

**MINUTES OF THE 2023 ORDINARY GENERAL ASSEMBLY OF TAV AIRPORTS HOLDING  
HELD ON 29.03.2024**

The Ordinary General Assembly Meeting of TAV HAVALIMANLARI HOLDING ANONIM SİRKETİ for 2023 was held on March 29, 2024 at 10.00 AM at TAV Airports Headquarters, located at Vadistanbul Bulvar, Ayazağa Mahallesi Azerbaycan Cad. 2C Blok. No.3L/6 Sarıyer/İstanbul.

The meeting was held under the supervision of the Ministry representatives Ms. Demet BOZER and Ms. Hatice ÖNDER who were appointed with the letter dated March 27, 2024 (n. 95414017) of the Governorship of Istanbul Provincial Directorate of Commerce.

The invitation for the meeting was published within the stipulated time limit – in the appropriate format that covered the agenda and that complied with the law and the articles of association – on March 05, 2024 on Public Disclosure Platform and the Electronic General Assembly System and on page 109 of the Turkish Trade Registry Gazette dated March 07, 2024 (edition n. 11038) and on Milliyet newspaper and on the Company website.

The List of Attendees was examined and it was seen that 14,759 in person, 55,460,603 by proxy and 189,735,843 by other representatives out of 363,281,250 shares equivalent to the company's total capital of 245,211,205 out of 363,281,250 TL were represented at the meeting and that the minimum meeting quorum stipulated in the law and the articles of association was present. It was seen that the Deputy Chair of the Board of Directors of the Company Mr. Mustafa Sani SENER and Members of the Board of Directors Mr. Franck MEREYDE, Ms. Filiz DEMİRÖZ, Ms. Aylin SELEN and on behalf of the Independent Audit Company, Ms. Şükran Gülce Tanrıöver MEKİKOĞLU were present at the meeting and the meeting was launched physically and electronically (simultaneously) by Deputy Chair of the Board of Directors Mr. Mustafa Sani SENER.

1. As per the first agenda item, the issue of electing Mr. Mehmet ERDOĞAN as the Chair of the Meeting Council, Mr. Besim MERIC as the Vote Collector and Mr. Nihat Kamil AKKAYA as the Scribe and, the issue of authorizing the Meeting Council to sign the General Assembly Minutes and, the issue about making the voting both physically and online were voted and approved by majority of 12 against and 245,211,193 for.

2. As per the second agenda item, the Company's Board of Directors' Annual Report regarding 2023 to be deemed as read was submitted to the vote of the assembly and the issue was discussed and approved - by majority of 252,064 against and 244,959,141 for. The Board of Directors Annual Report for 2023 was approved – by majority of 261,881 against and 244,949,324 for.

3. As per the third agenda item, the issue of the Audit Report issued by the Independent Audit Company for 2023 to be deemed as read was submitted to the vote of the assembly and the issue was discussed and approved by a majority of 252,064 against and 244,959,141 for. The summary of the Independent Audit Report was read and discussed and the Independent Audit Report for 2023 was approved by majority of 252,064 against and 244,959,141 for.

4. As per the fourth agenda item, the issue of the Financial Statements of the Company regarding the accounting period of 2023 to be deemed as read was submitted to the vote of the assembly and the issue was discussed and approved by 252,064 against and 244,959,141 for. The Financial Statements of the Company regarding the accounting period of 2023 were approved - by majority of 252,140 against and 244,959,065 for.

5. As per the fifth agenda item, the approval of the Members of the Board of Directors who held office in 2023 regarding their activities in 2023 was submitted to the vote of the assembly and an approval decision was taken - by majority of 323,155 against and 244,888,050 for. Members of the Board of Directors did not cast votes for their approval.

6. As per the sixth agenda item; Due to the cash needs of the investments we have made for the long term development of our Company and the increase in the cost of financing this cash need and in accordance with the Dividend Policy of our Company, the decision of not distributing a dividend for the fiscal year of 2023 was approved by majority of 1,639 against and 245,209,566 for.

7. As per the seventh agenda item, the Remuneration Policy to be deemed as read was submitted to the vote of the assembly and the issue was discussed and approved - by majority of 47,895 against and 245,163,310 for. The Remuneration Policy of our Company was presented to the assembly as per Capital Markets Board's regulations and approved - by majority of 47,883 against and 245,163,322 for.

8. As per the eighth agenda item to replace the Members of the Board of Directors whose terms of office have expired; The election of the Board Members, including the independent Board Members, and the determination of their terms of office were discussed. As a result of the voting; As Members of the Board of Directors of the Company to serve for a period of 3 (three) years; Tepe İnşaat Sanayi A.Ş., headquartered at Beytepe Köyü Yolu No:5 Bilkent Çankaya/ANKARA and registered with the Ankara Trade Registry Office with registration number 19967, was selected and representation of Tepe İnşaat Sanayi A.Ş. by Ali Haydar KURTDARCAN with TR ID number 14512036136 was approved. Mustafa Sani ŞENER with TR ID number 22628641168, who attended the meeting in person and accepted to be elected, Edward Rodolphe Paul ARKWRIGHT, a French citizen with tax ID number 0790363220, who accepted to be elected with his declaration of acceptance of duty, Franck MEREYDE, a French citizen with tax identification number 6170429946, who accepted to be elected with a declaration of acceptance, Jerome Paul Jacques Marie CALVET, a French citizen with tax identification number 1960740928, Xavier Marie Martin Benoit HURSTEL, a French citizen with tax identification number 4641553047, who accepted to be elected with a declaration of acceptance of duty, Antoine Roger Bernard CROMBEZ, a French citizen with tax identification number 2150670616, who accepted to be elected with his statement of acceptance of duty, Ms. Zeynep Nazan Somer ÖZELGİN, with TR ID number 15710387518, who accepted to be elected with his declaration of acceptance of duty, Ms. Nurgün EYÜBOĞLU, with TR ID number 56176425208, who accepted to be elected with the declaration of acceptance of duty, Ms. Elsa Pekmez ATAN, with TR ID

