

**TAV Havalimanları Holding A.Ş.
and its Subsidiaries**

**Interim Condensed Consolidated Financial Statements
As at and for the Three-Month Period Ended 31 March 2014**

9 May 2014

This report contains the “Interim Condensed Consolidated Financial Statements and their explanatory notes” comprising 40 pages.

**TAV Havalimanları Holding A.Ş.
and its Subsidiaries**

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TAV Havalimanları Holding A.Ş. and its Subsidiaries

Interim Condensed Consolidated Statement of Financial Position

As at 31 March 2014

(Amounts expressed in thousands of Euro unless otherwise stated.)

	Notes	(Unaudited) 31 March 2014	31 December 2013
ASSETS			
Property and equipment		155,675	156,867
Intangible assets		19,114	19,748
Airport operation right	6	942,276	929,839
Equity-accounted investees	16	82,521	91,995
Other investments		16	24
Goodwill		136,149	136,149
Prepaid concession and rent expenses	7	154,565	55,644
Derivative financial instruments	12	-	65
Trade receivables		56,158	58,427
Non-current due from related parties	15	49	-
Other non-current assets		1,346	1,654
Deferred tax assets		78,105	72,207
Total non-current assets		1,625,974	1,522,619
Inventories		8,072	7,551
Prepaid concession and rent expenses	7	136,725	137,916
Derivative financial instruments	12	1,426	1,313
Trade receivables		74,869	73,540
Due from related parties	15	14,136	14,750
Other receivables and current assets		28,545	24,112
Cash and cash equivalents	8	145,732	97,822
Restricted bank balances	9	146,004	381,939
Total current assets		555,509	738,943
TOTAL ASSETS		2,181,483	2,261,562

The accompanying notes form an integral part of these consolidated financial statements.

TAV Havalimanları Holding A.Ş. and its Subsidiaries

Interim Condensed Consolidated Statement of Financial Position

As at 31 March 2014

(Amounts expressed in thousands of Euro unless otherwise stated.)

		(Unaudited)	
	Notes	31 March 2014	31 December 2013
EQUITY			
Share capital		162,384	162,384
Share premium		220,286	220,286
Legal reserves		83,254	78,416
Other reserves		(17,605)	(17,605)
Revaluation surplus		872	957
Purchase of shares of entities under common control		40,064	40,064
Cash flow hedge reserve		(76,794)	(68,660)
Translation reserves		(16,654)	(15,742)
Retained earnings		143,286	193,735
Total equity attributable to equity holders of the Company		539,093	593,835
Non-controlling interests		27,460	32,431
Total Equity		566,553	626,266
LIABILITIES			
Loans and borrowings	11	1,100,524	1,068,344
Reserve for employee severance indemnity		12,572	11,676
Due to related parties	15	1,606	10,289
Derivative financial instruments	12	135,618	121,506
Deferred income		23,480	23,923
Other payables		12,634	11,209
Deferred tax liabilities		4,130	3,886
Total non-current liabilities		1,290,564	1,250,833
Bank overdraft	8	2,249	1,610
Loans and borrowings	11	231,873	283,405
Trade payables		28,146	41,192
Due to related parties	15	10,520	9,046
Derivative financial instruments	12	46	1,018
Current tax liabilities		8,800	10,391
Other payables		26,942	20,719
Provisions		6,444	6,232
Deferred income		9,346	10,850
Total current liabilities		324,366	384,463
Total Liabilities		1,614,930	1,635,296
TOTAL EQUITY AND LIABILITIES		2,181,483	2,261,562

The accompanying notes form an integral part of these consolidated financial statements.

TAV Havalimanları Holding A.Ş. and its Subsidiaries

Interim Condensed Consolidated Statement of Comprehensive Income For the Three-Month Period Ended 31 March 2014

(Amounts expressed in thousands of Euro unless otherwise stated.)

	Notes	(Unaudited) 1 January- 31 March 2014	(Unaudited) 1 January- 31 March 2013
Construction revenue		22,943	51,681
Operating revenue		170,342	167,550
Other operating income		11,970	11,536
Construction expenditure		(22,943)	(51,681)
Cost of catering inventory sold		(7,219)	(6,109)
Cost of services rendered		(9,981)	(10,631)
Personnel expenses		(54,938)	(61,623)
Concession and rent expenses		(34,827)	(34,928)
Depreciation and amortisation expenses		(17,577)	(16,889)
Other operating expenses		(24,304)	(26,276)
Share of profit of equity-accounted investees, net of tax	16	8,385	6,166
Operating profit		41,851	28,796
Finance income		7,305	10,944
Finance costs		(23,569)	(22,059)
Net finance costs		(16,264)	(11,115)
Profit before tax		25,587	17,681
Tax expense		(9,173)	(4,635)
Profit for the period		16,414	13,046
Other comprehensive income			
Items that will not be reclassified to profit or loss:			
Revaluation of intangible assets		17	17
Defined benefit obligation actuarial differences		(1,142)	(1,588)
Other comprehensive income from equity accounted investees		83	(280)
Tax on defined benefit obligation actuarial differences		212	318
Total items that will not be reclassified to profit or loss		(830)	(1,253)
Items that are or may be reclassified subsequently to profit or loss:			
Effective portion of changes in fair value of cash flow hedges		(14,409)	17,075
Foreign currency translation differences for foreign operations		7,916	1,132
Other comprehensive income from equity accounted investees		(9,947)	767
Tax on cash flow hedge reserves		6,352	(3,610)
Total items that are or may be reclassified subsequently to profit or loss		(10,088)	15,364
Other comprehensive income for the period, net of tax		(10,918)	14,111
Total comprehensive income for the period		5,496	27,157

The accompanying notes form an integral part of these consolidated financial statements.

TAV Havalimanları Holding A.Ş. and its Subsidiaries

Interim Condensed Consolidated Statement of Comprehensive Income For the Three-Month Period Ended 31 March 2014

(Amounts expressed in thousands of Euro unless otherwise stated.)

	<u>Notes</u>	<u>(Unaudited) 1 January- 31 March 2014</u>	<u>(Unaudited) 1 January- 31 March 2013</u>
Profit attributable to:			
Owners of the Company		20,324	15,940
Non-controlling interest		(3,910)	(2,894)
Profit for the period		16,414	13,046
Total comprehensive income attributable to:			
Owners of the Company		10,467	28,479
Non-controlling interest		(4,971)	(1,322)
Total comprehensive income for the period		5,496	27,157
Weighted average number of shares outstanding		363,281,250	363,281,250
Basic and diluted earnings per share	10	0.06	0.04

The accompanying notes form an integral part of these consolidated financial statements.

TAV Havalimanları Holding A.Ş. and its Subsidiaries

Interim Condensed Consolidated Statement of Changes in Equity

For the Three-Month Period Ended 31 March 2014

(Amounts expressed in thousands of Euro unless otherwise stated.)

Note	Attributable to owners of the Company											Non-Controlling Interests	Total Equity
	Share Capital	Share Premium	Legal Reserves	Other Reserves	Revaluation Surplus	Purchase of Shares of Entities Under Common Control	Cash Flow Hedge Reserve	Translation Reserves	Retained Earnings	Total			
Balance at 1 January 2013 as previously reported	162,384	220,286	54,744	(17,605)	1,299	40,064	(95,703)	(3,191)	142,056	504,334	32,434	536,768	
Changes in accounting policies	-	-	-	-	-	-	-	(26)	1,316	1,290	-	1,290	
Balance at 1 January 2013 as restated	162,384	220,286	54,744	(17,605)	1,299	40,064	(95,703)	(3,217)	143,372	505,624	32,434	538,058	
Total comprehensive income for the period													
Profit for the period	-	-	-	-	-	-	-	-	15,940	15,940	(2,894)	13,046	
Other comprehensive income													
Revaluation of intangible assets	-	-	-	-	(85)	-	-	-	102	17	-	17	
Effective portion of changes in fair value of cash flow hedges, net of tax	-	-	-	-	-	-	12,747	-	-	12,747	718	13,465	
Defined benefit obligation actuarial differences, net of tax	-	-	-	-	-	-	-	-	(1,137)	(1,137)	(133)	(1,270)	
Foreign currency translation differences for foreign operations	-	-	-	-	-	-	-	912	-	912	987	1,899	
Total other comprehensive income	-	-	-	-	(85)	-	12,747	912	(1,035)	12,539	1,572	14,111	
Total comprehensive income for the period	-	-	-	-	(85)	-	12,747	912	14,905	28,479	(1,322)	27,157	
Transfers	-	-	18,066	-	-	-	-	-	(18,066)	-	-	-	
Balance at 31 March 2013	162,384	220,286	72,810	(17,605)	1,214	40,064	(82,956)	(2,305)	140,211	534,103	31,112	565,215	
Balance at 1 January 2014	162,384	220,286	78,416	(17,605)	957	40,064	(68,660)	(15,742)	193,735	593,835	32,431	626,266	
Total comprehensive income for the period													
Profit for the period	-	-	-	-	-	-	-	-	20,324	20,324	(3,910)	16,414	
Other comprehensive income													
Revaluation of intangible assets	-	-	-	-	(85)	-	-	-	102	17	-	17	
Effective portion of changes in fair value of cash flow hedges, net of tax	-	-	-	-	-	-	(8,134)	-	-	(8,134)	(777)	(8,911)	
Defined benefit obligation actuarial differences, net of tax	-	-	-	-	-	-	-	-	(828)	(828)	(19)	(847)	
Foreign currency translation differences for foreign operations	-	-	-	-	-	-	-	(912)	-	(912)	(265)	(1,177)	
Total other comprehensive income	-	-	-	-	(85)	-	(8,134)	(912)	(726)	(9,857)	(1,061)	(10,918)	
Total comprehensive income for the period	-	-	-	-	(85)	-	(8,134)	(912)	19,598	10,467	(4,971)	5,496	
Transactions with owners of the Company, recognised directly in equity Contributions by and distributions to owners of the Company													
Dividend distributions	-	-	-	-	-	-	-	-	(65,209)	(65,209)	-	(65,209)	
Total transactions with owners of the Company	-	-	-	-	-	-	-	-	(65,209)	(65,209)	-	(65,209)	
Transfers	-	-	4,838	-	-	-	-	-	(4,838)	-	-	-	
Balance at 31 March 2014	162,384	220,286	83,254	(17,605)	872	40,064	(76,794)	(16,654)	143,286	539,093	27,460	566,553	

The accompanying notes form an integral part of these consolidated financial statements.

TAV Havalimanları Holding A.Ş. and its Subsidiaries

Interim Condensed Consolidated Statement of Cash Flows For the Three-Month Period Ended 31 March 2014

(Amounts expressed in thousands of Euro unless otherwise stated.)

	Notes	(Unaudited) 1 January- 31 March 2014	(Unaudited) 1 January- 31 March 2013
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit for the period		16,414	13,046
Adjustments for:			
Amortisation of airport operation right	6	10,274	10,004
Depreciation of property and equipment		6,268	5,800
Amortisation of intangible assets		1,034	1,085
Concession and rent expenses		34,827	34,928
Provision for employee severance indemnity		1,291	483
Provision for doubtful receivables		20	45
Discount on receivables and payables, net		27	(16)
Gain on sale of property and equipment		(40)	(65)
Provision set/(released) for unused vacation		556	(400)
Interest income		(3,442)	(2,639)
Interest expense on financial liabilities		20,381	19,683
Tax expense		9,173	4,635
Unwinding of discount on concession receivable		(3,882)	(3,298)
Share of profit of equity-accounted investees, net of tax		(8,385)	(6,166)
Unrealised foreign exchange differences on statement of financial position items		(2,140)	4,128
Cash flows from operating activities		82,376	81,253
Change in current trade receivables		(1,393)	870
Change in non-current trade receivables		6,149	7,656
Change in inventories		(529)	(444)
Change in due from related parties		615	16,363
Change in restricted bank balances		92,689	98,229
Change in other receivables and current assets		(990)	(7,333)
Change in trade payables		(13,020)	(6,343)
Change in due to related parties		(7,259)	(9,855)
Change in other payables and provisions		4,914	6,988
Change in other long term assets		311	(23)
Additions to prepaid concession and rent expenses	7	(131,772)	(136,433)
Cash provided from operations		32,091	50,928
Income taxes paid		(9,919)	(7,757)
Interest paid		(18,650)	(15,821)
Retirement benefits paid		(1,233)	(1,104)
Dividends from equity-accounted investees		16,567	16,760
Net cash provided from operating activities		18,856	43,006

The accompanying notes form an integral part of these consolidated financial statements.

TAV Havalimanları Holding A.Ş. and its Subsidiaries

Interim Condensed Consolidated Statement of Cash Flows For the Three-Month Period Ended 31 March 2014

(Amounts expressed in thousands of Euro unless otherwise stated.)

	<u>Notes</u>	<u>(Unaudited) 1 January- 31 March 2014</u>	<u>(Unaudited) 1 January- 31 March 2013</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Interest received		3,122	2,635
Proceeds from sale of property, equipment and intangible assets		525	338
Acquisition of property and equipment		(5,685)	(3,889)
Additions to airport operation right	6	(18,651)	(51,559)
Acquisition of intangible assets		(414)	(512)
Net cash used in investing activities		<u>(21,103)</u>	<u>(52,987)</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Proceeds from borrowings		65,803	38,401
Repayment of borrowings		(89,690)	(57,156)
Change in restricted bank balances		140,125	123,831
Non-controlling interest change		(262)	996
Dividends paid		(65,209)	-
Change in finance lease liabilities		(1,249)	(602)
Net cash provided from financing activities		<u>49,518</u>	<u>105,470</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS		<u>47,271</u>	<u>95,489</u>
CASH AND CASH EQUIVALENTS AT 1 JANUARY	8	<u>96,212</u>	<u>38,066</u>
CASH AND CASH EQUIVALENTS AT 31 MARCH	8	<u>143,483</u>	<u>133,555</u>

The accompanying notes form an integral part of these consolidated financial statements.

TAV Havalimanları Holding A.Ş. and its Subsidiaries

Notes to the Interim Condensed Consolidated Financial Statements

As at and for the three-month period ended 31 March 2014

(Amounts expressed in thousands of Euro unless otherwise stated. Currencies other than Euro also expressed in thousands unless otherwise stated.)

Notes to the interim condensed consolidated financial statements

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TAV Havalimanları Holding A.Ş. and its Subsidiaries

Notes to the Interim Condensed Consolidated Financial Statements As at and for the three-month period ended 31 March 2014

(Amounts expressed in thousands of Euro unless otherwise stated. Currencies other than Euro also expressed in thousands unless otherwise stated.)

1. REPORTING ENTITY

TAV Havalimanları Holding A.Ş. (“TAV”, “TAV Holding” or “the Company”) was established in 1997 under the name of Tepe Akfen Vie Yatırım Yapım ve İşletme A.Ş. in Turkey for the purpose of reconstructing the İstanbul Atatürk Airport (International Lines Building) and operating it for a limited period of 66 months. On 7 August 2006, the Company’s name has been changed to TAV Havalimanları Holding A.Ş.. The address of the Company’s registered office is İstanbul Atatürk Havalimanı Dış Hatlar Terminali 34149 Yeşilköy, İstanbul, Turkey.

The Company is listed in Borsa İstanbul since 23 February 2007 and the Company’s shares are traded as “TAVHL”.

The interim condensed consolidated financial statements of the Company as at and for the period ended 31 March 2014 comprise the Company and its subsidiaries (together referred to as the “Group” and individually as “Group entities”) and the Group’s interests in joint ventures. Changes in ownership interest percentages of the Company’s subsidiaries since 31 December 2013 are as follows:

Name of Subsidiary	Principal Activity	Place of operation	31 March 2014		31 December 2013	
			Ownership interest %	Voting power held %	Ownership interest %	Voting power held %
TAV Bilişim Hizmetleri A.Ş. (“TAV Bilişim”)	Software and System Services	Turkey	100.00	100.00	98.53	98.53
BTA Tedarik Dağıtım ve Ticaret A.Ş. (“BTA Tedarik”)	Food and Beverage Services	Turkey	100.00	100.00	-	-

Changes in ownership interest percentages of the Company’s associates since 31 December 2013 are as follows:

Name of Associates	Principal Activity	Place of operation	31 March 2014		31 December 2013	
			Ownership interest %	Voting power held %	Ownership interest %	Voting power held %
Medunarodna Zračna Luka Zagreb d.d. (“MZLZ”)	Airport Operator	Croatia	15.00	15.00	-	-
Upraviteli Zračne Luke Zagreb d.o.o (“MZLZ Operation”)	Airport Operator	Croatia	15.00	15.00	-	-

Description of Operations

The Group and its joint ventures’ core businesses are related to the construction of terminal buildings, management and operation of terminals or airports. TAV Esenboğa, TAV İzmir and TAV Gazipaşa enter into Build Operate Transfer agreements (“BOT”) with Devlet Hava Meydanları İşletmesi Genel Müdürlüğü (General Directorate of State Airports Authority) (“DHMI”), TAV Tbilisi with JSC Tbilisi International Airport (“JSC”), TAV Batumi with Georgian Ministry of Economic Development (“GMED”), TAV Tunisia with Tunisian Airport Authority (Office De L’Aviation Civil Et Des Aeroports) (“OACA”), Ministry of Transport (“MOT”) and TAV Macedonia with Macedonian Ministry of Transportation and Communication (“MOTC”). Tibah Development enter into Build – Transfer – Operate (“BTO”) Agreements with General Authority of Civil Aviation (“GACA”). TAV Ege enter into concession agreement with DHMI. Under these agreements, the Group agrees to build or renovate or manage an airport or terminal within a specified period of time and in exchange receives the right to operate the airport and terminal for a preestablished period of time. At the end of the contracts, the Group will transfer the ownership of the terminal buildings or airports back to the related public authority, DHMI, JSC, GMED, OACA, MOT, MOTC and GACA accordingly. Group also signs separate contracts related with the airport operations.

On 21 March 2014, the Company has been awarded the tender held by DHMI for the operation rights of the Milas-Bodrum Airport for 20 years. The total concession amount is EUR 717,000 plus VAT.

