



CONTENTS

	PAGE NO
MESSAGE FROM THE BOARD OF DIRECTORS	2
I - OVERVIEW	5
1. FIELD OF ACTIVITY	5
2. BOARD OF DIRECTORS, AUDITORS, COMMITTEES AND SENIOR MANAGEMENT	5
3. NATURE AND VALUE OF ISSUED CAPITAL MARKET INSTRUMENTS	12
4. INFORMATION ON PERSONNEL	12
5. INFORMATION ON THE EMPLOYEES AND THE HUMAN RESOURCES POLICY	13
II - FINANCIAL RIGHTS PROVIDED TO THE MEMBERS OF THE GOVERNING BODY AND SENIOR MANAGEMENT	18
III - THE COMPANY'S ACTIVITIES AND MATERIAL DEVELOPMENTS IN ACTIVITIES	18
6. THE RELEVANT SECTOR, 2023 ACTIVITIES AND PERFORMANCE	18
7. DEVELOPMENTS IN INVESTMENTS; INVESTMENT INCENTIVES USED	20
8. DIRECT OR INDIRECT ASSOCIATES OF THE COMPANY AND INFORMATION ON SHAREHOLDING THEREIN	20
9. INFORMATION ABOUT FINANCIAL STATEMENTS AND REPORTS	21
10. DONATIONS	22
IV - FINANCIAL STANDING	23
11. KEY FINANCIAL RATIOS	23
12. INFORMATION ABOUT PRODUCTION AND SALES OF GOODS AND SERVICES	23
13. DIVIDEND POLICY AND TIMING	24
14. MISSION AND VISION	25
V - RISKS AND AN ASSESSMENT BY THE GOVERNING BODY	25
15. BASIC FINANCIAL RISKS AND MANAGEMENT POLICIES	25
VI - OTHER MATTERS	26
16. CHANGES TO THE ARTICLES OF ASSOCIATION AND COMPANY POLICIES	26
17. ENVIRONMENT AND SUSTAINABILITY	26
18. EVENTS AFTER THE FINANCIAL STATEMENT DATE	36
19. PROFIT DISTRIBUTION PROPOSAL OF THE BOARD OF DIRECTORS	36
APPENDICES	
CORPORATE GOVERNANCE INFORMATION FORM	39
CORPORATE GOVERNANCE COMPLIANCE REPORT	46
SUSTAINABILITY REPORT	52
ACKNOWLEDGEMENT OF RESPONSIBILITY	67
INDEPENDENT AUDITORS' REPORT	69
CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD 1 JANUARY-31 DECEMBER 2024	74

MESSAGE FROM THE BOARD OF DIRECTORS

Dear stakeholders,

Çelebi Ground Handling keeps producing value for all its stakeholders within the scope of its long-term vision that it put forward 66 years ago and the sustainable and profitable growth strategy it determined in line with this vision. Our foresight and innovative approach have transformed our Company into a significant player in the national and international market today.

The strength we derive from this identity, our long-standing market experience, our accumulated knowledge and our solid financial structure are the fundamental bases behind our solid progress in all kinds of conjunctures.

The tight monetary policy stance has kept global economic activity under pressure in 2024.

The tight monetary policy stance maintained by central banks around the world, especially in developed countries, for a significant part of the year has led to global economic activity remaining under pressure in 2024. The weak economic outlook has continued, especially in the Euro Zone and China. Although the US economy has displayed a relatively resilient outlook, its growth performance has continued to remain below its potential.

In its Global Economic Outlook Report, the IMF estimates that global economic growth, which was 3.3% in 2023, will decline to around 3.2% in 2024, and that it will continue to remain below the 2000-2019 average at 3.3% in 2025.

Global inflation, which came to the fore with the supply chain disruptions that developed during the pandemic, the monetary expansion in the same period, and the increase in energy prices caused by the Russia-Ukraine war, has largely fallen off the agenda in 2024 as a result of the successful implementation of tight monetary policies by leading central banks.

The disinflation process has created an environment that supports the introduction of interest rate cuts, especially in developed countries. Interest rate cuts were started in the Euro Zone in June and in the US in September. Considering the current environment, interest rate cuts are expected to continue gradually in 2025.

Decisions of central banks, geopolitical developments and the US presidential election have shaped the course of global markets in 2024. Following Donald Trump's victory in the US presidential election, policy implementations that could suppress global economic activity and increase inflation stand out among the risks that the global economy may face in the coming period. These risks also increase uncertainties regarding the monetary policy decisions of leading central banks, especially the Fed.

The Turkish economy grew by 3.2% in 2024.

The Turkish economy grew by 3.2% in 2024, losing momentum due to the delayed effects of the tightening in monetary policy, which became especially evident in the second and third quarters of the year.

The expansionary effect of earthquake expenditures on central government budget expenditures continued to decrease in 2024. The budget deficit for the entire year was realized at TL 2.1 trillion, in line with the estimate in the Medium Term Program covering the 2025-2027 period.

In 2024, the foreign trade deficit narrowed by 22.7% on an annual basis due to the decline in gold imports and energy prices. The positive course in service revenues, especially tourism, improved the current balance outlook. The 12-month cumulative current account deficit decreased from USD 40.4 billion at the end of 2023 to USD 10 billion in 2024.

Annual consumer inflation, which reached its highest level since November 2022 at 75.45% in May 2024, declined in the second half of the year due to the impact of the high base. As of December 2024, annual inflation was 44.38% in CPI and 28.52% in PPI.

Within the framework of combating inflation, the CBRT gradually increased the policy rate since June 2023, and reduced it to 50% in March, and reduced it to 47.5% in its last meeting of the year held on December 26.

In 2024, when the results of the tight monetary policy implemented by the economy administration since the second half of 2023 began to be seen, the risk perception towards Turkey continued to improve, and international credit rating agencies increased Turkey's credit rating.

The general occupancy rate in the civil aviation sector has reached a record level in terms of annual traffic.

According to the data for 2024 shared with the public by the International Air Transport Association (IATA), total passenger traffic increased by 10.4% as of the end of the year compared to the previous year. While the total capacity increased by 8.7% in terms of Available Seat Kilometer (ASK), the general occupancy rate reached 83.5%, breaking the record in terms of annual traffic.

In 2024, there was a 13.6% increase in international traffic compared to 2023, and the capacity increased by 12.8%. In the same period, there was a 5.7% increase in passenger traffic and a 2.5% increase in capacity in the country.

We have completed 2024 with a balanced growth by using our resources rationally and efficiently.

As a result of our ability to predict the risks and opportunities presented by global and national markets, our superior service competencies and our operations focused on operational efficiency, we have managed to achieve a strong operational and financial performance.

As of the end of 2024, Çelebi Ground Handling's consolidated asset size was TL 19,589 million, and its equity was TL 7,676 million. In the same period, our consolidated turnover was TL 19,178 million, our consolidated gross profit was TL 6,001 million, our main operating profit was TL 4,259 million, and our net profit was TL 3,588 million.

Our Company served 116,007 flights in Turkey in the January-December period of 2024, with an increase of 22.44% compared to the previous year. The total number of flights we provide service to in 2024 increases by 30.4% to 252,188 when we include our international operations.

The investments we make contribute to our brand value as much as our operational and financial performance.

2024 was a year in which we accelerated our international investments, which is an important threshold in raising the total value and reputation of our Company on a global scale. We took over 99% of the shares of PTN, a company located in Jakarta, Indonesia, on 27 March 2024. On 2 May 2024, we participated in Celebi Aviation Indonesia (CAI), a company established as a 99% subsidiary of ÇHS, also in Jakarta, Indonesia.

We will continue to carefully monitor and evaluate the proper opportunities that will contribute to our growth in the domestic market as well as in other geographies.

We have prioritized the environmental impact of our activities since the day we were founded.

We have determined our Environmental Policy with the mission of "being an environmentally sensitive company in the aviation sector with its applications" and shared it with the public. In line with the commitments we have included in our policy, we have set various targets to systematically reduce and eliminate as much as possible the damages we may cause to the environment as a result of our activities.

Our Company is aware of the necessity of using the natural resources that people need for a healthy life in a sustainable manner, considering future generations, and the responsibility it has in this regard. In this context, we carry out effective studies and programs under the main headings of combating the climate crisis, optimum use of natural resources, preventing environmental pollution, and waste management.

We prevented the formation of 158.68 tons of CO₂e greenhouse gas emissions annually by using electrical equipment in our operations. As a result of the digitalization of our business processes, we reduced the use of paper and saved approximately 227 thousand A4 papers annually, thus preventing the formation of 1,051 kg of CO₂e greenhouse gas emissions annually.

We recycled 25 tons of waste oil annually by transforming the waste oil generated as a result of our equipment maintenance activities. The greenhouse gas emission we prevented with this recycling was 478.09 tons of CO₂e on an annual basis.

We quitted the use of approximately 170 thousand plastic bottles per year in our offices located in the İstanbul station and switched to purified water dispensers, thus preventing the formation of 73.19 tons of CO₂e greenhouse gas emission.

MESSAGE FROM THE BOARD OF DIRECTORS

We completed the 2023 calendar year reporting within the scope of the Carbon Disclosure Project (CDP), where we regularly share our environmental sustainability studies and data every year, on 9 October 2024. We managed to maintain our climate change score at the "B-Management" level last year, and also achieved a "B-" score in the Water Security report we conducted for the first time.

Our Company will continue to integrate the sustainable, value-added creation-focused and improvement-open approach to environmental protection and combating climate change into all business processes in the coming periods.

We are determined to continue our progress in the global arena as a respected and strong member of our sector.

As always, we will continue to take our position in the sector further, create more value for our stakeholders, and increase our contribution to the Turkish economy with the initiatives we will take in the coming years.

Our business principles, based on transparency, accountability, reliability, responsibility towards the environment and society, and not compromising on quality, guide us on our journey of growth.

I would like to express my sincere gratitude to our employees who act with us on this journey and produce our successful performance with their devoted work, as well as our customers, partners, Board of Directors, and all other stakeholders.



Can Çelebioğlu

Chairman of the Board of Directors

BOARD OF DIRECTORS 2024 ANNUAL REPORT

I - OVERVIEW

1. FIELD OF ACTIVITY

Çelebi Hava Servisi A.Ş. (ÇHS) (Çelebi Ground Handling, "the Company") was the first privately-owned ground handling services company in the Turkish aviation industry and has been in business since 1958. The Company carries out its activities under the Çelebi Holding A.Ş. organization. The Company is registered with the Capital Markets Board of Turkey (CMB) and its shares began trading in Borsa İstanbul (BIST) on 18 November 1996. The Company's principal business activity consists of providing domestic and foreign airlines and air cargo companies with ground handling services (representation, traffic, ramp, cargo, flight operations, and similar services) and cargo warehouse services.

The Company's operations take place in Turkey at total 32 stations located in Çukurova, Ankara, Antalya, Bingöl, Bodrum, Bursa Yenişehir, Çorlu, Dalaman, Diyarbakır, Erzurum, İzmir, Isparta, Kars, Kayseri, Malatya, Mardin, Samsun, Trabzon, Van, Denizli, Hatay, Kahramanmaraş, Erzincan, Balıkesir Edremit, Çanakkale, Iğdır, Kocaeli, Hakkari, Uşak, Rize and Artvin airports which are under the control of State Airports Authority ("DHMI"), in İstanbul Airport which is under the control of İGA Havalimanı İşletmesi A.Ş. ("İGA") and in İstanbul Sabiha Gökçen Airport which is under the control of Airport Administration and Aviation Industries ("HEAŞ").

The Company is registered with the İstanbul Trade Registry (192002-139527). Its address of record is:

Çelebi Hava Servisi A.Ş.
Tayakadın Mahallesi Nuri Demirağ Caddesi Bina No: 39 Arnavutköy İstanbul, Turkey

The Company's website is located at the address www.celebiaviation.com and the internet address for the Company's investor relations is www.celebiyatirimci.com.

2. BOARD OF DIRECTORS, AUDITORS, COMMITTEES AND SENIOR MANAGEMENT

The Company's Board of Directors is formed of the following members:

Name	Position	Independent Member or Not
Can Çelebioğlu	Chairman	Non-independent Member
İsak Antika	Vice Chairman	Non-independent Member
Canan Çelebioğlu	Board Member	Non-independent Member
Turgay Kuttaş	Board Member	Non-independent Member
Mehmet Murat Çavuşoğlu	Board Member	Non-independent Member
Mehmet Yağız Çekin	Board Member	Non-independent Member
Halil Yurdakul Yiğitgüden	Board Member	Independent Member
Fatma Çiğdem Bicik	Board Member	Independent Member
Demet Özdemir	Board Member	Independent Member
Salih Samim Aydın	Board Member	Independent Member

At the Extraordinary General Assembly Meeting of our Company dated 30 January 2024, it was decided to elect Mrs. Fatma Çiğdem Bicik as an Independent Board Member to serve until the first Ordinary General Assembly Meeting, replacing the Independent Board Member Mr. İsmail Aydın Günter, who resigned due to health problems. Mrs. Fatma Çiğdem Bicik has served until the Ordinary General Assembly Meeting convened on 16 April 2024.

The members of the Board of Directors have been elected for one year at the Ordinary General Assembly Meeting convened on 16 April 2024 until the next Ordinary General Assembly Meeting.

In accordance with our Company's Corporate Governance Principles and the provisions outlined in the Company's Articles of Association, Can Çelebioğlu, Canan Çelebioğlu, Mehmet Murat Çavuşoğlu, Mehmet Yağız Çekin, Turgay Kuttaş have been elected as Board Members for 1 (one) year (interim period between two regular sessions of the General Assembly), Halil Yurdakul Yiğitgüden, Fatma Çiğdem Bicik, Demet Özdemir and Salih Samim Aydın have been elected as Independent Board Members for 1 (one) year (interim period between two regular sessions of the General Assembly).

The members of our Company's Board of Directors are nominated and elected from among individuals possessing the high level of knowledge and skills, qualified, having specific experience and background in accordance with the Company's articles of incorporation. All our Board members have the capability to read and analyze financial statements and reports, as well as the necessary basic knowledge of legal regulations governing the Company in respect of its long-term acts and transactions, and have the means and commitment to participate in all Board of Directors meetings planned for the relevant fiscal year.

According to "Article 8-Representing and Binding the Company" of the Company's articles of association, the Company is administered and externally represented by the Board of Directors. Pursuant to Article 367 of the Turkish Commercial Code (TCC), the Board of Directors may delegate management, in part or in whole (excluding the Non-Delegable Duties and Powers of the Board of Directors as stipulated by Article 375 of the TCC), to one or more Board of Directors members or third parties. The Board of Directors may also delegate the power to represent, jointly or individually, to one or more senior executives of the Company who are not members of the Board under Article 370 of the TCC. The individuals with the power to represent and bind the Company and the ways they may do so are determined by the Board and duly registered and announced.

In order for any documents issued by the Company or for any contracts to be concluded to be valid, they must be signed under the Company's legal name by an individual or by individuals authorized by the Board of Directors. Pursuant to Article 1526 of the TCC, the transactions carried out by the Company may be done with the secure electronic signatures of the individuals possessing the power of authority.

The authorities and responsibilities of our Company's Board members and managers are stated in signature circular XI setting down the powers to represent and bind the Company that was registered by the İstanbul Trade Registry on 09 June 2022 and announced as having been registered in issue 10600 of the Turkish Trade Registry Gazette dated 16 June 2022.

As per the assignment of duties among the Board Members elected at the Ordinary General Assembly Meeting of 16 April 2024, the Company's Board of Directors decided to elect Mr. Can Çelebioğlu as the Chairman and Mr. İsak Antika as Deputy Chairman of the Board.

At the Ordinary General Assembly Meeting held on 16 April 2024, the shareholders having management control over the Company, members of the Board of Directors, senior executives and their spouses and relatives by blood and marriage unto the second degree have been authorized, as per Article 395 of the Turkish Commercial Code (TCC), to enter into transactions that are of a nature that might lead to conflict of interest with the Company or its subsidiaries, and deal with the Company on their own or others' behalf. No transactions took place within the scope of the said authorization granted during the reporting period.

Audit

In a resolution numbered 2024/25 passed on 19 March 2024, the Board of Directors voted to recommend the appointment of Güney Bağımsız Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (Ernst&Young) as the Company's independent auditor to be charged with independently auditing the Company's consolidated financial statements for 2024 in compliance with Turkish Commercial Code and Capital Markets Board rules and regulations pertaining to the independent auditing of such statements prior to their public disclosure. At the annual Ordinary General Assembly Meeting of the Company held on 16 April 2024, the appointment of Ernst&Young as the Company's independent auditor was approved by unanimous vote of the participants. The decision of General Assembly dated 16 April 2024 has been registered on 25 April 2024 and announced at the Trade Registry Gazette dated 25 April 2024 no: 11069.

Corporate Governance, Audit, and Early Detection of Risk Committees

On 31 January 2024, our Company's Board of Directors decided to elect Mrs. Fatma Çiğdem Bicik as a member of the Audit Committee and a member of the Corporate Governance Committee in our Company, who was elected as an Independent Board Member at the Extraordinary General Assembly Meeting of our Company held on 30 January 2024, within the framework both of the relevant article of Capital Markets Board Communiqué X: 22 Concerning Independent Auditing Standards in Capital Markets and of the applicable provisions of Capital Markets Board Corporate Governance Communiqué II-17.1. Mrs. Fatma Çiğdem Bicik has served until the Ordinary General Assembly Meeting convened on 16 April 2024.

Of those who were elected to seats on the Board of Directors at the 16 April 2024 annual Ordinary General Assembly Meeting of the Company, it has been decided by unanimous vote of the participants at the Board of Directors meeting dated 16 April 2024, to elect Salih Samim Aydın, Fatma Çiğdem Bicik, Demet Özdemir and Halil Yurdakul Yiğitgüden as members of the Audit Committee, to elect Mehmet Yağız Çekin, Salih Samim Aydın and Fatma Çiğdem Bicik as members of the Corporate Governance Committee, to appoint Deniz Bal as natural member of the Corporate Governance Committee due to his Financial Affairs Director title, and to elect Turgay Kuttaş, Halil Yurdakul Yiğitgüden and Demet Özdemir as members of the Early Detection of Risk Committee, within the framework both of the applicable clause of Capital Markets Board Communiqué X: 22 Concerning Independent Auditing Standards in Capital Markets and of the applicable provisions of Capital Markets Board Corporate Governance Communiqué II-17.1.

Senior Management

The names of the executives who served at the Company within the 12-month period ending on 31 December 2024 are presented below:

Name	Title	Effective from	Joined the Company in
Osman Yılmaz	Chief Executive Officer	2016	1993
Deniz Bal	Financial Affairs Director	2013	2003
Aylin Çelik	Commercial Director	2024	1998
Gökçen Dervişoğlu	Human Resources Director	2015	2015

Mrs. Aylin Çelik has been appointed as the Commercial Director of our Company as of June 2024, replacing Mr. Bekir Güneş, who has been serving as the Commercial Director since 1 November 2019.

Investor Relations Unit and Coordination of Corporate Governance Practices

Within the framework of our Company's efforts to achieve full compliance with the provisions of Article 11 of the Capital Markets Board's Corporate Governance Communiqué Serial II: 17-1 with the circular number 2014/04 and dated 03 January 2014 and to ensure their strict implementation:

There is an Investor Relations Unit, which handles exercising of shareholding rights at our Company that is listed on the Borsa İstanbul (BIST). This unit reports to the Board of Directors and maintains communication between the Board of Directors and shareholders. In this context, Deniz Bal, who is the Company's Financial Affairs Director and who was entitled to receive a "Capital Market Activities Advanced Level License" and "Corporate Governance Rating Expertise License", served during the reporting period as the head of Investor Relations Unit. The Investor Relations Manager, Deniz Bal, was also responsible for compliance with capital market legislation and coordination of corporate governance practices, reporting to the General Manager of the Company. (Phone: +90-212-952 9200, e-mail: deniz.bal@celebiaviation.com)

Tolga Akdoğan, a full-time employee of the Company who holds both "Advanced Capital Market Operations" and "Corporate Governance Rating Specialist" licenses, resigned from his duties in our Company, and Ahmet Yiğit, one of our Company employees, was appointed in his place as of 17 September 2024. On the other hand, Ahmet Yiğit resigned from his duty as of 03 February 2025, and Şebnem Taşpınar, one of our Company employees, was appointed in his place. (Tel: +90-212-952 9200, e-mail: sebnem.taspinar@celebiaviation.com)

Information on General Assembly Meetings

General assembly meetings held during the reporting period	Date	% of shares in attendance	Meeting announcements and invitations
Extraordinary General Assembly Meeting	30 January 2024	89.97%	Place, date, time and agenda of the Annual General Assembly Meeting were announced via: 1- Material event disclosure placed on the Public Disclosure Platform (KAP) on 03 January 2024. 2- Announcements published in the 04 January 2024 issue of the Turkish Trade Registry Gazette no: 10993 and the What Kind of an Economy? newspaper dated 05 January 2024. 3- Announcement on the Company's website. 4- Letters sent to registered shareholders. 5- Announcement made through the Electronic General Assembly Meeting system.
Ordinary General Assembly Meeting	16 April 2024	89.97%	Place, date, time and agenda of the Annual General Assembly Meeting were announced via: 1- Material event disclosure placed on the Public Disclosure Platform (KAP) on 19 March 2024. 2- Announcements published in the 21 March 2024 issue of the Turkish Trade Registry Gazette no: 11408 and the What Kind of an Economy? newspaper dated 20 March 2024. 3- Announcement on the Company's website. 4- Letters sent to registered shareholders. 5- Announcement made through the Electronic General Assembly Meeting system.

At the Extraordinary General Assembly Meeting of our Company dated 30 January 2024, it was decided:

- to elect Mrs. Fatma Çiğdem Bicik as an Independent Board Member to serve until the first Ordinary General Assembly Meeting, replacing the Independent Board Member Mr. İsmail Aydın Günter, who resigned due to health problems and to pay Mrs. Fatma Çiğdem Bicik a monthly fee/honorarium of gross TL 30,000.00.

The Company's annual General Assembly Meeting was held on 16 April 2024 during which the following resolutions were passed:

- The Board of Directors' annual report and the independent auditors' report are approved.
- The financial statements for the fiscal year 2023 are approved.
- Net profit for the period after deduction of the taxes and legal liabilities in our Legal Financial Statements dated 31 December 2023 amounted to TL 1,683,900,125.62.

In this framework, in compliance with CMB regulations pertaining to profit distribution and with respect to the period beginning on 1 January 2023 and ending on 31 December 2023, the following decisions were taken:

- Shareholders who are full taxpayer institutions and shareholders who are limited taxpayer corporate partners, earning dividends through a place of business or permanent representative based in Turkey, will be paid a 6300.00% cash dividend corresponding to TL 63.0000 gross for each share of stock with a nominal value of TL 1.00 that they hold.
- Other shareholders will be paid a 6300.00% cash dividend corresponding to TL 63.0000 gross for each share of stock with a nominal value of TL 1.00 that they hold, which amount is equal to a 5670.00% cash dividend corresponding to TL 56.7000 net for each share of stock with a nominal value of TL 1.00 that they hold, and unanimous decision was taken to set the dividend distribution date as 24 April 2024.
- It was unanimously approved to authorize the Company's Board of Directors to decide on the distribution of advance dividends for the 2024 accounting period, within the scope of the Company's articles of association and the provisions of the applicable CMB legislation.
- Due to resignation of the Board members Mr. Hüseyin Hüsnü Okvuran and Mrs. Esra Soydan on 15 May 2023, the appointments of Mr. İsak Antika and Mr. Mehmet Murat Çavuşoğlu as Board members were approved to serve until the first General Assembly Meeting to be held and to be submitted to the general assembly for approval at the same General Assembly Meeting in accordance with Article 363 of the Turkish Commercial Code.
- The members of the Board of Directors and the Company's statutory auditors are acquitted of their fiduciary responsibilities.
- Mr. Can Çelebioğlu, Mr. İsak Antika, Mrs. Canan Çelebioğlu, Mr. Mehmet Murat Çavuşoğlu, Mr. Mehmet Yağız Çekin, and Mr. Turgay Kuttaş are elected to serve as Board members for a period of one year (the period between two consecutive annual General Assembly Meetings) to replace Board members whose terms of office have expired.
- Mrs. Fatma Çiğdem Bicik, Mrs. Demet Özdemir, Mr. Salih Samim Aydın and Mr. Halil Yurdakul Yiğitgüden are elected as Independent Board Members to serve for 1 (one) year (interim period between two regular sessions of the General Assembly) instead of the Independent Board Members whose term of office has expired.
- Independent Board Members are to be paid a monthly fee/honorarium of gross TL 50,000.00 but no such fees or honoraria are to be paid to board members other than the independent ones.
- Güney Bağımsız ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi ("Ernst&Young") is designated as the independent audit firm ("Auditor") to carry out the independent audit of the financial statements for 2024 fiscal year and other activities falling under the arrangements in the said laws.
- Approval of the amendment to Article 6 of our Company's Articles of Association titled "Capital and Type of Shares".
- The Board of Directors will be authorized for a period of 15 months to issue borrowing instruments in an amount of up to TL 4,000,000,000.00, to determine all matters associated with the issuance and to carry out the related transactions and formalities under the provisions of the Turkish Commercial Code and CMB legislation in force.
- The donations amounting to TL 452,400 made during the period from 1 January 2024 to the General Assembly Meeting date of our Company were approved.
- An upper limit of TL 113,700,000.00 is set on charitable donations that are to be made by the Company during 2024 (1 January 2024-31 December 2024).
- Shareholders holding management control, the members of the Board of Directors, senior executives and their spouses and relatives by blood or marriage unto the second degree have been authorized, as per Article 395 of the Turkish Commercial Code no. 6102, to deal in transactions with the Company and its subsidiaries that might lead to conflict of interest, and to deal with the Company on their own or others' behalf.

Information was also provided to shareholders about;

- the guarantees, pledges, and mortgages granted, and the revenues and benefits received by the Company to/from third parties during 2023 fiscal year,
- related-party transactions engaged in 2023 fiscal year, and
- TL 57,814,758 worth of charitable donations to various foundations, associations, professional chambers, and public agencies and organizations during the period beginning on 1 January 2023 and ending on 31 December 2023.

Participation in General Assembly Meetings

The Extraordinary General Assembly Meeting held on 30 January 2024 and the Ordinary General Assembly Meeting held on 16 April 2024 were attended by shareholders responding either in person or in proxy to invitations sent out, as well as by one member of the Company's Board of Directors, senior managers and Company's Investor Relations Unit personnel.

Entries in the Shareholders' Register

There is no period of time stipulated in the Company's articles of association in which the holders of registered shares must have entries made in the shareholders' register in order to take part in General Assembly Meetings. The provisions of the Turkish Commercial Law (TCC) governing such matters are complied with by the Company. Shares corresponding to more than 99% of our Company's capital have been duly registered as required by Capital Markets Board regulations. Shares belonging to our shareholders are retained in custody in the investor subaccounts of our Company as issuer and/or of brokerage concerns held by the Central Registry Agency.

Information Announced to Shareholders

With regard to the agenda of the Annual General Assembly Meeting on 16 April 2024, the Board of Directors membership candidate list, the Board of Directors' annual report for 2023 calendar year, the Company's remuneration policy, and the resolution for profit distribution for 2023 calendar year were all made available to shareholders and other stakeholders for their review through the Electronic General Assembly Meeting system and the Company's website on the date on which the General Assembly Meeting was announced.

Shareholders' exercise of their right to ask questions at general assemblies

The shareholders did not exercise their right to ask questions at the Extraordinary General Assembly Meeting held on 30 January 2024 and the Ordinary General Assembly Meeting held on 16 April 2024.

Actions taken by shareholders at general assemblies

During the Extraordinary General Assembly Meeting held on 30 January 2024, a total of 2 resolutions as listed below were made by shareholders, 1 of which accepted by the participants by majority of votes and 1 by unanimous vote:

- Election of the Presiding Board,
- Election of Mrs. Fatma Çiğdem Bicik as an Independent Board Member to serve until the first Ordinary General Assembly Meeting and to pay Mrs. Fatma Çiğdem Bicik a monthly fee/honorarium of gross TL 30,000.00.

During the Ordinary General Assembly Meeting held on 16 April 2024, a total of 8 resolutions as listed below were made by shareholders, 4 of which were accepted by the participants by majority of votes and 4 by unanimous vote:

- Election of the Presiding Board.
- While the annual report of the Board of Directors was made available for shareholders to examine before the general assembly and handed out to those present at the meeting, and because the "profit distribution" section of the annual report is also to be read during the discussion of item 6 on the agenda, the general assembly agrees to deem the annual report to have been read and approved without being read during the discussion of item 3 on the agenda.
- While the annual report of the Board of Directors was made available for shareholders to examine before the general assembly and handed out to those present at the meeting, the general assembly agrees to deem the Independent Auditors' Report to have been read and approved without being read during the discussion of item 4 on the agenda.
- While the balance sheet and income statement included in the annex to the annual report were made available for shareholders to examine before the general assembly and both were handed out to those present at the meeting, the general assembly agrees that a reading of the main headings of both balance sheet and income statement would suffice for the discussion of item 5 on the agenda.
- The candidates designated to serve as members of the Board of Directors until the next Ordinary General Assembly Meeting are hereby elected; Mrs. Canan Çelebioğlu, Mr. Mehmet Murat Çavuşoğlu, Mr. Mehmet Yağız Çekin and Mr. Turgay Kuttaş are to be elected as board members representing Group A shareholders (Çelebi Havacılık Holding A.Ş.) and Mr. Can Çelebioğlu and Mr. İsak Antika as Board members representing Group B shareholders.

- Elected independent board members are to be paid a monthly fee/honorarium of gross TL 50,000.00, while board members elected to represent Group A and B shareholders shall not be paid any wages for this period.
- The Board of Directors will be authorized for a period of 15 months to issue borrowing instruments in an amount of up to TL 4,000,000,000.00, determine all matters associated with the issuance and carry out the issue transactions and formalities under the provisions of the Turkish Commercial Code and CMB legislation in force.
- An upper limit of TL 113,700,000.00 is set on charitable donations that are to be made by the Company during 2024.

Action taken to facilitate participation in general assemblies

To facilitate participation in general assemblies, a material event disclosure concerning them is made as required by CMB regulations while invitations announcing the meetings are published within the framework of the provisions of TCC and the Company's articles of association at least 21 days before the meeting date in the Turkish Trade Registry Gazette and one newspaper published in the place where our headquarters are located and announced in our Company's internet site. Media organizations are also contacted to have the meeting announced in the press and electronic media.

Availability of general assembly minutes for inspection by shareholders

After they have been registered in accordance with applicable laws, regulations, and administrative provisions, general assembly minutes are published in the Turkish Trade Registry Gazette and are always available for the inspection of stakeholders at our Company's headquarters and on its corporate website.

Presentation of information to shareholders regarding the amount and recipients of grants and donations during the reporting period under a dedicated agenda item in the general assembly

At the Ordinary General Assembly Meeting held on 16 April 2024, information has been presented to shareholders about the donations and grants made during 2023 reporting period to various foundations, associations, chambers, public institutions and organizations amounting TL 57,814,758.

In addition, shareholders were informed about the donations and aids amounting to TL 452,400 made during the period from 1 January 2024 to the date of the General Assembly Meeting of our Company, and these donations and aids were approved by the shareholders.

Our Company's Donations and Grants Policy is accepted with the decision of the Board of Directors dated 25 March 2022, no: 2022/18 and is approved at the Ordinary General Assembly Meeting held on 21 April 2022. In our Company, the grants and donations are made subject to this policy and the provisions of Article 3.9 of the Company's articles of association, which reads "Donations and grants may be made to social foundations, associations, universities and similar institutions and public institutions subject to the principles set forth in the CMB legislation, by providing information to the shareholders at the general assembly and by complying with the public disclosure obligation pursuant to the Capital Market Legislation."

Financial rights provided to the members of the Governing Body and senior managers

The Company designated its consolidated senior management team as the members of the Board of Directors, the Chief Executive Officer and Directors. Short-term benefits provided include salary, bonus, social security institution deductions and other fringe benefits.

The breakdown of the benefits provided to senior managers is presented in the table below:

	1 January- 31 December 2024	1 January- 31 December 2023
Short-term benefits to senior managers	180,261,060	115,096,882
	180,261,060	115,096,882

3. NATURE AND VALUE OF ISSUED CAPITAL MARKET INSTRUMENTS

As of 31 December 2024, our Company's issued capital amounted to TL 24,300,000. Our Company's capital structure on 31 December 2024 and 31 December 2023 was as follows:

Shareholders	(%)	31 December 2024	(%)	31 December 2023
Çelebi Havacılık Holding A.Ş.	89.91	21,848,528	89.91	21,848,528
Others	10.09	2,451,472	10.09	2,451,472
	100.00	24,300,000	100.00	24,300,000

Ultimate Non-Corporate Controlling Shareholders

The names of our Company's ultimate non-corporate controlling shareholders, who have been identified, purged of all cross-shareholding interests, and their shareholding interests in the Company as of 31 December 2024 are presented below:

Shareholders	31 December 2024 (%)	31 December 2023 (%)
Zeus Aviation Services Investments B.V.	42.06	42.06
Can Çelebioğlu	14.72	14.72
Canan Çelebioğlu	14.72	15.73
Çelebi Havacılık Holding A.Ş.	5.79	5.79
Hana Investment Company WLL	5.38	5.38
Racer S.r.l.	2.71	2.71
Pantheon Global Secondary Fund VI (US)	1.88	1.88
57 Stars Global Opportunity Fund 3 (KIA), L.P.	2.19	2.19
Pantheon Access Secondary Program SCSp (Lux)	0.45	0.45
Others	10.09	10.09
	100.00	100.00

The Company's articles of association contain no provisions pertaining to special voting rights. However, the shares representing the Company's issued capital are divided into three classes designated "A", "B", and "C" and only those who hold "A" and "B" shares are entitled to designate candidates for seats on the Company's Board of Directors and Board of Statutory Auditors.

4. INFORMATION ON PERSONNEL

The average number of personnel employed by the Company as at 31 December 2024 is 5,156 (31 December 2023: 4,302 people). The average number of personnel, including the subcontractor personnel was 16,502 and 13,747 people on 31 December 2024 and 31 December 2023, respectively.

Number of Group Employees (Consolidated)	January-December 2024	January-December 2023
Çelebi Hava Servisi A.Ş. ("Company")*	5,046	4,302
Celebi Ground Handling Hungary	960	856
Celebi Nas (India)	2,667	2,395
Celebi Delhi Cargo (India, including subcontractor personnel)	2,746	2,576
Celebi Aviation Services (India)	3,444	3,341
Celebi Cargo GmbH (Germany, including subcontractor personnel)	225	234
Celebi Tanzania	46	40
KSU Aviation India Pvt. Ltd.	3	3
Celebi Ground Handling India	97	-
Celebi Ground Services Chennai Pvt. Ltd.	265	-
PT Prathita Titiannusantara (PTN)	997	-
PT Celebi Aviation Indonesia (CAI)	6	-
Total	16,502	13,747

* The effects of short-working and unpaid leave practices are excluded when calculating the number of employees.

5. INFORMATION ON THE EMPLOYEES AND THE HUMAN RESOURCES POLICY

Human Resources ("HR") Policy

In order to sustain the image and success of the Company, in the eyes of the society and the employees, the Human Resources Department monitors and develops all practices supported by the documentation and systems related to Human Resources, and the resulting human resources culture.

By supporting participation, teamwork, entrepreneurship, creativity and productivity, making our Company be preferred to work for in Turkey, and making it a big family with happy and loyal employees and to perpetuate this, form the basis of our Company's HR Policy.

The Station Managers are responsible for the dissemination of the HR policies, which were determined without discriminating language, religion, race, sect and gender with the participation of the Station Managers who are determined as our employee representatives, at the stations. The main responsibilities of these managers are to share the decisions taken with respect to the employees or the developments concerning the employees with the employees.

Our Company supports practices that promote the prevention of discrimination, inequality, human rights violations, forced labor, and child labor.

Components of the Human Resources Policies

To ensure our Company is the preferred place to work in Turkey, to make it a big family with happy and loyal employees, and to perpetuate its continuity by supporting participation, teamwork, entrepreneurship, creativity and productivity.

Human Resources Systems:

· Selection and Placement

- Selection Process
- Orientation

· Performance Management

- Target and Competency Management
- Compensation

Talent and Career Management

Training

- Mentoring System
- Career Planning
- Professional, Personal Development and Leadership Trainings

Remuneration Management

Organization Development Activities

- Corporate Culture, Vision, Mission
- Employee Loyalty and Satisfaction Practices
- Regulatory Work
- Organizational Work

Selection and Placement

Selection Process and Placement/Creating a candidate pool at the Group Companies

The main principle in selection and placement is to meet workforce needs in the most efficient and shortest time with the logic of "the right person for the right job". In this context, personnel needs are determined within the framework of the human resources plan determined in line with the Company's goals and strategies, and the profile required by the position is determined based on the job description and competencies. The Human Resources Department checks to see if there is a sufficient budget for the staff while requesting personnel.

