

**TÜRKİYE GARANTİ BANKASI A.Ş.**  
**INFORMATION DOCUMENT FOR THE ORDINARY GENERAL**  
**SHAREHOLDERS' MEETING TO BE HELD ON MARCH 27<sup>th</sup>, 2024**

The Ordinary General Shareholders' Meeting of the Bank for 2023 accounting period will be held on March 27<sup>th</sup>, 2024 at 10:00 am 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 personally or by proxy attend the General Shareholders' Meeting physically or 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 or Merkezi Kayıt İstanbul**), 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-INVESTOR informative portal of Merkezi Kayıt İstanbul. The shareholders or their representatives who do not have secure e-signature and are not registered to e-INVESTOR informative portal will not be able to attend the meeting in electronic environment. The shareholders or their representatives who will attend the General Shareholders' Meeting in electronic environment should fulfil 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 ("CMB") regulations.

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 2023 accounting period, Board of Directors Report, Independent Auditor'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.garantibbva.com.tr](http://www.garantibbva.com.tr) and [www.garantibbvainvestorrelations.com](http://www.garantibbvainvestorrelations.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 TÜRKİYE**

**a) The shareholding structure and voting rights of the Bank as of March 1<sup>st</sup>, 2024**

<b>SHAREHOLDING STRUCTURE OF T.GARANTİ BANKASI A.Ş</b>			
NAME	NUMBER OF SHARES	NOMINAL (TL)	SHARE (%)
BBVA(BANCO BILBAO VIZCAYA ARGENTARIA S.A)	361.089.589.019	3.610.895.890,19	85,97
OTHERS	58.910.410.981	589.104.109,81	14,03
<b>GRAND TOTAL :</b>	<b>420,000,000,000</b>	<b>4,200,000,000.00</b>	<b>100</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 2023 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.

**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, change or election of the Board Members**

The election of the Board Members including the independent board member whose term of office have expired will be submitted for the approval of the shareholders. Accordingly, the information regarding the Board Members whose election will be submitted to the approval of the shareholders are given below.

**Süleyman Sözen**

Süleyman Sözen, graduated from Ankara University Faculty of Political Sciences, served as Chief Tax Inspector and Deputy Chairman of the Tax Inspectors Board of the Ministry of Finance and also worked at the Undersecretariat of Treasury. Since 1981, he held various positions in the private sector on the Board of Directors level primarily at banks and other financial institutions.

Having served on the Board of Directors of Garanti BBVA since 1997, Mr. Sözen was appointed as the Vice Chairman on July 8, 2003 and then as the Chairman on September 19, 2017. Mr. Sözen holds a Certified Public Accountant license and serves as the Board Member of Santa Farma Pharmaceuticals and as the Board of Trustees Member of Teachers Academy Foundation.

### **Jorge Sáenz-Azcúnaga Carranza**

Jorge Sáenz Azcúnaga earned his BS in Business Administration from Universidad Deusto. He developed his entire career in BBVA chronologically as Research Analyst, Corporate Strategist, Head of CEO's Office, Business Development (Commercial & Institutional Banking in Spain), Head of Strategy (Corporate Banking & Asset Management), Head of Strategy and Planning (Spain & Portugal) and between 2013 and 2015 as Regional Manager for the North of Spain. As of 2015, he serves as the Head of Business Monitoring Spain, USA and Türkiye. In July 2016, he was appointed Head of Country Monitoring and Member of the Global Leadership Team in BBVA. Mr. Sáenz-Azcúnaga is a Member of the Board of Directors of BBVA Mexico. He serves as the Board Member of Garanti BBVA since March 24, 2016 and since his appointment as an Audit Committee Member of Garanti BBVA on March 31, 2016, he is deemed as an Independent Board Member of Garanti BBVA in accordance with the relevant regulations of the Capital Markets Board of Türkiye. Appointed as the Deputy Chairman of the Board of Directors on September 19, 2017.

### **Ergun Özen**

Ergun Özen graduated from New York State University's Department of Economics and Advanced Management Program at Harvard Business School. He started his banking career in the Treasury Department in 1987 and joined Garanti BBVA in 1992. Mr. Özen served as the CEO of Garanti BBVA between April 1, 2000 and September 2, 2015, and has been a Member of the Board of Directors since 14 May 2003. Mr. Özen is the Chairman of Beymen Perakende ve Tekstil Yatırımları A.Ş. and Board Member of Atom Bank and WeSoda. Mr. Özen has 37 years of experience in banking and business administration.

### **Rafael Salinas Martinez de Lecea**

Rafael Salinas Martinez De Lecea holds a B.S. degree in Economics and Business Management from Universidad de Alicante and graduate degrees from the Center for Monetary and Financial Studies of the Bank of Spain (CEMFI), MSc in Econometrics and Mathematical Economics of London School of Economics and MBA from the Graduate School of Business of University of Chicago. He joined BBVA in 1991 as the Director of Derivative Products in BBVA Interactivos, S.V.B and developed all his professional career at the BBVA Group. Between 1998-2003, he worked as the Deputy Director of Assets and Liability Management of the BBVA Group. After working as the Head of Capital Base Management of BBVA Group, he was appointed as the Chief Financial Officer (CFO) of Banco de Credito Local de Espana (BCL) in 2003. Between 2006-2015, he served as the Director of Risk & Portfolio Management of the Corporate and Investment Banking unit of BBVA. In 2015 he became Head of Global Risk Management and since 2021, he was the Global Head of Finance of the BBVA Group until September 2023 when he retired from his executive functions at the BBVA Group. Currently he is a Board Member of BBVA Mexico and Garanti BBVA. Mr. Salinas has been serving as a Board Member of Garanti BBVA since May 8, 2017 and has 33 years of experience in banking and business administration.

### **Jaime Saenz De Tejada Pulido**

Jaime Saenz de Tejada Pulido holds undergraduate degrees from Universidad Pontificia de Comillas (ICADE) in both Law & Economics and Business Sciences and completed General Manager Program (PDG) at IESE Business School in 1999. Prior to joining the BBVA in 1993, he worked as a legal and tax adviser, in an American audit firm. In 1993 he was transferred to NY to head Risk Quality for the Americas. Between 1995- 1998, worked as the Commercial Department Manager at BBVA Uruguay, between 1998-2000 as Office Director for BBVA London, and between 2000 and 2005 as Head of BBVA New York and Corporate Banking for the Americas. In 2006, he was appointed as Country Manager for BBVA Peru and in 2008 as Regional Manager for BBVA in Madrid. During 2011-2012 he worked as Business Development Head for Spain and Portugal, before taking over the role of Head of Spain and Portugal in 2012 and member of BBVA Group Management Committee. Between 2014 and 2020 he served as the Chief Financial Officer (CFO) of BBVA Group. Mr. Saenz de Tejada was appointed to his current role as BBVA Group Chief Risk Officer (CRO) in 2021. He has been serving as the Board Member of Garanti BBVA since October 2, 2014 and has 32 years of experience in banking and business administration.

### **Pablo Alfonso Pastor Muñoz**

Pablo Alfonso Pastor Muñoz graduated from Deusto University in B.S. degree in Economics and Business Administration and earned his MBA from Ecole Des Affaires Paris (EAP Madrid). He started his career as Investment Analyst at Banesto (Chile and Argentina) during 1989-1991 and worked at Corporate Risk Unit during 1991-1998. He joined BBVA Group in 1998 and during 1998-1999 he worked at Country Credit Risk, 1999-2002 SMEs Credit Risk, 2002-2007 Corporate and Commercial Credit Risk, 2007-2010 New Developments & USA Credit Risk, 2010-2012 Corporate Banking Risk Management within Global Risk Management. During 2012-2015 he was Chief Risk Officer of BBVA Bancomer. During 2015-2017 he was responsible of Corporate&Investment Banking, Asset Management and Insurance within Global Risk Management. After serving as the Global Risk Management Head of Corporate and Investment Banking during 2017-2019, Pablo Alfonso Pastor Muñoz was serving as Global Risk Management Wholesale Credit Risk Discipline Head until March 2021 when he was appointed as Head of Global Risk Management for South America & Türkiye. He has been serving as the Board Member of BBVA in Perú and BBVA Forum in Chili. He has been serving as the Board Member of Garanti BBVA since March 31, 2021 and has 35 years of experience in banking and business administration.

