

Even the smallest difference matters

Turkey is worth all our efforts

▶ 2019
Annual Report

Türk Telekom 

Corporate Governance Principles Compliance Report

Statement of Compliance with Corporate Governance Principles

Türk Telekomünikasyon A.Ş. (“Türk Telekom”) pays utmost attention to implementing the Corporate Governance Principles published by the Capital Markets Board of Turkey (“CMB”). The Company updates its annual and interim activity reports and corporate website, and makes them available to its shareholders to meet the said principles. Shareholders have access to comprehensive information through the Türk Telekom investor relations website, which is constantly kept up-to-date, and may also direct their queries to the Investor Relations Department.

On 12 December 2019, the corporate governance rating assessment report of Türk Telekom was prepared by SAHA Kurumsal Yönetim ve Kredi Derecelendirme Hizmetleri A.Ş. (SAHA A.Ş.), which holds an operating license to perform rating assessment in Turkey in line with the CMB's Corporate Governance Principles.

The Company received an overall average rating of 9.40 as a result of a corporate governance rating assessment. The Company's Corporate Governance Rating was determined as a result of the assessment undertaken under four major categories (Shareholders, Public Disclosure and Transparency, Stakeholders, Board of Directors) with weightings assigned within the framework of the CMB's Corporate Governance principles. The breakdown of corporate governance rating under the major categories was as follows:

Sub Categories	Weight	Rating
Shareholders	25%	87.59
Public Disclosure & Transparency	25%	98.85
Stakeholders	15%	99.33
Board of Directors	35%	92.83
Total		94.00

The rating of 9.40 assigned by SAHA A.Ş based on the Corporate Governance Principles is a clear indicator that the Company is largely compliant with the CMB Corporate Governance Principles and has brought the necessary policies and measures into effect. The Company will

maintain its efforts to fully comply with the Principles of Corporate Governance.

Reasons for non-compliance with Corporate Governance Principles

Pursuant to the Communiqué No: II-17.1 dated 3 January 2014 of the Capital Markets Board on the Corporate Governance, and other regulations, the non-complied issues and their grounds are listed below. No conflict of interest has occurred to date due to the principles that are not complied.

Presence of voting privileges

The privileges attached to the Golden Share held by the Ministry of Treasury and Finance of the Republic of Turkey are statutory (the law numbered 4673), and the Company is not authorized to amend these privileges.

Presence of no articles in the Articles of Association regarding the procedures for the invitation of Board of Directors for a meeting by shareholders and stakeholders

Pursuant to the New Turkish Commercial Code numbered 6102, which entered into force on 1 July 2012, each Board Member may submit a written request to the Chairman of the Board to invite members of Board of Directors for a meeting.

Furthermore, shareholders holding 5% of the shares have the right to ask the Board of Directors to call a General Assembly Meeting by stating the reasons for doing so and the agenda in written form, and also insert additional topics onto the agenda in the event that an General Assembly Meeting is to be convened anyway.

There is no other method of invitation of Board of Directors for a meeting.

Mechanisms and models to encourage the participation of stakeholders in the management of the company are not regulated by the Articles of Association or the Company's internal regulations

Models for the participation of the Company's employees in the management have not been included in the Articles of Association; however, such models have been

developed and put into practice within the scope of the company's internal directives. Models for the participation of the Company's employees in the management, such as the Occupational Health and Safety Boards, Disciplinary Boards, the Dispute Resolutions Board and the Inventor Idea System are being developed.

Presence of no articles in the Articles of Association to extend minority rights to shareholders, which hold less than one twentieth of the capital

The Articles of Association of the Company was prepared taking into account the ratio determined by the Turkish Commercial Code in relation to minority rights.

Board of Directors' participation is not limited to one committee

Due to the number of independent members of the Board of Directors of the Company, some independent members of the Board of Directors are assigned in more than one committee.

No performance assessments of Board of Directors have been conducted to evaluate whether the Board of Directors have fulfilled their responsibilities effectively

No assessment had yet been carried out as of the publication date of the Annual Report.

Shareholders

Investor Relations Unit

At Türk Telekom the activities with respect to management of relationships with existing and potential shareholders and fixed income investors, responding effectively to queries from investors and analysts, and activities targeted at increasing the value of the Company is carried out by Investor Relations Department ("the Department") which reports directly to the CEO.

Execution of the responsibility arising from capital markets legislation and coordination of corporate governance practices is supervised by the Director of Investor Relations, Sabriye Gözde Çullas, who holds Capital Market Activities Level 3 and Corporate Governance Rating licenses, and is also responsible for the management of investor relations activities.

The primary activities handled by the Department are as follows:

- Including all kinds of cases related to Corporate Governance and Public Disclosure, performing the requirements of the Capital Market Regulations, and handling necessary internal and external disclosures and monitoring related processes,
- Introducing and presenting the Türk Telekom Group to domestic and foreign; individual and institutional; equity and fixed income investors,
- Keeping existing and potential equity investors and fixed income investors regularly informed of the

Company's activities, financial standing and strategies in a timely, accurate and complete manner,

- To ensure that records related to correspondences between investors and the Company and other information and documents are maintained in a manner that is sound, reliable and up-to-date,
- Responding to written information requests from equity and fixed income investors related to the Company,
- Preparing documents required for submission for shareholders' review with regard to the General Assembly Meeting, and taking precautions to ensure the organization of the General Assembly Meeting in accordance with related regulation, the Articles of Association and other regulations within the corporation,
- Responding to requests for information from research analysts; ensuring the best introduction of the Company and providing necessary information to ensure that reports for investors are prepared in an accurate and complete fashion,
- Sharing the interim and year-end statements, investor presentations, press releases and annual and interim activity reports regarding financial and operational results with investors and the press; updating the investor relations website regularly to ensure that shareholders have access to accurate and complete information,
- Keeping investors regularly informed of Türk Telekom and the Turkish Capital Markets by participating in conferences and investor meetings,
- Monitoring public disclosures carried out pursuant to the Company's disclosure policy and applicable legislation,
- Sharing stock related information within the Company, by monitoring the composition of domestic/foreign investors and significant changes in trading volume of the Türk Telekom shares which are publicly traded on the Borsa Istanbul.

Please contact the Corporate Governance and Compliance Manager, Eren Öner, for questions related to dividends, voting on during General Assembly or transfer of shares.

The Department received over 1,000 requests for information by telephone and email during 2019 and all these inquiries were responded to.

In 2019, Türk Telekom attended 11 investor conferences and 8 non-deal roadshows at various locations, particularly in the United States and the UK. The Company also attended the deal-roadshow in the US and the UK in relation to bond issued in 2019. Including the meetings held in Istanbul, Türk Telekom met more than 350 equity and fixed income investors in total throughout 2019.

Employees of Investor Relations Department	
Name and Last Name	Job Title
Sabriye Gözde Çullas	Director
Eren Öner	Manager
Nergis Gündoğdu	Manager
Özlem Mutcan	Associate
Tuğçe Cengiz	Assistant Associate

Phone: 0212 309 96 30

E-mail: investorrelations@turktelekom.com.tr

Shareholders' Exercise of their Right to Obtain Information

Within the framework of the Turkish Commercial Code No. 6102, queries other than those relating to trade secrets and undisclosed information received from shareholders and analysts by the Investor Relations Department by letter, telephone, email or other means are answered to in the fastest and most effective way possible upon contacting the relevant person with the highest authority on the related matter. More than 1,000 information requests were answered by Türk Telekom in the relevant period. Furthermore, information and developments related to Türk Telekom, which may be of concern to the shareholders, are published both in Turkish and English both in current form and retrospectively in order to ensure shareholders exercise of their right to obtain information and quick and easy access to information through the investor relations website. They are also regularly communicated to those registered on the database through email.

The www.ttyatirimciliskileri.com.tr website with the relevant documents is periodically updated in accordance with the legislative requirements.

Further details are presented under the heading of the "Corporate Investor Relations Website and its Content" below.

Company activities are periodically audited by independent auditors appointed by the General Assembly upon proposal by the Board of Directors. Independent audit services for the activities conducted in 2019 were

provided by KPMG Bağımsız Denetim ve Serbest Mali Müşavirlik A.Ş.

There is no article related to the appointment of a special auditor in the Articles of Association. There was no request for the appointment of a special auditor in 2019 and no special audit was conducted. On the other hand, the Company is subject to the audit and inquiry of the Information and Communications Technologies Authority, the Capital Markets Board of Turkey and the Competition Authority within the scope of the relevant legislation of the sector. The results of inquiries and audits are disclosed to the public in the context of disclosure of material events regulated by the Communiqué on Material Events Disclosure.

Minority shareholders rights regarding the appointment of a special auditor are regulated in accordance with the 438th and 439th articles of the New Turkish Commercial Code 6102.

General Assembly Meetings

The arrangements regarding the General Assembly Meetings of the Company, is in the Articles of Association of Türk Telekomünikasyon A.Ş., which is publicly available on the Company's investor relations website of the Company.

Article 19 of the Articles of Association stipulates, "The General Assembly shall be the main decision body of the Company, possessing every kind of authority in relation to the business of the Company provided by law". Article 21 of the Articles of Association lists the "Material Decisions to be adopted by the General Assembly" as follows:

- the presentation of any petition for winding-up ;
- any change to these Articles of Association;
- any change in the corporate name of the Company;
- any change to the accounting reference date or accounting policies, other than as required by law;
- any change in the share capital or the creation, allotment or issue of any shares or of any other security or the grant of any option rights or rights to subscribe to the capital, or to convert any instrument into such shares or securities other than bonus shares;
- any reduction of capital or variation of the rights attached to any class of shares or any redemption, purchase or other acquisition by the Company of any shares or other securities of that company;

- g. any merger with or material acquisition of any other company;
- h. the cessation of any major Business operation;
- i. any material change to the nature of its Business;
- j. the payment or declaration by the Company of any dividend or distribution of any other kind relating to the shares other than in accordance with Article 30;
- k. decisions on any of the matters referred to in Article 12 (a) to (f) above to the extent that such matters have not been approved in accordance with Article 12:
 - the entry into of any contract or commitment not provided for in the Budget under which the Group Company may incur costs (per transaction) of more than USD 50 million;
 - the acquisition of any assets or property (other than in the ordinary course of business) at a total cost (per transaction) of more than USD 50 million;
 - the sale or disposition of any fixed assets for a total price per transaction of more than USD 10 million;
 - the borrowing of amounts by a Group Company which when aggregated with all other borrowings of that Group Company would exceed USD 150 million, except for the loans obtained from banks in the ordinary course of business;
 - entering any agreement (other than any management agreement referred to in Article 12(g) below) between a Group Company and a Shareholder (other than the holder of the Group B Shares) or its Associates which (x) is not at arm's length terms in terms or (y) involves the transfer of monies or goods and services of a value greater than USD 30 million
 - the appointment of any representative to act for the Company at any general assembly meeting of any Group Company (other than the Company and AVEA);
 - the entry into of any management agreement between a Group Company on the one part and a Shareholder, or any Associated Companies of a Shareholder or any

person that entered into a management agreement/ management consultancy agreement with the holder of the Group A Shares or any of its Associated Companies in connection with the tender process for the block sale on the other part. However, this Article shall not prevent the Company from entering into employment or consultancy agreements with individuals.

Pursuant to Article 18 of the Articles of Association, right holders who have right to join the General Assembly meetings of the Company may participate in these meetings electronically as well, in accordance with article 1527 of Turkish Commercial Code.

2019 General Assembly Meetings

On 25 January 2019, the Extraordinary General Assembly Meeting convened at the address of Türk Telekomünikasyon A.Ş. Genel Müdürlük Kültür Merkezi, Turgut Özal Bulvarı, 06103 Aydınlıkevler, Ankara, where 90.37% of the Company shares were represented in order to amend Articles 1, 6, 8, 16, 17 and 19 of the Company's Articles of Association, elect the Members of the Board of Directors and determine their terms of office and their remuneration. During this meeting, no questions were raised by shareholders attending either through the electronic platform or individually. Minutes of the Meeting can be accessed from <http://www.ttyatirimciliskileri.com.tr/en-us/corporate-governance/pages/general-assembly-meeting.aspx> No proposals for agenda items were tabled by shareholders during the meeting other than the sub-agenda Items.

Particulars related to the said Extraordinary General Assembly Meeting dated 25 January 2019 were registered by the Ankara Trade Registry Directorate on 8 February 2019, and published in Turkish Trade Registry Gazette dated 13 February 2019.

On 25 January 2019, the privileged shareholders' meeting was held for Group A, B and C shares with the participation of all relevant shareholders in order to discuss and approve the resolutions issued in the Extraordinary General Assembly Meeting held on 25 January 2019.

The articles of the Company's Articles of Association amended during the Extraordinary General Assembly Meeting held on 25 January 2019 are as follows;

