

**INFORMATION DOCUMENT REGARDING
TURKCELL İLETİŞİM HİZMETLERİ ANONİM ŞİRKETİ
ANNUAL GENERAL ASSEMBLY MEETING
to be held on 12 SEPTEMBER 2019**

The Annual General Assembly Meeting pertaining to year 2018 of our Company shall be held on 12 September 2019 at 10.00hrs at Aydınevler Mahallesi, İnönü Caddesi, No:20/36, C Blok, Conference Hall, Küçükyalı Ofispark, 34854, Maltepe/İstanbul.

Pursuant to Article 417 of the Turkish Commercial Code and the provisions of the Communiqué on Principles regarding Keeping Records as to Dematerialized Capital Market Instruments, numbered II-13.1, the list of those holding electronically registered shares who are entitled to attend the general assembly shall be composed according to the Shareholders Table which will be provided by the Central Registry Agency. Additional information can be obtained from the CRA and is also available on: www.mkk.com.tr

Pursuant to Article 415 of the Turkish Commercial Code, our shareholders or their representatives, who are listed in the list of attendees and whose shares are duly registered to CRA shall be entitled to attend the Ordinary General Assembly Meeting. Real persons shall be required to present their ID's and legal person representatives shall be required to present their powers of attorney.

Shareholders, who have electronic signature, may electronically attend the Annual General Assembly meeting, and may have the necessary information regarding participating in General Assembly from the CRA and also electronically on: www.mkk.com.tr.

Shareholders, who will not be able to attend the meeting in person and hence will use their voting rights through a representative, must grant a power of attorney to a representative, identical to the sample given below or obtain the sample form from our head office or from the link: www.turkcell.com.tr, and submit the power of attorney of which signature is certified by a public notary to the Company's head office; which conforms the requirements stipulated under the Communiqué on Voting by Proxy and Proxy Solicitation, numbered II-30.1 of the Capital Markets Board.

Our Company's Financial Report and Independent Auditor's Report regarding the fiscal year 2018, Articles of Association Amendment Text, Dividend Distribution Proposal and Information Document will be ready for our shareholders' review, twenty-one (21) days before the date of the meeting at our head office and on the link: www.turkcell.com.tr.

Respectfully submitted to the attention of the Shareholders.

OUR SUPPLEMENTARY EXPLANATIONS UNDER THE CONTEXT OF CAPITAL MARKETS BOARD REGULATIONS

Our explanations necessary to be done as per the Communiqué Series II, No: 17.1 “Communiqué on the Determination and Implementation of Corporate Governance Principles” are presented below for your information.

a) Total shares and voting rights reflecting the shareholding structure of the company as of the announcement date 08/08/2019:

Our Company’s shareholding structure and voting rights as per our Company’s share ledger as of 08/08/2019 are presented in the following table for your kind information.

Name of shareholder	Nominal Amount of Participation (TRY)	Percentage (%)
ÇUKUROVA HOLDİNG A. Ş.	995.509,43	0,05%
TURKCELL HOLDİNG A .Ş.	1.122.000.000,24	51,00%
PUBLICLY HELD	1.077.004.490,333	48,95%
TOTAL	2.200.000.000,000	100,00%

Our company was founded on 05.10.1993 with a capital of TRY-120.000; and, as a public company is subject to the Capital Market Law No. 6362 and all its shares are registered. As of today our issued share capital is TRY-2.200.000.000 under registered share capital ceiling of TRY-2.200.000.000 consisted of 2.200.000.000 shares with a nominal value of TRY-1,00. Registered capital system was adopted with the permission dated 13.04.2000 and number 40/572 by the Capital Markets Board. Our company has no privileged share group.

b) Any changes in the management and operational activities of the Company and major subsidiaries and affiliates of the Company realized during previous accounting period and those planned for the next accounting period to significantly affect company activities, and reasons of these changes:

There are no significant changes to affect the management and operational activities of the Company. On the other hand, regulatory disclosures made by our Company may be reached via <https://www.turkcell.com.tr/en/aboutus/investor-relations/announcements> in our website and through following web address: <http://www.kap.gov.tr/yay/ek/index.aspx>.

c) If there is dismissal, replacement or election of Board of Directors members on the general assembly meeting agenda; reasons of dismissal and replacement; curriculum vitae, missions carried out within the last ten years and reasons of dismissal of persons whose nomination for candidate for member of the Board of Directors have been submitted to the company; their relationship with the company and its related parties and nature of the relationship and its level of materiality, whether or not the candidate meets the independency criteria and information related to matters, which may affect the company business in case the candidates are elected as members of the Board of Directors:

Approval of appointment of newly elected board members due to the vacancies in board memberships within the scope of Article 363 of the TCC as well as election of Board of Directors members are stipulated under item 9 of the General Assembly Meeting Agenda.

Currently, three independent board members are at the board of directors, who have been appointed by CMB in order to ensure the compliance with the corporate governance principles, for holding this office until duly election of independent board members in place of them or until adoption of a new resolution related thereto by the CMB. In addition to these members and in place of the board members whose duty periods have been expired but their successors could not be elected by the shareholders, CMB has appointed four board members, who meet independency criteria and for holding this office until election of new members by the Company's General Shareholders' Meeting in compliance with the legislation or appointment - by the CMB. Upon the proposal of shareholders, three new board members were elected at the Ordinary General Assembly dated 29 March 2019 in lieu of three of four board members meeting independence criteria. Following resignation of two board members on 11 July 2018 and 8 March 2019, two new board members were elected with the resolutions of the board of directors dated 7 March 2019 and 8 March 2019 as per Article 363 of the TCC.

d) Written Requests of Shareholders submitted to the Investor Relations Department related to adding articles to the agenda, if the agenda requests of shareholders are refused by the Board of Directors, the refused requests and refusal reasons:

There is no request.

e) In the event that the Agenda includes an article about the amendment of the Articles of Association, the relevant decision of the Board of Directors with previous and new forms of amendments to Articles of Association:

Amendment of Articles of Association is stipulated under agenda item 8 of the General Assembly Meeting agenda.

With the decision of the Board of Directors of our Company, numbered 1587 and dated 30 April 2019 and in order to ensure compliance with the Turkish Commercial Code and capital markets legislations, with the requisite of necessary permissions by the CMB and the Ministry of Customs and Trade are obtained; it has been decided with the unanimous votes of attending members, to amend articles 3, 4, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 21, 24, 25 and 26 of the Company's Articles of Association; and to amend article 6 titled "Capital" of our Company's Articles of Association in order to ensure compliance with provisions stipulated by Capital Markets Board Serial II No: 18.1, Communiqué about Principles Regarding Registered Capital System, preserving the Company Registered Capital as it is, to determine a new 5 years' term, by obtaining authorization from the General Assembly. (**Annex: 1**)

Necessary application has been made for CMB's assent on 03/05/2019 and CMB gave the permission on 23/05/2019. The application in order to receive the necessary permission from the Ministry of Trade was made and the Ministry of Trade gave the permission regarding amendments of Articles of Association on 28/05/2019.

