

INFORMATION DOCUMENT ON THE ANNUAL GENERAL MEETING 2015 OF AKSIGORTA A.S.
TO BE HELD ON MARCH 24, 2016

In order to discuss and conclude the articles of the below agenda, 2015 Shareholders General Assembly Meeting will be held on March 24th 2016 Thursday at 14:00 at the address of Istanbul, Besiktas, 4. Levent, 34330, Sabanci Center, Sadika Ana 1 Meeting Hall according to the decision of our Board of Directors dated 19 February 2016 numbered 08 and article no.19 of our company's Articles of Association.

Shareholders can participate in The General Assembly Meeting not only in person or by electronic means but also via their representatives. Attendance by electronic means is possible through secure electronic signatures of the shareholders or their representatives. For this reason, the shareholders to make transactions in EGKS (Elektronik Genel Kurul Sistemi - Electronic General Assembly System) should primarily register Central Registry Agency (MKK) Information Portal by giving their contact details and have their secure electronic signatures. Attendance by electronic means of the shareholders or representatives not registered to Central Registry Agency Information Portal and not having secure electronic signature is impossible.

Furthermore, those who want to attend the meeting via electronic means should fulfill the requirements of the "Regulation pertaining to the General Assembly of Joint Stock Companies to be held via Electronic Means (EGKS)" published in the Official Gazette numbered 28395 and dated 28 August 2012 and the Communiqué on the Electronic General Assembly System in General Assemblies of Joint Stock Companies published in the Official Gazette dated August 29, 2012 and numbered 28396. The shareholders who cannot attend the meeting in person or via electronic means should arrange their proxies according to the attached specimen or provide the specimen from our headquarters or website of the company at www.aksigorta.com.tr and present their power of attorney whose signature is certified by the notary public by complying with requirements stipulated as per the communiqué of the Capital Market Board Serial: IV, No: 8.

The Income Statement and Balance Sheet, Annual Report, Information about the General Assembly Meeting and Auditors' Reports for the year 2015, shall be available for the examination to be made by the shareholders at the company's headquarter and at the company's website www.aksigorta.com.tr for three weeks prior to the meeting. Furthermore, the information notes including the necessary explanations in the scope of the Communiqué of the Capital Market Board Serial: IV, No: 56 on Principles Regarding Determination and Application of Corporate Governance Principles together with the aforementioned documents shall be available at the company's website www.aksigorta.com.tr.

Kind regards.

OUR ADDITIONAL REMARKS PER THE REGULATIONS OF THE CAPITAL MARKET BOARD (SPK)

Of disclosures and remarks required to be made pursuant to the “Communiqué Serial IV, No. 41 on the Principles to be Complied with by Joint Stock Companies which are Subject to the Capital Market Board” and the “Communiqué Serial IV, No. 56 on the Establishment and Implementation of the Corporate Governance Principles” of the Capital Market Board (SPK) which are related with the issues in the agenda are provided below under the respective agenda issue, and also the general statements are presented to the information of the shareholders in this section:

1. Shareholding Structure and Voting Rights

	31 Decembe 2015	
	Rate of Share (%)	Amount of Share (TL)
H.Ömer Sabancı Holding A.Ş.	36,00	110.160.000
Ageas Insurance International NV	36,00	110.160.000
Other Real Persons and Legal Entities	28,00	85.680.000
	100,00	306.000.000

There isn't any privileged share.

2. Information about Changes Made or Planned to be Made in the Next Period by the Holding Company and significant Subsidiaries and Affiliates of it which May Affect Our Operations Significantly:

In 2015, no management and activity change was made which would affect the business activities of the Company or important subsidiaries and affiliates of it.

3. Information about Requests of the Shareholders, the Capital Market Board and Any Other Public Authority for Inclusion of any Issues in the Agenda:

Such a request has not been received so far for the Annual General Meeting at which the activities in 2015 will be discussed.

**REMARKS ON THE ISSUES IN THE AGENDA OF THE ANNUAL GENERAL MEETING OF AKSIGORTA A.S.
TO BE HELD ON MARCH24, 2016**

1. Opening and formation of Chairmanship Committee,

Pursuant to the provisions of the Turkish Commercial Code, the articles of association of the Company and the regulation of the Ministry of Customs and Commerce on the general meetings of shareholders of capital companies, a Chairman who will conduct the meeting will be elected and a Chairing Board formed for the meeting.

