

AGESA HAYAT VE EMEKLILIK A.Ş.
MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING
FOR THE FISCAL YEAR 2025 DATED 23 MARCH 2026 AT:15:30

The Ordinary General Assembly Meeting of AgeSA Hayat ve Emeklilik A.Ş. for the fiscal year 2025 was held on Monday, 23 March 2026, at 15:30, at Sabancı Center, 4th Levent, 34330 Beşiktaş, Istanbul, under the supervision of the Ministry Representative Ms. Şehval Kırık, who was appointed by the Istanbul Provincial Directorate of Trade of the Governorship of Istanbul pursuant to its letter dated 17/03/2026 and numbered E-90726394-431.03-00120146292.

The invitation for the meeting, including the agenda, was duly made within the prescribed period as set forth in the Turkish Commercial Code and the Articles of Association, through publication in the Turkish Trade Registry Gazette dated 27 February 2026 and numbered 11532, on the Company's website at www.agesa.com.tr, on the Public Disclosure Platform (KAP), and in the Electronic General Assembly System of the Central Registry Agency.

Upon examination of the List of Attendees, it was determined that, out of the Company's total capital of TRY 180,000,000.00, represented by 18,000,000,000 registered shares each with a nominal value of TRY 0.01, shares with a nominal value of 269 TRY were represented in person and shares with a nominal value of 152.404.850,436 TRY were represented by proxy, corresponding in total to 152.405.119,436 TRY, and thus the minimum quorum required under the legislation and the Articles of Association was present. Accordingly, the meeting was opened by the Chairman of the Board of Directors, Mr. Sabri Hakan Binbaşgil, who also stated that Ms. Yasemin Yağmur Yalçın, representing DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., the Company's auditor, was present at the meeting.

Pursuant to paragraphs five and six of Article 1527 of the Turkish Commercial Code, it was determined that the Company had duly fulfilled the electronic general assembly preparations in accordance with the applicable legislation. Mr. Enes Yüzbaşı, who holds expertise certification for the Central Registry Agency Electronic General Assembly System, was appointed by the Chairman of the Board to operate the electronic general assembly system. The meeting was opened simultaneously in physical and electronic environments and proceeded to the discussion of the agenda items. Following the deliberations, the following resolutions were adopted:

1. Pursuant to Article 27 of the Articles of Association, the duty of Chairmanship of the Meeting was assumed by the Chairman of the Board of Directors, Mr. Sabri Hakan Binbaşgil. Upon his proposal, Mr. Erdem Erdoğan, representative of Hacı Ömer Sabancı Holding A.Ş., and Mr. Mustafa Fırat Kuruca, representative of Ageas Insurance International NV, were appointed as Vote Collectors, and Mr. Gürel Çağlar Türkmen was appointed as Minutes Clerk, thereby constituting the Meeting Presidency.

As no request was made to change the order of discussion of the agenda items, the agenda items were discussed in the order as announced.

2. As the Board of Directors' Activity Report for the year 2025 had been made available for the examination of the shareholders on the Company's website and on the Public Disclosure Platform, it was not read. The related motion was accepted by majority of votes with

152.249.866,436 TRY affirmative votes against 155.253 TRY negative votes. The report was discussed.

3. As the independent auditor's reports for the year 2025 and the limited assurance report regarding the information presented within the scope of the Turkish Sustainability Reporting Standards for the year 2024 had been made available for the examination of the shareholders on the Company's website and on the Public Disclosure Platform, they were not read in full, and only the "Opinion" sections of the auditor's reports were read. The related motion was accepted by majority of votes with 152.249.866,436 TRY affirmative votes against 155.253 TRY negative votes.

4. Following the acceptance of the motion regarding the reading of the Turkish Sustainability Reporting Standards (TSRS) compliant sustainability report for the year 2024 by majority of votes with 152.405.093,436 TRY affirmative votes against 26 TRY negative votes, the report was not read as it had been made available to shareholders on the Company's website and on the Public Disclosure Platform. After deliberations, it was resolved by majority of votes with 152.405.093,436 TRY affirmative votes against 26 TRY negative votes to approve and ratify the TSRS-compliant sustainability report for the year 2024 as is.

