

TÜRK TELEKOMÜNİKASYON ANONİM ŞİRKETİ**MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING****HELD ON JULY 19th, 2018**

The Extraordinary General Assembly Meeting of Türk Telekomünikasyon Anonim Şirketi, was held on 19th of July 2018 at 10:00 am at Türk Telekomünikasyon A.Ş. Genel Müdürlük Kültür Merkezi, Turgut Özal Bulvarı, 06103 Aydınlikievler/Ankara under the supervision of Ministry Representative Ahmet Öztürk commissioned pursuant to the letter no: 35968336 dated 19.07.2018 issued by the Ankara Provincial Directorate of Ministry of Trade.

The Ministry Representative Ahmet Öztürk informed that the necessary rules and procedures in relation to the Meeting had been fulfilled in compliance with the relevant law and the Company's Articles of Association.

As provided for under the law and under the Company's Articles of Association, the Meeting Invitation, Agenda and sample Proxies were published at the Turkish Trade Registry Gazette numbered 9697 dated 26.06.2018 and additionally at Star, Akşam newspapers dated 26.06.2018. Furthermore, the date of the General Assembly Meeting including details of such documents were also published at the Company's www.ttyatirimciiliskileri.com.tr website, Public Disclosure Platform, the E-Company Platform and the Electronic General Assembly System of the Central Registration Agency and details of the meeting date within the specified period and agenda were also provided to the shareholders holding registered shares to their addresses under the Company records via registered mail dated 25.06.2018.

It was ascertained from the List of Attendees that out of 350,000,000,000 shares corresponding to the Company's total capital of TL 3,500,000,000; 331,740,988,000 shares corresponding to TL 3,317,409,880 were represented by proxy, and thereby ensuring that the minimum quorum requirement as provided for under the law and Articles of Association were satisfied and that pursuant to subparagraphs 5 and 6 of Article 1527 of the Turkish Commercial Code the necessary legal procedures in relation to the preparations in order to conduct the Company's Electronic General Assembly have been fulfilled and that Suat Hayri Aka and Al Hakam Marwan Moh'd Kanafani, who are the members of the Board of Directors being present at the meeting and the Meeting was opened by the representative for the Ministry of Trade at 10.06 a.m.

Without prejudice to the provisions relating to voting rights under the Electronic General Assembly System, information regarding the system of casting votes in relation to the agenda items discussed during the Meeting were provided to the present shareholders, specifying that acceptance votes may be indicated by a raising (show of) hands, by standing, or by verbally indicating AFFIRMATIVE or NEGATIVE. Those who do not raise their hands, stand up or communicate their preferences or otherwise cast an abstaining vote shall be deemed to have “Refused” the item. For those who were physically present at the Meeting, information was briefly given relating to the electronic general assembly meeting system.

Before proceeding to the discussion of the Agenda items, the shareholders were informed that out of the shares currently represented, those corresponding to a share capital of TL 283,597,995 was represented by the Proxy Holders and those corresponding to a share capital of TL 3,033,811,885 was represented by the Other Proxies pursuant to Article 431 of the Turkish Commercial Code and the Procedures and Principals adopted at the General Assembly Meeting dated 28 November 2012 and pursuant to Article 24 of the Regulation relating to the Representative of the Ministry of Trade to be present at such meetings. The General Assembly Meeting was opened with the discussion of the following agenda Items:

1. In relation to Article 1 titled “Opening and Election of the Chairmanship Committee” of the Agenda;

Pursuant to the joint proposal submitted to the Chairmanship by Ojer Telekomünikasyon A.Ş.; the Ministry of Transport and Infrastructure on behalf of the Treasury and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of Turkish Wealth Fund as shareholders; in relation to the election of Ömer Yüksel as Chairman, Serdar Akcasu as Vote Collector and Mine Güçlü as Secretary was put to a vote. As a result of the voting, such proposal was approved unanimously by of a total of TL 3,317,409,880 affirmative votes.

Begüm Albayrak was appointed to use the electronic general assembly system pursuant to her “Central Registration Agency Electronic General Assembly System Certificate” by Ömer Yüksel appointed as the Chairman of the Meeting.

2. In relation to Article 2 titled “Authorizing the Chairmanship Committee to sign the Minutes of the General Assembly Meeting and the List of Attendees” of the Agenda;

The joint proposal submitted to the Chairmanship by Ojer Telekomünikasyon A.Ş.; Ministry of Transport and Infrastructure on behalf of the Treasury and Türkiye Varlık Fonu Yönetimi A.Ş.

on behalf of the Turkish Wealth Fund as shareholders was read by Mine Güçlü. The matter of granting authority to sign the General Assembly Minutes of Meeting and the List of Attendees to the Chairmanship Committee was put to a vote. As a result of the voting, such proposal was approved unanimously by TL 3,317,409,880 affirmative votes.

