

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

AGESA HAYAT VE EMEKLİLİK ANONİM ŞİRKETİ  
CALL TO ANNUAL ORDINARY  
GENERAL ASSEMBLY MEETING  
FROM CHAIRPERSON OF THE BOARD OF DIRECTORS

2023 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 Tuesday 19 March 2024 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 2023, Board of Directors' annual report, independent auditor report, draft amendment text of articles of association, Board of Directors' dividend proposal, revised Dividend Policy 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 indicated below. 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. Umud Sok. Quick Tower Sitesi No: 10-12/9 Ataşehir/İstanbul  
**Tel:** 0216 633 33 33 - **Fax:** 0216 634 38 88 - **Web:** [www.agesa.com.tr](http://www.agesa.com.tr)

## **AGENDA OF ANNUAL ORDINARY GENERAL ASSEMBLY MEETING**

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 2023,
3. Reading of summary of the Auditor Reports for the year 2023,
4. Reading, discussion and approval of the financial statements issued for the year 2023,
5. Release of the Board of Directors from its responsibilities arising out of business activities of the year 2023,
6. Determination of the method of distribution and use of the profit of the year 2023, and the rates of dividends and profit shares to be distributed,
7. Election of members of the Board of Directors and determination of their term of office,
8. Determination of fees and such other rights as remuneration, bonus and premium of the Directors,
9. Election of auditor,
10. Submitting the current share buyback program to the General Assembly for information and approval,
11. Negotiation and approval of the planned amendment to Article 34 of the Company's Articles of Association,
12. Negotiation and approval of the planned change in the Company's Dividend Policy,
13. Negotiation and approval of authorizing the Board of Directors to distribute advance dividends, effective for the accounting period of 2024,
14. Presentation of information to the General Assembly of Shareholders about the donations and grants made during the year 2023,
15. Determination of limits of donations to be made by the Company within the year 2024,
16. 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,
17. Wishes and closing.

**Power of Attorney**  
**AGESA HAYAT VE EMEKLİLİK ANONİM ŞİRKETİ**

I hereby appoint ..... to represent me in line with my below expressed instructions, to vote on behalf of me, to make proposals and sign necessary documents at the Ordinary General Assembly Meeting of 2023 of AgeSA Hayat ve Emeklilik A.Ş. to be held on 19 March 2024, Tuesday, at 16:00 at the location of İstanbul, Beşiktaş, 4. Levent, Sabancı Center.

Proxy Holder (\*);

Name- Surname/ Tradename

T.R ID number / Tax No, Trade Registry No. MERSIS no.:

(\* ) For foreign Proxy holders, equivalent of the above should be provided.

**A) SCOPE OF AUTHORIZATIONS**

**For the sections 1 and 2 below, either one (a), (b) or (c) should be selected to determine the scope of authorization.**

1. According to the agenda items,

- a) The proxy holder can vote according to his/her opinion
- b) The proxy holder can vote according to the opinion of the company
- c) The proxy holder can vote according to my below stated instructions

If c) is selected, the instructions should be given by choosing an option (affirmative or negative) from the below table corresponding to the relevant and for each agenda item and in the event that the negative option is chosen, a counter statement to be recorded in the minute can be given at the third column.

	<b>Agenda</b>	<b>Yes</b>	<b>No</b>	<b>Counter statement</b>
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 2023,			
3.	Reading of the Auditor Reports' summary for 2023,			
4.	Reading, discussion and approval of the financial statements issued for 2023,			
5.	Release of the Board of Directors from its responsibilities arising out of business activities of 2023,			
6.	Determination of method of distribution and use of the profit of 2023 and the rates of dividends and profit shares to be distributed,			
7.	Election of the members of the Board of Directors and determination of their terms of office,			
8.	Determination of fees and such other rights as remuneration, bonus and premium of the Directors,			
9.	Election of auditor,			
10.	Submitting the current share buyback program to the General Assembly for information and approval,			
11.	Negotiation and approval of the planned amendment to Article 34 of the Company's Articles of Association,			
12.	Negotiation and approval of the planned change in the Company's Dividend Policy,			
13.	Negotiation and approval of authorizing the Board of Directors to distribute advance dividends, effective for the accounting period of 2024,			
14.	Presentation of information to General Assembly on donations and grants made during the year 2023,			
15.	Determination of limits of donations to be made by the Company within the year 2024,			

16.	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,			
17.	Wishes and requests.			

**2. Special instructions relating to the other matters that may rise during the meeting, especially in relation to the exercise of minority rights.**

- a) The proxy holder can vote according to his/her opinion
- b) The proxy holder is not authorized to vote.
- c) The proxy holder can vote according to my below stated instructions

**Special instructions:** if any, should be indicated here.

**B) The shareholder should Select one of the below and indicate the number of shares, for which the Proxy is given.**

**1. I hereby agree that the Proxy holder can represent me in relation to my below shares**

- a) Serial and no : \*
- b) No/Group:\*\*
- c) Number- nominal value:
- ç) Whether privileged or not:
- d) Registered or bearer \*
- e) Ratio to the total number of shares held by shareholder :

\* For the dematerialized shares, this information is not required.

\*\* For dematerialized shares, instead of numbers, information on the group will be provided, if available.

**2. I hereby agree that all my shares as stated in the shareholders' list prepared by Central Registry Agency one day prior to the meeting date, to determine the shareholders eligible to attend the meeting, can be represented by the Proxy holder.**

**Name, Surname or Tradename of Shareholder (\*):**

T.R ID number / Tax No, Trade Registry No. MERSIS no.:

Address: .....

(\* ) For foreign Proxy holders, equivalent of the above should be provided.

**Signature**