

TÜRK TELEKOMÜNİKASYON A.Ş.
28 MAY 2013 ORDINARY GENERAL ASSEMBLY MEETING
INFORMATION DOCUMENT

The ordinary General Assembly of our Company shall convene at the address of Türk Telekomünikasyon A.Ş. Headquarters, Turgut Özal Bulvarı 06103 Aydınlikevler Ankara, at 12:00 a.m., on Friday, 28th of May, 2013 to negotiate the below-mentioned agenda and reach at a decision thereupon.

Pursuant to 4th paragraph of article 415 of Turkish Commercial Code No: 6102 and 1st paragraph of article 30 of Capital Markets Law No: 6362, the shareholders are not required to block their shares in order to attend to the General Assembly Meeting. However, our shareholders whose identity and share information are not notified to our Company are required to apply to the financial intermediaries and release the "limitation" on the identity and share information until the previous day of the General Assembly Meeting until 16.30 at latest.

We kindly request our shareholders who will vote through Electronical General Assembly System to be informed from CRA, the website of our Company which is www.investorrelations.com or from the contact addresses therein to be able to comply with the relevant Regulation and Communiqué.

This invitation of ordinary general assembly meeting will also be notified to the shareholders who hold registered shares, by a registered mail according to article 414 of Turkish Commercial Code.

Our shareholders who cannot attend the meeting in person should arrange their proxies in accordance with the specimen sample provided at the website of the company, save for the rights and obligations of the shareholders who will attend by electronic means, by complying with requirements stipulated as per the communiqué of the Capital Markets Board Serial: IV, Number: 8 and present their power of attorneys whose signature is certified by the notary public or for our foreign shareholders, the notarized Turkish translation thereof to the headquarter of our Company at the close of business on Friday, 24th of May, 2013 at latest.

Our shareholders or their representatives which are appointed in accordance with the foregoing paragraph should have the below mentioned documents with them ready, at the date of the meeting.

- Identity certificate
- The proxies arranged in accordance with the attached specimen, of the representatives who are appointed by our real and legal person shareholders.
- The notarized Turkish translation of the proxies and the notarized passport copies of the representatives of our foreign shareholders.

The representatives who have been appointed on Electronic General Assembly Meeting System by electronic means are not required to submit any proxies.

The representatives who have been appointed on Electronic General Assembly Meeting System by electronic means are not required to submit any proxies.

Voting method by showing hands and open voting method shall be applied save for the voting provisions by electronic means relating to voting the agenda items at Ordinary General Assembly Meeting.

It is requested from our shareholders to attain knowledge and attend the meeting on the specified day and hour.

Note: Pursuant to article 29 of Capital Market Law, our shareholders who hold registered shares continuously traded on stock exchanges shall not have a further notification by registered mail.

Structure of Shareholders and Voting Rights

Our Company's shares are divided into groups called A, B, C and D. Each share in each group of shares can cast one vote and thus, a maximum of 350,000,000,000 votes can be casted in the General Assembly Meeting. In this respect, the total number of the shares and votes owned by (i) Group A shares are 192,500,000,000; (ii) Group B shares are 104,999,999,999; (iii) Group C share is 1; (iv) listed Group D shares are 52,500,000,000.

Group	Shareholder	Paid - in Capital Amount (TL)	Share %
A	Ojer Telekomünikasyon A.Ş.	1,925,000,000	55%
B	Republic of Turkey	1,049,999,999.99	30%
C	Undersecretariat of Treasury	0.01	-
D	Free Float	525,000,000.00	15%

According to the 8th article of the Articles of Association; the board of directors is composed of 12 members, the Group A Shareholder shall be entitled to nominate seven (7) persons for election as Directors; provided that the Treasury as Group B Shareholder shall hold 30% or more of the Shares, the Treasury shall be entitled to nominate four (4) persons for election as Independent Board Members who carry the independence criteria as defined in the Capital Markets legislation. While the Treasury holds the C Group Privileged Share, the Treasury shall be entitled to nominate, a further one (1) person, for election as Director for the C Group Privileged Share.

As well as the C Group Privileged Share shall be entitled to nominate a further one person for election as Director, it has below mentioned rights which are defined in the article 6 of the Articles of Association. For the purpose of protecting the national interest in issues of national security and the economy, the following actions and resolutions cannot be taken without the affirmative vote of the holder of the C Group Privileged Share at either a meeting of the board of directors or the General Assembly. Otherwise, such transactions shall be deemed invalid.

- any proposed amendments to the Articles of Association;
- the transfer of any registered Shares in the Company which would result in a change in the management control of the Company;
- the registration of any transfer of registered shares in the Company's shareholders' ledger.

Procedure of voting is explained in article 23 and article 24 of the Company's Articles of Association. Each share shall entitle its owner to one vote at General Assembly Meetings. At the General Assembly meetings, voting shall be cast by raising (show) hands. However, upon the request of the shareholders owning 1/20 of the total capital represented at the General Assembly Meeting, voting may be realized by secret voting or by way of open ballot by calling names.

This information set including the relevant explanations regarding the agenda items shall be made available to the examination of our shareholders, at the head office of our company, located at the address of Türk Telekomünikasyon A.Ş. Genel Müdürlük Kültür Merkezi, Turgut Özal Bulvarı 06103 Aydınlıkevler Ankara, at the website of www.ttinvestorrelations.com and Electronical General Assembly System of Central Registry Agency ("CRA").

Regards,
Türk Telekomünikasyon A.Ş.
Board of Directors

Additional Information regarding the Communiqué on the Definition and the Enforcement of the Corporate Governance Principles

a) No changes have been occurred in the management or activity of Türk Telekomünikasyon A.Ş. or any of its important affiliates and subsidiaries in the last accounting year and no changes have been planned in the upcoming accounting years.

b) No requests have been received from shareholders, CMB and/or other public organizations related to the company about adding additional item to the agenda of general assembly.

TÜRK TELEKOMÜNİKASYON A.Ş.
AGENDA FOR ORDINARY GENERAL ASSEMBLY MEETING 2012

May 28, 2013

1. Opening and Election of the Chairmanship Committee;

The Chairmanship Committee will be elected in accordance with the Turkish Commercial Code numbered 6102 ("TCC") and the Regulation on General Assembly Meetings of Corporations, and under the provisions of Ministry of Industry and Trade Commissary Regulations ("Regulation").

2. Authorizing the Chairmanship Committee to sign the minutes of the General Assembly Meeting, and the List of Attendees;

The authorization of the Chairmanship Committee by the General Assembly to take the minutes will be voted in accordance with the TCC and the Regulation.

3. Reading the Board of Directors annual report for the year 2012;

This agenda item will not be voted. 2012 Annual Report, approved by the Board of Directors with the resolution dated 12th of April, 2012, will be read. Our shareholders can find the Annual Report [on this link/](http://www.ttinvestorrelations.com) www.ttinvestorrelations.com financial and operational information section or at our Company's headquarter.

4. Reading the Statutory Board of Auditors annual report for the year 2012;

This agenda item will not be voted. Our shareholders can find the Audit Board report, which is prepared by the Audit Board at the Company's headquarter. Audit Board report for the year 2012 will be read.

5. Reading the summary reports of the Independent Audit Company for the year 2012;

This agenda item will not be voted. Independent Audit Company's report summary for the year 2012 will be read. Independent Audit Company report, prepared in accordance with the Turkish Commercial Code and Capital Markets Board legislation, are available at our Company's headquarter and [at this link/](http://www.ttinvestorrelations.com) www.ttinvestorrelations.com financial and operational information section.

6. Reading, discussing and approving the balance sheet and profit/loss accounts for the year 2012;

Consolidated balance sheet and profit/loss accounts prepared in accordance with the financial statement format set by the International Financial Reporting Standards (IFRS), as per the Turkish Commercial Code and Capital Markets Board legislation, will be read and presented to the General Assembly for approval. These documents are available at our Company's headquarter and [at this link/](http://www.ttinvestorrelations.com) www.ttinvestorrelations.com financial and operational information section.

7. Releasing the Board of Directors Members for operations and transactions of our Company during 2012;

The release of the members of Board of Directors from the operations and actions of the Company during the year 2012 will be presented to the General Assembly for approval, as per the provisions

of the Turkish Commercial Code.

8. Releasing the Statutory Auditors for operations and transactions of our Company during 2012;

The release of the Audit Board members from the operations and actions of the Company during the year 2012 will be presented to the General Assembly for approval, as per the provisions of the Turkish Commercial Code.

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;

Election of the members of Board of Auditors in place of the members whose membership has expired will be voted. The salaries of the members of Board of Auditors will be defined.

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;

Jameel Abdullah A Al Molhem was appointed to the board membership pursuant to the 363rd Article of TCC by replacing Ghassan Hasbani who was elected by General Assembly on June 30, 2012 and resigned from his position on December 7, 2012. Al Molhem resigned from his position on March 24, 2013. Pursuant to the 363rd Article of TCC, his appointment will be submitted to the General Assembly's approval. Khaled Biyari was appointed to the board membership pursuant to the 363rd Article of TCC by replacing Al Molhem.

As a result of a vacancy arising from the resignation of board member Saad Zafer M Al Kahtani who was elected by General Assembly on June 30, 2012 and resigned from his position on September 15, 2012, Al Shiddi was appointed to the board pursuant to the 363rd Article of TCC. Al Shiddi resigned from his position on December 7, 2012. Pursuant to the 363rd Article of TCC, his appointment will be submitted to the General Assembly's approval.

Maziad Nasser M. Al-Harbi was appointed to the board membership replacing A Alshiddi for the remaining office term of the Board of Directors in accordance with Article 363 of TCC. His appointment will be submitted to the General Assembly's approval.

Ameen Fahad A. Alshiddi

Mr. Al-Shiddi is presently the Chief Financial Officer (CFO) of Saudi Telecom Company (STC). He also holds distinguished positions on the board of directors of multiple national companies i.e. VIVA (Kuwait Telecom Company) and VIVA Bahrain. Mr. Al-Shiddi possesses a Bachelor of Administration Science degree in Accounting from King Saud University, Riyadh and a Masters in Accountancy degree from the Southwest Missouri State University, Missouri, USA. He is also a Certified Public Accountant (both from USA & Saudi Arabia), a Certified Management Accountant (USA) and is a member of the Institute of Financial Management (USA).

Jameel Abdullah A. Al Molhem

Molhem is presently the CEO of KSA Operations of Saudi Telecom Company where, he worked for more than 10 years. Also he is chairman of board of directors in call center company of Saudi Arabia, and is a member of Board of Directors and Audit Committee of Avea. Before joining STC in 2001, Mr. Al-Molhem worked in investment banking at the Saudi British Bank (SABB). He received a Bachelor of Science degree in Marketing from King Fahad University of Petroleum and Minerals. He also holds an ACI Diploma from the Saudi Arabian Monetary Agency (SAMA) and a Capital Markets Diploma from the New York Institute of Finance.

Maziad Al-Harbi

Al-Harbi is presently the VP of the Home Business Unit where he worked for more than five years. Before joining STC in 2007 on Huawei Technologies and Lucent Technologies, Mr. Al-Harbi worked for seventeen years across the telecommunications, media, and technology industries. Since 2007 he has held leading roles with diverse responsibilities at Saudi Telecom Company (STC). He is also a board member of Call Center Company and SaleCo in Saudi Arabia. He received his bachelor's degree in electrical engineering from King Saud University.

Khaled Biyari

Dr. Khaled Biyari is the Senior Vice President for Technology and Operations of STC Group. Before joining STC, Dr. Biyari was the Senior Vice President and General Manager in Advanced Electronics Company (AEC). Previously, he was a Professor of Communication Systems at the Electrical Engineering Department at King Fahd University of Petroleum and Minerals (KFUPM) during the period 1990-95. In addition to his membership in various national and professional committees, he was appointed by the Council of Ministers as a Board member of The Electricity & Cogeneration Regulatory Authority (ECRA). Dr. Biyari obtained his Ph.D. degree and the Academic Achievement Award from University of Southern California (USC), Los Angeles, USA in 1990 in the field of Electrical Engineering "Communications Systems" and the BS and MS in the same field from KFUPM in 1983 and 1985, respectively.

11. Defining the salaries of the Board of Directors Members;

Salaries to be paid to the members of the Board of Directors will be determined.

12. Discussing and resolving on the proposal of the Board of Directors about distribution of the profit generated in 2012;

It is resolved for the decision of our Company's General Assembly;

1. Our company's net profit of the fiscal year 2012 according to the independently audited consolidated financials prepared in accordance with "CMB Communiqué About Financial Reporting in Capital Markets Serial: XI No:29" is TL 2,637,107,805 and according to the Turkish Commercial Code clauses and Tax Procedure Law is TL 2,995,813,137

2. According to the CMB Communiqué Serial IV No: 27, the profit after tax amount of TL 2,637,107,805 is the base amount for dividend distribution,
3. Although it is obligatory to set aside first legal reserves until the reserve amount reaches 20% of the paid in capital in accordance with Article 519 of Turkish Commercial Code, as the cap for first legal reserves has been reached in the previous years it is decided not to set aside any first legal reserves for 2012,
4. According to the consolidated financial tables, TL 2,673,249,113 shall be the base for first dividend which is reached with adding the donations made in 2012 of TL 36,141,309 to TL 2,637,107,805, which is net distributable profit of 2012,
5. It is decided to distribute 20% of TL 2,673,249,113 (first dividend base), TL 534,649,823 as cash first dividend, in accordance with "CMB Communiqué Serial IV No: 27" . The second legal reserve of TL 223,827,982 shall be set aside and the remaining TL 1,878,630,000 shall be distributed as cash second dividend.
 - a) Total cash dividend amount to be distributed of TL 2,413,279,823 shall be covered by current period net profit
 - b) Accordingly 0,6895085 Kurus (%6895085) gross cash dividend per each share worth for 1 Kurus nominally shall be distributed to our shareholders and total gross cash dividend distribution amount shall be TL 2,413,279,823
6. The distribution of the cash dividends to our shareholders shall begin on May 29, 2013, at Merkezi Kayıt Kuruluşu A.Ş. Süzer Plaza Askerocağı Caddesi No: 15 Kat: 2 34367 Elmadag-Şişli İstanbul.

Dividend Distribution Table and Dividend per Share Table, complying with requirements stipulated as per the communiqué of the Capital Markets Board Serial: IV, Number: 27 regarding the proposal are attached in **Appendix/1**.

- 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;**

Signing an agreement with Independent Audit Company Güney Bağımsız Denetim ve SMMM A.Ş. (Ernst&Young) for its audit assignment on the operations and accounts of the Company for the year 2013 as per Article 14 of the Regulation on Independent External Audit in the Capital Markets issued by the Capital Market Board and Article 17/A of the Articles of Association of the Company and the other related Capital Markets regulations, will be presented to General Assembly's approval.

- 14. Submitting donations and aids policy to the approval of the General Assembly pursuant to Corporate Governance Principles;**

Donation Policy which is prepared according to the Communiqué promulgated by Capital Markets

Board regarding Corporate Governance Principles will be submitted to General Assembly's approval. Policy is attached in **Appendix 2**.

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;

Board of Directors of the Company shall prepare the Internal Directive containing the rules for the Working Merits and Procedures of the Company's General Assembly in compliance with the 419/2nd Article of the TCC and minimum aspects determined on the 41st article of the regulation published by Ministry. Internal Directive will be submitted to the General Assembly's approval. Internal Directive is attached in **Appendix 3**.

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;

Draft amendments of the Articles of Association will be submitted to the approval of General Assembly to discuss required amendments according to the TCC Draft amendments of the Articles of Association are attached to this document **Appendix/4**. As mentioned in the draft, these amendments are subjected to the approval of Capital Markets Board and of Republic of Turkey Ministry of Customs and Trade.

17. Informing the General Assembly about the donations and aids made in 2012;

This agenda item will not be voted and only has the aim to give information. Information about donations/aids is summarized as below:

Subject	Amount (TL)
Education	27,396,509.09
Health	8,029,963.83
Other	714,836.08
Total	36,141,309.00

18. Informing the Shareholders about the dividend distribution policy;

This agenda item will not be voted and only has the aim to give information.

Our dividend policy is to distribute 100% of distributable profit which is calculated based on Capital Markets Board regulations.

Resource needs of Türk Telekom and its subsidiaries related to their investments are met with our strong financial structure and provided from our free cash flow while determining our dividend policy proposal.

Related article of our Articles of Association is given below.

“The Board of Directors shall by way of a simple majority of those present at the relevant meeting of the Board propose the distribution of the maximum of the Company's profits lawfully available for distribution in each financial year subject to the Board making reasonable provisions and transfers to reserves and complying with the conditions set out below.

If the conditions set out below are not met, or would not be met if the relevant distribution were made, then subject to the following paragraph, the Company shall distribute the maximum amount of its profits which may be distributed without breaching those conditions. Provided that it is not against the legislation regarding capital markets, the net profit may not be distributed, if:

(a) The distribution would result in a breach of any covenant or undertaking given by any Group Company to any lender or would, in the opinion of the simple majority of those present at the relevant meeting of the Board of Directors, be likely to cause such breach within the following 12 months; or

(b) The Board of Directors resolves by way of a simple majority of those present at the relevant meeting of the Board that the distribution is materially prejudicial to the interests of any Group Company having regard to: (i) implementation of the investment program approved by the Board of Directors in the business plan or the budget; or (ii) the trading prospects of the Group Companies and the need to maintain the sound financial standing of the Group Companies.

Regulations of the Capital Markets Board regarding the profit distribution are preserved.

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;

This agenda item will not be voted and only has the aim to give information. Written explanation of the Independent Audit Company on the compliance of the financial statements and other reports with the standards, the accuracy and integrity of the information therein and the non-existence of any issues hindering its or its affiliates' independency in the services provided to our Company and to its subsidiaries/affiliates is received and this written explanation is available at our Company's headquarter, it will also be read during the General Assembly.

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;

This agenda item will not be voted and only has the aim to give information.

As per the communiqué of the Capital Markets Board Serial: IV, Number: 41 amended by the Communiqué Serial: IV, Number: 52, information about the related party transactions will be given. Report is attached in **Appendix/5**.

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;

This agenda item will not be voted and only has the aim to give information.

The information regarding the guarantees, pledges and mortgages provided by the Company to third parties or the derived income or interest thereof is available at footnote no: 26 of 2012 consolidated financial statements which are prepared in accordance with the CMB rules and publicly disclosed.

The information note regarding the guarantees, pledges and mortgages provided by the Company to third parties or the derived income or interest thereof will also be read during the General Assembly.

The Company's guarantee, pledge and mortgage (GPM) position as at 31 December 2012 is as follows:

GPMs given by the Company	31 December 2012 (TL)
A.GPMs given on behalf of the Company's legal personality	2.324.106
B.GPMs given in favor of subsidiaries included in full consolidation	1.535.164
C.GPMs given by the Company for the liabilities of 3rd parties in order to run ordinary course of business	-
D.Other GPMs	18.814
i. GPMs given in favor of parent company	-
ii. GPMs given in favor of Company companies not in the scope of B and C above	18.814
iii. GPMs given in favor of third party companies not in the scope of C above	-
	3.878.084

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;

This agenda item will not be voted and only has the aim to give information.

As per the Communiqué on the Definition and the Enforcement of the Corporate Governance Principles and its obligatory article of 4.6.2, the remuneration policy of the board of director's members and the senior management is put in writing and the policy and principals will be submitted to the General Assembly's information. Remuneration policy is on the **Appendix 6** of this document.

- 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;**

As per the corporate governance principle no: 1.3.7 issued by Capital Markets Board, controlling shareholders, board members, senior management and spouse and 2nd degree blood and affinity relatives of those can do transactions which may cause conflict of interest with the company or its subsidiaries, which may participate in commercial activities on my own behalf or on behalf of a third party similar to those conducted by the company, becoming shareholder with unlimited liability and joining the boards of enterprises engaging in similar transactions if the general assembly is informed about aforesaid transactions. General Assembly will be informed if Company has any information regarding this issue.

- 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;**

Our company and its subsidiaries are open to opportunities which may contribute to the operations of the group and create synergy as part of the "Smart Growth" strategy. A general approval from the General Assembly is obtained each year due to the need of acting quickly about utilizing the opportunities to occur both at home and abroad.

- 25. Discussing and voting for authorizing the Board of Directors to establish Special Purpose Vehicle(s) when required for above mentioned acquisitions;**

A need to found Special-Purpose Vehicles may arise in order to provide operational convenience for the acquisitions to be made by our company and its subsidiaries.

- 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;**

Board of Directors must have the General Assembly's permission to perform their acts within the context of the articles 395 and 336 of the Turkish Commercial Code titled "Prohibition of Transactions with Company and Borrowing" and "Non Competition". The permission will be put to the vote at the General Assembly in order to comply with these regulations.

- 27. Comments and closing.**

APPENDIX/1 DIVIDEND DISTRIBUTION TABLE & DIVIDEND PER SHARE

2012 DIVIDEND DISTRIBUTION TABLE OF TÜRK TELEKOMÜNİKASYON A.Ş. FOR THE YEAR ENDED 31 DECEMBER 2012 (TL) (*)		
1)	Paid / Issued Capital	3.500.000.000
2)	Total Legal Reserves (in accordance with statutory records)	2.114.250.481
If there is information about privilege in dividend distribution in accordance with the AoA		

DISTRIBUTION OF THE PROFIT FOR THE PERIOD		Acc. to CMB	Acc. to Statutory Records (SR)
3)	Profit for Tax the Year	3.410.380.126	3.656.617.067
4)	Tax Expenses (-) (*)	773.272.321	660.803.929
5)	Net Profit for the Period (=) (3-4)	2.637.107.805	2.995.813.137
6)	Prior Years' Losses (-)	0	0
7)	First Legal Reserves (-) ((5SR-6SR)*0,05)	0	0
8)	NET DISTRIBUTABLE PROFIT (=) (5-6-7)	2.637.107.805	2.995.813.137
9)	Donations made during the year (+)	36.141.309	
10)	Net distributable profit including donations that is the base of calculation of first legal reserves (8+9)	2.673.249.113	
11)	First Dividend		
	- Cash	534.649.823	
	- Share		
	- Total		
12)	Dividend paid to preference shares		
	(Amount of the dividend for privileged shareholders in accordance with the articles of Association)		
13)	Dividend paid to the Board Member		
14)	Dividend paid to redeemed share owners		
15)	Second Dividend	1.878.630.000	
16)	Second Legal Reserves ((11+12+13+14+15+20)-(H4*0,05))/10	223.827.982	
17)	Status Reserves	0	
18)	Special Reserves	0	
19)	EXTRA ORDINARY RESERVES 5-(6+7+11+12+13+14+15+16+17+18)	0	0
20)	Other Distributable Sources		
	-Prior Years' Profits		
	-Extra Ordinary Reserves		
	-Other Distributable Reserves in accordance with legislation		

(*) Prepared based on 100 % dividend pay-out assumption. Since, CMB has not published 2012 profit distribution guidance, 2012 dividend amount is calculated in accordance with prior year dividend distribution guidance.

TÜRK TELEKOMÜNİKASYON A.Ş. (2012)

DIVIDEND PAYOUT RATIO INFORMATION				
DIVIDEND PER SHARE				
	GROUP	TOTAL DIVIDEND AMOUNT (TL)	DIVIDEND TO BE DISTRIBUTED FOR EACH SHARE	
			AMOUNT (TL)	PERCENTAGE (%)
GROSS	A	1,327,303,902.47	0.6895085	68.95
	B	723,983,946.80	0.6895085	68.95
	C	0,00	0	0
	D	361,991,973.40	0.6895085	68.95
	<u>TOTAL</u>	2,413,279,822.67	0.6895085	68.95
NET	A*	1,327,303,902.47	0.6895085	68,95
	B**	615,386,354.78	0.5860822	58.60
	C***	0,00	0	0
	D****	307,693,177.39	0.5860822	58.60
	<u>TOTAL</u>	2,250,383,434.64	0.5860822	58.60
DIVIDEND DISTRIBUTED TO SHAREHOLDERS (TL)		THE RATIO OF DIVIDEND DISTRIBUTED TO SHAREHOLDERS TO NET DISTRIBUTABLE INCOME INCLUDING DONATIONS (%)		
2,413,279,823		90.27		

*Group A shares of our Company are owned by Oger Telecom. As Oger Telecom is a full liability tax payer, there will be no withholding tax in the dividend payment.

** Group B shares of our Company are owned by the Turkish Treasury and are subject to withholding tax.

*** Our Company has only 1 Group C share, which is owned by the Turkish Treasury and does not have the right to get dividend payment according to our Articles of Association.

**** Group D shares of our Company constitute 15% of the total capital. Since those shares are traded in the Istanbul Stock Exchange, our Company is not able to identify shareholders as "limited liability tax payer, full liability tax payer, real person or legal person". Gross and net dividend calculation for this group is made on the assumption that all of the Group D shares are subject to withholding tax.

APPENDIX 2/ DONATION POLICY

In accordance with the principles established by the Capital Markets Law and Turkish Commercial Code; within the scope of the social responsibility, TürkTelekomünikasyon 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.

APPENDIX 3 / THE INTERNAL DIRECTIVE ON THE WORKING PRINCIPLES AND PROCEDURES OF THE GENERAL ASSEMBLY OF TÜRK TELEKOMÜNİKASYON ANONİM ŞİRKETİ

SECTION ONE

Objective, Scope, Basis and Definitions

Objective and Scope

ARTICLE 1- (1) The objective of this Internal Directive is to set forth the working principles and procedures of the General Assembly of shareholders of Türk TelekomünikasyonAnonimŞirketi, in line with the laws, applicable legislation and the provisions of the Articles of Association. This Internal Directive covers all ordinary and extra-ordinary Meetings of the General Assembly of Türk TelekomünikasyonAnonimŞirketi.

Basis

ARTICLE 2- (1) This Internal Directive has been issued by the Board of Directors in line with the provisions of the Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Customs and Trade to Attend Such Meetings, as well as the Company's Articles of Association.

Definitions

ARTICLE 3- (1) For the purposes of this Internal Directive,

- a) "Company" shall mean Türk Telekomünikasyon A.Ş.
- b) "Convention" shall mean a one-day Meeting of the General Assembly;
- c) "Law" shall mean the Turkish Commercial Code dated 13 January 2011 and numbered 6102;
- d) "Session" shall mean each section of a convention terminated for resting purposes, meal breaks, etc.;
- e) "Meeting" shall mean ordinary and extra-ordinary Meetings of the General Assembly;
- f) "Meeting Council" shall mean the committee comprising of the Meeting chairman appointed by the General Assembly in line with the first paragraph of Article 419 of the Law, vice-chairman of the Meeting appointed by the General Assembly when necessary, the clerk who writes down the minutes appointed by the Meeting chairman, as well as the vote collector appointed if deemed necessary by the Meeting chairman.

SECTION TWO

Working Procedures and Principles of the General Assembly

Provisions to be complied with

ARTICLE 4 – (1) The Meeting shall be held in line with the provisions of the Law, applicable legislation and the Articles of Association governing the General Assembly.

Access to the Meeting Venue and preparations

ARTICLE 5 – (1) The Meeting venue may be accessed by shareholders listed in the attendants list issued by the Board of Directors or their representatives, Board members, the Auditor, ministry representative, other Company managers, persons to be appointed to the Electronic General Assembly System and persons to be appointed for the Electronic General Assembly System and persons to be appointed or to be assigned to the Meeting Council.

(2) When entering the Meeting venue, real person shareholders and their representatives appointed to the Electronic General Assembly System according to article 1527 of the Law shall be obliged to show their identity and real person shareholders' representatives shall be obliged to show their proxies together with their identity, whereas legal person shareholders' representatives shall be obliged to submit their proxies and the attendants shall be required to affix their signatures to the attendants list. Such checking procedures shall be performed by the Board of Directors or one or more Board members assigned by the Board of Directors, or a person or persons assigned by the Board of Directors.

(3) Tasks related to preparation of the Meeting venue to accommodate all shareholders and making available all stationery items, documents, tools and equipment at the Meeting venue shall be performed by the Board of Directors or by the person who is authorized by the Board of Directors. The Meeting may be recorded in video and/or audio upon the approval of the Meeting Chairman saved for the provisions related to the Electronic General Assembly System.

Opening of the Meeting

ARTICLE 6 – (1) The Meeting shall be opened by the chairman or vice-chairman of the board or any of the Board members, at the company headquarters or any other convenient place in the city at the time and date announced in advance (*Provisions of Article 416 governing Meetings held without invitation shall be reserved*) after it is established with a report that the required Meeting quorum has been reached. Invitations to the General Assembly Meetings shall be made in accordance with the relevant provisions of the Law and the Articles of Association.

Establishment of the Meeting Council

ARTICLE 7- (1) According to Article 6 of The Internal Directive a Chairman and a Vice Chairman who have not to be a shareholder shall be elected under the control of the person who opened the Meeting.

(2) The chairman of the Meeting shall assign at least one clerk who writes down the minutes and if deemed necessary vote collectors in the number required. Expert consultants may also be assigned by the Meeting chairman in order to perform the technical needs in the Electronic General Assembly System at the Meeting time.

(3) Meeting Council shall be authorized to sign the Meeting minutes and other documents that constitute the basis of these minutes.

(4) Chairman of the Meeting shall comply with the Law, Articles of Association and the provisions of this Internal Directive when presiding the General Assembly Meeting.

Tasks and authorizations of the Meeting Council

ARTICLE 8 – (1) Meeting Council shall perform the following tasks under the presidency of the Chairman of the Meeting:

a) Inspecting whether the Meeting is held at the address announced and whether the Meeting venue (if stated in the Articles of Association) is appropriate for holding Meetings;

b) Inspecting whether the General Assembly was called to convene as specified in the Articles of Association, through an announcement published on the web page and the Turkish Trade Registry Gazette, whether this call was made at least twenty one days before the Meeting date by excluding the announcement and Meeting dates, whether the shareholders whose names are written in the share ledger and the shareholders that previously submitted the company shares or documents substantiating their shareholding status and notified their addresses were notified, by certified mail with return receipt requested, on the Meeting date, agenda and the newspapers in which the announcement appeared or are to be appeared, and noting such situation in the Meeting minutes;

c) Checking whether those not authorized to enter the Meeting venue attended the Meeting and whether the tasks stipulated in the second paragraph of Article 5 of this Internal Directive related to entry to the Meeting venue were performed by the Board of Directors;

d) Inspecting whether; the updated Articles of Association of the Company including any amendments thereto, share ledger, annual report of the Board of Directors, auditor's reports, financial statements, the agenda, if amendments to the Articles of Association are among the agenda items to be discussed, the amendment draft prepared by the Board of Directors and in case the amendments to the Articles of Association are subject to the approval of the Capital Markets Board and the Ministry of Customs and Trade and other relevant official bodies (if any), the approval letter obtained from those bodies, the list of attendants issued by the Board of Directors, if the General Assembly was called to convene upon postponement, postponement minute related to the previous Meeting and other necessary documents related to the Meeting under the Law are all available at the Meeting venue, and specifying this case in the Meeting minutes;

e) Checking, upon objection or when it is necessary, the identities of the General Assembly Meeting attendants who attend the Meeting in person or in proxy through signing the list of attendants, and confirming the accuracy of the proxies;

f) Determining whether at least one Board member, the executive director (if any) and the Auditor are present at the Meeting, and stating this in the Meeting minutes;

g) Managing General Assembly works in line with the agenda, ensuring that items outside the Meeting agenda are not discussed (save for the exceptions provided under the Law), ensuring the Meeting's order and taking necessary precautions to that end;

h) Opening, closing Conventions and sessions, and closing the Meeting;

i) Reading out or having others read out the decisions, drafts, minutes, reports, proposals and similar documents related to the agenda items discussed, and giving the floor to those would like to talk about such items;

j) Having voting procedures performed in relation the decisions to be issued by the General Assembly, and reporting the results thereof;

k) Observing whether the required Meeting quorum has been reached at the beginning of the Meeting and whether it has been sustained during and end of the Meeting, and whether the decisions were issued in line with the required decision quorum stipulated in the Law and the Articles of Association;

l) Announcing to the General Assembly the notifications made by the representatives which are specified in Article 429 of the Law;

m) Pursuant to Article 436 of the Law, preventing those who do not have voting rights from casting votes for decisions specified in the said article, observing all restrictions imposed upon voting rights and privileged voting rights pursuant to the Law and the Articles of Association;

n) Postponing the discussion of financial statements and the issues related thereto upon request by the shareholders holding one twentieth of the share capital, to the next Meeting to be held one month later, without the need for any further decision by the General Assembly in relation thereto;

o) Ensuring that the minutes related to the General Assembly works are prepared, reporting the objections under the minutes, signing the decisions and minutes, stating in the Meeting minutes the votes cast in favor or against the decisions issued during the Meeting in a manner to avoid any confusion, ensuring that the English translation of the relevant Meeting minutes is prepared in order to be kept in a separate book;

p) Submitting the Meeting minutes, the annual report of the Board of Directors, auditor's reports, financial statements, list of attendants, agenda, proposals, ballot papers (if any) and ballot reports, and all documents related to the Meeting, together with Meeting minutes to any of the Board members who was present at the Meeting or the Company Secretary, at the end of the Meeting.

Procedures to be performed before the discussion of the agenda items

ARTICLE 9 – (1) Following the establishment of the Meeting Council, the Meeting chairman shall read out or have others read out the Meeting agenda to the General Assembly. The chairman shall ask whether there is any change proposal in relation to the sequence of the agenda items to be discussed, and if there is any proposal to that end, such proposal shall be submitted to the approval of the General Assembly. The sequence of the agenda items to be discussed may be changed by the majority of Meeting attendants.

Agenda and discussion of agenda items

ARTICLE 10 – (1) Ordinary General Assembly Meeting agenda shall include the following items:

- a. The opening and establishment of the Meeting Council.
- b. Reading the Annual Report prepared by the Board of Directors for the relevant financial year.
- c. Reading the Board of Auditors annual report for the relevant financial year.
- d. Reading the summary reports of the Auditor for relevant financial year.
- e. Reading, discussing and approving the balance sheet and profit/loss accounts for the relevant financial year.
- f. Releasing the members of Board of Directors.
- g. Releasing the Auditor.
- h. Electing the members of the Board of Directors whose term of office has expired, determining their terms of office, amount of the salaries.
- i. Electing the members of the Board of Auditors whose term of office has expired, determining their terms of office, amount of the salaries.
- j. Discussing and resolving on the proposal of the Board of Directors about the way profits will be used, the method of profit distribution and dividend rates relating to the relevant financial year.
- k. Approving the Board of Directors' election of the Auditor and the Group Auditor in accordance with the provisions of the Law and Capital Markets Board.
- l. Discussing of amendments to the Articles of Association (if any).
- m. Informing the Shareholders regarding the "Remuneration Policy" determined for the Board of Directors Members and the Senior Executives in accordance with the provisions of Capital Markets Board.
- n. Other issues deemed necessary.
- o. Other issues determined by the provisions of Capital Markets Board and other related official bodies.

(2) Extra-ordinary General Assembly Meeting agenda shall consist of the reasons that made the Meeting necessary.

(3) Issues which are not included in the Meeting agenda may not be discussed or resolved other than the exceptions below:

- a) New items may be added to the agenda through unanimous consent of the Meeting attendants provided that all shareholders attend the Meeting.
- b) Pursuant to Article 438 of the Law, any request by any of the shareholders for an audit to be performed by a private company shall be resolved, regardless of whether such issue is included in the agenda.
- c) Dismissal of Board members and election of new Board members shall be deemed to be related to the discussion of year-end financial statements, and shall be directly discussed and resolved upon request, regardless of whether such issue is included in the agenda.

d) In case of justified grounds such as corruption, underperformance, breach of obligation of engagement, difficulty in performing the requirements of a position due to involvement in multiple companies, lack of harmony or abuse of a position held, dismissal of Board members and election of new members shall be included in the agenda through the majority votes of Meeting attendants, regardless of whether such issues are included in the agenda.

(4) Agenda items discussed and resolved during the General Assembly Meeting may not be rediscussed unless the Meeting attendants resolve otherwise unanimously.

(5) Items determined at the end of the audits performed or requested by the relevant authorities to be discussed at the General Assembly Meetings for any reason whatsoever shall be included in the Meeting agenda.

(6) The Meeting agenda shall be determined by those who invited the General Assembly to convene.

Taking the floor during the Meetings

ARTICLE 11 – (1) It is asked whether there is anyone who would like to speak about the agenda item being discussed. The Shareholders or those concerned who would like to speak shall notify the Meeting Council in relation thereto. The Meeting Council shall disclose to the General Assembly those who will speak on the agenda items and give the floor to such attendants in the order of application. Subject to the provisions relating to the Electronic General Assembly Meetings, those who were invited to the floor shall lose their right to speak if they are not present at the Meeting venue when they were called. Speeches shall be given at the place allocated for such purpose in a manner to address the whole assembly. Speakers may change the order of speeches among themselves. If speech times are limited, any person who spoke at his/her turn may continue to speak when the time granted to him/her is over, only if the person to speak after him/her allows him/her to speak within the time granted to the next speaker and provided that the time granted to the next speaker is not exceeded. The speech times may not be extended otherwise.

(2) The Meeting chairman may give the floor to the Board members and the Auditor wishing to make explanations on the issues discussed, regardless of the order of speeches to be delivered.

(3) Speech times shall be determined by the General Assembly upon proposal by the Meeting chairman or shareholders, in line with the heaviness of the agenda schedule, the number and significance of items to be discussed, and the number of Meeting attendants who would like to speak. In such cases, the General Assembly shall decide on first whether the speech times need to be limited, then on how much time will be granted to speakers through separate voting procedures.

(4) The procedures and principles specified under article 1527 of the Law and its subparagraphs shall apply in relation to the method of submission of the opinions and comments of the shareholders who have attended to the Meeting by electronic means according to such article.

Voting and voting procedure

ARTICLE 12 – (1) The Meeting chairman shall announce to the General Assembly the subject of the voting before the voting procedure is started, and read out or have others read out the agenda item being discussed. After the agenda item is read out, the Meeting chairman shall ask whether there is any proposal related to the agenda. If there is any proposal related to the agenda, the proposals shall be read out and voted separately. The agenda item shall be approved by the Meeting chairman in line with the proposal related to the agenda item being discussed. Meeting attendants may ask to speak only on the procedure after it is announced that voting shall commence. Meanwhile, any shareholder who did not have the chance to speak even if she/he asked to may use his/her right to speak upon reminding of his/her request and verification thereof by the chairman. No one may be allowed to speak after the voting procedure is started.

(2) Votes for the items being discussed in the Meeting shall be cast through open ballot, show of hands or stand up or saying “accept” or “reject” for each item voted. However, secret voting procedure shall be followed if requested by the shareholders attending the Meeting holding at least ten percent (10%) of the Company capital. These votes shall be counted by the Meeting Council. The Meeting Council may authorize people in the sufficient number to help with vote counting when necessary. Those who do not show hands or make any statement or cast abstaining votes shall be deemed to “reject” the issue, and such votes shall be deemed to be dissenting votes.

(3) The procedures and principles specified under article 1527 of the Law and its subparagraphs shall apply in relation to the voting method of the shareholders and their representatives who have attended to the Meeting by electronic means according to such article.

Preparation of Meeting minutes

ARTICLE 13 – (1) The Meeting chairman shall sign the list of attendants showing the shareholders or their representatives, the shares they hold, the groups, numbers and nominal value of their shares, and the questions asked during the General Assembly and the answers thereto shall be provided in summary, whereas the decisions issued and the number of affirmative and negative votes cast for each decision shall be ensured to be clearly specified on the Meeting minutes, and the Meeting minutes shall be ensured to be issued in line with the principles governed by the Law and the applicable legislation.

(2) General assembly Meeting minutes shall be issued at the Meeting venue and during the Meeting through the use of a typewriter, computer or a fountain pen in hand writing and legible manner. A printer is required at the Meeting venue which will allow to take print outs for writing the Meeting minutes on computer.

(3) The Meeting minutes shall be issued at least in two copies, and each page of the minutes shall be signed by the Meeting Council and the Ministry representative (if any).

(4) The company’s trade name, Meeting date and venue, total nominal value of company shares and number of shares, the total number of shares represented in the Meeting in person and in proxy, name and last name of the Ministry Representative (if any), the date and number of his/her authorization letter, the manner of invitation if the Meeting is held upon announcement, and, if the

Meeting is held without invitation, such case should be specified in the Meeting minutes.

(5) The number of votes cast regarding the decisions adopted during the Meeting shall be stated on the Meeting minutes in letters and numbers to avoid confusion.

(6) The names, last names and grounds for rejection by those who cast dissenting votes for the decisions issued during the Meeting and who would like this to be reported in the minutes shall be written in the minutes.

(7) If grounds for opposition are submitted in writing, such document shall be attached to the minutes. The minutes shall include the names and last names of the shareholders and their representatives stating their opposition, and specify that the document showing the grounds for opposition is attached. The document showing the grounds for opposition shall be signed by the Meeting Council and the Ministry representative (if any).

The procedures to be performed at the end of the Meeting

ARTICLE 14- (1) At the end of the Meeting, the Meeting chairman shall submit a copy of the Meeting minutes and other documents related to the General Assembly to any of the Board members available at the Meeting or the Company secretary.

(2) The Board of Directors shall be obliged to submit a copy of the Meeting minutes certified by a notary public to the trade registry office, and register and announce the issues included therein subject to registration and announcement no later than fifteen days as of the Meeting date, saved for the time periods specified under the Law.

(3) The minutes shall be posted on the website, Public Disclosure Platform, and Electronic General Assembly Meeting System within five days at the latest upon the General Assembly date.

(4) The Meeting chairman shall also submit a copy of the list of attendants, agenda, and the General Assembly Meeting minutes to the Ministry representative.

Attending to the Meeting by electronic means

ARTICLE 15- (1) In cases where the article provides for attendance by electronic means, the transactions that should be performed by the Board of Directors and the Meeting Council are subject to article 1527 of the Law and relevant legislation.

SECTION THREE

Miscellaneous Provisions

Attendance by the Ministry representative and documents related to the General Assembly

ARTICLE 16 – (1) For The General Assembly Meetings in which the attendance of the Ministry representative is required; the duties and authorities of the representative and the provisions of the Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies

and the Representatives of the Ministry of Customs and Trade to Attend Such Meetings shall be reserved

(2) The provisions of this Internal Directive and the Regulation specified in the first paragraph shall be complied with when preparing the list of those entitled to attend the General Assembly and the list of attendants, as well as while issuing the proxies to be used at the General Assembly and the Meeting minutes.

Issues not covered by the Internal Directive

ARTICLE 17 – (1) In case any issue which is not covered herein is encountered during the Meetings, the General Assembly shall act accordingly in relation thereto.

Approval of and amendments to the Internal Directive

ARTICLE 18 – (1) The Board of Directors shall put into effect, register and announce this Internal Directive upon the approval of the General Assembly of Türk Telekomünikasyon Anonim Şirketi. Any amendments thereto shall be subject to the same procedure.

Effectiveness of the Internal Directive

ARTICLE 19 – (1) This Internal Directive has been approved during the General Assembly Meeting of Türk Telekomünikasyon Anonim Şirketi held on 28/05/2013 and shall be effective on the date it's announcement in the Turkish Trade Registry Gazette.

APPENDIX 4 / AMENDMENTS OF ARTICLES OF ASSOCIATION

FORMER VERSION

THE QUALIFICATIONS AND CONDITIONS OF MEMBERS OF THE BOARD OF DIRECTORS

ARTICLE 9.

To be eligible to be a board member, such person must be a shareholder in the Company (unless she or he is a representative of an existing corporate Shareholder of the Company). Unless a Board Member is a representative of an existing corporate Shareholder of the Company, he/she can only start working once he/she becomes a shareholder in the Company.

Even if the terms stated in article 53 of the Turkish Criminal Code have been overdue; the persons having been definitively sentenced to imprisonment for or in excess of five years due to a crime committed on purpose or convicted of crimes committed against state security, constitutional system and its process, national defense, state secrets and the crimes of espionage, embezzlement, malversation, bribery, theft, swindling, fraud, betrayal of confidence, fraudulent bankruptcy, sedition in official tenders and performance of an act, impediment and breach of the informatics system, abstraction or modification of data, abuse of banks or credit cards, improper asset laundering, smuggling, tax evasion or unjustified benefits, shall not be a board member.

NEW VERSION

THE QUALIFICATIONS AND CONDITIONS OF MEMBERS OF THE BOARD OF DIRECTORS

ARTICLE 9.

To be eligible to be a board member, **it is not required to** be a shareholder in the Company a corporate Shareholder of the Company **can be elected as a board member. In case a corporate shareholder is elected as a Board Member, only one real person representing and appointed by such corporate shareholder shall also be registered and announced on the name of such corporate shareholder together with this corporate Shareholder and the registration and announcement of such situation shall also be disclosed in the website of the Company. This registered real person shall only attend to the meetings and vote on behalf of the corporate shareholder. The board member corporate shareholder is entitled to change this real person registered on the name of the corporate shareholder at any time.**

Even if the terms stated in article 53 of the Turkish Criminal Code have been overdue; the persons having been definitively sentenced to imprisonment for or in excess of five years due to a crime committed on purpose or convicted of crimes committed against state security, constitutional system and its process, national defense, state secrets and the crimes of espionage, embezzlement, malversation, bribery, theft, swindling, fraud, betrayal of confidence, fraudulent bankruptcy, sedition in official tenders and performance of an act, impediment and breach of the informatics system, abstraction or modification of data, abuse of banks or credit cards, improper asset laundering, smuggling, tax evasion or unjustified benefits, shall not be a board member.

FORMER VERSION

THE EXTERNAL AUDIT COMPANY

ARTICLE 17/A

The external audit company which will conduct the external auditing of the financial statements of the Company in accordance with the legislation regarding capital markets will be assigned by the General Assembly of shareholders pursuant to the proposal of the Board of Directors. The same external audit company may serve for the continuous and/or ad hoc audits for as long as the term specified in the legislation regarding capital markets.

The Company may not retain the external audit company, its employees, or a counseling company on which the external audit company exercises direct or indirect management or equity control or the employees of such company for the purpose of receiving counseling services. The counseling services provided by real person shareholder or executives of the external audit company fall within the same restriction.

NEW VERSION

AUDIT

ARTICLE 17/A

The external audit company which will conduct the external auditing of the financial statements of the Company in accordance with **Turkish Commercial Code and** the legislation regarding capital markets will be assigned **as the auditor** by the General Assembly of shareholders pursuant to the proposal of the Board of Directors. The same external audit company may serve for the continuous and/or ad hoc audits for as long as the term specified in **Turkish Commercial Code and** the legislation regarding capital markets.

The Company may not retain the external audit company, its employees, or a counseling company on which the external audit company exercises direct or indirect management or equity control or the employees of such company for the purpose of receiving counseling services. The counseling services provided by real person shareholder or executives of the external audit company fall within the same restriction.

FORMER VERSION

GENERAL ASSEMBLY

ARTICLE 18.

The General Assembly of the Company shall meet in two ways; ordinarily and extraordinarily. The ordinary meetings of the Shareholders' General Assembly shall be held at least once a year, within three months following the fiscal year end of the Company. The issues regulated in Article 369 of the Turkish Commercial Code shall be discussed and decided in these meetings.

The holder of the Group C Share has the right to attend and speak at the General Assembly.

Extraordinary General Assembly meetings may be held at any time when the business of the Company requires such meeting.

New Version

GENERAL ASSEMBLY

Article 18.

The General Assembly of the Company shall meet in two ways; ordinarily and extraordinarily.

The ordinary meetings of the Shareholders' General Assembly shall be held at least once a year, within three months following the fiscal year end of the Company. The Article **413** of the Turkish Commercial Code shall be **applied to the agenda of** these meetings.

The holder of the Group C Share has the right to attend and speak at the General Assembly.

Extraordinary General Assembly meetings may be held at any time when the business of the Company requires such meeting.

The right-holders who have rights to attending company's general assembly meeting may also attend to general assembly meeting via electronic means according to the TCC, Article 1527. As the company set out the general assembly system that allows the right-holders to attend general assembly via electronic means, give opinion and make suggestions pursuant to Regulation pertaining to the General Assembly of Joint Stock Companies to be held via Electronic Means, in the meantime it may get service from the systems made for this purpose. Pursuant to this provision of articles of association, the right-holders and their representatives could use their signified rights indicated in aforesaid regulation provisions via this organized system for all general assembly meetings.

APPENDIX 5 / TÜRK TELEKOMÜNİKASYON A.Ş. 2012 RELATED PARTY TRANSACTIONS

PURPOSE

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” (“Communiqué”), this report aims to indicate the terms of related party transactions and comparison of the terms of the transactions with those of any comparable transactions on an arm’s length basis above a certain threshold which is determined as 10% of the gross sales revenue or total assets as mentioned in the 2012 yearend financial statements which are publicly disclosed in accordance with Capital Markets rules. Also, non-recurring related party transactions which are projected to be 5% of the gross sales revenue or total assets or exceed to this threshold are a part of this report.

SCOPE

The intended use of this report is to illustrate transfers of a common and recurring asset, service and liability, which are equal to or above 10% of the gross sales revenue or total assets according to publicly disclosed financial statements for 2012 between Türk Telekomunikasyon A.Ş. and related parties that are defined in IAS 24 - Related Party Disclosures of Public Oversight, Accounting and Auditing Standards Board.

ACCOUNTING IMPLICATIONS

Detailed information about related party transactions is disclosed in footnote 10 of 2012 financial statements dated 31.12.2012 which is publicly disclosed.

REPORTING of RELATED PARTY TRANSACTIONS

Shareholder structure of Türk Telekomunikasyon A.Ş.

Türk Telekomunikasyon A.Ş. was founded by separating the telecommunication and postal services of the PTT on June 30, 1994. Upon completion of Türk Telekom's privatization process 55% of Türk Telekom shares were transferred to Ojer Telekomunikasyon A.Ş. TTNET was established on April 26, 2006 as a subsidiary of Türk Telekom, commenced its operations by obtaining “Internet Service Provider License”. Türk Telekom acquired a 40.56% stake in İŞ-TİM’s Avea for USD 500 million, and its total stake in Avea increased to 81.12%. The public offering for 15% of Türk Telekom shares was completed, and the shares started trading at the Borsa İstanbul. Türk Telekom’s stake in Avea increased to 89.9965% upon capital increase as of March 2012.

Not subject to the authorized capital system, our Company has a share capital of TL 3,500,000,000 which is fully paid-in.

The distribution of the paid-in capital among the shareholders is shown below:

Group	Shareholder	Paid-in Capital Amount (TL)	Share (%)
A	Ojer Telekomünikasyon A.Ş.	1,925,000.000.00	55
B	Republic of Turkey Undersecretariat of Treasury	1,049,999,999.99	30
C	Republic of Turkey Undersecretariat of Treasury	0.01	
D	Free Float	525,000,000.00	15
Toplam		3,500,000,000.00	100

Non recurring transactions

An expert valuation report is not an obligation on our Company since there is no non-recurring related party transaction that has reached or is projected to reach or has exceeded the threshold which is specified in the Communiqué of the Capital Markets Board Serial: IV, Number 41 as 5% of the gross sales revenue or total assets or above as mentioned in the publicly disclosed 2012 financial statements.

Comparative Informations Regarding Common And Recurring Transactions

Transfers of goods and services which exceeded 10% of the gross sales revenue or total assets according to the 2012 yearend financial statements are related to the sales to TTNET, details of which are described in table below. Apart from that, no transfer of goods/services or liabilities exceeding the threshold has been made.

As per Article No: 5 of the Communiqué, the threshold of the transaction (Türk Telekomünikasyon A.Ş.)

01.01.2012 - 31.12.2012 Total Assets of Balance Sheet = TL 17,207,850 thousand

01.01.2012 - 31.12.2012 Gross Sales Revenue of Income Statement = TL 12,706,142 thousand

10% Materiality Threshold of the Transaction = TL 1,270,614,200

RELATED PARTY	TRANSACTION	SOLD	METHOD
TTNET A.Ş.	ISP Services (ADSL, VDSL, NDSL, GSHDSL, FİBER)	1,521,481,980.47 TL	Comparable Uncontrolled Price Method
TTNET A.Ş.	Data Flow Access Services	143,180,700.10 TL	Comparable Uncontrolled Price Method
TOTAL		1,664,662,680.57 TL	

TTNET A.Ş. was established on April 26, 2006 as per opinion of the Competition Board about the need of forming TTNET as a separate legal entity which was carrying out the internet services of Turk Telekom.

The opinion was given according to the article No:4/2 of the Communiqué on principles and procedures to be followed in applying to the Competition Board for taking permission in order to gain legal validity for acquisitions via privatisation no 1998/4. After taking first step to restore competition in the market, as a result of submissions of our company's price offers regarding wholesale tariffs and campaigns to the Information and Communication Technologies Authority (ICTA), a board decision is issued from ICTA about engaging positive discrimination toward alternative Internet service providers in order to increase broadband internet penetration and build effective competition. ICTA is issued the decision by taking into account the competition and market share of broadband Internet access market.

In addition, negative discrimination is not only within the context of service pricing of TTNET A.Ş. but also in campaigns. The price offerings regarding the xDSL and data services tariffs, packages and campaigns are submitted to the ICTA, oriented to this approach and are then approved.

Wholesale ADSL and data tariffs are submitted to ICTA in parallel with our company's cost structure and are prepared consistent with other wholesale and data tariffs in the marketplace to provide price-value balance in the market by making sure that service providers sell their services at reasonable prices and can attribute to the market growth. Depending on the approval of ICTA, tariffs are put on market the same as ICTA approved or after being amended. A negative discrimination on TTNET is made in order to increase penetration and market growth and sales price of TTNET is calculated by adding extra charge over the sales prices of approved tariffs which are offered to other ISPs. No negative discrimination is made on fiber services since the market position of TTNET in fiber broadband market is the same as alternative internet service providers.

Our Company's service quality on IP Level Bit Stream Access, Co- location and Facility Sharing and network management is based on standards, techniques and methodology designed for reaching high quality at electronic communication networks and services especially the standards used in existing networks within the framework of regulations made by European Telecommunications Standard Institute (ETSI), Bureau of Telecommunication Standards of International Telecommunication Union (ITU) and ICTA and equal and fair service quality is offered to all ISPs.

Decline of TTNET's share in fixed broadband market shows increasing trend of competition thanks to the negative discrimination. Market was dominated by TTNET in 2008 with the market share of 92.4%, the market share of TTNET fell down to the 81.34% as of 2012.

*Cited from the periodic reports of ICTA.

In addition, there is no Competition Board decision which includes punishment or caution to Türk Telekomünikasyon A.Ş. for the reason of delivering unfair wholesale ADSL and data services to TTNET in 2012.

ABOUT TTNET A.Ş.

TTNET A.Ş. was established on April 26, 2006 as a subsidiary of Türk Telekom, commenced its operations by obtaining “Internet Service Provider License” as of May 14, 2006.

TTNET integrates the three main components of communications technologies - Internet, TV and telephone - in order to meet the full range of Turkey’s communication needs through offerings in education, entertainment, communication, security and corporate business. The Company’s product portfolio features rapid Internet access via ADSL/VDSL 2, fiber Internet access, WiFi wireless Internet Access, TTNET WiFi international Access (in cooperation with iPass), G.SHDSL, Metro Ethernet, ATM and Frame Relay Internet Access services. TTNET also delivers to its customers the mobile cinema and TV service, Tivibu Web, the IPTV service Tivibu Ev (“Home”) accessible via a home TV set, as well as the mobile communications including GSM and 3G under the TTNET Mobile brand.

TTNET A.Ş. is a non public company which has a share capital of TL 500,000,000 as of 2012, Türk Telekom’s share in capital is 100%. This capital is divided into 50.000.000 (fifty millions) shares each having a nominal value of TL 10 (ten).

CONCLUSION

As per the article No: 5 of Communiqué Serial: IV, No: 52 Amending the Communiqué Serial: IV, No: 41 on “Principles to be Followed by Firms under the Capital Markets Law”, there is no non-recurring related party transaction that has reached or is projected to reach or has exceeded the threshold which is specified in the Communiqué of the Capital Markets Board Serial: IV, Number. 41 as 5% of the gross sales revenue or total assets or above as mentioned in the publicly disclosed 2012 financial statements. Some of the recurring transfers of assets, services and obligation between TTNET A.Ş. and our Company reach to the 10% of the gross sales revenue or total assets according to the 2012 year end financial statements which are publicly disclosed in accordance with CMB rules. The terms of these transactions, determining of the pricing and related justifications are explained above and the situation of the transactions presented by comparing them with the market conditions. These transactions are considered to be made on arm’s length basis by taking into consideration the negative discrimination on TTNET A.Ş. and role of regulatory authority on pricing in market.

APPENDIX 6/ REMUNERATION POLICY

This remuneration policy document ("Remuneration Policy") defines the remuneration system and procedure applicable to the Board Members and Senior Managers of Türk Telekomünikasyon A.Ş. (the "Company") under the Capital Markets Board ("CMB") regulations.

1. Chairman and Members of the Board of Directors

A fixed salary is determined in every ordinary general assembly meeting in order to be applied to each Board Member. In any case, the salaries of the independent board members shall be determined at a level which will not adversely affect the independent exercise of their decision making. Stock options or payment plans based on the performance of the Company shall not be used while determining the salaries of the independent board members.

The Board Members are paid according to pro rata principle, by taking into consideration their term of duty, starting from their appointment and ending on their resignation dates. The expenditures assumed by the Board Members while performing their duties for the Company (transportation, communication, accommodation, insurance costs etc.) may be compensated by the Company.

In the event that a Board Member also acts as a Senior Manager at the management of the Company pursuant to CMB regulations, this Board Member may also be paid Salary and Premium determined under the terms of article two of this Remuneration Policy, along with the Salary mentioned in article one.

2. Senior Managers

The remuneration of the Senior Managers is variable and is composed of two components; fixed and performance based remuneration.

a. Fixed Salary: The fixed salaries of the Senior Managers are determined in accordance with the international standards and legal obligations, in line with the remuneration principles accepted by the Company pursuant to the remuneration policies applied both in domestic and international markets; and, in any case, by taking into consideration the macro economical data in the market, the size of the Company, long term targets of the Company and the position / qualifications of the Senior Managers. The salary is paid during the term of the employment contract. Provided that there is no change in the market condition, the fixed salaries of the Senior Managers are revised in accordance with the pre-determined principles, once per year, by also taking into account the above-mentioned criteria applied while determining the salaries. The information regarding the market and/or sector conditions is determined by collecting such information through generally accepted consulting firms as well as by using the information provided from other sources and by considering the accomplishment degree of the objectives and the future of the Company.

b. Premium: The premiums of the Senior Managers are decided jointly by the Company CEO and the Group CEO according to Company Performance and the Individual Performances and paid after informing the Executive Committee.

Company Performance is determined by evaluating, at the end of the relevant period, the operational and financial targets (revenue and cost targets, efficiency targets, synergy, investment, number of

subscribers, etc.) determined by the Company at the beginning of each year. While determining the targets of the Company, the principles of sustainability and improvement of the targets are essentially considered.

Individual Performance is determined by measuring of the individual targets of each Senior Manager related with their responsibilities, together with the Company targets at the end of each period. While measuring the individual performance, in parallel to the Company performance, the principle of being measurable, logical and achievable is considered.

c. Side Benefits: In accordance with the pre-approved principles and procedures being applied in the Company, certain side benefits in health insurance, communication, transportation or similar areas may be provided as additional benefits to the Senior Managers, in general and/or conditional on qualifications, position, etc.

3. Notification to the General Assembly

The total of the amounts to be paid in each year to the Senior Managers and Board Members in accordance with the above-mentioned principles shall be notified to and/or submitted for the approval of the Shareholders in the next ordinary General Assembly Meeting in accordance with the applicable legislation.

4. Entry in Force and Implementation

This Remuneration Policy shall enter into force upon the approval of the Board of Directors and be submitted to the Shareholders for information in the next the General Assembly Meeting under a separate agenda item.

The Remuneration Committee to be established under the Board of Directors in accordance with the SMB legislation and relevant regulations and/or the Corporate Governance Committee which will carry out the duties and responsibilities of the Remuneration Committee as per the CMB regulations shall be responsible for the implementation of this Remuneration Policy. During the period until the establishment of a Remuneration Committee and/or Corporate Governance Committee under the Board of Directors, the Board of Directors shall be responsible for the implementation of this Remuneration Policy.