

# Corporate Governance Information Form

|   |  |
|---|--|
| <b>1. SHAREHOLDERS</b>  |  |
| <b>1.1. Facilitating the Exercise of Shareholders Rights</b>  |  |
| The number of investor meetings (conference, seminar/etc.) organised by the company during the year   | 8 investor presentations were made and 50 teleconferences were held in 2023.   |
| <b>1.2. Right to Obtain and Examine Information</b>   |  |
| The number of special audit request(s)  | None.  |
| The number of special audit requests that were accepted at the General Shareholders' Meeting  | None.  |
| <b>1.3. General Assembly</b>  |  |
| Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)  | <a href="https://www.kap.org.tr/tr/Bildirim/1117900">https://www.kap.org.tr/tr/Bildirim/1117900</a>  |
| Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time  | They are not provided at the same time.  |
| The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9 | No transactions falling under the scope of Principle 1.3.9 took place.   |
| The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communiqué on Corporate Governance (II-17.1)   | Our Company did not engage in any transactions in the context of Article 9 of the Communiqué on Corporate Governance (II-17.1).  |
| The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communiqué on Corporate Governance (II-17.1)  | Our Company did not engage in any transactions in the context of Article 10 of the Communiqué on Corporate Governance (II-17.1).   |
| The name of the section on the corporate website that demonstrates the donation policy of the company   | We do not have a dedicated policy for charitable donations and grants. Such activities are carried out within the scope of internal guidelines.  |
| The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved   | None.  |
| The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting   | Articles 23 and 24 stipulate the attendance of our shareholders in the General Shareholders' Meetings.   |
| Identified stakeholder groups that participated in the General Shareholders' Meeting.   | <p>In the Company's General Shareholders' Meeting for 2022, shares corresponding to TRY 365,143,341.596.- were represented in proxy, TRY 35.- in person, and TRY 629,164.- by the depositor out of the Company's total capital worth TRY 365,772,540.596, which consists of Group A shares with a nominal value of TRY 1,000,000.- and Group B shares with a nominal value of TRY 396,462,204.259.-. In addition, the majority of the Company's Board of Directors and Senior Management, part of our employees, and the Company's Independent Auditor were present in the meeting.</p> <p>For the List of Attendants at the General Shareholders' Meeting:</p> <p><a href="https://www.anadoluhayat.com.tr/Documents/PDF%20Files/Yat%C4%B1r%C4%B1mc%C4%B1%20%C4%B0li%C5%9Fkileri/Genel%20Kurul/2022/2022_Hazir_Bulunanlar_Listesi.pdf">https://www.anadoluhayat.com.tr/Documents/PDF%20Files/Yat%C4%B1r%C4%B1mc%C4%B1%20%C4%B0li%C5%9Fkileri/Genel%20Kurul/2022/2022_Hazir_Bulunanlar_Listesi.pdf</a></p> |

## Corporate Governance Information Form

|  |   |
|--|---|
| <b>1.4. Voting Rights</b>  |   |
| Whether the shares of the company have differential voting rights  | No  |
| In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.  | -   |
| The percentage of ownership of the largest shareholder   | 63.92%  |
| <b>1.5. Minority Rights</b>  |   |
| Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association  | No  |
| If yes, specify the relevant provision of the articles of association.   | -   |
| <b>1.6. Dividend Right</b>   |   |
| The name of the section on the corporate website that describes the dividend distribution policy   | Home Page / Investor Relations / Corporate Governance / Dividend Payment Policy ( <a href="https://www.anadoluhayat.com.tr/en/investor-relations/corporate-governance">https://www.anadoluhayat.com.tr/en/investor-relations/corporate-governance</a> ) |
| Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends; the reason for such proposal and information as to use of the dividend. | Dividends are distributed regularly for each operating year in accordance with our Dividend Payment Policy.   |
| PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends  | -   |

### General Assembly Meetings

| General Meeting Date | The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting | Shareholder participation rate to the General Shareholders' Meeting | Percentage of shares directly present at the GSM | Percentage of shares represented by proxy | Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against | Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them | The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions | The number of declarations by insiders received by the board of directors | The link to the related PDP general shareholder meeting notification                                |
|----------------------|---|---|--|---|--|---|---|---|---|
| 24.03.2023           | 0   | 85%   | 0.0001%  | 85%                                       | Home Page / Investor Relations / General Assembly  | During the General Assembly Meeting, none of our shareholders exercised their right to pose questions.  | None  | 0   | <a href="https://www.kap.org.tr/tr/Bildirim/1133832">https://www.kap.org.tr/tr/Bildirim/1133832</a> |

| 2. DISCLOSURE AND TRANSPARENCY   |   |
|--|---|
| <b>2.1. Corporate Website</b>  |   |
| Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.  | Home Page / Investor Relations  |
| If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.  | Home Page / Investor Relations / Corporate Information / Shareholding Structure   |
| List of languages for which the website is available   | Turkish and English   |
| <b>2.2. Annual Report</b>  |   |
| The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.   |   |
| a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members   | Corporate Governance / Outside Positions Held by the Board Directors and Executives, Declarations of Independence by Independent Members of the Board of Directors  |
| b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure  | Risk Management / Active Committees and an Assessment by the Board of Directors   |
| c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings  | Corporate Governance / Additional Information About Corporate Governance  |
| ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation  | Corporate Governance / Changes in the Legislation during the Fiscal Year  |
| d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof   | Corporate Governance / Other Material Disclosures Concerning the Reporting Period   |
| e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest | Our Company does not receive investment consulting or rating services. The services procured from portfolio management companies within the scope of our field of activity are governed by strict rules contained in the applicable legislation. (Corporate Governance / Additional Information about Corporate Governance / Keeping Stakeholders Informed) |
| f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%   | No shareholder is involved in a cross-shareholding relationship with the Company. Presentation / Anadolu Hayat Emeklilik by Numbers / Capital and Shareholder Structure   |
| g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results  | Corporate Governance / Policies about Corporate Governance / Human Resources Policy and Practices, Activities in 2023 / An Overview of Anadolu Hayat Emeklilik's Position in the Industry and its Activities in 2023 / Communication  |

## Corporate Governance Information Form

| 3. STAKEHOLDERS   |   |
|---|---|
| <b>3.1. Corporation's Policy on Stakeholders</b>  |   |
| The name of the section on the corporate website that demonstrates the employee remedy or severance policy  | Home Page / Investor Relations / Corporate Governance / Corporate Governance Policies, Home Page / Career / HR Practices / Wage Policy and Social Rights  |
| The number of definitive convictions the company was subject to in relation to breach of employee rights  | None.   |
| The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)  | Our corporate governance structure provides the means to all stakeholders including employees and their representative bodies to communicate their concerns about any illegal or unethical practices to the Corporate Governance Committee, and safeguards their right to do so. In addition, an "Ethics Line" has been established in line with our Company's "Ethical Rules and Implementation Principles Policy", which has the framework of compliance with legal regulations, honesty, impartiality, reliability, transparency, respect for human rights, respect for the environment and acting with social responsibility awareness. The Board of Internal Audit examines all notifications made through the e-mail address, telephone number and mail defined for this purpose. Besides, there is an e-mail address so that our employees can confidentially share the issues they want to convey directly to the General Manager. Complaints received about our Company's accounting and internal control system and independent audit are forwarded to the Audit Committee via the email address <a href="mailto:dsk@anadoluhayat.com.tr">dsk@anadoluhayat.com.tr</a> . |
| The contact detail of the company alert mechanism   | <a href="mailto:dsk@anadoluhayat.com.tr">dsk@anadoluhayat.com.tr</a> ,<br><a href="mailto:yatirimciiliskileri@anadoluhayat.com.tr">yatirimciiliskileri@anadoluhayat.com.tr</a> ,<br><a href="mailto:investorrelations@anadoluhayat.com.tr">investorrelations@anadoluhayat.com.tr</a>  |
| <b>3.2. Supporting the Participation of the Stakeholders in the Corporation's Management</b>  |   |
| Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies | Investor Relations / Corporate Governance / Additional Information About Corporate Governance / Stakeholders  |
| Corporate bodies where employees are actually represented   | While the Company employees do not directly take place within management bodies, they are members of the Labor Union of Bank/ Finance and Insurance Workers and there are union representative employees in our workplace. Our union representative employees play an important role in maintenance of the relationship between our Company and our employees.  |

