

**BOARD ACTIVITY REPORT
PURSUANT TO THE COMMUNIQUE SERIAL II. NO.14.1**



WIDEN YOUR WORLD



1 JANUARY – 31 DECEMBER 2018

BOARD ACTIVITY REPORT

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**BOARD ACTIVITY REPORT
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Turkish Airlines closed the year of 2017 with record EBITDAR figure, indicating cash generating ability, and set successive load factor record within the year thanks to positive demand environment and Turkish Airlines cost-cutting initiatives and active capacity management. These positive developments in 2017 affected 2018 also in a positive direction. Global passenger demand grew 6.5% year on year terms during the year of 2018. Besides this strong demand pick up, global aviation capacity increased by 6.1% and load factor increased by 0.3 points. Compared to the global aviation sector, during 2018, Turkish Airlines performed better; passenger demand increased by 8.9%, capacity increased by 5.2% and load factor increased by 2.8 points. During 2018, the number of passengers carried by Turkish Airlines increased by 9.5%, reaching 75 million passengers.

The increase in oil prices in 2018 affected the global aviation sector. Turkish aviation sector was affected positively by the exchange rate fluctuation in the third and fourth quarter. Due to depreciation in Turkish Lira, Turkey had become a more attractive vacation destination and consequently; during 2018, the number of foreign tourists visiting Turkey increased by 22% compared to 2017. In the same period, the number of international passengers carried by Turkish Airlines increased by 9.6%.

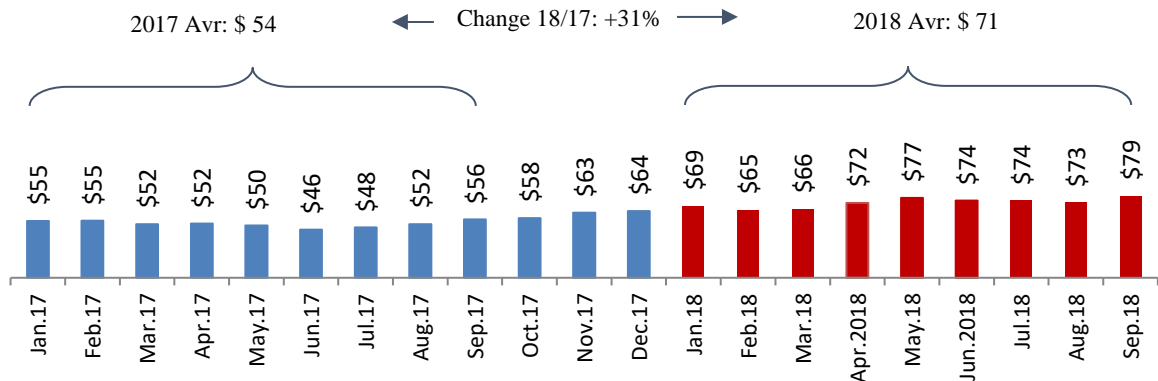
Turkish Airlines continues its success on the passenger side on cargo transportation side as well. The Incorporation has achieved to maintain its strong growth trend in the cargo market over the last decade and consequently, cargo carried increased by 25% and cargo revenue increased by 25% during the year of 2018. Turkish Airlines increases the importance of cargo transportation each passing day and plans to expand the cargo fleet in proportionate to passenger fleet. Accordingly, Turkish Airlines takes firm steps forward to be one of the largest air cargo carries in the world by increasing its market share in the global air cargo market with the addition of new cargo aircraft to the existing fleet.

Turkish Airlines continued its impressive communication performance in 2018 without slowing down as in 2017. First advertisement of 2018, which Mehmet Öz played and named as “5 Senses, was broadcasted in the month of January. Sponsorship in the international sports organizations, corporate social responsibility projects and other various sponsorships support Turkish Airlines brand image as well as make huge contribution to the development of tourism in Turkey by accurate advertisement of Turkey. Turkish Airlines, titled as airline, which flies to the most countries in the world, underlines that it will maintain its title in the forthcoming years by open and planned to open new destinations. Turkish Airlines’ wide flight network and young fleet structure will become stronger and provide significant advantage in intensely competitive aviation sector.

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Aviation Industry Revenue/Expense	2014	2015	2016	2017	2018*	2019*
REVENUES (\$ billion)	767	721	709	755	821	885
Passenger Revenue	538	509	498	534	564	606
Cargo Revenue	92,9	83,8	80,8	95,9	109,8	116,1
Traffic						
Passenger Km Growth (RPK) %	6,0	7,4	7,4	8,0	6,5	6,0
Cargo Km Growth (FTK) %	5,8	2,3	3,6	9,7	4,1	3,7
OPERATIONAL EXPENSES (\$ billion)	731	659	649	697	765	825
Fuel	224	174	135	149	180	200
% of expenses	30,6	26,4	20,8	21,4	23,5	24,2
Non-fuel expenses	507	485	514	548	586	625
OPERATING PROFIT (\$ billion)	35,5	62,0	60,1	57,8	55,8	59,8
% margin	4,6	8,6	8,5	7,7	6,8	6,8
NET PROFIT(\$ billion)	13,8	36,0	34,2	37,7	32,3	35,5
% margin	1,8	5,0	4,8	5,0	3,9	4,0
(*) Annual forecast published by IATA						
Source: IATA Airline Industry Economic Performance, December 2018)						

Oil Price per Barrel (Monthly Average)



Source: U.S. Energy Information Administration

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The table below sets out the fuel price analysis of the Incorporation.

FUEL PRICE ANALYSIS	2015	2016	2017	2018
Fuel Expenses (Million \$)	2.997	2.673	2.866	3.768
Fuel Consumption (000 Tons)	4.272	4.693	4.847	5.278
Average Unit Cost (\$/Tons)	701	570	591	714
Average Change of Unit Cost (%)	-30%	-19%	4%	20,7%
Fuel Expense Rate in Operational Expenses (%)	30%	26%	28%	32%

2. FIELD OF ACTIVITY, CAPITAL STRUCTURE AND SUBSIDIARIES

Türk Hava Yolları Anonim Ortaklığı (the “Incorporation” or “THY”) was founded in Turkey in 1933. The Company’s main fields of activity are all types of domestic and international passenger and cargo air transportation.

The Incorporation is registered in Istanbul, Turkey (Reg. No: 75184) and its head office address is Türk Hava Yolları A.O. Genel Yönetim Binası, Yeşilköy Mah. Havaalanı Cad. No:3/1 34149 Bakırköy, İstanbul/Türkiye. Detailed information about the Incorporation can be reached via Investor Relations Website. (<http://investor.turkishairlines.com/en>)

The authorized capital of the Incorporation is 5,000,000,000 (five billion) Turkish Lira, while the issued share capital is 1,380,000,000 (one billion three hundred and eighty million) Turkish Lira divided into 138,000,000,000 (one hundred thirty eight billion) shares, each with the nominal value of 1 Kuruş (one kuruş) and is completely paid.

Shares are divided into two groups, the distribution of share groups of the issued capital is as follows:

Shareholder	Amount of Nominal Shares (TL)	Ownership (%)	Amount of Shares (#)	Rate of Voting Right (%)
Turkey Wealth Fund (Group A)	677,884,849	49.12	67,788,484,857	49.12
The Republic of Turkey Ministry of Treasury and Finance Privatization Administration (Group C)	0.01		1	
Open for Public (Group A)	702,115,151	50.88	70,211,515,142	50.88
TOTAL	1,380,000,000	100.00	138,000,000,000	100.00

Group C share belongs to the The Republic of Turkey Ministry of Treasury and Finance Privatization Administration and privileges granted to Group C share are defined in the Articles of Association of the Incorporation.

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The Group has 5 subsidiaries as of 31 December 2018. The table below sets out the consolidated subsidiaries and participation rate of the Group in these:

<u>Name of the Company</u>	<u>Principal Activity</u>	<u>Direct Participation Rate</u>	<u>Country of Registration</u>
THY Teknik A.Ş. (Turkish Technic)	Aircraft Maintenance Service	100%	Turkey
THY Uçuş Eğitim ve Havalimanı İşletme A.Ş.	Airport Operations	100%	Turkey
THY Havaalanı Gayrimenkul Yatırım ve İşletme A.Ş	Investment & Airport Operations	100%	Turkey
THY Uluslararası Yatırım ve Taşımacılık A.Ş.	Transportation and Investment	100%	Turkey
Cornea Havacılık Sistemleri San. Ve Tic. A.Ş.	In-Flight Entertainment Systems and Internet Service	80%	Turkey

THY Teknik A.Ş. (Turkish Technic)

Established on 23 May 2006, the Company is a wholly owned subsidiary of Turkish Airlines. Turkish Technic conducts its activities with the goal of becoming an important regional air transport technical maintenance base by supplying the full range of maintenance, repair, and technical and infrastructure support the aviation industry requires. Until 2013, Turkish Technic operated out of four hangars in Istanbul and Ankara. In June 2015, Turkish Technic merged with Turkish HABOM, which was also a fully owned subsidiary of Turkish Airlines and which has a total MRO capacity to provide simultaneous maintenance, repair and overhaul services for 30 narrow body aircraft and 10 wide body aircraft. As of 31 December 2018, Turkish Technic has 8,467 employees.

THY Uçuş Eğitim ve Havalimanı İşletme A.Ş.

The Company was established on 21 June 2012 as a wholly owned subsidiary of Turkish Airlines. Yet to commence operations, it was established to operate Aydın Çıldır Airport, provide aviation training, organize sports-training flights and conduct all activities related to the transportation of passengers with aircraft types appropriate to prevailing runway length. The airport is used as a base for Turkish Airlines Flight Academy and since the first half of 2013 provides flight training for Turkish Airlines Pilot Nominees. As of 31 December 2018, Company has 69 employees. Name of the company has been changed from THY Aydın Çıldır Havalimanı İşletme A.Ş. to THY Uçuş Eğitim ve Havalimanı İşletme A.Ş. (TAF) on 12 June 2017.

THY Havaalanı Gayrimenkul Yatırım ve İşletme A.Ş

The Company, which is wholly owned by our Incorporation, was established on 15 November 2017 with the cash capital of 50.000 TRY in order to operate principally in the fields of airport operations and investments and also according to the fields of other activity that is specified in the Articles of Association of the Company.

THY Uluslararası Yatırım ve Taşımacılık A.Ş

The Company, which is wholly owned by the Incorporation, was established on 25 September 2017 with the cash capital of 10.000.000 TRY in order to invest at abroad and domestically, principally in the fields of cargo and courier transportation and in the fields that is specified in the Articles of Association of the Company.

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Cornea Havacılık Sistemleri San. Ve Tic. A.Ş.

On 11 October 2018, Cornea Havacılık Sistemleri Sanayi ve Ticaret A.Ş. was established in order to operate principally in the fields of "In-Flight Entertainment Systems and Internet Service" and also according to the fields of other activity that is specified in the Articles of Association of the Company. Stakes of 80% and 20% are held respectively by THY Teknik A.Ş. and Havelsan Hava Elektronik Sanayi ve Ticaret A.Ş.

The Group has 10 joint ventures. The affiliates are controlled by the Group jointly, and are accounted for by using the equity method.

The table below sets out consolidated joint ventures and indicates the proportion of ownership interest of the Incorporation in these joint ventures as of 31 December 2018:

<u>Name of the Company</u>	<u>Principal Activity</u>	<u>Direct Participation Rate</u>	<u>Indirect Participation Rate</u>	<u>Country of Registration</u>
Sun Express Turkey	Aircraft Transportation	50%	-	Turkey
Turkish DO&CO	Catering Services	50%	-	Turkey
Turkish Ground Services	Ground Services	50%	-	Turkey
Turkish Opet Aviation Fuels	Aviation Fuel	50%	-	Turkey
Aircraft Seat Manufacturing Industry & Trade, Inc.	Cabin Interior	45%	5%	Turkey
Turkish Cabin Interior Systems Industries, Inc.	Cabin Interior	30%	20%	Turkey
Pratt Whitney THY Turkish Engine Center (TEC)	Maintenance	-	49%	Turkey
Goodrich Turkish Airlines Technical Service Center	Maintenance	-	40%	Turkey
Tax Free Zone, Inc. (Tax Refund)	VAT Return and Consultancy	30%	-	Turkey
Air Albania	Aircraft Transportation	49%	-	Albania

Sun Express - Turkey

Founded in 1989, SunExpress is a joint venture of Turkish Airlines and Lufthansa, in which each holds a 50% stake. The Company has a fleet of 17 aircraft for AnadoluJet operations of THY and with a fleet of 29 aircraft serves its customers in both charter and scheduled business with 2,978 employees as of 31 December 2018. SunExpress flies to 34 domestic and 77 international destinations, which brings the total number to 111 destinations. In 2011, SunExpress Germany was founded as a joint venture of Stiftung and SunExpress, in which each holds %50-50 stake. SunExpress Germany conducts operations to 12 destinations in Germany, 13

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destinations in Turkey and 28 international destinations with its 12 passenger aircraft. As of 31 December 2018, 1,186 employees are working for the Company.

