

**THE INTERNAL DIRECTIVE ON THE WORKING PRINCIPLES AND PROCEDURES OF THE GENERAL ASSEMBLY OF TÜRK TELEKOMÜNİKASYON ANONİM ŞİRKETİ**

**SECTION ONE**

**Objective, Scope, Basis and Definitions**

**Objective and Scope**

**ARTICLE 1-** (1) The objective of this Internal Directive is to set forth the working principles and procedures of the General Assembly of shareholders of Türk Telekomünikasyon Anonim Şirketi, in line with the laws, applicable legislation and the provisions of the Articles of Association. This Internal Directive covers all ordinary and extra-ordinary Meetings of the General Assembly of Türk Telekomünikasyon Anonim Şirketi.

**Basis**

**ARTICLE 2-** (1) This Internal Directive has been issued by the Board of Directors in line with the provisions of the Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Customs and Trade to Attend Such Meetings, as well as the Company's Articles of Association.

**Definitions**

**ARTICLE 3-** (1) For the purposes of this Internal Directive,

- a) "Company" shall mean Türk Telekomünikasyon A.Ş.
- b) "Convention" shall mean a one-day Meeting of the General Assembly;
- c) "Law" shall mean the Turkish Commercial Code dated 13 January 2011 and numbered 6102;
- d) "Session" shall mean each section of a convention terminated for resting purposes, meal breaks, etc.;
- e) "Meeting" shall mean ordinary and extra-ordinary Meetings of the General Assembly;
- f) "Meeting Council" shall mean the committee comprising of the Meeting chairman appointed by the General Assembly in line with the first paragraph of Article 419 of the Law, vice-chairman of the Meeting appointed by the General Assembly when necessary, the clerk who writes down the minutes appointed by the Meeting chairman, as well as the vote collector appointed if deemed necessary by the Meeting chairman.

**SECTION TWO**

**Working Procedures and Principles of the General Assembly**

**Provisions to be complied with**

**ARTICLE 4 –** (1) The Meeting shall be held in line with the provisions of the Law, applicable legislation and the Articles of Association governing the General Assembly.

**Access to the Meeting Venue and preparations**

**ARTICLE 5 –** (1) The Meeting venue may be accessed by shareholders listed in the attendants

list issued by the Board of Directors or their representatives, Board members, the Auditor, ministry representative, other Company managers, persons to be appointed to the Electronic General Assembly System and persons to be appointed for the Electronic General Assembly System and persons to be appointed or to be assigned to the Meeting Council.

(2) When entering the Meeting venue, real person shareholders and their representatives appointed to the Electronic General Assembly System according to article 1527 of the Law shall be obliged to show their identity and real person shareholders' representatives shall be obliged to show their proxies together with their identity, whereas legal person shareholders' representatives shall be obliged to submit their proxies and the attendants shall be required to affix their signatures to the attendants list. Such checking procedures shall be performed by the Board of Directors or one or more Board members assigned by the Board of Directors, or a person or persons assigned by the Board of Directors.

(3) Tasks related to preparation of the Meeting venue to accommodate all shareholders and making available all stationery items, documents, tools and equipment at the Meeting venue shall be performed by the Board of Directors or by the person who is authorized by the Board of Directors. The Meeting may be recorded in video and/or audio upon the approval of the Meeting Chairman saved for the provisions related to the Electronic General Assembly System.

**Opening of the Meeting**

**ARTICLE 6 –** (1) The Meeting shall be opened by the chairman or vice-chairman of the board or any of the Board members, at the company headquarters or any other convenient place in the city at the time and date announced in advance (*Provisions of Article 416 governing Meetings held without invitation shall be reserved*) after it is established with a report that the required Meeting quorum has been reached. Invitations to the General Assembly Meetings shall be made in accordance with the relevant provisions of the Law and the Articles of Association.

**Establishment of the Meeting Council**

**ARTICLE 7-** (1) According to Article 6 of The Internal Directive a Chairman and a Vice Chairman who have not to be a shareholder shall be elected under the control of the person who opened the Meeting.

(2) 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 Meeting chairman in order to perform the technical needs in the Electronic General Assembly System at the Meeting time.

(3) Meeting Council shall be authorized to sign the Meeting minutes and other documents that constitute the basis of these minutes.

(4) Chairman of the Meeting shall comply with the Law, Articles of Association and the provisions of this Internal Directive when presiding the General Assembly Meeting.

**Tasks and authorizations of the Meeting Council**

**ARTICLE 8 –** (1) Meeting Council shall perform the following tasks under the presidency of the

Chairman of the Meeting:

a) Inspecting whether the Meeting is held at the address announced and whether the Meeting venue (if stated in the Articles of Association) is appropriate for holding Meetings;

b) Inspecting whether the General Assembly was called to convene as specified in the Articles of Association, through an announcement published on the web page and the Turkish Trade Registry Gazette, whether this call was made at least twenty one days before the Meeting date by excluding the announcement and Meeting dates, whether the shareholders whose names are written in the share ledger and the shareholders that previously submitted the company shares or documents substantiating their shareholding status and notified their addresses were notified, by certified mail with return receipt requested, on the Meeting date, agenda and the newspapers in which the announcement appeared or are to be appeared, and noting such situation in the Meeting minutes;

c) Checking whether those not authorized to enter the Meeting venue attended the Meeting and whether the tasks stipulated in the second paragraph of Article 5 of this Internal Directive related to entry to the Meeting venue were performed by the Board of Directors;

d) Inspecting whether; the updated Articles of Association of the Company including any amendments thereto, share ledger, annual report of the Board of Directors, auditor's reports, financial statements, the agenda, if amendments to the Articles of Association are among the agenda items to be discussed, the amendment draft prepared by the Board of Directors and in case the amendments to the Articles of Association are subject to the approval of the Capital Markets Board and the Ministry of Customs and Trade and other relevant official bodies (if any), the approval letter obtained from those bodies, the list of attendants issued by the Board of Directors, if the General Assembly was called to convene upon postponement, postponement minute related to the previous Meeting and other necessary documents related to the Meeting under the Law are all available at the Meeting venue, and specifying this case in the Meeting minutes;

e) Checking, upon objection or when it is necessary, the identities of the General Assembly Meeting attendants who attend the Meeting in person or in proxy through signing the list of attendants, and confirming the accuracy of the proxies;

f) Determining whether at least one Board member, the executive director (if any) and the Auditor are present at the Meeting, and stating this in the Meeting minutes;

g) Managing General Assembly works in line with the agenda, ensuring that items outside the Meeting agenda are not discussed (save for the exceptions provided under the Law), ensuring the Meeting's order and taking necessary precautions to that end;

h) Opening, closing Conventions and sessions, and closing the Meeting;

i) Reading out or having others read out the decisions, drafts, minutes, reports, proposals and similar documents related to the agenda items discussed, and giving the floor to those would like to talk about such items;

j) Having voting procedures performed in relation the decisions to be issued by the General Assembly, and reporting the results thereof;

k) Observing whether the required Meeting quorum has been reached at the beginning of the Meeting and whether it has been sustained during and end of the Meeting, and whether the decisions were issued in line with the required decision quorum stipulated in the Law and the Articles of Association;

l) Announcing to the General Assembly the notifications made by the representatives which are specified in Article 429 of the Law;

m) Pursuant to Article 436 of the Law, preventing those who do not have voting rights from casting votes for decisions specified in the said article, observing all restrictions imposed upon voting rights and privileged voting rights pursuant to the Law and the Articles of Association;

n) Postponing the discussion of financial statements and the issues related thereto upon request by the shareholders holding one twentieth of the share capital, to the next Meeting to be held one month later, without the need for any further decision by the General Assembly in relation thereto;

o) Ensuring that the minutes related to the General Assembly works are prepared, reporting the objections under the minutes, signing the decisions and minutes, stating in the Meeting minutes the votes cast in favor or against the decisions issued during the Meeting in a manner to avoid any confusion, ensuring that the English translation of the relevant Meeting minutes is prepared in order to be kept in a separate book;

p) Submitting the Meeting minutes, the annual report of the Board of Directors, auditor's reports, financial statements, list of attendants, agenda, proposals, ballot papers (if any) and ballot reports, and all documents related to the Meeting, together with Meeting minutes to any of the Board members who was present at the Meeting or the Company Secretary, at the end of the Meeting.

#### **Procedures to be performed before the discussion of the agenda items**

**ARTICLE 9 – (1)** Following the establishment of the Meeting Council, the Meeting chairman shall read out or have others read out the Meeting agenda to the General Assembly. The chairman shall ask whether there is any change proposal in relation to the sequence of the agenda items to be discussed, and if there is any proposal to that end, such proposal shall be submitted to the approval of the General Assembly. The sequence of the agenda items to be discussed may be changed by the majority of Meeting attendants.

