



KAMUYU AYDINLATMA PLATFORMU

TÜRKİYE GARANTİ BANKASI A.Ş. Notification Regarding General Assembly

Notification Regarding General Assembly

Summary Info	Announcement regarding the registration of the Ordinary General Shareholders' Meeting
Update Notification Flag	Yes
Correction Notification Flag	No
Postponed Notification Flag	No

General Assembly Invitation

General Assembly Type	Annual
Beginning of The Fiscal Period	01.01.2023
Ending Date Of The Fiscal Period	31.12.2023
Decision Date	01.03.2024
General Assembly Date	27.03.2024
General Assembly Time	10:00
Record Date (Deadline For Participation In The General Assembly)	26.03.2024
Country	Turkey
City	İSTANBUL
District	BEŞİKTAŞ
Address	Levent, Nispetiye Mahallesi, Aytar Caddesi No:2 34340 Beşiktaş, İstanbul

Agenda Items

- 1 - Opening, formation and authorization of the Board of Presidency for signing the minutes of the Ordinary General Meeting of Shareholders,
- 2 - Reading and discussion of the Board of Directors' Annual Activity Report,
- 3 - Reading of the Independent Auditor's Reports,
- 4 - Reading, discussion and ratification of the Financial Statements,
- 5 - Amendment to Article 7 of the Bank's Articles of Association,
- 6 - Release of the Board Members,
- 7 - Determination of profit usage and the amount of profit to be distributed according to the Board of Directors' proposal,
- 8 - The transfer from Extraordinary Reserves Account to a special reserve account of the surplus amount resulting from the revaluation application within the scope of the paragraph (ç) of the Repeated Article No. 298 of the Tax Procedure Law No. 213 and the re-transfer from special reserve account to Extraordinary Reserves Account of the surplus amount resulting from inflation adjustment made in relation to the end of the 2023 accounting period,
- 9 - Determination of the number of the board members, election of the board members including the independent member whose terms of office have expired and informing the shareholders regarding the external duties conducted by the board members and the grounds thereof in accordance with the Corporate Governance Principle no. 4.4.7 promulgated by the Capital Markets Board of Türkiye,
- 10 - Election of the Independent Auditor in accordance with Article 399 of Turkish Commercial Code,
- 11 - Informing the shareholders regarding remuneration principles of the Board Members and directors having the administrative responsibility in accordance with the Corporate Governance Principle no. 4.6.2 promulgated by the Capital Markets Board of Türkiye,
- 12 - Determination of the remuneration of the Board Members,
- 13 - Informing the shareholders with regard to charitable donations realized in 2023, and determination of an upper limit for the charitable donations to be made in 2024 in accordance with the banking legislation and Capital Markets Board regulations,
- 14 - Authorization of the Board Members to conduct business with the Bank in accordance with Articles 395 and 396 of the Turkish Commercial Code, without prejudice to the provisions of the Banking Law,
- 15 - Informing the shareholders regarding significant transactions executed in 2023 which may cause conflict of interest in accordance with the Corporate Governance Principle no. 1.3.6 promulgated by Capital Markets Board of Türkiye.

Corporate Actions Involved In Agenda

Dividend Payment
Authorized Capital

General Assembly Invitation Documents

Appendix: 1	spk onayli esas sozlesme ek.pdf - Article of Association Amendment Text
Appendix: 2	2024 03 27 GK GAZETE ILANI.pdf - Other Invitation Document
Appendix: 3	2024 03 27 Genel Kurul Bilgilendirme Dokumani.pdf - General Assembly Informing Document
Appendix: 4	2024 03 27 Information Document General Shareholders Meeting.pdf - General Assembly Informing Document

General Assembly Results

Was The General Assembly Meeting Executed?	Yes
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The Ordinary General Shareholders' Meeting of the Bank for 2023 accounting period was held on Wednesday, March 27th, 2024, at 10 a.m. at the address of Levent, Nispetiye Mahallesi, Aydar Caddesi No:2 34340 Beşiktaş, İSTANBUL and it is resolved that;

The Board of Directors' Integrated Annual Activity Report be approved,

The Financial Statements for the year 2023 be approved,

Amendment of Article 7 of the Bank's Articles of Association, which was approved by the letter of Banking Regulation And Supervision Agency dated 26.01.2024 numbered E-20008792-101.01.04[42]-108595, by the letter of Capital Markets Board dated 14.02.2024 numbered E-29833736-110.04.04-49710 and by the letter of Ministry Of Trade - General Directorate of Domestic Trade dated 04.03.2024 numbered E-50035491-431.02-00094596981, be approved,