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Former Version	New Version																																																																		
<p>INCORPORATION</p> <p>ARTICLE 1.</p> <p>In accordance with the provisions of the "Law on the Amendment of an Article of the Telegram and Telephony Law and the Addition of Additional and Provisional Articles to this Law" Numbered 4000 and dated 10.06.1994, a joint stock company has been established by the founder whose name, residence and nationality is given below:</p> <p>Undersecretariat for Treasury of the Prime Ministry of the Republic of Turkey (the "Treasury") Ankara, Republic of Turkey.</p>	<p>INCORPORATION</p> <p>ARTICLE 1.</p> <p>In accordance with the provisions of the "Law on the Amendment of an Article of the Telegram and Telephony Law and the Addition of Additional and Provisional Articles to this Law" Numbered 4000 and dated 10.06.1994, a joint stock company has been established by the founder whose name, residence and nationality is given below:</p> <p>Ministry of Finance and Treasury of the Republic of Turkey (the "Treasury") Ankara, Republic of Turkey.</p>																																																																		
<p>CAPITAL</p> <p>ARTICLE 6.</p> <p>The capital of the Company is TL 3,500,000,000 (three billion five hundred million Turkish Liras) and is fully paid-up. This capital is divided into 350,000,000,000 (three hundred and fifty billions) shares each having a nominal value of Kr 1 (one) (TL 0.01) as set out below:</p> <table border="1"> <thead> <tr> <th>Group</th> <th>Shareholder Name</th> <th>Capital Amount (TL)</th> <th>Type</th> <th>Number of Shares</th> <th>Percentage to the Capital</th> </tr> </thead> <tbody> <tr> <td>A</td> <td>Ojer Telekomünikasyon A.Ş.</td> <td>1,925,000,000.00</td> <td>Registered</td> <td>192,500,000,000</td> <td>55%</td> </tr> <tr> <td>B</td> <td>Treasury</td> <td>1,049,999,999.99</td> <td>Bearer</td> <td>104,999,999,999</td> <td>30%</td> </tr> <tr> <td>C</td> <td>Treasury</td> <td>0.01</td> <td>Registered</td> <td>1</td> <td>-</td> </tr> <tr> <td>D</td> <td>Open to public</td> <td>525,000,000.00</td> <td>Bearer</td> <td>52,500,000,000</td> <td>15%</td> </tr> </tbody> </table> <p>The capital increases shall be realized as follows: group A shares shall be issued for group A shareholders, and group B shares shall be issued for group B shareholders, and group D shares shall be issued for group D shareholders pro rata to their shares. In case of a capital increase by way of issuing new share certificates in return for cash, the shareholders are entitled to preemptive rights pro rata to their current shares, within the framework of the provisions of the Turkish Commercial Code, unless otherwise resolved by the General Assembly.</p> <p>Following the public offering of the Company, the Company shall comply with the provisions of the Capital Markets regulations and the principles for the dematerialization of the share certificates, with regards to the form of the share certificates regarding the shares to be issued.</p> <p>Subject to Article 6/A below, all Shares of Turk Telekom can be transferred except for one privileged (golden) share of Group C. For the purpose of protecting the national interest in issues of national security and the economy, the following actions and resolutions cannot be taken without the affirmative vote of the holder of the C Group Privileged Share at either a meeting of the board of directors or the General Assembly. Otherwise, such transactions shall be deemed invalid.</p> <ol style="list-style-type: none"> any proposed amendments to the Articles of Association; the transfer of any registered Shares in the Company which would result in a change in the management control of the Company; the registration of any transfer of registered shares in the Company's shareholders' ledger. <p>Pursuant to Article 8(d) below, the holder of the C Group Privileged Share appoints one member representing the Privileged Share, to the Board of Directors of Turk Telekom. The C Group Privileged Share owner cannot participate in capital increases.</p> <p>On condition that all of the financial rights stemming from the public's shareholder status remain on the Treasury, the rights and competences based on the Treasury's shareholder status such as right of vote, management, representation and control are exercised by Ministry of Transport, Maritime Affairs and Communications.</p>	Group	Shareholder Name	Capital Amount (TL)	Type	Number of Shares	Percentage to the Capital	A	Ojer Telekomünikasyon A.Ş.	1,925,000,000.00	Registered	192,500,000,000	55%	B	Treasury	1,049,999,999.99	Bearer	104,999,999,999	30%	C	Treasury	0.01	Registered	1	-	D	Open to public	525,000,000.00	Bearer	52,500,000,000	15%	<p>CAPITAL</p> <p>ARTICLE 6.</p> <p>The capital of the Company is TL 3,500,000,000 (three billion five hundred million Turkish Liras) and is fully paid-up. 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For the purpose of protecting the national interest in issues of national security and the economy, the following actions and resolutions cannot be taken without the affirmative vote of the holder of the C Group Privileged Share at either a meeting of the board of directors or the General Assembly. Otherwise, such transactions shall be deemed invalid.</p> <ol style="list-style-type: none"> any proposed amendments to the Articles of Association; the transfer of any registered Shares in the Company which would result in a change in the management control of the Company; the registration of any transfer of registered shares in the Company's shareholders' ledger. <p>Pursuant to Article 8(d) below, the holder of the C Group Privileged Share appoints one member representing the Privileged Share, to the Board of Directors of Turk Telekom. The C Group Privileged Share owner cannot participate in capital increases.</p> <p>On condition that all of the financial rights stemming from the public's shareholder status remain on the Treasury, the rights and competences based on the Treasury's shareholder status such as right of vote, management, representation and control are exercised by Ministry of Transport and Infrastructure.</p>	Group	Shareholder Name	Capital Amount (TL)	Type	Number of Shares	Percentage to the Capital	A	Levent Yapılandırma Yönetimi A.Ş.	1,925,000,000.00	Registered	192,500,000,000	55%	B	Treasury	875,011,884.975	Bearer	87,501,188,497.50	25%	B	Turkish Wealth Fund	174,988,115.015	Bearer	17,498,811,501.50	5%	C	Treasury	0.01	Registered	1	-	D	Open to public	525,000,000.00	Bearer	52,500,000,000	15%
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<p>THE BOARD OF DIRECTORS ARTICLE 8.</p> <p>The board of directors is composed of members in charge with executive affairs and members not in charge with executive affairs. A board member not in charge with executive affairs is a person who does not hold any other administrative duties other than being a board member within the company and who does not intervene with the daily business and ordinary activities of the Company. The majority of the board of directors is composed of board members who are not in charge with executive affairs.</p> <p>In this respect;</p> <p>The board of directors shall be composed of twelve (12) members nominated by the Shareholders as follows:</p> <p>(a) the Group A Shareholder shall be entitled to nominate seven (7) persons for election as Directors;</p> <p>(b) provided that the Treasury as Group B Shareholder shall hold:</p> <ul style="list-style-type: none"> • 30% or more of the Shares, the Treasury shall be entitled to nominate four (4) persons for election as Independent Board Members who carry the independence criteria as defined in the Capital Markets legislation; or • 15% or more of the Shares (but less than 30% of the Shares) the Treasury shall be entitled to nominate two (2) persons for election as Independent Board Members who carry the independence criteria as defined in the Capital Markets legislation; • During the calculation of 15% and 30% of the Shares mentioned in above paragraphs, the amount of Group B Shares and Group D Shares held by the Treasury shall be taken into account together. <p>(c) As long as the Treasury holds 15% or more of the Shares (but less than 30% of the Shares), the Group A shareholder shall be entitled to nominate two (2) persons, who carry the independence criteria as defined in the Capital Markets legislation, for election as Independent Board Members and (7) persons for election as Director.</p> <p>(d) while the Treasury holds the C Group Privileged Share, the Treasury shall be entitled to nominate, a further one (1) person, for election as Director for the C Group Privileged Share;</p> <p>(e) Each one of the A, B and C Group shareholders shall vote for the election of the directors nominated pursuant to this article. This article shall not restrict the voting rights of the shareholders that have acquired the Shares from stock exchange market.</p> <p>The Chairman of the Board of Directors shall be nominated by the directors nominated by the Group A Shares from among the Directors and be elected and removed by the simple majority votes of those present at the meeting of the Board of Directors.</p> <p>The Vice Chairman shall be nominated by the directors nominated by the Group B Shares from among the Directors and be elected and removed by the simple majority votes of those present at the meeting of the Board of Directors.</p> <p>The Chief Executive Officer and other executives shall be nominated by the holder of the Group A Shares and elected and removed by a simple majority of those present at the meeting of the Board of Directors.</p> <p>The Shareholder who wishes to make a nomination shall take reasonable steps to ensure that its nominee is able to perform his or her duties competently.</p> <p>Each nominating Shareholder shall determine and announce the name, qualifications and experience of its nominee and intended date of nomination in accordance with the Capital Markets Board regulations.</p> <p>The wages of the members of the Board of Directors shall be determined by the General Assembly. In the determination of the remuneration policy of the Board of Directors members, the Capital Markets Board regulations shall be complied with.</p>	<p>THE BOARD OF DIRECTORS ARTICLE 8.</p> <p>The board of directors is composed of members in charge with executive affairs and members not in charge with executive affairs. A board member not in charge with executive affairs is a person who does not hold any other administrative duties other than being a board member within the company and who does not intervene with the daily business and ordinary activities of the Company. The majority of the board of directors is composed of board members who are not in charge with executive affairs. In this respect;</p> <p>The board of directors shall be composed of nine (9) members nominated by the Shareholders as follows:</p> <p>(a) the Group A Shareholder shall be entitled to nominate five (5) persons for election as Directors;</p> <p>(b) provided that the Treasury and Turkish Wealth Fund, as Group B Shareholders shall hold:</p> <ul style="list-style-type: none"> • - 30% or more of the Shares, the Treasury shall be entitled to nominate three (3) persons for election as Independent Board Members who carry the independence criteria as defined in the Capital Markets legislation; or • - 15% or more of the Shares (but less than 30% of the Shares) the Treasury shall be entitled to nominate two (2) persons for election as Independent Board Members who carry the independence criteria as defined in the Capital Markets legislation; • - During the calculation of 15% and 30% of the Shares mentioned in above paragraphs, the amount of Group B Shares and Group D Shares held by the Treasury and Turkish Wealth Fund shall be taken into account together. <p>(c) As long as the Treasury and Turkish Wealth Fund holds 15% or more of the Shares (but less than 30% of the Shares), the Group A shareholder shall be entitled to nominate one (1) person, who carry the independence criteria as defined in the Capital Markets legislation, for election as Independent Board Members and five (5) persons for election as Director.</p> <p>(d) while the Treasury holds the C Group Privileged Share, the Treasury shall be entitled to nominate, a further one (1) person, for election as Director for the C Group Privileged Share;</p> <p>(e) Each one of the A, B and C Group shareholders shall vote for the election of the directors nominated pursuant to this article. 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In the determination of the remuneration policy of the Board of Directors members, the Capital Markets Board regulations shall be complied with.</p>
<p>BOARD OF STATUTORY AUDITORS ARTICLE 16.</p> <p>The Board of Statutory Auditors shall consist of three members. Two members shall be elected by the General Assembly from among the nominees nominated by the holder of the Group A Shares and one member shall be elected by the General Assembly from among the nominees nominated by the Treasury representing the C group privileged share.</p> <p>The Board of Statutory Auditors shall elect a chairman from among its members.</p> <p>The Statutory Auditors shall hold office for a term of 3 years. The Statutory Auditor, whose term has ended, may be re-elected.</p> <p>The Statutory Auditors are also subject to the qualifications and conditions of appointment set out in Article 9 of these Articles of Association.</p> <p>The wages of the members of Board of Statutory Auditors shall be determined by the decision of the General Assembly.</p>	<p>BOARD OF STATUTORY AUDITORS ARTICLE 16.</p> <p>Removed.</p>
<p>DUTIES, AUTHORITIES AND LIABILITIES OF THE STATUTORY AUDITORS ARTICLE 17.</p> <p>The Statutory Auditors have the duty of and are authorized to audit the overall business and budget of the Company, to fulfill those tasks required to be performed by Statutory Auditors under the Turkish Commercial Code, to ensure that the Company is managed efficiently, and to submit proposals to the Board of Directors regarding the protection of the rights and assets of the Company, to call the General Assembly for a meeting when necessary and to determine the agenda of the meeting and to prepare the report required by Article 354 of the Turkish Commercial Code. The Statutory Auditors are obliged to perform the works given to them by Law and these Articles of Association fully and completely.</p>	<p>DUTIES, AUTHORITIES AND LIABILITIES OF THE STATUTORY AUDITORS ARTICLE 17.</p> <p>Removed.</p>
<p>AUTHORITY OF THE GENERAL ASSEMBLY ARTICLE 19.</p> <p>The General Assembly shall be the main decision body of the Company possessing every kind of authority in relation to the business of the Company provided by law. The decisions of the General Assembly shall be binding upon every organ of the Company, primarily upon the 18 Board of Directors. The General Assembly decides on the release and responsibilities of the Board of Directors members and Auditors.</p>	<p>AUTHORITY OF THE GENERAL ASSEMBLY ARTICLE 19.</p> <p>The General Assembly shall be the main decision body of the Company possessing every kind of authority in relation to the business of the Company provided by law. The decisions of the General Assembly shall be binding upon every organ of the Company, primarily upon the 18 Board of Directors. The General Assembly decides on the release and responsibilities of the Board of Directors members.</p>

An Ordinary General Assembly Meeting convened on 2 April 2019 at Türk Telekomünikasyon A.Ş. Genel Müdürlük Kültür Merkezi, Turgut Özal Bulvarı, 06103 Aydınlikevler, Ankara, in which 91.44% of the Company's shares were represented. No questions were raised by shareholders or their representatives attending during this meeting, either over the electronic platform or in person. The minutes of the Meeting are accessible on the website, <http://www.ttyatirimciliskileri.com.tr/en-us/corporate-governance/pages/general-assembly-meeting.aspx>. No proposals for the agenda items were tabled by shareholders during the meeting other than the sub-agenda items.

Particulars related to the said Ordinary General Assembly Meeting dated 2 April 2019 were registered by Ankara Trade Registry Directorate on 24 April 2019, and were published in the Turkish Trade Registry Gazette dated 26 April 2019.

Furthermore, public disclosures announced by the Company regarding the General Assembly meetings were also published on the Public Disclosure Platform as of the meeting dates. Press or stakeholders did not participate to the General Assembly Meetings.

According to Article 31 of the Company's Articles of Association, General Assembly Meetings are announced at least 21 days in advance of the meeting date, excluding the dates of announcement and meeting, in the Turkish Trade Registry Gazette and in two national newspapers in accordance with Article 414 of the Turkish Commercial Code, so as to inform the shareholders in advance of the General Assembly Meetings. Information on General Assembly Meetings, General Assembly agenda, letters of invitation, proxy sample forms and information note, which includes detailed information regarding agenda items are also posted on the investor relations website and the E-Company portal of the Central Registry Agency.

Shareholders who wished to exercise their rights attached to their shareholding and who fulfilled the necessary procedures for participation in General Assembly Meetings pursuant to applicable legislation attended the General Assembly Meeting.

The announcement and explanations which the Company is required to disclose in accordance with the principles of corporate governance, the Information Set forth and the invitation to the General Assembly Meeting and the Minutes of the Meeting are made available for uninterrupted access to the shareholders on the website www.ttinvestorrelations.com, the E-Company portal of the Central Registry Agency and the Public Disclosure Platform.

There were no transactions that required the positive vote of a majority of independent Board Members in order to be resolved by the Board of Directors, or which were left to the discretion of General Assembly due to the negative votes of independent Board Members.

In the Ordinary General Assembly Meeting on 2 April 2019, the shareholders were informed of donations including education, health, sport, culture, the arts or humanitarian aid undertaken by the Company to associations and charitable institutions, which totaled TL 27,120,534 in the year 2018. Total donations including education, health, sport, culture, the arts and humanitarian aid made in 2019 amounted to TL 36,467,085. In line with the donation policy of the Company, total donations in a fiscal year cannot exceed TL 40 million.

As far as Company is aware, no shareholders holding management control, Board Members, insiders with administrative responsibilities or spouses and their relatives up to the second degree relation by blood or marriage were not engaged in any transaction that could cause a conflict of interest for the Company or its subsidiaries, or did not carry out any commercial transaction included in the operation of the Company and its subsidiaries on behalf of themselves or another individual, or did not join a partnership engaged in the same scope of activity in the capacity of a partner with unlimited liability. There was no General Assembly Meeting resolution that was not implemented in 2019.

The Company's Class A shares held by LYY Telekomünikasyon A.Ş. and Class C shares held by the Ministry of Treasury and Finance of the Republic of Turkey are registered, whereas the remaining shares are bearer shares.

Voting and Minority Rights

All Shares of Türk Telekom can be transferred except for one privileged (golden) share of Group C. For the purpose of protecting the national interest in issues of national security and the economy, the following actions and resolutions cannot be taken without the affirmative vote of the holder of the C Group Privileged Share at either a meeting of the Board of Directors or the General Assembly. Otherwise, such transactions shall be deemed invalid.

- a. Any proposed amendments to the Articles of Association;
- b. The transfer of any registered Shares in the Company which would result in a change in the management control of the Company;

c. The registration of any transfer of registered shares in the Company's shareholders' ledger.

Pursuant to the Articles of Association and the Telegram and Telephone Law numbered 406, the holder of the C Group Privileged Share appoints one member representing the Privileged Share to the Board of Directors of Türk Telekom. The C Group Privileged Share owner cannot participate in capital increases.

The Company's Articles of Association contain the provision that minority rights are to be exercised by shareholders representing at least 5% of the paid-in capital. However, minority shareholders are not represented on the Board of Directors.

There is no cross-ownership the Company's share capital.

Dividend Right and Profit Distribution Policy

The Articles of Association do not grant any privileges regarding participation in the Company's profit. Each share is entitled to an equal profit share; however, the holder of the Class C share does not receive any share from the profit. Türk Telekom dividends are paid within the legally prescribed periods of time as set out by the applicable legislation.

The Company adopts a policy of distributing the maximum amount of distributable profit in accordance with Articles 28, 29 and 30 of our Company's Articles of Association. The Dividend Distribution policy was approved by shareholders' in the 2013 Ordinary General Assembly Meeting convened on 27 May 2014. On the other hand, the Board of Directors considers the short-term financial liabilities of group companies and the conditions of those contracts signed with creditors in determining the Company's dividend proposal.

As stated in the Company's Articles of Association, the dates and the manner of distribution of the annual profit to shareholders is decided by the General Assembly upon the proposal by the Board of Directors, in accordance with the provisions of the Capital Market Law and applicable legislation.

The Dividend Distribution Policy is disclosed to the public through investor relations website (www.ttinvestorrelations.com) and stated in Company's Annual Report.

In the Board of Directors meeting held on 31 January 2019, it was decided that as a result of the Company's activities performed during the 1 January 2018 - 31 December 2018 the Company recorded loss of TL 1,391,261,128 according to the independently audited consolidated financial statements prepared pursuant to the provisions of the Series II-14.1 "Capital Market Communiqué on Principles Regarding Financial Reporting" and the Company's commercial loss calculated in accordance with the provisions of the Tax Procedure Law stood at TL 1,965,757,320, and accordingly, no dividend should be distributed for the 2018 activity year because of the loss arising in accordance with the Company's 2018

consolidated financial statements and the provisions of the Tax Procedure Law. The proposal of the Board of Directors for dividend distribution was accepted in the general assembly meeting held on 2 April 2019, and no dividend distribution was performed.

The Company did not buy back its shares in 2019.

Transfer of Shares

The provisions of the Company's Articles of Association restricting transfer of shares are as follows:

Subject to Article 6/A of the Company's Articles of Association, all shares of Türk Telekom can be transferred except for one privileged (golden) share of Group C. For the purpose of protecting the national interest in issues of national security and the economy, the following actions and resolutions cannot be taken without the affirmative vote of the holder of the C Group Privileged Share at either a meeting of the Board of Directors or the General Assembly. Otherwise, such transactions shall be deemed invalid:

a) Any proposed amendments to the Articles of Association;

b) The transfer of any registered shares in the Company which would result in a change in the management control of the Company;

c) The registration of any transfer of registered shares in the Company's shareholders' ledger

The transfer of shares are restricted until the expiration of the Strategic Commitment Period of 14 November 2008 as stipulated in Article 6.A.2 of the Articles of Association, which is as follows: "At any time after the later of the expiry of the Strategic Commitment Period and the date on which the holder of the Group A Shares has paid in full for all of its Shares in the Company, the holder of the Group A Shares may transfer some or all of its Shares to a third party, subject always to the veto rights of the holder of the C Group Privileged Share." After the end of the aforementioned restriction period, the transfer of the Company's Group A shares may always be the subject of the veto rights of the holder of the Group C Privileged Share. The Strategic Commitment Period ended on 14 November 2008 and the holder of Group A shares paid the amount in full for all of their shares in the Company. Accordingly, the Company's Group A shares may be transferred with the approval of the holder of the C Group Privileged Share. The Group A Shareholder may pledge, mortgage or charge those of its shares as shall from time to time not be subject to the Share Pledge to a financial institution for the purpose of security for borrowings incurred in respect of the purchase of such shares or otherwise. If that financial institution forecloses such a pledge, mortgage or charge then it may only transfer the Group A Shares subject to the pledge, mortgage or charge in the event that it obtains the prior written consent of the Treasury (such consent not to be unreasonably withheld).

