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BORSA İSTANBUL A.Ş.

WHOLESALE TRANSACTIONS PROCEDURES AND PRINCIPLES

İSTANBUL-2022

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1. Purpose

The wholesale transactions in Borsa İstanbul A.Ş. (Exchange) are regulated in order to ensure that the share sales transactions larger than a certain amount with particular or undetermined buyers are conducted in an organized market in a safe and transparent setting on the Exchange.

2. Grounds

These Procedures and Principles (PP) are issued in reliance upon Article 31 of the Equity Market Directive.

3. Scope

The following transactions may, if approved by the Directorate General of the Exchange, be carried out under these Procedures and Principles:

1. Shares of companies that are traded on the Exchange: i) shares to be issued through capital increase and sale to particular or undetermined buyers, via private placement or as a wholesale of shares, which may be Exchange tradable or not, and held by existing shareholders; or

ii) capital increase transactions to be carried out pursuant to the provisions of 4th paragraph of article 13 of the Communiqué on Shares no. VII-128.1 of the Capital Markets Board (CMB)

2. Sales of shares of companies which are not traded on the Exchange, by the Privatization Administration (PA)

Shares of companies, which are not traded on the Exchange, other than those which are specified in Article 3.2 shall be sold within the frame of Borsa İstanbul Private Market Directive.

4. Responsibilities

In the wholesale transactions the price of which is mutually determined by an agreement between the buyer and the seller outside the Exchange, the fact that the transaction is carried out on the Exchange does not imply that the Exchange assumes any liability.

5. Application and Required Application Documents

In wholesales transactions, the investment firm authorized by the sellers and buyers is required to submit to the Exchange the letter of application in Annex 1 and balance report received from the Central Securities Depository (MKK, CSD) stating the status of shares whether they are tradable or not on the stock market.

In the capital increase transactions via private placement, an application can be made to the Exchange with the letter of application in Annex 2 in order to determine the transaction price first.

The responsibility of signing a brokerage contract between the buyer and seller parties and the investment firm/firms that will act as an intermediary / intermediaries for the transaction or receiving orders from the parties regarding the transaction rests with the relevant investment institution.

If the wholesale transaction is not carried out within 10 working days following the application date, a re-application is required.

The Directorate General of the Exchange may request additional information/documents other than those specified in this Procedure, or may not accept such applications.

6. Minimum Trading Amount

Except for the sales pursuant to the provisions of 4th paragraph of article 13 of the Communiqué on Shares no. VII-128.1 of the Capital Markets Board (CMB), the value of the transactions to be carried out in scope of PP is required to be a minimum of TRY 30 million.

The minimum trading amount will not be sought for the transactions to be conducted by PA in scope of PP.

7. Transaction Price

Trading price is determined in accordance with the following principles as of the date of application.

In wholesales transactions, shares may be sold at a price outside the margins specified in PP only with a prior consent of The Directorate General of the Exchange, provided that the price is determined or approved by CMB, PA or juridical authorities and the information regarding the price determination is published on the Public Disclosure Platform (PDP).

In wholesale transactions, the price tick is applied as TRY 0.01, and the transaction price must be determined within this framework. In addition, since “TRY 1.00 (nominal) = 1 unit = 1 lot” is applied as a trading unit, it is not possible to place orders with a smaller volume than the trading unit.

7.1. Transaction Price for Shares of Companies Which Are Traded on the Exchange:

In the case of sales in scope of PP of the shares of companies, the shares of which are traded on the Exchange to predetermined buyers outside the group of the said company and in an amount to result in the management of the company to change hands, the price is determined freely.

In the case of transactions within the same group of companies, the shares of which are traded on the Exchange or between the shareholders among the same group of companies, and in transactions not resulting in a change of management of the company, the base price is determined by averaging the weighted average prices of the past 10 business days backwards starting from:

- ✓ the last business day of the week preceding the date of application or
- ✓ the business day prior to the date of application,

and by rounding the result to the closest price tick. Transaction price is freely determined within the price range found by application of +/- 20% to the base price.

