#### INFORMATION DOCUMENT REGARDING THE ORDINARY GENERAL ASSEMBLY MEETING OF AKSIGORTA A.Ş. PERTAINING TO 2023 DATED 19 MARCH 2024

Pursuant to the resolution of our Board of Directors dated 16 February 2024 and numbered 19 and Article 19 of our Company's Articles of Association, our Company's Ordinary General Assembly Meeting pertaining to 2023 will be held on 19 March 2024, Tuesday at 15:00, in Istanbul, Beşiktaş, 4. Levent, 34330, Sabancı Center, in order to discuss and resolve on the following agenda items.

Our shareholders, who are entitled to participate in the General Assembly meetings, may attend the Ordinary General Assembly Meeting of our Company physically or electronically, as well as through their representatives.

Natural person shareholders who will physically attend the General Assembly Meeting may participate by presenting their identity cards and signing the list of participants; legal entity shareholders by presenting the identity cards and authorization certificates of the persons authorized to represent and bind the legal entity, and signing the list of participants; the attorneys of real and legal persons by presenting their identity cards and powers of attorney, and signing the list of participants; and the representatives authorized through EGKS (Electronic General Meeting System) by presenting their identities, and signing the list of participants.

Participation in the General Assembly electronically is possible with the secure electronic signatures of the shareholders or their representatives. For this reason, Shareholders who will take action in EGKS should first log on to the Central Registry Agency (Merkezi Kayıt Kuruluşu A.Ş. - CRA), e-CRA Information Portal, and save their contact information, as well as have a secure electronic signature. It is not possible for shareholders or their representatives who are not registered at the e-CRA Information Portal and do not have secure electronic signatures to participate in the General Assembly meeting electronically.

Furthermore, the shareholders or their representatives, who want to participate in the meeting via electronic means, should fulfill the requirements of the "Regulation on the General Assembly Meetings of the Joint Stock Companies to be Held via Electronic Means (EGKS)" published in the Official Gazette dated 28 August 2012 and numbered 28395, and the "Communiqué on the Electronic General Assembly System in General Assembly Meetings of Joint Stock Companies" published in the Official Gazette dated 28396.

The shareholders who cannot participate in the meeting in person or via electronic means should arrange their power of attorney according to the form attached hereto as ANNEX-5 or obtain the form from our headquarters or website at <u>www.aksigorta.com.tr</u> and present their power of attorney certified by the notary public by complying with requirements stipulated as per the Communiqué of the Capital Market Board Serial: IV, No:8.

Our Company's Balance Sheet, Profit/Loss Statement, Reports of the Board of Directors and Auditors, Amendment Proposal and the Dividend Distribution Proposal for 2023 will be available for review by the shareholders 21 days before the meeting date, at the headquarters of our Company, on the website of the Central Registry Agency, on the Electronic General Assembly System page and on the website of our Company at <u>www.aksigorta.com.tr</u>. In addition, together with the aforementioned documents, information notes containing the necessary explanations within the scope of the Corporate Governance Communiqué of the Capital Markets Board will be available on our Company's website at <u>www.aksigorta.com.tr</u> from the same date.

Respectfully submitted for the information of our shareholders.

#### YOURS SINCERELY, AKSIGORTA ANONIM ŞIRKETİ

Haluk DİNÇER Chairman of the Board of Directors Uğur GÜLEN Member of Board of Directors

<u>Company Head Office</u> Fatih Sultan Mehmet Mah. Poligon Cad. Buyaka 2 Sitesi 1 Blok No: 8A, İç kapı No:2 Ümraniye/İSTANBUL

#### OUR ADDITIONAL DISCLOSURE PURSUANT TO CMB REGULATIONS

The notifications and disclosures required to be made pursuant to the "Corporate Governance Communiqué" of the CMB numbered II-17.1 related to the agenda items are made next to the relevant agenda item below, and general explanations are presented for the information of our shareholders in this section:

#### 1. Shareholding Structure and Voting Rights

	31 December 2023		
	Share Rate (%)	Share Amount	
		(TRY):	
Hacı Ömer Sabancı Holding A.Ş.	36.00	580,320,000	
Ageas Insurance International NV	36.00	580,320,000	
Other Natural and Legal Persons	28.00	451,360,000	
	100.00	1,612,000,000	

There is no privileged share.

