

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 | 399,999,998,833 | 3,999,999,988.33 | 399,999,998,833 |
| TOTAL | 400,000,000,000 | 4,000,000,000.00 | 400,000,010,503 |

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 | Shareholding (%) |
|---|------------------|
| TARA HOLDİNG A.Ş. | 49.27 |
| VİLDAN GÜLÇELİK | 7.99 |
| SEVDA GÜLÇELİK | 6.43 |
| ENKA SPOR EĞİTİM VE SOSYAL YARDIM VAKFI | 5.87 |
| DİĞER | 30.44 |
| TOTAL | 100.00 |

- 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 27 March, 2015 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 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. He has acted as Management Committee Member in the investment and construction projects in Russia between 1987 and 1991, as Board Member of Enka İnşaat ve Sanayi A.Ş. between 1991 and 2001, as the General Manager of Enka İnşaat ve Sanayi A.Ş., between 2006 and 2012. Since 2001 Haluk Gerçek acts as the Vice-Chairman of the Board of Directors 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 between 2012 and 2014 as a Non-Executive Board Member and has been reselected for the year 2015 and continues on his duty.

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 Holding A.Ş., Ata Portföy Yönetim A.Ş., Ata Gayrimenkul Yatırım Ortaklığı A.Ş., Burger King China JV, Entegre Harç Sanayi A.Ş., İzmir Enternasyonal Otelcilik A.Ş. and TFI TAB Food Investments A.Ş.. Since 2006 Melih Araz, as Board Member of Ata Yatırım ve Menkul Değerler 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) and is a member of Corporate Governance Association of Turkey and is an Honorary Member of the Board of Trustees of the Robert College of Istanbul and member of the Advisory Council of Sabancı University's Education Reform Initiative.

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 between 2012 and 2014 as a Non-Executive Independent Board Member of Enka İnşaat ve Sanayi A.Ş. and has been reselected for the year 2015 and continues on his duty.

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 between 2012 and 2014 as a Non-Executive Independent Board Member of Enka İnşaat ve Sanayi A.Ş. and has been reselected for the year 2015 and continues on his duty.

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 the amendments to the articles of association which has been resolved by the Board of Directors, with its resolution no 967 dated 18.11.2015 which is to be presented to the General Assembly,
ATTACHED

Annex to Resolution No: 967

FORMER VERSION

SHARE CAPITAL OF THE COMPANY Article - 6

The Company has agreed and accepted the Registered Capital System in accordance with the provisions of the Law No: 2499, and passed over to this system upon permission no: OFD/1495 of the Capital Markets Board dated 04.06.2002.

The Ceiling of the Registered Share Capital of the Company is TL4.000.000.000,- (Say: Four Billion Turkish Liras) which is divided into total 400.000.000.000 Shares, each having a nominal value of Krl,- (Say: One Turkish Kurus).

The total emitted Share Capital of the Company amounts to TL4.000.000.000,- (Say: Four Billion Turkish Liras) and is fully paid up.

The emitted Share Capital of the Company is divided into total 400.000.000.000 Shares, each having a nominal value of Krl,- (Say: One Turkish Kurus), and the distribution of the stocks representing such Shares is as follows:

| Group | Nominal Value | Bearer or Nominal Share Certificate | Amount (Value) |
|-------|---------------|-------------------------------------|---------------------|
| A | 0,01 TL | REGISTERED NOMINAL | 11,67 TL |
| B | 0,01 TL | REGISTERED NOMINAL | 3.999.999.988,33 TL |
| TOTAL | | | 4.000.000.000,00 TL |

When issuing and emitting new Share Certificates, any resolution for the issuance and emittance of any Privileged Share Certificates thereunder may be decided by the General Assembly upon affirmative votes of so much shareholders or representatives or proxies thereof who represent at least 75% of the Share Capital of the Company. By the resolution of the General Assembly for increasing the Share Capital of the Company, the pre-emption right of any shareholder may only then be restricted or abolished if actually justified reasons are present and such restriction or abolishment may be decided by affirmative votes of so much shareholders or representatives or proxies thereof who represent at least 60% of the Share Capital of the Company.

The Registered Share Capital Ceiling Permit as granted by the Capital Markets Board is valid for the period (of time of 5 years) between 2012 and 2016. Should such permitted Registered Share Capital Ceiling be not achieved at the end of the year 2016, the Board of Directors shall be obliged, in order to be able to take a decision for share capital increase after 2016, to obtain an authorization by the General Assembly for a further new period through getting the necessary permit by the Capital Markets Board for the previously permitted ceiling or for a new ceiling. Should the Board of Directors fail to obtain such an authorization by the General Assembly, the Company will be deemed as having dropped out of the Registered Capital System. Shares representing the Share Capital of the Company are to be traced on the basis of the booked records within the framework of the applicable principles of dematerialization of capital market instruments.

The Board of Directors is authorized to increase, between the years 2012 and 2016, the emitted Share Capital of the Company through issuing at any time as it deems for fit, any registered Shares up to the Registered Share Capital Ceiling in accordance with the provisions of the Capital Markets Law.

