

Corporate Governance Principles Compliance Report

1. Statement of Compliance with Corporate Governance Principles:

A Corporate Governance Committee consisting of four people has been established within the structure of Enka İnşaat ve Sanayi A.Ş. This committee has been assigned to present the proposals for the corporate governance policies of the company, enhance the quality of the corporate governance applications and inform the Board of Directors about the effective pursuit of the legislation of the Capital Markets Board related to the corporate governance principles and the generally accepted corporate governance principles of the international capital markets, and about implementing those principles which it deems applicable.

The Corporate Governance Principles Compliance Report of the Corporate Governance Committee has been presented below to the review of our shareholders.

SECTION I - SHAREHOLDERS

2. Investor Relations Unit:

The Investor Relations Management was established in 2002 within the structure of Enka İnşaat ve Sanayi A.Ş., for the purpose of arranging the relations with the shareholders.

The main activities conducted by the unit can be summarized as answering the questions on financial statements, activities of the company, conditions to participate in the company's General Assemblies, announcements to public, capital increases, information on issuance of new share certificates and preparation of the company's annual reports. The numerous applications to the unit and the responses to the investors are generally made through telephone. The Investor Relations Unit can easily be accessed through the general telephone numbers of our company.

3. Exercise of the Shareholders' Rights to Obtain Information:

Any kind of information about the company in relation to the developments that would possibly affect exercising of the shareholder rights is presented to the consideration of the shareholders in the internet environment (www.enka.com). The Investor Relations Unit provides guidance to those shareholders who prefer to use internet facilities for their requests for information. The shareholders, who cannot use internet facilities, are informed either by fax or mail.

4. General Assembly Information:

In order to participate to the General Assembly, our shareholders are requested to receive a General Assembly Blockage Letter from the Central Registry Institution (MKK), through the brokerage institutions where they hold their accounts, and submit this to our company's head office in order to receive the General Assembly Participation Letter, a week prior to the date of the General Assembly on the latest. The date and place of the General Assembly meetings are published in two national newspapers, as well as through Special Conditions Disclosures transmitted by Public Disclosure Platform (KAP) and on our website. The minutes of the General Assembly meetings are disclosed to the public by Public Disclosure Platform, in accordance with the provisions of Communiqué No: 54, Series: VIII of Capital Markets Board, and further announced in the Turkish Trade Registry Journal. The minutes of the General Assembly meetings are always made available to the shareholders at the company's head office.

The Articles of Association do not contain any provision related to decisions such as spin-off, sale, purchase and lease of significant amount of assets, to be taken by the General Assembly. Due to the structure of our company, entrusting such decisions to the authority of the General Assembly, may lead to numerous General Assemblies to be held during a financial year. In order to ensure uninterrupted management of the operations, it is obligatory that such decisions are to be taken under the authority of the Board of Directors.

2010 General Assemblies:

Type of the Meeting	ORDINARY
Date of the Meeting	April 22, 2010
Participation Rate	84%
Participation by the Beneficiaries	YES
Participation by the Media	NO
Was the right of the shareholders to ask questions used?	YES
Were these questions answered?	YES
Did the shareholders make any proposals?	NO
Result of the proposal	-

In 2010, no changes have been made in the Articles of Association, except to increase, as per provisions of the General Assembly held on April 22, 2010, the capital of the company from 1,800,000,000 TL to 2,200,000,000 TL. Regarding the distribution of the year 2009 profit, it has been resolved to distribute to shareholders for each TL 1 (one) nominal valued share TL 0.0800 gross / TL 0.0680 net (as being 8% gross, 6.80% net from issued share capital) in total TL 144,000,000 cash dividend and as TL 200,000,000 from 1st dividend and as TL 140,000,000 from 2nd dividend and as TL 60,000,000 from reserves in total TL 400,000,000 bonus share increase (at a rate 22.22%).

Donations made in 2010 and which will be submitted to the shareholders' information at the General Assembly in April 2011 are detailed below as Turkish Liras:

Enka Spor Eğitim ve Sosyal Yardım Vakfı	8,460,368.46
İstanbul Emniyet Teşkilatı Ş.M.D.Y. Yardım Vakfı	80,890.00
Türk Eğitim Vakfı	6,140.00
Türk Emniyet Teşkilatı Şehitleri, Malülleri, Dul ve Yetimleri Eğitim ve Yardım Vakfı (TEYEV)	5,000.00
İstanbul Kültür Sanat Vakfı	1,000.00
Total	8,553,398.46

5. Voting Rights and Minority Rights:

The shareholders or their representatives participating in the General Assembly meetings of Enka İnşaat ve Sanayi A.Ş. have the right of 10 votes for each Group-A share and 1 vote for each Group-B share that they hold. The partnership structure of Enka İnşaat ve Sanayi A.Ş. does not involve any legal personality engaged in cross-shareholding relation. There is no provision for representation of the minority shares in the management, and cumulative voting is not allowed. The share amount of each group with a nominal value of 1 Kr (One Kuruş) as of the year end is stated below:

Group-A	1,167 shares
Group-B	219,999,998,833 shares
TOTAL	220,000,000,000 shares

6. Policy and Timing of Profit Distribution:

The profit distribution policy of Enka İnşaat ve Sanayi A.Ş. is as follows:

In accordance with Article 36 of the Articles of Association,

1. The 1st Dividend is reserved from the Net Distributable Period Profit at the rate designated by the Capital Markets Board. (The donations made during the year are presented to the review of the General Assembly and added to the base of the Net Distributable Period Profit that constitutes the basis of the 1st Dividend calculation.)
2. 5% of the remaining profit is paid to the Enka İnşaat ve Sanayi A.Ş. Founder Bonus Certificate holders.
3. 2.5% of the remaining profit after item 1 is paid to bonus certificate holders of Enka Holding in proportion to their shares.
4. 1% of the remaining profit is paid to the members of the Board of Directors in equal shares.
5. Maximum 2.5% of the remaining amount is paid to the jobholders and personnel in line with the General Assembly resolution.
6. The decision whether to distribute the 2nd Dividend from the remaining profit and the relevant rate is determined according to the majority voting of the existing shareholders in the General Assembly.

