

TÜRKİYE SİGORTA AŞ
2020 ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

Türkiye Sigorta AŞ
Invitation Announcement from the Board of Directors
Regarding the Ordinary General Assembly Meeting

With the decision of our Board of Directors dated on 01 March 2021, the Ordinary General Assembly Meeting for the 2020 accounting period will be held on **31 March 2021, Wednesday at 15.00**, at Büyükdere Caddesi, No.110 Güneş Plaza 34394 Esentepe Şişli-İSTANBUL.

We kindly request our esteemed shareholders to attend the Ordinary General Assembly Meeting of our Company either physically or electronically, by themselves or their representatives.

Real person shareholders submit their identity documents to the General Assembly Meeting; legal entity shareholders are required to present the identity documents of the persons authorized to represent and bind the legal entity, along with their authorization documents. Representatives of real or legal persons participating in the meeting in the physical environment also submit their representation documents, while representatives who are authorized by the Electronic General Assembly System (E-GKS) will be able to attend the meeting by submitting their identities electronically and signing the list of attendees.

Pursuant to Article 1527 of the Turkish Commercial Code numbered 6102, the shareholders may participate in the General Assembly in person or vote by participating in the electronic environment. Our shareholders who wish to attend the meeting electronically are required to complete their transactions in accordance with the provisions of the "Regulation on General Assemblies in Joint Stock Companies" and "Communiqué on the Electronic General Assembly System to be Applied in the General Assemblies of Joint Stock Companies". Otherwise, they will not be able to participate in the meeting electronically. Our shareholders or their representatives who wish to attend the Ordinary General Assembly Meeting of our Company electronically will attend the meeting via E-GKS and have a secure electronic signature and they are required to be registered responsible ility of e-MKK (Merkezi Kayıt Kuruluşu AŞ) Information Portal by enterin contact information. Shareholders or their representatives, who do not have a secure electronic signature and do not register on the e-MKK Information Portal, will not be able to attend the General Meeting electronically.

In the Ordinary General Assembly Meeting, the voting of the agenda items will be used by open voting by show of hands, provided that the provisions for electronic voting are reserved.

Legal person or real person shareholders who cannot attend the meeting physically or electronically may let a proxy represent themselves. Proxy is appointed electronically via E-GKS and another certificate of attorney is not required. Power of Attorney Form in Annex-1 is arranged for the proxies of the shareholders to participate physically and this form is notarized or notarized signature circulars is added to the form, within the framework of the provisions of the Capital Markets Board's "Communiqué on Voting by Proxy and Proxy by Call (II-30.1)". They must be handed over to our company. Power of attorney form (Annex-1), may be obtained from Head Office or www.turkiyesigorta.com.tr.

2020 Annual Report of the Board of Directors, financial statements and independent auditors' reports with Company's articles of association are to made available at Head Office three weeks before the Meeting, also same information can be reached at www.turkiyesigorta.com.tr.

In accordance with the Capital Market Law, shareholders will not be notified by registered mail for registered shares that are traded on the stock exchange.

TÜRKİYE SİGORTA AŞ

Address : Güneş Plaza, Büyükdere Cad. No: 110
34394 Esentepe Şişli-İSTANBUL
Internet Address : <http://www.turkiyesigorta.com.tr/>
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E-Mail : investor.relations@turkiyesigorta.com.tr

**ADDITIONAL EXPLANATIONS UNDER THE PROVISIONS OF THE CORPORATE GOVERNANCE
COMMUNIQUE (II.17.1) OF THE CAPITAL MARKETS BOARD (CMB)**

1. Shareholding Structure of the Company and Voting Rights *

	Share Amount (TL)	Share Rate (%)	Voting Right	Voting Right Rate (%)
TFV Finansal Yatırımlar AŞ **	942,015,416.92	81.10	942,015,416.92	81.10
Others (Shares traded on Borsa İstanbul)***	219,507,946.08	18.90	219,507,946.08	18.90
TOTAL	1,163,523,363.00	100.00	1,163,523,363.00	100.00

* As of 01 March 2021, the partnership structure has been presented.

** Turkey Wealth Fund has 100% share of TVF Finansal Yatırımlar AŞ.

*** Turkey Sigorta has a share of 0.43% in the company's capital.

There is no real person holding an indirect share of more than 5% in our company. Each share has one voting right and there is no privileged voting right granted to the shares representing the capital.

**2. The Company and its Significant Affiliates and Subsidiaries in the Actual or Future Period
Information on the Change That Will Significantly Affect Our Planned Activities**

There is no management and activity change that took place in the previous fiscal period or planned for the upcoming fiscal periods, that would significantly affect the company activities, by our company and its major subsidiaries and affiliates. In addition, the Public Disclosure made by our Company within the scope of the relevant legislation are published on internet, <https://www.turkiyesigorta.com.tr/tr-TR/ozel-durum-aciklamalari> and Public Disclosure Platform, <https://www.kap.org.tr/tr/sirket-bilgileri/ozet/975-turkiye-sigorta-a-s>.

3. Information on Requests of Shareholders, CMB or Other Public Institutions to Add an Item to the Agenda

There is no written request submitted to the Investor Relations Unit regarding the inclusion of an item on the agenda during the period.

TÜRKİYE SİGORTA EXPLANATIONS ON THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 31 MARCH 2021

1. Opening and forming the Presidency of the Meeting

Turkish Commercial Code (TCC) No. 6102, the provisions of the articles of association and the General Assembly of Joint Stock Companies The Meeting Presidency will be established to manage the General Assembly meeting within the framework of the Regulation on the Procedures and Principles of the Meetings and the Regulation on the Representatives of the Ministry of Customs and Trade to Attend These Meetings.

2. Reading and discussing the Annual Report of the Board of Directors for the 2020 activity year,

Under the provisions of TTK and Regulations, Annual Report of the Board of Directors for the fiscal period 01.01.2020–31.12.2020, which is presented for the review of our shareholders at our Head Office, at MKK's E-GKS page, at the Public Disclosure Platform (KAP), at the Company's web address in the "Investor Relations" page of the <https://www.turkiyesigorta.com.tr/tr-TR/yatirimci-iliskileri-iletisim>, will be read at the General Assembly.

3. Reading the Independent Audit Company Report for the 2020 fiscal year,

Under the provisions of TTK and Regulations, Independent Audit Report for the fiscal period 01.01.2020–31.12.2020, which is submitted for the examination of our shareholders at our Company Headquarters, at MKK's E-GKS page, at company's website address in the "Investor Relations" page <https://www.turkiyesigorta.com.tr/tr-TR/yatirimci-iliskileri-iletisim> will be read at the General Assembly.

4. Reading, negotiating and approving the Financial Statements for the 2020 financial year,

Under the provisions of TTK and Regulations, Financial Statements for the fiscal period 01.01.2020–31.12.2020, which are submitted for the examination of our shareholders at Head Office, at MKK's E-GKS page, at company's website address in the "Investor Relations" <https://www.turkiyesigorta.com.tr/tr-TR/yatirimci-iliskileri-iletisim> will be read at the General Assembly, opened for discussion and submitted to the approval of our shareholders.

5. Approval of Board Member changes in accordance with Article 363 of the Turkish Commercial Code numbered 6102

As a result of the resignation of Mr. Serhat Yanık as of September 10, 2020, Mr. Muhammed Mahmut Er was appointed as a member of the Board of Directors, as of 10 September 2020. Having left his independent membership of the Board of Directors as of 10 September, Mr. Serhat Yanık was appointed as an Independent Member of the Board of Directors as of January 27, 2021. The changes made in the memberships of the Board of Directors after the appointments made after the 2019 General Assembly will be submitted to the approval of the General Assembly. In this context, Mr. Muhammed Mahmut Er and Mr. Serhat Yanık's resumes are presented in Annex-2.

6. Release of the Members of the Board of Directors for their activities in 2020,

In line with the provisions of the TTK and the Regulation, the release of the members of the Board of Directors for their 2020 activities, transactions and accounts will be submitted to the approval of the General Assembly.

7. Reading, discussing and submitting the proposal of the Board of Directors regarding the profit distribution for the 2020 accounting period,

Prepared by our company in accordance with the accounting principles and standards in force in accordance with the insurance legislation, and PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik AŞ (PwC), according to our consolidated financial statements for the fiscal period 01.01.2020- 31.12.2020, Company's Net Profit for the Period obtained as 1,161,457,615 -TL .

