

Istanbul Trade Registry Directorate
Registration Number: 601827

Trade Title:
THY DO & CO İKRAM HİZMETLERİ ANONİM ŞİRKETİ

CENTRAL office: Istanbul BAKIRKÖY YEŞİLKÖY next to Atatürk Airport gate B THY Do&Co İkam Hizmetleri AŞ head office building

Registration and announcement of the general assembly resolution and the amendment text to articles of association of the company notarized by Bakırköy 37th Notary Public on 29.4.2015 with 13182 Roll number, whose commercial center, trade registration number and title are written above, was requested, and It is hereby announced that the same are registered on 5.5.2015 in accordance with the provisions of the Turkish Commercial Code No. 6102 and based on the documents in our directorate.

THY DO&CO İkam Hizmetleri A.Ş.Minutes of the 22.04.2015 dated Ordinary General Assembly Meeting

The 2014 Ordinary General Assembly Meeting of thy DO & CO İKRAM HİZMETLERİ A.Ş. was held on 22.04.2015 at 09:00 under the supervision of the Ministry Commissioner Metin YÖNEY, who was appointed by the Istanbul Governorship of the Ministry of Customs and Trade at the head office of Atatürk Airport Gate B General Directorate Building 34149 YEŞİLKÖY, BAKIRKÖY /Istanbul. The invitation to the meeting was made without announcement in accordance with Article 416 of the Turkish Commercial Code. There was no objection to the agenda and the meeting being held without announcement.

In the examination of the list of participants, it was understood that the (30.000.000) shares out of (30.000.000) shares corresponding to the total capital of the Company (30.000.000) TRY were represented in person (by proxy) and by attorney at the meeting, thus the minimum meeting quorum stipulated in both the law and the articles of association was present, the meeting was opened by Attila Turgut Doğudan, the Deputy Chairman of the Board of Directors, and the agenda was started to be discussed.

Discussions on the agenda was started and;

- 1) Council election for the General Assembly meeting is made and Attila Turgut Doğudan is elected as chairman and M. Serdar Erden is elected as Vote Collector and Selen Önen Sudikarataş is elected as council clerk. The authority to sign the minutes was given them by the participants unanimously.
- 2) The annual report of the board of directors for the activities of 2014 was read and a copy of the same was presented to the participants of the General Assembly. It was determined that there was no objection to the activity report of the Board of Directors and submitted to the approval of the General Assembly. The report of the board of

directors for the activities of 2014 was approved unanimously.

- 3) The balance sheet and profit-loss statements of the activities of the year 2014 were read and the attendant was informed, and copies were presented to the General Assembly. A special independent audit report for the 2014 accounting period prepared by Engin Bağımsız Denetim ve Serbest Muhasebecilik Mali Müşavirlik A.Ş. - İstanbul in accordance with International Financial Reporting Standards (IFRS) was read and a copy of the same was presented to the participants of the General Assembly. As a result of the voting held in the General Assembly, the balance sheet and profit-loss statements for the year 2014 were unanimously affirmed.
- 4) The independent audit report was read and a copy of the same was presented to the participants of the General Assembly. When the commercial and financial statements prepared in accordance with the provisions of the TCC for the year 2014 were examined, it was determined that the Company's commercial profit was available.

In accordance with the provisions of the TCC, after deducting the losses of the previous year and allocating the legal reserve in accordance with the provisions of the company's articles of association and the TCC, it was unanimously decided that 15 million TRY of the remaining amount will be distributed to the shareholders within the share rates until the next General Assembly date and the remaining amount will be kept in the Company's Extraordinary reserves.

It was determined that there was no objection to the independent audit report and submitted to the approval of the General Assembly. The independent audit report for the 2015 accounting year was accepted unanimously.

5) The acquittal of the members of the Board of Directors was submitted to the vote. Consequent on the voting, each of the members of the Board of Directors was unanimously acquitted for their activities in 2014 by the acceptance vote of the other shareholders participating in the voting by law, without participating in the voting in their own release in accordance with Article 374 of the TCC.

6) The amendment of clause 1 of Article 14 of the articles of association of the company as specified below was put to the vote of the General Assembly and unanimously accepted.

Previous Text
Clause 14)

Formation and Election Capacity of the Board of Directors

14.1 The Board of Directors consists of six (6) members elected by the general assembly, taking into account the privileges granted to the share groups.