The Board Members be released for their activities in the year 2023,

From the after-tax profit of the Bank for the year 2023 in the amount of TL 87,331,719,888.51 in accordance with Article 45 of the Articles of Association of our Bank titled as the "Distribution of the Profit"; the gross cash dividend in the amount of TL 13,099,758,000.00 be distributed to our Shareholders, dividend distribution be initiated on 29.03.2024 and the Head Office be authorized to conduct any and all acts regarding the distribution of profit,

Since the terms of office of the Members of the Bank's Board of Directors have expired, the number of the Board of Directors be determined as eleven including the General Manager, Süleyman Sözen, Jorge Saenz-Azcunaga Carranza, Sait Ergun Özen, Jaime Saenz De Tejada Pulido, Rafael Salinas Martinez De Lecea, Belkis Sema Yurdum, Avni Aydın Düren and Pablo Alfonso Pastor Muñoz be elected for a period of three years and Ebru Oğan Knottnerus be elected for a period of three years as the independent board member in accordance with the Corporate Governance Principles, for whom the Capital Markets Board of Türkiye did not express an adverse opinion regarding her independent board membership candidature and Mevhibe Canan Özsoy be elected for a period one year (which is the remaining term of office specified under the independency criteria) as the independent board member in accordance with the Corporate Governance Principles, for whom the Capital Markets Board of Türkiye did

not express an adverse opinion regarding her independent board membership candidature,

Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (EY) be selected as the auditor of the Bank and the group for the year 2024 accounting period, in accordance with Article 399 of the Turkish Commercial Code,

An upper limit to be paid to the Board members until the ordinary general shareholders' meeting to be held in 2025 be determined,

An upper limit for the charitable donations to be made in 2024 be determined in accordance with the Article 59 of the Banking Law No. 5411, as not to exceed four per thousand of equity of the Bank,

The Board Members be authorized in accordance with Articles 395 and 396 of the Turkish Commercial Code, without prejudice to the provisions of the Banking Law.

Moreover, the Independent Auditor's Report for the year 2023 was read and the Bank's shareholders were informed on;

The undistributed portion of the profit of the year 2023,

The surplus amount of 7,785,606,787.57 Turkish Liras transferred from Extraordinary Reserves Account to a special reserve account, which was occurred as the result of the revaluation of the Bank's immovable properties and other depreciable assets for the year 2023 calculated through the revaluation under paragraph (ç) of Repeated Article 298 of the Tax Procedure Law, and the surplus amount of 28,679,348,686.37 Turkish Liras re-transferred from special reserve account to Extraordinary Reserves Account, which was calculated for the current and previous periods, resulting from inflation adjustment made in relation to the end of the 2023 accounting period,

The natural board membership of Recep Baştuğ according to the Banking Law No.5411 which the Bank is subject to, who continues his duty as the CEO,

The external duties of the newly elected Board Members and the grounds of such duties, in accordance with Article 4.4.7. of the Capital Markets Board's Corporate Governance Principles,

The remuneration principles of the Board Members and directors having administrative responsibilities, in accordance with Article 4.6.2 of the Capital Markets Board's Corporate Governance Principles,

The charitable donations made to institutions and organizations in the amount of 794,158,705.40 Turkish Liras in 2023 which is the sum of tax deductible donations in the amount of 763,434,549.83 Turkish Liras and tax non-deductible donations in the amount of 30,724,155.57 Turkish Liras,

The significant transactions executed in 2023 which may cause conflict of interest, in accordance with Article 1.3.6 of the Capital Markets Board's Corporate Governance Principles.

The meeting minutes, list of participants and the profit distribution table are attached hereto. (The meeting minutes and the profit distribution table are in Turkish and English, whereas the list of participants is in Turkish.)

**In contradiction between the Turkish and English versions of this public disclosure, the Turkish version shall prevail.*

Are There Articles Of Association Amendment Relating To Company Head Office In Minutes
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Yes

Decisions Regarding Corporate Actions

Dividend Payment

Discussed

Authorized Capital

Accepted

General Assembly Registry

Were The Minutes Registered?

Yes

Date of Registry

03.04.2024

General Assembly Result Documents

Appendix: 1

2024 03 27 Genel Kurul Toplantı Tutanagi KVKK.pdf - Minute
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Appendix: 2

2024 03 27 General Assembly Meeting Minutes KVKK.pdf - Minute

Appendix: 3

2024 03 27 Hazirun.pdf - List of Attendants

Additional Explanations

The Bank's Ordinary General Shareholders' Meeting, which was held on March 27, 2024, was registered by Istanbul Trade Registry Office.

**In contradiction between the Turkish and English versions of this public disclosure, the Turkish version shall prevail.*

We proclaim that our above disclosure is in conformity with the principles set down in "Material Events Communiqué" of Capital Markets Board, and it fully reflects all information coming to our knowledge on the subject matter thereof, and it is in conformity with our books, records and documents, and all reasonable efforts have been shown by our Company in order to obtain all information fully and accurately about the subject matter thereof, and we're personally liable for the disclosures.