



**TO :** INVESTMENT COMMUNITY  
**FROM :** GARANTI BANK / Investor Relations  
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**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

**TÜRKİYE GARANTİ BANKASI A.Ş.**  
**INFORMATION DOCUMENT FOR THE ORDINARY GENERAL SHAREHOLDERS'**  
**MEETING TO BE HELD ON APRIL 09 2015**

The Ordinary General Shareholders' Meeting of the Bank for 2014 accounting period will be held on April 09, 2015, 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 2014 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](http://www.mkk.com.tr)), on the Bank's internet address of [www.garanti.com.tr](http://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 05 th, 2015**

<b>SHAREHOLDING STRUCTURE OF T.GARANTİ BANKASI A.Ş</b>			
<b>NAME</b>	<b>NUMBER OF SHARES</b>	<b>NOMINAL (TL)</b>	<b>SHARE (%)</b>
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 NAKLIYAT VE TIC. A.Ş.	60.654.629	606.546,29	0,0144%
<b>DOĞUŞ GROUP TOTAL :</b>	<b>101.747.654.520</b>	<b>1.017.476.545,20</b>	<b>24,2256%</b>
<b>BBVA(BANCO BILBAO VIZCAYA ARGENTARIA S.A)</b>	<b>105.042.000.000</b>	<b>1.050.420.000,00</b>	<b>25,0100%</b>
<b>OTHERS</b>	<b>213.210.345.480</b>	<b>2.132.103.454,80</b>	<b>50,7644%</b>
<b>GRAND TOTAL :</b>	<b>420.000.000.000</b>	<b>4.200.000.000,00</b>	<b>100,000%</b>

As disclosed on the Public Disclosure Platform on November 19, 2014; in accordance with the Share Purchase Agreement entered into between Doğuş Group and BBVA, following the completion of the share transfers, Doğuş Group's and BBVA's stake in Garanti will be respectively 10% and 39.9% of the share capital. The transfer of title for the shares sold from Doğuş Group to BBVA will be finalized once the transaction is approved by the relevant authorities in and outside of Turkey including the Banking Regulatory and Supervisory Authority, the Capital Markets Board and the Competition Board.

**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 2014 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.

On the other hand, Doğuş Group and BBVA have entered into a Share Purchase Agreement dated November 19, 2014 with respect to sale of shares of T. Garanti Bankası A.Ş. ("Garanti") representing 14.89% of the share capital with an aggregate nominal value of TL 625,380,000.00. Following the completion of the share transfers, Doğuş Group's and BBVA's stake in Garanti will be respectively 10% and 39.9% of the share capital. The transfer of title for the shares sold from Doğuş Group to BBVA will be finalized once the transaction is approved by the relevant authorities in and outside of Turkey including the Banking Regulatory and Supervisory Authority, the Capital Markets Board and the Competition Board.

**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**

**FERİT F. ŞAHENK  
CHAIRMAN**

Ferit F. Şahenk is the Chairman of Doğuş Group and also the Chairman of Garanti Bank. Formerly, he served as the founder and Vice President of Garanti Securities, CEO of Doğuş Holding and Chairman of Doğuş Otomotiv. Mr. Şahenk is a Board Member of the Foreign Economic Relations Board (DEİK) of Turkey. Following his term as the Chairman of the Turkish- American Business Council of DEİK, he is currently chairing the Turkish-

German Business Council; serving as Deputy Chairman of Turkish-United Arab Emirates Business Council and Executive Board Member of Turkish-Greek Business Council of DEİK. Mr. Şahenk is an active member of the World Economic Forum and the Alliance of Civilizations Initiative. He serves on the Regional Executive Board of Massachusetts Institute of Technology (MIT) Sloan School of Management for Europe, Middle East, South Asia and Africa; Advisory Board of the Middle East Centre of London School of Economics; and Executive Board of Endeavor Turkey. Mr. Şahenk holds a Bachelor's degree in Marketing and Human Resources from Boston College. He has been serving as Chairman of Garanti Bank since April 18, 2001. Ferit F. Şahenk holds Chairman of the Board and Vice Chairman responsibilities in various other affiliates of Doğuř Holding.

**SÜLEYMAN SÖZEN**  
**VICE CHAIRMAN**

Süleyman Sözen is a graduate of Ankara University Faculty of Political Sciences and has worked as a Chief Auditor at the Ministry of Finance and the Undersecretariat of Treasury. Since 1981, he has held various positions in the private sector, mainly in financial institutions. Mr. Sözen holds a Certified Public Accountant license. Having served on the Board of Directors of Garanti Bank since 1997, Mr. Sözen was appointed as Vice Chairman on July 08, 2003. He serves also in subsidiaries of Garanti as the Chairman of the Board of Garanti Bank International N.V. and GarantiBank Moscow. Mr. Sözen holds Chairman of the Board and Vice Chairman responsibilities in various other affiliates of Doğuř Holding.

