

TAV Airports Holding Corporation

2022 Ordinary General Assembly Meeting Information Memorandum & Invitation

The Ordinary General Shareholders' Meeting of our Company will be held to discuss and settle the following agenda at the headquarter of the Company addressed Vadistanbul Bulvar, Ayazaga Mahallesi Azerbaijan Cad. 2C Blok No:3L/6 Sariyer/Istanbul on March 31, 2023, Friday at 10:00 a.m.

The Information Note on the Reports of the Board of Directors, Financial Statements and Independent Audit Report, the proposal regarding the Dividend Distribution and the Annual Report, as well as the Corporate Governance Principles Compliance Report in its Appendix and the items on the agenda of the fiscal year 2022 will be available for the review of the distinguished Shareholders on the Company headquarters and <https://ir.tav.aero/en-EN/> , a URL from the Company's website, and on the Electronical General Assembly System of the Central Registry Agency at least three weeks prior to the meeting pursuant to the legal period.

In accordance with the Article 415, Clause 4 of the New Turkish Commercial Code no. 6102 and the Article 30, Clause 1 of the Capital Markets Law no. 6362, the blockage of the share certificates will not be required as a condition for the right to attend and vote in the General Assembly. Within this respect, if our shareholders demand to attend in the General Shareholders' Meeting, there is no need for them to block their shares. However, the shareholders, who prefer to conceal the information regarding their IDs and shares in their accounts and therefore whose information is not available to our company, must consult their custodians and remove the "restriction", which keeps the information regarding their IDs and shares undisclosed to our company, until 15.00 pm on March 30th, 2023 at the latest, upon their request to attend in the meeting.

The shareholders, who will vote via the Electronic General Meeting System, can obtain more information from Central Registry Agency, our company's website <https://ir.tav.aero/en-EN/> or Company Headquarters (Tel: +90 212 463 3000/2123-2124) in order to fulfill their liabilities pursuant to the relevant Regulation and Notification.

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. 28861 on 24.12.2013.

The agenda items shall be voted explicitly and by raising hands in the General Shareholders' Meeting in addition to electronic voting.

The information regarding the Ordinary General Shareholders' Meeting is available on our company's website at <https://ir.tav.aero/en-EN/> Our shareholders can receive required information from TAV Investor Relations about the procedures regarding the General Shareholders' Meeting. All stakeholders, beneficiaries and press members are welcome as well in the General Shareholders' Meeting.

ADDITIONAL DISCLOSURES PURSUANT TO THE REGULATIONS OF THE CAPITAL MARKET BOARD

Of the additional disclosures which must be done pursuant to the "Communiqué on the Principles to be complied with for Joint Stock Companies being subject to the Capital Markets Law", Serial IV, No. 41, and the "Communiqué Concerning the Establishment and Implementation of the Corporate Governance Principles", (II-17.1)" of the Capital Markets Board, the ones which are related with the issues in the agenda are made in the item of agenda below and the general disclosures are made in this section for your information.

1. Shareholding Structure and Voting Rights*

Shareholder	Amount of Shares	Share in Capital (%)
Groupe ADP **	167.542.321	46,12%
Tepe İnşaat Sanayi A.S.	18.375.414	5,06%
Sera Yapi Endüstrisi ve Ticaret A.S.	4.218.109	1,16%
Other Free Float	173.145.406	47,66%
TOTAL	363.281.250	100,00%

* as of February, 2023

** Through Tank OWA alpha GmbH, a wholly owned subsidiary of Groupe ADP

Each share is entitled to one vote in the Company. There are no privileged shares of our Company.

2. Information about the Requests of the Shareholders, the Capital Market Board or the other Public Authorities for Inclusion of Issues in the Agenda:

No such request has been received for the Annual General Meeting where the activities in 2022 will be discussed.

3. Information Regarding Changes in Management and Operations that would have a Significant Impact on Corporate Activities of our Company and our Subsidiaries:

Management and operational changes which took place in 2022 and are planned to take place in 2023 are announced to the public through material event disclosures, announcements, and Financial Statements Footnotes, which are available on:

Public Disclosure Platform (KAP) <http://www.kap.gov.tr/en/companies/traded-companies/all-companies/detail.aspx?sId=1452> and Company website <https://ir.tav.aero/en-EN/>.

AGENDA

1. Opening and forming of the Presidential Board and to authorize the Presidential Board to sign the meeting minutes and its annexes,

Explanation:

Pursuant to the provisions of Turkish Commercial Code (TCC) no. 6102 and the “Regulation on the Procedures and Principles of the General Assembly Meetings of the Stock Companies and the Representatives from the Ministry of Customs and Trade to take part in these meetings”, the Presiding Board, which will chair the General Meeting, will be formed.

2. Review, discussion, and approval of the Annual Report of the Board of Directors of the year 2022.

Explanation:

Pursuant to the regulations of TCC, Capital Markets Board (CMB) no.6362 and the Regulation of the Ministry of Customs and Trade, Board of Directors Annual Report for financial year 01.01.2022 – 31.12.2022 which is available at the Headquarters of our Company, the Public Disclosure Platform (KAP), on the Electronic General Assembly portal of the Central Registry Agency and on the corporate website of the Company at <https://ir.tav.aero/en-EN/> for examination of our shareholders at least three weeks before the General Assembly meeting and it shall be presented for evaluation and approval of our shareholders.

3. Review, discussion, and approval of the summary statement of the Independent Audit Report of the fiscal year 2022.

Explanation:

Pursuant to the regulations of TCC, Capital Markets Board (CMB) no.6362 and the Regulation of the Ministry of Customs and Trade, Independent Auditors’ Report Summary for the financial year 01.01.2022 – 31.12.2022 will be read in the General Assembly Meeting. The Independent Auditors’ Report is available on the website: <https://ir.tav.aero/en-EN/>.

4. Review, discussion, and approval of the year-end Financial Statements for the fiscal year 2022.

Explanation:

Pursuant to the regulations of the TCC, CMB and the regulations of the Ministry of Customs and Trade, the consolidated Financial Statements as of 31.12.2022 for the financial year ended 01.01.2022 - 31.12.2022, 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 <https://ir.tav.aero/en-EN/> website.

5. Releasing severally the Members of the Board from their activities for the year 2022.

Explanation:

Pursuant to the regulations of the TCC and the regulations of the Ministry of Customs and Trade the release of the members of the Board of Directors for their activities, procedures and accounts for the year 2022 will be submitted for the approval of the General Assembly.

6. Approval, approval with amendment, or rejection of the Board of Directors' proposal to the General Assembly that there will not be a dividend distribution for the year 2022 in accordance with the Dividend Policy of our Company.

Explanation:

Our Company is presently in an extensive investment program. As part of this program, we have acquired Almaty Airport for USD 422 million in 2021 and we are investing a total of another USD 200 million in the airport. We have already invested €1.813 million in upfront rent in Antalya Airport for the concession until 2052 and we are investing another €600 million with our partner Fraport. In addition, we will pay an upfront rent of €119 million and will invest another €210 million in Ankara Esenboga Airport. We plan to complete all of these investments in the course of the next three years.

Considering the extensive amount of cash required for the investment program described above and also considering the fact that the cost of financing this cash has increased significantly in the last two years, our Board of Directors has unanimously resolved that in accordance with the Dividend Policy of our Company, a dividend distribution proposal will not be made to the approval of the General Assembly to convene for the fiscal year of 2022.

Profit Distribution Table is included in Appendix-1.

7. Submitting for the approval of the General Assembly the Remuneration Policy pursuant to the regulations of the Capital Markets Board,

Explanation:

Pursuant to the Mandatory Corporate Governance Principle of no. 4.6.2 of the Capital Markets Board, the remuneration details of the members of the Board of Directors and senior executives were put in writing and submitted to the information of the shareholders as a separate item on the agenda in the General Shareholders' Meeting, giving the shareholders the opportunity to voice their opinions. As indicated in footnote No.8 of our financial report, attached, to the 2022 Annual Report, TAV Airports Holding, paid its Board of Directors' members and senior management a total of TRY 276 million. The Remuneration Policy, which is arranged with this aim, can be found in Appendix-2.

8. Submitting for the approval of the General Assembly the revised Disclosure Policy pursuant to the regulations of the Capital Markets Board,

Explanation:

Revised Disclosure Policy can be found in Appendix-3

9. Determining the rights of the members of the Board of Directors regarding the wages and attendance fee, and rights such as bonus, premium,

Explanation:

In accordance with the remuneration principle for TAV Holding Board Members; (i) Independent Board Members (ii) Board Members who are not paid by TAV Holding or the shareholders of TAV Holding or any parent company of the shareholders or subsidiaries of the shareholders are remunerated. The payment of the wages to be made to Board Members shall be in Turkish Liras in accordance with the Decree No. 32 on Protection of the Value of Turkish Currency ("Decree") and other relevant decrees on the amendments to this Decree ("Amending Decrees") (hereinafter collectively referred as "Legislation"), the payment can be only made in foreign currency in limited cases which shall be considered as exceptions pursuant to Legislation.

Accordingly, an annual payment of net USD 60.000 of wages and attendance fees to each foreign nationality Member and an annual payment to each Turkish citizen Member of net TRY 1.200.000 of wages and attendance fees per year in monthly installments updated each month by the monthly increase in the Producer Price Index calculated by TUIK, will be submitted to the approval of the General Assembly.

In order to ensure fairness in remuneration of Board Members and to protect Members against the devaluation of Turkish Lira, a proposal to make an additional one-time payment in 2023 of net TRY 600.000 in relation to the Members' 2022 remuneration to each Turkish Citizen Member of the Board, will be submitted to the approval of the General Assembly as well.

10. Discussion and approval of the nomination of the Independent Audit Company conducted by the Board of Directors pursuant to the Turkish Commercial Code and the regulations of the Capital Markets Board,

Explanation:

In its meeting dated February 13, 2023, taking into consideration the opinion of the Audit Committee, the Board of Directors of our Company resolved to nominate DRT Bagimsiz Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi to audit our Company's financial statements for the year 2023 accounting period and to fulfill all other obligations required for the auditors by Turkish Commercial Code numbered 6102 and Capital Markets Law numbered 6362 and related regulations and to present the selection for the approval of the General Assembly of Shareholders.

