

## Ordinary General Meeting Invitation from Board of Directors of Garanti Yatırım Ortaklığı A.Ş.

The meeting of Ordinary General Assembly, which was postponed because the quorum necessary for the meeting could not be achieved on 22 June 2020, was decided to be conducted at 11:00 on **22 July 2020 in the address of “Maslak Mah. Atatürk Oto Sanayi 55. Sokak 42 Maslak No: 2 A Blok Seminer Salonu Sarıyer – İstanbul”**, to examine the work of discussing and resolving in the year 2019 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 sub-article 1 of article 30 of Capital Market Law No.6362 and sub-article 4 of article 415 of Turkish Commercial Code No.6102, general meeting participation right and right to vote shall not be conditioned to store certificates of shares. For this reason, it is not required that our shareholders who want to attend to general meeting, should not freeze their shares. However, in case that our shareholders who do not want that their information about their identities and shares in their accounts, is not notified to our Company and whose their mentioned information cannot be seen by our Company, want to attend to General Meeting, the restriction preventing that their information related with shares in their accounts and their identities from intermediary firms where they have accounts, is required to be deregulated until one day at the latest before General Meeting.

Shareholders of our Company will be able to attend to Ordinary General Meeting in physical environment or electronic environment in accordance with article 1527 of Turkish Commercial Code No. 6102, personally or via their representatives. The ones who want to attend General Meeting personally or via their representatives, are required to make notification over Electronic General Meeting System (EGKS) that is provided by Central Registration Organization until 1 (one) day before General Meeting Date about their preferences. Assignee who will attend to meeting as proxy and physically, is required to demonstrate identity regardless whether he/she is appointed by proxy statement and over EGKS. Attending to the meeting in electronic environment, is possible when shareholders or their representatives have safe electronic signature. For this reason, it will be possible when shareholders who will make transaction on EGKS, should have safe signature primarily and registration to MKK and e-MKK Information Portal, to attend to the general meeting. In accordance with article 1526 of Turkish Commercial Code, notifications to be made over EGKS on behalf of the shareholders who are legal persons, should be signed with safe electronic signature produced on their names on behalf of the company by legal person’s authorized signatory.

The shareholders and their representatives who want to attend to Ordinary General Meeting of our Company on electronic environment, should perform their responsibilities in accordance with provisions of “Notification Regarding Electronic General Meeting System to be Practiced in General Meetings of Incorporated Companies” that was published in Official Gazette No. 28396 and dated 29 August 2012 and “Notification Regarding General Meeting to be Held on Electronic Environment in Incorporated Companies” that was published in Official Gazette No. 28395 and dated 28 August 2012 and the articles of Turkish Commercial Code No. 6102 about this matter.

The shareholders who will attend to the meeting via proxy, should submit their proxy statement issued by notary public in accordance with below sample, by performing requirements of “Notification to Collect Proxy Via Call and Voting by Proxy” that was published in Official Gazette No. 28861, dated 24.12.2013 of Capital Market Board.

2019 Financial Statements, Board of Directors’ Activity Report, Independent Auditor Reports, Notification Document that was prepared within the scope of “Corporate Management Notification (II-17-1)” of Capital Market Board and profit appropriation suggestion of Board of Directors, are provided for information of our shareholders in our corporate internet page on [www.gyo.com.tr](http://www.gyo.com.tr) and on EGKS and Public Disclosure Platform’s address [www.kap.gov.tr](http://www.kap.gov.tr), these documents are also available in corporate office at the least three weeks before general meeting date except announcement and meeting days, for observation of our shareholders.

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

Best regards.

