

INVITATION TO THE GENERAL ASSEMBLY MEETING OF TURKISH AIRLINES, INC ON 06/04/2015

The Board of Directors of our Incorporation hereby invites you to attend the Ordinary General Assembly of Shareholders to be held on 6th of April 2015 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 Corporate Governance Communique (II-17.1), that is published on the Official Gazette dated December 24th, 2013, 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.

Financial Statements relating to the fiscal year 2014, Board of Directors' Annual Report, Independent Audit Report and Profit Distribution Proposal will be available at the Company Headquarters prior to the meeting for the study of our shareholders.

AGENDA

1. Opening statement and appointment of the Board of Assembly.
2. Submitting the election of Board Memberships of Mr. İlker Aycı and Ms. Arzu Akalın in order to replace open positions from prior resignations of Prof. Dr. Cemal Şanlı and Mehmet Nuri Yazıcı, to the approval of the General Assembly.
3. Review of the Independent Audit report of the fiscal year 2014.
4. Review, discussion and approval of the Financial Results relating to fiscal year 2014.
5. Review, discussion and approval of the Board of Directors' Annual Report relating to fiscal year 2014.
6. Release of the Board of Directors on financial and operational activities relating to fiscal year 2014.
7. Submitting the Board of Directors' proposal for profit distribution for the fiscal year 2014, to the approval of the General Assembly.
8. Submitting the Incorporation's authorised capital ceiling increase from 2.000.000.000 TRY to 5.000.000.000 TRY and amendments to articles 3., 4., 6., 10., 11., 14., 15., 21., 22., 23., 24., 25., 29., 34., 36., 37. and 40. of Articles of Association (Attachment 2), that have been approved by the letter of Capital Market Board dated 16.02.2015, numbered 350-1708 and letter of the Ministry of Custom and Trade dated 17.02.2015, numbered 67300147/431.02, to the approval of the General Assembly.

9. Election of the Board of Directors.
10. Determining the wages of the members of the Board of Directors.
11. Pursuant to the Article 399-400 of the Turkish Commercial Code, election of the Auditor and Group Auditor.
12. Informing the share holders regarding the collateral, pledge, mortgage, revenue and benefits given in favor of third parties as per Article 12 of Corporate Governance Communique (II-17.1) of the Capital Markets Board.
13. Informing the share holders regarding the donations made within the fiscal year 2014 and determination of a upper limit for donations to be made in 2015.
14. Recommendations and closing statements.

With regards,

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