COMMERCIAL REGISTRY DIRECTORATE of ISTANBUL
Commercial Registry No: 27158-0

AGESA HAYAT VE EMEKLİLİK ANONİM ŞİRKETİ
GENERAL ASSEMBLY MEETING FOR THE YEAR 2024
INFORMATION DOCUMENT

2024 Annual Ordinary Meeting of the General Assembly of Shareholders of our Company will be held at the address of SABANCI CENTER, 4. LEVENT 34330 BEŞİKTAŞ, ISTANBUL at 16:00 hours on Wednesday 19 March 2025 to discuss the issues listed in the agenda below.

The shareholders that are pursued on the book-entry basis at the Central Registry Agency and thus have the right to join the meetings of the general assembly of shareholders may choose to participate in the general assembly meeting to be gathered at the above-indicated address personally or through their representatives, or if they wish, they may also participate personally or through their representatives in the general assembly meeting in virtual environment via the Electronic General Assembly System provided by the Central Registry Agency by using their secure electronic signatures.

The shareholders may delegate and authorize their representatives by utilizing the Electronic General Assembly System, and within the frame of the provisions of Communiqué no. II-30.1 by Capital Markets Board, they may also assign a proxy for themselves by filling the power of attorney form an example of which is provided below or the power of attorney form that they may obtain from the headquarters of our Company and our Company's website http://www.agesa.com.tr and having their signatures attested by a notary public or attaching their notarized signature circulars containing their signatures to the power of attorney form.

To physically join the Meeting of the General Assembly of Shareholders, each participant should present the below-mentioned documents and sign the list of attendants:

- Natural person shareholders – their identity cards,
- Legal entity shareholders – identity cards of persons authorized to represent and bind the legal entity along with their certificates of authorization,
- Proxies of natural persons and legal entities – their identity cards and their certificates of representation, and
- Representatives delegated through the Electronic General Assembly System – their identity cards.

The shareholders who will attend the meeting of the general assembly of shareholders in virtual environment via the Electronic General Assembly System may obtain information about attendance, assignment of a representative, making proposals, expressing opinions, and voting from the website of the Central Registry Agency at http://www.mkk.com.tr.

The shareholders or their representatives who wish to participate in the meeting via electronic media are required to fulfil their obligations as per the provisions of the "Regulation on Electronic General Assembly Meetings in Joint-Stock Companies" published in the Official Gazette edition 28395 on 28 August 2012 and the "Communiqué on Electronic General Assembly System to be Applied in General Assembly Meetings of Joint-Stock Companies" published in the Official Gazette edition 28396 on 29 August 2012.

Financial tables for the year 2024, Board of Directors' annual report, independent auditor report, Board of Directors' dividend proposal and Information Document of the Company for the Meeting of General Assembly of Shareholders will be available and accessible on the Electronic General Assembly System page on the website of the Central Registry Agency, "Investor Relations" and "Information Society Services" sections on our Company's website at http://www.agesa.com.tr, and Public Disclosure Platform's page at least twenty-one days prior to the meeting date, will also be kept ready to be examined at the Investor Relations Department at the headquarters of our Company and Avrupa Bölge Branch, Asya Bölge Branch, Ankara 2 Branch and other branches registered in the trade registry. Our esteemed shareholders are kindly requested to attend the meeting on the stated day and time.

KIND REGARDS,
AGESA HAYAT VE EMEKLİLİK ANONİM ŞİRKETİ
Haluk Dinçer **Mustafa Fırat Kuruca**
Board Chairperson **Board Member/General Manager**

Company HQ Address: İçerenköy Mah. Umut Sok. Quick Tower Sitesi No: 10-12/9 Ataşehir/İstanbul
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AGESA HAYAT VE EMEKLİLİK ANONİM ŞİRKETİ
AGENDA FOR THE 2024 ORDINARY GENERAL ASSEMBLY MEETING
TO BE HELD ON MARCH 19, 2025, AT 16:00

