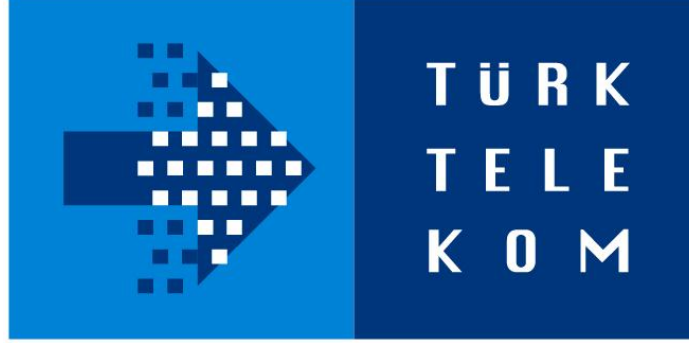


# TÜRK TELEKOMÜNİKASYON A.Ş.



**INTERIM ACTIVITY REPORT AS OF 30.06.2013  
BASED ON NO:II-14.1 COMMUNIQUE OF CAPITAL MARKETS BOARD**



**AUGUST 26, 2013**

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## 1. OVERVIEW OF TÜRK TELEKOM

Türk Telekomünikasyon A.Ş. ("Türk Telekom") with its subsidiaries, provides a wide range of communications services from PSTN to mobile, broadband to value-added services for customers in Turkey through its extensive fixed-line telecommunications network, which covers almost 100% of the population.

Turkey had 14,3 million total access lines in service as of 2012 year end and this number decreased to 13,9 million in the second quarter of 2013.

Türk Telekom offers wholesale infrastructure services for ISPs besides being broadband internet provider having the widest sales network in Turkey, through its wholly owned subsidiary TTNET.

40% of the wholesale broadband internet access in Turkey is through ADSL as of 2013 first quarter end. The remaining 60% is attributable to mobile operators<sup>1</sup>. The number of ADSL subscribers was 7 million as of 2012 year end increased to 7,1 million as of June 30, 2013.

Türk Telekom, having 89.99% shares of Avea, the third largest mobile operator in Turkey, provides mobile communications services, including pre-paid, post-paid and value-added voice services.

Avea has been founded in 2004 as a result of the merger of Aycell and Aria brands. Thanks to its performance, from its foundation to the second quarter of 2013 its subscriber base rose from 4.8 million to 13,9 million.

In addition to fixed line and mobile voice and data services, Türk Telekom operates IT consulting services, telecommunications product and software services and education and games content businesses through its wholly owned subsidiaries Innova, Sobee, Argela and Sebit. Türk Telekom also operates CRM systems, directory services and call centers through its wholly owned subsidiary AssisTT. Finally Türk Telekom International (with their old names respectively Invitel and Pantel), data and wholesale capacity provider, joined to Türk Telekom Group in 2010. In addition to these, Türk Telekom has 20% shares of CETEL that holds 76% shares of Albtelecom, incumbent fixed line operator in Albania.

Türk Telekom supports various education projects, sports, arts and environmentally sensible activities as part of its social responsibility program.

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<sup>1</sup>Source: *1st Quarter Sector Report of the Information Technologies and Communications Authority*, Page: 31

