

TAV Airports Holding Corporation
2013 Ordinary General Assembly Meeting Information Memorandum

2013 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 Atatürk Havalimanı Dış Hatlar Terminali – A Kapısı VIP Yanı Yeşilköy İstanbul on **24 March 2014, 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 2013 will be available for the review of the Distinguished Shareholders on the Company headquarters and www.tavyatirimciiliskileri.com , a URL from the Company's website, and on the Electronical General Assembly System of the Central Registry Agency 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 Shareholder's 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 to the intermediaries which preserve their shares and remove the "restriction", which keeps the information regarding their IDs and shares undisclosed to our company, until 3.00 pm on March 21st 2014 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 or Call Center (Tel: 0212 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. 21872 on 09.03.1994.

The agenda items shall be voted explicitly and by raising hands in the General Assembly on the condition that all resolutions concerning voting via the electronic system shall be reserved.

The information regarding the Ordinary General Meeting is available on our company's website www.tavyatirimciiliskileri.com. Our shareholders can receive required information from TAV Investor Relations Directorate about the procedures regarding the General Meeting. All right owners, beneficiaries and press members are welcome as well in the General 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 Market Law", Serial IV, No. 41, and the "Communiqué Concerning the Establishment and Implementation of the Corporate Governance Principles", (II-17.1)" of the Capital Market 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 Right*

Shareholder	Amount of Shares	Share in Capital (%)	Voting Right	Share in Voting Right (%)
Aéroports de Paris Group**	138.046.875	38,0%	138.046.875	38,0%
Tepe İnşaat Sanayi A.Ş.	29.273.852	8,1%	29.273.852	8,1%
Akfen Holding A.Ş.	29.495.446	8,1%	29.495.446	8,1%
Sera Yapi Endüstrisi ve Ticaret A.Ş.	7.379.507	2,0%	7.379.507	2,0%
Other Non-Floating	12.775.048	3,5%	12.775.048	3,5%
Other Free Float	146.310.522	40,3%	146.310.522	40,3%
TOTAL	363.281.250	100,0%	363.281.250	100,0%

*as of February 28, 2014

* Tank ÖWA alpha GmbH, a subsidiary completely owned by the Aéroports de Paris

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 2013 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:

There is no any changes in Management and Operations that would have a Significant Impact on Corporate Activities of our Company and our Subsidiaries in 2013.

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 2013.

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 Summary for the financial year 01.01.2013–31.12.2013 will be read in the General Assembly Meeting. The Annual Report of the Board is available on the website: www.tavyatirimciiliskileri.com

3. Review, discussion, and approval of the summary statement of the Independent Audit Report of the fiscal year 2013.

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 01.01.2013–31.12.2013 will be read in the General Assembly Meeting. the Independent Auditors' Report is available on the website: www.tavyatirimciiliskileri.com

4. Review, discussion, and approval of the year-end Financial Statements for the fiscal year 2013.

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 31.12.2013 for the financial year ended 01.01.2013-31.12.2013, 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 website.

5. Releasing the Members of the Board from their activities for the year 2013.

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 2013 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 2013 and the date of dividend distribution.

Explanation:

As a result of our company's activities carried out within the period of January 1st, 2013 – December 31st, 2013;

- Our Company's net profit of the fiscal year 2013 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 336,088,000 and according to the clauses of the Turkish Commercial Code and Tax Procedure Law is TL 239,800,280,

2. Profit of TL 336,088,000 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 reserve TL 11,990,014 first legal reserves for 2013,

4. It is determined that TL 324,393,283, which is reached by adding the donations in the amount of TL 295,297 made during the year to the distributable profit of TL 324,097,986 for the year 2013 according to the consolidated financial statements, shall be the base for first dividend.

5. It is decided to distribute TL 64,878,657, which corresponds to 20% of TL 324,393,283, which is considered as the base of the first dividend in accordance with "Capital Market Board Dividend Communiqué (II-19.1)" as cash first dividend and to distribute TL 134,130,108 as cash second dividend.

a. TL 199,008,765, which is the total cash dividend amount to be distributed shall be covered by current period net profit.

b. Accordingly TL 0.5478 (54.78%) gross cash dividend per share having nominal value of TL 1 shall be distributed to our shareholders and total gross cash dividend distribution amount shall be TL 199,008,765. (Appendix-1).

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 determined.

8. Submitting for the approval of the General Assembly the change of the Board membership executed in accordance with the Article 363.1 of the Turkish Commercial Code.

Explanation:

Appointment of New Board of Director

The Board of Directors has resolved to appoint Mr. Edward Rodolphe Paul Arkwright as a Board Member and a Corporate Governance Committee member to replace Mr. Pierre Georges Denis Graff who has resigned from his duty with this Board Resolution. Mr. Arkwright will serve until the first General Assembly and his membership will be presented to the General Assembly for approval. Appendix-2.

9. Approval of the nomination of the Independent Audit Company conducted by the Board of Directors pursuant to the TCC and the regulations of the Capital Markets Board,

Explanation:

17.12.2013, Appointment of Independent Auditor

In its meeting, taking into consideration the opinion of the Audit Committee, the Board of Directors of our Company has resolved to nominate Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (A member firm of Ernst & Young Global Limited), to audit our Company's financial statements for the year 2014 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.

10. Pursuant to the regulations of the Capital Markets Board, submitting the "Dividend Policy" of the Company for the approval of the General Assembly.

Explanation:

The "Dividend Policy" of our Company on Appendix-3 will be submitted for the approval of the General Assembly and it has also been announced on our Company Center, the Electronic General Meeting portal on the Central Registry Agency (MKK) and the investor relations section of our website www.tavyatirimciiliskileri.com three weeks prior to the General Shareholders' Meeting.

11. 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 Principle of Corporate Governance no. 4.6.2 of the Capital Markets Board, the remuneration details of the members of the Board of Directors and senior executives were arranged in black and white and submitted to the information of the shareholders as a separate item on the agenda in the General Shareholders' Meeting on May 11, 2012, giving the shareholders the opportunity to voice their opinions. The Remuneration Policy, which is arranged with this aim, can be found in Appendix-4.

12. Submitting the "Donation and Aid Policy" of the Company for the approval of the General Assembly and informing the General Assembly on the donations and aids which were provided by the Company in 2013 in accordance with the regulations of the Capital Markets Board.

Explanation:

The "Donation and Aid Policy" of the Company, which was arranged in accordance with the Mandatory Principle of Corporate Governance no. 1.3.10 of the Capital Markets Law, will be submitted for the approval of the General Assembly. (Appendix-5)

The information regarding the total amount of 295.297 TL of donations and aids given to a variety of associations and foundations which work for the public welfare in 2013 will be submitted to the information of the General Assembly.

13. Submitting the “Disclosure Policy” prepared in accordance with the regulations of the Capital Markets Board for the approval of the General Assembly.

Explanation:

Pursuant to the Article 17 of the Material Event Communique of the Capital Markets Board, an “Disclosure Policy” should be issued and the shareholders should be informed about this policy. The “Disclosure Policy” of our company can be found in Appendix-6.

14. Submitting the Share Buy Back Program of the Company for the approval of the General Assembly.

Explanation:

The Share Buy Back Program prepared within the framework of the principles and rules defined by the decree no. 26/767 dated 10.08.2011 of CMB that companies are listed in Borsa Istanbul Stock Exchange (BIST) have to comply with during buy-back of their own shares, shall be submitted for the approval of the General Assembly (Appendix-7).

15. Giving information to the General Assembly regarding the transactions of the “Related Parties” as per third section of Corporate Governance Communique (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, and TAV Construction surpassed 10% of 2013 consolidated revenues, in the 2013. Detailed information about these transactions is explained in our consolidated financials footnotes (Note 10). Note that TAV adopted IFRS 11 « Joint Venture» standart starting from 1 January 2012.

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

Explanation:

The Financial Statements for the fiscal year which ended on December 31, 2013 and the information regarding the Obligations and Undertakings, which are included in the Footnote no. 27 of the Independent Audit Report, will be submitted for the information of the General Assembly.

17. 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 in advance stated under the Articles 395.1 and 396.1 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 against each other and perform transactions which may cause conflicts of interest. Furthermore, details regarding the above-mentioned transactions should also be communicated to the General Assembly.

18. Wishes and requests.

19. Closing.

APPENDIX-1

TAV Airports Holding Co. Profit Distribution for 2013 (TL)			
1. Paid in Capital			363.281.250
2. Total legal reserves (as per legal records)			30.782.673
Information concerning the privileged shares in profit distribution, if any, as per the company Articles of Association			
		CMB Financials	TR GAAP Financials
3	Profit for Period	476.035.000	239.800.280
4	Taxes (-)	(139.947.000)	-
5	Net Profit (=)	336.088.000	239.800.280
6	Prior years' losses (-)	-	-
7	First series of legal reserves (-)	(11.990.014)	(11.990.014)
8	Net Distributable Profit for the Period	324.097.986	227.810.266
9	Donations made during the year (+)	295.297	
10	Net distributable profit including donations for the calculation of first dividend	324.393.283	
11	First Dividend to shareholders(*)	-	
	-Cash	64.878.657	
	-Bonus	-	
	- Total	-	
12	Dividends distributed to preferred shareholders	-	
13	Dividends distributed to members of the Board of Directors, employees, etc.	-	
14	Dividends distributed to dividend-right certificates	-	
15	Second dividend to shareholders	134.130.108	
16	Second series of legal reserves	-	
17	Status Reserves	-	-
18	Special Reserves	-	-
19	Extraordinary Reserves	125.089.221	28.801.501
20	Other sources planned for distribution	-	-
	-Prior years' income		
	-Extraordinary Reserves		
	-Other distributable reserves as per the Regulations and Articles of Association		

APPENDIX-2

Edward ARKWRIGHT

Edward ARKWRIGHT born on 26 April 1974, is a senior parliamentary civil servant, and holds a degree from the Institut d'Etudes Politiques de Paris. He is a graduate of the Ecole Supérieure des Sciences Économiques et Commerciales (ESSEC) and holds a Master's in Advanced Modern History. In 1999, he became an advisor to the Senate Finance Commission. Between 2002 and 2007, he held several positions at the Ministry of Finance, and worked on the implementation of the budgetary reforms introduced by the legislation regarding Budget Acts (LOLF), and on the reform of the state and of public finance. In 2007, he worked as Chief of Staff to the CEO of the Caisse des Dépôts. In 2010, he was appointed Director of Strategy and Sustainable Development at the Caisse des Dépôts Group, and from 2011, as Chairman of the SCET (the French Regional Expert Advisory entity). Edward Arkwright joined Aéroports de Paris in December 2012 as Director and Special Advisor to the Chairman and Chief Executive Officer. He was appointed Executive Director Finance, Strategy and General Administration as of 1st September 2013. On 13th February 2013, he joined the Board of Directors of Hub One (S.A., subsidiary of Aéroports de Paris), as the permanent representative of the Board of Aéroports de Paris. He is also a member of the Board of Directors of TAV Havalimanlari Holding A.S. and a member of the Corporate Governance Committee, since 26 August 2013. Edward Arkwright is a Chevalier of the Ordre national du Mérite.

APPENDIX-3

DIVIDEND POLICY

In accordance with the Communiqué numbered II-19.1 of the Capital Markets Board, our Company's "Dividend Policy" to be determined as follows;

Our Company determines the resolutions for distribution of profit by considering the Turkish Commercial Code, Capital Market Legislation, Capital Markets Board Regulations and Decisions, Tax Laws, the provisions of the other relevant legislations and articles of incorporation of our Company.

Accordingly, 50% of the "consolidated net profit for the relevant period" calculated by considering the period financial statements that have been prepared under the Capital Market legislation and in conformity with the International Financial Reporting Standards (IFRS), will be distributed in cash or as gratis shares which will be issued by means of adding such amount to the share capital subject to the resolution to be rendered by the general assembly of shareholders of our company.

Sustainability of this dividend policy is one of the basic purposes of our Company, except for such special cases necessitated by investments and any other fund requirements that may be required for the long term development of the Company, its subsidiaries and affiliates and any extraordinary developments in economic conditions.

APPENDIX-4

REMUNERATION POLICY

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.

