138.469)	(4.089.387)	(8.901.837)	(4.168.602)
Change of finished goods and work in progress inventories	(234.693.934)	31.992.999	366.942.997	195.516.360
Reversal of inventory write-downs (Note 10)	8.419.357	1.297.079	3.175.490	13.128
Other	(217.961.034)	(61.272.787)	(178.455.021)	(60.614.441)
	(6.406.173.291)	(2.046.541.930)	(4.993.233.842)	(1.758.033.907)

NOTE 21 – RESEARCH AND DEVELOPMENT EXPENSES, MARKETING, SALES AND DISTRIBUTION EXPENSES, GENERAL ADMINISTRATIVE EXPENSES

The breakdown of operating expenses for the periods 1 January – 30 September 2012 and 1 January – 30 September 2011 is as follows:

	1 January – 30 September 2012	1 July- 30 September 2012	1 January- 30 September 2011	1 July- 30 September 2011
Marketing, sales and distribution expenses (-)	(81.320.267)	(25.948.305)	(73.390.534)	(25.302.498)
General administrative expenses (-)	(131.373.859)	(41.445.186)	(125.975.121)	(47.332.496)
Research and development expenses (-)	(826.425)	(403.785)	(481.947)	(139.077)
	(213.520.551)	(67.797.276)	(199.847.602)	(72.774.071)

NOTE 22 – OPERATING EXPENSES ACCORDING TO THEIR NATURE

The breakdown of marketing, sales and distribution expenses according to their nature for the periods 1 January – 30 September 2012 and 1 January – 30 September 2011 is as follows:

	1 January – 30 September 2012	1 July- 30 September 2012	1 January- 30 September 2011	1 July- 30 September 2011
Personnel expense (-)	(44.412.318)	(13.970.772)	(39.779.505)	(14.780.406)
Depreciation and amortization(-)	(6.958.867)	(2.317.014)	(5.441.710)	(1.898.246)
Other (-)	(29.949.082)	(9.660.519)	(28.169.319)	(8.623.846)
	(81.320.267)	(25.948.305)	(73.390.534)	(25.302.498)

NOTE 22 – OPERATING EXPENSES ACCORDING TO THEIR NATURE (cont'd)

The breakdown of general administrative expenses for the periods 1 January – 30 September 2012 and 1 January – 30 September 2011 is as follows:

	1 January – 30 September 2012	1 July- 30 September 2012	1 January- 30 September 2011	1 July- 30 September 2011
Personnel expense (-)	(82.014.941)	(26.256.392)	(79.209.413)	(30.202.792)
Depreciation and amortization (-)	(5.011.460)	(1.561.001)	(7.761.195)	(2.806.262)
Other (-)	(44.347.458)	(13.627.793)	(39.004.513)	(14.323.442)
	(131.373.859)	(41.445.186)	(125.975.121)	(47.332.496)

NOTE 23 – OTHER OPERATING INCOME/(EXPENSE)

	1 January – 30 September 2012	1 July- 30 September 2012	1 January- 30 September 2011	1 July- 30 September 2011
Other operating income				
Provisions released	12.774.426	2.682.544	33.479.667	1.723.843
Revenue from sale of financal assets	-	-	7.962.073	-
Royalty income	2.160.301	862.714	1.794.511	786.011
Service income	5.202.223	1.793.752	5.613.114	2.414.834
Maintenance and repair income	1.582.404	539.028	1.644.441	531.855
Indemnity and penalty detention income	2.481.428	893.960	2.170.751	642.586
Insurance indemnity income	2.956.332	927.592	1.397.525	657.488
Client deposits income	2.876.430	1.415.104	1.023.800	163.110
Gain on sale of tangible assets	551.914	189.446	765.786	(74.563)
Rent income	3.767.425	1.234.034	3.468.137	985.513
Other income and gains	10.286.526	3.221.434	14.236.249	8.793.900
	44.639.409	13.759.608	73.556.054	16.624.577

NOTE 23 – OTHER OPERATING INCOME/(EXPENSE) (cont'd)

	1 January – 30 September 2012	1 July- 30 September 2012	1 January- 30 September 2011	1 July- 30 September 2011
Other operating expenses (-)				
Provisions expenses	(21.555.200)	(2.660.122)	(59.631.432)	(22.431.282)
Penalty expenses	(6.717.812)	(3.099.455)	(4.217.726)	(390.505)
Lawsuit compensation expenses	(5.488.347)	(2.530.479)	(4.278.658)	(691.300)
Loss on disposal of tangible assets	(1.540.959)	(365.549)	(4.080.387)	(12.140)
Service expenses	(1.983.345)	(601.603)	(3.287.108)	(1.052.304)
Rent expenses	(1.635.424)	(450.713)	(2.004.645)	(717.184)
ISE registration expenses	(1.477.500)	-	(950.000)	-
CMB registration expenses	(1.880.000)	-	(1.100.000)	-
Pre-utilization fee expenses	(4.611.882)	(1.483.691)	(3.647.253)	(2.175.954)
Other expenses and losses	(7.713.464)	(3.358.473)	(16.076.344)	(8.097.519)
	(54.603.933)	(14.550.085)	(99.273.553)	(35.568.188)

NOTE 24 – FINANCE INCOME

	1 January – 30 September 2012	1 July- 30 September 2012	1 January- 30 September 2011	1 July- 30 September 2011
Foreign exchange gains from trade receivables and payables (net)	-	-	134.565.011	84.235.361
Foreign exchange gains from financial liabilities (net)	209.730.703	40.437.549	-	-
Interest income on bank deposits	51.303.345	19.326.530	91.371.554	23.305.990
Fair value differences of derivative financial instruments	-	-	66.933.507	30.684.695
Interest income from sales with maturity	43.866.029	15.546.319	39.128.258	15.718.498
Foreign exchange gains from forward contracts	10.896.324	10.428.931	1.179.228	-
Discount income	2.919.551	51.671	154.893	(353.408)
Foreign exchange gains from bank deposits (net)	-	-	110.945.252	75.181.111
Other financial income	407.122	(10.340)	7.071.246	4.783.185
	319.123.074	85.780.660	451.348.949	233.555.432

NOTE 25 – FINANCE EXPENSES

	1 January – 30 September 2012	1 July- 30 September 2012	1 January- 30 September 2011	1 July- 30 September 2011
Foreign exchange loss from financial liabilities (net)	-	-	(619.673.744)	(408.592.074)
Interest expenses on financial liabilities	(193.026.214)	(65.003.130)	(191.879.426)	(62.428.487)
Foreign exchange loss from bank deposits (net)	(74.800.923)	(33.897.228)	-	-
Foreign exchange loss from trade receivables and payables (net)	(46.939.724)	(13.767.435)	-	-
Fair value differences of derivative financial instruments	(23.093.072)	(4.224.837)	-	-
Other financial expenses	(5.138.660)	(2.515.786)	(16.854.519)	(3.711.688)
	(342.998.593)	(119.408.416)	(828.407.689)	(474.732.249)

During the period, TRY 232.836 of financial expenses related to foreign currency translation losses and TRY 353.677 of interest expenses in total TRY 586.513, have been capitalized as part of the Group's property, plant and equipment (1 January – 30 September 2011: the foreign currency translation losses of TRY 44.000.148, the interest expenses of TRY 2.545.438, in total TRY 46.545.586 has been capitalized).

NOTE 26 –TAX ASSETS AND LIABILITIES

	30 September 2012	31 December 2011
Corporate tax payable:		
Current corporate tax provision	42.077.778	200.150.105
Prepaid taxes and funds (-)	(32.504.105)	(155.456.488)
	9.573.673	44.693.617

	1 January – 30 September 2012	1 July- 30 September 2012	1 January- 30 September 2011	1 July- 30 September 2011
Taxation:				
Current corporate tax expense	42.077.778	9.581.431	151.857.758	61.457.186
Deferred tax expense	55.572.063	31.671.077	56.836.749	9.833.103
	97.649.841	41.252.508	208.694.507	71.290.289

Corporate tax

The Group is subject to Turkish corporate taxes in force. The necessary provisions are allocated in the consolidated financial statements for the estimated liabilities based on the Group's results for the year. Turkish tax legislation does not permit a parent company and its subsidiary to file a consolidated tax return. Therefore, provisions for taxes, as reflected in the consolidated financial statements, have been calculated on a separate-entity basis.

