



Corporate Governance Compliance Rating Report



Türkiye Hayat ve Emeklilik A.Ş.

09 October 2024

Validity Period : 09.10.2024-09.10.2025

LIMITATIONS

This revised Corporate Governance Rating Report, issued by Kobirate Kurumsal Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. for **Türkiye Hayat ve Emeklilik 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 International Credit Rating and Corporate Governance Services Inc. was based on 117 files submitted electronically by the relevant company. It includes documents and information disclosed to the public on the official website, the Independent Audit Report dated March 4, 2024, issued by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. regarding the company's 2023 activities, as well as discussions and reviews conducted by our experts with the company's representatives.

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).

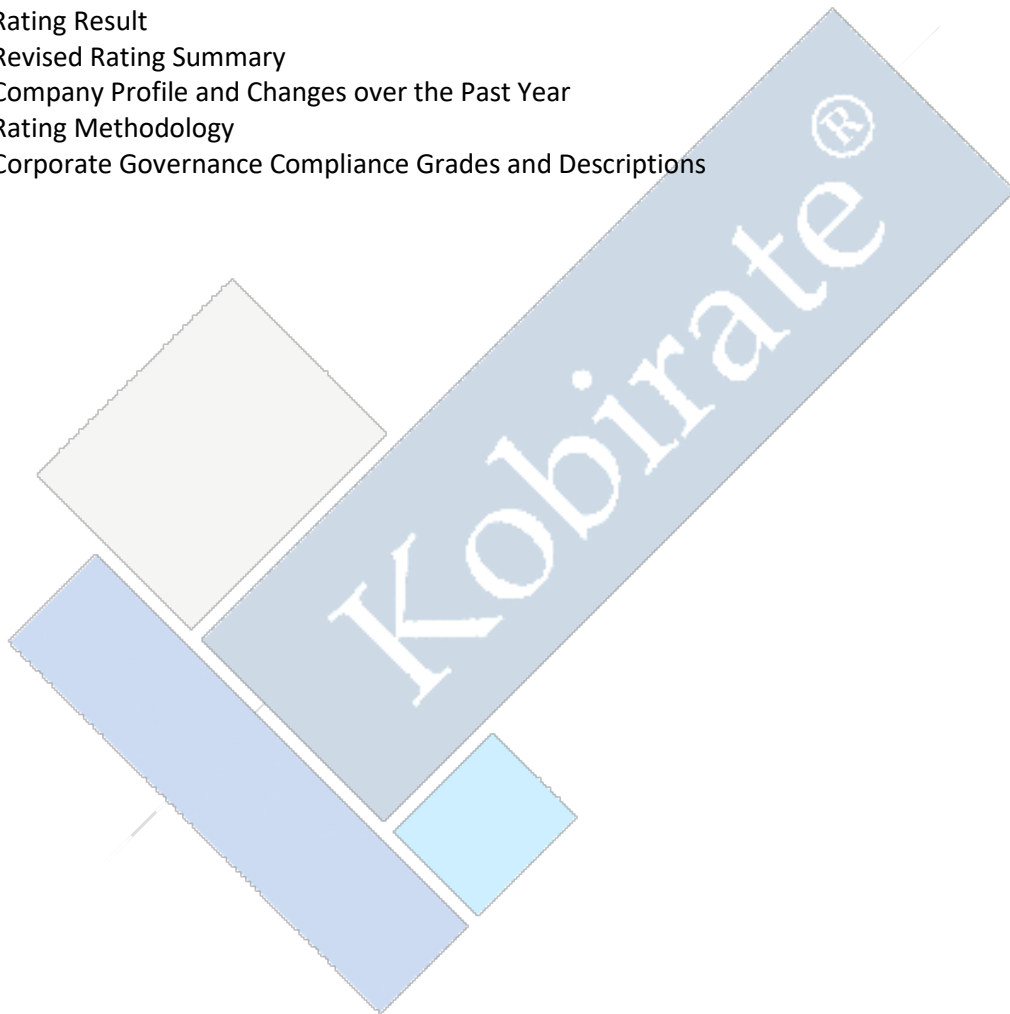
Although the rating is an assessment based on numerous data, it is consequently the institutional opinion of Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. formed according to the methodology disclosed.

The rating grade does not constitute a recommendation to purchase, to hold or to 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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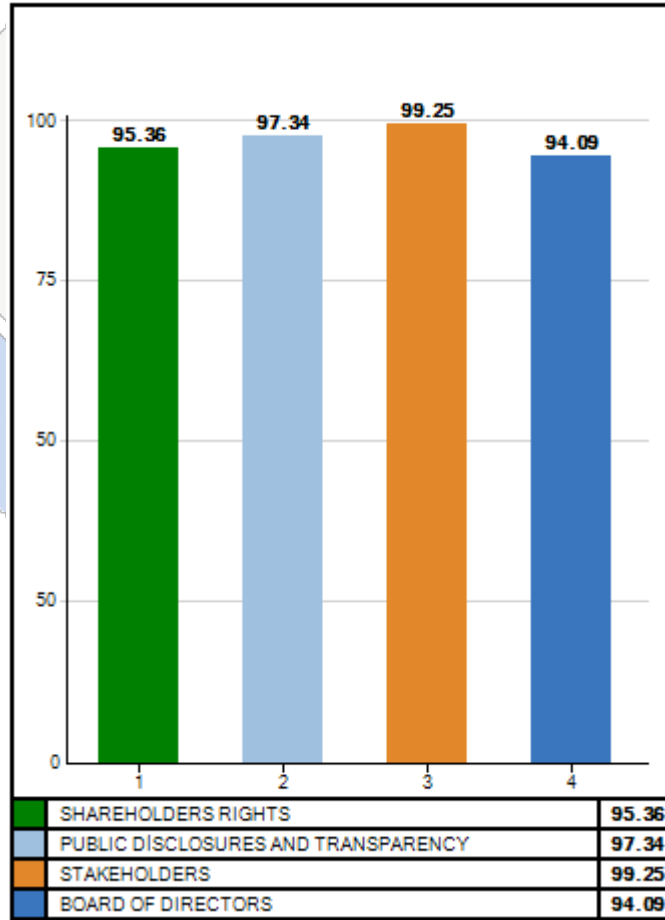
TÜRKİYE HAYAT VE EMEKLİLİK A.Ş.

