

EXTRAORDINARY GENERAL ASSEMBLY MEETING**PROXY SAMPLE****TÜRK TELEKOMÜNİKASYON A.Ş.**

I, the undersigned, hereby appoint, empower and delegate Mr./Mrs. [...], as identified in details hereinbelow, 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 Extraordinary General Assembly Meeting of Türk Telekomünikasyon A.Ş. to be held on Thursday, 25th of January, 2019, at 11.00 am at the address of Türk Telekomünikasyon A.Ş. Genel Müdürlük Kültür Merkezi, Turgut Özal Bulvarı 06103 Aydınlikevler-Ankara.

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,	☐	☐	☐
2.	Authorizing the Chairmanship Committee to sign the Minutes of the General Assembly Meeting and the List of Attendees,	☐	☐	☐
3.	Pursuant to the Corporate Governance Communiqué No: II-17.1 of the Capital Markets Board and other regulations; provided that the required approvals from Capital Markets Board and of Republic of Turkey Ministry of Trade are obtained; approving the amendments to Article 1 “Incorporation”, Article 6 “Capital”, Article 8 “The Board of Directors”, Article 16 “Board of Statutory Auditors”, Article 17 “Duties, Authorities and Liabilities Of The Statutory Auditors” , Article 19 “Authority of The General Assembly” to the Company’s Articles of Association.	☐	☐	☐
4.	Election of the Board of Directors, defining their terms of office	☐	☐	☐
5.	Determination of the salaries of the members of Board of Directors	☐	☐	☐
6.	Resolving on giving permission to the Board of Directors Members 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 395 and 396 of Turkish Commercial Code,	☐	☐	☐
7.	Comments and Closing.	☐	☐	☐

(*) 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.

B. 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:

(ç) Whether privileged in voting or not:

(d) Registered/Bearer:*

(e) 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
