



**PEGASUS HAVA TAŞIMACILIĞI ANONİM ŞİRKETİ**  
**INTERIM ACTIVITY REPORT OF THE BOARD OF DIRECTORS**  
**FOR THE PERIOD BETWEEN JANUARY 1 – SEPTEMBER 30, 2024**

**NOVEMBER 11, 2024**

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**FOR THE PERIOD JANUARY 1 – SEPTEMBER 30, 2024**

*This Report is prepared in accordance with the Regulation on the Determination of the Minimum Content of Company Annual Reports published by the Turkish Ministry of Commerce, the Corporate Governance Communiqué No. II-17.1 and the Corporate Governance Principles published by the Turkish Capital Markets Board and other applicable provisions of Turkish law.*

*As used in this Report, the following terms shall have the meanings indicated below:*

- **“Board”** or **“Board of Directors”** refers to the Pegasus Airlines Board of Directors.
- **“Company”** or **“Pegasus Airlines”** refers to Pegasus Hava Taşımacılığı A.Ş., more fully described in Section 1/A of this Report.
- **“Esas Holding”** or **“Esas”** refers to Esas Holding A.Ş.
- **“Hitit CS”** refers to Hitit Bilgisayar Hizmetleri A.Ş.
- **“PIN Lab”** refers to Pegasus Innovation Lab, Inc.
- **“PFTC in Liquidation”** refers to Tasfiye Halinde Pegasus Uçuş Eğitim Merkezi A.Ş.
- **“PAT”** refers to Pegasus Havacılık Teknolojileri ve Ticaret A.Ş.
- **“Principles”** refers to the Corporate Governance Principles published by the Turkish Capital Markets Board.
- **“Report”** refers to this Annual Report of the Pegasus Airlines Board of Directors.

**1- GENERAL INFORMATION**

**A- GENERAL INFORMATION ON PEGASUS AIRLINES**

Reporting Period	: January 1, 2024 – September 30, 2024
Commercial Title	: Pegasus Hava Taşımacılığı A.Ş.
Trade Registration	: Istanbul Trade Registry / 261186
Central Registry No.	: 0-7230-0470-8500017
Headquarters	: Aeropark, Yenişehir Mahallesi, Osmanlı Bulvarı, No: 11/A Kurtköy 34912 Pendik / Istanbul
Contact Information	: Telephone. +90 216 560 7000 Corporate Website. <a href="http://www.flypgs.com">www.flypgs.com</a> Investor Relations Website. <a href="http://www.pegasusinvestorrelations.com">http://www.pegasusinvestorrelations.com</a>

**B- VISION, MISSION, AND STRATEGIC TARGETS OF PEGASUS AIRLINES**

We operate in line with the strategic targets determined by our Board of Directors in accordance with our aim of being: *“To be a leading low-cost carrier across the industry, providing safe and easy travel with low fares”* and our motto: *“Everybody has the right to fly.”*

Our strategic targets are underpinned by our key corporate values: Innovation, People Orientation, Competitiveness, Result Orientation, and Effectiveness & Efficiency.

Our annual budget is approved by our Board of Directors before each fiscal year. Our operational and financial results are monitored by the Board of Directors on a regular basis, against budgeted targets. The Board of Directors reviews our strategic targets and the Company's progress in terms of strategic key performance indicators on a regular basis.

### C- CAPITAL, SHAREHOLDING AND ORGANIZATION STRUCTURE OF PEGASUS AIRLINES

Our issued capital is ₺500,000,000 and our authorized capital ceiling is ₺500,000,000. Information on our capital and shareholding structure as of January 1, 2024, and September 30, 2024, respectively, is shown in the table below.

Shareholder	January 1, 2024		September 30, 2024 <sup>(1)</sup>	
	Number of Shares	Shareholding Ratio	Number of Shares	Shareholding Ratio
Esas Holding	57,959,838	56.66%	283,284,477	56.66%
Publicly Traded	42,482,689	41.53%	207,638,371	41.53%
Emine KAMIŞLI	619,060	0.61%	3,025,717	0.61%
Ali İsmail SABANCI	619,060	0.61%	3,025,717	0.61%
Kazım KÖSEOĞLU	309,530	0.30%	1,512,859	0.30%
Can KÖSEOĞLU	309,530	0.30%	1,512,859	0.30%
<b>Total</b>	<b>102,299,707</b>	<b>100.00%</b>	<b>500,000,00</b>	<b>100.00%</b>

<sup>(1)</sup> In connection with the increase of the Company's current issued capital of TRY 102,299,707 to TRY 500,000,000, by an increase of TRY 397,700,293, through the conversion of funds available as part of the "Share Premiums on Capital Stock", within the TRY 500,000,000 authorized capital ceiling; an application was filed with the Capital Markets Board on 29.02.2024 for the approval of the Issuance Certificate regarding the shares to be issued with a nominal value of TRY 397,700,293 and the approval of the amendments to Section 6 of our Articles of Association entitled "Company Capital". The Issuance Certificate is approved by Capital Markets Board on May 3, 2024 and was registered with the Trade Registry on May 30, 2024.