Annex: 1 Amendment to Articles of Association

Annex: 2 Financial Reports, Board of Directors' Annual Report and Independent Audit Report for 2018 can be followed from the below link: <https://www.turkcell.com.tr/en/aboutus/investor-relations/quarterly-results>

Annex: 3 Decision of the Board of Directors regarding Election of the Independent Auditor for 2019

Annex: 4 Dividend distribution proposal and its annex, dividend distribution table

Annex: 5 Board of Directors resolutions regarding member appointments issued within the scope of Article 363 of the TCC

**ANNEX:1 AMENDMENT
TO ARTICLES OF
ASSOCIATION**

TURKCELL İLETİŞİM HİZMETLERİ A.Ş.
THE RESOLUTION OF THE BOARD OF DIRECTORS

Number of Resolution : 1587
Date of Resolution : 30 April 2019
Members of the Board of Directors : AHMET AKÇA
MEHMET HİLMİ GÜLER
ATİLLA KOÇ
BÜLENT AKSU
HÜSEYİN AYDIN
INGRID MARIA STENMARK
MUSTAFA KIRAL

MURAT ERKAN (CEO)

The Board of Directors of the Company convened on 30 April 2019 and the following was resolved;

It was resolved to amend Articles 3, 4, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 21, 24, 25 and 26 of our Company's Articles of Association in accordance with the principles of Turkish Commercial Code, Capital Markets Code and related legislation;

and to amend Article 6 of our Company which is "Share Capital" with the purpose to get approval from the general assembly for another 5 (five) years by keeping the current ceiling of the Company's registered capital since the period of our Company's registered capital ceiling ceased by the end of 2012, in accordance with the Communiqué on Registered Capital System numbered II-18.1; and to authorize the Management to execute necessary transactions in this respect.

AHMET AKÇA
Chairman

MEHMET HİLMİ GÜLER
Member

ATİLLA KOÇ
Member

BÜLENT AKSU
Member

HÜSEYİN AYDIN
Member

INGRID MARIA STENMARK
Member

MUSTAFA KIRAL
Member

TURKCELL İLETİŞİM HİZMETLERİ A.Ş.
AMENDMENT ON ARTICLES OF ASSOCIATION

CURRENT VERSION	AMENDED VERSION
<p>ARTICLE 3 - PURPOSE AND SUBJECT-MATTER</p> <p>The Company is incorporated primarily for the provision of any telephone, telecommunication and similar services in compliance with the Telegraph and Telephone Law number 406 and services stated in the GSM Pan Europe Mobile Telephone System bid that was signed with the Ministry of Transportation and to operate within the authorization regarding the IMT-2000/UMTS services and the infrastructure.</p> <p>In order to achieve the above-mentioned subject matter, the Company may:</p> <ol style="list-style-type: none"> 1) enter into service, proxy, agency, commission agreements, undertakings and any other agreements within the purpose and the subject-matter of the Company and within this scope obtain short, middle and long term credits and loans or issue, accept and endorse bonds, extend credits to the companies in Turkey and abroad, in which it has direct or indirect shareholding interest, to its main company and group companies, in Turkish Lira or other foreign currencies, on condition that such extensions do not contradict with laws and regulations. 2) cooperate, establish new partnerships or companies or enterprises with existing or future local or foreign individuals or legal entities; completely or partially acquire local or foreign companies or enterprises, participate in share capitals of such companies or enterprises, establish representative offices in Turkey and abroad, participate in foundations constituted for various purposes, reserve part of the profit for or be authorized to pay dividends and make donations to this kind of real or legal person and in the event a donation is made or part of the profits is reserved for foundations or this kind of real or legal entity, the rules provided by the Capital Markets Board will be complied with and the notifications required by the Capital Markets Board will be made, 3) issue, acquire, sell, create security over or to perform any other legal actions of all kind of securities, commercial papers, profit sharing instruments, bond and convertible bonds via board resolutions under the conditions authorized by the relevant legislation provided that such actions are not qualified as brokerage activities and portfolio management; 4) enter into licence, concession, trademark, know-how, technical information and assistance and any other intellectual property right agreements and acquire and give a license to such rights and register them; 5) acquire, lease, rent and sell of all types of movable and immovable property; construct plant or any other buildings; enter into financial leasing agreements; acquire any of the personal or property rights regarding movable and immovable property, including but not limited to, promise to sell, pledges, mortgages and commercial business pledges; register them in title deeds; accept mortgage from third parties; discharge pledges and mortgages created in favour of the Company; create security over movable and immovable properties owned by the Company, including creation of mortgage, pledge and commercial enterprises pledge, on its own or in favour of the companies which are fully consolidated in financial statements of the Company or in favour of the third parties' on condition that the context of the ordinary business operations of the Company directly requires, as necessitated by the purpose and subject matter of the Company, provided that the Company shall comply with the principles regulated in accordance with the capital markets legislation regarding the transactions of providing guarantees or pledges including mortgages to third parties and disclosures necessary in accordance with the Capital Market Board within the scope of special circumstances, be made in order to inform investors in transactions to be performed in favour of third parties. 6) enter into other enterprises, relevant transactions and agreements necessitated by the purpose and the subject matter of the Company; 	<p>ARTICLE 3 - SCOPE OF BUSINESS</p> <p>The Company is incorporated to primarily provide the services authorized within the context of <u>concession agreements signed with the Information and Communications Technologies with regard to "Granting License of Establishing and Operating GSM Pan Europe Mobile Telephone System", "Establishing, Operating and Providing IMT-2000/UMTS Infrastructures and Services" and "Authorization Certificate for Limited Usage Rights with regard to IMT Services" and any other services authorized pursuant to relevant legislation and regulatory decrees.</u></p> <p>In order to achieve the above-mentioned <u>scope of business</u>, the Company may:</p> <ol style="list-style-type: none"> 1) enter into service, proxy, agency, commission agreements, undertakings and any other agreements within the purpose and the subject-matter of the Company and within this scope obtain short, middle and long term credits and loans or issue, accept and endorse bonds, extend credits to the companies in Turkey and abroad, in which it has direct or indirect shareholding interest, to its main company and group companies, in Turkish Lira or other foreign currencies, <i>on condition that such extensions do not contradict with laws and regulations</i>; 2) cooperate, establish new partnerships or companies or enterprises with existing or future local or foreign individuals or legal entities; completely or partially acquire local or foreign companies or enterprises, participate in share capitals of such companies or enterprises, establish representative offices in Turkey and abroad, participate in foundations constituted for various purposes, <u>reserve assets to those foundations which are or will be established by the Company or to those already established by others</u>, reserve part of the profit for or be authorized to pay dividends and make <u>all kind of donations and aids</u> to this kind of real or legal person <u>without vitiating its purpose and subject matter and provided that, those are not contrary to transfer pricing regulations of Capital Market Law and other related legislation, necessary public disclosures are made and donations made within a year are submitted to the shareholder's information at general assembly</u>; 3) issue, acquire, sell, create security over or to perform any other legal actions of all kind of securities, commercial papers, profit sharing instruments, bond and convertible bonds via board resolutions when authorized by the relevant legislation and <u>provided that such actions are not qualified as investment services and activities</u>; 4) enter into license, concession, trademark, know-how, technical information and assistance and any other intellectual property right agreements and acquire, lease and register them; 5) acquire, lease, rent and sell of all types of movable and immovable property; construct plant or any other buildings; enter into financial leasing agreements; acquire any of the personal or property rights regarding movable and immovable property, including but not limited to, promise to sell, pledges, mortgages and commercial business pledges; register them in title deeds; accept mortgage from third parties; discharge pledges and mortgages created in favour of the Company; create security over movable and immovable properties owned by the Company, including creation of mortgage, pledge and commercial enterprises pledge, on its own or in favour of the companies which are fully consolidated in financial statements of the Company or in favour of the third parties' on condition that the context of the ordinary business operations of the Company directly requires, as necessitated by the <u>scope of business</u> of the Company, provided that the Company shall comply with the principles regulated in accordance with the capital markets legislation regarding the transactions of providing guarantees or pledges including mortgages, to third parties and regarding disclosures necessary in accordance with the Capital Market Board in case of special circumstances, be made in order to inform investors in transactions to be performed in favour of third parties; 6) found other enterprises and enter into relevant transactions and agreements necessitated by the <u>scope of business</u> of the Company;

7) register SIM card trademark and symbol; sell, lease, re-purchase, re-sell the same; agree with dealers abroad or in the country for the sale of such cards; export same; import other SIM cards and perform all related actions;

In addition, if it is deemed appropriate and beneficial for the Company to perform any transactions other than those stated above, upon the proposal of the Board of Directors, the matter shall be submitted to the approval of the General Assembly and may be performed pursuant to the resolution of the General Assembly. In order for such changes to be effective, the permissions of the Foreign Investment Directorate, the Ministry of Industry and Commerce and the Capital Market Board shall be obtained, registered with the Trade Registry and announced in the Trade Registry Gazette as amendments to the Articles of Association.