If a re-application is filed due to non-execution of the transaction within 10 business days following the date of application, then the transaction price is re-calculated over the new application date. The fact that the transaction is executed at a price determined by the parties within the margins in scope of PP, does not imply that the Exchange assumes any liability regarding the transaction price.

In the following cases, , trading price may be determined outside the price margins:

i) if secondary public offering sale of shares of companies traded on the Exchange is demanded to be carried out in the scope of wholesale transactions, though the application of valid price margins under PP is of essence, in said sales, in order to encourage and incentivize the investor demand, prices occurring as a result of application of additional premium or additional discount in connection with and under different payment conditions or to different investor groups may, if deemed fit by the Exchange, the prices may be determined outside the price margins.

ii) If the buyers are granted an option to buy additional shares for a certain and limited period of time at the contract price in the previously realized wholesales transactions, the additional shares may be sold at the contract price, provided that the relevant information has already been made public in the previous wholesales transaction and that an application is filed at least 2 business days prior to the submitted transaction date. Additional sales right may be exercised in compliance with the regulations of CMB pertaining thereto.

7.2. Transaction Price of Shares of Partnerships Which Are Not Traded on the Exchange:

In these transactions, price is freely determined by the parties. The Directorate General of the Exchange may stipulate and order that if exists, a price determination report issued by authorized bodies not having any partnership relation with buyer and seller sides to be sent, or if not, such a report to be prepared, and all or some of the essential information specified in the price determination report to be published on the Exchange.

7.3. Other Provisions on Transaction Price:

Share sales of the companies the shares of which are traded on the Exchange, which are outside the first paragraph 7.1 of this article, are required to be carried out within the price margins stipulated in these PP, and all of the transactions to be realized in this context are under the responsibility of the

buying and selling publicly-held corporations, in the light of provisions of paragraph 1 of article 21 of the Capital Markets Law as quoted below: *“Publicly-held corporations and collective investment schemes and their affiliates and subsidiaries are prohibited to enter into illegal transfer pricing activities with natural persons or legal entities which are directly or indirectly related or associated to them in terms of management, audit or capital, by reducing their profits or properties or by preventing increase of their profits or properties, by taking such actions as entering into agreements or trading practices containing different prices, fees, terms and conditions or by generating transaction volume in contradiction with such principles as arms’ length, market practices, and prudence and honesty in business life.”*

8. Transaction Date and Pre-Transaction Announcements

Wholesales transactions may be executed not earlier than the business day following the date of announcement to be made on PDP about the transaction following the approval of the Directorate General of the Exchange.

Not only shares “tradable on the Exchange”, but also shares “not tradable on the Exchange” of the companies the stocks of which are traded on the Exchange may be the subject matter of wholesales transactions.

If the traded shares are requested to be salable on the Exchange after the wholesale transaction, the shares to be sold are required to be converted to shares tradable on the Exchange before the wholesale transaction.

However, if the shares are requested to be converted to tradable on the Exchange as of the date of wholesale transaction, the announcement of CSD stating that “the sold shares will be converted to tradable on the Exchange as of the date of transaction” must have been published in PDP.

In the case of wholesale transactions of shares not tradable on the Exchange without being converted to tradable shares, the investment firm is required to make a demand by specifically referring to this point in its letter of application.

In order to be able to sell the purchased shares in the Exchange, the buyers purchasing shares not tradable are required to take actions pursuant to and under article 15 of the Communiqué on Shares no. VII-128.1 of the CMB.

On the day of application for wholesale transaction on the Exchange, the information about the transaction shall be published by the investment firm on PDP. Furthermore, if an application is withdrawn by the parties, or if the application is not approved by the Directorate General of the Exchange , related information shall also be published by the investment firm on PDP.

9. Wholesale Transaction Fee

In wholesale transactions, a fee is charged within the frame of the Listing Fee Tariff. In transactions of PA, no fee is charged on PA.

