

**MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING
OF TÜRK HAVA YOLLARI ANONİM ORTAKLIĞI
HELD ON SEPTEMBER 03TH, 2003**

Extraordinary General Assembly Meeting of Türk Hava Yolları Anonim Ortaklığı in which the approval of the Audit Agreement regarding the appointment of Denetim Serbest Mali Müşavirlik A.Ş. for providing Independent External Audit and Independent Limited Audit services for the years 2003 and 2004 would be discussed was held on September 3rd, 2003 at 10:00 hours at its headquarters in the Conference Hall located at General Management Building, Atatürk Hava Limanı, Yeşilköy, Bakırköy, İstanbul under the supervision of the Ministry Commissar Mr. İsmet SAYIN appointed by the letter of The City Directorate of Industry and Trade of the Ministry of Industry and Trade dated September 2nd and numbered 62952.

It was realized that, the invitation to the meeting which also included the agenda has been announced at the Turkish Commercial Gazette dated August 7th, 2003 and numbered 5858 and at the newspaper Sabah dated August 12th, 2003 in accordance with the law and the Articles of Association and the shareholders have been notified of the date and agenda of the meeting on time.

Upon examination of the List of Attendants, it was established that 171,788,947,559 shares corresponding to the capital of TRL 171,788,947,558,834 were being represented by proxy and 1000 shares corresponding to the capital of TRL 1,000,000 were being represented individually in the meeting which made a total of 171,789,223,755 shares out of 175,000,000,000, shares of the Company corresponding to the paid capital of TRL 175,000,000,000,000 and thus the quorum requested by both the law and the Articles of Association was met and the meeting was opened by Mr. Abdurrahman GÜNDOĞDU and the discussions of the agenda started.

1. The 1st article of the agenda was discussed and upon voting of the proposal submitted by Mr. İbrahim KURNA, the representative of the Privatization Administration, it was unanimously resolved that Mr. Adem Arif ARLI and Mr. Selçuk ÇÖĞEN be elected as the vote collectors and Mr. Onur GÜNTÜRKÜN as the secretary for the assembly which was being chaired by the Chairman of the Board of Directors Mr. Abdurrahman GÜNDOĞDU in accordance with the Article 33 of the Articles of Association.

2. The 2nd article of the agenda was discussed and in accordance with the proposal submitted by the representative of the Privatization Administration, the Audit Agreement regarding the appointment of Denetim Serbest Mali Müşavirlik A.Ş. for providing the Independent External Audit and Independent Limited Audit services to Türk Hava Yolları A.O. for the years 2003 and 2004 was unanimously approved.

3. The 3rd article of the agenda was discussed and since there left no other subject to discuss, the meeting was closed by the chairman of the assembly.

İsmet SAYIN
Ministry Commissar
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Abdurrahman GÜNDOĞDU
Chairman of the Assembly
[Signature]

Adem Arif ARLI
Vote Collector
[Signature]

Selçuk ÇÖĞEN
Vote Collector
[Signature]

Onur GÜNTÜRKÜN
Secretary
[Signature]