

**MINUTES OF THE ANNUAL GENERAL ASSEMBLY MEETING  
OF TÜRK HAVA YOLLARI ANONİM ORTAKLIĞI  
HELD ON APRIL 30<sup>th</sup> , 2004**

Annual General Assembly Meeting of Türk Hava Yolları Anonim Ortaklığı in which the accounts and activities of 2003 would be discussed was held on April 30<sup>th</sup> , 2004 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 Ayten YAVUZ appointed by the letter of The City Directorate of Industry and Trade of the Ministry of Industry and Trade dated April 29th, 2004 and numbered 21517.

It was realized that, the invitation to the meeting which also included the agenda has been announced at the Turkish Commercial Gazette dated April 08<sup>th</sup> , 2004 and numbered 6025 and at the newspaper Milliyet dated April 09<sup>th</sup> , 2004 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 Attendance List, it was established that 171,788,948,560 shares corresponding to the capital of TRL 171,788,947,558,834 were being represented by proxy and 175,992 shares corresponding to the capital of TRL 176,993,000 were being represented individually in the meeting which made a total of 171,789,124,552 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 1<sup>st</sup> article of the agenda was discussed and upon voting of the proposal submitted by Mr. Ahmet Hamdi BOYACI, the representative of the Privatization Administration, it was unanimously resolved that Mr. Adem Arif ARLI and Mr. Kadir Fazlı DANIŞMAN 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 and General Manager Mr. Abdurrahman GÜNDOĞDU in accordance with the Article 33 of the Articles of Association.

2. The 2<sup>nd</sup> article of the agenda was discussed and in accordance with the proposal submitted by the representative of the Privatization Administration, since all of the shareholders had been notified of the Annual Report of The Board of Directors of 2003 in advance, only the Report of the Board of Auditors was rehearsed and both reports were discussed separately.

3. The 3<sup>rd</sup> article of the agenda was discussed and the proposals submitted by the representative of the Privatization Administration were rehearsed and in accordance with the proposal, balance sheets and statements of income /loss of 2003 prepared in accordance with both the uniform accounting system and the Capital Markets Board legislation were discussed without being rehearsed since they were already stated in the pages 33-40 and 58-60 of the Annual Report of 2003 and were notified to the shareholders.

Upon voting; both of the balance sheets and statements of income /loss of 2003 one of which indicated a net profit of TRL 173,518,879,938,046 as the result of the balance sheet and profit/loss calculations made by using the uniform accounting system and the other indicated a net profit of TRL 213,859,863,000,000 as the result of the balance sheet and profit/loss calculations made in accordance with the Capital Markets Board legislation were voted

separately and approved unanimously by the attendants in accordance with the proposal submitted by the representative of the Privatization Administration and subject to the survival of the issues which would be stated in the reports of the Supreme Audit Board of Prime Ministry and other audit and inspection bodies.

4. The 4<sup>th</sup> article of the agenda was discussed and the proposal submitted by the representative of the Privatization Administration was rehearsed and the release of the members of the Board of Directors and Board of auditors from the financial records and activities of 2003 was submitted to the approval of the General Assembly and voted separately.

The release of the members of the Board of Directors was unanimously accepted by the participants subject to the survival of the issues which would be stated in the reports of the Supreme Audit Board of Prime Ministry and other audit and inspection bodies.

The release of the members of the Board of Auditors was also unanimously accepted by the participants subject to the survival of the issues which would be stated in the reports of the Supreme Audit Board of Prime Ministry and other audit and inspection bodies.

5. The 5<sup>th</sup> article of the agenda was discussed and the Chairman of the Assembly Mr. Abdurrahman GÜNDOĞDU stated that the balance sheet and profit/loss calculations made in accordance with the Capital Markets Board legislation were used as the basis of distribution of profit and the decision of the Board of Directors which resolved to set off the profit of the 2003 with the loss of previous years and not to distribute any profit was submitted to the approval of the General Assembly. In accordance with the resolution of the Board of Directors, the attendants accepted unanimously to set off the profit of the 2003 with the loss of previous years and not to distribute any profit.

6. The 6<sup>th</sup> article of the agenda was discussed. The Chairman of the Assembly Mr. Abdurrahman GÜNDOĞDU informed the shareholders that no donation was made within 2003 in accordance with the letter of the Capital Markets Board dated February 27<sup>th</sup> , 2004 and numbered 3253.

7. The 7<sup>th</sup> article of the agenda was discussed and the proposal submitted by the member of the Privatization Administration Mr. Ahmet Hamdi BOYACI regarding the election of the members of Board of Directors and Board of Auditors was rehearsed and voted by the General Assembly. In accordance with the proposal and subject to the approval of the Ministry of Finance; Dr. Candan KARLITEKIN (Chairman of the Board of Directors and representative of the C Group Shares), Abdurrahman GÜNDOĞDU (Vice Chairman of the Board of Directors), Prof. Dr. Cemal ŞANLI, Prof. Dr. Oğuz BORAT, Hüseyin Atilla ÖKSÜZ, Hamdi TOPÇU and Mehmet BÜYÜKEKŞİ were elected as the members of the Board of Directors and İsmail GERÇEK, Dr. Hasan GÜL and Prof. Dr. Ateş VURAN were elected as the auditors by the unanimous votes of the attendants.

It was seen that out of the members elected for the Board of Directors; Abdurrahman GÜNDOĞDU, Dr. Candan KARLITEKIN, Hüseyin Atilla ÖKSÜZ, Hamdi TOPÇU, Prof. Dr. Cemal ŞANLI and Mehmet BÜYÜKEKŞİ were present at the meeting hall and Prof. Dr. Oğuz BORAT had submitted his approval for his election and İsmail GERÇEK, Dr. Hasan GÜL and Prof. Dr. Ateş VURAN elected as members of the Board of Auditors were also present at the meeting hall.

8. The 8<sup>th</sup> article of the Agenda was discussed, the Chairman of the Assembly Abdurrahman GÜNDOĞDU informed the shareholders that; in the conclusion section of the report of the Supreme Audit Board of Prime Ministry for 2002, it was evaluated that; *“beside not paying the total Fuel Privilege Fee of TRL 3,196,857,000,000 which should be paid to the General Directorate of The State Airports Administration through Petrol Ofisi, as the result of not being able to obtain the invoices of fuel privilege fees due to the protocol made between the fuel supplier Petrol Ofisi, although fuel had been purchased, the fuel privilege fees of such purchase could not been transferred to the expenses in 2002 and furthermore, since additional tax and legal burdens corresponding to such amounts were also paid, the balance sheet and profit table of 2002 did not reflect the reality”*, however as it is well-known that in accordance with the Tax Procedures Law, it is not possible to record an expense under the expense accounts without an evidencing document and since the invoices of the said expenditures were not sent to THY A.O. due to the protocol made between THY and POAŞ dated January 31<sup>st</sup>, 2002, the relevant amount was not recorded as an expense under the 2002 accounts and after discussing the issue by the management of THY, it has been concluded that it would be convenient to cancel the practice stipulated in the protocol of January 31<sup>st</sup> 2002 and a new protocol was made for this purpose between THY and POAŞ and as per the new protocol, the invoices of fuel privilege fees are currently being issued to THY and being paid by a reservation notice, and the legal dispute between THY-POAŞ-DHMİ regarding the privilege fees has not been resolved yet and the parties keep negotiating to settle amicably.

The shareholder Suphi AYVAZ, addressed his wills and wishes and since there left no other subject to discuss, the meeting was closed.

**Ayten YAVUZ**  
**Ministry Commissar**  
[Signature]

**Abdurrahman GÜNDOĞDU**  
**Chairman of the Assembly**  
[Signature]

**Kadir FAZLI DANIŞMAN**  
**Vote Collector**  
[Signature]

**Adem Arif ARLI**  
**Vote Collector**  
[Signature]

**Onur GÜNTÜRKÜN**  
**Secretary**  
[Signature]