The Board of Directors presents a profit distribution proposal to the General Assembly by considering the performance of the company, the economic conditions, finalized projects, investments and cash flow of the company in that year.

The place and date of the profit distribution, agreed upon during the General Assembly in accordance with the relevant legislation provisions, is announced to the shareholders through the adverts put in the two national newspapers, the special condition disclosure sent by the Public Disclosure Platform and the website of the company.

Since the above mentioned profit distribution policy takes place in the Articles of Association of our company, the shareholders are informed about it. Distribution of profit is made within the period required by the provisions of the Capital Markets Law, as set forth in the Profit Distribution Policy. Until this day, there has been no delay in profit distribution.

7. Transfer of Shares:

Pursuant to Article 8 of the company's Articles of Association which is related to the transfer of share certificates, the share certificates can be freely transferred in accordance with the provisions of Turkish Commercial Law. The transfer of shares requires full compliance with Turkish Commercial Law and Capital Markets Law.

SECTION II - INFORMING THE PUBLIC AND TRANSPARENCY

8. Company's Disclosure Policy:

Enka İnşaat ve Sanayi A.Ş. is the largest internationally renowned construction company of Turkey that provides engineering, construction and contracting business services in and outside the country. The company makes public all the disclosures required by the legislation in relation to public clarification and transparency, which is a corporate governance principle, taking into account all the information which is of trade secret nature or which hinders the competitive power of the company under the international competition conditions.

In this context;

1. Any special condition disclosure, which might affect the market price or investment decisions, will be made public by Public Disclosure Platform within the time period required by the legislation.
2. The information contained in the special condition disclosure will not be shared with any person who is not listed on the Insider Information Access List until the special condition disclosure is made public by Public Disclosure Platform.
3. The special condition disclosure will be uploaded to the company's internet site on the same day or latest on the next business day and this disclosure will be kept on the site for at least five years.
4. The financial reports sent by Public Disclosure Platform, within the time period stated by the legislation, is uploaded to the internet site on the same day after the disclosure is done.
5. News and rumors about the company which figures in the press or internet sites are monitored daily by the Investor Relations Unit with a media monitoring system.
6. No disclosure will be made by the company for the news and rumors which figures in the press and which does not create any disclosure obligation.
7. For the access of small investors, the internet site is used for presentations or reports that are used in investor group meetings, in information meetings or press meetings.
8. The company's internet site is arranged to contain any necessary information that shareholders would attain and it is updated periodically.

Execution of the company's disclosure policy is governed by the Corporate Governance Committee, and the Investor Relations Unit is responsible for the relations with shareholders.

9. Special Condition Disclosures:

The 2010 special condition disclosures announced by Enka İnşaat ve Sanayi A.Ş. to the shareholders by the Public Disclosure Platform is listed below in chronological order.

21.01.2010

The Board of Directors of our Company has resolved to select the auditing firm DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (member of Deloitte Touche Tohmatsu) as the independent auditor of our Company for auditing 2010 financial statements in accordance with the opinion of our Company's Audit Committee and as pursuant to the Communiqué Regarding the Independent Audit in Capital Markets as announced by the Capital Markets Board of Turkey, and to present such resolution to the approval of the General Assembly.

29.01.2010

Regarding the news in the media related with our Company about the Kosovo motorway project, negotiations with the job owner are continuing and disclosure will be done after negotiations are completed.

15.02.2010

Pursuant to the provisions of the General Communiqué on Income Taxation No: 217, our Company's Income Statement as of December 31, 2009 as enclosed hereto, has been submitted on February 15, 2010 to the Large Taxpayers Tax Office of the Provincial Finance Department as annex to the presented Provisional Tax Declaration, excluding any revenues provided from construction and repair works spread over the years.

17.03.2010

Pursuant to the provisions of the Capital Markets Board Communiqué Serial: I, No: 26 for the shares which are not authorised to be traded on the stock exchange of the corporations whose shares are registered with the Board and being

traded on the stock exchange and our application dated July 13, 2009 to the Settlement and Custody Bank in order to trade the 900,000 TL nominal valued shares of PİMAŞ PLASTİK İNŞAAT MALZEMELERİ A.Ş. that we own; our disclosure in relation to the Capital Markets Board Communiqué Serial: VIII, No: 54 is herebelow.

900,000 shares of PİMAŞ PLASTİK İNŞAAT MALZEMELERİ A.Ş. has been sold between January 11, 2010 and March 17, 2010 by our company with a price range of 3.68 to 3.84. With this trade our shareholding at PİMAŞ PLASTİK İNŞAAT MALZEMELERİ A.Ş. has dropped down to 82.26%.

Details of the trades are stated on the below table.