Corporate Governance Principles Compliance Report

According to Article 6.A.3 of the Company's Articles of Association, the restriction placed of the transfer of shares of Group B shareholders is limited to the strategic commitment period and there shall be no restrictions on the transfer of Group B shares after the end of the strategic commitment period on 14 November 2008.

Furthermore, according to the supplemental Article 17 of the Telegram and Telephone Law numbered 406 and paragraph 4 of the Article 6 of the Company's Articles of Association, the C Group Privileged Share shall not be sold.

Public Disclosure and Transparency

Company Disclosure Policy

The Türk Telekom Disclosure Policy has been formulated in line with the CMB's Communiqué on Principles Governing Disclosure of Material Events No: II-15.1 and CMB's Corporate Governance Principles. In line with the decision taken by the Company's Board of Directors, the policy was updated on 12 April 2018 and announced on the Public Disclosure Platform, and has been approved and brought into effect by the Board of Directors, with shareholders being informed during the Ordinary General Assembly Meeting convened on 28 May 2018. The disclosure policy is posted on the investor relations website (www.ttinvestorrelations.com) under the "Corporate Governance" heading. The Investor Relations Department is responsible for the monitoring and development of the said policies, and the names and duties of those with the relevant responsibility are listed under the heading of the Investor Relations Unit. These individuals closely cooperate with the Board of Directors and Corporate Governance Committee in the fulfillment of these responsibilities.

2019 Company Guidance

On 26 July 2019 and 31 October 2019, the Company revised the guidance for 2019, which was announced on 30 January 2019.

Guidance for 2019 Regarding Consolidated Financial Results announced on 30 January 2019 is as follows:

- "Under current circumstances, guidance for 2019 is as below:
- Consolidated revenue growth (excluding IFRIC 12) to be at 15-16% levels over 2018,
- Consolidated EBITDA to be at TL 10.0 billion-TL 10.2 billion levels,

- Consolidated CAPEX to be at TL 5.5 billion- TL 5.7 billion levels.

Note: The Company adopted IFRS 16 accounting standards with effect from 1 January 2019. Guidance includes the impact of IFRS 16 on EBITDA (TL 650-700 million) and CAPEX (TL 850- 900 million)."

Explanations related to the guidance revision on 26 July 2019 are as follows:

"Our Company decided to revise upwards its 2019 guidance on EBITDA on the back of strong operational profitability in the first half of 2019.

Accordingly, undercurrent circumstances, guidance for 2019 is as below;

- Consolidated revenue growth (excluding IFRIC 12) to be around 15%-16% over 2018;
- Consolidated EBITDA to be at TL 10.3 billion and 10.5 billion levels,
- Consolidated CAPEX to be around TL 4.6 billion - TL 4.8 billion."

Our company adopted IFRS 16 accounting standards starting from 1 January 2019. EBITDA includes IFRS 16 impact, while CAPEX does not include gross additions to right of use assets (TL 850 - 900 million) which is netted off by gross additions to leasing liability arising from IFRS 16."

Explanations related to the guidance revision on 31 October 2019 are as follows:

"Our company has decided to revise its 2019 guidance based on the results and strong operational profitability in the first nine months of 2019. Accordingly, under the current circumstances, the guidance for 2019 is as below;

- Consolidated revenue growth (excluding IFRIC 12) to be around 15% over 2018;
- Consolidated EBITDA to be around TL 11.0 billion,
- Consolidated CAPEX to be around TL 4.8 billion."

Realization of 2019

While the consolidated revenue (excluding IFRIC 12) increased by 15.1% in line with the Company's annual revenue growth guidance, the EBITDA recorded was TL 11.2 billion compared to the latest guidance of TL 11.0 bn. The Group invested TL 4.9 billion in line with the consolidated CAPEX guidance.

Guidance for 2020 Consolidated Financial Results

“Under the current circumstances 2020 guidance is as follows:

- Consolidated revenue growth (excluding IFRIC 12) to be around 14% over 2019;
- Consolidated EBITDA to be around TL 12.4 billion level;
- Consolidated CAPEX to be around TL 5.8 billion level.”

The Investor Relations Website and its Content

The Investor Relations website can be accessed from www.ttinvestorrelations.com, and is actively used in achieving transparency and public disclosure in parallel with Capital Market legislation, CMB and BIST rules and regulations and the CMB’s Corporate Governance Principles. The information on the website is provided in both Turkish and English. The main headings covered on the website are listed below:

- Detailed information about the company profile
- Vision, mission and values
- Company management and shareholding structure
- Information about the Members of the Board of Directors and Senior Management of the Company
- Company’s Articles of Association and the Turkish Trade Registry Gazette where the amendments are published
- Trade registry information
- Financial statement and activity reports
- Public disclosures of material events
- Earnings releases
- Investor presentations
- Stock performance information
- Bond information
- Credit ratings

- Contact information of analysts
- Information about the General Assembly Meetings
 - Agenda
 - Information set
 - Meeting Minutes
 - List of attendants
 - Proxy sample
- Corporate Governance Principles compliance report
- Profit distribution policy, history and capital increases
- Disclosure policy, remuneration policy, Board of Directors women membership policy, human rights policy and other policies
- Ethic Codes
- Independent auditor information
- List of insiders with administrative responsibilities
- Internal Audit and Risk Management
- Information on committees established according to the Capital Markets Board Corporate Governance Principles
- Offering circular related to the public offering
- Türk Telekom Call Center and contact information
- Investor Relations contact information
- Sustainability
- Information related to the social responsibility projects of Türk Telekom
- Frequently asked questions and answers
- Telecom glossary

Trade Registry Information

Date of Registration	30 June 1994
Date of publishing the corporation in Turkish Trade Registry Gazette	1 July 1994
Registration Number	103633
Trade Registry Office	Ankara Trade Registry Office
Central Registration System Number	0876005220500084

Corporate Governance Principles Compliance Report

Disclosure of Ultimate Controlling Individuals

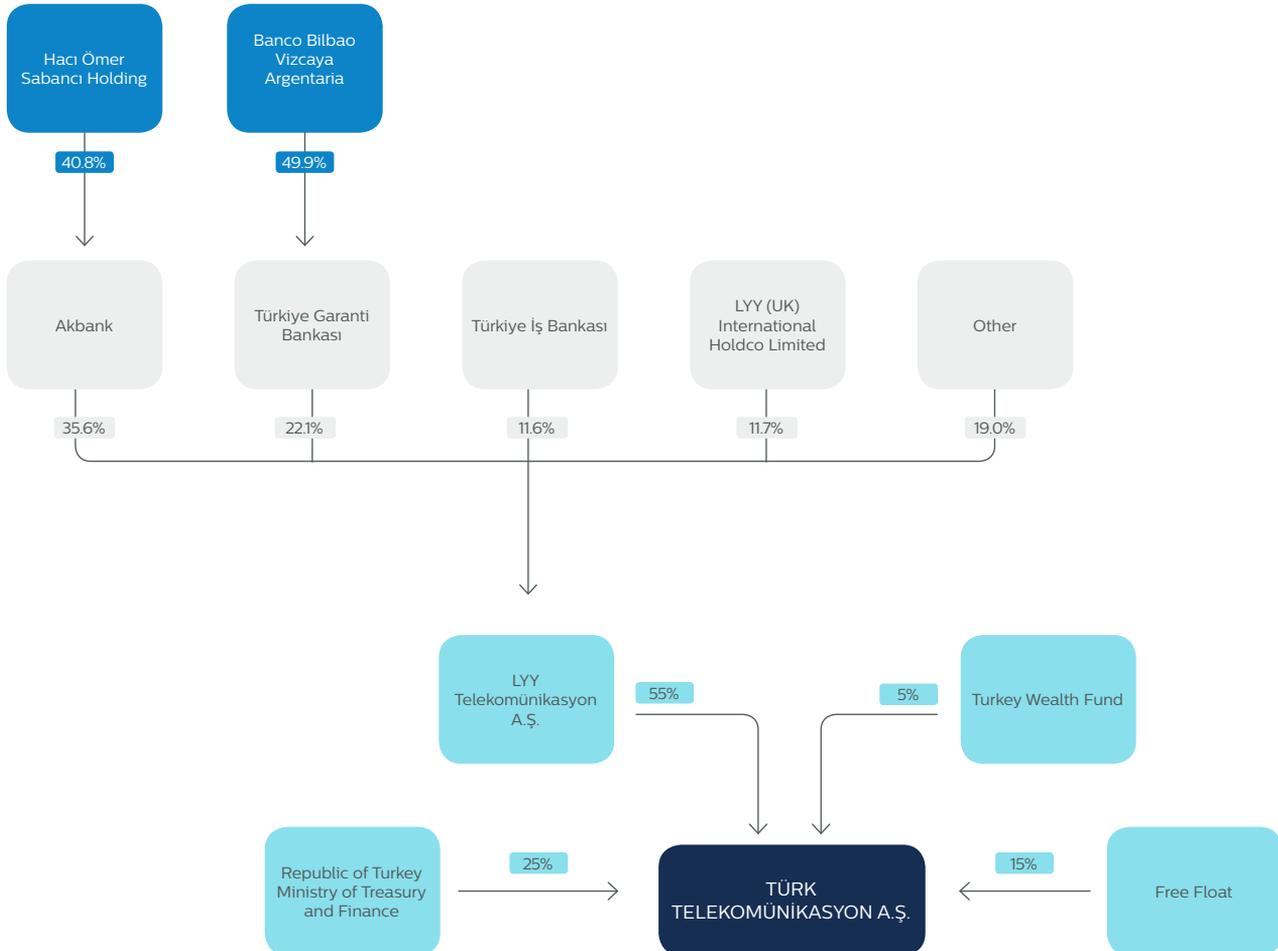
Not subject to the registered capital system, the Company has a share capital of TL 3,500,000,000 which is fully paid-in.

The distribution of the paid-in capital among the shareholders is shown below:

Shareholders	Share in Capital		
	Amount (TL)	Group	Share (%)
LYY Telekomünikasyon A.Ş.	1,925,000,000.00	A	55
Republic of Turkey Ministry of Treasury and Finance	875,011,884,975	B	25
Republic of Turkey Ministry of Treasury and Finance	0.01	C	
Turkish Wealth Fund	174,988,115.015	B	5
Free Float	525,000,000.00	D	15
TOTAL	3,500,000,000.00	-	100

Note: According to the Official Gazette, on 5 February 2017, the Council of Ministers decided to transfer the 6.68% stake (5% B Group shares and 1.68% D Group free float shares) of the Company belonging to Republic of Turkey Ministry of Treasury and Finance to the Turkish Wealth Fund. The transaction was completed in 2017.

Real and legal persons owning shares directly and indirectly in the Company are as follows:



Note: 1) There is no real or legal person whose shareholding exceeds 5% except those shown in the shareholder structure.

2) Turkey Wealth Fund has 1.68% share in free float.

Other Information in accordance with legislation

The content of the annual activity report is prepared in accordance with the New Turkish Commercial Code and the regulations of the Capital Market Board.

There were no conflicts of interest arising between Türk Telekom and the related organizations which offer investment advice, investment analysis and rating activity.

The Chief Executive Officer is not the Chairman of the Board of Directors.

No administrative sanction or penalty has been imposed on any member of the Board of Directors.

As there is no cross ownership in the Company's share capital, no information regarding this issue is provided in the activity report.

Board of Directors

Structure and Formation of the Board of Directors

During the Extraordinary General Assembly Meeting of the Company held on 25 January 2019, Article 8 of the Articles of Association of the Company, entitled "Board of Directors" was amended and the number of the members of the Board of Directors was set at nine, and the Board of Directors was elected for a term of 3 years.

In accordance with the Company's Articles of Association, members of the Board of Directors may be nominated as follows;

(a) the Group A Shareholder as all be entitled to nominate five (5) persons for election as Directors.

(b) provided that the Treasury and Turkish Wealth Fund, as Group B Shareholders shall hold;

- 30% or more of the shares, the Treasury shall be entitled to nominate three (3) persons for election as independent board members who carry the independence criteria as defined in the Capital Market legislation or

- 15% or more of the shares (but less than 30% of the shares), the Treasury shall be entitled to nominate two (2) persons for election as independent board members who carry the independence criteria as defined in the Capital Markets legislation

- During the calculation of 15% and 30% of the shares mentioned above paragraphs, the amount of B Group shares and D Group shares held by the Treasury and Turkish Wealth Fund shall be taken into account together.

(c) As long as the Treasury and Turkish Wealth Fund holds 15% or more of the Shares (but less than 30% of the Shares), the Group A shareholder shall be entitled to nominate one (1) person, who carry the independence criteria as defined in the Capital Markets legislation, for election as independent Board Members and five (5) persons for election as Director.

(d) while the Treasury holds the C Group Privileged Share, the Treasury shall be entitled to nominate, a further one (1) person, for election as Director for the C Group Privileged Share.

Corporate Governance Principles Compliance Report

As of the report date, the structure of the Board of Directors of the Company is as shown below:

Türk Telekomünikasyon A.Ş. Members of the Board of Directors			
Name - Surname	Date of First Appointment to the Board of Directors	Duties at Türk Telekomünikasyon A.Ş. over the last five years	Duties outside Türk Telekomünikasyon A.Ş.
Dr. Ömer Fatih Sayan	Chairman of the Board - 21.12.2018 Board Member - 04.09.2018		<ul style="list-style-type: none"> Deputy Minister at the Ministry of Transport and Infrastructure of the Republic of Turkey
Eyüp Engin	21.12.2018	<ul style="list-style-type: none"> 28.12.2018 - Still: Board Member of TT Mobil İletişim Hizmetleri A.Ş. 28.12.2018 - Still: Board Member of TTNET A.Ş. 28.12.2018 - Still: Chairman of the Board of Argela Yazılım ve Bilişim Teknolojileri San. ve Tic. A.Ş.. 	<ul style="list-style-type: none"> Akbank T.A.Ş. Executive Board Member Ak Yatırım Menkul Değerler A.Ş. Board Member
Yiğit Bulut	06.05.2014		<ul style="list-style-type: none"> Chief Advisor of the President of the Republic of Turkey Member of the Economy Policies Committee of the Presidency of the Republic of Turkey
Hakan Aran	21.12.2018	<ul style="list-style-type: none"> 28.12.2018 - Still: Board Member of TT Mobil İletişim Hizmetleri A.Ş. 28.12.2018 - Still: Board Member of TTNET A.Ş. 28.12.2018 - Still: Board Member of AssisTT Rehberlik ve Müşteri Hizmetleri A.Ş. 28.12.2018 - Still: Board Member of İnnova Bilişim Çözümleri A.Ş. 28.12.2018 - Still: Chairman of the Board of Sebit Eğitim ve Bilişim Teknolojileri A.Ş. 	<ul style="list-style-type: none"> Assistant General Manager of Türkiye İş Bankası A.Ş. Chairman of the Board of Softtech Yazılım Teknolojileri Araştırma Gel. ve Paz. Tic. A.Ş. Chairman of the Board of Livewell Giyilebilir Sağlık Ürün Hiz. ve Tekn. San. ve Tic. A.Ş. Chairman of the Board of Gullseye Lojistik Teknolojileri A.Ş. Board Member of Türkiye İş Bankası A.Ş. Mensupları Munzam Sosyal Güvenlik ve Yardımlaşma Sandığı Vakfı
Selim Dursun	04.09.2018	<ul style="list-style-type: none"> 02.03.2012 - 02.02.2015: İnnova Bilişim Çözümleri A.Ş. Examination Board Member 	<ul style="list-style-type: none"> Deputy Minister at the Ministry of Transportation and Infrastructure of the Republic of Turkey
Dr. Nureddin Nebati	Group B - 27.12.2018 Group A - 02.11.2018		<ul style="list-style-type: none"> Deputy Minister at the Ministry of Treasury and Finance of the Republic of Turkey

Türk Telekomünikasyon A.Ş. Members of the Board of Directors			
Name - Surname	Date of First Appointment to the Board of Directors	Duties at Türk Telekomünikasyon A.Ş. over the last five years	Duties outside Türk Telekomünikasyon A.Ş.
Dr. M. Cüneyt Sezgin	21.12.2018	<ul style="list-style-type: none"> 28.12.2018 - Still: Deputy Chairman of TT Mobil İletişim Hizmetleri A.Ş. 28.12.2018 - Still: Board Member of TTNET A.Ş. 28.12.2018 - Still: Chairman of the Board of Turk Telekom International Group 	<ul style="list-style-type: none"> Board Member of T. Garanti Bankası A.Ş. Board Member of Garanti Bank S.A. (Romania) Head of the Audit Committee of Garanti Bank S.A. (Romania) Board Member of Garanti Emeklilik ve Hayat A.Ş. Head of the Audit Committee of Garanti Emeklilik ve Hayat A.Ş. Board Member of Garanti Yatırım Menkul Kıymetler A.Ş. Head of the Audit Committee of Garanti Yatırım Menkul Kıymetler A.Ş. Member of the Board of Trustees of Teachers Academy Foundation Member of the Board of Trustees of World Wildlife Fund (WWF Turkey) Member of the Board of Trustees of Kabataş Boys' High School Education Foundation Member of the Board of the Turkish Finance Managers' Foundations Board Member of Turkish Corporate Governance Association
Aclan Acar	07.03.2019		<ul style="list-style-type: none"> Member of the Advisory Board of Turkish Education Foundation (TED) Member of the Board of Trustees of TED University
Ertuğrul Altın	12.03.2019		<ul style="list-style-type: none"> Advisor to the Minister at Ministry of Treasury and Finance of the Republic of Turkey Board Member of Boru Hatları ile Petrol Taşıma A.Ş.