APPENDIX-5

DONATION AND AID POLICY

TAV Airports Holding A.Ş. can give donations and aids with a sense of corporate social responsibility and within the frame of respect to human beings, environment, laws and ethics, in line with its corporate values and on the condition of 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 donations and aids made throughout the year, which are in line with the policy approved by the General Assembly, and about the changes in the policy as a separate item on the agenda in the General Shareholders' Meeting.

The company can give donations and provide aid for the foundations and associations which execute social responsibility projects, non-governmental organizations, social solidarity institutions and organizations, sports clubs and educational institutions. Any donation or aid above 10.000 (ten thousand) TL can only be made or provided with signature of the Chief Executive Officer.

TAV AIRPORTS HOLDING Co.

DISCLOSURE POLICY

Objective

TAV AIRPORTS HOLDINGS INC (TAV)'s main disclosure policy is to share information on the performance and expectations of TAV within the scope of generally accepted accounting principles and Capital Market Legislation (CML), in a fair, complete, accurate and comprehensible way with shareholders, investors and analysts (capital market participants) equally and to always keep an active and open dialogue available. Except trade secrets, TAV believes that to share information about activities and related strategies, critical subjects, risks and growth opportunities with public will create a more efficient market for Company's capital markets instruments.

TAV complies with the Turkish Commercial Code, the Capital Markets Legislation and Capital Markets Board (CMB) and Borsa Istanbul (BIST) Regulations with respect to public disclosure and also complies with CMB Corporate Governance Principles.

TAV Disclosure Policy is prepared within the framework of the relevant regulations of the Turkish Commercial Code, Capital Markets Legislation, the regulations of the Capital Markets Board and Borsa Istanbul to comply with the CMB Corporate Governance Principles and has been accepted by the Board of Directors and announced to the all stakeholders via TAV Website (<http://www.tavyatirimciiliskileri.com> and <http://ir.tav.aero>).

Scope

Disclosure Policy applies to TAV and all of its subsidiaries and related entities, employees and advisers and it regulates the written and oral communication between TAV and the capital market participants.

Responsibility

The Board of Directors is responsible from enforcing, supervising and developing the Disclosure Policy. **Investor Relations Department** is charged with observing and controlling all issues concerning the Public Disclosure Policy.

4. Methods and Means of Public Disclosure

TAV's methods and tools of public disclosure, without prejudice to the CML, Borsa Istanbul Regulations and Turkish Commercial Code (TCC) are as follows;

1. Material Event Disclosures submitted to PDP (Public Disclosure Platform) with English translations made electronically available to local and foreign investors and analysts.
2. Financial statements and footnotes, independent audit reports, declarations, quarterly announcements and annual reports that are sent to BIST and PDP periodically which are also made available in Turkish and English versions on our Website
3. Announcements and disclosures made via the Turkish Trade Registry Newspaper and daily newspapers (prospectus, circulars, announcement for general assembly etc.)
4. Press releases via printed and visual media tools
5. Declarations to data vendors
6. Analyst meetings and interviews made face to face or via tele-conferences with capital market participants
7. Corporate Website (<http://www.tavyatirimciiliskileri.com> and <http://ir.tav.aero>)
8. Communication mediums like phone, cell phone e-mail, fax etc.
9. Promotional presentations including financial and operational data
10. Annual and quarterly annual reports

Company Officials Authorized to Make Public Announcements

In addition to the disclosures outlined above, written or oral requests for information from capital market participants, according to their content, are processed as authorized by the Head of TAV Investor Relations within approval and knowledge of his/her superior officer. Press statements for written and visual media and to data distributors can only be made by the Chief Executive Officer or Chief Financial Officer. Without being expressly authorized, TAV employees cannot answer questions coming from capital market participants. Such requests for information are delegated to the Investor Relations Department.

Public Disclosure of Material Events

Public disclosures of material events comprising continuous and privileged information except trade secrets are made on time upon the advice of the related departments under the coordination of the Investor Relations Department in accordance with the "Material Events Communique". Material event disclosures are prepared with regard to punctuality, accuracy, comprehensibility, comprehensiveness and avoidance of misleading statements so that they will be instrumental to the persons and organizations referring to the disclosure for their decisions.

