NOT FOR DISTRIBUTION IN OR INTO OR TO ANY PERSON LOCATED OR RESIDENT IN ANY JURISDICTION WHERE IT IS UNLAWFUL TO DISTRIBUTE THIS ANNOUNCEMENT.



# TÜRK TELEKOMÜNİKASYON A.Ş. ANNOUNCES EARLY PARTICIPATION RESULTS OF TENDER OFFER

21 May 2024 — Türk Telekomünikasyon A.Ş. (the "Company") has invited the holders ("Noteholders") of its outstanding U.S.\$500,000,000 6.875% Notes due 2025 (the "Notes") to tender for purchase for cash their outstanding Notes, such that the total aggregate principal amount of Notes validly tendered and accepted for purchase by the Company pursuant to the Tender Offer is no greater than the Maximum Acceptance Amount. The Tender Offer is subject to the offer and distribution restrictions set out below and is being made upon the terms and subject to the conditions set forth in the tender offer memorandum dated 7 May 2024 (as it may be amended or supplemented from time to time, the "Tender Offer Memorandum"). The invitation to tender the Notes for purchase is referred to herein as the "Tender Offer". Capitalised terms used in this announcement but not otherwise defined have the meanings given to them in the Tender Offer Memorandum. Copies of the Tender Offer Memorandum are available, subject to the offer and distribution restrictions, on the Tender Offer Website: https://debtxportal.issuerservices.citigroup.com/.

The Company hereby announces that, as of 5:00 p.m. (New York City time) on 20 May 2024 (the "Early Tender Deadline") the aggregate principal amount of Notes that had been validly tendered and not validly withdrawn pursuant to the Tender Offer (the "Early Tender Amount") was as set out in the table below. Additionally, the Company hereby announces that (subject to the conditions to the Tender Offer being satisfied) it intends to accept for purchase, on the Early Payment Date, the Maximum Amount of Notes validly tendered pursuant to the Tender Offer tendered at or prior to the Early Tender Deadline, subject to the Pro-Rating Factor set out in the table below.

Description of the Notes	Regulation S Notes	Rule 144A Notes	Early Tender Amount	Early Acceptance Amount	Early Tender Offer Consideration Per U.S.\$1,000	Pro-Rating Factor
U.S.\$500,000,000 6.875% Notes due 2025	Common Code 195505942 / ISIN: XS1955059420	Common Code 195811636 / ISIN: US90011QAC42 / CUSIP: 90011OAC4	U.S.\$318,763,000	U.S.\$300,000,000	U.S.\$1,011.25	0.905776

Pursuant to the terms of the Tender Offer, the deadline to withdraw tendered Notes expired at the Early Tender Deadline and all Notes validly tendered prior to the Early Tender Deadline may no longer be withdrawn.

Although the Tender Offer will finally expire at 5:00 p.m. (New York City time) on 5 June 2024, unless extended by the Company (such time and date, as the same may be extended, the "Expiration Deadline"), as the aggregate principal amount of the Notes tendered at or prior to the Early Tender Deadline was greater than the Maximum Acceptance Amount, no Notes tendered after the Early Tender Deadline will be accepted for purchase. Because the Tender Offer was oversubscribed, the Company has accepted Notes for purchase on a prorated basis (as described in the Tender Offer Memorandum). If such proration and rounding down would result in (i) the relevant Holder transferring Notes to the Company in a principal amount of less than the Minimum Denomination, or (ii) Notes in a principal amount of less than the Minimum Denomination being returned to a Holder, then the Company has, in its sole and absolute discretion, purchased all of such Holder's validly tendered Notes, without applying proration.

## **Payment Dates**

The Early Payment Date for payment of the Early Tender Offer Consideration and the Accrued Interest Amount in respect of all Notes validly tendered and not validly withdrawn at or prior to the Early Tender Deadline and accepted for purchase by the Company is expected to take place on or around 22 May 2024. Notes not accepted for purchase will be credited on the Settlement Date to the account of the registered holder of such Notes with the relevant Clearing

System (as defined in the Tender Offer Memorandum) and otherwise returned in accordance with the Tender Offer Memorandum.

#### **Further Information**

A complete description of the terms and conditions of the Tender Offer is set out in the Tender Offer Memorandum.

## Requests for information in relation to the Tender Offer should be directed to:

The Dealer Manager

## J.P. Morgan Securities plc

25 Bank Street Canary Wharf London E14 5JP United Kingdom

Telephone: +44 20 7134 2468

Email: em\_europe\_lm@jpmorgan.com Attention: Liability Management

Requests for information in relation to the procedures for tendering Notes and participating in the Tender Offer and the submission of a Tender Instruction should be directed to the Information and Tender Agent:

The Information and Tender Agent

## Citibank N.A., London Branch

Citigroup Centre Canada Square London E14 5LB United Kingdom Tel: +44 20 7508 3867

E-mail: citiexchanges@citi.com Attention: Agency & Trust Team

Subject to the offer and distribution restrictions, the Tender Offer Memorandum and any further announcements and amendments related to the Tender Offer may be obtained from the Tender Offer Website maintained by the Information and Tender Agent: <a href="https://debtxportal.issuerservices.citigroup.com/">https://debtxportal.issuerservices.citigroup.com/</a>

### **DISCLAIMER**

This announcement must be read in conjunction with the Tender Offer Memorandum. No offer or invitation to acquire or exchange any Notes is being made pursuant to this announcement. This announcement and the Tender Offer Memorandum contain important information, which must be read carefully before any decision is made with respect to the Tender Offer. If any Noteholder is in any doubt as to the action it should take, such holder is recommended to immediately seek its own financial advice, including tax advice relating to the consequences resulting from the Tender Offer, from its stockbroker, bank manager, solicitor, accountant or other independent financial or legal advisor. Any individual or company whose Notes are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender such Notes pursuant to the Tender Offer. None of the Company, the Dealer Manager, the Information and Tender Agent or any of their respective affiliates makes any recommendation as to whether or not any Noteholders should tender their Notes pursuant to the Tender Offer.

## OFFER AND DISTRIBUTION RESTRICTIONS

This announcement, the Tender Offer Memorandum and any related documents do not constitute an offer to buy or a solicitation or an invitation to offer to sell Notes in any jurisdiction in which, or to or from any persons to or from whom, such solicitation or invitation is unlawful, and offers to sell will not be accepted from Noteholders located or resident in any jurisdiction in which such solicitation or offer is unlawful. If a jurisdiction requires the Tender Offer to be made by a licensed broker or dealer and the Dealer Manager or any of its respective affiliates is such a licensed

broker or dealer in such jurisdiction, the Tender Offer shall be deemed to be made by the Dealer Manager or affiliate (as applicable) on behalf of the Company in such jurisdiction.

Each Noteholder participating in the Tender Offer will be deemed to give certain representations in respect of the jurisdictions referred to in the Tender Offer Memorandum and generally as set out in the section of the Tender Offer Memorandum entitled "*Procedures for Tendering Notes*". Any tender of Notes for purchase pursuant to the Tender Offer from a Noteholder that is unable to make these representations will not be accepted. Each of the Company, the Dealer Manager and the Information and Tender Agent reserves the right, in its absolute discretion, to investigate, in relation to any tender of Notes for purchase pursuant to the Tender Offer, whether any such representation given by a Noteholder is correct and, if such investigation is undertaken and as a result the Company determines (for any reason) that such representation is not correct, such tender of Notes shall not be accepted.

