

**TAV AIRPORTS HOLDING**  
**CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT**  
**-2011-**

**Statement of Compliance with Corporate Governance Principles**

TAV Airports (“the Company”) makes every effort to comply with the Capital Markets Board’s (CBM) Corporate Governance Principles (“Corporate Governance Principles”). To this end, the Company continually strives to achieve the highest corporate governance standards and is working diligently towards implementing some of the stipulations specified as recommendations in the Corporate Governance Principles. TAV Airports considers ethics rules, as well as principles of transparency, equality, responsibility and accountability, to be part of the Company’s culture.

The Company’s efforts with respect to the Corporate Governance Principles are evaluated in the “Corporate Governance Rating Report”, prepared by RiskMetrics Group (ISS), an international corporate governance rating agency that is also licensed to conduct corporate governing rating activities in Turkey in accordance with the Capital Markets Boards Corporate Governance Principles. This report concluded that, the Company’s Corporate Governance Rating Score, which was 90.35 (9.3) in 2010 be raised to 90.96 (9.09) in 2011, taking into consideration the continual development and improvement of Company’s activities since the previous rating, as well as the Company’s keen focus on and determination about corporate governance and its implementation.

In the year of the third assessment, TAV Airports has increased its grade from 9.03 to 9.09 over 10 and after topping the list last year the company ranked in second place having the highest grade this year. In this context, the results of the weight assessment applied to the four subcategories, namely shareholders, public disclosure and transparency, stakeholders and board of directors in accordance with the Turkish Capital Markets Board’s resolution on this subject are as follows:

Sub-Categories	Weight	Grade Assigned
Shareholders	0.25	90.63
Public Disclosure and Transparency	0.35	93.41
Stakeholders	0.15	96.82
Board of Directors	0.25	84.36
<b>TOTAL</b>	<b>1.00</b>	<b>90.96</b>

The Company’s information disclosure policy, which was formed in accordance with the Capital Markets Board’s Corporate Governance Principles, documented in writing and announced through the web site, [ir.tav.aero](http://ir.tav.aero)

An amendment was approved at the General Assembly Meeting held on May 24, 2010, changing the number of members required for the Board of Directors from 15 to “at least 9”. The requirement of incorporating at least 2 Independent Members in the Board of Directors, which is stipulated by the

Company's Corporate Governance Principles, has already been fulfilled since the initial public offering.

As of the reporting period ending December 31, 2011, the Company complies with and implements the Corporate Governance Principles, with the exception of matters stipulated in sections 18.3.4 ("Using a cumulative voting system in the election of members of the Board of Directors") and 26.5.2 ("The number, structure and independence of the Board committees" - "committee chairmen are elected from among independent members of the Board of Directors") of the Report. These aforementioned issues are not believed to cause any significant conflict of interest at present time. While the exercise of minority rights were made possible via the two independent members on the Company's Board of Directors, the Company will assess the advantages and disadvantages of using the cumulative voting system in the election of the members of the Board of Directors. The two independent members of the Board of Directors of the Company, Mehmet Cem Kozlu and Pierre de Champfleury, also serve as Corporate Governance Committee Chairman and Audit Committee Member, respectively.

The Board of Directors, senior management and all employees of TAV Airports have always supported the adoption of the Corporate Governance Principles within the Company at every stage of the process. Following the adoption of the Corporate Governance Principles, the Corporate Governance Principles Compliance Report was announced to the public, in which the Company declares that all activities shall be undertaken in line with the principles of equality, transparency, accountability and responsibility.

## SECTION I-SHAREHOLDERS

### 1. Investor Relations Department

The Company complies with the legislation, Articles of Association and other Company regulations on the matter of exercise of shareholder rights and takes necessary measures to facilitate the exercise of these rights. In order to oversee all relations with shareholders and establish channels of communication between the Company and its shareholders, the Investor Relations Department was established within the Company in September 2006, before the initial public offering in February 2007. The Investors Relations Department operates for the with purpose of presenting accurate, timely and consistent information to existing and potential investors about TAV Airports, increasing the recognition and credibility of the Company, positioning the Company among the publicly-traded airport operation companies in the world, lowering the Company's cost of capital by implementing the Corporate Governance Principles and establishing communications between the Board of Directors and capital markets participants. In line with this objective, the Company strives to maintain close communication with its shareholders and investors and smaintains an active investor relations program.

As part of the third "Turkey Investor Relations Awards" organized by Thomson Reuters Extel Surveys and Acclaro, TAV Airports topped the category "Best CEO for Investor Relations," receiving awards in an additional five categories; "Best CFO for Investor Relations," "Best Investor Relations Officer," "Best Investor Relations Website," "Best Investor Relations Department" and "Best Communication of Financial Results."

The “Investor Relations Awards,” was organized for the first time in 2009 and TAV Airports Holding was awarded three prizes in the categories; TAV Airports Holding CEO M. Sani Sener for “Best CEO for Investor Relations,” TAV Airports Holding Investor Relations Website for “Best Investor Relations Website,” and TAV Airports Holding Investor Relations Manager Nursel Ilgen receiving “Best Investor Relations Officer.” In 2010, TAV Airports Holding received awards in five categories; TAV Airports Holding CEO M. Sani Sener for “Best CEO for Investor Relations,” Finance Director Murat Ulug for “Best CFO for Investor Relations,” Investor Relations Manager Nursel Ilgen for “Best Investor Relations Officer,” Investor Relations Website for “Best Investor Relations Website”, and the Investor Relations Department for “Best Investor Relations Department.”

Per the organization of the Company, the Investor Relations Department reports directly to the Chief Executive Officer (CEO), who is also an Executive Member of the Board of Directors. The Head of Investor Relations Department attends Board of Directors meetings in order to establish duplex communication between the Board of Directors and shareholders.

Primary responsibilities of the Investor Relations Department, which serves as the communication bridge between the Board of Directors and the financial world, consist of:

- Ensuring that shareholder records are kept accurately, reliably and up-to-date;
- Coordinating the in-house communication between shareholders regarding concerned issues
- Responding to written or verbal information requests from shareholders, potential investors, stock analysts, legal bodies (Capital Markets Board, Istanbul Stock Exchange, Central Registry Agency, etc.) and financial publication houses about the Company, unless the requested information is publicly unavailable, confidential or a trade secret; ensuring that information is simultaneously made available to everyone in a consistent manner and updating existing information;
- Preparing and sending out material disclosures to the Public Disclosure Platform (PDP) in both Turkish and English simultaneously;
- Reviewing all Company announcements and preparing the announcements about financial results in both Turkish and English simultaneously;
- Updating the communication tools like Investor Relations website, company presentation, annual report etc. to to inform shareholders and potential investors; and using electronic communication resources;
- Creating a database of domestic and foreign institutional investors and equity and industry analysts;
- Representing the Company in investor relations meetings with existing and potential investors and analysts in Turkey and abroad;
- Examining and monitoring analyst reports;
- Meeting the information demands of the Grading Institution undertaking operations in Corporate Governance;
- Monitoring significant developments and statistics about the sector;
- Taking necessary measures to ensure that the General Assembly meetings are held in compliance with legislation in force, the Company’s Articles of Association and other Company regulations;
- Preparing the documents that will be beneficial to shareholders for General Assembly meetings; Ensuring that meeting minutes are sent to shareholders;
- Monitoring and overseeing every aspect of the public disclosure process for compliance with legislation

