

## **Internal Directive on Working Principles and Procedures of Türk Hava Yolları A.O General Assembly**

### **SECTION ONE Purpose, Scope, Grounds and Definitions**

#### **Purpose and scope**

**ARTICLE 1 – (1)** This Internal Directive establishes the working principles and procedures of Türk Hava Yolları A.O general assembly, within the scope of the relevant legislation and provisions of the company articles of association. This Internal Directive is applicable on all ordinary and extraordinary general assembly meetings of Türk Hava Yolları A.O.

#### **Grounds**

**ARTICLE 2 - (1)** This Internal Directive was prepared by the Board of Directors in compliance with the Regulation on Principles and Procedures Applicable for General Assembly Meetings of Joint Stock Companies and the Ministry of Customs and Trade Representatives to be Present at the Meetings.

#### **Definitions**

**ARTICLE 3- (1)** The following terms in this Internal Directive shall have the following meanings attached to them:

- a) Assembly: Daily meeting of the general assembly,
- b) Law: Turkish Commercial Code No. 6102 dated 13.01.2011.
- c) Session: Each part of the assembly before and after intermissions such as coffee breaks, meal breaks and the like,
- ç) Meeting: Ordinary and extraordinary general assembly meetings,
- d) Meeting committee: Pursuant to article 419-(1) of the Law, the committee consisting of the committee chairman selected by the general assembly to preside over the meeting, deputy chairman selected by the general assembly (if required), the secretary to be appointed by the committee chairman and the vote collector, if deemed necessary by the meeting chairman.

### **SECTION TWO**

#### **Working Principles and Procedures of the General Assembly Provisions to be complied with**

**ARTICLE 4 – (1)** The meeting is held in compliance with the pertinent provisions of the relevant legislation and company articles of association on general assembly meetings.

#### **Entrance to the meeting and preparations**

**ARTICLE 5 – (1)** The meeting location is only accessible by shareholders who are recorded on the list of attendants prepared by the Board of Directors or their representatives, members of the Board of Directors, the auditor (if any), the Ministry representative (if appointed), people to be selected or appointed to the meeting committee and the people nominated to the Board of Directors. Aside from the aforementioned people, Company employees, people who are appointed to work at the meeting such as audio and video recording technicians.

(2) At the entrance, real person shareholders and representatives appointed over the electronic general assembly system set up pursuant to article 1527 of the Law are obliged to show identification and affix their signatures; representatives of real person shareholders are obliged to show identification, together with their powers of attorney and affix their signatures; and representatives of legal persons are obliged to show their powers of attorney and affix their signatures. The control procedures in question are carried out by the Board of Directors or by one or more members of the Board of Directors or a person/people appointed by the Board of Directors.

(3) The duties relating to keeping the stationary, documents, tools and instruments to be required during the meeting at the meeting venue and preparing the meeting venue in a way that will accommodate all shareholders are fulfilled by the Board of Directors.

### **Opening the meeting**

**ARTICLE 6 - (1)** The General Assembly meeting is opened in compliance with the articles of association, at the Company Headquarters, or if required, at another location in the same city where the Company Headquarters is located or in another city, at the pre-announced time, by the chairman or deputy chairman or any of the members of the Board of Directors, after the protocol determining the quorum pursuant to article 418 and 421 of the Law is drawn up.

### **Establishing the meeting committee**

**ARTICLE 7 – (1)** Pursuant to article 6 of this Internal Directive, under the supervision of the person who opens the meeting, a Chairman of the Board of Directors who is responsible to preside the general assembly and does not have to be a shareholder, and if deemed necessary, a Deputy Chairman of the Board of Directors is elected within the proposed nominees.

(2) The committee chairman appoints at least one secretary and if he deems necessary, a sufficient amount of vote collectors. The committee chairman may also appoint specialists to carry out the technical duties within the scope of the electronic general assembly meeting system, during the meeting.

(3) The committee is authorized to sign the meeting minutes and other documents that constitute the grounds for these minutes.

(4) The committee chairman complies with the provisions of the Law, articles of association and this Internal Directive while chairing the general assembly meeting.

### **Duties and powers of the meeting committee**

**ARTICLE 8 – (1)** The meeting committee fulfills the following duties under the supervision of the chairman:

a) To determine whether the meeting is held at the venue mentioned in the invitation or not, and if this issue is regulated in the articles of association, determine whether the meeting venue complies with this stipulation or not.

b) To determine whether or not the general assembly was invited in the manner stipulated in the company articles of association, through an invitation announced on company website and in the Turkish Trade Registry Gazette; whether or not this invitation was made at least two weeks, unless otherwise required by the CMB, before the meeting date, excluding announcement and meeting dates, and have this issue recorded on the meeting minutes.

c) Control whether there has been any unauthorized entry to the meeting or not and whether the Board of Directors has fulfilled the duties stipulated in article 5-(2) of this Internal Directive in relation with entry to the meeting or not.

ç) In case the General Assembly meets without an invitation, pursuant to Article 416 of the Law, To find out whether all of the shareholders or representatives appear at the meeting, they have any objection to have the meeting done in this way and the quorum is preserved until the end of the meeting.

d) To determine that these documents are present at meeting venue and to indicate this issue on the meeting minutes: if there has been an amendment, the amended version of the articles of association, share register, Board of Directors annual report, auditor's reports, financial statements, agenda of the meeting; if there is a proposed amendment to the articles of association, the draft amendment text prepared by the Board of Directors; if the articles of association amendment requires approval of the Ministry of Customs and Trade, the letter of approval and attached draft amendment; list of attendants

prepared by the Board of Directors and if the general assembly is invited upon a postponement, the report regarding the postponement and relevant documentation of the previous meeting.

e) Upon objections, or if the need arises, perform an identity check on those who have attended the general assembly meeting in person or by proxy by signing the list of attendants, and determine that all representation documents are accurate and true.

f) Determine whether the managing directors and at least one member of the Board of Directors, and (in companies subject to audit) the auditor are present at the meeting and indicate this issue in the meeting minutes.

g) Direct general assembly work within the framework of the agenda, prevent divergence from the agenda, excluding exceptional cases stipulated in the Law, maintain order in the meeting and take required measures to this end.

ğ) Open, close assemblies and sessions and close the meeting.

h) Read the decisions, drafts, reports, suggestions and similar documents to the general assembly or appoint others to do so, give the floor to the people who would like to speak.

ı) Carry out voting on decisions to be taken by the general assembly and inform the results thereof.

ı) Supervise whether or not the quorum is met at the beginning and closing of the meeting, and maintained throughout the meeting; ensure that the decisions are taken in compliance with the quorum stipulated in the Law and articles of association.

j) Disclose the announcements, made by the representatives defined in article 428 of the Law, to the General Assembly

k) Pursuant to article 436 of the law, prevent voting by people who are not authorized to vote in decisions referred to in the same article, ensure compliance with any and all limits stipulated in provisions of the Law and articles of association regarding voting rights and privileged votes.

l) Upon request by shareholders representing 1/20 of the capital, postpone discussion of financial statements and discussion of relevant issues to the meeting to be held one month later, without the need for the general assembly to take a decision.

m) Ensure that minutes of general assembly meetings are drawn up, write the objections in the minutes, sign decisions and minutes, indicate affirmative and opposing votes regarding the decisions taken in the meeting, in a manner preventing hesitation on the subject.

n) Deliver the meeting minutes, annual report of the Board of Directors, auditor's reports for companies subject to audit, financial statements, list of attendants, agenda, motions, voting papers and minutes of elections, if any, all documents related with the meeting, at the closing of the meeting, together with the meeting minutes.

### **Actions to be taken before passing on to discussing the agenda**

**ARTICLE 9 – (1)** The committee chairman reads the agenda to the general assembly or appoints someone else to do so. The chairman asks the general assembly, whether there is a suggestion to change the order of the agenda items or not, and if there is such a suggestion, submits this proposal to the approval of the general assembly. The order of the agenda items can be changed with the majority of votes of those who are present at the meeting.