Staff planning should be done carefully by paying attention to efficiency. The Human Resources Department and department managers share the responsibility of select personnel who are in compliance with the mission and vision of the Company, who can fulfill the responsibilities required for the job, adapt to the working conditions, and who have the necessary competencies and the qualifications required for the position to at least at the minimum expected level. Part of our Human Resources policy is to prioritize all Company employees among the Company and Group companies in the work opportunities appropriate to their career development and potential.

The candidate pool in general;

The candidate pool in general consists of the potential candidates proposed by the Çelebi employees, candidates who apply directly by submitting a CV or by filling in a form, those candidates who apply by responding to an advertisement, applications collected in career days at universities, applications received from university preparation courses and educational institutions with which efforts have been taken to develop cooperation, or general applications made electronically online. In the selection of personnel, the order that is followed according to priorities is as follows:

- Employees who apply through internal announcements,
- Candidates recommended by Çelebi employees,
- Candidates who have previously applied through an advertisement or directly,
- Candidates who in response to an advertisement,
- Candidates who are referred to the organization by external consulting firms.

A new regulation on selection and placement of employees is in place and the Human Resources departments of associated companies execute all recruitment in compliance with the regulations.

For the selection of candidates, foreign language and general aptitude tests prepared by professional organizations, and assessment center applications are used. For all recruitments, candidate references are checked.

Orientation

Newly recruited employees are included in the orientation program in order to inform them of the Company mission, vision, principles and policies, and the working conditions of the Group Companies and their fields of activity.

Performance Management

Performance Evaluation

The performance evaluation system aims to provide the appropriate environment for the fulfillment of the objectives, which can identify and improve levels of competency, provide support for appointments, rotations and career planning, strengthen the communication between the subordinates and their superiors, improve the managerial competencies of our managers and to accelerate the flow of information that will be given to the management by all our staff with the feedback to be given.

Under our performance evaluation system, which aims to conduct an objective assessment based on the determined targets and competencies, the performance of all our white collar employees are assessed twice a year. In the 2024 performance evaluation, all positions (excluding trainees) at the Head Office and Regional Directorates, and supervisors and higher positions at stations are being assessed by objectives and competencies. The interim and year-end performance evaluation for 2024 has been finalized.

Performance Rewarding

According to the results of performance evaluation that is realized at year-end, employees who achieved outstanding success were rewarded within a certain proportion of their annual salary.

Talent and Career Management

The purpose of the Talent and Career Management activities is to provide a candidate pool at Çelebi for placing candidates in positions within Çelebi Ground Handling which match the expectations of employees with those of the Company. Between 2009-2024, a total of 24 senior managers were trained for service in critical positions in ground handling services and cargo operations in Mumbai and Delhi in India, in Hungary and in Frankfurt.

Within this context, in all our companies;

- career maps are established in accordance with previously set up competency and qualification scales, and the training and rotations necessary for each career step are continuously monitored.
- a backup policy is developed for critical positions.

The Talent Management process has been designed to ensure a more systematical career management function in the Head Office, Regions and stations, and Talent Committees have been created. These committees have the following general purpose;

- To provide realistic backup planning
- To assign the right employees for critical roles
- To be able to assign, develop and follow high caliber employees
- To review and check the employee profile

Opportunities for promotion or rotation are offered to employees within internal assignment criteria. When there is a need for positions, these are first announced to Çelebi Ground Handling employees. Our employees are given priority in the evaluation process.

Training

Work on training and developing programs has been organized at different levels to identify where there is room for improvement in terms of enhancing the knowledge, skills and behavior of Çelebi's employees as required for their assignments, to develop and fulfill their potential and advance it further and to prepare all employees for the responsibilities of future. For supervisor positions, which are the first stage of management and for Supervisor candidates, the "New Manager Program" has been put into operation. This program includes Management Skills Training and intra-corporate department presentations.

Within the scope of the "Field Leadership Development Program", "Leadership" and "Conflict Management and Difficult Dialogues" trainings are given to all managers at the foreman level and above who work in Operations.

The Human Resources Directorate annually plans the personal, professional and leadership development trainings. The personal and professional development trainings are identified and included in the plan as a result of the Performance Appraisal and Talent Management Project conducted annually throughout the Company.

Çelebi Academy is responsible for managing the mandatory sectoral training programs for those employed in operational roles as identified by national and international aviation authorities, for managing the development processes that are necessary for enabling the organization to achieve its operational targets, for creating the infrastructure necessary to ensure employees' development with respect to operational aspects, and for coordinating and running all the processes related to the training department.

For the mandatory refresher trainings included in the Training Instruction of the Civil Aviation General Directorate and in the General Directorate of State Airports Authority's (DHMI) Driving on the Pat Areas Guidelines, e-learning project works that will provide remote access were completed and are being implemented successfully.

A total of 17 training modules, including Ramp Safety and Apron Rules Refresher, Passenger Services Refresher, Travel Documents Refresher, Driving on the PAT Areas Refresher, Transfer of Disabled Passengers Refresher, Pushback-Head Set Refresher, Ramp Equipment Operation Refresher, SMS (Safety Management System) Refresher, SMS (Safety Management System - Refresher for Practitioners), Course-1 Security Awareness Basic and Refresher, Ramp Cleaning Refresher, Course-5 Ground Handling Passenger Security Refresher, Course-6 Ground Handling Baggage and Cargo Security Refresher, Course-9 Aircraft Cleaning Security, Course-10 Basic Cargo Security Refresher, Amadeus Altea FM and Excellent Customer Service and Dealing with Difficult Passengers trainings were included in the e-learning program, and they were put into use following approval from the related authorities. Furthermore, Global Orientation and Çelebi Code of Ethics e-learning module has been brought to completion and trainings were assigned to employees.

In addition, KVKK (Personal Data Protection Law), ISO27001 Management Systems Information, Waste Management training programs that employees are obliged to take under other applicable legislation are being prepared in the form of e-learning training modules and assigned to relevant employees.

Our Company's employees have actively used the Çelebi e-school application with great interest. In addition to cooperative training sessions, every employee is assigned department-specific operational training and personal development training tailored to their respective roles.

The mobile application which aims to support the classroom training modules, to keep the employees up-to-date, and let them consolidate the information they receive continued to be used successfully.

All training reports can be accessed over the SAP system. Çelebi Academy prepares periodic training budget planning and reporting based on these records.

All operational technical training is provided by internal trainers. Each year, all documents, training modules, and exams undergo a thorough review and update process in accordance with national and international publications. These materials are then published alongside relevant announcements.

In the January-December 2024 period, training per person was 9.4 days (January-December 2023: 10.3). In 2020, in addition to classroom training, 37 different e-training programs were produced, 27 of which were operational, and online training per person was 520 minutes. During 2021, 42 different e-training programs were produced, 26 being operational. During the January-December timeframe of 2022, a total of 10 separate e-training programs were developed. In the January-December period of 2023, 1 operational e-training, in the January-December period of 2024, 7 operational e-training were produced.

Support is obtained from the training and consulting companies for personal, professional and leadership development trainings. (Presentation Techniques, Team Work, Management Skills Development, MS Office Programs, etc.)

Remuneration Management

In line with the Company's vision and goals, the Çelebi Ground Handling remuneration system was established based on the prevailing market conditions and the developments in the aviation sector, and a remuneration scale was created to ensure the Company's internal consistency and reflect these conditions. In short, the pay should be the same for any two people working on the same task and the value of their work is the same if it does not differ from each other in terms of content, time, source, position profile etc., even if their personal traits and skills may be different.

The Head Office and administrative staff's remuneration scale is periodically compared with data received from market remuneration survey companies, and the scale is established in a way to include the results in these surveys. These works are updated every year by market surveys. When determining the pay of senior managers, who are included in the Head Office remuneration scale, these criteria are taken as a basis.

Remuneration for operational staff is determined according to the titles in the organizational structure, but based on a tariff linked to station sizes. It is updated every year by market surveys.

The results of the regularly conducted performance assessments affect the pay rises and year-end bonuses.

In addition to the current base salary, a foreign language allowance is given for personnel who pass the examinations applied for positions that require knowledge of a foreign language. In addition to the foreign language allowance, personnel working as drivers are paid a vehicle bonus depending on the type of vehicle they use. Furthermore, various role-based responsibility premiums are being paid for qualifications required on the basis of roles.

Social Responsibility

Our Company offers comprehensive support to the aviation industry by providing qualified personnel through Erzincan Binali Yıldırım University Ali Cavit Çelebioğlu School of Civil Aviation which was established in 2008 and which is operational since 2010. With our IATA-approved training modules, we also provide instructor and seminar support where we share our sectoral experiences, scholarships for 10 students, and employment opportunities along with internships during the summer periods.

Furthermore, in alignment with the targets of the Human Resources department, a distinct target is set to monitor the ratio of graduates and students from civil aviation departments in the recruitment and overall employment process, and the employment rate of civil aviation department is increased each year compared to the previous year. In this process, we provide support for career days, congresses, seminars, and training projects organized by aviation professional organizations.

Organizational Development Activities

Employee Satisfaction Applications

In order to enhance employee satisfaction, an annual Employee Engagement and Experience Survey, which is accessible to the participation of all employees and is organized annually by an independent company, is conducted. Upon completion of the survey, action plans are developed through the facilitation of over 30 workshops across various focus groups, with the involvement of employees from all levels and departments. Under the leadership of the consultant company, action plans are prioritized and followed up.

The result of the Employee Engagement and Experience Survey conducted in 2024 was 93%, with an action completion rate of 71%.

Regulation Work

In addition to the HR and Training Regulations established and used, regulations on operational and other issues continue to be created and revised with the projects that will be carried out jointly for the issues needed.

Organization Work

The Company ensures that the organizational structures are rendered effective and standardized in accordance with the requirements, and organizational changes are monitored and published. Work on determining hierarchical levels and revising the roles according to the prevailing conditions are the primary issues of the HR policies.

Communication

With the aim of creating participative management and a secure working place for employees and to meet the requirements, the issues such as the Company's financial status, wages, career opportunities, training programs, health policies are shared with the personnel through meetings held and every opportunity is taken to send such messages. The suggestions, complaints, opinions and comments received from employees serves as a starting point for the required work.

Occupational Safety

Our Company has a management system that provides a secure and healthy work place for its employees, and which uses risk evaluation to determine the risks and dangers employees may face, and which takes precautions, develops activities to reduce these dangers and risks in line with the requirements set out in labor law. The system's OHS performance is continuously tracked where OHS aims are put into practice with management programs. Furthermore, our 30 stations and the Head Office hold the OHSAS 18001 certification.

Social Activities & Internal Communication

Çelebi anniversary and seniority plaque ceremonies, which are organized for our employees at the Head Office and all our stations in honor of their 5 years or multiples of seniority, continue to be held every year. In addition, the severance bonus vesting for employees who are entitled to receive a plaque as of the 10th anniversary practice, which was implemented in 2023 also continued in 2024.

Social activities continue regularly with the happy hour events we organize every month in our Head Office offices and the catering organizations held at our stations.

Within the scope of internal communication, we communicate with all our employees through 6 different channels. Compliance with internal communication plan is achieved through monthly organizations such as special day celebrations, internal company announcements, aviation news, interactive competitions and informative webinars.

II - FINANCIAL RIGHTS PROVIDED TO THE MEMBERS OF THE GOVERNING BODY AND SENIOR MANAGEMENT

At the annual Ordinary General Assembly Meeting of the Company held on 16 April 2024, shareholders approved the payment of a monthly honorarium of TL 50,000 to the independent members of the Company's Board and also voted not to pay any other honoraria to Board members who are elected to represent Class A and Class B shareholders. Payments were made to the Company's independent directors for the January-December period of 2024, in line with the decisions taken at the 2024 Ordinary General Assembly.

Members of our Company's Board of Directors do not have any loans carried over from 2023. No loan advances were given to members of the Board of Directors in the January-December period of 2024.

In the January-December period of 2024, total TL 150,000 loan advances were given to our Company's managers and these advances are fully paid back as of year-end. So, Company managers do not have any loan advance balance.

There are no loans made by the Company to its Board members or managers whose terms have been extended or otherwise improved; no sums have been lent to them as personal loans through third parties; neither have they been granted any form of surety such as guarantees etc. on their behalf.

III - THE COMPANY'S ACTIVITIES AND MATERIAL DEVELOPMENTS IN ACTIVITIES

6. THE RELEVANT SECTOR, 2023 ACTIVITIES AND PERFORMANCE

Civil Aviation Industry

In the World...

The International Air Transport Association (IATA) has shared with the public the passenger marketing performance data for the year 2024 and the period of December 2024.

Annual Overall Performance: As of 2024, total passenger traffic (measured as Revenue Passenger Kilometers) increased by 10.4% compared to the previous year. This increase is 3.8% above pre-pandemic (2019) levels. Total capacity increased by 8.7% on an Available Seat Kilometer (ASK) basis, while the overall occupancy rate reached 83.5%, breaking a record in annual traffic terms.

International Traffic: Increased by 13.6% in 2024 compared to the previous year, while capacity rose by 12.8%.

Domestic Traffic: Increased by 5.7% in 2024 compared to the previous year, while capacity increased by 2.5%.

Total Demand: Increased by 8.6% YoY, while capacity rose by 5.6%. Increases in international and domestic demands were 10.6% and 5.5%, respectively. The overall occupancy rate in December reached 84%, setting a new monthly record.

IATA Director General Willie Walsh's Statements: IATA Director General Willie Walsh expressed the following statements in his published assessment: *"The year 2024 has demonstrated that the demand for travel continue to be strong. Passenger demand increased by 10.4%, setting record levels for both international and domestic travel. Airlines responded to this strong demand with record efficiency, and filling 83.5% of all seats offered was realized in an environment where supply chain constraints limited capacity growth."*

Walsh stated that there are positive signals which indicate that travel demand will continue to increase by 8% in 2025, while also drawing attention to the challenges faced by the aviation sector. He emphasized that the accident occurred in Washington on January 29 reminded us once again of the importance given to aviation safety.

He also stated that airline companies continue to aim for net zero carbon emissions by 2050, and that investments in Sustainable Aviation Fuel (SAF) reached a record level in 2024, but still only meet 0.5% of the need.

Walsh stated that governments should prioritize renewable fuel production and that directing resources in fossil fuel incentives to renewable energy will provide economic and universal benefits.

Details on the air passenger market

International air traffic increased in all regions in 2024, exceeding the 2019 high level by 0.5%. While capacity remained 0.9% lower than in 2019, the load factor increased by 0.5 percentage points to reach a record level of 83.2%.

In December, international demand increased by 10.6%, capacity increased by 7.7% and load factor increased by 2.2 percentage points compared to December 2023, reaching 83.9%.

Asia Pacific Airlines was the fastest-rising region with a 26.0% increase in international traffic in 2024. However, international RPKs remained 8.7% below 2019 levels.

European Airlines saw 9.7% annual traffic growth, capacity increased by 9.2% and occupancy rate reached 84.1%.

Middle East Airlines recorded a 9.4% traffic increase in 2024, capacity increased by 8.4% and occupancy rate reached 80.8%.

North American Airlines saw a 6.8% increase in traffic, occupancy rate recorded at 84.2%.

Latin American Airlines achieved the highest occupancy rate among the regions (84.8%) with a 14.4% increase in traffic.

African Airlines reached a record level for the region with a 13.2% increase in traffic.

In Turkey...

In the January-December period of 2024 in Turkey, domestic commercial aircraft traffic increased by 2.29% and international commercial aircraft traffic increased by 7.01% compared to the same period of the previous year. According to these results, the increase in total commercial aircraft traffic was 5.01%.

January-December 2024 Activities and Performance

A total of 116,007 flights were serviced by the Company in the Turkish market during January-December 2024 period, corresponding to a 22.44% year-on-year increase over the 2023 figure which was 94,744 flights.

Our subsidiary, Çelebi Airport Services India Private Limited (formerly known as Çelebi Ground Handling Delhi Private Limited), which started to provide services at the Indira Gandhi International Airport in Delhi, India from June 2010, served 35,327 flights at the Delhi, Ahmedabad, Cochin, Bangalore, Goa and Hyderabad stations in the January-December 2023 period and 30,530 flights in the January-December 2024 period, registering a 13.5% decrease.

With the addition of Chennai to our Mumbai, Delhi, Ahmedabad, Cochin, Bangalore, Hyderabad, Goa and Kannur stations that we serve in India, our total number of stations in this country has reached 9.

Our Celebi Delhi Cargo Terminal Management India Pvt. Ltd. subsidiary has been providing cargo warehousing and handling services in 77,000 m² of space at Delhi International Indira Gandhi Airport since November 2009. While the company had handled 441,700 tons of cargo in 2023, the same rose by 14.9% to 507,420 tons in the January-December 2024 period.

Celebi NAS, another subsidiary that began services at Chhatrapati Shivaji International Airport in Mumbai (Bombay) in July 2009, serviced 31,893 flights during January-December 2023 period. In the January-December 2024 period, 32,890 flights have been served with an increase of 3.1% year-on-year.

Celebi Ground Handling Hungary, Çelebi Ground Handling's first international subsidiary, served a total of 35,687 flights in January-December 2024 period, registering 15.9% increase as compared with 30,786 flights serviced in 2023.

Celebi Ground Handling Hungary started cargo handling operations in January 2011 in its new warehouse located outside the airport. While the company had provided service for a total of 57,584 tons during 2023, the same registered as 114,138 tons in January-December 2024 period, increasing by 98.2%.

Celebi Cargo GmbH entered operation in 2011 to offer air cargo storage and handling services in its storage facilities at the International Frankfurt Airport's "Cargo City Süd". Having handled 158,511 tons of cargo in 2023, that figure was registered as 179,296 tons in January-December 2024 period with a rise of 13.1%.

The Group's consolidated gross profit in January-December 2024 period was up by 63.7% to TL 6,001,408,997 (2023: TL 3,667,187,574). In January-December 2024 period, the Company posted an operating profit of TL 4,259,163,978 (2023: TL 2,761,267,745). The Group's profit after tax in the same period was recorded as TL 3,566,410,436 (2023 January-December: TL 1,667,723,088).

As of 31 December 2024, the total amount set aside for legal and compensation provisions of our Company was TL 40,505,412 (31 December 2023: TL 35,830,909). There was no legal action or demands for compensation against the Company during the period which would significantly affect the Company's financial status or activities.

7. DEVELOPMENTS IN INVESTMENTS; INVESTMENT INCENTIVES USED

Tangible fixed asset investments realized by the Group during the year ended on 31 December 2024 amounted to TL 1,308,076,131 (31 December 2023: TL 554,914,556). 27.8% of these investments consisted of investments in machinery, equipment and appliances, 56.5% of investments in progress, 8.6% in special costs, 4.3% in investments in fixtures and 2.8% in investments in vehicles.

Total consolidated investment outlays of the Group in tangible and intangible assets as of 31 December 2024 were worth TL 1,398,869,607. (2023: TL 691,631,564).

The total incentive investment amount as of 31 December 2024, excluding additional costs, is TL 815,774,403.62. The current classification according to incentive certificate type is as follows:

- Our Company holds the Large Scale Investments incentive certificate obtained from the Ministry of the Economy, the General Directorate of Incentive Implementation and Foreign Investment. The total amount of investment undertaken by our Company under this incentive certificate until 31 December 2024 stood at TL 247,905,531.02.
- Regarding the machinery and equipment investments planned by our Company for the airports in Turkey, our applications for incentive certificates, totaling TL 1,698,026,010.87, have been approved by TR Ministry of Industry and Technology General Directorate of Incentive Implementation and Foreign Capital. Investment Incentive Certificates have been issued in order to enable our Company to benefit from investment incentive practices as per the relevant legislation provisions. The total expenditure made until 31 December 2024 within the scope of the incentive certificates in question is TL 567,868,872.60.

8. DIRECT OR INDIRECT ASSOCIATES OF THE COMPANY AND INFORMATION ON SHAREHOLDING THEREIN

In 2006, the Company has acquired the shares of Celebi Ground Handling Hungary ("CGHH"), which has been providing ground handling service at Budapest Airport. The paid in capital of CGHH is HUF 200,000,000, while the Company holds 100% of the shares.

In 2008, Celebi NAS has been incorporated at the Mumbai Chhatrapati Shivaji International Airport ("CSIA") in India, in order to provide ground handling services for a period of 10 years. The paid-in capital of Celebi NAS is INR 552,000,000 in which the Company controls 59% stake. Besides, INR 228,000,000 has been paid as advance capital by the shareholders in Celebi NAS.

Celebi NAS has been granted the concession rights concerning the rendering of services regarding air conditioners and generators mounted on passenger boarding bridges in the passenger terminal of that airport until 2036. As per the concession contract signed between Celebi NAS and the airport authority, Celebi NAS is continuing to provide ground handling services for a period of 10 (ten) years following the expiry of the current concession period on 31 December 2019 at the CSIA airport.

In 2009, a company titled Celebi Delhi Cargo was established at the airport in New Delhi, India, which will be engaged in the development and modernization of the existing cargo terminal and operating it for a period of 25 years. The paid-in capital of Celebi Delhi Cargo in which the Company controls a 74% share as a founding partner is INR 1,120,000,000.

Winning the tender for providing airport ground handling services at Delhi International Airport for a 10-year term, Celebi Ground Handling Delhi Private Limited was established on 2009. Having a shareholding rate of 99.9%, the Company has made premium capital payment amounting to Indian Rupee 2,293,943,760 to meet the required equity capital. Under the ongoing concession agreements, the Company carries on with ground handling services at New Delhi, Ahmedabad, Cochin, Bangalore and Hyderabad airports. On 2018, the company's name was changed as Celebi Airport Services India Private Limited ("CASI"). Based on the authorization granted in 2019, CASI will continue to provide ground handling services for another 10 years following the expiration of the existing concession period at the Delhi International Airport.

Çelebi Kargo was established in 2008 to carry out transportation, cargo storage and distribution operations. Celebi Cargo, the subsidiary of Çelebi Kargo with a 100% ownership, located in Frankfurt, Germany and which was established with a paid-in capital of EUR 11,140,000, carries out flight cargo storage and handling services at International Frankfurt Airport Cargo.

The Company has a 58.70% share in KSU located in India, which was established on 2019 to provide "taxiing" services to aircraft at airports in India. A premium capital payment of Indian Rupee 435,148,420 was made by the Company.

CGHI was established as a subsidiary of CASI with a shareholding rate of 60.98% in 2023, based on the ground services tender won at India's Ahmedabad International Airport. The capital of the company is Indian Rupee 164,000.

CGSC was established as a subsidiary of CASI with a shareholding rate of 100% in 2023, based on the ground services tender won at India's Chennai International Airport. The capital of the company is Indian Rupee 280,095,195 including premium capital.

The Company has acquired a 65% stake in Celebi Tanzania, a company with a capital of 100,000,000 Tanzanian Shillings (approximately USD 40 thousand) located in Dar es Salaam, Tanzania, in order to participate in ground handling concession tenders to be opened at airports in Tanzania.

99% of the shares of PTN, a company resident in Jakarta, Indonesia, were transferred for 34,650,000,000 Indonesian Rupee by signing a Share Sale and Purchase Agreement on 27 March 2024. In addition to the Company's 99% capital of 643,500,000 Indonesian Rupee, a capital increase of 9,256,500,000 Indonesian Rupee was made on 19 April 2024, 47,520,000,000 Indonesian Rupee on 17 September 2024 and 29,700,000,000 Indonesian Rupee on 29 November 2024, thus the subsidiary share reached 87,120,000,000 Indonesian Rupee.

CAI, located in Jakarta, Indonesia, was established on 2 May 2024, as a 99% subsidiary of ÇHS, with a participation of 9,900,000,000 Indonesian Rupee. On 17 September 2024, a capital increase of 8,415,000,000 Indonesian Rupee and on 29 November 2024, a capital increase of 64,845,000,000 Indonesian Rupee was made, bringing the subsidiary share to 83,160,000,000 Indonesian Rupee.

CASI, a subsidiary of the Group, participated in DASPL by acquiring 16.66% stake in the company. DASPL resides in New Delhi, India, has a paid-in capital of Indian Rupee 250,000,000 and was set up to ensure execution of air conditioning units installed on passenger bridges in the airport's passenger terminal, generator and utility water services in compliance with international standards.

On 14 November 2016, CASI acquired an additional 8.33% share in DASPL, and the Group's shareholding interest in DASPL rose to 24.99%. The Group recognizes DASPL in its consolidated financial statements by equity method. DASPL's operations ended as of 1 April 2022, and the net loss for the period after 31 March 2022 is shown under "Profit/(loss) for the period from discontinued operations".

9. INFORMATION ABOUT FINANCIAL STATEMENTS AND REPORTS

a) Applied Accounting Standards

The summary consolidated financial statements of the Group are issued in compliance with the Capital Markets Board of Turkey (CMB) Communiqué Serial: II, No: 14.1 on Principles of Financial Reporting in the Capital Markets, which is published in the Official Gazette no. 28676 and dated 13 June 2013. In accordance with Article 5 of the communiqué, the Turkish Accounting Standards/Turkish Financial Reporting Standards (TAS/TFRS) released by the Public Oversight Accounting and Auditing Standards Authority (KGK) and the related annexes and comments were taken as a basis in the publication of the consolidated financial statements.

Moreover, the financial statements are presented in accordance with the formats specified in the "Announcement regarding IFRS Taxonomy" published by the KGK on 15 April 2019, and in the Illustrative Financial Statements and User Guide published by the CMB. By its decision passed on 17 March 2005, the CMB announced that publicly-held companies operating in Turkey did not need to apply inflation accounting effective 1 January 2005. The Company's financial statements have been drawn up within the frame of this decision.

When keeping their accounting records and preparing their mandatory financial statements, the Group and the Group companies located in Turkey conform to the principles and conditions set forth by KGK, as well as the Turkish Commercial Code (TCC), tax legislation, and the requirements of the Uniform Chart of Accounts issued by the Republic of Turkey Ministry of Treasury and Finance ("Ministry of Finance").

The accounting records and financial statements of the subsidiaries, joint venture and associate operating in foreign countries, on the other hand, have been drawn up in accordance with the laws and regulations applicable in the countries where they are active.

Consolidated financial statements are based on the statutory records of the Company, its subsidiaries, JV and associate, and have been issued to incorporate the required adjustments and reclassifications for the purpose of fair presentation pursuant to the Turkish Financial Reporting Standards.

Assets and liabilities of consolidated foreign partnerships have been translated into Turkish lira using the exchange rate on the date of the consolidated financial condition statement, whereas income and expenses have been translated using the average exchange rate.

Exchange differences resulting from the closing and the use of average exchange rate are followed up under the FC translation differences account under shareholders' equity.

These consolidated financial statements prepared in accordance with the applied Turkish Financial Reporting Standards, have been prepared in Turkish Liras and under the historical cost conversion except for the financial assets and liabilities presented at fair values, and the valuations related to the differences between the carrying value and fair value of the non-current assets recognized in business combinations.

b) Reporting Currency

Each line item in the financial statements of the group's companies is recorded in the currency of the primary economic environment in which the companies operate. The consolidated financial statements are presented in TL, the reporting currency for the Group. The functional currencies of Group companies as of 31 December 2024 are detailed below.

Company	Currency
Çelebi Ground Handling	Euro (EUR)
Celebi Delhi Cargo	Indian Rupee (INR)
Celebi NAS	Indian Rupee (INR)
CASI	Indian Rupee (INR)
CGHI	Indian Rupee (INR)
CGSC	Indian Rupee (INR)
KSU	Indian Rupee (INR)
DASPL	Indian Rupee (INR)
Çelebi Kargo	Turkish Lira (TL)
Celebi Cargo	Euro (EUR)
CGHH	Hungarian Forint (HUF)
Celebi Tanzania	Tanzanian Shilling (TZS)
PTN	Indonesian Rupee (IDR)
CAI	Indonesian Rupee (IDR)

Companies Incorporated into Consolidation

The Group's consolidated financial statements for the period ending 31 December 2024 include the results of the Company, Delhi Cargo, Celebi NAS, CASI, CGHI, CGSC, KSU, DASPL, Çelebi Kargo, Celebi Cargo, CGHH, Celebi Tanzania, PTN and CAI, which are jointly referred to as the "Group".

The consolidated financial statements for the period 1 January-31 December 2024 has been approved for the issuance by the Board of Directors on 11 March 2025, and signed by Osman Yılmaz, the General Manager, and Deniz Bal, the Director of Financial Affairs, on behalf of Board of Directors.

10. DONATIONS

In the year ending 31 December 2024, the Group's donations and grants to various foundations, associations, chambers, public institutions and organizations amounted to TL 96,677,830. TL 95,157,886 of this donation amount consists of the construction expenses of the additional building of the Erzincan University, which was realized as per the upper limits determined at the Ordinary General Assembly Meeting held on 16 April 2024.

IV - FINANCIAL STANDING

11. KEY FINANCIAL RATIOS

The key ratios showing our Company's financial structure, profitability, and debt-servicing were calculated on the basis of the consolidated financial statements dated 31 December 2024 and 31 December 2023.

	31 December 2024	31 December 2023
Current Ratio (Current Assets/Current Liability)	1.31	1.26
Cash Ratio (Cash Assets/Current Liabilities)	0.69	0.70
Short-Term Liabilities/Total Liabilities	53.30%	48.32%
External Resources/Shareholders' Equity	155.20%	192.60%
	31 December 2023	31 December 2022
Average Collection Time	31.27	31.53
Gross Profit Margin	31.29%	33.75%
Operating Profit (Loss)/Net Sales Revenues	22.21%	25.41%
Operating Profit (Loss)/Total Assets	21.74%	18.10%
EBITDA/Net Sales Revenues	26.83%	31.62%

12. INFORMATION ABOUT PRODUCTION AND SALES OF GOODS AND SERVICES

The number of aircraft serviced by our Company in the year ended 31 December 2024 is stated below:

Number of Aircraft Serviced	2024	2023	2024-2023 %
	January-December	January-December	
International Flights	60,137	44,566	34.9
Domestic Flights	55,870	50,178	11.3
Turkey Total	116,007	94,744	22.4
Celebi NAS	32,890	31,893	3.1
CASI	30,530	35,327	(13.6)
Celebi CGHI	588	40	1,369.3
Celebi CGSC	1,525	188	710.9
India Total	65,533	67,448	(2.8)
Celebi Tanzania	405	365	11
PT. Prathita Titiannusantara ("PTN")	34,556	-	-
Hungary	35,687	30,786	15.9
Grand Total	252,188	193,343	30.4

The weights of cargo handled by the Company in 2024 are stated below:

Group (Consolidated)	31.12.2024				31.12.2023			
	Express Cargo	Domestic	WT (Import)	WT (Export)	Express Cargo	Domestic	WT (Import)	WT (Export)
Celebi Delhi Cargo (India)	36,881	132,871	170,348	167,320	33,031	118,510	153,233	136,926
Celebi Cargo GmbH (Germany)	-	-	105,673	73,623	-	-	62,617	95,894
Çelebi Hava Servisi A.Ş.	-	-	38,706	51,456	-	-	23,754	38,960
Celebi GHH (Hungary)	-	-	90,417	23,721	-	-	38,243	19,341
Total (tons)	36,881	132,871	405,144	316,120	33,031	118,510	277,847	291,121

13. DIVIDEND POLICY AND TIMING

On 8 April 2014 our Company's Board of Directors passed a resolution to approve the revision of the Company's Dividend Policy pursuant to the requirements of Capital Markets Board Dividend Communiqué II-19.1, which went into effect with its publication in issue 28891 of Official Gazette dated 23 January 2014; to publicly disclose this revision; and to submit this revised Dividend Policy for the consideration and approval of shareholders at the upcoming annual General Assembly Meeting. At the Ordinary General Assembly Meeting held on 8 May 2014, the Board of Directors resolution concerning the Dividend Policy passed on 8 April 2014 was discussed and unanimously approved by shareholders.

Çelebi Hava Servisi A.Ş. Dividend Policy

- Taking our Company's medium- and long-term strategies, its investment and financing policies, and its profitability and cash situation into account and in the absence of any extraordinary developments in our Company's investment and/or financing needs and/or occurrences in its industry or the economy, at least 50% of net distributable profit shall be paid out as a dividend. When determining the dividend rate, attention shall be given to medium- and long-term investments that may require short-term cash outflows, material events that affect our Company's financial structure, and significant developments in the sector and/or in the economy and/or in markets.
- Dividends whose payment has been decided upon may take the form of cash, of bonus shares, or of some mix of the two.
- Dividend and payment-timing Board of Directors resolutions shall be in compliance both with this Dividend Policy and with currently applicable laws, regulations, and administrative provisions and then publicly disclosed. Board of Directors dividend and payment-timing proposals shall be considered and decided upon by shareholders convened in a General Assembly Meeting. The payment of dividends shall begin within maximum thirty days of the date of the General Assembly Meeting at which the decision to pay them is taken and in all cases within statutorily-mandated periods of time. The Board of Directors may decide to have dividends paid in installments provided that a general assembly of shareholders shall have authorized it to do so.
- Provided that a general assembly of shareholders shall have authorized it to do so, the Board of Directors may decide to have advances paid against dividends and may affect the payment of such advances subject always to the Capital Markets Law and Capital Markets Board regulations and decisions and to the Company's own articles of association.

With the decision of the Board of Directors taken at the Ordinary General Assembly Meeting convened on 16 April 2024, our financial statements, prepared on the basis of our legal books of account dated 31 December 2023, show a net current profit of TL 1,683,900,125.62 remaining after the deduction of all taxes and other legal obligations.

According to our Company's independently-audited consolidated financial statements dated 31 December 2023 prepared in accordance with Turkish Accounting Standards & Turkish Financial Reporting Standards (TMS/TFRS) and in CMB-specified formats pursuant to the requirements of CMB Communiqué II: 14.1 Concerning Financial Reporting Principles In Capital Markets, the net current profit remaining after the deduction of taxes and other statutory obligations amounts to TL 1,667,723,088.00.

Within the framework of CMB legislation, since there is no Prior Year Loss that needs to be deducted from the Net Profit for the Period and no first legal reserves that need to be set aside pursuant to the Turkish Commercial Code (TCC), the net distributable current profit is TL 1,667,723,088.00.

The entirety of the Net Profit for the Period descended in the Company's Consolidated Financial Statements dated 31 December 2023 is as follows:

ÇELEBİ HAVA SERVİSİ A.Ş. Profit Distribution Table for 2023 (TL)		
	According to CMB legislation	According to legal records
Net Profit for the Period (-)	1,667,723,088.00	1,683,900,125.62
Prior Year Loss (-)	0.00	0.00
General Legal Reserves	0.00	0.00
Net Distributable Profit for the Period	1,667,723,088.00	1,683,900,125.62
First Dividend to Shareholders	1,215,000.00	1,215,000.00
Second Dividend to Shareholders	1,515,007,352.72	1,529,685,000.00
Other Funds for Distribution	14,677,647.28	0.00
General Legal Reserves	152,968,500.00	152,968,500.00
-Profit for the Period	151,500,735.27	152,968,500.00
-Other Funds for Distribution	1,467,764.73	0.00
Transferred to Extraordinary Reserves	0.00	31,625.62

In this framework, in accordance with the CMB regulations pertaining to profit distribution, the following has been unanimously accepted for the accounting period of 1 January 2023- 31 December 2023:

- The distribution of TL 63.0000 Gross=net cash dividend to each share with a nominal value of TL 1.00 at the rate of 6300.00% to the full taxpayer corporations and the limited taxpayer institution shareholders obtaining dividends through a permanent representative and a workplace in Turkey,
- Other shareholders will be paid a 6300.00% cash dividend corresponding to TL 63.0000 gross for each share of stock with a nominal value of TL 1.00 that they hold, which amount is equal to a 5670.00% cash dividend corresponding to TL 56.7000 net for each share of stock with a nominal value of TL 1.00 that they hold,

and unanimous decision was taken to set the dividend distribution date as 24 April 2024 and the related dividend payments have been completed as of 26 April 2024.

14. MISSION AND VISION

Mission

To be the global solution partner, adding value to its shareholders while correctly perceiving the needs of airport users and sustaining quality.

Vision

With a team fully identified with the collective "Çelebi spirit", being an internationally leading and trustworthy company that creates changes in its sector and produces value for all stakeholders.

Strategic Objectives

The strategic objectives of Çelebi Ground Handling are to maintain its position as the leader of the ground handling services sector in Turkey, to take part in ventures in ground handling services and terminal management and operations inside/outside Turkey.