1. Opening, and appointment of the Chairpersonship Committee of the Meeting,
2. Reading and discussion of the Board of Directors' Annual Report for the year 2024,
3. Reading of summary of the Auditor Reports for the year 2024,
4. Reading, discussion and approval of the financial statements issued for the year 2024,
5. Submitting for the approval of the General Assembly the members elected for the board memberships that became vacant during the period to serve for an increased period of time
6. Release of the Board of Directors from its responsibilities arising out of business activities of the year 2024,
7. Determination of the method of distribution and use of the profit of the year 2024, and the rates of dividends and profit shares to be distributed,
8. Determination of fees and such other rights as remuneration, bonus and premium of the Directors,
9. Election of auditor,
10. Negotiation and approval of authorizing the Board of Directors to distribute advance dividends, effective for the accounting period of 2025,
11. Presentation of information to the General Assembly of Shareholders about the donations and grants made during the year 2024,
12. Determination of limits of donations to be made by the Company within the year 2025,
13. Submitting the current share buyback program to the General Assembly for information,
14. Reading, discussing and submitting for approval the "Buy-Back Program" proposal of the Board of Directors regarding the buy-back of the Company's own shares,
15. Authorization of the chairperson and members of the Board of Directors to engage in transactions set forth in articles 395 and 396 of the Turkish Commercial Code,
16. Wishes and closing.

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ADDITIONAL EXPLANATIONS
WITHIN THE SCOPE OF CORPORATE GOVERNANCE PRINCIPLES
OF CAPITAL MARKETS BOARD

Additional explanations that must be provided pursuant to the "Communiqué on Corporate Governance" numbered II-17.1 and its annex Corporate Governance Principles, of the Capital Markets Board, to the extent they are related to any one of the agenda topics, have been disclosed and clarified under the heading of the relevant agenda topic hereinbelow, and other general explanations are hereby presented in this section for the information of our shareholders:

1. **Shareholding Structure and Voting Rights**

The Company adopted the registered capital system in accordance with the pertinent provisions of the Law no. 6362, and shifted into the registered capital system by a permission, numbered 1756 and dated 01.09.2014, of the Capital Markets Board.

The registered capital ceiling of the Company is equal to 500,000,000.00 (Five hundred million) Turkish Liras, divided into 50,000,000,000 (Fifty billion) shares written to name each with a nominal value of 1 (one) Kuruş.

The issued capital of the Company is equal to TL 180,000,000.- (one hundred and eighty million-Turkish Liras) divided into 18,000,000,000 shares to name each with a nominal value of 1 KR (one Kuruş), and is fully paid free from any collusion.

Shareholder	Capital (TL)	Ratio (%)
Hacı Ömer Sabancı Holding AŞ	72,000,006.72	40.00
Ageas Insurance International NV	72,000,006.72	40.00
Other	35.999.986,56	20,00
Total	***180,000,000.00***	***100.00***

Shareholders use their voting rights in meetings of the General Assembly of Shareholders in proportion to total nominal value of their shares as per article 25 of the Articles of Association of the Company and within the frame of article 434 of the Turkish Commercial Code. The Company does not have any privileged shares.

2. **Information on changes in management and business activities that are expected to materially affect its business activities and operations already carried out by our Company and its affiliates in the past accounting period or are planned to be carried out in the next accounting periods, and on the justification of such changes**

Information regarding partnership and affiliate activities is shared in the Board of Directors' Activity Report.

3. **Information on requests by the shareholders, Capital Markets Board, or other public institutions and organizations for the addition of new items to the agenda**

The shareholders, Capital Markets Board, or other public institutions and organizations communicated no request for the addition of new items to the agenda for the 2024 Annual Ordinary Meeting of the General Assembly of Shareholders to be convened to discuss the business activities and operations in the year 2024.

4. **If meeting agenda of the general assembly meeting contains any topic regarding dismissal, change or election of directors, information on the justification of such dismissal or change, and as for the persons who are nominated to the Board of Directors and are reported so to the Company, their curriculum vitae, and job**

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positions assumed during the recent ten years, and causes of departure therefrom, and nature, kind and materiality level of relations of said persons with the Company and the Company's related parties, and whether said persons may be considered as independent or not, and if these persons are elected to the Board of Directors, information about similar other issues that may affect the business activities and operations of the Company

Pursuant to the resolution of the Board of Directors dated 19.04.2024, it has been resolved to accept the resignation of Antonio Cano from the Board of Directors and to appoint Karolien Gielen to the vacant Board of Directors membership to be submitted to the approval of the first General Assembly.

Pursuant to the decision of the Board of Directors dated 24.05.2024, it has been resolved to accept the resignation of Erkan Şahinler from the Board of Directors and to appoint Uğur Gülen to the vacant Board of Directors membership, effective as of 01.06.2024, to be submitted to the approval of the first General Assembly.