After deducting legal obligations from the said consolidated net profit; the distribution of 493,000,000-TL gross dividends to the shareholders and the payment in cash, which is our Board of Director's decision, starting from April 09, 2021, will be submitted to the approval of the General Assembly.

The table prepared in accordance with the Dividend Communiqué numbered II-19.1 of the Capital Markets Board and the format of the Profit Distribution Table in the Dividend Guide announced in accordance with this communiqué is included in Annex-3.

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

According to Article 9 of the Articles of Association, members of the Board of Directors can be elected for a maximum of 3 years, members whose terms have expired can be reelected, and an election will be held for the Board of Directors at the General Assembly.

9. Determining the remuneration of the members of the Board of Directors

Financial rights of the members of the Board of Directors will be determined in the General Assembly.

10. Allowing the members of the Board of Directors to perform the transactions specified in the 395 and 396th articles of the Turkish Commercial Code and the Corporate Governance Principles of the Capital Markets Board to the persons specified in the relevant legislation,

Members of the Board of Directors can only carry out transactions within the framework of articles 395 titled "Prohibition of Transacting with the Company, Borrowing to the Company" and 396 titled "Prohibition of Competition" of the TTK only with the approval of the General Assembly.

1.3.6 of the SPK. In accordance with the mandatory Corporate Governance Principle, of shareholders holding management power, members of the Board of Directors, senior executives and their spouses and up to second degree blood and affinity relatives with the company or its subsidiaries, it must be approved in advance by the General Assembly in order to be able to perform transactions that may cause conflict of interest and to compete. In order to fulfill the requirements of these regulations, the granting of the said permission will be submitted to the approval of our shareholders at the General Assembly.

11. Determination of the Independent Audit Firm,

The decision taken by our Board of Directors on 01.03.2021 to make the Independent External Audit service for the audit of the financial statements for 2021 by PwC Bağımsız Denetim ve Serbest Muhasebesi Mali Müşavirlik AŞ will be submitted to the approval of the General Assembly.

12. Informing the General Assembly about donations and aids made in 2020,

At the 2019 General Assembly dated 09 July 2020, it was approved that the upper limit of donations and aid expenditures to be made in 2020 would be 2,000,000 TL. Donations and aids made in the period of 2020 have been realized as 488,000 TL in total.

13. Determining the donation limit to be made by the company in 2021,

The total amount of donations envisaged by our company in 2021 will be submitted for approval at the General Assembly.

14. Wishes

The meeting will be ended by receiving opinions and wishes of our shareholders.

INFORMATION DOCUMENT ATTACHMENTS

Annex 1: TÜRKİYE SİGORTA AŞ FORM AS ATTORNEY GENERAL ASSEMBLY

CERTIFICATE OF ATTORNEY

TÜRKİYE SİGORTA AŞ

TÜRKİYE SİGORTA AŞ March 31, 2021 on Wednesday, at 15.00 Büyükdere Cad., No.110 Güneş Plaza 34394 Esentepe İstanbul Sisli-ISTANBUL be made at the Ordinary General Meeting to represent me in line with the views I expressed following the vote to give, to sign and documents required to propose I appoint, which is described in detail below, to be authorized.

Attorney's (*);

Name Surname / Trade Name:

TR Identity Number / Tax Number, Trade Registry and Number and MERSİS number:

(*) For foreign attorneys, the aforementioned information, if any, must be presented in its equivalent.

A) SCOPE OF REPRESENTATION

The scope of representation power should be determined by choosing one of the options (a), (b) or (c) for the sections 1 and 2 given below.

1.About the Matters in the General Assembly Agenda;

- a) The proxy is authorized to vote in line with her own opinion.
- b) The proxy is authorized to vote in line with the suggestions of the partnership management.
- c) The proxy is authorized to vote in line with the instructions given in the table below.

Instructions:

In the event that option (c) is chosen by the shareholder, instructions specific to the agenda item are given by marking one of the options (acceptance or rejection) opposite the relevant General Assembly agenda item and, if the rejection option is selected, by stating the opposition annotation requested to be written in the minutes of the general assembly.

