

**TÜRK TELEKOMÜNİKASYON A.Ş.**  
**2010 ORDINARY GENERAL ASSEMBLY MEETING**  
**INFORMATION SET**

The Ordinary General Assembly of our Company shall convene at the address of Türk Telekomünikasyon A.Ş. Headquarters, Turgut Özal Bulvarı 06103 Aydınlikevler Ankara, at 14:00 p.m., on Monday, 25th of April, 2011 to negotiate the below-mentioned agenda and reach at a decision thereupon.

Our shareholders whose shares are taken at the custody accounts of investors of the Financial Intermediaries by the Central Registry Agency (CRA) and wish to attend our General Assembly Meeting should act in conformity with the provisions regulating the procedures of the "General Assembly Meeting Blockage" set forth on concerning the relevant rules of CRA duties and procedures provided at the web address of <http://www.mkk.com.tr/wps/wcm/connect/e684d01c-974a-4ae5-a7df-8a41440cb2b1/is+ve+bilisim+uygulama+ilke+ve+kurallar%C4%B1.pdf?MOD=AJPERES> and have themselves registered into the Blockage List of the General Assembly.

The commencement date of the General Assembly Meeting Blockage is at 08.30 a.m., on Monday, 4th of April, 2011 and the last date of blockage is at 05.00 p.m., on Monday, 18th of April, 2011. It is hereby requested from our shareholders to apply to CRA or financial intermediaries and block their shares for the General Assembly Meeting within the said time period and have the General Assembly Blockage Letters with them during the General Assembly Meeting.

As mentioned in the General Letter No:294 of CRA, the rightful investors may attend to the General Assembly Meeting after the registration of their shares before CRA pursuant to interim provision 6 of Capital Market Law. It is hereby submitted for the information of our Shareholders that those who do not have themselves registered into the Blockage List of the CRA cannot attend the meeting as per the laws.

Our shareholders who cannot attend the meeting in person should arrange their proxies in accordance with the attached specimen or provide the proxy form on the websites of the company at [www.turktelekom.com.tr](http://www.turktelekom.com.tr) and [www.ttinvestorrelations.com](http://www.ttinvestorrelations.com) by complying with requirements stipulated as per the communiqué of the Capital Markets Board Serial: IV, Number: 8 and present their power of attorney whose signature is certified by the notary public or for our foreign shareholders, the Turkish translation thereof to the headquarter of our Company at the close of business on Thursday, 21th of April, 2011 at the latest.

Our Company's shares are divided into groups called A, B, C and D. Each group of shares can use one vote while the maximum vote number is 350,000,000,000.

Procedure of voting is explained in article 23 and article 24 of Association of Articles. Each share shall entitle its owner to one vote at General Assembly Meetings. At the General Assembly meetings, voting shall be cast by a 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 by secret or open ballot by calling names.

According to article 362 of Turkish Commercial Code, balance sheet and income statement, Board of Directors and Legal Auditors Reports and Dividend Distribution Offer for the year 2010 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 website of [www.turktelekom.com.tr](http://www.turktelekom.com.tr).

Regards,  
Türk Telekomünikasyon A.Ş.  
Board of Directors

**TÜRK TELEKOMÜNİKASYON A.Ş.  
AGENDA OF ORDINARY GENERAL ASSEMBLY MEETING  
FOR THE YEAR 2010 TO BE HELD ON ON APRIL 25, 2011**

**1. Opening and Election of the Chairmanship Committee;**

The Chairmanship Committee will be elected in accordance with the Turkish Commercial Code and the Regulation on General Assembly Meetings of Corporations, and under the provisions of Ministry of Industry and Trade Commissary Regulations (Regulation).

**2. Authorization of the Chairmanship Committee to sign the minutes of the General Assembly Meeting and the List of Attendees;**

The authorization of the Chairmanship Committee by the General Assembly to take the minutes will be voted in accordance with the Turkish Commercial Code and the Regulation.

**3. Reading of the Board of Directors annual report for the year 2010;**

This agenda item will not be voted and only has the aim to give information.

2010 Annual Report, approved by the Board of Directors with the resolution dated 28th of March, 2011, and will be read. Our shareholders can find the Annual Report on the website below or at our Company's headquarter.

<http://www.ttinvestorrelations.com/media/834/download.aspx>

**4. Reading of the Audit Board report for the year 2010;**

This agenda item will not be voted and only has the aim to give information.

Our shareholders can find the Audit Board report, which is prepared by the Audit Board in accordance with the Turkish Commercial Code, at the Company's headquarter.

