



Corporate Governance Compliance Rating Report



Garanti Emeklilik ve Hayat A.Ş.

26th December 2023

Validity Period 26.12.2023-26.12.2024

LIMITATIONS

This revised Corporate Governance Rating Report, issued by Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. for **Garanti Emeklilik ve Hayat Anonim Şirketi**.

Has been prepared by considering Communiqué Amending the "Corporate Governance Communiqué (II-17,1) (II-17,1.a)" published in the Official Gazette No. 31262 on 02 October 2020 by the Board, as well as regulations regarding the voluntary sustainability principles compliance framework and the board decisions taken at the CMB's board meeting dated 01.02.2013 and numbered 4/105 in addition to the criteria specified in the "Corporate Governance Communiqué No. II-17.1" of the Capital Markets Board published in the Official Gazette dated 03 January 2014 and numbered 28871.

The criteria, established for the companies whose shares are traded at BIST, are organized separately as First Group, Second Group, Third Group and non-listed companies and investment partnerships, taking into consideration the group distinctions stated by CMB's Corporate Governance Principles in Item 2 - Article 5 of communiqué no II-17.1, published in the Official Gazette on 03.01.2014.

The Corporate Governance Compliance Rating Report prepared by Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. was concluded by taking into account the documents and information in 74 files sent by the relevant company electronically and data disclosed to the public on the company's Official Website, Independent Audit Report dated 26 APRIL 2023 of the Independent Audit Company Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi for the period 01.01.2022 - 31.12.2022 of the company, Limited Independent Audit report dated 27 OCTOBER 2023 was prepared by the same independent audit company for the period of 30.09.2023 of the company and reviews and interviews about the company through our experts.

Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. has formulated its Ethical Rules according to the Banking Act, the CMB and BRSA Directives on the Operations of Rating Companies, generally accepted ethical rules of the IOSCO and OECD including generally accepted ethical customs, which is shared with the public through its Internet website (www.kobirate.com.tr).

Although rating is an assessment based on numerous data, it is consequently the institutional opinion of Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. formed according to the methodology disclosed.

The rating grade does not constitute a recommendation to purchase, hold, or dispose of any kind of borrowing instrument. KOBİRATE A.Ş. may not be held liable for any losses incurred or investments made to the company referring to this report.

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TABLE OF CONTENTS

1.	Rating Result	3
2.	Revised Rating Summary	5
3.	Company Profile and Changes over the Past Year	10
4.	Rating Methodology	21
5.	Corporate Governance Compliance Grades and Descriptions	23



1- RATING RESULT

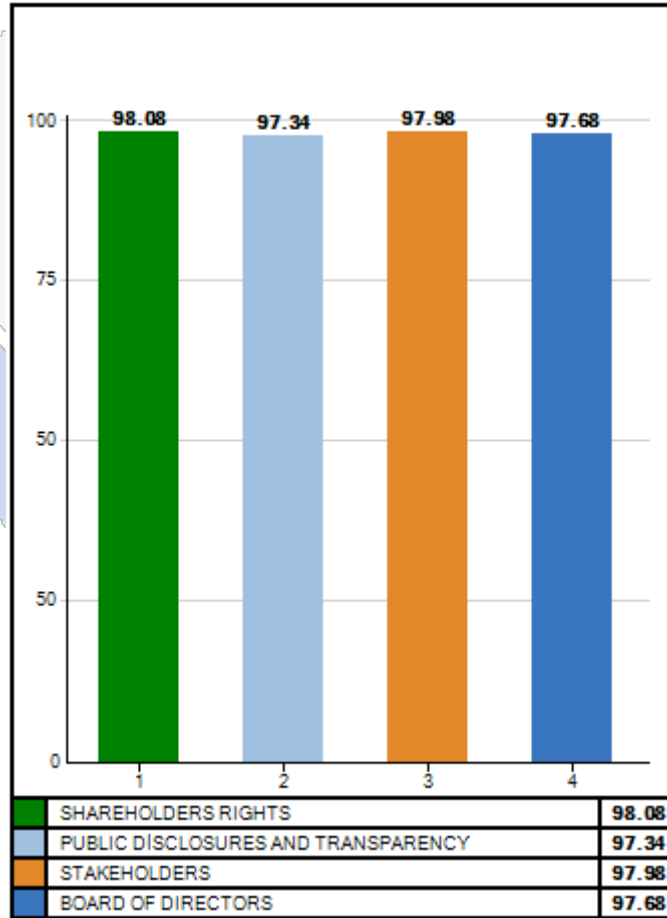


GARANTİ EMEKLİLİK VE HAYAT A.Ş.

NON-LISTED COMPANY

CMB CORPORATE GOVERNANCE
PRINCIPLES COMPLIANCE GRADE

9.77





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2- REVISED RATING SUMMARY

Corporate Governance Compliance Revised Rating Report prepared by Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. regarding the rating of the compliance of **Garanti Emeklilik ve Hayat Anonim Şirketi** with Corporate Governance Principles, has been prepared based on the documents, information, data disclosed to the public, interviews with the executives and relevant persons, and other detailed examinations and observations under 74 files sent by the relevant company electronically.

The study has been held in accordance with the year 2022 Non-Listed Companies Corporate Governance Compliance Rating Methodology developed by Kobirate Uluslararası Kredi Derecelendirme ve Yönetim Hizmetleri A.Ş. Methodology has been prepared by considering Communiqué Amending the "Corporate Governance Communiqué (II-17,1) (II-17,1.a)" published in the Official Gazette No. 31262 on 02 October 2020 by the Board, as well as regulations regarding the voluntary sustainability principles compliance framework and the board decisions taken at the CMB's board meeting dated 01.02.2013 and numbered 4/105 in addition to the criteria specified in the "Corporate Governance Communiqué No. II-17.1" of the Capital Markets Board published in the Official Gazette dated 03 January 2014 and numbered 28871

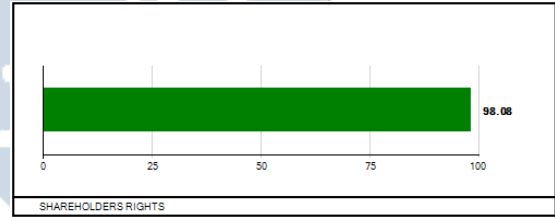
Garanti Emeklilik ve Hayat Anonim Şirketi operates as a Non-Listed Company. The Company has been evaluated through an examination of **360** criteria described in Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş.'s methodology of "BIST Non-Listed Companies."

At the end of the examination of criteria under the main headings of Shareholders, Public Disclosure and Transparency, the Stakeholders and the Board of Directors, Corporate Governance Compliance Rating

Grade of Garantibbva Emeklilik ve Hayat A.Ş. has been revised as **9.77**.

According to this result, the Company achieved significant compliance with the Corporate Governance Principles issued by the Capital Market Board. Internal control systems are established and are operational. Any risks the Company might be exposed to are recognized and controlled effectively. The rights of the shareholders are impartially taken care of. The level of public disclosure and transparency is high. The interests of the stakeholders are fairly considered. The structure and the working conditions of the Board of Directors are in full compliance with the Corporate Governance Principles.

SHAREHOLDERS



In this section, as determined by CMB's Corporate Governance Principles, the company was evaluated on **94** different criteria under the headings of **Facilitating the Exercise of Shareholders' Rights, Shareholders' Right to Obtain Information and to Examine, Shareholders' Right to Attend the General Assembly, Shareholders' Right to Vote, Rights of Minority Shareholders, Shareholders' Right for Dividend and Shareholders' Right to Transfer Their Shares to whomever they want, whenever they want**. The company's grade for this section has been revised to **98.08** points.

It has been observed that relations with shareholders are carried out in a healthy manner, and the duties of the Investor Relations Unit are carried out by the Legal Unit, which reports to the Deputy General Manager (DGM). Correspondence between

the investors and the partnership and records of other information documents are kept in a healthy, secure, and up-to-date manner. Any data that might affect the exercise of shareholders' rights is currently at the disposal of shareholders on the corporate Internet website.

The ordinary General Assembly meeting, where the activities of 2022 were discussed, was held without announcement on 31.03.2023 at the company headquarters located at Nispetiye Mahallesi Barbaros Bulvarı No: 96/1, in accordance with Article 416 of the Turkish Commercial Code. Shareholders participated in the general assembly meeting in full by proxy. The Company held its extraordinary General Assembly meeting on 07.11.2023, regarding the changes made in the Articles of Association and the changes in the Board of Directors and DGM, with the participation of all Shareholders by proxy.

There is no general assembly resolution that has not been implemented in our rating period.

There are no regulations that make it difficult to exercise the right to vote in either the articles of association or the internal procedures, and the Company does not have any reciprocal shareholding that brings with it a sole ownership relationship.

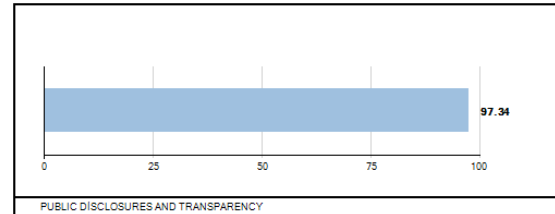
There is no structure that will create minority shareholding in the partnership structure of the company.

The Company does not have any privileges in the distribution of dividends, and the provision regarding the distribution of advance dividends is not included in the Articles of Association.

There is no regulation in the articles of association that restricts the transfer of company shares. The transfer of company shares is subject to the provisions of the Turkish Commercial Code, Private Pension Savings and Investment System, Insurance Law, and relevant legislation.

The company's regular dividend distribution in the last three years and the presence of a provision in the articles of association regarding minority rights constitute the reasons for the rating increase in this section.

PUBLIC DISCLOSURE AND TRANSPARENCY



As for this section, the Company has been assessed by **78** different criteria under the headings of **Corporate Website** and **Annual Report** as laid down in the Corporate Governance Principles of the Capital Market Board, for which the Company's grade was confirmed as **97.34**. The company continues its compliance in this section at a high level.

Disclosures of Garanti Emeklilik ve Hayat A.Ş. are carried out within the framework of the Information Policy prepared by the board of directors and shared with the public.

In the Company's Independent Audit Report dated 31 JANUARY 2023 prepared by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi for the period 01.01.2022 - 31.12.2022, there is no situation in which the independent auditor refrained from expressing an opinion, expressed a qualified opinion or did not sign.

The same company was selected as the independent auditor for the audit of the accounts and transactions of the 2023 operating year within the framework of the Capital Markets legislation, the Turkish Commercial Code, and the relevant legislation, with the recommendation of the audit committee and the approval of the shareholders at the general assembly held on 31.03.2023.

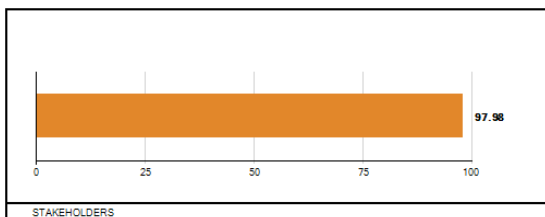
The corporate website of the Company, <https://garantibbvaemeklilik.com.tr>, is used as an active and effective platform for public disclosure. The information contained here is constantly updated.

The company's website contains a lot of information, in addition to the information that is required to be disclosed in accordance with the legislation, such as the final version of the partnership and management structure, the committees of the board of directors and the working principles of the committees, the final version of the company's articles of association, financial reports, annual reports, Profit Distribution Policy, Information Policy, Remuneration Policy, Donation and Aid Policy, and Compensation Policy,

Company's 2022 Annual report has been prepared in the required format, fully and appropriately, in accordance with the Regulation on the Financial Structures of Insurance and Reinsurance Provincial Pension Companies, Regulation on Determining the Minimum Content of the Annual Report of the Companies, the Republic of Turkey Ministry of Treasury and Finance Insurance Companies Circular No. 2011/8 and the CMB Corporate Governance Communiqué. The Company's Official Website is published in English simultaneously with Turkish.

Disclosure of the salaries paid to board members and managers with administrative responsibilities and all other benefits provided on an individual basis through the annual activity report continues to be areas that need improvement in this section.

STAKEHOLDERS



In this section, the Company has been assessed by **62** different criteria under the headings of **Corporate Policies on Stakeholders, Supporting Stakeholders' Participation in Company Management, Company Policy on Human Resources, Relations with Customers and Suppliers, Ethical Rules and Social Responsibility and Sustainability as laid down in the Corporate Governance Principles of the Capital Market Board**, for which the Company's grade has been confirmed as **97.98**.

It has been observed that the rights of stakeholders in Garanti Emeklilik ve Hayat A.Ş.'s transactions and activities are protected by mutual agreements and necessary mechanisms and reporting lines have been established for stakeholders to report transactions that are contrary to legislation and unethical. The articles of association and/or internal regulations do not contain regulations supporting the direct participation of stakeholders in the company management.

Job descriptions and performance criteria of all positions in the company are transparently announced to all employees through internal communication platforms. Freedom of association and/or membership is not restricted, provided that permission is obtained.

In order to reinforce the company's employee-centered culture, create a more efficient working environment and improve the employee experience, loyalty and satisfaction surveys were conducted at certain periods throughout the year, asking for the opinions of employees. The Employee Loyalty Survey is carried out simultaneously with the entire BBVA group under the name BBVA Group Employee Loyalty Surveys.

As a result of the research conducted by Kincentric on a global scale for more than 20 years, where workplace excellence is evaluated from the categories of "Commitment", "Leaders Who Stay Engaged", "Agility" and "Talent Focus" along with employee experience, Garanti Emeklilik

was awarded "Turkey's Best Workplace" (Kincentric Turkey Best Employers) in 2022.

