

TÜRK TELEKOMÜNİKASYON A.Ş.
25 MAY 2012 ORDINARY GENERAL ASSEMBLY MEETING
INFORMATION DOCUMENT

The ordinary General Assembly of our Company shall convene at the address of Türk Telekomünikasyon A.Ş. Headquarters, Turgut Özal Bulvarı 06103 Aydınlikevler Ankara, at 11:00 a.m., on Friday, 25th of May, 2012 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+kurallar%C4%B1+21032012.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 Friday, 4th of May, 2012 and the last date of blockage is at 05.00 p.m., on Monday, 21st of May, 2012. 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 and 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 close of business on Tuesday, 22nd May, 2012 at the latest.

Structure of Shareholders and Voting Rights

Group	Shareholder	Paid-in Capital Amount (TL)	Share (%)
A	Ojer Telekomünikasyon A.Ş.	1,925,000.000.00	55
B	Republic of Turkey	971,249,999.99	30
C	Undersecretariat of Treasury	0.01	
D		78,750,000.00	
D	Free Float	525,000,000.00	15
Total		3,500,000,000.00	100

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 Aydınlikevler Ankara and at the website of www.ttinvestorrelations.com

Regards,

Türk Telekomünikasyon A.Ş.
Board of Directors

Additional Information regarding the Communiqué Serial IV No: 56 on the Definition and the Enforcement of the Corporate Governance Principles which is amended by the Communiqué Serial IV, No. 57

- a) No changes have been occurred in the management or activity of Türk Telekomünikasyon A.Ş. or any of its important affiliates and subsidiaries in the last accounting year and no changes have been planned in the upcoming accounting years.
- b) 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.
- c) As per the Communiqué Serial IV No: 56 on the Definition and the Enforcement of the Corporate Governance Principles which is amended by the Communiqué Serial IV, No. 57, the number of independent directors shall not be less than one third of the Board of Directors and in any case two members of the board should be independent. While calculating the number of independent members, fractions should be considered as the next whole number. Capital Markets Board granted an extension upon our Company's request to hold an extraordinary general assembly meeting in June for the purpose of electing independent board members and making amendments to articles of association to comply with obligatory corporate governance principles.

TÜRK TELEKOMÜNİKASYON A.Ş.

AGENDA FOR ORDINARY GENERAL ASSEMBLY MEETING 2011

May 25, 2012

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. Reading the Board of Directors annual report for the year 2011;

This agenda item will not be voted. 2011 Annual Report, approved by the Board of Directors with the resolution dated 13th of April, 2012, will be read. Our shareholders can find the Annual Report [on this link/ www.ttinvestorrelations.com](http://www.ttinvestorrelations.com) financial and operational information section or at our Company’s headquarter.

4. Reading the Statutory Board of Auditors annual report for the year 2011;

This agenda item will not be voted. 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. Audit Board report for the year 2011 will be read.

5. Reading the summary reports of the Independent Audit Company for the year 2011;

This agenda item will not be voted. Independent Audit Company’s report summary for the year 2011 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 this link/ www.ttinvestorrelations.com](http://www.ttinvestorrelations.com) financial and operational information section.

6. Reading, discussing and approving the balance sheet and profit/loss accounts for the year 2011;

Consolidated balance sheet and profit/loss 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. These documents are available at our Company’s headquarter and [at this link/ www.ttinvestorrelations.com](http://www.ttinvestorrelations.com) financial and operational information section.

7. Releasing the Members of Board of Directors for operations and transactions of our Company during 2011;

The release of the members of Board of Directors from the operations and actions of the Company during the year 2011 will be presented to the General Assembly for approval, as per the provisions of the Turkish Commercial Code.

8. Releasing the Statutory Auditors for operations and transactions of our Company during 2011;

The release of the Audit Board members from the operations and actions of the Company during the year 2011 will be presented to the General Assembly for approval, as per the provisions of the Turkish Commercial Code.

