

MINUTES OF THE 2024 ORDINARY GENERAL ASSEMBLY OF TAV AIRPORTS HOLDING

The Ordinary General Assembly Meeting of TAV HAVALIMANLARI HOLDING ANONIM SIRKETI for 2024 was held on March 26, 2025 at 10.00 AM at TAV Airports Headquarters, located at Vadistanbul Bulvar, Ayazağa Mahallesi Azerbaycan Cad. 2C Blok. No.3L/6 Sarıyer/İstanbul.

The meeting was held under the supervision of the Ministry representatives Mr. Kadir Aslan and Mr. Turgut Köse who were appointed with the letter dated March 25, 2025 (n. 107676423) of the Governorship of Istanbul Provincial Directorate of Commerce.

The invitation for the meeting was published within the stipulated time limit – in the appropriate format that covered the agenda and that complied with the law and the articles of association – on March 06, 2025 on the Public Disclosure Platform and the Electronic General Assembly System and on page 534 of the Turkish Trade Registry Gazette dated March 06, 2025 (edition n. 11286) and on Milliyet newspaper and on the Company website.

The List of Attendees was examined and it was seen that 13 in person, 90,815,274 by proxy and 182,293,557.5 by other representatives out of 363,281,250 shares equivalent to the company's total capital of 273,108,844.5 out of 363,281,250 TL were represented at the meeting and that the minimum meeting quorum stipulated in the law and the articles of association was present. It was seen that the members of the Board of Directors of the Company Mr. Franck Mereyde, Ms. Nurgun Eyuboglu and Ms. Zeynep Nazan Somer Ozelgin and on behalf of the Independent Audit Company, Ms. Gulce Tanriover were present at the meeting and the meeting was launched physically and electronically (simultaneously) by Board Member Mr. Franck Mereyde.

1. As per the first agenda item, the issue of electing Mr. Mehmet ERDOGAN as the Chair of the Meeting Council, Mr. Besim MERIC as the Vote Collector and Mr. Nihat Kamil AKKAYA as the Scribe and, the issue of authorizing the Meeting Council to sign the General Assembly Minutes and, the issue about making the voting both physically and online were voted and approved by majority of 5,526,484 against and 267,582,360.5 for.

2. As per the second agenda item, the Company's Board of Directors' Annual Report regarding 2024 to be deemed as read was submitted to the vote of the assembly and the issue was discussed and approved - by majority of 110,110 against and 272,998,734.5 for. The Board of Directors' Annual Report for 2024 was approved – by majority of 110,110 against and 272,998,734.5 for.

3. As per the third agenda item, the issue of the Audit Report issued by the Independent Audit Company for 2024 to be deemed as read was submitted to the vote of the assembly and the issue was discussed and approved by a majority of 5,636,593 against and 267,472,251.5 for. The summary of the Independent Audit Report was read and discussed and the Independent Audit Report for 2024 was approved by majority of 5,636,593 against and 267,472,251.5 for.

4. As per the fourth agenda item, the issue of the Financial Statements of the Company regarding the accounting period of 2024 to be deemed as read was submitted to the vote of the assembly and the issue was discussed and approved by 5,636,593 against and 267,472,251.5 for. The Financial Statements of the Company regarding the accounting period of 2024 were approved - by majority of 5,636,593 against and 267,472,251.5 for.

5. As per the fifth agenda item, the approval of the Members of the Board of Directors who held office in 2024 regarding their activities in 2024 was submitted to the vote of the assembly and an approval decision was taken - by majority of 236,114 against and 272,872,730.5 for. Members of the Board of Directors did not cast votes for their approval.

6. As per the sixth agenda item; Due to the cash needs of the investments we have made for the long term development of our Company and the increase in the cost of financing this cash need and in accordance with the Dividend Policy of our Company, the decision of not distributing a dividend for the fiscal year of 2024 was approved by majority of 1 against and 273,108,843.5 for.

7. As per the seventh agenda item, the Remuneration Policy to be deemed as read was submitted to the vote of the assembly and the issue was discussed and approved - by majority of 224,972 against and 272,883,872.5 for. The Remuneration Policy of our Company was presented to the assembly as per Capital Markets Board's regulations and approved - by majority of 224,972 against and 272,883,872.5 for.

