**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 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.

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
Fax: 0216 634 38 88
Web: 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' 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.

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 2022 of Agesa Hayat ve Emeklilik A.Ş. to be held on 21 March 2023, Tuesday, at 15:00 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.

	Agenda	**Yes**	**No**	**Counter statement**
1.	Opening, and appointment of the Chairmanship Committee of the Meeting			
2.	Reading and discussion of the Board of Directors' Activity Report for 2022			
3.	Reading of the Auditor Reports' summary for 2022			
4.	Reading, discussion and approval of the financial statements issued for 2022			
5.	Release of the Board of Directors from its responsibilities arising out of business activities of 2022			
6.	Determination of method of distribution and use of the profit of 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.	Information shared with General Assembly regarding setting aside a special fund from revaluation and reserves made in 2022			
10.	Presentation of information to General Assembly on donations and grants made during 2022			
11.	Determination of limits of donations to be made by the Company within 2023			
12.	Authorization granted to Chairman and other members of the board for transactions stipulated in Article 395 and 396 of Turkish Commercial Code			
13.	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.

<u>Name, Surname or Tradename of Shareholder (*):</u>
T.R ID number / Tax No, Trade Registry No. MERSIS no.:
Address: ………………………………………………………………………………………..
(*) For foreign Proxy holders, equivalent of the above should be provided.

Signature