

**Garanti Yatırım Ortaklığı A.Ş.**  
**Board Invitation for Ordinary General Meeting**

2018 Ordinary General Meeting of our Company shall be held **at 11:00 on 29 March 2019 in the address of “Maslak Mah. Atatürk Oto Sanayi 55. Sokak 42 Maslak No: 2 A Blok Seminer Salonu Sarıyer – İstanbul”** in order to discuss and finalize following agenda items. This Ordinary General Meeting shall be organized publicly including beneficiaries and press members whereas the stated parties shall not be heard.

In accordance with Paragraph 4 of Article 415 in Turkish Commercial Law numbered 6102 and Paragraph 1 of Article 30 in Capital Markets Law numbered 6362, the right to participate and vote in General Meeting shall not be stipulated as a depository receipt. Therefore, the partners intending to attend General Meeting shall block current shares. However, the partners intending to attend General Meeting while keeping identity details and share amounts undisclosed to our Company shall have this restriction on disclosing such information removed by intermediary firms until 1 (one) day prior to the meeting date.

Company shareholders shall attend Ordinary General Meeting personally or by proxy via physical or electronic media in accordance with Article 1527 of Turkish Commercial Law numbered 6102. The shareholders intending to attend personally or to be represented by proxy in General Meeting shall advise relevant preference via Electronic General Meeting System (EGMS) provided by Central Registry Agency (CRA) until 1 (one) day prior to the meeting date. The attorney attending General Meeting personally, whether assigned by a notarized power of attorney or via EGMS, shall be obliged to present identity during the meeting. Shareholders or attorneys are able to attend General Meeting via electronic media if stated parties are certified with secure electronic signatures. Therefore, the shareholders performing certain transactions on EGMS shall obtain secure electronic signature and then register on CRA and e-CRA Information Portal in order to attend General Meeting. In accordance with Article 1526 of Turkish Commercial Law, the legal entity with authorized signatory status shall place electronic signature under the notifications made on behalf of shareholders via EGMS.

The shareholders or representatives intending to participate in our Company’s Ordinary General Meeting via electronic media shall fulfill the obligations stipulated by relevant provisions of Turkish Commercial Law numbered 6102, “Regulation on Electronic General Meetings of Stock Companies” published in Official Gazette dated 28 August 2012 and numbered 28395, and “Notification on Electronic General Meeting System to be used during General Meetings of Stock Companies” published in Official Gazette dated 29 August 2012 and numbered 28396.

The shareholders to be represented in General Meeting shall submit notarized power of attorney certificates in accordance with following template and comply with the provisions of “Notification on Proxy Voting and Proxy Solicitation” (II-30.1) published by Capital Markets Board (CMB) in Official Gazette dated 24.12.2013 and numbered 28861.

2018 Financial Statements, Annual Board Report, Independent Audit Report, Board Dividend Policy and Informative Documentation issued by Capital Markets Board in the scope of “Corporate Governance Notification (II-17.1)” are presented to our shareholders through Public Disclosure Platform website [www.kap.gov.tr](http://www.kap.gov.tr), EGMS system and our corporate website [www.gyo.com.tr](http://www.gyo.com.tr). The stated reports are also provided to our shareholders within minimum three weeks prior to General Meeting excluding announcement and meeting dates in company headquarters.

