# ADDITIONAL DISCLOSURES PURSUANT TO THE REGULATIONS OF THE CAPITAL MARKET BOARD OF TURKEY

The information below is the additional disclosure which must be done pursuant to the "Communiqué Concerning the Establishment and Implementation of the Corporate Governance Principles", (II-17.1) of the Capital Market Board. (CMB)

### 1. Shareholding Structure and Voting Rights:

The paid-in share capital of the Incorporation consists of 137.999.999.999 Group A shares and 1 Group C share, each with the nominal value of 1 Kurus. All shares are registered. According to the Article 10 and Article 21 of the Articles of Association of the Company; Group A shares traded at the stock market (free float) and Group C shares hold privileged voting rights regarding the nomination of the Board of Directors and Auditor Candidates.

Voting rights of our shareholders are as follows:

Shareholder	Amount of Nominal Shares (TL)	Ownership (%)	Amount of Shares (#)	Rate of Voting Right (%)
Sovereign Wealth Fund of Turkey (Group A)	677,884,849	49.12	67,788,484,857	49.12
The Republic of Turkey Prime Ministry 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

2. Any changes in the management and operational activities of the Company and major subsidiaries and affiliates of the Company realized during previous accounting period and those planned for the next accounting period to significantly affect company activities, and reasons of these changes:

There are no managerial or operational changes that has or that will substantially affect the Company's activities in the previous accounting period, or planned for the upcoming accounting periods.

Major changes in the Board of Directors of our Incorporation through the year 2016 are stated below:

Due the resignation of Assoc. Prof. Dr. Temel KOTİL from Vice Chairman and the Member of the Board on 21.10.2016, the Board of Directors has decided to appoint Mr. Bilal EKŞİ as Board Member until the next General Assembly in accordance with our Incorporation's Articles of Association, Article 10.

Mr. Ekşi was also appointed as the Vice Chairman of the Board, Vice Chairman and the Member of the Executive Committee and the CEO.

On the other hand, material event disclosures made by our Incorporation may be reached via Investor Relations website and through the following web address at <a href="https://www.kap.gov.tr">www.kap.gov.tr</a>.

# ADDITIONAL DISCLOSURES PURSUANT TO THE REGULATIONS OF THE CAPITAL MARKET BOARD OF TURKEY

#### 3. Election of the Board of Directors:

In accordance with CMB regulations, TCC and Bylaws and the principles governing the selection of Members of the Board of Directors in the Articles of Association, new members to replace Board members whose terms of office have expired accordingly shall be elected. In addition, Independent Members of the Board of Directors shall be elected in compliance with the CMB's Corporate Governance Communiqué No. II-17.1.

One third of the elected Board of Director members shall meet the independence criteria as defined in the CMB's mandatory Corporate Governance Principles.

The CVs of Board of Directors candidates and Statements of Independency for the independent member candidates are provided in the Attachment .

# 4. Information Regarding the Requests of the Shareholders for Inclusion of additional items to the Meeting Agenda:

Investor Relations Department of our Incorporation has not received any written requests from shareholders regarding the inclusion of any additional items to the agenda of the Annual General Meeting related to the fiscal year 2016.

#### 5. Amendments to the Articles of Association:

There is no amendment to the Articles of Association.

# ADDITIONAL DISCLOSURES PURSUANT TO THE REGULATIONS OF THE CAPITAL MARKET BOARD OF TURKEY

# <u>ATTACHMENT:</u> CVs OF BOARD OF DIRECTORS CANDIDATES AND INDEPENDENT MEMBER CANDIDATES STATEMENTS OF INDEPENDENCY

#### M. İlker AYCI

Born in Istanbul in 1971, M. İlker Aycı graduated from Bilkent University's Department of Political Science and Public Administration in 1994 and went to the UK to work as a researcher at Leeds University's Department of Political Science in 1995. In 1997, he graduated from the International Relations Masters program (English) in Marmara University.