Turkish DO&CO

Founded in September 2006, commencing operations in 2007, Turkish DO&CO is a joint venture of Turkish Airlines and DO&CO Restaurants & Catering AG (Austria based), in which each holds a 50% stake. The Company provides inflight catering services to Turkish Airlines and other domestic and international airlines. As of 31 December 2018, 4,592 employees are working for the Company.

Turkish Ground Services (TGS)

The Company was established on 26 August 2008 as a wholly owned subsidiary of Turkish Airlines, in order to provide ground-handling services. By signing the articles of association in the framework of the Board Decision dated on 19.12.2008, 50% of shares was transferred to HAVAŞ Havaalanları Yer Hizmetleri A.Ş. On 1 January 2010, the Company began to provide services to Turkish Airlines. The Company provides ground services for Turkish Airlines in 8 airports in Turkey. TGS is employing 14,079 personnel as of 31 December 2018.

Turkish Opet Aviation Fuels

Turkish Opet Aviation Fuels, established in 2009, engages in the domestic and international sale, importation, exportation, distribution, and transport of various petroleum products, chemicals, lubricants, and paints for all kinds of aircraft. The Company commenced operations on 1 July 2010. Kuzey Tankercilik A.Ş. and Güney Tankercilik A.Ş., were established on 1 November 2012, as wholly owned subsidiaries of THY Opet Havacılık Yakıtları A.Ş. in order to provide transportation of petroleum and petroleum products. As of 31 December 2018, the Company has 452 employees.

TSI Aviation Seats

Founded in 2011, the Company was set up to design and manufacture airline seats, and to make, modify, market, and sell spare parts to Turkish Airlines and other international airline companies. Stakes of 50%, 45%, 5% are respectively held by Assan Hanil Group, Turkish Airlines, and Turkish Tecnic. As of 31 December 2018, 108 employees are working for the company.

Turkish Cabin Interior Systems Industries, Inc.

Established in December 2010, TCI's objective is to undertake the design, manufacture, logistical support, modification, and marketing of aircraft cabin interior systems and components. Stakes of 30%, 20% and 50% are held respectively by Turkish Airlines, Turkish Technic and Türk Havacılık ve Uzay Sanayi A.Ş. (TUSAŞ – TAI). As of 31 December 2018, the Company has 195 employees.

Pratt Whitney THY Turkish Engine Center (TEC)

The Company provides aircraft engine maintenance, repair, and overhaul services to customers in Turkey and its hinterland. Established on 10 October 2008, stakes of %49 and %51 are held respectively by United Technologies, a subsidiary of Pratt&Whitney, and Turkish Airlines. Operating out of a maintenance center with an area of around 25,000 m² at Istanbul Sabiha Gökçen International Airport, the company has 387 employees as of 31 December 2018.

Goodrich Turkish Airlines Technical Service Center

Established in 2010, the Goodrich Turkish Airlines Technical Service Center is a joint venture of Turkish Technic (40%) and TSA-Rina Holdings (60%), the latter a subsidiary of Goodrich Corporation. Services for maintenance and repair of nacelles, thrust reversers, related parts and rotatable support is provided. As of 31 December 2018, the Company has 47 employees.

Tax Free Zone, Inc. (Tax Refund)

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The Company was established on 1 September 2014 as a joint venture of THY (30%), Maslak Oto (45%) and VK Holding (25%) to carry out brokerage operations of value added tax return regarding the goods bought in Turkey by non-residents. As of 31 December 2018, 22 employees are working for the company.

Air Albania

The Incorporation established a Republic of Albanian based Joint Venture Company, in order to operate in the field of passenger and cargo transportation. Established on 12 September 2018, the stakes of 49%, 41% and 10% is being held respectively by Turkish Airlines, MDN Investment SHPK, and Albcontrol, which manages Albanian airspace and air traffic, representing Government of Albania. As of 31 December 2018, 38 employees are working for the company

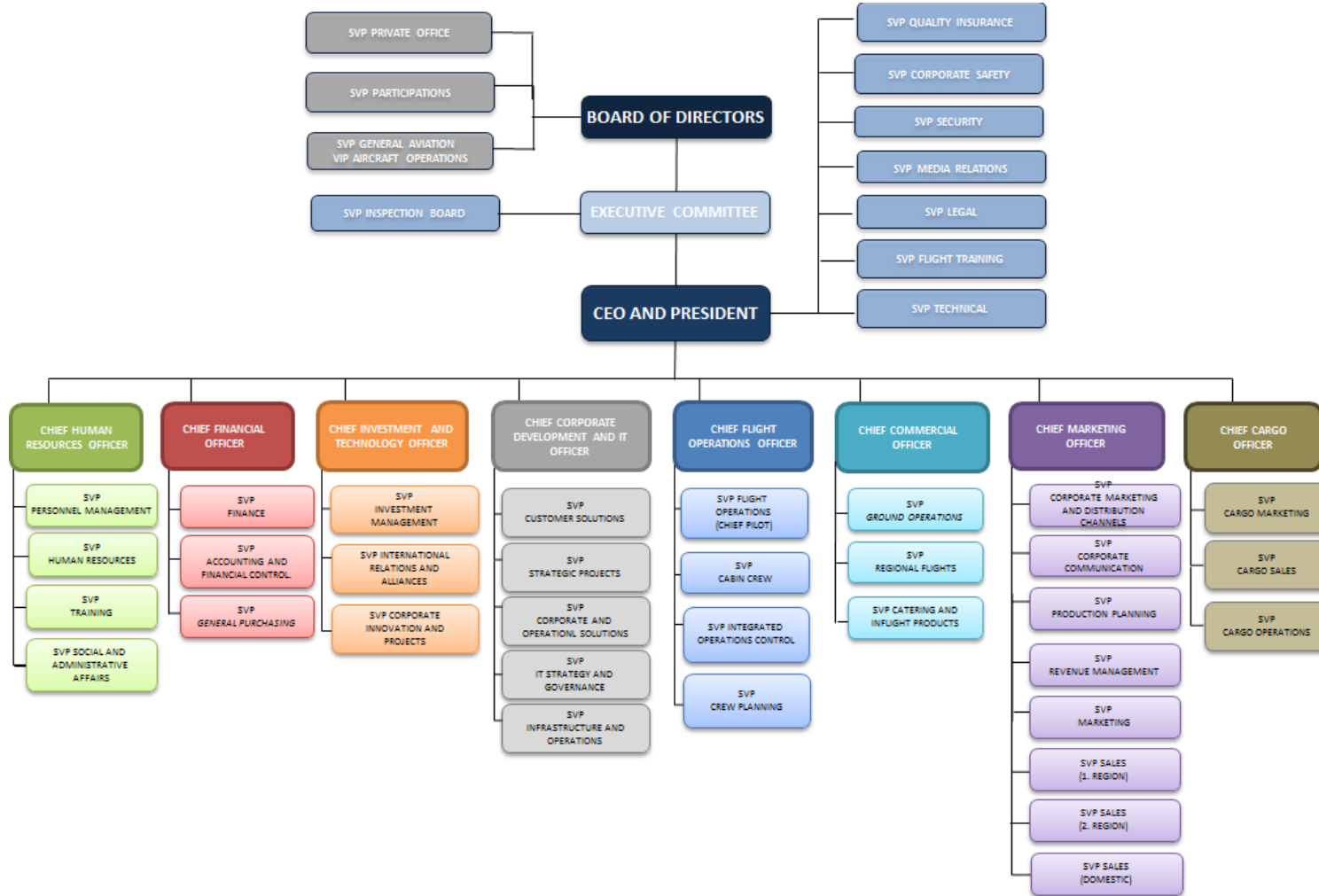
The Incorporation is responsible for the full and joint control over subsidiaries and affiliates through Board of Directors. In addition, operations of subsidiaries and affiliates are monitored by Senior Vice President of Subsidiaries located within the means of the Parent Company. The internal audit and control functions in the Incorporation are carried out by SVP of Inspection Board, SVP of Quality Assurance and other relevant expertise and financial departments.

3. ORGANIZATIONAL STRUCTURE

As of 31 December 2018, the number of countries served has reached to 124.

General Management and all central units are gathered around Istanbul Ataturk Airport. Organization chart of Turkish Airlines, as of 31 December 2018 is shown on the next page.

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The Board of Directors is comprised of nine members, out of 3 independent, elected by the General Assembly. The Board of Directors shall approve the strategic targets, continuously and effectively monitor these targets, as well as the activities of the Incorporation and its' past performance. In doing so, the Board shall strive to ensure compliance with international standards, and whenever necessary, take preemptive action to potential problems.

Members of the Board who were on duty as of 31 December 2018 are listed below:

M. İlker AYCI	: Chairman of the Board and the Executive Committee
Bilal EKŞİ	: Vice Chairman of the Board and the Executive Committee, General Manager
İsmail Cenk DİLBEROĞLU	: Member of the Board and the Executive Committee
Mithat Görkem AKSOY	: Member of the Board
Prof. Dr. Mecit EŞ	: Member of the Board
Orhan Birdal	: Member of the Board
Ogün ŞANLIER	: Independent Board Member
Fatmanur ALTUN	: Independent Board Member
M. Muzaffer AKPINAR	: Independent Board Member

Brief resumes of our Board of Directors and their duties outside of the company are reachable via Turkish Airlines Investor Relations Website. (<http://investor.turkishairlines.com/en/governance/board-of-directors>)

COMMITTEES**Audit Committee**

Chairman: M. Muzaffer Akpınar

Member: Ogün Şanlıer

Corporate Governance Committee

Chairman: Fatmanur Altun

Member: Orhan Birdal, Mithat Görkem Aksoy, Kadir Coşkun (Investor Relations Manager)

Early Identification of Risks Committee

Chairman: Ogün Şanlıer

Member: M. Muzaffer Akpınar

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5. SENIOR MANAGEMENT

Information about the Senior Management of the Incorporation are presented below (as of 31 December 2018):

Name	Title	Starting Date of Position	Profession
Bilal Ekşi	Chief Executive Officer	24.10.2016	Electronics and Communications Engineer
Assoc. Prof. Murat Şeker, Ph.D.	Chief Financial Officer	26.07.2016	Industrial Engineer
Ahmet Olmuştur	Chief Marketing Officer	30.04.2014	Business Management, Manager
Mehmet Akif Konar	Chief Commercial Officer	16.04.2013	Operating Engineer
Ahmet Bolat, Ph.D.	Chief Investment and Technology Officer	23.01.2012	Industrial Engineer
Abdulkerim Çay	Chief Human Resources Officer	21.04.2015	Business Management, Manager
Ali Serdar Yakut	Chief Corporate Development and IT Officer	01.06.2015	Computer Engineer
Aykut Alpa	Chief Flight Operations Officer	25.05.2018	Pilot
Turhan Özen	Chief Cargo Officer	12.12.2016	Business Management, Manager

6. HUMAN RESOURCES

Number of personnel increased by 11% to 26,739 during the period of January-December 2018 from 24,075 for the period of January-December 2017. Personnel numbers according to classes are as follows:

	31.12.2017	31.12.2018	Change(%)
Cockpit Personnel	4.509	5.213	16%
Cabin Personnel	9.798	10.593	8%
Aircraft Maintenance Tech.	71	69	-3%
Staff Abroad	3.191	3.385	6%
Domestic Staff	6.506	7.479	15%
TOTAL	24.075	26.739	11%

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The Incorporation started operating scheduled flights, to Freetown, the capital of Sierra Leone, Samarkand of Uzbekistan, Krasnodar of Russia, Moroni, the capital of Comoros, Banjul, the capital of Gambia and Lusaka, the capital of Zambia.

Miles&Smiles QNB Finansbank Cooperation Agreement

A new cooperation agreement has been signed between our Incorporation and QNB Finansbank, in order to establish a new partnership, which is going to be valid for five years, with the aim of providing Miles & Smiles Credit Card to THY FFP members within the scope of THY Frequent Flyer Program.

Codeshare Agreement with Indigo

A Codeshare agreement has been signed between our Incorporation and InterGlobe Aviation Ltd.(“IndiGo”), India’s largest domestic carrier. The Codeshare agreement which will be effective after obtaining all necessary board and regulatory approvals, will cover the routes between two countries and beyond destinations for both airlines. The aforementioned agreement has a special importance for our Incorporation as it is the first international codeshare agreement for IndiGo which is the first Indian carrier starting flights to Turkey.

Cargo Aircraft Purchase

Our Incorporation has decided to purchase three B777-200LRF cargo aircraft from Boeing, to be delivered in September 2019, January 2020 and February 2020.