5. Following the acceptance of the motion regarding the reading of the financial statements for the year 2025 by majority of votes with 152.249.866,436 TRY affirmative votes against 155.253 TRY negative votes, the financial statements were not read as they had been made available to shareholders on the Company's website and on the Public Disclosure Platform. After deliberations, it was resolved by majority of votes with 152.249.866,436 TRY affirmative votes against 155.253 TRY negative votes to approve and ratify the financial statements for the year 2025.

6. It was resolved by majority of votes with 145.251.125,436 TRY affirmative votes against 7.153.994 TRY negative votes to approve the appointment of Mr. Emre Çift, who had been elected as a member of the Board of Directors pursuant to the Board resolution to replace the resigning Board member Ms. Hatice Burcu Civelek Yüce.

7. It was resolved by majority of votes with 152.241.089,436 TRY affirmative votes against 164.030 TRY negative votes to release the members of the Board of Directors from liability for their activities in the fiscal year 2025.

8. Within the framework of the Board of Directors' proposal regarding the appropriation of profit, it was resolved by majority of votes with 152.405.092,436 TRY affirmative votes against 27 TL negative votes to distribute a gross dividend of TRY 1,250,000,000.00 out of the net profit for the year 2025 amounting to TRY 5,555,079,234.00, to allocate TRY 124,100,000.00 to statutory legal reserves, to transfer the remaining TRY 4,180,979,234.00 to extraordinary reserves, and to make the dividend payment in cash as of 25 March 2026.

9. In line with the Capital Markets Board's corporate governance principles and the proposal of the Board of Directors, it was resolved by majority of votes with 144.038.809,436 TRY affirmative votes against 8.366.310 TRY negative votes to elect the following persons as members of the Board of Directors for a term of one year until the Ordinary General Assembly to be held in 2027: independent members Ms. Fatma Dilek Yardım and Mr. Hüseyin Gürer; and non-independent members Mr. Sabri Hakan Binbaşgil, Mr. Ben Karel E. Coumans, Mr.

Emmanuel Gerard C. Van Grimbergen, Ms. Karolien Gielen, Ms. Ecem Nalbantgil, Mr. Fuat Öksüz, Mr. Emre Çift and Mr. Mustafa Fırat Kuruca.

10. It was resolved by majority of votes with 144.008.350,436 TRY affirmative votes against 8.396.769 TRY negative votes that, following the Ordinary General Assembly Meeting for the year 2025, a monthly gross remuneration of TRY 180,000 shall be paid to the independent members of the Board of Directors and to Ms. Ecem Nalbantgil and Mr. Fuat Öksüz, and that no remuneration shall be paid to the other members of the Board of Directors.

11. Taking into consideration the recommendation of the Audit Committee and the proposal of the Board of Directors, it was resolved by majority of votes with 152.405.092,436 TRY affirmative votes against 27 TRY negative votes to appoint DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. which registered in Istanbul Commerce Registry numbered 304099, with MERSİS number 0291001097600016, as the independent auditor for a term of one year to audit Company's the year 2026 financial tables and reports as per Turkish Commerce Code numbered 6102, the Capital Markets Law numbered 6362, and Insurance Law numbered 5684 and Presidential Decree numbered 660. And to execute audit for the assurance of sustainability reports of the year 2026 of the Company, which will be prepared in compliance with the Türkiye Sustainability Reporting Standards (TSRS) as per the framework of sustainability legislation, as well as execute other activities within this scope.

12. As approved by the Capital Markets Board pursuant to its letter dated 21.01.2026 and numbered E-29833736-110.04.04-84796, by the Insurance and Private Pension Regulation and Supervision Agency pursuant to its letter dated 27.01.2026 and numbered E-44236559-010.99-4531483, and by the Ministry of Trade pursuant to its letter dated 10.02.2026 and numbered E-50035491-431.02-00118830001, it was resolved by majority of votes, with TRY 144,017,426.436 affirmative votes against TRY 8,387,693 negative votes, to amend Articles 3, 4 and 6 of the Articles of Association as set forth below.

