

TURKCELL ILETISIM HIZMETLERI A S  
Form SC 13D/A  
December 18, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 7)\*

TURKCELL ILETISIM HIZMETLERI A.S.  
(Name of Issuer)

Ordinary Shares, nominal value TRY 1.000 per share  
(Title of Class of Securities)

900111204  
(CUSIP Number)

Jonathan Muir  
Letterone Holdings S.A.  
1-3 Boulevard de la Foire  
L-1528  
Luxembourg  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 16, 2014  
(Date of Event which Requires Filing of this Statement)

With a copy to:

Pranav Trivedi  
Lorenzo Corte  
Skadden, Arps, Slate, Meagher & Flom (UK) LLP  
40 Bank Street  
London E14 5DS  
United Kingdom

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent

amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (the “Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Name of Reporting Persons  
I.R.S. Identification Nos. of above persons (entities only)
  
2. Alfa Telecom Turkey Limited  
Check the Appropriate Box if a Member of a Group  
(a)  x  
(b)  ..
3. SEC Use Only
4. Source of Funds
  
5. AF  
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  ..
6. Citizenship or Place of Organization  
  
British Virgin Islands
  
7. Sole Voting Power
  

|  |   |
|--|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person<br>With | 0<br>8. Shared Voting Power<br><br>1,122,000,000.238<br>9. Sole Dispositive Power<br><br>0<br>10. Shared Dispositive Power<br><br>1,122,000,000.238 |
|--|---|

  
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
1,122,000,000.238
12. Check If the Aggregate Amount in Row (11) Excludes Certain Shares  ..
13. Percent of Class Represented by Amount in Row (11)
  
14. 51% of ordinary shares\*  
Type of Reporting Person  
  
HC

\*Based on 2,200,000,000 ordinary shares outstanding as of December 31, 2013, as reported in the Company's Annual Report on Form 20-F filed with the Securities and Exchange Commission on March 20, 2014.



1. Name of Reporting Persons  
I.R.S. Identification Nos. of above persons (entities only)
  
2. ATTL Limited  
Check the Appropriate Box if a Member of a Group  
(a)    
(b)
3. SEC Use Only
4. Source of Funds
  
5. OO  
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
6. Citizenship or Place of Organization  
  
Gibraltar
  
7. Sole Voting Power
  

|  |   |
|--|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person<br>With | 0<br>8. Shared Voting Power<br><br>1,122,000,000.238<br>9. Sole Dispositive Power<br><br>0<br>10. Shared Dispositive Power<br><br>1,122,000,000.238 |
|--|---|

  
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
1,122,000,000.238
12. Check If the Aggregate Amount in Row (11) Excludes Certain Shares
13. Percent of Class Represented by Amount in Row (11)
  
14. 51% of ordinary shares\*  
Type of Reporting Person  
  
HC

\*Based on 2,200,000,000 ordinary shares outstanding as of December 31, 2013, as reported in the Company's Annual Report on Form 20-F filed with the Securities and Exchange Commission on March 20, 2014.



1. Name of Reporting Persons  
I.R.S. Identification Nos. of above persons (entities only)
  
2. ATTL Holdings S.a r.l.  
Check the Appropriate Box if a Member of a Group  
(a)  x  
(b)  ..
3. SEC Use Only
4. Source of Funds
  
5. OO  
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  ..
6. Citizenship or Place of Organization  
  
Luxembourg
  
7. Sole Voting Power
  

|  |   |
|--|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person<br>With | 0<br>8. Shared Voting Power<br><br>1,122,000,000.238<br>9. Sole Dispositive Power<br><br>0<br>10. Shared Dispositive Power<br><br>1,122,000,000.238 |
|--|---|

  
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
1,122,000,000.238
12. Check If the Aggregate Amount in Row (11) Excludes Certain Shares  ..
13. Percent of Class Represented by Amount in Row (11)
  
14. 51% of ordinary shares\*  
Type of Reporting Person  
  
HC

\*Based on 2,200,000,000 ordinary shares outstanding as of December 31, 2013, as reported in the Company's Annual Report on Form 20-F filed with the Securities and Exchange Commission on March 20, 2014.





