

TAV Airports Holding 2009 Ordinary General Assembly Meeting Information Memorandum

The Ordinary General Shareholders' Meeting of our Company will be held to discuss the following agenda in the Akfen Meeting Hall, located in the headquarters at Ataturk Airport International Terminal Yesilköy, Istanbul on May 24, 2010 Monday at 10:00 a.m.

Our shareholders who desire to participate in the Ordinary General Shareholders' Meeting, and who have registered their shares at the Central Registry Agency (MKK) must sign up on the General Meeting Blockage List by Friday, May 21, 2010 at 17:00 p.m. by following the general meeting blockage procedure determined by MKK. Shareholders who cannot submit a general meeting blockage letter to be given by MKK to the officers before the meeting will not be able to use their rights to speak and to vote in the meeting.

As provided in the General Letter No. 294 of MKK, only the shareholders who have registered their shares and submit the general meeting blockage letter before the General Meeting shall be able to participate in the General Meeting and use their shareholder rights in accordance with the Provisional Article 6 of the Capital Markets Law.

Shareholders who will be represented by proxy in the meeting must issue their powers of attorney complying with the enclosed sample and must present their powers of attorney as certified by the notary public or their powers of attorney together with the signature circulars as certified by the notary public in accordance with the provisions of the Declaration on Principles with Regard To Proxy Voting and Collection of Power of Attorney or Shares by Way of Call in the General Shareholders' Meetings of Public Corporations Serial No. IV No. 8 of the Capital Markets Board published in the Official Gazette No. 21872 on 09.03.1994.

Votes are cast by raising hands in the General Assembly by the absolute majority of the shareholders.

Financial Statements and Footnotes for the period of 01.01.2009 – 31.12.2009, Board Annual Report, the Auditor's Report and Independent External Auditor's Report will be available at the Company headquarters at least 15 days prior to the meeting for the study of our shareholders. The said documents and the sample power of attorney will be available as from this same date at www.tavhavalimanlari.com.tr.

AGENDA

1. Opening and forming of the Presidential Board.

Explanation:

Pursuant to the provisions of Turkish Commercial Code (TCC) and the Regulation of Ministry of Industry and Trade, a Chairman who will be the chair of the General Assembly meeting and the Court (General Administration Board) will be selected.

2. Granting authorization to the Presidential Board on signing the Ordinary General Shareholders' Meeting Minutes.

Explanation:

Pursuant to the provisions of TCC and the Regulation of Ministry of Industry and Trade, the Court will be granted authorization for recording of the resolutions passed in the General Assembly meeting in the minutes and signing of the minutes.

3. Review and discussion of the Reports of the Board of Directors and the Auditors for the fiscal year 2009.

Explanation:

Pursuant to the regulations of TCC, Capital Markets Board (CMB) and Ministry of Industry and Commerce, reports of Board of Directors and of Board of Auditors as well as the summary of Independent Auditors' Report for the year ended 31.12.2009 will be read in the General Assembly Meeting and submitted for the approval of our Shareholders.

4. Discussion on and approval of the Balance Sheet and the Profit and Loss Statements for the fiscal year 2009.

Explanation:

Pursuant to the regulations of the TCC, CMB and the regulations of the Ministry of Industry and Commerce, the balance sheet as of 31.12.2009 for the year ended 31.12.2009, prepared in accordance with International Financial Reporting Standards as per the regulations of CMB, will be read, deliberated and submitted for the approval of the assembly. The reports have been made available for the review of our Shareholders at the Company Head Office and at the www.tavyatirimciiliskileri.com website.

5. Discussion and approval of setting aside the consolidated net profit as extraordinary reserves, instead of distributing it as dividend, as there is an accumulated loss of 141,232,832 TL in the financial accounts prepared in accordance with the legal records as compared to net profit of 41,082,219 TL in the financial accounts.