During the reviewing period, orientation training programs, online training programs, QuizGame competitions, Individual Coaching studies, and special training programs for the needs of Units and Regional Directorates were designed with the vision of continuing development for sustainable success for the company's employees. Additionally, Private Pension Intermediaries License Training, Garanti Emeklilik Product Training, Basic Sales Skills Training, On-the-Job Training and Catalog Training were carried out.

In addition to the Head Office, Customer Services Communication Center, Private Customer Relations and Operations units, the company has a total of 13 Regional Directorates, 6 in Istanbul and 1 each in Adana, Ankara, Antalya, Bursa, Izmir, Kayseri and Muğla. As of 30.11.2023, 511 people are employed.

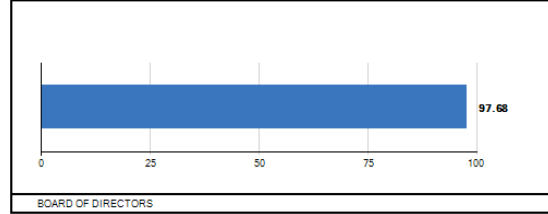
A set of Ethical Rules and Principles that all employees must comply with has been prepared and disclosed to the public on the company's corporate website. Garanti Emeklilik ve Hayat A.Ş continues to carry out many corporate social responsibility projects.

Based on the principles set forth by its main shareholder, Garanti BBVA, the Company has carried out studies in this direction in 2023 in order to save energy throughout the Company, reduce carbon emissions and ecological footprint, and support responsible and sustainable development. Garanti Emeklilik is included in the WWF Turkey Green Offices network, which aims to reduce carbon emissions, save energy, raise awareness about renewable resources, conscious use of natural resources and environmentally friendly practices. It is a member of Global Compact Turkey, which plays a leading role in determining Turkey's corporate sustainability agenda.

The company has ISO 10002 Customer Satisfaction Management System and ISO

9001 Quality Management System certificates. The company continues its compliance in this section at a high level.

BOARD OF DIRECTORS



In this section, the Company has been assessed by **126** different criteria under the headings of **Function of the Board of Directors, Principles of Activity of the Board of Directors, Structure of the Board of Directors, Procedure of Board of Directors Meetings, Committees Formed within the Structure of the Board of Directors and Financial Rights Provided for the Members of the Board of Directors and Executives as laid down by the Capital Market Board's Corporate Governance Principles**, for which the Company's grade has been confirmed as **97.68**.

No person in the Company has the authority to decide solely and in an unrestricted fashion. The positions of Chairman of the Board and CEO are held by different individuals. Financial liability insurance of the members of the board of directors, together with Garanti Bank's financial subsidiaries and affiliates, are included in the group insurance.

The Company's Board of Directors consists of a total of 13 (thirteen) people, including a chairman and 12 (twelve) members. (According to Article 5 of the Extraordinary General Assembly meeting minutes dated 07.11.2023, the number of members was determined to be 13.) As such, it has been observed that the number of members is sufficient for the members of the board of directors to carry out productive and constructive work, form committees, and organize their work effectively.

With this structure of the Board, it has been ensured that the majority of the members are

composed of non-executive members. There are no independent members on the Board of Directors.

There are 4 female members on the Board of Directors, and they have a rate of 30.7%. This rate was well above the BIST general average of 17.96% and this situation was evaluated positively.

In order for the Board of Directors to fulfill its duties and responsibilities soundly, the Audit Committee, Corporate Governance Committee, Remuneration, and Early Detection of Risk Committees have been established, due to the group structure, a separate Nomination Committee has not been established in the Board of Directors.

The duties, working principles and the members of the committees were determined by the board of directors and approved by the board as written documents and disclosed to the public via the Official website.

It has been learned that the Company has not lent or extended a loan to any member of the board or top executive, made available any credit under personal loan through any third person, or provided securities such as surety in favor of them.

Performance measurements to be used in rewarding and dismissing the members of the board of directors have not been established yet. The company continues its compliance in this section at a high level.

3- COMPANY PROFILE AND CHANGES OVER THE PAST YEAR



Company Name	: Garanti Emeklilik ve Hayat A.Ş.
Company Address	: Nispetiye Mahallesi, Barbaros Bulvarı, No: 96 Çiftçi Towers Kule 1, 34340 Beşiktaş/İstanbul
Company Phone	: (0212) 334 70 00
Company Fax Number	: (0212) 334 63 00
Email	: MusteriHizmetleri@garantibbvaemeklilik.com.tr
Company's Web Address	: www.garantibbvaemeklilik.com.tr
Trade Registry Number	: 288647
Date of Incorporation	: 1992
Paid-in Capital	: 500,000,000 TL
Line of Business	: Carrying out all kinds of insurance activities within the scope of life insurance and activities defined for pension companies in accordance with the provisions of the Private Pension Savings and Investment System Legislation, and especially individual life, group life, personal accident, health, and sickness insurance activities.
Company's Sector	: Insurance and Private Pension
Audit Authority	: CMB, SEDDK,

Company's Representative in Charge of Rating:

Ahmet KARAMAN

Deputy General Manager

AhmetKaram@garantibbvaemeklilik.com.tr

(0212) 334 70 00

Brief History of the Company

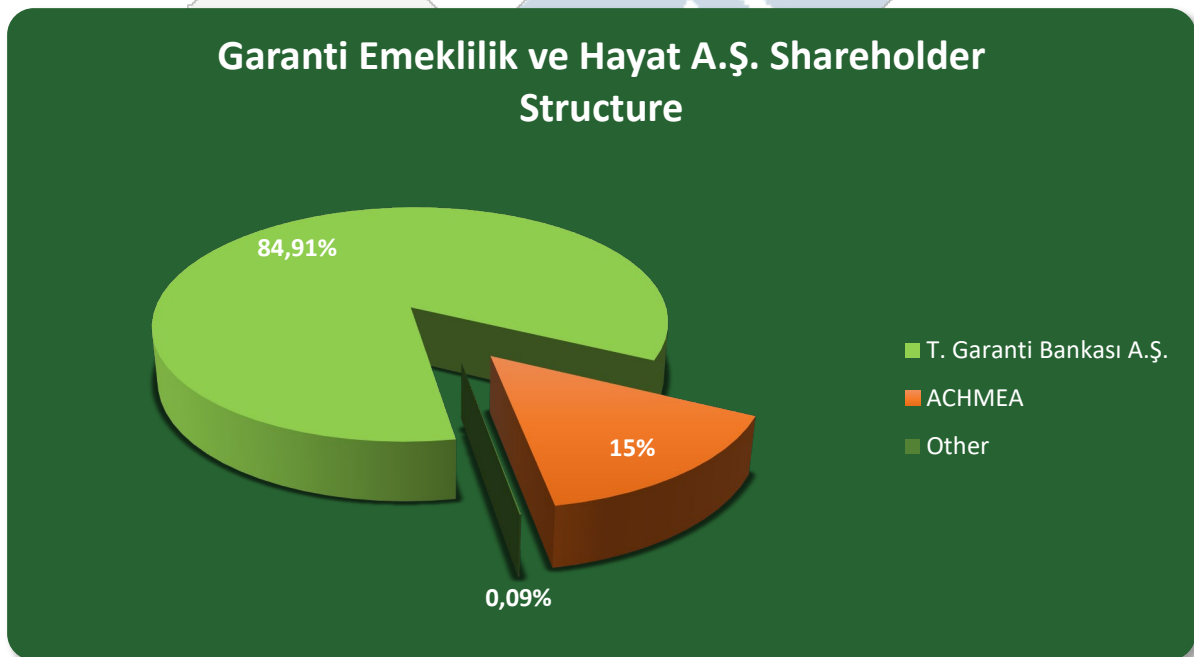
The company was established under the name of "AGF Garanti Hayat Sigorta Anonim Şirketi" on July 24, 1992, with an initial capital of 10,000 TL, and then its title was changed to "Garanti Hayat Sigorta Anonim Şirketi" on May 18, 1999.