### **Avni Aydın Düren**

Avni Aydın Düren graduated from the Faculty of Law at Istanbul University and earned his graduate degree on International Law from the American University, Washington College of Law. After serving as an associate, partner and managing partner for over 18 years at international private law firms in New York, London and Istanbul, Mr. Düren joined Garanti BBVA on February 1, 2009 as Executive Vice President in charge of Legal Services and Collections. On June 17, 2020 he was appointed as a Board Member and since his appointment as an Audit Committee Member he is deemed as an Independent Board Member of Garanti BBVA in accordance with the relevant regulations of the Capital Markets Board of Türkiye. Since June 2015, serving as the Corporate Secretary of the Bank, Mr. Düren is also the Member of the Board of Directors, responsible for legal services. Furthermore, Mr. Düren is Vice Chairman of GarantiBank International N.V. and Garanti BBVA Pension and Assistance Fund Foundation, and

Board Member of Garanti BBVA Payment Systems, Garanti BBVA Mortgage, Garanti BBVA Securities, Garanti BBVA Pension and Life, Garanti Kltr A.. and Garanti BBVA Financial Technologies and Board of Trustees Member of Teachers Academy Foundation. Mr. Dren has 32 years of work experience in banking and business administration.

### **Sema Yurdum**

Sema Yurdum graduated from BoĖazii University, Faculty of Economics and Administrative Sciences in 1979 and completed the Advanced Management Program at Harvard Business School in 2000. After working as a Human Resources Expert in a private sector company between 1979-1980, she continued her career in the banking sector between 1980-2005. She worked as an Executive Vice President of Garanti BBVA and held Audit Committee membership in various subsidiaries between 1992-2005. Offering management consultancy services since 2006, Ms. Yurdum was appointed as Independent Board Member at Garanti BBVA on April 30, 2013. Since her appointment as an Audit Committee Member on March 29, 2018 she is deemed as an Independent Board Member of Garanti BBVA in accordance with the relevant regulations of the Capital Markets Board of Trkiye. Furthermore, Ms. Yurdum is a Board Member of Garanti Bank S.A. (Romania) and has 44 years of experience in banking and business administration.

### **Mevhibe Canan zsoy**

Mevhibe Canan zsoy graduated from Istanbul University with Bachelor's Degree of Dental Medicine in 1985. She obtained her Master's Degree on Dental Medicine at the same University in 1987, and earned her MBA from Bogazici University in 1994 and then completed her Energy Technologies Master's Degree at Sabancı University in 2015. Before joining the pharmaceutical industry in 1990, Ms. zsoy had her career as a Medical Dentist. She has occupied Sales & Marketing and commercial leadership positions in Hoechst Marion Roussel, Glaxo Wellcome, Sanofi Aventis operating in the pharmaceutical industry. She was appointed as Vice President in charge of Marketing International in 2007 at General Electric Healthcare, Paris. Ms. zsoy was then assigned as Chief Marketing Officer at General Electric Healthcare, USA in 2009. She returned to Paris as General Manager of Global Mammography in 2011 and led the mammography business field of General Electric (GE). She was appointed as the Chairman and Chief Executive Officer at General Elektrik Ticaret ve Servis A.. in 2012. Besides, she served as the Chief Growth Officer in charge of Middle-East, North Africa and Trkiye since 2017. Currently, Ms. zsoy is an independent board member of TRES and TEMAS incorporated under Tekfen Holding and Vice Chair of ABFT (American Business Forum in Trkiye) and is on the Board of Trustees for SEV Foundation and Vice Chair of SEV Foundation. Ms. zsoy was appointed as Independent Board Member at Garanti BBVA on April 4, 2019.

### **Ebru OĖan Knottnerus**

Ebru OĖan Knottnerus, graduated from Middle East Technical University, Faculty of Administrative and Economic Sciences, Department of Business Administration, and her master's degree in Musicology and Ethnomusicology at Kings College London. She started her banking career in 1991 and worked in various private banks and companies, mostly as a risk management specialist and continued her career as a manager and senior manager in the fields of audit committee, internal control, financial planning, project management and information technologies. As Head of Risk Management in our Bank between 2001-2018; Ebru OĖan Knottnerus carried out the activities of managing the Risk Management Department which is reporting to the Board of Directors Risk Committee, measuring and reporting risks in a timely and accurate manner and ensuring their management by establishing the required policies and risk limits within the Risk

Management Unit, which consists of Market Risk, Structural Interest Risk and Subsidiaries Risk Department, Credit Risk Department, Risk Legislation Coordination, ICAAP and Operational Risk Department and Validation Department. She served as an independent board member in various banks since 2018. Ebru Oğan Knottnerus has 32 years of work experience in the banking sector.