5. **If the meeting agenda contains a proposed amendment in the Articles of Association, information on the relevant resolutions of the Board of Directors, and on the former and new versions of such amendments to the Articles of Association**

There is no amendment to the articles of association on the agenda.

EXPLANATIONS ON AGENDA ITEMS OF 2024 ANNUAL ORDINARY MEETING OF THE GENERAL ASSEMBLY

1. **Opening, and appointment of the Chairpersonship Committee of the Meeting.**

Chairpersonship Council, comprised of a Chairperson for chairing the General Assembly meeting, and Vote-collectors and Secretary of the meeting, will be elected and formed within the frame of the provisions of the "Turkish Commercial Code no. 6102" ("**TCC**"), and the "Regulation on Procedures and Principles of General Assembly Meetings of Joint-stock Companies and on Representatives of Ministry of Commerce To Be Assigned For Said Meetings" ("**Regulation**" or "**General Assembly Regulation**"), and the "Regulation on Electronic General Assembly Meetings in Joint-Stock Companies" published in the Official Gazette edition 28395 on 28 August 2012 with immediate effect, the "Communiqué on Electronic General Assembly System to be Applied in General Assembly Meetings of Joint-Stock Companies" published in the Official Gazette edition 28396 on 29 August 2012, and our Internal Bylaws on General Assembly Meetings pertaining thereto.

2. **Reading and discussion of the Board of Directors' Annual Report for the year 2024**

Within the frame of the provisions of the TCC, the Capital Markets Law and pertinent regulations, and our Internal Bylaws on General Assembly Meetings, our Board of Directors' Yearly Activity Report which has been made available for examination by our shareholders in our Company's headquarters and branches, on the Electronic General Assembly portal and the Company's website at www.agesa.com.tr for a period of 21 days prior to the General Assembly Meeting will be read aloud in the General Assembly Meeting and presented to our shareholders for their comments.

3. **Reading of the Auditor Reports for the year 2024**

Having been made available for examination by our shareholders in our Company's headquarters and branches, on the Electronic General Assembly portal and the Company's website at www.agesa.com.tr for a period of 21 days prior to the General Assembly Meeting, a summary of Independent Audit Reports that have been prepared by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. which has been selected for the auditing of the Company's consolidated financial reports in 2024

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accounting period in accordance with the principles determined as per the Turkish Commercial Code no. 6102, the Capital Markets Law no. 6362, and the Individual Retirement Savings and Investment System Law no. 4632 and for the implementation of other activities within the scope of the relevant arrangements in the said laws will be read aloud in the General Assembly Meeting.

4. **Reading, discussion and approval of the financial statements issued for the year 2024**

Within the frame of the provisions of the TCC, the Regulation, the Capital Markets Law and pertinent regulations, and our Internal Bylaws on General Assembly Meetings, the Financial Statements issued for the year 2024 that have been made available for examination by our shareholders in our Company's headquarters and on Electronic General Assembly portal and the Company's website at www.agesa.com.tr for a period of three weeks prior to the General Assembly Meeting will be read aloud in the General Assembly Meeting and presented to our shareholders for discussion and comments.

5. **Submitting for the approval of the General Assembly the members elected for the board memberships that became vacant during the period to serve for an increased period of time**

Within the framework of the information provided above, the member appointments made during the activity period will be submitted to the approval of the General Assembly.

6. **Release of the Board of Directors from its responsibilities arising out of business activities of the year 2024**

Within the frame of the provisions of the TCC, the Regulation, and our Internal Bylaws on General Assembly Meetings, the proposed release of the Directors for their activities, transactions, and accounts in the year 2024 will be presented to the General Assembly of Shareholders for their approval.

7. **Determination of the method of distribution and use of the profit of the year 2024, and the rates of dividends and profit shares to be distributed**

The proposal by the Board of Directors for the distribution of the profit to be presented to the approval of the General Assembly of Shareholders is provided in the Annex-1.

8. **Determination of fees and such other rights as remuneration, bonus and premium of the Directors**

Fees, remunerations, bonuses, and premiums to be paid or granted to the Directors will be determined by the General Assembly of Shareholders pursuant to the Compensation Policy for the Board of Directors of the Company and Upper Echelon Managers.