TAV Havalimanları Holding A.Ş. Profit Distribution for 2009 (TL)			
1. Paid inShare Capital		363,281,250	
2. Total legal reserves (as per legal records)		12,678,928	
Information concerning preferred shares, if, as per the company Articles of Association, there are any exceptions for preferred shares in distribution of dividend			
		As Per Capital Market Board	As Per Legal Records
3.	Profit for Period	108,665,150	41,082,219
4.	Taxes (-)	-	-
5.	Net Profit (=)	108,665,150	41,082,219
6.	Prior years' losses (-)	(106,057,461)	(141,232,832)
7.	First series of legal reserve fund (-)	-	-
8.	Net Distributable Profit for the Period	-	-
9.	Donations made during the year (+)	-	
10.	Net distributable profit including donations for the calculation of first dividend	-	
11.	First Dividend to shareholders	-	
	-Cash	-	
	-Bonus	-	
	- Total	-	

12.	Dividends distributed to preferred shareholders	-	
13.	Dividends distributed to members of the Board of Directors, employees, etc.	-	
14.	Dividends distributed to dividend-right certificates	-	
15.	Second dividend to shareholders	-	
16.	Second series of legal reserve fund	-	
17.	Status Reserves	-	
18.	Special Reserves	-	
19.	Extraordinary Reserves	-	
20.	Other sources planned for distribution -Prior years' income -Extraordinary Reserves -Other distributable reserves as per the Regulations and Articles of Association	-	

6. Amendment of the clause 13.1 of the Articles of Association of the Company

OLD VERSION	NEW VERSION
<p>ARTICLE 13 – BOARD OF DIRECTORS</p> <p>13.1. The Company is managed by a Board of Directors consisting of at least 15 (fifteen) members to be elected from among the shareholders. At least two of those members consist of independent members of the board as defined in the Corporate Governance Principles of the Capital Markets Board (“Independent Members Of The Board”)</p> <p>Any member of the Board of Directors, who has served more than seven years, cannot be appointed as an independent member. The members must be appointed from among those who have, preferably, graduated from a university, have basic knowledge of the legal framework regulating the transactions related to the field of the Company, and experience and education concerning company management, and the ability to analyze the financial accounts and reports.</p>	<p>ARTICLE 13 – BOARD OF DIRECTORS</p> <p>13.1. The Company is managed by a Board of Directors consisting of at least 9 (nine) members to be elected from among the shareholders. At least two of those members consist of independent members of the board as defined in the Corporate Governance Principles of the Capital Markets Board (“Independent Members Of The Board”).</p> <p>Any member of the Board of Directors who has served more than seven years cannot be appointed as an independent member. The members must be appointed from among those who have, preferably, graduated from a university, have basic knowledge of the legal framework regulating the transactions related to the field of the Company, and experience and education concerning company management, and the ability to analyze the financial accounts and reports.</p>

7. Releasing the Members of the Board and the Auditors from their activities for the fiscal year 2009.

Explanation:

Pursuant to the regulations of the TCC and the regulations of the Ministry of Industry and Commerce the acquittal of the members of the Board of Directors and the Board of Auditors for their activities, procedures and accounts for the year 2009 will be submitted for the approval of the General Assembly.

8. Approval of the appointment of the new Members of the Board to the Board memberships which became vacant during the year.

The selection of Mr. Önder Sezgi, İhsan Sancay, Vehbi Serkan Kaptan and Aziz Murat Uluğ as Board Members for the positions that became vacant during the year will be submitted for the approval of the General Assembly.

9. Election of new Members of the Board replacing the Members of the Board whose term of duty has come to an end and determination of their term and remuneration.

Explanation:

Pursuant to the regulations of the TCC and the regulations of the Ministry of Industry and Commerce, the General Assembly will assign the members of the Board of Directors.

Pursuant to Article 13.1 of the Articles of Association, The Company is managed by a Board of Directors consisting of at least 9 (nine) members to be elected from among the shareholders. At least two of those members consist of independent members of the board as defined in the Corporate Governance Principles of the Capital Market Board (“Independent Members Of The Board”)

Any member of the Board of Directors who has served more than seven years cannot be appointed as an independent member. The members must be appointed among those who have, preferably, graduated from a university, have basic knowledge of the legal framework regulating the transactions related to the field of the Company, and experience and education concerning company management, and the ability to analyze the financial accounts and reports.

10. Approval of the Independent External Auditor.

Explanation:

In accordance with Article 6 of Part Three of the Communiqué of the Capital Markets Board Series: X, Number: 22, the independent auditor firm selection, to be made by the Board of Directors, must be presented for approval of the General Assembly.