### **Recep Bařtuę**

Recep Bařtuę graduated from ukurova University Faculty of Economics. He started his career in Garanti BBVA Internal Audit Department in 1989. Mr. Bařtuę worked as Corporate Branch Manager during 1995-1999, Commercial Regional Manager during 1999-2004, Commercial Banking Marketing Department Coordinator during 2004-2012, and served as an EVP of Commercial Banking and Consumer Finance during 2013-2018. After serving briefly in various capacities on a number of Board of Directors at one of Trkiye’s largest industrial groups, on September 6, 2019, he was appointed as CEO at Garanti BBVA and also serves as Board Member. He is also the Chairman of the Board of Directors at GarantiBank International N.V., Garanti Bank S.A. (Romania), Garanti BBVA Factoring, Garanti BBVA Leasing, Garanti BBVA Pension and Life, Garanti BBVA Securities, Garanti BBVA Payment Systems, Garanti BBVA Mortgage, Garanti BBVA Fleet Management, Garanti Kltr A.ř., Garanti BBVA Financial Technologies and he is Board Member at Garanti Holding B.V. and G Netherlands B.V.. In addition to his responsibilities, he also serves as the Board Member in the Banks Association of Trkiye and as the Board of Trustees Member of Teachers Academy Foundation. Mr. Bařtuę has 34 years of experience in banking and business administration.

**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**

In order to increase the Registered Capital Ceiling amount of our Bank and since the Registered Capital Ceiling permission granted by the Capital Markets Board of Trkiye to the Bank will expire by the end of 2024, the Board of Directors has resolved with its decisions dated January 11, 2024 and numbered 2499 to submit necessary applications in order to increase the Registered Capital Ceiling amount from 10,000,000,000 Turkish Liras to 25,000,000,000 Turkish Liras, extend the date of the Registered Capital Ceiling permission until the end of the year 2028 and amend the Article 7 of the Bank’s Articles of Association in accordance with the attached draft amendment. The current and new texts of the relevant article of the Articles of Association which has been approved by Capital Markets Board and Banking Regulation and Supervision Agency (“BRSA”), is as attached herewith (Annex-3.)

**EXPLANATIONS ON AGENDA ITEMS OF THE ORDINARY GENERAL  
SHAREHOLDERS’ MEETING DATED MARCH 27<sup>th</sup>, 2024 OF  
TRKİYE GARANTİ BANKASI A.ř.**

**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 addresses at [www.garantibbva.com.tr](http://www.garantibbva.com.tr) and [www.garantibbvainvestorrelations.com](http://www.garantibbvainvestorrelations.com), 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.

## **3. Reading of the Independent Auditors' Reports,**

The Independent Auditor's Report for the period of 01/01/2023-31/12/2023, 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 addresses at [www.garantibbva.com.tr](http://www.garantibbva.com.tr) and [www.garantibbvainvestorrelations.com](http://www.garantibbvainvestorrelations.com), 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 to Article 7 of the Bank's Articles of Association**

In order to increase the Registered Capital Ceiling amount of our Bank and since the Registered Capital Ceiling permission granted by the Capital Markets Board of Türkiye to the Bank will expire by the end of 2024, required applications have been made to the competent authorities in order to increase the Registered Capital Ceiling amount from 10,000,000,000 Turkish Liras to 25,000,000,000 Turkish Liras and extend the date of such permission until the end of the year 2028. Accordingly, the relevant article amendment draft (Annex:3) of the Articles of Association which has been approved by CMB and BRSA, 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 2023 will be submitted to the approval of the shareholders.

## **7. 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 the usage of TRY 87,331,719,888.51 after-tax net profit realized in the 2023 accounting period will be submitted to the approval of the shareholders following the completion of necessary legal permissions and procedures. The distribution of the profit table, which will be prepared by the Board of Directors in accordance with Article 45 of the Bank's Articles of Association will be announced.

## **8. The transfer from Extraordinary Reserves Account to a special reserve account of the surplus amount resulting from the revaluation application within the scope of the paragraph (ç) of the Repeated Article No. 298 of the Tax Procedure Law No. 213 and the re-transfer from special reserve account to Extraordinary Reserves Account of the surplus amount resulting from inflation adjustment made in relation to the end of the 2023 accounting period,**

The transfer from Extraordinary Reserves Account to a special reserve account, the surplus amount of 7,785,606,787.57 Turkish Liras occurred as the result of the revaluation of the Bank's immovable properties and other depreciable assets for the year 2023 calculated through the revaluation under paragraph (ç) of Repeated Article 298 of the Tax Procedure Law and the re-transfer from special reserve

account to Extraordinary Reserves Account of the surplus amount of 28,679,348,686.37 Turkish Liras calculated for current and previous periods, resulting from inflation adjustment made in relation to the end of the 2023 accounting period, will be discussed.

