

CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

Statement of Compliance with Corporate Governance Principles

TAV Airports ("the Company") makes maximum effort to comply with the Capital Markets Board's ("CMB") Corporate Governance Principles and all regulations. The Company has embraced the principles of equality, transparency, accountability and responsibility of the Corporate Governance Principles published by CMB. Structures and principles suitable for our company are constantly developed in order to provide the best service in the interests of all relevant groups such as our company's shareholders, stakeholders (employees, passengers, suppliers, etc.), the board of directors.

The "Corporate Governance Principles" determined by the CMB are also adopted by the Company and these universal principles are applied.

Corporate Governance Rating

TAV Airports Periodic Revision Corporate Governance Rating Report prepared by SAHA Corporate Governance and Credit Rating Services, a corporate governance rating agency that is also licensed to conduct corporate governance rating activities in Türkiye, has been completed. Corporate Governance Rating of TAV Airports was revised to 9.69 as of August 12, 2022, up from its prior rating of 9.67 as of August 13, 2021.

Distribution of corporate governance rating with respect to the sub-categories is as follows:

Sub-Categories	Weight	Rating
Shareholders	0.25	95.90
Public Disclosure and Transparency	0.25	98.65
Stakeholders	0.15	98.82
Board of Directors	0.35	95.48
Total	1.00	96.88

The Corporate Governance Rating Report can be accessed at the TAV Investor Relations website at <https://ir.tav.aero/en-EN/>.

Reasons for the Corporate Governance Principles not Implemented

TAV Airports' Corporate Governance Committee continues to carry out initiatives to improve the Company's corporate governance practices. The Company has not yet achieved full compliance with the principles due to various reasons. These include the difficulties encountered in the implementation of some of the principles; ongoing debate on compliance with certain principles, both in Türkiye and in the international arena; and the imperfect fit of some of the principles with the Company's existing structure. The Company complies with all mandatory principles as per the CMB's Corporate Governance Communiqué, and the non-mandatory principles that have not yet been fully implemented are listed below. There is no conflict of interest in our Company due to not complying with these non-mandatory principles.

While not provided for in the Articles of Association, General Assembly meetings are open to the public as per the General Assembly Internal Directive. Pursuant to the new Turkish Commercial Code, the Ordinary General Assembly Meeting of Shareholders that has been held since 2013 was accommodative of electronic voting.

In the Articles of Association, minority rights are not granted to those who are in possession of less than one twentieth of the capital, and in parallel to the general practices in the country, rights were granted to the minority within the general legislative framework.

While not stipulated in the Articles of Association, the Chair of the Board of Directors has never been the same person as its Chief Executive Officer since the day the Company was established. No one in the Company is endowed with unilateral, unlimited decision-making authority. Several members of the Board of Directors were assigned to multiple committees. This is due to compliance with various legal and regulatory obligations, such as the Company's shareholding structure and the requirement for committee chairs to be selected from among independent Board members pursuant to the Capital Markets Board's Corporate Governance communiqué, as well as the requirement to create four committees.

As per Article no. 4.6.5 of the "Corporate Governance Principles," salaries paid, and all other benefits provided to the members of the Board of Directors and senior executives are disclosed to the public via the annual report. However, the disclosure is not made on an individual basis; it only provides a distinction between the Board of Directors and senior executives. Having been put into writing, the remuneration policy was presented to the shareholders as part of a separate agenda item, and stakeholders were requested to deliver opinions about the policy in the meeting.

Chairman of the Corporate Governance Committee

- Ebru Yonca Capa

Corporate Governance Committee Members

- Fernando Echegaray
- Franck Mereyde
- Filiz Demiroz
- Besim Meric

Corporate Governance Compliance Report	Compliance Status					Description
	Yes	Partial	No	Exempt	Not applicable	
1.1. FACILITATING THE EXERCISE OF SHAREHOLDERS RIGHTS						
1.1.2- Up-to-date information and disclosures which may affect the exercise of shareholder rights are available to investors at the corporate website.	X					
1.2. RIGHT TO OBTAIN AND REVIEW INFORMATION						
1.2.1 - Management did not enter into any transaction that would complicate the conduct of special audit.	X					

CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

Corporate Governance Compliance Report	Compliance Status					Description
	Yes	Partial	No	Exempt	Not applicable	
1.3. GENERAL ASSEMBLY						
1.3.2 - The company ensures the clarity of the General Assembly agenda, and that an item on the agenda does not cover multiple topics.	X					
1.3.7- Insiders with privileged information have informed the board of directors about transactions conducted on their behalf within the scope of the company's activities in order for these transactions to be presented at the General Shareholders' Meeting.	X					
1.3.8 - Members of the board of directors who are concerned with specific agenda items, auditors, and other related persons, as well as the officers who are responsible for the preparation of the financial statements were present at the General Shareholders' Meeting.	X					
1.3.10- The agenda of the General Shareholders' Meeting included a separate item detailing the amounts and beneficiaries of all donations and contributions.	X					
1.3.11- The General Shareholders' Meeting was held open to the public, including the stakeholders, without having the right to speak.	X					

Corporate Governance Compliance Report	Compliance Status					Description
	Yes	Partial	No	Exempt	Not applicable	
1.4. VOTING RIGHTS						
1.4.1 - There is no restriction preventing shareholders from exercising their shareholder rights.	X					
1.4.2 - The company does not have shares that carry privileged voting rights.	X					
1.4.3-The company withholds from exercising its voting rights at the General Shareholders' Meeting of any company with which it has cross-ownership, in case such cross-ownership provides management control.	X					
1.5. MINORITY RIGHTS						
1.5.1 - The company pays maximum diligence to the exercise of minority rights.	X					
1.5.2 - The Articles of Association extend the use of minority rights to those who own less than one twentieth of the outstanding shares, and expand the scope of the minority rights.			X			The Company's Articles of Association contain a provision which stipulates that minority rights can be exercised by shareholders holding at least 5% of the share capital.

CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

Corporate Governance Compliance Report	Compliance Status					Description
	Yes	Partial	No	Exempt	Not applicable	
1.6. DIVIDEND RIGHT						
1.6.1- The dividend policy approved by the General Shareholders' Meeting is posted on the company website.	X					
1.6.2 - The dividend distribution policy comprises the minimum information to ensure that the shareholders can have an opinion on the procedure and principles of dividend distributions in the future.	X					
1.6.3 - The reasons for retaining earnings, and their allocations, are stated in the relevant agenda item.	X					
1.6.4 - The board reviewed whether the dividend policy balances the benefits of the shareholders and those of the company.	X					
1.7. TRANSFER OF SHARES						
1.7.1 - There are no restrictions preventing shares from being transferred.	X					
2.1. CORPORATE WEBSITE						
2.1.1. - The company website includes all elements listed in Corporate Governance Principle 2.1.1.	X					
2.1.2- The shareholding structure (names, privileges, number and ratio of shares of real person shareholders owning more than 5% of the issued share capital) is updated on the website at least every 6 months.	X					
2.1.4- The company website is prepared in other selected foreign languages, in a way to present exactly the same information with the Turkish content.	X					

Corporate Governance Compliance Report	Compliance Status					Description
	Yes	Partial	No	Exempt	Not applicable	
2.2. ANNUAL REPORT						
2.2.1 - The board of directors ensures that the annual report represents a true and complete view of the company's activities.	X					
2.2.2 - The annual report includes all elements listed in Corporate Governance Principle 2.2.2.	X					
3.1. CORPORATION'S POLICY ON STAKEHOLDERS						
3.1.1- The rights of the stakeholders are protected pursuant to the relevant regulations, contracts and within the framework of bona fides principles.	X					
3.1.3 - Policies or procedures addressing stakeholders' rights are published on the company's website.	X					
3.1.4 - A whistleblowing program is in place for reporting legal and ethical issues.	X					
3.1.5 - The company addresses conflicts of interest among stakeholders in a balanced manner.	X					
3.2. SUPPORTING THE PARTICIPATION OF THE STAKEHOLDERS IN THE CORPORATION'S MANAGEMENT						
3.2.1 - The Articles of Association, or the internal regulations (terms of reference/manuals), regulate the participation of employees in management.	X					
3.2.2 - Surveys/other research techniques, consultation, interviews, observation method etc. were conducted to obtain opinions from stakeholders on decisions that significantly affect them.	X					

CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

Corporate Governance Compliance Report	Compliance Status					Description
	Yes	Partial	No	Exempt	Not applicable	
3.3. HUMAN RESOURCES POLICY						
3.3.1 - The company has adopted an employment policy ensuring equal opportunities, and a succession plan for all key managerial positions.	X					
3.3.2 - Recruitment criteria are documented.	X					
3.3.3 - The company has a policy on human resources development, and organizes trainings for employees.	X					
3.3.4 - Meetings have been organized to inform employees on the financial status of the company, remuneration, career planning, education and health.	X					
3.3.5 - Employees, or their representatives, were notified of decisions impacting them. The opinion of the related trade unions was also taken.					X	Since the employees of TAV group companies are generally not unionized, the matter of resorting to the opinion of the trade unions in decisions about the employees and collective bargaining agreements stipulated in the human resources policy is not applicable.
3.3.6 - Job descriptions and performance criteria have been prepared for all employees, announced to them and taken into account to determine employee remuneration.	X					
3.3.7 - Measures (procedures, trainings, raising awareness, goals, monitoring, complaint mechanisms) have been taken to prevent discrimination, and to protect employees against any physical, mental, and emotional mistreatment.	X					

Corporate Governance Compliance Report	Compliance Status					Description
	Yes	Partial	No	Exempt	Not applicable	
3.3.8 - The company ensures freedom of association and supports the right for collective bargaining.	X					
3.3.9 - A safe working environment for employees is maintained.	X					
3.4. RELATIONS WITH CUSTOMERS AND SUPPLIERS						
3.4.1- The Company measured customer satisfaction, and operated to ensure unconditional customer satisfaction.	X					
3.4.2 - Customers are notified of any delays in handling their requests.	X					
3.4.3 - The company complied with the quality standards with respect to its products and services.	X					
3.4.4 - The company has in place adequate controls to protect the confidentiality of sensitive information and business secrets of its customers and suppliers.	X					
3.5. ETHICAL RULES AND SOCIAL RESPONSIBILITY						
3.5.1 - The board of the corporation has adopted a code of ethics, disclosed on the corporate website.	X					
3.5.2 -The company has been mindful of its social responsibility. Has adopted measures to prevent corruption and bribery.	X					

CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

Corporate Governance Compliance Report	Compliance Status					Description
	Yes	Partial	No	Exempt	Not applicable	
4.1. ROLE OF THE BOARD OF DIRECTORS						
4.1.1 - The board of directors has ensured strategy and risks do not threaten the long-term interests of the company, and that effective risk management is in place.	X					
4.1.2- The agenda and minutes of board meetings indicate that the board of directors discussed and approved strategic targets, ensured resources were adequately allocated, and monitored company and management performance.	X					
4.2. ACTIVITIES OF THE BOARD OF DIRECTORS						
4.2.1-The board of directors documented its meetings and reported its activities to the shareholders.	X					
4.2.2 - Duties and authorities of the members of the board of directors are disclosed in the annual report.	X					
4.2.3-The board has ensured the company has an internal control framework adequate for its activities, size and complexity.	X					
4.2.4 - Information on the functioning and effectiveness of the internal control system is provided in the annual report.	X					
4.2.5 - The roles of the Chairman and Chief Executive Officer are separated and defined.	X					

Corporate Governance Compliance Report	Compliance Status					Description
	Yes	Partial	No	Exempt	Not applicable	
4.2.7-The board of directors ensures that the Investor Relations department and the corporate governance committee work effectively. The board works closely with them when communicating and settling disputes with shareholders.	X					
4.2.8 - The company has subscribed to a Directors and Officers liability insurance covering more than 25% of the capital.	X					
4.3. STRUCTURE OF THE BOARD OF DIRECTORS						
4.3.9 - The board of directors has approved the policy on its own composition, setting a minimal target of 25% for female directors. The board annually evaluates its composition and nominates directors so as to be compliant with the policy.	X					
4.3.10 - At least one member of the audit committee has 5 years of experience in audit/accounting and finance.	X					

CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

Corporate Governance Compliance Report	Compliance Status					Description
	Yes	Partial	No	Exempt	Not applicable	
4.4. BOARD MEETING PROCEDURES						
4.4.1-Each board member attended the majority of the board meetings in person.	X					
4.4.2 - The board has formally approved a minimum time by which information and documents relevant to the agenda items should be supplied to all board members.	X					
4.4.3 - The opinions of board members that could not attend the meeting, but did submit their opinion in written format, were presented to other members.	X					
4.4.4 - Each member of the board has one vote.	X					
4.4.5 - The board has a charter/ written internal rules defining the meeting procedures of the board.	X					
4.4.6 - Board minutes document that all items on the agenda are discussed, and board resolutions include director's dissenting opinions if any.	X					
4.4.7-There are limits to external commitments of board members. Shareholders are informed of board members' external commitments at the General Assembly Meeting.	X					
4.5. BOARD COMMITTEES						
4.5.5 - Board members serve in only one of the Board's committees.			X			Board Members serve on multiple committees due to the Company's ownership structure and due to the existence of 4 different committees.

Corporate Governance Compliance Report	Compliance Status					Description
	Yes	Partial	No	Exempt	Not applicable	
4.5.6 - Committees have invited persons to the meetings as deemed necessary to obtain their views.	X					
4.5.7 - If external consultancy services are used, the independence of the provider is stated in the annual report.					X	Board Committees did not receive consultancy services.
4.5.8 - Minutes of all committee meetings are kept and reported to board members.	X					
4.6. FINANCIAL RIGHTS						
4.6.1-The board of directors has conducted a board performance evaluation to review whether it has discharged all its responsibilities effectively.	X					
4.6.4-The company did not extend any loans to its board directors or executives, nor extended their lending period or enhanced the amount of those loans, or improve conditions thereon, and did not extend loans under a personal credit title by third parties or provided guarantees such as surety in favor of them.	X					
4.6.5-The individual remuneration of board members and executives is disclosed in the annual report.			X			Salaries paid and all other benefits provided to the members of the Board of Directors and senior executives are disclosed to the public via the annual report. The disclosure is not made on an individual basis; it encompasses the Board of Directors and senior executives.

CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

SHAREHOLDERS**1.1. Facilitating the Exercise of Shareholders Rights**

The number of investor meetings (conference, seminar/ etc.) organised by the company during the year	TAV Airports participated in 6 conferences and met with 182 investors and analysts.
--	---

1.2. Right to Obtain and Examine Information

The number of special auditor requests	0
The number of special auditor requests that were accepted at the general assembly meeting	0

1.3. General Assembly

The link of the announcement made in the Public Disclosure Platform (KAP) that includes the information requested under the principle 1.3.1 (a-d)	https://www.kap.org.tr/en/Bildirim/1005280
---	---

Whether the general assembly meeting documents were presented in Turkish and English languages simultaneously	Presented in Turkish and English languages simultaneously.
---	--

The links of the announcements made on PDP associated with the transactions that are not approved by the majority of independent members or by unanimous votes of present Board Members in the context of Principle 1.3.9.	-
--	---

The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	-
---	---

The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	-
--	---

The name of the section on the corporate website that demonstrates the donation policy of the company	ir.tav.aero/Corporate Governance/ Our Company's Policies
---	---

The link of the announcement made on KAP with the minutes of the General Assembly Meeting where the donation and aid policy has been approved	https://www.kap.org.tr/en/Bildirim/1014368
---	---

The number of the article in the Articles of Association governing stakeholders' attendance at the general assembly	27.1
---	------

Information regarding the stakeholders who attend general assemblies	The General Assembly was held open to the public, including stakeholders and the media.
--	---

1.4. Voting Rights

Whether there are any privileged voting rights	No
In case there are voting privileges, indicate the privileged shareholders and their voting percentages.	-
Shareholding rate of the majority shareholder	46.1%

1.5. Minority Rights

Whether the scope of minority rights is expanded (in terms of content or percentage) in the Articles of the Association	No
---	----

If yes, specify the relevant provision of the articles of association.	-
--	---

1.6. Dividend Right

The name of the section on the corporate website that describes the dividend distribution policy	ir.tav.aero/Corporate Governance/ Our Company's Policies
--	---

Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend	In 2021, our Company acquired Almaty Airport and won the Antalya Airport concession tender to enable its long term development. Due to the fund requirements of these transactions and the investments required thereof, it was unanimously approved by the General Assembly that there will not be a dividend distribution.
---	--

PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	https://www.kap.org.tr/en/Bildirim/1014368
---	---

General Assembly Date**31.03.2022**

The number of information requests received by the company regarding the clarification of the agenda of the general assembly	0
Shareholder participation rate to the general assembly meeting	74%
Percentage of shares directly present	0.01%
Percentage of shares represented by proxy	99.90%
Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Corporate Governance/ General Assembly
Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	Corporate Governance/ General Assembly
The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	Article 13
The number of declarations by insiders received by the board of directors	86
The PDP link of the general assembly notification	https://www.kap.org.tr/en/Bildirim/1005280

CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

PUBLIC DISCLOSURE AND TRANSPARENCY

2.1. CORPORATE WEBSITE

The headings of the sections on the corporate website that include information required by the corporate governance principle numbered 2.1.1	www.tavyatirimciiliskileri.com
The heading of the section on the corporate website that includes the list of real person shareholders who own more than 5% of the Company's shares, directly or indirectly	Corporate and Shareholder Structure
Languages in which the corporate website is presented	Turkish and English

2.2. Annual Report

The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.

a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	Board of Directors / Statement of Independence
b) Page number or heading of the section in the annual report that provides information on the committees established under the Board of Directors	Operating Principles of the Committees
c) Page number or heading of the section in the annual report that includes the number of board meetings held throughout the year, and the members' attendance status	Board of Directors
d) Page number or heading of the section in the annual report that provides information on regulatory changes that can have a material impact on the Company's activities	Other Disclosures
e) The page number or heading of the section that includes information regarding important lawsuits filed against the company and possible consequences thereof	Other Disclosures
f) Page number or heading of the section in the annual report that provides information on the conflicts of interest between the Company and entities providing investment advisory and rating services to the Company, and the precautions taken to prevent these	-
g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	Other Disclosures
h) Page number or heading of the section that provides information on employees' benefits and professional training, as well as other corporate social responsibility activities related to the Company's operations that have social and environmental impacts	Sustainability

STAKEHOLDERS

3.1. Corporation's Policy on Stakeholders

The heading of the section on the corporate website that includes the policy on compensation	ir.tav.aero/Corporate Governance/Our Company's Policies
The number of final court verdicts against the Company that result from violation of employee rights	0
The title of the individual in charge of the whistleblowing programme	Internal Audit Risk and Compliance Director
Contact information of the Company's mechanism to report violations	https://alert.groupeadp.fr/

3.2. Supporting the Participation of the Stakeholders in the Corporation's Management

The heading of the section on the corporate website that includes internal regulations on employees' participation in the managerial bodies of the Company	Corporate Governance/Our Company's Policies
Corporate bodies where employees are represented	Occupational Health and Safety Committee

3.3. Human Resources Policy

The role of the board on developing and ensuring that the company has a succession plan for the key management positions	Succession plan is determined in our Shareholders' Agreement.
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	www.tavhavalimanlari.com.tr/ Human Resources
Whether the company provides an employee stock ownership programme	There isn't an employee stock ownership programme.
The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also, provide a summary of relevant parts of the human resource policy.	www.tavhavalimanlari.com.tr/ Human Resources
The number of definitive convictions the company is subject to in relation to health and safety measures	0

3.5. Ethical Rules and Social Responsibility

The heading of the section on the corporate website that includes the policy on ethical principles	www.tavhavalimanlari.com.tr/ Human Resources
The name of the section on the company website that demonstrates the corporate social responsibility report. If there is no report on corporate social responsibility, precautions taken with respect to the environmental, social and corporate governance issues	www.tavhavalimanlari.com.tr/ Sustainability
Any measures combatting any kind of corruption including embezzlement and bribery	ir.tav.aero/Corporate Governance/ Ethics & Compliance

CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

BOARD OF DIRECTORS

4.2. Principles of Activity of the Board of Directors

Date of the last board evaluation conducted	Latest board evaluation was conducted in February 2023.
Whether the board evaluation was externally facilitated	No
Whether all board members were released for their duties at the GSM	Yes
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	Edward Arkwright, President; Mustafa Sani Sener, Vice President; Ali Haydar Kurtdarcan, Vice President; Franck Mereyde, Executive Member of the Board of Directors
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	5
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	Risk Management, Internal Audit and Compliance
Name of the Chairman	Edward Arkwright
Name of the CEO	Vehbi Serkan Kaptan
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	-
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during their duties is insured for an amount exceeding 25% of the company's capital	https://www.kap.org.tr/en/Bildirim/1063360
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	ir.tav.aero/Corporate Governance/Our Company's Policies
The number and ratio of woman directors within the Board of Directors	There are three woman directors and the ratio is 27%.

Composition of Board of Directors

Name/ Surname	Person Acting on Behalf of a Legal Entity Member	Duty	Executive or Not	Duties Undertaken in the Company during the Last 5 Years	Share in Capital (%)	Board Member or Not	Whether the Independent Director Considered by the Nomination Committee	Whether a Member Ceased to Qualify as an Independent Member
EDWARD RODOLPHE PAUL ARKWRIGHT		Chairman of the Board of Directors	Non-executive	Chairman of the Board of Directors		Not Independent Member		No
MUSTAFA SANI SENER		Deputy Chair	Non-executive	CEO and Member of the Board of Directors		Not Independent Member		No
TEPE INSAT SANAYI ANONIM SIRKETI	ALI HAYDAR KURTDARCAN	Deputy Chair	Non-executive	Deputy Chair	5.06	Not Independent Member		No
FERNANDO ECHEGARAY		Board Member	Non-executive	Deputy Chair		Not Independent Member		No
FRANCK MEREYDE		Executive Member	Executive	Board Member		Not Independent Member		No
XAVIER MARIE MARTIN BENOIT HURSTEL		Board Member	Non-executive	-		Not Independent Member		No
JEROME PAUL JACQUES CALVET		Board Member	Non-executive	Independent Board Member		Not Independent Member		Yes
AYLIN SELEN		Board Member	Non-executive			Independent Member	Considered	No
EBRU YONCA CAPA		Board Member	Non-executive			Independent Member	Considered	No
FILIZ DEMIROZ		Board Member	Non-executive			Independent Member	Considered	No
JEAN-MICHEL VERNHES		Board Member	Non-executive			Independent Member	Considered	No

CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

BOARD OF DIRECTORS**4.4. Meeting Procedures of the Board of Directors**

Number of physical board meetings in the reporting period (meetings in person)	6	8
Director average attendance rate at board meetings		95%
Whether the board uses an electronic portal to support its work or not		Yes
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter		At least 7 days before the Meeting
The name of the section on the corporate website that demonstrates information about the board charter	ir.tav.aero/Corporate Governance/Articles of Association/Board of Directors Meeting	
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	The upper limit which is stipulated in section of Article 4.3.6 of the CMB Corporate Governance Principles is adopted.	

4.5. Board Committees

Page numbers or section names of the annual report where information about the board committees are presented		Operating Principles of the Committees
Link(s) to the PDP announcement(s) with the board committee charters		https://www.kap.org.tr/en/Bildirim/1005325

Composition of Board Committees

Names of the Board Committees	Name-Surname of Committee Members	Whether Committee Chair or Not	Whether Board Member or Not
Audit Committee	Filiz Demiroz	Yes	Board member
Audit Committee	Aylin Selen	No	Board member
Corporate Governance Committee	Ebru Yonca Capa	Yes	Board member
Corporate Governance Committee	Fernando Echeagaray	No	Board member
Corporate Governance Committee	Filiz Demiroz	No	Board member
Corporate Governance Committee	Frank Meryde	No	Board member
Corporate Governance Committee	Besim Meric	No	Not Board Member
Nomination Committee	Aylin Selen	Yes	Board member
Nomination Committee	Ebru Yonca Capa	No	Board member
Nomination Committee	Edward Arkwright	No	Board member
Nomination Committee	Xavier Hürstel	No	Board member
Risk Committee	Jean Michel Vernhes	Yes	Board member
Risk Committee	Ali Haydar Kurtdarcan	No	Board member
Risk Committee	Aylin Selen	No	Board member
Risk Committee	Jerome Calvet	No	Board member
Risk Committee	Xavier Hürstel	No	Board member

CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

BOARD OF DIRECTORS**4.5. Committees Established under the Board of Directors-II**

Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/ website)	Annual Report, Operating Principles of the Committees
Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)	Annual Report, Operating Principles of the Committees
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	Annual Report, Operating Principles of the Committees
Specify where the activities of the risk committee are presented in your annual report or website (Page number or section name in the annual report/ website)	Annual Report, Operating Principles of the Committees
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	The activities of the Remuneration Committee are carried out by the Corporate Governance Committee.