#### 2. Information on Changes That Will Materially Affect the Operations of the Company and Its Subsidiaries

There are no management and operational changes that will materially affect the partnership activities of Aksigorta that happened in the 2023 accounting period or are planned for the upcoming accounting periods.

On the other hand, the subsidiary company Sabancı Ageas Sağlık Sigorta A.Ş. whose establishment was completed through the registration process dated August 3, 2022, submitted its license application to the Insurance and Personal Pension Regulation and Supervision Agency in 2023. On January 19, 2024, the Insurance and Personal Pension Regulation and Supervision Agency granted approval, completing the licensing process.

#### 3. Information on Shareholders' Requests for Adding an Item to the Agenda

There is no request from the shareholders and/or the Capital Markets Board and other public institutions and organizations to be discussed at the Ordinary General Assembly meeting where the activities of the Company for 2023 will be discussed.

4. If the dismissal, replacement, or election of members of the board of directors is on the agenda of the general assembly meeting, the reasons for dismissal and replacement, the resumes of the individuals nominated for board membership, their positions held in the last ten years, reasons for departure, the nature and significance of their relationship with the company and its related parties, their independence status, and any other factors that may affect the company's activities shall be provided

In accordance with the Corporate Governance Committee Report as per the decision of our Board of Directors dated January 12, 2024, and numbered 2024/03, Fatma Dilek YARDIM and Hüseyin GÜRER have been nominated as Independent Board Members. It has been confirmed through the letter dated February 2, 2024, and numbered 48946 from the Capital Markets Board Presidency, Directorate of Corporate Financing, that there are no negative opinions regarding our Independent Board Member candidates.

The election of the Board of Directors members will be decided by the general assembly.

# 5. In case there is an agenda item for an amendment to the articles of association, along with the relevant board resolution, both the old and new versions of the articles of association amendments shall be provided.

In accordance with the Board of Directors Resolution dated January 12, 2024, as per Agenda Item 10, our application to the Capital Markets Board for the amendment of Article 84 of the Company's Articles of Association was approved by the letter dated January 31, 2024, with reference number E-29833736-110.03.03-48833. Following the approval of the Ministry of Trade and the Capital Markets Board, the proposed amendment to the articles of association will be presented to the shareholders for approval at the General Assembly meeting.

### INFORMATION ON ITEMS OF THE AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING OF

### AKSIGORTA A.Ş. DATED 19 MARCH 2024

# 1. Opening and formation of the Meeting Chairmanship,

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 2023,

The Activity Report of the Board of Directors, which was presented for review by our shareholders 21 days before the General Assembly meeting at our Company Head Office, on the Electronic General Assembly portal, and on our Company's website at <u>www.aksigorta.com.tr</u>, will be read and discussed in the General Assembly meeting and submitted for approval of our shareholders pursuant to the provisions of the CoC, Regulation, and regulations related to the Capital Markets Law. This report, the annual report including the corporate governance compliance report, and other relevant documents are submitted for the review of our shareholders on our company's website.

# 3. Reading the summary of the Auditors' Reports for 2023,

The Summary Section of the Independent Audit Reports, which were presented for review by our shareholders 21 days before the General Assembly meeting at our Company Head Office, on the Electronic General Assembly Portal, and on our Company's website at <u>www.aksigorta.com.tr</u>, will be read and discussed in the General Assembly meeting and submitted for approval of our shareholders pursuant to the provisions of the CoC and the Regulation. These reports, the annual report including the corporate governance compliance report, and other relevant documents are submitted for the review of our shareholders on our company's website.