2. Reading and discussion of the Board of Directors' Annual Report for 2015,

Board of Directors' Annual Report for 2015, which are made available to the examination of the shareholders at the head office of the Company and on the Internet site of the Company at www.aksigorta.com.tr before the General Meeting pursuant to the provisions of the Commercial Code and the sub regulation, will be read and submitted to the opinion and approval of the shareholders at the General Meeting. The subject reports, the annual report also containing the corporate governance compliance report, and the other relevant documents are made available to the examination of the shareholders on the Internet site of the Company.

3. Reading and discussion of the Auditors' Report for 2015,

Auditors' Report for 2015, which are made available to the examination of the shareholders at the head office of the Company and on the Internet site of the Company at www.aksigorta.com.tr before the General Meeting pursuant to the provisions of the Turkish Commercial Code and the sub regulation, will be read and submitted to the opinion and approval of the shareholders at the General Meeting. The subject reports, the annual report also containing the corporate governance compliance report, and the other relevant documents are made available to the examination of the shareholders on the Internet site of the Company.

4. Review and approval of Financial Statements for 2015,

Pursuant to the provisions of the Turkish Commercial Code and the Regulation, the Balance Sheet and the Profit/Loss Account for the Year 2015, which are made available to the examination of the shareholders at the head office of the Company and on the Internet site of the Company at www.aksigorta.com.tr before the General Meeting, will be read and submitted to the opinion and approval of the shareholders at the General Meeting. According to the financial statements covering the account period of January 01, 2015 - December 31, 2015 which have been issued in accordance with the International Financial Reporting Standards pursuant to the Communiqué Serial IV, No. 29 of the Capital Market Board and audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (A member firm of Ernst & Young Global Limited), the Company has posted a "Net Loss in the Period" of TL 135.945.560.

5. Determination of usage of 2015 Year End Profit/Loss,

As it is understood that the Company has posted a "Net Loss in the Period" of TL 135.945.560 according to the financial statements covering the account period of January 01, 2015 - December 31, 2015 which have been issued in accordance with the International Financial Reporting Standards pursuant to the Communiqué Serial IV, No. 29 of the Capital Market Board and audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (A member firm of Ernst & Young Global Limited), it will be released for the information and approval of the General Assembly no to pay any dividend for the year 2015 in compliance with the CMB regulation about dividend distribution.

6. Approval of the Board Member who is appointed in 2015 by the Board of Directors for the vacant membership for the remaining duty period,

It will be released for the approval of General Assembly, the Independent Board Member who is appointed in 2015 by the Board of Directors for the vacant membership for the remaining duty period. The resume of the Independent Board Member is attached this document by no 1.

7. Release of the Board of Directors regarding their activities in 2015,

Release of the members of the Board of Directors and the Auditors from their respective obligations on account of the operations, transactions and accounts of the Company in 2015 will be submitted to the approval of the General Meeting pursuant to the provisions of the Turkish Commercial Code of the Regulation.

8. Informing the General Assembly regarding the Donations made in 2015

Pursuant to the article 7 of the Communiqué Serial IV, No. 27 of the Capital Market Board, donations made during the year must be presented to the information of the General Meeting. The amount of donations made to foundations and societies in 2015 is TL 5.850. This item is not subject to the approval of the General Meeting and is included here for information purposes only.

9. Determination of donation limits of the company for the year 2016,

Limit of the donations to be made by the Company in 2016 will be determined by the shareholders at the General Meeting.

10. Election of the Auditors for the Financial Statements of the year 2015 in accordance with the Turkish Commercial code numbered 6102 and Capital Markets Law numbered 6362 and Insurance legislation,

The Board of Directors resolved to choose Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Ernst & Young) for the audits of the Company to be done over the Account Period 2013 pursuant to the Insurance legislation in accordance with the Turkish Commercial Code (Law No. 6102), and this choice will be submitted to the approval of the General Meeting.

11. Approval of amendment of the article no 8 in Articles of Association in accordance with the text approved by the Capital Market Board, Undersecretariat of Treasury of Republic of Turkey, and the Ministry of Customs and Trade of Republic of Turkey.