V - RISKS AND AN ASSESSMENT BY THE GOVERNING BODY

15. BASIC FINANCIAL RISKS AND MANAGEMENT POLICIES

Due to the nature of its activities, the Group is focused on managing various financial risks including the effect of changes in exchange and interest rates. By its risk management program, the Group aims to minimize the potential negative effect to be caused by the volatilities in the markets.

Risk management is carried out within the frame of policies approved by the Board of Directors. The tasks of planning risk management, overseeing its operations and effectiveness, and ensuring that the internal audit team carries out its activities within the framework of the risk management plan are the duty of the Audit Committee, which has been set up by a Board of Directors resolution pursuant to CMB regulations and of the Corporate Governance Committee pursuant to the CMB Communiqué on the Determination and Implementation of Corporate Governance Principles. The Audit Committee formulates a risk management and internal audit system capable of minimizing the risks that the Company could be exposed to and takes such measures as are needed to ensure that the system functions reliably. The Corporate Governance Committee sets up the necessary mechanisms for the early detection of operational and financial risks, implementation of necessary actions in relation to identified risks, and management of risk, and takes the necessary steps for their healthy operation.

Interest Rate Risk

The Company is exposed to interest rate risk due to the effect of the changes in interest rates on interest-bearing assets and liabilities. This risk is managed through balancing assets and liabilities that are sensitive to interest rates. Within the frame of its principle to manage risk with natural actions consisting of balancing the maturities of assets and liabilities sensitive to interest rates, the Company management utilizes its interest-bearing assets in matching-term investments. In addition, the Company protects itself from the interest risk arising from floating-rate bank loans through limited use of interest rate swap agreements that take place among derivative instruments as and when deemed necessary.

Liquidity Risk

The cash flow, made up of repayment times and amounts of loans, is managed in view of the amount of free cash flow to be generated by the Group on its activities. Therefore, while the option of debt repayment with the cash generated on activities when necessary is kept available on one hand, sufficient number of reliable and high-quality lending resources are kept accessible on the other.

Credit Risk

Credit risk consists of cash and cash equivalents, deposits held with banks, and customers exposed to credit risk that cover uncollected receivables.

With respect to the management of the credit risk concerning its receivables from customers, the Company identifies a risk limit individually for each customer (excluding related parties) using bank and other guarantees, and the customer carries out its business transactions so as not to exceed this risk limit. In the absence of these guarantees or in cases where they are required to be exceeded, transactions are carried out within internal limits set by procedures.

Exchange Rate Risk

Taking into consideration the significantly volatile course adopted in the past by the Turkish Lira against major foreign currencies and its over-valuation, the Group espoused a conservative monetary position and financial risk management policy. The Group is exposed to exchange rate risk due to its operations conducted in numerous currency units. Efforts are spent to keep the ratio of the amount of positions of these currencies among themselves or against Turkish Lira to total shareholders' equity within certain limits. To this end, foreign currency position is continually analyzed, and the exchange rate risk is managed using balance sheet transactions, or when necessary, off-balance sheet derivative instruments.

Capital Risk

The Company's goals in managing the capital is to be able to ensure the continuity of the Company's activities to sustain the optimum capital structure for the purpose of providing returns for its shareholders and benefits for its other stakeholders, and for minimizing the cost of capital. The Company's shareholders may, to the extent allowed by the CMB legislation, alter the amount of dividends paid to shareholders, return the capital to shareholders, issue new shares and sell its assets to decrease indebtedness in order to preserve or reformulate the capital structure. Along with the other companies in the sector, the Company monitors the capital by utilizing the debt/capital ratio, which is net indebtedness divided by total capital. Net debt is total debt less cash and cash-equivalent assets and deferred tax liabilities. Total capital is the shareholders' equity and net debt as shown in the balance sheet.

VI - OTHER MATTERS

16. CHANGES TO THE ARTICLES OF ASSOCIATION AND COMPANY POLICIES

The amendment of Article 6 of our Company's Articles of Association titled "Capital and Type of Shares" was approved at the Ordinary General Assembly meeting held on 16 April 2024, in order to increase the registered capital ceiling of our Company from TL 100,000,000 to TL 1,500,000,000 and to remain in the Registered Capital System until the end of 2028.

17. ENVIRONMENT AND SUSTAINABILITY

Our Company has been upholding a sustainable environmental management system since its establishment. Our focus on adding value and commitment to continuous improvement has allowed us to systematically reduce and, where possible, eliminate any potential harm to the environment resulting from our activities.

1. Our Sustainability Strategy, Vision and Mission

We remain committed to our responsibility for the continuity of our planet and life. Our sustainability efforts extend beyond the boundaries of our organization and encompass our customers, NGOs, investors, and all other stakeholders involved in the process, and we conduct our environmental, social and economic activities within the framework of the United Nations Sustainable Development Goals.

Since the day it was founded, our Company has determined the environmental impact of its activities as one of its priorities and has aimed to ensure that the values and activities of both our planet and our investors, our Company and our customers continue to be sustainable and improve in the future in accordance with our commitments outlined in our Environmental Policy that we share with the public, together with the mission of “being an environmentally sensitive company in the aviation sector with its practices”.

2. ISO 14001:2015 Our Environmental Management System

Our Company has implemented an Environmental Management System that is designed to be sustainable, value-adding, and continuously improving, in accordance with the ISO 14001:2015 standard, which is widely recognized internationally. Our system has been certified by independent accreditation bodies, and aims to systematically minimize, and where possible, eliminate any adverse impacts on the environment.

As of 2025, the Company’s Headquarters, 32 stations, and IST Airport Cargo Temporary Storage Facility have been certified for compliance with the ISO 14001:2015 Environmental Management System.

Through our Environmental Policy, which guides our Environmental Management System that is publicly available, we are committed to providing our investors and other stakeholders with the following:

- To minimize our waste, to prevent environmental pollution, and to ensure compliance with all relevant environmental regulations.
- To implement environmental sustainability programs aimed at reducing our utilization of natural resources.
- To strive for maximizing the utilization of environmentally friendly technologies throughout operations, and to continuously improve our environmental performance.

Within the scope of our Environmental Management System, necessary programs and procedures have been created in order to determine the environmental dimensions at every stage of our services, from planning to presenting them to the customer, and to prevent or minimize the potential negative effects of these dimensions by controlling them with a proactive approach. We also ensure the continuous and effective improvement of our environmental performance.

In this context, annual Environmental Targets and Programs are created and implemented at the Head Office and all our stations in order to reduce/eliminate our environmental impacts arising from our activities.

In 2024, the “Quality Scale” category was added to our Company’s functional target set in order to maintain the focus on environmental goals and integrate environmental improvement into all our business.

As of 2025, programs and projects that can be created within the scope of protecting our natural resources and using them efficiently, and prioritizing savings efforts in these areas are grouped under the following goals:

- Prevention of environmental pollution,
- Sustainable resource utilization,
- Combating climate crisis,
- Protection of biodiversity and the ecosystem,
- Reducing natural resource utilization.

Functional Environmental Targets of ÇHS for the Year 2024

Purpose	Goal	Calculation Method	Weight in Quality Scale	Target Scale				
				1	2	3	4	5
Prevention of environmental pollution	To reduce energy consumption by 2% over the previous year	Comparison based on the amount of energy consumption (kWh per aircraft) per aircraft served compared to the previous year	10%					
Sustainable resource utilization		Comparison with the previous year on the quantity of water consumption per annual average number of HC personnel	10%	No decrease	0%< T <1%	2%	2%< T <4%	4%<T
Combating climate crisis	To reduce water consumption by 2% over the previous year	Comparison with the previous year on the amount of equipment fuel consumption per aircraft served	10%					
Protection of biodiversity and ecosystem								
Reducing natural resource utilization	To reduce equipment fuel consumption by 2% over the previous year							

The assignment of these goals, the monitoring of their realization levels and the steps taken to achieve them are carried out using our digital performance assessment platform.

The studies carried out for the targets of reducing energy consumption, water consumption and equipment fuel consumption by 2% compared to the previous year, determined for 2024, are regularly monitored and evaluated. In this context, the 2% target was achieved for all of Türkiye, and the general average was calculated as 3.03.

In addition, we reduce and keep our environmental impacts under control, through the implementation of the following procedures and other documents that are in compliance with our ISO 9001 Quality, ISO 14001 Environment, and ISO 45001 Occupational Health and Safety Integrated Management Systems:

- Environment and OHS Handbook
- Risk and Opportunity Assessment Procedure
- Environmental Dimensions Assessment Procedure
- Legal Requirements Procedure
- General Training Procedure
- Emergency Procedure
- Documentation Procedure
- Operations Control Procedure
- Monitoring and Measurement Procedure
- Audit and Corrective Actions Procedure
- Management Review Procedure
- Greenhouse Gas Management Procedure
- Energy and Natural Resource Management Instruction
- Waste Management Instruction
- Control of Environmental Aspects Resulting from Maintenance Activities Instruction
- Safe Storage of Chemical Substances Instructions

3. Our Environmental Programs and Practices

Our Company recognizes the importance of utilizing natural resources essential for sustaining a healthy lifestyle while considering the needs of future generations and the associated responsibilities. Under the main headings of combating the climate crisis, optimizing natural resource utilization, and preventing environmental pollution-waste management, our Company conducts the following programs and practices:

3.1. Combating Climate Change

- As part of our commitment to the Carbon Disclosure Project (CDP), voluntarily calculating our greenhouse gas inventory and making this information available to the public and international investors, along with other practices we carry out to address the climate crisis,
- Purchasing and deploying electric vehicles (tractors, ladders, push-backs, passenger cars, etc.) instead of fossil fuel-consuming vehicles we use in our Apron Services, as well as converting the current fossil fuel equipment to electric,
- Utilizing lithium-ion batteries that are environmentally friendly in instead of traditional lead batteries,
- Conducting energy efficiency studies in our buildings and facilities (ventilation/cooling systems automation and isolation studies, conversion to LED lighting, etc.),
- Preventing paper use and reducing cartridge and toner waste by reducing printouts as a result of digitalizing business processes carried out with printed documents in our Operations, Human Resources, Administrative Affairs, Quality and other departments,
- Maintaining control over air pollutant emission sources by regularly conducting flue gas analyses through accredited institutions,
- Participating in the İstanbul Airport Climate Change Adaptation Action Plan Preparation Project of İGA to carry out greenhouse gas emission and reduction studies,
- Ensuring the reduction of greenhouse gases through involvement in the DHMI's Carbon-Free Airport Project.

Efforts on increasing the use of renewable energy and transition to electricity with zero or minimal carbon emissions:

- Utilization of solar panels in our buildings,
- Installation of solar panels on our passenger stairs with canopy.

As part of our efforts to mitigate greenhouse gas emissions from our third parties (suppliers, subcontractors, dealers, etc.), we have ensured that our suppliers providing personnel vehicle services are taking the following measures:

- Preventing excessive fuel consumption and reducing cooling gas leakage by performing regular maintenance and controls on service vehicles,
- In the process of setting the service routes, planning by selecting the shortest alternative routes, and assessing with Çelebi Ground Handling the service requirements of the newly recruited personnel in line with these routes, and reducing fuel consumption by keeping route changes at minimum.

3.2. Natural Resources Management

- Sorting recyclable (paper, plastic, etc.) and recoverable (waste batteries, toners/cartridges, electronic waste, etc.) wastes generated by our operations at source and recycling/recovering them through licensed facilities,
- Ensuring energy recovery by disposal of wastes with high calorific value, such as waste lubricants and end-of-life tires, generated as a result of our activities, at licensed incineration facilities,
- Reducing building electricity consumption by using photocell systems and energy efficient light bulbs in lighting installations,
- Reducing building water consumption by using photocell armatures at sinks,
- As part of the Green Buildings (LEED) Project, obtaining the relevant certification during the construction and operation phases of our Cargo & Headquarters and Technical Buildings at Istanbul New Airport ensuring the recycling of 94% of waste during the construction phase, 30% water savings, and 48% electrical energy savings in our buildings during the operation phase,
- Reusing filter backwash water from drinking water treatment plants in our vehicle/equipment washing activities,
- Using capture systems or equipment that prevent the release of cooling gases from equipment cooling systems into the atmosphere during maintenance processes,
- Ensuring the recycling of wastewater generated in the car wash area and its reuse in car wash activities, thus providing 60% savings in car wash water usage,
- The Gray Water Project, which we have initiated to utilize rainwater collected within buildings for urinal purposes, remains ongoing.

3.3. Prevention of Environmental Pollution - Waste Management

- Maintaining control over our wastewater discharges through regular analysis conducted by accredited institutions at our wastewater sources,
- Ensuring that our wastewater is transferred to the treatment plant while minimizing the pollution load by physical/chemical treatment before discharging the wastewater to the relevant airport sewerage,
- As per the Zero Waste Regulation, segregating the waste generated from our operations at the source and facilitate the recycling, recovery, and reuse of the recyclable materials, and mitigating environmental harm by ensuring that non-recyclable hazardous waste is transported and disposed of by companies that are licensed by the Ministry of Environment, Urbanization, and Climate Change,
- Ensuring reduction efforts by obtaining Engine Oil Change Point Permit Certificate and regularly monitoring our waste oils, resulting from equipment maintenance in our technical buildings through the MOYDEN system, which is managed by the Ministry of Environment, Urbanization, and Climate Change, furthermore, for our areas that are not in this scope, proceeding with our reduction efforts by obtaining an out-of-scope letter from the Ministry of Environment, Urbanization and Climate Change,
- Developing environmental training modules that can be easily accessed by all our employees through our online training platform (Çelebi E-school) with an informative video on environment and waste management, aimed at enhancing our employees' environmental awareness,
- Establishing and training Spill-Leak Response Teams as part of environmental emergency preparedness, conducting routine drills, and maintaining readily available absorbent materials and other response tools and equipment.
- In addition to the activities mentioned above, to enhance our sustainability performance for our services:
- Environmental training and modules that are tailored to our operations have been developed and made accessible to our employees online through our electronic training platform,
- Our Company's software, Skyflow, has been updated with an Environmental Management Module, enabling us to efficiently monitor and track key environmental parameters, including waste generation quantities, natural resource consumption quantities, and greenhouse gas activity data.

This report does not include a comprehensive breakdown of the United Nations (UN) 2030 Sustainable Development Goals (SDG) to which our programs and studies are aligned. This information is planned to be incorporated into an individual Sustainability Report that we intend to prepare in the upcoming period.

4. Benefits of Our Environmental Projects and Energy Efficiency Efforts

The table below provides comprehensive details on the environmental and financial benefits resulting from the efforts that have been implemented in 2023 to mitigate or eliminate our impact on the environment:

Benefits of Our Environmental Projects/Energy Efficiency Efforts

Project/Effort	Environmental Benefit/Revenue	Cost Savings
Procuring 21 electrical equipment to use in our operations	A total of 158.68 tons of CO ₂ e greenhouse gas emissions have been prevented annually.	An annual savings of TL 5,943,420 was achieved across various categories including decrease in electricity consumption, maintenance, labor, and consumables.
Preventing the use of paper as a result of digitalizing business processes carried out with printed documents in our Human Resources department.	226,542 sheets of A4 paper were saved annually. In this way, 1,051 kg CO ₂ e greenhouse gas emissions were prevented annually.	An annual savings of TL 31,700 was achieved.
Ensuring the recycling of waste oil resulting from our equipment maintenance activities	25 tons of waste oil was recycled annually. A total of 478.09 tons of CO ₂ e greenhouse gas emissions have been prevented annually.	An annual savings of TL 24,085 was achieved.
Ending the use of plastic bottles in our offices located in İstanbul Station by switching to purified water dispensers	By eliminating the use of approximately 170 thousand plastic bottles annually, 73.19 tons of CO ₂ e greenhouse gas emissions were prevented.	An annual financial revenue of TL 977,184 was achieved.

Additionally, the table below outlines the specifics pertaining to the energy consumption and emission reduction attained from the energy efficiency projects that we have executed:

Energy Efficiency Projects

Project/Effort	Greenhouse Gas Emission Reduction (tons CO ₂ e /year)	Reduction in Energy Consumption (kWh/year)
Integrating 10 conditioned ventilation facilities in our İGA Cargo Warehouse building into the automation system to ensure optimal efficiency	6.09	12,740
Converting a total of 622 T8-type lights to LEDs (422 at our Antalya Station and 200 at our Sabiha Gökçen Airport Station)	54.23	113,396
At our Sabiha Gökçen Airport Station, enhancing the physical infrastructure, optimizing insulation, implementing automated continuous heat monitoring and control to minimize the heat losses in the system room	6.09	12,285

5. Renewable Energy/Transition to Low Carbon Electricity Efforts

Our Company enhances its efforts on yearly basis for transition to zero or low carbon electricity by high renewable energy usage. In this regard, solar power plants have been installed in two of our buildings at İstanbul Airport.



The table below provide information regarding the power plants:

Detailed Information on Solar Power Plants

Parameter	Technical Building
Investment cost (TL)	86,589
Installation area (m ²)	240
Energy generation (kWh per year)	17,800
Greenhouse gas emission savings (CO ₂ e per year)	8.5

All the energy generated by the power plants was utilized. With the exception of the stated power plants, no electricity, heat, steam, or other forms of energy were generated by our Company during the reporting period.

6. Water Management

The responsibility for managing water and other natural resource consumption within our Company is assigned to the Station Managements in our operation units. As per our Environmental Policy and functional targets, we conduct activities to minimize water consumption in accordance with the guidelines outlined in our "I-TR01-10000676-004 Energy and Natural Resource Management Instruction". During the Annual Management Review meetings, the topics of discussion include water consumption amounts, reduction and improvement efforts.

The airports we serve utilize mains water as their primary water source. The quality of the water is ensured by both the airport authority and our Company through regular drinking water analyses conducted by relevant institutions.

Regarding water safety, on which our Company management focuses sensitively, our priority is to treat our industrial wastewater and discharge it safely, well below the discharge limits.

In this context, we have committed in 2023 to using water resources efficiently by aiming to recycle at least 40% of the amount of water we spend during our activities with the advanced chemical treatment systems we have installed in two different locations at İstanbul Airport.

By recycling, 60% of water savings were achieved in 2024. In this way, we continuously control our environmental impact and use our limited water resources efficiently.

Advanced Chemical Treatment Plant Features

Parameter	Features
Plant capacity (m ³ /day)	15
Investment cost (Euro)	79,900

Our wastewater treatment facility was awarded the "GREEN FLAG" award by TOBFED (Federation of Automotive Maintenance Associations of Turkey) at the 3rd Sustainable Future Summit, with the implementation of the İstanbul Airport Vehicle and Equipment Washing Areas Wastewater Recovery Project.



Our data on water consumption is shared in the "Our Environmental Indicators" section.

7. Our Environmental Indicators

The indicators of greenhouse gas emissions, water consumption, waste generation and energy consumption, which are related to major environmental aspects and are critical for assessing our environmental performance, are monitored on a regular basis.

The data pertaining to these indicators is presented in the tables below in a manner which facilitates comparison with previous years:

Greenhouse Gas Emissions Data

Reporting Year	Greenhouse Gas Emissions (tons CO ₂ e)				Emissions per Aircraft Served (tons CO ₂ e)	YoY Change (%)
	Scope 1	Scope 2	Scope 3	Total		
2011	6,676.30	2,065.30	-	8,741.60	0.0559208	Base Year
2012	7,440.40	2,395.25	-	9,835.65	0.0567678	1.51
2013	6,678.89	2,354.04	-	9,032.93	0.0504053	-11.21
2014	6,599.02	2,443.06	-	9,042.08	0.0468507	-7.05
2015	8,132.82	2,386.61	-	10,519.43	0.0501625	7.07
2016	6,771.92	1,810.04	-	8,581.95	0.0512354	2.14
2017	6,319.36	2,197.33	-	8,516.69	0.0645537	25.99
2018	5,170.67	1,764.93	-	6,935.60	0.0547071	-15.25
2020	1,549.42	757.45	-	2,306.87	0.0489532	-10.52%
2021	2,430.25	1,644.45	1,888.93	5,963.63	0.0807784	65.01
2022	3,628.63	2,017.88	832.14	6,478.65	0.0804467	-0.41
2023	3,931.03	2,362.67	1,944.53	8,238.23	0.0545242	-32.22

NOTE: Calculation of greenhouse gas values for 2024 is ongoing.

Water Consumption Data

Year	Quantity Consumed (m ³)	Employee Water Consumption (m ³ /employee)	YoY Change (%)
2020	29,913	16.64	-4.15
2021	40,524	18.66	12.14
2022	55,786	16.37	-12.27
2023	41,991	10.38	-36.59
2024	44,805	10.4	0.19

We have water meters in our own buildings at our Stations operating at airports, and water consumption is regularly monitored by the airport authority and a water bill is issued to us. In our offices and areas within the terminal, of which we are tenants, water bills are issued based on the distribution made on a square meter basis by the terminal authority. Consumption values are calculated by taking these invoices and accruals into account.

Quantities of Waste (hazardous and non-hazardous) Generated

Year	Quantity of Waste (ton)
2013	127
2014	94
2015	193
2016	235
2017	194
2018	89
2019	181
2020	72
2021	311
2022	583
2023	491
2024	416

All of the Company’s stations retain active accounts in the Integrated Environmental Information System (IEIS) of the Ministry of Environment, Urbanization, and Climate Change (<https://ecbs.cevre.gov.tr/>), and the annual waste disclosures are entered into the Waste Management application in IEIS. Quantities of waste are monitored through these disclosures. On the other hand, the monthly quantities of waste generated and shipped by the stations are tracked via the Skyflow Environmental Management Module software of the Company. In addition, the amount of waste entering and exiting the warehouses is determined with the help of weighing scales in our Temporary Waste Warehouses on the field. This information is documented through the use of “F-TR01-10000676-100 Waste Warehouse Entry Registration Form” and “F-TR01 10000676-005 Waste Tracking Chart”.

Energy Consumption Values in 2024

Scope 1		Scope 2	
Type of Energy	Quantity Consumed (liters)	Type of Energy	Quantity Consumed (kWh)
Gasoline	72,967	Electricity	5,115,244.45
Diesel	850,039	Natural Gas	1, 325,996
Total	923,006	Total	6,441,240.09

8. Greenhouse Gas Inventory Calculations - Methodology

Our Company conducts yearly greenhouse gas inventory calculations in accordance with the ISO 14064 standard. The station buildings, workshop, and vehicle/equipment parking zone utilized by Çelebi Ground Handling in the airport apron area, which falls under the financial and administrative control of Çelebi Ground Handling, along with the passenger services offices located in the airport terminal building and rented from the terminal operator, are encompassed in the greenhouse gas inventory as direct greenhouse gas emissions (Scope 1) and energy indirect greenhouse gas emissions (Scope 2). As of the 2021 inventory, our greenhouse gas inventory includes the emissions resulting from the activities of our personnel service providers, and the fuel consumption of our employees who receive business travel/fuel support as other indirect greenhouse gas emissions (Scope 3).

The year 2011 is used as the base year in the calculations.

The details of the methodology employed within the scope of the ISO 14064 standard are outlined as follows:

- Emission factors within the scope of tier-1 (IPCC, IEA etc.) are used in our calculations.
- The emission factors we have chosen on the basis of emission source are as follows:
 - Warm-Up= IPCC 2006, Vol.2, Table 2.4. Default emission factors for stationary combustion in the commercial/institutional category (kg of greenhouse gas per TJ on a net calorific basis) (page 2.20)
 - GPU, ASU, ACU, emergency generator, vehicle washing equipment= IPCC 2006, Vol.2, Table 2.4. Default emission factors for stationary combustion in the commercial/institutional category (kg of greenhouse gas per TJ on a net calorific basis) (page 2.20)

- Refrigeration system leaks = IPCC 2006, Vol.3; Chapter 7, Table 7.9: Estimates for charge, lifetime and emission factors for refrigeration and air-conditioning systems (page 7.52)
- Impact Potentials on Global Warming = IPCC Fifth Assessment Report, 2014 (AR5); GWP values for 100-year time horizon
- Fuel intensity = Regulation on Increasing Efficiency in the Use of Energy Resources and Energy, Annex-2: Lower Calorific Values of Energy Resources and Conversion Coefficients to Petroleum Equivalent
- On-road and off-road vehicles = Sources: IPCC 2006, Vol.2;
 - - Table 3.2.1. Road transport default CO₂ emission factors and uncertainty ranges (page 3.16)
 - - Table 3.2.2. Road transport N₂O and CH₄ default emission factors and uncertainty ranges (page 3.21)
 - - Table 3.3.1. Default emission factors for off-road mobile sources and machinery (page 3.36)

9. Environmental Reporting

Our Company regularly reports its efforts and data pertaining to environmental sustainability to the Carbon Disclosure Project (CDP), which is comprised of investors who represent a total of USD 100 trillion in assets globally. 2023 calendar year CDP reporting was completed on 09 October 2024.

In 2024, we managed to maintain our climate change score at last year's "B-Governance" level by quickly and effectively adapting to the most comprehensive changes in the history of the CDP platform (integration with IFRS ISSB, addition of water, biodiversity and plastic pollution sections). We also achieved a "B-" score in our Water Security reporting for the first time.

On this platform, which we have been involved in since 2012, we continue to improve our sustainability performance in line with our environmental policy commitments. We also include our information and data regarding environmental management in our Annual Reports, which we are sharing with our investors and the public since 2001.

The details of our environmental reporting are provided in the table below:

Environmental Reporting

Report	Scope of the Report	Reporting Period	Reporting Date	Reporting Conditions, Platforms on which Reports are Disclosed
Carbon Disclosure Project (CDP)	All Çelebi Ground Handling	01 January 2023 - 31 December 2023	09 October 2024	The report is submitted through the official website of CDP, which is a global platform accessible at https://www.cdp.net/ . The reports are accessible to global investors. Since 2012, the reporting process has entailed submitting data for the preceding calendar year by the end of June annually. The reporting for the calendar year 2024 will be finalized on 15 September 2025.
Annual Report - Environment Section	All Çelebi Ground Handling	01 January 2024 - 31 December 2024	11 March 2025	It is reported on a quarterly basis, four times a year. Our Annual Report can be accessed on the Çelebi Investor website at http://celebiyatirimci.com/

10. Environmental Committees

The "ÇHS Sustainability Team" has been formed with the participation of all relevant departments in order to coordinate activities on sustainability throughout the Company and to ensure effective communication between departments. Committee's activities are conducted under the leadership of the Financial Affairs and Quality Departments. The Committee is not affiliated to the Board of Directors, and operates as an independent functional team within the Company.

On the stations side, Environmental Committees have been established under the leadership of Quality Officers to conduct the coordination of environmental activities and programs within the framework of the ISO 14001 Environmental Management System. Effective coordination is maintained between the Central Committee and the Environment Committees at the stations through regular meetings, briefings, and reports.

11. Carbon Pricing, Carbon Credit

During the reporting period, the Company did not engage in any carbon pricing system (Emission Trading System, Cap & Trade or Carbon Tax). Currently, there is a lack of clarity regarding the Emissions Trading System (ETS) in Turkey. In case of clarification, engagement will be considered.

During the reporting period covering 01 January 2024-31 December 2024, there are no carbon credits accrued or purchased within the Company.

No carbon pricing is implemented within our Company.

12. Criteria for Environmental Rewarding

During the reporting period, no environmental targets were incorporated into the rewarding criteria within the scope of performance incentive systems regarding stakeholders (such as members of the Board of Directors, managers and employees).

13. Related Party Relationships

The following table provides details on the activities we conduct to strengthen our relationships with related parties, such as public institutions, customers, and suppliers, and to contribute to collaborative studies:

Collaborations with Related Parties

Organization	Subject Matter	Collaboration
ASA (Airport Services Association)	Sustainability Committee	An active role is taken in the established committee.
TÖSHİD	Sustainability Working Group	An active participation is ensured in the established working group.
Lokman Hekim Sağlık Vakfı	Support for medical students	Support is provided for the foundation's charitable activities.
TÜBİTAK-İGA Partnership	Climate Change Adaptation Action Plan Project	The preparation of the İstanbul Airport Climate Change Adaptation Action Plan enables the increase of solutions against climate change.
İGA Sustainability Summit	Sustainability works	An active participation is ensured in the established working group.

We do not have any lawsuits filed and/or concluded against our Company regarding Environmental, Social, Governance (ESG) issues, which are important in terms of our ESG policies and/or will significantly affect our activities.

18. EVENTS AFTER THE FINANCIAL STATEMENT DATE

On 6 March 2025, a capital payment of IDR 82,051,200,000 (approximately USD 5.1 million) was made in line with the 99% share ratio to PT Celebi Aviation Indonesia ("CAI"), a company established for the purpose of airport ground handling services with a capital of IDR 83,160,000,000, located in Jakarta, Indonesia, 99% of which we own, and the subsidiary share reached IDR 165,211,200,000.

19. PROFIT DISTRIBUTION PROPOSAL OF THE BOARD OF DIRECTORS

Our financial statements prepared on the basis of our legal books of account dated 31 December 2024 show a net current profit in the amount of TL 2,676,209,393.28 remaining after the deduction of all taxes and other legal obligations.

As there is no Prior Year's Loss available to be deducted from the Net Period Profit, the Net Distributable Profit amount that should be considered for profit distribution in accordance with our Company's legal records is TL 2,676,209,393.28.

The Net Profit for the Period, after the deduction of Tax and Legal liabilities, in our Company's consolidated financial statements dated 31 December 2024, that were prepared in accordance with the formats specified by CMB and in the Turkish Accounting Standards/Turkish Financial Reporting Standards (TAS/TFRS) pursuant to the Capital Markets Board of Turkey (CMB) Communiqué Serial: II, No. 14.1 on the "Principles of Financial Reporting in the Capital Markets", and which have been audited by independent organizations, amounted to TL 3,566,410,436.00.

Within the framework of CMB legislation, as there is no Prior Year Loss available to be deducted from the Net Profit for the Period in our Company's consolidated financial statements and no General Legal Reserve that needs to be set aside pursuant to the Turkish Commercial Code (TCC), the Net Distributable Profit for the Period is TL 3,566,410,436.00.

Accordingly, the total of the Net Period Profit of our Company in the amount of TL 2,676,209,393.28 in the financial statements prepared based on our legal records dated 31.12.2024, the general legal reserve fund of our Company in the amount of TL 336,309,065.00 in the legal records, the previous year profits of TL 4,210,341.21 in the legal records and the positive inflation accounting difference of TL 925,824,700.51 of the previous year profits in the legal records, totaling TL 1,266,344,106.72, shall be distributed as follows:

ÇELEBİ HAVA SERVİSİ A.Ş. Profit Distribution Table for 2024 (TL)		
	According to CMB legislation	According to legal records
Net Profit for the Period	3,566,410,436.00	2,676,209,393.28
Prior Year Loss (-)	0.00	0.00
General Legal Reserves (-)	0.00	0.00
Net Distributable Profit for the Period	3,566,410,436.00	2,676,209,393.28
First Dividend to Shareholders	1,215,000.00	1,215,000.00
Second Dividend to Shareholders	3,241,086,760.00	2,431,813,084.80
Other Funds for Distribution	341,948,240.00	1,151,221,915.20
Prior Year Profit	36,212,726.36	3,827,582.92
Other Reserves Distributable in Accordance with the Law and Articles of Association	305,735,513.64	1,147,394,332.28
General Legal Reserves	358,303,500.00	358,303,500.00
- Period Profit	324,108,676.00	243,181,308.48
- Other Funds to be Distributed	34,194,824.00	115,122,191.52
Transferred to Extraordinary Reserves	0.00	0.00

In this framework, in accordance with the CMB regulations pertaining to profit distribution and with respect to the period from 1 January 2024 until 31 December 2024, we hereby present for the approval of the Ordinary General Assembly that will convene on 17 April 2025 that:

- Shareholders who are resident corporate entities and shareholders who are non-resident corporate entities but earn dividends through a place of business or permanent representative based in Turkey be paid a TL 147.5000 gross=net cash dividend for each share of stock with a nominal value of TL 1.00 that they hold corresponding to a ratio of 14,750.00%;
- Other shareholders be paid a TL 147.5000 gross cash dividend for each share of stock with a nominal value of TL 1.00 that they hold, which corresponds to a ratio of 14,750.00%, and TL 125.37500 net cash dividend for each share of stock with a nominal value of TL 1.00 that they hold, which corresponds to a ratio of 12,537.50%;
- The dividend payout date be set as 24 April 2025.

Very truly yours,

ÇELEBİ HAVA SERVİSİ A.Ş.
BOARD OF DIRECTORS

CORPORATE GOVERNANCE INFORMATION FORM

1. SHAREHOLDERS

1.1. Facilitating the Exercise of Shareholders Rights

The number of investor meetings (conference, seminar/etc.) organized by the company during the year 4

1.2. Right to Obtain and Examine Information

The number of special audit request(s) 0

The number of special audit requests that were accepted at the General Shareholders' Meeting 0

1.3. General Assembly

Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d) <https://www.kap.org.tr/tr/Bildirim/1273001>

Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time Provided in Turkish.

The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors 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 Communiqué 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 Communiqué on Corporate Governance (II- 17.1) -

The name of the section on the corporate website that demonstrates the donation policy of the company <http://www.celebiyatirimci.com/tr/yazi.php?id=37>

The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved <https://www.kap.org.tr/tr/Bildirim/1022686>

The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting 10

Identified stakeholder groups that participated in the General Shareholders' Meeting, if any <https://www.kap.org.tr/tr/Bildirim/1272955>

1.4. Voting Rights

Whether the shares of the company have differential voting rights No

In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares, -

The percentage of ownership of the largest shareholder 89.91

1.5. Minority Rights

Whether the scope of minority rights enlarged (in terms of content or the ratio) 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 <http://www.celebiyatirimci.com/tr/yazi.php?id=27>

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, -

PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends -

General Assembly Meetings

General Assembly Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	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	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	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
16.04.2024	0	90.00%	0.00%	89.91%	www.celebiyatirimci.com.tr >> Information about General Assembly >> Minutes of General Assembly Meetings and List of Attendees >> Ordinary General Assembly Meeting dated 16 April 2024 >> Minutes of the Meeting	www.celebiyatirimci.com.tr >> Information about General Assembly >> Minutes of General Assembly Meetings and List of Attendees >> Ordinary General Assembly Meeting dated 16 April 2024 >> Minutes of the Meeting	-	65	https://www.kap.org.tr/tr/Bildirim/1273001
31.01.2024	0	90.00%	0.00%	89.91%	www.celebiyatirimci.com.tr >> Information about General Assembly >> Minutes of General Assembly Meetings and List of Attendees >> Extraordinary General Assembly Meeting dated 31 January 2024 >> Minutes of the Meeting	www.celebiyatirimci.com.tr >> Information about General Assembly >> Minutes of General Assembly Meetings and List of Attendees >> Extraordinary General Assembly Meeting dated 31 January 2024 >> Minutes of the Meeting	-	65	https://www.kap.org.tr/tr/Bildirim/1243581

2. DISCLOSURE AND TRANSPARENCY

2.1. Corporate Website

Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	www.celebiyatirimci.com.tr
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares,	www.celebiyatirimci.com >> About Us >> Shareholders Structure
List of languages for which the website is available	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, Audit, Committees and Senior Management

b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	Board of Directors, Audit, Committees and Senior Management >> Corporate Governance, Audit and Early Detection of Risk Committees
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	The Board of Directors held 106 meetings in 2024.
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	-
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	-
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	-
f) 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%	Direct or Indirect Associates of the Company and Information on Shareholding Therein
g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results	Information on Personnel and Human Resources Policy

3. STAKEHOLDERS

3.1. Corporation's Policy on Stakeholders

The name of the section on the corporate website that demonstrates the employee remedy or severance policy	-
The number of definitive convictions the company was subject to in relation to breach of employee rights	-
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Members of the Ethics Board
The contact detail of the company alert mechanism	ethics@celebiaviation.com

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

Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	-
Corporate bodies where employees are actually represented	Employee 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	Defined in the Company's Human Resources Policy,
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.	Defined in the Human Resources section at the www.celebiaviation.com
Whether the company provides an employee stock ownership program	-
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.	Defined in the Human Resources section at the www.celebiaviation.com
The number of definitive convictions the company is subject to in relation to health and safety measures	-

3.5. Ethical Rules and Social Responsibility

The name of the section on the corporate website that demonstrates the code of ethics	www.celebiyatirimci.com.tr >> Disclosures >> Code of Ethics
The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.	www.celebiyatirimci.com.tr >> About >> Social Responsibility
Any measures combating any kind of corruption including embezzlement and bribery	www.celebiyatirimci.com.tr >> Disclosures >> Code of Ethics

4. BOARD OF DIRECTORS-I

4.2. Activity of the Board of Directors

Date of the last board evaluation conducted	-
Whether the board evaluation was externally facilitated	-
Whether all board members released from their duties at the GSM	Yes
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	Can Çelebioğlu: Chairman of the Board of Directors İsak Antika: Deputy Chairman of the Board of Directors
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	8
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	-
Name of the Chairman	Can Çelebioğlu
Name of the CEO	Osman Yılmaz
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 the discharge of their duties is insured for an amount exceeding 25% of the company's capital	-
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	-
The number and ratio of female directors within the Board of Directors	The number of female members is 3 and the ratio to the total number of members is 30%.

Composition of Board of Directors

Name, Surname of Board Member	Whether Executive Director or Not	Whether Independent Director or Not	The First Election Date To Board	Link to PDP Notification that Includes the Independency Declaration	Whether the Independent Director Considered by the Nomination Committee	Whether She/He is the Director Who Ceased to Satisfy the Independence or Not	Whether the Director Has at Least 5 Years' Experience on Audit, Accounting and/or Finance or Not
Can Çelebioğlu	Yes	Not Independent Director	6.01.1983	-	-	-	Yes
İsak Antika	Yes	Not Independent Director	28.03.2023	-	-	-	Yes
Canan Çelebioğlu	No	Not Independent Director	6.01.1983	-	-	-	Yes
Turgay Kuttaş	No	Not Independent Director	24.05.2012	-	-	-	Yes
Mehmet Murat Çavuşoğlu	No	Not Independent Director	28.03.2023	-	-	-	Yes
Mehmet Yağız Çekin	No	Not Independent Director	17.05.2013	-	-	-	Yes
Halil Yurdakul Yiğitgüden	No	Independent Director	9.04.2019	https://www.kap.org.tr/tr/Bildirim/1249505	Considered by the Corporate Governance Committee	No	Yes
Demet Özdemir	No	Independent Director	21.04.2022	https://www.kap.org.tr/tr/Bildirim/1249505	Considered by the Corporate Governance Committee	No	Yes
Fatma Çiğdem Bicik*	No	Independent Director	30.01.2024	https://www.kap.org.tr/tr/Bildirim/1249505	Considered by the Corporate Governance Committee	No	Yes
Salih Samim Aydın	No	Independent Director	16.04.2024	https://www.kap.org.tr/tr/Bildirim/1249505	Considered by the Corporate Governance Committee	No	Yes

* At the Extraordinary General Assembly Meeting of our Company dated 30 January 2024, it was decided to elect Mrs. Fatma Çiğdem Bicik as an Independent Board Member to serve until the first Ordinary General Assembly Meeting, replacing the Independent Board Member Mr. İsmail Aydın Günter, who resigned due to health problems.

4. BOARD OF DIRECTORS-II

4.4. Meeting Procedures of the Board of Directors

Number of physical board meetings in the reporting period (meetings in person)	106
Director average attendance rate at board meetings	81.6%
Whether the board uses an electronic portal to support its work or not	Yes (eYKS)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	3
The name of the section on the corporate website that demonstrates information about the board charter	-
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	The upper limit specified in sub-clause (ğ) of Article 4.3.6 of the CMB Corporate Governance Principles is accepted.

4.5. Board Committees

Page numbers or section names of the annual report where information about the board committees are presented	Board of Directors, Audit, Committees and Senior Management >> Corporate Governance, Audit and Early Detection of Risk Committees
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/1022857

CORPORATE GOVERNANCE INFORMATION FORM

Composition of Board Committees-I

Names of the Board Committees	Name of Committees Defined As "Other" in the First Column	Name-Surname of Committee Members	Whether Committee Chair or Not	Whether Board Member or Not
Audit Committee	-	Halil Yurdakul Yiğitgüden	-	Board Member
Audit Committee	-	Demet Özdemir	-	Board Member
Audit Committee	-	Fatma Çiğdem Bicik	-	Board Member
Audit Committee	-	Salih Samim Aydın	-	Board Member
Corporate Governance Committee	-	Mehmet Yağız Çekin	-	Board Member
Corporate Governance Committee	-	Fatma Çiğdem Bicik*	-	Board Member
Corporate Governance Committee	-	Salih Samim Aydın	-	Board Member
Corporate Governance Committee	-	Deniz Bal	-	Not Board Member
Early Detection of Risk Committee	-	Halil Yurdakul Yiğitgüden	-	Board Member
Early Detection of Risk Committee	-	Turgay Kuttaş	-	Board Member
Early Detection of Risk Committee	-	Demet Özdemir	-	Board Member

* Mrs. Fatma Çiğdem Bicik has been elected as a member of the Audit Committee and a member of the Corporate Governance Committee at the Extraordinary General Assembly Meeting of our Company held on 30 January 2024, replacing the Independent Board Member Mr. İsmail Aydın Günter.

4. BOARD OF DIRECTORS-III

4.5. Board Committees-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)	www.celebiyatirimci.com.tr >> Disclosures >> Working Principles of the Audit Committee
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)	www.celebiyatirimci.com.tr >> Disclosures >> Working Principles of the Corporate Governance Committee
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)	The Corporate Governance Committee undertakes the duties of the Nominating Committee.
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)	www.celebiyatirimci.com.tr >> Disclosures >> Working Principles of the Early Detection of Risk Committee
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 Corporate Governance Committee undertakes the duties of the Remuneration 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 >> The Relevant Sector, 2024 Activities and Performance
Specify the section of website where remuneration policy for executive and non-executive directors is presented,	www.celebiyatirimci.com.tr >> Disclosures >> 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 Rights Provided to the Members of the Governing Body and Senior Management

Composition of Board Committees-II

Names of the Board Committees	Name of committees defined as "Other" in the first column	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%	3	-
Corporate Governance Committee	-	100%	25%	3	-
Early Detection of Risk Committee	-	100%	66%	2	-

CORPORATE GOVERNANCE COMPLIANCE REPORT

	Compliance Status					Explanation
	Yes	Partial	No	Exempted	Irrelevant	
1.1. FACILITATING THE EXERCISE OF SHAREHOLDER 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					
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					
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					

	Compliance Status					Explanation
	Yes	Partial	No	Exempted	Irrelevant	
1.5. MINORITY RIGHTS						
1.5.1 - The company pays maximum diligence to the exercise of minority rights.			X			Minority shareholdings interests are not represented in the Company's administration because there are no minority shareholders who have been designated as candidates in elections for Company directors or statutory auditors and elected to such positions.
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 no provisions concerning the representation of minority shareholding interests on the Board of Directors or governing the accumulated voting method.
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	Since profit distribution is made, article 1.6.3 is marked as irrelevant.
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, and beneficial owners of 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					
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					

CORPORATE GOVERNANCE COMPLIANCE REPORT

	Compliance Status					Explanation
	Yes	Partial	No	Exempted	Irrelevant	
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					Our Company's Ethical Conduct Principles are published on our website. In addition, the ethics hotline is in use. https://www.celebiyatirimci.com/tr/yazi.php?id=35
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					
3.3. HUMAN 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					Decisions that may affect the employees are notified to themselves and to the employee representatives, but since there is no union structure at Çelebi Hava Servisi A.Ş., it is not applicable to get union opinion.

	Compliance Status					Explanation
	Yes	Partial	No	Exempted	Irrelevant	
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					
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 its customer satisfaction, and operated to ensure full 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 and has adopted measures to prevent corruption and bribery.	X					
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 strategy, ensured resources were adequately allocated, and monitored company and management performance.	X					

	Compliance Status					Explanation
	Yes	Partial	No	Exempted	Irrelevant	
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					
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					There is 3 female member at the Board of Directors of our Company. Although a policy has not been established yet, the rate of female members is 30%, above the 25% limit.
4.3.10 - At least one member of the audit committee has 5 years of experience in audit/accounting and finance.	X					
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					

	Compliance Status					Explanation
	Yes	Partial	No	Exempted	Irrelevant	
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 Shareholders' Meeting.	X					
4.5. BOARD COMMITTEES						
4.5.5 - Board members serve in only one of the Board's committees.		X				Since the Company's Board of Directors consists of 8 members other than the chairman and the deputy chairman and there are 3 different committees formed, some members serve on more than one committee.
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	The committees formed under the Board of Directors did not receive any external 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			The remunerations and all other benefits provided to the members of the Board of Directors and to the executives with administrative responsibility are disclosed in the "Financial Rights Provided to the Members of the Governing Body and Senior Managers" section of the annual report.

SUSTAINABILITY REPORT

Principle	Compliance Status				Explanation	Related Report/Link
	Yes	No	Partial	N/A		
A. General Principles						
A1. Strategy, Policy and Targets						
The Board of Directors determines material environmental, social and governance (ESG) issues, risks and opportunities.	X				ESG priorities, risks and opportunities have been identified.	Station Environmental Factors Analysis Studies are documented in the Integrated Management Systems Risk and Opportunity Analysis forms. Corporate Governance Compliance Report is published together with the Annual Report.
The Board of Directors establishes relevant ESG policies (e.g. Environmental Policy, Energy Policy, Human Rights and Employee Policy, etc.) and they are publicly disclosed.	X				In our Environmental Policy, our commitments to comply with the Environmental Management System and legal requirements, which we have established to protect the environment, are disclosed. In our Ethical Behavior Principles, our management principles on Commitment to purpose and mission, Compliance with laws and terms of service, Honesty, Impartiality, Equality, Courtesy, Respect, Dignity and Trust, Effective Resource Utilization, Information Management and Privacy, Professionalism, and Avoiding Conflict of Interest are disclosed. In our Remuneration Policy, the principles of establishing and managing a remuneration system commensurate with the performance of our employees and the duties, responsibilities, experience and expertise they have assumed at the Company are disclosed.	Environmental Policy is publicly disclosed at https://www.celebiaviation.com/about/quality-and-safety , HR Policies at https://www.celebiaviation.com/career/hr-policies , Remuneration Policy and Ethical Conduct Principles at http://www.celebiyatirimci.com/tr/yazi.php?id=18 .

A1.1

Principle	Compliance Status				Explanation	Related Report/Link
	Yes	No	Partial	N/A		
A1.2			X		Despite the fact that the goals have been set within the framework of ESG policies, the studies and assessments of the Board of Directors on the establishment and public disclosure of the long-term goals continue.	The targets determined within the scope of ESG Policies were shared in the previous year's Management Activity Report (2% reduction target of Energy, Water and Fuel consumption) and were regularly disclosed to the public at http://www.celebiyatirimci.com/en/yazi.php?id=12 .
A2. Implementation/Monitoring						
A2.1			X		Although the committees have been established to a certain extent within the scope of implementing ESG policies, the Board of Directors is currently conducting studies and assessments to identify and publicly disclose the highest level of authority and its associated duties within the partnership for ESG issues.	
	X				The Quality and Safety Department provides verbal and written reports at least one time and reports quarterly to the Board of Directors on the ESG activities conducted within the relevant year.	As of 2022, relevant information is shared in detail in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 ,

Principle	Compliance Status				Explanation	Related Report/Link
	Yes	No	Partial	N/A		
A2.2 Creates and discloses implementation and action plans aligned with ESG targets.			X		While the environmental and sustainability goals have been established, the studies and assessments of the Board of Directors on public disclosure continues.	The targets determined within the scope of ESG Policies were regularly shared in the Management Activity Report (2% reduction target of Energy, Water and Fuel consumption) and were disclosed to the public at http://www.celebiyatirimci.com/en/yazi.php?id=12 .
A2.3 Discloses ESG Key Performance Indicators (KPI) and the degree of their achievement by years.	X				Information on environmental Key Performance Indicators (KPI) is disclosed In the "ENVIRONMENT AND SUSTAINABILITY" section of our Company's Annual Report.	Relevant information is shared in detail in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 .
A2.4 Discloses efforts for improving sustainability performance with respect to work processes or products and services.	X				Information about our environmental sustainability activities is disclosed in the "ENVIRONMENT AND SUSTAINABILITY" section of our Company's Annual Report.	Relevant information is shared in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 .

Principle	Compliance Status				Explanation	Related Report/Link	
	Yes	No	Partial	N/A			
A3. Reporting							
A3.1	Discloses sustainability performance, targets and actions in an intelligible, accurate and adequate manner in annual reports.	X				Information about our environmental sustainability activities is disclosed in the "ENVIRONMENT AND SUSTAINABILITY" section of our Company's Annual Report.	Relevant information is shared in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 .
A3.2	Provides information about which of the United Nations (UN) 2030 Sustainable Development Goals its activities relate to.		X			The studies of the Board of Directors on this topic and their assessments on public disclosure continue.	
A3.3	Makes disclosures regarding the lawsuits filed and/or concluded against the company on account of ESG issues, which are material with respect to ESG policies and/or have material impact on operations.	X				Our Company is not involved in any lawsuits regarding environmental, social, or corporate governance issues that have material impact on its operations.	
A4. Verification							
A4.1	ESG Key Performance measurements are verified by an independent third party and publicly disclosed.		X			The studies of the Board of Directors on this topic and their assessments on public disclosure continue. It is planned to start verification studies in 2025.	

SUSTAINABILITY REPORT

Principle	Compliance Status				Explanation	Related Report/Link	
	Yes	No	Partial	N/A			
B. Environmental Principles							
B1	Publicly discloses its environmental management policy and practices, action plans, environmental management systems (known by ISO 14001 standard) and programs.	X				As part of our implementation of the ISO 14001 Environmental Management System, we have detailed the practices and programs aligned with our Environmental Policy commitments in the "ENVIRONMENT AND SUSTAINABILITY" section of our Annual Report.	Relevant information is shared in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 .
B2	Publicly discloses the limitations over the reporting scope, reporting period, reporting date, reporting conditions of the environmental reports to be prepared for providing environmental management information.	X				In the "ENVIRONMENT AND SUSTAINABILITY" section of our Annual Report, the subject information regarding our environmental reporting is disclosed.	Relevant information is shared in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 .
B3	Provided in A2.1.			X		Although the committees have been established to a certain extent within the scope of implementing ESG policies, the Board of Directors is currently conducting studies and assessments to identify and publicly disclose the highest level of authority and its associated duties within the partnership for ESG issues.	
B4	Discloses the environmental targets included in rewarding criteria within the scope of performance incentive systems on the basis of stakeholders (board members, executives, employees and so on).				X	The studies of the Board of Directors on this topic and their assessments on public disclosure continue. At the same time, awareness-raising activities, competitions and award programs regarding ESG programs are created within the Company.	
B5	Explains how environmental issues identified to be material are integrated into business goals and strategies.				X	The studies of the Board of Directors on this topic and their assessments on public disclosure continue.	

Principle	Compliance Status				Explanation	Related Report/Link
	Yes	No	Partial	N/A		
B6	Provided in A2.4.	X			Information about our environmental sustainability activities is disclosed in the "ENVIRONMENT AND SUSTAINABILITY" section of our Company's Annual Report.	Relevant information is shared in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 .
B7	Explains how it manages environmental issues throughout the Company's value chain including suppliers and customers so as to cover the operation process as well and how they are integrated into its business goals and strategies.	X			Information about our activities throughout our value chain is shared in the "ENVIRONMENT AND SUSTAINABILITY" section of our Company's Annual Report.	Relevant information is shared in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 .
B8	Discloses whether it is involved in policy-making processes on environmental issues of relevant institutions and non-governmental organizations and its collaborations with these institutions and organizations, if any.	X			In the "ENVIRONMENTAL AND SUSTAINABILITY" section of our Company's Annual Report, information about our collaborations with relevant organizations and NGOs is disclosed.	Relevant information is shared in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 .
B9	Periodically reports information about its environmental impacts comparatively in the light of environmental indicators; GHG emissions Scope-1 (Direct), Scope-2 (Indirect from purchased energy), Scope-3 (Other indirect), air quality, energy management, water and wastewater management, waste management, biodiversity implications).	X			Relevant information is shared in the "ENVIRONMENT AND SUSTAINABILITY" section of our Company's Annual Report.	Relevant information is shared in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 .
B10	Discloses the standard, protocol, methodology and baseline year details used to collect and calculate its data.	X			Relevant information is disclosed in the "ENVIRONMENT AND SUSTAINABILITY" section of our Company's Annual Report.	Relevant information is shared in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 .

	Principle	Compliance Status				Explanation	Related Report/Link
		Yes	No	Partial	N/A		
B11	Publicly discloses the status of environmental indicators for the reporting year (increase or decrease) in comparison with previous years.	X				Relevant information is disclosed in the "ENVIRONMENT AND SUSTAINABILITY" section of our Company's Annual Report.	Relevant information is shared in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 .
B12	Sets short and long-term goals to reduce its environmental impact and discloses these goals and the progress, if any, as compared to the targets set in previous years.	X				Information about our environmental goals is disclosed in the "ENVIRONMENT AND SUSTAINABILITY" section of our Company's Annual Report.	Relevant information is shared in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 .
B13	Discloses its strategy and actions to combat the climate crisis.			X		Our activities regarding the climate crisis are disclosed in the "ENVIRONMENT AND SUSTAINABILITY" section of our Company's Annual Report. In 2024, climate change risks were analyzed in detail on a scenario basis. In this analysis, the possible effects of each risk were meticulously evaluated and financial provisions were calculated for each risk. In this way, a more concrete and meaningful assessment of the financial effects of climate change was made and a solid database was created for strategic decisions. The detailed studies of the Board of Directors regarding this issue and their assessments on public disclosure continue.	Relevant information is shared in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 .

Principle	Compliance Status				Explanation	Related Report/Link
	Yes	No	Partial	N/A		
B14	Explains its programs or procedures to prevent or minimize the potential negative impacts of the products and/or services it offers.	X			Information about the programs and procedures developed is explained in the "ENVIRONMENT AND SUSTAINABILITY" section of our Company's Annual Report.	Relevant information is shared in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 .
	Takes and explains its actions for driving reduction of GHG emission quantities of third parties (e.g. suppliers, sub-contractors, dealers, etc.).	X			Relevant information is shared in the "ENVIRONMENT AND SUSTAINABILITY" section of our Company's Annual Report.	Relevant information is shared in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 .
B15	Discloses the total number of actions taken, projects carried out and initiatives undertaken to mitigate its environmental impacts, along with the benefits/revenues and cost savings they provide.	X			Information on environmental benefits/revenues and cost savings provided by our initiatives and projects to mitigate our environmental impacts is disclosed in the "ENVIRONMENT AND SUSTAINABILITY" section of our Company's Annual Report.	Relevant information is shared in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 .
B16	Reports energy consumption data (gas, diesel oil, fuel oil, LPG, coal, electricity, heating, cooling, etc.) and discloses its energy consumption as Scope-1 and Scope-2.	X			Relevant information is disclosed in the "ENVIRONMENT AND SUSTAINABILITY" section of our Company's Annual Report.	Relevant information is shared in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 .
B17	Discloses information about the electricity, heat, steam and cooling generated during the reporting year.	X			Relevant information is disclosed in the "ENVIRONMENT AND SUSTAINABILITY" section of our Company's Annual Report.	Relevant information is shared in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 .

SUSTAINABILITY REPORT

	Principle	Compliance Status				Explanation	Related Report/Link
		Yes	No	Partial	N/A		
B18	Conducts and discloses studies on increasing the use of renewable energy, transition to zero or low carbon electricity.	X				Information about our work on the transition to low-carbon electricity (use of ground handling equipment powered by electricity instead of fossil fuel, etc.) is disclosed in the "ENVIRONMENTAL AND SUSTAINABILITY" section of our Company's Annual Report.	Relevant information is shared in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 .
B19	Discloses data on its renewable energy generation and consumption.	X				Relevant information is disclosed in the "ENVIRONMENT AND SUSTAINABILITY" section of our Company's Annual Report.	Relevant information is shared in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 .
B20	Develops energy efficiency projects and discloses the quantity reduced in energy consumption and emission enabled by these efforts.	X				Information about the reduction in quantity achieved through the implementation of energy efficiency practices is disclosed in the "ENVIRONMENT AND SUSTAINABILITY" section of our Company's Annual Report.	Relevant information is shared in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 .
B21	Reports the amount of underground or overground water withdrawn, recycled and discharged, the resources and procedures	X				Relevant information is disclosed in the "ENVIRONMENT AND SUSTAINABILITY" section of our Company's Annual Report.	Relevant information is shared in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 .
B22	Discloses whether its operations or activities are included in any carbon pricing system (Emission Trading System, Cap & Trade or Carbon Tax).	X				Relevant information is disclosed in the "ENVIRONMENT AND SUSTAINABILITY" section of our Company's Annual Report.	Relevant information is shared in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 .

Principle	Compliance Status				Explanation	Related Report/Link
	Yes	No	Partial	N/A		
B23	Discloses the carbon credits saved or purchased during the reporting period.	X				Relevant information is disclosed in the "ENVIRONMENT AND SUSTAINABILITY" section of our Company's Annual Report. Relevant information is shared in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 .
B24	Discloses the details if carbon pricing is applied within the Company.				X	Our Company routinely delivers CDP reports. At present, Turkey does not have an established emissions trading system (ETS). Upon implementation of the system, engagement will be assessed by the Board of Directors.
B25	Discloses the platforms that it reports its environmental information to.	X				The Company Annual Report's "ENVIRONMENT AND SUSTAINABILITY" section publicly discloses the platforms (CDP) where our environmental information is reported. Our report is submitted in a non-public status on the CDP platform. Our report is accessible exclusively to platform members who are investors, while the general public does not have access to it. Relevant information is shared in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 .
C. Social Principles						
C1. Human Rights and Employee Rights						
C1.1	Develops a Company Human Rights and Employee Rights Policy, which pledges full compliance with the Universal Declaration of Human Rights, ILO Conventions ratified by Turkey and other applicable legislation. Discloses the policy and the roles and responsibilities associated for its implementation.		X			The studies of the Board of Directors on this topic and their assessments of public disclosure continue.

SUSTAINABILITY REPORT

	Principle	Compliance Status				Explanation	Related Report/Link
		Yes	No	Partial	N/A		
C1.2	Incorporates equitable workforce, improvement of working standards, women’s employment and inclusion (not discriminating on the basis of gender, race, religion, language, marital status, ethnicity, sexual orientation, gender identity, family responsibilities, union activities, political affiliation, disabilities, social and cultural differences, etc.) in its policy concerning employee rights, while looking out for the effects of supply and value chain.			X		The policies pertaining to employee rights mentioned under this heading are included in our Company’s existing Procurement Policy, Human Resources Policy, and Employee Handbook, Our Board of Directors is diligently working towards achieving full compliance with all policies defined in this heading.	
C1.3	Discloses the measures taken throughout the value chain for protecting the rights of groups sensitive to certain economic, environmental, social factors (low-income groups, women, etc.) or for securing minority rights/ equal opportunity.		X			The studies of the Board of Directors on this topic and their assessments of public disclosure continue.	
C1.4	Reports on progress in relation to actions for preventing and remedying discrimination, inequality, human rights violations, forced labor and child labor.	X					Relevant information is shared in the Employee Information and Human Resources Policy section of our Annual Report at http://celebiyatirimci.com/en/yazi.php?id=12 .

Principle	Compliance Status				Explanation	Related Report/Link
	Yes	No	Partial	N/A		
Incorporates investments in employees (training, development policies), employee compensation, fringe benefits granted, the right to unionize, work/life balance solutions and talent management in its policies concerning employee rights.	X				The information is partially mentioned in the Employee Handbook.	Relevant information is shared in the Employee Information and Human Resources Policy section of our Annual Report at http://celebiyatirimci.com/en/yazi.php?id=12 .
C1.5 Determines the mechanisms for resolution of employee complaints and labor disputes, and establishes conflict resolution processes.	X				Mechanisms for resolving employee complaints and disputes have been determined and implemented in our Company policies such as the Ethics Regulation and the Disciplinary Regulation.	
Discloses the activities for ensuring employee satisfaction during the reporting period.	X				An annual employee satisfaction survey is conducted on a regular basis, and the results are disclosed exclusively within the Company.	Relevant information is shared in the Employee Satisfaction Practices section of our Annual Report at http://celebiyatirimci.com/en/yazi.php?id=12 .

	Principle	Compliance Status				Explanation	Related Report/Link
		Yes	No	Partial	N/A		
	Establishes and discloses occupational health and safety policies.	X				As part of our implementation of the ISO 45001 Occupational Health and Safety Management System, we have established an OHS Policy that outlines our commitments, and it is readily available to all interested parties on our website.	The OHS Policy has been made publicly available at https://www.celebiaviation.com/about/quality-and-safety ."
C1.6	Discloses the measures adopted for preventing workplace accidents and for protecting occupational health along with statistical data on accidents.		X			Our Company adopts the appropriate measures in compliance with the ISO 45001 Occupational Health and Safety Management System and OHS legislation, which it implements to prevent workplace accidents, and prepares legal reports while studies on the public disclosure of statistics continue.	
C1.7	Establishes and discloses personal data protection and data security policies.	X					They are publicly disclosed at https://www.celebiaviation.com/about/personel-data-protection and at https://www.celebiaviation.com/information-security-policy .
C1.8	Establishes and discloses a code of ethics.	X					It is publicly disclosed at https://www.celebiaviation.com/about/principles-of-ethical-behavior and at https://www.celebiaviation.com/career/principles-of-ethical-conduct .

Principle	Compliance Status					Explanation	Related Report/Link
	Yes	No	Partial	N/A			
C1.9	Discloses studies within the scope of social investment, social responsibility, financial inclusion and access to finance.	X					Relevant information has been shared in the Ethical Conduct principles section under the Information main heading on our Company's Çelebiyatirimci website and in our 2024 Annual Report under the Reports and Presentations main heading.
C1.10	Organizes information meetings and training programs on ESG policies and practices for employees.	X					Relevant information is shared in the Environment and Sustainability section of our Annual Report, available at http://celebiyatirimci.com/en/yazi.php?id=12 .
C2. Stakeholders, International Standards and Initiatives							
C2.1	Establishes and discloses a customer satisfaction policy for handling and resolving customer complaints.		X				While our Company has established systems for handling and resolving customer complaints, our Board of Directors is currently conducting studies and assessments to develop a customer satisfaction policy that will be publicly disclosed.
C2.2	Discloses information about the communication maintained with stakeholders (which stakeholders, topics and frequency).		X				The studies of the Board of Directors on this topic and their assessments of public disclosure continue.

SUSTAINABILITY REPORT

	Principle	Compliance Status				Explanation	Related Report/Link
		Yes	No	Partial	N/A		
C2.3	Discloses the international reporting standards embraced in its reporting.	X				In the Financial Statements and Reports Explanations section of our Annual Report, we disclosed the international reporting standards embraced in our reporting.	Relevant information is shared in the Explanations Related to Financial Statements and Reports in our Annual Reports at http://celebiyatirimci.com/en/yazi.php?id=12 .
C2.4	Discloses the principles embraced in relation to sustainability, international organizations, committees and principles that it is a signatory or member of.		X			The studies of the Board of Directors on this topic and their assessments of public disclosure continue.	
C2.5	Makes improvements and concrete efforts to qualify for inclusion in sustainability indices of Borsa İstanbul and/or international index providers.		X			The studies of the Board of Directors on this topic and their assessments of public disclosure continue.	
D. Corporate Governance Principles							
D1	Seeks stakeholders' opinions when determining the measures and strategies in relation to sustainability.		X			The assessment of the Board of Directors on the studies under this headline continues.	
D2	Works on raising awareness of sustainability and its importance through social responsibility projects, awareness activities and training programs.	X				Relevant information is shared in the "Social Responsibility" section of the Annual Report.	Relevant information is shared in our Annual Reports at http://celebiyatirimci.com/en/yazi.php?id=12 .

ACKNOWLEDGEMENT OF RESPONSIBILITY

ACKNOWLEDGEMENT OF RESPONSIBILITY

BOARD OF DIRECTORS DECISION ESPOUSING THE FINANCIAL STATEMENTS AND ANNUAL REPORTS

DECISION DATE: 11.03.2025

DECISION NUMBER: 17

ACKNOWLEDGEMENT OF RESPONSIBILITY PURSUANT TO THE CMB COMMUNIQUÉ NO: II-14.1. ARTICLE 9

We hereby represent that;

- a) we have examined the independently audited consolidated financial statements which have been approved by our Company's Board of Directors decision dated 11.03.2025 and numbered 2025/17, and by the Audit Committee decision no. 2025/1 dated 07.03.2025, which are prepared pursuant to the CMB Communiqué No: II-14.1. article 9 on Principles of Financial Reporting in Capital Markets and drawn up in accordance with the Turkish Accounting Standards/Turkish Financial Reporting Standards ("TAS/TFRS"), and the Board of Directors' Annual Report for the year ended 31 December 2024.
- b) to the best of our knowledge we have with respect to our positions and responsibilities in the Company, these financial statements and annual report contain no misrepresentations on material matters or no omissions whose absence could be misleading as of the date on which the statement was made; and
- c) to the best of our knowledge we have with respect to our positions and responsibilities in the Company, the financial statements drawn up in accordance with the CMB Communiqué No: II-14.1. article 9 on Principles of Financial Reporting in Capital Markets -inclusive of those subject to consolidation- represent a true and fair view of the Company's assets, liabilities, financial status and profit/loss, and that the annual report presents a fair view of the development and performance of the business -inclusive of those subject to consolidation-, the Company's financial standing, and the key risks and uncertainties it is exposed to.

Yours sincerely,

ÇELEBİ HAVA SERVİSİ A.Ş.



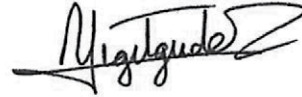
Deniz BAL
Financial Affairs Director



Osman YILMAZ
CEO



Salih Samim AYDIN
Audit Committee Member



Halil Yurdakul YIĞİTGÜDEN
Audit Committee Member



Fatma Çiğdem BİCİK
Audit Committee Member



Demet ÖZDEMİR
Audit Committee Member

**CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD
1 JANUARY - 31 DECEMBER 2024 AND INDEPENDENT AUDIT REPORT**

(Convenience translation of consolidated financial statements and independent auditor's report originally issued in Turkish into English)

INDEPENDENT AUDITOR'S REPORT



Güney Bağımsız Denetim ve
SMMM A.Ş.
Maslak Mah. Eski Büyükdere Cad.
Orjin Maslak İş Merkezi No: 27 Daire: 57, 34485
Sarıyer, İstanbul - Türkiye

Tel: +90 212 315 3000
Fax: +90 212 230 8291
ey.com
Ticaret Sicil No: 479920
Mersis No: 0-4350-3032-6000017

To the General Assembly of Çelebi Hava Servisi A.Ş.

A) Report on the Audit of the Consolidated Financial Statements

1) Opinion

We have audited the consolidated financial statements of Çelebi Hava Servisi Anonim Şirketi ("the Company") and its subsidiaries ("the Group"), which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Group as of 31 December 2024, and its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Turkish Financial Reporting Standards ("TFRS").

2) Basis of Opinion

We conducted our audit in accordance with the Standards on Independent Auditing ("SIA") which is a part of Turkish Auditing Standards published by the Public Oversight Accounting and Auditing Standards Authority ("POA"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics for Independent Auditors ("Code of Ethics") published by the POA, together with the ethical requirements that are relevant to our audit of the financial statements, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

3) Other Matters

The Group's consolidated financial statements as of December 31, 2023, prepared in accordance with the Turkish Financial Reporting Standards (TFRS) issued by the Public Oversight Accounting and Auditing Standards Authority (POA), were audited by another audit firm. In its audit report dated March 11, 2024, the audit firm expressed an unqualified opinion on the consolidated financial statements.



Güney Bağımsız Denetim ve
SMMM A.Ş.
Maslak Mah. Eski Büyükdere Cad.
Orjin Maslak İş Merkezi No: 27 Daire: 57, 34485
Sarıyer, İstanbul - Türkiye

Tel: +90 212 315 3000
Fax: +90 212 230 8291
ey.com
Ticaret Sicil No: 479920
Mersis No: 0-4350-3032-6000017

4) Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How the Matter Was Addressed in the Audit
<p>Recognition of Right-of-Use Assets and Lease Liabilities and Presentation in the Consolidated Financial Statements</p> <p>TFRS 16 provides a lessee accounting model based on specific measurement methods. In this context, it requires the recognition of assets and liabilities. The lessee recognizes a right-of-use asset, representing the right to use the leased underlying asset, and a lease liability, representing the obligation to make lease payments.</p> <p>The Group has various lease agreements for land and buildings, machinery, equipment, and vehicles. As of December 31, 2024, a right-of-use asset of 2.419.665.349 TL is recorded in the consolidated statement of financial position. The share of right-of-use assets within non-current assets is 21%. Based on the lease agreements, the Group has recognized lease liabilities of 3.096.211.615 TL as of December 31, 2024.</p> <p>The amounts recognized as a result of applying TFRS 16 are material to the consolidated financial statements. Additionally, the calculation of right-of-use assets and related lease liabilities involves significant management estimates and assumptions. A significant portion of these assumptions includes the interest rate used to discount cash flows and the evaluation of extension and early termination options for the lease term.</p> <p>Considering these factors, the impact of the application of TFRS 16 on the consolidated financial statements and the related disclosures in the notes to the consolidated financial statements has been identified as a significant matter in our audit. The accounting policies related to the application of TFRS 16 and the related amounts are disclosed in Notes 2, 7, and 12.</p>	<p>The audit procedures performed, not limited to the following, include:</p> <ul style="list-style-type: none"> Understanding and evaluating the key processes affecting financial reporting related to TFRS 16 calculations, Assessing the completeness of the contract lists by evaluating whether selected contracts are service or lease contracts, and if they are lease contracts, determining whether they fall under the scope of TFRS 16, Recalculating, through sampling, the right-of-use assets and related lease liabilities recognized in the consolidated financial statements, using inputs such as lease amounts, interest rates, and lease escalation rates, Testing the appropriateness of inputs such as the lease escalation rate, interest rate, etc., used in these calculations, Selecting contracts subject to the calculation of right-of-use assets and lease liabilities using a sampling method, and verifying the proper evaluation of lease contract terms, including the duration and, if applicable, renewal options, with the contract terms, Assessing the adequacy of the disclosures related to the application of TFRS 16 in the notes to the consolidated financial statements.

5) Responsibilities of Management and Those Charged with Governance for the Consolidated Financial

The Group management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with TFRS, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.



Güney Bağımsız Denetim ve
SMMM A.Ş.
Maslak Mah. Eski Büyükdere Cad.
Orjin Maslak İş Merkezi No: 27 Daire: 57, 34485
Sarıyer, İstanbul - Türkiye

Tel: +90 212 315 3000
Fax: +90 212 230 8291
ey.com
Ticaret Sicil No: 479920
Mersis No: 0-4350-3032-6000017

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

6) Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Responsibilities of independent auditors in an independent audit are as follows:

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with the SIA and CMB regulations will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with the SIA and CMB regulations, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Significant misstatement" risks due to errors or fraud in the consolidated financial statements are identified and assessed; audit procedures are designed and implemented to address these risks, and sufficient and appropriate audit evidence is obtained to form the basis for our opinion (Since fraud may involve actions such as collusion, misrepresentation, intentional omission, false statements, or violations of internal controls, the risk of not detecting a significant misstatement due to fraud is higher than the risk of not detecting a significant misstatement due to error).
- Internal control is evaluated in relation to the audit, not with the purpose of expressing an opinion on its effectiveness, but to design appropriate audit procedures based on the situation.
- The appropriateness of the accounting policies used by management, as well as the reasonableness of the accounting estimates and related disclosures, are assessed.
- Based on the audit evidence obtained, a conclusion is drawn regarding whether there is significant uncertainty related to events or conditions that may cast doubt on the Group's ability to continue as a going concern, and about the appropriateness of management's use of the going concern basis. If a significant uncertainty is identified, our report must either draw attention to the relevant disclosures in the consolidated financial statements or, if these disclosures are inadequate, issue an opinion other than an unqualified opinion. Our conclusions are based on the audit evidence obtained up to the date of the independent auditor's report. However, future events or conditions may bring an end to the Group's ability to continue as a going concern.
- The general presentation, structure, and content of the consolidated financial statements, including disclosures, are evaluated to ensure that these statements accurately reflect the underlying transactions and events in a manner that provides a true and fair view.
- In order to issue an opinion on the consolidated financial statements, sufficient and appropriate audit evidence is obtained regarding the financial information of the businesses or operating segments within the Group. We are responsible for the direction, supervision, and performance of the Group audit. We are also solely responsible for the audit opinion we express.



Güney Bağımsız Denetim ve
SMMM A.Ş.

Maslak Mah. Eski Büyükdere Cad.

Orjin Maslak İş Merkezi No: 27 Daire: 57, 34485
Sarıyer, İstanbul - Türkiye

Tel: +90 212 315 3000

Fax: +90 212 230 8291

ey.com

Ticaret Sicil No: 479920

Mersis No: 0-4350-3032-6000017

Among other matters, we communicate to those charged with governance, including significant internal control deficiencies identified during the audit, the planned scope and timing of the independent audit, and key audit findings.

We have communicated to those charged with governance that we have complied with the ethical requirements regarding independence. Additionally, we have communicated to those charged with governance any relationships and other matters that could reasonably be thought to affect our independence, along with any related safeguards, if applicable.

