



TRANSLATION FROM/TO TURKISH BY:

U&M – teknik Tercüme Bürosu / Translation Office

(Chartered Interpreter: Uğur YILMAZ)

Çırağan Cad. No:5/4 - 80690 Beşiktaş / İSTANBUL – TR

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MINUTES OF MEETING OF THE ORDINARY GENERAL ASSEMBLY

of

ENKA İNŞAAT VE SANAYİ ANONİM ŞİRKETİ

CONVENED ON 19.06.2014

19 Haziran 2014

The Extraordinary General Assembly Meeting of **ENKA İNŞAAT VE SANAYİ ANONİM ŞİRKETİ** has been held on 19.06.2014 at 14:00 p.m. at the Enka Convention Center located at the address: Balmumcu Mahallesi, Hacı Faik Bey Sokak No:3, Beşiktaş-İSTANBUL under supervision of the Representative of the Ministry, Mr. SAVAŞ ÖZER, appointed by the Letter of Appointment No: 16566 of 18.06.2014 of the Provincial Customs and Trade Directorate of Istanbul.

The invitation to this Extraordinary General Assembly Meeting under promulgation of the agenda thereof has been made timely and in such manner as provided in the relevant applicable Law and in the Articles of Association of the Company, by publishing such invitation: in the Turkish Trade Registry Gazette No: 8580 of 30th May 2014; via internet on the website of the Company accessible at the address www.enka.com; on the Public Disclosure Platform (PDP); and by virtue of the Electronic General Meeting (e-GEM) System of the Central Securities Depository Institution (MKK).

From the examination of the List of Attendees of the Extraordinary General Assembly, it has been ascertained that of total 360.000.000.000 shares of the Company, each having a nominal par value of 1 Kuruş, that corresponds to its total share capital of TL3.600.000.000,--, a total of 308.801.536.945 shares corresponding to a capital share of TL3.088.015.369,45 are represented in the meeting, and thus the minimum meeting convention quorum is available and any and all requirements are fulfilled as provided in the relevant applicable Law, in the Articles of Association of the Company and in the "Internal Regulations regarding the Working Principles and Procedures of the General Assembly" as well. Thereupon, after verification of presence in the Meeting of Mr. Okan Oz, Responsible Auditor of the Independent Auditing Firm DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. providing the independent audit of the Company, the Meeting has been opened by Mr. HALUK GERÇEK, Vice-Chairman of the Board of Directors - instead of the Chairman of Board since the latter could not attend the Meeting due to an excuse -, for proceeding to discussion and conclusion of the respective items on the agenda in both physical and electronic (online) environment.

- 1- Thereupon, pursuant to the provisions of Article 30 of the Articles of Association of the Company, Mr. HALUK GERÇEK, Vice-Chairman of the Board of Directors, undertook the presidency of the Extraordinary General Assembly Meeting. In accordance with the suggestion made, it has been resolved by 128.210 negating and 3.087.887.223 affirmative votes, to elect and appoint Mr. İLHAN GÜCÜYENER as the Scrutinizer and Mr. SİNAN YAVUZ AKTÜRK as the Secretary of the Extraordinary General Assembly Meeting, and to authorize the Presidential Board so formed for signing the Minutes thereof.
- 2- Thereafter, Mr. İlhan Gücüyener, Vice-General Manager responsible for financial affairs of the Company, clarified the reason for the convention of this Extraordinary General Assembly.

After such clarification, it has been resolved by 11.201.618 negating and 3.076.813.815 affirmative votes, to authorize the members of the Board of Directors to decide the distribution of Dividend Advances exclusively for and limited to the Fiscal Period 2014 in compliance with the provisions of Article 37 – "Dividend Advance Distribution" of the Articles of Association of the Company and the Communiqué No: II-19.1 on Dividends of the Capital Markets Board as well.

YEMİNLİ ÇEVİRMEN

UGUR YILMAZ

Chartered Sworn Translator & Interpreter
Bechtigtter Übersetzer & Dolmetscher

For the execution of Translation
Für die Ausführung der Übersetzung
Chartered Sworn Translator & Interpreter
Bechtigtter Übersetzer & Dolmetscher





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- 3- Set off of the Dividend Advances to be distributed so, from any distributable resources as given in the annual financial situation statement for the Fiscal Period 2014, if no sufficient profits are realized or even losses are suffered at the end of the Fiscal Period 2014, has been discussed and it has been resolved to approve the same by 11.201.618 negating and 3.076.813.815 affirmative votes.