4.6. Financial Rights

Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	Annual Report, Guidance and Realization
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	ir.tav.aero/Corporate Governance/Our Company's Policy/ Remuneration Policy
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)	Annual Report, Financial Benefits Provided to the Members of the Board of Directors and Senior Management

Composition of Board Committees

Names of the Board Committees	The Percentage of Non-executive Directors	The Percentage of Independent Directors in the Committee	The Number of Meetings Held in Person	The Number of Reports on Its Activities Submitted to the Board
Audit Committee	100%	100%	5	5
Corporate Governance Committee	80%	40%	5	5
Nomination Committee	100%	50%	3	3
Risk Committee	100%	40%	6	6

SUSTAINABILITY PRINCIPLES COMPLIANCE REPORT

	If the compliance with the principles is determined as "Yes" or "Partial", the report information/link regarding the information disclosed to the public should be included. Information on compliance with the principles are included in the "Description" column. The extent to which the requested information is presented as consolidated or solo should be stated in the "Description" column.	COMPLIANCE STATUS				DESCRIPTION	REPORT INFORMATION (Including the page number)/ LINK ON PUBLIC DISCLOSURE
		YES	NO	PARTIAL	NOT APPLICABLE		
	A. General Principles						
	A1. Strategy, Policy and Targets						
A1.1	The Board of Directors determines environmental, social and governance (ESG) priority issues, risks and opportunities	✓					2022 Annual Report- 75, 76, 88
	The Board of Directors establishes ESG policies (For example: Environmental Policy, Energy Policy, Human Rights and Employee Policy etc.) and declares to the public.	✓				ESG policies are declared to the public on the website.	https://tavhavalimanlari.com.tr/en-EN/about-tav/policies-about-tav
A1.2	The short and long term goals in line with ESG policies are declared to the public.		✓				
	A2. Implementation/Monitoring						
A2.1	The committees and/or units responsible for the implementation of ESG policies as well as the highest-level person in charge of ESG issues and their duties are determined and publicly disclosed.	✓				Relevant committees are shared in detail.	2022 Annual Report- 73, 91
	The responsible committee / unit reports the activities carried out within the scope of the policies to the Board of Directors at least once a year.	✓				Reporting to the management institution is made regularly.	
A2.2	Implementation and action plans in line with the ESG targets are formed and declared to the public.		✓				

	If the compliance with the principles is determined as "Yes" or "Partial", the report information/link regarding the information disclosed to the public should be included. Information on compliance with the principles are included in the "Description" column. The extent to which the requested information is presented as consolidated or solo should be stated in the "Description" column.	COMPLIANCE STATUS				DESCRIPTION	REPORT INFORMATION (Including the page number)/ LINK ON PUBLIC DISCLOSURE
		YES	NO	PARTIAL	NOT APPLICABLE		
A2.3	The scope of ESG Key Performance Indicators (KPI) and relevant indicators are announced on a yearly basis."			✓		Relevant action plans are formed but not declared to the public.	2022 Annual Report- 84, 85
A2.4	Announces the innovation activities that improve the sustainability performance for business processes or products and services.	✓				The information on activities supporting the sustainability performance are included in the the annual report.	2022 Annual Report- 77, 78, 79, 80, 81, 82, 83, 84, 88
	A3. Reporting						
A3.1	Information regarding the performance of the Incorporation in terms of sustainability performance, targets and activities are included correctly and adequately in the annual report.	✓					2022 Annual Report - pages between 72 to 85
A3.2	Information about its activities on which of the United Nations (UN) 2030 Sustainable Development Goals are related to has been disclosed to the public by the Incorporation.	✓					2020 Annual Report- 75 https://tavhavalimanlari.com.tr/en-EN/sustainability/pages/sustainabledevelopmentgoals
A3.3	Information about the important lawsuits filed and/or concluded in ESG issues, which are important in terms of ESG policies and/or will significantly affect activities, have been disclosed to the public.		✓				

SUSTAINABILITY PRINCIPLES COMPLIANCE REPORT

	If the compliance with the principles is determined as "Yes" or "Partial", the report information/link regarding the information disclosed to the public should be included. Information on compliance with the principles are included in the "Description" column. The extent to which the requested information is presented as consolidated or solo should be stated in the "Description" column.	COMPLIANCE STATUS				DESCRIPTION	REPORT INFORMATION (Including the page number)/ LINK ON PUBLIC DISCLOSURE
		YES	NO	PARTIAL	NOT APPLICABLE		
	A4. Verification						
A4.1	ESG Key Performance metrics of the Incorporation have been verified and publicly disclosed by an independent third party organization.			✓		Information about the carbon verification process conducted by independent organizations has been shared and the ISO 14001 process is included in the report.	2022 Annual Report- 77
	B. Environmental Principles						
B1	Announces the policies and practices, action plans, environmental management systems (known as the ISO 14001 standard) and programs in the field of environmental management.			✓		Certificate availability has been shared.	
B2	The scope of the report, the reporting period, the reporting date, and the limitations regarding the reporting conditions were disclosed to the public regarding the environmental reports prepared to provide information on environmental management.		✓				
B3	Stated in A2.1.						
B4	Environmental targets included in the rewarding criteria within the scope of performance incentive systems based on stakeholders (such as members of the Board of Directors, managers and employees) have been disclosed to the public.		✓				

	If the compliance with the principles is determined as "Yes" or "Partial", the report information/link regarding the information disclosed to the public should be included. Information on compliance with the principles are included in the "Description" column. The extent to which the requested information is presented as consolidated or solo should be stated in the "Description" column.	COMPLIANCE STATUS				DESCRIPTION	REPORT INFORMATION (Including the page number)/ LINK ON PUBLIC DISCLOSURE
		YES	NO	PARTIAL	NOT APPLICABLE		
B5	How environmental issues are integrated into business targets and strategies has been disclosed to the public.	✓				Long-term and short-term activities are shared.	2022 Annual Report- 77, 78, 88
B6	Stated in A2.4.						
B7	How environmental issues are managed and integrated into business targets and strategies throughout the company's value chain, including the operational process, suppliers and customers has been disclosed to the public.		✓				
B8	Whether the environment organizations and non-governmental organizations are involved in the policy-making processes or not, and the collaborations with these institutions and organizations have been disclosed to the public.	✓				Related programs and collaborations are included in the report.	2022 Annual Report- 77, 78
B9	In the light of environmental indicators (Greenhouse gas emissions (Scope-1 (Direct), Scope-2 (Energy indirect), Scope-3 (Other indirect) 1), air quality, energy management, water and wastewater management, waste management, biodiversity impacts) reports periodically comparable information on its environmental impacts.			✓		Information about the topics has been shared in general, while some of them have data.	2022 Annual Report- 85
B10	Describes the standard, protocol, methodology and base year details used to collect and calculate its data.		✓				

