CORPORATE GOVERNANCE INFORMATION FORM

1. SHAREHOLDERS

1.1. FACILITATING THE EXERCISE OF SHAREHOLDERS RIGHTS	REMARKS / RELATED LINKS			
The number of investor meetings (conference, seminar/etc.) organized by the company during the year	In 2018, Garanti Investor Relations team participated in 34 investor conferences and roadshows held in 13 cities in Asia, USA and Europe. The team held face-to-face meetings with 967 international investment funds, which represent 34% increase than it was in 2017. CEO attended 1 out of 3 meetings.			
1.2. RIGHT TO OBTAIN AND REVIEW INFORMATION				
The number of special audit request(s)	None. The appointment of a special auditor has not been set forth as an individual right in the Articles of Association of the Bank. However, pursuant to Article 438 of the Turkish Commercial Code No. 6102, shareholders have the right to request a special audit from the General Assembly of Shareholders, whether included in the agenda or not, in order to clarify certain aspects within the frame of exercising shareholders' rights, provided that shareholders making such request have previously exercised the right to obtain or review information as stipulated in the Turkish Commercial Code. So far, Garanti Bank has not received any request for the appointment of a special auditor. If such a request is received, then the Bank will take maximum care for facilitating the exercise of such special audit right.			
The number of special audit requests that were accepted at the General Shareholders' Meeting	None			
1.3. GENERAL ASSEMBLY				
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1 (ad)	https://www.kap.org.tr/en/Bildirim/664815			
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Available. The link to the related website: Turkish: https://www.garantiinvestorrelations.com/tr/kurumsal-yonetim/olagan-genel-kurul-toplantilari/Olagan-Genel-Kurul-Toplantilari/452/0/0 English: https://www.garantiinvestorrelations.com/en/corporate-governance/Ordinary-General-Shareholders-Meetings/Annual-General-Meeting/102/0/0			
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	None			
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communiqué on Corporate Governance (II-17.1)	None			
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communiqué on Corporate Governance (II-17.1)	None			
The name of the section on the corporate website that demonstrates the donation policy of the company	https://www.garantiinvestorrelations.com/en/corporate-governance/detail/ Donation-and-Contribution-Policy/99/410/0			
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	https://www.kap.org.tr/tr/Bildirim/265119			
The number of the provision(s) of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	While the Articles of Association does not contain any provisions to that effect, the Bank invites all stakeholders to the General Meetings of Shareholders, who will be voiceless during such meeeetings.			
Identified stakeholder groups that participated in the General Meeting of Shareholders, if any	General Meeting minutes are available to shareholders in media and locations stipulated by applicable legislation. The members of the media did not attend the General Meeting convened in 2018. The Bank invites all stakeholders to the General Meetings of Shareholders, who will be voiceless during such meetings.			

1.4. VOTING RIGHTS	
Whether the shares of the company have differential voting rights	No
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares	There are no voting privileges
The percentage of ownership of the largest shareholder	49.85%
1.5. MINORITY RIGHTS	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of association	No
If yes, specify the relevant provision of the articles of association	None.
1.6. DIVIDEND RIGHT	
The name of the section on the corporate website that describes the dividend distribution policy	https://www.garantiinvestorrelations.com/en/corporate-governance/detail/ Dividend-Distribution-Policy/96/407/0
Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend	The Board of Directors' proposal for the distribution of the Bank's 2017 Balance Sheet Profit was laid down for approval at the General Meeting of Shareholders held on 29 March 2018 and approved with majority of votes. The information provided to our Shareholders regarding the undistributed portion of 2017 profit is stated in article 6 of the document whose link follows: https://www.garantiinvestorrelations.com/tr/images/pdf/2018_03_29_Genel_Kurul_Toplanti_Sonucu_hk.pdf
PDP link to the related general meeting minutes in case the board of directors proposed to the General Assembly not to distribute dividends	https://www.kap.org.tr/en/Bildirim/671890
General Meeting Date	29.03.2018
The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	0
Shareholder participation rate in the General Shareholders' Meeting	84
Percentage of shares directly present at the GSM	0.001%
Percentage of shares represented by proxy	99.999%
Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the number of votes for or against	https://www.kap.org.tr/tr/Bildirim/671890
Specifiy the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	https://www.kap.org.tr/tr/Bildirim/671890
The number of the relevant item or paragraph of the GeneralShareholders' Meeting minutes in relation to related party transactions	https://www.kap.org.tr/tr/Bildirim/671890
The number of declarations by insiders received by the board of directors	347
The link to the related PDP general shareholder meeting notification	https://www.kap.org.tr/tr/Bildirim/671890

2. DISCLOSURE AND TRANSPARENCY

2.1. CORPORATE WEBSITE	Trade registry information: Garanti Investor Relations website Home > Contact > Garanti Bank Latest shareholding and management structure: Garanti Investor Relations website Home > About Garanti > Shareholding Structure Detailed information on preference shares: There are no preference shares. The latest version of the Articles of Association: Garanti Investor Relations website Home > Corporate Governance > Articles of Association Disclosures: Garanti Investor Relations website Home > News > Disclosures Financial Reports and Annual Reports: Garanti Investor Relations website Home > Library Prospectuses and other public disclosure documents: Garanti Investor Relations website Home > News > Disclosures General meeting documents: Garanti Investor Relations website Home > Corporate Governance > Annual General Meetings Dividend distribution policy: Garanti Investor Relations website Home > Corporate Governance > Policies > Dividend Distribution Policy Disclosure policy: Garanti Investor Relations website Home > Corporate Governance > Policies > Disclosure Policy Ethical rules created by the company: Garanti Investor Relations website Home > Corporate Governance > Policies > Garanti Investor Relations website Home > FAQ			
Specify the names of the sections of the website providing the information requested by the Principle 2.1.1.				
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares	https://www.garantiinvestorrelations.com/en/about-garanti/detail/Shareholding- Structure/7/16/0			
List of languages for which the website is available	Garanti has two different websites prepared in Turkish and English languages. These can be accessed as follows: The website in Turkish www.garanti.com.tr The website in English www.garantibank.com Garanti Bank Investor Relations website provides detailed information, both in Turkish and English, about data that are required to be covered in websites as per the Corporate Governance Principles and all other information about Garanti Bank and share in line with stakeholders' needs. Investor Relations website in Turkish: www.garantiyatirimciiliskileri.com Investor Relations website in English: www.garantiinvestorrelations.com			
2.2. ANNUAL REPORT				
THE PAGE NUMBERS AND/OR NAMES OF THE SECTIONS IN THE ANNUAL REPORT THAT DEMONSTRATE THE INFORMATION REQUESTED BY PRINCIPLE 2.2.2.				
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the external of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	Section: Board of Directors, Page: 131 Declaration of Independence, Page: 175			
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	Section: Committees, Page: 138			
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	Section: Governance, Page: 30			

d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in legislation which may significantly affect the activities of the corporation	Section: Important developments regarding 2018 operations, Page: 164
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	Section: Important developments regarding 2018 operations, Page: 164
f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	Section: Service Providers, Page: 624-625
g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	Consolidated Financial Statements As of and For the Year Ended 31 December 2018, Section: 5.1.10.2, Page: 519
h) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results	Included in multiple sections: Investing in Human Capital, Responsible and Sustainable Development, Customer Experience, Pages: 114, 122, 92

3. STAKEHOLDERS

3.1. CORPORATION'S POLICY ON STAKEHOLDERS	REMARKS		
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	Garanti Investor Relations website Home > Corporate Governance > Policies > Compensation Policy		
The number of definitive convictions the company was subject to in relation to breach of employee rights	192		
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Garanti Bank Compliance Department (related committee: Integrity Committee)		
The contact detail of the company alert mechanism	"Garanti Whistleblowing Channel" etikbildirim@garanti.com.tr 0 212 318 23 75		
3.2. SUPPORTING THE PARTICIPATION OF THE STAKEHOLDERS IN THE CORPORATION'S MANAGEMENT			
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies.	Although there are no written internal regulations, in line with the Bank's strategic priorities, in all projects and studies conducted, opportunities are created for employee's to evaluate and take part in decisions.		
Corporate bodies where employees are actually represented	From amongst employees, upper and middle level managers take part in decision-making mechanisms via 25 committees. Please see the Committees section in the Annual Report for further details. In order to ensure that employees take active role in the decision-making mechanism and to benefit from innovative opinions, suggestion and idea platforms Önersen, GONG, and Atölye and the "Ask/Share" section of the intranet portal serve as a means for employees to submit their suggestions and ideas. Suggestions made through "Önersen" platform reached 1.313 in 2018, of which two proposals were awarded. Since 2007 more than 23,000 ideas have been transmitted through this channel. Additionally, through "GONG" platform, the voice of employees, 676 ideas were shared. Every year, Directors Summit and the Future Outlook Meeting are held by the General Manager and the executive team and all employees are informed on the current status of Garanti and the the strategy, goals and objectives for the next year. Within the scope of employer brand management efforts, in order to increase and provide a richer working experience Garanti runs a program called "İYİ" (Work-Life Balance) that balances work and private life. Average number of events per employee is increased from 9 in 2014, to 26 in 2018.		

3.3. HUMAN RESOURCES POLICY	
The role of the Board on developing and ensuring that the company has a succession plan for the key management positions	There is a succession plan for key management positions, which is regularly followed up by the executive Board member and Executive Vice President on an annual basis.
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy	Declaration of human rights and human resources policy are posted on the Investor Relations website. Related links are as follows: https://www.garantiinvestorrelations.com/en/corporate-governance/detail/Declaration-of-Human-Rights/584/1866/0 https://www.garantiinvestorrelations.com/en/corporate-governance/detail/Human-Resources-Policy/97/408/0
Whether the company provides an employee stock ownership program	"There is a plan for "identified personnel", which is described in the Compensation Policy. As at year-end 2018, there are 28 identified employees serving at the Bank. In the variable payments made to identified employees, payment is made in cash and by non-cash means (linked to share certificates) in line with the "Guidelines on Good Compensation Practices in Banks". In payment practices that rely on non-cash means within the scope of 2018 variable payments of identified employees, Banco Bilbao Vizcaya Argentaria S.A. share will be taken as basis. Link for the Compensation Policy: https://www.garantiinvestorrelations.com/en/corporate-governance/Compensation-Policy/Compensation-Policy/100/411/0
The name of the section on the corporate website that demonstrates the human resources policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy	The Human Resources Policy and Code of Conduct are posted on the Investor Relations website. Related links are as follows: https://www.garantiinvestorrelations.com/en/corporate-governance/detail/Human-Resources-Policy/97/408/0 https://www.garantiinvestorrelations.com/en/corporate-governance/detail/Code-of-Conduct/94/405/0
The number of definitive convictions the company is subject to in relation to health and safety measures	Garanti repositioned its Occupational Health and Safety (OHS) team set up under the Human Resources Department in 2013 as the OHS Section in 2015. OHS activities are carried out across the country with a team of 41 people covering Occupational Safety Experts, On-Site Physicians and On-Site Nurses. Authoring a first among financial service institutions of a similar size in Turkey, Garanti launched the OHS software in all of its locations. The Bank uses the platform to keep track of various activities including risk assessment, health monitoring, training programs, OHS Committees, near misses, work place accidents, review of occupational illness processes, and coordination and control of countermeasures. Going well beyond the requirements brought by the national legislation in its Occupational Health and Safety practices and activities, Garanti Bank initiated work in relation to OHSAS 45001 Occupational Health and Safety Management System that will replace OHSAS 18001, and these efforts are intended to enhance employee and stakeholder satisfaction and well-being. There is no final court decision rendered against the company in relation to health and safety measures in 2018.
3.5. ETHICAL RULES AND SOCIAL RESPONSIBILITY	
The name of the section on the corporate website that demonstrates the code of ethics	Garanti Investors Relations website Home > Corporate Governance > Policies > Garanti Code of Conduct
The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide information about any measures taken on environmental, social and corporate governance issues.	Garanti publishes integrated annual reports; hence, the Bank does not release a separate sustainability or corporate social responsibility report. The Bank discloses its entire value creation, both financial and non-financial, within the frame of materiality analysis, its strategic priorities, and its performance in these aspects. Addressed in a comprehensive scope extending from customer experience to employee satisfaction, from digital transformation to responsible and sustainable development, these topics, along with the information on risk management and corporate governance can be found in the integrated annual report. Garanti Investor Relations website Home > Library > Publications & Reports > Annual Reports
Any measures combating any kind of corruption including embezzlement and bribery	Garanti's Anti-Corruption Policy sets out the actions that need to be taken to prevent and determine across the Bank cases posing corruption risk, and to encourage reporting thereof.

4. BOARD OF DIRECTORS - I

4.2. ACTIVITY OF THE BOARD OF DIRECTORS	REMARKS / RELATED LINKS			
Date of the last board evaluation conducted	In its meeting on 27 February 2018, the Corporate Governance Committee that also functions as the Nomination Committee in line with the applicable legislation evaluated the composition and activities of the Board of Directors to be adequate and compliant with the legislation. The Board of Directors has been informed on the same during the Board of Directors meeting held on March 1st.			
Whether the board evaluation was externally facilitated	Hayır			
Whether all board members released from their duties at the GSM	Yes			
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	Based on the Bank's Board of Directors decision dated 29 March 2018, it has been decided to reassign Muammer Cüneyt Sezgin as the Board director in charge of the duties and responsibilities within the scope of internal systems, save for "Risk Management" duties that have been delegated to the Risk Committee as per the applicable legislation, which will based on the Audit Committee's opinions, suggestions, assessments and the like.			
Number of reports presented by internal auditors to the audit committee or any other relevant committee of the board	7			
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	Section: Internal Systems Governance, Page: 150			
Name of the Chairman	Süleyman Sözen			
Name of the CEO	Ali Fuat Erbil			
If the CEO and Chair functions are combined, provide the link to the relevant PDP announcement providing the rationale for such combined roles	The roles of the Chairman and CEO are undertaken by different individuals.			
Link to the PDP notification stating that any damage that may be caused by the members of the Board of Directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	https://www.kap.org.tr/en/Bildirim/664849 The Bank's paid-in capital is TL 4.2 billion, and a Directors and Officers Liability cover for EUR 100,000 has been obtained for the individual liabilities of Executives and Board directors associated with improper performance of their duties.			
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	There is no such policy.			
The number and ratio of female directors within the Board of Directors	There is 1 woman member who represents 10% of the full number of members.			

NAME/SURNAME OF BOARD MEMBER	WHETHER EXECUTIVE DIRECTOR OR NOT	INDEPENDENT	THE FIRST ELECTION DATE TO BOARD	LINK TO PDP NOTIFICATION THAT INCLUDES THE INDEPENDENCY DECLARATION	WHETHER THE INDEPENDENT DIRECTOR CONSIDERED BY THE NOMINATION COMMITTEE	WHETHER SHE/HE IS THE DIRECTOR WHO CEASED TO SATISFY THE INDEPENDENCE OR NOT	WHETHER THE DIRECTOR HAS AT LEAST 5 YEARS' EXPERIENCE ON AUDIT, ACCOUNTING AND/OR FINANCE OR NOT
Süleyman Sözen	No	No	1997	https://www.kap.org.tr/ tr/Bildirim/671890			Yes
Jorge Sáenz- Azcúnaga Carranza	No	Yes	24.Mar.16	https://www.kap.org.tr/ tr/Bildirim/671890	No	No	Yes
Ergun Özen	No	No	14.May.03	https://www.kap.org.tr/ tr/Bildirim/671890			Yes
Dr. M. Cüneyt Sezgin	No	No	30.Jun.04	https://www.kap.org.tr/ tr/Bildirim/671890			Yes
Sema Yurdum	No	Yes	30.Apr.13	https://www.kap.org.tr/ tr/Bildirim/671890	Yes	No	Yes
Jaime Saenz De Tejada Pulido	No	No	2.Oct.14	https://www.kap.org.tr/ tr/Bildirim/671890			Yes
Javier Bernal Dionis	No	No	27.Jul.15	https://www.kap.org.tr/ tr/Bildirim/671890			Yes
Ali Fuat Erbil	Yes	No	2.Sep.15	https://www.kap.org.tr/ tr/Bildirim/671890			Yes
Rafael Salinas Martinez de Lecea	No	No	8.May.17	https://www.kap.org.tr/ tr/Bildirim/671890			Yes
Ricardo Gomez Barredo	No	Yes	8.May.17	https://www.kap.org.tr/ tr/Bildirim/671890	No	No	Yes

4. BOARD OF DIRECTORS - II

4.4. MEETING PROCEDURES OF THE BOARD OF DIRECTORS	REMARKS / RELATED LINKS	
Number of physical board meetings in the reporting period (meetings in person)	The Board held 14 physical meetings in 2018.	
Director average attendance rate at board meetings	70%	
Whether the board uses an electronic portal to support its work or not	Yes	
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	4-5 days on average.	
The name of the section on the corporate website that provides information about the board charter	Garanti Investor Relations website Home > Corporate Governance > Policies> Working principles and procedures of the BoD	
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	The limits set by the banking legislation are complied with.	
4.5. BOARD COMMITTEES		
Page numbers or section names of the annual report where information about the board committees are presented	Section: Committees, Page: 138-139	
	https://www.kap.org.tr/en/Bildirim/664849	
Link(s) to the PDP announcement(s) with the board committee charters	While a PDP disclosure link is unavailable for the announcement pertaining to operating principles, the responsibilities of the committees are described on pages 138-139 of the Annual Report.	

NAMES OF THE BOARD COMMITTEES	NAME OF COMMITTEES DEFINED AS "OTHER" IN THE FIRST COLUMN	NAME-SURNAME OF COMMITTEE MEMBERS	WHETHER COMMITTEE CHAIR OR NOT	WHETHER BOARD MEMBER OR NOT
Corporate Governance Committee (including the functions of Nomination Committee)		Javier Bernal Dionis, Jorge Saenz Azcunaga Carranza, Sema Yurdum, Handan Saygın	Jorge Saenz Azcunaga Carranza	Except for Handan Saygın, all members are members of the Board of Directors.

4. BOARD OF DIRECTORS - III

4.5. BOARD COMMITTEES - II			REMARKS / RELATED LINKS		
Specify where the activities your annual report or webs annual report/website)			Page 138 https://www.garantiinvestorrelations.com/en/corporate-governance/detail/Audit-Committee/778/3219/0		
Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)			Pages 139 https://www.garantiinvestorrelations.com/en/corporate-governance/detail/ Corporate-Governance-Committee/84/397/0		
Specify where the activities presented in your annual rename in the annual report/	eport or website (Page n		Pages 139 https://www.garantiinvestorrelations.com/en/corporate-governance/detail/ Corporate-Governance-Committee/84/397/0		
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)			For information on Credit and Risk Committees within the frame of banking legislation: Pages 138,140		
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)			Page 139 https://www.garantiinvestorrelations.com/en/corporate-governance/detail/ Remuneration-Committee/83/396/0		
4.6. FINANCIAL RIGHTS					
Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)			Section: Financial Performance, Page: 80-81		
Specify the section of the website where remuneration policy for executive and non-executive directors are presented			The Compensation Policy has been published within the policies under the heading Corporate Governance on Investor Relations website. Related link: https://www.garantiinvestorrelations.com/en/corporate-governance/Compensation-Policy/Compensation-Policy/100/411/0		
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)			Section: Corporate Governance Compliance Report > Remuneration, Page: 176,177		
NAMES OF THE BOARD COMMITTEES	NAME OF COMMITTEES DEFINED AS "OTHER" IN THE FIRST COLUMN	THE PERCENTAGE OF NON-EXECUTIVE DIRECTORS	THE PERCENTAGE OF INDEPENDENT DIRECTORS IN TH COMMITTEE	. THE NUMBER OF	THE NUMBER OF REPORTS ON ITS ACTIVITIES SUBMITTED TO THE BOARD
Corporate Governance Committee (including the functions of Nomination Committee)		75%	50%	3	2