TURKCELL ILETISIM HIZMETLERI A S
Form 6-K
March 16, 2009

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Report of Foreign Issuer
Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the month of **March 2008**

Commission File Number **001-15092**

TURKCELL ILETISIM HIZMETLERI A.S.
(Translation of registrant's name into English)

Turkcell Plaza
Mesrutiyet Caddesi No. 153
34430 Tepebasi
Istanbul, Turkey
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F

Form 20-F: x Form 40-F: o

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ______

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ______

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

EXHIBIT INDEX

EXHIBIT 99.1

TURKCELL ILETISIM HIZMETLERI A.S.

REPORTS RESULTS

FOR THE THIRD QUARTER OF 2008

Solid Results: Strong Execution, Robust Usage, Cash Generation Ability

Istanbul, Turkey, November 5, 2008 Turkcell (NYSE:TKC, ISE:TCELL), the leading provider of mobile communications services in Turkey, today announced results for the third quarter ended September 30, 2008. All financial results in this press release are unaudited, prepared in accordance with International Financial Reporting Standards (IFRS) and expressed in US$ unless otherwise stated.

Please note that all financial data is consolidated and comprises Turkcell Iletisim Hizmetleri A.S., (the Company , or Turkcell) and its subsidiaries and its associates (together referred to as the Group). All non-financial data is unconsolidated and comprises Turkcell only. The terms we , us , and our in this press release refer only to the Company, except in discussions of financial data, where such terms refer to the Group, and where context otherwise requires.

Turkcell Iletisim Hizmetleri A.S. Reports Results for the Third Quarter 2008

Highlights for the Third Quarter 2008

- Revenue increased by 19.3% to US$2,055.9 million compared to Q3 2007 (US$1,722.8 million).
- EBITDA* increased by 8.6% to US$837.8 million compared to Q3 2007 (US$771.5 million).
- Net income increased by 50.5% to US$603.8 million compared to Q3 2007 (US$401.2 million)
- Recorded highest net additions with 972,500 subscribers in 2008. Subscriber base grew by 4.3% to 36.3 million (34.8 million) as of September 30, 2008.
- Recorded a high level of blended minutes of usage (MoU) per subscriber at 109.2 minutes (83.0 minutes) with a 31.6% year on year increase.
- Average revenue per user (ARPU) increased 13.1% to US$17.3 compared to Q3 2007 (US$15.3).
- Astelit increased its revenues by 68.2% to US$127.8 million compared to Q3 2007 (US$76.0 million) and further improved its EBITDA margin.

**EBITDA is a non-GAAP financial measure. See pages 12-13 for the reconciliation of EBITDA to net cash from operating activities.*

(In this press release, a year on year comparison of our key indicators is provided and figures in brackets following the operational and financial results for the third quarter 2008 refer to the same item in the third quarter of 2007. For further details, please refer to our consolidated financial statements and notes as at and for the quarter ended September 30, 2008 which can be accessed via our web site in the investor relations section (www.turkcell.com.tr).

Comments from the CEO, Sureyya Ciliv

We are happy about our strong financial and operational results in a very challenging global environment. In the third quarter of 2008, we increased our consolidated revenue by 19.3% to US$2.1 billion, recorded US$838 million EBITDA, and increased net income by 50.5% to US$604 million.

In Turkey, we are pleased with the momentum we have gained prior to important milestones in our market. During the quarter, our subscriber base grew to 36.3 million with net additions of 972,500 while minutes of usage increased by 31.6% compared to last year, due to our strong value propositions. We are well positioned for the new era with Mobile Number Portability starting on November 9, and 3G license tender expected on November 29, 2008.

On the international front, we are pleased with Astelit s performance in Ukraine as well as Fintur s contribution to our bottom line. In Belarus, we have started network roll out and rebranding activities.

On the potential macroeconomic volatilities, thanks to our strong cash position and balance sheet we feel we are well prepared to manage such challenges. We will remain very cautious monitoring developments and possible impacts.

In summary, we are happy about our solid performance in a challenging operating environment and I thank again all Turkcell Group employees and our business partners for their contributions.

Overview of the Third Quarter

Competition was active during the quarter with previous offers strengthened and minute packages and new tariffs launched. The advantageous offers contributed to market growth where we believe Turkcell remains the preferred brand in a comparatively slow growing market. We believe the restructuring of our sales channel also highly contributed to our results.

We continued to use effective pricing as a tool to balance the loyalty of our subscribers and our revenue generation capability. We have offered what we believe to be the most advantageous pricing for the largest community. Since early July, we effectively communicated our new offers as part of a new communication theme focused on reinforcing our advantages. We have seen positive outcomes from our actions including an improved price perception of Turkcell in the market.

During the third quarter, while reinforcing postpaid packages, we provided what we believe to be the best on-net offer for prepaid subscribers with refill requirements. Our unique homezone offer continued increasing usage while Kampuscell remains a well perceived campaign for the youth segment. Our newly designed SMS offers also contributed to our VAS revenues. We increased community advantages for the corporate segment and customized projects and office solutions to increase variety and penetration of value added services, while usage of mobile internet continued its upward trend. Co-branding offers continued for Istcell and gnctrkcll members, further underlining the Turkcell s customers win everywhere proposition.

All in all, these activities resulted in the highest number of net acquisitions in 2008, and an increase in MoU as well as ARPU. Our VAS revenues constituted 14% of the group s consolidated revenue in the third quarter of 2008, up from 11% in the third quarter of 2007.

We also led the market with the launch of the first Blackberry model supporting 3G, namely Blackberry Bold, placing Turkey as only the third country doing the launch. Additionally, we have launched the iPhone 3Gstarting to increase smart phones penetration which matches well with our focus of growing our VAS revenues.

All in all, during the third quarter, we further strengthened our advantageous offers and actions, successfully managed perception of our subscribers, and continued our preparation before important milestones such as the implementation of Mobile Number Portability and 3G in Turkey.

Financial and Operational Review of Third Quarter 2008

The following discussion focuses principally on the developments and trends in our business in the third quarter of 2008. Selected financial information for the third quarter of 2007, second quarter of 2008 and third quarter of 2008 is also included at the end of this press release.

Selected financial information in TRY prepared in line with the Capital Markets Board of Turkey s standards is also included at the end of this press release.

Macro environment Information

	Q3 2007	Q2 2008	Q3 2008	Q3 2008-Q3 2007 % Chg	Q3 2008-Q2 2008 % Chg
TRY / US$ rate					
Closing Rate	1.2048	1.2237	1.2316	2.2%	0.6%
Average Rate	1.2932	1.2448	1.1959	(7.5%)	(3.9%)
INFLATION					
Consumer Price Index	0.3%	2.8%	0.8%	-	-

We are in a period of global financial turmoil during which we have witnessed a significant deterioration of the capital markets and a contraction in liquidity in the global markets, especially in October. Even though it is hard to quantify, so far, the impact of these macroeconomic developments on our operational indicators has been limited. However, the developments in the macroeconomic environment, geopolitical environment, the competitive environment and the dynamics of consumer confidence in Turkey may affect our results of operations, business and financial performance, including our achievement of revenue and EBITDA targets described below. Consequently, we will cautiously continue to monitor the developments in these areas and take into consideration the potential impact of the global volatility on the Turkish economy.

Financial Review

Profit & Loss Statement (million US$)	**Q3 2007**	**Q2 2008**	**Q3 2008**	**Q3 2008-Q3 2007 % Chg**	**Q3 2008-Q2 2008 % Chg**
Total revenue	**1,722.8**	**1,755.0**	**2,055.9**	**19.3%**	**17.1%**
Direct cost of revenue	(799.9)	(847.0)	(935.5)	17.0%	10.4%
Depreciation and amortization	(202.2)	(172.5)	(172.0)	(14.9%)	(0.3%)
Administrative expenses	(56.9)	(73.4)	(87.9)	54.5%	19.8%
Selling and marketing expenses	(296.9)	(366.1)	(366.8)	23.5%	0.2%
EBITDA	**771.5**	**641.0**	**837.8**	**8.6%**	**30.7%**
EBITDA Margin	**44.8%**	**36.5%**	**40.8%**	**(4.0) p.p.**	**4.3 p.p.**
Net finance income / (expense)	(147.2)	70.5	67.0	(145.5%)	(5.0%)
Finance expense	(230.7)	(15.3)	(16.7)	(92.8%)	9.2%
Finance income	83.5	85.8	83.7	0.2%	(2.4%)
Share of profit of equity accounted investees	17.2	29.3	25.1	45.9%	(14.3%)
Income tax expense	(50.2)	(118.9)	(160.3)	219.3%	34.8%
Net income	**401.2**	**426.4**	**603.8**	**50.5%**	**41.6%**

Revenue: Our consolidated revenue grew by 19.3% to US$2,055.9 million in the third quarter of 2008 despite declining interconnection revenues compared to the same period of last year. The growth can be mainly attributed to 4.3% subscriber growth, 7.5% appreciation of TRY against US$ and the partial impact of a 31.6% increase in usage combined with upward price adjustments. (Please note that the price adjustments realized compared to a year ago were 7.76% on December 18, 2007; 3.66% on June 25, 2008, and 1.35% on August 23, 2008.)

Page 4 of 15

We increased our revenue in the third quarter of 2008 by 17.1% compared to the prior quarter. This was mainly the result of 2.5% increase in our subscriber base, the partial impact of a 17.9% increase in usage, 3.9% appreciation of TRY against US$ and upward price adjustments.

There are challenges in our operating environment and even though it may be hard to achieve, we will do our best to reach our target to record double digit revenue growth in TRY terms in 2008.

Direct cost of revenue: Although direct cost of revenue including depreciation and amortization increased year on year by 17.0% to US$935.5 million, the proportion of direct cost of revenue to total revenue slightly decreased to 45.5% in the third quarter of 2008 from 46.4% a year ago. This was mainly due to lower depreciation and amortization expenses as a percentage of revenues. The proportion of direct cost of revenue excluding depreciation and amortization increased mainly due to higher network related expenses.

In the third quarter of 2008, direct cost of revenue including depreciation and amortization increased by 10.4% compared to the previous quarter. However, direct cost of revenues including depreciation and amortization as a percent of revenue decreased to 45.5% in the third quarter of 2008 from 48.3% a quarter ago. This was mainly due to the higher increase in revenue, in nominal terms, compared to the cost base as well as lower depreciation and amortization expenses as a percentage of revenues.

Selling and marketing expenses: The share of selling and marketing expenses as a percentage of total revenue in the third quarter of 2008 increased to 17.8% from 17.2% compared to same period in 2007. Selling and marketing expenses increased in nominal terms by 23.5% year on year, reaching US$366.8 million in the third quarter of 2008 mainly due to higher acquisitions, 7.5% appreciation of TRY agaist US$ as well as higher prepaid frequency usage fee.