9. Discussing and resolving on the proposal of the Board of Directors about distribution of the profit generated in 2011;

It is resolved for the decision of our Company's General Assembly to be held on May 25, 2012;

1. Our company's net profit of the fiscal year 2011 according to the independently audited consolidated financials prepared in accordance with "CMB Communiqué about Financial Reporting in Capital Markets Serial: XI No:29" is TL 2,068,677,923 and according to the Turkish Commercial Code clauses and Tax Procedure Law is TL 2,470,409,945

2. According to the CMB Communiqué Serial IV No: 27, the profit after tax amount of TL 2,068,677,923 is the base amount for dividend distribution,

3. Although it is obligatory to set aside first legal reserves until the reserve amount reaches 20% of the paid in capital in accordance with Article 466 of Turkish Commercial Code, as the cap for first legal reserves has been reached in the previous years it is decided not to set aside any first legal reserves for 2011,

4. According to the consolidated financial tables, TL 2,110,708,067 shall be the base for first dividend which is reached with adding the donations made in 2011 of TL 42.030.144 to TL 2,068,677,923, which is net distributable profit of 2011.

5. It is decided to distribute 20% of TL 2,110,708,067 (first dividend base), TL 422,141,613 as cash first dividend, in accordance with "CMB Communiqué Serial IV No: 27". The second legal reserve of TL 172,152,538 shall be set aside and the remaining TL 1,474,383,772 shall be distributed as cash second dividend.

a) Total cash dividend amount to be distributed of TL 1,896,525,385 shall be covered by current period net profit

b) Accordingly 0.5418644 Kurus (%54.18644) 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 TL 1,896,525,385.

6. The distribution of the cash dividends to our shareholders shall begin on May 29, 2012 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 regarding the proposal are attached in **Appendix/1**.

10. 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 2012, as per Article 14 of the

Regulation on Independent External Audit in Capital Markets published by the Capital Markets Board and Article 17/A of the Articles of Association of our Company;

Signing an agreement with Independent Audit Company Guneş Bağımsız Denetim ve SMMM A.Ş. (Ernst&Young) for its audit assignment on the operations and accounts of the Company for the year 2011 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 and the other related Capital Markets regulations, will be presented to General Assembly's approval.

11. Defining the salaries of the Member of Board of Directors and Statutory Auditors;

Salaries to be paid to the members of the Board of Directors and Statutory Auditors will be determined.

12. Informing the Shareholders about the dividend distribution policy;

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

Our dividend policy is to distribute 100% of distributable profit which is calculated based on Capital Markets Board regulations.

Resource needs of Türk Telekom and its subsidiaries related to their investments are met with our strong financial structure and provided from our free cash flow while determining our dividend policy proposal.

Related article of our Articles of Association is given below.

“The Board of Directors shall by way of a simple majority of those present at the relevant meeting of the Board propose the distribution of the maximum of the Company's profits lawfully available for distribution in each financial year subject to the Board making reasonable provisions and transfers to reserves and complying with the conditions set out below.

If the conditions set out below are not met, or would not be met if the relevant distribution were made, then subject to the following paragraph, the Company shall distribute the maximum amount of its profits which may be distributed without breaching those conditions.

Provided that it is not against the legislation regarding capital markets, the net profit may not be distributed, if:

(a) The distribution would result in a breach of any covenant or undertaking given by any Group

Company to any lender or would, in the opinion of the simple majority of those present at the relevant meeting of the Board of Directors , be likely to cause such breach within the following 12 months; or

(b) The Board of Directors resolves by way of a simple majority of those present at the relevant meeting of the Board that the distribution is materially prejudicial to the interests of any Group Company having regard to: (i) implementation of the investment programme approved by the Board of Directors in the business plan or the budget; or (ii) the trading prospects of the Group Companies and the need to maintain the sound financial standing of the Group Companies.

Regulations of the Capital Markets Board regarding the profit distribution are preserved.