11. Giving information to the General Assembly on the donations and aids which were provided by the Company in 2022 and determining the upper limit of donation to be made in the year 2023.

Explanation:

Pursuant to Article 6 of the CMB's Communiqué on Dividends No. II-19.1, the limit of donations to be made must be determined by the General Assembly, in cases not specified in the Articles of Association, and information concerning the donations and payments made must be provided to shareholders at the General Assembly. Our company made around TRY 433 thousand of donations in 2022. The upper limit for donations in 2023 will be submitted as TRY 10 million at the General Assembly. Donations and Sponsorship policy of our company can be found in appendix 4.

12. Giving information to the General Assembly regarding the transactions of the "Related Parties" as per third section of Corporate Governance Communiqué (II-17.1) of the Capital Markets Board.

Explanation:

Total amount of transactions between our company and ATU whose 50% shares are owned by our Company is below 10% of 2022 consolidated revenues in 2022. Detailed information about these transactions is provided in our consolidated financials footnotes (Note 8).

13. Giving information to the General Assembly regarding pledges, collaterals, and mortgages to the shareholders as per fourth section of Corporate Governance Communiqué (II-17.1) of the Capital Markets Board.

Explanation:

The Financial Statements for the fiscal year which ended on December 31, 2022 and the information regarding the Obligations and Undertakings, which are included in the Footnote no. 22 of the Independent Audit Report, will be submitted for the information of the General Assembly.

- 14.** Authorization of the shareholders that have management control, the members of the Board of Directors, the senior executives and their spouses and relatives related by blood or affinity up to the second degree as per the provisions of articles 395 and 396 of the Turkish Commercial Code and presentation to the shareholders of the transactions carried out thereof in the year 2022 pursuant to the Corporate Governance Communique of the Capital Markets Board,

Explanation:

Pursuant to the Article 22 of the Articles of Association, the members of the Board of Directors do not have the right to perform the transactions stated under the Articles 395 (Prohibition to Transact with and Incur Indebtedness to the Company) and 396 (Non-Competition) of the Turkish Commercial Code. In accordance with the Mandatory Principle of Corporate Governance no. 1.3.7, the General Assembly should give approval in advance in order that the shareholders, who have the administrative capacity, the members of the Board of Directors, senior executives, the spouses and the first- and second-degree relatives by blood and marriage of these officials can compete and perform transactions which may cause conflicts of interest. Furthermore, details regarding the above-mentioned transactions should also be communicated to the General Assembly.

TAV Construction and Almaty International Airport JSC are in an engineering, procurement and construction (EPC) contract for an amount of USD 196,500 related to the construction of a new terminal building, a new general aviation building and a new governmental VIP building.

The group has an EPC contract for an amount of EUR 657,000, with a joint venture formed by TAV Construction and Sera related to additional investments for the capacity increase of Antalya Airport. On top of EPC amount, there is a price adjustment mechanism up to 7.5% of the total EPC amount.

- 15.** Wishes and requests.

- 16.** Closing.

APPENDIX-1

TAV Havalimanları Holding A.Ş. 2022 Dividend Distribution Schedule (TL)			
1. Paid Capital		363.281.250	
2. Total Legal Reserves (according to statutory books)		80.886.380	
		According to CMB financials	According to statutory financials
3	Profit Before Tax	2.260.550.000	422.659.094
4	Tax Expense (-)	(361.463.000)	-
	Profit for the period (=)	1.899.087.000	422.659.094
6	Accumulated Losses (-)	-	-
7	First legal reserves (-)	-	-
8	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	1.899.087.000	422.659.094
9	Donations made during the year (+)	432.587	
10	Donations added Net Profit For The Year to be used in calculation of first dividend	1.899.519.587	
11	First Dividend to Shareholders (*)	-	
	-Cash	-	
	- Non-cash	-	
	- Total	-	
12	Dividends distributed to preferred shareholders	-	
13	Dividends to BOD members, personnel etc.	-	
14	Dividends distributed to redeemed shareholders	-	
15	Second Dividend to Shareholders	-	
16	Second Legal Reserves	-	-
17	Statutory Reserves	-	-
18	Special Reserves	-	-
19	EXTRAORDINARY RESERVES	1.899.087.000	422.659.094
20	Other sources provided for distribution	-	-
	- Retained Earnings	1.855.819.000	3.970.306.653
	- Extraordinary Reserves	-	4.831.956.492
	- According to law and articles of incorporation	-	-
	Distributable other reserves	-	-

APPENDIX-2

REMUNERATION POLICY

The purpose of this Remuneration Policy is to outline the principles of a fair and consistent program of financial compensation to be implemented at TAV Havalimanları Holding A.S. and its Affiliated Companies which is well-balanced according to the responsibilities undertaken and giving competitive advantage in the marketplace.

SCOPE

Remuneration Management applies to all personnel employed by TAV Havalimanları Holding A.Ş. (“TAV Holding”) and its affiliated companies located in Turkey which are being consolidated in its financial statements (“Affiliated Companies”).

REMUNERATION PRINCIPLES FOR EXECUTIVE BOARD MEMBERS AND SENIOR MANAGERS AT TAV HOLDING

The Corporate Governance Committee shall perform the duties of the Remuneration Committee in accordance with Corporate Governance Communique of the Capital Market Board. In this regard, it is appointed to follow up on, audit and assess the remuneration practices in the name of the Board of Directors and to submit recommendations.

- a) Determines the recommendations regarding remuneration principles for Board members and senior managers with regard to the long-term objectives of the company,
- b) Determines the criteria to be used in Remuneration in connection with the company’s and member’s performances,
- c) Submits its suggestions on the wages to be paid to board members and senior managers with regard to the degree to which the criteria have been achieved.

In accordance with the remuneration principle for TAV Holding board members; (i) Independent Board members (ii) Board members who are not been paid by TAV Holding or the shareholders of TAV Holding or any of the parent company of the shareholders or subsidiaries of the shareholders are remunerated. The payment of the wages to be made to board members shall be in Turkish Liras in accordance with the Decree No. 32 on Protection of the Value of Turkish Currency (“Decree”) and other relevant decrees on the amendments to this Decree (“Amending Decrees”) (hereinafter collectively referred as “Legislation”), the payment can be only made in foreign currency in limited cases which shall be considered as exceptions pursuant to Legislation. For the remuneration of Board Members, payment plans based on stock options or the company’s performance may not be used. The wages for Independent Board Members shall be at a level reasonable for them to sustain their independence.

REMUNERATION MANAGEMENT STRATEGY

The general strategy related to the remuneration management is to make remuneration levels competitive with the market by taking into account the level according to which the company wishes to be recognized in the market as well as its solvency.

In order to maintain a fair remuneration package throughout the corporation and a balance between responsibilities and pay, the aim is to provide consistent remuneration management by setting the remuneration for positions with similar responsibilities (same job evaluations) at standard ranges within the grading structure determined for the level of those jobs.

Remuneration packages are managed on the basis of evaluations of the contributions of jobs to the Corporation, independently of their titles.

In order to provide balanced remuneration for each position in line with the value they add to the organization, evaluations are carried out comparing the positions within the corporation and those similar in the market. As a result of evaluations, positions are set within the grading structure of the company. Remuneration packages for employees also take into account criteria such as experience, seniority, performance and productivity.

The company participates in various remuneration studies every year in order to maintain a competitive financial position and monitor developments in the markets. The market data obtained is analyzed and remuneration scales are set within the grading structure of the company in line with job evaluations by taking into account the balance in-house. In this context, the consultancy firm, which is based on remuneration data and researches, operates as the largest remuneration research company in the sector.

Remuneration and salary increases are private and confidential. Accordingly sharing information regarding remuneration package within and/or outside the company strictly prohibited. Employees who are in breach of this rule shall be subject to disciplinary action in accordance with the Discipline Regulation of the company.

ANNUAL SALARY INCREASES

Unless otherwise decided, salary increase is applicable from January on an annual basis unless a contrary resolution is not taken by CEO. Determination of annual salary increase is comprised of two stages: the average corporate salary increase rate is determined first, followed by individual salary increase rates.

Determination of Average Corporate Increase Rate

The average increase rate, applicable throughout the Corporation for the concerned year, is determined by the Chief Executive Officer and approved by the Board in consideration with the information submitted by the TAV Holding HR in relation to the following criteria:

- Annual inflation rate

The inflation rate followed by TAV Holding Budget Department starting from January up to the time of salary increase estimations considering the projected inflation rate for the months due until the end of the year and submitted to TAV Holding HR.

- Position of remuneration packages of the Company in the market

Market position obtained as a result of a comparison between market remuneration research results, present salaries and applicable remuneration scale values within TAV Holding and Affiliated Companies (remuneration policy). The Remuneration Policy is evaluated according to the requirements of the position and competitiveness in the market and is managed by a median and above policy.

- Market remuneration increase forecast (staff costs actualized in the budget)

Results of market remuneration increase research and average salary increase rate for the forthcoming year planned by the companies which participated in the research.

- Solvency of the company (profitability)

Estimation of the total staff costs of the previous year.

Determination of the Individual Increase Rate:

In addition to the average increase rate targeted for the Corporation overall, individual increase rates may be adjusted in line with the following criteria:

- Position of the salary of an employee within the remuneration scale of his/her grade (PIR),
- Performance of the employee during the previous year,

ANNUAL SALARY INCREASE PROCESS

- The annual salary increase process starts in parallel with budgeting works.

- The process continues with the submission of the performance forms after completing performance evaluations to TAV Holding HR by the department heads.

- The Chief Executive Officer determines the general increase rate to be applicable throughout the Corporation; taking into consideration the data presented by TAV Holding HR and upon getting the approval of the Board.