Three of the members of the Board of Directors must be selected from among the candidates to be nominated by the owners of these shares representing the A group shares, and the other three must be selected from among the candidates to be nominated by the owners of these shares representing the B group shares.

Provided that three (3) of the members of the Board of Directors are selected by Group A shareholders and one (1) of them is selected from the candidates to be nominated by Group "B"

shareholders, at least four of them must be Turkish citizens in any case.

New Text

Article 14) Formation and Election Capacity of the Board of Directors

14.1 The Board of Directors consists of eight (8) members elected by the general assembly, taking into account the privileges granted to the share groups.

Four of the members of the Board of Directors must be selected from among the candidates to be nominated by the owners of these shares representing the A group shares, and the other four must be selected from among the candidates to be nominated by the owners of these shares representing the B group shares.

Provided that four of the members of the Board of Directors are elected by Group A shareholders and one (1) of them is selected from the candidates to be nominated by Group "B" shareholders, at least five of them must be Turkish citizens in any case.

7) The election of new members of the Board of Directors has started instead of the members of the Board of Directors whose duties have ended due to the expiration of the activity period. It was unanimously decided that Mehmet İlker Aycı (TR Identity Number: 24397848274), who was nominated from among the shareholders of the Company and who had declarations of acceptance of duty, Arzu Akalın (TR Identity Number: 48658253348), Seyfullah Hacı Müftüoğlu (TR Identity Number: 6718915001), Selami Altınok (TR Identity Number: 37933315352), Klaus Petermann (Beyoğlu Tax Office- Tax Number: 7290474105), Klaus Petermann (Beyoğlu Tax Office- Tax Number: 7290474105), Haig Asenbauer (İkitelli Tax Office- Tax Number: 3130548178), Gottfried Neumeister (Beyoğlu Tax Office-Tax Number: 6310697726) and Attila Turgut Doğudan (TR Identity Number: 12052029168), who had a declaration of acceptance of duty, to serve for 2 years in the Board of Directors of the Company as members in accordance with the Articles of Association of the Company.

It was unanimously decided to pay the Chairman and Deputy Chairman of the Board of Directors a net 4.500 TRY and other members a net 4.000 TRY fee, attendance fee and an additional bonus of the same amount every 3 months.

It is also unanimously decided that the Chairman and the members of the Board shall also enjoy the other social rights and all financial support facilities applied to personnel and managers in the company.

8) Since our company meets the criteria of the Council of Ministers Decision published in the Official Gazette dated January 23, 2013 and numbered 28538, it was unanimously decided to elect Grant Thornton "ENGİN INDEPENDENT AUDIT and SMMM AŞ" as the independent auditor.

9) In accordance with Article 17 clause 1 of the articles of association of the company, Article 367 of the Turkish Commercial Code, the amendment of the General Assembly as specified below was put to the vote and unanimously accepted.

Previous Text

Article 17

Duties and Powers of the Board of Directors and the General Manager

17.1. The representation and management of the company shall be conducted by the Board of Directors. It is entirely up to the Board of Directors to take decisions on all transactions that constitute the purpose and subject of the company, except for those specified in the articles of association and the powers left exclusively to the General Assembly. The organizational structure of the company and the rules of operation of the company are decided by the Board of Directors upon the proposal of the General Manager in accordance with the following powers.

New Text

Duties and Powers of the Board of Directors and the General Manager

17.1. The representation and management of the company shall be conducted by the Board of Directors. It is entirely up to the Board of Directors to take decisions on all transactions that constitute the purpose and subject of the company, except for those specified in the articles of association and the powers left exclusively to the General Assembly. Following an internal directive to be issued in accordance with Article 367 of the Turkish Commercial Code, it is possible for the Board of Directors to transfer the management authority partially or completely to one or more members of the Board of Directors or to a third party. The organizational structure of the company and the rules of operation of the company are decided by the Board of Directors upon the proposal of the General Manager in accordance with the following powers.

10) The meeting was closed by the Chairman of the Council since no wish and request was made. This report was prepared and signed at the meeting place.

Chairman of the General Assembly

Attila Turgut Doğudan signature

Vote Collector M. Serdar Erden signature

Clerk of General Assembly

Selen Önen Sudikarataş signature

Republic of Turkey, Ministry of Customs and Trade Representative

Metin Yöney signature

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