1. RATING RESULT

NON-LISTED COMPANY

**CMB CORPORATE GOVERNANCE
PRINCIPLES COMPLIANCE GRADE**

9.60





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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 Türkiye Hayat ve Emeklilik A.Ş. 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 117 files sent by the relevant company's www.kobirate.com.tr system environment.

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

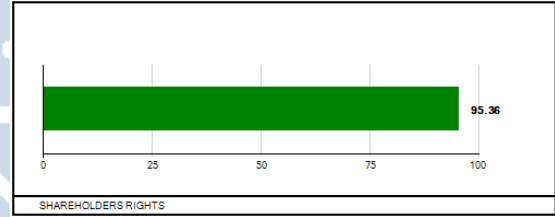
Türkiye Emeklilik ve Hayat A.Ş. has been operating as a **BIST non-listed company**. The Company has been evaluated through an examination of **360** criteria described in Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş.'s methodology of "BIST Non-Listed Companies."

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, the Corporate Governance Compliance Rating Grade of Türkiye Hayat ve Emeklilik A.Ş. has been revised as **9.60** to be effective 10.10.2024 onwards.

This result shows that the Company achieved great compliance with the Corporate Governance Principles issued by the Capital Market Board. Internal control systems are established and are operational. 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. The level of public disclosure and transparency is at a good level. The interests of the stakeholders are fairly considered. The structure and working conditions of the board of directors are in line with corporate governance principles, but although they do not pose major risks, they need some improvements within the framework of corporate governance principles.

The assessments are provided below by section headings.

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 Minorities, 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 **95.36** points.

Activities regarding the relations with shareholders are carried out by the Directorate of Investor Relations. Ms. Şahika BALBAY DEMİROĞLU was appointed as the Director of Investor Relations on 01.07.2024, and Ms. DEMİROĞLU Capital Markets Activities Level 3, Derivative Instruments,

Corporate Governance Compliance Rating, and Credit Rating licenses. She was appointed as a Member of the Corporate Governance Committee in accordance with the CMB's Corporate Governance and Sustainability Communiqué No. II.17-1.

Mr. Sözer ŞİMŞEK was appointed as the Director of Investor Relations on 15.05.2024, and Mr. ŞİMŞEK holds Capital Markets Activities Level 3 and Derivative Instruments Licenses.

The Investor Relations Department of Türkiye Hayat ve Emeklilik A.Ş. is managed by a team of seven people, including a Director, a Department Manager, one Unit Manager, two Specialists, and two Assistant Specialists.

The investor relations directorate and its team simultaneously carry out the investor relations task at Türkiye Sigorta A.Ş. The reason for the rating increase for this department includes the new structure of the Investor Relations department, Board reporting, and additional licenses.

Any data that might affect the exercise of shareholders' rights is currently at the disposal of shareholders on the corporate Internet website.

The information and documents necessary for the healthy exercise of shareholder rights are made available to the shareholders, and for this purpose, the corporate internet address of the company www.turkiyehayatemeklilik.com.tr directed to www.turkiyesigorta.com.tr is used as an effective platform.

With the decision of the Board of Directors of the Company dated 09.05.2024 and numbered 11/34, the Ordinary General Assembly Meeting for the accounting period of 2023 was held on Thursday, 06.06.2024, at 12.00. at the Company Headquarters building at the address of Levent Mahallesi Çayır Çimen Sokak No: 7 Beşiktaş, without announcement in accordance with the TPC Article 416.

Pursuant to Article 18 of the Articles of Association of the Company, each share has 1 (one) voting right. It is possible for the

shareholders to exercise their voting rights in person or by proxies, whether a shareholder or not, at the general assembly meetings. The members are submitted with the specimen proxies to be used for this purpose.

There is no general assembly decision that the company has not fulfilled during the activity period, and there is no lawsuit regarding the cancellation of the company's general assembly meetings.

There is no privilege for voting.

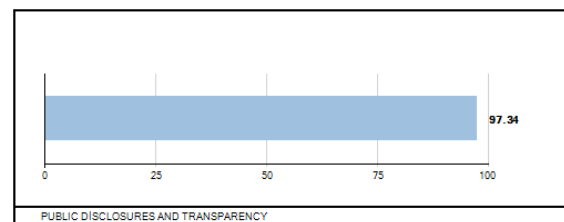
There is no structure that will create minority shareholding in the partnership structure of the company.