Audit Board report for the year 2010 will be read.

**5. Reading of the Independent Audit Company's report summaries for the year 2010;**

This agenda item will not be voted and only has the aim to give information.

Independent Audit Company's report summaries for the year 2010 will be read. Independent Audit Company report, prepared in accordance with the Turkish Commercial Code and Capital Markets Board legislation, are available at our Company's headquarter and at

<http://www.ttinvestorrelations.com/media/817/download.aspx> .

**6. Reading, discussing and approving of the balance sheet and the profit/loss accounts for the year 2010;**

Consolidated balance sheet and loss/profit accounts prepared in accordance with the financial statement format set by the International Financial Reporting Standards (IFRS), as per the Turkish Commercial Code and Capital Markets Board legislation, will be read and presented to the General Assembly for approval. This documents are available at our Company's headquarter and at <http://www.ttinvestorrelations.com/media/817/download.aspx>.

**7. 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 as per Article 10 of the Articles of Association of our Company and Article 315 of the Turkish Trade Law 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;**

Voting will be made regarding the appointments made for the positions emptied by the resigning Board of Directors members, but new members will not be elected.

<b>Former Member</b>	<b>New Member</b>
Basile Yared	Hakam Kanafani
Samir Asaad O. Matbuoli	Ghassan Hasbani
Mehmet Habib Soluk	No appointment
Ali Ariduru	No appointment
İsmet Yılmaz	No appointment

Backgrounds of the newly appointed members of Board of Directors are presented below.

**Hakam Kanafani**  
**Board Member – Türk Telekom Group CEO**

(1965) Hakam Kanafani is a University Trustee Scholar and holds Beta Gamma Sigma honors from the United States. He graduated from the University of Maryland, College Park with a B.A. in Economics and a B.Sc. in Management Information Systems. Kanafani holds an MBA with a 4.0 GPA and he continued his Executive Education at Harvard Business School. Kanafani worked in the Apple Research Lab in College Park, Maryland and upon graduation he joined the Information Technology team based in Goddard Space Flight, NASA, Greenbelt, Maryland. He then moved to the Middle East as the Business Development Director for Egypt's oldest running private holding company "MM Sons Conglomerate." He spearheaded the conglomerate's efforts to establish successful, rapidly growing ICT enterprises. Then he was appointed CEO of Jawwal, Palestine's first private cellular network. Later Kanafani became Chief Operating Officer of the PalTel Group, where he led strategy, acquisitions and financial consolidation for the Group. Kanafani is currently a Non-Executive Director on the board of directors of TNET, Argela, Assist, Innova and Sebit in Turkey and Cell C in South Africa. He also served on the board of directors of Avea in 2007 and 2008. Kanafani is a Young Global Leader for the World Economic Forum. He wrote several papers on Information Communications Technology and International Management. He was featured in the Independent, Forbes magazine and other periodicals. In 2005, he was named as one of the 100 most influential figures in the Arab World. He became CEO of Türk Telekom Group in August 20,2010. Has been appointed as a member of the Board of Directors on October 20, 2010.

**Ghassan Hasbani**  
**Board Member**

(1972) Having honors degree from Engineering Faculty of University of Hull in UK, Ghassan Hasbani got his master's degree in Business Administration at University of Westminster. Being a member of the Institution of Engineering and Technology in Great Britain, Hasbani is a chartered engineer. Ghassan Hasbani worked in leader companies of telecom and technology sector including Nortel Networks and Cable & Wireless and rendered service for over 10 years in the Middle East Region. Besides the Middle East, he has also experience in European, Southeastern Asia and Latin American markets. He held office as Director of the Middle East Communications and Technology Department in Booz&Company, one of

the Global Management and Consultancy companies. Still holds the position of Group's General Manager responsible for International Operations in Saudi Telecom Company, Hasbani was appointed as Member of the Board and Chairman of the Audit Committee of our Company on 8th February 2011.

**8. Temporary appointment made by the Statutory Board of Auditors to the Statutory Board of Auditors for the position became vacant because of resignations shall be submitted to the approval of the General Assembly as per Article 351 of the Turkish Trade Law and under the same conditions; and the membership of the elected members shall be approved as of the appointment date for the remaining office of the Statutory Board of Auditors;**

Voting will be made regarding the appointments made for the positions emptied by the resigning Statutory Board of Auditors members, but new members will not be elected.

Backgrounds of the newly appointed members of Statutory Board of Auditors are presented below.

