

**YEAR 2010 ORDINARY GENERAL SHAREHOLDERS' MEETING REPORT
OF TAV HAVALIMANLARI HOLDING ANONİM ŞİRKETİ**

2010 Ordinary General Shareholders' Meeting of TAV Havalimanları Holding Anonim Şirketi was held on 13th May 2011 Monday at 10.00 at TAV Academy (A) Meeting Hall at the headquarters of the company at the address of Atatürk Havalimanı Dış Hatlar Terminali – A Kapısı VIP Yano Yeşilköy Bakırköy İstanbul under the supervision of Ministry Commissioners Ms. Ceyda Çalık and Mr. Ömer Kurtlar who are assigned with letters dated 12.05.2011 and numbered 29897 of Istanbul Province Industry and Commerce Directorate of T.R. Industry and Commerce Ministry.

Invitation for the meeting was performed duly by announcing in the issue dated 16.04.2011 of Radikal and Aksam Newspapers and in pages 862 and 863 of Turkish Trade Registry Gazette dated 20.04.2011 and number 7798 as it shall contain the agenda in accordance with the law and articles of association.

The Meeting was opened by the Board Member Mr. Mustafa Sani ŞENER and passed through the negotiation of the agenda, after the inspection of the List of Attendants, and the minimum meeting quorum was constituted with the total of 363,281,250 units of shares which correspond to the issued capital of the corporation with 363,281,250 Turkish Liras as the representation (in person) of the 208,335,406.5 units of share which correspond to the capital of the corporation with 208,335,406.5 Turkish Liras and (by proxy) of the 3 units of share which correspond to the capital of the corporation with 3 Turkish Liras.

1. In accordance with the first item of the agenda, constitution of Presidential Board was negotiated. As a result of voting, it was unanimously resolved that Mr. Mehmet ERDOĞAN was assigned for the Presidency of the Board, Ms Nursel ILGEN for Vote Collection and Mr. Nihat Kamil AKKAYA and Ms Saziye CEVIK for the Clerkship.
2. In accordance with second item of the agenda, granting authorization to the Presidential Board on signing General Board Meeting Minutes was negotiated. As a result of voting, it was unanimously resolved that Presidential Board is authorized to sign General Assembly reports.
3. In accordance with third item of the agenda, 2010 Annual Report of the Company was read by the Board Member Mr. Mustafa Sani ŞENER and Auditor's Report was read by the Auditor of the Company Ms. Meral Necmiye ALTINOK. As a result of the voting 2010 Annual Report of the Company and Auditor's Report were unanimously negotiated and accepted.
4. In accordance with forth item of the agenda, Balance Sheet and Profit and Loss Accounts for 2010 fiscal year of the company were read by the Auditor of the Company Ms. Meral Necmiye ALTINOK and negotiated. Anyone held the floor. As a result of voting, balance sheet and profit loss accounts are confirmed unanimously.
5. In accordance with fifth item of the agenda, the issue that distribution of profit is not realized to our shareholders for the period of 2010 fiscal year under the Resolution of Capital Market Board regarding the issue and the consolidated net profit shall be transferred to the extraordinary reserves, instead of distributing it as dividend, as a net profit of 99,952,661 TL was attained in the financial accounts, compared to 100,150,613 TL accumulated losses. As a result of voting, it was resolved unanimously that distribution of profit is not realized to our shareholders for 2010 fiscal year.
6. In accordance with sixth item of the agenda, releasing of Board Members and Auditors for their activities of company throughout year 2010 was negotiated. Voting was performed for releasing of Board Members and Auditors for their activities of company throughout year 2010 separately. As a result of voting, it was resolved unanimously to release each Members of the Board and Auditors separately.
7. In accordance with seventh item of the agenda, election of new Auditors replacing the Auditors whose term of duty have come to an end and determination of their term and remuneration was discussed. As a result of voting it was resolved by the majority of votes (208,014,234.5) against the abstaining votes (321,175) of Ms. H.Vuslat Sümen who represented BONY/Commonwealth of Pennsylvania S.E.R.S. by proxy unanimously that the following Auditors are selected to perform their duties for 2 (two) years;
Ms. Meral Necmiye ALTINOK with TR ID Number 37801481080 who participated in the General Board Meeting and declared her candidacy verbally,
Mr. Murat AŞKAR with TR ID Number 12814359700 accepted to be elected by the by the candidate recognizance of Bakırköy 1st Notary dated 12.05.2011 no. 12153,
Ms. Belgin BERKER with TR ID Number 11380140064 accepted to be elected by the by the candidate recognizance of Bakırköy 1st Notary dated 12.05.2011 no. 12154
8. In accordance with eighth item of the agenda, it was accepted unanimously to appoint **Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (KPMG)** as Independent Auditing Firm for one (1) year.

9. In accordance with ninth item of the agenda, General Assembly was informed about the transactions with the “Related Parties” within the context of Article 5 of the notification Series: IV No:41 of Capital Markets Board. Ms. H. Vuslat Sürmen, representing by proxy 850,000 shares on behalf of BBH/The Central Europe And Russian Fund Inc and Ms. Berna YAZKAN representing by proxy 2,281,306 shares on behalf of Wasatch Emerging Markets Small Cap Fund and Omers Administration Corporation declared abstention regarding this matter.

10. In accordance with tenth item of the agenda, General Assembly was informed that donations and aids had been performed in the amount of 484,064.70 TL in total to various beneficial associations and foundations within the year in accordance with notification of Capital Market Board numbered Serial IV No. 27. Ms. H. Vuslat Sürmen, representing by proxy 850,000 shares on behalf of BBH/The Central Europe And Russian Fund Inc and Ms. Berna YAZKAN representing by proxy 2,281,306 shares on behalf of Wasatch Emerging Markets Small Cap Fund and Omers Administration Corporation declared abstention regarding this matter.

11. In accordance with eleventh item of the agenda, information was given to the General Assembly regarding pledges, collaterals, and mortgages as per the decision no. 28/780 of the Capital Markets Board dated 09/09/2009. Ms. H. Vuslat Sürmen, representing by proxy 850,000 shares on behalf of BBH/The Central Europe And Russian Fund Inc and Ms. Berna YAZKAN representing by proxy 2,281,306 shares on behalf of Wasatch Emerging Markets Small Cap Fund and Omers Administration Corporation declared abstention regarding this matter.

12. In accordance with twelfth item of the agenda, granting authorization to Board Chairman and Members to execute transactions set forth in articles 334 and 335 of Turkish Commerce Law was negotiated. As a result of voting, it was accepted unanimously that Chairman and Members of the Board are authorized for enforcement of the said operations.

13. In accordance with thirteenth item of the agenda, wishes and requests were listened in wishes session.

14. The meeting was ended and this meeting report consisting of five copies was issued and affixed with List of Attendants by Presidential Board members and Ministry Commissioner.

Presidential Board

President of Board
Mehmet ERDOĞAN

Clerkship
Nihat Kamil AKKAYA
Şaziye ÇEVİK

Vote Collection Officer
Nursel ILGEN

Commissioner of T.R. Industry and Commerce
Ministry

Ceyda ÇALIK

Commissioner of T.R. Industry and Commerce
Ministry

Ömer KURLAR