

**FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS OF  
TÜRK TELEKOMÜNİKASYON A.Ş.**

**Invitation to the Ordinary General Assembly Meeting of the financial year of 2013**

The ordinary General Assembly of our Company shall convene at the address of Türk Telekomünikasyon A.Ş. Headquarters, Turgut Özal Bulvarı 06103 Aydınlıkevler Ankara, at 12:00 p.m., on Tuesday, 27<sup>th</sup> of May, 2014 to negotiate the below-mentioned agenda and reach at a decision thereupon.

Pursuant to 4th paragraph of article 415 of Turkish Commercial Code No: 6102 and 1st paragraph of article 30 of Capital Markets Law No: 6362, the shareholders are not required to block their shares in order to attend to the General Assembly Meeting. However, our shareholders whose identity and share information are not notified to our Company are required to apply to the financial intermediaries and release the "limitation" on the identity and share information until the previous day of the General Assembly Meeting until 16.30 at latest.

We kindly request our shareholders who will vote through Electronical General Assembly System to be informed from CRA, the website of our Company which is [www.investorrelations.com](http://www.investorrelations.com) or from the contact addresses therein to be able to comply with the relevant Regulation and Communiqué.

This invitation of ordinary general assembly meeting will also be notified to the shareholders who hold registered shares, by a registered mail according to article 414 of Turkish Commercial Code.

Our shareholders who cannot attend the meeting in person should arrange their proxies in accordance with the specimen sample provided at the website of the company, save for the rights and obligations of the shareholders who will attend by electronic means, by complying with requirements stipulated as per the communiqué of the Capital Markets Board II-30.1 and present their power of attorneys whose signature is certified by the notary public or for our foreign shareholders, the notarized Turkish translation thereof to the headquarter of our Company at the close of business on Friday, 23<sup>rd</sup> of May, 2014 at latest.

Our shareholders or their representatives which are appointed in accordance with the foregoing paragraph should have the below mentioned documents with them ready, at the date of the meeting.

- Identity certificate
- The proxies arranged in accordance with the attached specimen, of the representatives who are appointed by our real and legal person shareholders.
- The notarized Turkish translation of the proxies and the notarized passport copies of the representatives of our foreign shareholders.

The representatives who have been appointed on Electronic General Assembly Meeting System by electronic means are not required to submit any proxies. The representatives who have been appointed on Electronic General Assembly Meeting System by electronic means are not required to submit any proxies.

Voting method by showing hands and open voting method shall be applied save for the voting provisions by electronic means relating to voting the agenda items at Ordinary General Assembly Meeting.

It is requested from our shareholders to attain knowledge and attend the meeting on the specified day and hour.

Note: Pursuant to article 29 of Capital Market Law, our shareholders who hold registered shares continuously traded on stock exchanges shall not have a further notification by registered mail.

## **TÜRK TELEKOMÜNİKASYON A.Ş.**

### **AGENDA FOR ORDINARY GENERAL ASSEMBLY MEETING 2013**

**May 27, 2014**

1. Opening and Election of the Chairmanship Committee;
2. Authorizing the Chairmanship Committee to sign the minutes of the General Assembly Meeting, and the List of Attendees;
3. Reading the Board of Directors annual report for the year 2013;
4. Reading the Statutory Board of Auditors annual report for the year 2013;
5. Reading the summary reports of the Independent Audit Company for the year 2013;
6. Reading, discussing and approving the balance sheet and profit/loss accounts for the year 2013;
7. Releasing the Board of Directors Members for operations and transactions of our Company during 2013;
8. Temporary appointments made to the Board of Directors to the positions became vacant because of the resignations shall be submitted to the approval of the General Assembly pursuant to Article 363 of the Turkish Commercial Code and under the same conditions in order to be valid as of the appointment date; and the membership of the elected members shall be approved as of the appointment date for the remaining office of the Board of Directors;
9. Temporary appointments made to the Board of Auditors to the positions became vacant because of the resignations shall be submitted to the approval of the General Assembly pursuant to Article 16 of the Articles of Associations and under the same conditions in order to be valid as of the appointment date; and the membership of the elected members shall be approved as of the appointment date for the remaining office of the Board of Auditors;
10. Defining the salaries of the Board of Directors Members;
11. Defining the salaries of the Board of Auditors;
12. Discussing and resolving on the proposal of the Board of Directors about distribution of the profit generated in 2013;
13. Submitting the Independent Auditing Agreement signed with Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (KPMG Turkey) for the purpose of auditing our Company's operations and accounts for the year 2014, as per Article 26 of the Independence Auditing Regulation published by the Public Oversight, Accounting and Auditing Standards Authority, article 399 of Turkish Commercial Code and Article 17/A of the Articles of Association of our