ARTICLE 4 – HEADQUARTER AND BRANCHES

The Company shall be headquartered in Istanbul, at the address of Turkcell Plaza, Meşrutiyet Caddesi, No:153, Tepebaşı, Beyoğlu/Istanbul.

The new address, whenever changed, shall be registered with the Trade Registry and published in the Trade Registry Gazette and notified to the Capital Market Board and the Ministry of Industry and Commerce.

Any notification sent to the address registered and published shall be deemed as received by the Company. If the Company changes its address and does not register the new one in due time, the situation will be deemed as one of the termination causes of the Company.

The Company may open branches and representative offices in or outside Turkey provided that the Ministry of Industry and Commerce, Foreign Investment Directorate and the Capital Market Board are informed thereof.

ARTICLE 6 – SHARE CAPITAL

The registered capital of the Company is 2.200.000.000 (Twobilliontwohundred-million) New Turkish Liras, divided into registered shares of 2.200.000.000 (Two-billiontwohundredmillion), having a value of 1.- (One) New Turkish Liras each.

The Company's issued share capital, is 1,474,639,361 (Onebillionfourhundred-seventyfourmillionsixhundredandthirtyninethousandthreehundredandsixtyone) New Turkish Liras and fully paid in compliance with the Incentive and Investment Allowance Certificate of Foreign Capital General Directorate of the Undersecretariat of Treasury of the Prime Ministry of the Republic of Turkey dated 23 August 1993 and numbered 1746 and its special conditions dated 19.12.1994 and Incentive and Investment Allowance Certificate dated 6 November 1997 and 2741 numbered and its special conditions dated 16.07.1999, 16.12.1999 and 30.11.2000 and Incentive and Investment Allowance Certificate dated 26 February 2001 and 3704 numbered and is divided into 1,474,639,361 (Onebillion fourhundredandseventyfourmillionsixhundredandthirtyninethousandthreehundredandsixtyone) shares.

ARTICLE 7 - SHARE TRANSFER

Transfer of Shares is subject to the provisions of the Turkish Commercial Code, Capital Market Legislation and the Regulations on Value Added Telecommunications Services.

7) register SIM card trademark and symbol; sell, lease, re-purchase, re-sell the same; agree with dealers abroad or in the country for the sale of such cards; export same; import other SIM cards and perform all related actions.

The Company, by resolution of General Assembly may perform activities other than listed herein, by fulfilling related legal requirements and in condition that these activities are not in contradiction with legislation, which are related to or to be deemed expedient for its subject matter.

ARTICLE 4 – HEADQUARTER AND BRANCHES

The headquarters of the Company shall be in Istanbul, at the address of **Aydınevler Mahallesi, İnönü Caddesi, No:20, Küçükyalı Ofispark, 34854, Maltepe-İstanbul.**

The new address, whenever changed, shall be registered with the Trade Registry and published in the Turkish Trade Registry Gazette and notified to the Capital Market Board as well as the Ministry of Trade.

Any notification sent to the address registered and published shall be deemed as received by the Company. If the Company changes its address and does not register the new one in due time, the situation will be deemed as one of the liquidation causes of the Company.

The Company may open branches and representative offices in or outside Turkey provided that the Ministry of Trade, Foreign Investment Directorate and the Capital Market Board are informed thereof.

ARTICLE 6 – SHARE CAPITAL

The Company adopted the registered capital system according to the Capital Market Code and carried the said system into practice by Capital Market Board's permit dated 13.04.2000 and numbered 40/572.

The ceiling for registered capital of the Company is 2.200.000.000 (twobilliontwohundredmillion) TL and divided into registered share of 2.200.000.000 (two billiontwohundred million) having a value of 1,00 (one) Turkish Lira each.

The Company's issued share capital is 2.200.000.000 (twobilliontwohundred million) TL and fully paid and is divided into registered share of 2.200.000.000 (twobilliontwohundred million Turkish Lira) shares having a value of 1,00 (one) TL each.

The authorization of the ceiling of registered capital given by the Capital Market Board, shall be effective for the years between 2019-2023 (5 years). Even though the ceiling of the registered capital is not reached, after the year 2023, it is mandatory for the Board of Directors, to obtain permit of the General Assembly in order to pass a resolution to increase the capital by way of also having authorization of Capital Market Boards for the ceiling previously authorized or for a new ceiling amount which is not more than five years. In case the abovementioned authorization is not taken, capital increase cannot be made with a Board of Directors resolution.

Shares representing the issued share capital are tracked in connection with the dematerialization principles.

ARTICLE 7 - SHARE TRANSFER

Transfer of shares is subject to the provisions of the Turkish Commercial Code, Capital Market Legislation and **Regulation on the Authorization on the Electronic Communication Sector, Concession Agreement with regard to Granting License of Establishing and Operating GSM Pan Europe Mobile Telephone System, Concession Agreement of Establishing Operating and Providing IMT-2000/UMTS Infrastructures and Services and Annex of Authorization Certificate for Limited Usage Rights with regard to IMT Services-Rights and Obligations with regard to Establishing, Operating and Providing IMT Infrastructures and Services.**

