

The agenda of the Ordinary General Assembly Meeting of TAV HAVALİMANLARI HOLDİNG ANONİM ŞİRKETİ for the year 2012 to be held on 30th May 2013.

1. Opening and forming of the Presidential Board,
2. Review, discussion, and approval of the Annual Report of the Board of Directors and the Auditors' Report and the Summary Statement of the Independent Audit Report of the fiscal year 2012,
3. Review, discussion and approval of the Balance Sheet and Profit and Loss Accounts of 2012,
4. Informing the General Assembly on the "Profit Distribution Policy" of the Company for 2012 and the following years in accordance with the regulations of the Capital Markets Board,
5. Accepting, accepting by amendment or declining the proposition of the distribution of the dividend of 2012 and the date of dividend distribution,
6. Releasing the Members of the Board and the Auditors for their activities for the fiscal year 2012,
7. Submitting for the approval of the General Assembly the changes of the Board membership executed in accordance with the Article 363 of the Turkish Commercial Code,
8. Approving the election of the Independent Audit Company which was conducted by the General Assembly in accordance with the Turkish Commercial Code and the regulations of the Capital Markets Board,
9. Submitting for the approval of the General Assembly the amendment of the clauses no. 2, 3, 4, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 34A, 34B, 35, 36, 37, 38, 39, 40, 41, 42 and the cancellation of the clauses no. 43 and 44 of the Articles of Association (AoA) as to comply with the Turkish Commercial Code no. 6102 and the amendment of the clause no. 6 of the Articles of Association (AoA) in accordance with the resolutions of the Capital Market Legislation no. 6362 due to a time extension on the registered capital system, on the condition that legal permission is granted by the CMB and the Ministry of Customs and Trade,

10. Submitting for the approval of the General Assembly the Internal Directive on the Working Procedures and Principles of the General Assembly prepared by the Board of Directors in accordance with the clause no. 419/2 of the Turkish Commercial Code and the clause no. 40 and the following clauses of the Regulation on the Procedures and Principles of the General Assembly Meetings of the Stock Companies and Ministry of Customs and Trade Representatives attending these meetings,
11. Submitting the Remuneration Policy as per the Capital Markets Board regulations for the information of the General Assembly,
12. Submitting the “Donation and Aid Policy” of the Company for the approval of the General Assembly and informing the General Assembly on the donations and aids which were provided by the Company in 2012 in accordance with the regulations of the Capital Markets Board,
13. Informing the General Assembly on the “Information Policy” in accordance with the regulations of the Capital Markets Board,
14. 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 amended by the Communiqué of the Capital Markets Board Series: IV No.52,
15. Giving information regarding pledges, guarantess, 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 on the fulfillment of the written transactions pursuant to Article 395 and 396 of the Turkish Commercial Code,
17. Wishes and requests,
18. Closing.