

## **TAV Airports Holding Corporation**

### **2017 Ordinary General Assembly Meeting Information Memorandum**

The Ordinary General Shareholders' Meeting of our Company will be held to discuss and settle the following agenda at TAV Academy Meeting Hall (A) in the headquarter of the Company addressed Ataturk Havalimani Dis Hatlar Terminali – A Kapisi VIP Yani Yesilkoy İstanbul on **March 26, 2018, Monday at 11:00 a.m.**

The Information Note on the Reports of the Board of Directors, Financial Statements and Independent Audit Report, the proposal regarding the Dividend Distribution and the Annual Report, as well as the Corporate Governance Principles Compliance Report in its Appendix and the items on the agenda of the fiscal year 2017 will be available for the review of the Distinguished Shareholders on the Company headquarters and [www.tavyatirimciiliskileri.com](http://www.tavyatirimciiliskileri.com) , a URL from the Company's website, and on the Electronical General Assembly System of the Central Registry Agency at least three weeks prior to the meeting pursuant to the legal period.

In accordance with the Article 415, Clause 4 of the New Turkish Commercial Code no. 6102 and the Article 30, Clause 1 of the Capital Markets Law no. 6362, the blockage of the share certificates will not be laid down as a condition for the right to attend and vote in the General Assembly. Within this respect, if our shareholders demand to attend in the General Shareholders' Meeting, there is no need for them to block their shares. However, the shareholders, who prefer to conceal the information regarding their IDs and shares in their accounts and therefore whose information is not available to our company, must consult their custodians and remove the "restriction", which keeps the information regarding their IDs and shares undisclosed to our company, until 15.00 pm on March 23<sup>rd</sup>, 2018 at the latest, upon their request to attend in the meeting.

The shareholders, who will vote via the Electronic General Meeting System, can obtain more information from Central Registry Agency, our company's website [www.tavyatirimciiliskileri.com](http://www.tavyatirimciiliskileri.com) or Company Headquarters (Tel: +90 212 463 3000-2122-2123-2124) in order to fulfill their liabilities pursuant to the relevant Regulation and Notification.

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. 28861 on 24.12.2013.

The agenda items shall be voted explicitly and by raising hands in the General Shareholders' Meeting in addition to electronic voting.

The information regarding the Ordinary General Shareholders' Meeting is available on our company's website [www.tavyatirimciiliskileri.com](http://www.tavyatirimciiliskileri.com). Our shareholders can receive required information from TAV Investor Relations Directorate about the procedures regarding the General Shareholders' Meeting. All stakeholders, beneficiaries and press members are welcome as well in the General Shareholders' Meeting.

#### **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 Markets Law", Serial IV, No. 41, and the "Communiqué Concerning the Establishment and Implementation of the Corporate Governance Principles", (II-17.1)" of the Capital Markets 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 Rights\***

Shareholder	PREVIOUS		NEW	
	Amount of Shares	Share in Capital (%)	Amount of Shares	Share in Capital (%)
<b>Groupe ADP **</b>	138.046.875	38,0%	167.542.321	46,1%
<b>Tepe İnşaat Sanayi A.S.</b>	29.273.852	8,1%	18.375.414	5,1%
<b>Akfen Holding A.S.</b>	29.495.446	8,1%	-	-
<b>Sera Yapi Endüstrisi ve Ticaret A.S.</b>	7.379.507	2,0%	4.681.519	1,3%
<b>Other Non-Floating</b>	11.625.048	3,2%	11.625.048	3,2%
<b>Other Free Float</b>	147.397.572	40,6%	161.056.948	44,3%
<b>TOTAL</b>	<b>363.281.250</b>	<b>100,0%</b>	<b>363.281.250</b>	<b>100,0%</b>

**\*as of February, 2018**

**\* Through Tank OWA alpha GmbH, a wholly owned subsidiary of Groupe ADP**

1. According to the announcement dated July 7, 2017, the share transfer of Akfen Holding's 8.119% stake in TAV Airports to Tank OWA Alpha GmbH, which is wholly owned by Groupe ADP, was completed.
2. According to the announcement dated September 12, 2017, the share transfer of Tepe İnşaat Sanayi A.S 's 3.0% stake and Sera Yapi Endüstrisi ve Ticaret A.S' 0.76% stake in TAV Airports, was completed.

Each share is entitled to one vote in the Company. 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 2017 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:**

Management and operational changes which took place in 2017 and are planned to take place in 2017 are announced to the public through material event disclosures, announcements and Financial Statements Footnotes, which are available on Public Disclosure Platform (KAP) <http://www.kap.gov.tr/en/companies/traded-companies/all-companies/detail.aspx?sld=1452> and Company website <http://www.tavyatirimciiliskileri.com/en-EN/Pages/IndexPage.aspx>.

**AGENDA**

**1. Opening and forming of the Presidential Board.**

***Explanation:***

*Pursuant to the provisions of Turkish Commercial Code (TCC) no. 6102 and the "Regulation on the Procedures and Principles of the General Assembly Meetings of the Stock Companies and the Representatives from the Ministry of Customs and Trade to take part in these meetings", the Presiding Board, which will chair the General Meeting, will be formed.*

**2. Review, discussion, and approval of the Annual Report of the Board of Directors of the year 2017.**

***Explanation:***

*Pursuant to the regulations of TCC, Capital Markets Board (CMB) no.6362 and the Regulation of the Ministry of Customs and Trade, Board of Directors Annual Report for financial year 01.01.2017–31.12.2017 which is available at the Headquarters of our Company, the Public Disclosure Platform (KAP), on the Electronic General Assembly portal of the Central Registry Agency and on the corporate website of the Company at [www.tavyatirimciiliskileri.com](http://www.tavyatirimciiliskileri.com) for examination of our shareholders at least three weeks before the General Assembly meeting and it shall be presented for evaluation and approval of our shareholders.*

**3. Review, discussion, and approval of the summary statement of the Independent Audit Report of the fiscal year 2017.**

**Explanation:**

Pursuant to the regulations of TCC, Capital Markets Board (CMB) no.6362 and the Regulation of the Ministry of Customs and Trade, Independent Auditors' Report Summary for the financial year 01.01.2017–31.12.2017 will be read in the General Assembly Meeting. The Independent Auditors' Report is available on the website: [www.tavyatirimciiliskileri.com](http://www.tavyatirimciiliskileri.com)

4. Review, discussion, and approval of the year-end Financial Statements for the fiscal year 2017.

**Explanation:**

Pursuant to the regulations of the TCC, CMB and the regulations of the Ministry of Customs and Trade, the consolidated Financial Statements as of 31.12.2017 for the financial year ended 01.01.2017-31.12.2017, will be read, deliberated and submitted for the approval of the assembly. The reports have been made available for the review of our Shareholders at the Company Headquarters and at the [www.tavyatirimciiliskileri.com](http://www.tavyatirimciiliskileri.com) website.

5. Releasing severally the Members of the Board from their activities for the year 2017.

**Explanation:**

Pursuant to the regulations of the TCC and the regulations of the Ministry of Customs and Trade the release of the members of the Board of Directors for their activities, procedures and accounts for the year 2017 will be submitted for the approval of the General Assembly.

6. Accepting, accepting by amendment or declining the proposition of distribution of the dividend of 2017 and the date of dividend distribution.

**Explanation:**

1. Our Company's net profit of the fiscal year 2017 according to the independently audited consolidated financial tables prepared in accordance with "Capital Market Board Communiqué About Financial Reporting in Capital Markets Serial: II No: 14.1" is TL 718,234,000 and according to the clauses of the Turkish Commercial Code and Tax Procedure Law is TL 974,248,100,
2. Profit of TL 718,234,000 of the profit after tax set forth in the consolidated financial statements will be the base for distribution of profit pursuant to the Capital Market Board Dividend Communiqué (II-19.1),
3. As it is obligatory to set aside first legal reserves until the reserve amount reaches 20% of the paid in capital in accordance with Article 519 of Turkish Commercial Code, it is decided to not reserve first legal reserves for 2017 as the reserve amount reached 20% of the paid in capital,

4. It is determined that TL 718,726,298 for the year 2017 according to the consolidated financial statements, shall be the base for first dividend.

5. It is decided to distribute TL 406,371,533 in accordance with "Capital Market Board Dividend Communiqué (II-19.1)" as cash first dividend.

a) TL 406,371,533, which is the total cash dividend amount to be distributed shall be covered by current period net profit.

b) Accordingly TL 1,118,6141 (%111,86141) gross cash dividend per share having nominal value of TL 1 and total gross cash dividend distribution amount TL 406,371,533 will be submitted to the approval of our shareholders in the Ordinary General Assembly Meeting of our Company.

6. It is decided to reserve the remaining amount after deducting the dividend to be distributed in accordance with the Capital Markets Law and Turkish Commercial Law as extraordinary reserve.

7. According to the above mentioned respect, the distribution of dividend to be commenced as of 28 March 2018.

7. Determining the rights of the members of the Board of Directors regarding the wages and attendance fee, and rights such as bonus, premium,

**Explanation:**

The rights of the members of the Board of Directors regarding the wages and attendance fee, and rights such as bonus, premium will be submitted to approval of General Assembly.

USD 60.000 of wages and attendance fees per each independent member per year will be submitted to General Assembly for only Independent Board Members.

8. Submitting for the approval of the General Assembly the change of the Board memberships executed in accordance with the article 363 of the Turkish Commercial Code.

**Explanation:**

In accordance with Turkish Commercial Code, regulations of the Capital Markets Board of Turkey and our Company's Articles of Association, the resignations of the members of the Board of Directors Akfen Holding, Bilkent Holding, Mr. Augustin Pascal Pierre Louis Marie de Romanet de Beaune, the vacant positions in the Board of Directors were decided to be filled by Mr. Philippe Eric Pascal, Mr. Fernando Echegaray del Pozo, Mr. Franck Mereyde, as the new Board Members, which is to be submitted for the approval of the General Meeting.

