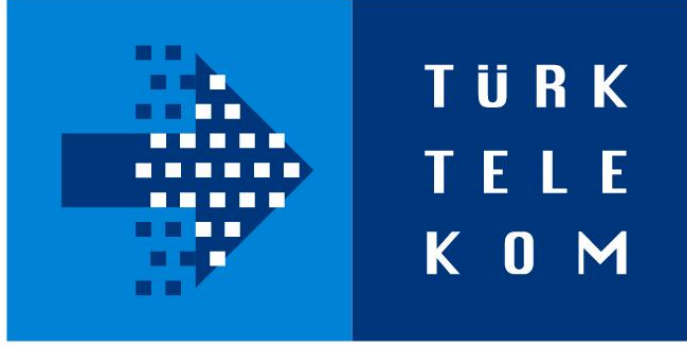


TÜRK TELEKOMÜNİKASYON A.Ş.



**INTERIM ACTIVITY REPORT AS OF 30.09.2013
BASED ON NO:II-14.1 COMMUNIQUÉ OF CAPITAL MARKETS
BOARD**



OCTOBER 23, 2013

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1. OVERVIEW OF TÜRK TELEKOM

Türk Telekomünikasyon A.Ş. (“Türk Telekom”) with its subsidiaries, provides a wide range of communications services from PSTN to mobile, broadband to value-added services for customers in Turkey through its extensive fixed-line telecommunications network, which covers almost 100% of the population.

Total access lines in service were 14,3 million as of 2012 year end and this number decreased to 13,7 million in the third quarter of 2013.

Türk Telekom offers wholesale infrastructure services for ISPs besides being broadband internet provider having the widest sales network in Turkey, through its wholly owned subsidiary TTNET.

40% of the wholesale broadband internet access in Turkey is through ADSL as of 2013 first quarter end. The remaining 60% is attributable to mobile operators¹. The number of ADSL subscribers of Türk Telekom was 7 million as of 2012 year end increased to 7,2 million as of September 30, 2013.

Türk Telekom, having 89.99% shares of Avea, the third largest mobile operator in Turkey, provides mobile communications services, including pre-paid, post-paid and value-added voice services.

Avea has been founded in 2004 as a result of the merger of Aycell and Aria brands. Thanks to its performance, from its foundation to the second quarter of 2013 its subscriber base rose from 4.8 million to 14,1 million.

In addition to fixed line and mobile voice and data services, Türk Telekom operates IT consulting services, telecommunications product and software services and education and games content businesses through its wholly owned subsidiaries Innova, Sobee, Argela and Sebit. Türk Telekom also operates CRM systems, directory services and call centers through its wholly owned subsidiary AssisTT. Finally Türk Telekom International (with their old names respectively Invitel and Pantel), data and wholesale capacity provider, joined to Türk Telekom Group in 2010. In addition to these, Türk Telekom has 20% shares of CETEL that holds 76% shares of Albtelecom, incumbent fixed line operator in Albania.

Türk Telekom supports various education projects, sports, arts and environmentally sensible activities as part of its social responsibility program.

¹Source: 2nd Quarter Sector Report of the Information Technologies and Communications Authority, Page: 39

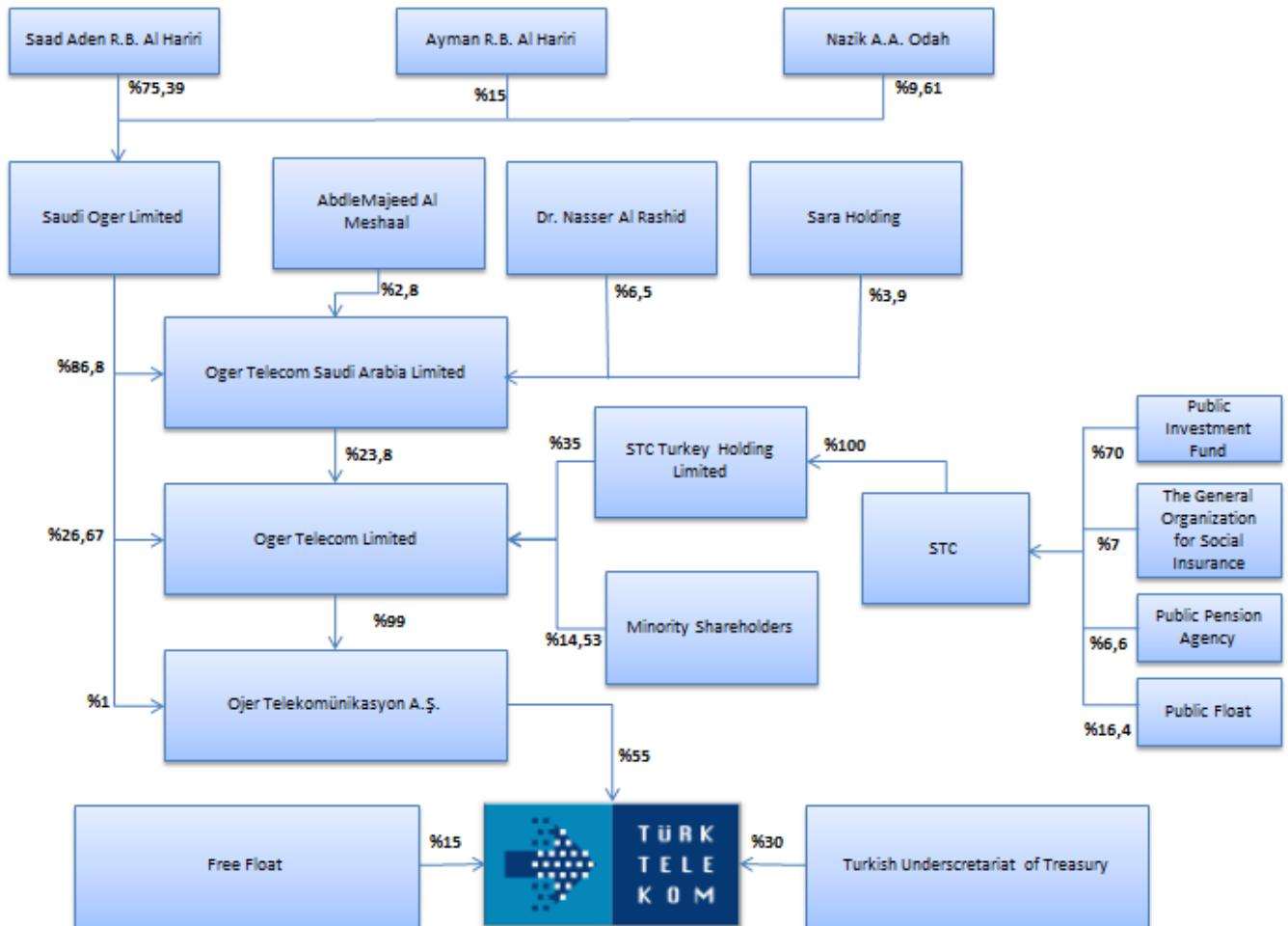
2. CORPORATE STRUCTURE

• Ownership Structure

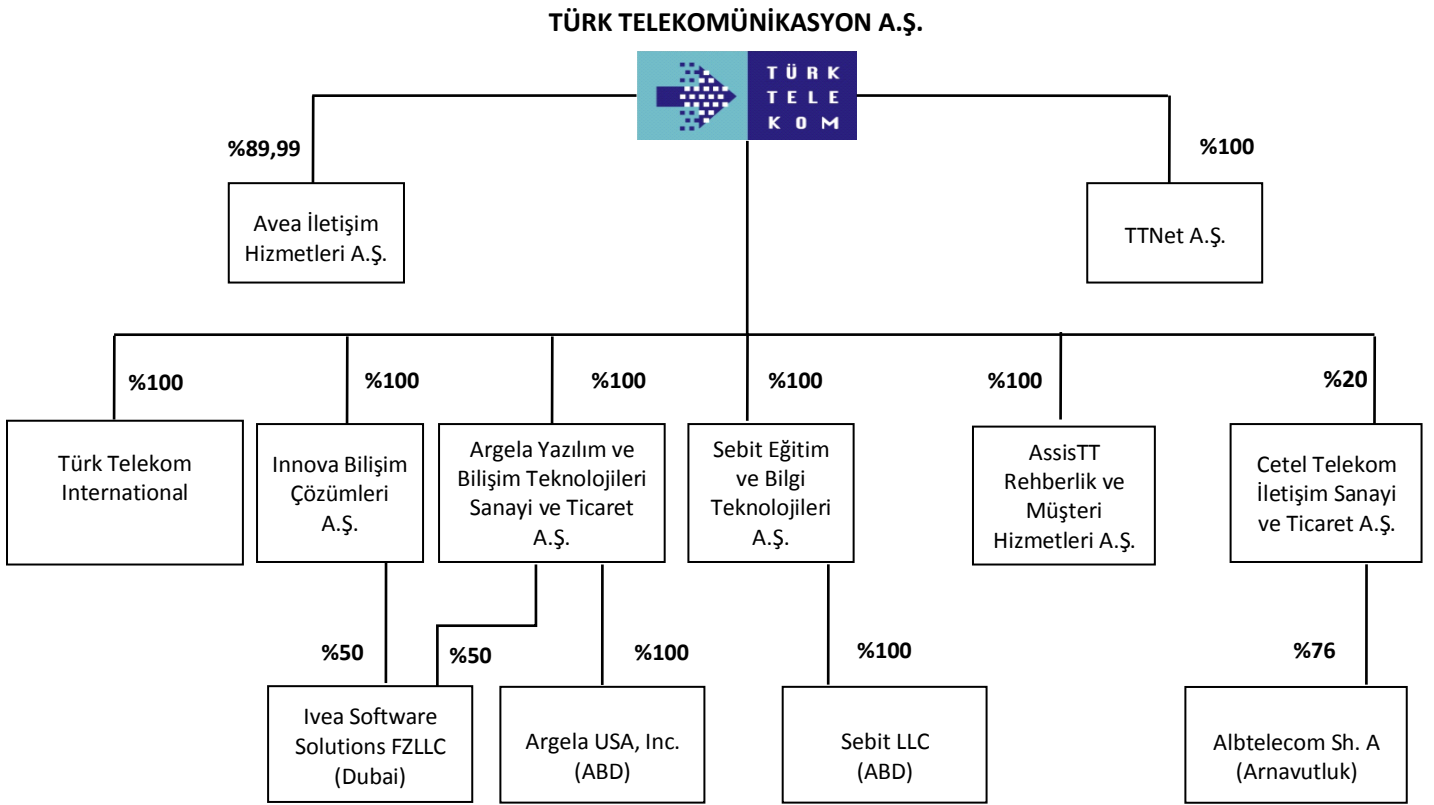
Class	Shareholder	Share Capital (TL)	Share (%)
A	Ojer Telekomünikasyon A.Ş.	1,925,000,000.00	55
B	T.R. Undersecretariat of Treasury	1,049,999,999.99	30
C	T.R. Undersecretariat of Treasury	0.01	
D	Free float	525,000,000.00	15
Total		3,500,000,000.00	100

The Türk Telekom Shareholders' Agreement and the Articles of Association further state that the Turkish Treasury owns a "golden share" (Class C share). The "golden share" is required under the Telephone Law and provides that, in order to protect Turkey's national interests relating to national security and the economy, the Turkish Treasury's positive vote is required for the following matters:

- Any proposed amendments to the Articles of Association;
- The transfer of any of the Company's registered shares (i.e., the Class A shares) which would result in a change in management control;
- The registration of any transfer of the Company's registered shares in the shareholder ledger. As publicly disclosed in the Public Offering Prospectus, the real and legal persons directly or indirectly holding a stake in the Company's share capital are listed below:



- **Subsidiaries and financial investments**



- **Management and Organization**

Board of Directors

Mohammed Hariri	Chairman of the Board
Hakam Kanafani	Member of the Board of Directors
Rami M. Aslan	Member of the Board of Directors
Abdullah Tivnikli	Member of the Board of Directors
Maziad Nasser Al-Harbi	Member of the Board of Directors
Mazen Abou Chakra	Member of the Board of Directors
Khaled Biyari	Member of the Board of Directors
Mehmet Habib Soluk	Member of the Board of Directors
Efkan Ala	Independent Member of the Board of Directors
İbrahim Şahin	Independent Member and Vice Chairman of the Board
Süleyman Karaman	Independent Member of the Board of Directors
Adnan Çelik	Independent Member of the Board of Directors

Statutory Audit Board

Lütfi Aydın	Member of the Statutory Audit Board
Zeynep İnce	Member of the Statutory Audit Board
Orhan Birdal	Member of the Statutory Audit Board

Senior Management

Hakam Kanafani	Türk Telekom Group CEO
Tahsin Yılmaz	General Manager-CEO
Ali Yılmaz	VP of Consumer Segment
Mustafa Uysal	Türk Telekom Group CFO
Murat Kırkgöz	VP of Finance
Şükrü Kutlu	VP of Human Resources Support and Regulations
Gökhan Kayalibay	VP of Strategy and Business Development
Mehmet Ali Akarca	VP of Corporate Segment
Haktan Kılıç	VP of Customer Relations
Dr. Nazif Burca	Head of Internal Audit
Memet Atalay	VP of Operations
Timur Ceylan	VP of Technology
Can Esen	VP of Legal Affairs

3. MEETINGS OF THE BOARD OF DIRECTORS

In the period of this report, below items are related to the meetings of the Board of Directors which were held on July 17, 2013, July 23, 2013, August 14, 2013, August 26, 2013 and September 27, 2013.

- With the resolution dated July 17, 2013

It has been resolved that II- within the framework of the Communiqué 14.1 for Principles of Financial Reporting in Capital Markets, the consolidated financial tables of our Company for the period between 01.01.2013 and 30.06.2013, which have been prepared according to the accounting principles of our Company and the applicable legislation and the International Financial Reporting Standards and audited by the independent external audit company shall be approved.

- With the resolution dated July 23, 2013

It has been resolved that In relation to the acquisition of the shares of Krea İçerik Hizmetleri ve Prodüksiyon A.Ş. (previously known as Digital Platform İletişim Hizmetleri A.Ş.) (“Company”); initial non-binding offer up to the amount of USD 530 million +VAT in return for 53% of the Company’s shares shall be made.

- With the resolution dated August 14, 2013

It has been resolved that “Early Identification and Management of Risks and Committee Duties and Working Principles²” shall be approved.

- With the resolution dated August 26, 2013

The Board of Directors of our Company has convened pursuant to Article 390/4 of Turkish Commercial Code and resolved on the following:

It has been resolved that; “Türk Telekom BoD Q2 Activity Report 2013³” shall be approved.

- With the resolution dated September 27, 2013

It has been resolved that Tahsin YILMAZ, CEO of Türk Telekom, and Can ESEN, VP Legal, represent the shares of our Company in the Extraordinary General Assembly Meeting to be held on 30 September 2013 at 14:00 at Abdi İpekçi Caddesi No:75 34367, Maçka, Şişli-İSTANBUL as regards the attached agenda items⁴ for AVEA İletişim Hizmetleri A.Ş. to be negotiated and resolved, and General Management shall be authorised for executing all works and transactions relating the General Assembly.

4. PERSONNEL MOVEMENTS

Consolidated headcount as of 2012 year end and third quarter of 2013 are 37,524 and 35,077 respectively.

5. FINANCIAL RISK MANAGEMENT

Main financial instruments of the Company are forward market transactions, bank loans and cash and short-term deposits. They are being used with the aim of raising funds for the Group’s operations and hedging interest rate risk. The risks stemming from these instruments are liquidity risk, foreign exchange risk, interest rate risk, and credit risk.

6. MATERIAL ISSUES DURING THE PERIOD

As we have disclosed on July 9, 2013,

Türk Telekom Group's 100% owned subsidiary TTNET A.Ş. was established in 2006 upon the Competition Board's ruling regarding the privatization of TT. There is no implementation of a merger between the two companies at the moment. If any merger is contemplated TT Group will update the investor community accordingly.

² <http://www.ttinvestorrelations.com/files/pdf/en/Early-Identification-and-Management-of-Risks-and-Committee-Duties-and-Working-Principle.pdf>

³ <http://www.ttinvestorrelations.com/financial-operational-information/quarterly-results.aspx>

⁴ It is in the material issues during the period part of the report.

As we have disclosed on July 9, 2013,

On the 10. Period Collective Bargaining Agreement negotiations between our company and Türkiye Haber- İş Union which started on May 8 2013, 60-day legal duration of meeting has ended without making a deal and this situation has been signed with “disagreement protocol”.

It was announced that negotiations would continue via official reconciler who will be appointed by Ministry of Labor and Social Security and our company and union would always be able to meet up and sign Collective Bargaining Agreement.

As we have disclosed on July 17, 2013,

Press release regarding 2013 2nd Quarter consolidated and operational results is attached.
<http://www.ttinvestorrelations.com/financial-operational-information/quarterly-results.aspx>

As we have disclosed on July 18, 2013,

Collective Labor Agreement negotiations between Türk Telekom and Haber-İş Union for the 10th Period, which have been held since May 8, 2013, were concluded with a settlement.

This Collective Labor Agreement covering 13,170 of our employees of all Turk Telekom offices in Turkey will be effective for 2 years between March 1, 2013- February 28, 2015.

According to the settlement, which will cover our unionized employees, wage increases for the 1st, 2nd, 3rd and 4th 6-month periods will be 4%, 3.5%, 2.75% and 2.75% respectively.

If CPI in 3rd and 4th 6-month periods exceeds 2.75%, 100% of the difference will be compensated in the next 6-months period's wages.

In addition, it is approved that a wage increase of TL 190 will be applied on equal basis for the technical personnel hired between September 1, 2008 and settlement date. For the first 6-month period, these employees will not get the normal wage increase determined in the settlement. However, for the remaining three 6-month periods, they will get the wage increase determined in the settlement.

As we have disclosed on July 23, 2013,

Our company issued a non-binding offer resolved by our company's board of directors to acquire 53% of Krea İçerik Hizmetleri ve Prodüksiyon A.Ş. (Digiturk).

As we have disclosed on July 29, 2013,

Our non-binding offer for 53% of Digiturk is USD 530m.

As we have disclosed on July 31, 2013,

Our company signed a USD 100 million loan agreement with The Royal Bank of Scotland Plc on 29th July 2013. The loan has a maturity of 3 years and an interest rate of Libor + 2.50%.

As we have disclosed on August 14, 2013,

Early Identification and Management of Risks Committee Duties and Working Principles, which was approved by the resolution taken by our company's board of directors on August 14, 2013, is available at below link, on our investor relations website.

<http://www.ttinvestorrelations.com/files/pdf/en/Early-Identification-and-Management-of-Risks-and-Committee-Duties-and-Working-Principle.pdf>

As we have disclosed on August 20, 2013,

Our company is continuously considering various funding vehicles in its efforts to diversify funding sources. However, no official mandate was given to any bank for fixed income securities.

As we have disclosed on September 9, 2013,

The Board of Directors of our Company's subsidiary Avea İletişim Hizmetleri A.Ş. has resolved as per Article 474/2 of the Turkish Commercial Code that the fully paid capital of the company shall be decreased by the amount of the loss remaining after emission premiums caused by the losses accrued in the previous years through amortization method; and, for the purposes of amending Article 6 "Capital" of the Articles of Association of the company, that the Extraordinary General Assembly Meeting of the company shall be held on September 30, 2013 at 2 pm, to discuss and resolve on the amendment proposed by the Board of Directors.

The agenda of the General Assembly Meeting and the draft amended article of the Articles of Association are given below.

The fundamental purpose of this resolution is to strengthen Avea's equity in the coming period and thus allocate more resources for investment to serve better to its customers in competitive environment.

Agenda:

1. Opening and formation of Meeting Council,
2. Authorizing the Meeting Council for signing the minutes of meeting,
3. Read, discuss and resolve on the Board of Directors report dated 09/09/2013 regarding the capital decrease,
4. Read, discuss and resolve on the certified public accountant report numbered YMM-2013-1814-M-32 and dated August 19, 2013,
5. Discuss and resolve on deduction of share premiums, in the amount of TL 1,154,064,647.16, which are legal reserves and are included in the Company's balance sheet, from the losses of previous periods in accordance with the third paragraph of Article 519 of the Turkish Commercial Code.
6. Read, discuss and resolve on the text of amendment prepared for modifying Article 6 of the Company's Articles of Association entitled "Capital and Share Certificates" to decrease the Company's existing capital in the amount of TL 7,115,000,000.00 to TL 2,645,413,675.41 through being decreased as much as the amount remaining namely, TL 4,469,586,324.59, after deduction of the amount of share premiums from the losses of previous periods.

Former Article 6

Capital and Share Certificates

The Company's capital is in the amount of TL 7,115,000,000.00 (seven billion one hundred and fifteen million). This capital is divided into a total of 711,500,000,000 (seven hundred and eleven billion five hundred million) registered shares, 284,600,000,000 (two hundred and

eighty four billion six hundred million) of whom are Group A, 284,600,000,000 (two hundred and eighty four billion six hundred million) of whom are Group B, 142,300,000,000 (one hundred and forty two billion three hundred million) of whom are Group C shares, each having a nominal value of TL 0.01 (one hundredth).

The Company's paid up capital in the amount of TL 7,115,000,000.00 (seven billion one hundred and fifteen million) was decreased with an amount of TL 3,295,000,000.00 (three billion two hundred and ninety five million) in order for the Company's elimination of a part of the losses from previous years and thereby, was decreased to TL 3,820,000,000.00 (three billion eight hundred and twenty million), within this scope, in accordance with the equal treatment principle, Group A, B and C shares and share certificates held by each shareholder were redeemed in the same ratio and the Company's capital which was decreased to TL 3,820,000,000.00 (three billion eight hundred and twenty million) was completed through being increased with an amount which is equal to the previously decreased amount namely, TL 3,295,000,000.00 (three billion two hundred and ninety five million), to become TL 7,115,000,000.00 (seven billion one hundred and fifteen million) by means of issuance of share certificates having a nominal value of TL 3,295,000,000.00 (three billion two hundred and ninety five million), TL 1,080,810,157.35 (one billion eighty million eight hundred and ten thousand one hundred and fifty seven point thirty five) having premium, 131,800,000,000 Group A, 131,800,000,000 Group B, 65,900,000,000 Group C share certificates. The distribution of the Company's capital, in the amount of TL 7,115,000,000.00 (seven billion one hundred and fifteen million), to share groups and shareholders is as follows:

Share Group A

Number of Shares 284,600,000,000

Nominal Value of Each Share (TL): 0.01

Total Nominal Value (TL): 2,846,000,000.00

Share Group B

Number of Shares 284,600,000,000

Nominal Value of Each Share (TL): 0.01

Total Nominal Value (TL): 2,846,000,000.00

Share Group C

Number of Shares 142,300,000,000

Nominal Value of Each Share (TL): 0.01

Total Nominal Value (TL): 1,423,000,000.00

Total

Number of Shares 711,500,000,000

Total Nominal Value (TL): 7,115,000,000.00

Share certificates may be printed and issued as papers each representing one or more shares upon the board of director's resolution.

New Article 6

Capital and Share Certificates

The Company's capital is in the amount of TL 2,645,413,675.41 (two billion six hundred and forty five million four hundred and thirteen thousand six hundred and seventy five point forty five Turkish Liras) all of which is paid. This capital is divided into a total of

264,541,367,541 (two hundred and sixty four billion five hundred and forty one million three hundred and sixty seven thousand five hundred and forty one) registered shares, 105,816,547,016 (one hundred and five billion eight hundred and sixteen million five hundred and forty seven thousand sixteen) of whom are Group A, 105,816,547,016 (one hundred and five billion eight hundred and sixteen million five hundred and forty seven thousand sixteen) of whom are Group B and 52,908,273,508 (fifty two billion nine hundred and eight million two hundred and seventy three thousand five hundred and nine) of whom are Group C shares, each having a nominal value of TL 0.01 (one hundredth Turkish Liras).