CURRENT ARTICLES	PROPOSED ARTICLES
Article 3 Purpose and Scope of the Company	Article 3 Purpose and Scope of the Company
The company shall carry out its activities in accordance with the principles and rules stipulated in the Private Pension Savings and Investment System Law (Private Pension Law), Insurance Law, Turkish Commercial Code and Capital Markets Law and all other relevant legislation.	The company shall carry out its activities in accordance with the principles and rules stipulated in the Private Pension Savings and Investment System Law (Private Pension Law), Insurance Law, Turkish Commercial Code and Capital Markets Law and all other relevant legislation.

CURRENT ARTICLES	PROPOSED ARTICLES
<p>The purpose and business scope of the Company consist of engaging in all kinds of life, personal accident, death and disability- insurances and pension contracts, joint and multiple insurances, retrocession transactions, insurance, reinsurance transactions within the fields of pension and life insurance companies under the applicable laws and to join pools regarding these subjects in Turkey and foreign countries, in accordance with the Private Pension Law and the relevant legislation.</p>	<p>The purpose and business scope of the Company consist of engaging in all kinds of life, personal accident, death, disability, illness/health insurances and pension contracts, joint and multiple insurances, retrocession transactions, insurance, reinsurance transactions within the fields of pension and life insurance companies and illness/health companies under the applicable laws and to join pools regarding these subjects in Turkey and foreign countries, in accordance with the Private Pension Law and the relevant legislation.</p>
<p>In order to achieve the above-written purposes, the Company may engage in especially but not limited to the following activities:</p>	<p>In order to achieve the above-written purposes, the Company may engage in especially but not limited to the following activities:</p>
<p>(a) Engaging in financial, commercial and industrial tasks necessary for its scope of business in accordance with the applicable legislation,</p>	<p>(a) Engaging in financial, commercial and industrial tasks necessary for its scope of business in accordance with the applicable legislation,</p>
<p>(b) Save for Article 21/1 of the Capital Markets Law, incorporation of all kinds of partnerships and acquisition of the enterprises that are established or to be established, partially or completely, or purchase of the share certificates or shares of existing partnerships and sale of these if and when necessary,</p>	<p>(b) Save for Article 21/1 of the Capital Markets Law, incorporation of all kinds of partnerships and acquisition of the enterprises that are established or to be established, partially or completely, or purchase of the share certificates or shares of existing partnerships and sale of these if and when necessary,</p>
<p>(c) In support of the purpose and scope of the Company, to purchase and sell all kinds of shares and bonds as well as domestic government bonds, treasury bills and treasury guaranteed bonds and in accordance with the provisions of the Private Pension Law, Capital Markets Law and relevant legislation, to establish funds and to procure</p>	<p>(c) In support of the purpose and scope of the Company, to purchase and sell all kinds of shares and bonds as well as domestic government bonds, treasury bills and treasury guaranteed bonds and in accordance with the provisions of the Private Pension Law, Capital Markets Law and relevant legislation, to establish funds and to procure</p>