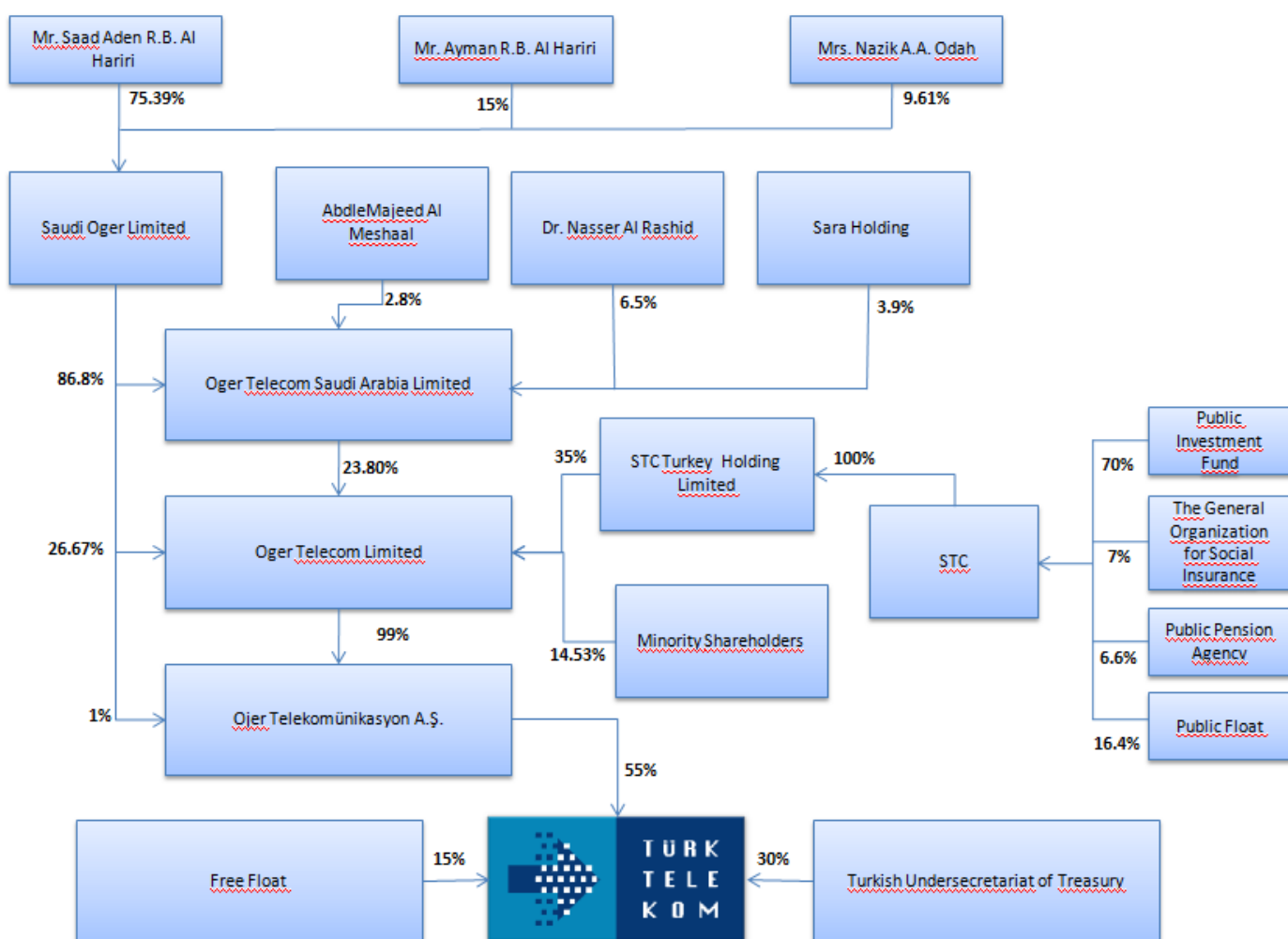
## 2. CORPORATE STRUCTURE

### • Ownership Structure

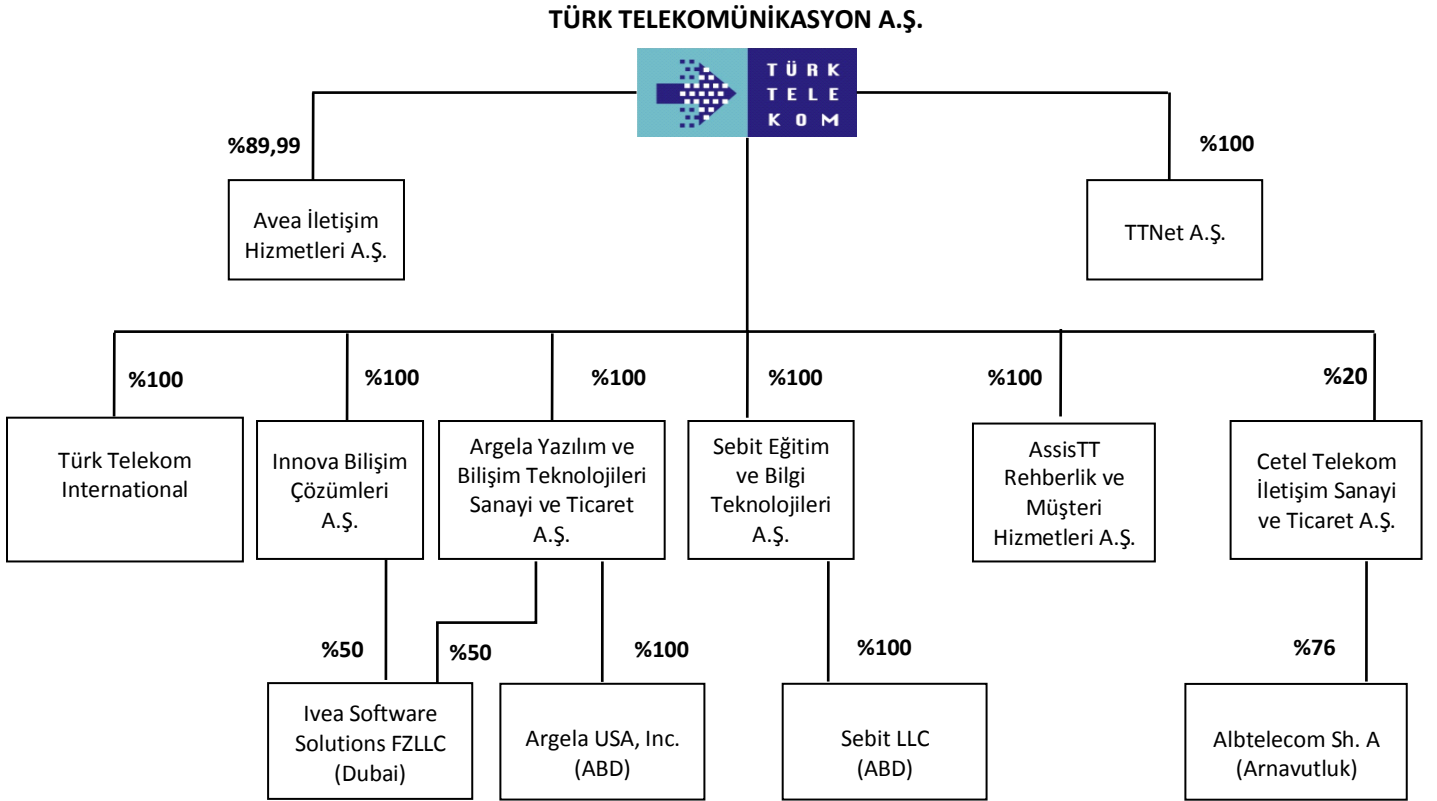
Class	Shareholder	Share Capital (TL)	Share (%)
A	Ojer Telekomünikasyon A.Ş.	1,925,000,000.00	55
B	T.R. Undersecretariat of Treasury	1,049,999,999.99	30
C	T.R. Undersecretariat of Treasury	0.01	
D	Free float	525,000,000.00	15
<b>Total</b>		<b>3,500,000,000.00</b>	<b>100</b>

The Türk Telekom Shareholders' Agreement and the Articles of Association further state that the Turkish Treasury owns a "golden share" (Class C share). The "golden share" is required under the Telephone Law and provides that, in order to protect Turkey's national interests relating to national security and the economy, the Turkish Treasury's positive vote is required for the following matters:

- Any proposed amendments to the Articles of Association;
- The transfer of any of the Company's registered shares (i.e., the Class A shares) which would result in a change in management control;
- The registration of any transfer of the Company's registered shares in the shareholder ledger. As publicly disclosed in the Public Offering Prospectus, the real and legal persons directly or indirectly holding a stake in the Company's share capital are listed below:



- Subsidiaries and financial investments



- Management and Organization

### Board of Directors

Mohammed Hariri	Chairman of the Board
Hakam Kanafani	Member of the Board of Directors
