

## TAV HAVALIMANLARI HOLDING A.Ş.

### CHARTERS OF THE COMMITTEES

Our Company's Committee structure can be found below:

| <b>Composition of Board Committees-I</b> |                                       |                     |                                    |
|--|---------------------------------------|---------------------|------------------------------------|
| <b>Names of the Board Committees</b>     | <b>Names of the Committee Members</b> | <b>Chair or not</b> | <b>Whether Board Member or not</b> |
| <b>Audit Committee</b>                   |                                       |                     |                                    |
|  | Filiz Demiroz                         | Yes                 | Board Member                       |
|  | Aylin Selen                           | No                  | Board Member                       |
| <b>Corporate Governance Committee</b>    |                                       |                     |                                    |
|  | Ebru Yonca Capa                       | Yes                 | Board Member                       |
|  | Fernando Echegaray                    | No                  | Board Member                       |
|  | Filiz Demiroz                         | No                  | Board Member                       |
|  | Franck Mereyde                        | No                  | Board Member                       |
|  | Besim Meric                           | No                  | Not Board Member                   |
| <b>Nomination Committee</b>              |                                       |                     |                                    |
|  | Aylin Selen                           | Yes                 | Board Member                       |
|  | Ebru Yonca Capa                       | No                  | Board Member                       |
|  | Edward Arkwright                      | No                  | Board Member                       |
|  | Xavier Hürstel                        | No                  | Board Member                       |
| <b>Risk Assessment Committee</b>         |                                       |                     |                                    |
|  | Jean-Michel Vernhes                   | Yes                 | Board Member                       |
|  | Ali Haydar Kurtdarcan                 | No                  | Board Member                       |
|  | Aylin Selen                           | No                  | Board Member                       |
|  | Jerome Calvet                         | No                  | Board Member                       |
|  | Xavier Hürstel                        | No                  | Board Member                       |

## **1. Rules governing each committee**

### **(a) General principles concerning the operation of the committees**

The committees shall meet prior to each meeting of the Board of Directors whose agenda incorporates a decision concerning matters that are of relevance to them. The committees shall meet at least one day prior to the meeting of the Board of Directors, save in case of urgency or material impediment. The chairman of each committee, or, in case the latter is unavailable, one of the committee members who is designated for that purpose, shall report on the committee's work to the meeting of the Board of Directors that is held following the committee's meeting; the reporting shall comprise a summary of the committee's proceedings.

The members of the committees may take part in their committee meetings via videoconferencing or any other suitable means of telecommunication.

The members of the committees shall be provided with whichever documents are necessary for their proceedings at least 3 working days prior to each committee meeting. If urgent or necessary, the convening notice may be issued immediately before the session by any appropriate means, even verbally. Necessity includes unforeseen circumstances or operations that may impact the company's actions, requiring an urgent decision from the Board of Directors. During the session, the Chairman shall explain the urgency or need affecting the conditions of the summons.

Under the previous paragraph, the committees shall be empowered to request disclosure of any internal document and any information that is of use to their mission.

The members of the committees as well as the persons who are invited to attend the meetings of the committees shall be bound by a confidentiality obligation in respect of all the information that is disclosed to the committees or to which they have access as part of their duties.

For the purposes of accomplishing their work, the committees may hear members of the management of the Company and of the Group or they may hire external experts, as need be.

Once a year the committees shall assess the conditions under which they operate and draw up their work schedule for the coming period.

### **(b) The Corporate Governance Committee**

#### **The Corporate Governance Committee shall be responsible for**

- determining whether the corporate governance principles are applied;
- assessing the reasoning behind incompliance and the conflict of interests caused by such incompliance;
- making suggestions to the Board of Directors in order to improve the implementation of corporate governance;
- monitoring the workings of the shareholder relationship unit,

- issuing proposals concerning the extent of and any changes to the overall remuneration of the Company's senior officers, as well as, where applicable, any perks or other kinds of remuneration, in compliance with applicable Turkish Law and corporate governance principles.
- determining and observe the approaches, principles and practices in relation to the performance evaluation and career planning of the members of the Board of Directors and the senior managers.
- proposing, among other things, the fixed and variable element of the remuneration of the Company's senior officers, and the rules for setting this remuneration, while ensuring that these rules are coherent with the yearly assessment of the Company's performance, and while monitoring the application of these rules.
- proposing to the Board of Directors, where applicable, an overall sum for the Directors' fees to be submitted to the General Meeting of Shareholders for approval, as well as the rules for allocating these Directors' fees, taking into consideration such factors as individual Directors' attendance at Board of Directors meetings and their involvement in the Board of Director's committees as well as the duties entrusted to them. The Corporate Governance Committee may also propose to the Board of Directors a policy for the reimbursement of expenses incurred by Directors in the course of exercising their duties.
- Being in charge of approving the information that is provided to Shareholders on the remuneration of the Directors to the public.
- supervising the compliance with the Company's internal regulations and policies which aim to prevent any conflict of interest between the members of the Board of Directors, managers and other employees as well as misusage of the Company's trade secrets.