CURRENT ARTICLES	PROPOSED ARTICLES
the management of the portfolio of such funds,	the management of the portfolio of such funds,
(d) To purchase, rent, sell, and carry out all kinds of legal transactions regarding vehicles,	(d) To purchase, rent, sell, and carry out all kinds of legal transactions regarding vehicles,
(e) Lending loans in exchange for life insurance policies,	(e) Lending loans in exchange for life insurance policies,
(f) Borrowing all kinds of long, medium and short-term loans in domestic and foreign markets, acquiring real estate, transferring and assigning the acquired real estate, in accordance with the principles and limits determined under the Capital Markets legislation establishment and release mortgages and other rights in rem and personal rights on Company's real estates or third parties' real estates, leasing these partially or as a whole, establishment and release pledges on the properties of the Company and third parties, establishment of commercial enterprise pledge,	(f) Borrowing all kinds of long, medium and short-term loans in domestic and foreign markets, acquiring real estate, transferring and assigning the acquired real estate, in accordance with the principles and limits determined under the Capital Markets legislation establishment and release mortgages and other rights in rem and personal rights on Company's real estates or third parties' real estates, leasing these partially or as a whole, establishment and release pledges on the properties of the Company and third parties, establishment of commercial enterprise pledge,
(g) Acquiring all kinds of portfolios in relation to private pension and life insurances of domestic and foreign insurance and reinsurance institutions and transferring them if and when necessary,	(g) Acquiring all kinds of portfolios in relation to private pension, life insurances and illness/health insurances of domestic and foreign insurance and reinsurance institutions and transferring them if and when necessary,
(h) Engaging in all kinds of education, research, development and project activities related to the purpose and scope of business, benefiting from technologies, cooperating with domestic and foreign organisations, participating in fairs, exhibitions and meetings,	(h) Engaging in all kinds of education, research, development and project activities related to the purpose and scope of business, benefiting from technologies, cooperating with domestic and foreign organisations, participating in fairs, exhibitions and meetings,

CURRENT ARTICLES	PROPOSED ARTICLES
<p>(i) Providing support, assistance and donations to foundations, associations and educational institutions established for social purposes, universities and other individuals, institutions and organisations and to become a member of foundations and associations, without intervening with the company's purpose and scope, the upper limit of which will be determined by the General Assembly of the Company, and in a manner that does not contravene with the regulations of the Capital Markets Law on the transfer of concealed profits, provided that all necessary material event disclosures will be made, the donations made during the year will be submitted to the attention of the shareholders at the Company's General Assembly meeting and the upper limit determined by the General Assembly will not be exceeded and that the donated amounts will be added to the distributable profit basis.</p>	<p>(i) Providing support, assistance and donations to foundations, associations and educational institutions established for social purposes, universities and other individuals, institutions and organisations and to become a member of foundations and associations, without intervening with the company's purpose and scope, the upper limit of which will be determined by the General Assembly of the Company, and in a manner that does not contravene with the regulations of the Capital Markets Law on the transfer of concealed profits, provided that all necessary material event disclosures will be made, the donations made during the year will be submitted to the attention of the shareholders at the Company's General Assembly meeting and the upper limit determined by the General Assembly will not be exceeded and that the donated amounts will be added to the distributable profit basis.</p>
<p>In case of amendment in the purpose and scope of the Company, the necessary approvals must be obtained from the Ministry of Customs and Trade and the Capital Markets Board and the consent of the Undersecretariat of Treasury.</p>	<p>In case of amendment in the purpose and scope of the Company, the necessary approvals must be obtained from the Ministry of Trade and the Capital Markets Board and the consent of the Insurance and Private Pension Regulation and Supervision Authority.</p>
<p>Article 4 Headquarter and Branch Offices of the Company</p>	<p>Article 4 Headquarter and Branch Offices of the Company</p>
<p>The headquarters of the company is in Ümraniye district of Istanbul province. Its address is Saray Mahallesi, Dr. Adnan Büyükdeniz Caddesi, No: 12, Ümraniye Istanbul</p>	<p>The headquarters of the company is in Ataşehir district of Istanbul province. Its address is Barbaros Mahallesi İhlamur Bulvarı No:3c İç Kapı No:229 Ataşehir-İstanbul</p>

