

Garanti Investment Trust Inc. Board of Directors
Notice of Ordinary General Meeting

The meeting of Ordinary General Assembly, which was postponed because the quorum necessary for the meeting could not be achieved on 30 March 2018, was decided to be conducted at 11:00 on 30 April 2018 at the address Grand Hyatt Istanbul Hotel, Taşkılla Caddesi, No:1, Taksim – Istanbul, to examine the work of discussing and resolving in the year 2017 on the same agenda .The General meeting will be held without right to speak and open to public together with stakeholders and media.

In accordance with the paragraph 4 of article 415 of Turkish Code of Commerce No.6102 and paragraph 1 of article 30 of Capital Market Law No.6362, the right to attend to meeting and right to vote shall not be bound to the requirement of depositing the share certificates. For this reason, our partners who wishes to attend the general meeting should make their shares blocked. But in case of those partners who don't wish their identities and information about the shares in their accounts to be informed to our Company and whose such information cannot be viewed by our Company, willing to attend the general meeting, it's required at the latest 1 day before the General Meeting for them to ensure the intermediary companies holding their accounts remove the block which prevents information about the shares in their accounts to be informed to our Company.

Our Company stakeholders may attend the Ordinary General Meeting personally or through a representative, in physical form or according to article 1527 of Turkish Code of Commerce No.6102 through electronic media. For those who wishes to attend the General Meeting personally or through their representatives, they should notify their choices about it through the Electronic General Assembly System (EGAS) provided by Central Registry Agency, at the latest 1 day before the meeting. Those agents who will attend the meeting by proxy and in physical form should show their id in meeting, regardless of whether they're assigned by letter of attorney or via EGAS. Attendance to the meeting in electronic media is possible provided that stakeholders or their representatives having a secure electronic signature. For this reason stakeholders who will take action in EGAS should first have an electronic signature, register to CRA and e-CRA information portal and then it would be possible for them to attend the general meeting. In accordance with the article 1526 of Turkish Code of Commerce, declarations made via EGAS on behalf of legal entity partners, should be signed by legal entity's authorized signatory on behalf of the company with the secure electronic signature generated in their names.

Stakeholders or their representatives who wishes to attend our Company's Ordinary General Meeting through electronic media, should fulfill their obligations according to the provisions in relevant articles of Turkish Code of Commerce No.6102, in "Regulations About the General Meetings of Companies Held Through Electronic" issued on the Official Gazette No.28395 dated 28th August 2012 and in "Notice About the Electronic General Assembly System Implemented in Joint Stock Companies' General Meetings" issued on the Official Gazette No.28396 dated 29th August 2012.

Stakeholders who will attend the meeting through an agent should fulfill the requirements of Capital Market Board's "Notice on Voting by Proxy and Proxy Solicitation" issued on the Official Gazette No.28861 dated 24.12.2013 and submit their letter of proxies made out by notary in accordance with the example below.

Information Document prepared within the context of 2017's Financial Statements, Board of Directors Activity Report, Independent Audit Report, Dividend Distribution Proposal of Board of Directors and Capital Market Board's "Corporate Governance Notice (II-17.1)", is submitted for our stakeholders' information in Public Disclosure Platform www.kap.gov.tr, EGAS and in our corporate website www.gyo.com.tr, and kept available in company headquarters for our stakeholders' review, at least three weeks before the date of general meeting, except the notice and meeting days.

"Maslak Mahallesi, Ataturk Oto Sanayi, 55.Sokak, 42 Maslak, No:2 A Blok D:270 (A1207) 34485 Sarıyer-Istanbul"