**Lütfi Aydın**  
**Member of Audit Board**

(1960) After completing his Bachelor's degree in Faculty of Theology at Marmara University, he got his master's degree in the field of Management in Public Enterprises at Istanbul University. Following the various positions in different local government, he held office as Director of different Departments in Ministry of Culture and the Ministry of Transportation. Rendering service as Assistant General Manager in the General Directorate of Communications, Ministry of Transportation since 2003, Aydın has been holding office as Member of the Audit Committee since February 9, 2011.

### **9. Release of the members of Board of Directors from the operations and actions of the Company during the year 2010;**

The release of the members of Board of Directors from the operations and actions of the Company during the year 2010 will be presented to the General Assembly for approval, under the provisions of the Turkish Commercial Code.

### **10. Release of the Audit Board members from the operations and actions of the Company during the year 2010;**

The release of the Audit Board members from the operations and actions of the Company during the year 2010 will be presented to the General Assembly for approval, under the provisions of the Turkish Commercial Code.

### **11. Discussing and deciding on the proposal of the Board of Directors regarding dividend distribution for the year 2010;**

According to the Board Recommendation of Dividend Distribution dated 8th of February, 2011;

It is decided to recommend to distribute the 100% of the remaining profit of 2010 as cash dividend after first and second legal reserves are set aside which is 2,243,960,909 TL to the General Assembly to be held on April 25, 2011. This amount corresponds to 0.6411316 Kurus (%64.11316) gross cash dividend per each share worth for 1 Kurus nominally.

The details of the proposal to General Assembly are the following,

It is resolved for the decision of our Company's General Assembly to be held on April 25,2011;

1. Our company's net profit of the fiscal year 2010 according to the independently audited consolidated financials prepared in accordance with "CMB Communique About Financial Reporting in Capital Markets Serial: XI No:29" is 2,450,857,000 TL and according to the Turkish Commercial Code clauses and Tax Procedure Law is 2,957,704,161 TL,

2. According to the CMB Communique Serial IV No: 27, the profit after tax amount of 2,450,857,000 TL is the base amount for dividend distribution,

3. Although it is obligatory to set aside first legal reserves until the reserve amount reaches 20% of the paid in capital in accordance with Article 466 of Turkish Commercial Code, as the cap for first legal reserves has been reached in the previous years it is decided not to set aside any first legal reserves for 2010,

4. According to the consolidated financial tables, 2,469,282,630 TL shall be the base for first dividend which is reached with adding the donations made in 2010 of 18,425,630 TL to 2,450,857,000 TL distributable profit of 2010.

5. It is decided to distribute 20% of 2,469,282,630 TL (first dividend base), 493,856,526 TL as cash first dividend, in accordance with "CMB Communique Serial IV No: 27" . The second legal reserve of 206,896,091 TL shall be set aside and the remaining 1,750,104,383 TL shall be distributed as cash second dividend.

a. Total cash dividend amount to be distributed of 2,243,960,909 TL shall be covered by current period net profit

b. Accordingly 0.6411316 Kurus (%64.11316) gross cash dividend per each share worth for 1 Kurus nominally shall be distributed to our shareholders and total gross cash dividend distribution amount shall be 2,243,960,909 TL.

6. The distribution of the cash dividends to our shareholders shall begin on May 30, 2011, at Merkezi Kayıt Kuruluşu A.Ş. Süzer Plaza Askerocağı Caddesi No:15 Kat:2 34367 Elmadağ-Şişli İstanbul

Dividend Distribution Table and Dividend Per Share Table, complying with requirements stipulated as per the communiqué of the Capital Markets Board Serial: IV, Number: 27 are below:

**2010 DIVIDEND DISTRIBUTION OF TÜRK TELEKOMÜNİKASYON A.Ş. (TL)**

1) Paid / Issued Capital	3,500,000,000
2) Total Legal Reserves (in accordance with statutory records)	1,735,201,852
If there is information about privilege in dividend distribution in accordance with the AoA	

