

BORSA İSTANBUL A.Ş.

31.08.2018 ORDINARY GENERAL ASSEMBLY MEETING

INFORMATION DOCUMENT

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	311,457,900.60 TL	31,145,790,060	Türkiye Wealth Fund	73.59
C	0.41 TL	41	Türkiye Wealth Fund	0.00
B	29,626,380.00 TL	2,962,638,000	Borsa İstanbul A.Ş.*	7.00
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	3,358,289.29 TL	335,828,929	Borsa İstanbul A.Ş.**	0.79
C	30,932,909.11 TL	3,093,290,911	Miscellaneous (shareholders of dissolved Turkish Derivatives Exchange, members of dissolved İstanbul Stock Exchange, members of dissolved İstanbul Gold Exchange)	7.31
Total	423,234,000.00 TL	42,323,400,000		100.00

* These are the shares acquired from Nasdaq Technology AB in 2018 in line with the agreements signed with Nasdaq in 2013 and 2018. Usufruct rights on these shares has been instituted in favor of Türkiye Wealth Fund according to the Article 6/6 of Borsa İstanbul Articles of Association. These shares will be transferred to Türkiye Wealth Fund as the owner of usufruct rights.

**These are the shares acquired from intermediary institutions in line with the decision taken at the Annual General Assembly meeting dated 08.06.2017.

Under the Articles of Association article 8, Board of Directors is composed of ten members, two of which to be nominated by Group A shares, 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 31.08.2018, 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 2017

This agenda item is for information purposes only, and no voting shall take place for this item. The Board’s annual report on the 2017 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 2017

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 2017

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 01.01.2017 and 31.12.2017 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 2017 shall be submitted for the approval of the General Assembly.

6-) Approval of dividend distribution policy prepared by Board of Directors

The Dividend Distribution Policy, Annex 1, prepared by the Board and presented to the shareholders three weeks before the General Assembly meeting at Company headquarter and www.borsaistanbul.com website, will be submitted for the approval of the General Assembly.

7-) 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 2017 and previous years

The Board, taking into account company strategy, investment and funding policies, and Dividend Distribution Policy, makes the following proposal to the General Assembly: To distribute 0.7088-TL gross dividend per share for 1 TL nominal value to the shareholders who are eligible to have the dividend at the date of the distribution and to authorize the Board to decide on distribution date, provided that it will be no later than 30.11.2018.

In line with the agreement signed in 2013 and 2018, Borsa İstanbul acquired the shares corresponding to the 7% of the capital from Nasdaq Technology AB. In line with the article 6/6 of the Articles of Association, usufruct rights have been instituted in favor of Türkiye Wealth Fund, group A shareholder. In addition, in line with the same article, if those shares are transferred to third party, all benefits are to be transferred to Türkiye Wealth Fund.

In line with the Article 520 of Turkish Commercial Code, company has to allocate legal reserves in exchange of the shares it has acquired. Because it will decrease distributable net profit, transfer of ownership of the shares to Türkiye Wealth Fund, the group A shareholder which has usufruct rights and will have all benefits in case the shares are transferred to a third party, a submission for approval to Capital Markets Board of Turkey for share transfer has already been carried out.

8-) 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.

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. As of this General Assembly, none of Board members has expired term of office.

Furthermore, in the event of any vacated Board memberships 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 and other rights of the members and Chairman of the Board of Directors

Remuneration will be decided.

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 2018.

The General Assembly shall vote on the selection of KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. for auditing the 2018 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-) Authorizing the Board of Directors for one year to buy back maximum 633,179,478 Company's own shares with nominal value 6,331,794.78-TL in exchange of minimum 6,331,794.78-TL and maximum 72,372,932.16-TL in line with article 379 of the Turkish Commercial Code

In line with the Article 379 of Turkish Commercial Code, the Board has to be authorized to buyback Company's own shares for a year term. The issue will be presented for approval of the General Assembly.

14-) Approval of changes in Donation Policy

Donation Policy, which was approved at the General Assembly meeting dated 08.06.2017, was updated by the Board as per the proposal by the Corporate Governance Committee and will be submitted for the approval of the General Assembly. Amended version can be seen at Annex 2.

15-) Wishes and opinions

16-) Closing of the meeting

Annex 1 : Dividend Distribution Policy

Annex 2 : Donation Policy

Annex 1

BORSA İSTANBUL A.Ş.

DIVIDEND DISTRIBUTION POLICY

The purpose of this policy is to determine the methods and principles of dividend distribution by taking into account the balance between shareholder expectations and medium and long term plans of the Company, as well as national and global economic conditions and growth targets. Dividend distribution shall be decided by the General Assembly upon the proposal of the Board of Directors prepared in accordance with the provisions of the Turkish Commercial Code, capital market legislation, tax legislation, other legislation to which the Company is subject and the provisions of the articles of association of the Company. In the dividend distribution, a consistent policy is followed in line with the corporate governance principles in force, which takes into account the balance between the interests of the shareholders and the company.

Dividend policy aims to distribute at least 50% of the distributable period profit calculated in accordance with the provisions of the Turkish Commercial Code, capital market legislation and the articles of association, taking into account the company's medium and long-term strategic targets, planned investments and cash situation.

Dividends are distributed equally to all of the existing shares, regardless of their date of issuance and acquisition.

Dividend amounts determined in accordance with the relevant legal regulations and the provisions of the Company's Articles of association are determined by the General Assembly and distributed to the shareholders on the dates determined by the General Assembly within the stipulated legal periods.

If the Board of Directors proposes not to distribute dividends, it informs the shareholders at the General Assembly about the reasons of this situation and how to use the profit.

Dividend policy can be reviewed every year, taking into account the financial performance, investment projects and sectoral and economic conditions.

Annex 2

BORSA İSTANBUL A.Ş.

DONATION POLICY

Borsa İstanbul A.Ş. Donation Policy (Policy) is prepared by Board of Directors and approved by General Assembly.

Charitable donations may be made either in money or in kind. Upper limit for donation is set by Borsa İstanbul A.Ş. Articles of Association. 50% of this upper limit amount can be evaluated and approved by Borsa İstanbul Executive Committee for individual amounts up to TL 500,000 per annum before seeking further approval from the Board. Donations more than TL 500,000 are subject to Executive Committee primary approval and Board of Directors final approval. For real persons, the upper limit that the Executive Committee can approve is TL 75,000.

Borsa İstanbul donations are concentrated to support financial literacy, financial transactions, health, social support, cultural activities, education, disadvantaged social groups, sport, promotion of technological innovation, and to deal with natural disasters in and outside of Turkey and humanitarian crises.

Legally registered associations, foundations and non-profit organizations that Borsa İstanbul will donate should have the following features:

- Not related to human rights' violation.
- Do not have policies or practices that discriminate on grounds of race, creed, religion, gender, disability or age.
- Not involved in promotion of gambling, illegal drugs, tobacco, firearm, alcohol or similar harmful things.
- Do not cause harm to animals for the purposes of sport or entertainment.
- Do not have, as their main purpose, the dissemination of political information and do not otherwise use their charitable work to encourage support for political causes.
- Do not have activities which damage the environment.
- Fully disclose all relevant corporate and personal conflicts of interest.

Borsa İstanbul's preference is for organizations that have long-term goals and objectives; operate in a sustainable manner; encourage stakeholder involvement and take an innovative approach to their projects and initiatives.

Borsa İstanbul provides information on the total amount of donations realized during the year and amendments in the Policy in its Annual Integrated Report.