**“Maslak Mahallesi, Atatürk Oto Sanayi, 55.Sokak, 42 Maslak, No:2 A Blok D:270 (A1207) 34485 Sarıyer-İstanbul”**

Sincerely,  
**Board of Directors**

**Garanti Yatırım Ortaklığı A.Ş.**  
**Board Invitation for Ordinary General Meeting**

**AGENDA OF GENERAL MEETING**

- 1) Opening session and assigning the Chairman
- 2) Authorizing the Chairman to sign meeting minutes
- 3) Reading and discussing the Board Annual Report for 2018
- 4) Reading Independent Audit Report
- 5) Reading, discussing and approving financial statements
- 6) Introducing UTKU ERGUDER assigned as the Board Member in replacement of ZEKI SEN upon resignation and requesting Board approval in appointing the predecessor to act as Board Member for the remaining period
- 7) Discussing and finalizing the discharge states of Board Members
- 8) Submitting the Board resolution to General Assembly's approval for allocating the amount of **2.205.759,92-TL** calculated by deducting legal reserves, taxes, funds and financial expenses from total period revenue of **2.231.852,55-TL** as indicated in relevant Income Statement for the accounting period between 01.01.2018 and 31.12.2018 in order to: **(a)** Remit the cash amount of **653.250-TL** as dividend and distribute the amount of **1.500.000-TL** as bonus issue dedicated to improve shareholders' equity and protect small investors in the medium term **(b)** Remit the cash amount of **50.000-TL** as dividend to Board Members excluding independent members in the scope of Corporate Governance Notification (II-17.1) issued by Capital Markets Board and to assign the Chairman in determining dividend principles **(c)** Transfer the balance following dividend to Board Members and shareholders to excess reserves **(d)** Assign the Board for determining dividend time
- 9) Discussing and finalizing the daily allowance to be allocated for Board Members
- 10) Discussing and finalizing the remuneration of "KPMG Bağımsız Denetim ve Serbest Mali Müşavirlik A.Ş." assigned by the Board as independent auditing firm for 2019 accounting period
- 11) Informing General Assembly on securities, deposits and liens to third party beneficiaries
- 12) Informing the shareholders on grants and aids received in the recent year and negotiating the grant limit up to 5.000-TL when necessary
- 13) Informing Board Members and further executives with administrative responsibilities on salary principles in accordance with Article 4.6.2 of Corporate Governance Notification (II.17.1) issued by Capital Markets Board.
- 14) Informing on specific conditions where the shareholders holding executive powers in accordance with Articles 395 and 396 of Turkish Commercial Law and Article 1.3.6 of Corporate Governance Notification (II-17.1) published by Capital Markets Board together with second degree relatives and spouses perform a critical transaction causing the conflict of interests and/or a commercial operation concerning the business scope of affiliate companies or join general partnerships involved in similar business operations
- 15) Authorizing Board Members to perform relevant procedures specified in Articles 395 and 396 of Turkish Commercial Law
- 16) Requests and closing session

**Garanti Yatırım Ortaklığı A.Ş.**  
**Board Invitation for Ordinary General Meeting**

**POWER OF ATTORNEY**

**Garanti Yatırım Ortaklığı A.Ş.**

I hereby assign ..... with following identity details to represent, vote, place bid and sign necessary documentation on behalf of my side during the General Meeting of Garanti Yatırım Ortaklığı A.Ş. to be held **at 11:00 on 29 March 2019 in the address of "Maslak Mah. Ataturk Oto Sanayi 55. Sokak 42 Maslak No: 2 A Blok Seminer Salonu Sarıyer – İstanbul"**.

The attorney's (\*);

Name-Surname/Commercial Title:

Turkish Identity/Tax Number, Trade Registry Number and MERSIS (Central Registration System) Number:

(\*)It is obligatory for foreign shareholders to submit the above mentioned information or supplementary documents (if any).

**A) TEMSİL YETKİSİNİN KAPSAMI**

**For the following sections numbered 1 and 2, the scope of representation shall be determined by selecting options (a), (b) or (c).**

**1. Items Included in the Agenda of General Meeting;**

- a) The attorney shall be authorized to vote depending on its opinion.
- b) The attorney shall be authorized to vote in accordance with Board recommendations.
- c) The attorney shall be authorized to vote in accordance with following specific instructions.

**Instructions:**

**In case the shareholder prefers option (c), specific instructions concerning a particular agenda item shall be given by declaring as (accepted) or (rejected) located near relevant agenda item in the following table. If "rejected", then specific instructions shall be given upon the dissenting opinion requested to be included in meeting minutes.**

Agenda Items (*)	Accepted	Rejected	Dissenting Opinion
1.			
2.			
3.			

**(\*) The items included in the meeting agenda shall be listed separately. If applicable, the draft resolution of minority shareholders shall be indicated.**

**2. Special Provision on further agenda items to be raised during General Meeting especially concerning minority rights:**

- a) The attorney shall be authorized to vote depending on its opinion.
- b) The attorney shall not be authorized to vote for such items.
- c) The attorney shall be authorized to vote in accordance with following specific instructions.

**SPECIFIC INSTRUCTIONS;** Specific instructions of relevant shareholder (if any) shall be indicated in this section.

**B) The shareholder shall select one of the following options and specify the share amount to be represented by proxy.**

**1. I hereby confirm that the following shares shall be represented by proxy:**

- a) Sequence & Serial Number: \*
- b) Number & Group: \*\*
- c) Quantity & Nominal Value:
- ç) Voting Status:
- d) Bearer & Registered Status: \*
- e) Total share amount held by Shareholder / Voting right:

\*This information is not required for registered shares.

\*\*The group details shall be provided in replacement of numbers for registered shares.

**2. I hereby confirm that attorney shall represent all shares indicated in the list of participant shareholders to be issued by CRA a day before the meeting date.**

**SHAREHOLDER NAME-SURNAME OR TITLE (\*)**

Turkish Identity/Tax Number, Trade Registry Number and MERSIS (Central Registration System) Number:

Address:

(\*) It is obligatory for foreign shareholders to submit the above mentioned information or supplementary documents (if any).

SIGNATURE: