

TÜRK TELEKOMÜNİKASYON A.Ş.**INFORMATION DOCUMENT IN RELATION TO THE EXTRAORDINARY
GENERAL ASSEMBLY MEETING****TO BE HELD ON JANUARY 25, 2019**

The Extraordinary General Assembly of our Company shall convene at the address of Türk Telekomünikasyon A.Ş. Headquarters, Turgut Özal Bulvarı 06103 Aydınlıkevler Ankara, at 11:00 a.m., on Friday 25th of January 2019 to negotiate and reach at a decision in relation to the below-mentioned agenda.

The Extraordinary General Assembly Information Set containing the agenda items and the explanations required for by Capital Market Board regulations shall be made available to the examination of our shareholders, at our Company's Headquarters, on the Company's website of www.ttinvestorrelations.com, on the Public Disclosure Platform and in the Electronical General Assembly System.

Pursuant to 4th paragraph of Article 415 of Turkish Commercial Code No: 6102 and the 1st paragraph of Article 30 of Capital Markets Law No: 6362, the shareholders are not required to block their shares in order to attend to the General Assembly Meeting. However, our shareholders who do not wish to disclose their identity and share information and therefore are not registered with our Company, are required to apply to the financial intermediaries and remove the "limitation" on the identity and share information until the previous business day of the General Assembly Meeting, until 16.30 at latest.

We kindly request those shareholders who shall be voting via the Electronical General Assembly System, to access the Central Registry Agency "CRA", from the website of our Company, which can be located at www.ttinvestorrelations.com or the contact addresses therein in order to ensure compliance with the relevant Regulation and Communiqué.

This invitation of extraordinary general assembly meeting will also be delivered to the shareholders who hold registered shares, via registered mail according to Article 414 of Turkish Commercial Code.

Our shareholders who cannot attend the meeting in person should arrange their proxies in accordance with the sample provided at the website of the company, save for the rights and obligations of the shareholders who will attend by electronic means, by complying with requirements stipulated as per the Capital Markets Board's Communiqué No: II-30.1 on Voting

by Proxy and Proxy Solicitation and present their proxy documents, the signatures of which shall be certified by the notary public or for our foreign shareholders, the notarized Turkish translation thereof, to the headquarters of our Company at the close of business on Wednesday, 23rd of January, 2019 at latest.

Our shareholders or their representatives which are appointed in accordance with the foregoing paragraph should have the below mentioned documents with them ready, at the date of the meeting.

- Identity certificate,
- The proxies arranged in accordance with the attached sample, of the representatives who are appointed by our real and legal person shareholders,
- The notarized Turkish translation of the proxies and the notarized passport copies of the representatives of our foreign shareholders.

The representatives who have been appointed on Electronic General Assembly Meeting System by electronic means are not required to submit any proxies.

Voting method by a show of hands and an open voting method shall be applied save for the voting provisions by electronic means in order to vote on the agenda items at the Extraordinary General Assembly Meeting.

Our shareholders are requested to attain knowledge of the meeting particulars and attend the meeting on the specified day and hour.

Note: Pursuant to Article 29 of Capital Market Law, our shareholders who hold registered shares trading on stock exchanges shall not have a further notification by registered mail.

Structure of Shareholders and Voting Rights

Our Company's shares are divided into groups called A, B, C and D. Each share in each group of shares can cast one vote and thus, a maximum of 350,000,000,000 (TL 3,500,000,000 equivalent) votes can be casted in the General Assembly Meeting. In this respect, the total number of the shares and votes owned by (i) Group A shares is 192,500,000,000 (TL 1,925,000,000.00 equivalent); (ii) Group B shares is 104,999,999,999 TL 1,049,999,999.99 equivalent); (iii) Group C share is 1 (TL 0.01 equivalent); (iv) listed Group D shares is 52,500,000,000 (TL 525,000,000.00 equivalent) respectively.

Group	Shareholder	Paid-in Capital Amount (TL)	Share (%)
A	Levent Yapılandırma Yönetimi A.Ş.	1,925,000,000.00	55
B	Republic of Turkey Ministry of Treasury and Finance	875,011,884.975	25
C		0.01	
B	Turkish Wealth Fund	174,988,115.015	5
D	Free Float	525,000,000.00	15
Total		3,500,000,000.00	100

According to the Article 8 of the current Articles of Association; the board of directors is composed of twelve (12) members, the Group A Shareholder shall be entitled to nominate seven (7) persons for election as Directors; provided that the Treasury as Group B Shareholder shall hold 30% or more of the Shares, the Treasury shall be entitled to nominate four (4) persons for election as Independent Board Members who carry the independence criteria as defined in the Capital Markets legislation. While the Treasury holds the C Group Privileged Share, the Treasury shall be entitled to nominate, a further one (1) person, for election as Director for the C Group Privileged Share.