It will be released for the approval General Assembly about the amendment of the article no 8 in Articles of Association in accordance with the text approved by the Capital Market Board, Undersecretariat of Treasury of Republic of Turkey, and the Ministry of Customs and Trade of Republic of Turkey. The amendment in the article no 8 is attached to this document by no 2.

12. Granting permission to the Chairman and members of the Board of Directors to carry out the transactions written in Articles 395 and 396 of Turkish Commercial Code,

Execution of transactions by the members of the Board of Directors as per the article 395, titled "Ban on Execution of Transaction with, and Borrowing Money from, the Company" and the article 396, titled "No Competition", of the Turkish Commercial Code is possible only by approval of the General Meeting. In order to fulfill the requirement of these regulations, giving of this authorization will be submitted to the approval of the shareholders at the General Meeting, and information about transactions of this nature executed in the previous year will be provided to the shareholders.

Attachment #1

İsmail Aydın Günter

Independent Member of the Board of Directors

İsmail Aydın Günter joined to Akbank T.A.Ş. as a board member in March 27th 2014. İsmail Aydın Günter founded his own consulting firm in 1994 and have been a part of various company boards as a member since 1998 after various responsibilities in H.Ö. Sabancı Holding A.Ş. between 1974-1994. İsmail Aydın Günter worked as an State Auditor in Ministry of Treasury before he joined Sabancı Group. İsmail Aydın Günter has graduated from Ankara University Faculty of Political Science.

Attachment #2

ARTICLES OF ASSOCIATION	AMENDED ARTICLES OF ASSOCIATION																														
PART II CAPITAL	PART II CAPITAL																														
OLD TEXT	NEW TEXT																														
Capital	Capital																														
Article 8	Article 8																														
<p>The Company has adopted the registered capital system as per the provisions of the Capital Market Law and transited to this system with the permission of the Capital Market Board, dated 09.03.1995 with ref. no. 301.</p> <p>The registered capital of the Company is TL 500,000,000.00 (Turkish lira, five hundred million) divided into 50,000,000,000 (fifty billion) shares at par value of 1 (one) Turkish kuruş each.</p> <p>The issued capital of the Company is TL 306,000,000.00 which has been paid up in full. The issued capital has been divided into 30,600,000,000 registered nominative shares at par value of 1 Turkish kuruş each.</p> <p>The registered capital ceiling permission granted by the Capital Market Board is valid for the years 2011-2015 (5 years). Even if the permitted registered capital ceiling cannot be reached as at the end of 2015, in order that the board of directors can take a resolution to rise the capital, it shall be mandatory to obtain authorization from the shareholders for a renewed period by obtaining permission from the Capital Market Board for the amount of the previously permitted ceiling or the amount of a new ceiling. If the said authorization is not obtained, it shall be deemed that the Company has quitted the registered capital system.</p> <p>Details of the capital are as follows:</p>	<p>The Company has adopted the registered capital system as per the provisions of the Capital Market Law and transited to this system with the permission of the Capital Market Board, dated 09.03.1995 with ref. no. 301.</p> <p>The registered capital of the Company is TL 500,000,000.00 (Turkish lira, five hundred million) divided into 50,000,000,000 (fifty billion) shares at par value of 1 (one) Turkish kuruş each.</p> <p>The issued capital of the Company is TL 306,000,000.00 which has been paid up in full. The issued capital has been divided into 30,600,000,000 registered nominative shares at par value of 1 Turkish kuruş each.</p> <p>The registered capital ceiling permission granted by the Capital Market Board is valid for the years 2016-2020 (5 years). Even if the permitted registered capital ceiling cannot be reached as at the end of 2016, in order that the board of directors can take a resolution to rise the capital, it shall be mandatory to obtain authorization from the shareholders for a renewed period by obtaining permission from the Capital Market Board for the amount of the previously permitted ceiling or the amount of a new ceiling. If the said authorization is not obtained, it shall be deemed that the Company has quitted the registered capital system.</p> <p>Details of the capital are as follows:</p>																														
<table border="1"> <thead> <tr> <th>Share-holder</th> <th>Number of Shares</th> <th>Rate of Shares</th> </tr> </thead> <tbody> <tr> <td>Hacı Ömer Sabancı Holding A.Ş.</td> <td>11.016.000.000</td> <td>36</td> </tr> <tr> <td>Ageas Insurance International N.V.</td> <td>11.016.000.000</td> <td>36</td> </tr> <tr> <td>Diğer</td> <td>8.568.000.000</td> <td>28</td> </tr> <tr> <td>Toplam</td> <td>30.600.000.000</td> <td>100</td> </tr> </tbody> </table>	Share-holder	Number of Shares	Rate of Shares	Hacı Ömer Sabancı Holding A.Ş.	11.016.000.000	36	Ageas Insurance International N.V.	11.016.000.000	36	Diğer	8.568.000.000	28	Toplam	30.600.000.000	100	<table border="1"> <thead> <tr> <th>Share-holder</th> <th>Number of Shares</th> <th>Rate of Shares</th> </tr> </thead> <tbody> <tr> <td>Hacı Ömer Sabancı Holding A.Ş.</td> <td>11.016.000.000</td> <td>36</td> </tr> <tr> <td>Ageas Insurance International N.V.</td> <td>11.016.000.000</td> <td>36</td> </tr> <tr> <td>Diğer</td> <td>8.568.000.000</td> <td>28</td> </tr> <tr> <td>Toplam</td> <td>30.600.000.000</td> <td>100</td> </tr> </tbody> </table>	Share-holder	Number of Shares	Rate of Shares	Hacı Ömer Sabancı Holding A.Ş.	11.016.000.000	36	Ageas Insurance International N.V.	11.016.000.000	36	Diğer	8.568.000.000	28	Toplam	30.600.000.000	100
Share-holder	Number of Shares	Rate of Shares																													
Hacı Ömer Sabancı Holding A.Ş.	11.016.000.000	36																													
Ageas Insurance International N.V.	11.016.000.000	36																													
Diğer	8.568.000.000	28																													
Toplam	30.600.000.000	100																													
Share-holder	Number of Shares	Rate of Shares																													
Hacı Ömer Sabancı Holding A.Ş.	11.016.000.000	36																													
Ageas Insurance International N.V.	11.016.000.000	36																													
Diğer	8.568.000.000	28																													
Toplam	30.600.000.000	100																													
The capital of the company is TL.306.000.000 and this issued capital has been fully paid without	The capital of the company is TL.306.000.000 and this issued capital has been fully paid without																														

