

## TAV Airports Holding Corporation

### 2019 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 the headquarter of the Company addressed Vadistanbul Bulvar, Ayazaga Mahallesi Cendere Caddesi No: 109L 2C Blok 34485 Sarıyer/Istanbul on **March 23, 2020, Monday at 10:00 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 2019 will be available for the review of the distinguished Shareholders on the Company headquarters and [www.tavyatirimciiliskileri.com](http://www.tavyatirimciiliskileri.com) , a URL from the Company's website, and on the Electronical General Assembly System of the Central Registry Agency at least 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 Shareholders' 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 their custodians and remove the "restriction", which keeps the information regarding their IDs and shares undisclosed to our company, until 15.00 pm on March 20<sup>th</sup>, 2020 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](http://www.tavyatirimciiliskileri.com) or Company Headquarters (Tel: +90 212 463 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. 28861 on 24.12.2013.

The agenda items shall be voted explicitly and by raising hands in the General Shareholders' Meeting in addition to electronic voting.

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

<b>Shareholder</b>	<b>Amount of Shares</b>	<b>Share in Capital (%)</b>
<b>Groupe ADP **</b>	167.542.321	46,1%
<b>Tepe İnşaat Sanayi A.S.</b>	18.375.414	5,1%
<b>Sera Yapi Endüstrisi ve Ticaret A.S.</b>	4.278.109	1,2%
<b>Other Non-Floating</b>	11.625.048	3,2%
<b>Other Free Float</b>	161.460.358	44,5%
<b>TOTAL</b>	<b>363.281.250</b>	<b>100,0%</b>

\* as of February, 2020

\*\* Through Tank OWA alpha GmbH, a wholly owned subsidiary of Groupe ADP

Each share is entitled to one vote in the Company. 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 2019 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:

Management and operational changes which took place in 2019 and are planned to take place in 2019 are announced to the public through material event disclosures, announcements and Financial Statements Footnotes, which are available on Public Disclosure Platform (KAP) <http://www.kap.gov.tr/en/companies/traded-companies/all-companies/detail.aspx?sid=1452> and Company website <http://www.tavyatirimciiliskileri.com/en-EN/Pages/IndexPage.aspx>.

#### AGENDA

1. Opening and forming of the Presidential Board and to authorize the Presidential Board to sign the meeting minutes and its annexes,

**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 2019.

**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 for financial year 01.01.2019–31.12.2019 which is available at the Headquarters of our Company, the Public Disclosure Platform (KAP), on the Electronic General Assembly portal of the Central Registry Agency and on the corporate website of the Company at [www.tavyatirimciiliskileri.com](http://www.tavyatirimciiliskileri.com) for examination of our shareholders at least three weeks before the General Assembly meeting and it shall be presented for evaluation and approval of our shareholders.*

3. Review, discussion, and approval of the summary statement of the Independent Audit Report of the fiscal year 2019.

**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 01.01.2019–31.12.2019 will be read in the General Assembly Meeting. The Independent Auditors' Report is available on the website: [www.tavyatirimciiliskileri.com](http://www.tavyatirimciiliskileri.com)*

4. Review, discussion, and approval of the year-end Financial Statements for the fiscal year 2019.

**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 31.12.2019 for the financial year ended 01.01.2019-31.12.2019, 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](http://www.tavyatirimciiliskileri.com) website.*

5. Releasing severally the Members of the Board from their activities for the year 2019.

**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 2019 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 2019 and the date of dividend distribution.

**Explanation:**

*It is unanimously resolved that this resolution to be submitted to the approval of our shareholders in the Ordinary General Assembly Meeting of our Company to be held for the year 2019;*

1. *Our Company's net profit of the fiscal year 2019 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 2,368,497,000 and according to the clauses of the Turkish Commercial Code and Tax Procedure Law is TL 3,074,394,406,*
2. *Profit of TL 2,368,497,000 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 not reserve first legal reserves for 2019 as the reserve amount reached 20% of the paid in capital ,*
4. *It is determined that TL 2,369,087,912 for the year 2019 according to the consolidated financial statements, shall be the base for first dividend.*