Rami M. Aslan	Member of the Board of Directors
Abdullah Tivnikli	Member of the Board of Directors
Maziad Nasser Al-Harbi	Member of the Board of Directors
Mazen Abou Chakra	Member of the Board of Directors
Khaled Biyari	Member of the Board of Directors
Mehmet Habib Soluk	Member of the Board of Directors
Efkan Ala	Independent Member of the Board of Directors
İbrahim Şahin	Independent Member and Vice Chairman of the Board
Süleyman Karaman	Independent Member of the Board of Directors
Adnan Çelik	Independent Member of the Board of Directors

## **Statutory Audit Board**

Lütfi Aydın	Member of the Statutory Audit Board
Zeynep İnce	Member of the Statutory Audit Board
Orhan Birdal	Member of the Statutory Audit Board

## **Senior Management**

Hakam Kanafani	Türk Telekom Group CEO
Tahsin Yılmaz	General Manager-CEO
Ali Yılmaz	VP of Consumer Segment
Mustafa Uysal	Türk Telekom Group CFO
Murat Kırkgöz	VP of Finance
Şükrü Kutlu	VP of Human Resources Support and Regulations
Gökhan Kayalıbay	VP of Strategy and Business Development
Mehmet Ali Akarca	VP of Corporate Segment
Haktan Kılıç	VP of Customer Relations
Dr. Nazif Burca	Head of Internal Audit
Memet Atalay	VP of Operations
Timur Ceylan	VP of Technology
Can Esen	VP of Legal Affairs

### **3. MEETINGS OF THE BOARD OF DIRECTORS**

In the period of this report, below items are related to the meetings of the Board of Directors which were held on April 5, 2013, May 4, 2013, and May 27, 2013.

- With the resolution dated April 5, 2013

It has been resolved that Can ESEN, who serves as an acting VP Legal, shall be appointed as VP Legal in our Company.

- With the resolution dated May 4, 2013

It has been resolved that;

- 1) The Draft Amendments to the Articles of Association our Company prepared in order to amend the Article 9, “Meetings of the Board of Directors”, Article 17/A “The External Audit Company”, Article 18 “General Assembly” shall be approved,

- 2) All required approvals relating to the aforesaid Draft Amendments to Articles of Association from Capital Markets Board and of Republic of Turkey Ministry of Customs and Trade shall be obtained,
- 3) Our Company's Ordinary General Assembly Meeting for the year 2012 shall be held in the address of Türk Telekomünikasyon A.Ş. HQ The Culture Centre, Turgut Özal Bulvarı 06103 Aydınlikevler, Ankara and by electronic means on 28.05.2013 at 12:00 a.m. and in order to discuss the following agenda items,

**TÜRK TELEKOMÜNİKASYON A.Ş.**

**AGENDA FOR ORDINARY GENERAL ASSEMBLY MEETING 2012**

**May 28, 2013**

1. Opening and Election of the Chairmanship Committee;
2. Authorizing the Chairmanship Committee to sign the minutes of the General Assembly Meeting, and the List of Attendees;
3. Reading the Board of Directors annual report for the year 2012;
4. Reading the Statutory Board of Auditors annual report for the year 2012;
5. Reading the summary reports of the Independent Audit Company for the year 2012;
6. Reading, discussing and approving the balance sheet and profit/loss accounts for the year 2012;
7. Releasing the Board of Directors Members for operations and transactions of our Company during 2012;
8. Releasing the Statutory Auditors for operations and transactions of our Company during 2012;
9. According to Article 16 of Articles of Association of our Company, election of the members of Board of Auditors in place of the members whose membership has expired as of 31.03.2013, defining their terms of office and the salaries;
10. Temporary appointments made by the Board of Directors to the Board of Directors for the positions became vacant because of resignations shall be submitted to the approval of the General Assembly pursuant to Article 363 of the Turkish Commercial Code and under the same conditions in order to be valid as of the appointment date; and the membership of the elected members shall be approved as of the appointment date for the remaining office of the Board of Directors;
11. Defining the salaries of the Board of Directors Members;
12. Discussing and resolving on the proposal of the Board of Directors about distribution of the profit generated in 2012;
13. Resolving on signing an agreement with Güney Bağımsız Denetim ve SMMM A.Ş., the independent audit company with which our Company is currently working, for the purpose of auditing our Company's operations and accounts for the year 2013, as per Article 14 of the Regulation on Independent External Audit in Capital Markets published by the Capital Markets Board, article 399 of Turkish Commercial Code and Article 17/A of the Articles of Association of our Company;
14. Submitting donations and aids policy to the approval of the General Assembly pursuant to Corporate Governance Principles;

15. Reading and discussing the Internal Directive that is prepared by the Board of Directors containing the rules for the Working Merits and Procedures of the Company's General Assembly;
  16. Provided that the required approvals from Capital Markets Board and of Republic of Turkey Ministry of Customs and Trade are obtained; approving the amendment draft relating to the amendments to Article 9 "The Qualifications and Conditions of Members of the Board of Directors", Article 17/A "The External Audit Company", Article 18 "General Assembly" of the Company's Articles of Association;
  17. Informing the General Assembly about the donations and aids made in 2012;
  18. Informing the Shareholders about the dividend distribution policy;
  19. Reading the written explanations of the Independent Audit Company about the compliance of the financial statements and other reports with the standards, the accuracy and precision of the information, and that the independence of the audit company or its subsidiaries is not affected in any way in relation to the services delivered to our Company or its subsidiaries, under the Corporate Governance Principles;
  20. Informing the General Assembly about transactions made during 2012 with related parties and their valuations as per Article 5 of the Communiqué Serial IV No. 41 of the Capital Markets Board;
  21. Informing the General Assembly about the guarantees, pledges and mortgages given by our Company in 2012 in favor of third parties, and about revenues or interests generated, under Decision 28/780 dated 09.09.2009 of the Capital Markets Board;
  22. Informing the Shareholders regarding the "Remuneration Policy" determined for the Board of Directors Members and the Senior Executives in accordance with the Corporate Governance Principles;
  23. Informing the General Assembly of the transactions of the controlling shareholders, the Board of Directors Members, the senior executives, their spouses and their relatives by blood and marriage up to the second degree that are performed within the year 2012 relating to make material transactions which may cause conflict of interest for the Company or Company's subsidiaries and/or to carry out works within or out of the scope of the Company's operations on their own behalf or on behalf of others or to be a unlimited partner to the companies operating in the same kind of fields of activity in accordance with the Communiqué of the Capital Markets Board Serial: IV, No:63;
  24. Discussing and voting for authorizing the Board of Directors or person(s) designated by the Board of Directors for company acquisitions to be made by our Company or its subsidiaries until the next ordinary general assembly meeting up to 300 million Euro which will be separately valid for each acquisition;
  25. Discussing and voting for authorizing the Board of Directors to establish Special Purpose Vehicle(s) when required for above mentioned acquisitions;
  26. Resolving on giving permission to the Board of Directors Members to carry out works within or out of the scope of the Company's operations on their own behalf or on behalf of others or to be a partner to companies who does such works, and to carry out other transactions, as per Article 395 and 396 of Turkish Commercial Code;
  27. Comments and closing.
- 4) Provided that the required approvals from Capital Markets Board and of Republic of Turkey Ministry of Customs and Trade are obtained, the attached Draft Amendments to the Articles of



Association our Company shall be submitted to the approval of our shareholders at the Company's Ordinary General Assembly Meeting to be held on 28.05.2013 at 12:00 a.m.

- With the resolution dated May 27, 2013

The Board of Directors of our Company has convened in order to define the donation policy which will be submitted to the General Assembly's approval on May 28, 2013 in accordance with the Communiqué on the Definition and the Enforcement of the Corporate Governance Principles and resolved the policy on the following;

"In accordance with the principles established by the Capital Markets Law and Turkish Commercial Code; within the scope of the social responsibility, Türk Telekomünikasyon A.Ş. makes aids and donations to the Social Assistance and Solidarity Foundation, institutions conducting social responsibility projects, educational institutions, public institutions and entities, municipalities or other similar persons and entities with obtaining approval of the Board of Directors for donations exceeding the amount of 1 Million TL. The amount of donation less than 1 Million TL is subjected to the approval of General Manager.

In the selection of the type, amount and the receiver of the donation as the institution, organization or the nongovernmental organization, all donations and aids that are made upon the resolution of the Board of Directors can be made by taking into consideration the Articles of Association, vision, mission and policies of Türk Telekom, ethical principles of the Company and Company's corporate social responsibility policies. All donations and aids are made by taking into consideration the regulations of Ministry of Finance. The shareholders are informed at the Ordinary General Assembly Meeting of the relevant year about all donations and aids."

- With the resolution dated May 27, 2013

It has been resolved that;

Mr. Khaled Hussain S. BIYARI shall be appointed as real person board member, to the board membership position which became vacant due to the resignation of Mr. Jameel Abdullah A AL MOLHEM, who was elected from among the nominees nominated by Group A Shareholder, for the remaining office term of the Board of Directors in accordance with Article 363 of Turkish Commercial Code, and any and all signature authorities granted to Mr. Jameel Abdullah A AL MOLHEM to represent our Company shall be withdrawn,

- The aforesaid appointments shall be submitted to the approval of the General Assembly of our Company at the first upcoming General Assembly Meeting to be held.

- With the resolution dated May 27, 2013

It has been resolved that;

The enclosed Internal Directive, which contains the rules for the Working Principles and Procedures of the Company's General Assembly related to Article 419/2 of Turkish Commercial Code shall be approved.

- With the resolution dated May 27, 2013

As per Article 5 of the Communiqué Serial IV, No: 52 Amending the Communiqué Serial IV, No: 41 on "Principles to be Followed by Firms under the Capital Markets Law", it has been resolved that the report for 2012 Related Party Transactions which was prepared by Türk Telekom Board of Directors shall be approved and the shareholders shall be informed about transactions made during 2012 with related parties and their valuations during the Ordinary Genel Assembly Meeting.

#### **4. PERSONNEL MOVEMENTS**

Consolidated headcount as of 2012 year end and second quarter of 2013 are 37,524 and 34,330 respectively.

#### **5. FINANCIAL RISK MANAGEMENT**

Main financial instruments of the Company are forward market transactions, bank loans and cash and short-term deposits. They are being used with the aim of raising funds for the Group's operations and hedging interest rate risk. The risks stemming from these instruments are liquidity risk, foreign exchange risk, interest rate risk, and credit risk.

