

THE WORKING PRINCIPLES OF TÜRK TELEKOMÜNİKASYON A.Ş.**NOMINATION AND REMUNERATION COMMITTEE****1. INCORPORATION**

The Working Principles of the Remuneration and Nomination Committee has been incorporated within the body of the Board of Directors according to the resolution of the Board of Directors -dated 22.02.2019 and numbered 34 within the scope the Corporate Governance Communiqué No: II-17.1 of the Capital Markets Board published in the Official Gazette No: 28871 on 3/1/ 2014.

2. DEFINITIONS

The following terms shall have the following meanings in this Working Principles of Türk Telekomünikasyon A.Ş Remuneration and Nomination Committee;

CMB: Capital Markets Board

Communiqué: Corporate Governance Communiqué No: No: II-17.1 of the Capital Markets Board published in the Official Gazette No: 28871 on 3/1/2014.

Corporate Governance Principles: The principles which is attached to the Corporate Governance Communiqué shall be taken as a basis for determination of corporate governance structure and processes by listed companies.

Company: Türk Telekomünikasyon A.Ş.

Committee: The Remuneration and Nomination Committee of Türk Telekomünikasyon A.Ş. Board of Directors.

Managers with Administrative Responsibility: as defined under Disclosure Policy of the Company, members of the Company's Board of Directors and the individuals who are not a member of the Board of Directors. But have direct or indirect regular access to insider information of the Company, and are authorized to take managerial decisions which impact the Company's future development and commercial targets and members of the board of directors of the Company's affiliates which represent 10% or more of total assets as provided in the last yearly financial statement issued in accordance with the CMB and Company rules.

Board of Directors: The Board of Directors of Türk Telekomünikasyon A.Ş.

3. PURPOSE

The purpose of the Committee is to fulfill the duties of the “Nomination Committee” and the “Remuneration Committee” within the scope of the Communiqué.

4. THE COMMITTEE STRUCTURE

- The Committee shall be incorporated and authorized by the Board of Directors in accordance with the Company’s Articles of Association and CMB rules.
- The Committee shall consist of at least two (2) members. In case there are two (2) members, both of them, and in case there are more than two members, the majority of them shall be comprised of non-executive members of the Board of Directors.
- If necessary, experts who are not a member of the Board of Directors may be appointed to the Committee, but the majority of the members shall comprise of the members of the Board of Directors,
- The chairman of the Committee shall be elected by the Board of Directors amongst the independent board members.
- Chief Executive Officer/General Manager of the Company shall not have a duty in the Committee.
- The Committee may invite and ask Company executives’ opinions, when deemed necessary.
- The Committee may receive consultancy from independent experts when necessary on the subjects in relation to its operations. In such a case, the fee for the consultancy services required by the Committee shall be paid by the Company.
- All of the resources and support necessary for the Committee's execution of its tasks are provided by the Board of Directors.

5. DUTIES AND AUTHORITIES OF THE COMMITTEE

Provided that the final decision shall always be resolved by the Board of Directors; the Committee shall;

- determine the candidates suitable for the positions of the Board of Directors and managers with administrative responsibility and create a transparent system for evaluation and training of such candidates and perform works and studies to determine policies and strategies with this regard.
- make evaluations regularly on the structure and productivity of the Board of Directors and submit advices to the Board of Directors regarding possible amendments in this respect.
- evaluate candidate proposals for the independent board member position considering whether the candidate meets the independence criteria or not and shall submit the evaluations of the Board of Directors.

- In case of any vacancy in the independent board member position for any reason, in order to reinstate the minimum number of independent board members, make evaluation for the election of the independent board members to the vacant positions in order to be on duty until the first upcoming General Assembly Meeting to be held and in order to reinstate the minimum number of the independent board members and notify the result of its evaluation to the Board of Directors.
- determine and supervise the principles, criteria and implementations to be used in the remuneration of the members of the Board of Directors and the managers with administrative responsibility, considering the long term targets of the Company.
- prepare the Remuneration Policy of the Company and submit the policy to the Board of Directors.
- submit its advices with respect to the remuneration of the members of the Board of Directors and the managers with administrative responsibilities, considering the achievement level to the criteria used in remuneration
- present the information on its work and the reports comprising the meeting results to the Board of Directors in the first upcoming meeting of the Board of Directors following the relevant Committee meeting.

6. COMMITTEE MEETINGS

- The Committee shall meet in the frequency its assigned duties requires but at least two (2) times a year.
- The meetings are held at the Company's headquarters or another place that the Committee members can easily access.
- Chairman of the Committee may change the date, time and the place of the meeting by informing Committee members in advance.
- Chairman of the Committee shall invite the Committee members via the secretary of the Board of Directors.
- The meeting and decision quorum are the presence of majority of total Committee members. When the Committee is composed of two members, the meeting and decision quorum is the presence of both members. In case that the unanimity is not achieved the resolution of the Board of Directors shall be required.
- The Committee submits its decisions to the Board of Directors on an advisory basis, the Board of Directors is the final decision maker on the relevant matters.

7. SECRETARIAT

- Secretarial works of the Committee shall be performed by the secretary of the Board of Directors
- Decisions of the Committee shall be kept in a minutes book.
- Meeting minutes shall include at least the following items:
 - Date of the Meeting
 - Agenda
 - Information about the topics discussed during the meeting
 - Decisions resolved.
- The secretary of the Board of Directors is responsible for preparing and keeping meeting minutes.
- The minutes shall be archived following submission to the Committee members.

8. ENFORCEMENT

This document with regard to the working principles of the Committee and the any amendments thereto shall be effective by the resolution of the Board of Directors. Updating such working principles is under the authority of the Board of Directors.

The Working Principles of Türk Telekomünikasyon A.Ş. Nomination and Remuneration Committee has been approved and became effective by the resolution of the Board of Directors dated 22.04.2019 and numbered 34.