CALL TO ANNUAL ORDINARY
GENERAL ASSEMBLY MEETING
FROM CHAIRMAN OF BOARD OF DIRECTORS OF
AGESA HAYAT VE EMEKLİLİK ANONİM ŞİRKETİ
Registry No: 27158 (İstanbul)

2022 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 15:00 hours on Tuesday 21 March 2023 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 fulfill 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.

Information document of our Company for the Meeting of General Assembly of Shareholders will not only 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, but 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

Mustafa Fırat Kuruca	**Erkan Şahinler**
Board Member	**Board Member**

Company HQ Address:
İçerenköy Mah. Umut Sok. Quick Tower Sitesi No: 10-12/9 Ataşehir/İstanbul
Tel: 0216 633 33 33
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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' Activity Report for the year 2022,
3. Reading of summary of the Auditor Reports for the year 2022,
4. Reading, discussion and approval of the financial statements issued for the year 2022,
5. Release of the Board of Directors from its responsibilities arising out of business activities of the year 2022,
6. Determination of the method of distribution and use of the profit of the year 2022, and the rates of dividends and profit shares to be distributed,
7. Determination of fees and such other rights as remuneration, bonus and premium of the Directors,
8. Election of auditor,
9. Presentation of information to the General Assembly of Shareholders regarding the allocation of a special fund from revaluations and reserves ensured in 2022,
10. Presentation of information to the General Assembly of Shareholders about the donations and grants made during the year 2022,
11. Determination of limits of donations to be made by the Company within the year 2023,
12. 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,
13. Wishes and closing.

ADDITIONAL EXPLANATIONS
WITHIN THE SCOPE OF CAPITAL MARKETS BOARD REGULATIONS

Additional explanations that must be provided pursuant to the "Communiqué on Determination and Implementation of Corporate Governance Principles", Serial: II, No: 17.1, 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)	%
HACI ÖMER SABANCI HOLDİNG ANONİM ŞİRKETİ	72,000,006.72	40.00
AGEAS INSURANCE INTERNATİONAL NV	72,000,006.72	40.00
Other	166,026.41	0.09
Public Float	35,833,960.15	19.91
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 2022 Annual Ordinary Meeting of the General Assembly of Shareholders to be convened to discuss the business activities and operations in the year 2022.

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 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**

There is no agenda item regarding the election of board members.

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 agenda item regarding amendment in the Articles of Association.

OUR EXPLANATIONS ON AGENDA ITEMS OF 2022 ANNUAL ORDINARY MEETING OF THE GENERAL ASSEMBLY OF SHAREHOLDERS, DATED MARCH 21, 2023

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' Activity Report for the year 2022**

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 on 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 summary of the Auditor Reports for the year 2022**

Having been made available for examination by our shareholders in our Company's headquarters and 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 PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş which has been selected for the auditing of the Company's consolidated financial reports in 2022 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 2022**

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 2022 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. **Release of the Board of Directors from its responsibilities arising out of business activities of the year 2022**

Within the frame of the provisions of the TCC, the Regulation, and our Internal Bylaws on General Assembly Meetings, the proposed release of each of the Directors for their activities, transactions, and accounts in the year 2022 will be individually presented to the General Assembly of Shareholders for their approval.

6. **Determination of the method of distribution and use of the profit of the year 2022, and the rates of dividends and profit shares to be distributed**

The proposal for the distribution of the profit to be presented to the approval of the General Assembly of Shareholders in line with the decision, numbered 2023/17 and dated 20.02.2023, by the Board of Directors is provided in the attachment.

7. **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.

8. **Election of auditor**

It has been decided upon the suggestion of the Audit Committee that PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. be proposed as the independent audit firm in line with the decision, numbered 2028/18 and dated 20.02.2023, by the Board of Directors, and this selection will be presented to the General Assembly of Shareholders for approval.

9. **Presentation of information to the General Assembly of Shareholders regarding the allocation of a special fund from revaluations and reserves ensured in 2022**

The shareholders will be informed about the revaluation of the depreciable economic assets within the scope of Temporary Article 32 and Article 298 paragraph (Ç) of Tax Procedure Law and in accordance with procedures and principles set forth in General Communiqué on Tax Procedure Law, no. 537, published on the date of 14 May 2022 and General Communiqué on Tax Procedure Law, no. 547, published on the date of 14 January 2023, and the allocation of a special fund of TL 259,270,272 in total by way of financing from Extraordinary Reserves.

10. **Presentation of information to the General Assembly of Shareholders about the donations and grants made during the year 2022**

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 52,470,273 which was donated in 2022 within the frame of the Company's Donation and Aid Policy as detailed below.

RECEIVING INSTITUTION	AMOUNT
Hacı Ömer Sabancı Foundation (*)	**51,798,895.00**

Total of Other Donations	**671,378.00**
KAÇUV	*3,015.00*
LÖSEV	*1,166.00*
TEV	*73,322.00*
YILDIZ TEKNİK UNIVERSITY	*3,000.00*
TEMA	*139,700.00*
BTSO ALİ SÖNMEZ SOSYAL BİLİMLER LİSESİ OKUL AİLE BİRLİĞİ (BTSO ALİ SÖNMEZ SOCIAL SCIENCES HIGH SCHOLL PARENT TEACHER ASSOCIATION)	*15,000.00*
BOĞAZİÇİ UNIVERSITY FOUNDATION	*6,750.00*
Sivil Toplum İçin Destek Vakfı (Civil Society Support Foundation)	*429,425.00*
Sum Total	**52,470,273.00**

(*) This is the donation made to Hacı Ömer Sabancı Foundation as per Article 42 of the Articles of Association.

11. Determination of limits of donations to be made by the Company within the year 2023

Limits of donations to be made by the Company within the year 2023 will be determined by the General Assembly of Shareholders pursuant to Article 19/5 of Capital Markets Law no. 6362.

12. 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.