



TO : **Investment Community**
FROM : **Garanti Bank / Investor Relations**
SUBJECT : **Announcement regarding Ordinary General Meeting of Shareholders**
DATE : **March 2, 2017**

The Board of Directors of our Bank resolved on March 02, 2017 that the Ordinary General Meeting of Shareholders of T. Garanti Bankası A.Ş. be held on March 30, 2017 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- Determination of profit usage and the amount of profit to be distributed according to the Board of Directors' proposal,
- 7- Determination of the remuneration of the Board Members,
- 8- 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,
- 9- Informing the shareholders with regard to charitable donations realized in 2016, and determination of an upper limit for the charitable donations to be made in 2017 in accordance with the banking legislation and Capital Markets Board regulations,
- 10-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,
- 11-Informing the shareholders regarding significant transactions executed in 2016 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 II Nr.15.1, 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

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TÜRKİYE GARANTİ BANKASI A.Ş.
INFORMATION DOCUMENT FOR THE ORDINARY GENERAL SHAREHOLDERS' MEETING TO
BE HELD ON MARCH 30, 2017

The Ordinary General Shareholders' Meeting of the Bank for 2016 accounting period will be held on March 30, 2017, 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 2016 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), on the Bank's web sites www.garanti.com.tr and 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 2rd, 2017

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	39.90
DOĞUŞ HOLDING A.Ş.	26,045,291,882	260,452,918.82	6.2013
DOĞUŞ ARAŞTIRMA GELİŞTİRME VE MÜŞAVİRLİK HİZ. A.Ş.	15,955,423,702	159,554,237.02	3.7989
OTHERS	210,419,284,416	2,104.192,844.16	50.0998
GRAND TOTAL :	420,000,000,000	4,200,000,000.00	100

* Banco Bilbao Vizcaya Argentaria, S.A. (BBVA) has entered on February 21, 2017 into an agreement for the acquisition from Dogus Holding A.S. and Dogus Arastirma Gelistirme ve Musavirlik Hizmetleri A.S. (together, the "Dogus") of the Bank's shares with a nominal value of TL 417,900,000 amounting to 9.95% of the total issued share capital of the Bank. Completion of the acquisition is conditional, among others, on (i) obtaining the approval of the general assembly of Dogus authorizing the execution of the acquisition and the transfer of the shares to BBVA and (ii) completion of the certain other regulatory actions.

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 2016 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 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.

**EXPLANATIONS ON AGENDA ITEMS OF THE ORDINARY GENERAL SHAREHOLDERS'
MEETING DATED MARCH 30, 2017 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 addresses at www.garanti.com.tr and www.garantiinvestorrelations.com, 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 01/01/2016-31/12/2016, 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.garanti.com.tr and www.garantiinvestorrelations.com, 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.

5- Release of the Board Members

In accordance with the relevant legislation, release of the Board Members for their transactions and accountings for the year 2016 will be submitted to the approval of the shareholders.

6- 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 2016 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

7- 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.

8- 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.

9- Informing the shareholders with regard to charitable donations realized in 2016, and determination of an upper limit for the charitable donations to be made in 2017 in accordance with the banking legislation and Capital Markets Board regulations,

An upper limit for the charitable donations for the year of 2017 will be determined by the General Assembly and the shareholders will be informed with regard to the charitable donations realized in 2016, all in accordance with the Banking legislation and Capital Markets Board regulations.

10- 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.

11- Informing the shareholders regarding significant transactions executed in 2016 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 2016 which may cause conflict of interest.

Annex:1

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

T.Garanti Bankası A.Ş.'nin 30 Mart 2017 Perşembe günü, saat 10:00'da Levent, Nispetiye Mahallesi, Aytar Caddesi No:2 34340 Beşiktaş - İstanbul adresinde yapılacak 2016 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.			

(*) 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:

- Vekil kendi görüşü doğrultusunda oy kullanmaya yetkilidir.
- Vekil bu konularda temsile yetkili değildir.
- 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.

- Tertip ve serisi:*
- Numarası/Grubu:**
- 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 edilmektedir.
**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		

(*) 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 yazabileceklerdir. 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 2016 (TRL)		
1.	Paid-in/issued capital	4,200,000,000.00
2.	Total legal reserves (according to statutory records)	1,206,160,586.26
	Information regarding the privilege in profit distribution, if any, granted pursuant to the articles of association	-
		According to Statutory Records (SR)
3.	Profit for the period	6,293,438,107.84
4.	Taxes to be paid (-)	1,222,888,989.71
5.	NET PROFIT FOR THE YEAR (=)	5,070,549,118.13
6.	Losses related previous years (-)	
7.	First legal reserves (-)	0.00
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	5,070,549,118.13
9.	Donations made during the year (+)	
10.	Net distributable profit for the period (donations are included), according to which the first dividend is calculated	
	First dividend to shareholders	210,000,000.00
	Cash -	210,000,000.00
	Bonus issue -	0.00
11.	Total -	210,000,000.00

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	1,040,000,000.00
16.	Second legal reserves	104,000,000.00
17.	Statü Yedekleri	0.00
17.	Statutory reserves	0.00
18.	Other funds to be kept in Bank statutorily (amount of Luxemburg wealth tax)	227,611,427.90
19.	EXTRAORDINARY RESERVES	3,488,937,690.23
20.	Other distributable funds	-
	Profit of the previous year	
	Extraordinary reserves	
	Other distributable reserves pursuant to the legal requirements and Articles of Association	

INFORMATION ON 2016 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(*)	-	1,250,000,000.00	-	24.65%	0.29762	29.76190
NET	-	1,062,500,000.00	-	20.95%	0.25298	25.29762

(*) 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 offices or permanent representatives.