

TURKISH AIRLINES, INC.

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

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

1. Shareholding Structure and Voting Rights:

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

Voting rights of our shareholders are as follows:

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

Major changes in our Incorporation through the year 2020 are stated below:

Due to the resignation of Mr. Ogün Şanlıer from the Member of the Board on 31.03.2020, the Board of Directors has decided to appoint Mr. Melih Şükrü Ecertaş as Independent Member of the Board upon the Independence Board Member Approval of Capital Market Board, until the approval of the next General Assembly in accordance with our Incorporation's Articles of Association, Article 10. Due to the resignation of Mr. Ogün Şanlıer, Chairman of Early Identification of Risks Committee and Member of Audit Committee, the Incorporation has decided to appoint Mr. Melih Şükrü Ecertaş as the Chairman of Early Identification of Risks Committee and Member of Audit Committee.

THY Teknoloji ve Bilişim A.Ş. was established on 8 December 2020 as a wholly owned subsidiary of Turkish Airlines in order to increase our contribution to the Turkish Aviation ecosystem, by utilizing the existing information technologies human resources more effectively and positioning the existing information technologies applications of our Incorporation as an income generating business line.

Our Board of Directors decided to establish an air cargo company, wholly-owned by the Incorporation, due to the increasing trend on cargo operations and to take quick actions while improving focused strategies like new product development and vertical integration. The newly established Company will strengthen our position among the most crucial players in the cargo sector, by making the most of Turkish Cargo's unique competitive advantage and create a separate platform for potential strategic foreign partnerships in the future.

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

On the other hand, material event disclosures made by our Incorporation may be reached via Investor Relations website and through the following web address at www.kap.gov.tr.

3. Election of the Board of Directors:

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

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

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

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

Investor Relations Department of our Incorporation has not received any written requests from shareholders regarding the inclusion of any additional items to the agenda of the Annual General Meeting related to the fiscal year 2020.

5. Amendments to the Articles of Association:

There is no amendment to the Articles of Association.

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ATTACHMENT: CVs OF BOARD OF DIRECTORS CANDIDATES AND STATEMENTS OF INDEPENDENCY OF THE INDEPENDENT MEMBER CANDIDATES

M. İlker AYCI

M. İlker Aycı, born in Istanbul in 1971, is 1994 alumni of Bilkent University's Department of Political Science and Public Administration. After completing a research stay on political science at the Leeds University in the U.K. in 1995, Mr. Aycı completed International Relations Master's program at the Marmara University in Istanbul in 1997.

In his professional career which started in 1994, Mr. Aycı held a variety of positions at Kurtsan Medicine, Universal International Trade, and the Metropolitan Municipality of Istanbul, where, as an advisor to the then Mayor of Istanbul, H.E. Recep Tayyip Erdoğan, he took part in a number of development projects realized in Turkey's largest city. In the insurance sector, Mr. Aycı became the General Manager of Başak Sigorta in 2005. After the company's successful privatization, Mr. Aycı took over the management of Güneş Sigorta, one of the largest insurance companies in Turkey, in 2006. As the General Manager until 2011, he considerably increased both the value and size of the company.

In 2011, Mr. Aycı became the President of the Investment Support and Promotion Agency of Turkey, the only official national body to promote Turkey's investment environment globally and to assist international investors in their investment projects. Between 2013 and 2015, Mr. Aycı also held first the Vice Presidency and then, the Presidency of the World Association of Investment Promotion Agencies (WAIPA), the umbrella organization of over 170 investment promotion agencies from 130 countries.

Since 2015, Mr. Aycı is the Chairman of the Board of Directors and of the Executive Committee of Turkish Airlines. Currently, Mr. Aycı is also the Chairman of the Service Exporters' Association of Turkey and serves as a board and audit committee member of the Turkish Football Federation, the chair of the board of Turkish Airlines Sports Club.

Mr. Aycı is also the Turkish Airlines representative of the Turkey-U.S.A., Turkey-Brazil and Turkey-U.K. Business Councils, as well as an Executive Board member of the Turkey-U.S.A. and Turkey-U.K. Business Councils under the Foreign Economic Relations Board of Turkey (DEİK). Previously, Mr. Aycı held positions at different capacities in several organizations including the Insurance Association of Turkey, Turkey-Canada and Turkey-China Business Councils, Vakıf Emeklilik, and Güneş Sigorta Sports Club. Mr. Aycı speaks English and Russian.

Prof. Dr. Mecit EŞ

Prof. Dr. 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.

Salim Arda ERMUT

Born in 1980 in Karaman, Mr. Arda Ermut graduated from Bogazici University's Department of Politics and International Relations in 2004 and started his professional career in 2005 as a Media and Public Relations Advisor at the Turkish Prime Minister's Office in Istanbul.

He then continued his career at the Turkish Prime Ministry serving in various roles at the Investment Support and Promotion Agency of Turkey (ISPAT), with essential contributions to the establishment of the organization itself.