Investor Relations Department makes every effort to use electronic communication tools and the Company web site in all of its endeavors. Contact information for the Investor Relations Department is posted on the web site, ir.tav.aero and published in the annual reports. The Investor Relations Department can be reached at ir@tav.aero for all requests and questions. Enhancing its design and content in 2011, the internet site of TAV Investor Relations has been renovated to provide an interactive experience, and various new features were adapted into the web site facilitating easier user access to information and data. Besides significant financial and operational data about the company are also release on social media like Facebook and Twitter.

The operations of the Investor Relations Department are conducted by Nursel İlgen, who holds CMB Advanced Level and the Corporate Governance Rating Licenses, Ali Özgü Caneri who holds CMB Advanced Level, Derivative Financial Instruments and the Corporate Governance Rating Licenses, and by Besim Meriç, who holds CMB Advanced Level, Derivative Financial Instruments and Corporate Governance Rating Licenses.

The persons in charge of the Investor Relations Department are listed below:

Investor Relations Department			
Name-Surname	Title	Telephone	E-Mail
Nursel İlgen	IR Coordinator	212 463 3000 / 2122	nursel.ilgen@tav.aero
Ali Özgü Caneri	Assistant Manager	212 463 3000 / 2124	ali.caneri@tav.aero
Besim Meriç	Assistant Manager	212 463 3000 / 2123	besim.meric@tav.aero

As of April 2012, 44% of the Company's outstanding shares are publicly held (40% of actual floating shares), approximately 85% of which are held by foreign investors. In 2011, the Investor Relations Department attended 17 domestic and foreign conferences that were organized to provide information to shareholders and investors. More than 600 face-to-face meetings were held with investors, shareholders and analysts about the Company's operating results, performance and other developments. In addition, pursuant to Capital Markets Law, 24 material disclosures were made in 2011 and these material disclosures were also posted on the Company website. The Department responded to inquiries from many investors and analysts via telephone and e-mail during 2011, while detailed presentations were prepared about the Company's financial results during financial reporting periods (quarterly).

## 2. Exercise of Shareholders' Right to Obtain Information

Pursuant to its Information Disclosure Policy, the Company makes sure to treat all shareholders, potential investors and analysts equally with respect to exercise of the right to obtain and analyze information, as well as to make all information disclosures to everyone simultaneously and with identical content. All information sharing is performed within the scope of the content previously disclosed to the public. As part of the information sharing effort, all information of interest to shareholders and market participants is announced via material disclosures; the English translations of these disclosures are transmitted electronically to all people and entities who have shared their e-mail addresses with the Company and past material disclosures are posted on the Company's website in both Turkish and English.

Many written and verbal information requests from shareholders were responded to on an expedited basis under the supervision of the Investor Relations Department and in compliance with the Capital Markets Law. In an effort to enhance shareholders' rights to obtain information, all necessary information that is stipulated in Section II, Article 1.11.5 of the Corporate Governance Principles and that can impact the exercise of shareholder rights is presented to shareholders in an up-to-date manner on the Company website. All information on the Company website is presented in Turkish, as well as in English, in order to treat all shareholders, domestic and foreign, equally.

The activities of the Company are regularly audited on a periodic basis by Independent Auditor and Auditors assigned by the General Assembly. In the fiscal year 2011, the independent audit activities were conducted by KPMG under the legal entity of Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.

The Articles of Association currently do not recognize requests for assignment of a special auditor as an individual right. The Company did not receive any requests for the appointment of special auditors. However, Article 20.1 of the Company's Articles of Association authorizes shareholders to direct the attention of auditors to doubtful matters and request necessary explanations.

### 3. Information on General Assembly

The Ordinary General Assembly meeting of shareholders regarding the Company's 2010 activities was held on Monday May 13, 2011, at 10 a.m. at the TAV Academy Meeting Hall (A), located at TAV Headquarters in the Atatürk Airport International Terminal, Yeşilköy-Istanbul. The announcement for the Ordinary General Assembly, including the necessary information about the meeting date, time and location, agenda items, procedures for the attendance of shareholders at the meeting, proxy forms and arrangement procedures were published on page 863 of the Turkish Trade Registry Gazette, issue no. 7798, dated April 20, 2011. The announcement was also published in the daily Radikal and Akşam Newspapers, dated April 16, 2011. Of the 363,281,250 shares representing the Company's share capital as of the date of the meeting, 208,335,406 shares (57.3%) were represented at the Ordinary General Assembly meeting. In addition to procedures stipulated by legislation, the General Assembly meeting announcement was also made available at the Company Headquarters and on the Company website(ir.tav.aero) 28 days prior to the meeting in an attempt to reach the maximum number of shareholders possible.

The General Assembly meeting announcement with the General Assembly information document posted on the Company website included the meeting date and time, meeting location, agenda, the fact that the invitation was being extended by the Board of Directors and the procedures for the attendance of shareholders. Since the Company does not have any registered shares, no accommodations were made to facilitate the participation of this class of shareholders in the General Assembly meetings. As of the date of the announcement inviting shareholders to the General Assembly meeting, financial statements and reports and the General Assembly agenda items were made available for examination at locations easily accessible by shareholders.

There have been no major changes in the management or operational organization of the Company during the previous reporting period, nor are any such changes are planned for subsequent periods. In case such change occurs it will be shared with public within the scope of legislative requirements.

The Company did not receive any requests from shareholders for adding items to the agenda of the General Assembly meetings held during the year. The meeting procedure of the General Assembly facilitates maximum participation by shareholders. General Assembly meetings are carried out with the simplest possible procedures, at the lowest possible cost for the shareholders and in a manner that does not create any inequality among them. TAV Academy Meeting Hall (A), where the General Assembly meetings take place, is located at TAV Headquarters in the Atatürk Airport International Terminal and it can accommodate all shareholders. The Company's General Assembly meetings are open to the public and are held under the supervision of a Ministry of Industry and Commerce Government Official. During the General Assembly meeting, agenda items were presented in an objective, detailed, clear and comprehensible manner and the language and expressions used did not allow for misinterpretations. Shareholders were given equal opportunity to voice their opinions and ask questions, thus creating a healthy environment for discussion; however, shareholders did not exercise this right during the General Assembly meeting regarding 2010 activities, or during the Extraordinary General Assembly meeting. Minutes of the General Assembly meeting are available on the Company website (<http://ir.tav.aero>).

## 4. Voting Rights and Minority Rights

### Voting Rights

The Company avoids practices that make it difficult to exercise voting rights. All shareholders are given the opportunity to exercise their voting rights in the easiest and most convenient manner possible. Each share is entitled to one vote in the Company. According to the Company's Articles of Association, there are no privileges associated with voting rights. Therefore, there are no preferred stocks or different classes of shares in the Company. There is no Company regulation that restricts the exercise of shareholders' voting rights for a certain time period following the acquisition date of the shares. The Company's Articles of Association do not contain any provision that prevents non-shareholders from voting in proxy as a representative of a shareholder. The share capital of the Company does not involve any cross-shareholdings.

### Minority Rights

The Company's Articles of Association contain a provision which stipulates that minority rights shall be exercised by shareholders collectively holding at least 5% of the share capital. Exercise of minority rights in the Company is subject to the Turkish Commercial Code, the Capital Markets Law and related legislation, communiqués and resolutions of the Capital Markets Board. The Company's Articles of Association do not contain any provisions in addition to the provisions mentioned above. The Company facilitates the exercise of minority rights in accordance with the relevant legislation and, if necessary, by the Independent Board Members. As the cumulative voting right is left to the discretion of Publicly Listed Joint Stock Companies pursuant to Communiqué Series: IV, No. 29 of the CMB; the Company's Articles of Association do not (yet) provide for cumulative voting. However, within the scope of legislative developments, the Company will assess the advantages and disadvantages of this method.

### Principle of Equal Treatment of Shareholders

As it is included in Company Information Policy, all shareholders, including minority and foreign shareholders, are treated equally.

## 5. Dividend Policy and Timing of Distribution

There are no privileges with respect to participation in the Company's profit. The Company makes its dividend distribution decisions taking into account the Turkish Commercial Code, Capital Markets Law, Capital Markets Board communiqués and resolutions, the Tax Laws and the provisions of other relevant legislation, as well as the Company's Articles of Association. Accordingly, pursuant to CMB's resolution no. 02/51 dated January 27, 2010; publicly-listed joint stock companies are not obligated to pay any dividends from the profits they made from their activities in 2009 (there was a 20% minimum threshold for 2008). The corporations that resolve to distribute profits may make dividend payments based on the resolution of their general assemblies; either in cash or through a share split by adding that amount to the Company's paid-in capital, or a combination of the two.

This dividend policy adopted by the Company's Board of Directors can also be found in the annual report and on the Investor Relations web site. It is among the Company's primary goals to adhere to this dividend policy, except for special circumstances when investments and other funds are required for the long-term growth prospects of the Company or its subsidiaries and affiliates, as well as for extraordinarily unfavorable developments in the economy. As stated by item 5 on the Agenda of the Company's Ordinary General Assembly Meeting held on May13, 2011; since the Company has no distributable profit when the losses from previous years are netted out with the profit that accrued at year-end 2010 based on the Company's legal records, the General Assembly unanimously resolved that no dividend should be distributed to the shareholders and that the consolidated net profit should be set aside as extraordinary reserve pursuant to the Capital Markets Board's principle resolution regarding the issue and related regulations. The Board of Directors will submit its resolution regarding 0.25 TL (net 0.2125 TL) profit distribution per hare of 2011 profit to the shareholders for the approval of the 2012 General Assembly.

## 6. Transfer of Shares

The Company's Articles of Association do not contain any provisions that make it difficult for the shareholders to freely transfer their shares.

## SECTION II- PUBLIC DISCLOSURE AND TRANSPARENCY

### 7. Information Disclosure Policy of the Company

The Disclosure Policy of the Company, prepared pursuant to the Capital Markets Board Corporate Governance Principles, was also announced on the <http://ir.tav.aero> website. The New Disclosure Policy will be submitted for the approval of 2012 General Assembly..

The Board of Directors is responsible for overseeing, reviewing and improving the Information Disclosure Policy. The Corporate Governance Committee provides information and recommendations to the Board of Directors, the Audit Committee and the Investor Relations Department on matters regarding the Information Disclosure Policy. The Investor Relations Department is charged with overseeing and monitoring all matters regarding public disclosures. The Information Disclosure Policy aims to establish active and transparent communication by sharing the past performance and future outlook of the Company with shareholders, investors and capital markets specialists (capital markets participants) equally within the framework of generally-accepted accounting principles and Capital Markets Law provisions, in a complete, fair, accurate, timely and comprehensible manner.

## Public Disclosure Principles and Tools

The information to be disclosed to the public is disseminated in a prompt, accurate, complete, comprehensible and easy to interpret manner. Attention is also focused on easy and equal access to information, with little cost, that will assist persons and companies who will benefit from the disclosure in their decision making. TAV Airports complies with the Capital Markets legislation and Istanbul Stock Exchange regulations in all of its public disclosure practices. Information about the public disclosure principles and tools adopted by the Company are presented below:

- The Investor Relations Department is responsible for overseeing and monitoring all issues related to public disclosures. Questions received from outside the Company are responded to in the shortest amount of time possible by the CEO, the Finance Director (CFO), or within the knowledge of and authorization limits set by the CEO and the CFO, by the Investor Relations Department. The Company keeps a record of all questions received in writing and the responses provided by the Company. All correspondence and meetings with capital markets participants are carried out by the Investor Relations Department.
- In addition to the channels stipulated by legislation, other public disclosure tools and methods such as press bulletins, electronic data distribution channels, e-mail messages, meetings with shareholders and potential investors, as well as announcements posted on the Company website, are effectively utilized in the Company's public disclosures.
- The Code of Ethics stipulated within TAV Airports spells out the principles and rules that all managers and employees are obligated to comply with. These rules of conduct are posted on the Company website for public information.
- Without prejudice to any of the provisions in the relevant regulations, the Company informs the public when a material change occurs, or is expected to occur in the near future, in the financial position and/or activities of the Company.
- The Company continually updates and publicly announces any changes or developments that arise regarding public announcements made by the Company.
  
- With the assistance of a domestic company retained for monitoring the media, TAV Airports follows all the news reported by the prominent national and international media outlets; including television, print media, the Internet and radio. Within this framework, TAV Airports executives, Investor Relations Department and Corporate Communications Department are informed each morning of the related news published or broadcasted. If non-factual news reports are identified, the Investor Relations Department assesses the situation and makes the necessary announcements in accordance with the TAV Airports Information Disclosure Policy, in response to an announcement request from the Istanbul Stock Exchange or from the CMB, or in some cases, without waiting for a request for information.

## Periodic Financial Statements and Reports and Independent Audit in Public Disclosures

The Company's financial statements and accompanying notes are prepared on a consolidated basis in accordance with CMB Communiqué Series: XI, No. 29, as well as the International Financial Reporting Standards (IFRS), independently audited in accordance with the International Audit Standards (IAS); and are announced to the public.



