



PEGASUS HAVA TAŞIMACILIĞI A.Ş.

Invitation to the General Assembly Meeting dated April 4, 2018

The Annual Shareholders Meeting of our Company for the year 2017 will be held on Wednesday, April 4, 2018 at 10:00 am at the Company headquarters located at Aeropark, Yenişehir Mahallesi, Osmanlı Bulvarı No: 11/A Kurtköy 34912 Pendik İstanbul and will convene to discuss the following agenda items.

The Financial Statements of the Company and the Independent Auditor's Report for the year 2017, the proposal of the Board of Directors regarding the use of the Company profit for the year 2017, the Company's Corporate Governance Compliance Report, the proposed amendments to the Company Articles of Association and the Information Document relating to the other agenda items are made available for the review of our shareholders, starting from three weeks prior to the meeting, at our Company headquarters, at our corporate website <http://www.pegasusinvestorrelations.com> and the Electronic General Assembly Portal of the Central Registry Agency.

In accordance with Article 415 paragraph 4 of the Turkish Commercial Code No. 6102 and Article 30 paragraph 1 of the Capital Markets Law No. 6362, attendance and voting at the General Assembly is not conditional upon the deposit of Company shares at the Central Registry Agency. Therefore, our shareholders do not have to block their Pegasus shares in the event they would like to attend the General Assembly Meeting.

Our shareholders who will vote through the Electronic General Assembly System may refer to the Central Registry Agency (<https://egk.mkk.com.tr/egkweb/en/> or 444 0 655) for more information on their obligations stipulated in the Regulations and Communiqués regarding Electronic General Assembly participation.

In accordance with the provisions of the Capital Markets Board Communiqué No. II-30.1 regarding Proxy Voting and Call for Proxies, published in the Official Gazette dated December 24, 2013 and numbered 28862, our shareholders who will have themselves represented at the meeting through proxy must produce their proxy form in line with the proxy form disclosed by the Company and are required to present the signed proxy, certified by a Turkish notary public or the signed proxy alongside a signature circular certified by a Turkish notary public. Proxies appointed electronically through the Electronic General Assembly System do not have to present any written proxy statement. Voting at the General Assembly will be made by show of hands, with provisions relating to electronic voting being reserved.

Information on the Annual General Assembly Meeting is available on our website: <http://www.pegasusyatirimciiliskileri.com>. Our shareholders may seek any additional information regarding the General Assembly procedures from Pegasus Investor Relations.

Pursuant to Article 17, paragraph 1, sub-paragraph (e) of our Articles of Association, the Annual General Assembly Meeting will be open for the attendance of all stakeholders and the press as observers.

We request the attendance of our shareholders.

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Agenda for the Annual General Assembly Meeting dated April 4, 2018

- 1)** Commencement and establishment of the Meeting Chairing Committee
- 2)** Review, discussion and approval of the Annual Activity Report, Independent Auditor's Report and the Financial Statements relating to the year 2017
- 3)** Release of each member of the Board of Directors with respect to the Company's transactions in 2017
- 4)** Review and approval of the Board of Directors' proposal for the utilization of the 2017 profit
- 5)** Review and approval of the amendment to Article 6 of the Company Articles of Association proposed by the board of Directors, subject to the prior consent of the Capital Markets Board and the Ministry of Customs and Trade.
- 6)** Appointment of the members of the Board of Directors and determination of their term of office
- 7)** Determination of the salary, honorarium, bonus and similar financial rights of the members of the Board of Directors
- 8)** Authorization of the members of the Board of Directors to enter into transactions within the scope of Articles 395 and 396 of the Turkish Commercial Code
- 9)** Appointment of the Independent Auditor
- 10)** Submission of information to the shareholders on donations and charitable contributions made in 2017 and determination by the shareholders of a maximum ceiling for donations and charitable contributions to be made in 2018
- 11)** Submission of information to the shareholders with respect to transactions in 2017 falling within the scope of Article 1.3.6 of the Corporate Governance Principles
- 12)** Submission of information to the General Assembly with respect to security, pledge, mortgage and surety provided by the Company for the benefit of third parties in 2017 and any income and benefits derived therefrom
- 13)** Requests and recommendations and close of meeting