

**INVITATION TO THE 2024 GENERAL ASSEMBLY MEETING
OF TÜRK HAVA YOLLARI A.O. ON MAY 21st, 2025**

Our Company will hold its Ordinary General Assembly Meeting to discuss and resolve the below-mentioned agenda regarding the 2024 accounts and activities, on Wednesday, May 21st 2025 at 14:00, 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 24th, 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 Company's 2024 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 2024,
- 3- Review of the Auditor and Group Auditor's Independent Audit Reports of the fiscal year 2024,
- 4- Review, discussion and approval of the Financial Statements for the fiscal year 2024,
- 5- Release of the Board of Directors from their liability for the Company's financial and operational activities for the fiscal year 2024,
- 6- Discussion and decision on the Board of Directors' Profit Distribution Proposal for the fiscal year 2024,
- 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 extend 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.
- 8- Determination of the compensation of the Members of the Board of Directors,
- 9- Election of the Members of the Board of Directors,
- 10- Election of the Auditor and Group Auditor,
- 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,
- 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,
- 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,
- 14- The submission of the new share buyback program prepared by the Board of Directors for the approval of the General Assembly (ATTACHMENT-2)
- 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,
- 16- Recommendations and closing statements.

With regards,

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

ATTACHMENT - 1:

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 Kuruş (one kuruş). b. Issued Share Capital and Share Certificates: The issued share capital of the Company is 1.380.000.000.- (one billion three hundred eighty 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	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 Kuruş (one kuruş). b. Issued Share Capital and Share Certificates: The issued share capital of the Company is 1.380.000.000.- (one billion three hundred eighty million) Turkish Lira divided into 138.000.000.000.- (one hundred thirty-eight billion) shares each with the nominal value of 1 Kuruş (one kuruş) and is completely paid. 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. 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. 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	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. 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
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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 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	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 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
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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 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	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 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
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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 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

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 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.	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.
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	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

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.	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. 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.	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> <u>Without prejudice to Article 375</u> of the Turkish Commercial Code, the Board of Directors <u>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 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.	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 principles determined by the Capital Market Board.	DOCUMENTS TO BE SUBMITTED ARTICLE 34 <u>Removed.</u>
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	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) 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 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.

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) **A legal reserve fund will be allocated at the rate specified by law.**
- b) **From the remaining amount, the first dividend will be allocated** at the rate and amount **approved by the General Assembly.**
- 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 profit distribution may be made to** privileged shareholders, to the holders of founder 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.

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

	<u>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 Kuruş, 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 Kuruş. 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>

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.

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.

ATTACHMENT - 3:

**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 2024 Ordinary General Assembly of Türk Hava Yolları A.O. to be held on 21/05/2024, Wednesday, at 14:00 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:

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is authorized to vote on proposals of the attorney partnership management.
- c) 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,	☐	☐	☐
2	Review and discussion of the Annual Report relating to fiscal year 2024,	☐	☐	☐
3	Review of the Auditor and Group Auditor's Independent Audit Reports of the fiscal year 2024,	☐	☐	☐
4	Review, discussion and approval of the Financial Statements for the fiscal year 2024,	☐	☐	☐
5	Release of the Board of Directors from their liability for the Company's financial and operational activities for the fiscal year 2024,	☐	☐	☐

6	Discussion and decision on the Board of Directors' Profit Distribution Proposal for the fiscal year 2024,	☐	☐	☐
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 extend 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	☐	☐	☐
8	Determination of the compensation of the Members of the Board of Directors,	☐	☐	☐
9	Election of the Members of the Board of Directors,	☐	☐	☐
10	Election of the Auditor and Group Auditor,	☐	☐	☐
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,	☐	☐	☐
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,	☐	☐	☐
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,	☐	☐	☐
14	The submission of the new share buyback program prepared by the Board of Directors 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,	☐	☐	☐
16	Recommendations and closing statements.	☐	☐	☐

(*) 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.

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

- 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