SUSTAINABILITY PRINCIPLES COMPLIANCE REPORT

	If the compliance with the principles is determined as "Yes" or "Partial", the report information/link regarding the information disclosed to the public should be included. Information on compliance with the principles are included in the "Description" column. The extent to which the requested information is presented as consolidated or solo should be stated in the "Description" column.	COMPLIANCE STATUS				DESCRIPTION	REPORT INFORMATION (Including the page number)/ LINK ON PUBLIC DISCLOSURE
		YES	NO	PARTIAL	NOT APPLICABLE		
B11	The status of the environmental indicators for the reporting year (increase or decrease) in comparison with previous years has been described.			✓		For specific topics year over year comparison data are included.	2022 Annual Report- 85
B12	Short and long-term targets to reduce environmental impact are set and these targets are announced together with information on their progress in relation to the goals set in the past years.			✓			
B13	The strategy and actions to combat the climate crisis are announced.	✓				Targets and actions taken in scope of decarbonisation are included.	2022 Annual Report- 75, 76, 77, 88
B14	In order to prevent or minimize the potential negative impact of products and/or services on the environment, programs or procedures have been established and disclosed to the public.			✓		Programs or procedures have been established but not disclosed to the public.	
	Actions for reducing greenhouse gas emissions of third parties (eg. suppliers, subcontractors, dealers, etc.) are taken and these actions have been disclosed to the public.		✓				

	If the compliance with the principles is determined as "Yes" or "Partial", the report information/link regarding the information disclosed to the public should be included. Information on compliance with the principles are included in the "Description" column. The extent to which the requested information is presented as consolidated or solo should be stated in the "Description" column.	COMPLIANCE STATUS				DESCRIPTION	REPORT INFORMATION (Including the page number)/ LINK ON PUBLIC DISCLOSURE
		YES	NO	PARTIAL	NOT APPLICABLE		
B15	The environmental benefits / profits and cost savings provided by projects and initiatives carried out to reduce environmental impact are announced.		✓				
B16	The total energy consumption (natural gas, diesel, gasoline, LPG, coal, electricity, heating, cooling) data are announced as Scope-1 and Scope-2.	✓					2022 Annual Report- 85
B17	Information on electricity, heat, steam and cooling generated and consumed in the reporting year is provided.			✓			2022 Annual Report- 85
B18	Conducts studies on increasing the use of renewable energy, transition to zero or low carbon electricity and explains these studies.	✓					2022 Annual Report- 77, 85
B19	The renewable generation of energy and the usage data are announced.	✓					2022 Annual Report- 85
B20	Energy efficiency projects are realized and the amount of energy consumption and emission reduction gained by means of these studies are announced.	✓					2022 Annual Report- 77, 85
B21	The amount of water withdrawn, used, recycled and discharged from underground or above ground, its sources and procedures are reported.		✓				

SUSTAINABILITY PRINCIPLES COMPLIANCE REPORT

	If the compliance with the principles is determined as "Yes" or "Partial", the report information/link regarding the information disclosed to the public should be included. Information on compliance with the principles are included in the "Description" column. The extent to which the requested information is presented as consolidated or solo should be stated in the "Description" column.	COMPLIANCE STATUS				DESCRIPTION	REPORT INFORMATION (Including the page number)/ LINK ON PUBLIC DISCLOSURE
		YES	NO	PARTIAL	NOT APPLICABLE		
B22	Announces whether the operations or activities are included in any carbon pricing system (Emission Trading System, Cap & Trade or Carbon Tax).	✓				Information on neutralization levels in scope of the ACE is announced.	2022 Annual Report- 34, 58, 76, 77
B23	The carbon credit information accumulated or purchased during the reporting period is announced.		✓				
B24	The details if carbon pricing is applied within the Incorporation are announced.				✓	Information on neutralization levels in scope of the ACE is announced. Details are not disclosed.	2022 Annual Report- 34, 58, 76, 77
B25	Platforms where the Incorporation discloses environmental information is announced.		✓				
	C. C. Social Principles						
	C1. Human Rights and Employee Rights						
C1.1	Corporate Human Rights and Labor Rights Policy is established in which full compliance with the legal framework and legislation regulating the human rights and business life in Türkiye, ILO Conventions that are ratified by Türkiye and the Universal Declaration of Human Rights is committed. Roles and responsibilities associated with the implementation of the policy are determined and announced.			✓			https://tavhavalimanlari.com.tr/en-EN/human-resources/policies

	If the compliance with the principles is determined as "Yes" or "Partial", the report information/link regarding the information disclosed to the public should be included. Information on compliance with the principles are included in the "Description" column. The extent to which the requested information is presented as consolidated or solo should be stated in the "Description" column.	COMPLIANCE STATUS				DESCRIPTION	REPORT INFORMATION (Including the page number)/ LINK ON PUBLIC DISCLOSURE
		YES	NO	PARTIAL	NOT APPLICABLE		
C1.2	Considering the supply and value chain effects, the Company includes fair workforce, improvement of labor standards, women's employment and inclusion (such as nondiscrimination on women, men, gender, religious belief, language, ethnicity, race, age, disability, refugee etc.) in its policy regarding the labor rights.	✓					https://tavhavalimanlari.com.tr/en-EN/human-resources/policies
C1.3	Announces the measures taken along the value chain for the protection of groups vulnerable to certain economic, environmental, social factors (low-income groups, women, etc.) or minority rights/ equality of opportunity.	✓					https://tavhavalimanlari.com.tr/en-EN/human-resources/policies
C1.4	Developments regarding preventive and corrective practices against discrimination, inequality, human rights violations, forced labor and child labor are reported.	✓					2022 Annual Report- 79, 81

