

**FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS OF  
TÜRK TELEKOMÜNİKASYON A.Ş.**

**Invitation to the Ordinary General Assembly Meeting of the fiscal year of 2015**

The Ordinary General Assembly of our Company shall convene at the address of Türk Telekomünikasyon A.Ş. Headquarters, Turgut Özal Bulvarı 06103 Aydınlıkevler Ankara, at 10:30 a.m., on Thursday, 31<sup>st</sup> of March, 2016 to negotiate and reach at a decision in relation to the below-mentioned agenda .

The Board of Directors' Annual Report which includes the Financial Statements of the year 2015, the Independent Auditor's Report, the Corporate Governance Principles Compliance Report and Dividend Distribution Proposal of the Board of Directors and the General Assembly Information Set containing the agenda items and the explanations required for by Capital Market Board regulations shall be made available to the examination of our shareholders, three weeks prior to the date of the meeting, in due of legal time, at our Company's Headquarters, on the Company's website of [www.ttinvestorrelations.com](http://www.ttinvestorrelations.com), on the Public Disclosure Platform and in the Electronical General Assembly System. Besides, the Dividend Distribution Table attached to the Dividend Distribution Proposal of the Board of Directors has been announced on the Public Disclosure Platform within the applicable legal period.

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 our 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 Electronical General Assembly System to access the Central Registry Agency "CRA", from the website of our Company which can be located at [www.ttinvestorrelations.com](http://www.ttinvestorrelations.com) or the contact addresses 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 No: 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 our Company at the close of business on Friday, 25<sup>th</sup> of March, 2016 at 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. 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.

## **TÜRK TELEKOMÜNİKASYON A.Ş.**

### **AGENDA FOR ORDINARY GENERAL ASSEMBLY MEETING 2015**

**March 31, 2016**

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 2015;
4. Reading the Auditor's Report for the year 2015;
5. Reading, discussing and approving the balance sheet and profit/loss accounts for the year 2015;
6. Releasing the members of the Board of Directors for the operations and transactions of our Company during 2015;
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. Defining the salaries of the Members of the Board of Auditors;
10. Discussing and resolving on the proposal of the Board of Directors regarding the

distribution of the profit generated in 2015;

11. Election of the Auditor for the purpose of auditing our Company's operations and accounts for the year 2016 pursuant to 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 2015;
13. Informing the General Assembly about the guarantees, pledges and mortgages given by our Company in 2015 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 2015 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 2015**

**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 2015 to be held on Thursday, 31<sup>st</sup> of March, 2016, 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 equivalents, 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 (*)	Acce	Reject	Dissention
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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 2015;			
6. Releasing the Board of Directors Members for operations and transactions of our Company during 2015;			
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. Defining the salaries of the Members of the Board of Auditors;			
10. Discussing and resolving on the proposal of the Board of Directors regarding the distribution of the profit generated in 2015;			
11. Election of the Auditor for the purpose of auditing our Company's operations and accounts for the year 2016 pursuant to 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;			
<b>19.</b> 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 approve 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 approve 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