From the matters communicated to those charged with governance, we identify the most significant matters for the independent audit of the current period's consolidated financial statements, referred to as key audit matters. In exceptional cases, where the law prohibits the disclosure of such matters to the public or where it is reasonably expected that the negative consequences of public disclosure would outweigh the public interest, we may decide not to report the relevant matter in our independent auditor's report.

B) Report on Other Legal and Regulatory Requirements

In accordance with the fourth paragraph of Article 398 of the Turkish Commercial Code (TCC) No. 6102, the Auditor's Report on the Early Detection of Risks System and Committee was submitted to the Company's Board of Directors on March 11, 2025.

Pursuant to the fourth paragraph of Article 402 of the TCC, no significant issues were identified regarding the Group's bookkeeping arrangements or the compliance of the consolidated financial statements with the financial reporting provisions of the TCC and the Company's Articles of Association for the period from January 1 to December 31, 2024.

In accordance with the fourth paragraph of Article 402 of the TCC, the Board of Directors has provided the required disclosures and documents requested as part of the audit.

The responsible auditor for conducting and concluding this independent audit is Kaan Birdal.

Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi
A member firm of Ernst & Young Global Limited

Kaan Birdal, SMMM
Partner

11 March 2025
İstanbul, Türkiye

CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD JANUARY 1 - DECEMBER 31, 2024

CONTENTS

	PAGE
CONSOLIDATED STATEMENT OF FINANCIAL POSITION	74
CONSOLIDATED STATEMENT OF PROFIT OR LOSS	76
CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME	77
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY	78
CONSOLIDATED STATEMENT OF CASH FLOWS	82
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS	84-136
NOTE 1. ORGANIZATION AND OPERATIONS OF THE GROUP	84
NOTE 2. BASIS OF PRESENTATION OF THE CONSOLIDATED FINANCIAL STATEMENTS	86
NOTE 3. SEGMENT REPORTING	103
NOTE 4. CASH AND CASH EQUIVALENTS	105
NOTE 5. FINANCIAL INVESTMENTS	105
NOTE 6. INVESTMENTS ACCOUNTED BY USING THE EQUITY METHOD	106
NOTE 7. SHORT-TERM AND LONG-TERM BORROWINGS	107
NOTE 8. TRADE RECEIVABLES AND PAYABLES	110
NOTE 9. OTHER RECEIVABLES AND PAYABLES	112
NOTE 10. INVENTORIES	113
NOTE 11. PROPERTY, PLANT AND EQUIPMENT	114
NOTE 12. RIGHT-OF-USE ASSETS	115
NOTE 13. INTANGIBLE ASSETS	116
NOTE 14. PROVISIONS, COMMITMENTS, CONTINGENT ASSETS AND LIABILITIES	118
NOTE 15. OTHER ASSETS AND LIABILITIES	121
NOTE 16. PREPAID EXPENSES	122
NOTE 17. DEFERRED INCOME	122
NOTE 18. PAYABLES RELATED TO EMPLOYEE BENEFITS	122
NOTE 19. EQUITY	123
NOTE 20. REVENUE AND COST OF SALES	124
NOTE 21. EXPENSES BY NATURE	124
NOTE 22. GENERAL ADMINISTRATIVE EXPENSES	125
NOTE 23. OTHER OPERATING INCOME	125
NOTE 24. OTHER OPERATING EXPENSES	125
NOTE 25. INCOME FROM INVESTING ACTIVITIES	125
NOTE 26. EXPENSES FROM INVESTING ACTIVITIES	126
NOTE 27. FINANCE INCOME	126
NOTE 28. FINANCE EXPENSES	126
NOTE 29. TAX ASSETS AND LIABILITIES	126
NOTE 30. EARNINGS PER SHARE	129
NOTE 31. RELATED PARTY DISCLOSURES	129
NOTE 32. NATURE AND LEVEL OF RISKS ARISING FROM FINANCIAL INSTRUMENTS	132
NOTE 33. FEES FOR SERVICES RECEIVED FROM INDEPENDENT AUDIT FIRM	136
NOTE 34. EVENTS AFTER THE BALANCE SHEET DATE	136

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS OF 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

	Notes	Audited 31 December 2024	Audited 31 December 2023
ASSETS			
Current assets			
Cash and cash equivalents	4	4.360.995.105	3.377.164.246
Financial investments		525.662.312	383.735.754
-Restricted bank balances	5	-	109.337.443
-Time deposits	5	525.662.312	274.398.311
Trade receivables		1.991.274.429	1.347.527.814
-Trade receivables from related parties	31	3.343.182	4.213.897
-Trade receivables from third parties	8	1.987.931.247	1.343.313.917
Other receivables		704.357.331	488.326.000
-Other receivables from related parties	31	409.800.617	134.574.137
-Other receivables from third parties	9	294.556.714	297.164.927
Inventories	10	154.224.994	136.392.286
Financial Instruments		13.560.203	-
Prepaid expenses	16	389.273.705	258.893.730
Other current assets	15	188.896.709	114.249.793
Total current assets		8.328.244.788	6.106.289.623
Non-current assets			
Financial investments	5	58.759.479	51.257.197
-Restricted bank balances	5	58.722.351	51.225.309
-Other financial assets at fair value through profit/loss	5	37.128	31.888
Other receivables		1.739.657.965	1.553.514.423
-Other receivables from related parties	31	809.652.800	848.447.600
-Other receivables from third parties	9	930.005.165	705.066.823
Investments accounted using equity method	6	31.103.605	25.998.200
Property, plant and equipment	11	3.593.939.904	2.326.967.950
Right-of-use assets	12	2.419.665.349	2.473.466.467
Intangible assets		2.017.799.620	1.737.253.009
-Goodwill	13	354.025.440	211.435.188
-Other intangible assets	13	1.663.774.180	1.525.817.821
Prepaid expenses	16	309.419.481	202.522.608
Deferred tax asset	29	817.947.292	641.945.756
Other non-current assets	15	272.288.206	139.802.659
Total non-current assets		11.260.580.901	9.152.728.269
Total assets		19.588.825.689	15.259.017.892

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION AS OF 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

	Notes	Audited 31 December 2024	Audited 31 December 2023
LIABILITIES			
Current liabilities			
Short-term financial liabilities	7	1.002.838.026	1.075.244.170
Short-term portion of long-term financial liabilities	7	678.426.345	650.477.065
Lease payables	7	659.629.864	625.034.676
Trade payables		1.704.556.208	980.101.930
-Trade payables to related parties	31	134.920.876	60.009.778
-Trade payables to third parties	8	1.569.635.332	920.092.152
Payables related to employee benefits	18	741.261.146	509.667.946
Other payables		325.884.151	178.121.458
-Other long-term payables to third parties	9	325.884.151	178.121.458
Deferred income	17	142.112.221	125.729.779
Current profit tax liability	29	537.451.118	327.129.782
Short-term provisions		240.355.317	122.442.111
-Provisions for employee benefits	14	199.849.905	86.611.202
-Other short-term provisions	14	40.505.412	35.830.909
Other current liabilities	15	317.491.093	258.896.400
Total current liabilities		6.350.005.489	4.852.845.317
Non-current liabilities			
Long-term financial liabilities	7	1.703.121.452	1.463.444.067
Lease liabilities	7	2.436.581.751	2.387.344.460
Other payables		85.493.190	54.600.101
-Other long-term payables to third parties	9	85.493.190	54.600.101
Deferred income	17	-	7.624.111
Long-term provisions		385.224.390	310.999.397
-Provisions related to employee benefits	14	385.224.390	310.999.397
Deferred tax liability	29	337.111.277	433.857.990
Other non-current liabilities	15	615.473.500	533.333.357
Total non-current liabilities		5.563.005.560	5.191.203.483
Total liabilities		11.913.011.049	10.044.048.800
EQUITY			
Equity attributable to equity holders of the parent			
Paid-in capital	19	24.300.000	24.300.000
Accumulated other comprehensive income or expenses that will not be reclassified subsequently to profit or loss		1.175.771.395	819.326.670
- Foreign currency translation differences		1.378.132.637	1.015.384.235
- Loss on remeasurement of defined benefit plans		(202.361.242)	(196.057.565)
Accumulated other comprehensive income or expenses that will be reclassified subsequently to profit or loss		1.737.256.227	1.610.002.813
- Foreign currency translation differences		1.737.256.227	1.610.002.813
Restricted reserves appropriated from profit	19	348.459.065	195.490.565
Prior years' profit		292.518.508	319.097.790
Net profit for the period		3.566.410.436	1.667.723.088
Non-controlling interests		531.099.009	579.028.166
Total equity		7.675.814.640	5.214.969.092
Total liabilities and equity		19.588.825.689	15.259.017.892

The accompanying notes form an integral part of these consolidated financial statements.

**CONSOLIDATED FINANCIAL STATEMENT OF PROFIT OR LOSS
FOR THE PERIOD 1 JANUARY - 31 DECEMBER 2024**

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

		<i>Current Period</i>	<i>Prior Period</i>
		<i>Audited</i>	<i>Audited</i>
	Notes	1 January - 31 December 2024	1 January - 31 December 2023
Revenue	20	19.178.006.412	10.864.817.407
Cost of sales (-)	20	(13.176.597.415)	(7.197.629.883)
GROSS PROFIT		6.001.408.997	3.667.187.574
General administrative expenses (-)	22	(1.684.998.263)	(1.014.411.459)
Other operating income	23	213.015.904	445.146.670
Other operating expenses (-)	24	(270.262.660)	(336.665.040)
OPERATING PROFIT		4.259.163.978	2.761.267.745
Income from investing activities	25	15.568.967	30.269.535
Expenses from investing activities (-)	26	(1.885.230)	(7.525.997)
OPERATING PROFIT BEFORE FINANCE EXPENSE		4.272.847.715	2.784.011.283
Finance income	27	672.138.072	406.313.592
Finance expenses (-)	28	(669.985.570)	(469.559.974)
Monetary gain/(loss)		(377.766)	-
PROFIT BEFORE TAX		4.274.622.451	2.720.764.901
Profit/(loss) for the period from discontinued operations	6	(3.871.957)	901.875
Tax income/(expense)		(682.441.568)	(895.605.891)
Current tax expense	29	(906.423.375)	(752.485.943)
Deferred tax income/(expense)	29	223.981.807	(143.119.948)
PROFIT FOR THE PERIOD		3.588.308.926	1.826.060.885
Profit for the Period Attributable to			
Non-controlling interests		21.898.490	158.337.797
Equity holder of the Parent		3.566.410.436	1.667.723.088
		3.588.308.926	1.826.060.885
Earnings per share	30	1,468	0,686

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF OTHER COMPREHENSIVE INCOME FOR THE PERIOD 1 JANUARY - 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

	<i>Current Period</i>	<i>Prior Period</i>
	<i>Audited</i>	<i>Audited</i>
	1 January - 31 December 2024	1 January - 31 December 2023
Net profit for the period	3.588.308.926	1.826.060.885
Items that will not be reclassified to profit or loss		
- Foreign currency translation differences	362.748.402	598.415.157
- Gains/(losses) on remeasurement of defined benefit plans	(8.384.843)	(159.137.817)
Taxes related to other comprehensive income that will not be reclassified to profit or loss		
- Gains/(losses) on remeasurement of defined benefit plans, tax effect	2.096.211	39.633.409
Items that will be reclassified to profit or loss		
- Foreign currency translation differences	258.062.095	978.898.164
Other comprehensive income	614.521.865	1.457.808.913
Total comprehensive income	4.202.830.791	3.283.869.798
Total comprehensive income attributable to:		
Non-controlling interests	152.722.216	408.706.281
Equity holders of the parent	4.050.108.575	2.875.163.517
	4.202.830.791	3.283.869.798

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDER'S EQUITY FOR THE PERIOD ENDED 1 JANUARY - 31 DECEMBER 20234

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

	Accumulated other comprehensive income and expenses that will not be reclassified subsequently to profit or loss			Accumulated other comprehensive income and expenses that will be reclassified subsequently to profit or loss	
	Share capital	Gains/(losses) on remeasurement of defined benefit plans	Foreign currency translation differences	Foreign currency translation differences	Restricted reserves appropriated from profit
As of 1 January 2024	24.300.000	(196.057.565)	1.015.384.235	1.610.002.813	195.490.565
Transfers	-	-	-	-	152.968.500
Inflation Effect	-	-	-	-	-
Additional capital contributions from non-controlling shareholders (**)	-	-	-	-	-
Dividend payment	-	-	-	-	-
Acquisition or Disposal of Subsidiary (*)	-	-	-	-	-
Other comprehensive income/ (expense)					
- Foreign currency translation difference	-	-	362.748.402	127.253.414	-
- Gains/(losses) on remeasurement of defined benefit plans	-	(6.303.677)	-	-	-
Total other comprehensive income		(6.303.677)	362.748.402	127.253.414	-
Net profit/(loss) for the period	-	-	-	-	-
Total comprehensive income/ (expense)	-	(6.303.677)	362.748.402	127.253.414	-
As of 31 December 2024	24.300.000	(202.361.242)	1.378.132.637	1.737.256.227	348.459.065

(*) 99,00% of the shares of PTN, a company located in Jakarta, Indonesia, were transferred on 27 March 2024, by signing a Share Sale and Purchase Agreement for 34,650,000,000 Indonesian Rupiah.

(**) PT. In addition to the 99% capital of Prathita Titiannusantara ("PTN") of 643,500,000 Indonesian Rupiah, the capital increase was made by 9,256,500,000 Indonesian Rupiah on 19 April 2024, 47,520,000,000 Indonesian Rupiah on 17 September 2024 and 29,700,000,000 Indonesian Rupiah on 29 November 2024, thus the subsidiary share reached 87,120,000,000 Indonesian Rupiah.

PT. Celebi Aviation Indonesia ("CAI") was established on 2 May 2024 as a 99,00% subsidiary of ÇHS and a participation of 9,900,000,000 Indonesian Rupiah was made. On 17 September 2024, a capital increase of 8,415,000,000 Indonesian Rupiah and on 29 November 2024, a capital increase of 64,845,000,000 Indonesian Rupiah was made, and the subsidiary share reached 83,160,000,000 Indonesian Rupiah.

The accompanying notes form an integral part of these consolidated financial statements.

Retained earnings

Prior years' profit/ (losses)	Net profit/(loss) for the period	Equity attributable to equity holders of the parent	Non-controlling interests	Total equity
319.097.790	1.667.723.088	4.635.940.926	579.028.166	5.214.969.092
1.514.754.588	(1.667.723.088)	-	-	-
7.814.419	-	7.814.419	-	7.814.419
-	-	-	3.736.395	3.736.395
(1.530.931.626)	-	(1.530.931.626)	(204.387.768)	(1.735.319.394)
(18.216.663)	-	(18.216.663)	-	(18.216.663)
-	-	490.001.816	130.808.681	620.810.497
-	-	(6.303.677)	15.045	(6.288.632)
-	-	483.698.139	130.823.726	614.521.865
-	3.566.410.436	3.566.410.436	21.898.490	3.588.308.926
-	3.566.410.436	4.050.108.575	152.722.216	4.202.830.791
292.518.508	3.566.410.436	7.144.715.631	531.099.009	7.675.814.640

CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDER'S EQUITY FOR THE PERIOD ENDED 1 JANUARY - 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

	Accumulated other comprehensive income and expenses that will not be reclassified subsequently to profit or loss		Accumulated other comprehensive income and expenses that will be reclassified subsequently to profit or loss		
	Share capital	Gains/(losses) on remeasurement of defined benefit plans	Foreign currency translation differences	Foreign currency translation differences	Restricted reserves appropriated from profit
As of 1 January 2023	24.300.000	(76.678.552)	416.969.078	881.598.528	91.996.776
Transfers	-	-	-	-	-
Dividend payment	-	-	-	-	103.493.789
Additional capital contributions from non-controlling shareholders	-	-	-	-	-
Other comprehensive income/ (expense)					
- Foreign currency translation difference	-	-	598.415.157	728.404.285	-
-Gains/(losses) on remeasurement of defined benefit plans	-	(119.379.013)	-	-	-
Total other comprehensive income	-	(119.379.013)	598.415.157	728.404.285	-
Net profit for the period	-	-	-	-	-
Total comprehensive income	-	(119.379.013)	598.415.157	728.404.285	-
As of 31 December 2023	24.300.000	(196.057.565)	1.015.384.235	1.610.002.813	195.490.565

The accompanying notes form an integral part of these consolidated financial statements.

Retained earnings

Prior years' profit/ (losses)	Net profit/(loss) for the period	Equity attributable to equity holders of the parent	Non-controlling interests	Total equity
374.299.405	1.079.953.824	2.792.439.059	459.467.272	3.251.906.331
1.079.953.824 (1.133.813.789)	(1.079.953.824) -	- (1.030.320.000)	- (275.116.481)	- (1.305.436.481)
(1.341.650)	-	(1.341.650)	(14.028.906)	(15.370.556)
-	-	1.326.819.442	250.493.879	1.577.313.321
-	-	(119.379.013)	(125.395)	(119.504.408)
-	-	1.207.440.429	250.368.484	1.457.808.913
-	1.667.723.088	1.667.723.088	158.337.797	1.826.060.885
-	1.667.723.088	2.875.163.517	408.706.281	3.283.869.798
319.097.790	1.667.723.088	4.635.940.926	579.028.166	5.214.969.092

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE PERIOD 1 JANUARY - 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

		<i>Current Period</i>	<i>Prior Period</i>
		<i>Audited</i>	<i>Audited</i>
	Notes	1 January - 31 December 2024	1 January - 31 December 2023
A. Cash flows from operating activities		4.860.164.732	2.671.638.355
Net profit for the period		3.588.308.926	1.826.060.885
Adjustments for reconciliation of net profit for the period		1.985.675.644	1.769.689.622
Adjustments related to depreciation and amortization expenses	11,12,13	946.495.040	366.282.358
Adjustments related to impairment (reversal)		22.919.432	2.377.758
Adjustments related to provisions		208.558.916	44.441.575
- <i>Adjustments related to provisions for employee benefits</i>		200.307.623	44.441.575
- <i>Adjustments related to Other Provisions (Cancellations)</i>		8.251.293	-
Adjustments related to interest income and expenses		144.737.709	171.054.647
- <i>Adjustments related to interest income</i>	27	(292.871.235)	(119.302.896)
- <i>Adjustments related to interest expenses</i>	28	437.608.944	290.357.543
Adjustments related to unrealized foreign currency translation differences		737.003	(36.915.426)
Adjustments related to tax (income) expenses		682.441.568	895.605.891
Adjustments related to undistributed profit of investments that are accounted by the equity method	6	3.871.957	(901.875)
Adjustments related to gains/losses on disposal of non-current assets		(13.683.737)	(22.743.538)
Other adjustments related to non-cash items		(10.402.244)	-
Changes in working capital		(134.282.533)	(342.441.560)
Adjustments related to (increase)/decrease in trade receivables		(680.892.331)	(864.118.680)
- <i>(Increase)/decrease in trade receivables from related parties</i>		870.715	(2.531.861)
- <i>(Increase)/decrease in trade receivables from third parties</i>		(681.763.046)	(861.586.819)
Adjustments related to (increase)/decrease in other receivables related to operations		(366.668.426)	(378.404.759)
Adjustments related to (increase)/decrease in inventories		(17.832.708)	(71.724.247)
(Increase)/decrease in prepaid expenses		(237.276.848)	(282.100.013)
Adjustments related to increase/(decrease) in trade payables		647.149.111	533.815.438
- <i>(Decrease)/increase in trade payables to related parties</i>		74.911.098	56.717.834
- <i>Increase/(decrease) in trade payables to third parties</i>		572.238.013	477.097.604
Increase/(decrease) in payables related to employee benefits		188.992.578	288.229.774
Adjustments related to (decrease)/increase in other payables related to operations		332.246.091	431.860.927
Cash flows generated from operations		5.439.702.037	3.253.308.947
Payments related to provisions for employee benefits	14	(103.103.280)	(106.978.273)
Payments related to other provisions		(4.342.121)	(1.355.477)
Tax returns (payments)		(472.091.904)	(473.336.842)

The accompanying notes form an integral part of these consolidated financial statements.

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE PERIOD 1 JANUARY - 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

		<i>Current Period</i>	<i>Prior Period</i>
		<i>Audited</i>	<i>Audited</i>
	Notes	1 January - 31 December 2024	1 January - 31 December 2023
B. Cash flows from investing activities		(1.978.188.172)	(1.829.470.723)
Other cash inflows/(outflows)		(282.812.688)	(271.089.908)
Cash inflows from sale of property, plant and equipment and intangible assets		24.172.006	31.402.648
- Cash inflows from sale of property, plant and equipment		24.172.006	31.402.648
Cash outflows from purchase of property, plant and equipment and intangible assets		(1.398.869.607)	(691.631.564)
- Cash outflows from purchase of property, plant and equipment	11	(1.308.076.131)	(554.914.556)
- Cash outflows from purchase of intangible assets	13	(90.793.476)	(136.717.008)
Dividends received		(249.991.883)	(898.151.899)
Cash inflows from cash advances and debts given to related parties			
Cash Outflows Related to Purchases to Obtain Control of Subsidiaries (Note 2.6)		(70.686.000)	-
C. Cash flows from financing activities		(2.402.216.101)	(809.389.734)
Lease payments	7	(441.991.640)	(335.810.757)
Cash inflows from borrowings	7	1.512.739.954	1.741.187.223
Cash outflows due to debt payments	7	(1.773.851.907)	(827.378.252)
Dividends paid		(1.735.319.394)	(1.305.436.481)
Interest paid		(260.400.744)	(185.786.445)
Interest received		292.871.235	119.302.896
Cash outflows arising from changes in partnership shares that do not lead to loss of control in subsidiaries		3.736.395	(15.467.918)
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS BEFORE THE EFFECT OF FOREIGN CURRENCY TRANSLATION DIFFERENCES		479.760.459	32.777.898
D. Foreign currency translation differences		368.477.970	1.413.591.365
Net increase/decrease in cash and cash equivalents		848.238.429	1.446.369.263
E. Cash and cash equivalents at the beginning of the period		3.373.899.826	1.927.530.563
Cash and cash equivalents at the end of the period	4	4.222.138.255	3.373.899.826

The accompanying notes form an integral part of these consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

1. Organization and operations of the group

Çelebi Hava Servisi A.Ş. (referred as the "Company" or "Çelebi Hava") established in 1958 was the first private ground handling service company in the Turkish aviation sector. The Company provides ground handling services (representation, traffic, ramp, cargo, flight operations and aircraft maintenance etc.), cargo and warehouse services and fuel supplies to domestic and foreign airlines and private cargo companies. The Company operates in İstanbul, İzmir, Ankara, Adana, Antalya, Dalaman, Bodrum, Çorlu, Bursa Yenişehir, Diyarbakır, Erzurum, Kayseri, Samsun, Trabzon, Van, Malatya, Kars, Mardin, Denizli, Hatay, Kahramanmaraş, Isparta, Erzincan, Çanakkale, Balıkesir Edremit, Iğdır, Kocaeli, Bingöl, Hakkari airports, which are under the control of the State Airports Administration ("DHMI") and İstanbul Sabiha Gokcen airport which is under the control of the Airport Administration and Aviation Industries A.Ş. ("HEAS"). The Company is controlled by Çelebi Havacılık Holding Anonim Şirketi, the parent company which is jointly controlled by Çelebioğlu Family and Zeus Aviation Services Investments B.V.

The Company is registered in Capital Markets Board ("CMB") and has been listed in Borsa İstanbul ("BIST") since 18 November 1996. As of 31 December 2023, the percentage of shares which are publicly traded is 10,09% (31 December 2023: 10,09%).

The address of the headquarters of the Company is as follows:

Tayakadın Mahallesi Nuri Demirağ Caddesi No: 39 Arnavutköy/İstanbul

The average number of employees employed by the Group for the year ended 31 December 2024 is 16.502 (2022: 13.747).

Information on Subsidiaries, Joint Ventures, and Associate:

The nature of the business, their respective geographical segments, and the registered country of the subsidiaries, joint venture and associate of the Group are as follows.

- Subsidiaries of the Group are as below:

Subsidiary	Registered country	Nature of business
Celebi Delhi Cargo Terminal Management India Private Limited ("Celebi Delhi Cargo")	India	Warehouse and cargo services
Celebi Nas Airport Services India Private Limited ("Celebi Nas")	India	Ground handling services
Celebi Airport Services India Private Limited ("CASI")	India	Ground handling services
Celebi GH India Private Limited ("CGHI")	India	Ground handling services
Celebi GS Chennai Private Limited ("CGSC")	India	Ground handling services
KSU Aviation Private Limited ("KSU")	India	Ground handling services
Çelebi Kargo Depolama ve Dağıtım Hizmetleri Anonim Şirketi ("Çelebi Kargo")	Turkey	Warehouse and cargo services
Celebi Cargo GmbH ("Celebi Cargo")	Germany	Warehouse and cargo services
Celebi Ground Handling Hungary ("CGHH")	Hungary	Ground handling services
Celebi Tanzania Aviation Services Limited ("Çelebi Tanzania")	Tanzania	Ground handling services
PT. Prathita Titiannusantara ("PTN")	Indonesia	Ground handling services
PT. Celebi Aviation Indonesia ("CAI")	Indonesia	Ground handling services

In 2009, a company named Celebi Delhi Cargo Terminal Management India Private Limited ("Celebi Delhi Cargo") was established to operate in the development, modernisation and operation of the existing cargo terminal at the airport in New Delhi, India for 25 years. The Company's shareholding in Celebi Delhi Cargo is 74% and the paid-in capital of Celebi Delhi Cargo is 1.120.000.000 Indian Rupees.

Celebi Nas was established in 2008 to provide ground handling services for a period of 10 years at Chhatrapati Shivaji International Airport ("CSIA") in Mumbai, India. The Company's capital share is 59%, and its paid-in capital amounts to 552,000,000 Indian Rupees. Additionally, a premium capital payment of 228,000,000 Indian Rupees was made by Celebi Nas' shareholders. Celebi Nas has obtained a concession right until 2036 for providing ventilation and generator services mounted on passenger bridges at the airport terminal. Under the concession agreement signed between Celebi Nas and the airport authority, Celebi Nas has continued to provide ground handling services for 10 years following the expiration of the existing concession period at CSIA on 31 December 2019.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

As a result of winning the tender for ground handling services at Delhi International Airport for a period of 10 years, Celebi Ground Handling Delhi Private Limited was established in 2009. The Company holds a 99.9% capital share, and a total premium capital payment of 2,293,943,760 Indian Rupees has been made to meet the required equity. The Company continues to provide ground handling services at airports in New Delhi, Ahmedabad, Cochin, Bangalore, and Hyderabad under its ongoing concession agreements. In 2018, the Company's name was changed to Celebi Airport Services India Private Limited ("CASI"). With the authorization granted in 2019, the Company continues to provide ground handling services for an additional 10 years following the expiration of the existing concession period at Delhi International Airport.

CGHI was established in 2023 as a subsidiary of CASI with a 60.98% ownership stake following the award of the ground handling tender at Ahmedabad International Airport in India. The Company's capital amounts to 164,000 Indian Rupees.

CGSC was established in 2023 as a wholly owned subsidiary of CASI following the award of the ground handling tender at Chennai International Airport in India. The Company's total capital, including premium capital, amounts to 280,095,195 Indian Rupees.

In 2019, the Company acquired a 58.70% stake in KSU, an India-based company established to provide aircraft taxiing services at airports in India. A total premium capital payment of 435,148,420 Indian Rupees has been made by the Company.

Celebi Kargo was established in 2008 to engage in transportation, freight forwarding, cargo storage, and distribution activities. Celebi Kargo owns 100% of Celebi Cargo, a subsidiary based in Frankfurt, Germany, with a paid-in capital of 11,140,000 Euros. Celebi Cargo is engaged in cargo storage and handling activities at Frankfurt International Airport Cargo.

In 2006, the Company acquired the shares of Celebi Ground Handling Hungary ("CGHH"), which provides ground handling services at Budapest Airport. The Company's capital share in CGHH is 100%, and its paid-in capital amounts to 200,000,000 Hungarian Forints.

To participate in upcoming ground handling concession tenders at airports in Tanzania, the Company acquired a 65% stake in Celebi Tanzania, a Dar es Salaam-based entity with a total capital of 100,000,000 Tanzanian Shillings (approximately 40,000 USD).

On 27 March 2024, 99.00% of the shares of PTN, a company based in Jakarta, Indonesia, were acquired for 34,650,000,000 Indonesian Rupiahs through a Share Purchase Agreement. In addition to the Company's 99% capital share amounting to 643,500,000 Indonesian Rupiahs, further capital increases of 9,256,500,000 Indonesian Rupiahs on 19 April 2024, 47,520,000,000 Indonesian Rupiahs on 17 September 2024, and 29,700,000,000 Indonesian Rupiahs on 29 November 2024, have raised the subsidiary's capital share to 87,120,000,000 Indonesian Rupiahs.

CAI, a company based in Jakarta, Indonesia, was established on 2 May 2024, as a 99.00% subsidiary of ÇHS with an initial capital investment of 9,900,000,000 Indonesian Rupiahs. Further capital increases of 8,415,000,000 Indonesian Rupiahs on 17 September 2024, and 64,845,000,000 Indonesian Rupiahs on 29 November 2024, have raised the subsidiary's capital share to 83,160,000,000 Indonesian Rupiahs.

Associate

The associate of the Group accounted using the equity method is as follows:

Associate	Country	Nature of Business
Delhi Aviation Services Private Limited ("DASPL")	India	Ground handling services

CASI, one of the Group's subsidiaries, has invested 16.66% in DASPL, a company based in New Delhi, India, with a paid-in capital of 250,000,000 Indian Rupees. DASPL was established to ensure that the ventilation, generator, and potable water services mounted on the passenger bridges at the airport passenger terminal are carried out in accordance with international standards. On 14 November 2016, CASI acquired an additional 8.33% stake in DASPL, increasing the Group's ownership in DASPL to 24.99%. The Group accounts for DASPL using the equity method in its consolidated financial statements. DASPL's operations ceased as of 1 April 2022, and the net loss for the period following 31 March 2022, is presented under "Profit/(Loss) from Discontinued Operations."

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

As of 31 December 2024, the Group's consolidated financial statements encompass the Company, Delhi Cargo, Celebi Nas, CASI, CGHI, CGSC, KSU, DASPL, Çelebi Kargo, Celebi Cargo, CGHH, Celebi Tanzania, PTN, CAI, and are collectively referred to as the "Group."

Approval of Consolidated Financial Statements

The Group's consolidated financial statements as of 31 December 2024, were approved by the Group Board of Directors on 11 March 2025. The General Assembly has the right to amend the consolidated financial statements.

2. Basis of Presentation of the Consolidated Financial Statements

2.1. Basis of Presentation

Accounting standards applied

The Group's consolidated financial statements have been prepared in accordance with the Capital Markets Board ("CMB") Communiqué No. II-14.1, published on 13 June 2013, and the Turkish Financial Reporting Standards ("TFRS") accepted by the CMB and enacted by the Public Oversight Accounting and Auditing Standards Authority ("KGK").

These financial statements follow the formats set by the "TFRS Taxonomy Announcement" published by KGK on 3 July 2024, and the Consolidated Financial Statement Samples and Usage Guide from the CMB.

The Company and its Turkish subsidiaries comply with the KGK's principles for accounting records and statutory financial statement preparation, in line with the Turkish Commercial Code ("TCC"), tax legislation, and the Chart of Accounts issued by the Ministry of Finance. For foreign subsidiaries, joint ventures, and associates, accounting records and financial statements are prepared according to local laws. The consolidated financial statements are based on legal records and adjusted to meet the true and fair presentation requirements of the Turkish Financial Reporting Standards. Assets and liabilities within the consolidation are translated into Turkish Lira at the exchange rate on the reporting date, while revenues and expenses use the average exchange rate, with foreign exchange differences recognized in equity.

The consolidated financial statements have been prepared on a historical cost basis, except for financial investments, which are valued at fair value.

Foreign Currency Translation

a) Functional and Presentation Currency

Each item in the financial statements of subsidiaries and associates is accounted for using the currency of the primary economic environment in which they operate ("functional currency"). The Company's functional currency is the Euro, and the consolidated financial statements are presented in Turkish Lira. Currencies other than the Euro are considered foreign currencies. The Company measures financial statement items in its functional currency, Euro, and presents them in the reporting currency, Turkish Lira ("TL").

b) Foreign Currency Transactions and Balances

Foreign currency transactions are translated at the exchange rates prevailing on the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated using the exchange rates in effect on the financial position statement date. Foreign exchange gains or losses arising from trade-related transactions (trade receivables and payables) are recognized under "other operating income/expenses," while those arising from other monetary assets and liabilities are recorded under "finance income/expenses" in the consolidated statement of profit or loss.

Non-monetary items denominated in foreign currencies and measured at cost are translated into the functional currency using the exchange rate at the date of the initial transaction. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rate prevailing at the date of fair value determination.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

c) Financial Statements of Foreign Subsidiaries, Joint Ventures, and Associates

The financial statements of foreign subsidiaries and associates, prepared in accordance with the Group's accounting policies, are translated into the Group's reporting currency, TL, using the closing exchange rate for assets and liabilities and the average exchange rate for income and expenses.

Foreign exchange differences arising from the use of closing and average exchange rates for subsidiaries and associates are recognized under equity within the "foreign currency translation differences" account.

As of 31 December 2024, the functional currencies of the Group companies are presented below.

Company	Currency
Celebi Delhi Cargo	Indian Rupee (INR)
Celebi Nas	Indian Rupee (INR)
CASI	Indian Rupee (INR)
CGHI	Indian Rupee (INR)
CGSC	Indian Rupee (INR)
KSU	Indian Rupee (INR)
DASPL	Indian Rupee (INR)
Çelebi Kargo (*)	Turkish Lira (TL)
Celebi Cargo	Euro (EUR)
CGHH	Hungarian Forint (HUF)
Çelebi Tanzania	Tanzanian Shilling (TZS)
PTN	Indonesian Rupiah (IDR)
CAI	Indonesian Rupiah (IDR)

(*) The financial statements of Çelebi Kargo, whose functional currency is the same as the presentation currency (TL), have been consolidated in TL using the direct method, and no translation differences have been recognized from Çelebi Kargo's financials.

Adjustment of Financial Statements in Periods of High Inflation

Entities applying TFRS have started implementing inflation accounting in accordance with TAS 29 Financial Reporting in Hyperinflationary Economies, following the announcement made by KGK on 23 November 2023. This application is mandatory for financial statements for annual reporting periods ending on or after 31 December 2023, including consolidated financial statements.

Since the functional currencies of the Company and its subsidiaries, except for Çelebi Kargo, are not TL, TAS 29 has not been applied in the consolidated financial statements except for Çelebi Kargo. However, in accordance with the Tax Procedure Law ("VUK") and the communiqué published on 30 December 2023 (Official Gazette No. 32415), inflation adjustments have been made to non-monetary items in the balance sheet as of 31 December 2024, which are subject to corporate tax calculations. Accordingly, for deferred tax calculations as of 31 December 2024, tax base values have been adjusted for inflation as per VUK.

As a result of the inflation accounting applied to the financial investment accounts of Çelebi Kargo, whose functional currency is TL, in its subsidiary with a capital and functional currency in Euro, the inflation effects were offset through eliminations at the consolidated level and accounted for under retained earnings. The resulting effect has been presented in the Inflation Accounting Adjustments line of the statement of changes in equity. purchasing power of the last three years based on the Consumer Price Index ("CPI") is more than 100%.

Although the Company operates in Türkiye, no adjustments have been made within the scope of TMS 29 since its functional currency is Euro.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

2.2 Consolidation Principles

a) The consolidated financial statements include the accounts of the parent company, Çelebi Hava, its subsidiaries, joint ventures, and associates, as outlined in paragraphs (b) to (f) below. The financial statements of entities included in the consolidation scope have been prepared in accordance with TFRS, considering necessary adjustments and classifications, ensuring uniform accounting principles and practices. The financial results of subsidiaries, joint ventures, and associates are included or excluded in line with the acquisition or disposal dates of these entities.

b) The consolidated financial statements include the financial statements of the Company and the entities controlled by the Company. Control is established when the Company meets the following conditions:

- Has power over the investee;
- Is exposed to or has rights to variable returns from the investee; and
- Has the ability to use its power to influence the investee's returns.

If an event or change in circumstances occurs that may affect any of the above-listed criteria, the Company reassesses whether it maintains control over its investment.

In cases where the Company does not hold the majority voting rights in an investee, it is deemed to have control over the investee if it possesses sufficient voting rights to unilaterally direct/manage the investee's activities. The Company considers all relevant facts and circumstances, including but not limited to the following, when assessing whether its voting power is sufficient to establish control over the investee:

- Comparison of the Company's voting rights with those of other shareholders;
- Potential voting rights held by the Company and other shareholders.
- Rights arising from contractual agreements; and
- Other facts and circumstances that may indicate the Company's existing power to govern relevant activities when decisions need to be made (including voting outcomes in past general assembly meetings).

c) The Group's direct and indirect ownership interest in its subsidiaries is shown below, and this ownership interest corresponds to the Group's effective share in the respective subsidiary.