#### **Agenda and discussion of agenda items**

**ARTICLE 10 – (1)** Ordinary General Assembly Meeting agenda shall include the following items:

- a) The opening and establishment of the Meeting Council.
- b) Reading the Annual Report prepared by the Board of Directors for the relevant financial year.
- c) Reading the Board of Auditors annual report for the relevant financial year.
- d) Reading the summary reports of the Auditor for relevant financial year.

e) Reading, discussing and approving the balance sheet and profit/loss accounts for the relevant financial year.

f) Releasing the members of Board of Directors.

g) Releasing the Auditor.

h) Electing the members of the Board of Directors whose term of office has expired, determining their terms of office, amount of the salaries.

i) Electing the members of the Board of Auditors whose term of office has expired, determining their terms of office, amount of the salaries.

j) Discussing and resolving on the proposal of the Board of Directors about the way profits will be used, the method of profit distribution and dividend rates relating to the relevant financial year.

k) Approving the Board of Directors' election of the Auditor and the Group Auditor in accordance with the provisions of the Law and Capital Markets Board.

l) Discussing of amendments to the Articles of Association (if any).

m) Informing the Shareholders regarding the "Remuneration Policy" determined for the Board of Directors Members and the Senior Executives in accordance with the provisions of Capital Markets Board.

n) Other issues deemed necessary.

o) Other issues determined by the provisions of Capital Markets Board and other related official bodies.

(2) Extra-ordinary General Assembly Meeting agenda shall consist of the reasons that made the Meeting necessary.

(3) Issues which are not included in the Meeting agenda may not be discussed or resolved other than the exceptions below:

a) New items may be added to the agenda through unanimous consent of the Meeting attendants provided that all shareholders attend the Meeting.

b) Pursuant to Article 438 of the Law, any request by any of the shareholders for an audit to be performed by a private company shall be resolved, regardless of whether such issue is included in the agenda.

c) Dismissal of Board members and election of new Board members shall be deemed to be related to the discussion of year-end financial statements, and shall be directly discussed and resolved upon request, regardless of whether such issue is included in the agenda.

d) In case of justified grounds such as corruption, underperformance, breach of obligation of engagement, difficulty in performing the requirements of a position due to involvement in multiple companies, lack of harmony or abuse of a position held, dismissal of Board members and election of new members shall be included in the agenda through the majority votes of Meeting attendants,

regardless of whether such issues are included in the agenda.

(4) Agenda items discussed and resolved during the General Assembly Meeting may not be rediscussed unless the Meeting attendants resolve otherwise unanimously.

(5) Items determined at the end of the audits performed or requested by the relevant authorities to be discussed at the General Assembly Meetings for any reason whatsoever shall be included in the Meeting agenda.

(6) The Meeting agenda shall be determined by those who invited the General Assembly to convene.

### **Taking the floor during the Meetings**

**ARTICLE 11 – (1)** It is asked whether there is anyone who would like to speak about the agenda item being discussed. The Shareholders or those concerned who would like to speak shall notify the Meeting Council in relation thereto. The Meeting Council shall disclose to the General Assembly those who will speak on the agenda items and give the floor to such attendants in the order of application. Subject to the provisions relating to the Electronic General Assembly Meetings, those who were invited to the floor shall lose their right to speak if they are not present at the Meeting venue when they were called. Speeches shall be given at the place allocated for such purpose in a manner to address the whole assembly. Speakers may change the order of speeches among themselves. If speech times are limited, any person who spoke at his/her turn may continue to speak when the time granted to him/her is over, only if the person to speak after him/her allows him/her to speak within the time granted to the next speaker and provided that the time granted to the next speaker is not exceeded. The speech times may not be extended otherwise.

(2) The Meeting chairman may give the floor to the Board members and the Auditor wishing to make explanations on the issues discussed, regardless of the order of speeches to be delivered.

(3) Speech times shall be determined by the General Assembly upon proposal by the Meeting chairman or shareholders, in line with the heaviness of the agenda schedule, the number and significance of items to be discussed, and the number of Meeting attendants who would like to speak. In such cases, the General Assembly shall decide on first whether the speech times need to be limited, then on how much time will be granted to speakers through separate voting procedures.

(4) The procedures and principles specified under article 1527 of the Law and its subparagraphs shall apply in relation to the method of submission of the opinions and comments of the shareholders who have attended to the Meeting by electronic means according to such article.

### **Voting and voting procedure**

**ARTICLE 12 – (1)** The Meeting chairman shall announce to the General Assembly the subject of the voting before the voting procedure is started, and read out or have others read out the agenda item being discussed. After the agenda item is read out, the Meeting chairman shall ask whether there is any proposal related to the agenda. If there is any proposal related to the agenda, the proposals shall be read out and voted separately. The agenda item shall be approved by the Meeting chairman in line with the proposal related to the agenda item being discussed. Meeting attendants

may ask to speak only on the procedure after it is announced that voting shall commence. Meanwhile, any shareholder who did not have the chance to speak even if she/he asked to may use his/her right to speak upon reminding of his/her request and verification thereof by the chairman. No one may be allowed to speak after the voting procedure is started.

(2) Votes for the items being discussed in the Meeting shall be cast through open ballot, show of hands or stand up or saying “accept” or “reject” for each item voted. However, secret voting procedure shall be followed if requested by the shareholders attending the Meeting holding at least ten percent (10%) of the Company capital. These votes shall be counted by the Meeting Council. The Meeting Council may authorize people in the sufficient number to help with vote counting when necessary. Those who do not show hands or make any statement or cast abstaining votes shall be deemed to “reject” the issue, and such votes shall be deemed to be dissenting votes.