During the calculation of 15 % and 30% of the shares of the Treasury, the amount of Group B Shares and Group D Shares held by the Treasury shall be taken into account together.

As well as the C Group Privileged Share shall be entitled to nominate a further one (1) person for election as Director, it has below mentioned rights which are defined in the Article 6 of the Articles of Association.

For the purpose of protecting the national interest in issues of national security and the economy, the following actions and resolutions cannot be taken without the affirmative vote of the holder of the C Group Privileged Share at either a meeting of the board of directors or the General Assembly. Otherwise, such transactions shall be deemed invalid.

- a) any proposed amendments to the Articles of Association;
- b) the transfer of any registered Shares in the Company which would result in a change in the management control of the Company;

c) the registration of any transfer of registered shares in the Company's shareholders' ledger.

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

This information set including the relevant explanations regarding the agenda items shall be made available to the examination of our shareholders, at the head office of our company, located at the address of Türk Telekomünikasyon A.Ş. Genel Müdürlük Kültür Merkezi, Turgut Özal Bulvarı 06103 Aydınlıkevler Ankara, at the website of www.ttinvestorrelations.com and Electronic General Assembly System of the CRA.

Regards,

Türk Telekomünikasyon A.Ş.

Board of Directors

Additional Information regarding the Communiqué on the Corporate Governance

No requests have been received from shareholders, CMB and/or other public organizations related to the company about adding additional item to the agenda of general assembly.

TÜRK TELEKOMÜNİKASYON A.Ş.**AGENDA FOR EXTRAORDINARY GENERAL ASSEMBLY MEETING
TO BE HELD ON 25/01/2019****1. Opening and Election of the Chairmanship Committee.**

The Chairman of the Meeting will be elected in accordance with the relevant provisions of Turkish Commercial Code No. 6102 (“TCC”), the Regulation on General Assembly Meetings of Corporations, and under the provisions of Ministry of Industry and Trade Commissary Regulations (“Regulation”), The Internal Directive On The Working Principles And Procedures Of The General Assembly of Türk Telekomünikasyon Anonim Şirketi (Internal Directive) and Türk Telekom Articles of Association (Articles of Association). 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 Chairman of the Meeting in order to perform the technical needs in the Electronic General Assembly System at the Meeting time.

2. Authorizing the Chairmanship Committee to sign the Minutes of the Extraordinary General Assembly Meeting and the List of Attendees.

Authorizing the Chairmanship Committee to sign the minutes of the General Assembly Meeting and the List of Attendees will be voted in accordance with the relevant provisions of the TCC and the Regulation.

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.

Pursuant the Decision No: 107 of the Company’s Board of Directors dated 21.12.2018, 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**” of the Company’s Articles of Association will be submitted to the approval of General Assembly in accordance with the TCC, the Corporate Governance Communiqué No: II-17.1 of the

Capital Markets Board and other related regulations, provided that the required approvals from Capital Markets Board and of Republic of Turkey Ministry of Trade are obtained. The amendment draft in relation to such amendments to the Articles of Association are attached (Annex-1) to this document and enforcement of such amendments are subject to the approval of Capital Markets Board and of Republic of Turkey Ministry of Trade, as stated under the amendment draft. The amendment of the aforementioned articles of the Articles of Association has been permitted by the related authorities pursuant to the bulletin of Capital Markets Board dated 10.01.2019 and numbered 2019/2 and the approval letter of Republic of Turkey Ministry of Trade dated 16.01.2019 and numbered 10982.

4. Election of the Board of Directors, defining their terms of office.

The independent board members shall be determined pursuant to the Corporate Governance Communiqué No: II-17.1 of the Capital Markets Board, the number of the members of the board of directors and their terms of office shall be designated and the new members to the Board of Directors shall be elected in accordance with the Turkish Commercial Code and the Articles of Association. Election of three (3) independent board members is envisaged in the composition of nine (9) members Board of Directors according to the Articles of Association (Post Amendment).

The background information in relation to the independent board member candidates who are nominated by B Group Shareholder and the board member candidate who is representing C Group Privileged share are provided under Annex 2.

5. Determination of the salaries of the members of Board of Directors.

The salaries to be paid to the members of the Board of Directors shall be determined by the shareholders of the Company in accordance with the Company's Remuneration Policy.

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.

The Board of Directors must have the General Assembly's permission to perform their acts within the context of Articles 395 and 336 of the TCC entitled "Prohibition of Transactions with Company and Borrowing" and "Non-Competition". In order to comply with these regulations, the permission will be put to the vote at the General Assembly.

7. Comments and Closing.

TÜRK TELEKOMÜNİKASYON A.Ş.
AGENDA FOR (A) GROUP PRIVILEGED SHAREHOLDERS MEETING
TO BE HELD ON 25/01/2019

1. Opening and Election of the Chairmanship Committee;
2. Authorizing the Chairmanship Committee to sign the minutes of the Extraordinary General Assembly Meeting and the List of Attendees;
3. Approval of decisions taken at Extraordinary General Assembly Meeting of 25 January 2019.

TÜRK TELEKOMÜNİKASYON A.Ş.
AGENDA FOR (B) GROUP PRIVILEGED SHAREHOLDERS MEETING
TO BE HELD ON 25/01/2019

1. Opening and Election of the Chairmanship Committee;
2. Authorizing the Chairmanship Committee to sign the minutes of the Extraordinary General Assembly Meeting and the List of Attendees;
3. Approval of decisions taken at Extraordinary General Assembly Meeting of 25 January 2019.

TÜRK TELEKOMÜNİKASYON A.Ş.
AGENDA FOR (C) GROUP PRIVILEGED SHAREHOLDER MEETING
TO BE HELD ON 25/01/2019

1. Opening and Election of the Chairmanship Committee;
2. Authorizing the Chairmanship Committee to sign the minutes of the Extraordinary General Assembly Meeting and the List of Attendees;

3. Approval of decisions taken at Extraordinary General Assembly Meeting of 25 January 2019.

21.12.2108 dated Board Resolution regarding Articles of Association Change

Our Company's Board of Directors resolved in accordance with article 390/4 of Turkish Commercial Code as follows:

It has been resolved that;

1. 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; 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 shall be approved.
2. All necessary acts and transactions shall be performed before Capital Markets Board and the Ministry of Trade in order to make the relevant amendments to the articles of association.

(ANNEX 1)

TÜRK TELEKOMÜNİKASYON ANONİM ŞİRKETİ
AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Former Version**INCORPORATION****ARTICLE 1.**

In accordance with the provisions of the “Law on the Amendment of an Article of the Telegram and Telephony Law and the Addition of Additional and Provisional Articles to this Law” Numbered 4000 and dated 10.06.1994, a joint stock company has been established by the founder whose name, residence and nationality is given below:

Undersecretariat for Treasury of the Prime Ministry of the Republic of Turkey (the “Treasury”) Ankara, Republic of Turkey.

New Version**INCORPORATION****ARTICLE 1.**

In accordance with the provisions of the “Law on the Amendment of an Article of the Telegram and Telephony Law and the Addition of Additional and Provisional Articles to this Law” Numbered 4000 and dated 10.06.1994, a joint stock company has been established by the founder whose name, residence and nationality is given below:

Ministry of Finance and Treasury of the Republic of Turkey (the “Treasury”) Ankara, Republic of Turkey.

Former Version**CAPITAL****ARTICLE 6.**

The capital of the Company is TL 3.500.000.000 (three billion five hundred million Turkish Liras) and is fully paid-up. This capital is divided into 350.000.000.000 (three hundred and fifty billions) shares each having a nominal value of Kr 1 (one) (TL 0.01) as set out below:

GROUP	SHAREHOLDER NAME	CAPITAL AMOUNT (TL)	TYPE	NUMBER OF SHARES	PERCENTAGE TO THE CAPITAL
A	Ojer Telekomünikasyon A.Ş.	1.925.000.000	Registered	192.500.000.000	%55
B	Treasury	1.049.999.999,99	Bearer	104.999.999.999	%30
C	Treasury	0,01	Registered	1	-
D	Open to public	525.000.000,00	Bearer	52.500.000.000	%15

New Version**CAPITAL****ARTICLE 6.**

The capital of the Company is TL 3.500.000.000 (three billion five hundred million Turkish Liras) and is fully paid-up. This capital is divided into 350.000.000.000 (three hundred and fifty billions) shares each having a nominal value of Kr 1 (one) (TL 0.01) as set out below:

GROUP	SHAREHOLDER NAME	CAPITAL AMOUNT (TL)	TYPE	NUMBER OF SHARES	PERCENTAGE TO THE CAPITAL
A	Levent Yapılandırma Yönetimi A.Ş.	1,925,000,000.00	Registered	192,500,000,000	55%
B	Treasury	875,011,884.975	Bearer	87,501,188,497.50	25%
B	Turkish Wealth Fund	174,988,115.015	Bearer	17,498,811,501.50	5%
C	Treasury	0.01	Registered	1	-
D	Open to public	525,000,000.00	Bearer	52,500,000,000	15%

The capital increases shall be realized as follows: group A shares shall be issued for group A shareholders, and group B shares shall be issued for group B shareholders, and group D shares shall be issued for group D shareholders pro rata to their shares. In case of a capital increase by way of issuing new share certificates in return for cash, the shareholders are entitled to preemptive rights pro rata to their current shares, within the framework of the provisions of the Turkish Commercial Code, unless otherwise resolved by the General Assembly.

Following the public offering of the Company, the Company shall comply with the provisions of the Capital Markets regulations and the principles for the dematerialization of the share certificates, with regards to the form of the share certificates regarding the shares to be issued.

Subject to Article 6/A below, all Shares of Turk Telekom can be transferred except for one privileged (golden) share of Group C. For the purpose of protecting the national interest in issues of national security and the economy, the following actions and resolutions cannot be taken without the affirmative vote of the holder of the C Group Privileged Share at either a meeting of the board of directors or the General Assembly. Otherwise, such transactions shall be deemed invalid.

- a. any proposed amendments to the Articles of Association;
- b. the transfer of any registered Shares in the Company which would result in a change in the management control of the Company;
- c. the registration of any transfer of registered shares in the Company's shareholders' ledger.

Pursuant to Article 8(d) below, the holder of the C Group

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Following the public offering of the Company, the Company shall comply with the provisions of the Capital Markets regulations and the principles for the dematerialization of the share certificates, with regards to the form of the share certificates regarding the shares to be issued.

Subject to Article 6/A below, all Shares of Turk Telekom can be transferred except for one privileged (golden) share of Group C. For the purpose of protecting the national interest in issues of national security and the economy, the following actions and resolutions cannot be taken without the affirmative vote of the holder of the C Group Privileged Share at either a meeting of the board of directors or the General Assembly. Otherwise, such transactions shall be deemed invalid.

- a. any proposed amendments to the Articles of Association;
- b. the transfer of any registered Shares in the Company which would result in a change in the management control of the Company;
- c. the registration of any transfer of registered shares in the Company's shareholders' ledger.

Pursuant to Article 8(d) below, the holder of the C Group

Privileged Share appoints one member representing the Privileged Share, to the Board of Directors of Turk Telekom. The C Group Privileged Share owner cannot participate in capital increases. On condition that all of the financial rights stemming from the public's shareholder status remain on the Treasury, the rights and competences based on the Treasury's shareholder status such as right of vote, management, representation and control are exercised by Ministry of Transport, Maritime Affairs and Communications.	Privileged Share appoints one member representing the Privileged Share, to the Board of Directors of Turk Telekom. The C Group Privileged Share owner cannot participate in capital increases. On condition that all of the financial rights stemming from the public's shareholder status remain on the Treasury, the rights and competences based on the Treasury's shareholder status such as right of vote, management, representation and control are exercised by Ministry of Transport and Infrastructure.
Former Version THE BOARD OF DIRECTORS <u>ARTICLE 8.</u> The board of directors is composed of members in charge with executive affairs and members not in charge with executive affairs. A board member not in charge with executive affairs is a person who does not hold any other administrative duties other than being a board member within the company and who does not intervene with the daily business and ordinary activities of the Company. The majority of the board of directors is composed of board members who are not in charge with executive affairs. In this respect; The board of directors shall be composed of twelve (12) members nominated by the Shareholders as follows: (a) the Group A Shareholder shall be entitled to nominate seven (7)persons for election as Directors; (b) provided that the Treasury as Group B Shareholder shall hold: – 30% or more of the Shares, the Treasury shall be entitled to nominate four (4) persons for election as	New Version THE BOARD OF DIRECTORS <u>ARTICLE 8.</u> The board of directors is composed of members in charge with executive affairs and members not in charge with executive affairs. A board member not in charge with executive affairs is a person who does not hold any other administrative duties other than being a board member within the company and who does not intervene with the daily business and ordinary activities of the Company. The majority of the board of directors is composed of board members who are not in charge with executive affairs. In this respect; The board of directors shall be composed of nine (9) members nominated by the Shareholders as follows: (a) the Group A Shareholder shall be entitled to nominate five (5) persons for election as Directors; (b) provided that the Treasury and Turkish Wealth Fund, as Group B Shareholders shall hold: – 30% or more of the Shares, the Treasury shall be entitled to nominate three (3) persons for election as

