

TAV Airports Holding Corporation

2010 Ordinary General Assembly Meeting Information Memorandum

The Ordinary General Shareholders' Meeting of our Company will be held to discuss the following agenda in TAV Academy Meeting Hall (A) at TAV Headquarters at the Ataturk Airport International Terminal, Yesilkoy, Istanbul on **May 13, 2011 Friday at 10:00 a.m.**

Our shareholders who desire to participate in the Ordinary General Shareholders' Meeting, and who have registered their shares at the Central Registry Agency (MKK) must sign up **themselves** on the General Meeting Blockage List by Friday, May 10, 2011 at 17:30 p.m. by following the general meeting blockage procedure determined by MKK. Shareholders who cannot submit a general meeting blockage letter -that they will receive from MKK- to our Company before Thursday, May 12, 2011 by 17:30 p.m. will not be able to use their rights to speak and to vote in the meeting.

As provided in the General Letter No. 294 of MKK, only the shareholders who have registered their shares and submit the general meeting blockage letter to our Company by Thursday, May 12, 2011 at the latest before the General Meeting shall be able to participate in the General Meeting and use their shareholder rights in accordance with the Provisional Article 6 of the Capital Markets Law.

Shareholders who will be represented by proxy in the meeting must issue their powers of attorney complying with the enclosed sample and must present their powers of attorney having their signatures as certified by the notary public or their powers of attorney together with the signature circulars as certified by the notary public in accordance with the provisions of the Declaration of Principles with Regard To Proxy Voting and Collection of Power of Attorney or Shares by Way of Call in the General Shareholders' Meetings of Public Corporations Serial No. IV No. 8 of the Capital Markets Board published in the Official Gazette No. 21872 on 09.03.1994.

The agenda items shall be voted by raising hands in the General Assembly and resolutions shall be taken by the absolute majority of the shareholders.

Financial Statements and Footnotes for the period of 01.01.2010 – 31.12.2010, Board Annual Report, the Auditor's Report and Independent External Auditor's Report will be available at the Company headquarters at least 15 days prior to the meeting for the study of our shareholders. Our General Meeting announcement comprising the samples of the agenda and power of attorney shall be published in the newspapers, Radikal and Akşam in the issues dated 16 April 2011 and in TTSG on 20 April, 2011. The said documents and the sample power of attorney will be available as from this same date at www.tavyatirimciiliskileri.com. Our shareholders can get necessary information regarding the procedures about the General Assembly from TAV Investor Relations Coordination Department.

AGENDA

- 1. Opening and forming of the Presidential Board.**

Explanation:

Pursuant to the provisions of Turkish Commercial Code (TCC) and the Regulation of Ministry of Industry and Trade, a Chairman who will be the chair of the General Assembly meeting and the Court (General Administration Board) will be selected.

- 2. Granting authorization to the Presidential Board on signing the Ordinary General Shareholders' Meeting Minutes.**

Explanation:

Pursuant to the provisions of TCC and the Regulation of Ministry of Industry and Trade, the Court will be granted authorization for recording of the resolutions passed in the General Assembly meeting in the minutes and signing of the minutes.

- Review and discussion of the Reports of the Board of Directors and the Auditors for the fiscal year 2010.

Explanation:

Pursuant to the regulations of TCC, Capital Markets Board (CMB) and Ministry of Industry and Commerce, reports of Board of Directors and of Board of Auditors as well as the Independent Auditors' Report for the financial year 01.01.2010–31.12.2010 will be read in the General Assembly Meeting and voted separately. The Annual Report of the Board is available on the website: www.tavyatirimciiliskileri.com

- Discussion on and approval of the Balance Sheet and the Profit and Loss Statements for the fiscal year 2010.

Explanation:

Pursuant to the regulations of the TCC, CMB and the regulations of the Ministry of Industry and Commerce, the balance sheet as of 31.12.2010 for the financial year ended 01.01.2010-31.12.2010, will be read, deliberated and submitted for the approval of the assembly. The reports have been made available for the review of our Shareholders at the Company Headquarters and at the www.tavyatirimciiliskileri.com website.

- Submitting the resolution of transferring the consolidated net profit to the extraordinary reserves instead of distributing it the company shareholders as a net profit of 99,952,661 TL was attained in the financial accounts whereas a net loss of 100,150,613 TL accumulated in the financial accounts prepared in accordance with the legal records regarding the activities of the Company in 2010 for the information and approval of the General Assembly.

