

AGESA HAYAT VE EMEKLİLİK ANONİM ŞİRKETİ
INFORMATION DOCUMENT
REGARDING THE ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2025
DATED 23 MARCH 2026

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.

ADDITIONAL EXPLANATIONS
WITHIN THE SCOPE OF CORPORATE GOVERNANCE PRINCIPLES

Additional explanations that must be provided pursuant to the “Communiqué on Corporate Governance” numbered II-17.1 and its annex Corporate Governance Principles, 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 distribution of shares representing the Company's capital among shareholders is presented in the table below.

Shareholder	Capital (TL)	Ratio (%)
Hacı Ömer Sabancı Holding AŞ	72,000,006.72	40.00
Ageas Insurance International NV	72,000,006.72	40.00
Other	35.999.986,56	20,00
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

The Company submitted a license application in the field of illness/health insurance in 2025, and with the decision of the Insurance and Private Pension Regulation and Supervision Agency dated 30.04.2025, this application was approved and it was decided to grant the Company an operating license in the illness/health insurance branch.

The special circumstance disclosures made by the Company within the scope of the applicable legislation can be accessed at www.kap.gov.tr.

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 2025 Annual Ordinary Meeting of the General Assembly of Shareholders to be convened to discuss the business activities and operations in the year 2025.

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 an agenda item regarding the election of board members.

- In accordance with the report of the Corporate Governance Committee, the Board of Directors' decision dated January 20, 2026, nominated Fatma Dilek YARDIM and Hüseyin GÜRER as

Independent Board Members. The Capital Markets Board has not issued any negative opinion regarding the candidates for Independent Board Member.

- The resumes, independence statements, and positions held over the last ten years of the candidates for Independent Board Member are presented in Appendix 1.
- Pursuant to the decision of the Board of Directors dated September 4, 2025, Emre Çift has been appointed to the vacant position on the Board of Directors due to the resignation of Hatice Burcu Civelek Yüce, subject to the approval of the first General Assembly. The appointment will be submitted for approval at the General Assembly meeting.
- The election of the members of the Board of Directors will be decided by the General Assembly.

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

Amendments to the Articles of Association to be submitted for the approval of the General Assembly are as follows:

- Article 3: Updating the scope of activities to include the sickness/health insurance branch in addition to the Company's existing activities in the fields of private pension, life insurance, and personal accident insurance, in line with the operating license obtained in the sickness/health insurance branch.
- Article 4: Updating the registered headquarters address due to the change of the Company's headquarters location.
- Article 6: Increasing the registered capital ceiling to TRY 3,000,000,000 and extending the ceiling validity period until the end of 2030.

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,

CURRENT ARTICLES	PROPOSED ARTICLES
(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,
(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-Istanbul</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, 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. 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>

AGESA HAYAT VE EMEKLİLİK A.Ş.
EXPLANATIONS ON AGENDA ITEMS OF 2025 ANNUAL ORDINARY MEETING OF
THE GENERAL ASSEMBLY

1. Opening, and appointment of the Chairpersonship Committee of the Meeting

The Chairman of the Meeting and the Presidency of the Meeting will be formed to manage the General Assembly meeting pursuant to the provisions of the Turkish Code of Commerce (CoC), the articles of association, and the Regulation on the General Assembly Meetings of Capital Companies of the Ministry of Customs and Trade (the "Regulation").

2. Reading and discussion of the Board of Directors' Annual Report for 2025

The Activity Report of the Board of Directors, which was presented for review by our shareholders three weeks before the General Assembly meeting at our Company Head Office, on the Electronic General Assembly portal, and on our Company's website at www.agesa.com.tr, will be read and discussed in the General Assembly meeting and submitted for consideration of our shareholders pursuant to the provisions of CoC, Regulation, and regulations related to the Capital Markets Law.

3. Reading of the Auditor Reports

In accordance with the provisions of the CoC and the Regulation, the independent audit reports and the summary of the limited assurance report on the 2024 TSRS-compliant sustainability report, which were made available to our shareholders for review at the Company's headquarters, on the Electronic General Assembly System, and on our Company's website (www.agesa.com.tr) for a period of three weeks prior to the General Assembly meeting, will be presented to the shareholders at the General Assembly.

