

MINUTES OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING OF GARANTI BANK A.Ş. HELD ON MARCH 31, 2016

The Ordinary General Shareholders' Meeting of Garanti Bank A.Ş. for the year 2015 was held on 31 March 2016 at 10.00 a.m. at the address of Levent, Nispetiye Mahallesi, Aytar Caddesi No: 2 Beşiktaş - İstanbul, under the supervision of the representatives of the Ministry of Customs and Trade Sabri KÖSE and Metin YONEY, authorized by The Republic of Turkey, İstanbul Governorship Provincial Office for Trade's letter dated 30.03.2016 and numbered 14967955.

The invitation to the meeting, including the agenda, was announced three weeks prior to the meeting date calculated by excluding the announcement and meeting dates in accordance with the relevant legislation and the Articles of Association, in the Turkish Trade Registry Gazettes dated 08 March 2016, numbered 9027 and, in the Sabah and Hurriyet Newspapers dated 08 March 2016, on the Bank's websites at www.garanti.com.tr and www.garantiinvestorrelations.com, on the Public Disclosure Platform and on the Electronic General Assembly System and e-Company Information Portal of the Central Registry Agency.

Pursuant to paragraphs 5 and 6 of article 1527 of the Turkish Commercial Code, the Bank's preparations for its Electronic General Shareholders' Meeting were carried out in compliance with the regulations, and the General Shareholders' Meeting started simultaneously on physical and electronic platforms. Serap ÇAKIR and Ömer ÇİRKİN were assigned the task of handling the Electronic General Assembly System.

Şule Firuzment Bekçi, the representative of the Bank's auditor and group auditor DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. was present at the meeting.

Upon examination of the Attendance List, it was concluded that out of the 420,000,000,000 shares equivalent to the Bank's issued capital of TRY 4,200,000,000; a total of shares corresponding to TRY 3.246.237.553,98 were present in the meeting with shares corresponding to TRY 23.556,92 being represented in person and shares corresponding to TRY 3.246.213.997,06 being represented by proxy whereas shares corresponding to TRY 1.150.406.840,50 were represented by the representatives of the depositors. Therefore the minimum meeting quorum set forth in the legislation and the Articles of Association was met.

The Meeting was opened by Board Member/General Manager Ali Fuat ERBİL in accordance with Article 34 of the Bank's Articles of Association and the Internal Directive for the Working Methods and Principles of the General Assembly.

1-) In order to establish the Board of Presidency, the proposal given by Mustafa KOÇYATAĞI, the representative of one of our Bank's shareholders, Doğu Araştırma Geliştirme ve Müşavirlik Hizmetleri A.Ş., was read and voted.

Upon the proposal that was submitted, with affirmative votes of shares corresponding to TRY 3.246.237.553,98; it was resolved that Avni Aydın DÜREN be elected as the President of the Meeting.

The President of the meeting assigned Hisar Ege TOPRAK ERDOGAN and Ceylan KARA as vote collecting clerks and Gizem Duygu SELVİ as the secretary for writing the minutes of the meeting.

2-) The next agenda item was reading and discussing the Board of Directors' Annual Report for 2015. Since the report had been posted on the Bank's website, on the Public Disclosure Platform and on the Electronic General Assembly System and e-Company Information Portal of the Central Registry Agency three weeks prior to the General Shareholders' meeting for the examination of the shareholders, Ceylan KARA as the representative of Banco Bilbao Vizcaya Argentaria S.A, submitted a proposal to assume the Annual Report as read. Following the voting, the proposal was accepted by the majority of the votes, with dissenting votes of shares corresponding to TRY 23.211.059 versus affirmative votes of shares corresponding to TRY 3.223.026.494.98.

The Board of Directors' Annual Report for 2015 was accepted by the majority of the votes, with dissenting votes of shares corresponding to TRY 23.211.059 versus affirmative votes of shares corresponding to TRY 3.223.026.494.98.

3-) The Independent Auditor's Report for the year 2015 was read to inform the shareholders.

4-) The Assembly moved on to the next agenda item on reading, discussion and approval of the financial statements for 2015. As the Financial Statements had been posted on the Bank's website, on the Public Disclosure Platform and on the Electronic General Assembly System and e-Company Information Portal of the Central Registry Agency within the legally prescribed time limit of three weeks prior to the general shareholders' meeting for the examination of the shareholders, Ceylan KARA as the representative of Banco Bilbao Vizcaya Argentaria S.A submitted a proposal to assume the financial statements as read. Following the voting, the proposal was accepted by the majority of the votes, with dissenting votes of shares corresponding to TRY 76.840.303 versus affirmative votes of shares corresponding to TRY 3.169.397.250,98. The President had the summary of the financial statements read. Subsequently, the Assembly deliberated on the reports and they were put to vote.