Corporate tax is applied on taxable corporate income, which is calculated from the statutory accounting profit by adding non-deductible expenses, and by deducting dividends received from resident companies, other exempt income and investment incentives utilized.

The effective corporate tax rate in Turkey is 20% and 16% in Romania as of 30 September 2012 (31 December 2011: in Turkey 20%, in Romania 16%). The total amount of the corporate tax paid by the Group in 2012 is TRY 77.197.722 (30 September 2011: TRY 106.036.418).

NOTE 26 –TAX ASSETS AND LIABILITIES (cont'd)

Corporate tax (cont'd)

In Turkey, advance tax returns are filed on a quarterly basis. The temporary tax of 2012 has been calculated over the corporate earnings using the rate 20%, during the temporary taxation period. (2011: 20%).

Losses can be carried forward to offset the future taxable income for up to maximum 5 years. However, losses cannot be carried back to offset the profits of the previous periods, retrospectively.

In Turkey, a definite and distinct reconciliation procedure for tax assessment does not exist. Companies file their tax returns between 1April - 25 April following the closing period of the related year's accounts. Tax returns and related accounting records may be examined and revised within five years.

Income withholding tax

In addition to corporate taxes, companies should also calculate income withholding taxes on dividends distributed, except for the dividends distributed to fully fledged taxpayer companies receiving and declaring these dividends and to Turkish branches of foreign companies. The rate of income withholding tax applied to all companies in the period of 24 April 2003 - 22 July 2006 is 10%. This rate was changed to 15% as of 22 July 2006 by the decision of the Council of Ministers, numbered 2006/10731. Undistributed dividends incorporated in share capital are not subject to the income withholding taxes.

19,8% withholding tax must be applied to the investment allowances relating to investment incentive certificates obtained prior to 24 April 2003. Investment disbursements without any investment incentive certificate after this date which are directly related to production facilities of the company can be deducted by 40% from the taxable income. The investments without investment incentive certificates do not qualify for tax allowance.

Investment allowance application

With the decision numbered 2006/95, which was taken during the meeting of the Constitutional Court on 15 October 2009, the phrase "only related to the years 2006, 2007 and 2008…" which was a part of the Temporary Article 69 of the Income Tax Law was cancelled and the cancellation became effective from the date the decision has been published in the Official Gazette on 8 January 2010. According to the decision, the investment incentive amount outstanding that cannot be deducted from 2008 taxable income previously, will be deducted from taxable income of the subsequent profitable years.

Regarding the cancellation decision taken by the Constitutional Court, an amendment was made in the 69th article in Income Tax Regulation using the regulation numbered 6009 and dated 23 July 2010. Consequently, in compliance with the cancellation decision of the Constitutional Court, the year limitation has been abolished and investment allowance has been limited to 25% of the profit. As limitation of investment allowance to 25% of the profit by regulation numbered 6009 is found to be contrary to law by the Constitutional Court, the Constitutional Court cancelled the regulation and stayed an execution. Corporate tax ratio of 30% in the previous regulation for the ones who benefit from investment allowance has been decreased to the effective corporate tax with the amendment made (2011: 20%).

NOTE 26 –TAX ASSETS AND LIABILITIES (cont'd)

Deferred tax

The Group recognizes deferred tax assets and liabilities based upon the temporary differences arising between its taxable statutory financial statements and its financial statements prepared in accordance with the CMB's Communiqué on Accounting Standards. These differences usually result in the recognition of revenue and expenses in different reporting periods for the CMB regulations and tax purposes and are explained below.

Tax rate used in the calculation of deferred tax assets and liabilities (excluding land) is 20% for the subsidiaries in Turkey and, 16% for the subsidiary in Romania (31 December 2011: in Turkey 20%, in Romania 16%). Deferred tax related with the temporary differences arising from land parcels is calculated with the tax rate of 5% (December 2011: 5%).

As the companies in Turkey cannot give a consolidated corporate tax declaration, subsidiaries that have deferred tax assets are not netted off with subsidiaries that have deferred tax liabilities and disclosed separately.

	30 September 2012	31 December 2011
Deferred tax assets:		
Carry forward tax losses	152.371.582	159.246.770
Provision for employee benefits	52.667.995	43.624.587
Tangible and intangible fixed assets	9.285.794	9.233.224
Inventories	25.468.674	30.132.341
Provision for unpaid vacations	12.205.570	11.011.145
Investment incentive	9.387.369	9.203.380
Provision for lawsuits	18.848.595	13.696.930
Fair values of the derivative financial instruments	2.797.173	591.063
Provision for other doubtful receivables	10.761.422	10.491.669
Prepaid expenses	1.498.211	1.410.058
Other	5.406.320	7.094.479
	300.698.705	295.735.646
Deferred tax liabilities:		
Tangible and intangible fixed assets	(341.001.246)	(272.804.755)
Amortized cost adjustment on loans	(9.448.087)	(12.695.491)
Fair values of the derivative financial instruments	(36.024)	(9.740.870)
Other	(3.107.707)	(2.993.159)
	(353.593.064)	(298.234.275)
	(52.894.359)	(2.498.629)

NOTE 26 –TAX ASSETS AND LIABILITIES (cont'd)

Deferred tax (cont'd)

Presentation of deferred tax assets/(liabilities):	30 September 2012	31 December 2011
Deferred tax assets	73.137.496	110.735.816
Deferred tax (liabilities)	(126.031.855)	(113.234.445)
	(52.894.359)	(2.498.629)

Maturities of carry forward tax losses are as follows:

	30 September 2012	31 December 2011
1 year	-	-
2 year	-	-
3 year	696.247.635	740.554.728
4 year	-	-
5 year	66.987.468	56.904.175
	763.235.103	797.458.903

In the financial statements which are prepared according to the CMB Financial Reporting Standards, of Ereğli Demir ve Çelik Fabrikaları T.A.Ş. and its affiliates that are separate taxpayer entities, the net deferred tax assets and liabilities of the related companies are classified separately within the accounts of deferred tax assets and liabilities of Ereğli Demir ve Çelik Fabrikaları T.A.Ş. and its subsidiaries' consolidated financial statements. The temporary differences disclosed above besides the deferred tax asset and liabilities, have been prepared on the basis of the gross values and show the net deferred tax position.

Deferred tax asset/(liability) movements:	1 January – 30 September 2012	1 January – 30 September 2011
Opening balance	(2.498.629)	57.827.206
Deferred tax expense	(55.572.063)	(56.836.749)
The amount netted under equity	5.282.170	3.094.067
Translation difference	(105.837)	(355.156)
Closing balance	(52.894.359)	3.729.368

NOTE 26 –TAX ASSETS AND LIABILITIES (cont'd)

Reconciliation of tax provision:	1 January – 30 September 2012	1 January – 30 September 2011
Profit before tax	481.602.662	1.068.926.482
Effective tax rate	20%	20%
Calculated tax acc. to effective tax rate	96.320.532	213.785.296
Reconciliation between the tax provision and calculated tax:		
- Non-deductible expenses	2.297.250	2.695.181
- Non-taxable income	(2.428.250)	(695.296)
- Effect of non-taxable adjustments	-	(3.776.176)
- Effect of the different tax rates due to foreign subsidiaries	265.441	(242.337)
- Other	1.194.868	(3.072.161)
Tax expense in income statement	97.649.841	208.694.507

NOTE 26 –TAX ASSETS AND LIABILITIES (cont'd)

As of 1 January – 30 September 2012 and 2011, the details of the tax gains/(losses) of the other comprehensive income/(expense) are as follows:

	1 January – 30 September 2012			1 July – 30 September 2012		
Other comprehensive income/(loss) in the current period	Amount before tax	Tax income/ (expense)	Amount after tax	Amount before tax	Tax income/ (expense)	Amount after tax
Change in revaluation reserves of fixed assets	(1.100.021)	-	(1.100.021)	(36.362)	-	(36.362)
Change in cash flow hedging reserves	(26.410.849)	5.282.170	(21.128.679)	(17.823.219)	3.564.644	(14.258.575)
Change in foreign currency translation reserves	598.097	-	598.097	107.308	-	107.308
	(26.912.773)	5.282.170	(21.630.603)	(17.752.273)	3.564.644	(14.187.629)

	1 January – 30 September 2011			1 July – 30 September 2011		
Other comprehensive income/(loss) in the current period	Amount before tax	Tax income/ (expense)	Amount after tax	Amount before tax	Tax income/ (expense)	Amount after tax
Change in revaluation reserves of fixed assets	1.871.406	-	1.871.406	432.897	-	432.897
Change in cash flow hedging reserves	(15.470.335)	3.094.067	(12.376.268)	(31.325.419)	6.265.084	(25.060.335)
Change in foreign currency translation reserves	(5.639.135)	-	(5.639.135)	(327.257)	-	(327.257)
	(19.238.064)	3.094.067	(16.143.997)	(31.219.779)	6.265.084	(24.954.695)

NOTE 27 – EARNINGS/ (LOSS) PER SHARE

	1 January – 30 September 2012	1 July- 30 September 2012	1 January- 30 September 2011	1 July- 30 September 2011
Number of shares outstanding(*)	309.000.000.000	309.000.000.000	309.000.000.000	309.000.000.000
Net profit attributable to equity holders – TRY	357.398.318	151.747.569	832.509.668	278.015.510
Profit per share with 1 TRY nominal value TRY %	0,1157 / %11,57	0,0491 / %4,91	0,2694 / %26,94	0,0900 / %9,00

(*) In accordance with the decision of the Board of Directors dated 15 February 2012 and the Capital Market Board document dated 12 April 2012 and numbered 1061, the registered capital was increased non-cash from TRY 2.150.000.000 to TRY 3.090.000.000

NOTE 28 –RELATED PARTY DISCLOSURES

The immediate parent and ultimate controlling parties of the Group are Ataer Holding A.Ş. and Ordu Yardımlaşma Kurumu respectively (Note 1).

The transactions between the Group and its subsidiaries, which are related parties of the Group, have been eliminated in the consolidation and therefore are not disclosed in this note.

The details of transactions between the Group and other related parties are disclosed below:

	30 September 2012	31 December 2011
Due from related parties (short term)		
Oyak Renault Otomobil Fab. A.Ş.[2]	10.974.819	6.481.336
Bolu Çimento Sanayi A.Ş.[1]	2.811.160	1.619.752
Adana Çimento Sanayi T.A.Ş. [1]	3.602.650	1.467.240
Other	69.030	155.276
	17.457.659	9.723.604

The trade receivables from related parties mainly arise from sales of iron, steel and by-products.

Due to related parties (short term)	30 September 2012	31 December 2011
Omsan Denizcilik A.Ş.[1]	3.549.811	2.232.146
Oyak Pazarlama Hizmet ve Turizm A.Ş.[1]	1.070.107	2.151.205
Omsan Lojistik A.Ş.[1]	2.246.510	1.921.699
Omsan Logistica SRL[1]	967.665	606.069
Oyak Savunma ve Güvenlik Sistemleri A.Ş.[1]	232.751	546.664
Oyak Telekomünikasyon A.Ş.[1]	167.348	88.610
Oyak Beton A.Ş.[1]	-	63.720
Other	2.585.560	2.242.282
	10.819.752	9.852.395

Trade payables to related parties mainly arise from purchased service transactions.

[1] Subsidiaries of the parent company
[2] Investment in associates of the parent company

NOTE 28 –RELATED PARTY DISCLOSURES (cont'd)

Non trade receivables due from related parties (short term)	30 September 2012	31 December 2011
Oyak Pazarlama Hizmet ve Turizm A.Ş.[(2)]	-	25.000
	-	25.000

Non trade payables due to related parties (short term)	30 September 2012	31 December 2011
Other	-	341
	-	341

Major sales to related parties	1 January – 30 September 2012	1 January – 30 September 2011
Oyak Renault Otomobil Fab. A.Ş.[(3)]	46.432.653	35.669.726
Adana Çimento Sanayi T.A.Ş.[(2)]	6.116.646	7.745.433
Bolu Çimento Sanayi A.Ş.[(2)]	7.024.718	5.938.664
ArcelorMittal Amb.Çel. San. ve Tic. A.Ş.[(1)] [(*)]	-	7.087.445
Ünye Çimento Sanayi ve Ticaret A.Ş.[(2)]	820.035	775.456
Aslan Çimento A.Ş.[(2)]	1.702.283	47.040
Other	607.147	1.410.898
	62.703.482	58.674.662

[(1)] Investment in associate
[(2)] Subsidiaries of the parent company
[(3)] Investment in associates of the parent company

[(*)] The Group sold its shares in ArcelorMittal Ambalaj Çeliği San ve Tic. A.Ş. on 28 February 2011. Sales amounts refer to the revenue from sales realized till the date of share transfer.

The major sales to related parties are generally due to the sales transactions of iron, steel and by-products.

NOTE 28 –RELATED PARTY DISCLOSURES (cont'd)

	1 January – 30 September 2012	1 January – 30 September 2011
Major purchases from related parties		
Omsan Denizcilik A.Ş.[1]	36.723.204	11.526.340
Omsan Lojistik A.Ş.[1]	2.229.640	17.091.385
Oyak Pazarlama Hizmet ve Turizm A.Ş.[1]	13.033.542	13.591.477
Omsan Logistica SRL[1]	-	9.532.641
Oyak Savunma ve Güvenlik Sistemleri A.Ş.[1]	3.257.630	5.178.238
Oyak Teknoloji Bilişim ve Kart Hizmetleri A.Ş.[1]	4.541.252	2.650.762
Oyak Beton A.Ş.[1]	-	1.572.188
Oyak Telekomünikasyon A.Ş.[1]	595.156	470.761
Oyak Genel Müdürlüğü	97.200	504.300
Other	1.998.316	2.117.201
	62.475.940	64.235.293

[1] Subsidiaries of the parent company

The major purchases from related parties are generally due to the purchased service transactions.

The terms and policies applied to the transactions with related parties:

The period end balances are non-secured, interest free and their collections will be done in cash. As of 30 September 2012, the Group provides no provision for the receivables from related parties (31 December 2011: none).

Salaries, bonuses and other benefits of the key management

For the nine months period ended 30 September 2012, the total compensation consisting of short term benefits such as salaries, bonuses and other benefits of the key management of the Group is TRY 12.162.203 (30 September 2011: TRY 10.197.625).

NOTE 29 – NATURE AND LEVEL OF RISKS DERIVED FROM FINANCIAL INSTRUMENTS

Additional information about financial instruments

(a) Capital risk management

The Group manages its capital through the optimization of the debt and the equity balance that minimizes the financial risk.

Through the forecasts regularly prepared by the Group, the future capital amount, debt to equity ratio and similar ratios are forecasted and required precautions are taken to strengthen the capital.

The capital structure of the Group consists of debt which includes the financial liabilities disclosed in Note 6, cash and cash equivalents and equity attributable to equity holders of the parent company, comprising issued capital, reserves and retained earnings as disclosed in Note 19.

The Group's Board of Directors analyze the capital structure in regular meetings. During these analysis, the Board of Directors also evaluates the risks associated with each class of capital together with the cost of capital. The Group, by considering the decisions of the Board of Directors, aims to balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debt or the redemption of existing debt.

