

**TÜRK TELEKOMÜNİKASYON ANONİM ŞİRKETİ****MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING****HELD ON JUNE 05, 2024**

The Ordinary General Assembly Meeting for the year 2023 of Türk Telekomünikasyon Anonim Şirketi (the “Company”), was held on 05<sup>th</sup> of June 2024 at Türk Telekomünikasyon A.Ş. Genel Müdürlük Kültür Merkezi, Turgut Özal Bulvarı, 06103 Aydınlıkevler/Ankara under the supervision of Ministry Representative Tuncer BAŞBOZKURT, commissioned pursuant to the letter no: 97498515 dated 04.06.2024 issued by the Ankara Provincial Directorate. The Ministry Representative, Tuncer BAŞBOZKURT informed that the necessary rules and procedures in relation to the meeting had been fulfilled in compliance with the relevant law and the Company’s Articles of Association.

As provided for under Turkish Commercial Code (“TCC”) and under the Company’s Articles of Association, the meeting invitation, agenda and sample proxies were published at the Turkish Trade Registry Gazette numbered 11080 dated 13 May 2024 and additionally at Sabah and Yenişafak newspapers dated 13 May 2024. Furthermore, the date and agenda of the general assembly meeting were also published at the Company’s [www.ttyatirimciiliskileri.com.tr](http://www.ttyatirimciiliskileri.com.tr) website, Public Disclosure Platform, the E-Company Platform and the electronic general assembly system (“EGAS”) of the Central Registration Agency (“CRA”) and details of the meeting date within the specified period and agenda were also provided to the shareholders holding registered shares to their addresses under the Company records via registered mail dated 13.05.2024.

It was ascertained from the List of Attendees that out of 350,000,000,000 shares corresponding to the Company’s total capital of TL 3,500,000,000; 311,265,346,800 shares corresponding to TL 3,112,653,468 were represented by proxy, 1,040,100 shares corresponding to TL 10,401 were represented in principal and totally 311,266,385,900 shares corresponding to TL 3,112,663,859 thereby ensuring that the minimum quorum requirement as provided for under the TCC and Articles of Association of the Company were satisfied and that pursuant to subparagraphs 5 and 6 of Article 1527 of the TCC, the necessary legal procedures in relation to the preparations in order to conduct the Company’s electronic general assembly have been fulfilled and that the chairman

of the board of directors, Ömer Fatih SAYAN who is the Chairman of the board of directors and Zeynep OKUYAN who is the representative of Güney Bağımsız Denetim Ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Ernst & Young), the Independent Audit Company being present at the meeting and the meeting was opened by the ministry representative at 14.03 p.m.

Without prejudice to the provisions relating to voting rights under the EGAS, information regarding the system of casting votes in relation to the agenda items, discussed during the Meeting, were provided to the shareholders, who are present at the meeting, and it was informed that acceptance votes may be indicated by raising (show of) hands, by standing, or by verbally indicating "AFFIRMATIVE" or "NEGATIVE". Those who do not raise their hands, stand up or communicate their preferences or otherwise cast an abstaining vote shall be deemed to have "NEGATIVE" vote to the item.

Those who were physically present at the meeting were briefly informed relating to the electronic general assembly meeting application.

Before proceeding to the discussion of the agenda, the shareholders were informed that; among the shares represented, shares corresponding to TL 78,841,583 capital were represented by "Depositor Representatives", shares corresponding to TL 3,033,811,885 capital were represented by "Other Representatives" and TL 10,401 shares were represented in person.

The General Assembly Meeting was opened with the discussion of the following agenda items:

**1. In relation to Article 1 entitled "Opening and Election of the Chairmanship Committee" of the Agenda;**

Pursuant to the joint proposal submitted to the Chairmanship Committee by the Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of Türkiye Wealth Fund, as shareholders; election of Tahsin Kaplan as Chairman, Nuri Doğru as Secretary and Mine Güçlü as Vote Collector was put to a vote.

As a result of the voting, the proposal was unanimously accepted.

Pınar Kurt, who has "Central Registration Agency Electronic General Assembly System Certificate" was appointed to use EGAS by Tahsin Kaplan who was elected as the chairman of the meeting.

**2. In relation to Article 2 entitled “Authorizing the chairmanship committee to sign the minutes of the general assembly meeting and the list of attendees” of the Agenda;**

The joint proposal submitted to the Chairmanship Committee by the Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of the Türkiye Wealth Fund as shareholders, was read by Mine Güçlü.

Accordingly, granting authority to sign the General Assembly Minutes of Meeting and the List of Attendees to the Chairmanship Committee was put to a vote.

As a result of the voting, the proposal was unanimously accepted.

