

**TÜRK TELEKOMÜNİKASYON A.Ş.**  
**14 NOVEMBER 2011 EXTRAORDINARY GENERAL ASSEMBLY MEETING**  
**INFORMATION DOCUMENT**

The Extraordinary General Assembly of our Company shall convene at the address of Türk Telekomünikasyon A.Ş. Headquarters, Turgut Özal Bulvarı 06103 Aydınlıkevler Ankara, at 03:00 p.m., on Monday, 14th of November, 2011 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 Meeting Blockage set forth in the “Rules and Policies of Procedure for Work and Informatics in Central Registry Agency” provided at the web address of <http://www.mkk.com.tr/wps/wcm/connect/e684d01c-974a-4ae5-a7df-8a41440cb2b1/is+ve+bilisim+uygulama+ilke+ve+kurallari.pdf?MOD=AJPERES> and have themselves registered into the Blockage List of the General Assembly.

The commencement date of the General Assembly Meeting Blockage is at 08.30 a.m., on Monday, 17th of October, 2011 and the last date of blockage is at 05.00 p.m., on Friday, 11th of November, 2011. 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 Blockage 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 Blockage 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 websites of the company at [www.turktelekom.com.tr](http://www.turktelekom.com.tr) and [www.ttinvestorrelations.com](http://www.ttinvestorrelations.com) 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 till noon on Monday, 14th November, 2011 at the latest.

Our 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 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 are 192.500.000.000; (ii) Group B shares are 97.124.999.999; (iii) Group C share is 1; (iv) non-listed Group D shares are 7.875.000.000 and (v) listed Group D shares are 52.500.000.000.

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 information set including the relevant explanations regarding the agenda items shall be made available to the examination of our shareholders, at the head office of our company, located at the address of Türk Telekomünikasyon A.Ş. Genel Müdürlük Kültür Merkezi, Turgut Özal Bulvarı 06103 Aydınlıkevler Ankara and at the website of [www.ttyatirimciiliskileri.com.tr](http://www.ttyatirimciiliskileri.com.tr).

Regards,

Türk Telekomünikasyon A.Ş.  
Board of Directors

**TÜRK TELEKOMÜNİKASYON A.Ş.**  
**AGENDA OF EXTRAORDINARY**  
**GENERAL ASSEMBLY MEETING TO BE HELD ON 14.11.2011**

**1. Opening and Election of the Chairmanship Committee,**

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

**2. Authorizing the Chairmanship Committee to sign the minutes of the Extraordinary 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 TCC and the Regulation.

**3. 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 as per Article 10 of the Articles of Association of our Company and Article 315 of the Turkish Trade Law 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;**

Temporary appointment of Rami Aslan as board member representing Group A Shareholder made by the Board of Directors subject to the approval of the first general assembly meeting to be held, pursuant to board resolution dated 23.06.2011 and numbered 33, to the board membership position which became vacant due to the resignation of Mr. Boulos H.B. Doany on 23.06.2011, whom used to hold board membership position representing A Group Shareholder, and temporary appointment of Mehmet Habib Soluk as board member representing Group C Shareholder made by the Board of Directors subject to the approval of the first general assembly meeting to be held, pursuant to the Board resolution of our Company dated 22.07.2011 and numbered 43, it has been resolved that Mehmet Habib Soluk who had been nominated in order to represent Treasury, C Group shareholder (privileged), had been appointed as per article 10 of the Articles of Association of our Company to the vacant board member position as to be submitted to the approval of the first general assembly meeting to be held and had been granted A Group signatory power. The approval of such appointment made by the Board of Directors as per Article 10 of the Articles of Association of our Company and Article 315 of the Turkish Trade Law and under the same conditions in order to be valid as of the appointment date for the remaining office of the Board of Directors shall be voted.

CV of Mehmet Habib Soluk is given below:

Mehmet Habib Soluk holds a degree in Mechanical Engineering from Yıldız Technical University. He served in various positions at Denizcilik Bank and Türkiye Gemi Sanayi A.Ş. Camialtı Shipyard. He worked as the Investment Planning and Supervision Branch Manager at the Directorate General of Coastal Safety, Head of Research, Planning and Coordination

Department at the Undersecretariat for Maritime Affairs, Assistant General Manager of PTT, Director General at the Coastal Safety and Ship Rescue, and Assistant Undersecretary and Undersecretary at the Ministry of Transportation. Between November 14, 2008 and March 8, 2011 he served as member on the Board of Directors. Also he served as member on Audit Committee between April 9, 2009 and March 8, 2011. He has been the board member of Türk Telekom since July 22, 2011.

CV of Rami Aslan is given below:

Mr. Aslan holds a Bachelor of Commerce degree in Finance and Management Information Systems and an MBA degree from McGill University, Canada.

Mr. Aslan is currently a member on the board of directors and audit committee of Turk Telekom and he holds his board membership in Innova, Sebit, Oger Telecom in Dubai, Cell-C and 3C in South Africa, MedGulf in Jordan. Also, Mr. Aslan currently serves as Oger Telecom Group's Senior Advisor, and has been with Oger Telecom Group since 2005.

Mr. Aslan also lead or co-lead the relationships between Oger Telecom and its subsidiaries' group partners; make major contributions to new financing activities of Oger Telecom's subsidiaries and key banking relationships for the group in coordination with the respective CFOs and corporate finance teams.