Trade Date	Nature of the Trade	Nominal Value of the Shares Subject to the Trade (TL)	Trade Price (TL/Share)	Trade Value (TL)	Nominal Value of the Shares Owned Before the Trade (TL)	Shareholding of the Company's Equity Before the Trade (%)	Nominal Value of the Shares Owned After the Trade (TL)	Shareholding of the Company's Equity After the Trade (%)
11.01.2010	Sale	30,000	3.74	112,200.00	15,707,172.47	87.26%	15,677,172.47	87.10%
11.01.2010	Sale	25,000	3.76	94,000.00	15,677,172.47	87.10%	15,652,172.47	86.96%
11.01.2010	Sale	55,000	3.78	207,900.00	15,652,172.47	86.96%	15,597,172.47	86.65%
11.01.2010	Sale	15,281	3.80	58,067.80	15,597,172.47	86.65%	15,581,891.47	86.57%
11.01.2010	Sale	5,000	3.82	19,100.00	15,581,891.47	86.57%	15,576,891.47	86.54%
03.02.2010	Sale	20,844	3.70	77,122.80	15,576,891.47	86.54%	15,556,047.47	86.42%
03.02.2010	Sale	51,660	3.72	192,175.20	15,556,047.47	86.42%	15,504,387.47	86.14%
03.02.2010	Sale	16,496	3.74	61,695.04	15,504,387.47	86.14%	15,487,891.47	86.04%
03.02.2010	Sale	20,000	3.76	75,200.00	15,487,891.47	86.04%	15,467,891.47	85.93%
03.02.2010	Sale	32,946	3.78	124,535.88	15,467,891.47	85.93%	15,434,945.47	85.75%
16.03.2010	Sale	39,162	3.68	144,116.16	15,434,945.47	85.75%	15,395,783.47	85.53%
16.03.2010	Sale	230,000	3.70	851,000.00	15,395,783.47	85.53%	15,165,783.47	84.25%
16.03.2010	Sale	20,000	3.72	74,400.00	15,165,783.47	84.25%	15,145,783.47	84.14%
16.03.2010	Sale	20,000	3.74	74,800.00	15,145,783.47	84.14%	15,125,783.47	84.03%
16.03.2010	Sale	38,667	3.76	145,387.92	15,125,783.47	84.03%	15,087,116.47	83.82%
16.03.2010	Sale	62,171	3.78	235,006.38	15,087,116.47	83.82%	15,024,945.47	83.47%
16.03.2010	Sale	25,000	3.80	95,000.00	15,024,945.47	83.47%	14,999,945.47	83.33%
16.03.2010	Sale	40,000	3.82	152,800.00	14,999,945.47	83.33%	14,959,945.47	83.11%
16.03.2010	Sale	20,000	3.84	76,800.00	14,959,945.47	83.11%	14,939,945.47	83.00%
17.03.2010	Sale	4,219	3.80	16,032.20	14,939,945.47	83.00%	14,935,726.47	82.98%
17.03.2010	Sale	30,000	3.82	114,600.00	14,935,726.47	82.98%	14,905,726.47	82.81%
17.03.2010	Sale	98,554	3.84	378,447.36	14,905,726.47	82.81%	14,807,172.47	82.26%

24.03.2010

The Board of Directors of our Company has resolved to hold the Ordinary General Assembly Meeting of the Holders of Ordinary Share Certificates and of Preferred Share Certificates of our Company on Thursday, April 22, 2010 at 11:00 a.m. at Enka III. Building Balmumcu – Besiktas, Istanbul, in order to discuss the activities of our Company in 2009 as well as the agenda items.

AGENDA

1. Election of the General Assembly Presidential Board;
2. Authorization of the Presidential Board for signing the Minutes of the General Assembly Meeting;
3. Reading and discussing the Annual Report of the Board of Directors and the Report of Auditors, and the Balance Sheet and Income Statement for the fiscal year 2009;
4. Reading and discussing the Report of Independent Auditors;
5. Informing the shareholders about the donations made within the fiscal year 2009;
6. Approval of balance sheet and income statement accounts of 2009 and the acquittal of the Board Members and Auditors from 2009 activities;
7. Election of the Board Members;
8. Election of the Auditors;
9. Determining the salaries to be paid to the Board Members and Auditors;
10. Determining the distribution of the balance sheet profit of 2009;

11. Approving the selection of the Independent Auditing Firm;
12. Informing the shareholders about the total amount of Guarantees, Pledges and Encumbrances given to the third parties, pursuant to the resolution of CMB dated September 9, 2009 and numbered 28/780;
13. Authorization of the Board Members to engage in businesses mentioned in Articles 334 and 335 of the Turkish Commercial Code;
14. Requests and recommendations.

30.03.2010

Our Company's consolidated financial statements for the fiscal period ended on December 31, 2009 and prepared in accordance with the International Financial Reporting Standards and the accompanying explanatory notes (in English) have been completed and submitted to the information of investors on our website www.enka.com.

07.04.2010

With the 787 numbered resolution dated April 7, 2010, our Board of Directors has resolved, after the analysis of Consolidated Balance Sheet and Profit - Loss statements prepared in accordance with the International Financial Reporting Standards, to distribute from the net consolidated profit for the period January 01, 2009 to December 31, 2009;

To the share certificate holders representing the equity of TL 1,800,000,000 (as Cash)	144,000,000 TL
To the share certificate holders representing the equity of TL 1,800,000,000 (as Bonus issue)	400,000,000 TL
To the bonus certificate holders	12,220,127 TL
To the Board of Directors	1,507,149 TL

And resolved to propose to the General Assembly to distribute the cash dividend starting from May 17, 2010, to add the amount of bonus issue to the share capital, and allocating the remaining as extraordinary reserve fund after retaining the legal reserve.