The company's profit distribution is implemented in accordance with the provisions of the Turkish Commercial Code, insurance regulations, other relevant legislation, and Article 22 of the Company's Articles of Association. The profit distribution regarding the 2023 activities is included in the relevant section of this report.

There is no regulation in the articles of association that restricts the transfer of company shares. Although there is a regulation in the Articles of Association regarding the shareholders' right to request the appointment of a special auditor from the general assembly, there are no internal regulations or practices that make it difficult to exercise this right.

Including provisions in the articles of association regarding the ability to make donations and distribute interim dividends, as well as stating in the General Assembly announcement or disclosure document that General Assembly meetings will be open to the public, including stakeholders without voting rights and the media, will improve compliance with principles 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 revised as **97.34**.

The extensive integrated activity report and content prepared by the non-listed company are the reasons for the rating increase in this section.

The company carries out public disclosures within the scope of its Public Disclosures Policy, which was developed by the board and disclosed to the public. The disclosure policy includes information on how, how often and in what ways the information to be disclosed to the shareholders, current and potential investors, and the public will be announced, and the method to be followed in answering the questions directed to the company.

The independent external audit for 2023 was conducted by PwC Bağımsız Denetim ve SMMM A.Ş. In the reports dated 04.03.2024, there were no cases in which the independent auditor refrained from expressing an opinion, expressed a qualified opinion or did not sign. DRT Bağımsız Denetim ve SMMM A.Ş. was selected as the independent auditor for the audit of the accounts and transactions of the 2024 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 06.06.2024.

The corporate website of the Company, turkiyehayatemeklilik.com.tr, directed to www.turkiyesigorta.com.tr, is used as an active and effective platform for public disclosure.

The information contained here is constantly updated. In addition to the information

required to be disclosed in accordance with the legislation, the company website contains various information such as shareholding and management structure as of the latest status, the committees of the board of directors and the working principles of the committees as well as the final version of the company's articles of association, financial reports, annual reports, Dividend Distribution Policy, Disclosure Policy, other policies implemented by the company, including Remuneration Policy, Donations and Aid Policy, Compensation Policy, Sustainability Policy, Responsible Purchasing and Ethical principles, and information requests received by the company under the heading of frequently asked questions.

The 2023 Integrated 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. Annual reports of the last five years and the company's financial reports are accessible to shareholders and the public in an electronic environment.

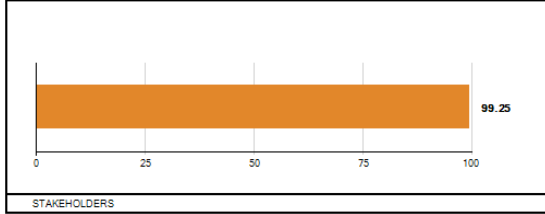
Türkiye Hayat ve Emeklilik A.Ş has disclosed the Sustainability Principles Compliance Framework to the public in its annual report in accordance with the provisions of the Communiqué (II-17.1.a) Amending the Corporate Governance Communiqué (II-17.1) published in the Official Gazette dated 02 October 2020 and numbered 31262.

Information has been provided regarding the project and progress plan for the transformation process of the company's corporate website, which is being undertaken by the Deputy General Manager responsible for Information Technology. The project is planned to be completed in October 2024.

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 an area that needs 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 grade has been confirmed as **99.25**.

The Corporate Governance Principles describe the Stakeholders as individuals, organizations or interest groups as employees, creditors, customers, suppliers, trade unions, and various non-governmental organizations having an interest in the attainment of the company's objectives or in its operations.

It is concluded that Türkiye Hayat ve Emeklilik A.Ş. protects stakeholders' rights, which are specified in regulations and mutual contracts.

The articles of association and/or internal regulations do not contain regulations supporting the direct participation of stakeholders in the company management.

As of 20.09.2024, **1,158** employees are employed at Türkiye Hayat ve Emeklilik A.Ş. The employees are organized within the body of BASS, the Bank Finance and Insurance Workers Union affiliated with TÜRK İŞ, and a collective labor agreement covering the dates

01.01.2024 - 31.12.2025 was signed on 11.01.2024 with the union.

The Employee Ambassadors project was carried out in order to provide information on Human Resources issues, and 78 people were appointed as employee ambassadors. With the "Suggestion System," where all employees can directly convey their opinions and suggestions, employees can submit their suggestions on managerial, operational, financial and sustainability issues that will affect the company.

The Employee Satisfaction Survey was conducted with Great Place to Work in 2021, 2022, 2023, and 2024, and it is planned for 2025 as well. A 2% increase in satisfaction was observed in 2023 compared to the previous year. Customer satisfaction is tracked by the company, with a 3% increase in customer satisfaction rate in 2023, reaching 82% compared to the previous year.

Although the representation of company employees on the board of directors is not determined in writing, the relevant unit managers inform the Board of Directors regarding Actuarial and Internal Audit Reports, Budget, Sector Production Information, Corporate Governance and Human Resources.

In 2023, Türkiye Hayat ve Emeklilik A.Ş., together with Türkiye Sigorta A.Ş., launched an internal training program called the "Insurance School" to strengthen the current workforce and support young talents entering the workforce, completing 11,761 hours of online and 6,037 hours of classroom training between 10.10.2023 and 15.09.2024.