The Financial Statements for the year 2015 were approved by the majority of the votes, with dissenting votes of shares corresponding to TRY 76.840.303 versus affirmative votes of shares corresponding to TRY 3.169.397.250,98.

5-) In accordance with the agende item, since the Registered Capital Ceiling permission, granted by the Capital Markets Board of Turkey will expire by the end of 2016, the below amendment of Article 7 of the Articles of Association, which was approved by the letter of Banking Regulation And Supervision Agency dated 04.02.2016 numbered 20008792-101.01.42-E.1610, by the letter of Capital Markets Board dated 28.01.2016 numbered 29833736-110.03.02-E.1051 and by the letter of Ministry Of Customs and Trade - General Directorate of Domestic Trade dated 16.02.2016 numbered 50035491-431.02, was submitted for the approval of the General Assembly in order to extend the date of such permission until the end of the year 2020.

The amendment of the Article 7 of the Bank's Articles of Association was approved by the majority of the votes, with dissenting votes of shares corresponding to TRY 93.463.429 versus affirmative votes of shares corresponding to TRY 3.152.774.124,98.

CURRENT TEXT:	NEW TEXT:
<p>CAPITAL AND SHARES: Article 7 –</p> <p>A) The Bank has accepted the 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 Market Board is valid between the years 2012 and 2016 (5 Years). At the end of 2016, 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 Market 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. If such authorization could not be obtained, it shall be deemed that the Bank has been removed from the registered capital system. 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 2012 and 2016, 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.</p> <p>Shares representing the capital of the Bank shall be kept in book entry form and in cash 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. 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>CAPITAL AND SHARES: Article 7-</p> <p>A) The Bank has accepted the 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 Market Board is valid between the years 2016 and 2020 (5 Years). At the end of 2020, 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 Market 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. If such authorization could not be obtained, it shall be deemed that the Bank has been removed from the registered capital system. 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 2016 and 2020, 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.</p> <p>Shares representing the capital of the Bank shall be kept in book entry form and in cash 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. 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>

6-) Release of the Board Members whose board memberships continue, with respect to their duties in the year 2015 as well as release of Manuel Castro ALADRO, Angel Cano FERNANDEZ and Ahmet Kamil ESİRTGEN who had resigned from their positions as board members, with respect to the duties during their term of office, were put to vote. The Board Members were released from liability by the majority of the votes, with dissenting votes of shares corresponding to TRY 64.829.966 versus affirmative votes of shares corresponding to TRY 3.181.407.587,98.

7-) The appointments of Javier Bernal Dionis and Maria Isabel Goiri Lartitegui as real person Board Members with the Board of Directors' resolution dated 27 July 2015, to replace Manuel Castro Aladro and Angel Cano Fernandez after their resignation in order to complete the remaining term of office were put to the vote of the General Assembly. Following the voting, relevant appointments were approved by the majority of the votes, with dissenting votes of shares corresponding to TRY 206.012.509,75 versus affirmative votes of shares corresponding to TRY 3.040.225.044,23.

Besides, the appointment of Sait Ergun Özen as a real person Board Member with effect from September 2, 2015 to replace Ahmet Kamil Esirtgen after his resignation in order to complete the remaining term of office was put to the vote of the General Assembly. Following the voting, the relevant appointment was approved by the majority of the votes, with dissenting votes of shares corresponding to TRY 206.012.509,75 versus affirmative votes of shares corresponding to TRY 3.040.225.044,23.

On the other hand, the appointment of Jorge Saenz-Azcunaga Carranza as a real person Board Member with the Board of Directors' resolution dated 24 March 2016, to replace Manuel Pedro Galatas Sanchez-Harguindey after his resignation on 24 March 2016 in order to complete the remaining term of office was put to the vote of the General Assembly. Following the voting, the relevant appointment was approved by the majority of the votes, with dissenting votes of shares corresponding to TRY 206.012.509,75 versus affirmative votes of shares corresponding to TRY 3.040.225.044,23.

As a result of the resignation of Sait Ergun Özen from his office as CEO, Ali Fuat Erbil was appointed as the CEO of the Bank effective from September 2, 2015. Therefore the shareholders were informed since he is a natural member of the Board of Directors according to the Banking Law,

Furthermore, in accordance with item 4.4.7. of the Corporate Governance Principles prepared by the Capital Markets Board, the shareholders were informed about the positions held by the Board Members whose appointments have been approved, in our Bank's subsidiaries, group companies, affiliates as well as in other private sector companies and institutions in order to make available their knowledge and experience in such organizations.