4. Reading, discussion and approval of the sustainability report for 2024 compliant with the Turkey Sustainability Reporting Standards (TSRS)

The TSRS-compliant sustainability report presented to our shareholders for review on our company's website will be read at the general meeting and submitted to our shareholders for their opinion and approval.

5. Reading, discussion and approval of the financial statements issued for 2025

Within the framework of the provisions of the CoC, the Regulation and our General Assembly Internal Directive, the Financial Statements for the year 2025, which have been made available for the review of our shareholders at our Company's headquarters, on the Electronic General Assembly Platform of the Central Registry Agency and on our Company's corporate website (www.agesa.com.tr) for three weeks prior to the General Assembly meeting, will be read at the General Assembly and will be submitted for the opinion and approval of our shareholders.

6. Submission of the members elected to fill vacant Board Memberships during the period to the General Assembly for approval

Pursuant to the decision of the Board of Directors dated September 4, 2025, the membership of Emre Çift, who was appointed to the vacant position on the Board of Directors due to the resignation of Hatice Burcu Civelek Yüce, will be submitted to the general assembly for approval. Information regarding the aforementioned Board member is provided in Appendix 1.

7. Release of the Board of Directors regarding their activities in 2025

Within the framework of the provisions of the Turkish Commercial Code and the Regulation, the release of the members of the Board of Directors separately for their activities, transactions and accounts for the year 2025 will be submitted to the approval of the General Assembly.

8. Determination of method of distribution and use of the profit of 2025 and the rates of dividends and profit shares to be distributed

In accordance with the accounting principles and standards in force as per insurance legislation and audited by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Deloitte), our financial statements for the period from 01.01.2025-31.12.2025 reveal a "Net Profit for the Period" of 5.555.079.234,00-TL.

The dividend distribution proposal of the Board of Directors, which will be submitted for the approval of the General Assembly, is provided in Appendix 2.

9. Election of the members of the Board of Directors and determination of their terms of office

Our Board of Directors members will be elected based on the principles regarding the election of Board members set forth in our Articles of Association pursuant to capital market regulations, CoC, and the General Assembly Regulation. Furthermore, independent members will be elected in compliance with Corporate Governance Regulation No. II-17.1. Within the framework of capital market regulations, the independent Board of Directors members to be elected must meet the independence criteria defined in the Corporate Governance Principles. Upon the recommendation of the Corporate Governance Committee and the decision of the Board of Directors, Ms. Fatma Dilek YARDIM and Mr. Hüseyin GÜRER have been nominated as independent Board of Directors member candidates. The resumes and independence declarations of the independent Board of Directors member candidates are included in Appendix-1.

10. Determination of fees and such other rights as remuneration, bonus and premium of the Directors

The monthly gross salaries of the board members, along with their attendance fees, bonuses, and commissions, will be determined by the general assembly.

11. Election of auditor

In accordance with the relevant provisions of the Turkish Commercial Code No. 6102, Capital Markets Law No. 6362, Insurance Law No. 5684 and Decree Law No. 660; Board of Directors, by taking into consideration the recommendation of the Audit Committee, has decided to propose DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A. Ş. to audit the financial reports of our Company for the fiscal year 2026 and the sustainability reports of our Company for the year 2026 to assurance audit within the framework of sustainability legislation and to carry out other activities within the scope of the relevant regulations, to the General Assembly, this proposal shall be submitted to the General Assembly approval.

12. Negotiation and approval of the planned amendment to Article 3, 4 and 6 of the Company's Articles of Association

The Board of Directors has resolved to apply to the Capital Markets Board, the Insurance and Private Pension Regulation and Supervision Agency, and the Ministry of Trade for the amendments to the Company's Articles of Association as outlined below, and, following the receipt of the required permits and approvals, to submit the attached draft amendment text (Appendix 3) to the shareholders for approval at the next General Assembly meeting.

The required permits and approvals for the aforementioned amendments to the Articles of Association have been obtained from the Capital Markets Board, the Insurance and Private Pension Regulation and Supervision Agency, and the Ministry of Trade.

