

MISSION, VISION AND VALUES

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

Behind every activity and project undertaken by ENKA, there are its corporate values which determine the way of doing business, support the business culture and vision and are adopted by all ENKA employees. As part of sustainability management, the published values were reviewed by considering the views of employees about the current ENKA values through the surveys carried out during the Materiality Analysis and the values were updated. The updated values became official upon the approval of ENKA's senior management.

- ▮ Trust: An open relationship with our employees based on mutual trust, respect and success.
- ▮ Commitment: Uncompromising commitment to quality, health, safety and environment.
- ▮ Solidarity: Sharing success and standing together in the face of failure.
- ▮ Inclusivity: Involving stakeholders in our processes and decision-making mechanisms, not excluding any stakeholders on the grounds of discrimination or prejudice.
- ▮ Integrity: Acting in compliance with relevant laws, regulations and internationally accepted ethical values in all of our operations without exception.
- ▮ Innovative Acumen: Excellence, innovation and improvement are our priorities.
- ▮ Stewardship: Being aware of our responsibility throughout the management of all the stages of our activities and fulfilling the all requirements of this responsibility through the life span, including social, environmental and economic aspects.
- ▮ Sustainability: A corporate sustainability approach that imparts awareness of economic, environmental and social responsibilities towards internal and external stakeholders.
- ▮ Transparency: Adopting an explicit attitude regarding our decisions and activities that affect the environment, society and economy and ensuring honest and clear communication with stakeholders.

GOVERNANCE

IN FULL COMPLIANCE WITH ALL RELEVANT LAWS AND REGULATIONS, ENKA PURSUES ETHICAL, TRANSPARENT, FAIR AND ACCOUNTABLE GOVERNANCE IN ALL OF ITS ACTIVITIES. TO THIS END, ENKA STRUCTURES ITS CORPORATE MANAGEMENT MODEL IN ACCORDANCE WITH THE CORPORATE GOVERNANCE PRINCIPLES OF THE CAPITAL MARKETS BOARD OF TURKEY.

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

As of December 31, 2019, 11.83% of ENKA İnşaat shares were in active circulation on Borsa İstanbul. The details of the shareholding structure are shown in the table below.

■ ENKA Shareholding Structure

NAME-SURNAME/ BUSINESS NAME OF THE PARTNER	SHARE OF CAPITAL (TL)	SHARE OF CAPITAL (%)
Tara Holding Anonim Şirketi	2,485,824,311	49.72
Vildan Gülçelik	399,280,300	7.99
Sevda Gülçelik	321,329,986	6.43
ENKA Spor Eğitim ve Sosyal Yardım Vakfı	293,419,074	5.87
Other	1,500,146,329	29.99
Total	5,000,000,000	100.00

For more information, please visit: ► 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 27, 2020. The members of the Board of Directors are listed in the ENKA Board of Directors’ Annual Report*.

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 members of the Executive Committee are listed in the ENKA Board of Directors’ Annual Report.*

For more information, please visit:
► www.enka.com/about-us/leadership/

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 four 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.