### 4. Reading, reviewing, and approval of the Financial Statements of 2023,

The Balance Sheet and Profit/Loss Statements for 2023, which were presented for review by our shareholders before the General Assembly meeting at our Company Head Office, on the Electronic General Assembly portal, and on our Company's website at <u>www.aksigorta.com.tr</u>, will be read and discussed in the General Assembly meeting and submitted for approval of our shareholders pursuant to the provisions of the CoC and the Regulation. In accordance with our financial statements for the accounting period of 1

January - 31 December 2023, which was prepared by our Company in conformity with the International Financial Reporting Standards pursuant to the Capital Markets Board's Communiqué w/Serial: XI, No: 29, and which was audited by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., our company's "Net Profit for the Period" is equal to 1.150.606.227-TRY.

# 5. Release of the Members of the Board of Directors regarding their activities in 2023,

Release of the members of the Board of Directors regarding their activities, transactions, and accounts in 2023 pursuant to the provisions of the Turkish Code of Commerce and the Regulation will be submitted to the approval of the General Assembly.

# 6. Determining the use of 2023 profit and the dividend ratios,

In accordance with the accounting principles and standards in force as per insurance legislation and audited by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (PwC), our financial statements for the period from 01.01.2023-31.12.2023 reveal a "Net Profit for the Period" of 1.150.606.227-TL.

In accordance with the 7th paragraph of Article 9 of the Regulation on the Measurement and Evaluation of Capital Adequacy of Insurance, Reinsurance, and Pension Companies, the company is prohibited from distributing profits if such distribution would result in the equity falling below the required level of equity. As of December 31, 2023, the company's capital adequacy ratio fell below the threshold of 115%. Therefore, it has been decided to inform the shareholders that no profit distribution will be made for the fiscal year 2023. This matter will be presented to the approval of the General Assembly at the Ordinary General Assembly meeting for the year 2023, which will be held on March 19, 2024. The Profit Distribution Table is included in Annex/1.

# 7. Election of the Board of Directors Members and Determination of their Terms of Office

In accordance with the regulations of the Capital Markets Board, the Turkish Commercial Code, and the General Assembly Regulation, our Board of Directors members will be elected considering the principles regarding the election of Board of Directors members stated in our articles of association. Additionally, in compliance with the Capital Markets Board's Corporate Governance Communique II-17.1, independent members will be selected.

As per the Capital Markets Board regulations, two of the elected Board of Directors members must meet the independence criteria defined in the Corporate Governance Principles.

Upon the recommendation of our Corporate Governance Committee, the decision has been made by our Board of Directors to nominate Mr. Fatma Dilek YARDIM and Mr. Hüseyin GÜRER as Independent Board of Directors member candidates.

The resumes of the independent Board of Directors member candidates are included in Annex/ 2.

# 8. Determining the remuneration of the members of the Board of Directors and their rights, such as attendance fees, bonuses, and premiums

The General Assembly will determine the Monthly Gross Wages of the Members of the Board of Directors and their Rights, such as Attendance Fees, Bonuses, and Premiums. In this context, payment of a monthly gross wage of 90,000 TRY (Ninety thousand Turkish Liras) to each of the Independent Members of the Board of Directors during their term of office until the date of the next Ordinary General Assembly will be submitted for approval of the General Assembly.

### 9. Election of the Auditor

Our Board of Directors resolved for DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.to be elected for the audits to be carried out in the 2024 Accounting Period of our Company pursuant to the Insurance legislation and the Turkish Code of Commerce No. 6102; this election will be submitted for the approval of the General Assembly.

# **10.** Discussion and Approval of the Proposed Amendment to Article 84 of the Company's Articles of Association

In accordance with the planned amendment to Article 84 of the Company's Articles of Association, the amendment to the articles of association will be presented to the approval of the General Assembly. The old and new amendment texts of the Company's Articles of Association are provided in Annex/3.