Even though selling and marketing expenses remained flat nominally on a quarter on quarter basis, the share of selling and marketing expenses as a percentage of total revenue in the third quarter of 2008 declined to 17.8% from 20.9% due to a higher increase in revenues.

Administrative expenses: During the third quarter of 2008, administrative expenses as a proportion of revenue slightly increased from 3.3% to 4.3% and amounted to US$87.9 million on annual basis. This was due to higher consultancy expenses as well as increasing bad debt in line with the increase in post-paid revenue.

Quarterly, administrative expenses as a proportion of revenue almost remained flat.

Share of profit of equity accounted investees: In the third quarter of 2008, our equity in net income of unconsolidated investees increased to US$25.1 million from US$17.2 million in the third quarter of 2007. This was mainly due to Fintur s solid operational performance.

The results of our 50% owned subsidiary A-Tel impacted two items in our financial statements. A-Tel s revenue generated from Turkcell, amounting to US$15.2 million, is netted from the selling and marketing expenses in our consolidated financial statements. The difference between the total net impact of A-Tel and the amount netted from selling and marketing expenses amounted to US$13.8 million and is recorded in the share of profit of equity accounted investees line of our financial statements.

Net finance income/ expense: We recorded a net finance income of US$67.0 million in the third quarter of 2008 compared to a financial loss of US$147.2 million in the third quarter of 2007. This was mainly attributable to the translation loss of only US$34.6 million recorded in the third quarter of 2008, compared to a translation loss of US$205.1 million in the third quarter of 2007. The translation loss recorded in the third quarter of 2007 was mainly due to translation losses on a foreign currency long position and transaction losses accrued from structured forward contracts. Our interest income for the third quarter of 2008, as compared to the third quarter of 2007, also rose due to an increase in our cash balance.

Compared to the previous quarter, net finance income in the third quarter of 2008 decreased by 5.0% to US$67.0 million. This was mainly due to US$34.6 million translation loss in the third quarter of 2008 compared to US$19.4 million during the previous quarter. However, part of the decrease in net finance income due to translation loss was compensated for with the increase in interest income due to an increased cash balance.

Income tax expense: The total taxation charge in the third quarter of 2008 increased to US$160.3 million from US$50.2 million in the third quarter of 2007.

Out of the total tax charge during the third quarter of 2008, US$172.5 million was related to current tax charges and a deferred tax income of US$12.2 million was realized during the quarter. The increase in the deferred tax income was mainly due to the differences between our Turkish statutory financial statements and our financial statements prepared in accordance with the IFRS.

Income tax expense (million US$)	**Q3 2007**	**Q2 2008**	**Q3 2008**	**Q3 2008-Q3 2007 % Chg**	**Q3 2008-Q2 2008 % Chg**
Current Tax expense	(104.2)	(112.6)	(172.5)	65.5%	53.2%
Deferred Tax income /(expense)	54.0	(6.3)	12.2	(77.4%)	(293.7%)
Income Tax expense	(50.2)	(118.9)	(160.3)	219.3%	34.8%

EBITDA: In the third quarter of 2008, EBITDA in nominal terms increased 8.6% year on year and reached US$837.8 million. However, the EBITDA margin decreased to 40.8% from 44.8% in the third quarter of 2007 mainly due to operating expenses stemming from network related expenses in the third quarter of 2008. Higher general and administrative expenses due to consultancy costs and bad debt in the third quarter of 2008 were another reason for year on year decline in EBITDA.

Quarterly, EBITDA increased by 30.7% in the third quarter 2008. EBITDA margin improved to 40.8% from 36.5% in 2Q08 mainly due to higher growth in revenues compared to the controlled cost base.

We expect our sales and marketing costs to increase in the fourth quarter, due to more active competition ahead of Mobile Number Portability implementation in Turkey. Despite these challenges in our operating environment, we will do our best to reach our target to record about 38% EBITDA margin in 2008.

Net income: Net income in the third quarter of 2008 increased 50.5% year on year to US$603.8 million. The increase was mainly attributable to US$205.1 million translation loss that we recorded in third quarter of 2007 as opposed to a translation loss of just US$34.6 million this quarter. Net income margin increased to 29.4% from 23.3% in the third quarter of 2007.

On a quarterly basis, net income in the third quarter of 2008 increased by 41.6% to US$603.8 million. This mainly resulted from the increase in operational profit during the quarter.

Total Debt: Our consolidated debt amounted to US$738.3 million as of September 30, 2008. While Turkcell Turkey has no financial debt of its own, US$543.4 million of this was related to our Ukrainian operations. All of our consolidated debt is at a floating rate and US$587.3 million will mature in less than a year. We believe that we have a strong balance sheet with a debt/annual EBITDA of 27% as of September 30, 2008; however, we may consider a roll-over of Astelit s $390 million debt in 2009.

Consolidated Cash Flow	**Q3**	**Q2**	**Q3**
(million US$)	**2007**	**2008**	**2008**
EBITDA	771.5	641.0	837.8
LESS:			
Capex and License	(188.1)	(229.4)	(175.7)
Turkcell	(130.3)	(99.2)	(80.8)
Ukraine	(26.1)	(57.8)	(47.7)
Investment & Marketable Securities	10.4	(7.1)	(300.0)
Net Interest Income	57.9	89.9	101.6
Other	151.9	(198.4)	(256.3)
Net Change in Debt	38.4	(6.9)	73.2
Turkcell	-	-	-
Ukraine	21.3*	-	-
Dividend paid by Turkcell	-	(502.3)	-
Cash Generated	842.0	(213.2)	280.6
Cash Balance	2,514.5	2,876.2	3,156.8

(*) This financing has been drawn down by Financell B.V., a wholly owned subsidiary of Turkcell, in July and has been provided to Astelit.

Cash Flow Analysis: Capital expenditures in the third quarter of 2008 amounted to US$175.7 million of which US$47.7 million was related to our Ukrainian operations.

US$300 million in the investment and marketable securities item belongs to the cash paid for the acquisition of BeST.

US$143.1 million withholding tax payment from the previous quarter is included in the other item in the cash flow.

As a result, at the end of the third quarter, our cash balance was US$3,156.8 million

In 2008, we originally planned a total of US$1,050 million capital expenditures for Turkey and Ukraine, including US$300 million for the Ukrainian subsidiary. We now expect a capital expenditure of around US$850 million, approximately US$600 million to be spent in Turkey and up to US$250 million in Ukraine.

Operational Review

Summary of Operational Data	Q3 2007	Q2 2008	Q3 2008	Q3 2008- Q3 2007 % Chg	Q3 2008- Q2 2008 % Chg
Number of total subscribers (million)	34.8	35.4	36.3	4.3%	2.5%
Number of postpaid subscribers (million)	6.3	6.9	7.2	14.3%	4.3%
Number of prepaid subscribers (million)	28.5	28.5	29.1	2.1%	2.1%
ARPU (Average Monthly Revenue per User), blended (US$)	15.3	14.9	17.3	13.1%	16.1%
ARPU, postpaid (US$)	39.5	37.6	41.9	6.1%	11.4%
ARPU, prepaid (US$)	10.0	9.5	11.2	12.0%	17.9%
ARPU, blended (TRY)	19.8	18.5	20.6	4.0%	11.4%
ARPU, postpaid (TRY)	51.1	46.7	50.1	(2.0)%	7.3%
ARPU, prepaid (TRY)	13.0	11.8	13.4	3.1%	13.6%
Churn (%)	5.7%	6.9%	6.2%	0.5 p.p.	(0.7) p.p.
MOU (Average Monthly Minutes of usage per subscriber), blended	83.0	92.6	109.2	31.6%	17.9%

Subscribers: In the third quarter of 2008 we recorded the highest net additions of 2008 along with our new communication theme and increased efficiency of the restructured sales channel. We added 972,500 net new subscribers during the quarter and our subscriber base grew by 4.3% on an annual basis, reaching 36.3 million as of September 30, 2008. Our subscriber base consists of 7.2 million postpaid and 29.1 million prepaid customers.

The growth in the subscriber base was due to the continuing positive impact of attractive postpaid acquisition campaigns resulting in a 14.3% increase in the postpaid subscriber base, which now accounts for 20% of our total subscriber base. Successful tariff launches, our new communication theme, increased efficiency of a restructured sales channel, dealer incentives and the continuous positive effect of ongoing campaigns led to a 2.1% growth in our pre-paid subscriber base on an annual basis.

In the third quarter of 2008 our subscriber base grew by 2.5% compared to the previous quarter. This is mainly attributable to our successful tariff launches and our new communication theme.

Churn Rate: Churn refers to voluntarily and involuntarily disconnected subscribers. In the third quarter of 2008, our churn rate was recorded at 6.2%. The active competitive environment led to a 0.5 percentage point increase in the churn rate year on year.

However, on a quarterly basis, the churn rate continued its decreasing trend with a further 0.7 percent point decrease compared to the second quarter of 2008. This was mainly due to our efforts to keep churn under control along with the positive impact of the new offers, tariffs, and ongoing campaigns. The majority of the churners were involuntary and low ARPU generating prepaid subscribers.

MoU: In the third quarter of 2008, blended minutes of usage per subscriber (MoU) increased 31.6% annually and 17.9% quarterly to 109.2 minutes despite the impact of the full month of Ramadan. This can be attributed mostly to the positive impact of the new on-net tariff (Super Tariff), postpaid packages (Alo Packages) to incentivize usage, as well as youth tariff (Bizbize Kampus), Home Zone and effective communication for managing price perception of our subscribers.

ARPU: Our average revenue per user (ARPU) grew by 13.1% year on year to US$17.3 in the third quarter of 2008 despite lower interconnect rates effective as of April 1, 2008. This mainly stemmed from the increase in usage along with our new campaigns and tariffs launched to manage price perception. Also, 7.5% appreciation of TRY against US$ and upward price adjustments contributed to the increase in ARPU.

On a quarterly basis blended ARPU grew 16.1% in US$ terms driven by a 3.9% appreciation of TRY against USD, upward price adjustments and the positive revenue effect of newly launched campaigns and tariffs.

Compared to last year, blended ARPU increased by 4.0% to TRY 20.6. This was mainly due to the positive effect of new campaigns and price increases, while the quarterly increase of 11.4% in TRY ARPU terms is attributable to the increase in usage along with ongoing campaigns and price adjustments. Post paid ARPU in TRY terms decreased by 2.0% year on year with the increase in subscriptions to incentivized tariff plans however increased 7.3% on a quarterly basis due to higher usage. Prepaid ARPU increased by 3.1% compared to a year ago and quarterly prepaid ARPU increased 13.6% mainly due to an increase in usage through new incentives.