Independent Board Members who carry the independence criteria as defined in the Capital Markets legislation; or

– 15% or more of the Shares (but less than 30% of the Shares) the Treasury shall be entitled to nominate two (2) persons for election as Independent Board Members who the carry the independence criteria as defined in the Capital Markets legislation;

– During the calculation of 15 % and 30 % of the Shares mentioned in above paragraphs, the amount of Group B Shares and Group D Shares held by the Treasury shall be taken into account together.

(c) As long as the Treasury holds 15% or more of the Shares (but less than 30% of the Shares), the Group A shareholder shall be entitled to nominate two (2) persons, who carry the independence criteria as defined in the Capital Markets legislation, for election as Independent Board Members and (7) persons for election as Director.

(d) while the Treasury holds the C Group Privileged Share, the Treasury shall be entitled to nominate, a further one (1) person, for election as Director for the C Group Privileged Share;

(e) Each one of the A, B and C Group shareholders shall vote for the election of the directors nominated pursuant to this article. This article shall not restrict the voting rights of the shareholders that have acquired the Shares from stock exchange market.

The Chairman of the Board of Directors shall be nominated by the directors nominated by the Group A Shares from among the Directors and be elected and removed by the simple majority votes of those present at the meeting of the Board of Directors.

The Vice Chairman shall be nominated by the directors

Independent Board Members who carry the independence criteria as defined in the Capital Markets legislation; or

– 15% or more of the Shares (but less than 30% of the Shares) the Treasury shall be entitled to nominate two (2) persons for election as Independent Board Members who the carry the independence criteria as defined in the Capital Markets legislation;

– During the calculation of 15 % and 30 % of the Shares mentioned in above paragraphs, the amount of Group B Shares and Group D Shares held by the Treasury **and Turkish Wealth Fund** shall be taken into account together.

(c) As long as the Treasury **and Turkish Wealth Fund** holds 15% or more of the Shares (but less than 30% of the Shares), the Group A shareholder shall be entitled to nominate **one (1)** person, who carry the independence criteria as defined in the Capital Markets legislation, for election as Independent Board Members and **five (5)** persons for election as Director.

(d) while the Treasury holds the C Group Privileged Share, the Treasury shall be entitled to nominate, a further one (1) person, for election as Director for the C Group Privileged Share;

(e) Each one of the A, B and C Group shareholders shall vote for the election of the directors nominated pursuant to this article. This article shall not restrict the voting rights of the shareholders that have acquired the Shares from stock exchange market.

The Chairman of the Board of Directors shall be nominated by the directors nominated by the Group A Shares from among the Directors and be elected and removed by the simple majority votes of those present at the meeting of the Board of Directors.

nominated by the Group B Shares from among the Directors and be elected and removed by the simple majority votes of those present at the meeting of the Board of Directors.

The Chief Executive Officer and other executives shall be nominated by the holder of the Group A Shares and elected and removed by a simple majority of those present at the meeting of the Board of Directors.

The Shareholder who wishes to make a nomination shall take reasonable steps to ensure that its nominee is able to perform his or her duties competently.

Each nominating Shareholder shall determine and announce the name, qualifications and experience of its nominee and intended date of nomination in accordance with the Capital Markets Board regulations.

The wages of the members of the Board of Directors shall be determined by the General Assembly. In the determination of the remuneration policy of the Board of Directors members, the Capital Markets Board regulations shall be complied with.

