



**TO :** INVESTMENT COMMUNITY  
**FROM :** GARANTI BANK / Investor Relations  
Tel: (90 212) 318 2352  
Fax: (90-212) 216 5902  
E-mail: [investorrelations@garanti.com.tr](mailto:investorrelations@garanti.com.tr)  
**SUBJECT :** Announcement Regarding Ordinary General Meeting of Shareholders  
**DATE :** March 5, 2015

The Board of Directors of our Bank resolved on March 05, 2015 that the Ordinary General Meeting of Shareholders of T. Garanti Bankası A.Ş. be held on April 09, 2015 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- Release of the Board Members,
- 6- Submission for approval of the appointment of the Board Member for the remaining term of office of the Board Membership position vacated during the year,
- 7- Election of the Board Members whose terms of office have been expired and informing the shareholders regarding the external duties conducted by the 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 profit usage and the amount of profit to be distributed according to the Board of Directors' proposal,
- 9- Determination of the remuneration of the Board Members,
- 10- Election of the Independent Auditor in accordance with Article 399 of Turkish Commercial Code,
- 11- 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,
- 12- Informing the shareholders with regard to charitable donations realized in 2014, and determination of an upper limit for the charitable donations to be made in 2015 in accordance with the banking legislation and Capital Markets Board regulations,
- 13- 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,

14- Informing the shareholders regarding significant transactions executed in 2014 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