<p>The Board of Directors may restrict the share transfers to the foreigners in order to comply with the restrictions concerning the shareholders determined under the Regulations on Value Added Telecommunications Services and/or other legislation, of which the Company is subject to.</p> <p><u>ARTICLE 8 – CAPITAL INCREASE AND SHARE CERTIFICATES</u></p> <p>The Board of Directors of the Company is authorised to increase the issued share capital by issuing new shares up to the authorised share capital, to resolve to restrict the pre-emption rights of the shareholders and to take resolutions regarding the issuance of premium shares whenever it is deemed necessary, in compliance with the Capital Market Law.</p> <p>During capital increases shares remaining pursuant to the exercise of pre-emptive rights and in the event pre-emptive rights are restricted, all of the newly issued shares shall be offered to the public at their market value but not less than their nominal value.</p> <p>New shares may not be issued until all the issued shares are fully sold and paid. The issued share capital has to be indicated on all documents bearing the trade name of the Company.</p> <p>The Board of the Directors of the Company may issue share certificates in different denominations representing more than one share in compliance with the relevant regulations of the Capital Market Board.</p> <p><u>ARTICLE 9 - BOARD OF DIRECTORS</u></p> <p>The Company is managed and represented by the Board. The Board is fully authorised to carry out the affairs of the Company and management of Company assets and the activities relating to the Company purpose and subject matter other than those that have to be solely carried out by the General Assembly.</p> <p>The Board is comprised of 7 (seven) members elected by the General Assembly.</p> <p>In case the Board of Directors is informed that a member of the Board of Directors no longer has any relation with and is no longer a representative of the legal entity it represents or that a legal entity having a representative on the Board of Directors has transferred its shares to a third party, such member of the Board of Directors and representative of the such legal entity shall be considered as having resigned from its membership on the Board of Directors and the Board shall temporarily appoint another member until the next General Assembly.</p> <p><u>ARTICLE 10 – DUTY PERIOD</u></p> <p>The members of the Board of Directors may be elected for a period of maximum three years.</p> <p>The members of the Board of Directors whose duty period ends may be re-elected.</p> <p>If one of the memberships is left during the duty period, new members may be elected to replace these in accordance with the related provisions of the Turkish Commercial Code and Article 11 of this Article Of Association.</p> <p><u>ARTICLE 11 – MEETINGS OF THE BOARD OF DIRECTORS</u></p> <p>1) <u>Meetings of the Board of Directors:</u> The Board of Directors shall meet whenever necessitated by the affairs of the Company. Meetings of the Board of Directors shall be held at the headquarters of the Company or at any place agreed upon.</p>	<p>The Board of Directors may restrict the share transfers to the foreigners in order to comply with the restrictions concerning <u>Regulation on the authorization on the Electronic Communication Sector and Concession Agreement with regard to Granting License of Establishing and Operating GSM Pan Europe Mobile Telephone System, Concession Agreement of the Establishing Operating and Providing IMT-2000/UMTS Infrastructure and Services, and Annex of Authorization Certificate for Limited Usage Rights with regard to IMT Services-Rights and Obligations with regard to Establishing, Operating and Providing IMT Infrastructures and Services</u> and/or other restrictions concerning the shareholders of which the Company is subject to. <u>Article 137/3 of the Capital Markets Law is reserved.</u></p> <p><u>ARTICLE 8 – CAPITAL INCREASE AND SHARE CERTIFICATES</u></p> <p>This Article was removed from the text.</p> <p><u>ARTICLE 9 - BOARD OF DIRECTORS</u></p> <p>The Company is managed and represented by the Board of Directors. The Board of Directors is fully authorized <u>for all matters relating to the Company's business and</u> to carry out the affairs of the Company and management of Company assets and the activities relating to the Company's <u>scope of business</u> other than those <u>fallen within the competence of the General Assembly.</u></p> <p>The Board of Directors shall be comprised of 7 (seven) <u>members</u> to be elected by the General Assembly.</p> <p><u>The relevant legislation shall be applicable to the formation, rules of procedures of the committees which the Board of Directors is responsible to establish within the context of Capital Markets Law, Turkish Commercial Code and relevant legislation and to relations of those committees with the Board of Directors.</u></p> <p><u>ARTICLE 10 – TERM OF OFFICE</u></p> <p>The members of the Board of Directors may be elected for a period of maximum three years.</p> <p>The members of the Board of Directors whose term of office expires may be re-elected. <u>If one of the memberships becomes vacant or an independent board member ceases to be independent, an appointment shall be made in accordance with provisions of Turkish Commercial Code and Capital Markets Board regulations and submitted to approval of the first general assembly.</u></p> <p><u>ARTICLE 11 – MEETINGS OF THE BOARD OF DIRECTORS</u></p> <p>1) <u>Meetings of the Board of Directors:</u> The Board of Directors shall meet whenever necessitated by the affairs of the Company. Meetings of the Board of Directors shall be held at the headquarters of the Company or at any place agreed upon.</p>
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<p>2) <u>Meeting and Decision Making Quorum:</u> Quorum for Board meetings shall consist of a minimum 5 directors. Ordinary actions of the Board shall be taken by affirmative votes of 4 of the directors upon the presence of 5 directors and affirmative votes of 5 directors upon the presence of more than 5 directors.</p> <p><u>ARTICLE 12 – BINDING AND REPRESENTATION OF THE COMPANY</u> All documents, bonds, powers of attorney, written undertakings, contracts, offers, demands, acceptances, announcements and all other documents related with the Company, will be valid and binding the Company, if signed by person or persons so authorized by the Board of Directors on condition that they sign under the Company name, in circumstances registered and published as allowing such signature. The Board of Directors will determine the conditions on which the person(s) authorized to bind the company will sign.</p> <p><u>ARTICLE 13 – SHARING DUTIES AND ASSIGNING DIRECTORS</u> The Board of Directors may assign all of its authorities related to management and representation or the parts pertaining to the execution phase of the company business or the parts it finds necessary to delegate members of the Board of Directors or to General Directors or Directors or other officers for whom it is not necessary to have a share and the Board of Directors may give them authority to sign. Minimum one member of the Board of Directors shall have the authority to represent the Company even if the authority to manage and represent the Company is left to the General Directors or Directors or other officers who do not hold any shares in the Company. The Board of Management may give Third Persons special authority to represent and bind the Company. The duty period of other officers who have the authority to put the signatures of the General Directors and Directors is not limited with the election periods of the Board of Directors members. The provisions of 11-2 article of these Articles of Association are preserved.</p> <p>The Board of Directors shall always be free to cancel such delegated authority of such members and directors.</p> <p><u>ARTICLE 14 - AUDITORS AND THEIR DUTIES</u> The General Assembly shall elect 2 auditors from among either the shareholders or third parties.</p> <p>The auditors shall be elected for a period of maximum three years. The auditors may be re-elected.</p> <p>The auditors are responsible for fulfilling the tasks stated in Articles 353 to 357 of the Turkish Commercial Code.</p> <p><u>ARTICLE 15 – DIRECTORS AND AUDITORS FEE</u> The General Assembly determines the fee to be paid to the members of the Board of Management and to the Auditors.</p> <p><u>ARTICLE 16 – INDEPENDENT AUDITOR</u> In addition to the auditors, the Board of Directors shall elect one of the international auditing firms incorporated in Turkey and acceptable to the Capital Market Board as an Independent Auditor for the yearly auditing of the Company's commercial book and records. The provisions of Capital Market Board regarding the approval of independent auditor and principals of independent auditing shall be applied.</p>	<p><u>Pursuant to article 1527 of the Turkish Commercial Code, members who have a right to attend the Board meetings, may attend such meeting by electronical means. Pursuant to the Communiqué on Electronic Meetings Held in Companies Other Than General Meetings of the Joint Stock Companies, the Company may either set up the Electronical Meeting System, which enables right holders to attend such meetings and vote on the agenda items; or purchase related services from the systems providers that are specifically found for such purposes. During these meetings, right holders shall be provided to enjoy their rights electronically, as stipulated under the aforementioned Communiqué, either be over a set up system or a purchased system which are both established subject to this provision of the articles of association of the Company.