

BORSA İSTANBUL A.Ş.

12.04.2019 ORDINARY GENERAL ASSEMBLY MEETING

ADDITIONAL INFORMATION

As per the decision of Borsa İstanbul Board of Directors dated 14.03.2019, Borsa İstanbul A.Ş. shareholders have been invited to attend the General Assembly Meeting to be held on 12.04.2019, at 15.00 at “Borsa İstanbul A.Ş. Reşitpaşa Mahallesi Borsa İstanbul Caddesi No: 4 34467 Sarıyer/İstanbul”.

A. Shareholder Structure and Voting Rights

Company shares are divided into three groups namely “A”, “B” and “C”. Shares under each group have a single right to vote for each share whereby maximum number of votes that may be cast is 42,323,400,000.

Group	Nominal Value	No of Shares	Shareholder	%
A	42,323.40 TL	4,232,340	Türkiye Wealth Fund*	0.01
B	341,084,280.60 TL	34,108,428,060	Türkiye Wealth Fund	80.59
C	0.41 TL	41	Türkiye Wealth Fund	0.00
B	42,323,400.00 TL	4,232,340,000	European Bank for Reconstruction and Development (EBRD)	10.00
C	5,502,042.00 TL	550,204,200	Turkish Capital Markets Association (TCMA)	1.30
C	9,589,578.20 TL	958,957,820	Borsa İstanbul A.Ş.**	2.27
C	24,692,375.39 TL	2,469,237,539	Others (Brokerage houses, banks, precious metal and foreign exchange companies and other companies)	5.83
Total	423,234,000.00 TL	42,323,400,000		100.00

*Türkiye Wealth Fund has a total of 34,112,660,441 shares from A, B and C groups, they correspond to 80.60% of capital.

** These are the shares acquired from group C shareholders in line with the decisions taken at the Annual General Assembly meetings dated 08.06.2017 and 27.09.2018.

Under the Articles of Association article 8, Board of Directors is composed of 10 (ten) members, 2 (two) of which to be nominated by Group A shares, 3 (three) of which to be nominated by Group C shares and each to be elected from among those nominees by the General Assembly.

Shareholders may cast one vote only for each share they own. Voting may be held either in writing or by raising hands according to the decision of the Assembly of Shareholders. Vote by secret balloting may be held only by a decision of the Assembly of Shareholders taken by a 40% majority calculated on the basis of nominal share value. Those who do not cast a vote either by raising hand or in writing will be deemed as rejecting the relevant matter.

B. Additional Notes Regarding Corporate Governance Communiqué

- There are no changes in the management and activities of the Company or subsidiaries that may have a significant effect on the Company's operations during the past financial year or planned for the next financial year.

- No requests have been received from shareholders or Capital Markets Board regarding addition of an item into the agenda.

C. Explanations on the Agenda Items of the General Assembly Meeting

BORSA İSTANBUL A.Ş.

ORDINARY GENERAL ASSEMBLY MEETING AGENDA

on 12.04.2019 at 15.00

at Borsa İstanbul A.Ş. Reşitpaşa Mahallesi Borsa İstanbul Caddesi No: 4 Sarıyer İstanbul

1-) Opening of the meeting. Election of persons to confirm the minutes, list of attendees and to supervise the counting of votes (Board of Meeting)

In accordance with the “Turkish Commercial Code” no. 6102, “Regulation on the Principles and Procedures of Company General Assembly Meetings and the Representatives of the Ministry of Customs and Trade Participating in Such Meetings”, “Articles of Association” and “Internal Directive of Borsa İstanbul A.Ş. General Assembly Meetings,” the Chairman of the Meeting shall be elected; and the General Assembly shall vote to authorize the Chairman to keep track of the meeting minutes.

2-) Presentation and discussion of the Annual Report of the Board of Directors relating to the fiscal year 2018

This agenda item is for information purposes only, and no voting shall take place for this item. The Board’s annual report on the 2018 activities approved by the Board shall be read out loud. In accordance with the provisions of the Turkish Commercial Code and Corporate Governance Principles, Borsa İstanbul shareholders may obtain the annual report prepared by the Board from the Company headquarters or from www.borsaistanbul.com website.

3-) Presentation of the Independent Audit report of the fiscal year 2018

This agenda item is for information purposes only, and no voting shall take place for this item. Borsa İstanbul shareholders may obtain the independent auditors’ report prepared by KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. from the Company headquarters or from www.borsaistanbul.com website.

4-) Presentation, discussion and adoption of the Balance sheet and Profit/Loss tables relating to the fiscal year 2018

Article 26 of Borsa İstanbul A.Ş. Articles of Association, entitled “Activity Period” envisages that Borsa İstanbul’s accounting period starts on the first day of January and ends on the last day of December. Within this framework, the balance-sheet and profit/loss statement for the Company for the activity period between 01.01.2018 and 31.12.2018 shall be read out loud and presented for the approval of the General Assembly. Borsa İstanbul shareholders may obtain the said documents from the Company headquarters or from www.borsaistanbul.com website.

5-) Resolution on the discharge of the members of the Board of Directors from liability as per Turkish Commercial Code.

As per the provisions of the Turkish Commercial Code, discharging the Board members for the activities, operations and accounts for the year 2018 shall be submitted for the approval of the General Assembly.

6-) Resolution upon the proposal of the Board of Directors in relation to the use of the profit shown on the balance sheet and payment of dividend for the fiscal year 2018

The Board, taking into account company strategy, investment and funding policies, and Dividend Distribution Policy, makes the following proposal to the General Assembly:

- 31,343,914 TL to be recorded as General Legal Reserve in line with Turkish Commercial Code 519/1
- distributing 43.44 Kuruş (0.4344 TL) gross dividend per share for 1 TL nominal value to the shareholders who are eligible to receive dividend at the date of the distribution
- Recording an additional General Legal Reserve as 10% of the total distributed amount, excluding the 5% of the paid-in capital of the Company, in line with the article of the Turkish Commercial Code 519/1-c.
- Decision on distribution date (which should not be later than 30.06.2019) to be left with the Board of Directors.

The proposal is also available at the company headquarter for shareholders' evaluation.

7-) If there has been vacated seats at memberships of the board of directors until the date of Annual Shareholders' Meeting and an election has been made by the Board of Directors for the vacant board membership seat, approval of such election

A voting to approve the election to the vacated Board positions, if any, by the General Assembly meeting date, will take place.

8-) Presenting the proposal for the modification of the Company's Articles of Association for approval by the General Assembly, as envisaged by the Capital Markets Board and the Ministry of Trade, discussion and finalization thereof

The amendment to AoA (Art. 3, 4, 6, 7, 8, 9, 10, 11, 12, 13, 15, 16, 17, 18, 20, 22, 23, 24, 28, 31, 32, and Temporary 4) which has been approved by Capital Markets Board of Turkey and Ministry of Trade will be submitted for shareholders' approval at the meeting. The amendment proposal is also available at company's headquarter, at Public Disclosure Platform, at Electronic General Assembly Meeting System and at company's website <https://www.borsaistanbul.com/en/investor-relations/general-assembly-meetings> under title "Borsa İstanbul 2019 Ordinary General Assembly (12.04.2019)." The proposal is also provided to shareholders via postal service.

9-) Election of members of the Board of Directors

According to the Art. 8 of the AoA, the Board is composed of 10 members and the term of duty is three years.

The election for the vacated positions will be conducted by the General Assembly.

Furthermore, if there are any further vacant Board positions until the General Assembly date for which no election has been held by the Board, or any Board member position is vacated as a result of the decision of the General Assembly, voting will take place for such member positions.

10-) Resolution on the remuneration, premium and other rights of the members and Chairperson of the Board of Directors

Remuneration will be decided in line with Art. 394 of Turkish Commercial Code and Art. 15/4 of the AoA.

11-) Approval of election of an independent audit firm as suggested by the Board of Directors as per Turkish Commercial Code and Capital Market Law with regards to audit for the year 2019.

The General Assembly shall vote on the selection of KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. for auditing the 2019 accounts, as per the proposal of the Board.

12-) Authorizing members of the Board of Directors for executing the operations which are regulated by articles 395 and 396 of Turkish Commercial Code

In accordance with paragraph 1, article 395 of the Turkish Commercial Code entitled “Prohibition on Engaging in Transactions with the Company, Prohibition on Borrowing from the Company”, article 396 of the Turkish Commercial Code entitled “Prohibition on Competing”, and paragraph three, Article 15 of Articles of Association entitled “Rights and Authorities of the Board Members” Board members may engage in transactions subject to the approval of the General Assembly. In line with the above mentioned arrangements, such permits shall be submitted for the approval of the General Assembly meeting.

13-) Wishes and opinions

14-) Closing of the meeting