

TÜRKİYE GARANTİ BANKASI A.Ş.

INFORMATION DOCUMENT FOR THE ORDINARY GENERAL SHAREHOLDERS' MEETING

TO BE HELD ON APRIL 03, 2014

The Ordinary General Shareholders' Meeting of the Bank for 2013 accounting period will be held on April 03, 2014, 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.

The shareholders whose shares are in safe custody with the intermediary institutions and who instructed the relevant institutions not to disclose any identity and portfolio balance information to issuers, will not be listed in the General Assembly Participant List. Therefore, the shareholders who intend to attend the General Shareholders' Meeting physically or in electronic environment should authorize the relevant intermediary institutions to revoke such restriction, if any, in accordance with the Communiqué on Dematerialization Series: IV, No. 28 issued by the Capital Markets Board of Turkey.

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 2013 accounting period, Board of Directors Report, Audit Report for the period 01.01.2013-30.04.2013 prepared by the auditors acting in accordance with the old Turkish Commercial Code No. 6762, 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 internet address of www.garanti.com.tr and 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 12th, 2014

SHAREHOLDING STRUCTURE OF T.GARANTİ BANKASI A.Ş			
NAME	NUMBER OF SHARES	NOMINAL (TL)	SHARE (%)
DOĞUŞ HOLDİNG A.Ş.	85.731.576.189	857.315.761,89	20,4123%
DOĞUŞ ARAŞTIRMA GELİŞTİRME VE MÜŞAVİRLİK HİZ. A.Ş.	15.955.423.702	159.554.237,02	3,7989%
DOĞUŞ NAKLİYAT VE TİC. A.Ş.	60.654.629	606.546,29	0,0144%
DOĞUŞ GROUP TOTAL :	101.747.654.520	1.017.476.545,20	24,2256%
BBVA(BANCO BILBAO VIZCAYA ARGENTARIA S.A)	105.042.000.000	1.050.420.000,00	25,0100%
OTHERS	213.210.345.480	2.132.103.454,80	50,7644%
GRAND TOTAL :	420.000.000.000	4.200.000.000,00	100,000%

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 2013 accounting period. On the other hand, 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 and election of the Board Members

Not applicable.

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

Not applicable.

**EXPLANATIONS ON AGENDA ITEMS OF THE ORDINARY GENERAL SHAREHOLDERS'
MEETING DATED APRIL 03, 2014 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, 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 of Auditors' Reports

Audit Report for the period 01.01.2013-30.04.2013, prepared by the auditors acting in accordance with the old Turkish Commercial Code No. 6762, and the Independent Audit Report 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, 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 2013 will be submitted to the approval of the shareholders.

6- Release of the Auditors who were appointed according to old Turkish Commercial Code No. 6762 for their duties between 01.01.2013-30.04.2013

In accordance with the relevant legislation, release of the Auditors for their duties between 01.01.2013-30.04.2013 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 distribution of the profit realized in the 2013 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

8- 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.

9- Election of the 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 2014, in accordance with the Turkish Commercial Code, will be submitted for the approval of the General Assembly

10- 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,

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.

11- Informing the shareholders with regard to charitable donations realized in 2013, and determination of an upper limit for the charitable donations to be made in 2014 in accordance with the Banking legislation and Capital Markets Board regulations

An upper limit for the charitable donations for the year of 2014 will be determined by the General Assembly and the shareholders will be informed with regard to the charitable donations realized in 2013, all in accordance with the Banking legislation and Capital Markets Board regulations

12- 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.

Annex:1

**VEKALETNAME
T.GARANTİ BANKASI A.Ş**

T.Garanti Bankası A.Ş'nin 03 Nisan 2014 Perşembe günü, saat 10:00'da Levent, Nispetiye Mahallesi, Aytar Caddesi No:2 34340 Beşiktaş - İstanbul adresinde yapılacak 2013 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 Ünvanı:

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 aşağıdaki 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.			

(*) 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 ařađıdaki özel talimatlar dođrultusunda oy kullanmaya yetkilidir.

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

B) Pay sahibi ařađıdaki seeneklerden birini seerek vekilin temsil etmesini istediđi payları belirtir.

1. Ařađıda detayı belirtilen paylarımın vekil tarafından temsilini onaylıyorum.

- a) Tertip ve serisi:*
 - b) Numarası/ Grubu:**
 - c) Adet-Nominal deđeri:
 - d) Hamiline- Nama yazılı olduđu:*
 - e) Pay sahibinin sahip olduđu toplam paylara /oy haklarına oranı:
- *Kayden izlenen paylar için bu bilgiler talep edilmemektedir.

**Kayden izlenen paylar için numara yerine varsa gruba iliřkin bilgiye yer verilecektir.

2.Genel Kurul günden bir gün önce MKK tarafından hazırlanan genel kurula katılabilecek pay sahiplerine iliřkin 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 bilgilerini varsa muadillerinin sunulması zorunludur.

NOT :

1- (A) bölümünde (a), (b) veya (c) olarak belirtilen řıklardan birisi seilir. (c) řıkkı için açıklama yapılır.

2- Vekaletname vermek isteyen oy hakkı sahibi, vekaletname formunu doldurarak imzasını notere onaylatır veya noterce onaylı imza sirkülerini kendi imzasını taşıyan vekaletname formuna ekler.

Annex:2/a

TEVDİ OLUNAN PAYLARA İLİŐKİN TEMSİL BELGESİ ÖRNEĐİ

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		

(*) 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 2013 (TRL)		
1.Paid-in/issued capital		4.200.000.000,00
2.Total legal reserves (according to statutory records)		1.110.148.516,14
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	3.951.115.296,63
4.	Taxes to be paid (-)	945.554.986,97
5.	NET PROFIT FOR THE YEAR (=)	3.005.560.309,66
6.	Losses related previous years (-)	
7.	First legal reserves (-)	0,00
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	3.005.560.309,66
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	215.000.000,00
16.	Second legal reserves	21.500.000,00
17.	Statutory reserves	0,00
18.	Other funds to be kept in Bank statutorily (amount of Luxemburg wealth tax)	34.046.415,76
19.	EXTRAORDINARY RESERVES	2.525.013.893,90
	Other distributable funds	
	Profit of the previous year	-
	Extraordinary reserves	
20.	Other distributable reserves pursuant to the legal requirements and Articles of Association	

INFORMATION ON 2013 DIVIDEND PAYOUT RATIO						
	GROUP	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND / NET DISTRIBUTABLE PROFIT	DIVIDEND PER SHARE (NOMINAL VALUE :TL1)	
		CASH (TL)	BONUS SHARE (TL)	RATIO (%)	AMOUNT(TL)	RATIO(%)
GROSS(*)	-	425.000.000,00	-	14,14%	0,10119	10,11905
NET	-	361.250.000,00	-	12,02%	0,08601	8,60119

(*) 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.