5. *It is decided to distribute TL 392,491,240 in accordance with “Capital Market Board Dividend Communiqué (II-19.1)” as cash first dividend.*
  - a) *TL 392,491,240 which is the total cash dividend amount to be distributed shall be covered by current period net profit.*
  - b) *Accordingly TL 1.0804060 (%108.04060) gross cash dividend per share having nominal value of TL 1 and total gross cash dividend distribution amount TL 392,491,240 will be submitted to the approval of our shareholders in the Ordinary General Assembly Meeting of our Company.*
6. *It is decided to reserve the remaining amount after deducting the dividend to be distributed in accordance with the Capital Markets Law and Turkish Commercial Law as extraordinary reserve.*
7. *According to the above mentioned respect, the distribution of dividend to be commenced as of 25 March 2020.*

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 submitted to approval of General Assembly.*

*In accordance with the remuneration principle for TAV Holding board members; (i) Independent Board members (ii) Board members who are not been paid by TAV Holding or the shareholders of TAV Holding or any of the parent company of the shareholders or subsidiaries of the shareholders are remunerated. The payment of the wages to be made to board members shall be in Turkish Liras in accordance with the Decree No. 32 on Protection of the Value of Turkish Currency (“Decree”) and other relevant decrees on the amendments to this Decree (“Amending Decrees”) (hereinafter collectively referred as “Legislation”), the payment can be only made in foreign currency in limited cases which shall be considered as exceptions pursuant to Legislation.*

*Accordingly, USD 60.000 of wages and attendance fees per each foreign nationality members and TRY 300.000 for Turkish citizens per year will be submitted to General Assembly.*

8. Submitting the updated Remuneration Policy written as per the Capital Markets Board regulations for the approval of the General Assembly.

**Explanation:**

*Pursuant to the Mandatory Corporate Governance Principle of no. 4.6.2 of the Capital Markets Board, the remuneration details of the members of the Board of Directors and senior executives were put in writing and submitted to the information of the shareholders as a separate item on the agenda in the General Shareholders' Meeting, giving the shareholders the opportunity to voice their opinions. As indicated in footnote No.8 of our financial report, attached, to the 2019 Annual Report, TAV Airports Holding, paid its Board of Directors' members and senior management a total of TRY 188.4 million. The Remuneration Policy, which is arranged with this aim, can be found in Appendix-2.*

9. Submitting the change of the Board memberships executed in accordance with the Article 363 of the Turkish Commercial Code,

**Explanation:**

*The Board of Directors has resolved to appoint Mr. Xavier Hürstel as a Board Member, a member of the Risk Assessment and Nomination Committee to replace Mr. Philippe Pascal, who has resigned from his duties with this Board Resolution. Mr. Hürstel will serve until the first General Assembly and his membership will be presented to the General Assembly for approval. (Appendix 3.)*

10. Approval of the nomination of the Independent Audit Company conducted by the Board of Directors pursuant to the Turkish Commercial Code and the regulations of the Capital Markets Board,

**Explanation:**

*In its meeting, taking into consideration the opinion of the Audit Committee, the Board of Directors of our Company 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 2020 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.*

11. Submitting the updated Donation Policy for approval of General Assembly and informing the General Assembly on the donations and aids which were provided by the Company in 2019 and determining the upper limit of donation to be made in the year 2020.

**Explanation:**

*Pursuant to Article 6 of the CMB's Communiqué on Dividends No. II-19.1, the limit of donations to be made must be determined by the General Assembly, in cases not specified*

*in the Articles of Association, and information concerning the donations and payments made must be provided to shareholders at the General Assembly. Our company made TRY 590.912 donations in 2019. The upper limit for donations in 2020 will be submitted as TRY 3 million at the General Assembly. Updated Donations and Sponsorship policy which is aligned with our main shareholder Groupe ADP, can be found in appendix 4.*

12. Giving information to the General Assembly regarding the transactions of the “Related Parties” as per third section of Corporate Governance Communiqué (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 is below 10% of 2019 consolidated revenues in 2019. Detailed information about these transactions is provided in our consolidated financials footnotes (Note 8).*

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

**Explanation:**

*The Financial Statements for the fiscal year which ended on December 31, 2019 and the information regarding the Obligations and Undertakings, which are included in the Footnote no. 22 of the Independent Audit Report, will be submitted for the information of the General Assembly.*

14. 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 stated under the Articles 395 (Prohibition to Transact with and Incur Indebtedness to the Company) and 396 (Non-Competition) 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 and perform transactions which may cause conflicts of interest. Furthermore, details regarding the above-mentioned transactions should also be communicated to the General Assembly.*