The new domestic terminal of Adnan Menderes Airport is inaugurated in March 2014.

TAV Havalimanları Holding A.Ş. and its Subsidiaries

Notes to the Interim Condensed Consolidated Financial Statements

As at and for the three-month period ended 31 March 2014

(Amounts expressed in thousands of Euro unless otherwise stated. Currencies other than Euro also expressed in thousands unless otherwise stated.)

1. REPORTING ENTITY (continued)

Seasonality of Operations

Due to seasonal nature of operations, higher revenues and operating profits are usually expected in the second half of the year rather than in the first six months. Higher sales during the period June to August are mainly attributed to the increased number of passengers during the peak season.

The Group employs 13,571 (average: 13,425) people as at 31 March 2014 (31 December 2013: 13,370 (average: 13,598) people).

2. BASIS OF PREPARATION

a) Statement of compliance

The interim condensed consolidated financial statements have been prepared in accordance with IAS 34 *Interim Financial Reporting*.

The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements as at 31 December 2013.

The interim condensed consolidated financial statements were authorized for issue by the Board of Directors on 9 May 2014. The power to change the interim condensed consolidated financial statements after the issuing of the interim condensed consolidated financial statements is held by the General Assembly.

b) Basis of measurement

The interim condensed consolidated financial statements have been prepared on the historical cost basis except for derivative financial instruments which are measured at fair value.

The methods used to measure fair values are discussed further in Note 4.

c) Functional and presentation currency

TAV Holding and its subsidiaries operating in Turkey maintain their books of account and prepare their statutory financial statements in Turkish Lira ("TRL") in accordance with the accounting principles as promulgated by the Turkish Commercial Code and tax legislation. The foreign subsidiaries and joint ventures maintain their books of account in accordance with the laws and regulations in force in the countries in which they are registered. The accompanying interim condensed consolidated financial statements are presented in EUR, which is the functional currency of TAV Group.

Although the currency of the country in which the majority of the Group entities are domiciled is TRL, most of the Group entities' functional currencies are EUR.

The functional currencies of the Group entities and joint ventures are consistent with the Group's annual consolidated financial statements for the year ended 31 December 2013. The functional currencies of the Group entities formed after 31 December 2013 are as follows:

<u>Company</u>	<u>Functional Currency</u>
BTA Tedarik	TRL
MZLZ	EUR
MZLZ Operation	EUR

All financial information presented in EUR has been rounded to the nearest thousands, except when otherwise indicated.

TAV Havalimanları Holding A.Ş. and its Subsidiaries

Notes to the Interim Condensed Consolidated Financial Statements As at and for the three-month period ended 31 March 2014

(Amounts expressed in thousands of Euro unless otherwise stated. Currencies other than Euro also expressed in thousands unless otherwise stated.)

2. BASIS OF PREPARATION (continued)

The foreign currency exchange rates as of the related periods are as follows:

	<u>1 Euro Equivalent</u>	
	<u>31 March 2014</u>	<u>31 December 2013</u>
TRL	3.0072	2.9365
GEL	2.4001	2.3891
TND	2.1821	2.2663
MKD	61.7010	61.5113
SEK	8.9482	8.9430
USD	1.3733	1.3759
SAR	5.1574	5.1623

3. CHANGES IN ACCOUNTING POLICIES

The accounting policies adopted in the preparation of the interim condensed consolidated financial statements as at 31 March 2014 are consistent with those followed in the preparation of the Group's annual consolidated financial statements for the year ended 31 December 2013, except for the adoption of new and amended IFRS and IFRIC interpretations effective as of 1 January 2014. The effects of these standards and interpretations on the Group's financial position and performance have been disclosed in the related paragraphs.

a) The new standards, amendments and interpretations which are effective as at 1 January 2014

IAS 32 *Financial Instruments: Presentation - Offsetting Financial Assets and Financial liabilities (Amended)*

The amendments clarify the meaning of "currently has a legally enforceable right to set-off" and also clarify the application of the IAS 32 offsetting criteria to settlement systems (such as central clearing house systems) which apply gross settlement mechanisms that are not simultaneous. These amendments are to be retrospectively applied for annual periods beginning on or after 1 January 2014. These amendments did not have an impact on the interim condensed consolidated financial statements of the Group.

IFRIC 21 *Levies*

The interpretation clarifies that an entity recognizes a liability for a levy when the activity that triggers payment, as identified by the relevant legislation, occurs. It also clarifies that a levy liability is accrued progressively only if the activity that triggers payment occurs over a period of time, in accordance with the relevant legislation. For a levy that is triggered upon reaching a minimum threshold, the interpretation clarifies that no liability should be recognized before the specified minimum threshold is reached. The interpretation is effective for annual periods beginning on or after 1 January 2014, with early application permitted. Retrospective application of this interpretation is required. The interpretation is not applicable for the Group and did not have any impact on the financial position or performance of the Group.

Amendments to IAS 36 - (Recoverable Amount Disclosures for Non-Financial assets)

As a consequential amendment to IFRS 13 *Fair Value Measurement*, some of the disclosure requirements in IAS 36 *Impairment of Assets* regarding measurement of the recoverable amount of impaired assets have been modified. The amendments required additional disclosures about the measurement of impaired assets (or a group of assets) with a recoverable amount based on fair value less costs of disposal. The amendments are to be applied retrospectively for annual periods beginning on or after 1 January 2014. These amendments did not have an impact on the interim condensed consolidated financial statements of the Group.

TAV Havalimanları Holding A.Ş. and its Subsidiaries

Notes to the Interim Condensed Consolidated Financial Statements As at and for the three-month period ended 31 March 2014

(Amounts expressed in thousands of Euro unless otherwise stated. Currencies other than Euro also expressed in thousands unless otherwise stated.)

3. CHANGES IN ACCOUNTING POLICIES (continued)

a) The new standards, amendments and interpretations which are effective as at 1 January 2014 (continued)

Amendments to IAS 39 - Novation of Derivatives and Continuation of Hedge Accounting

Amendments to IAS 39 *Financial Instruments: Recognition and Measurement*, provides a narrow exception to the requirement for the discontinuation of hedge accounting in circumstances when a hedging instrument is required to be novated to a central counterparty as a result of laws or regulations. The amendments are to be applied retrospectively for annual periods beginning on or after 1 January 2014. These amendments did not have an impact on the interim condensed consolidated financial statements of the Group.

IFRS 10 Consolidated Financial Statements (Amendment)

IFRS 10 is amended to provide an exception to the consolidation requirement for entities that meet the definition of an investment entity. The exception to consolidation requires investment entities to account for subsidiaries at fair value through profit or loss in accordance with IFRS. The amendments are to be applied retrospectively for annual periods beginning on or after 1 January 2014. This amendment does not have any impact on the financial position or performance of the Group.

b) Standards issued but not yet effective and not early adopted

Standards, interpretations and amendments to existing standards that are issued but not yet effective up to the date of issuance of the interim condensed consolidated financial statements are as follows. The Group will make the necessary changes if not indicated otherwise, which will be affecting the interim condensed consolidated financial statements and disclosures, when the new standards and interpretations become effective.

IFRS 9 Financial Instruments – Classification and measurement

As amended in December 2012, the new standard is effective for annual periods beginning on or after 1 January 2015. Phase 1 of this new IFRS introduces new requirements for classifying and measuring financial instruments. The amendments made to IFRS 9 will mainly affect the classification and measurement of financial assets and measurement of fair value option (“FVO”) liabilities and requires that the change in fair value of a FVO financial liability attributable to credit risk is presented under other comprehensive income. Early adoption is permitted. The Group does not plan to adopt this standard early and the extent of the impact has not been determined yet.

IAS 19 Defined Benefit Plans: Employee Contributions (Amendment)

IAS 19 requires an entity to consider contributions from employees or third parties when accounting for defined benefit plans. The amendments clarify that, if the amount of the contributions is independent of the number of years of service, an entity is permitted to recognise such contributions as a reduction in the service cost in the period in which the service is rendered, instead of allocating the contributions to the periods of service. These amendments are to be retrospectively applied for annual periods beginning on or after 1 July 2014. The amendments will not have an impact on the financial position or performance of the Group.

Improvements to IFRSs

In December 2013, the IASB issued two cycles of Annual Improvements to IFRSs – 2010–2012 Cycle and IFRSs – 2011–2013 Cycle. Other than the amendments that only affect the standards’ Basis for Conclusions, the changes are effective for annual reporting periods beginning on or after 1 July 2014.

The Group does not expect that these amendments will have significant impact on the financial position or performance of the Group.

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4. DETERMINATION OF FAIR VALUES

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

i) Property and equipment:

The fair value of property and equipment recognised as a result of a business combination is the estimated amount for which a property could be exchanged on the date of acquisition between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably and willingly. The fair value of items of equipment, fixtures and fittings is based on the market approach and cost approaches using quoted market prices for similar items when available and depreciated replacement cost when appropriate. Depreciated replacement cost reflects adjustments for physical deterioration as well as functional and economic obsolescence.

ii) Intangible assets:

The fair value of intangible assets is based on the discounted cash flows expected to be derived from the use and eventual sale of the assets.