The Company's application for conversion from a life insurance company to a pension company on November 14, 2002, in accordance with the second paragraph of the first temporary article of the Individual Retirement Savings and Investment System Law No. 4632 published in the Official Gazette on April 7, 2001, was approved by the Undersecretariat of Treasury of the T.R. Prime Ministry on December 18, 2002, and the company's title was changed to "Garanti Emeklilik Anonim Şirketi" in the Turkish Commercial Registry Gazette dated January 15, 2003, and then to "**Garanti Emeklilik ve Hayat Anonim Şirketi**" in the edition published on March 25, 2003.

The economic purpose of the Company has been determined as making life insurance contracts and private pension contracts and operating in branches related to these subjects. As of July 1, 2006, the Company started to operate in the personal accident branch in accordance with its articles of association.

The company, which has become one of the leading companies in the sector in a very short time, thanks to the synergetic cooperation it has created with its main partner, Garanti Bank, serves its customers in 13 Regional Directorates and approximately 817 Garanti Bank branches with 511 personnel as of 30.11.2023.

Shareholder Structure (as of the date of this report)



Source: www.garantibbvaemeklilik.com.tr

Shareholder Name	Share (TL)	Share (%)
TÜRKİYE Garanti Bankası A.Ş.	424,566,290	84.91
ACHMEA B.V.	75,000,000	15.00
Other (Eureko Sigorta A.Ş.)	433,710	0.09
Total	500,000,000	100.00

MAIN SHAREHOLDERS OF THE COMPANY

TÜRKİYE GARANTİ BANKASI A.Ş.

Established in Ankara in 1946, Garanti BBVA is the second largest private bank in Turkey, with its consolidated assets reaching 1.976 trillion TL as of September 30, 2023.

Operating in all business lines of the banking industry, including corporate, commercial, SME, retail, private and investment banking, and payment systems, Garanti BBVA is an integrated financial services group with its international subsidiaries in the Netherlands and Romania, as well as financial subsidiaries in the fields of private pension and life insurance, leasing, factoring, investment, and portfolio management.

The personalized solutions and rich product range that Garanti BBVA offers to its customers have an important role in reaching a cash and non-cash loan portfolio worth 1,445 billion TL.

As of September 30, 2023, it responds to all kinds of financial needs of its nearly 25 million customers with a widespread distribution network consisting of 817 branches in Turkey, 1 representative office and 8 branches abroad, 7 of which are in Cyprus and 1 of which is in Malta, and 18,968 employees. With 5,371 ATMs with the latest technological infrastructure, award-winning Call Center, internet, mobile and social banking platforms, it offers an uninterrupted experience and integrated channel convenience in all channels.

Garanti BBVA has increased the share of digital sales in total sales to 89%, with 14.6 million digital and 14.3 million mobile customers.

Garanti's shares are traded in Turkey, and its depositary receipts are traded in the UK and the USA, and its actual free float level on Borsa Istanbul is 14.03% as of 04.12.2023.

The controlling shareholder of Garanti Bank is Banco Bilbao Vizcaya Argentaria S.A. (BBVA), which owns 85.97% of its shares. Founded in 1857, BBVA is a customer-focused global financial services group. The Group, the largest financial institution in Spain and Mexico, carries out pioneering banking activities with its subsidiaries in South America and the Sunbelt Region of the USA.

Source: www.garantibbva.com.tr

ACHMEA

One of the largest insurance partnerships in the world, Netherlands-based Achmea offers transparent, financially accessible, and easy-to-understand products and services to its customers with 16,824 employees in 6 countries.

Developing the necessary solutions when needed in healthcare, eliminating damages that may occur as a result of fire, traffic accidents and theft, and protecting the long-term financial security of customers and their families are among Achmea's main investment areas. Achmea also contributes to the development of economic stability in underdeveloped countries with micro insurance projects.

Achmea has a strong market position in the Netherlands, its domestic market, as well as in Greece, Turkey, Slovakia, Canada, and Australia, where it operates. The company's gross written premium production as of the end of 2021 is 20 billion Euros.

Operating in the category of non-life products in insurance, Eureka Sigorta is a member of Achmea in Turkey. Thanks to its strong cooperation with Garanti BBVA, Eureka Sigorta is the leader of bancassurance in Turkey. In March 2007, Achmea signed a partnership agreement with Turkey-based Garanti BBVA under the name Eureka B.V. Achmea has acquired 80% of Garanti BBVA Insurance's non-life insurance activities and 15% of Garanti BBVA Emeklilik's life and pension insurance activities through this agreement. Achmea completed the share transfer process, which began with the first agreement signed in 2007, in May 2011, and as foreseen in the first agreement, it also acquired the 20% Eureka Insurance shares held by Garanti BBVA, thus becoming the owner of all Eureka Insurance shares.

Source: www.garantibbvaemeklilik.com.tr

Shareholding Structure of the Main Shareholder Türkiye Garanti Bankası A.Ş.

Shareholder Name	Share (TL)	Share (%)
BBVA (BANCO BILBAO VIZCAYA ARGENTARIA, S.A.)	3,610,895,890.19	85.97
OTHER SHAREHOLDERS	589,104,109.81	14.03
GENERAL TOTAL	4,200,000,000.00	100

Source: www.garantibbva.com.tr

Board of Directors

Name/ Surname	Title	Executive/ Non - Executive
Recep BAŞTUĞ	Chairman	Non - Executive
Murat Çağrı SÜZER	Deputy Chairman	Non - Executive
Jaime Nikolas Lazaro RUIZ	Member of Board of Directors	Non - Executive
Bianca Elisabeth Maria TETTEROO	Member of Board of Directors	Non - Executive
Aydın GÜLER	Member of Board of Directors	Non - Executive
Cemal ONARAN	Member of Board of Directors	Non - Executive
Sibel KAYA	Member of Board of Directors	Non - Executive
Ceren Acer KEZİK	Member of Board of Directors	Non - Executive
Avni Aydın DÜREN	Member of Board of Directors	Non - Executive
Osman Bahri TURGUT	Member of Board of Directors	Non - Executive
Murat ATAY	Member of Board of Directors	Non - Executive
TUBA KÖSEOĞLU OKÇU	Member of Board of Directors	Non - Executive
Burak Ali GÖÇER	Member of the Board of Directors & General Manager	Executive

According to Article 5 of the extraordinary general assembly meeting of GARANTİ Emeklilik ve Hayat A.Ş. held at the company headquarters on 07.11.2023, The number of members of the Board of Directors was increased to 13. The business and administration of the company is carried out by the Board of Directors consisting of 13 (thirteen) members to be elected by the General Assembly for a maximum of 3 (three) years in accordance with the provisions of the Turkish Commercial Code. The composition of the company's Board of Directors, the meetings and quorums of the Board of Directors, and the duties and responsibilities of the Board of Directors are clearly specified in Articles 13-14-15 of the company's Articles of Association.