### **11.** Discussion and Approval of the Proposed Amendment to the Company's Profit Distribution Policy

In accordance with the Board of Directors Resolution dated January 12, 2024, any changes to the Profit Distribution Policy will be presented to the approval of the General Assembly. The Company's Profit Distribution Policy is provided in Annex/4.

# 12. Discussion and Approval of Granting Authority to the Board of Directors for Advance Distribution of Dividends for the Fiscal Year 2024

In the event of shareholders' approval of the proposed amendment to Article 84 of our Company's Articles of Association, which will be discussed as Agenda Item 10 of our General Assembly agenda, and in compliance with the amended Article 84 of our Company's Articles of Association and the Capital Markets Board's Communique II-19.1 on Dividend Distribution, the matter of granting authority to the Board of Directors to decide on the distribution of dividends in advance for the fiscal year 2024 will be presented to the approval of the shareholders at the General Assembly.

### 13. Informing the General Assembly Regarding the Donations and Charities made in 2023

The donations made during the year must be submitted to the information of the General Assembly pursuant to Article 1.3.10 of the Corporate Governance Communiqué of the Capital Markets Board.

The donations made to foundations and associations in 2023 are listed in the following table. The aforementioned article is not related to the approval of the General Assembly but only for information purposes.

Donated Institution	<b>Donation Amount</b>
OGEM Sapling Donation	476.000 TL
Carrefoursa Sabancı Ticaret Merkezi A.Ş. (*)	2.227.536 TL
Hacı Ömer Sabancı Vakfı A.Ş.	9.144.036 TL
Total	11.847.572 TL

\*February 6, 2023, Maras Earthquake Donation

### 14. Determining the donation limit to be made by the company in 2024,

The limit of donations to be made by the company in 2024 will be determined by our shareholders at the General Assembly meeting.

# 15. Granting Permission to the Chairman and Members of the Board of Directors to Carry Out the Transactions Written in Articles 395 and 396 of the Turkish Code of Commerce,

Our members of the Board of Directors can only make transactions within the framework of Article 395 (Prohibition of Transactions with the Company and Borrowing from the Company) and 396 (Prohibition of Competition) 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.

### 16. Wishes and opinions

	AKSİGORTA A.Ş. Dividend Distribution Table For The Year 2023 (TRY)			
1. P	aid-in Capital		1.612.000.000	
2. 6	eneral legal reserves (As per Turkish GAAP)		111.936.210	
	rmation concerning preferred shares, if, as per the company Article	s of Association, there are		
any	privileges for preferred shares in distribution of dividend		No	
		As per CMB	As per Turkish GAAP	
3.	Profit for the period	1.298.834.978,00	1.298.834.978,00	
4.	Taxes (-)	148.228.750,00	148.228.750,00	
5.	Net Profit For the Period (=)	1.150.606.228,00	1.150.606.228,00	
6.	Prior years' losses (-)	0,00	425.636.488,00	
7.	General Legal Reserves (-)	36.248.487,00	36.248.487,00	
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD	1.114.357.741,00	1.114.357.741,00	
9.	Donations Granted During The Year (+)	11.847.572,38		
10.	NET DISTRIBUTABLE PROFIT INCLUDING DONATIONS	1.126.205.313,38		
11.	First Category Dividend For Shareholders	0,00		
	- Cash	0,00		
	- Share	0,00		
	- Total	0,00		
12.	Dividends Distributed to the Privileged Shareholders	0,00		
13.	Other Didivdens Distributed	0,00		
	- Members of the Board of Directors	0,00		
	- Employees	0,00		
	- Non Shareholders	0,00		
	Dividens Distributed to the Holders of Usufruct Right			
14.	Certificates	0,00		
15.	Second Category Dividend For Shareholders	0,00		
16.	General Legal Reserves	0,00		
17.	Status Reserves	0,00	0,00	
	Special Reserves	0,00	0,00	
19.	Extraordinary Reserves	1.114.357.741,00	1.114.357.741,00	
20.	Other Resource Planned for Distribution	0,00	0,00	
	- Previous Years' Profit		0,00	
	- Extraordinary Reserve			
1	- Other Distributable Reserves As Per The Legislation and the			
	Articles Of Association			
	Other Distributable Reserves			

