

**TÜRK TELEKOMÜNİKASYON ANONİM ŞİRKETİ****MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING****HELD ON JANUARY 25th, 2019**

The Extraordinary General Assembly Meeting of Türk Telekomünikasyon Anonim Şirketi (**the “Company”**), was held on 25<sup>th</sup> of January 2019 at 11:00 am 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: 41051698 dated 24.01.2019 issued by the Ankara Provincial Directorate of Ministry of Trade.

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 9734 dated 28.12.2018 and additionally at Star and Akşam newspapers dated 28.12.2018. Furthermore, the date of the General Assembly Meeting including details of such documents 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 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 31.12.2018.

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; 316,278,221,300 shares corresponding to TL 3,162,782,213 were represented by proxy, 100,000 shares corresponding to TL 1000 were represented in principal and totally 316,278,321,300 shares corresponding to TL 3,162,783,213 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 Eyüp Engin, Hakan Aran, Nureddin Nebati, and Ömer Fatih Sayan, who are the members of the Board of

Directors being present at the meeting and the Meeting was opened by the representative for the Ministry Representative at 11:06 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.

For those who were physically present at the meeting, information was briefly given 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 TL128,970,328 .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 1000 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 Levent Yapılandırma Yönetimi 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 unanimously.

Begüm Albayrak was appointed to use EGKS pursuant to her “Central Registration Agency Electronic General Assembly System Certificate” by Ömer Yüksel appointed 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 Levent Yapılandırma Yönetimi 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.

**3. 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 unanimously In relation to Article 3 entitled “Pursuant to the Corporate Governance Communiqué No: II-17.1 of the Capital Markets Board and other regulations; provided that the required approvals from Capital Markets Board and of Republic of Turkey Ministry of Trade are obtained; The Amendment Document of our Companies’ Articles of Association in relation to the amendments to Article 1 “Incorporation”, Article 6 “Capital”, Article 8 “The Board of Directors”, Article 16 “Board of Statutory Auditors”, Article 17 “Duties, Authorities and Liabilities Of The Statutory Auditors” , Article 19 “Authority of The General Assembly” to the Company’s Articles of Association” of the Agenda;**

The joint proposal presented by Levent Yapılandırma Yönetimi 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.

Accordingly, it was proposed that the Amendment Document of our Companies’ Articles of Association in relation to the amendments to Article 1 “Incorporation”, Article 6 “Capital”, Article 8 “The Board of Directors”, Article 16 “Board of Statutory Auditors”, Article 17 “Duties, Authorities and Liabilities Of The Statutory Auditors” , Article 19 “Authority of The General Assembly” of the Company’s Articles of Association, 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 EGAS and E-Company of the Central Registration Agency and provided to the examination of those shareholders physically attending the meeting.

The Chairman informed that proposal shall be added as a sub-agenda item. The 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 TL 111,790,878 NEGATIVE and TL 3,050,992,335 AFFIRMATIVE votes that the Amendment Document of the Company's Articles of Association shall be deemed to have been read.

It was determined that another proposal was presented by Levent Yapılandırma Yönetimi 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.

The proposal was read by Mine Güçlü.

It was proposed that the Amendment Document of the Company's Articles of Association in relation to the amendments to Article 1 "Incorporation", Article 6 "Capital", Article 8 "The Board of Directors", Article 16 "Board of Statutory Auditors", Article 17 "Duties, Authorities and Liabilities Of The Statutory Auditors" , Article 19 "Authority of The General Assembly" to the Company's Articles of Association was put to a vote.

It was determined that the necessary approvals were obtained pursuant to the law in relation to the Amendment Document of the Company's Articles of Association by the letters of the Capital Markets Board No: 576 Dated 11.01.2019 and the Republic of Turkey Ministry of Trade No 40770957 And dated 15.01.2019

Accordingly, the Amendment Document of the Company's Articles of Association in relation to the following amendments to Article 1 "Incorporation", Article 6 "Capital", Article 8 "The Board of Directors", Article 16 "Board of Statutory Auditors", Article 17 "Duties, Authorities and Liabilities Of The Statutory Auditors" , Article 19 "Authority of The General Assembly" of the Company's Articles of Association was put to a vote and approved by a majority of TL 111,790,878 NEGATIVE and TL 3,050,992,335 AFFIRMATIVE votes as a result of voting.

