

TURKCELL İLETİŞİM HİZMETLERİ A.Ş.

Corporate Governance Information Form

2018 - Annual Notification

Summary Info

Corporate Governance Information Form

1. SHAREHOLDERS

Related Companies

Related Funds

1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	In 2018, Investor Relations Department attended 15 investor conferences and 3 road shows, and organized Capital Markets Day and held 568 meetings in total with analysts and corporate mutual funds.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	0
The number of special audit requests that were accepted at the General Shareholders' Meeting	0
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	https://www.turkcell.com.tr/en/aboutus/investor-relations
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Provided in English as well.
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	No transaction has been executed in the context of Principle 1.3.9
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	No related party transaction has been executed above the thresholds.
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	No related party transactions have been executed above the threshold.
The name of the section on the corporate website that demonstrates the donation policy of the company	https://www.turkcell.com.tr/en/aboutus/investor-relations/corporate-governance/donation-policy
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	https://www.kap.org.tr/en/Bildirim/674316

The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Not available.
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	Not available.
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Hayır (No)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	There is no preferential share class.
The percentage of ownership of the largest shareholder	% 51
1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	Not available.
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	https://www.turkcell.com.tr/en/aboutus/investor-relations/corporate-governance/dividend-policy
Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.	Dividends are distributed in 2018.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	Dividends are distributed in 2018.

General Assembly Meetings

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
29/03/2018	0	% 82,6	% 0,01	% 82,59	https://s2.turkcell.com.tr/SiteAssets/Hakkimizda/yatirimci-iliskileri/documents/pdf/meetingminutes_29032018.pdf	No question submitted.	N/A	0	https://www.kap.org.tr/en/Bildirim/671368

2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	https://www.turkcell.com.tr/en/aboutus/investor-relations , https://www.kap.org.tr/en/sirket-bilgileri/ozet/1103-turkcell-iletisim-hizmetleri-a-s
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	https://www.kap.org.tr/en/sirket-bilgileri/genel/4028e4a1486ec80a0148c55510d71d31
List of languages for which the website is available	Turkish and English
2.2. Annual Report	
The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	Information provided in Annual Report-Other Issues Regarding Corporate Governance section.
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	Information provided in our website under "Investor Relations>Corporate Governance>Board Committees" heading and in the Corporate Governance Information Filings under 4.section which is attached to our annual report.
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	Information provided in the Corporate Governance Information Filings, which is attached to our annual report, under Section 4.
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	Information provided in Annual Report-Telecommunications Sector in Turkey and Developments in Our Companies sections.
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	Information provided in 37th disclosure of IFRS report which is attached to our Annual Report.
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the	

conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	We do not receive such services in 2018.
f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	Information provided in 39th disclosure of IFRS report which is attached to our Annual Report.
g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results	Information provided in Annual Report-Social Responsibility and Human Resources sections.

3. STAKEHOLDERS

3. STAKEHOLDERS	
3.1. Corporation's Policy on Stakeholders	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	It is not disclosed in the website of the Company.
The number of definitive convictions the company was subject to in relation to breach of employee rights	20
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Ethics Committee
The contact detail of the company alert mechanism	E-mail : ethicscommittee@turkcell.com.tr Address : Turkcell İletişim Hizmetleri A.Ş. Etik Kurulu Aydınevler Mah. İnönü Cad. No.20, Küçükaly / İstanbul
3.2. Supporting the Participation of the Stakeholders in the Corporation's Management	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	Not available.
Corporate bodies where employees are actually represented	Not available.
3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	Board of Directors, when necessary, get involved to the process through Nomination Committee within the framework of the Committee's roles& responsibilities.
	Hiring process is carried out by taking Equal Opportunities Policy into consideration under the responsibility of the HR Department. During the hiring process objective criteria such as; a. Being Turkish citizen or having work permit in Turkey b. Completion of military service c. Not to be deprived from civil rights d. Not to have a disease that will prevent him/her from working or pose a threat to the environment e. Not to be sentenced for an infamous crime f. Not under

The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	obligation of an involuntary servitude g. To have a graduate degree h. To have required skills determined specifically to the title and role (such as experience, field of graduation, certificate etc.) ı. "Close Relatives" (Spouses, brothers/sisters, children, father, mother, uncle, maternal aunt, paternal aunt) of people working in Turkcell Group companies may not be employed in Turkcell Group Companies, are taken into consideration. Employees with no past experience are assessed within the special hiring programs such as GNCYTNK.
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)
The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	https://www.turkcell.com.tr/en/aboutus/investor-relations/corporate-governance/code-of-ethics
The number of definitive convictions the company is subject to in relation to health and safety measures	Not available.
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	https://www.turkcell.com.tr/en/aboutus/investor-relations/corporate-governance/code-of-ethics
The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.	Corporate Social Responsibility
	For our Company it is essential to carry out its activities in a fair, honest, legal and ethical manner. Turkcell Group Anti-Bribery and Corruption ("ABC") Policy demonstrates and reflects our Company's Board of Director's commitment to the highest prevailing national and international anti-corruption and bribery standards. Turkcell expects the same degree of commitment from group companies as well. Within the main framework of the ABC Policy; in April 2018 Corporate

Any measures combating any kind of corruption including embezzlement and bribery

Governance & ABC Program Office has been established and an ABC program which provides necessary risk based trainings and establishes internal communication, and takes necessary preventive measures to ensure compliance with the rules has been initiated. With the establishment of the ABC Office, direct and efficient channels have been designed to access the Board of Directors, its committees and Senior Management with respect to ABC compliance related matters. ABC Office is the first contact point so that values and processes set by the ABC Program to be understood well and set these in motion along with Company's dynamics. (Please see <https://www.turkcell.com.tr/en/aboutus/investor-relations/corporate-governance/anti-bribery-and-corruption-policy> to obtain more information on our ABC Policy.)

4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	No evaluation has been conducted.
Whether the board evaluation was externally facilitated	Hayır (No)
Whether all board members released from their duties at the GSM	Evet (Yes)
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	There is no executive member within the Board of Directors and all board members have A group signature authorization.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	14
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	Information provided in Annual Report-Risk Assessment section.
Name of the Chairman	Ahmet Akça
Name of the CEO	Muhterem Kaan Terzioğlu
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	CEO and Chair functions are not combined.
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	No disclosure has been made in PDP.
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	Not available.
The number and ratio of female directors within the Board of Directors	1

Composition of Board of Directors

			The First Election	Link To PDP Notification That Includes	Whether the Independent Director	Whether She/He is the Director Who Ceased to Satisfy	Whether The Director Has At Least 5 Years' Experience On Audit,

Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	Date To Board	The Independency Declaration	Considered By The Nomination Committee	The Independence or Not	Accounting And/Or Finance Or Not
Ahmet Akça	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	11/03/2013	https://www.kap.org.tr/en/Bildirim/266009	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Atila Koç	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	11/03/2013	https://www.kap.org.tr/en/Bildirim/266009	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Mehmet Hilmi Güler	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	11/03/2013	https://www.kap.org.tr/en/Bildirim/266009	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Mustafa Kırıl	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	29/03/2018	Not available.	Değerlendirilmedi (Not considered)	-	Hayır (No)
Ingrid Maria Stenmark	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	29/03/2018	Not available.	Değerlendirilmedi (Not considered)	-	Hayır (No)
Hasan Tuvan Yalım	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	29/03/2018	Not available.	Değerlendirilmedi (Not considered)	-	Hayır (No)

4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical board meetings in the reporting period (meetings in person)	13
Director average attendance rate at board meetings	% 99,9
Whether the board uses an electronic portal to support its work or not	Hayır (No)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	5 days before the meeting.
The name of the section on the corporate website that demonstrates information about the board charter	We do not disclose the charter in the company's website.
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	We do not have such policy.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Information provided in our website under "Investor Relations> Corporate Governance> Board Committees" heading and in the Corporate Governance Information Filings under 4.section which is attached to our annual report.
Link(s) to the PDP announcement(s) with the board committee charters	https://www.turkcell.com.tr/en/aboutus/investor-relations/corporate-governance/board-committees

Composition of Board Committees-I

Names Of The Board Committees	Name Of Committees Defined As "Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not

Denetim Komitesi (Audit Committee)	Audit Committee	Ahmet Akça	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	Audit Committee	Mehmet Hilmi Güler	Hayır (No)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)	Audit Committee	Atilla Koç	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	Corporate Governance Committee	Mehmet Hilmi Güler	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	Corporate Governance Committee	Ingrid Maria Stenmark	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	Corporate Governance Committee	Zeynel Korhan Bilek	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	Corporate Governance Committee	Emre Alpman	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Aday Gösterme Komitesi (Nomination Committee)	Nomination Committee	Ahmet Akça	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Aday Gösterme Komitesi (Nomination Committee)	Nomination Committee	Mehmet Hilmi Güler	Hayır (No)	Yönetim kurulu üyesi (Board member)
Aday Gösterme Komitesi (Nomination Committee)	Nomination Committee	Atilla Koç	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	Committee of Early Detection of Risk	Mehmet Hilmi Güler	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	Committee of Early Detection of Risk	Hasan Tuvan Yalım	Hayır (No)	Yönetim kurulu üyesi (Board member)
Ücret Komitesi (Remuneration Committee)	Remuneration Committee	Atilla Koç	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Ücret Komitesi (Remuneration Committee)	Remuneration Committee	Mehmet Hilmi Güler	Hayır (No)	Yönetim kurulu üyesi (Board member)
Ücret Komitesi (Remuneration Committee)	Remuneration Committee	Mustafa Kırıl	Hayır (No)	Yönetim kurulu üyesi (Board member)

4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	Not available in the annual report. Please see : https://www.turkcell.com.tr/en/aboutus/investor-relations/corporate-governance/board-committees
Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)	Not available in the annual report. Please see : https://www.turkcell.com.tr/en/aboutus/investor-relations/corporate-governance/board-committees
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	Not available in the annual report. Please see : https://www.turkcell.com.tr/en/aboutus/investor-relations/corporate-governance/board-committees
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)	Not available in the annual report. Please see : https://www.turkcell.com.tr/en/aboutus/investor-relations/corporate-governance/board-committees
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	Not available in the annual report. Please see : https://www.turkcell.com.tr/en/aboutus/investor-relations/corporate-governance/board-committees
4.6. Financial Rights	

Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	Information provided in Annual Report-Turkcell Group: 2018 Financial & Operational Review section.
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	https://www.turkcell.com.tr/en/aboutus/investor-relations/corporate-governance/compensation-policy
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)	Information provided in 38th disclosure of IFRS report which is attached to our Annual Report.

Composition of Board Committees-II

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Reports On Its Activities Submitted To The Board
Denetim Komitesi (Audit Committee)	Audit Committee	% 100	% 100	8	8
Kurumsal Yönetim Komitesi (Corporate Governance Committee)	Corporate Governance Committee	% 50	% 25	2	2
Aday Gösterme Komitesi (Nomination Committee)	Nomination Committee	% 100	% 100	0	0
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)	Committee of Early Detection of Risk	% 100	% 50	5	6
Ücret Komitesi (Remuneration Committee)	Remuneration Committee	% 100	% 66,6	3	3