Name – Last Name of Member of Board of Directors	Positions Held Outside the Bank
SAİT ERGUN ÖZEN	Board Member of Garanti Investment Securities, Vice Chairman of the Board of Garanti Bank Moscow, Board Chairman of Garanti Bank S.A., Board Member of TÜSİAD, Board Member of Istanbul Foundation for Culture and Arts, Board Member of Turkish Association of Education
MARIA ISABEL GOIRI LARTITEGUI	Director of BBVA Global Risk Management Risk Purchase&Sale, Turkey Director of BBVA Global Risk Management
JAVIER BERNAL DIONIS	Board Member of Garanti Investment Securities, Board Member of Garanti Pension and Life, Board Member of Garanti Leasing, Board Member of Garanti Payment Systems A.Ş., Board Member of Garanti Bank Moscow, Board Member of Garanti Bank S.A.
JORGE SAENZ-AZCUNAGA CARRANZA	Head of Country Network - Business Monitoring for BBVA Spain, U.S.A. and Turkey, Board Member of BBVA Compass
ALİ FUAT ERBİL	Board Chairman of Garanti Investment Securities, Board Chairman of Garanti Information Technology A.Ş., Board Chairman of Garanti Pension & Life A.Ş., Board Chairman of Garanti Factoring A.Ş., Board Chairman of Garanti Leasing A.Ş., Board Chairman of Garanti Payment Systems A.Ş., Board Member of the Banks Association of Turkey

8- Since the General Assembly is authorized to determine the number of Board of Directors according to Article 18 of the Bank’s Articles of Association, a proposal was submitted by Ceylan KARA as the representative of Banco Bilbao Vizcaya Argentaria S.A, to determine the number of the Board of Directors as ten excluding the General Manager who is a natural member and to appoint Iñigo Echebarria Garate as the new Board Member in order to complete the remaining term of office of the other Board Members pursuant to article 359 of the Turkish Commercial Code no. 6102. Following the voting, the relevant proposal was approved by the majority of the votes, with dissenting votes of shares corresponding to TRY 1.029.850.430,50 versus affirmative votes of shares corresponding to TRY 2.216.387.123,48 .

In accordance with the relevant proposal, the appointment of Iñigo Echebarria Garate as a real person Board Member in order to complete the remaining term of office of the other Board Members was submitted for the approval of the General Assembly.

Following the voting, the election of Iñigo Echebarria Garate, who is present at the General Assembly meeting, as a Board Member was approved by the majority of the votes, with

dissenting votes of shares corresponding to 1.029.850.430,50 versus affirmative votes of shares corresponding to 2.216.387.123,48.

Furthermore, in accordance with item 4.4.7. of the Corporate Governance Principles prepared by the Capital Markets Board, the shareholders were informed about the positions held by the new Board Member in our Bank's subsidiaries, group companies, affiliates as well as in other private sector companies and institutions in order to make available their knowledge and experience in such organizations.

Name – Last Name of Member of Board of Directors	Positions Held Outside the Bank
IÑIGO ECHEBARRIA GARATE	Director of BBVA Global Accounting and Information Management Relationship

9-) The proposal prepared by the Board of Directors for profit distribution for the accounting year 2015 was presented to the General Assembly for approval. The distribution of TRY 3.406.506.611,18 profit for 2015, in accordance with article 45 of the Bank's Articles of Association, as follows, and cash dividend of TRY 567,000,000 to be distributed starting on 25 April 2016, and the necessary actions to be taken by the Head Office were presented to the approval of the General Assembly.

2015 DISTRIBUTION OF THE PROFIT TABLE- Turkish Liras	
NET PROFIT	3.406.506.611,18
A – 5% for the 1st Legal Reserve Fund (TCC 519/1)	0,00
B – First dividend corresponding to the 5% of the paid up capital	210.000.000,00
C – 5% Extraordinary Reserve Fund	159.825.330,56
D-Second Dividend To Ordinary Shareholders	357.000.000,00
2nd Legal Reserve Fund (TCC 519/2)	35.700.000,00
The other funds have to be kept in the Bank	4.723.286,20
D- Extraordinary Reserve Fund	2.639.257.994,42

The proposal to distribute the profit for 2015 as shown above and to start the distribution of cash dividend of TRY 567,000,000 on 25 April 2016 was accepted with affirmative votes of shares corresponding to TRY 3.246.094.595,98.

The shareholders were also informed on the undistributed portion of the profit of 2015 as follows:

“Following the set aside of the legal reserves and the funds which have to be saved by the Bank and the distribution of the profit in accordance with the approval of the Banking Regulation and Supervision Agency, the remaining net profit amount, which has not been distributed to the shareholders, is transferred to the Extraordinary Reserve Account to preserve the Bank's solid capitalization and continuous improvement, to maintain the Bank's capacity to uninterruptedly distribute profit, to assure higher and consistent profit

distribution in the long term and to be used for the expenses related to Bank's operational and management activities.

