

TÜRK HAVA YOLLARI A.O.

ADDITIONAL DISCLOSURES RELATED TO THE GENERAL ASSEMBLY

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) by the Capital Market Board. (CMB)

1. Shareholding Structure and Voting Rights:

The paid-in share capital of the Company 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 Articles 10 and 21 of the Articles of Association of the Company; Group A shares traded on the stock market (free float) and Group C shares hold privileged voting rights regarding the nomination of the Board of Directors and Auditor Candidates.

The voting rights of our shareholders are outlined as follows:

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

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:

A) Changes have occurred within our Company and its subsidiaries in 2024 as detailed below:

AJet Air Operator Certificate

All application processes of our subsidiary AJet Hava Taşımacılığı A.Ş. ("AJet") for obtaining an Air Operator Certificate within the framework of the Regulation on Commercial Air Transport Enterprises was completed and AJet was granted an Air Operator Certificate by the General Directorate of Civil Aviation on 02.01.2024. AJet is expected to start its operations at the beginning of the summer season in 2024.

Organizational Structure Change

Considering the evolving organizational structure of the Company, our Board of Directors decided to transform;

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- Chief Information Technology & Transformation Office into Chief Information Technology Office and
- Chief Investment & Technology Office into Chief Investment & Strategy Office.
- and to establish a Cyber Security Directorate directly reporting to the General Manager.

28th Term Collective Bargaining Agreement

Türk Hava Yolları A.O. and Hava-İş Union signed 28th Collective Bargaining Agreement, which covers the two-year period starting from 01.01.2024 until 31.12.2025.

According to the agreement, the wage increase for the first half of 2024 will be 64%, for the second half of 2024, the sum of the change in Türkiye Consumer Price Index (CPI) and 10% of that change, and for the first and second half of 2025 the sum of the change in Türkiye Consumer Price Index (CPI) and 10% of that change for the respective periods.

As stated in our public disclosure dated 01.03.2024, in determining the retroactive wage differences back to 01.01.2024, an offset will be made by considering the 50% wage increase applied as of February.

Miles&Smiles Credit Card agreement with QNB Finansbank

A new agreement has been signed between our Company and QNB Finansbank to extend the cooperation in providing credit cards to Turkish Airlines Frequent Flyer Program Miles&Smiles members for a period of 5 years.

Assignments of the Board of Directors

Our Board of Directors decided to appoint Prof. Ahmet Bolat as the Chairman of the Board and Mr. Şekib Avdagiç as the Deputy Chairman of the Board until the end of the Board term. Additionally, our Board of Directors made the following appointments to the Executive Committee; Chairman of the Board Prof. Ahmet Bolat as the Chairman of the Executive Committee, Mr. Şekib Avdagiç as the Deputy Chairman of the Executive Committee, Assoc. Prof. Murat Şeker, Dr. Melih Şükrü Ecertaş and Mr. Ramazan Sarı as Members of the Executive Committee.

Revision of the Purchase and Maintenance Agreements with IAE

In accordance with our Board of Directors' decision, our Company reached a compensation settlement with International Aero Engines LLC (IAE) in relation to mitigating the operational impact arising from engine availability and related issues for PW1100G-JM Engine powered A320/321NEO aircraft, including through the revision of the Purchase and Maintenance agreements between our Company and IAE.

Establishment of THY Ortak Sağlık ve Güvenlik Birimi Hizmetleri A.Ş.

THY Ortak Sağlık ve Güvenlik Birimi Hizmetleri A.Ş. was established on 10 July 2024 as a 100% subsidiary of Turkish Support Services Inc. to operate in the fields of Joint Health and Safety Unit and Occupational Health and Safety.

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Establishment of THY Gayrimenkul Yatırım Hizmetleri A.Ş.

The establishment of a wholly owned subsidiary aimed at managing various investment projects was completed under the name of “THY Gayrimenkul Yatırım Hizmetleri Anonim Şirketi”. Its incorporation process finalized on 24.07.2024, at the Istanbul Trade Registry Office.

Establishment of THY Spor A.Ş.

It has been decided to establish a joint stock company within the framework of the Sports Clubs and Sports Federations Law No. 7405 and the Turkish Commercial Code No. 6102 within the provincial borders of Istanbul to carry out all or some of the sports activities, currently carried out under the umbrella of Turkish Airlines Sports Club. Our Company will hold 100% of the shares, with a cash capital of TL 1,000,000 under the name of ‘THY Spor A.Ş.’.

The incorporation process of 'THY Spor Anonim Şirketi', which was announced on 05.04.2024, was completed and registered with the Istanbul Trade Registry Office on 20.08.2024.

Disclosure Regarding Share Buy-Back Program

Within the scope of the share buy-back program, THYAO shares with 744,000 TRY nominal value were bought back by our Company between 03.10.2024-14.10.2024. Repurchased shares represent 0,401525% of the Company’s capital, following the transaction.

AJet Capital Increase

As a part of its growth strategy, the capital of our fully owned subsidiary, AJet Hava Taşımacılığı A.Ş., was increased by TL 15,000,000,000.

B) Changes have occurred within our Company and its subsidiaries in 2025 as detailed below:

Türk Hava Yolları Elektronik Para ve Ödeme Hizmetleri A.Ş. (TKPAY)'s Operating Permit

Our Company's subsidiary, Türk Hava Yolları Elektronik Para ve Ödeme Hizmetleri A.Ş. (TKPAY), which was incorporated on August 18, 2023, has been granted authorization by the Central Bank of the Republic of Türkiye to operate as an electronic money institution. This authorization allows TKPAY to provide the payment services specified under items (a), (b), (c), (f), and (g) of the first paragraph of Article 12, as well as the electronic money issuance service defined in the second paragraph of Article 18 of the Law on Payment and Securities Settlement Systems, Payment Services and Electronic Money Institutions (Law No. 6493, dated 20/6/2013).

THY Gayrimenkul Yatırım Hizmetleri A.Ş. Capital Increase

The capital of our wholly owned subsidiary, THY Gayrimenkul Yatırım Hizmetleri A.Ş., will be increased to 7.5 billion TL.

Special condition disclosures made under the relevant legislation can be accessed through our Investor Relations website and at <http://www.kap.gov.tr/>

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3. Election of the Board Members:

In accordance with CMB (Capital Markets Board) regulations, the Turkish Commercial Code and the Company's regulation, the election of the Board Members appointed to replace the resigned Board Members will be submitted for the approval of the General Assembly, taking into account the principles regarding the election of Board Members included in our articles of association. Additionally, the election of independent members will also be submitted for the approval of the General Assembly in compliance with CMB's Corporate Governance Communiqué No. II-17.1.

The resumes of the Board Member candidates and the independence declaration of the independent member candidate are presented in ATTACHMENT-4.

4. Requests from Shareholders to Add Items to the Agenda

There have been no written requests submitted to our Investor Relations Department by the shareholders to add items to the agenda for the 2024 Ordinary General Assembly meeting.

5. Amendment to the Articles of Association:

The amendment of the Company's Articles of Association to determine a new validity period and capital ceiling for the registered capital, which expired on December 31, 2024, in accordance with Capital Markets regulations, and to ensure that the Company's Articles of Association comply with current regulations and the Company's requirements will be submitted for the approval of the General Assembly. In this context, it has been decided that the amendment of Article 6, titled "Share Capital and Share Certificates", Article 8, titled "Increase and Decrease in the Share Capital" Article 11, titled "Qualifications And Conditions Required For Election Of The Board Members" Article 15, titled "Duties And Powers Of The Board Of Directors" Article 34, titled "Documents to Be Submitted" Article 36, titled "Determination and Distribution of Profit" Article 38, titled "Time And Form Of Payment Of The Profit" and Provisional Article 1. The current and the revised versions of the articles proposed for amendment regarding the subject have been disclosed to the public (ATTACHMENT-1) and are also available on our Company's Investor Relations website.

EXPLANATIONS RELATED TO THE AGENDA ITEMS FOR THE ORDINARY GENERAL ASSEMBLY MEETING DATED 21.05.2025

1. Opening statement and appointment of the Board of Assembly,

In accordance with the Turkish Commercial Code (TCC), the Regulation on Procedures and Principles of General Assembly Meetings of Joint Stock Companies and Representatives of the Ministry of Customs and Trade to be Present at These Meetings, and the Turkish Airlines Joint Stock Company Articles of Association, the Presiding Board to oversee the General Assembly will be established.

2. Review and discussion of the Annual Report relating to fiscal year 2024,

The Board of Directors' Activity Report for 2024, posted for review by our shareholders on the CRA's E-GKS web page, Public Disclosure Platform (PDP), and our website at <https://investor.turkishairlines.com/en/financial-and-operational/boards-activity-report>, will be read and discussed at the General Assembly.

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3. Review of the Auditor and Group Auditor's Independent Audit Reports of the fiscal year 2024,

The Independent Audit Reports for the fiscal year from January 1, 2024, to December 31, 2024, posted for review by our shareholders on the CRA's E-GKS page, Public Disclosure Platform (PDP), and our website at <https://investor.turkishairlines.com/en/financial-and-operational/financial-results> will be read and discussed at the General Assembly.

4. Review, discussion and approval of the Financial Statements for the fiscal year 2024,

The financial statements for the period from January 1, 2024, to December 31, 2024, posted for review by our shareholders on the CRA's E-GKS page, Public Disclosure Platform (PDP), and our website at <https://investor.turkishairlines.com/en/financial-and-operational/financial-results>, will be read, discussed, and put to a shareholder vote for approval at the General Assembly.

5. Release of the Board of Directors from their liability for the Company's financial and operational activities for the fiscal year 2024,

Release of the board members separately and individually from their liabilities for the Company's financial and operational activities for the fiscal year 2024 will be presented for approval at the General Assembly under the provisions of the Turkish Commercial Code.

6. Discussion and decision on the Board of Directors' Profit Distribution Proposal for the fiscal year 2024,

In accordance with the provisions of the Turkish Commercial Code (TTK) and the Capital Markets Board's Series II, No. 14.1 Communique, and prepared in compliance with the Turkish Accounting / Turkish Financial Reporting Standards (TAS/IFRS), the audited consolidated financial statements for the accounting period 01.01.2024 - 31.12.2024 audited by PwC Independent Audit and Certified Public Accountant Financial Consultancy Inc., indicate a net period profit of TL 113,378,000,000. The Tax Procedure Law records (VUK) indicate a net period profit of TL 137,493,301,830.

Due to the general legal reserve amount exceeding 20% of the paid-in capital, no first-tier reserve has been set aside from the profit obtained in 2024.

Taking into account the profits from previous years and other reserves, there is a distributable profit of TL 342,120,000,000 in TMS/IFRS records and TL 626,944,291,307 in VUK records.

According to the Capital Markets Legislation, the amount of dividend to be distributed must also be matched in the legal books. In other words, the lower of the dividend amount that can be distributed according to TMS/IFRS and the dividend amount that can be distributed according to VUK is determined as the dividend ceiling. In this context, the dividend ceiling that our Company can distribute for the accounting period of 01.01.2024-31.12.2024 is TL 342,120,000,000.

Within the framework of CMB's Principle Decision No. 22.7 (dated 07.03.2024 and numbered 14/382), the General Assembly must be informed about the offsetting process of past year losses arising from inflation adjustments in both TMS/IFRS and VUK-based financial statements. Since the currency used in our Company's TMS/IFRS tables is USD, inflation accounting has not been applied in these tables. No offsetting process has been carried out in the equity accounts in VUK records.

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In this context, to be submitted for the discussion and approval of the Company's shareholders at the Ordinary General Assembly Meeting:

It is appropriate to distribute TL 9,500,000,000 of the distributable net period profit of TL 113,378,000,000 according to the consolidated financial statements prepared in compliance with TMS/IFRS and audited by PwC Independent Audit and Certified Public Accountant Financial Consultancy Inc., to the holders of A and C group shares in two equal installments on June 16, 2025, and September 2, 2025, to set aside a second-tier reserve of TL 943,100,000 calculated over the paid dividend, and to transfer the remaining TL 102,934,900,000 to previous years' profits after the dividend and reserve allocation. The 2024 Dividend Distribution Table is presented in the attachment. (ATTACHMENT-3)

The proposal of our Company's Board of Directors will be submitted for the approval of the General Assembly.

7. Discussion and decision of the Articles of Association Amendment Text (ATTACHMENT-1) regarding the amendment of Article 6 titled 'Share Capital and Share Certificates', in order to extent the validity period and increase the capital ceiling for the registered capital, and Articles 8, 11, 15, 34, 36, and 38, as well as Provisional Article 1,

Our Board of Directors has resolved to take the necessary actions to obtain the permissions from the Capital Markets Board and the Ministry of Trade of the Republic of Türkiye for the amendment of the Company's Articles of Association, including Article 6 titled "Share Capital and Share Certificates" in order to increase the registered capital ceiling of the Company, which expires on December, 2024 in accordance with Capital Markets regulations, to 10 billion TL for the years 2025-2029. Additionally, to ensure that the Company's Articles of Association comply with current regulations and the Company's requirements, It has been decided to amend Article 8 titled "Increase and Decrease in the Share Capital", Article 11 titled "Qualifications And Conditions Required For Election Of The Board Members", Article 15 titled "Duties And Powers Of The Board Of Directors", Article 34 titled "Documents to Be Submitted", Article 36 titled "Determination and Distribution of Profit", Article 38 titled "Time And Form Of Payment Of The Profit", and Provisional Article 1, . Our application for the amendment of the articles of association has been approved by the Capital Markets Board and the Ministry of Trade of the Republic of Türkiye.

The amendment proposal of the Articles of Association included in ATTACHMENT-1 will be submitted for the approval of the General Assembly.

8. Determination of the compensation of the Members of the Board of Directors,

The remuneration and attendance fees for the Board Members will be determined.

9. Election of the Members of the Board of Directors,

In accordance with CMB regulations, the Turkish Commercial Code, and the Company's Regulation, the election of the Board Members will be carried out taking into account the principles regarding the election of Board Members included in our articles of association. Additionally, the election of independent Board Members will also be carried out in compliance with CMB's Corporate Governance Communiqué No. II-17.1.

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According to Article 15 of our articles of association, the management and external representation of the Company belong to the Board of Directors, which will consist of 9 members elected by the General Assembly. The Board of Directors is authorized to perform all kinds of tasks except those that the General Assembly is legally obliged to perform directly. According to Article 12 of our articles of association, the term of office of the Board Members is 2 (two) years. The General Assembly may dismiss the Board Members before their term expires. Board Members whose term has expired can be re-elected.

The resumes of the Board Member candidates and the independence declarations of the independent member candidates determined to be submitted to the General Assembly Meeting are presented in ATTACHMENT-4.

10. Election of the Auditor and Group Auditor,

In accordance with the Turkish Commercial Code and Capital Markets Board regulations, the selection of the Independent Audit Firm made by the Board of Directors must be submitted for the approval of the General Assembly.