**9. Determination of the number of the board members, election of the board members including the independent member whose terms of office have 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 the Capital Markets Board of Türkiye,**

The determination of the number of the Board Members as 11 including the CEO, the election of the Board Members including the independent board member whose terms of office have expired will be submitted to the approval of the shareholders and the shareholders will be informed regarding the external duties conducted by the Board Members and the grounds thereof in accordance with the relevant Corporate Governance Principle (clause 4.4.7). 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.

An application has been made to the CMB in accordance with the Corporate Governance Principles issued by CMB regarding the candidacy of Mevhibe Canan Özsoy as an independent board member for a term of office sets forth under the independency criteria, if an adverse opinion is not expressed by the CMB, the election of Mevhibe Canan Özsoy as an independent board member for a term of office sets forth under the independency criteria will be submitted to the approval of the shareholders, with the election of other Board Members, within the scope of this agenda item.

Furthermore, an application has been made to the CMB regarding the candidacy of Ebru Ogan Knottnerus as an independent board member in accordance with the Corporate Governance Principles issued by CMB and since an adverse opinion is not expressed by the CMB, the election of Ebru Ogan Knottnerus as an independent board member will be submitted to the approval of the shareholders, with the election of other Board Members.

**10. Election of the Independent Auditor in accordance with Article 399 of Turkish Commercial Code,**

The selection of Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (EY) as the independent audit firm of the Bank and the group for the year 2024, in accordance with the Turkish Commercial Code, will be submitted for the approval of the General Assembly.

**11. Informing the shareholders regarding 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 the Capital Markets Board of Türkiye,**

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.

**12. 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.

**13. Informing the shareholders with regard to charitable donations realized in 2023, and determination of an upper limit for the charitable donations to be made in 2024 in accordance with the banking legislation and Capital Markets Board regulations,**



An upper limit for the charitable donations for the year of 2024 will be determined by the General Assembly and the shareholders will be informed with regard to the charitable donations realized in 2023, 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 2023 which may cause conflict of interest in accordance with the Corporate Governance Principle no. 1.3.6 promulgated by Capital Markets Board of Türkiye.**

In accordance with the relevant Corporate Governance Principle, the shareholders will be informed regarding whether there are any significant transactions executed in 2023 which may cause conflict of interest.

## Annex 1

### VEKALETNAME T.GARANTİ BANKASI A.Ş.

T. Garanti Bankası A.Ş.'nin 27 Mart 2024 Çarşamba günü saat 10:00'da Levent, Nispetiye Mahallesi, Aydar Caddesi No:2, 34340 Beşiktaş - İstanbul adresinde yapılacak 2023 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;

- Vekil kendi görüşü doğrultusunda oy kullanmaya yetkilidir.
- Vekil ortaklık yönetiminin önerileri doğrultusunda oy kullanmaya yetkilidir.
- 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 muhalet 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.

**14. 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**  
**Kaşe/İmza**

**Tevdi Edilen**  
**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**

(14) 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	KABUL <input type="checkbox"/> RED <input type="checkbox"/>	
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.

**TÜRKİYE GARANTİ BANKASI A.Ş.**  
**AMENDMENT TO THE ARTICLES OF ASSOCIATION**

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 pursuant to the former Capital Market Law No. 2499 and adopted registered capital system under the permission of the Capital Markets Board no. 83/1049 dated August 25th, 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 Markets Board is valid between the years 2020 and 2024 (5 Years). At the end of 2024, 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 Markets 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 not exceeding 5 years. If such authorization could not be obtained, the capital increase shall not be made by the 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 2020 and 2024, 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. The right to restrict obtaining new shares shall not be used by any means that may result in inequality between shareholders.</p> <p>Shares representing the capital of the Bank shall be monitored 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, according to the Banking Law. 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 pursuant to the former Capital Market Law No. 2499 and adopted registered capital system under the permission of the Capital Markets Board no. 83/1049 dated August 25th, 1999. The Bank’s registered capital amounts to 25.000.000.000.-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 Markets Board is valid between the years 2024 and 2028 (5 Years). At the end of 2028, 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 Markets 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 not exceeding 5 years. If such authorization could not be obtained, the capital increase shall not be made by the 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 2024 and 2028, 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. The right to restrict obtaining new shares shall not be used by any means that may result in inequality between shareholders.</p> <p>Shares representing the capital of the Bank shall be monitored 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, according to the Banking Law. 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>