15. Wishes and requests.

16. Closing.

APPENDIX-1

TAV Havalimanları Holding A.Ş. 2019 Dividend Distribution Schedule (TL)			
<b>1. Paid Capital</b>		<b>363.281.250</b>	
<b>2. Total Legal Reserves (according to statutory books)</b>		<b>80.886.380</b>	
		<b>According to CMB financials</b>	<b>According to statutory financials</b>
<b>3</b>	<b>Profit Before Tax</b>	<b>2.614.010.000</b>	<b>3.074.394.406</b>
<b>4</b>	<b>Tax Expense ( - )</b>	<b>(245.513.000)</b>	<b>-</b>
	<b>Profit for the period ( = )</b>	<b>2.368.497.000</b>	<b>3.074.394.406</b>
<b>6</b>	<b>Accumulated Losses ( - )</b>	<b>-</b>	<b>-</b>
<b>7</b>	<b>First legal reserves ( - )</b>	<b>-</b>	<b>-</b>
<b>8</b>	<b>NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)</b>	<b>2.368.497.000</b>	<b>3.074.394.406</b>
<b>9</b>	<b>Donations made during the year ( + )</b>	<b>590.912</b>	
<b>10</b>	<b>Donations added Net Profit For The Year to be used in calculation of first dividend</b>	<b>2.369.087.912</b>	
<b>11</b>	<b>First Dividend to Shareholders (*)</b>	<b>-</b>	
	<b>-Cash</b>	<b>392.491.240</b>	
	<b>- Non-cash</b>	<b>-</b>	
	<b>- Total</b>	<b>-</b>	
<b>12</b>	<b>Dividends distributed to preferred shareholders</b>	<b>-</b>	
<b>13</b>	<b>Dividends to BOD members, personnel etc.</b>	<b>-</b>	
<b>14</b>	<b>Dividends distributed to redeemed shareholders</b>	<b>-</b>	
<b>15</b>	<b>Second Dividend to Shareholders</b>	<b>-</b>	
<b>16</b>	<b>Second Legal Reserves</b>	<b>-</b>	<b>-</b>
<b>17</b>	<b>Statutory Reserves</b>	<b>-</b>	<b>-</b>
<b>18</b>	<b>Special Reserves</b>	<b>-</b>	<b>-</b>
<b>19</b>	<b>EXTRAORDINARY RESERVES</b>	<b>1.976.005.760</b>	<b>2.681.903.166</b>
<b>20</b>	<b>Other sources provided for distribution</b>	<b>-</b>	<b>-</b>
	<b>- Retained Earnings</b>	<b>1.683.623.000</b>	<b>36.731.130</b>
	<b>- Extraordinary Reserves</b>	<b>-</b>	<b>2.150.053.327</b>
	<b>- According to law and articles of incorporation</b>	<b>-</b>	<b>-</b>
	<b>Distributable other reserves</b>	<b>-</b>	<b>-</b>



## **APPENDIX-2**

### **1) REMUNERATION POLICY**

The purpose of this Remuneration Policy is to outline the principles of a fair and consistent program of financial compensation to be implemented at TAV Havalimanları Holding A.S. and its Affiliated Companies which is well-balanced according to the responsibilities undertaken and giving competitive advantage in the marketplace.

### **2) SCOPE**

Remuneration Management applies to all personnel employed by TAV Havalimanları Holding A.Ş. (“TAV Holding”) and its affiliated companies located in Turkey which are being consolidated in its financial statements (“Affiliated Companies”).

### **3) REMUNERATION PRINCIPLES FOR EXECUTIVE BOARD MEMBERS AND SENIOR MANAGERS AT TAV HOLDING**

The Corporate Governance Committee shall perform the duties of the Remuneration Committee in accordance with Corporate Governance Communique of the Capital Market Board. In this regard, it is appointed to follow up on, audit and assess the remuneration practices in the name of the Board of Directors and to submit recommendations.

- 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.

In accordance with the remuneration principle for TAV Holding board members; (i) Independent Board members (ii) Board members who are not been paid by TAV Holding or the shareholders of TAV Holding or any of the parent company of the shareholders or subsidiaries of the shareholders are remunerated. The payment of the wages to be made to board members shall be in Turkish Liras in accordance with the Decree No. 32 on Protection of the Value of Turkish Currency (“Decree”) and other relevant decrees on the amendments to this Decree (“Amending Decrees”) (hereinafter collectively referred as “Legislation”), the payment can be only made in foreign currency in limited cases which shall be considered as exceptions pursuant to Legislation. For the remuneration of 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.