</u></p> <p>2) <u>Meeting and Decision Quorum:</u> Quorum for Board meetings shall consist of a minimum 5 members. Decisions regarding ordinary actions of the Board of Directors shall be taken by affirmative votes of 4 of the members upon the presence of 5 members and affirmative votes of 5 members upon the presence of more than 5 members.</p> <p><u>ARTICLE 12 – BINDING AND REPRESENTATION OF THE COMPANY</u> <u>The authority to represent and bind the Company is vested with the Board of Directors.</u> All documents, bonds, powers of attorney, written undertakings, contracts, offers, demands, acceptances, announcements and all other documents related with the Company, shall be valid and binding for the Company, if signed by person or persons so authorized by the Board of Directors on condition that they sign under the Company name, in circumstances registered and published as allowing such signature. The Board of Directors shall determine the conditions on which the person(s) authorized to bind the company will sign.</p> <p><u>ARTICLE 13 – DELEGATION OF AUTHORITIES AND APPOINTMENT OF MANAGERS</u> <u>The Board of Directors, in accordance with Article 367 of Turkish Commercial Code, is authorized, in whole or in part to delegate the management to one or more Board of Directors members or a third person pursuant to Internal Guidelines prepared by itself excluding the duties and authorities which are defined under Article 375 of the Turkish Commercial Code and which cannot be delegated . In addition, the Board of Directors may delegate its authority to represent the Company to one or more executive directors or to a third person as a director.</u></p> <p><u>The General Manager is the head of the execution. He performs his duties in such capacity in accordance with the instructions given by the Board of Directors or General Assembly, and within the scope and authority granted by the Board of Directors or General Assembly. He reports to the Board in respect of his executive act.</u></p> <p><u>ARTICLE 14 - AUDITORS AND THEIR DUTIES</u> This article was removed from the text.</p> <p><u>ARTICLE 15 – REMUNERATION OF BOARD OF DIRECTORS'</u> The <u>remuneration</u> of the Board of Directors shall be determined by the General Assembly.</p> <p><u>ARTICLE 16 – AUDIT</u> <u>Relevant provisions of the Turkish Commercial Code and capital market legislation shall be applicable with regard to audit of the Company.</u></p>
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ARTICLE 17 – GENERAL ASSEMBLY	ARTICLE 17 – GENERAL ASSEMBLY
<p>The below issues shall be applied for the General Assembly:</p> <ol style="list-style-type: none"> Convening: The meeting of the General Assembly shall convene either for ordinary or extraordinary meetings. The convening for the meetings shall be made in accordance with the provisions of the Turkish Commercial Code and Capital Market Law. The General Assembly may convene without invitation in accordance with Article 370 of the Turkish Commercial Code. Date: Ordinary meetings of General Assembly shall convene once a year and within the three months following the end of Company's fiscal year, the Extraordinary meetings of the General Assembly shall convene whenever necessitated by the affairs of the Company. Voting Rights and Appointing Proxy: In Ordinary or Extraordinary meetings of the General Assembly, shareholders or their proxies shall have one vote per share. In General Assembly meetings, shareholders may have themselves represented through a proxy who may be a shareholder or a non-shareholder. Proxies who are also shareholders of the Company are authorised to vote both for themselves and on behalf of the shareholders being represented by such proxies. Regulations of the Capital Market Board relating to proxy votes on behalf of the shareholders shall apply. Voting Method: Votes are cast in General Assembly meetings by the raising of hands. However, votes shall be cast by secret ballot upon the request of the shareholders representing one tenth of the shares represented in a meeting. The related provisions of the Capital Market Board shall apply. Presidency of the General Assembly: President of the General Assembly meetings shall be the chairman of the Board of Directors, in his absence, the deputy chairman or in the absence of both, one of the members of the Board of Directors. The secretary of the General Assembly may be elected from among the shareholders or non-shareholders. Meetings and Decision Making Quorum: At meetings of the General Assembly, the items specified in Article 369 of the Turkish Commercial Code shall be discussed and resolved. Save as higher quorums are provided for in the Turkish Commercial Code, meeting quorum at the General Assembly requires the presence of at least 51% of shareholders represented by themselves or proxies and save as higher quorums are provided for in the Turkish Commercial Code decision making quorum requires the majority of the affirmative of shareholders present at the meeting. However, the decisions regarding the amendments to the Articles of Association of the Company excluding the increase in the ceiling of the authorized share capital requires the presence of shareholders holding the 2/3 of the share capital and affirmative votes of 2/3 of the shareholders represented in the meeting. 	<p>The followings shall be applied to General Assembly meetings:</p> <ol style="list-style-type: none"> Convening: The meeting of the General Assembly shall convene either as ordinary or extraordinary meetings. <u>In these meetings the agenda items, prepared by the Board of Directors, shall be discussed and resolved within the scope of the relevant provisions of the Turkish Commercial Code. The extraordinary meetings of the General Assembly shall convene and resolve as deemed necessary by the Company's business.</u> The convening for the meetings shall be made in accordance with the respective provisions of the Turkish Commercial Code and Capital Market Law. <u>The General Assembly meeting procedures are regulated under the Internal Guidelines. General Assembly meetings shall be conducted in accordance with the related provisions of the Turkish Commercial Code and the Internal Guidelines.</u> Attending the General Assembly Meeting by Electronical Means: Right holders, who have a right to attend the general assembly meetings, can attend such meetings by electronic means pursuant to article 1527 of the Turkish Commercial Code. Pursuant to the Communiqué on Electronic Meetings Held in Companies Other Than General Meetings of the Joint Stock Companies, the Company shall procure the right holders to attend, to deliver an opinion and to vote by electronical means, either setting up the electronic general assembly system; or purchase related services from the system providers that are specifically found for such purposes. Pursuant to this provision of the articles of association of the Company, right holders and their representatives shall be procured to enjoy their rights, as stipulated under the aforementioned Communiqué. Date: Ordinary meetings of General Assembly shall convene once a year and within the three months following the end of Company's fiscal year; the extraordinary meetings of the General Assembly shall convene whenever necessitated by the affairs of the Company. Voting Rights and Appointing Proxy: Right holders or their representatives attending the General Assembly meeting shall enjoy their voting rights pro rata to the sum of their nominal shares. Each shareholder has one voting right. In General Assembly meetings, shareholders may have themselves represented through a proxy who may be a shareholder or a non-shareholder. Proxies who are also <u>shareholders</u> of the Company are authorized to vote both for themselves and on behalf of the shareholders being represented by such proxies. Regulations of the Capital Market Board relating to proxy votes on behalf of the shareholders shall apply. Voting Method: Votes are cast in General Assembly meetings by raising of hands. However, votes shall be cast by secret ballot upon the request of the shareholders representing one tenth of the shares represented in a meeting. The related provisions of the Capital Market Board shall apply. Presiding Committee of the General Assembly: President of the General Assembly meetings shall be the Chairman of the Board of Directors, in his absence, the Vice-Chairman; or in the absence of both, President of the General Assembly shall be elected from among the shareholders or non-shareholders. Meetings and Decision Quorum: Save as higher quorums are provided for in the Turkish Commercial Code <u>and the Capital Markets Law</u>, meeting quorum at the General Assembly requires the presence of at least 51% of shareholders represented by themselves or proxies and save as higher quorums are provided for in the Turkish Commercial Code and <u>the Capital Markets Law</u>, decision quorum requires the majority of the affirmative votes of shareholders present at the meeting. <u>As an exception to the above-mentioned rule, and save as higher quorums are provided for in the Turkish Commercial Code and the Capital Markets Law</u>, the decisions regarding the amendments to the Articles of Association of the Company excluding the increase in the ceiling of the authorized share capital requires the presence of <u>shareholders</u> holding the 2/3 of the share capital and affirmative votes of 2/3 of the shareholders represented in the meeting.