9. Electing new Board members including the independent members in place of the board members whose duty periods will expire and to determine the duty periods of the new board members,

***Explanation:***

*Board members whose terms of office have expired accordingly shall be elected. In addition, upon the recommendation of the Nomination Committee Independent Members of the Board of Directors shall be elected in compliance with the CMB's Corporate Governance Communiqué No. II-17.1.*

*The CVs of the candidates for membership on the Board of Directors are provided in Appendix 2.*

10. Approval of the nomination of the Independent Audit Company conducted by the Board of Directors pursuant to the Turkish Commercial Code and the regulations of the Capital Markets Board,

***Explanation:***

*In its meeting, taking into consideration the opinion of the Audit Committee, the Board of Directors of our Company resolved to nominate Guney Bagimsiz Denetim ve Serbest Muhasebeci Mali Musavirlik Anonim Sirketi (A member firm of Ernst & Young Global Limited), to audit our Company's financial statements for the year 2018 accounting period and to fulfill all other obligations required for the auditors by Turkish Commercial Code numbered 6102 and Capital Markets Law numbered 6362 and related regulations and to present the selection for the approval of the General Assembly of Shareholders.*

11. As the validity period of the upper limit of registered share capital will expire, submitting for the approval of the General Assembly the authorisation to be obtained from the General Assembly of the extension of its validity period and further submitting for the approval of the General Assembly the amendment of the clause 6 of the Articles of the Association of the Company due to extension of validity period under the registered capital system according to Capital Market Legislation and the amendment of the clause 15.1 to restructure Board Meetings' frequency of the Company, the required permissions of which have been obtained from Capital Market and T.R. Ministry of Customs and Trade

***Explanation:***

*Aforementioned amendments are provided in Appendix 3.*

12. Submitting the Remuneration Policy written as per the Capital Markets Board regulations for the information and consideration of the General Assembly.

***Explanation:***

*Pursuant to the Mandatory Corporate Governance Principle of no. 4.6.2 of the Capital Markets Board, the remuneration details of the members of the Board of Directors and senior executives were put in writing and submitted to the information of the shareholders as a separate item on the agenda in the General Shareholders' Meeting, giving the shareholders the opportunity to voice their opinions. As indicated in footnote No.8 of our financial report, attached, to the 2017 Annual Report, TAV Airports Holding, paid its Board of Directors' members and senior management a total of TRY 69 million. The Remuneration Policy, which is arranged with this aim, can be found in Appendix-3.*

13. Informing the General Assembly on the donations and aids which were provided by the Company in 2017 and determining the upper limit of donation to be made in the year 2018.

**Explanation:**

*Pursuant to Article 6 of the CMB's Communiqué on Dividends No. II-19.1, the limit of donations to be made must be determined by the General Assembly, in cases not specified in the Articles of Association, and information concerning the donations and payments made must be provided to shareholders at the General Assembly. Our company made TRY 492,298 donations in 2017. The upper limit for donations in 2018 will be submitted as TRY 3 million at the General Assembly.*

14. Giving information to the General Assembly regarding the transactions of the "Related Parties" as per third section of Corporate Governance Communiqué (II-17.1) of the Capital Markets Board.

**Explanation:**

*Total amount of transactions between our company and ATU whose 50% shares are owned by our Company surpassed 10% of 2017 consolidated revenues, in 2017. Detailed information about these transactions is provided in our consolidated financials footnotes (Note 8). Note that TAV adopted IFRS 11 « Joint Venture» standart starting from 1 January 2012.*

15. Giving information to the General Assembly regarding pledges, collaterals, and mortgages to the shareholders as per fourth section of Corporate Governance Communiqué (II-17.1) of the Capital Markets Board.

**Explanation:**

*The Financial Statements for the fiscal year which ended on December 31, 2017 and the information regarding the Obligations and Undertakings, which are included in the Footnote no. 22 of the Independent Audit Report, will be submitted for the information of the General Assembly.*

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.

***Explanation:***

*Pursuant to the Article 22 of the Articles of Association, the members of the Board of Directors do not have the right to perform the transactions stated under the Articles 395 (Prohibition to Transact with and Incur Indebtedness to the Company) and 396 (Non-Competition) of the Turkish Commercial Code. In accordance with the Mandatory Principle of Corporate Governance no. 1.3.7, the General Assembly should give approval in advance in order that the shareholders, who have the administrative capacity, the members of the Board of Directors, senior executives, the spouses and the first and second degree relatives by blood and marriage of these officials can compete and perform transactions which may cause conflicts of interest. Furthermore, details regarding the above-mentioned transactions should also be communicated to the General Assembly.*

**17.** Wishes and requests.

**18.** Closing.



APPENDIX-1

TAV Havalimanları Holding A.Ş. 2017 Dividend Distribution Schedule (TL)			
1. Paid Capital		363.281.250	
2. Total Legal Reserves (according to statutory books)		80.886.380	
		According to CMB financials	According to statutory financials
3	Profit Before Tax	964.850.000	990.368.915
4	Tax Expense ( - )	(246.616.000)	(16.120.815)
	Profit for the period ( = )	718.234.000	974.248.100
6	Accumulated Losses ( - )	-	-
7	First legal reserves ( - )	(0)	(0)
8	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	718.234.000	974.248.100
9	Donations made during the year ( + )	492.298	
10	Donations added Net Profit For The Year to be used in calculation of first dividend	718.726.298	
11	First Dividend to Shareholders (*)	-	
	-Cash	406.371.533	
	- Non-cash	-	
	- Total	-	
12	Dividends distributed to preferred shareholders	-	
13	Dividends to BOD members, personnel etc.	-	
14	Dividends distributed to redeemed shareholders	-	
15	Second Dividend to Shareholders	-	
16	Second Legal Reserves	-	-
17	Statutory Reserves	-	-
18	Special Reserves	-	-
19	EXTRAORDINARY RESERVES	311.862.467	567.876.567
20	Other sources provided for distribution	-	-
	- Retained Earnings	972.830.000	36.731.130
	- Extraordinary Reserves	-	1.420.130.369
	- According to law and articles of incorporation	-	-
	Distributable other reserves	-	-