Regulatory Developments

3G

Based on the official announcement of the Telecommunications Authority (TA) in the Official Gazette dated October 9, 2008, the 3G license tender process for the granting of four separate licenses by the TA is expected to take place on November 28, 2008. The minimum prices for the four licenses range between 178 million and 285 million.

Licence Type	**A**	**B**	**C**	**D**
Bandwidth to be allocated (MHz)	40	35	30	25
Minimum value (million)	285	250	214	178

In September 2007, Turkcell had been granted an A Type license at a consideration of 321 million (excluding VAT) in the 3G tender launched by TA. However, the tender has been cancelled due to the fact that competitors did not participate.

International and Domestic Operations

Fintur

We hold a 41.45% stake in Fintur and through Fintur we hold interests in GSM operations in Kazakhstan, Azerbaijan, Moldova and Georgia.

FINTUR as of September 30, 2008	**Q3 2007 Subscriber (mio)**	**Q2 2008 Subscriber (mio)**	**Q3 2008 Subscriber (mio)**	**Q3 2008 Q3 2007 %Chg**	**Q3 2007 Revenue (US$ mio)**	**Q2 2008 Revenue (US$ mio)**	**Q3 2008 Revenue (US$ mio)**	**Q3 2008 Q3 2007 %Chg**
Kazakhstan	5.4	6.9	*7.0*	*29.6%*	226	242	*276*	*22.1%*
Azerbaijan	2.8	3.3	*3.4*	*21.4%*	124	134	*148*	*19.4%*
Moldova	0.5	0.6	*0.5*	*0%*	14	16	*17*	*21.4%*
Georgia	1.2	1.4	*1.5*	*25.0%*	47	54	*59*	*25.5%*
TOTAL*	9.9	12.2	*12.4*	*25.3%*	411	446	*500*	*22.0%*

* combined

Fintur s total number of subscribers in the third quarter of 2008 increased by 25.3% to 12.4 million compared to 3Q 2007. Consolidated revenues of Fintur totaled US$500 million as of September 30, 2008.

We account for our investment in Fintur using the equity method. Fintur s contribution to income increased to US$39.0 million along with a 21.9% year on year increase in the third quarter of 2008.

Astelit

Astelit, in which we hold a 55% stake through Euroasia, has operated in Ukraine since February 2005 under the brand life:) .

During the third quarter of 2008;

Astelit continued to lead net additions market with well designed and attractive tariff and value added services, and especially attractive on-net advantages.
Astelit s market share grew from 14.3% to 19.6% compared to the same period of last year.
Astelit s subscriber base grew by 40.8% to 10.7 million compared to a year ago.
Attractive life:) offers ensuring monthly payments resulted in a 20.7% increase in 3-month active subscribers
ARPU to US$7.0 from US$5.8 a year ago.
Astelit s revenue surged by 68.2% to US$127.8 million while EBITDA increased almost four times to US$11.3 million.

Page 10 of 15

Third Quarter 2008 Results

Summary Data for Astelit	Q3 2007	Q2 2008	Q3 2008	Q3 2008 Q3 2007 %Chg	Q3 2008 Q2 2008 %Chg
Number of subscribers (million)					
Total	7.6	10.0	10.7	40.8%	7.0%
Active (3 months)[1]	4.7	*5.9*	*6.3*	*34.0%*	*6.8%*
Average Revenue per User					
(ARPU) in US$					
Total	3.6	3.8	4.1	13.9%	7.9%
Active (3 months)	5.8	*6.3*	*7.0*	*20.7%*	*11.1%*
Revenue	76.0	110.1	127.8	68.2%	16.1%
EBITDA[2]	2.9	3.6	11.3	289.7%	213.9%
Net Loss	(42.0)	(18.7)	(24.2)	(42.4%)	29.4%
Capex	26.1	57.8	47.7	82.8%	(17.5%)

The Ukrainian market is in a fragile phase due to the volatility in the global markets as well as the impact of the ongoing political uncertainties in the country. In this environment, we are doing our best to grow our business and sustain operational profitability with strong execution by management in line with ongoing strategies of the company.

Our consolidated subsidiary Astelit has now revised its capex guidance for 2008 to US$250 million from US$300 million. This is mainly due to the postponement of 3G related capex. Astelit s capex include planned investments for further coverage and capacity.

Inteltek

Inteltek is our 55% owned subsidiary that operates in the sports betting business. On August 28, 2008 Spor-Toto conducted a tender which allowed private companies to organize fixed-odds and paramutuel betting in sports games. Inteltek, gave the best offer with 1.4% for the tender. On August 29, 2008 Inteltek signed a contract with Spor Toto, receiving the rights to run the sport betting business (Iddaa) for the next 10 years. No material impact from Inteltek is expected for Turkcell s consolidated financials in 2008. For 2009 and beyond, the new commission rate to be applicable starting from March 2009 is low compared to the previous year and this will have an impact on Inteltek s contribution to Turkcell revenues. However, we view Inteltek as a new business and we will be working to create an efficient business model in this new environment for the next ten years.

____

(1) Active subscribers are those who in the past three months made a transaction which brought revenue to the Company.
(2) EBITDA is a non-GAAP financial measure. See page 13 for the reconciliation of Euroasia s EBITDA to net cash from operating activities. Eurasia hol

Acquisition of BeST in Belarus

As part of our efforts to evaluate investment opportunities in the region and as previously announced on July 30, 2008, we signed a Share Purchase Agreement (SPA) to acquire an 80% stake in Belarusian Telecommunications Network (BeST). The completion of the transaction was subject to the fulfillment of the conditions set forth in the SPA.

As the necessary conditions to acquire 80% of BeST have been fulfilled as of August 26, 2008, the transfer of shares was realized and the payment of US$300 million, which was undertaken as the first tranche of the deal, was made. As a result, the acquisition process has been completed and, accordingly, we began consolidating BeST into Turkcell s financials starting from 26 August 2008. However, the impact of the consolidation is negligible at this time.

We believe that the acquisition of BeST represents an opportunity for Turkcell to gain access to a market with a growth potential. We also believe that we can use our complimentary skills gained in Ukraine and CIS very effectively in Belarus to differentiate BeST as soon as possible.

Reconciliation of Non-GAAP Financial Measures

We believe that EBITDA is a measure commonly used by companies, analysts and investors in the telecommunications industry, which enhances the understanding of our operating results and assists in the evaluation of our capacity to meet our financial obligations. We also use EBITDA as an internal measurement tool and, accordingly, we believe that the presentation of EBITDA provides useful and relevant information to analysts and investors.

Beginning from the 2006 fiscal year, we have revised the definition of EBITDA which we use and we report EBITDA using this new definition starting from the first quarter of 2006 results announcement to provide a new measure to reflect solely cash flow from operations.

The EBITDA definition used in our previous press releases and announcements had included Revenues, Direct Cost of Revenues excluding depreciation and amortization, Selling and Marketing expenses, Administrative expenses, translation gain/(loss), financial income, income on unconsolidated subsidiaries, gain on sale of investments, income/(loss) from related parties, minority interest and other income/(expense). Our new EBITDA definition includes Revenues, Direct Cost of Revenues excluding depreciation and amortization, Selling and Marketing expenses and Administrative expenses, but excludes translation gain/(loss), financial income, income on unconsolidated subsidiaries, gain on sale of investments, income/(loss) from related parties, minority interest and other income/(expense).

EBITDA is not a measure of financial performance under IFRS and should not be construed as a substitute for net earnings (loss) as a measure of performance or cash flow from operations as a measure of liquidity.

The following table provides a reconciliation of EBITDA, which is a non-GAAP financial measure, to net cash provided by operating activities, which we believe is the most directly comparable financial measure calculated and presented in accordance with IFRS.

TURKCELL	**Q3**	**Q2**	**Q3**	**Q3 2008-Q3 2007**	**Q3 2008-Q2 2008**
US$ million	**2007**	**2008**	**2008**	**% Chg**	**% Chg**
EBITDA	771.5	641.0	837.8	8.6%	30.7%
Income Tax Expense	(50.2)	(118.9)	(160.3)	219.3%	34.8%
Other operating income/(expense)	2.4	(1.6)	3.7	54.2%	(331.3%)
Financial income	2.4	10.0	2.0	(16.7%)	(80.0%)
Financial expense	(3.2)	(12.7)	(8.4)	162.5%	(33.9%)
Net (decrease)/increase in assets and liabilities	219.8	(252.9)	(20.8)	(109.5%)	(91.8%)
Net cash from operating activities	942.7	264.9	654.0	(30.6%)	146.9%

EUROASIA (Astelit)	**Q3**	**Q2**	**Q3**	**Q3 2008-Q3 2007**	**Q3 2008 -Q2 2008**
US$ million	**2007**	**2008**	**2008**	**% Chg**	**% Chg**
EBITDA	2.9	3.6	11.3	289.7%	213.9%
Other operating income/(expense)	0.2	(0.1)	0.6	200.0%	(700.0%)
Financial income	0.7	1.8	2.0	185.7%	11.1%
Financial expense	(21.0)	(12.5)	(8.5)	(59.5%)	(32.0%)
Net increase/(decrease) in assets and liabilities	31.3	37.4	36.4	16.3%	(2.7%)
Net cash from operating activities	14.1	30.2	41.8	196.5%	38.4%

Turkcell Group Subscribers

We have approximately 50.5 million proportionate GSM subscribers as of September 30, 2008. This is calculated by taking the number of GSM subscribers in Turkcell and each of our subsidiaries and multiplying the number of unconsolidated investees by our percentage ownership interest in each subsidiary. This figure includes the proportionate rather than total number of Fintur s GSM subscribers.However, it includes the total number of GSM subscribers in Astelit, Best and in our operations in the Turkish Republic of Northern Cyprus (Northern Cyprus) because the financial statements of our subsidiaries in Ukraine, Belarus and Northern Cyprus are consolidated with Turkcell s financial statements.

Turkcell Group Subscribers (million)	**Q3 2007**	**Q2 2008**	**Q3 2008**	**Q3 2008-Q3 2007 % Chg**	**Q3 2008-Q2 2008 % Chg**
Turkcell	34.8	35.4	36.3	4.3%	2.5%
Ukraine	7.6	10.0	10.7	40.8%	7.0%
Fintur (pro rata)	2.3	3.0	*3.0*	30.4%	7.1%
Northern Cyprus	0.3	0.3	*0.3*	0%	0%
Belarus	-	-	*0.2*	na	na
TURKCELL GROUP	**45.0**	**48.6**	**50.5**	**12.2%**	**3.9%**

Forward-Looking Statements

This release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and the Safe Harbor provisions of the US Private Securities Litigation Reform Act of 1995. All statements other than statements of historical facts included in this press release, including, without limitation, certain statements regarding our operations, financial position and business strategy may constitute forward-looking statements. In addition, forward-looking statements generally can be identified by the use of forward-looking terminology such as, among others, may, will, expect, intend, plan, estimate, anticipate, believe or continue.

