

ANNEX: Board of Directors Dividend Distribution Proposal

The Board of Directors of the Company decided to distribute gross dividend amount of TRY 2,585,787,148 to be paid in cash to our shareholders within the below conditions explained hereunder as part of the resolution:

1. As a result of the activities of our Company, pertaining to the period between January 1, 2020 and December 31, 2020, our Company's profit, calculated according to the consolidated financial statements, which were audited independently in accordance with the Capital Markets Board Communiqué numbered II-14.1, named "Communiqué Regarding the Financial Reporting in Capital Markets" is TRY 4,624,278,286-,
2. TRY 4,237,085,749- after tax profit calculated according to the consolidated financial statements shall be taken as the basis for dividend distribution in accordance with "Capital Markets Board Dividend Guide" which was published on 27 January 2014.
3. As the ceiling designated in the Turkish Commercial Code (TCC) for first legal reserve has been reached by our company; no first legal reserve set aside,
4. TRY 4,237,085,749- is the distributable dividend of the Company, pertaining to year 2020 and TRY 4,297,863,433- calculated by adding TRY 60,777,684- which is the aggregate amount of the donations made during the year, to the above mentioned amount shall be taken as the first dividend basis,
5. In accordance with the provisions declared in Capital Markets Board ("CMB") Communiqué Serial: II-19.1 on "Dividends" and clauses set in the article of association of our company; TRY 859,572,687-, which is 20% of the first dividend basis, amounting to TRY 4,297,863,433- shall be distributed as the first cash dividend and the secondary reserve amounting to TRY 247,578,715- shall be separated from the rest of the net distributable current year profit,
 - a. The total amount of TRY 2,585,787,148- which shall be distributed in cash, shall be distributed from statutory previous year's profit.
 - b. The withholding tax deductions shall be applicable on the amount to be distributed in cash, TRY 2,585,787,148- as mentioned hereinabove,
 - c. In this respect, gross amount of TRY 1.1753578- shall be distributed to our shareholders for each share, having a nominal value of TRY 1.- (One Turkish Lira), and hence the aggregate gross amount of dividend distribution in cash shall be TRY 2,585,787,148-.
6. TRY 1,403,719,886 - which is the remaining of the 2020 year's distributable profit after the cash dividend distribution shall be:
 - a. Regarded as previous year's profit and set aside within the Company,
 - b. The withholding tax deductions shall be applicable on the amount, which is set aside as 2020 fiscal year's profit, in case such amount shall be subject to redistribution.

TURKCELL İLETİŞİM HİZMETLERİ A.Ş. 2020 DIVIDEND DISTRIBUTION TABLE (TL)

1) Paid / Issued Capital	2,200,000,000
2) Total Legal Reserves (in accordance with statutory records)	1,737,925,719
If there is information about privilege in dividend distribution in accordance with the Articles of Association	

DISTRIBUTION OF THE PROFIT FOR THE PERIOD	According to CMB	According to Statutory Records (SR)
3) Profit for the period	4,624,278,286	-
4) Tax (-)	387,192,537	-
5) Net Profit for the period (=) (3-4)	4,237,085,749	-
6) Prior Years' Losses (-)	-	-
7) Primary Legal Reserves (-) ((5YK-6YK)*0.05)	-	-
8) NET DISTRIBUTABLE PROFIT (=) (5-6-7)	4,237,085,749	-
9) Donations made during the year	60,777,684	-
10) Net distributable profit including donations that is the base of calculation of first legal reserves (8+9)	4,297,863,433	-
11) First Dividend	859,572,687	-
a -Cash	-	-
b -Cash	859,572,687	-
c -Share	-	-
-Total	859,572,687	-
12) Dividend paid to preference shares	-	-
13) Dividends paid to Board Members, employees and etc.	-	-
14) Dividend paid to Redeemed Share Owners	-	-
15) Secondary Dividend	1,726,214,461	-
16) Secondary Legal Reserves ((11+12+13+14+15)-(1*0.05))/10	247,578,715	-
17) Status Reserves	-	-
18) Special Reserves	-	-
19) EXTRA ORDINARY RESERVES (*) 8-(11a+12+13+14+16+17+18)	1,403,719,886	-
20) Other Distributable Sources	-	2,585,787,148
-Prior years' profits (**)	-	-
-Extra Ordinary Reserves	-	-
-Other Distributable Reserves in accordance with legislation and Articles of Association (**)	-	-

(*) TRY 1,403,719,886 which is the remaining of the 2020 year's distributable profit after the cash dividend distribution made, shall be regarded as previous year's profit in CMB records,

(**) The total amount of TRY 2,585,787,148, which shall be distributed in cash from statutory from statutory previous year's profit.

(***) Dividend regarding to buy-back shares are recorded in free reserves at statutory accounts.

INFORMATION ON DIVIDEND PAY OUT RATIO⁽¹⁾				
INFORMATION ON DIVIDEND PER SHARE				
	Group	TOTAL DIVIDEND AMOUNT (TRY)	DIVIDEND FOR A SHARE WITH A NOMINAL VALUE OF 1 TL	
			AMOUNT (TRY)	RATIO (%)
GROSS	A	387,868,072	1.1753578	117.54
	B	2,197,919,076	1.1753578	117.54
	TOTAL	2,585,787,148	1.1753578	117.54
Withholding tax will be applied on distributed gross dividend in accordance with applicable tax regulations on the distribution date.				
NET	A	329,687,861	0.9990541	99.91
	B	1,868,231,214	0.9990541	99.91
	TOTAL	2,197,919,076	0.9990541	99.91
Withholding tax will be applied on distributed gross dividend in accordance with applicable tax regulations on the distribution date.				
RATIO OF GROSS DIVIDEND DISTRIBUTION TO THE NET DISTRIBUTABLE PROFIT				
TOTAL GROSS DIVIDEND DISTRIBUTION AMOUNT (TRY)	TOTAL GROSS DIVIDEND DISTRIBUTION/NET DISTRIBUTABLE PROFIT (%)			
2,585,787,148	61.0			