**3. In relation to Article 3 entitled “Reading the board of directors annual report for the year 2023” of the Agenda;**

The Chairman, Tahsin Kaplan informed the General Assembly that the following Agenda Item is for informative purposes only and will not be voted upon.

According to the joint proposal submitted to the Chairmanship Committee by the Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of the Türkiye Wealth Fund as shareholders; it was proposed that the Annual Report of the Board of Directors in relation to the year 2023 approved by Decision No. 30 of the Board of Directors on 17.04.2024 shall be deemed to have been read due to the fact that it has been published at the Company’s [www.ttyatirimciiliskileri.com.tr](http://www.ttyatirimciiliskileri.com.tr) website, the Public Disclosure Platform, the Electronic General Assembly System of the Central Registration Agency and sent to the examination of those shareholders physically attending the meeting.

The Chairman informed the general assembly that the proposal shall be added as a sub-agenda item.

The joint proposal was added as a sub-agenda item to the EGAS.

The proposal, which was added as sub agenda item, was put to a vote.

As a result of the voting, the Annual Report being deemed to have been read was unanimously accepted

**4. In relation to Article 4 entitled “Reading the auditor’s report for the year 2023” of the Agenda;**

The Chairman Tahsin Kaplan informed the general assembly that the following Agenda Item is for informative purposes only and will not be voted upon.

The Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of the Türkiye Wealth Fund as shareholders, jointly proposed that, the opinion section of the Independent Auditor’s Report shall be read and the remaining part of the Independent Auditor’s Report prepared by the Independent Auditor and attached to the Annual Report of the Board of Directors under the scope of relevant provisions of the Türkiye Commercial Code shall be deemed to have been read due to the fact that it has been published at the Company’s [www.ttyatirimciliskileri.com.tr](http://www.ttyatirimciliskileri.com.tr) website, the Public Disclosure Platform, the Electronic General Assembly System of the Central Registration Agency and sent to the examination of those shareholders physically attending the meeting.

The Chairman informed the general assembly that the joint proposal shall be added as a sub-agenda item.

The joint Proposal was added as a sub-agenda item to the EGAS.

The proposal, which was added as sub-agenda item, was put to a vote.

As a result of the voting, it was unanimously accepted that the opinion section of the Independent Auditor’s Report shall be read and the remaining part of Independent Auditor’s Report of the Board of Directors shall be deemed to have been read.

Zeynep Okuyan, Responsible Auditor of Güney Bağımsız Denetim Ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Ernst & Young), read out the related opinion section of the report.

**5. In relation to Article 5 entitled “Reading, discussing and approving the balance sheet and profit/loss accounts for the year 2023” of the Agenda;**

The Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of the Türkiye Wealth Fund as shareholders jointly proposed that the main sections of the consolidated balance sheet and profit/loss accounts prepared as result of the Company’s operations performed between 01 January 2023 - 31

December 2023 in accordance with the provisions of Communiqué on Principles of Financial Reporting in Capital Markets No: II-14.1 of Capital Markets Board shall be deemed to have been read since they have been disclosed to our shareholders on the website of the Company, [www.ttyatirimciiliskileri.com.tr](http://www.ttyatirimciiliskileri.com.tr), in the Public Disclosures Platform, in the EGAS and provided to the Shareholders who physically have attended to the meeting.

The Chairman informed the general assembly that the joint proposal shall be added as sub-agenda item.

The Proposal was added as sub-agenda item to the EGAS.

The proposal which was added as sub agenda item, was put to a vote.

As a result of the voting, the aforementioned proposal was unanimously accepted and it was decided that the main sections of the consolidated balance sheet and profit/loss accounts prepared as result of the Company's operations performed in year 2023 in accordance with the provisions of Communiqué on Principles of Financial Reporting and Capital Markets Board shall be read and the remaining part of the report shall be deemed to have been read.

Eren Öner, Corporate Governance, Compliance & Sustainability Group Manager of the Company read the main sections of the consolidated balance sheet and profit/loss accounts prepared as result of our Company's operations performed between 01 January 2023 - 31 December 2023 in accordance with the provisions of Communiqué on Principles of Financial Reporting in Capital Markets No: II-14.1 of Capital Markets Board.

The Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of the Türkiye Wealth Fund as shareholders jointly submitted an additional proposal in relation to this agenda item and such proposal was read by Mine Güçlü.

Accordingly, it was proposed that the consolidated balance sheet and profit/loss accounts for the year 2023 to be approved.

The consolidated balance sheet and profit/loss accounts were put to a vote.