Public disclosures of material circumstances and Financial Statements are sent by authorized electronic signature to the PDP within the framework of the related regulations of the BIST and CMB and published on the web site on the following day at the latest. The public disclosure of material circumstances can be delayed in the event that the conditions set forth by the relevant legislation are present in the said disclosures.

Public Disclosure of Financial Statements

The Financial Statements and footnotes of TAV are prepared quarterly as per the Capital Market Legislation and comply with the International Financial Reporting Standards (IFRS); audited independently (semi-annually and year-end) and submitted to the approval of the Board of Directors. They are disclosed to public by submission to BIST with a Statement of Responsibility as affirmed by the authorized persons. English versions of the Quarterly Announcements are also published on the TAV web site. Financial statements and footnotes, are submitted to the approval by the Board of Directors by the Audit Committee which provides its opinion on the statements as per the Capital Market Legislations. Upon approval, the statements are signed by the officers responsible from financial reporting and submitted to the BIST on PDP.

Financial Statements and footnotes of previous periods are available on the Internet (<http://www.tavyatirimciiliskileri.com> and <http://ir.tav.aero>).

The Annual Report

The Annual and Interim Reports comprising the required information and declarations as per the Turkish Commercial Code, Capital Market Legislations and CMB Corporate Governance Principals are prepared to international standards. The Annual Report is submitted for the approval of the Board of Directors after it is prepared and upon getting approval it is presented to the scrutiny of shareholders before the Ordinary General Assembly. The Annual Report is published on the company web site in Turkish and in English.

5. Determination of the Persons with Administrative Responsibility and Disclosure of the Insiders

List of insiders comprises; members of the managing and auditing units and others who while not a part of these units still have direct or indirect access to Insider Information regularly and those having the right to take managerial decisions affecting the future development and commercial targets of the Company (the persons with administrative responsibility) and the persons who are closely related with them and who are acting on behalf and account of the Company and who can have access to insider information directly or indirectly, regularly or irregularly. The insiders list is maintained on the Central Record System of Central Registry Board and published on

our web site. The general managers of the affiliate companies who have a major role in getting the financial and operational outcomes of the company are also accepted as persons with administrative responsibility. Transactions surpassing the maximum threshold allocated to a calendar year of Equity shares of the equity share or securities based on these shares and those transactions resulting in the surpassing or falling below of the shareholding and or voting rights above or below disclosure limits, are disclosed by the parties undertaking the transaction to BIST.

6. Deferring Public Disclosure of Inside Information

Inside information is information not yet revealed to the public, which may impact the value of the capital markets instrument and influence investors' investment decisions.

Pursuant to the 6th Clause of the Material Events Communiqué:

1)Our Company, bearing the responsibilities of such action, may defer the disclosure of inside information under the condition that investors are not misled and the said piece of information remains confidential.

2)When the conditions for deferring disclosure of inside information disappear, our Company discloses the said information according to the framework laid out in the Communiqué. The disclosure also includes the decision to defer and its reasons. If the event related to the deferred disclosure does not take place, a disclosure may not be made.

3)Our Company has the responsibility to keep deferred inside information confidential and restrict access to this information.

Our Company in this framework:

a)Takes necessary measures to make sure inside information is only accessible to persons in the insider list.

b) Takes necessary measures to makes sure all insiders are aware of the legal responsibilities and penalties related to unauthorized dissemination and abuse of inside information.

c)Is obliged to disclose inside information if it's confidentiality is compromised.

4)The effect of deferral to our Company's valid interests, the absence of the risk of misleading investors and measures to ensure confidentiality are resolved by the Board of Directors or written approval is taken from persons delegated by the Board of Directors on this matter.

5)Persons mentioned in the second clause of the fifth article of the Communiqué can also exercise the right to defer. As these persons notify our Company, the fourth clause of this article is executed.

7. Precautions to Protect the Integrity of Inside Information until Public Announcement

As a general principle, TAV Airports Holding Inc. and the persons working for and on behalf of the Holding cannot share information subject to material event disclosure that has not yet been revealed to public. In case it is found that the insider information is revealed to third persons unintentionally and it is deemed that the information cannot be kept confidential then a material event disclosure is made instantly.