DISTRIBUTION OF THE PROFIT FOR THE PERIOD		Acc. to CMB	Acc. to Statutory Records (SR)
3) Profit for the Period		3,249,440,000	3,686,152,163
4) Tax Expenses (-)		798,583,000	728,448,002
5) Net Profit for the Period (=)	(3-4)	2,450,857,000	2,957,704,161
6) Prior Years' Losses (-)		0	0
7) First Legal Reserves (-)	((5SR-6SR)*0,05)	0	0
8) NET DISTRIBUTABLE PROFIT (=)	(5-6-7)	2,450,857,000	2,957,704,161
9) Donations made during the year (+)		18,425,630	
10) Net distributable profit including donations that is the base of calculation of first legal reserves	(8+9)	2,469,282,630	
11) First Dividend	(10*the minimum rate determined by CMB)		
- Cash		493,856,526	
- Share			
- Total			
12) Dividend paid to preference shares	(Amount of the dividend for privileged shareholders in accordance with the articles of Association)		
13) Dividens paid to the Board Member			
14) Dividend paid to İntifa Senedi owners			
15) Second Dividend		1,750,104,383	
16) Second Legal Reserves	((8)-(H4*0,05))/11	206,896,091	
17) Status Reserves		0	
18) Special Reserves		0	
19) EXTRA ORDINARY RESERVES	5-(6+7+11+12+13+14+15+16+17+18)	0	
20) Other Distributable Sources			
-Prior Years' Profits			
-Extra Ordinary Reserves			
-Other Distributable Reserves in accordance with legislation			

**TÜRK TELEKOMÜNİKASYON A.Ş.**

DIVIDEND PAYOUT RATIO INFORMATION				
DIVIDEND PER SHARE				
	GROUP	TOTAL DIVIDEND AMOUNT	DIVIDEND TO BE DISTRIBUTED	
			AMOUNT (TL)	PERCENTAGE (%)
GROSS	A	1,234,178,499.95	0.64113	64.11
	B	622,699,152.25	0.64113	64.11
	C	0	0	0
	D	387,083,256.80	0.64113	64.11
	<b>TOTAL</b>	<b>2,243,960,909.00</b>	<b>0.64113</b>	<b>64.11</b>
NET	A*	1,234,178,499.95	0.64113	64.11
	B**	529,294,279.41	0.54496	54.50
	C***	0	0	0
	D****	329,020,768.28	0.54496	54.50
	<b>TOTAL</b>	<b>2,092,493,547.64</b>	<b>0.54496</b>	<b>54.50</b>
THE RATIO OF DIVIDEND DISTRIBUTED TO NET DISTRIBUTABLE INCOME INCLUDING				
DIVIDEND DISTRIBUTED TO SHAREHOLDERS (TL)	THE RATIO OF DIVIDEND DISTRIBUTED TO SHAREHOLDERS TO NET DISTRIBUTABLE INCOME INCLUDING DONATIONS (%)			
2,243,960,909.00	90.87			

\*Group A shares of our Company are owned by Oger Telecom. As Oger Telecom is a fully responsible corporation, there will be no withholding tax in the dividend payment.

\*\* Group B shares of our Company are owned by the Turkish Treasury and are subject to withholding tax.

\*\*\* There is 1 Group C share, which is owned by the Turkish Treasury and does not have the right to get dividend payment according to our Articles of Association.

\*\*\*\* Group D shares of our Company constitute 17.25% of the total capital. 2.25% of these shares are owned by the Turkish Treasury and are non-public. As the rest of the shares, which constitute 15% of the total capital are traded in the Istanbul Stock Exchange, our Company is not able to identify shareholders as "limited responsible, fully responsible, real person or legal person". Gross and net dividend calculation for this group is made on the assumption that all of the Group D shares are subject to withholding tax.

**12. Resolving on signing an agreement with Güney Bağımsız Denetim ve SMMM A.Ş. (Ernst&Young), 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 2011, as per Article 14 of the Regulation on Independent External Audit in Capital Markets published by the Capital Market Board and Article 17/A of the Articles of Association of our Company;**

It will be approved to sign an agreement with Independent Audit Company Guneş Bağımsız Denetim ve SMMM A.Ş. (Ernst&Young) for its audit assignment on the operations and accounts of the Company for the year 2011 as per Article 14 of the Regulation on Independent External Audit in the Capital Markets issued by the Capital Market Board and Article 17/A of the Articles of Association of the Company.

### **13. Defining the salaries of the Board Directors and Statutory Board Auditors;**

Salaries to be paid to the members of the Board of Directors and Statutory Board Auditors will be determined.

### **14. Giving information to the General Assembly regarding the dividend distribution policy in accordance with the Corporate Governance Principles;**

This agenda item will not be voted and only has the aim to give information.

Our dividend policy is to distribute 100% of distributable profit which is calculated based on Capital Markets Board regulations.

Resource needs of Türk Telekom and its subsidiaries related to their investments are met with our strong financial structure and provided from our free cash flow while determining our dividend policy proposal.

Related article of our Articles of Association is given below.