#### **4) REMUNERATION MANAGEMENT STRATEGY**

The general strategy related to the remuneration management is to make remuneration levels competitive with the market by taking into account the level according to which the company wishes to be recognized in the market as well as its solvency.

In order to maintain a fair remuneration package throughout the corporation and a balance between responsibilities and pay, the aim is to provide consistent remuneration management by setting the remuneration for positions with similar responsibilities (same job evaluations) at standard ranges within the grading structure determined for the level of those jobs.

Remuneration packages are managed on the basis of evaluations of the contributions of jobs to the Corporation, independently of their titles.

In order to provide balanced remuneration for each position in line with the value they add to the organization, evaluations are carried out comparing the positions within the corporation and those similar in the market. As a result of evaluations, positions are set within the grading structure of the company. Remuneration packages for employees also take into account criteria such as experience, seniority, performance and productivity.

The company participates in various remuneration studies every year in order to maintain a competitive financial position and monitor developments in the markets. The market data obtained is analyzed and remuneration scales are set within the grading structure of the company in line with job evaluations by taking into account the balance in-house. In this context, the consultancy firm, which is based on remuneration data and researches, operates as the largest remuneration research company in the sector.

Remuneration and salary increases are private and confidential. Accordingly sharing information regarding remuneration package within and/or outside the company strictly prohibited. Employees who are in breach of this rule shall be subject to disciplinary action in accordance with the Discipline Regulation of the company.

#### **5) ANNUAL SALARY INCREASES**

Unless otherwise decided, salary increase is applicable from January on an annual basis unless a contrary resolution is not taken by CEO. Determination of annual salary increase is comprised of two stages: the average corporate salary increase rate is determined first, followed by individual salary increase rates.

##### **5.1. Determination of Average Corporate Increase Rate**

The average increase rate, applicable throughout the Corporation for the concerned year, is determined by the Chief Executive Officer and approved by the Board in consideration with the information submitted by the TAV Holding HR in relation to the following criteria:

- Annual inflation rate

The inflation rate followed by TAV Holding Budget Department starting from January up to the time of salary increase estimations considering the projected inflation rate for the months due until the end of the year and submitted to TAV Holding HR.

- Position of remuneration packages of the Company in the market

Market position obtained as a result of a comparison between market remuneration research results, present salaries and applicable remuneration scale values within TAV Holding and Affiliated Companies (remuneration policy). The Remuneration Policy is evaluated according to the requirements of the position and competitiveness in the market and is managed by a median and above policy.

- Market remuneration increase forecast (staff costs actualized in the budget)

Results of market remuneration increase research and average salary increase rate for the forthcoming year planned by the companies which participated in the research.

- Solvency of the company (profitability)

Estimation of the total staff costs of the previous year.

#### 5.2. Determination of the Individual Increase Rate:

In addition to the average increase rate targeted for the Corporation overall, individual increase rates may be adjusted in line with the following criteria:

- Position of the salary of an employee within the remuneration scale of his/her grade (PIR),
- Performance of the employee during the previous year,

### 6) ANNUAL SALARY INCREASE PROCESS

- The annual salary increase process starts in parallel with budgeting works.
- The process continues with the submission of the performance forms after completing performance evaluations to TAV Holding HR by the department heads.
- The Chief Executive Officer determines the general increase rate to be applicable throughout the Corporation; taking into consideration the data presented by TAV Holding HR and upon getting the approval of the Board.
  - Topex (n-1 positions) salary increase and bonus rates are determined by the CEO with TAV Holding HR proposal considering the salary increase matrix.
  - TAV Holding HR creates the remuneration table by specifying the individual increase rates in accordance with performance scores and the positions within the salary grade in cooperation with the other related HR departments. The suggested increases are forwarded to the relevant Vice President/General Manager/Director upon the approval of Holding HR.
  - TAV Holding HR, relevant Company HR and Vice President/General Manager/Director review the remuneration lists for each management area in line with the tables received from TAV Holding HR and, in addition to the general increase rate, specifies the final individual increase rates by taking into account the individual performances and submit the final version of the lists to TAV Holding HR.
  - TAV Holding HR consolidates the works submitted by the relevant company HR and Vice President/General Manager/Director after agreeing upon them, reviews the information received in order to maintain a balance among the submitted evaluations, and works with the relevant Vice President/General Manager/Director to reproduce the work if necessary. Once the works are finalized, TAV Holding HR presents the consolidated reports displaying the total cost for the approval of the Chief Executive Officer.