As of September 30, 2024, Esas Holding is the controlling shareholder of Pegasus Airlines. Established in 2000, Esas Holding is the largest family-owned investment firm in Türkiye and is backed by the first- and second-generation family members of Şevket SABANCI, one of the five founding members of H. Ö. Sabancı Holding A.Ş., a leading Turkish conglomerate. With offices in Istanbul and London, Esas invests in various asset classes globally including private equity, real estate, venture capital and public markets.

Our Company's management organization chart as of September 30, 2024, is provided in Section 1/F of this Report.

### D- INFORMATION ON BUSINESS ACTIVITIES

We are the leading low-cost airline in Türkiye. We operated charter flights since 1990. Following our acquisition by Esas at the beginning of 2005, we changed our business model, introducing a low-cost network carrier model for the first time and focused on providing affordable and on-time air travel service with a young fleet.

As a result of the successful implementation of this low-cost strategy, we experienced rapid expansion of our operations both in domestic and international routes. Between 2009 and 2019, our cumulative average annual passenger growth reached 18%, significantly outpacing the 9% annual average growth recorded by the Turkish market. We operate a growing young and modern fleet of 112 aircraft with 4.5 average aircraft age as of September 30, 2024.

We provide high-frequency services on short- and medium-haul, point-to-point, and transit routes on its domestic and international network primarily from our main hub in Istanbul Sabiha Gökçen International Airport. As of September 30, 2024, we offered scheduled passenger services on 35 domestic destinations in Türkiye and 103 international destinations to European (including North Cyprus), CIS, Middle Eastern and African destinations, serving a flight network covering 138 destinations in 53 different countries.

Our business model is based on a strong focus on efficient operations and cost control, and revenue generation through various services ancillary to the core air passenger services. As of September 30, 2024, our CASK, non-fuel was recorded as €2.48, while revenue recorded from ancillary services constituted 33% of total revenue for the period. As of September 30, 2024, we continued to derive revenue from other services, primarily consisting of cargo services and a relatively low volume of charter and split charter flights for tour operators, which represented 2% of total revenue for the period.

#### **E- INFORMATION ON PRIVILEGED SHARES**

We do not have any privileged shares. Therefore, there are no voting privileges attached to Pegasus Airlines shares or any preference in respect of the nomination of Board members or the allocation of any distribution or payment to be made from Company profits.

#### **F- INFORMATION ON THE MANAGEMENT BODY, SENIOR MANAGEMENT AND PEGASUS AIRLINES EMPLOYEES**

**a)- Management Body:** Our management body is the Board of Directors. Within the framework of Article 10 of our Articles of Association, the Board of Directors must be composed of at least five members. As of September 30, 2024, the Board of Directors consisted of eight members.

The identity, duty and term of office of each Board member are indicated below.

<b>Name / SURNAME</b>	<b>Duty</b>	<b>Serves Since <sup>(1)</sup></b>	<b>Committee Duties</b>
Mehmet Tevfik NANE	Chairperson of the Board	2022	Member, Technology Comm.
Ali İsmail SABANCI	Board Member	2005	-
Mehmet Cem KOZLU	Non-Executive Board Member	2013	Member, Corp. Gov. Comm.
Hatice Zeynep Bodur OKYAY	Non-Executive Board Member	2016	Member, Risk Comm.
Agah UĞUR	Independent Board Member	2019	Chair, Audit Comm. Member, Risk Comm.
David Alexander Florenz VISMANS	Independent Board Member	2022	Chair, Risk Comm. Member, Technology Comm.
Ayşegül İLDENİZ	Independent Board Member	2022	Chair, Corp. Gov. Comm. Member, Audit Comm., Technology Comm.
Stephen Mark GRIFFITHS	Non-Executive Board Member	2024	Member, Corp. Gov. Comm.

