

**BORSA İSTANBUL A.Ş.**  
**ORDINARY GENERAL ASSEMBLY MEETING OF THE YEAR 2021**  
**DATED ON MARCH 24, 2022\***

Ordinary General Assembly Meeting of Borsa İstanbul A.Ş. for the year 2021 took place on March 24, 2022 at Reşitpaşa Mahallesi Borsa İstanbul Caddesi No: 4 34467 Sarıyer/İstanbul with the oversight of Mr. Mustafa ÇALIŞKAN, the representative of Ministry of Commerce, who was appointed via the document dated March 23, 2022 and numbered E-90726394-431.03-00073118877.

The invitation, including the agenda, has been made public in the following media, as required in the Turkish Commercial Code and in the Articles of Association; Turkish Commercial Gazette dated March 1, 2022 and numbered 10527, Dünya newspaper dated March 2, 2022, Company website, Public Disclosure Platform ([www.kap.org.tr](http://www.kap.org.tr)), and Electronic General Assembly Meeting System (e-GKS).

As required by the relevant articles of the Turkish Commercial Code, and the Articles of Association, the invitation, meeting agenda, the amendment to Articles of Association, and the media in which the invitation has been made public, have been delivered to all shareholders through registered postal service. The agenda, the amendment to Articles of Association, annual report and the media in which the invitation has been made public have also been delivered via their respective registered mail addresses to Türkiye Wealth Fund Management Joint Stock Company (TWF) on behalf of Türkiye Wealth Fund, and to the Capital Markets Board (CMB).

It was noted that share ledger, annual report, audit reports, financial statements, the agenda, attendants' list, the Board resolution dated February 18, 2022 and numbered 2022/6-5 regarding the General Assembly meeting, other Board resolutions related to the agenda, the amendment to Articles of Association approved by CMB and Ministry of Commerce and other necessary documents were present at the meeting.

It was noted that:

- In line with the Board resolution dated February 18, 2022 and numbered 2022/6-5, the Strategic Planning, Financial Reporting & Investor Relations, Legal Affairs departments have been authorized by the Board to check the validity of the proxies and to prepare the attendants' list. The proxies and the attendants' list have been confirmed to be in compliance with legal regulations.
- Through examination of the share ledger, it was noted that the capital is 423,234,000.00-TL and is divided into 42,323,400,000 shares.
- Both Borsa İstanbul A.Ş. and its subsidiary İstanbul Takas ve Saklama Bankası A.Ş. have some Borsa İstanbul A.Ş. shares at their disposal. These shares have to be taken out of the quorum calculation. Therefore, the shares with a nominal value of 406,659,553.24-TL constitute the maximum number of shares eligible to be included in the calculation of the quorum; in compliance with the Article 389 of Turkish Commercial Code. The shares with a nominal value of 57,115,453.63-TL attended the meeting via electronic system, the shares with a nominal value of 341,665,504.61-TL attended the meeting physically, therefore shares with a total nominal value of 398,780,958.24-TL attended the meeting. Hence, sufficient number of shares were present during the meeting, according to the relevant articles of both Turkish Commercial Code and the Articles of Association of the Company.

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*\*The minutes in English are for information purposes only. Please refer to official Turkish version for clarification.*

- Chairperson Prof. Dr. Eriřah ARICAN, Board Members Mr. Yunus ARINCI, Ms. Iřınsu KESTELLİ, Mr. Cem DEMİROĞLU, Mr. Tevfik ERASLAN, Mr. Korkmaz ERGUN, and representative of audit firm Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müřavirlik A.ř. (Ernst and Young) Mr. Ahmet Ufuk YALÇIN were present at the meeting.

With the permission of the representative of Ministry of Commerce, the meeting has been initiated. Shareholders have been notified that voting would be done by raising hands for the physical attendees and by pressing the relevant buttons for the attendees using eGKS system.

1. In relation to the first agenda item, TWF proposed that “*Mr. Atila TÜRELİ is elected as the Meeting Chairman, Ms. Zeynep KANDEMİR USKILIÇ as Secretary of the Meeting and Mr. Hasan Barlas AKINCI as Vote Collector and they are authorized to sign the meeting minutes and the attendants’ list.*” No shareholder made comment, including those who attend via electronic system. The proposal has been put to the vote. It has been unanimously approved, and the Board of Meeting has been established.

In line with the Article 9 of the Internal Directive on the Working Principles of the General Assembly, the agenda has been read out. Chairman asked whether there is a petition to change the course of agenda items. No petition has been submitted, therefore the discussion of the agenda has been initiated.

2. In relation to the second agenda item, TWF proposed “*not to read out 2021 annual report prepared by the Board as it has been already shared with shareholders prior to the meeting.*” The proposal has been put into discussion. No shareholder made comment, including those who attend via electronic system. The proposal has been put to the vote. It has been unanimously approved.
3. In relation to the third agenda item, TWF proposed “*not to read out 2021 independent audit report because the report has been already shared with shareholders prior to the meeting*”. The proposal has been put into discussion. No shareholder commented, including those who attend via the electronic system. The proposal has been put to the vote. It has been unanimously approved.
4. In relation to the fourth agenda item, TWF proposed “*not to read out Balance Sheet and Profit/Loss Table relating to the fiscal year 2021 because they have been already shared with shareholders in the context of the Annual Report prior to the meeting*”. The proposal has been put to the vote. It has been unanimously approved, including the shareholders attending via electronic system. Then the agenda item which is the approval of the said statements has been put to vote. 2021 Balance Sheet and Profit/Loss Table have been unanimously approved by shareholders, including the ones attending via electronic system.
5. In relation to the fifth agenda item, discharge of the Board members from liability for the accounts and the activities of the year 2021 as per Turkish Commercial Code has been put into discussion. No shareholder made comment, including those who attend via electronic system. The item has been put to vote. Discharge of the Board members from liability as per Turkish Commercial Code has been unanimously approved, including the shareholders attending via the electronic system.
6. In relation to the sixth agenda item, Board resolution dated February 18, 2022 and numbered 2022/6-3 has been read out:

- Distribution of a gross dividend of TL 1.62 for each share representing a nominal value of TL 1.00 to all shareholders, who are entitled to receive dividends at the payment date, as a sum of first and second dividends, within the framework of the Company's articles of association,
- In line with the Turkish Commercial Code article 519 paragraph 2/c and the Articles of Association article 27/1/ç, allocating additional legal reserves up to 10% of the total dividend payable that exceeds 5% of the Company's paid-in capital,
- Determination of the payment date by Borsa İstanbul Board of Directors that is no later than June 30, 2022.

Board's proposal has been put into discussion. The item has been put to vote. It has been unanimously approved, including the shareholders attending via the electronic system.

7. In relation to seventh agenda item, shareholders have been informed that no members were appointed by the decision of Board of Directors in this regard.
8. In relation to the eighth agenda item, the amendments to the article 3 suggested by the Board and approved by CMB (on January 31, 2022) and Ministry of Commerce (on February 3, 2022) have been put into discussion.

The amendments have been put into vote. It has been unanimously approved, including the shareholders attending via the electronic system.

9. In relation to the ninth agenda item, the audience has been informed that, as per Art. 379 of Turkish Commercial Code, the Board of Directors was authorized for two years by shareholders at the general assembly meeting on 27.09.2018 to buy back company's own shares, provided that the amount of shares to be bought back would be 1,990,835,364 shares (equivalent of 19,908,353.64-TL nominal value) and that the price to be paid would be minimum 19,908,353.64-TL and maximum 201,350,241.33-TL. Also, this authority was expanded for 2 (two) years at the General Assembly Meeting on 14.04.2020. The agenda item suggests the authorization term to be extended for an additional 1 (one) year, after the current expiry date which is 27.09.2022. The item has been put into discussion and vote. No comment has been made. The item has unanimously been approved by all the shareholders including the ones attending via the electronic system.
10. In relation to the tenth agenda item, TWF nominated Eriřah ARICAN, Yunus ARINCI (independent member), Metin KIRATLI, Fahrettin ALTUN, Ahmed Ali H A AL-HAMMADI, Iřinsu KESTELLİ (independent member), Cem DEMİROĞLU (independent member), Tevfik ERASLAN (independent member), and Korkmaz ERGUN as Board Members for 3 years.
11. The nominations have been put to discussion. No shareholder made comment, including those who attend via the electronic system. The proposal has been put to vote and approved unanimously by all the shareholders including the ones attending via the electronic system.

Eriřah ARICAN, Yunus ARINCI (independent member), Metin KIRATLI, Fahrettin ALTUN, Ahmed Ali H A AL-HAMMADI, Iřinsu KESTELLİ (independent member), Cem DEMİROĞLU (independent member), Tevfik ERASLAN (independent member), Korkmaz ERGUN have been elected as Board Members for 3 years starting from the date of this General Assembly.

Ms. ARICAN, Ms. ARINCI, Ms. KESTELLİ, Mr. DEMİROĞLU, Mr. ERASLAN, and Mr. ERGUN were present at the meeting and declared that they accepted the board membership.

**12.** In relation to the eleventh agenda item, TWF proposed that

- *20% increase in net monthly remuneration for Chairperson and Board Members*
- *Remuneration payments are to be processed at the end of each month as in the case of all Borsa İstanbul employees*
- *Chairperson and Board Members are entitled to have rights described by the Article 15/4 of the Articles of Association regarding the assignment of official car, coverage of business trips, accommodation, per diem allowance; moreover, their husbands and wives, children and other dependents will have the same rights as Borsa İstanbul employees for medical care.*
- *If Chairperson and Board Members are employed by more than one employer and, thus, have to provide income tax return, Borsa İstanbul will pay the corresponding tax upon the request of the Chairperson and Board Members; and if they receive a salary according to the Law No. 657 on Public Servants, any additional tax to be calculated will be borne by Borsa İstanbul.*

**13.** No shareholder made comment, including those who attend via electronic system. The proposal on remuneration of chairperson and of board members has been put to vote and has been unanimously approved by all the shareholders including the ones attending via the electronic system.

**14.** In relation to the twelfth agenda item, in line with Capital Markets Law and Turkish Commercial Code, the Board decided to elect Güney Bağımsız Denetim ve SMMM A.Ş. (Ernst and Young) as auditor for the year 2022 for auditing financial statements and for pursuing other relevant activities described in these laws.

**15.** The item has been put into discussion. No shareholder made comment, including those who attend via the electronic system. The item was put to vote. Güney Bağımsız Denetim ve SMMM A.Ş. (Ernst and Young) has been unanimously elected by all the shareholders including the ones attending via the electronic system as auditor for the year 2022.

**16.** In relation to the thirteenth agenda item, the issue “Authorizing members of the Board of Directors for executing the operations which are regulated by articles 395 and 396 of Turkish Commercial Code” has been put to discussion. No shareholder made comment, including those who attend via electronic system.

**17.** The item was put to vote. Board members have been unanimously authorized by all the shareholders including the ones attending via the electronic system to conduct activities in relation to the Articles 395 and 396 of Turkish Commercial Code.

**18.** Wishes and opinions were shared.

**19.** Meeting ended.