



PEGASUS HAVA TAŞIMACILIĞI ANONİM ŞİRKETİ
ACTIVITY REPORT OF THE BOARD OF DIRECTORS
FOR THE PERIOD BETWEEN JANUARY 1 – MARCH 31, 2019

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PEGASUS HAVA TAŞIMACILIĞI ANONİM ŞİRKETİ
INTERIM ACTIVITY REPORT OF THE BOARD OF DIRECTORS
FOR THE PERIOD JANUARY 1 – MARCH 31, 2019

This Report is prepared in accordance with the Regulation on the Determination of the Minimum Content of Company Interim 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:

- *“Air Manas” refers to Air Manas Air Company LLC, a consolidated subsidiary of Pegasus.*
- *“Board” or “Board of Directors” refers to the Pegasus Board of Directors.*
- *“Company” or “Pegasus” refers to Pegasus Hava Taşımacılığı A.Ş., more fully described in Section 1/A of this Report.*
- *“Esas Holding” refers to Esas Holding A.Ş., the controlling shareholder of Pegasus.*
- *“Hitit CS” refers to Hitit Bilgisayar Hizmetleri A.Ş., a joint venture affiliate of Pegasus.*
- *“PFTC” refers to Pegasus Uçuş Eğitim Merkezi A.Ş., a joint venture affiliate of Pegasus.*
- *“PHT” refers to Pegasus Havacılık Teknolojileri ve Ticaret A.Ş., a 100% owned subsidiary of Pegasus.*
- *“Principles” refers to the Corporate Governance Principles published by the Turkish Capital Markets Board.*
- *“Report” refers to this Annual Report of the Pegasus Board of Directors.*

1- GENERAL INFORMATION

A- GENERAL INFORMATION ON PEGASUS

Reporting Period : January 1, 2019 – March 31, 2019
Commercial Title : Pegasus Hava Taşımacılığı A.Ş.
Trade Registration : Istanbul Trade Registry / 261186
Headquarters : Aeropark, Yenişehir Mahallesi, Osmanlı Bulvarı, No: 11/A
Kurtköy 34912 Pendik / Istanbul
Contact Information : Telephone. +90 216 560 7000
Corporate Website. www.flypgs.com
Investor Relations Website.
<http://www.pegasusinvestorrelations.com>

B- CAPITAL, SHAREHOLDING AND ORGANIZATION STRUCTURE OF PEGASUS

Pegasus has an issued capital of TL 102,299,707, within the authorized capital ceiling of TL 500,000,000. Information on the capital and shareholding structure of Pegasus as of January 1, 2019 and March 31, 2019, respectively, is shown in the table below.

Shareholder	January 1, 2019		March 31, 2019	
	Number of Shares	Shareholding Ratio	Number of Shares	Shareholding Ratio
Esas Holding A.Ş.	64,353,570	62.92%	64,353,570	62.92%
Publicly Traded	35,294,000	34.51%	35,294,000	34.53%

- Publicly Traded Shares Prior to IzAir Merger	35,294,000	34.51%	35,294,000	34.50%
- Shares issued for IzAir Merger	-	-	27,707	0,03%
Emine KAMIŞLI	874,810	0.86%	874,810	0.86%
Ali İsmail SABANCI	874,810	0.86%	874,810	0.86%
Kazım KÖSEOĞLU	437,405	0.43%	437,405	0.43%
Can KÖSEOĞLU	437,405	0.43%	437,405	0.43%
Total	102,272,000	100%	102,299,707	100%

As of March 31, 2019, Esas Holding is the controlling shareholder of Pegasus. Esas Holding is a holding company founded in 2000 by Şevket SABANCI and his family and as of March 31, 2019 has investments in the aviation, retail and entertainment, manufacturing, food, pharmaceuticals, education and real estate sectors in and outside of Turkey. Esas Holding is fully owned by Şevket SABANCI and the members of his family.

Our Company's management organization chart as of March 31, 2019 is provided in Section 1/E of this Report.

C- INFORMATION ON BUSINESS ACTIVITIES

Pegasus is Turkey's leading low-cost airline. Pegasus operated charter flights since 1990. Following its acquisition by Esas Holding at the beginning of 2005, Pegasus changed its business model, introducing a low-cost network carrier model for the first time in Turkey 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, Pegasus experienced rapid expansion of its operations both in domestic and international routes. Between 2009 and 2018, Pegasus' cumulative average annual passenger growth more than doubled Turkish market's 11% CAGR and reached 26%. Pegasus also became the fastest growing airline among the 25 largest European airlines in terms of seat capacity in 2011, 2012 and 2013 according to the Official Airline Guide (OAG). With a growing, young and modern fleet of 83 aircraft with 5,69 average aircraft age as of March 31, 2019, Pegasus aims to be the leading low-cost airline in the region.

Pegasus provides high-frequency services on short- and medium-haul, point-to-point and transit routes on its domestic and international network primarily from its main hub in Istanbul Sabiha Gökçen International Airport. As of March 31, 2019, Pegasus offered scheduled passenger services on 35 domestic routes in Turkey and 75 international routes to European (including North Cyprus), CIS, Middle Eastern and African destinations, serving a flight network covering 110 destinations in 42 different countries.

Pegasus' 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 March 31, 2019, the Company's CASK, non-fuel was recorded as €c 2,44, while revenue recorded from ancillary services constituted 32% of total revenue for the period. As of March 31, 2019, Pegasus continued to derive revenue from other services, primarily consisting of charter and split charter flights for tour operators, which represented 1% of total revenue for the period.

D- INFORMATION ON PRIVILEGED SHARES

Pegasus has not issued any privileged shares. Therefore, there are no voting privileges attached to Pegasus 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.

E- INFORMATION ON THE MANAGEMENT BODY, SENIOR MANAGEMENT AND PEGASUS EMPLOYEES

a)- Management Body: The management body of Pegasus 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 March 31, 2019, the Board of Directors consisted of eight members.

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

Name / SURNAME	Duty	Serves Since ⁽¹⁾	Committee Duties
Ali İsmail SABANCI	Chairperson of the Board	2005	-
Hüseyin Çağatay ÖZDOĞRU	Vice-Chairperson of the Board	2006	-
Sertaç HAYBAT	Non-Executive Board Member	2005	Chair, Safety Comm. Member, Risk Comm.
Mehmet Cem KOZLU	Independent Board Member ⁽²⁾	2013	Chair, Audit Comm. Member, Corp. Gov. Comm. Member, Safety Comm.
Saad Hassan HAMMAD	Independent Board Member	2015	Chair, Risk Comm. Member, Audit Comm.
Hatice Zeynep Bodur OKYAY	Independent Board Member	2016	-
Stephen Mark GRIFFITHS	Independent Board Member	2016	Chair, Corp. Gov. Comm.
Michael Glyn POWELL	Non-Executive Board Member	2018	Member, Corp. Gov. Comm.

⁽¹⁾ 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 April 17, 2019.

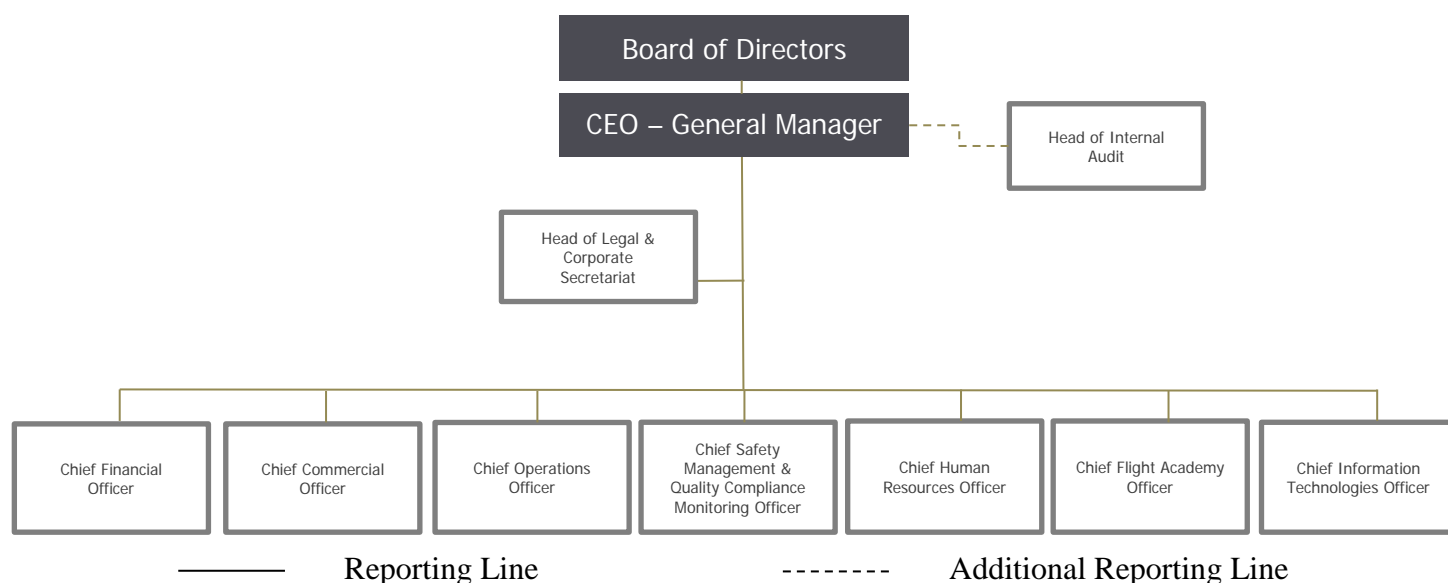
⁽²⁾ Subject to the non-objection letter of the Capital Markets Board dated March 8, 2019 for the independent director nominees and for a one-year exemption of Mr. Mehmet Cem KOZLU from the requirement of "Not to have served as a member of the board at the Company for more than six years in the past ten years" stipulated in paragraph (g) of Corporate Governance Principle No. 4.3.6.