ENKA İNŞAAT VE SANAYİ A.Ş. DIVIDEND DISTRIBUTION TABLE OF 2009 (TL)			
1.	Paid-in / Issued Capital		1,800,000,000
2.	Total Legal Reserve Fund (According to the legal entries)		168,161,628
Information on the privileged shares, if any, for the dividend distribution according to the Articles of Association			
		According to CMB	According to Legal Entries
3.	Profit for the Period	1,068,983,000	542,146,630
4.	Taxes Payable (-)	(252,889,000)	(8,530,815)
5.	Net Profit (=)	816,094,000	533,615,815
6.	Previous Year's Loss (-)	-	-
7.	1st Dividend Legal Reserve (-)	(26,680,791)	(26,680,791)
8.	NET DISTRIBUTABLE PROFIT (=)	789,413,209	506,935,024
9.	Donations Made Within the Year (+)	5,450,205	
10.	Net Distributable Profit With Additions of the Donations Made of which the 1st Dividend will be Calculated	794,863,414	
11.	1st Dividend to Shareholders		
	- Cash	144,000,000	
	- Bonus	200,000,000	
	- Total	344,000,000	
12.	Dividend Distributed to Privileged Shareholders	-	
13.	Dividend to Board Members and Employees etc.	1,507,149	
14.	Dividend Distributed to Bonus Certificate Holders	12,220,127	
15.	2nd Dividend to Shareholders	140,000,000	
16.	2nd Dividend Legal Reserve	6,772,728	
17.	Statutory Reserves	-	
18.	Special Reserves	-	
19.	EXTRAORDINARY RESERVES	284,913,206	2,435,021
20.	Other Sources to be Distributed		
	- Previous Year's Profit		
	- Extraordinary Reserves		
	- Other Distributable Reserves Legally or Regarding Articles of Association		

INFORMATION ON DIVIDEND DISTRIBUTION RATES				
INFORMATION ON DIVIDENDS PER SHARE (CASH)				
	GROUP	TOTAL AMOUNT OF DIVIDENDS (TL)	DIVIDENDS EQUIVALENT TO EACH SHARE WITH A NOMINAL VALUE OF TL 1	
			AMOUNT (TL)	RATE (%)
GROSS	A	0.93	0.0800	8.00
	B	143,999,999.07	0.0800	8.00
	TOTAL	144,000,000.00		
NET	A	0.79	0.0680	6.80
	B	122,399,999.21	0.0680	6.80
	TOTAL	122,400,000.00		
THE PERCENTAGE OF THE DIVIDEND DISTRIBUTED TO THE DONATIONS ADDED NET DISTRIBUTABLE PROFIT				
AMOUNT OF THE DIVIDEND DISTRIBUTED TO THE SHAREHOLDERS (TL)	THE PERCENTAGE OF THE DIVIDEND TO THE DONATIONS ADDED NET DISTRIBUTABLE PROFIT (%)			
144,000,000	18.12			

TL 400,000,000 (22.22% of the capital share) dividend will be distributed to our shareholders as bonus issue.

12.04.2010

Our company together with Bechtel International, Inc. has signed the agreement for the construction of Morine-Merdare Motorway with the Ministry of Transport and Communications on behalf of the Government of the Republic of Kosovo on April 12, 2010 in Kosovo. The project with total length of 117 kilometers and with a value of EUR 569 million will be completed in the second half of 2013.

12.04.2010

Pursuant to the provisions of the Capital Markets Board Communiqué Serial: I, No: 26 for the shares which are not authorised to be traded on the stock exchange of the corporations whose shares are registered with the Board and being traded on the stock exchange and our application dated March 18, 2010 to the Settlement and Custody Bank in order to trade the 900,000 TL nominal valued shares of PİMAŞ PLASTİK İNŞAAT MALZEMELERİ A.Ş. that we own; our disclosure in relation to the Capital Markets Board Communiqué Serial: VIII, No: 54 is herebelow.

110,000 shares of PİMAŞ PLASTİK İNŞAAT MALZEMELERİ A.Ş. has been sold on April 12, 2010 by our company with a price range of 4.46 to 4.54. With this trade as of April 12, 2010 our shareholding at PİMAŞ PLASTİK İNŞAAT MALZEMELERİ A.Ş. has dropped down to 81.65%.

Details of the trades are stated on the below table.

Trade Date	Nature of the Trade	Nominal Value of the Shares Subject to the Trade (TL)	Trade Price (TL/Share)	Trade Value (TL)	Nominal Value of the Shares Owned Before the Trade (TL)	Shareholding of the Company's Equity Before the Trade (%)	Nominal Value of the Shares Owned After the Trade (TL)	Shareholding of the Company's Equity After the Trade (%)
12.04.2010	Sale	10,000	4.54	45,400	14,807,172.47	82.26%	14,797,172.47	82.21%
12.04.2010	Sale	90,000	4.50	405,000	14,797,172.47	82.21%	14,707,172.47	81.71%
12.04.2010	Sale	10,000	4.46	44,600	14,707,172.47	81.71%	14,697,172.47	81.65%

22.04.2010

At our Company's Ordinary General Assembly Meeting for year 2009 held on April 22, 2010 at 11:00 am, regarding the distribution of the year 2009 profit, it has been resolved to distribute to shareholders for each TL 1 (one) nominal valued share TL 0.0800 gross / TL 0.0680 net (as being 8% gross, 6.80% net from issued share capital) in total TL 144,000,000 cash dividend and as TL 200,000,000 from 1st dividend and as TL 140,000,000 from 2nd dividend and as TL 60,000,000 from reserves in total TL 400,000,000 bonus share increase (at a rate 22.22%).