## 8. Material Disclosures

Developments that have the potential to impact the value of the Company's capital markets instruments are announced to the public in an expedited basis within the timeframe stipulated by legislation. The Company made 24 material disclosures during 2011, none of which were additional disclosures requested by the CMB or the Istanbul Stock Exchange. The Company has no additional disclosure obligations since the Company does not have any capital markets instruments listed on foreign exchanges.

## 9. The Company Website and its Contents

As stipulated by CMB Corporate Governance Principles, the Company website is actively used in public disclosures. All matters related to the Investors Relations Department are posted on the <http://ir.tav.aero> website. In addition to Turkish, all information on the Company website is also presented in English for the benefit of foreign investors. The website won the first place in the "Best Website" category at the Investor Relations Awards organized jointly by Thomson Reuters and Acclaro for the first time in 2009 and ranked second for 2 times respectively in 2010 and 2011.

All publicly disclosed information by the Company is also available on the Company website. The Company letterhead clearly indicates the address of its website. Of the information provided in Article 1.11.5 of Section II the of Capital Markets Board's Corporate Governance Principles, all parts relevant to the Company are posted and updated on the web site. With the activities conducted throughout 2010 and 2011, the content of the Investor Relations web site has been enhanced, and the web site was redesigned to provide an interactive experience that enables easy access to information and data. Besides the web site has become available on mobile phones and iPad. Organized to address four different groups of users; General User, Institutional Investors, Individual Investors, and Analysts, the content of the Company's web site differs depending on the choice the user makes among the categories appearing on the main page.

Thanks to the new features included in the Company's web site, investors can submit all kinds of questions to the TAV Investor Relations Department, as well as establishing active communication with the Company's management by sending messages to the Company's Board of Directors. By joining the Company's mail delivery list, users can have regular access to the reports and information regarding the Company; and institutional investors can send meeting requests through the related section of the web site. Analysts drafting reports regarding the Company can also enter the web site and post their reports, major financial and operational forecasts regarding the Company, and their expectations of the macroeconomic outlook for the coming years by using the personal user IDs and passwords provided to them.

- Company history
- Current management and shareholder structure
- Summary balance sheet, income statement and cash flow statement
- Summary operational data
- Company's Corporate Governance Guidelines
- Company's Code of Ethics
- Board of Directors and Board Committees
- Most recent version of the Articles of Association and the dates and issue numbers of the Trade Registry Gazette in which the amendments were published

- Prospectuses and public offering circulars
- Trade registry information
- General Assembly meeting agenda, General Assembly Information Document, proxy voting form, meeting minutes
- Corporate Governance Principles Compliance Report
- List of people with insider information
- Disclosure policy
- Annual reports
- Periodic financial statements and reports
- Financial calendar
- Material disclosures
- Presentations
- Stock price and performance information and charts
- News updated by the data provider company
- Frequently asked questions
- Analyst contact information
- Company contact information
- Contact with the Board of Directors
- Distribution list registration
- Meeting requests
- Report requests
- Investor Feedback Form

## 10. Disclosure of Ultimate Controlling Shareholders

There is no individual in the Company with ultimate controlling shares. The shareholder structure of the Company as of December 31, 2011 is presented below.

Shareholder	Number of Share (TL)	Share (%)
<b>Tepe İnşaat Sanayi A.Ş.</b>	94,664,477	26.1%
<b>Akfen Holding A.Ş.</b>	94.886.071	26.1%
<b>Sera Yapı Endüstrisi ve Ticaret A.Ş.</b>	14.644.716	4.0%
<b>Other Non Floating</b>	12,775,048	3.5%
<b>Other Free Float</b>	145,310,939	40.3%
<b>TOTAL</b>	<b>363,281,250</b>	<b>100.00%</b>

## 11. Public Disclosure of Insiders

Pursuant to the relevant legislation, as well as the employment contracts entered into with Company employees, persons who hold key positions and fall within this category are listed below:

ABDULLAH ATALAR

BOARD MEMBER

ALİ HAYDAR KURTDARCAN

VICE CHAIRMAN OF THE BOARD, CHAIRMAN OF AUDIT COMMITTEE

ALİ ÖZGÜ CANERİ	INVESTOR RELATIONS ASSISTANT MANAGER
ALKAN ÖZYAYLA	STRATEGY SENIOR SPECIALIST
ALPER TOPÇU	CORPORATE COMMUNICATIONS DESIGN MANAGER
ALTUĞ KORALTAN	INTERNAL AUDIT DIRECTOR
ASAF KIRAZOĞLU	BUDGETING AND PLANNING ASSISTANT MANAGER
ASLIHAN ÇÖRTÜK	MARKETING COORDINATOR
ASLIHAN MANAS	EXECUTIVE ASSISTANT TO THE BOARD
AYŞE KEFLİ	PROJECT AND STRUCTURED FINANCE SPECIALIST
AYTEKİN BEKTAŞ	ACCOUNTING MANAGER- TAV ISTANBUL
AZİZ MURAT ULUĞ	CFO, MEMBER OF THE CORPORATE GOVERNANCE COMMITTEE
BANU PEKTAŞ	GENERAL COUNSEL
BARIŞCAN İL	MARKETING SPECIALIST
BEGÜM ÖZBEY BAYOL	LEGAL COUNSEL
BENGİ VARGÜL	CORPORATE COMMUNICATIONS COORDINATOR
BERK KAYSERLİ	CORPORATE COMMUNICATIONS SPECIALIST
BESİM MERİÇ	INVESTOR RELATIONS ASSISTANT MANAGER
BİLDE BİLEN	LEGAL COUNSEL
BİNNUR ONARAN	GENERAL MANAGER, TAV IT
BURAK BİRHEKİMOĞLU	MANAGEMENT SYSTEMS COORDINATOR
BURCU GERİŞ	HEAD OF PROJECT AND STRUCTURED FINANCE
BURCU SARIOĞLU	CORPORATE COMMUNICATIONS MEDIA RELATIONS MANAGER
BURCU YAR GÜRHAN	INTERNAL AUDIT MANAGER (OPERATIONAL)
BÜLENT ÖZÜTÜRK	INVESTMENTS COORDINATOR
CENK LAÇIN	ACCOUNTING ASSISTANT MANAGER
CEYDA AKBAL	LEGAL COUNSEL
DEFNE BAHAR	PROJECT AND STRUCTURED FINANCE ASSISTANT SPECIALIST
DEFNE SERTEL	TRANSLATOR & INTERPRETER
DEMET SÖZMEN	TAX MANAGER
DENİZ AYDIN	FINANCIAL AFFAIRS DIRECTOR
DORUK KARABULUT	PROJECT AND STRUCTURED FINANCE ASSISTANT MANAGER
EDA BİLDİRİCİOĞLU	GENERAL MANAGER- TAV OPERATION SERVICES
ENSAR YÜRÜKÇÜ	BUDGETING AND PLANNING SENIOR SPECIALIST
ERSAGUN YÜCEL	BOARD MEMBER, GENERAL SECRETARY
ERSAN ARCAN	GENERAL MANAGER- ATU
ESİN RODOPLU	RISK MANAGEMENT AND RESEARCH ASSISTANT MANAGER
ESİN GÖZPINAR	RISK MANAGEMENT AND RESEARCH SENIOR SPECIALIST
FATİH ÖMÜR	BUSINESS DEVELOPMENT SENIOR SPECIALIST
FIRAT ERKAN BALCI	GENERAL MANAGER- TAV IZMIR
GAMZE ŞEN	FINANCIAL REPORTING SENIOR SPECIALIST
GİRAY ÇOLPAN	BUSINESS DEVELOPMENT SENIOR SPECIALIST (COUNTRY REPRESENTATIVE – LATVIA)
GÖKÇE ATASOY	PROJECT AND STRUCTURED FINANCE SPECIALIST
GÖKER KÖSE	PROJECT AND STRUCTURED FINANCE MANAGER
GÖKHAN AYGÖR	BUDGETING AND PLANNING MANAGER
GÖKHAN DOĞAN	RESEARCH & DEVELOPMENT COORDINATOR
GÜÇLÜ BATKIN	BUSINESS DEVELOPMENT COORDINATOR
GÜLÇİN BULAN	TAX SENIOR SPECIALIST
HAKAN ERBERK	FINANCIAL REPORTING ASSISTANT SPECIALIST
HALUK BİLGİ	NORTH AFRICA DIRECTOR

