

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING
OF TÜRK HAVA YOLLARI ANONİM ORTAKLIĞI
HELD ON 24.04.2007**

Ordinary General Assembly Meeting of Türk Hava Yolları Anonim Ortaklığı was held on 17.04.2008 Thursday at 14:00 hours at its headquarters in the Conference Hall located at General Management Building, Atatürk Hava Limanı, Yeşilköy, Bakırköy, Istanbul under the supervision of the Ministry Commissar Ms. Ayten YAVUZ appointed by the letter of The City Directorate of Industry and Trade of the Ministry of Industry and Trade dated 16.04.2008 and numbered 21092.

It was realized that, the invitation to the meeting which also included the agenda has been announced at the Turkish Commercial Gazette dated 27.03.2008 and numbered 7029 and at the newspaper Hürriyet dated 28.03.2008 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.

Homage was made, the Turkish National Anthem was sung. Upon examination of the Attendance List, it was established that out of 175.000.000 shares of the Company corresponding to the paid capital of New TRL 175.000.000. a total of 102.135.833,79 shares were being represented in the meeting 85.963.661,56 of which by representation and 15.988.234 of which by proxy and 183.938,23 of which in person thus the quorum requested by both the law and the Articles of Association was met and the meeting was opened by Mr. Candan KARLITEKİN and the discussions of the agenda started.

1. The 1st article of the agenda was discussed and upon voting of the proposal submitted by the representatives of the Privatization Administration, namely Mr. Ayhan KABAĞTEPE and Mr. Adem Arif ARLI, it was unanimously resolved that Mr. Hamdi TOPÇU and Mr. Temel KOTİL be elected as the vote collectors and Mr. Ayhan KABAĞTEPE as the secretary for the assembly which was being chaired by the Chairman of the Board of Directors Mr. Candan KARLITEKİN in accordance with the Article 33 of the Articles of Association.

2. The 2nd article of the agenda was discussed and the authorization of the Assembly for issuance and execution of the minutes of the meeting has been unanimously accepted by the participants.

3. The 3rd article of the agenda was discussed and the proposal of the representatives of the Privatization Administration, suggesting to content with the rehearsal of the Report of the Board of Auditors only and not to read the Annual Report since all of the shareholders had been already notified of the Annual Report of The Board of Directors of 2007 in advance was accepted unanimously and both reports were discussed separately.

After the debates, the Annual Report of The Board of Directors of 2006 and the Report of the Board of Auditors were separately voted and they were approved by majority votes of the attendants by 102.017.474,79 affirmative votes against the abstaining vote of Ms. H. Vuşlat SÜMEN who was representing 118.359 shares by proxy.

4 – 9 [Intentionally Omitted]

10. 10th article of the agenda was discussed. Regarding the election of the 2 members for the Board of Directors and Board of Auditors, Mr. Carlos Graf Von HARDENBERG representing 13.411.276 shares by proxy and Mr. Erman KALKANDELEN have nominated Mr. Muzaffer AKPINAR and Mr. Orhan BİRDAL as candidates for members of the Board of Directors and Mr. Ateş VURAN and Mr. İsmail GERÇEK as candidates for members of the Board of Auditors with their verbal proposal. Upon the internal voting of the free float A Group shareholders, it has been agreed by majority to submit the said candidates to the approval of the General Assembly against the abstaining votes of Mr. H. Vuslat SÜMEN who was representing 1.776.783.359 shares by proxy and Ms. Nevra ERSÖZ who was representing 624.009 shares by proxy.

11. 10th article of the agenda was discussed. The proposal submitted by the representatives of the Privatization Administration was read. The candidates for members of the Board of Directors determined by the proposal of Privatization Administration and by the internal voting of the free float shareholders have been submitted to the approval of the General Assembly.

Mr. Candan KARLITEKIN (as the Chairman and the representative of the C Group Share), Mr. Hamdi TOPÇU, Mr. Temel KOTİL, Mr. Cemal ŞANLI, Mr. Mehmet BÜYÜKEKŞİ, Mr. Muzaffer AKPINAR (as the representative of the free float A Group shareholders) and Mr. Orhan BİRDAL (as the representative of the free float A Group shareholders) were elected as the members of the Board of Directors by majority votes of the attendants by 101.872.571,79 affirmative votes against the abstaining vote of Ms. Nevra ERSÖZ who was representing 263.262 shares by proxy.

It has been observed that all of the elected members of the Board of Directors were present at the meeting.

12. 12th article of the agenda was discussed. The proposal submitted by the representatives of the Privatization Administration was read. The candidates for members of the Board of Auditors determined by the proposal of Privatization Administration and by the internal voting of the free float shareholders have been submitted to the approval of the General Assembly.

Mr. Naci AĞBAL (as the representative of the C Group Share), Mr. Ateş VURAN and Mr. İsmail GERÇEK (as the representatives of the A Group Shares) were elected as the members of the Board of Auditors by majority votes of the attendants by 101.872.571,79 affirmative votes against the abstaining vote of Ms. Nevra ERSÖZ who was representing 263.262 shares by proxy.

It has been observed that all of the elected members of the Board of Auditors were present at the meeting.

13. [Intentionally Omitted].

14. 14th article of the agenda was discussed. The shareholders Mr. Ümit UTKU, Mr. Suphi AYVAZ, Mr. A. Sefa İNAN, Mr. H. Vuslat SÜMEN and Mr. Mustafa Kudret ARSEVEN have taken the floor and addressed their wills and wishes Since there left no other subject to discuss, the meeting was closed by the Chairman of the Assembly. This minutes of the meeting is issued, read and executed at the meeting venue. 17.04.2008.

(original signature)
Ayten YAVUZ
Ministry Commissar

(original signature)
CANDAN KARLITEKİN
Chairman of the Assembly

(original signature)
HAMDI TOPÇU
Vote Collector

(original signature)
Temel KOTİL
Vote Collector

(original signature)
AYHAN KABAĞTEPE
Secretary