



**TO :** INVESTMENT COMMUNITY  
**FROM :** GARANTI BANK / Investor Relations  
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**SUBJECT :** Garanti Bank 2014 Ordinary General Shareholders' Meeting  
**DATE :** April 3, 2014

The Ordinary General Shareholders' Meeting of the Bank for 2013 accounting period was held on April 03, 2014, at 10:00a.m., at the address of Levent, Nispetiye Mahallesi, Aytar Caddesi No:2 34340 Beşiktaş-İSTANBUL and it is resolved that;

- The Board of Directors' Annual Activity Report and Auditor's Report be approved,
  - The Financial Statements for the year 2013 be approved,
  - From the after-tax profit of the Bank for year 2013 in the amount of TL 3.005.560.309,66, in accordance with Article 45 - of the Articles of Association of our Bank titled as the "Distribution of the Profit";
- a) The cash gross dividend in the amount of TL 425.000.000 be distributed to our Shareholders, dividend distribution be initiated on April 21, 2014 and the Head Office be authorized to conduct any and all acts regarding the distribution of profit,
  - b) TL 1.103.571,88, which was transferred to special fund account, be transferred to the Extraordinary Reserves Account,
  - c) TL 3.341.211,30 which was transferred to special fund account from the profit amount of Luxembourg Branch for the year 2007 and TL 3.303.398,64 which was transferred to special fund account from the profit amount of Luxembourg Branch for the year 2008, be transferred to the Extraordinary Reserves Account,
  - d) TL 21.500.000 be allocated as the Secondary Legal Reserve, and the rest of profit in the amount of TL 2.525.013.893,90 be allocated as the Extraordinary Reserve,
- The Board Members, who continued their duties for the year 2013, and the Auditors, who continued their duties between 01.01.2013-30.04.2013 in accordance with the old Turkish Commercial Code No. 6762, be released,
  - The Board members' remuneration be maintained without any change, and in case any Board Member assumes any particular duty, the remuneration for such member and independent Board Members be determined by the Remuneration Committee authorized by the Board of Directors in accordance with the Corporate Governance Principles, an upper limit be determined as TL 18.000,000 net which is to be paid until the first ordinary general shareholders' meeting for the year 2015,

- DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş (Deloitte Touche) be re-elected to continue their duties as the auditor of the Bank and the group for the year 2014 accounting period, in accordance with Article 399 of the Turkish Commercial Code,
- An upper limit for the charitable donations to be made in 2014 be determined in accordance with the Article 59 of the Banking Law No. 5411, as not to exceed four per thousand of equity of the Bank,
- The Board Members be authorized in accordance with Articles 395 and 396 of the Turkish Commercial Code, without prejudice to the provisions of the Banking Law.

Shareholders were informed on;

- The charitable donations made to institutions and organizations in the amount of TL 18.001.967 in 2013,
- The remuneration principles of the Board Members and directors having administrative responsibilities, in accordance with the Corporate Governance Principles of the Capital Markets Board.

The meeting minutes, the list of participants and the profit distribution table is attached hereto. (Attached files are in Turkish)

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

<b>PROFIT DISTRIBUTION STATEMENT OF T. GARANTİ BANKASI A.Ş. FOR THE YEAR 2013 (TRL)</b>	
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	-
	<b>According to Statutory Records (SR)</b>
3. Profit for the period	3,951,115,296.63
4. Taxes to be paid (-)	945,554,986.97
5. <b>NET PROFIT FOR THE YEAR (=)</b>	<b>3,005,560,309.66</b>
6. Losses related previous years (-)	
7. First legal reserves (-)	0.00
8. <b>NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)</b>	<b>3,005,560,309.66</b>
9. <b>Donations made during the year (+)</b>	
10. <b>Net distributable profit for the period (donations are included), according to which the first dividend is calculated</b>	
	<b>210,000,000.00</b>
	210,000,000.00
	0.00
11. <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	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. <b>EXTRAORDINARY RESERVES</b>	<b>2,525,013,893.90</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	-

<b>INFORMATION ON 2013 DIVIDEND PAYOUT RATIO</b>						
	GROUP	TOTAL DIVIDEND AMOUNT		TOTAL DIVIDEND / NET DISTRIBUTABLE PROFIT	DIVIDEND PER SHARE (NOMINAL VALUE :TL1)	
		CASH (TL)	BONUS SHARE (TL)	RATIO (%)	AMOUNT(TL)	RATIO(%)
<b>GROSS(*)</b>	-	425,000,000.00	-	14.14%	0.10119	10.11905
<b>NET</b>	-	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.