The fair values of customer relationship and DHMİ licence acquired in a business combination are determined according to the excess earnings method and depreciated replacement cost approach, respectively.

The airport operation right as an intangible asset is initially recognised at cost, being the fair value of consideration transferred to acquire the asset, which is the fair value of the consideration received or receivable for the construction services delivered less any financial asset recognised. The fair value of the consideration received or receivable for the construction services delivered includes a mark-up on the actual costs incurred to reflect a margin consistent with other similar construction work. Mark-up rates for TAV İzmir, TAV Esenboğa, TAV Gazipaşa, TAV Macedonia and TAV Ege are 0%, TAV Tbilisi and TAV Tunisia are 15% and %5 respectively.

iii) Trade and other receivables:

The fair value of trade and other receivables is estimated as the present value of future cash flows discounted at the market rate of interest at the reporting date. Short-term receivables with no stated interest rate are measured at the original invoice amount if the effect of discounting is immaterial. This fair value is determined for disclosure purposes or when acquired in a business combination.

iv) Derivatives:

The fair value is estimated by discounting the difference between the contractual forward price and the current forward price for the residual maturity of the contract using a risk-free interest rate (based on government bonds) or option pricing models.

The fair value of interest rate swaps is based on broker quotes. Those quotes are tested for reasonableness by discounting estimated future cash flows based on the terms and maturity of each contract and using market interest rates for a similar instrument at the measurement date.

Fair values reflect the credit risk of the instrument and include adjustments to take account of the credit risk of the Group entity and counterparty when appropriate.

v) Other non-derivative financial liabilities:

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

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4. DETERMINATION OF FAIR VALUES (continued)

Fair value hierarchy:

The table below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.
- Level 3: unobservable inputs for the asset or liability.

31 March 2014	Level 1	Level 2	Level 3
Interest rate swap	-	(124,580)	-
Cross currency swap	-	(11,038)	-
Forward	-	1,380	-
	<u>-</u>	<u>(134,238)</u>	<u>-</u>
31 December 2013	Level 1	Level 2	Level 3
Interest rate swap	-	(111,017)	-
Cross currency swap	-	(10,424)	-
Forward	-	295	-
	<u>-</u>	<u>(121,146)</u>	<u>-</u>

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5. OPERATING SEGMENTS

Operating Segments:

For management purposes, the Group and its joint ventures are currently organised into four reportable segments; Terminal Operations, Catering Operations, Duty Free Operations, Ground Handling and Bus Operations. These reportable segments are the basis on which the Group reports its primary segment information, the principal activities of each are as follows:

- **Terminal operations:** Operating terminal buildings, car parks and general aviation terminals, the Group companies included in this segment are TAV İstanbul, TAV Esenboğa, TAV İzmir, TAV Ege, TAV Gazipaşa, TAV Tunisia, TAV Batumi, TAV Tbilisi, Batumi Airport LLC, TAV Macedonia, Tibah Development, Tibah Operation, MZLZ and MZLZ Operation. TAV Tbilisi, TAV Batumi, TAV Tunisia, TAV Gazipaşa, TAV Macedonia and MZLZ also include the ground handling operations, and parking-apron-taxi ways as they are not outsourced and are run by the airport.
- **Catering operations:** Managing all food and beverage operations of the terminal, both for the passengers and the terminal personnel, and ferry ports which is run by BTA, BTA Georgia, BTA Tunisia, BTA Macedonia, Cakes & Bakes, BTU Lokum, BTU Gıda, BTA Denizyolları and BTA Tedarik.
- **Duty free operations:** Sales of duty free goods for the international arriving and departing passengers. The Group operates its duty free services through ATÜ, ATÜ Georgia, ATÜ Tunisia, ATÜ Macedonia and ATÜ Latvia.
- **Ground handling and bus operations:** Providing traffic, ramp, flight operation, cargo and all other ground handling services for domestic and international flights under the Civil Aviation Legislation License. The Group operates the ground handling services through HAVAŞ, CAS, TAV Gözen, TGS, SAUDI HAVAŞ, HAVAŞ Europe, HAVAŞ Europe Helsinki, HAVAŞ Europe Stockholm and HAVAŞ Germany. HYT İzmir, HYT Muğla and HYT Samsun provides bus operations. HAVAŞ also provides bus operations.
- **Other:** Providing lounge services, IT, security and education services, the Group companies included in this segment are TAV Holding, TAV İşletme, TAV İşletme Georgia, TAV İşletme Tunisia, TAV İşletme Tunisia Plus, TAV İşletme Macedonia, TAV Bilişim, TAV Güvenlik, TAV Latvia, TAV Aviation Minds, TAV Akademi, Aviator Netherlands and ZAIC-A.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment operating profit, as included in the internal management reports that are reviewed by the Group's Management. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries. Inter-segment pricing is determined on arm's length basis.

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5. SEGMENT REPORTING (continued)

Operating Segments (continued)

	Three-month period ended 31 March											
	Terminal Operations		Catering Operations		Duty Free Operations		Ground Handling and Bus Operations		Other Operations		Total	
	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013	2014	2013
Total external revenues	108,437	103,396	20,791	19,858	55,164	60,093	44,246	44,415	6,152	5,005	234,790	232,767
Inter-segment revenue	32,071	33,468	4,276	4,205	-	-	80	83	5,282	5,326	41,709	43,082
Construction revenue	64,992	70,663	-	-	-	-	-	-	-	-	64,992	70,663
Construction expenditure	(64,992)	(70,663)	-	-	-	-	-	-	-	-	(64,992)	(70,663)
Interest income	2,484	2,485	78	48	211	295	121	87	3,735	2,161	6,629	5,076
Interest expense	(17,211)	(17,125)	(140)	(51)	(116)	(335)	(1,400)	(1,757)	(4,434)	(2,935)	(23,301)	(22,203)
Depreciation and amortisation	(14,682)	(13,925)	(841)	(792)	(452)	(289)	(2,745)	(2,803)	(478)	(493)	(19,198)	(18,302)
Reportable segment operating profit	38,443	31,313	322	1,268	4,711	5,958	2,469	(4,187)	(1,065)	(3,869)	44,880	30,483
Capital expenditure	66,778	75,891	2,214	1,211	1,377	568	2,193	1,670	256	420	72,818	79,760
	As at 31 March 2014 and 31 December 2013											
	Terminal Operations		Catering Operations		Duty Free Operations		Ground Handling and Bus Operations		Other Operations		Total	
	31 March 2014	31 December 2013	31 March 2014	31 December 2013	31 March 2014	31 December 2013	31 March 2014	31 December 2013	31 March 2014	31 December 2013	31 March 2014	31 December 2013
Reportable segment assets	1,930,266	1,989,076	33,635	29,034	36,602	37,619	136,087	145,142	296,761	251,465	2,433,351	2,452,336
Other investments	-	-	-	-	-	-	-	-	27	36	27	36
Reportable segment liabilities	1,456,494	1,405,241	22,253	18,012	31,902	25,156	97,070	105,025	260,137	273,648	1,867,856	1,827,082

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5. OPERATING SEGMENTS (continued)

Reconciliations of reportable segment revenues, profit before tax, assets and liabilities and other material items

Revenues	1 January- 31 March 2014	1 January- 31 March 2013
Total revenue for reportable segments	330,057	336,181
Other revenue	11,434	10,331
Elimination of inter-segment revenue	(41,709)	(43,082)
	299,782	303,430
Effect of using the equity method for joint ventures	(106,497)	(84,199)
Consolidated revenue	193,285	219,231
	1 January- 31 March 2014	1 January- 31 March 2013
Operating profit		
Segment operating profit	45,945	34,352
Other operating loss	(1,065)	(3,869)
Elimination of inter-segment operating loss	(512)	(205)
	44,368	30,278
Effect of using the equity method for joint ventures	(2,517)	(1,482)
Consolidated operating profit	41,851	28,796
Finance income	7,305	10,944
Finance expense	(23,569)	(22,059)
Consolidated profit before tax	25,587	17,681
	31 March 2014	31 December 2013
Assets		
Total assets for reportable segments	2,136,590	2,200,871
Other assets	296,761	251,465
	2,433,351	2,452,336
Effect of using the equity method for joint ventures	(251,868)	(190,774)
Consolidated total assets	2,181,483	2,261,562
	31 March 2014	31 December 2013
Liabilities		
Total liabilities for reportable segments	1,607,719	1,553,434
Other liabilities	260,137	273,648
	1,867,856	1,827,082
Effect of using the equity method for joint ventures	(252,926)	(191,786)
Consolidated total liabilities	1,614,930	1,635,296

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5. OPERATING SEGMENTS (continued)

	1 January- 31 March 2014	1 January- 31 March 2013
Interest income		
Total interest income for reportable segments	2,894	2,915
Other interest income	3,735	2,161
Elimination of inter-segment interest income	(2,976)	(2,285)
	3,653	2,791
Effect of using the equity method for joint ventures	(211)	(152)
Consolidated interest income	3,442	2,639
	1 January- 31 March 2014	1 January- 31 March 2013
Interest expense		
Total interest expense for reportable segments	(18,867)	(19,268)
Other interest expense	(4,434)	(2,935)
Elimination of inter-segment interest expense	2,866	2,270
	(20,435)	(19,933)
Effect of using the equity method for joint ventures	54	250
Consolidated interest expense	(20,381)	(19,683)

Geographical information

The main geographical segments of the Group and its joint ventures are comprised of Turkey, Tunisia, Georgia, Macedonia and Saudi Arabia.

