

TÜRK TELEKOMÜNİKASYON A.Ş.
2009 ORDINARY GENERAL ASSEMBLY MEETING
INFORMATION DOCUMENT

The Ordinary General Assembly of our Company shall convene at the address of Türk Telekomünikasyon A.Ş. Genel Müdürlük Kültür Merkezi, Turgut Özal Bulvarı 06103 Aydınlikevler Ankara, at 10:30 a.m., on Tuesday, 6th of May, 2010 to negotiate the below-mentioned agenda and reach at a decision thereupon.

Our shareholders whose shares are taken at the custody accounts of investors of the Financial Intermediaries by the Central Registry Agency (CRA) and wish to attend our General Assembly Meeting should act in conformity with the provisions regulating the procedures of the "General Assembly Withholding" set forth on Annex of the General Letter No: 2005/28 concerning the relevant rules of CRA duties and procedures provided at the web address of http://www.mkk.com.tr/MkkComTr/assets/files/tr/yay/formlar/is_bilisim.pdf and have themselves registered into the Withholding List of the General Assembly

The commencement date of the General Assembly Withholding is at 08.30 a.m., on Monday, 15th of March, 2010 and the last date of withholding is at 05.00 p.m., on Friday, 26th of March, 2010. It is hereby requested from our shareholders to apply to CRA or financial intermediaries and block their shares for the General Assembly Meeting within the said time period and have the General Assembly Withholding Letters with them during the General Assembly Meeting.

As mentioned in the General Letter No:294 of CRA, the rightful investors may attend to the General Assembly Meeting after the registration of their shares before CRA pursuant to interim provision 6 of Capital Market Law. It is hereby submitted for the information of our Shareholders that those who do not have themselves registered into the Withholding List of the CRA cannot attend the meeting as per the laws.

Our shareholders who cannot attend the meeting in person should arrange their proxies in accordance with the attached specimen or provide the proxy form on the website of the company at www.turktelekom.com.tr by complying with requirements stipulated as per the communiqué of the Capital Markets Board Serial: IV, Number: 8 and present their power of attorney whose signature is certified by the notary public or for our foreign shareholders, the Turkish translation thereof to the headquarter of our Company at the close of business on Friday, 2nd of April, 2009 at the latest.

Our Company's shares are divided into groups called A, B, C and D. Each group of shares can use one vote while the maximum vote number is 350,000,000,000.

According to article 362 of Turkish Commercial Code, balance sheet and loss/profit accounts, Board of Directors and Legal Auditors Reports and Dividend Distribution Offer for the year 2009 shall be made available to the examination of our shareholders, 21 days prior to the date of the meeting at the head office of our company, located at the address of Türk Telekomünikasyon A.Ş. Genel Müdürlük Kültür Merkezi, Turgut Özal Bulvarı 06103 Aydınlikevler Ankara and at the website of www.turktelekom.com.tr.

Regards,

Türk Telekomünikasyon A.Ş.

Board of Directors

TÜRK TELEKOMÜNİKASYON A.Ş.

AGENDA OF ORDINARY GENERAL ASSEMBLY MEETING

FOR THE YEAR 2009 TO BE HELD ON ON APRIL 06, 2010

1. Opening and Election of the Chairmanship Committee;

The Chairmanship Committee will be elected in accordance with the Turkish Commercial Code and the Regulation on General Assembly Meetings of Corporations, and under the provisions of Ministry of Industry and Trade Commissary Regulations (Regulation).

2. Authorization of the Chairmanship Committee to sign the minutes of the General Assembly Meeting and the List of Attendees;

The authorization of the Chairmanship Committee by the General Assembly to take the minutes will be voted in accordance with the Turkish Commercial Code and the Regulation

3. Reading of the Board of Directors annual report for the year 2009

2009 Annual Report, approved by the Board of Directors on 8th of March, 2010, will be read. Our shareholders can find the Annual Report on the website below or at our Company's headquarter.

http://www.turktelekom.com.tr/telekom/eng/pdf/financial_operational/2009/TT-2009-YE-Annual-Report.pdf

4. Reading of the Audit Board report for the year 2009;

Audit Board report for the year 2009 will be read. Our shareholders can find the Audit Board report, which is prepared by the Audit Board in accordance with the Turkish Commercial Code, at the Company's headquarter or they can find the report below.



AUDIT BOARD
REPORT_ENG.pdf

5. Reading of the Independent Audit Company's report summaries for the year 2009;

Independent Audit Company's report summaries for the year 2009 will be read. Independent Audit Company report, prepared in accordance with the Turkish Commercial Code and Capital Markets Board legislation, are available at our Company's headquarter and at http://www.turktelekom.com.tr/telekom/eng/pdf/financial_operational/2009/TT-2009-YE-Financial-Statements.pdf

6. Reading, discussing and approving of the balance sheet and the profit/loss accounts for the year 2009;

Consolidated balance sheet and loss/profit accounts prepared in accordance with the

financial statement format set by the International Financial Reporting Standards (IFRS), as per the Turkish Commercial Code and Capital Markets Board legislation, will be read and presented to the General Assembly for approval.

7. Release of the members of Board of Directors from the operations and actions of the Company during the year 2009;

The release of the members of Board of Directors from the operations and actions of the Company during the year 2009 will be presented to the General Assembly for approval, under the provisions of the Turkish Commercial Code.

8. Release of the Audit Board members from the operations and actions of the Company during the year 2009

The release of the Audit Board members from the operations and actions of the Company during the year 2009 will be presented to the General Assembly for approval, under the provisions of the Turkish Commercial Code.

9. Discussing and deciding on the proposal of the Board of Directors regarding dividend distribution for the year 2009;

According to the Board Recommendation of Dividend Distribution dated 11th of February,2010;

It is decided to recommend to distribute the 100% of the remaining profit of 2009 as cash dividend after first and second legal reserves are set aside which is 1,589,712,275 TL to the General Assembly to be held on April 6, 2010. This amount corresponds to 0.4542035 Kurus (%45.42035) gross cash dividend per each share worth for 1 Kurus nominally.

The details of the proposal to General Assembly are the following,

It is resolved for the decision of our Company's General Assembly to be held on April 6,2010;

1. Our company's net profit of the fiscal year 2009 according to the independently audited consolidated financials prepared in accordance with "CMB Communique About Financial Reporting in Capital Markets Serial: XI No:29" is 1,831,730,000 TL and according to the Turkish Commercial Code clauses and Tax Procedure Law is 2,746,613,306 TL,
2. According to the CMB announcement dated January 27, 2010, the profit after tax amount of 1,831,730,000 TL is the base amount for dividend distribution,
3. In accordance with Article 466 of Turkish Commercial Code, it is obligatory to set aside first legal reserves until the reserve amount reaches 20% of the paid in capital. Since the reserve amount will reach to 20% of the paid in capital, by setting aside 100,546,497 TL as first legal reserves, to set aside 100,546,497 TL as first legal reserves for 2009.
4. After setting aside the first legal reserve of 100,546,497 TL from consolidated net profit of 1,831,730,000 TL (base amount for dividend distribution), remaining 1,731,183,503 TL shall be the distributable profit of 2009. Adding the donations made in 2009 of 33,644,220 TL, 1,764,827,723 TL shall be the base for first dividend.
5. Although the minimum dividend payout ratio determined by CMB for 2009 is 0%, it is decided to distribute 20% of 1,764,827,723 TL (first dividend base), 352,965,545 TL as cash first dividend, in accordance with "CMB Communique Serial IV No: 27" . The second legal reserve

of 141,471,228 TL shall be set aside and the remaining 1,236,746,731 TL shall be distributed as cash second dividend.

- a. Total cash dividend amount to be distributed of 1,589,712,275 TL shall be covered by current period net profit
 - b. Accordingly 0.4542035 Kurus (%45.42035) gross cash dividend per each share worth for 1 Kurus nominally shall be distributed to our shareholders and total gross cash dividend distribution amount shall be 1,589,712,275 TL.
6. The distribution of the cash dividends to our shareholders shall begin on May 24, 2010, at Merkezi Kayıt Kuruluşu A.Ş. Süzer Plaza Askerocağı Caddesi No:15 Kat:2 34367 Elmadağ-Şişli İstanbul.