<sup>(1)</sup> Board appointments are made annually at the discretion of our shareholders and our current Board members were appointed for a term of one year at the Annual General Assembly Meeting dated March 28, 2024.

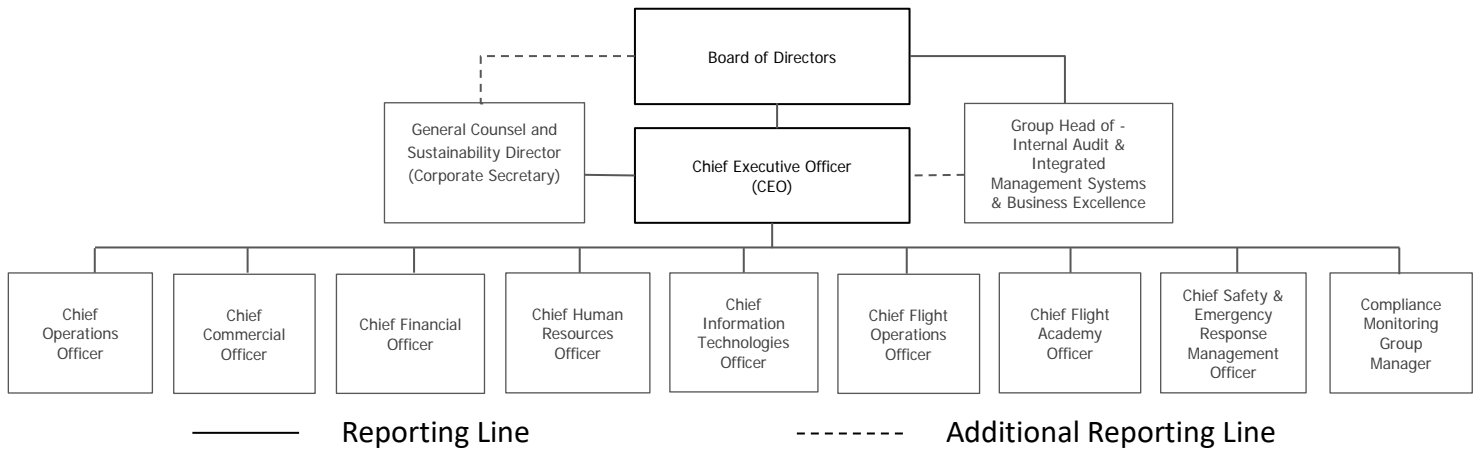
**b)- Senior Management:** Our senior management comprises the General Manager (CEO) and department heads directly reporting to the CEO. Information on Pegasus senior management and their duties as of September 30, 2024, is provided in the following chart.

Name / SURNAME	Duty	Serves Since <sup>(1)</sup>	Serves in Position Since <sup>(2)</sup>
Güliz ÖZTÜRK	Chief Executive Officer	2005	2022
M. Barbaros KUBATOĞLU	Chief Financial Officer	2007	2018
Onur DEDEKÖYLÜ	Chief Commercial Officer	2010	2022
Ergün DEMİRCİ	Chief Operations Officer	2013	2022
Gençer KARATEPE	Chief Flight Operations Officer	2018	2020
Dilara OĞUR	Chief Human Resources Officer	2015	2015
Barış FINDIK	Chief Information Technologies Officer	2017	2017
Murat TÜNEY	Chief Safety Management & Emergency Response Management Officer	2011	2020
Yavuz Selim ÖZMEN	Chief Flight Academy Officer	2016	2020
Ali UZUN	General Counsel and Sustainability Director	2013	2022
Sinan Onur ÖZTUNA	Compliance Monitoring Group Manager	2016	2020
Ayşe Naz ÇAĞIL	Group Head of – Internal Audit & Integrated Management Systems and Business Excellence	2023	2023

<sup>(1)</sup> Indicates service in Pegasus Airlines Group Companies.

<sup>(2)</sup> Indicates service in the stated duty.

Our management organization chart is shown below:



**c)- Number of Employees:** The total number of our full-time employees, including the employees of our consolidated subsidiary defined in Section 1/H of this Report, as of September 30, 2024, was 8,553. This number includes the members of our senior management listed above. There are no employees under a collective bargaining agreement.

