

MISSION, VISION AND VALUES

ENKA'S CORE VALUES GUIDE THE FOUNDING PRINCIPLES OF ITS EACH OPERATION. EACH ENKA EMPLOYEE KNOWS THAT INCORPORATING THESE CORE VALUES INTO THEIR DAILY WORK IS KEY TO FUTURE SUCCESS.

OUR VISION

To be one of the best and innovative engineering and construction companies serving globally.

OUR MISSION

To design, build and deliver safe, high-quality and cost-effective construction projects on schedule for our customers while providing quality employment and career growth opportunities for ENKA employees.

OUR VALUES

Our Values define how we undertake activities and take on projects at ENKA. We know that these values should not be overlooked and we act accordingly. We believe that when we commit to work within ENKA's values, we achieve superior work in our industry. Our company values consist of:

- **Integrity:** Our conduct towards our customers, shareholders, employees, suppliers, subcontractors, governmental and regulatory authorities, competitors and towards society is a whole without fault.
- **Sustainability:** A corporate sustainability approach fully mindful of our economic, environmental and social responsibilities towards internal and external stakeholders.
- **Ethics:** Transparency, Accountability and Discipline in our business.
- **Trust:** An open relationship with our employees based on mutual trust, respect and success.
- **Innovative Acumen:** Excellence, Innovation and Improvement are our priorities.
- **Commitment:** Uncompromising commitment to Quality, Health, Safety and Environment.
- **Solidarity:** Sharing success and standing together in the face of failure.

GOVERNANCE



ENKA RUNS ITS ACTIVITIES UNDER ETHICAL, TRANSPARENT, FAIR AND ACCOUNTABLE GOVERNANCE, COMPLIES FULLY WITH LAWS AND REGULATIONS AND STRUCTURES ITS CORPORATE GOVERNANCE MODEL IN ACCORDANCE WITH THE CORPORATE GOVERNANCE PRINCIPLES OF THE CAPITAL MARKETS BOARD OF TURKEY.

With its annual Corporate Governance Principles Compliance Report, ENKA informs its stakeholders of its corporate governance practices which are based on inclusive stakeholder participation and effective regulation mechanisms.

The Tara and Gülçelik families have a controlling share of the ENKA İnşaat stock, of which 11.68% was in active circulation on Borsa İstanbul as of December 31st 2018. Details of the shareholding structure are given in the table below:

NAME-SURNAME/BUSINESS NAME OF THE PARTNER	SHARE OF CAPITAL (TL)	SHARE OF CAPITAL (%)
Tara Holding Anonim Şirketi	2,485,824,311.02	49.72%
Vildan Gülçelik	399,280,299.65	7.99%
Sevda Gülçelik	321,329,986.46	6.43%
ENKA Spor Eğitim ve Sosyal Yardım Vakfı	293,419,073.50	5.87%
Other	1,500,146,329.37	29.99%
Total	5,000,000,000.00	100.00%

For more information, please visit:

<https://www.enka.com/investor-relations/shareholding-structure/>

BOARD OF DIRECTORS

The Board of Directors of ENKA İnşaat ve Sanayi A.Ş. is made up of a total of five members comprising two executive members and three non-executive members of whom two are independent members. According to the articles of incorporation, the Board of Directors is responsible for the administration and external representation of ENKA İnşaat ve Sanayi A.Ş. Members of the Board of Directors were approved to serve for a year by a resolution of the Ordinary General Assembly held on March 28th 2019. The names of members of the Board of Directors are given in the ENKA Board of Directors' Annual Report.²

EXECUTIVE COMMITTEE

The duties of the Chairman of the Board and President and Chairman of the Executive Committee, which head ENKA's executive organs, are undertaken by different individuals. There are no time limits to the period for which the Executive Committee of ENKA İnşaat ve Sanayi A.Ş. may serve. The names of members of the Executive Committee are given in the ENKA Board of Directors' Annual Report.