In the event of deferring the disclosure of the information, then the persons who have information regarding the deferral are listed and "TAV Airports Holding Inc.List of Insiders" is updated accordingly. Necessary actions are taken to notify both these persons and other informed parties and reasonable measures to that effect are taken.

The persons on the “insiders list” are notified by the Investor Relations Department that they are included in the list to enable compliance to confidentiality principles on inside information and keep the material event, financial and operational results information confidential until public disclosure. The Company signs confidentiality agreements with service providers that render services like consultancy, translation, etc. that need and utilize inside information while performing their tasks for and on behalf of the Company and thereby enforces them to keep the information confidential.

8. Communication with Capital Markets Participants

TAV does not comment on expectations about quarterly and annual results. Instead of this, TAV communicates on critical subjects affecting activity results, strategic methods and subjects that make the sector and the activities more understandable and thus informs the capital market participants. Unless explicitly otherwise stated in the disclosure policy, only authorized officers can communicate with capital markets participants about TAV. No material event can be disclosed during non-public interviews with capital markets participants. TAV Investor Relations Department participates in all meetings with capital markets participants.

One on One Interviews or Calls

Calls and face to face interviews with capital market investors are part of the development of the investor relations program. However TAV will not reveal new information, will not update current information and will not announce important and privileged information which has not been publicly disclosed before.

Quiet Period

TAV Airports’ spokespersons observe a “Quiet Period” for two weeks prior to the quarterly announcements of financial results. This “Quiet Period” ends with the disclosure of the quarterly financial results to the Borsa Istanbul Public Disclosure Platform (PDP).

During the “Quiet Period” TAV Airports will not provide any comments on the financial status of the company except for already disclosed information. People within the Company who have access to insider information will abstain from sharing such information with the public. The questions of capital market attendees such as analysts and investors regarding the financial status of the Company are not answered during that period. Observation of a “quiet period” does not preclude TAV Airports’ authorized spokespersons from attending conferences, forums, panels and making speeches and announcements provided these actions comply with the relevant capital markets legislation.

Presentations and/or Speeches

Whenever possible, the Company will publicly announce presentations, teleconferences or speeches in advance. TAV makes an effort not to participate in meetings which have not properly been announced to the public. Memos and/or slide presentations are made available on TAV’s website upon completion of the speech or teleconference (<http://www.tavyatirimciiliskileri.com> and <http://ir.tav.aero>). TAV makes an effort to guide the relevant parties, if possible, on simultaneous dissemination on the Internet of scheduled presentations,.

9. Procedures Regarding the News in Media

Tracking Mechanism

TAV Airports Holding Inc. monitors the news regarding the Holding in national media with a contracted media agency. Accordingly each morning the related news published in media are submitted to TAV Airports Holding Executives, Investor Relations Department and Corporate Communications Department. Besides, relevant news on data vendors is also monitored.

Market Rumors

- 1) In the event of the existence of news and rumors that could have an effect on investor decisions regarding our company different than previously made disclosure, our company makes a public disclosure regarding the validity and sufficiency of these rumors. This disclosure is mandatory as per the relevant communique.
- 2) If such news and rumors are regarding information subject to deferred disclosure, then the reasons for deferral are invalidated and our Company makes a public disclosure.
- 3) Analysis, comments, projections, evaluations and the like based on already disclosed information are outside the scope of this framework.
- 4) Including forward guidance, if material events are to be disclosed through the media or other outlets, simultaneously or before this disclosure, a public disclosure through the PDP is made. This also includes disclosures made unwittingly in public platforms.

10. Public disclosure of forward guidance

TAV Airports Holding may, from time to time, make forward-looking statements in compliance with the Material Events Communique. A forward-looking statement made in the Company's written documents will be identified and accompanied with disclaimers that risks, uncertainties and other factors could cause actual results to differ materially from the expectations expressed in the forward-looking statement. The statements will only be made by authorized representatives by clearly expressing the disclaimers referred to above and by referring to a ready and written document as (press releases, information memorandum, disclosure within the CML). Forward looking statements are based on reasonable assumptions and estimates and can be revised upon deviation due to unforeseeable risks and developments.

