

**ENKA İNŞAAT ve SANAYİ A.Ş.**  
**DISCLOSURE FOR GENERAL ASSEMBLY NOTICE**

- a) **Information about the total number of shares and voting rights which reflects the shareholding structure of the company, in the presence of privileged shares, share amount, voting right and feature of privileged shares is stated below.**

	Share Amount	TL Nominal	Total Voting Right
Group A	1.167	11,67	11.670
Group B	319.999.998.833	3.199.999.988,33	319.999.998.833
<b>TOTAL</b>	<b>320.000.000.000</b>	<b>3.200.000.000,00</b>	<b>320.000.010.503</b>

The shareholder 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. However, even if it is considered cumulatively, it will not have any influence on changing the result on any decision and therefore it will not have any negative impact to any Group-B shareholders due to the immaterial amount of shares.

Shareholders (31.12.2013)	Shareholding (TL Nominal)	Percentage
Tara Holding A.Ş.	1.576.739.251,97	49,27%
Vildan Gülçelik	255.539.421,67	7,99%
Sevda Gülçelik	205.651.215,39	6,43%
Enka Spor Eğitim ve Sosyal Yardım Vakfı	188.599.367,90	5,89%
Other	973.470.743,09	30,42%
<b>TOTAL</b>	<b>3.200.000.000,00</b>	<b>100,00%</b>

- b) **Information about the reasons of the changes in the previous fiscal period at the management or operation level, or the planned ones for the future periods, which may cause significant affects to the partnership activities of the company and its subsidiaries.**  
NONE

- c) **Curriculum Vitae of Board Member Candidates.**

The Board Members of the company were elected at the Ordinary General Assembly held on 12 April, 2013 for a term of 1 year, therefore there will be a new election of the Board Members. Information about the members are as follows:

**M. SİNAN TARA – Chairman of the Board (Executive Member)**

Sinan Tara, born in 1958 at Istanbul, graduated in 1980 from the ETH Zürich, Department of Civil Engineering with Bachelor of Science Degree (B.Sc.) and completed thereafter in 1983 his Master of Business Administration (MBA) Degree Program at the University of Stanford. He is fluent in English and German.

Having joined Enka in 1980 when he was assigned to Enka's jobsite in Saudi Arabia as field engineer, Sinan Tara worked thereafter actively in various departments, units and projects of the company in the fields of finance, energy investments, construction projects, project financing and other investment areas. Since 1984, he acted as General Manager, Board Member and Managing Director and Executive of Enka İnşaat ve Sanayi A.Ş., and since 1994, he acts as the Chairman of the Board of Directors of Enka İnşaat ve Sanayi A.Ş.

Moreover, in the fields of social activity and social responsibility projects of the company, he acted actively in the organization and operation of the Enka Foundation and Sadi Gülçelik Sports Center established in 1983 and the Enka Sports Club under the umbrella of the Enka Foundation as well as of the Enka Schools İstinye, founded in 1996, the Enka Schools Adapazarı, founded in 1999, and the Private Enka Technical and Industrial Vocational High School Gebze, founded in 2008 as well as of the Enka Culture and Arts Unit. Besides these, Sinan Tara is a member of the High Advisory Council of the Turkish Industry & Business Association (TÜSİAD) and of the Turkish Contractors Association.

Sinan Tara, being an Executive Board Member within the scope of the Corporate Governance Principles as applied by the Capital Markets Board, is not an Independent Member of the Board of Directors of Enka İnşaat ve Sanayi A.Ş. He was within the last ten years and is currently director in charge in the Board of Directors of Enka İnşaat ve Sanayi A.Ş. and of the affiliated group companies thereof.

#### **HALUK GERÇEK – Vice Chairman of the Board (Executive Member)**

Haluk Gerçek, born in 1956 at Istanbul, graduated in 1979 from the Middle East Technical University, Department of Industrial Engineering.

He joined Enka in 1980 when he started to work in the group company Enka Pazarlama İhracat İthalat A.Ş. in the position of Deputy General Manager. After having worked as Logistic Manager in Tripoli, Libya between 1981 and 1982, he continued to act as Deputy General Manager of Enka Pazarlama İhracat İthalat A.Ş. until 1983. Between 1983 and 1987 he was assigned as the Deputy General Manager in charge of Enka İnşaat ve Sanayi A.Ş., and acted between 1986 and 1987 as Project Manager of the Bombah Water Supply Pipeline Project in Libya. After having acted as Management Committee Member in the investment and construction projects in Russia between 1987 and 1991, and as Board Member of Enka İnşaat ve Sanayi A.Ş. between 1991 and 2001, Haluk Gerçek acts since 2001 as the Vice-Chairman of the Board of Directors, and since 2006 as the General Manager of Enka İnşaat ve Sanayi A.Ş., and he is fluent in English.

Haluk Gerçek, being an Executive Board Member within the scope of the Corporate Governance Principles of the Capital Markets Board, is not an Independent Member of the Board of Directors of Enka İnşaat ve Sanayi A.Ş. He was within the last ten years and is currently director in charge in the Board of Directors of Enka İnşaat ve Sanayi A.Ş. and of the affiliated group companies thereof.