In 2023, Türkiye Hayat ve Emeklilik A.Ş. prepared Human Rights and Employee Rights Policies, Equal Opportunity and Diversity Policies, and Gender Equality Policies, which complement its Human Resources Policy and made them available on its corporate website for all stakeholders and the public.

The New Ethical Principles policy created by the Deputy General Manager of Human Resources, Training, Procurement and Administrative Services was accepted at the meeting of the Board of Directors dated 02.08.2023 and numbered 19/76 and was presented to the information of the Shareholders at the General Assembly held on 03.08.2023.

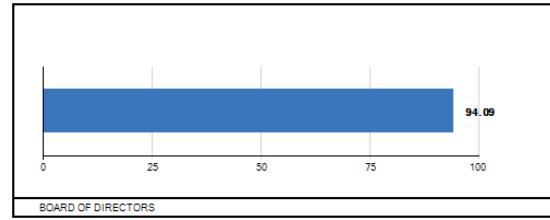
The company holds ISO-18295 Customer Relationship Management Standard, ISO-10002 Customer Satisfaction Management System, ISO 27001 Information Security, ISO 22301 Business Continuity Management Systems, and ISO 9001 Quality Management System certifications. The company is a corporate member of the Turkish Insurance Association, Corporate Communicators Association, Education and Development Platform Association, Pension Monitoring Center, and Compliance Association. It supports numerous Corporate Social Responsibility projects.

Türkiye Hayat ve Emeklilik A.Ş. has disclosed the Sustainability Principles Compliance Framework to the public in its annual report in accordance with the provisions of the Communiqué (II-17.1.a) Amending the Corporate Governance Communiqué (II-17.1) published in the Official Gazette dated 02 October 2020 and numbered 31262.

Under the coordination of Investor Relations, the company has established working groups and assigned responsibilities to expedite progress on priority topics. Different working groups have been formed to address areas such as Employee Well-being, Responsible Insurance, Compliance with Commitments, Zero Waste, Net Zero 2053, Supplier Management, and Sustainability Awareness. The company has outlined short-, medium-, and long-term steps in its sustainability roadmap, committing to be carbon neutral by 2053 and pledging a 15% improvement in energy efficiency by 2035, in its second year of energy consumption measurement.

The company's corporate compliance in this area continues to develop and progress.

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 revised as **94.09**.

The Company's Board of Directors is formed with 7 (seven) members, including one Chairman and 6 (six) members. As of the report date, 1 (one) member of the Board of Directors consists of executive members and the other 6 (members) non-executive members. 3 (three) of the non-executive members are independent members in accordance with the definitions in the corporate governance principles.

The Board of Directors is authorized to make decisions, determine strategy and represent the company at the highest level.

No person in the Company has the authority to decide solely and in an unrestricted fashion. The duties of the Chairman of the Board of Directors and General Manager are carried out by different people. One female member was elected to the Board of Directors at the 2023 General Assembly meeting.

Damages caused by the faults of the members of the board of directors during their duties in the company are partially insured. According to a letter from the Legal

Counsel, no lawsuit has been filed against the Board members in relation to their duties at the company.

Article 11 of the company's articles of association includes the meeting and decision quorum of the board of directors. Every Board Member has one vote.

It has been observed that the meetings of the Board of Directors are held in accordance with the regulations of the legislation and the articles of association regarding the meetings of the Board of directors, and the meeting processes are also written down with the internal regulations of the company.

In order for the Board of Directors to fulfill its duties and responsibilities soundly, the Audit Committee, Corporate Governance Committee and Early Detection of Risk Committees have been established. Separate Nomination and Remuneration Committees haven't been established because of the Board's structure. These duties are carried out by the Corporate Governance Committee as well.

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 corporate website.

The members of the Audit Committee are elected from among the independent members of the Board of Directors, and the chairmen of the other committees are elected from among the independent board members, and the general manager does not take part in the committees. In addition to the committees established in line with principles, the company also has an Information Technology Steering Committee. The principles of remuneration of the members of the board of directors and executives with administrative responsibility were put in writing, submitted for approval by the general assembly, and shared with the public electronically.

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

Since 2022, Board performance evaluations have been conducted in writing to ensure the effectiveness and transparency of Board activities. A performance evaluation of the Board was conducted for 2023 activities, covering a total of 15 criteria, including the adequacy of information, regularity of the Board chair's secretarial activities, members' duties and responsibilities, preparation for meeting agendas and meeting management, communication and collaboration among members and with senior management, meeting attendance, and performance. Individual responses from Board members were gathered, and areas for improvement were identified.

The annual continuation and development of the Board performance evaluation, the appointment of a female member to the Board, and the increase in the number of independent members to three during the ordinary general assembly addressing 2023 activities constitute the reasons for the rating increase in this section.

The clear separation of the powers of the Chairman of the Board of Directors and the CEO/General Manager, and the expression of this distinction in writing in the articles of association, setting a target ratio and target time for the proportion of female members in the Board of Directors, with a condition that it should not be less than 25%; creating a policy to achieve these targets; and evaluating annually the progress made by the board in achieving these goals, and establishing specific rules and limitations for the current board member to take on other roles or responsibilities outside the company, continue as the areas that need development in this regard.