CURRENT ARTICLES	PROPOSED ARTICLES
<p>In case of change of the address, the new address shall be registered to the trade registry and announced in the Turkish Trade Registry Gazette and the website of the Company. Changing of the address is also notified to the Capital Markets Board, Undersecretariat of Treasury and to the Customs and Trade Ministry. The notification made to the address that is registered and announced is accepted to be made to the Company. For the Company that left its registered and announced address, not registering the new address within the required period is a cause for dissolution.</p>	<p>In case of change of the address, the new address shall be registered to the trade registry and announced in the Turkish Trade Registry Gazette and the website of the Company. Changing of the address is also notified to the Capital Markets Board, Insurance and Private Pension Regulation and Supervision Authority and to the Trade Ministry. The notification made to the address that is registered and announced is accepted to be made to the Company. For the Company that left its registered and announced address, not registering the new address within the required period is a cause for dissolution.</p>
<p>Provided that the company informs the Undersecretariat of Treasury and the Ministry of Customs and Trade, the Company can open regional directorates, domestic and international branches or representative offices. Before opening a branch or a representative office, the Company shall notify the Undersecretariat of Treasury on the address, the names of the managers authorised to represent, their educational status and their work experience.</p>	<p>Provided that the company informs the Insurance and Private Pension Regulation and Supervision Authority and the Ministry of Trade, the Company can open regional directorates, domestic and international branches or representative offices. Before opening a branch or a representative office, the Company shall notify the Insurance and Private Pension Regulation and Supervision Authority on the address, the names of the managers authorised to represent, their educational status and their work experience.</p>
<p>Article 6 Capital</p>	<p>Article 6 Capital</p>
<p>The Company has approved the registered capital system pursuant to the Capital Markets Law and adopted the registered capital system as per the approval of the Capital Markets Board dated 01/09/2014 and numbered 1756.</p>	<p>The Company has approved the registered capital system pursuant to the Capital Markets Law and adopted the registered capital system as per the approval of the Capital Markets Board dated 01/09/2014 and numbered 1756.</p>

CURRENT ARTICLES	PROPOSED ARTICLES
<p>The registered share capital ceiling of the Company is 500,000,000.00 (Fivehundredmillion) Turkish Lira, and is divided into 50,000,000,000 (Fiftybillion) registered shares with a nominal value of 1 (One)Kurus each.</p>	<p>The registered share capital ceiling of the Company is 3,000,000,000.00 (Threebillion) Turkish Lira, and is divided into 300,000,000,000 (Threehundredbillion) registered shares with a nominal value of 1 (One) Kurus each.</p>
<p>The ceiling of registered share capital approval of Capital Markets Board is valid between 2021 and 2025 (5 years). Even if the approved ceiling of the registered share capital is not met by the end of 2025, the Board of Directors must be authorised by the General Assembly for a new term by obtaining the approval of the Capital Markets Board for previously approved ceiling or a new ceiling amount in order to take resolution regarding capital increase following the year of 2025. In case such authorisation is not obtained, the Company cannot resolve on share capital increase by a Board of Directors' resolution.</p>	<p>The ceiling of registered share capital approval of Capital Markets Board is valid between 2026 and 2030 (5 years). Even if the approved ceiling of the registered share capital is not met by the end of 2030, the Board of Directors must be authorised by the General Assembly for a new term by obtaining the approval of the Capital Markets Board for previously approved ceiling or a new ceiling amount in order to take resolution regarding capital increase following the year of 2030. In case such authorisation is not obtained, the Company cannot resolve on share capital increase by a Board of Directors' resolution.</p>
<p>The Company's Board of Directors is entitled to increase the issued share capital, when necessary, by issuing registered shares up to the registered capital ceiling, limit the shareholders' right to acquire new shares, or issuing shares below their nominal value or with premium, in accordance with the provisions of the Capital Markets Law. The limitation on the right to acquire new shares cannot be utilised in way that will cause inequality between shareholders.</p>	<p>The Company's Board of Directors is entitled to increase the issued share capital, when necessary, by issuing registered shares up to the registered capital ceiling, limit the shareholders' right to acquire new shares, or issuing shares below their nominal value or with premium, in accordance with the provisions of the Capital Markets Law. The limitation on the right to acquire new shares cannot be utilised in way that will cause inequality between shareholders.</p>
<p>The Company's issued share capital is 180,000,000.00 (onehundredeightymillion) Turkish Lira divided into 18,000,000,000 (Eighteenbillion) registered shares each with a nominal value of 1 (One) Kurus and fully paid, free of collusion.</p>	<p>The Company's issued share capital is 180,000,000.00 (onehundredeightymillion) Turkish Lira divided into 18,000,000,000 (Eighteenbillion) registered shares each with a nominal value of 1 (One) Kurus and fully paid, free of collusion.</p>

CURRENT ARTICLES	PROPOSED ARTICLES
Company's shares are monitored by the Central Registry Agency in a dematerialised form.	Company's shares are monitored by the Central Registry Agency in a dematerialised form.