The Board of Directors convenes with the majority of the total number of members and makes decisions with the majority of the members present at the meeting. However, there is a provision that

unanimity of all members of the Board of Directors is sought in the transactions of Profit Distribution, Branch Establishment, Participation in Domestic or Foreign Companies and real estate purchase and sale transactions. Members of the Board of Directors can also attend the meetings electronically in accordance with Article 1527 of the Turkish Commercial Code. The duties and responsibilities of the Board of Directors and the CEO are specifically determined in Article 15 of the company's articles of association.

During our reviewing period, with the decision of the Board of Directors dated 08.02.2023 and numbered 660, it was decided to accept the resignation of Board Member Maria De La Poloma Piquares HERNANDEZ and to appoint Jaime Nicolas Lazaro RUIZ to complete the remaining term. At the ordinary General Assembly held on 31.03.2023, it was decided to appoint Avni Aydın DÜREN and Osman Bahri TURGUT as Board Members. At the extraordinary General Assembly held on 07.11.2023, it was decided to appoint Murat ATAY and Tuba KÖSEOĞLU OKÇU as board members and to accept the resignation of Işıl AKDEMİR EVLİOĞLU and to appoint Murat Çağrı SÜZER to complete the remaining term. With the decision taken at the Board of Directors meeting dated 15.10.2019 and numbered 549, Recep BAŞTUĞ was appointed as the Chairman of the Board of Directors, and Murat Çağrı SÜZER was appointed as the Vice Chairman with the decision of the Board of Directors dated 19.10.2023 and numbered 688.

Garanti Emeklilik ve Hayat A.Ş. held 21 Board of Directors meetings in the period 01.01.2023-30.11.2023. In the letter dated 18.12.2023 received from the Legal Counsel, it was determined that no administrative or judicial sanctions were imposed on the Company and the members of the management body due to practices contrary to the provisions of the legislation during the activity period. The secretariat of the Board of Directors is carried out by the Legal and Shareholder Relations Unit Manager, Atty. Ayça Ögel.

COMMITTEES FORMED WITHIN BOARD OF DIRECTORS

Committee	Committee Members	Position within Committee	Position in Company
Audit Committee	Avni Aydın DÜREN	Member	Member of Board of Directors
	Osman Bahri TURGUT	Member	Member of Board of Directors
Corporate Governance Committee	Avni Aydın DÜREN	Chairman	Member of Board of Directors
	Osman Bahri TURGUT	Member	Member of Board of Directors
Early Detection of Risk Committee	Aydın GÜLER	Chairman	Member of Board of Directors
	Osman Bahri TURGUT	Member	Member of Board of Directors

CORPORATE GOVERNANCE COMMITTEE

The Corporate Governance Committee was established in 2011 in accordance with the Circular on Corporate Governance Principles in Insurance Companies, Reinsurance Companies and Pension Companies published by the Undersecretariat of Treasury. The main purpose of the Committee has been defined as putting the necessary efforts to comply with the Corporate Governance Principles and to create a general corporate culture in this direction, to make suggestions to the Board of Directors for this purpose, and to monitor our Company's compliance with these principles.

In this context, the duties and authorities of the Corporate Governance Committee are defined below. To carry out work for:

- 1- The establishment of Corporate Governance Principles of the company in accordance with the principles of equality, transparency, accountability, and responsibility,

- 2- The establishment of an environment necessary for the Board of Directors and executives to carry out their activities in a fair, transparent, accountable, and responsible manner,
- 3- The transparent conduct of business and operations by the company,
- 4- The protection of the rights of stakeholders independently of each other,
- 5- Consideration of the company's ethical values, internal balances, and strategic goals in the determination of the remuneration policy,
- 6- The implementation of measures to ensure the use of rights arising from legislation, the Articles of Association, and other internal regulations of the company in the use of the rights of shareholding by the company,
- 7- In accordance with the Corporate Governance Principles Declaration, preparation of a Corporate Governance Compliance Report in March of each year, presentation of the prepared report to the Board of Directors and sharing it with the Treasury.

The Committee held one meeting in 2023 with the participation of all members.

AUDIT COMMITTEE

The Audit Committee consists of two Board Members who do not have executive or operational duties. There is a Board of Directors on the Committee, and a member of the Board of Directors is expected to be appointed. The main responsibilities of the Audit Committee, which was established to assist the Board of Directors in the performance of its audit and supervision activities, are;

- 1- Monitoring the efficiency and effectiveness of activities within the scope of internal systems on behalf of the Board of Directors,
- 2- Carrying out pre-evaluations in selecting independent audit firms by the Board of Directors, and obtaining information related to the activities of the relevant firms as deemed necessary. Accordingly, the duties and authorities of the Audit Committee are defined as follows:
- 3- Assisting the Board of Directors in fulfilling its supervision role in matters of internal audit, internal control, and risk management,
- 4- Ensuring that the internal audit system is carried out within the scope and purpose stated in the Regulation on the Internal Systems of Insurance and Reinsurance and Pension Fund Companies,
- 5- Evaluating the Inspection Board Regulations and the annual internal audit plan prepared by the Inspection Board and approved by the Board of Directors,
- 6- Evaluating whether the management of the company has shared the importance of internal control with the company employees and whether a proper internal control culture has been established in the company,
- 7- Obtaining information about the periodic and process-oriented internal audit results of the Inspection Board on errors and deficiencies in the implementation of the internal control system

The number of meetings held by the Audit Committee in 2023 is 3, and 1 meeting is planned for 2023.

EARLY DETECTION OF RISK COMMITTEE

It was formed in accordance with the decision taken at the Board of Directors meeting of the Company dated 07.12.2015. The Committee consists of two Board Members who do not have executive or operational duties. The basic responsibilities of the Early Detection of Risk Committee, established within the Board of Directors for the early detection of risks that may endanger the existence, development, and continuity of the Company, are as follows;

- 1- Early detection of risks that may endanger the existence, development, and continuity of the Company,

- 2- Taking, implementing, and reporting necessary precautions regarding identified risks,
- 3- Developing the necessary policies to carry out risk management processes.

Accordingly, the duties and authorities of the Early Detection of Risk Committee are defined as follows:

- 1- The Committee works to early identify risks that may endanger the existence, development, and continuity of the Company, to take necessary precautions regarding the identified risks, and to manage the risk.