## **APPENDIX-2**

### **Edward Arkwright**

Born on 26 April 1974, Edward Arkwright is a graduate of the IEP in Paris and studied at the ESSEC Business School. He also holds a Master of Advanced Studies in Modern History. In 1997, he became a civil servant appointed to the Senate, the second in the legislation department (1997-1999) and in the Finance Committee (1999-2002). From 2002 to 2007, he held several positions as advisor of the Minister of Budget and the Minister of Finance in charge of the implementation of the budgetary reform, the State Reform and public finance. In 2007, he was principal private Secretary to the General Director of the Caisse des Dépôts Group and member of the executive committee. In 2010, he became Strategy Director for the Caisse des Dépôts Group. From 2007 to 2012, he was member of the board of companies of the Caisse des Dépôts Group, in real estate (as Icade, listed company), tourism and services for local government (chairman of SCET, company dedicated to advisory for local government). When he came to Aéroports de Paris in December 2012, his first appointment was as Special Advisor to the Chairman & CEO of Aéroports de Paris, member of executive committee. The 1st September 2013, Edward Arkwright has been appointed as Chief Financial Officer, in charge of Finance, Strategy, Law Department, Accountability and Purchasing. Since May 2016, Edward Arkwright is deputy CEO, specially in charge of development, engineering and transformation. He is also chairman of Hub One, the IT company of ADP Group, member of the board of TAV Airports and member of the supervisory board of Royal Schiphol Group.

### **Antonin Beurrier**

Born in 1970, Antonin Beurrier is a graduate of Columbia Business School, New York, a former student of the Ecole Nationale d'Administration (class of 1997) and a graduate of Sciences Po, Paris. He began his career in France as Chief of Staff to the Prefect in the district of the Puy-de-Dôme, before moving to French Polynesia. Then, from 2000 to 2005, he joined the MICHELIN Group as Manager of the Northern Europe region, based in Stockholm. He went on to become the Group's Director of Investor Relations. In 2005, he joined the Inspection générale des Finances, the internal audit body of the French Ministry of Finance. In 2007, he joined the management team of the Swedish industrial group SANDVIK Mining & Construction. Then, based in Shanghai and Singapore, he was in charge of the Group's development

strategy for emerging markets (China, India, and Russia), before becoming SANDVIK's Manager for Eastern Asia (mainly China, Japan, and Korea). In 2011, he joined the Executive Committee of the Nickel division of the XSTRATA mining and metallurgical group (Toronto), and took up the presidency of the group's New Caledonian subsidiary. After launching his own investment and consulting firm, Anamorphose, in 2013, he went on the following year to join the Brazilian mining group VALE as President of Vale New Caledonia and member of VALE Base Metals' Executive Committee in Toronto. In May 2016, Antonin Beurrier joined Groupe ADP's Executive Committee.

### Ali Haydar Kurt darcan

Ali Haydar Kurt darcan is the Chairman of the Board of Directors of Tepe Insaat (Tepe Construction), a shareholder of TAV Airports Holding. Mr. Kurt darcan graduated from Middle East Technical University (ODTU), Department of Civil Engineering in 1973. Since 1987, he has served in different managerial positions for Bilkent Holding. He was appointed CEO of Bilkent Holding in 2016. He was the Chairman of İDO Board of Directors between 2011 and 2013. Mr. Kurt darcan currently serves as the Chairman of the Board of Directors of TAV Insaat A.S. (TAV Construction), Tepe Guvenlik A.S. (Tepe Security), Sports International A.S., Bilintur A.S., Meteksan Matbaa A.S. (Meteksan Printing), Tepe Home A.S., Tepe Emlak A.S. (Tepe Real Estate), Tepe Prefabrik A.S. (Tepe Prefabricated), Tepe Betopan A.S., and Bilenerji A.S.

### Mustafa Sani Şener

Member of the Board of Directors and President & CEO Mustafa Sani Sener was appointed member of the Board of Directors, President and CEO of TAV Airports in 1997. After graduating from the Black Sea Technical University (KTU) Department of Mechanical Engineering in 1977, Mr. Sener earned his Master's degree (M.Phil) in fluid mechanics in 1979 from University of Sussex in the UK. He has been awarded an Honorary Doctorate in engineering from KTU for his invaluable contributions to the development of Turkish engineering at the international level, as well as an Honorary Doctorate in Business Administration from American New Hampshire University for his accomplishments in Project and Risk Management throughout his tenure at TAV.

Prior to his career at TAV Airports Holding, Mr. Sener served in various positions, from project manager to general manager, in many national and international projects. He attended training on the management of complex systems at the Massachusetts Institute of Technology (MIT.) Mustafa Sani Sener is also a member of the Board of Directors of the Airports Council International (ACI) World and was elected the President of Foreign Economic Relations Board's Turkish- French Business Council in 2012. Mr. Sener was honored with the "Legion d'honneur" of the Chevalier order by France thanks to his contributions to the bilateral relations between Turkey and France. In the voting carried out by Thomson Extel among national and international finance corporations, he was chosen first in the category of "The

Best CEO” in Turkey in 2010, 2011, 2014, 2015 and 2016, and third in the European Transport Sector in 2014.