HAMDİ AKIN	CHAIRMAN OF THE BOARD
HASAN YEŞİLYURT	CORPORATE COMMUNICATIONS EVENTS MANAGEMENT SENIOR SPECIALIST
HİLAL DOĞRU	ADMINISTRATIVE OFFICER
İBRAHİM SÜHA GÜÇSAV	BOARD MEMBER
KEMAL ÜNLÜ	GENERAL MANAGER- TAV ISTANBUL
LEVENT TUNAKAN	PROJECT AND STRUCTURED FINANCE SPECIALIST
MAHMUT MİRAÇ PEKMEZCİ	FINANCIAL REPORTINGT MANAGER
MEHMET CEM KOZLU	BOARD MEMBER, CHAIRMAN OF THE CORP. GOVERNANCE COMMITTEE
MEHMET ERDOĞAN	EXTERNAL AFFAIRS COORDINATOR
MEHMET SİNA AVŞAR	RESEARCH & DEVELOPMENT COORDINATOR
MELEK TAN	BOARD OFFICE MANAGER
MELİS ERKUN	LEGAL COUNSEL
MERYEM KUDUZOĞLU	COST CONTROL SENIOR SPECIALIST, TAV ISTANBUL
METE ERKAL	GENERAL MANAGER, TAV GEORGIA
MUHARREM SELCUK COGEN	LEGAL COUNSEL, STRATEGY DIRECTORATE
MUJDAT YÜCEL	GENERAL MANAGER- HAVAS
MURAT CEVHER	TAX MANAGER
MURAT ÖRNEKOL	CHIEF OPERATIONS OFFICER
MUSTAFA SANİ ŞENER	PRESIDENT AND CEO
NAZIM YAPRAK	FINANCE COORDINATOR
NAZMİ HUGÜL	STRATEGY COORDINATOR
NİHAT AKKAYA	ADMINISTRATIVE OFFICE CHIEF
NOYAN ALP ÖZDEMİR	BUDGETING AND PLANNING SPECIALIST
NURAY DEMİRER	GENERAL MANAGER- TAV ESENBOGA
NURSEL İLGEN	HEAD OF INVESTOR RELATIONS
ONUR AYGÜNEŞ	BUSINESS DEVELOPMENT SENIOR SPECIALIST
ÖNDER SEZGİ	BOARD MEMBER, MEMBER OF THE AUDIT COMMITTEE
ÖZLEM TEKAY	MEMBER OF CORPORATE GOVERNANCE COMMITTEE
PIERRE DE CHAMPFLEURY	BOARD MEMBER, MEMBER OF THE AUDIT COMMITTEE
SADETTİN CESUR	GENERAL MANAGER,BTA
SERKAN KARAHATAY	MARKETING SENIOR SPECIALIST
SILA USTA	CORPORATE EVENTS MANAGER
SİBEL ARI	REPORTING SENIOR SPECIALIST
ŞAFAK ÖZBAY	REPORTING SENIOR SPECIALIST
ŞAZİYE ÇEVİK	ADMINISTRATIVE OFFICE MANAGER
TURGAY ŞAHAN	GENERAL MANAGER, TAV SECURITY
UMUT ERCEVAHİR	FINANCIAL REPORTING COORDINATOR
VEHBİ SERKAN KAPTAN	BUSINESS DEVELOPMENT & STRATEGY DIRECTOR
WALEED AHMED YOUSSEF	GULF ARAB COUNTRIES DIRECTOR & ACI REPRESENTATIVE
YAŞAR KEREM GÖKYER	TAX ASSISTANT MANAGER
YİĞİT OĞUZ DUMAN	HUMAN RESOURCES DIRECTOR & CORPORATE GOVERNANCE COMMITTEE
HUMA	MEMBER
ZORAN KRSTEVSKI	GENERAL MANAGER, TAV MACEDONIA

All employment contracts contain the following clause:

“The employee understands that ‘insider trading’ transactions are prohibited (“Insider trading” means stock trading in violation of competition and honesty, using information on the financial position of a publicly traded company or any other information that can affect the share price of the company before other investors can learn of it). Therefore, the employee accepts and commits to not using any information or documents on the Company’s financial position, or any other information that can affect the value of the Company’s publicly traded shares, acquired as a result of managerial position, or any other position in the Company, or through other means in or outside of stock market trading for the purpose of making a profit on his/her own behalf or on behalf of another person.”

Pursuant to the Corporate Governance Principles, whenever the list of insiders is reconstituted, the latest version of the list is announced on the Company website.

## SECTION III- STAKEHOLDERS

### 12. Informing Stakeholders

The Company’s corporate governance practices and code of ethics ensure the protection of the rights of stakeholders as stipulated in legislation or mutual agreements. Stakeholders are continually kept informed within the framework of the Company’s Disclosure Policy, established with respect to governing legislation and the Company’s code of ethics. In addition, the Company aims to provide information to all stakeholders via press bulletins, annual reports, Company website and other practices within the framework of the Company’s transparency-oriented Information Disclosure Policy. For the Company’s employees, the Intranet, which is the in-house information sharing platform, is used actively and the “NewsPORT” magazine is published quarterly and “Gate” magazine is published monthly. The Company’s employees are expected to fulfill their responsibilities and hold the Company’s interests above their own interests and the interests of their families or acquaintances while performing their jobs. The employees shall avoid any conduct that may be construed as pursuing their own or acquaintances’ interests. Foreseeable conflict of interest situations as well as situations, defined by the Company management in such manner are shared with the employees and Company management takes necessary measures when required.