The Corporate Governance Committee has already been set up within the Company, and shall consist of six (6) members, which shall be designated as soon as reasonably practicable after the date hereof, of which two (2) shall be Independent Directors, one of whom will be the Chairman of the Corporate Governance Committee.

Majority of the Corporate Governance Committee shall be composed of non-executive Board members.

### **(c) The Nomination Committee**

**The Nomination Committee shall be in charge of the following duties and responsibilities:**

- Determining appropriate nominees for the Board of Directors,
- Conducting studies in order to form a transparent system for determining appropriate nominees for the Board of Directors
- Evaluating and educating the nominees for the Board of Directors
- Determining policies and strategies regarding the determination of the appropriate nominees for the Board of Directors
- The nominee for the independent membership in the Board of directors shall submit a declaration in writing to the Committee which sets out that he/she is independent within the framework of the criteria required under the legislation and the articles of association, at the moment he/she is nominated
- making regular evaluations regarding the structure and efficiency of the Board of Directors and submit its recommendations with regards to the changes that could be made, to the Board of Directors
- regarding the election of the independent members of the Board of Directors, the Committee shall evaluate the candidates for the independent memberships including the management and shareholders in terms of whether or not the nominees meet the independency criteria; and submit its evaluation in this respect to the approval of the Board of Directors
- To disclose the final list of the independent members to the public with the announcement of the general assembly meeting

The Nomination Committee shall consist of six (6) members, which shall be designated as soon as reasonably practicable after the date hereof, of which two (2) shall be Independent Directors, one of whom will be the Chairman of the Nomination Committee.

**(d) The Audit Committee**

**1. Purpose**

The purpose of the Audit Committee Charter is to assist Board of Directors in monitoring the below-mentioned processes of the Company:

- a) Financial reporting
- b) Internal Control
- c) Internal Audit

Audit Committee Charter determines the working principles, content, authority, and responsibilities of TAV Airports Holding (“Holding”) Internal Audit Committee.

Audit Committee Charter is an integral part of the Internal Audit (Department) Charter.

**2. Content and Authority**

- Content: The work scope of the Audit Committee consists of the reports and studies of the external audit company, Holding Internal Audit Department, and legal authority auditing units. The Audit Committee determines the qualification and scope of the relations of the Holding Internal Audit Department with the state institutions and organizations, independent audit companies, and tax auditors.
- Authority:
  - i) The Audit Committee is empowered to approve the annual plan of the Internal Audit Department, compare the planned and actualized activities and request explanations from the Internal Audit Department, demand amendments to the annual plan and demand extra audits from the Department.
  - ii) The Audit Committee has absolute power in appointing or changing the independent audit firm. On the other hand, the Committee may take the opinions and requests of the controlling shareholders of the Company.
  - iii) The Committee is entitled to change the scope of work (consultancy etc.) of the independent external auditing company when needed.

All audit activities related to Holding and its subsidiary companies under its control are within the scope of this Charter.

### **3. Responsibilities**

#### **a) Responsibilities related to the relations with the independent audit firm:**

The responsibilities of the Audit Committee related to the independent audit firm are listed as follows:

- i) Selection of the independent audit firm (taking quality & scope of the works, etc. into consideration),
- ii) Ensuring independence for the audit firm,
- iii) Providing necessary working conditions for the company (access to information),
- iv) Monitoring the work quality of the Company (audit team, quality of the issued reports, timely delivery of the reports, requesting a recommendation letter of the management),
- v) Evaluating the audit plan, scope and approach of the audit activity of the firm,
- vi) Evaluating the audit firm's request for the scope of the audit, accordingly reviewing the scope and reviewing the cost increase,
- vii) Evaluating independent audit reports and following up the significant issues,
- viii) Establishing coordination between the independent auditors to prevent duplication of work,
- ix) Exceptional case; evaluation of the independent audit reports shall under no circumstance constitutes that the reports are accurate, complete and fully comply with accounting principles and legislations in force,
- x) The Audit Committee monitors the external audit firm's rotation as required by Capital Markets Board regulation.

#### **b) Relations and responsibilities related with Internal Audit Department:**

- xi) Ensuring full independence of the Internal Audit Department,
- xii) Committee reviews and notifies its evaluation and recommendations to the Board of Directors regarding the definition of duties and responsibilities of the Internal Audit Department.

Committee guides to define internal control processes and monitors the structure created. These recommendations may also be related to the internal audit responsibilities, budget and staffing resources.