### **Agenda and discussing agenda items**

**ARTICLE 10 – (1)** The agenda of the ordinary general assembly meeting should include the following issues:

- a) Opening of the meeting and forming the meeting committee.
- b) Discussing the annual report of the Board of Directors, auditor's reports (in companies subject to audit) and financial statements.
- c) Acquitting the members of the Board of Directors and auditors (if any).
- ç) Selecting members of the Board of Directors and the auditor (for companies subject to auditing), whose terms of duty have expired.
- d) Determining the fees and per diems of the members of the Board of Directors, as well as bonus and premiums thereof.
- e) Determining the manner of using and distributing profits, as well as rates of dividends.
- f) Discussing the amendments to the articles of association, if any.
- g) Discussing other issues deemed necessary.

**(2)** The agenda of an extraordinary general assembly consists of items requiring a meeting.

**(3)** Issues that are not included in the meeting agenda cannot be discussed and decided on, with the following exceptions:

- a) If all shareholders are present at the meeting, items may be added in the agenda with unanimous votes of the shareholders.
- b) Pursuant to article 438 of the Law, request by any shareholder for special audit, regardless of the fact whether it is an item of the agenda or not.
- c) Dismissal and replacement of members of the Board of Directors are considered items related with discussion of financial statements and are directly discussed and decided on, upon request, regardless of the fact whether they are directly related with an agenda item or not.
- ç) Even if it is not an agenda item, in the existence of justifiable grounds such as malpractice, inadequacy or breach of the obligation of loyalty, hardship in executing the duties in the company for having memberships in other companies, being a difficult person, or abuse of power, then issues regarding dismissing the members of the Board of Directors and choosing new people to replace them are taken into the agenda through the majority of votes of those who are present in the meeting.
- (4) An agenda item that has been discussed and decided upon in the general assembly meeting cannot be rediscussed and decided upon, unless this has been decided through the unanimous votes of all those who are present.
- (5) Items that are requested to be discussed by the Ministry consequent to an inspection carried out or for any reason whatsoever are included in the agenda.
- (6) The agenda is determined by the party which invites the general assembly to meeting.

### **Taking the floor**

**ARTICLE 11 – (1)** Shareholders or other attendees, who wish to express their opinions on an agenda item that is being discussed, inform the chairman of the meeting committee that they want to take the floor. The committee announces those people who would like to take the floor to the general assembly and give them the floor in the order of application. The person, whose turn has come to speak, loses his right to do so, if he is not present at the meeting venue at that particular time. Speakers address the general assembly from the place arranged for this purpose. Speakers may change their order of speech, if they come to an agreement among themselves. If there is a time limit for speakers, the person whose time is up may only continue to speak, if the person to speak right after him grants him his time, counting towards the time limit of that person next in the line. Speech time cannot be extended in any other manner.

(2) Committee chairman may give the floor to the members of the Board of Directors and the auditor, who would like to speak on the issues that are discussed, without observing the order of speakers.

(3) The time limit for the speeches are determined by the general assembly, upon the proposal of the chairman or shareholders, depending on the volume of the agenda items, number and importance of issues to be discussed, the number of people who would like to take the floor. Under such circumstances, the general assembly votes to decide first whether it is required to impose a time limit or not and then to determine the maximum length of the speeches.

(4) In relation with the manner in which shareholders or representatives thereof attending the general assembly via electronic means pursuant to article 1527 of the Law may express their opinions or suggestions, the principles and procedures stipulated in the said article and sub-regulations shall apply.

### **Voting and manner of voting**

**ARTICLE 12 – (1)** The chairman of the committee announces the subject to be voted before voting starts. If a draft decision is being voted, this is determined in written and read and subsequently voted. People may ask to take the floor on the procedure of voting only after it is announced that voting will start. If there is any shareholder, who has not been given the floor, although he had applied to speak and this issue was validated by the Chairman, this shareholder uses his right to speak. People may not take the floor on a particular subject, after voting on that subject starts.

(2) Voting on issues discussed in the meeting is carried out by way of showing hands or standing up or voting yes or no. Votes are counted by the meeting committee. When required, the chairman may appoint a sufficient number of people to assist counting of the votes. Those who have either not raised their hands or stood up and voted no are considered to have given a nay vote and these votes are regarded to have been given against the relevant decision.

(3) In relation with the manner in which shareholders or representatives thereof attending the general assembly via electronic means pursuant to article 1527 of the Law may use their votes, the principles and procedures stipulated in the said article and sub-regulations are applied.

## **Preparing the meeting minutes**

- ARTICLE 13 – (1)** The chairman of the committee signs the list of attendants showing the names, groups, shares of shareholders represented in the meeting in person or by proxy, and numbers and nominal values of thereof, ensures that the questions asked and responses given in the general assembly are briefly written, and the decisions taken and number of affirmative and refusal votes used for each decision are clearly indicated in the meeting minutes and the meeting minutes is prepared in compliance with the principles stipulated in the Law and the relevant legislation.
- (2)** The general assembly meeting minutes are prepared at the meeting venue and during the meeting, by using a typewriter, a computer or in eligible handwriting using a pen. If the meeting minutes is prepared by computer, then there must be a printer at the meeting venue allowing printing of the meeting minutes.
- (3)** Meeting minutes are drawn up in at least two copies and each page of it is signed by the committee members and Ministry representative, if he has attended.
- (4)** The meeting minutes must include information such as the commercial title of the company, meeting date and venue, total nominal value and number of company shares, total number of shares represented in the meeting in person or by proxy, the name and surname of the Ministry representative (if applicable), and the date and number of the official letter appointing him, as well as the manner of invitation, if the meeting is convened upon invitation, and if it is convened without an invitation, the fact that it has convened without an invitation.
- (5)** The number of votes on decisions taken in the meeting are indicated clearly in both numbers and words, leaving no room for ambiguity.
- (6)** The names, surnames of those who have objected to decisions in the meetings and would like to have this written down in the meeting minutes, as well as reasons for their objection are recorded in the meeting minutes.
- (7)** If the reasons for objection are given in writing, this letter is attached to the meeting minutes. Also the name and surname of the shareholder or his proxy opposing to the decision are recorded in the meeting minutes and it is indicated that there is an objection letter in attachment. The letter of objection attached to the meeting minutes is signed by the committee members and the Ministry representative, if he has attended.

## **Procedures to be implemented at the end of the meeting**

- ARTICLE 14 – (1)** The chairman of the meeting gives a copy of the meeting minutes and all documents related with the general assembly to one of the members of the Board of Directors personally present at the meeting. This issue is determined through a separate report to be signed by both parties.
- (2)** The Board of Directors is obliged to submit a notarized copy of the meeting minutes to the trade registry within maximum fifteen days and register and announce the issues established in this meeting minutes that must be registered and announced.
- (3)** The meeting minutes is published on the company website within maximum five days as of the date of the general assembly meeting.
- (4)** The chairman of the committee also submits a copy of the list of attendants, the agenda and minutes of the general assembly to the Ministry representative, if he has attended.

## **Participating the meeting through electronic media**

**ARTICLE 15- (1)** If electronic participation has been enabled pursuant to article 1527 of the Law, the Board of Directors and meeting committee comply with the procedures stipulated in article 1527 of the Law and relevant legislation.

## **SECTION THREE Miscellaneous Provisions**

**Participation of a Ministry representative and documents relating to the general assembly**  
**ARTICLE 16 - (1)** Requesting attendance of a Ministry representative for meetings that must be attended by a Ministry representative and his duties and powers are subject to the Regulation on Principles and Procedures Applicable for General Assembly Meetings of Joint Stock Companies and

the Ministry of Customs and Trade Representatives to be Present at the Meetings.  
**(2)** It is obligatory to comply with the provisions of the Regulation mentioned in paragraph one above, in preparing the list for those who will be invited to the general assembly and the attendance roster and drawing up the meeting minutes.

#### **Issues that are not regulated in the Internal Directive**

**ARTICLE 17 – (1)** If issues come up in meetings that have not been anticipated in the Internal Directive, then the course of action is determined in line with the decisions of the general assembly.

#### **Accepting and amending the Internal Directive**

**ARTICLE 18 – (1)** This Internal Directive is put into force, registered and announced by the Board of Directors upon the approval of Türk Hava Yolları A.O. The amendments to be introduced in the Internal Directive are subject to the same procedure.

#### **Effective date of the Internal Directive**

**ARTICLE 19 – (1)** This Internal Directive was approved on the general assembly meeting of Türk Hava Yolları A.O dated ../../ 2013 and comes into effect on the date it is announced in the Turkish Trade Registry Gazette.