ENKA İNŞAAT VE SANAYİ A.Ş. DIVIDEND DISTRIBUTION TABLE OF 2009 (TL)			
1.	Paid-in / Issued Capital		1,800,000,000
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		According to CMB	According to Legal Entries
3.	Profit for the Period	1,068,983,000	542,146,630
4.	Taxes Payable (-)	(252,889,000)	(8,530,815)
5.	Net Profit (=)	816,094,000	533,615,815
6.	Previous Year's Loss (-)	-	-
7.	1st Dividend Legal Reserve (-)	(26,680,791)	(26,680,791)
8.	NET DISTRIBUTABLE PROFIT (=)	789,413,209	506,935,024
9.	Donations Made Within the Year (+)	5,450,205	
10.	Net Distributable Profit With Additions of the Donations Made of which the 1st Dividend will be Calculated	794,863,414	
11.	1st Dividend to Shareholders		
	- Cash	144,000,000	
	- Bonus	200,000,000	
	- Total	344,000,000	
12.	Dividend Distributed to Privileged Shareholders	-	
13.	Dividend to Board Members and Employees etc.	1,507,149	
14.	Dividend Distributed to Bonus Certificate Holders	12,220,127	
15.	2nd Dividend to Shareholders	140,000,000	
16.	2nd Dividend Legal Reserve	6,772,728	
17.	Statutory Reserves	-	
18.	Special Reserves	-	
19.	EXTRAORDINARY RESERVES	284,913,206	2,435,021
20.	Other Sources to be Distributed		
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INFORMATION ON DIVIDEND DISTRIBUTION RATES				
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	TOTAL	144,000,000.00		
NET	A	0.79	0.0680	6.80
	B	122,399,999.21	0.0680	6.80
	TOTAL	122,400,000.00		
THE PERCENTAGE OF THE DIVIDEND DISTRIBUTED TO THE DONATIONS ADDED NET DISTRIBUTABLE PROFIT				
AMOUNT OF THE DIVIDEND DISTRIBUTED TO THE SHAREHOLDERS (TL)	THE PERCENTAGE OF THE DIVIDEND TO THE DONATIONS ADDED NET DISTRIBUTABLE PROFIT (%)			
144,000,000	18.12			

TL 400,000,000 (22.22% of the capital share) dividend will be distributed to our shareholders as bonus issue.

30.04.2010

By taking into consideration the resolutions met at the 2009 Ordinary General Assembly held on April 22, 2010, it has been unanimously resolved; to increase the capital of the Company from 1,800,000,000 (One billion eight hundred million) Turkish Liras to 2,200,000,000 (Two billion two hundred million) Turkish Liras and to cover the 400,000,000 (Four hundred million) Turkish Liras as to be added from the 1st Dividend at an amount of TL 200,000,000 and from the 2nd Dividend at an amount of TL 140,000,000, plus a further amount of TL60,000,000 from the reserve funds, which are TL 260,538.17 from Special Funds, TL 3,455,314.86 from Previous Years' Profit/Loss Inflation Difference, TL 1,911,499.73 from Extraordinary Reserves Inflation Difference and TL 54,372,647.24 from Extraordinary Reserves; and to apply to the Capital Markets Board in order to obtain a registry document.

06.05.2010

In accordance with the resolution no. 1892 dated April 05, 2010 by the T.R. Ministry of Environment and Forestry, Environmental Impact Assessment and Planning General Directorate and Article 14 of the Environmental Impact Assessment Regulation as published at the Official Gazette no 25318 dated December 16, 2003 and entered into force; "Environmental Impact Assessment Affirmative Decision" has been issued for the project of "Aliağa Power Plant with Thermal Power of 1721 MWt (800 Mwe)" by our subsidiary Enka Enerji Üretim A.Ş.

20.05.2010

Our application to Capital Markets Board for the increase in the share capital was made public with our disclosure dated April 30, 2010. Our capital increase operations, registered by Capital Markets Board on May 18, 2010 and under reference 14/401 have been completed with the Capital Markets Board document dated May 20, 2010 and reference 30/401. In accordance with the resolutions of the General Assembly, the bonus shares for the increase of paid capital shall be distributed as of May 25, 2010. In accordance with our declaration on the distribution of bonus shares, our share capital of TL 1,800,000,000 shall be increased by 22.22% to TL 2,200,000,000 on May 25, 2010.

24.05.2010

As a result of the resolutions met at the 2009 Ordinary General Assembly held on April 22, 2010, it had been unanimously resolved; to increase the capital of the Company from 1,800,000,000 (One billion eight hundred million) Turkish Liras to 2,200,000,000 (Two billion two hundred million) Turkish Liras and our application to Capital Markets Board for the increase in the share capital was made public with our disclosure dated April 30, 2010 and our capital increase operations, registered by Capital Markets Board on May 18, 2010 and under reference 14/401 have been completed with the Capital Markets Board document dated May 20, 2010 and reference 30/401.

The increase of 400,000,000 (Four hundred million) Turkish Liras has been covered from the 1st Dividend at an amount of TL 200,000,000 and from the 2nd Dividend at an amount of TL 140,000,000, plus a further amount of TL60,000,000 from the reserve funds, which are TL 260,538.17 from Special Funds, TL 3,455,314.86 from Previous Years' Profit/Loss Inflation Difference, TL 1,911,499.73 from Extraordinary Reserves Inflation Difference and TL 54,372,647.24 from Extraordinary Reserves.

In accordance with the resolutions of the General Assembly, the bonus shares for the increase of paid capital shall be distributed as of May 25, 2010. In accordance with our declaration on the distribution of bonus shares, our share capital of TL 1,800,000,000 will be increased by 22.22% to TL 2,200,000,000 on May 25, 2010.

12.08.2010

Acquisition of Financial Fixed Asset:

Date of Board Resolution Regarding the Acquisition	: 11.08.2010
Title of the Financial Fixed Asset Acquired	: Soli Gemi İnşa Sanayi ve Ticaret A.Ş.
Subject of Activity of the Financial Fixed Asset Acquired	: Production of all kind of marine vessels with or without engine and their supplies; and maintenance, restoring, repairing, testing, erecting, accommodating and launching all kind of marine vessels bearing/or not bearing the characteristics of a ship which is second hand and/or new.
Capital of the Financial Fixed Asset Acquired	: TL 25,000,000
The Way of Obtaining the Financial Fixed Asset	: Purchasing
Date of Completion of the Process	: September 2010
Terms of the Acquisition	: Forward Purchase
Nominal Amount of the Shares Acquired	: TL 5,000,000
Price per Share	: USD 0.80
Total Amount	: USD 4,000,000
The Ratio of the Shares Acquired to the Capital of the Financial Fixed Asset (%)	: 20%
The Ratio of the Total Shares to the Capital of the Financial Fixed Asset After the Acquisition (%)	: 20%
The Ratio of Voting Rights Held to the Total Voting Rights of Financial Fixed Asset After the Acquisition (%)	: 20%
The Ratio of Financial Fixed Asset Purchased to the Total Assets in the Last Financial Statement Disclosed (%)	: 0.055%