Starting his career in 1994, Mr. Aycı held a variety of roles at Kurtsan İlaçları A.Ş., Istanbul Municipal Authority and Universal Dış Ticaret A.Ş. He was also assigned as the General Manager of Başak Sigorta A.Ş. between 2005 – 2006, the General Manager of Güneş Sigorta A.Ş between 2006-2011 and the President of The Investment, Support and Promotion Agency of Turkey between 2011-2015 and he was the Vice President and President of the World Association of Investment Agencies between 2013 -2015. He has been performing the duty of the Turkish Airlines Inc. Chairman of the Board and the Executive Committee since April 2015.

Besides, Mr. Aycı holds numerous positions at the following organizations such as the Insurance and Re-insurance Association of Turkey, the Turkish-Chinese Business Council in Foreign Economic Relations Board, Vakıf Emeklilik A.Ş, Güneş Sigorta Sports Club (2008 European Challenge Cup champions) and the Turkish Airlines Sports Club. Mr. Aycı speaks English and Russian.

### Bilal EKŞİ

Born in 1968 in Rize, Bilal Ekşi graduated from Yıldız Technical University, the Department of Electronics and Communications Engineering in 1989.

Starting his career in 1989, Mr. Ekşi worked as an Electronics and Communications Engineer at Turkish State Railways and thereafter, he was assigned to the position of Workshop Manager at Istanbul Ulasim A.S., and he played an active role in realization of significant transport projects.

As the Head of Overhaul Workshops at Turkish Airlines Inc., Mr Ekşi carried out the duty of maintenance of aircraft engines, landing gears and all components between 2003 and 2005. In 2005, he has been assigned as the Chief Ground Operations Officer at Turkish Airlines Inc. Mr. EKŞİ accomplished significant projects, particularly in improvement of the on-time departure performance during his tenure.

Having served as the Chief Production Officer at Turkish Technic in 2008 and 2009; and as the General Manager of Cyprus Turkish Airlines as part of the reorganization of Cyprus Turkish Airlines in 2010; and as the Executive Vice President at "Turkish Engine Center (TEC)", established by the Joint Venture of Pratt Whitney, the American Engine manufacturer, and Turkish Technic Inc. between 2010 – 2011; Mr. Ekşi was assigned as the Director General of Civil Aviation in April 2011.

During his tenure as the Director General of Civil Aviation, Turkey has been reelected as a member of Council of International Civil Aviation Organization (ICAO) 66 years later its pervious membership and has become one of the 36 members in ICAO's decision-making platform.

# ADDITIONAL DISCLOSURES PURSUANT TO THE REGULATIONS OF THE CAPITAL MARKET BOARD OF TURKEY

#### İsmail Cenk Dilberoğlu

Born in İstanbul in 1975, İsmail Cenk Dilberoğlu graduated from Marmara University, Faculty of Law. From 1999 to 2003 he worked as a lawyer in his own office which is located in İstanbul, Cağaloğlu. Since 2003, he has been giving legal consultancy to companies in the field of commercial law, company law, tax law, execution and bankruptcy law, within a partnership structure called "Kollektif Hukuk Bürosu". In 1999, he was appointed as a member of the Board of Trustee of Ensar Vakfı and acted as the Vice Chairman until 2011 and since then he has been serving as the Chairman of the Board of Trustee of Ensar Vakfı. Mr. Dilberoğlu is married with three children.

#### İsmail GERÇEK

Born in Çan, Çanakkale in 1963, Mr. Gerçek graduated from Ankara University, Faculty of Political Sciences, Public Administration department in 1985. He studied economics and received his MA studies in money & banking in USA between 1992 and 1994. He still continues his Doctorate thesis studies in Istanbul University in Financial Law. His career began in the position of assistant inspector at the Ministry of Finance Review Committee in 1985. Until 1998 he worked as a finance inspector and finance inspector general. From 1995-1997 Mr. Gerçek was deputy assistant District Treasurer in Istanbul. He also served as a member of the Audit Committee in TEKEL, Turkish Football Federation and Joint Funds Bank Inc. Pursuing his career as a chartered accountant and Independent Auditor, Mr. Gerçek is a member of the Audit Committee of Participation Banks Association of Turkey and Chairman of the Board of Trustees at Fatih Sultan Mehmet Foundation University.