#### **4. Election of members to the Board of Directors, defining the salaries of the members of the Board of Directors;**

Due to the expiration of the term of Office of the members of Board of Directors according to article 10 of the Company's Articles of Association, who were elected on 14 November 2008, the election of members to the Board of Directors as of 14 November 2011 shall be voted.

Within the letter of Capital Markets Board (No: B.02.1.SP.K.0.13.1969-10320, 11.11.2011) the term of office of all board members to be elected to Board of Directors is limited to the next upcoming general assembly meeting; election of independent board members will not be included in the agenda of Extraordinary General Assembly Meeting and in order to be in compliance with the Communiqué (Serial IV, No:54), all actions including the amendments in the Articles of Association will be taken up until the next upcoming general assembly meeting to be held after 14.11.2011. Members of Board of Directors will be elected for 3 years according to article 10 of the Company's Articles of Association and the qualifications of board members for membership will be reevaluated in the next upcoming general assembly meeting to be held after 14.11.2011 in order to be in compliance with the letter of Capital Markets Board (No: B.02.1.SP.K.0.13.1969-10320, 11.11.2011). All actions will be taken up to comply with the Communiqué (Serial IV, No: 54)

The Board member nominees of Group A Shareholder and their CVs are given below:

#### **Mohammed Hariri**

Mr Mohammed Hariri was born in 1958. Holding a degree in Management Engineering from the University of Ottawa, Mohammed Hariri has been a part of the management of Saudi Oger Ltd. for more than 25 years. He holds seats as chairman or member on the boards of

directors of various Saudi Oger subsidiaries in a number of countries and industries such as telecommunications, construction, energy and air transport. Elected as a member of the Board of Directors of Türk Telekom on 14 November 2005, Mohammed Hariri has served as the Chairman of the Audit Committee between June 16, 2008 and April 9, 2009 and has been serving as the Chairman of the Board since April 22, 2008 and as the Chairman of Executive Committee since April 9, 2009.

The jobs and duties of Mohammed Hariri within the last ten years and his reasons of leaving there from and information regarding related parties and corporations of business relationship and its nature are stated in the chart given herein below:

<b>DATE</b>	<b>DUTY</b>	<b>REASON FOR LEAVING</b>
2005-...	GroupMed Sal – (Holding) Chairman of Board of Directors	Holds
2005	BankMed Company and subsidiaries - Chairman of Board Directors, CEO	Holds
August 2005 -.....	Company of Oger Telecom – Dubai, UAE Chairman Board of Directors	Holds
September 2006-.....	Avea İletişim Hizmetleri A.S. - Chairman of Board Directors	Holds
2008-.....	Türk Telekom A.Ş - Chairman of Board of Directors	Holds
2009-.....	Türk Telekom A.Ş - Chairman of Executive Committee	Holds
2008-2009	Türk Telekom A.Ş - Chairman of Audit Committee	Change Position
2005-.....	Irak Investment Holding - Chairman of Board of Directors	Holds
2005-.....	Al Mal Investment Holding - Chairman of Board of Directors	Holds
December 2007-.....	SAUDIMED Investment Company - Chairman of Board of Directors	Holds
March 2003-.....	Saudi Oger Ltd – KSA Company Senior Vice President and Board Member	Holds
November 2005-.....	Arab Bank PLC – Jordan Company – Board Member	Holds

June 1999-.....	3C Telecommunications (PTY) Ltd – South Africa – Board Member	Holds
2005-.....	Ojer Telekomunikasyon A.S - – Board Member	Holds
June 2003-.....	Entreprise de Travaux Internationaux (ETI) – France – Board Member	Holds
May 2003-.....	Oger International S.A. – France – Board Member	Holds
December 2007- September 2007	T – Bank Istanbul - Chairman of Board of Directors	Change of position

<b>RELATED PARTIES AND CORPORATIONS OF BUSINESS RELATIONSHIP</b>	<b>RELATIONSHIP AND ITS NATURE</b>
Avea İletişim Hizmetleri A.Ş - Subsidiary	Chairman of Board of Directors (Holds)
Saudi Oger Limited– KSA	Senior Vice President and Board Member (Holds)
Ojer Telekomunikasyon A.Ş - Subsidiary	Board Member (Holds)
Oger International S.A. – France	Board Member (Holds)

### **Saad Zafer M Al Kahtani**

Mr Saad Zafer M Al Kahtani was born in 1964. After receiving his B.S. degree in engineering from the University of Petroleum and Minerals, Saad Zafer M Al Kahtani pursued master's studies in business management/marketing at the King Saudi University. Kahtani is currently the Vice President of Individual Sector Services at Saudi Telecom Company where he held various senior positions since 1986. Saad Zafer M Al Kahtani has been a member of the Board of Directors at Türk Telekom since July 30, 2008 and member of Executive Committee since April 9, 2009. Mr. Kahtani served as the member of the Audit Committee between January 7, 2009 and April 9, 2009. He is also currently a member on the board of directors of Ojer Telekomunikasyon A.Ş.

The jobs and duties of Saad Zafer M Al Kahtani within the last ten years and information regarding related parties and corporations of business relationship and its nature and his reasons of leaving there from are stated in the chart given herein below:

<b>DATE</b>	<b>DUTY</b>	<b>REASON FOR LEAVING</b>
1986 -	Vice President of Individual Sector Services – Saudi Telecom Company	Holds
2008 -	Türk Telekom – Board Member	Holds
2008-	Ojer Telekomünikasyon A.Ş. –Board Member	Holds
2009-	Türk Telekom – Executive Committee Member  (He was a member of Audit Committee within the same year)	Holds

<b>RELATED PARTIES AND CORPORATIONS OF BUSINESS RELATIONSHIP</b>	<b>RELATIONSHIP AND ITS NATURE</b>
Saudi Telecom Company – (Subsidiary)	Group CEO for Strategic Operations (Holds)
Ojer Telekomünikasyon A.Ş.	Board Member (Holds)

### **Abdullah Tivnikli**

Mr Abdullah Tivnikli was born in 1959 After getting his B.S. in Mechanical Engineering from Istanbul Technical University, Abdullah Tivnikli completed a business master's program at the same university. Following his involvement, upon invitation by the public authority, in the development of the legal infrastructure for the participation banking model in Turkey, he actively took part in the establishment of Albaraka Türk Participation Bank. He was a member and subsequently the vice chairman of the Board of Directors of Kuveyt Türk Participation Bank. Mr. Tivnikli has been serving as board member of Türk Telekom since 14.11.2008 and member of Executive Committee since April 9, 2009. He is presently in the management of Eksim Group, as well. Tivnikli is currently Vice Chairman of the board of directors of Argela, Assist, Innova and Sebit in Turkey and also he is a member of Board of Directors of Avea and TTNET.

The jobs and duties of Abdullah Tivnikli within the last ten years and information regarding related parties and corporations of business relationship and its nature and his reasons of leaving there from are stated in the chart given herein below:

DATE	DUTY	REASON FOR LEAVING
1986-	Eksim Yatırım Holding A.Ş. - Chairman of the Board of Directors	Holds
1988 -	Board Memeber - Kuveyt Türk Participation Bank.	Holds
2001 -	Vice Chairman of the Board of Directors - Kuveyt Türk Participation Bank.	Holds
2005 -	İstanbul Bahraini Honorary Consulate	Holds
2008-	Board Member - Türk Telekom	Holds
2009-	Member of Executive Committee – Türk Telekom	Holds
2009-	Board Member – TTNET, Avea, Argela, AssisTT, Innova, Sebit	Holds

RELATED PARTIES AND CORPORATIONS OF BUSINESS RELATIONSHIP	RELATIONSHIP AND ITS NATURE
TTNET, Avea – Subsidiary	Board Member (Holds)
Argela, AssisTT, Innova, and Sebit – Subsidiary	Vice Chairman of Board (Holds)

### **Al Hakam Marwan Moh'd Kanafani**

Al Hakam Marwan Moh'd Kanafani was born in 1965. Hakam Kanafani is a University Trustee Scholar and holds Beta Gamma Sigma honors from the United States. He graduated from the University of Maryland, College Park with a B.A. in Economics and a B.Sc. in Management Information Systems. Kanafani holds an MBA with a 4.0 GPA and he continued his Executive Education at Harvard Business School. Kanafani worked in the Apple Research Lab in College Park, Maryland and upon graduation he joined the Information Technology team based in Goddard Space Flight, NASA, and Greenbelt, Maryland. He then moved to the Middle East as the Business Development Director for Egypt's oldest running private holding company "MM Sons Conglomerate." Then he was appointed CEO of Jawwal, Palestine's first private cellular network.

Kanafani is currently the Non-Executive Director and Chairman of the board of directors of Ojer Telekomünikasyon A.Ş., TTNET, Argela, Assis, Innova and Sebit in Turkey and also he

is a member of Board of Directors of Avea and Chairman of Supervisory Board of Pantel. He has his Non-Executive Director post on the board of directors of Cell C in South Africa. Kanafani is a Young Global Leader for the World Economic Forum. He was featured in the Independent, Forbes magazine and other periodicals. In 2005, he was named as one of the 100 most influential figures in the Arab World and in 2010 was named as one of the 100 powerful Telco executives worldwide.

The jobs and duties of Al Hakam Marwan Moh'd Kanafani within the last ten years and information regarding related parties and corporations of business relationship and its nature and his reasons of leaving there from are stated in the chart given herein below:

<b>DATE</b>	<b>DUTY</b>	<b>REASON FOR LEAVING</b>
2010-.....	CEO Turk Telekom Group	Holds
2011- .....	Chairman of Supervisory Board of Pantel	Holds
2011 - .....	Chairman of Board – Ojer Telekomunikasyon A.Ş., TTNET, Sebit, Argela, Innova and Assist	Holds
2010-.....	Board Member of TTNET, Sebit, Argela, Innova and Assist	Holds
2010-.....	Board Member, Executive committee member Turk Telekom Board of Directors	Holds
2009-.....	Board Member Avea	Holds
2006-.....	Non-Executive Board Member CELL C South Africa	Holds
2000-2006	JAWWAL the Palestinian GSM Operator, CEO reporting to Chairman of Ramallah Board of Directors	A new Job Offer
2006 -2008	Oger Telecom Group Chief Synergy and Business Development Officer reporting to CEO	Change of position