Subsidiary	Capital share (%)	
	31 December 2024	31 December 2023
Celebi Delhi Cargo	74,0	74,0
Celebi Nas	59,0	59,0
CASI	99,9	99,9
CGHI	61,0	61,0
CGSC	100,0	100,0
KSU	58,7	58,7
Çelebi Kargo	99,9	99,9
Celebi Cargo	99,9	99,9
CGHH	100,0	100,0
Celebi Tanzania	65,0	65,0
PTN (*)	99,0	-
CAI	99,0	-

(*) As of the consolidated financial statements dated 31 December 2024, PTN's net assets have been provisionally recognized in accordance with the provisions of TFRS 3 "Business Combinations Standard." Under TFRS 3, any adjustments arising from the subsequent allocation of the purchase price in the provisional amounts will be made during the measurement period in accordance with TFRS 3.

d) The Group considers the purchase and sale transactions of shares in subsidiaries currently under its control, carried out with entities outside the parent company, as transactions between the equity holders of the Group. Accordingly, in the case of additional share purchases from entities outside the parent company, the difference between the acquisition cost and the carrying amount of the net assets corresponding to the acquired share of the partnership is recognized in equity. In share sales to entities outside the parent company, any gain or loss resulting from the difference between the sale price and the carrying amount of the net assets corresponding to the sold share of the partnership is also recognized in equity.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

e) Associates are accounted for using the equity method.

Equity participation (%)	31 December 2024	31 December 2023
DASPL	24,99	24,99

2.3 Going concern

The Group has prepared the consolidated financial statements based on the assumption that the entity will continue its operations for the foreseeable future.

2.4 Comparative Information and Restatement of Financial Statements from Previous Periods

To enable the identification of financial position and performance trends, the Group's current period consolidated financial statements are prepared comparably with the previous period. In order to ensure consistency with the presentation of the current period consolidated financial statements, comparative information is reclassified when necessary.

2.5 New and Revised Turkish Financial Reporting Standards

The accounting policies used in the preparation of the consolidated financial statements for the period ending on 31 December 2024, have been applied consistently with those used in the previous year, except for the new and revised TFRS and TFRS interpretations effective as of 1 January 2024, summarized below. The effects of these standards and interpretations on the Group's financial position and performance are explained in the relevant paragraphs.

i) New Standards, Amendments, and Interpretations Effective from 1 January 2024

Amendments to IAS 1- Classification of Liabilities as Current or Non-current

In March 2020 and January 2023, the KGK made amendments to IAS 1 to establish criteria for the classification of liabilities as current or non-current. According to the changes made in January 2023, if an entity has the right to defer the payment of a liability based on meeting the terms of a credit agreement after the reporting period, the entity has the right to defer the payment of the liability as of the reporting period's end (even if it does not meet the terms by the reporting period's end). When a liability arising from a credit agreement is classified as non-current, and the entity's right to defer payment depends on meeting the terms of the credit agreement within 12 months, the January 2023 amendments require entities to make certain disclosures. These disclosures should include information about the terms of the credit agreement and the related liabilities. Additionally, the amendments clarify that regardless of whether compliance with the contract terms will be tested at the reporting date or at a later date, the right to defer payment must exist as of the reporting period's end for the classification as non-current. The amendments explicitly state that the likelihood of the entity not exercising its right to defer payment beyond at least twelve months after the reporting period will not affect the classification of the liability. The amendments are applied retroactively in accordance with IAS 8. The mentioned change has not had a significant impact on the Group's financial position or performance.

Amendments to TFRS 16 - Lease Liabilities in Sale and Leaseback Transactions

In January 2023, KGK published amendments to TFRS 16. These amendments set out the provisions for measuring lease liabilities arising from sale and leaseback transactions in a way that ensures no gain or loss is recognized related to the right-of-use asset retained. Accordingly, after the sale and leaseback transaction has actually commenced, the seller-lessee, when applying the TFRS 16 provisions under the heading "Subsequent Measurement of Lease Liabilities," will determine the "lease payments" or "revised lease payments" without recognizing any gain or loss related to the retained right of use. The amendments do not contain specific provisions for the measurement of lease liabilities arising from sale and leaseback. The initial measurement of the lease liability may lead to different payments being considered lease payments than those included in the definition of lease payments in TFRS 16. The seller-lessee will need to develop and apply an accounting policy under IAS 8 to provide reliable and appropriate information. The seller-lessee applies the amendments retroactively to sale and leaseback transactions entered into after the initial adoption of TFRS 16 according to IAS 8. The mentioned change has not had a significant impact on the Group's financial position or performance.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

Amendments to TMS 7 and TFRS 7 - Disclosures: Supplier Financing Agreements

The amendments issued by the KGK in September 2023 introduce improvements to the existing provisions to help financial statement users understand the effects of supplier financing agreements on the company's liabilities, cash flows, and exposure to liquidity risks. Supplier financing agreements are defined as agreements where one or more financial providers undertake to pay the company's debt to its suppliers, and the company accepts to make the payment to the supplier on or after the payment date. These amendments require disclosures on the terms and conditions of such agreements, quantitative information regarding liabilities arising from them at the beginning and end of the reporting period, and the nature and effects of non-cash changes in the book value of these liabilities. Additionally, under the quantitative disclosures of liquidity risk as envisaged by TFRS 7, supplier financing agreements are given as examples of other factors that may need to be disclosed.

These amendments have not had a significant impact on the Group's financial position or performance.

ii) Standards published but not yet effective and not early adopted

As of the approval date of the consolidated financial statements, the new standards, interpretations, and amendments published but not yet effective for the current reporting period and not early adopted by the Group are as follows. Unless otherwise stated, the Group will make the necessary changes to its consolidated financial statements and notes once these new standards and interpretations become effective.

Amendments to TFRS 10 and TMS 28: Sales or Contributions of Assets between an Investor and its Associate or Joint Venture

The KGK has indefinitely postponed the effective date of the amendments to TFRS 10 and TMS 28 made in December 2017, which are related to the equity method, based on the ongoing research project outcomes. However, early adoption is still permitted.

The Group will assess the effects of these amendments once the mentioned standards are finalized.

TFRS 17 - New Insurance Contracts Standard

In February 2019, the KGK published TFRS 17, a comprehensive new accounting standard for insurance contracts, covering recognition, measurement, presentation, and disclosure. TFRS 17 introduces a model that ensures both the measurement of liabilities arising from insurance contracts at their current balance sheet values and the recognition of profit over the period during which the services are provided. Some changes in future cash flow forecasts and risk adjustments are also recognized over the period during which services are provided. Businesses can choose to recognize the effects of changes in discount rates either in profit or loss or other comprehensive income. The standard includes specific guidance for the measurement and presentation of insurance contracts with participation features. Additionally, according to changes published by the KGK in December 2021, businesses have the option to apply a "classification overlay" transition option to address potential accounting mismatches between financial assets and insurance contract liabilities presented in comparative information when TFRS 17 is first applied.

With the announcement made by KGK, the mandatory effective date of the Standard has been postponed for the following businesses to accounting periods starting on or after 1 January 2026:

- Insurance, reinsurance companies, and pension companies.
- Banks with holdings/investments in insurance, reinsurance companies, and pension companies.
- Other companies with holdings/investments in insurance, reinsurance companies, and pension companies.

This change has not had a significant impact on the Group's financial position or performance.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

TMS 21 Amendments - Lack of Convertibility

In May 2024, KGK published amendments to TMS 21. The amendments specify how to assess whether a currency is convertible and how to determine the applicable exchange rate when a currency is not convertible. According to the change, when determining the applicable exchange rate for a currency that is not convertible, information should be provided to help financial statement users understand how the inability to exchange the currency with another currency affects or is expected to affect the entity's performance, financial position, and cash flows. The amendments apply to annual reporting periods beginning on or after 1 January 2025. Early adoption is allowed, and in such cases, disclosures should be made in the notes. When the amendments are applied, comparative information will not be restated.

The impact of this change on the Group's financial position and performance is being evaluated.

iii) Changes effective from the date of publication.

TMS 12 Changes - International Tax Reform - Pillar Two Model Rules.

In September 2023, KGK published amendments to TMS 12, introducing a mandatory exception for the recognition and disclosure of deferred tax assets and liabilities related to the Second Pillar income taxes. These amendments clarify that TMS 12 will apply to income data arising from tax laws that have been enacted or are near enactment, in line with the implementation of the Second Pillar Model Rules published by the Organization for Economic Co-operation and Development (OECD). The changes also introduce specific disclosure requirements for businesses affected by these tax laws. The exception regarding the recognition and disclosure of deferred taxes under this scope will be applied with the publication of the amendment.

The mentioned change has not had a significant impact on the Group's financial position or performance.

iv) Changes published by the International Accounting Standards Board (IASB) but not yet issued by the Public Oversight Authority (KGK)

The two changes related to IFRS 9 and IFRS 7, as well as the Annual Improvements to IFRS and IFRS 18 and IFRS 19 Standards, have been published by the IASB but have not yet been adapted or issued by the KGK for TFRS. Therefore, they do not constitute part of the TFRS. The Group will make the necessary changes to its consolidated financial statements and notes once these Standards and changes are implemented in TFRS.

IFRS 9 and IFRS 7 Amendments - Classification and Measurement of Financial Instruments

In May 2024, the IASB published amendments regarding the classification and measurement of financial instruments (related to IFRS 9 and IFRS 7). The amendments clarified that financial liabilities will be derecognized at the "settlement date." Additionally, the amendments introduce an accounting policy choice to derecognize financial liabilities settled through an electronic payment system before the settlement date, provided certain conditions are met. The changes also provide explanatory provisions on how the cash flow characteristics of financial assets containing environmental, social, and governance (ESG)-linked or conditionally linked features should be evaluated, as well as on the application of non-recallable assets and financial instruments linked by contracts. Furthermore, the amendments add additional disclosures to IFRS 7 for financial assets and liabilities containing contractual provisions referring to a conditional event (including ESG-linked) and for equity-based financial instruments measured at fair value through other comprehensive income.

The impact of the changes on the Group's financial position and performance is being evaluated.

Annual Improvements to IFRS Accounting Standards - 11th Amendment

In July 2024, the IASB published the "Annual Improvements to IFRS Accounting Standards/11th Amendment," which includes the following changes:

- *IFRS 1 First-time Adoption of International Financial Reporting Standards - Hedge accounting by an entity adopting IFRS for the first time: The change was made to eliminate potential confusion caused by inconsistencies between the terms in IFRS 1 and the hedge accounting provisions in IFRS 9.*
- *IFRS 7 Financial Instruments: Disclosures - Gains or losses on derecognition: A change has been made in IFRS 7 regarding the expression of unobservable inputs, with a reference to IFRS 13 being added.*

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

- *IFRS 9 Financial Instruments - Derecognition of lease liabilities by the lessee and transaction price: IFRS 9 was amended to clarify that when the lease liability is extinguished from the lessee's perspective, any resulting gain or loss must be recognized in profit or loss, and the reference to "transaction price" has been removed.*
- *IFRS 10 Consolidated Financial Statements - Identification of "de facto agent": Changes were made to address inconsistencies in paragraphs of IFRS 10.*
- *IAS 7 Statement of Cash Flows - Cost method: Following earlier amendments where the term "cost method" was removed, this term has now been removed from the standard.*

The impact of the changes on the Group's financial position and performance is being evaluated.

Changes to IFRS 9 and IFRS 7 - Contracts Relating to Electricity Generated from Natural Resources

In December 2024, the IASB published a change regarding "Contracts Relating to Electricity Generated from Natural Resources" (related to IFRS 9 and IFRS 7). The change clarifies the application of provisions for the "own use" exception and permits hedge accounting when such contracts are used as hedging instruments. Additionally, the change introduces new disclosure requirements to ensure that investors understand the impact of these contracts on the company's financial performance and cash flows.

The impact of this change on the Group's financial position and performance is being evaluated.

IFRS 18 - New Financial Statement Presentation and Disclosure Standard

In April 2024, the IASB published IFRS 18, replacing IAS 1. IFRS 18 introduces new provisions regarding the presentation of the income statement, including the requirement to present certain totals and subtotals. IFRS 18 requires businesses to present all income and expenses included in the income statement under one of five categories: operating activities, investing activities, financing activities, income taxes, and discontinued operations. The standard also requires the disclosure of performance measures set by management, and introduces new provisions for the aggregation or disaggregation of financial information in accordance with the roles defined for the primary financial statements and footnotes. With the publication of IFRS 18, certain changes have also been made to other financial reporting standards such as IAS 7, IAS 8, and IAS 34.

The impact of this change on the Group's financial position and performance is being evaluated.

IFRS 19 - New Standard for Disclosures of Subsidiaries Without Public Accountability

In May 2024, the IASB published IFRS 19, which offers the option of providing reduced disclosures when applying the recognition, measurement, and presentation requirements in IFRSs for certain businesses.

Unless otherwise stated, businesses within the scope that choose to apply IFRS 19 will not be required to apply the disclosure requirements in other IFRSs. A business with a parent company (interim or ultimate) that is a subsidiary, not publicly accountable, and prepares consolidated financial statements in compliance with IFRSs available to the public, may choose to apply IFRS 19.

The impact of this change on the Group's financial position and performance is being evaluated.

2.6. Summary of Significant Accounting Policies

2.6.1 Recognition of Revenues

Revenues are recognized on an accrual basis at the fair value of the amount received or receivable from the sale of goods and services. Net sales represent the invoiced amount for delivered goods and services, after deducting sales discounts and returns. If there is a significant financing component in the sales, the fair value is determined by discounting future payments at the interest rate inherent in the financing component. The difference is recognized as other income from operating activities for the relevant periods on an accrual basis.

Dividend Income

Dividend income is recognized when the right to receive the dividend arises.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

2.6.2 Financial Assets

Classification

The Group classifies its financial assets into three categories: "financial assets measured at amortized cost," "financial assets measured at fair value through other comprehensive income," and "financial assets measured at fair value through profit or loss." Classification is based on the business model used by the entity for managing the financial assets and the characteristics of the contractual cash flows of the financial asset. The Group makes the classification of its financial assets at the acquisition date. Financial assets are not reclassified after their initial recognition, except in the case of a change in the business model used for managing the financial assets. In the event of a change in the business model, the financial assets are reclassified on the first day of the reporting period following the change.

Recognition and Measurement

"Financial assets measured at amortized cost" are financial assets that are held within a business model whose objective is to collect contractual cash flows, which consist solely of principal and interest payments on the outstanding principal balance and are not derivative instruments. The Group's financial assets measured at amortized cost include items such as "cash and cash equivalents," "trade receivables," "other receivables," and "financial investments." These assets are initially recognized at their fair value on the financial statements and, after initial recognition, are measured at amortized cost using the effective interest rate method. The gains and losses resulting from the measurement of financial assets at amortized cost and non-derivative financial assets are recognized in the consolidated income statement.

"Financial assets measured at fair value through other comprehensive income" are financial assets that are held within a business model whose objective is to collect contractual cash flows and to sell the financial asset, which consist solely of principal and interest payments on the outstanding principal balance and are not derivative instruments. The gains or losses arising from these financial assets, excluding impairment losses or gains, and exchange differences, are recognized in other comprehensive income. Upon the sale of these assets, the accumulated valuation differences recognized in other comprehensive income are reclassified to retained earnings.

"Financial assets measured at fair value through profit or loss" include all financial assets that are not classified as either financial assets measured at amortized cost or financial assets measured at fair value through other comprehensive income. The gains and losses resulting from the measurement of these financial assets are recognized in the consolidated income statement.

Derecognition of Financial Assets

The Group derecognizes a financial asset from its records when the rights to the related cash flows from the financial asset have expired, or when the ownership of all risks and rewards associated with the financial asset is transferred through a sale transaction. Any rights created or retained by the Group in relation to the transferred financial asset are recognized as a separate asset or liability.

Impairment

Impairment of financial assets and contract assets is calculated using the "expected credit loss" (ECL) model. The impairment model applies to financial assets measured at amortized cost and contract assets.

If, at the reporting date, the financial asset has low credit risk, the Group may determine that there has not been a significant increase in credit risk. However, for trade receivables and contract assets, the lifetime ECL measurement (simplified approach) always applies, without a significant financing component.

2.6.3 Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, bank deposits, and short-term investments that are readily convertible to known amounts of cash, with an insignificant risk of changes in value, and have a maturity of three months or less (Note 4).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

2.6.4 Property, Plant, and Equipment

Property, plant, and equipment are carried at their acquisition cost, less accumulated depreciation and, if applicable, accumulated impairment losses, which are reflected in the consolidated financial statements. Depreciation is calculated using the straight-line method, reflecting the economic lives of the assets.

The estimated useful lives of property, plant, and equipment are as follows:

	Useful Life (Years)
Machinery and equipment	1-20
Vehicles	2-10
Fixtures and fittings	1-20
Special costs	5-25

Depreciation is charged from the date when the tangible fixed assets are ready for use. Depreciation continues to be charged even during the periods when the assets are idle.

The gain or loss arising from the disposal of tangible fixed assets is determined by comparing the net book value of the asset with the amount received and is included in the income and expenses of investment activities.

If there are indications of impairment of tangible fixed assets, an assessment is made to identify any possible impairment. If, after this assessment, the carrying amount of the tangible fixed asset exceeds its recoverable amount, the carrying value is reduced to its recoverable amount through the recognition of an impairment allowance. The recoverable amount is considered as the higher of the net cash flows expected from the asset's current use and its net selling price.

Expenditures related to replacing any part of tangible fixed assets can be capitalized if they enhance the future economic benefits of the asset, along with maintenance and repair costs. All other expenditures are recognized as expenses in the income statement as they are incurred.

2.6.5 Intangible Assets

a) Goodwill

Goodwill is reviewed annually for impairment and is carried in the balance sheet at its cost value less accumulated impairment losses. Any impairment losses recognized on goodwill cannot be reversed. The gain or loss from the sale of a business includes the carrying amount of the goodwill related to the sold entity. For impairment testing, goodwill is allocated to the cash-generating units. The allocation is made to the cash-generating units or groups of units expected to benefit from the business combination in which the goodwill arose.

The future cash flow forecasts used in the impairment test do not include cash inflows and outflows related to future restructuring or performance improvements or enhancements that the Group has not yet committed to.

b) Computer Software

Computer software is recorded at the cost incurred to acquire the rights. Computer software is amortized over its estimated limited useful life using the straight-line method and is carried at the cost less accumulated amortization. The estimated useful life of computer software ranges from 3 to 15 years. Maintenance costs for computer software are expensed as incurred. Development costs initially recognized as expenses cannot be capitalized as assets at a later date.

c) Concessions and Build-Operate-Transfer (BOT) Investments

Concession agreements involve the construction/upgrade, operation, and maintenance of infrastructure used for providing public services over a pre-determined period by an operator. During the agreement period, the operator earns revenue for the services provided. The agreement defines performance standards, pricing mechanisms, and regulatory frameworks regarding potential disputes. The granting authority controls the infrastructure investment, and at the end of the contract, the operator transfers the infrastructure back to the granting authority.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

In relation to concession agreements, the Group applies the intangible asset model under IFRIC 12 "Service Concession Arrangements" for BOT investments.

Intangible assets arising from concession agreements are tracked under the category of Build-Operate-Transfer investments, listed under intangible assets.

Operational or service revenues are recognized by the Group in the period in which the service is provided.

In the context of concession agreements, the liabilities related to maintenance or modernization are accounted for in accordance with TAS 37 ("Provisions, Contingent Liabilities, and Contingent Assets").

Depreciation on investment costs related to terminal construction is calculated using the normal depreciation method, based on the assumption that the terminal will be operated throughout its duration.

Borrowing costs directly related to Build-Operate-Transfer (BOT) investments are capitalized as part of the cost of the related asset, provided that these costs are expected to generate future economic benefits for the asset and the costs can be measured reliably.

Under concession agreements, the Group has capitalized the difference calculated by bringing the paid deposit amounts to their present value as a BOT investment, and it is amortized over the concession period of the terminals (Note 13).

2.6.6 Inventories

Inventories are valued at the lower of net realizable value or cost. The cost of inventories includes all purchase costs and other costs incurred to bring the inventories to their present location and condition.

The unit cost of inventories is determined using the weighted average cost method. Interest costs are not included in the inventory cost. The net realizable value is the estimated selling price in the ordinary course of business, less completion costs and the costs necessary to make the sale.

2.6.7 Impairment of Assets

The Group evaluates, on each balance sheet date, whether there is any indication of impairment for each asset, except for deferred tax assets, intangible assets with indefinite useful lives, and financial assets presented at fair value. If there is an indication of impairment, the recoverable amount of the asset is estimated. If the carrying amount of the asset or any of its cash-generating units exceeds the amount recoverable through use or sale, impairment is recognized. The recoverable amount is the higher of the fair value less costs to sell and the value in use, with the value in use being the present value of the expected future cash flows from the continuous use of the asset and its disposal at the end of its useful life.

Impairment losses are recognized in the income statement. A cash-generating unit is the smallest distinguishable group of assets that generates independent cash inflows.

If the impairment loss of an asset is later reversed due to an event related to the period after the recognition of the impairment, it is reversed, but the reversal cannot exceed the carrying amount that would have been determined if no impairment had been recognized, and it is reflected as income in the consolidated financial statements.

2.6.8 Financial Liabilities and Borrowing Costs

Loans are recorded at their values after deducting transaction costs from the loan amount at the time of borrowing. Loans are subsequently stated at their amortized cost, discounted using the effective interest method. The difference between the remaining amount after deducting transaction costs and the discounted cost is reflected as financing costs in the consolidated income statement over the loan period.

Financing costs arising from loans are included in the cost of related assets if they are associated with the acquisition or construction of specific assets. Specific assets refer to those that require a long period to be ready for use or sale. All other borrowing costs are recorded in the profit or loss statement in the period in which they are incurred.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

2.6.9 Lease Transactions

Group as Lessee

At the commencement of the contract, the Group assesses whether the contract constitutes a lease or contains lease terms. The Group recognizes the right-of-use asset and the corresponding lease liability for all lease contracts except for short-term leases (leases with a term of 12 months or less) and leases of low-value assets. If there is no other systematic basis better reflecting the timing structure of economic benefits derived from the leased assets, the Group recognizes lease payments as an operating expense on a straight-line basis over the lease term.

At initial recognition, lease liabilities are recorded at the present value of unpaid lease payments discounted at the lease rate. If this rate is not specified in the agreement, the Group uses an alternative borrowing rate determined by itself.

Lease payments included in the measurement of the lease liability consist of the following:

- The amount obtained by deducting any lease incentives from fixed lease payments (essentially fixed payments);
- Variable lease payments, based on an index or rate, which are initially measured using an index or rate at the lease commencement date;
- The amount of debt expected to be paid under residual value guarantees by the lessee;
- The exercise price of purchase options, if it is reasonably certain that the lessee will exercise those options;
- If a lease termination right exists during the lease term, the penalty payment for the lease termination.

The lease liability is presented as a separate item in the consolidated statement of financial position. The lease liability is subsequently measured by increasing the net book value (using the effective interest method) to reflect the interest on the lease liability and decreasing the net book value to reflect the lease payments made. The Group will reassess the lease liability (and make appropriate adjustments to the related right-of-use asset) in the following situations:

- When there is a change in the assessment of the lease term or the exercise of a purchase option, the revised lease payments are discounted using a revised discount rate, and the lease liability is remeasured.
- When there is a change in lease payments due to changes in the index, rate, or expected payment changes in the committed residual value, the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (if the change in lease payments is due to a change in the variable interest rate, the revised discount rate is used).
- When a lease contract is modified and the lease modification is not accounted for as a separate lease, the revised lease payments are discounted using the revised discount rate, and the lease liability is re-measured accordingly.

The Group has not made such a modification during the periods presented in the financial statements.

Right-of-use assets include the initial measurement of the corresponding lease liability, lease payments made before or at the commencement date of the lease, and any other direct initial costs. These assets are subsequently measured at cost, less accumulated depreciation and impairment losses. If the Group incurs costs for dismantling and removing a leased asset, restoring the area where the asset is located, or restoring the underlying asset in accordance with lease terms and conditions, a provision is recognized in accordance with IAS 37. These costs are included in the related right-of-use asset, unless they are incurred for the production of inventory.

Right-of-use assets are amortized over the shorter of the lease term and the useful life of the underlying asset. When ownership of the underlying asset is transferred or the Group plans to exercise a purchase option based on the cost of the right-of-use asset, the related right-of-use asset is amortized over the useful life of the underlying asset. Amortization begins on the lease commencement date. Right-of-use assets are presented as a separate line item in the consolidated statement of financial position. The Group applies the IAS 36 standard to assess whether right-of-use assets are impaired, and all recognized impairment losses are accounted for as outlined in the "Property, Plant and Equipment" policy.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

Group as a Lessor

The leases in which the Group acts as a lessor are classified as either finance leases or operating leases. If all significant ownership risks and rewards are substantially transferred to the lessee under the lease terms, the contract is classified as a finance lease, while all other leases are classified as operating leases. When acting as an intermediate lessor, the Group accounts for the main lease and the sublease as two separate contracts, with the sublease classified as either a finance lease or an operating lease based on the right-of-use asset arising from the main lease. Rental income from operating leases is recognized on a straight-line basis over the lease term, and any directly attributable initial costs incurred in negotiating and arranging an operating lease are included in the cost of the leased asset and amortized over the lease term. Finance lease receivables from lessees are recognized as receivables equal to the Group's net investment in the lease, and finance lease income is allocated to accounting periods to reflect a constant periodic rate of return on the Group's outstanding net investment. If a contract contains both lease and non-lease components, the Group applies the TFRS 15 standard to allocate the consideration specified in the contract to each component.

2.6.10 Business Combinations and Goodwill

Business combinations are considered as the merging of two separate legal entities or businesses to be presented as a single reporting entity. Business combinations are accounted for using the acquisition method under IFRS 3 (Note 13).

The acquisition cost incurred in the acquisition of a business is allocated to the identifiable assets, liabilities, and contingent liabilities of the acquired business at the acquisition date. Any portion of the acquisition cost exceeding the acquirer's share of the fair value of the identifiable assets, liabilities, and contingent liabilities of the acquired business is recognized as goodwill. In business combinations, assets not reflected in the acquired company's financial statements (such as carry forward tax losses), intangible assets (such as brand value), and/or contingent liabilities are recognized at their fair values in the consolidated financial statements. Goodwill amounts recorded in the acquired company's financial statements are not considered identifiable assets.

Goodwill arising during a business combination is not amortized but instead subjected to an impairment test annually or more frequently if there are indicators of impairment. Impairment charges related to goodwill are not reversed in subsequent periods. For impairment testing, goodwill is allocated to cash-generating units. This allocation is made to the cash-generating units or groups of cash-generating units expected to benefit from the business combination that gave rise to the goodwill. If the acquirer's share of the fair value of the identifiable assets, liabilities, and contingent liabilities of the acquired business exceeds the cost of the business combination, the difference is recognized as a gain in the consolidated income statement.

As of 31 December 2024, the net assets of PTN have been provisionally recognized in the consolidated financial statements in accordance with the provisions of IFRS 3 "Business Combinations." Under IFRS 3, any adjustments arising from the subsequent allocation of the purchase price in provisional amounts will be made during the measurement period as required by IFRS 3.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

The purchase price and the provisional fair values of the acquired assets and liabilities under IFRS 3 are summarized in the following table:

	27 March 2024
Cash and cash equivalents	3.966.560
Trade receivables	71.666.910
Other receivables	1.021.232
Other current assets	15.332.951
Financial investments	1.373.301
Property, plant, and equipment	30.551.144
Deferred tax asset	6.913.971
Other non-current assets	1.219.439
Trade and other payables	(77.305.167)
Short-term borrowings	(10.682.976)
Other short-term liabilities	(51.262.264)
Long-term borrowings	(2.150.961)
Long-term provisions	(42.600.622)
Total identifiable assets value (100%) (provisional)	(51.956.481)
Foreign currency translation differences	9.017.830
Goodwill (provisional)	131.660.311
Total purchase consideration (provisional)	70.686.000

2.6.11 Trade Payables

Trade payables represent the mandatory payments for goods and services obtained from suppliers as part of the company's ordinary operations. Trade payables are initially recognized and recorded at their fair values.

2.6.12 Foreign Currency Transactions

Transactions in foreign currencies during the period are translated into the functional currency at the exchange rates prevailing at the transaction dates. Foreign currency-denominated monetary assets and liabilities are translated at the exchange rates prevailing at the balance sheet date. Exchange differences arising from the translation of monetary assets and liabilities are recognized in the consolidated income statement. When translating foreign currency assets and liabilities into the presentation currency, the daily or average exchange rate is used.

2.6.13 Earnings Per Share

Earnings per share, as stated in the consolidated income statement, are determined by dividing the consolidated net profit attributable to the parent company's equity holders by the weighted average number of shares outstanding during the relevant period (Note 30).

Companies in Turkey may increase their capital by distributing bonus shares to existing shareholders in proportion to their shares from retained earnings and the equity inflation adjustment differences. When calculating earnings per share, such bonus share issues are considered as issued shares. Therefore, the weighted average number of shares used in the earnings per share calculation is determined retrospectively, taking into account the issued bonus shares.

2.6.14 Events After the Balance Sheet Date

If events requiring adjustment arise after the balance sheet date, the Group adjusts the amounts recognized in the financial statements to reflect the new situation. Non-adjusting events that occur after the balance sheet date are disclosed in the notes to the consolidated financial statements if they are significant enough to affect the economic decisions of financial statement users (Note 34).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

2.6.15 Provisions, Contingent Liabilities, and Contingent Assets

For a provision to be recognized in the consolidated financial statements, the Group must have a present legal or constructive obligation arising from past events, it must be probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and the amount of the obligation must be reliably estimable (Note 14).

In cases where the effect of the time value of money is significant, the provision amount is determined as the present value of the expenses expected to be incurred to fulfil the obligation. The discount rate used to determine the present value of provisions considers the interest rates prevailing in the relevant markets and the risk specific to the liability. The discount rate must be a pre-tax rate and should not include risks related to future cash flow estimates.

Obligations and assets that arise from past events but whose existence can only be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the Group's full control are considered contingent liabilities and assets. These are not recognized in the financial statements.

2.6.16 Related Parties

A related party is a person or entity that is related to the reporting entity (the "Company") (Note 31).

a) A person or a close member of that person's family is considered related to the reporting Company if that person:

Söz konusu kişinin;

- i) Has control or joint control over the reporting Company,
- ii) Has significant influence over the reporting Company,
- iii) Is a member of the key management personnel of the reporting Company or its parent.

b) An entity is considered related to the reporting Company if any of the following conditions apply:

- i) The entity and the reporting Company belong to the same group (i.e., each parent, subsidiary, and fellow subsidiary is related to the others).
- ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a group to which the other entity belongs).
- iii) Both entities are joint ventures of the same third party.
- iv) One entity is a joint venture of a third entity, and the other entity is an associate of the same third entity.
- v) The entity has a post-employment benefit plan for the employees of the reporting Company, or an entity related to the reporting Company. If the reporting Company itself has such a plan, the sponsoring employers are also related to the reporting Company.
- vi) The entity is controlled or jointly controlled by a person identified in (a).
- vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or its parent).

2.6.17 Reporting by Operating Segments

Operating segments are assessed in parallel with the internal reporting and strategic segments presented to the Group's decision-making authorities regarding its operations. The strategic decision-making authorities and individuals authorized to allocate resources to these segments and evaluate their performance are defined as the Group's senior management. The Group's senior management monitors the Group's operations under two main business segments: airport ground handling services and cargo and warehouse services.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

2.6.18 Taxes on Corporate Income

Current Tax Expense and Deferred Tax

Tax expense includes the current tax expense and deferred tax expense. Unless it is related to a transaction that is directly recognized in equity, tax is included in the income statement. Otherwise, the tax is also recognized in equity along with the related transaction.

Current tax expense is calculated based on the tax laws applicable in the countries where the Group's subsidiaries and equity-accounted investments operate as of the financial position statement date.

Income Tax

The Company and its subsidiaries, affiliates, and jointly controlled entities within the scope of consolidation, which are incorporated in Turkey and other countries, are subject to the tax legislation and regulations applicable in the countries where they operate.

In 2024, the corporate tax rate in Turkey is 25% (2023: 25%). The corporate tax rate is applied to the net corporate income, which is determined by adding non-deductible expenses according to tax laws and deducting exemptions and allowances stated in tax legislation. Corporate tax must be declared by the evening of the 25th day of the fourth month following the relevant fiscal year-end and paid by the end of the same month. Additionally, under Turkish tax regulations, companies with legal or business centre's in Turkey are required to calculate provisional tax on their quarterly financial profits and declare the relevant period's results by the 14th day of the second month following the period, paying the calculated provisional tax by the evening of the 17th day. The provisional tax paid within the year is offset against the corporate tax calculated on the corporate tax return to be filed in the following year. If there is any remaining provisional tax after offsetting, it can be refunded in cash or used for future tax payments. As of 31 December 2024, and 2023, tax provisions have been recognized in accordance with the applicable tax regulations.

According to the Corporate Tax Law, tax losses reported on the tax return can be deducted from corporate taxable income for up to five years, provided they are not carried forward beyond this period. Declarations and relevant accounting records are subject to review by the tax authorities within five years.

Dividend payments made to entities other than those exempt from corporate and income tax in Turkey, as well as payments made to Turkish and non-Turkish resident individuals and non-resident legal entities, are subject to a 10% withholding tax. However, dividend payments made by resident companies to other resident joint-stock companies in Turkey are not subject to withholding tax. Additionally, no withholding tax is applied if the profit is retained or added to the capital.

Turkish tax legislation does not permit the parent company to file a consolidated tax return, including its subsidiaries. Therefore, the tax liabilities reflected in the Group's consolidated financial statements have been calculated separately for each company within the consolidation scope.

Deferred Tax

Deferred tax is calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities in the financial statements and their tax bases. The tax rates enacted at the financial position statement date under the prevailing tax regulations are used in the calculation of deferred tax.

While deferred tax liabilities are recognized for all taxable temporary differences, deferred tax assets arising from deductible temporary differences are recognized only to the extent that it is highly probable that taxable profits will be available in the future to utilize these differences.

Deferred tax assets and liabilities are offset only if there is a legally enforceable right to offset current tax assets against current tax liabilities and if they relate to income taxes levied by the same taxation authority within the same jurisdiction.

As of 31 December 2024, a tax rate of 25% has been used in the calculation of deferred tax for all temporary differences.

Turkish tax legislation does not permit the parent company to file a consolidated tax return, including its subsidiaries. Therefore, the tax liabilities reflected in the Group's consolidated financial statements have been calculated separately for each company within the consolidation scope. In the financial position statements dated 31 December 2024, and 2023, the tax amounts payable for each subsidiary have been netted off and are presented separately in the consolidated financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

2.6.19 Employee Benefits

Severance Pay

The severance pay provision represents the present value of the estimated total liability for future obligations arising from employees' retirement, based on the Turkish Labor Law and the laws applicable in the countries where the Group's subsidiaries operate. Under the Turkish Labor Law, the Group is required to make a lump-sum severance payment to each employee who has completed at least one year of service, except in cases of voluntary resignation or termination due to misconduct. The obligation also applies in cases of dismissal, death, or retirement. The present value of the defined benefit obligation is calculated using the projected unit credit method. All actuarial gains and losses are recognized under equity. The severance pay liability is calculated by estimating the present value of the future probable obligation that will arise when employees of the Group's subsidiaries retire.

For companies operating in Turkey, certain transitional provisions have been introduced following the legislative changes on 23 May 2002, regarding pre-retirement service periods. The severance payment amount is equal to one month's salary per year of service, subject to a maximum limit of TRY 41,828.42 as of 31 December 2024 (31 December 2023: TRY 23,489.83).

Provision for Unused Vacation Days

The Company recognizes a liability for the number of vacation days earned but not used by employees. This provision is classified as a short-term liability, measured without discounting, and is expensed as incurred in profit or loss.

2.6.20 Cash Flow Statement

In the cash flow statement, cash flows for the period are classified and reported based on operating, investing, and financing activities.

Cash flows from operating activities show the cash flows arising from the Group's airport ground services and airport construction and operation activities.

Cash flows related to investing activities show the cash flows used and generated by the Group's investment activities (such as fixed and financial investments).

Cash flows related to financing activities show the sources used by the Group in its financing activities and the repayments of those sources.

2.6.21 Dividends

Receivables from dividends are recognized as income in the period in which they are declared. Dividend payables are reflected as liabilities in the consolidated financial statements in the period in which they are declared as part of the profit distribution.