The Vice Chairman shall be nominated by the directors nominated by the Group B Shares from among the Directors and be elected and removed by the simple majority votes of those present at the meeting of the Board of Directors.

The Chief Executive Officer and other executives shall be nominated by the holder of the Group A Shares and elected and removed by a simple majority of those present at the meeting of the Board of Directors.

The Shareholder who wishes to make a nomination shall take reasonable steps to ensure that its nominee is able to perform his or her duties competently.

Each nominating Shareholder shall determine and announce the name, qualifications and experience of its nominee and intended date of nomination in accordance with the Capital Markets Board regulations.

The wages of the members of the Board of Directors shall be determined by the General Assembly. In the determination of the remuneration policy of the Board of Directors members, the Capital Markets Board regulations shall be complied with.

Former Version

BOARD OF STATUTORY AUDITORS

ARTICLE 16.

The Board of Statutory Auditors shall consist of three members. Two members shall be elected by the General Assembly from among the nominees nominated by the holder of the Group A Shares and one member shall be elected by the General Assembly from among the nominees nominated by the Treasury representing the C group privileged share.

The Board of Statutory Auditors shall elect a chairman from among its members.

New Version

BOARD OF STATUTORY AUDITORS

ARTICLE 16.

Removed.

The Statutory Auditors shall hold office for a term of 3 years. The Statutory Auditor, whose term has ended, may be re-elected. The Statutory Auditors are also subject to the qualifications and conditions of appointment set out in Article 9 of these Articles of Association. The wages of the members of Board of Statutory Auditors shall be determined by the decision of the General Assembly.	
Former Version DUTIES, AUTHORITIES AND LIABILITIES OF THE STATUTORY AUDITORS <u>ARTICLE 17.</u> The Statutory Auditors have the duty of and are authorized to audit the overall business and budget of the Company, to fulfill those tasks required to be performed by Statutory Auditors under the Turkish Commercial Code, to ensure that the Company is managed efficiently, and to submit proposals to the Board of Directors regarding the protection of the rights and assets of the Company, to call the General Assembly for a meeting when necessary and to determine the agenda of the meeting and to prepare the report required by Article 354 of the Turkish Commercial Code. The Statutory Auditors are obliged to perform the works given to them by Law and these Articles of Association fully and completely.	New Version DUTIES, AUTHORITIES AND LIABILITIES OF THE STATUTORY AUDITORS <u>ARTICLE 17.</u> Removed.

Former Version**AUTHORITY OF THE GENERAL ASSEMBLY****ARTICLE 19.**

The General Assembly shall be the main decision body of the Company possessing every kind of authority in relation to the business of the Company provided by law. The decisions of the General Assembly shall be binding upon every organ of the Company, primarily upon the 18 Board of Directors. The General Assembly decides on the release and responsibilities of the Board of Directors members and Auditors.

New Version**AUTHORITY OF THE GENERAL ASSEMBLY****ARTICLE 19.**

The General Assembly shall be the main decision body of the Company possessing every kind of authority in relation to the business of the Company provided by law. The decisions of the General Assembly shall be binding upon every organ of the Company, primarily upon the 18 Board of Directors. The General Assembly decides on the release and responsibilities of the **Board of Directors members.**

(ANNEX 2)

THE INFORMATION IN RELATION TO THE BOARD MEMBER CANDIDATES

Group C Shareholder Board Member Candidate**DR. ÖMER FATİH SAYAN**

Dr. Ömer Fatih Sayan was born in İstanbul in 1977. He received his Bachelor degree from the Electronics Engineering Department of İstanbul University Faculty of Engineering; Faculty of Law of Bahçeşehir University and Diplomatic Studies of Oxford University – St Antony’s School. He completed his Master’s Degree at Electrical and Electronics Engineering and Communications Engineering Department of Technical University of Munich and at Biomedical Engineering Department of İstanbul University Institute of Science and Technology. He also received his PhD on Biomedical Engineering at the İstanbul University Institute of Science and Technology. Starting his career in İstanbul Metropolitan Municipality in 1995, Mr. Sayan worked in private companies in Turkey, Germany and USA in the fields of chip manufacturing, cell phone design and R&D after receiving his Bachelor’s Degree. He carried out studies in entrepreneurship by working under the initiative of Silicon Valley and he gave lectures on Information Law and New Trends in Informatics in many universities in Turkey and Germany. Ömer Fatih Sayan has given many lectures in conferences about research subjects and he has many articles published in scientific journals. He carried out his duty as Advisor to the Prime Minister and Chief Advisor to the Prime Minister between the years of 2007 and 2014. He has worked as Information and Communications Technologies Authority (ICTA) Chairman from June 2015 to July 2018. He has been assigned as the Deputy Minister of the Ministry of Transport and Infrastructure on July 21, 2018. He is married and father of 2. He speaks English, German and French.

