

**INFORMATION DOCUMENT ON THE ANNUAL GENERAL MEETING 2019 OF AKSIGORTA A.S.  
TO BE HELD ON MARCH 11, 2020**

In order to discuss and conclude the articles of the below agenda, 2019 Shareholders General Assembly Meeting will be held on March 11th 2020 Wednesday at 15:00 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 7 February 2020 numbered 15 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](http://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 2019, 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](http://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](http://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 December 2019	
	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 2019, 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 2019 will be discussed.

**REMARKS ON THE ISSUES IN THE AGENDA OF THE ANNUAL GENERAL MEETING OF AKSIGORTA A.S.  
TO BE HELD ON MARCH 11, 2020**

**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 2018,**

Board of Directors' Annual Report for 2019, 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](http://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 the summary of Auditors' Reports for 2019,**

Auditors' Report for 2019, 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](http://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 Satatements**

Pursuant to the provisions of the Turkish Commercial Code and the Regulation, the Balance Sheet and the Profit/Loss Account for the Year 2019, 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](http://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, 2019 - December 31, 2019 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 PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., the Company has posted a "Net Profit in the Period" of TL 366.358.436

**5. Release of the Board of Directors regarding their activities in 2019,**

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 2019 will be submitted to the approval of the General Meeting pursuant to the provisions of the Turkish Commercial Code of the Regulation.

#### **6. Determination of the use of Profit of the year 2019, the dividend payment and share,**

It has been recognized that there is a "Net Period Profit" of TL 366.358.436 in the Financial Statements prepared in accordance with Capital Market Board's Accounting Standards and Generally Accepted Accounting Principles and audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Ernst &Young) for the period of 01.01.2019-31.12.2019. the proposed Profit Distribution Policy of the Company prepared by the Board of Directors given in the Appendix 1 will be submitted to the approval of the General Meeting while considering the Company's equity requirements, investment and financing policies, profitability and cash position.

#### **7. Determining the compensation of the members of the Board of Directors,**

The compensation of Board members and Determining of their duty period will be determined by the General Assembly

#### **8. Approval of the members of the Board who are appointed by the Board of Directors for the vacant memberships for the remaining duty period,**

It will be released for the approval of General Assembly, the Board Members who is appointed for the vacant memberships for the remaining duty period. The resume of Board Members is attached this document by Appendix-2

#### **9.Election of the Auditor**

The Board of Directors resolved to choose PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. for the audits of the Company to be done over the Account Period 2020 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.

#### **10. Informing the General Assembly regarding the Donations made in 2019**

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 2019 is TL 20.675.000 This item is not subject to the approval of the General Meeting and is included here for information purposes only.

#### **11. Determination of donation limits of the company for the year 2020,**

Limit of the donations to be made by the Company in 2020 will be determined by the shareholders at the General Meeting.

#### **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.

### **13. Wishes and opinions**

**Appendix 1/1**

**DIVIDEND DISTRIBUTION STATEMENT 2019**

<b>AKSİGORTA A.Ş. 2019 STATEMENT OF PROFIT DISTRIBUTION (TL)</b>			
1.	Paid in Capital		306.000.000
2.	Legal Reserves According to the law		45.882.288
Information related with the privileged shares, if there is in accordance with Articles of Incorporation			
		<b>According to CMB</b>	<b>According to Legal Records</b>
3.	Profit of the Year	492.255.579,00	492.255.579,00
4.	Taxes and Duties Payable (-)	125.897.143,00	125.897.143,00
5.	Net Period profit (=)	366.358.436,00	366.358.436,00
6.	Previous Years' losses	0,00	0,00
7.	First Legal Reserves (-)	18.317.921,80	18.317.921,80
8.	Net Profit Available For Distribution (=)	348.040.514,20	348.040.514,20
9.	Donations (+)	20.675.000,00	
10.	Donations Added Net Profit Available for Distribution	368.715.514,20	
11.	First Dividend to Shareholders	15.300.000,00	
	-Cash	15.300.000,00	
	-Free of Charge	0,00	
	-Total	15.300.000,00	
12.	Dividends to Holders of Preferred Shares	0,00	
13.	Other Dividend Distributed	0,00	
	- Board of Directors	0,00	
	- Employees	0,00	
	- Other than Shareholders	0,00	
14.	Dividend to Holders of Profit and Loss Sharing Certificates	0,00	
15.	Second Dividend to Shareholders	186.660.000,00	
16.	Second Legal Reserves	18.666.000,00	
17.	Statutory Reserves	0,00	0,00
18.	Special Funds	0,00	0,00
19.	EXTRAORDINARY RESERVES	127.414.514,20	127.414.514,20
20.	Estimated to be Distributed from Other Source	0,00	0,00
	- Previous Years' Profit		
	- Extraordinary Reserves		
	- Legal Reserves		
	-Other Reserves Available for Distribution		