2.6.22 Paid-in Capital

Ordinary shares are classified under equity. Costs related to the issuance of new shares and options are deducted from the amount collected, net of tax effects, and are shown under equity.

2.6.23 Netting/Set-Off

Any item that is material in terms of content and amount, even if of a similar nature, is shown separately in the consolidated financial statements. Non-material amounts, in terms of their bases and functions, are aggregated and shown together.

If the substance of a transaction or event requires set-off, showing the net amount of this transaction or event or tracking the amount after impairment of assets does not constitute a violation of the no-netting rule. Revenues earned outside of the operating income, resulting from transactions carried out in the Group's normal course of business, are shown at their net amount, provided they are in line with the substance of the transaction or event.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

2.7 Significant Accounting Estimates, Assumptions, and Judgments

The preparation of consolidated financial statements requires the use of estimates and assumptions that may affect the amounts of reported assets and liabilities, contingent assets and liabilities, and the amounts of reported income and expenses for the period. Although these estimates and assumptions are based on the Group management's best knowledge of current events and transactions, actual results may differ from those assumptions. The estimates and assumptions that may lead to significant adjustments to the recorded values of assets and liabilities in future financial reporting periods are outlined below:

(a) Goodwill Impairment

According to the accounting policy specified in Note 2.4.11, goodwill is tested for impairment once a year, as of 31 December, or more frequently if conditions indicate a possible impairment. As of 31 December 2024, no impairment was identified following the Group's analysis.

(b) Impairment of Intangible Assets

According to the accounting policy specified in Note 2.4.5, intangible assets are presented at their net value after deducting the acquisition cost, accumulated amortization, and any impairment.

(c) Provisions

According to the accounting policy specified in Note 2.4.15, provisions are made when, as a result of past events, the Group has a present legal or constructive obligation, and the outflow of resources to settle the obligation is probable, and the amount to be paid can be reliably estimated. In this context, as of 31 December 2024, the Group has reviewed the legal proceedings and compensation cases filed against it and, due to the possibility of losing, has made the necessary provision (Note 14).

(d) Corporate Income Tax

According to the accounting policy specified in Note 2.4.18, the Group makes provisions for current year tax liabilities, calculated on the taxable portion of the estimated period's profit and using the applicable tax rates as of the balance sheet date. The tax laws of the countries where the Group's subsidiaries and jointly controlled entities operate are subject to different interpretations and may change. Therefore, the interpretation of tax laws by tax authorities may differ from that of the management, which may result in the tax authorities interpreting transactions differently, and the Group may be subject to additional taxes, penalties, and interest.

As of 31 December 2024, the Group has reviewed the potential tax penalties that may arise in its subsidiaries and jointly controlled entities and has not deemed it necessary to create any provisions beyond those already made.

(e) Deferred Tax Assets on Available Tax Credits

Deferred tax assets arising from unused tax losses are recognized if it is highly probable that there will be sufficient taxable profit in future periods to utilize the tax losses.

(f) Investments Made Under Concession Agreements in the Scope of TFRS 12

The Group's subsidiary in India, Celebi Delhi Cargo, signed a concession agreement with Delhi International Airport Private Limited ("DIAL") on 6 May 2009, to develop, modernize, finance, and operate the existing cargo terminal at the New Delhi airport for a period of 25 years.

The investment expenditures made under this agreement and the concession agreement signed by the Group's jointly controlled entity in India, Celebi Nas, on 8 April 2015, are accounted for in accordance with the Turkish Financial Reporting Standards Interpretation 12 ("TFRS 12") Concession Service Agreements.

The preparation of consolidated financial statements in accordance with TFRS requires management to make decisions, estimates, and assumptions that affect the reported assets, liabilities, income, and expense amounts. Actual results may differ from these estimates.

The estimates and assumptions underlying these estimates are continually reviewed. Updates to accounting estimates are recorded in the period in which the update is made and in subsequent periods affected by the updates.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

The following notes provide information regarding significant decisions related to accounting policies that have the most impact on the amounts recorded in the consolidated financial statements:

Note 2.5 (f) - Application of profit margins to construction costs under TFRS Interpretation 12 "Service Concession Agreements"

The following notes provide information regarding estimates that have a significant impact on the amounts recorded in the consolidated financial statements:

Not 11 - Property, Plant, and Equipment

Not 12 - Right-of-use Assets

Not 13 - Intangible Assets

Not 14 - Provisions for Employee Benefits

Not 29 - Tax Assets and Liabilities

Not 31 - Related Party Disclosures

3. Segment reporting

Management has determined the operating segments based on the reports reviewed by the Company's senior management and effective in making strategic decisions. The management evaluates the Group from two perspectives; based on geographical position and operational segments. They are assessing the Group's performance on an operational segment basis as, Ground Handling Services, Security Services, Cargo and Warehouse Services. Since the Group's income consists primarily of these operational segments, Ground Handling Services and Cargo and Warehouse Services are regarded as reportable operating segment revenues. The management assesses the performance of the operational segments based on a measure of EBITDA after deduction of the impact of TFRS Interpretation ("TFRIC 12"), retirement pay liability and unused vacation provisions from earnings before interest, tax depreciation and amortization.

The operational segment information provided to the board of directors as of 31 December 2024 is as follows:

	Operation Groups			
	Ground Handling	Cargo and Warehouse Services	Consolidation Adjustments	After Consolidation
1 January - 31 December 2024				
Revenue	12.853.292.450	6.424.675.221	(99.961.259)	19.178.006.412
Cost of sales	(9.211.202.447)	(4.069.395.047)	104.000.079	(13.176.597.415)
Gross profit	3.642.090.003	2.355.280.174	4.038.820	6.001.408.997
General administrative expenses	(1.315.635.604)	(392.832.233)	23.469.574	(1.684.998.263)
Addition: Depreciation and amortization	632.547.913	313.947.127	-	946.495.040
Addition: TFRIC -12 effect shares	-	89.234.959	-	89.234.959
Addition: Provision for employment termination benefit and unused vacation	181.591.778	22.850.469	-	204.442.247
Addition: Income from derivative transactions	35.023.409	-	-	35.023.409
EBITDA effect of investments accounted by using equity method	(5.155.276)			(5.155.276)
EBITDA	3.170.462.223	2.388.480.496	27.508.394	5.586.451.113
Lease expenses under TFRS 16	(341.374.300)	(100.617.340)	-	(441.991.640)
EBITDA (Except for TFRS 16)	2.829.087.923	2.287.863.156	27.508.394	5.144.459.473

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

The operational segment information provided to the board of directors as of 31 December 2023 is as follows:

1 January - 31 December 2023	Operation Groups			After Consolidation
	Ground Handling	Cargo and Warehouse Services	Consolidation Adjustments	
Revenue	7.130.392.196	3.767.236.112	(32.810.901)	10.864.817.407
Cost of sales	(4.704.603.842)	(2.526.765.227)	33.739.236	(7.197.629.833)
Gross profit	2.425.788.354	1.240.470.885	928.335	3.667.187.574
General administrative expenses	(803.883.748)	(213.869.718)	3.342.007	(1.014.411.459)
Addition: Depreciation and amortization	402.328.256	224.570.143	-	626.898.399
Addition: TFRIC -12 effect shares	-	50.001.923	-	50.001.923
Addition: Provision for employment termination benefit and unused vacation	93.890.893	11.924.422	-	105.815.315
EBITDA effect of investments accounted by using equity method	(137.653)	-	-	(137.653)
EBITDA	2.117.986.102	1.313.097.655	4.270.342	3.435.354.099
Lease expenses under TFRS 16	(258.639.168)	(77.171.589)	-	(335.810.757)
EBITDA (Except for TFRS 16)	1.859.346.934	1.235.926.066	4.270.342	3.099.543.342

The reconciliation of EBITDA with operating profit before tax is as follows:

	1 January - 31 December 2024	1 January - 31 December 2023
EBITDA of reportable operating segments	5.586.451.113	3.435.354.099
Depreciation and amortization expenses	(946.495.040)	(626.898.399)
Impact of TFRYK 12	(89.234.959)	(50.001.923)
Severance pay and unused vacation provisions	(204.442.247)	(105.815.315)
Derivative transactions	(35.023.409)	-
Other income from operating activities	213.015.904	445.146.670
Other expenses from operating activities (-)	(270.262.660)	(336.655.040)
Impact of investments accounted for using the equity method on EBITDA	5.155.276	137.653
Operating profit	4.259.163.978	2.761.267.745
Income from investment activities	15.568.967	30.269.535
Expenses from investment activities (-)	(1.885.230)	(7.525.997)
Financial income	672.138.072	406.313.592
Financial expenses (-)	(669.985.570)	(469.559.974)
Monetary gain/(loss)	(377.766)	-
Profit/(loss) before tax	4.274.622.451	2.720.764.901

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

4. Cash and cash equivalents

	31 December 2024	31 December 2023
Cash	3.405.763	2.431.556
Banks	4.357.589.342	3.374.732.690
- time deposit	1.002.516.016	2.347.727.034
- demand deposit	3.355.073.326	1.027.005.656
	4.360.995.105	3.377.164.246

As of 31 December 2024, the effective interest rates for time deposits in Turkish Lira (TL), Euro, US Dollar, and Indian Rupee are 43.50%-47.00%, 0.1%-2.94%, 0.50%-2.50%, and 4.50%-7.25%, respectively (31 December 2023: TL 33.00%-41.00%, Euro 0.1%-1.75%, US Dollar 0.01%-2.25%, Indian Rupee 4.75%-7.25%). As of 31 December 2024, the maturities of time deposits are 1 day for TL and US Dollar, 1-35 days for Euro, and 30-365 days for Indian Rupee (31 December 2023: 1 day for TL, US Dollar, and Euro, and 30-365 days for Indian Rupee).

As of 31 December 2024, there is a restricted bank balance amounting to 138.021.569 TL.

The details of cash and cash equivalents presented in the statements of cash flows as of 31 December 2024 and 2023 are as follows:

	31 December 2024	31 December 2023
Cash on hand and cash at banks	4.360.995.105	3.377.164.246
Less: Interest accruals	(835.281)	(3.264.420)
Less: Restricted balances	(138.021.569)	-
	4.222.138.255	3.373.899.826

5. Financial investments

Short-term Financial Investments:

	31 December 2024	31 December 2023
Restricted bank balances (Between 3 months and 365 days) (*)	-	109.337.443
Time deposits (Between 3 months and 365 days)	525.662.312	274.398.311
	525.662.312	383.735.754

Long-term Financial Investments:

	31 December 2024	31 December 2023
Restricted bank balances (Longer than 365 days) (*)	58.722.351	51.225.309
	58.722.351	51.225.309

(*) Most of the restricted bank balances consist of the collections from customers and the amounts obtained within the framework of project finance within the framework of the concession agreements signed for the operation of the terminals and the related balances are kept blocked in bank accounts with a maturity longer than 3 months.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

Other financial assets measured at fair value through profit or loss:

	Percentage of Shares	31 December 2024	Percentage of Shares	31 December 2023
Celebi Shared Services India Private Limited	100%	37.128	100%	31.888
		37.128		31.888

6. Investments accounted by using the equity method

	Percentage of Shares	31 December 2024	Percentage of Shares	31 December 2023
DASPL	24,99%	31.103.605	24,99%	25.998.200
		31.103.605		25.998.200

The movements of investments accounted using the equity method during the period ended on 31 December 2024 and 2023 are as follows:

	31 December 2024	31 December 2023
As of 1 January	25.998.200	19.463.360
Shares of net profit/(loss) for the period	(3.871.957)	901.875
Foreign currency translation differences	8.977.362	5.632.965
As of 31 December	31.103.605	25.998.200

Shares of profit/loss from investments accounted using the equity method:

	1 January- 31 December 2024	1 January- 31 December 2023
DASPL	(3.871.957)	901.875
	(3.871.957)	901.875

Summary information of financial statements of the investment accounted by using the equity method:

Summary information of DASPL is as follows:

	31 December 2024	31 December 2023
Total Assets	117.628.488	115.038.960
Total Liabilities	11.007.497	8.161.470
	1 January- 31 December 2024	1 January- 31 December 2023
Total Sales Income	-	-
Profit/(Loss) for the Period (*)	(15.494.024)	3.607.500

(*) DASPL's operations ended as of 1 April 2022, and the net loss for the period after 31 March 2022 is shown under "Profit for the period/(loss) from discontinued operations.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

7. Short-term and long-term borrowings

Short-term borrowings:

	31 December 2024		
	Effective interest rate (%)	Original amount	TL
<i>Short-term loans:</i>			
<i>INR borrowings</i>	10,60	40.078.797	16.533.706
EUR borrowings	5,17-7,25	26.800.000	986.304.320
Total short-term loans			1.002.838.026

Short-term finance lease obligations:

	31 December 2024		
	Effective interest rate (%)	Original amount	TL
INR finance lease obligation	7,95-9,75	184.901.137	76.277.266
EUR finance lease obligation	1,90-6,24	14.670.077	539.894.060
TL finance lease obligation	15,87-28,00	37.996.926	37.996.926
HUF finance lease obligation	2-12,10	61.057.708	5.461.612
Total short-term finance lease obligations			659.629.864

Short-term portion of long-term borrowings:

	31 December 2024		
	Effective interest rate (%)	Original amount	TL
Interest expense accrual - EUR		1.114.114	41.002.060
Interest expense accrual -INR		3.728.417	1.538.084
EUR borrowings	6,23-7,24	9.691.176	356.658.536
INR borrowings	7,68-10,60	676.866.325	279.227.665
Total short-term portion of long-term borrowings			678.426.345

Total short-term borrowings:

2.340.894.235

Long-term borrowings:

	31 December 2024		
	Effective interest rate (%)	Original amount	TL
INR borrowings	7,68-10,60	1.204.573.709	496.922.792
EUR borrowings	6,23-7,24	32.775.000	1.206.198.660
Total long-term borrowings			1.703.121.452

Long-term finance lease obligations:

INR finance lease obligation	7,95-9,75	967.364.996	399.067.082
EUR finance lease obligation	1,90-6,24	54.059.342	1.989.513.539
TL finance lease obligation	15,87-28,00	42.790.918	42.790.918
HUR finance lease obligation	2,00-12,10	58.247.200	5.210.212
Total long-term finance lease obligations			2.436.581.751

Total long-term borrowings

4.139.703.203

Total financial liabilities

6.480.597.438

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

Short-term borrowings:

	31 December 2024		
	Effective interest rate (%)	Original amount	TL
Short-term loans:			
EUR borrowings	6,50-12,00	32.950.000	1.075.244.170
Total short-term loans			1.075.244.170

Short-term lease obligations:

	31 December 2023		
	Effective interest rate (%)	Original amount	TL
INR lease obligations	7,95-9,75	418.833.092	157.921.002
EUR lease obligations	1,90-6,24	13.308.211	434.281.536
TL lease obligations	15,87-28,00	28.677.542	28.677.542
HUF lease obligations	2,00-12,10	48.677.165	4.154.596
Total short-term lease obligations			625.034.676

Short-term portion of long-term borrowings:

	31 December 2023		
	Effective interest rate (%)	Original amount	TL
Short-term portion of long-term loans:			
Interest expense accrual - EUR		2.811.447	91.744.821
Interest expense accrual -INR		4.066.030	1.440.635
INR borrowings	5,95-7,44	11.441.178	373.355.385
EUR borrowings	8,01-9,75	514.407.307	183.936.224
Total short-term portion of long-term borrowings:			650.477.065
Total short-term borrowings:			2.350.755.911

Long-term borrowings:

	31 December 2023		
	Effective interest rate (%)	Original amount	TL
Long-term loans:			
INR Borrowings	8,01-9,75	1.308.327.848	539.413.622
EUR Borrowings	5,95-7,44	28.316.176	924.030.445
			1.463.444.067
Long-term lease obligations:			
INR lease obligations	7,95-9,75	790.659.098	302.681.940
EUR lease obligations	1,90-6,24	61.946.696	2.021.481.751
TL lease obligations	15,87-28,00	57.170.726	57.170.726
Total payables from long-term leases			2.387.344.460
Total long-term borrowings			3.850.788.527
Total borrowings			6.201.544.438

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

As of 2024 and 31 December 2023, the repayment terms of the Group's borrowings are as follows:

	31 December 2024	31 December 2023
Less than 3 months	1.138.858.917	1.345.760.031
Between 3-12 months	1.202.035.318	1.004.995.880
Between 1-5 years	2.908.535.641	2.472.874.777
More than 5 years	1.231.167.562	1.377.913.750
	6.480.597.438	6.201.544.438

As of 2024 and 31 December 2023, the repayment schedule of long-term loans is as follows:

	31 December 2024	31 December 2023
Between 1-2 years	592.518.755	385.457.758
Between 2-3 years	317.634.459	303.710.892
Between 3-4 years	444.247.335	321.219.847
4 years and more	348.720.903	453.055.570
	1.703.121.452	1.463.444.067

As of 2024 and 31 December 2023, the repayment maturities of the debts from the lease transactions are as follows:

	31 December 2024	31 December 2023
Up to 1 year	659.629.864	625.034.676
Between 1-5 years	1.239.699.432	1.146.371.057
More than 5 years	1.196.882.276	1.240.973.403
	3.096.211.572	3.012.379.136

The repayment schedule of the Group's floating rate borrowings as of 31 December 2024 and 2023 is as follows:

	31 December 2024	31 December 2023
Less than 3 months	83.204.651	46.193.516
Between 3-12 months	222.869.038	148.707.590
Between 1-5 years	502.820.984	534.978.666
5 years and more	15.884.042	26.978.473
	824.778.715	756.858.245

The movement table of loans between 1 January 2024 and 31 December 2024 is as follows:

	31 December 2024	31 December 2023
Beginning of the period - 1 January	3.189.165.302	1.190.614.704
New financial liabilities	1.512.739.954	1.741.187.223
Principal payments	(1.773.851.907)	(827.378.252)
Interest payments	(260.400.744)	(185.786.445)
Exchange differences and foreign currency translation differences	505.449.687	1.012.496.827
Change in interest accruals	211.283.531	258.031.245
End of the period - 31 December	3.384.385.823	3.189.165.302

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

The movement table of borrowings from lease transactions between 1 January 2024 and 31 December 2024 is as follows:

	31 December 2024	31 December 2023
Beginning of the period - 1 January	3.012.379.136	1.818.776.387
Additions	36.274.389	312.195.273
Interest expense	149.646.796	104.571.100
Lease payments	(441.991.640)	(335.810.757)
Exchange differences and foreign currency translation differences	339.902.934	1.112.647.133
End of the period - 31 December	3.096.211.615	3.012.379.136

8. Trade receivables and payables

Short-term trade receivables

	31 December 2024	31 December 2023
Trade receivables from third parties	2.195.169.876	1.514.277.545
Less: Provision for impairment	(207.238.629)	(170.963.628)
Trade receivables from third parties (net)	1.987.931.247	1.343.313.917
Trade receivables from related parties (Note 31)	3.343.182	4.213.897
Total short-term trade receivables	1.991.274.429	1.347.527.814

The average collection period of trade receivables is 0-2 months, and they are classified as short-term trade receivables.

Movements of provisions for doubtful receivables within accounting periods are as follows:

	31 December 2024	31 December 2023
Opening balance	170.963.628	98.676.286
Additional provisions in the current period	6.872.149	30.650.211
Foreign currency translation differences	13.355.569	47.606.450
Collections and provisions released	-	(5.969.319)
Purchase effect (Note 2)	16.047.283	-
Closing balance	207.238.629	170.963.628

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

Credit risks exposed by the Group for each financial instrument type as of 31 December 2024 and 2023 are shown below:

31 December 2024	Trade receivables		Other receivables		Bank deposits
	Related party	Other	Related party	Other	
Maximum of credit risk exposed as of the reporting date	3.343.182	1.987.931.247	1.224.561.879	1.224.561.879	3.869.645.514
- Amount of risk covered by guarantees	-	176.517.521	-	-	-
Net carrying value of financial assets which are not due or not impaired	3.343.182	1.559.943.276	1.224.561.879	1.224.561.879	3.869.645.514
Net carrying value of financial assets which are overdue but not impaired	-	427.984.641	-	-	-
- Amount of risk covered by guarantees	-	44.321.134	-	-	-
Net carrying value of impaired assets	-	-	-	-	-
- Overdue (gross carrying value)	-	207.238.629	-	-	-
- Impairment (-)	-	(207.238.629)	-	-	-
- Amount of risk covered by guarantees	-	-	-	-	-
31 December 2023	Trade receivables		Other receivables		Bank deposits
	Related party	Other	Related party	Other	
Maximum of credit risk exposed as of the reporting date	4.213.897	1.343.313.917	983.021.737	1.058.818.686	3.809.693.754
- Amount of risk covered by guarantees	-	66.597.329	-	-	-
Net carrying value of financial assets which are not due or not impaired	4.213.897	1.206.725.954	983.021.737	1.058.818.686	3.809.693.754
Net carrying value of financial assets which are overdue but not impaired	-	136.587.963	-	-	-
- Amount of risk covered by guarantees	-	7.824.611	-	-	-
Net carrying value of impaired assets	-	-	-	-	-
- Overdue (gross carrying value)	-	170.963.628	-	-	-
- Impairment (-)	-	(170.963.628)	-	-	-
- Amount of risk covered by guarantees	-	-	-	-	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

Aging which is prepared considering the overdue days of overdue receivables that are not impaired including receivables from related parties is as follows:

	31 December 2024	31 December 2023
Overdue 1 month	199.200.295	97.552.647
Overdue 1-3 months	96.323.215	14.356.928
Overdue 3-12 months	94.093.244	19.711.468
Overdue 1-5 years	38.367.889	4.966.920
	427.984.643	136.587.963

As of 31 December 2024, the portion of the Group's overdue but not impaired receivables secured by collateral is TL 44.321.134 (31 December 2023: TL 7.824.612).

Short-term trade payables

	31 December 2024	31 December 2023
Trade payables to third parties	1.336.616.341	601.298.449
Accrued liabilities	233.018.991	318.793.703
Total trade payables to third parties	1.569.635.332	920.092.152
Due to third parties (Note 31)	134.920.876	60.009.778
Total short-term trade payables	1.704.556.208	980.101.930

9. Other receivables and payables

Other short-term receivables

	31 December 2024	31 December 2023
Receivables from tax office	73.304.230	40.669.484
Deposits and guarantees given	78.951.480	63.795.700
Airline tax (*)	120.016.251	107.562.680
Other miscellaneous receivables	22.284.753	141.723.999
Short-term other receivables from related parties	294.556.714	353.751.863
Other receivables from related parties (Note 31)	409.800.617	134.574.137
Total short-term other receivables	704.357.331	488.326.000

(*) Related to airline tax effective in Hungary from 1 July 2022.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

Other long-term receivables

	31 December 2024	31 December 2023
Deposits and guarantees given (*)	927.575.984	705.066.823
Other receivables	2.429.181	-
Other long-term receivables from third parties	930.005.165	705.066.823
Other receivables from related parties (Note 31)	809.652.800	848.447.600
Total long-term other receivables	1.739.657.965	1.553.514.423

(*) As of 31 December 2024, deposits and guarantees given predominantly consists of the deposits given for the subsidiaries of the Group located in India, CASI, Celebi Delhi Cargo and Celebi Nas, amounting to TL 130.076.674 (31 December 2023: TL 91.388.570), TL 329.348.851 (31 December 2023: TL 216.224.945) and TL 430.848.837 (31 December 2023: TL 367.606.329), respectively, to local authorities and companies and the amounts shown in the blockage at banks.

Other short-term payables

	31 December 2024	31 December 2023
Deposits and guarantees received	213.446.789	154.400.628
Other short-term payables	112.437.362	23.720.830
Total short-term other payables	325.884.151	178.121.458

Other long-term payables

	31 December 2024	31 December 2023
Deposits and guarantees received	85.493.190	54.600.101
	85.493.190	54.600.101

10. Inventories

	31 December 2024	31 December 2023
Trade goods	35.865.110	45.989.646
Other inventories (*)	118.359.884	90.402.640
	154.224.994	136.392.286

(*) Other inventories include fuel oil, baggage sticker, boarding passes, miscellaneous periodicals, clothes and spare parts.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

11. Property, plant and equipment

Movements in property, plant and equipment for the period ended on 31 December 2024 are as follows:

	Opening 1 January 2024	Additions	Disposals	Transfers	Foreign currency translation differences	Purchase Impact (Note 2)	Closing 31 December 2024
Cost							
Plant, machinery and equipment	2.755.861.609	363.803.398	(103.919.489)	585.546.267	428.885.673	172.207.757	4.202.385.215
Motor vehicles	616.285.009	36.540.046	(1.714.387)	40.031.572	56.682.538	6.595.381	754.420.159
Furniture and fixtures	288.033.831	56.257.405	(5.640.231)	16.102.455	37.358.532	-	392.111.992
Leasehold improvements	926.935.091	112.166.513	(3.522.130)	34.347.545	120.986.953	-	1.190.913.972
Construction in progress	111.619.899	739.308.769	-	(676.027.839)	4.262.929	-	179.163.758
	4.698.735.439	1.308.076.131	(114.796.237)	-	648.176.625	178.803.138	6.718.995.096
Accumulated depreciation							
Plant, machinery and equipment	(1.574.792.231)	(224.708.035)	94.989.595	(1.138.293)	(255.797.586)		(2.103.103.163)
Motor vehicles	(338.123.376)	(49.802.874)	1.699.039	-	(34.184.796)		(427.007.388)
Furniture and fixtures	(173.031.486)	(40.799.795)	4.859.663	1.138.293	(23.476.255)		(231.309.580)
Leasehold improvements	(285.820.396)	(43.699.243)	2.759.671	-	(36.875.093)		(363.635.061)
	(2.371.767.489)	(359.009.947)	104.307.968	-	(350.333.730)		(3.125.055.192)
Net book value	2.326.967.950						3.593.939.904

Depreciation cost amounting to TL 347.440.578 for the period ended on 31 December 2024 was included in cost of sales and TL 11.569.369 was included in general administrative expenses.

Movements in property, plant and equipment for the period ended on 31 December 2023 are as follows:

	Opening 1 January 2023	Additions	Disposals	Transfers	Foreign currency translation differences	Closing 31 December 2023
Cost						
Plant, machinery and equipment	1.489.198.096	299.483.444	(33.558.808)	72.739.935	927.998.942	2.755.861.609
Motor vehicles	323.134.741	53.377.895	(5.557.353)	32.154.919	213.174.807	616.285.009
Furniture and fixtures	161.464.516	23.369.386	(6.616.975)	6.812.104	103.004.800	288.033.831
Leasehold improvements	522.334.696	50.564.118	-	4.830.744	349.205.533	926.935.091
Construction in progress	120.831.028	128.119.713	-	(198.456.220)	61.125.378	111.619.899
	2.616.963.077	554.914.556	(45.733.136)	(81.918.518)	1.654.509.460	4.698.735.439
Accumulated depreciation						
Plant, machinery and equipment	(925.053.586)	(129.146.302)	26.950.855	128.298	(547.671.496)	(1.574.792.231)
Motor vehicles	(190.978.302)	(28.981.075)	3.713.212	-	(121.877.211)	(338.123.376)
Furniture and fixtures	(92.351.471)	(24.541.458)	6.409.959	(118.190)	(62.430.326)	(173.031.486)
Leasehold improvements	(142.966.800)	(31.237.923)	-	(10.108)	(111.605.565)	(285.820.396)
	(1.351.350.159)	(213.906.758)	37.074.026	-	(843.584.598)	(2.371.767.489)
Net book value	1.265.612.918					2.326.967.950

Depreciation cost amounting to TL 203.717.469 for the period ended on 31 December 2024 was included in cost of sales and TL 10.189.289 was included in operating expenses.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

12. Right-of-use assets

Movements in right of use assets for the interim period ended on 31 December 2024 are as follows:

	Opening 1 January 2024	Additions	Modifications	Foreign currency translation differences	Closing 31 December 2024
Cost					
Buildings and land	3.662.254.993	5.798.843	27.153.926	447.382.297	4.130.865.994
Machinery, plant and equipment	184.114.987	-	-	23.526.406	207.641.393
Motor vehicles	82.639.482	-	3.321.620	9.627.189	95.588.291
	3.929.009.462	5.798.843	30.475.546	480.535.892	4.434.095.678
Accumulated depreciation					
Buildings and land	(1.227.664.364)	(367.808.645)	-	(150.030.181)	(1.733.779.125)
Machinery, plant and equipment	(156.294.944)	(8.266.321)	-	(20.261.776)	(184.823.041)
Motor vehicles	(71.583.687)	(15.804.630)	-	(8.439.846)	(95.828.163)
	(1.455.542.995)	(391.879.596)		(178.731.803)	(2.014.430.329)
Net book value	2.473.466.467				2.419.665.349

Depreciation expense for the period ended 31 December 2024 in the amount of is included in cost of sales.

Movements in right-of-use assets for the period ended 31 December 2023 are as follows:

	Opening 1 January 2023	Additions	Modifications	Foreign currency translation differences	Closing 31 December 2023
Cost					
Buildings and land	2.024.032.245	125.074.019	163.227.389	1.349.921.340	3.662.254.993
Machinery, plant and equipment	94.103.174	23.962.857	-	66.048.956	184.114.987
Vehicles	50.311.689	-	(68.992)	32.396.785	82.639.482
	2.168.447.108	149.036.876	163.158.397	1.448.367.081	3.929.009.462
Accumulated depreciation					
Buildings and land	(551.172.927)	(260.331.124)	-	(416.160.313)	(1.227.664.364)
Machinery, plant and equipment	(94.103.174)	(1.996.905)	-	(60.194.865)	(156.294.944)
Vehicles	(31.448.598)	(15.573.778)	-	(24.561.311)	(71.583.687)
	(676.724.699)	(277.901.807)		(500.916.489)	(1.455.542.995)
Net book value	1.491.722.409				2.473.466.467

Depreciation expense for the period ended 31 December 2023 in the amount of is included in cost of sales.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

13. Intangible assets

Other Intangible Assets

Movements in other intangible assets for the period ended 31 December 2024 are as follows:

	Opening 1 January 2024	Additions	Disposals	Transfers	Foreign currency translation differences	Closing 31 December 2024
Cost						
Rights	48.236.123	-	-	-	6.610.159	54.846.282
Software	164.308.572	9.330.804	(634.386)	-	19.708.287	192.713.277
Concession rights ^(*)	844.967.001	-	-	-	138.844.456	983.811.457
Build-operate-transfer investments ^(**)	1.768.629.775	81.462.672	-	-	294.802.034	2.144.894.481
	2.826.141.471	90.793.476	(634.386)	-	459.964.936	3.376.265.497
Accumulated depreciation						
Rights	(22.879.495)	(6.635.645)	-	-	(3.264.812)	(32.779.952)
Software	(131.790.196)	(10.109.736)	634.386	-	(16.402.017)	(157.667.563)
Concession rights ^(*)	(481.631.967)	(39.303.355)	-	-	(81.192.141)	(602.127.463)
Build-operate-transfer investments ^(**)	(664.021.992)	(139.556.761)	-	-	(116.337.586)	(919.916.339)
	(1.300.323.650)	(195.605.497)	634.386	-	(217.196.556)	(1.712.491.317)
Net book value	1.525.817.821					1.663.774.180

(*) Refers to fixed asset expenditures made within the scope of the concession agreement signed between DIAL Celebi Delhi Cargo and are recognized in accordance with TFRIC 12.

(**) The amounts calculated as a result of bringing the deposit prices paid in accordance with the concession agreements signed for the delivery of cargo and ground services at the airports in India to their present values, are accounted for under build-and-transfer basis to be amortized during the concession period.

Movements in other intangible assets for the period ended 31 December 2023 are as follows:

	Opening 1 January 2023	Additions	Disposals	Transfers	Foreign currency translation differences	Closing 31 December 2023
Cost						
Rights	23.312.907	9.971.423	-	-	14.951.793	48.236.123
Computer software	96.345.005	5.160.463	(1.967.201)	2.485.576	62.284.729	164.308.572
Concession rights ^(*)	540.520.369	-	-	-	304.446.632	844.967.001
Build-operate- transfer investments	1.035.701.453	121.585.122	-	-	611.343.200	1.768.629.775
	1.695.879.734	136.717.008	(1.967.201)	2.485.576	993.026.354	2.826.141.471
Accumulated depreciation						
Rights	(15.774.894)	(3.108.793)	-	-	(3.995.808)	(22.879.495)
Computer software	(74.720.298)	(9.506.759)	1.967.201	-	(49.530.340)	(131.790.196)
Concession rights ^(*)	(285.446.461)	(55.367.986)	-	-	(140.817.520)	(481.631.967)
Build-operate- transfer investments	(351.037.619)	(67.106.296)	-	-	(245.878.077)	(664.021.992)
	(726.979.272)	(135.089.834)	1.967.201	-	(440.221.745)	(1.300.323.650)
Net book value	968.900.462					1.525.817.821

(*) Refers to fixed asset expenditures made within the scope of the concession agreement signed between Celebi Delhi Cargo and Celebi Nas and are recognized in accordance with TFRIC 12.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

Goodwill

Goodwill as of 31 December 2024 and 2023 is as follows:

	31 December 2024	31 December 2023
Goodwill due to acquisition of CGHH	208.994.971	199.415.548
Goodwill due to acquisition of KSU	13.370.158	12.019.640
Goodwill due to acquisition of PTN (Note 2.6)	131.660.311	-
	354.025.440	211.435.188

Goodwill movement table as of 31 December 2023 is as follows:

	31 December 2024	31 December 2023
1 January	211.435.188	124.300.843
Additions	131.660.311	-
Foreign currency translation differences	10.929.941	87.134.345
Goodwill	354.025.440	211.435.188

Goodwill impairment test

The Group tests goodwill at least once a year for the risk of impairment. A valuation report prepared by an independent valuation firm is based on for ordinary goodwill impairment test.

	31 December 2024	31 December 2023
Ground handling services - CGHH	208.994.971	199.415.548

The recoverable value of the cash generating unit, has been determined by taking the usage calculations as a basis. These calculations are based on cash flow estimates covering the 5-year period, which have been approved by management and better reflect management's expectations and forecasts for the future development of the business. Continuous growth rate of 2,1% used to determine the final value for the period exceeding the forecast period.

Other important assumptions in the fair value calculation model are as follows.

Discount rate **11,2%**

The management bases its budget on previous performance and market growth expectations. The weighted average growth rates used are in line with the estimation stated in industry reports. The discount rate used is the before tax discount rate and includes the Company specific risk factors.

	31 December 2024	31 December 2023
Ground handling services - KSU	13.370.158	12.019.640

The recoverable value of the cash generating unit, has been determined by taking the usage calculations as a basis. These calculations are based on cash flow estimates covering the 5-year period, which have been approved by management and better reflect management's expectations and forecasts for the future development of the business. Continuous growth rate of 4,0% used to determine the final value for the period exceeding the forecast period.

Other important assumptions in the fair value calculation model are as follows.

Discount rate **17,6%**

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

14. Provisions, commitments, contingent assets and liabilities

a) Short-Term Provisions

Other short-term provisions

	31 December 2024	31 December 2023
Provision for litigation and indemnity	40.505.412	35.830.909
	40.505.412	35.830.909

Movements of other short-term provisions within the accounting period of 1 January - 31 December 2024 are as follows:

	31 December 2024	31 December 2023
As of 1 January	35.830.909	10.679.098
Addition during the period	8.251.293	20.490.399
Payments during the period/provisions no longer required	(4.342.121)	(1.355.477)
Translation differences	765.331	1.674.768
Transfer	-	4.342.121
As of end of the period	40.505.412	35.830.909

Short-term provision for employee benefits

	31 December 2024	31 December 2023
Provision for employee termination benefits (*)	67.549.863	20.797.399
Provision for unused vacation rights	132.300.042	65.813.803
	199.849.905	86.611.202

(*) Consists of employee termination benefits of the outsourced employees of Çelebi GH Delhi, Çelebi Delhi Cargo and Çelebi Cargo, the subsidiaries of the Group.

b) Long-term provisions

Long-term provisions for employee benefits:

	31 December 2024	31 December 2023
Provision for employment termination benefits	385.224.390	310.999.397
	385.224.390	310.999.397

Provision for employment termination benefits is recorded based on the explanations below. The Group does not have any other defined benefit plans except for the legally mandatory one explained below.

The provision has been calculated by estimating the present value of the future probable obligation of the Group arising from the retirement of employees.

Under the Turkish Labour Law, the Group is required to pay termination benefits to each employee who has completed one year of service, who achieves the retirement age (58 for women and 60 for men), who has charged 25 years of services (20 years for women) and whose employment is terminated without due cause, is called up for military service or who dies.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

Since the legislation was changed on 23 May 2002, there are certain transitional provisions relating to length of service prior to retirement. The amount payable as of 31 December 2024 consists of one month's salary limited to a maximum of TL 41.828,42 (31 December 2022: TL 23.489,83) for each year of service.

The liability is not funded, as there is no funding requirement.

In accordance with local regulations in India, the Group is required to make employee termination benefit payments to each employee in its subsidiaries, joint ventures and associate, who has completed five years of service, who is called up for military service, who achieves the retirement age, who early retires, or who dies.

Turkish Financial Reporting Standards require actuarial valuation methods to be developed to estimate the enterprise's obligation under defined benefit plans. The principal assumption is that the maximum liability for each year of service will increase in line with inflation. Thus, the discount rate applied represents the expected real rate after adjusting for the anticipated effects of future inflation.

The Group calculates the reserve for employment termination benefits every six months the maximum amount of TL 46.655,43 which is effective from 1 January 2025 (1 January 2024: TL 35.058,58) has been taken into consideration in the calculations.

Movements in the provision employment termination benefits for the period between 1 January 2024 - 31 December 2024 are as follows:

	31 December 2024	31 December 2023
As of 1 January	331.796.796	150.871.653
Interest cost	47.873.666	19.648.134
Service cost	79.865.165	60.026.818
Actuarial loss	8.384.843	159.137.817
Payments during the period	(90.483.877)	(100.645.429)
Purchase effect (Note 2)	40.382.165	-
Foreign currency translation differences	34.955.495	42.757.803
As of period end	452.774.253	331.796.796

Movements in the provision for unused vacation rights for the period between 1 January 2024 - 31 December 2024 are as follows:

	31 December 2024	31 December 2023
As of 1 January	65.813.803	38.745.670
Payments of provisions during the period	(12.619.403)	(6.332.844)
Increase in unused vacation rights during the period	65.917.599	26.140.363
Foreign currency translation differences	13.188.043	7.260.614
As of period end	132.300.042	65.813.803

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

c) Contingent assets and liabilities

Guarantees received	31 December 2024	31 December 2023
Guarantee letters	245.552.782	119.594.605
Guarantee cheques	39.579.047	10.132.663
Guarantee notes	5.046.921	4.991.949
	290.178.750	134.719.217
Guarantees given	31 December 2024	31 December 2023
Guarantee letters	736.362.053	650.770.798
Collaterals (*)	688.702.570	591.557.780
Pledged shares (*)	169.675.239	145.729.120
	1.594.739.862	1.388.057.698

(*) The total amount of guarantees and share pledges is composed of 858,377,809 TL related to the loans obtained by the Group's subsidiaries and joint control partner (as of December 31, 2023: 737,286,900 TL)

As of 31 December 2024, the litigations those generate contingent assets and liabilities to the Group are as below:

As of 31 December 2024, the Group has contingent liabilities amounting to TL 91.303.344 (31 December 2023: TL 82.062.180) due to the legal cases, criminal liabilities and enforcement proceedings in progress against the Group.

The details of collaterals, pledges, guarantees and mortgages ("CPGM") of the Group as of 31 December 2024 and 2023 are as follows:

	31 December 2024		31 December 2023	
	Amount	TL Equivalent	Amount	TL Equivalent
CPGM given by the Group				
A. CPGM given on behalf of the Group's legal personality		736.362.053		650.770.798
TL	43.273.182	43.273.182	30.936.753	30.936.753
EUR	5.021.124	184.789.414	6.040.632	197.121.528
USD	2.210.500	78.127.470	2.210.500	65.190.519
INR	911.041.854	375.832.096	864.362.431	306.252.253
HUF	607.488.999	54.339.891	600.700.000	51.269.745
B. CPGM given on behalf of fully consolidated subsidiaries		858.377.809		737.286.900
EUR	50.000	1.840.120	50.000	1.631.630
INR	2.076.304.000	856.537.689	2.076.304.000	735.655.270
C. CPGM given for continuation of its economic activities on behalf of the third parties	-	-	-	-
D. Total amount of other CPGM	-	-	-	-
		1.594.739.862		1.388.057.698

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

15. Other assets and liabilities

Other current assets

	31 December 2024	31 December 2023
Deferred VAT	142.316.118	110.697.509
Advances given to personnel	18.409.626	2.162.306
Other	28.170.965	1.389.978
	188.896.709	114.249.793

Other non-current assets

	31 December 2024	31 December 2023
Prepaid taxes and funds (*)	269.417.118	132.212.407
VAT and service tax receivables	930.337	7.109.576
Other	1.940.751	480.676
	272.288.206	139.802.659

(*) As of 31 December 2024, and 2023, the relevant amount consists of prepaid taxes and funds that can be used for more than 1 year.

Other current liabilities

	31 December 2024	31 December 2023
Airline tax (*)	164.023.522	124.961.846
Taxes and funds payable	76.924.586	109.729.800
Renewal investments obligation (**)	74.399.786	24.181.658
Other	2.143.199	23.096
	317.491.093	258.896.400

(*) Relates to air tax effective in Hungary as of 1 July 2023.

Other non-current liabilities

	31 December 2024	31 December 2023
Renewal investments obligation (**)	615.473.500	533.333.357
	615.473.500	533.333.357

(**) These liabilities consist of construction costs calculated in accordance with IFRIC 12 and provisions for other obligations under the concession agreement.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

16. Prepaid expenses

Short-term prepaid expenses

	31 December 2024	31 December 2023
Prepaid expenses	200.085.242	164.588.824
Order advances given	189.188.463	94.304.906
	389.273.705	258.893.730

Long-term prepaid expenses

	31 December 2024	31 December 2023
Advances given for fixed assets	196.211.258	156.823.282
Prepaid expenses	113.208.223	45.699.326
	309.419.481	202.522.608

17. Deferred income

Short-term deferred income

	31 December 2024	31 December 2023
Other advances received	133.210.392	117.641.269
Deferred income	8.901.829	8.088.510
	142.112.221	125.729.779

Long-term deferred income

	31 December 2024	31 December 2023
Deferred income	-	7.624.111
	-	7.624.111

18. Payables related to employee benefits

	31 December 2024	31 December 2023
Bonus payable accruals	309.411.595	210.156.270
Wages and salaries payable	279.477.339	176.315.602
Social security premiums payable	152.372.212	123.196.074
	741.261.146	509.667.946

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

19. Equity

Share Capital

As of 31 December 2024, the authorized share capital of the Group is TL 24.300.000 comprising of TL 2.430.000.000 registered shares with a face value each of 1 Kr (31 December 2023: 2.430.000.000).

At 31 December 2024 and 2023, the shareholding structure of the Group is stated in historical amounts below:

Shareholders	31 December 2024		31 December 2023	
	Amount	Share %	Amount	Share %
Çelebi Havacılık Holding A.Ş. ("ÇHH")	21.848.528	89,91	21.848.528	89,91
Other	2.451.472	10,09	2.451.472	10,09
	24.300.000	100,00	24.300.000	100,00

Restricted reserves appropriated from profit (legal reserves)

The legal reserves consist of first and second reserves, appropriated in accordance with the Turkish Commercial Code. The Turkish Commercial Code stipulates that the first legal reserve is appropriated out of statutory profits at the rate of 5% per annum, until the total reserve reaches 20% of the Company's paid-in capital. The second legal reserve is appropriated at the rate of 10% per annum of all cash distributions in excess of 5% of the paid-in capital. Under the Turkish Commercial Code, the legal reserves can be used only to offset losses and are not available for any other usage unless they exceed 50% of paid-in capital.

As of 31 December 2024, the amount of restricted reserves is TL 348.459.065 (31 December 2023: TL 195.490.565).

Listed companies distribute dividend in accordance with the Communiqué No. II-19.1 issued by the CMB which is effective from 1 February 2014. Companies distribute dividends in accordance with their dividend payment policies settled and dividend payment decision taken in general assembly and also in conformity with relevant legislations. The communiqué does not constitute a minimum dividend rate. Companies distribute dividend in accordance with the method defined in their dividend policy or articles of incorporation. In addition, dividend can be distributed by fixed or variable instalments and advance dividend can be paid in accordance with profit on interim financial statement of the Company.

Remeasurement losses on defined benefit plans

Consists of actuarial gains and losses recognized as other comprehensive income as a result of the adoption of TAS 19.

Foreign currency translation differences

Accumulated foreign currency translation differences in other comprehensive income and expenses not to be reclassified to profit or loss: Consist of exchange differences arising from the translation of the consolidated financial statements from Euro, the functional currency of the parent, to TL, the presentation currency.

Accumulated foreign currency translation differences in other comprehensive income and expenses to be reclassified to profit or loss: Consist of exchange differences arising from the translation of the financial statements of subsidiaries and associates whose functional currency is different from TL to TL, which is the presentation currency.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

20. Revenue and cost of sales

	1 January - 31 December 2024	1 January - 31 December 2023
Ground handling services	13.159.601.921	7.465.634.645
Revenue from cargo and warehouse services	6.425.730.298	3.600.787.140
Rent and allocation revenue not related to aviation	304.146.302	198.735.061
Less: Returns and discounts	(711.472.109)	(400.339.439)
Revenue	19.178.006.412	10.864.817.407
Cost of sales	(13.176.597.415)	(7.197.629.833)
Gross profit	6.001.408.997	3.667.187.574

21. Expenses by nature

	1 January - 31 December 2024	1 January - 31 December 2023
Personnel expenses	(6.899.826.483)	(3.861.748.057)
Concession expenses	(1.945.971.887)	(1.176.336.012)
Payments to authorities and terminal managements ^(*)	(1.296.781.205)	(785.293.054)
Depreciation and amortization expense	(927.093.427)	(626.898.399)
Technical maintenance of equipment, fuel and security expenses	(843.322.143)	(505.735.926)
Expenses within the scope of TFRIC 12 ^(**)	(88.891.143)	(50.001.922)
Insurance expense	(84.466.773)	(55.739.890)
Travel and transportation expense	(53.887.375)	(40.106.472)
Cost of sales ^(***)	(24.839.687)	(66.656.892)
Consultancy expense	(15.267.717)	(470.075.519)
Other expenses	(996.249.575)	(573.449.149)
	(13.176.597.415)	(8.212.041.292)

(*) Payments to authorities and terminal managements are composed of royalty, rental facilities and check-in desks within the airport area, working licenses and similar expenses, office rental expenses and other miscellaneous expenses related to utilization of office area.

(**) Aforementioned expenses are composed of construction costs calculated in accordance with TFRIC 12 and provisions for other liabilities within the scope of concession agreement.

(***) Aforementioned expenses are composed of sales and utilization cost of de-icing and spare part inventories.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

22. General administrative expenses

	1 January - 31 December 2024	1 January - 31 December 2023
Consultancy expenses	(735.940.188)	(459.919.425)
Personnel expenses	(617.333.296)	(367.789.255)
Technical maintenance of equipment, fuel and security expenses	(72.002.420)	(49.976.122)
Travel and transportation expense	(49.719.384)	(22.144.112)
Depreciation and amortization expenses	(19.401.613)	(15.550.375)
Payments to authorities and terminal managements	(18.634.592)	(9.345.222)
Tax, duty and fee expenses	(12.100.051)	(8.460.943)
Insurance expenses	(3.791.322)	(11.022.444)
Other expenses	(156.075.397)	(70.203.561)
	(1.684.998.263)	(1.014.411.459)

23. Other operating income

	1 January - 31 December 2024	1 January - 31 December 2023
Income from financial instruments	35.023.409	-
Foreign exchange income	31.041.959	337.351.391
Provision reversal income	26.996.630	4.436.578
Maturity difference income	7.174.931	6.519.653
Income from insurance claim	4.229.187	3.216.735
Other income	108.549.788	93.622.313
	213.015.904	445.146.670

24. Other operating expenses

	1 January - 31 December 2024	1 January - 31 December 2023
Foreign exchange expenses	-	(87.427.189)
Donation and aid expenses	(96.677.830)	(57.814.758)
Litigation and indemnity provision expenses	(8.251.292)	(20.490.399)
Provision for doubtful receivables	(9.085.174)	(30.650.211)
Insurance expenses	(280.106)	-
Other expenses	(155.968.258)	(140.272.483)
	(270.262.660)	(336.655.040)

25. Income from investing activities

	1 January - 31 December 2024	1 January - 31 December 2023
Profit from the sale of fixed assets	15.568.967	30.269.535
	15.568.967	30.269.535

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

26. Expenses from investing activities

	1 January - 31 December 2024	1 January - 31 December 2023
Loss from the sale of fixed assets and abandonment	(1.885.230)	(7.525.997)
	(1.885.230)	(7.525.997)

27. Finance income

	1 January - 31 December 2024	1 January - 31 December 2023
Interest income	292.871.235	119.302.896
Income from financial instruments	67.933.300	-
Foreign exchange income	67.636.897	187.448.593
Other financial income	243.696.640	99.562.103
	672.138.072	406.313.592

28. Finance expenses

	1 January - 31 December 2024	1 January - 31 December 2023
Interest expenses	(260.400.744)	(185.786.445)
Foreign exchange losses	(125.855.281)	(105.211.705)
Interest expenses related to lease liabilities ^(*)	(177.208.200)	(104.571.098)
Other finance expenses	(106.521.345)	(73.990.726)
	(669.985.570)	(469.559.974)

(*) It consists of expenses that do not generate cash outflows within the scope of TFRS 16.

29. Tax assets and liabilities

	31 December 2024	31 December 2023
Current period corporate tax provision	537.451.118	327.129.782
Current income tax liability, net^(*)	537.451.118	327.129.782
Deferred tax assets	817.947.292	641.945.756
Deferred tax liabilities	(337.111.277)	(433.857.990)
Deferred tax assets - net	480.836.015	208.087.766

(*) Current income tax assets and current income tax liabilities from the different subsidiaries of the Group have been separately presented as net in the balance sheet.

Income Taxes

Turkish tax legislation does not permit a parent company, its subsidiaries, to file a tax return on its consolidated financial statements. Therefore, the tax liabilities of the Group's consolidated financial statements are calculated separately for all companies included in the scope of consolidation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

In Türkiye, the corporate tax rate is 25% (31 December 2023: 25%). The corporate tax rate is applied to the net corporate income to be deducted from deduction of exemptions and reductions in tax laws and an addition of expenses not subject to deduction according to tax legislation.

The corporate tax rate in force in Hungary is 9% effective as of 1 January 2018.

In India, the corporate tax rate is 25,17% for fiscal year 2024 (2023: 25,17%). The corporate tax rate is applicable on the total income of companies after adjusting for certain disallowable expenses, income tax exemptions (affiliation privilege, investment allowance exemption, etc.) and income tax deductions (such as research and development expenses).

In Germany, the corporate tax rate is 31,93% for fiscal year 2024 (2023: 31,93%). The corporate tax rate is applicable on the total income of companies after adjusting for certain disallowable expenses, income tax exemptions (affiliation privilege, investment allowance exemption, etc.) and income tax deductions (such as research and development expenses).

For the periods ended on 31 December 2024 and 2023, tax expenses are as follows:

	1 January - 31 December 2024	1 January - 31 December 2023
- Current period corporate tax	(906.423.375)	(752.485.943)
- Deferred tax income	223.981.807	(143.119.948)
Current period tax income (expense) - net	(682.441.568)	(895.605.891)

Reconciliation of tax expenses presented in consolidated statements of income for the periods ended 31 December 2024 and 2023 are as follows:

	2024	2023
Profit before tax in the financial statements	4.274.622.451	2.720.764.901
Expected tax expense according to parent company tax rate	(1.068.655.613)	(680.656.429)
Differences in tax rates of subsidiaries	(26.058.503)	(109.662.059)
Expected tax expense of the Group	(1.094.714.116)	(790.318.488)
Non-deductible expenses	(37.764.083)	(47.769.796)
Reductions	120.643.437	83.773.022
Effect of donations and aids	24.063.621	12.294.440
Offset prior year profit loss	-	5.268.936
Tax incentive effect	189.656.834	-
Export rate difference	18.892.423	-
Non-taxable losses from prior years	76.593.278	-
Deferred tax income/(expense) calculated over unused previous years' losses	-	(44.771.665)
Earthquake tax	-	(78.858.795)
Other	20.187.038	(35.223.545)
Current period tax expense of the Group	(682.441.568)	(895.605.891)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

Deferred Taxes

The Group calculates deferred tax assets and liabilities on temporary differences on statement of financial position items arising from different evaluation of financial statements prepared in accordance with TAS and statutory accounting standards. In general, such temporary differences are resulted from accounting of income and expenses in different reporting periods in accordance with Tax laws and TAS accounting standards. Rates for deferred tax assets and liabilities calculated by liability method over temporary differences to be realized in future periods are 25%, 9%, 31,93% and 25,17% for Türkiye, Hungary, Germany and India, respectively.

The details of cumulative temporary differences and the related deferred tax assets and liabilities calculated with currently enacted tax rates at 31 December 2024 and 2023 are as follows:

	Total temporary differences		Deferred tax assets (liabilities)	
	31 December 2024	31 December 2023	31 December 2024	31 December 2023
Deferred tax assets				
Personnel bonus accrual	(164.429.112)	(90.337.480)	41.107.278	22.584.370
Accrued sales commissions	(227.620.380)	(137.157.492)	56.905.095	34.289.373
Provision for employment termination benefits	(247.550.034)	(214.975.933)	61.895.395	53.749.864
Adjustments related with TFRS 16	(781.673.475)	(670.680.660)	178.768.846	156.033.552
Provision for unused vacation rights	(75.682.516)	(37.119.124)	18.920.629	9.279.781
Provision for litigation and indemnity	(32.823.768)	(25.850.764)	8.205.942	6.462.691
Adjustments related to property plant and equipment and intangible assets	(766.494.700)	(709.412.585)	153.298.940	186.324.921
Tax asset calculated on investment incentives	(528.367.172)	-	132.091.793	-
Deferred tax asset calculated over unused previous years' losses	(254.015.459)	(224.508.292)	81.567.110	72.073.897
Other	(377.206.682)	(371.222.681)	85.186.264	101.147.307
Deferred tax assets			817.947.292	641.945.756
	Total temporary differences		Deferred tax assets (liabilities)	
	31 December 2024	31 December 2023	31 December 2024	31 December 2023
Deferred tax liabilities				
Adjustments related to property, plant and equipment and intangible assets	1.748.730.512	1.597.404.539	(322.597.855)	(388.270.446)
Other	58.053.664	182.350.188	(14.513.422)	(45.587.544)
Deferred tax liabilities			(337.111.277)	(433.857.990)
Deferred tax assets, net			480.836.015	208.087.766

The table of deferred tax movement is as follows:

	1 January - 31 December 2024	1 January - 31 December 2023
As of 1 January	208.087.766	218.196.016
Foreign currency translation differences	46.670.231	93.604.286
Deferred tax income/(expense) for the current year	223.981.807	(143.119.948)
Recognized in other comprehensive income	2.096.211	39.407.412
As of the end of the period	480.836.015	208.087.766

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

30. Earnings per share

Earnings per share disclosed in the consolidated statements of income are determined by dividing the net income by the weighted average number of shares that have been outstanding during the relevant period.

Companies can increase their capital by distributing shares ("Bonus Shares") to existing shareholders from retained earnings in proportion of their shares. When earnings per share are calculated, these bonus shares are considered as issued shares. Therefore, weighted average of shares used in earnings per share calculation are obtained by retrospective application of the issuance of the shares as free of charge.

Earnings per share are determined by dividing net profit attributable to shareholders by the weighted average number of issued ordinary shares as below:

	1 January - 31 December 2024	1 January - 31 December 2023
Net profit attributable to the parent company	3.566.410.436	1.667.723.088
Weighted average number of shares with 1 KR face value each	2.430.000.000	2.430.000.000
Earnings per share (Kr)	1,468	0,686

31. Related party disclosures

The balances of due from related parties, other receivables from related parties and payables to related parties as of the end of the period and a summary of transactions with related parties during the period are given below:

i) Balances with related parties

Short-term receivables from related parties

	31 December 2024	31 December 2023
Çelebi Havacılık Holding ⁽¹⁾	3.343.182	1.431.694
Other	-	2.782.203
	3.343.182	4.213.897

Other short-term receivables from related parties

	31 December 2024	31 December 2023
Çelebi Havacılık Holding ^{(1) (*)}	409.800.617	134.574.137
	409.800.617	134.574.137

Other receivables from related parties

	31 December 2024	31 December 2023
Çelebi Havacılık Holding ^{(1) (*)}	809.652.800	848.447.600
	809.652.800	848.447.600

(*) The relevant amount consists of the intra-group loan receivable granted by CGHH and Celebi Cargo to ÇHH.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

Payables to related parties

	31 December 2024	31 December 2023
Çelebi Havacılık Holding ^{(1)(**)}	128.952.055	55.191.043
Celebi Shared Services India Pvt Ltd ⁽⁴⁾	5.968.821	4.780.042
DASPL ⁽⁵⁾	-	38.693
	134.920.876	60.009.778

(**) As of 31 December 2024, the relevant amount consists of legal, financial, human resources, management, corporate communication, purchasing, IT and business development services received by the Group from ÇHH, business development projects and expense reflections carried out by ÇHH on behalf of the Company.

ii) Significant transactions with related parties

	1 January - 31 December 2024	1 January - 31 December 2023
Miscellaneous sales to related parties		
Çelebi Havacılık Holding ⁽¹⁾	39.275.719	48.748.880
Celebi Shared Services India ⁽⁴⁾	2.392.088	1.139.235
Other	-	18.468
	41.667.807	49.906.583

	1 January - 31 December 2024	1 January - 31 December 2023
Contribution to holding expenses ^(*)		
Çelebi Havacılık Holding ⁽¹⁾	565.015.586	348.636.584
	565.015.586	348.636.584

(*) Holding expense participation shares paid to ÇHH include the legal, financial, human resources, management, business development, corporate communication, purchasing and IT consultancy services received by Çelebi Hava Hizmetleri A.Ş. from ÇHH.

	1 January - 31 December 2024	1 January - 31 December 2023
Other purchases from related parties		
Çelebi Havacılık Holding ^{(1)(*)}	1.830.566.887	58.646.087
Celebi Shared Services India ⁽⁴⁾	19.848.902	3.520.194
Other	-	3.418
	1.850.415.789	62.169.699

(*) Other purchases consist of vehicle rental, organization fees and other expenses. The purchases from ÇHH, which are classified under other purchases from related companies, consist of expenses reflected to the Company related to business development projects and tenders carried out by ÇHH on behalf and on behalf of the Company, directly related to the Company.

(1) Parent company

(2) Subsidiary of the Group

(3) Joint venture of the Group

(4) Associate of the Group

(5) Other related party

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

As of 31 December 2024, and 2023, collaterals given in favour of the subsidiaries and joint venture of the Group for the loans borrowed by them are as follow:

31 December 2024	EUR	INR	Total TL
Celebi Nas ⁽¹⁾	-	97.704.000	40.305.831
Celebi Delhi Cargo ⁽²⁾	-	313.600.000	129.369.408
CASI ⁽³⁾	-	1.665.000.000	686.862.450
Celebi Cargo GmbH ⁽⁴⁾	50.000	-	1.840.120
	50.000	2.076.304.000	858.377.809
31 December 2023	EUR	INR	Total TL
Celebi Nas ⁽¹⁾	-	97.704.000	34.617.504
Celebi Delhi Cargo ⁽²⁾	-	313.600.000	111.111.616
CASI ⁽³⁾	-	1.665.000.000	589.926.150
Celebi Cargo GmbH ⁽⁴⁾	50.000	-	1.631.630
	50.000	2.076.304.000	737.286.900

(1) Within the scope of the long-term project finance and working capital loan agreement signed between Celebi Nas and a bank resident in India amounting to INR 2.345.000.000 cash and INR 845.000.000 non-cash, 30% of the 59% shares of Celebi Nas owned by the Company has been pledged in favor of the lender bank to fulfill financial obligations arising from the agreement. As of 31 December 2024, the risk of the cash loan in the respective bank is amounting to INR 216.523.544.

(2) Within the scope of the long-term project finance and working capital loan agreement signed between Celebi Delhi Cargo and a bank resident in India amounting to INR 1.800.000.000 cash and INR 50.000.000 non-cash, 28% of the shares of the Company has been pledged in favor of the lender bank to fulfill financial obligations arising from the agreement. As of 31 December 2024, the risk of the cash loan in the respective bank is amounting to INR 562.021.655.

(3) Celebi Airport Services has a borrowing amounting to INR 1.215.000.000 cash and INR 600.000.000 non-cash within the scope of the long-term project finance and working capital loan agreement signed between the Company and a bank resident in India. As of 31 December 2024, the risk of the cash loan in the respective bank is amounting to INR 755.184.792.

(4) As of 31 December 2024, the non-cash credit risk amount in the relevant banks is EUR 50.000 for financial liabilities arising from non-cash loan agreements amounting to EUR 50.000, signed between Celebi Cargo GmbH and banks residing in Germany.

Key management compensation:

The Group has determined key management personnel as members of board of directors, general manager and vice general managers. Key management compensation includes salaries, bonuses, social security contributions and other benefits provided to key management of the Group:

	1 January - 31 December 2024	1 January - 31 December 2023
Short-term key management compensation	180.261.060	115.096.882
	180.261.060	115.096.882

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

32. Nature and level of risks arising from financial instruments

Financial risk management

The Group focused to manage miscellaneous financial risks including changes in foreign currency exchange rates and interest rates because of activities of the Group. The Group purposes to minimize potential adverse effects arising from fluctuations in financial markets with overall risk management program.

Risk management is carried out under policies approved by the Boards of Directors.

Interest rate risk

The Group is exposed to interest rate risk through the impact of rate changes on interest bearing liabilities and assets. These exposures are managed using natural hedges that arise from offsetting interest rate sensitive assets and liabilities.

Interest rate positions of the Group as of 31 December 2024 and 2023 are as follows:

	31 December 2024	31 December 2023
Fixed interest rate financial instruments		
Financial Assets	1.002.516.016	2.347.727.034
- Cash and cash equivalents	1.002.516.016	2.347.727.034
Financial Liabilities	5.655.818.723	5.444.686.193
Floating interest rate financial instruments		
Financial Liabilities	824.778.715	756.858.245

Expected repricing and maturity dates are not disclosed in an additional table because they are not different from contractual maturity dates for non-credit financial assets and liabilities.

Credit risk

Credit risk consists of cash and cash equivalents, bank deposits and receivables from customers exposed to credit risk. Ownership of financial assets involves the risk that counterparties may be unable to meet the terms of their agreements. The Group management meets these risks by restricting the average risk for each counterparty (excluding related parties) and receiving collateral if necessary. Explanations for credit risk are disclosed in Note 8.

Liquidity risk

Cash flow generated through amount and term of borrowing back payments is managed by considering the amount of unreserved cash flow from its operations. Hence, on one hand it is possible to pay debts with the cash generated from operating activities if necessary and on the other hand sufficient and reliable sources of high-quality loans are accessible. The Group has long-term financial liabilities with maturity more than one year amounting to TL 4.139.703.203 as at 31 December 2024 (31 December 2023: TL 3.850.788.527) (Note 7).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

The table below demonstrates the Group's liquidity risk arising from financial liabilities:

31 December 2024	Book value	Total cash outflows	Contractual			
			Less than 3 months	3-12 months	1-5 years	More than 5 years
Non-derivative financial liabilities						
Loans	3.384.385.823	4.275.381.306	786.961.878	1.267.252.484	2.186.212.814	34.954.130
Liabilities from leasing obligations	3.096.211.615	4.341.860.793	127.320.798	381.962.394	1.526.792.476	2.305.785.125
Trade payables						
-Related party	134.920.876	134.920.876	134.920.876	-	-	-
-Other	1.569.635.332	1.569.635.332	233.018.991	1.336.616.341	-	-
Other liabilities	411.377.341	411.377.341	41.349.366	284.534.785	85.493.190	-

31 December 2023	Book value	Total cash outflows	Contractual			
			Less than 3 months	3-12 months	1-5 years	More than 5 years
Non-derivative financial liabilities						
Loans	3.189.165.302	3.652.370.073	1.280.145.347	583.266.639	1.555.078.075	233.880.012
Liabilities from leasing obligations	3.012.379.136	4.291.066.955	110.105.599	330.316.796	1.464.706.621	2.385.937.939
Trade payables						
-Related party	60.009.778	60.009.778	60.009.778	-	-	-
-Other	920.092.152	920.092.152	318.793.703	601.298.449	-	-
Other liabilities	232.721.559	232.721.559	22.312.585	155.808.873	54.600.101	-

Foreign currency risk

The Group is exposed to foreign exchange rate risk through operations done using multiple currencies. The main principle in the management of this foreign currency risk is maintaining foreign exchange position in a way to be affected least by the fluctuations in foreign exchange rates.

For this reason, the proportion of the positions of these currencies to total equity amount is aimed to be controlled under certain limits. Derivative financial instruments are also used, when necessary. In this context, the Group's primary method is utilizing forward foreign currency transactions. Foreign exchange risk arises from the Group's liabilities being mostly in TL and US Dollars, and Euro liabilities for companies within the scope of consolidation whose functional currency is not the Euro.

As of 31 December 2024, while other variables being constant, if the TL was to appreciate/depreciate by 10% against the USD, the net profit/loss arising from foreign exchange gains/losses resulting over net foreign currency position in this currency would increase/decrease by TL 1.546.505 (31 December 2023: TL 877.798).

As of 31 December 2024, while other variables being constant, if the TL was to appreciate/depreciate by 10% against the EUR, the net profit/loss arising from foreign exchange gains/losses resulting over net foreign currency position in this currency would increase/decrease by TL 459.839 (31 December 2023: TL 798.771).

As of 31 December 2024, while other variables being constant, if the TL was to appreciate/depreciate by 10% against the GBP, the net profit/loss arising from foreign exchange gains/losses resulting over net foreign currency position in this currency would increase/decrease by TL 6.366 (31 December 2023: TL 625).

As of 31 December 2024, while other variables being constant, if the TL was to appreciate/depreciate by 10%, the net profit/loss arising from foreign exchange gains/losses resulting over net foreign currency position in this currency would increase/decrease by TL 472.568.382 (31 December 2023: TL 8.801.705).

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

Foreign currency denominated assets and liabilities of the Group as of 31 December 2024 and 2023 are as follows:

	31 December 2024	31 December 2023
Assets denominated in foreign currency	3.261.717.603	1.955.348.389
Liabilities denominated in foreign currency (-)	3.015.631.731	2.045.386.560
Net foreign currency position	246.085.872	(90.038.171)

The table below summarizes TL equivalents of foreign currency denominated assets and liabilities of the Group as of 31 December 2024 and 2023:

31 December 2024	TL Equivalent	USD	Euro	GBP	TL
1. Trade Receivables	317.715.110	3.778.044	2.683.886	83.216	81.713.296
2. Monetary Financial Assets	1.706.808.949	15.346.144	19.558.064	67.804	441.621.150
3. Other	685.157.544	224.457	9.705.814	600	320.000.469
4. Current Assets (1+2+3)	2.709.681.603	19.348.645	31.947.764	151.620	843.334.915
5. Other	552.036.000	-	15.000.000	-	-
6. Non-Current Assets (5)	552.036.000	-	15.000.000	-	-
7. Total Assets (4+6)	3.261.717.603	19.348.645	46.947.764	151.620	843.334.915
8. Trade Payables	794.408.689	3.435.110	82.574	600	669.933.264
9. Financial Liabilities	347.667.041	-	8.414.400	-	37.996.926
10. Other Monetary Liabilities	582.851.128	448.483	6.359	87.365	562.883.700
11. Current liabilities (8+9+10)	1.724.926.858	3.883.593	8.503.333	87.965	1.270.813.890
12. Financial Liabilities	1.288.406.384	-	33.846.039	-	42.790.918
13. Other Monetary Liabilities	2.298.489	-	-	-	2.298.489
14. Non-Current Liabilities (12+13)	1.290.704.873	-	33.846.039	-	45.089.407
15. Total Liabilities (11+14)	3.015.631.731	3.883.593	42.349.372	87.965	1.315.903.297
16. Net Foreign Currency Asset/ (Liability) Position (7-15)	246.085.872	15.465.052	4.598.392	63.655	(472.568.382)
17. Net Monetary Foreign Currency Asset/(Liability) Position (7-15)	246.085.872	15.465.052	4.598.392	63.655	(472.568.382)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

31 December 2023	TL Equivalent	USD	Euro	GBP	TL
1. Trade Receivables	421.777.837	3.232.156	6.254.083	-	122.370.366
2. Monetary Financial Assets	718.331.300	8.866.806	7.139.824	2.265	223.761.396
3. Other	242.856.212	21.975	3.293.851	72.727	131.984.000
4. Current Assets (1+2+3)	1.382.965.349	12.120.937	16.687.758	74.992	478.115.762
5. Other	572.383.040	44.506	17.500.000	-	-
6. Non-Current Assets (5)	572.383.040	44.506	17.500.000	-	-
7. Total Assets (4+6)	1.955.348.389	12.165.443	34.187.758	74.992	478.115.762
8. Trade Payables	194.939.662	2.973.248	1.009.408	-	74.315.106
9. Financial Liabilities	270.129.804	-	7.399.112	-	28.677.542
10. Other Monetary Liabilities	428.574.411	414.218	285.355	81.243	403.988.973
11. Current liabilities (8+9+10)	893.643.877	3.387.466	8.693.875	81.243	506.981.621
12. Financial Liabilities	1.149.762.223	-	33.481.595	-	57.170.726
13. Other Monetary Liabilities	1.980.460	-	-	-	1.980.460
14. Non-Current Liabilities (12+13)	1.151.742.683	-	33.481.595	-	59.151.186
15. Total Liabilities (11+14)	2.045.386.560	3.387.466	42.175.470	81.243	566.132.807
16. Net Foreign Currency Asset/ (Liability) Position (7-15)	(90.038.171)	8.777.977	(7.987.712)	(6.251)	(88.017.045)
17. Net Monetary Foreign Currency Asset/(Liability) Position (7-15)	(90.038.171)	8.777.977	(7.987.712)	(6.251)	(88.017.045)

Capital risk management

The Group's objectives when managing capital is able to maintain operations of the Group for maintaining optimal capital structure in order to provide return for its shareholders, reduce capital cost and benefit for other shareholders.

The shareholders of the Company, in order to maintain or modify capital structure, can change the amount of dividends paid to shareholders, return capital to shareholders, issue new shares and sell assets to decrease financing needs, in consistency with the regulations of the CMB.

Consistent with others in the industry, the Group monitors capital on the basis of the debt/equity ratio. This ratio is found by dividing net debt to total capital. Net debt is calculated as total liabilities less cash and cash equivalents. Total capital invested is calculated as equity, as shown in the balance sheet, plus net debt.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2024

(Amounts expressed in Turkish Lira ("TL") unless otherwise indicated.)

The net debt/(equity+net debt) ratio as of 31 December 2024 and 2023 is as follows:

	31 December 2024	31 December 2023
Total financial liabilities	6.480.597.438	6.201.544.438
Less: Cash and cash equivalents	(3.358.479.089)	(1.029.437.212)
Less: Time deposits	(1.527.343.047)	(2.618.860.925)
Less: Restricted bank balances	(196.743.920)	(160.562.752)
Net debt (*)	1.398.031.382	2.392.683.549
Net debt (Except for the impact of TFRS 16)	(1.698.180.233)	(619.695.587)
Shareholder's equity	7.675.814.640	5.214.969.092
Capital invested	9.073.846.022	7.607.652.641
Net debt/capital invested	15,41%	31,45%

(*) As of 31 December 2024, TL 3.096.211.615 of the net debt consists of the lease amounts discounted in accordance with IFRS 16 effective as of 1 January 2019 (31 December 2023: TL 3.012.379.136).

33. Fees for services received from independent audit firm

The fees for the services received by the Company from the Independent Audit Firm (IAF) in the periods of 1 January - 31 December 2024 and 1 January - 31 December 2023 are as follows:

	2024			2023		
	IAF	Other IAF	Total	Other IAF	Total	IAF
Independent audit fee for the reporting period	13.981.585	-	13.981.585	6.623.074	-	6.623.074
Fee for other assurance services	2.668.937	-	2.668.937	1.918.929	-	1.918.929
Fees for services other than independent audit	249.581	-	249.581	75.000	-	75.000
	16.900.103	-	16.900.103	8.617.003	-	8.617.003

34. Events after the balance sheet date

On 6 March 2025, a capital payment of IDR 82.051.200.000 (approximately USD 5.1 million) was made in line with the 99% share ratio of the capital of PT Celebi Aviation Indonesia ("CAI"), which is established for the purpose of airport ground handling services with a capital of IDR 83.160.000.000 resident in Jakarta, Indonesia, and its subsidiary share reached IDR 165.211.200.000.

Tayakadın Mahallesi,
Nuri Demirağ Caddesi No: 39
Arnavutköy/İstanbul-TURKEY

Phone: (+90 212) 952 92 00

www.celebiaviation.com
www.celebiyatirimci.com