<b>RELATED PARTIES AND CORPORATIONS OF BUSINESS RELATIONSHIP</b>	<b>RELATIONSHIP AND ITS NATURE</b>
TTNET A.Ş., Argela Yazılım ve Bilişim Teknolojileri Sanayi ve Ticaret A.Ş., AssisTT Rehberlik ve Müşteri Hizmetleri A.Ş., Innova Bilişim Çözümleri A.Ş., Sebit Eğitim ve Bilgi Teknolojileri A.Ş. - Subsidiary	Chairman of Board (Holds)
Avea- Subsidiary	Board Member (Holds)
CELL C South Africa	Board Member (Holds)
Oger Telecom Group	Chief Synergy and Business Development Officer (Change of Position)
Ojer Telekomünikasyon A.Ş.	Board Member (Holds)
Pantel (Subsidiary)	Chairman of Supervisory Board (Holds)

### **Ghassan Hasbani**

Mr Ghassan Hasbani was born in 1972. Having honors degree from Engineering Faculty of University of Hull in UK, Ghassan Hasbani got his master's degree in Business Administration at University of Westminster. Being a member of the Institution of Engineering and Technology in Great Britain, Hasbani is a chartered engineer. Ghassan Hasbani worked in leader companies of telecom and technology sector including Nortel Networks and Cable & Wireless and rendered service for over 10 years in the Middle East Region. Besides the Middle East, he has also experience in European, Southeastern Asia and Latin American markets. He held office as Director of the Middle East Communications and Technology Department in Booz&Company, one of the Global Management and Consultancy companies. Still holds the position of Group's General Manager responsible for International Operations in Saudi Telecom Company, Hasbani was appointed as Member of the Board and Chairman of the Audit Committee of our Company on 8th February 2011. He is also currently a member on the board of directors of Ojer Telekomüniasyon A.Ş.

The jobs and duties of Ghassan Hasbani within the last ten years and information regarding related parties and corporations of business relationship and its nature and his reasons of leaving there from are stated in the chart given herein below:

<b>DATE</b>	<b>DUTY</b>	<b>REASON FOR LEAVING</b>
1999 - 2010 –	Booz & Company (old commercial title Booz Allen & Hamilton)- Booz & Company Management Consulting Firm, Associate, Senior Associate, Principal, Vice President, Partner-in-Charge of the Telecommunications Practice in the Middle East	Emergence of new career opportunity
2010 -	Saudi Telecom Company CEO- International Operations	Holds
2011 -	Türk Telekom Board Member	Holds
2011-	Türk Telekom – Chairman of Audit Committee	Holds

<b>RELATED PARTIES AND CORPORATIONS OF BUSINESS RELATIONSHIP</b>	<b>RELATIONSHIP AND ITS NATURE</b>
Saudi Telecom Company	CEO-International Operations (Holds)
Ojer Telekomünikasyon A.Ş.	Board Member (Holds)

### **Rami Aslan**

Mr. Aslan holds a Bachelor of Commerce degree in Finance and Management Information Systems and an MBA degree from McGill University, Canada.

Mr. Aslan is currently a member on the board of directors and audit committee of Turk Telekom and he holds his board membership in Innova, Sebit, Oger Telecom in Dubai, Cell-C and 3C in South Africa, MedGulf in Jordan. Also, Mr. Aslan currently serves as Oger Telecom Group's Senior Advisor, and has been with Oger Telecom Group since 2005.

Mr. Aslan also lead or co-lead the relationships between Oger Telecom and its subsidiaries' group partners; make major contributions to new financing activities of Oger Telecom's subsidiaries and key banking relationships for the group in coordination with the respective CFOs and corporate finance teams.

The jobs and duties of Rami Aslan within the last ten years and information regarding related parties and corporations of business relationship and its nature and his reasons of leaving

there from are stated in the chart given herein below:

<b>DATE</b>	<b>DUTY</b>	<b>REASON FOR LEAVING</b>
1999 - 2005	Vice President, Citigroup, UK, Bahrain & UAE, Global Corporate and Investment Banking	Emergence of new career opportunity
2005 - ....	Saudi Oger Group Senior Advisor, M&A and Corporate Finance	Holds
2011	Türk Telekom Board Member	Holds
2011	Innova, Sebit A.Ş. Board Member	Holds
2011	Turk Telekom Member of Audit Committe	Holds

<b>RELATED PARTIES AND CORPORATIONS OF BUSINESS RELATIONSHIP</b>	<b>RELATIONSHIP AND ITS NATURE</b>
Saudi Oger Group	Senior Advisor, M&A and Corporate Finance (Holds)
Innova Bilişim Çözümleri A.Ş	Board Member (Holds)
SEBİT Eğitim ve Bilgi Teknolojileri A.Ş.	Board Member (Holds)
Oger Telecom Limited	Board Member (Holds)
CELL C South Africa	Board Member (Holds)

The Board member nominees of the Undersecretariat of Treasury of the Republic of Turkey and their CVs are given below:

**İbrahim Şahin**

Mr. İbrahim Şahin was born in 1962. After graduating from Ankara University Faculty of Law, İbrahim Şahin served in various positions at the Internal Affairs Ministry, worked as an advisor and undersecretary at the Ministry of Transportation, and as PTT General Manager. Şahin was a member of the Audit Board of Türk Telekom between December 31, 2002 and June 1, 2007, a member of the Audit Committee between June 16, 2008 and April 9, 2009 and has been Vice Chairman of the Board of Directors of since June 1, 2007, Vice Chairman of Executive Committee since April 9, 2009. Şahin has been the General Manager of TRT since November 21, 2007.