Simulator Purchase

Our Incorporation has decided to purchase two B737MAX and three A320CEO/NEO simulators, a total of 5 simulators from Havelsan.

The Extension of Catering Services Agreement with Do&Co

Our Incorporation has agreed with DO&CO Aktiengesellschaft to extend the cooperation through the joint company THY DO&CO İkrām Hizmetleri A.Ş. for further 15 years subject to board and regulatory approvals and satisfactory documentation.

THY Uluslararası Yatırım ve Taşımacılık A.Ş. Establishment

The Incorporation has established "THY Uluslararası Yatırım ve Taşımacılık A.Ş." in order to invest at abroad and domestically, principally in the fields of cargo and courier transportation and in the fields that is specified in the Articles of Association of the Company. The aforementioned Company, which is wholly owned by the Incorporation, is established with the cash capital of 10,000,000 TRY (Ten Million Turkish Liras).

The renewal of Miles&Smiles Credit Card Agreement

A new contract has been signed between our Incorporation and Garanti Bank, with the aim of maintaining the partnership of Miles & Smiles Credit Card for THY FFP members within the scope of THY Frequent Flyer Program, until 1 April 2023.

Joint Venture Company Establishment

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The Incorporation has decided to establish a Republic of Albanian based Joint Venture Company, in order to operate in the field of passenger and cargo transportation. The aforementioned company will be established with the capital up to 30 million USD and the stakes of 49%, 41% and 10% is being held respectively by Turkish Airlines, MDN Investment SHPK, and Albcontrol, which manages Albanian airspace and air traffic, representing Government of Albania.

Negotiations with SATS Ltd (SATS)

Following our discussions with SATS Investments Pte. Ltd (SIPL), subsidiary of SATS, and in accordance with the decision of the Board, the parties have mutually agreed to terminate the MOA.

Credit Rating Update

International Credit Agency Standard & Poor's (S&P) removed the rating of Turkish Airlines from CreditWatch with negative implications, improved the stand-alone credit profile from B+ to BB- and affirmed its BB- long-term issuer credit rating on 27.06.2018. S&P also revised the outlook from negative to stable and affirmed BBB-issue rating on our aircraft-backed enhanced-equipment trust certificate.

Turkish Cargo - ZTO - PAL Air Memorandum of Understanding

Turkish Cargo, air cargo brand of Turkish Airlines, targets to integrate the door-to-door express / courier transportation business model into the traditional air cargo transportation service, from the airport to the airport, in order to create a solution platform for the e-commerce sector. With this in mind, a new joint global express company, to be established with China-based ZTO, an express delivery company that delivers the most shipments in the world and Hong Kong-based PAL Air, aims to perform all kinds of logistics activities to provide integrated services in the global e-commerce sector. With this cooperation planned to be based in Hong Kong, our Incorporation has signed a memorandum of understanding (MoU) between ZTO and PAL Air.

Ground Services Contract

As a result of the negotiations to continue our partnership with Havaalanları Yer Hizmetleri A.Ş. ("HAVAŞ"), in Turkish Ground Services (TGS), which is a subsidiary of our Incorporation, subject to the applicable laws and rules of competition, it has been decided to sign a ground service contract between our Incorporation and a ground services subsidiary of HAVAŞ, for 5+5+5 years (15 years) to provide ground services in Istanbul New Airport ("İYH") and other 7 airports currently served by TGS in Turkey, commencing as of the opening date of İYH.

Rating Change

On 5 September 2018, International credit rating agency Moody's Investor Services changed the rating outlook on Turkish Airlines to "negative" as a result of the downgrade of the country rating. At the same time, Moody's affirmed "Ba3" rating of Turkish Airlines' credit rating as a result of its continuation of healthy operational activity and sufficient liquidity.

Along with this, Moody's has downgraded issue ratings of Turkish Airlines' Enhanced Equipment Trust Certificates (EETCs) and changed their rating outlook to "negative" as a result of the downgrade of the country rating. Consequently, the rating of Bosphorus Pass Through Trust 2015-1A was lowered to Ba1 from Baa2; the rating of the Anatolia Pass Through Trust Class A was lowered to Ba1 from Baa1; and the rating of the Anatolia Pass Through Trust Class B was affirmed as Ba1.

Amendment of the Collective Bargaining Agreement

The Incorporation has signed a protocol with Hava-Is Union regarding the amendment of the article related to the wages and wage increase of the 25th Term Collective Bargaining Agreement. According to the signed protocol; by taking into account the sector dynamics, effective as of 01.06.2018; for pilots %20 increase, for other personnel, 10% increase on the wages dated 31.05.2018, will be applied. Due to this adjustment, the wage increase

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for the second half of 2018 and the inflation difference that is stated on the current Collective Bargaining Agreement will not be reflected to the wages.

Independent Board Member Approval

Upon Board of Directors' decision dated 04.05.2018, related to the Independent Board Member Nominee, Ms. Fatmanur Altun has been approved by the Capital Markets Board letter dated 25.05.2018, as Independent Board Member.

Land Plots Purchase From Emlak Konut GYO

Our 100% subsidiary, Türk Hava Yolları Havaalanı Gayrimenkul Yatırım ve İşletme A.Ş., has signed a protocol to buy 50% share of Emlak Konut GYO's approximately 350 acres of land, which is located at Dursunköy quarter, nearby Istanbul New Airport.

Within the scope of the said protocol, Türk Hava Yolları Havaalanı Gayrimenkul Yatırım ve İşletme A.Ş. and Emlak Konut GYO are planning to develop residential projects for the employees of Turkish Airlines and its subsidiaries, on the aforementioned land plot.

Management Change

The Incorporation has decided to appoint Mr. Aykut ALPA, SVP, Flight Training as Chief Flight Operations Officer.

Statement of Profit Distribution

The table about Statement of Profit Distribution is disclosed in the Public Disclosure Platform.

Board Member Appointment

Due the resignation of Ms. Arzu Akalın from the Member of the Board, the Board of Directors has decided to appoint Ms.Fatmanur Altun as Member of the Board, until the approval of the next General Assembly in accordance with our Incorporation's Articles of Association, Article 10.

Due the resignation of Mr.İsmail Gerçek from the Member of the Board, the Board of Directors has decided to appoint Mr.Mithat Görkem Aksoy as the Member of the Board, until the the approval of the next General Assembly in accordance with our Incorporation's Articles of Association, Article 10.

Due to the resignations of Ms. Arzu Akalın, Chairman of Corporate Governance Comittee and Mr. İsmail Gerçek, Member of Corporate Governance Comittee, the Incorporation has decided to appoint Ms.Fatmanur Altun as the Chairman of Corporate Governance Comittee upon the Independence Board Member Approval of Capital Market Board and Mr.Mithat Görkem Aksoy as the Member of Corporate Governance Comittee

General Assembly Meeting

Ordinary General Assembly Meeting of Türk Hava Yolları Anonim Ortaklığı was held on 04.05.2018 Friday at 14.30 hours at its Headquarter, in the Conference Hall located at Yeşilköy Mahallesi, Havaalanı Cad. No:3/1 Bakırköy.

Aircraft Engine Selection

Our Incorporation has decided to select GENx-1B74/75 type engines of GE Aviation, for the previously announced (public disclosure dated 09.03.2018) 25 firm orders and 5 options, a total of 30 B787-9 aircraft orders and to purchase engine maintenance services from GE Engine Services.

Joint Venture Company Establishment

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The Board of Directors of Turkish Technic, a wholly owned subsidiary of our Incorporation, decided to establish a Joint Venture Company with Havelsan, to operate in "In-Flight Entertainment Systems and Internet Service".

Simulator Purchase

Our Incorporation has decided to purchase one B737MAX, two A320CEO/NEO, one A330, one B777-300ER, two B787-9 and two A350-900 simulators, a total of 9 simulators from CAE.

Cargo Aircraft Purchase

In order to insure the need for cargo aircraft for the year 2018 and afterwards, the Incorporation has decided to purchase 1 A330-200F cargo aircraft from DVB Bank SE.

Wide Body Aircraft Purchase

In order to insure the need for wide body aircraft, the Incorporation has decided to purchase 50 firm and 10 optional aircraft, a total of 60 wide body aircraft, of which 6 to be delivered in 2019, 14 in 2020, 10 in 2021, 12 in 2012, 11 in 2023 and 7 in the year 2024. According to this, total of 30 B787-9 aircraft, of which 25 firm and 5 optional, will be purchased from Boeing and a total of 30 A350-900 aircraft, of which 25 firm and 5 optional will be purchased from Airbus.

II. Subsequent Events**26th Contract Period**

Negotiations between our Incorporation and Hava-Is Labor Union, regarding the 26th Collective Bargaining Agreement began with the first meeting on January 3, 2019 at Turkish Airlines Headquarters.

2019 Guidance

According to the non-consolidated 2019 budget that was approved by the Board of Directors, the guidance regarding the Incorporation's targets and expectations for the year 2019 is as follows:

Traffic Development

- Total number of passengers carried is targeted to reach 80 million including 33 million on domestic routes, 47 million on international routes.
- While passenger load factor is expected to be in the band of 81% and 82%, total Available Seat Kilometers (ASK) will approximately reach to 195 billion with an increase of 7% to 8% compared to 2018. Capacity (ASK) increase is expected to be 3% in Turkey, 11% in Middle East, 6% in Europe, 8% in Far East, 7% in America and 15% in Africa regions.
- In 2019, cargo/mail carried is expected to increase by 3% - 4% reaching around 1.45 million tonnes.

Financial Development (Consolidated)

- In 2019, jet fuel consumption is expected to increase by 8% to 9% compared to 2018.
 - Average jet fuel (including fuel hedge) is expected to be 715\$/ton in 2019.
 - The Incorporation is targeting to generate 14.1 billion USD of sales revenue.
 - Cost per available seat kilometer (CASK), excluding fuel is expected to increase by 3%-5%.
 - Consolidated EBITDAR margin is targeted to be in the band of 22% and 24%.
-

**BOARD OPERATIONAL REPORT
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8. TRAFFIC RESULTS

January-December 2018 traffic results are shown below:

	TOTAL		
	2017	2018	Change (%)
Number of Landing (Passenger Flights)	469.580	493.876	5,2%
Available Seat Km ('000)	173.084.171	182.030.829	5,2%
Revenue Passenger Km ('000)	136.927.374	149.169.213	8,9%
Passenger Load Factor (%)	79,1%	81,9%	2,8 pt
Passengers Carried	68.631.547	75.167.807	9,5%
Int-to-Int Transfer Passengers Carried	21.745.675	23.441.455	7,8%
Cargo and Mail (Tons)	1.131.855	1.412.423	24,8%
Fleet	329	332	0,9%
Seat Capacity	65.688	65.363	-0,5%
Number of Destinations	300	306	2,0%
Km Flown ('000)	826.048	866.630	4,9%
Hours Flown	1.360.622	1.431.837	5,2%
Utilization*	11:43	12:12	4,1%

* Based on 316 aircraft for 2017, 320 aircraft for 2018.

	DOMESTIC		
	2017	2018	Change (%)
Number of Landing (Passenger Flights)	206.561	220.289	6,6%
Available Seat Km ('000)	22.329.358	24.036.593	7,6%
Revenue Passenger Km ('000)	18.771.111	20.509.640	9,3%
Passenger Load Factor (%)	84,1%	85,3%	1,3 pt
Passengers Carried	30.122.641	32.943.820	9,4%
Cargo and Mail (Tons)	61.226	79.098	29,2%
Km Flown ('000)	127.560	136.583	7,1%

	INTERNATIONAL		
	2017	2018	Change (%)
Number of Landing (Passenger Flights)	263.019	273.587	4,0%
Available Seat Km ('000)	150.754.813	157.994.236	4,8%
Revenue Passenger Km ('000)	118.156.263	128.659.573	8,9%
Passenger Load Factor (%)	78,4%	81,4%	3,1 pt
Passengers Carried	38.508.906	42.223.987	9,6%
Excl. Int-to-Int Transfer Passenger	16.763.231	18.782.532	12,0%
Cargo and Mail (Tons)	1.070.629	1.333.325	24,5%
Km Flown ('000)	698.488	730.047	4,5%

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I. Scheduled Domestic Flights:

During January - December 2018, the Incorporation did not start operating any new domestic scheduled flights with TK main brand.

