

TÜRK TELEKOMÜNİKASYON ANONİM ŞİRKETİ
MINUTES OF THE EXTRA ORDINARY GENERAL ASSEMBLY
MEETING HELD ON 08 JULY 2015

The Extra Ordinary General Assembly Meeting of Türk Telekomünikasyon Anonim Şirketi was held on 08 July 2015 at 12:00 p.m. at Türk Telekomünikasyon A.Ş. Genel Müdürlük Kültür Merkezi, Turgut Özal Bulvarı, 06103 Aydınlikevler/Ankara under the supervision of Ministry Representative Ahmet Öztürk commissioned pursuant to the letter no: 9129545 dated 08.07.2015 issued by the Ankara Provincial Directorate of Ministry of Customs and Commerce.

The Ministry Representative Ahmet Öztürk informed the attendees of the Meeting prior to opening that the necessary rules and procedures in relation to the Meeting had been fulfilled in compliance with the relevant law and the Company's Articles of Association.

As provided for under the law and under the Company's Articles of Association, the Meeting Invitation, Agenda and sample Proxy were published at the Turkish Trade Registry Gazette numbered 8842 dated 16.06.2015 and additionally at Star and Akşam newspapers dated 16.06.2015. Furthermore, the date of the General Assembly Meeting including details of such documents were also published at the Company's www.ttyatirimciiliskileri.com.tr website, the E-Company Platform and the Electronic General Assembly System of the Central Registration Agency and details of the meeting date and agenda were also provided to the shareholders holding registered shares to their addresses under the Company records within the specified period via registered mail on 16.06.2015.

It was ascertained from the List of Attendees that out of 350.000.000.000 shares corresponding to the Company's total capital of TL 3,500,000,000, 332.727.684.100 shares corresponding to TRY 3.327.276.841 of which were represented by proxy in the meeting and thereby ensuring that the minimum quorum requirement as provided for under the law and Articles of Association were satisfied and that pursuant to subparagraphs 5 and 6 of Article 1527 of the Turkish Commercial Code the necessary legal procedures in relation to the preparations in order to conduct the Company's Electronic General Assembly have been fulfilled, and Mazen Abou Chakra, a member of the Board of Directors being present at the meeting venue and the Meeting was opened by the representative for the Ministry of Customs and Trade at 12.00.

Without prejudice to the provisions relating to voting rights under the Electronic General Assembly System, information regarding the system of casting votes in relation to the agenda items discussed during the Meeting were provided to the present shareholders, specifying that acceptance votes may be indicated by a raising (show of) hands, by standing, or by verbally indicating AFFIRMATIVE or NEGATIVE. Those who do not raise their hands, stand up or communicate their preferences or otherwise cast an abstaining vote shall be deemed to have "Refused" the item. For those who were physically present at the Meeting, information was briefly given relating to the electronic general assembly meeting system.

Before proceeding to the discussion of the Agenda items, the shareholders were informed that out of the shares currently represented, those corresponding to a share capital of TRY 293.464.956 was respresented by the Proxy Holders and those corresponding to a share capital of TRY 3.033.811.885 was respresented by the other Proxies pursuant to Article 431 of the Turkish Commercial Code and the Procedures and Principals adopted at the General Assembly Meeting dated 28 November 2012

and pursuant to Article 24 of the Regulation relating to the Representative of the Ministry of Customs and Trade to be present at such meetings.

The General Assembly Meeting was opened with the discussion of the following agenda Items:

1. In relation to Article 1 of the Agenda;

Pursuant to the joint Proposal submitted to the Chairmanship by the Turkish Ministry of Transport, Maritime Affairs and Communication on behalf of Republic of Turkey Prime Ministry Undersecretariat of Treasury and Ojer Telekomünikasyon A.Ş. as shareholders; in relation to the election of Ömer Yüksel as Chairman, Mine Güçlü as Vote Collector and Serdar Akcasu as Secretary, was put to a vote. The agenda item was approved by a majority of a total of TRY 3.230.561 negative and TRY 3.324.046.280 affirmative votes.

Ömer Yüksel, as the Chairman of the Meeting appointed Begüm Albayrak who has "Central Registration Agency Electronic General Assembly System Certificate in order to use the electronic general assembly system.

2. In relation to Article 2 of the Agenda;

The joint proposal submitted to the Chairmanship by the Turkish Ministry of Transport, Maritime Affairs and Communication on behalf of Republic of Turkey Prime Ministry Undersecretariat of Treasury and Ojer Telekomünikasyon A.Ş. as shareholders was read by Mine Güçlü. The matter of granting authority to sign the General Assembly Minutes of Meeting and the List of Attendees to the Chairmanship Committee was put to a vote. As a result of the voting, the item was approved by a majority of a total of TRY 3.230.561 negative and TRY 3.324.046.280 affirmative votes. .

