

TÜRKİYE SİGORTA AŞ
2023 ORDINARY GENERAL ASSEMBLY INFORMATION DOCUMENT

Invitation Announcement from the Board of Directors About Ordinary General Assembly Meeting

Ordinary General Assembly Meeting will be held **on 6 June 2024, Thursday at 10.00, at Levent Mahallesi, Çayırçimen Sokağı No:7 34330 BEŞİKTAŞ / 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 present 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. While representatives of real or legal persons participating in the meeting in the physical environment submit their representation documents and sign 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 General Assembly Meeting of our Company electronically will attend the meeting via E-GKS, plus they are required to have a secure electronic signature and to be registered in e-MKK (Merkezi Kayıt Kuruluşu) Information Portal by entering contact information. Shareholders or their representatives, who do not have a secure electronic signature and do not register on the eMKK Information Portal, will not be able to attend the General Meeting electronically.

In the 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.

2023 Annual Report of the Board of Directors, financial statements and independent auditors' reports with Company's articles of Association, profit distribution tables are 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 since the shares are traded on the stock exchange.

Regards,

TÜRKİYE SİGORTA AŞ

Adress : Büyükdere Cad. No:110 P.K. 34394 Esentepe-Şişli/İSTANBUL
Internet Address : <http://www.turkiyesigorta.com.tr/>
Telephone : (850) 202 2020
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 Istanbul)***	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 9 May 2024, the partnership structure has been presented.

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

*** Türkiye Sigorta, having 0.43% of shares in the Company's capital added 0.27% of shares in the Company's capital after making transactions of repurchasing and selling shares, Thus, as of 9 May 2024 the shares owned by the Company resulted in 0.7%

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/en/investor-relations/insurance/material-event-disclosure> 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 2023 ORDINARY GENERAL ASSEMBLY MEETING DATED 6 JUNE 2024

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 2023 activity year,

Under the provisions of TCC and Regulations, Annual Report of the Board of Directors for the fiscal period 01.01.2023–31.12.2023, which is presented for the review of our shareholders at our Head Office, at MKK's EGKS 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/yatirimci-iliskileri/sigorta/finansal-bilgiler/faaliyet-raporlari>, will be read at the General Assembly.

3. Reading the Independent Auditor's Report prepared by the Independent Audit Company for the year 2023,

Under the provisions of TCC and Regulations, Independent Audit Report for the fiscal period 01.01.2023–31.12.2023, 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/en/investor-relations/insurance/financial-reports/financial-statements> will be read at the General Assembly.

4. Reading, negotiating and approving the Financial Statements for the 2023 activity year,

Under the provisions of TCC and Regulations, Financial Statements for the fiscal period 01.01.2023–31.12.2023, which opened for discussion and submitted to the approval of our shareholders at MKK's E-GKS page, at company's website address in the "Investor Relations"; <https://www.turkiyesigorta.com.tr/en/investor-relations/insurance/financial-reports/financial-statements> and Head Office, will be read, negotiated and approved at the General Assembly.

5. Reading, discussing and approving the proposal of the Board of Directors regarding the profit distribution for the 2023 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 01.01.2023-31.12.2023, Company's Net Profit for the Period obtained as 6,186,049,487 TL.

After deducting legal obligations from the said consolidated net profit; the distribution of 1,000,000,000 TL gross dividends to the shareholders and the payment in cash, starting from August 29, 2024, which is our Board of Director's proposal, will be submitted to the approval of the General Assembly.

In addition, within the current registered equity ceiling of 5,000,000,000 TL, the issue regarding the increase of the paid-in capital of 1,161,523,363 TL to 5,000,000,000 TL at the rate of 330.47% and an increase of 3,838,476,637 TL will be presented to 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-2.

6. Release of the Members of the Board of Directors for their activities in 2023,

In line with the provisions of the TCC and the Regulation, the release of the members of the Board of Directors separately for their 2023 activities, transactions and accounts will be submitted to the approval of the General Assembly.

