

**TÜRKİYE GARANTİ BANKASI A.Ş.**  
**INFORMATION DOCUMENT FOR THE ORDINARY GENERAL**  
**SHAREHOLDERS' MEETING TO BE HELD ON JULY 17<sup>th</sup>, 2020**

The Ordinary General Shareholders' Meeting of the Bank for 2019 accounting period which was postponed in light of the recommendations regarding the measures to prevent the COVID-19 (Coronavirus) outbreak in our country, will be held on July 17<sup>th</sup>, 2020 at 10:00 am 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 2019 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 web sites [www.garantibbva.com.tr](http://www.garantibbva.com.tr) and [www.garantibbvainvestorrelations.com](http://www.garantibbvainvestorrelations.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 June 18<sup>th</sup> , 2020**

<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>
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
<b>GRAND TOTAL :</b>	<b>420,000,000,000</b>	<b>4,200,000,000.00</b>	<b>100</b>

**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 2019 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, election or change of the Board Members, if the agenda of the General Shareholders' Meeting includes the revocation and election of the Board Members**

The appointment of the Board Member for the remaining term of office of the Board Membership position vacated during the year will be submitted for the approval of the shareholders.

Furthermore, the shareholders will be informed regarding the appointment of the CEO position vacated during the year who is a natural member of the Board of Directors under the Banking Law No.5411 which the Bank is subject to.

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

## **Recep Bařtuę**

Recep Bařtuę graduated from ukurova University Faculty of Economics. He started his career in Garanti BBVA Internal Audit Department in 1989. Mr. Bařtuę worked as Corporate Branch Manager during 1995-1999, Commercial Regional Manager during 1999-2004, Commercial Banking Coordinator during 2004-2012, and served as an EVP of Commercial Banking and Consumer Finance during 2013-2018. After working as a Vice Chairman at a private company for a brief period, on September 6<sup>th</sup>, 2019, he was appointed as the Board Member and CEO at Garanti BBVA. Mr. Bařtuę has 30 years of experience in banking and business administration.

## **Avni Aydın Dren**

Aydın Dren graduated from the Faculty of Law at Istanbul University and earned his graduate degree on International Law from the American University, Washington College of Law. After serving as an associate, partner and managing partner for over 18 years at international private law firms in New York, London and Istanbul, Mr. Dren joined Garanti BBVA on February 1, 2009 as Executive Vice President in charge of Legal Services. Furthermore, Mr. Dren is Vice Chairman of Garantibank International N.V. and T. Garanti Bankası A.ř. Pension and Provident Fund Foundation, and Board Member of Garanti Payment Systems and Garanti Mortgage and Board of Trustees Member of Teachers Academy Foundation. Since June 2015, Mr. Dren also serves as the Corporate Secretary of the Bank. With 28 years of experience in banking and business administration, Mr. Dren's areas of responsibility are Legal Advisory Services, Legal Collections, Litigation, Garanti Payment Systems Legal Services, Legal Operations, Wholesale Recovery and Retail Collections

### **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**

Since the Registered Capital Ceiling permission, granted by the Capital Markets Board of Turkey and stated in the Article 7 of the Bank's Articles of Association will expire by the end of 2020, the Board of Directors has resolved with its decisions dated January 16, 2020 and numbered 2419 and February 6, 2020 and numbered 2422 to submit necessary applications in order to extend the date of the Registered Capital Ceiling permission until the end of the year 2024 and to amend the Articles of Association in accordance with the attached draft amendment. Required applications have been made and approvals have been obtained regarding the abovementioned resolution. Accordingly, the current and new texts of the relevant article of the Articles of Association approved by the competent authorities are as attached herewith (Annex-3.)

## **EXPLANATIONS ON AGENDA ITEMS OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING DATED JULY 17<sup>th</sup>, 2020 OF TRKİYE GARANTİ BANKASI A.ř.**

### **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.garantibbva.com.tr](http://www.garantibbva.com.tr) and [www.garantibbvainvestorrelations.com](http://www.garantibbvainvestorrelations.com), 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 of the Independent Auditors' Reports,**

The Independent Auditor's Report for the period of 01/01/2019-31/12/2019, 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.garantibbva.com.tr](http://www.garantibbva.com.tr) and [www.garantibbvainvestorrelations.com](http://www.garantibbvainvestorrelations.com), 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. Amendment to Article 7 of the Bank's Articles of Association,**

Since the Registered Capital Ceiling permission, granted by the Capital Markets Board of Turkey will expire by the end of 2020, required applications have been made to the competent authorities and approvals have been obtained in order to extend the date of such permission until the end of the year 2024. Accordingly, the relevant article amendment draft (Annex:3) of the Articles of Association which was approved by competent authorities will be submitted for the approval at the General Shareholders' Meeting.