13. 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;

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

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 is received and this written explanation is available at our Company's headquarter, it is also attached in **Appendix/2** and will be read during the General Assembly.

14. Informing the General Assembly about donations and aids made during 2011;

This agenda item will not be voted and only has the aim to give information. Information about donations/aids is summarized as below

Donations/aids for Education projects	29,945,867.56
Donations/aids to Various organizations	12,084,276.29
	42,030,143.85

15. Informing the General Assembly about transactions made during 2011 with related parties and their valuations as per Article 5 of the Communiqué Serial IV No. 41 of the Capital Markets Board;

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

As per the communiqué of the Capital Markets Board Serial: IV, Number: 41 amended by the Communiqué Serial: IV, Number: 52, information about the related party transactions will be given.

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 during 2012 up to 300 million Euro 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 synergy as part of the "Smart Growth" strategy. A general approval from the General Assembly is obtained each year due to the need of acting quickly about utilizing the opportunities to occur 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 found Special-Purpose Vehicles may arise in order to provide operational convenience for the acquisitions to be made by our company and its subsidiaries.

18. Informing the General Assembly about the guarantees, pledges and mortgages given by our Company in 2011 in favour of third parties, and about revenues or interests generated, under

Decision 28/780 dated 09.09.2009 of the Capital Markets Board;

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 footnote no: 25 of 2011 consolidated financial statements which are 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 2011 is as follows:

GPMs given by the Company	31 December 2011
A. GPMs given on behalf of the Company's legal personality	2.055.556
B. GPMs given in favor of subsidiaries included in full consolidation	1.624.730
C. GPMS given by the Company for the liabilities of 3rd parties in order to run ordinary course of business	5.646
D. Other GPMs	19.550
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	19.550
iii. GPMs given in favor of third party companies not in the scope of C above	-
Total	3.705.482

GPMs given by the Group as at 31 December 2011 are equivalent to 0,34% of the Company's equity.

19. Informing the Shareholders regarding the "Remuneration Policy" determined for the Members of Board of Directors and the Senior Executives in accordance with the Corporate Governance Principles;

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

As per the Communiqué Serial: IV, No: 56 on the Definition and the Enforcement of the Corporate Governance Principles which is amended by the Communiqué Serial IV, No. 57, and its obligatory article of 4.6.2, the remuneration policy of the board of directors members and the senior

management is put in writing and the policy and principals will be submitted to the general assembly's information. Remuneration policy is on the **Appendix 3** of this document.

20. Resolving on giving permission to 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 to make transactions which may cause conflict of interest for the Company or Company's subsidiaries and to compete in accordance with the Communiqué of the Capital Markets Board Serial: IV, No:56 on the Determination and Execution of the Corporate Governance Principles and informing the general assembly of the transactions of this nature realized within the year; and also 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 334 and 335 of the Turkish Commercial Code;

Board of Directors must have the General Assembly's permission to perform their acts within the context of the articles 334 and 335 of the Turkish Commercial Code titled "Prohibition of Transactions with Company" and "Non Competition". As per the corporate governance principle no: 1.3.7 issued by Capital Markets Board, controlling shareholders, board members, senior management and spouse and 2nd degree blood and affinity relatives of those can do transactions which may cause conflict of interest with the company or its subsidiaries and can compete with the company only if general assembly gives its prior approval thereto and if the general assembly is informed about aforesaid transactions. The permission will be put to the vote at the General Assembly in order to comply with these regulations.

