

## TÜRK TELEKOMÜNİKASYON ANONİM ŞİRKETİ

### MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING

HELD ON 14/11/2011

The Extraordinary General Assembly Meeting of Türk Telekomünikasyon Anonim Şirketi, was held on 14/11/2011 at 15:00 at Türk Telekomünikasyon A.Ş. Genel Müdürlük Kültür Merkezi, Turgut Özal Bulvarı, 06103 Aydınlikevler/Ankara under the supervision of Ministry Commissars, Mr. Kadri ATAŞ and Mr. Mehmet ÇELİK who were commissioned pursuant to the letter no: 15888 dated 14.11.2011 issued by Ankara Provincial Directorate of Science, Industry and Technology.

The Meeting invitation and agenda, as well as the proxy sample were published, as prescribed in the law and the Articles of Association, in the Turkish Trade Registry Gazette numbered 7921 and dated 14.10.2011, as well as in Hürriyet and Sabah Newspaper dated 15.10.2011 within the timeframe set for the announcement of the meeting date and the agenda and the date of the meeting has also been notified to the shareholders who hold registered shares, by a registered mail sent from PTT Levent Branch on 13.10.2011.

It was ascertained from the list of attendants that out of 350.000.000.000 shares corresponding the Company's total capital of TL 3.500.000.000; 204.300 shares corresponding TL 2.043.- of the capital were represented in person and 313.408.154.800 shares corresponding TL 3.134.081.548 of the capital were represented by proxy, totally of 313.408.359.100 shares corresponding TL 3.134.083.591. were represented at the Meeting and thereby the minimum quorum requirement as foreseen in the law and Articles of Association was satisfied; and also it was ascertained that Al Hakam Marwan Moh'd Kanafani, Member of Board of Directors and Lütfi Aydın, Member of Board of Statutory Auditors were present at the Meeting. The Meeting was opened by Hüseyin Altaş at 15.00 and the attendant shareholders were informed that the voting would be made via ballot papers. Before discussion of the agenda, Hüseyin Altaş informed the shareholders about the excuses of the Board members who were not attendant at the meeting. It was continued with the discussion of the agenda.

**1. Related to article 1 of the Agenda;**

Referring to the proposal given jointly by the shareholders, Turkish Ministry of Transportation on behalf of Turkish Undersecretariat of Treasury and Ojer Telekomünikasyon A.Ş.; it was resolved unanimously by 313.408.359.100 affirmative votes that Hüseyin Altaş was being appointed as Chairman, Serdar Akcasu and Abdullah Orkun Kaya as vote counter, Mine Güçlü as secretary.

**2. Related to article 2 of the Agenda;**

Referring to the proposal given jointly by the shareholders, Turkish Ministry of Transportation on behalf of Turkish Undersecretariat of Treasury and Ojer Telekomünikasyon A.Ş.; Chairmanship Committee was authorized unanimously by 313.408.359.100 affirmative votes to sign the General Assembly meeting minutes and list of attendees.

**3. Related to article 3 of the Agenda;**

Temporary appointment of Rami Aslan as board member representing Group A Shareholder made by the Board of Directors subject to the approval of the first general assembly meeting to be held, pursuant to board resolution dated 23.06.2011 and numbered 33, to the board membership position which became vacant due to the resignation of Mr. Boulos H.B. Doany on 23.06.2011, whom used to hold board membership position representing A Group Shareholder, and temporary appointment of Mehmet Habib Soluk as board member representing Group C Shareholder made by the Board of Directors subject to the approval of the first general assembly meeting to be held, pursuant to board resolution dated 22.07.2011 and numbered 43, to the board membership position which became vacant due to the resignation of Mr. Mehmet Habib Soluk on 23.06.2011, whom used to hold board membership position representing C Group Shareholder were 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 Commercial Code and under the same conditions to be effective from the date of such elections.

Hüseyin Altaş, the Chairman informed the shareholders about the resumes of Rami Aslan and Mehmet Habib Soluk.

The election of Rami Aslan and Mehmet Habib Soluk were approved to be effective as of the date of the election for the remaining part of office term of the Board of Directors by a majority of affirmative votes of 313.286.779.500 corresponding to 14.667.400 negative votes cast by Hikmet Vuslat Sümen and representing some of the shareholders and 106.912.200 negative votes cast by Berna Özer representing some of the shareholders.

**4. Related to article 4 of the Agenda;**

Pursuant to article 8 of the Company's Articles of Association, the nominees to the Board of Directors stated in the proposals of Ojer Telekomünikasyon A.Ş., Group A Shareholder and Ministry of Transportation on the name of Turkish Prime Ministry Undersecretariat of Treasury, Group B and C Shareholders and their resumes were read.