<p>7. <u>Place of Meeting:</u> General Assembly meetings shall convene at the Company's headquarters or upon the decision Board of Directors at another suitable place of the city where the headquarters of the Company is located.</p> <p><u>ARTICLE 18 – PRESENCE OF A COMMISSIONER AT THE MEETINGS</u></p> <p>The presence of T.R. Ministry of Industry and Commerce Commissioner is necessary at both ordinary and extraordinary General Assembly meetings. The commissioner has to sign the meeting reports. General Assembly meeting decisions taken in the absence of the commissioner and reports which do not bear the commissioner's signature shall not be valid.</p> <p><u>ARTICLE 19 - ANNOUNCEMENTS AND ANNUAL REPORTS OF THE COMPANY</u></p> <p>Announcements concerning the Company shall be made in the newspaper published at the city where the Headquarters of the Company are located at least 15 days in advance provided that the provisions of Article 37/4 of the Turkish Commercial Code are reserved. If there is no newspaper published at the place where the Headquarters are located, then the announcement shall be made in the newspaper published at the closest place to the Headquarters.</p> <p>However, announcements regarding the invitation of the General Assembly, in accordance with Article 368 of the Turkish Commercial Code, excluding the dates of announcement and invitation shall be made two weeks in advance and the date of the meeting shall be notified to the shareholders via registered mail.</p> <p>Provisions of Articles 397 and 438 of the Turkish Commercial Code shall be applicable to the announcements regarding the share capital decrease and liquidation of the Company.</p> <p>Any other announcement and information responsibilities pursuant to the Capital Market legislation and the Turkish Commercial Code are reserved.</p> <p>Financial tables and reports and also independent audit reports required by the Capital Market Board shall be disclosed to the public and delivered to the Capital Market Board in accordance with the provisions and principles of the Board of Directors.</p> <p><u>ARTICLE 21 - DETERMINATION AND DISTRIBUTION OF THE PROFIT</u></p> <p>If any, the net profit drawn up in the annual budget after the deduction of all expenses and depreciation sums, reserves and taxes needed to be paid by or charged to the Company, from the revenues of the Company as determined by the end of the accounting term and after the deduction of the previous years loss, shall be distributed in accordance with the Capital Market Law and communiqués of the Capital Market Board as follows:</p> <p>a) 5% statutory reserve fund shall be set aside as the first statutory reserve fund.</p> <p>b) The first dividend shall be set aside from the remaining amount in the ratio determined by the Capital Market Board.</p> <p>c) Amount of the net profit remaining after the deduction of the amounts stated in (a) and (b) may be distributed partially or fully as second dividend or set aside as extraordinary statutory reserve fund as per the General Assembly resolutions. The General Assembly may set aside an amount as profit share for the members of the Board of Directors, officers, employees and workers and foundations constituted for various purposes and this kind of real or legal persons.</p>	<p>8. <u>Place of Meeting:</u> General Assembly meetings shall convene at the Company's headquarters or upon the decision of the Board of Directors at another suitable place of the city where the headquarters of the Company is located.</p> <p><u>ARTICLE 18 – PRESENCE OF A MINISTRY REPRESENTATIVE AT THE MEETINGS</u></p> <p>The presence of T.R. Ministry of Trade <u>Representative</u> is necessary at both ordinary and extraordinary General Assembly meetings. The <u>Ministry Representative</u> shall sign the meeting minutes. General Assembly meeting decisions taken in the absence of a <u>Ministry Representative</u> and minutes which do not bear the Ministry Representative's signature shall not be valid.</p> <p><u>ARTICLE 19 - ANNOUNCEMENTS AND ANNUAL REPORTS</u></p> <p><u>Announcements with regard to the Company shall be made in accordance with provisions of Turkish Commercial Code, Capital Markets Board regulations and relevant legislation.</u></p> <p><u>The announcement period requirements, with regard to announcements of the General Assemblies, provided by the applicable Turkish Commercial Code, capital market legislations and the Capital Markets Board's Corporate Governance Principles shall be complied with. The announcement of the General Assembly meeting shall be notified to the shareholders minimum three weeks before the date of General Assembly meeting, in addition to the means provided in the legislation, via any means of communication including electronic communication that ensure attendance of maximum number of shareholders.</u></p> <p><u>The Board of Directors' activity report and independent audit report together with annual balance sheets and profit-loss statements, and copies of each minutes of the general assembly meetings and list of attendees; shall be provided at least within one month, prior to the date of the general assembly meeting, with the Ministry of Trade or the attending Ministry Representative.</u></p> <p>Financial tables and reports required by the Capital Market Board and independent audit report, shall be disclosed to the public according to rules and procedures set forth by Turkish Commercial Code and Capital Markets Board.</p> <p><u>ARTICLE 21 - DETERMINATION AND DISTRIBUTION OF THE PROFIT</u></p> <p><u>If any, the net profit drawn up in the annual budget after the deduction of all expenses and depreciation sums, reserves and taxes needed to be paid by or charged to the Company, from the revenues of the Company as determined by the end of the accounting term and after the deduction of the previous years' loss if any, shall be distributed respectively as follows:</u></p> <p><u>General Statutory Reserve Fund:</u></p> <p>a) <u>5% shall be set aside as the statutory reserve fund.</u></p> <p><u>First Dividend:</u></p> <p>b) <u>Profit share shall be set aside from the remaining amount calculated by adding the amount of donation if made within a year, over the ratio set by General assembly in line with the dividend distribution policy of the Company according to Turkish Commercial Code and capital market legislation.</u></p> <p>c) <u>Following the deduction of the above amounts the General Assembly has the right to distribute dividend to the Board of Directors members, employees of the Company, foundations and real and legal persons apart from the shareholders.</u></p>
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<p>d) It may not be resolved that any other reserve funds be set aside or left for the following year unless reserve funds and first dividend stated in the Articles of Association for the shareholders are set aside in compliance with the legislation and it may not be resolved that the profit be distributed to the members of the Board of Directors, officers and employees and foundations constituted for various purposes and this kind of real or legal persons unless first dividend is distributed.</p> <p>e) The dividend can be distributed to all the shares that exist as of the accounting period, irregardless of their issue or enforcement dates. Article 466/2(3) of the Turkish Commercial Code is reserved.</p> <p><u>ARTICLE 24 - LEGAL PROVISIONS</u></p> <p>The provisions of the Turkish Commercial Code, the Capital Market Law and related legislations shall be applicable to matters not covered by the Articles of Association.</p> <p><u>ARTICLE 25 - BONDS AND OTHER SECURITIES</u></p> <p>The Company may issue bonds and any other debt securities bearing the features of capital market securities which the Board of Directors may be authorized to issue, in order to sell them to individuals or legal entities, in Turkey or abroad in accordance with the Turkish Commercial Code, the Capital Market Law and any other related legislation via resolutions of Board of Directors.</p> <p>The Company may also issue convertible bonds as per resolutions of Board of Directors in compliance with the regulations of the Capital Market Board.</p>	<p>Second Dividend:</p> <p>d) <u>The General Assembly is entitled to distribute, partially or fully, the amount of the net profit remaining after the deduction of the amounts stated in (a), (b) and (c) or to set aside this amount as a reserve fund voluntarily according to Article 521 of Turkish Commercial Code.</u></p> <p>e) <u>10% of the amount, which were calculated by the deduction of profit share in the amount of %5 of the capital from the portion which were decided to be distributed to shareholders and other persons who participate the profit, shall be added to general statutory reserve fund according to 2nd paragraph of Article 519 of Turkish Commercial Code.</u></p> <p><u>Unless statutory legal reserves and dividend portion which is determined to be distributed to the shareholders by the articles of association or dividend distribution policy of the company are set aside the Company shall not decide to reserve any other funds, to carry out profit to the next year, to distribute dividend for the members of the Board of Directors, employees of the Company, foundations and real or legal persons apart from shareholders and unless the dividend determined to be distributed to the shareholders is paid in cash, any portion of the dividend cannot be distributed to these persons.</u></p> <p><u>Dividend shall be distributed equally to all current shares as of the date of distribution regardless their issuance and acquisition dates.</u></p> <p><u>The procedures and date of dividend distribution shall be decided by General Assembly upon Board of Directors' proposal.</u></p> <p><u>Resolution of General Assembly regarding distribution of dividend which was taken pursuant to this Article of Association cannot not be revoked.</u></p> <p><u>The Company is entitled to decide to distribute advance dividend in accordance with the conditions established by the capital market legislation and other related legislation.</u></p> <p><u>ARTICLE 24 - LEGAL PROVISIONS</u></p> <p>This Article was removed from the text.</p> <p><u>ARTICLE 25 - BONDS AND OTHER SECURITIES</u></p> <p><u>The Company shall be entitled to issue bonds and other capital market instruments by way of a Board of Directors' resolution, in accordance with the provisions of the Turkish Commercial Code and capital market legislation.</u></p> <p><u>ARTICLE 26 - COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES</u></p> <p><u>Compliance with the Capital Market Board's mandatory Corporate Governance Principles shall be ensured. Transactions and Board of Directors' decisions in violation of the mandatory Corporate Governance Principles shall be deemed to be in violation of the articles of association, and invalid.</u></p> <p><u>With regard to the transactions deemed material within the context of implementation of Corporate Governance Principles, and related party transactions of the Company as well as for the transactions with respect to giving guarantee, pledge and mortgage in favor of the third parties, Corporate Governance regulations of Capital Market Board shall be complied with.</u></p> <p><u>The number and qualifications of independent board members who will be appointed to the Board of Directors shall be determined in accordance with the regulations in the Corporate Governance Principles of Capital Market Board.</u></p>
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**ANNEX:2 DECISION OF THE
BOARD OF DIRECTORS
REGARDING FINANCIAL
REPORTS**