10. Clearing and Settlement Principles

In wholesale transactions of shares traded on the Exchange, the transaction is essentially required to be realized within Borsa İstanbul Equity Market Clearing and Settlement process. However, upon an agreement between the buyer and the seller settlement transactions may be realized outside the Borsa İstanbul Equity Market Clearing and Settlement process. In this case the the Exchange, Takasbank and CSD will not be held liable.

In sales of shares of companies, the shares of which are not traded on the Exchange, the settlement is realized outside the Exchange.

11. Enforcement

This Procedure shall be effective as of the date of its approval.

12. Execution

The provisions of this Procedure shall be executed by the Chief Executive Officer.

Attachment:1/LETTER OF APPLICATION

DIRECTORATE GENERAL OF BORSA İSTANBUL A.Ş.
 Listing Directorate
 Equity Market Operations Directorate

You are hereby kindly requested to execute the wholesale transaction regarding the shares of which the details are given below.

Title / Name of buyer/seller/ the investment firm authorized by the issuer

Authorized Signatures

Name of the Company / Ticker	
Type of the transaction	<input type="checkbox"/> Shareholder sale <input type="checkbox"/> Capital increase via private placement
Seller Member (Investment Firm)	
Buyer Member (Investment Firm)	
Nominal Value of Shares Subject to Transaction TL
Group of Shares	
Pre-transaction Capital TL
Post-transaction Capital TL
Information about Issuer/Seller (*)	- Name Surname/Title / TL Nominal value to be sold
Information about Buyer (*)	- Name Surname/Title / TL Nominal value to be bought
Demanded Transaction Date	
Projected Selling Price TL
Status of Shares	<input type="checkbox"/> Tradable status <input type="checkbox"/> Non-tradable status
Statement Regarding the Transfer and Circulation of Shares	Regarding the shares subject to the transaction, there is no encumbrance that restricts the transfer or circulation of the shares (pledge, lien, collateral, etc.) or any legal record that will prevent the shareholder from exercising their rights.
Clearing and Settlement Principles	<input type="checkbox"/> Clearing and Settlement of the transaction, will be realized within the Equity Market Clearing and Settlement process <input type="checkbox"/> Clearing and Settlement of the transaction, will be realized outside the Equity Market Clearing and Settlement process, and buyer and seller parties accept and state that the Exchange, Takasbank and CSD will not be held liable for the clearing and settlement.
Regarding the Transaction	<input type="checkbox"/> A brokerage contract between the buyer and seller parties and the investment firm/firms has been signed. <input type="checkbox"/> Trading orders have been received

(*) If there is more than one buyer/seller member, buyer/investment firm must be stated separately for each investor:

	Buyer(*)	Seller(*)
Code of Investment Firm		
Broker		
Account Number		
Type of account (Customer/House/Fund)		
Fund Code (If account is a fund account)		
Contact Person from Investment Firm		
Contact Info (Telephone)		
Contact Info (e-mail)		
Transaction Price (TL)		
Nominal Value of Shares Subject to Transaction (Transaction Value (lot))		

(*) If there is more than one buyer/seller, separate tables should be formed including counter party information for each buyer/seller

Attachment 2: LETTER FOR PRICE INFORMATION

DIRECTORATE GENERAL OF BORSA İSTANBUL A.Ş.

Listing Directorate

Equity Market Operations Directorate

In order to determine the price for the capital increase via private placement, the details of which are given below, we kindly request you to inform us about the base price and price margins to be calculated within the scope of the Wholesale Transactions Procedures and Principles.

Title / Name of the Issuer or the Investment Firm Authorized by the Issuer

Authorized Signatures

Name of the Company	
Date of Decision of Board of Directors Regarding the Capital Increase	
Value of Transaction TL
Nominal Value of Shares Subject to Transaction (If determined) TL
Buyer Name Surname/Title	
Title of Authorized Investment Firm	

Revision Records

History of Revision

Number of Revision	Date of Revision	Articles of Revision	Revision Description
	30/12/2015	First Version	First approved version
1	15/02/2019	6	Minimum trading amount updated.
2	13/09/2022	5, 6, 7, 10, Attachements	Minimum trading amount, application documents, letter of application are updated.