The Committee presents its suggestions and opinions in writing to the Board of Directors regarding the establishment and development of the Company's risk management system that can minimize the effects of risks that may affect shareholders and all stakeholders. The committee convened once in 2023.

REMUNERATION COMMITTEE

The Remuneration Committee, which reports directly to the Board of Directors, was established in 2013.

Committee Activities: The members of the committee are Recep AKTUĞ, the Chairman of the Board of Directors, and Tuba KÖSEOĞLU OKÇU, a member of the Board of Directors.

- 1- It is responsible for monitoring and supervising the implementation of the remuneration policy and practices in accordance with relevant laws, regulations, and risk management principles,
- 2- Determining and approving the remuneration packages for executive and non-executive members of the board, the General Manager, and the Deputy General Managers,
- 3- Coordinating with the Human Resources department or other relevant units as needed to fulfill its aforementioned responsibilities. The Committee held 4 meetings in 2023.

Top Management of the Company

Name/ Surname	Title
Burak Ali GÖÇER	General Manager
K. Çağlayan BAKAÇHAN	Deputy General Manager Continues duty as Deputy General Manager responsible for Legal and Shareholder Relations, Human Resources, Customer Services, and Communication Center, Operations, Product Development, Legislation, and Actuary and Compliance units.
Ahmet KARAMAN	Deputy General Manager Continues duty as Deputy General Manager responsible for Fund Management and Collection, Budget and Management Reporting and Financial Affairs units.
Hakan ÖĞER	Deputy General Manager , Has been serving as Deputy General Manager responsible for Individual Sales, Corporate Sales, Private Customer Relationship Management, and Customer Asset Management units as of 01.02.2023.
Aylin EŞKİNAT	Deputy General Manager Continues duty as Deputy General Manager responsible for Digital Channel Management and Customer Experience, Business Analytics and Customer Solutions, Digital Transformation and Project Management and Organization and Process Management units.

During our reviewing period, Hakan ÖĞER was appointed as Deputy General Manager at the Board of Directors meeting dated 09.01.2023 and numbered 651.

Comparison of some items of the Company's Balance Sheet for the last three years (TL)

	2020/12	2021/12	2022/12
Current Assets	26,461,907,209	36,339,692,720	63,341,131,565
Non-Current Assets	65,488,209	81,761,914	106,636,484
Total Assets	26,527,395,418	36,421,454,634	63,447,768,049
Short-Term Liabilities	24,757,643,790	33,944,525,995	59,807,565,906
Long-Term Liabilities	659,368,409	1,069,146,897	1.625.284.688
Equity	1,110,383,219	1,407,781,742	2,014,917,455
Total Liabilities	26,527,395,418	36,421,454,634	63,447,768,049

Source: Garanti Emeklilik ve Hayat A.Ş. 2022 Annual Report

Comparison of some items of the Company's Income Statement for the last three years (TL)

	2020/12	2021/12	2022/12
General Technical Department Balance	494,770,665	638,019,400	1,047,256,314
Investment Income	160,991,176	256,339,312	421,712,835
Investment Expenses	(44,336,311)	(71,247,121)	(122,676,074)
Net Profit/Loss	471,509,681	611,554,927	1,009,257,341

Source: Garanti Emeklilik ve Hayat A.Ş. 2022 Annual Report

Summary Financial Information of the Company for the Last Four Years*

Financial Indicators	2019 (Thousand TL)	2020 (Thousand TL)	2021 (Thousand TL)	2022 (Thousand TL)
BES Fund Size	17,793,619	23,494,931	33,089,670	58,164,875
Technical Reserves	668,605	864,552	1,405,366	2,323,712
Paid-in Capital	53,084	503,084	503,084	503,084
Equity	1,344,834	1,110,383	1,407,782	2,014,917
Total Assets	20,099,594	26,527,395	36,421,455	63,447,768
Life Premium Production (net)	774,296	1,025,326	1,330,041	2,247,864
Technical Income Expense Balance	418,686	494,771	638,019	1,047,256
Non-Technical Income Expense Balance	169,159	115,438	193,604	319,137
Profit/(Loss) Before Taxes	587,845	610,209	831,623	1,366,193
Net Profit	454,553	471,509	611,555	1,009,257
Avr. Return on Assets (%)	2.65	2.03	2.07	2.11
Avr. Return on Equity (%)	40.83	46.55	52.59	64.85

Source: Garanti Emeklilik ve Hayat A.Ş. 2022 Annual Report

Individual Pension Information of the Company for the Last Four Years*

PENSION	2019/12	2020/12	2021/12	2022/12
Pension Fund Size (Million TL)	17,147,	21,766,	31,520	54,342
Market Share (%)	14.39	13.75	13.82	13.58
Number of Participants	1,105,191	1,112,594	1,134,664	1,263,770
Market Share in the Number of Participants(%)	16.08	16.12	16	16.01
Life Premium Production (Million TL)	837.5	1,111.8	1,456.7	2,579.6
Life Premium Production Market Share (%)	7.37	7.70	8.40	8.36

*Source: EGM data*TSB Data

As of the end of 2022, the company has increased its assets by 74.20% compared to the end of 2021. A significant portion of the company's profit is generated by the technical profit obtained from the life insurance and pension sectors in which it operates. Garanti BBVA Emeklilik continued to strengthen its financial power at the end of 2022 and reached 2,014.9 million TL in equity and 1,009.3 million TL in profits. As of 2022, Garanti BBVA Emeklilik ve Hayat A.Ş. has become the most profitable company in the pension sector in terms of technical profit among private companies.

Information about Company Activities

The company, which conducts its operations within the framework of Insurance Law No. 5684 ("Insurance Law"), published in the Official Gazette on June 14, 2007, and numbered 26552, and the Individual Pension Savings and Investment System Law No. 4632 ("Individual Pension Law"), which was published in the Official Gazette on April 7, 2001, and numbered 4366 and has been valid since January 1, 2013, and the other regulations and legislation in force, has signed policies/agreements in the life, individual accident health and pension branches as of September 30, 2022.

According to Pension Monitoring Center data as of **30.11.2023**, Garanti Emeklilik's fund size is **78,912,839,445-TL'dir**. The company's state contribution is not included in the pension fund. According to Pension Monitoring Center data, the number of participants of the company reached **1,350,667** as of **30.11.2023**.

As of **30.11.2023**, according to the Pension Monitoring Center data, Garanti Emeklilik **ranks third** in the sector with a market share of **15.70%** in the number of participants. As for fund size (excluding State contribution funds), it **ranks fifth** with a market share of **13.30%**.

As of 01.12.2023, Garanti Emeklilik ve Hayat A.Ş. is among the top three companies in the Auto Participant System in terms of number of employees and employee fund size. The company's AES (Automatic Enrollment System) total fund size reached **6,007,703,221 TL** as of 01.12.2023. In terms of employee fund amount, Garanti BBVA Emeklilik ranks third in the sector with a market share of **12.61%**.