### 13. Participation of Stakeholders in Management

The Company does not have a formal model or mechanism for the participation of stakeholders in management. However, Independent Board Members allow the representation of all stakeholders, as well as the Company and the shareholders, in management.

### 14. Human Resources Policy

- Organizational structures are developed, human resources requirements are identified and workforce plans are formed in accordance with the strategic plans, areas of business and needs of TAV Airports.

- All operations within TAV Airports are conducted on the basis of achieving personal and professional development through customer-oriented and innovative approaches. All managers and employees are expected to create and support an environment that makes a difference and creates value.
- Producing high quality products and services, managing the processes on the basis of data, satisfaction of internal and external customers, and establishing interactions to enhance the productivity of the processes are adopted as the main principles in all activities.
- It is necessary to implement the systems and processes that relate the Company's objectives to business results by means of observable and measurable parameters. Achieving business excellence and sustained success is only possible by conducting effective efforts toward attaining the Company's objectives.
- It is essential to manage and evaluate corporate and individual performance. Employees are evaluated on the basis of their responsibilities, qualifications, work development and contribution to the Company's objectives. Outstanding performance is differentiated from all others and rewarded by various benefits.
- The Company does not discriminate on any basis in the recruitment and placement processes and employees suitable for the requirements of the job are recruited from local and international sources.
- Employees are expected to improve themselves and their jobs. The Company's objective in this regard is to provide the basic means needed in the development process. All employees are provided with equal opportunities in terms of personal development.
- The salary for a given position is determined by evaluating the description and responsibilities of and the necessary qualifications required for the job as well as the prevailing market wages.
- Corporate Governance Principles are embraced by all employees. Respect for the people and the job, open and honest communication, and business ethics principles constitute the basic management principles.
- As of December 31, 2011, TAV Airports, including all of its subsidiaries, has a total of 20,269 employees. No complaints related to discrimination were received from the employees.

## 15. Information about Relations with Customers and Suppliers

Since the Company is a holding company, it is not directly involved in any operation. Therefore, it does not have any direct relationships with customers or suppliers. As a holding company, TAV Airports determines the general policies for regulations and practices geared towards achieving the satisfaction of customers of its subsidiaries. It provides maximum support to its subsidiaries and, in some circumstances, enters into contracts with third parties on these matters, continually striving to enhance customer satisfaction. In this respect, surveys are conducted for quality control, as well as enhanced customer satisfaction. Customers are provided with opportunities to easily communicate their needs and complaints are responded to and resolved as quickly as possible.

## 16. Corporate Social Responsibility

The Company expends maximum effort to be sensitive to its social responsibilities in its operations. It complies with all regulations regarding the environment, consumer and public health, as well as ethics rules, and directs and supports its subsidiaries to behave in the same manner. The Company's terminal operating subsidiaries conduct their operations in compliance with environmental legislation, directives and guidelines of international aviation organizations such as the ICAO, ECAC, EUROCONTROL and IATA, as well as the Equator Principles of the World Bank.

Due to the nature of their operations, the Company and its subsidiaries are not legally obligated, within the scope of Environment Law and its related legislation, to produce environmental impact assessment reports. Nevertheless, the Company's relevant subsidiaries prepare environmental reports and environmental management plans during both the construction and operation phases of terminals and comply with updated environmental management plans.

Our 2010 Sustainability Report published in 2011 addresses TAV's economic, environmental and social performance and outlook, the Company's efforts for improvement as well as the related objectives regarding the airports by TAV in Turkey. By reporting on its sustainability performance, TAV aims to assess, monitor, measure and manage its potential impacts on its stakeholders as well as on the environment in the course of conducting its daily operations. Furthermore, the Company's subsidiaries have international quality control plans for their operation areas and quality control audits are conducted in compliance with international standards.

## SECTION IV- BOARD OF DIRECTORS

### 17. The Structure and Formation of the Board of Directors and Independent Members

The formation and election of the Board of Directors conform to the Corporate Governance Principles and the principles governing this issue are set forth in the Company's Articles of Association.

Accordingly; Following the resolution of the General Assembly Meeting dated May 24, 2010; the article stipulating that the Company is governed by a Board of Directors comprised of at least 15 members elected by the General Assembly from among shareholders has been amended to state that the Company is governed by a Board of Directors comprised of at least 9 members. As stipulated in the Company's Articles of Association, two Board Members are required to be independent members as defined by the Capital Markets Board's Corporate Governance Principles.

The names of the Members of the Board of Directors who were appointed in accordance with the Company's Articles of Association are presented below:

BOARD OF DIRECTORS	
<b>Hamdi Akın</b>	Chairman of the Board of Directors (Non-executive)
<b>Ali Haydar Kurtđarcan</b>	Vice Chairman of the Board of Directors (Non-executive)
<b>Mustafa Sani Şener</b>	Member of the Board of Directors, President & CEO
<b>Mehmet Cem Kozlu</b>	Member of the Board of Directors, Independent
<b>Pierre de Champfleury</b>	Member of the Board of Directors, Independent
<b>Ahmet Ersagun Yücel</b>	Member of the Board of Directors, General Secretary
<b>Abdullah Atalar</b>	Member of the Board of Directors (Non-executive)
<b>İbrahim Süha Güçsav</b>	Member of the Board of Directors (Non-executive)
<b>Önder Sezgi</b>	Member of the Board of Directors (Non-executive)

Non-executive members comprise 7 of the 9 Board Members (more than half of the Board of Directors), the remaining two being executive members. The Chairman is not the same person as the President and CEO. Six Board Members are empowered to represent and bind the Company.

Of the Board Members, Mr. Mehmet Cem Kozlu and Mr. Pierre de Champfleury qualify as independent members according to the independence criteria stipulated in the CMB Corporate

Governance Principles. No situation arose in the reporting period that would cease the independent status of the Company's Independent Board Members.

Independent Board Members are obligated to submit a written statement of independence to the Board of Directors and immediately inform the Board of Directors when their independent status ceases. An individual who serves a total of seven (six?) years on the Company's Board of Directors cannot be appointed Independent Board Member.

The Company does not impose any rules or restrictions on its Board Members for assuming additional duties outside of the Company. (As per the new Corporate Governance Principles published by CMB there are some restrictions and special statutes on Board Members for assuming additional duties outside of the Company.)

## 18. Qualifications of Board Members

All of the nominated and appointed members of the Company's Board of Directors possess the qualifications stipulated in the concerned of the CMB's Corporate Governance Principles.