No requests and no recommendations followed.

No polling has been made for this item of the Agenda.

The President closed the Meeting after expression of his gratitude to all shareholders in both physical and electronic (online) environment.

REPRESENTATIVE OF THE MINISTRY

SAVAŞ ÖZER

(Signature)

PRESIDENT OF ASSEMBLY

HALUK GERÇEK

(Signature)

SCRUTINIZER

İLHAN GÜCÜYENER

(Signature)

SECRETARY

SİNAN YAVUZ AKTÜRK

(Signature)

For the correctness of Translation
Für Die Richtigkeit der Übersetzung
Chartered Sworn Translator & Interpreter
Beidseitiger Übersetzer & Dolmetscher



**YEMİNLİ ÇEVİRMEN
UĞUR YILMAZ**

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MINUTES OF MEETING OF THE SPECIAL EXTRAORDINARY ASSEMBLY
of the
HOLDERS OF PREFERRED SHARE CERTIFICATES
of
ENKA İNŞAAT VE SANAYİ ANONİM ŞİRKETİ
CONVENED ON 19.06.2014

19 Haziran 2014

The Special Assembly Meeting of the Holders of Preferred Share Certificates of ENKA İNŞAAT VE SANAYİ ANONİM ŞİRKETİ has been held on 19.06.2014 at 14:00 p.m. at the Enka Convention Center located at the address: Balmumcu Mahallesi, Hacı Faik Bey Sokak No:3, Beşiktaş-İSTANBUL under supervision of the Representative of the Ministry, Mr. SAVAŞ ÖZER, appointed by the Letter of Appointment No: 16567 of 18.06.2014 of the Provincial Customs and Trade Directorate of Istanbul.

The invitation to this Extraordinary General Assembly Meeting under promulgation of the agenda thereof has been made timely and in such manner as provided in the relevant applicable Law and in the Articles of Association of the Company, by publishing such invitation: in the Turkish Trade Registry Gazette No: 8580 of 30th May 2014; via internet on the website of the Company accessible at the address www.enka.com; on the Public Disclosure Platform (PDP); and by virtue of the Electronic General Meeting (e-GEM) System of the Central Securities Depository Institution (MKG).

Since the below mentioned Shareholders of Group A the detailed info on whom are given below, took duly part in the Extraordinary General Assembly Meeting of the Company held at 14:00 p.m. today and have given affirmative votes to all items of the Agenda polled therein, and thus the majority is ensured, it has been decided not to hold the meeting planned to be made on this 19.06.2014 at 15:00 p.m. since the same is unnecessary under these circumstances.

FORENAME AND SURNAME / COMPANY NAME OF THE SHAREHOLDER APPROVING THE RESOLUTION	GROUP	TOTAL NOMINAL PAR VALUE OF SHARES (TL)	REPRESENTATION (***)	FORENAME/SURNAME/ COMPANY NAME OF THE REPRESENTATIVE	TURK. NAT. ID NO/TAX ID NO OF REPRESENTATIVE	SIGNATURE
TARA HOLDİNG A.Ş.	A	4,59	Corporate Representative	HALUK GERÇEK	48178272560	(Signature)
SELİM GÜLÇELİK	A	1,60	Individual Representative	LEYLA YÜKSEL	22478644906	(Signature)
BİLGİ GÜLÇELİK	A	0,11	Individual Representative	LEYLA YÜKSEL	22478644906	(Signature)
ALİ GÜLÇELİK	A	0,75	Individual Representative	ALİ GÜLÇELİK	51592191744	(Signature)
TOTAL		7,05				

REPRESENTATIVE OF THE MINISTRY
SAVAŞ ÖZER
(Signature)

PRESIDENT OF ASSEMBLY
HALUK GERÇEK
(Signature)

YEMİNLİ ÇEVİRMEN
UĞUR YILMAZ

Chartered Sworn Translator & Interpreter
Beidigtter Uebersetzer & Dolmetscher

Für die Korrektheit der Übersetzungen
für die Richtigkeit der Übersetzungen
Chartered Sworn Translator & Interpreter
Beidigtter Uebersetzer & Dolmetscher