The Company's paid up capital in the amount of TL 7,115,000,000.00 (seven billion one hundred and fifteen million Turkish Liras) was decreased with an amount of TL 4,469,586,324.59 (four billion four hundred and sixty nine million five hundred and eighty six thousand three hundred and twenty four point fifty nine Turkish Liras) in order for the Company's elimination of the losses from previous years and thereby, was decreased to TL 2,645,413,675.41 (two billion six hundred and forty five million four hundred and thirteen thousand six hundred and seventy five point forty one Turkish Liras), within this scope, in accordance with the equal treatment principle, Group A, B and C shares and share certificates held by each shareholder were redeemed in the same ratio. The respects that no prejudices exist as to Company's implementation of capital decrease and that assets sufficient to meet all of the debts of Company are present in the Company despite the capital decrease are found in the report dated August 19, 2013 and numbered YMM-2013-1814-M-32 prepared by the certified public accountant namely, Mehmet Halim ŞAHİN, registered before İstanbul Chamber of Certified Public Accountants with the registration number 1814 and authorization number 34102014, regarding Company's implementation of capital decrease.

The distribution of the Company's capital, which was decreased to the amount of TL 2,645,413,675.41 (two billion six hundred and forty five million four hundred and thirteen thousand six hundred and seventy five point forty one Turkish Liras), to share groups and shareholders is as follows:

Share Group A

Number of Shares: 105,816,547,016

Nominal Value of Each Share (TL): 0.01

Total Nominal Value (TL): 1,058,165,470.16

Share Group B

Number of Shares: 105,816,547,016

Nominal Value of Each Share (TL): 0.01

Total Nominal Value (TL): 1,058,165,470.16

Share Group C

Number of Shares: 52,908,273,508

Nominal Value of Each Share (TL): 0.01

Total Nominal Value (TL): 529,082,735.08

Total Number of Shares 264,541,367,541

Total Nominal Value (TL): 2,645,413,675.41

SHAREHOLDER	SHARE PERCENTAGE	EXISTING CAPITAL TL	CAPITAL DECREASE	AFTER CAPITAL DECREASE
Türk Telekomünikasyon A.Ş.	0.8999651	6,403,251,684.68	4,022,471,702.42	2,380,779,982.26
Türkiye İş Bankası A.Ş.	0.0743987	529,346,628.14	332,531,335.22	196,815,292.92
Türkiye Şişe ve Cam Fabrikaları A.Ş.	0.0034644	24,648,876.59	15,484,227.93	9,164,648.66
Trakya Yatırım Holding A.Ş.	0.0173218	123,244,383.37	77,421,139.92	45,823,243.45
Efes Holding A.Ş.	0.0043304	30,811,095.74	19,355,284.91	11,455,810.83
Anadolu Anonim Türk Sigorta A.Ş.	0.0003464	2,464,887.65	1,548,422.79	916,464.86
Anadolu Hayat Emeklilik A.Ş.	0.0001732	1,232,443.83	774,211.40	458,232.43
TOPLAM	100%	7,115,000,000.00	4,469,586,324.59	2,645,413,675.41

Share certificates may be printed and issued as papers each representing one or more shares upon the board of directors' resolution.

As we have disclosed on August 30, 2013,

The Extraordinary General Assembly Meeting of our Company's subsidiary Avea İletişim Hizmetleri A.Ş. convened on September 30, 2013 in order to discuss the agenda disclosed on September 9, 2013. General Assembly discussed the proposal of Board of Directors regarding capital decrease and resolved unanimously. The minutes of the Extraordinary General Assembly Meeting and affirmed draft amendment of Articles of Association are available at below link.

<http://www.tinvestorrelations.com/announcements-disclosures/regulatory-disclosures.aspx>

7. MATERIAL ISSUES AFTER THE END OF THE PERIOD

As we have disclosed on October 22, 2013,

The Board of Directors of our Company's subsidiary Avea İletişim Hizmetleri A.Ş. (Avea) has resolved to increase the Company's existing capital of TRY 2,645,413,675.41 to TRY 8,200,080,847.95 by means of increasing the amount of TRY 5,554,667,172.54 through utilizing internal funds and accordingly amend the Article 6 of the Articles of Association entitled 'Capital and Share Certificates'. It was resolved that Extraordinary General Assembly Meeting shall be held on November 19, 2013 in order to discuss and resolve the amendment proposal of Board of Directors.

The agenda of the General Assembly Meeting and the draft amended article of the Articles of Association are given below.

