

**MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING
OF TÜRK HAVA YOLLARI ANONİM ORTAKLIĞI
HELD ON 22.01.2009**

Extraordinary General Assembly Meeting of Türk Hava Yolları Anonim Ortaklığı was held on 22.01.2009 Thursday at 14:00 hours at its Headquarter, in the Conference Hall located at General Management Building, Atatürk Hava Limanı, Yeşilköy, Bakırköy, İstanbul 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 21.01.2009 and numbered 2512.

It was realized that, the invitation to the meeting which also included the agenda has been announced at the Turkish Commercial Gazette dated 02.01.2009 with numbered 7219 and at the newspaper Hürriyet dated 04.01.2009 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 out of 175.000.000 shares of the Company corresponding to the paid capital of New TRL 175.000.000 a total of 92.900.238,558 shares were being represented in the meeting 85.963.661,558 of which by representation and 6.935.577,000 of which by proxy and 1.070,000 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. Hamdi Topcu 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 KABAKTEPE and Mr. Adem Arif ARLI, it was resolved by majority votes of the attendants by 92.512.769,558 affirmative votes against the abstaining vote of Ms. H.Vuslat SUMEN who was representing 387.469,000 shares by proxy that Mr. Coskun KILIC and Mr. Temel KOTİL be elected as the vote collectors and Mr. Ayhan KABAKTEPE as the secretary for the assembly which was being chaired by the Deputy Chairman of the Board of Directors Mr. Handan TOPCU in accordance with the Article 33 of the Articles of Association and Homage was made.

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 accepted by majority votes of the attendants by 92.512.769,558 affirmative votes against the abstaining vote of Ms. H.Vuslat SUMEN who was representing 387.469,000 shares by proxy.

3. The 3rd article of the agenda was discussed and acceptance of the revised Article 6 of the Articles of the Association including Provisional Article 3 which has been revised according to the approval of Capital Market Board and The Republic of Turkey, Ministry of Industry Trade approvals dated 15.12.2008, numbered 5942 was voted and approved by majority votes of the attendants by 92.512.769,558 affirmative votes against the abstaining vote of Ms. H.Vuslat SUMEN who was representing 387.469,000 shares by proxy.

4. The 4th article of the agenda was discussed. The meeting was closed by the Chairman of the Assembly with the approval of majority votes of the attendants by 92.512.769,558 affirmative votes against the abstaining vote of Ms. H.Vuslat SUMEN who was representing 387.469,000 shares by proxy. This minutes of the meeting is issued, read and executed at the meeting venue. 22.01.2009

(original signature)
Ayten YAVUZ
Ministry Commissar

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Hamdi TOPCU
Chairman of the Assembly

(original signature)
Coskun KILIC
Vote Collector

(original signature)
Temel KOTİL
Vote Collector

(original signature)
AYHAN KABAKTEPE
Secretary