The proposal of the Chairman of collective voting of the nominees were approved by a majority of affirmative votes of 312.907.189.500 corresponding to 501.169.600 abstaining votes, cast by Hikmet Vuslat Sümen representing some of the shareholders.

Hikmet Vuslat Sümen, representing some of the shareholders mentioned that independent board members should have been elected in accordance with the Capital Market Board's Communiqué Serial: IV, No:54 pertaining to "Determination and Implementation of Corporate Governance Principles".

Hüseyin Altaş informed the shareholders regarding the letter dated 11.11.2011 and numbered 1969-10320 delivered to our Company by the Capital Market Board. Pursuant to such letter of the Capital Market Board, the office term of the board members shall be valid until the first general assembly meeting to be held and on the purpose of complying with the Capital Market Board's Communiqué Serial: IV, No:54 pertaining to "Determination and Implementation of Corporate Governance Principles", our company shall take any and all necessary precautions including the articles of association amendments until the first general assembly meeting to be

held after the date of 14.11.2011. Therefore, independent board member election shall not be made at the extraordinary meeting dated 14.11.2011.

The office term of the board of directors is determined as three years according to the article 10 of our Company's Articles of Association and in order to comply with the Capital Market Board's Letter dated 11.11.2011 and numbered 1969-10320, the qualifications of the board members shall be re-evaluated in the first general assembly meeting to be held after the date of 14.11.2011 and the necessary precautions shall be taken in order to comply with the Communiqué Serial: IV, No:54.

The Ministry Commissars mentioned that there is no inappropriateness to the law on such procedure.

Pursuant to article 10 and provided that it shall be re-evaluated at the first general assembly meeting to be held pursuant to the Capital Market Board's Letter dated 11.11.2011 and numbered 1969-10320;

- 1- Mohammed Hariri, (Lebanon citizen, , 4570501833 Boğaziçi Corporate Tax Office, residing at California Street Aladaluseh Building 12 Floor Beirut, Lebanon)
- 2- Abdullah Tivnikli (Turkish citizen, Turkish Identity Number of 53902118144, residing at Haci Hesna Hatun Mahallesi, Yenidünya Sok. No. 27 D. 4, Üsküdar, İstanbul)
- 3- Al Hakam Marwan Moh'd Kanafani, (Jordan citizen, 4940511199 Tax No of Zincirlikuyu Tax Office, residing at El Kamel Mohamed Street Apt. -7 Zamelek, Cairo, Egypt)
- 4- Saad Zafer M Al Kahtani (Saudi Arabia citizen, 0530488067 Tax number of Beyoğlu Tax Office, residing at P.O Box 87912 Riyad, Saudi Arabia)
- 5- Ghassan Hasbani (UK citizen, 4580464518 Tax number of Mecidiyeköy Tax Office, residing at 299 Scott Ellis Garden, London NW89RU, England)
- 6- Rami Aslan (Canada citizen, 0890519323 Tax Number of Mecidiyeköy Tax Office, residing at Villa A Thunaya Road 4 10 A Street, Dubai, United Arab Emirates)

were appointed to the Board of Directors for three years representing Group A Shareholder.

Pursuant to article 10 and provided to be re-evaluated at the first general assembly meeting to be held pursuant to the Capital Market Board's Letter dated 11.11.2011 and numbered 1969-10320.

- 1- İbrahim Şahin, (Turkish citizen, residing at Beysukent Green Park Konutları D.8 No.9, Turkish Identity Number: 19687317530)
- 2- Süleyman Karaman, (Turkish citizen, residing at Ülkü Mahallesi, Gar üstü Lojmanları 8/2 Gar-Ankara, Turkish Identity Number: 20467864748)
- 3- Suat Hayri Aka, (Turkish citizen, residing at 1 nci Cadde, Başkent Kalender Evleri, A blok No;14, Ümitköy Çayyolu Ankara, Turkish Identity Number: 18283610830)

were appointed to the Board of Directors for three years representing Turkish Prime Ministry Undersecretariat of Treasury.

Pursuant to article 10 and provided to be re-evaluated at the first general assembly meeting to be held pursuant to the Capital Market Board's Letter dated 11.11.2011 and numbered 1969-10320

Mehmet Habib Soluk, (Turkish citizen, residing at TOKİ Konutları CK5 Blok No: 22 Kat: 5 Yenimahalle, Ankara, Turkish Identity Number: 18941733512)

were appointed to the Board of Directors for three years representing C Group (Privileged) Shareholder.

It was also resolved to sustain the personnel rights of the elected Board of Directors members as before by a majority of affirmative votes of 312.663.192.600 corresponding to, 5.250.000 abstaining votes, 291.817.400 negative votes cast by Berna Özer representing some of the shareholders and 7.448.700 abstaining votes, 440.650.400 negative votes cast by Hikmet Vuslat Sümen representing some of the shareholders.