Agenda Items (*)	Acceptance	Rejection	Dissenting Annotation
1. Opening and forming the Presidency of the Meeting,			
2. Reading and discussing the Annual Report of the Board of Directors for the 2020 activity year,			
3. Reading the Independent Audit Company Report for the 2020 fiscal year,			
4. Reading, negotiating and approving the 2020 financial statements,			
5. Approval of board member changes in accordance with Article 363 of the Turkish Commercial Code numbered 6102,			
6. Release of the Members of the Board of Directors for their activities in 2020,			
7. Reading, discussing and submitting the proposal of the Board of Directors regarding the 2020 fiscal year profit distribution,			
8. Election of the members of the Board of Directors and determination of their terms of office,			
9. Determining the remuneration of the members of the Board of Directors,			
10. Allowing the members of the Board of Directors to perform the transactions specified in the 395 and 396th articles of the Turkish Commercial Code and the Corporate Governance Principles of the Capital Markets Board to the persons specified in the relevant legislation			
11. Determination of the independent audit firm,			
12. Informing the General Assembly about donations and aids made in 2020,			
13. Determining the donation limit to be made by the company in 2021,			
14. Wishes			

(*) The matters included in the agenda of the General Assembly are listed one by one. If the minority has a separate draft resolution, this is also indicated separately to ensure voting by proxy.

2. Special instruction regarding other issues that may arise during the General Assembly meeting and especially the use of minority rights:

- a) The proxy is authorized to vote in line with her own opinion.
- b) The attorney is not authorized to represent in these matters.
- c) The proxy is authorized to vote in line with the special instructions below.

SPECIAL INSTRUCTIONS; Special instructions, if any, to be given by the shareholder to the attorney are stated here.

B) The shareholder specifies the shares to be represented by the attorney by choosing one of the following options.

1. I approve the representation of my shares, detailed below, by the proxy.

- a) Order and series:*
- b) Number / Group**
- c) Number-Nominal Value:
- ç) Whether there is a privilege in voting:
- d) Bearer stock or Registered Shares:*
- e) The ratio of the total shares / voting rights owned by the shareholder

* This information is not requested for the shares that are monitored dematerialized.

** For dematerialized shares, information about the group, if available, will be given instead of the number.

2. I approve the representation of all of my shares in the list of shareholders who can attend the general meeting prepared by MKK one day before the day of the general assembly by the proxy.

NAME, SURNAME or TITLE OF THE SHAREHOLDER(*)

TR Identity Number / Tax Number, Trade Registry and Number and MERSİS number:

Address:

(*)For foreign shareholders, the aforementioned information must be provided in the equivalent, if any.

SIGNATURE

(If the certificate of attorney is not notarized, the notarized signature circular of the person giving the power of attorney will be attached to the certificate of attorney.)

Annex 2: MEMBERS OF THE BOARD OF DIRECTORS APPROVED IN THE GENERAL ASSEMBLY APPOINTED BY THE BOARD OF DIRECTORS AFTER THE ORDINARY GENERAL ASSEMBLY IN 2020

Muhammed Mahmut ER, Board Member

Muhammed Mahmut Er, who graduated from Yıldız Technical University Computer Programming in 2004, then completed her Computer Engineering and Business Administration undergraduate education. Having completed her master's degree in Information Security Engineering, Er started her professional career in 2004 as an automation systems system consultant. Muhammed Mahmut Er; In 2007, Turkey's first web-based ERP company in continuing his career as a Software Developer did. He took part in more than 20 e-transformation projects as Expert Software Developer, System Analyst and Project Manager in ERP, MRP, CRM, PMS, CMS, PAM, LMS modules. In 2010 He started to work in the security sector and took over the management of different units within the company. In 2016, he worked as Advisor to the President at the Information Technologies and Communication Authority. Here, he worked on the establishment of the Project Management Office and the BTK Academy.

In 2018, Turkey's energy security coordination was handed the task of great importance SGO projects.

Information in the Ministry of Treasury and Finance since the end of 2018 Serving as the Consultant to the Minister responsible for Technologies, Er was elected to the EPIAŞ Board of Directors on January 18, 2019. Muhammed Mahmut Er, who was elected as a Board Member on 10 September 2020, is married and has two children.

Serhat YANIK, Board Member

Serhat Yanık, who graduated from Istanbul University Faculty of Political Sciences Department of Public Administration in 1991, completed her master's degree in the Business Administration Department of the same university in 1994 and his doctorate program in the Department of Business Administration in 2000. He started his career at the Ministry of Finance in 1991, Yanık, who started working as a Research Assistant at Istanbul University Faculty of Political Sciences in 1992, Doctor Research Assistant at the same university in 2000, he worked as an Assistant Professor at the institution.