TURKCELL İLETİŞİM HİZMETLERİ A.Ş.
THE RESOLUTION OF THE BOARD OF DIRECTORS

Number of Resolution : 1557
Date of Resolution : 20 February 2019
Members of the Board of Directors : AHMET AKÇA
MEHMET HİLMİ GÜLER
ATILLA KOÇ
INGRID MARIA STENMARK
MUSTAFA KIRAL
HASAN TUVAN YALIM

M. KAAN TERZİOĞLU (CEO)

The Board of Directors of the Company convened on 20 February 2019 and the following was resolved with unanimous votes of the members attending the meeting;

It was resolved to accept that our Company's consolidated financial statements concerning the fiscal year 01/01/2018 – 31/12/2018, which were prepared in accordance with the provisions of the "Communiqué Regarding the Financial Reporting Standards in Capital Markets" (II-14.1) issued by Capital Markets Board, and pursuant to the formats stipulated by Turkish Accounting Standards/Turkish Financial Reporting Standards ("TAS/IFRS") and CMB, were prepared and submitted in conformity with the above mentioned Standards and Communiqué and are reliable and accurate; and accordingly it was resolved to approve the above mentioned Consolidated Financial Statements.

It was further resolved that the audited Consolidated Financial Statements dated 31 December 2018 shall be published at the Public Disclosure Platform together with the Independent Audit Reports.

AHMET AKÇA
Chairman

MEHMET HİLMİ GÜLER
Member

ATILLA KOÇ
Member

HASAN TUVAN YALIM
Member

INGRID MARIA STENMARK
Member

MUSTAFA KIRAL
Member

TURKCELL İLETİŞİM HİZMETLERİ A.Ş.
THE RESOLUTION OF THE BOARD OF DIRECTORS

Number of Resolution : 1558
Date of Resolution : 20 February 2019
Members of the Board of Directors : AHMET AKÇA
MEHMET HİLMİ GÜLER
ATİLLA KOÇ
INGRID MARIA STENMARK
MUSTAFA KIRAL
HASAN TUVAN YALIM

M. KAAN TERZİOĞLU (CEO)

The Board of Directors of the Company convened on 20 February 2019 and the following was resolved with unanimous votes of the members attending the meeting;

It was resolved to accept the audited consolidated financial statements as of and for the year ended 31 December 2018, which were prepared in accordance with the International Financial Reporting Standards (“IFRS”) on the basis of the Board Resolution dated 22 February 2006 and numbered 456 regarding the adoption of the preparation of our Company’s consolidated financial statements starting from the first quarter of 2006 in respect of the IFRS.

Mr. M. Kaan Terzioğlu and Mr. Osman Yılmaz have been authorized to sign all documents and reports including all declarations, statements and notifications to be made by the Company in accordance with the Capital Markets Board and U.S. SEC rules and to represent the Company concerning the above said and in this regard to represent and bind the Company with their joint signatures within the above mentioned context.

AHMET AKÇA
Chairman

MEHMET HİLMİ GÜLER
Member

ATİLLA KOÇ
Member

HASAN TUVAN YALIM
Member

INGRID MARIA STENMARK
Member

MUSTAFA KIRAL
Member

**ANNEX:3 DECISION OF THE
BOARD OF DIRECTORS
REGARDING ELECTION OF
THE INDEPENDENT
AUDITOR FOR 2019**

TURKCELL İLETİŞİM HİZMETLERİ A.Ş.
THE RESOLUTION OF THE BOARD OF DIRECTORS

Number of Resolution : 1573
Date of Resolution : 29 March 2019
Members of the Board of Directors : AHMET AKÇA
MEHMET HİLMİ GÜLER
ATILLA KOÇ
BÜLENT AKSU
HÜSEYİN AYDIN
INGRID MARIA STENMARK
MUSTAFA KIRAL

MURAT ERKAN (Acting CEO)

The Board of Directors of the Company convened on 29 March 2019 and the following was resolved with unanimous votes of the members attending the meeting;

It was resolved to appoint **PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.** as the independent external audit firm to audit our Company's accounts and operations regarding the year 2019 pursuant to the Capital Markets Law and its related regulations as well as the Turkish Commercial Code and its related regulations; and this shall be submitted to the approval of our shareholders during the first annual general assembly meeting of our Company.

AHMET AKÇA
Chairman

MEHMET HİLMİ GÜLER
Member

ATILLA KOÇ
Member

BÜLENT AKSU
Member

HÜSEYİN AYDIN
Member

INGRID MARIA STENMARK
Member

MUSTAFA KIRAL
Member

**ANNEX:4 DIVIDEND
DISTRIBUTION PROPOSAL
AND ITS ANNEX, DIVIDEND
DISTRIBUTION TABLE**

TURKCELL İLETİŞİM HİZMETLERİ A.Ş.
THE RESOLUTION OF THE BOARD OF DIRECTORS

Number of Resolution : 1608
Date of Resolution : 31 July 2019
Members of the Board of Directors : AHMET AKÇA
MEHMET HİLMİ GÜLER
ATILLA KOÇ
BÜLENT AKSU
HÜSEYİN AYDIN
INGRID MARIA STENMARK
MUSTAFA KIRAL

MURAT ERKAN (CEO)

The Board of Directors of the Company convened on 31 July 2019 and the following was resolved;

In line with our Company's dividend policy approved during the Ordinary General Assembly Meeting held on March 26th, 2015; to submit the distribution of our Company's dividend in a **gross amount of TRY 1.010.000.000** (onebilliontenmillion Turkish Liras) which corresponds approximately to 50% of Company's net distributable profit for the fiscal year 2018 and equivalent of a gross dividend of TRY 0.4590909 (net TRY 0.3902273) per ordinary share with a nominal value of TRY 1, to the shareholders within the scope of the principles set forth in the legislation and in four equal instalments for the cash dividend as of 22 October 2019; 17 December 2019; 14 January 2020 and 17 March 2020, to the discussion and approval of the Ordinary General Assembly of Shareholders for fiscal year 2018, according to the dividend distribution table which has been prepared for the related fiscal year.

