

Our Company's Board of Directors has resolved on 4 February 2014 to recommend to the Company's General Assembly to distribute a total cash dividend amount of TL 1,200,495,029.96 whereas the Company is revising and revisiting its investment program approved by the Board of Directors in its approved business plan to prepare implementation of the full integration of Türk Telekom Group of companies and any potential transaction related to the aforementioned integration and it is resolved that the Board of Directors' Resolution dated 4 February 2014 be replaced by the following decision as a recommendation for the 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 5% of the annual profit as 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 the net distributable profit of 2013;

5. It is decided:

a. to distribute 20% of TL 1,341,728,709.37 (first dividend base), TL 268,345,741.87

b. that the second legal reserve of TL 73,713,117.31 shall be set aside; as cash first dividend;

c. that an extraordinary reserve of TL 317,200,243 shall be set aside to further strengthen the financial standing of the Company and a recommendation on how to use this reserve will be made by the Board to the Company's General Assembly based on the provisions of the articles of association of the Company taking into account the revised and approved investment program in the business plan; and

d. the remaining TL 643,785,431.1 shall be distributed as cash second dividend;

Accordingly:

e. a total cash dividend amount to be distributed of TL 912,131,173.07 shall be covered by current period net profit;

f. 0.260608907 Kuruş (%26.0608907) 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 912,131,173.07;

6. 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.