

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

2025 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 15:30 hours on Monday 23 March 2026 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.

Sustainability report for 2024 year compliant with the Turkish Sustainability Reporting Standards (TSRS), financial tables for the year 2025, Board of Directors' annual report, independent auditor reports, Board of Directors' dividend proposal, draft amendment text of articles of association 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 three weeks 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 Teknoloji ve Hizmet Branch, Avrupa Bölge Branch, Asya Bölge Branch, Ankara 2 Branch and other branches registered in the trade registry at the addresses 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
Sabri Hakan Binbaşgil Mustafa Fırat Kuruca
Board Chairperson Board Member/General Manager

Company HQ Address: Barbaros Mah. İhlamur Bul. No: 3c İç Kapı No: 229 Ataşehir/İstanbul
Tel: 0216 633 33 33 **Fax:** 0216 634 38 88 **Web:** www.agesa.com.tr

Ankara 2 Branch: Beştepe Mah. Nergiz Sk. No: 7a İç Kapı No: 17 Yenimahalle / Ankara

Asya Bölge Branch: İçerenköy Mah. Destan Sk. No: 6 İç Kapı No: 7 Ataşehir / İstanbul

Avrupa Bölge Branch: Kuştepe Mah. Mecidiyeköy Yolu Cad. Trump Tower No: 12 İç Kapı No: 473 Şişli / İstanbul

Teknoloji ve Hizmet Branch: İçerenköy Mah. Umut Sk. Quick Tower Sitesi No: 10-12 İç Kapı No: 9 Ataşehir / İstanbul

AGESA HAYAT VE EMEKLİLİK ANONİM ŞİRKETİ
AGENDA FOR THE 2025 ORDINARY GENERAL ASSEMBLY MEETING
TO BE HELD ON MARCH 23, 2026, AT 15:30

1. Opening, and appointment of the Chairpersonship Committee of the Meeting,
2. Reading and discussion of the Board of Directors' Annual Report for 2025,
3. Reading of the Auditor Reports,
4. Reading, discussion and approval of the sustainability report for 2024 compliant with the Turkey Sustainability Reporting Standards (TSRS),
5. Reading, discussion and approval of the financial statements issued for 2025,
6. Submission of the members elected to fill vacant Board Memberships during the period to the General Assembly for approval,
7. Release of the Board of Directors regarding their activities in 2025,
8. Determination of method of distribution and use of the profit of 2025 and the rates of dividends and profit shares to be distributed,
9. Election of the members of the Board of Directors and determination of their terms of office,
10. Determination of fees and such other rights as remuneration, bonus and premium of the Directors,
11. Election of auditor,
12. Negotiation and approval of the planned amendment to Article 3, 4 and 6 of the Company's Articles of Association,
13. Negotiation and approval of authorizing the Board of Directors to distribute advance dividends, effective for the accounting period of 2026,
14. Presentation of information to General Assembly on donations and grants made during the year 2025,
15. Determination of limits of donations to be made by the Company within the year 2026,
16. Providing information about transactions conducted during the period under the current share buyback program,
17. Shareholders who exercise management control, members of the board of directors, managers with administrative responsibility, and their spouses and relatives up to the second degree of kinship or affinity shall be informed by the General Assembly regarding the transactions specified in Corporate Governance Principle No. 1.3.6.,
18. 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,
19. Wishes and closing.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

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.
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.	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.
In order to achieve the above-written purposes, the Company may engage in especially but not limited to the following activities:	In order to achieve the above-written purposes, the Company may engage in especially but not limited to the following activities:
(a) Engaging in financial, commercial and industrial tasks necessary for its scope of business in accordance with the applicable legislation,	(a) Engaging in financial, commercial and industrial tasks necessary for its scope of business in accordance with the applicable legislation,
(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,	(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,
(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 the management of the portfolio of such funds,	(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 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,

CURRENT ARTICLES	PROPOSED ARTICLES
(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,
(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.	(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.
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 .	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 .
Article 4 Headquarter and Branch Offices of the Company	Article 4 Headquarter and Branch Offices of the Company
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	The headquarters of the company is in Ataşehir district of Istanbul province. Its address is Barbaros Mahallesi Ihlamur Bulvarı No:3c İç Kapı No:229 Ataşehir-İstanbul
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.	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.

CURRENT ARTICLES	PROPOSED ARTICLES
<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>
Article 6 Capital	Article 6 Capital
<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>
<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. Company's shares are monitored by the Central Registry Agency in a dematerialised form.</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. Company's shares are monitored by the Central Registry Agency in a dematerialised form.</p>

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 2025 of AgeSA Hayat ve Emeklilik A.Ş. to be held on 23 March 2026, Monday, at 15:30 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 Chairpersonship Committee of the Meeting,			
2.	Reading and discussion of the Board of Directors' Annual Report for 2025,			
3.	Reading of the Auditor Reports,			
4.	Reading, discussion and approval of the sustainability report for 2024 compliant with the Turkey Sustainability Reporting Standards (TSRS),			
5.	Reading, discussion and approval of the financial statements issued for 2025,			
6.	Submission of the members elected to fill vacant Board Memberships during the period to the General Assembly for approval,			
7.	Release of the Board of Directors regarding their activities in 2025,			
8.	Determination of method of distribution and use of the profit of 2025 and the rates of dividends and profit shares to be distributed,			
9.	Election of the members of the Board of Directors and determination of their terms of office,			
10.	Determination of fees and such other rights as remuneration, bonus and premium of the Directors,			
11.	Election of auditor,			
12.	Negotiation and approval of the planned amendment to Article 3, 4 and 6 of the Company's Articles of Association,			
13.	Negotiation and approval of authorizing the Board of Directors to distribute advance dividends, effective for the accounting period of 2026,			
14.	Presentation of information to General Assembly on donations and grants made during the year 2025,			
15.	Determination of limits of donations to be made by the Company within the year 2026,			
16.	Providing information about transactions conducted during the period under the current share buyback program,			

17.	Shareholders who exercise management control, members of the board of directors, managers with administrative responsibility, and their spouses and relatives up to the second degree of kinship or affinity shall be informed by the General Assembly regarding the transactions specified in Corporate Governance Principle No. 1.3.6.,			
18.	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,			
19.	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