<p>any simulations.</p> <p>The shares are registered nominative, and in the transfer and assignment of the shares, the provisions of the Turkish Commercial Code and Capital Market Law shall apply.</p> <p>Shares representing the capital are tracked by registration in accordance with the rules of stock registration.</p> <p>The ceiling of the registered capital can be raised as subject to the Articles of Association, the Turkish Commercial Code and the imperative provisions of the Capital Market Law.</p> <p>The Board of Directors may decide that the value of newly issued share certificates be higher than the par value. Amounts of shares corresponding to the capital subscribed in cash shall be paid in cash and full at the time of subscription.</p> <p>The Board of Directors may also decide to limit the right of the shareholders to purchase new shares. The power to limit the right of the shareholders to purchase new shares cannot be used in a manner to create inequality among the shareholders.</p> <p>In the rising of the issued capital, the shareholders shall use their preemptive rights in proportion to the rate of increase of the capital.</p>	<p>any simulations.</p> <p>The shares are registered nominative, and in the transfer and assignment of the shares, the provisions of the Turkish Commercial Code and Capital Market Law shall apply.</p> <p>Shares representing the capital are tracked by registration in accordance with the rules of stock registration.</p> <p>The ceiling of the registered capital can be raised as subject to the Articles of Association, the Turkish Commercial Code and the imperative provisions of the Capital Market Law.</p> <p>The Board of Directors may decide that the value of newly issued share certificates be higher than the par value. Amounts of shares corresponding to the capital subscribed in cash shall be paid in cash and full at the time of subscription.</p> <p>The Board of Directors may also decide to limit the right of the shareholders to purchase new shares. The power to limit the right of the shareholders to purchase new shares cannot be used in a manner to create inequality among the shareholders.</p> <p>In the rising of the issued capital, the shareholders shall use their preemptive rights in proportion to the rate of increase of the capital.</p>
---	---