As of 30 September 2012 and 31 December 2011 the net debt/equity ratio is as follows:

	Note	30 September 2012	31 December 2011
Total financial liabilities	6	4.710.216.703	4.777.797.197
Less: Cash and cash equivalents	4	1.637.661.123	1.102.710.213
Net debt		3.072.555.580	3.675.086.984
Total adjusted equity (*)		7.374.424.100	7.302.331.427
Total resources		10.446.979.680	10.977.418.411
Net debt/Total adjusted equity ratio		42%	50%
Distribution of net debt/ total adjusted equity		29/71	33/67

(*) Total adjusted equity is calculated by subtracting cash flow hedging reserves and adding non-controlling interests.

(b) Significant accounting policies

The Group's accounting policies related to the financial instruments are disclosed in Note 2 "Summary of Significant Accounting Policies, 2.9.7 Financial Instruments".

NOTE 29 – NATURE AND LEVEL OF RISKS DERIVED FROM FINANCIAL INSTRUMENTS (cont'd)

Additional information about financial instruments (cont'd)

(c) Financial risk management objectives

The Group manages its financial instruments through a separate treasury function which was established for that purpose. The developments are followed on a real time basis. The Group's corporate treasury function manages the financial instruments through daily regular meetings by evaluating the domestic and international markets and by considering the daily cash inflows and outflows in accordance with the policies and regulations issued by the Group Risk Management Unit. At the end of each day, each Group company prepares a "daily cash report" and Group Risk Management Unit calculates daily Value at Risk (VaR) for cash and cash equivalents. The information included therein is consolidated by the treasury function and used to determine the cash management strategies. Additionally, the Group's annual payment schedules are followed through the weekly reports and annual cash management is followed by the monthly reports.

The Group utilizes derivative financial instruments as required and within the terms and conditions determined by the Group Risk Management Unit. Instruments that are highly liquid and securing a high-level yield are preferred when determining the financial instruments. In that respect, the Group has a right to claim the accrued interest on time deposits when withdraw before the predetermined maturity.

(d) Market risk

The Group is exposed primarily to the financial risks of changes in foreign exchange rates and interest rates. The Group utilizes the following financial instruments to manage the risks associated with the foreign exchange rates and interest rates. Also, the Group follows price changes and market conditions regularly and takes action in pricing instantaneously.

The Group prefers floating interest rates for long term borrowings. To hedge against the interest risk the Group uses interest swap agreements for some of its borrowings.

In the current period, there is no significant change in the Group's exposure to the market risks or the manner which it manages and measures risk when compared to the previous year.

NOTE 29 – NATURE AND LEVEL OF RISKS DERIVED FROM FINANCIAL INSTRUMENTS (cont’d)

Additional information about financial instruments (cont’d)

(e) Credit risk management

Trade receivables include a large number of customers scattered in various sectors and regions. There is no risk concentration on a specific customer or a group of customers. The majority trade receivables are assured by bank letters of guarantee and/or credit limits. The credit reviews are performed continuously over the accounts receivable balance of the customers. The Group does not have a significant credit risk arising from any customer.

Credit risk of financial instruments	**Receivables**					
	Trade receivables		**Other receivables**			
30 September 2012	**Related Party**	**Third Party**	**Related Party**	**Third Party**	**Bank Deposits**	**Derivative financial instruments**
Maximum credit risk exposure as of balance sheet date (*) (A+B+C+D+E)	17.457.659	924.874.784	-	513.022	1.637.608.422	9.589.644
- Secured part of the maximum credit risk exposure via collateral etc.	-	876.964.027	-	-	-	-
A. Net book value of the financial assets that are neither overdue nor impaired	17.457.659	923.371.519	-	513.022	1.637.608.422	9.589.644
B. Carrying amount of financial assets that are renegotiated, otherwise classified as overdue or impaired	-	-	-	-	-	-
C. Net book value of financial assets that are overdue but not impaired	-	1.503.265	-	-	-	-
- secured part via collateral etc.	-	1.503.265	-	-	-	-
D. Net book value of impaired financial assets	-	-	-	-	-	-
- Overdue (gross carrying amount)	-	39.659.001	-	53.807.112	-	-
- Impairment (-)	-	(39.659.001)	-	(53.807.112)	-	-
- Secured part via collateral etc.	-	-	-	-	-	-
- Not overdue (gross carrying amount)	-	-	-	-	-	-
- Impairment (-)	-	-	-	-	-	-
- Secured part via collateral etc.	-	-	-	-	-	-
E. Off-balance sheet financial assets exposed to credit risk	-	-	-	-	-	-

(*) The factors that increase credibility such as guarantees received are not taken into account in determination of amount.

NOTE 29 – NATURE AND LEVEL OF RISKS DERIVED FROM FINANCIAL INSTRUMENTS (cont'd)

Additional information about financial instruments (cont'd)

(e) Credit risk management (cont'd)

Credit risk of financial instruments	Receivables					
	Trade receivables		Other receivables			
31 December 2011	Related Party	Third Party	Related Party	Third Party	Bank Deposits	Derivative financial instruments
Maximum credit risk exposure as of balance sheet date (*) (A+B+C+D+E)	9.723.604	1.131.974.398	25.000	472.445	1.102.668.423	56.708.417
- Secured part of the maximum credit risk exposure via collateral etc.	-	1.037.498.382	-	-	-	-
A. Net book value of the financial assets that are neither overdue nor impaired	9.723.604	1.130.749.701	25.000	472.445	1.102.668.423	56.708.417
B. Carrying amount of financial assets that are renegotiated, otherwise classified as overdue or impaired	-	-	-	-	-	-
C. Net book value of financial assets that are overdue but not impaired	-	1.224.697	-	-	-	-
- secured part via collateral etc.	-	1.224.697	-	-	-	-
D. Net book value of impaired financial assets	-	-	-	-	-	-
- Overdue (gross carrying amount)	-	43.039.895	-	52.458.346	-	-
- Impairment (-)	-	(43.039.895)	-	(52.458.346)	-	-
- Secured part via collateral etc.	-	-	-	-	-	-
- Not overdue (gross carrying amount)	-	-	-	-	-	-
- Impairment (-)	-	-	-	-	-	-
- Secured part via collateral etc.	-	-	-	-	-	-
E. Off-balance sheet financial assets exposed to credit risk	-	-	-	-	-	-

(*) The factors that increase credibility such as guarantees received are not taken into account in determination of amount.

NOTE 29 – NATURE AND LEVEL OF RISKS DERIVED FROM FINANCIAL INSTRUMENTS (cont'd)

Additional information about financial instruments (cont'd)

(e) Credit risk management (cont'd)

The aging of the overdue but not impaired assets is as follows:

	Receivables					
30 September 2012	**Trade receivables**	**Other receivables**	**Bank deposits**	**Derivative financial instruments**	**Other**	**Total**
Overdue 1-30 days	1.503.265	-	-	-	-	1.503.265
Overdue 1-3 months	-	-	-	-	-	-
Overdue 3-12 months	-	-	-	-	-	-
Overdue 1-5 years	-	-	-	-	-	-
Overdue 5 years or more	-	-	-	-	-	-
Total overdue receivables	1.503.265	-	-	-	-	1.503.265
Secured part via collateral etc.	1.503.265	-	-	-	-	1.503.265

NOTE 29 – NATURE AND LEVEL OF RISKS DERIVED FROM FINANCIAL INSTRUMENTS (cont'd)

Additional information about financial instruments (cont'd)

(e) Credit risk management (cont'd)

The aging of the overdue but not impaired assets is as follows:

	Receivables					
31 December 2011	**Trade receivables**	**Other receivables**	**Bank deposits**	**Derivative financial instruments**	**Other**	**Total**
Overdue 1-30 days	1.224.697	-	-	-	-	1.224.697
Overdue 1-3 months	-	-	-	-	-	-
Overdue 3-12 months	-	-	-	-	-	-
Overdue 1-5 years	-	-	-	-	-	-
Overdue 5 years or more	-	-	-	-	-	-
Total overdue receivables	1.224.697	-	-	-	-	1.224.697
Secured part via collateral etc.	1.224.697	-	-	-	-	1.224.697