The Board of Directors is structured to ensure maximum influence and effectiveness. Article 13 of the Company's Articles of Association stipulates the principles regarding this matter. It is the Company's principal aim to appoint Board Members who possess the fundamental knowledge regarding the legal principles governing the Company's transactions and business, are qualified and experienced in corporate management, possess the capability of examining financial statements and reports, and preferably have graduate degrees. Background information of the members of the Board of Directors are included in the annual report and company website.

## 19. Mission, Vision and Strategic Goals of the Company

### Our Mission

To create the highest value for all stakeholders in airport operations with a customer-oriented management approach.

### Our Vision

To become the leader and the pioneer airport operating company in our target regions (Europe, Russia and the Commonwealth of Independent States, Baltic States and Georgia, the Middle East, Africa and India).

### Our Strategic Goals

The Company's general strategic goals are specified below:

- To achieve long-term, sustainable and profitable growth
- , To maintain and solidify our leadership in the domestic market and to become the leader, or one of the leaders, at the international level in the near future.

The Board of Directors sets strategic goals for relevant periods through discussions with the Executive Member (CEO) and the Group Directors.



## 20. Risk Management and Internal Audit Mechanism

### Internal Audit

TAV Airports The Internal Audit Directorate that is audited by the Institute of Internal Auditors (IIA), provides assistance to the Audit Committee in the Committee's supervision role. The mission of the Internal Audit Directorate is to assist the Board of Directors and Senior Management in their management and operational responsibilities by identifying and reporting deficiencies in internal audit, risk management and governance processes, as well as practices that are causing inefficiencies and waste of resources.

The Internal Audit Director reports to the CEO hierarchically. Internal audit plans are formulated by taking into account risk analyses, as well as matters highlighted by the Audit Committee and management. Risk analyses are conducted regularly to identify both existing and newly emerging risks. Officially, risk analyses are performed annually; however, they may be performed more frequently if deemed necessary.

Studies have been conducted in the critical processes at locations in Turkey and abroad in 2011 and the results have been reported to the senior management. The Internal Audit Directorate continuously examines its systems and methods of operation in order to identify all risks in a precise and timely fashion, and implements new approaches and methodologies to conduct more effective and efficient audits. In this regard, the Directorate implemented two new methods, "Control Self-Assessment and Continuous Audit", in 2010.

### Risk Management

Along with Internal Audit, the Risk Management and Research Coordination Department is also a part of the Finance Directorate and it is responsible for identifying the risk factors that may have an impact on the processes carried out to attain TAV's corporate objectives, determining the risk-taking appetite compatible with this goal, and assessing these risks.

The Holding's risk management approach can be defined as "integrated risk management". Under the coordination of TAV Airports Enterprise Risk Management (ERM) Department, all Group companies and operations are encompassed by this risk management approach. In contrast to the classical risk management method, which evaluates the risks in various business units separately; the Holding aims to implement a risk management which can oversee the general risks of the Company, puts the general interest of the Company before that of the business unit the risk is stemming from, and functions in a continuous manner.

## 21. Authorities and Responsibilities of the Board Members and Executives

The authorities and responsibilities of the Board of Directors are defined in the Company's Articles of Association in a manner that is consistent with the Board's functions, that does not leave room for any doubt and that is clearly distinguishable and identifiable from the authorities and responsibilities of the General Assembly.

All shareholders are obligated to keep confidential the Company secrets forever, regardless of how they learned those secrets, even after losing their shareholding rights. Shareholders who fail to meet

this obligation are liable to the Company for the damages this may cause. However, the provisions of this article are not applicable for information that needs to be disclosed pursuant to the Capital Markets Law.

## 22. Operating Principles of the Board of Directors

Board Members are provided with timely access to any information they need to fully execute their duties. The Board of Directors issues a separate resolution for the approval of financial statements and accompanying notes, the independent audit report, the “Corporate Governance Principles Compliance Report” and the annual report. According to the Company’s Articles of Association, a quorum for the meetings is the majority (half the number of directors plus one) of the Board of Directors. A Board of Directors Secretariat, which serves all Board Members and reports to the Chairman, has been formed to properly maintain documents related to Board meetings.

Board of Directors meetings are planned and held in an effective and efficient manner. As stipulated in the Company’s Articles of Association;

- The Board of Directors shall meet as the business and transactions of the Company require. However, the Board of Directors attempts to meet at least once every three months. Four Board of Directors meetings were held during 2011.
- The Chairman, Vice Chairman or any Member of the Board of Directors has the right to call the Board of Directors for a meeting and/or include any subject in the agenda that he/she wants discussed by inviting all Board Members at least seven days in advance.
- Meeting invitations shall be made via email/facsimile. However, Board Members may waive these meeting formalities in writing.
- All meetings of the Board of Directors in 2011 were held at the Company Headquarters, as it was not decided otherwise by the Board of Directors.
- During board meetings alternative opinions expressed, opposing votes cast (with their reasons) and deliberate questions posed by Members of the Board of Directors recorded in the resolution book. However, such opposition or alternative opinion has not been expressed in Board meetings; therefore, no announcement to this effect has been made to the public.
- Every Board Member is entitled to one vote. Board Members do not have weighted voting rights or affirmative/negative veto rights.

The Board of Directors executes the duties stipulated in the Articles of Association and the relevant legislation.

## 23. Prohibited Dealings and Competition with the Company

At the General Assembly meeting that took place on May 24, 2010, the proposal that was presented for shareholder approval to authorize the Chairman and the Board Members to perform the transactions stipulated in articles 334 and 335 of the Turkish Commercial Code regarding the ban on doing business and competing with the Company was approved by the General Assembly.

## 24. Code of Ethics

TAV Airports Code of Ethics sets out the rules and principles that all executives and employees are obliged to comply with in order to add financial value to its shareholders and to enhance its corporate value. The Company has publicly announced the Code of Ethics on the Company website within the framework of its disclosure policy, published it on the Company’s Intranet and shared it

with its employees through workplace programs and performance evaluation forms. The Code of Ethics is designed to ensure that the conduct of TAV executives and employees is of the highest standard and that they are aware of the impact of their conduct and attitudes on the Company. Furthermore, the Code ensures that ethics of the highest standards are upheld and the best actions are employed regarding Company activities and shareholders.

### **Conflict of Interest**

A conflict of interest arises when there is an existing or potential conflict between the personal interests of an employee and those of the Company. TAV Airports employees are obliged to consider the interests of the Company over their personal interests or over the interests of their families or relatives in their conduct. Employees shall avoid all kinds of conduct that may be construed as benefiting themselves or their relatives.

### **Conflict of Interest Situations**

It is essential that the employees prioritize the interest of the Company in all of the business activities.

The situations described below are regarded as situations that constitute conflict of interest:

- A family member or a relative within third degree of consanguinity has a business relationship with the Company;
- A family member or a relative within third degree of consanguinity has an ownership in or relationship of interest with the competitors of the Company;
- An employee contracts work to a company where a family member or a relative within third degree of consanguinity is employed;
- An employee borrows money from or establishes private business relationship with the firms working with the Company.