- Topex (n-1 positions) salary increase and bonus rates are determined by the CEO with TAV Holding HR proposal considering the salary increase matrix.
- TAV Holding HR creates the remuneration table by specifying the individual increase rates in accordance with performance scores and the positions within the salary grade in cooperation with the other related HR departments. The suggested increases are forwarded to the relevant CXO/General Manager/Director upon the approval of Holding HR.
- TAV Holding HR, relevant Company HR and CXO/General Manager/Director review the remuneration lists for each management area in line with the tables received from TAV Holding HR and, in addition to the general increase rate, specifies the final individual increase rates by

taking into account the individual performances and submit the final version of the lists to TAV Holding HR.

- TAV Holding HR consolidates the works submitted by the relevant company HR and CXO/General Manager/Director after agreeing upon them, reviews the information received in order to maintain a balance among the submitted evaluations, and works with the relevant CXO/General Manager/Director to reproduce the work if necessary. Once the works are finalized, TAV Holding HR presents the consolidated reports displaying the total cost for the approval of the Chief Executive Officer.
- The Chief Executive Officer may ask the work to be reproduced if he considers it necessary. Following the approval of the final work, the TAV Holding HR forwards the approved tables in writing to the Personnel Department or the related HR unit in order to transfer it to the payroll.
- TAV Holding HR submits the approved company tables to the relevant CXO/General Manager/Director.
- Remuneration management in recruitment, reassignment, horizontal transfers and job grade changes are detailed in the "Remuneration Management Regulation", temporary and expat assignment remuneration management are detailed in "Remuneration Management Regulation" and "Overseas Assignments Regulation".

BONUS MANAGEMENT

In principle, incentive (bonus) procedures are carried out annually in line with the general salary increases. Bonus payments are generally made in the month of January of the subsequent year. However, they may also be made at a date considered suitable by the Chief Executive Officer.

A bonus budget is set by CEO for each Company based on their annual performances. Individual incentives (salary multiples) are determined according to grade and performance, taking into account the set budget.

Relevant CXO/General Manager/Director may make revisions to bonuses favoring individual performances, provided that it is kept within the companies' total bonus budget.

A consolidated bonus list is then submitted for the approval of the Chief Executive Officer following the necessary checks carried out by TAV Holding HR on the individual lists.

The Chief Executive Officer may make changes in the bonuses if he deems necessary, or ask for additional information from the relevant General Manager/Director.

Following the approval of the Chief Executive Officer, bonus lists are forwarded to the Personnel Department or relevant HR unit as signed and in writing.

The Affiliated Companies may set monthly and annual goals to the staff in charge of product and service sales or make contributions in addition to the year-end incentives, give monthly, periodical or annual sales bonus by following the achievement of the targets. The processes related to sales incentives are managed by the procedures of the concerned companies. The companies shall notify TAV Holding HR the lists of all sales Premium payments. The premium lists are submitted to the approval of CEO by TAV Holding HR.

FRINGE BENEFITS MANAGEMENT

The purpose of the Fringe Benefits Management is to specify the entitlement of employees to additional benefits due to their positions and determines conditions and principles of fringe benefits. Fringe benefits groups are categorized in 5 groups with consideration of the types/limits and job categories/evaluations of the positions and the details of the fringe benefits are detailed in the “Fringe Benefits Regulation”.

RESPONSIBILITIES

TAV Holding CHRO is responsible for managing and reviewing the remuneration structure of TAV Holding and Affiliated Companies each year by participating remuneration researches and submitting all changes to CEO in accordance with the remuneration management policy.

APPENDIX-3

DISCLOSURE POLICY

Objective

TAV AIRPORTS HOLDINGS INC (TAV)’s main disclosure policy is to share information on the performance and expectations of TAV within the scope of generally accepted accounting principles and Capital Market Legislation (CML), in a fair, complete, accurate and comprehensible way with shareholders, investors and analysts (capital market participants) equally and to always keep an active and open dialogue available. Except trade secrets, TAV believes that to share information about activities and related strategies, critical subjects, risks and growth opportunities with public will create a more efficient market for Company’s capital markets instruments.

TAV complies with the Turkish Commercial Code, the Capital Markets Legislation and Capital Markets Board (CMB) and Borsa Istanbul (BIST) Regulations with respect to public disclosure and also complies with CMB Corporate Governance Principles.

TAV Disclosure Policy is prepared within the framework of the relevant regulations of the Turkish Commercial Code, Capital Markets Legislation, the regulations of the Capital Markets Board and Borsa Istanbul to comply with the CMB Corporate Governance Principles and has been accepted by the Board of Directors and announced to the all stakeholders via TAV Website (<http://www.tavyatirimciiliskileri.com> and <http://ir.tav.aero>).

Scope

Disclosure Policy applies to TAV and all of its subsidiaries and related entities, employees and advisers and it regulates the written and oral communication between TAV and the capital market participants.

Responsibility

The Board of Directors is responsible from enforcing, supervising and developing the Disclosure Policy. **Investor Relations Department** is charged with observing and controlling all issues concerning the Public Disclosure Policy.

4. Methods and Means of Public Disclosure

TAV's methods and tools of public disclosure, without prejudice to the CML, Borsa Istanbul Regulations and Turkish Commercial Code (TCC) are as follows;

- Material event disclosures and company general information form announced on the Public Disclosure Platform (the “PDP”).
- Financial statements, independent audit reports and activity reports announced in the PDP.
- Corporate Governance Compliance Report and Corporate Governance Information Form announced in the PDP.
- Corporate website (<http://ir.tav.aero>) and digital applications on digital platforms,
- Information and supportive documents prepared for investors; presentations about the company,
- Investor and analyst meetings; interviews and meetings with capital market participants, including those in the digital platforms, ,
- Prospectus, circulars, issuance documents, announcements and other documents to be prepared in accordance with the CMB regulations,
- Press releases made in the printed, visual or digital media,
- e-Company and e-GKS (Electronic General Assembly System) platforms of the Central Registry Organization (Merkezi Kayıt Kuruluşu (“MKK”))
- Declarations and announcements made through the Turkish Trade Registry Gazette and daily newspapers.

Depending on the nature of the disclosure, it is possible to use only one of these methods and tools, as well as use more than one tool if and when necessary.

Company Officials Authorized to Make Public Announcements

In addition to the disclosures outlined above, written or oral requests for information from capital market participants, according to their content, are processed as authorized by TAV Investor Relations within approval and knowledge of his/her superior officer. Press statements for written and visual media and to data distributors can only be made by the Board Members, Chief Executive Officer (CEO), Deputy CEO's or Chief Financial Officer. On matters beyond the scope of the Disclosure Policy after the CEO, Executive Board Member, Deputy CEO's and the members of the Executive Committee serve as the main spokespersons of the Company. The CEO/GM of the group companies serve as the principal spokespersons of their respective companies.

Without being expressly authorized, TAV employees cannot answer questions coming from capital market participants. Such requests for information are delegated to the Investor Relations Department.

Public Disclosure of Material Events

Public disclosures of material events comprising continuous and privileged information except trade secrets are made on time upon the advice of the related departments under the coordination of the Investor Relations Department in accordance with the “Material Events Communiqué”. Material event disclosures are prepared with regard to punctuality, accuracy, comprehensibility, comprehensiveness and avoidance of misleading statements so that they will be instrumental to the persons and organizations referring to the disclosure for their decisions.

Public disclosures of material circumstances and Financial Statements are sent by authorized electronic signature to the PDP within the framework of the related regulations of the BIST and CMB and published on the web site on the following day at the latest. The public disclosure of material circumstances can be delayed in the event that the conditions set forth by the relevant legislation are present in the said disclosures.

Public Disclosure of Financial Statements

The financial statements of TAV are prepared on a consolidated basis in accordance with Turkish Financial Reporting Standards within the framework of the CMB regulations and are disclosed to the public quarterly within the periods determined by the CMB. The annual consolidated financial statements are subject to full scope independent audit and the six-month consolidated financial statements are subject to limited independent audit. The consolidated financial statements and explanatory notes of TAV, in Turkish and English, can be accessed retrospectively on TAV website. Before the disclosure to the public, the consolidated financial statements and explanatory notes are submitted to the Board of Directors for approval together with the opinion of the Audit Committee within the framework of the CMB regulations. After the responsibility statement is signed, the financial statements, footnotes, and the independent audit report, if any, are disclosed via the PDP.

Financial Statements and footnotes of previous periods are available on the Internet (<http://www.tavyatirimciiliskileri.com> and <http://ir.tav.aero>).

The Annual Report

The Annual and Interim Reports comprising the required information and declarations as per the Turkish Commercial Code, Capital Market Legislations and CMB Corporate Governance Principals are prepared to international standards. The Annual Report is submitted for the approval of the Board of Directors after it is prepared and upon getting approval it is presented to the scrutiny of shareholders before the Ordinary General Assembly. The Annual Report is published on the company web site in Turkish and in English.

5. Determination of the Persons with Administrative Responsibility and Disclosure of the Insiders

List of insiders comprises; members of the managing and auditing units and others who while not a part of these units still have direct or indirect access to Insider Information regularly and those having the right to take managerial decisions affecting the future development and commercial targets of the Company (the persons with administrative responsibility) and the persons who are closely related with them and who are acting on behalf and account of the Company and who can have access to insider information directly or indirectly, regularly or irregularly. The insiders list is maintained on the Central Record System of Central Registry Board and published on our web site. The general managers of the affiliate companies who have a major role in getting the financial and operational outcomes of the company are also accepted as persons with administrative responsibility.

Transactions surpassing the maximum threshold allocated to a calendar year of Equity shares of the equity share or securities based on these shares and those transactions resulting in the surpassing or falling below of the shareholding and or voting rights above or below disclosure limits, are disclosed by the parties undertaking the transaction to BIST.

6. Deferring Public Disclosure of Inside Information

Inside information is information not yet revealed to the public, which may impact the value of the capital markets instrument and influence investors' investment decisions.

Pursuant to the 6th Clause of the Material Events Communiqué:

1)Our Company, bearing the responsibilities of such action, may defer the disclosure of inside information under the condition that investors are not misled and the said piece of information remains confidential.

2)When the conditions for deferring disclosure of inside information disappear, our Company discloses the said information according to the framework laid out in the Communiqué. The disclosure also includes the decision to defer and its reasons. If the event related to the deferred disclosure does not take place, a disclosure may not be made.