13. Negotiation and approval of authorizing the Board of Directors to distribute advance dividends, effective for the accounting period of 2026

In accordance with Article 34 of the Articles of Association and the Capital Markets Board's Dividend Communiqué No. II-19.1, the issue of authorizing the Board of Directors to decide on the distribution of advance dividends limited to the fiscal year 2026 will be submitted to the approval of the shareholders at the General Assembly.

14. Presentation of information to General Assembly on donations and grants made during the year 2025

In accordance with Article 6 of the Capital Markets Board's Dividend Distribution Regulation No. II-19.1 and Corporate Governance Principle No. 1.3.10, information regarding the beneficiaries of donations and aid totaling 381.284.275,89 TL in donations and aid made to various foundations, associations, and organizations during 2025 are presented in the table below for the information of the general assembly.

Donation	Amount (TL)
Fırat Üniversitesi	3.843.824,89
Türk Eğitim Vakfı	406.000,00
Boğaziçi Üniversitesi Vakfı	113.400,00
Türk Eğitim Gönüllüleri Vakfı	121.625,00
Subtotal	4.484.849,89
Hacı Ömer Sabancı Vakfı (*)	376.799.426,00
Total Amount	381.284.275,89

(*) Donations made to Hacı Ömer Sabancı Foundation mentioned in the related line are subject to the limit specified in Article 42 of the Articles of Association.

15. Determination of limits of donations to be made by the Company within the year 2026

Limits of donations to be made by the Company within the year 2026 will be determined by the General Assembly of Shareholders pursuant to Article 19/5 of Capital Markets Law no. 6362.

16. Providing information about transactions conducted during the period under the current share buyback program

At the Ordinary General Assembly meeting for the year 2024 held on March 19, 2025, it was resolved to authorize the Board of Directors by approving, as announced on February 19, 2025 on the Company's website and the Public Disclosure Platform, the share buyback program in its existing form. Information regarding the transactions carried out within the scope of the said share buyback program will be presented to the shareholders.

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.

Pursuant to Mandatory Corporate Governance Principle No. 1.3.6 of the Capital Markets Board (CMB), in the event that shareholders holding management control, members of the Board of Directors, executives with administrative responsibility, and their spouses and relatives by blood or marriage up to the second degree carry out a significant transaction that may give rise to a conflict of interest with the Company or its subsidiaries; and/or conduct, on their own behalf or on behalf of others, a commercial transaction falling within the scope of the Company's or its subsidiaries' field of activity; or become a partner with unlimited liability in another company engaged in the same type of commercial activities, such transactions shall be included in the agenda of the General Assembly as a separate agenda item in order to provide detailed information to the shareholders at the General Assembly meeting, and shall be recorded in the minutes of the General Assembly.

Certain of the; shareholders who are holding management control, members of the Board of Directors, executives with administrative responsibility, and their spouses and relatives by blood or marriage up to the second degree serve as members of the board of directors in certain of other companies within the Sabancı Group, including those having similar fields of activity of our Company.

In 2025, no significant transaction requiring disclosure within the scope of Principle No. 1.3.6 of the Corporate Governance Communiqué has occurred.

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

Our members of the Board of Directors can only make transactions within the framework of Article 395 and 396 of the Turkish Code of Commerce. In order to fulfill the requirements of these regulations, the granting of such permission will be submitted for the approval of our shareholders in the General Assembly meeting.

19. Wishes and closing

As the final agenda item of the General Assembly, any shareholders who wish to express their comments or suggestions will be given the opportunity to speak.

ANNEX-1 Board Members' Resumes, Declarations of Independence, and Positions Held During the Past Ten Years

Emre Çift

Emre Çift joined Akbank in 2012 and held various managerial positions respectively at Strategy, Akbank LAB Innovation Center, Project Management & Transformation Office, and Direct Banking. Since January 2022, he has been serving as the Senior Vice President of Consumer Banking and Digital Marketing. Prior to joining Akbank, he worked in management consulting and technology companies. In 2021, he also led Strategy & FinTech Development at the digital payments and embedded finance arm of a leading e-commerce platform in Turkey.

Emre Çift holds a B.Sc. degree in Industrial Engineering from Bilkent University and an Executive MBA degree from Sabanci University. He also participated in courses at Columbia Business School. In 2021, he was selected for the Institute of International Finance Future Leaders program.