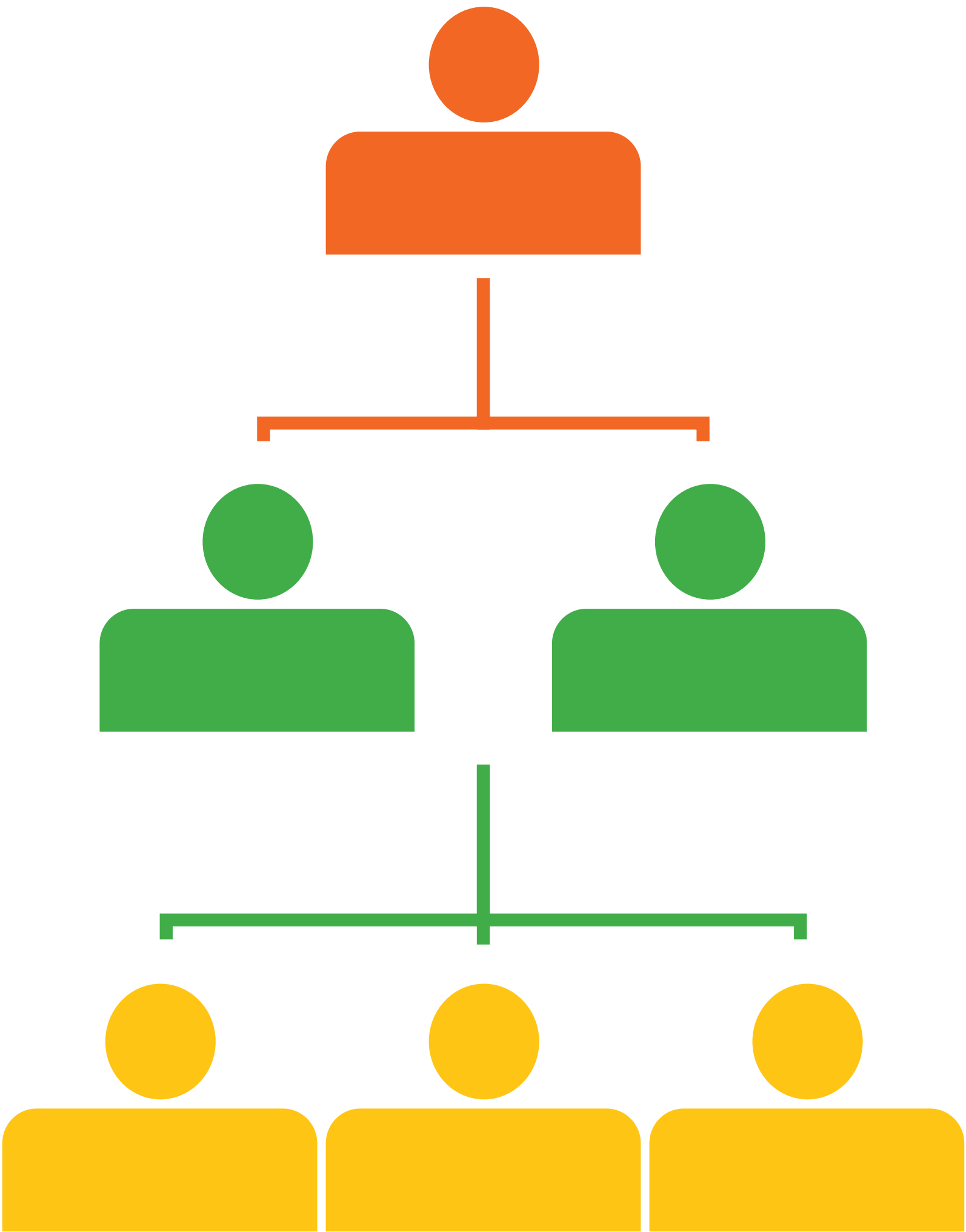
CORPORATE GOVERNANCE COMMITTEE

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,

* ► www.enka.com/allfiles/pdf/ENKA_ ANNUAL_REPORT_31122019.pdf



undertaking work related to risk management and reviewing risk management systems in force. The committee convenes at least once every two months, at least six times a year and 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. The Audit Committee convenes at least once every 3 months and at least 4 times a year and reports the meeting results to the Board of Directors.

For more information about the duties and working principles of the committees for Corporate Governance, Early Identification of Risks and Audit, please visit:
► www.enka.com/allfiles/pdf/Duties-and-WorkingPrinciples-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, to help the company to 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:
► www.enka.com/sustainability/home/ethicscompliance/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 28, 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:
► www.enka.com/sustainability/home/ethicscompliance/risk-management-work-group/

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 goals. The Committee is led by the ENKA’s President and Chairman of the Executive Committee and reports results obtained from all operations to ENKA’s senior management.

THE OCCUPATIONAL HEALTH AND SAFETY COMMITTEE

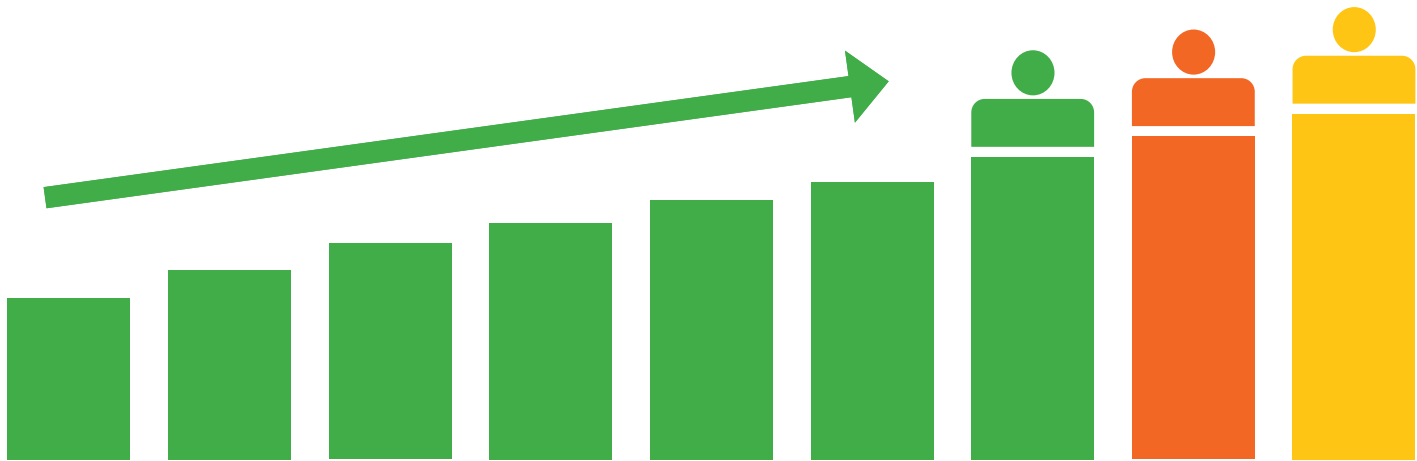
Occupational Health and Safety Committee for ENKA's Istanbul Headquarters was formed as per the stipulations of Law 6331 on Occupational Health and Safety to assess potential risks to occupational health and safety (OHS), identify precautions and report to the Executive Committee. The committee meets 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.