3)Our Company has the responsibility to keep deferred inside information confidential and restrict access to this information.

Our Company in this framework:

a) Takes necessary measures to make sure inside information is only accessible to persons in the insider list.

b) Takes necessary measures to makes sure all insiders are aware of the legal responsibilities and penalties related to unauthorized dissemination and abuse of inside information.

c)Is obliged to disclose inside information if it's confidentiality is compromised.

4)The effect of deferral to our Company's valid interests, the absence of the risk of misleading investors and measures to ensure confidentiality are resolved by the Board of Directors or written approval is taken from persons delegated by the Board of Directors on this matter.

5)Persons mentioned in the second clause of the fifth article of the Communiqué can also exercise the right to defer. As these persons notify our Company, the fourth clause of this article is executed.

7. Precautions to Protect the Integrity of Inside Information until Public Announcement

As a general principle, TAV Airports Holding Inc. and the persons working for and on behalf of the Holding cannot share information subject to material event disclosure that has not yet been revealed to public. In case it is found that the insider information is revealed to third persons unintentionally and it is deemed that the information cannot be kept confidential then a material event disclosure is made instantly.

In the event of deferring the disclosure of the information, then the persons who have information regarding the deferral are listed and “TAV Airports Holding Inc. List of Insiders” is updated accordingly. Necessary actions are taken to notify both these persons and other informed parties and reasonable measures to that effect are taken.

The persons on the “insiders list” are notified by the Investor Relations Department that they are included in the list to enable compliance to confidentiality principles on inside information and keep the material event, financial and operational results information confidential until public disclosure. The Company signs confidentiality agreements with service providers that render services like consultancy, translation, etc. that need and utilize inside information while performing their tasks for and on behalf of the Company and thereby enforces them to keep the information confidential.

8. Communication with Capital Markets Participants

TAV does not comment on expectations about quarterly and annual results. Instead of this, TAV communicates on critical subjects affecting activity results, strategic methods and subjects that make the sector and the activities more understandable and thus informs the capital market participants. Unless explicitly otherwise stated in the disclosure policy, only authorized officers can communicate with capital markets participants about TAV. No material event can be disclosed during non-public interviews with capital markets participants. TAV Investor Relations Department participates in all meetings with capital markets participants.

One on One Interviews or Calls

Calls and face to face interviews with capital market investors are part of the development of the investor relations program. However TAV will not reveal new information, will not update current information and will not announce important and privileged information which has not been publicly disclosed before.

Quiet Period

TAV Airports’ spokespersons observe a “Quiet Period” for two weeks prior to the quarterly announcements of financial results. This “Quiet Period” ends with the disclosure of the quarterly financial results to the Borsa Istanbul Public Disclosure Platform (PDP).

During the “Quiet Period” TAV Airports will not provide any comments on the financial status of the company except for already disclosed information. People within the Company who have access to insider information will abstain from sharing such information with the public. The questions of capital market

attendees such as analysts and investors regarding the financial status of the Company are not answered during that period. Observation of a “quiet period” does not preclude TAV Airports’ authorized spokespersons from attending conferences, forums, panels and making speeches and announcements provided these actions comply with the relevant capital markets legislation.

9. Procedures Regarding the News in Media

Tracking Mechanism

TAV Airports Holding Inc. monitors the news regarding the Holding in national media with a contracted media agency. Accordingly each morning the related news published in media are submitted to TAV Airports Holding Executives, Investor Relations Department and Corporate Communications Department. Besides, relevant news on data vendors is also monitored.

Market Rumors

- 1) In the event of the existence of news and rumors that could have an effect on investor decisions regarding our company different than previously made disclosure, our company makes a public disclosure regarding the validity and sufficiency of these rumors. This disclosure is mandatory as per the relevant communique.
- 2) If such news and rumors are regarding information subject to deferred disclosure, then the reasons for deferral are invalidated and our Company makes a public disclosure.
- 3) Analysis, comments, projections, evaluations and the like based on already disclosed information are outside the scope of this framework.
- 4) Including forward guidance, if material events are to be disclosed through the media or other outlets, simultaneously or before this disclosure, a public disclosure through the PDP is made. This also includes disclosures made unwittingly in public platforms.

10. Public disclosure of forward guidance

TAV Airports Holding may, from time to time, make forward-looking statements in compliance with the Material Events Communique. A forward-looking statement made in the Company’s written documents will be identified and accompanied with disclaimers that risks, uncertainties and other factors could cause actual results to differ materially from the expectations expressed in the forward-looking statement. The statements will only be made by authorized representatives by clearly expressing the disclaimers referred to above and by referring to a ready and written document as (press releases, information memorandum, disclosure within the CML). Forward looking statements are based on reasonable assumptions and estimates and can be revised upon deviation due to unforeseeable risks and developments.

