

TURKCELL İLETİŞİM HİZMETLERİ A.Ş.

Notification Regarding General Assembly



Notification Regarding General Assembly

Summary Info	Announcement Regarding the Result of Annual General Assembly
Update Notification Flag	Yes
Correction Notification Flag	No
Postponed Notification Flag	No

General Assembly Invitation

General Assembly Type	Annual
Beginning of The Fiscal Period	01.01.2019
Ending Date Of The Fiscal Period	31.12.2019
Decision Date	24.09.2020
General Assembly Date	21.10.2020
General Assembly Time	10:00
Record Date (Deadline For Participation In The General Assembly)	20.10.2020
Country	Turkey
City	İSTANBUL
District	MALTEPE
Address	Aydınevler Mahallesi, İnönü Caddesi, No:20/36, C Blok, Konferans Salonu, Küçükyalı Ofispark, 34854, Maltepe/İstanbul

Agenda Items

- 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 the 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.

Corporate Actions Involved In Agenda

Dividend Payment
Authorized Capital

General Assembly Results

Was The General Assembly Meeting Executed?	Yes
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The following decisions were taken at the Ordinary General Assembly of our Company held on October 21, 2020:

- Board of Directors' proposal on amendments in relation to Company's articles of association was approved,
- Balance Sheet and Profit/Loss statements relating to the fiscal year 2019 were approved,
- Board Members were individually released from activities and operations of the Company pertaining to the year 2019,
- Limit for donations was determined to be up to one percent (1%) of our Company's revenue as per consolidated annual financial statements relating to the previous fiscal year prepared in accordance with the Capital Markets Board regulation,
- Board of Directors decision with respect to the appointment of Mr. Christopher James Powell to vacant Board of Directors position pursuant to Article 363 of the Turkish Commercial Code was approved,
- Agenda item 10 in relation to the determination of the remuneration of the members of the Board of Directors has not been voted as there were no proposals on these regards,
- PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş (PricewaterhouseCoopers) was elected as independent audit firm pursuant to Turkish Commercial Code and the Capital Markets Legislation for auditing of the accounts and financials of the year 2020,
- Board Members were permitted to be active in areas falling within or outside the scope of the Company's operations directly or on behalf of others 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,
- Following the voting of the Board of Directors' decision dated September 24, 2020 regarding the agenda item on the distribution of dividend for fiscal year 2019; distribution of dividend in gross amount of TRY811,621,869 equivalent of gross cash dividend of TRY 0.3689190 (net TRY 0.3135812) per ordinary share with a nominal value of TRY 1 to the shareholders on November 30, 2020 in accordance with the announced dividend distribution table and dividend per share table and as per related legislation was approved. The dividend distribution shall not exceed 25% of net distributable income of 2019.

General Assembly Results

Herewith enclosed annex is the Dividend Distribution Table. The minutes and the participants list of General Assembly is available in Turkish on our company website.

Are There Articles Of Association Amendment Relating To Company Title In Minutes?	Yes
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Decisions Regarding Corporate Actions

Dividend Payment	Discussed
Authorized Capital	Accepted

General Assembly Result Documents

Appendix: 1	hazirun_21102020.pdf - List of Attendants
Appendix: 2	2019gk-tutanak.pdf - Minute

Additional Explanations

There are no additional explanations.

We proclaim that our above disclosure is in conformity with the principles set down in "Material Events Communiqué" of Capital Markets Board, and it fully reflects all information coming to our knowledge on the subject matter thereof, and it is in conformity with our books, records and documents, and all reasonable efforts have been shown by our Company in order to obtain all information fully and accurately about the subject matter thereof, and we're personally liable for the disclosures.