NOTE 29 – NATURE AND LEVEL OF RISKS DERIVED FROM FINANCIAL INSTRUMENTS (cont'd)

Additional information about financial instruments (cont'd)

(f) Foreign currency risk management

As of 30 September 2012, the foreign currency position of the Group in terms of original currency is as follows:

	30 September 2012				
	TRY (Functional currency)	US Dollars (Original currency)	EURO (Original currency)	Jap. Yen (Original currency)	GB Pound (Original currency)
1. Trade Receivables	877.989.766	472.784.229	14.810.430	518.382	3.448
2a. Monetary financial assets	1.590.925.947	881.700.244	7.506.622	31.933	8.899
2b. Non- monetary financial assets	-	-	-	-	-
3. Other	7.734.391	3.786.505	423.052	-	-
4. Current assets (1+2+3)	**2.476.650.104**	**1.358.270.978**	**22.740.104**	**550.315**	**12.347**
5. Trade receivables	-	-	-	-	-
6a. Monetary financial assets	-	-	-	-	-
6b. Non- monetary financial assets	-	-	-	-	-
7. Other	26.424.351	3.141.005	7.457.558	156.958.610	-
8. Non-current assets (5+6+7)	**26.424.351**	**3.141.005**	**7.457.558**	**156.958.610**	**-**
9. Total assets (4+8)	**2.503.074.455**	**1.361.411.983**	**30.197.662**	**157.508.925**	**12.347**
10. Trade payables	204.643.842	112.057.318	1.933.436	6.346.846	15.940
11. Financial liabilities	1.706.424.114	887.913.606	40.446.298	1.237.014.081	-
12a. Other monetary financial liabilities	33.790.084	18.894.853	29.647	-	-
12b. Other non-monetary financial liabilities	-	-	-	-	-
13. Current liabilities (10+11+12)	**1.944.858.040**	**1.018.865.777**	**42.409.381**	**1.243.360.927**	**15.940**
14. Trade payables	-	-	-	-	-
15. Financial liabilities	2.001.831.202	849.469.897	155.381.447	5.536.473.285	-
16a. Other monetary financial liabilities	167.321	93.753	-	-	-
16b. Other non-monetary financial liabilities	-	-	-	-	-
17. Non-current liabilities (14+15+16)	**2.001.998.523**	**849.563.650**	**155.381.447**	**5.536.473.285**	**-**
18. Total liabilities (13+17)	**3.946.856.563**	**1.868.429.427**	**197.790.828**	**6.779.834.212**	**15.940**
19. Net asset/liability position of off-balance sheet derivative financial instruments (19a-	**275.735.599**	**55.518.647**	**76.522.188**	-	-
19a. Off-balance sheet foreign currency derivative financial assets	275.735.599	55.518.647	76.522.188	-	-
19b. Off-balance sheet foreign currency derivative financial liabilities	-	-	-	-	-
20. Net foreign currency asset/liability position (9-18+19)	**(1.168.046.509)**	**(451.498.797)**	**(91.070.978)**	**(6.622.325.287)**	**(3.593)**
21. Net foreign currency asset / liability position of monetary items (1+2a+5+6a-10-11-12a-14-15-16a)	**(1.477.940.850)**	**(513.944.954)**	**(175.473.776)**	**(6.779.283.897)**	**(3.593)**
22. Fair value of derivative financial instruments used in foreign currency hedge	6.856.746	5.272.328	(1.105.817)	-	-
23. Hedged foreign currency assets	-	-	-	-	-
24. Hedged foreign currency liabilities	275.735.599	55.518.647	76.522.188	-	-
25. Exports	978.308.906	500.239.044	35.105.325	-	-
26. Imports	3.945.906.237	2.196.615.380	1.981.473	-	-

NOTE 29 – NATURE AND LEVEL OF RISKS DERIVED FROM FINANCIAL INSTRUMENTS (cont'd)

Additional information about financial instruments (cont'd)

(f) Foreign currency risk management (cont'd)

As of 31 December 2011, the foreign currency position of the Group in terms of original currency is as follows:

	31 December 2011				
	TRY (Functional currency)	US Dollars (Original currency)	EURO (Original currency)	Jap. Yen (Original currency)	GB Pound (Original currency)
1. Trade Receivables	859.689.568	451.515.152	2.574.695	21.761.408	304
2a. Monetary financial assets	946.176.451	491.037.483	7.561.864	6.246.549	8.237
2b. Non- monetary financial assets	-	-	-	-	-
3. Other	7.117.464	3.763.488	3.524	-	-
4. Current assets (1+2+3)	**1.812.983.483**	**946.316.123**	**10.140.083**	**28.007.957**	**8.541**
5. Trade receivables	-	-	-	-	-
6a. Monetary financial assets	-	-	-	-	-
6b. Non- monetary financial assets	-	-	-	-	-
7. Other	27.774.470	7.303.997	5.701.334	1.850.000	-
8. Non-current assets (5+6+7)	**27.774.470**	**7.303.997**	**5.701.334**	**1.850.000**	**-**
9. Total assets (4+8)	**1.840.757.953**	**953.620.120**	**15.841.417**	**29.857.957**	**8.541**
10. Trade payables	354.424.226	187.547.723	-	-	56.679
11. Financial liabilities	1.376.759.037	662.690.764	38.882.613	1.231.763.542	-
12a. Other monetary financial liabilities	64.263.192	33.914.986	82.321	-	-
12b. Other non-monetary financial liabilities	-	-	-	-	-
13. Current liabilities (10+11+12)	**1.795.446.455**	**884.153.473**	**38.964.934**	**1.231.763.542**	**56.679**
14. Trade payables	74.562	39.474	-	-	-
15. Financial liabilities	2.362.150.538	943.966.810	175.694.134	6.151.614.847	-
16a. Other monetary financial liabilities	516.294	273.330	-	-	-
16b. Other non-monetary financial liabilities	-	-	-	-	-
17. Non-current liabilities (14+15+16)	**2.362.741.394**	**944.279.614**	**175.694.134**	**6.151.614.847**	**-**
18. Total liabilities (13+17)	**4.158.187.849**	**1.828.433.087**	**214.659.068**	**7.383.378.389**	**56.679**
sheet derivative financial instruments (19a-19b)	**320.526.672**	**61.687.385**	**83.478.750**	**-**	**-**
19a. Off-balance sheet foreign currency derivative financial assets	320.526.672	61.687.385	83.478.750	-	-
19b. Off-balance sheet foreign currency derivative financial liabilities	-	-	-	-	-
20. Net foreign currency asset/liability position (9-18+19)	**(1.996.903.224)**	**(813.125.582)**	**(115.338.901)**	**(7.353.520.432)**	**(48.138)**
21. Net foreign currency asset / liability position of monetary items (1+2a+5+6a-10-11-12a-14-15-16a)	**(2.352.321.830)**	**(885.880.452)**	**(204.522.509)**	**(7.355.370.432)**	**(48.138)**
22. Fair value of derivative financial instruments used in foreign currency hedge	47.048.393	12.009.961	9.969.219	-	-
23. Hedged foreign currency assets	-	-	-	-	-
24. Hedged foreign currency liabilities	320.526.672	61.687.385	83.478.750	-	-
25. Exports	1.555.730.905	855.271.379	75.513.067	-	-
26. Imports	5.583.434.612	3.445.541.072	3.659.131	-	-

NOTE 29 – NATURE AND LEVEL OF RISKS DERIVED FROM FINANCIAL INSTRUMENTS (cont'd)

Additional information about financial instruments (cont'd)

(f) Foreign currency risk management (cont'd)

Foreign currency sensitivity

In the calculation of Group's currency risk, the Value at Risk (VaR) is calculated by using the parametric method arising from the consolidated foreign currency position including derivative financial instruments. Based on this method; the effects of changes in currency rates on the foreign currency position are determined.