- The Chief Executive Officer may ask the work to be reproduced if he considers it necessary. Following the approval of the final work, the TAV Holding HR forwards the approved tables in writing to the Personnel Department or the related HR unit in order to transfer it to the payroll.
- TAV Holding HR submits the approved company tables to the relevant Vice President/General Manager/Director.
- Remuneration management in recruitment, reassignment, horizontal transfers and job grade changes are detailed in the “Remuneration Management Regulation”, temporary and expat assignment remuneration management are detailed in “Remuneration Management Regulation” and “Overseas Assignments Regulation”.

## **7) BONUS MANAGEMENT**

In principle, incentive (bonus) procedures are carried out annually in line with the general salary increases. Bonus payments are generally made in the month of January of the subsequent year. However, they may also be made at a date considered suitable by the Chief Executive Officer.

A bonus budget is set by CEO for each Company based on their annual performances. Individual incentives (salary multiples) are determined according to grade and performance, taking into account the set budget.

Relevant Vice President/General Manager/Director may make revisions to bonuses favoring individual performances, provided that it is kept within the companies’ total bonus budget.

A consolidated bonus list is then submitted for the approval of the Chief Executive Officer following the necessary checks carried out by TAV Holding HR on the individual lists.

The Chief Executive Officer may make changes in the bonuses if he deems necessary, or ask for additional information from the relevant General Manager/Director.

Following the approval of the Chief Executive Officer, bonus lists are forwarded to the Personnel Department or relevant HR unit as signed and in writing.

The Affiliated Companies may set monthly and annual goals to the staff in charge of product and service sales or make contributions in addition to the year-end incentives, give monthly, periodical or annual sales bonus by following the achievement of the targets. The processes related to sales incentives are managed by the procedures of the concerned companies. The companies shall notify TAV Holding HR the lists of all sales Premium payments. The premium lists are submitted to the approval of CEO by TAV Holding HR.

## **8) FRINGE BENEFITS MANAGEMENT**

The purpose of the Fringe Benefits Management is to specify the entitlement of employees to additional benefits due to their positions and determines conditions and principles of fringe benefits. Fringe benefits groups are categorized in 5 groups with consideration of the types/limits and job categories/evaluations of the positions and the details of the fringe benefits are detailed in the “Fringe Benefits Regulation”.

## **9) RESPONSIBILITIES**

TAV Holding HR Vice President is responsible for managing and reviewing the remuneration structure of TAV Holding and Affiliated Companies each year by participating remuneration researches and submitting all changes to CEO in accordance with the remuneration management policy.

### **APPENDIX-3**

#### **Xavier Hürstel**

Xavier HÜRSTEL, born 24 May 1969, is a graduate of the IEP (French Political Studies Institute) in Paris and Paris-Dauphine University, former student of ENA (French National Administration School), Xavier HÜRSTEL has held senior management positions in corporate companies for over ten years, after having spent fifteen years at the service of the French State. Xavier HÜRSTEL started his career as a civil administrator in the Budget Department. He then joined the France's representation for the European Union (EU) in Brussels and was Chairman of the Budget Committee of the Council of the EU (1999-2002). Between 2002 and 2006, he was advisor within the cabinet of several Ministers, Economy, Finance and Budget, also within the French Prime Minister Offices in the cabinet of Jean-Pierre Raffarin, and then Dominique de Villepin. In 2008, he joined the PMU as Chief Operating Officer, and became Chairman and CEO in 2014.

In 2017, he joined the consulting and technology group Sopra Steria, as Executive Director. Xavier HÜRSTEL joined Groupe ADP as Deputy Executive Officer of Groupe ADP, in charge of the coordination of the development operations of the Group. He is an administrator of FONDACT and National Horse Society. Xavier HÜRSTEL is Knight of the Legion of Honor.

## **APPENDIX-4**

### **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 15.000 (fifteen thousand) TL can only be made or provided with signature of the Chief Executive Officer.

**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 2019 Ordinary General Assembly of TAV Havalimanları Holding A.S. to be held on March 23, 2020, Monday, at 10:00 a.m. at TAV Headquarters at Vadistanbul Bulvar, Ayazaga Mahallesi Cendere Caddesi No: 109L 2C Blok 34485 Sarıyer/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**