TURKCELL ILETISIM HIZMETLERI A S
Form 6-K
April 29, 2011

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER
THE SECURITIES EXCHANGE ACT OF 1934

Report on Form 6-K dated April 29, 2011

Commission File Number: 001-15092

TURKCELL ILETISIM HIZMETLERI A.S.
(Translation of registrant's name in 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 of Form 20-F or Form 40-F.

Form 20-F Q Form 40-F £

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):

Yes £ No Q

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):

Yes £ No Q

Indicate by check mark whether the registrant by furnishing the information contained in this form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes £ No Q

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-__________

- Enclosure: A press release dated April 27, 2011 announcing Turkcell's First Quarter 2011 results and Q1 2011 IFRS report.

First Quarter 2011 Results

TURKCELL ILETISIM HIZMETLERI A.S.

FIRST QUARTER 2011 RESULTS

Continued Commitment to the Longer View

Istanbul, Turkey, April27, 2011 – Turkcell (NYSE:TKC, ISE:TCELL), the leading communications and technology company in Turkey, today announced results for the first quarter ended March 31, 2011.All financial results in this press release are unaudited, prepared in accordance with International Financial ReportingStandards (“IFRS”) and expressed in Turkish liras and dollars unless otherwise stated.

Please note that all financial data is consolidated and comprises TurkcellIletisimHizmetleri A.S., (the “Company”, or “Turkcell”) and its subsidiaries and 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.

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Highlights of the Quarter

- Group revenue registered at TRY2,118.4 million (TRY2,249.0 million)down by 5.8% year-on-year.
- Turkcell Turkey's revenues of TRY1,839.8 million (TRY2,016.3 million) fell 8.8% year-on-year. This was mainly due to the negative impactof regulatory changes effective as of April 1, 2010.It was also coupledwith intensified mobile market competition.
- Mobile internet revenues of TurkcellTurkey continued to grow by 64.4% to TRY151.4 million (TRY92.1 million).
- The contribution of Group subsidiaries to the top line improved to 13.2% (10.3%). Specifically, Superonline revenues rose27.9% to TRY91.1million (TRY71.2 million).
- Group EBITDA1declined by 12.0% to TRY625.8 million (TRY711.3 million) and EBITDA margindecreased by 2.1pp to 29.5% (31.6%), mainly due to increasing selling and marketing expenses in Turkey.
  - However, the EBITDA contribution of Group subsidiariesimproved to 13.7% (6.1%) mainly as:

    Superonline's EBITDA grew by 145.8% to TRY 14.5 million (TRY5.9 million).

    Astelitin Ukraine recorded EBITDA of US$18.8 million in Q1 2011, a three-fold increase.
- Group net income decreased by 21.0% to TRY330.1 million (TRY417.6 million), mainly due to lower EBITDA and was adversely impacted byanadditional provision of TRY55.8 million regarding the tax amnesty application.
- Turkcell's 2010 Annual General Assembly was held on April 21, 2011, however the Group's audited consolidated financial statements for fiscal year 2010, previously approved by the statutory auditors, the audit committee, and the Board of Directors, and also audited by an independent auditing company, were not approved. Consequently, the proposed 75% dividend distribution from 2010 profits could also not be approved.2

(1)EBITDA is a non-GAAP financial measure. See pages13-14for the reconciliation of EBITDA to net cash from operating activities.
(2) Please refer to page 12 for further details.
*In this press release, a year-on-year comparison of our key indicators is provided and figures in parentheses following the operational and financial results for March 31, 2011 refer to the same item as at March 31, 2010. For further details, please refer to our consolidated financial statements and notes as at and for March 31, 2011 which can be accessed via our web site in the investor relations section (www.turkcell.com.tr).

**Please note that the Information and Communication Technologies Authority in Turkey is referred to as "the Telecommunications Authority" herein.

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Comments from the CEO, SureyyaCiliv

"In the first quarter of 2011, Turkcell Group recorded revenues of TRY2.1 billion, EBITDA of TRY626 million and net income of TRY330 million.Intensified price-focused competition, as well as the reduction in termination rates by 52% and the maximum price cap by 38%, negatively impacted our financial results compared to the same period of last year.

In order to ensure the sustainability ofincreasing investments in mobile internet, boost customer confidence in the sector and enable market growth, we believe that more rational competition is required.

We differentiate ourselves with investments in our brand, in technology and in customer satisfaction to further sharpen our customer focus and provide new technology solutions.
We will continue to strengthen our leadership through our growing mobile internet business, rising group synergy, in particular through TurkcellSuperonline, and the contribution of our other consolidated subsidiaries. We expect to resume a growth trend starting from the second quarter of this year by defending our valuable subscriber base.

As always, our people remain central to our continued success. I would like to thank all of our customers, employees, business partners, and shareholders for their continued support."

OVERVIEW

Competition in the Turkish mobile market intensified in the first quarter of 2011. Mobile line penetration remained flat at 85% along with the addition of new data lines, while multiple SIM card usage further decreased.

