

**TÜRK TELEKOMÜNİKASYON ANONİM ŞİRKETİ**  
**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING**  
**FOR THE YEAR 2019 HELD ON JULY 25, 2020**

The Ordinary General Assembly Meeting for the year 2019 of Türk Telekomünikasyon Anonim Şirketi (the “**Company**”), was held on 25<sup>th</sup> of July 2020 at Türk Telekomünikasyon A.Ş. Genel Müdürlük Kültür Merkezi, Turgut Özal Bulvarı, 06103 Aydınlikevler/Ankara under the supervision of ministry representative Ahmet Öztürk, commissioned pursuant to the letter no: 56113561 dated 24.07.2020 issued by the Ankara Provincial Directorate.

The ministry representative, Ahmet ÖZTÜRK, informed that the necessary rules and procedures in relation to the meeting had been fulfilled in compliance with the relevant law and the Company’s Articles of Association.

As provided for under Turkish Commercial Code (“TCC”) and under the Company’s Articles of Association, the meeting invitation, agenda and sample proxies were published at the Turkish Trade Registry Gazette numbered 10111 dated 03.07.2020 and additionally at Yeni Asır and Takvim newspapers dated 03.07.2020. Furthermore, the date and agenda of the general assembly meeting were also published at the Company’s [www.ttyatirimciiliskileri.com.tr](http://www.ttyatirimciiliskileri.com.tr) website, Public Disclosure Platform, the E-Company Platform and the electronic general assembly system (“EGAS”) of the Central Registration Agency (“CRA”) and details of the meeting date within the specified period and agenda were also provided to the shareholders holding registered shares to their addresses under the Company records via registered mail dated 03.07.2020.

It was ascertained from the List of Attendees that out of 350,000,000,000 shares corresponding to the Company’s total capital of TL 3,500,000,000; 325.175.156.000 shares corresponding to TL 3.251.751.560 were represented by proxy, 100 shares corresponding to TL 1 were represented in principal and totally 325.175.156.100 shares corresponding to TL 3.251.751.561 thereby ensuring that the minimum quorum requirement as provided for under the TCC and Articles of Association of the Company were satisfied and that pursuant to subparagraphs 5 and 6 of Article 1527 of the TCC, the necessary legal procedures in relation to the preparations in order to conduct the Company’s electronic general assembly have been fulfilled and that Ömer Fatih Sayan, Chairman of the Board of Directors, , Muammer Cüneyt SEZGİN, one of the Board Members and

Engin ÖLMEZ, Responsible Auditor of KMPG Bağımsız Denetim ve Serbest Mali Müşavirlik A.Ş., being present at the meeting and the meeting was opened by the ministry representative at 11.12 a.m.

Without prejudice to the provisions relating to voting rights under the EGAS, information regarding the system of casting votes in relation to the agenda items, discussed during the Meeting, were provided to the shareholders, who are present at the meeting, and it was informed that acceptance votes may be indicated by raising (show of) hands, by standing, or by verbally indicating “AFFIRMATIVE” or “NEGATIVE”. Those who do not raise their hands, stand up or communicate their preferences or otherwise cast an abstaining vote shall be deemed to have “NEGATIVE” vote to the item.

Those who were physically present at the meeting were briefly informed relating to the electronic general assembly meeting application.

Before proceeding to the discussion of the Agenda items, the shareholders were informed that out of the shares currently represented, those corresponding to a share capital of TL 217,939,675 was represented by the “Proxy Holders” and those corresponding to a share capital of TL 3,033,811,885 was represented by the “Other Proxies” and TL 1 was represented in principal pursuant to Article 431 of the TCC and the Procedures and Principals adopted at the General Assembly Meeting dated 28 November 2012 and pursuant to Article 24 of the Regulation relating to the Representative of the Ministry of Trade to be present at such meetings.

The General Assembly Meeting was opened with the discussion of the following agenda items:

**1. In relation to Article 1 entitled “Opening and election of the chairmanship committee” of the agenda;**

Pursuant to the joint proposal submitted to the Chairmanship Committee by LYY Telekomünikasyon A.Ş.; the Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of Turkish Wealth Fund, as shareholders; election of Ömer Yüksel as Chairman, Serdar Akcasu as Secretary and Mine Güçlü as Vote Collector was put to a vote.

As a result of the voting, such proposal was approved by a majority of a total of TL 1 NEGATIVE and TL 3,251,751,560 AFFIRMATIVE votes.

was approved unanimously.

Att. Begüm Albayrak was appointed to use EGAS pursuant to her “Central Registration Agency Electronic General Assembly System Certificate” by Ömer Yüksel who was elected as the chairman of the meeting.

**2. In relation to Article 2 entitled “Authorizing the chairmanship committee to sign the minutes of the general assembly meeting and the list of attendees” of the agenda;**

The joint proposal submitted to the Chairmanship Committee by LYY Telekomünikasyon A.Ş.; the Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of the Turkish Wealth Fund as shareholders, was read by Mine Güçlü.

Accordingly, granting authority to sign the General Assembly Minutes of Meeting and the List of Attendees to the Chairmanship Committee was put to a vote and as a result of the voting, such proposal was approved by a majority of a total of TL 1 NEGATIVE and TL 3,251,751,560 AFFIRMATIVE votes.

**3. In relation to Article 3 entitled “Reading the board of directors annual report for the year 2019” of the agenda;**

The Chairman, Ömer Yüksel informed the General Assembly that the following Agenda Item is for informative purposes only and will not be voted upon.

According to the joint proposal submitted to the Chairmanship Committee by LYY Telekomünikasyon A.Ş.; the Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of the Turkish Wealth Fund as shareholders; it was proposed that the Annual Report of the Board of Directors in relation to the year 2019 approved by Decision No. 29 of the Board of Directors on 29.02.2020 shall be deemed to have been read due to the fact that it has been published at the Company’s [www.ttyatirimciiliskileri.com.tr](http://www.ttyatirimciiliskileri.com.tr) website, the Public Disclosure Platform, the Electronic General Assembly System of the Central Registration Agency and sent to the examination of those shareholders physically attending the meeting.

The Chairman informed the general assembly that the joint proposal shall be added as a sub-agenda item.

The joint proposal was added as a sub-agenda item to the EGAS.

The proposal, which was added as sub agenda item, was put to a vote. As a result of the voting, the Annual Report being deemed to have been read was approved by a majority of a total of TL 163,600,318 NEGATIVE and TL 3,088,151,143 AFFIRMATIVE votes.

**4. In relation to Article 4 entitled “Reading the auditor’s report for the year 2019” of the agenda;**

The Chairman, Ömer Yüksel informed the general assembly that the following Agenda Item is for informative purposes only and will not be voted upon.

LYY Telekomünikasyon A.Ş.; the Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of the Turkish Wealth Fund as shareholders, jointly proposed that, the opinion section of the Independent Auditor’s Report shall be read and the remaining part of the Independent Auditor’s Report prepared by the Independent Auditor and attached to the Annual Report of the Board of Directors under the scope of relevant provisions of the Turkish Commercial Code shall be deemed to have been read due to the fact that it has been published at the Company’s [www.ttyatirimciiliskileri.com.tr](http://www.ttyatirimciiliskileri.com.tr) website, the Public Disclosure Platform, the Electronic General Assembly System of the Central Registration Agency and sent to the examination of those shareholders physically attending the meeting.

The Chairman informed the general assembly that the joint proposal shall be added as a sub-agenda item.

The joint Proposal was added as a sub-agenda item to the EGAS.

The proposal, which was added as sub agenda item, was put to a vote.

As a result of the voting, it was approved by a majority of a total of TL 163,600,318 NEGATIVE and TL 3,088,151,243 AFFIRMATIVE votes that the opinion section of the Independent Auditor’s Report shall be read and the remaining part of Independent Auditor’s Report of the Board of Directors shall be deemed to have been read.

Engin ÖLMEZ, Responsible Auditor of KMPG Bağımsız Denetim ve Serbest Mali Müşavirlik A.Ş. read out the related opinion section of the report.

**5. In relation to Article 5 entitled “Reading, discussing and approving the balance sheet and profit/loss accounts for the year 2019” of the agenda;**

LYY Telekomünikasyon A.Ş.; the Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of the Turkish Wealth Fund as shareholders jointly proposed that the main sections of the consolidated balance sheet and profit/loss accounts prepared as result of the Company’s operations performed between 01 January 2019 - 31 December 2019 in accordance with the provisions of Communique on Principles of Financial Reporting in Capital Markets No: II-14.1 of Capital Markets Board shall be deemed to have been read since they have been disclosed to our shareholders on the website of the Company, [www.ttyatirimciiliskileri.com.tr](http://www.ttyatirimciiliskileri.com.tr), in the Public Disclosures Platform, in the EGAS and provided to the Shareholders who physically have attended to the meeting.

The Chairman informed the general assembly that the joint proposal shall be added as sub-agenda item.

The Proposal was added as sub-agenda item to the EGAS.

The proposal which was added as sub agenda item, was put to a vote.

As a result of the voting, the aforementioned proposal was approved by a majority of a total of TL 3,348,197 NEGATIVE and TL 3,248,403,364 AFFIRMATIVE votes and it was decided that the main sections of the consolidated balance sheet and profit/loss accounts prepared as result of the Company’s operations of the year 2019 in accordance with the Turkish Accounting Standards and financial table formats determined by the Capital Markets Board shall be read and the remaining part of the report shall be deemed to have been read.

Eren Öner, Corporate Governance and Compliance Manager of the Company read the main sections of the consolidated balance sheet and profit/loss accounts prepared as result of our Company’s operations performed between 01 January 2019 - 31 December 2019 in accordance with the provisions of Communique on Principles of Financial Reporting in Capital Markets No: II-14.1 of Capital Markets Board.

LYY Telekomünikasyon A.Ş.; the Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of the Turkish Wealth Fund as shareholders jointly submitted an additional proposal in relation to this agenda item and such proposal was read by Mine Güçlü.

Accordingly, it was proposed that the consolidated balance sheet and profit/loss accounts for the year 2019 to be approved.

The consolidated balance sheet and profit/loss accounts were put to a vote.

As a result of the voting, the consolidated balance sheet and profit/loss accounts for the year 2019, prepared pursuant to TCC, Turkish Accounting Standards in accordance with the formats set forth under Capital Markets Board legislation, have been approved by a majority of a total of TL 3,348,197 NEGATIVE and TL 3,248,403,364 AFFIRMATIVE votes.

**6. In relation to Article 6 entitled “Releasing each member of the board of directors for the operations and transactions of the Company during 2019” of the agenda;**

The joint Proposal submitted to the Chairmanship presented by LYY Telekomünikasyon A.Ş.; the Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of the Turkish Wealth Fund as shareholders, was read by Mine Güçlü.

The matter of releasing each member of Board of Directors who are in charge during the financial year of 2019 for the operations and actions of the Company for the year 2019 was discussed by the General Assembly.

As a result of the discussions, the members of the Board of Directors who are in charge during the financial year of 2019 - were released separately from the operations and actions performed on behalf of the Company for the year of 2019 by a majority of a total of TL 3,520,790 NEGATIVE and TL 3,248,230,771 AFFIRMATIVE votes.

**7. In relation to Article 7 entitled “Approval of the temporary appointments made to the board of directors to the positions which became vacant because of the resignations by the General Assembly pursuant to Article 363 of the Turkish Commercial Code” of the agenda;**

The joint proposal submitted by LYY Telekomünikasyon A.Ş., the Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of Turkish Wealth Fund, as the shareholders of the Company was read by Mine Güçlü.



It was proposed that approval of the temporary appointments made to the Board of Directors to the positions which became vacant because of the resignations by the General Assembly pursuant to Article 363 of the Turkish Commercial Code and accordingly approval of the membership of;

Can Yücel who was appointed as the board member to the board membership position which became vacant due to the resignation of Hakan Aran on 01.06.2020 in accordance with Article 363 of Turkish Commercial Code and Article 10 of Article of Association of the Company, for the remaining office term of its predecessor, under the same conditions and to be effective as of the date of appointment.

It was mentioned that the resume of Can Yücel has been submitted to the information of the shareholders, via at the Company's [www.ttyatirimciiliskileri.com.tr](http://www.ttyatirimciiliskileri.com.tr) website, the Public Disclosure Platform, the Electronic General Assembly System of the Central Registration Agency and under the folders distributed to the shareholders physically attending the meeting.

The proposal was put to a vote and as a result of the voting, approval of the appointment to membership position of Can Yücel was accepted by a majority of TL 208,728,647 NEGATIVE and TL 3,043,022,914 AFFIRMATIVE votes.

**8. In relation to Article 7 titled "Defining the salaries of the members of the board of directors" of the Agenda;**

The joint Proposal submitted to the Chairmanship presented by LYY Telekomünikasyon A.Ş.; the Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of the Turkish Wealth Fund as shareholders, was read by Mine Güçlü.

Accordingly, it was proposed that the net fee amount to be paid to each member of the Board of Directors for their activities of 2020 shall be determined according to the Remuneration Policy of the Company by increasing the net monthly fee amount, determined at the Extraordinary General Assembly Meeting of 25 January 2019, at an increase rate of annual consumer price index (TÜFE) announced for the year 2019 by Turkish Statistical Institute (TÜİK) and additionally a bonus fee in an amount of such net monthly fee shall be paid four times in a year, in January, April, July and October.

The proposal was put to a vote and as a result of the voting, it was accepted by a majority of TL 162,946,548 NEGATIVE and TL 3,088,805,013 AFFIRMATIVE votes.

**9. In relation to Article 9 entitled “Discussing and resolving of the board of directors’ dividend distribution proposal” of the Agenda;**

LYY Telekomünikasyon A.Ş.; the Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of the Turkish Wealth Fund, as shareholders jointly proposed that the Dividend Distribution proposal of the Board of Directors of the Company pursuant to its resolution dated 02.07.2020 and numbered 63 which has been published at the Company’s [www.ttyatirimciliskileri.com.tr](http://www.ttyatirimciliskileri.com.tr) website, the Public Disclosure Platform, the EGAS and sent to the examination of those shareholders physically attending the meeting, shall be approved.

The proposal of the Board of Directors in relation to the dividend distribution was read by Eren Öner, Corporate Governance and Compliance Manager of the Company.

Accordingly,

Temporary Article 13 added to the Turkish Commercial Code No: 6102 with the Law No: 7244 published in the Official Gazette dated 17.04.2020 and numbered 31102 has provided that, the capital companies are allowed to decide to distribute maximum twenty-five percent of their 2019 profits and the profits of previous year and legal reserves cannot be subject to distribution; the proposal with regard to the distribution of the year 2019 which was decided by the Company’s Board of Directors and announced to the public on 03.03.2020 was required to be updated, accordingly; therefore, subject to be decided at the Ordinary General Assembly Meeting pertaining to the fiscal year 2019;

1. The 2018 fiscal year’s loss under the Company’s legal records, amounting of TL 1,974,932,690.14, shall be deducted from the prior fiscal years’ profits which have been allocated from net profits between the fiscal years of 2016 and 2017 and which includes no exemption of income. *(TL 1,236,552,902.19 shall be deducted from 2017 year profit, TL 738,379,787.95 shall be deducted from 2016 year profit)*
2. The Company’s net profit calculated according the independently audited consolidated financial tables prepared in accordance with the provisions of “Capital Markets Board Communique About Financial Reporting in Capital Markets No.II-14.1” is TL 2,406,783,000



and the commercial profit calculated within the scope of the provisions of Turkish Commercial Code and Tax Procedure Law is TL 938,813,353.36, for the fiscal year of 2019.

3. Pursuant to the CMB Communique on Dividends No: II-19.1, the profit after tax amount of TL 2,406,783,000 shall be the base amount for dividend distribution.
4. Since the Company already reached the general legal reserve limit in accordance with Article 519 of Turkish Commercial Code, this reserve is not required for 2019;
5. The base for the first dividend shall be TL 2,443,250,085.41 (Pursuant to the Capital Markets Board regulations, this amount is calculated by adding the donation amount in 2019, which is TL 36,467,085.41 to the net distributable profit of 2019, which is TL 2,406,783,000)
6. Accordingly,
  - a. TL 488,650,017.08 which corresponds to the 20% of TL 2,443,250,085.41 (the first dividend base) shall be distributed to the shareholders as first cash dividend;
  - b. TL 112,999,982.92 shall be distributed to the shareholders as second cash dividend;
  - c. the general legal reserves of TL 42,665,000 (calculated as 1/10 of the “profits to be distributed” after 5% of paid in capital is deducted from it pursuant to the CMB regulations) shall be set aside from the remaining part of the net distributable profit;
  - d. TL 1,762,468,000 which is the remaining of the 2019 year’s distributable profit after the cash dividend distribution shall be regarded as prior year’s profit and set aside within the Company, in case the amount which is set aside as 2019 fiscal year’s profit is subject to redistribution, the withholding tax deductions shall be applicable on such amount.

As a result;

- e. A total gross amount of TL 601,650,000 which corresponds to approximately 25% of the Company’s net distributable profit pertaining to year 2019 shall be distributed from 2019 net year profit, the withholding tax deductions shall be applicable within the scope of relevant regulations on the distribution date.

- f. 0.17190 Kuruş (17.19%) gross cash dividend per each share worth for 1 Kuruş nominally shall be distributed to our shareholders and total gross cash dividend distribution amount shall be TL 601,650,000.

7. The distribution of the cash dividends to our shareholders shall begin on 28.07.2020.

Chairman put the proposal of the board of directors to a vote accordingly.

As a result of the voting, the dividend distribution proposal of the board of directors was approved by a majority of a total of TL 1 NEGATIVE and TL 3,251,751,560 AFFIRMATIVE votes.

Gürsoy Hafizoğlu, one of our shareholders has submitted a descending opinion via Electronic General Assembly System and indicated that he has submitted negative vote to article 9 and the article was not approved unanimously. Ministry Representative, Ahmet Öztürk explained the result of such voting has been recorded as “the proposal was accepted by a majority of a total of TL 1 NEGATIVE and TL 3,251,751,560 AFFIRMATIVE votes”.

**10. In relation to Article 10 entitled “Election of the auditor for the purpose of auditing the Company’s operations and accounts for the year 2020 pursuant to Article 399 of Turkish Commercial Code and article 17/A of the articles of association of the Company” of the agenda;**

LYY Telekomünikasyon A.Ş.; the Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of the Turkish Wealth Fund as shareholders, jointly proposed that in accordance with Article 399 of Turkish Commercial Code and Article 17/A of the Articles of Association of the Company, the execution of the Agreement with the Independent Audit Company, KPMG Bağımsız Denetim ve Serbest Mali Müşavirlik A.Ş. for its auditing activities in relation to the operations and accounts of the Company for the year 2020 shall be approved.

The proposal was put to a vote and as a result of the voting, the abovementioned Proposal and the Independent Audit Agreement was approved and accepted by a majority of a total of TL 22,252,868 NEGATIVE votes and TL 3,229,498,693 AFFIRMATIVE votes.

**11. In relation to Article 11 entitled “Informing the general assembly about the donations and aids executed in 2019” of the Agenda;**

Ömer Yüksel as chairman of the meeting informed the general assembly that this agenda Item is for informative purposes only and will not be voted upon and provided information in relation

to the donations and aids made by the Company in an aggregate amount of TL 36,467,085 social welfare purposes during the year 2019.

**12. In relation to Article 12 entitled “Informing the general assembly about the guarantees, pledges and mortgages given by the Company in favor of third parties, and about revenues or interests generated in 2019” of the Agenda;**

Ömer Yüksel as chairman of the meeting informed the general assembly that this agenda Item is for informative purposes only and will not be voted upon and gave the word to Eren Öner, the Corporate Governance and Compliance Manager of the Company.

Eren Öner, mentioned that 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: 24 of the 2019 consolidated financial statements which have been prepared in accordance with the CMB rules and publicly disclosed. In addition, he informed the shareholders about Türk Telekom Group guarantee, pledge and mortgage (GPM) position as at 31st of December 2019 is as follows:

The Company’s guarantee, pledge and mortgage (GPM) position as at 31 December 2019 is as follows:

<b>GPMs given on behalf of the Türk Telekom Group (TL Thousand)</b>	<b>31 December 2019</b>
A. GPMs given on behalf of the Company’s legal personality	2,112,978
B. GPMs given in favor of subsidiaries included in full consolidation	977,792
C. GPMS given by the Company for the liabilities of 3rd parties in order to run ordinary course of business	605,367
<b>Total</b>	<b>3,696,137</b>

Based on law 128/1 of Turkish Code of Obligations, the Group has given guarantee to distributors amounting to TL 605,367 thousand for the financial obligation that would arise during the

purchase of devices that will be sold as commitment sales by Türk Telekom Group. The guarantees given to the banks were TL 34,306 thousand, TL 111,433 thousand, TL 10,293 thousand Akbank T.A.Ş., Türkiye Garanti Bankası A.Ş. and Türkiye İş Bankası A.Ş. respectively.

**13. In relation to Article 13 entitled “Informing the general assembly of the changes that have material impact on the management and the activities of the Company and its subsidiaries and that were realized within the previous fiscal year or being planned for the following fiscal year and of the reasons of such changes, pursuant to the of Capital Markets Board Corporate Governance Principle No:1.3.1 (b)” of the Agenda;**

Ömer Yüksel as chairman of the meeting informed the general assembly that this agenda item is for informative purposes only and will not be voted upon and gave the word to Eren Öner, Corporate Governance and Compliance Manager of the Company.

Eren Öner explained that; “There are no changes that have material impact on the management and the activities of the Company and its subsidiaries and that were realized within the previous fiscal year or being planned for the following fiscal year. In addition, the public disclosures of material events made by the Company in compliance with relevant legislation are available at the Company’s page under [www.kap.gov.tr](http://www.kap.gov.tr) and at the Company’s web address of <http://www.tinvestorrelations.com/en-us/announcements-disclosures/pages/regulatorydisclosures.aspx>.”

**14. In relation to Article 14 entitled “Informing the general assembly of the transactions of the controlling shareholders, the board of directors members, the executives who are under administrative liability, their spouses and their relatives by blood and marriage up to the second degree that are performed within the year 2019 relating to make a material transaction 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 Capital Markets Board Corporate Governance Principle No:1.3.6” of the Agenda;**

Ömer Yüksel as chairman of the meeting informed the general assembly that the following Agenda Item is for informative purposes only and will not be voted upon and gave the word Eren Öner, Corporate Governance and Compliance Manager of the Company;

Eren Öner informed the shareholders that no transaction has come to Company's attention which was performed by any of the controlling shareholders, board members, senior management, their spouses and their relatives by blood and marriage up to the 2nd degree within the year 2019 relating to make a material transaction which may cause a conflict of interest for the Company or its subsidiaries, and/or to carry out works within or out of the scope of the Company's operations on behalf or on behalf of others or to be an unlimited partner to the companies operating in the same kind of fields of activity .

**15. In relation to Article 15 entitled "Informing the general assembly regarding the "remuneration policy" for the board of directors members and the senior executives in accordance with the Capital Markets Board Corporate Governance Principle No:4.6.2 " of the Agenda;**

Ömer Yüksel as chairman of the meeting informed the general assembly hat the following agenda item is for informative purposes only and will not be voted upon.

LYY Telekomünikasyon A.Ş.; the Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of the Turkish Wealth Fund as shareholders, jointly proposed that in accordance with obligatory Article 4.6.2 of the Communiqué on Corporate Governance Principles, the "Remuneration Policy" of the members of the board of directors and the senior management shall be deemed to have been read due to the fact that it has been published at the Company's [www.ttyatirimciiliskileri.com.tr](http://www.ttyatirimciiliskileri.com.tr) website, the Public Disclosures Platform, the EGAS and sent to the examination of those shareholders physically attending the meeting.

Chairman informed that the proposal be added as a sub-agenda item.

The proposal was added to the EGAS as sub agenda item.

The proposal in relation to the "Remuneration Policy" being deemed to have been read was approved by a majority of a total of TL 163,600,318 NEGATIVE and TL 3,088,151,243 AFFIRMATIVE votes.

The Chairman asked for shareholders' opinions regarding the "Remuneration Policy" determined for the Members of Board of Directors and the Senior Executives in accordance with the Corporate Governance Principles.

No comments have been provided.

**16. In relation to Article 16 entitled “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 the Company or its subsidiaries until the next ordinary general assembly meeting up to 125 Million Euros which will be separately valid for each acquisition” of the agenda;**

The joint proposal presented by LYY Telekomünikasyon A.Ş.; the Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of the Turkish Wealth Fund as shareholders, was read by Mine Güçlü.