Group B Shareholder Independent Board Member Candidates**YİĞİT BULUT**

Chief Advisor of President, Economist, Financial Analyst, Banker, Journalist, Columnist. He worked as economy commentator in Kanal 6, Kanal E and CNN Turk and columnist in Radikal, Vatan, Referans and Haberturk. He was the producer and the presenter of Parametre and Finans Analiz TV programs. He also worked as a teaching assistant in Doğuş University. Between 2009 and 2012, he was the Chief Production Director of Haberturk TV, economy commentator in Bloomberg TR and columnist in Haberturk Newspaper. Between 2012 and 2013, he was the Chief Production Director of 24 TV and columnist in Star Newspaper. He continued to present the TV

discussion program “Sansürsüz” in TV 24, transferring from Haberturk TV. He has served as the Prime Minister’s Chief Advisor between July, 2013 and August 2014 and has been serving as Chief Advisor of President since August 2014. He was graduated from Galatasaray High School and Bilkent University, Faculty of Banking and Finance. He studied for master degree in Sorbonne University. He speaks English and French.

SELİM DURSUN

Selim Dursun was born in İstanbul in 1957. He was graduated from Mechanical Engineering Department of İstanbul Yıldız Technical University in 1980. He worked in the private sector as Mechanical Engineer and served in executive positions between the years of 1980-2002. He served as Advisor to Minister in the Ministry of Transport between 2003-2005, as Executive Assistant of Ministry of Transport between 2005-2011, as General Manager and Chairman in TÜDEMSAŞ between 2011-2012 and as Advisor to the Minister in Ministry of Transport between the years of 2012-2015. He was elected as a Member of Parliament from Sivas province in the 25th and 26th Parliaments of Turkey. In the same period, he worked as the Chair of Peru Friendship Group of Parliament of the Republic of Turkey. He carried out various social activities in Non-Governmental Organizations as chairman, manager and member. He served as a Board Member of the Taekwondo Federation between 2004-2007, as the Chairman of Transportation Sports Club Association between 2006-2015 and as the president of Sivas Demirspor Club between the years of 2011-2012. He has been working as the Deputy Minister of the Ministry of Transport and Infrastructure of the Republic of Turkey since July 2018. He is married and father of 4.

DR. NUREDDİN NEBATİ

Nureddin Nebati was born in Viranşehir, Şanlıurfa on 1st of January, 1964. He is a political scientist. He studied at the Department of Public Administration the Faculty of Social Sciences, İstanbul University. He took his master’s degree in International Relations at the Institute of Social Sciences, İstanbul University. He took his PhD in Political Science and Public Administration at the Institute of Social Sciences, Kocaeli University. He gave lectures in political science, Turkish politics, state and political sociology at a variety of universities. He is a businessman with a background in textile business. He served as a board member of MUSIAD (Independent Industrialists’ and Businessmen’s Association) and a member of the Disciplinary Board at İstanbul Chamber of Commerce. He is currently a member of MUSIAD’s High Advisory Board. He continues to act as a member of the Alumni Foundation and Association of the Faculty of Social Sciences at İstanbul University, the Society of Scientific Dissemination, Ensar, Tugva, Onder, Utesav, TDED, BEK, IDD, IDV and similar foundations and associations. He is currently the president of the Foundation UTEV, and the Turkish president of the Interparliamentary Jerusalem

Platform, and a member of the Scientific Board at Opinion Center for Esenler Municipality. He was elected as a member of the AK Party's Central Decision Board at its 4th Ordinary Congress. He also served as the president of AK Party's Central Financial and Administrative Affairs, and the Deputy Party Leader. He was elected as a member of the parliament for Istanbul in the 24th term, for Şanlıurfa in the 25th term and for Istanbul once again in the 26th term. Nureddin Nebati has taken office as Deputy Minister for the Ministry of Treasury and Finance as of 6th of September, 2018. He speaks English fluently, and knows some Arabic. Mr. Nebati is married and father of 4.