

TÜRK TELEKOMÜNİKASYON A.Ş.

AGENDA FOR ORDINARY GENERAL ASSEMBLY MEETING 2013

March 31, 2014

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 2013;
4. Reading the Statutory Board of Auditors annual report for the year 2013;
5. Reading the summary reports of the Independent Audit Company for the year 2013;
6. Reading, discussing and approving the balance sheet and profit/loss accounts for the year 2013;
7. Releasing the Board of Directors Members for operations and transactions of our Company during 2013;
8. Releasing the Independent Auditor for operations and transactions of our Company during 2013;
9. Temporary appointments made to the Board of Directors to the positions became vacant because of the 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;
10. Temporary appointments made to the Board of Auditors to the positions became vacant because of the resignations shall be submitted to the approval of the General Assembly pursuant to Article 16 of the Articles of Associations 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 Auditors;
11. Defining the salaries of the Board of Directors Members;
12. Defining the salaries of the Board of Auditors;
13. Discussing and resolving on the proposal of the Board of Directors about distribution of the profit generated in 2013;
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, article 399 of Turkish Commercial Code and Article 17/A of the Articles of Association of our Company;
15. Submitting donations and aids policy to the approval of the General Assembly pursuant to Corporate Governance Principles;
16. Informing the General Assembly about the donations and aids made in 2013;
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;

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;
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;
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;
21. Informing the Shareholders regarding the “Information Policy” prepared pursuant to Special Situations Communiqué;
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;
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;
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;
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;
26. Discussing and voting for authorizing the Board of Directors to establish Special Purpose Vehicle(s) when required for above mentioned acquisitions;
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;
28. Comments and closing.