In presenting information on the basis of geographical segments, segment revenue is based on the geographical location of revenue. Segment assets are based on the geographical location of the assets.

	1 January- 31 March 2014	1 January- 31 March 2013
Revenue		
Turkey	230,459	259,985
Saudi Arabia	53,315	27,884
Georgia	6,711	6,265
Tunisia	4,385	4,137
Macedonia	3,487	3,419
Other	1,425	1,740
	299,782	303,430
Effect of using the equity method for joint ventures	(106,497)	(84,199)
Consolidated revenue	193,285	219,231

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5. OPERATING SEGMENTS (continued)

Non-current assets	31 March 2014	31 December 2013
Turkey	961,553	847,293
Tunisia	501,497	501,096
Saudi Arabia	199,582	157,576
Macedonia	75,534	76,702
Georgia	63,549	64,966
Other	3,425	2,738
	1,805,140	1,650,371
Effect of using the equity method for joint ventures	(179,166)	(127,752)
Consolidated non-current assets	1,625,974	1,522,619

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6. AIRPORT OPERATION RIGHT

	Ankara Esenboğa International Airport	International Terminal of İzmir Adnan Menderes International Airport	Tbilisi International Airport	Enfidha International Airport	Antalya Gazipaşa Airport	Skopje International Airport	Domestic Terminal of İzmir Adnan Menderes International Airport	Total
Cost								
Balance at 1 January 2013	111,500	80,469	90,198	515,959	21,768	86,736	38,549	945,179
Effect of movements in exchange rates	-	-	2,463	-	-	-	-	2,463
Additions (*)	-	-	-	-	-	-	51,681	51,681
Balance at 31 March 2013	111,500	80,469	92,661	515,959	21,768	86,736	90,230	999,323
Balance at 1 January 2014	111,500	80,469	82,397	515,959	21,768	86,736	248,906	1,147,735
Effect of movements in exchange rates	-	-	(379)	-	-	-	-	(379)
Additions (*)	-	-	-	-	-	-	22,943	22,943
Balance at 31 March 2014	111,500	80,469	82,018	515,959	21,768	86,736	271,849	1,170,299

(*) Borrowing costs amounting to EUR 4,292 are capitalised on airport operation right in 2014 (31 March 2013: EUR 122). The capitalisation rate used to determine the amount of borrowing costs eligible for capitalisation is 100%.

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6. AIRPORT OPERATION RIGHT (continued)

	Ankara Esenboğa International Airport	İzmir Adnan Menderes International Airport	Tbilisi International Airport	Enfidha International Airport	Antalya Gazipaşa Airport	Skopje International Airport	Domestic Terminal of İzmir Adnan Menderes International Airport	Total
<u>Accumulated amortisation</u>								
Balance at 1 January 2013	41,697	61,165	29,992	39,402	2,199	6,309	-	180,764
Effect of movements in exchange rates	-	-	851	-	-	-	-	851
Amortisation for the period	1,679	2,440	1,072	3,431	226	1,156	-	10,004
Balance at 31 March 2013	43,376	63,605	31,915	42,833	2,425	7,465	-	191,619
Balance at 1 January 2014	48,412	70,924	31,327	53,125	3,116	10,992	-	217,896
Effect of movements in exchange rates	-	-	(147)	-	-	-	-	(147)
Amortisation for the period	1,679	2,440	978	3,431	226	1,156	364	10,274
Balance at 31 March 2014	50,091	73,364	32,158	56,556	3,342	12,148	364	228,023
Carrying amounts								
At 31 March 2013	68,124	16,864	60,746	473,126	19,343	79,271	90,230	807,704
At 31 December 2013	63,088	9,545	51,070	462,834	18,652	75,744	248,906	929,839
At 31 March 2014	61,409	7,105	49,860	459,403	18,426	74,588	271,485	942,276

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7. PREPAID CONCESSION AND RENT EXPENSES

An analysis of the Group's prepaid rent expenses as at 31 March 2014, 31 December 2013 and 31 March 2013 are as follows:

<u>31 March 2014</u>	<u>Concession and rent</u>	<u>Prepaid development expenditures</u>	<u>Total</u>
Balance at 31 December 2013	171,970	21,590	193,560
Concession and rent payments	131,772	-	131,772
Current period rent expense – TAV İstanbul	(31,104)	(759)	(31,863)
Current period concession expense – TAV Ege	(2,179)	-	(2,179)
Balance at 31 March 2014	270,459	20,831	291,290
Represented as current prepaid concession and rent expense	133,646	3,079	136,725
Represented as non-current prepaid concession and rent expense	136,813	17,752	154,565
	<u>Concession and rent</u>	<u>Prepaid development expenditures</u>	<u>Total</u>
<u>31 December 2013</u>			
Balance at 31 December 2012	170,078	24,669	194,747
Concession and rent payments	136,433	-	136,433
Current year rent expense – TAV İstanbul	(125,827)	(3,079)	(128,906)
Current year concession expense – TAV Ege	(8,714)	-	(8,714)
Balance at 31 December 2013	171,970	21,590	193,560
Represented as current prepaid concession and rent expense	134,837	3,079	137,916
Represented as non-current prepaid concession and rent expense	37,133	18,511	55,644
	<u>Concession and rent</u>	<u>Prepaid development expenditures</u>	<u>Total</u>
<u>31 March 2013</u>			
Balance at 31 December 2012	170,078	24,669	194,747
Concession and rent payments	136,433	-	136,433
Current period rent expense – TAV İstanbul	(30,860)	(759)	(31,619)
Current period concession expense – TAV Ege	(2,179)	-	(2,179)
Balance at 31 March 2013	273,472	23,910	297,382
Represented as current prepaid concession and rent expense	134,786	3,078	137,864
Represented as non-current prepaid concession and rent expense	138,686	20,832	159,518

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8. CASH AND CASH EQUIVALENTS

At 31 March 2014 and 31 December 2013, cash and cash equivalents comprised the following:

	31 March 2014	31 December 2013
Cash on hand	677	577
Cash at banks		
- Demand deposits	30,690	41,812
- Time deposits	113,387	54,654
Other liquid assets	978	779
Cash and cash equivalents	145,732	97,822
Bank overdrafts used for cash management purposes	(2,249)	(1,610)
Cash and cash equivalents in the statement of cash flows	143,483	96,212

9. RESTRICTED BANK BALANCES

At 31 March 2014 and 31 December 2013, restricted bank balances comprised the following:

	31 March 2014	31 December 2013
Project reserve and funding accounts (*)	144,875	370,681
Cash collaterals (**)	1,129	11,258
	146,004	381,939

(*) Certain subsidiaries, namely TAV İstanbul, TAV Esenboğa, TAV Tunisia, TAV Macedonia and TAV Ege and (“the Borrowers”) opened Project Accounts designated mainly in order to reserve required amount of debt services, lease payment to DHMİ based on agreements with their lenders. Based on these agreements, the Group can access and use such restricted cash as per the conditions and cascade defined in respective loan agreements. The project accounts should be used for predetermined purposes, such as, operational expenses, loan repayments or rent payments to airport administrations, tax payments, debt service, etc.

(**) Cash collaterals include the time deposit provided by HAVAŞ as guarantee for its bank loan.

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10. EARNINGS PER SHARE

The calculation of basic and diluted EPS at 31 March 2014 was based on the profit attributable to ordinary shareholders of EUR 20,324 (31 March 2013: EUR 15,940) and a weighted average number of ordinary shares outstanding of 363,281,250 (31 March 2013: 363,281,250), as follows:

	1 January- 31 March 2014	1 January- 31 March 2013
Numerator:		
Profit for the period attributable to owners of the Company	20,324	15,940
Denominator:		
Weighted average number of shares	363,281,250	363,281,250
Basic and diluted profit per share (full EUR)	0.06	0.04
	1 January- 31 March 2014	1 January- 31 March 2013
Issued ordinary shares at 1 January	363,281,250	363,281,250
Effect of shares issued during the year	-	-
Weighted average number of ordinary shares	363,281,250	363,281,250

11. LOANS AND BORROWINGS

This note provides information about the contractual terms of the Group's interest-bearing loans and borrowings, which are measured at amortised cost. For more information about the Group's exposure to foreign currency risk arising from these loans and borrowings, see Note 13.

	31 March 2014	31 December 2013
Non-current liabilities		
Secured bank loans (*)	958,417	965,845
Unsecured bank loans	139,719	99,542
Finance lease liabilities	2,388	2,957
	1,100,524	1,068,344
Current liabilities		
Current portion of long term secured bank loans (*)	125,176	123,401
Short term unsecured bank loans	82,466	135,885
Short term secured bank loans	12,502	16,344
Current portion of long term unsecured bank loans	10,364	5,730
Current portion of finance lease liabilities	1,365	2,045
	231,873	283,405

(*) Secured bank loans mainly consist of project finance loans that have been secured by pledges.

