

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING  
OF TURKISH AIRLINES HELD ON 04.04.2016**

1. The Board of Directors' Annual Report relating to fiscal year 2015 was approved.
2. The Independent Audit and Group Auditor Report of the fiscal year 2015 was reviewed.
3. The Financial Results relating to fiscal year 2015 was approved.
4. The Board of Directors were released for financial and operational activities relating to fiscal year 2015.
5. The Board of Directors' proposal for profit distribution (not distributing any cash or share dividends) for the fiscal year 2015 was approved.
6. Conducting to determine the wages of the Board of Directors, it was decided that net wages of the members of the Board of Directors to be 4 (four) times as much as the net wage determined by Higher Planning Council (HPC) for the Board Members working at State Economic Enterprises, for increased amounts to be taken as basis for calculation if any increase occurs in the wages determined for the board members holding office at State Economic Enterprises as a result of a decision taken by HPC, for premiums to be given to the members of the Board of Directors in values corresponding to their net monthly wages, for such premiums to be paid in the same pieces and times as those given to the staff, for the amount of income tax, which is to occur at the end of financial year due to all these payments, to be included in payments and covered by Turkish Airlines Incorporation, and to comply with the Remuneration Policy in any other issues.
7. Due to the appointment of Independent Board Member Ismail Cenk Dilberoglu as the Member of the Executive Committee, The Board of Directors had appointed Board Member Oğün Şanlıer to serve as an Independent Board Member. Therefore, this change within the Board was approved.
8. Pursuant to the Article 399-400 of the Turkish Commercial Code, AKİS Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (KPMG) was approved as the Auditor and Group Auditor.
9. The revision of Company Dividend Policy according to the mid-long term growth & investment strategies and cash requirements was approved as proposed.
10. Company Share Buy Back Program and the related authorizations of the Board were approved as proposed.
11. The "Remuneration Policy" for the Board Members and the Senior Management of the Company as per Article 4.6.2 of Corporate Governance Communiqué (II-17.1) of the Capital Markets Board was approved as proposed.
12. The shareholders were informed regarding the collateral, pledge, mortgage, revenue and benefits given in favor of third parties as per Article 12 of Corporate Governance Communiqué (II-17.1) of the Capital Markets Board.
13. The shareholders were informed regarding the donations made within the fiscal year 2015.