NEW VERSION

SHARE CAPITAL OF THE COMPANY Article - 6

The Company has agreed and accepted the Registered Capital System in accordance with the provisions of the Law No: 6362, and passed over to this system upon permission no: 26/743 of the Capital Markets Board dated 31.05.2002.

The Ceiling of the Registered Share Capital of the Company is TL6.000.000.000,- (Say: Six Billion Turkish Liras) which is divided into total 600.000.000.000 Shares, each having a nominal value of Krl,- (Say: One Turkish Kurus).

The total emitted Share Capital of the Company amounts to TL4.000.000.000,- (Say: Four Billion Turkish Liras) and is fully paid up.

The emitted Share Capital of the Company is divided into total 400.000.000.000 Shares, each having a nominal value of Krl,- (Say: One Turkish Kurus), and the distribution of the stocks representing such Shares is as follows:

| Group | Nominal Value | Bearer or Nominal Share Certificate | Amount (Value) |
|-------|---------------|-------------------------------------|---------------------|
| A | 0,01 TL | REGISTERED NOMINAL | 11,67 TL |
| B | 0,01 TL | REGISTERED NOMINAL | 3.999.999.988,33 TL |
| TOTAL | | | 4.000.000.000,00 TL |

When issuing and emitting new Share Certificates, any resolution for the issuance and emittance of any Privileged Share Certificates thereunder may be decided by the General Assembly upon affirmative votes of so much shareholders or representatives or proxies thereof who represent at least 75% of the Share Capital of the Company. By the resolution of the General Assembly for increasing the Share Capital of the Company, the pre-emption right of any shareholder may only then be restricted or abolished if actually justified reasons are present and such restriction or abolishment may be decided by affirmative votes of so much shareholders or representatives or proxies thereof who represent at least 60% of the Share Capital of the Company.

The Registered Share Capital Ceiling Permit as granted by the Capital Markets Board is valid for the period (of time of 5 years) between 2016 and 2020. Should such permitted Registered Share Capital Ceiling be not achieved at the end of the year 2020, the Board of Directors shall be obliged, in order to be able to take a decision for share capital increase after 2020, to obtain an authorization by the General Assembly for a further new period through getting the necessary permit by the Capital Markets Board for the previously permitted ceiling or for a new ceiling. Should the Board of Directors fail to obtain such an authorization by the General Assembly, the Company will be deemed as having dropped out of the Registered Capital System. Shares representing the Share Capital of the Company are to be traced on the basis of the booked records within the framework of the applicable principles of dematerialization of capital market instruments.

The Board of Directors is authorized to increase, between the years 2016 and 2020, the emitted Share Capital of the Company through issuing at any time as it deems for fit, any registered Shares up to the Registered Share Capital Ceiling in accordance with the provisions of the Capital Markets Law.

FORMER VERSION

MANAGEMENT AND REPRESENTATION Article - 19

Enka İnşaat will be managed, administrated and represented against outwards by the Board of Directors. Any documents or instruments to be provided or any agreements or contract to be concluded by Enka İnşaat are only than legally valid and binding for it if they are issued under the trade name letter head and duly signed by at least two signatories of Enka İnşaat as duly authorized to sign for and on behalf of it in accordance with the Circular of Signature Samples and Power Extend Statement of Authorized Signatories thereof.

For the performance by the members of the Board of Directors or top managers or by the spouses and any second degree relatives thereof, of any transactions that might cause to the occurrence of any conflict of interest with the Company or any of its subsidiaries or affiliates, the prior approval of the General Assembly is to be obtained beforehand, and when such transactions as aforesaid are performed, the General Assembly is to be informed thereabout.

NEW VERSION

MANAGEMENT AND REPRESENTATION Article - 19

The Company is managed and duly represented by the Board of Directors.

The Board of Directors is authorized to delegate, in compliance with the provisions of an Internal Regulation to be developed and issued in accordance with the applicable provisions of the Turkish Code of Commerce, to one or more members of the Board of Directors or to any third party, its power of management of the Company in part or in whole, excluding its undelegable powers as stipulated under Article 375 of the Turkish Code of Commerce.

The power of bindingly representation of the Company is to be exercised by any two members of the Board of Directors as the authorized signatories thereof under their joint signatures. The Board of Directors is authorized to delegate its power of bindingly representation of the Company to one or more executive directors from among itself or to any third party appointed externally as director. However, at least one board member must have been given the power of representation.

The power of bindingly representation of the Company of the delegates so appointed as aforesaid is not valid, so long as the duly notarized copy of the Board Resolution indicating the names of the delegates appointed to represent the Company as well as their mode of representation is not registered with and published by the Trade Registry (Companies House).

For providing the members of the Board of Directors and the top managers of the Company or the spouses or any second-degree relatives thereof, to perform any transactions with the Company itself or with any affiliates or subsidiaries thereof that may cause any conflicts of interest with the same, the approval by the General Assembly for the performance of such transactions by them is required to be obtained beforehand, and if such transactions are already carried out prior to approval thereof by the General Assembly, then the General Assembly is to be duly informed thereabout.