

**TÜRK TELEKOMÜNİKASYON A.Ş.
AUDIT COMMITTEE OPERATING
PROCEDURES**

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SECTION I

Scope and Definitions

Article 1 - Scope

In this Charter, the procedures and principles regarding establishment, and determining the authorities and roles of the Türk Telekomünikasyon A.Ş. Audit Committee have been defined.

Article 2 - Definitions

Within the scope of this Charter, the following definitions apply:

Charter	: Audit Committee Operating Procedures
Board	: Board of Directors of the Company
Board Member	: Member of the Board of Directors
Committee	: Audit Committee of Türk Telekomünikasyon A.Ş.
Member	: Member of the Audit Committee
Chairman	: The Member who is the Chairman of the Committee
Company	: Türk Telekomünikasyon A.Ş.
Company Management	: Board, Executive Committee, Chairman of the Board, the CEO/General Manager, Assistant General Managers
Independent Auditor	: Independent Audit Firm Auditors
Subsidiary	: Entities in which Türk Telekomünikasyon A.Ş. owns shares amounting to, directly or indirectly, less than 50% of total shares of such entity.
Affiliate	: Entities over which Türk Telekomünikasyon A.Ş. has, directly or indirectly, the right of control, or the ownership of more than 50% of the shares of such entity.
Independent Member	: The Independent Board Members as elected by the general assembly of the Company in accordance with Capital Markets Board Communiqué (II-17.1) on Corporate Governance (as amended from time to time).

SECTION II

Purpose, Authority, Establishment and Organization

Article 3 - Purpose

The Committee has been established to assist the Board of Directors in meeting the oversight responsibilities regarding the Company's financial reporting process, internal control system, audit process and compliance with laws and regulations and code of conduct, as well as such other matters which may be delegated specifically to the Committee by the Board from time to time.

Article 4 - Authorization

The Audit Committee is authorized to:

- a) Conduct or authorize investigations into any matters within its scope of responsibility,.

- b) Appoint, compensate, and oversee the work of any accredited independent audit firm employed by the organization.
- c) Resolve any disagreements between management and the auditor regarding financial reporting.
- d) Pre-approve all audit and non-audit services.
- e) Retain independent counsel, accountants, or others to advise the committee or assist in the conduct of an investigation.
- f) Seek any information and documents it requires from the Company's related departments, employees or external parties.
- g) Meet with the Company managers, external auditors, or outside counsel, as necessary.

Article 5 - Establishment and Organization

The Audit Committee is established in accordance with Article 4.5.1 of the Capital Markets Board Communiqué (II-17.1) on Corporate Governance.

The Committee acts upon the authority and responsibility given by the Board and responsible to the Board of Directors; however, the final decision belongs to the Board. The duties and responsibilities of the Committee do not diminish the responsibility of the Board stipulated in the Turkish Commercial Code and in any other related legislations.

The Audit Committee consists of at least two Independent Members to be elected by the Board among its members. The Board assigns one of the Members as Chairman of the Committee. The Chairman presides over the Committee, sets the agenda of the meetings, manages the meetings and, facilitates information flow and coordination between the Board and the Committee. All members of the Committee must be Independent Members. Chief Executive Officer/General Manager cannot take part in the Audit Committee. At least one member of the Committee should have at least five years of experience in audit/accounting and finance. In case that a member leaves the Board for any reason or loses his/her independent member qualification, his/her Committee Membership ceases to exist without any further action.

SECTION III

Roles and Responsibilities, Committee Meetings

Article 6 - Roles and Responsibilities

The Committee carries out the following responsibilities:

6.1 Financial Statements

- a) Review significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- b) Review with management and the independent auditors the results of the audit, including any difficulties encountered.
- c) Review the annual financial statements, and consider whether they are complete, consistent with information known to Members, and reflect appropriate accounting principles.

- d) Review other sections of the annual report and related regulatory filings before release and consider the accuracy and completeness of the information.
- e) Review with management and the independent auditors all matters required to be communicated to the committee under generally accepted auditing *Standards*.
- f) Understand how management develops interim financial information, and the nature and extent of internal auditors' and independent auditors' involvement.
- g) Review interim financial reports with management and the independent auditors before filing with regulators, and consider whether they are complete and consistent with the information known to committee members.
- h) Review the execution and efficiency of the accounting system of the Company, disclosure of financial information to the public, independent audit of the Company and internal control system thereof.
- i) Select the independent audit company and determine the services to be provided and submit to the Board for approval. Initiate independent audit process by preparing related audit agreements and monitor the activities of the independent audit firm in all stages.
- j) Identify the methods and criteria to be applied for examination and conclusion of the complaints regarding accounting, internal control system, and independent audit of the Company, and for evaluation that the statements made by the employees about accounting and independent audit of the Company are in accordance with confidentiality principle.
- k) Declare its own opinion, and the opinions of the Company's managers in charge and the independent audit firm, in a written report to the Board, regarding whether or not the annual and interim financial statements are prepared in accordance with the Company's accounting principles and are truthful.