3. COMPANY PROFILE



Company Name	: Türkiye Hayat ve Emeklilik A.Ş.
Company Address	: Levent Mah. Çayır Çimen Sokak, No:7 Levent - Beşiktaş / İSTANBUL
Company Phone	: (0212) 310 12 00
Company Fax Number	: (0212) 310 39 99
Email	: bilgi@turkiyehayatemeklilik.com.tr
Company's Web Address	: www.turkiyesigorta.com.tr
Registered Number	: 274811-0
Date of Incorporation	: 01.05.1991
The company Central Registry No	: 0434005145200019
Paid-in Capital	: 755,752,390, 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 LEI Code	: 789000YV6U4OETKGKH48

Company's Representative in Charge of Rating:

Şahika BALBAY DEMİROĞLU

Investor Relations Director

sahika.demiroglu@turkiyesigorta.com.tr

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Brief History of the Company

Ziraat Hayat ve Emeklilik, Halk Hayat ve Emeklilik, Vakıf Emeklilik ve Hayat Turkey Hayat ve Emeklilik Anonim Şirketi merged in September 2020 as part of the planned reforms in the insurance and private pension sector in order to increase the savings of the Turkish economy and to develop the non-banking financial sector.

With this merger, companies that undertake an important mission to reach wider masses of insurance services in Turkey and to ensure the continuity of stable growth was established with the aim of contributing to the non-banking financial sector size reaching the world average.

"Gücü Adında," with its brand promise and the great responsibility of Turkey in its name, started its activities to change the present and future of the insurance and pension sector and to consolidate its presence as a regional power.

Today, Türkiye Hayat Emeklilik A.Ş. continues to work on its roots in three companies.

The merger process officially started on 13 December 2019 with the press release of Türkiye Varlık Fonu (TVF) and the notifications made to the Public Disclosure Platform by the controlling shareholders of Güneş Sigorta and Halk Sigorta. Türkiye Varlık Fonu took over the shares of public insurance companies for TL 6.54 billion in April.

Based on the decisions taken at the Board of Directors meeting held on 14.05.2020, the necessary preparations have been started within the framework of the relevant legislation provisions; the relevant merger permission was obtained from the Insurance and Private Pension Regulation and Supervision Agency on 23.06.2020, and then Merger Report and Merger Agreement have been signed by the acquired and transferred companies as of 24.06.2020.

An Extraordinary General Assembly was held on 24.08.2020 to merge Ziraat Hayat ve Emeklilik A.Ş and Halk Hayat ve Emeklilik A.Ş with all their assets and liabilities under Vakıf Emeklilik.

Ziraat Emeklilik and Halk Emeklilik merged under Vakıf Emeklilik on 01.09.2020. The name of Vakıf Emeklilik was changed to Türkiye Hayat ve Emeklilik Anonim Şirketi, and as of September 1, 2020, Türkiye Sigorta started to operate in the non-life (elementary) sector, which was formed by the merger of three public insurance companies in the sector; however, Türkiye Hayat Emeklilik, which was formed by the merger of three public pension companies, started to operate in the life/pension sector.

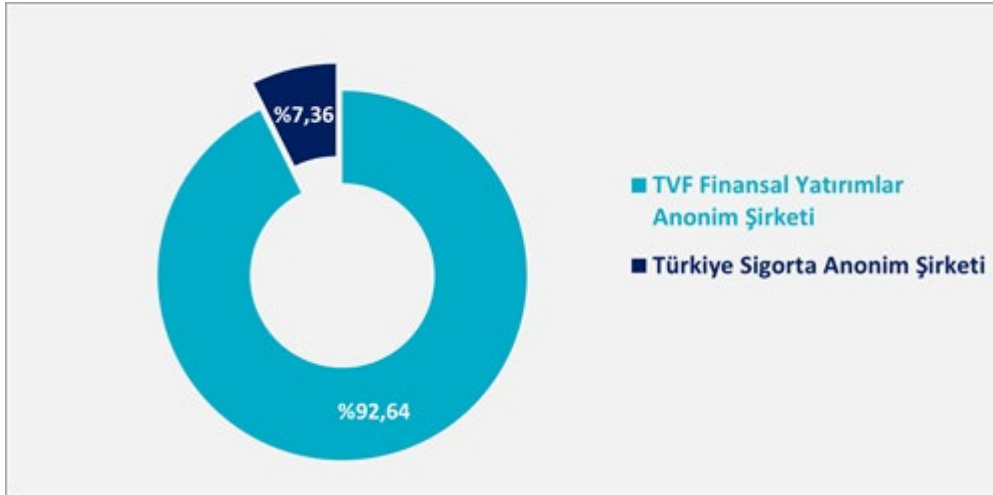
The main shareholder of Türkiye Hayat ve Emeklilik A.Ş. is TVF Finansal Yatırımlar Anonim Şirketi. Türkiye Varlık Fonu owns 100% of TVF Finansal Yatırımlar A.Ş and is an indirect partner. The share of TVF Finansal Yatırımlar, the controlling shareholder of the company, in the Company's capital is 92.64%, and the share of Türkiye Sigorta A.Ş. is 7.36%.

As of 30.06.2024, Türkiye Hayat ve Emeklilik A.Ş. has a broad and strong service network, serving **10 million** customers with **18** regional directorates, **302** agencies, **4,609** bank branches, **33** brokers, and **587** direct sales teams, employing a total of **1,173** personnel.

By the end of June 2024, Türkiye Hayat Emeklilik, a leader in the life insurance sector with a premium production of 5.502 billion TL and a market share of 12.69%, and in the private pension system with a fund size of 182.999 billion TL and a market share of 19.1%, reached a total asset size of 238.610 billion TL. The company's technical balance reached 2.144 billion TL, net investment income increased to 4.103 billion TL, and net profit/loss for the period amounted to 4.653 billion TL.