There are no executive Board Members in the Company.

Biographies of the members of Türk Telekom's Board of Directors are provided in the Board of Directors Section of the annual report and Investor Relations website. Pursuant to the 10th article of the Articles of Association, the members of the Board of Directors shall hold office for a term of 3 years.

In line with the Capital Markets Board legislation, the Corporate Governance Committee performed the member nomination responsibility of the Nomination Committee for the designation of the independent members of the Board of Directors whose nominations were discussed and decided at the Extraordinary General Assembly Meeting, which was held on 25 January 2019. B Group shareholders presented three independent board nominee members to the Corporate Governance Committee, and the Corporate Governance Committee prepared a report dated 4 January 2019 on the suitability of the nominees with respect to the independency criteria, and presented this report to the Board of Directors on the same dates. After the Capital Markets Board provided consent for the nominees, three nominees of

independent members of the Board of Directors were submitted to the General Assembly's approval and were also elected.

Statements of Independence that each independent Board Member have signed are presented in the appendix of this report. No circumstances were found which could jeopardize the independence of the Board of Directors in the activity period. No company rules have yet been internally established regarding the positions to be held by the members of Board of Directors outside the company.

Changes in the Members of the Board of Directors in 2019

On 7 March 2019, Board Member Bülent Aksu resigned from his position, and Aclan Acar was appointed as Board Member on 7 March 2019 for the Board Membership position that became vacant upon the resignation of Bülent Aksu. Board Member status of Aclan Acar was approved by the General Assembly in the Ordinary General Assembly Meeting held on 2 April 2019 to be valid under the same terms and conditions of the other Board Members and for the remaining term of office of his predecessor.

On 12 March 2019, Board Member Emre Derman resigned from his position, and Ertuğrul Altın was appointed as Board Member on 12 March 2019 for the Board Membership position that became vacant upon the resignation of Emre Derman. Board Member status of Ertuğrul Altın was approved by the General Assembly in the Ordinary General Assembly Meeting held on 2 April 2019 to be valid under the same terms and conditions of the other Board Members and for the remaining term of office of his predecessor.

Principles of Activity of the Board of Directors

Pursuant to the Articles of Association, the Board of Directors shall meet at least four times a year or shall meet whenever the Company's business so requires. The activities of the Board of Directors are run by the Board Secretariat. At least 10 business days before the meeting, a notice of the time of meeting and the agenda, which is accompanied by any relevant papers, are sent to the members of the Board of Directors. Meeting notices are sent to the members of the Board of Directors via e-mail. The agenda of the meetings of the Board of Directors is set by e-mails in view of the proposals set forth by members of the Board of Directors, the CEO - General Manager, Assistant General Managers and Executive members of departments. The agenda is finalized by receiving the consent of the Chairman of the Board.

In 2019, the Company's Board of Directors convened 12 times in total to evaluate strategic matters concerning the Company. The overall attendance rate of board meetings was 91%. Pursuant to the 12th article of Articles of Association, questions arising meetings are passed by a simple majority of the votes of the Directors present at such meeting unless the resolution relates to a "Supermajority Decision Relating to the Board". Supermajority Decisions Relating to the Board were taken with the presence and affirmative vote of seven Directors, at least one of which shall be a Director representing the Ministry of Treasury and Finance of the Republic of Turkey. Questions arising at the meeting of Board of Directors and issues with multiple views are read into the minutes with the appropriate grounds of negative votes in detail. The rights of members of the Board of Directors representing the C Group shareholder are set out in the section of Voting Rights and Minority Shares. No negative votes on these resolutions were received. There were no significant transactions presented for approval of the independent directors and all related party transactions were approved by the majority of the independent directors. The Company has insured the damages that will be caused by the faults of the members of the Board of Directors during

their duties. The Company's existing Executive Liability Insurance policy has been implemented in a way that the total liability limit exceeds 25% of the Company's capital.

Numbers, Structures and the Independence of Committees within the Board of Directors

Audit Committee

The Audit Committee was established with the Board Resolution dated 16 June 2008.

With the Board Resolution dated 11 January 2019, Independent Board Member Yiğit Bulut was selected as the Chairman of the Audit Committee, and independent Board Member Selim Dursun was elected to the membership position of the Audit Committee.

The Committee holds meetings once every three months. The Audit Committee gathered seven times in 2019 and reviewed and monitored Türk Telekom Group's processes of accounting, finance and auditing as well as their processes for monitoring compliance with the law and regulations and their own code of business conduct, as well as such other matters which may be delegated specifically to the Committee by the Board from time to time.

Corporate Governance Committee

The Corporate Governance Committee was established with the Board Resolution dated 17 October 2012.

With the Board Resolution dated 11 January 2019, Independent Board Member Nureddin Nebati was appointed as Chairman of the Corporate Governance Committee, and Independent Board Member Selim Dursun and Board Member Dr. Muammer Cüneyt Sezgin were elected as members of the Corporate Governance Committee. Investor Relations Director, Sabriye Gözde Çullas is also a member of the Corporate Governance Committee.

The Corporate Governance Committee shall provide the implementation, improvement and adoption of corporate governance principles within the Company and shall convene as often as deemed necessary to ensure the effectiveness of its work. In 2019, the Corporate Governance Committee held four meetings and carried out its tasks effectively.

Nomination and Remuneration Committee

A “Nomination Committee” and a “Remuneration Committee” were established to operate under the control of the Board of Directors with the Company Board resolution dated 16 December 2019 and numbered 228 in order to perform the current tasks of the “Nomination and Remuneration Committee” established on 22 February 2019 under Article 4.5.1 of the Corporate Governance Principles set forth in the Capital Market Board’s Communiqué Series II-17.1 on Corporate Governance.

Nomination Committee

Independent Board Member Dr. Nureddin Nebati serves as the Chairman of the Nomination Committee, established with the resolution issued by the Company’s Board of Directors on 16 December 2019, while Chairman of the Board of Directors Dr. Ömer Fatih Sayan and Board Member Aclan Acar serve as members of the Nomination Committee.

Nomination Committee convenes at the frequency required by the tasks assigned to it, provided that such frequency shall not be less than 2 meetings per year. Since the Nomination Committee was established on 16 December 2019, it did not hold any meetings within 2019.

Remuneration Committee

Independent Board Member Yiğit Bulut is serving as Chairman of the Remuneration Committee established with the resolution issued by the Company’s Board of Directors on 16 December 2019, while Vice Chairman of Board of Directors Eyüp Engin and Board Member Dr. Muammer Cüneyt Sezgin serve as members of the Remuneration Committee.

Remuneration Committee convenes at the frequency required by the tasks assigned to it, provided that such frequency shall not be less than 2 meetings per year. Since the Remuneration Committee was established on 16 December 2019, it did not hold any meetings within 2019.

Early Identification and Management of Risks Committee

The Early Identification and Management of Risks Committee was established with the Board of Resolution dated 14 August 2013.

Pursuant to the Board Resolution dated 11 January 2019, independent Board Member Yiğit Bulut serves as the Chairman of the Early Identification and Management of Risks Committee, whereas Vice Chairman of the Board of Directors Eyüp Engin and Board Member Hakan Aran serve as the members of the Early Identification and Management of Risks Committee.

The Early Identification and Management of Risks Committee convenes every two months and carries out its tasks effectively. In 2019, the Committee held a total of four meetings. This Early Identification and Management of Risks Committee was established with the following aims:

- To identify any potential risks that could jeopardize the existence, development and continuity of the Türk Telekom Group,
- To establish the Corporate Risk Management System to implement necessary measures and actions with the aim of eliminating identified risks, and to ensure the system’s continuity and to improve it if necessary,
- To conduct activities related to the risk management and monitoring via risk management tools within the scope of a risk management system,
- To ensure that the findings received from the Corporate Risk Management System form important components of the decision making process, and to present reports to the Board of Directors on these issues.

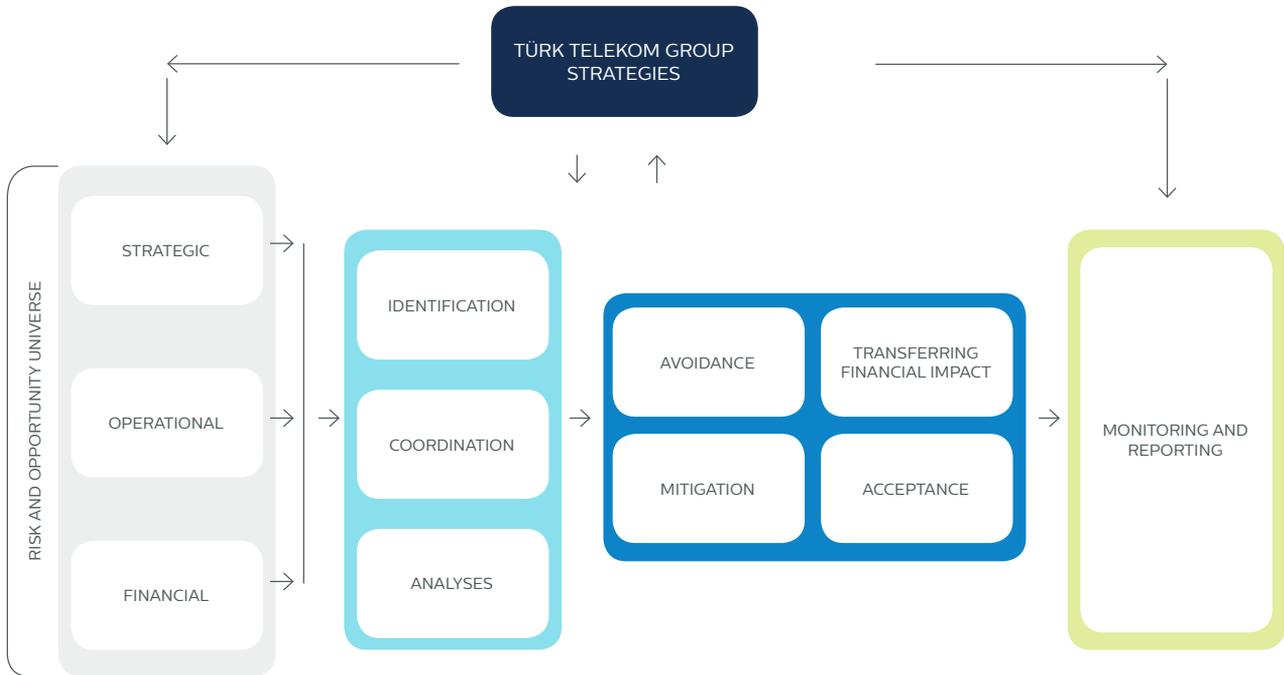
Independent Board Member Yiğit Bulut is serving as the Chairman of the Early Identification and Management of Risks Committee, Chairman of the Audit Committee and Chairman of the Remuneration Committee, while independent Board Member Selim Dursun serves as both the Member of the Corporate Governance Committee and the Member of the Audit Committee and independent Board Member Dr. Nureddin Nebati serves as both the Chairman of the Corporate Governance Committee and the Member of the Nomination Committee.

Türk Telekom Risk Management and Internal Control Mechanism

With awareness on the value add of Enterprise Risk Management to the Group and Group companies, Türk Telekom adopts international standards in Enterprise Risk Management, and carries out activities required to develop risk management in line with best practices.

In this context, Türk Telekom creates the Enterprise Risk Management framework in a manner to integrate all important processes and decision-making mechanisms. By this way, it is aimed to effectively manage the significant risks that may be encountered during the performance of activities carried out for achieving the targets of both Türk Telekom Group and the Group Companies.

Türk Telekom Group Enterprise Risk Management Process



Türk Telekom Group Enterprise Risk Management Life Cycle

The risks that may affect the short- and long-term strategic targets of the Group are defined, and the potential root causes and results of the identified risks are determined. The root cause chain that may cause / trigger potential risks is analyzed in detail, and the elimination/reduction of risks at a reasonable cost is aimed with the actions taken according to the priorities determined.

After the owner is determined for each risk, risk stakeholders who have an impact on the root causes that have the potential to cause the risk, or who are affected by the consequences of these risks are determined.

Since most of the risks are similar to each other in terms of their nature, they may be classified under a number of main risk categories. The risks exposed at Türk Telekom are classified and monitored under Strategic, Financial and Operational Risk categories.

During the risk analysis, an assessment is made on the probability of realization of risks, as well as the impacts they may cause when realized. A particular risk may have an influence on more than one area, and a separate assessment is made for each area of influence.

While making decisions related to risk management, risk owners perform cost-benefit analysis, and take stakeholder expectations into consideration. In addition, whether risk management requires special expertise which the business units may not have is also assessed. In this context, 4 main options to be considered are as follows:

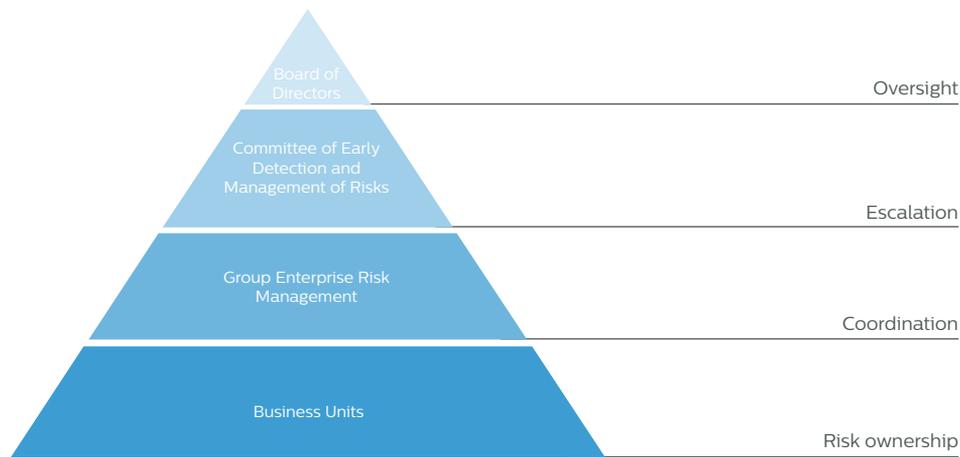
1. Accept the Risk
2. Reduce the Risk
3. Transfer the Risk (Share)
4. Avoid the Risk

Creating Control Environment

Controls are actions to reduce the possibility of realization of the risk and/or reduce its impact in case of realization. Control activities are aimed to be integrated into systems and processes during the design of the relevant structure.

Risk owner determines the existing controls together with the stakeholders to accurately identify the risk level, and the efficiency of these controls is assessed together with the control owners.

