

**TÜRK TELEKOMÜNİKASYON A.Ş.****INFORMATION DOCUMENT IN RELATION TO THE  
ORDINARY GENERAL ASSEMBLY MEETING OF 31.03.2020**

The ordinary general assembly for the year, 2019 of our Company Türk Telekomünikasyon A.Ş. (“Company”) to be held at the address of Türk Telekomünikasyon A.Ş. headquarters, Turgut Özal Bulvarı 06103 Aydınlıkevler Ankara, at 11:00 a.m., on Tuesday, 31<sup>st</sup> of March, 2020 to negotiate and reach at a decision in relation to the below mentioned agenda.

The Financial Statements, the auditor’s report, the board of directors annual report which also includes Corporate Governance Principles Compliance Report for the year 2019, the proposal of the board of directors about distribution of the profit generated in 2019 and the information document which includes the explanations in relation to the following agenda items in compliance with the Capital Markets Board regulations shall be made available three weeks before the meeting date, within the prescribed term, to the examination of our shareholders, at the Company’s Headquarters, on the Company’s website of [www.ttinvestorrelations.com](http://www.ttinvestorrelations.com), on the Public Disclosure Platform and in the Electronical General Assembly system.

Pursuant to 4th paragraph of article 415 of Turkish Commercial Code No: 6102 and the 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 who do not wish to disclose their identity and share information and therefore are not registered with the Company are required to apply to the financial intermediaries and remove 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 those shareholders who shall be voting via the electronical general assembly system to be informed by the Central Registry Agency (“CRA”), [www.ttinvestorrelations.com](http://www.ttinvestorrelations.com), the website of the Company or the contact addresses stated therein in order to ensure compliance with the relevant regulation and communiqué.

This invitation of ordinary general assembly meeting will also be delivered to the shareholders who hold registered shares, via 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 Capital Markets Board’s Communiqué II-30.1 on voting by proxy and proxy solicitation and present their power of attorneys the signatures of which shall be certified by the notary public or for our foreign

shareholders, the notarized Turkish translation thereof to the headquarters of the Company at the close of business on Friday, 27<sup>th</sup> of March, 2020 at the 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.

Voting method by a show of hands and an open voting method shall be applied save for the voting provisions by electronic means in order to vote on the agenda items at the ordinary general assembly meeting.

Our shareholders are requested to attain knowledge of the meeting particulars and attend the meeting on the specified day and hour.

Note: Pursuant to article 29 of Capital Markets Law, shareholders holding registered shares that are traded on the stock exchange will not receive a separate registered invitation letter for the meeting.

#### **Structure of Shareholders and Voting Rights**

The Company's shares are divided into groups called A, B, C and D. Each share in each group of shares can cast one vote and thus, a maximum of 350,000,000,000 (TL 3,500,000,000 equivalent) votes can be casted in the general assembly meeting. In this respect, the total number of the shares and votes owned by (i) Group A shares is 192,500,000,000 (TL 1,925,000,000.00 equivalent); (ii) Group B shares is 104,999,999,999 TL 1,049,999,999.99 equivalent; (iii) Group C share is 1 (TL 0.01 equivalent); (iv) listed Group D shares is 52,500,000,000 (TL 525,000,000.00 equivalent) respectively.

Group	Shareholder	Paid-in Capital Amount (TL)	Share (%)
A	LYY Telekomünikasyon A.Ş.	1,925,000,000.00	55
B	Republic of Turkey Ministry of Treasury and Finance	875,011,884.975	25
C	Republic of Turkey Ministry of Treasury and Finance	0.01	
B	Turkish Wealth Fund	174,988,115.015	5
D	Free Float	525,000,000.00	15
<b>Total</b>		<b>3,500,000,000.00</b>	<b>100</b>

According to the article 8 of the Articles of Association; the board of directors is composed of 9 members, the Group A Shareholder shall 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 markets legislation; or 11 – 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 the carry the independence criteria as defined in the capital markets legislation; (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.

During the calculation of 15% and 30% of the shares of the Treasury, the amount of Group B shares and Group D shares held by the Treasury shall be taken into account together.

As well as the C Group privileged share shall be entitled to nominate a further one person for election as Director, it has below mentioned rights which are defined in the article 6 of the Articles of Association.

“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. “

Procedure of voting is explained in article 23 and article 24 of the Company's Articles of Association. Each share shall entitle its owner to one vote at general assembly meetings. at the general assembly meetings, voting shall be cast by raising (show) hands. However, upon the request of the shareholders owning 1/20 of the total capital represented at the general assembly meeting, voting may be realized by secret voting or by way of open ballot by calling names.

This general assembly information document including the relevant explanations regarding the agenda items shall be made available to the examination of our shareholders, at the head office of the Company, located at the address of Türk Telekomünikasyon A.Ş. Genel Müdürlük Kültür Merkezi, Turgut Özal Bulvarı 06103 Aydınlikevler Ankara, at the website of [www.ttinvestorrelations.com](http://www.ttinvestorrelations.com) and electronical general assembly system of the CRA.

Regards,

Türk Telekomünikasyon A.Ş.

Board of Directors

#### **Additional information regarding the Communiqué on the Corporate Governance**

No requests have been received from shareholders, CMB and/or other public organizations related to the Company about adding additional item to the agenda of general assembly.

**TÜRK TELEKOMÜNİKASYON A.Ş.****AGENDA FOR ORDINARY GENERAL ASSEMBLY MEETING OF 2019 TO BE HELD ON 31.03.2020****1. Opening and election of the chairmanship committee;**

The chairman of the meeting will be elected in accordance with the relevant provisions of Turkish Commercial Code No. 6102 (“TCC”), the Regulation on General Assembly Meetings of Corporations, and under the provisions of Ministry of Industry and Trade Commissary Regulations (“Regulation”), The Internal Directive on The Working Principles and Procedures of The General Assembly of Türk Telekomünikasyon Anonim Şirketi (“Internal Directive”) and Türk Telekom Articles of Association (“Articles of Association”). The chairman of the meeting shall assign at least one clerk who writes down the minutes and if deemed necessary vote collectors in the number required. Expert consultants may also be assigned by the chairman of the meeting in order to perform the technical needs in the electronic general assembly system at the meeting time.

**2. Authorizing the chairmanship committee to sign the minutes of the general assembly meeting, and the list of attendees;**

Authorizing the chairmanship committee to sign the minutes of the general assembly meeting and the list of attendees will be voted in accordance with the relevant provisions of the TCC and the regulation.

**3. Reading the board of directors annual report for the year 2019;**

This agenda item will not be voted on and has only been provided for information purposes. The 2019 annual report, approved under the decision of the board of director’s no. 29 dated 29 February, 2020 will be read. Our shareholders can find the annual report prepared by the board of directors in accordance with the Capital Markets Board legislation under the financial and operational information section of [www.ttinvestorrelations.com](http://www.ttinvestorrelations.com) or at the Company’s headquarters.

**4. Reading the auditor’s report for the year 2019;**

This agenda item will not be voted on and has only been provided for information purposes. The Independent Audit Company’s report for the year 2019 will be read. The independent audit company report, prepared in accordance with the Turkish Commercial Code and Capital Markets Board legislation, are available at the Company’s headquarters and under the financial and operational information section of [www.ttinvestorrelations.com](http://www.ttinvestorrelations.com).

**5. Reading, discussing and approving the balance sheet and profit/loss accounts for the year 2019;**

Consolidated balance sheet and profit/loss accounts related to our activities between 01 January 2019 - 31 December 2019, which were prepared as per the provisions of Capital Markets Board communique No.II-14.1 on “Principles Regarding Financial Reporting in Capital Markets” and in accordance with the Capital Markets Board’s financial table format, and were approved under board of directors resolution No. 12 dated 12.02.2020, will be read and presented to the general assembly for approval.

These documents are available at the Company’s headquarter and under the financial and operational information section of [www.ttinvestorrelations.com](http://www.ttinvestorrelations.com).

**6. Releasing each member of the board of directors for the operations and transactions of the Company during 2019;**

The release of each member of the board of directors from the operations and actions of the Company during the year 2019 be presented to the general assembly for approval, as per the provisions of the Turkish Commercial Code.

**7. Defining the salaries of the members of the board of directors;**

Salaries to be paid to the members of the board of directors for the year 2020 will be determined.

**8. Resolving on the distribution of profit;**

Pursuant to the board of directors’ proposal in relation to distribution of the profit generated in 2019, It has been resolved, to be decided on the Company’s Ordinary General Assembly Meeting pertaining to the fiscal year 2019, that;

1. The 2018 fiscal year’s loss under the Company’s legal records, amounting of TL 1,974,932,690.14, shall be deducted from the prior fiscal years’ profits which have been allocated from net profits between the fiscal years of 2016 and 2017 and which includes no exemption of income. *(TL 1,236,552,902.19 shall be deducted from 2017 year profit, TL 738,379,787.95 shall be deducted from 2016 year profit)*
2. The Company's net profit calculated according the independently audited consolidated financial tables prepared in accordance with the provisions of “Capital Markets Board Communique About Financial Reporting in Capital Markets No.II-14.1” is TL 2,406,783,000 and the commercial profit calculated within the scope of the provisions of Turkish Commercial Code and Tax Procedure Law is TL 895,744,275.06, for the fiscal year of 2019.

3. Pursuant to the CMB Communiqué on Dividends No: II-19.1, the profit after tax amount of TL 2,406,783,000 shall be the base amount for dividend distribution.
4. Since the Company already reached the general legal reserve limit in accordance with Article 519 of Turkish Commercial Code, this reserve is not required for 2019;
5. The base for the first dividend shall be TL 2,443,250,085.41 (*Pursuant to the Capital Markets Board regulations, this amount is calculated by adding the donation amount in 2019, which is TL 36,467,085.41 to the net distributable profit of 2019, which is TL 2,406,783,000*)
6. Accordingly,
  - a. TL 488,650,017.08 which corresponds to the 20% of TL 2,443,250,085.41 (the first dividend base) shall be distributed to the shareholders as first cash dividend;
  - b. TL 714,369,982.92 shall be distributed to the shareholders as second cash dividend;
  - c. the general legal reserves of TL 102,802,000 (*calculated as 1/10 of the “profits to be distributed” after 5% of paid in capital is deducted from it pursuant to the CMB regulations*) shall be set aside from the remaining part of the net distributable profit;
  - d. TL 1,100,961,000 which is the remaining of the 2019 year’s distributable profit after the cash dividend distribution shall be regarded as prior year’s profit and set aside within the Company, in case the amount which is set aside as 2019 fiscal year’s profit is subject to redistribution, the withholding tax deductions shall be applicable on such amount.

As a result;

- e. A total gross amount of TL 1,203,020,000 which corresponds to approximately 50% of the Company’s net distributable profit pertaining to year 2019 shall be distributed from the profit which is stated as prior years’ profit under legal records, the withholding tax deductions shall be applicable with in the scope of relevant regulations on the distribution date.
- f. 0.34372 Kuruş (34.37%) gross cash dividend per each share worth for 1 Kuruş nominally shall be distributed to our shareholders and total gross cash dividend distribution amount shall be TL 1,203,020,000.



7. The distribution of the cash dividends to our shareholders shall begin on 01/06/2020.

**9. Election of the auditor for the purpose of auditing the Company's operations and accounts for the year 2020, pursuant to article 399 of Turkish Commercial Code and article 17/A of the Articles of Association of the Company;**

Signing independent audit agreement between our Company and KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (KPMG) to examine our Company's operations and accounts for the year 2020 as per the Decision of the Company's Audit Committee which was held in accordance with the Communiqué of the Capital Markets Board No: II-17.1 pursuant to the Corporate Governance Principle No. 4.5.9, article 399 of Turkish Commercial Code and article 17/A of the Articles of Association of the Company will be presented to general assembly's approval.

**10. Informing the general assembly about the donations and aids executed in 2019;**

This agenda item will not be voted on and has only been provided for information purposes.

Total amount of donations and aids in 2019 is TL 36,467,085.

**11. Informing the general assembly about the guarantees, pledges and mortgages given by the company in 2019 in favor of third parties, and about revenues or interests generated in 2019;**

This agenda item will not be voted on and has only been provided for information purposes.

The information regarding the guarantees, pledges and mortgages provided by the company to third parties or the derived income or interest thereof is available at footnote no: 24 of the 2019 consolidated financial statements which have been prepared in accordance with the CMB rules and publicly disclosed. The information note regarding the guarantees, pledges and mortgages provided by the company to third parties or the derived income or interest thereof will also be read during the general assembly.