Agenda:

1. Opening and formation of Meeting Council,

2. Authorizing the Meeting Council for signing the minutes of meeting,
3. Discuss and resolve on the special purpose report which has been obtained from an auditing firm as to the necessity of the capital increase for the Company,
4. Read, discuss and resolve on the certified public accountant report dated prepared as per the Subclause (d) of Article 73 of the Trade Registry Regulation,
5. Discuss and resolve on the equity determination report as to whether the capital of the Company is fully paid, prepared by a certified public accountant,
6. Read, discuss and resolve on the text of amendment prepared for modifying Article 6 of the Company's Articles of Association entitled "Capital and Share Certificates" to increase the Company's existing capital of TL 2,645,413,675.41 (two billion six hundred and forty five million four hundred and thirteen thousand six hundred and seventy five Turkish Liras forty one Kurus) to TL 8,200,080,847.95 by means of increasing in the amount of TL 5,554,667,172.54 (five billion five hundred and fifty four million six hundred and sixty seven thousand one hundred and seventy two Turkish Liras fifty four Kurus) through internal funds.
7. Closing

Former Article 6

Capital and Share Certificates

The Company's capital is in the amount of TL 2,645,413,675.41 (two billion six hundred and forty five million four hundred and thirteen thousand six hundred and seventy five Turkish Liras forty one Kurus) all of which is paid. This capital is divided into a total of 264,541,367,541 (two hundred and sixty four billion five hundred and forty one million three hundred and sixty seven thousand five hundred and forty one) registered shares, 105,816,547,016 (one hundred and five billion eight hundred and sixteen million five hundred and forty seven thousand sixteen) of whom are Group A, 105,816,547,016 (one hundred and five billion eight hundred and sixteen million five hundred and forty seven thousand sixteen) of whom are Group B and 52,908,273,509 (fifty two billion nine hundred and eight million two hundred and seventy three thousand five hundred and nine) of whom are Group C shares, each having a nominal value of TL 0.01 (one hundredth Turkish Liras).

The Company's paid up capital in the amount of TL 7,115,000,000.00 (seven billion one hundred and fifteen million Turkish Liras) was decreased with an amount of TL 4,469,586,324.59 (four billion four hundred and sixty nine million five hundred and eighty six thousand three hundred and twenty four Turkish Liras fifty nine Kurus) in order for the Company's elimination of the losses from previous years and thereby, was decreased to TL 2,645,413,675.41 (two billion six hundred and forty five million four hundred and thirteen thousand six hundred and seventy five Turkish Liras forty one Kurus), within this scope, in accordance with the equal treatment principle, Group A, B and C shares and share certificates held by each shareholder were redeemed in the same ratio. The respects that no prejudices exist as to Company's implementation of capital decrease and that assets sufficient to meet all of the debts of Company are present in the Company despite the capital decrease are found in the report dated August 19, 2013 and numbered YMM-2013-1814-M-32 prepared by the certified public accountant namely, Mehmet Halim SAHIN, registered before Istanbul Chamber of Certified Public Accountants with the registration number 1814 and authorization number 34102014, regarding Company's implementation of capital decrease.

The distribution of the Company's capital, which was decreased to the amount of TL 2,645,413,675.41 (two billion six hundred and forty five million four hundred and thirteen thousand six hundred and seventy five Turkish Liras forty one Kurus), to share groups and shareholders is as follows:

Share Group A

Number of Shares: 105,816,547,016
Nominal Value of Each Share (TL): 0.01
Total Nominal Value (TL): 1,058,165,470.16

Share Group B

Number of Shares: 105,816,547,016
Nominal Value of Each Share (TL): 0.01
Total Nominal Value (TL): 1,058,165,470.16

Share Group C

Number of Shares: 52,908,273,509
Nominal Value of Each Share (TL): 0.01
Total Nominal Value (TL): 529,082,735.09

Total Number of Shares 264,541,367,541
Total Nominal Value (TL): 2,645,413,675.41

Shareholder: Turk Telekomunikasyon A.S.
Share Percentage: 0.8999651
Existing Capital (TL): 6,403,251,684.68
Capital Decrease: 4,022,471,702.43
After Capital Decrease: 2,380,779,982.25

Shareholder: Turkiye Is Bankasi A.S.
Share Percentage: 0.0743987
Existing Capital (TL): 529,346,628.14
Capital Decrease: 332,531,335.21
After Capital Decrease: 196,815,292.93

Shareholder: Turkiye Sise ve Cam Fabrikalari A.S.
Share Percentage: 0.0034644
Existing Capital (TL): 24,648,876.59
Capital Decrease: 15,484,227.93
After Capital Decrease: 9,164,648.66

Shareholder: Trakya Yatirim Holding A.S.
Share Percentage: 0.0173218
Existing Capital (TL): 123,244,383.37
Capital Decrease: 77,421,139.91
After Capital Decrease: 45,823,243.46

Shareholder: Efes Holding A.S.
Share Percentage: 0.0043304
Existing Capital (TL): 30,811,095.74

Capital Decrease: 19,355,284.92
After Capital Decrease: 11,455,810.82

Shareholder: Anadolu Anonim Turk Sigorta A.S.
Share Percentage: 0.0003464
Existing Capital (TL): 2,464,887.65
Capital Decrease: 1,548,422.79
After Capital Decrease: 916,464.86

Shareholder: Anadolu Hayat Emeklilik A.S.
Share Percentage: 0.0001732
Existing Capital (TL): 1,232,443.83
Capital Decrease: 774,211.40
After Capital Decrease: 458,232.43

Total
Share Percentage: %100
Existing Capital (TL): 7,115,000,000.00
Capital Decrease: 4,469,586,324.59
After Capital Decrease: 2,645,413,675.41

Share certificates may be printed and issued as papers each representing one or more shares upon the board of directors' resolution.

New Article 6 Capital and Share Certificates

The Company's capital is TL 8,200,080,847.95. This capital is divided into a total of 820.008.084.795 registered shares, 328.003.233.917 of which are Group A, 328.003.233.917 of which are Group B and 164.001.616.961 of which are Group C shares, each having a nominal value of 1 (one) Kuruş.

All of the Company's previous capital, namely TL 2,645,413,675.41 (two billion six hundred and forty five million four hundred and thirteen thousand six hundred and seventy five Turkish Liras forty five Kuruş) is paid. This time, TL 5,554,667,172.54 (five billion five hundred and fifty four million six hundred and sixty seven thousand one hundred and seventy two Turkish Liras fifty four Kuruş) was added to the capital through converting internal funds to capital pursuant to Article 462 of the Turkish Commercial Code. Such internal funds of TL 5,554,667,172.54 (five billion five hundred and fifty four million six hundred and sixty seven thousand one hundred and seventy two Turkish Liras fifty four Kuruş) derive from Adjustment to Share Capital.

The respects that the Company's capital is paid and reciprocated, equity capital amount of the Company and how much of it is preserved, the amount of internal funds converted into capital and their actual existence in the Company were determined in the reports dated and numbered by Mehmet Halim Sahin, a certified public accountant who is registered before Istanbul Chamber of Certified Public Accountants with the registration number 1814 and authorization number 34102014.

The distribution of the Company's capital, increased to the amount of TL 8,200,080,847.95 following the capital increase, to share groups is as follows:

Share Group A

Number of Shares: 328.003.233.917
Nominal Value of Each Share (TL): 0.01
Total Nominal Value (TL): 3,280,032,339.17

Share Group B

Number of Shares: 328.003.233.917
Nominal Value of Each Share (TL): 0.01
Total Nominal Value (TL): 3,280,032,339.17

Share Group C

Number of Shares: 164.001.616.961
Nominal Value of Each Share (TL): 0.01
Total Nominal Value (TL): 1,640,016,169.61

Total

Number of Shares: 820.008.084.795
Total Nominal Value (TL): 8,200,080,847.95

Share certificates may be printed and issued as papers each representing one or more shares upon the board of directors' resolution.

As we have disclosed on October 23, 2013,

Our Company's Board of Directors has resolved that;

1. Early Inspection of Risks Committee shall be established. Süleyman Karaman shall be appointed as Committee Chairman, Mazen Abou Chakra and Maziad Nasser M Alharbi as Committee members.
2. Maziad Nasser M Alharbi shall be appointed to the vacant position in Corporate Governance Committee membership
3. Maziad Nasser M Alharbi shall be appointed to the vacant position in Audit Committee observer membership

8. SUMMARY FINANCIAL RESULTS

• Summary Türk Telekom Consolidated Balance Sheet as of 2013 Q3 and 2012YE

TL million	2013 Q3	2012 YE
Intangible Assets(*)	4.296	4.099
Tangible Assets and Investment Property	8.285	8.347
Other Assets	4.393	3.801
Cash and equivalents	1.166	961
Total Assets	18.140	17.208
Share capital	3.260	3.260
Other Reserves and Currency Translation Reserve	-1.410	-1.397
Reserves and retained earnings	2.178	1.954

Interest Bearing Liabilities	8.482	6.038
Provisions for long-term employee benefits	612	749
Other Liabilities	3.975	3.967
Net Income	1.043	2.637
Total Equity & Liabilities	18.140	17.208

(*) Includes goodwill.

• **Summary Türk Telekom Consolidated Income Statement as of 2013 Q3 and 2012 Q3**

TL million	2013 Q3	2012 Q3	Change
Revenues	9.894	9.379	5%
EBITDA	3.707	3.804	-3%
<i>Margin</i>	37%	41%	
Operating Profit	2.300	2.582	-11%
<i>Margin</i>	23%	28%	
Profit Before Tax	1.354	2.603	-48%
<i>Margin</i>	14%	28%	
Tax Expense	-338	-608	
Minorities	27	42	
Profit/(Loss) For The Period	1.043	2.037	-49%
<i>Margin</i>	11%	22%	