number of 49582258126, who accepted to be elected with the declaration of acceptance of duty, and Mr. Philippe Dominique Rene BONNAVE, a French citizen with tax identification number 1791573111, who accepted to be elected with the declaration of acceptance of duty were elected as Board Members. The agenda item was accepted by majority of 15,973,167 against and 229,238,038 for.

9. As per the ninth item of the agenda, the wages of the Members of the Board of Directors and their rights such as per diem, bonus and premium were discussed. Within the framework of the Corporate Governance Principles of the Capital Markets Board and according to the remuneration principles of TAV Holding Board members, compensation of (i) Independent Board Members and (ii) those members who are not otherwise paid by TAV Holding or TAV Holding shareholders or parent companies of shareholder companies or shareholders' subsidiaries / affiliates with 60,000 USD per annum and compensation of Turkish Citizen Independent Board Members with 2,100,000 Turkish Liras per annum to be paid in twelve monthly instalments and a one time payment of 200,000 Turkish Liras in 2024 corresponding to 2023 compensation to Turkish Citizen Independent Members to ensure fairness among Board Members was accepted by a majority vote of 1,638 against and 245,209,567 for.

10. As per the tenth agenda item it was decided to appoint DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi registered at Istanbul Registry Office with 304099 trade number for one year as an Independent Audit Company to audit the financial reports of the 2024 accounting period in accordance with the Turkish Code of Commerce and Capital Markets Board regulations and to carry out other tasks within the scope of the relevant regulations in these laws. The decision was approved by majority of 1,639 against and 245,209,566 for.

11. As per the eleventh item of the agenda, our company has donated approximately 3,3 million TL in 2023 and the General Assembly has been informed on this matter. The upper limit for donations to be made for the year 2024 was determined as 10 million TL. The agenda item was approved by majority 1,427,336 against and 243,783,869 for.

12. As per the twelfth item of the agenda, in order to provide aid and donations in the areas determined in the foundation deed and to provide social and cultural services within this scope; Authorizing the Board of Directors to establish a foundation by our company, to allocate assets to the foundation and to carry out the necessary works and transactions regarding the establishment of the foundation, and for the maximum contribution of our Company to the financing of the foundation to be limited to the upper limit for donations and aid determined annually by the General Assembly was approved by majority of 13 against and 245,211,192 for.

13. As per the thirteenth item of the agenda, the General Assembly was informed about the transactions made with "Related Parties" within the scope of Related Party Transactions regulated in the third section of the Corporate Governance Communiqué of Capital Markets Board (II-17.1).

14. As per the fourteenth agenda item, General Assembly was informed regarding pledges, collaterals, and mortgages to the shareholders as per the fourth section of Corporate Governance Communique (II-17.1) of the Capital Markets Board.

15. As per the fifteenth agenda item, it was decided - by majority of 1,427,412 against and 243,783,793 for to authorize the controlling shareholders, Members of the Board of Directors, senior managers, their spouses, and their genetic and legal relatives up to the second degree to exercise the transactions specified in the 395<sup>th</sup> and 396<sup>th</sup> Articles of the Turkish Code of Commerce. As per the Capital Markets Board communique the assembly was informed of the said transactions carried out in 2023.

16. As per the sixteenth agenda item, wishes & requests were listened to at this part of the meeting and the questions submitted by the shareholders were answered by the Board of Directors. Mr. Cihan Malkoç, one of the shareholders who participated electronically, asked for information about the dividend policy for the upcoming periods. Ms. Burcu Geriş, Deputy CEO and CFO of our Company, said that the intense investment period that the Company is currently in continues and that the decision for the coming years will be made by the Board of Directors at the beginning of 2025, in accordance with our Company's dividend policy. Mr. Sedat Mutluer, one of the shareholders who participated electronically, asked for an explanation as to why TAV Airports had to withdraw from the Lagos Airport tender. Chief Executive Officer Mr. Vehbi Serkan Kaptan stated that they decided to withdraw from the Lagos Airport tender process due to the lack of any progress following the elections held in Nigeria last year.

17. Lastly, the meeting was finalized and the minutes to the meeting (composed of four copies) and the List of Attendees were prepared and signed by the meeting council and ministry representatives.

Chair  
Mehmet Erdogan

Scribe  
Nihat Kamil Akkaya

Vote Collector  
Besim Meric

Ministry Representative  
Demet Bozer

Ministry Representative  
Hatice Onder