

**TÜRK TELEKOMÜNİKASYON A.Ş.**

**AGENDA FOR ORDINARY GENERAL ASSEMBLY MEETING 2014**

**March 31, 2015**

1. Opening and Election of the Chairmanship Committee;
2. Authorizing the Chairmanship Committee to sign the minutes of the General Assembly Meeting and the List of Attendees;
3. Reading the Board of Directors annual report for the year 2014;
4. Reading the Auditor's Report for the year 2014;
5. Reading, discussing and approving the balance sheet and profit/loss accounts for the year 2014;
6. Releasing the Board of Directors Members for operations and transactions of our Company during 2014;
7. 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;
8. Defining the salaries of the Members of the Board of Directors;
9. Election of the Members of the Board of Auditors and defining their terms of office and their salaries;
10. Discussing and resolving on the proposal of the Board of Directors regarding the distribution of the profit generated in 2014;
11. Election of the Auditor for the purpose of auditing our Company's operations and accounts for the year 2015, as per Article 399 of Turkish Commercial Code and Article 17/A of the Articles of Association of our Company;
12. Informing the General Assembly about the donations and aids made in 2014;
13. Informing the General Assembly about the guarantees, pledges and mortgages given by our Company in 2014 in favour of third parties, and about revenues or interests generated;
14. 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 Principle No. 1.3.1 (b);
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 2014 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 pursuant to the Corporate Governance Principle No. 1.3.6;

16. Informing the Shareholders regarding the “Remuneration Policy” determined for the Board of Directors Members and the Senior Executives in accordance with the Corporate Governance Principle No: 4.6.2;

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 our Company or its subsidiaries until the next ordinary general assembly meeting up to 500 Million Euro which will be separately valid for each acquisition;

18. Discussing and voting for authorizing the Board of Directors to establish Special Purpose Vehicle(s) when required for above mentioned acquisitions;

19. 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;

20. Comments and closing.

**ORDINARY GENERAL ASSEMBLY MEETING OF THE YEAR 2014**

**PROXY SAMPLE**

**TÜRK TELEKOMÜNİKASYON A.Ş.**

I, the undersigned, hereby appoint, empower and delegate Mr./Mrs. [.....], as identified in details hereinbelow, as my proxy holder fully authorized to represent me/us, and vote and make proposals and sign the necessary documents on behalf of me/us in accordance with the instructions given below, in the Ordinary General Assembly Meeting of Türk Telekomünikasyon A.Ş. for the year 2014 to be held on Tuesday, 31<sup>st</sup> of March, 2015, at 10.30 am at the address of Türk Telekomünikasyon A.Ş. Genel Müdürlük Kültür Merkezi, Turgut Özal Bulvarı 06103 Aydınlıkevler-Ankara.

The Proxy Holder's(\*):

Name & Surname/ Trade Name:

TR ID Number/ Tax ID Number, Trade Registry and Number and MERSIS Number:

(\* ) For foreign proxy holders the equivalent, if any, of such information should be provided.

**A. SCOPE OF THE POWER OF REPRESENTATION:**

**Scope of the power of representation should be determined by choosing one of the options (a), (b) and (c) for the sections 1 and 2 hereinbelow.**

**1. On the topics included in the agenda of the general assembly meeting:**

- a) Proxy holder is authorized to vote in line with his/her own opinions.
- b) Proxy holder is authorized to vote in line with proposals of the corporation management.
- c) Proxy holder is authorized to vote in line with proposals of the corporation management.

**Instructions:**

**If the shareholder chooses the option (c), instructions on the relevant agenda topic are given by marking one of the options (acceptance or rejection) shown beside the relevant agenda topic and if the 'rejection' option is chosen, by stating the dissention requested to be included in the minutes of the general assembly meeting.**

Agenda Items (*)	Accept	Reject	Dissention
1.Opening and election of the Chairmanship Committee			
2.Authorizing the Chairmanship Committee to sign the minutes of the General Assembly Meeting and the List of Attendees;			

5. Reading, discussing and approving the balance sheet and profit/loss accounts for the year 2014;			
6. Releasing the Board of Directors Members for operations and transactions of our Company during 2014;			
7. 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;			
8. Defining the salaries of the Members of the Board of Directors;			
9. Election of the Members of the Board of Auditors and defining their terms of office and their salaries;			
10. Discussing and resolving on the proposal of the Board of Directors regarding the distribution of the profit generated in 2014;			
11. Election of the Auditor for the purpose of auditing our Company's operations and accounts for the year 2015, pursuant to the Article 399 of Turkish Commercial Code and Article 17/A of the Articles of Association of our Company;			
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 our Company or its subsidiaries until the next ordinary general assembly meeting up to 500 Million Euro which will be separately valid for each acquisition;			
18. Discussing and voting for authorizing the Board of Directors to establish Special Purpose Vehicle(s) when required for above mentioned acquisitions;			
19. 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;			

(\*) The agenda items that are provided for information purposes shall not be voted. If the minority proposes a separate draft decision, it is also given separately for the sake of voting by proxy holder.

**2. Special instructions on other issues that may raise during the general assembly meeting and particularly regarding use of minority rights:**

- a) Proxy holder is authorized to vote in line with his/her own opinions.
- b) Proxy holder is not authorized to represent on these issues.
- c) Proxy holder is authorized to vote in line with the special instructions stated below.

**SPECIAL INSTRUCTIONS:** Special instructions, if any, of the shareholder to the proxy holder are stated herein.

**B. Shareholder indicates the shares requested to be represented by the proxy holder by marking one of the following options.**

**1. I am approving the representation by the proxy holder of my shares as detailed below.**

(a) Rank and Serial:(\*)

(b) Number / Group:(\*\*)

(c) Quantity / Nominal Value:

(ç) Whether privileged in voting or not:

(d) Registered/Bearer:\*

(e) Ratio to total shares/voting rights held by shareholder:

(\*) This information is not requested for dematerialized shares.

(\*\*) Information on group, if any, rather than number will be given for dematerialized shares.

**2. I am approving the representation by the proxy holder of all of my shares shown in the list of shareholders eligible for attending the general assembly meeting, which is prepared by the Central Registry Agency one day before the date of general assembly meeting.**

**SHAREHOLDER'S NAME & SURNAME or TITLE (\*):**

T.R. Identity No./Tax Identity No., Trade Registry and Number, and MERSIS Number:

Address:

(\*) For foreign proxy holders, the equivalents, if any, of such information should be provided.

SIGNATURE