

## **TAV Airports Holding Corporation**

### **2023 Ordinary General Assembly Meeting Information Memorandum & Invitation**

The Ordinary General Shareholders' Meeting of our Company will be held to discuss and settle the following agenda at the headquarter of the Company addressed Vadistanbul Bulvar, Ayazaga Mahallesi Azerbaijan Cad. 2C Blok No:3L/6 Sarıyer/Istanbul on March 29, 2024, Friday at 10:00 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 2023 will be available for the review of the distinguished Shareholders on the Company headquarters and <https://ir.tav.aero/en-EN/> , 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 required 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 28, 2024 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 <https://ir.tav.aero/en-EN/> or Company Headquarters (Tel: +90 212 463 3000/10545-10546) 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 at <https://ir.tav.aero/en-EN/>. Our shareholders can receive required information from TAV Investor Relations 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 MARKETS BOARD**

Of the additional disclosures which must be done pursuant to the "Communiqué on the Principles to be complied with for 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\***

<b>Shareholder</b>	<b>Amount of Shares</b>	<b>Share in Capital (%)</b>
<b>Groupe ADP **</b>	167.542.321	46,12%
<b>Tepe İnşaat Sanayi A.S.</b>	18.375.414	5,06%
<b>Sera Yapi Endüstrisi ve Ticaret A.S.</b>	3.818.109	1,05%
<b>Other Free Float</b>	173.545.406	47,77%
<b>TOTAL</b>	<b>363.281.250</b>	<b>100,00%</b>

\* as of February, 2024

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

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 2023 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 2023 and are planned to take place in 2024 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?sId=1452> and Company website <https://ir.tav.aero/en-EN/>.

## **AGENDA**

- 1. Opening and forming of the Presidential Board and to authorize the Presidential Board to sign the meeting minutes and its annexes**

#### ***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 2023**

#### ***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 01.01.2023 – 31.12.2023 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 <https://ir.tav.aero/en-EN/> 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 2023**

#### ***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 01.01.2023 – 31.12.2023 will be read in the General Assembly Meeting. The Independent Auditors’ Report is available on the website: <https://ir.tav.aero/en-EN/>.*

**4. Review, discussion, and approval of the year-end Financial Statements for the fiscal year 2023**

***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 31.12.2023 for the financial year ended 01.01.2023 - 31.12.2023, 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 <https://ir.tav.aero/en-EN/> website.*

**5. Releasing severally the Members of the Board from their activities for the year 2023**

***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 2023 will be submitted for the approval of the General Assembly.*

**6. Approval, approval with amendment, or rejection of the Board of Directors' proposal to the General Assembly that there will not be a dividend distribution for the year 2023 in accordance with the Dividend Policy of our Company**

***Explanation:***

*Our Company has been executing an extensive investment program since 2021.*

*As part of this program, we have acquired Almaty Airport for \$422 million in 2021 and we are investing another \$200 million in the airport for a new terminal. We have already invested €1.813 million in upfront rent in Antalya Airport for the concession until 2052 and we are investing another €750 million with our partner Fraport. In addition, we paid an upfront rent of €119 million and we are investing another €210 million for our new concession in Ankara Esenboga Airport that will last until 2050. We are also making other investments in our airports and services and we are preparing for other new potential projects. Our consolidated capital expenditures, not including Antalya, for 2023 were €214 million and the same figure we expect for 2024 is between €230 million to €270 million.*

*We have financed this investment program through internally generated cash and financial debt.*

*Considering the extensive amount of cash required for the extensive investment program described above and also considering the fact that the cost of financing this cash has increased significantly in the last three years, our Board of Directors has unanimously resolved that in accordance with the Dividend Policy of our Company, a dividend distribution proposal will not be made to the approval of the General Assembly to convene for the fiscal year of 2023.*

*Profit Distribution Table is included in Appendix-1.*

**7. Submitting for the approval of the General Assembly the Remuneration Policy pursuant to the regulations of the Capital Markets Board**

***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 2023 Annual Report, TAV Airports Holding, paid its Board of Directors' members and senior management a total of TRY 422 million. The Remuneration Policy, which is arranged with this aim, can be found in Appendix-2.*

**8. Electing new Board members including the independent members in place of the board members whose duties period will be expired and to determine the duties' period 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 3.*

