

**TÜRK TELEKOMÜNİKASYON A.Ş.****INFORMATION DOCUMENT IN RELATION TO THE  
ORDINARY GENERAL ASSEMBLY MEETING OF 02.04. 2019**

The ordinary general assembly for the year, 2018 of our Company Türk Telekomünikasyon A.Ş. (“Company”) to be held at the address of Türk Telekomünikasyon A.Ş. headquarters, Turgut Özal Bulvarı 06103 Aydınlıkevler Ankara, at 10:00 a.m., on Tuesday, 2<sup>nd</sup> of April, 2019 to negotiate and reach at a decision in relation to the below mentioned agenda.

The Financial Statements, the auditor’s report, Corporate Governance Principles Compliance Report for the year 2018 and the board of directors annual report which includes the proposal of the board of directors about distribution of the profit generated in 2018 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 mneeting 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 Electronical 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 electronical 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 Friday, 29<sup>st</sup> of March, 2019 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	Levent Yapılandırma Yönetimi A.Ş.	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
Total		3,500,000,000.00	100

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 the 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 Aydınlikevler Ankara, at the website of [www.ttinvestorrelations.com](http://www.ttinvestorrelations.com) and electronical 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 2018 TO BE HELD ON 02.04.2019****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 General Assembly Meetings of Corporations, and under the provisions of Ministry of Industry and Trade Commissary Regulations ("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 2018;**

This agenda item will not be voted on and has only been provided for information purposes. The 2018 annual report, approved under the decision of the board of director's no. 39 dated 28.02.2019 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 2018;**

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 2018 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 2018;**

Consolidated balance sheet and profit/loss accounts related to our activities between 01 January 2018 - 31 December 2018, 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. 13 dated 30.01.2019, 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 2018;**

The release of each member of the board of directors from the operations and actions of the Company during the year 2018 be presented to the general assembly for approval, as per the provisions of the Turkish Commercial Code.

**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;**

Aclan Acar was appointed as the board member on 07.03.2019 to the board membership position, which became vacant due to the resignation of Bülent Aksu, who was elected from among the nominees nominated by Group A Shareholder on the Extra Ordinary General Assembly Meeting dated 25 January 2019.

Ertuğrul Altın was appointed as the board member on 12.03.2019 to the board membership position, which became vacant due to the resignation of Emre Derman, who was elected from among the nominees nominated by Group A Shareholder on the Extra Ordinary General Assembly Meeting dated 25 January 2019.

Aclan Acar’s and Ertuğrul Atın’s appointment to the board of directors will be submitted to the General Assembly’s approval in accordance with Article 363 of Turkish Commercial Code.

**Aclan Acar**

Aclan Acar started his career in 1974. After working for the state-owned Halkbank for three years, he joined the Central Bank of Turkey in 1978 where he served in different departments until 1990. During this period Mr. Acar undertook several managerial responsibilities including establishing trading room, managing open market account for domestic operations, reorganizing and managing foreign exchange

transactions division of money markets and treasury department of the Central Bank. Mr. Acar has been continuing his career within the Doğuş Group, one of the leading conglomerates of Turkey, since September 1990. First, he started at Garanti Bank, one of the leading private banks in the country, as the Executive Vice President in charge of Treasury and Financial Institutions. At this position, he also undertook administration of international branches and representative offices of Garanti Bank. Between 1994-1996 period, he served as the President and Chief Executive Officer of Bank Ekspres, then owned by the Group. Following acquisition of Ottoman Bank, the oldest and one of the most respected banks of the country, by the Doğuş Group in June 1996, Mr. Acar was appointed as the President and Chief Executive Officer of the Bank. Since April 2000 he serves as a Member of Board and the Executive Committee of Doğuş Group. Between the years 2001-2005 he served as the Chairman of Tansaş and in the meantime as the Chairman of Garanti Insurance and Garanti Pension Company. Between February 2006-March 2018, he acted as Chairman of Doğuş Otomotiv Servis Ticaret A.Ş. and Doğuş Oto Pazarlama A.Ş. Between March 2018- December 2018, he acted as the CEO and the Chairman of Doğuş Yayın Grubu.

Mr. Acar took his undergraduate degree from the Academy of Economics and Commercial Sciences in Ankara. Later on, he received his MS degree in Banking and Insurance from the same university. Between the years of 1985-1986, he attained his MA degree in Economics from Vanderbilt University, Nashville, Tennessee, USA.