The jobs and duties of Mr. İbrahim Şahin within the last ten years and information regarding related parties and corporations of business relationship and its nature and his reasons of leaving therefrom are stated in the chart given herein below:

<b>DATE</b>	<b>DUTY</b>	<b>REASON FOR LEAVING</b>
2001-2002	Legal Counsel at the Ministry of Internal Affairs.	Promotion
2002-2003	Advisor to the Minister of Internal Affairs	Promotion
2002 - 2007	Audit Board member of Türk Telekom	Assigned to Board Membership of Turk Telekom
2003-2005	General Manager of PTT	Promotion
2005-2007	Undersecretary of the Minister of Transportation	Assigned to another duty.
2007	General Manager of TRT	Holds
2007 -	Vice Chairman of the Board of Directors of Türk Telekom	Holds
2009-	Vice Chairman of Executive Committee	Holds
2008-2009	Member of Audit Committee	Assigned

<b>RELATED PARTIES AND CORPORATIONS OF BUSINESS RELATIONSHIP</b>	<b>RELATIONSHIP AND ITS NATURE</b>
Avea İletişim Hizmetleri A.Ş., Innova Bilişim Çözümleri A.Ş, Argela Yazılım ve Bilisim Teknolojileri Sanayi ve Ticaret A.Ş.,SEBİT Eğitim ve Bilgi Teknolojileri A.S.,AssisTT Rehberlik ve Musteri Hizmetleri A.S. – (Subsidiaries)	Audit Board Member or Vice Chairman of the Board of Directors or Audit Committee Member

### **Süleyman Karaman**

Süleyman Karaman was born in 1956. He graduated from Mechanical Engineering Faculty of Istanbul Technical University. In 1981 he took his master degree from Mechanical Engineering Faculty of Istanbul Technical University, and was granted the title of High Mechanical Engineer Between 1979-1981 he worked in the prototype studies, improvement activities and compliance tests of the farm machinery and the first Turkish tractor produced by private sector. In 1981, he started to work as assistant professor in the Mechanical Engineering Faculty of Istanbul Technical University. Until 1984, beside his postgraduate studies, he also gave technical drawing and enginery lectures as Assistant Lecturer in the same Faculty Between 1984-1994, he worked as, Vice Enterprise Manager, Enterprise Manager, Vice General Manager, and Board Member in automotive sub-industry. He was appointed as the vice general director of the General Directorate of Istanbul Metropolitan Municipality Electric, Tramway and Tunnel Operations (IETT). He attended seminars such as Total Quality Management, Permanent Improvement, Synergistic Management. Besides, he participated to the organization of the I. II International Transportation Symposium and read the paper he prepared. He was appointed as advisor to the General Director in IETT in 2001, and as General Director and Board Chairman to Turkish State Railways in 2003 .

The jobs and duties of Mr. Süleyman Karaman within the last ten years and information regarding related parties and corporations of business relationship and its nature and his reasons of leaving therefrom are stated in the chart given herein below:

<b>DATE</b>	<b>DUTY</b>	<b>REASON FOR LEAVING</b>
2001-	Advisor to the General Director of IETT	Holds
2003-	General Director and Board Chairman of Turkish State Railways	Holds

### **Suat Hayri Aka**

Suat Hayri Aka was born in 1960. After graduating from İTÜ Maritime Faculty, he took master degree in Maritime and Port Management at University of World Maritime. He joined courses at several institutions of port and maritime in England, Netherland, Germany, Greece and France for 3 months. Suat Hayri Aka worked as an engineer of sea lines and unlimited master at D.B. Deniz Nakliyatı T.A.Ş. He served as Chief of Chartering at Head of D.B. Deniz Nakliyatı T.A.Ş. Gen Müdürlüğü - Tramp Taşımacılık between 1987 and 1991. He was assigned to CEO position and became co-founder of Metro Denizcilik Ltd. and its subsidiaries after pursuing operation manager in Furtrans Furtrans Denizcilik Şirketler Grubu between 1991-1992. Suat Hayri Aka who was an academican at faculty of İTÜ naval architecture and ocean engineering between 1994-2006, held seats as chairman or member on the boards of directors of KKTC Coastal Safety Company between 2003-2007. He has been serving as the member of the Avea Board since 2007 May and still holds his position at Deputy Undersecretary of Civil Aviation and International Relations in addition to EU permanent contact poin.

