

**ORDINARY GENERAL ASSEMBLY MEETING OF THE YEAR 2019 PROXY SAMPLE**

**TO TÜRK TELEKOMÜNİKASYON A.Ş. GENERAL ASSEMBLY**

I, the undersigned, hereby appoint, empower and delegate Mr./Mrs. [.....], as identified in details herein below, as my proxy holder fully authorized to represent me/us, and vote and make proposals and sign the necessary documents on behalf of me/us in accordance with the instructions given below, in the Ordinary General Assembly Meeting of Türk Telekomünikasyon A.Ş. for the year 2019 to be held on Tuesday 31<sup>st</sup> of March, 2020, at 11.00 am at the address of Türk Telekomünikasyon A.Ş. Genel Müdürlük Kültür Merkezi, Turgut Özal Bulvarı 06103 AydınlıkevlerAnkara.

The Proxy Holder's (\*):

Name & Surname / Trade Name:

TR ID Number / Tax ID Number, Trade Registry and Number and MERSIS Number:

(\* ) For foreign proxy holders the equivalents, if any, of such information should be provided.

**A. SCOPE OF THE POWER OF REPRESENTATION:**

**Scope of the power of representation should be determined by choosing one of the options(a), (b) and (c) for the sections 1 and 2 hereinbelow.**

**1. On the topics included in the agenda of the general assembly meeting:**

- a) Proxy holder is authorized to vote in line with his/her own opinions.
- b) Proxy holder is authorized to vote in line with proposals of the corporation management.
- c) Proxy holder is authorized to vote in line with proposals of the corporation management.

**Instructions:**

**If the shareholder chooses the option (c), instructions on the relevant agenda topic are given by marking one of the options (acceptance or rejection) shown beside the relevant agenda topic and if the 'rejection' option is chosen, by stating the dissention requested to be included in the minutes of the general assembly meeting.**

No	Agenda Items (*)	Accept	Reject	Dissention
1.	Opening and election of the chairmanship committee,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Authorizing the chairmanship committee to sign the minutes of the general assembly meeting and the list of attendees,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Reading the board of directors annual report for the year 2019,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4.	Reading the auditor's report for the year 2019,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Reading, discussing and approving the balance sheet and profit/loss accounts for the year 2019,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	Releasing each member of the board of directors for the operations and transactions of the Company during 2019,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7.	Defining the salaries of the members of the board of directors,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	Resolving on the distribution of profit,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	Informing the general assembly about the donations and aids executed in 2019,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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 of Capital Markets Board Corporate Governance Principle No:1.3.1 (b),	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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 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 Capital Markets Board Corporate Governance Principle No:1.3.6,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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 our Company or its subsidiaries until the next ordinary general assembly meeting up to 500 Million Euros which will be separately valid for each acquisition,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16.	Discussing and voting for authorizing the board of directors to establish special purpose vehicle(s) when required for above mentioned acquisitions,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17.	Resolving on giving permission to the board of directors for performing the works mentioned under article 395 and 396 of Turkish Commercial Code;	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18.	Comments and closing	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**(\*) The agenda items that are provided for information purposes shall not be voted. If the minority proposes a separate draft decision, it is also given separately for the sake of voting by proxy holder.**

**2. Special instructions on other issues that may raise during the general assembly meeting and particularly regarding use of minority rights:**

- a) Proxy holder is authorized to vote in line with his/her own opinions.
- b) Proxy holder is not authorized to represent on these issues.
- c) Proxy holder is authorized to vote in line with the special instructions stated below.

**SPECIAL INSTRUCTIONS:** Special instructions, if any, of the shareholder to the proxy holder are stated herein.

**Shareholder indicates the shares requested to be represented by the proxy holder by marking one of the following options.**

**1. I approve the representation by the proxy holder of my shares as detailed below**

(a) Rank and Serial:(\*)

(b) Number / Group:(\*\*)

(c) Quantity / Nominal Value:

(d) Whether privileged in voting or not:

(e) Registered/Bearer:\*

(f) Ratio to total shares/voting rights held by shareholder:

(\* ) This information is not requested for dematerialized shares.

(\*\* ) Information on group, if any, rather than number will be given for dematerialized shares.

**2. I approve the representation by the proxy holder of all of my shares shown in the list of shareholders eligible for attending the general assembly meeting, which is prepared by the Central Registry Agency one day before the date of general assembly meeting**

**SHAREHOLDER'S NAME & SURNAME or TITLE (\*)**

T.R. Identity No./Tax Identity No., Trade Registry and Number, and MERSIS Number:

Address:

(\* ) For foreign proxy holders, the equivalents, if any, of such information should be provided.

SIGNATURE

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