### **Franck Mereyde**

Born on 6 April 1972 is a civil engineer and the holder of a postgraduate qualification (DEA) in geophysics and space techniques. After beginning his career with Environnement Canada and then Météo France, in 2002 he joined the Office of the Minister for Infrastructure as technical advisor in charge of research and intermodal issues, then as advisor in charge of the budget, financial affairs and civil aviation.

In 2005, he joined Aéroports de Paris where he filled the posts of Deputy Director of Operations and Director of Operations at Paris-Charles de Gaulle. He is also in charge of freight for Aéroports de Paris. In 2007, he was appointed Director of terminals 2A, 2B, 2C and 2D at Paris-Charles de Gaulle airport and, in January 2010, Director of terminals 2E, 2F and 2G, as well as of the TGV/RER connection at Paris-Charles de Gaulle airport.

On 1 March 2011, Franck Mereyde was appointed Director of Paris-Orly airport. Within the Aéroports de Paris Group, Franck Mereyde is a Director of Aéroports de Paris Management (an Aéroports de Paris subsidiary) and a member of the Board of Hub Safe (formerly Alyzia Sûreté), a subsidiary of Aéroports de Paris.

He joined TAV Airports as Board Member and Deputy CEO as of July 2017.

### **Philippe Pascal**

Philippe Pascal, born on 27 November 1971, holds a Master’s in public law and is alumnus of the Ecole Nationale des Impôts. He began his career in the Directorate of Tax Legislation in which he held several positions between 1998 and 2007 in real estate taxation, agricultural tax and the taxation of persons. In 2007, he joined the Office of the Minister of State in charge of the budget, public accounts and public service and was appointed Inspecteur des Finances in April 2008. From 2008 to 2013, he took part in, then headed several missions in audit, evaluation and consulting within the Inspection Générale des Finances (the Finance Ministry audit division).

He joined Groupe ADP in February 2013 as Director of financial operations and shareholdings, then as Director of Finance and Strategy, and then, since November 2015 as Director of Finance, Control and Strategy. Since 26 May 2016, Philippe Pascal has been appointed as Executive Director of Finance, Strategy and Administration. Within Groupe ADP, he is member of a member of the Management Board of EPIGO (joint-venture), member of the Board of Directors of Média Aéroports de Paris (joint-venture) and of ADP Investissement Nederland B.V., as well as permanent representative of Aéroports de Paris in the Boards of Directors of ADP Ingénierie and Aéroports de Paris Management (simplified companies,

subsidiaries of Aéroports de Paris). He is also member of the Management Board of Cœur d'Orly Commerces Investissement and of Cœur d'Orly Investissement (SAS).

### **Fernando Echegaray**

Fernando Echegaray was born in Spain. He holds an industrial engineering degree from the Universitat Politècnica de Catalunya (Polytechnic University of Catalonia) and a computer engineering degree from the Universitat de les Illes Balears (University of the Balearic Islands). Mr. Echegaray also obtained a degree in Business Management and Administration from IESE Business School. He has held several management positions within the Spanish airport operator AENA. From 1985 to 1999, Mr. Echegaray served as the Deputy Director of Palma de Mallorca Airport. In 2000, he became the Director of Operations at Grupo Aeroportuario del Pacifico (GAP) in Mexico. From 2003 to 2004, Mr. Echegaray was CEO at Tenerife South Airport, and from 2004 to 2006 he was CEO at Canary Islands Airports. Fernando Echegaray was CEO at Barcelona- El Prat Airport from 2006 to 2012. Between 2012 – 2017, he was the Airport Network Director of Aena in charge of 46 airports in Spain. He was appointed Director of International Operations at ADP as of July 1, 2017.

### **Aylin Selen (Independent)**

Aylin Selen joined the Akfen Group in 1994 after graduating from the Department of Civil Engineering at the Middle East Technical University in 1991. She worked as Technical Director and Director of Technical Services in Turkey's first airport in the build-operate-transfer project, the Ataturk Airport project starting from 1997.

Aylin Selen who worked with the professors and lecturers of METU in the book "Beyond Construction", which is a success in the construction period of Atatürk Airport, also took part in the presentation of this success story and preparation work of the build-operate-transfer project in various universities and congresses. She was appointed as a General Manager of TAV Construction in 2013. After extension of TAV Construction with new construction projects and multi-storey buildings including Turkey, North Africa and the Middle East, she decided to retire by end of 2010.

### **Filiz Demiröz (Independent)**

After receiving a bachelor's degree in Business Administration from Boğaziçi University in 1995, Filiz Demiröz started her professional career at KPMG Turkey Audit Department. At KPMG, she's served as an Audit Manager between 2000-2004 and Audit Partner between 2004-2011. Besides audit projects, she's also carried out a number of special assignments including mergers and acquisitions, valuations, and initial public offerings. She's also established the Learning & Development Department and Department of Professional Practice at KPMG Turkey and headed up both departments. In 2011, she's taken a career break and started a Master's Program in History at Bilgi University. She's also worked as a volunteer at YenidenBiz, an NGO which aims to increase the participation of women in Turkey's workforce. Ms.

Demiröz joined ACCA, the global professional accountancy body in 2016 and serves as the Head of ACCA Turkey.

### **Ebru Yonca Çapa (Independent)**

Ebru Yonca Çapa is a Fulbright scholar with an International Baccalaureate degree from United World College and a BBA degree in international business and economics from University of Bridgeport, USA. She has participated in various leadership programs at IMD, Kellogg's Graduate School and Harvard Business School.

