

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	459.999.998.833	4.599.999.988,33	459.999.998.833
TOTAL	460.000.000.000	4.600.000.000	460.000.010.503

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.	49,52
VİLDAN GÜLÇELİK	7,99
SEVDA GÜLÇELİK	6,43
ENKA Foundation	5,87
Others	30,19
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 24 March 2017 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 2017 as a Non-Executive Board Member.

MEHMET METE BAŞOL (Non-Executive Independent Member)

M. Mete Başol, born in 1957, graduated from Arizona State University, Department of Economics and

started his banking career in 1984 at Interbank at the Mid-term Loans department by making economic evaluation of various investment projects as well as preparing sector reports. He has moved to Turkish Merchant Bank which was established as an investment bank jointly by Bankers Trust Co. New York and T. Is Bankası, as the Treasury, Fund Management and Foreign Relations Manager. In 1992 he has also assumed the responsibility of the group of capital markets as Assistant General Manager. In 1995, he was elected as a Member of the Board of Directors and the Credit Committee following the purchase of the entire bank by the Bankers Trust. The name of the bank was changed to Bankers Trust A.Ş. and between 1997-2001 he has undertaken the Chairman of the Board of Directors and General Manager task of the bank. Between 2001 and 2003, he became the Managing Director of the joint Board of Directors of the public banks (TC Ziraat Bankası, T. Halk Bankası, T. Emlak Bankası) which was established by the law. After this assignment he established Tridea Consulting with two partners and gave financial and administrative consultancy services to SME's. He continued his consultancy services under his own company after 2009. He was a Member of the Board of Directors at Galatasaray Sportif A.Ş. (2011-2012), at T. İş Bankası A.Ş. (2011-2014), at Dedeman Holding A.Ş. (2008-2014) and at Dedeman Turizm Otelcilik Yatırım A.Ş. (2012-2014). Currently, he is a Member of the Board of Directors at Enerji Yatırım Holding A.Ş. (2015), Enerya Gaz Dağıtım A.Ş. (2015), Enerya Gaz Ticaret A.Ş. (2015) and Nurol Investment Bank Inc. (2014). Mehmet Mete Başol's Independent Board Member task will be completed in 2018 at Coca-Cola İçecek A.Ş. (2012) and Anadolu Efes Brewery and Malt Sanayii A.Ş (2012)

M. Mete Başol meets the criteria applicable to Independent Board Members within the scope of the Corporate Governance Principles of the Capital Markets Board and will be presented to the approval of the Ordinary General Assembly as an independent member.

FATİH OSMAN TAR (Non-Executive Independent Member)

Born in 1953, Fatih O. Tar graduated from Robert College and then Boğaziçi University, Department of Business Administration in 1975. His professional life started in 1975 at Enka Pazarlama İhracat İthalat A.Ş., Foreign Trade Co. and then he worked as Sales Manager at Binex JV Construction Materials Company between 1977 and 1980, Procurement Manager at Enka Holding between 1979 and 1981, Assistant General Manager for Marketing and Sales at Güney Sanayi Tekstil İşletmeleri between 1981 and 1983, as General Manager at Enka Dış Ticaret between 1983 and 2003, as Board Member at Pimaş between 1985 and 1987, as Board Member at Enka Teknik between 2002 and 2010, as Chairman of Azen Oil Company (Netherlands) between 2003 and 2008, as Chairman and CEO of Binagadi Oil Company (Azerbaijan) between 2003 - 2008, as Deputy General Manager of Oyak Holding between 2010 and 2013, as Group Chairman and Managing Director of Ereğli Demir Çelik, Iskenderun Demir Çelik & Group of Companies between 2010 and 2013, as Board Member at Yücel Group between 2013 - 2015 and the President and CEO of Yücel Group since 2015.

Fatih O. Tar meets the criteria applicable to Independent Board Members within the scope of the Corporate Governance Principles of the Capital Markets Board and will be presented to the approval of the Ordinary General Assembly as an independent member.

- 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 amendment to the articles of association and the related resolution of the Board of Directors dated 01.11.2017 and numbered 1015, in case of any change on the agenda.**
ATTACHED

ENKA İNŞAAT VE SANAYİ A.Ş
ARTICLES OF ASSOCIATION
Draft Amendment of Article

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: 26/743 of the Capital Markets Board dated 31.05.2002.

The Ceiling of the Registered Share Capital of the Company is TL 6.000.000.000,-- (Say: Six Billion Turkish Liras) which is divided into total 600.000.000.000 Shares, each having a nominal value of Kr1,-- (Say: One Turkish Kuruş).

The total emitted Share Capital of the Company amounts to TL 4.600.000.000,-- (Say: Four Billion Six Hundred Million Turkish Liras) and is fully paid up.

The emitted Share Capital of the Company is divided into total 460.000.000.000 Shares, each having a nominal value of Kr1,-- (Say: One Turkish Kuruş), 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	4.599.999.988,33 TL
		TOTAL	4.600.000.000,00 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.

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: 2499, 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 TL 6.000.000.000,-- (Say: Six Billion Turkish Liras) which is divided into total 6.000.000.000 Shares, each having a nominal value of TL1,-- (Say: One Turkish Lira).

The total emitted Share Capital of the Company amounts to TL 4.600.000.000,-- (Say: Four Billion Six Hundred Million Turkish Liras) and is fully paid up.

The emitted Share Capital of the Company is divided into total 4.600.000.000 Shares, each having a nominal value of TL1,-- (Say: One Turkish Lira).

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.

ENKA İNŞAAT VE SANAYİ A.Ş
ARTICLES OF ASSOCIATION
Draft Amendment of Article

FORMER VERSION

VOTING RIGHT
Article – 27

Any Shareholders or their proxies or attorneys or representatives taking part in any General Assembly meetings have (10) votes for each Share Certificate of Group (A) and (1) vote for each Share Certificate of Group (B) they hold. Voting will be made by hand rising. However, secret voting must be made upon demand on such number of Shareholders who represent one tenth of the share capital represented by all attendants of the meeting.

NEW VERSION

VOTING RIGHT
Article – 27

Any Shareholders or their proxies or attorneys or representatives taking part in any General Assembly meetings have (1) vote for each Share Certificate they hold. Voting will be made by hand rising. However, secret voting must be made upon demand on such number of Shareholders who represent one tenth of the share capital represented by all attendants of the meeting.