**AHMET KAMİL ESİRTGEN PH.D**

**BOARD MEMBER** After graduating from Istanbul University Faculty of Economics, Ahmet Kamil Esirtgen earned his MBA from Stanford Graduate School of Business and his Ph.D. from Istanbul University School of Business Administration. He worked at various private sector companies after concluding his academic career in 1975. In 1987, he joined Doğuř Group as Finance Group President. He currently serves as an Executive and a Board Member in Doğuř Group, as well as other private sector companies. He has been serving as Board Member of Garanti Bank since March 19, 1992.

**ERGUN ÖZEN**

**BOARD MEMBER PRESIDENT & CEO**

Ergun Özen earned a BA in Economics from New York State University and is a graduate of the Advanced Management Program at Harvard Business School. He joined Garanti in 1992, where he has been serving as President, CEO and Board Member since April 1, 2000. He is also a Board Member of Garanti Securities, Garanti Pension and Life, Garanti Factoring, Garanti Leasing, Garanti Payment Systems, Garanti Technology, Garanti Bank SA (Romania) and GarantiBank Moscow. In addition, Mr. Özen also serves as Board Member in The Banks Association of Turkey, The Turkish Industrialists' and Businessmen's Association (TUSIAD), The Istanbul Foundation for Culture and Arts (IKSV) and Turkish Education Association. He has been serving as Board Member of Garanti Bank since May 14, 2003.

**ANGEL CANO FERNANDEZ**

**BOARD MEMBER**

Angel Cano Fernández has a degree in Economics and Business from Oviedo University. He joined Argentaria in 1991, as an Assistant Controller, mainly responsible for the development of all the accounting functions. In 1998, he was appointed Controller and Member of the Executive Committee. Between 2001 and 2003, Mr. Cano held the position of Chief Financial Officer of BBVA. In 2005, Mr. Cano takes the lead of Technology of the BBVA Group and becomes Head of Human Resources and Information Technology and in 2006, he became responsible of the Global Transformation of the BBVA Group. Since 2009, he is the President & COO of BBVA. He has been serving as Board Member of Garanti Bank since March 22, 2011.

**CÜNEYT SEZGİN PH.D**

**INDEPENDENT BOARD MEMBER**

M. Cüneyt Sezgin received his undergraduate degree from Middle East Technical University Department of Business Administration, his MBA from Western Michigan University and his Ph.D. from Istanbul University Faculty of Economics. He served in executive positions at several private banks. In year 2001, Dr. Sezgin joined Garanti Bank. He is a Board and Audit Committee Member, also Board Member at Garanti Bank SA (Romania), Garanti Pension and Life, Garanti Securities and Corporate Volunteer Association-Turkey. Dr. Sezgin has been serving as Board Member of Garanti Bank since June 30, 2004, and since April 30, 2013, as Independent Board Member of Garanti Bank, his new title in accordance with the requirements of the relevant new regulation of Capital Markets Board of Turkey.

**JAÍME SAENZ DE TEJADA PULÍDO**

**BOARD MEMBER**

Jaime Saenz de Tejada Pulido holds undergraduate degrees from Universidad Pontificia Comillas (ICADE) in Economics and Business as well as in Law from the same university. He has worked at various private sector corporations. Mr. Saenz de Tejada joined BBVA in 1998 and is currently the CFO at BBVA. He has been serving as Board Member of Garanti Bank since October 2, 2014.

**MANUEL CASTRO ALADRO**

**BOARD MEMBER**

After graduating from Universidad Pontificia Comillas (ICADE) in Economics and Business, Castro Aladro received an MBA from University of Chicago Graduate School of Business. After working as an executive at various private companies and banks, he joined BBVA in 1992. Between 2003 and 2009 he was the Head of Business Development and Innovation. He is currently the Head of Global Risk Management and a member of the Executive Committee of BBVA. He has been serving as Board Member of Garanti Bank since March 22, 2011.

**SEMA YURDUM**

**INDEPENDENT BOARD MEMBER**

Sema Yurdum graduated from Boğaziçi University, Faculty of Administrative Sciences in 1979 and completed Advanced Management Program in Harvard Business School for senior managers in 2000. After working in a private sector company as a human resources expert, she had her career in banking sector between 1980-2005. She worked as an Executive Vice President of Garanti Bank and held audit committee membership in various subsidiaries between 1992-2005. Ms. Yurdum has been engaged in senior consultancy services for companies since 2006. She has been serving as Independent Board Member of Garanti Bank since April 30, 2013.