Being a member of the Turkish Insurance Association and the Corporate Communication Association, the Company has ISO 9001- Quality Management, ISO 18295-1/2:2017 - Customer Relationship Management, ISO 10002:2018 Customer Satisfaction Management System, ISO/IEC 22301 Business Continuity Management System and ISO 27001 Information Security Certificates.

Shareholder Structure (as of the date of this report)



Source: www.turkiyesigorta.com.tr

Shareholder Name	Share Amount (TL)	Share (%)
TVF FİNANSAL YATIRIMLAR A.Ş.*	700,102,390	92.64
TÜRKİYE SİGORTA A.Ş.	55,650,000	7.36
TOTAL	755,752,390	100.00

Source: www.turkiyesigorta.com.tr

*Türkiye Varlık Fonu owns 100% of TVF Finansal Yatırımlar Anonim Şirketi.

The Board of Directors and Representation of the Company

Name/ Surname	Title	Executive/ Non - Executive	Date of Inauguration
Aziz Murat ULUĞ	Chairman	Non - Executive	31.03.2021
Taha ÇAKMAK	Deputy Chairman and General Manager	Executive	04.08.2023
Bilal BEDİR	Member of Board of Directors	Non - Executive	06.06.2024
Muhammed Mahmut ER	Member of Board of Directors	Non - Executive	10.09.2020
Murat AKBALIK	Independent Member of Board of Directors	Non - Executive	02.06.2020
Enver Alper GÜVEL	Independent Member of Board of Directors	Non - Executive	06.06.2024
Ayşe TÜRKMENOĞLU	Independent Member of Board of Directors	Non - Executive	06.06.2024

Source: www.turkiyesigorta.com.tr

The changes made in the company's board of directors during the rating period:

In accordance with the decision made at the Ordinary General Assembly meeting held on 06.06.2024, where the 2023 activities of the company were discussed, **Bilal BEDİR** assumed the role of Board Member as of June 6, 2024, and **Ayşe TÜRKMENOĞLU** and **Enver Alper GÜVEL** assumed their roles as Independent Board Members on the same date, each to serve for a term of two years.

Started as an Independent Board Member at Türkiye Sigorta A.Ş. on 03.08.2023, Fatma ÖZKUL resigned from her role as an Independent Board Member on 05.01.2024. Murat AKGÜÇ, who had been serving as a Board Member since March 31, 2021, resigned from his position on June 6, 2024.

Decision Majority, Representation, Powers of Duty at the Board Meetings:

Pursuant to Article 9 of the Articles of Association of the Company, The business and administration of the company is carried out by the General Assembly by a Board of Directors consisting of at least 6 (six) members in total, together with the General Manager of the Company or his deputy, who is a natural member of the Board of Directors, within the scope of the provisions of the Turkish Commercial Code, Insurance and Pension Legislation, and other legislation.

A legal entity may be elected to the board of directors. If a legal entity is elected as a member of the board of directors, only one real person determined by the legal entity is registered and announced on behalf of the legal entity, together with the legal entity. In addition, the registration and announcement are immediately announced on the company's website. Only this registered person can attend the meetings and vote on behalf of the legal entity. Members of the board of directors must meet the requirements of the Turkish Commercial Code, Insurance Law, Private Pension Savings and Investment System Law and relevant legislation.

Depending on his term of office, the General Manager of the company and his deputy, in his absence, are natural members of the Board of Directors and have the right to vote. Except for the General Manager, who is a natural member, the Members of the Board of Directors are elected for a term of at least 1 and at most 3 years. However, members whose terms have expired can be re-elected. The term of office of the General Manager is not dependent on the term of office of the members of the Board of Directors. The Board of Directors convenes upon the invitation of the Chairman or upon the written request of one or more members, as required by the Company's business, to ensure that the affairs are managed without interruption. Meetings are held at the company headquarters or at another location agreed upon. Those who have the right to attend the meeting of the Company's Board of Directors can also attend these meetings electronically in accordance with Article 1527 of the Turkish Commercial Code. In order for the decisions of the Board of Directors to be valid, the majority of the members must attend the meetings. Decisions are taken with the majority of the members attending the meeting. This rule also applies if the Board of Directors meeting is held electronically. Members of the Board of Directors cannot vote to represent each other, and they cannot attend meetings by proxy.

According to article 12 of the company's articles of association, the company is managed and represented by the Board of Directors. In order for all documents to be given and contracts to be made by the Company to be valid and binding, they must be placed under the title of the Company and bear the joint signatures of two persons authorized to bind the Company. Persons authorized to sign are determined by the decision of the Board of Directors. The Board of Directors may delegate its authority to represent the Company to one or more executive members or third parties as managers in accordance with an internal directive issued in accordance with Articles 370 and 371 of the Turkish Commercial Code. At least one member of the Board of Directors must have representation authority.

Persons authorized to represent and bind the company are registered with the Trade Registry and announced in the Turkish Trade Registry Gazette.

Committees Formed Within Board of Directors

The members of the Company's Audit, Corporate Governance and Early Detection of Risk Committees are listed below. No Nomination and Remuneration Committees have been established in the company, and the duties of these committees are fulfilled by the Corporate Governance Committee in accordance with the revised Corporate Governance Regulation dated 28.06.2022.

