

**TÜRKİYE SİGORTA AŞ**  
**2022 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 3 August 2023, Thursday at 15.00, 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](http://www.turkiyesigorta.com.tr).

2022 Annual Report of the Board of Directors, financial statements and independent auditors' reports with Company's articles of association are made available at Head Office three weeks before the Meeting, also same information can be reached at [www.turkiyesigorta.com.tr](http://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**

**Address** : 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](mailto: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
<b>TOTAL</b>	<b>1,163,523,363.00</b>	<b>100.00</b>	<b>1,163,523,363.00</b>	<b>100.00</b>

\* As of 10 July 2023, 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, purchased 2.80% of its shares through pay back transactions. Thus, as of 10 July 2023 the shares owned by the Company reached to 3.23%

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 2022 ORDINARY GENERAL ASSEMBLY MEETING DATED 3 AUGUST 2023**

### **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 2022 activity year,**

Under the provisions of TCC and Regulations, Annual Report of the Board of Directors for the fiscal period 01.01.2022–31.12.2022, 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 2022,**

Under the provisions of TCC and Regulations, Independent Audit Report for the fiscal period 01.01.2022–31.12.2022, 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 2022 activity year,**

Under the provisions of TCC and Regulations, Financial Statements for the fiscal period 01.01.2022–31.12.2022, 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 2022 accounting period,**

The decision to be taken by our Board of Directors regarding the determination of the use of Company's 2022 profit will be submitted to the approval of the General Assembly.

### **6. Release of the Members of the Board of Directors for their activities in 2022,**

In line with the provisions of the TCC and the Regulation, the release of the members of the Board of Directors separately for their 2022 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. Informing the General Assembly about the revaluation made in 2022 and the allocation of a special fund from the reserves**

Pursuant to the Tax Procedure Law General Communiqué with serial number 547 published on 14 January 2023 and the temporary article 32 added to the Tax Procedure Law with the Law No. 7338. The General Assembly will be informed about the allocation of a special fund amounted to 497,348,997.-TL as to Extraordinary and Other Profit Reserves account.

**11. 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 2023 will be submitted to the approval of the General Assembly.

**12. Giving information about the Share Buyback transactions approved by the Board of Directors and submitting it to the approval of the General Assembly.**

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 share repurchase of 35.000.000 of Company's 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.

From the date of the first share buyback until the date of the notification of the General Assembly, 32,530,210 shares representing 2.80% of the capital were purchased from the stock exchange at a weighted average price of 9.111.-TL, using a total of 296,386,325.-TL funds.

**13. Informing the General Assembly about the donations and aids made in 2022 and providing information about the Board of Directors decision dated 16.02.2023 and numbered 22, taken within the framework of the Capital Markets Board's decision dated 09/02/2023 and numbered 8/174, in order to support the recovery of the damage caused by the earthquakes in Kahramanmaraş center dated 06.02.2023 and submission to the Board for approval**

The upper spending limit for donations and aids approved at Company's 2021 Ordinary General Assembly meeting was determined as 10,000,000 TL.

*In the Bulletin of the Capital Markets Board No. 2023/9; "Public partnerships that want to donate, but whose donation amount determined by their general assembly is not sufficient and/or has not been determined at all; With the decision of the board of directors, if any, it will exceed the limit determined in the decision of the general assembly; If such a limit has not been determined, it has been decided that they can make donations in the amount to be stipulated in the decision of the board of directors and that the decision of the board of directors should be submitted to the approval of the shareholders at the first general assembly meeting to be held.*

Based on the regulations in the relevant CMB Bulletin; In order for the Board of Directors of Company to make donations to our disaster-affected regions on February 16 2023 to be forwarded to AFAD within the scope of the "Turkey One Heart" campaign, the donation limit determined at 2021 Ordinary General Assembly Meeting should be increased by 50.000.000.-TL and this issue will be discussed at the first General Assembly meeting. The decision was taken by the Board of Directors to be submitted for approval.

The total amount of various donations and aid expenditures in 2022 was announced in our 2022 Annual Report as 720,793 TL; With the decision of our Board of Directors dated February 16, 2023, our Company made a donation to AFAD in the amount of 50,000,000 TL; thus, a total of 50,720,793 TL donations were made.

**14. Determining the upper limit for aid and donations until 2023 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 2023 Ordinary General Assembly Meeting will be submitted to the approval of the General Assembly.

**15. Submitting the Company's Ethical Principles Policy determined by the Board of Directors for the approval of the General Assembly,**

The proposal decision to be taken by the Board of Directors regarding Company's Ethical Principles Policy, which will be updated by our company, will be read at the General Assembly and submitted to the approval of the shareholders.

**16. 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 August 3, 2023, at 15.00 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.**

<b>Agenda Items (*)</b>	<b>Acceptance</b>	<b>Rejection</b>	<b>Dissenting Annotation</b>
<b>1.</b> Opening and forming the Presidency of the Meeting			
<b>2.</b> Reading and discussing the Annual Report of the Board of Directors for the 2022 activity year,			
<b>3.</b> Reading the Independent Auditor's Report prepared by the Independent Audit Company for the year 2022,			
<b>4.</b> Reading, negotiating and approving the Financial Statements for the 2022 activity year,			
<b>5.</b> Reading, discussing and approving the proposal of the Board of Directors regarding the profit distribution for the 2022 accounting period,			
<b>6.</b> Release of the Members of the Board of Directors for their activities in 2022,			
<b>7.</b> Election of the members of the Board of Directors and determination of their terms of Office			
<b>8.</b> Determining the remuneration of the members of the Board of Directors			
<b>9.</b> Allowing the members of the Board of Directors to perform the transactions specified in the 395 and 396th articles of the Turkish Commercial Code,			
<b>10.</b> Informing the General Assembly about the revaluation made in 2022 and the allocation of a special fund from the reserves			
<b>11.</b> Determining Independent Audit Firm			
<b>12.</b> Giving information about the Share Buyback transactions approved by the Board of Directors and submitting it to the approval of the General Assembly.			
<b>13.</b> Informing the General Assembly about the donations and aids made in 2022 and Providing information about the Board of Directors decision dated 16.02.2023 and numbered 22, taken within the framework of the Capital Markets Board's decision dated 09/02/2023 and numbered 8/174, in order to support the recovery of the damage caused by the earthquakes in Kahramanmaraş center dated 06.02.2023 and submission to the Board for approval			
<b>14.</b> Determining the upper limit for aid and donations until 2023 Ordinary General Assembly Meeting and discussing of and submitting for approval of authorizing the Board of Directors			
<b>15.</b> Submitting the Company's Ethical Principles Policy determined by the Board of Directors to the approval of the General Assembly,			
<b>16.</b> 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.)