



**TO** : INVESTMENT COMMUNITY  
**FROM** : GARANTI BANK / Investor Relations  
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**SUBJECT** : Announcement regarding Ordinary General Meeting of Shareholders  
**DATE** : March 04, 2016

The Board of Directors of our Bank resolved on March 03, 2016 that the Ordinary General Meeting of Shareholders of T. Garanti Bankası A.Ş. be held on March 31, 2016 Thursday, at 10:00 a.m. at Levent, Nispetiye Mahallesi, Aytar Caddesi No:2, Besiktas – Istanbul, with the following agenda, and the Head Office be authorized to conduct any and all acts in relation with the Ordinary General Meeting of Shareholders and to determine the persons who will be authorized in this regard.

#### **AGENDA**

- 1- Opening, formation and authorization of the Board of Presidency for signing the minutes of the Ordinary General Meeting of Shareholders,
- 2- Reading and discussion of the Board of Directors' Annual Activity Report,
- 3- Reading and discussion of the Independent Auditors' Reports,
- 4- Reading, discussion and ratification of the Financial Statements,
- 5- Amendment to Article7 of the Bank's Articles of Association,
- 6- Release of the Board Members,
- 7- Submission for approval of the appointments of the Board Members for the remaining term of office of the Board Membership position vacated during the year, and informing the shareholders regarding the external duties conducted by such Board Members and the grounds thereof in accordance with the Corporate Governance Principle no. 4.4.7 promulgated by Capital Markets Board of Turkey,
- 8- Determination of the number of the Board Members, election of new Board Member and informing the shareholders regarding the external duties conducted by the new Board Members and the grounds thereof in accordance with the Corporate Governance Principle no. 4.4.7 promulgated by Capital Markets Board of Turkey,

- 9- Determination of profit usage and the amount of profit to be distributed according to the Board of Directors' proposal,
- 10- Determination of the remuneration of the Board Members,
- 11- Election of the Independent Auditor in accordance with Article 399 of Turkish Commercial Code,
- 12- Informing the shareholders about remuneration principles of the Board Members and directors having the administrative responsibility in accordance with the Corporate Governance Principle no. 4.6.2 promulgated by Capital Markets Board of Turkey,
- 13- Informing the shareholders with regard to charitable donations realized in 2015, and determination of an upper limit for the charitable donations to be made in 2016 in accordance with the banking legislation and Capital Markets Board regulations,
- 14- Authorization of the Board Members to conduct business with the Bank in accordance with Articles 395 and 396 of the Turkish Commercial Code, without prejudice to the provisions of the Banking Law,
- 15- Informing the shareholders regarding significant transactions executed in 2015 which may cause conflict of interest in accordance with the Corporate Governance Principle no. 1.3.6 promulgated by Capital Markets Board of Turkey.

In contradiction between the Turkish and English versions of this public disclosure, the Turkish version shall prevail.

We declare that our above statements are in conformity with the principles included in the Board's Communiqué, Serial VIII Nr. 54., that it exactly reflects the information we received; that the information complies with our records, books and documents; that we did our best to obtain the correct and complete information relative to this subject and that we are responsible for the declarations made in this regard.

Yours sincerely,  
Garanti Bank

**TÜRKİYE GARANTİ BANKASI A.Ş.**  
**INFORMATION DOCUMENT FOR THE ORDINARY GENERAL SHAREHOLDERS' MEETING TO**  
**BE HELD ON MARCH 31 2016**

The Ordinary General Shareholders' Meeting of the Bank for 2015 accounting period will be held on March 31, 2016, at 10:00a.m., at the address of Levent, Nispetiye Mahallesi, Aytar Caddesi No:2 34340 Beşiktaş-İSTANBUL.

Pursuant to Article 29 of the Turkish Capital Market Law No. 6362, the Bank will not send the General Assembly call in the form of registered mail to our shareholders.

Our shareholders may physically attend the General Shareholders' Meeting personally or by proxy or may participate the General Shareholders' Meeting personally or by proxy in electronic environment according to Article 1527 of the Turkish Commercial Code No. 6102. All stakeholders, who will be voiceless during the meeting, are also invited to the Ordinary General Shareholders' Meeting.

The shareholders who will attend the General Shareholders' Meeting physically should submit their identity cards bearing the TR Identity Number on the meeting day, if they are real persons. If the shareholder is a legal entity or a governmental entity, then the identity cards (bearing the TR Identity Number) along with the certificates of representation of those who are authorized to represent and bind the legal entity should be submitted.

The shareholders who will attend the General Shareholders' Meeting in electronic environment through Electronic General Assembly System (**EGKS**) launched by Central Registry Agency (**MKK**), should be checked in/registered in such system at the latest until 21:00 on the day before the General Shareholders' Meeting day. The shareholders who declare that they will attend the General Shareholders' Meeting in electronic environment, will not be able to attend the meeting physically. The shareholders or their representatives who will attend the meeting in electronic environment should have secure e-signature, register their communication information to e-MKK informative portal and fulfill any and all duties mentioned in the "Regulation on General Assembly Meetings of Joint Stock Companies To Be Held In Electronic Environment" published in the Official Gazette dated 28.08.2012 and numbered 28395, the "Communiqué on Electronic General Assembly Systems To Be Used in General Assembly Meetings of Joint Stock Companies" published in the Official Gazette dated 29.08.2012 and numbered 28396, and relevant Capital Markets Board regulations. Otherwise, such shareholders will not be able to attend the General Shareholders' Meeting in electronic environment.

The shareholders may attend the General Shareholders' Meeting in person or by proxy. The proxy form is as attached herewith (Annex-1.). The representatives should submit the relevant PoAs and identity cards bearing the TR Identity Number on the meeting day. On the other hand, the representatives who will be appointed through EGKS portal, should submit only their identity cards bearing the TR Identity Number.

The representatives whose identity information will be registered in the EGKS portal and who will attend the General Shareholders' Meeting in electronic environment, will be able to attend the meeting without submitting any document to the Bank.

It is possible for the custody institutions to attend the General Shareholders' Meeting as "Depositor Representative" provided that they are identified in the EGKS portal in order to represent the shareholders whose shares are in safe custody with such institutions. In such case, these custody institutions should appoint and authorize their employees in order to physically attend the General Shareholders' Meeting by preparing the PoA Related to Deposited Shares and Instruction Notification Form, as attached herewith (Annex 2/a and Annex 2/b)

The Annual Activity Report including the Balance Sheet and Income Statement of 2015 accounting period, Board of Directors Report, Independent Aditor's Report and Board of Directors' profit distribution proposal are submitted for our Shareholders' review at the EGKS and E-Company portal of MKK ([www.mkk.com.tr](http://www.mkk.com.tr)), on the Bank's web sites [www.garanti.com.tr](http://www.garanti.com.tr) and [www.garantiinvestorrelations.com](http://www.garantiinvestorrelations.com), at the Bank's Head Office and Branches three weeks before the meeting day.

**ADDITIONAL EXPLANATIONS IN ACCORDANCE WITH THE CORPORATE GOVERNANCE COMMUNIQUÉ (II. 17.1) ISSUED BY THE CAPITAL MARKETS BOARD OF TURKEY**

**a) The shareholding structure and voting rights of the Bank as of March 3<sup>rd</sup>, 2016**

SHAREHOLDING STRUCTURE OF T.GARANTİ BANKASI A.Ş			
NAME	NUMBER OF SHARES	NOMINAL (TL)	SHARE (%)
BBVA(BANCO BILBAO VIZCAYA ARGENTARIA S.A)	167.580.000.000	1.675.800.000,00	399000%
DOĞUŞ HOLDİNG A.Ş.	25.984.637.253	259.846.372,53	6,19%
DOĞUŞ ARAŞTIRMA GELİŞTİRME VE MÜŞAVİRLİK HİZ. A.Ş.	15.955.423.702	159.554.237,02	3,80%
DOĞUŞ NAKLİYAT VE TİC. A.Ş.	60.654.629	606.546,29	0,01%
<b>DOĞUŞ GROUP TOTAL :</b>	<b>42.000.715.584</b>	<b>420.007.155,84</b>	<b>100001%</b>
<b>OTHERS</b>	<b>210.419.284.416</b>	<b>2.104.192.844,16</b>	<b>500998%</b>
<b>GRAND TOTAL :</b>	<b>420.000.000.000</b>	<b>4.200.000.000,00</b>	<b>100,00%</b>

**b) Information regarding the changes to the management and activities of the Bank and its affiliates which will materially affect the Bank's activities**

There is no change in the management and activities of the Bank and its affiliates which will materially affect the Bank's activities during 2015 accounting period. Moreover, no change is planned for the upcoming accounting period which will materially affect the activities of the Bank. Furthermore, issues which will materially affect the Bank's activities are disclosed to public in accordance with the relevant legislation.

On the other hand, pursuant to the Share Purchase Agreement signed between Doğuş Group and BBVA S.A., Doğuş Group's and BBVA S.A.'s stake in Garanti are respectively 10.0001% and 39.9% of the share capital as of 27.07.2015.

