

**TÜRK TELEKOMÜNİKASYON A.Ş.**

**AGENDA FOR ORDINARY GENERAL ASSEMBLY MEETING 2017**

**ON 27.04.2018**

1. Opening and Election of the Chairmanship Committee,
2. Authorizing the Chairmanship Committee to sign the Minutes of the General Assembly Meeting and the List of Attendees,
3. Reading the Board of Directors Annual Report for the year 2017,
4. Reading the Auditor's Report for the year 2017,
5. Reading, discussing and approving the Balance Sheet and Profit/Loss Accounts for the year 2017,
6. Releasing the Members of the Board of Directors for the operations and transactions of our Company during 2017,
7. Defining the salaries of the Members of the Board of Directors,
8. Defining the salaries of the Members of the Statutory Audit Board,
9. Discussing and resolving on the proposal of the Board of Directors regarding the distribution of the profit generated in 2017,
10. Election of the Auditor for the purpose of auditing our Company's operations and accounts for the year 2018 pursuant to Article 399 of Turkish Commercial Code and Article 17/A of the Articles of Association of our Company,
11. Informing the General Assembly about the donations and aids made in 2017,
12. Informing the General Assembly about the guarantees, pledges and mortgages given by our Company in 2017 in favour of third parties, and about revenues or interests generated,
13. Informing the General Assembly of the changes that have material impact on the management and the activities of our Company and its subsidiaries and that were realized within the previous fiscal year or being planned for the following fiscal year and of the reasons of such changes, pursuant to the of Capital Markets Board Corporate Governance Principle No:1.3.1 (b),
14. Informing the General Assembly of the transactions of the controlling shareholders, the Board of Directors Members, the executives who are under administrative liability, their spouses and their relatives by blood and marriage up to the second degree that are performed within the year 2017 relating to make a material transaction which may cause conflict of interest for the Company or Company's subsidiaries and/or 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 an unlimited partner to the companies operating in the same kind of fields of activity in accordance with the Capital Markets Board Corporate Governance Principle No:1.3.6,

- 15.** Informing the general assembly regarding the “Remuneration Policy” for the Board of Directors Members and the Senior Executives in accordance with the Capital Markets Board Corporate Governance Principle No:4.6.2,
- 16.** Informing the general assembly regarding the “Disclosure Policy” pursuant to article 17 of the Capital Markets Board Communiqué On Material Events Disclosure No: II-15.1,
- 17.** Discussing and voting for authorizing the Board of Directors or person(s) designated by the Board of Directors for company acquisitions to be made by our Company or its subsidiaries until the next ordinary general assembly meeting up to 500 Million Euros which will be separately valid for each acquisition,
- 18.** Discussing and voting for authorizing the Board of Directors to establish Special Purpose Vehicle(s) when required for above mentioned acquisitions,
- 19.** 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,
- 20.** Comments and Closing.