

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

The Extraordinary General Assembly, which was postponed because the quorum necessary for the meeting could not be achieved on 03 August 2018, was decided to be conducted at 11:00 on 03 September 2018 at the address, Maslak Mah. Atatürk Oto Sanayi 55.Sokak 42 Maslak No:2 A Blok Seminer Salonu Sarıyer-İstanbul, with the same agenda . The General meeting will be held without having the right to speak and will be open not only to stakeholders but public and media as well.

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 Extraordinary 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 Extraordinary 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 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 Neighborhood Ataturk Oto Sanayi, 55. Street 42 Maslak No:2 A Block D:270 (A1207) 34485 Sarıyer-Istanbul"

Best Regards.
Board of Directors

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GENERAL MEETING AGENDA

- 1) Opening and adopting moderator.
- 2) Authorization of moderator for signing General Assembly meeting minutes.
- 3) Since Mustafa Sabri Dogrusoy and Remzi Murat Rena resigned on 04.06.2018 in accordance with the regulation in Corporate Governance Notice (II-17.1) on sub-article (g) of article 4.3.6 regarding regulation on not having any mugwump “not being functioned in company board of management more than six years in the late ten years”, presenting the issue of followers of Osman Nezihi Alpturk and Piraye Erdem to be elected as real person mugwump member of the board, in accordance with the article 363 of the Turkish Commercial Code, by board of management in order to complete their function period to approval of General Assembly.
- 4) Review and decision on the issue of amendment of 11th article headlined as “CAPITAL AND SHARES” in our articles of association with letter of Capital Market Board dated 04.06.2018 with no 12233903-335.07-E.6317 and with letter of T.R. Ministry of Customs and Commerce dated 13.06.2018 and with no 50035491-431.02-E-00035140170 as approved.
- 5) Wishes and Closure.

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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 extraordinary general meeting of Garanti Investment Trust Inc. which will be held on **03rd August 2018 at 11.00 in Maslak Neighborhood Ataturk Oto Sanayi, 55. Street 42 Maslak No:2 A Block Seminar Room, Sariyer - 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: