

## BORSA İSTANBUL A.Ş.

### 26.03.2021 ORDINARY GENERAL ASSEMBLY MEETING

#### INFORMATION DOCUMENT

As per the decision of Borsa İstanbul Board of Directors dated 26.02.2021, Borsa İstanbul A.Ş. shareholders are invited to attend the General Assembly Meeting to be held on 26.03.2021, at 15.00 (local time) at “Borsa İstanbul A.Ş. Reşitpaşa Mahallesi Borsa İstanbul Caddesi No: 4 34467 Sarıyer/İstanbul”.

#### A. Shareholder Structure and Voting Rights

Company shares have a single right to vote for each share whereby maximum number of votes that may be cast is 42,323,400,000.

Shareholders	Nominal Value	Number of Shares	%
Türkiye Wealth Fund	341,126,604.41 TL	34,112,660,441	80.60
QH Oil Investments LLC	42,323,400.00 TL	4,232,340,000	10.00
Turkish Capital Markets Association (TCMA)	5,502,042.00 TL	550,204,200	1.30
Borsa İstanbul A.Ş.*	9,749,289.14 TL	974,928,914	2.30
Others**	24,532,664.45 TL	2,453,266,445	5.80
<b>Total</b>	<b>423,234,000.00 TL</b>	<b>42,323,400,000</b>	<b>100.00</b>

\*Represents the shares acquired from shareholders in 2017, 2018, 2019, and 2020.

\*\*Brokerage houses, banks, precious metal and foreign exchange companies and other companies.

Under the Articles of Association article 8, Board of Directors is composed of 9 (nine) members and each to be elected 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. 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 26.03.2021 at 15.00

at Borsa İstanbul A.Ş. Reşitpaşa Mahallesi Borsa İstanbul Caddesi No: 4 34467 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 Attending Such Meetings”, “Articles of Association” and “Internal Directive on the Working Principles of the General Assembly”, the Chairperson of the Meeting shall be elected; and the General Assembly shall vote to authorize the Chairperson 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 2020**

This agenda item is for information purposes only, and no voting shall take place for this item. The Board’s annual report on the 2020 activities approved by the Board shall be read. 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](http://www.borsaistanbul.com) website.

### **3. Presentation of the Independent Audit report of the fiscal year 2020**

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 Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Ernst and Young) from the Company headquarters or from [www.borsaistanbul.com](http://www.borsaistanbul.com) website.

### **4. Presentation, discussion and adoption of the Balance Sheet and Profit/Loss tables relating to the fiscal year 2020**

According to the Article 26 of Borsa İstanbul A.Ş. Articles of Association, 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 of the Company for the activity period between 01.01.2020 and 31.12.2020 shall be read and submitted for the approval of the General Assembly. Borsa İstanbul shareholders may obtain these documents from the Company headquarters or from [www.borsaistanbul.com](http://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 2020 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 current year profit and payment of dividends**

The Board, taking into account the strategy of the company, investment and funding policies, and Dividend Distribution Policy, makes the proposal to the General Assembly for the final approval.

**7. If there has been vacated seats at the Board of Directors until the date of General Assembly Meeting and an election has been made by the Board of Directors for the vacant 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 to the General Assembly, as approved by the Capital Markets Board and the Ministry of Trade, discussion and finalization thereof**

The amendment to the AoA 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 the company's headquarter, at Public Disclosure Platform, at Electronic General Assembly Meeting System and at the company's website <https://www.borsaistanbul.com/en/sayfa/2687/general-assembly-meetings> under title "Borsa İstanbul 2020 Ordinary General Assembly (26.03.2021)".

**9. Presentation, discussion and adoption of changes in the Internal Directive on the Working Principles of the General Assembly**

The amendment to the Internal Directive on the Working Principles of the General Assembly, which aims to comply with the amendment to AoA, will be submitted for shareholders' approval at the meeting.

**10. Election of Board members**

According to the Art. 8 of the AoA, the Board is composed of 9 members, and at least 1 independent board member should be female. The number of independent members, their term of duty, the way they are nominated and their remuneration are regulated by Capital Markets Board of Turkey.

In line with the regulation of Capital Market Law and Corporate Governance Principles, 1/3 of the board members should be independent.

**11. Resolution on the remuneration, premium and other rights of the Chairperson and members of the Board of Directors**

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

**12. Approval of election of the independent audit firm as suggested by the Board of Directors as per Turkish Commercial Code and Capital Market Law with regards to the audit for the year 2021**

The General Assembly shall vote on the appointment of Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Ernst & Young) for auditing the 2021 accounts, as per the proposal of the Board.

**13. Authorizing the 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 capitulated in the mentioned regulations only with the approval of the General Assembly. In line with these regulations, such permits shall be submitted to the approval of the General Assembly meeting.

**14. Wishes and opinions**

**15. Closing of the meeting**