

**TÜRK TELEKOMÜNİKASYON A.Ş.**

**INFORMATION DOCUMENT IN RELATION TO THE**

**ORDINARY GENERAL ASSEMBLY MEETING OF 09 AUGUST 2023**

The ordinary general assembly for the year, 2022 of our Company Türk Telekomünikasyon A.Ş. (“**Company**”) will be held at the address of Türk Telekomünikasyon A.Ş. headquarters, Turgut Özal Bulvarı 06103 Aydınlıkevler Ankara, at 11:00, on Wednesday, 09 August 2023 to negotiate and reach at a decision in relation to the below mentioned agenda.

The Financial Statements, the Auditor’s Report, the Board of Directors Annual Report which also includes Corporate Governance Principles Compliance Report for the year 2022 and the information document which includes the explanations in relation to the following agenda items in compliance with the Capital Markets Board regulations shall be made available three weeks before the meeting date, within the prescribed term, to the examination of our shareholders, at the Company’s Headquarters, on the Company’s website of [www.ttinvestorrelations.com](http://www.ttinvestorrelations.com), on the Public Disclosure Platform and in the Electronic General Assembly system.

Pursuant to 4th paragraph of article 415 of Turkish Commercial Code No: 6102 and the 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 who do not wish to disclose their identity and share information and therefore are not registered with the Company are required to apply to the financial intermediaries and remove 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 those shareholders who shall be voting via the electronic general assembly system to be informed by the Central Registry Agency (“CRA”), [www.ttinvestorrelations.com](http://www.ttinvestorrelations.com), the website of the Company or the contact addresses stated therein in order to ensure compliance with the relevant regulation and communiqué.

This invitation of ordinary general assembly meeting will also be delivered to the shareholders who hold registered shares, via 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 Capital Markets Board’s Communiqué II-30.1 on voting by proxy and proxy solicitation and present their power of attorneys the signatures of which shall be certified by the notary public or for our foreign

shareholders, the notarized Turkish translation thereof to the headquarters of the Company at the close of business on 04 August 2023 at the 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.

Voting method by a show of hands and an open voting method shall be applied save for the voting provisions by electronic means in order to vote on the agenda items at the ordinary general assembly meeting.

Our shareholders are requested to attain knowledge of the meeting particulars and attend the meeting on the specified day and hour.

Note: Pursuant to article 29 of Capital Markets Law, shareholders holding registered shares that are traded on the stock exchange will not receive a separate registered invitation letter for the meeting.

### **Structure of Shareholders and Voting Rights**

The 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 (TL 3,500,000,000 equivalent) 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 is 192,500,000,000 (TL 1,925,000,000.00 equivalent); (ii) Group B shares is 104,999,999,999 TL 1,049,999,999.99 equivalent; (iii) Group C share is 1 (TL 0.01 equivalent); (iv) listed Group D shares is 52,500,000,000 (TL 525,000,000.00 equivalent) respectively.

Group	Shareholder	Paid-in Capital Amount (TL)	Share (%)
A	Türkiye Wealth Fund	1,925,000,000.00	55
B	Republic of Turkey Ministry of Treasury and Finance	875,011,884.975	25
C	Republic of Turkey Ministry of Treasury and Finance	0.01	
B	Turkish Wealth Fund	174,988,115.015	5
D	Free Float	525,000,000.00	15
<b>Total</b>		<b>3,500,000,000.00</b>	<b>100</b>

According to the article 8 of the Articles of Association; the board of directors is composed of 9 members, 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 11 – 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 carry the independence criteria as defined in the capital markets legislation; (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.

During the calculation of 15% and 30% of the shares of the Treasury, the amount of Group B shares and Group D shares held by the Treasury shall be taken into account together.

