

**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 2012**

The Ordinary General Assembly of our Company for the year 2012 shall convene at the address of Türk Telekomünikasyon A.Ş. Genel Müdürlük Kültür Merkezi, Turgut Özal Bulvarı 06103 Aydınlikevler Ankara, at 12:00 a.m., on Tuesday, 28<sup>th</sup> of May, 2013 to negotiate the below-mentioned agenda and reach at a decision thereupon. The balance sheet and loss/profit accounts dated 31st of December 2012, the Reports of Board of Directors and Legal Auditors and Dividend Distribution Offer of the Board of Directors for the year 2012 and the General Assembly informative document regarding the agenda items shall be made available to the examination of our shareholders, 21 days prior to the date of the meeting at the head office of our company, located at the address of Türk Telekomünikasyon A.Ş. Genel Müdürlük Kültür Merkezi, Turgut Özal Bulvarı 06103 Aydınlikevler Ankara and at the corporate investor relations website of [www.ttinvestorrelations.com](http://www.ttinvestorrelations.com) and Electronical General Assembly System of Central Registry Agency ("CRA").

Pursuant to 4<sup>th</sup> paragraph of article 415 of Turkish Commercial Code No: 6102 and 1<sup>st</sup> 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.ttyatirimciiliskileri.com.tr](http://www.ttyatirimciiliskileri.com.tr) 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 Serial: IV, Number: 8 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, 24<sup>th</sup> of May, 2013 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.

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 2012**

**May 28, 2013**

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 2012;
4. Reading the Statutory Board of Auditors annual report for the year 2012;
5. Reading the summary reports of the Independent Audit Company for the year 2012;
6. Reading, discussing and approving the balance sheet and profit/loss accounts for the year 2012;
7. Releasing the Board of Directors Members for operations and transactions of our Company during 2012;
8. Releasing the Statutory Auditors for operations and transactions of our Company during 2012;
9. According to Article 16 of Articles of Association of our Company, election of the members of Board of Auditors in place of the members whose membership has expired as of 31.03.2013, defining their terms of office and the salaries;
10. Temporary appointments made by the Board of Directors to the Board of Directors for the positions became vacant because of 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;
11. Defining the salaries of the Board of Directors Members;
12. Discussing and resolving on the proposal of the Board of Directors about distribution of the profit generated in 2012;
13. Resolving on signing an agreement with Güney Bağımsız Denetim ve SMMM A.Ş., the independent audit company with which our Company is currently working, for the purpose of auditing our Company's operations and accounts for the year 2013, as per Article 14 of the Regulation on Independent External Audit in Capital Markets published by the Capital Markets Board, article 399 of Turkish Commercial Code and Article 17/A of the Articles of Association of our Company;

14. Submitting donations and aids policy to the approval of the General Assembly pursuant to Corporate Governance Principles;
15. Reading and discussing the Internal Directive that is prepared by the Board of Directors containing the rules for the Working Merits and Procedures of the Company's General Assembly;
16. Provided that the required approvals from Capital Markets Board and of Republic of Turkey Ministry of Customs and Trade are obtained; approving the amendment draft relating to the amendments to Article 9 **"The Qualifications and Conditions of Members of the Board of Directors"**, Article 17/A **"The External Audit Company"**, Article 18 **"General Assembly"** of the Company's Articles of Association;
17. Informing the General Assembly about the donations and aids made in 2012;
18. Informing the Shareholders about the dividend distribution policy;
19. 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;
20. Informing the General Assembly about transactions made during 2012 with related parties and their valuations as per Article 5 of the Communiqué Serial IV No. 41 of the Capital Markets Board;
21. Informing the General Assembly about the guarantees, pledges and mortgages given by our Company in 2012 in favor of third parties, and about revenues or interests generated, under Decision 28/780 dated 09.09.2009 of the Capital Markets Board;
22. 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;
23. Informing the General Assembly of the transactions of the controlling shareholders, the Board of Directors Members, the senior executives, their spouses and their relatives by blood and marriage up to the second degree that are performed within the year 2012 relating to make material transactions 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 Serial: IV, No:63;
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.

## AMENDMENTS OF ARTICLES OF ASSOCIATION

### FORMER VERSION

#### THE QUALIFICATIONS AND CONDITIONS OF MEMBERS OF THE BOARD OF DIRECTORS

##### ARTICLE 9.

To be eligible to be a board member, such person must be a shareholder in the Company (unless she or he is a representative of an existing corporate Shareholder of the Company). Unless a Board Member is a representative of an existing corporate Shareholder of the Company, he/she can only start working once he/she becomes a shareholder in the Company.