9. **Election of auditor**

Upon the proposal of the Audit Committee, the Board of Directors has resolved to propose to the General Assembly the appointment of DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. for the following purposes:

- To audit the financial statements of the Company for the fiscal year 2025 in accordance with the principles set forth by the Turkish Commercial Code No. 6102 and the Capital Markets Law No. 6362.
- To conduct assurance audits of the Company's sustainability reports for the years 2024 and 2025 within the framework of sustainability regulations.
- To carry out other activities within the scope of relevant regulations.

This proposal will be submitted for the approval of the General Assembly.

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10. Negotiation and approval of authorizing the Board of Directors to distribute advance dividends, effective for the 2025 accounting period

In accordance with Article 34 of the Company's Articles of Association and the Capital Markets Board's Dividend Communiqué No. II-19.1, the issue of authorizing the Board of Directors to decide on the distribution of advance dividends limited to the fiscal year 2025 will be submitted to the approval of the shareholders at the General Assembly.

11. Presentation of information to the General Assembly of Shareholders about the donations and grants made during the year 2024

Pursuant to Article 1.3.10 of the Corporate Governance Communiqué of the Capital Markets Board, donations made throughout the year must be presented to the General Assembly of Shareholders for information.

The General Assembly of Shareholders will be informed about the total amount of TL 179.838.429,00 which was donated in 2024 within the frame of the Company's Donation and Aid Policy as detailed below.

DONATION	AMOUNT (TL)
Hacı Ömer Sabancı Vakfı (*)	177,094,729.00

Other Donation Total Amount	**2.743.700,00**
Sivil Toplum İçin Destek Vakfı	1.500.000,00
Ege Orman Vakfı	810.000,00
Türk Eğitim Vakfı	258.700,00
BÜVAK	130,000.00
İstanbul Üniversitesi Araştırma ve Yardım Vakfı	30,000.00
Sabancı Üniversitesi Vakfı	15,000.00
Total Amount	**179.838.429,00**

(*) Donations made to the Hacı Ömer Sabancı Vakfı specified in the relevant line are subject to the limit specified in Article 42 of the Articles of Association.

The donations made by the Company in 2024 amounted to 2.743.700,00 TL, in accordance with the donation limit determined at the 2023 Ordinary General Assembly.

The agenda item is not related to the approval of the General Assembly and is for informational purposes only.

12. Determination of limits of donations to be made by the Company within the year 2025

Limits of donations to be made by the Company within the year 2025 will be determined by the General Assembly of Shareholders pursuant to Article 19/5 of Capital Markets Law no. 6362.

13. Submitting the current share buyback program to the General Assembly for information

On 10.04.2023, the Board of Directors resolved to initiate a share buy-back program for a maximum period of 3 years in order to support healthy price formation in the AgeSA share market, to restore the Company's shares to their fair value and to provide shareholders with a more attractive long-term investment opportunity, with following details;

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- A share buyback program to be initiated for a maximum period of 3 years within the framework of the Capital Markets Board's decision numbered i-SPK.22.7 (decision dated 14.02.2023 and numbered 9/177),

- Repurchase of up to 1,800,000,000 shares with a nominal value of TL 18,000,000- representing approximately 10% of the Company's issued capital,

- The fund allocated for the repurchase transaction to be set at a maximum of TL 750,000,000,

- The share buy-back transaction to be presented in the agenda of the first general assembly meeting to be held and to submit it for the information of the shareholders at the general assembly meeting

Within the framework of the Capital Markets Board's decision numbered i-SPK.22.8 (01.08.2024 dated and 41/1198 p.k.), the said share buy-back program will end on 19.03.2025, the date of the Company's General Assembly meeting. Accordingly, shareholders will be informed within the scope of the share buyback program that will expire.

The aforementioned article is not related to the approval of the General Assembly, but only for informative purposes.

14. Reading, discussing and submitting for approval the "Buy-Back Program" proposal of the Board of Directors regarding the buy-back of the Company's own shares

The Board of Directors has resolved to initiate a share buyback program with the aim of minimizing fluctuations in the share price during periods when the share price of AgeSA is inconsistent with the company's operational and financial performance. This is intended to support the formation of a healthy price in the company's share market, ensure the shares reach their fair value, and provide investors with a more attractive long-term investment opportunity by protecting shareholders. Accordingly:

- In accordance with capital market regulations, the share buyback program will commence on the date of the General Assembly meeting, March 19, 2025, and will end on April 10, 2026.

- The maximum number of shares to be repurchased is set at 1,630,000,000 shares, each with a nominal value of 1 Kuruş.

