

**MINUTES OF THE 2022 ORDINARY GENERAL ASSEMBLY OF TAV AIRPORTS HOLDING  
HELD ON 31.03.2023**

The Ordinary General Assembly Meeting of TAV HAVALIMANLARI HOLDING ANONIM SIRKETI for 2022 was held on March 31, 2023 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. Hatice ÖNDER and Mr. Emrah GÖZELLER who were appointed with the letter dated March 30, 2023 (n. 84133151) 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 March 03, 2023 and on page 77 and 78 of the Turkish Trade Registry Gazette dated March 07, 2023 (edition n. 10784) and in Dünya newspaper and on the Company website.

The List of Attendees was examined and it was seen that 7,391 in person, 83,087,386 by proxy and 190,169,743 by other representatives out of 363,281,250 shares equivalent to the company's total capital of 273,264,520 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. Ebru Yonca Capa, Ms. Filiz Demiroz, Ms. Aylin Selen and on behalf of the Independent Audit Company, Mr. Burç Seven were present at the meeting and after the opening speech of Mr. Vehbi Serkan Kaptan (CEO) the agenda was opened after 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 electronically (on the electronic environment), were voted and approved by majority of 10 against and 273,264,510 for.

2. As per the second agenda item, the Company's Board of Directors' Annual Report regarding 2022 to be deemed as read was submitted to the vote of the assembly and the issue was discussed and approved - by majority of 135,539 against and 273,128,981 for. The Board of Directors Annual Report for 2022 was approved – by majority of 135,339 against and 273,129,181 for.

3. As per the third agenda item, the issue of the Audit Report issued by the Independent Audit Company for 2022 to be deemed as read was submitted to the vote of the assembly and the issue was discussed and approved by a majority of 135,539 against and 273,128,981 for. The summary

of the Independent Audit Report was read and discussed and the Independent Audit Report for 2022 was approved by majority of 135,339 against and 273,129,181 for.

4. As per the fourth agenda item, the issue of the Financial Statements of the Company regarding the accounting period of 2022 to be deemed as read was submitted to the vote of the assembly and the issue was discussed and approved by 135,349 against and 273,129,171 for. The Financial Statements of the Company regarding the accounting period of 2022 were approved - by majority of 135,339 against and 273,129,181 for.

5. As per the fifth agenda item, the approval of the Members of the Board of Directors who held office in 2022 regarding their activities in 2022 was submitted to the vote of the assembly and an approval decision was taken - by majority of 118,779 against and 273,145,741 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 which are the acquisition of Almaty Airport in 2021, the tender we won for Antalya Airport in 2021 and the tender we won for Ankara Airport in 2022 and in accordance with the Dividend Policy of our Company, the decision of not distributing a dividend for the fiscal year of 2022 was approved by majority of 10 against and 273,264,510 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 47,545 against and 273,216,975 for. The Remuneration Policy of our Company was presented to the assembly as per Capital Markets Board's regulations and approved - by majority of 47,535 against and 273,216,985 for.

8. As per the eighth agenda item the motion to consider the revised Disclosure Policy as read was voted and accepted unanimously and the revised disclosure policy in line with the Capital Markets Board regulations was accepted unanimously.

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 1,200,000 Turkish Liras per annum to be paid in twelve monthly instalments and updated monthly according to the Producer Price Index announced by TUIK and a one time payment of 600,000 Turkish Liras in 2023 corresponding to 2022 compensation to Turkish Citizen Independent Members to ensure fairness among Board Members was accepted by a majority vote of 41,227 against and 273,223,293 for.

10. As per the tenth agenda item it was decided to appoint DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Sirketi registered at Istanbul Registry Office with 304099 trade number for one year as an Independent Audit Company to audit the financial reports of the 2022 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 885,637 against and 272,378,883 for.

11. As per the eleventh item of the agenda, our company has donated approximately 433 thousand TL in 2022 and the General Assembly has been informed on this matter. The upper limit for donations to be made for the year 2023 was determined as 10 million TL. The agenda item was approved by majority 36,202 against and 273,228,318 for.

12. As per the twelfth 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).

13. As per the thirteenth 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.

14. As per the fourteenth agenda item, it was decided - by majority of 1,399,811 against and 271,864,709 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 communiqué the assembly was informed of the said transactions carried out in 2022.

15. As per the fifteenth agenda item, wishes & requests were listened to at this part of the meeting and shareholders' questions were answered. Questions submitted electronically by Mehmet Ercan Erkul and Sedat Mutlu Er were answered by meeting chair Mr. Mehmet Erdogan and CEO Mr. Vehbi Serkan Kaptan. (The questions and their answers are in the addendum to the minutes.)

16. 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  
Feyyaz BAL

Ministry Representative  
Mahmut GÜNDOĞDU

**ADDENDUM TO THE MINUTES OF  
TAV AIRPORTS HOLDING ORDINARY GENERAL ASSEMBLY MEETING HELD ON MARCH 31, 2023:**

**Mehmet Ercan ERKUL**

**1) Why don't you establish an airline company in Türkiye and other countries?**

CEO, Mr. Vehbi Serkan KAPTAN, stated that together with our service and terminal companies, we only focus on airport operations and we do not have a goal of establishing an airline company.

**2) Who are the partners of Sera İnşaat?**

Chair of the Meeting Council Mehmet Erdoğan stated that the partners of Sera Yapı are Mrs. Damla Nur AKKAYNAK, Mr. Ozan ŞENER and Mr. Asuman ŞENER.

**Sedat MUTLUER**

**3) I would appreciate it if you could provide information about the current situation in Lagos.**

CEO, Mr. Vehbi Serkan KAPTAN, stated that the process for Nigeria Lagos Airport is continuing and that the process is progressing more slowly than expected due to the election in the country.