#### Fatma Dilek YARDIM

#### **Independent Board Member Candidate**

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

He began his career at Interbank in 1988. From 1990 to 1999, he served as a Manager at Bankers Trust A.Ş., and from 1991 to 2001, he held the position of Deputy General Manager at Deutsche Bank A.Ş. He then served as the General Manager and Board Member of Deutsche Bank A.Ş. from 2001 to 2007. From 2007 to 2012, he held the positions of General Manager and Board Member at Credit Agricole Investment Bank Turkey A.Ş. Following that, he served as the General Manager and Board Member at Standard Chartered Investment Bank Turkey A.Ş. from 2012 to 2016. Since 2017, he has been serving as a Senior Advisor at Experian.

#### Hüseyin GÜRER

#### Independent Board Member Candidate

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 providing consulting services to Turkish corporates.

During his career with Deloitte, he was prominent in initiatives to bring International Financial Reporting Standards to Turkey, working with groups led by the Ministry of Finance and the professional organisations. Later he worked similarly to promote the development and understanding of auditing and corporate governance standards. He was a member of the Audit Committee of the Foreign Investors' Association YASED.

Gürer joined the Board of Directors of the Eczacıbaşı Group in May 2018. He heads the Audit and Risk Committee.

# AKSİGORTA A.Ş.

# AMENDMENTS TO THE ARTICLES OF ASSOCIATION

CURRENT ARTICLES	PROPOSED ARTICLES	
Article 84 Advance Dividend	Article 84 Advance Dividend	
The General Assembly may resolve on distribution of advance dividend to the shareholders in accordance with the regulations of the Capital Markets Board and the relevant legislation.	Article 84 Advance Dividend The Company may distribute cash divide	

#### AKSİGORTA A.Ş.

#### **DIVIDEND POLICY**

**AKSIGORTA A.Ş. Dividend Policy** is determined within the framework of the provisions of the Turkish Commercial Code, the Capital Markets Legislation and other relevant legislation and the article of the Articles of Association regarding profit distribution, in line with the medium and long-term strategies of Aksigorta A.Ş. as well as investment and financial plans, the situation of the country's economy and the sector by considering the balance between shareholders' expectations and needs of the Company.

Although the principle of determining the amount of dividends to be distributed in line with the decision taken at the General Assembly has been adopted; in principle, it is foreseen to distribute dividends to shareholders in the form of cash and/or bonus shares at the rate of 50% of the distributable profit.

Board of Directors may distribute cash dividend advances to shareholders within the framework of capital markets legislation and relevant regulations, pursuant to Article 84 of the Articles of Association, if authorized by the General Assembly.

Dividends will be distributed equally to all shareholders, regardless of their date of issuance and acquisition with in the legal period following the approval of the General Assembly on the date determined by the General Assembly. Dividend payments may be made once or in instalments.

The General Assembly may transfer some or all of the net profit to the extraordinary reserve. If the Board of Directors of Aksigorta A.Ş. proposes to the General Assembly not to distribute the profit, the shareholders will be informed at the General Assembly meeting about the reasons for this situation and the way the undistributed profit will be used. Likewise, this information will be shared with the public by including it in the annual report and on the website.

Dividend Policy is submitted to the approval of the shareholders at the General Assembly meeting. The Policy is reviewed annually by the Board of Directors, depending on any negativities in national and global economic conditions and the status of the projects and funds on the agenda. Changes made to the Policy are submitted to shareholders for approval at the first General Assembly meeting after the change and are disclosed to the public.

#### **POWER OF ATTORNEY**

### AKSIGORTA ANONIM ŞİRKETİ

I, the undersigned, hereby appoint, empower and delegate ...... as my proxy in order to represent me, to vote, to make proposals, and to sign the necessary documents on behalf of me at the Annual General Meeting of Ak Sigorta A.Ş. pertaining to 2023, which will be held on 19 March 2024, Tuesday at 15:00 in Istanbul at Beşiktaş, 4. Levent, Sabancı Center.