- The maximum fund allocated for the buyback is set at 640,000,000 Turkish Lira.

- The approval of the share buyback program and the authorization of the Board of Directors will be submitted for the approval of shareholders at the General Assembly.

15. Authorization of the chairperson and members of the Board of Directors to engage in transactions set forth in articles 395 and 396 of the Turkish Commercial Code

Given that our Directors may transact with the Company only with prior approval of the General Assembly of Shareholders within the frame of provisions of the first paragraph of Article 395 titled "Prohibition on Transactions With and Borrowing From Company" and Article 396 titled "Non-competition" of the Turkish Commercial Code, the proposed grant of said permission will be presented to the approval of General Assembly of Shareholders.

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ANNEX - 1

DIVIDEND DISTRIBUTION PROPOSAL FOR 2024

19 February 2025

PROPOSAL

AGESA HAYAT VE EMEKLİLİK A.Ş.

2024 FISCAL YEAR

BOARD OF DIRECTORS' DIVIDEND DISTRIBUTION PROPOSAL

Dear Shareholders,

Following the consolidated net profit of 2,871,345,742.00 TL after tax for the fiscal year 2024, the Board of Directors has resolved to propose to the General Assembly, at the Ordinary General Meeting to be held on March 19, 2025, the following:

- After setting aside 99,100,000.00 TL as general legal reserves and 1,772,245,742.00 TL as extraordinary reserves, a total gross dividend of 1,000,000,000.00 TL will be distributed, in line with the attached "Dividend Distribution Table" and with the approval of the Insurance and Private Pension Regulation and Supervision Agency dated February 12, 2025.
- Dividend payments will be made in cash starting from March 26, 2025.
- The previous year's loss of 40,761,641 TL will be written off using extraordinary reserves.

The "2024 Consolidated Profit Distribution Table" and the "Dividend Rates Table" are attached for your information.

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AGESA HAYAT VE EMEKLİLİK A.Ş. DIVIDEND DISTRIBUTION TABLE FOR THE YEAR 2024 (TL)		
1. Paid-in Capital		180.000.000,00
2. General Legal Reserves (As per Turkish GAAP)		138.739.901,00
Information regarding privileges on profit distribution as per Articles of Association if any.		-
	As per CMB	**As per Turkish GAAP**
3. Profit	4.106.098.372,00	4.106.098.372,00
4. Taxes (-)	-1.234.752.630,00	-1.234.752.630,00
5. Net Profit For the Period (=)	2.871.345.742,00	2.871.345.742,00
6. Previous Years' Losses (-)	-	-
7. General Legal Reserves (-)	-	-
8. NET DISTRIBUTABLE PROFIT FOR THE PERIOD	2.871.345.742,00	2.871.345.742,00
9. Donations Granted During The Year (+)	179.838.429,00	-
10. NET DISTRIBUTABLE PROFIT INCLUDING DONATIONS	3.051.184.171,00	2.871.345.742,00
11. First Category Dividend For Shareholders	-	-
- Cash	9.000.000,00	9.000.000,00
- Share	-	-
- Total	9.000.000,00	9.000.000,00
12. Dividends Distributed to the Privileged Shareholders	-	-
13. Other Didivdens Distributed	-	-
- Members of the Board of Directors,	-	-
- Employees,	-	-
- Non Shareholders	-	-
14. Dividends Distributed to the Holders of Usufruct Right Certificates	-	-
15. Second Category Dividend For Shareholders	991.000.000,00	991.000.000,00
16. General Legal Reserves	99.100.000,00	99.100.000,00
17. Status Reserves	-	-
18. Special Reserves (According to the Article 5/1-e of Corporate Tax Law)	-	-
19. Extraordinary Reserves	1.772.245.742,00	1.772.245.742,00
20. Other Resource Planned for Distribution	-	-

AGESA HAYAT VE EMEKLİLİK A.Ş.					
DIVIDEND RATES TABLE					
	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND PER SHARE OF TRY 1 NOMINAL VALUE	
	CASH (TRY)	SHARES (TRY)	RATIO (%)	AMOUNT (TRY)	RATIO (%)
GROSS	1.000.000.000,00	-	34,83	5,5556	555,55
NET (*)	850.000.000,00	-	29,60	4,7222	472,22

(*) Net amount is calculated by assuming 15% withholding tax will apply.

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