INDEPENDENT BOARD MEMBERS NOMINEES STATEMENTS OF INDEPENDENCE AND RESUMES

Fatma Dilek YARDIM (Resume)

Born in Istanbul in 1963, she graduated from Sankt Georg Austrian High School and later earned a degree in Business Administration from Boğaziçi University. She completed the joint MBA program of Manchester Business School & University of Bangor.

She began her career at Interbank in 1988.

Between 1990 and 1999, she served as Director at Bankers Trust A.Ş.. From 1999 to 2007, she held the positions of General Manager and Deputy General Manager at Deutsche Bank A.Ş.. Between 2007 and 2012, she served as General Manager and Head of Client Services at Credit Agricole Yatırım Bankası Türk A.Ş.. From 2012 to 2016, she held the positions of General Manager and Head of Corporate Clients at Standard Chartered Yatırım Bankası Türk A.Ş.

In 2017–2018, she provided consultancy to Experian, a UK-based company, on its growth strategy in Turkey. Since 2019, she has been serving as the Branch Manager of the Istanbul office of Commerz Real, a Germany-based real estate investment fund.

She has served as an Independent Member of the Board of Directors of ÇimSA Çimento Sanayi ve Ticaret A.Ş. and EnerjiSA Enerji A.Ş.

Throughout his professional career, she has held roles in non-governmental organizations such as YASED, TUSİAD, and DEİK.

She is proficient in English and German.

Duties Within the Last 10 Years

Start Date	End Date	Name of the Company	Position	Reason for Seperation
2019	-	Commerz Real Investmentgesellschaft	İstanbul Şube Müdürü	Ongoing
2021	2023	Pınar Et Entegre Et ve Un Sanayi A.Ş.	Bağımsız Yönetim Kurulu Üyeliği	End of Term
2021	2023	Altın Yunus Çeşme Turistik Tesisler A.Ş.	Bağımsız Yönetim Kurulu Üyeliği	End of Term
2018	2024	EnerjiSA Enerji A.Ş.	Bağımsız Yönetim Kurulu Üyeliği	End of Term
2021	2024	ÇimSA Çimento Sanayi ve Ticaret A.Ş.	Bağımsız Yönetim Kurulu Üyeliği	End of Term
2024	-	BriSA Bridgestone Sabancı Lastik Sanayi ve Ticaret A.Ş.	Bağımsız Yönetim Kurulu Üyeliği	Ongoing
2024	-	AgeSA Hayat ve Emeklilik A.Ş.	Bağımsız Yönetim Kurulu Üyeliği	Ongoing
2024	-	Ak Sigorta A.Ş.	Bağımsız Yönetim Kurulu Üyeliği	Ongoing
2024	-	Medisa Sigorta A.Ş.	Yönetim Kurulu Üyesi	Ongoing

STATEMENT OF INDEPENDENCE

I hereby declare that I am a candidate to serve as an “independent member” on the Board of Directors of **AGESA Hayat ve Emeklilik A.Ş.** (“Company”) under related regulations, Articles of Association of the Company and the criteria stated in the Corporate Governance Principles as set forth by the Capital Markets Board (“CMB”)’s Communiqué on Corporate Governance.

In this regard, I declare and confirm that:

a) In the last five years, I myself, my spouse or my up to the second degree blood or affinity relatives are not or have not been; employed by as a key management personnel with significant duties and responsibilities; have not had ordinary or privileged shareholding exceeding 5% either jointly or solely by myself; or have not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders with management control of the Company or having material effect over the Company and all entities controlled by those shareholders,

b) In the last five years, I have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or have not been a shareholder (with 5% stake or more) of an entity which has had a contractual relationship with the Company for purchase or sale of goods or services such as audit (including tax audit, legal audit, and internal audit) credit rating or consulting services during the terms in which the goods or services were provided,

c) I have relevant skills, knowledge and expertise in order to duly fulfill my duties as an independent board member,

d) I do not work/will not be working full-time at public institutions and organisations, except for the faculty membership provided that it is in compliance with the relevant legislation,

e) I am residing in Turkey in accordance with the Income Tax Law No. 193 dated 31/12/1960,

f) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,

g) I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,

h) I have not served as a member of the Board of the Company for more than six years within last ten years,

i) I am not registered in the name of any legal entity elected as a Board member,

j) I am not/will not be an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders, and in more than five corporations listed on Borsa İstanbul in total.