#### **6. MATERIAL ISSUES DURING THE PERIOD**

As we have disclosed on April 1, 2013,

Mr. Jameel Abdullah A AL MOLHEM, who was nominated by A group shareholder to board membership, has resigned from his position.

As we have disclosed on April 8, 2013,

Board of Directors has resolved to appoint Can Esen as VP Legal who held a position as an acting VP Legal.

As we have disclosed on April 16, 2013,

Press release regarding 2013 1st Quarter consolidated and operational results is attached.

<http://www.ttinvestorrelations.com/financial-operational-information/quarterly-results.aspx>

As we have disclosed on April 18, 2013,

Our company has submitted a binding offer to acquire a 100% stake in Cosmo Bulgaria Mobile EAD and Germanos Telecom Bulgaria AD in line with our international expansion strategy.

As we have disclosed on April 29, 2013,

The tender regarding the acquisition of 100% stake in Cosmo Bulgaria Mobile EAD and Germanos Telecom Bulgaria AD was won by another bidding company. Please recall that, our Company submitted a binding offer on April 18, 2013.

As we have disclosed on April 30, 2013,

10. Period Collective Bargaining Agreement negotiations between Türk Telekom and Türkiye Haber- İş Union held on May 8 2013 at 14:00 at Türk Telekom Ankara Head Office Cultural Center.

As we have disclosed on May 3, 2013,

Our Company's Board of Directors decided to hold the Ordinary General Assembly Meeting on May 28, 2013 at 12.00 a.m. in the Ankara Headquarters of our Company. Our Company's Board of Directors also

decided to submit the Amendments of Articles of Association to the Capital Markets Board and Ministry for their approval.

As we have disclosed on May 17, 2013,

TTNET and Sobee, both of which are wholly owned subsidiaries of Turk Telekom, are merged by transferring Sobee's assets and business to TTNET as a whole. Official registration of the merger was completed on May 13, 2013.

As we have disclosed on May 24, 2013,

A prior consent regarding amendments of Articles of Association has taken from Capital Markets Board of Turkey, following that necessary application was made to Ministry of Customs and Trade and final consent related to amendments of Articles of Association was received. Amendments of Articles of Association were submitted to the Ordinary General Assembly Meeting which was held on 28.05.2013.

As we have disclosed on May 27, 2013,

Our board of directors has decided that; Mr. Khaled Hussain S. BIYARI shall be appointed to the vacant board membership position in accordance with Article 363 of Turkish Commercial Code, whose membership will be submitted to the General Assembly's approval.

As we have disclosed on May 28, 2013,

TT Group will continue, as always, to evaluate any opportunity that may create value. However, currently, there are no decisions or negotiations to acquire any company.

As we have disclosed on May 28, 2013,

Statement submitted by majority shareholder Ojer Telekomünikasyon A.Ş. is below:

"Ojer Telekomünikasyon A.Ş signed a US\$4,478,000,000 and €211,970,000 Credit Facility Agreement on 22 May 2013. Akbank T.A.Ş, BNP Paribas Fortis, Citi, Deutsche Bank AG, London Branch, J.P. Morgan Limited and Türkiye Garanti Bankası A.Ş. are Mandated Lead Arrangers and Coordinating Bookrunners with BNP Paribas acting as documentation agent. Citibank International PLC is Facility Agent and Citicorp Trustee Company Limited is Security Agent. The purpose of the facilities is to refinance and extend the tenor of the existing debt and serve through dividend through this new longer term amortizing and bullet refinancing. Türk Telekomünikasyon A.Ş. shares are pledged as collateral for this Credit Facility Agreement as it was the case for previous deals. All rights of the shares still belong to Ojer Telekomünikasyon A.Ş.

The Facilities are divided up into the following tranches:

- Tranche A1: US\$228,000,000 5-year amortising term loan
- Tranche A2: € 211,970,000 5-year amortising term loan
- Tranche B: US\$3,000,000,000 7.5-year amortising term loan
- Tranche C: US\$250,000,000 7.5-year revolving credit facility
- Tranche D: US\$ 1,000,000,000 7.75-year bullet tranche"

As we have disclosed on May 28, 2013,

The Ordinary General Assembly Meeting for the year 2012 was held on May 28, 2013 at 12:00 a.m. and below agenda items were discussed and resolved.

