

**Announcement of Invitation to the
Extraordinary General Shareholders' Meeting
by the Board of Directors of TAV Airports Holding Co.**

The Extraordinary General Shareholders' Meeting of our Company will be held to discuss and settle the following agenda at TAV Academy Meeting Hall (A) in TAV Headquarters at the Ataturk Airport International Terminal, Yesilkoy, Istanbul on **July 10, 2012 Tuesday at 10:00 a.m.**

The shareholders who wish to participate in the Ordinary General Shareholders' Meeting, and who have registered their shares at the Central Registry Agency (MKK) must sign up themselves on the General Meeting Blockage List by Thursday, July 05, 2012 at 17:30 p.m. by following the general meeting blockage procedure determined by MKK (Central Registry Agency). Shareholders who cannot submit a general meeting blockage letter -that they will receive from MKK- to our Company before Monday, July 09, 2012 by 17:30 p.m. 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 submitted the general meeting blockage letter to our 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 having their signatures 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 of 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.

The agenda items shall be voted by raising hands in the General Assembly and resolutions shall be taken by the absolute majority of the shareholders.

The said documents and the sample power of attorney will be available at www.tavyatirimciiliskileri.com. Our shareholders can get the necessary information regarding the procedures about the General Assembly from TAV Airports Investor Relations Department.

ADDITIONAL DISCLOSURES PURSUANT TO THE REGULATIONS OF THE CAPITAL MARKET BOARD

Of the additional disclosures which must be done pursuant to the “Communiqué on the Principles to be complied with Joint Stock Companies being subject to the Capital Market Law”, Serial IV, No. 41, and the “Communiqué Concerning the Establishment and Implementation of the Corporate Governance Principles”, Serial IV, No. 57, in place of Serial IV, No. 56 of the Capital Market Board, the ones which are related with the issues in the agenda are made in the item of agenda below and the general disclosures are made in this section for your information.

1.Shareholding Structure and Voting Right*

	Amount of Shares	Share in Capital (%)	Voting Right	Share in Voting Right (%)
Aéroports de Paris Group**	138.046.875	38,0%	138.046.875	38,0%
Tepe İnşaat Sanayi A.Ş.	29.273.852	8,1%	29.273.852	26,1%
Akfen Holding A.Ş.	29.495.446	8,1%	29.495.446	26,1%
Sera Yapi Endüstrisi ve Ticaret A.Ş.	7.379.507	2,0%	7.379.507	4,0%
Other Non-Floating	12.775.048	3,5%	12.775.048	3,5%
Other Free Float	146.310.522	40,3%	146.310.522	40,3%
TOPLAM	363.281.250	100,0%	363.281.250	100,0%

*as of May 31, 2012

**Through Tank ÖWA alpha GmbH which is a wholly owned subsidiary of Aéroports de Paris.

There are no privileged shares of our Company.

2. Information about the Requests of the Shareholders, the Capital Market Board or the other Public Authorities for Inclusion of Issues in the Agenda:

No such request has been received for the Annual General Meeting where the activities in 2011 will be discussed.

3. Information Regarding Changes in Management and Operations that would have a Significant Impact on Corporate Activities of our Company and our Subsidiaries:

Aéroports de Paris Group has completed the acquisition process of 38% of TAV Havalimanları Holding A.Ş. (“TAV Airports”) on 16 May 2012. The selling shareholders, Akfen Holding A.Ş. (“Akfen Holding”), Tepe İnşaat Sanayi A.Ş. (“Tepe İnşaat”) and Sera Yapi Endüstrisi ve Ticaret A.Ş. (“Sera Yapi”) entered into a share purchase agreement regarding the acquisition of such stake on 11 March 2012. Upon completion of the relevant conditions precedent, the transfer of shares has taken place on May 16, 2012.

The Board of Directors is composed of three members appointed by Aéroports de Paris Group, three members appointed jointly by Tepe and Akfen, four independent members, and Chief Executive Officer to comprise a total of 11 members. Mr. İbrahim Süha Güçsav, Mr.Önder Sezgi and Mr. Ahmet Ersagun Yücel have resigned from the Board of Directors and the Board of Directors has resolved to appoint Mr. Pierre Graff, Mr. François Rubichon and Mr. Laurent Galzy to the vacant seats in the Board of Directors. Ms. Seda Akkuş Tecer will fill the vacancy left by the resignation of statutory auditor Ms. Belgin Berker on May 16, 2012.

AGENDA

1. Opening and forming of the Presiding Board.

Explanation:

Pursuant to the provisions of Turkish Commercial Code (TCC) and the clauses of the "Regulation on General Assemblies of Corporations and of Ministry of Customs and Trade Commissaries who Attend the Assemblies", 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 Presiding Board on signing of the Extraordinary General Shareholders' Meeting Minutes.