- xiii) Reviewing and approving annual audit plan,
- xiv) Periodically monitoring annual plan and actualized audit activities,
- xv) Requesting amendments for the annual audit plan,
- xvi) Evaluating the audit findings,
- xvii) Following up whether the related departments perform necessary actions of the Internal Audit Department regarding the reinforcement of the present internal control system promptly, reporting the Board about delays and setbacks,
- xviii) Approving initiation for private investigation when necessary,

**c) Responsibilities related to Internal Control System:**

- xix) The committee evaluates the effectiveness of the Company's internal control system,
- xx) Committee notifies its evaluation and recommendations about the internal control system of Companies to the Board of Directors by taking into consideration of reports prepared by the Internal Audit Department, external audit firm and regulators.
- xxi) The Board of Directors is responsible to take precautions so that people who are authorized to sign financial statements and annual reports are provided with important information regarding subsidiaries, which are within the Company and consolidated financial statements, affiliates and partnerships subject to collective management. Personnel with authorized signature are responsible to notify their critics and recommendations regarding the internal control system and their system of access to information and give information about the internal control system they use while they review the reports to the Board of Directors, Audit Committee, and the external audit firm.

**d) Responsibilities related to the reports of the legal authorities audit units:**

- xxii) Reviewing and following up on all audit reports issued and their findings. Ensuring timely and accurate responses to the reports submitted to the company management,
- xxiii) Making preparations and discussions for potential or already known regulatory audits and calling the attention of the relevant business units,
- xxiv) Questioning the effectiveness of existing compliance monitoring systems through audit reports and concerning recommendations, warning related business units about precautions to be taken against probable problems and following-up the aftermath of the warnings.

**4. Composition of the Audit Committee**

- The members of the Audit Committee are appointed /elected by the Board of Directors in accordance with the concerned regulations.
- In case of vacancy whatsoever the reason, the Committee shall elect a new member among the nominees proposed by the shareholders who shall permanently serve until the approval of or appointment of a new member by the Board of Directors.
- The Board of Directors is entitled to make any amendment in the number of Audit Committee members in accordance with the concerned regulations.
- The responsible partner participates in the Audit Committee upon the invitation of the Audit Committee.
- Necessary resources and required support by the Committee to fulfill its duties shall be provided by the Board of Directors. Other department heads of the Holding or the executives of the subsidiaries may be invited to the Committee Meetings as per the results of the audit reports when it is deemed necessary. The Audit Committee invites the abovementioned managers through the Internal Audit Department.

## **5. Meetings**

### **a. Frequency**

- Audit Committee shall meet at least four times a year before Board Meetings. Ad hoc meetings may be held upon the request of members or if it is needed.

### **b. Agenda**

The Audit Committee Meeting agenda shall be prepared and submitted to the Committee Members at least one week before the meeting by the Internal Audit Department. Necessary information and tables that will lead to other resolutions besides the agenda of the meeting shall be prepared by the Internal Audit Department.

- The meeting minutes shall be taken down about the issues discussed and / or resolutions taken during the meeting. Internal Audit Department Manager is responsible for writing and saving the meeting minutes.

### **c. Decisions**

- The Audit Committee shall take valid resolutions in or outside a meeting, by a vote of a simple majority of the total membership other than the Head of Internal Audit. In case of a tie, the Chairman shall have the casting vote. A meeting quorum constitutes a simple majority of the total membership.
- The Chairman, the Vice-Chairman and each member have the right to call the other members for a meeting and to have any subject wished to be discussed added on the meeting agenda,
- Committee members may attend the meetings in person, via telephone, teleconference or video-conference.
- The statement of responsibility shall be under the Financial Reporting Department's custody.
- Resolutions and meeting minutes shall be under the Internal Audit Department's custody.

#### **Subjects that require unanimity:**

- A unanimous vote of the Board Members is required to relieve the Head of Internal Audit of duty.

## **6. Enforcement of Charter**

Herein this charter shall be in effect pursuant to its approval by the Board of Directors. The original printed copy and the English version of the Charter are kept by the Committee with a wet signature and as published.

(e) **Risk Assessment Committee**

The chairman of the Risk Assessment Committee shall be an independent director of the Company. The tasks of the Risk Assessment Committee shall be as follows:

- regularly assessing, together with the general management, the main risks to which the Group is exposed, such as by means of risk mapping;
- examining all significant off-balance sheet liabilities;
- monitoring the effectiveness of the risk management systems;
- submitting opinions to the Board of Directors on the definition and implementation of the strategic policies of the Group (specifically concerning the prospects for growth in air traffic and developments in the air transport sector, growth in airport services and related activities, and developments in the competitive environment of the Group);
- submitting opinions to the Board of Directors on the policies of the Group with regards to diversification (such as the management of airports abroad, real-estate portfolios, etc.), and regularly auditing the results of these policies;
- looking into and issuing opinions to the Board of Directors on matters concerning operations identified in the paragraph above with regard to internal or external growth operations carried out by any Group Company, be it in Turkey or abroad: significant investment and development projects, acquisitions, extensions or disposals of shareholdings, extension, disposal or discontinuance of activities of the Group, the planned formation of joint ventures or contributions in kind or in cash.
- issuing an opinion on the economic and financial terms of these projects and ensure that they are in adequacy with the risk inherent to these projects
- examining the economic doctrine of the Company (analyzing the Company's economic performance, analyzing its buying and subcontracting policy, commenting on the implications of economic regulations, issuing proposals regarding pricing policy, etc.).