1. Chairmanship Committee has been elected;

2. Chairmanship Committee has been authorized to sign the minutes of the General Assembly Meeting, and the List of Attendees;
3. Board of Directors annual report for the year 2012 has been read;
4. Statutory Board of Auditors annual report for the year 2012 has been read;
5. Summary reports of the Independent Audit Company for the year 2012 have been read;
6. Balance sheet and profit/loss accounts for the year 2012 have been read, discussed and approved;
7. Board of Directors has been released for operations and transactions of our Company during 2012;
8. Statutory Board of Auditors has been released for operations and transactions of our Company during 2012;
9. According to Article 16 of Articles of Association of our Company, the members of Board of Auditors have been elected in place of the members whose membership has expired as of 31.03.2013, their terms of office and the salaries have been defined;
10. Temporary appointments made by the Board of Directors to the Board of Directors for the positions became vacant because of resignations have been approved pursuant to Article 363 of the Turkish Commercial Code and under the same conditions in order to be valid as of the appointment date; and the membership of the elected members has been approved as of the appointment date for the remaining office of the Board of Directors;
11. The salaries of the Board of Directors Members have been defined;
12. The proposal of the Board of Directors about distribution of the profit generated in 2012 has been discussed and resolved;
13. Signing an agreement with Güney Bağımsız Denetim ve SMMM A.Ş., the independent audit company with which our Company is currently working, for the purpose of auditing our Company's operations and accounts for the year 2013, as per Article 14 of the Regulation on Independent External Audit in Capital Markets published by the Capital Market Board, article 399 of Turkish Commercial Code and Article 17/A of the Articles of Association of our Company, has been resolved;
14. Donations and aids policy formed pursuant to Corporate Governance Principles has been approved;
15. The Internal Directive that is prepared by the Board of Directors containing the rules for the Working Merits and Procedures of the Company's General Assembly has been read and discussed.
16. The amendment draft relating to the amendments to Article 9 "The Qualifications and Conditions of Members of the Board of Directors", Article 17/A "The External Audit Company", Article 18 "General Assembly" of the Company's Articles of Association which was approved by Capital Markets Board and of Republic of Turkey Ministry of Customs and Trade has been approved;
17. General Assembly has been informed about donations and aids made during 2012;
18. Shareholders have been informed about the dividend distribution policy under the Corporate Governance Principles;
19. Written explanations of the Independent Audit Company about the compliance of the financial statements and other reports with the standards, the accuracy and precision of the information, and that the independence of the audit company and its subsidiaries is not affected in any way in relation to the services delivered to our Company or its subsidiaries, under the Corporate Governance Principles; have been read.
20. General Assembly has been informed about transactions made during 2012 with related parties and their valuations as per Article 5 of the Communiqué Serial IV No. 41 of the Capital Market Board;
21. General Assembly has been informed about the guarantees, pledges and mortgages given by our Company in 2012 in favour of third parties, and about revenues or interests generated, under Decision 28/780 dated 09.09.2009 of the Capital Market Board;
22. Shareholders have been informed about the "Remuneration Policy" determined for the Members of Board of Directors and the Senior Executives in accordance with the Corporate Governance Principles; and their opinion has been asked.
23. General Assembly has been informed about the transactions of the controlling shareholders, the Board of Directors Members, the senior executives, their spouses and their relatives by blood and marriage up to the second degree that are performed within the year 2012 relating to make material

transactions which may cause conflict of interest for the Company or Company's subsidiaries and/or to carry out works within or out of the scope of the Company's operations on their own behalf or on behalf of others or to be a unlimited partner to the companies operating in the same kind of fields of activity in accordance with the Communiqué of the Capital Markets Board Serial: IV, No:63.

24. Authorizing the Board of Directors or person(s) designated by the Board of Directors for company acquisitions to be made by our company or its subsidiaries until the next ordinary general assembly meeting up to 300 million Euro which will be separately valid for each acquisition have been discussed and approved;

25. Authorizing the Board of Directors to establish Special Purpose Vehicle(s) when required for above mentioned acquisitions; has been discussed and voted;

26. Giving permission to the to the Board of Directors Members to carry out works within or out of the scope of the Company's operations on their own behalf or on behalf of others or to be a partner to companies who does such works, and to carry out other transactions, as per Article 395 and 396 of Turkish Commercial Code has been resolved.

As we have disclosed on June 7, 2013,

Our company signed a USD 300 million loan agreement with the Emirates NBD Bank PJSC. The loan has a maturity of 3.5 years and an interest rate of LIBOR + 268 bps.