Best Regards.
Board of Directors

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GENERAL MEETING AGENDA

- 1) Opening and constituting up the chairmanship of meeting.
- 2) Authorizing the chairmanship for signing General Meeting minutes.
- 3) Reading out and negotiating 2017 Board of Director's Activity Report.
- 4) Reading out Independent Audit Report.
- 5) Reading out, negotiating, approval of Financial Statements.
- 6) Negotiating and concluding the acquittance of the members of Board of Directors.
- 7) Submitting two different proposal to general assembly about the dividend distribution;
 - **First proposal;** After deducting the reserves, tax, fund and financial payments that should be legally kept from the periodic profit of 2.119.360,27-TL on the income statement of "01.01.2017 - 31.12.2017 accounting period, on the purpose of enriching the company equities and protecting the small investor interests in mid-term, from the leftover net distributable profit of 2.013.392,26-TL. and source exempt earnings; (a) allocating dividend to stakeholders as 448.000-TL in cash and 1.500.000-TL as bonus share, (b) within the context of Capital Market Board's Corporate Governance Notice (II-17.1) regulations, allocating a dividend of 50.000-TL to members of board of directors except the independent members of board of directors, (c) After allocating dividends to stakeholders and members of board of directors, transferring the leftover amount to extraordinary reserves,
 - **Second Proposal;** After deducting the reserves, tax, fund and financial payments that should be legally kept from the periodic profit of 2.119.360,27-TL on the income statement of "01.01.2017 - 31.12.2017 accounting period, on the purpose of enriching the company equities and protecting the small investor interests in mid-term, from the leftover net distributable profit of 2.013.392,26-TL. and source exempt earnings; (a) allocating dividend to stakeholders as 1.925.811,14-TL in cash, (b) within the context of Capital Market Board's Corporate Governance Notice (II-17.1) regulations, distributing all of the net distributable profit by paying 50.000-TL to members of board of directors except the independent members of board of directors,
 - As being applied to both situations, negotiating and concluding the board of directors' proposal about the dividend distribution time.
- 8) Negotiating and concluding the amendment of article 11 titled "Capital and Shares" of articles of incorporation, the necessary permissions of which were obtained from T.R. Prime Ministry Capital Market Board and T.R. Ministry of Customs and Trade.
- 9) Negotiating and concluding the fixation of the daily allowances of members of Board of Directors.
- 10) Negotiating and concluding the approval of the fee of KPMG - Akis Independent Audit and Public Accountant Inc., independent audit company assigned by Board of Directors as the audit for 2018 account period.
- 11) Giving information to general assembly about the guarantees, pledges and hypothecas given in favor of third parties.
- 12) Submitting the donations and grants made throughout the year for stakeholders' information in the general assembly and if planned to be made negotiating and concluding the donation amount to be made in 2018 to be limited to 5.000-TL.
- 13) In accordance with the article 4.6.2 of Corporate Governance Notice (II-17.1) issued by Capital Market Board; giving information about the principles of charges of members of board of directors and members with administrative responsibility.
- 14) Authorizing members of board of directors to be able to carry out the actions specified in articles 395 and 396 of the Turkish Code of Commerce.
- 15) As required by the article 1.3.6 of Corporate Governance Notice (II-17.1) issued by Capital Market Board and article 395 and 396 of the Turkish Code of Commerce, giving information about stakeholders, members of board of directors, directors with administrative responsibilities and their partners and relatives to the 2nd degree by blood and marriage, whether making a transaction that may cause conflict of interest with their companies or subsidiaries and/or making on behalf of him/herself or someone else, a transaction of trade concern which is a subject of companies' or subsidiaries' business or entering into an another company doing business of trade concern as a limitless liability partner.
- 16) Wishes and closing.

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LETTER OF ATTORNEY

Garanti Investment Trust Inc.

Towards the options I stated below, I appoint who is presented in detail below, as my agent for being authorized to represent me, vote, suggest proposal and sign necessary documents in the general meeting of Garanti Investment Trust Inc. which will be held on 30th April 2018, at 11.00 in Grand Hyatt Istanbul Hotel, Taskisla Avenue, No:1, Taksim - Istanbul.

Agent's(*);

Name Surname/Business Name:

TR ID No/Tax ID No, Trade Registry and Number and MERSIS (Central Registration System) Number:

(*)For the information aforesaid for agents of foreign national, equivalents must be presented.

A) SCOPE OF POWER OF ATTORNEY

Choose from option (a), (b) or (c) for sections 1 and 2 given below and specify the scope of power of attorney.

1.About the Issues in the General Assembly's Agenda;

- a) Agent is authorized to vote towards his/her own opinion.
- b) Agent is authorized to vote towards the proposals of company governance.
- c) Agent is authorized to vote towards the instructions given in the table below.

Instructions:

In case of option (c) being selected by the stakeholder, the instructions specific to agenda item will be given by means of marking one of the options given near the agenda item (accept or refuse) and in case of refuse being selected by means of bringing forward the counter statement requested to be written to the general assembly minutes.

Agenda Items (*)	Accept	Refuse	Counter Statement
1.			
2.			
3.			

(*) Issues in the General Assembly agenda will be sorted one by one. If minority has a different draft resolution this also provisionally indicates the vote by proxy.

2. Instruction specific to the issues that may arise in the General Meeting and especially about minority rights:

- a) Agent is authorized to vote towards his/her own opinion.
- b) Agent is not authorized to represent on these issues.
- c) Agent is authorized to vote towards the specific instructions below.

SPECIFIC INSTRUCTIONS; If any specific instructions that will be given to the agent will be specified in here.

B) Stakeholder chooses one of the options below and specifies the shares he wants the agent to represent.

1. I confirm the representation by the agent of my shares details of which are given below.

- a) Layout and series:*
- b) Number/Group:**
- c) Number of/Nominal value:
- ç) Preferential or Non-preferential:
- d) Bearer or Registered:*
- e) Ratio to the total shares/voting rights of the stakeholder:

*These information are not requested for under record shares.

**For under record shares, if available information about the group shall be given instead of number.

2. I confirm the representation by the agent of all my shares on the list about the stakeholders that can attend the general meeting and prepared by CRA one day before the general meeting day.

STAKEHOLDER'S NAME SURNAME or TITLE(*)

TR ID No/Tax ID No, Trade Registry and Number and MERSIS (Central Registration System) Number:

Address:

(*)For the information aforesaid for stakeholders of foreign national, equivalents must be presented.

SIGNATURE: