

TÜRK TELEKOMÜNİKASYON A.Ş.

Corporate Governance Information Form

2018 - Annual Notification

Summary Info

2018 Corporate Governance Information Form

1. SHAREHOLDERS

Related Companies 0

Related Funds 0

1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	Investor relations participated in 13 investor conferences and 3 roadshows in various locations, particularly in the United States of America and United Kingdom in 2018. A total of 261 equity and bond investors were met during these events. Including many meetings in İstanbul in 2018, Türk Telekom investor relations had the opportunity to meet 350 equity and bond investors in total.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	No requests were made for the appointment of a special auditor in the reporting period.
The number of special audit requests that were accepted at the General Shareholders' Meeting	None
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	https://www.kap.org.tr/en/Bildirim/679100 https://www.kap.org.tr/en/Bildirim/685748 https://www.kap.org.tr/en/Bildirim/690310 https://www.kap.org.tr/en/Bildirim/690726 https://www.kap.org.tr/en/Bildirim/696557 https://www.kap.org.tr/en/Bildirim/696639
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Documents are also shared simultaneously on Public Disclosure Platform (KAP) and on the company's investor relations website in English.
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	No such transaction took place during the year.
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communiqué on Corporate Governance (II-17.1)	No such transaction took place during the year.

The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	https://www.kap.org.tr/en/Bildirim/684154
The name of the section on the corporate website that demonstrates the donation policy of the company	http://www.ttyatirimciiliskileri.com.tr/ "Corporate Governance" / "Policies" http://www.ttyatirimciiliskileri.com.tr/en-us/corporate-governance/pages/policies.aspx
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	https://www.kap.org.tr/tr/Bildirim/362901
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	There is no such provision in the articles of association
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	There was no participation in General Assemblies held in 2018 except by shareholders.
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Hayır (No)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	-
The percentage of ownership of the largest shareholder	% 55
1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	There is no provision in the Articles of Association to grant minority rights to shareholders who have less than one twentieth of the capital. However, compliance with the use of minority rights within the scope of TTK and CMB regulations is ensured.
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	http://www.ttyatirimciiliskileri.com.tr/ "Corporate Governance" / "Policies" http://www.ttyatirimciiliskileri.com.tr/en-us/corporate-governance/pages/policies.aspx
	Accordingly, - Our Company's profit generated as a result of its activities performed between dates 01/01/2017 – 31/12/2017 according to the independently audited consolidated financial tables prepared in accordance with the provisions of “CMB Communique About Financial Reporting in Capital Markets

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
28/05/2018		% 95	% 0	% 95	Corporate Governance/ General Assembly Meeting Informations	Corporate Governance/ General Assembly Meeting Informations	-	0	https://www.kap.org.tr/tr/Bildirim/685748
19/07/2018		% 95	% 0	% 95	Corporate Governance/ General Assembly Meeting Informations	Corporate Governance/ General Assembly Meeting Informations	-	0	https://www.kap.org.tr/tr/Bildirim/696639

2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	http://www.ttyatirimciiliskileri.com.tr/en-us/pages/default.aspx Türk Telekom Group - Ownership Structure, Announcements and Disclosures Corporate Governance - Board of Directors, Committees, Senior Management, Insiders with Administrative Responsibilities , Corporate Governance Compliance Report, Corporate Governance Rating, General Assembly Meeting Information, Articles of Association and Trade Registry Information, Internal Audit and Risk Management, Related Party Transactions, Code of Ethics, Policies, Independent Auditor
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	http://www.ttyatirimciiliskileri.com.tr/en-us/turk-telekom-group/investing-in-turk-telekom/pages/ownership-structure.aspx
List of languages for which the website is available	Turkish, English
2.2. Annual Report	
The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	Corporate Governance Principles Compliance Report section
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	Corporate Governance Principles Compliance Report section

c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	Corporate Governance Principles Compliance Report section
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	There was no legislative amendments that could significantly affect the Company's operations in 2018.
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	Consolidated Independent Audit Report / Commitment and Obligations
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	Corporate Governance Principles Compliance Report Section / Other information according to the legislation
f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	Corporate Governance Principles Compliance Report section
g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results	Sustainability and Corporate Social Responsibility and Corporate Governance Principles Compliance Report Section

3. STAKEHOLDERS

3. STAKEHOLDERS	
3.1. Corporation's Policy on Stakeholders	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	<a "policies"="" corporate="" governance"="" href="http://www.ttyatirimciiliskileri.com.tr / ">http://www.ttyatirimciiliskileri.com.tr / "Corporate Governance" / "Policies" http://www.ttyatirimciiliskileri.com.tr/en-us/corporate-governance/pages/policies.aspx
The number of definitive convictions the company was subject to in relation to breach of employee rights	-
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Business Ethics Committee
The contact detail of the company alert mechanism	etik@turktelekom.com.tr http://www.ttyatirimciiliskileri.com.tr/en-us/corporate-governance/pages/corporate-governance-committee-communication-form
3.2. Supporting the Participation of the Stakeholders in the Corporation's Management	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	Corporate Governance Principles Compliance Report Section
Corporate bodies where employees are actually represented	Türkiye Haber-İş Union
3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	Human Resources Policy: In cases for executive position changes that might lead to disruptions in company management, back up plans are prepared for the determination of the new managers to be appointed.
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	<a "policies"="" corporate="" governance"="" href="http://www.ttyatirimciiliskileri.com.tr / ">http://www.ttyatirimciiliskileri.com.tr / "Corporate Governance" / "Policies" http://www.ttyatirimciiliskileri.com.tr/en-us/corporate-governance/pages/policies.aspx Employment Policy Türk Telekom to recruit its employees on long term basis as a principle provide rapid, high quality and economic services with regard to technological developments, financial and economic conditions and sectoral changes in its field of activity. Continuous success of Türk Telekom depends on the ability of its employees to adapt rapidly and efficiently to changing conditions of the sector, as well as their flexibility in this respect. Our employees via their superior skills, competence and experience help the Company to become one of the leading companies in the world. Türk Telekom supports on-the-job training by programs carried in cooperation with regulatory and supervisory agencies and

	as the universities and provides employment opportunity within this framework. Our company asserts its claim of being the most preferred company to work for by sharing pride of being a Türk Telekom employee with young talent from universities and professionals outside the company. Recruitment criteria are determined and documented in written form and that criteria should be followed. Türk Telekom provides equal recruitment and career planning opportunity to its applicants.
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)
The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	http://www.ttyatirimciiliskileri.com.tr/ "Corporate Governance" / "Policies" http://www.ttyatirimciiliskileri.com.tr/en-us/corporate-governance/pages/policies.aspx Human Resources Türk Telekom maintains all its business processes with an approach that respects universal human rights principles and equality of opportunity to all. Türk Telekom also respects and supports freedom of association and speech, and the right of unionization and collective bargaining. Our company takes measures to avoid racial, religious, language and gender discrimination among employees and to protect employees against physical, mental and emotional harassment within the workplace, that are contrary to human rights. Discrimination acts on grounds of age, language, race, ethnicity, national state of health, gender, marital status, religion, sect or denomination, political thought and philosophical beliefs among acts and misconducts that necessitate a disciplinary penalty according to disciplinary principles of the company. Türk Telekom takes measures for the protection of personal information and information privacy. It also monitors the compliance of the Company's practices with laws and regulations regarding working hours, overtime hours, forced and compulsory labour. Child labor, forced labor, illegal immigrants, and foreigners without work permit are forbidden to work at Türk Telekom and the compliance is audited by public authorities.
The number of definitive convictions the company is subject to in relation to health and safety measures	5
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	http://www.ttyatirimciiliskileri.com.tr/ "Corporate Governance" / "Code of Ethics" http://www.ttyatirimciiliskileri.com.tr/en-us/corporate-governance/pages/policies.aspx
The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.	The Company carries out many social responsibility projects such as "Easy Life With The Internet", "Phone Library", "Daylight", "Voice Steps". A dedicated unit has been set for social responsibility under the Corporate Communication Department.
Any measures combating any kind of corruption including embezzlement and bribery	Anti-Corruption measures are included in the Code of Ethics

4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	-
Whether the board evaluation was externally facilitated	Hayır (No)
Whether all board members released from their duties at the GSM	Evet (Yes)
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	3 individuals jointly represent and bind our company in the broadest terms on all kind of matters as below: - Eyüp Engin, Member of the Board of Directors nominated by Group A Shareholder, - One of the Independent Board Members nominated by Group B Shareholder, - Member of Board of Directors representing Group C Privileged Share
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	Number of reports submitted to the Committee and Board of Directors is 6
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	Assessments of the Board of Directors Section
Name of the Chairman	Dr. Ömer Fatih Sayan
Name of the CEO	Dr. Boulos H.B. Doany
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	Not the same person
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	https://www.kap.org.tr/en/Bildirim/723758
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	-
The number and ratio of female directors within the Board of Directors	0