SUSTAINABILITY PRINCIPLES COMPLIANCE REPORT

	If the compliance with the principles is determined as "Yes" or "Partial", the report information/link regarding the information disclosed to the public should be included. Information on compliance with the principles are included in the "Description" column. The extent to which the requested information is presented as consolidated or solo should be stated in the "Description" column.	COMPLIANCE STATUS				DESCRIPTION	REPORT INFORMATION (Including the page number)/ LINK ON PUBLIC DISCLOSURE
		YES	NO	PARTIAL	NOT APPLICABLE		
C1.5	Investment in employees (training, improvement policies), compensation, vested benefits, right to unionize, work/life balance solutions and talent management issues are included in employee rights policy.	✓					https://tavhavalimanlari.com.tr/en-EN/human-resources/policies/pages/training-and-development
	Dispute resolution processes are determined by creating mechanisms for employee complaints and dispute.	✓					https://tavhavalimanlari.com.tr/en-EN/about-tav/policies-about-tav/pages/ethics-and-compliance
	The activities carried out to ensure employee satisfaction during the reporting period are announced.	✓					2022 Annual Report- 58, 83,84
C1.6	Occupational health and safety policies are established and declared to the public.	✓					https://tavhavalimanlari.com.tr/en-EN/about-tav/pages/occupational-safety
	The occupational accidents, measures taken to maintain health, and accident statistics are announced.	✓					2022 Annual Report- 80, 85

	If the compliance with the principles is determined as "Yes" or "Partial", the report information/link regarding the information disclosed to the public should be included. Information on compliance with the principles are included in the "Description" column. The extent to which the requested information is presented as consolidated or solo should be stated in the "Description" column.	COMPLIANCE STATUS				DESCRIPTION	REPORT INFORMATION (Including the page number)/ LINK ON PUBLIC DISCLOSURE
		YES	NO	PARTIAL	NOT APPLICABLE		
C1.7	Protection of personal data and data security policies are established and disclosed to the public.	✓					https://tavhavalimanlari.com.tr/en-EN/about-tav/policies-about-tav/pages/personal-data-protection
C1.8	Ethical policy is established and declared to the public.	✓					https://tavhavalimanlari.com.tr/en-EN/about-tav/policies-about-tav/pages/personal-data-protection
C1.9							
C1.10	Information meetings and training programs for employees on ESG policies and practices are organized.	✓					
	C2. Stakeholders, International Standards and Initiatives						
C2.1	A customer satisfaction policy regarding the management and resolution of customer complaints is established and announced.	✓					https://tavhavalimanlari.com.tr/en-EN/sustainability/pages/product-responsibility

SUSTAINABILITY PRINCIPLES COMPLIANCE REPORT

	If the compliance with the principles is determined as "Yes" or "Partial", the report information/link regarding the information disclosed to the public should be included. Information on compliance with the principles are included in the "Description" column. The extent to which the requested information is presented as consolidated or solo should be stated in the "Description" column.	COMPLIANCE STATUS				DESCRIPTION	REPORT INFORMATION (Including the page number)/ LINK ON PUBLIC DISCLOSURE
		YES	NO	PARTIAL	NOT APPLICABLE		
C2.2	Information on stakeholders communication (with which stakeholders, on what issue and how often) is announced.			✓		Available for certain group companies.	
C2.3	International reporting standards adopted for the reportings are disclosed.	✓					https://tavhavalimanlari.com.tr/en-EN/sustainability/pages/environmental-sustainability
C2.4	Principles, signatory and member international organizations, committees and principles on sustainability and adopted by the Company are disclosed.	✓					2022 Annual Report- 59, 82
C2.5	Improvements and activities are conducted in order to be listed in the sustainability indices of Borsa Istanbul and/or international index providers.	✓					

	If the compliance with the principles is determined as "Yes" or "Partial", the report information/link regarding the information disclosed to the public should be included. Information on compliance with the principles are included in the "Description" column. The extent to which the requested information is presented as consolidated or solo should be stated in the "Description" column.	COMPLIANCE STATUS				DESCRIPTION	REPORT INFORMATION (Including the page number)/ LINK ON PUBLIC DISCLOSURE
		YES	NO	PARTIAL	NOT APPLICABLE		
	D. Corporate Governance Principles						
D1	Applies to the opinions of stakeholders in determining measures and strategies in the field of sustainability.	✓					
D2	Works on raising awareness about sustainability and its importance through social responsibility projects, awareness activities and trainings.	✓					

OPERATING PRINCIPLES OF THE COMMITTEES

Board Committees

In accordance with the provisions of the Capital Markets Board's Communiqué on the Determination and Implementation of Corporate Governance Principles, the Company's Board of Directors reviewed the structure and activities of the existing committees and resolved to constitute them as follows:

Our Company's Committee Working Principles are available at https://ir.tav.aero/Uploads/Documents/calisma_esaslari_2021.pdf.

Audit Committee

Chair of the Audit Committee	Filiz Demiroz
Audit Committee Member	Aylin Selen

Corporate Governance Committee

Chair of the Corporate Governance Committee	Ebru Yonca Capa
Corporate Governance Committee Members	Fernando Echegaray Filiz Demiroz Franck Mereyde Besim Meric

Nomination Committee

Chair of the Nomination Committee	Aylin Selen
Nomination Committee Members	Ebru Yonca Capa Edward Arkwright Xavier Hürstel

Risk Committee

Chair of the Risk Committee	Jean-Michel Vernhes
Risk Committee Members	Ali Haydar Kurtdarcan Aylin Selen Jerome Calvet Xavier Hürstel

Board of Directors' Assessment for the Committees

The committees shall convene prior to each meeting of the Board of Directors whose agenda incorporates a decision concerning matters that are of relevance to them. The committees shall convene at least one day prior to the meeting of the Board of Directors, barring an urgency or material impediment. The chair of each committee, or, in case the chair is unavailable, one of the committee members who is designated for that purpose, shall report on the committee's work to the meeting of the Board of Directors that is held following the committee's meeting; the reporting shall comprise a summary of the committee's proceedings and transactions.

The "Audit Committee" is responsible for the effective implementation of the internal control system as well as taking all necessary measures for the adequate and transparent execution of all kinds of internal and independent audits. The Committee convened five times a year, at least once every three months, the meeting results were recorded in the minutes, and the decisions taken were submitted to the Board of Directors.

Audit Committee

The Audit Committee convened five times in 2022, at least once every three months, the meeting results were recorded in the minutes, and the decisions taken were submitted to the Board of Directors.