### **Prevention of Conflicts of Interest**

Predictable potential conflict of interest situations and others defined by the Company Management are communicated to the employees and necessary measures are taken by the Company's management. The Company's executives and employees are obliged to report the conflict of interest situations they come across to the Management. Once a conflict of interest comes about, Corporate Governance Committee takes the necessary actions after evaluating the matter.

### **Responsibility of Diligence on Duty**

Employees are obliged to perform the jobs they assume by the employment contract diligently and to make efforts to acquire and develop the competencies and to obtain the information required by their jobs. Employees are responsible for the damages caused to the Company as result of misconduct, recklessness or negligence. Employees are responsible for completing the jobs in a timely manner by delegating work to subordinates when necessary and for making every effort to comply with the instructions of their seniors and supervisors. As the representatives of the Company, all employees are responsible for protecting the Company's reputation against third parties. Employees are obliged to avoid all conduct and actions that may put the Company in a difficult position. All employees are obliged to manage their professional relationships with colleagues, business partners and stakeholders within the framework of business ethics and codes of conduct. Employees are strictly barred from receiving benefits from third parties regarding their jobs, establishing private business relationships with them, and demanding making payments.

### **Responsibility of Compliance with Workplace Principles and Rules**

Employees are obliged to comply with the Company's rules regarding management, harmony, discipline, occupational health and safety, as well as the instructions, regulations and procedures on these rules.

### **Responsibility of Being Mindful in Conduct and Relationships**

Employees are obligated to work in harmony with their colleagues and managers, to form good personal relationships with private or official persons or entities associated with the workplace, and to perform their duties quickly and honestly. Employees have the responsibility of reporting the persons who violate the principles of business ethics to the Management together with the supporting documents.

### **Obligation of Confidentiality and Keeping Secrets**

Employees are obligated to keep the information and secrets regarding their jobs or the Company confidential, whether they are related to the position of the employee or not. Employees cannot disclose the secrets, information and related documents to unauthorized persons or entities. This obligation continues even after the job agreement between the employee and the Company is terminated.

### **Responsibility of Protecting the Interests of the Company**

Employees are obliged to protect the Company's interests related to the business and the workplace run by the Company and avoid all conduct that may harm these interests. Employees cannot use the Company's resources for their personal interests.

### **Prohibition of Working in Another Job**

Employees cannot accept another job -public or private, permanent or temporary, paid or unpaid- or engage in commerce without the consent of the Company.

### **Responsibility of Reporting the Changes in Personal Information**

Employees are obliged to provide the Personnel Department with prompt information and supporting documents regarding all changes in their family status, marital status and address; as well as all changes in the information regarding the employee, his/her family or relatives that form the basis for the rights and obligations stipulated in the agreements and/or regulations.

## **25. The Number, Structure and Independence of Board Committees**

In line with the Capital Markets Board Corporate Governance Principles, a Corporate Governance Committee and an Audit Committee, which report to the Board of Directors, were formed within the Company. General principles regarding the Corporate Governance Committee and the Audit Committee were stipulated in Article 34.A of the Company's Articles of Association that was published in the Turkish Trade Registry Gazette, dated December 17, 2008.

## Corporate Governance Committee

Directly reporting to the Board of Directors, the Corporate Governance Committee's function is to assist the Board of Directors in creating and improving the structure and practices necessary for the governance of the Company in accordance with the internationally accepted Corporate Governance Principles, as well as remuneration, professional development and career planning of the senior executives. The duties and responsibilities of the Corporate Governance Committee are stipulated in the Company's Articles of Association.

The Corporate Governance Committee is responsible of overseeing the Company's compliance with corporate governance principles, and its primary duties include:

- Overseeing the implementation of corporate governance principles by the Company, identifying the reasons if they are not being fully implemented and the consequences of inadequate implementation, and recommending measures for improvement;
- Determining methods that ensure transparency in the process of identifying candidates for the Board of Directors membership;
- Conducting studies on the number of Board members and executives and making recommendations;
- Developing and overseeing the principles and practices regarding performance evaluation and remuneration of Board members and executives.

Mehmet Cem Kozlu is the Chairman of the Corporate Governance Committee and was elected from among the Independent Board members.

### Members of the Corporate Governance Committee are listed below:

TAV Airports Holding Co. Corporate Governance Committee	
Chairman of the Corporate Governance Committee	
<b>Mehmet Cem Kozlu</b>	Member of the Board of Directors, TAV Airports (Independent)
Members of the Corporate Governance Committee	
<b>Yiğit Oğuz Duman</b>	Human Resources Director
<b>Murat Uluğ</b>	Finance Director (CFO), TAV Airports

## Audit Committee

Reporting directly to the Board of Directors, the Audit Committee assists the Board of Directors in ensuring that Company practices are in compliance with domestic and international laws and regulations, contributing to the improvement of business processes through their audits and coordinating activities to be undertaken for ensuring information transparency.

The Audit Committee is responsible for taking all measures to ensure the adequacy and transparency of all internal and independent external audit activities and executing the duties stipulated in the Capital Markets Law. Its primary duties and responsibilities include:

- Auditing and approving the compliance of financial statements and accompanying notes to be publicly reported in accordance with current legislation and international accounting standards;
- Overseeing the operation and effectiveness of the Company's accounting system, public disclosure of financial information, independent audit and internal control and risk management systems;
- Examining and resolving complaints about the Company's accounting, internal control system and independent audit;
- Preventing conflicts of interest that may arise among Board members, executives and other employees and identifying regulations that may prevent the abuse of the Company's commercial secrets.

The Company's Articles of Association stipulate that the Audit Committee shall meet at least once every three months upon the invitation of the Committee Chairman. Senior executives responsible for financial affairs are not allowed to be Audit Committee members. Pierre de Champfleury, one of the members of the Audit Committee, is also an Independent Board Member.

**Members of the Audit Committee are listed below:**

AUDIT COMMITTEE	
<b>Chairman of the Audit Committee</b>	
<b>A. Haydar Kurtdarcan</b>	Vice Chairman of the Board of Directors, TAV Airports
<b>Members of the Audit Committee</b>	
<b>Önder Sezgi</b>	Member of the Board of Directors, TAV Airports
<b>H. Kadri Samsunlu</b>	Executive Vice President of Financial Affairs Akfen Holding Co.
<b>Pierre de Champfleury</b>	Member of the Board of Directors, TAV Airports (Independent)

## 26. Remuneration of the Board of Directors

Within the framework of the Capital Markets Board's Corporate Governance Principles, the Company pays annually 50,000 USD to each Independent Board Member commensurate with the time investment and efforts necessary for Board membership. However, it was resolved by the General Assembly that the Company shall not pay any salary or attendance fee to the other Board Members or the statutory auditors.