13. In accordance with Article 34 of the Articles of Association and the Capital Markets Board Dividend Communiqué II-19.1, it was resolved by majority of votes with 27 TRY dissenting votes and 152.405.092,436 TRY affirmative votes to authorize the Board of Directors, limited to the 2026 fiscal year, to distribute advance dividends, and if such advance distribution is made, and no adequate profit is generated at the end of 2026, the advance dividends shall be deducted from other distributable resources on the financial statement dated 31.12.2026.

14. The shareholders were informed that, in 2025, donations amounting to a total of TRY 4,484,849.89 were made to various organizations, excluding those made pursuant to the Company's Articles of Association; that the total amount of donations made remained within the donation limit resolved at the Ordinary General Assembly Meeting for the year 2024; and that detailed information regarding the beneficiaries of such donations was publicly disclosed in the General Assembly Information Document.

15. Within the scope of the motion submitted to the Meeting Presidency, it was resolved by majority of votes, with TRY 144,017,426.436 affirmative votes against TRY 8,387,693 negative votes, to determine the upper limit of donations to be made by the Company in 2026, excluding those made pursuant to Article 42 of the Articles of Association, as TRY 20,000,000 (Twenty Million Turkish Lira).

16. Following the share buy-back program initiated by the Board of Directors' resolution dated 10 April 2023, and pursuant to the resolution adopted at the Ordinary General Assembly Meeting for the fiscal year 2024 held on 19.03.2025; within the framework of the share buy-back program initiated to be valid until 10 April 2026, up to a maximum of 1,630,000,000 shares, and with the maximum amount of funds allocated for the buy-back being TRY 640,000,000, the following matters were presented to the information of the shareholders:

- In 2025, Company shares with a nominal value of TRY 36,000, corresponding to 0.02% of the capital, were repurchased for a total consideration of TRY 4,519,200.00 at an average price of TRY 125.53 per share; and the repurchases were executed at prices ranging from a minimum of TRY 120.45 to a maximum of TRY 126.55;
- Together with the previous buy-back program, in total, the ratio of the repurchased shares to the capital corresponded to 0.96%;
- The repurchases were financed from the Company's own resources and the repurchased shares were not disposed of."

17. Information was presented to the General Assembly that certain controlling shareholders, board members, executives with administrative responsibility, and their spouses and

relatives up to the second degree serve in management or on boards of companies operating in similar fields, including those of main shareholders did not execute any significant transactions requiring disclosure under Principle 1.3.6 took place in 2025. Information about the executed related party transactions were included in Note 45 of the financial statements.

18. It was resolved by majority of votes with 152.405.092,436 TRY affirmative votes against 27 TRY negative votes to grant permission to the members of the Board of Directors to perform the transactions specified under Articles 395 and 396 of the Turkish Commercial Code.

19. Wishes and opinions were expressed.

As there were no further matters to be discussed on the agenda, the Chairman of the Meeting declared that the quorum had been maintained throughout the meeting and closed the meeting.

These minutes, consisting of 10 (ten) pages, were drawn up and signed at the meeting venue immediately after the meeting. Istanbul, 23.03.2026, time: 16:35

Ministry Representative: Şehval KIRIK

Chairman of the Meeting: Sabri Hakan BİNBAŞGİL

Vote Collectors: Erdem ERDOĞAN – Mustafa Fırat KURUCA

Minutes Clerk: Gürel Çağlar TÜRKMEN

Publicly Disclosed