Forward guidance is made according to the following principles:

- a) Forward guidance requires the approval of the Board of Directors, or written approval of a company official designated with this authority by the Board of Directors.
- b) Forward guidance is made a maximum of four times during the year. This disclosure may be made through the PDP or through Annual or Interim Reports prepared according to the relevant regulation. In case of new developments changing the guidance, there is no limit to the number of disclosures that can be made regarding the change.
- c) If there are material differences between forward guidance and its disclosure, the differences are disclosed through the PDP.

11. Analyst Reports

TAV regards analyst reports as proprietary information belonging to the analyst's firm and will not provide such reports on the Company's website. The Company will not confirm, endorse, adopt or disseminate analysts' reports. However, in certain limited circumstances, upon request, the Company may review specific factual assertions that an analyst intends to include in a report for the factual accuracy of historical information that is publicly available. The Company discloses the names and firms of analysts who cover the Company, on its website.

12. TAV Web Site

(<http://www.tavyatirimciiliskileri.com> and <http://ir.tav.aero>) web page is actively used for disclosure, as per CMB's Corporate Governance Principals. All disclosures of TAV (past and current) can be accessed through the webpage easily and in a cost effective manner. The webpage prepared and designed in Turkish and English is accessible to all.

The information available on company's webpage does not replace the required regular and material event disclosures as per Capital Market Legislations. All disclosure of TAV can be accessed through the webpage. The web site is structured and segmented accordingly. All precautions are taken for the security of the webpage. The webpage is prepared and designed in Turkish and in English in compliance with CMB Corporate Governance Principles. The announcements for general assemblies, the agenda and information memorandums pertaining to the general assembly, instructions on participation and other documents and reports on general assembly agenda are also made available on the webpage in a clear manner.

APPENDIX -7

TAV AIRPORTS HOLDING Co.

SHARE BUY-BACK PROGRAM

The Purpose of buy-back

Considering that the price of our Company's shares at the Istanbul Stock Exchange may not reflect its true performance and in order to decrease price volatility, the Company shall monitor price fluctuations and be able to buy back its own shares on the ISE as warranted per the authority granted by the General Assembly.

Maximum Number of Shares that May Be Bought Back

The maximum number of shares that may be bought back is the legal limit; as of the date of this document 36,328,125 which is 10% of our issued capital of 363,281,250 shares, to be divested in three years, and the amount exceeding this number to be divested in six months in accordance with the legal regulations, may be bought back. In case of change in regulations or increase in paid-in capital, the transaction shall be revised according to the increased capital and the changed regulation.

The Total Amount and the Source of Funds Allocated for Buy-back

The funds in the amount of maximum 100,000,000 TL that has been allocated from company's resources and operating income can be used for buy backs.

On the other hand, according to the principles outlined on 10.08.2011 with the communiqué no. 26/767 of Capital Markets Board entitled, "The Procedures and Principles to be Complied by the companies during Share buy-back", company's remaining net assets (equity capital) after the deduction of the value of shares that are going to be acquired has to be at minimum equal to the total of issued capital and reserve funds that are not permitted to be distributed according to the laws and AoA.

Upper and Lower Price Limits for Share buy-back

The lower limit in the buyback of shares is 0 (zero) and the upper limit is 30 Turkish Liras.

The Authorization Period that has been demanded from the General Assembly and the Transaction Procedure

Our Company's Board of Directors is authorized to buy back and divest of company shares that have been bought and to carry out the necessary transactions according to regulations during the 18 months that follow the date of

authorization by the General Assembly. Our Board of Directors can carry out one or more buy-back programs with shorter duration during this authorization period.

Our Board of Directors can decide to carry out another buyback program again after a finished buyback program during the 18 months of authorization. In this case, the procedure explained above is repeated. Our Board of Directors is authorized to end the sales before all shares that have been bought are all divested and to start a new buy back program.

Authorization for the buy-back Transactions

Nursel Ilgen, Head of Investor Relations, is authorized for the Buyback Transactions.

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 2013 Ordinary General Assembly of TAV Havalimanları Holding A.Ş. to be held on March 24, 2014, 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
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