

HALKA AÇIK/PUBLIC

BORSA İSTANBUL A.Ş.
ORDINARY GENERAL ASSEMBLY MEETING OF THE YEAR 2024
DATED ON APRIL 25, 2025*

Ordinary General Assembly Meeting of Borsa İstanbul A.Ş. for the year 2024 took place on April 25, 2025 at Reşitpaşa Mahallesi Borsa İstanbul Caddesi No: 4 34467 Sarıyer/İstanbul/Türkiye with the oversight of Mrs. Seda ÇAYCI AKKALE, the representative of Ministry of Commerce, who was appointed via the document dated April 24, 2025 and numbered E E-90726394-431.003-00108567342.

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 27, 2025, Nasıl Bir Ekonomi newspaper dated March 27, 2025, Company website, Public Disclosure Platform (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 meeting invitation has been made public, have been delivered to all shareholders through registered postal service. Also, the agenda, the amendment to the Articles of Association, relevant reports, and the media in which the meeting invitation has been made public have been delivered to the Capital Markets Board (CMB) and Türkiye Wealth Fund Management Joint Stock Company (TWF) on behalf of Türkiye Wealth Fund through registered postal service.

It was noted that share ledger, annual report, audit report, financial statements, the agenda, attendants' list, the Board resolution dated March 24, 2025 and numbered 2025/11-1 regarding the General Assembly meeting, other Board resolutions related to the agenda, the amendment to the 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 March 24, 2025 and numbered 2025/11-1, the Strategic Planning, Accounting, Financial Reporting & Investor Relations and Legal Affairs & Compliance 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.
- Borsa İstanbul A.Ş. has 9,968,750.76-TL and its subsidiary İstanbul Takas ve Saklama Bankası A.Ş. has 6,898,133.32-TL 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 406,367,115.42-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 57,260,228.78-TL attended the meeting via electronic system, the shares with a nominal value of 342,836,234.17-TL attended the meeting physically, therefore shares with a total nominal value of 400,096,462.95-TL attended the meeting. Hence, sufficient number of shares were present during the meeting,

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according to the relevant articles of both Turkish Commercial Code and the Articles of Association of the Company.

- Chairperson Prof. Dr. Eriřah ARICAN, Board Member Mr. Tevfik ERASLAN, Board Member and Chief Executive Officer Mr. Korkmaz ERGUN, and representative of audit firm PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (PwC) Mrs. Özge ARSLAN YILMAZ 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 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 2024 annual report prepared by the Board as it has already been 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 vote. It has been approved, where 42,323,400-TL votes were in against and 357,773,062.95-TL votes were in favor.
3. In relation to the third agenda item, TWF proposed “*not to read out 2024 independent audit report because the report has already been 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 vote. It has been approved, where 42,323,400-TL votes were in against and 357,773,062.95-TL votes were in favor.
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 2024 because they have already been shared with shareholders in the context of the Annual Report prior to the meeting.*” The proposal has been put to vote. It has been 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. 2024 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 2024 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.

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6. In relation to the sixth agenda item, the amendment to the article 3 suggested by the Board and approved by both CMB (on March 3, 2025) and Ministry of Commerce (on March 7, 2025) have been put into discussion.

The amendment has 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, Board resolution dated March 24, 2025 and numbered 2025/11-2 has been read out:
- Distribution of a gross dividend of TL 5.85 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 June 30, 2025.

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.

8. In relation to eighth agenda item, shareholders have been informed that board member Mr. Metin KIRATLI resigned and Mr. Hakkı SUSMAZ was appointed to this vacant membership position to complete Metin KIRATLI's tenure, with the decision of the Board of Directors dated July 22, 2024. Also, board member Mr. Ahmed Ali H A Al-HAMMADI resigned and Mr. Peter JURDJEVIC was appointed to this vacant membership position to complete Ahmed Ali H A Al-HAMMADI 's tenure, with the decision of the Board of Directors dated October 31, 2024.

Board's decisions regarding these appointments have been put into vote. It has been approved unanimously by all the shareholders including the ones attending via the electronic system.

9. In relation to ninth agenda item, TWF nominated Erişah ARICAN, Salih TANRIKULU (independent member), Hakkı SUSMAZ, Fahrettin ALTUN, Peter JURDJEVIC, Işın KESTELLİ (independent member), Cem DEMİROĞLU (independent member), Tevfik ERASLAN (independent member) and Korkmaz ERGUN as Board Members for 3 years.

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.

Erişah ARICAN, Salih TANRIKULU (independent member), Hakkı SUSMAZ, Fahrettin ALTUN, Peter JURDJEVIC, Işın KESTELLİ (independent member), Cem DEMİROĞLU (independent member), Tevfik ERASLAN (independent member) and Korkmaz ERGUN have been elected as Board Members for 3 years starting from the date of this General Assembly.

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10. In relation to the tenth agenda item, TWF proposed that

- *Increasing the monthly net wage amounts paid to the Chairperson and Members of the Board of Directors by 25%,*
- *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 spouses, 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.

11. In relation to the eleventh agenda item, in line with Capital Markets Law and Turkish Commercial Code, the Board decided to propose the election of PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (PwC) as auditor for the year 2025 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), who is resident of Kılıçali Paşa Mah. Meclis-i Mebusan St. No:8/301 Beyoğlu/İstanbul, with Tax Number 1460022405 affiliated to the Boğaziçi Corporate Tax Office, affiliated to the İstanbul Trade Registry Office, Independent Auditor Registry Number BDK/2014/045, Trade Registry Number 201465-14900, and with MERSİS number 0146002240500015 has been unanimously elected by all the shareholders including the ones attending via the electronic system as auditor for the year 2024.

12. In relation to the twelfth 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.

13. Wishes and opinions were shared by the attending shareholders.

14. Meeting was ended.