5. Related to article 5 of the Agenda;

Pursuant to article 16 of the Company's Articles of Association, as per the deed of consent of given by Ojer Telekomünikasyon A.Ş. , one of our shareholders, on the Extraordinary General Assembly Meeting of our Company dated 14.11.2008, the nominees to the Board of Statutory Auditors stated in the proposals of Ministry of Transportation on the name of Turkish Prime Ministry Undersecretariat of Treasury, one of our company's shareholder and the owner of the group C privileged share and their resumes were read.

The proposal of the Chairman on collective voting of the nominees was voted and it is unanimously resolved that the nominees shall be voted individually.

It was resolved that;

- Efkân Ala (Turkish citizen, residing at Devlet Mah. Villalar No.24 Çankaya Ankara, Turkish Identity Number: 35407401396)

Shall be appointed to the Board of Statutory Auditors for three years representing C group Privileged Share and his personnel rights shall be sustained as before by a majority of affirmative votes of 312.885.318.900 corresponding to 7.448.700 abstaining votes, 218.524.100 negative votes cast by Hikmet Vuslat Sümen representing some of the shareholders and 5.250.000 abstaining votes, 291.817.400 negative votes cast by Berna Özer representing some of the shareholders..

- Aydın Gülan, (Turkish citizen, residing at Çakmak Mah. Balkan Cad. Yeşil Vadi Konakları D.7 Kat.4/10 Ümraniye-İstanbul, Turkish Identity Number: 11036546578)

Shall be appointed to the Board of Statutory Auditors for three years representing Republic of Turkish Prime Ministry Undersecretariat of Treasury and his personnel rights shall be sustained as before by a majority of affirmative votes of 312.885.318.900 corresponding to 7.448.700

abstaining votes, 218.524.100 negative votes cast by Hikmet Vuslat Sümen representing some of the shareholders and 5.250.000 abstaining votes, 291.817.400 negative votes cast by Berna Özer representing some of the shareholders..

- Lütfi Aydın, (Turkish citizen, residing at 1244 Sokak N:5/15 Cevizlidere-Balgat / Ankara, Turkish Identity Number: 15976539386), nominated by the Ministry of Transportation on the name of Republic of Turkish Prime Ministry Undersecretariat of Treasury

Shall be appointed to the Board of Statutory Auditors for three years and his personnel rights shall be sustained as before by a majority of affirmative votes of 312.885.318.900 corresponding to 7.448.700 abstaining votes, 218.524.100 negative votes cast by Hikmet Vuslat Sümen representing some of the shareholders and 5.250.000 abstaining votes, 291.817.400 negative votes cast by Berna Özer representing some of the shareholders.

**6. Related to article 6 of the Agenda;**

Abdullah Orkun Kaya mentioned that the disclosure policy was amended as per the resolution of the Board of Directors of our Company dated 23.06.2011 and numbered 36 and in this respect, the articles of "Methods and Means of Disclosure", "Regulatory Disclosures and Authorized Officers", "Announcement of Financial Statements to Public", "Corporate Website and its Contents", "Analyst Reports", "Clarification of Guidance", "Silence and Blackout Periods" were amended and the updated disclosure policy were submitted to the shareholders information on Company's website and the folders distributed to the attendant shareholders.

Hikmet Vuslat Sümen declared that the holders of 435.460.900 shares, which she represents, cast abstaining votes on this item of the agenda.

Berna Özer declared that the holders of 625.739.400 shares, which she represents, cast abstaining votes on this item of the agenda.

**7. Related to article 7 of the Agenda; comments and requests part came up for discussion.**

Berna Özer declared that the holders of 625.739.400 shares, which she represents, cast abstaining votes on this item of the agenda.

Hikmet Vuslat Sümen declared that the holders of 435.460.900 shares, which she represents, cast abstaining votes on this item of the agenda.

The chairman Hüseyin Altaş thanked to the attendees. No one else asked for speaking in this part of the agenda.

Having discussed and resolved on all the agenda items, the Extraordinary General Assembly Meeting of Türk Telekomünikasyon A.Ş. was finished at 16.00 by the Chairman. 14.11.2011, Ankara.

These minutes have been written, read and signed at the meeting venue

**CHAIRMAN**

Hüseyin Altaş

**VOTE COUNTER**

Serdar Akcasu

**VOTE COUNTER**

Abdullah Orkun Kaya

**SECRETARY**

Mine Güçlü

**MINISTRY COMMISSARS**

Kadri ATAŞ

Mehmet ÇELİK