Türk Telekom Enterprise Risk Management Governance Model



Türk Telekom Group Enterprise Risk Management Governance Structure

According to the governance structure of Türk Telekom,

- the Board of Directors reviews and monitors the risks and opportunities that Türk Telekom is exposed to according to the Group's strategies. The final authority and responsibility for the effectiveness of the Enterprise Risk Management rests with the Board of Directors.
- the Early Identification and Management of Risks Committee has been formed on the basis of the decision dated 14 August 2013 of the Board of Directors in accordance with Article 378 of the Turkish Commercial Code No. 6102 and the applicable regulations of the Capital Markets Board. Its structure, tasks and responsibilities are set forth under the heading "The Tasks and Working Principles of the Committee of Early Detection and Management of Risks".
- the Enterprise Risk and Business Continuity Management department is responsible from setting and improving the standards regarding the Enterprise Risk Management System, coordinating the Enterprise Risk Management processes carried out within the Group, monitoring the current levels and the progress of the identified risks and reporting them to the related Management units.
- Business Units own the risks and take necessary actions for the risks. Risk management is a natural part of everyone's tasks. All Company employees are responsible for compliance with the risk management policy, effective management of the risks related to their own areas and taking necessary measures to ensure compliance with the legal legislation.
- The Internal Control Environment provides assurance regarding the functioning of the controls and actions in managing the risks.

The risks of Group companies is also managed in parallel to the risk management standards established for Türk Telekom.

Strategic Targets of the Company

The Strategic Business Plan, which includes the strategic targets determined by observing global and local sectoral developments, technological developments and the identification of customer preferences and the annual budget, are subject to approval from the Board of Directors. The Board monitors Türk Telekom's performance in reaching its strategic targets on a monthly basis

Prohibition on Carrying out Business and Competing with the Company

The Company has adopted practices that are aligned with Articles 395 and 396 of the Turkish Commercial Code and Principles of Corporate Governance annexed to Communiqué II-17.1 on Corporate Governance on this subject.

During the Extraordinary General Assembly Meeting dated 25 January 2019 and the Ordinary General Assembly Meeting dated 2 April 2019, the General Assembly permitted the members of the Board of Directors to perform the works set forth in Articles 395 and 396 of the Turkish Commercial Code, pursuant to Corporate Governance Communiqué No: II.17.1, the General Assembly was informed of the transactions realized during the year by the controlling shareholders, members of the Board of Directors, the senior executives and their spouses and their relatives by blood and marriage up to the second degree to conduct material transactions which may cause a conflict of interest for the Company or the Company's subsidiaries and/or to perform any transaction in the category of commercial affair falling into the scope of the fields of activity of the Company or its subsidiaries on their own or others' behalf or to acquire shares in another company engaged in the

Corporate Governance Principles Compliance Report

same type of commercial activities under the capacity of unlimited partner.

Remuneration of Members of the Board of Directors and Senior Executives

Shareholders were informed of the “Remuneration Policy” determined for the Members of the Board of Directors and the Senior Executives in accordance with the Principles of Corporate Governance in the Ordinary General Assembly Meeting dated 2 April 2019. The Remuneration Policy was disclosed to the public and was also posted on the investor relations website on the same day. Remuneration of members of the Board of Directors is determined by the General Assembly in accordance with Article 408 of Turkish Commercial Code No. 6102 and Article 8 of the Company’s Articles of Association.

During the Ordinary General Assembly Meeting held on 28 May 2018 and the Extraordinary General Assembly Meeting held on 19 July 2018, it was approved and accepted that each member of the Board of Directors shall be paid a net remuneration amount of TL 15,000 per month, in addition to two bonuses per year, each equal to monthly remuneration amount, in January and in July.

During the Extraordinary General Assembly Meeting held on 25 January 2019, it was decided that the monthly net remunerations per member determined at the Extraordinary General Assembly Meeting held on 19 July 2018, would be increased in line with the 2018 annual consumer price index (CPI) announced by the Turkish Statistical Institute (TurkStat), and that the bonuses, to be paid twice in a year, in January and in July, would also be raised by the same amount as the monthly remunerations.

During the Ordinary General Assembly Meeting held on 2 April 2019, it was decided that the net remuneration and bonus payable to each of the elected members of the Board of Directors for their activities to be performed in 2019 pursuant to the Remuneration Policy would be determined in the form accepted by the Company’s Extraordinary General Assembly Meeting dated 25 January 2019.

There is no performance measurement and a performance-based rewarding system in place for Board members. The Company has never lent money or extended loans to any Board member or executive, no credit has been extended under personal loans through third persons, nor have any guarantees been provided such as suretyship in their favor.

The remuneration of directors and other members of key management for 2018 and 2019 are as follows collectively:

(TL x 1,000)	1 January – 31 December 2018	1 January - 31 December 2019
Short-term benefits	110,327	161,146
Remunerations and similar fees	99,646	152,913
Attendance fees	10,681	8,233
Long-term defined benefits	2,365	1,921
Social Security Institution premiums	2,365	1,921
Total	112,692	163,067

Stakeholders

Türk Telekom's stakeholders are individuals, institutions or interest groups, such as employees, creditors, customers, suppliers, dealers, trade unions and various non-governmental organizations which are involved in the fulfilment of the Company's objectives or activities.

In its operations and activities, Türk Telekom strives to protect the rights of its stakeholders as regulated by relevant legislation and mutual agreements. In situations where the rights of stakeholders cannot be protected by legislation and mutual agreements, the interests of stakeholders are protected in accordance with the rules of good faith and to the extent of the Company's capabilities.

Company Policies Regarding Stakeholders

Türk Telekom's policies regarding its employees are carried out in accordance with the principles of its human resources and human rights policies; while its relations with suppliers are guided by the practices described in its procurement policy.

Türk Telekom has defined its vision as doing its best in all aspects of its work, thereby contributing to the enrichment of the businesses and lives of its customers.

As a responsible employer, Türk Telekom assigns utmost priority to the execution of the business processes and transactions of stakeholders with whom it is related, in accordance with labour and social security laws, and the Company's human rights policy.

Türk Telekom listens to the requests and suggestions of its customers and exercises maximum effort to resolve complaints as rapidly as possible; in a fair, impartial and confidential manner; in accordance with laws, regulations and Company rules.

Türk Telekom attaches importance to ensuring that its relations with companies with which it is engaged in a commercial relationship, such as dealers, contractors and business partners, are proper, consistent and reliable; and that all manner of business is carried out in accordance with the relevant contracts, laws or regulations. In the contracts signed with these companies, objective criteria such as conformity with principles and practices; and the benefits and costs by taking into account the opinions of the legal and the relevant business unit, are taken into consideration.

Türk Telekom protects the rights of its stakeholders with policies and regulations related to the prevention of corruption and bribery. In this field, efforts were undertaken for the preparation of Türk Telekom Anti-Bribery and Anti-Corruption Policy in 2019. The Company's corporate website features an ethics violation notification channel, through which stakeholders may report transactions that contravene the relevant legislation or are not ethical. These notices are reviewed impartially by Türk Telekom Business Ethics Committee,

which provides consultancy services to employees on ethical issues. The Business Ethics Committee is tasked with conducting the relevant investigation and inquiry; and notifications are resolved within the framework of the findings. The Committee evaluates conflicts of interest brought to its attention in a balanced manner. Necessary audits and inspections are carried out by the Company and the results are reported to the applicants.

Information security requirements and rights of stakeholders are evaluated within the framework of the Information Security Policy, under the scope of the Law on the Protection of Personal Data (KVVK) and other legislation. Türk Telekom undertakes all technical and administrative measures to ensure the appropriate level of security in order to prevent illegal access to personal data or processing of the data, and to ensure the protection of the data.

As a result of efforts to enable stakeholder participation in the management; implementation and development of models to enable the participation of Company employees in the management, such as Occupational Health and Safety Boards, Disciplinary Boards, Conflict Resolution Board and Inventor Idea System, continued in 2019.

The participation of employees in the management via Disciplinary Boards and Dispute Resolution Boards is regulated in the Collective Labour Agreement.

Informing Stakeholders

Türk Telekom shareholders and investors are kept informed in line with public disclosure principles.

The Company's Marketing and Customer Care Department efficiently handles the requests of Türk Telekom customers for information concerning services and products; addresses comments or complaints; and provides solutions to customer problems.

Intracompany disclosures are carried out by the Internal Communication Department within the body of the Human Resources Unit, the Academy and the Internal Communication Directorate.

Through public policies posted in Turkish and English on the Company's website; suppliers, dealers, investors, employees and other stakeholders are kept abreast of the Company's practices vis-à-vis stakeholders.

Human Resources Policy

Türk Telekom aims to be the most preferred company in the Turkish telecommunications sector, and thus, in line with its future strategy and targets, to attract a qualified workforce aligned with its corporate culture and values.

Türk Telekom in principle seeks to generate long term employment, bound by opportunities presented by technological developments, financial and economic conditions and sectoral changes in its area of activity, in order to provide fast, high quality and affordable services.

Türk Telekom's track record of success rests on the flexibility of its employees and proficiency in adapting rapidly and efficiently to the sector's changing circumstances. With their superior skills, competence and experience, employees help Türk Telekom become one of the leading companies in the world.

Türk Telekom plans competence needs, both present and future, to match its strategies and leadership model. To that end, Türk Telekom undertakes training and development activities to ensure the advancement of knowledge, skills and behavior; to support the employer brand; and to embark on development investments with a view to supporting and retaining high performance and high potential, through an integrated talent management perspective.

The basic tenets include ensuring that the right training and development investment is made to the right person at the right time, with managers playing an active role in the development of their employees; integrating the development opportunities offered with all human resources processes; promoting the sustainability of training and development activities supported by technology; and using alternative development methods and resources in all processes.

The Company informs employees of decisions taken or developments concerning employees by appropriate internal communication tools (such as notifications, e-mail announcements, instant notifications and the internal communication portal).

Recruitment and career planning is conducted in line with the principle of providing equal opportunities to employees in equal conditions, within the context of the human resources policy determined by the Company. A uniform set of rules on recruitment has been created, with recruitment criteria set on the basis of objective principles.

In those cases where changes in Company management are foreseen to cause disruptions to the management of the Company, a succession plan is drawn up to determine the managers to be appointed.

Recruitment processes are devised in accordance with applicable laws and regulations.

The Company's relations with its employees are managed by Human Resources Business Partners working under Human Resources.

Human Rights Policy

Türk Telekom Human Rights Policy, which covers members of the Board of Directors, managers and employees working at all levels of Türk Telekom and all its subsidiaries, was approved by Türk Telekom Board of Directors and took effect in November 2019.

Universal Declaration of Human Rights, the Constitution of the Republic of Turkey, International Labour Organization (ILO) Conventions, other conventions ratified by the Republic of Turkey, and the national legislation governing human rights and work life form the basis of Türk Telekom Human Rights Policy.

With this policy devised to ensure compliance with human rights in its relations with its employees, customers, suppliers and business partners, and all stakeholders with which it has a business relationship, Türk Telekom aims to create a working environment that respects human rights and to act in accordance with the principles of human rights in its activities.

Türk Telekom values diversity; perceives diversity as a source of strength and strives to ensure that employees feel they are part of the Company. No person can be subject to discrimination at Türk Telekom for reasons such as age, language, race, ethnicity, nationality, health, disability status, gender, marital status, religion and sect, political thoughts, philosophical understanding or belief.

Türk Telekom respects and supports the freedom of association and freedom of expression of its employees, as well as unionization and collective bargaining rights. The Company rejects all forms of forced labour, including compulsory work, child labour, employment of illegal immigrants and foreign nationals without work permits, as well as debt bondage, and any kind of human trafficking. Children under the age of 18 are not hired and international conventions and national legislation approved by Turkey are adhered to on children's rights. This approach is open to vetting by public authorities. Türk Telekom seeks to encourage women's participation in working life and to increase female employment.

At Türk Telekom, female employees have the opportunity to take 16 weeks of paid maternity leave; eight weeks before and eight weeks after birth. In addition, non-paid maternity leave of up to six months and 1.5 hours of breastfeeding leave per day until the infant reaches its first birthday is provided upon request. Pregnant or breastfeeding employees are not required to work for more than 7.5 hours per day. Apart from these stipulations, attention is paid to employee rights within the scope of legal requirements.

Claims and notifications regarding human rights violations are evaluated within the scope of ethical violations and are examined and concluded according to the procedures and principles stipulated in Türk Telekom Business Ethics Code. Human rights violations may result in disciplinary action and enforcement of legal sanctions.

No discrimination complaints were filed by the employees in 2019.

Social Dialogue and Workplace Harmony

Türk Telekom respects and supports the right of “freedom of association”. Türk Telekom adopts the principle of achieving and developing social dialogue with the labour union and workplace harmony, within the scope of union organization and collective bargaining. A Collective Bargaining Agreement is signed with Türkiye Haber-İş Labour Union every two years. Demands and expectations of union members are assessed and managed under this agreement.

In 2019, the 13th term Collective Bargaining Agreement, which determines wages, other social benefits and work conditions of 10,211 unionized employees (as of December 2019) at Türk Telekom throughout Turkey, was signed between Türkiye Haber-İş Labour Union and Türk Telekom on 5 August 2019. The agreement is effective for two years from 1 March 2019, until 28 February 2021.

Thanks to effective social dialogue and cooperation between Türk Telekom and Türkiye Haber-İş Labour Union, workplace harmony has been maintained; and there have been no occurrences of strike, suspension of business or work stoppage.

Meetings are held regularly between the union and Türk Telekom, where the expectations and problems of employees are discussed. With these meetings, necessary measures and actions are taken by Türk Telekom, and decisions that affect employees are reported to union representatives and the union.

Türk Telekom regularly notifies and reminds all Central and Regional Units regarding overtime rules, as per local laws on working hours/overtime and collective bargaining agreements. At Türk Telekom, overtime inspections are carried out every month to gauge whether Türk Telekom Principles, collective bargaining agreement and relevant laws are observed. Minimum wages at Türk Telekom are determined by collective agreement and are higher than the legal minimum limit.

Recruitment Processes

Türk Telekom’s recruitment efforts are aimed at meeting the Company’s needs for a qualified workforce, by employing the most appropriate candidates that possess the required level of competency and experience. The recruitment process is evaluated in three phases; namely, demand management, selection and placement.

In the process of demand management, annual workforce plans are set out considering the needs of the

organization, norm staff and new staff. For the selection process, a rich candidate pool is created, out of which suitable applicants are chosen on the back of objective criteria. The Company’s career site, leading recruitment sites, along with domestic and foreign HR consulting firms are used to that end. In order to access potential candidates, contact is established with universities, vocational chambers and official institutions such as Turkish Employment Agency (İŞKUR), while digital and social media tools are also employed.

In the selection process, different measurement and evaluation tools are used to ensure objectivity and to correctly assess competence.

All candidates that have not been selected are notified.

Work Culture

Türk Telekom strives to establish an enduring relationship with its employees, managers and stakeholders, predicated on respect, trust and ethical values; built on its values, namely “Customer Focus, Innovation, Human Focus, Trust and Agility”, and on its Company culture imbued with respect and sharing.

There is a performance oriented, innovative and agile working culture at Türk Telekom, based on winning together with cooperation and team spirit. As dictated by global competition and the relentless pace of change in the sector; new working models such as Agile, Task Force are implemented.

Occupational Health and Safety, and the Environment

Creating a healthier and safer working environment for its employees; minimizing the effects of damage to the environment through its activities; and implementing environmentally friendly technologies are the Company’s prioritized objectives.

In line with these targets, employees are expected to comply with legal regulations, practices and accepted standards in workplaces; conform with measures taken as a result of risk and impact assessments, with a preventive approach; comply with systems to minimize the occurrence of incidents, accidents or emergency losses; participate in training programs organized to promote safety culture, risk perception, and environmental consciousness; demonstrate an objective and transparent attitude in audits related to occupational health, safety and the environment; notify and report any behavior, situation or accident that could endanger occupational health and safety; and cooperate with the responsible Occupational Health and Safety specialist in charge.

Türk Telekom, which has adopted proactive and productive Occupational Health Safety and Environmental Management standards, works to improve these management systems to prevent occupational accidents; foster environmental awareness; and promote occupational health and safety, and an environmental culture among employees.

Türk Telekom prepares and documents risk and environmental impact assessment tables to determine potential hazards and related risks arising from its activities, products and services; and to evaluate environmental impacts and dimensions, so as to systematically define the methods and principles for controlling potential risks and minimizing occupational accidents, occupational illnesses and environmental risks.

The aim of the work is to identify the risks that may cause occupational accidents and occupational illnesses before they occur, and to take appropriate measures.

In order to protect employees from work-specific hazards, personal protective equipment is provided where collective protection is not possible.

“Occupational Health and Safety Committees” have been established at the Company’s workplaces. At periodic meetings, the following tasks are fulfilled:

- Guiding employees regarding occupational health and safety issues;
- Evaluating hazards and precautions related to occupational health and safety at the workplace; determining the measures and notifying employers or their representatives;
- Carrying out the necessary investigation, identifying the measures, and notifying the employer or the employer’s representative with a report in the event of any occupational accident occurring at a workplace, or an occurrence at the workplace that does not qualify as an occupational accident but may cause damage to the workplace or to work equipment, or in case of occupational illness or occupational health and safety hazards;
- Planning trainings on occupational health and safety at work; preparing programs related to occupational health and safety and related rules; presenting them to the employer or the employer’s representative for approval; monitoring the implementation of these programs and providing feedback in case any deficiency is noted;
- Planning the security measures necessary during maintenance and repair work to be performed at the workplace and controlling the implementation of these measures;
- Monitoring the adequacy of the measures taken against fire, natural disaster, sabotage or similar hazards at work and monitoring the works of related teams.