Although Turkcell believes that the expectations reflected in such forward-looking statements are reasonable at this time, it can give no assurance that such expectations will prove to be correct. Given these uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. All subsequent written and oral forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

For a discussion of certain factors that may affect the outcome of such forward looking statements, see our Annual Report on Form 20-F for 2007 filed with the U.S. Securities and Exchange Commission, and in particular the risk factor section therein.

www.turkcell.com.tr

ABOUT TURKCELL

Turkcell is the leading GSM operator in Turkey with 36.3 million postpaid and prepaid customers as of September 30, 2008 operating in a three player market with a market share of approximately 56% as of June 30, 2008 (Source: The Telecommunications Authority). In addition to high-quality wireless telephone services, Turkcell currently offers General Packet Radio Service (GPRS) countrywide and Enhanced Data Rates for GSM Evolution (EDGE) in dense areas, which provide for both improved data and voice services. Turkcell provides roaming with 592 operators in 201 countries as of November 4, 2008. Serving a large subscriber base in Turkey with its high-quality wireless telephone network, Turkcell reported US$5.4 billion net revenues for the nine months as of September 30, 2008 and US$6.3 billion net revenues as of December 31, 2007 as per IFRS financial statements. Turkcell has interests in international GSM operations in Azerbaijan, Belarus, Georgia, Kazakhstan, Moldova, Northern Cyprus and Ukraine. Turkcell has been listed on the NYSE (New York Stock Exchange) and the ISE (Istanbul Stock Exchange) since July 2000 and is the only NYSE listed company in Turkey. 51.00% of Turkcell s share capital is held by Turkcell Holding, 0.05% by Cukurova Group, 13.07% by Sonera Holding, 2.32% by M.V. Group and 0.08% by others while the remaining 33.48% is free float.

For further information please contact Turkcell

Corporate Affairs

Koray Öztürkler, Chief Corporate Affairs Officer

Tel: +90-212-313-1500

Email: koray.ozturkler@turkcell.com.tr

Investors:

Nihat Narin, Investor Relations

Tel: + 90-212-313-1244
Email: nihat.narin@turkcell.com.tr

investor.relations@turkcell.com.tr

Media:

Filiz Karagul Tuzun, Corporate Communications

Tel: + 90-212-313-2304

Email: filiz.karagul@turkcell.com.tr

Page 15 of 15

EXHIBIT 99.2

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

CONSOLIDATED INTERIM BALANCE SHEET

As at 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

	Note	30 September 2008	31 December 2007
Assets			
Property, plant and equipment	13	2,419,697	2,221,895
Intangible assets	14	1,923,403	1,375,403
Investments in equity accounted investees	15	764,701	664,385
Other investments, including derivatives	16	40,053	42,354
Due from related parties	34	52,104	68,871
Other non-current assets	17	58,424	44,171
Deferred tax assets	18	2,758	2,446
Total non-current assets		**5,261,140**	**4,419,525**
Inventories		23,245	23,424
Other investments, including derivatives	16	58,005	28,218
Due from related parties	34	76,511	52,482
Trade receivables and accrued income	19	732,998	558,563
Other current assets	20	247,235	291,534
Cash and cash equivalents	21	3,156,807	3,095,300
Assets classified as held for sale	7	14,321	-
Total current assets		**4,309,122**	**4,049,521**
Total assets		**9,570,262**	**8,469,046**

Equity			
Share capital	22	1,636,204	1,636,204
Share premium	22	434	434
Reserves	22	728,976	931,913
Retained earnings	22	4,117,274	3,224,526
Total equity attributable to equity holders of			
Turkcell Iletisim Hizmetleri Anonim Sirketi and its subsidiaries		**6,482,888**	**5,793,077**
Minority interest	**22**	**168,645**	**138,128**
Total equity		**6,651,533**	**5,931,205**
Liabilities			
Loans and borrowings	25	151,003	140,404
Employee benefits	26	30,960	27,229
Provisions		3,267	-
Other non-current liabilities	24	372,493	-
Deferred tax liabilities	18	265,164	132,388
Total non-current liabilities		**822,887**	**300,021**
Bank overdraft	21	82,565	2,125
Loans and borrowings	25	587,325	619,555
Income taxes payable	12	170,860	443,194
Trade and other payables	29	846,706	759,019
Due to related parties	34	11,014	17,978
Deferred income	27	333,220	324,815
Provisions	28	57,681	71,134
Liabilities classified as held for sale	7	6,471	-
Total current liabilities		**2,095,842**	**2,237,820**
Total liabilities		**2,918,729**	**2,537,841**
Total equity and liabilities		**9,570,262**	**8,469,046**

The notes on page 6 to 85 are an integral part of these consolidated interim financial statements.

-1-

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

CONSOLIDATED INTERIM INCOME STATEMENT

For the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

		Nine months ended		**Three months ended**	
		30 September		**30 September**	
	Note	**2008**	**2007**	**2008**	**2007**
Revenue	9	5,385,361	4,521,043	2,055,923	1,722,766
Direct cost of revenue		(2,607,614)	(2,254,272)	(935,499)	(799,851)
Gross profit		**2,777,747**	**2,266,771**	**1,120,424**	**922,915**
Other income		8,744	10,153	6,346	1,801
Selling and marketing expenses		(1,025,535)	(810,166)	(366,778)	(296,853)
Administrative expenses		(233,509)	(163,726)	(87,901)	(56,867)
Other expenses		(25,192)	(3,541)	(2,707)	558
Results from operating activities		**1,502,255**	**1,299,491**	**669,384**	**571,554**
Finance income	11	394,799	213,516	83,650	83,472
Finance expense	11	(47,966)	(445,394)	(16,728)	(230,719)
Net finance income / (expense)		**346,833**	**(231,878)**	**66,922**	**(147,247)**
Share of profit of equity accounted investees	15	74,382	43,346	25,139	17,196
Profit before income tax		**1,923,470**	**1,110,959**	**761,445**	**441,503**
Income tax expense	12	(405,504)	(197,220)	(160,294)	(50,186)
Profit for the period		**1,517,966**	**913,739**	**601,151**	**391,317**
Attributable to:					
Equity holders of Turkcell Iletisim Hizmetleri Anonim Sirketi and its subsidiaries		1,517,027	946,957	603,791	401,188
Minority interest		939	(33,218)	(2,640)	(9,871)
Profit for the period		**1,517,966**	**913,739**	**601,151**	**391,317**
Basic and diluted earnings per share (in full US Dollars)	23	0.689558	0.430435	0.274451	0.182358

The notes on page 6 to 85 are an integral part of these consolidated interim financial statements.

-2-

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

CONSOLIDATED INTERIM STATEMENT OF RECOGNIZED INCOME AND EXPENSE

For the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

	Nine months ended		**Three months ended**	
	30 September 2008	**2007**	**30 September 2008**	**2007**
Foreign currency translation differences	(313,573)	641,370	(57,282)	356,829
Net change in fair value of available-for-sale securities	(7,196)	1,737	2,318	(463)
Income and expense recognized directly in equity	**(320,769)**	**643,107**	**(54,964)**	**356,366**
Profit for the period	1,517,966	913,739	601,151	391,317
Total recognized income for the period	**1,197,197**	**1,556,846**	**546,187**	**747,683**
Attributable to:				
Equity holders of Turkcell Iletisim Hizmetleri Anonim Sirketi	1,192,145	1,600,684	548,334	769,299
Minority interest	5,052	(43,838)	(2,147)	(21,616)
Total recognized income for the period	**1,197,197**	**1,556,846**	**546,187**	**747,683**

The notes on page 6 to 85 are an integral part of these consolidated interim financial statements.

-3-

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

CONSOLIDATED INTERIM STATEMENT OF CASH FLOWS

For the nine months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

	Nine months ended 30 September	
	2008	**2007**
Cash flows from operating activities		
Profit for the period	**1,517,966**	**913,739**
Adjustments for:		
Depreciation	347,020	395,764
Amortization of intangibles	190,052	193,034
Net finance income	(368,314)	(228,582)
Income tax expense	405,504	197,220
Share of profit of equity accounted investees	(112,405)	(76,407)
Loss/(gain) on sale of property, plant and equipment	2,068	(90)
Translation reserve	(38,249)	96,980
Amortization of transaction costs of borrowings	-	4,729
Deferred income	25,804	32,481
	1,969,446	**1,986,032**
Change in trade receivables	(203,008)	(159,553)
Change in due from related parties	(9,551)	39,479
Change in inventories	105	(1,715)
Change in prepaid expenses	(90,219)	(91,841)
Change in other current assets	(23,705)	35,964
Change in other non-current assets	(6,229)	(3,905)
Change in due to related parties	(5,675)	897
Change in trade and other payables	(58,852)	(3,890)
Change in other current liabilities	185,243	149,923
Change in other non-current liabilities	4,322	(7,545)
Change in employee benefits	5,263	3,494
Change in provisions	(9,209)	(790)
	1,757,931	**1,946,550**
Interest paid	(16,237)	(22,954)
Income tax paid	(673,107)	(337,767)
Dividend received	10,184	12,951
Net cash from operating activities	**1,078,771**	**1,598,780**
Cash flows from investing activities		
Proceeds from sale of property plant and equipment	6,356	3,361
Proceeds from currency option contracts	12,461	14,345
Proceeds from sale of available-for-sale financial assets	33,059	27,114
Proceeds from settlement of held-to-maturity investments	-	8,300
Interest received	304,265	192,789
Dividends received	-	18,131
Acquisition of property, plant and equipment	(450,104)	(383,622)
Acquisition of intangibles	(139,195)	(116,968)
Acquisition of subsidiary, net of cash acquired	(299,975)	-
Payment of currency option contracts premium	(3,921)	(7,809)
Acquisition of available-for-sale financial assets	(58,386)	(119)
Net cash used in investing activities	**(595,440)**	**(244,478)**
Cash flows from financing activities		

Payment of transaction costs	-	(205)
Dividends paid	(556,973)	(457,625)
Proceeds from issuance of loans and borrowings	541,500	469,673
Repayment of borrowings	(470,405)	(427,682)
Change in minority interest	87,856	123,721
Reimbursement of borrowing costs	**-**	11,983
Net cash used in financing activities	**(398,022)**	**(280,135)**
Effects of foreign exchange rate fluctuations on balance sheet items	**(163,059)**	**224,620**
Net increase in cash and cash equivalents	**(77,750)**	**1,298,787**
Cash and cash equivalents at 1 January	**3,093,175**	**1,598,356**
Effect of exchange rate fluctuations on cash and cash equivalents	71,713	(382,615)
Cash and cash equivalents at 30 September	**3,087,138**	**2,514,528**

The notes on page 6 to 85 are an integral part of these consolidated interim financial statements.

