

TÜRKİYE GARANTİ BANKASI A.Ş.
INFORMATION DOCUMENT FOR THE ORDINARY GENERAL
SHAREHOLDERS' MEETING TO BE HELD ON APRIL 4th, 2019

The Ordinary General Shareholders' Meeting of the Bank for 2018 accounting period will be held on April 4th, 2019, 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 personally or by proxy attend the General Shareholders' Meeting physically or 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 or Merkezi Kayıt İstanbul**), 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 of Merkezi Kayıt İstanbul and fulfil 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 2018 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), on the Bank's web sites www.garanti.com.tr and www.garantiinvestorrelations.com, 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 4th, 2019

SHAREHOLDING STRUCTURE OF T.GARANTİ BANKASI A.Ş			
NAME	NUMBER OF SHARES	NOMINAL (TL)	SHARE (%)
BBVA(BANCO BILBAO VIZCAYA ARGENTARIA S.A)	209,370,000,000	2,093,700,000.00	49,85
OTHERS	210,630,000,000	2,106,300,000.00	50,15
GRAND TOTAL :	420,000,000,000	4,200,000,000.00	100

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 2018 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.

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

The increase in the number of the Board Members from nine to ten excluding CEO and the election of Belkıs Sema Yurdum, to fill the remaining term of office of other Board Members will be submitted to the approval of the shareholders.

Furthermore, pursuant to the Corporate Governance Principles issued by Turkish Capital Markets Board (CMB), Mevhibe Canan Özsoy has been nominated as an independent board member with the Board of Directors' Resolution which was resolved in line with the assessment of the Corporate Governance Committee that functions as the Nomination Committee of the Bank. Since an adverse opinion is not expressed by the CMB for the nomination of Mevhibe Canan Özsoy as an independent board member, the election of Mevhibe Canan Özsoy as an independent board member will be submitted to the approval of the shareholders.

Accordingly, the information regarding the Board Members whose election will be submitted to the approval of the shareholders are given below:

Belkis Sema Yurdum

Sema Yurdum graduated from Bogaziçi University, Faculty of Administrative Sciences in 1979, and completed the Advances Management Program at Harvard Bussiness School in 2000. After working in a private sector company between 1979-1980 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 of the Bank between 1992-2005. Ms. Yurdum has been engaged in senior consultancy services for companies since 2006. She has been serving as an Independent Board Member of T. Garanti Bankası A.Ş. since April 30, 2013. Ms. Yurdum has 38 years of experience in banking and business administration.

Mevhibe Canan Özsoy

Canan Özsoy was born in Istanbul in 1963. She graduated from Istanbul University with Bachelor's Degree of Dental Medicine in 1985. She accomplished her master degree on Dental Medicine at the same University in 1987, and earned her MBA from Bogazici University in 1994 and then completed her Energy Technologies Master's Degree at Sabancı University in 2015. Before joining the pharmaceutical industry in 1990 she had her career as a Medical Dentist. She has occupied sales&marketing and commercial leadership positions in Hoechst Marion Roussel, Glaxo Wellcome, Sanofi Aventis companies which are operating in the pharmaceutical industry. She was appointed as Vice President in charge of Marketing International in 2007 at General Electric Healthcare, Paris. She was then assigned as Chief Marketing Officer at General Electric Healthcare, USA in 2009. She came back to Paris as General Manager of Global Mammography in 2011 and led the mammography business field of General Electric (GE). She was appointed as the President and Chief Executive Officer at GE Turkey in 2012. Besides, she has been serving as the Chief Growth Officer in charge of Middle-East, North Africa and Turkey since 2017. Furthermore, Canan Özsoy is Vice Chairman of TUSAŞ Engine Industries. Currently, alongside with these duties, she is also board member of ABFT (American Business Forum in Turkey) and WCD Turkey (Women Corporate Directors).

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.

**EXPLANATIONS ON AGENDA ITEMS OF THE ORDINARY GENERAL
SHAREHOLDERS' MEETING DATED APRIL 4th, 2019 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 addresses at

www.garanti.com.tr and www.garantiinvestorrelations.com, Public Disclosure Platform and EGKS and E-Company portal of MKK (www.mkk.com.tr), will be read and submitted for the shareholders' review and approval at the General Shareholders' Meeting.

3. Reading of the Independent Auditors' Reports,

The Independent Auditor's Report for the period of 01/01/2018-31/12/2018, 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 addresses at www.garanti.com.tr and www.garantiinvestorrelations.com, Public Disclosure Platform and EGKS and E-Company portal of MKK (www.mkk.com.tr), will be read and submitted for the shareholders' review and approval at the General Shareholders' Meeting.

5. 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 2018 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.

6. Release of the Board Members,

In accordance with the relevant legislation, release of the Board Members for their transactions and accountings for the year 2018 will be submitted to the approval of the shareholders.