Impact to the Activities of the Company	: No impact
Has Tender Offer Obligation Emerged or Not	: No
If Tender Offer Obligation Has Emerged Will an Application of Exemption be Made or not	: No
Name/Title of the Seller/Transferor	: Atako Uluslararası Taşımacılık Denizcilik ve Tic. Ltd. Şti, Sedat Başak, Gabi Nakkaş, Şükrü Dişab, Emir Kaluti and Antuvan Nakkaş
The Relation of the Seller/Transferor with the Company	: Not Related
The Method of the Valuation of the Financial Fixed Asset	: Balance Sheet Analysis
Whether a Valuation Report Has Been Prepared Or Not	: No
The Reason if the Valuation Report Has Not Been Prepared	: Not a Related Party
The Valuation Considered with the Valuation Report	: -
The Reason if the Transaction Is Not/Will Not Completed in Compliance With the Result of the Valuation Report	: -

ADDITIONAL DISCLOSURE:

The Board of Directors of our Company has resolved to acquire 5,000,000 shares (with a nominal value of TL 5,000,000) out of 25,000,000 shares of Soli Gemi İnşa Sanayi ve Ticaret Anonim Şirketi which is equal to 20% with a value of USD 4,000,000, and in order to execute the share transfer to sign a Share Transfer Agreement with the shareholders of Soli Gemi İnşa Sanayi ve Ticaret Anonim Şirketi and to authorise Haluk Gerçek and Fikret Güler to prepare, sign, negotiate and amend Share Transfer Agreement and all related documents.

The remaining 80% shares of the Financial Fixed Asset is being acquired by our subsidiary Çimtaş Çelik İmalat Montaj ve Tesisat A.Ş.

16.08.2010

Pursuant to the provisions of the General Communiqué on Income Taxation No: 217, our Company's Income Statement as of June 30, 2010 as enclosed hereto, has been submitted on August 16, 2010 to the Large Taxpayers Tax Office of the Provincial Finance Department as annex to the presented Provisional Tax Declaration, excluding any revenues provided from construction and repair works spread over the years.

15.09.2010

Our Company's consolidated financial statements for the fiscal period ended at June 30, 2010 and prepared in English in accordance with the International Financial Reporting Standards and the accompanying explanatory notes have been submitted to the information of investors on our website www.enka.com.

22.09.2010

Further to our board resolution and our special condition disclosure on August 11, 2010, share transfers have been completed on September 21, 2010 regarding the 20% share purchase of Soli Gemi İnşa Sanayi ve Ticaret A.Ş. by us and 80% share purchase by our subsidiary Çimtaş Çelik İmalat Montaj ve Tesisat A.Ş.

10. Website of the Company and Its Content:

The internet address of Enka İnşaat ve Sanayi A.Ş. is www.enka.com. This site contains all the information listed in the Corporate Governance Principles of the Capital Markets Board, and this information is updated periodically.

11. Announcement of Legal Person Ultimate Controlling Shareholder/Shareholders:

The list of the legal person ultimate controlling shareholders as of December 31, 2010 is as follows:

Shareholder	Actual Shareholding	Legal Person Ultimate Shareholder	Explanation
Tara Holding A.Ş.	48.80%	-	
Şarik Tara	0.80%	33.24%	(66.49% of Tara Holding + 0.80%)
Sinan Tara	-	16.35%	(33.51% of Tara Holding)
Vildan Gülçelik	7.99%	7.99%	
Sevda Gülçelik	6.43%	6.43%	
Enka Foundation	5.96%	-	
Alternatif Aksesuar San. ve Tic. Ltd. Şti.	4.37%	-	
Ayşe Verda Gülçelik	0.66%	5.02%	(99.90% of Alternatif Aksesuar + 0.66%)
Ali Gülçelik	4.72%	4.72%	
Bilgi Gülçelik	4.35%	4.35%	
Nurdan Gülçelik	1.60%	1.60%	
Selim Gülçelik	1.55%	1.55%	
Free float and others	12.79%	18.76%	(12.79% Free float + Enka Foundation + others)
TOTAL	100.00%	100.00%	

12. Disclosure of the Individuals Who Can Obtain Insider Information:

The people and entities on the list of Access to the Insider Information prepared on May 24, 2010 are stated here below:

1. President of the Board of Directors: Mehmet Sinan Tara.
2. Members of the Board of Directors: Haluk Gerçek (Vice President and General Manager), Alp Dođuođlu, Fikret Güler, Mustafa Gökhan Sađnaklar, Bekir Burak Özdođan, Cemil Şan Gürdamar, Özger İnal, and Agah Mehmet Tara.
3. Other Employees: İlhan Gücüyener (Deputy General Manager), Mert Ergil (Accounting and Financial Issues Manager) and Sinan Yavuz Aktürk (Finance Manager).
4. Other Service Providing People and Entities: DRT Bađımsız Denetim ve SMMM A.Ş. (Independent Audit Firm - End of Access Period: 08.04.2011) and Kuzey YMM A.Ş. (Tax Certification Entity - End of Access Period: 31.03.2011)

SECTION III - BENEFICIARIES

13. Informing the Beneficiaries:

Our company uses circulated announcements and the electronic media to inform the beneficiaries about the matters that concern them and the company.