## G- INFORMATION ON INVESTMENTS MADE BY PEGASUS AIRLINES IN THE RELEVANT ACCOUNTING PERIOD

Information relating to our fleet as of September 30, 2024, is shown below:

AIRCRAFT TYPE	RANGE (KM)	NUMBER OF AIRCRAFT			SEAT CAPACITY			AVERAGE FLEET AGE
		30.09.2024	30.09.2023	Growth (%)	30.09.2024	30.09.2023	Growth (%)	30.09.2024
B737-800	4,163	9	15	-40%	1,701	2,835	-40%	10.24
A320CEO	4,074	6	9	-33%	1,092	1,632	-33%	9.02
A320NEO	4,740	46	46	0%	8,556	8,556	0%	5.71
A321NEO	4,237	51	34	50%	12,189	8,126	50%	1.80
<b>TOTAL</b>		<b>112</b>	<b>104</b>	<b>8%</b>	<b>23,538</b>	<b>21,149</b>	<b>11%</b>	<b>4.47</b>

In July 2012, we placed an order with Airbus for 57 firm order A320neo and 18 firm order A321neo aircraft, totaling 75, and an additional 25 optional aircraft, thereby constituting a purchase order for 100 new aircraft. This was the largest single aircraft order in Turkish civil aviation history at the time. In December 2017, we exercised our option for 25 additional aircraft and converted these option aircrafts to firm orders in A321neo configuration. In October 2021, we placed an order with Airbus for 6 additional A321neo aircraft, in June 2022, we placed an order with Airbus for 8 additional A321neo aircraft and in July 2023, we placed an order with Airbus for 36 additional A321neo aircraft. The 2012 Airbus Order, as amended, comprised a total of 42 A320neo and 108 A321neo aircraft. Pegasus is the first customer of CFM-Leap series engine used on A320neo aircraft. 10 aircraft joined Pegasus fleet as of January 1, 2024 until September 30, 2024.

The delivery schedule for the A320neo/A321neo aircraft under our Airbus order is as follows:

Aircraft Type	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029
A320neo	5	9	6	0	0	0	0	0	0	0	0
A321neo	2	5	1	17	15	16	9	10	11	11	11

## H- INFORMATION ON DIRECT AND INDIRECT INVESTMENTS BY PEGASUS AIRLINES IN OTHER VENTURES

The table below lists information relating to our direct subsidiaries and joint ventures as of September 30, 2024. As of September 30, 2024, we did not have any indirect subsidiaries or joint ventures. We were not subject to any cross-shareholding for the same period.

Affiliate	Nationality / Area of Activity	Issued Share Capital	Nominal Shareholding	Share %	Affiliation with Pegasus
Hitit CS	Türkiye / Information Technologies Solutions	₺127,500,00	₺46,939,893	36.82%	Joint Venture
PFTC in Liquidation	Türkiye / Simulated flight training	₺200,000	₺98,800	49.40%	Joint Venture
PAT	Türkiye / Simulated flight training	₺100,000	₺100,000	100.00%	Subsidiary
PIN Lab	U.S.A. / Collaboration for and Development of Applicable Aviation Technology and Software Solutions	\$150,000	\$150,000	100.00%	Subsidiary

Pegasus Uçuş Eğitim Merkezi A.Ş. (PFTC) in which our Company has 49.40% ownership stake, provided Boeing 737 simulator flight training services to our Company, in line with the training requirements arising from our fleet planning between 2010 and 2023 entered into liquidation by the shareholders' approval at the General Assembly Meeting dated December 28, 2023.

Pegasus Airlines Innovation Lab, Inc. (PIN Lab) in which our Company has 100% ownership stake is incorporated in the State of Delaware, U.S.A., effective as of December 28, 2023, to undertake operations primarily in the Silicon Valley with the aim of identifying collaboration and development opportunities for technology and software applicable in the air transport industry.

## **2-FINANCIAL STATUS**

### **A- PEGASUS SHARE**

Pegasus shares started trading on Borsa Istanbul on April 26, 2013, at the initial public offer price of ₺18.40. As of September 30, 2024, the indices including Pegasus Airlines shares and information on Pegasus Airlines shares are as follows:

Issuer	: PEGASUS HAVA TAŞIMACILIĞI A.Ş.
Trade Platforms	: BORSA ISTANBUL (BIST)
Market Segment	: STAR MARKET
Indices	: BIST CORPORATE GOVERNANCE / BIST STARS / BIST ALL SHARES / BIST SUSTAINABILITY / BIST SUSTAINABILITY 25 / BIST PARTICIPATION 30 / BIST TRANSPORTATION / BIST SERVICES / BIST 100 / BIST PARTICIPATION 100 / BIST 50 / BIST ISTANBUL / BIST PARTICIPATION ALL SHARES / BIST SUSTAINABILITY PARTICIPATION / BIST PARTICIPATION 50 / BIST 30
BIST Ticker	: PGSUS
Bloomberg Ticker	: PGSUS.TI
Reuters Ticker	: PGSUS.IS

Pegasus shares closed the six-month period ending September 30, 2024 at a price of ₺239.30/share with year-to-date increase of 80%.