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 general assembly information document including the relevant explanations regarding the agenda items shall be made available to the examination of our shareholders, at the head office of the Company, located at the address of Türk Telekomünikasyon A.Ş. Genel Müdürlük Kültür Merkezi, Turgut Özal Bulvarı 06103 Aydınlıkevler Ankara, at the website of [www.ttinvestorrelations.com](http://www.ttinvestorrelations.com) and electronic general assembly system of the 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 OF 2022**

**TO BE HELD ON 09 AUGUST 2023**

**1. Opening and election of the chairmanship committee;**

The chairman of the meeting will be elected in accordance with the relevant provisions of Turkish Commercial Code No. 6102 (“**TCC**”), the Regulation on Rules and Procedures of General Assembly Meetings of Corporations and the Ministry Representatives attending Such Meetings (“**Regulation**”), The Internal Directive on The Working Principles and Procedures of The General Assembly of Türk Telekomünikasyon Anonim Şirketi (“**Internal Directive**”) and Türk Telekom Articles of Association (“**Articles of Association**”). The chairman of the meeting shall assign at least one clerk who writes down the minutes and if deemed necessary vote collectors in the number required. Expert consultants may also be assigned by the chairman of the meeting in order to perform the technical needs in the electronic general assembly system at the meeting time.

**2. Authorizing the chairmanship committee to sign the minutes of the general assembly meeting, and the list of attendees;**

Authorizing the chairmanship committee to sign the minutes of the general assembly meeting and the list of attendees will be voted in accordance with the relevant provisions of the TCC and the regulation.

**3. Reading the board of directors annual report for the year 2022;**

This agenda item will not be voted on and has only been provided for information purposes. The 2022 annual report, approved under the decision of the board of director’s No. 17, dated 9.03.2023 will be read. Our shareholders can find the annual report prepared by the board of directors in accordance with the Capital Markets Board legislation under the financial and operational information section of [www.ttinvestorrelations.com](http://www.ttinvestorrelations.com) or at the Company’s headquarters.

**4. Reading the auditor’s report for the year 2022;**

This agenda item will not be voted on and has only been provided for information purposes. The Independent Audit Company’s report for the year 2022 will be read. The independent audit company report, prepared in accordance with the Turkish Commercial Code and Capital Markets Board legislation, are available at the Company’s headquarters and under the financial and operational information section of [www.ttinvestorrelations.com](http://www.ttinvestorrelations.com).

**5. Reading, discussing and approving the balance sheet and profit/loss accounts for the year 2022;**

Consolidated balance sheet and profit/loss accounts related to our activities between 01 January 2022 - 31 December 2022, which were prepared as per the provisions of Capital Markets Board communique No.II-14.1 on "Principles Regarding Financial Reporting in Capital Markets" and in accordance with the Capital Markets Board's financial table format, and were approved under board of directors resolution No. 6 dated 22.02.2023 will be read and presented to the general assembly for approval.

These documents are available at the Company's headquarter and under the financial and operational information section of [www.ttinvestorrelations.com](http://www.ttinvestorrelations.com).

**6. Releasing each member of the board of directors for the operations and transactions of the Company during 2022;**

The release of each member of the board of directors from the operations and actions of the Company during the year 2022 be presented to the general assembly for approval, as per the provisions of the Turkish Commercial Code.

**7. Defining the salaries of the members of the board of directors;**

Salaries to be paid to the members of the board of directors for the year 2023 will be determined.

**8. Resolving on the distribution of profit;**

Türk Telekom, the leading integrated telecommunications company, continues its activities by prioritising its strategic goals and investments in order to sustain its technological leadership while maintaining a healthy liquidity and investment balance, and a strong balance sheet. Our Board of Directors resolved to propose at the 2022 Ordinary General Assembly that Türk Telekom pays no dividend out of 2022 earnings. The decision reflects the need for elevated caution in light of the recent events and the consideration of our Company's liquidity and investment requirements along with possible volatility in financial markets on global or domestic macro uncertainties.

Pursuant to the Board of Directors resolution dated February 22, 2023 in relation to distribution of the profit generated in 2022, Subject to approval in the Company's Ordinary General Assembly Meeting for the operating year 2022, it has been concluded that:

1. The Company's net profit calculated according to the independently audited consolidated financial tables prepared in accordance with the provisions of "Capital Markets Board (CMB) Communique About Financial Reporting in Capital Markets No.II-14.1" is TL 4,134,846,000 for the fiscal year of 2022,

2. Pursuant to the CMB Communiqué on Dividends No: II-19.1, the profit after tax amount of TL 4,134,846,000 shall be the base amount for dividend distribution,
3. The Company is not required to take any reserves for 2022 as per the Article 519 of Turkish Commercial Code because it has already reached the general legal reserve limit,

Accordingly, the Company is allowed to make a proposal, subject to the provisions of its Articles of Association, that the net profit amounting to TL 4,134,846,000, which is based on the independently audited consolidated financial statements, shall be recorded as extraordinary reserves.