In 1999, at the British Insurance Institute (CII) for six months to conduct research on insurance, Yanık, who was a visiting researcher, became Associate Professor in 2008 and Professor since 2016. Istanbul University Faculty of Political Sciences Department of Business Accounting Head of Finance Department, Istanbul University, Mass Funding Application and Research Center Manager, Accounting Professionals Association of Turkey Board Member Institute of Internal Auditors and Turkey served as Independent Board Member to the ongoing Serhat Yanık, Accounting, Finance, provides training in various universities and institutions in the field of Audit and Insurance.

Having also the Independent Accountant Financial Advisor License (SMMM) and the Public Oversight and Accounting Standards Authority Independent Auditor Certificate, Yanık started to work as an Independent Board Member at Güneş Sigorta as of June 25, 2019.

As of the merger of public insurance companies on August 31, 2020, the Independent Board Member left her duty on September 10, 2020.

Yanık, who was appointed as Türkiye Sigorta ve Türkiye Hayat Emeklilik Independent Member of the Board of Directors as of 27 January 2021, speaks fluent English.

Ek.3: PROFIT DISTRIBUTION TABLE

TÜRKİYE SİGORTA A.Ş		
01.01.2020/31.12.2020 DÖNEMİ KAR PAYI DAĞITIM TABLOSU (TL)		
01.01.2020 / 31.12.2020 PERIOD PROFIT SHARE DISTRIBUTION TABLE (TL)		

1. Paid in / Issued Capital	1,161,523,363	
2. General Legal Reserve Fund (According to Legal Records)	165,610,126	
If there is a privilege in profit distribution in accordance with the articles of association. information on the said privilege	None	
*	According to SPK	According to Legal Records (YK)
3. Term Profit	1,437,885,803	1,429,447,457
4. Taxes (-)	276,428,188	276,428,188
5. Net Profit	1,161,457,615	1,153,019,269
6. Previous Years Losses (-)	498,841,731	498,841,731
7. General Legal Reserve Fund (-)	32,708,877	32,708,877
8. Net Distributable Profit for the Period	629,907,007	621,468,661
Dividend Advance Distributed During the Year (-)	0	0
Net Distributable Profit / Loss Deducted from Dividend Advance	629,907,007	0
9. Donations Made During the Year (+)	488,000	0
10. Net Distributable Profit Including Donations	630,395,007	0
11. First Dividend to Shareholders	58,076,168	0
" Cash	58,076,168	0
* Free of Charge	0	0
12. Dividend Distributed to Privileged Shareholders	0	0
13. Other Dividend Distributed	0	0
* Employees	0	0
* Members of the Board of Directors	0	0
* To Persons Other Than Shareholders	0	0
14. Dividend Distributed to Dividend Holders	0	0
15. Second Dividend to Shareholders	434,923,832	0
15. General Legal Reserve Fund	43,492,383	0
16. Status Reserves	0	0
17. Special Reserves	0	0
18. Extraordinary Reserve	93,414,624	84,976,278
20. Other Resources Planned to be Distributed	0	0

KAR PAYI ORANLARI TABLOSU					
Share Group	TOTAL DIVIDEND DISTRIBUTED - CASH (TL) - NET	TOTAL DIVIDEND DISTRIBUTED - FREE (TL)	TOTAL DISTRIBUTED PROFIT SHARE / NET DISTRIBUTABLE PROFIT (%)	DIVIDEND RATING TO SHARE WITH 1 TL NOMINAL VALUE - AMOUNT (TL)	DIVIDEND RATING TO SHARE WITH 1 TL NOMINAL VALUE - RATIO (%)
Gross	493,000,000	0	78.27%	0.424	42.44%
Net	419,050,000	0	66.53%	0.361	36.08%

In accordance with Article 13 of the Dividend Communiqué published in the Official Gazette dated January 23.

2014 and included in the Weekly Bulletin of the Capital Markets Board numbered 2014/2. dividend distribution was made on the basis of the consolidated profit figure.

15% income tax will not be deducted from cash dividend payments made to fully fledged companies.

As a result of profit distribution. 84,976,278.-TL calculated according to legal records will be taken into account as extraordinary reserves.