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Mr. Ermut started working at ISPAT as an Assistant Project Director in 2007, and served in multiple senior positions before he was appointed the Head of the Public-Private Partnership Department, and then the President of ISPAT in 2015. During the transition period to Turkey's Executive Presidential System, Mr. Ermut took part in positioning the Investment Office under the auspices of the Presidency of the Republic of Turkey. During his tenure as President of ISPAT and now the Investment Office, he has actively taken part in bringing various foreign direct investments into Turkey. Requiring mastery of a wide range of relationships on the sides of both public and private sectors and vertically cutting the investment processes addressing all decision levels from top management to local individuals, his career helped Mr. Ermut to develop a skill set that is capable of creating cost/time saving effective solutions for the optimization of investment projects.

Arda Ermut also served as the Presidency of the World Association of Investment Promotion Agencies (WAIPA) for 4 years, the umbrella organization that covers 170 national and regional investment promotion agencies from 130 countries. Mr. Ermut took important steps to turn WAIPA into an actively operating, financially self sustaining and independent foundation.

Mr. Ermut left the Presidency of ISPAT to his deputy Mr. Ahmet Burak Daglioglu in February 2020.

Mr. Ermut has been appointed as a Board Member for Turkish Airlines in June 2019. He serves also as one of the three members in the Turkish Airlines Executive Committee. In addition to these positions, Mr. Ermut has been elected to the Board of the Turkish Basketball Federation in October 2016, in which he was appointed as a Vice Chairman in April 2019. And Mr. Ermut left the Turkey Sovereign Wealth Fund as a Board Member which he served for 2 years.

Mr. Ermut is fluent in English, and is married with two children.

Bilal EKŞİ

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

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

Having served as the Chief Production Officer at Turkish Technic in 2008 and 2009; and as the General Manager of Cyprus Turkish Airlines as part of the reorganization of Cyprus Turkish Airlines in 2010; and as the Executive Vice President at "Turkish Engine Center (TEC)", established by the Joint Venture of Pratt Whitney, the American Engine manufacturer, and Turkish Technic Inc. between 2010 – 2011; Mr. Ekşi was assigned as the Director General of Civil Aviation in April 2011. During his tenure as the Director General of Civil Aviation, Turkey has been reelected as a member of Council of International Civil Aviation Organization (ICAO) 66 years later its previous 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 General Manager and continues his duty as the General Manager and Member of the Board.

Mithat Görkem AKSOY

He was born in 06.06.1977 in Antalya. He started his pilotage training in 1996 in Turkish Aeronautical Association. Graduating in 1998, he worked in Turkish Aeronautical Association until 2001. In 2001, he resigned from the Turkish

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Aeronautical Association and transferred to private airways. After working in various private airline companies, in 2007, he started to work at Turkish Airlines. He served in G4, G550, B737 and Airbus A330/340 fleets. In 2006, he was appointed as the Senior Vice President, General Aviation VIP Aircraft Operations. He still serves as the active commander pilot in Turkish Airlines. Since 2018, he has been member of the Board of Turkish Airlines Inc. and Turkish Technic Inc.

Orhan BİRDAL

Mr. Birdal was born in Kemah, Erzincan in 1958 and completed his primary and high school education in Istanbul. In 1980, he graduated from Istanbul Academy of Economics and Commercial Sciences, College of Journalism and Public Relations. Mr. Birdal completed his graduate degree from the Social Sciences Institute of Marmara University in 1990.

In 1982, Mr. Birdal entered the aviation sector as Air Traffic Controller at Ataturk Airport, incorporated under the General Directorate of State Airports Authority (DHMI). Subsequently, he held various positions in the sector, including Air Traffic Controller and Airport Manager at Erzincan, Directorate of Nevşehir Kapadokya, Trabzon and Izmir Adnan Menderes Airports, and Senior Vice President of the Airport Operation Department at DHMI. After working as the Deputy Director and Member Of the Board of Directors of DHMI in 2003, he assumed the position of General Manager and Chairman of the Board Directors of DHMI between 2007- 2015. Following his position in DHMI, Mr. Orhan Birdal was appointed to the Undersecretariat of the Ministry of Transport, Maritime Affairs and Communications. By the end of 2015, he started to serve as Deputy Undersecretary responsible for Aviation and Railroads. During his tenure as General Manager at DHMI, Mr. Birdal also served as Member of the Board of Directors and Audit Committee at Turkish Airlines from 2008 until 2012. In addition, he served as Vice President of the Turkish Civil Aviation Council at the Union of Chambers and Commodity Exchanges of Turkey (TOBB).

Having worked as a senior manager in the aviation sector for many years, Mr. Birdal, carried out many successful projects. IGA is one of these projects as the world's greatest build-operate-transfer project. He also held high level positions in 17 different build-operate-transfer projects related to several airports in Turkey. Mr. Birdal actively participated in the commission of the Domestic Aircraft Project in Turkey. He also served as Chairman of the Aviation Sector and Moderator in the 10th and 11th Transportation Council. Mr. Birdal has received numerous prestigious awards including "Bureaucrat of the Year" and "Government Executive of the Year" from both domestic and international institutions.

Mr. Birdal speaks English and is married with four children.

