

**The Agenda of 2011 Ordinary General Shareholders' Meeting of TAV HAVALİMANLARI HOLDİNG ANONİM ŞİRKETİ to be held on 11th May 2012 Friday:**

1. Opening and forming of the Presiding Board
2. Granting authorization to the Presiding Board on signing of the Ordinary General Shareholders' Meeting Minutes.
3. Review, discussion, and approval of the Annual Report of the Board of Directors and the Auditors' Report of the fiscal year 2011.
4. Review, discussion, and approval of the Balance Sheet and the Profit and Loss Statements for the fiscal year 2011.
5. Accepting, accepting by amendment or declining the proposition of distribution of the consolidated net profit of 2011 and the date of profit distribution.
6. Releasing the Members of the Board and the Auditors for their activities for the fiscal year 2011.
7. Submitting the election of Board Members, appointment of Independent Board Members for the approval of the General Assembly.
8. Nomination of the Independent Audit Company for the approval of the General Assembly.
9. Amendment of the clauses no. 4., 13.1., 13.2., 13.4., 21.2., 22., 23., 27.2., 28., 29., 30.2., 34A, 34A.1., 34A.2., 34B of the Articles of Association (AoA) as per Attachment/1 to comply with the Corporate Governance Principles of the Capital Markets Board (CMB) and resolutions of the Capital Market Legislation regarding guarantees, securities, and pledges and enable the Company buy back its shares as approved by the CMB Presidency and permitted by Ministry of Customs and Trade.
10. Submitting the Remuneration Policy drafted as per the Capital Markets Board regulations for the information of the General Assembly.
11. Submitting the Disclosure Policy drafted as per the Capital Markets Board regulations for the information of the General Assembly.
12. Submitting the Share Buy Back Program of the Company for the approval of the General Assembly.
13. Giving information to the General Assembly regarding 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.
14. Giving information to the shareholders about the donations made by the Company during 2011.
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.
16. Granting authorization to the Chairman and the Members of the Board pursuant to Article 334 and 335 of the Turkish Commercial Code.
17. Wishes and requests.
18. Closing.