This proposal of the Board of Directors shall be submitted to the Company's General Assembly for approval.

**9. Election of the auditor for the purpose of auditing the Company's operations and accounts for the year 2023, pursuant to article 399 of Turkish Commercial Code and article 17/A of the Articles of Association of the Company;**

Signing independent audit agreement to examine the Company's operations and accounts for the year 2023 as per the Decision of the Company's Audit Committee which was held in accordance with the Communiqué of the Capital Markets Board No: II-17.1 pursuant to the Corporate Governance Principle No. 4.5.9, article 399 of Turkish Commercial Code and article 17/A of the Articles of Association of the Company will be presented to general assembly's approval.

**10. Pursuant to Communiqué of the Capital Markets Board No: 8/174 dated 09.02.2023; Submission of the Board of Directors Resolution regarding the donations related to the earthquake disaster, No. 5 dated 15.02.2023 to the approval of the General Assembly**

In light of the ongoing extraordinary conditions caused by the devastating earthquake that struck south-eastern Turkey on 06.02.2023, Türk Telekom Group Board of Directors has resolved to make a donation of up to TL 2 billion directly and/or through the Ministry of Interior Disaster and Emergency Management Presidency ("AFAD"), in accordance with the Capital Markets Board resolution no. 8/174 dated 09.02.2023.

The donation is subject to approval at the 2022 Ordinary General Assembly.

**11. Informing the general assembly about the donations and aids executed in 2022 and approving of the exemption (exclusion) of donations due to earthquake disaster accordingly with board of directors' resolution No. 5 dated 15.02.2023, from donations made within the framework of Company's Donation Policy pursuant to board of directors' decision**

Total amount of donations and aids in 2022 is TL 132,525,108

According to board of directors' resolution No. 5 dated 15.02.2023;

In light of the ongoing extraordinary conditions caused by the devastating earthquake that struck south-eastern Turkey on 06.02.2023, Türk Telekom Group Board of Directors has resolved to make a donation of up to TL 2 billion directly and/or through the Ministry of Interior Disaster and Emergency Management Presidency ("AFAD"), in accordance with the Capital Markets Board resolution no. 8/174 dated 09.02.2023.

Within the framework of the board of directors resolution, It will be submitted to the approval of the General Assembly that donations made or to be made up to a total of 2 billion TL are exempted (excluded) from donations made within the framework of Company's Donation Policy.

**12. Informing the general assembly about the guarantees, pledges and mortgages given in favor of third parties and the revenues or interests generated by the Company in 2022,**

This agenda item will not be voted on and has only been provided for information purposes.

The information regarding the guarantees, pledges and mortgages provided by the company to third parties or the derived income or interest thereof is available at footnote No: 24 of the 2022 consolidated financial statements which have been prepared in accordance with the CMB rules and publicly disclosed. The information note regarding the guarantees, pledges and mortgages provided by the company to third parties or the derived income or interest thereof will also be read during the general assembly.

The Company's guarantee, pledge and mortgage (GPM) position as at 31 December 2022 is as follows:

<b>GPMs given on behalf of the Türk Telekom Group (TL Thousand)</b>	<b>31 December 2022</b>
A. GPMs given on behalf of the Company's legal personality	6,468,553
B. GPMs given in favor of subsidiaries included in full consolidation	1,758,758
C. GPMS given by the Company for the liabilities of 3rd parties in order to run ordinary course of business	1,074,483
<b>Total</b>	<b>9,301,794</b>

Based on law 128/1 of Turkish Code of Obligations, the Group has given guarantee to distributors amounting to TL 1.074.483 thousand for the financial obligation that would arise during the purchase of devices that will be sold as commitment sales by the Group (31 December 2021: TL 983.253 thousand).

The guarantees has given to the banks TL 465.303 thousand, TL 8.274 thousand Vakıf Faktoring A.Ş. and Türkiye Vakıflar Bankası T.A.O respectively.

**13. Informing about the share buyback transactions being conducted under the board of directors resolution No. 4 dated 08.02.2023**

As per Communiqué of the Capital Markets Board No: 9/177 dated 14.02.2023 and Communiqué On Buy-Backed Shares No: II-22.1 Article 12/7, information regarding share buy back transactions should be submitted to the general assembly's information.