She started her career at Procter & Gamble as product manager and later undertook the role of marketing & communications manager at Digital Equipment Corporation in 1993. In 1997, she joined Microsoft Turkey as marketing & communications manager. In 2004, she was appointed as MSN Turkey's country manager and from 2005 to 2008 served as Middle East & Africa Regional Director of MSN & Online Services. Between 2008 and 2011 she served as General Manager of consumer and online services at Microsoft Turkey. She joined Monster.com in 2011 as Regional VP of Developing Markets. Since 2014, she has been providing consulting and professional development services to local and international companies on digital transformation, marketing and leadership at her own consulting company.

Ebru is a CTI Co-Active Coach, a member of International Coaching Federation (ICF), European Mentoring and Coaching Council (EMCC) and has been conducting executive coaching to global leaders. She is a guest lecturer at Istanbul Bilgi University Graduate Schools of Marketing Communication and Social Sciences.

### **Jean-Michel Verhnes (Independent)**

Jean-Michel Vernhes graduated from the French Academy of Civil Aviation (ENAC) in 1974 with a Civil Aviation Enterprise and Research Engineering (IEEAC) degree and with a Civil Aviation Engineering degree in 1982.

Jean-Michel Vernhes was appointed Aviation Concession Directorate at Toulouse-Blagnac Airport in January 1999. Prior to this, he had a long career at General Directorate of Civil Aviation.

He served as assistant Navigation Director, Paris Human Resources Officer starting from 1993 until 1998,.

He was appointed General Manager of the Chamber of Commerce and Industry in Toulouse in June 2002. At the same time, he continued to work as Chairman of the Board of Directors of the Toulouse Blagnac Airport Company, which was established on 23 March 2007.

In September 2009, Jean-Michel Vernhes left his position in the Chamber of Commerce and Industry of Toulouse, to serve as Chairman of the Board of Directors at the Toulouse-Blagnac Airport.

Jean-Michel Vernhes carried out the French Airports Association Presidency (ALFA-ACI) from October 2008 until October 2011, in parallel with his role as Chairman of the Board of Directors of the Toulouse Blagnac Airport Company. He was elected President of the Union des Aeroports Francais starting from May 2011 to May 2017

### APPENDIX-3

## Amendments of TAV Airports Holding Articles of Association

Current Text	New Text
<p data-bbox="219 1066 457 1092"><b>ARTICLE 6- CAPITAL</b></p> <p data-bbox="219 1138 795 1310">The company has adopted registered capital system pursuant to the provisions of the Capital Markets Law No. 2499 and with the permission of the Capital Markets Board dated 15.10.2008 and No. 27/1073.</p> <p data-bbox="219 1390 795 1562">The registered capital ceiling of the Company is 1.500, 000,000.-TL (One billion five hundred million Turkish Liras) divided into 1.500.000.000 (One billion five hundred million) shares having a nominal value of 1 TL (One Turkish Liras) each.</p> <p data-bbox="219 1604 795 1877">The registered capital ceiling permit issued by the Capital Market Board is valid between 2013 and 2017 (for 5 years). At the end 2017, even if the permitted registered capital ceiling has not been attained, in order for the Board of Directors to pass a resolution for a capital increase after 2017, it is obligatory to obtain authorization from the general council for a</p>	<p data-bbox="824 1066 1063 1092"><b>ARTICLE 6- CAPITAL</b></p> <p data-bbox="824 1138 1401 1310">The company has adopted registered capital system pursuant to the provisions of the Capital Markets Law No. 2499 and with the permission of the Capital Markets Board dated 15.10.2008 and No. 27/1073.</p> <p data-bbox="824 1390 1401 1562">The registered capital ceiling of the Company is 1.500, 000,000.-TL (One billion five hundred million Turkish Liras) divided into 1.500.000.000 (One billion five hundred million) shares having a nominal value of 1 TL (One Turkish Liras) each.</p> <p data-bbox="824 1604 1401 1877">The registered capital ceiling permit issued by the Capital Market Board is valid between <b>2017 and 2021</b> (for 5 years). At the end <b>2021</b>, even if the permitted registered capital ceiling has not been attained, in order for the Board of Directors to pass a resolution for a capital increase after <b>2021</b>, it is obligatory to obtain authorization from the general council for a</p>