**Appendix 1/2**

**AKSİGORTA A.Ş.**

**STATEMENT OF DIVIDEND RATIO**

STATEMENT OF DIVIDEND RATIO						
		TOTAL DIVIDEND DISTRIBUTED		TOTAL DIVIDEND DISTRIBUTED/NET DISTRIBUTABLE	DIVIDEND MARKED TO SHARE AMOUNTING TO TL 1 PAR VALUE	
		CASH (TL)	FREE OF CHARGE (TL)	RATIO (%)	AMOUNT (TL)	RATIO (%)
<b>GROSS</b>		<b>201.960.000,00</b>	-	0,93	0,6600	66,00
<b>NET</b>		<b>171.666.000,00</b>	-	0,79	0,5610	56,10

## Appendix 2 – Board Members Resume

Kıvanç Zaimler

## **Member of the Board of Directors**

Kıvanç Zaimler graduated from Industrial Engineering Department of Istanbul Technical University in 1991. After graduating from Industrial Engineering, he took education in Berlin Technical University and started his business career in 1992. Between 1992 and 2008, he had been in various executive positions in Türk Elektrik Endüstrisi, RAM Dış Ticaret and Aygaz companies respectively.

Kıvanç Zaimler joined Enerjisa as a Trade Director in 2008. After his first duty in Enerjisa, he was appointed as General Manager of Distribution Companies, General Manager of Sales Companies and CEO of Enerjisa respectively. He has been President of Energy Group since July 2018.

Kıvanç Zaimler takes an active role in non-governmental organizations. He is a board member at World Energy Council (WEC), TÜSİAD Energy Working Team Presidency, YASED, Elder, SHURA Advisory Council and many companies related with Sabancı Community.

## **PROXY STATEMENT**

### **AK SİGORTA ANONİM ŞİRKETİ**

I, the undersigned hereby appoint, empower and delegate ..... as my proxy; to represent, to vote, to make proposals and to sign the necessary documents at



the Annual General Meeting of Aksigorta Anonim Şirketi that will to be held on March 11, 2020 at 15:00 in İstanbul at Beşiktaş, 4. Levent, Sabancı Center.

Deputy(\*);

Name Surname / Commercial Name:

.....

T.C. Identity No / Tax ID, Trade Registry and Trade Register Number with Mersis Number:

.....  
.....

(\* ) The information of the Deputy Foreign Nationals required to be submitted if there are counterparts.

#### **A)THE SCOPE OF THIS PROXY'S AUTHORITY**

Scope of authority of presentation should be determined by following sections 1 and 2 for selecting one of the options of (a), (b) and (c).

##### **1. About matters in the General Meeting Agenda;**

- a) The proxy is authorized to vote on all the topics discussed in his/her own discretion.
- b) The proxy is authorized to vote in accordance with the opinion partnership.
- c) The proxy is authorized to vote on the agenda articles in line with the below mentioned instructions.

**Instructions: If option (c) is chosen by shareholders, to mark one of the options are provided in the agenda of the General Assembly Meeting about instructions and if the "Rejection" option is selected, to identify claimed "Dissenting Opinions" are written to minutes of the General Assembly Meeting.**

#### **Agenda**

	Items of the Agenda	Acceptance	Rejection	Dissenting Opinions
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1.	Opening and formation of Meeting Chairmanship,			
2.	Reading and discussion of the Board of Directors' Annual Report for 2019			
3.	Reading of the summary of Auditors' Reports for 2019,			
4.	Review and approval of Financial Statements for 2019,			
5.	Release of the Board of Directors regarding their activities in 2019,			
6.	Determination of the use of Profit of the year 2019, the dividend payment and share,			
7.	Determining the compensation of the members of the Board of Directors,			
8.	Approval of the members of the Board who are appointed by the Board of Directors for the vacant memberships for the remaining duty period,			
9.	Election of the Auditor,			
10.	Informing the General Assembly regarding the Donations made in 2019,			
11.	Determination of donation limits of the company for the year 2020,			
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.			
13.	Wishes and opinions			

**2. With regards to other issues and especially the lack of specific instructions regarding the exercise of rights that may arise during the meeting:**

- a) The proxy is authorized to vote on all the topics discussed in his/her own discretion.

- b) These issues are not authorized to represent.
- c) The proxy is authorized to vote on the agenda articles in line with the below mentioned instructions.

**SPECIAL INSTRUCTIONS:** If there is special instructions, these will be given to the deputy is given here by shareholders.

**B) When shareholder selects one of the following options, shareholder determines share represented by the deputy.**

1. I confirm to be represented below mentioned details of my share by deputy.
  - a) Class and Series (\*) .....
  - b) Number and Group (\*\*) .....
  - c) Quantity - Nominal (face) Value .....
  - d) Privileged in Voting or not : .....
  - e) Bearer or Registered Share .....
  - f) Total Shares Owned by the Shareholder / Voting Rights Ratio .....

(\*) Monitored by recording this information is requested for the shares.  
 (\*\*) Monitored by recording the shares instead of numbers if you have to group the information will be given.

2. I confirm to attend the general meeting of shareholders may be listed on the representation of all of my shares are preperad by CRA, a day before the day of the General Assembly, is represented by the deputy.

**SHAREHOLDERS NAME, SURNAME and TITLE (\*):**

.....

T.C. Identity No / Tax ID, Trade Registry and Trade Register Number with Mersis Number:

Address:.....  
 .....  
 .....  
 .....

(\*) Submission of the equivalent information is mandatory for foreign shareholders.