As a result of the voting, the consolidated balance sheet and profit/loss accounts for the year 2023, prepared pursuant to TCC, Turkish Accounting Standards in accordance with the formats set

forth under Capital Markets Board legislation have been unanimously accepted. The chairman of the meeting, Mr. Tahsin Kaplan, announced that there was one more proposal. The joint proposal submitted to the Chairmanship Committee by the Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of the Türkiye Wealth Fund as shareholders, was read by Mine Güçlü.

Accordingly, pursuant to Clause 10 of the Company's Article of Association, following candidates were proposed for the Board of Directors for term of office 3 (three) years,

(i) Group A Shareholder has proposed the following candidates for election as members of the Board of Directors

1. İsmail İlhan Hatipoğlu
2. Ümüt Önal
3. Yunus Arıncı
4. Mehmet Reşat Bahçeevli
5. Deniz Yılmaz

(ii) As Group B shareholders, the Ministry of Transport and Infrastructure, on behalf of the Ministry of Treasury and Finance, and Türkiye Varlık Fonu Yönetimi A.Ş., on behalf of Türkiye Wealth Fund, have proposed that the following candidates, who have been notified by the Capital Markets Board no adverse opinion has been expressed, proposed to be elected as Independent Member of Board of Directors

6. Yiğit Bulut
7. Selim Dursun
8. Enver İskurt

(iii) As Group C Privileged Shareholder, the Ministry of Transportation and Infrastructure on behalf of the Ministry of Treasury and Finance, to elect the



following candidate as a member of the Board of Directors representing the C Group Privileged Share

9. Ömer Fatih Sayan

Chairman of the Meeting Tahsin Kaplan announced that, although the agenda of the General Meeting did not include the election of the Board of Directors, with the concurrence of the Ministerial Representative, the proposal will be added to the agenda for discussion and voting; Accordingly clause 25.1/c of Regulation on the Procedures and Principles of the General Assembly Meetings of Joint Stock Companies and the Ministry Representatives to be Present at These Meetings “ *The dismissal of the members of the Board of Directors and the election of new ones shall be deemed to be related to the discussion of the year-end financial statements and shall be discussed and resolved directly upon request, regardless of whether there is an item on the agenda or not*”. The opinion of conformity has been received from the Ministry representative.

The Proposal was added as sub-agenda item.

The candidacy and acceptance declarations submitted to the attention of the Chairmanship Committee of the meeting by Mr.Ümüt Önal who is nominated by Group A Shareholder and Mr. Ömer Fatih Sayan who is nominated by Group C Privileged Share those were present at the meeting in person, Mr. Yiğit Bulut, Mr. Selim Dursun and Mr. Enver İskurt who were nominated by Group B and Mr. İsmail İlhan Hatipoğlu, Mr. Deniz Yılmaz, Mr. Yunus Arıncı and Mr. Mehmet Reşat Bahçeevli who are nominated by Group A and those who did not attend the meeting were certified by the Ministry Representative.

Mine Güçlü read the CV of the Candidates.

Election of the individuals who are nominated as per the proposals submitted by the Company’s shareholders as the member and the independent board member to the Board of Directors in order to serve for a period of 3 (three) years according to Article 10 of the Company’s Articles of Association, was put to vote and as a result of the voting, it was approved by a majority of TL4,550 NEGATIVE and TL 3,112,659,319AFFIRMATIVE votes.

**6. In relation to Article 6 entitled “Releasing each member of the board of directors for the operations and transactions of the Company during 2023,” of the Agenda;**

The joint Proposal submitted to the Chairmanship presented by the Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of the Türkiye Wealth Fund as shareholders, was read by Mine Güçlü.

The matter of releasing each member of Board of Directors who are in charge during the financial year of 2023 for the operations and actions of the Company for the year 2023 was discussed by the General Assembly.

As a result of the discussions, the members of the Board of Directors who are in charge during the financial year of 2023 - were released separately from the operations and actions performed on behalf of the Company for the year of 2023 by unanimously accepted.

**7. In relation to the Article 7 item of the agenda, ‘Pursuant to Article 363 of the Turkish Commercial Code; to submit the election of temporary members of the Board of Directors for the approval of the General Assembly’;**

The Chairman of the Meeting took the floor and stated that this agenda item is ‘Pursuant to Article 363 of the Turkish Commercial Code; submission of the temporary member elections of the Board of Directors to the approval of the General Assembly,’ and in relation to this item;

Article 363 of the Turkish Commercial Code reads as follows: ‘Without prejudice to the provisions of Article 334, if a membership becomes vacant for any reason, the board of directors shall temporarily elect a person who meets the legal requirements as a member of the board of directors and submit it to the approval of the first general assembly. The member elected in this way shall serve until the general assembly meeting in which he/she is submitted for approval and, if approved, shall complete the term of his/her predecessor.’ It carries the provision,

It is clearly stated in the information document announced to the shareholders that in case the Board of Directors elects temporary members until the date of the General Assembly for the vacant memberships of the Board of Directors elected by the General Assembly decision dated



09.08.2023, the temporary elected members will be submitted to the approval of the General Assembly in accordance with Article 363 of the T.C.C.,

According to the information presented to the Chairmanship, no election was made by the Board of Directors until the date of the General Assembly for the memberships vacated due to resignation, therefore there is no matter to be voted or discussed within the scope of this article. Upon the confirmation of the Ministry Representative, this item was not discussed.

**8. In relation to Article 8 titled “Defining the salaries of the members of the board of directors” of the Agenda;**

The joint Proposal submitted to the Chairmanship presented by the Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of the Türkiye Wealth Fund as shareholders, was read by Mine Güçlü.

Accordingly, in accordance with the Company's Remuneration Policy, each member of the Board of Directors shall be paid the net remuneration decided at the Ordinary General Assembly Meeting of the Company dated 09.08.2023 for the activities they shall perform in 2024, as determined by the Turkish Statistical Institute (TÜİK) to be effective as of 01.01.2025.

For 2024, it was proposed to increase the annual Consumer Price Index (CPI) increase.

The proposal was put to a vote and as a result of the voting, it was accepted by a majority of TL 54,533,903 NEGATIVE and TL 3,058,129,966 AFFIRMATIVE votes.

**9. In relation to Article 9 entitled “Resolving on the distribution of profit” of the Agenda;**

The joint Proposal submitted to the Chairmanship presented by the Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of the Türkiye Wealth Fund as shareholders, was read by Mine Güçlü.

It is seen that the above mentioned shareholders proposed the Company's Board of Director's Resolution dated 30.04.2024 and numbered 37 regarding the profit distribution shall be approved.

1. The Company's net profit calculated according to the independently audited consolidated financial tables prepared in accordance with the provisions of "Capital Markets Board

(CMB) Communiqué About Financial Reporting in Capital Markets No.II-14.1" is TL 16,421,552,000 for the fiscal year of 2023,

2. Pursuant to the CMB Communiqué on Dividends No: II-19.1, the profit after tax amount of TL 16,421,552,000 shall be the base amount for dividend distribution,
3. The Company is not required to take any reserves for 2023 as per the Article 519 of Turkish Commercial Code because it has already reached the general legal reserve limit,

Accordingly, the Company is allowed to make a proposal, subject to the provisions of its Articles of Association, that the net profit amounting to TL 16,421,552,000 which is based on the independently audited consolidated financial statements, shall be recorded as extraordinary reserves.

The Chairman put the proposal to vote, regarding the approval of the decision of the Board of Directors of the Company, dated 30.04.2024 Nr.37, which was submitted for the examination of the shareholders in the company's website [www.ttyatirimciiliskileri.com.tr](http://www.ttyatirimciiliskileri.com.tr), on the Public Disclosure Platform, EGAS and in the files distributed to physically attended shareholders in the meeting. Chairman put the proposal of the board of directors to a vote accordingly.

Ünal Koçer, one of our shareholders, took the floor and asked that a justifiable explanation regarding the issues in Articles 8 and 9.

The chairman of the meeting took the floor and stated that this explanation shall be announced by the relevant managers in the "Comments and Closing" section, which is the last agenda of this general assembly. Agenda discussions was continued.

As a result of the voting, the abovementioned Proposal was approved by a majority of TL 4,550 NEGATIVE and TL 3,112,659,319 AFFIRMATIVE votes.

**10. In relation to Article 10 entitled "Election of the auditor for the purpose of auditing the Company's operations and accounts for the year 2024, pursuant to Article 399 of Turkish Commercial Code and article 17/A of the articles of association of the Company" of the Agenda;**

Based on the proposal of the Audit Committee dated 17.04.2024; The Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu

Yönetimi A.Ş. on behalf of the Türkiye Wealth Fund as shareholders, jointly proposed that in accordance with Article 399 of Turkish Commercial Code and Article 17/A of the Articles of Association of the Company, the execution of the Agreement with the Independent Audit Company, Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Ernst & Young) for its auditing activities in relation to the operations and accounts of the Company for the year 2024 shall be approved.

The proposal was put to a vote and as a result of the voting, the abovementioned Proposal and the Independent Audit Agreement was unanimously accepted.

**11. In relation to Article 11 item of the agenda, ‘Informing the General Assembly about the donations and grants made by the Company in 2023’**

Tahsin Kaplan, Chairman of the Meeting, took the floor and stated that this agenda item was for information purposes only and that no voting would be held.