b)- Senior Management: Pegasus senior management comprises the General Manager (CEO) and executives directly reporting to the CEO. Information on Pegasus senior management and their duties as of March 31, 2019 is provided in the following chart.

Name / SURNAME	Duty	Serves Since ⁽¹⁾
Mehmet T. NANE	President & General Manager (CEO)	2016
Güliz ÖZTÜRK	Chief Commercial Officer	2010
M. Barbaros KUBATOĞLU	Chief Financial Officer	2018
Nasuh N. ÇETİN	Chief Operations Officer	2016
Aydın YUMRUTAŞ	Chief Flight Academy Officer	2018
Barış FINDIK	Chief Information Technologies Officer	2017
Dilara OĞUR	Chief Human Resources Officer	2015
Murat Cem ALKAN	Chief Safety Management & Quality Compliance Monitoring Officer	2017
Ali UZUN	Head of Legal and Corporate Secretariat (General Counsel)	2018
Özgür DİNÇER	Head of Internal Audit	2017

⁽¹⁾ Indicates service in the stated duty.

Pegasus management organization chart is as follows:



c)- Number of Employees: The total number of full-time employees of Pegasus and its consolidated subsidiaries defined in Section 1/G of this Report, as of March 31, 2019 was 5.841. This number, as of March 31, 2019 covers the members of our senior management listed above. There are no employees under a collective bargaining agreement. Information on benefits provided to Pegasus to our employees are detailed in the [Pegasus Compensation and Indemnification Policy](#) available in our Investor Relations Website.

F- INFORMATION ON INVESTMENTS MADE BY PEGASUS IN THE RELEVANT ACCOUNTING PERIOD

Information relating to the aircraft operated by Pegasus and its consolidated subsidiaries as of March 31, 2019 is provided in the following table:

AIRCRAFT TYPE	RANGE (KM)	NUMBER OF AIRCRAFT			SEAT CAPACITY			AVERAGE FLEET AGE
		31.03.2019	31.03.2018	Growth (%)	31.03.2019	31.03.2018	Growth (%)	31.03.2019
B737-400	3,148	1	1	0,0%	168	168	0,0%	21,00
B737-800	4,360	46	46	0,0%	8,694	8,694	0,0%	7,68
A320CEO	3,300	12	12	0,0%	2,172	2,172	0,0%	5,09
A320NEO	3,700	24	17	41,2%	4,464	3,162	41,2%	1,53
TOTAL		83	76	9,2%	15,498	14,196	9,2%	5,69

In July 2012, Pegasus placed an order with Airbus for 57 firm order A320neo and 18 firm order A321 neo aircraft, totaling 75, and an additional 25 optional aircraft, thereby constituting a purchase order for 100 new aircraft. In December 2017, Pegasus exercised its option for 25 additional aircraft and converted these option aircrafts to firm orders in A321neo configuration, subject to an additional option to reconvert the order to A320neo configuration subject to the applicable notice periods prior to the scheduled delivery of aircraft. Pegasus is the first customer of CFM-Leap series engine used on A320neo aircraft. As part of this order one A320neo aircraft joined Pegasus fleet in the first quarter of 2019.

