

TÜRK TELEKOMÜNİKASYON A.Ş.

AGENDA FOR ORDINARY GENERAL ASSEMBLY MEETING 2012

May 28, 2013

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 2012;
4. Reading the Statutory Board of Auditors annual report for the year 2012;
5. Reading the summary reports of the Independent Audit Company for the year 2012;
6. Reading, discussing and approving the balance sheet and profit/loss accounts for the year 2012;
7. Releasing the Board of Directors Members for operations and transactions of our Company during 2012;
8. Releasing the Statutory Auditors for operations and transactions of our Company during 2012;
9. According to Article 16 of Articles of Association of our Company, election of the members of Board of Auditors in place of the members whose membership has expired as of 31.03.2013, defining their terms of office and the salaries;
10. Temporary appointments made by the Board of Directors to the Board of Directors for the positions became vacant because of 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;
11. Defining the salaries of the Board of Directors Members;
12. Discussing and resolving on the proposal of the Board of Directors about distribution of the profit generated in 2012;
13. Resolving on signing an agreement with Güney Bağımsız Denetim ve SMMM A.Ş., the independent audit company with which our Company is currently working, for the purpose of auditing our Company's operations and accounts for the year 2013, as per Article 14 of the Regulation on Independent External Audit in Capital Markets published by the Capital Markets Board, article 399 of Turkish Commercial Code and Article 17/A of the Articles of Association of our Company;
14. Submitting donations and aids policy to the approval of the General Assembly pursuant to Corporate Governance Principles;
15. Reading and discussing the Internal Directive that is prepared by the Board of Directors containing the rules for the Working Merits and Procedures of the Company's General Assembly;
16. Provided that the required approvals from Capital Markets Board and of Republic of Turkey Ministry of Customs and Trade are obtained; approving the amendment draft relating to the amendments to

Article 9 **“The Qualifications and Conditions of Members of the Board of Directors”**, Article 17/A **“The External Audit Company”**, Article 18 **“General Assembly”** of the Company’s Articles of Association;

17. Informing the General Assembly about the donations and aids made in 2012;
18. Informing the Shareholders about the dividend distribution policy;
19. 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;
20. Informing the General Assembly about transactions made during 2012 with related parties and their valuations as per Article 5 of the Communiqué Serial IV No. 41 of the Capital Markets Board;
21. Informing the General Assembly about the guarantees, pledges and mortgages given by our Company in 2012 in favor of third parties, and about revenues or interests generated, under Decision 28/780 dated 09.09.2009 of the Capital Markets Board;
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 senior executives, their spouses and their relatives by blood and marriage up to the second degree that are performed within the year 2012 relating to make material transactions 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 Serial: IV, No:63;
24. 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;
25. Discussing and voting for authorizing the Board of Directors to establish Special Purpose Vehicle(s) when required for above mentioned acquisitions;
26. 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;
27. Comments and closing.