CORPORATE GOVERNANCE STRUCTURE AND COMMITTEES

There are three committees that serve under the Board of Directors of ENKA İnşaat ve Sanayi A.Ş. In addition, there are three committees and a work group under the Executive Committee which are active at various stages. Information regarding these units of governance at ENKA İnşaat ve Sanayi A.Ş. which are responsible for making decisions on economic, environmental and social impacts is given below.

Corporate Governance Committee

The purpose of the Corporate Governance Committee is to propose suggestions regarding the corporate governance of the company; to increase the quality of the corporate governance practices; to effectively monitor the regulations of the Capital Markets Board regarding corporate governance principles and any other corporate governance principles generally accepted on the international capital markets as well as to advise the Board of Directors on the implementation of any applicable ones thereof; to carry out necessary work for the nomination, assessment and training of suitable candidates for membership of the Board of Directors of the Company, and for the determination of the principles of remuneration of the Members of the Board of Directors and top managers of the Company and to propose suggestions to the Board on this issue.

Early Identification of Risks Committee

The purpose of the Committee that reports to the Board of Directors is the early identification of any potential risks that might jeopardise the existence, development and continuation of the company, the implementation of preventive actions concerning identified risks, undertaking work related to risk management and to review risk management systems in force at least once a year. The committee acts jointly with the Risk Management Work Group.

Audit Committee

The purpose of the Committee reporting to the Board of Directors is to ensure the due supervision of the independent audit of the accounting system and financial data of the company and the public disclosure of data, as well as the functioning and efficiency of the internal control system.

For more information about the duties and working principles of the committees for Corporate Governance, Early Identification of Risks and Audit, please visit: <https://www.enka.com/allfiles/pdf/Duties-and-Working-Principles-of-Committees-26-06-2014.pdf>

Executive Ethics and Compliance Committee

The Executive Ethics and Compliance Committee, which was formed under the Executive Committee to ensure that corporate values are supported by the ethics and compliance programme, helps the company maintain an effective ethics and compliance programme, to identify the principles that serve as the basis of such a program and to constantly promote an organisational culture that demands ethical business conduct and compliance with the law.

For more information on the Executive Ethics and Compliance Committee, please visit: <https://www.enka.com/sustainability/home/ethics-compliance/executive-ethics-compliance-committee/>

Risk Management Work Group

The Risk Management Work Group was established by the decision of ENKA's Early Identification of Risks Committee taken at its meeting on November 28th 2017 in order to ensure that corporate risks are identified, the means of risk reduction are specified, and that identified risks are assessed and reviewed.

For more information on the Risk Management Work Group, please visit: <https://www.enka.com/sustainability/home/ethics-compliance/risk-management-work-group/>

The Occupational Health and Safety Committee

Occupational Health and Safety Committee for ENKA's İstanbul Headquarters was formed as per the stipulations of Law 6331 on Occupational Health and Safety. The committee is responsible for assessing potential risks to Occupational Health and Safety (OHS), identifying precautions and reporting to the Executive Committee. The committee meets every three months and consists of employer representative, OHS experts, the workplace doctor/nurse, the human resources expert, the administrative affairs officer, employee representatives and experts in field relevant to agenda items.

In addition to this committee, Health, Safety and Environment Committees (HSE) are formed at every ENKA project, led by project management and HSE teams. This committee holds weekly and monthly Zero Accidents Team Meetings to review the HSE performance of the project and to decide on the main actions that need to be taken.

Sustainability Committee

The Sustainability Committee is responsible for assessing economic, social and environmental risks and opportunities that may have an impact on ENKA's assets and trading activities, to monitor and analyse relevant sustainability issues, to identify the sustainability strategy and to undertake projects to realise targets. The Committee is headed by the ENKA's President and Chairman of the Executive Committee and reports results obtained from all undertakings to ENKA's senior management.



² https://www.enka.com/allfiles/pdf/ENKA_ANNUAL_REPORT_31122018.pdf