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

***Explanation:***

*In accordance with the remuneration principle for TAV Holding Board Members; (i) Independent Board Members (ii) Board Members who are not paid by TAV Holding or the shareholders of TAV Holding or any parent company of the shareholders or subsidiaries of the shareholders are remunerated. The payment of the wages to be made to Board Members shall be in Turkish Liras in accordance with the Decree No. 32 on Protection of the Value of Turkish Currency ("Decree") and other relevant decrees on the amendments to this Decree ("Amending Decrees") (hereinafter collectively referred as "Legislation"), the payment can be only made in foreign currency in limited cases which shall be considered as exceptions pursuant to Legislation.*

*Accordingly, an annual payment of net USD 60.000 of wages and attendance fees to each foreign nationality Member and an annual payment to each Turkish citizen Member of net*

TRY 2.100.000 of wages and attendance fees per year will be submitted to the approval of the General Assembly.

**10. Discussion and 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 dated February 13, 2024, taking into consideration the opinion of the Audit Committee, the Board of Directors of our Company resolved to nominate DRT Bagimsiz Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi to audit our Company's financial statements for the year 2024 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. Giving information to the General Assembly on the donations and aids which were provided by the Company in 2023 and determining the upper limit of donation to be made in the year 2024**

**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 around TRY 3,3 million of donations in 2023. The upper limit for donations in 2024 will be submitted as TRY 10 million at the General Assembly. Donations and Sponsorship policy of our company can be found in appendix 4.*

**12. Approval of the General Assembly regarding the Company's initiative to establish a Foundation**

**Explanation:**

*In order to provide aid and donations for the benefit of society in the areas specified in the foundation charter and to provide social and cultural services within this scope; the establishment of a foundation by our company will be submitted to the approval of the General Assembly.*

*Our company's maximum contribution to the financing of the foundation is limited to the upper limit for donations and aid determined annually by the General Assembly.*

**13. 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 is below 10% of 2023 consolidated revenues in 2023. Detailed information about these transactions is provided in our consolidated financials footnotes (Note 8).*

**14. 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, 2023 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.*

**15. Authorization of the shareholders that have management control, the members of the Board of Directors, the senior executives and their spouses and relatives related by blood or affinity up to the second degree as per the provisions of articles 395 and 396 of the Turkish Commercial Code and presentation to the shareholders of the transactions carried out thereof in the year 2023 pursuant to the Corporate Governance Communiqué of the Capital Markets Board**

***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.*

*TAV Construction and Almaty International Airport JSC entered into an engineering, procurement and construction (EPC) contract for an amount of USD 196,500 related to the construction of a new terminal building, a new general aviation building and a new governmental VIP building. The remaining amount from the EPC contract is USD 18,478.*

*The Group signed an EPC contract for an amount of EUR 657,000, with a joint venture formed by TAV Construction and Sera related to additional investments for the capacity increase of Antalya Airport. On top of EPC amount, there is a price adjustment mechanism*

*up to 7.5% of the total EPC amount. The remaining amount from the EPC contract is EUR 262,156.*

*The group signed an EPC contract for an amount of EUR 202,104, with a joint venture formed by TAV Construction and Sera related to additional investments for the capacity increase of Ankara Esenboğa Airport. On top of EPC amount, there is a price adjustment mechanism up to 7.5% of the total EPC amount. The remaining amount from the EPC contract is EUR 132,723.*

#### **16. Wishes and requests**

#### **17. Closing**



APPENDIX-1

TAV Havalimanları Holding A.Ş. 2023 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	8.205.619.000	-793.873.834
4	Tax Expense ( - )	-675.545.000	0
	Profit for the period ( = )	7.530.074.000	-793.873.834
6	Accumulated Losses ( - )	0	0
7	First legal reserves ( - )	0	0
8	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	7.530.074.000	0
9	Donations made during the year ( + )	3.306.194	
10	Donations added Net Profit For The Year to be used in calculation of first dividend	7.533.380.194	
11	First Dividend to Shareholders (*)	0	
	-Cash	0	
	- Non-cash	0	
	- Total	0	
12	Dividends distributed to preferred shareholders	0	
13	Dividends to BOD members, personnel etc.	0	
14	Dividends distributed to redeemed shareholders	0	
15	Second Dividend to Shareholders	0	
16	Second Legal Reserves	0	0
17	Statutory Reserves	0	0
18	Special Reserves	0	0
19	EXTRAORDINARY RESERVES	7.530.074.000	0
20	Other sources provided for distribution	0	0

## **APPENDIX-2**

### **REMUNERATION POLICY**

The purpose of this Remuneration Policy is to outline the principles of a fair and consistent program of financial compensation to be implemented at TAV Havalimanları Holding A.S. and its Affiliated Companies which is well-balanced according to the responsibilities undertaken and giving competitive advantage in the marketplace.