Composition of Board of Directors

Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	The First Election Date To Board	Link To PDP Notification That Includes The Independency Declaration	Whether the Independent Director Considered By The Nomination Committee	Whether She/He is the Director Who Ceased to Satisfy The Independence or Not	Whether The Director Has At Least 5 Years' Experience On Audit, Accounting And/OR Finance Or Not
Dr. Ömer Fatih Sayan	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	04/09/2018		Değerlendirilmedi (Not considered)	Hayır (No)	Hayır (No)
Eyüp Engin	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	22/12/2018		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Bülent Aksu	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	02/11/2018		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Yiğit Bulut	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	06/05/2014	https://www.kap.org.tr/Bildirim/358251	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
Hakan Aran	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	22/12/2018		Değerlendirilmedi (Not considered)	Hayır (No)	Hayır (No)
Selim Dursun	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	04/09/2018	https://www.kap.org.tr/Bildirim/708083	Değerlendirildi (Considered)	Hayır (No)	Hayır (No)
Dr. Nureddin Nebati	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	02/11/2018	https://www.kap.org.tr/Bildirim/728732	Değerlendirildi (Considered)	Hayır (No)	Hayır (No)
Dr. Muammer Cüneyt Sezgin	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	22/12/2018		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)				Hayır (No)	Hayır (No)

Emre Derman	Non-executive) independent director)	Not independent director)	25/01/ 2019	Değerlendirilmedi (Not considered)		
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4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical board meetings in the reporting period (meetings in person)	2
Director average attendance rate at board meetings	% 98
Whether the board uses an electronic portal to support its work or not	Hayır (No)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	10 days
The name of the section on the corporate website that demonstrates information about the board charter	Article 12 of the Company's Articles of Association. http://www.ttyatirimciiliskileri.com.tr/ "Corporate Governance" / "Articles of Association and Trade Registry Information" http://www.ttyatirimciiliskileri.com.tr/en-us/corporate-governance/pages/articles-of-association-trade-registry-information.aspx
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	-
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Board of Directors' Committees and Corporate Governance Principles Compliance Report Sector
Link(s) to the PDP announcement(s) with the board committee charters	Audit Committee: https://www.kap.org.tr/en/Bildirim/659174 Nomination and Remuneration Committee: https://www.kap.org.tr/en/Bildirim/741628 Early Identification and Management of Risks Committee : https://www.kap.org.tr/tr/Bildirim/304033 Corporate Governance Committee : https://www.kap.org.tr/en/Bildirim/741628

Composition of Board Committees-I

Names Of The Board Committees	Name Of Committees Defined As "Other " In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Dr. Nureddin Nebati	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Selim Dursun	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Dr. Muammer Cüneyt Sezgin	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Sabriye Gözde Çullas	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Denetim Komitesi (Audit Committee)		Yiğit Bulut	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Selim Dursun	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Yiğit Bulut	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Bülent Aksu	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Hakan Aran	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Nomination and Remuneration Committee	Yiğit Bulut	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Nomination and Remuneration Committee	Dr. Ömer Fatih Sayan	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Nomination and Remuneration Committee	Dr. Muammer Cüneyt Sezgin	Hayır (No)	Yönetim kurulu üyesi (Board member)

4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	Annual Report / Corporate Governance Principles Com Report Section http://www.ttyatirimciiliskileri.com.tr/en-us/corporate-governance/pages/audit-committee.aspx
Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)	Annual Report / Corporate Governance Principles Com Report Section http://www.ttyatirimciiliskileri.com.tr/en-us/corporate-governance/pages/corporate-governance-committee.aspx
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	"Annual Report / Corporate Governance Principles Rep http://www.ttyatirimciiliskileri.com.tr/en-us/corporate-governance/pages/nomination-and-remuneration-committee.aspx
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)	"Annual Report / Corporate Governance Principles Rep http://www.ttyatirimciiliskileri.com.tr/en-us/corporate-governance/pages/early-identification-and-management-of-risks-and-com "
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	"Annual Report / Corporate Governance Principles Rep http://www.ttyatirimciiliskileri.com.tr/en-us/corporate-governance/pages/nomination-and-remuneration-committee.aspx
4.6. Financial Rights	
Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	Annual Report / Corporate Governance Principles Repo
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Corporate Governance / Policies http://www.ttyatirimciiliskileri.com.tr
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)	Annual Report / Corporate Governance Principles Repo Financial Right Provided to the Members of Board of Dir to the Senior Executives "

Composition of Board Committees-II

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Re Activities Submit Board
Denetim Komitesi (Audit Committee)		% 100	% 100	4	

Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 75	% 50	9	
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 100	% 33	5	
Diğer (Other)	Nomination and Remuneration Committee	% 100	% 33	-	