

Pegasus Hava Tařımacılıđı A.ř.

Agenda for the Annual General Assembly Meeting dated March 31, 2014

- 1)** Commencement and establishment of the Chairing Authority
- 2)** Authorization of the Chairing Authority with respect to the execution of the Meeting Minutes
- 3)** Review, discussion and approval of the Annual Activity Report, Independent Auditor's Report and the Financial Statements relating to the year 2013
- 4)** Release of each member of the Board of Directors with respect to the Company's transactions in 2013
- 5)** Review and approval of the "Pegasus Dividend Policy" proposed by the Board of Directors
- 6)** Review and approval of the Board of Directors' proposal for the utilization of the 2013 profit
- 7)** Submission of the principles relating to the compensation of the members of the Board of Directors and the Company senior management for the review of Company shareholders, in accordance with the Corporate Governance Principles determined by the Capital Markets Board
- 8)** Appointment of the members of the Board of Directors and determination of their term of office
- 9)** Determination of the salary, honorarium, bonus and similar financial rights of the members of the Board of Directors
- 10)** Authorization of the members of the Board of Directors to enter into transactions within the scope of Articles 395 and 396 of the TCC
- 11)** Submission of information to the shareholders with respect to transactions in 2013 falling within the scope of Article 1.3.6 of the Corporate Governance Principles
- 12)** Appointment of the Independent Auditor
- 13)** Subject to the Company having obtained the requisite approvals from the Capital Markets Board and the Ministry of Customs and Trade, review and approval of the amendments to Articles 4, 6, 12, 13, 16 and 17 of the Articles of Association proposed by the Board of Directors
- 14)** Review and approval of the amendments to the Bylaws proposed by the Board of Directors
- 15)** Review and approval of the "Pegasus Donations and Charitable Contributions Policy" proposed by the Board of Directors, Submission on information to the shareholders on donations and charitable contributions made in 2013 and determination by the shareholders of a maximum ceiling for donations and charitable contributions to be made in 2014
- 16)** Submission of the "Pegasus Information Policy" adopted by the Board of Directors to the attention of the shareholders
- 17)** Submission of information on the security, pledge, mortgage and surety provided by the Company for the benefit of third parties and income and benefits derived therefrom to the attention of the shareholders
- 18)** Requests and recommendations and close of meeting