21. Comments and closing.

APPENDIX/ 1 TABLE OF DIVIDEND DISTRIBUTION AND DIVIDEND PER SHARE

Dividend Distribution Table

2011 DIVIDEND DISTRIBUTION TABLE OF TÜRK TELEKOMÜNİKASYON A.Ş. (*)

1)	Paid/Issued Capital	3,500,000,000
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2)	Total Legal Reserves (in accordance with statutory records)	1,942,097,943
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	If there is information about privilege in dividend distribution in accordance with the AoA	None
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DISTRIBUTION OF THE PROFIT FOR THE PERIOD

Acc. to CMB

Acc. to Statutory Records (SR)

3)	Profit for Tax the Year	2,778,250,496	3,069,661,419
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4)	Tax Expenses (-)	709,572,573	599,251,474
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5)	Net Profit for the Period (=) (3-4)	2,068,677,923	2,470,409,945
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6)	Prior Years' Losses (-)	0	0
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7)	First Legal Reserves (-) ((5YK-6YK)*0,05)	0	0
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8)	NET DISTRIBUTABLE PROFIT (=) (5-6-7)	2,068,677,923	2,470,409,945
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9)	Donations made during the year (+)	42,030,144	
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10)	Net distributable profit including donations that is the base of calculation of first legal reserves (8+9)	2,110,708,067	
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11)	First Dividend		
	- Cash	422,141,613	
	- Share		
	- Total		

*(10*the minimum rate determined by CMB)*

12)	Dividend paid to preference shares		
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(Amount of the dividend for privileged shareholders in accordance with the articles of Association)

13)	Dividend paid to the Board Members, employees, etc.		
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14)	Dividend paid to redeemed share		
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	owners		
15)	Second Dividend		1,474,383,772
16)	Second Legal Reserves	$((11+12+13+14+15+20)-(H4*0,05))/10$	172,152,538
17)	Status Reserves		0
18)	Special Reserves		0
19)	EXTRAORDINARY RESERVES	$5-(6+7+11+12+13+14+15+16+17+18)$	0
20)	Other Distributable Sources		
	-Prior Years' Profits		
	-Extraordinary Reserves		
	-Other Distributable Reserves in accordance with legislation		

(*) Since, CMB has not published 2010 and 2011 dividend distribution guidelines, 2011 dividend amount is calculated in accordance with prior year dividend distribution guidelines

Dividend per Share Table

TÜRK TELEKOMÜNİKASYON A.Ş. (2011)

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	1,043,088,961.73	0.54186	54.19
	B	526,285,794.33	0.54186	54.19
	C	0	0	0
	D	327,150,628.91	0.54186	54.19
	TOTAL	1,896,525,384.96	0.54186	54.19
NET	A*	1,043,088,961.73	0.54186	54.19
	B**	447,342,925.18	0.46058	46.06
	C***	0	0	0
	D****	278,078,034.57	0.46058	46.06
	TOTAL	1,768,509,921.484	0.46058	46.06
DIVIDEND DISTRIBUTED TO SHAREHOLDERS (TL)		THE RATIO OF DIVIDEND DISTRIBUTED TO SHAREHOLDERS TO NET DISTRIBUTABLE INCOME INCLUDING DONATIONS (%)		
1,896,525,384.96		89.85		

*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.

APPENDIX/2: WRITTEN STATEMENT OF INDEPENDENT AUDIT FIRM

To Audit Committee of Türk Telekomünikasyon A.Ş.,

We have audited consolidated financial statements of Türk Telekomünikasyon A.Ş. as of 31.12.2011 which are presented in accordance with the financial reporting standards published by the Capital Markets Board in Turkey. Our audit was conducted in accordance with standards on auditing issued by the Capital Markets Board and an unqualified opinion on aforesaid consolidated financial statements was given as of 14 February 2012.

For the year ended as of 31.12.2011, there are no issues affecting independency of our Company in terms of auditing services that are delivered to Türk Telekomünikasyon A.Ş and/or its subsidiaries according to Güney Bağımsız Denetim ve SMMM A.Ş and domestic or foreign independent audit firms which are legally related to our Company.

Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.
Member of Ernst & Young Global Limited

Metin Canoğulları
Partner

April 20, 2012
İstanbul, Türkiye

APPENDIX/3 REMUNERATION POLICY

TÜRK TELEKOMÜNİKASYON A.Ş.