Garanti Emeklilik is a member of the Global Compact Turkey, which works to promote the concept of responsible corporate citizenship and sustainable institutions and plays a leading role in determining the corporate sustainability agenda in Turkey. Garanti Emeklilik has assigned the Deputy General Manager, by the decision of the Board of Directors, to become a member of the Global Principles Signatories Association and to represent it in the association. Garanti Emeklilik is included in the WWF Turkey Green Offices network, which aims to reduce carbon emissions, save energy, raise awareness about renewable resources, conscious use of natural resources and environmentally friendly practices.

A. Changes in the Company in the Last Year:

i. Changes in Capital and Articles of Association

There were no changes in the company's capital during the reviewing period. In the company's extraordinary general meeting held at its headquarters on 07.11.2023, it was unanimously accepted to amend the articles of association after receiving necessary approvals from the Insurance and Private Pension Regulation and Supervision Agency and the Ministry of Trade according to the 3rd Article, the 4th Article titled 'Scope of Business', the 5th Article titled 'Head Office and Branches', the 13th Article titled 'Board of Directors and Eligibility for Election', the 19th Article titled 'Notification to the Ministry and Ministry Representative', and the 26th Article titled 'Amendments to the Articles of Association', and to authorize the Board of Directors to carry out the transactions required by the accepted amendment.

ii. Profit Distribution:

In accordance with Article 6 of the ordinary general assembly meeting of Garanti Emeklilik ve Hayat A.Ş. held at the company headquarters on 31.03.2023, where the activities for 2022 were discussed, it was decided to distribute the distributable profit of 650 million TL from the activities of 2022 to the company's partners in proportion to their shares.

iii. Policies and Regulations

During the reviewing period, amendments were made to the following policies in accordance with the decision taken at the 666 and 669 meetings of the Board of Directors dated 31.03.2023;

Ethics and Integrity Principles of Garanti Emeklilik ve Hayat A.Ş.,
Anti-Corruption Policy,
Internal Control Compliance Regulation,
Working Procedures and Principles of the Board of Directors,
Board of Directors Diversity and Compliance Policy,
Corporate Governance Model Policy and Remuneration Policies.

Personal Data Protection and Processing Policy and Business Continuity Policy were updated at the Board of Directors meetings dated 20.07.2023 and numbered 678 and 680.

Insurance Risk Management and Control General Policy was accepted at the Board of Directors meetings dated 19.10.2023 and numbered 685.

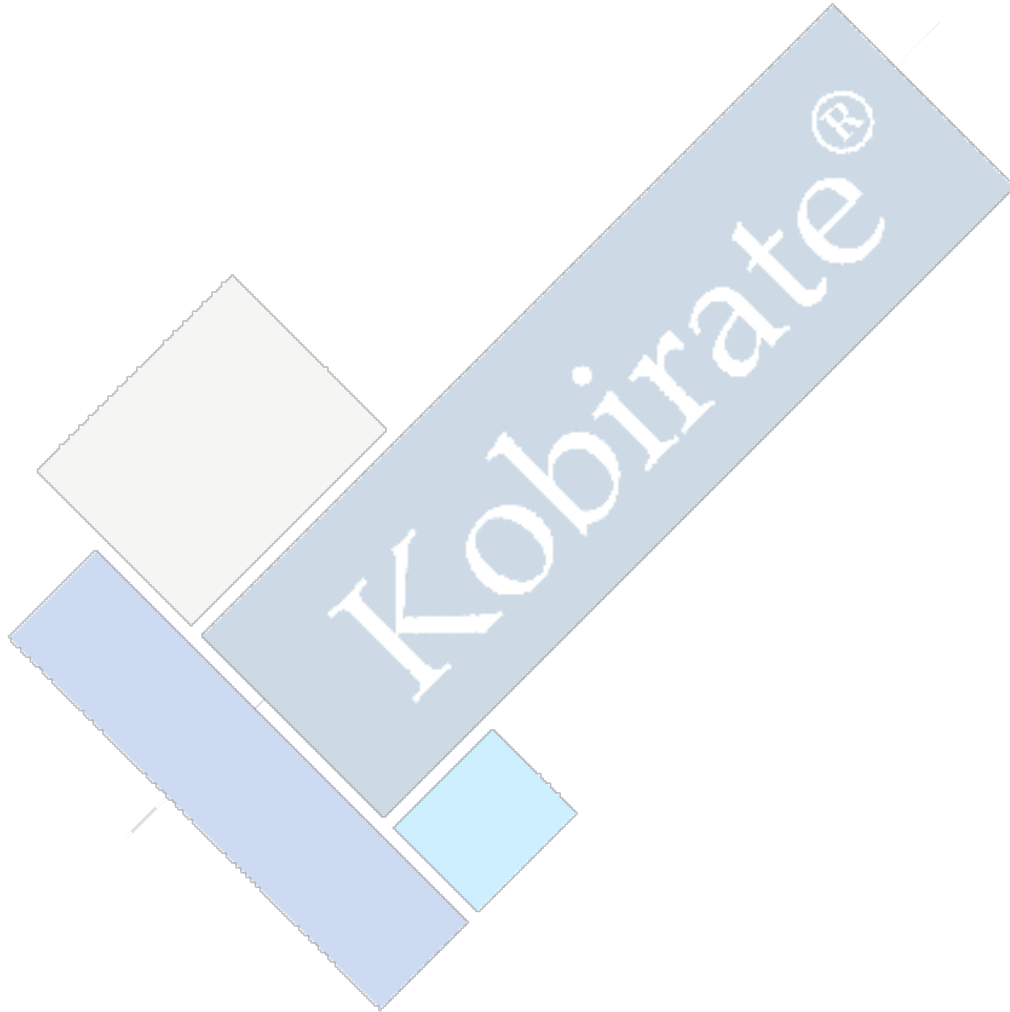
During the reviewing period, no amendments were made to the Donation and Aid Policy, Profit Distribution Policy, Compensation Policy, Information Policy, and Complaint Management Policy, which the company disclosed to the public through its website.

iv. Management and Organization:

During the monitoring period, a change was made in the company's organizational chart with the appointment of a DGM, and the changes made to the Board of Directors and Senior Management are included in the relevant sections of the report. As of 30.11.2023, the number of employees is 511 people.

v. Changes in Subsidiary and Affiliates

During the reviewing period, there was a capital increase in Emeklilik Gözetim Merkezi A.Ş., and there was no change in the company's participation rate.



4- RATING METHODOLOGY

The Corporate Governance Compliance Rating is a system that audits whether or not the firm's management structures and management styles, the arrangements for shareholders and stakeholders, and the process of informing in transparency and accuracy are performed in accordance with modern corporate governance principles and which assigns a grade corresponding to the existing situation.

Organization for Economic Co-operation and Development (OECD) established a working group in 1998 to assess member countries' opinions on corporate governance and to prepare some non-binding principles.