8. As per the eighth item of the agenda, it was approved by a majority vote with 15,975,488 votes against and 257,133,356.5 votes for the approval of Jean-Michel VERNHES with tax identification number 9240722477, who was elected as a member of the Board of Directors with the decision of the Board of Directors dated 01.05.2024 and numbered 2024/19, and Renaud Philippe Alain DUPLAY with tax identification number 3141565981, who was elected as a member of the Board of Directors with the decision of the Board of Directors dated 07.01.2025 and numbered 2025/01 and to accept the resignation of our Board Member Renaud Philippe Alain DUPLAY, with tax identification number 3141565981, who resigned on March 19, 2025, to cancel his representation and binding authorities, to not make an appointment for the vacant Board membership at the moment and to make an appointment for the vacant membership by the Board of Directors subsequently in accordance with the relevant legislation.

9. As per the ninth item of the agenda, the wages of the Members of the Board of Directors and their rights such as per diem, bonus and premium were discussed. Within the framework of the Corporate Governance Principles of the Capital Markets Board and according to the remuneration principles of TAV Holding Board members, compensation of (i) Independent Board Members and (ii) those members who are not otherwise paid by TAV Holding or TAV Holding shareholders or parent companies of shareholder companies or shareholders' subsidiaries / affiliates with 60,000 USD per annum and compensation of Turkish Citizen Independent Board Members with 2,400,000 Turkish Liras per annum to be paid in twelve monthly instalments was accepted by a majority vote of 76,382 against and 273,032,462.5 for.

10. As per the tenth agenda item it was decided to appoint DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi registered at Istanbul Registry Office with 304099 trade number for one year as an Independent Audit Company to audit the financial reports of the 2024 accounting period in accordance with the Turkish Code of Commerce and Capital Markets Board regulations and to carry out other tasks within the scope of the relevant regulations in these laws. The decision was approved by majority of 76,382 against and 273,032,462.5 for.

In accordance with the Turkish Sustainability Reporting Standard and Sustainability Audit Regulation published by the Public Oversight, Accounting and Auditing Standards Authority, the selection of DRT Independent Auditing and Certified Public Accountants Inc., registered in the Istanbul Registry Office with the Trade Registry No. 304099, as the "Authorized Institution" to conduct the sustainability audit of our Company for the years 2024-2025 was approved by a majority vote with 76,382 against and 273,032,462.5 for.

11. As per the eleventh item of the agenda, our company has donated approximately 500 thousand TL in 2024 and the General Assembly has been informed on this matter. The upper limit for donations to be made for the year 2025 was determined as 5 million TL. The agenda item was approved by majority 63,193 against and 273,045,651.5 for.

12. As per the twelfth item of the agenda, the General Assembly was informed about the transactions made with "Related Parties" within the scope of Related Party Transactions regulated in the third section of the Corporate Governance Communiqué of Capital Markets Board (II-17.1).

13. As per the thirteenth agenda item, General Assembly was informed regarding pledges, collaterals, and mortgages to the shareholders as per the fourth section of Corporate Governance Communiqué (II-17.1) of the Capital Markets Board.

14. As per the fourteenth agenda item, it was decided - by majority of 1 against and 273,108,843.5 for to authorize the controlling shareholders, Members of the Board of Directors, senior managers, their spouses, and their genetic and legal relatives up to the second degree to exercise the transactions specified in the 395th and 396th Articles of the Turkish Code of Commerce. As per the Capital Markets Board communiqué the assembly was informed of the said transactions carried out in 2024.

15. As per the fifteenth agenda item, wishes & requests were listened to at this part of the Meeting.

16. Lastly, the meeting was finalized and the minutes to the meeting (composed of four copies) and the list of attendees were prepared and signed by the meeting council and ministry representatives.

Chair
Mehmet Erdogan

Scribe
Nihat Kamil Akkaya

Vote Collector
Besim Meric

Ministry Representative
Kadir Aslan

Ministry Representative
Turgut Köse