

**ORDINARY GENERAL SHAREHOLDERS' MEETING REPORT
OF TAV HAVALİMANLARI HOLDING ANONİM ŞİRKETİ
HELD ON 25th MAY 2009**

2008 Ordinary General Shareholders' Meeting of TAV Havalimanları Holding Anonim Şirketi was held on 25th May 2009 Monday at 10.00 at headquarters of the company at the address of Atatürk Havalimanı Dış Hatlar Terminali Yeşilköy Bakırköy İstanbul under the supervision of Ministry Commissioners Ms. Ceyda Çalık and Mr. Ömer Kurtlar who are assigned with letters dated 22.05.2009 and numbered 29472 of İstanbul Province Industry and Commerce Directorate of T.R. Industry and Commerce Ministry.

Invitation for the meeting was performed duly by announcing in the issue dated 09.05.2009 of Radikal and Dünya Newspapers and in page 486 of Turkish Trade Registry Gazette dated 12.05.2009 and number 7309 as it shall contain the agenda in accordance with the law and articles of association.

The Meeting was opened by Mr. Şeref EREN and passed through the negotiation of the agenda, after the inspection of the List of Attendants, and the minimum meeting quorum was constituted with the total of 363.281.250 units of shares which correspond to the total capital of the corporation with 363.281.250 Turkish Liras as the representation (by proxy) of the 198.059.216 units of share which correspond to the capital of the corporation with 198.059.216 Turkish Liras.

1. In accordance with the first item of the agenda, constitution of Presidential Board was negotiated. As a result of voting, it was unanimously resolved that Mr. Şeref EREN was assigned for the Presidency of the Board, Mr Mehmet ERDOĞAN for Vote Collection and Mr. Nihat Kamil AKKAYA for the Clerk.
2. In accordance with second item of the agenda, granting authorization to the Presidential Board on signing General Board Meeting Minutes was negotiated. As a result of voting, it was unanimously resolved that Presidential Board is authorized to sign General Assembly reports.
3. In accordance with third item of the agenda, Annual Report of the Board and Auditor's Report for 2008 fiscal year of the company was read and negotiated. As a result of voting, reports are adopted unanimously.
4. In accordance with forth item of the agenda, Balance Sheet and Profit and Loss Accounts for 2008 fiscal year of the company were read and negotiated. Anyone held the floor. As a result of voting, Balance sheet and profit loss accounts are confirmed with 197.796.129 affirmative votes against 263.087 noes.
5. In accordance with fifth item of the agenda, the issue that distribution of profit is not realized to our shareholders for the period of 2008 fiscal year under the Resolution of Capital Market Board regarding the issue and the relevant legislation since our Company has net period loss for 2008 fiscal year, was submitted for information and approval of General Assembly. As a result of

voting, it was resolved unanimously that distribution of profit is not realized to our shareholders for 2008 fiscal year.

6. In accordance with sixth item of the agenda, releasing of Board Members and Auditors for their activities of company throughout year 2008 was negotiated. Voting was performed for releasing of Board Members and Auditors for their activities of company throughout year 2008 separately. As a result of voting, it was resolved unanimously to release each Members of the Board and Auditors seperately.
7. In accordance with seventh item of the agenda, it was resolved unanimously that for the vacancies in the Members of Board of Directors; Mr. Abdullah Atalar, with TR ID Number 10357173838 shall be appointed to replace Mr. İlhan İl, Mr. Hüseyin Kadri Samsunlu with TR ID Number 41326020716 shall be appointed to replace Mr. İrfan Erciyas, him, Mr. Ahmet Ersagun Yücel with TR ID Number 40514181352 shall be appointed to replace Mr. James Bernard Farley as per the Board of Directors' Decision no. 2009.08 dated 06.05.2009 and registered officially on 18.05.2009.
8. In accordance with eighth item of the agenda, appointment of the new auditors in lieu of the Auditors whose duty terms are terminated and their duty terms were negotiated. As a result of voting, it is resolved unanimously that Mr. Murat Aşkar with TR ID Number 12814359700, Ms. Meral Altınok with TR ID Number 37801481080, and Ms. Belgin Berker with TR ID Number 11380140064 shall be appointed as the Auditors of the Company for 2 (two) years.
9. In accordance with ninth item of the agenda, it is resolved unanimously to appoint Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (KPMG) as Independent Auditing Firm for one (1) year.
10. In accordance with tenth item of the agenda, Disclosure Policy document of the Company prepared within the framework of Corporate Governance Principles of Capital Markets Board was submitted for the information of the General Assembly. H. Vuslat Sürmen, representing by proxy 35,904 shares on behalf of the Master Trust Bank of Japan LTD declared abstention regarding this matter.
11. In accordance with eleventh item of the agenda, General Assembly was informed about the transactions with the "Related Parties" within the context of Article 5 of the notification Series: IV No:41 of Capital Markets Board. H. Vuslat Sürmen, representing by proxy 35,904 shares on behalf of the Master Trust Bank of Japan LTD declared abstention regarding this matter.
12. In accordance with twelfth item of the agenda, General Assembly was informed that donations and aids had been performed in the amount of 526.890,81 TL in total to various beneficial associations and foundations within the year in accordance with notification of Capital Market Board numbered Serial IV No. 27. H. Vuslat Sürmen, representing by proxy 35,904 shares on behalf of the Master Trust Bank of Japan LTD declared abstention regarding this matter.

13. In accordance with thirteenth item of the agenda, Granting authorization to Board Chairman and Members to execute transactions set forth in articles 334 and 335 of Turkish Commerce Law was negotiated. As a result of voting, it was unanimously resolved that Chairman and Members of the Board are authorized for enforcement of the said operations.

14. In accordance with fourteenth item of the agenda, wishes and requests were listened in wishes session.

15. The meeting was ended and this meeting report consisting of six copy was issued and affixed with List of Attendants by Presidential Board members and Ministry Commissioner.

Istanbul 25.05.2009

President of Board Şeref EREN	Presidential Board Clerk Nihat Kamil AKKAYA	Vote Collection Officer Mehmet ERDOĞAN
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Commissioner of T.R. Industry and
Commerce Ministry
Ceyda ÇALIK

Commissioner of T.R. Industry and
Commerce Ministry
Ömer KURLAR