II. Scheduled International Flights:

During January - December 2018, the Incorporation started operating scheduled flights with TK main brand to new international destinations stated below:

<u>Flight Destination</u>	<u>Flight Inaugural Date</u>
FREETOWN - Sierra Leone	24.02.2018
SAMARKAND - Uzbekistan	16.03.2018
KRASNODAR - Russia	07.05.2018
MORONI - Comoros	18.06.2018
BANJUL - Gambia	26.11.2018
LUSAKA - Zambia	14.12.2018

III. Additional, Charter and Hajj-Umrah Flights

During January - December 2018, number of additional, charter and Hajj-Umrah flights and number of passengers carried on these flights are stated on the table below:

	Number of Flights		Number of Passengers
	Domestic	International	
Additional	486	292	88,715
Charter	933	5,469	1,005,465
Hajj-Umrah	-	4,448	527,889

IV. AnadoluJet Flights:

Scheduled and Additional Flights	2017	2018	Change (%)
Revenue Passenger (000)	13,556	15,375	13%
Avaliable Seats*Km (Millions)	10,506	11,571	10%
Passenger Load Factor (%)	83.3	85.2	+1,9 pt

- In the period of January – December 2018, AnadoluJet has been pursuing its operations with 19 aircraft (wetlease) from SunExpress and 20 aircraft from TK fleet (Average number of 39 B737-800).
- As of December 2018, 18 aircraft is based in Ankara Esenboğa and 15 in İstanbul Sabiha Gökçen.
- As of December 2018, AnadoluJet flies to a total of 41 destinations. (Esenboğa based 33, Sabiha Gökçen based 31, point to point (cross) flights 5)
- As of December 2018, Sabiha Gökçen and Ankara Esenboğa based ASK has increased by 2% and 18%, respectively. (Total rate of ASK increase 10%)
- As of December 2018, the load factor is 85.2%.

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9. FLEET

31.12.2018	Type	Owned	Financial Lease	Opr./Wet Lease	Seat Capacity	Average Fleet Age	Total
Wide Body	A330-200	5		13	4.680	10,9	18
	A330-300		29	8	10.807	4,9	37
	A340-300	4			1.332	20,7	4
	B777-3ER		27	6	11.670	5,1	33
	Total	9	56	27	28.489	6,8	92
Narrow Body	B737-900ER		15		2.355	5,6	15
	B737-800	30	37	15	13.450	10,1	82
	B737-700			1	124	12,9	1
	B737-8 MAX		7		1.057	0,2	7
	A321 NEO		2		364	0,2	2
	A319-100		6	1	924	8,2	7
	A320-200	5	7	7	3.027	11,8	19
	A321-200	2	60	6	12.360	6,5	68
	B737-800 WL			17	3.213	13,1	17
	Total	37	134	47	36.874	8,6	218
Cargo	A330-200F	1	9			5,2	10
	B777F		5			0,5	5
	Wet Lease			7		23,3	7
	Total	1	14	7		9,9	22
GRAND TOTAL		47	204	81	65.363	8,2	332

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10. FINANCIAL SITUATION

SUMMARY OF BALANCE SHEET (Mn TRY)

	31 December 2018	31 December 2017
<u>ASSETS</u>		
Current Assets	23.706	13,699
Non-Current Assets	85.370	54,948
Total Assets	109.076	68,647
<u>LIABILITIES</u>		
Total Current Liabilities	27.273	16,209
Total Non-Current Liabilities	50.519	32,267
Total Equity	31.284	20,171
Total Liabilities and Equity	109.076	68,647
Debt to Assets Ratio	0,71	0,71
Equity Ratio	0,29	0,29

SUMMARY OF INCOME STATEMENT (Mn TRY)

	1 Jan. – 31 Dec. 2018	1 Jan. – 31 Dec. 2017
Sales Revenue	62.853	39.779
Gross Profit	13.569	7.836
Operating Profit Before Investment Activities	6.192	3.568
Profit/Loss Before Tax	5.234	813
Profit/Loss for the Period	4.045	639
Earnings Per Share (Kr)	2,93	0,46

SUMMARY OF BALANCE SHEET (Mn USD)

	30 December 2018	31 December 2017
<u>ASSETS</u>		
Current Assets	4.505	3,631
Non-Current Assets	16.227	14,566
Total Assets	20.732	18,197
<u>LIABILITIES</u>		
Total Current Liabilities	5.184	4,297
Total Non-Current Liabilities	9.603	8,554
Total Equity	5.945	5,346
Total Liabilities and Equity	20.732	18,197
Debt to Assets Ratio	0.71	0.71
Equity Ratio	0.29	0.29

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SUMMARY OF INCOME STATEMENT (Mn USD)

	1 Jan. – 31 Dec. 2018	1 Jan. – 31 Dec. 2017
Sales Revenue	12.855	10.958
Gross Profit	2.719	2.196
Operating Profit/Loss Before Investment Activities	1.191	1.022
Profit/Loss Before Tax	954	279
Profit/Loss for the Period	753	223
Earnings Per Share (USc)	0.62	0.16
EBITDAR	3.349	3.017
EBITDA	2.463	2.252
EBIT	1.376	1.186
EBITDAR Margin	%26,0	%27,5
EBITDA Margin	%19,2	%20,6
EBIT Margin	%10,7	%10,8
Operating Profit Margin	%9,3	%9,3
Net Profit Margin	%5,9	%2,0

11. INVESTMENTS, INCENTIVES AND INVESTMENT POLICIES

Within the scope of “2009-2023 Fleet Projection”, “2012-2020 Fleet Plan” and “2019-2023 White Body Fleet Plan” confirmed by the Board, number of aircraft and delivery years are stated on the following table.

On March 9, 2018, in order to insure the need for wide body aircraft, the Incorporation has decided to purchase 50 firm and 10 optional aircraft, a total of 60 wide body aircraft to be delivered between 2019 and 2023. According to this, a total of 30 B787-9 aircraft, of which 25 firm and 5 optional, will be purchased from Boeing and a total of 30 A350-900 aircraft, of which 25 firm and 5 optional will be purchased from Boeing.

On March 15 and April 9, 2013, in order to insure the need for single-aisle passenger aircraft, the Incorporation had decided to purchase 92 A321 NEO and 75 B737 MAX aircraft from Airbus and Boeing. One A321 NEO aircraft and three B737-8 MAX aircraft of these order has been delivered in the third quarter of 2018. The rest of the purchase order is planned to be delivered until the end of 2023.

By the end of December 2018, the operation has been carried out by 92 double-aisle passenger aircraft, 218 single-aisle passenger aircraft and 22 cargo aircraft. Double-aisle aircraft constitute about 28 % of the total number of

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aircraft in fleet. Due to the effect of stage length and seat capacity, contribution of wide body aircraft to the production is more than 50%.

31.12.2018		2011-2023 Aircraft Purchases														
		Delivered								TOTAL DELIVERIES						
		2011	2012	2013	2014	2015	2016	2017	2018	TOTAL	2019	2020	2021	2022	2023	TOTAL
Type																
Wide Body	A350-900											5	4	8	8	25
	B787-9										6	9	6	4		25
	A330-300	3	3	2	6	7	5			26						
	B777-3ER	7			4	7	6	1		25						
	Total	10	3	2	10	14	11	1		51	6	14	10	12	8	50
Narrow Body	B737-900ER	2	7	1		5				15						
	B737-9 MAX										5	5				10
	B737-800	2	2	6	10		20			40						
	B737-8 MAX							7	7	12	19	15	12			58
	A321	8	7	9		13	10			47						
	A321 NEO								2	2	19	18	20	18	15	90
	A319	6								6						
Total	18	16	16	10	18	30		9	117	36	42	35	30	15	158	
Cargo	A330-200F	1	1	2		1	2	1		8						
	B777F							2	3	5	1	2				3
	Total	1	1	2		1	2	3	3	13	1	2				3
GRAND TOTAL	29	20	20	20	33	43	4	12	181	43	58	45	42	23	211	

Decree on State Aids for Investments

In our country, “Investment Incentive System” is implemented to aim targets such as:

- Increasing production and employment,
- Increasing international direct investment,
- Reducing the regional development disparities,
- Encouraging strategic investments with regional and large-scaled investment which has high research-development content to increase international competitiveness,
- Directing savings to high value added investments in line with targets, foreseen in annual programs and development plans,
- Supporting research and development activities with clustering and environmental protection investments,

This system provides support to taxpayers when they guarantee the achievement of aforementioned targets. These supports are:

- Customs Duty Exemption,
- Value Added Tax Exemption,
- Tax Reduction (reduce corporate tax)
- Income Tax Withholding Support,
- Insurance Premium Employer Contribution Support,
- Insurance Premium Employee Contribution Support,
- Interest Rate Support,
- Investment Space Allocation,

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Our Incorporation has right to benefit from some incentives in “Investment Incentive System” due to airline cargo and passenger transportation activities. As a result of the applications within this scope, Investment Incentive Certificates are obtained for supply of aircraft and ground handling services. The information on the Investment Incentive Certificates that may have an impact on the current or future financial reports of the Incorporation and the incentives utilized are listed below:

Date of Cabinet Decree	Number of Cabinet Decree	Date of Inv. Incentive Certificate	Investment Status	Tax Reduction	Total Amount of Investment USD: (*)	Utilized Contribution Amount of Investment USD: (**)
14.07.2009	2009/15199	28.12.2010	Completed	Tax Reduction %50 / Contribution rate to Investment %20	25.220	3
15.06.2012	2012/3305	18.12.2014	Continue	Tax Reduction %50 / Contribution rate to Investment %15	3.225	0
20.01.2018	2017/11133	9.08.2018	Continue	Tax Reduction %90 / Contribution rate to Investment %50	936	0
20.01.2018	2017/11133	11.09.2018	Continue	Tax Reduction %50 / Contribution rate to Investment %25	479	0
15.06.2012	2012/3305	1.03.2018	Continue	Tax Reduction %50 / Contribution rate to Investment %15	68	20
15.06.2012	2012/3305	11.07.2017	Continue	Tax Reduction %50 / Contribution rate to Investment %15	0	0
15.06.2012	2012/3305	18.09.2017	Continue	General Investment Incentive	0	0

(*) Because the investments are realized in foreign currency and revisions made on investments, the amount of investment at the time of application and the amount of investment at the time of completion may vary.

(**)The contribution amount of investment, which is not utilizable when there is no tax base, is transferrable by indexing with revaluation rate in accordance with the provisions of the relevant legislation.

12. PROJECTIONS ABOUT THE COMPANY

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The Incorporation has decided to start operating scheduled flights, based on aircraft availability, to the cities Abha of Saudi Arabia, Juba of South Sudan, Aswan and Luxor of Egypt, Makhachkala of Russia, Krakow of Poland, La Coruna of Spain, Lenkeran of Azerbaijan, Luanda of Angola, Mexico City and Cancun of Mexico, Nantes of France, Denpasar of Indonesia, Marakesh of Morocco, Palermo of Italy, Rovaniemi of Finland, Port Sudan of Sudan, Sharjah of United Arab Emirates, Newark of United States of America, Pointe-Noire of Republic of the Congo and Port Harcourt of Nigeria.

Flying to more countries than any other airline in the world, the Incorporation aims to be among the leading airlines in the world by maintaining its steady growth in parallel to the growth in number of transfer passengers by providing wide-body fleet investments, capacity increases mainly in long-range flights and new routes. In addition, the Incorporation is targeting to increase unit revenue by increasing passenger revenue of Business Class through the improvement of service quality and the expansion of cargo operations.

DISCLAIMER

This is an English translation of the original Board Activity Report made by Türk Hava Yolları A.O. in Turkish, for information purposes only. In the event of any discrepancy between this translation and the original Turkish report, the original Turkish report shall prevail. Türk Hava Yolları A.O. makes no warranties or representations about the accuracy or completeness of the English translation and assumes no liability for any errors, omissions or inaccuracies that may arise from use of this translation.

BAĞIMSIZLIK BEYANI

Türk Hava Yolları A.O.
Yönetim Kurulu Başkanlığı'na

Sermaye Piyasası Kurulu Kurumsal Yönetim İlkelerinde yer alan "Bağımsız Yönetim Kurulu Üyeliği" şartları çerçevesinde;

- Türk Hava Yolları A.O'nun (THY) ilişkili taraflarından biri veya THY sermayesinde doğrudan veya dolaylı olarak %5 veya daha fazla paya sahip hissedarların yönetim veya sermaye bakımından ilişkili olduğu tüzel kişiler ile kendimin, eşim ve üçüncü dereceye kadar kan ve sıhrî hısımlarım arasında, son beş yıl içinde, doğrudan veya dolaylı istihdam, sermaye veya önemli nitelikte ticari ilişkinin kurulmadığını,
- Son beş yıl içerisinde, başta THY denetimini, derecelendirilmesini ve danışmanlığını yapan şirketler olmak üzere, yapılan anlaşmalar çerçevesinde THY'nin faaliyet ve organizasyonunun tamamını veya belli bir bölümünü yürüten şirketlerde çalışmadığımı ve yönetim kurulu üyesi olarak görev almadığımı,
- Son beş yıl içerisinde, THY'ye önemli ölçüde hizmet ve ürün sağlayan firmaların herhangi birisinde ortak, çalışan veya yönetim kurulu üyesi olmadığımı,
- THY hissesine sahip olmadığımı,
- Bağımsız yönetim kurulu üyesi olarak görevlerimi gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübeye sahip olduğumu,
- Kamu kurum ve kuruluşlarında tam zamanlı görevli olmadığımı,
- Gelir Vergisi Kanunu'na göre Türkiye'de yerleşmiş sayıldığımı,
- THY faaliyetlerine olumlu katkılarda bulunarak, THY ortakları arasındaki çıkar çatışmalarında tarafsızlığımı koruyabilecek, menfaat sahiplerinin haklarını dikkate alarak özgürce karar verebilecek güçlü etik standartlara, mesleki itibara ve tecrübeye sahip olduğumu,

Yönetim Kurulumuz, Ortaklarımız ve ilgili bütün tarafların bilgisine sunarım.

Muzaffer AKPINAR
Türk Hava Yolları A.O.
Bağımsız Yönetim Kurulu Üyesi



BAĞIMSIZLIK BEYANI

Türk Hava Yolları Anonim Ortaklığı yönetim kurulunda; mevzuat, esas sözleşme ve Sermaye Piyasası Kurulu tarafından ilan edilen Kurumsal Yönetim İlkelerinde belirlenen kriterler kapsamında "bağımsız üye" olarak görev yapmaya aday olduğumu, bu kapsamda;

a) Şirket, şirketin yönetim kontrolü ya da önemli derecede etki sahibi olduğu ortaklıklar ile şirketin yönetim kontrolünü elinde bulunduran veya şirkette önemli derecede etki sahibi olan ortaklar ve bu ortakların yönetim kontrolüne sahip olduğu tüzel kişiler ile kendisi, eşi ve ikinci dereceye kadar kan ve sıhrî hısımları arasında; son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda istihdam ilişkisinin bulunmaması, sermaye veya oy haklarının veya imtiyazlı payların %5 inden fazlasına birlikte veya tek başına sahip olunmaması ya da önemli nitelikte ticari ilişki kurulmadığını,

b) Son beş yıl içerisinde, başta şirketin denetimi (vergi denetimi, kanuni denetim, iç denetim de dahil), derecelendirilmesi ve danışmanlığı olmak üzere, yapılan anlaşmalar çerçevesinde şirketin önemli ölçüde hizmet veya ürün satın aldığı veya sattığı şirketlerde, hizmet veya ürün satın alındığı veya satıldığı dönemlerde, ortak (%5 ve üzeri), önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda çalışan veya yönetim kurulu üyesi olmadığımı,

c) Bağımsız yönetim kurulu üyesi olması sebebiyle üstleneceği görevleri gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübeye sahip olduğumu,

ç) Bağlı oldukları mevzuata uygun olması şartıyla, üniversite öğretim üyeliği hariç, üye olarak seçildikten sonra kamu kurum ve kuruluşlarında tam zamanlı çalışmıyor olduğumu,

d) 31/12/1960 tarihli ve 193 sayılı Gelir Vergisi Kanunu (G.V.K.)'na göre Türkiye'de yerleşik sayıldığımı,

e) Şirket faaliyetlerine olumlu katkılarda bulunabilecek, şirket ile pay sahipleri arasındaki çıkar çatışmalarında tarafsızlığını koruyabilecek, menfaat sahiplerinin haklarını dikkate alarak özgürce karar verebilecek güçlü etik standartlara, mesleki itibara ve tecrübeye sahip olduğumu,

f) Şirket faaliyetlerinin işleyişini takip edebilecek ve üstlendiği görevlerin gereklerini tam olarak yerine getirebilecek ölçüde şirket işlerine zaman ayıracağımı,

g) Şirketin yönetim kurulunda son on yıl içerisinde altı yıldan fazla yönetim kurulu üyeliği yapmamış olduğumu,

ğ) Aynı kişinin, şirketin veya şirketin yönetim kontrolünü elinde bulunduran ortakların yönetim kontrolüne sahip olduğu şirketlerin üçten fazlasında ve toplamda borsada işlem gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev almadığımı,

h) Yönetim kurulu üyesi olarak seçilen tüzel kişi adına tescil ve ilan edilmemiş olduğumu,

beyan ederim.

Saygılarımla,

Ogün ŞANLIER



BAĞIMSIZLIK BEYANI

Türk Hava Yolları Anonim Ortaklığı yönetim kurulunda; mevzuat, esas sözleşme ve Sermaye Piyasası Kurulu tarafından ilan edilen Kurumsal Yönetim İlkelerinde belirlenen kriterler kapsamında "bağımsız üye" olarak görev yapmaya aday olduğumu, bu kapsamda;

a) Şirket, şirketin yönetim kontrolü ya da önemli derecede etki sahibi olduğu ortaklıklar ile şirketin yönetim kontrolünü elinde bulunduran veya şirkette önemli derecede etki sahibi olan ortaklar ve bu ortakların yönetim kontrolüne sahip olduğu tüzel kişiler ile kendisi, eşi ve ikinci dereceye kadar kan ve sıhrî hısımları arasında; son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda istihdam ilişkisinin bulunmaması, sermaye veya oy haklarının veya imtiyazlı payların %5 inden fazlasına birlikte veya tek başına sahip olunmaması ya da önemli nitelikte ticarî ilişki kurulmadığını,

b) Son beş yıl içerisinde, başta şirketin denetimi (vergi denetimi, kanuni denetim, iç denetim de dahil), derecelendirilmesi ve danışmanlığı olmak üzere, yapılan anlaşmalar çerçevesinde şirketin önemli ölçüde hizmet veya ürün satın aldığı veya sattığı şirketlerde, hizmet veya ürün satın alındığı veya satıldığı dönemlerde, ortak (%5 ve üzeri), önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda çalışan veya yönetim kurulu üyesi olmadığımı,

c) Bağımsız yönetim kurulu üyesi olması sebebiyle üstleneceğim görevleri gereği gibi yerine getirecek meslekî eğitim, bilgi ve tecrübeye sahip olduğumu,

ç) Bağlı oldukları mevzuata uygun olması şartıyla, üniversite öğretim üyeliği hariç, üye olarak seçildikten sonra kamu kurum ve kuruluşlarında tam zamanlı çalışmıyor olduğumu,

d) 31/12/1960 tarihli ve 193 sayılı Gelir Vergisi Kanunu (G.V.K.)'na göre Türkiye'de yerleşik sayıldığımı,

e) Şirket faaliyetlerine olumlu katkılarda bulunabilecek, şirket ile pay sahipleri arasındaki çıkar çatışmalarında tarafsızlığını koruyabilecek, menfaat sahiplerinin haklarını dikkate alarak özgürce karar verebilecek güçlü etik standartlara, meslekî itibara ve tecrübeye sahip olduğumu,

f) Şirket faaliyetlerinin işleyişini takip edebilecek ve üstlendiği görevlerin gereklerini tam olarak yerine getirebilecek ölçüde şirket işlerine zaman ayıracağımı,

g) Şirketin yönetim kurulunda son on yıl içerisinde altı yıldan fazla yönetim kurulu üyeliği yapmamış olduğumu,

ğ) Aynı kişinin, şirketin veya şirketin yönetim kontrolünü elinde bulunduran ortakların yönetim kontrolüne sahip olduğu şirketlerin üçten fazlasında ve toplamda borsada işlem gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev almadığımı,

h) Yönetim kurulu üyesi olarak seçilen tüzel kişi adına tescil ve ilan edilmemiş olduğumu,

beyan ederim.

Dr. Fatmanur Altun / 4 Mayıs 2018

TURKISH AIRLINES CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

1. Statement of Compliance with Corporate Governance Principles

The Incorporation, which aims at promoting and representing Turkey and Turkish Aviation industry in international arena in the best possible manner and which has adopted the transparency, fairness, responsibility and accountability as a principle, complies with any and all mandatory principles set out in the Corporate Governance Principles attached to the Capital Market Board (CMB) Corporate Governance Communique n: II-17.1 and pays utmost attention to abide by non-mandatory principles thereof.

Pursuant to the Capital Market Board Corporate Governance Communique n: II-17.1 dated on 10.01.2019 and numbered 2/49, corporations are subject to disclose Corporate Governance Compliance Report on the Public Disclosure Platform. Non-mandatory Corporate Governance Principles disclosed on Corporate Governance Compliance Report template and current corporate governance applications disclosed on Corporate Governance Information Form template. Templates of the Incorporation are available on the following website <https://www.kap.org.tr/en/sirket-bilgileri/ozet/1107-turk-hava-yollari-a-o> under the titles of Corporate Governance Principles Compliance Report and Corporate Governance.

Non-mandatory Corporate Governance Principles, which are not observed by the Incorporation and the reasons thereof, are given in the templates and the relevant parts of the report. The Incorporation keeps carrying out activities for continuous development of Corporate Governance approach and for enhancement of the level of compliance with the Corporate Governance Principles.

PART I – SHAREHOLDERS

2. Investor Relations Department

There is an Investor Relations Management, directly reporting to Assoc. Prof. Murat Şeker, Ph.D., Chief Financial Officer, which has been established in order to operate with respect to informing any domestic and foreign investors in a correct, consistent and timely manner and ensuring the communication and information exchange between the Board of Directors and the regulators and participants of the capital markets and observing the compliance with the regulations and Articles of Association with respect to exercise of shareholding rights and also fulfilling the obligations for disclosure in compliance with any and all kinds of regulations, within the organization of Turkish Airlines.

In 2018, Investor Relations Department participated in 7 investor conferences and roadshows, performed 49 teleconferences and held more than 70 individual/corporate investor meetings, in order to share any financial, operational and strategical developments in relation to the Incorporation with investors and analysts. During these conferences, and teleconferences, it was convened with the 180 investors/analysts from 110 corporates and funds, at the head office of the Incorporation and at the offices of the investors. All analysts who issued a report about our Incorporation were contacted and accurate and proper information was conveyed during the

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preparation of the reports and feedback related to their reports were delivered. 2 teleconferences were organized about financial statements results and their records were published on the Investor Relations website. Approximately 2.800 applications were received by the Incorporation by e-mail within the activity period 2018 for the purpose of obtaining information. Besides the applications received by e-mail, many investors and shareholders were also informed by phone.

In 2015, Sustainability Reporting was carried out for the first time within the organization of the Incorporation and any improvable matters with respect to all stakeholders were identified during such process. Accordingly, any and all Incorporation policies, systems, procedures and documents such as "Code of Conduct Manual", which are included in the subjects of Corporate Governance, have been reviewed, and any actions for revision thereof have been started to be taken for such purpose. In 2018, Turkish Airlines stuck at the studies and investments it has carried out for a sustainable future, and has released its 2017 Sustainability Report, comprised of four pillars, each of which includes a number of material aspects, namely Governance, Economy, Environment and Social. With its sustainability practices and policies in 2018, Turkish Airlines, strongly committed to contributing to sustainable development by conducting its business in a socially, economically and environmentally responsible manner, has been entitled to place in the BIST Sustainability Index, as it has been in the past years. BIST Sustainability Index, is composed of companies traded at Borsa İstanbul that boast high level of corporate sustainability performance. Aiming to further improve the transparent communication it established with its stakeholders, Investor Relations Department has an Investor Relations Application compatible with iPad, iPhone and Android devices to the service of the users. Thanks to the application, domestic and foreign investors as well as all Turkish Airlines stakeholders got the opportunity to have access to up-to-date developments, material disclosures, operational and financial statements, investor presentations, activity reports and many other documents regarding Turkish Airlines, via 3 different digital platforms and in 2 languages. Investor Relations Department submitted the report for activities it conducted in 2018, to the information of the Board of Directors of the Incorporation.

Contact info of the Investor Relations staff is provided below:

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Nazire Şahan Korkmaz

Investor Relations Specialist

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3. Exercise of Right to Information by Shareholders

The Investor Relations Department of our Incorporation replies any requests of information and any inquiries, delivered thereto by either the stakeholders or any other shareholders by means of different communication channels, by using the most efficient means of communication as soon as possible. On the other hand, there is an Investor Relations web page (investor.turkishairlines.com), which is accessible through the corporate web site of the Incorporation, in order for ensuring the efficient exercise of the rights of shareholders to obtain information and any investors and any other stakeholders may access any public financial and operational data, material disclosures and any and all announcements for exercise of the shareholding rights through such web site. Besides, any persons/organizations, signing up for the distribution list, may be informed about any up-to-date operational and financial disclosures by e-mail.

No regulation on request for assignment of a special auditor is available under the Articles of Association; and no request was made to assign a special auditor in 2018.

4. General Meetings

The regulations as regards the General Assembly Meetings of our Incorporation are set out in the Articles of Association, publicly available on the Investor Relations web site of the Incorporation.

Ordinary General Assembly Meeting, during which the accounting and activities of 2017 were discussed, was held on 04.05.2018 at VIP Meeting Hall at the General Management Building situated at Yeşilköy Mh. Havaalanı Cad. No: 3/1 Bakirkoy/Istanbul, the principal office address of the Incorporation. The shareholders, representing TRY 1,026,500,491.99 (74%) of TRY 1,380,000,000, which was the issued capital of the Incorporation, attended the Ordinary General Assembly Meeting and The Meeting was held open to the public including the stakeholders, without having the right to speak. There is no special demand from media to the General Assembly Meeting. The General Assembly Meeting was held physically and electronically as per the legislation of Turkish Commercial Code No: 6102 and the regulations of the CMB.

The announcement and invitation to the Ordinary General Assembly Meeting was published in Trade Registry Gazette (TTSG), nr. 17.04.2018/9560, in Sabah newspaper dated 17.04.2018 and on the Electronic General Assembly System, which is available within the organization of Central Registration Agency and Public Disclosure Platform as well as on the website of investor relations three weeks before the date of the meeting, along with the notifications and disclosures required

TURKISH AIRLINES CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

to be made by the Incorporation in accordance with the relevant regulations. As per the article no: 437 of Turkish Commercial Code (TCC), financial statements, consolidated financial statements, annual activity report of the board of directors, audit reports and profit distribution proposal of the Board of Directors were uploaded on the website of the Incorporation before the date of General Assembly Meeting in accordance with the periods specified by the regulations and submitted to the examination of the shareholders at the principal office and branches of the Incorporation.

It was ensured that the Members of the Board, other related persons and other authorized persons in charge of preparing the financial statements as well as the auditors were present at the General Assembly Meeting in order to provide required information and respond to any inquiries with respect to any specific matters in the agenda.

The subjects on the agenda were submitted objectively and in detail through a clear and understandable method during the General Assembly Meeting of the Incorporation and the shareholders were provided with an opportunity to convey their opinions and ask questions under equal circumstances. Although the practice for replying the questions of the shareholders verbally and for replying the comprehensive questions in writing was available during the General Assembly Meeting, no question which required to be replied in writing was asked in this meeting. The questions asked during the meeting were replied verbally and such replies were added into the minutes of the meeting.

The minutes of meeting, which included the questions asked in the meeting and replies thereof are available on the website of the Investor Relations of our Incorporation. No agenda suggestion was proposed by the stakeholders during this meeting. The minutes of the General Assembly Meeting and the list of participants are disclosed publicly on the same day via the Public Disclosure Platform and submitted to the information of the shareholders on the website of the Investor Relations of the Incorporation and on the Electronic General Assembly System. The minutes of the General Assembly Meetings of the previous years and any other documents are also available on the web site of the Investor Relations of the Incorporation. The Minutes of the General Assembly Meeting, dated 04.05.2018, was published in the TTSG, dated 21.05.2018 and no: 9582.

Since there was no process where favorable vote of the majority of the Independent Members of the Board was sought for adoption of a resolution in the Meeting of the Board of Directors and where the General Assembly Meeting was consulted to adopt a resolution due to the dissenting votes of the Members, such an agenda was not available in the General Assembly Meeting.

Information about the charitable donations incurred within the period in accordance with our Donation Policy adopted by the General Assembly is provided through a separate agenda item during the General Assembly Meeting. Total amount of donation granted by our Incorporation in 2017 for the purpose of social aid was TRY 372,667 and no other donation was available. Donation Policy of the Incorporation is submitted to the information of the shareholders via the website of the Investor Relations of the Incorporation.

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5. Voting Rights and Minority Rights

Voting right is regulated in the article no: 31 of the Articles of Association, as specified below:

‘‘Each shareholder or proxy attending the ordinary or extraordinary Shareholders Assembly Meetings will be vested with one vote for each share, provided that the provisions of Article 6/d of this Articles of Association are reserved.’’

As per the subparagraph 5 of the article no: 14 of the Articles of Association;

It is required for the Board member representing Group C share to attend the meeting and his affirmative vote is required for the effectiveness of the resolutions of the Board of Directors regarding the followings issues:

- Resolutions which will clearly adversely affect the mission of the Incorporations as indicated in Article 3.1 of this Articles of Association;
- Any suggestion to be made to the General Assembly for any modification in the Articles of Association;
- Increase of the share capital;
- Approval of transfer of registered shares and registration of the transfer in the Share Register;
- Any transaction, based on each contract, which exceeds 5 % of the total assets of the Incorporation as indicated in the latest balance sheet submitted to the Capital Market Board and which is directly or indirectly binding for the Incorporation, any resolution which will bring the Incorporation under any commitment, (provided that in case the share of the public in the Incorporation has decreased below 20 % of the Incorporation’s share capital, then the provisions of this clause will automatically terminate);
- Merger, termination or liquidation of the Incorporation;
- Any resolution about the cancellation of any flight route or for a remarkable decrease in the number of flights, excluding the routes which do not even have a revenue to meet its own operating costs based on exclusive market conditions or through other sources.

The privileges of group C share may only be limited by the The Privatization High Council or any other public institution, which will take over such duties.

Our Incorporation pays utmost attention to ensure the exercise of minority rights. In accordance with the Article no: 10 of the Articles of Association, any shareholder holding the public group

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A shares may only be nominated to the Board of Directors provided that they are represented at the rate of minimum 2% of the total issued capital in the Ordinary General Assembly Meeting during which the Members of the Board are elected.

The shareholders submitted no request for representation of the minority in the management during the Ordinary General Assembly Meeting held in 2018, where the accounting and activities for 2017 were discussed. Also, there is no company, with which no relationship based on mutual interests is available and cumulative voting method is not specified under the Articles of Association.

6. Right of Dividend

The principles for determination and distribution of the distributable profit within the organization of the Incorporation are regulated in the article no: 36 of the Articles of Association. There is no privilege in respect of participation to the profit.

General Assembly determines the time and method of payment of the profit, by taking into account the communiques of the CMB. Accordingly, profit distribution policy of the Incorporation has been determined by taking into account the strategical targets, growth trend and financial needs of the Incorporation as well as the expectations of the shareholders in accordance with the Turkish Commercial Code, the Capital Market Law, relevant legal regulations and the provisions set out in the Articles of Association and such policy is available on the website of the Investor Relations of the Incorporation and in the annual report of the Board of Directors. Profit distribution policy includes clearly any minimum details in such a manner that will enable the shareholders to estimate the procedures and principles for distribution of the profit to be obtained by the Incorporation in the following periods and is based upon the adoption of a balanced policy between the interests of the shareholders and that of the Incorporation.

The proposal of the Board of Directors of the Incorporation, as regards the revision of the Profit Distribution Policy of the Incorporation, was approved by the General Assembly at the Ordinary General Assembly Meeting, dated 04.04.2016 and the updated policy is available on the web site of Investor Relations of the Incorporation.

According to the consolidated financial statements belonging to the accounting period of 01.01.2017-31.12.2017 prepared in accordance with the International Financial Reporting Standards within the framework of the provisions of the Communiqué of the CMB Serial: II, and Number: 14.1 and audited by Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., net gain for the period is TRY 639,000,000. On the other hand, according to the legal books (under the provisions of Turkish Tax Procedure Law) the net loss of the period is TRY 2,869,492,938 and previous years' loss account has a balance of TRY 7,142,969,041. Accordingly, it has been decided, in the Ordinary General Assembly Meeting dated 04.05.2018 that, the loss amount according to the legal books will be transferred to previous years' loss account. As there will not be any distributable profit (according to the legal books), the net gain of TRY 639,000,000

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(according to IFRS) will be transferred to the previous years' gain account and that no profit distribution to the shareholders of the Incorporation shall be distributed for the year of 2017.

7. Transfer of Shares

The shares held by the foreign shareholders may not exceed 40% of the total issued capital of the Incorporation, as per the Article 6 of the Articles of Association of our Incorporation, regarding “Shareholders Nature”. In calculating the rates of the shares held by the foreigner shareholders, the rate of foreign shareholding in the shares held by the shareholder holding Group A shares which are not open for public will be taken into consideration as well.

As per the article no: 7 of the Articles of Association, as regards the transfer of shares, the transfer of shares shall be subject to the provisions set out in TCC, Capital Market Regulations and Civil Aviation Regulations and no provision, which would obstruct the free transfer of shares by the shareholders, is available in the Articles of Association of our Incorporation.

The nature of shareholding and any matters concerning the transfer of shares are specified in the relevant sections of the Articles of Association, along with the implementation principles and the reasons thereof and are available on the website of Investor Relations of the Incorporation.

PART II – PUBLIC DISCLOSURE AND TRANSPARENCY

8. Disclosure Policy

A Disclosure Policy was established by the Board of Directors of the Incorporation in an effort to determine the general principles and procedures as regards any information to be shared with the shareholders, investors, other participants of the capital markets and any other relevant stakeholders and as regards the method, frequency and means to be used, while sharing such information as well as regarding any public disclosures, in accordance with the Material Events Communique of CMB and Corporate Governance Communique, the relevant provisions of TCC and the regulations of Borsa Istanbul (BIST).

In respect of implementation of the disclosure policy, it is essential to inform all stakeholders, including the shareholders, investors, employees and customers, about any information, events and developments, which might affect the investment decisions of the investors, on equal terms in a timely, accurate, complete, understandable and readily manner, so as to be accessible at the lowest cost.

In this context, 69 Material Disclosures were made by our Incorporation in 2018 and no request for additional disclosures for such Material Disclosures was submitted by CMB and BIST. Our Incorporation paid attention to deliver any material disclosures to investors, savers, institutions and organizations in a simultaneous, timely, understandable accurate, interpretable and full manner.

TURKISH AIRLINES CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

The power and responsibility for monitoring, supervising and improving the disclosure policy of our Incorporation belongs to the Board of Directors. Any amendments to be made in the disclosure policy shall take effect upon the approval of the Board of Directors and be published on the website of the Incorporation.

9. Corporate Website and Its Contents

Corporate website of our Incorporation is www.turkishairlines.com and the website of Investor Relations, which is also accessible through the corporate website, is investor.turkishairlines.com and both websites have English versions. Any information on the corporate and Investor Relations website of the Incorporation is identical to and/or consistent with the disclosures made in accordance with the relevant provisions of the legislation and contains no contradictory or incomplete information.

The website of Investor Relations contains current Shareholding Structure, last version of the Articles of Association along with the TTSG on which any amendments were published, the agenda of the General Assembly, the form for voting by proxy, the list of the participants, additional/supplementary information and minutes of the meeting, annual reports, financial statements, business activity data, Incorporation presentations, Corporate Governance Principles Compliance Reports, information about the Board of Directors and Committees, Material Disclosures, Press Releases, Code of Ethics, Policies (Profit Distribution Policy, Disclosure Policy, Pricing Policy, Donation Policy), details of the transaction with the associated parties, share details, analyst details, independent auditor details, Trade Registry Gazette details, contact details and frequently asked questions, including any matters specified under the Corporate Governance Policies.

Any information available on the website of Investor Relations are also prepared in English, in such a way to be exactly the same as the Turkish version, for the purpose of enabling international investors to benefit from such information. Investors are able to convey their opinions and suggestions to the Investor Relations Department via the relevant form under the heading “Opinions and Suggestions” available on the website of Turkish Airlines Investor Relations. The investors are redirected to the e-mail address “ir@thy.com” in order to deliver any inquiries under the heading “Contact”. In addition, any persons/institutions, signing up the distribution list through the website, can be informed of any up-to-date operational and financial disclosures by e-mail.

The content, which is required to be available on the website in a dedicated way pursuant to the “Regulation on the Websites to be Established by Equity Companies”, dated 31.05.2013, of the Ministry of Customs and Trade, is accessible through the link “Information Society Services” available on the home page of the website of the Incorporation.

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10. Activity Report

The activity report of our Incorporation is prepared in such a way to allow the public access to complete and accurate information about the activities of the Incorporation and contains all information specified under the relevant regulations and Corporate Governance Principles.

PART III – STAKEHOLDERS

11. Disclosures to Stakeholders

In addition to those specified under the statutory regulation and material disclosures, any other information and disclosures in relation to the Incorporation, which are considered to concern any other stakeholders, are also disclosed in a timely and explanatory manner through the most appropriate means of communication. Shareholders and participant of capital markets as well as the suppliers, financial institutions and all other stakeholders are informed continuously through the press releases, annual reports, sustainability reports, website and the applications available under the Disclosure Policy of the Incorporation. Announcements are made through the internal arrangements in order to inform the employees about the general practices and activities of the Incorporation and the Intranet of the Incorporation is actively used and also the periodical “Empathy”, which is an internal communication publication, is published on a monthly basis. Communication channels of the Incorporation have been established in a way to be accessed by any and all stakeholders and the contact details were also published on the website of the Incorporation.

“UP” mobile application developed in order to ease the employees’ daily lives, is the most active channel used in our Incorporation, and currently has 32.000 users. Thanks to the application, the employees can access information of load factor of any flight, discounted brands special to employees, transportation services and food menu, smart address book, employees’ birthdays, surveys, opinions and suggestions delivery through their mobile devices.

Stakeholders may, at all times, contact the Corporate Governance Committee or Audit Committee via the Department of Investor Relations or directly via the channels such as e-mail, mail, phone, etc. In case of conflicts of interest between the stakeholders or in case of inclusion of any stakeholder in more than one interest group, a balanced policy is followed in order to protect the rights possessed as much as possible and it is aimed at protecting each right independently.

12. Stakeholders’ Participation in Management

Management meetings, in which domestic and international managers and senior executives of the Incorporation participate, are held within the organization of the Incorporation on regular basis every year, in addition to the meetings in which the suppliers, domestic and international sales

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agencies, sales organizations of the Incorporation and personnel holding various positions participate regularly and an exchange of opinions in relation to the workshops and panels is achieved during such meetings.

Moreover, a suggestion system is implemented within the Incorporation and the employees submit their suggestions for improvement and development with respect to any matter in relation to the Incorporation through such system and any suggestions deemed appropriate are implemented. Also, the Incorporation pays attention to the opinions and suggestions of all stakeholders as well as the surveys for customer satisfaction.

13. Human Resources Policy

The Incorporation has in place a Human Resources Policy, which has been determined by the Board of Directors and any and all actions for sub-departments and all personnel, which are organized based on the processes, are carried out in accordance with the regulations. The principle for equal opportunities for the persons with equal requirements is adopted during recruitment and career planning processes. The procedures and principles of recruitment processes of our Incorporation are specified under the General Employment Procedure of the Incorporation and in the employment process charts. The processes vary according to the work groups as cockpit crew, cabin crew, internal staff and external staff. The procedure outlines the information about the departments having responsibilities at each stage, the announcement criteria, process flows and management of personnel records. The procedures and principles of the Performance Assessment System, which is implemented within the Incorporation, as well as the performance assessment criteria are set out in the Performance Management System Manual of the Incorporation and is accessible to any and all employees via the intranet of our Incorporation. Any initiatives to improve and extend the Performance Management System are now ongoing.

The relations with the employees are carried out through the Personnel Relations Supervisor's Office. This office is responsible for improving the communication with the employees, measuring the employee loyalty/satisfaction on a yearly basis, and reporting on department basis, taking actions to increase employee satisfaction and motivation, following the trends that boost the motivation with benchmark studies and implementing them within the Incorporation and carrying out any announcements in relation to the employees. All measures are taken in order not to discriminate based on race, religion, nationality and gender and in order to protect the employees against any physical, mental and emotional abuses. In 2018, 245 reports were received from the employees of our Incorporation through the Ethical Way, which is the designated authority to apply. These reports included the matters such as employee-employee, employee-manager communication problems and criticism about the general practices of the organization and working conditions. The task definitions of the employees of our Incorporation are regularly published on the intranet page of Turkish Airlines. All employees can access the task definition via the intranet page of Turkish Airlines.

On the other hand, most of the employees of our Incorporation is a member of the labor union.

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The relations between the employees and the employer, at each level, with respect to the Collective Bargaining Agreement and any matter concerning the staff, are conducted in the most efficient manner and in a manner to obtain result, through the agency of the representatives and union executives assigned by the labour union, in numbers and proportions specified in the legal legislation. All employees get fair treatment in terms of the rights granted and also training programs are conducted to improve their skills, knowledge and experience. The employees are provided with a safe working environment and conditions, both in Turkey and overseas.

14. Code of Ethics and Social Responsibility

Carrying on its activities in accordance with its identity as the flag carrier, our Incorporation pays utmost attention to act sensitively towards its social responsibilities while performing its activities and guides and encourages its subsidiaries accordingly. Code of Conduct Manual of the Incorporation was created by the Board of Directors in accordance with the Corporate Governance Principles and published on the website of the Incorporation. In addition, The Ethic Committee procedure coded as PR.10.32.084 has been updated and gone into operation on 26.10.2017. The Code of Conduct of the Incorporation covers fundamental principles and values of ours as well as various matters such as compliance with the regulations, anti-bribery, anti-corruption and anti-competition, etc. Our employees learn about the Code of Conduct and are informed about the Corporate Code of Conduct Manual of the Incorporation as they commence to work within the Incorporation. Therefore, it is ensured that the employees act respectfully towards the laws, ethical values, social norms and environment in terms of their words and behaviors in line with the generally-recognized principles in business life. For this purpose, The Code of Conduct and The Ethic Committee trainings are assigned to Incorporation employees to enhance their awareness about The Code of Conduct. In addition, the Ethical Way, which is an Ethical Reporting Line, established within the Incorporation, is a reporting system created in order to ensure that all kinds of acts that are contrary to the corporate principles, with respect to the discrimination, bribery, conflict of interests and anti-competitive practices, are reported by the employees of Turkish Airlines, on anonymous way. The Ethical Way, managed by a fully independent third party company, is a line specific to the questions and/or reports of the employees of Turkish Airlines, as regards to the ethical issues. The Ethic Committee, consisting of four board members and one chairman, which is in charge of dealing with such applications, hears each personnel in relation to the application submitted to the Ethical Way and receives the opinions of the relevant departments in the light of studies that is carried out by members of the Subcommittee before it submits its advisory decisions or proceeds administrative act about the personnel.

Our Incorporation carried out various activities in the fields of humanitarian aid, sport, science-technology and culture in 2018. As in 2017, the support for Somalia continued in 2018. After carefully evaluating the needs, the necessary supplies have been provided for the selected orphanages. As a result of the Somalia Cataract Project, hundreds of people suffering from visual loss due to cataract disease, were treated in Somalia. In addition, the packages of clothes prepared within the framework of the sister cities -Somalia and Galkayo, were sent to the children in need in the orphanages.

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Following the humanitarian crisis in which more than 1 million Rohingya were affected, projects initiated in 2017 continued into 2018.

Within the scope of our agreement with the Turkish Red Crescent, our support for the transportation of aid materials, blood/blood supplies and travel aid teams continued.

In order to increase the interest of children and young people in scientific research in Turkey and to support their activities in the field of technology and innovation, Turkish Airlines supported various educational associations, sponsored science festivals and provided transportation support to hundreds of students participating in different competitions on science and technology in Turkey and abroad.

Having sponsored sporting events all over the world, Turkish Airlines is carrying out various activities to integrate disabled individuals into sports activities more. In this context, the sponsorship agreement with the “Physically Disabled Sports Federation” continues.

Finally, Turkish Airlines, as the transportation sponsor of the project “Biz Anadoluyuz” started in the year 2017 and continued in 2018, has been contributing to live and learn process of thousands of students in the field of culture, history and common values by means of organizing excursions from our eastern cities to western cities and vice versa within the scope of the project.

All kinds of actions are taken in order to ensure customer satisfaction with respect to the marketing and selling the services of the Incorporation. And any requests from the customers as regards the services they purchase are satisfied rapidly. The Incorporation complies with the quality standards with respect to the services it renders. Attention is paid for the confidentiality of any details about the customers and suppliers, within the framework of trade secrets.

PART IV – BOARD OF DIRECTORS

15. Structure and Composition of the Board of Directors

The Board of Directors of our Incorporation manages and represents the Incorporation, primarily by observing the long-term interest of the Incorporation and optimizing the risk, growth and yield balance with the decisions it takes, with a rational and tactical risk management approach. Our Board of Directors sets strategic targets of the Incorporation, determines the required work force and financial resources and audits the performance of the management.

Board of Directors consists of nine members appointed by the General Assembly. It is obligatory to appoint 8 members of the Board of Directors, by electing amongst the candidates nominated by the Group A shareholders having highest votes, and to appoint one member by electing amongst the candidates nominated by the Group C shareholder. Minimum six members of the Board, including the member representing the Group C shares, must be Turkish Citizens. The term of office for the Board Members is two (2) years as per the Article 10 of the Articles of Association. The General Assembly may discharge the Members of the Board before the expiry of their term

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of office. The Members of the Board, whose term of office is expired, may be reappointed.

Three members of the Board are assigned to serve in the Executive Committee while other six members are non-executive members. Three of the non-executive members serve as Independent Board Members, as set out in the Corporate Governance Principles of CMB. Due to the dynamic nature of the aviation industry, it would be more favorable in terms of uniformity, if the Chairman of the Board and the Executive Committee is the same person. Therefore, the Chairman of the Board and the Executive Committee of our Incorporation is the same person. CEO is not the Chairman of the Board. No individual member has unlimited decision-making power at the Incorporation since all strategic and managerial decisions are taken by the Executive Board by majority of votes.

Although the Board of Directors does not have a specific target in terms of the ratio of female members, the Board of Directors had one female member as of 2018. Significant changes made in the structure of our Board of Directors in 2018, are listed below.

- Mrs. Arzu Akalın and Mr. İsmail Gerçek resigned from their office as Member of the Board of Directors at the Ordinary General Assembly dated 04.05.2018.
- Due the resignation of Mr.İsmail Gerçek from the Member of the Board, the Board of Directors has decided to appoint Mr.Mithat Görkem Aksoy as the Member of the Board, until the the approval of the next General Assembly in accordance with our Incorporation's Articles of Association, Article 10.
- Due the resignation of Ms. Arzu Akalın from the Member of the Board, the Board of Directors has decided to appoint Ms.Fatmanur Altun as Member of the Board, until the approval of the next General Assembly in accordance with our Incorporation's Articles of Association, Article 10.
- Upon Board of Directors' decision dated 04.05.2018, related to the Independent Board Member Nominee, Ms. Fatmanur Altun has been approved by the Capital Markets Board letter dated 25.05.2018, as Independent Board Member.
- Due to the resignations of Ms. Arzu Akalın, Chairman of Corporate Governance Comittee and Mr. İsmail Gerçek, Member of Corporate Governance Comittee, the Incorporation has decided to appoint Ms.Fatmanur Altun as the Chairman of Corporate Governance Comittee upon the Independence Board Member Approval of Capital Market Board and Mr.Mithat Görkem Aksoy as the Member of Corporate Governance Comittee.

Information regarding the Members of the Board as of 31.12.2018 is given below and the majority of the Members of the Board are non-executive members, in accordance with the Corporate Governance Principles of CMB:

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Name	Position	Start of Office	Status	Other Committee Roles
M. İlker Aycı	Chairman of the Board of Directors	04.04.2014	Non-Independent	Executive Committee /Chairman
Bilal Ekşi	CEO, Deputy Chairman of the Board of Directors and the Executive Committee	21.10.2016	Non-Independent	Executive Committee / Deputy Chairman
İsmail Cenk Dilberoğlu	Member of the Board	06.04.2015	Non-Independent	Executive Committee / Member
Prof. Dr. Mecit Eş	Member of the Board	29.03.2013	Non-Independent	
Orhan Birdal	Member of the Board	09.06.2017	Non-Independent	Corporate Governance Committee / Member
Mithat Görkem Aksoy	Member of the Board	04.05.2018	Non-Independent	Corporate Governance Committee / Member
Ogün Şanlıer	Member of the Board	06.04.2015	Independent	Early Identification of Risks Committee / Chairman, Audit Committee / Member
M. Muzaffer Akpınar	Member of the Board	24.04.2007	Independent	Audit Committee / Chairman, Early Identification of Risks Committee / Member
Fatmanur Altun	Member of the Board	04.05.2018	Independent	Corporate Governance Committee / Chairman

Information, regarding the executives who held office as a Member of the Board in 2018, but are no longer in office as of 31.12.2018, are given below.

Name	Position	Start of Office	Status	Other Committee Roles
İsmail Gerçek	Member of the Board	08.04.2011	Non-Independent	Corporate Governance Committee/Member
Arzu Akalın	Member of the Board	04.04.2014	Independent	Corporate Governance Committee / Chairman

The resumes of the Members of the Board and other roles they assume outside the Incorporation are available in the section “Board of Directors” of the Activity Report and under the Corporate Governance section of the website of Investor Relations of our Incorporation. The Statements of Independence of the Independent Members were submitted to the Public Disclosure Platform and given in the appedices. No circumstance, which would remove the independency, occurred as of the relevant activity period.

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16. Principles of Operation of the Board of Directors

The activities of the Board of Directors of our Incorporation are regulated in the article no: 14 of the Articles of Association and;

The Board of Directors convenes as required by the business and in any case at least once a month. The venue of the meeting is the head office of the Incorporation. Meeting can be held anywhere else upon the decision of the Board of Directors. The activities to be discussed at the meetings should be determined as an agenda and the members of the board should be informed of such agenda prior to the meeting. The Chairman of the Board sets the agenda of the meetings of the Board of Directors in consultation with other board members and the CEO. The Members pay utmost attention to attend each meeting and submit opinions during the meetings. Invitation for the meetings of the Board of Directors and any information and documents in relation to the agenda items are submitted to the members at least three days before the date of the meeting, for the purpose of ensuring the equal flow and distribution of information. Opinions of any members who cannot attend the meetings, but present their opinions to the Board of Directors in writing, are submitted to the information of other members.

The Board of Directors convenes upon the attendance of at least six members. The Board of Directors takes its resolutions with the favorable vote of at least five members. Any member, who fails to attend four consecutive meetings or six meetings in total within a period of one year, without being deemed to be on leave by the Board of Directors or without any justified reason, shall be considered to have resigned.

Each Member of the Board is entitled to one vote. Any matters to be valid, provided that the Members of the Board of Directors, representing the group C shares, attend the meeting and cast a favorable vote, are provided in “5. Voting Rights and Minority Rights” of this report.

Agenda items are discussed explicitly and in all aspects during the Meetings of the Board of Directors.

The Chairman of the Board makes his/her own best efforts to ensure the efficient participation of non-executive members to the Meetings of the Board of Directors. Any opposing votes cast by the Members of the Board of Directors are also recorded in the resolution book with their reasonable and detailed justifications.

The Members of the Board spares sufficient time for the activities of the Incorporation. In the event that any Member of the Board serves as an executive or a Member of the Board at any other company or that he/she provides any other company with a consultancy service, then such situation will not lead to a conflict of interest nor will it hinder his/her duty within the Incorporation. Therefore, the fact that the Members of the Board carry out any duty or duties outside the Incorporation is not subject to certain prescribed rules or otherwise restricted.

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In 2018, 52 Meetings of the Board of Directors were held and 300 resolutions were taken. In respect of such meetings, there are no associated party transactions or any material transactions, which were discussed in these meetings and not approved by Independent Board Members and required to be submitted to the approval of the General Assembly.

The Board of Directors plays a leading role in establishing an effective communication between the Incorporation and shareholders and in settling and resolving the disputes, which might be experienced and collaborates closely with the Corporate Governance Committee and Investor Relations Department for such purposes.

An Executive Liability Insurance, covering any damages/losses requested from the executives due to any failure in fulfillment of their responsibilities by paying utmost attention and care as expected from them, and due to any error, negligence or failure during the performance of their duties, has been maintained by the Incorporation and the amount of insurance coverage is 25 Million US Dollars.

17. The Number, Organization and Independency of Committees of the Board of Directors

Following committees were established within the Board of directors in accordance with TCC and CMB regulations in order to ensure that Board of Directors fulfills its duties and responsibilities properly.

Also a Nomination Committee or Remuneration Committee were not established in 2018 and Corporate Governance Committee was adopted to carry out such duties, as well. The Members of the Audit Committee, Corporate Governance Committee and Early Identification of Risks Committee were determined by the Board of Directors and disclosed to the public. The fields of duty and working principles of such committees were also determined by the Board of Directors. All kinds of sources and supports, required for the performance of duties by the committees, are provided by the Board of Directors.

The Chairman of the Executive Committee and the CEO do not assume any duty at the committees at our Incorporation. Although attention is paid not to assign any Member of the Board in more than one committee, Mr. Ogun Şanlıer, one of the members of the Board of Directors, serves as both the Chairman of the Early Identification of Risks and as a Member of the Audit Committee and Mr. Mehmet Muzaffer Akpınar, one of the Members of the Board of Directors, serves as both a member of the Early Identification of Risks and as the Chairman of the Audit Committee, since the chairmen of three committees which were established within the Board of Directors and the Members of the Audit Committee are required to be elected among the Independent Members of the Board of Directors.

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Turkish Airlines, Inc.

Corporate Governance Committee

Chairman: Fatmanur Altun

Members: Orhan Birdal, Mithat Görkem Aksoy, Kadir Çoşkun (Investor Relations Manager)

Corporate Governance Committee, reporting directly to the Board of Directors, supports and assists the Board of Directors by carrying out activities for compliance of the Incorporation with the internationally recognised Corporate Governance Principles and determination of the Members of the Board of Directors and senior executives and for assessment of remuneration, reward and performance and career planning as well as for investor relations and public disclosures. Corporate Governance Committee reviews and assesses the systems and processes established or to be established by the with respect to the implementation of the managerial practices ensuring the increase of performance of the Incorporation and submits its opinions in this respect and also observes the activities of the Investor Relations Department. Corporate Governance Committee submitted one written report to the Board of Directors, in 2018.

Turkish Airlines, INC.

Audit Committee

Chairman: Mehmet Muzaffer Akpınar

Member: Ogün Şanlıer

The Audit Committee, directly reporting to the Board of Directors, assists the Board of Directors by coordinating the activities to be carried out for ensuring the compliance of the Incorporation practices with the national and international laws and regulations, improving the work processes through regular audits and ensuring transparency of information. The Audit Committee is responsible for taking all necessary measures to ensure conduct of any internal and independent audits in a proper and transparent manner and carrying out any duty assigned by the Capital Market Regulations. The members of the Audit Committee are elected among the Independent Members of the Board of Directors and both members have five-year experience in audit/accounting and finance. The committee convenes at least quarterly, before the announcement of the quarterly financial results. In 2018, the Audit Committee presented six written reports to the Board of Directors.

Turkish Airlines, Inc.

Early Identification of Risks Committee

Chairman: Ogün Şanlıer

Members: Mehmet Muzaffer Akpınar

Early Identification of Risks Committee was formed and authorised by the Board of Directors in April 2014. The Committee is made up of two members and the Chairman of the Committee is selected among the Independent Members of the Board.

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Early Identification of Risks Committee;

a) carries out activities in relation to early identification of the risks threatening the existence, growth and continuity of the Incorporation as well as implementation of the relevant measures against any risks detected and management of such risks.

b) reviews the risk management systems at least once a year.

The Committee documents and keeps records of all its activities and submits an assessment report on current developments along with its opinions and recommendations to the Board of Directors every two months. The Committee convened six times in 2018 and submitted risk assessment reports to the Board of Directors.

18. Risk Management and Internal Control Mechanism

Risk Management Mechanism

In order to control potential risks in the highly competitive aviation industry and to establish sustainable growth, executing an effective risk management strategy is crucial for Turkish Airlines. The Company aims to provide reasonable assurance against possible shocks and to minimize the effects of fluctuating fuel prices, interest rates and foreign exchange rates on its cash flow together with any other possible risks resulting from its financial counterparties.

In order to determine the financial risk management strategy of the Company and to carry out the necessary actions in the scope of financial risk management, the Treasury and Risk Management Commission has been established. The Commission holds meetings on regular basis under the chairmanship of CFO and participation of SVP Finance, SVP Accounting and Financial Control, VP Treasury and all other related managers.

Within the scope of the financial risk management strategy, the Company started to implement its fuel price hedging strategy in 2009, in order to control the possible cash flow effect that may arise from the fluctuation in the oil market. Fuel price risk management strategy was updated several times over the years with the experience gained. In line with market conditions, Turkish Airlines chooses the most suitable derivative instrument among swap, zero-cost collars and premium-paid options in order to minimize the fuel price risk.

In order to minimize the foreign exchange risk, Turkish Airlines gives priority to the natural hedging methods by contract management. In this regard, the basis currency for all contracts are determined to equilibrate the income and expense in each currency. In addition to natural hedging strategy, Turkish Airlines developed and started to implement a FX risk management strategy in 2013. This strategy was updated in 2015 and 2018, in line with the market developments and experienced gained.

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In accordance with the FX risk management strategy, Turkish Airlines aimed to hedge its short USD and TRY position by using its long EUR position. Such that, Turkish Airlines currently uses the most convenient derivative instrument based on the market conditions among forward and zero-cost option collars to manage the fluctuations in FX rates. Furthermore, in order to increase the effectiveness of natural hedging, the ticketing currency of international flights originated from domestic airports was changed from EUR to USD in 2015, so the need for derivative products was reduced.

Turkish Airlines is exposed to financial risk arising from the fluctuations in the interest rates, by nature of the aviation industry and its operations. Monitoring and analysis of the interest rate market, preparation of indebtedness structure, sensitivity to changes in interest rates, weighted average maturity analysis and follow-up of possible cost changes due to interest rates are carried out on a regular basis within the scope of interest rate risk management. Besides, derivative instruments are used for a portion of the debt, to either by fully fixing the interest rate liabilities at a certain level or keeping it within a certain band until the maturity.

Also, sustaining a healthy liquidity structure and cash management is so critical issue for airlines due to nature of the sector. For that purpose, Turkish Airlines prepares prospective cash flow projections on monthly basis and the required minimum cash amount is determined based on this analysis. By the help of monthly projections, necessary action plans are scheduled in order to prevent the cash amount falls below this level. Realized and forecasted cash flows are strictly tracked and analyzed by the Treasury and Risk Management Commission.

Various measures are also taken in order to minimize the possible loss that will come up in case of default of the financial counterparties. In this context, main practice of Turkish Airlines is to apply a fair methodology to evaluate all counterparties in deposit and derivative transactions with equal and objective criteria and to reduce the long-term counterparty risk. In particular, specific agreements are signed with the counterparties against the credit risk that may arise as a result of the derivative transactions. All transactions are made within certain limits with each counterparty and these limits are monitored and updated dynamically.

Internal Control Mechanism:

Our Incorporation has an Inspection Board to inspect the Incorporation's activities and efficiency of the corporate governance, risk and control processes in a systematic and disciplined approach, to advise and provide assurance on the efficiency and effectiveness of such processes and submit opinions and recommendations in this respect.

To that end, the Audit Board reports to and advises senior management to ensure;

» The conduct of the Incorporation's activities in accordance with the statutory and internal regulations of the Incorporation, agreements and defined strategies, policies and targets,

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- » Good governance, effective management of internal control and risk processes,
 - » Effective and efficient use of the resources of the Incorporation,
 - » Provision of reliable, consistent and updated data,
 - » Continuous improvement of the divisions and processes,
 - » Improvement of the quality of the Incorporation's services to ensure highest customer satisfaction level,
 - » Effective communication of the information obtained during the audits to the relevant units of the organization,
 - » Ensuring coherence and coordination between the divisions,
 - » Detection of any faults, frauds and misconducts which might lead to a loss of income and assets of the organization and implementation of necessary actions,
- and follows up whether the findings and recommendations in the report are fulfilled.

19. Strategic Targets of the Incorporation

An Operating Budget, covering the operational and financial plans regarding the next 1-year activity period and a Business Plan, covering the 10-year operational and financial plans, that give detailed information about the first five years, while giving macro information about the second five years, are prepared within the participation of all units and discussed in detail, finalized and approved during the budget meetings in which the top management and the Board of Directors attends.

In addition, the Strategic Targets, which include the off-budget, long-term targets of the Incorporation, such as the market share, customer satisfaction and brand equity as well as the annual Corporate Objectives, which will help to achieve these targets, are determined according to the Target management Procedure.

The responsible persons/managers are assigned to the relevant units in accordance with the General Instruction On Responsible Units Of Company Objectives and target achievements are monitored regularly through the Corporate Performance Monitoring System and reported to the Board of Objectives' Status that convene quarterly. Chaired by the CEO, this Board reviews the level of accomplishment of the targets, by taking the performance of previous periods into account, as well, and therefore the deviations in the objectives, if any, are identified and necessary actions are taken.

The Board of Directors approves the strategic targets set by the managers of our Incorporation and continuously and effectively reviews the level of accomplishment in such targets as well as the activities and previous performance of the Incorporation. In doing so, the Board always strives to

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ensure compliance with the international standards and takes immediate and proactive actions, where necessary.

In order to monitor the strategic targets and previous performance of the Incorporation, reports are submitted to the Board of Directors, including

i) A summary as regards the up-to-date financial and operational status of the Incorporation and budget deviations, at every Board Meeting and,

ii) Informative presentations on the assessments of the performance of the Incorporation for the previous period, the rate of accomplishment of its annual corporate targets, the reasons for deviations, if any, and cost analyses, following the announcement of quarterly financial results.

Necessary measures and actions are determined based on these assessments and the budget and business plan are revised, if necessary.

20. Financial Rights

Any rights, benefits and remuneration provided to the members of the Board and senior management of our Incorporation as well as the criteria used to determine such rights, are set out in our Corporate Remuneration Policy, which is published on the website of the Investor Relations, as well.

The remuneration of the Members of the Board of Directors is discussed as a separate item on the agenda of the General Assembly Meeting. No payment plan based on dividends, stock options or the performance of the Incorporation is used for the remuneration of the Independent Members of the Board of Directors. The Incorporation may not lend money or extend credit to any member of the Board of Directors.

Net wage is paid to the members of the Executive Committee and the Board of Directors. Bonus payment is paid but honorarium is not given. Moreover, a gross bonus payment, equivalent of their net monthly wages, is made quarterly. In 2018, the sum of all financial benefits, including remuneration and bonus paid to the members of the Board of Directors, CEO and Chief Officers, was TRY 19,659,981.