

TÜRK TELEKOMÜNİKASYON A.Ş.

INFORMATION DOCUMENT IN RELATION TO THE

ORDINARY GENERAL ASSEMBLY MEETING OF 25/04/2025

The ordinary general assembly for the year 2024 of our Company Türk Telekomünikasyon A.Ş. ("Company") will be held at the address of Türk Telekomünikasyon A.Ş. headquarters, Turgut Özal Bulvarı 06103 Aydınlıkevler Ankara, at 10:00, on 25/04/2025 to negotiate and reach at a decision in relation to the below mentioned agenda.

The Financial Statements, the Auditor's Report, the Board of Directors Annual Report which also includes Corporate Governance Principles Compliance Report for the year 2024 and the information document which includes the explanations in relation to the following agenda items in compliance with the Capital Markets Board regulations shall be made available three weeks before the meeting date, within the prescribed term, to the examination of our shareholders, at the Company's Headquarters, on the Company's website of www.ttinvestorrelations.com, on the Public Disclosure Platform and in the Electronic General Assembly system.

Pursuant to 4th paragraph of article 415 of Turkish Commercial Code No: 6102 and the 1st paragraph of article 30 of Capital Markets Law No: 6362, the shareholders are not required to block their shares in order to attend to the general assembly meeting. However, our shareholders who do not wish to disclose their identity and share information and therefore are not registered with the Company are required to apply to the financial intermediaries and remove the "limitation" on the identity and share information until the previous day of the general assembly meeting until 16.30 at latest.

We kindly request those shareholders who shall be voting via the electronic general assembly system to be informed by the Central Registry Agency ("CRA"), <u>www.ttinvestorrelations.com</u>, the website of the Company or the contact addresses stated therein in order to ensure compliance with the relevant regulation and communiqué.

This invitation of ordinary general assembly meeting will also be delivered to the shareholders who hold registered shares, via registered mail according to article 414 of Turkish Commercial Code.

Our shareholders who cannot attend the meeting in person should arrange their proxies in accordance with the specimen sample provided at the website of the Company, save for the rights and obligations of the shareholders who will attend by electronic means, by complying with requirements stipulated as per the Capital Markets Board's Communiqué II-30.1 on voting by proxy and proxy solicitation and present their power of attorneys the signatures of which shall be certified by the notary public or for our foreign



shareholders, the notarized Turkish translation thereof to the headquarters of the Company at the close of business on 22/04/2025 at the latest.

Our shareholders or their representatives which are appointed in accordance with the foregoing paragraph should have the below mentioned documents with them ready, at the date of the meeting.

- Identity certificate
- The proxies arranged in accordance with the attached specimen, of the representatives who are appointed by our real and legal person shareholders.
- ➤ The notarized Turkish translation of the proxies and the notarized passport copies of the representatives of our foreign shareholders.

The representatives who have been appointed on electronic general assembly meeting system by electronic means are not required to submit any proxies.

Voting method by a show of hands and an open voting method shall be applied save for the voting provisions by electronic means in order to vote on the agenda items at the ordinary general assembly meeting.

Our shareholders are requested to attain knowledge of the meeting particulars and attend the meeting on the specified day and hour.

Note: Pursuant to article 29 of Capital Markets Law, shareholders holding registered shares that are traded on the stock exchange will not receive a separate registered invitation letter for the meeting.

Structure of Shareholders and Voting Rights

The Company's shares are divided into groups called A, B, C and D. Each share in each group of shares can cast one vote and thus, a maximum of 350,000,000,000 (TL 3,500,000,000 equivalent) votes can be casted in the general assembly meeting. In this respect, the total number of the shares and votes owned by (i) Group A shares is 192,500,000,000 (TL 1,925,000,000.00 equivalent); (ii) Group B shares is 104,999,999,999 TL 1,049,999,999.99 equivalent; (iii) Group C share is 1 (TL 0.01 equivalent); (iv) listed Group D shares is 52,500,000,000 (TL 525,000,000.00 equivalent) respectively.