Provided information is governed by the agreement concluded between the employee and the company on the rights, tasks and liabilities of the personnel.

The execution procedures for the administrative and social works of the personnel at the local construction sites have been established by the regulations. In case of update, the relevant persons are notified.

14. Beneficiaries' Participation in Management:

The Corporate Governance Committee established within the structure of Enka İnşaat ve Sanayi A.Ş. performs, in addition to its other assignments, the necessary coordination in relation to beneficiaries' participation in the management.

15. Human Resources Policy:

As an organization committed to the effectiveness and compliance of its services with the specifications and the agreements that are contingent upon its employees, Enka provides the necessary working environment and resources to meet the needs of its employees.

To ensure effective management of the activities by the qualified employees, "work flexibility and enhancement" is focused on in each stage of the organization.

The basic criteria of the Human Resources Policy of Enka can be listed as follows:

- Achievement of the "zero accident" target,
- Achievement of the company's quality targets,
- Completion of the work contracted by the employer in accordance with the agreement and specifications, and
- Encouragement of the employees for achievement and creativity.

The personnel of Enka cannot disclose any confidential information obtained during their employment in the company, in relation to the operating structure and technical matters of the company. Unless a legal sanction applies, the personnel can under no circumstances make any disclosure to any authority, institution or person.

The entire personnel of the company can access the quality handbook through the electronic media and obtain information about the relevant arrangements.

16. Information About the Relations with the Clients and Suppliers:

In each project it undertakes, Enka uses its best endeavors to:

- Protect human beings and the environment,
- Complete its tasks at the highest quality standards,
- Complete each work contracted by the client before the end of the specified completion period,
- Establish long-term collaboration with clients, and
- Treat client satisfaction as a priority matter.

In order to effectively fulfill its obligations towards suppliers and subcontractors as a natural part of its services, Enka uses its best endeavors to:

- Establish long-term collaboration with reliable suppliers/subcontractors,
- Fulfill its agreement obligations towards the reliable suppliers/subcontractors who fulfill their responsibilities.

17. Social Responsibility:

Enka Sports, Education and Social Aid Foundation is one of the leading platforms of Turkey where Enka İnşaat ve Sanayi A.Ş. fulfills its social responsibility. The activities carried out by Enka Foundation throughout the year are included in the annual reports of Enka İnşaat ve Sanayi A.Ş., and such information is accessible through the company's website at www.enka.com.

In order to continue its environment-friendly and responsible attitude and minimize the risk of pollution that could affect the construction works, Enka uses all the available and expedient information in each and every country where it operates.

All the activities starting from the business development stage, including proposals, design, establishing the construction site, construction and closing the construction site, are performed by taking into account the environmental dimensions and effects.

By delegating power and responsibility to the necessary persons for operating the Environment Management System, the top management of Enka enables the entire personnel to become conscious of the environment policy and objectives and provides all the necessary resources.

Enka plans to increase the degree of diligence it exercises for the environment and the economical use of natural sources. In order to carry out this plan, enabling the entire personnel to commit themselves to continuously improving the Environmental Management Implementation Program constitutes the basis of this policy.

Within this scope, Enka;

- Uses due diligence to comply with all the environmental statutes and regulations of the country where the work is carried out,
- Makes economical use of the natural resources and avoids wastefulness,
- Controls the wastes and minimizes their adverse environmental effects,
- Minimizes the emergency risks,
- Enhances the environmental consciousness of all the employees, and
- Fulfills the requirements of ISO 14001 Environmental Management System and provides the necessary resources as its essential objectives.

All employees are responsible of protecting the environment and establishing the Environmental Management System, providing support and assistance in the implementation stage and of continuously developing the system.

During the period, no action has been brought against the company for damages to the environment.

SECTION IV - BOARD OF DIRECTORS

18. Structure and Formation of the Board of Directors and the Independent Members:

The Board of Directors of our company comprises nine people. There are no independent members. The names of the Board members selected for a year at the Ordinary General Assembly held on April 22, 2010 are mentioned below:

The President of the Board of Directors Sinan Tara

The Vice President of the Board of Directors and General Manager Haluk Gerçek

Member of the Board of Directors Alp Dođuođlu

Member of the Board of Directors Fikret Güler

Member of the Board of Directors M. Gökhan Sađnaklar

Member of the Board of Directors Burak Özdođan

Member of the Board of Directors C. Şan Gürdamar

Member of the Board of Directors Özger İnal

Member of the Board of Directors A. Mehmet Tara

19. Qualifications of the Members of the Board of Directors:

The members of the Board of Directors of the company are qualified, experienced people who have the high level of know-how and skills that should be expected of executives of an international construction company.

The Board members are selected from people with a high level of know-how and skills, who have worked in various levels of the company for long years and who can perfectly implement the working style, ethic rules, procedures, and quality standards of the company.

20. Mission, Vision and Objectives of the Company:

Our Mission:

Continuously increase our contribution to the economies of the countries where we work while preserving our feature of being an enterprise which implements the tasks it undertakes with outstanding success in quality and execution time; to be a company whose involvement is desired by its clients; to be a company that retains a reasonable profit margin from its undertakings; and to be a company with which its employees are proud to be associated.

Our Performance Objectives:

- To be open to innovations, using advanced technologies and always seeking the better,
- To be prudent and sensitive about work security and environment protection,
- To train our young employees in accordance with our culture as creative, hardworking and honest employees and to ensure that our employees work as individuals who have self-confidence, are able to communicate and use discretionary power and take responsibility, and
- To seek our competitive power and profit in perfecting our management and technical skills.