The jobs and duties of Mr. Suat Hayri Aka within the last ten years and information regarding related parties and corporations of business relationship and its nature and his reasons of leaving therefrom are stated in the chart given herein below:

<b>DATE</b>	<b>DUTY</b>	<b>REASON FOR LEAVING</b>
1994 – 2006	Academican at Faculty of İTÜ Naval Architecture and Ocean Engineering	Promotion
2006 – ....	Deputy Undersecretary, Ministry of Transport, Maritime and Communications	Holds
2007 - .....	Board Member, Avea İletişim hizmetleri A.Ş.,	Holds

<b>RELATED PARTIES AND CORPORATIONS OF BUSINESS RELATIONSHIP</b>	<b>RELATIONSHIP AND ITS NATURE</b>
Avea İletişim Hizmetleri A.Ş. – (Subsidiary)	Board Member (Holds)

The Board member nominee of Group C Shareholder and his CV is given below:

### **Mehmet Habib Soluk**

Mehmet Habib Soluk was born in 1950. He holds a degree in Mechanical Engineering from Yıldız Technical University. He served in various positions at Denizcilik Bank and Türkiye

Gemi Sanayi A.Ş. Camialtı Shipyard. He worked as the Investment Planning and Supervision Branch Manager at the Directorate General of Coastal Safety, Head of Research, Planning and Coordination Department at the Undersecretariat for Maritime Affairs, Assistant General Manager of PTT, Director General at the Coastal Safety and Ship Rescue, and Assistant Undersecretary and Undersecretary at the Ministry of Transportation. Between November 14, 2008 and March 8, 2011 he served as member on the Board of Directors. Also he served as member on Audit Committee between April 9,2009 and March 8,2011. He has been the board member of Türk Telekom since July 22, 2011..

The jobs and duties of Mr. Mehmet Habib Soluk within the last ten years and information regarding related parties and corporations of business relationship and its nature and his reasons of leaving therefrom are stated in the chart given herein below:

DATE	DUTY	REASON FOR LEAVING
2001-2003	Manager; Investment Planning Section, Head of R&D and coordination at Directorate General of Coastal Safety	Privatization
2003-2004	The undersecretariat of maritime affairs Head of R&D and Coordination	Promotion
2003-2004	PTT Head Office Vice President	Promotion
2003-2004	Board Member at Directorate General of Coastal Safety	Promotion
2004-2005	Chairman of Board of Directors and CEO of Directorate General of Coastal Safety	Promotion
2005-2008	Deputy Undersecretary, Ministry of Transport, Maritime and Communications	Promotion
2007-2008	Acting Deputy Undersecretary, of Ministry of Transport, Maritime and Communications	Promotion
2008-2011	Undersecretary, of Ministry of Transport, Maritime and Communications	Promotion
2011 March 2011 July	Minister of Ministry of Transport, Maritime and Communications	By Law Act No: 114
2011-	Undersecretary, of Ministry of Transport, Maritime and Communications	Holds
2008-2011	Türk Telekom Board Member	Assigned
2009-2011	Türk Telekom Audit Committee	Assigned

**5. Election of members to the Board of Statutory Auditors, defining the salaries of the Statutory Auditors,**

Due to the expiration of the term of office of the members of Board of Statutory Auditors, according to article 16 of the Company's Articles of Association, who were elected on 14 November 2008, the election of members to Board of Statutory Auditors as of 14 November 2011 shall be voted.

The member of Board of Statutory Auditors nominees and their CVs are given below:

**Prof. Dr. Aydın Gülan**

Mr Aydın Gülan was born in 1962. After getting his degree in law from Istanbul University, Aydın Gülan started working as a research assistant at Administrative Law Department. In 1987, he got his master's degree upon submission of his thesis on "Public Service and Performance Procedures". He started pursuing his doctorate studies at the Institute of Social Sciences at Istanbul University. He conducted doctorate research at the Bourgogne University in France in 1989 and 1990. In 1995, he got his Ph.D. with his thesis titled "Legal Regime Governing the Procedures for Public Property Use", which was later printed as a book. He was appointed as an assistant professor in 1996. He became an associate professor in 2000 with his thesis "The 'Dough Rule' in the Turkish Zoning Law (A Theoretical Approach to the Implementation of Article 18 of the Development Law no. 3194)". He received the title Professor in 2008. He currently serves as a faculty member at the Administrative Law Department at the same university. Aydın Gülan has been serving as a statutory auditor at Türk Telekom since November 14, 2008.

**Lütfi Aydın**

Mr Lütfi Aydın was born in 1960. After completing his Bachelor's degree in Faculty of Theology at Marmara University, he got his master's degree in the field of Management in Public Enterprises at Istanbul University. Following the various positions in different local government, he held office as Director of different Departments in Ministry of Culture and the Ministry of Transportation. Rendering service as Assistant General Manager in the General Directorate of Communications, Ministry of Transportation since 2003, Aydın has been holding office as Member of the Audit Committee since 9th February 2011.

**Efkan Ala**

Mr Efkan Ala was born in 1965. He holds a degree from Istanbul University and a M.A. degree from Karadeniz Technical University. His previous experience includes various governorship positions. He was officially charged with governing a number of Turkish cities: Ordu, Tunceli, Batman, and Diyarbakır. He worked as Manager of Education Office of Internal Affairs Ministry, Manager of Education Office of Tourism Ministry and Tourism Ministry Consultant. He has been working as undersecretary of Prime Minister since 2007. Efkan Ala has been a statutory auditor at Türk Telekom since March 12, 2008.

**6. Giving information to the General Assembly regarding the disclosure policy revised by the Board of Directors,**

General assembly shall be informed regarding the disclosure policy updated as per the

resolution of the Board of Directors of our Company dated 23.06.2011.