**c) Information regarding the Board Member nominees and the reason of revocation or election of the Board Members, if the agenda of the General Shareholders' Meeting includes the revocation and election of the Board Members**

The appointments of the Board Members for the remaining term of office of the Board Membership positions vacated during the year, the determination of the number of the Board of Directors as ten excluding the CEO and the election of a new Board Member, to fill the remaining term of office of other Board Members will be submitted for the approval of the shareholders. Accordingly, the information regarding the Board Members whose appointments will be submitted to the approval of the shareholders are given below:

## **ERGUN ÖZEN**

### **Board Member**

Ergun Özen, has resigned from his office as CEO as of September 2, 2015. The Board of Directors has resolved to appoint Ergun Özen as real person Board Member, in order to complete the remaining term of office vacated as a result of the resignation of Ahmet Kamil Esirtgen and to submit such appointment for the approval at the first General Assembly to be held. Accordingly, such appointment will be submitted for the approval at the General Shareholders' Meeting.

Ergun Özen earned his BA in Economics from New York State University and is a graduate of the Advanced Management Program at Harvard Business School. He started his banking carrier in Treasury department in 1987 before joining Garanti in 1992 and served as the President & CEO and natural Board Member at Garanti Bank between April 1, 2000- September 2, 2015. Mr. Özen is also a Board Member at Garanti Securities, the Deputy Chairman of the Board of Directors at GarantiBank Moscow and the Chairman of the Board of Directors at GarantiBank S.A. (Romania). In addition, Mr. Özen serves as the Board Member of the Istanbul Foundation for Culture and Arts (IKSV) and Turkish Industrialists' and Businessmen's Association (TUSIAD) and since 2010 as the Board Member of the Trustees of Turkish Education Association. Mr. Özen has 28 years of experience in banking and business administration.

## **MARIA ISABEL GOIRI LARTITEGUI**

### **Board Member**

The Board of Directors has resolved on July 27, 2015 to appoint Maria Isabel Goiri Lartitegui as real person Board Member, in order to complete the remaining term of office vacated as a result of the resignation of Angel Cano Fernandez and to submit such appointment for the approval at the first General Assembly to be held. Accordingly, such appointment will be submitted for the approval at the General Shareholders' Meeting.

Isabel Goiri earned her BA with First Class Honors degree from Birkbeck, University of London and MSc in Business Administration from Imperial College London. She began her career as an analyst and fund manager at Schroder Investment Management (London), one of the largest UK asset managers. In Joining BBVA Asset Management as Chief Investment Officer (CIO), Ms. Goiri also served as a Board Member. In 2003, she was appointed as BBVA Head of Investor Relations, reporting to Group CFO. In January 2008, she became the CFO of BBVA Compass, the USA subsidiary of BBVA. In April 2011, Goiri was appointed as the Director of Corporate Risk Management at Head Office Risk Unit. Being appointed as Global Risk Management - Turkey Director in July 2015, Ms. Goiri has been serving as a Board Member of Garanti Bank since July 27,2015. Ms. Goiri has 25 years of experience in banking and business administration.

## **JAVIER BERNAL DIONIS**

### **Board Member**

The Board of Directors has resolved on July 27,2015 to appoint Javier Bernal Dionis as real person Board Member, in order to complete the remaining term of office vacated as a result of the resignation of Manuel Castro Aladro, and to submit such appointment for the approval at the first General Assembly to be held. Accordingly, such appointment will be submitted for the approval at the General Shareholders' Meeting.

After earning his Law Degree from University of Barcelona (Spain), Javier Bernal Dionis received his MBA from IESE Business School, University of Navarra (Spain). After working in Barna Consulting Group (Barcelona) as Partner and in Promarsa (New York, USA) as General Manager, he joined BBVA in 1996. Until 1999, he was the Segment Manager of Retail Banking (Spain) at BBVA. During

2000-2003, he was the founder of an external internet portal outside of BBVA. Last 12 years, he has been working in different areas at BBVA: Between 2004-2005, he was the Head of Innovation and Business Development, reporting to the CEO; 2006-2010, the Head of Business Development Spain & Portugal, 2011-2014, the Head of Commercial & Retail Banking under Global Retail and Business

Banking and from 2014 to 2015, he served as the Head of Business Alignment of BBVA and Garanti. He has been Member of the BBVA Group Executive Committee : 2006- 2010 and Spanish and Portugal Executive Committee 2010 – 2011. He has been serving as the Board Member of Garanti Bank since July 27, 2015 and he is also a Board Member at Garanti Pension and Life, GarantiBank Moscow, Garanti Bank S.A. (Romania), Garanti Leasing, Garanti Securities and Garanti Payment Systems. Mr. Bernal has 25 years of experience in banking and business administration and is responsible for BBVA-Garanti coordination.

#### **ALI FUAT ERBIL**

##### **Board Member, President & CEO**

As a result of the resignation of Ergun Özen from his office as CEO, Ali Fuat Erbil was appointed as the CEO of the Bank effective from September 2, 2015. Therefore he is a natural member of the Board of Directors according to the Banking Law.

Ali Fuat Erbil graduated from the Middle East Technical University Department of Computer Engineering, earned his MBA from Bilkent University and his PhD in Banking and Finance from Istanbul Technical University. After working as an executive at various private companies and banks, he joined Garanti Bank as the Senior Vice President of Distribution Channels in 1997. Mr. Erbil was appointed as the Executive Vice President on April 30, 1999 and was responsible of several areas such as Retail Banking, Corporate Banking, Investment Banking, Financial Institutions and Human Resources as an EVP. Since September 2, 2015, Erbil has been serving as the Board Member, President & CEO and is also the Chairman of Garanti Securities, Garanti Pension and Life, Garanti Factoring, Garanti Leasing, Garanti Payment Systems and Garanti Technology. With 23 years of experience in banking and business administration, Mr. Erbil also serves as the Board Member in the Banks Association of Turkey.

**d) Information regarding the requests of the shareholders, delivered in writing to Investor Relationship Department, to add any agenda item**

Not applicable as of the date of this Information Document.

**e) Information regarding the amendments to the Articles of Association**

Since the Registered Capital Ceiling permission, granted by the Capital Markets Board of Turkey and stated in the Article 7 of the Bank's Articles of Association will expire by the end of 2016, the Board of Directors has resolved on January 14, 2016 to submit necessary applications in order to extend the date of the Registered Capital Ceiling permission until the end of the year 2020 and to amend the Articles of Association in accordance with the attached draft amendment. Required applications have been made and approvals have been obtained regarding the abovementioned resolution. Accordingly, the current and new texts of the relevant article of the Articles of Association approved by the competent authorities is as attached herewith (Annex-4.)

**EXPLANATIONS ON AGENDA ITEMS OF THE ORDINARY GENERAL SHAREHOLDERS'  
MEETING DATED MARCH 31, 2016 OF  
TÜRKİYE GARANTİ BANKASI A.Ş.**

**1- Opening, formation and authorization of the Board of Presidency for signing the minutes of the Ordinary General Meeting of Shareholders,**

In accordance with the relevant legislation and the Bank's Articles of Association, the Board of Presidency will be formed. The Board of Presidency will be authorized for signing the minutes of the Ordinary General Meeting of Shareholders.

**2- Reading and discussion of the Board of Directors' Annual Activity Report,**

The Board of Directors' Annual Activity Report, which have been submitted for the review of the shareholders at the Bank's Head Office and Branches, on the Bank's internet address at [www.garanti.com.tr](http://www.garanti.com.tr), Public Disclosure Platform and EGKS and E-Company portal of MKK

(www.mkk.com.tr), will be read and submitted for the shareholders' review and approval at the General Shareholders' Meeting.

### **3- Reading and discussion of the Independent Auditors' Reports,**

The Independent Auditor's Report for the period of 01/01/2015-31/12/2015, will be read.

### **4- Reading, discussion and ratification of the Financial Statements,**

The Financial Statements, which have been submitted for the review of the shareholders at the Bank's Head Office and Branches, on the Bank's internet address at [www.garanti.com.tr](http://www.garanti.com.tr), Public Disclosure Platform and EGKS and E-Company portal of MKK ([www.mkk.com.tr](http://www.mkk.com.tr)), will be read and submitted for the shareholders' review and approval at the General Shareholders' Meeting.

### **5- Amendment of Article 7 of the Bank's Articles of Association**

Since the Registered Capital Ceiling permission, granted by the Capital Markets Board of Turkey will expire by the end of 2016, required applications have been made to the competent authorities and approvals have been obtained in order to extend the date of such permission until the end of the year 2020. Accordingly, the relevant article amendment draft (Annex:4) of the Articles of Association which was approved by competent authorities will be submitted for the approval at the General Shareholders' Meeting.

### **6- Release of the Board Members**

In accordance with the relevant legislation, release of the Board Members for their transactions and accountings for the year 2015 will be submitted to the approval of the shareholders.

### **7- Submission for approval of the appointments of the Board Members for the remaining term of office of the Board Membership position vacated during the year, and informing the shareholders regarding the external duties conducted by such Board Members and the grounds thereof in accordance with the Corporate Governance Principle no. 4.4.7 promulgated by Capital Markets Board of Turkey**

As a result of the resignations of Board Members Manuel Castro Aladro and Angel Cano Fernandez, Javier Bernal Dionis and Maria Isabel Goiri Lartitegui were appointed as real person Board Members at the Board of Directors' Meeting dated 27.07.2015, in order to fill the remaining term of office and such appointments will be submitted to the approval of the shareholders.

Besides, as a result of the resignation of Board Member Ahmet Kamil Esirtgen, Ergun Özen was appointed as real person Board Member with effect from September 2, 2015 and such appointment will be submitted to the approval of the shareholders.

As a result of the resignation of Ergun Özen from his office as CEO, Ali Fuat Erbil was appointed as CEO of the Bank effective from September 2, 2015. As the CEO is a natural member of the Board of Directors according to the Banking Law, the shareholders will be informed regarding such matter.

In accordance with the relevant Corporate Governance Principle issued by the Capital Markets Board, the shareholders will be informed regarding the external duties, if any, conducted by Board Members whose appointments are approved and the grounds thereof.

### **8- Determination of the number of the Board Members, election of new Board Member and informing the shareholders regarding the external duties conducted by the new Board Members and the grounds thereof in accordance with the Corporate Governance Principle no. 4.4.7 promulgated by Capital Markets Board of Turkey,**

Since the General Assembly is entitled to designate the number of members of the Board of Directors according to Article 18 of the Bank's Articles of Association, the determination of the number of the Board Members as ten excluding the CEO, will be submitted to the approval of the shareholders.

The election of a new Board Member, to fill the remaining term of office of other Board Members will be submitted for the approval of the shareholders.

In accordance with the relevant Corporate Governance Principle issued by the Capital Markets Board, the shareholders will be informed regarding the external duties, if any, conducted by the new member and the grounds thereof.

**9- Determination of profit usage and the amount of profit to be distributed according to the Board of Directors' proposal,**

The proposal of the Board of Directors regarding the method for distribution of the profit realized in the 2015 accounting period will be submitted to the approval of the shareholders. The distribution of the profit table, prepared by the Board of Directors in accordance with Article 45 of the Bank's Articles of Association, is shown in Annex-3

**10- Determination of the remuneration of the Board Members,**

The remuneration of the Board Members will be submitted for the approval of the General Assembly, in accordance with the relevant legislation.

**11- Election of the Independent Auditor in accordance with Article 399 of Turkish Commercial Code,**

The selection of DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş (Deloitte Touche) as the independent audit firm of the Bank and the group for the year 2016, in accordance with the Turkish Commercial Code, will be submitted for the approval of the General Assembly.

**12- Informing the shareholders about remuneration principles of the Board Members and directors having the administrative responsibility in accordance with the Corporate Governance Principle no. 4.6.2 promulgated by Capital Markets Board of Turkey,**

The shareholders will be informed at the General Shareholders' Meeting with regard to the remuneration principles of the Board Members and directors having administrative responsibility, in accordance with the relevant article of Corporate Governance Principles.

**13- Informing the shareholders with regard to charitable donations realized in 2015, and determination of an upper limit for the charitable donations to be made in 2016 in accordance with the banking legislation and Capital Markets Board regulations,**

An upper limit for the charitable donations for the year of 2016 will be determined by the General Assembly and the shareholders will be informed with regard to the charitable donations realized in 2015, all in accordance with the Banking legislation and Capital Markets Board regulations.

**14- Authorization of the Board Members to conduct business with the Bank in accordance with Articles 395 and 396 of the Turkish Commercial Code, without prejudice to the provisions of the Banking Law**

The authorization of the Board Members to conduct business with the Bank in accordance with Article 395 of Turkish Commercial Code titled as "Prohibition to Conduct Business with a Company, Borrowing to a Company" and Article 396 titled as "Prohibition of Competition" will be submitted for the approval of the General Assembly.

**15- Informing the shareholders regarding significant transactions executed in 2015 which may cause conflict of interest in accordance with the Corporate Governance Principle no. 1.3.6 promulgated by Capital Markets Board of Turkey.**

In accordance with the relevant Corporate Governance Principle, the shareholders will be informed regarding whether there are any significant transactions executed in 2015 which may cause conflict of interest.



**VEKALETNAME**  
**T.GARANTİ BANKASI A.Ş.**

T.Garanti Bankası A.Ş.'nin 31 Mart 2016 Perşembe günü, saat 10:00'da Levent, Nispetiye Mahallesi, Aytar Caddesi No:2 34340 Beşiktaş - İstanbul adresinde yapılacak 2015 yılına ait Olağan Genel Kurul Toplantısı'nda, aşağıda belirttiğim görüşler doğrultusunda beni temsile, oy vermeye, teklifte bulunmaya ve gerekli belgeleri imzalamaya yetkili olmak üzere aşağıda detaylı olarak tanıtılan ..... 'yi vekil tayin ediyorum.

Vekilin(\*):

Adı Soyadı/Ticaret Unvanı:

TC Kimlik No/Vergi No, Ticaret Sicili ve Numarası ile MERSİS numarası:

(\*)Yabancı uyruklu vekiller için anılan bilgilerin varsa muadillerinin sunulması zorunludur.

**A) TEMSİL YETKİSİNİN KAPSAMI**

Aşağıda verilen 1 ve 2 numaralı bölümler için (a), (b) veya (c) şıklarından biri seçilerek temsil yetkisinin kapsamı belirlenmelidir.

**1.Genel Kurul Gündeminde Yer Alan Hususlar Hakkında;**

- a) Vekil kendi görüşü doğrultusunda oy kullanmaya yetkilidir.
- b) Vekil ortaklık yönetiminin önerileri doğrultusunda oy kullanmaya yetkilidir.
- c) Vekil aşağıda tabloda belirtilen talimatlar doğrultusunda oy kullanmaya yetkilidir.

**Talimatlar:**

Pay sahibi tarafından (c) şıkkının seçilmesi durumunda, gündem maddesi özelinde talimatlar ilgili genel kurul gündem maddesinin karşısında verilen seçeneklerden birini işaretlemek (kabul veya red) ve red seçeneğinin seçilmesi durumunda varsa genel kurul tutanağına yazılması talep edilen muhalefet şerhini belirtmek suretiyle verilir.

Gündem Maddeleri (*)	Kabul	Red	Muhalefet Şerhi
1.			
2.			
3.			
4.			
5.			
6.			
7.			
8.			
9.			
10.			
11.			
12.			
13.			
14.			
15.			

(\*) Genel Kurul gündeminde yer alan hususlar tek tek sıralanır. Azlığın ayrı bir karar taslağı varsa bu da vekaleten oy verilmesini teminen ayrıca belirtilir.

2. Genel Kurul toplantısında ortaya çıkabilecek diğer konulara ve özellikle azlık haklarının kullanılmasına ilişkin özel talimat:

- a) Vekil kendi görüşü doğrultusunda oy kullanmaya yetkilidir.  
b) Vekil bu konularda temsile yetkili değildir.  
c) Vekil aşağıdaki özel talimatlar doğrultusunda oy kullanmaya yetkilidir.

**ÖZEL TALİMATLAR;** Varsa pay sahibi tarafından vekile verilecek özel talimatlar burada belirtilir.

**B) Pay sahibi aşağıdaki seçeneklerden birini seçerek vekilin temsil etmesini istediği payları belirtir.**

**1. Aşağıda detayı belirtilen paylarımın vekil tarafından temsilini onaylıyorum.**

- a) Tertip ve serisi:\*  
b) Numarası/Grubu:\*\*  
c) Adet-Nominal değeri:  
ç) Oyda imtiyazı olup olmadığı:  
d) Hamiline-Nama yazılı olduğu:\*  
e) Pay sahibinin sahip olduğu toplam paylara/oy haklarına oranı:  
\*Kayden İzlenen izlenen paylar için bu bilgiler talep edilmemektedir.  
\*\*Kayden izlenen paylar için numara yerine varsa gruba ilişkin bilgiye yer verilecektir.

**2. Genel kurul gününden bir gün önce MKK tarafından hazırlanan genel kurula katılabilecek pay sahiplerine ilişkin listede yer alan paylarımın tümünün vekil tarafından temsilini onaylıyorum.**

**PAY SAHİBİNİN ADI SOYADI veya ÜNVANI(\*)**

TC Kimlik No/Vergi No, Ticaret Sicili ve Numarası ile MERSİS numarası:

Adresi:

(\*)Yabancı uyruklu pay sahipleri için anılan bilgilerin varsa muadillerinin sunulması zorunludur.

İMZASI

Annex:2/a

**TEVDİ OLUNAN PAYLARA İLİŞKİN TEMSİL BELGESİ ÖRNEĞİ**

A) TEVDİ EDEN

(1) Ad Soyad/Unvan:	
(2) Vatandaşlık Numarası/Vergi Kimlik/MERSİS Numarası:	
(3)Adres:	

B) TEVDİ EDİLEN

(4) Ad Soyad/Unvan:	
(5) Vergi Kimlik/MERSİS Numarası:	
(6) Adres:	
(7) Tevdi Edilen Payların Sayısı ve Toplam İtibari Değeri:	

Tevdi edilen nezdinde yukarıda belirtilen paydan/pay senetlerinden doğan genel kurul toplantılarına katılma ve tevdi eden tarafından her genel kurul öncesinde verilecek talimatlar çerçevesinde genel kurul gündem maddelerine ilişkin oy kullanma konusunda tevdi edilen yetkilendirilmiştir. (Tarih)

**Tevdi Eden**

**Tevdi Edilen**

**Kaşe/İmza**

**Kaşe/İmza**

**Açıklamalar:**

1) Payın sahibi yazılacaktır.

2) Pay sahibi Türkiye Cumhuriyeti vatandaşı gerçek kişi ise TC kimlik numarası, tüzel kişi ise vergi kimlik numarası (Gümrük ve Ticaret Bakanlığının Merkezi Sicil Kayıt Sistemi uygulamaya geçtiğinde MERSİS numarası) yazılacaktır. Pay sahibi yabancı ise yabancı kimlik numarası veya vergi kimlik numaralarından biri yazılacaktır.

3) Adres bilgisi yazılacaktır.

4) Payların tevdi edildiği kişinin ad soyadı veya aracı kuruluşun unvanı yazılacaktır.

5) Tevdi edilenin vergi numarası veya MERSİS numarası yazılacaktır.

6) Tevdi edilenin adresi yazılacaktır.

7) Tevdi edilen pay sayısı ve toplam itibari değeri yazılacaktır. Ancak, Sermaye Piyasası Kanununun 13. maddesi uyarınca kayden izlenen payların tevdi edildiği durumda, bu alana payların bulunduğu aracı kuruluştaki hesap numarası yazılarak da belirleme yapılabilecektir.

Annex:2/b

### TALİMAT BİLDİRİM FORMU ÖRNEĞİ

#### (I) GENEL KURUL

Genel Kurul Toplantısı Yapacak Şirket	
Genel Kurul Tarihi	

#### (II) GÜNDEM MADDELERİNE İLİŞKİN TALİMATLAR

Gündem No(*)	Kullanılacak Oy	Açıklama (**)
1	KABUL <input type="checkbox"/> RED <input type="checkbox"/>	
2		
3		
4		
5		
6		
7		
8		
9		
10		
11		
12		
13		
14		
15		

(\*) Form gündem sayısını içerecek şekilde hazırlanacaktır. Eksik hazırlanması veya kullanılacak oya ilişkin verilmiş talimatın yazılmamış olması halinde Anonim Şirketlerin Genel Kurul Toplantılarının Usul ve Esasları ile Bu Toplantılarda Bulunacak Gümrük ve Ticaret Bakanlığı Temsilcileri Hakkında Yönetmeliğin 46 ncı maddesinin ikinci fıkrasına uygun şekilde hareket edilir.

(\*\*) Tevdi eden ilgili gündeme ilişkin varsa açıklamalarını bu bölüme yazabilecektir. Eğer “red” oyu kullanma talimatı ile birlikte tutanağa muhalefet şerhi de yazdırılmak isteniyorsa, bu husus açıklama kısmına yazılacaktır.

Annex:3

PROFIT DISTRIBUTION STATEMENT OF T. GARANTİ BANKASI A.Ş. FOR THE YEAR 2015 (TRL)		
1.	Paid-in/issued capital	4.200.000.000,00
2.	Total legal reserves (according to statutory records)	1.168.329.156,93
Information regarding the privilege in profit distribution, if any, granted pursuant to the articles of association		-
<b>According to Statutory Records (SR)</b>		
3.	Profit for the period	4.308.876.188,40
4.	Taxes to be paid ( - )	902.369.577,22
5.	<b>NET PROFIT FOR THE YEAR ( = )</b>	<b>3.406.506.611,18</b>
6.	Losses related previous years ( - )	
7.	First legal reserves ( - )	0,00
8.	<b>NET DISTRIBUTABLE PROFIT FOR THE PERIOD ( = )</b>	<b>3.406.506.611,18</b>
9.	Donations made during the year ( + )	
10.	<b>Net distributable profit for the period (donations are included), according to which the first dividend is calculated</b>	
11.	First dividend to shareholders	210.000.000,00
	Cash -	210.000.000,00
	Bonus issue -	0,00
	<b>Total -</b>	<b>210.000.000,00</b>
12.	Dividend distributed to privileged shareholders	0,00
13.	Dividend distributed to board members, employees, etc.	0,00
14.	Dividend distributed to holders of jouissance shares	0,00
15.	Second dividend to shareholders	357.000.000,00
16.	Second legal reserves	35.700.000,00
17.	Statutory reserves	0,00
18.	Other funds to be kept in Bank statutorily (amount of Luxemburg wealth tax)	4.723.286,20
19.	<b>EXTRAORDINARY RESERVES</b>	<b>2.799.083.324,98</b>
20.	<b>Other distributable funds</b>	
	Profit of the previous year	
	Extraordinary reserves	
	Other distributable reserves pursuant to the legal requirements and Articles of Association	

INFORMATION ON 2015 DIVIDENT PAYOUT RATIO						
	GROUP	TOTAL DIVIDENT AMOUNT		TOTAL DIVIDENT / NET DISTRIBUTABLE PROFIT	DIVIDENT PER SHARE (NOMINAL VALUE :TL1)	
		CASH (TL)	BONUS SHARE (TL)	RATIO (%)	AMOUNT(TL)	RATIO(%)
GROSS(*)	-	567.000.000,00	-	16,64%	0,13500	13,50000

NET	-	481.950.000,00	-	14,15%	0,11475	11,47500
(*) Tax withholding in the rate of 15% shall not be deducted from the cash dividend payments made to full taxpayer institutions and limited taxpayer institutions that generate income in Turkey via off ices or permanent representatives.						

Annex:4

CURRENT TEXT:	NEW TEXT:
<p><b>CAPITAL AND SHARES:</b> <b>Article 7 –</b></p> <p>A) The Bank has accepted the registered capital system under the permission of the Capital Markets Board no. 83/1049 dated August 25<sup>th</sup>, 1999. The Bank’s registered capital amounts to 10.000.000.000.-TL and its issued capital amounts to 4.200.000.000.-TL.</p> <p>B) The Bank’s issued capital has been divided into 420.000.000.000 shares each having a nominal value of 1.-Kr; and 182 shares of them are bearer shares and the remaining 419.999.999.818 shares are registered shares.</p> <p>The issued capital amount of 4.200.000.000.-TL has been fully paid-up.</p> <p>The permission of the registered capital ceiling that was granted by the Capital Market Board is valid between the years 2008 and 2012 (5 Years). At the end of 2012, even though the permitted registered capital ceiling has not been reached, in order for the Board of Directors to adopt a resolution regarding the capital increase, it is mandatory to obtain a permission from the Capital Market Board for the ceiling that was previously permitted or for a new ceiling amount and to receive an authorization from the General Assembly for a new time period. If such authorization could not be obtained, it shall be deemed that the Bank has been removed from the registered capital system. The Board of Directors shall be authorized, without being bound by the provisions of the Turkish Commercial Code regarding the increase in the capital stock, to increase the paid-in capital stock up to the registered capital stock ceiling mentioned hereinabove by issuing new shares between the years 2008 and 2012, in accordance with the provisions of the Capital Market Law.</p> <p>The Board of Directors shall also be authorized to resolve to issue shares above the nominal value and to restrict the rights of shareholders for obtaining new shares.</p> <p>Shares representing the capital of the Bank shall be kept in book entry form and in cash within the frame of the dematerialization principles.</p> <p>Holders of 182 bearer shares not converted into registered shares shall not use any shareholding right excluding the right to dividends. The shareholding rights of these shares except the right to dividends shall be utilized by the Savings Deposit Insurance Fund until these shares shall be converted to registered shares.</p>	<p><b>CAPITAL AND SHARES:</b> <b>Article 7-</b></p> <p>A)The Bank has accepted the registered capital system under the permission of the Capital Markets Board no. 83/1049 dated August 25<sup>th</sup>, 1999. The Bank’s registered capital amounts to 10.000.000.000.-TL and its issued capital amounts to 4.200.000.000.-TL.</p> <p>B) Bank’s issued capital has been divided into 420.000.000.000 shares each having a nominal value of 1.-Kr; and 182 shares of them are bearer shares and the remaining 419.999.999.818 shares are registered shares.</p> <p>The issued capital amount of 4.200.000.000.-TL has been fully paid-up.</p> <p>The permission of the registered capital ceiling that was granted by the Capital Market Board is valid between the years 2016 and 2020 (5 Years). At the end of 2020, even though the permitted registered capital ceiling has not been reached, in order for the Board of Directors to adopt a resolution regarding the capital increase, it is mandatory to obtain a permission from the Capital Market Board for the ceiling that was previously permitted or for a new ceiling amount and to receive an authorization from the General Assembly for a new time period. If such authorization could not be obtained, the Bank shall not increase its capital with a Board of Directors’ resolution. The Board of Directors shall be authorized, without being bound by the provisions of the Turkish Commercial Code regarding the increase in the capital stock, to increase the paid-in capital stock up to the registered capital stock ceiling mentioned hereinabove by issuing new shares between the years 2016 and 2020, in accordance with the provisions of the Capital Market Law.</p> <p>The Board of Directors shall also be authorized to resolve to issue shares above the nominal value and to restrict the rights of shareholders for obtaining new shares.</p> <p>Shares representing the capital of the Bank shall be kept in book entry form and in cash within the frame of the dematerialization principles.</p> <p>Holders of 182 bearer shares not converted into registered shares shall not use any shareholding right excluding the right to dividends. The shareholding rights of these shares except the right to dividends shall be utilized by the Savings Deposit Insurance Fund until these shares shall be converted to registered shares.</p>