### **B- SALES AND PROFITABILITY IN THE REPORTING PERIOD, REVENUE GENERATION, DEBT/EQUITY RATIO AND OTHER ASPECTS THAT PROVIDE INFORMATION ON THE COMPANY'S OPERATIONAL RESULTS COMPARED AGAINST PREVIOUS YEARS**

Operational and financial results of Pegasus for the period between January 1 – September 30, 2024 compared against the same period in 2023 and the year-over-year changes for the relevant line items are set out in the following charts:

<b><i>Overall Traffic Results</i></b>	<b><i>Jan. – Sept. 2024</i></b>	<b><i>Jan. – Sept. 2023</i></b>	<b><i>Y-O-Y Change %</i></b>
Number of passengers ( <i>million</i> )	27.97	23.80	17.5
Cycles	153,693	140,204	9.6
Number of seats ( <i>million</i> )	31.79	28.12	13.0
Load factor (%)	88.0	84.6	3.4
ASK <sup>(1)</sup> ( <i>million</i> )	50,042	43,610	14.7
Passengers per cycle	182	170	7.2
Avg. daily aircraft utilization ( <i>hours</i> ) <sup>(2)</sup>	13.2	12.8	3.2

<b>Domestic</b>			
Number of passengers (million)	10.47	8.81	18.9
Cycle	55,247	50,521	9.4
Number of seats (million)	11.39	10.01	13.8
Load factor (%)	91.9	88.0	4.4
ASK <sup>(1)</sup> (million)	8,461	7,316	15.7
Passengers per cycle	189	174	8.7
<b>International</b>			
Number of passengers (million)	17.09	14.62	16.9
Cycle	96,130	87,643	9.7
Number of seats (million)	19.98	17.74	12.6
Load factor (%)	85.5	82.4	3.1
ASK <sup>(1)</sup> (million)	40,877	35,684	14.6
Passengers per cycle	178	167	6.6
<b>Charter</b>			
Number of passengers (million)	0.42	0.37	12.7
Cycle	2,316	2,040	13.5
Number of seats (million)	0.42	0.37	13.5
ASK <sup>(1)</sup> (million)	704	610	15.4

<sup>(1)</sup> Refers to available seat kilometers and is equal to the number of seats available for passengers during a specified period multiplied by the number of kilometers that those seats are flown.

<sup>(2)</sup> Refers to the hours from an aircraft's take-off to landing (including taxi time).

<b>Summary Balance Sheet ('000 TL)</b>	<b>30.09.2024</b>	<b>31.12.2023</b>	<b>Change (%)</b>
Current assets	71,370,437	48,001,577	49%
Non-current assets	204,865,687	153,953,503	33%
Total assets	276,236,124	201,955,080	37%
Current liabilities	55,847,937	37,183,795	50%
Non-current liabilities	145,001,066	110,102,099	32%
Shareholders' equity	75,387,121	54,669,186	38%
<b>Summary P&amp;L ('000 TL)</b>	<b>30.09.2024</b>	<b>30.09.2023</b>	<b>Change (%)</b>
Sales	84,046,388	51,974,989	62%
Gross (loss) / profit	20,470,124	14,912,853	37%
(Loss) /profit from operations	15,905,652	12,250,744	30%
Operating (loss) / profit before financial income/(expense)	17,171,842	13,125,467	31%
(Loss) / profit before tax	11,748,161	9,344,299	26%
(Loss) / profit for the period	11,320,281	9,046,140	25%
(Loss) / profit per share	40.31	88.43	-54%
<b>Changes in Financial Position ('000 TL)</b>	<b>30.09.2024</b>	<b>31.12.2023</b>	<b>Change (%)</b>
Cash and cash equivalents	47,040,611	16,078,359	193%
Financial Investments	13,015,047	20,208,861	-36%
Financial liabilities	157,429,294	119,518,239	32%
Net debt position <sup>(1)</sup>	97,373,636	83,231,019	17%

<sup>(1)</sup> Net debt position = Financial liabilities - Cash and cash equivalents – Financial Investments

## C- FINANCING SOURCES AND CAPITAL MARKETS INSTRUMENTS ISSUED BY PEGASUS

We finance approximately 85% of the purchase price for the Boeing and Airbus aircraft acquired by way of financial lease through loans obtained from various banks. As of September 30, 2024, the outstanding balance of the total loans borrowed for the financing of 85 aircraft acquired by way of financial lease is ₺117,569,854,787.



Furthermore, as of September 30, 2024, together with our subsidiary, we had drawn ₺7,481,015,862 on cash loans and ₺1,398,302,000 on non-cash loans under credit lines with various Turkish and foreign banks. These credit lines are open credit facilities that can be generally used for terms ranging from 12 to 24 months.

We issued debts in capital markets as a separate source of financing. Within the issuance limit of US\$750,000,000, approved by the Capital Markets Board by its decision dated April 1, 2021, and numbered 17/524, we concluded an issue of Eurobonds with a nominal value of US\$375,000,000 on April 30, 2021. The bonds carrying the ISIN XS2337336445 and US705567AA31 were issued for a term of 1,826 days and variable rate interest coupon payment in six-month arrears and will mature on April 30, 2026 (“**2026 Eurobonds**”). We concluded another issue of Eurobonds, within the issuance limit of US\$750,000,000, approved by the Capital Markets Board by its decision dated August 1, 2024 and numbered 41/1181, with a nominal value of US\$500,000,000 on September 11, 2024. The bonds carrying the ISIN XS2897383043 and US705567AB14 were issued for a term of 2,556 days ad variable rate interest coupon payment in six-month arrears and will mature on September 11, 2031 (“**2031 Eurobonds**”).

A tender offer process was also carried out with the holders and owners of the 2026 Eurobonds in September 2024. The said tender offer process was completed and the purchase and settlement by our Company of 2026 Eurobonds with a total nominal value of USD 211,086,000 were concluded on September 13, 2024. Following the settlement of the notes that are purchased, the total nominal value of the outstanding 2026 Eurobonds was USD 163,914,000. The funds necessary for this purchase were financed by the proceeds of the 2031 Eurobonds that were issued and sold on September 11, 2024.

### **3- RISKS AND THE EVALUATION OF THE MANAGEMENT BODY**

#### **A- INFORMATION ON THE RISK MANAGEMENT POLICY ADOPTED BY PEGASUS AIRLINES WITH RESPECT TO FORSEEABLE RISKS**

Our Board of Directors is responsible for protecting the long-term benefits of our Company through a rational and prudent risk management approach by performing optimum balance between risk, growth and returns.

The Committee on the Early Detection of Risks (Risk Committee) assists the Board with respect to the determination in advance, management and mitigation of the risks that may endanger the existence, development, and the future of Pegasus Airlines.

When performing its risk detection and management duties, the Committee cooperates with other Board Committees and the Company management. In this respect, the Committee works in cooperation with the Audit Committee with respect to risks inherent to financial reporting and internal control mechanisms, with the Corporate Governance Committee with respect to human resources related risks involving the Board and the senior management.

The main risks to which the Company is exposed, the relevant departments responsible for the scrutiny and management of these risks and the measurement tools and tolerance limits applicable to these risks are determined by the Risk Committee. Risk areas thus defined are regularly reviewed, re-evaluated and the mitigating actions implemented by Company management in response to these risks are periodically submitted for the review and evaluation of the Committee. The risk evaluation analysis reviewed by the Committee and recommendations by the Committee are communicated to the Board once every two months.

#### **4- OTHER MATTERS**

##### **A- MATERIAL EVENTS TAKING PLACE AFTER PERIOD END THAT MAY AFFECT THE RIGHTS AND BENEFITS OF THE SHAREHOLDERS, CREDITORS AND OTHER RELATED PERSONS AND ENTITIES**

Sevent coupon payment amount for the 2026 Eurobonds was transferred for payment to the relevant bondholders' accounts as of October 25, 2024.

##### **B- OTHER MATTERS AND ADDITIONAL INFORMATION THAT ARE NOT INCLUDED IN THE FINANCIAL STATEMENTS THAT MAY STILL BE HELPFUL FOR INTERESTED PARTIES**

The following annexes have been incorporated into this Report by reference:

- **Annex-1:** Pegasus Corporate Governance Compliance Statement (*URF*)
- **Annex-2:** Pegasus Corporate Governance Information Document (*KYBF*)

The above annexes are accessible through the following link:

<https://www.kap.org.tr/en/sirket-bilgileri/ozet/1710-pegasus-hava-tasimaciligi-a-s>

We didn't start aviation in Türkiye but  
we transformed it!