11. Presentation to the Shareholders of the Disclosure Policy prepared pursuant to the Corporate Governance Principles of the Capital Markets Board.

Explanation:

Our shareholders will be informed of our Company’s “Disclosure Policy” as per Article 23 of the Capital Markets Board Communiqué Series: VIII, No: 54 on the Disclosure of Material Events to the Public and which is available on our website www.tavyatirimciiliskileri.com.

12. Presentation to the Shareholders of the transactions of the “Related Parties” within the framework of the provision of Article 5 of the Communiqué of the Capital Markets Board Series: IV No. 41.

The Financial Statements of the fiscal year ended on 31st December 2009 and information regarding the Related Parties in the Annotation No. 37 of the Independent Audit Report will be submitted to the General Assembly.

13. Presentation to the Shareholders of the donations made by the Company during 2009.

Explanation:

In accordance with Communiqué Series: IV, No:27, Article 7 of the Capital Markets Board, donations made within the year should be submitted to the General Assembly for information. This item is not subject to approval by the General Assembly, but only bears an informative purpose.

Donations and contributions, which were made in 2009 in the total amount of TL 120,770.60 to various non-profit associations and trusts working for public benefit, shall be submitted for the information of the General Assembly.

14. Granting authorization to the Chairman and the Members of the Board pursuant to Article 334 and 335 of the Turkish Commercial Code.

Explanation:

As per 22nd clause of Articles of Association, the Board Members can't make written transactions stated in the Articles 334 and 335 of the Turkish Commercial Code without getting prior permission of the General Assembly.

15. Giving information regarding pledges, collaterals, and mortgages to the shareholders as per the decision no. 28/780 of the Capital Markets Board dated 09/09/2009.

Explanation:

The Financial Statements of the fiscal year ended on 31st December 2009 and information regarding Commitments and Liabilities in the Annotation No. 23 of the Independent Audit Report will be submitted to the General Assembly.

16. Giving information regarding the administrative fine issued in the Weekly Bulletin dated 24/07/2009.

Explanation:

The consolidated financial statements of the fiscal year ended on 31.12.2005 declared in our Company's public offering registration statement and the consolidated financial statements of 9-months fiscal period ended on 30.09.2006 contain an error regarding "franchise fees paid in cash.". For that reason, the General Assembly will be informed about the administrative fine of 11,836 TL determined as per the clause 47/A of the Capital Markets Law as the minimum amount for 2007 (the year of the violation) and the company partners who incurred losses due to the incorrect preparation of the registration statement have the right to take legal action against the Company, the Board Members who were in charge in the above-cited period and the independent audit company which audited the financial tables in the registration statement of the Company.

17. Wishes and requests.

18. Closing.

POWER OF ATTORNEY
TAV Havalimanları Holding A.Ş.

I hereby appoint as attorney in order to represent me, to vote, to make proposals and to sign the required documents in the Ordinary General Shareholders' Meeting of TAV Havalimanları Holding A.Ş. to be held on May 24, 2010, Monday, at 10:00 a.m. in the Akfen Meeting Hall at the Ataturk Airport International Terminal Yesilkoy, Istanbul.

A) SCOPE OF REPRESENTATIVE POWER

- a) The attorney is authorized to vote according to his/her opinion for all agenda items
- b) The attorney is authorized to vote for agenda items in accordance with the following instructions:

Instructions: (Please write the special instructions)

- c) The attorney is authorized to vote on proposals of the company management.
- d) The attorney is authorized to vote according to the following instructions on other issues which may arise in the meeting (If there is no instruction, the attorney votes freely).

Instructions: (Please write the special instructions)

B) DETAILS OF SHARES OWNED BY SHAREHOLDER

- a) Formation and Serial
- b) Number
- c) Amount - Nominal Value
- d) Has privilege in voting or not
- e) Bearer – Registered

NAME SURNAME OR TITLE OF SHAREHOLDER

SIGNATURE

ADDRESS

NOTE: In Part (A), one of the items (a), (b) or (c) is chosen. An explanation will be made for items (b) and (d).