Since there are no stock portfolios and interest bearing treasury products among assets, the Value at Risk related to interest rates and equity prices is not calculated.

In parametric method, the Value at Risk is defined as the maximum loss on holding the current position for 1 day, based on the change in the earning yield calculated with a 99% confidence level.

In cases where the Value at Risk exceeds the limit predefined by the Group Risk Committee periodically, the Group Risk Committee gathers to take necessary actions and develop action plans. After evaluations, the committee provides valid precautions to be taken.

	30 September 2012	31 December 2011
Foreign Currency Position Parametric VaR	15.048.562	34.998.091

The Value at Risk results are in line with the open foreign currency position and the fluctuations in currencies.

The calculations of Value at Risk are supported by stress tests and scenario analyses. The testing of potential losses in extraordinary market conditions helps the determination of the Group financial strategies.

NOTE 29 – NATURE AND LEVEL OF RISKS DERIVED FROM FINANCIAL INSTRUMENTS (cont'd)

Additional information about financial instruments (cont'd)

(f) Foreign currency risk management (cont'd)

The following table shows the Group's sensitivity to a 10% (+/-) change in the US Dollars, EURO and Japanese Yen. 10% is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the possible change in foreign exchange rates.

The profit/loss which will arise when the inventories are sold may change the effect if the foreign currency rates maintain this level in the long term.

As of 30 September 2012 asset and liability balances are translated by using the following exchange rates: TRY 1,7847 = US $ 1,TRY 2,3085 = EUR 1 and TRY 0,0229= JPY 1 (31 December 2011: TRY 1,8889 = US $ 1,TRY 2,4438 = EUR 1 and TRY 0,0243 = JPY 1)

	Profit/(loss) after capitalization on tangible assets and before tax and non-controlling interest	
30 September 2012	Appreciation of foreign currency against	Depreciation of foreign currency against
1- US Dollars net asset/liability	(90.487.403)	90.487.403
2- Hedged portion from US Dollars risk (-)	9.908.413	(9.908.413)
3- Effect of capitalization (-)	-	-
4- US Dollars net effect (1+2+3)	(80.578.990)	80.578.990
5- EURO net asset/liability	(38.688.882)	38.688.882
6- Hedged portion from EURO risk (-)	17.665.147	(17.665.147)
7- Effect of capitalization (-)	1.154.250	(1.154.250)
8- EURO net effect (5+6+7)	(19.869.485)	19.869.485
9- Jap. Yen net asset/liability	(15.200.885)	15.200.885
10- Hedged portion from Jap. Yen risk (-)	-	-
11- Effect of capitalization (-)	-	-
12- Jap. Yen net effect (9+10+11)	(15.200.885)	15.200.885
13- Other currencies net asset/liability	-	-
14- Hedged portion from other currency risk (-)	-	-
15- Effect of capitalization (-)	-	-
16- Other currencies net effect (13+14+15)	-	-
TOTAL (4+8+12+16)	**(115.649.360)**	**115.649.360**

NOTE 29– NATURE AND LEVEL OF RISKS DERIVED FROM FINANCIAL INSTRUMENTS (cont'd)

Additional information about financial instruments (cont'd)

(f) Foreign currency risk management (cont'd)

	Profit/(loss) after capitalization on tangible assets and before tax and non-controlling interest	
31 December 2011	Appreciation of foreign currency against	Depreciation of foreign currency against
1- US Dollars net asset/liability	(165.243.421)	165.243.421
2- Hedged portion from US Dollars risk (-)	11.652.130	(11.652.130)
3- Effect of capitalization (-)	-	-
4- US Dollars net effect (1+2+3)	(153.591.291)	153.591.291
5- EURO net asset/liability	(48.587.058)	48.587.058
6- Hedged portion from EURO risk (-)	20.400.537	(20.400.537)
7- Effect of capitalization (-)	1.221.900	(1.221.900)
8- EURO net effect (5+6+7)	(26.964.621)	26.964.621
9- Jap. Yen net asset/liability	(17.898.469)	17.898.469
10- Hedged portion from Jap. Yen risk (-)	-	-
11- Effect of capitalization (-)	-	-
12- Jap. Yen net effect (9+10+11)	(17.898.469)	17.898.469
13- Other currencies net asset/liability	-	-
14- Hedged portion from other currency risk (-)	-	-
15- Effect of capitalization (-)	-	-
16- Other currencies net effect (13+14+15)	-	-
TOTAL (4+8+12+16)	**(198.454.381)**	**198.454.381**

NOTE 29 – NATURE AND LEVEL OF RISKS DERIVED FROM FINANCIAL INSTRUMENTS (cont'd)

Additional information about financial instruments (cont'd)

(f) Foreign currency risk management (cont'd)

Cross currency and interest rate swap agreements:

As of 30 September 2012 and 31 December 2011 the details of the cross currency and interest rate swap agreements are provided in the table below:

30 September 2012	Average agreement exchange rate	Sales with original currency	Purchases with original currency	Original currency (TRY equivalent)	Agreement value (TRY equivalent)	Fair value
Cross currency and interest rate swap agreements:						
TRY sale/ US Dollars purchase	1,4568	80.876.789	55.518.647	80.876.789	71.467.265	9.409.524
Between 1-5 years						
TRY sale/ EURO purchase	2,0825	159.356.230	76.522.188	159.356.230	161.909.008	(2.552.778)
More than 5 years						
						6.856.746

31 December 2011	Average agreement exchange rate	Sales with original currency	Purchases with original currency	Original currency (TRY equivalent)	Agreement value (TRY equivalent)	Fair value
Cross currency and interest rate swap agreements:						
TRY sale/ US Dollars purchase	1,4568	89.863.099	61.687.385	89.863.099	67.177.484	22.685.615
TRY sale/ EURO purchase	2,0825	173.843.160	83.478.750	173.843.160	149.480.382	24.362.778
More than 5 years						
						47.048.393

29 – NATURE AND LEVEL OF RISKS DERIVED FROM FINANCIAL INSTRUMENTS (cont'd)

Additional information about financial instruments (cont'd)

(f) Foreign currency risk management (cont'd)

Forward agreements

As of 30 September 2012 and 31 December 2011 the details of the forward agreements of the Group are provided in the table below:

30 September 2012	**Average agreement exchange rate**	**Sales with original currency**	**Purchases with original currency**	**Original currency (TRY equivalent)**	**Agreement value (TRY equivalent)**	**Fair value**
Forward agreements:						
EURO sale/ US Dollars purchase	1,2567	26.927.400	33.685.628	62.161.903	64.150.284	(1.988.381)
US Dollars sale/ EURO purchase	1,2554	1.255.400	1.000.000	2.240.512	2.172.158	68.354
Less than 3 months						
EURO sale/ US Dollars purchase	1,2823	24.394.600	30.866.605	56.314.934	57.560.642	(1.245.708)
3-6 months						
						(3.165.735)

29 – NATURE AND LEVEL OF RISKS DERIVED FROM FINANCIAL INSTRUMENTS (cont'd)

Additional information about financial instruments (cont'd)

(f) Foreign currency risk management (cont'd)

Forward agreements

31 December 2011	Average agreement exchange rate	Sales with original currency	Purchases with original currency	Original currency (TRY equivalent)	Agreement value (TRY equivalent)	Fair value
Forward agreements:						
EURO sale/ US Dollars purchase	1,3838	38.520.000	53.220.574	94.135.176	87.724.410	6.410.766
US Dollars sale/ EURO purchase	1,3479	3.369.750	2.500.000	6.365.121	6.620.123	(255.002)
Less than 3 months						
EURO sale/ US Dollars purchase	1,3619	18.412.803	25.335.830	44.997.208	42.175.000	2.822.208
US Dollars sale/ EURO purchase	1,3478	4.043.250	3.000.000	7.637.699	7.941.633	(303.934)
3-6 months						
						8.674.038

NOTE 29 – NATURE AND LEVEL OF RISKS DERIVED FROM FINANCIAL INSTRUMENTS (cont'd)

Additional information about financial instruments (cont'd)

(g) Interest rate risk management

The majority of the Group's borrowings are based on floating interest rate terms. In order to manage the exposure to interest rate movements on certain portion of the bank borrowings, the Group uses interest rate swaps and changes floating rates to fixed rates.