Explanation:

Pursuant to the provisions of TCC and the clauses of the "Regulation on General Assemblies of Equity Companies and of Ministry of Customs and Trade Commissaries who Attend the Assemblies", 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. Submitting the resolution regarding the new Board Members to replace the former Board Members who resigned and Auditors continue performing their duties by the end of their tenure for the approval of the General Assembly,

Explanation:

Mr. İbrahim Süha Güçsav, Mr.Önder Sezgi and Mr. Ahmet Ersagun Yücel have resigned from the Board of Directors and the Board of Directors has resolved to appoint Mr. Pierre Graff, Mr. François Rubichon and Mr. Laurent Galzy to the vacant seats in the Board of Directors as of 16 May 2012. Ms. Seda Akkuş Tecer will fill the vacancy left by the resignation of statutory auditor Ms. Belgin Berker. (Appendix-1)

4. Wishes, requests and closing

Appendix 1

Pierre GRAFF has been Chairman and CEO of the Aéroports de Paris Limited Company since 27 July 2005. His nomination by the Cabinet ratified the proposal made by the Company Board on 26 July 2005. The Cabinet had appointed him to the post of Chairman of Aéroports de Paris on 17 September 2003. Born on 11 November 1947 in Paris, Pierre GRAFF is a former pupil of the Ecole Polytechnique and General Engineer of the Ecole des Ponts et Chaussées. After occupying several engineering posts within Departmental Infrastructure Directorates (Ardennes, Calvados, Nord, Loire Atlantique), in 1986 Pierre GRAFF became Technical Advisor for highway policy to the Office of the Ministry of Infrastructure, Housing, Territorial Development and Transport and later Interministerial Delegate for road safety from 1987 to 1990. Until 1993, he was Departmental Infrastructure Director in Essonne before becoming Assistant Principal Private Secretary and later Principal Private Secretary to the Minister of Infrastructure, Transport and Tourism. From 1995 to 2002, Pierre GRAFF was General Director of the Civil Aviation Authority. He was Principal Private Secretary to Gilles de ROBIEN, Minister of Infrastructure, Transport, Housing, Tourism and Maritime Affairs from June 2002 to September 2003. Pierre GRAFF is also a member of the Economic and Social Council, and RATP Administrator. Pierre GRAFF is a Chevalier of the Legion of Honour and an Officer of the National Order of Merit.

François RUBICHON has been Chief Operating Officer of Aéroports de Paris since 27 October 2005. Born on 23 September 1963 in Beauvais, François RUBICHON is Senior Administrator, Post and Telecommunications. He graduated from the Paris Institut d'Etudes Politiques (1985) and the Ecole Nationale Supérieure, Post and Telecommunications (1989). In June 1993, he was appointed as Technical Advisor to the Office of the Minister of Infrastructure, Transport and Tourism after holding the post of Head of the Management Control Section in the Financial Management Department of La Poste. In May 1995, he became Managing Director of Sofipost (holding company for La Poste subsidiaries). He was entrusted with the Chairmanship of the Board of Publi-Trans (La Poste Group) in September 1998. He became Chief Executive Officer of GeoPost Logistics in September 2000. In July 2002, François RUBICHON was appointed Assistant Principal Private Secretary to the Minister of Infrastructure, Transport, Housing, Tourism and Maritime Affairs. In April 2005 he worked as a social advisor to the Prime Minister, Jean-Pierre RAFFARIN, before being appointed in June 2005 as special advisor for social affairs to the Office of Dominique PERBEN, Minister of Transport, Infrastructure, Housing, Tourism and Maritime Affairs.

Laurent GALZY has been Executive Director - Finance & General Administration for Aéroports de Paris since 21 July 2003. He was appointed Director of Management Control and Financial and Legal Affairs of Aéroports de Paris on 1 February 2002. Born on 14 May 1957 in Montpellier, Laurent GALZY is a graduate of HEC School of Management and IEP (Institute of Political Studies) Paris, and holds a Masters' Degree in Economics. He is also a former pupil of ENA (National School of Administration). Since 1984, he has held several budget management posts (Ministry of the Economy and Finance) in the areas of infrastructure, transport, and territorial or local authority development. In 1999, he became deputy director of the "Industry, Transports, Research" Subdivision of the Budget Management department (Ministry of the Economy and Finance).

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 Extraordinary General Shareholders' Meeting of TAV Havalimanları Holding A.Ş. to be held on July 10, 2012, Tuesday, at 10:00 a.m. in TAV Academy Meeting Hall (A) at TAV Headquarters 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).