

**TÜRK TELEKOMÜNİKASYON A.Ş.**

**INFORMATION DOCUMENT IN RELATION TO THE**

**EXTRAORDINARY GENERAL ASSEMBLY MEETING OF 17.01.2022**

The Extraordinary General Assembly of the Company, Türk Telekomünikasyon A.Ş. (“**Company**”) shall convene at the address of Türk Telekomünikasyon A.Ş. headquarters, Turgut Özal Bulvarı 06103 Aydınlikevler Ankara, at 14:00, on Monday, 17.01.2022 to discuss and resolve on the below mentioned agenda.

The Extraordinary General Assembly Information Set that contains the agenda items and the explanations required by the Capital Markets Board regulations shall be made available to our shareholders for their review, 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 Electronic General Assembly System.

As per the paragraph IV of article 415 of Turkish Commercial Code No: 6102 and the paragraph 1 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, the 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 latest by 16.30 pm local time.

We kindly request those shareholders who shall be voting via the electronic general assembly system to acquire information from the Central Registry Agency (“CRA”), the website of the Company ([www.ttinvestorrelations.com](http://www.ttinvestorrelations.com)), or the contact addresses stated therein in order to ensure compliance with the relevant regulation and communiqué.

This invitation for the extraordinary 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, 14.01.2022, at the latest.

Our shareholders who will attend the meeting physically 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 proxy.

With respect to voting on agenda items at the extraordinary general assembly meeting, voting method by a show of hands and an open voting method shall be applied without prejudice to the provisions of voting by electronic means,

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.

<b>Group</b>	<b>Shareholder</b>	<b>Paid-in Capital Amount (TL)</b>	<b>Share (%)</b>
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 EXTRAORDINARY GENERAL ASSEMBLY MEETING TO BE HELD ON 17.01.2022****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 Extraordinary 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. Approval of the temporary appointments made to the Board of Directors to the positions which became vacant because of the resignations by the General Assembly pursuant to Article 363 of the Turkish Commercial Code;**

**Enver İSKURT** was appointed in accordance with Article 363 of Turkish Commercial Code to the board membership position, which became vacant due to the resignation of **Ertuğrul ALTIN**, who was elected from among the nominees nominated by Group A Shareholder pursuant to the Board Resolution dated 19.03.2021, numbered 31.

**Avni Aydın DÜREN** was appointed in accordance with Article 363 of Turkish Commercial Code to the board membership position, which became vacant due to the resignation of **Muammer Cüneyt SEZGİN**, who was elected from among the nominees nominated by Group A Shareholder pursuant to Board Resolution dated 17.09.2021, numbered 96.

**Avni Aydın DÜREN**'s and **Enver İSKURT**'s appointment to the Board of Directors will be submitted to the approval of General Assembly in accordance with Article 363 of Turkish Commercial Code.

**Enver İSKURT**

Enver İskurt was born in 1966 in Trabzon. İskurt graduated from Karadeniz Technical University, Faculty of Engineering and Architecture, Department of Construction. İskurt, who started working as a Survey Team Engineer at the General Directorate of Highways, Van 11th Regional Directorate in 1990, worked as a control engineer, control chief and chief engineer respectively in the regions. After successfully carrying out his duties as the Director of the Highways Bridges Branch and the Head of the Highways Department (Head of the Department of Operations) in the General Directorate of Highways, Enver İskurt assumed the position of the Head of the Inspection Board. He is carrying out the Deputy Minister of Transport and Infrastructure duty. He is married and father of 2

**Avni Aydın DÜREN**

Avni Aydın Düren graduated from the Faculty of Law at Istanbul University and earned his graduate degree on International Law from the American University, Washington College of Law. After serving as an associate, partner and managing partner for over 18 years at international private law firms in New York, London and Istanbul, Mr. Düren joined Garanti BBVA on February 1, 2009 as Executive Vice President in charge of Legal Services. Mr. Düren has been appointed as a Board Member and Audit Committee Member on 17 June 2020. Furthermore, Mr. Düren is Vice Chairman of Garantibank International N.V. and T. Garanti Bankası A.Ş. Pension and Provident Fund Foundation, and Board Member of Garanti Payment Systems, Garanti Mortgage Consultancy Services and Board of Trustees Member of Teachers Academy Foundation. Since June 2015, Mr. Düren also serves as the Corporate Secretary of the Bank. With 29 years of experience in banking and business administration, Mr. Düren's areas of responsibility are Legal Advisory Services, Litigation Services, Garanti Payment Systems Legal Services, Legal Operation Services and Legal Collections.

**4. Election of the members of Board of Directors**

The term of duty of the Board members who were elected on the extraordinary meeting held on 25.01.2019 for a period of three (3) years expires on 25.01.2022. Therefore, the independent board members shall be determined pursuant to the Corporate Governance Communiqué No: II-17.1 of the Capital Markets Board and the members of the Board of Directors shall be elected in accordance with the TCC and the Articles of Association.

According to the Articles of Association, the members of the Board of Directors shall hold office for a term of three (3) years and it is envisaged that three (3) independent board members shall be elected in the composition of nine (9) members Board of Directors.

**5. Defining the salaries of the members of the Board of Directors;**

Salaries to be paid to the members of the Board of Directors will be determined by the shareholders of the Company within the framework of the Company's Remuneration Policy.

**6. Informing General Assembly regarding the Amendment in Disclosure Policy,**

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

Pursuant to Article 17 of the Communiqué on Material Events Disclosure No. II-15.1 of the Capital Markets Board, the Company's Disclosure Policy which has been updated following the approval of the Board of Directors as per the Board Resolution dated 07.07.2021 and numbered 63.

The updated Disclosure Policy is available for our shareholders access under [http://www.ttyatirimciiliskileri.com.tr/Documents/tr/kurumsal-yonetim/Bilgilendirme\\_Politikasi\\_2021.pdf](http://www.ttyatirimciiliskileri.com.tr/Documents/tr/kurumsal-yonetim/Bilgilendirme_Politikasi_2021.pdf)

**7. 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 meeting.

**6. Comments and closing.**