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

Aircraft Type	2016	2017	2018	2019	2020	2021	2022	2023	2024
A320neo	9	6	7	5	15	8	7	0	0
A321neo	0	0	0	2	5	5	11	10	10

G- INFORMATION ON DIRECT AND INDIRECT INVESTMENTS BY PEGASUS IN OTHER VENTURES

The table below lists information relating to the direct subsidiaries and joint ventures of Pegasus as of March 31, 2019. As of March 31, 2018, Pegasus did not have any indirect subsidiaries or joint ventures. Pegasus was not subject to any cross-shareholding for the same period.

Affiliate	Nationality / Area of Activity	Issued Share Capital	Nominal Shareholding	Share %	Affiliation with Pegasus
Air Manas	Kyrgyzstan / Scheduled and unscheduled air transport	KGS 12,425,000	KGS 6,088,250	49.00%	Subsidiary
PHT	Turkey / Simulated flight training	TL 100,000	TL 100,000	100.00%	Subsidiary
PFTC	Turkey / Simulated flight training	TL 200,000	TL 98,800	49.40%	Joint Venture/ Associate
Hitit CS	Turkey / Information Technologies Solutions	TL 200,000	TL 100,000	50.00%	Joint Venture/ Associate

2-FINANCIAL STATUS

A- PEGASUS SHARE

Pegasus shares started trading on Borsa Istanbul on April 26, 2013 at the initial public offer price of TL 18.40. As of March 31, 2019, the indices including Pegasus shares and information on Pegasus shares are as follows:

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

Pegasus shares closed the three-month period ending March 31, 2019 at a price of TL 27.20/share with year to date increase of 19%.

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 – March 31, 2019 compared against the same period in 2018 and the year-over-year changes for the relevant line items are set out in the following charts:

Overall Traffic Results	Jan. – Mar. 2019	Jan. – Mar. 2018	Y-O-Y Change %
Number of passengers (<i>million</i>)	6,70	6,79	-1,4
Cycle	42.958	43.360	-0,9
Number of seats (<i>million</i>)	7,94	8,03	-1,1
Load factor (%)	84,3	84,5	-0,2
ASK ⁽¹⁾ (<i>million</i>)	8.289	7.675	8,0
Passengers per cycle	156	157	-0,5
Avg. daily aircraft utilization (<i>hours</i>) ⁽²⁾	12,0	12,2	-1,4
Domestic			
Number of passengers (<i>million</i>)	3,87	4,28	-9,7
Cycle	23.448	26.349	-11,0
Number of seats (<i>million</i>)	4,38	4,92	-11,0
Load factor (%)	88,4	87,0	1,5
ASK ⁽¹⁾ (<i>million</i>)	2.682	3.024	-11,3
Passengers per cycle	165	163	1,5
International			
Number of passengers (<i>million</i>)	2,82	2,46	14,6
Cycle	19.396	16.591	16,9
Number of seats (<i>million</i>)	3,55	3,05	16,3
Load factor (%)	79,3	80,4	-1,1
ASK ⁽¹⁾ (<i>million</i>)	5.590	4.577	22,1
Passengers per cycle	145	148	-1,9
Charter			
Number of passengers (<i>million</i>)	0,01	0,05	-74,4
Cycle	114	420	-72,9
Number of seats (<i>million</i>)	0,01	0,06	-74,5
ASK ⁽¹⁾ (<i>million</i>)	17	73	-76,3

⁽¹⁾ 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.