Forward guidance is made according to the following principles:

a) Forward guidance requires the approval of the Board of Directors, or written approval of a company official designated with this authority by the Board of Directors.

b) Forward guidance is made a maximum of four times during the year. This disclosure may be made through the PDP or through Annual or Interim Reports prepared according to the relevant regulation. In

case of new developments changing the guidance, there is no limit to the number of disclosures that can be made regarding the change.

c)If there are material differences between forward guidance and its disclosure, the differences are disclosed through the PDP.

11. Analyst Reports

TAV regards analyst reports as proprietary information belonging to the analyst's firm and will not provide such reports on the Company's website. The Company will not confirm, endorse, adopt or disseminate analysts' reports. However, in certain limited circumstances, upon request, the Company may review specific factual assertions that an analyst intends to include in a report for the factual accuracy of historical information that is publicly available. The Company discloses the names and firms of analysts who cover the Company, on its website.

12. TAV Web Site

(<http://www.tavyatirimciiliskileri.com> and <http://ir.tav.aero>) web page is actively used for disclosure, as per CMB's Corporate Governance Principals. All disclosures of TAV (past and current) can be accessed through the webpage easily and in a cost effective manner. The webpage prepared and designed in Turkish and English is accessible to all.

The information available on company's webpage does not replace the required regular and material event disclosures as per Capital Market Legislations. All disclosure of TAV can be accessed through the webpage. The web site is structured and segmented accordingly. All precautions are taken for the security of the webpage. The webpage is prepared and designed in Turkish and in English in compliance with CMB Corporate Governance Principles. The announcements for general assemblies, the agenda and information memorandums pertaining to the general assembly, instructions on participation and other documents and reports on general assembly agenda are also made available on the webpage in a clear manner.

APPENDIX-4

DONATION AND AID POLICY

TAV Airports Holding A.Ş. can make donations and provide aid with a sense of corporate social responsibility considering respect for humanity, environment, laws, ethics, international compliance regulations while remaining within its corporate values and complying with the regulations of the Capital Markets Board.

TAV Airports Holding A.Ş. prepares its "Donation and Aid Policy" and submits it to the information of the General Assembly. The shareholders are informed about the amounts and beneficiaries of all the donation and aid made throughout the year, in line with the policy approved by the General Assembly,

and are also informed about changes in the policy as a separate item on the agenda in the General Shareholders' Meeting.

The company can give donations and provide aid to foundations and associations that work on social responsibility projects, to non-governmental organizations, to social solidarity institutions and organizations, sports clubs and educational institutions following the evaluation of all ethics and compliance policies and procedures that are completed by TAV Airports Holding Compliance Department. In case the total amount of donation made to the same third party, for one time or within the same calendar year, exceeds 15,000 (fifteen thousand) TL, all subsequent donation and aid to the same party can only be made with the signature of the Chief Executive Officer.

TAV Havalimanları Holding A.Ş.

POWER OF ATTORNEY

I hereby appoint as attorney introduced in detail below in order to represent me, to vote, to make proposals and to sign the required documents at the 2022 Ordinary General Assembly of TAV Havalimanları Holding A.S. to be held on March 31, 2023, Friday, at 10:00 a.m. at TAV Headquarters at Vadistanbul Bulvar, Ayazaga Mahallesi Azerbaycan Cad. 2C Blok No:3L/6 Sarıyer/Istanbul.

The Attorney's (*):

Name Surname/ Trade Name:

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

(*) Foreign attorneys should submit the equivalent information mentioned above.

A) SCOPE OF REPRESENTATIVE POWER

The scope of representative power should be defined after choosing one of the options (a), (b) or (c) in the following sections 1 and 2.

1. About the agenda items of General Assembly:

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is authorized to vote on proposals of the attorney partnership management.

c) The attorney is authorized to vote in accordance with the following instructions stated in the table.

Instructions:

In the event that the shareholder chooses the (c) option, the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should write the dissenting opinion to be noted down in the minutes of the general assembly.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1.			
2.			
3.			

(*) The issues included in the agenda of the General Assembly are itemized one by one. If the minority has another draft resolution, necessary arrangements should be made to enable them vote by proxy.

2. Special instruction related to other issues that may come up during General Assembly meeting and rights of minority:

- a) The attorney is authorized to vote according to his/her opinion.
- b) The attorney is not authorized to vote in these matters.
- c) The attorney is authorized to vote for agenda items in accordance with the following instructions:

SPECIAL INSTRUCTIONS: The special instructions (if there is any) to be given by the shareholder to the attorney are stated herein.

B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following.

1. I hereby confirm that the attorney represents the shares specified in detail as follows:

- a) Order and Serial(*)
- b) Number / Group (**)
- c) Amount-Nominal Value
- ç) Share with voting power or not
- d) Bearer-Registered(*)
- e) Ratio of the total shares/voting rights of the shareholder

*Such information is not required for the shares which are followed up electronically.

**For the shares which are followed up electronically, information related to the group will be given instead of number.

2. I hereby confirm that the attorney represents all my shares on the list, prepared by MKK (Central Registry Agency) the day before the Meeting, concerning the shareholders who could attend the General Assembly Meeting.

NAME SURNAME OR TITLE OF THE SHAREHOLDER (*)

TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number:

Address:

(*) Foreign attorneys should submit the equivalent information mentioned above.

SIGNATURE