Pursuit of the Objectives and Achievement of Goals:

The objectives that reflect of our sensitivity about completing the works before the end of the planned time frame and delivering to the client are pursued very diligently at the highest and most detailed level. The members of the Board of Directors pursue the objectives and the degree of their achievement in relation to the projects carried out in those countries where they are responsible and periodically resolve in the Board of Directors to find out the leading motives of the deviations, whether the deviations affect the result of the project and if it is necessary to create new targets and to take the necessary measures about the personnel who have responsibility in such delay.

21. Risk Management and Internal Control Mechanism:

The Financial Control Unit within the structure of Enka İnşaat ve Sanayi A.Ş., which reports to the member of the Board responsible for accounting, finance and cash management, periodically inspects the projects and the group companies reporting in advance the deviations from the objectives, as well as all the potential risk factors to the management and proposes the necessary solutions.

The internal control systems and structuring of the company is organized in a way that can eliminate all risks to be encountered by the company.

The Financial Control Unit uses the “Hyperion Financial Management System” software for the preparation of the company’s consolidated financial statements. Group companies and branch offices send their own financial tables through this software via secure internet connection. Financial statements are controlled, during preparation stage, by the reporting unit of the branch office or the

group company and further at the transfer stage, by the systems tested validation process. Financial data that fail to pass the validation stage cannot be transferred to the system. All data received at headquarters are further controlled by the Financial Control Unit and included in the consolidation system for the preparation of the consolidated financial tables.

22. Authorization and Responsibilities of the Board Members and the Managers:

In accordance with the Articles of Association of the company, the Board of Directors is responsible for the management of Enka İnşaat ve Sanayi A.Ş. and its representation. Validity of all documents to be given by Enka İnşaat ve Sanayi A.Ş. and all the agreements to be concluded require the names of two persons authorized to represent the company under the official heading and per the signature circular of Enka İnşaat ve Sanayi A.Ş. The Board of Directors assembles at the beginning of each fiscal year and divides up the tasks as well as the management and representation authorizations between the board members on the basis of the countries where the company operates. The task division for the year 2010 is given below:

Sinan Tara	Chairman of the Board, Investments (excluding Moscow)
Haluk Gerçek	Vice Chairman of the Board and General Manager, Engineering and Architectural Project Offices; Personnel and Human Resources; Health, Safety and Environment; Legal Matters; Oman; Ukraine; Embassies; Russia; and Turkmenistan
Alp Dođuođlu	Power Plants and Quality Assurance
Gökhan Sađnaklar	Kazakhstan; Industrial and Petrochemical Projects and Machinery Supply
Fikret Güler	Accounting and Finance
Burak Özdođan	Moscow Projects
Şan Gürdamar	Proposal Preparation and Business Development; Turkey and Gulf Countries
Özger İnal	Motorway Projects
Mehmet Tara	Moscow Projects and Investments

23. Operational Principles of the Board of Directors:

The Board of Directors of Enka İnşaat ve Sanayi A.Ş. convened in 32 meetings in 2010. Prior to each meeting, the secretariat of General Manager personally informs the board members about the meeting agenda. As the vast majority of the members of the Board of Directors are based in the same location, the meeting processes are completed dynamically. Since the IPO of Enka İnşaat ve Sanayi A.Ş., no divergent views have been suggested by the board members.

24. Proceedings of the Company and Non-Competition:

Pursuant to the Ordinary General Assembly meeting held on April 22, 2010, the members of the Board of Directors have been authorized to perform such proceedings and transactions as specified under Articles 334 and 335 of the Turkish Commercial Law.

25. Rules of Ethic:

The employees of Enka İnşaat ve Sanayi A.Ş.;

- Do not compromise the general and professional ethic rules;
- Act honestly, reliably and transparently and in accordance with the principles and strategies of the corporation in the course of execution of their tasks;
- Pay utmost attention to behave honestly towards the employer, government, dealers (suppliers), shareholders, and subcontractors and treat quality as a priority in each and every work they perform;
- Do not only fulfill our contractual obligations but also have a constructive attitude towards our employers, customers and partners at all times;
- Use their best endeavor to comply with all the relevant laws and regulations regarding the environment in the countries where we operate;
- Make economical use of the natural sources and avoid wastefulness;
- Keep the wastes under control and minimize their adverse environmental effects;
- Fulfill the requirements of ISO 14001 Environmental Management System and provide the necessary resources; and
- Constantly improve the work security and employee health applications and ensure avoidance of work accidents.

26. Number, Structure and Independence of the Committees Established within the Board of Directors:

Two committees officiate in affiliation with the Board of Directors of Enka İnşaat ve Sanayi A.Ş. The committees assemble at least four times a year.

Audit Committee:

The Audit Committee consists of the Board Members Fikret Güler and Şan Gürdamar. The Audit Committee is responsible to inspect the financial statements and reports of Enka İnşaat ve Sanayi A.Ş. and to decide whether these are prepared and presented in accordance with the accounting standards and the generally accepted accounting principles and to control the truthfulness and accuracy of such financial statements and reports in line with the Turkish Commercial Law and the capital market rules and legislation.

Corporate Governance Committee:

The Corporate Governance Committee consists of the Vice Chairman and General Manager Haluk Gerçek, General Manager Adviser Öcal Özpinar, Accounting and Financial Issues Manager Mert Ergil, and Finance Manager Yavuz Aktürk. The Corporate Governance Committee is responsible for observing the compliance of Enka İnşaat ve Sanayi A.Ş. with the corporate governance principles, taking the necessary improvement actions and presenting proposals to the Board of Directors.

27. Financial Benefits Provided to the Board of Directors:

The total amount of the fees and similar benefits provided to the chairman and members of the Board of Directors of Enka İnşaat ve Sanayi A.Ş., as well as to top executives such as the general manager and assistant general managers on the consolidated basis within the year 2010 is 31,121,034 Turkish Liras. Enka İnşaat ve Sanayi A.Ş. is not in any sort of debt relation whatsoever with any of the members of the Board.