As we have disclosed on June 25, 2013,

Our company signed a USD 100 million loan agreement with the Commercial Bank of Qatar. The loan has a maturity of 3 years and an interest rate of LIBOR + 275 bps.

## **7. MATERIAL ISSUES AFTER THE END OF PERIOD**

As we have disclosed on July 9, 2013,

On the 10. Period Collective Bargaining Agreement negotiations between our company and Türkiye İş-İş Union which started on May 8 2013, 60-day legal duration of meeting has ended without making a deal and this situation has been signed with "disagreement protocol".

It was announced that negotiations would continue via official reconciler who will be appointed by Ministry of Labor and Social Security and our company and union would always be able to meet up and sign Collective Bargaining Agreement.

As we have disclosed on July 9, 2013,

Türk Telekom Group's 100% owned subsidiary TTNET A.Ş. was established in 2006 upon the Competition Board's ruling regarding the privatization of TT. There is no implementation of a merger between the two companies at the moment. If any merger is contemplated TT Group will update the investor community accordingly.

As we have disclosed on July 17, 2013,

Press release regarding 2013 1st Quarter consolidated and operational results is attached.

<http://www.ttinvestorrelations.com/financial-operational-information/quarterly-results.aspx>

As we have disclosed on July 18, 2013,

Collective Labor Agreement negotiations between Türk Telekom and Haber-İş Union for the 10th Period, which have been held since May 8, 2013, were concluded with a settlement.

This Collective Labor Agreement covering 13,170 of our employees of all Turk Telekom offices in Turkey will be effective for 2 years between March 1, 2013- February 28, 2015.

According to the settlement, which will cover our unionized employees, wage increases for the 1st, 2nd, 3rd and 4th 6-month periods will be 4%, 3.5%, 2.75% and 2.75% respectively.

If CPI in 3rd and 4th 6-month periods exceeds 2.75%, 100% of the difference will be compensated in the next 6-months period's wages.

In addition, it is approved that a wage increase of TL 190 will be applied on equal basis for the technical personnel hired between September 1, 2008 and settlement date. For the first 6-month period, these employees will not get the normal wage increase determined in the settlement. However, for the remaining three 6-month periods, they will get the wage increase determined in the settlement.

As we have disclosed on July 23, 2013,

Our company issued a non-binding offer resolved by our company's board of directors to acquire 53% of Krea İçerik Hizmetleri ve Prodüksiyon A.Ş. (Digiturk)

As we have disclosed on July 29, 2013,

Our non-binding offer for 53% of Digiturk is USD 530m.

As we have disclosed on July 31, 2013,

Our company signed a USD 100 million loan agreement with The Royal Bank of Scotland Plc on 29th July 2013. The loan has a maturity of 3 years and an interest rate of Libor + 2.50%.

## 8. SUMMARY FINANCIAL RESULTS

### • Summary Türk Telekom Consolidated Balance Sheet as of 2013 Q2 and 2012YE

TL million	2013 Q2	2012 YE
Intangible Assets(*)	4.145	4.050
Tangible Assets and Investment Property	8.178	8.347
Other Assets	4.275	3.801
Cash and equivalents	973	961
<b>Total Assets</b>	<b>17.571</b>	<b>17.208</b>
Share capital	3.260	3.260
Other Reserves and Currency Translation Reserve	-1.386	-1.397
Reserves and retained earnings	2.178	1.954
Interest Bearing Liabilities	8.390	6.038
Provisions for long-term employee benefits	607	749
Other Liabilities	3.715	3.967
Net Income	281	2.637
<b>Total Equity &amp; Liabilities</b>	<b>17.571</b>	<b>17.208</b>

(\*) Includes goodwill.

- **Summary Türk Telekom Consolidated Income Statement as of 2013 Q1 and 2012 Q1**

<b>TL million</b>	<b>2013 Q2</b>	<b>2012 Q2</b>	<b>Change</b>
<b>Revenues</b>	<b>3.359</b>	<b>3.182</b>	6%
<b>EBITDA</b>	<b>1.252</b>	<b>1.273</b>	-2%
<i>Margin</i>	37%	40%	
<b>Operating Profit</b>	<b>811</b>	<b>840</b>	-3%
<i>Margin</i>	24%	26%	
<b>Profit Before Tax</b>	366	819	-55%
<i>Margin</i>	11%	26%	
<b>Tax Expense</b>	<b>-96</b>	<b>-199</b>	
<b>Minorities</b>	<b>10</b>	<b>10</b>	
<b>Profit/(Loss) For The Period</b>	<b>281</b>	<b>630</b>	-55%
<i>Margin</i>	8%	20%	