During the quarter, the aggressive pricing environment continued. Unlimited voice offers were replaced by packages priced at TRY20-30 that featured generous voice, data and SMS incentives from our competitors. This led to a decline in average prices. On the terminal front, contracted handset-bundled offers were available for a negligible additional monthly fee.Furthermore, the competition's emphasis on port-in offers, specifically aimed at post-paid, necessitated increased dealer incentives and aggressive advertising spending. All in all, campaigns and tariffs mostly focused on gaining subscriber market shareand growing the topline, once again, at the expense of longer term profitability.

In this intensifying competitive environment, we continued to position Turkcell as a premium offering. We redesigned our tariff structure, launched new services designed to address specific needs of target customer segments and provided additional incentives to strengthen loyalty of our customers. Similarly, we increased our efforts to migrate our customers to contract based offers to ensure long term retention of our valuable customer base. We also continued to strengthen both our brand and our bond with customers, emphasizing our strong value propositions and sales channel. As a result, despite the highly aggressive pricing environment, we managed to decrease churn rate quarter-on-quarter and record 20% less churn when compared with 2010.

On the data front, our efforts to increase mobile internet users continued, and the number of contracted smartphone sales through our sales channel increased by 211% year-on-year.

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This resulted in an increased proportion of smartphones and 3G enabled handsets in our network, together with higher application downloads by 6 times year-on-year to 12 million.

During the quarter, Turkcell Turkey's mobile internet revenues rose by 64.4% year-on-year to TRY151.4 million. Consequently, the share of mobile internet and service revenues in Turkcell Turkey revenues rose by 4.0 percentage points to 23.0% (19.0%). The share of our consolidated mobile internet and service revenues rose by 3.6pp to 22.0% (18.4%), a key contributor to portfolio diversification.

In late January 2011, unforeseen intense price competition started in the Turkish mobile market. Our competitors increased their attacks, we believe seeking market share at the expense of profitability. In order to defend our subscriber base and further differentiate Turkcell, we had to lower prices and incur higher operational expenses in an intensely competitive domestic market. We believe that such expenses were justified by our pursuit of longer term returns.

Accordingly, we now expect comparatively lower growth in Group financial results, mainly due to Turkcell Turkey. In this context, we revise our 2011 target for consolidated revenue toa range of TRY9,300 million - TRY9,600 million, while we aim to achieve EBITDA of TRY2,900 million - TRY3,050 million. For the group capex, we now expect to spend less compared to 2010, at the figure of around TRY1.5 billion. These targets are based on our current expectations regarding the market dynamics and other factors.1

Overview of the Macroeconomic Environment

The foreign exchange rates which have been used in our financial reporting and certain macroeconomic indicators are set out below.

	Q110		Q410		Q111		y/y % chg		q/q % chg	
TRY / US$ rate										
Closing Rate	1.5215		1.5460		1.5483		1.8	%	0.1	%
Average Rate	1.5109		1.4717		1.5737		4.2	%	6.9	%
Consumer Price Index	3.9	%	1.6	%	1.6	%	-		-	
GDP Growth	11.7	%	9.2	%	n.a.		-		-	
UAH/ US$ rate										
Closing Rate	7.93		7.96		7.96		0.4	%	-	
Average Rate	7.98		7.93		7.94		(0.5	%)	0.1	%

(1) For a further discussion of factors that may affect market dynamics and our ability to achieve these targets, see "Forward Looking Statements" below and our Annual Report on Form 20-F for 2010 filed with the U.S. Securities and Exchange Commission, and in particular the risk factor section therein.

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Financial and Operational Review of the First Quarter 2011

The following discussion focuses principally on the developments and trends in our business in the first quarter of 2011 in TRY terms. Selected financial information for the first and fourth quarters of 2010, and the first quarter of 2011, both in TRY and US$ prepared in accordance with IFRS, and in TRY prepared in accordance with the Capital Markets Board of Turkey's standards,are also included at the end of this press release.

Financial Review of Turkcell Group

Profit & Loss Statement (million TRY)	Q110	Q410	Q111	y/y % chg	q/q % chg
Total Revenue	2,249.0	2,186.2	2,118.4	(5.8%)	(3.1%)
Direct cost of revenues1	(1,277.5)	(1,268.6)	(1,249.2)	(2.2%)	(1.5%)
Depreciation and amortization	(255.9)	(297.3)	(278.0)	8.6%	(6.5%)
Gross Margin	43.2%	42.0%	41.0%	(2.2pp)	(1.0pp)
Administrative expenses	(124.4)	(139.3)	(110.3)	(11.3%)	(20.8%)
Selling and marketing expenses	(391.7)	(426.6)	(411.1)	5.0%	(3.6%)
EBITDA2	711.3	649.0	625.8	(12.0%)	(3.6%)
EBITDA Margin	31.6%	29.7%	29.5%	(2.1pp)	(0.2pp)
Net finance income / (expense)	66.1	87.7	37.0	(44.0%)	(57.8%)
Finance expense	(50.2)	(5.4)	(71.6)	42.6%	1,225.9%
Finance income	116.3	93.1	108.6	(6.6%)	16.6%
Share of profit of associates	46.1	40.8	56.7	23.0%	39.0%
Other income / (expense)	(40.3)	(25.7)	(27.9)	(30.8%)	8.6%
Income tax expense	(126.7)	(104.8)	(99.0)	(21.9%)	(5.5%)
Net Income	417.6	368.1	330.1	(21.0%)	(10.3%)

(1)including depreciation and amortization expenses.
(2) EBITDA is a non-GAAP financial measure. See pages 13-14 for the reconciliation of EBITDA to net cash from operating activities.