*Former Version*

**INCORPORATION**

**ARTICLE 1.**

*In accordance with the provisions of the “Law on the Amendment of an Article of the Telegram and Telephony Law and the Addition of Additional and Provisional Articles to this Law” Numbered 4000 and dated 10.06.1994, a joint stock company has been established by the founder whose name, residence and nationality is given below:*

*Undersecretariat for Treasury of the Prime Ministry of the Republic of Turkey (the “Treasury”) Ankara, Republic of Turkey.*

## **New Version**

### **INCORPORATION**

#### **ARTICLE 1.**

In accordance with the provisions of the “Law on the Amendment of an Article of the Telegram and Telephony Law and the Addition of Additional and Provisional Articles to this Law” Numbered 4000 and dated 10.06.1994, a joint stock company has been established by the founder whose name, residence and nationality is given below:

**Ministry of Finance and Treasury** of the Republic of Turkey (the “Treasury”) Ankara, Republic of Turkey.

## **Former Version**

### **CAPITAL**

#### **ARTICLE 6.**

*The capital of the Company is TL 3.500.000.000 (three billion five hundred million Turkish Liras) and is fully paid-up. This capital is divided into 350.000.000.000 (three hundred and fifty billions) shares each having a nominal value of Kr 1 (one) (TL 0.01) as set out below:*

GROUP	SHAREHOLDER NAME	CAPITAL AMOUNT	TYPE	NUMBER OF SHARES	PERCENTAGE TO THE CAPITAL
A	Ojer Telekomünikasyon A.Ş.	1.925.000.000.	Registered	192.500.000.000	%55
B	Treasury	1.049.999.999,99	Bearer	104.999.999.999	%30
C	Treasury	0,01	Registered	1	-
D	Open to public	525.000.000,00	Bearer	52.500.000.000	%15

The capital increases shall be realized as follows: group A shares shall be issued for group A shareholders, and group B shares shall be issued for group B shareholders, and group D shares shall be issued for group D shareholders pro rata to their shares. In case of a capital increase by way of issuing new share certificates in return for cash, the shareholders are entitled to preemptive rights pro rata to their current shares, within the framework of the provisions of the Turkish Commercial Code, unless otherwise resolved by the General Assembly.

Following the public offering of the Company, the Company shall comply with the provisions of the Capital Markets regulations and the principles for the dematerialization of the share certificates, with regards to the form of the share certificates regarding the shares to be issued.

Subject to Article 6/A below, all Shares of Turk Telekom can be transferred except for one privileged (golden) share of Group C. 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.

Pursuant to Article 8(d) below, the holder of the C Group Privileged Share appoints one member representing the Privileged Share, to the Board of Directors of Turk Telekom. The C Group Privileged Share owner cannot participate in capital increases.

On condition that all of the financial rights stemming from the public's shareholder status remain on the Treasury, the rights and competences based on the Treasury's shareholder status such as right of vote, management, representation and control are exercised by Ministry of Transport, Maritime Affairs and Communications.

## New Version

### SERMAYE

#### MADDE 6.

The capital of the Company is TL 3.500.000.000 (three billion five hundred million Turkish Liras) and is fully paid-up. This capital is divided into 350.000.000.000 (three hundred and fifty billions) shares each having a nominal value of Kr 1 (one ) (TL 0.01) as set out below:

GROUP	SHAREHOLDER NAME	CAPITAL AMOUNT	TYPE	NUMBER OF SHARES	PERCENTAGE TO THE CAPITAL
A	Levent Yapılandırma Yönetimi A.Ş.	1.925.000.000.	Registered	192.500.000.000	% 55
B	Treasury	875.011.884,975	Bearer	87.501.188.497,50	% 25

B	Turkish Wealth Fund	174.988.115,015	Bearer	17.498.811.501,50	% 5
C	Treasury	0,01	Registered	1	-
D	Open to public	525.000.000,00	Bearer	52.500.000.000	%15

The capital increases shall be realized as follows: group A shares shall be issued for group A shareholders, and group B shares shall be issued for group B shareholders, and group D shares shall be issued for group D shareholders pro rata to their shares. In case of a capital increase by way of issuing new share certificates in return for cash, the shareholders are entitled to preemptive rights pro rata to their current shares, within the framework of the provisions of the Turkish Commercial Code, unless otherwise resolved by the General Assembly.