ANNEX: Dividend Distribution Proposal for the fiscal year 2018

AHMET AKÇA
Chairman

MEHMET HİLMİ GÜLER
Member

ATILLA KOÇ
Member

BÜLENT AKSU
Member

HÜSEYİN AYDIN
Member

INGRID MARIA STENMARK
Member

MUSTAFA KIRAL
Member

ANNEX: Board of Directors Dividend Distribution Proposal

The Board of Directors of the Company decided to distribute an aggregate dividend **TRY 1.010.000.000-** which corresponds to approximately 50% of Turkcell's net distributable income pertaining to year 2018 to be paid in cash to our shareholders within the below conditions explained hereunder as part of the resolution:

- 1- As a result of the activities of our Company, pertaining to the period between January 1, 2018 and December 31, 2018, our Company's profit, calculated according to the consolidated financial statements, which were audited independently in accordance with the Capital Markets Board Communiqué numbered II-14.1, named "Communiqué Regarding the Financial Reporting in Capital Markets" is TRY 2.516.545.524- and the commercial profit calculated according to the provisions of Turkish Commercial Code is TRY 766.758.644-,
- 2- TRY 2.021.064.152- after tax profit calculated according to the consolidated financial statements shall be taken as the basis for dividend distribution in accordance with "Capital Markets Board Dividend Guide" which was published on 27 January 2014.
- 3- As the ceiling designated in the Turkish Commercial Code (TCC) for first legal reserve has been reached by our company; no first legal reserve set aside,
- 4- TRY 2.021.064.152- is the distributable dividend of the Company, pertaining to year 2018 and TRY 2.197.384.773- calculated by adding TRY 176.320.621- which is the aggregate amount of the donations made during the year, to the above mentioned amount shall be taken as the first dividend basis,
- 5- In accordance with the provisions declared in Capital Markets Board ("CMB") Communiqué Serial: II-19.1 on "Dividends", clauses set in the article of association of our company and the dividend distribution policy that was approved during the Ordinary General Assembly Meeting of our Company held on March 26th, 2015; TRY 439.476.955-, which is 20% of the first dividend basis, amounting to TRY 2.197.384.773- shall be distributed as the first cash dividend and the secondary reserve amounting to TRY 90.000.000- shall be separated from the rest of the net distributable current year profit,
 - a. The total amount of TRY 1.010.000.000- which shall be distributed in cash, shall be distributed from statutory previous year's profit.
 - b. The withholding tax deductions shall be applicable on the amount to be distributed in cash, TRY 1.010.000.000- as mentioned hereinabove,
 - c. In this respect, gross amount of TRY 0,4590909- shall be distributed to our shareholders for each share, having a nominal value of TRY 1.- (One Turkish Lira), and hence the aggregate gross amount of dividend distribution shall be TRY 1.010.000.000-.
- 6- TRY 921.064.152- which is the remaining of the 2018 year's distributable profit after the cash dividend distribution shall be :
 - a. Regarded as previous year's profit and set aside within the Company,
 - b. The withholding tax deductions shall be applicable on the amount, which is set aside as 2018 fiscal year's profit, in case such amount shall be subject to redistribution.

TURKCELL İLETİŞİM HİZMETLERİ A.Ş. 2018 DIVIDEND DISTRIBUTION TABLE (TL)

1)	Paid / Issued Capital	2,200,000,000
2)	Total Legal Reserves (in accordance with statutory records)	1,577,763,533
If there is information about privilege in dividend distribution in accordance with the Articles of Association		

DISTRIBUTION OF THE PROFIT FOR THE PERIOD		According to CMB	According to Statutory Records (SR)
3)	Profit for the period	2,516,545,524	766,758,644
4)	Tax (-)	495,481,372	
5)	Net Profit for the period (=) (3-4)	2,021,064,152	766,758,644 (3-4)
6)	Prior Years' Losses (-)	-	-
7)	Primary Legal Reserves (-) ((SSR-6SR)*0.05)	-	- ((SSR-6SR)*0.05)
8)	NET DISTRIBUTABLE PROFIT (=) (5-6-7)	2,021,064,152	766,758,644 (5-6-7)
9)	Donations made during the year	176,320,621	
10)	Net distributable profit including donations that is the base of calculation of first dividend (8+9)	2,197,384,773	
11)	First Dividend	439,476,955	
a	-Cash		
b	-Cash	439,476,955	
c	-Share (10*the minimum rate determined by the CMB)	439,476,955	
	-Total	439,476,955	
12)	Dividend paid to preference shares Amount of the dividend for privileged shareholders in accordance with the articles of Association		
13)	Dividends paid to Board Members, employees and etc.		
14)	Dividend paid to Redeemed Share Owners		
15)	Secondary Dividend	570,523,045	
16)	Secondary Legal Reserves ((11+12+13+14+15)-(1*0.05))/10	90,000,000	
17)	Status Reserves		
18)	Special Reserves		
19)	EXTRA ORDINARY RESERVES (*) 8- ((11a+12+13+14+16+17+18)	921,064,152	
20)	Other Distributable Sources		
	-Prior years' profits (**)	-	1,010,000,000
	-Extra Ordinary Reserves		
	-Other Distributable Reserves in accordance with legislation and Articles of Association		

(*) TRY 921,064,152- which is the remaining of the 2018 year's distributable profit after the cash dividend distribution made, shall be regarded as previous year's profit in CMB records,
(**) Pertaining to the period between January 1, 2018 and December 31, 2018, our Company's profit calculated according to the consolidated financial statements, which were audited independently in accordance with the "Communiqué Regarding the Financial Reporting in Capital Markets" the total amount of TRY 1,010,000,000, which shall be distributed in cash from statutory previous year's profit

(***) Dividend regarding to buy-back shares are recorded in free reserves at statutory accounts.

**ANNEX:5 BOARD OF
DIRECTORS RESOLUTIONS
REGARDING MEMBER
APPOINTMENTS ISSUED
WITHIN THE SCOPE OF
ARTICLE 363 OF THE TCC**

TURKCELL İLETİŞİM HİZMETLERİ A.Ş.
THE RESOLUTION OF THE BOARD OF DIRECTORS

Number of Resolution : 1565
Date of Resolution : 07/03/2019
Members of the Board of Directors : AHMET AKÇA
MEHMET HİLMİ GÜLER
ATILLA KOÇ
INGRID MARIA STENMARK
MUSTAFA KIRAL
HASAN TUVAN YALIM

The Board of Directors of the Company convened on 07/03/2019 and the following was resolved;

1. As per Article 363 of the Turkish Commercial Code, to appoint **Mr. Bülent Aksu** with T.R. Identity no 34426164572 in lieu of Mr. Bekir Pakdemirli, who resigned from his duty previously, in order to be submitted to the attention of the first general assembly to be held for approval;
2. to grant **Mr. Bülent Aksu** (A) group signature authority under Internal Regulation of the Board of Directors for Limited Authorities numbered 2018/1 which was approved by the resolution of our Board of Directors dated 24/10/2018 and numbered 1524; and

to issue an additional signatory circular after completing all necessary transactions before Istanbul Trade Registry.

AHMET AKÇA
Chairman

MEHMET HİLMİ GÜLER
Member

ATILLA KOÇ
Member

HASAN TUVAN YALIM
Member

INGRID MARIA STENMARK
Member

MUSTAFA KIRAL
Member

TURKCELL İLETİŞİM HİZMETLERİ A.Ş.
THE RESOLUTION OF THE BOARD OF DIRECTORS

Number of Resolution : 1568
Date of Resolution : 08/03/2019
Members of the Board of Directors : AHMET AKÇA
MEHMET HİLMİ GÜLER
ATİLLA KOÇ
INGRID MARIA STENMARK
MUSTAFA KIRAL
BÜLENT AKSU

The Board of Directors of the Company convened on 08/03/2019 and the following was resolved;

1. As per Article 363 of the Turkish Commercial Code, to appoint **Mr. Hüseyin Aydın** with T.R. Identity no 31519013328 in lieu of Mr. Hasan Tuvan Yalım, who resigned from his duty previously, in order to be submitted to the attention of the first general assembly to be held for approval;
2. to grant **Mr. Hüseyin Aydın** (A) group signature authority under Internal Regulation of the Board of Directors for Limited Authorities numbered 2018/1 which was approved by the resolution of our Board of Directors dated 24/10/2018 and numbered 1524; revoke all representation and signature authorities of Mr. Hasan Tuvan Yalım given on behalf of our Company.

to issue an additional signatory circular after completing all necessary transactions before Istanbul Trade Registry.

AHMET AKÇA
Chairman

MEHMET HİLMİ GÜLER
Member

ATİLLA KOÇ
Member

HASAN TUVAN YALIM
Member

INGRID MARIA STENMARK
Member

MUSTAFA KIRAL
Member