

TÜRK TELEKOMÜNİKASYON ANONİM ŞİRKETİ
AMANDMENT TO THE ARTICLES OF ASSOCIATION

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	SHAREHOLDERS	AMOUNT (TL)	TYPE	NUMBER OF SHARES	SHARE
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	Türkiye 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;

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GROUP	SHAREHOLDERS	AMOUNT (TL)	TYPE	NUMBER OF SHARES	SHARE
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B	Türkiye Wealth Fund	174,988,115.015	Bearer	17,498,811,501.50	5%
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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 and Infrastructure.	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 and Infrastructure.
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