

## **MINUTES OF THE 2020 ORDINARY GENERAL ASSEMBLY OF TAV AIRPORTS HOLDING**

The Ordinary General Assembly Meeting of TAV HAVALIMANLARI HOLDING ANONIM SIRKETI for 2020 was held on March 22, 2021 at 10.00 AM at TAV Airports Headquarters, located at Vadistanbul Bulvar, Ayazağa Mahallesi Azerbaijan Cad. 2C Blok. No.3L/6 Sarıyer/İstanbul.

The meeting was held under the supervision of the Ministry representatives Mr. Feyyaz Bal and Mr. Mahmut GÜNDOĞDU who were appointed with the letter dated March 18, 2021 (n. 62452720) 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 Public Disclosure Platform and the Electronic General Assembly System on February 19, 2021 and on page 154 of the Turkish Trade Registry Gazette dated February 25, 2021 (edition n. 10275) and in Dünya newspaper and on the Company website.

The List of Attendees was examined and it was seen that 8.083 in person and 250.698.685 by proxy out of 363,281,250 shares equivalent to the company's total capital of 250.706.768 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 Executive Member of the Board of Directors of the Company Mr. Mustafa Sani SENER and Vice-Chair of the Board of Directors Mr. Ali Haydar Kurtarcan and Members of the Board of Directors Mr. Franck Mereyde, Ms. Ebru Yonca Capa, Ms. Filiz Demiroz and on behalf of the Independent Audit Company, Mr. Onur Unal were present at the meeting, and the agenda was opened after the meeting was launched physically and electronically (simultaneously) by the Executive Member 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 MERİC 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 electronically (on the electronic environment), were voted and approved with a majority of 250.700.231 votes for and 6.537 votes against.

2. As per the second agenda item, the Company's Board of Directors' Annual Report regarding 2020 to be deemed as read was submitted to the vote of the assembly and the issue was discussed and approved - by majority of 250.688.726 for and 18.042 against. The Board of Directors Annual Report for 2020 was approved – by majority of 250.685.550 for and 21.218 against.

3. As per the third agenda item, the issue of the Audit Report issued by the Independent Audit Company for 2020 to be deemed as read was submitted to the vote of the assembly and the issue was discussed and approved by a majority of 250.621.625 affirmative votes versus 85.143 negative votes. The summary of the Independent Audit Report was read and discussed and the

Independent Audit Report for 2020 was approved by majority of 250.615.088 affirmative votes versus 91.680 negative votes.

4. As per the fourth agenda item, the issue of the Financial Statements of the Company regarding the accounting period of 2020 to be deemed as read was submitted to the vote of the assembly and the issue was discussed and approved by 250.618.264 affirmative votes versus 88.504 negative votes. The Financial Statements of the Company regarding the accounting period of 2020 were approved - by majority of 250.615.088 affirmative votes versus 91.680 negative votes.

5. As per the fifth agenda item, the approval of the Members of the Board of Directors who held office in 2020 regarding their activities in 2020 was submitted to the vote of the assembly and decision was taken - by majority of 250.692.087 affirmative votes, versus 14.681 negative votes. Members of the Board of Directors did not cast votes for their approval.

6. As per the sixth agenda item; Since there was a net loss in our Company's Financial Statements for 2020, the resolution to not distribute any dividends, in line with our Company's Dividend Policy was approved unanimously.

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 234.422.116 for and 16.284.652 against. The Remuneration Policy of our Company was presented to the assembly as per Capital Markets Board's regulations and approved - by majority of 234.425.292 for and 16.281.476 against.

8. As per the eighth agenda item, the election of the following Board Members for three years, including Independent Board Members to replace those members whose terms of office have expired was approved with a majority of 247.491.883 affirmative votes versus 3.214.885 negative votes.

- Tepe İnşaat Sanayi A.Ş., headquartered in Beytepe Köyü Yolu No: 5 Bilkent Çankaya / ANKARA and registered with the Ankara Trade Registry with the registry number 19967 and Ali Haydar KURTDARCAN with Turkish Republic ID 14512036136 as representative of Tepe İnşaat Sanayi A.Ş
- Sera Yapı Endüstrisi ve Ticaret A.Ş. with headquarters at Bebek Mah. Manolya Sk. No: 30 Bebek Beşiktaş İstanbul and registered with the İstanbul Trade Registry with the registration number 16837-5 and Mustafa Sani ŞENER, with Turkish Republic ID 22628641168 as representative of Sera Yapı Endüstrisi ve Ticaret A.Ş.
- French citizen Edward Rodolphe Paul ARKWRIGHT, who accepted to be elected with a duty acceptance declaration, and French citizen with tax ID number 0790363220
- Franck MEREYDE, a French citizen with tax identification number 6170429946, who accepted to be elected with a duty acceptance declaration

- Jerome Paul Jacques Marie CALVET, a citizen of France with tax identification number 1960740928, who accepted to be elected with a declaration of duty acceptance
- Xavier Marie Martin Benoit HURSTEL, a citizen of France with tax identification number 4641553047, who accepted to be elected with a declaration of duty acceptance
- Spanish citizen Fernando Echegaray del POZO with tax identification number 2730675202, who accepted to be elected with duty acceptance declaration
- Aylin SELEN, with Turkish Republic ID 46024537900 who accepted to be elected
- Ebru Yonca ÇAPA, Turkish Republic ID 32785771370, who attended the meeting in person and accepted to be elected
- Filiz DEMİRÖZ, Turkish Republic ID 33640060776, who attended the meeting in person and accepted to be elected
- Jean-Michel VERNHES, a citizen of France with tax ID number 9240722477, who accepted to be elected with a duty acceptance statement

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 controlling companies of shareholder companies or shareholders' subsidiaries / affiliates with 60,000 USD per annum and compensation of Turkish Citizen Independent Board Members with 300,000 Turkish Lira per annum was accepted by a majority vote of 250.259.231 affirmative votes and 447.537 negative votes.

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 2021 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 250.510.387 votes for and 196.381 against.

11. As per the eleventh item of the agenda, regarding the share buyback transactions carried out in accordance with the decision taken by the Board of Directors, the General Assembly was informed about the purpose of the buyback, the resource used and the share buyback transactions.

12. As per the twelfth item of the agenda, our company has donated approximately 1.5 million TL in 2020 and the General Assembly has been informed on this matter. The upper limit for donations to be made for the year 2021 was determined as 3 million TL. The agenda item was approved by majority of 250.700.231 votes for and 6.537 against.

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 Communiqué (II-17.1) of the Capital Markets Board.

15. As per the fifteenth agenda item, it was decided - by majority of 232.458.887 votes for and 18.247.881 votes against to authorize the Chair and the Members of the Board of Directors to exercise the transactions specified in the 395<sup>th</sup> and 396<sup>th</sup> Articles of the Turkish Code of Commerce.

16. As per the sixteenth agenda item, wishes & requests were listened to at this part of the meeting.

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

Chair  
Mehmet Erdogan

Scribe  
Nihat Kamil Akkaya

Vote Collector  
Besim Meric

Ministry Representative  
Feyyaz BAL

Ministry Representative  
Mahmut GÜNDOĞDU