Muzaffer AKPINAR **Independent Board Member Candidate**

Born in 1962, Muzaffer Akpınar graduated from Saint Michel French High School and the Management Sciences Faculty of the Bogazici University.

He started his career as a founding shareholder of Penta Tekstil in 1986 and became the CEO of KVK in 1993. He later worked as the CEO of MV Holding A.S. and played an active role in the foundation process of Fintur Holding BV. Muzaffer Akpınar served as the General Manager of Turkcell between January 2002 and July 2006.

He continues his career as the Vice President of MV Holding's Board of Directors, a member of the Turkish Airlines' Board of Directors, Partner and the President of KVK and Dost Enerji 's Board of Directors, the founding partner and the President of Portmobil's Board of Directors, partner and the Vice President of Kimya Teknik and Kimaş, the president of Muzaffer Akpınar Foundation.

He is married and father of two children.

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Dr. Fatmanur ALTUN **Independent Board Member Candidate**

Altun is the Chairman of the Executive Board of Turkish Youth and Education Service Foundation (TÜRGEV) as well as a member of the Executive Board of Turkish Airlines (THY) and Women and Democracy (KADEM) Foundation.

She took her Master's Degree in Sociology and Anthropology from Marmara University's Institute of Middle East and Islamic Countries Studies with her thesis titled "The Role of Discourse of Greater Middle East Project in Formation of Post 2000 Turkish Nationalism".

Starting her doctoral studies at the same department in 2014, she earned her PhD Degree in 2018 with her dissertation titled "The 'Social Benefit' Approach of Secular and Faith-Based Non-Governmental Organizations in Turkey: Case Studies of the Association for Supporting Contemporary Life and Turkish Youth and Education Service Foundation".

Working in the publishing sector as a translator and editor since 2000, Altun served as the department editor of Anlayış Magazine from 2005 to 2010 and as a columnist for the news portal World Bulletin from 2006 to 2011. Since 2015, she has been working for Marmara University. Currently an academic in the Sociology Department of Marmara University, Altun has copyright and translation works. She conducts seminars and conferences on different platforms and her articles are regularly published in various media.

Melih Şükrü ECERTAŞ **Independent Board Member Candidate**

Ecertaş was born in 1987 in Bursa Inegöl and graduated from Kartal Anatolian Imam Hatip High School in 2004. In 2009, he graduated from Beykent University, Department of Business Administration as a valedictorian.

After receiving his undergraduate education, He did his Master's degree in Marketing Communications at Emerson College in Boston as a Fulbright scholar. After working as a research assistant at MIT / Sloan School of Management, he continues his PHD in the field of Organizational Development and HR Management at Gebze Technical University.

Between 2011 and 2019, he served as Corporate Development Manager and Board Member at Çilek, a leading children furniture brand.

Between 2015-2017, He was also a founding partner of Mental HR, which operates in the field of Human Resources and Management Consultancy.

He took part in "HR System Design, Performance Management Systems, Total Rewards Model, Strategic Planning, Talent Management, HR Digital Transformation and other Organizational Development" projects in many domestic and abroad organizations.

He was one of the founders of Eurasia Invest, an international investment consultancy company, in 2018 and is still a member of the Board of Directors.

Ecertaş, who has been involved in civil society and youth studies since his secondary education years, assumed 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.

Melih Ecertaş is fluent in English, intermediate in German and Arabic. He is married and has two children.

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STATEMENTS OF INDEPENDENCY OF THE INDEPENDENT MEMBER CANDIDATES

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 Incorporation and any affiliates, who either hold the control of or have any significant influence on the management of the Incorporation, or any shareholders who hold the control of the management of the Incorporation, or have a significant influence on the Incorporation, 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 Incorporation, 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 Incorporation (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 incorporation, from which the Incorporation has procured any services or products or to which the Incorporation 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 Incorporation, maintain my impartiality in any potential case of conflict of interest amongst the shareholders of the Incorporation, 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 Incorporation 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 Incorporation, 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 Incorporation 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 Incorporation or the shareholders who hold the control of management of the same, and at more than five of the listed companies in total; and also that;
- h) I have not been registered and announced for the legal person which has been elected as a member of the Board of Directors.

Respectfully,



FATMANUR ALTUN

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

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

Respectfully,

MEHMET MUZAFFER AKPINAR

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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 Incorporation and any affiliates, who either hold the control of or have any significant influence on the management of the Incorporation, or any shareholders who hold the control of the management of the Incorporation, or have a significant influence on the Incorporation, 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 Incorporation, 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 Incorporation (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 incorporation, from which the Incorporation has procured any services or products or to which the Incorporation 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 Incorporation, maintain my impartiality in any potential case of conflict of interest amongst the shareholders of the Incorporation, 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 Incorporation 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 Incorporation, 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 Incorporation 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 Incorporation or the shareholders who hold the control of management of the same, and at more than five of the listed companies in total; and also that;
- h) I have not been registered and announced for the legal person which has been elected as a member of the Board of Directors.

Respectfully,

Respectfully,
MELİH ŞÜKRÜ ECERTAŞ