10-) During the deliberations on the agenda, Ceylan KARA, the representative of Banco Bilbao Vizcaya Argentaria S.A. presented a proposal. In accordance with this proposal, it was submitted for the shareholders' approval that the net honorarium amount of TRY 4,000 paid to the Board Members remain unchanged, that in case the Board Members are assigned for another duty in the Bank, the payments to these members and to other independent members be determined by the Remuneration Committee to be authorized by the Board of Directors as per the Corporate Governance Principles, that an upper limit of TRY 29.000.000 net amount be set for the total fees to be paid until the ordinary general shareholders' meeting to be held in 2017. The proposal was accepted by the majority of the votes, with dissenting votes of shares corresponding to TRY 132.135.792 versus affirmative votes of shares corresponding to TRY 3.114.101.761,98.

11-) The selection of DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş (Deloitte Touche) as the auditor and group auditor for 2016 accounting period as per Article 399 of the Turkish Commercial Code, was submitted for the approval of the General Assembly. As a result of the voting, the issue was accepted by the majority of the votes, with dissenting votes of shares corresponding to TRY 73.059.592 versus affirmative votes of shares corresponding to TRY 3.173.177.961,98.

12-) In accordance with principle no. 4.6.2 of the Corporate Governance Principles issued by the Capital Markets Board, our shareholders were informed as follows in relation to the principles of remuneration of the Board members and executives with administrative responsibilities.

A remuneration policy applicable to all of our employees has been constructed and announced by our Bank in accordance with the legislation. A just and performance and success oriented remuneration policy has been created. Our Bank's Remuneration Policy has been implemented just as it was approved. It is being periodically reviewed. In addition to the remuneration policy applicable to the entire employees of our Bank, the Remuneration Committee has continued to apply the policies, which are not merely profit-oriented, as per the legislation in relation to the remunerations and premiums payable to the Board of Directors members charged with administrative duties and the Top Level Executives, and has reviewed these periodically. The policy, developed in parallel with the national legislation and international practices, has continued to be applied.

The portion of 14.23 % in the total personnel cost figure given in the financial statements in relation to the benefits provided in 2015 to the Bank employees including the Board of Directors members and the top level executives results from the payments of premiums and variable remunerations made to all employees on the basis of their performance.

13-) Shareholders were informed regarding the donation of TRY 18,492,241 made by the Bank to entities and institutions within the year 2015.

Furthermore, a proposal submitted by the representative of Doğu Holding A.Ş., Hasan Hüsnü Güzelöz in relation to setting of a cap for the donations to be made in the year 2016 within the framework of the Banking Legislation and Capital Markets Board regulations was put to vote. As a result of the voting, as proposed, setting of a cap within the framework of the procedures and principles set out in Article 59 of the Banking Law no. 5411 and in a manner not exceeding four per thousand of the bank's equity capital was accepted with affirmative votes of shares corresponding to TRY 3.244.359.191,98.

14-) The issue of granting permission to the Board of Directors members in accordance with articles 395 and 396 of the Turkish Commercial Code, without prejudice to the provisions of the Banking Law, was put to vote. As a result of the voting, the issue was accepted by the majority of the votes, with dissenting votes of shares corresponding to TRY 123.647.297 versus affirmative votes of shares corresponding to TRY 3.122.590.256,98.

15-) Within the scope of principle no. 1.3.6 of the Corporate Governance Principle issued by the Capital Markets Board, our shareholders were informed that shareholders controlling the management, board of directors members, executives with administrative responsibilities and their spouses and relatives by blood and marriage up to the second degree have not entered into any significant transaction that may give rise to a conflict of interest with our Bank or its subsidiaries and that they have not realized any transaction of a commercial nature falling within the field of operation of our Bank or its subsidiaries either in their own name or in the name of others, and they have not become a partner with unlimited liability in another partnership engaged in a similar commercial business.

As there were no other items to be discussed in the agenda, the President of the Meeting declared the end of the meeting after thanking the General Assembly.

The dissenting opinions for the relevant items provided herein by Shareholder Ali İhsan GÜRCAN, who casted dissenting votes in decisions and submitted a written dissenting opinion to the Presidency of the Meeting, were annexed to the minutes.

These Minutes of the General Assembly Meeting were issued and signed by us at the place of meeting. 31.03.2016

REPRESENTATIVES OF THE MINISTRY

METİN YÖNEY SABRİ KÖSE

MEETING PRESIDENT

AVNİ AYDIN DÜREN

VOTE COLLECTING OFFICERS

D. Nakliyat ve Ticaret A.Ş. Representative
HİSAR EGE TOPRAK ERDOĞAN

BBVA Representative

CEYLAN KARA

SECRETARY OF MINUTES

GİZEM DUYGU
SELVİ

DISSENTING VOTES

ALİ İHSAN GÜRCAN