Shareholders were informed that the total amount of donations and grants made in 2023 was TL 767,641,659.

**12. In relation to Article 12 entitled “Informing the general assembly about the guarantees, pledges and mortgages given by the Company in 2023 in favor of third parties, and about revenues or interests generated in 2023” of the Agenda;**

Tahsin Kaplan as chairman of the meeting informed the general assembly that this agenda Item is for informative purposes only and will not be voted upon and gave the word to Eren Öner, the Corporate Governance, Compliance & Sustainability Group Manager of the Company.

Eren Öner, mentioned that the information regarding the guarantees, pledges and mortgages provided by the Company to third parties or the derived income or interest thereof is available at footnote No: 24 of the 2023 consolidated financial statements which have been prepared in accordance with the CMB rules and publicly disclosed. In addition he informed the Shareholders about the Company’s guarantee, pledge and mortgage (GPM) position as of 31 December 2023 is as follows:

GPMs given on behalf of the Company (TL Thousand)	31 December 2023
A. GPMs given on behalf of the Company's legal personality	9,860,744
B. GPMs given in favor of subsidiaries included in full consolidation	1,989,017
C. GPMS given by the Company for the liabilities of 3rd parties in order to run ordinary course of business	724,562
<b>Total</b>	<b>12,574,323</b>

The Group is purchased by distributor companies within the scope of committed campaigns by the Group loans to be used by distributor companies to finance the purchase of devices to be sold to their customers TL 724,562 thousand has been guaranteed in accordance with Article 128/1 of the Code of Obligations (December 31, 2022: TL 1,770,426 thousand). TL 319,931 thousand of this guarantee is given to Vakıf Faktoring A.Ş.

**13. In relation to Article 13 entitled "Informing about the share buyback transactions being conducted under the board of directors resolution No. 4 dated 08.02.2023" of the Agenda;**

Tahsin Kaplan as chairman of the meeting informed the general assembly that this agenda Item is for informative purposes only and will not be voted upon and gave the word to Eren Öner, the Corporate Governance, Compliance & Sustainability Group Manager of the Company.

Eren Öner informed within the scope of the share buy-back decision of our Board of Directors dated 08.02.2023, 500,000 shares were bought back on 17.02.2023 with an average price of TL 19.484, shareholders were informed at the Ordinary General Assembly Meeting dated 09.08.2023 regarding the said buy-back, and no other share buy-back was made after the aforementioned date of 17.02.2023. He also informed the shareholders that the ratio of TTKOM shares owned by our Company to the company capital is 0.014%.

**14. In relation to Article 14 entitled "Informing the general assembly of the changes that have material impact on the management and the activities of the Company and its subsidiaries and that were realized within the previous fiscal year or being planned for the following fiscal year and of the reasons of such changes, pursuant to the Capital Markets Board Corporate Governance Principle No. 1.3.1 (b)" of the Agenda;**

Tahsin Kaplan as chairman of the meeting informed the general assembly that this agenda item is for informative purposes only and will not be voted upon and gave the word to Eren Öner, Corporate Governance, Compliance & Sustainability Group Manager of the Company.

Eren Öner explained that; “There are no changes that have material impact on the management and the activities of the Company and its subsidiaries and that were realized within the previous fiscal year or being planned for the following fiscal year. In addition, the public disclosures of material events made by the Company in compliance with relevant legislation are available at the Company’s page under [www.kap.gov.tr](http://www.kap.gov.tr) and Company’s web address of <https://www.ttyatirimciiliskileri.com.tr/en-us/announcements-disclosures/pages/regulatorydisclosures>.

**15. In relation to Article 15 entitled “Informing the general assembly of the transactions of the controlling shareholders, the board of directors members, the executives who are under administrative liability, their spouses and their relatives by blood and marriage up to the second degree that are performed within the year 2023 relating to make a material transaction which may cause conflict of interest for the Company or the Company’s subsidiaries and/or to carry out works within or out of the scope of the Company’s operations on their own behalf or on behalf of others or to be a unlimited partner to the companies operating in the same kind of fields of activity in accordance with the Communiqué of the Capital Markets Board No: II-17.1 pursuant to the Corporate Governance Principle No. 1.3.6” of the Agenda;**

Tahsin Kaplan as chairman of the meeting informed the general assembly that the following Agenda Item is for informative purposes only and will not be voted upon and gave the word Eren Öner, Corporate Governance, Compliance & Sustainability Group Manager of the Company;

Eren Öner informed the shareholders that no transaction has come to Company’s attention which was performed by any of the controlling shareholders, board members, senior management, their spouses and their relatives by blood and marriage up to the 2nd degree within the year 2023 relating to make a material transaction which may cause a conflict of interest for the Company or its subsidiaries, and/or to carry out works within or out of the scope of the Company’s operations on behalf or on behalf of others or to be an unlimited partner to the companies operating in the same kind of fields of activity .

**16. In relation to Article 16 entitled “Informing the general assembly regarding the “Remuneration Policy” for the board of directors members and the senior executives in accordance with the Capital Markets Board Corporate Governance Principle No:4.6.2” of the Agenda;**

Tahsin Kaplan as chairman of the meeting informed the general assembly that the following agenda item is for informative purposes only and will not be voted upon.

The Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of the Türkiye Wealth Fund as shareholders, jointly proposed that in accordance with obligatory Article 4.6.2 of the Communiqué on Corporate Governance Principles, the “Remuneration Policy” of the members of the board of directors and the senior management shall be deemed to have been read due to the fact that it has been published at the Company’s [www.ttyatirimciiliskileri.com.tr](http://www.ttyatirimciiliskileri.com.tr) website, the Public Disclosures Platform, the EGAS and sent to the examination of those shareholders physically attending the meeting.

Chairman informed that the proposal will be added as a sub-agenda item.

The proposal was added to the EGAS as sub agenda item.

The proposal in relation to the “Remuneration Policy” being deemed to have been read was approved by a majority of a total of TL53,317,818 NEGATIVE and TL 3,059,346,051AFFIRMATIVE votes.

The Chairman asked for shareholders’ opinions regarding the “Remuneration Policy” determined for the Members of Board of Directors and the Senior Executives in accordance with the Corporate Governance Principles.

Ünal Koçer, one of our shareholders, took the floor and asked that an explanation regarding the contents of both this article and the previous articles.

**17. The chairman of the meeting took the floor and stated that the necessary explanations were available both on the company's website and on the investor relations website, and that the necessary explanations shall be made by the relevant managers in the last agenda item of the general assembly. Discussion of agenda items was continued.In relation to Article 15 entitled “Discussing and voting for authorizing the board of directors or person(s) designated by the**



**board of directors for company acquisitions to be made by the Company or its subsidiaries until the next ordinary general assembly meeting up to 125 Million Euros which will be separately valid for each acquisition” of the Agenda;**

The joint proposal presented by the Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of the Türkiye Wealth Fund as shareholders, was read by Mine Güçlü.

Authorizing the board of directors or person(s) designated by the board of directors for Company acquisitions to be made by the Company or its subsidiaries until the next ordinary general assembly meeting up to 125 Million Euro which will be separately valid for each acquisition was proposed.

The proposal was put to a vote.

As a result of voting, the authorization of the board of directors or person(s) designated by the board of directors in relation to company acquisitions to be made by the Company or its subsidiaries until the next general assembly meeting up to 125 Million Euros to be separately valid for each acquisition was approved by a majority of affirmative votes of a total of TL 4,551 NEGATIVE and TL 3,112,659,318 AFFIRMATIVE votes.

**18. In relation to Article 18 entitled “Discussing and voting for authorizing the board of directors to establish special purpose vehicle(s) when required for above mentioned acquisitions” of the Agenda;**

The joint proposal presented by The Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of the Türkiye Wealth Fund as shareholders, was read by Mine Güçlü.

The Proposal in relation to the authorization of the Board of Directors establishing special-purpose vehicle/s when necessary regarding acquisitions stated in the previous agenda item was proposed.

Such proposal was put to a vote.

As a result of voting, authorizing the Board of Directors in establishing special-purpose vehicle/s when necessary, by the Company and its subsidiaries regarding acquisitions until the next

general assembly meeting was approved by a majority of a total of TL 1NEGATIVE and TL 3,112,663,868AFFIRMATIVE votes.

İbrahim Demiray, one of our shareholders, expressed his opinion that the system should not be made inactive while the Chairman read the article through the EGKS System. The chairman of the meeting stated that it shall be taken into consideration.

**19. In relation to Article 19 entitled “Resolving on giving permission to the board of directors for performing the works mentioned under article 395 and 396 of Turkish Commercial Code” of the Agenda;**

The joint proposal presented by The Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance, and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of Türkiye Wealth Fund, as shareholders, was read by Mine Güçlü.

It was proposed that the Board of Directors shall be permitted for performing the works mentioned under article 395 and 396 of TCC in accordance with the terms and conditions of the Concession Agreement signed by and between the Company and the Information Technologies and Communication Authority.

The proposal was put to a vote.

As a result of the voting, it was accepted by a majority of TL 24,312,230 NEGATIVE and TL 3,088,351,639AFFIRMATIVE votes.

**20. In relation to Article 20 entitled “Pursuant to the Capital Markets Board's Corporate Governance Communiqué No. II-17.1 and other regulations; approval of the amendment of Article 6 titled “Capital” of the Articles of Association of our Company, provided that the necessary permissions have been obtained from the Capital Markets Board and the Republic of Turkey Ministry of Trade” of the Agenda;**

The joint proposal presented by The Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance, and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of Türkiye Wealth Fund, as shareholders, was read by Mine Güçlü.

Accordingly, it was proposed that the Amendment Document of our Companies’ Article of Association in relation to the amendments to Article 6 “Capital” shall be deemed to

have been read due to the fact that it has been published at the Company's [www.ttyatirimciiliskileri.com.tr](http://www.ttyatirimciiliskileri.com.tr) website, the Public Disclosure Platform, the EGAS and E- Company of the Central Registration Agency and provided to examination of those shareholders physically attending the meeting.

The Meeting Chairman stated that the proposal will be added as a sub-agenda item.

The proposal was added as a sub-agenda item in EGKS.

The proposal added as a sub-agenda item was put to vote.

As a results of the voting, it was approved by a majority of TL 1 NEGATIVE and TL 3,112,663,868AFFİRMATIVE votes that the Amendment Document of the Company's Articles of Association shall be deemed to have been read.

The joint proposal presented by The Ministry of Transport and Infrastructure on behalf of the Ministry of Treasury and Finance, and Türkiye Varlık Fonu Yönetimi A.Ş. on behalf of Türkiye Wealth Fund, as shareholders, was read by Mine Güçlü.

The proposal was read by Mine Güçlü.

It was proposed that the Amendment Document of the Company's Article of Association in the relation to the amendment to Article 6 "Capital" to the Company's Article of Association was put a vote.

It was determined that the necessary approvals were obtained pursuant to the law in the relation to Amendment Document of the Company's Articles od Associations by the letters of the Capital Markets Board No: E-29833736-110.03.03-53952 Dated 14.05.2024 and the Republic of Turkey Ministry of Trade No: E-50035491-431.02-00097011190 Dated 21.05.2024

### *Former Version*

### **CAPITAL**

### **ARTICLE 6**

*The capital of the Company is TL 3.500.000.000 (three billion five hundred million Turkish Liras) and is fully paid-up. This capital is divided into 350.000.000.000 (three hundred and fifty billions) shares each having a nominal value of Kr 1 (one) (TL 0.01) as set out below:*

GROUP	SHAREHOLDER NAME	CAPITAL AMOUNT	TYPE	NUMBER OF SHARES	PERCENTAGE TO THE CAPITAL
A	<i>Levent Yapılandırma Yönetimi A.Ş.</i>	<i>1.925.000.000,00</i>	<i>Registered</i>	<i>192.500.000.000</i>	<i>%55</i>
B	<i>Treasury</i>	<i>875.011.884,975</i>	<i>Bearer</i>	<i>87.501.188.497,0</i>	<i>%25</i>
B	<i>Türkiye Wealth Fund</i>	<i>174.988.115,015</i>	<i>Bearer</i>	<i>17.498.811.501,50</i>	<i>%5</i>
C	<i>Treasury</i>	<i>0,01</i>	<i>Registered</i>	<i>1</i>	<i>-</i>
D	<i>Open to Public</i>	<i>525.000.000,00</i>	<i>Bearer</i>	<i>52.500.000.000</i>	<i>%15</i>

*The capital increases shall be realized as follows: group A shares shall be issued for group A shareholders, and group B shares shall be issued for group B shareholders, and group D shares shall be issued for group D shareholders pro rata to their shares. In case of a capital increase by way of issuing new share certificates in return for cash, the shareholders are entitled to preemptive rights pro rata to their current shares, within the framework of the provisions of the Turkish Commercial Code, unless otherwise resolved by the General Assembly.*

*Following the public offering of the Company, the Company shall comply with the provisions of the Capital Markets regulations and the principles for the dematerialization of the share certificates, with regards to the form of the share certificates regarding the shares to be issued.*

*Subject to Article 6/A below, all Shares of Turk Telekom can be transferred except for one privileged (golden) share of Group C. For the purpose of protecting the national interest in issues of national security and the economy, the following actions and resolutions cannot be taken without the affirmative vote of the holder of the C Group Privileged Share at either a meeting of the board of directors or the General Assembly. Otherwise, such transactions shall be deemed invalid.*

*a. any proposed amendments to the Articles of Association;*

*b. the transfer of any registered Shares in the Company which would result in a change in the management control of the Company;*

c. the registration of any transfer of registered shares in the Company's shareholders' ledger. Pursuant to Article 8(d) below, the holder of the C Group Privileged Share appoints one member representing the Privileged Share, to the Board of Directors of Turk Telekom. The C Group Privileged Share owner cannot participate in capital increases.

On condition that all of the financial rights stemming from the public's shareholder status remain on the Treasury, the rights and competences based on the Treasury's shareholder status such as right of vote, management, representation and control are exercised by Ministry of Transport and Infrastructure.

### ***New Version***

## **CAPİTAL**

### **ARTICLE 6**

The capital of the Company is TL 3.500.000.000 (three billion five hundred million Turkish Liras) and is fully paid-up. This capital is divided into 350.000.000.000 (three hundred and fifty billions) shares each having a nominal value of Kr 1 (one) (TL 0.01) as set out below:

GROUP	SHAREHOLDER NAME	CAPİTAL AMOUNT	TYPE	NUMBER OF SHARES	PERCENTAGE TO THE CAPİTAL
A	Türkiye Wealth Fund	1.925.000.000,00	Registered	192.500.000.000	%55
B	Treasury	875.011.884,975	Bearer	87.501.188.497,0	%25
B	Türkiye Wealth Fund	174.988.115,015	Bearer	17.498.811.501,50	%5
C	Treasury	0,01	Registered	1	-
D	Open to Public	525.000.000,00	Bearer	52.500.000.000	%15

*The capital increases shall be realized as follows: group A shares shall be issued for group A shareholders, and group B shares shall be issued for group B shareholders, and group D shares shall be issued for group D shareholders pro rata to their shares. In case of a capital increase by way of issuing new share certificates in return for cash, the shareholders are entitled to preemptive rights pro rata to their current shares, within the framework of the provisions of the Turkish Commercial Code, unless otherwise resolved by the General Assembly.*

*Following the public offering of the Company, the Company shall comply with the provisions of the Capital Markets regulations and the principles for the dematerialization of the share certificates, with regards to the form of the share certificates regarding the shares to be issued.*

*Subject to Article 6/A below, all Shares of Turk Telekom can be transferred except for one privileged (golden) share of Group C. For the purpose of protecting the national interest in issues of national security and the economy, the following actions and resolutions cannot be taken without the affirmative vote of the holder of the C Group Privileged Share at either a meeting of the board of directors or the General Assembly. Otherwise, such transactions shall be deemed invalid.*

- a. any proposed amendments to the Articles of Association;*
- b. the transfer of any registered Shares in the Company which would result in a change in the management control of the Company;*
- c. the registration of any transfer of registered shares in the Company's shareholders' ledger. Pursuant to Article 8(d) below, the holder of the C Group Privileged Share appoints one member representing the Privileged Share, to the Board of Directors of Turk Telekom. The C Group Privileged Share owner cannot participate in capital increases.*

*On condition that all of the financial rights stemming from the public's shareholder status remain on the Treasury, the rights and competences based on the Treasury's shareholder status such as right of vote, management, representation and control are exercised by Ministry of Transport and Infrastructure.*

the Amendment Document of the Company's Articles of Association in relation to the following amendment to Article 6 "Capital" of the Company's Articles of Association was put to a vote and unanimously accepted.



**21. In relation to Article 21 entitled “Comments and Closing” of the Agenda;**

The floor was opened to Comments and Closing.

In response to the questions asked by Ünal Koçer, one of our shareholders present at the meeting, who had previously requested the floor, Kaan Aktan, our company's Assistant General Manager of Finance, took the floor. It was seen that he read the relevant section in the Public Disclosure Platform regarding the dividend distribution. Regarding donations, he stated that the majority of the donations were made for the earthquake. Agenda discussion was continued.

The Chairman of the Board of Directors, Ömer Fatih Sayan took the floor and spoke of the works of Türk Telekom and the group companies as well as the success stories and future expectations of the Company in 2023 financial year and performed a thanks speech.

No additional opinion is announced.

Having discussed and resolved on all the agenda items, the general assembly meeting of Türk Telekomünikasyon A.Ş. for the year 2023 was concluded as of 15:38 p.m.

05 June 2024, Wednesday, 15:38 p.m.

These minutes have been written, read and signed at the meeting venue.

<b>MINISTRY REPRESENTATIVE</b>	<b>CHAIRMAN</b>	<b>SECRETARY</b>	<b>VOTE COLLECTOR</b>
Tuncer BAŞBOZKURT	Tahsin Kaplan	Nuri Doğru	Mine Güçlü
(Signature)	(Signature)	(Signature)	(Signature)