Group	Shareholder	Paid-in Capital Amount (TL)	Share (%)
Α	Türkiye Wealth Fund	1,925,000,000.00	55
В	Republic of Turkey Ministry of Treasury and Finance	875,011,884.975	25
С	Republic of Turkey Ministry of Treasury and Finance	0.01	
В	Turkish Wealth Fund	174,988,115.015	5
D	Free Float	525,000,000.00	15
Total		3,500,000,000.00	100

According to the article 8 of the Articles of Association; the board of directors is composed of 9 members, the Group A Shareholder shall be entitled to nominate five (5) persons for election as directors; (b) provided that the Treasury and Turkish Wealth Fund, as Group B Shareholders shall hold: — 30% or more of the shares, the Treasury shall be entitled to nominate three (3) persons for election as independent board members who carry the independence criteria as defined in the capital markets legislation; or 11 — 15% or more of the shares (but less than 30% of the shares) the Treasury shall be entitled to nominate two (2) persons for election as independent board members who carry the independence criteria as defined in the capital markets legislation; (c) As long as the Treasury and Turkish Wealth Fund holds 15% or more of the shares (but less than 30% of the shares), the Group A Shareholder shall be entitled to nominate one (1) person, who carry the independence criteria as defined in the capital markets legislation, for election as independent board members and five (5) persons for election as director. (d) while the Treasury holds the C group privileged share, the Treasury shall be entitled to nominate, a further one (1) person, for election as director for the C Group privileged share.

During the calculation of 15% and 30% of the shares of the Treasury, the amount of Group B shares and Group D shares held by the Treasury shall be taken into account together.

As well as the C Group privileged share shall be entitled to nominate a further one person for election as Director, it has below mentioned rights which are defined in the article 6 of the Articles of Association.

"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. "

Procedure of voting is explained in article 23 and article 24 of the Company's Articles of Association. Each share shall entitle its owner to one vote at general assembly meetings, at the general assembly meetings, voting shall be cast by raising (show) hands. However, upon the request of the shareholders owning 1/20 of the total capital represented at the general assembly meeting, voting may be realized by secret voting or by way of open ballot by calling names.

This general assembly information document including the relevant explanations regarding the agenda items shall be made available to the examination of our shareholders, at the head office of the Company, located at the address of Türk Telekomünikasyon A.Ş. Genel Müdürlük Kültür Merkezi, Turgut Özal Bulvarı 06103 Aydınlıkevler Ankara, at the website of www.ttinvestorrelations.com and electronic general assembly system of the CRA.

Regards,

Türk Telekomünikasyon A.Ş.

Board of Directors

Additional information regarding the Communiqué on the Corporate Governance

No requests have been received from shareholders, CMB and/or other public organizations related to the Company about adding additional item to the agenda of general assembly.



TÜRK TELEKOMÜNİKASYON A.Ş.

AGENDA FOR ORDINARY GENERAL ASSEMBLY MEETING

TO BE HELD ON 25/04/2025

1. Opening and election of the chairmanship committee;

The chairman of the meeting will be elected in accordance with the relevant provisions of Turkish Commercial Code No. 6102 ("TCC"), the Regulation on Rules and Procedures of General Assembly Meetings of Corporations and the Ministry Representatives attending Such Meetings ("Regulation"), The Internal Directive on The Working Principles and Procedures of The General Assembly of Türk Telekomünikasyon Anonim Şirketi ("Internal Directive") and Türk Telekom Articles of Association ("Articles of Association"). The chairman of the meeting shall assign at least one clerk who writes down the minutes and if deemed necessary vote collectors in the number required. Expert consultants may also be assigned by the chairman of the meeting in order to perform the technical needs in the electronic general assembly system at the meeting time.

2. Authorising the chairmanship committee to sign the minutes of the general assembly meeting, and the list of attendees;

Authorizing the chairmanship committee to sign the minutes of the general assembly meeting and the list of attendees will be voted in accordance with the relevant provisions of the TCC and the regulation.

3. Reading the board of directors annual report for the year 2024;

This agenda item will not be voted on and has only been provided for information purposes. The 2024 annual report, approved under the decision of the board of director's No. 16, dated 10.03.2025 will be read. Our shareholders can find the annual report prepared by the board of directors in accordance with the Capital Markets Board legislation under the financial and operational information section of www.ttinvestorrelations.com or at the Company's headquarters.

4. Reading the auditor's report for the year 2024;

This agenda item will not be voted on and has only been provided for information purposes. The Independent Audit Company's report for the year 2024 will be read. The independent audit company report, prepared in accordance with the Turkish Commercial Code and Capital Markets Board legislation, are available at the Company's headquarters and under the financial and operational information section of www.ttinvestorrelations.com.



5. Reading, discussing and approving the balance sheet and profit/loss accounts for the year 2024;

Consolidated balance sheet and profit/loss accounts related to our activities between 01 January 2024 - 31 December 2024, which were prepared as per the provisions of Capital Markets Board communique No.II-14.1 on "Principles Regarding Financial Reporting in Capital Markets" and in accordance with the Capital Markets Board's financial table format, and were approved under board of directors resolution No. 15 dated 10.03.2025 will be read and presented to the general assembly for approval.

These documents are available at the Company's headquarter and under the financial and operational information section of www.ttinvestorrelations.com.

6. Releasing each member of the board of directors for the operations and transactions of the Company during 2024;

The release of each member of the board of directors from the operations and actions of the Company during the year 2024 be presented to the general assembly for approval, as per the provisions of the Turkish Commercial Code.

7. Defining the salaries of the members of the board of directors;

Salaries to be paid to the members of the board of directors for the year 2025 will be determined.

8. Resolving on the distribution of profit;

Prioritising its strategic goals and the necessary investments to sustain its technological leadership, Türk Telekom, the leading integrated telecommunications company, maintains a healthy liquidity and investment balance as well as a strong balance sheet as it continues its operations. Our Board of Directors resolved to propose at the 2024 Ordinary General Assembly that Türk Telekom pays no dividend out of 2024 earnings. The decision considers our Company's debt maturity profile, investment and liquidity required for the 5G tender, 5G rollout, and the fixed line concession renewal process.

Pursuant to the Board of Directors resolution dated 26.03.2025 in relation to distribution of the profit generated in 2024, Subject to approval in the Company's Ordinary General Assembly Meeting for the operating year 2024, it has been concluded that:

- 1- The Company's net profit calculated based on the independently audited consolidated financial tables prepared in accordance with the provisions of the "Capital Markets Board (CMB) Communique About Financial Reporting in Capital Markets No.II-14.1" is TL 8,456,145,000 for the fiscal year of 2024.
- 2- Pursuant to the CMB Communique on Dividends No: II-19.1, TL 8,456,145,000 of profit after tax shall be the base amount for dividend distribution,



- **3-** The Company is not required to take any reserves for 2024 as per the Article 519 of Turkish Commercial Code because it has already reached the general legal reserve limit,
- **4-** 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 8,456,145,000shall be recorded as extraordinary reserves.

This proposal of the Board of Directors shall be submitted to the Company's General Assembly for approval.

 Election of the auditor in accordance with the Turkish Commercial Code, Capital Markets Board and Public Oversight, Accounting and Auditing Standards Authority regulations and Article 17/A of the Company's Articles of Association;

In accordance with the Turkish Commercial Code and Capital Markets Board regulations, Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. will be submitted to the approval of the General Assembly in accordance with the resolution of the Board of Directors dated 14.02.2025, taking the opinion of the Audit Committee, to audit the financial reports of our Company for the accounting period of 2025 and to carry out other activities within the scope of the relevant regulations in these laws.

In addition, in accordance with the Turkish Sustainability Reporting Standard and Sustainability Audit Regulation published by the Public Oversight, Accounting and Auditing Standards Authority, it has become mandatory to subject sustainability reports to assurance audit.

In this context, Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., which was selected to perform all necessary activities within the scope of the mandatory sustainability limited assurance audit of the TSRS reports to be prepared for the 2024 and 2025 activity periods of our Company within the scope of the Turkish Sustainability Reporting Standards and Sustainability (TSRS) Audit Regulation published by the Public Oversight, Accounting and Auditing Standards Authority ('KGK'), at the meeting of our Board of Directors dated 26.03.2025, will be submitted to the approval of the General Assembly.

10. Informing the general assembly about the donations and grants made by the Company in 2024;

Total amount of donations and grants made in 2024 is TL 1.627.838.125

There will be no voting on this agenda item and this item is for informational purposes only.



11. Informing the general assembly about the guarantees, pledges and mortgages given in favor of third parties and the revenues or interests generated by the Company in 2024,

There will be no voting on this agenda item and this item is for informational purposes only.

Information on the guarantees, pledges and mortgages given by the Company in favor of third parties and the income or benefits they have obtained will be read

Our shareholders can also access information on the guarantees, pledges and mortgages given by the Company in favor of third parties and the income or benefit they have obtained from the footnote in the consolidated financial statements of 2024 disclosed to the public in accordance with the board regulations.

The Company's guarantee, pledge and mortgage (GPM) position as at 31 December 2024 is as follows:

GPMs given on behalf of the Company (TL Thousand)	31 December 2024
A. GPMs given on behalf of the Company's legal personality	11.852.185
B. GPMs given in favor of subsidiaries included in full consolidation	3.132.252
C. GPMS given by the Company for the liabilities of 3rd parties in order to run ordinary course of business	61.355
Total	15.045.792

In accordance with Article 128/1 of the Code of Obligations, the Group has provided a guarantee amounting to TL 61.355 thousand for the loan to be used by the distributor companies for the financing of the device purchases to be purchased by the distributor companies and sold to the Group customers within the scope of committed campaigns (31 December 2023: TL 1.046.114 thousand).

12. Informing about the share buyback transactions being conducted under the board of directors resolution No. 4 dated 08.02.2023

There will be no voting on this agenda item and this item is for informational purposes only.



Pursuant to the Communiqué on Repurchased Shares No. II-22.1, information regarding the repurchase transactions within the scope of the Board of Directors Resolution No. 2023/4 will be submitted for the information of the General Assembly.

13. 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);

This agenda item will not be voted on and has only been provided for information purposes.

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 and at the Company's web address of http://www.ttyatirimciiliskileri.com.tr/en-us/announcements-disclosures/pages/regulatory-disclosures.aspx.

14. 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 2024 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;

As per the Corporate Governance Principle No: 1.3.6 issued by Capital Markets Board, information regarding any controlling shareholders, board members, senior management, spouses and 2nd degree blood and affinity relatives who engage in activities which may cause conflict of interest with the Company or its subsidiaries, and who participate in commercial activities similar to those conducted by the Company in their own name or on behalf of a third party, or who become a shareholder with unlimited liability and become a member of the boards of enterprises engaging in similar transactions must be submitted to the general assembly. In order to fulfil the requirements of this principle, all transactions which can be classified as outlined above within the previous financial year which come to the attention of the Company must be submitted for the information of the shareholders at the general assembly.

15. 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;



This agenda item will not be voted on and has only been provided for information purposes.

As per the Communiqué on Corporate Governance Principles and obligatory article 4.6.2, the remuneration policy of the members of the board of directors and the senior management shall be in writing and its policy and principals will be submitted to the general assembly's information. The remuneration policy is available at https://www.ttyatirimciiliskileri.com.tr/en-us/corporate-governance-policies.

16. 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;

The Company and its subsidiaries are open to opportunities, which may contribute to the operations of the group and create synergies as part of the "smart growth" strategy. A general approval from the general assembly is obtained each year due in order to be able to act quickly to be able to utilize the opportunities both at home and abroad.

17. Discussing and voting for authorizing the board of directors to establish special purpose vehicle(s) when required for above mentioned acquisitions;

A need to establish special-purpose vehicles may arise in order to ensure operational convenience for the acquisitions to be made by the Company and its subsidiaries.

18. Resolving on giving permission to the board of directors for performing the works mentioned under article 395 and 396 of Turkish Commercial Code;

The board of directors must have the general assembly's permission to perform their acts within the context of articles 395 and 336 of the Turkish Commercial Code entitled "prohibition of conducting transaction with the Company, to become indebted to the Company" and "non-compete obligation". In order to comply with these regulations, the permission will be put to the vote at the general assembly.

19. Comments and closing.

ANNEX- 1 - Dividend Distribution Table for 2024



	2024 DIVIDEND DISTRIBUTION TABLE OF TÜRK TELEKOMÜNİKASYON A.Ş. (TL)						
1)	Paid / Issued Capital	3,500,000,000					
2)	Total Legal Reserves (in accordance with statutory reco	6,478,526,172					
	If there is information about privilege in dividend distri						
	DISTRIBUTION OF THE PROFIT FOR THE PERIOD		Acc. to CMB	Acc. to Statutory Records (SR)			
3)	Profit for the Year		24,654,743,000.00				
4)	Tax Expenses (-)		16,198,598,000.00				
5)	Net Profit for the Period (=)	(3-4)	8,456,145,000.00				
6)	Prior Years' Losses (-)		0.00				
7)	General Legal Reserves (-)	((5SR-6SR)*0,05)	0				
8)	NET DISTRIBUTABLE PROFIT (=)	(5-6-7)	8,456,145,000.00				
9)	Donations made during the year (+)		1,627,838,125.00				
10)	Net disributable profit including donations that is the base of calculation of first legal reserves	(8+9)	10,083,983,125.00				
11)	First Dividend - Cash - Share - Total	((1 or 10) *the rate determined by th Company)	0.00				
	Dividend paid to preference shares	(Amount of the dividend for privileged shareholders in accordance with the articles of	0				
12)	Dividend weld to	Association)	0				
13)	Dividend paid to - the Board Member - Employees - person other than shareholders		Ü				
14)	Dividend paid to redeemed share owners						
15)	Second Dividend		0.00				
16)	General Legal Reserves	((11+12+13+14+15+ 20)-(G4*0,05))/10	0.00				
17)	Status Reserves		0				
18)	Special Reserves		0				
19)	EXTRA ORDINARY RESERVES	5- (6+7+11+12+13+14 +15+16+17+18)	8,456,145,000.00				
20)	Other Distributable Sources	ı İ	0.00	0			
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