-4-

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

Notes to the consolidated interim financial statements

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

1. Reporting entity

Turkcell Iletisim Hizmetleri Anonim Sirketi (the Company) was incorporated in Turkey on 5 October 1993 and commenced its operations in 1994. The address of the Company s registered office is Turkcell Plaza, Mesrutiyet caddesi No. 71, 34430 Tepebasi/Istanbul. It is engaged in establishing and operating a Global System for Mobile Communications (GSM) network in Turkey and regional states.

In April 1998, the Company signed a license agreement (the License) with the Ministry of Transportation and Communications of Turkey (the Turkish Ministry), under which it was granted a 25 year GSM license in exchange for a license fee of $500,000. The License permits the Company to operate as a stand-alone GSM operator and releases it from some of the operating constraints in the Revenue Sharing Agreement, which was in effect prior to the License. Under the License, the Company collects all of the revenue generated from the operations of its GSM network and pays the Undersecretariat of Treasury (the Turkish Treasury) an ongoing license fee equal to 15% of its gross revenue from Turkish GSM operations. The Company continues to build and operate its GSM network and is authorized to, among other things, set its own tariffs within certain limits, charge peak and off-peak rates, offer a variety of service and pricing packages, issue invoices directly to subscribers, collect payments and deal directly with subscribers.

On 25 June 2005, the Turkish government declared that GSM operators are required to pay 10% of their existing monthly ongoing license fee to the Turkish Ministry as a universal service fund contribution in accordance with Law No 5369. As a result, starting from 30 June 2005, the Company pays 90% of the ongoing license fee to the Turkish Treasury and 10% to the Turkish Ministry as universal service fund.

In July 2000, the Company completed an initial public offering with the listing of its ordinary shares on the Istanbul Stock Exchange and American Depositary Shares, or ADSs, on the New York Stock Exchange.

As at 30 September 2008, two significant founding shareholders, Sonera Holding BV and Cukurova Group, directly and indirectly, own approximately 37.1% and 13.8%, respectively of the Company s share capital and are ultimate counterparties to a number of transactions that are discussed in the related party footnote. On 28 November 2005, upon completion of a series of transactions, Alfa Group acquired 13.2% indirect ownership in the Company through its Altimo subsidiary, one of Russia s leading private telecommunications investors. On the basis of publicly available information, Alfa Group transferred control over 50% of its previously held shares to Nadash in January 2008.

The consolidated interim financial statements of the Company as at and for the nine and three months ended 30 September 2008 comprise the Company and its twenty two subsidiaries (together referred to as the Group) and the Group s interest in one associate and one joint venture. The Company s and each of its subsidiaries , associate s and joint venture s interim financial statements are prepared as at and for the nine and three months ended 30 September 2008.

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

2. Basis of preparation

(a) Statement of compliance

The consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB).

The Group s consolidated interim financial statements were approved by the Board of Directors on 5 November 2008.

(b) Basis of measurement

The accompanying consolidated interim financial statements are based on the statutory records, with adjustments and reclassifications for the purpose of fair presentation in accordance with IFRSs as issued by the IASB. They are prepared on the historical cost basis adjusted for the effects of inflation during the hyperinflationary period lasted by 31 December 2005, except that the following assets and liabilities are stated at their fair value: derivative financial instruments and financial instruments classified as available-for-sale. The methods used to measure fair value are further discussed in note 4.

(c) Functional and presentation currency

The consolidated interim financial statements are presented in US Dollars (USD), rounded to the nearest thousand. Moreover, all financial information expressed in New Turkish Lira (TRY), Euro (EUR) and Swedish Krona (SEK) have been rounded to the nearest thousand. The functional currency of the Company and its consolidated subsidiaries located in Turkey and Turkish Republic of Northern Cyprus is TRY. The functional currency of Euroasia Telecommunications Holding BV (Euroasia) and Financell BV (Financell) is USD. The functional currency of East Asian Consortium BV (Eastasia) is EUR. The functional currency of LLC Astelit (Astelit) is Ukrainian Hryvnia. The functional currency of Belarussian Telecommunications Network (BeST) is Belarussian Roubles (BYR).

(d) Use of estimates and judgments

The preparation of interim financial statements in conformity with International Accounting Standards No:34 (IAS 34) *Interim Financial Reporting* requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

Information about estimates, uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the consolidated financial statements are described in notes 4, 8 and 33 and detailed analysis with respect to accounting estimates and critical judgements of bad debts, useful life or expected pattern of consumption of the future economic benefits embodied in depreciable assets, income taxes and revenue recognition are provided below:

Key sources of estimation uncertainty

In note 30, detailed analysis is provided for the foreign exchange exposure of the Company and risks in relation to foreign exchange movements.

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

2. Basis of preparation (continued)

(d) Use of estimates and judgments (continued)

Critical accounting judgments in applying the Company s accounting policies

Certain critical accounting judgments in applying the Company s accounting policies are described below:

Allowance for doubtful receivables

The impairment losses in trade and other receivables are based on management s evaluation of the volume of the receivables outstanding, historical collection trends and general economic conditions. Should economic conditions, collection trends or any specific industry trend worsen compared to management estimates, allowance for doubtful receivables recognised in consolidated interim financial statements may not be sufficient to cover bad debt.

Useful life of assets

The useful economic lives of the Group s assets are determined by management at the time the asset is acquired and regularly reviewed for appropriateness. The Group defines useful life of its assets in terms of the assets expected utility to the Group. This judgment is based on the experience of the Group with similar assets. In determining the useful life of an asset, the Group also follows technical and/or commercial obsolescence arising on changes or improvements from a change in the market. The useful life of the License is based on duration of the license agreement.

The GSM licence that is held by BeST, newly acquired consolidated subsidiary, expires in 2015. According to the Share Purchase Agreement signed, the State Committee on Property of the Republic of Belarus committed to extend the term of the licence for an additional 13 years for an insignificant consideration. In the consolidated interim financial statements, amortization charge is recorded on the assumption that the licence will be extended.

Commission fees

Commission fees relate to services performed in relation to betting games where the Group acts as an agent in the transaction rather than as a principal. In the absence of specific guidance under IFRSs on distinguishing between an agent and a principal, management considered the following factors:

The Group does not take the responsibility for fulfilment of the games.
The Group does not collect the proceeds from the final customer and it does not bear the credit risk.
The Group earns a stated percentage of the total turnover.

Revenue recognition

In arrangements which include multiple elements, the Company considers the elements to be separate units of accounting in the arrangement. Deliverables are accounted separately where a market for each deliverable exists and if the recognition criterion is met individually. The arrangement consideration is allocated to each deliverable in proportion to the fair value of the individual deliverables.

-8-

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

2. Basis of preparation (continued)

(d) Use of estimates and judgments (continued)

Critical accounting judgments in applying the Company s accounting policies

Income taxes

The calculation of tax charge involves a degree of estimation and judgment in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority or, as appropriate, through formal legal process.

As part of the process of preparing the consolidated interim financial statements, the Group is required to estimate the income taxes in each of the jurisdictions and countries in which they operate. This process involves estimating the actual current tax exposure together with assessing temporary differences resulting from differing treatment of items, such as deferred revenue and reserves for tax and accounting purposes. The Company management assesses the likelihood that the deferred tax assets will be recovered from future taxable income, and to the extent the recovery is not considered probable the deferred asset is adjusted accordingly.

The recognition of deferred tax assets is based upon whether it is probable that future taxable profits will be available, against which the temporary differences can be utilized. Recognition, therefore, involves judgment regarding the future financial performance of the particular legal entity in which the deferred tax asset has been recognized.

3. Significant accounting policies

The accounting policies set out below have been applied consistently to all periods presented in these consolidated interim financial statements, and have been applied consistently by Group entities.

(a) Basis of consolidation

(i) Subsidiaries

Subsidiaries are entities controlled by the Group. Control exists when the Group has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. In assessing control, potential voting rights that currently are exercisable or convertible are taken into account. The interim financial statements of subsidiaries are included in the consolidated interim financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries are changed as necessary to align them with the policies adopted by the Group.

(ii) Acquisition from entities under common control

Business combinations arising from transfers of interests in entities that are under the control of the shareholder that controls the Group are excluded from the scope of International Financial Reporting Standards No. 3 (IFRS 3) *Business Combinations* . The assets and liabilities acquired from entities under common control are recognised at the carrying amounts recognised previously in the Group s controlling shareholder s consolidated financial statements. The components of equity of the acquired entities are added to the same components within the Group equity.

-9-

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

3. Significant accounting policies (continued)

(a) Basis of consolidation (continued)

(iii) Associates and jointly controlled entities (equity accounted investees)

Associates are those entities in which the Group has significant influence, but not control, over the financial and operating policies. Significant influence is presumed to exist when the Group holds between 20 and 50 percent of the voting power of another entity. Joint ventures are those entities over whose activities the Group has joint control, established by contractual agreement and requiring unanimous consent for strategic financial and operating decisions. Associates and jointly controlled entities (equity accounted investees) are accounted for using the equity method and are initially recognised at cost. The Group s investment includes goodwill identified on acquisition, net of any accumulated impairment loss. The consolidated interim financial statements include the Group s share of the income and expenses and equity movements of equity accounted investees, after adjustments to align the accounting policies with those of the Group, from the date that significant influence or joint control commences until the date that significant influence or joint control ceases. When the Group s share of losses exceeds its interest in an equity accounted investee, the carrying amount of that interest (including any long-term investments) is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has an obligation or has made payments on behalf of the investee. The Group s equity accounted investees as at 30 September 2008 are Fintur Holdings BV (Fintur) and A-Tel Pazarlama ve Servis Hizmetleri AS (A-Tel).

(iv) Transactions eliminated on consolidation

Intragroup balances and transactions, and any unrealised income and expenses arising from intragroup transactions, are eliminated in preparing the consolidated interim financial statements. Unrealised gains arising from transactions with equity accounted investees are eliminated against the investment to the extent of the Group s interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

(b) Foreign currency

(i) Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate at that date. Foreign currency differences arising on translation of foreign currency transactions are recognised in the income statement. The foreign currency gain or loss on monetary items is the difference between amortised cost in the functional currency at the beginning of the period, adjusted for effective interest and payments during the period, and the amortised cost in foreign currency translated at the exchange rate at the end of the period. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are retranslated to the functional currency at the exchange rate at the date that the fair value was determined. Foreign currency differences arising on retranslation are recognised in profit or loss, except for differences arising on the retranslation of available-for-sale equity instruments, which are recognised directly in equity.

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

3. Significant accounting policies (continued)

(b) Foreign currency (continued)

(ii) Foreign operations

The assets and liabilities of foreign operations, including fair value adjustments arising on acquisition, are translated to USD at foreign exchange rates ruling at the reporting date. The income and expenses of foreign operations are translated to USD at exchange rates approximating to the exchange rates at the dates of the transactions.

Foreign currency differences arising on retranslation are recognized directly in a separate component of equity. Since 1 January 2005, the Group s date of transition to IFRSs, such differences have been recognized in the foreign currency translation reserve. When a foreign operation is disposed of, in part or in full, the relevant amount in the foreign currency translation reserve is transferred to profit or loss.

Foreign exchange gains and losses arising from a monetary item receivable from or payables to a foreign operation, the settlement of which is neither planned nor likely in the foreseeable future, are considered to form part of a net investment in a foreign operation and are recognised directly in equity in the foreign currency translation reserve.

(iii) Translation from functional to presentation currency

Items included in the financial statements of each entity are measured using the currency of the primary economic environment in which the entities operate, normally under their local currencies.

The consolidated interim financial statements are presented in USD, which is the presentation currency of the Group. The Group uses USD as the presentation currency for the convenience of investor and analyst community.

(iii) Translation from functional to presentation currency (continued)

Assets and liabilities for each balance sheet presented (including comparatives) are translated to USD at exchange rates at the balance sheet date. Income and expenses for each income statement (including comparatives) are translated to USD at monthly average exchange rates.

Foreign currency differences arising on retranslation are recognised directly in a separate component of equity.

(iv) Net investment in foreign operations

Foreign currency differences arising from the translation of the net investment in foreign operations are recognized in foreign currency translation reserve. They are transferred to the income statement upon disposal.

(c) Financial instruments

(i) Non-derivative financial instruments

Non-derivative financial instruments comprise investments in equity and debt securities, trade and other receivables, cash and cash equivalents, loans and borrowings, and trade and other payables.

Non-derivative financial instruments are recognised initially at fair value plus, for instruments not at fair value through profit or loss, any directly attributable transaction costs. Subsequent to initial recognition, non-derivative financial instruments are measured as described below:

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the Group s cash management are included as a component of cash and cash equivalents for the purpose of the statement of cash flows.

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

3. Significant accounting policies (continued)

(c) Financial instruments (continued)

(i) Non-derivative financial instruments (continued)

Accounting for finance income and expenses is discussed in note 3(n).

Held-to-maturity investments

If the Group has the positive intent and ability to hold debt securities to maturity, then they are classified as held-to-maturity. Held-to-maturity investments are measured at amortised cost using the effective interest method, less any impairment losses.

Available-for-sale financial assets

The Group s investments in equity securities and certain debt securities are classified as available-for-sale financial assets. Subsequent to initial recognition, they are measured at fair value and changes therein, other than impairment losses (see note 3(i)(i)), and foreign exchange gains and losses on available-for-sale monetary items (see note 3(b)(i)), are recognised directly in equity. When an investment is derecognised, the cumulative gain or loss in equity is transferred to profit or loss.

Financial assets at fair value through profit or loss

An instrument is classified as financial asset at fair value through profit or loss if it is held for trading or is designated as such upon initial recognition. Financial instruments are designated at fair value through profit or loss if the Group manages such investments and makes purchase and sale decisions based on their fair value in accordance with the Group s risk management or investment strategy. Upon initial recognition, attributable transaction costs are recognised in profit or loss when incurred. Financial instruments at fair value through profit or loss are measured at fair value, and changes therein are recognised in profit or loss.

Put options

Under the terms of certain agreements, the Group is committed to acquire the interests owned by minority shareholders in consolidated subsidiaries, if these minority interests wish to sell their share of interests.

As the Group has unconditional obligation to fulfil its liabilities under this agreements, International Accounting Standards No: 32 (IAS 32) *Financial instruments: Disclosure and Presentation* , requires the value of such put option to be presented as a financial liability on the balance sheet for the present value of the estimated option redemption amount. Furthermore, the share of minority shareholders in the net asset of the company subject to the put option is reclassified from minority interest to financial liability in the consolidated interim balance sheet.

Other

Other non-derivative financial instruments are measured at amortised cost using the effective interest method, less any impairment losses.

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

3. Significant accounting policies (continued)

(c) Financial instruments (continued)

(ii) Derivative financial instruments

The Group holds derivative financial instruments to hedge its foreign currency risk exposures arising from operational, financing and investing activities. In accordance with its treasury policy, the Group engages in forward and option contracts. However, these derivatives do not qualify for hedge accounting and are accounted for as trading instruments.

Embedded derivatives are separated from the host contract and accounted for separately if the economic characteristics and risks of the host contract and the embedded derivative are not closely related, a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative, and the combined instrument is not measured at fair value through profit or loss.

Derivatives are recognised initially at fair value; attributable transaction costs are recognised in profit or loss when incurred. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are recognized in profit or loss.

(iii) Share capital

Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

(d) Property, plant and equipment

(i) Recognition and measurement

Items of property, plant and equipment are stated at cost adjusted for the effects of inflation during the hyperinflationary period lasted by 31 December 2005 less accumulated depreciation (see below) and accumulated impairment losses (see note 3(h)(ii)).

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labor, any other costs directly attributable to bringing the asset to a working condition for its intended use, and the costs of dismantling and removing the items and restoring the site on which they are located, if any. Borrowing costs related to the acquisition or constructions of qualifying assets are recognized in profit or loss as incurred or capitalized during the period.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Gains/losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment and are recognized net within other income or other expenses in profit or loss.

(I) Subsequent costs

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group and its cost can be measured reliably. The carrying amount of the replaced item is derecognised. The costs of the day-to-day servicing of property, plant and equipment are recognised in profit or loss as incurred.

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

3. Significant accounting policies (continued)

(d) Property, plant and equipment (continued)

(iii) Depreciation

Depreciation is recognized in the profit or loss on a straight-line basis over the estimated useful lives of each part of an item of property, plant and equipment. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. Land is not depreciated.

The estimated useful lives for the current and comparative periods are as follows:

Buildings	25 50 years
Network infrastructure	3 8 years
Equipment, fixtures and fittings	4 5 years
Motor vehicles	4 5 years
Central betting terminals	1 year
Leasehold improvements	5 years

Depreciation methods, useful lives and residual values are reviewed at least annually unless there is a triggering event.

(e) Intangible assets

Intangible assets that are acquired by the Group which have finite useful lives are measured at cost adjusted for the effects of inflation during the hyperinflationary period lasted by 31 December 2005 less accumulated amortization (see below) and accumulated impairment losses (see note 3(h)(ii)).

(i) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset (that is purchased from independent third parties) to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred. Capitalized costs generally relate to the application of development stage; any other costs incurred during the pre and post-implementation stages, such as repair, maintenance or training, are expensed as incurred. Subsequent expenditures of the Company do not relate to research and development activities.

iii) Amortization

Amortization is recognized in the profit or loss on a straight line basis over the estimated useful lives of intangible assets unless such lives are indefinite from the date that they are available for use. The estimated useful lives for the current and comparative periods are as follows:

Computer software	3 8 years
GSM and other telecommunications license	3 25 years

Transmission lines	10	years
Central betting system operating right	10	years
Customer base	2	years

(f) Leased assets

Leases in terms of which the Group assumes substantially all the risks and rewards of ownership are classified as finance leases. Upon initial recognition, the leased asset is measured at an amount equal to the lower of its fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset.

Other leases are operating leases and the leased assets are not recognized on the Group s balance sheet.

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

3. Significant accounting policies (continued)

(g) Inventories

Inventories are measured at the lower of cost and net realizable value. Net realisable value is the estimated selling price in the ordinary course of business, less selling expenses. The cost of inventory is determined using the weighted average method and includes expenditure incurred in acquiring the inventories and bringing them to their existing location and condition. As at 30 September 2008, inventories consist of simcards, scratch cards and handsets.

(h) Impairment

(i) Financial assets

A financial asset is assessed at each reporting date to determine whether there is any objective evidence that it is impaired.

A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. An impairment loss in respect of an available-for-sale financial asset is calculated by reference to its fair value.

Individually significant financial assets are tested for impairment on an individual basis. The remaining financial assets are assessed collectively in groups that share similar credit risk characteristics.

All impairment losses are recognised in profit or loss. Any cumulative loss in respect of an available-for-sale financial asset recognised previously in equity is transferred to profit or loss.

An impairment loss is reversed if the reversal can be related objectively to an event occurring after the impairment loss was recognised. For financial assets measured at amortised cost and available-for-sale financial assets that are debt securities, the reversal is recognised in profit or loss. For available-for-sale financial assets that are equity securities, the reversal is recognised directly in equity.

(ii) Non-financial assets

The carrying amounts of the Group s non-financial assets, other than inventories, and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset s recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or group of assets (the cash-generating unit).

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit (group of units) on a pro rata basis.

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

3. Significant accounting policies (continued)

(h) Impairment (continued)

(ii) Non-financial assets (continued)

An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset s carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognised.

(i) Non-current assets held for sale

Non-current assets (or disposal group comprising assets and liabilities) that are expected to be recovered primarily through sale rather than through continuing use are classified as held for sale. Immediately before classification as held for sale, the assests (or components of a disposal group) are remeasured in accordance with the Group s accounting policies. Thereafter generally the assets (or disposal group) are remeasured at the lower of their carrying amount and fair value less cost to sell.

(j) Employee benefits

(i) Retirement pay liability

In accordance with existing labor law in Turkey, the Company and its subsidiaries in Turkey are required to make lump-sum payments to employees who have completed one year of service and whose employment is terminated without cause or who retire, are called up for military service or die. Such payments are calculated on the basis of 30 days pay maximum full TRY 2,173 as at 30 September 2008 (equivalent to full $1,764 as at 30 September 2008) (31 December 2007: full TRY 2,030 (equivalent to full $1,648 as at 30 September 2008)) per year of employment at the rate of pay applicable at the date of retirement or termination. Reserve for retirement pay is computed and reflected in the consolidated interim financial statements on a current basis. The reserve has been calculated by estimating the present value of future probable obligation of the Company and its subsidiaries in Turkey arising from the retirement of the employees. The calculation was based upon the retirement pay ceiling announced by the Government.

(ii) Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss when they are due.

The assets of the plan are held separately from the consolidated interim financial statements of the Group. The Company and other consolidated companies that initiated defined contribution retirement plan are required to contribute a specified percentage of payroll costs to the retirement benefit scheme to fund the benefits. The only obligation of the companies with respect to the retirement plan is to make the specified contributions.

-16-

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

3. Significant accounting policies (continued)

(k) Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability.

Onerous contracts

A provision for onerous contracts is recognized when the expected benefits to be derived by the Group from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Group recognizes any impairment loss on the assets associated with that contract. The Company did not recognize any provision for onerous contracts as at 30 September 2008.

(l) Revenue

Communication fees include all types of postpaid revenues from incoming and outgoing calls, additional services and prepaid revenues. Communication fees are recognized at the time the services are rendered.

With respect to prepaid revenues, the Group generally collects cash in advance by selling scratch cards to distributors. In such cases, the Group does not recognize revenue until the subscribers use the telecommunications services. Instead, deferred income is recorded under current liabilities.

In connection with campaigns, both postpaid and prepaid services may be bundled with handset or other goods / services and these bundled services and products involve consideration in the form of fixed fee or a fixed fee coupled with continuing payment stream. Loyalty programs for both postpaid and prepaid services may be bundled with other services. Deliverables are accounted separately where a market for each deliverable exists and if the recognition criterion is met individually. Costs associated with each deliverable are recognized at the time of revenue recognized. The arrangement consideration is allocated to each deliverable in proportion to the fair value of the individual deliverables. Revenues allocated to handsets given in connection with campaigns are recognized under other revenues.

Commission fees mainly comprised of net takings earned to a maximum of 7% of gross takings, as a head agent of fixed odds betting games starting from 15 March 2007 and 4.3% commission recognized based on the para-mutual and fixed odds betting games operated on Central Betting System.

Prior to 15 March 2007, under the former head agency agreement, head agency commission fees were earned to a maximum of 12% of gross takings. In relation to the new contract signed with Spor Toto Teskilat Mudurlugu (Spor Toto) on 29 August 2008, commission rate applicable was decreased to 1.4% effective from March 2009. Commission revenues are recognized at the time all the services related with the games are fully rendered. Under the head agency agreement, Inteltek Internet Teknoloji Yatirim ve Danismanlik AS (Inteltek) is obliged to undertake any excess payout, which is presented on net basis with the commission fees.

Monthly fixed fees represent a fixed amount charged to postpaid subscribers on a monthly basis without regard to the level of usage. Fixed fees are recognized on a monthly basis when billed.

Simcard sales are recognized upfront upon delivery to subscribers, net of returns, discounts and rebates. Simcard costs are also recognized upfront upon sale of the simcard to the subscriber.

Call center revenues are recognized at the time services are rendered.

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

3. Significant accounting policies (continued)

(m) Lease payments

Payments made under operating leases are recognized in profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognized as an integral part of the total lease expense, over the term of the lease.

Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability. The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

(n) Finance income and expenses

Finance income comprises interest income on funds invested (including available-for sale financial assets), late payment interest income, gains on the disposal of available-for-sale financial assets, changes in the fair value of financial assets at fair value through profit or loss and gains on hedging instruments that are recognised in profit or loss. Interest income is recognised as it accrues, using the effective interest method.

Finance expenses comprise interest expense on borrowings, unwinding of the discount on provisions, changes in the fair value of financial assets at fair value through profit or loss and impairment losses recognised on financial assets. Borrowing costs that are recognised in profit or loss or capitalized are accounted using the effective interest method.

Foreign currency gains and losses are reported on a net basis.

(o) Transactions with related parties

A related party is essentially any party that controls or can significantly influence the financial or operating decisions of the Group to the extent that the Group may be prevented from fully pursuing its own interests. For reporting purposes, investee companies and their shareholders, key management personnel, shareholders of the Group and the companies that the shareholders have a relationship with are considered to be related parties.

(p) Income tax

Income tax expense comprises current and deferred tax. Income tax expense is recognised in profit or loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit, and differences relating to investments in subsidiaries and jointly controlled entities to the extent that they probably will not reverse in the foreseeable future. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

3. Significant accounting policies (continued)

(p) Income tax (continued)

A deferred tax asset is recognised to the extent that it is probable that future taxable profits will be available against which temporary difference can be utilised. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

(q) Earnings per share

The Group presents basic earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period. Diluted EPS is equal to basic EPS because the Group does not have any convertible notes or share options granted to employees.

(r) Segment reporting

A segment is a distinguishable component of the Group that is engaged either in providing related products or services (business segment) or in providing products or services within a particular economic environment (geographical segment), which is subject to risks and returns that are different from those of other segments. Segment information is presented in respect of the Group s business and geographical segments. The Group s primary format for segment reporting is based on geographical segment and secondary segment reporting is based on business segments.

Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly investments and related revenue, loans and borrowings and related expenses and income tax assets and liabilities.

Segment capital expenditure is the total cost incurred during the period to acquire property, plant and equipment, and intangible assets other than goodwill.

(s) New standards and interpretations not yet adopted

A number of new standards, amendments to standards and interpretations are not yet effective at 30 September 2008, and have not been applied in preparing these consolidated interim financial statements:

IFRS 8 *Operating Segments* introduces the management approach to segment reporting. IFRS 8, which becomes mandatory for the Group s 2009 consolidated financial statements, will require the disclosure of segment information based on the internal reports regularly reviewed by the Group s Chief Operating Decision Maker in order to assess each segment s performance and to allocate resources to them. Currently, the Group presents segment information in respect of its business and geographical segments (see note 6). It is not expected to have any significant impact on the consolidated financial statements.

Revised IAS 23 Borrowing Costs removes the option to expense borrowing costs and requires that an entity capitalize borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset as a part of the cost of that asset. The revised IAS 23 will become mandatory for the Group s 2009 consolidated financial statements and will not constitute a change in accounting policy for the Group.

IFRIC 13 Customer Loyalty Programmes addresses the accounting by entities that operate, or otherwise participate in, customer loyalty programmes for their customers. It relates to customer loyalty programmes under which the customer can redeem credits for awards such as free or discounted goods or services. IFRIC 13, which becomes mandatory for the Group s 2009 consolidated financial statements, is not expected to have significant impact on the consolidated financial statements.

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

3. Significant accounting policies (continued)

(s) New standards and interpretations not yet adopted (continued)

Revised IAS 1 Presentation of Financial Statements (2007) introduces the term total comprehensive income, which represents changes in equity during a period other than those changes resulting from transactions with owners in their capacity as owners. Total comprehensive income may be presented in either a single statement of comprehensive income (effectively combining both the income statement and all non-owner changes in equity in a single statement), or in an income statement and a separate statement of comprehensive income. Revised IAS 1, which becomes mandatory for the Group s 2009 consolidated financial statements, is expected to have a significant impact on the presentation of the consolidated financial statements.

Revised IFRS 3 Business Combinations (2008) incorporates the following changes that are likely to be relevant to the Group s operations:

- The definition of a business has been broadened, which is likely to result in more acquisitions being treated as business combinations.
- Contingent consideration will be measured at fair value, with subsequent changes therein recognised in profit or loss.
- Transaction costs, other than share and debt issue costs, will be expensed as incurred.
- Any pre-existing interest in the acquiree will be measured at fair value with the gain or loss recognised in profit or loss.
- Any non-controlling (minority) interest will be measured at either fair value, or at its proportionate interest in the identifiable assets and liabilities of the acquiree, on a transaction-by-transaction basis.

Revised IFRS 3, which becomes mandatory for the Group s 2010 consolidated financial statements, will be applied prospectively and therefore there will be no impact on prior periods in the Group s 2010 consolidated financial statements.

Amended IAS 27 Consolidated and Separate Financial Statements (2008) requires accounting for changes in ownership interests by the Group in a subsidiary, while maintaining control, to be recognised as an equity transaction. When the Group loses control of a subsidiary, any interest retained in the former subsidiary will be measured at fair value with the gain or loss recognised in profit or loss. The amendments to IAS 27, which become mandatory for the Group s 2010 consolidated financial statements, are not expected to have a significant impact on the consolidated financial statements.

*Amendment to IFRS 2 Share-based Payment Vesting Conditions and Cancellation*s clarifies the definition of vesting conditions, introduces the concept of non-vesting conditions, requires non-vesting conditions to be reflected in grant-date fair value and provides the accounting treatment for non-vesting conditions and cancellations. The amendments to IFRS 2 will become mandatory for the Group s 2009 consolidated financial statements, with retrospective application and are not expected to have any impact on the consolidated financial statements.

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

3. Significant accounting policies (continued)

(s) New standards and interpretations not yet adopted (continued)

Amendments to IAS 32 Financial Instruments: Presentation and IAS 1 Presentation of Financial Statements Puttable Financial Instruments and Obligations Arising on Liquidation requires puttable instruments, and instruments that impose on the entity an obligation to deliver to another party a pro rata share of the net assets of the entity only on liquidation, to be classified as equity if certain conditions are met. The amendments, which become mandatory for the Group s 2009 consolidated financial statements, with retrospective application required, are not expected to have any impact on the consolidated financial statements.

The International Financial Reporting Interpretations Committee (IFRIC) issued on 3 July 2008 an interpretation *IFRIC 16 Hedges of a Net Investment in a Foreign Operation*. IFRIC 16 applies to an entity that hedges the foreign currency risk arising from its net investments in foreign operations and wishes to qualify for hedge accounting in accordance with IAS 39. It does not apply to other types of hedge accounting. The interpretation is effective for annual periods beginning on or after 1 October 2008 and is not expected to have any effect on the consolidated financial statements.

The IFRIC issued on 3 July 2008 an Interpretation, *IFRIC 15 Agreements for the Construction of Real Estate*. The Interpretation will standardize accounting practice across jurisdictions for the recognition of revenue among real estate developers for sales of units, such as apartments or houses before construction is complete. The Interpretation is effective for annual periods beginning or after 1 January 2009 and is not expected to have any effect on the consolidated financial statements.

Eligible Hedged Items (amendment to IAS 39 Financial Instruments: Recognition and Measurement) introduces application guidance to illustrate how the principles underlying hedge accounting should be applied in the designation of i) a one-sided risk in a hedged item and ii) inflation in a financial hedged item. The amendment is effective, with retrospective application, for annual periods beginning on or after 1 July 2009 and is not expected to have any effect on the consolidated financial statements.

Amendment to IAS 39 Financial Instruments: Recognition and Measurement Eligible Hedged Items clarifies the existing principles that determine whether specific risks and portions of cash flows are eligible for designation in a hedging relationship. The amendments are to be applied retrospectively for annual periods beginning on or after 1 July 2009, with earlier application permitted. The amendment is not expected to have any effect on the consolidated financial statements.

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

4. Determination of fair values

A number of the Group s accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

(i) Property, plant and equipment

The fair value of property, plant and equipment recognised as a result of a business combination is based on market values. The market value of property is the estimated amount for which a property could be exchanged on the date of valuation between a willing buyer and a willing seller in an arm s length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion. The market value of items of plant, equipment, fixtures and fittings is based on the quoted market prices for similar items.

(ii) Intangible assets

The fair value of intangible assets is based on the discounted cash flows expected to be derived from the use and eventual sale of the assets.

(iii) Investments in equity and debt securities

The fair value of financial assets at fair value through profit or loss, held-to-maturity investments and available-for-sale financial assets is determined by reference to their quoted bid price or over the counter market price at the reporting date. The fair value of held-to-maturity investments is determined for disclosure purposes only.

(iv) Trade and other receivables / due from related parties

The fair values of trade and other receivables and due from related parties are estimated as the present value of future cash flows, discounted at the market rate of interest at the reporting date.

(v) Derivatives

The fair value of forward exchange contracts and option contracts is based on their listed market price, if available. If a listed market price is not available, then fair value is estimated by discounting the difference between the contractual forward price and the current forward price for the residual maturity of the contract using a risk-free interest rate (based on government bonds) or option pricing models.

(vi) Non-derivative financial liabilities

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date. For finance leases, the market rate of interest is determined by reference to similar lease agreements.

(vii) Put options

The Group measures the value of the financial liability originating from put options granted to minorities as the present value of estimated option redemption amount. Present value of the estimated option redemption amount is based on the fair value of estimation for the company subject to the put option. In the consolidated interim financial statements as at 30 September 2008, the Group management used purchase price at the date of acquisition as a base to estimate fair value of the put option granted to minority holders.

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

5. Financial risk management

The Group has exposure to the following risks from its use of financial instruments:

Credit risks
Liquidity risks
Market risk

This note presents information about the Group s exposure to each of the above risks, the Group s objectives, policies and processes for measuring and managing risk, and the Group s management of capital.

The Company management has overall responsibility for the establishment and oversight of the Group s risk management framework.

The Group s risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group s activities.

The current global market turmoil, market confidence and liquidity issues have become key factors in the assessment of future performance of the companies in Turkey similar to the others across the Globe. The instant impact of the global turmoil across global financial markets came out to be a sharp increase in foreign currency exchange rates in Turkey. Consequently, the depreciation of TRY against USD and EUR was 21.5% and 9.0%, respectively as at 31 October 2008 when compared to the exchange rates as at 30 September 2008. Please refer to note 30 for additional information on the Group s exposure to this turmoil.

Credit risk

Credit risk is the risk of financial loss to the group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group s receivables from customers and investment securities.

Management has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. The Group may require collateral in respect of financial assets. Also, the Group may demand letters of guarantee from third parties related to certain projects or contracts. The Group may also demand certain pledges from counterparties if necessary in return for the credit support it gives related to certain financings.

In monitoring customer credit risk, customers are grouped according to whether they are an individual or legal entity, ageing profile, maturity and existence of previous financial difficulties. Trade receivables and accrued service income are mainly related to the Group s subscribers. The Group exposure to credit risk on trade receivables is influenced mainly by the individual payment characteristics of post-paid subscribers.

Investments are allowed only in liquid securities and mostly with counterparties that have a credit rating equal or better than the Group. Some of the collection banks have credit ratings that are lower than the Group s, or they may not be rated at all, however, policies are in place to review the paid-in capital and capital adequacy ratios periodically to ensure credit worthiness.

Transactions involving derivatives are with counterparties with whom the Group has signed agreements and which have sound credit ratings. The Group does not expect any counterparty fail to meet its obligations.

At the reporting date, there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheet.

-23-

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

5. Financial risk management (continued)

Credit risk (continued)

The Group establishes an allowance for doubtful receivables that represents its estimate of incurred losses in respect of receivables from subscribers. This allowance includes the specific loss component that relates to individual subscribers exposures, and adjusted for a general provision which is determined based on historical data of payment statistics. Impairment loss as a percentage of revenues represented 0.9% and 1.1% of revenues for the nine and three months ended 30 September 2008. If impairment loss as a percentage of revenues increased to 1.5% of revenues, the impairment loss would have been increased by $32,136 and $8,785, negatively impacting profit for the nine and three months ended 30 September 2008.

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group s approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group s reputation. Typically, the Group ensures that it has sufficient cash and cash equivalents to meet expected operational expenses, including financial obligations.

Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Group s income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

Currency risk

The Group is exposed to currency risk on certain revenues such as roaming revenues, purchases and certain operating costs such as roaming expenses and network related costs and resulting receivables and payables, borrowings and deferred payments related to BeST acquisition that are denominated in a currency other than the respective functional currencies of Group entities, primarily TRY for operations conducted in Turkey. The currencies in which these transactions are primarily denominated are EUR, USD and SEK.

Derivative financial instruments such as forward contracts and options are used to hedge exposure to fluctuations in foreign exchange rates. The Group uses forward exchange contracts to hedge its currency risk. When necessary, forward exchange contracts are rolled over at maturity.

The Group s investments in its equity accounted investee Fintur and its subsidiaries in Ukraine and Belarus are not hedged with respect to the currency risk arising from the net assets as those currency positions are considered to be long-term in nature.

Interest rate risk

The Group has not entered into any type of derivative instrument in order to hedge interest rate risk as at 30 September 2008.

The Board s policy is to maintain a strong capital base as to maintain investor, creditor and market confidence and to sustain future development of the business.

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

6. Segment reporting

Geographical segments:

The primary format, geographical segments, is based on the dominant source and nature of the Group s risk and returns as well as the Group s internal reporting structure.

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of the entities. Segment assets are based on the geographical location of the assets.

The Group comprises the following main geographical segments: Turkey, Ukraine, Belarus and Turkish Republic of Northern Cyprus.

Business segments:

In presenting information on the basis of business segments, segment revenue is based on the operational activity of the entities. Segment assets are based on the intended use of the assets.

The Group comprises the following main business segments: Telecommunications and betting businesses.

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

6. Segment reporting (continued)

Geographical segments

	Nine months ended 30 September													
	Turkey		**Ukraine**		**Turkish Republic of Northern Cyprus**		**Belarus**		**Other**		**Eliminations**		**Consolidat**	
	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007	2008	2
Total external revenues	4,994,305	4,287,142	326,826	171,939	64,140	61,962	90	-	-	-	-	-	5,385,361	4
Inter-segment revenue	2,922	3,667	1,207	949	6,540	4,432	-	-	-	-	(10,669)	(9,048)	-	-
Total segment revenue	4,997,227	4,290,809	328,033	172,888	70,680	66,394	90	-	-	-	(10,669)	(9,048)	5,385,361	4
Segment result	1,564,707	1,370,674	(63,376)	(86,141)	18,470	8,261	(4,128)	-	(47)	-	3,077	85	1,518,703	1
Unallocated income/(expense), net													(16,448)	6
Results from operating activities													1,502,255	1
Net finance income/(expense)													346,833	(
Share of profit/(loss) of equity accounted investees	(34,361)	(32,729)	-	-	-	-	-	-	108,743	76,075	-	-	74,382	4
Income tax expense													(405,504)	(
Profit for the period													1,517,966	9

-26-

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

6. Segment reporting (continued)

Geographical segments (continued)

	Three months ended 30 September													
	Turkey		**Ukraine**		**Turkish Republic of Northern Cyprus**		**Belarus**		**Other**		**Eliminations**		**Consolidated**	
	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007	2008	200
Total external revenues	1,906,722	1,625,806	127,131	75,145	21,980	21,815	90	-	-	-	-	-	2,055,923	1,7
Inter-segment revenue	1,948	1,663	639	333	2,598	1,556	-	-	-	-	(5,185)	(3,552)	-	-
Total segment revenue	1,908,670	1,627,469	127,770	75,478	24,578	23,371	90	-	-	-	(5,185)	(3,552)	2,055,923	1,7
Segment result	679,247	585,656	(16,703)	(21,851)	6,093	4,553	(4,128)	-	(21)	-	1,257	837	665,745	569
Unallocated income/(expense), net													3,639	2,3
Results from operating activities													669,384	571
Net finance income/(expense)													66,922	(14
Share of profit/(loss) of equity accounted investees	(13,827)	(14,803)	-	-	-	-	-	-	38,966	31,999	-	-	25,139	17,
Income tax expense													(160,294)	(50
Profit for the period													601,151	391

-27-

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

6. Segment reporting (continued)

Geographical segments (continued)

As at 30 September 2008 and 31 December 2007

	Turkey		**Ukraine**		**Turkish Republic of Northern Cyprus**		**Belarus**		**Other**		**Consolidated**	
	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007
Segment assets	3,784,994	3,730,627	818,192	708,005	76,741	70,570	832,114		33	125,066	5,512,074	4,634,268
Investment in equity accounted investees	134,603	149,306	-	-	-	-	-	-	630,098	515,079	764,701	664,385
Unallocated assets											3,293,489	1,770,393
Total assets											9,570,264	7,069,046
Segment liabilities	1,512,165	1,096,780	130,838	91,561	9,903	12,694	5,428	-	39	48	1,658,373	1,201,083
Unallocated liabilities											1,260,356	1,636,758
Total liabilities											2,918,729	2,837,841

Nine months ended 30 September

	Turkey		**Ukraine**		**Turkish Republic of Northern Cyprus**		**Belarus**		**Other**		**Consolidated**	
	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007
Capital expenditure	421,496	345,714	160,910	129,146	15,108	33,922	833,402	-	-	-	1,430,916	508,782
Depreciation	288,183	354,785	55,308	36,468	3,032	4,511	497	-	-	-	347,020	395,764
Amortization of intangible assets	160,659	166,373	24,012	25,112	2,686	1,549	2,695	-	-	-	190,052	193,034

Three months ended 30 September

	Turkey		**Ukraine**		**Turkish Republic of Northern Cyprus**		**Belarus**		**Other**		**Consolidated**	
	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007	2008	2007
Capital expenditure	125,048	157,274	47,677	26,137	2,928	4,690	833,402	-	-	-	1,009,055	188,101
Depreciation	89,258	119,299	20,576	14,980	1,054	1,217	497	-	-	-	111,385	135,496

Amortization of intangible assets	50,204	57,404	6,835	8,630	929	706	2,695	-	-	-	60,663	66,740

-28-

TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

NOTES TO THE CONSOLIDATED INTERIM FINANCIAL STATEMENTS

As at and for the nine and three months ended 30 September 2008

(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)

6. Segment reporting (continued)

Business segments

Nine months ended 30 September						
Telecommunications		**Betting**		**Other operations**		**Consolidated**
2008	2007	2008	2007	2008	2007	