

**Company policies revised in accordance with the regulations of the Capital Markets Board which will be submitted at the the General Assembly to the shareholders for information and approval**

**Enka İnşaat ve Sanayi A.Ş.**  
**Donation & Aid Policy**

Any donations and aids to be granted by our Company are determined by it pursuant to the below given basic criteria, provided, however, that such donations and aids are always in compliance with the provisions of the applicable Capital Markets Legislation.

**Main Purposes:**

Main purpose in making donations and aids which can be done in-cash or in-kind is to fulfill our social responsibility towards the society but also to create a corporate social responsibility for the shareholders, employees and partners thereof, provided, however, that all such donations and aids meet a certain social need and provide public benefit.

**Organizations which donations/aids could be granted:**

- Enka Spor ve Eğitim Vakfı (Enka Sports and Education Foundation): Major part of the donations and aids of our company are granted to Enka Spor ve Eğitim Vakfı. Making donations and aids to this foundation, the main purpose of which is to contribute to the Turkish youth to reach the contemporary sports level and to strengthen its educational and social structure in international standards, has been adopted by our company as a principle.
- Relief accounts to be formed by the government agencies upon occurrence of natural disasters.
- Foundations listed in the Schedule of Recognized Foundations.
- Any other foundations and organizations in case of need.

**Limitation for Donation/aids:**

- If there is no limitation set in the General Assembly about donations and aids for the current year, the limit of donation/aid could be at most 3% of the distributable profit of previous year which is calculated in accordance with the Capital Markets Board regulations and other relevant legislations.
- Donations/aids for relief accounts to be formed by the government agencies upon occurrence of natural disasters are not taken into account of calculation above.

**The Internal Decision-Making Procedure for providing donations/aids:**

- Any donation/aid of which the amount exceeds TL 10,000 is allowed to be made only upon approval thereof by at least one member of the Board of Directors or of the Executive Committee.
- Any internal committees, departments and workshop-groups may make proposals to the members of the Board of Directors or of the Executive Committee regarding any donations/aids.

Enka İnşaat ve Sanayi A.Ş.  
Profit Distribution Policy

The Board of Directors of Enka İnşaat ve Sanayi A.Ş. ("the Company") takes into account the performance of the Company of that year, economic conditions, the finalized projects, investments and the cash flow of the Company as well as Turkish Commercial Code, the relevant articles of Capital Markets Law, regulations and the practices of the Capital Market Board when presenting the profit distribution proposal to the General Assembly.

The principal policy adopted and applied by the company in aspect of profit distribution is to act always in compliance with the applicable criteria as provided in the Capital Markets Legislation while considering a fair balance between the interests of the Company and that of the shareholders thereof. In this manner, at least 20% of the distributable profit which is calculated in accordance with the Capital Markets Board regulations and other relevant legislation is distributed as cash and/or bonus shares.

Under the framework determined by profit distribution policy and the Capital Markets Board, after reserving the 1st dividend pursuant to the provisions of Article 36 of the Articles of Association, dividends are distributed to the Bonus Certificate holders as per the rate stated in the Articles of Association.

Dividends are distributed equally at once to all existing shares as per their rates regardless of date of issuance and acquisition dates. Distribution of cash dividends is planned to be paid no later than one month after the General Assembly where the date of dividend distribution is resolved by the General Assembly.

The place and date of the profit distribution, agreed upon during the General Assembly in accordance with the relevant legislation provisions, is announced to the shareholders through the Public Disclosure Platform and by the announcement on the website of the Company.

The Board of Directors may distribute dividend advance if it is authorized by the General Assembly as well as in compliance with the regulations of the Capital Market. The authorization given to the Board of Directors by the General Assembly is limited with that year in which the authorization is given.

Enka İnşaat ve Sanayi A.Ş.  
Remuneration Policy Applicable to the Board Members and  
Administratively Responsible Managers

## **1. Objective and Scope**

The purpose of the policy described hereunder is to determine, in compliance with and under consideration of such regulations, obligations and principles as specified in the Capital Markets Legislation and the Capital Markets Board's corporate governance principles, any rules, requirements, principles and modus of implementation applicable to the remuneration of the Board Members and Administratively Responsible Managers of Enka İnşaat ve Sanayi A.Ş. as approved by the Board of Directors thereof. Any rights, benefits and remunerations to which the Board Members of the Company are entitled to, and any modus of and requirements applicable to the payment thereof are defined in the Articles of Association of the Company, and such rights, benefits and remunerations are concluded and fixed each year by the General Assembly thereof in its annual meeting under a separate item of agenda and the same are published thereafter in the website of the company. The remuneration policy hereunder aims the sustainability and enhancement of the performances of the Board Members and Administratively Responsible Managers of the Company.

## **2. Principles Applicable to Remuneration**

### **Remunerations Payable to the Members of the Board of Directors**

**Independent Members and Non-executive Board Members:** The Independent Members and Non-executive Board Members of the Board of Directors are entitled to a monthly attendance fee as honorarium in such amount as to be determined each year by the General Assembly. The amount of such monthly attendance fee is not fixed on the basis of the performance of the Company so that the independency thereof is not impacted of the Independent Members thereby.

**Executive Board Members:** The Executive Board Members are paid a monthly attendance fee in the same amount as payable to the Independent Members as aforesaid, besides such below-mentioned bonuses as payable to the same on the basis of their performances and contributions to the company as well as their level of reaching the targets as set.

### **Remunerations Payable to Administratively Responsible Managers**

Remunerations payable to Administratively Responsible Managers include performance determined bonuses besides the fixed pays to be determined and calculated in accordance with the scope of duties and responsibilities thereof under consideration of the requirements and the experiences designated for each position. Executive Committee Members are entitled to a monthly attendance fee as honorarium as well as bonuses and fixed pays.

### **3. Performance and Remuneration Methods**

**Fixed Pays:** In the determination of the attendance fees payable to the Members of the Board of Directors as well as of the fixed pays to the Administratively Responsible Managers as aforesaid, the preservation of the company's internal balances and the compliance thereof with strategic targets and the ethical values of the company are always considered. The amount of the fixed pays are determined and calculated for each position in accordance with the scope of duties and responsibilities of the relevant payee under consideration of various factors such as economic conditions in the market, the size of the company, any long-term targets and the level of realization thereof as well as the position and the level of experience of the relevant payee. In the determination and calculation of the remunerations payable to the Board Members and Administratively Responsible Managers of the Company, no short-term performance based payment plans such as Company's profit or income shall be applicable.

**Performance Pays (Bonus Payments):** Also in the determination and calculation of the performance based bonus payments, various factors such as bonus policies applicable in the market to any staff in similar or equivalent position, the level of reaching and realization of the company targets and the individual performances are taken into account, and they are determined and calculated so that the equity of the company is not impacted thereby. Within the scope of this policy, no Board Member or Administratively Responsible Managers of the Company is lent any money or granted any loan or any personal credit by virtue of any third parties or provided any securities or guarantees. Any remunerations and benefits paid to Board Members and Administratively Responsible Managers of our company are disclosed to public in the Annual Report thereof.