

**TO: Investment Community**

**FROM : Garanti BBVA / Investor Relations**

**SUBJECT: BRSA and CMB Approval of Amendment to the Articles of Association**

**DATE: February 19, 2024**

Our Bank has applied to Banking Regulation and Supervision Agency ("BRSA") and Capital Markets Board of Türkiye ("CMB") on 18.01.2024 to increase the Registered Capital Ceiling amount from 10,000,000,000 Turkish Liras to 25,000,000,000 Turkish Liras and extend the date of the Registered Capital Ceiling permission to the end of the year 2028 and amend Article 7 of the Bank's Articles of Association accordingly. Our application has been approved by BRSA and CMB. The draft of the amendment, which has been approved is attached herewith.

*\*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 BBVA

**Contact Garanti BBVA Investor Relations:**

**Tel: +90 212 318 2352**

**Fax: +90 212 216 5902**

**E-mail: [investorrelations@garantibbva.com.tr](mailto:investorrelations@garantibbva.com.tr)**

**[www.garantibbvainvestorrelations.com](http://www.garantibbvainvestorrelations.com)**

**TÜRKİYE GARANTİ BANKASI A.Ş.**  
**AMENDMENT TO THE ARTICLES OF ASSOCIATION**

<b>CURRENT TEXT:</b>	<b>NEW TEXT:</b>
<p><b>CAPITAL AND SHARES:</b> <b>Article 7 –</b></p> <p>A) The Bank has accepted the registered capital system pursuant to the former Capital Market Law No. 2499 and adopted 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 Markets Board is valid between the years 2020 and 2024 (5 Years). At the end of 2024, 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 Markets 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 not exceeding 5 years. If such authorization could not be obtained, the capital increase shall not be made by the board of directors’ resolution. 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 2020 and 2024, 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. The right to restrict obtaining new shares shall not be used by any means that may result in inequality between shareholders.</p> <p>Shares representing the capital of the Bank shall be monitored 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, according to the Banking Law. 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><b>CAPITAL AND SHARES:</b> <b>Article 7-</b></p> <p>A) The Bank has accepted the registered capital system pursuant to the former Capital Market Law No. 2499 and adopted 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 25.000.000.000.-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 Markets Board is valid between the years 2024 and 2028 (5 Years). At the end of 2028, 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 Markets 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 not exceeding 5 years. If such authorization could not be obtained, the capital increase shall not be made by the board of directors’ resolution. 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 2024 and 2028, 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. The right to restrict obtaining new shares shall not be used by any means that may result in inequality between shareholders.</p> <p>Shares representing the capital of the Bank shall be monitored 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, according to the Banking Law. 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>