7. 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.

8. 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.

9. Allowing the members of the Board of Directors to perform the transactions specified in the 395 and 396th articles of the Turkish Commercial Code,

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 TCC only with the approval of the General Assembly.

10. Determining Independent Audit Firm

The decision to be taken by our Board of Directors regarding the determination of Independent Audit Firm that will perform the audit service of the financial statements for 2024 will be submitted to the approval of the General Assembly.

11. Giving information about Ongoing Share Buyback Transactions

Having evaluated that the share price does not reflect the financial performance of the Company, in order to contribute to the formation of a healthy price, the repurchase of 35,000,000 shares in Company's total shares with a maximum fund amount of 300,000,000 TL as of 01.07.2022 has started with the Board of Directors decision dated 28.06.2022. With the decision of our Board of Directors dated 07.02.2023, it was decided to revise the 35,000,000 shares subject to share buyback as 60,000,000 shares and the allocated fund amounting to 600,000,000 TL. At the meeting of our Board of Directors dated 17.02.2023, it was decided that the maximum anticipated period of the share buyback process was determined as 3 years, within the scope of the principle decision numbered CMB.22.7.

As to this share buyback;

From the date of the first share buyback until the date of the notification of the General Assembly, a total of 66 transaction day was realised. 33,163,784 shares representing 2.80% of the capital were purchased from the stock exchange and a total of 302,826,154 TL making 50.47% of allowed fund amount has been funded.

Of the repurchased shares, 10,000,000 TL nominal value, representing approximately 0.86% of the Company's capital, was sold at a price of 21.20 TL per share on 10.08.2023, and 20,000,000 TL nominal value, representing approximately 1.72%, was sold to institutional investors on 27.09.2023 by a block sale method at Borsa Istanbul with a price of 36.00 TL per share. As a result of these transactions, a total revenue of 932,000,000 TL was obtained.

The total nominal value of the remaining repurchased shares is 3,163,784 TL as of 09.05.2024 and making 0.27% of the capital.

This information regarding the ongoing share buyback transactions will be submitted to the shareholders.

12. Informing the General Assembly about the donations and aids made in 2023

With the article of making donations and aid within the scope of the Company's corporate social responsibility projects, within the procedures and principles determined by the relevant legislation and the CMB, which was added in the paragraph g of the 5th article titled "Purpose and Subject" in the Company's Articles of Association, the information of a donation of 50,000,000 TL to AFAD, due to February 6 earthquakes in 2023, was given at the 2022 General Assembly Meeting dated 03.08.2023.

At the same General Assembly meeting, it was approved that the upper limit of donations and aid expenditures to be made until the 2023 General Assembly Meeting would be 25,000,000 TL and this amount was donated for the reconstruction Project of Haydarpaşa High School building.

Thus, the aid and donations made by the Company in 2023 amounted to 75,000,000 TL.

13. Determining the upper limit for aid and donations until 2024 Ordinary General Assembly Meeting and discussing of and submitting for approval of authorizing the Board of Directors

The proposal decision to be taken by the Board of Directors regarding the donation upper limit to be determined for donations and aids to be made by Company until 2024 Ordinary General Assembly Meeting will be submitted to the approval of 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 June 6, 2024, at 10.00 Levent Mahallesi, Çayır Çimen Sokağı No:7 34330 BEŞİKTAŞ / İSTANBUL 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 2023 activity year,			
3. Reading the Independent Auditor's Report prepared by the Independent Audit Company for the year 2023,			
4. Reading, negotiating and approving the Financial Statements for the 2023 activity year,			
5. Reading, discussing and approving the proposal of the Board of Directors regarding the profit distribution for the 2023 accounting period,			
6. Release of the Members of the Board of Directors for their activities in 2023,			
7. Election of the members of the Board of Directors and determination of their terms of office			
8. Determining the remuneration of the members of the Board of Directors			
9. Allowing the members of the Board of Directors to perform the transactions specified in the 395 and 396th articles of the Turkish Commercial Code,			
10. Determining Independent Audit Firm			
11. Giving information about ongoing Share Buyback transactions			
12. Informing the General Assembly about the donations and aids made in 2023			
13. Determining the upper limit for aid and donations until 2024 Ordinary General Assembly Meeting and discussing of and submitting for approval of authorizing the Board of Directors			
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:
- d) Whether there is a privilege in voting:
- e) Bearer stock or Registered Shares:*
- f) 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 1: DIVIDEND DISTRIBUTION TABLE