Dividend Distribution Table and Dividend Per Share Table, complying with requirements stipulated as per the communiqué of the Capital Markets Board Serial: IV, Number: 27 are below:

**2009 DIVIDEND DISTRIBUTION TABLE OF TÜRK TELEKOMÜNİKASYON A.Ş. FOR THE YEAR ENDED 31 DECEMBER 2009
(TL)**

1) Paid / Issued Capital	3.500.000.000
2) Total Legal Reserves (in accordance with statutory records)	1.493.184.127
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 Tax the Year		2.504.668.000	3.442.666.738
4) Tax Expenses (-)		672.938.000	696.053.432
5) Net Profit for the Period (=)	(3-4)	1.831.730.000	2.746.613.306
6) Prior Years' Losses (-)		0	0
7) First Legal Reserves (-)	$((5SR-6SR)*0,05)$	100.546.497	100.546.497
8) NET DISTRIBUTABLE PROFIT (=)	(5-6-7)	1.731.183.503	2.646.066.808
9) Donations made during the year (+)		33.644.220	
10) Net distributable profit including donations that is the base of calculation of first legal reserves	(8+9)	1.764.827.723	
11) First Dividend	(10*the minimum rate determined by CMB)		
- Cash		352.965.545	
- Share			
- Total			
12) Dividend paid to preference shares	(Amount of the dividend for privileged shareholders in accordance with the articles of Association)		
13) Dividend paid to the Board Member			
14) Dividend paid to redeemed share owners			
15) Second Dividend		1.236.746.731	
16) Second Legal Reserves	$((11+12+13+14+15+20)-(H4*0,05))/10$	141.471.228	
17) Status Reserves		0	
18) Special Reserves		0	
19) EXTRA ORDINARY RESERVES	5-(6+7+11+12+13+14+15+16+17+18)	0	
20) Other Distributable Sources			
-Prior Years' Profits			
-Extra Ordinary Reserves			
-Other Distributable Reserves in accordance with legislation			

TÜRK TELEKOMÜNİKASYON A.Ş.

DIVIDEND PAYOUT RATIO INFORMATION				
DIVIDEND PER SHARE				
	GROUP	TOTAL DIVIDEND AMOUNT (TL)	DIVIDEND TO BE DISTRIBUTED FOR EACH SHARE TRADED WITH A NOMINAL VALUE OF TL 1	
			AMOUNT (TL)	PERCENTAGE (%)
GROSS	A	874,341,751.25	0.4542035	45.42035
	B	441,145,156.31	0.4542035	45.42035
	C	0	0	0
	D	274,225,367.43	0.4542035	45.42035
	TOTAL	1,589,712,275	0.4542035	45.42035
NET	A*	874,341,751.25	0.4542035	45.42035
	B**	374,973,382.87	0.386073	38.60730
	C***	0	0	0
	D****	233,091,562.32	0.386073	38.60730
	TOTAL	1,482,406,696.44		
THE RATIO OF DIVIDEND DISTRIBUTED TO NET DISTRIBUTABLE INCOME INCLUDING DONATIONS				
DIVIDEND DISTRIBUTED TO SHAREHOLDERS (TL)	THE RATIO OF DIVIDEND DISTRIBUTED TO SHAREHOLDERS TO NET DISTRIBUTABLE INCOME INCLUDING DONATIONS (%)			
1,589,712,275	90.08			

*Group A shares of our Company are owned by Oger Telecom. As Oger Telecom is a full liability tax payer, there will be no withholding tax in the dividend payment.

** Group B shares of our Company are owned by the Turkish Treasury and are subject to withholding tax.

*** Our Company has only 1 Group C share, which is owned by the Turkish Treasury and does not have the right to get dividend payment according to our Articles of Association.

**** Group D shares of our Company constitute 17.25% of the total capital. 2.25% of these shares are owned by the Turkish Treasury and are non-public. As the rest of the shares, which constitute 15% of the total capital are traded in the Istanbul Stock Exchange, our Company is not able to identify shareholders as "limited liability tax payer, full liability tax payer, real person or legal person". Gross and net dividend calculation for this group is made on the assumption that all of the Group D shares are subject to withholding tax.