Additionally, in 2025, our Company's Board of Directors' proposal regarding the appointment of a Sustainability Auditor (TSRS Audit) for the assurance audit activities of the sustainability reports for the years 2024 and 2025, prepared in accordance with the Turkish Commercial Code legislation No. 6102, the Capital Markets Board's Communiqué No. X-22 on "Standards for Independent Auditing in Capital Markets", the auditing of Insurance and Reinsurance Companies by Independent External Audit Firms, and the Turkish Sustainability Reporting Standards published by the Public Oversight Accounting and Auditing Standards Authority, Accounting and Auditing Standards Authority, will be submitted for approval at the General Assembly.

11. 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,

As required by the Corporate Governance Principles attached to the Corporate Governance Communiqué II-17.1 of the Capital Markets Board, this item regarding guarantees, pledges, mortgages, and sureties given in favor of third parties by our Company and/or its subsidiaries and the revenues or benefits obtained will be discussed as a separate agenda item and is detailed in Note 20 of our Financial Statements dated December 31, 2024.

12. Informing shareholders about donations made in 2024 within the framework of Capital Markets Board regulations and setting the upper limit for donations to be made in 2025,

Under the provisions of the 6th article of the Capital Markets Board's Dividend Communiqué II-19.1 and Corporate Governance Communiqué II-17.1, information about the donations made during the year must be presented to the General Assembly.

13. 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,

Information regarding the share buyback transactions conducted will be presented to the shareholders at the general assembly in accordance with Article 4 of the Capital Markets Board's

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principle decision numbered 9/177 and Communiqué No. II-22.1 on Buyback Shares dated 14.02.2023.

14. The submission of the new share buyback program prepared by the Board of Directors for the approval of the General Assembly,

Our Company's existing share buyback program created based on the Capital Markets Board's Principle Decision No. 9/177 dated 14.02.2023, will automatically conclude at the General Assembly Meeting to be held on 21.05.2025, in accordance with the Capital Markets Board's Principle Decision No. 41/1198 dated 01.08.2024. The new Share Buyback Program prepared by the Board of Directors, which is included in ATTACHMENT-2, will be submitted for the approval of the General Assembly.

15. 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,

This agenda item is for informational purposes only and will not involve any voting.

16. Recommendations and closing statements.

ATTACHMENTS

ATTACHMENT-1: The Articles of Association Amendment Text and the Board of Directors' Decision

ATTACHMENT-2: Türk Hava Yolları A.O. Share Buyback Program

ATTACHMENT-3: The Board of Directors' Profit Distribution Proposal for the fiscal year 2024 and the Profit Distribution Table

ATTACHMENT-4: The Resumes of the Board Member Candidates and the Independence Declaration of the Independent Member Candidates

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ATTACHMENT-1: The Articles of Association Amendment Text and the Board of Directors' decision

Board of Directors' Decision:

Our Board of Directors has decided to take the necessary actions to obtain the permissions from the Capital Markets Board and the Ministry of Trade of the Republic of Türkiye for the amendment of the Company's Articles of Association, including Article 6 titled "Share Capital and Share Certificates", Article 8 titled "Increase and Decrease in the Share Capital", Article 11 titled "Qualifications And Conditions Required For Election Of The Board Members", Article 15 titled "Duties And Powers Of The Board Of Directors", Article 34 titled "Documents to Be Submitted", Article 36 titled "Determination and Distribution of Profit", Article 38 titled "Time And Form Of Payment Of The Profit", and Provisional Article 1, in order to increase the registered capital ceiling of the Company, which expires on December, 2024, to 10 billion TL for the years 2025-2029 and to ensure compliance with current legislation and Company requirements. Our application for the amendment of the articles of association has been approved by the Capital Markets Board and the Ministry of Trade of the Republic of Türkiye.

The Articles of Association Amendment Text:

CURRENT TEXT	REVISED TEXT
SHARE CAPITAL AND SHARE CERTIFICATES ARTICLE 6 The Company has adopted the registered share capital regime pursuant to the provisions of Capital Market Law No: 2499 and is applying this regime according to the permission of the Capital Market Board dated 26.10.1990 No: 815. a. Authorized Share Capital: The authorized capital of the Company is 5.000.000.000.- (five billion) Turkish Lira. This authorized capital is divided into 500.000.000.000 (five hundred billion) shares, each with the nominal value of 1 Kurus (one kurus). b. Issued Share Capital and Share Certificates: The issued share capital of the Company is 1.380.000.000- (one billion three hundred eighty	SHARE CAPITAL AND SHARE CERTIFICATES ARTICLE 6 The Company has adopted the registered share capital regime pursuant to the provisions of Capital Market Law No: 2499 and is applying this regime according to the permission of the Capital Market Board dated 26.10.1990 No: 815. a. Authorized Share Capital: The authorized capital of the Company is 10.000.000.000.- (ten billion) Turkish Lira. This authorized capital is divided into 1.000.000.000.000 (one trillion) shares, each with the nominal value of 1 Kurus (one kurus). b. Issued Share Capital and Share Certificates: The issued share capital of the Company is 1.380.000.000- (one billion three hundred eighty

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million) Turkish Lira divided into 138.000.000.000- (one hundred thirtyeight billion) shares each with the nominal value of 1 Kuruş (one kuruş) and is completely paid. The permit provided by the Capital Market Board for the authorized capital ceiling is valid for the years 2020-2024 (5 years). In the period ended 2024, even if the authorized capital ceiling levels are not attained, in order for the Board of Directors to take capital increase decision for the period after 2024, the Board of Directors must get authorization for a new period at the General Assembly that will be held after permission of Capital Market Board for a previously approved ceiling level or a new level. In case the Company doesn't get such an authorization, the Company will be considered as signed out from the authorized capital system. From 2020 to 2024, The Board of Directors is authorized to increase the issued capital when necessary by issuing registered share certificates up to the authorized capital ceiling, in compliance with the provisions of Capital Market Law. The shares that represent the capital are being tracked within the frame of dematerialization principles. Shares are separated into two groups and all of them are registered. By taking into consideration the rules of Capital Market Board and upon consent of the Capital Market Board, the "nature of foreigner" as indicated in paragraph 6(d) below and the limitations incidental thereto and the rights granted to the Company in case of share transfers exceeding the foreign limit not complying with the provisions of the Articles of Association will be denoted on the share certificates issued to represent the share capital.	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. The permit provided by the Capital Market Board for the authorized capital ceiling is valid for the years 2025-2029 (5 years). In the period ended 2029, even if the authorized capital ceiling levels are not attained, in order for the Board of Directors to take capital increase decision for the period after 2029, the Board of Directors must get authorization for a new period at the General Assembly that will be held after permission of Capital Market Board for a previously approved ceiling level or a new level. From 2025 to 2029, The Board of Directors is authorized to increase the issued capital when necessary by issuing registered share certificates up to the authorized capital ceiling, in compliance with the provisions of Capital Market Law. The shares that represent the capital are being tracked within the frame of dematerialization principles. Shares are separated into two groups and all of them are registered. By taking into consideration the rules of Capital Market Board and upon consent of the Capital Market Board, the "nature of foreigner" as indicated in paragraph 6(d) below and the limitations incidental thereto and the rights granted to the Company in case of share transfers exceeding the foreign limit not complying with the provisions of the Articles of Association will be denoted on the share certificates issued to represent the share capital.
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Below are the shares of the share groups in the issued share capital of the Company: Group: A Amount of Capital (TL):1.379.999.999,99 Type: Registered Amount of Shares: 137.999.999.999 Group: C Amount of Capital (TL): 0,01 Type: Registered Amount of Shares: 1 Total Capital (TL): 1.380.000.000,00 Total Amount of Shares: 138.000.000.000 Group C share is owned by Prime Ministry, the Directorate of Privatization Administration, or in case such duties are transferred by the Prime Ministry the Directorate of Privatization Administration then the transferee institution. Privileges granted to the Group C Share in this Articles of Association, will continue to apply as long as Prime Ministry, the Directorate of Privatization Administration or in case such duties are transferred by the Prime Ministry, the Directorate of Privatization Administration, then the transferee institution holds this Group C share. In the event of cancellation of the privilege granted to Group C share in this Articles of Association, then Group C share will convert to a Group A share. Upon such conversion of the Group C share to a Group A share, then the right “to nominate a Board Member” granted in Article 10 of this Articles of Association to Group C, will pass to the shareholders holding Group A shares. c. Preferential Purchase Option: The Board of Directors is entitled to issue premium shares in compliance with the provisions indicated in Article 8. Unless limited with the authorized board of the Company, the shareholders will participate	Below are the shares of the share groups in the issued share capital of the Company: Group: A Amount of Capital (TRY):1.379.999.999,99 Type: Registered Number of Shares: 137.999.999.999 Group: C Amount of Capital (TRY): 0,01 Type: Registered Number of Shares: 1 Total Capital (TL): 1.380.000.000,00 Total Number of Shares: 138.000.000.000 Group C share is owned by the <u>The Republic of Türkiye Ministry of Treasury and Finance Privatization Administration, (hereinafter referred to as the “Directorate of Privatization Administration”)</u> or in case such duties are transferred by the Directorate of Privatization Administration then the transferee institution. Privileges granted to the Group C Share in this Articles of Association, will continue to apply as long as the Directorate of Privatization Administration or in case such duties are transferred by the Directorate of Privatization Administration, then the transferee institution holds this Group C share. In the event of cancellation of the privilege granted to Group C share in this Articles of Association, then Group C share will convert to a Group A share. Upon such conversion of the Group C share to a Group A share, then the right “to nominate a Board Member” granted in Article 10 of this Articles of Association to Group C, will pass to the shareholders holding Group A shares. c. Preferential Purchase Option: The Board of Directors is entitled to issue premium shares in compliance with the provisions indicated in Article 8. Unless limited with the authorized board of the Company, the shareholders will participate
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the capital increase in proportion to the shares held by them and will have the preferential option to purchase the shares issued under their group. Group C will not participate in the capital increase with a preferential purchase option.

d. Shareholders Nature

The shares held by the foreigner shareholders may not exceed 40 % of the issued share capital of the Company. 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.

Foreign shareholder shall mean:

- foreign natural or legal persons;
- Turkish companies, share capital of over 49 % of which are owned by foreigners;
- Turkish companies in which majority members of administrative and representative boards are not Turkish citizens and in which majority votes are not on Turkish partners according to their articles of associations;
- Turkish companies under actual control of the aforementioned.

In order to ensure that the aforementioned share rate limitations on the foreigner partners will be complied with the provisions of the Articles of Association, the Company will use separate parts for foreign shareholders in registering the shareholders and their related share rates in the Share Register.

It is obligatory to promptly notify the Company of any share purchase and sale reaching to 1 % of the issued share capital of the Company. Moreover, the shareholders who have reached or exceeded the maximum foreign shareholding rates as indicated in this Articles of Association, are obliged to promptly notify the Company as they become aware of this. The purpose of

the capital increase in proportion to the shares held by them and will have the preferential option to purchase the shares issued under their group. Group C will not participate in the capital increase with a preferential purchase option.

d. Shareholders Nature:

The shares held by the foreigner shareholders may not exceed 40 % of the issued share capital of the Company. 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.

Foreign shareholder shall mean:

- foreign natural or legal persons;
- Turkish companies, share capital of over 49 % of which are owned by foreigners;
- Turkish companies in which majority members of administrative and representative boards are not Turkish citizens and in which majority votes are not on Turkish partners according to their articles of associations;
- Turkish companies under actual control of the aforementioned.

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such notification is to follow the foreigner element and remarkable share movements and to ensure the Board of Directors to perform its powers based on these, and only notification will not result with the nature of being a shareholder unless registered in the Share Register, and only the records in the Share Register will be relied on in such cases.

In cases where it is understood through the notifications or through other means that the total shares held by the foreigner shareholders have exceed 40 % of the issued share capital of the Company, then the Board of Directors will be under the obligation, to promptly notify the related shareholders lately within 7 (seven) days, starting from the latest share transfer, to dispose of the shares which exceed the foreign shareholding limit, in amounts and rates to be in conformity to the foreign shareholding limit and otherwise the Company will be entitled to apply any of the measures indicated below. The foreign shareholder to whom the notice to dispose of its exceeding shares has been served, will be under the obligation to sell such shares which have caused the foreign shareholding limit to be exceeded, to a person who is not included in the foreign shareholder definition in this Articles of Association, within the period stated in the notice. In case such shares are not disposed despite the notification, then the Board of Directors will be under the obligation to meet in 3 (three) days and to take a resolution to cover the measures indicated below in regard to the shares exceeding the limit.

(i) To redeem with the nominal value, the shares held by the foreign shareholder which has caused the foreign shareholding limit to be exceed, through decreasing the share capital; with this purpose, the Company will first notify the shareholder who has exceed the foreign shareholding limit that his shares will be redeemed. In case such a notice may not be served then the fact will be

promptly notify the Company as they become aware of this. The purpose of such notification is to follow the foreigner element and remarkable share movements and to ensure the

Board of Directors to perform its powers based on these, and only notification will not result with the nature of being a shareholder unless registered in the Share Register, and only the records in the Share Register will be relied on in such cases.

In cases where it is understood through the notifications or through other means that the total shares held by the foreign shareholders have exceeded 40 % of the issued share capital of the Company, then the Board of Directors will be under the obligation, to promptly notify the related shareholders at the latest within 7 (seven) days, starting from the latest share transfer, to dispose of the shares which exceed the foreign shareholding limit, in amounts and rates that comply with the foreign shareholding limit and in the event of non-compliance, the Company will be entitled to apply any of the measures indicated below. The foreign shareholder who has been served with the notice to dispose of its excess shares, will be under the obligation to sell such shares that have caused the foreign shareholding limit to be exceeded, to a person who is not included in the foreign shareholder definition in this Articles of Association, within the period stated in the notice. In case such shares are not disposed of despite the notification, then the Board of Directors will be under the obligation to meet within 3 (three) days and to take a resolution regarding the measures indicated below in regard for the shares exceeding the limit.

(i) To redeem with the nominal value, the shares held by the foreign shareholder which has caused the foreign shareholding limit to be exceed, through decreasing the share capital; with this purpose, the Company will first notify the shareholder who has exceed the foreign shareholding limit that his shares will be redeemed. In case such a notice may

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announced in two newspapers published at the place where the head office of the Company is located. Expenses related with such redemption, will be collected from the shareholder who has caused the redemption, through deduction from the redemption amount. (ii) In cases where the total share rate of the foreign shareholder is over the limit indicated in this Articles of Association, then the Board of Directors will be entitled to increase the share capital in order to reduce the rate of the shares exceeding the limit. In this case, new shares may be issued by limiting the preferential purchase options of the existing shareholders according to the rules of the Capital Market Board. In cases where the foreign shareholding limit as indicated in this Article is exceed, the Board of Directors will be entitled to resolve about the method to apply firstly to reduce the share rates to the limits permitted.	not be served then the fact will be announced in two newspapers published at the place where the head office of the Company is located. Expenses related with such redemption, will be collected from the shareholder who has caused the redemption, through deduction from the redemption amount. (ii) In cases where the total share rate of the foreign shareholder is over the limit indicated in this Articles of Association, then the Board of Directors will be entitled to increase the share capital in order to reduce the rate of the shares exceeding the limit. In this case, new shares may be issued by limiting the preferential purchase options of the existing shareholders according to the rules of the Capital Market Board. In cases where the foreign shareholding limit as indicated in this Article is exceed, the Board of Directors will be entitled to resolve about the method to apply firstly to reduce the share rates to the limits permitted.
INCREASE AND DECREASE IN THE SHARE CAPITAL ARTICLE 8 Whenever required the share capital of the Company may be increased or decreased in conformity with the provisions of Turkish Commercial Code and Capital Market Law. Whenever deemed required, the Board of Directors will be entitled, in compliance with the provisions of Capital Market Law to increase the share capital by issuing new share certificates up to the registered share capital limit and to take resolutions to limit the new share purchase rights of the shareholders and to issue premium shares. New shares may not be issued unless the share certificates already issued are totally sold and their amounts are totally paid. It is obligatory to indicate the issued share capital of the Company on the documents covering the trade name of the Company.	INCREASE AND DECREASE IN THE SHARE CAPITAL ARTICLE 8 Whenever required the share capital of the Company may be increased or decreased in conformity with the provisions of Turkish Commercial Code and Capital Market Law. Whenever deemed required, the Board of Directors will be entitled, in compliance with the provisions of Capital Market Law to increase the share capital by issuing new share certificates up to the registered share capital limit and to take resolutions to limit the new share purchase rights of the shareholders and to issue premium shares. New shares may not be issued unless the share certificates already issued are totally sold and their amounts are totally paid.

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QUALIFICATIONS AND CONDITIONS REQUIRED FOR ELECTION OF THE BOARD MEMBERS ARTICLE 11 In order to be able to get elected as a Board member, these persons are required not be placed under guardianship or curatorship, not to have gone under bankruptcy personally or the company managed by such person, not to have gone under incapability, not to have been convicted for shameful offences or offences indicated in Civil Aviation Law, must be a shareholder of the Company and must possess qualifications required by the Turkish Commercial Code, Capital Markets Law and relevant legislation. In the event of election of a person who is not actually a shareholder, such person may start his/her office only after becoming a shareholder. The Shareholders Assembly may give permissions for cases covered in Articles 395 and 396 of Turkish Commercial Code. It is a requirement that minimum six members of the Board, including the members representing Group C shares, will be Turkish citizens.	QUALIFICATIONS AND CONDITIONS REQUIRED FOR ELECTION OF THE BOARD MEMBERS ARTICLE 11 In order to be able to get elected as a Board member, these persons are required not be placed under guardianship or curatorship, not to have gone under bankruptcy personally or the company managed by such person, not to have gone under incapability, not to have been convicted for offences indicated in <u>Capital Markets Law, Banking Law, Law On the Prevention of The Financing of Terrorism</u> and Civil Aviation Law and must possess qualifications required by the Turkish Commercial Code, Capital Markets Law and relevant legislation. The Shareholders Assembly may give permissions for cases covered in Articles 395 and 396 of Turkish Commercial Code. It is a requirement that minimum six members of the Board, including the members representing Group C shares, will be Turkish citizens.
DUTIES AND POWERS OF THE BOARD OF DIRECTORS ARTICLE 15 The Board of Directors is the representative and administrative body of the Company. The Board of Directors is entrusted with all duties, excluding those entrusted to the Shareholders Assembly by law and Articles of Association, and is entitled with all powers incidental to such duties.	DUTIES AND POWERS OF THE BOARD OF DIRECTORS ARTICLE 15 The Board of Directors is the <u>administrative and</u> representative body of the Company. <u>In accordance with the Turkish Commercial Code, the Capital Markets Law, relevant legislation and the Articles of Association, the Board of Directors is authorized to make decisions on all matters necessary for achieving the business objectives of the Company, except for those matters reserved for the authority of the General Assembly.</u>

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Pursuant the provisions of Article 367 and 370 of Turkish Commercial Code, the Board of Directors may delegate, totally or partially, such administration and representation powers to one or more members, to the president, executive vice president, manager(s) who are not Board members and may establish executive committees among members or non-member persons for the execution of such powers. However, the powers cannot be delegated by the Board of Directors in matters in which Group C is privileged. The Board of Directors may establish committees in accordance with the Turkish Commercial Code, Capital Markets Legislation and the relevant legislation and prepare an internal directive in accordance with Article 367/1 of the Turkish Commercial Code. All financial and other information required for the Board members to perform their duties and Board of Directors proposals and their enclosures will be submitted in due time.	<u>Without prejudice to Article 375 of the Turkish Commercial Code, the Board of Directors may delegate its management and representation powers, in whole or in part, to one or more Board members, committees established within the Company, and/or managers of the Company who are not members of the Board, within the scope of Articles 367 to 371 of the Law. The Board of Directors may issue internal directives in accordance with Article 367 of the Turkish Commercial Code.</u> The powers cannot be delegated by the Board of Directors in matters in which Group C is privileged. The Board of Directors may establish committees in accordance with the Turkish Commercial Code and Capital Markets Legislation. All financial and other information required for the Board members to perform their duties and Board of Directors proposals and their enclosures will be submitted in due time.
DOCUMENTS TO BE SUBMITTED ARTICLE 34 Three copies of the Reports of the Board of Directors and the Auditors, balance sheet, loss and profit statements, minutes of the Shareholders Assembly meeting signed by the government commissary and the attendance list will be submitted to the Ministry of Customs and Trade within one month following the meeting date. The financial statements and reports required by the Capital Market Board and, if independent auditing is required then the independent audit report, will be submitted to the Capital Market Board and announced to the public in accordance with the procedures and	DOCUMENTS TO BE SUBMITTED ARTICLE 34 <u>Removed.</u>

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principles determined by the Capital Market Board.	
DETERMINATION AND DISTRIBUTION OF PROFIT MADDE 36 The net profit, as indicated in the annual balance sheet, found after deducting from the revenue of the Company, the amounts required to be paid or reserved by the Company like general expenses and various depreciations and the taxes required to be paid by the Company, following the deduction of the losses of the past years, will be distributed in the following priority, by complying with the Capital Market regulations: a) Legal reserve fund in the rate of 5 % will be reserved. b) First dividend in the rate and amount as determined by Capital Market Board will be deducted from the balance. c) After deducting from the net profit the amounts indicated in clauses (a) and (b) above, the Shareholders Assembly will be entitled to resolve either to distribute as second dividend or to reserve as extraordinary reserve fund, the entire or any portion of the balance. d) Second reserve fund will be reserved according to Article 519, paragraph 2, clause c of Turkish Commercial Code in the rate of one tenth of the amount found after deducting the profit share in the rate of 5 % of the issued share capital from the amount resolved to be distributed to the shareholders and those entitled to participate the profit. e) Unless legal reserves required by law and the first dividend determined in the Articles of Association for the shareholders are reserved, no resolution may be adopted to reserve other reserve funds, to transfer profit to the coming year, and unless first dividend is paid in cash and/or in share certificates, no resolution may be adopted to distribute profit to the privileged shareholders in profit	DETERMINATION AND DISTRIBUTION OF PROFIT ARTICLE 36 The net profit, as indicated in the annual balance sheet, found after deducting from the revenue of the Company, the amounts required to be paid or reserved by the Company like general expenses and various depreciations and the taxes required to be paid by the Company, following the deduction of the losses of the past years, will be distributed in the following priority, by complying with the Capital Market regulations: a) <u>A legal reserve fund will be allocated at the rate specified by law.</u> b) <u>From the remaining amount, the first dividend will be allocated</u> at the rate and amount <u>approved by the General Assembly.</u> c) After deducting the amounts specified in sections “a” and “b” from the net profit, the General Assembly is authorized to distribute the remaining amount, in whole or in part, as a second dividend or to allocate it as an extraordinary reserve. d) Second reserve fund will be reserved according to Article 519, paragraph 2, clause c of Turkish Commercial Code in the rate of one tenth of the amount found after deducting the profit share in the rate of 5 % of the issued share capital from the amount resolved to be distributed to the shareholders and those entitled to participate the profit. e) Unless the legal reserves required by law and the first dividend determined in the Articles of Association for the shareholders are allocated, no resolution may be adopted to allocate other reserve funds or to transfer profit to the following year. . Unless the first dividend is paid in cash and/or in share certificates, no <u>profit distribution may be made to</u> privileged shareholders, to the holders of founder

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distribution, to the holders of participation, founder and ordinary interest certificates, to the members of the Board and officers, employees and workers, to the trusts established for various purposes and similar persons and/or institutions.	and beneficial interest certificate, to the members of the Board of Directors, officers, employees, and workers, or to trusts established for various purposes and similar persons and/or institutions. <u>The Company may distribute dividend advances to shareholders within the framework of Capital Markets regulations. In order to distribute dividend advance, the Board of Directors must be authorized by a General Assembly resolution, limited to the relevant year.</u>
TIME AND FORM OF PAYMENT OF THE PROFIT ARTICLE 38 Shareholders Assembly will determine the time and form of the payment of the profit, by taking into consideration the Bulletins of the Capital Market Board.	TIME AND FORM OF PAYMENT OF THE PROFIT ARTICLE 38 The time and method of dividend payments shall be resolved by the General Assembly upon the proposal of the Board of Directors, taking into consideration <u>regulation of the Capital Market Board.</u>
PROVISIONAL ARTICLE 1 In accordance with the new code “The Law on the amendment to the Turkish Commercial Code” numbered 5274, nominal value of a share is changed to 1 New Kurus, previously a nominal value of TL1,000. Therefore, 10 shares each with a nominal value of TL 1,000 will be replaced by new shares with a nominal value of 1 New Kurus. In relation to the replacement, shareholders’ existing rights due to the ownership continue to exist. The replacement process will be initiated by the Board of Directors, in line with the regulations that will be put in place with the new registry system of the capital market instrument.	PROVISIONAL ARTICLE 1 <u>Removed.</u>

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ATTACHMENT-2: Türk Hava Yolları A.O. Share Buyback Program

i. Purpose of the Buyback

It is aimed to ensure that our Company's shares are traded at levels close to their fair value, to support price stability in our shares and contribute to the healthy formation of , to mitigating the potential negative effects that of sharp downward price movements in our shares on our investors and the value of the Company, to protect the interests of our shareholders, to maintain the interest of our investors in our Company's shares as one of the tools of our Company's total shareholder return strategy, and to encourage the increase in the holding period. The repurchased shares may also be evaluated as a resource for the employee stock ownership plan that may be implemented by the Board of Directors.

ii. Duration of the Buyback program

The duration of the Buyback Program is 3 years from the date of authorization by the General Assembly. The Board has the authorization not to start the buy-back program or to stop an ongoing program at any time depending on the capital markets conditions and the financial position of the Company.

iii. Maximum Number of Shares Subject to Buyback

Buyback can be made within the total fund allocated specified below, up to the number of shares corresponding to 1.7% (one point seven percent) of our Company's issued capital of 1,380,000,000 TL (one billion three hundred eighty million Turkish Lira), in accordance with the provisions of the legislation. In cases where there is a change in the number of shares representing the company's capital due to any transaction and/or if there are shares previously subject to buyback, utmost care is taken to comply with the 1.7% (one point seven percent) ratio.

The program will be concluded upon reaching the maximum number of shares subject to buyback.

iv. Lower and Upper Price Limits for Share Buybacks

The lower price limit for share buybacks is 20 (twenty) Turkish Lira, and the upper price limit is 1,000 (one thousand) Turkish Lira.

In the event of transactions that require the adjustment of the market price of our shares, the same adjustment will be applied to the lower and upper price limits set for share buybacks. These adjusted lower and upper price limits will be announced on the Public Disclosure Platform with a material event disclosure.

v. Principles of the Sale of Repurchased Shares

The relevant legislative provisions will be applied.

vi. Total Amount and Source of Funds Allocated for Buyback

A fund of up to TL 9,000,000,000 (nine billion Turkish Lira) has been allocated for the buyback, to be covered from the company's cash portfolio.

vii. The number and capital ratio of repurchased shares that have not yet been disposed of, and the results of the previous program

Under the previous share buyback program initiated on February 14, 2023, our company repurchased THYAO shares with a nominal value of TL 5,774,544, corresponding to 0.418445% of the company's capital, at an average price of TL 159.7 per share on Borsa Istanbul, for a total amount of TL 922,406,969 between February 17, 2023, and March 24, 2025. These shares have not yet sold out. During the relevant program period, our Company supported the healthy price formation in our shares by conducting buybacks when there was pressure on our share price that did not reflect the commercial operating environment or during high volatility.

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- viii. **The potential effects of the buyback program on the company's financial situation and operating results**
The total fund amount of TL 9,000,000,000 (nine billion Turkish Lira) allocated for the buyback corresponds to 0.6% of our total assets as of 31.12.2024 in our consolidated financial statements. In this context, the buyback program is not expected to have a significant impact on our Company's financial situation and operating results.
- ix. **Information on Subsidiaries That May Engage in Buybacks Under the Program**
Not applicable.
- x. **Information about the highest, lowest, and weighted average share price for the year and the last three months**
As of April 2, 2025, the highest share price for the year was TL 339.5, the lowest share price was TL 257.5, and the weighted average share price was TL 311.5. As of April 2, 2025, the highest share price for the last three months was TL 339.5, the lowest share price was TL 278.75, and the weighted average share price was TL 301.4.
- xi. **Benefits from This Transaction to Related Parties**
There are no benefits.

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ATTACHMENT-3: The Board of Directors' Profit Distribution Proposal for the fiscal year 2024 and the Profit Distribution Table

In accordance with the provisions of the Turkish Commercial Code (TTK) and the Capital Markets Board's Series II, No. 14.1 Communique, and prepared in compliance with the Turkish Accounting / Turkish Financial Reporting Standards (TAS/IFRS), the audited consolidated financial statements for the accounting period 01.01.2024 - 31.12.2024 audited by PwC Independent Audit and Certified Public Accountant Financial Consultancy Inc., indicate a net period profit of TL 113,378,000,000. The Tax Procedure Law records (VUK) indicate a net period profit of TL 137,493,301,830.

Due to the general legal reserve amount exceeding 20% of the paid-in capital, no first-tier reserve has been set aside from the profit obtained in 2024.

Taking into account the profits from previous years and other reserves, there is a distributable profit of TL 342,120,000,000 in TMS/IFRS records and TL 626,944,291,307 in VUK records.

According to the Capital Markets Legislation, the amount of dividend to be distributed must also be matched in the legal books. In other words, the lower of the dividend amount that can be distributed according to TMS/IFRS and the dividend amount that can be distributed according to VUK is determined as the dividend ceiling. In this context, the dividend ceiling that our Company can distribute for the accounting period of 01.01.2024-31.12.2024 is TL 342,120,000,000.

Within the framework of CMB's Principle Decision No. 22.7 (dated 07.03.2024 and numbered 14/382), the General Assembly must be informed about the offsetting process of past year losses arising from inflation adjustments in both TMS/IFRS and VUK-based financial statements. Since the currency used in our Company's TMS/IFRS tables is USD, inflation accounting has not been applied in these tables. No offsetting process has been carried out in the equity accounts in VUK records.

In this context, to be submitted for the discussion and approval of the Company's shareholders at the Ordinary General Assembly Meeting:

It is appropriate to distribute TL 9,500,000,000 of the distributable net period profit of TL 113,378,000,000 according to the consolidated financial statements prepared in compliance with TMS/IFRS and audited by PwC Independent Audit and Certified Public Accountant Financial Consultancy Inc., to the holders of A and C group shares in two equal installments on June 16, 2025, and September 2, 2025, to set aside a second-tier reserve of TL 943,100,000 calculated over the paid dividend, and to transfer the remaining TL 102,934,900,000 to previous years' profits after the dividend and reserve allocation. The 2024 Dividend Distribution Table is presented in the attachment. (ATTACHMENT-3)

The proposal of our Company's Board of Directors will be submitted for the approval of the General Assembly.

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Proposed Dividend Distribution Table

TÜRK HAVA YOLLARI A.O. 2024 PROFIT DISTRIBUTION (TL)			
1. Paid-In / Issued Capital		1,380,000,000	
2. Total Legal Reserves (According to Legal Records)		2,497,177,332	
Information on privileges in dividend distribution, if any, in the Articles of Association:		NONE	
		Based on CMB Regulations	Based on Legal Records
3.	Current Period Profit	121,442,000,000.00	138,803,648,009.16
4.	Taxes Payable (-)	8,064,000,000.00	1,310,346,179.46
5.	Net Current Period Profit	113,378,000,000.00	137,493,301,829.70
6.	Losses in Previous Years (-)	0	0
7.	Primary Legal Reserve (-)	0	0
8.	Net Distributable Current Period Profit	113,378,000,000.00	137,493,301,829.70
	Dividend Advance Distributed (-)	0	0
	Dividend Advance Less Net Distributable Current Period Profit	0	0
9.	Donations Made During the Year(+)	0	0
10.	Donation-Added Net Distributable Current Period Profit on which First Dividend Is Calculated	113,378,000,000.00	137,493,301,829.70
11.	First Dividend to Shareholders	9,500,000,000.00	69,000,000.00
	*Cash	9,500,000,000.00	69,000,000.00
	*Stock	0	0
12.	Dividend Distributed to Owners of Privileged Shares	0	0
13.	Other Dividend Distributed	0	0
	* To the Employees	0	0
	* To the Members of the Board of Directors	0	0
	* To Non-Shareholders	0	0
14.	Dividend to Owners of Redeemed Shares	0	0
15.	Second Dividend to Shareholders	0	9,431,000,000.00
16.	Secondary Legal Reserves	943,100,000.00	0
17.	Statutory Reserves	0	0
18.	Special Reserves	0	0
19.	Extraordinary Reserves	102,934,900,000.00	0
20.	Other Distributable Resources	0	0

DIVIDEND RATIO TABLE						
	Share Group	TOTAL AMOUNT OF DIVIDEND DISTRIBUTED		TOTAL DISTRIBUTED DIVIDEND/NET DISTRIBUTED PROFIT	DIVIDEND PER SHARE WITH NOMINAL VALUE OF TL 1	
		CASH (TL)	BONUS (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
NET	A	8,074,999,999.94	0	7.12%	5.8514	585.14%
	C	0.06	0	0.00%	5.8514	585.14%
	TOTAL	8,075,000,000.00	0	7.12%	5.8514	585.14%

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ATTACHMENT-4: The resumes of the Board Member candidates and the independence declaration of the independent member candidate

Prof. Dr. Ahmet Bolat

Born in Konya in 1959, Prof. Ahmet Bolat graduated from Istanbul Technical University in 1981 as an Industrial Engineer. In 1984, he graduated from M.Sc. Operations Research program at Stanford University and in 1988, he obtained his Ph.D. in Industrial and Operations Engineering from the University of Michigan.

Prof. Bolat started his career in 1981 as a Design and Production Engineer at Yıldız Kalıp Şirketi. Between 1985 and 1988, he held a various of roles at the University of Michigan including as teaching assistant and research assistant. From 1988 to 2005, he worked as assistant professor, associate professor and professor at Industrial Engineering Department of King Saud University, Riyadh.

He was assigned as Senior Vice President of Investment Management at Turkish Airlines Inc. in 2005 and served as Chief Investment and Technology Officer between 2012 and 2022. During his tenure, he managed strategic growth plan of Turkish Airlines and led the team involved in the supply of necessary aircraft to the Turkish Airlines fleet. Being also responsible for International Relations & Alliances, Prof. Bolat has managed Government Affairs issues & commercial agreements with airline partners, ensuring partnership & network development with enhanced bilateral relations. He also led the feasibility study of Alliance selection project for Turkish Airlines.

In 2022, Prof. Ahmet Bolat was appointed as the Chairman of the Board and the Executive Committee of Turkish Airlines.

Şekib Avdagiç (Independent Member Candidate)

Şekib Avdagiç was born in 1959 in Zenica (Bosnia and Herzegovina). He started his primary education in Cologne (Germany) and continued his schooling in Istanbul. He graduated from Istanbul Technical University, Faculty of Mechanical Engineering in 1982 and completed the Istanbul University Business Administration Programme with honours in 1988.

He serves as Chairman of the Board and as a manager in companies operating in the automotive supply industry. Mr. Avdagiç speaks English and Bosnian. He is married and has two children.

In April 2018, Şekib Avdagiç was elected as the President of the Istanbul Chamber of Commerce (ICOC) Executive Board. As of May 31, 2023, he has been serving as the Vice President of the Union of Chambers and Commodity Exchanges of Türkiye.

Since September 2019, he serves as the Vice President of the Danube Chambers of Commerce Federation (DCCF). As of January 2022, he serves as an Independent Member of the Board of Directors and Executive Committee of Turkish Airlines. On July 11, 2023, he took over the duty of the Chairman of the Services Exporters' Association.

Mr. Avdagiç was one of the 12 founder members of The Independent Industrialists' and Businessmen's Association and took charge as the Association's Vice President until 2000.

In 1995 he was elected as a Member of the Istanbul Chamber of Commerce (ICOC) Assembly and between 2005-2009 he served as the Member of the ICOC Executive Board. From 2009 to 2013 he

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served as the Vice President of the ICOC Executive Board. He has been elected as the President of the ICOC Assembly in May 2013 and held this position until 2018.

Between 2009 and 2011, Mr. Avdagiç served as the President of the Executive Council of the Istanbul 2010 - European Capital of Culture Agency. From 2013 until 2019 he served as the Chairman of the Turkish Composites Manufacturers Association.

In addition to these duties, Mr. Avdagiç serves as the Chairman of The Commercialization Center of Istanbul, The Istanbul Chamber of Commerce Education and Social Services Foundation, The Tourism Development and Education Foundation, The Istanbul Convention & Visitors Bureau (ICVB) and The Istanbul World Trade Center. He is also the Vice President of the Board of Technopark Istanbul and Board Member of The Foreign Economic Relations Board of Türkiye, The Istanbul Development Agency and The Association of Automotive Parts and Components Manufacturers. Mr. Avdagiç also serves as the Member of the Board of Trustees of The International University of Sarajevo, The Prof. Fuat Sezgin Research Foundation for the History of Science in Islam and The Istanbul Technical University Development Foundation. He is also Member of the Advisory Board of Istanbul Technical University as well as Commission Member of the Council of Higher Education University - Industry Collaboration.

Bilal Ekşi

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, an 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, Türkiye 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.

On 21st of October, 2016, he was assigned as the CEO and continues his duty as the CEO and Member of the Board.

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Doç. Dr. Murat Şeker

Dr. Murat Şeker earned his undergraduate degree in Industrial Engineering from Marmara University, Türkiye, in 2000, followed by a Master's Degree in Economics from Sabancı University, Türkiye, in 2002. Then, he earned a PhD in Economics from University of Minnesota, USA in 2008.

Dr. Şeker worked as an Economist at Financial and Private Sector Development Vice Presidency of World Bank, USA between 2008 and 2013. During his tenure at the World Bank, he participated in many operational projects and was responsible for production of policy reports and research publications on innovation, entrepreneurship, international trade, and growth in developing countries.

Between 2013 and 2016, Dr. Şeker worked at Ziraat Bank as Senior Vice President of Financial Institutions and Investor Relations Department where he was responsible for international funding; managing the relationship with all financial institutions and investors. During this period, Dr. Şeker also served as Board Member of Ziraat Investment, Ziraat Private Pension and Ziraat Insurance subsidiaries.

In July 2016, Dr. Şeker was assigned as the Chief Financial Officer of Turkish Airlines. In Turkish Airlines, he is responsible from financing, treasury operations, accounting, procurement and investor relations. In March 2021, he was additionally appointed as a Member of the Board and the Executive Committee of Turkish Airlines. Dr. Şeker also serves as a Board Member of Turkish Technic and SunExpress subsidiaries.

Between 2015 and 2018, Dr. Şeker lectured as part-time professor at Boğaziçi University, Faculty of Economics and Administrative Sciences and received Associate Professorship title in October 2018.

Dr. Melih Şükrü Ecertaş (Independent Member Candidate)

Born in İnegöl, Bursa in 1987, Mr. Ecertaş graduated from Kartal Anatolian Imam-Hatip high school in 2004. He studied Business Administration at Beykent University and graduated as a valedictorian in 2009.

After his Bachelor's Degree, granted with Fulbright scholarship, Mr. Ecertaş took his Master's Degree at Emerson College in Boston, United States in Marketing Communications department. Following his research assistant position at MIT/Sloan School of Management, he completed his PhD degree at Gebze Technical University in Management and Organization. Mr. Ecertaş worked in the field of finance in various companies in Türkiye and currently continues his academic studies as an Assistant Professor in Ibn Haldun University.

He served as the Corporate Development Manager and Member of the Board of Directors at Çilek Furniture.

He is working as Management Consultant and worked in many domestic and international organizations in "Human Resources System Design, Performance Management Systems, Employee Rewarding Models, Strategic Planning, Talent Management, HR Digital Transformation and other Organizational Development" projects.

Mr. Ecertaş, who has been involved in civil society and youth studies since secondary education, has undertaken important responsibilities at various levels from the Provincial Organization to the Headquarters in the AK Party Youth Branches in 2012-2018. He still continues to volunteer in various youth-related NGOs.

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Mr. Ecertaş has an excellent command of English and a good command of German and Arabic. He is married and has three children.

Ramazan Sarı

Ramazan Sarı graduated from Istanbul Technical University, Faculty of Aeronautics and Astronautics, Department of Aeronautical Engineering in 1987. He started his pilot career as a pilot candidate at Turkish Airlines in 1988. He started his piloting career with DC9 aircraft type and continued as a second pilot, captain pilot, instructor captain pilot and check pilot in RJ100, B737, A310, A320, A330, A340 and A350 aircraft types.

In addition to his active pilot career, Ramazan Sarı has also served in various management positions within Turkish Airlines. Between 2018 and 2022, he served as Senior Vice President Flight Operations (Chief Pilot) at Turkish Airlines. In February 2022, Ramazan Sarı was appointed as the Senior Vice President General Aviation (VIP Aircraft) Operations at Turkish Airlines, a position he still holds. As of July 2023, he was also appointed as a member of the Board of Directors and Executive Committee of Turkish Airlines.

Prof. Dr. Mecit Eş

Prof. Mecit Eş was born in Samsun in 1953 and received his undergraduate degree from Istanbul University, School of Economics in 1974. After working in the public sector, he continued his academic career and received his Ph.D. in 1985. Dr. Mecit Eş became Associate Professor in 1990 and Professor in 1996. Having worked in the Faculty of Economics and Administrative Sciences at Dumlupınar University in the field of Public Finance between 1992 and 2012, Dr. Eş has since been Professor of the Academy of Commercial Sciences at Istanbul Commerce University. During his career, he has published many books and articles. Dr. Eş is a father of three children.

Dr. Hüseyin Keskin

Hüseyin Keskin was born in Istanbul in 1973.

After graduating from Pertevniyal High School, he completed his undergraduate education in the Mathematics Department at Bogazici University. He pursued his master's degree in the Business Administration Department at Marmara University and then completed his doctoral studies in the field of business administration.

He has held various responsibilities in many important organizations in the aviation sector and has been involved in significant projects.

He served as the Ground Services President at Turkish Airlines and as the Founding General Manager of TGS, the largest ground handling company in Turkey. He worked as the Secretary General of Istanbul Sea Buses (IDO). He held various senior positions at TAV Airports.

As the CEO of IGA Airport Operation Inc., he contributed to the Istanbul Airport project, which carried our country's aviation industry to the first places in the world.

He also served as the Chairman of the Board of State Airports Authority and General Manager from 2019 to 2024.

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Keskin, who is a Member of the Board of Directors at ACI Europe, the umbrella organization of airport operators in Europe, has been appointed as a Member of the Board of Directors of Turkish Airlines Inc. as of 25 July 2023.

Keskin, who speaks English fluently, is married and has two children.

Doç. Dr. Fatmanur Altun (Bağımsız Üye Adayı)

Assoc. Prof. Fatmanur Altun completed her undergraduate degree in Sociology Department at İstanbul University. She obtained her Master's Degree from Marmara University in 2014 with the thesis titled "The Role of Discourse of Greater Middle East Project in Formation of Post-2000 Turkish Nationalism". She received her Ph.D. from the same university in 2018 with her thesis titled "The 'Social Benefit' Approach of Secular and Faith-Based Non-Governmental Organizations in Türkiye: Case Studies of the Association for Supporting Contemporary Life and Turkish Youth and Education Service Foundation". In 2022, she was given the title of Associate Professor. Mrs. Altun continued her academic studies as a teaching assistant at Marmara University between 2015 and 2021. She gave lectures on Social Theory, History of Sociology, and Urban Sociology and Cultural Studies.

Her main research areas are social theory, anthropology, philosophy, social psychology, women studies, new media and digitalization, globalization, intellectual history, Islamophobia, social movements, communication, urban sociology, sociology of immigration, family, and justice. Currently being a Member of the Board of Marmara University Women's Studies Application and Research Center in Economic and Social Fields, Mrs. Altun served as chairperson and member of the board in numerous reputable organizations of the private sector and civil society.

She is proficient in English and has good command of Arabic and Ottoman Turkish. Mrs. Altun has been an independent member of the board of directors at Turkish Airlines since 2018. She is married and has four children.

TÜRK HAVA YOLLARI A.O.
ADDITIONAL DISCLOSURES RELATED TO THE GENERAL ASSEMBLY

Independence Declaration of the Independent Member Candidates

INDEPENDENCE DECLARATION

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;

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;

TÜRK HAVA YOLLARI A.O.
ADDITIONAL DISCLOSURES RELATED TO THE GENERAL ASSEMBLY

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,

(Original document is signed)

Doç. Dr. Fatmanur Altun

TÜRK HAVA YOLLARI A.O.
ADDITIONAL DISCLOSURES RELATED TO THE GENERAL ASSEMBLY

INDEPENDENCE DECLARATION

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;

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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;

TÜRK HAVA YOLLARI A.O.
ADDITIONAL DISCLOSURES RELATED TO THE GENERAL ASSEMBLY

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,

(Original document is signed)

Dr. Melih Şükrü Ecertaş

TÜRK HAVA YOLLARI A.O.
ADDITIONAL DISCLOSURES RELATED TO THE GENERAL ASSEMBLY

INDEPENDENCE DECLARATION

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;

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.

TÜRK HAVA YOLLARI A.O.
ADDITIONAL DISCLOSURES RELATED TO THE GENERAL ASSEMBLY

Respectfully,

(Original document is signed)

Şekib Avdagiç