3. In relation to Article 3 of the Agenda;

Pursuant to the proposals submitted respectively by Ojer Telekomünikasyon A.Ş., as the Group A Shareholder and the Turkish Ministry of Transport, Maritime Affairs and Communication on behalf of Republic of Turkey Prime Ministry Undersecretariat of Treasury as the Group B and C shareholder of the Company according to Article 8 of the Articles of Association of the Company,; it has been proposed;

(i) by the Group A Shareholder that; the following individuals shall be elected as the members of the Board of Directors:

1. Mohammed HARIRI (Lebanon citizen; residing at California Street Aladaluseh Building 12 Floor Beirut / LEBANON, T.R. Tax Identity No: 4570501833, Beyoğlu Tax Office)
2. Abdullah TİVNİKLİ (Turkish citizen; residing at Hacı Hesna Hatun Mahallesi, Yenidünya Sok. No. 27 D. 4, Üsküdar, İstanbul, T.C. Identity No: 53902118144)
3. Al Hakam Marwan Moh'd KANAFANI (Jordan citizen, residing at El Kamel Mohamed Street Apt. -7 Zamelek, Cairo, Egypt, T.R. Tax Identity No: 4940511199 Zincirlikuyu Tax Office)
4. Cenk SERDAR, (Turkish citizen, residing at Calhasan Sokak, Aksoy Apartmanı, B Blok Daire: 5 Çamlık, Etiler /İstanbul, T.R. Identity No: 12316030220)

5. Khaled Hussain S. BIYARI (Saudi Arabia citizen, residing at 27 Jarir Balji St., Mogharazat, Riyadh, KSA; T.C. Identity No: 5480502844, Büyük Mükellefler Tax Office)
 6. Mazen Abou CHAKRA (Lebanon citizen, residing at Suite 610,Level 6 Precinct Building 5, The Gate District,Dubai International Financial Center, P.K.506524 Dubai B.A.E, T.R. Tax Identity No: 6130720233, Beşiktaş Tax Office)
 7. Rami ASLAN (Canada citizen, residing at Villa A Thunaya Road 4 10 A Street Dubai, UAE, T.R. Tax Identity No:0890519323, Mecidiyeköy Tax Office)
- (ii) by the Turkish Ministry of Transport, Maritime Affairs and Communication on behalf of Republic of Turkey Prime Ministry Undersecretariat of Treasury as the Group B Shareholder that; the following individuals, whom the Capital Markets Board have mentioned no objection, by the letter dated 06.07.2015 and numbered 6918 shall be elected as the independent board members;
8. Kemal Madenoğlu (Turkish citizen, residing at Birlik Mahallesi, Anayasa Mahkemesi Lojmanları 415.Cadde 418.Sokak No:24 Çankaya / Ankara, T.R Identity No: 11093722410)
 9. Fahri Kasırğa (Turkish citizen, residing at İhlamurevleri Sitesi Beştepeler Mahallesi 42.Sokak A Blok No:15 Beştepe – Ankara adresinde mukim, T.R Identity No: 14462807282)
 10. İbrahim Eren (Turkish citizen, residing at Erler Mahallesi, Prestij Konutları C-1 Blok No:45 Etimesgut/ANKARA adresinde mukim, T.R Identity No: 16718346040)
 11. Yiğit Bulut (Turkish citizen, residing at Park Kule Apt. 1/30 Göztepe / İSTANBUL adresinde mukim, T.R Identity No: 16327949090)
- (iii) by the Turkish Ministry of Transport, Maritime Affairs and Communication on behalf of Republic of Turkey Prime Ministry Undersecretariat of Treasury as the Group C Shareholder that; the following individuals the following individuals shall be elected as the member of the Board of Directors in order to represent Group C Privileged Share;
12. Talat Aydın (Turkish citizen, residing at Yaşamkent Mahallesi, Troya Park Gold Sitesi 3145.Sokak No:3/30 Çankaya, Ankara, T.R. Identity No: 39355238356)

for a period of 3 years in accordance with the article 10 of the Company's Articles of Association according to the Remuneration Policy of our Company, each member of the Board of Directors shall be paid a net monthly fee of TRY 8,000.00 (EightThousandTurkishLiras) and additionally a bonus fee in an amount of such net monthly fee twice a year in January and July.