3. In relation to Article 3 titled “Election of the Board of Directors, defining their terms of office and their salaries” of the Agenda;

Pursuant to the proposals submitted respectively by Ojer Telekomünikasyon A.Ş., as the Group A Shareholder and the Ministry of Transport and Infrastructure on behalf of the Treasury as the Group B and C shareholder and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of Turkish Wealth Fund, as the Group B Shareholder, of the Company according to Article 8 of the Articles of Association of the Company; it has been proposed;

(i) by the Group A Shareholder that; the following individuals shall be elected as the members of the Board of Directors:

1. Mohammed HARIRI
2. Abdullah TİVNİKLİ
3. Al Hakam Marwan Moh’d KANAFANI
4. Cenk SERDAR
5. Nasser Sulaiman A AL NASSER
6. Mazen Abou CHAKRA
7. Rami ASLAN

(ii) by the Ministry of Transport and Infrastructure on behalf of the Treasury and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of Turkish Wealth Fund, as the Group B Shareholders that; the following individuals, whom the Capital Markets Board have mentioned no objection, by the letter dated 05.07.2018 and numbered E7539 and the letter dated 19.07.2018 and numbered E7956. shall be elected as the independent board members;

8. Fahri Kasırğa
9. İbrahim Eren

10. Yiğit Bulut**11. Sefer Turan**

(iii)by the Ministry of Transport and Infrastructure on behalf of the Treasury, as the Group C Shareholder that; the following individual shall be elected as the member of the Board of Directors in order to represent Group C Privileged Share;

12. Suat Hayri AKA

for a period of 3 years in accordance with the article 10 of the Company's Articles of Association according to the Remuneration Policy of our Company, each member of the Board of Directors shall be paid a net monthly fee of TL 15,000.00 (Fifteen ThousandTurkishLiras) and additionally a bonus fee in an amount of such net monthly fee twice a year in January and July for their activities of 2018. Since the resumes of the nominated members of the Board of Directors have been provided in the information note submitted to the attention of the shareholders of the Company, the resumes are no needed to be read.

The acceptance declarations submitted to the attention of the Chairman of the meeting by; Mr. Mohammed Hariri, Mr. Abdullah Tivnikli, Mr.Cenk Serdar, Mr. Nasser Sulaiman A AL Nasser, Mr. Mazen Abou Chakra and Mr. Rami Aslan, who are not being present at the meeting and Al Hakam Marwan Moh'd Kanafani who is present at the meeting, as nominated by Group A Shareholder; Mr. Fahri Kasırga, Mr. İbrahim Eren, Mr. Yiğit Bulut, Mr. Sefer Turan who are not being present at the meeting, as nominated by Group B Shareholder and Mr. Suat Hayri Aka who is present at the meeting, as nominated in order to represent Group C Privileged Share were acknowledged by the Ministry Representative.

As a result of the voting, the abovementioned proposal was approved and accepted by a majority of a total of TL 281,395,948 negative and TL 3,036,013,932 affirmative votes and all the members who have been nominated under such proposals have been elected as board members and each member of the Board of Directors shall be paid a net monthly fee of TL 15,000.00 (Fifteen ThousandTurkishLiras) and additionally a bonus fee in an amount of such net monthly fee twice a year in January and July.

4. In relation to Article 4 titled “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” of the Agenda;

The joint proposal presented by the Ministry of Transport and Infrastructure on behalf of the Treasury, Ojer Telekomünikasyon A.Ş. and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of Turkish Wealth Fund as shareholders, was read by Mine Güçlü.

It was proposed that, the members of the Board of Directors shall be allowed to carry out all the transactions subject or not subject to the Company on behalf of themselves or others, or to become partners with companies which carry out such transactions and to carry out other transactions pursuant to the Turkish Commercial Code Articles numbered 395 and 396 and in line with the terms of the Concession Contract signed between Türk Telekomünikasyon Anonim Şirketi and Telecommunications Authority, renamed as Information Technologies and Communications Authority. The proposal was put to a vote.

As the result of the voting, giving permission to the members of the Board of Directors 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 Articles 395 entitled “Prohibition of Transactions with Company and Borrowing” and 396 entitled “Non Competition” of Turkish Commercial Code in line with the terms of the Concession Contract signed between Türk Telekomünikasyon Anonim Şirketi and Telecommunications Authority, renamed as Information Technologies and Communications Authority was approved by a majority of a total of TL 60,594,307 negative and TL 3,256,815,573 affirmative votes.

5. In relation to Article 5 titled “Comments and Closing” of the Agenda;

The floor was opened to Comments and Closing. No comments have been provided.

The Chairman Ömer Yüksel thanked the attendees.

No comments have been provided.

Having discussed and resolved on all the agenda items, the Extraordinary General Assembly Meeting of Türk Telekomünikasyon A.Ş. was concluded as of 10:28 am. 19.07.2018, Ankara.

These minutes have been written, read and signed at the meeting venue

MINISTRY REPRESENTATIVE	CHAIRMAN	SECRETARY	VOTE COLLECTOR
Ahmet Öztürk	Ömer Yüksel	Mine Güçlü	Serdar Akcasu
(Signature)	(Signature)	(Signature)	(Signature)