Employee representatives also participate in these boards as members, and all kinds of feedbacks that employees provide on occupational health and safety measures are evaluated.

Performance Management and Continuous Improvement

The purpose of the Performance Management process is to ensure that the targets set in line with the Company’s vision and strategic priorities of the relevant year are attained with the contributions of the employees; that employees’ contributions to the attainment of targets are assessed in an objective, systematic and measurable manner; and that a motivating work environment and personal development are fulfilled.

Each year, the Company’s objectives are cascaded to departmental and individual levels, so that employees can perceive how their individual efforts contribute to the bigger picture. Target dissemination meetings, which are held every year after the preparation of Senior Management Target Cards, are aimed at ensuring that the performance culture is disseminated across the Company; that the targets are set in line with SMART criteria; and that an appropriate assessment is undertaken. It is paramount that the managers communicate the information and strategies shared during those meetings to their teams.

After the goals are set, the extent to which they have been realized is evaluated. Managers provide performance feedback to their teams based on target realizations, with a view to supporting their development and helping them maximize their potential. The outcomes of the Performance Management Process serve as inputs for various HR processes, such as Compensation and Rewards, Career and Talent Management, Training and Development, and Performance Development Process activities.

Communication works in the form of guidelines, announcements, visuals, infographics, videos etc. related to Performance Management Process and System are shared with relevant individuals during performance periods.

Remuneration

In order to realize its goals, Türk Telekom aims to attract qualified work force; retain employees; uphold motivation to ensure its services are sustainable; and reward outstanding performance. In that context, remuneration is determined by relevant legislation; job description; responsibilities; qualifications; and market value.

Non-Compensation Benefits

In order to improve working conditions and living standards, Türk Telekom provides its employees with various benefits, such as free communication services, free life and accident insurance, meal card, personnel transportation, company vehicle and private pension support. Türk Telekom also supports the living standards of its employees and their families through various funds, health and welfare organizations. In addition, Türk Telekom implements a private pension system in order to further contribute to the lives of its employees during their retirement.

These rights differ on the basis of various parameters, such as employment contracts, status, work areas, title, position and job levels.

Business Ethics Code

Türk Telekom Business Ethics Code was drawn up in line with Türk Telekom's vision, mission and values; in order to describe how all employees should behave both within and outside working environment and what type of sanctions would be applicable in instances where the Code was contravened.

The Business Ethics Code, approved by the Board of Directors and disclosed to the public both in Turkish and in English through the Company's investor relations website, covers all employees, including members of the Board of Directors.

Newly recruited employees of the Company are sent the "Business Ethics Code" and the "Business Ethics Notification Form" by the Recruitment team via e-mail, and are required to sign the latter. Moreover, at the beginning of each year, "Business Ethics Code Compliance" declarations are renewed for all employees.

In addition, e-training programs are prepared in order to inform existing employees on the Business Ethics Code; enhance the intelligibility of policies and rules; and ensure the observance of ethical standards. Additionally, these topics feature in some classroom trainings, such as Job Compliance Training, Occupational Health and Safety Training and Manager's HR Framework Training. In these training programs, information about the Business Ethics Code and definitions of mobbing, its scope, the roles and responsibilities of employees and managers in these issues, sample cases, and how and to whom ethics violations should be reported, are shared with the participants. All employees at Türk Telekom are responsible for maintaining, establishing and sustaining ethical standards, where each employee serves as a voluntary auditor. Acting in compliance with the code of ethics, managers serve as role models; encourage a culture of behaving in accordance with these rules; and respond to any questions or concerns that their employees may have regarding the Business Ethics Code.

In the event of a situation where violation of Türk Telekom Group Business Ethics Code is detected or observed,

this situation is honestly reported through one of the ethics violation notification channels. While notifications related to the Business Ethics Code are never prevented, employees may also make notifications without seeking their managers' consent. Imposition of sanctions such as discrimination, demotion, dismissal, deprivation of rights, threats or harassment of employees that disclose violations or are involved in investigation processes also constitute breach of the Business Ethics Code. Any infringements by employees are taken into consideration in HR practices.

Türk Telekom accords importance to acting lawfully, ethically and honestly towards its employees, customers, suppliers, business partners and official authorities, and to inspire a sense of trust in everyone with whom it has a business relationship.

As per the Business Ethics Code concerning the prevention of bribery and corruption, employees are prohibited from obtaining personal benefits by virtue of their position and from providing benefits to their relatives or third parties. Employees are required to exercise care so as not to use their positions, Company property or Company information for their personal interests; not to put their personal interests above those of the Company; and to safeguard the advantages of the Company. In addition, employees are barred from submitting to any demands that may have unfavorable consequences for the Company; to derive private benefits from customers/suppliers/business partners and to transfer benefits by serving as an intermediary among them.

Employees are expected to act cautiously when receiving gifts, invitations and donations or accepting them on behalf of the Company; and are expected to exercise sound judgment and avoid conflicts of interest.

In this context, regardless of its material value, it is stated that no gift;

- that implies a relationship that could affect impartiality or independence;
- that would place the employee who gives or accepts gifts or the Company under obligation and may damage their reputation;
- that is given to derive benefits from the employee who gives or accepts the gift; to affect the way the employee performs their duty; or to encourage any actions that would contravene the behavior patterns set out in the Business Ethics Code;
- that is in the form of cash or convertible to cash;
- whose value exceeds the permitted limit

will be accepted.

Board of Directors Women Membership Policy

"Board of Directors Women Membership Policy" is established in accordance with Article 4.3.9. Corporate Governance Principles of the Capital Markets Board's Corporate Governance Communiqué II-17.1.

The Board of Directors of Türk Telekomünikasyon A.Ş. aims to prioritize women in the selection of members of the Company's Board of Directors and to strengthen the position of women in the Company's highest decision making mechanism. It is considered that ensuring diversity in terms of knowledge, experience and perspective at the Board of Directors will contribute positively to the activities of the Company, as well as to the Board of Directors operating effectively. In this context, consideration of the selection of female members among the nominees with the same characteristics in terms of knowledge, experience and competence in the Company's Board of Directors member composition; and appointment of at least one woman member to the Company's Board of Directors, and delivery of this goal with in next 5 years by appointing women member(s) to the Board of Directors is aimed. The Board of Directors will annually assess the progress made in fulfilling this goal.

Procurement and Supplier Management

The procurement activities of Türk Telekom and its Group Companies, as well as the creation and supervision of standards are carried out centrally by the Support Services and Procurement Management Assistant General Manager. Support Services and Procurement Management Assistant General Manager is responsible for the implementation of the Procurement Policy and updating it when necessary.

The Mission of Türk Telekom Procurement and Supplier Management is:

- to determine and implement the procurement strategies which will support Türk Telekom's targets,
- to support the Business Units in delivering their business targets,
- to conduct the procurement process with optimum quality, price and technical performance, and
- to manage supplier relations in a sustainable and effective manner by improving the ecosystem of the Türk Telekom Group.

The Vision of Türk Telekom Procurement and Supplier Management is:

being one of the procurement and supplier management teams with a high level of competence that employs global and sectoral best practices and contributing to the Group's strategies.

The duties and authorities related to the rules and procedures to deliver the Company's core purchasing strategy, which is "to establish the necessary competitive environment and fulfilling the requests with the most appropriate price, term, quality and conditions" are determined by the Procurement Policy and Procedure approved by the Board of Directors of Türk Telekom.

Procurement Policy and Procedure covers all employees who work at Türk Telekom Group and who are involved in demand procurement procedures. Procurement Policy and Procedure is published on the internal communication channels of the Company. All employees are notified about the changes by e-mail. When necessary, trainings are provided on the relevant subjects for the Company employees.

The Procurement Policy published on the website of Türk Telekom is available for the use of the suppliers around the world in both English and Turkish. Suppliers are informed about the Procurement Policy of Türk Telekom during the business processes. Suppliers are provided with a copy of the Policy upon request.

At Türk Telekom;

A holistic procurement strategy based on end-to-end management of processes is adopted in order to ensure that procurement activities are carried out in the most appropriate manner and to create added value.

A clear definition of processes is ensured in order to make the supplier management more effective and standardize the implementation.

Supplier Performance Assessment processes are carried out over a system. Supplier performance assessments are performed semi-annually and the segmented suppliers are subject to a detailed assessment under the main headings determined. Suppliers are assessed in terms of Occupational Health and Safety, Environment, Quality and Organization, and they are provided with feedback about the assessment results.

The suppliers accounting for around 60% of the total procurement volume of the Company were assessed in the first half of 2019, and were provided with feedback about the assessment results.

Türk Telekom's Procurement Process Approach

The responsibilities of the demand and procurement units were reorganized within the scope of an increased efficiency approach, and an efficient and lean procurement organization was designed in consideration of main criteria such as the total cost of ownership, supply chain risks and sustainability.

With the revision in approval hierarchy of authorization limits, an approval mechanism including administrative control is established.

The procurement activities of Türk Telekom Group Companies are carried in accordance with the relevant legislation and the provisions of the of Türk Telekom Group Procurement Policy and Procedure and through tender/quote request methods. Considering the principle of segregation of duties, the procurement units and other units perform their tasks related to procurement under their responsibility in line with this policy.

In order to make sure that the procurement activities can be carried out with the optimal quality, lead times and prices, all units work together with the responsibility to inform each other and to perform their tasks on time.

In order to ensure that the procurement activities are carried out in accordance with the interests of Türk Telekom Group, acting in-line with short, medium and long-term business plans, a thoroughly transparent and competitive environment is created.

In order to benefit from scale advantages and the total purchasing power of Türk Telekom Group, demands that are similar in economic and technical terms are combined to the maximum extent possible.

An effective procurement is carried out taking account main criteria such as TCO (Total Cost of Ownership), supply chain risks and sustainability.

In order to avoid the abuse of the suppliers' trust, efforts are taken to prevent additional tasks on suppliers beyond what is commercially required.

Taking the nature of business into account, Türk Telekom Group Companies' requirements meet without intermediary (manufacturer, importer or main distributor) to the maximum extent possible.

Supplier Management Principles

The main principles followed by Türk Telekom in vendor management process are as follows:

- Transparency,
- Fairness and equal treatment,
- Communication based on mutual respect and honesty,
- Protection of intellectual property and confidential information.

Sustainable Procurement Approach

The purpose of sustainable procurement approach is to ensure overall sustainability in procurement activities of Türk Telekom Group.

The main values of procurement processes are transparency, accuracy and honesty. The relationship of Türk Telekom Group employees with stakeholders and suppliers is based on the core values specified in the Türk Telekom Code of Ethics, including mainly the following:

At Türk Telekom,

- Utmost care is taken in the fulfillment of obligations on time vis-a-vis suppliers within the framework of the contracts.
- All measures are taken and monitored carefully for ensuring that the procurement processes are conducted in accordance with the laws and Company policies.
- In accordance with the supplier relationship management responsibilities, the Procurement unit provides suppliers with relevant information regarding the Procurement Policy and the Procedures throughout the year.
- The suppliers are provided with necessary instructions for acting in accordance with the human rights, human resources, human health and environmental policies of Türk Telekom.
- Within the scope of procurement activities, the Group competes in the market in accordance with the law and code of ethics.
- All efforts are taken to prevent attitudes or behavior by suppliers, which may harm Türk Telekom Group's brand value.
- No burden is imposed on the suppliers apart from the requirements of legal regulations and customs of trade.
- Suppliers are treated fairly and at equal distance based on the conditions of competition and the market.
- In supplier selection, assessments are made based on fair and objective criteria.
- Relations with the suppliers are managed on a transparent and fair basis, avoiding conflicts of interest, without establishing a relationship based on self-interest.

Besides, the procurement process is managed through prioritization of the protection of environment and human health, reduction in natural resources consumption and waste minimization. Türk Telekom Group take utmost care to comply with sustainability principles, and to prefer most suitable products or alternative domestic products.

Obligations of Suppliers within the Scope of the Policy and the Contracts

In addition to the general obligations, the provisions of all contracts to which Türk Telekom is a party provide that;

Suppliers are required to;

- Fulfill their employee-related obligations in accordance with the applicable laws including mainly the Labour Law, Social Security Law and the other relevant legislation, and ensure that their employees and sub-contractors also comply with the same,
- Fulfill all their civil, penal and financial obligations arising from their relationship with the Regional Labour

Directorate, Social Security Institution, Ministry of Health and other authorized bodies and the legislation,

- Comply with the applicable laws, regulations, by laws and other applicable legislation as regards the fulfillment of the contractual obligations, as well as the obligations related to occupational and employee health, environment and safety.

Besides, in Türk Telekom supply chain, pursuant to the Human Resources Policy of Türk Telekom, no discrimination is conducted and child labour and forced labour are not tolerated. Utmost care is taken for working with suppliers supporting safe working conditions, and suppliers are expected to provide full support for the employees' freedom of association and bargaining right.

Non-compliance with Policies and Procedures

Utmost care is taken for ensuring that suppliers act in accordance with the legal legislation and code of ethics. Suppliers are monitored by the demand and procurement units of Türk Telekom during the term of the business relationship. In case of violation of and non-compliance with the Company policies, necessary notifications and warnings are served, rectifications are requested and/or relationship with suppliers is reviewed.

Türk Telekom Group is entitled to end its relationship with those suppliers which fail to comply with the rules, and business relationship with those which fail to rectify incompatible conditions is ended.

Information Security

Information Security is one of the seven codes of the Türk Telekom Code of Ethics document. As set out in the "Information Security Policy" set in the Code, information is defined as all data, texts, images, sound and similar contents in the physical or digital environment that is produced, used, transmitted, archived or legally transferred to the Company during business processes.

Information including, but not limited to, the Company's strategic information, organizational information, commercial/technical/financial data, customer/dealer information, information on policies/procedures/regulations, product and service information and personal information of employees are considered within this scope. Information Security Management System covers Türk Telekom Group's all internal and outsourced employees, infrastructure, systems and applications, as well as products and services.

With regard to information security, the employees are informed against signature upon receipt of the Working Principles of Türk Telekom Human Resources that;

- they should attach importance to the confidentiality of information that has confidential and/or trade secret nature, and fulfill the duty of loyalty and non-disclosure;
- they should protect the confidential and private information of employees, customers, suppliers, business partners and other people and institutions with whom the company works, and not use this information for any purpose other than the intended business purpose;
- they should not share with unauthorized people and authorities inside or outside the Company the information and documents they acquired for business purposes, and not use these for personal purposes; and
- they should not use the information and documents they own in a manner detrimental to the Company or in favor of competitors after they leave the Company.

Besides, the employees are also notified by the Working Principles of Türk Telekom Human Resources, Commitment for the Use of Information Technologies and the Code of Ethics signed every year that

- they should attach importance to the protection of intellectual property such as patents, commercial secrets, copyrights, names and trademarks;
- leakage of any confidential information and/or documents within the scope of "Insider Trading" and benefit via stock exchange or any other means are prohibited;
- when some information needs to be shared with third parties due to business-related requirements, such information should be shared without causing any damage to the company (through confidentiality agreements etc.) by informing the information security unit/ relevant unit and obtaining approval from the senior manager and
- the e-mail account provided by the Company is allocated for Company affairs, and may be audited.

In addition,

- the Working Principles of Türk Telekom Human Resources and Commitment for the Use of Information Technologies state that the information and documents requested by regulatory authorities

and independent auditors should be shared when necessary, correctly and on time in accordance with the Company practices, and all requests of the relevant institution should be fulfilled during onsite examinations; and

- in case of access, exposure to, or sharing of, any confidential information without authorization/ accidentally, an application should be filed with the information security unit and any of the notification channels listed under “Notification of Ethic Violations” heading of the Code of Ethics.

In case of breach of any of the foregoing conditions, ethical and disciplinary processes are carried out, and the employees may be punished with any of the penalties set forth in the Disciplinary Principals depending on the breach.

The measures to be taken in relation to Information Security have been detailed in the “Information Security Policy” document prepared by the Company’s technology units, and have been shared with the employees through Türk Telekom Port, the internal communication portal.

Information Security Management System and Audit

The personal data required for the provision of the services to the customers may be accessed only on a strict “Need to know” basis. In order to identify suspicious usage or usage for purposes other than the stipulated purpose, access to these data is continuously recorded and audited.