Following the public offering of the Company, the Company shall comply with the provisions of the Capital Markets regulations and the principles for the dematerialization of the share certificates, with regards to the form of the share certificates regarding the shares to be issued.

Subject to Article 6/A below, all Shares of Turk Telekom can be transferred except for one privileged (golden) share of Group C. 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.

Pursuant to Article 8(d) below, the holder of the C Group Privileged Share appoints one member representing the Privileged Share, to the Board of Directors of Turk Telekom. The C Group Privileged Share owner cannot participate in capital increases.

On condition that all of the financial rights stemming from the public's shareholder status remain on the Treasury, the rights and competences based on the Treasury's shareholder status such as



right of vote, management, representation and control are exercised by **Ministry of Transport and Infrastructure**.

*Former Version*

**THE BOARD OF DIRECTORS**

**ARTICLE 8.**

*The board of directors is composed of members in charge with executive affairs and members not in charge with executive affairs. A board member not in charge with executive affairs is a person who does not hold any other administrative duties other than being a board member within the company and who does not intervene with the daily business and ordinary activities of the Company. The majority of the board of directors is composed of board members who are not in charge with executive affairs.*

*In this respect;*

*The board of directors shall be composed of twelve (12) members nominated by the Shareholders as follows:*

*(a) the Group A Shareholder shall be entitled to nominate seven (7) persons for election as Directors;*

*(b) 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; or*

*– 15% or more of the Shares (but less than 30% of the Shares) the Treasury shall be entitled to nominate two (2) persons for election as Independent Board Members who the carry the independence criteria as defined in the Capital Markets legislation;*

*– During the calculation of 15 % and 30 % of the Shares mentioned in above paragraphs, the amount of Group B Shares and Group D Shares held by the Treasury shall be taken into account together.*

*(c) As long as the Treasury holds 15% or more of the Shares (but less than 30% of the Shares), the Group A shareholder shall be entitled to nominate two (2) persons, who carry the independence criteria as defined*

*in the Capital Markets legislation, for election as Independent Board Members and (7) persons for election as Director.*

*(d) 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;*

*(e) Each one of the A, B and C Group shareholders shall vote for the election of the directors nominated pursuant to this article. This article shall not restrict the voting rights of the shareholders that have acquired the Shares from stock exchange market.*

*The Chairman of the Board of Directors shall be nominated by the directors nominated by the Group A Shares from among the Directors and be elected and removed by the simple majority votes of those present at the meeting of the Board of Directors.*

*The Vice Chairman shall be nominated by the directors nominated by the Group B Shares from among the Directors and be elected and removed by the simple majority votes of those present at the meeting of the Board of Directors.*

*The Chief Executive Officer and other executives shall be nominated by the holder of the Group A Shares and elected and removed by a simple majority of those present at the meeting of the Board of Directors.*

*The Shareholder who wishes to make a nomination shall take reasonable steps to ensure that its nominee is able to perform his or her duties competently.*

*Each nominating Shareholder shall determine and announce the name, qualifications and experience of its nominee and intended date of nomination in accordance with the Capital Markets Board regulations.*

*The wages of the members of the Board of Directors shall be determined by the General Assembly. In the determination of the remuneration policy of the Board of Directors members, the Capital Markets Board regulations shall be complied with.*

## **New Version**

## **THE BOARD OF DIRECTORS**

### **ARTICLE 8.**

The board of directors is composed of members in charge with executive affairs and members not in charge with executive affairs. A board member not in charge with executive affairs is a person who does not hold any other administrative duties other than being a board member within the company and who does not intervene with the daily business and ordinary activities of the Company. The majority of the board of directors is composed of board members who are not in charge with executive affairs.