Since the nominated members of the Board of Directors who are still holding the board membership positions and their resumes have been provided in the information note submitted to the shareholders of the Company, the resumes are no needed to be read.

The acceptance declarations submitted to the the attention of the Chairman of the meeting by; Mr. Mohammed Hariri, Mr.Abdullah Tivnikli, Mr.Cenk Serdar, Mr. Al Hakam Marwan Moh'd Kanafani, Mr. Khaled Hussain S. Biyari and Mr. Rami Aslan, nominated by Group A Shareholder; Mr. Kemal

Madenöđlu, Mr. Fahri Kasirga, Mr. İbrahim Eren, Mr. Yiđit Bulut as nominated by Group B Shareholder and Mr. Talat Aydın, as nominated in order represent Group C Privileged Share were acknowledged by the Ministry Representantive.

The Chairman asked for any other proposals. No other proposal was submitted.

As a result of the voting, the abovementioned proposal was approved and accepted by a majority of a total of TRY 255.398.972 negative and TRY 3.071.877.869 affirmative votes and all the members who have been nominated under such proposals have been elected as board members.

4. In relation to Article 4. Of the Agenda;

The nominees of the Board of Auditors stated under the proposal of the Turkish Ministry of Transport, Maritime Affairs and Communication on behalf of Turkish Undersecretariat of Treasury according to Article 16 of the Articles of Association of the Company and pursuant to the consent letter of Ojer Telekomünikasyon A.Ş. granted to be effective as of 10.09.2007 was read by Mine Güçlü.

Accordingly, in place of the current Board of Auditors and according to article 16 of Articles of Association of the Company;

(i) as nominated by Group C Privileged Share;

(* Mustafa Koç (T.R. citizen, T.R. ID No: 48268501228 and residing at the address of Mustafa Kemal Mahallesi, 2142.Sokak No:11/7 Çankaya - Ankara),

and

(ii) As nominated by the Turkish Ministry of Transport, Maritime Affairs and Communication on behalf of Turkish Undersecretariat of Treasury

(* Lütfi Aydın (Turkish Identity Number: 15976539386, residing at the address of 1244 Sokak N:5/15 Cevizlidere-Balgat / Ankara),

(* Ali Polat (T.R. citizen, T.R. ID No: 32792108350 and residing at the address of Başbakanlık Lojmanları, Birlik Mahallesi, 416.Sokak Çankaya - ANKARA),

shall be elected to the Board of Auditors for a period of three years and each member of the Board of Auditors shall be paid, a net monthly fee of TRY 8,000.00 (EightThousandTurkishLiras) and additionally a bonus fee in the amount of such net monthly fee shall be paid to each Member of the Board of Auditors twice a year in January and July for their activities of 2015 as provided under such proposal.

The resumes of the nominated board members were read by Mine Güçlü.

As a result of the voting, the abovementioned proposal was approved and accepted by a majority of a total of TRY 253.216.493 negative and TRY 3.074.060.348 affirmative votes and all the members who have been nominated under such proposals have been elected as the members of the board of auditors.

5. In relation to Article 5. Of the Agenda;

The joint proposal presented by the Turkish Ministry of Transport, Maritime Affairs and Communications on behalf of Republic of Turkey Prime Ministry Undersecretariat of Treasury and Ojer Telekomünikasyon A.Ş. as shareholders of the Company was read by Mine Güçlü.

Pursuant to such proposal, it was proposed that, the members of the Board of Directors shall be allowed to carry out all the transactions subject or not subject to the Company on behalf of themselves or others, or to become partners with companies which carry out such transactions and to carry out other transactions pursuant to the Turkish Commercial Code Articles numbered 395 and 396 and in line with the terms of the Concession Contract signed between Türk Telekomünikasyon Anonim Şirketi and Telecommunications Authority, renamed as Information Technologies and Communications Authority. The proposal was put to a vote.

As the result of the voting, the abovementioned proposal was approved by a majority of a total of TRY 36.507.720 negative and TRY 3.290.769.121 affirmative votes.

6. In relation to Article 6. Of the Agenda;

The floor was opened to recommendations and comments. No attendees provided any comments.

The Chairman Ömer Yüksel thanked the attendees.

Having discussed and resolved on all the agenda items, the Extraordinary General Assembly Meeting of Türk Telekomünikasyon A.Ş. was concluded at 12:26 on 08.07.2015 in Ankara.

These minutes have been written, read and signed at the meeting venue.

MINISTRY REPRESENTATIVE

Ahmet Öztürk

CHAIRMAN

Ömer Yüksel

VOTE COLLECTOR

Mine Güçlü

SECRETARY

Serdar Akcasu