#### Türkiye

The Tender Offer is not being made, directly or indirectly, in the Republic of Türkiye. The offering of the Notes on their original issue date was authorised by the Capital Markets Board of Türkiye ("CMB") only for the purpose of the issuance and sale of the Notes outside Türkiye in accordance with Article 15(b) of Decree 32 on the Protection of the Value of the Turkish Currency (as amended from time to time) ("Decree 32") and the Communiqué No. II-31.1 on the Debt Instruments (which was then amended as Communiqué No. VII-128.8 on the Debt Instruments (as amended from time to time)). The CMB authorised the original offering of the Notes on the basis that, following the primary sale of the Notes, no transaction that may be deemed as a sale of the Notes (or any beneficial interests therein) in Türkiye by way of private placement or public offering may be engaged in. Pursuant to Article 15(d)(ii) of Decree 32, there is no restriction on the purchase or sale of the Notes (or beneficial interests therein) in offshore transactions by existing Noteholders resident in the Republic of Türkiye, provided that such sale or purchase is made through licensed banks authorised by the Banking Regulation and Supervision Authority ("BRSA") and/or licensed brokerage institutions authorised pursuant to CMB regulations and the Early Tender Offer Consideration or the Tender Offer Consideration, as applicable, is transferred through such licensed banks.

Accordingly, existing Noteholders resident in the Republic of Türkiye may participate in the Tender Offer provided that the sale of the Notes is made through licensed banks authorised by the BRSA and/or licensed brokerage institutions authorised pursuant to CMB regulations and the Early Tender Offer Consideration or the Tender Offer Consideration, as applicable, is transferred through such licensed banks. This announcement is not an advertisement and does not constitute or form part of and should not be construed as, an offer to sell or the solicitation of an offer to buy the Notes in the Tender Offer within the Republic of Türkiye. This announcement, nor any other such offering material has been or will be submitted for clearance or approval to the Borsa Istanbul A.Ş. or the CMB or any other regulatory authority in the Republic of Türkiye.

#### France

The Tender Offer is not being made, directly or indirectly, to the public in the Republic of France ("France"). None of this announcement, the Tender Offer Memorandum nor any other document or material relating to the Tender Offer has been or shall be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties (personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers) and/or (ii) qualified investors (investisseurs qualifiés) with the exception of individuals, acting for their own account, all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 of the French Code monétaire et financier, are eligible to participate in the Tender Offer.

None of this announcement, the Tender Offer Memorandum nor any other offering material relating to the Tender Offer has been or will be submitted for clearance to the *Autorité des Marchés Financiers*.

#### Italy

None of the Tender Offer, this announcement, the Tender Offer Memorandum or any other documents or materials relating to the Tender Offer have been submitted to the clearance procedures of the *Commissione Nazionale per le Società e la Borsa* ("CONSOB") pursuant to Italian laws and regulations.

The Tender Offer is being carried out in the Republic of Italy ("Italy") as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the "Financial Services Act")

and article 35-bis, paragraph 4, of CONSOB Regulation No. 11971 of 14 May 1999, as amended (the "Issuers' Regulation").

Noteholders or beneficial owners of the Notes may tender their Notes in the Tender Offer through authorised intermediaries (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority.

Each intermediary must comply with the applicable laws and regulations concerning information duties  $vis-\dot{a}-vis$  its clients in connection with the Notes or the Tender Offer.

### United Kingdom

The communication of this announcement, the Tender Offer Memorandum and any other documents or materials relating to the Tender Offer is not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000 (the "FSMA"). Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials is exempt from the restriction on financial promotions under section 21 of the FSMA on the basis that it is only directed at and may only be communicated to (1) those persons who are existing members or creditors of the Company or other persons within Article 43 of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") and (2) to any other persons to whom these documents and/or materials may lawfully be communicated (such persons together being the "relevant persons"). This announcement and the Tender Offer Memorandum is only available to relevant persons and the transactions contemplated herein and therein will be available only to, and engaged in only with, relevant persons, and this announcement and the Tender Offer Memorandum must not be relied or acted upon by persons other than relevant persons.