**Board of Directors**

**GENERAL MEETING AGENDA**

- 1) Opening and forming meeting chairmanship.
- 2) Authorizing meeting chairmanship to sign general meeting minutes.
- 3) Reading and discussing Board of Directors' 2019 activity report.
- 4) Reading independent auditor report.
- 5) Reading, discussing and approving financial statements.
- 6) Discussing release of the members of Board of Directors and making decision.
- 7) From profits which their sources are exceptional and from distributable net profit valued at 3.456.938,91 TL that is remained after deducting capital reserves, tax, fund, financial payments those should be left according to the laws from net profit for the period valued at 3.638.883,06 TL in income statement for 01.01.2019-31.12.2019 account period; Discussing and deciding board of directors' offer which is as follow (a) distributing profit shares to the shareholder which are 875.000 TL in cash and 2.500.000 TL as free of charge share with the purpose of ensuring strengthening shareholder's equity of the company and protecting benefits of small investors in the medium term, (b) distributing profit share valued at 70.000 TL to the members of board of directors in line with article 4.6.3 of Capital Market Board's Corporate Management Notification (II-17-1) Annex- 1 Corporate Management Principles and authorizing chairman of the board regarding distribution principles, (c) transferring the amount remained after profit share to the shareholders and the members of board of directors, to extraordinary reserves, (d) authorizing board of directors about profit share distribution time.
- 8) Presenting information as per article 1.3.1/c of Annex-1 of Corporate Management Principles regard the persons those are suggested to general meeting as candidates to be the members of board of directors.
- 9) Selecting the members of board of directors.
- 10) Discussing and making decision to determine attendance fees of the members of board of directors.
- 11) Discussing and making decision the subject to approve the fee and KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (KPMG Independent Audit and Independent Accountant and Financial Advisor INC) that is an independent auditing company determined as auditor for 2020 account period by board of directors.
- 12) Informing general meeting regarding guarantee, deposit and securities given in favor of third persons.
- 13) Informing the shareholders in general meeting about donations and aids made within the year and discussing and making decision regarding the issue keeping donation amounts on 10.000 TL in case it is required in 2020.
- 14) Informing about charging principle for administrators who have administrative responsibility and for the members of board of directors in accordance with article 4.6.2 of Corporate Management Notification (II.17.1) published by Capital Market Board.
- 15) Informing regarding the issues that the shareholders who have management control in accordance with articles 395 and 396 of Turkish Commercial Code and article 1.3.6 of Corporate Management Notification (II-17-1) that was published by Capital Market Board, the members of board of directors, administrators who have administrative responsibility and their spouses and their blood relatives and relatives by marriage, make an important transaction that can cause a conflict of interest with corporation or affiliated companies and/or in case that they make a transaction in a business taking place within the subject of business of corporation and affiliated companies or that they enter into another corporation with unlimited partner title dealing with commercial works in the same kind.
- 16) Allowing the members of board of directors to make transactions indicated in articles 395 and 396 of Turkish Commercial Code.
- 17) Wishes and closing.

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## PROXY STATEMENT

### Garanti Yatırım Ortaklığı A.Ş.

I appoint the person who is identified in detail below, named ..... as proxy to be authorized to sign required **documents and to make offer, to vote and to represent me in line** with comments those I indicated below in ordinary general meeting of Garanti Yatırım Ortaklığı A.Ş. to be held in **Maslak Mah. Atatürk Oto Sanayi 55. Sokak 42 Maslak No:2 A Blok Seminer Salonu Sarıyer-İstanbul address on 22 July 2020, at 11:00**

Proxy (\*);

Name-Surname /Trade Name:

T.R. Identity No/ Tax No, Trade Registry and Number and Central Registration System Number:

(\*) It is obligatory to submit equivalents of information indicated for foreign national proxies.

#### A) THE SCOPE OF REPRESENTATION AUTHORITY

It is required to determine the scope of representation authority by selecting one of options as (a), (b) and (c) for the sections numbered 1 and 2 those given below.

##### 1. Regarding the Subjects Taking Place in General Meeting Agenda;

- a) The proxy is authorized to vote in line with his/her opinion.
- b) The proxy is authorized to vote in line with suggestions of corporation management.
- c) The proxy is authorized to vote in line with the instructions indicated in below table.

##### The instructions:

In case that the option (c) is selected by the shareholder, the instructions are given by marking one of the options given across related general meeting agenda within the scope of agenda item (accepted or declined) and in case that declined option is marked, they are via indicating counter-statement requested to be written on general meeting minute.

Agenda Items (*)	Accepted	Declined	Counter-Statement
1.			
2.			
3.			

(\*) The subjects taking place in general meeting agenda, are ranged one by one. If the minority has a separate decision draft, it is also indicated separately to provide voting as proxy.

##### 2. Special instructions related with using minority rights especially and about other subjects those can arise in general meeting:

- a) The proxy is authorized to vote in line with his/her opinion.
- b) The proxy is not authorized for representation about these subjects.
- c) The proxy is authorized to vote in line with special instructions indicated below.

SPECIAL INSTRUCTIONS: Special instructions to be given to the proxy by the shareholder, if any, are given here.

#### B) By selecting one of the options below, the shareholder indicates that he/she wants that the proxy represents him/her.

##### 1. I approved representation of my below detailed shares by the proxy.

- a) Issue and serial: \*
- b) Number/Group: \*\*
- c) Quantity -Nominal value:
- d) Whether there is a privilege in voting:
- e) Whether it is bearer- registered: \*
- f) Rate of the shareholder possessing to total shares/ right to vote:

\*For the shares observed for recording, this information is not requested.

\*\* For the shares observed for recording, information related with group instead of number, will be indicated.

##### 2. I approve representation of my all shares by the proxy, taking place in the list related with the shareholders those can attend to general meeting prepared by MKK one day before general meeting,

#### NAME-SURNAME or TRADE NAME OF THE SHAREHOLDER (\*)

T.R. Identity No/ Tax No, Trade Registry and Number and Central Registration System Number:

Address:

(\*) It is obligatory to submit equivalents of information indicated for foreign national shareholders.

SIGNATURE: