

## **TÜRK TELEKOMÜNİKASYON A.Ş.**

### **MARCH 31, 2014 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 p.m., on Monday, 31st of March, 2014 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](http://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 II-30.1 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 March, 2014 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.

<b>Group</b>	<b>Shareholder</b>	<b>Paid-in Capital Amount (TL)</b>	<b>Share (%)</b>
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.

- a) any proposed amendments to the Articles of Association;
- b) the transfer of any registered Shares in the Company which would result in a change in the management control of the Company;
- c) 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 Aydınlikevler Ankara, at the website of [www.ttinvestorrelations.com](http://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 Corporate Governance**

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 2013**

**March 31, 2014**

### **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 2013;**

This agenda item will not be voted and shall be provided for information purposes only. 2013 Annual Report, approved by the Board of Directors with the resolution dated 28th of February, 2013, and numbered 15, will be read. Our shareholders can find the Annual Report [www.ttinvestorrelations.com](http://www.ttinvestorrelations.com) financial and operational information section or at our Company's headquarter.

### **4. Reading the Board of Auditors annual report for the year 2013;**

This agenda item will not be voted and shall be provided for information purposes only. The report prepared by the Board of Auditors relating to the financial year of 2013 will be read. Our shareholders can find the report, which is prepared by the Audit Board according to article 16 of the Articles of Association of our Company, at the Company's headquarter.

### **5. Reading the summary reports of the Independent Audit Company for the year 2013;**

This agenda item will not be voted and shall be provided for information purposes only. Independent Audit Company's report summary for the year 2013 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/ [www.ttinvestorrelations.com](http://www.ttinvestorrelations.com) financial and operational information section.

### **6. Reading, discussing and approving the balance sheet and profit/loss accounts for the year 2013;**

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, and approved by the Board of Directors with the resolution dated February 4th, numbered 8, will be read and presented to the General Assembly for approval. These documents are available at our Company's headquarter and at this link/ [www.ttinvestorrelations.com](http://www.ttinvestorrelations.com) financial and operational information section.

**7. Releasing the Board of Directors Members for operations and transactions of our Company during 2013;**

The release of the members of Board of Directors from the operations and actions of the Company during the year 2013 will be presented to the General Assembly for approval, as per the provisions of the Turkish Commercial Code.

**8. Releasing the Independent Auditor for operations and transactions of our Company during 2013;**

The release of the Independent Auditor from the operations and actions of the Company during the year 2013 will be presented to the General Assembly for approval, as per the provisions of the Turkish Commercial Code.

**9. 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;**

İbrahim Eren has been appointed on January 29, 2014 pursuant to the 363rd Article of TCC to the board membership position which became vacant as a result of the resignation of Efkan Ala dated 25 December 2013, who was elected as the independent board member at the Extraordinary General Assembly Meeting on June 30, 2012.

Cenk Serdar has been appointed on February 04, 2014 pursuant to the 363rd Article of TCC to the board membership position which became vacant as a result of the resignation of Maziad Nasser Al Harbi, who was elected as the board member at the Extraordinary General Assembly Meeting on June 30, 2012.

The appointments of Mr. İbrahim Eren and Cenk Serdar to the Board of Directors in accordance with Article 363 of TCC will be submitted to the General Assembly's approval.

**İbrahim Eren**

(1980) He was graduated from Boğaziçi University International Relations and Political science in 2004. He started his professional career in the course of his education and worked for foundation of new enterprises and their management in several areas from education to technology. He undertook the production of various documentaries, 3D animations, trailers and commercial films by his own company Who Pictures, founded by Eren in 2005. He got his Master's degree from Westminster University Media Management in 2009-2010 and he worked as ATV Europe England Representative at that time. After he completed his post graduate education with high honor degree, he worked as ATV Europe CEO and ATV Vice President between 2010 and 2013. He has been Vice President of TRT (Turkish Radio Television) since July 2013. He is married and has a child.

**Cenk Serdar**

(1968) After graduating from Bilkent University-Industrial Engineering department in 1991, he completed his MBA at University of Pennsylvania- The Wharton School. He started his professional career as Consumer Services Division Head at Superonline in 1998, after then he served as Internet

Services Director at Doğan Medya Group; Senior Vice President of Direct Banking at Garanti Bank between 1999-2001. Between 2001 and 2002 he was the CEO of Ixir, Internet Service Provider. He worked as Chief Technical Officer at Garanti Bank between 2002 and 2004 and Chief Sales and Marketing Officer at Doğuş Oto. In 2005 he was appointed as CEO of Mapco, a subsidiary of Turkcell. Between 2005 and 2009 he served as the Chief Value Added Services Officer at Turkcell. He served as Global Mobile Payments Director, Global Data and Communication Services Director and Global Consumer Products Director at Vodafone between 2009 and 2013. Serdar serves as a Board Member at TMOB Mobile Technology since March 2013 and Chief Consumer Officer at Saudi Telecom Company since September, 2013.

**10. Temporary appointment made to the Board of Auditors to the position became vacant because of the resignation shall be submitted to the approval of the General Assembly pursuant to Article 16 of the Articles of Association and under the same conditions in order to be valid as of the appointment date; and the membership of the elected member shall be approved as of the appointment date for the remaining office of the Board of Auditors;**

Süleyman Karaman who has resigned from the Board of Directors as of February 25, 2014 has been appointed on February 25, 2014 to the membership position at the Board of Auditors which became vacant as a result of the resignation of Zeynep İnce dated 25 February 2014, who was elected as the member of Board of Auditors at the Ordinary General Assembly Meeting on May 28, 2013. The temporary appointment of Süleyman Karaman to the Board of Auditors pursuant to article 16 of the Articles of Association and under the same conditions in order to be valid as of the appointment date for the remaining office of the Board of Auditors shall be submitted to the General Assembly's approval.

#### **Süleyman Karaman**

(1956) Süleyman Karaman was born in 1956. He graduated from Mechanical Engineering Faculty of Istanbul Technical University. In 1981 he took his master degree from Mechanical Engineering Faculty of Istanbul Technical University, and was granted the title of High Mechanical Engineer. Between 1979-1981 he worked in the prototype studies, improvement activities and compliance tests of the farm machinery and the first Turkish tractor produced by private sector. In 1981, he started to work as assistant professor in the Mechanical Engineering Faculty of Istanbul Technical University. Until 1984, beside his postgraduate studies, he also gave technical drawing and enginery lectures as Assistant Lecturer in the same Faculty between 1984 and 1994, he worked as, Vice Enterprise Manager, Enterprise Manager, Vice General Manager, and Board Member in automotive sub-industry. He was appointed as the vice general director of the General Directorate of Istanbul Metropolitan Municipality Electric, Tramway and Tunnel Operations (IETT) in 1994. He attended seminars such as Total Quality Management, Permanent Improvement, and Synergistic Management. Besides, he participated to the organization of the I. II International Transportation Symposium and read the paper he prepared. He was appointed as advisor to the General Director in IETT in 2001; and as General Director and Board Chairman to Turkish State Railways in 2003. Karaman serves as Vice Chairman of Board in TNET and Board Member of Net Ekran Televizyonculuk ve Medya Hizmetleri. Karaman who has served as a board member between June 2012 and February 2014, was appointed to the Statutory Audit Board membership on February 25, 2014.

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

Salaries to be paid to the members of the Board of Directors for the year of 2014 will be determined.

### **12. Defining the salaries of the Board of Auditors;**

Salaries to be paid to the members of the Board of Auditors for the year of 2014 pursuant to article 16 of the Articles of Association will be determined.

### **13. Discussing and resolving on the proposal of the Board of Directors about distribution of the profit generated in 2013;**

As per the Board of Directors proposal dated February 4, 2014;

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

1. Our company's net profit of the fiscal year 2013 according to the independently audited consolidated financials prepared in accordance with "CMB Communique About Financial Reporting in Capital Markets II-14.1" is TL 1,303,044,532.95 and according to the Turkish Commercial Code clauses and Tax Procedure Law is TL 1,277,198,630.80,

2. Compensating the difference with using TL 25,845,902.15 statutory previous years' profits, according to the CMB Communique II-19.1, the profit after tax amount of TL 1,303,044,532.95 is the base amount for dividend distribution,

3. It is obligatory to set aside general legal reserves until the reserve amount reaches 20% of the paid in capital in accordance with Article 519 of Turkish Commercial Code. As the 20% cap has been reached in the previous years, this reserve will not be required for 2013;

4. According to the consolidated financial tables, TL 1,341,728,709.37 shall be the base for first dividend which is reached with adding the donations made in 2013 of TL 38,684,176.42 to TL 1,303,044,532.95, which is net distributable profit of 2013.

5. It is decided to distribute 20% of TL 1,341,728,709.37 (first dividend base), TL 268,345,741.87 as cash first dividend. The second legal reserve of TL 102,549,503 shall be set aside and the remaining TL 932,149,288.08 shall be distributed as cash second dividend.

1. Total cash dividend amount to be distributed of TL 1,200,495,029.96 shall be covered by current period net profit

2. Accordingly 0.342998 Kurus (%34.2998) 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 1,200,495,029.96

The distribution of the cash dividends to our shareholders shall begin on May 28, 2014, at Merkezi Kayıt Kuruluşu A.Ş. Süzer Plaza Askerocağı Caddesi No: 15 Kat: 2 34367 Elmadağ-Şişli İstanbul.

Dividend Distribution Table and Dividend per Share Table, complying with requirements stipulated as per the Communiqué of the Capital Markets Board II-19.1 regarding the proposal are attached in Appendix/1.

The aforementioned proposal of the Board of Directors of our Company will be presented to the General Assembly's approval.

**14. Resolving on the Independent Auditing Agreement to be signed for the purpose of auditing our Company's operations and accounts for the year 2014, as per Article 26 of the Independence Auditing Regulation published by the Public Oversight, Accounting and Auditing Standards Authority and in accordance with article 399 of Turkish Commercial Code and the article 17/A of the Articles of Association of our Company;**

Signing an agreement with Independent Audit Company for its audit assignment on the operations and accounts of the Company for the year 2014 as per Article 26 of the Independence Auditing Regulation published by the Public Oversight, Accounting and Auditing Standards Authority and in accordance with the article 399 of Turkish Commercial Code and the article 17/A of the Articles of Association of our Company will be presented to General Assembly's approval.

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

Donation Policy which is prepared in accordance with the Capital Markets Board legislation will be submitted to General Assembly's approval.

**16. Informing the General Assembly about the donations and aids made in 2013;**

This agenda item will not be voted and shall be provided for information purposes only. The information about the donations/aids are summarized as below:

	Amount (TL)
Education	33.393.617,95
Health	4.838.064,00
Other	452.494,47
Toplam	38.684.176,42

**17. Submitting the dividend distribution policy which has been prepared pursuant to the amendment made in the Dividend Distribution Communiqué to the approval of the General Assembly;**

Dividend Policy shall remain in line with Articles of Association of our Company and shall be proposed to General Assembly approval.

**18. 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 shall be provided for information purposes only.

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. The written explanation will also be read during the General Assembly to our shareholders.

**19. Informing the General Assembly about transactions made during 2013 with related parties and their valuations as per Articles 9 and 10 of the Communiqué No. II-17.1 of the Capital Markets Board;**

This agenda item will not be voted and shall be provided for information purposes only.

As per the Articles 9 and 10 of the Communiqué No:II-17.1 of the Capital Markets Board ,information about the related party transactions will be given.

**20. Informing the General Assembly about the guarantees, pledges and mortgages given by our Company in 2013 in favor of third parties, and about revenues or interests generated;**

This agenda item will not be voted and shall be provided for information purposes only.

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: 27 of 2013 consolidated financial statements which are prepared in accordance with the CMB rules and publicly disclosed.The Company's guarantee, pledge and mortgage (GPM) position as at 31 December 2013 is as follows:

<b>GPMs given by the Company</b>	<b>December, 31 2013 (thousands TL)</b>
A. GPMs given on behalf of the Company's legal personality	<b>552,696</b>
B. GPMs given in favor of subsidiaries included in full consolidation	<b>136,160</b>
C. GPMs given by the Company for the liabilities of 3rd parties in order to run ordinary course of business	-
D. Other GPMs	<b>23,492</b>
i. GPMs given in favor of parent company	-
ii. GPMs given in favor of Group companies not in the scope of B and C above	<b>23,492</b>
iii. GPMs given in favor of third party companies not in the scope of C above	

	<b>712,348</b>
<b>Total</b>	

**21. Informing the Shareholders regarding the “Disclosure Policy” prepared pursuant to Material Disclosures Communiqué;**

This agenda item will not be voted and shall be provided for information purposes only.

Amended Disclosure Policy in accordance with Communiqué on Material Disclosures II-15.1. Policy is provided in the Appendix 2 of this document.

**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 shall be provided for information purposes only.

As per the Communiqué on 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 3 of this document.

**23. 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 2013 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 Communiqué of the Capital Markets Board No: II-17.1;**

As per the corporate governance principle no: 1.3.6 issued by Capital Markets Board, the transactions of the controlling shareholders, board members, senior management and spouse and 2nd degree blood and affinity relatives of those which may cause conflict of interest with the company or its subsidiaries, which may participate in commercial activities on their 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 the enterprises engaging in similar transactions are required to be submitted to the General Assembly’s information. In order to comply with such requirement, our shareholders will be informed if any information with regard to occurrence of such kind of transactions is notified to our Company.

**24. Informing the General Assembly of the changes that have material impact on the management and the activities of our 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 Corporate Governance Principles;**

This agenda item will not be voted and shall be provided for information purposes only.

**25. 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.

**26. 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.

**27. 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;**

Any acts and actions The members of the Board of Directors of our Company are required to obtain 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.

**28. Comments and closing.**

# APPENDIX/1 DIVIDEND DISTRIBUTION AND DIVIDEND PER SHARE TABLES

2013 DIVIDEND DISTRIBUTION TABLE OF TÜRK TELEKOMÜNİKASYON A.Ş. FOR THE YEAR ENDED 31 DECEMBER 2013 (TL)			
1)	Paid / Issued Capital		3.500.000.000
2)	Total Legal Reserves (in accordance with statutory records)		2.049.087.463
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 the Year	1.706.582.234,45	1.519.945.962,91
4)	Tax Expenses (-)	439.484.521,53	242.747.332,11
5)	Net Profit for the Period (=) (3-4)	1.303.044.532,95	1.277.198.630,80
6)	Prior Years' Losses (-)	0	0
7)	General Legal Reserves (-) ((5SR-6SR)*0,05)	0	0
8)	NET DISTRIBUTABLE PROFIT (=) (5-6-7)	1.303.044.532,95	1.277.198.630,80
9)	Donations made during the year (+)	38.684.176,42	
10)	Net distributable profit including donations that is the base of calculation of first legal reserves (8+9)	1.341.728.709,37	
11)	First Dividend		
	- Cash	268.345.741,87	
	- 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		
	- Employees		
	- person other than shareholders		
14)	Dividend paid to redeemed share owners		
15)	Second Dividend	932.149.288,08	
16)	General Legal Reserves	102.549.503,00	
	((11+12+13+14+15+20)- (H4*0,05))/10		
17)	Status Reserves	0	
18)	Special Reserves	0	
19)	EXTRA ORDINARY RESERVES	0	0
	5- (6+7+11+12+13+14+15+16+17+18)		
20)	Other Distributable Sources	0	25.845.902,15

**TÜRK TELEKOMÜNİKASYON A.Ş. (2013)**

DIVIDEND PAYOUT RATIO INFORMATION				
DIVIDEND PER SHARE				
	GROUP	TOTAL DIVIDEND AMOUNT (TL)	DIVIDEND TO BE DISTRIBUTED FOR EACH SHARE TRADED WITH A NOMINAL VALUE OF TL 1	
			AMOUNT (TL)	PERCENTAGE (%)
GROSS	A	660.272.266,48	0,342998	34,30
	B	360.148.508,99	0,342998	34,30
	C	0	0	0
	D	180.074.254,49	0,342998	34,30
	<b>TOTAL</b>	1.200.495.029,96	0,342998	34,30
NET	A*	660.272.266,48	0,342998	34,30
	B**	306.126.232,64	0,291548	29,15
	C***	0	0	0
	D****	153.063.116,32	0,291548	29,15
	<b>TOTAL</b>	1.119.461.615,44	0,291548	29,15
THE RATIO OF DIVIDEND DISTRIBUTED TO NET DISTRIBUTABLE INCOME INCLUDING DONATIONS				
DIVIDEND DISTRIBUTED TO SHAREHOLDERS (TL)	THE RATIO OF DIVIDEND DISTRIBUTED TO SHAREHOLDERS TO NET DISTRIBUTABLE INCOME INCLUDING DONATIONS (%)			
1.200.495.029,96	0,895			

\*Group A shares of our Company are owned by Oger Telecom. As Oger Telecom is a fully responsible corporation, 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.

\*\*\* There is 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.

\*\*\*\* As the 15% of the total capital are traded in the Borsa Istanbul, our Company is not able to identify shareholders as "limited responsible, fully responsible, 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 DISCLOSURE POLICY**

### **TÜRK TELEKOMÜNİKASYON A.Ş. DISCLOSURE POLICY**

#### **1. Purpose**

Being conscious of the fact that it is one of the largest and leading companies listed in Borsa Istanbul (BIST), Türk Telekomünikasyon A.Ş. ("Türk Telekom or the Company") has been pursuing a transparent and efficient disclosure policy within the framework of relevant laws. The objective of this disclosure policy is to share all kinds of legally accountable information and disclosures with the relevant authorized bodies and institutions and the existing and potential investors in a timely fashion, as part of an active and open communication, and on equal basis as per the provisions of the Regulations of Capital Markets Board (CMB), the Turkish Commercial Code, and the regulations of BIST

#### **2. Authorities and Responsibilities**

Türk Telekom's disclosure policy is prepared and approved by the Board of Directors. It is the duty and responsibility of the Capital Markets and Investor Relations Directorate (CM&IR) to pursue and further develop those policies, and this Directorate fulfills its duties and responsibilities in close cooperation with the Corporate Governance Committee and the Board of Directors. Necessary amendments in the policy in accordance with the amendments to CMB Regulations come into force with the Chief Executive Officer's approval of joint proposal submitted by CM&IR and Head of Legal Affairs.

#### **3. Methods and Means of Disclosure**

Within the framework of the Regulations of CMB, the legislative acts of BIST and the Turkish Commercial Code, Türk Telekom applies the following disclosure methods and means:

- i. Regulatory disclosures conveyed to (English translations of these disclosures are also distributed electronically to local and foreign investors and analysts) Public Disclosure Platform (PDP)
- ii. Financial statements, footnotes, independent audit report, declaration and activity report sent periodically to PDP (Such reports and statements are also published in the corporate investor relations website [www.ttinvestorrelations.com](http://www.ttinvestorrelations.com) (website) together with their English translations which are accessible at any time. Also, investor presentations are published via the website periodically).
- iii. Interim activity reports (These reports are published both in Turkish and in English in the website).
- iv. Annual activity reports (These reports are made public both in Turkish and in English in printed form at the Company Headquarters and in the website).
- v. Corporate Investor Relations website .
- vi. Announcements and notices published via the Turkish Trade Registry Gazette and daily papers.

- vii. Press releases published via press and mass media.
- viii. Meetings with investors and analysts conducted either face-to-face or via teleconference.
- ix. Communication methods and means such as phone, mobile phone, electronic mail, fax, etc.
- x. Statements made to data distribution organizations such as Reuters, Foreks and Bloomberg.

#### **Regulatory Disclosures and Authorized Officers:**

In accordance with the provisions of the CMB Communiqué, II-15.1, all regulatory disclosures are prepared by Turk Telekom CM&IR, and are electronically signed by CEO or Vice President of Finance or Vice President of Legal Affairs, who are authorized to sign those disclosures and are sent to PDP within the specified period of time. On the other hand, it is possible to postpone making the regulatory disclosures if there is any condition foreseen by the related regulations.

#### **Announcement of Financial Statements to Public:**

Financial statements and footnotes are prepared in accordance with Turkish Accounting Standards and Turkish Financial Reporting Standards; 6-month and 12-month financial statements are published through PDP after being subject to independent audit, while 3-month and 9-month financial statements are published without being subject to independent audit. Before being published, financial statements and footnotes are submitted to the approval and confirmation of the Board of Directors in compliance with the provisions of CMB Regulations. After the relevant declaration is duly signed by the authorized personnel, the financial statements, footnotes and independent audit reports, if any, are transmitted through PDP within the legal period of time. Financial statements and footnotes can be seen retrospectively in the website. To ensure a better explanation and understanding of the financial statements, the CM&IR sets a conference call with the participation of senior management team of the group following the announcement of the financial statements. During the call, investors and analysts are given the opportunity to ask questions to the management. CM&IR also prepares and publishes an investor presentation periodically in the website.

#### **Activity Report:**

Both interim and annual activity reports have been prepared and issued in accordance with the CMB Regulations and Turkish Commercial Code; they are approved by the Board of Directors, and published in the PDP and website. Capital markets participants and investors can request the Turkish and/or English printed forms of Activity Reports from the CM&IR.

#### **Corporate Investor Relations Website and its Contents:**

Turk Telekom Investor Relations website is actively and efficiently used for enlightenment of public and for the sake of transparency in parallel with the CMB and BIST rules and regulations. Most of the information contained in the website is provided both in Turkish and in English. Some important headings contained in the website are summarized and listed below:

- Detailed information about company profile
- Vision, mission and values

- Company organization chart and shareholding structure
- Information about the members of the Board of Directors and senior management of the Company
- Articles of association
- Trade registry information
- Financial statements and activity reports
- Press releases
- Investor presentations
- Investor Relations News
- Stock performance information
- Contact information of Analysts who covered the Company
- Meeting date, agenda of the General Assembly of Shareholders and documents related to the minutes of General Assembly Meeting agenda
- Meeting minutes and list of attendants of the General Assembly of Shareholders
- Sample of letter of attorney
- Corporate governance practices and compliance report
- Dividend distribution policy, history and capital increases
- Disclosure policy
- Independent Auditor
- Insiders with Administrative Responsibilities
- Internal Audit And Risk Management
- Telecom Glossary
- Demand Circular related to the public offering and prospectus
- Turk Telekom call center and contact information
- CM&IR contact information
- Information related to the social responsibility projects of Turk Telekom

#### **Announcements and Notifications made via Turkish Trade Registry Gazette and daily Newspapers:**

As per the CMB Regulations, the Turkish Commercial Code and our Articles of Association, all disclosures related to the General Assembly of Shareholders, changes in the Articles of Association, capital increases and etc. are published through both the Turkish Trade Registry Gazette and daily papers.

#### **Press Releases Published via Press and Mass Media:**

Throughout the year, all material events and developments are published in detail by Turk Telekom Corporate Communications Directorate through a controlled flow of news to the press and mass media. Data distribution companies such as Reuters and Bloomberg are also within this scope. Depending on the contents of the development, such disclosure may also be performed by means of press conference in which related company managers participated. Regulatory disclosure, presentations and reports disclosed in press releases are also published via website especially for the access of small investors, if these presentations contain insider information those are transmitted to PDP as well. Regulatory Disclosure is made in addition to press release in situations which impose an

obligation to make a regulatory disclosure in accordance with the provisions of the Communiqué related to disclosure of material events (II-15.1).

#### **Documents and Information Related to the Minutes of General Assembly Meeting Agenda:**

A set of documents is prepared to be presented to the shareholders' at the General Assembly Meeting of our Company and published through PDP and website at least 21 days prior to the General Assembly Date. The set consists of informative documents related to agenda items and is presented at the head of Company and Company's website before the General Assembly Meeting.

#### **Meetings with Investors and Analysts:**

In Turk Telekom, the CM&IR has been formed in order to manage and conduct the relations with both present and potential investors regularly, to respond to the questions of investors as effectively as possible, to carry out initiatives and projects aimed at enhancing and increasing the corporate value. CM&IR, accompanied by the senior managers and executives of the Company, frequently comes together with financial intermediary institutions, analysts and investors with the aim of increasing recognition of the Company in the international capital markets, explaining and clarifying the Company's operational and financial performances, strategies and targets to its shareholders in the best manner possible. In addition, for the same purpose, the Company participates in road-shows and organizes teleconference meetings when deemed necessary. For promotion of the Company as effectively as possible, presentations, schedules of questions and answers and summary information are prepared. The Company tries to respond positively to all meeting demands of its investors and provide the opportunity of meeting at the highest level in the hierarchy. Also the investors and analysts are enabled to follow up closely all the developments relating to the Company through our regularly updated website and information notes circulated them via e-mail.

#### **4. Analyst Reports**

The responsibility regarding the analyst reports belongs to the relevant research institution. Upon the request of the research analysts, the Company may conduct a fact checking without commenting on any subjective messages in the reports. Contact information of Analysts and research institutions covering Turk Telekom are published at the investor relations website.

#### **5. Confirming the News or Rumours**

News or rumours those can affect the price or value of the capital market instruments or investor decision, which are different than the officially disclosed information or announced to public first via press or other media about the Company are followed by Presidency of Legal Affairs, Corporate Communications Directorate and CM&IR by tracking the market on an up-to-date basis. As a matter of principle, Regulatory disclosures are made to confirm or deny, as required by the CMB Regulations, regarding the news published in national media in accordance with their importance on the investors' decisions and their affect on the value or the price of capital markets instruments. Comments, analysis, evaluations, and forecasts and speculations based on officially disclosed information in the market and/or in internet is out of this scope.

If these news and rumours are related with the deferred disclosures, Company accepts the conditions to defer the regulatory disclosure has been abolished and makes a regulatory disclosure.

If regulatory disclosure related subjects, including the guidance are announced to public through press or other media, a regulatory disclosure is made either simultaneously or before this announcement. If above mentioned subjects are announced unintentionally during a public event, the related subject is disclosed immediately through PDP.

## **6. Determination of the People who have Administrative Responsibility and Formation of the List of People who have access to Insider Information**

Türk Telekom defines 'insider information' as the information, developments and incidents those have not been disclosed to public yet and affects the share price performance, share value and investor decisions. CM&IR keeps a list of those having regular access to insider information through Central Registry Agency and updates the list in two days when it is necessary. The list of people who have administrative responsibility and authority includes those who are members of administrative and supervisory bodies and those who are not members of these bodies but have regular access to the Company's insider information directly or indirectly and have authority to make administrative decisions affecting the Company's future development and commercial targets and those who have close relation to these people and those who are defined as people who have administrative responsibility and authority in our affiliates which makes at least 10% of the consolidated assets as per CMB rules.

People in the list of those who have access to afore-mentioned insider information are informed against signature by the CM&IR regarding their being on the list for the protection of the insider information, for the assurance of their compliance with the privacy rules and the Silent Period and Blackout Period applications explained below in the 9th part until the regulatory disclosures, financial and operational results are disclosed. The Company signs a Confidentiality Agreement with the institutions which need the insider information while performing their duties or use the information in the name and on account of the Company and from which it receives services such as consultancy or translation and puts these institutions under the liability to keep the information confidential. In addition, as the Oger Telecom Limited which owns 99% of our main shareholder Oger Telekomünikasyon A.Ş. has privileged rights to access the Company's insider information, there is a Confidentiality Agreement among Türk Telekom and Oger Telecom Limited signed for the protection of the privacy of the insider information.

## **7. Deferment of Regulatory Disclosures**

In line with the Article 6 of CMB Communiqué on Material Events (II-15.1), Company can defer to make regulatory disclosures to protect its legitimate interests taking on all responsibility provided that not to mislead the investors and can preserve the confidentiality. Company, gets organized effectively to preserve the confidentiality and to control the unauthorized access to this information, informs the insiders of their responsibilities and sanctions for misuse or spreading the insider information with the law and the related regulation and makes them accept their responsibilities.

Issues requiring Board of Directors and/or General Assembly decisions are subject to constant deferment. Thus, disclosure of material events is deferred until those decisions are taken. Deferment decision is taken either by the Board of Directors or by the people who are authorized by the Board of Directors to make regulatory disclosures.

## **8. Guidance**

Guidance can be disclosed either by a Board of Directors resolution or signed approval of the person authorized by Board of Directors. The announcement shall be as a regulatory disclosure or in the activity reports prepared in accordance with CMB Financial Reporting rules or in the investor presentations provided that those are disclosed through PDP. If there is a major change in the guidance this change shall be announced through regulatory disclosure. Regarding the guidance announcements, if there is a major difference between the realization and the previously announced guidance, reasons for this difference shall be announced as well. Company could announce its targets and/or expectations regarding its financial and operational indicators for the year-end. Guidance items are determined by taking the budget data of the Company into consideration.

## **9. Silence and Blackout Periods**

Before the official disclosure of the periodical results, Turk Telekom implements a practice called “Silence Period” when the people who have access to insider information abstain from sharing such information with the public. This Silence Period starts at the end of the related period and ends when these results are disclosed. Investor meetings may be held in Silent Period but the information that will be shared with investors and analysts are limited with the results before the related interim period and long term corporate strategies.

In addition, Turk Telekom implements another practice that is called “Blackout Period” when the people who have access to insider information are prohibited to trade the shares of Turk Telekom. This Blackout Period starts with the Silence Period and ends one business day after the Silence Period.

## **APPENDIX/3 REMUNERATION POLICY**

### **TÜRK TELEKOMÜNİKASYON A.Ş.**

#### **REMUNERATION POLICY FOR THE MEMBERS OF BOARD OF DIRECTORS AND EXECUTIVES**

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 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.