#### Prof. Dr. Mecit EŞ

Prof. Dr. Mecit Eş, born in 1953 in Samsun; received his degree from the Istanbul University School of Economics in 1974. Having held several offices, he commenced his academic projects and received his Doctorate in 1985. He became Associate Professor in 1990 and Professor in 1996. And having then worked at Dumlupınar University from 1992 and 2012, Mr. Eş continues his academic studies as a Professor of the Academy of Commercial Sciences at Istanbul Commerce University. He has published many books and articles, and is married with three children.

### Mehmet BÜYÜKEKŞİ

Mr. Büyükekşi has born in 1961 at Gaziantep, Turkey. He graduated from the Faculty of Architecture at Yildiz Technical University at 1984. He attended a number of Business Administration courses at Marmara University. He also have taken Management and Advanced English trainings at the United Kingdom during 1988. Mehmet Büyükekşi is currently serving as the Chairman of Turkish Exporters Assembly (TIM), council member of İstanbul Chamber of Commerce, as well as a Member of the Board of the Export Credit Bank (EXIMBANK) of Turkey, Turkish Airlines Inc., B20 Turkey Executive Committee, İstanbul Development Agency, İstanbul Leather and Leather Products Exporters' Association (IDMIB) and the board of Ziylan Group. He is also deputy chairman and executive committee member of Foreign Economic Relations Board (DEIK). He previously served as a Member of the Board of the Turkish Leather Foundation (TURDEV), TOBB-BIS Organized Industrial and Technology Regions, TOBTIM International Business Centers, Turkish Do&Co, and Chairman of the Turkish Shoe Industrialists' Association (AYSAD). Between 2000-2006, he was the Chairman of the Istanbul Leather and Leather Products Exporters' Association (IDMIB) and between 1997-2008 he has founded and has been the Chairman of the Turkish Footwear Industry Research, Development and Education Foundation (TASEV). Mr. Büyükekşi speaks English. Mr. Büyükekşi is married with three children.

# ADDITIONAL DISCLOSURES PURSUANT TO THE REGULATIONS OF THE CAPITAL MARKET BOARD OF TURKEY

# Ogün ŞANLIER Independent Member of the Board

Born in 1974, Ogün Şanlıer graduated from Marmara University, Faculty of Economics and Administrative Sciences, Public Administration in French in 1999. He served as an Export Specialist in Anadolu Isuzu Otomotiv San. Tic. A.Ş. between 1999-2001, Regional Export Manager in Feniş Dış Ticaret A.Ş. between 2002-2007. He also served in different executive positions in Metropolitan Municipality of Istanbul Department of Subsidiaries Halk Ekmek A.Ş. between the years of 2007-2013. He was been performing the Duty of the Chairman of the Board of İstanbul Medya Akademisi A.Ş. Mr. Şanlıer can speak English, German and French and is married with two children.

# Muzaffer AKPINAR Independent Member of the Board

Born in 1962, Mr. Akpınar graduated from Saint-Michel French High School and the Bosphorus University Department of Management Science. His professional career commenced in 1986 when he became the founder shareholder of Penta Textile. In 1993 he was appointed CEO of KVK Mobil Telefon Hizmetleri A.Ş.. Subsequently, Mr. Akpınar served as the CEO of MV Holding A.Ş. and played an active role in the creation of Fintur Holding BV. Between the years of 2002 and 2006, Mr. AKPINAR served as the CEO of Turkcell. He remains an entrepreneur and investor in the fields of renewable energy, technology, chemicals and construction. Mr. AKPINAR is married and has two children.

# Arzu AKALIN Independent Member of the Board

Ms. Arzu Akalın was born in Germany in 1973. Completing part of her education in Germany, she was graduated from İstanbul Vefa Poyraz High School and İstanbul University Faculty of Law. She was graduated from İstanbul University Faculty of Law, ranking first in class, during the period 1991-1995. She was specialized in patent rights in commercial law.

Ms. Akalın commenced her professional business life in 1997. After working in the field of brand and patent law in a private company for 11 years, she set up her own law office in 2010. She is a trademark/patent attorney and also has native fluency in German. Currently, she continues her studies in order to have a PhD degree in law in Germany.

# ADDITIONAL DISCLOSURES PURSUANT TO THE REGULATIONS OF THE CAPITAL MARKET BOARD OF TURKEY

I hereby declare that I run for the office of "Independent Member" of the Board of Directors of Turkish Airlines Inc. in accordance with the criteria stipulated by applicable regulations, the Articles of Association and the Capital Markets Board's Corporate Governance Principles, and accordingly that;

- a) no employment-related relationship in respect of any managerial position, whereby any substantive duties and responsibilities may be assumed, has been established between the Company and any affiliates, who either hold the control of or have any significant influence on the management of the Company, or any shareholders who hold the control of the management of the Company, or have a significant influence on the Company, or any legal persons, who hold the control of the management of such shareholders, and myself, my spouse and any of my relatives by blood and by marriage up to the second degree, within the last five years; and also that I have not held more than 5% of the capital or the voting rights or the privileged shares of the Company, either collectively or individually, or any commercial relationship which is of substantial nature has not been established; and also that;
- b) within the last five years, particularly in respect of the auditing, rating and consulting activities for the Company (including tax inspection, legal inspections and internal inspections); I have not been a shareholder (holding 5% or more of the shares), or any employee serving at any managerial positions whereby any substantial duties and responsibilities may be assumed, or a member of the board of directors, of any such company, from which the Company has procured any services or products or to which the Company has sold any services or products to a material extent in accordance with the agreements executed for such purpose; and also that;
- c) I enjoy the professional educational background, knowledge and experience to properly and duly fulfill my duties as an independent member of the board of directors, and also that;
- ç) I will not hold any full time roles at any public institutions or agencies after I was elected as a member, excluding as a faculty member at a university to the extent that it is in compliance with the applicable regulations,
- d) I am resident in Turkey according to the Income Tax Law numbered 193 dated 31/12/1960.
- e) I am strongly bound by ethical standards, and enjoy the professional reputation and experience to positively contribute to the operations of the Company, maintain my impartiality in any potential case of conflict of interest amongst the shareholders of the Company, and to make decisions freely with due consideration of the rights and benefits of the stakeholders, and also that:
- f) I will be able to allocate time for the affairs of the Company to such an extent that I would be able to fully perform and carry out the duties and tasks which I have assumed, and to follow up the functioning of the activities and operations of the Company, and also that;
- g) I have not held the office of a member of the board of directors at the board of directors of the Company for a period longer than six years within the last decade, and also that;
- ğ) I have not held office as an independent member of the board of directors of more than three of the companies which hold the control of management of the Company or the shareholders who hold the control of management of the same, and at more than five of the listed companies in total; and also that;
- h) I have not been registered and announced for the legal person which has been elected as a member of the board of directors.

Respectfully,

ARZU AKALIN

# ADDITIONAL DISCLOSURES PURSUANT TO THE REGULATIONS OF THE CAPITAL MARKET BOARD OF TURKEY

I hereby declare that I run for the office of "Independent Member" of the Board of Directors of Turkish Airlines Inc. in accordance with the criteria stipulated in the applicable regulations, the Articles of Association and the Capital Markets Board's Corporate Governance Principles, and accordingly it was resolved that the exception specified under Article 6, paragraph 2 of the Communique on Corporate Governance be applied to me, as per the letter dated 21/05/2015, numbered 29833736-1181 of the Capital Markets Board. Therefore, being exempt from Article 4.3.6, subparagraph (g) of the said Communique, I hereby declare that:

- a) no employment-related relationship in respect of any managerial position, whereby any substantive duties and responsibilities may be assumed, has been established between the Company and any affiliates, who either hold the control of or have any significant influence on the management of the Company, or any shareholders who hold the control of the management of the Company, or have a significant influence on the Company, or any legal persons, who hold the control of the management of such shareholders, and myself, my spouse and any of my relatives by blood and by marriage up to the second degree, within the last five years; and also that I have not held more than 5% of the capital or the voting rights or the privileged shares of the Company, either collectively or individually, or any commercial relationship which is of substantial nature has not been established; and also that;
- b) within the last five years, particularly in respect of the auditing, rating and consulting activities for the Company (including tax inspection, legal inspections and internal inspections); I have not been a shareholder (holding 5% or more of the shares), or any employee serving at any managerial positions whereby any substantial duties and responsibilities may be assumed, or a member of the board of directors, of any such company, from which the Company has procured any services or products or to which the Company has sold any services or products to a material extent in accordance with the agreements executed for such purpose; and also that;
- c) I enjoy the professional educational background, knowledge and experience to properly and duly fulfill my duties as an independent member of the board of directors, and also that;
- ç) I will not hold any full time roles at any public institutions or agencies after I was elected as a member, excluding as a faculty member at a university to the extent that it is in compliance with the applicable regulations,
- d) I am resident in Turkey according to the Income Tax Law numbered 193 dated 31/12/1960,
- e) I am strongly bound by ethical standards, and enjoy the professional reputation and experience to positively contribute to the operations of the Company, maintain my impartiality in any potential case of conflict of interest amongst the shareholders of the Company, and to make decisions freely with due consideration of the rights and benefits of the stakeholders, and also that:
- f) I will be able to allocate time for the affairs of the Company to such an extent that I would be able to fully perform and carry out the duties and tasks which I have assumed, and to follow up the functioning of the activities and operations of the Company, and also that;
- ğ) I have not held office as an independent member of the board of directors of more than three of the companies which hold the control of management of the Company or the shareholders who hold the control of management of the same, and at more than five of the listed companies in total; and also that;
- h) I have not been registered and announced for the legal person which has been elected as a member of the board of directors.

Respectfully,

MUZAFFER AKPINAR

# ADDITIONAL DISCLOSURES PURSUANT TO THE REGULATIONS OF THE CAPITAL MARKET BOARD OF TURKEY

I hereby declare that I run for the office of "Independent Member" of the Board of Directors of Turkish Airlines Inc. in accordance with the criteria stipulated by applicable regulations, the Articles of Association and the Capital Markets Board's Corporate Governance Principles, and accordingly that;

- a) no employment-related relationship in respect of any managerial position, whereby any substantive duties and responsibilities may be assumed, has been established between the Company and any affiliates, who either hold the control of or have any significant influence on the management of the Company, or any shareholders who hold the control of the management of the Company, or have a significant influence on the Company, or any legal persons, who hold the control of the management of such shareholders, and myself, my spouse and any of my relatives by blood and by marriage up to the second degree, within the last five years; and also that I have not held more than 5% of the capital or the voting rights or the privileged shares of the Company, either collectively or individually, or any commercial relationship which is of substantial nature has not been established; and also that:
- b) within the last five years, particularly in respect of the auditing, rating and consulting activities for the Company (including tax inspection, legal inspections and internal inspections); I have not been a shareholder (holding 5% or more of the shares), or any employee serving at any managerial positions whereby any substantial duties and responsibilities may be assumed, or a member of the board of directors, of any such company, from which the Company has procured any services or products or to which the Company has sold any services or products to a material extent in accordance with the agreements executed for such purpose; and also that;
- c) I enjoy the professional educational background, knowledge and experience to properly and duly fulfill my duties as an independent member of the board of directors, and also that;
- ç) I will not hold any full time roles at any public institutions or agencies after I was elected as a member, excluding as a faculty member at a university to the extent that it is in compliance with the applicable regulations,
- d) I am resident in Turkey according to the Income Tax Law numbered 193 dated 31/12/1960.
- e) I am strongly bound by ethical standards, and enjoy the professional reputation and experience to positively contribute to the operations of the Company, maintain my impartiality in any potential case of conflict of interest amongst the shareholders of the Company, and to make decisions freely with due consideration of the rights and benefits of the stakeholders, and also that:
- f) I will be able to allocate time for the affairs of the Company to such an extent that I would be able to fully perform and carry out the duties and tasks which I have assumed, and to follow up the functioning of the activities and operations of the Company, and also that;
- g) I have not held the office of a member of the board of directors at the board of directors of the Company for a period longer than six years within the last decade, and also that;
- ğ) I have not held office as an independent member of the board of directors of more than three of the companies which hold the control of management of the Company or the shareholders who hold the control of management of the same, and at more than five of the listed companies in total; and also that;
- h) I have not been registered and announced for the legal person which has been elected as a member of the board of directors.

Respectfully,

**OGÜN SANLIER** 

