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KAMUYU AYDINLATMA PLATFORMU

AGESA HAYAT VE EMEKLİLİK A.Ş.
Non-current Financial Asset Acquisition

Summary

Sabancı Ageas Health Insurance Inc. Capital Increase

MERKEZİ KAYIT İSTANBUL

Noncurrent Financial Asset Acquisition

Related Companies [AKGRT]

Related Funds []

Noncurrent Financial Asset Acquisition	
Update Notification Flag	Hayır (No)
Correction Notification Flag	Hayır (No)
Date Of The Previous Notification About The Same Subject	-
Postponed Notification Flag	Hayır (No)
Announcement Content	
Board Decision Date for Acquisition	04/03/2024
Were Majority of Independent Board Members' Approved the Board Decision for Acquisition	Yes
Title of Non-current Financial Asset Acquired	Sabancı Ageas Sağlık Sigorta A.S.
Field of Activity of Non-current Financial Asset whose Shares were being Acquired	Insurance
Capital of Noncurrent Financial Asset	100.000.000
Acquirement Way	Sermaye Artırımı Yoluyla Edinim (Capital Increase)
Date on which the Transaction was/will be Completed	Following required permission and registration
Acquisition Conditions	Peşin (Cash)
Detailed Conditions if it is a Timed Payment	-
Nominal Value of Shares Acquired	400.000.000
Purchase Price Per Share	1,5725
Total Purchasing Value	629.000.000
Ratio of New Shares Acquired to Capital of Non-current Financial Asset (%)	%80
Total Ratio of Shares Owned in Capital of Non-current Financial Asset After Transaction (%)	%80
Total Voting Right Ratio Owned in Non-current Financial Asset After Transaction (%)	%80
Ratio of Non-current Financial Asset Acquired to Total Assets in Latest Disclosed Financial Statements of Company (%)	%0,38
Ratio of Transaction Value to Sales in Latest Annual Financial Statements of Company (%)	%6,71
Effects on Company Operations	Creating synergy in the field of health insurance activities and increase efficiency.
Did Takeover Bid Obligation Arised?	Hayır (No)
Will Exemption Application be Made, if Takeover Bid Obligation Arised?	Hayır (No)

Title/ Name-Surname of Counter Party	-
Is Counter Party a Related Party According to CMB Regulations?	Evet (Yes)
Relation with Counter Party if any	-
Agreement Signing Date if Exists	-
Value Determination Method of Non-current Financial Asset	Valuation Report - Dividend Discount Model in line with the Income Approach, Transaction Multiples Methods and Peer Multiples
Did Valuation Report be Prepared?	Düzenlendi (Prepared)
Reason for not Preparing Valuation Report if it was not Prepared	-
Date and Number of Valuation Report	26.02.2024
Title of Valuation Company Prepared Report	Ernst Young Kurumsal Finansman Danışmanlığı A.Ş.
Value Determined in Valuation Report if Exists	157.250.000
Reasons if Transaction wasn't/will not be performed in Accordance with Valuation Report	-
Explanations	

Aksigorta A.Ş.'s wholly-owned subsidiary Sabancı Ageas Health Insurance Inc., at the Board of Directors meeting dated 04.03.2024, decided to increase its capital by 629,000,000 TL with a nominal value of 400,000,000 at 1.5725TL per share in order to carry out investments in digitization, increased efficiency, as well as expand its health insurance activities. Sabancı Ageas Health Insurance Inc. will initiate the application processes to obtain the necessary legal permissions regarding the capital increase transactions.

In accordance with the decision of our Board of Directors dated 04.03.2024; it has been decided to participate by providing a capital injection of 629,000,000 TL to be made to Sabancı Ageas Health Insurance Inc. in return for issued premium shares, resulting in our partnership share being 400,000,000,00 TL for 400,000,000 shares, with the goal of creating synergy in the health insurance field activities and increase efficiency. Following the transaction, it is envisaged that our company's shareholding ratio in Sabancı Ageas Health Insurance Inc. will be 80%, and Sabancı Ageas Health Insurance Inc. will be consolidated in our financial reports.

The summary of the Sabancı Ageas Health Insurance Inc. Valuation Report prepared by Ernst Young Corporate Finance Advisory Inc. is attached herewith.

Respectfully submitted to the attention of the public and our investors.

We proclaim that our above disclosure is in conformity with the principles set down in “Material Events Communiqué” of Capital Markets Board, and it fully reflects all information coming to our knowledge on the subject matter thereof, and it is in conformity with our books, records and documents, and all reasonable efforts have been shown by our Company in order to obtain all information fully and accurately about the subject matter thereof, and we’re personally liable for the disclosures.