The Company's guarantee, pledge and mortgage (GPM) position as at 31 December 2019 is as follows:

<b>GPMs given on behalf of the Türk Telekom Group (TL Thousand)</b>	<b>31 December 2019</b>
A. GPMs given on behalf of the Company's legal personality	2,112,978
B. GPMs given in favor of subsidiaries included in full consolidation	977,792
C. GPMs given by the Company for the liabilities of 3rd parties in order to run ordinary course of business	605,367



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**Total**
**3,696,137**


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Based on law 128/1 of Turkish Code of Obligations, the Group has given guarantee to distributors amounting to TL 605,367 thousand for the financial obligation that would arise during the purchase of devices that will be sold as commitment sales by the Group. The guarantees given to the banks were TL 34,306 thousand, TL 111,433 thousand, TL 10,293 thousand Akbank T.A.Ş., Türkiye Garanti Bankası A.Ş. and Türkiye İş Bankası A.Ş. respectively.

**12. Informing the general assembly of the changes that have material impact on the management and the activities of the 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 Capital Markets Board Corporate Governance Principle No. 1.3.1 (b);**

This agenda item will not be voted on and has only been provided for information purposes.

There are no changes that have material impact on the management and the activities of the Company and its subsidiaries and that were realized within the previous fiscal year or being planned for the following fiscal year. In addition, the public disclosures of material events made by the Company in compliance with relevant legislation are available at the Company's page under [www.kap.gov.tr](http://www.kap.gov.tr) and at the Company's web address of <http://www.ttinvestorrelations.com/en-us/announcements-disclosures/pages/regulatorydisclosures.aspx>

**13. 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 2019 relating to make a material transaction which may cause conflict of interest for the Company or the 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 pursuant to the Corporate Governance Principle No. 1.3.6;**

As per the Corporate Governance Principle No: 1.3.6 issued by Capital Markets Board, information regarding any controlling shareholders, board members, senior management, spouses and 2nd degree blood and affinity relatives who engage in activities which may cause conflict of interest with the Company or its subsidiaries, and who participate in commercial activities similar to those conducted by the Company in their own name or on behalf of a third party, or who become a shareholder with unlimited liability and become a member of the boards of enterprises engaging in similar transactions must be submitted to the general assembly. In order to fulfil the requirements of this principle, all transactions which can be

classified as outlined above within the previous financial year which come to the attention of the Company must be submitted for the information of the shareholders at the general assembly.

**14. Informing the general assembly regarding the “remuneration policy” for the board of directors members and the senior executives in accordance with the Capital Markets Board Corporate Governance Principle No:4.6.2;**

This agenda item will not be voted on and has only been provided for information purposes.

As per the Communiqué on Corporate Governance Principles and obligatory article 4.6.2, the remuneration policy of the members of the board of directors and the senior management shall be in writing and its policy and principals will be submitted to the general assembly’s information. The remuneration policy is available at <http://www.ttinvestorrelations.com/enus/corporate-governance/pages/policies.aspx>.

**15. 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 the Company or its subsidiaries until the next ordinary general assembly meeting up to 500 Million Euros which will be separately valid for each acquisition;**

The Company and its subsidiaries are open to opportunities, which may contribute to the operations of the group and create synergies as part of the “smart growth” strategy. A general approval from the general assembly is obtained each year due in order to be able to act quickly to be able to utilize the opportunities both at home and abroad.

**16. Discussing and voting for authorizing the board of directors to establish special purpose vehicle(s) when required for above mentioned acquisitions;**

A need to establish special-purpose vehicles may arise in order to ensure operational convenience for the acquisitions to be made by the Company and its subsidiaries.

**17. Resolving on giving permission to the board of directors for performing the works mentioned under article 395 and 396 of Turkish Commercial Code;**

The board of directors must have the general assembly’s permission to perform their acts within the context of articles 395 and 336 of the Turkish Commercial Code entitled “prohibition of conducting transaction with the Company, to become indebted to the Company” and “non-compete obligation”. In order to comply with these regulations, the permission will be put to the vote at the general assembly.

**18. Comments and closing.**