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

Summary Balance Sheet ('000 TL)	31.03.2019	31.12.2018	Change (%)
Current assets	4.209.323	4.412.080	-5%
Fixed assets	12.702.295	9.252.807	37%
Total assets	16.911.618	13.664.887	24%
Short-term liabilities	4.324.454	3.554.371	22%
Long-term liabilities	9.116.991	6.395.069	43%
Shareholders' equity	3.470.174	3.715.448	-7%
Summary P&L ('000 TL)			
Sales income	1.765.904	1.194.745	48%
Gross profit/loss	31.374	(42.261)	-174%
Loss from operations	(55.596)	(132.169)	-58%
Operating profit/loss before financial income/(expense)	(52.005)	(108.671)	-52%
Profit/Loss before tax	(237.616)	(136.109)	75%
Profit/Loss for the period	(214.514)	(114.728)	87%
Profit/Loss per share	(2,0905)	(1,1043)	89%

Changes in Financial Position ('000 TL)	31.03.2019	31.12.2018	Change (%)
Cash and cash equivalents	2.328.371	2.741.045	-15%
Financial liabilities	8.832.141	6.522.084	35%
Net debt position ⁽¹⁾	6.503.770	3.781.039	72%

⁽¹⁾ Net debt position = Financial liabilities - Cash and cash equivalents

C- FINANCING SOURCES AND CAPITAL MARKETS INSTRUMENTS ISSUED BY PEGASUS

Pegasus finances 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 March 31, 2019, the outstanding balance of the total loans borrowed for the financing of 39 aircraft acquired by way of financial lease is TL 6.230.659.952.

Furthermore, as of March 31, 2019, Pegasus and its subsidiaries had drawn TL 512.184.400 on cash loans and TL 1.599.331.229 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. The Company believes it will have access to additional credit lines should it require supplementary short-term financing.

3- RISKS AND THE EVALUATION OF THE MANAGEMENT BODY

A- INFORMATION ON THE RISK MANAGEMENT POLICY ADOPTED BY PEGASUS 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.

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, and with the Safety Committee for the surveillance of risks regarding flight safety.

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

The Annual General Assembly Meeting of our Company was held on April 17, 2019. Results of the meeting were published on the same day through the Public Disclosure Platform and

Pegasus Investor Relations Website (www.pegasusinvestorrelations.com). Following decisions were adopted at the General Assembly Meeting:

- 1) Annual Activity Report, Independent Auditor's Report and the Financial Statements relating to the year 2018 were approved by majority of the attending shareholders;
- 2) The release of each member of the Board of Directors with respect to the Company's transactions in 2018 was approved by majority of the attending shareholders;
- 3) By the vote of majority of the attending shareholders, the Company's profit for 2018 will not be distributed and will be allocated to extraordinary reserves with the purpose of strengthening liquidity and creating additional resource for growth in operations.
- 4) Ali İsmail SABANCI, Hüseyin Çağatay ÖZDOĞRU, Sertaç HAYBAT, Michael Glyn POWELL, Mehmet Cem KOZLU, Saad Hassan HAMMAD, Hatice Zeynep Bodur OKYAY and Stephen Mark GRIFFITHS were appointed as members of the Board of Directors for one year until the Annual General Assembly Meeting for the year 2019 by the vote of majority of the attending shareholders.
- 5) Honorarium and Committee payments proposed by the Corporate Governance Committee and the Board of Directors for Non-Executive Board Members was approved by majority of the attending shareholders;
- 6) 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 was approved by majority of the attending shareholder;
- 7) Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (member of Ernst & Young Global Limited) was appointed as the Company's independent auditor for 2019 by the vote of majority of the attending shareholders;
- 8) The maximum ceiling for donations and charitable contributions to be made in 2019 by the Company was determined as TL 5.000.000 TL by a unanimous vote of the attending shareholders;
- 9) As part of the information items on the meeting agenda the necessary information was provided to the shareholders and questions to be responded in writing will be separately replied within the response time provided in the law.

Following the appointment of our Board of Directors at the Annual General Assembly Meeting held on April 17, 2019, the duty allocation and composition for the Board Committees were determined as follows.

Chairperson of the Board – Ali İ. SABANCI

Vice-Chairperson of the Board – H. Çağatay ÖZDOĞRU

Audit Committee

Chairperson – M. Cem KOZLU

Member – Saad H. HAMMAD

Corporate Governance Committee (also acting as Nomination and Compensation Committee)

Chairperson – Stephen M. GRIFFITHS

Members – M. Cem KOZLU, Michael G. POWELL, H. Nur KARABACAK (IR Manager)

Committee on the Early Detection of Risks

Chairperson – Saad H. HAMMAD

Members – Sertaç HAYBAT, İnan TANRIÖVER

Safety Committee

Chairperson – Sertaç HAYBAT

Members – M. Cem KOZLU, Mehmet T. NANE

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 Report (*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>

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