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

This agenda item will not be voted on and has only been provided for information purposes.

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

**15. 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 2022 relating to make a material transaction which may cause conflict of interest for the Company or the 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 pursuant to the Corporate Governance Principle No. 1.3.6;**

As per the Corporate Governance Principle No: 1.3.6 issued by Capital Markets Board, information regarding any controlling shareholders, board members, senior management, spouses and 2nd degree blood and affinity relatives who engage in activities which may cause conflict of interest with the Company or its subsidiaries, and who participate in commercial activities similar to those conducted by the Company in their own name or on behalf of a third party, or who become a shareholder with unlimited liability and become a member of the boards of enterprises engaging in similar transactions must be submitted to the

general assembly. In order to fulfil the requirements of this principle, all transactions which can be classified as outlined above within the previous financial year which come to the attention of the Company must be submitted for the information of the shareholders at the general assembly.

**16. Informing the general assembly regarding the “Remuneration Policy” for the board of directors members and the senior executives in accordance with the Capital Markets Board Corporate Governance Principle No:4.6.2;**

This agenda item will not be voted on and has only been provided for information purposes.

As per the Communiqué on Corporate Governance Principles and obligatory article 4.6.2, the remuneration policy of the members of the board of directors and the senior management shall be in writing and its policy and principals will be submitted to the general assembly’s information. The remuneration policy is available at <https://www.ttyatirimciiliskileri.com.tr/en-us/corporate-governance/pages/corporate-governance-policies>

**17. Discussing and voting for authorizing the board of directors or person(s) designated by the board of directors for company acquisitions to be made by the Company or its subsidiaries until the next ordinary general assembly meeting up to 125 Million Euros which will be separately valid for each acquisition;**

The Company and its subsidiaries are open to opportunities, which may contribute to the operations of the group and create synergies as part of the “smart growth” strategy. A general approval from the general assembly is obtained each year due in order to be able to act quickly to be able to utilize the opportunities both at home and abroad.

**18. Discussing and voting for authorizing the board of directors to establish special purpose vehicle(s) when required for above mentioned acquisitions;**

A need to establish special-purpose vehicles may arise in order to ensure operational convenience for the acquisitions to be made by the Company and its subsidiaries.

**19. Resolving on giving permission to the board of directors for performing the works mentioned under article 395 and 396 of Turkish Commercial Code;**

The board of directors must have the general assembly’s permission to perform their acts within the context of articles 395 and 336 of the Turkish Commercial Code entitled “prohibition of conducting transaction with the Company, to become indebted to the Company” and “non-compete obligation”. In order to comply with these regulations, the permission will be put to the vote at the general assembly.

**20. Comments and closing.**

## Annex 1 – 2022 Dividend Distribution Table

2022 DIVIDEND DISTRIBUTION TABLE OF TÜRK TELEKOMÜNİKASYON A.Ş. (TL)			
1)	Paid / Issued Capital	3,500,000,000	
2)	Total Legal Reserves (in accordance with statutory records)	700,068,480	
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	1,836,474,000.00	
4)	Tax Expenses (-)	-2,298,372,000.00	
5)	Net Profit for the Period (=) (3-4)	4,134,846,000.00	
6)	Prior Years' Losses (-)	0.00	
7)	General Legal Reserves (-) ((5SR-6SR)*0,05)	0	
8)	NET DISTRIBUTABLE PROFIT (=) (5-6-7)	4,134,846,000.00	
9)	Donations made during the year (+)	132,525,108.09	
10)	Net distributable profit including donations that is the base of calculation of first legal reserves (8+9)	4,267,371,108.09	
11)	First Dividend - Cash - Share - Total ((1 or 10) *the rate determined by th Company)	0.00	
12)	Dividend paid to preference shares (Amount of the dividend for privileged shareholders in accordance with the articles of Association)	0	
13)	Dividend paid to - the Board Member - Employees - person other than shareholders	0	
14)	Dividend paid to redeemed share owners		
15)	Second Dividend	0.00	
16)	General Legal Reserves ((11+12+13+14+15+20)-(G4*0,05))/10	0.00	
17)	Status Reserves	0	
18)	Special Reserves	0	
19)	EXTRA ORDINARY RESERVES 5-(6+7+11+12+13+14+15+16+17+18)	4,134,846,000.00	
20)	Other Distributable Sources	0.00	0