6.2 Internal Control

- a) Consider the effectiveness of the Company's internal control system, including information technology security and control.
- b) Understand the scope of internal auditors' and independent auditors' review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses.
- c) Ensure that sufficient internal control processes exist over whether all related party transactions between the Company and its Subsidiaries and/or Affiliates and/or other related entities, including the examination and monitoring of transactions by the related parties authorized by the shareholders, are in accordance with the shareholder agreements in force and occur under normal commercial terms.

6.3 Internal Audit

- a) Prepare the internal audit charter and submit to the approval of the Board.
- b) Submit its opinion to the Board for approval regarding the appointment and dismissal of the Chief Audit Executive.
- c) Approve the annual audit plan and all major changes to the plan. Review the internal audit activity's performance relative to its plan.
- d) Review with the chief audit executive the internal audit budget, resource plan, activities, and organizational structure of the internal audit function.

- e) At least once per year, review the performance of the chief audit executive and concur with the annual compensation and salary adjustment.
- f) Review the effectiveness of the internal audit function, including conformance with The Institute of Internal Auditors' (IIA) the Definition of Internal Auditing, Code of Ethics and the International Standards for Professional Practice of Internal Auditing.
- g) On a regular basis, meet separately with the Chief Audit Executive to discuss any matters that the committee or internal audit believes should be discussed privately.

6.4 Independent Audit

- a) Review the independent auditors' proposed audit scope and approach, including coordination of audit effort with internal audit.
- b) Review the performance of the independent auditors and exercise pre-approval on the appointment or discharge of the auditors.
- c) By discussion with the auditors, review and confirm the relationships, including non-audit services, between the auditors and the company by obtaining a written statement confirming the independence of the independent auditors.
- d) Discuss with the auditors any matters that threaten independence of the independent auditors and the measures taken against them.
- e) On a regular basis, meet separately with the independent auditors to discuss any matters that the committee or the independent auditors believe should be discussed privately.

6.5 Compliance

- a) Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of noncompliance.
- b) Review the findings of any examinations by regulatory agencies, and any auditor observations.
- c) Review the process for communicating the code of conduct to company personnel, and for monitoring compliance therewith.
- d) Obtain regular updates from Company Management regarding compliance matters.

6.6 Reporting Responsibilities

- a) Regularly report to the Board of Directors about committee activities, issues and related recommendations.
- b) Provide an open channel for communication between internal audit, the independent audit, and the Board of Directors.
- c) Report annually to the shareholders, describing the committee's composition, responsibilities and how they were discharged, and any other information required by rule, including approval of non-audit services.
- d) Review any other reports the Company issues that relate to committee responsibilities.

6.7 Other Responsibilities

- a) Perform other activities related to this charter as requested by the Board of Directors.
- b) Institute and oversee special investigations as needed, follow up the actions to be taken within the scope of the Company Disciplinary Principles.
- c) Review and assess the adequacy of the committee charter, requesting board approval for proposed changes, and ensure appropriate disclosure as may be required by law or regulation.

Article 7 - Committee Meetings

The Committee meets at least four times a year, every three months, four of them are held before the financial statements are issued, the Committee may meet more frequently when deemed necessary. The results of the meeting are recorded in minutes and decisions are submitted to the Board of Directors. Disclosures are made in the annual activity report about the activities and the meeting results of the Committee. The number of written statements to the Board during the accounting period is also stated in the annual activity report. The Committee promptly notifies the Board in writing about its findings including its assessments and recommendations on the subject regarding the area of its duties and responsibilities. Before each meeting, the notice of the meeting, including the time and place of the meeting, is sent by the Board Secretary to each member and any other person who should attend the meeting.

All members of the Committee are expected to attend each meeting in person or via teleconference or videoconference. The Committee invites the Members of the Board, auditors, legal advisors and other related parties to attend meetings when it deems necessary. The Committee may organize separate and periodical meetings with the Board Members, the Chief Audit Executive and independent auditors. The Committee also holds regular meetings with the Company Management. The agenda of the meetings shall be prepared by the Board Secretary by taking Chairman's opinion and sent to Members.

The minimum number of Members required to be present at the Committee meetings is the majority of the number of members; if there are only two Members in the Committee the quorum number is two. The meeting minutes are recorded and kept by the Board Secretary. After each meeting, the Chairman of the Committee submits the meeting summary and a written report on the activities of the Committee to the Board. The Chairman of the Committee attends every meeting in which financial reports are approved.

**SECTION IV
Other****Article 8 - Budget**

In order to ensure that the Committee fulfills its tasks effectively and efficiently, an adequate annual budget approved by the Board is allocated. The fees, if any, of the Chairman of the Committee and the Members are determined by the Board.

Article 9- Secretariat

The Board Secretary shall be the secretary for the Committee and shall be responsible for the minutes of the Committee meetings, in addition to other tasks given under this Charter.

Article 10 - Regulation

Regarding the issues that are not stated in this Charter, the Capital Markets Board Communiqué (II-17.1) on Corporate Governance, the Capital Markets Legislation and other relevant legislations are applicable.

Article 11 - Entry into Force

Türk Telekomünikasyon A.Ş. Audit Committee charter and its amendments enter into force upon the Board's decision.