

**BORSA İSTANBUL A.Ş.**  
**ORDINARY GENERAL ASSEMBLY MEETING OF THE YEAR 2022**  
**DATED ON AUGUST 2, 2023\***

Ordinary General Assembly Meeting of Borsa İstanbul A.Ş. for the year 2022 took place on August 2, 2023 at Reşitpaşa Mahallesi Borsa İstanbul Caddesi No: 4 34467 Sarıyer/İstanbul/Türkiye with the oversight of Mr. Mustafa ÇALIŞKAN, the representative of Ministry of Commerce, who was appointed via the document dated July 7, 2023 and numbered E-90726394-431.03-00087661901.

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 July 7, 2023 and numbered 10866, Nasıl Bir Ekonomi newspaper dated July 8, 2023, 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 July 6, 2023 and numbered 2023/20-1 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 July 6, 2023 and numbered 2022/20-1, the Strategic Planning, Financial Reporting & Investor Relations and 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 406,978.959,36-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 51,598,897.54-TL attended the meeting via electronic system, the shares with a nominal value of 348,526,861.51-TL attended the meeting physically, therefore shares with a total nominal value of 400,125,759.05-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.*

## HALKA AÇIK

- Chairperson Prof. Dr. Eriřah ARICAN, Board Members Mr. Yunus ARINCI, 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. Hazar AKSOY 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 “*Ms. İdil ARIKAN ARGUN is elected as the Chairperson of the Meeting, Ms. Zeynep KANDEMİR USKILIÇ is elected as Secretary of the Meeting and Mr. Hasan Barlas AKINCI is elected as Vote Collector of the Meeting and they are authorized to sign the meeting minutes and the attendants’ list.*” No shareholder made comment, including those who attended 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. Chairperson 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 2022 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 attended 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 2022 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 attended 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 2022 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 itself, which is the approval of the said statements has been put to vote. 2022 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 2022 as per Turkish Commercial Code has been put into discussion. No shareholder made comment, including those who attended 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, the amendments to the article 3 suggested by the Board and approved by both CMB (on December 19, 2022) and Ministry of Commerce (on December 30, 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.

7. In relation to the seventh agenda item, shareholders have been informed about the donations made to those affected by Kahramanmaraş-centered earthquake and within the framework of the Social Services Law.

No shareholder made comment, including those who attended via electronic system. The approval of donations has been put to vote and has been unanimously approved by all the shareholders including the ones attending via the electronic system.

8. In relation to the eight agenda item, Board resolution dated June 22, 2023 and numbered 2023/19-3 has been read out:

- Distribution of a gross dividend of TL 2.12 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, which should be no later than October 31, 2023.

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.

9. In relation to ninth agenda item, shareholders have been informed that no members were appointed by the decision of Board of Directors in this regard.

10. In relation to the tenth 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 and this authority was expanded at the General Assembly Meetings on 14.04.2020 and 24.03.2022. The agenda item suggests; as the authorization is nearing to the end of its period; to terminate the current authorization and re-authorize the Board of Directors for 5 (five) years with the same conditions.

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.

11. In relation to eleventh agenda item, shareholders have been informed that there are no nominations for the selection of members of Board of Directors.

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

- *Increasing the monthly net wage amounts paid to the Chairperson and Members of the Board of Directors in line with the proportional growth rate of the monthly coefficient utilized in the calculation of civil servants; basing on the coefficient's current value and the value at the last General Assembly,*
- *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.*

No shareholder made comment, including those who attended 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.

- 13.** In relation to the thirteenth agenda item, in line with Capital Markets Law and Turkish Commercial Code, the Board decided to elect PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (PwC) as auditor for the year 2023 for auditing financial statements and for pursuing other relevant activities described in these laws.

The item has been put into discussion. No shareholder made comment, including those who attended via the electronic system. The item was put to vote. PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (PwC) has been unanimously elected by all the shareholders including the ones attending via the electronic system as auditor for the year 20232.

- 14.** In relation to the fourteenth 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 attended via electronic system.

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.

- 15.** Wishes and opinions were shared by the attending shareholders.

- 16.** Meeting ended.