In this respect;

The board of directors shall be composed of **nine (9)** members nominated by the Shareholders as follows:

(a) the Group A Shareholder shall be entitled to nominate **five (5)** persons for election as Directors;

(b) provided that the Treasury **and Turkish Wealth Fund**, as Group B Shareholders shall hold:

– 30% or more of the Shares, the Treasury shall be entitled to nominate **three (3)** persons for election as Independent Board Members who carry the independence criteria as defined in the Capital Markets legislation; or

– 15% or more of the Shares (but less than 30% of the Shares) the Treasury shall be entitled to nominate two (2) persons for election as Independent Board Members who the carry the independence criteria as defined in the Capital Markets legislation;

– During the calculation of 15 % and 30 % of the Shares mentioned in above paragraphs, the amount of Group B Shares and Group D Shares held by the Treasury **and Turkish Wealth Fund** shall be taken into account together.

(c) As long as the Treasury **and Turkish Wealth Fund** holds 15% or more of the Shares (but less than 30% of the Shares), the Group A shareholder shall be entitled to nominate **one (1)** person, who carry the independence criteria as defined in the Capital Markets legislation, for election as Independent Board Members and **five (5)** persons for election as Director.

(d) 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;

(e) Each one of the A, B and C Group shareholders shall vote for the election of the directors nominated pursuant to this article. This article shall not restrict the voting rights of the shareholders that have acquired the Shares from stock exchange market.

The Chairman of the Board of Directors shall be nominated by the directors nominated by the Group A Shares from among the Directors and be elected and removed by the simple majority votes of those present at the meeting of the Board of Directors.

The Vice Chairman shall be nominated by the directors nominated by the Group B Shares from among the Directors and be elected and removed by the simple majority votes of those present at the meeting of the Board of Directors.

The Chief Executive Officer and other executives shall be nominated by the holder of the Group A Shares and elected and removed by a simple majority of those present at the meeting of the Board of Directors.

The Shareholder who wishes to make a nomination shall take reasonable steps to ensure that its nominee is able to perform his or her duties competently.

Each nominating Shareholder shall determine and announce the name, qualifications and experience of its nominee and intended date of nomination in accordance with the Capital Markets Board regulations.

The wages of the members of the Board of Directors shall be determined by the General Assembly. In the determination of the remuneration policy of the Board of Directors members, the Capital Markets Board regulations shall be complied with.

### *Former Version*

## **BOARD OF STATUTORY AUDITORS**

### **ARTICLE 16.**

*The Board of Statutory Auditors shall consist of three members. Two members shall be elected by the General Assembly from among the nominees nominated by the holder of the Group A Shares and one member shall be elected by the General Assembly from among the nominees nominated by the Treasury representing the C group privileged share.*

*The Board of Statutory Auditors shall elect a chairman from among its members.*

*The Statutory Auditors shall hold office for a term of 3 years. The Statutory Auditor, whose term has ended, may be re-elected.*

*The Statutory Auditors are also subject to the qualifications and conditions of appointment set out in Article 9 of these Articles of Association.*

*The wages of the members of Board of Statutory Auditors shall be determined by the decision of the General Assembly.*

#### **New Version**

#### **BOARD OF STATUTORY AUDITORS**

#### **ARTICLE 16.**

**Removed.**

#### **Former Version**

#### **DUTIES, AUTHORITIES AND LIABILITIES OF THE STATUTORY AUDITORS**

#### **ARTICLE 17.**

*The Statutory Auditors have the duty of and are authorized to audit the overall business and budget of the Company, to fulfill those tasks required to be performed by Statutory Auditors under the Turkish Commercial Code, to ensure that the Company is managed efficiently, and to submit proposals to the Board of Directors regarding the protection of the rights and assets of the Company, to call the General Assembly for a meeting when necessary and to determine the agenda of the meeting and to prepare the report required by Article 354 of the Turkish Commercial Code. The Statutory Auditors are obliged to perform the works given to them by Law and these Articles of Association fully and completely.*

#### **New Version**

#### **DUTIES, AUTHORITIES AND LIABILITIES OF THE STATUTORY AUDITORS**

#### **ARTICLE 17.**

Removed.