10. **Discussing and deciding on the Board of Directors' proposal, given pursuant to the recommendation of the Company's Audit Committee, offering that the Independent Audit Company Guneş Bağımsız Denetim ve SMMM A.Ş. (Ernst&Young) shall continue its audit assignment on the operations and accounts of the Company for the year 2010 as per Article 14 of the Regulation on Independent External Audit in the Capital Markets issued by the Capital Market Board and Article 17/A of the Articles of Association of the Company;**

The Board of Directors' proposal will be presented to the General Assembly for approval,

given pursuant to the recommendation of the Company's Audit Committee, offering that the Independent Audit Company Guneş Bağımsız Denetim ve SMMM A.Ş. (Ernst&Young) shall continue its audit assignment on the operations and accounts of the Company for the year 2010 as per Article 14 of the Regulation on Independent External Audit in the Capital Markets issued by the Capital Market Board and Article 17/A of the Articles of Association of the Company.

11. Giving information to the General Assembly regarding the Code of Ethics prepared by the Board of Directors in accordance with the Corporate Governance Principles ;

The Code of Ethics prepared by the Board of Directors in accordance with the Corporate Governance Principles will be submitted to the General Assembly's knowledge. This agenda item will not be voted and only has the aim to give information. Our Company's Code of Ethics is available at <http://www.turktelekom.com.tr/tt/portal/InvestorRelations/Corporate-Governance/Code-of-Ethics>

12. Giving information to the General Assembly regarding the dividend distribution policy in accordance with the Corporate Governance Principles ;

Our dividend policy is to distribute 100% of distributable profit which is calculated based on Capital Markets Board regulations. The Board takes into account short-term financial liabilities of the Group and covenants agreed with the lenders while deciding on the dividend distribution proposal, as well. This agenda item will not be voted and only has the aim to give information.

13. Reading the written explanation of the Independent Audit Company on the compliance of the financial statements and other reports with the standards, the accuracy and integrity of the information therein and the non-existence of any issues hindering its or its affiliates' independency in the services provided to our Company and to its subsidiaries/affiliates;

This agenda item will not be voted and only has the aim to give information. As per the requirements of Corporate Governance Principles, the written explanation of the Independent Audit Company on the compliance of the financial statements and other reports with the standards, the accuracy and integrity of the information therein and the non-existence of any issues hindering its or its affiliates' independency in the services provided to our Company and to its subsidiaries/affiliates should be received. This written explanation is available at our Company's headquarter, while it will be also read during the General Assembly.

14. Giving information to the General Assembly regarding the disclosure policy prepared by the Board of Directors;

This agenda item will not be voted and only has the aim to give information. The disclosure policy prepared by the Board of Directors is available at <http://www.turktelekom.com.tr/tt/portal/InvestorRelations/Corporate-Governance/Disclosure-Policy>

15. Giving information to the General Assembly regarding the donations made during 2009;

This agenda item will not be voted and only has the aim to give information.

Donations/aids to various organizations	18,921,245.99
Donations/aids to education organizations	14,722,974.23
Total	33,644,220.22

16. Giving information to the General Assembly regarding the transactions made with the related parties during 2009;

This agenda item will not be voted and only has the aim to give information. Summary of the report prepared by Güney Independent Auditing and SMMM A.Ş. regarding the transactions made with the related parties during 2009 is available at our Company's headquarter. The above mentioned report will be read during the General Assembly.

17. Giving information to the General Assembly regarding the guarantees, pledges and mortgages provided by the Company to third parties or the derived income or interest thereof, in accordance with the Decision of the Capital Markets Board dated 09/09/2009 and numbered 28/780;

This agenda item will not be voted and only has the aim to give information. 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 our Company's headquarter. 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.

18. Deciding on permitting the members of the Board of Directors to carry out businesses directly or on behalf of others within or outside of the Company's fields of activity or to participate in companies engaged in such businesses and to perform other acts in accordance with the articles 334 and 335 of the Turkish Commercial Code;

In accordance with the articles 334 and 335 of the Turkish Commercial Code, the Board of Directors must have the General Assembly's permission to carry out businesses directly or on behalf of others within or outside of the Company's fields of activity or to participate in companies engaged in such businesses and to perform other acts. This permission will be put to the vote at the General Assembly.

19. Wishes and closing