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Invitation date: 26.04.2024

## **INVITATION TO THE 2023 GENERAL ASSEMBLY MEETING OF TÜRK HAVA YOLLARI A.O. ON MAY 24<sup>th</sup>, 2024**

Our Incorporation will hold its Ordinary General Assembly Meeting to discuss and resolve the below-mentioned agenda regarding the 2023 accounts and activities, on Friday, May 24<sup>th</sup> 2024 at 15:00, at the VIP Meeting Hall of our General Management Building located at Yeşilköy Mahallesi, Havaalanı Cad. No.3/1 Bakırköy/İstanbul.

Our shareholders may attend the General Assembly Meeting either physically or electronically, either in person or by proxy. Attendance via electronic means is possible through secure electronic signatures of shareholders or representatives. Thus, shareholders who will use the Electronic General Assembly System (EGAS) provided by Central Registry Agency-CRA (MKK), should register in e-GEM (Electronic General Meeting) Information Portal as soon as possible and should have a secure electronic signature. Shareholders who do not register in e-GEM Information Portal or hold a secure electronic signature, will not be able to attend the Meeting electronically. In addition, shareholders or representatives who intend to attend the Meeting electronically, have to fulfill the obligations in compliance with the Regulation on Principles and Procedures Applicable for General Assembly Meetings of Joint Stock Companies.

In accordance with the provisions of the Capital Market Board's Corporate Governance Communique (II-17.1), that is published on the Official Gazette dated December 24<sup>th</sup>, 2013, any shareholder can be represented by anyone who is holding the attached Proxy, which has been fully completed, issued, notarized and signed by the shareholder. It is not necessary for an electronically appointed proxy via the Electronic General Assembly System to submit a proxy document.

Shareholders attending the meeting, or their representatives duly authorized according to the above paragraph, are required to have the following documents available with them on the date of the meeting:

- Identity certificate,
- The proxies prepared in accordance with the attached sample for individuals and legal entities represented by appointed representatives,
- The notarized Turkish translations of the proxy documents and the notarized passport copies of the representatives of our foreign shareholders.

Our incorporation's 2023 Financial Statements, Board of Directors Activity Report, Independent Audit Reports, and the Board of Directors' Profit Distribution Proposal will be accessible on the Public Disclosure Platform website, the Electronic General Assembly System managed by the Central Registry Agency, and our Investor Relations website at <https://investor.turkishairlines.com/en>. These documents will also be available for review by our shareholders at our General Management Building located at Yeşilköy Mahallesi, Havaalanı Cad. No.3/1 Bakırköy/İstanbul. We respectfully request the honor of our shareholders' presence at the meeting on the specified day and time.

## **AGENDA**

- 1- Opening statement and appointment of the Board of Assembly,
- 2- Review and discussion of the Annual Report relating to fiscal year 2023,
- 3- Review of the Auditor and Group Auditor's Independent Audit Reports of the fiscal year 2023,
- 4- Review, discussion and approval of the Financial Statements for the fiscal year 2023,
- 5- Release of the Board of Directors from their liability for the Incorporation's financial and operational activities for the fiscal year 2023,
- 6- Discussion and decision on the Board of Directors' Profit Distribution Proposal for the fiscal year 2023,
- 7- Determination of the compensation of the Members of the Board of Directors,
- 8- Election of the Auditor and Group Auditor,
- 9- Informing the General Assembly on Guarantees, Pledges and Mortgages (GPM) granted in favor of third parties and income or benefits obtained, as required by Article 12 of the Capital Market Board's Corporate Governance Communiqué No. II-17.1,
- 10- Informing shareholders about donations made in 2023 within the framework of Capital Markets Board regulations and setting the upper limit for donations to be made in 2024,
- 11- Informing shareholders about share buybacks conducted within the framework of the Capital Markets Board's Communiqué No. II-22.1 on Buyback Shares and its announcement dated 14.02.2023,
- 12- Providing shareholders information regarding the transactions specified under Corporate Governance Principle 1.3.6 in the Capital Markets Board's Corporate Governance Communiqué No. II-17.1,
- 13- Recommendations and closing statements.

With regards,

**TÜRK HAVA YOLLARI A.O.  
BOARD OF DIRECTORS**

(Attachment 1)

**PROXY  
TÜRK HAVA YOLLARI A.O.**

I hereby appoint ..... as attorney introduced in detail below in order to represent me, to vote, to make proposals and to sign the required documents at the 2023 Ordinary General Assembly of Türk Hava Yolları A.O. to be held on 24/05/2024, Friday, at 15:00 in Meeting Hall at the General Management Building, Yeşilköy Mahallesi, Havaalanı Cad. No.3/1 Bakırköy/İstanbul

The Attorney's (\*):

Name Surname/ Trade Name:

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

(\* ) Foreign attorneys should submit the equivalent information mentioned above.

**A) SCOPE OF REPRESENTATIVE POWER**

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

**1. About the agenda items of General Assembly:**

- The attorney is authorized to vote according to his/her opinion.
- The attorney is authorized to vote on proposals of the attorney partnership management.
- The attorney is authorized to vote in accordance with the following instructions stated in the table.

**Instructions:**

In the event that the shareholder chooses the (c) option, the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

No.	Agenda Items (*)	Accept	Reject	Dissenting Opinion
1	Opening statement and appointment of the Board of Assembly,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Review and discussion of the Annual Report relating to fiscal year 2023,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Review of the Auditor and Group Auditor's Independent Audit Reports of the fiscal year 2023,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Review, discussion and approval of the Financial Statements for the fiscal year 2023,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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5	Release of the Board of Directors from their liability for the Incorporation's financial and operational activities for the fiscal year 2023,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Discussion and decision on the Board of Directors' Profit Distribution Proposal for the fiscal year 2023,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Determination of the compensation of the Members of the Board of Directors,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Election of the Auditor and Group Auditor,	<input type="checkbox"/>		
9	Informing the General Assembly on Guarantees, Pledges and Mortgages (GPM) granted in favor of third parties and income or benefits obtained, as required by Article 12 of the Capital Market Board's Corporate Governance Communiqué No. II-17.1,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10	Informing shareholders about donations made in 2023 within the framework of Capital Markets Board regulations and setting the upper limit for donations to be made in 2024,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	Informing shareholders about share buybacks conducted within the framework of the Capital Markets Board's Communiqué No. II-22.1 on Buyback Shares and its announcement dated 14.02.2023,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	Providing shareholders information regarding the transactions specified under Corporate Governance Principle 1.3.6 in the Capital Markets Board's Corporate Governance Communiqué No. II-17.1,	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13	Recommendations and closing statements.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**(\*) Information items are not voted. If the minority has another draft resolution, necessary arrangements should be made to enable them vote by proxy.**

**2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:**

- The attorney is authorized to vote according to his/her opinion.
- The attorney is not authorized to vote in these matters.
- The attorney is authorized to vote for agenda items in accordance with the following instructions:

**SPECIAL INSTRUCTIONS:** The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

**B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.**

- I hereby confirm that the attorney represents the shares specified in detail as follows:

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- a) Order and Serial (\*)
- b) Number / Group (\*\*)
- c) Amount-Nominal Value
- ç) Share with voting power or not
- d) Bearer-Registered (\*)
- e) Ratio of the total shares/voting rights of the shareholder

\*Such information is not required for the shares which are followed up electronically.

\*\*For the shares which are followed up electronically, information related to the group will be given instead of number.

**2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting.**

**NAME SURNAME OR TITLE OF THE SHAREHOLDER (\*)**

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

Address:

(\*) Foreign attorneys should submit the equivalent information mentioned above.

SIGNATURE