*Former Version*

#### **AUTHORITY OF THE GENERAL ASSEMBLY**

##### **ARTICLE 19.**

*The General Assembly shall be the main decision body of the Company possessing every kind of authority in relation to the business of the Company provided by law. The decisions of the General Assembly shall be binding upon every organ of the Company, primarily upon the 18 Board of Directors. The General Assembly decides on the release and responsibilities of the Board of Directors members and Auditors.*

**New Version**

#### **AUTHORITY OF THE GENERAL ASSEMBLY**

##### **ARTICLE 19.**

The General Assembly shall be the main decision body of the Company possessing every kind of authority in relation to the business of the Company provided by law. The decisions of the General Assembly shall be binding upon every organ of the Company, primarily upon the 18 Board of Directors. The General Assembly decides on the release and responsibilities of the **Board of Directors members**.

#### **4. In relation to Article 4 entitled “Election of the Board of Directors, defining their terms of office” of the Agenda;**

The joint proposal submitted by Levent Yapılandırma Yönetimi 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 shall be added as a sub agenda item and accordingly approval of the membership of;

- Ömer Fatih Sayan, who was appointed as the board member to the board membership position which became vacant due to the resignation of Suat Hayri Aka on 04.09.2018 in accordance with Article 363 of Turkish Commercial Code and Article 10 of Article of Association of the Company,
- Selim Dursun, who was appointed as the independent board member to the independent board membership position which became vacant due to the resignation of Fahri Kasırğa on 04.09.2018 in accordance with Article 363 of Turkish Commercial Code and Article 10 of Article of Association of the Company,
- Faisal Mohammed I Aldughaiter, who was appointed as the board member to the board membership position which became vacant due to the resignation of Nasser Sulaiman A Al Nasser on 02.11.2018 in accordance with Article 363 of Turkish Commercial Code and Article 10 of Article of Association of the Company,
- Nureddin Nebati, who was appointed as the board member to the board membership position which became vacant due to the resignation of Mazen Abou Chakra on 02.11.2018 in accordance with Article 363 of Turkish Commercial Code and Article 10 of Article of Association of the Company,
- Bülent Aksu, who was appointed as the board member to the board membership position which became vacant due to the resignation of Rami Aslan on 02.11.2018 in accordance with Article 363 of Turkish Commercial Code and Article 10 of Article of Association of the Company,
- Hakan Aran, who was appointed as the board member to the board membership position which became vacant due to the resignation of Mohammed Hariri on 21.12.2018 in accordance with Article 363 of Turkish Commercial Code and Article 10 of Article of Association of the Company,
- Eyüp Engin, who was appointed as the board member to the board membership position which became vacant due to the resignation of Al Hakam Marwan Moh'd Kanafani on 21.12.2018 in accordance with Article 363 of Turkish Commercial Code and Article 10 of Article of Association of the Company,

- Muammer Cüneyt Sezgin, who was appointed as the board member to the board membership position which became vacant due to the resignation of Cenk Serdar on 21.12.2018 in accordance with Article 363 of Turkish Commercial Code and Article 10 of Article of Association of the Company,
- Nureddin Nebati, who was appointed as the independent board member to the independent board membership position which became vacant due to the resignation of Sefer Turan on 27.12.2018 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 the other members of the Board of Directors, under the same conditions and to be effective as of the date of appointment.

The Chairman informed that proposal shall be added as a sub-agenda item. The 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 membership positions of aforementioned individuals shall be approved pursuant to article 363 of TCC and article 10 of the Company's Articles of Association for the remaining office term of the other members of the Board of Directors under the same conditions and to be effective as of the date of appointment by a majority of TL 117,678,600 NEGATIVE and TL 3,045,104,613 AFFIRMATIVE votes.

The proposals submitted respectively by Levent Yapılandırma Yönetimi A.Ş., as the Group A Shareholder and the Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance, as the Group B and C shareholder and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of Turkish Wealth Fund, as the Group B Shareholder pursuant to article 8 of the Articles of Association, in relation to this agenda item were also read by Mine Güçlü. Accordingly, it was proposed

(i) by the Group A Shareholder that; the following individuals shall be elected as the members of the Board of Directors:

1. Eyüp Engin
2. Hakan Aran
3. Muammer Cüneyt Sezgin
4. Bülent Aksu

5. Emre Derman

(ii) by 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 Group B Shareholders that; the following individuals, whom the Capital Markets Board have mentioned no objection, by the letter dated 10.01.2019 and numbered E536shall be elected as the independent board members;

6. Nureddin Nebati

7. Yiğit Bulut

8. Selim Dursun

(iii)by the Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance, as the Group C Shareholder that; the following individual shall be elected as the member of the Board of Directors in order to represent Group C Privileged Share;

9. Ömer Fatih Sayan

for a period of 3 years in accordance with the article 10 of the Company's Articles of Association.