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11. LOANS AND BORROWINGS (continued)

The Group's total bank loans and finance lease liabilities as at 31 March 2014 and 31 December 2013 are as follows:

	31 March 2014	31 December 2013
Bank loans	1,328,644	1,346,747
Finance lease liabilities	3,753	5,002
	<u>1,332,397</u>	<u>1,351,749</u>

The Group's bank loans as at 31 March 2014 are as follows:

	Presented as		Total
	Current liabilities	Non-current liabilities	
TAV Tunisia	20,430	333,935	354,365
TAV İstanbul	63,028	202,021	265,049
TAV Holding	91,757	137,751	229,508
TAV Ege	8,799	203,161	211,960
TAV Esenboğa	13,129	96,200	109,329
TAV Macedonia	6,024	59,377	65,401
HAVAŞ	15,059	42,730	57,789
TAV Gazipaşa	11,089	12,976	24,065
Others	1,193	9,985	11,178
	<u>230,508</u>	<u>1,098,136</u>	<u>1,328,644</u>

The Group's bank loans as at 31 December 2013 are as follows:

	Presented as		Total
	Current liabilities	Non-current liabilities	
TAV Tunisia	20,295	330,911	351,206
TAV İstanbul	59,659	238,309	297,968
TAV Holding	141,153	98,651	239,804
TAV Ege	10,697	181,935	192,632
TAV Esenboğa	13,007	95,356	108,363
TAV Macedonia	5,912	58,434	64,346
HAVAŞ	19,110	42,956	62,066
TAV Gazipaşa	10,925	12,924	23,849
Others	602	5,911	6,513
	<u>281,360</u>	<u>1,065,387</u>	<u>1,346,747</u>

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11. LOANS AND BORROWINGS (continued)

Redemption schedules of the Group's bank loans according to original maturities as at 31 March 2014 and 31 December 2013 are as follows:

	31 March 2014	31 December 2013
On demand or within one year	230,508	281,360
In the second year	207,300	161,053
In the third year	224,516	217,362
In the fourth year	163,622	158,723
In the fifth year	70,562	111,687
After five years	432,136	416,562
	1,328,644	1,346,747

The majority of the borrowings are arranged at floating rates, thus exposing the Group to cash flow interest rate risk. Spreads for EUR denominated loans as at 31 March 2014 are between 1.54% - 5.75% (31 December 2013: Spreads for EUR denominated loans are between 1.54% - 5.75%, respectively).

Interest payments of 100%, 100%, 43%, 80%, 85% and 100% of floating bank loans for TAV İstanbul, TAV Esenboğa, HAVAŞ, TAV Macedonia, TAV Tunisia and TAV Ege respectively are fixed with interest rate swaps as explained in Note 12.

The Group has obtained project financing loans to finance construction of its BOT and BTO based concession projects, namely TAV Esenboğa, TAV Macedonia, TAV Tunisia and TAV Ege; and to be able to finance advance payments to DHMİ related to rent agreement of TAV İstanbul.

12. DERIVATIVE FINANCIAL INSTRUMENTS

At 31 March 2014 and 31 December 2013, derivative financial instruments comprised the following:

	31 March 2014		
	Assets	Liabilities	Net Amount
Interest rate swap	-	(124,580)	(124,580)
Cross currency swap	-	(11,038)	(11,038)
Forward	1,426	(46)	1,380
	1,426	(135,664)	(134,238)
	31 December 2013		
	Assets	Liabilities	Net Amount
Interest rate swap	65	(111,082)	(111,017)
Cross currency swap	-	(10,424)	(10,424)
Forward	1,313	(1,018)	295
	1,378	(122,524)	(121,146)

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12. DERIVATIVE FINANCIAL INSTRUMENTS (continued)

Interest rate swap:

TAV Esenboğa uses interest rate swap to manage its exposure to interest rate fluctuations on its bank borrowings. As at 31 March 2014, 100% of project finance loan is hedged through Interest Rate Swap (“IRS”) contract during the life of the loan with an amortising schedule depending on repayment of the loan (31 December 2013: 100%).

TAV Tunisia uses interest rate swaps to manage its exposure to interest rate fluctuations on its bank borrowings. As at 31 March 2014, 85% of floating senior bank loan is hedged through IRS contract during the life of the loan with an amortising schedule depending on repayment of the loan (31 December 2013: 85%).

TAV İstanbul uses interest rate swaps to manage its exposure to interest rate fluctuations on its bank borrowings. As at 31 March 2014, 100% of project finance loan is hedged through IRS contract during the life of the loan with an amortising schedule depending on repayment of the loan (31 December 2013: 100%).

TAV Ege uses interest rate swap to manage its exposure to interest rate fluctuations on its bank borrowings. As at 31 March 2014, 100% of project finance loan is hedged through IRS contract during the life of the loan with an amortising schedule depending on repayment of the loan (31 December 2013: 100%).

HAVAŞ uses interest rate swap to manage its exposure to interest rate fluctuations on its bank borrowings. As at 31 March 2014, 43% of total loan with variable interest rate is hedged through IRS contract (31 December 2013: 50%).

TAV Macedonia uses interest rate swap to manage its exposure to interest rate fluctuations on its bank borrowings. As at 31 March 2014, 80% of total loan is hedged through IRS contract (31 December 2013: 80%).

Cross currency swap:

TAV İstanbul uses cross currency swaps to manage its exposure to foreign currency exchange rate fluctuations on its rent installments that will be paid to DHMİ in terms of USD.

TAV İstanbul had signed a derivative contract with Dexia Credit Local (“DCL”) on 12 March 2008 to manage and fix its exposure on foreign currency exchange rate fluctuations between USD and EUR on the rent installments that will be paid to DHMİ till 2018. TAV İstanbul terminated the hedge relationship in 2010 and two new cross currency swap contracts were signed by and between TAV İstanbul, DCL, and ING Bank N.V. on 16 December 2010. The total notional amount of the contract is EUR 194,877 (in exchange of USD 256,847) as at 31 March 2014 (31 December 2013: EUR 194,877 (in exchange of USD 256,847)).

The fair value of derivatives at 31 March 2014 is estimated at loss of EUR 134,238 (31 December 2013: loss of EUR 121,146). This amount is based on market values of equivalent instruments at the reporting date. Since the Group applied hedge accounting as at 31 March 2014, changes in the fair value of these interest rate swaps and cross currency swaps are reflected to other comprehensive income resulting to an loss of EUR 8,911 (31 March 2013: income of EUR 13,465) net of tax.

Fair value disclosures:

The Group has determined the estimated fair values of the financial instruments by using current market information and appropriate valuation methods.

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13. FINANCIAL INSTRUMENTS

Currency risk

Exposure to currency risk:

The Group's exposure to foreign currency risk in Euro equivalent of their original currencies was as follows:

31 March 2014

Foreign currency denominated financial assets

	USD	EUR (*)	TRL	Other	Total
Other non-current assets	6	-	10	-	16
Trade receivables	12,346	1,641	5,210	9,540	28,737
Due from related parties	8,879	1,356	2,985	122	13,342
Other receivables and current assets	401	4	8,616	2,426	11,447
Restricted bank balances	14,955		15,163	39	30,157
Cash and cash equivalents	3,854	336	8,132	4,858	17,180
	<u>40,441</u>	<u>3,337</u>	<u>40,116</u>	<u>16,985</u>	<u>100,879</u>

Foreign currency denominated financial liabilities

Loans and borrowings	-	(336)	(51,473)	(790)	(52,599)
Bank overdraft	-	-	(1,496)	-	(1,496)
Trade payables	(3,022)	(122)	(5,144)	(3,713)	(12,001)
Due to related parties	(1,076)	(585)	(612)	(384)	(2,657)
Derivative financial instruments	(11,038)	-	-	-	(11,038)
Other payables	(2,126)	(105)	(10,990)	(4,821)	(18,042)
	<u>(17,262)</u>	<u>(1,148)</u>	<u>(69,715)</u>	<u>(9,708)</u>	<u>(97,833)</u>
Net exposure	<u>23,179</u>	<u>2,189</u>	<u>(29,599)</u>	<u>7,277</u>	<u>3,046</u>

(*) The figures in this column reflect the EUR position of subsidiaries that have functional currencies other than EUR.