I hereby acknowledge to the General Assembly, the Board of Directors, the shareholders and all other stakeholders of the Company that the above statements are true and correct to the best of my knowledge.

20.01.2026

Fatma Dilek Yardım

Hüseyin GÜRER (Resume)

Born in 1961, Hüseyin Gürer holds a BA degree from Ege University, İzmir and a Master's degree in Business Administration from Middle East Technical University, Ankara.

Gürer started his career at Deloitte Turkey in 1986 and worked as an auditor in Deloitte London office in 1989 - 1990. He rose through the Turkish firm holding various roles, including partner in charge of the audit division, until in 2007 he was appointed CEO. He led Deloitte Turkey as CEO for nine years until 2016, when he retired from the firm and began to served as the CEO of Keskinoglu A.Ş. (Poultry Business Company) for 4 years between November 2016 - January 2021.

Gürer served as the head of the Audit and Risk Committee as a member of the Eczacıbaşı Group Board of Directors for 3 years between May 2018 and April 2021.

Gürer has served as the Chairperson of the Board of Directors of Veggy Vegan İşler Gıda Sanayi ve Ticaret A.Ş. since 2021.

Gürer joined the Board of Directors of AgeSA and Aksigorta in 2021. He heads the Audit Committee.

During the 2022–2024 period, he served as a Member of the Board of Directors and Vice Chairman of the Board of Directors of Destekbank A.Ş.

Start Date	End Date	Name of the Company	Position	Reason for Seperation
2007	2016	Deloitte Türkiye	CEO	Retirement
2016	2021	Keskinoglu AŞ	CEO	Resign
2018	2021	Eczacıbaşı Holding AŞ	YK Üyesi – Denetim ve Risk Komitesi	End of Term
2021	-	Veggy Vegan İşler Gıda Sanayi ve Ticaret A.Ş.	Yönetim Kurulu Başkanı	Ongoing
2021	-	Aksigorta AŞ	Bağımsız YK Üyesi – Denetim Komitesi Başkanı	Ongoing
2021	-	AgeSA Hayat ve Emeklilik AŞ	Bağımsız YK Üyesi – Denetim Komitesi Başkanı	Ongoing
2022	2024	Destekbank A.Ş.	YK Üyesi – YK Başkan Vekili	End of Term
2024	-	Medisa Sigorta AŞ	Yönetim Kurulu Üyesi	Ongoing

STATEMENT OF INDEPENDENCE

I hereby declare that I am a candidate to serve as an “independent member” on the Board of Directors of **AGESA Hayat ve Emeklilik A.Ş.** (“Company”) under related regulations, Articles of Association of the Company and the criteria stated in the Corporate Governance Principles as set forth by the Capital Markets Board (“CMB”)’s Communiqué on Corporate Governance.

In this regard, I declare and confirm that:

a) In the last five years, I myself, my spouse or my up to the second degree blood or affinity relatives are not or have not been; employed by as a key management personnel with significant duties and responsibilities; have not had ordinary or privileged shareholding exceeding 5% either jointly or solely by myself; or have not been involved in any material business dealings with the Company, its subsidiaries and affiliates, or shareholders with management control of the Company or having material effect over the Company and all entities controlled by those shareholders,

b) In the last five years, I have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or have not been a shareholder (with 5% stake or more) of an entity which has had a contractual relationship with the Company for purchase or sale of goods or services such as audit (including tax audit, legal audit, and internal audit) credit rating or consulting services during the terms in which the goods or services were provided,

c) I have relevant skills, knowledge and expertise in order to duly fulfill my duties as an independent board member,

d) I do not work/will not be working full-time at public institutions and organisations, except for the faculty membership provided that it is in compliance with the relevant legislation,

e) I am residing in Turkey in accordance with the Income Tax Law No. 193 dated 31/12/1960,

f) I am capable to contribute positively to the operations of the Company, to maintain my objectivity in conflicts of interests between the Company and the shareholders, to have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,

g) I will dedicate enough time to follow up the activities of the Company and for the duly fulfillment of my responsibilities,

h) I have not served as a member of the Board of the Company for more than six years within last ten years,

i) I am not registered in the name of any legal entity elected as a Board member,

j) I am not/will not be an independent board member in more than three of the corporations controlled by the Company or its controlling shareholders, and in more than five corporations listed on Borsa İstanbul in total.