Committee	Committee Members	Position within Committee	Position in Company
Audit Committee	Murat AKBALIK	Chairman	Independent Member of Board of Directors
	Enver Alper GÜVEL	Member	Independent Member of Board of Directors
	Mahmut Subutay ÇELİK	Member	Head of Internal Systems
CORPORATE GOVERNANCE COMMITTEE	Murat AKBALIK	Chairman	Independent Member of Board of Directors
	Bilal BEDİR	Member	Member of Board of Directors
	Sözer ŞİMŞEK	Member	Investor Relations Manager
Early Detection of Risk Committee	Murat AKBALIK	Chairman	Independent Member of Board of Directors
	Enver Alper GÜVEL	Member	Independent Member of Board of Directors
	Murat SÜZER	Member	Deputy General Manager

Other Committees Established by the Board of Directors

Information Technologies Steering Committee	Muhammed Mahmut ER	Chairman	Member of Board of Directors
	Doğan BAŞAR	Member	Deputy General Manager
	Çiğdem KILIÇ	Member	Deputy General Manager

The Senior Management Strategy Committee, where the strategies outlined in the previous period report were discussed, has been reorganized into subcommittees, including the Agency Management Committee, Bancassurance Management Committee, Information Technology Committee, Information Security Committee, Disciplinary Board, Ethics Committee, Fund Committee, Claims and Technical Committee, Human Resources Committee, Occupational Health and Safety Committee, Business Continuity and Crisis Management Committee, Personal Data Protection Committee, Marketing Committee, Procurement and Tender Commission, and Asset Investment Committee. The activities are now carried out by these subcommittees.

The Senior Management of the Company as of the report date is shown in the table below.

Name/ Surname	Title	Date of Inauguration
Taha ÇAKMAK	General Manager	04.08.2023
Çiğdem KILIÇ	Deputy General Manager	18.03.2024
Doğan BAŞAR	Deputy General Manager	06.09.2023
Eniz ÜNAL	Deputy General Manager	15.12.2023
Mehmet Turgay ÖZATA	Deputy General Manager	03.11.2023
Melike Nur ÇINAR	Deputy General Manager	03.11.2023
Murat SÜZER	Deputy General Manager	09.10.2023
Şebnem ULUSOY	Chief Legal Counsel	10.08.2020
Mahmut Subutay ÇELİK	Head of Internal Systems	26.09.2024

The changes made in the company's senior management during the rating period are as follows:

Assistant General Manager Sevda MERSİN HENDEM, who began her role on October 1, 2021, resigned on February 27, 2024. Melike Nur ÇINAR assumed the role of Assistant General Manager of Actuarial, and Mehmet Turgay ÖZATA took on the role of Deputy General Manager of Agency Sales as of November 3, 2023. Eniz ÜNAL assumed the role of Deputy General Manager of Bancassurance Sales on December 15, 2023. Çiğdem KILIÇ assumed the role of Deputy General Manager of Information Technology for Türkiye Sigorta and Türkiye Hayat Emeklilik as of March 18, 2024. The senior management of the company also fulfills senior management roles for Türkiye Sigorta A.Ş.

Information Related to the Subsidiaries, Financial Fixed Assets and Financial Investments

Trade name	Line of Business	Paid in/Issued Capital	Company's Share in Capital	Currency	Company's Share in Capital (%)	The Nature of the Relationship with the Company
Emeklilik Gözetim Merkezi A.Ş.	Insurance	50,000,025	3,333,320	TL	6.66	Subsidiary

Source: www.turkiyesigorta.com.tr/yatirimci-iliskiler/emeklilik/finansal-bilgiler

Balance-Sheet Comparison of Company's Certain Selected Items for Three Periods

	2021/12	2022/12	2023/12
Current Assets	8,262,760,128	14,490,498,084	38,719,179,065
Non-Current Assets	53,246,958,157	97,232,474,326	161,163,477,140
Total Assets	61,509,718,285	111,722,972,410	199,882,656,205
Short-Term Liabilities	2,649,850,019	6,301,420,011	25,713,261,036
Long-Term Liabilities	54,945,975,310	99,215,850,639	162,897,257,464
Equity	3,913,892,956	6,205,701,760	11,272,137,705
Total Liabilities	61,509,718,285	111,722,972,410	199,882,656,205

Source: Türkiye Hayat ve Emeklilik A.Ş. Independent Audit Report for the Year 2023

Comparison of the Profit/Loss Report for three periods in some items of the company

	2021/12	2022/12	2023/12
General Technical Department Balance	1,176,000,361	2,039,190,967	3,108,907,585
Investment Income	1,245,326,064	2,529,308,499	10,157,825,303
Investment Expenses	(125,831,069)	(138,822,347)	(3,733,625,727)
Net Profit/Loss	1,736,063,743	3,392,058,078	5,848,256,726

Source: [Türkiye Hayat ve Emeklilik A.Ş. Independent Audit Report for the Year 20223](#)

The Company's Financial Data supports the sustainability of Corporate Governance Compliance.