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13. FINANCIAL INSTRUMENTS (continued)

Currency risk (continued)

Exposure to currency risk (continued):

31 December 2013

Foreign currency denominated financial assets

	<u>USD</u>	<u>EUR (*)</u>	<u>TRL</u>	<u>Other</u>	<u>Total</u>
Other non-current assets	6	-	10	-	16
Trade receivables	10,134	1,576	5,482	10,386	27,578
Due from related parties	8,843	660	1,843	1,053	12,399
Other receivables and current assets	379	5	8,564	1,802	10,750
Restricted bank balances	113,994	-	102,019	24	216,037
Cash and cash equivalents	15,273	473	5,625	4,884	26,255
	<u>148,629</u>	<u>2,714</u>	<u>123,543</u>	<u>18,149</u>	<u>293,035</u>

Foreign currency denominated financial liabilities

Loans and borrowings	-	(387)	(5,222)	(876)	(6,485)
Bank overdraft	-	-	(970)	-	(970)
Trade payables	(3,537)	(191)	(6,657)	(5,969)	(16,354)
Due to related parties	(4,282)	(180)	527	(370)	(4,305)
Derivative financial instruments	(10,424)	-	-	-	(10,424)
Other payables	(691)	(79)	(10,949)	(1,541)	(13,260)
	<u>(18,934)</u>	<u>(837)</u>	<u>(23,271)</u>	<u>(8,756)</u>	<u>(51,798)</u>
Net exposure	<u>129,695</u>	<u>1,877</u>	<u>100,272</u>	<u>9,393</u>	<u>241,237</u>

(*) The figures in this column reflect the EUR position of subsidiaries that have functional currencies other than EUR.

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13. FINANCIAL INSTRUMENTS (continued)

The following significant exchange rates against Euro applied during the period:

	Average Rate		Reporting Date Closing Rate	
	31 March 2014	31 March 2013	31 March 2014	31 December 2013
USD	0.7299	0.7573	0.7282	0.7268
TRL	0.3296	0.4254	0.3325	0.3405
GEL	0.4172	0.4568	0.4166	0.4186
MKD	0.0162	0.0162	0.0162	0.0163
TND	0.4554	0.4837	0.4583	0.4412
SEK	0.1129	0.1177	0.1118	0.1118
SAR	0.1946	0.2020	0.1939	0.1937

Sensitivity analysis:

The Group's principal currency risk relates to changes in the value of the Euro relative to TRL and USD. The Group manages its exposure to foreign currency risk by entering into derivative contracts and, where possible, seeks to incur expenses with respect to each contract in the currency in which the contract is denominated and attempt to maintain its cash and cash equivalents in currencies consistent with its obligations.

The basis for the sensitivity analysis to measure foreign exchange risk is an aggregate corporate-level currency exposure. The aggregate foreign exchange exposure is composed of all assets and liabilities denominated in foreign currencies, both short-term and long-term purchase contracts.

A 10 percent strengthening / (weakening) of EUR against the following currencies at 31 March 2014 and 31 December 2013 would have increased / (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rates, remain constant.

	Equity		Profit or loss	
	Strengthening of EUR	Weakening of EUR	Strengthening of EUR	Weakening of EUR
31 March 2014				
USD	(16,518)	16,126	(3,422)	3,422
TRL	-	-	2,960	(2,960)
Other	-	-	(728)	728
Total	(16,518)	16,126	(1,190)	1,190
31 December 2013				
USD	(16,039)	15,607	(14,012)	14,012
TRL	-	-	(10,027)	10,027
Other	-	-	(939)	939
Total	(16,039)	15,607	(24,978)	24,978

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13. FINANCIAL INSTRUMENTS (continued)

Fair values

Fair values versus carrying amounts:

The fair values of financial assets and liabilities, together with the carrying amounts shown in the consolidated statement of financial position, are as follows:

	Note	31 March 2014		31 December 2013	
		Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets					
Other non-current assets		249	249	251	251
Trade receivables - non current		56,158	105,057	58,427	108,580
Trade receivables - current		74,869	83,423	73,540	81,986
Due from related parties	15	14,136	14,136	14,750	14,750
Other receivables and current assets (*)		928	928	557	557
Restricted bank balances	9	146,004	146,004	381,939	381,939
Cash and cash equivalents	8	145,732	145,732	97,822	97,822
Derivative financial instruments	12	1,426	1,426	1,378	1,378
Financial liabilities					
Bank overdraft	8	(2,249)	(2,249)	(1,610)	(1,610)
Loans and borrowings	11	(1,332,397)	(1,332,397)	(1,351,749)	(1,351,749)
Trade payables (**)		(26,963)	(26,962)	(39,913)	(39,913)
Due to related parties	15	(12,126)	(12,124)	(19,335)	(19,335)
Derivative financial instruments	12	(135,664)	(135,664)	(122,524)	(122,524)
Other payables (**)		(38,215)	(38,216)	(30,708)	(30,708)
		(1,108,112)	(1,050,657)	(937,175)	(878,576)

(*) Non-financial instruments such as prepaid expenses, prepaid taxes and dues and advances given are excluded from other non-current assets and other receivables and current assets.

(**) Non-financial instruments such as advances received are excluded from trade payables and other payables.

The methods used in determining the fair values of financial instruments are discussed in Note 4.

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14. COMMITMENTS, CONTINGENCIES AND CONTRACTUAL OBLIGATIONS

Commitments and contingencies

	<u>31 March 2014</u>	<u>31 December 2013</u>
Letters of guarantee given to third parties	271,909	274,218
Letters of guarantee given to DHMİ	173,992	153,797
Letters of guarantee given to Tunisian Government	28,746	16,552
Letters of guarantee given to Saudi Arabian Government	19,417	19,381
Letters of guarantee given to Macedonian Government	250	250
	<u>494,314</u>	<u>464,198</u>

The Group is obliged to give 6% of the total rent amount of USD 152,580 of TAV İstanbul as a letter of guarantee according to the rent agreement made with DHMİ. The total obligation has been provided by the Group.

The Group is obliged to give a letter of guarantee at an amount equivalent of EUR 19,417 to GACA according to the BTO agreement signed with GACA in Saudi Arabia (31 December 2013: EUR 19,381). Furthermore, the Group is obliged to provide a letter of guarantee at an amount equivalent of EUR 116,152 to National Commercial Bank which is included in letters of guarantee given to third parties (31 December 2013: EUR 115,934). The total obligation has been provided by the Group.

The Group is obliged to give a letter of guarantee at an amount equivalent of EUR 20,744 (31 December 2013: EUR 10,850) to the Ministry of Transportation and EUR 8,002 (31 December 2013: 5,702) to OACA according to the BOT agreements and its amendments signed with OACA in Tunisia. The total obligation has been provided by the Group.

TAV Ege is obliged to pay an aggregate amount of EUR 610,000 plus VAT during the rent period according to the concession agreement. 5% of this amount is already paid in two installments. The remaining amount will be paid in equal installments at the first business days of each year. Furthermore, The Group is obliged to give a letter of guarantee at an amount equivalent of EUR 36,600 to DHMİ. The total obligation has been provided by the Group.

Majority of letters of guarantee given to third parties includes the guarantees given to customs, lenders and some customers.

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14. COMMITMENTS, CONTINGENCIES AND CONTRACTUAL OBLIGATIONS (continued)

Contingent liability

TAV Security has undergone a tax inspection by the Tax Inspectors of the Ministry of Finance on the value added tax returns for the periods between January 2007 and December 2011. The tax inspector claimed that the staff should have been in the payroll of TAV Security and TAV Security could not render such a service without having its own personnel. Since the staff is in the payroll of the terminal companies, the terminal companies should have issued labor force invoices to TAV Security and TAV Security should have issued security service invoices to terminal companies including the payroll cost invoiced by the terminal companies. As a result of the tax inspection, the withholding value added tax treatments of the Company in relation to the security and the labor services rendered have been criticised and based on the criticism, tax and tax penalty has been assessed and notified to the Company. As per the notification, outstanding value added taxes amounting to TRL 6,201, TRL 6,839, TRL 7,883, TRL 8,345, TRL 9,409 and tax penalties at the equivalent amounts have been assessed for the periods 2007, 2008, 2009, 2010 and 2011, respectively. Furthermore, outstanding corporate income taxes amounting to TRL 745, TRL 688, TRL 823, TRL 800, TRL 1,011 and tax penalties of TRL 1,326, TRL 1,242, TRL 1,496, TRL 1,423, TRL 2,358 have been assessed for the periods 2007, 2008, 2009, 2010 and 2011, respectively.

In addition, Special Irregularity Penalty is assessed due to the fact that TAV Security has not issued security service invoices to the terminals including the payroll invoices. Special Irregularity Penalty amounting to TRL 365 have been assessed for the periods 2007, 2008, 2009, 2010 and 2011. A lawsuit will be filed on the grounds that the criticism do not have any justifications. The management, lawyers and tax auditors of TAV Security are in the opinion that the lawsuit will result in TAV Security's favor, so no provision is recorded in the accompanying interim condensed consolidated financial statements.

Georgian Tax Authority criticised the deduction of the VAT stemming from the construction of Batumi Airport Terminal which was undertaken by TAV Tbilisi in return for the extension of the operation period of Tbilisi Airport. The inspectors claimed that this transaction was a barter transaction and hence, TAV Tbilisi should have transferred the Batumi Airport Terminal to the competent authority by calculating VAT. As a result, VAT amounting to GEL 9,798 (EUR 4,082) has been assessed and it has been charged together with GEL 8,263 (EUR 3,443) of penalty (GEL 18,061 (EUR 7,525) in total). The management, lawyers and the tax advisors do not agree with the claim of the Georgian Tax Authority. Therefore, TAV Tbilisi has proceeded the appeal process and management believe that the appeal process will be concluded in the TAV Tbilisi's favor. Accordingly, no provision is recorded in the accompanying interim condensed consolidated financial statements.