<p>new period, by asking for permission from the Capital Market Board for the ceiling permitted previously, or for a new ceiling amount. In case the relevant authorization cannot be obtained, the company will have been deemed to be out of the registered capital system.</p> <p>The Company's issued capital is 363,281,250 TL (three hundred sixty three million two hundred eighty one thousand two hundred fifty Turkish Liras). This issued capital is divided into 363,281,250 (three hundred sixty three million two hundred eighty one thousand two hundred fifty) bearer shares having a nominal value of 1 TL (One Turkish Lira) each.</p> <p>The Board of Directors of the Company is authorized to increase the issued share capital by issuing new registered or bearer shares up to the registered share capital between 2013 and 2017, in compliance with the Capital Market Law and relevant regulations.</p> <p>The Board of Directors of the Company is also authorized to take resolutions regarding the issuance of premium shares and to resolve to restrict, partly or wholly, the pre-emption rights of the shareholders. The resolutions of the Board of Directors adopted pursuant to the authority granted in this Article are published in compliance with the principles set forth by of the Capital Markets Board.</p> <p>The shares representing the capital are registered and monitored as per the principles of registration.</p> <p><b>ARTICLE 15- BOARD OF DIRECTORS MEETING</b></p> <p>15.1 The Board of Directors convenes in case</p>	<p>new period, by asking for permission from the Capital Market Board for the ceiling permitted previously, or for a new ceiling amount. In case the relevant authorization cannot be obtained, the <b>Company cannot make a capital increase by a decision of the board of directors.</b></p> <p>The Company's issued capital is 363,281,250 TL (three hundred sixty three million two hundred eighty one thousand two hundred fifty Turkish Liras). This issued capital is divided into 363,281,250 (three hundred sixty three million two hundred eighty one thousand two hundred fifty) bearer shares having a nominal value of 1 TL (One Turkish Lira) each.</p> <p>The Board of Directors of the Company is authorized to increase the issued share capital by issuing new registered or bearer shares up to the registered share capital between <b>2017 and 2021</b>, in compliance with the Capital Market Law and relevant regulations.</p> <p>The Board of Directors of the Company is also authorized to take resolutions regarding the issuance of premium shares and to resolve to restrict, partly or wholly, the pre-emption rights of the shareholders. The resolutions of the Board of Directors adopted pursuant to the authority granted in this Article are published in compliance with the principles set forth by of the Capital Markets Board.</p> <p>The shares representing the capital are registered and monitored as per the principles of registration.</p> <p><b>ARTICLE 15- BOARD OF DIRECTORS MEETING</b></p> <p>15.1 The Board of Directors convenes in case</p>
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<p>that any affairs and actions of the Company necessitate. However, it is mandatory for the Board of Directors to convene within 2 (two) months at least. The Chairman, Vice Chairman and each Member of the Board have the right to invite the members at least 10 work days before and/or discuss the subjects on the agenda. These invitations are performed by electronic mail/fax message. The members may waiver the right by written notice.</p> <p>15.2. Board of Directors convenes at the main Office unless otherwise expressed by the Board of Directors.</p> <p>15.3. The ones who have the right to participate in the board of directors meetings of the Company may participate in these meetings via electronic media pursuant to Article 1527 of the Turkish Commercial Code. The Company may set up the electronic meeting system that will enable the right holders to participate and vote at these meetings via electronic media pursuant to the Communiqué Regarding Boards to be Convened Via Electronic Media in Commercial Companies Other than the General Assemblies of the Joint Stock Companies or it may procure services from the systems formed by service providers for this purpose. It is required to ensure that the right holders exercise their rights specified in the related legislation on the basis set forth in the provisions of the above mentioned Communiqué in meetings to be held via the system set up or the system to be procured from support service pursuant to this Article herein.</p>	<p>that any affairs and actions of the Company necessitate. However, it is mandatory for the Board of Directors to convene <b>6 (six) times</b> at least <b>in a calendar year</b>. The Chairman, Vice Chairman and each Member of the Board have the right to invite the members at least 10 work days before and/or discuss the subjects on the agenda. These invitations are performed by electronic mail/fax message. The members may waiver the right by written notice.</p> <p>15.2. Board of Directors convenes at the main Office unless otherwise expressed by the Board of Directors.</p> <p>15.3. The ones who have the right to participate in the board of directors meetings of the Company may participate in these meetings via electronic media pursuant to Article 1527 of the Turkish Commercial Code. The Company may set up the electronic meeting system that will enable the right holders to participate and vote at these meetings via electronic media pursuant to the Communiqué Regarding Boards to be Convened Via Electronic Media in Commercial Companies Other than the General Assemblies of the Joint Stock Companies or it may procure services from the systems formed by service providers for this purpose. It is required to ensure that the right holders exercise their rights specified in the related legislation on the basis set forth in the provisions of the above mentioned Communiqué in meetings to be held via the system set up or the system to be procured from support service pursuant to this Article herein</p>
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## **APPENDIX-4**

### **TAV Airports Holding Co. Remuneration Policy**

TAV Airports Holding strives to develop and implement its Remuneration Policy as a fair, consistent, competitive program of financial compensation for all employees of the company to be balanced with the responsibilities that have been undertaken.

#### **Scope**

This Policy includes all managers and employees at all levels within TAV Airports Holding and its affiliated companies.

#### **Definitions**

Policy: refers to the Remuneration Policy.

Remuneration Committee: the committee in charge of following up, auditing and assessing the company's remuneration practices on behalf of the Board of Directors while submitting recommendations to it. The Corporate Governance Committee carries out the duties of this committee.

Senior Manager: refers to General Managers and Directors.

#### **Policy**

The salaries that are to be paid to managers and employees at all levels of the company shall be compatible with internal balances, strategic targets and market conditions.

A general increase in salaries is to be implemented once a year. A two stage process is followed in the determination of the rate of yearly wage increase: first, the general corporate wage increase rate shall be determined, and then personal wage increase rates shall be specified.

Determination of wages in duty changes and recruitments and yearly general wage increases are arranged through Remuneration Management Procedures and announced to all employees.

## **Remuneration Structure**

The Company's main policy is to offer competitive remuneration packages to its employees. Market research is conducted by international consulting companies in order to enable the practices to be parallel in quality and value with the general conditions present in the market.

The Remuneration Policy and related practices are determined with regard to common interests of partners, employees and customers.

TAV Holding's Remuneration Policy consists of base salary as well as performance-based and structured cash bonuses.

## **Remuneration Principles for Executive Board Members and Senior Managers**

The Corporate Management Committee is appointed to follow up on, audit and assess the Remuneration practices of TAV Holding in the name of the Board of Directors and to submit recommendations.

Remuneration Committee;

- a) Determines the recommendations regarding remuneration principles for Board members and senior managers with regard to the long term objectives of the company,
- b) Determines the criteria to be used in Remuneration in connection with the company's and member's performances,
- c) Submits its suggestions on the wages to be paid to board members and senior managers with regard to the degree to which the criteria have been achieved.

Members other than Independent Executive Board members are not paid. For the remuneration of Independent Board Members, payment plans based on stock options or the company's performance may not be used. The wages for Independent Board Members shall be at a level reasonable for them to sustain their independence.

## **Performance-based Incentives**

Performance-based incentive payments are determined in order to have a positive effect on employee work results according to objective work conditions, taking into account the company's performance without a predetermined, guaranteed amount.

Incentives are correlated with the duties employees perform as well as high performance. The performance factors for yearly premiums are designed in order to harmonize the interests and benefits of employees and shareholders and to promote high performance.

The upper limit of premiums and the total yearly premium budget is determined by the Board of Directors in line with the company's financial performance and budget.

## **Stock Option Plan**

A stock option plan for senior managers and other employees at every level is not available.

### **Pension Rights**

The pension rights of senior managers and employees are consistent with that specified by law.

### **Fringe Benefits**

TAV Holding provides various fringe benefits to its employees with regard to the amount of work performed by the employees, representational requirements and functional needs.

The Corporate Governance Committee assesses the details of the fringe benefits policies and the limits which apply throughout TAV Holding, submitting recommendations to the Board of Directors.

### **Employment Contracts, Compensation Rights and Law**

Every employee has an employment contract. Employees in Turkey are subject to Labor Law Number 4857; employees working abroad are subject to the laws of the country in which they work. In case the majority of the Company's shares are taken over by another person/corporation and in case the new shareholders do not wish to work with the present senior manager(s) and decides to discharge them, the senior manager that has been discharged is paid in the amount of one year's net earnings and the amount of his/her health insurance as compensation.

To be employed by competing firms for 12 months in the geographical area defined in the employment contract is prohibited for all employees.

### **Duties and Responsibilities**

The final authority and responsibility for conducting the company's Remuneration Policy in accordance with this policy and the relevant legislation rests with the company's Board of Directors. The Board of Directors ensures the effectiveness of this Policy through reviews conducted once per year at the very least.

The company's senior management is responsible to the Board of Directors to ensure effective remuneration at the company within the framework of the concerned regulations and this Policy.

The duties and activities related to preparing, issuing, updating, effective implementation and follow-up of the related procedures for the company's Remuneration Policy are conducted, managed and coordinated by the TAV Holding Human Resources Directorate.

Company personnel at every level performs his/her share of the duties regarding conforming to and the effective implementation of this Policy and related regulations and procedures completely, accurately and continuously.

The remuneration practices and activities of the company are regularly subjected to audit and assessment as part of internal auditing processes to check their conformity and effectiveness in terms of related regulations and this policy's provisions.

**TAV Havalimanları Holding A.Ş.**

**POWER OF ATTORNEY**

I hereby appoint ..... as attorney introduced in detail below in order to represent me, to vote, to make proposals and to sign the required documents at the 2017 Ordinary General Assembly of TAV Havalimanları Holding A.S. to be held on March 26, 2018, Monday, at 11:00 a.m. in TAV Academy Meeting Hall (A) at TAV Headquarters at the Ataturk Airport International Terminal, Yesilkoy, Istanbul.

The Attorney's(\*):

Name Surname/ Trade Name:

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

(\* ) Foreign attorneys should submit the equivalent information mentioned above.

**A) SCOPE OF REPRESENTATIVE POWER**

**The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.**

**1. About the agenda items of General Assembly:**

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is authorized to vote on proposals of the attorney partnership management.
- c) The attorney is authorized to vote in accordance with the following instructions stated in the table.

**Instructions:**

**In the event that the shareholder chooses the (c) option, the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.**

Agenda Items (*)	Accept	Reject	Dissenting Opinion
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1.			
2.			
3.			

**(\*) The issues included in the agenda of the General Assembly are itemized one by one. If the minority has another draft resolution, necessary arrangements should be made to enable them vote by proxy.**

**2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:**

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote in these matters.
- c) The attorney is authorized to vote for agenda items in accordance with the following instructions:

**SPECIAL INSTRUCTIONS:** The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

**B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.**

**1. I hereby confirm that the attorney represents the shares specified in detail as follows:**

- a) Order and Serial(\*)
- b) Number / Group (\*\*)
- c) Amount-Nominal Value
- ç) Share with voting power or not
- d) Bearer-Registered(\*)
- e) Ratio of the total shares/voting rights of the shareholder

\*Such information is not required for the shares which are followed up electronically.

\*\*For the shares which are followed up electronically, information related to the group will be given instead of number.

**2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting.**

**NAME SURNAME OR TITLE OF THE SHAREHOLDER (\*)**

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

Address:

(\* ) Foreign attorneys should submit the equivalent information mentioned above.

**SIGNATURE**