7. Determination of the number of the board members, election of the board member and informing the shareholders regarding the external duties and the grounds thereof in accordance with the Corporate Governance Principles,

Pursuant to Article 18 of the Articles of Association, the increase in the number of the Board Members from nine to ten excluding CEO will be submitted to the approval of the shareholders. The Independent Membership of Belkıs Sema Yurdum, who has served as an independent board member as of the Ordinary General Shareholders' Meeting dated 30.04.2013 until the Ordinary General Shareholders' Meeting of the year 2019, will be terminated in accordance with the clause 4.3.6. of the Corporate Governance Principles stipulating "Not to have conducted membership of board of directors more than a term of six years in the last ten years." The election of Belkıs Sema Yurdum, to fill the remaining term of office of other Board Members will be submitted to the approval of the shareholders. The shareholders will be informed regarding the external duties conducted by the Board Members and the grounds thereof in accordance with the relevant Corporate Governance Principle (clause 4.4.7).

8. Election of the Independent Board member in accordance with the Capital Markets Board regulations and informing the shareholders regarding the external duties and the grounds thereof in accordance with the Corporate Governance Principles,

Pursuant to the Corporate Governance Principles issued by the CMB, Mevhibe Canan Özsoy has been nominated as an independent board member with the Board of Directors' Resolution which was resolved in line with the assessment of the Corporate Governance Committee that functions as the Nomination Committee of the Bank. Since an adverse opinion is not expressed by the CMB for the nomination of Mevhibe Canan Özsoy as an independent board member, upon the application of the Bank to the CMB in accordance with the relevant regulation, the election of Mevhibe Canan Özsoy as an independent board member, to fill the remaining term of office of other Board Members will be submitted to the approval of the shareholders.

The shareholders will be informed regarding the external duties conducted by the Board Members and the grounds thereof in accordance with the relevant Corporate Governance Principle (clause 4.4.7).

9. Election of the Independent Auditor in accordance with Article 399 of Turkish Commercial Code,

The selection of KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (KPMG) as the independent audit firm of the Bank and the group for the year 2019, in accordance with the Turkish Commercial Code, will be submitted for the approval of the General Assembly.

10. Informing the shareholders regarding 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 the 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.

11. 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.

12. Informing the shareholders with regard to charitable donations realized in 2018, and determination of an upper limit for the charitable donations to be made in 2019 in accordance with the banking legislation and Capital Markets Board regulations,

An upper limit for the charitable donations for the year of 2019 will be determined by the General Assembly and the shareholders will be informed with regard to the charitable donations realized in 2018, 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 2018 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 2018 which may cause conflict of interest.

VEKALETNAME
T.GARANTİ BANKASI A.Ş.

T.Garanti Bankası A.Ş.’nin 4 Nisan 2019 Perşembe günü saat 10:00’da Levent, Nispetiye Mahallesi, Aytar Caddesi No:2, 34340 Beşiktaş - İstanbul adresinde yapılacak 2018 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 Unvanı:

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 aşağıda 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 muhalet şerhini belirtilmek 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:*
 - b) Numarası/Grubu:**
 - c) Adet-Nominal değeri:
 - ç) Oyda imtiyazı olup olmadığı:
 - d) Hamiline-Nama yazılı olduğu:*
 - e) Pay sahibinin sahip olduğu toplam paylara/oy haklarına oranı:
- *Kayden İzlenen 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 bilgilerin varsa muadillerinin sunulması zorunludur.

İMZASI

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
Kaşe/İmza**

**Tevdi Edilen
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	KABUL <input type="checkbox"/> RED <input type="checkbox"/>	
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.

PROFIT DISTRIBUTION STATEMENT OF T. GARANTİ BANKASI A.Ş. FOR THE YEAR 2018 (TRL)		
1.	Paid-in/issued capital	4.200.000.000,00
2.	Total legal reserves (according to statutory records)	1.465.373.536,51
Information regarding the privilege in profit distribution, if any, granted pursuant to the articles of association		-
		According to Statutory Records (SR)
3.	Profit for the period	8.445.260.211,34
4.	Taxes to be paid (-)	1.807.024.456,32
5.	NET PROFIT FOR THE YEAR (=)	6.638.235.755,02
6.	Losses related previous years (-)	
7.	First legal reserves (-)	0,00
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	6.638.235.755,02
9.	Donations made during the year (+)	
10.	Net distributable profit for the period (donations are included), according to which the first dividend is calculated	
11.	First dividend to shareholders	0,00
	Cash -	0,00
	Bonus issue -	0,00
	Total -	0,00
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	0,00
16.	Second legal reserves	0,00
17.	Statü Yedekleri	0,00
17.	Statutory reserves	0,00
18.	Other funds to be kept in Bank statutorily (amount of CIT 5/1/e and Luxembourg Net Wealth Tax)	6.416.192,13
19.	EXTRAORDINARY RESERVES	6.631.819.562,89
20.	Other distributable funds	-
	Profit of the previous year	
	Extraordinary reserves	
	Other distributable reserves pursuant to the legal requirements and Articles of Association	

INFORMATION ON 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(%)
GROSS	-	-	-	-	-	-
NET	-	-	-	-	-	-