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## **INVITATION TO THE GENERAL ASSEMBLY MEETING OF TURKISH AIRLINES, INC ON 29/03/2013**

The Board of Directors of our Incorporation hereby invites you to attend the Ordinary General Assembly of Shareholders to be held on 29th of March 2013 at 14:00pm at the General Management Building located at Ataturk Airport, Yesilkoy Bakirkoy Istanbul in order to discuss and vote for the Agenda indicated below.

Our shareholders may attend the General Assembly Meeting either physically or by electronic means. Accordingly, shareholders and other stakeholders may attend the general assembly meeting in person or by proxy. Attendance via electronic means is feasible by safe electronic signature of shareholders or representatives. Thus, shareholders who will use the Electronic General Assembly System (EGAS) provided over Central Registry Agency-CRA (MKK), should register in e-GEM(Electronic General Meeting) Information Portal as soon as possible and should have a secure electronic signature. Shareholders who do not register in e-GEM Information Portal or hold a secure electronic signature, will not be able to attend the Meeting via electronic means. In addition, shareholders or representatives who intend to attend the Meeting via electronic means, have to fulfill the obligations in compliance with the Regulation on Principles and Procedures Applicable for General Assembly Meetings of Joint Stock Companies.

In accordance with the provisions of the Capital Market Board's Decree No:8 of Series IV dated March 9th, 1994 any shareholder can be represented by anyone who is holding the attached [Proxy](#), which has been fully completed, issued, notarized and signed by the shareholder.

### **AGENDA**

1. Opening statement and appointment of the Board of Assembly.
2. Approval of the amendments made to Article 29 and 33 of the Company's Articles of Association, in compliance with the Capital Market Board's letter dated 11.02.2013, Numbered 1180. (Attachment1)
3. Submitting the Board of Directors' proposal for 'Internal Directive on the principles and procedures of the General Assembly', which is prepared and approved by the Board of Directors decision dated 28.12.2012, numbered 262, pursuant to the Article 419/2 of Turkish Commercial Code, for the conduct of the General Assembly.
4. Reading, discussion and approval of the Board of Auditors and Independent Audit Firm reports relating to fiscal year 2012.
5. Reading, discussion and approval of the Financial Results relating to fiscal year 2012.
6. Reading, discussion and approval of the Board of Directors' Annual Report relating to fiscal year 2012.
7. Release of the Board of Directors on financial and operational activities relating to fiscal year 2012.
8. Release of the Auditors.
9. Submitting Board of Directors proposal for profit distribution for the fiscal year 2012, to the approval of the General Assembly.
10. Determination of the salary to be paid to the members of the Board of Directors.
11. Election of the members of the Board of Directors.
12. Submitting the election of The Board of Director Auditor position, open due to resignation, to the approval of the General Assembly.
13. As per the Capital Markets Board communiqué regarding "External Independent Audit", Article 14, approval of the Board of Directors' election of the Independent Audit Firm.
14. Pursuant to the Article 399-400 of the Turkish Commercial Code, election of the Auditor and Group Auditor.
15. In compliance with the Capital Market Board's decision dated 09.09.2009, No:28/780, informing the share holders regarding the collateral, pledge, mortgage, revenue and benefits given in favor of third parties.
16. Informing the shareholders regarding any related party transactions which is above the limit determined by Capital Market Board's Decree No:41 of Series IV, Article 5
17. Informing the share holders regarding the donations made within the fiscal year 2012 and determination of a upper limit for donations to be made in 2013.
18. Recommendations and closing statements.

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*With regards,*

**TURKISH AIRLINES, INC.  
BOARD OF DIRECTORS**