#### **SCOPE**

Remuneration Management applies to all personnel employed by TAV Havalimanları Holding A.Ş. (“TAV Holding”) and its affiliated companies located in Turkey which are being consolidated in its financial statements (“Affiliated Companies”).

### **REMUNERATION PRINCIPLES FOR EXECUTIVE BOARD MEMBERS AND SENIOR MANAGERS AT TAV HOLDING**

The Corporate Governance Committee shall perform the duties of the Remuneration Committee in accordance with Corporate Governance Communiqué of the Capital Market Board. In this regard, it is appointed to follow up on, audit and assess the remuneration practices in the name of the Board of Directors and to submit recommendations.

- 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.

In accordance with the remuneration principle for TAV Holding board members; (i) Independent Board members (ii) Board members who are not been paid by TAV Holding or the shareholders of TAV Holding or any of the parent company of the shareholders or subsidiaries of the shareholders are remunerated. The payment of the wages to be made to board members shall be in Turkish Liras in accordance with the Decree No. 32 on Protection of the Value of Turkish Currency (“Decree”) and other relevant decrees on the amendments to this Decree (“Amending Decrees”) (hereinafter collectively referred as “Legislation”), the payment can be only made in foreign currency in limited cases which shall be considered as exceptions pursuant to Legislation. For the remuneration of 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.

## **REMUNERATION MANAGEMENT STRATEGY**

The general strategy related to the remuneration management is to make remuneration levels competitive with the market by taking into account the level according to which the company wishes to be recognized in the market as well as its solvency.

In order to maintain a fair remuneration package throughout the corporation and a balance between responsibilities and pay, the aim is to provide consistent remuneration management by setting the remuneration for positions with similar responsibilities (same job evaluations) at standard ranges within the grading structure determined for the level of those jobs.

Remuneration packages are managed on the basis of evaluations of the contributions of jobs to the Corporation, independently of their titles.

In order to provide balanced remuneration for each position in line with the value they add to the organization, evaluations are carried out comparing the positions within the corporation and those similar in the market. As a result of evaluations, positions are set within the grading structure of the company. Remuneration packages for employees also take into account criteria such as experience, seniority, performance and productivity.

The company participates in various remuneration studies every year in order to maintain a competitive financial position and monitor developments in the markets. The market data obtained is analyzed and remuneration scales are set within the grading structure of the company in line with job evaluations by taking into account the balance in-house. In this context, the consultancy firm, which is based on remuneration data and researches, operates as the largest remuneration research company in the sector.

Remuneration and salary increases are private and confidential. Accordingly sharing information regarding remuneration package within and/or outside the company strictly prohibited. Employees who are in breach of this rule shall be subject to disciplinary action in accordance with the Discipline Regulation of the company.

## **ANNUAL SALARY INCREASES**

Unless otherwise decided, salary increase is applicable from January on an annual basis unless a contrary resolution is not taken by CEO. Determination of annual salary increase is comprised of two stages: the average corporate salary increase rate is determined first, followed by individual salary increase rates.

### **Determination of Average Corporate Increase Rate**

The average increase rate, applicable throughout the Corporation for the concerned year, is determined by the Chief Executive Officer and approved by the Board in consideration with the information submitted by the TAV Holding HR in relation to the following criteria:

- Annual inflation rate

The inflation rate followed by TAV Holding Budget Department starting from January up to the time of salary increase estimations considering the projected inflation rate for the months due until the end of the year and submitted to TAV Holding HR.

- Position of remuneration packages of the Company in the market

Market position obtained as a result of a comparison between market remuneration research results, present salaries and applicable remuneration scale values within TAV Holding and Affiliated Companies (remuneration policy). The Remuneration Policy is evaluated according to the requirements of the position and competitiveness in the market and is managed by a median and above policy.