The revised articles of the disclosure policy in compared form are given below:

*Before Amendment in Disclosure Policy*

**3. Methods and Means of Disclosure:**

Within the framework of the Regulations of Capital Markets Board, the legislative acts of Istanbul Stock Exchange and the Turkish Commercial Code, Turk Telekom applies the following disclosure methods and means:

- i. Regulatory disclosures conveyed to ISE (English translations of these disclosures are also distributed electronically to local and foreign investors and analysts).
- ii. Financial statements, footnotes, independent audit report, declaration and activity report sent periodically to ISE (Such reports and statements are also published in the website together with their English translations which are accessible at any time. Investors and analysts are electronically informed about the time when these documents are to be uploaded to the website. Also, investor presentations are published via the website periodically).
- iii. Interim activity reports (These reports are published both in Turkish and in English in the website).
- iv. Annual activity reports (These reports are made public both in Turkish and in English in printed form and in the website)
- v. Corporate website ([www.turktelekom.com.tr](http://www.turktelekom.com.tr)).
- vi. Announcements and notices published via the Turkish Trade Registry Gazette and daily papers.
- vii. Press releases published via press and mass media.
- viii. Meetings with investors and analysts conducted either face-to-face or via teleconference.
- ix. Communication methods and means such as phone, mobile phone, electronic mail, fax, etc.
- x. Statements made to data distribution organizations such as Reuters, Foreks and Bloomberg.

**Regulatory Disclosures and Authorized Officers:**

In accordance with the provisions of the Communique, Serial VIII, No: 54, of the Capital Markets Board, all regulatory disclosures are prepared by Turk Telekom CM&IR, and are signed by Head of Finance or Head of Legal Affairs, who are authorized to sign those disclosures and are sent to ISE within the specified period of time. Regulatory disclosures are sent to ISE by fax, and are further transmitted electronically as a part of the Public Disclosure Platform (PDP). On the other hand, it is possible to postpone making the regulatory disclosures if there is any condition foreseen by the related regulations.

### **Announcement of Financial Statements to Public:**

Financial statements and footnotes are prepared in accordance with CMB Reporting Standards and International Financial Reporting Standards; 6-month and 12-month financial statements are published through ISE after being subject to independent audit, while 3-month and 9-month financial statements are published without being subject to independent audit. Before being published, financial statements and footnotes are submitted to the approval and confirmation of the Board of Directors in compliance with the provisions of CMB Regulations. After the relevant declaration is duly signed by the authorized personnel, the financial statements, footnotes and independent audit reports, if any, are transmitted in a closed envelope to ISE and CMB in accordance with CMB and ISE regulations. Such statements and footnotes are also circulated electronically through Public Disclosure Platform within the legal period of time. Financial statements and footnotes can be seen retrospectively in the website of Turk Telekom. To ensure a better explanation and understanding of the financial statements, the CM&IR sets a conference call with the participation of senior management team of the group following the announcement of the financial statements. During the call, investors and analysts are given the opportunity to ask questions to the management. CM&IR also prepares and publishes an investor presentation periodically in the website.

Legal and commercial relations between the Company and related parties (real and legal persons with whom our Company have direct and indirect relation in terms of capital, management and control) are disclosed in the footnotes of financial statements. Also, in case a valuation report is required by the relevant Capital Markets Board regulations, investors are acknowledged about the report via regulatory public disclosure and the report is presented to the shareholders during the following ordinary shareholders meeting.

### **Corporate Website and its Contents:**

Turk Telekom website at the internet address of [www.turktelekom.com.tr](http://www.turktelekom.com.tr) is actively and efficiently used for enlightenment of public and for the sake of transparency in parallel with the CMB Corporate Governance Principles and Rules. Most of the information contained in the website is provided both in Turkish and in English. Some important headings contained in the website are summarized and listed below:

- ◆ Detailed information about company profile
- ◆ Vision, mission and values
- ◆ Company organization chart and shareholding structure
- ◆ Information about the members of the Board of Directors and senior management of the
- ◆ Company
- ◆ Articles of association
- ◆ Trade registry information
- ◆ Financial statements and activity reports
- ◆ Press releases

- ◆ Investor presentations
- ◆ Stock performance information
- ◆ Contact information of Analysts who covered the Company
- ◆ Meeting date, agenda of the General Assembly of Shareholders and documents related to the
- ◆ minutes of General Assembly Meeting agenda
- ◆ Meeting minutes and list of attendants of the General Assembly of Shareholders
- ◆ Sample of letter of attorney
- ◆ Corporate governance practices and compliance report
- ◆ Profit distribution policy, history and capital increases
- ◆ Disclosure policy
- ◆ Telecom Glossary
- ◆ Demand Circular related to the public offering and prospectus
- ◆ Turk Telekom call center and contact information
- ◆ CM&IR contact information
- ◆ Information related to the social responsibility projects of Turk Telekom

After Amendment in Disclosure Policy

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ii. Financial statements, footnotes, independent audit report, declaration and activity report sent periodically to ISE via Public Disclosure Platform. (Such reports and statements are also published in the website together with their English translations which are accessible at any time. Investors and analysts

are electronically informed about the time when these documents are to be uploaded to the website. Also, investor presentations are published via the website periodically).

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iv. Annual activity reports (These reports are made public both in Turkish and in English in printed form and in the website)

v. Corporate Investor Relations website ([www.ttinvestorrelations.com](http://www.ttinvestorrelations.com)).