INFORMATION SECURITY COMMITTEE

Among the main roles and responsibilities of the Information Security Committee, which is structured to report to ENKA's President and Chairman of the Executive Committee; to identify information security risks related to the unit it is affiliated with, to ensure and encourage the implementation of policies and procedures within its units and the implementation of necessary monitoring and measurement activities within the company and its own units in order to achieve corporate information security targets, to recommend improvements related with information security management system. Committee meetings are organised every six months by the Information Security Administrator and the necessary work is undertaken for assessing the performance and effectiveness of the system and its continuous improvement.

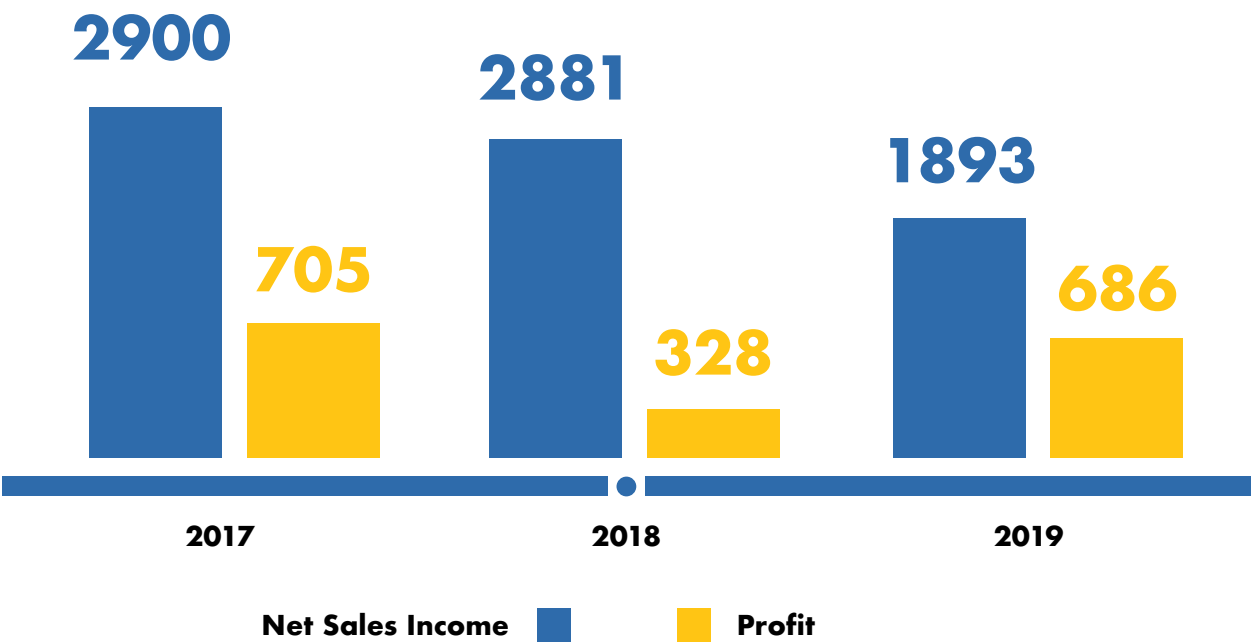


ECONOMIC PERFORMANCE



ENKA'S TOTAL ASSETS ARE VALUED AT USD 8.3 BILLION. IN 2019, THE COMPANY GENERATED USD 1.9 BILLION REVENUE FROM THE 4 MAIN SECTORS IN WHICH IT IS ACTIVE AND ACHIEVED PROFITS WORTH USD 686 MILLION FOR ITS SHAREHOLDERS. 60.6% OF THE REVENUE WAS GENERATED FROM ENGINEERING AND CONSTRUCTION, 18.3% FROM REAL ESTATE, 17.1% FROM ENERGY GENERATION, AND 6.3% FROM TRADE.² THE TOTAL REVENUE GENERATED FROM ENGINEERING AND CONSTRUCTION SECTOR WAS USD 1.15 BILLION, WHILE ENKA'S SHARE OF THE NEW PROJECTS RECEIVED IN 2019 WAS USD 1.1 BILLION.

ENKA regularly pays its shareholders dividends from profits every year and plans to pay dividends in cash worth USD 273 million from its 2019 activities. In addition to the cash dividend, shares worth USD 25 million have been bought back, thus a total of USD 298 million would be paid to ENKA's shareholders.



Values are in million US Dollars.

² As the percentage figures are pre-elimination of double-counting between business segments, their total exceeds 100%.