**MANUEL GALATAS SANCHEZ HARGUINDEY**

**INDEPENDENT BOARD MEMBER**

Manuel Galatas Sanchez-Harguindey has a degree in Business Administration and International Finance from Georgetown University. After working as an executive at various private financial entities, he joined Argentaria (today BBVA) in 1994. Before joining Garanti, he was based in Hong Kong as the General Manager in charge of all BBVA Branches and Representative Offices in Asia/Pacific. He is now both Board Member and Audit Committee Member of Garanti Bank Turkey and General Manager of BBVA Turkey based in Garanti Bank Headquarters in Istanbul. He is also a Board Member at Garanti Bank SA (Romania), GarantiBank Moscow, Garanti Bank International N.V., Garanti Securities, Garanti Pension and Life, Garanti Factoring, Garanti Leasing, Garanti Payment Systems and Garanti Fleet Management. He has been serving as Board Member of Garanti Bank since May 5, 2011, and since April 30, 2013, as Independent Board Member of Garanti Bank, his new title in accordance with the requirements of the relevant new regulation of Capital Markets Board of Turkey.

**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 09, 2015 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](http://www.garanti.com.tr), 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 and discussion of the Independent Auditors' Reports,**

The Independent Auditor's Report for the period of 01/01/2014-31/12/2014, 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](http://www.garanti.com.tr), 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- Release of the Board Members**

In accordance with the relevant legislation, release of the Board Members for their transactions and accountings for the year 2014 will be submitted to the approval of the shareholders.

**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,**

As a result of the resignation of Board Member Carlos Torres Vila, Jaime Saenz De Tejada Pulido was appointed as a real person Board Member at the Board of Directors' Meeting dated 02/10/2014, in order to fill the remaining term of office. Such appointment will be submitted to the approval of the shareholders.

**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,**

As the terms of office of the Bank's Board Members have expired, the Board Members will be elected and in accordance with the relevant Corporate Governance Principle, the shareholders will be informed regarding the external duties, if any, conducted by such members and the grounds thereof.

**8- 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 2014 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

**9- 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.

**10- Election of the Independent 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

**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,**

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- 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,**

An upper limit for the charitable donations for the year of 2015 will be determined by the General Assembly and the shareholders will be informed with regard to the charitable donations realized in 2014, all 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**

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.

**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 accordance with the relevant Corporate Governance Principle, the shareholders will be informed regarding whether there are any significant transactions executed in 2014 which may cause conflict of interest.

Annex:1

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

T.Garanti Bankası A.Ş'nin 09 Nisan 2015 Perşembe günü, saat 10:00'da Levent, Nispetiye Mahallesi, Aytar Caddesi No:2 34340 Beşiktaş - İstanbul adresinde yapılacak 2014 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..			
13.			
14..			

(\*) 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:\*\n b) Numarası/ Grubu:\*\*\n c) Adet-Nominal değeri:\n d) Hamiline- Nama yazılı olduğu:\*

- 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 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 bilgilerini varsa muadillerinin sunulması zorunludur.

**NOT :**

1- (A) bölümünde (a), (b) veya (c) olarak belirtilen şıklardan birisi seçilir.(b) ve (d) şıkkı için açıklama yapılır.

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

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		
12		
13		
14		

(\*) 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

<b>PROFIT DISTRIBUTION STATEMENT OF T. GARANTİ BANKASI A.Ş. FOR THE YEAR 2014 (TRL)</b>	
1. Paid-in/issued capital	4.200.000.000,00
2. Total legal reserves (according to statutory records)	1.131.122.133,98
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	4.162.462.516,87
4. Taxes to be paid ( - )	962.214.713,45
5. <b>NET PROFIT FOR THE YEAR ( = )</b>	<b>3.200.247.803,42</b>
6. Losses related previous years ( - )	
7. First legal reserves ( - )	0,00
8. <b>NET DISTRIBUTABLE PROFIT FOR THE PERIOD ( = )</b>	<b>3.200.247.803,42</b>
9. Donations made during the year ( + )	
10. <b>Net distributable profit for the period (donations are included), according to which the first dividend is calculated</b>	
11. First dividend to shareholders	210.000.000,00
Cash -	210.000.000,00
Bonus issue -	0,00
<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	357.000.000,00
16. Second legal reserves	35.700.000,00
17. Statutory reserves	0,00
18. Other funds to be kept in Bank statutorily (amount of Luxemburg wealth tax)	31.945.654,29
19. <b>EXTRAORDINARY RESERVES</b>	<b>2.565.602.149,13</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	

INFORMATION ON 2014 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(%)
<b>GROSS(*)</b>	-	567.000.000,00	-	17,72%	0,13500	13,50000
<b>NET</b>	-	481.950.000,00	-	15,06%	0,11475	11,47500

(\*) 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.