

## EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING MINUTES OF TAV AIRPORTS HOLDING Co.

Extraordinary General Shareholders' Meeting of TAV Airports Holding Co. was held on 10th June 2012 at 10.00 at TAV Academy Meeting Hall (A) at the headquarters of the company at the address of Atatürk Havalimanı Dış Hatlar Terminali – A Kapısı VIP Yanı Yeşilköy İstanbul under the supervision of Ministry Commissioners Ms. Ceyda Çalık and Mr. Ömer Kurtlar who are assigned with letters dated 06.07.2012 and numbered 41369 of Istanbul Province Science, Industry and Technology Directorate of T.R. Industry and Commerce Ministry.

Invitation for the meeting was performed duly by announcing in the issue dated 08.06.2012 of Radikal and Dünya Newspapers and in page 534 of Turkish Trade Registry Gazette dated 11.06.2012 and number 8087 as it shall contain the agenda in accordance with the law and articles of association.

The Meeting was opened by the Managing Partner of the Board 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 total capital of the corporation with 363,281,250 Turkish Liras as the representation of the 208,846,470.68 units of share in person 208,846,470.68 TL.

1. In accordance with the first item of the agenda, constitution of Presidential Board was negotiated. As a result of voting, it was accepted by the majority of votes (208,775,770.68) against the abstaining vote of Ms. H.Vuslat Sümen who represented 70,700 shares on behalf of National Pension Service that Mr. Ahmet Ersagun YÜCEL was assigned for the Presidency of the Board, Mr Mehmet ERDOĞAN for Vote Collection and Mr. Nihat Kamil AKKAYA for the Clerk,
2. In accordance with second item of the agenda, granting authorization to the Presidential Board on signing Minutes of General Meeting was negotiated. As a result of voting, it was accepted by the majority of votes (208,775,770.68) against the abstaining vote of Ms. H.Vuslat Sümen who represented 70,700 shares on behalf of National Pension Service that Presidential Board is authorized to sign Minutes of General Meeting,
3. In accordance with third item of the agenda, it was negotiated that the new Board Members and Auditor, who are appointed for the vacant positions of the resigned Board Members and Auditors, perform their duties to complete their term of office.

It was accepted by the majority of votes (208,775,770.68) against the abstaining vote of Ms. H.Vuslat Sümen who represented 70,700 shares on behalf of National Pension Service and declining vote of Berna ÖZER who represented 88,385 and 55,256 shares on behalf of F And C Commingled Fund I Limited and 425,401 shares on behalf of Caisse De Depot Et Placement Du Quebec to appoint French Citizen with ID No. 3880670412 Mr. **Laurent Marc Galzy** as Board member to replace Mr. Önder Sezgi who resigned with the Board decision no. 2012/16 dated 16.05.2012, French Citizen with ID No. 4110386375 **Pierre Georges Denis Graff** to replace Mr. İbrahim Süha Güçsav who resigned with the Board decision no. 2012/17 dated 16.05.2012, French Citizen with ID No. 7350725319 **François Paul Antoine Rubichon** to replace Mr. Ahmet Ersagun Yücel who resigned with the Board decision no. 2012/18 dated 16.05.2012 and to appoint Ms. **Seda Akkuş TECER** having TR ID No. 22349192956 who is residing at the address Uphill Court Sit. A3D.10 İhlamur Sk. Ataşehir/İST as the Auditor to replace Ms Belgin Berker who resigned with the Board decision no. 2012/15 dated 16.05.2012.

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

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  
Ahmet Ersagun YÜCEL

Clerk  
Nihat Kamil AKKAYA

Vote Collection Officer  
Mehmet ERDOĞAN

Commissioner of T.R. Industry and Commerce  
Ministry

Ceyda ÇALIK

Commissioner of T.R. Industry and Commerce  
Ministry

Ömer KURLAR