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 and articles of association during the reviewing period.

ii. Profit Distribution:

In accordance with Article 5 of the ordinary general assembly meeting of Türkiye Hayat ve Emeklilik company held on 03.08.2023, where the activities of 2023 were discussed, according to the profit distribution decision of the Company's Board of Directors dated 09.05.2024 and numbered 11/35, it was unanimously decided to pay a total gross profit share of 2,250 Million TL in cash to the shareholders as of 18.12.2024, after deducting the legal liabilities from the consolidated period net profit of the company.

iii. Policies:

During the reviewing period, changes were made to the Profit Distribution Policy, Disclosure Policy, Remuneration Policy, and Compensation Policy, and these were disclosed to the public through the company's website.

With Board decision No. 146 dated 26.12.2023, policies on Procurement, Ethical Principles, Equal Opportunity and Diversity, Human Rights and Employee Rights, and Gender Equality were established and disclosed to the public.

During the reviewing period, no changes were made to the following policies that the company disclosed to the public through its website: Donation and Aid Policy, Environmental and Occupational Health and Safety Policy, Human Resources Policy, Business Continuity Policy, Quality Policy, Corporate Communication Policy, Corporate Social Responsibility and Sponsorship Policy, Sustainability Policy.

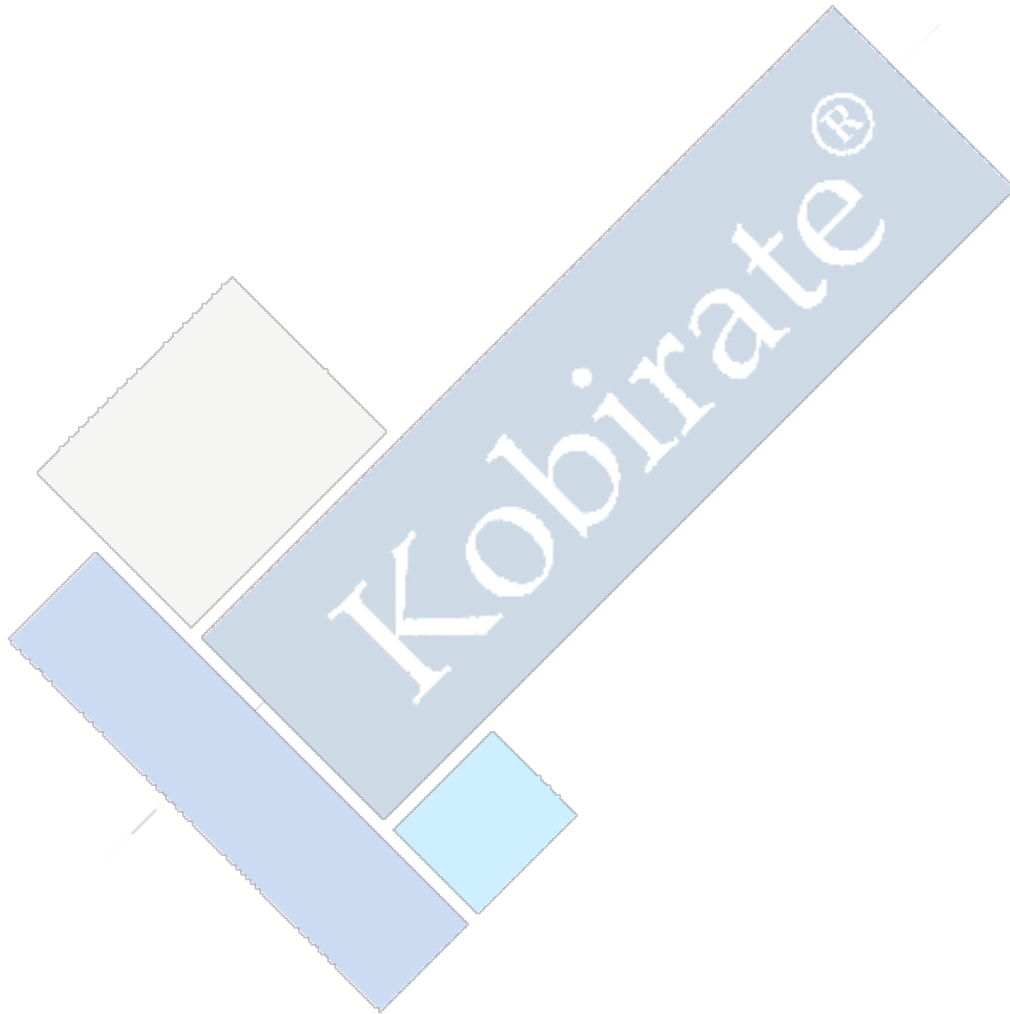
iv. Management and Organization:

Changes in the company's board of directors and senior management during the reviewing period are included in the relevant sections of the report. There were no other changes in the organizational structure of the company during our reviewing period. The organizational structure of the company has been determined according to the working conditions, the units, the number of people to be employed in these units, and their qualifications, which have been written down according to in-house regulations.

As of 20.09.2024, 1158 people are employed.

Changes in Subsidiary and Affiliates

During the reviewing period, the company's stake in the Emeklilik Gözetim Merkezi A.Ş. increased from 6.25% to 6.66%.



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.

The 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 become guidelines for the laws and regulations of OECD members, as well as other countries.

According to OECD Corporate Governance Principles, corporate governance is based on four basic principles, which are 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-listed 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.

**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 to which the Company might be exposed 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 operational and in place, 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
4-5.9	<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, as well as the working conditions of the Board. Under the current conditions, the Company is not eligible to be listed in the BIST Corporate Governance Index.</p>
< 4	<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>

