

TURKCELL İLETİŞİM HİZMETLERİ A.Ş.

AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING FOR FINANCIAL YEAR 2019

1. Opening and constitution of the Presiding Committee;
2. Authorizing the Presiding Committee to sign the minutes of the meeting;
3. Discussion of and decision on the amendments of Articles 3, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 21, 22, 25 and 26 of the Articles of Association of the Company in accordance with the amendment text annexed to the agenda, as approved by the Ministry of Trade of the Republic of Turkey and Capital Markets Board;
4. Reading and discussion of the activity report of the Board of Directors relating to the fiscal year 2019;
5. Reading the summary of the Independent Audit report relating to the fiscal year 2019;
6. Reading, discussion and approval of the consolidated balance sheets and profits/loss statements prepared pursuant to the Turkish Commercial Code and Capital Markets Board legislation relating to fiscal year 2019, separately;
7. Discussion of and decision on the release of the Board Members individually from the activities and operations of the Company pertaining to the fiscal year 2019;
8. Informing the General Assembly on the donation and contributions made in the fiscal year 2019; discussion of and decision on Board of Directors' proposal concerning determination of the limit on donations that shall be made by our Company during the period commencing 1 January 2020 and ending on the date of the Company's general assembly meeting relating to the 2020 fiscal year;
9. Submission of the board members, who were elected as per Article 363 of the Turkish Commercial Code due to the vacancies in the memberships of the Board of Directors, to the approval of General Assembly;
10. Determination of the remuneration of the Board Members;
11. Discussion of and approval of the election of the independent audit firm suggested by the Board of Directors pursuant to Turkish Commercial Code and the capital markets legislation for auditing of the accounts and transactions of the fiscal year 2020;
12. Discussion of and decision on the distribution of dividend as well as on the dividend distribution date for the fiscal year 2019;
13. Decision permitting the Board Members to, directly or on behalf of others, be active in areas falling within or outside the scope of the Company's operations and to participate in companies operating in the same business and to perform other acts in compliance with Articles 395 and 396 of the Turkish Commercial Code;
14. Informing the shareholders regarding the guarantees, pledges and mortgages provided by the Company in favour of third parties or the derived income thereof, in accordance with the Capital Markets Board regulations;
15. Closing.