

Garanti Yatırım Ortaklığı A.Ş. Board of Directors' Call for Ordinary General Meeting

Our Company's Ordinary General Meeting for 2016 will be held on **30 March 2017 at 11.00 at the Grand Hyatt İstanbul Hotel, Taşkışla Caddesi, No:1, Taksim - İstanbul** in order to address and make decisions about the agenda below. The General Meeting will be held open to public including stakeholders and the media excluding the right to speak.

In accordance with article 415 paragraph 4 under the Turkish Commercial Law numbered 6102 and article 30 paragraph 1 under the Capital Markets Law numbered 6362, the right to attend the general meeting and the right to vote shall not be bound to the condition of stocking share registers. Thus, our allottees who want to attend the general meeting are not supposed to block their shares. However, if the allottees who do not consent to notice to our Company of their identities and respective shares in their accounts and whose such information cannot be seen by our Company are willing to attend the General Meeting, they need to make sure that restriction preventing notification to our Company of their identifies and respective shares in their accounts by intermediary organizations in which they have accounts is lifted at latest one day before the General Meeting.

Our company's allottees can attend the Ordinary General Meeting physically or by person or via their representatives in electronic media in pursuant of article 1527 of Turkish Commercial Code numbered 6102. Those who want to attend the General Meeting by person or via their representatives need to notify it via Electronic General Meeting System (EGKS) facilitated by Central Registry Agency (CRA) at latest 1 (one) day prior to the General Meeting date. The representative to attend the meeting by proxy or physically is supposed to present her/his identity at meeting regardless whether s/he is appointed by means of a notarized power of attorney or EGKS tool. Attendance in meeting in electronic medium can be possible with secure electronic signature by allottees or their representatives. Thus, the allottees that intend to use the EGKS must first have a secure electronic signature and then register in CRA, e-CRA Information Portal in order to be able to attend the general meeting. In accordance with article 1526 of the Turkish Commercial Law, the notifications to be made via EGKS on behalf of legal entity allottees must be signed by authorized signatory of the legal entity by using the secure electronic signature generated for them on behalf of the company.

Allottees or representatives who intend to attend our Company's Ordinary General Meeting in electronic media are required to fulfil their liabilities in due conformity with applicable articles of the Turkish Commercial Code numbered 6102, the "Regulation on Electronic General Assembly Meetings of Joint Stock Corporations" published in the Official Gazette dated 28 August 2012 numbered 28395, and the "Communiqué on the Electronic Assembly Meetings of Joint Stock Corporations" published in the Official Gazette dated 29 August 2012 numbered 28396.

The allottees who intend to attend the meeting via their representatives are supposed to fulfil requirements in the Capital Markets Board's "Communiqué regarding Proxy Voting and Call Based Proxy Meetings (II-30.1)" published in the Official Gazette dated 24.12.2013 numbered 28861, and submit their notarized power of attorney drawn up in due conformity with the sample below.

The Information Document drawn up in the scope of the Financial Statements for year 2014, Activity Report of the Board of Directors, Independent Audit Report, Board of Directors' proposal of profit appropriation and Capital Markets Board's "Corporate Governance Communiqué (II-17.1)" is available for our allottees in the public disclosure platform on www.kap.gov.tr, on the EGKS and on the corporate web site www.gyo.com.tr, and it is made available for allottees' review in corporate office at least three weeks prior to general meeting except for days of announcement and meetings.

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

Yours faithfully.