## **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 2019 will be submitted to the approval of the shareholders.

## **7. Determination of profit usage and the amount of profit to be distributed according to the Board of Directors' proposal,**

In accordance with the Banking Law, Capital Markets Law and related regulations, Article 45 of the Bank's Articles of Association and Profit Distribution Policy, considering the Bank's growth target, it's long term strategy, along with domestic and international economic developments, the proposal of the Board of Directors regarding the method for distribution of the profit realized in the 2019 accounting period and Profit Distribution Table as is shown in Annex 4, regarding the transfer of the distributable net profit of 6.158.840.673,31 Turkish Liras to the Extraordinary Reserves Account after the relevant provisions are set aside, will be submitted for the approval of the shareholders.

## **8. 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, and informing the shareholders regarding the external duties conducted by such Board Member and the grounds thereof in accordance with the Corporate Governance Principles,**

As a result of the resignation of Board Member Ricardo Gomez Barredo, Avni Aydın Düren was appointed as real person Board Member at the Board of Directors' Meeting dated 17.06.2020, in order to fill the remaining term of office and such appointment will be submitted to the approval of the shareholders.

In accordance with the relevant Corporate Governance Principle issued by the Capital Markets Board, the shareholders will be informed regarding the external duties, if any, conducted by Board Member whose appointment is approved and the grounds thereof.

**9. Informing the shareholders regarding the appointment of the CEO position vacated during the year who is a natural member of the Board of Directors and his external duties and the grounds thereof in accordance with the Corporate Governance Principles,**

As a result of the resignation of Ali Fuat Erbil from his office as CEO as of September 1, 2019, Recep Baştuğ was appointed as CEO of the Bank on the date of September 6, 2019 after necessary notifications were made and the required legal approvals were obtained. As the CEO is a natural member of the Board of Directors according to the Banking Law, the shareholders will be informed regarding such matter.

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

**10. 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 2020, in accordance with the Turkish Commercial Code, will be submitted for the approval of the General Assembly.

**11. 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.

**12. 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.

**13. Informing the shareholders with regard to charitable donations realized in 2019, and determination of an upper limit for the charitable donations to be made in 2020 in accordance with the banking legislation and Capital Markets Board regulations,**

An upper limit for the charitable donations for the year of 2020 will be determined by the General Assembly and the shareholders will be informed with regard to the charitable donations realized in 2019, all in accordance with the Banking legislation and Capital Markets Board regulations.

**14. 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.

**15. Informing the shareholders regarding significant transactions executed in 2019 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 2019 which may cause conflict of interest.

**Annex 1**

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

T.Garanti Bankası A.Ş'nin 17 Temmuz 2020 Cuma günü saat 10:00'da Levent, Nispetiye Mahallesi, Aytar Caddesi No:2, 34340 Beşiktaş - İstanbul adresinde yapılacak 2019 yılına ait Olağan Genel Kurul Toplantısında, 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:

T.C 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 belirtmek suretiyle verilir.

Gündem Maddeleri (*)	Kabul	Red	Muhalet Şerhi
1.			
2.			
3.			
4.			
5.			
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8.			
9.			

10.			
11.			
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13.			
14.			
15.			

(\*) 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(\*)**

T C 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		
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10		
11		
12		
13		
14		
15		



(\*) 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

CURRENT TEXT:	NEW TEXT:
<p><b>CAPITAL AND SHARES:</b></p> <p><b>Article 7 –</b></p> <p>A) The Bank has accepted the registered capital system under the permission of the Capital Markets Board no. 83/1049 dated August 25<sup>th</sup>, 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</p>	<p><b>CAPITAL AND SHARES:</b></p> <p><b>Article 7-</b></p> <p>A)The Bank has accepted the registered capital system pursuant to the former Capital Markets Law No. 2499 and adopted registered capital system under the permission of the Capital Markets Board no. 83/1049 dated August 25<sup>th</sup>, 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 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 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, 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</p>

<p>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>	<p>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.</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>
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#### Annex 4

PROFIT DISTRIBUTION STATEMENT OF T. GARANTİ BANKASI A.Ş. FOR THE YEAR 2019 (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	7.816.281.587,57
4.	Taxes to be paid ( - )	1.657.440.914,26
5.	NET PROFIT FOR THE YEAR ( = )	6.158.840.673,31
6.	Losses related previous years ( - )	
7.	First legal reserves ( - )	0,00
8.	NET DISTRIBUTABLE PROFIT FOR THE PERIOD ( = )	6.158.840.673,31
9.	Donations made during the year ( + )	
10.	Net distributable profit for the period (donations are included), according to which the first dividend is calculated	
	First dividend to shareholders	0,00
11.	Cash -	0,00
	Bonus issue -	0,00

	Total -	0,00
12.	Div idend distributed to priv ileged shareholders	0,00
13.	Div idend distributed to board members, employees, etc.	0,00
14.	Div idend distributed to holders of jouissance shares	0,00
15.	Second div idend to shareholders	0,00
16.	Second legal reserves	0,00
17.	Statutory reserves	0,00
18.	Other funds to be kept in Bank statutorily (amount of CIT 5/1/e)	5.436.405,85
19.	EXTRAORDINARY RESERVES	6.153.404.267,46
20.	Other distributable funds	-

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(*)	-	-	-	0,00%	0,00000	0,00000
NET	-	-	-	0,00%	0,00000	0,00000