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15. RELATED PARTIES

The major immediate parents and ultimate controlling parties of the Group are Aéroports de Paris, Tepe and Akfen Groups.

All other transactions not described in this footnote between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation. Details of balances between the Group and other related parties are disclosed below.

Key management personnel compensation:

The remuneration of directors and other members of key management during the year comprised the following:

	1 January- 31 March 2014	1 January- 31 March 2013
Short-term benefits (salaries, bonuses etc.)	7,438	8,583
	7,438	8,583

As at 31 March 2014 and 31 December 2013, none of the Group's directors and executive officers has outstanding personnel loans from the Group.

The details of the transactions between the Group and any other related parties are disclosed below:

Other related party transactions:

	31 March 2014	31 December 2013
Due from related parties	7,580	7,226
Current loan to related parties	6,556	7,524
Non-current due from related parties	49	-
	14,185	14,750

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15. RELATED PARTIES (continued)

	31 March 2014	31 December 2013
Due from related parties		
ATÜ (*)	4,699	4,642
Tibah Development (**)	817	584
BTA Denizyolları	560	80
Tibah Operations	333	560
TGS	278	233
TAV G Otopark Yapım Yatırım ve İşletme A.Ş. ("TAV G")	142	694
Other related parties	751	433
	7,580	7,226

(*) Receivables from ATÜ comprise of concession fee duty-free receivables.

(**) Receivables from Tibah Development are mainly related with the consultancy services rendered.

	31 March 2014	31 December 2013
Loan to related parties		
TAV İnşaat	2,073	2,841
Tibah Development	2,042	2,468
CAS	1,076	1,057
Other related parties	1,365	1,158
	6,556	7,524

	31 March 2014	31 December 2013
Due to related parties		
Current loan from related parties	6,873	5,267
	3,647	3,779
	10,520	9,046
Non-current loan from related parties	1,606	10,289
	1,606	10,289

	31 March 2014	31 December 2013
Due to related parties		
TAV İnşaat (*)	3,504	17
IBS Brokerlik ve Sigorta Hizmetleri A.Ş. ("IBS Sigorta") (**)	2,500	4,914
Other related parties	869	336
	6,873	5,267

(*) Payables to TAV İnşaat is related with the construction work for TAV Ege.

(**) IBS Sigorta provides insurance intermediary services to the Group.

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15. RELATED PARTIES (continued)

	31 March 2014	31 December 2013
Current loan from related parties		
ATÜ	3,236	3,366
Other related parties	411	413
	3,647	3,779

	31 March 2014	31 December 2013
Non-current loan from related parties		
ATÜ	1,606	10,289
	1,606	10,289

	31 March 2014	31 December 2013
Short term deferred income from related parties		
ATÜ (*)	3,208	3,986
Other related parties	5	6
	3,213	3,992

(*) Deferred income from related parties is related with the unearned portion of concession rent income from ATÜ.

	31 March 2014	31 December 2013
Long term deferred income from related parties		
ATÜ (*)	22,444	22,584
	22,444	22,584

(*) Deferred income from related parties is related with the unearned portion of concession rent income from ATÜ.

	1 January- 31 March 2014	1 January- 31 March 2013
Services rendered to related parties		
ATÜ (*)	49,127	53,468
BTA Denizyolları	1,264	957
Other related parties	4,284	2,207
	54,675	56,632

(*) Services rendered to ATÜ comprise of concession fee for duty-free operations.

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15. RELATED PARTIES (continued)

	1 January- 31 March 2014	1 January- 31 March 2013
Services rendered by related parties		
Akfen Elektrik Enerjisi Toptan Satış A.Ş. (*)	926	-
IBS Sigorta (**)	844	934
TAV Havacılık A.Ş.	165	74
TAV İnşaat	-	277
Other related parties	328	72
	2,263	1,357

(*) Akfen Elektrik Enerjisi Toptan Satış A.Ş. provides electric services to the Group.

(**) IBS Sigorta provides insurance brokerage services to the Group.

	1 January- 31 March 2014	1 January- 31 March 2013
Interest (expense) / income from related parties (net)		
ATÜ	(195)	(229)
TAV İnşaat	3	(6)
Other related parties	19	18
	(173)	(217)

The average interest rate used within the Group is 6.79% per annum (31 December 2013: 6.63%). The Group converts related party TRL loan receivable and payable balances to USD at month end using the Central Bank's announced exchange rates and then charges interest on the USD balances.

	1 January- 31 March 2014	1 January- 31 March 2013
Construction work rendered by related parties		
TAV İnşaat (*)	16,693	51,568
	16,693	51,568

(*) TAV İnşaat mainly provided services relating to the construction of İzmir Adnan Menderes International Airport's domestic terminal.

Dividend distribution

In 2014 the Company distributed dividends to the shareholders amounting to EUR 65,209 (TRL 199,009) from the Company's distributable profits computed for 2013.

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16. INTERESTS IN OTHER ENTITIES

Non-controlling interests in subsidiaries

The following table summarizes the information relating to each of the Group's subsidiaries that has material non-controlling interests ("NCI") before any intra group eliminations.

	31 March 2014				Total
	TAV Tunisia	TAV Tbilisi	BTA	Other immaterial subsidiaries	
NCI Percentage	33.00%	24.00%	33.33%		
Non-current assets	501,497	55,735	16,656		
Current assets	24,173	4,803	16,985		
Non-current liabilities	385,151	7,527	6,357		
Current liabilities	107,516	2,880	18,982		
Net assets	33,003	50,131	8,302		
Carrying amount of NCI	10,891	12,031	2,767	1,771	27,460

	1 January - 31 March 2014				Total
	TAV Tunisia	TAV Tbilisi	BTA	Other immaterial subsidiaries	
Revenue	4,657	6,713	23,845		
(Loss) / profit	(12,719)	1,846	7		
Total comprehensive income	(15,073)	1,621	(145)		
(Loss) / profit allocated to NCI	(4,197)	443	2	(158)	(3,910)

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16. INTERESTS IN OTHER ENTITIES (continued)

Non-controlling interests in subsidiaries (continued)

	31 December 2013				Total
	TAV Tunisia	TAV Tbilisi	BTA	Other immaterial subsidiaries	
NCI Percentage	33.00%	24.00%	33.33%		
Non-current assets	501,096	57,116	15,153		
Current assets	24,289	3,967	13,185		
Non-current liabilities	379,879	10,381	5,142		
Current liabilities	97,430	2,192	14,750		
Net assets	48,076	48,510	8,446		
Carrying amount of NCI	15,865	11,642	2,815	2,109	32,431

	1 January - 31 March 2013				Total
	TAV Tunisia	TAV Tbilisi	BTA	Other immaterial subsidiaries	
Revenue	4,431	6,261	22,391		
(Loss) / profit	(9,297)	961	809		
Total comprehensive income	(8,201)	6,933	4,855		
(Loss) / profit allocated to NCI	(3,068)	231	270	(327)	(2,894)

	31 March 2014	31 December 2013
Joint ventures	79,857	90,058
Associates	2,664	1,937
	82,521	91,995
	1 January- 31 March 2014	1 January- 31 March 2013
Joint ventures	7,859	6,166
Associates	526	-
	8,385	6,166

TAV Havalimanları Holding A.Ş. and its Subsidiaries

Notes to the Interim Condensed Consolidated Financial Statements

As at and for the three-month period ended 31 March 2014

(Amounts expressed in thousands of Euro unless otherwise stated. Currencies other than Euro also expressed in thousands unless otherwise stated.)

16. INTERESTS IN OTHER ENTITIES (continued)

Joint Ventures

Carrying amounts of the Group's joint ventures in the statement of financial position as at 31 March 2014 and 31 December 2013 are as follows:

	31 March 2014	31 December 2013
TGS	53,216	52,208
ATÜ	17,644	30,357
Tibah Development	5,445	4,281
BTA Denizyolları	1,412	1,385
Tibah Operation	1,210	1,033
Other	930	794
	79,857	90,058

Group's share of profit / (loss) of the Group's joint ventures in the statement of comprehensive income for the period ended 31 March are as follows:

	1 January- 31 March 2014	1 January- 31 March 2013
ATÜ	3,810	4,500
Tibah Development	1,961	1,055
TGS	1,702	511
Tibah Operation	177	135
BTA Denizyolları	61	(38)
Other	148	3
	7,859	6,166

Associates

Carrying amount of the Group's associate in the statement of financial position as at 31 March 2014 and 31 December 2013 are as follows:

	31 March 2014	31 December 2013
ZAIC-A	2,664	1,937
	2,664	1,937

Group's share of profit of the Group's associate in the statement of comprehensive income for the period ended 31 March are as follows:

	1 January- 31 March 2014	1 January- 31 March 2013
ZAIC-A	526	-
	526	-

17. SUBSEQUENT EVENTS

TAV Havalimanları Holding A.Ş. and its Subsidiaries

Notes to the Interim Condensed Consolidated Financial Statements

As at and for the three-month period ended 31 March 2014

(Amounts expressed in thousands of Euro unless otherwise stated. Currencies other than Euro also expressed in thousands unless otherwise stated.)

None.