The fact that principles are open to change in time was also accepted in this work. Although, at first, these principles were focused on the companies whose shares were quoted on the stock exchange, it was emphasized by the OECD that it would also be useful to implement these principles in public enterprises and companies whose shares were not quoted on the stock exchange.

In 1999, OECD Corporate Governance Principles were approved at the OECD Meeting of Ministers and published. Since then, these principles have been regarded as international references for decision-makers, investors, shareholders, companies, and stakeholders throughout the world.

Since their approval, these principles have kept the concept of corporate governance on the agenda and have become guidelines for the laws and regulations in OECD members, as well as other countries.

According to OECD Corporate Governance Principles, corporate governance is based on four basic principles: fairness, transparency, accountability, and responsibility.

Turkey has been closely monitoring these developments. A working group established within TUSIAD in 2001 prepared the guide

titled "Corporate Governance: The Best Implementation Code." Then, CMB issued "Capital Market Board Corporate Governance Principles" in 2003 and updated it in 2005, 2010, 2012, 2013, 2014, and 2020 according to international developments in this field.

Obligation to comply with CMB's Corporate Governance Principles, based on the principle of "comply or explain", and to declare it became part of companies' lives in 2004. Putting the Declaration of Compliance to Corporate Governance in the annual reports became obligatory the following year.

The principles are grouped under four main headings, namely: the Shareholders, Public Disclosure and Transparency, Stakeholders, and the Board of Directors.

The Corporate Governance Compliance Rating Methodology has been prepared by Kobirate A.Ş. for companies whose shares are traded on BIST, banks, investment partnerships and **non-quoted companies**.

It has been prepared in accordance with "Corporate Governance Communiqué (II-17.1) and Communiqué Amending this Communiqué (II-17.1.a)" published in the Official Gazette No. 31262 on October 2, 2020, by the Capital Markets Board and regulations on voluntary sustainability principles compliance framework in addition to board decisions taken at the CMB's board meeting dated 01.02.2013 and numbered 4/105.

In this analysis, the full compliance of workflow and analysis techniques with Kobirate A.Ş.'s Ethical Rules is considered.

360 criteria are used in the rating process for **BIST Non-Listed** Companies in order to measure the compliance of firms with corporate governance principles. These criteria are transformed into "Corporate Governance Rating Question Sets" through Kobirate A.Ş.'s software.

The weighting scheme for the four main sections in the new Corporate Governance Compliance Rating, determined by CMB's memorandum dated 12.04.2013 and numbered 36231672-410.99 (KBRT)-267/3854, is applied completely by Kobirate A.Ş. The weightings are as follows:

Shareholders 25 %

Public Disclosure and Transparency 25 %

Stakeholders 15 %

Board of Directors 35 %

CMB decision dated 01.02.2013 and numbered 4/105 states that in case the minimum requirements of corporate governance principles are met, 85 % of full points can be given at most for that principle, and it is required to add new questions/methods into the methodology in order to ensure that good corporate governance principles, which go beyond meeting the minimum requirements are included in the rating grade. Our company has been informed about this requirement by CMB notification dated 19.07.2013 and numbered 36231672-410.99 (KBRT) 452.

In the year 2022 revised corporate governance compliance rating methodology, created by our company, the grade that can be given to a related criterion in that subsection for meeting minimum requirements of corporate governance principles, stated by CMB Communiqué of Corporate Governance published on 03.01.2014 is restricted to 85 %

of the full points. A rating is made with a system that completes the section grades up to 100 by the company's compliance and implementation of the corporate governance practices, which include the good implementation and internalization of the criteria determined in the corporate governance principles and the different good corporate governance practice criteria determined by our company.

The grade to be assigned by the Corporate Governance Rating Committee to the firm ranges between 0-10. On this scale of grades, "10" points mean excellent, full compliance with CMB's Corporate Governance Principles, while grade "0" means that there is no compliance with CMB's Corporate Governance Principles in any sense in the existing weak structure.

In this report, the following legends have the following meanings:

In this report, the following legends have the following meanings:

- ✓ Due / Correct Application of CMB's Corporate Governance Principles
- ✗ Improper / Erroneous Application of CMB's Corporate Governance principles
- ✓/✗ Practices required to be improved in compliance with CMB's Corporate Governance Principles

5- KOBİRATE ULUSLARARASI KREDİ DERECELENDİRME VE KURUMSAL YÖNETİM HİZMETLERİ
A. Ş. CORPORATE GOVERNANCE RATING GRADES AND DESCRIPTIONS

GRADE	DEFINITIONS
9-10	The Company achieved substantial compliance with the Corporate Governance Principles issued by the Capital Market Board. Internal control systems are established and are operational. Any risks the Company might be exposed to are recognized and controlled effectively. The rights of the shareholders are impartially taken care of. The level of public disclosure and transparency is high. The interests of the stakeholders are fairly considered. The structure and the working conditions of the Board of Directors are in full compliance with the Corporate Governance Principles. The Company is eligible for inclusion in the BIST corporate governance index.
7-8,9	The Company complied considerably with the Corporate Governance Principles issued by the Capital Market Board. Internal control systems are in place and operational, although some improvements are required. Potential risks to which the Company may be exposed are identified and can be managed. The rights of the shareholders are impartially taken care of. Public Disclosure and transparency are at high levels. The interests of the stakeholders are fairly considered. The composition and operational conditions of the Board comply with the Corporate Governance Principles. Some improvements are needed in compliance with the Corporate Governance Principles, even though they do not constitute serious risks. The company is eligible for inclusion in the BIST Corporate Governance Index.
6-6,9	The Company has moderately complied with the Corporate Governance Principles issued by the Capital Market Board. Internal Control systems at a moderate level have been established and operated. However, improvement is required. Potential risks that the Company may be exposed are identified and can be managed. The interests of the shareholders are taken care of, although improvement is needed. Although public disclosure and transparency are taken care of, there is a need for improvement. The benefits of the stakeholders are taken care of, but improvement is needed. Some improvement is required in the structure and working conditions of the Board.

GRADE	DEFINITIONS
<p style="text-align: center;">4-5,9</p>	<p>The Company has minimum compliance with the Corporate Governance Principles issued by the Capital Market Board. Internal control systems are in place at a minimum level but are not full and efficient. Potential risks that the company is exposed to are not properly identified and are not under control. Substantial improvements are required to comply with the Corporate Governance Principles in terms of the benefits of both the shareholders and stakeholders, public disclosure, transparency, and the structure and working conditions of the Board. Under the current conditions, the Company is not eligible to be listed in the BIST Corporate Governance Index.</p>
<p style="text-align: center;">< 4</p>	<p>The Company has failed to comply with the Corporate Governance Principles issued by the Capital Market Board. It also failed to establish its internal control systems. Potential risks that the company might be exposed to are not identified and cannot be managed. The company is not responsive to the Corporate Governance Principles at all levels. There are major weaknesses in the interest of the shareholders and the stakeholders, public disclosure, transparency, structure, and working conditions of the Board, and they are at a level that might cause the investor to incur material losses.</p>