In addition, through the use of deposits in which the Group has a right to claim the accrued interest when withdrawn before the predetermined maturity, the Group minimizes the interest rate risk by increasing the share of floating rate denominated assets in its consolidated the balance sheet.

Furthermore, for borrowings denominated in foreign currencies, except for US Dollars, the Group minimizes its interest rate risk by leveraging in foreign currencies that bear lower interest rate. In addition, a higher interest rate is applied to the trade receivables with a maturity when compared to the interest rate exposed for trade payables.

Interest rate sensitivity

The following sensitivity analysis is based on forecasted interest rate changes for the liabilities denominated in variable interest rates. The information details the Group's sensitivity to an increase/decrease of 0,50% for US Dollars and EURO, 0,25% for Jap.Yen and 1,00% for TRY denominated interest rates.

Since the principal payments of the loans with floating interest rates are not affected from changes in interest rates, the risk exposure of the Group loans is measured using a sensitivity analysis instead of a Value at Risk calculation.

Interest position table

	30 September 2012	31 December 2011
Floating interest rate financial instruments		
Financial liabilities	1.342.770.310	1.794.671.472

In addition to these, as of 30 September 2012, the amount of the Group's financial loans is TRY 1.252.665.767 of which the floating interest rates have been fixed by the hedge purposed agreements (31 December 2011: TRY 1.167.209.631) (Note 6).

For the year round, if the US Dollars, EURO and Jap. Yen denominated interest rates increase/decrease by 100 base points in TRY, 50 base points in US Dollars and EURO and 25 base points in Jap.Yen respectively ceteris paribus, the profit before taxation and non-controlling interest after considering the effect of capitalization and hedging would be lower/higher TRY 3.969.227 (30 September 2011: TRY 8.974.576).

NOTE 29 – NATURE AND LEVEL OF RISKS DERIVED FROM FINANCIAL INSTRUMENTS (cont'd)

Additional information about financial instruments (cont'd)

(g) Interest rate risk management (cont'd)

Interest rate swap agreements

The Group uses interest rate swap instruments and pays/receives the difference between fixed interest rate and floating interest rates multiplied by the nominal amount. These contracts aim to mitigate the risk of fluctuations in the cash flow which the Group is exposed to due to borrowings with floating interest rates.

As of the balance sheet date, the Group's agreed unpaid nominal amounts of the interest rate swap agreements and their remaining terms until maturity are stated below:

30 September 2012

Unrealized agreements with fixed payments and floating interest receipts	Average fixed interest rate of the agreements	Nominal amount(*)	Fair Value
Less than 1 year	1,39%	181.418.644	(323.528)
Between 1-5 years	1,40%	859.827.085	(14.384.245)
More than 5 years	1,68%	94.820.813	(2.788.986)
		1.136.066.542	(17.496.759)

31 December 2011

Unrealized agreements with fixed payments and floating interest receipts	Average fixed interest rate of the agreements	Nominal amount(*)	Fair Value
Between 1-5 years	1,87%	327.771.624	(5.206.901)
More than 5 years	1,37%	544.003.200	(4.766.493)
		871.774.824	(9.973.394)

(*) In order to hedge against the interest rate risk of the borrowings with floating rates, the Group trades floating interest rates with fixed rates by making swap agreements. The fair value of the interest rate swap agreements with a nominal amount of TRY 1.136.066.542 (31 December 2011: TRY 871.774.824) is found to be effective. The fair value of such agreements which is categorized as cash flow hedges, is recognized under equity with its deferred tax effect and non-controlling interest deducted as TRY (13.131.686) (31 December 2011: TRY (7.548.947)).

NOTE 29 – NATURE AND LEVEL OF RISKS DERIVED FROM FINANCIAL INSTRUMENTS (cont'd)

Additional information about financial instruments (cont'd)

(g) Interest rate risk management (cont'd)

Cross currency and interest rate swap agreements

30 September 2012

Unrealized agreements with fixed payments and floating interest receipts	Average fixed interest rate of the agreements	Nominal amount(*)	Fair Value
TRY sale / US Dollars purchase	7,22%	80.876.789	9.409.524
Between 1-5 years			
TRY sale / EURO purchase	10,65%	159.356.230	(2.552.778)
Over 5 years			
		240.233.019	6.856.746

31 December 2011

Unrealized agreements with fixed payments and floating interest receipts	Average fixed interest rate of the agreements	Nominal amount(*)	Fair Value
TRY sale / US Dollars purchase	7,22%	89.863.099	22.685.615
Over 5 years			
TRY sale / EURO purchase	10,65%	173.843.160	24.362.778
Over 5 years			
		263.706.259	47.048.393

(*) In order to hedge against the interest and foreign exchange rate risk of the Euro and US Dollars borrowings, the Group trades floating interest rates with fixed rates and Euro and US Dollars amounts with TRY amounts by making cross currency swap agreements. The fair value of such agreements which are categorized as cash flow hedges and found to be effective, with nominal amount of TRY 240.233.019 (31 December 2011: TRY 263.706.259) is recognized under equity net off its deferred tax effect, unrealized foreign exchange gain/losses and non-controlling interests as TRY (21.273.100) (31 December 2011: TRY (7.234.408)).

NOTE 29 – NATURE AND LEVEL OF RISKS DERIVED FROM FINANCIAL INSTRUMENTS (cont'd)

Additional information about financial instruments (cont'd)

(h) Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by continuously monitoring forecasted and actual cash flows and matching the maturity profiles of financial assets and liabilities and maintaining adequate funds and reserves.

Liquidity risk tables

Conservative liquidity risk management includes maintaining sufficient cash, availability of sufficient amount of borrowings and funds and ability to settle market positions.

The Group manages its funding of actual and forecasted financial obligations by maintaining the availability of sufficient number of high quality loan providers.

The following table details the Group's expected maturity for its derivative and non derivative financial liabilities. Interests which will be paid on borrowings in the future are included in the relevant columns in the following table.

NOTE 29 – NATURE AND LEVEL OF RISKS DERIVED FROM FINANCIAL INSTRUMENTS (cont'd)

Additional information about financial instruments (cont'd)

(h) Liquidity risk management (cont'd)

30 September 2012

Contractual maturity analysis	Book value	Total cash outflow per agreement (I+II+III+IV)	Less than 3 months (I)	3-12 months (II)	1-5 years (III)	More than 5 years (IV)
Non derivative financial liabilities						
Borrowings from banks	4.710.216.703	5.120.519.427	630.202.346	1.412.200.732	2.913.100.807	165.015.542
Trade payables	400.039.047	401.142.743	270.027.126	131.115.617	-	-
Other financial liabilities (*)	125.511.001	125.511.001	122.617.009	2.893.992	-	-
Total liabilities	**5.235.766.751**	**5.647.173.171**	**1.022.846.481**	**1.546.210.341**	**2.913.100.807**	**165.015.542**
Derivative financial liabilities						
Derivative cash inflows	9.589.644	489.475.924	162.117.570	46.522.362	264.539.341	16.296.651
Derivative cash outflows	(23.395.392)	(511.818.835)	(170.064.663)	(50.827.550)	(275.479.295)	(15.447.327)
	(13.805.748)	**(22.342.911)**	**(7.947.093)**	**(4.305.188)**	**(10.939.954)**	**849.324**

(*) Only the financial liabilities under other payables and liabilities are included.