- Market remuneration increase forecast (staff costs actualized in the budget)

Results of market remuneration increase research and average salary increase rate for the forthcoming year planned by the companies which participated in the research.

- Solvency of the company (profitability)

Estimation of the total staff costs of the previous year.

Determination of the Individual Increase Rate:

In addition to the average increase rate targeted for the Corporation overall, individual increase rates may be adjusted in line with the following criteria:

- Position of the salary of an employee within the remuneration scale of his/her grade (PIR),
- Performance of the employee during the previous year,

## **ANNUAL SALARY INCREASE PROCESS**

- The annual salary increase process starts in parallel with budgeting works.
- The process continues with the submission of the performance forms after completing performance evaluations to TAV Holding HR by the department heads.
- The Chief Executive Officer determines the general increase rate to be applicable throughout the Corporation; taking into consideration the data presented by TAV Holding HR and upon getting the approval of the Board.
  - Topex (n-1 positions) salary increase and bonus rates are determined by the CEO with TAV Holding HR proposal considering the salary increase matrix.
  - TAV Holding HR creates the remuneration table by specifying the individual increase rates in accordance with performance scores and the positions within the salary grade in cooperation with the other related HR departments. The suggested increases are forwarded to the relevant CXO/General Manager/Director upon the approval of Holding HR.
  - TAV Holding HR, relevant Company HR and CXO/General Manager/Director review the remuneration lists for each management area in line with the tables received from TAV Holding HR and, in addition to the general increase rate, specifies the final individual increase rates by taking into account the individual performances and submit the final version of the lists to TAV Holding HR.
  - TAV Holding HR consolidates the works submitted by the relevant company HR and CXO/General Manager/Director after agreeing upon them, reviews the information received in order to maintain a balance among the submitted evaluations, and works with the relevant CXO/General Manager/Director to reproduce the work if necessary. Once the works are finalized, TAV Holding

HR presents the consolidated reports displaying the total cost for the approval of the Chief Executive Officer.

- The Chief Executive Officer may ask the work to be reproduced if he considers it necessary. Following the approval of the final work, the TAV Holding HR forwards the approved tables in writing to the Personnel Department or the related HR unit in order to transfer it to the payroll.
- TAV Holding HR submits the approved company tables to the relevant CXO/General Manager/Director.
- Remuneration management in recruitment, reassignment, horizontal transfers and job grade changes are detailed in the “Remuneration Management Regulation”, temporary and expat assignment remuneration management are detailed in “Remuneration Management Regulation” and “Overseas Assignments Regulation”.

## **BONUS MANAGEMENT**

In principle, incentive (bonus) procedures are carried out annually in line with the general salary increases. Bonus payments are generally made in the month of January of the subsequent year. However, they may also be made at a date considered suitable by the Chief Executive Officer.

A bonus budget is set by CEO for each Company based on their annual performances. Individual incentives (salary multiples) are determined according to grade and performance, taking into account the set budget.

Relevant CXO/General Manager/Director may make revisions to bonuses favoring individual performances, provided that it is kept within the companies’ total bonus budget.

A consolidated bonus list is then submitted for the approval of the Chief Executive Officer following the necessary checks carried out by TAV Holding HR on the individual lists.

The Chief Executive Officer may make changes in the bonuses if he deems necessary, or ask for additional information from the relevant General Manager/Director.

Following the approval of the Chief Executive Officer, bonus lists are forwarded to the Personnel Department or relevant HR unit as signed and in writing.

The Affiliated Companies may set monthly and annual goals to the staff in charge of product and service sales or make contributions in addition to the year-end incentives, give monthly, periodical or annual sales bonus by following the achievement of the targets. The processes related to sales incentives are managed by the procedures of the concerned companies. The companies shall notify TAV Holding HR the lists of all sales Premium payments. The premium lists are submitted to the approval of CEO by TAV Holding HR.

TAV Group has integrated environmental, social, and governance (ESG) targets into its Performance Bonus Scheme. These targets, which are provided annually to companies, contribute to the financial compensation of employees by directly affecting the measurement results of targets and performance scores.

Furthermore, TAV Group has aligned its remuneration policy with sustainability objectives and ethical practices. Within this framework, the performance bonus system, which is the most significant form of

financial compensation after wages among total cash applications, includes ESG-focused elements and ensures that financial incentives are aligned with responsible behaviour.

ESG principles are integrated into the company's policy framework, aiming to contribute to the continuity of corporate responsibility and sustainable practices. This commitment includes not only the company's operations but also the financial reward for employees' contributions to achieving sustainability goals.

## **FRINGE BENEFITS MANAGEMENT**

The purpose of the Fringe Benefits Management is to specify the entitlement of employees to additional benefits due to their positions and determines conditions and principles of fringe benefits. Fringe benefits groups are categorized in 5 groups with consideration of the types/limits and job categories/evaluations of the positions and the details of the fringe benefits are detailed in the "Fringe Benefits Regulation".

## **RESPONSIBILITIES**

TAV Holding CHRO is responsible for managing and reviewing the remuneration structure of TAV Holding and Affiliated Companies each year by participating remuneration researches and submitting all changes to CEO in accordance with the remuneration management policy.

## **APPENDIX-3**

### **Edward Arkwright**

Edward Arkwright was born on April 26, 1974, is a graduate of the IEP in Paris and studied at the ESSEC Business School. Arkwright also holds a Master's of Advanced Studies in Modern History. In 1997, he became a civil servant appointed to the Senate, in the legislation department (1997-1999) and in the Finance Committee (1999-2002). From 2002 to 2007, Mr. Arkwright held several positions as Advisor to the Minister of Budget and the Minister of Finance in charge of the implementation of budgetary reform, State Reform and Public Finance. In 2007, he served as principal private Secretary to the General Director of the Caisse des Dépôts Group and Member of the Executive Committee. In 2010, Mr. Arkwright 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," a listed company), tourism and services for local government (chairman of SCET, a company dedicated to advisory for local government). When he joined Aéroports de Paris in December 2012, his first appointment was as Special Advisor to the Chairman & CEO of Aéroports de Paris, and Member of Executive Committee. On September 1, 2013, Edward Arkwright was appointed Chief Financial Officer, in charge of Finance, Strategy, Legal Department, Accountability and Purchasing. Arkwright has also been working as Deputy CEO since 2016. He is also Chairman of Hub One, an IT company of ADP Group; Chair of the Board of Directors of TAV Airports; Chair of the Board of Directors of ADP International. Mr. Arkwright also serves as a Member of the Board of Trustees of ESSEC Business School as well as the President of the Board of Directors of Cercle de l'Harmonie Orchestra.

## **Mustafa Sani Sener**

Mustafa Sani Sener served as Member of Board of Directors and CEO of TAV Airports, of which he is founding partner, during 1997-2022. As of May 1, 2022 he assumed the position of Deputy Chair.

After graduating from Karadeniz Technical University (KTU) Department of Mechanical Engineering in 1977, 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 the New Hampshire University "for his accomplishments in project and risk management throughout his tenure at TAV."

Prior to his career at TAV Airports Holding, Sener served in various positions, from Project Manager to General Manager, in national and international projects. He attended the executive education program on the management of complex systems at the Massachusetts Institute of Technology (MIT). Sani Sener was a Member of the Board of Directors of the Airports Council International (ACI World) and the President of Foreign Economic Relations Board's Turkish-French and Türkiye-Croatia Business Councils. He is continuing to chair the Foreign Economic Relations Board's Türkiye-Kazakhstan Business Council since January 2022. In 2016, Sener was awarded the "Legion d'honneur (Order of Chivalry)" by the President of the Republic of France Francois Hollande, due to his contributions to the relations between Türkiye and France. During the same year, he was also given the High Honor of Service by the Georgian state while in 2019, he was honored with Medal of Merit by the Government of the Republic of Macedonia. The "business model" created at TAV Airports became a "case study" three times and Sani Sener gave a lecture in Harvard Business School (HBS) MBA Program on the Case Study of TAV Airports' "business model."

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 Türkiye in 2010, 2011, 2014, 2015 and 2016, and third in the European Transport Sector in 2014.

## **Ali Haydar Kurt darcan**

Ali Haydar Kurt darcan graduated from Middle East Technical University (METU), Department of Civil Engineering in 1973. After performing freelance engineering activities until 1987, he has served in different managerial positions for Bilkent Holding companies. He was the Chairman of IDO Board of Directors between 2011 and 2013. Kurt darcan has been serving as the CEO of Bilkent Holding since 2016.

## **Franck Mereyde**

Franck Mereyde was born on April 6, 1972. He is a Civil Engineer and the holder of a postgraduate degree in Geophysics and Space Techniques. Commenced his professional career in Air Conditioning and Data Analysis with Environment Canada and then Météo France, Mr. Mereyde joined the Office of the Minister for Infrastructure in 2002 as Technical Advisor in the Research and Intermodal Transportation Department, then as Advisor for the Budget, Financial Affairs and Civil Aviation departments. Mereyde joined ADP in 2005 as Director of Operations at Paris-Charles de Gaulle Airport and later became Director of Operations. At the same time, he also served as the Head of ADP's Cargo Division. In 2007, Mr. Mereyde was appointed as the 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 with high-speed rail. On March 1, 2011, he was appointed Director of Paris-Orly Airport. Mereyde also served as a Member of the Board of Directors at Aéroports de Paris Management and at Hub Safe.

Mr. Mereyde is Chair of the French-Turkish Chamber of Commerce, Türkiye Chair of French Commerce Advisors, Chair of the Board of the Institut du Bosphore and DEIK French Network.

### **Antoine Crombez**

Antoine Crombez is a senior executive professional and French high civil servant. After 5 years in the civil service for the French Parliament (French Senate, Committee on Finance), he joined Groupe ADP (Paris airports company) as international project manager in 2017 and then Chief of Staff to the Chairman and CEO from 2018 to 2020. As such, he led the largest investment of the Group outside France, in the form of the acquisition of 49% of GMR Airports, which operates notably the airports of Delhi and Hyderabad, and then joined GMR in 2020 as Deputy CEO and Executive Director. Since February 2024, he is Deputy Chief Financial Officer and Head of Strategy of Groupe ADP.

### **Xavier Hürstel**

Xavier Hürstel, born in 1969, is a graduate of SciencesPo Paris and the University of Paris-Dauphine, and a former student of the ENA (National School of Administration). He spent fifteen years of his career serving the French Government (Ministry of Finance, French Representation to the European Union in Brussels, advisor to several Ministers of Economy, Finance and Budget, advisor to the Prime Minister).

In 2008, he joined the PMU as Deputy Chief Executive Officer and, in 2014, became Chairman and Chief Executive Officer. He implemented a profound digital transformation of the company in the context of the opening of the online gaming market and supported the company's strong internationalization. In 2017, he joined the Sopra Steria consulting and technology group as Executive Director, where he led the Public Sector business for Europe and the transformation of the Marketing, Communication and CSR divisions. In January 2020, he joined Groupe ADP as Deputy CEO in charge of coordinating development operations across all the group's activities and entities. He sits on the Executive Committee. He belongs to the board of Directors of TAV Airports, listed at the Istanbul Stock Exchange.

### **Jerome Calvet**

Jerome Calvet received his law degree in 1978 and graduated from Institut d'Etudes Politiques in 1979 and from Ecole Nationale d'Administration in 1983. Jerome Calvet received his law degree from Institut d'Etudes Politiques de Paris in 1983. He worked in the Finance Ministry of France between 1983 and 1997 and as Financial Secretary of the France Mission of EU between 1988 and 1990, while also serving on the Boards of Directors of many companies. From 1998 until 2004, he led the Corporate Finance (France) Department of Société Générale and later on became the Europe Head of the Mergers & Acquisitions Department of the same bank. Between 2004 and 2008, he directed the Investment Banking Department (France) of Lehman Brothers. He has also been the CEO of Nomura (France) since 2009. Mr. Calvet served as an Independent Board Member between 2012-2017 in TAV Airports Holding.



**Elsa Pekmez Atan (Independent)**

Elsa Pekmez graduated from Bogazici University Department of Business Administration in 1999, and received her MBA degree from Harvard Business School in 2004.

She is a former McKinsey Consultant with strong know-how of leading digital channels, transformation and customer experience in banking. Successfully developed, launched, managed and grew the first “branchless digital-only bank” in Turkey, “Enpara.com”, as part of Finansbank. Also, set up and ran a Customer Experience Office for the entire bank with the target to improve overall NPS and to strengthen capabilities to provide exceptional customer experience. Currently based in the UK, leading digital strategy for Santander UK’s retail and small business customers; managing and evolving the digital onboarding journeys and digital servicing channels to improve digital adoption, conversion and NPS. She is also transforming and digitizing key retail customer journeys end-to-end.

**Nurgün Eyüboğlu (Independent)**

Nurgün Eyüboğlu graduated from Bogazici University with a Bachelor’s degree in Economics in 1991.

She has an extensive banking experience in corporate and commercial banking, project finance, leasing, and factoring. Joined Yapı Kredi before UniCredit acquisition, reaching the position of EVP responsible for Corporate Banking. She assumed leadership roles in credit and risk management across various countries, including Turkey, Azerbaijan, and Netherlands. Has substantial prior board experience within the UniCredit Group. Currently, she holds board member roles at Söktaş, a company specializing in fabric production, and Kentbank Croatia. During her prior tenure as a board member in UniCredit subsidiaries, she was actively engaged in committees such as the Audit Committee, Risk Committee, and Sustainability Committee. She is in discussion with IFC for a board/advisor role. Fluent in French, graduate of a French high school.

**Nazan Somer Özelgin (Independent)**

Nazan Somer graduated from Bogazici University Department of Business Administration in 1985. With over 20 years of experience in the financial services industry, she holds significant leadership roles in various organizations. Nazan was the EVP in charge of Retail Banking at Yapı Kredi, one of Turkey's largest private banks. She began her career at Yapı Kredi as the Executive Vice President in charge of Retail Banking in charge of credit cards and consumer lending. Her career began as an Independent Auditor at Arthur Andersen's Istanbul office. She currently serves as the Chairperson of Mapfre Insurance (Turkey) and is an Independent Board Member of Worldline, UniCredit Romania, and Zagrebacka Banka (UniCredit Croatia) and UniCredit Slovenia. In UniCredit subsidiaries, she serves as a Supervisory Board Member, Chairperson of the Audit Committee, and a member of the Risk, Nomination, and Remuneration Committees. First female 'Board Member' at Visa Europe, where she served as a Board Director from 2003 to 2016 and chaired Visa Turkey until December 2017.

### **Philippe Bonnavé (Independent)**

Philippe Bonnavé graduated as civil engineer from Ecole Centrale Lille. He has more than 40 years of experience in construction. From 1988 to 2010, he served as CEO of several subsidiaries of Bouygues Construction, and Bouygues Entreprises in France and abroad. He was deputy CEO of Bouygues Construction worldwide (4€ billion of turnover) from 2010 to 2015. Until 2021, Philippe occupied the position of chairperson and CEO of Bouygues Construction, and member associated to the board of Bouygues SA. Since 2022, he is the founder and chair of PBVC consulting office, senior advisor for “La financière de Courcelles” and BPI France.

## **APPENDIX-4**

### **DONATION AND AID POLICY**

TAV Airports Holding A.Ş. can make donations and provide aid with a sense of corporate social responsibility considering respect for humanity, environment, laws, ethics, international compliance regulations while remaining within its corporate values and complying with the regulations of the Capital Markets Board.

TAV Airports Holding A.Ş. prepares its “Donation and Aid Policy” and submits it to the information of the General Assembly. The shareholders are informed about the amounts and beneficiaries of all the donation and aid made throughout the year, in line with the policy approved by the General Assembly, and are also informed about changes in the policy as a separate item on the agenda in the General Shareholders’ Meeting.

The company can give donations and provide aid to foundations and associations that work on social responsibility projects, to non-governmental organizations, to social solidarity institutions and organizations, sports clubs and educational institutions following the evaluation of all ethics and compliance policies and procedures that are completed by TAV Airports Holding Compliance Department. In case the total amount of donation made to the same third party, for one time or within the same calendar year, exceeds 15,000 (fifteen thousand) TL, all subsequent donation and aid to the same party can only be made with the signature of the Chief Executive Officer.

**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 2023 Ordinary General Assembly of TAV Havalimanları Holding A.S. to be held on March 29, 2024, Friday, at 10:00 a.m. at TAV Headquarters at Vadistanbul Bulvar, Ayazaga Mahallesi Azerbaijan Cad. 2C Blok No:3L/6 Sarıyer/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
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**