- vi. Announcements and notices published via the Turkish Trade Registry Gazette and daily papers.
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In accordance with the provisions of the Communiqué, Serial VIII, No: 54, of the Capital Markets Board, all regulatory disclosures are prepared by Turk Telekom CM&IR, and are signed by Head of Finance or Head of Legal Affairs, who are authorized to sign those disclosures and are sent to ISE within the specified period of time. Regulatory disclosures are transmitted electronically as a part of the Public Disclosure Platform (PDP). On the other hand, it is possible to postpone making the regulatory disclosures if there is any condition foreseen by the related regulations.

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report is required by the relevant Capital Markets Board regulations, investors are acknowledged about the report via regulatory public disclosure and the report is presented to the shareholders during the following ordinary shareholders meeting.

### **Corporate Investor Relations Website and its Contents:**

Turk Telekom Investor Relations website at the internet address of [www.ttinvestorrelations.com](http://www.ttinvestorrelations.com) is actively and efficiently used for enlightenment of public and for the sake of transparency in parallel with the CMB Corporate Governance Principles and Rules. Most of the information contained in the website is provided both in Turkish and in English. Some important headings contained in the website are summarized and listed below

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- ◆ Turk Telekom call center and contact information
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- ◆ Information related to the social responsibility projects of Turk Telekom

*Before Amendment in Disclosure Policy*

#### **4. Analyst Reports:**

Analyst reports are considered as the property of the firm who has prepared it and remains under the ownership of that firm; therefore, not published in the Company website. Analyst reports or revenue models are not reviewed, verified, approved or circulated and the Company does not assume any liability on those reports. However, in some certain, exceptional situations and only upon demand, a specific matter of an analyst report may be reviewed in accordance with only past historical data not to misinform the investors. Contact information of Analysts who have covered Turk Telekom are published *After Amendment in Disclosure Policy*

#### **4. Analyst Reports:**

"The firm which prepares analyst report, has the responsibility. The Company may publish analyst reports on the investor relations website. Upon the request of the research analysts, the Company may conduct a fact checking without commenting on any subjective messages in the reports."

Contact information of Analysts and research institutions covering Turk Telekom are published at the investor relations website.

*Before Amendment in Disclosure Policy*

#### **8. Clarification of Guidance:**

Within the frame of disclosure policy, the Company organizes periodical teleconference meetings with investors and analysts after the announcement of its financial and operational results. Details, date and time of this meeting are announced via electronic environment. In this meeting, the investor presentation prepared by the CM&IR and published in the website, is presented to the participants, and questions of the participants are answered, guidance relating to the below financial and operational indicators for the year-end may be shared with them. Guidance items are determined by taking the budget data of the Company into consideration.

- ◆ Turk Telekom consolidated sales revenue
- ◆ Turk Telekom consolidated EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortization)
- ◆ Turk Telekom consolidated capital expenditure
- ◆ Turk Telekom fixed line sales revenue
- ◆ Turk Telekom fixed line EBITDA
- ◆ Turk Telekom fixed line capital expenditure
- ◆ PSTN ARPU
- ◆ Wholesale ADSL connections
- ◆ ADSL ARPU
- ◆ GSM sales revenue

- ◆ GSM EBITDA
- ◆ GSM capital expenditure
- ◆ GSM ARPU

Guidance information does not ever contain any unfounded, exaggerated or misleading assumptions or forecasts. A warning related to the fact that expectations may deviate from the results due to possible risks, uncertainties and other factors is explicitly involved in the disclosures. Whenever it is clear that any given guidance will not come out true, this is also published and those guidance items are revised.

The Company executives authorized to make public disclosures must take care in ensuring that the prospective statements do not contain any Company activities or strategies which are not yet resolved and approved by the Board of Directors.

The presentation made at the teleconference is presented to the attention of all investors in the Company website. Furthermore, if and when the teleconference refers to any important issue that is not clearly indicated in the presentation, such issue is also published in the website.

After Amendment in Disclosure Policy

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- ◆ PSTN ARPU
- ◆ Wholesale ADSL connections
- ◆ ADSL ARPU
- ◆ GSM sales revenue
- ◆ GSM EBITDA

- ◆ GSM capital expenditure
- ◆ GSM ARPU

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*Before Amendment in Disclosure Policy*

**9. Silence and Blackout Periods:**

Before the official disclosure of the periodical results, Turk Telekom implements a practice called "Silence Period" when the people who have access to insider information abstain from sharing such information with the public. This Silence Period starts six weeks before the announcement of the year end results and two weeks before the announcement of the quarterly results and ends when these results are disclosed.

In addition, Turk Telekom implements another practice that is called "Blackout Period" when the people who have access to insider information are prohibited to trade the shares of Turk Telekom.

This Blackout Period starts with the Silence Period and ends one business day after the Silence Period.

*After Amendment in Disclosure Policy*

**9. Silence and Blackout Periods:**

Before the official disclosure of the periodical results, Turk Telekom implements a practice called "Silence Period" when the people who have access to insider information abstain from sharing such information with the public. This Silence Period starts at the end of the related period and ends when these results are disclosed. Investor meetings may be held in Silent Period but the information that will be shared with investors and analysts are limited with the results before the related interim period and long term corporate strategies.

In addition, Turk Telekom implements another practice that is called “Blackout Period” when the people This Blackout Period starts with the Silence Period and ends one business day after the Silence Period.

**7. Comments and closing.**