REMUNERATION POLICY FOR THE MEMBERS OF BOARD OF DIRECTORS AND EXECUTIVES

This remuneration policy document (“**Remuneration Policy**”) defines the remuneration system and procedure applicable to the Board Members and Senior Managers of Türk Telekomünikasyon A.Ş. (the “**Company**”) under the Capital Markets Board (“**CMB**”) regulations.

1. Chairman and Members of the Board of Directors

A fixed salary is determined in every ordinary general assembly meeting in order to be applied to each Board Member. In any case, the salaries of the independent board members shall be determined at a level which will not adversely affect the independent exercise of their decision making. Stock options or payment plans based on the performance of the Company shall not be used while determining the salaries of the independent board members.

The Board Members are paid according to pro rata principle, by taking into consideration their term of duty, starting from their appointment and ending on their resignation dates. The expenditures assumed by the Board Members while performing their duties for the Company (transportation, communication, accommodation, insurance costs etc.) may be compensated by the Company.

In the event that a Board Member also acts as a Senior Manager at the management of the Company pursuant to CMB regulations, this Board Member may also be paid Salary and Premium determined under the terms of article two of this Remuneration Policy, along with the Salary mentioned in article one.

2. Senior Managers

The remuneration of the Senior Managers is variable and is composed of two components; fixed and performance based remuneration.

- a. **Fixed Salary:** The fixed salaries of the Senior Managers are determined in accordance with the international standards and legal obligations, in line with the remuneration principles accepted by the Company pursuant to the remuneration policies applied both in domestic and international markets; and, in any case, by taking into consideration the macro economical data in the market, the size of the Company, long term targets of the Company and the position / qualifications of the Senior Managers. The salary is paid during the term of the employment contract. Provided that there is no change in the market condition, the fixed salaries of the Senior Managers are revised in accordance with the pre-determined principles, once per year, by also taking into account the above-mentioned criteria applied while determining the salaries. The information regarding the market and/or sector conditions is determined by collecting such information through generally accepted consulting firms as well as by using the information provided from other sources and by considering the accomplishment degree of the objectives and the future of the Company.

- b. Premium: The premiums of the Senior Managers are decided jointly by the Company CEO and the Group CEO according to Company Performance and the Individual Performances and paid after informing the Executive Committee.

Company Performance is determined by evaluating, at the end of the relevant period, the operational and financial targets (revenue and cost targets, efficiency targets, synergy, investment, number of subscribers, etc.) determined by the Company at the beginning of each year. While determining the targets of the Company, the principles of sustainability and improvement of the targets are essentially considered.

Individual Performance is determined by measuring of the individual targets of each Senior Manager related with their responsibilities, together with the Company targets at the end of each period. While measuring the individual performance, in parallel to the Company performance, the principle of being measurable, logical and achievable is considered.

- c. Side Benefits: In accordance with the pre-approved principles and procedures being applied in the Company, certain side benefits in health insurance, communication, transportation or similar areas may be provided as additional benefits to the Senior Managers, in general and/or conditional on qualifications, position, etc.

3. Notification to the General Assembly

The total of the amounts to be paid in each year to the Senior Managers and Board Members in accordance with the above-mentioned principles shall be notified to and/or submitted for the approval of the Shareholders in the next ordinary General Assembly Meeting in accordance with the applicable legislation.

4. Entry in Force and Implementation

This Remuneration Policy shall enter into force upon the approval of the Board of Directors and be submitted to the Shareholders for information in the next the General Assembly Meeting under a separate agenda item.

The Remuneration Committee to be established under the Board of Directors in accordance with the SMB legislation and relevant regulations and/or the Corporate Governance Committee which will carry out the duties and responsibilities of the Remuneration Committee as per the CMB regulations shall be responsible for the implementation of this Remuneration Policy. During the period until the establishment of a Remuneration Committee and/or Corporate Governance Committee under the Board of Directors, the Board of Directors shall be responsible for the implementation of this Remuneration Policy.