TÜRKİYE SİGORTA AŞ DIVIDEND DISTRIBUTION TABLE FOR THE PERIOD 01.01.2023-31.12.2023 (TRY)		
1. Paid-in Capital	1,161,523,363	
2. General Legal Reserves (As per Turkish GAAP)	324,063,778	
If there is a privilege in profit distribution pursuant to the articles of association, information on the said privilege	None	
*	As per IFRS	As per Turkish GAAP
3. Profit	7,684,572,617	7,653,858,939
4. Taxes (-)	1,498,523,130	1,498,523,130
5. Net Profit For the Period	6,186,049,487	6,155,335,809
6. Previous Years' Losses (-)	0	0
7. General Legal Reserves (-)	0	0
8. Net Distributable Profit For The Period	6,186,049,487	6,155,335,809
Dividend Advance Distributed During the Year (-)	0	
Net Distributable Profit/Loss for the Period Deducted Advance Dividends	6,186,049,487	
9. Donations Granted During The Year (+)	75,000,000	
10. Net Distributable Profit Including Donations	6,261,049,487	
11. First Category Dividend For Shareholders	3,896,552,805	3,896,552,805
* Cash	58,076,168	58,076,168
* Share	3,838,476,637	3,838,476,637
12. Dividends Distributed to the Privileged Shareholders	0	0
13. Other Dividends Distributed	0	0
* Employees	0	0
* Members of the Board of Directors	0	0
* Non Shareholders	0	0
14. Dividends Distributed to the Holders of Usufruct Right Certificates	0	0
15. Second Category Dividend For Shareholders	941,923,832	941,923,832
16. General Legal Reserves	94,192,383	94,192,383
17. Status Reserves	0	0
18. Special Reserves (According to the Article 5/1-e of Corporate Tax Law)	0	0
19. Extraordinary Reserves	1,253,380,467	1,222,666,789
20. Other Resource Planned for Distribution/ Extraordinary Reserve	0	0

DIVIDEND RATIO TABLES					
	TOTAL DIVIDEND AMOUNT - CASH (TRY) - NET	TOTAL DIVIDEND AMOUNT - SHARES (TRY)	TOTAL DIVIDEND AMOUNT / NET DISTRIBUTABLE PROFIT FOR THE PERIOD (%)	DIVIDEND PER SHARE OF TRY 1 NOMINAL VALUE - AMOUNT (TRY)	DIVIDEND PER SHARE OF TRY 1 NOMINAL VALUE - RATIO (%)
Gross	1,000,000,000	3,838,476,637	78.22%	4.166	416.56%
Net*	900,000,000	3,838,476,637	76.60%	4.080	374.91%

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(CMB) numbered 2014/2 made on the basis of the consolidated profit figure.

According to paragraph (a) of Article 24 of our Company's Articles of Association, 5% of our net profit can be set aside as a legal reserve fund until it reaches 20% of the issued capital. Company's paid-in capital is currently 1,161,523,363 TL and

Türkiye Sigorta | Genel | Kişisel Veri İçermez

20% of the said amount corresponds to 232,304,672 TL. Currently, the total of our legal reserves has reached 232,304,672 TL. For this reason, the first legal reserve fund has not been allocated.

As a result of the profit distribution, calculated amount of 1,222,666,789 TL according to legal records will be taken into account as extraordinary reserve.

There will be no 10% income tax deduction on cash dividend payments made to legally obligated institutions.