|  |   |
|--|---|
| <b>3.3. Human Resources Policy</b>   |   |
| The role of the board on developing and ensuring that the company has a succession plan for the key management positions   | Succession planning is made to identify the new managers to be appointed in cases where it is predicted that changes in a managerial position will cause hitches in the management of the Company. These plans basically identify employees who will be appointed to vacant key managerial positions, in the event such positions are vacated for various reasons and ensure that such employees are trained and equipped so as to be able to satisfy the requirements of relevant positions. The Board of Directors has the authority and responsibility for identifying the administrators who will be appointed to key managerial positions. |
| The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.                                  | When hiring, it is a principle that individuals are to be given equal opportunity under identical conditions. Hiring criteria are set forth in writing for each job position and are strictly complied with in practice. Home Page / Career / Human Resources Policy / HR Practices, Home Page / Investor Relations / Corporate Governance / Corporate Governance Policies.   |
| Whether the company provides an employee stock ownership programme   | There isn't an employee stock ownership program.  |
| The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.          | Home Page / Career / Human Resources Policy / HR Practices  |
| The number of definitive convictions the company is subject to in relation to health and safety measures   | None.   |
| <b>3.5. Ethical Rules and Social Responsibility</b>  |   |
| The name of the section on the corporate website that demonstrates the code of ethics  | Home Page / Investor Relations / Corporate Governance / Anadolu Hayat Emeklilik Ethical Rules and Practice Principles   |
| The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues. | In our corporate website information about any measures taken on environmental, social and corporate governance issues are given under "Social Responsibility Approach" title (Home Page / About Us / Our Culture / Social Responsibility Approach) and "Sustainability" title (Home Page / Sustainability).  |
| Any measures combating any kind of corruption including embezzlement and bribery   | Specified in our webpage (Home Page / Sustainability / Our Policies / Anti-Bribery and Anti-Corruption Policy.)   |

## Corporate Governance Information Form

| 4. BOARD OF DIRECTORS-I   |   |
|---|---|
| 4.2. Activity of the Board of Directors   |   |
| Date of the last board evaluation conducted   | Our annual business programs that also incorporate our strategic goals are approved by the Board of Directors and performance results are regularly monitored on a monthly basis. Other than that, the Board of Directors does not carry out self-evaluation of its own performance.  |
| Whether the board evaluation was externally facilitated   | No  |
| Whether all board members released from their duties at the GSM   | Yes   |
| Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties  | The new Board of Directors elected at the Company's Ordinary General Shareholders' Meeting convened on 24 March 2023, the members have determined the distribution of tasks among themselves. Accordingly, it was unanimously voted to elect Mr. Sezgin Yilmaz as the Chairman and Mr. Oğuz Taner Okutan as the Vice Chairman. In addition, Ahmet D. Erelçin assumed the position of the Head of Audit Committee whereas Murat Bolat became the member of that committee; Şebnem Ergün became the Head of the Corporate Governance Committee and Kemal Emre Sayar and C. Ozan Sezer members of that committee; Mühibe Elif Germirli became Head of the Early Detection of Risk Committee and Kemal Emre Sayar member of that committee; and Sezgin Yilmaz and Kemal Emre Sayar became members responsible for Internal Systems. In the Board of Directors meeting held on 31 March 2023, our Board of Directors redistributed the duties and decided to elect Ms. Feray Demir as Vice Chairman. In the Board of Directors meeting held on 24 August 2023, it was decided to accept the resignation of Board member Mr. Murat Bolat and to revoke the first degree signature authorization he held. In the Board of Directors meeting held on 16 October 2023, it was decided to elect Mr. Ahmet Erol as an independent member of the Board of Directors and to confer upon him first degree signature authorization to represent the Company pursuant to the Company's Internal Guideline, Article 363 of the Turkish Commercial Code, and Article 10 of the Company's Articles of Association. |
| Number of reports presented by internal auditors to the audit committee or any relevant committee to the board  | In 2023, the Board of Internal Audit submitted 52 reports and Internal Control Unit submitted 35 reports.   |
| Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls   | Corporate Governance / An Assessment of Independent Audit, Internal Control System and Internal Audit Activities by the Board of Directors  |
| Name of the Chairman  | Sezgin Yilmaz   |
| Name of the CEO   | Murat Atalay  |
| If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles  | Chairman and CEO are not the same people.   |
| Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital | While there is a liability insurance policy for the group to which our Company belongs, the policy was not subject to a PDP (Public Disclosure Platform) disclosure. Information about the insurance is provided in the "Additional Information about Corporate Governance / Operating  |
| Principles of the Board of Directors" section of this Annual Report.  | -   |
| The name of the section on the corporate website that demonstrates current diversity policy targeting female directors  | -   |
| The number and ratio of female directors within the Board of Directors  | 5 directors, the rate is 45%.   |

| Structure of the Board of Directors |                                   |                                 |                                  |   |   |   |  |
|-------------------------------------|-----------------------------------|---------------------------------|----------------------------------|---|---|---|--|
| Name-Surname                        | Whether Executive Director or Not | Independent Board Member or not | The First Election Date To Board | Link To PDP Notification That Includes The Independency Declaration | Whether the Independent Director Considered By The Nomination Committee | Whether She/ He is the Director Who Ceased to Satisfy The Independence or Not | Whether the Director has at Least 5 Years' Experience on Audit, Accounting and/or Finance or not |
| SEZGİN YILMAZ                       | Non-Executive                     | Non-independent Member          | 24.03.2023                       | -   | Not Applicable  | Not Applicable  | Yes  |
| FERAY DEMİR                         | Non-Executive                     | Non-independent Member          | 31.03.2023                       | -   | Not Applicable  | Not Applicable  | Yes  |
| MURAT ATALAY                        | Executive                         | Non-independent Member          | 01.04.2022*                      | -   | Not Applicable  | Not Applicable  | Yes  |
| AHMET DERViŞ ERELÇİN                | Non-Executive                     | Independent Member              | 26.03.2018                       | Specified in the Annual Report                                      | Considered  | No  | Yes  |
| ŞEBNEM ERGÜN                        | Non-Executive                     | Independent Member              | 26.03.2018                       | Specified in the Annual Report                                      | Considered  | No  | No   |
| MÜHİBE ELİF GERMİRLİ                | Non-Executive                     | Independent Member              | 21.03.2019                       | Specified in the Annual Report                                      | Considered  | No  | Yes  |
| AHMET EROL                          | Non-Executive                     | Independent Member              | 16.10.2023                       | Specified in the Annual Report                                      | Considered  | No  | Yes  |
| OĞUZ TANER OKUTAN                   | Non-Executive                     | Non-independent Member          | 24.03.2023                       | -   | Not Applicable  | Not Applicable  | Yes  |
| KEMAL EMRE SAYAR                    | Non-Executive                     | Non-independent Member          | 27.11.2015                       | -   | Not Applicable  | Not Applicable  | Yes  |
| VAHİDE UYAR                         | Non-Executive                     | Non-independent Member          | 24.03.2023                       | -   | Not Applicable  | Not Applicable  | Yes  |
| SERMİN NAZİME SARAÇ SOSANOĞLU       | Non-Executive                     | Non-independent Member          | 24.03.2023                       | -   | Not Applicable  | Not Applicable  | Yes  |

\* Mr. Murat Atalay, CEO, was a member of the Board of Directors of Anadolu Hayat Emeklilik between 24 May 2011 and 4 December 2014, while he was serving at İşbank.