Even if the terms stated in article 53 of the Turkish Criminal Code have been overdue; the persons having been definitively sentenced to imprisonment for or in excess of five years due to a crime committed on purpose or convicted of crimes committed against state security, constitutional system and its process, national defense, state secrets and the crimes of espionage, embezzlement, malversation, bribery, theft, swindling, fraud, betrayal of confidence, fraudulent bankruptcy, sedition in official tenders and performance of an act, impediment and breach of the informatics system, abstraction or modification of data, abuse of banks or credit cards, improper asset laundering, smuggling, tax evasion or unjustified benefits, shall not be a board member.

### NEW VERSION

#### THE QUALIFICATIONS AND CONDITIONS OF MEMBERS OF THE BOARD OF DIRECTORS

##### ARTICLE 9.

To be eligible to be a board member, **it is not required to be a shareholder in the Company a corporate Shareholder of the Company can be elected as a board member. In case a corporate shareholder is elected as a Board Member, only one real person representing and appointed by such corporate shareholder shall also be registered and announced on the name of such corporate shareholder together with this corporate Shareholder and the registration and announcement of such situation shall also be disclosed in the website of the Company. This registered real person shall only attend to the meetings and vote on behalf of the corporate shareholder. The board member corporate shareholder is entitled to change this real person registered on the name of the corporate shareholder at any time.**

Even if the terms stated in article 53 of the Turkish Criminal Code have been overdue; the persons having been definitively sentenced to imprisonment for or in excess of five years due to a crime committed on purpose or convicted of crimes committed against state security, constitutional system and its process, national defense, state secrets and the crimes of espionage, embezzlement, malversation, bribery, theft, swindling, fraud, betrayal of confidence, fraudulent bankruptcy, sedition in official tenders and performance of an act, impediment and breach of the informatics system, abstraction or modification of data, abuse of banks or credit cards, improper asset laundering, smuggling, tax evasion or unjustified benefits, shall not be a board member.

## **FORMER VERSION**

### **THE EXTERNAL AUDIT COMPANY**

#### **ARTICLE 17/A**

The external audit company which will conduct the external auditing of the financial statements of the Company in accordance with the legislation regarding capital markets will be assigned by the General Assembly of shareholders pursuant to the proposal of the Board of Directors. The same external audit company may serve for the continuous and/or ad hoc audits for as long as the term specified in the legislation regarding capital markets.

The Company may not retain the external audit company, its employees, or a counseling company on which the external audit company exercises direct or indirect management or equity control or the employees of such company for the purpose of receiving counseling services. The counseling services provided by real person shareholder or executives of the external audit company fall within the same restriction.

## **NEW VERSION**

### **AUDIT**

#### **ARTICLE 17/A**

The external audit company which will conduct the external auditing of the financial statements of the Company in accordance with **Turkish Commercial Code and** the legislation regarding capital markets will be assigned **as the auditor** by the General Assembly of shareholders pursuant to the proposal of the Board of Directors. The same external audit company may serve for the continuous and/or ad hoc audits for as long as the term specified in **Turkish Commercial Code and** the legislation regarding capital markets.

The Company may not retain the external audit company, its employees, or a counseling company on which the external audit company exercises direct or indirect management or equity control or the employees of such company for the purpose of receiving counseling services. The counseling services provided by real person shareholder or executives of the external audit company fall within the same restriction.

## **FORMER VERSION**

### **GENERAL ASSEMBLY**

#### **ARTICLE 18.**

The General Assembly of the Company shall meet in two ways; ordinarily and extraordinarily. The ordinary meetings of the Shareholders' General Assembly shall be held at least once a year, within three months following the fiscal year end of the Company. The issues regulated in Article 369 of the Turkish Commercial Code shall be discussed and decided in these meetings.

The holder of the Group C Share has the right to attend and speak at the General Assembly.

Extraordinary General Assembly meetings may be held at any time when the business of the Company requires such meeting.

## **New Version**

### **GENERAL ASSEMBLY**

#### **Article 18.**

The General Assembly of the Company shall meet in two ways; ordinarily and extraordinarily.

The ordinary meetings of the Shareholders' General Assembly shall be held at least once a year, within three months following the fiscal year end of the Company. The Article **413** of the Turkish Commercial Code shall be **applied to the agenda of** these meetings.

The holder of the Group C Share has the right to attend and speak at the General Assembly.

Extraordinary General Assembly meetings may be held at any time when the business of the Company requires such meeting.

**The right-holders who have rights to attending company's general assembly meeting may also attend to general assembly meeting via electronic means according to the TCC, Article 1527. As the company set out the general assembly system that allows the right-holders to attend general assembly via electronic means, give opinion and make suggestions pursuant to Regulation pertaining to the General Assembly of Joint Stock Companies to be held via Electronic Means, in the meantime it may get service from the systems made for this purpose. Pursuant to this provision of articles of association, the right-holders and their representatives could use their signified rights indicated in aforesaid regulation provisions via this organized system for all general assembly meetings.**