I hereby acknowledge to the General Assembly, the Board of Directors, the shareholders and all other stakeholders of the Company that the above statements are true and correct to the best of my knowledge.

20.01.2026

Hüseyin Gürer

DIVIDEND DISTRIBUTION PROPOSAL FOR 2025

23 February 2026

PROPOSAL

AGESA HAYAT VE EMEKLİLİK A.Ş.

2025 FISCAL YEAR

BOARD OF DIRECTORS' PROFIT DISTRIBUTION PROPOSAL

Dear Shareholders,

Our Board of Directors has resolved to present a proposal to the General Assembly at the 2025 Annual Ordinary General Assembly Meeting to be held on 23 March 2026 for the distribution, within the framework of the attached "Profit Distribution Table," of a total gross dividend of TL 1,250,000,000.00 from the consolidated net after-tax profit of TL 5,555,079,234.00 resulting from the Company's business activities and operations in the year 2025, following the affirmative opinion of the Insurance and Private Pension Regulation and Supervision Agency dated 18 February 2026 pursuant to Circular no. 2023/2; for the appropriation of TL 124,100,000.00 as general legal reserve from the distributed dividend amount; for the transfer of the remaining TL 4,180,979,234.00 to extraordinary reserves; and for the cash payment of the dividend in full as of 25 March 2026. We are hereby presenting the "Consolidated Profit Distribution Table of 2025" and the "Dividend Rates Table" attached hereto for your information.

AGESA HAYAT VE EMEKLİLİK A.Ş.
DIVIDEND DISTRIBUTION TABLE FOR THE YEAR 2025

Estimated Dividend Distribution Table for the Year 2025 (TL)		
1. Paid-in Capital		180.000.000,00
2. General Legal Reserves (As per Turkish GAAP)		237.839.901,00
Information regarding privileges on profit distribution as per Articles of Association if any.		-
	As per CMB	As per Turkish GAAP
3. Profit	7.785.752.362,00	7.785.752.362,00
4. Taxes (-)	(2.230.673.128,00)	(2.230.673.128,00)
5. Net Profit For the Period (=)	5.555.079.234,00	5.555.079.234,00
6. Previous Years' Losses (-)	-	-
7. General Legal Reserves (-)	-	-
8. NET DISTRIBUTABLE PROFIT FOR THE PERIOD	5.555.079.234,00	5.555.079.234,00
9. Donations Granted During The Year (+)	398.136.239,00	-
10. NET DISTRIBUTABLE PROFIT INCLUDING DONATIONS	5.953.215.473,00	-
11. First Category Dividend For Shareholders	-	-
- Cash	9.000.000,00	9.000.000,00
- Share	-	-
- Total	9.000.000,00	9.000.000,00
12. Dividends Distributed to the Privileged Shareholders	-	-
13. Other Dividends Distributed	-	-
- Members of the Board of Directors,	-	-
- Employees,	-	-
- Non Shareholders	-	-
14. Dividends Distributed to the Holders of Usufruct Right Certificates	-	-
15. Second Category Dividend For Shareholders	1.241.000.000,00	1.241.000.000,00
16. General Legal Reserves	124.100.000,00	-
17. Status Reserves	-	-
18. Special Reserves (According to the Article 5/1-e of Corporate Tax Law)	-	-
19. Extraordinary Reserves	4.180.979.234,00	4.180.979.234,00
20. Other Resource Planned for Distribution	-	-

AGESA HAYAT VE EMEKLİLİK A.Ş.					
DIVIDEND RATES TABLE					
	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD	DIVIDEND PER SHARE OF TRY 1 NOMINAL VALUE	
	CASH (TRY)	SHARES (TRY)	RATIO (%)	AMOUNT (TRY)	RATIO (%)
GROSS	1.250.000.000,00	-	22,50	6,94444	694
NET (*)	1.062.500.000,00	-	19,13	5,90278	590

(*) Net amount is calculated by assuming 15% withholding tax will apply.

ANNEX-3

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>