(3) The procedures and principles specified under article 1527 of the Law and its subparagraphs shall apply in relation to the voting method of the shareholders and their representatives who have attended to the Meeting by electronic means according to such article.

#### **Preparation of Meeting minutes**

**ARTICLE 13** – (1) The Meeting chairman shall sign the list of attendants showing the shareholders or their representatives, the shares they hold, the groups, numbers and nominal value of their shares, and the questions asked during the General Assembly and the answers thereto shall be provided in summary, whereas the decisions issued and the number of affirmative and negative votes cast for each decision shall be ensured to be clearly specified on the Meeting minutes, and the Meeting minutes shall be ensured to be issued in line with the principles governed by the Law and the applicable legislation.

(2) General assembly Meeting minutes shall be issued at the Meeting venue and during the Meeting through the use of a typewriter, computer or a fountain pen in hand writing and legible manner. A printer is required at the Meeting venue which will allow to take print outs for writing the Meeting minutes on computer.

(3) The Meeting minutes shall be issued at least in two copies, and each page of the minutes shall be signed by the Meeting Council and the Ministry representative (if any).

(4) The company’s trade name, Meeting date and venue, total nominal value of company shares and number of shares, the total number of shares represented in the Meeting in person and in proxy, name and last name of the Ministry Representative (if any), the date and number of his/her authorization letter, the manner of invitation if the Meeting is held upon announcement, and, if the Meeting is held without invitation, such case should be specified in the Meeting minutes.

(5) The number of votes cast regarding the decisions adopted during the Meeting shall be stated on the Meeting minutes in letters and numbers to avoid confusion.

(6) The names, last names and grounds for rejection by those who cast dissenting votes for the decisions issued during the Meeting and who would like this to be reported in the minutes shall be written in the minutes.

(7) If grounds for opposition are submitted in writing, such document shall be attached to the minutes. The minutes shall include the names and last names of the shareholders and their representatives stating their opposition, and specify that the document showing the grounds for opposition is attached. The document showing the grounds for opposition shall be signed by the Meeting Council and the Ministry representative (if any).

#### **The procedures to be performed at the end of the Meeting**

**ARTICLE 14-** (1) At the end of the Meeting, the Meeting chairman shall submit a copy of the Meeting minutes and other documents related to the General Assembly to any of the Board members available at the Meeting or the Company secretary.

(2) The Board of Directors shall be obliged to submit a copy of the Meeting minutes certified by a notary public to the trade registry office, and register and announce the issues included therein subject to registration and announcement no later than fifteen days as of the Meeting date, saved for the time periods specified under the Law.

(3) The minutes shall be posted on the website, Public Disclosure Platform, and Electronic General Assembly Meeting System within five days at the latest upon the General Assembly date.

(4) The Meeting chairman shall also submit a copy of the list of attendants, agenda, and the General Assembly Meeting minutes to the Ministry representative.

#### **Attending to the Meeting by electronic means**

**ARTICLE 15-** (1) In cases where the article provides for attendance by electronic means, the transactions that should be performed by the Board of Directors and the Meeting Council are subject to article 1527 of the Law and relevant legislation.

### **SECTION THREE**

#### **Miscellaneous Provisions**

##### **Attendance by the Ministry representative and documents related to the General Assembly**

**ARTICLE 16 –** (1) For The General Assembly Meetings in which the attendance of the Ministry representative is required; the duties and authorities of the representative and the provisions of the Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Representatives of the Ministry of Customs and Trade to Attend Such Meetings shall be reserved

(2) The provisions of this Internal Directive and the Regulation specified in the first paragraph shall be complied with when preparing the list of those entitled to attend the General Assembly and the list of attendants, as well as while issuing the proxies to be used at the General Assembly and the Meeting minutes.

##### **Issues not covered by the Internal Directive**

**ARTICLE 17 –** (1) In case any issue which is not covered herein is encountered during the Meetings, the General Assembly shall act accordingly in relation thereto.



### **Approval of and amendments to the Internal Directive**

**ARTICLE 18** – (1) The Board of Directors shall put into effect, register and announce this Internal Directive upon the approval of the General Assembly of Türk Telekomünikasyon Anonim Şirketi. Any amendments thereto shall be subject to the same procedure.

### **Effectiveness of the Internal Directive**

**ARTICLE 19** – (1) This Internal Directive has been approved during the General Assembly Meeting of Türk Telekomünikasyon Anonim Şirketi held on 28/05/2013 and shall be effective on the date it's announcement in the Turkish Trade Registry Gazette.