### **Ertuğrul Altın**

Born in 1967, Ertuğrul Altın graduated from Yıldız University with a degree in mechanical engineering. He successfully completed the Management Certification Program (8 months) at Marmara Contemporary Management Techniques Foundation and University of Maine, and also attended a graduate program in the European Community Institute at Marmara University. He started his career in 1990 in his family business. Between 1996 and 2004, he worked as an engineer, specialist, supervisor, manager and last, as district manager at İGDAŞ (İstanbul Gas Distribution Co.), and as General Manager of Bursagaz of the Çalık Group from 2004 to 2008. He worked as a freelance consultant in 2008 and 2009, and published a book titled Dört Yılda Kalite Ödülüne - Bir Örnek Olay (A Case Study: A Quality Award in Just Four Years). He acted as General Manager of Trakya Gaz and Gazdaş companies at the Zorlu Group from 2009 to 2011. He worked as General Manager of TANAP from 2011 to 2013, and was involved in the negotiation process on behalf of SOCAR Turkey, and was a member of the Technical Contract Committee at TANAP on behalf of SOCAR in 2014 and 2015. He served as an advisor to the Minister at the Ministry of Energy and Natural Resources between 2015 and 2017. Ertuğrul Aydın serves as advisor to the Minister at the Ministry of Treasury and Finance, and is Member of Board of Borsa İstanbul. Altın is married and father of two, and he is proficient in English.

### **8. 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 2019 will be determined.

**9. Discussing and resolving of the board of directors' dividend distribution proposal;**

Pursuant to the board of directors resolution dated January 31, 2019 in relation to distribution of the profit generated in 2018, the Company's loss incurred as a result of its activities performed between dates 01/01/2018 – 31/12/2018 according to the independently audited consolidated financial tables prepared in accordance with the provisions of "CMB Communiqué About Financial Reporting in Capital Markets No.II-14.1" is TL 1,391,261,128 and the loss calculated within the scope of the provisions of Tax Procedure Law is TL 1,965,757,320 and the distribution of the profit shall not be made for 2018 due to the loss incurred according to 2018 consolidated financial statements of the Company and within the scope of Tax Procedure Law.

Aforementioned proposal of the Company's board of directors will be submitted to the approval of the General Assembly.

**10. Election of the auditor for the purpose of auditing the Company's operations and accounts for the year 2019, pursuant to article 399 of Turkish Commercial Code and article 17/A of the Articles of Association of the Company;**

Signing independent audit agreement with independent audit company to be determined for the audit assignment on the operations and accounts of the Company for the year 2019 as per 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.

Signing independent audit agreement between our Company and Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (KPMG) to examine our Company's operations and accounts for the year 2019 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.

**11. Informing the general assembly about the donations and aids executed in 2018;**

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

Total amount of donations and aids in 2018 is TL 27.120.534.

**12. Informing the general assembly about the guarantees, pledges and mortgages given by the company in 2018 in favor of third parties, and about revenues or interests generated in 2018;**

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 2018 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 2018 is as follows:

<b>GPMs given on behalf of the Türk Telekom Group (TL Thousand)</b>	<b>31 December 2018</b>
A. GPMs given on behalf of the Company's legal personality	2,389,684
B. GPMs given in favor of subsidiaries included in full consolidation	1,531,807
C. GPMS given by the Company for the liabilities of 3rd parties in order to run ordinary course of business	1,278,718
D. Other GPMs	-
i. GPMs given in favor of parent company	-
ii. GPMs given in favor of Company companies not in the scope of B and C above	-
iii. GPMs given in favor of third party companies not in the scope of C above	-
<b>Total</b>	<b>5,200,209</b>

Based on law 128/1 of Turkish Code of Obligations, the Group has given guarantee to distributors amounting to TL 1,278,718 thousand for the financial obligation that would arise during the purchase of devices that will be sold as commitment sales by the Group. The guarantees has given to the banks 25,489 thousand TL, 215,837 thousand TL, 37,792 thousand TL Akbank T.A.Ş., Türkiye Garanti Bankası A.Ş. ve Türkiye İş Bankası A.Ş. respectively.

**13. 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.ttinvestorrelations.com/en-us/announcements-disclosures/pages/regulatorydisclosures.aspx>

**14. 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 2018 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 our Company or its subsidiaries, and who participate in commercial activities similar to those conducted by our 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 our Company must be submitted for the information of the shareholders at the general assembly.

**15. 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 <http://www.ttinvestorrelations.com/enus/corporate-governance/pages/policies.aspx>.

**16. 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 Euros which will be separately valid for each acquisition;**

Our 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.

**17. 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 our Company and its subsidiaries.

**18. 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 transactions with our company and borrowing” and “non-competition”. In order to comply with these regulations, the permission will be put to the vote at the general assembly.

**19. Comments and closing.**