Board of Directors

GENERAL MEETING AGENDA

- 1) Opening and forming of the meeting chairmanship.
- 2) Authorizing the meeting chairman to sign the minutes of general meeting.
- 3) Reading, negotiation and approval of the Activity Report of the Board of Directors for year 2016.
- 4) Reading, negotiation and approval of the Independent Audit Report.
- 5) Reading, negotiation and approval of the financial statements.
- 6) Submitting to the General Board's approval of the the issue of appointment as natural person members of the Board of Directors of Mr. Zeki Şen and Mr. Mahmut Kaya to fulfill the balance tenure as members of the Board of Directors remaining from Mr. Ekrem Nevzat Öztangut, Member and Vice President of Board of Directors, and Mr. Hasan Hüsnü Güzelöz, Member of Board of Directors, as a result of their resignation on 16/05/2016, in due conformity with article 363 of the Turkish Commercial Code.
- 7) Negotiating and concluding of discharge of members of the Board of Directors.
- 8) Negotiating and concluding of the proposal by Board of Directors regarding; (a) Distribution of cash dividend of 1.500.000-TL to allottees out of the net distributable profit of 1.729.767,55-TL after deducting the legal contingency reserves and taxes, funds, fiscal payments, and previous year's losses, if any, from the period income of 1.862.691,12-TL in the income table for the accounting period between 01.01.2016 and 31.12.2016 on condition of gaining from exceptional sources, (b) Distribution of the dividend of 50.000-TL to members of the Board of Directors within the framework of the Capital Markets Board's Corporate Governance Communiqué (II-17.1) regulations, (c) Transferring to contingency reserves the amount remaining after distribution of cash dividend to allottees, (d) Negotiating and concluding the Board of Director's proposal regarding authorizing the Board of Directors on timing of distribution of dividend.
- 9) Presenting information to the General Board about the persons nominated to the membership of the Board of Directors in accordance with the Corporate Governance Principles Communiqué (II-17.1) ANNEX-1 article 1.3.1/c.
- 10) Election of new members of the Board of Directors.
- 11) Determining attendance fee of members of the Board of Directors.
- 12) Approving the fee for KPMG – Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. appointed as independent auditing company by Board of Directors for the accounting year 2017.
- 13) Presenting information to the General Board about deposits, pledges and liens given in favor of third persons.
- 14) In relation with donations and aids, informing the allottees about donations and aids granted within year at general meeting and limiting the donations to be made in 2017 with 5.000.-TL if required to do so.
- 15) Submitting to the General Board's approval such items as the participation by allottees having the management control, members of the board of directors, managers with administrative title and their spouses and blood relatives and relatives by marriage up to the second degree in an important transaction which could result in conflict of interest with the company or affiliate companies and/or a transaction in the nature of business transaction covered under the field of operation of the company or affiliate companies on their or others' behalf or taking part in another partnership involved in another company carrying out the same type of business transactions as partners with unlimited liability in accordance with article 1.3.6. of the Capital Markets Board's Corporate Governance Communiqué (II-17.1) and articles 395 and 396 of the Turkish Commercial Code.
- 16) Regards and Winding Up.

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POWER OF ATTORNEY

Garanti Yatırım Ortaklığı A.Ş.

I hereby appointas my agent who is described in detail below in order to represent me, to vote, to submit proposals and to sign necessary documents in line with my opinions below at the General Meeting of Garanti Yatırım Ortaklığı A.Ş. to be held on **30 March 2017 at 11.00 at the Grand Hyatt İstanbul Hotel, Taşkışla Caddesi, No:1, Taksim – İstanbul.**

Of the Agent(*);

Name & Surname/Business Title:

TR ID/Tax ID, Trade Registry and Number and MERSİS (central registration system) number:

(*)It is obligatory to present equivalence of the information, if any, referred for foreign agents.

A) SCOPE OF THE REPRESENTATION AUTHORITY

For sections 1 and 2 given below, the scope of representation authority shall be determined by choosing one of (a), (b) or (c) (a).

1.About the Items on the General Meeting Agenda;

- a) The agent is authorized to vote in his opinion.
- b) The agent is authorized to vote in line with the proposal of the partnership management.
- c) The agent is authorized to vote in line with the instructions below.

Instructions:

In case option (c) is chosen by the allottee, the specific instructions for the agenda item shall be given by marking (accepting or refusing) one of the options given across the related general meeting agenda item and, if any, by indicating the objection option requested to be written on the General Meeting minutes.

Items of Agenda (*)	Accepted	Refused	Objection Option
1.			
2.			
3.			

(*)The issues on the agenda of the General Meeting are listed one by one. If there is a separate decision draft for the minority, it is also specified for proxy voting.

2. Specific instructions for other issues that may arise at the General Assembly meeting, and in particular for the exercise of minority rights:

- a) The agent is authorized to vote in his opinion.
- b) The agent is not authorized in these issues.
- c) The agent is authorized to vote in line with the specific instructions below.

SPECIFIC INSTRUCTIONS; the specific instructions to be given by the allottee to the agent, if any, are set out here.

B) The allottee specifies the shares s/he wishes the agent to represent by selecting one of the following options.

1. I hereby approve the representation of the shares mentioned below in detail by the agent.

- a) **Tertip** and series:*
- b) Number/Group:**
- c) Pieces-Nominal value:
- ç) Whether privileged or not in the vote:
- d) Written to the name of Bearer-Holder:*
- e) Rate to total shares/voting rights owned by the allottee:

* This information is not requested for **shares that are followed by record**.

Information, if any, about the group will be given instead of number for **shares that are followed by record.

2. I hereby approve the representation by my agent of all of my shares in the list of allottees who can attend the general meeting prepared by the CRA a day before the General Meeting.

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NAME & SURNAME or TITLE OF THE ALLOTTEE (*)

TR ID/Tax ID, Trade Registry and Number and MERSİS (central registration system) number:

Address:

(*) It is obligatory to present equivalence of the information, if any, referred for foreign agents.

SIGNATURE: