

**INVITATION TO THE GENERAL ASSEMBLY MEETING  
OF TURKISH AIRLINES, INC ON 15/05/2017**

The Board of Directors of our Incorporation hereby invites you to attend the Ordinary General Assembly of Shareholders to be held on 15th of May 2017 at 14:00 pm, instead of 3rd April, 2017, which was announced before, at the General Management Building located at Yeşilköy Mahallesi, Havaalanı Cad. No.3/1 Bakırköy/İstanbul, in order to discuss and vote for the Agenda indicated below.

Our shareholders may attend the General Assembly Meeting either physically or electronically, either in person or by proxy. Attendance via electronic means is feasible by safe electronic signature of shareholders or representatives. Thus, shareholders who will use the Electronic General Assembly System (EGAS) provided over 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 via electronic means. In addition, shareholders or representatives who intend to attend the Meeting via electronic means, 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 Communiqué (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.

Financial Statements relating to the fiscal year 2016, Board of Directors' Annual Report, Independent Audit Report, Profit Distribution Proposal and General Assembly Meeting Information Document will be available at the website of Central Registry Agency-CRA (MKK) e-GEM Information Portal, our Investor Relations Website (the related link is accessible from <http://www.turkishairlines.com>, the corporate website) and the Company Headquarters prior to the meeting for the study of our shareholders.

**AGENDA**

1. Opening statement and appointment of the Board of Assembly,
2. Review, discussion and approval of the Board of Directors' Annual Report relating to fiscal year 2016,
3. Review of the Independent Audit and Group Auditor Report of the fiscal year 2016,
4. Review, discussion and approval of the Financial Results relating to fiscal year 2016,
5. Release of the Board of Directors on financial and operational activities relating to fiscal year 2016,
6. Submitting the Board of Directors' proposal for profit distribution for the fiscal year 2016, to the approval of the General Assembly,
7. Determining the wages of the members of the Board of Directors,
8. Submitting the appointment of Mr. Bilal EKŞİ as Board Member to the approval of the General Assembly, due to the resignation of Assoc. Prof. Dr. Temel KOTİL from Vice Chairman and the Member of the Board,
9. Election of the Board of Directors,

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10. Pursuant to the Article 399-400 of the Turkish Commercial Code, election of the Auditor and Group Auditor,
11. Informing the shareholders regarding the collateral, pledge, mortgage, revenue and benefits given in favor of third parties as per Article 12 of Corporate Governance Communique (II-17.1) of the Capital Markets Board,
12. Informing the shareholders regarding the donations made within the fiscal year 2016 and determination of an upper limit for donations to be made in 2017,
13. Recommendations and closing statements.

With regards,

**TURKISH AIRLINES, INC.  
BOARD OF DIRECTORS**

**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 2016 Ordinary General Assembly of Türk Hava Yolları A.O to be held on May 15, 2017, Monday, at 14:00 p.m. 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.**

Agenda Items (*)	Accept	Reject	Dissenting Option
1.			
2.			
3.			

(\* ) The issues included in the agenda of the General Assembly are itemized one by one. 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:**

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

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**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

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