

**THE WORKING PRINCIPLES OF TÜRK TELEKOMÜNİKASYON A.Ş.****CORPORATE GOVERNANCE COMMITTEE****1. INCORPORATION**

Corporate Governance Committee has been incorporated according to the resolution of the Board of Directors dated 10/17/2013 and numbered 54 within the scope of Corporate Governance Communiqué No: II-17.1 of the Capital Markets Board published in the Official Gazette No: 28871 on 1/3/2014.

**2. DEFINITIONS**

The following terms shall have the following meanings in this Working Principles of Türk Telekomünikasyon A.Ş. Corporate Governance Committee;

**CMB:** Capital Markets Board

**Communiqué:** Corporate Governance Communiqué No: No: II-17.1 of the Capital Markets Board published in the Official Gazette No: 28871 on 1/3/2014.

**Corporate Governance Principles:** The principles, which is attached to the Corporate Governance Communiqué shall be taken as a basis for determination of corporate governance structure and processes by listed companies.

**Company:** Türk Telekomünikasyon A.Ş.

**Committee:** Corporate Governance Committee of Türk Telekomünikasyon A.Ş. Board of Directors.

**Board of Directors:** The board of directors of Türk Telekomünikasyon A.Ş.

**3. PURPOSE**

The purpose of the Committee is to find out whether the corporate governance principles are applied within the Company, and, if not, to find out the reasons and the possible conflicts of interests that may have occurred as the result of the violation of such principles, to give advice to the Board of Directors on improving governance applications and to supervise the works of Investor Relations Department.

**4. THE COMMITTEE STRUCTURE**

- The Committee shall be incorporated and authorized by the Board of Directors in accordance with the Company's articles of association and CMB rules.

- The Committee shall consist of four (4) members. Three (3) of the Committee members are elected from among the members of Board of Directors. It is mandatory to appoint the manager of investor relations department as a Committee member.
- The chairman of the Committee shall be elected by the Board of Directors amongst the independent board members.
- Two (2) members of the Committee shall be elected from among the members of the Board of Directors nominated by the Group A Shareholder.
- The majority of the board members shall be elected from among the members of the Board of Directors who do not have executive duties.
- Provided that the majority of the members comprises of the members of the Board of Directors, specialists who are not a member of the Board of Directors may be appointed to the Committee.
- Chief Executive Officer/General Manager of the Company shall not have a duty in the Committee.
- The Committee may invite executives of the Company to the meetings who are deemed to be necessary to obtain their views.
- The Committee may receive guidance from independent experts on the subjects necessary for its operations. In such a case, the fee for the consultancy services required by the Committee shall be paid for by the Company.
- All of the resources and support necessary for the Committee's execution of its tasks are provided by the Board of Directors.

## 5. DUTIES AND AUTHORITIES OF THE COMMITTEE

Provided that the final decision shall always be resolved by the Board of Directors; the Committee shall;

- ensure that the Corporate Governance Principles are developed, adopted and implemented within the Company.
- make corporate governance review of Board of Directors annually and submit to the approval of the Board of Directors.
- shall make suggestions about the operations, structure and efficiency of the Board of Directors and its sub committees

- find out whether the corporate governance principles are applied within the Company, and, if not, to find out the reasons and the possible conflicts of interests that may have occurred as the result of the violation of such principles, to give advice to the Board of Directors on improving governance applications.
- supervise the works of investor relations department.
- periodically review and reassess the adequacy of the Working Principles of the Corporate Governance Committee and recommend any proposed changes to the Board of Directors for approval.
- have authority to take advice and assistance of the employees of the Company or representatives and the consultants on legal, accounting and other related matters of the related parties including the subsidiaries, to its meetings.
- The Board of Directors shall act as a pioneer in providing efficient communication between the Company and the shareholders, in resolving and in settling disputes that may arise between such parties and for this purpose the Committee and the investor relations department shall be in close cooperation with the Board of Directors.
- designate the applicable methods with regard to the review of the major complaints of the shareholders, settling thereof, evaluation of the notifications of the employees of the Company in this respect, within the framework of the confidentiality principle.
- fulfill the activities which are requested to be done by Board of Directors and can be considered under the scope of corporate governance.
- review the annual activity report which shall be made public.
- prepare a “Disclosure Policy” in order to make public disclosures and update when necessary.
- Review the “Corporate Governance and Compliance Report” to be disclosed to the public and check the accuracy and consistency of the relevant information with the information to the knowledge of the Committee.
- Present the information on their work and the reports comprising the meeting results to the Board of Directors in the first upcoming meeting of the Board of Directors following the relevant Committee meeting.
- Performs the other activities to be considered with in scope of corporate governance and be requested by the Board of Directors

## 6. COMMITTEE MEETINGS

- The Committee shall meet whenever its assigned duties so requires but at least four (4) times a year.
- The meetings shall be held at the Company's headquarters or another place that the Committee members can easily access.
- Chairman of the Committee may change the date, time and place of the meeting by informing the Committee members in advance.
- The Chairman shall invite the Committee members via the secretary of the Board of Directors.
- The meeting and decision quorum are the presence of majority of total Committee members.
- The Committee shall present its studies and suggestions, which it deems necessary, with a report to the Board of Directors.
- The decisions of the Committee are advisory to the Board of Directors and the Board of Directors is the final decision maker on the relevant matters

## 7. SUB-COMMITTEES

The Committee may establish subcommittees consisting of individuals to be elected from among its own members and/or external persons who have experience and knowledge in corporate governance for the efficiency of their work and authorize such committees, when necessary.

## 8. SECRETARIAT

Secretarial works of the Committee shall be performed by the secretary of the Board of Directors

Decisions of the Committee shall be kept in a minute book

Meeting minutes shall include at least the following items:

- Date of the Meeting
- Agenda
- Information about the topics discussed in the meeting
- Decisions resolved.

The secretary of the Board of Directors is responsible for preparing and keeping meeting minutes.

The minutes shall be achieved following submission to the Committee members.

#### **9. ENFORCEMENT**

This document with regard to the working principles of the Committee and the any amendments thereto shall enter into force by the resolution of the Board of Directors. Updating such working principles is under the authority of the Board of Directors.

This Working Principles of Türk Telekomünikasyon A.Ş. Corporate Governance Committee has been approved and entered into force by the resolution of the Board of Directors dated 22.04.2019 and numbered 34.