Attorney's(\*);

Name Surname / Trade Name:

T.R. ID No./Tax ID No., Trade Registry Office and Number and MERSIS No:

(\*) For attorneys of foreign nationality, it is obligatory to inform the requested information, or equivalents thereof, if any.

### A) SCOPE OF POWER OF ATTORNEY

The scope of power of attorney must be determined by selecting one of the options of (a), (b), and (c) under sections 1 and 2.

1. Regarding the Matters in the General Assembly Agenda;

- a) The attorney is authorized to vote at his/her own discretion.
- **b**) The attorney is authorized to vote according to the opinion of the partnership.
- c) The attorney is authorized to vote according to the following instructions.

Instructions: If option (c) is chosen by the shareholder, instructions specific to the agenda item are given by marking one of the options given for the relevant general assembly agenda item (accept or reject); and if the "reject" option is selected, the dissenting opinion, if any, is specified as requested to be written in the minutes of the general assembly meeting.

	Items of the Agenda	Accept	Reject	<b>Dissenting Opinions</b>
1.	Opening, and appointment of the Chairmanship Committee of the Meeting			
2.	Reading and discussion of the Board of Directors' Activity Report for 2023			
3.	Reading of the Auditor Reports' summary for 2023			
4.	Reading, discussion and approval of the financial statements issued for 2023			
5.	Release of the Board of Directors from its responsibilities arising out of business			
	activities of 2023			
6.	Determination of method of distribution and use of the profit of 2023 and the rates of			
	dividends and profit shares to be distributed			
7.	Election of the Board of Directors members and determination of their terms of office			
8.	Determination of fees and such other rights as remuneration, bonus and premium of			
	the Directors			
9.	Election of auditor			
10.	Discussion and approval of the proposed amendment to Article 84 of the Company's			
	Articles of Association			
11.	Discussion and approval of the proposed amendment to the Company's Profit			
	Distribution Policy			
12.	Discussion and approval of authorizing the Board of Directors to distribute interim			
	dividends for the fiscal year 2024			

13.	Presentation of information to General Assembly on donations and grants made during 2023		
14.	Determination of limits of donations to be made by the Company within 2024		
15.	Authorization granted to Chairman and other members of the board for transactions		
	stipulated in Article 395 and 396 of Turkish Commercial Code		
16.	Wishes and requests		

# 2. Special instruction on other issues that may arise during the General Assembly meeting, and on the use of minority rights, in particular:

- a) The attorney is authorized to vote at his/her own discretion.
- **b)** The attorney is not authorized for representation in these matters.
- c) The attorney is authorized to vote according to the following special instructions.

**SPECIAL INSTRUCTIONS:** Special instructions, if any, to be given by the shareholder to the attorney are specified here.

B) The shareholder chooses one of the options below and specifies the shares s/he wants the attorney to represent.

1. I hereby confirm the representation of my following shares by the attorney.

- a) Class and Series: \*
- **b)** Number/Group: \*\*
- c) Quantity-Nominal (face) Value:
- **ç)** Privileged in Voting or not:
- d) Bearer or Registered Share: \*
- e) Total Shares Owned by the Shareholder/Voting Rights Ratio:

\* This information is not requested for the shares monitored by recording.

\*\* Information about the group, if any, will be given instead of the number for the shares monitored by recording.

# 2. I hereby confirm the representation by the attorney of all my shares in the list of shareholders who may attend the general assembly meeting prepared by CRA the day before the General Assembly.

#### NAME SURNAME OR TRADE NAME OF THE SHAREHOLDER(\*):

T.R. ID No./Tax ID No., Trade Registry Office and Number and MERSIS No:

Address: .....

.....

(\*) For shareholders of foreign nationality, it is obligatory to inform the requested information, or equivalents thereof, if any.

SIGNATURE