NOTE 29 – NATURE AND LEVEL OF RISKS DERIVED FROM FINANCIAL INSTRUMENTS (cont'd)

Additional information about financial instruments (cont'd)

(h) Liquidity risk management (cont'd)

31 December 2011

Contractual maturity analysis	Book value	Total cash outflow per agreement (I+II+III+IV)	Less than 3 months (I)	3-12 months (II)	1-5 years (III)	More than 5 years (IV)
Non derivative financial liabilities						
Borrowings from banks	4.777.797.197	5.425.640.574	220.981.276	1.401.912.625	3.423.854.220	378.892.453
Trade payables	533.658.160	534.828.193	209.559.162	325.269.031	-	-
Other financial liabilities (*)	188.173.615	188.173.615	165.871.553	22.212.299	89.763	-
Total liabilities	**5.499.628.972**	**6.148.642.382**	**596.411.991**	**1.749.393.955**	**3.423.943.983**	**378.892.453**
Derivative financial liabilities						
Derivative cash inflows	56.708.417	687.940.218	106.987.584	166.805.142	414.147.492	-
Derivative cash outflows	(10.959.380)	(449.425.721)	(101.178.862)	(46.858.278)	(301.388.581)	-
	45.749.037	**238.514.497**	**5.808.722**	**119.946.864**	**112.758.911**	**-**

(*) Only the financial liabilities under other payables and liabilities are included.

NOTE 30 – FINANCIAL INSTRUMENTS (FAIR VALUE AND FINANCIAL RISK MANAGEMENT DISCLOSURES)

Additional information about financial instruments

Categories of the financial instruments and their fair values

30 September 2012	Cash and cash equivalent	Loans and receivables	Available for sale financial assets	Held for trading financial instruments	Financial liabilities at amortized cost	Derivative financial instruments through other comprehensive income/loss	Derivative financial instruments through profit/loss	Carrying value	Note
Financial Assets									
Cash and cash equivalents	1.637.661.123	-	-	-	-	-	-	1.637.661.123	4
Trade receivables	-	942.332.443	-	-	-	-	-	942.332.443	8
Financial investments	-	-	82.387	-	-	-	-	82.387	5
Other financial assets	-	513.022	-	-	-	-	-	513.022	9
Derivative financial instruments	-	-	-	-	-	9.409.524	180.120	9.589.644	5
Financial Liabilities									
Financial liabilities	-	-	-	-	4.710.216.703	-	-	4.710.216.703	6
Trade payables	-	-	-	-	400.039.047	-	-	400.039.047	8
Other liabilities	-	-	-	-	125.511.001	-	-	125.511.001	9/18
Derivative financial instruments	-	-	-	-	-	20.049.537	3.345.855	23.395.392	7
31 December 2011									
Financial Assets									
Cash and cash equivalents	1.102.710.213	-	-	-	-	-	-	1.102.710.213	4
Trade receivables	-	1.141.698.002	-	-	-	-	-	1.141.698.002	8
Financial investments	-	-	66.086	-	-	-	-	66.086	5
Other financial assets	-	497.445	-	-	-	-	-	497.445	9
Derivative financial instruments	-	-	-	-	-	47.475.443	9.232.974	56.708.417	7
Financial Liabilities									
Financial liabilities	-	-	-	-	4.777.797.197	-	-	4.777.797.197	6
Trade payables	-	-	-	-	533.658.160	-	-	533.658.160	8
Other liabilities	-	-	-	-	188.173.615	-	-	188.173.615	9/18
Derivative financial instruments	-	-	-	-	-	10.400.444	558.936	10.959.380	7

(*) Book values of the financial assets and liabilities are close to the fair values.

NOTE 30 – FINANCIAL INSTRUMENTS (FAIR VALUE AND FINANCIAL RISK MANAGEMENT DISCLOSURES) (cont'd)

Additional information about financial instruments (cont'd)

Categories of the financial instruments and their fair values (cont'd)

Financial asset and liabilities at fair value		Fair value level as of reporting date		
	30 September 2012	Level 1	Level 2	Level 3
Financial assets and liabilities at fair value through profit/loss				
Financial assets held for trading	-	-	-	-
Derivative financial assets	180.120	-	180.120	-
Derivative financial liabilities	(3.345.855)	-	(3.345.855)	-
Financial assets and liabilities at fair value through other comprehensive income/expense				
Derivative financial assets	9.409.524	-	9.409.524	-
Derivative financial liabilities	(20.049.537)	-	(20.049.537)	-
Total	(13.805.748)	-	(13.805.748)	-

Financial asset and liabilities at fair value		Fair value level as of reporting date		
	31 December 2011	Level 1	Level 2	Level 3
Financial assets and liabilities at fair value through profit/loss				
Financial assets held for trading	-	-	-	-
Derivative financial assets	9.232.974	-	9.232.974	-
Derivative financial liabilities	(558.936)	-	(558.936)	-
Financial assets and liabilities at fair value through other comprehensive income/expense				
Derivative financial assets	47.475.443	-	47.475.443	-
Derivative financial liabilities	(10.400.444)	-	(10.400.444)	-
Total	45.749.037	-	45.749.037	-

First Level: Quoted (non adjusted) prices in active markets for identical assets or liabilities.

Second Level: Other valuation techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Third Level: Valuation techniques which use inputs which have a significant effect on the recorded fair value that are not based on observable market data.

NOTE 31 – SUBSEQUENT EVENTS

None.

NOTE 32 – OTHER ISSUES AFFECTING THE CONSOLIDATED FINANCIAL STATEMENTS MATERIALLY OR THOSE REQUIRED TO BE DISCLOSED FOR A CLEAR, UNDERSTANDABLE AND INTERPRETABLE PRESENTATION

Changes in working capital are as follows:

	1 January- 30 September 2012	1 January- 30 September 2011
Current trade receivables	202.746.453	(471.082.810)
Inventories	432.085.754	(996.306.068)
Other short term receivables / current assets	28.870.802	22.511.777
Non current trade receivables	-	2.621.888
Other long term receivables / non current assets	26.561.296	(86.760.780)
Current trade payables	(133.619.113)	269.468.614
Other short term payables / liabilities	(98.407.135)	37.317.238
Non current trade payables	-	3.311.304
Other long term payables / liabilities	8.885.330	(13.311.825)
	467.123.387	(1.232.230.662)

The details and the amounts of the reclassifications made of the balance sheet are as follows:

Deferred and installed payables to public institutions of TRY 2.254.632 reported in "Other Payables" in consolidated balance sheet as of 31 December 2011, is netted off under other VAT receivable reported in "Other Current Assets".

Long term doubtful trade receivables of TRY 1.619.793 reported in "Long Term Trade Receivables" in consolidated balance sheet as of 31 December 2011 is reclassified to "Short Term Trade Receivables".

The details and the amounts of the reclassifications made of the income statement are as follows:

Account	(Previously reported) 1 January- 30 September 2011	(Restated) 1 January- 30 September 2011	Difference
Other operating income [1]	73.705.892	73.556.054	149.838
Other operating expense (-) [1]	(99.423.391)	(99.273.553)	(149.838)
Total			-

[1] Loss on sales of fixed assets of TRY 149.838 which are previously reported in "Other operating expenses (-)" are netted off under "Other operating income".

NOTE 32 – OTHER ISSUES AFFECTING THE CONSOLIDATED FINANCIAL STATEMENTS MATERIALLY OR THOSE REQUIRED TO BE DISCLOSED FOR A CLEAR, UNDERSTANDABLE AND INTERPRETABLE PRESENTATION (cont'd)

Convenience translation to English:

The effect of differences between the Financial Reporting Standards published by the Capital Market Board in Turkey and accounting principles generally accepted in countries in which the consolidated financial statements are to be distributed and International Financial Reporting Standards (IFRS) have not been quantified in the consolidated financial statements. The differences with IFRS mainly related to the application of inflation accounting which was ceased one year later in IFRS, and the presentation of the basic consolidated financial statements and the notes to them. Accordingly, the consolidated financial statements are not intended to present the consolidated financial position and consolidated financial performance of Ereğli Demir ve Çelik Fabrikaları T.A.Ş. and its subsidiaries in accordance with the accounting principles generally accepted in such countries and IFRS.