Company, to the approval of the General Assembly;

14. Submitting donations and aids policy to the approval of the General Assembly pursuant to Corporate Governance Principles;
15. Informing the General Assembly about the donations and aids made in 2013;
16. Submitting the dividend distribution policy which has been prepared pursuant to the amendment made in the Dividend Distribution Communiqué to the approval of the General Assembly;
17. Reading the written explanations of the Independent Audit Company about the compliance of the financial statements and other reports with the standards, the accuracy and precision of the information, and that the independence of the audit company or its subsidiaries is not affected in any way in relation to the services delivered to our Company or its subsidiaries, under the Corporate Governance Principles;
18. Informing the General Assembly about the valuation of the transactions made during 2013 with related parties as per Articles 9 and 10 of the Communiqué No. II-17.1 of the Capital Markets Board;
19. Informing the General Assembly about the guarantees, pledges and mortgages given by our Company in 2013 in favor of third parties, and about revenues or interests generated;
20. Informing the Shareholders regarding the “Disclosure Policy” prepared pursuant to Special Situations Communiqué;
21. Informing the Shareholders regarding the “Remuneration Policy” determined for the Board of Directors Members and the Senior Executives in accordance with the Corporate Governance Principles;
22. Informing the General Assembly of the transactions of the controlling shareholders, the Board of Directors Members, the executives who are under administrative liability, their spouses and their relatives by blood and marriage up to the second degree that are performed within the year 2013 relating to make a material transaction which may cause conflict of interest for the Company or Company’s subsidiaries and/or to carry out works within or out of the scope of the Company’s operations on their own behalf or on behalf of others or to be a unlimited partner to the companies operating in the same kind of fields of activity in accordance with the Communiqué of the Capital Markets Board No: II-17.1;
23. Informing the General Assembly of the changes that have material impact on the management and the activities of our Company and its subsidiaries and that were realized within the previous fiscal year or being planned for the following fiscal year and of the reasons of such changes, pursuant to the Corporate Governance Principles;
24. Discussing and voting for authorizing the Board of Directors or person(s) designated by the Board of Directors for company acquisitions to be made by our Company or its subsidiaries until the next ordinary general assembly meeting up to 300 million Euro which will be separately valid for each acquisition;
25. Discussing and voting for authorizing the Board of Directors to establish Special Purpose Vehicle(s) when required for above mentioned acquisitions;

26. Resolving on giving permission to the Board of Directors Members to carry out works within or out of the scope of the Company's operations on their own behalf or on behalf of others or to be a partner to companies who does such works, and to carry out other transactions, as per Article 395 and 396 of Turkish Commercial Code;
27. Comments and closing.

**ORDINARY GENERAL ASSEMBLY MEETING OF THE YEAR 2013**

**PROXY SAMPLE**

**TÜRK TELEKOMÜNİKASYON A.Ş.**

I, hereby designate Mr./Mrs. [.....] as my representative, authorized to represent me/us, propose, vote and sign the necessary documents on my behalf in line with the instructions given below, at the Ordinary General Assembly Meeting of Türk Telekomünikasyon A.Ş. to be held on Tuesday, 27<sup>th</sup> of May, 2014, at 12.00 pm in the address of Türk Telekomünikasyon A.Ş. Genel Müdürlük Kültür Merkezi, Turgut Özal Bulvarı 06103 Aydınlıkevler-Ankara.

**A) SCOPE OF REPRESENTATION**

- a) The proxy is authorized to vote for all the topics in the agenda in line with his own opinion.
- b) The proxy is authorized to vote for the topics in the agenda in accordance with the below instructions.

**Instructions: (Special instructions shall be written)**

- c) The proxy is authorized to vote in line with the suggestions of the management of the corporation.
- d) In issues that may emerge in the meeting, the proxy is authorized to vote in line with the below instructions. (If there is no instruction, the proxy shall vote freely)

**Instructions:**

**B) INFORMATION ABOUT THE SHARE OWNED BY THE SHAREHOLDER**

- a) Quantity and Nominal Value:
- b) Whether they have voting privileges:
- c) Whether they are in registered or in bearer form:

**NAME SURNAME OR TITLE OF THE SHAREHOLDER:**

**SIGNATURE:**

**ADDRESS:**

**Note:**

1. In Section A, one of the options indicated in (a), (b) or (c) shall be chosen. Explanations shall be made for the options (b) and (d) in Section A.
2. The signature of the principal shareholder should be certified by a notary public.
3. Our foreign shareholders should submit to the headquarter of our company, the Turkish translations of their proxies which have been notarized by a notary public.