Authorizing the board of directors or person(s) designated by the board of directors for Company acquisitions to be made by the Company or its subsidiaries until the next ordinary general assembly meeting up to 125 Million Euro which will be separately valid for each acquisition was proposed.

The proposal was put to a vote.

As a result of voting, the authorization of the board of directors or person(s) designated by the board of directors in relation to company acquisitions to be made by the Company or its subsidiaries until the next general assembly meeting up to 125 Million Euros to be separately valid for each acquisition was approved by a majority of affirmative votes of a total of TL 1,783,609 NEGATIVE and TL 3,249,967,952 AFFIRMATIVE votes.

**17. In relation to Article 17 entitled “Discussing and voting for authorizing the board of directors to establish special purpose vehicle(s) when required for above mentioned acquisitions” of the Agenda;**

The joint proposal presented by LYY Telekomünikasyon A.Ş.; the Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of the Turkish Wealth Fund as shareholders, was read by Mine Güçlü.

Authorizing the Board of Directors to establish special-purpose vehicle/s when necessary regarding the acquisitions stated in the previous agenda item was proposed.

Such proposal was put to a vote.



As a result of voting, authorizing the Board of Directors in establishing special-purpose vehicle/s when necessary, by the Company and its subsidiaries regarding acquisitions until the next general assembly meeting was approved by a majority of a total of TL 1,611,016 NEGATIVE and TL 3,250,140,545 AFFIRMATIVE votes.

**18. In relation to Article 18 entitled “Pursuant to the Article 21/f of the Articles of Association, authorizing the board of directors regarding the share buy-back transactions that may be performed by the Company” of the agenda**

The joint proposal presented by LYY Telekomünikasyon A.Ş.; the Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of the Turkish Wealth Fund as shareholders, was read by Mine Güçlü.

Authorizing the Board of Directors in compliance with the Article 21/f of the Articles of Association of the Company with regard to the Company’s buy back and resell its own shares within the context of the CMB announcements dated 21.07.2016 and 25.07.2016.

The proposal was put to a vote.

As a result of the voting, it was accepted that the Board of Directors shall be authorized in compliance with the Article 21/f of the Articles of Association of the Company with regard to the Company’s buy back and resell its own shares within the context of the CMB announcements dated 21.07.2016 and 25.07.2016 by a majority of TL 49,276,532 NEGATIVE and TL 3,202,475,029 AFFIRMATIVE votes.

**19. In relation to Article 18 entitled “Resolving on giving permission to the board of directors for performing the works mentioned under article 395 and 396 of Turkish Commercial Code” of the Agenda;**

The joint proposal presented by LYY Telekomünikasyon A.Ş., the Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance, and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of Turkish Wealth Fund, as shareholders, was read by Mine Güçlü.

It was proposed that the Board of Directors shall be permitted for performing the works mentioned under article 395 and 396 of TCC in accordance with the terms and conditions of the Concession Agreement signed by and between the Company and the Information Technologies and Communication Authority.

The proposal was put to a vote.

As a result of the voting, it was accepted by a majority of TL 46,810,904 NEGATIVE and TL 3,204,940,657 AFFIRMATIVE votes.

**20. In relation to Article 20 entitled “Comments and Closing” of the Agenda;**

The floor was opened to Comments and Closing.

The Chairman of the board of Directors, Ömer Fatih Sayan took the floor and spoke of the works of Türk Telekom as well as the success stories and future expectations of the Company in 2019 financial year and performed a thanks speech.

No comments have been provided.

Having discussed and resolved on all the agenda items, the general assembly meeting of Türk Telekomünikasyon A.Ş. for the year 2019 was concluded as of 12:05 a.m.

25 July 2020, Saturday, 12.05 a.m.

These minutes have been written, read and signed at the meeting venue.

MINISTRY REPRESENTATIVE	CHAIRMAN	SECRETARY	VOTE COLLECTOR
Ahmet Öztürk	Ömer Yüksel	Serdar Akcasu	Mine Güçlü
(Signature)	(Signature)	(Signature)	(Signature)