At Türk Telekom, inter-system access, remote access to systems, access to databases, user identification processes and reporting request processes are carried out via secure and controlled processes designed through request management systems. Security tests are performed on the systems before the projects go live and at certain intervals, and any security findings identified are resolved by the relevant teams.

Security risks are minimized by separating the application layer, the database layer and the web layer through the layered structure set in the network layer. Network level security devices ensure controlled access in accordance with established rules. Pursuant to the “Separation of tasks and environments” clause of the Regulation on Network and Information Security, the processes for initiating and approving transactions to be performed on critical systems have been separated. Within the scope of access control, all systems are reviewed at least once a year in accordance with the Türk Telekom Group Information Security Policies and Procedures.

The movements of end-users are monitored, and the networks use systems aimed to prevent intentional or accidental data leakage from all kinds of channels through which critical data is processed and transferred. Anonymization and masking of critical/personal/confidential data, and authorization of relevant users are performed on the databases in order to fulfill the

requirements of the Law on Protection of Personal Data (KVVK) and to prevent unauthorized access to confidential data.

The one-year audit plan, which principally covers technology processes and is drawn up based on the risk assessments performed at the end of each year, is approved by the Audit Committee reporting to the Board of Directors. Türk Telekom Internal Audit Department is authorized to perform the audit plan.

In recent years, information security has been determined as one of the most critical areas among the subjects handled during the risk assessments carried out within this framework. Thus, the audit plans of Türk Telekom Internal Audit Department cover the Information Security Policies and Systems every year. On the other hand, the Internal Audit Department provides reasonable assurance for the audits in the fields related to Information Security within the Türk Telekom Group as regards the methodologies used, in accordance with generally accepted auditing principles.

All employees are provided with e-trainings every year within the scope of Information Security Management System.

In addition, classroom information security awareness training is provided once a year for the employees such as subcontractor employees.

Information Security Certifications

Türk Telekom Group holds the ISO 27001 certificate covering fixed and mobile networks. Within this scope, Information Security Internal Audit activities are carried out on an annual basis, and action assignments and follow-ups are performed in accordance with the results of the audit. Moreover, all employees are assigned Information Security Awareness training periodically within the scope of the ISO 27001 standard.

In addition, Türk Telekom holds PCI-DSS certification under the scope of mobile network. Credit card data are periodically scanned on the systems, and security measures are taken as required by the standards. Within the scope of the PCI-DSS, related employees are provided periodically with awareness training as required by the standard.

Information on the Protection of Personal Data

The Türk Telekom Information Notice on the Law No. 6698 on the Protection of Personal Data (KVKK) was updated in July 2019 in accordance with the KVKK legislation and sets forth the identity of data controllers, the purposes of processing personal data, to whom and for which purpose personal data may be transferred, the method and legal grounds of collection of personal data, and the rights of personal data subjects under Article 11 of the Law.

Rights of the Data Subject

ARTICLE 11 – (1) Each person has the right to request to the data controller about him/her;

- a) to learn whether his/her personal data are processed or not,
- b) to demand for information as to if his/her personal data have been processed,
- c) to learn the purpose of the processing of his/her personal data and whether these personal data are used in compliance with the purpose,
- d) to know the third parties to whom his personal data are transferred in country or abroad,
- e) to request the rectification of the incomplete or inaccurate data, if any,
- f) to request the erasure or destruction of his/her personal data under the conditions referred to in Article 7 (when the relevant grounds requiring the processing cease to exist, personal data shall be deleted, destroyed or anonymized by the data controller sua sponte or upon request of the data subject),
- g) to request reporting of the operations carried out pursuant to sub-paragraphs (d) and (e) to third parties to whom his/her personal data have been transferred,
- h) to object to the occurrence of a result against the person himself/herself by analyzing the data processed solely through automated systems,
- i) to claim compensation for the damage arising from the unlawful processing of his/her personal data.

Türk Telekom has authorized dealers which process the data of customers as a third party. All dealer employees are informed on the legislation governing the protection of personal data through circulars. In addition, all dealers have updated subscriber/customer information notices located on visible areas. Detailed information was provided to subscribers and dealer employees about the business flows requiring express consent, customer consent templates have been drawn, and all dealers are required to obtain these consents when needed.

All agreements to which the Company is a party are reviewed and revised in line with the KVKK and the applicable legislation. In addition, trainings, announcements and audits were carried particularly for business partners and dealers as a part of the administrative measure obligation to ensure the security of personal data, and will continue to be carried in line with the possible amendments in the legislation.

Liability of the Company management regarding the protection of personal data

In accordance with the KVKK, the legal entities are responsible for fulfilling all obligations under said law and the applicable legislation. In terms of the company, the Board of Directors of Türk Telekom shall be responsible for the Confidentiality and Safety of Personal Data as the data controllers.

Within this framework, the Board of Directors has decided for the establishment of upper and sub-committees consisting of Assistant General Managers and directors for the monitoring and management of the Company's compliance process.

Employee trainings related to personal data security and confidentiality

Personal data security and confidentiality trainings have been assigned online to all permanent employees of Türk Telekom, TT Mobil and TTNET, while regional class trainings were provided to the sales teams, regional employees and dealers'.

The regular trainings provided address the following topics:

- History of the EU and Turkish legislation governing personal data protection and the legal basis
- The Company's main responsibilities on the issue
- Personal Data Processing Inventory and VERBIS (Data Controller Registry Information System)
- Rights of people concerned
- Data storage periods and deletion/destruction
- Penalties set forth in the applicable law and regulations
- Special measures that need to be taken in the Company business processes
- Actions to be taken specifically for sensitive personal data
- Information security awareness

Corporate Governance Principles Compliance Report

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
1.1. FACILITATING THE EXERCISE OF SHAREHOLDER RIGHTS						
1.1.2- Up-to-date information and disclosures which may affect the exercise of shareholder rights are available to investors at the corporate website.	X					
1.2. RIGHT TO OBTAIN AND REVIEW INFORMATION						
1.2.1- Management did not enter into any transaction that would complicate the conduct of special audit.	X					
1.3. GENERAL ASSEMBLY						
1.3.2- The Company ensures the clarity of the General Assembly agenda, and that an item on the agenda does not cover multiple topics.	X					
1.3.7- Insiders with privileged information have informed the board of directors about transactions conducted on their behalf within the scope of the Company's activities in order for these transactions to be presented at the General Shareholders' Meeting.					X	
1.3.8- Members of the board of directors who are concerned with specific agenda items, auditors, and other related persons, as well as the officers who are responsible for the preparation of the financial statements were present at the General Shareholders' Meeting.	X					
1.3.10- The agenda of the General Shareholders' Meeting included a separate item detailing the amounts and beneficiaries of all donations and contributions.		X				This issue constitutes a separate item of the agenda of the General Assembly Meeting; and as there are many donations and beneficiaries, a summary information is provided.
1.3.11- The General Shareholders' Meeting was held open to the public, including the stakeholders, without having the right to speak.					X	There was no participation request to the General Assembly Meeting by the media in fiscal year 2019.
1.4. VOTING RIGHTS						
1.4.1- There is no restriction preventing shareholders from exercising their shareholder rights.	X					

Corporate Governance Principles Compliance Report

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
1.4.2- The Company does not have shares that carry privileged voting rights.		X				There is no privileged voting rights. Group (A), (B) and (C) shareholders has been granted the privilege to nominate candidates to the Board of Directors in Article 8 of the Company's Articles of Association.
1.4.3- The Company withholds from exercising its voting rights at the General Shareholders' Meeting of any company with which it has cross-ownership, in case such cross-ownership provides management control.					X	
1.5. MINORITY RIGHTS						
1.5.1- The Company pays maximum diligence to the exercise of minority rights.		X				
1.5.2- The Articles of Association extend the use of minority rights to those who own less than one twentieth of the outstanding shares, and expand the scope of the minority rights.			X			There is no provision in the Articles of Association to be granted minority rights to shareholders who have less than one twentieth of the capital. At the same time, attention is paid to the use of minority rights within the scope of TTK and CMB regulations.
1.6. DIVIDEND RIGHT						
1.6.1- The dividend policy approved by the General Shareholders' Meeting is posted on the Company website.		X				
1.6.2- The dividend distribution policy comprises the minimum information to ensure that the shareholders can have an opinion on the procedure and principles of dividend distributions in the future.		X				

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
1.6.3- The reasons for retaining earnings, and their allocations, are stated in the relevant agenda item.	X					
1.6.4- The board reviewed whether the dividend policy balances the benefits of the shareholders and those of the Company.	X					
1.7. TRANSFER OF SHARES						
1.7.1- There are no restrictions preventing shares from being transferred.		X				Group C Privileged Share refers to 1 Group C share held by Ministry of Finance and Treasury in accordance with Telegraph and Telephone Law No. 406. Without prejudice to Article 6/A of the Articles of Association of the Company, All shares of Türk Telekom except C Group 1 share may be sold. In accordance with Article 6/A.2. of the Company's Articles of Associate, transfer of the shares of Group A shareholder is subject to the veto right of the Group C share. According to Article 6 / A of the Company's Articles of Association, the transfer transaction of registered shares which affects the management control, and registration transaction of such transfer to the share ledger shall not be performed without the affirmative vote of the C Group Privileged Shareholder.
2.1. CORPORATE WEBSITE						
2.1.1- The Company website includes all elements listed in Corporate Governance Principle 2.1.1.	X					
2.1.2- The shareholding structure (names, privileges, number and ratio of shares, and beneficial owners of more than 5% of the issued share capital) is updated on the website at least every 6 months.		X				
2.1.4- The Company website is prepared in other selected foreign languages, in a way to present exactly the same information with the Turkish content.			X			
2.2. ANNUAL REPORT						
2.2.1- The board of directors ensures that the annual report represents a true and complete view of the Company's activities.			X			

Corporate Governance Principles Compliance Report

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
2.2.2- The annual report includes all elements listed in Corporate Governance Principle 2.2.2.	X					
3.1. CORPORATION'S POLICY ON STAKEHOLDERS						
3.1.1- The rights of the stakeholders are protected pursuant to the relevant regulations, contracts and within the framework of bona fides principles.	X					
3.1.3- Policies or procedures addressing stakeholders' rights are published on the Company's website.	X					
3.1.4- A whistleblowing programme is in place for reporting legal and ethical issues.	X					
3.1.5- The Company addresses conflicts of interest among stakeholders in a balanced manner.	X					
3.2. SUPPORTING THE PARTICIPATION OF THE STAKEHOLDERS IN THE CORPORATION'S MANAGEMENT						
3.2.1- The Articles of Association, or the internal regulations (terms of reference/manuals), regulate the participation of employees in management.			X			There are internal directives about this topic. Models for participation of company employees in management such as Occupational Health and Safety Boards, Disciplinary Boards, Dispute Resolution Boards, Inventor Idea System continued to be developed in 2019.
3.2.2- Surveys/other research techniques, consultation, interviews, observation method etc. were conducted to obtain opinions from stakeholders on decisions that significantly affect them.	X					
3.3. HUMAN RESOURCES POLICY						
3.3.1- The Company has adopted an employment policy ensuring equal opportunities, and a succession plan for all key managerial positions.	X					
3.3.2- Recruitment criteria are documented.	X					
3.3.3- The Company has a policy on human resources development, and organizes trainings for employees.	X					
3.3.4- Meetings have been organized to inform employees on the financial status of the Company, remuneration, career planning, education and health.	X					

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
3.3.5- Employees, or their representatives, were notified of decisions impacting them. The opinion of the related trade unions was also taken.	X					
3.3.6- Job descriptions and performance criteria have been prepared for all employees, announced to them and taken into account to determine employee remuneration.	X					
3.3.7- Measures (procedures, trainings, raising awareness, goals, monitoring, complaint mechanisms) have been taken to prevent discrimination, and to protect employees against any physical, mental, and emotional mistreatment.	X					
3.3.8- The Company ensures freedom of association and supports the right for collective bargaining.	X					
3.3.9- A safe working environment for employees is maintained.	X					
3.4. RELATIONS WITH CUSTOMERS AND SUPPLIERS						
3.4.1- The Company measured its customer satisfaction, and operated to ensure full customer satisfaction.	X					
3.4.2- Customers are notified of any delays in handling their requests.	X					
3.4.3- The Company complied with the quality standards with respect to its products and services.	X					
3.4.4- The Company has in place adequate controls to protect the confidentiality of sensitive information and business secrets of its customers and suppliers.	X					
3.5. ETHICAL RULES AND SOCIAL RESPONSIBILITY						
3.5.1- The board of the corporation has adopted a code of ethics, disclosed on the corporate website.	X					
3.5.2- The Company has been mindful of its social responsibility and has adopted measures to prevent corruption and bribery.	X					
4.1. ROLE OF THE BOARD OF DIRECTORS						
4.1.1- The board of directors has ensured strategy and risks do not threaten the long-term interests of the Company, and that effective risk management is in place.	X					
4.1.2- The agenda and minutes of board meetings indicate that the board of directors discussed and approved strategy, ensured resources were adequately allocated, and monitored the Company and management performance.	X					

Corporate Governance Principles Compliance Report

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
4.2. ACTIVITIES OF THE BOARD OF DIRECTORS						
4.2.1- The board of directors documented its meetings and reported its activities to the shareholders.	X					
4.2.2- Duties and authorities of the members of the board of directors are disclosed in the annual report.	X					
4.2.3- The board has ensured the Company has an internal control framework adequate for its activities, size and complexity.	X					
4.2.4- Information on the functioning and effectiveness of the internal control system is provided in the annual report.	X					
4.2.5- The roles of the Chairman and Chief Executive Officer are separated and defined.	X					
4.2.7- The board of directors ensures that the Investor Relations department and the corporate governance committee work effectively. The board works closely with them when communicating and settling disputes with shareholders.	X					
4.2.8- The Company has subscribed to a Directors and Officers liability insurance covering more than 25% of the capital.	X					
4.3. STRUCTURE OF THE BOARD OF DIRECTORS						
4.3.9- The board of directors has approved the policy on its own composition, setting a minimal target of 25% for female directors. The board annually evaluates its composition and nominates directors so as to be compliant with the policy.		X				Our Company has a Board of Directors Women Membership Policy. It is aimed to reach this goal within the next 5 years by assigning at least one woman member to the Board of Directors and assigning woman member (s) to the Board of Directors.
4.3.10- At least one member of the audit committee has 5 years of experience in audit/ accounting and finance.	X					
4.4. BOARD MEETING PROCEDURES						
4.4.1- Each board member attended the majority of the board meetings in person.	X					

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
4.4.2- The board has formally approved a minimum time by which information and documents relevant to the agenda items should be supplied to all board members.	X					
4.4.3- The opinions of board members that could not attend the meeting, but did submit their opinion in written format, were presented to other members.	X					
4.4.4- Each member of the board has one vote.	X					
4.4.5- The board has a charter/written internal rules defining the meeting procedures of the board.	X					
4.4.6- Board minutes document that all items on the agenda are discussed, and board resolutions include director's dissenting opinions if any.	X					
4.4.7- There are limits to external commitments of board members. Shareholders are informed of board members' external commitments at the General Shareholders' Meeting.			X			There is no restriction for the members of the Board of Directors to assume any other duties outside the Company. The duties of the members of the Board of Directors outside the Company are presented in the annual report and in their resumes published on the website.
4.5. BOARD COMMITTEES						
4.5.5- Board members serve in only one of the Board's committees.				X		The number of independent members on the Board of Directors does not allow for Board members to serve in only one of the Board's committees. Therefore some independent members of the Board of Directors are assigned in more than on committee.
4.5.6- Committees have invited persons to the meetings as deemed necessary to obtain their views.	X					
4.5.7- If external consultancy services are used, the independence of the provider is stated in the annual report.					X	In fiscal year 2019, the committees have not received any consultancy services hence this subject was not included in the annual report.
4.5.8- Minutes of all committee meetings are kept and reported to board members.	X					

Corporate Governance Principles Compliance Report

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
4.6. FINANCIAL RIGHTS						
4.6.1- The board of directors has conducted a board performance evaluation to review whether it has discharged all its responsibilities effectively.			X			The performance of the Board of Directors has not been evaluated.
4.6.4- The Company did not extend any loans to its board directors or executives, nor extended their lending period or enhanced the amount of those loans, or improve conditions thereon, and did not extend loans under a personal credit title by third parties or provided guarantees such as surety in favor of them.	X					
4.6.5- The individual remuneration of board members and executives is disclosed in the annual report.		X				The remuneration of provided to executives are disclosed in aggregated form on annual report and are not disclosed on individual basis.