#### **ERDOĞAN TURGUT (Non-Executive Member)**

Erdoğan Turgut, born in 1953, graduated in 1977 from the Aegean University, Department of Civil Engineering, and completed thereafter in 1979 his Master of Science (M.Sc.) Degree Program in Soil Mechanics at the London University Kings College, so that he is fluent in English.

After having worked as Deputy Project Manager in the company Koray Al-Mutamidoon İnşaat A.Ş. in Saudi Arabia between 1981 and 1986 during the construction of the Intercontinental Hotel, Erdoğan Turgut acted between 1986 and 1991 as General Manager in the company Koray – Turser A.Ş. when the latter constructed the 5 Stars Sheraton Hotel & Karum Shopping Center in Ankara, and between 1991 and 1993 as Board Member of the Kavala Group of Companies, and as the partner in the company PMS A.Ş. between 1993 and 1995. Between 1995 and 2010 he acted as Foreign Relations Manager, Deputy Chairman of the Executive Board and Group Coordinator in and of the company Koray Yapı Endüstrisi ve Ticaret A.Ş.

Erdoğan Turgut, being a Non-Executive Board Member within the scope of the Corporate Governance Principles of the Capital Markets Board, is not an Independent Member of the Board of Enka İnşaat ve Sanayi A.Ş. and acted in 2012 and 2013 as a Non-Executive Board Member.

#### **E. MELİH ARAZ (Non-Executive Independent Member)**

Melih Araz, born in 1948, graduated in 1967 from the Robert College of Istanbul and in 1972 from the University of Ankara, Faculty of Political Sciences, Department of Economy and Public Finance. He completed in 1975 his Master of Business Administration (MBA) Degree Program at the University of Indiana, and took part in 1988 in the Executive Management Program at the Harvard Business School, so that he is fluent in English.

Having started his professional working life in 1977 at Citibank N.A., Melih Araz built a career in the fields of international corporate banking and investment banking during his employment of 12 years in various global organizations of Citibank, and acted as senior official in various units of the bank. After having acted as CEO of Interbank A.Ş. between 1988 and 1996, he provided independent consulting services to various firms and groups in the fields of initial public offering, acquisition of companies, venture capital, formalizing of family constitution, institutionalization, restructuring of debts to banks, NPL tenders of the Savings Deposit Insurance Fund (TMSF), and strategic management. Melih Araz acted as Board Member of Medya Holding A.Ş. between 1990 and 1996, of Klimasan A.Ş. between 2000 and 2011, and of Şenocak Holding A.Ş. between 1998 and 2011 and also he acted as an Independent Member of Board of Zorlu Energy A.Ş. between 2008 and 2013. He currently acts as a Member of Board of Directors of Ata Portföy Yönetim A.Ş., of Entegre Harç Sanayi A.Ş., of İzmir Enternasyonel Otelcilik A.Ş., of Ata Gayrimenkul Yatırım Ortaklığı A.Ş., and of Burger King China JV. Since 2006 Melih Araz, as Board Member of Ata Yatırım A.Ş., is active as the responsible official thereof in the fields of corporate finance, investment banking, company mergers and venture capital.

Moreover, Melih Araz acts also as active member of various non-governmental organizations, associations, and institutions, and is one of the charter members of the Turkish Economic and Social Studies Foundation (TESEV). He acted between 1989 and 2007 as the President of the Education & Training Committee, the Social Affairs Committee and the Social Security Reform Project of the Turkish Industry & Business Association (TÜSİAD), and is since 1989 Honorary Member of the Board of Trustees of the Robert College of Istanbul.

Melih Araz meets the criteria applicable to Independent Board Members within the scope of the Corporate Governance Principles of the Capital Markets Board, and acted in 2012 and 2013 as a Non-Executive Independent Board Member of Enka İnşaat ve Sanayi A.Ş.

#### **V. ERGİN İMRE (Non-Executive Independent Member)**

Ergin İmre, born in 1958, graduated in 1981 from the Polytechnic School in Zurich, Department of Chemistry Engineering. He is fluent in German and English.

Having started his professional career in 1982 in the company Ahmet Veli Menger Holding A.Ş. and its subsidiary Mengerler Ticaret Türk A.Ş., Ergin İmre acted until 2010 in the company Ahmet Veli Menger Holding A.Ş. as Board Member and General Manager thereof, and as Board Member of Mengerler Ticaret Türk A.Ş., and after 2010 he started to act as the Chairman of the Board of Directors of both companies. Moreover, Ergin İmre acted also as Board Member of the company Mercedes Benz Türk A.Ş. between 1994 and 1999 and of the company Robert Bosch Türk A.Ş. between 1987 and 1994, and upon expiry of the partnership between these companies, resigned from both positions.

Ergin İmre meets the criteria applicable to Independent Board Members within the scope of the Corporate Governance Principles of the Capital Markets Board, and acted in 2012 and 2013 as a Non-Executive Independent Board Member of Enka İnşaat ve Sanayi A.Ş.

d) **Written requests of shareholders submitted to the Investor Relations Department about adding any article to the agenda of the General Assembly, and if the requests of the shareholders are refused by Board of Directors the reasons of refusals**  
NONE

e) **The old and the new versions of changes to the articles of association and the related resolution of the Board of Directors, in case of any change on the agenda**  
NONE