Revenue: In Q1 2011, revenues contracted by 5.8% year-on-year to TRY2,118.4million (TRY2,249.0 million). This decline mainlystemmed from the decrease in Turkcell Turkey's mobile voice revenues,resulting from the sharp decline in interconnection rates and maximum price cap,together with the adverse effects of aggressive competition in Turkey. This was partially compensated by 10.5%growth in the mobile internet & services revenues of Turkcell Turkey, and 19.7% growth in contribution from subsidiaries.

Compared to the previous quarter; consolidated revenues decreased by 3.1%, mainly due to the declining mobile voice revenues of Turkcell Turkey;this was despite the 12.7% increase in Turkcell Turkey's mobile internet revenues to TRY151.4 million from TRY134.3 million in Q4 2010, and 2.7% growth in contribution from subsidiaries.

Turkcell Turkey's interconnection revenues decreased to TRY160.9 million from TRY220.9 million in Q1 2010, mainly due to MTR cuts, which led to a decline in the share of interconnection revenues in Turkcell Turkey's revenues to 8.7% (11.0%).

Direct cost of revenues: including depreciation and amortization decreased by 2.2% to TRY1,249.2 million in Q1 2011 (TRY1,277.5 million). Meanwhile, direct cost of revenues as a percentage of total revenueroseto 59.0% (56.8%). This mainly arose from the increases in depreciation and amortization (up 1.7pp), network-related expenses (up 1.0pp), wages and

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salaries (up 0.9pp) and other items (up 0.4pp), which were partially offset by the decrease in interconnection costs (down 1.8pp).

Quarter-on-quarter, direct cost of revenues, including depreciation and amortization as a percentage of total revenue, increased by 1.0 pp from 58.0% in Q4 2010. This was mainly a result of higher interconnection costs (up 1.0 pp), wages and salaries (up 0.4pp) and other items (up 0.1 pp); which were partially compensated by lower depreciation and amortization (down 0.5 pp).

In Q1 2011, Turkcell Turkey's interconnection costs decreased to TRY180.2million from TRY217.2 million in Q1 2010 which resulted in a decline in Turkcell Turkey's interconnection costs as a percentage of revenue to 9.8% (10.8%).

Administrative expenses: as a percentage of revenue slightly declined to 5.2% in Q1 2011 (5.5%), mainly due to a decline in bad debt expenses. Compared to the previous quarter, general and administrative expenses as a percentage of revenue fell 1.2 pp from 6.4% in Q4 2010, which mostly resulted from 1.2 pp lower bad debt expenses.

Selling and marketing expenses:as a percentage of revenue increased by 2.0 pp to 19.4% in Q1 2011 (17.4%), resulting mainly from intensified marketing expenses(up 1.0 pp),together with increased wages and salaries (up 0.5pp) and other items (up 0.5 pp).

Quarter-on-quarter, selling and marketing expenses as a percentage of revenue remained almost stable at around 19.4%.

EBITDA: In Q1 2011, EBITDA in nominal terms was at TRY625.8 million (TRY711.3 million), while the EBITDA margin decreased by 2.1 pp to 29.5% (31.6%), mainly due to 2.0 pp higher selling and marketing expenses and 0.4 pp higher direct cost of revenues (excluding depreciation and amortization), which were partially offset by the 0.3 pp lower general and administrative expenses.

Quarter-on-quarter, the EBITDA margin slightly decreased from 29.7% in Q4 2010 to 29.5%. The 1.4 pphigher direct cost of revenues was partially offset by 1.2 pp lower general and administrative expenses.

Net finance income/(expense): decreased to TRY37.0 million in Q1 2011 from TRY66.1 million in Q1 2010, mainly due to additional interest expense regarding tax amnesty application, lower interest income and higher translation loss.

Compared to the previous quarter, net finance income declined from TRY87.7 million in Q4 2010, which mainly stems from a translation loss of TRY24.0 million in Q1 2011, as opposed to a translation gain of TRY24.2 million in Q4 2010. This mainly results from 0.15% depreciation of TRY against US$ in Q1 2011, as opposed to 6.5% depreciation in Q4 2010 which resultedin atranslation gain in Turkcell Turkey in Q4 2010 that was partially offset by a translation loss in subsidiaries.

(1) EBITDA is a non-GAAP financial measure. See pages 13-14 for the reconciliation of EBITDA to net cash from operating activities

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Share of profit of equity accounted investees:Our share in the net income of unconsolidated investees, consisting of the net income/(expense) impact of Fintur and A-Tel, rose by 23.0% to TRY56.7 million (TRY46.1 million in Q1 2010),and by 39.0% from TRY40.8 million in Q4 2010, mainly due to the higher net income contribution from Fintur.

The results of our 50%-owned subsidiary A-Tel particularly impacted two items in our financial statements:

- A-Tel's revenue generated from Turkcell, amounting to TRY10.2 million in Q1 2011, is netted out from the selling and marketing expenses in our consolidated financial statements in proportion to our ownership.
- The difference between the total net impact of A-Tel and the amount netted out from selling and marketing expenses amounted to TRY9.1 million in Q1 2011 and is recorded in the 'share of profit of equity accounted investees' line of our financial statements.

Income tax expense: The total taxation charge in Q1 2011 decreased to TRY99.0 million (TRY126.7 million). The total tax charge of TRY50.9million was related to current tax charges, while deferred tax expenseof TRY48.1 million was recorded.

	Q110	Q410	Q111	y/y % chg	q/q % chg
Current tax expense	(66.3)	(141.5)	(50.9)	(23.2%)	(64.0%)
Deferred Tax income / (expense)	(60.4)	36.7	(48.1)	(20.4%)	(231.1%)
Income Tax expense	(126.7)	(104.8)	(99.0)	(21.9%)	(5.5%)

Net income: in Q1 2011 was at TRY330.1 million (TRY417.6 million) and was negatively impacted by a TRY55.8 million additional provision regarding the tax amnestyapplication for the special communication tax imposition pertaining to years 2005 and 2006. This was partially compensated by the reversal of the TRY19.9 million fine paid in Q4 2010 with regards to one of our tariffs.

Quarter-on-quarter, net income decreased by 10.3% to TRY330.1 million from TRY368.1 million in Q4 2010.

Total Debt: Consolidated debt amounted to TRY2,790.8 million as of March 31, 2011. TRY878.3 million of this was related to Turkcell's Ukrainian operations. TRY1,903.4 million of our consolidated debt is at a floating rate and TRY580.5 million will mature within less than a year. During Q1 2011, our debt/annual EBITDA ratio increased to 97.5%.

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Consolidated Cash Flow (million TRY)	Q110	Q410	Q111
EBITDA1	711.3	649.0	625.8
LESS:			
Capex and License	(366.6)	(630.3)	(181.8)
Turkcell	(180.4)	(234.9)	(94.4)
Ukraine2	(41.3)	(37.3)	(11.4)
Investment & Marketable Securities	42.4	(154.0)	-
Net Interest Income/Expense	74.6	63.4	60.9
Other	(705.6)	492.2	(643.5)
Net Change in Debt	(36.4)	62.4	(50.7)
Dividends paid	-	-	-
Cash Generated	(280.3)	482.7	(189.3)
Cash Balance	4,380.6	5,105.1	4,915.8

(1) EBITDA is a non-GAAP financial measure. See pages13-14for the reconciliation of EBITDA to net cash from operating activities.

(2)The appreciation of reporting currency (TRY) against US$ is included in this line.

Cash Flow Analysis:Capital expenditures in Q1 2011 amounted to TRY181.8million, of which TRY94.4 millionwas related to Turkcell Turkey, TRY11.4million to our Ukrainian operations, TRY43.0 million to Superonline and TRY8.1 million toBeST.

The other item in cash flow mainly includes the corporate tax payment of TRY133 million for Turkcell Turkey and frequency usage fee payment of TRY230 millionfor the following months in 2011.

Operational Review in Turkey

Summary of Operational Data	Q110	Q410	Q111	y/y % chg	q/q % chg
Number of total subscribers (million)	34.3	33.5	33.1	(3.5%)	(1.2%)
Number of postpaid subscribers (million)	9.3	10.1	10.4	11.8%	3.0%
Number of prepaid subscribers (million)	24.9	23.3	22.7	(8.8%)	(2.6%)
ARPU (Average Monthly Revenue per User), blended (US$)	12.8	12.9	11.7	(8.6%)	(9.3%)
ARPU, postpaid (US$)	26.5	26.0	24.1	(9.1%)	(7.3%)
ARPU, prepaid (US$)	7.7	7.3	6.2	(19.5%)	(15.1%)
ARPU, blended (TRY)	19.4	18.9	18.4	(5.2%)	(2.6%)
ARPU, postpaid (TRY)	40.4	38.2	37.9	(6.2%)	(0.8%)
ARPU, prepaid (TRY)	11.6	10.8	9.8	(15.5%)	(9.3%)
Churn (%)	11.1%	9.4%	9.3%	(1.8 pp)	(0.1pp)

MOU (Average Monthly Minutes of usage per subscriber), blended	153.3	194.9	192.5	25.6 %	(1.2 %)

Subscribers: As of March 31, 2011, our subscriber base for Turkcell Turkey totaled 33.1 million (34.3 million), down by 3.5% year-on-year. The composition of the subscriber base improved in favor of the postpaid component to 31.4% (27.1%), in line with our value focus, and was positively affected by switches from the prepaid to the postpaid segment and net

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additions on data cards. We registered 227,500 net new postpaid subscribers in Q1 2011, due to the redesign of postpaid packages and attractive acquisition offers.

In 2011, we intend to maintain our high value subscriber base with a focus on further growth of our postpaid subscriber base.

Churn Rate: Churn refers to voluntarily and involuntarily disconnected subscribers. In the first quarter of 2011, our churn rate decreased to 9.3% from 11.1% a year ago, mainly due to our focus on retention campaigns.

MoU:Our blended minutes of usage per subscriber (“MoU”) increased to 192.5 minutes.This was up by 25.6% compared to Q1 2010, and driven by the effective and successful communication of our campaigns and tariffs aimed at all segments.

In 2011, we intend to continue to pursue healthy growth in usage as our successful incentives and loyalty programs continue.

ARPU: Blended average revenue per user (“ARPU”) in TRY terms decreased by 5.2% to TRY18.4 compared to Q1 2010. This was mostly due to the negative impact of declining MTRs, the reduction of the maximum price capand other regulatory decisions, as well as to the dilutive impact of prepaid to postpaid switches. Aggressive offers in all segments ofthe market also impacted ARPU negatively.

Postpaid ARPU in TRY terms fell by 6.2% to TRY37.9due to the negative impact of regulatory decisions. We minimized this negative effect through new tariff launches and redesigns.Prepaid ARPU shed 15.5% to TRY9.8 in Q1 2011 due to increased usage of lower TRY cards.

Other Domestic and International Operations

Superonline

Superonline, our wholly-owned subsidiary, provides fixed broadband services by investing in the build-up of a fiber-optic network.

Summary data for Superonline	Q110		Q410		Q111		y/y % chg		q/q % chg	
Revenue (TRY million)	71.2		92.0		91.1		27.9	%	(1.0	%)
EBITDA1 (TRY million)	5.9		5.4		14.5		145.8	%	168.5	%
EBITDA margin	8.3	%	5.8	%	16.0	%	7.7pp		10.2pp	
Capex (TRY million)	74.4		227.7		43.0		(42.2	%)	(81.1	%)

(1)EBITDA is a non-GAAP financial measure. See pages 13-14 for the reconciliation of Superonline’s EBITDA to net cash from operating activities.

In Q1 2011, Superonline’s fiber-optic network reached 637,000 home passes (HP).

Superonline’s share in Turkcell’s transmission costs reached 51% in Q1 2011, while the share of non-group revenues was 61% with 36.0% growth year-on-year.

Superonline's contribution to Turkcell's financials continued to improve, recording 27.9% year-on-year revenue growth in Q1 2011, which mainly arose from the increasing share in Turkcell's transmission cost.

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In Q1 2011, Superonline continued to focus on the higher-margin residential segment, lifting its related revenues by 102.7% year-on-year. Corporate segment revenues grew by 14%, leveraging the strengths of the Turkcell Group.

In the meantime, EBITDA climbed 145.8% year-on-year and the EBITDA margin improved by 7.7pp, mainly due to the increasing share of revenues generated from Superonline'sinfrastructure,which has reached 55% as of Q1 2011, as well as effective cost management.

Astelit

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

Summary Data for Astelit	Q110	Q410	Q111	y/y % chg	q/q % chg
Number of subscribers (million)					
Total	11.9	9.1	8.7	(26.9%)	(4.4%)
Active (3 months)1	8.0	6.1	6.1	(23.8%)	-
MoU (minutes)	156.2	206.8	218.6	39.9%	5.7%
Average Revenue per User (ARPU) in US$					
Total	2.3	2.9	2.9	26.1%	-
Active (3 months)	3.5	4.4	4.3	22.9%	(2.3%)
Revenue (UAH million)	662.8	648.3	621.5	(6.2%)	(4.1%)
Revenue (US$ million)	83.0	81.8	78.2	(5.8%)	(4.4%)
EBITDA2(US$ million)	5.8	16.9	18.8	224.1%	11.2%
EBITDA margin	7.0%	20.6%	24.0%	17.0pp	3.4pp
Net Loss (US$ million)	(26.5)	(30.9)	(24.4)	(7.9%)	(21.0%)
Capex (US$ million)	27.1	21.4	7.4	(72.7%)	(65.4%)

(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-GAAPfinancial measure. See pages 13-14 for the reconciliation of Euroasia's EBITDA to net cash from operating activities. Euroasia holds 100% stake in Astelit.

Astelit's revenue decreased by 5.8% to US$78.2 million compared to Q1 2010. In local currency terms, revenues decreased by 6.2% year-on-year. This decrease chiefly resulted from the closure of our non-profitable carrier business together with the lower interconnect revenues due to decline in MTRs.

Astelit recorded EBITDA of US$18.8 million in Q1 2011 indicating a three-fold increase compared to a year ago. The EBITDA margin climbed 17.0pp to 24.0% from 7.0% in Q1 2010, mostly due to lower selling and marketing expenses, together with tariff redesigns which resulted in lower interconnection costs.

Astelit's subscribers declined to 8.7 million for the period from 11.9 million a year ago, mainly because of the change in subscriber definition and churn in 2010, aimed at closer monitoring of value adding subscriber behavior. The 3 month active subscriber base was flat at 6.1 million compared to year end 2010.

Three month active ARPU increased by 22.9% year-on-year. MoU increased by 39.9% to 218.6minutes.

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Fintur

Turkcell holds a 41.45% stake in Fintur and through Fintur has interests in mobile operations in Kazakhstan, Azerbaijan, Moldova, and Georgia.

FINTUR	Q110	Q410	Q111	y/y % chg		q/q % chg	
Subscriber (million)							
Kazakhstan	7.5	8.9	9.4	25.3	%	5.6	%
Azerbaijan	4.0	4.0	4.0	-		-	
Moldova	0.7	0.9	1.0	42.9	%	11.1	%
Georgia	1.9	2.0	2.1	10.5	%	5.0	%
TOTAL	14.1	15.9	16.5	17.0	%	3.8	%
Revenue (US$ million)							
Kazakhstan	208	283	274	31.7	%	(3.2	%)
Azerbaijan	117	131	123	5.1	%	(6.1	%)
Moldova	14	19	16	14.3	%	(15.8	%)
Georgia	39	34	33	(15.4	%)	(2.9	%)
Other1	1	2	2	100.0	%	-	
TOTAL	378	470	448	18.5	%	(4.7	%)

(1)Includes intersegment eliminations

(US$ million)	Q110	Q410	Q111	y/y % chg		q/q % chg	
Fintur's contribution to Turkcell Group's net income	36.6	36.7	42.2	15.3	%	15.0	%

In Q1 2011, Fintur generally maintained its market positions and added approximately 600,000 net new subscribers with its total subscriber base reaching 16.5 million. Fintur's consolidated revenue increased by 18.4% year-on-year to US$448 million in Q1 2011.

We account for our investment in Fintur using the equity method. Fintur's contribution to net income increased to TRY66.5 million (US$42.2 million) in Q1 2011 from TRY55.4 million (US$36.6 million) a year ago.

First Quarter 2011 Results

Turkcell Annual General Assembly Dated April 21, 2011

Turkcell's 2010 Annual General Assembly was held on April 21, 2011 at the Company headquarters. At the meeting, the Balance Sheet and Profit/Loss Statements of fiscal year 2010, previously approved by the statutory auditors, the audit committee, and the Board of Directors, as well as audited by an independent audit firm, in addition, the proposed 75% dividend distribution from 2010 profits were not approved. The entire Board of Directors and the statutory auditors were not released, and statutory auditors whose term had expired were not replaced.

At the General Assembly, the proposal of Sonera Holding B.V., which represents 13.07% of the Company, to add a new clause to the agenda pertaining to the removal of the Chairman, and the election of a new candidate, was rejected by Government Commissioners under the provisions of Turkish Commercial Law Article 369 (items not appearing on a previously announced General Assembly agenda cannot be discussed). Consequently, the representative of Turkcell Holding A.Ş., which holds a 51% stake in the Company, decided to abstain from voting on all agenda items due to the rejection of adding the additional agenda item. Turkcell Holding A.Ş.' representative noted that this rejection would violate the minority shareholder's rights, and therefore the representative duly abstained from voting on all agenda items.

Sonera Holding B.V. which holds 13.07% direct shares in Turkcell and additionally holds a 47.09% stake in Turkcell Holding A.Ş., voted against approval of the Balance Sheet and Profit/Loss Statements for the fiscal year of 2010, against the release of the statutory auditors, and against their replacement, against the Board of Directors' dividend distribution proposal.

Because each of the items on the agenda requires approval by a simple majority of the shareholders present under Turkish law, none of the items on the agenda, excluding establishment of the presidency board and authorizing the presidency board for the signature of minutes of meeting, were approved.

In particular, the Balance Sheet and Profit/Loss Statements for fiscal year 2010, previously approved by the statutory auditors, the audit committee, and the Board of Directors, and also audited by an independent auditing company, were not approved. Consequently, the proposed 75% dividend distribution from 2010 profits could also not be approved. For this reason, and as made public at the dividend proposal of the Board of Directors, the proposed dividend payment scheduled for May 16 will not be made. The above-mentioned situation is of direct importance for all our shareholders, not least the minority shareholders who hold 34.69% stake.

Our Company Chairman has submitted the requisite application to legally appoint the statutory auditors not appointed at the General Assembly. Separately, our Company Chairman and CEO have initiated the necessary discussions to resolve the disputes. Meanwhile, our Board of Directors and Company management remain in office, and continue to execute operations.

First Quarter 2011 Results

As the sole Turkish company dually listed on the NYSE and ISE, we will continue to execute the corporate governance principles in line with national and international best-practice standards and regulations through our maximized transparency.

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 cash generation ability and liquidity position 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.

Our EBITDA definition includes Revenue, Direct Cost of Revenue excluding depreciation and amortization, Selling and Marketing expenses and Administrative expenses, but excludes translation gain/(loss), finance income, share of profit of equity accounted investees, 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 from operating activities, which we believe is the most directly comparable financial measure calculated and presented in accordance with IFRS.

TURKCELL* US$ million	Q110	Q410	Q111	y/y % chg	q/q % chg
EBITDA	470.7	441.9	397.7	(15.5%)	(10.0%)
Income tax expense	(83.9)	(71.3)	(62.9)	(25.0%)	(11.8%)
Other operating income/(expense)	(26.5)	(17.4)	(17.6)	(33.6%)	1.1%
Financial income	3.5	1.5	0.6	(82.9%)	(60.0%)
Financial expense	(26.1)	(35.8)	(29.9)	14.6%	(16.5%)
Net increase/(decrease) in assets and liabilities	(394.3)	124.5	(339.1)	(14.0%)	(372.4%)
Net cash from operating activities	(56.6)	443.4	(51.2)	(9.5%)	(111.5%)

Superonline TRY million	Q110	Q410	Q111	y/y % chg	q/q % chg
EBITDA	5.9	5.4	14.5	145.8%	168.5%
Other operating income/(expense)	(0.8)	0.2	0.1	(112.5%)	(50.0%)
Finance income	1.2	(28.1)	0.8	(33.3%)	(102.8%)
Finance expense	(6.2)	22.1	(9.4)	51.6%	(142.5%)
Net increase/(decrease) in assets and liabilities	(43.9)	26.6	(83.8)	90.9%	(415.0%)

Net cash from operating activities	(43.8)	26.2	(77.8)	77.6%	(396.9%)

First Quarter 2011 Results

EUROASIA (Astelit) US$ million	Q110	Q410	Q111	y/y % chg	q/q % chg
EBITDA	5.8	16.9	18.8	224.1%	11.2%
Other operating income/(expense)	-	(1.6)	0.1	-	(106.3%)
Finance income	0.2	0.1	0.2	-	100.0%
Finance expense	(14.3)	(13.7)	(14.2)	(0.7%)	3.6%
Net increase/(decrease) in assets and liabilities	26.3	33.2	2.9	(89.0%)	(91.3%)
Net cash from operating activities	18.0	34.9	7.8	(56.7%)	(77.7%)

(*): The Company for March 31, 2010 has revised the manner in which it accounts for the impact of changes in foreign exchange rates in its statement of cash flows and has revised its presentation of prior periods, resulting in a change in the allocation of the impact of foreign exchange rate changes among "Operating activities", "Effects of foreign exchange on statement of financial position items" and "Effect of foreign exchange rate changes on cash" in the statement of cash flows. For further information on such changes, please refer to our consolidated financial statements and notes as at and for March 31, 2011 which can be accessed via our web site in the investor relations section (www.turkcell.com.tr).

Turkcell Group Subscribers

We had approximately 60.4 million subscribers as of March 31, 2011. This figure is calculated by taking the number of subscribers in Turkcell and each of our subsidiaries and unconsolidated investees. It includes the total number of mobile subscribers in Astelit and BeST, as well as in our operations in the Turkish Republic of Northern Cyprus ("Northern Cyprus") and Fintur. In the past, when presenting our total group subscribers, we have given this figure on a proportional basis, adjusted to reflect our ownership interest in each subsidiary. We believe that presenting total subscribers is a good indicator of our Group's reach, and intend to use this new calculation method going forward.

Turkcell Group subscribers declined by 1.6 million for the period compared to the previous year, mainly due to the subscriber decline in Astelit and Turkcell Turkey.

Turkcell Group Subscribers (million)	Q110	Q410	Q111	y/y % chg	q/q % chg
Turkcell	34.3	33.5	33.1	(3.5%)	(1.2%)
Ukraine	11.9	9.1	8.7	(26.9%)	(4.4%)
Fintur	14.1	15.9	16.5	17.0%	3.8%
Northern Cyprus	0.3	0.4	0.4	33.3%	-
Belarus	1.4	1.5	1.7	21.4%	13.3%
TURKCELL GROUP	62.0	60.4	60.4	(2.6%)	-

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, “will,” “expect,” “intend,” “estimate,” “believe” or “continue.”

First Quarter 2011 Results

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. 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 2010 filed with the U.S. Securities and Exchange Commission, and in particular the risk factor section therein.

We undertake no duty to update or revise any forward looking statements, whether as a result of new information, future events or otherwise.

www.turkcell.com.tr

ABOUT TURKCELL

Turkcell is the leading communications and technology company in Turkey with 33.1 million subscribers and a market share of approximately 54% as of March 31, 2011 (Source: Our estimations, operators' and Authority's announcements). Turkcell is a leading regional player, with market leadership in five of the nine countries in which it operates with its approximately 60.4 million subscribers as of March 31, 2011. Turkcell reported a TRY2.1 billion (US$1.3 billion) net revenue with total assets of TRY15.2 billion (US$9.8 billion) as of March 31, 2011. Turkcell covers approximately 83% of the Turkish population through its 3G and 99.07% through its 2G technology supported network. It has become one of the first among the global operators to have implemented HSDPA+ and achieved a 42.2 Mbps speed using the HSPA multi carrier solution. Turkcell has been listed on the NYSE and the ISE 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 Holding, 13.07% by Sonera Holding and 1.19% by others, while the remaining 34.69% is free float. Read more at http://www.turkcell.com.tr/en

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TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at 31 March 2011
(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)
(The Group's audited consolidated financial statements prepared as at and for the year ended 31 December 2010 were approved by the Audit Committee and the Board of Directors (Board Resolution dated 23 February 2011 and numbered 797), but not approved by the General Assembly on 21 April 2011.)

	Note	31 March 2011	31 December 2010
Assets			
Property, plant and equipment	12	3,034,108	3,068,021
Intangible assets	13	1,668,491	1,709,311
GSM and other telecommunication operating licenses		936,176	955,703
Computer software		533,922	547,607
Other intangible assets		198,393	206,001
Investments in equity accounted investees	14	443,145	399,622
Other investments	15	33,799	33,849
Due from related parties	33	656	1,044
Other non-current assets	16	98,243	107,277
Trade receivables	18	41,077	35,024
Deferred tax assets	17	3,755	2,876
Total non-current assets		5,323,274	5,357,024
Inventories		22,842	24,386
Other investments	15	1,878	8,201
Due from related parties	33	62,305	88,897
Trade receivables and accrued income	18	827,149	816,151
Other current assets	19	373,067	197,740
Cash and cash equivalents	20	3,175,041	3,302,163
Total current assets		4,462,282	4,437,538
Total assets		9,785,556	9,794,562
Equity			
Share capital	21	1,636,204	1,636,204
Share premium	21	434	434
Capital contributions	21	22,772	22,772
Reserves	21	(657,462)	(660,121)
Retained earnings	21	5,467,180	5,258,327
Total equity attributable to equity holders of Turkcell Iletisim Hizmetleri AS		6,469,128	6,257,616
Non-controlling interests	21	(33,900)	(24,019)
Total equity		6,435,228	6,233,597

Liabilities			
Loans and borrowings	24	1,427,575	1,407,316
Employee benefits	25	31,773	29,742
Provisions	27	58,377	57,055
Other non-current liabilities	23	155,972	160,832
Deferred tax liabilities	17	124,742	93,105
Total non-current liabilities		1,798,439	1,748,050
Bank overdraft	20	6,473	5,896
Loans and borrowings	24	374,935	430,205
Income taxes payable	11	40,319	96,080
Trade and other payables	28	797,748	951,976
Due to related parties	33	11,325	10,760
Deferred income	26	162,534	164,186
Provisions	27	158,555	153,812
Total current liabilities		1,551,889	1,812,915
Total liabilities		3,350,328	3,560,965
Total equity and liabilities		9,785,556	9,794,562

The notes on page 7 to 111 are an integral part of these consolidated financial statements.
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TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at 31 March 2011
(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)
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		Three months ended 31 March	
	Note	2011	2010
Revenue	7	1,346,398	1,488,182
Direct costs of revenue		(793,910)	(845,209)
Gross profit		552,488	642,973
Other income		18,392	6,242
Selling and marketing expenses		(261,287)	(259,231)
Administrative expenses		(70,120)	(82,295)
Other expenses	8	(36,123)	(32,570)
Results from operating activities		203,350	275,119
Finance income	10	68,915	77,054
Finance costs	10	(45,597)	(33,340)
Net finance income		23,318	43,714
Share of profit of equity accounted investees	14	36,025	30,494
Profit before income tax		262,693	349,327
Income tax expense	11	(62,928)	(83,866)
Profit for the period		199,765	265,461
Profit attributable to:			
Owners of Turkcell Iletisim Hizmetleri AS		209,616	276,746
Non-controlling interest		(9,851)	(11,285)
Profit for the period		199,765	265,461
Basic and diluted earnings per share (in full USD)	22	0.10	0.13

The notes on page 7 to 111 are an integral part of these consolidated financial statements.
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TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at 31 March 2011
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	Three months ended 31 March	
	2011	2010
Profit for the period	199,765	265,461
Other comprehensive income/(expense):		
Foreign currency translation differences	2,404	(62,556)
Net change in fair value of available-for-sale securities	-	(816)
Income tax on other comprehensive (expense)/income	(538)	91
Other comprehensive income/(expense) for the period, net of income tax	1,866	(63,281)
Total comprehensive income for the period	201,631	202,180
Total comprehensive income/(expense) attributable to:		
Owners of Turkcell Iletisim Hizmetleri AS	211,512	213,550
Non-controlling interest	(9,881)	(11,370)
Total comprehensive income for the period	201,631	202,180

The notes on page 7 to 111 are an integral part of these consolidated financial statements.
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TURKCELL ILETISIM HIZMETLERI AS AND ITS SUBSIDIARIES

CONSOLIDATED STATEMENT OF FINANCIAL POSITION
As at 31 March 2011
(Amounts expressed in thousands of US Dollars unless otherwise indicated except share amounts)
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	Attributable to equity holders of t					
	Share Capital	Capital Contribution	Share Premium	Legal Reserves	Fair Value Reserve	Reserve for Non-Controll Interest Put Option
Balance at 1 January 2010	1,636,204	22,772	434	484,291	1,318	(250,834
Total comprehensive income						
Profit for the period	-	-	-	-	-	-
Other comprehensive income/(expense)						
Foreign currency translation differences, net of tax	-	-	-	-	-	-
Net change in fair value of available-for-sale securities, net of tax	-	-	-	-	(816)	-
Total other comprehensive income/(expense)	-	-	-	-	(816)	-
Total comprehensive income/(expense)	-	-	-	-	(816)	-
Change in non-controlling interest	-	-	-	-	-	-
Balance at 31 March 2010	1,636,204	22,772	434	484,291	502	(250,834
Total comprehensive income						