The scope of work of the Audit Committee comprises the reports and studies prepared by the independent external audit, the Holding Internal Audit Department, and legal authority auditing bodies. The Audit Committee determines the nature and scope of the Holding's Internal Audit Department's relations with auditing bodies of public institutions and organizations, independent audit firms, and tax auditors.

The Committee is authorized to approve the annual plan of the Internal Audit Department, to compare the planned and actual activities, to request explanations from the Internal Audit Department, to demand changes in annual plans, and to make additional audit demands.

It has absolute authority to appoint or change the independent external audit firm. However, while performing this duty, the Committee may also consider the opinions and requests of the Company's controlling shareholders.

The Committee is authorized to decide on changing the scope of work of the independent audit firm (consulting, etc.) when necessary.

Within the year, the Audit Committee successfully fulfilled its responsibilities, as detailed in the Working Principles of the Committee, regarding relations with the Independent external audit firm, relations with the Internal Audit Department, responsibilities related to the Internal Control System, reports prepared by the Legal Authority Auditing Bodies.

Corporate Governance Committee

The Corporate Governance Committee convened five times during 2022 and:

- Identified whether corporate governance principles are implemented;
- Identified the root causes for any non-compliance and the conflicts of interest arising from such non-compliance;
- Made recommendations to the Board of Directors to improve corporate governance practices;
- Oversaw the activities of the Investor Relations Department;
- Made recommendations pursuant to the related laws, rules and regulations in Türkiye, as well as corporate governance principles regarding general compensation of the Company's senior management and the scope of, and changes to, incentive packages, or alternative forms of remuneration where applicable;
- Set forth and oversaw the approach, principles and practices pertaining to the performance evaluation and career planning of the Members of the Board of Directors and the Company's executives;
- Recommended rules for the determination of the fixed and variable elements as well as the level of the compensation of the Company's senior management, oversaw the implementation of these rules, and ensured that the rules are consistent with the Company's annual performance assessment;
- Developed a proposal, to be submitted for the approval of the shareholders at the General Assembly meeting, for the rules governing the overall level of compensation to be awarded to the members of the Board of Directors by also taking into consideration the Board members' individual attendance records at Board of Directors meetings, their committee participation, and the duties and responsibilities they assumed. The Corporate Governance

OPERATING PRINCIPLES OF THE COMMITTEES

Committee also recommended to the Board of Directors a policy for the reimbursement of the expenses incurred by the members of the Board of Directors while carrying out their duties;

- Approved the information related to the compensation of the members of the Board of Directors that was disclosed to the shareholders and to the public at large;
- Oversaw compliance with Company regulations and policies that were designed to prevent the misuse of the Company's trade secrets and conflicts of interest among the Board of Directors, executives and other employees.

Nomination Committee

Nomination Committee convened three times during 2022 and:

- Identified suitable candidates for open positions on the Board of Directors and the management team;
- Undertook efforts to create a transparent system to identify suitable candidates for open positions on the Board of Directors and the management team;
- Assessed and trained the suitable candidates for open positions on the Board of Directors and the management team;
- Developed policies and strategies to identify suitable candidates for open positions on the Board of Directors and the management team;
- Procured the written declaration of candidates for Independent Board Membership stating that, as of the date of their nomination to the committee, they meet the independence criteria stipulated in the relevant regulation and in the Company's Articles of Association;
- Performed regular evaluations on the composition and effectiveness of the Board of Directors and reported recommendations for potential changes to the Board of Directors membership;

- Assessed whether the nominees for Independent Board Member positions, including the management and shareholders, met the independence criteria at the election process of independent members of the Board of Directors and submitted conclusions to the Board of Directors for approval;
- Oversaw the public disclosure of the final list of nominees for Independent Board Member positions at the same time as the announcement for the General Assembly meeting.

Risk Committee

The Risk Committee convenes to enable reporting to the Board of Directors every two months, while considering the Company's risk conditions and:

- Ensured that initiatives were carried out for advance identification and management of all risks that could endanger the existence, development and continuity of TAV Airports and Group companies and for the implementation of necessary measures to mitigate the risks identified;
- Oversaw the functioning of Enterprise Risk Management (ERM) and made recommendations for its improvement;
- Supported the Board of Directors in identifying the opportunities that can enhance the profitability and the effectiveness of the operations of the Company, overseeing the undertaking of necessary actions to take advantage of these opportunities and sharing these with the Board of Directors in a timely manner, evaluating major investment and sale/divestiture decisions, and setting the proper strategy for the Company by prudently assessing potential risks and opportunities;
- Carried out other tasks that the committee is responsible for pursuant to applicable laws, rules and regulations and reviewed risk management systems at least once a year.

ORDINARY GENERAL ASSEMBLIES

TAV AIRPORTS HOLDING 2022 Ordinary General Assembly Meeting Agenda

The agenda of the Ordinary General Assembly Meeting of TAV HAVALIMANLARI HOLDİNG ANONİM ŞİRKETİ for the year 2022 to be held on March 31, 2023, Friday.

1. Opening and forming of the Presidential Board and to authorize the Presidential Board to sign the meeting minutes and its annexes,
2. Review, discussion and approval of the Annual Report of the Board of Directors of the year 2022,
3. Review, discussion and approval of the summary statement of the Independent Audit Report of the fiscal year 2022,
4. Review, discussion and approval of the year-end Financial Statements for the fiscal year 2022,
5. Releasing severally the Members of the Board from their activities for the year 2022,
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,
7. Submitting for the approval of the General Assembly the Remuneration Policy pursuant to the regulations of the Capital Markets Board,
8. Submitting for the approval of the General Assembly the revised Disclosure Policy pursuant to the regulations of the Capital Markets Board,
9. Determining the rights of the members of the Board of Directors regarding the wages and attendance fee, and rights such as bonus, premium,
10. Discussion and approval of the nomination of the Independent Audit Company proposed by the Board of Directors pursuant to the Turkish Commercial Code and the regulations of the Capital Markets Board,
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,
12. Giving information to the General Assembly regarding the transactions of the "Related Parties" as per third section of Corporate Governance Communique (II-17.1) of the Capital Markets Board,
13. Giving information to the General Assembly regarding pledges, collaterals, and mortgages as per fourth section of Corporate Governance Communique (II-17.1) of the Capital Markets Board,
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,
15. Wishes and requests,
16. Closing.