The acceptance declarations submitted to the attention of the Chairmanship Committee of the meeting by Bülent Aksu, Muammer Cüneyt Sezgin, who are not being present at the meeting and Eyüp Engin, Hakan Aran and Emre Derman, who are present at the meeting, as nominated by Group A Shareholder; Selim Dursun and Yiğit Bulut, who are not being present at the meeting and Nureddin Nebati who is present at the meeting, as nominated by Group B Shareholder and Ömer Fatih Sayan who is present at the meeting, as nominated in order to represent Group C Privileged Share were acknowledged by the Ministry Representative.

Since the resumes of the nominated independent board members and the member nominated in order to represent the Group C Privileged Shareholder have been provided in the information set submitted to the attention of the shareholders of the Company, the resumes are no needed to be read.

The resumes of the members of the Board of Directors nominated by the Group A Shareholder by the letter submitted to the Company dated 24.01.2019 were read by Mine Güçlü.

Election of the individuals who are nominated as per the proposals submitted by the Company's shareholders as the member and independent board member to the Board of Directors in order to serve for a period of 3 years according to article 10 of the Company's Articles of Association, was put to a vote and as a result of the voting, it was approved by a majority of TL 117,678,600 NEGATIVE and TL 3,045,104,613 AFFIRMATIVE votes.

**5. In relation to Article 5 titled "Determination of the salaries of the members of Board of Directors" of the Agenda;**

The joint proposal presented by Levent Yapılandırma Yönetimi 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.

Accordingly, it was proposed that determination of the net fee amount to be paid to each member of the Board of Directors for their activities of 2019 shall be made according to the Remuneration Policy of the Company by increasing the net monthly fee amount determined at the Ordinary General Assembly Meeting of 19 June 2019 at an increase rate of annual consumer price index announced for the year 2018 by Turkish Statistical Institute (TÜİK) and additionally a bonus fee in an amount of such net monthly fee shall be paid twice a year in January and July.

The proposal was put to a vote and as a result of the voting, it was accepted by a majority of TL 111,790,878 NEGATIVE and TL 3,050,992,335 AFFIRMATIVE votes.

**6. In relation to Article 6 entitled "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" of the Agenda;**

The joint proposal presented by Levent Yapılandırma Yönetimi A.Ş. , the Ministry of Transport and Infrastructure on behalf of the 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 members of the Board of Directors shall be allowed to carry out all the transactions subject or not subject to the Company on behalf of themselves or others, or to become partners with companies which carry out such transactions and to carry out other transactions pursuant to the Turkish Commercial Code Articles numbered 395 and 396 and in line with the terms

of the Concession Contract signed between Türk Telekomünikasyon Anonim Şirketi and Information Technologies and Communications Authority. The proposal was put to a vote.

The proposal was put to a vote and as a result of the voting, it was accepted by a majority of TL 14,982,797 NEGATIVE and TL 3,145,800,416 AFFIRMATIVE votes.

**7. In relation to Article 7 entitled “Comments and Closing” of the Agenda;**

The floor was opened to Comments and Closing. No comments have been provided.

The Chairman Ömer Yüksel thanked the attendees.

No comments have been provided.

Having discussed and resolved on all the agenda items, the Extraordinary General Assembly Meeting of Türk Telekomünikasyon A.Ş. was concluded as of 11:59 am

25.01.2019, Ankara.

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

**MINISTRY  
REPRESENTATIVE**

Ahmet Öztürk

(Signature)

**CHAIRMAN**

Ömer Yüksel

(Signature)

**VOTE COLLECTOR**

Mine Güçlü

(Signature)

**SECRETARY**

Serdar Akcasu

(Signature)