| TAV Airports Holding Co. Profit Distribution for 2010 (TL) | | | |
|--|--|------------------------------|----------------------|
| 1. | Paid /Issued Capital | | 363,281,250 |
| 2. | Total legal reserves (as per legal records) | | 12,678,928 |
| Information concerning preferred shares, if, as per the company Articles of Association, there are any exceptions for preferred shares in distribution of dividend | | | |
| | | As Per Capital Markets Board | As Per Legal Records |
| 3. | Profit for Period | 99,993,553 | 99,952,661 |
| 4. | Taxes (-) | - | - |
| 5. | Net Profit (=) | 98,993,553 | 99,952,661 |
| 6. | Prior years' losses (-) | (4,365,364) | (100,150,613) |
| 7. | First series of legal reserve fund (-) | - | - |
| 8. | Net Distributable Profit for the Period | - | - |
| 9. | Donations made during the year (+) | - | |
| 10. | Net distributable profit including donations for the calculation of first dividend | - | |

| | | | |
|-----|---|---|--|
| 11. | First Dividend to shareholders | - | |
| | -Cash | - | |
| | -Bonus | - | |
| | - Total | - | |
| 12. | Dividends distributed to preferred shareholders | - | |
| 13. | Dividends distributed to members of the Board of Directors, employees, etc. | - | |
| 14. | Dividends distributed to dividend-right certificates | - | |
| 15. | Second dividend to shareholders | - | |
| 16. | Second series of legal reserve fund | - | |
| 17. | Status Reserves | - | |
| 18. | Special Reserves | - | |
| 19. | Extraordinary Reserves | - | |
| 20. | Other sources planned for distribution -Prior years' income -Extraordinary Reserves -Other distributable reserves as per the Regulations and Articles of Association | - | |

6. Releasing the Members of the Board and the Auditors from their activities for the fiscal year 2010.

Explanation:

Pursuant to the regulations of the TCC and the regulations of the Ministry of Industry and Commerce the acquittal of the members of the Board of Directors and the Board of Auditors for their activities, procedures and accounts for the year 2010 will be submitted for the approval of the General Assembly.

7. Election of new Auditors replacing the Auditors whose term of duty has come to an end and determination of their term and remuneration

Explanation:

Pursuant to the regulations of the TCC and the Ministry of Industry and Commerce and considering the principles regarding the selection of Auditors in our Articles of Association, the Auditors shall be selected. Meral Altınok, Murat Aşkar, and Belgin Berker will be nominated to act as Company Auditors for 2 years and will be submitted for the approval of the General Assembly.

8. Presenting the Independent Audit Company for the approval of the General Assembly

Explanation:

In accordance with Article 6 of Part Three of the Communiqué of the Capital Markets Board Series: X, Number: 22, Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (Representative of KPMG in Turkey) is selected for the audit of 2011 financial statements of our Company and the resolution shall be submitted for approval of the General Assembly.

9. Presentation to the Shareholders of the transactions of the “Related Parties” within the framework of the provision of Article 5 of the Communiqué of the Capital Markets Board Series: IV No. 41.

Explanation:

The Financial Statements of the fiscal year ended on 31st December 2010 and information regarding the Related Parties in the Annotation No. 39 of the Independent Audit Report will be submitted to the General Assembly.

10. Presentation to the Shareholders of the donations made by the Company during 2010.

Explanation:

In accordance with Communiqué Series: IV, No:27, Article 7 of the Capital Markets Board, donations made within the year should be submitted to the General Assembly for information. This item is not subject to approval by the General Assembly, but only bears an informative purpose. Donations and contributions, which were made in 2010 in the total amount of TL 484,064 to various non-profit associations and trusts working for public benefit, shall be submitted for the information of the General Assembly.

11. Giving information regarding pledges, collaterals, and mortgages to the shareholders as per the decision no. 28/780 of the Capital Markets Board dated 09/09/2009.

Explanation:

The Financial Statements of the fiscal year ended on 31st December 2010 and information regarding Commitments and Liabilities in the Annotation No. 25 of the Independent Audit Report will be submitted to the General Assembly.

12. Granting authorization to the Chairman and the Members of the Board pursuant to Article 334 and 335 of the Turkish Commercial Code.

Explanation:

As per 22nd clause of Articles of Association, the Board Members can't make written transactions stated in the Articles 334 and 335 of the Turkish Commercial Code without getting prior permission of the General Assembly.

13. Wishes and requests.

14. Closing.

POWER OF ATTORNEY
TAV Havalimanları Holding A.Ş.

I hereby appoint as attorney in order to represent me, to vote, to make proposals and to sign the required documents in the Ordinary General Shareholders' Meeting of TAV Havalimanları Holding A.Ş. to be held on May 13, 2011, Friday, at 10:00 a.m. in TAV Academy Meeting Hall (A) at TAV Headquarters at the Ataturk Airport International Terminal, Yesilkoy, Istanbul.

A) SCOPE OF REPRESENTATIVE POWER

- a) The attorney is authorized to vote according to his/her opinion for all agenda items
- b) The attorney is authorized to vote for agenda items in accordance with the following instructions:

Instructions: (Please write the special instructions)

- c) The attorney is authorized to vote on proposals of the company management.
- d) The attorney is authorized to vote according to the following instructions on other issues which may arise in the meeting (If there is no instruction, the attorney votes freely).

Instructions: (Please write the special instructions)

B) DETAILS OF SHARES OWNED BY SHAREHOLDER

- a) Formation and Serial
- b) Number
- c) Amount - Nominal Value
- d) Has privilege in voting or not
- e) Bearer – Registered

NAME SURNAME OR TITLE OF SHAREHOLDER

SIGNATURE

ADDRESS

NOTE: In Part (A), one of the items (a), (b) or (c) is chosen. An explanation will be made for items (b) and (d).