

**MINUTES OF ORDINARY GENERAL ASSEMBLY OF SHAREHOLDERS OF  
TAV HAVALIMANLARI HOLDING ANONIM SIRKETI  
DATED 28 MAY 2007**

Ordinary General Assembly of Shareholders of TAV Havalimanlari Holding Anonim Sirketi for the year 2006 convened on 28<sup>th</sup> May 2007 Monday at 10:00 hours at the head office of the company in the address of Atatürk Havalimani Dis Hatlar Terminali Yesilkoy Bakirkoy Istanbul under the monitoring of Ms. Ceyda CALIK and Mr. Omer KURTLAR, the Commissars of Ministry who were assigned by Industry and Commerce Directorate of Governorship of Istanbul of T.R. under the letter dated 25.05.2007 and numbered 34208.

Invitation to General Assembly that also includes the agenda was published in pages 116 and 117 of Trade Registry Gazette dated 11.05.2007, numbered 6806 and daily Dünya Gazette dated 07.05.2007 in due time in a manner as set forth under law and articles of association.

As the result of the review of the attendee list it was established that out of the 242.187.500 shares which corresponds to the total share capital of the company of YTL 242,187,500, 199.388.413 shares corresponding to YTL. 199,388,413 of the share capital were represented by proxy and that 199.388.413 shares in aggregate were represented at the meeting and thus the minimum quorum stipulated under law and articles of association was constituted, the assembly was initiated by Mr. Şeref Eren and agenda discussions on agenda items were commenced.

1. As per the first item of the Agenda, formation of the Chairmanship Committee was discussed. As the result of the voting; it was resolved unanimously to elect Mr. Seref EREN as Chairman of the Chairmanship Committee, Mr. Onder SEZGI and Mr. Mehmet ERDOGAN as Vote Counter Officers, Mr. Nihat Kamil AKKAYA and Mr. Abdulvahap Kaygusuz as Chairmanship Committee Secretaries.
2. As per the second item of the Agenda, authorization of the Chairmanship Committee to sign the minutes of the General Assembly was discussed. As the result of the voting; it was resolved unanimously to authorize the Chairmanship Committee to sign the minutes of the General Assembly.
3. As per the third item of the Agenda, Activity Report of Board of Directors and Auditor Report for the year 2006 were read and discussed. As the result of the voting; it was resolved unanimously to approve the reports thereof.
4. As per the fourth item of the Agenda, Balance Sheet and Profit/ Loss Accounts for the year 2006 were read, discussed and resolved unanimously to approve thereof.
5. As per the fifth item of the Agenda, since the end of fiscal year 2006 resulted with net debt for the relevant period in view of the Principle Decision of Capital Markets Board and the related legislation in this respect, the matter of not making distribution of profit was submitted for the information and approval of the General Assembly. As the result of the voting; it was resolved unanimously not to make distribution of profit to our shareholders relating to the fiscal period of the year 2006.
6. As per the sixth item of the Agenda release of the members of the Board of Directors and the Auditors for their activities relating to the year 2006 was discussed. Release of the members of the Board of Directors and the Auditors for their activities relating to the year 2006 was voted separately and individually. As the result of the voting; it was resolved by majority of 199.366.480 votes against 21.933 abstaining votes to release each of the members of the Board of Directors and the Auditors.

7. As per the seventh item of the Agenda, determining of remuneration and attendance fee of the Board of Directors and the Auditors was discussed. As the result of the voting; it was resolved by majority of 199.366.480 votes against 21.933 negative votes to pay USD 50,000 to each Independent Board Member acting as independent board member under the Corporate Governance Principles of the Capital Market Board, and not to pay remuneration or attendance fee to the other members of the Board of Directors and not to pay remuneration to the Auditors.
8. As per the eighth item of the Agenda, election of the new members of the Board of Directors in place of the members of the Board of Directors whose office terms expired and determination of the office terms thereof was discussed. As the result of the voting; it was resolved by majority of 199.366.480 votes against 21.933 negative votes to constitute the Board of Directors as 15 members and to elect Mr. Hamdi Akın, Mr. Ali Haydar Kurtarcan, Mr. Mustafa Sani Şener, Mr. İbrahim Süha Güçsav, Mr. İlhan İl, Mr. Mumtaz Khan, Mr. Şeref Eren, Mr. Shailesh Kumar Dash, Mr. Mustafa Kalender, Mr. Mehmet Erdoğan, Mr. James Bernard Farley, Mr. İrfan Erciyas, Mr. Süleyman Son and to elect Mr. Mehmet Cem Kozlu and Mr. Pierre de Champfleury to act as independent board member under the Corporate Governance Principles of the Capital Market Board for an office term of 3 (three) years until their successors being elected.
9. As per the ninth item of the Agenda, election of the Auditors in place of the Auditors whose office terms are expired and determination of the office terms thereof were discussed. As the result of the voting; it was resolved unanimously to elect Mr. Önder Sezgi, Mr. Oktay Uğur and Ms. Belgin Berker as Auditors for an office term of 2 (two) years.
10. As per the tenth item of the Agenda it was submitted for the information of the General Assembly that Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. was elected by Board of Directors Resolution dated 09.04.2007 numbered 2007/23 as Independent Auditing Firm under the Capital Markets Legislation and regulations of Capital Market Board. As the result of the voting; it was resolved unanimously to approve such election.
11. As per the eleventh item of the Agenda, pursuant to the decision of the Capital Markets Board dated 18.01.2007 numbered 2/53, the policy of distribution of profit related to the year 2007 and the consequent years which was approved under the Board of Directors Resolution dated 25 May 2007 with No. 2007/30 was submitted for the information of the General Assembly. The representative of 290.012 shares requested to append of her reservation to the minutes.
12. As per the twelfth item of the Agenda, pursuant to the Communiqué of the Capital Markets Board Serial IV No. 27, the information that donations and contributions in the total amount of YTL 8,400 were made within the year to various non profit associations and trusts working for public benefit was submitted for the information of the General Assembly. The representative of 290.012 shares declared that she abstains and requested to append it to the minutes.
13. As per the thirteenth item of the Agenda, authorization of the Chairman of the Board of Directors and Board Members to execute the transactions written in article 334 and 335 of the Turkish Commercial Code was discussed. As the result of the voting; it was resolved unanimously to authorize the Chairman of the Board of Directors and Board Members to execute such transactions.

14. As per the fourteenth item of the Agenda, it was proceeded with the item regarding requests and requests and desires have been noted.
15. Thus, the meeting was ended and these minutes of meeting in six copies is prepared and signed by the Chairmanship Committee members and the Commissar of the Ministry with the attendee list.

Istanbul 28.05.2007

Chairman of the Committee Şeref EREN (signature)	Chairmanship Committee Vote Counter Nihat Kamil AKKAYA (signature)	Vote Counter Mehmet ERDOĞAN (signature)
	Secretary Önder SEZGİ (signature)	Secretary Abdolvahap Kaygusuz (signature)
T.R. Commissar of Ministry of Industry and Commerce Ceyda ÇALIK (signature)		T.R. Commissar of Ministry of Industry and Commerce Ömer KURTLAR (signature)