1. Name of Reporting Persons  
I.R.S. Identification Nos. of above persons (entities only)
  
2. Letterone Holdings S.A.  
Check the Appropriate Box if a Member of a Group  
(a)  x  
(b)  ..
3. SEC Use Only
4. Source of Funds
  
5. OO  
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  ..
6. Citizenship or Place of Organization  
  
Luxembourg
  
7. Sole Voting Power
  

|  |   |
|--|---|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person<br>With | 0<br>8. Shared Voting Power<br><br>1,122,000,000.238<br>9. Sole Dispositive Power<br><br>0<br>10. Shared Dispositive Power<br><br>1,122,000,000.238 |
|--|---|

  
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
  
1,122,000,000.238
12. Check If the Aggregate Amount in Row (11) Excludes Certain Shares  ..
13. Percent of Class Represented by Amount in Row (11)
  
14. 51% of ordinary shares\*  
Type of Reporting Person  
  
OO, HC

\* Based on 2,200,000,000 ordinary shares outstanding as of December 31, 2013, as reported in the Company's Annual Report on Form 20-F filed with the Securities and Exchange Commission on March 20, 2014.



Item 1. Security and Issuer.

This Amendment No. 7 (this “Amendment”) to the Statement on Schedule 13D relates to the ordinary shares, nominal value TRY 1.000 per share (the “Shares”) of Turkcell Iletisim Hizmetleri A.S. (“Turkcell”). The initial statement (the “Statement”) on Schedule 13D, previously filed jointly by Cukurova Telecom Holdings Limited, Alfa Telecom Turkey Limited (“Alfa Telecom Turkey”), Alfa Finance Holdings S.A. (“Alfa Finance”), CTF Holdings Limited (“CTF”), and Crown Finance Foundation (“Crown”) on December 5, 2005, as amended, is hereby amended and supplemented with respect to the items set forth in this Amendment. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Statement. The address of the principal executive office of Turkcell is Turkcell Plaza, Mesrutiyet Caddesi No: 71, 34430 Tepebasi, Istanbul, Turkey.

Item 2. Identity and Background.

This Amendment is being filed on behalf of each of the following persons (each, a “Reporting Person” and, collectively, the “Reporting Persons”):

- (i) Alfa Telecom Turkey;
- (ii) ATTL Limited (“ATTL Limited”);
- (iii) ATTL Holdings S.a r.l. (“ATTL Holdings”); and
- (iv) Letterone Holdings S.A. (“Letterone”).

The Reporting Persons

Alfa Telecom Turkey is a British Virgin Islands company, with its principal address at Geneva Place, Waterfront Drive, P.O. Box 3469, Road Town, Tortola, British Virgin Islands. The principal business of Alfa Telecom Turkey is to function as a holding company. Alfa Telecom Turkey is the holder of 49% of the total outstanding shares in Cukurova Telecom Holdings Limited (“Cukurova Telecom Holdings”), a British Virgin Islands Company, which in turn is the holder of 52.91% of the total outstanding shares in Turkcell Holding A.S. (“Turkcell Holding”), a Turkish company, and, as a result of which, and as a result of the terms of the Shareholders Agreement (as defined, and as further described, in the Statement), Alfa Telecom Turkey may be deemed to be a beneficial owner of the Shares held by Turkcell Holding. Current information concerning the identity and background of the directors and officers of Alfa Telecom Turkey is set forth in Annex A hereto, which is incorporated by reference in response to this Item 2.

ATTL Limited is a Gibraltar company, with its principal address at 28 Irish Town, Gibraltar. The principal business of ATTL Limited is to function as a holding company. ATTL Limited is the sole shareholder of Alfa Telecom Turkey and, in such capacity, may be deemed to be the beneficial owner of the Shares beneficially owned by Alfa Telecom Turkey. Current information concerning the identity and background of the directors and officers of ATTL Limited and persons controlling ATTL Limited is set forth in Annex A hereto, which is incorporated by reference in response to this Item 2.

ATTL Holdings is a Luxembourg company, with its principal address at 1-3 Boulevard de la Foire, L-1528 Luxembourg. The principal business of ATTL Holdings is to function as a holding company. ATTL Holdings is the sole shareholder of ATTL Limited and, in such capacity, may be deemed to be the beneficial owner of the Shares beneficially owned by Alfa Telecom Turkey. Current information concerning the identity and background of the directors and officers of ATTL Holdings and persons controlling ATTL Holdings is set forth in Annex A hereto, which is incorporated by reference in response to this Item 2.

Letterone is a Luxembourg company, with its principal address at 1-3 Boulevard de la Foire, L-1528, Luxembourg. The principal business of Letterone is to function as a holding company. Letterone is the sole shareholder of ATTL

Holdings and, in such capacity, may be deemed to be the beneficial owner of the Shares beneficially owned by Alfa Telecom Turkey. Current information concerning the identity and background of the directors and officers of Letterone and persons controlling Letterone is set forth in Annex A hereto, which is incorporated by reference in response to this Item 2.

During the past five years, none of the Reporting Persons and, to the best of the Reporting Persons' knowledge, no other person identified in response to this Item 2, including those persons identified in Annex A, has been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to any civil proceeding or a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws, or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

No external funds were used in the internal reorganization described in Item 4.

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Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended to delete the two paragraphs describing the Joint Venture Agreement dated November 11, 2009 among Alfa Telecom Turkey, Altimo Holding and Investments Limited, TeliaSonera A.B., Sonera Holding B.V. and TeliaSonera Finland OYJ in their entirety.

Item 4 of the Schedule 13D is hereby further amended to add the following at the end thereof:

Crown, CTF, Alfa Finance and their affiliates engaged in an internal reorganization, as a result of which, ATTL Limited became the sole shareholder of Alfa Telecom Turkey and Letterone became the sole shareholder of ATTL Holdings.

Subject to various factors (including, without limitation, Turkcell's business and prospects, the performance of the Shares in the market, availability of funds, alternative uses of funds, and money, stock market and general economic and industry conditions, future developments at Turkcell and applicable law), the Reporting Persons may acquire or dispose of securities of Turkcell. Any purchases or dispositions of securities in Turkcell may be in the open market or privately-negotiated transactions or otherwise. The Reporting Persons may, from time to time, and reserve the right to, change their plans or intentions and to take any and all actions that they deem appropriate to maximize the value of their investment in Turkcell; there can be no assurance that the Reporting Persons will acquire or dispose of securities of Turkcell. In order to maximize the value of their investment in Turkcell, the Reporting Persons may, from time to time, consider, evaluate or propose various possible transactions involving Turkcell or its subsidiaries or affiliates.

Except as described in this Item 4, none of the Reporting Persons has formulated any plans or proposals which relate to or would result in any matter required to be disclosed in response to paragraphs (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5(a)(i) of the Schedule 13D is hereby amended to read in its entirety as follows:

(a) (i) Cukurova Telecom Holdings may be deemed to be the beneficial owner of the 1,122,000,000.238 Shares held by Turkcell Holding, representing 51.0% of the issued and outstanding Shares of Turkcell, by virtue of Cukurova Telecom Holdings ownership of 52.91% of the issued and outstanding share capital of Turkcell Holding, and Alfa Telecom Turkey may be deemed the beneficial owner of the 1,122,000,000.238 Shares held by Turkcell Holding, representing 51.0% of the total number of Shares outstanding, by virtue of Alfa Telecom Turkey's ownership of 49% of the issued and outstanding share capital of Cukurova Telecom Holdings and rights that Alfa Telecom Turkey has by virtue of such ownership and the terms of the Shareholders Agreement (as defined, and further described, in the Statement) related to Cukurova Telecom Holdings. Turkcell Holding is the beneficial owner of the 1,122,000,000.238 Shares held by it, representing 51.0% of the issued and outstanding Shares of Turkcell.

Item 5(a)(iii) is hereby deleted in its entirety.

Items 5(b) and 5(c) of the Schedule 13D are hereby amended to read in their entirety as follows:

(b) Cukurova Telecom Holdings may be deemed to have the sole power to vote or direct the vote, and sole power to dispose or direct the disposition of, the 1,122,000,000.238 Shares held by Turkcell Holding, representing 51.0% of the total number of Shares outstanding, by virtue of Cukurova Telecom Holdings' 52.91% interest in Turkcell Holding. Further, Alfa Telecom Turkey may be deemed to have shared power to vote or direct the vote, and shared power to dispose or direct the disposition of, the 1,122,000,000.238 Shares held by Turkcell Holding, representing 51.0% of the

total number of Shares outstanding. Alfa Telecom Turkey shares such power to vote or direct the vote, and to dispose of or direct the disposition of, the Shares held for the account of Turkcell Holding with Cukurova Finance International by virtue of Alfa Telecom Turkey's and Cukurova Finance International's joint ownership of Cukurova Telecom Holdings (in which Alfa Telecom Turkey holds a 49% ownership interest and Cukurova Finance International holds the remaining 51% interest) and the provisions of the Shareholders Agreement.

Each of ATTL Limited, ATTL Holdings and Letterone may be deemed to have sole power to direct the voting and disposition of the 1,122,000,000.238 Shares held by Turkcell Holding by virtue of their direct and indirect ownership of Alfa Telecom Turkey.

(c) Other than the completion of the internal reorganization described in Item 4 above, the persons listed in Item 5(a) have not effected any transactions with respect to any Shares during the past 60 days.

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SIGNATURES

After reasonable inquiry and to the best of his or her knowledge and belief, each of the undersigned certifies that the information in this Amendment is true, complete and correct.

Date: December 17, 2014

ALFA TELECOM TURKEY LIMITED

By: /s/ Franz Wolf  
Name: Franz Wolf  
Title: Director

Date: December 17, 2014

ATTL LIMITED

By: /s/ Franz Wolf  
Name: Franz Wolf  
Title: Director

Date: December 17, 2014

ATTL HOLDINGS S.A R.L

By: /s/ Vitalij Farafonov  
Name: Vitalij Farafonov  
Title: Director

Date: December 17, 2014

LETTERONE HOLDINGS S.A.

By: /s/ Jonathan Muir  
Name: Jonathan Muir  
Title: Class I Director

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ANNEX A

Alfa Telecom Turkey Limited

Alfa Telecom Turkey is a British Virgin Islands company, with its principal address at Geneva Place, Waterfront Drive, P.O. Box 3469, Road Town, Tortola, British Virgin Islands. The principal business of Alfa Telecom Turkey is to function as a holding company.

During the past five years, Alfa Telecom Turkey has not been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanours) or (ii) a party to any judicial or administrative proceedings (except for matters that were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining Alfa Tefrom Turkey future violations of, or prohibiting activities subject to, U.S. federal or state securities laws, or a finding of any violation of U.S. federal or state securities laws.

The directors and executive officers of Alfa Telecom Turkey and their respective positions and business addresses are identified below:

| Name and Present Position<br>with Alfa Telecom Turkey | Citizenship | Principal Occupation / Business Address(es)   |
|---|-------------|---|
| Franz Wolf<br>Director                                | Germany     | Director, CTF Holdings Limited, holding company, Suite 2, 4 Irish Place, Gibraltar.<br><br>Director, Altimo Coöperatief U.A., holding company, Teleportboulevard 140, 1043 EJ Amsterdam, the Netherlands.<br><br>Director, Altimo Holdings & Investments Ltd., holding company, Trident Chambers, Wickhams Cay 1, PO Box 146, Road Town, Tortola, British Virgin Islands.<br><br>Director, Roniju Holdings Limited, 28 Irish Town, Gibraltar.<br><br>Director, LTS Holdings Limited, 28 Irish Town, Gibraltar.<br><br>Director, Letterone Overseas Investments Limited, 28 Irish Town, Gibraltar.<br><br>Director, ATTL Limited, 28 Irish Town, Gibraltar.<br><br>Director of several other direct or indirect subsidiaries of CTF Holdings Limited and Letterone Holdings S.A. |
| Maxime Nino<br>Director                               | Luxembourg  | Legal officer, Letterone Holdings S.A., 1-3 Boulevard de la Foire, L-1528, Luxembourg.  |

To the best of Alfa Telecom Turkey's knowledge, during the past five years none of the individuals above has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanours) or (ii) a party to any judicial or administrative proceedings (except for matters that were dismissed without sanction or settlement) that



resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, U.S. federal or state securities laws, or a finding of any violation of U.S. federal or state securities laws.

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ATTL Limited

ATTL Limited is a Gibraltar company, with its principal address at 28 Irish Town, Gibraltar. The principal business of ATTL Limited is to function as a holding company.

During the past five years, ATTL Limited has not been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanours) or (ii) a party to any judicial or administrative proceedings (except for matters that were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining ATTL Limited from future violations of, or prohibiting activities subject to, U.S. federal or state securities laws, or a finding of any violation of U.S. federal or state securities laws.

The directors and executive officers of ATTL Limited and their respective positions and business addresses are identified below:

| Name and Present Position<br>with ATTL Limited | Citizenship | Principal Occupation / Business Address(es)   |
|--|-------------|---|
| Vitalij Farafonov<br>Director                  | UK          | Deputy CFO, Letterone Holdings S.A., 1-3 Boulevard de la Foire, L-1528, Luxembourg.<br><br>Director, ATTL Holdings Sàrl, 1-3 Boulevard de la Foire, L-1528, Luxembourg.<br><br>Director of several other direct or indirect subsidiaries of Letterone Holdings S.A.   |
| Franz Wolf<br>Director                         | Germany     | Director, CTF Holdings Limited, holding company, Suite 2, 4 Irish Place, Gibraltar.<br><br>Director, Altimo Coöperatief U.A., holding company, Teleportboulevard 140, 1043 EJ Amsterdam, the Netherlands.<br><br>Director, Altimo Holdings & Investments Ltd., holding company, Trident Chambers, Wickhams Cay 1, PO Box 146, Road Town, Tortola, British Virgin Islands.<br><br>Director, Roniju Holdings Limited, 28 Irish Town, Gibraltar.<br><br>Director, LTS Holdings Limited, 28 Irish Town, Gibraltar.<br><br>Director, Letterone Overseas Investments Limited, 28 Irish Town, Gibraltar.<br><br>Director, Alfa Telecom Turkey Limited, Geneva Place, Waterfront Drive, P.O. Box 3469, Road Town, Tortola, British Virgin Islands.<br><br>Director of several other direct or indirect subsidiaries of CTF Holdings Limited and Letterone Holdings S.A. |

To the best of ATTL Limited's knowledge, during the past five years none of the individuals above has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanours) or (ii) a party to any judicial or administrative proceedings (except for matters that were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, U.S. federal or state securities laws, or a finding of any violation of U.S. federal or state securities laws.

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ATTL Holdings S.a r.l.

ATTL Holdings is a Luxembourg company, with its principal address at 1-3 Boulevard de la Foire, L-1528 Luxembourg. The principal business of ATTL Holdings is to function as a holding company.

During the past five years, ATTL Holdings has not been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to any judicial or administrative proceedings (except for matters that were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining ATTL Holdings from future violations of, or prohibiting activities subject to, U.S. federal or state securities laws, or a finding of any violation of U.S. federal or state securities laws.

The directors and executive officers of ATTL Holdings and their respective positions and business addresses are identified below:

| Name and Present<br>Position with ATTL | Citizenship | Principal Occupation / Business Address(es)   |
|--|-------------|---|
| Vitalij Farafonov<br>Director          | UK          | Deputy CFO, Letterone Holdings S.A., 1-3<br>Boulevard de la Foire, L-1528, Luxembourg.                            |
|  |             | Director, ATTL Limited, 28 Irish Town,<br>Gibraltar.  |
|  |             | Director of several other direct or indirect<br>subsidiaries of Letterone Holdings S.A.                           |
| Jonathan Muir<br>Director              | UK          | Member of the Board of Directors of<br>Letterone Holdings S.A., 1-3 Boulevard de la<br>Foire, L-1528, Luxembourg. |
|  |             | CEO and Director, Letterone Holdings S.A.,<br>1-3 Boulevard de la Foire, L-1528,<br>Luxembourg.                   |
|  |             | Director of several other direct or indirect<br>subsidiaries of Letterone Holdings S.A.                           |

To the best of ATTL Holdings's knowledge, during the past five years none of the individuals above has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to any judicial or administrative proceedings (except for matters that were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, U.S. federal or state securities laws, or a finding of any violation of U.S. federal or state securities laws.

Letterone Holdings S.A.

Letterone is a Luxembourg company, with its principal address at 1-3 Boulevard de la Foire, L-1528, Luxembourg. The principal business of Letterone is to function as a holding company.

During the past five years, Letterone has not been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to any judicial or administrative proceedings (except for matters that were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining Letterone from future violations of, or prohibiting activities subject to, U.S. federal or state securities laws, or a finding of any violation of U.S. federal or state securities laws.

The directors and executive officers of Letterone and their respective positions, business backgrounds and business addresses are identified below:

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| Name and Present Position<br>with Letterone | Citizenship    | Principal Occupation / Business Address(es)  |
|---|----------------|--|
| Mikhail Fridman<br>Director                 | Israel, Russia | <p>Chairman of the Board of Directors of Letterone Holdings S.A., 1-3 Boulevard de la Foire, L-1528, Luxembourg.</p> <p>Member of the Supervisory Board of VimpelCom Ltd., mobile telecommunications company, Claude Debussylaan 88, 1082 MD, Amsterdam, The Netherlands.</p> <p>Supervisory Board Member, X5 Retail Group N.V., retail holding company, Prins Bernhardplein 200 1097 JB Amsterdam, The Netherlands.</p> <p>Member of the Board of Directors of Alfa Bank (Russia), 27 Kalanchevskaya Street, Moscow 107078, Russian Federation.</p> |
| German Khan<br>Director                     | Israel, Russia | Member of the Board of Directors of Letterone Holdings S.A., 1-3 Boulevard de la Foire, L-1528, Luxembourg.  |
| Alexey Kuzmichev<br>Director                | Russia         | Member of the Board of Directors of Letterone Holdings S.A., 1-3 Boulevard de la Foire, L-1528, Luxembourg.  |
| Petr Aven<br>Director                       | Russia         | <p>Member of the Board of Directors of Letterone Holdings S.A., 1-3 Boulevard de la Foire, L-1528, Luxembourg.</p> <p>Member of the Board of Directors, Alfa Bank (Russia), 27 Kalanchevskaya Street, Moscow 107078, Russian Federation.</p> <p>Chairman of the Board of Directors of AlfaStrakhovanie, insurance company, 31 Shabolovka, Bldg. B, 115162 Moscow, Russian Federation.</p> <p>Chairman of the Supervisory Board of Alfa Bank (Ukraine), 4/6 Desyatinnaya, Kiev 01001, Ukraine.</p>  |
| Andrei Kosogov<br>Director                  | Russia         | <p>Member of the Board of Directors of Letterone Holdings S.A., 1-3 Boulevard de la Foire, L-1528, Luxembourg.</p> <p>Member of the Board of Directors, Alfa Bank (Russia), 27 Kalanchevskaya Street, Moscow 107078, Russian Federation.</p> <p>Member of the Supervisory Board of Alfa Bank (Ukraine), 4/6 Desyatinnaya, Kiev 01001, Ukraine.</p>   |

Member of the Board of Directors of AlfaStrakhovanie, insurance company, 31 Shabolovka, Bldg. B, 115162 Moscow, Russian Federation.

Chairman of the Board of Directors of Rissa Investments N.V., holding company, Pareraweg 45, Curacao.

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| Name and Present Position<br>with Letterone | Citizenship | Principal Occupation / Business Address(es)  |
|---|-------------|--|
| Jonathan Muir<br>Class I Director           | UK          | <p>Member of the Board of Directors of Letterone Holdings S.A.,<br/>1-3 Boulevard de la Foire, L-1528, Luxembourg.</p> <p>CEO, Letterone Holdings S.A., 1-3 Boulevard de la Foire,<br/>L-1528, Luxembourg.</p> <p>Director, ATTIL Holdings Sàrl, 1-3 Boulevard de la Foire,<br/>L-1528, Luxembourg.</p> <p>Director of several other direct or indirect subsidiaries of<br/>Letterone Holdings S.A.</p>  |
| Pavel Nazariyan<br>Class I Director         | Cyprus      | <p>Member of the Board of Directors of Letterone Holdings S.A.,<br/>1-3 Boulevard de la Foire, L-1528, Luxembourg.</p> <p>Director, Alfa Finance Holdings S.A., Trident Chambers, P.O.<br/>Box 146, Road Town, Tortola.</p> <p>Director, ABH Holdings S.A., 3 Boulevard du Prince Henri,<br/>L-1724, Luxembourg.</p> <p>Director, Letterone Treasury Services S.A., 1-3, Boulevard de<br/>la Foire, L-1528, Luxembourg.</p> <p>Member of the Supervisory Board of Alfa Bank (Ukraine), 4/6<br/>Desyatinnaya, Kiev 01001, Ukraine.</p> <p>Member of the Supervisory Board of Alfa Bank (Belarus), 43,<br/>Surganova St., Minsk, Belarus, 220013.</p> <p>Chairman of the Board of Directors of Alfa Capital Holdings<br/>(Cyprus) Limited, Themistokli Dervi, 5, Elenion Building, 2nd<br/>Floor, P.C. 1066, Nicosia, Cyprus.</p> <p>Director, LTS Investment Sarl, 1-3, Boulevard de la Foire,<br/>L-1528, Luxembourg.</p> <p>Director of several other direct or indirect subsidiaries of Alfa<br/>Finance Holdings S.A. and ABH Holdings S.A.</p> |
| Nigel Robinson<br>Class I Director          | UK          | <p>Member of the Board of Directors of Letterone Holdings S.A.,<br/>1-3 Boulevard de la Foire, L-1528, Luxembourg.</p>   |
| David Gould                                 | Israel      |  |



Class I Director

Member of the Board of Directors of Letterone Holdings S.A.,  
1-3 Boulevard de la Foire, L-1528, Luxembourg.

Supervisory Board Member, X5 Retail Group N.V., retail  
holding company, Prins Bernhardplein 200 1097 JB  
Amsterdam, The Netherlands.

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To the best of Letterone's knowledge, during the past five years none of the individuals above has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to any judicial or administrative proceedings (except for matters that were dismissed without sanction or settlement) that resulted in a judgment, decree or final order enjoining the person from future violations of, or prohibiting activities subject to, U.S. federal or state securities laws, or a finding of any violation of U.S. federal or state securities laws.