*"The Board of Directors shall by way of a simple majority of those present at the relevant meeting of the Board propose the distribution of the maximum of the Company's profits lawfully available for distribution in each financial year subject to the Board making reasonable provisions and transfers to reserves and complying with the conditions set out below.*

*If the conditions set out below are not met, or would not be met if the relevant distribution were made, then subject to the following paragraph, the Company shall distribute the maximum amount of its profits which may be distributed without breaching those conditions.*

*Provided that it is not against the legislation regarding capital markets, the net profit may not be distributed, if:*

*(a) the distribution would result in a breach of any covenant or undertaking given by any Group Company to any lender or would, in the opinion of the simple majority of those present at the relevant meeting of the Board of Directors, be likely to cause such breach within the following 12 months; or*

*(b) the Board of Directors resolves by way of a simple majority of those present at the relevant meeting of the Board that the distribution is materially prejudicial to the interests of any Group Company having regard to: (i) implementation of the investment programme approved by the Board of Directors in the business plan or the budget; or (ii) the trading prospects of the Group Companies and the need to maintain the sound financial standing of the Group Companies.*

*Regulations of the Capital Markets Board regarding the profit distribution are preserved."*

### **15. Reading the written explanation of the Independent Audit Company on the compliance of the financial statements and other reports with the standards, the accuracy and integrity of the information therein and the non-existence of any issues hindering its or its affiliates' independency in the services provided to our Company and to its subsidiaries/affiliates;**

This agenda item will not be voted and only has the aim to give information.

As per the requirements of Corporate Governance Principles, the written explanation of the Independent Audit Company on the compliance of the financial statements and other reports with the



standards, the accuracy and integrity of the information therein and the non-existence of any issues hindering its or its affiliates' independency in the services provided to our Company and to its subsidiaries/affiliates should be received. This written explanation is available at our Company's headquarter, while it will be also read during the General Assembly.

**16. Informing the General Assembly about donations and aids made during 2010;**

This agenda item will not be voted and only has the aim to give information.

Donations/aids to various organizations	7,838,823.39
Donations/aids to education organizations	10,586,806.76
<b>Total</b>	<b>18,425,630</b>

**17. Informing the General Assembly about transactions made during 2010 with associated parties and their valuations as per Article 5 of the Communiqué Serial IV No. 41 of the Capital Market Board and about the implementation of IFRIC 12;**

This agenda item will not be voted and only has the aim to give information.

On 14 November 2005, our Company and (ICTA) Information and Communication Technologies Authority signed "Concession Agreement" . Tangible Assets which are subject to this agreement will be recognized with the rules of IFRIC 12. Information Note about the application of IFRIC 12 will be read.

Details of transactions, complying with requirements stipulated as per the communiqué of the Capital Markets Board Serial: IV, Number: 41, between the Group and related parties as of 31 December 2010 will be read.

Our company requested offers from big four independent audit companies (Ernst&Young, Pricewaterhousecoopers, Deloitte, KMPG), complying with requirements stipulated as per the communiqué of the Capital Markets Board Serial: IV, Number: 41, regarding the transactions made with the related parties during 2010. As we have not received an offer, our transactions with related parties could not be evaluated.

**18. 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 during 2011 up to 300 million Euro which will be separately valid for each acquisition;**

Our company and its subsidiaries are open to opportunities which may contribute to the operations of the group and create synergy as part of the "Smart Growth" strategy. A general approval from the General Assembly is obtained each year due to the need of acting quickly about utilizing the opportunities to occur both at home and abroad.

**19. Discussing and voting for authorizing the Board of Directors to establish Special Purpose Vehicle(s) when required for above mentioned acquisitions;**

A need to found Special-Purpose Vehicles may arise in order to provide operational convenience for the acquisitions to be made by our company and its subsidiaries.

**20. Giving information to the General Assembly regarding the guarantees, pledges and mortgages provided by the Company to third parties or the derived income or interest thereof, in accordance with the Decision of the Capital Markets Board dated 09/09/2009 and numbered 28/780;**

This agenda item will not be voted and only has the aim to give information.

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 our Company's headquarter. 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.

**21. Resolving on giving permission to the Board Directors 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 334 and 335 of the Turkish Trade Law;**

In accordance with the articles 334 and 335 of the Turkish Commercial Code, the Board of Directors must have the General Assembly's permission to carry out businesses directly or on behalf of others within or outside of the Company's fields of activity or to participate in companies engaged in such businesses and to perform other acts. This permission will be put to the vote at the General Assembly.

**22. Comments and closing**