Corporate Governance Information Form

1. SHAREHOLDERS

1.1. Facilitating the Exercise of Shareholders Rights

The number of investor meetings (conference, seminar/etc.) organized by the company during the year	Investor relations attended 11 investor conferences and 8 non-deal roadshows in various locations, in particular in the USA and in the UK, throughout 2019. The Company also participated in the deal-roadshow in the US and UK within the scope of the bond issued in 2019. Including numerous meetings held in Istanbul, Türk Telekom Investor Relations met over 350 equity and fixed income investors in 2019.
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1.2. Right to Obtain and Examine Information

The number of special audit request(s)	No requests were made for the appointment of a special auditor in the reporting period.
The number of special audit requests that were accepted at the General Shareholders' Meeting	None

1.3. General Assembly

Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	https://www.kap.org.tr/tr/Bildirim/746598 https://www.kap.org.tr/tr/Bildirim/749751 https://www.kap.org.tr/tr/Bildirim/750762 https://www.kap.org.tr/tr/Bildirim/751868 https://www.kap.org.tr/tr/Bildirim/758485
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Documents are also shared simultaneously on Public Disclosure Platform (KAP) and on the Company's investor relations website in English.
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	No such transaction took place during the year.
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communiqué on Corporate Governance (II-17.1)	No such transaction took place during the year.
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communiqué on Corporate Governance (II-17.1)	https://www.kap.org.tr/tr/Bildirim/777090
The name of the section on the corporate website that demonstrates the donation policy of the company	http://www.ttyatirimciiliskileri.com.tr/en-us/corporate-governance/pages/corporate-governance-policies.aspx http://www.ttyatirimciiliskileri.com.tr/Documents/en/corporate-governance/donation-policy.pdf

Corporate Governance Information Form

The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	https://www.kap.org.tr/Bildirim/362681
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	There is no such provision in the articles of association.
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	There was no participation in General Assemblies held in 2019 except by shareholders.
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	No
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	There is no differential voting rights. Group (A), (B) and (C) shareholders are granted the privilege to nominate candidates for the Board of Directors in Article 8 of the Company's Articles of Association.
The percentage of ownership of the largest shareholder	55%
1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	No
If yes, specify the relevant provision of the articles of association	There is no provision in the Articles of Association to grant minority rights to shareholders who have less than one twentieth of the capital. However, compliance with the use of minority rights within the scope of TTK and CMB regulations is ensured.
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	http://www.tyatirimciiliskileri.com.tr/en-us/corporate-governance/pages/corporate-governance-policies.aspx http://www.tyatirimciiliskileri.com.tr/Documents/en/corporate-governance/dividend-policy.pdf
Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend	It is resolved at our Company's Ordinary General Assembly Meeting for the year 2018 that; 1. Our Company's loss generated as a result of its activities performed between dates 01.01.2018 - 31.12.2018 according to the independently audited consolidated financial tables prepared in accordance with the provisions of "CMB Communique About Financial Reporting in Capital Markets No. II-14.1" is TL 1,391,261,128 and the commercial loss calculated within the scope of the provisions of Tax Procedure Law is TL 1,965,757,320, 2. Accordingly, no dividend to be distributed for the activity year of 2018 due to the loss calculated in accordance with consolidated financial tables and the provisions of Tax Procedure Law.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	https://www.kap.org.tr/Bildirim/751874

General Assembly Meetings

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
25.01.2019		90.37%	0%	90.37%	Corporate Governance/ General Assembly Meeting Informations	Corporate Governance/ General Assembly Meeting Informations	-	-	https://www.kap.org.tr/tr/Bildirim/735151
02.04.2019		91.44%	0%	91.44%	Corporate Governance/ General Assembly Meeting Informations	Corporate Governance/ General Assembly Meeting Informations	-	-	https://www.kap.org.tr/tr/Bildirim/751868

2. DISCLOSURE AND TRANSPARENCY

2.1. Corporate Website

Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.

<http://www.tyatirimciiliskileri.com.tr/en-us/pages/default.aspx>
Türk Telekom Group-Ownership Structure, Announcements and Disclosures, Corporate Governance - Board of Directors, Committees, Senior Management, Insiders with Administrative Responsibilities, Corporate Governance Compliance Report, Corporate Governance Rating, General Assembly Meeting Information, Articles of Association and Trade Registry Information, Internal Audit and Risk Management, Related Party Transactions, Code of Ethics, Policies, Independent Auditor

If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.

<http://www.tyatirimciiliskileri.com.tr/en-us/turk-telekom-group/investing-in-turk-telekom/pages/ownership-structure.aspx>
<http://www.tyatirimciiliskileri.com.tr/Documents/en/detailed-shareholder-structure.pdf>

List of languages for which the website is available

Turkish, English

2.2. Annual Report

The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.

a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members

Corporate Governance Principles Compliance Report section

b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure

Corporate Governance Principles Compliance Report section

c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings

Corporate Governance Principles Compliance Report section

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ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	There was no legislative amendments that could significantly affect the Company's operations in 2019.
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	Consolidated Independent Audit Report/Commitment and Obligations
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	Corporate Governance Principles Compliance Report section/ Other information according to the legislation
f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	Corporate Governance Principles Compliance Report section
g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results	Sustainability and Corporate Social Responsibility and Corporate Governance Principles Compliance Report section

3. STAKEHOLDERS

3.1. Corporation's Policy on Stakeholders

The name of the section on the corporate website that demonstrates the employee remedy or severance policy	http://www.ttyatirimciiliskileri.com.tr/en-us/corporate-governance/pages/corporate-governance-policies.aspx http://www.ttyatirimciiliskileri.com.tr/Documents/en/corporate-governance/compensation-policy.pdf
The number of definitive convictions the company was subject to in relation to breach of employee rights	-
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Business Ethics Committee etik@turktelekom.com.tr
The contact detail of the company alert mechanism.	http://www.ttyatirimciiliskileri.com.tr/en-us/corporate-governance/pages/corporate-governance-committee-communication-form.aspx

3.2. Supporting the Participation of the

Stakeholders in the Corporation's Management

Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies.	Corporate Governance Principles Compliance Report section
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Corporate bodies where employees are actually represented	Türkiye Haber-İş Union
3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	<p>Human Resources Policy</p> <p>In cases for executive position changes that might lead to disruptions in Company management, back up plans are prepared for the determination of the new managers to be appointed.</p> <p>http://www.ttyatirimciiliskileri.com.tr/en-us/socially-responsible-investing/pages/policies.aspx http://www.ttyatirimciiliskileri.com.tr/Documents/en/corporate-governance/human-resources-policy.pdf</p> <p>Human Rights Policy</p> <p>Türk Telekom aims to recruit its employees on long term basis as a principal to provide rapid, high quality and economic services with regard to technological developments, financial and economic conditions and sectoral changes in its field of activity. Continuous success of Türk Telekom depends on the ability of its employees to adapt rapidly and efficiently to the changing conditions of the sector, as well as their flexibility in this respect. Our employees via their superior skills, competence and experience help the Company to become one of the leading companies in the world.</p> <p>Türk Telekom supports on-the-job training by programs carried in cooperation with regulatory and supervisory agencies as well as the universities and provides employment opportunities within this framework. Our company asserts its claim of being the most preferred company to work for by sharing the pride of being a Türk Telekom employee with young talents from universities and professionals outside the company. Recruitment criteria are determined and documented in written form and that criteria should be followed. Türk Telekom provides equal recruitment and career planning opportunity to its applicants.</p> <p>http://www.ttyatirimciiliskileri.com.tr/Documents/en/corporate-governance/human-rights-policy-20191129.pdf</p> <p>Diversity</p> <p>Türk Telekom values diversity and considers this as an asset, and strives to make its employees feel like they are a part of the Company.</p> <p>Accordingly, Türk Telekom Is committed to equal opportunity, and takes into account the qualifications, performance, skills and experiences of its employees for recruitment, placement, development, training, compensation, promotion, and resignation from the Company. Is aware that diversity in its labor contributes to achievement of the Company targets, and strives to recruit candidates with diverse backgrounds and experience, and employ them for a long term. Fulfills its legal obligations in relation to employment of people with disabilities, and disadvantages.</p>
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	
Whether the company provides an employee stock ownership programme	There is no employee stock ownership programme.

<p>The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.</p>	<p>http://www.ttyatirimciiliskileri.com.tr/en-us/socially-responsible-investing/pages/policies.aspx http://www.ttyatirimciiliskileri.com.tr/Documents/en/corporate-governance/human-resources-policy.pdf</p> <p>Human Resources Policy Türk Telekom maintains all its business processes with an approach that respects universal human rights principles and equality of opportunity to all. Türk Telekom also respects and supports freedom of association and speech, and the right of unionization and collective bargaining. Our Company takes measures to avoid racial, religious, language and gender discrimination among employees and to protect employees against physical, mental and emotional harassment within workplace that are contrary to human rights. Discriminating acts on grounds of age, language, race, ethnicity, nationality, state of health, gender, marital status, religion, sect or denomination, political thought and philosophical beliefs are among acts and misconducts that necessitate a dismissal penalty according to disciplinary principles of the company. Türk Telekom takes measures for the protection of personal information and information privacy. It also monitors the compliance of the Company's practices with laws and regulations regarding working hours, overtime hours, forced and compulsory labor. Child labor, forced labor, illegal immigrants, and foreigners without work permit are forbidden to work at Türk Telekom and the compliance is audited by public authorities.</p> <p>http://www.ttyatirimciiliskileri.com.tr/Documents/en/corporate-governance/human-rights-policy-20191129.pdf</p>
<p>The number of definitive convictions the company is subject to in relation to health and safety measures</p>	<p>7</p>
<p>3.5. Ethical Rules and Social Responsibility</p>	
<p>The name of the section on the corporate website that demonstrates the code of ethics</p>	<p>http://www.ttyatirimciiliskileri.com.tr/en-us/corporate-governance/pages/corporate-governance-policies.aspx http://www.ttyatirimciiliskileri.com.tr/Documents/en/corporate-governance/Code-of-Ethics.pdf</p>
<p>The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.</p>	<p>http://www.ttyatirimciiliskileri.com.tr/en-us/socially-responsible-investing/pages/sustainability.aspx http://www.ttyatirimciiliskileri.com.tr/en-us/socially-responsible-investing/pages/corporate-social-responsibility.aspx</p>
<p>Any measures combating any kind of corruption including embezzlement and bribery</p>	<p>Anti-Corruption measures are included in the Code of Ethics.</p>

4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	-
Whether the board evaluation was externally facilitated	No
Whether all board members released from their duties at the GSM	Yes
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	3 individuals jointly represent and bind our company in the broadest terms on all kind of matters as below: - Eyüp Engin, Member of the Board of Directors nominated by Group A Shareholder, - One of the Independent Board Members nominated by Group B Shareholder, - Member of Board of Directors representing Group C Privileged Share
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	Number of reports submitted to the Committee and Board of Directors is 7.
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	Assessments of the Board of Directors Section
Name of the Chairman	Dr. Ömer Fatih Sayan
Name of the CEO	Ümit Önal
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	Not the same person
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	https://www.kap.org.tr/tr/Bildirim/723758 http://www.ttyatirimciiliskileri.com.tr/en-us/corporate-governance-policies.aspx http://www.ttyatirimciiliskileri.com.tr/Documents/en/corporate-governance/women-board-membership-policy.pdf
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	
The number and ratio of female directors within the Board of Directors	0

Composition of Board of Directors							
Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	The First Election Date To Board	Link to PDP Notification That Includes The Independence Declaration	Whether the Independent Director Considered By The Nomination Committee	Whether She/He is the Director Who Ceased to Satisfy The Independence or Not	Whether The Director Has At Least 5 Years' Experience On Audit, Accounting and/or Finance or Not
Dr. Ömer Fatih Sayan	Non-executive	Not independent	04.09.2018		Not considered	No	No
Eyüp Engin	Non-executive	Not independent	22.12.2018		Not considered	No	Yes
Yiğit Bulut	Non-executive	Independent	06.05.2014	https://www.kap.org.tr/tr/Bildirim/358251	Considered	No	Yes
Hakan Aran	Non-executive	Not independent	22.12.2018		Not considered	No	Yes
Selim Dursun	Non-executive	Independent	04.09.2018	https://www.kap.org.tr/tr/Bildirim/708083	Considered	No	No
Dr. Nureddin Nebati	Non-executive	Independent	02.11.2018	https://www.kap.org.tr/tr/Bildirim/728732	Considered	No	No
Dr. Muammer Cüneyt Sezgin	Non-executive	Not independent	22.12.2018		Not considered	No	Yes
Aclan Acar	Non-executive	Not independent	07.03.2019		Not considered	No	Yes
Ertuğrul Altın	Non-executive	Not independent	12.03.2019		Not considered	No	No

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical board meetings in the reporting period (meetings in person)	12
Director average attendance rate at board meetings	91%
Whether the board uses an electronic portal to support its work or not	No

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Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	10 days
The name of the section on the corporate website that demonstrates information about the board charter	Article 12 of the Company's Articles of Association. http://www.ttyatirimciiliskileri.com.tr/ / "Corporate Governance" / "Articles of Association and Trade Registry Information" http://www.ttyatirimciiliskileri.com.tr/en-us/corporate-governance/pages/articles-of-association-trade-registry-information.aspx
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	-
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Board of Directors' Committees and Corporate Governance Principles Compliance Report Sector Audit Committee: https://www.kap.org.tr/en/Bildirim/659174 Nomination Committee: https://www.kap.org.tr/en/Bildirim/803744 Remuneration Committee: https://www.kap.org.tr/en/Bildirim/803744 Early Identification and Management of Risks Committee: https://www.kap.org.tr/en/Bildirim/304033 Corporate Governance Committee: https://www.kap.org.tr/en/Bildirim/741628
Link(s) to the PDP announcement(s) with the board committee charters	

Composition of Board Committees-I				
Names of the Board Committees	Name of Committees Defined As "Other" in the First Column	Name-Surname of Committee Members	Whether Committee Chair or Not	Whether Board Member or Not
Corporate Governance Committee		Dr. Nureddin Nebati	Yes	Board Member
Corporate Governance Committee		Selim Dursun	No	Board Member
Corporate Governance Committee		Dr. Muammer Cüneyt Sezgin	No	Board Member
Corporate Governance Committee		Sabriye Gözde Çullas	No	Not Board Member
Audit Committee		Yiğit Bulut	Yes	Board Member
Audit Committee		Selim Dursun	No	Board Member
Early Identification and Management of Risks Committee		Yiğit Bulut	Yes	Board Member
Early Identification and Management of Risks Committee		Eyüp Engin	No	Board Member
Early Identification and Management of Risks Committee		Hakan Aran	No	Board Member
Nomination Committee		Dr. Nureddin Nebati	Yes	Board Member
Nomination Committee		Dr. Ömer Fatih Sayan	No	Board Member
Nomination Committee		Aclan Acar	No	Board Member
Remuneration Committee		Yiğit Bulut	Yes	Board Member
Remuneration Committee		Eyüp Engin	No	Board Member
Remuneration Committee		Dr. Muammer Cüneyt Sezgin	No	Board Member

4. BOARD OF DIRECTORS-III

4.5. Board Committees-II

Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	Annual Report Corporate Governance Principles Compliance Report Section http://www.ttyatirimciiliskileri.com.tr/en-us/corporate-governance/pages/audit-committee.aspx
Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)	Annual Report/Corporate Governance Principles Compliance Report Section http://www.ttyatirimciiliskileri.com.tr/en-us/corporate-governance/pages/corporate-governance-committee.aspx
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	Annual Report/Corporate Governance Principles Report Section http://www.ttyatirimciiliskileri.com.tr/en-us/corporate-governance/pages/nomination-committee.aspx
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)	Annual Report/Corporate Governance Principles Report Section http://www.ttyatirimciiliskileri.com.tr/en-us/corporate-governance/pages/early-identification-and-management-of-risks-and-committee.aspx
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	Annual Report/Corporate Governance Principles Report Section http://www.ttyatirimciiliskileri.com.tr/en-us/corporate-governance/pages/remuneration-committee.aspx
4.6. Financial Rights	
Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	Annual Report/Corporate Governance Principles Report Section
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Corporate Governance/Policies http://www.ttyatirimciiliskileri.com.tr
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)	Annual Report/Corporate Governance Principles Report Section “Financial Right Provided to the Members of Board of Directors and to the Senior Executives”

Composition of Board Committees-II

Names of the Board Committees	Name Of Committees Defined As “Other” in the First Column	The Percentage of Non-executive Directors	The Percentage of Independent Directors in the Committee	The Number of Meetings Held in Person	The Number of Reports on its Activities Submitted to the Board
Audit Committee	-	100%	100%	7	5
Corporate Governance Committee	-	100%	50%	4	4
Early Identification and Management of Risks Committee	-	100%	33%	4	2
Nomination Committee	-	100%	33%	-	-
Remuneration Committee	-	100%	33%	-	-

Investor Relations

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