## Corporate Governance Information Form

| 4. BOARD OF DIRECTORS-II  |   |
|---|---|
| 4.4. Meeting Procedures of the Board of Directors   |   |
| Number of physical or electronic Board meetings during the reporting period   | During 2023, Anadolu Hayat Emeklilik Board of Directors held 11 meetings. (All of the meetings took place physically.)  |
| Director average attendance rate at board meetings  | 98%   |
| Whether the board uses an electronic portal to support its work or not  | No  |
| Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter                     | In 3-7 days   |
| The name of the section on the corporate website that demonstrates information about the board charter                              | Home Page / Investor Relations / Corporate Information / Articles of Association  |
| Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors | Although there are no set rules on non-independent Directors' undertaking other duties outside the Company, the Directors do not have any other duties apart from their natural duties in the entities they represent and from those in the establishments owned by the entities they represent. Yet, Board Directors devote sufficient amount of time for Company affairs and exercise their powers prudently and within the frame of good faith, possessing all necessary knowledge to ensure full performance of the duty. |
| 4.5. Board Committees   |   |
| Page numbers or section names of the annual report where information about the board committees are presented                       | Risk Management / Active Committees and an Assessment by the Board of Directors   |
| Link(s) to the PDP announcement(s) with the board committee charters  | <a href="https://www.kap.org.tr/tr/Bildirim/367089">https://www.kap.org.tr/tr/Bildirim/367089</a>   |

| Composition of Board Committees-I    |   |                                   |                                |                             |
|--------------------------------------|---|-----------------------------------|--------------------------------|-----------------------------|
| Names Of The Board Committees        | Name Of Committees Defined As "Other" In The First Column | Name-Surname of Committee Members | Whether Committee Chair Or Not | Whether Board Member Or Not |
| Audit Committee                      | -   | Ahmet D. Erelçin                  | Yes                            | Board member                |
| Audit Committee                      | -   | Ahmet Erol                        | No                             | Board member                |
| Corporate Governance Committee       | -   | Şebnem Ergün                      | Yes                            | Board member                |
| Corporate Governance Committee       | -   | Kemal Emre Sayar                  | No                             | Board member                |
| Corporate Governance Committee       | -   | C. Ozan Sezer                     | No                             | Not board member            |
| Committee of Early Detection of Risk | -   | Mühibe Elif Germirli              | Yes                            | Board member                |
| Committee of Early Detection of Risk | -   | Kemal Emre Sayar                  | No                             | Board member                |



| 4. BOARD OF DIRECTORS-III   |   |   |  |                                       |  |
|---|---|---|--|---------------------------------------|--|
| 4.5. Board Committees-II  |   |   |  |                                       |  |
| Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)                   |   |   | Annual Report / Risk Management / Active Committees and an Assessment by the Board of Directors  |                                       |  |
| Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)    |   |   | Annual Report / Risk Management / Active Committees and an Assessment by the Board of Directors  |                                       |  |
| Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)              |   |   | Annual Report / Risk Management / Active Committees and an Assessment by the Board of Directors  |                                       |  |
| Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website) |   |   | Annual Report / Risk Management / Active Committees and an Assessment by the Board of Directors  |                                       |  |
| Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)            |   |   | Annual Report / Risk Management / Active Committees and an Assessment by the Board of Directors  |                                       |  |
| 4.6. Financial Rights   |   |   |  |                                       |  |
| Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)                |   |   | Annual Report / Financial Position   |                                       |  |
| Specify the section of website where remuneration policy for executive and non-executive directors are presented.   |   |   | Home Page / Investor Relations / Corporate Governance / Remuneration Policy  |                                       |  |
| Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)        |   |   | Corporate Governance / Other Material Disclosures Concerning the Reporting Period / Rights Provided to Board Directors and Senior Executives |                                       |  |
| Names of the Board Committees   | Name of Committees Defined as “Other” in the First Column | The Percentage of Non-executive Directors | The Percentage of Independent Directors in the Committee   | The Number of Meetings Held in Person | The Number of Reports on its Activities Submitted to the Board |
| Audit Committee   |   | 100%                                      | 100%   | 6                                     | 5  |
| Corporate Governance Committee  |   | 67%                                       | 33%  | 7                                     | 9  |
| Committee of Early Detection of Risk  |   | 100%                                      | 50%  | 4                                     | 4  |