



KAMUYU AYDINLATMA PLATFORMU

TÜRKİYE GARANTİ BANKASI A.Ş. Notification Regarding General Assembly



**MERKEZİ KAYIT
İSTANBUL**
Türkiye Sermaye Piyasası - Merkezi
Saklama ve Veri Depolama Kuruluşu

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	01.01.2024
Ending Date Of The Fiscal Period	31.12.2024
Decision Date	27.02.2025
General Assembly Date	27.03.2025
General Assembly Time	10:00
Record Date (Deadline For Participation In The General Assembly)	26.03.2025
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 - Release of the Board Members,
- 6 - Determination of profit usage and the amount of profit to be distributed according to the Board of Directors' proposal,
- 7 - Informing the shareholders regarding the appointment of the CEO position during the year who is a natural member of the Board of Directors and his external duties and the grounds thereof in accordance with the Corporate Governance Principle no. 4.4.7 promulgated by the Capital Markets Board of Türkiye,
- 8 - Election of the board member and independent member and informing the shareholders regarding their external duties and the grounds thereof in accordance with the Corporate Governance Principle no. 4.4.7 promulgated by the Capital Markets Board of Türkiye,
- 9 - Election of the Independent Auditor in accordance with Article 399 of Turkish Commercial Code,
- 10 - 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 and informing the shareholders regarding the revised Compensation Policy ,
- 11 - Determination of the remuneration of the Board Members,
- 12 - Informing the shareholders with regard to charitable donations realized in 2024, and determination of an upper limit for the charitable donations to be made in 2025 in accordance with the banking legislation and Capital Markets Board regulations,
- 13 - 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,
- 14 - Informing the shareholders regarding significant transactions executed in 2024 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

General Assembly Invitation Documents

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Appendix: 1	2025 03 27 Genel Kurul Bilgilendirme Dokumani.pdf - General Assembly Informing Document
Appendix: 2	2025 03 27 Information Document General Shareholders Meeting.pdf - General Assembly Informing Document
Appendix: 3	2025 03 27 GK GAZETE ILANI.pdf - Announcement Document

General Assembly Results

Was The General Assembly Meeting Executed?	Yes
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The Ordinary General Shareholders' Meeting of the Bank for 2024 accounting period was held on Thursday March 27th, 2025, at 10 a.m. at the address of Levent, Nispetiye Mahallesi, Aytar 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 2024 be approved,

The Board Members be released for their activities in the year 2024,

From the after-tax profit of the Bank for the year 2024 in the amount of TL 92,174,994,065.89 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 18,434,998,813.18 be distributed to our Shareholders, dividend distribution be initiated on 28.03.2025, the Head Office be authorized to conduct any and all acts regarding the distribution of profit and 36,294,456.47 Turkish Liras which was recognized as income in prior periods' profit or loss account in 2024 due to Accounting Standards to the Extraordinary Reserves Account be transferred,

The number of the Board Members as eleven including CEO be continued and Halil Hüsnü Erel be elected, as an independent board member in order to fill the vacant Independent Board Membership position in accordance with the Corporate Governance Principles for whom the Capital Markets Board of Türkiye did not express an adverse opinion regarding his independent board membership candidature, to fill the remaining term of office of other Board Members, since, pursuant to the Corporate Governance Principles of the Capital Markets Board (CMB), the term of Independent Board Membership of Mevhibe Canan Özsoy, who was elected as an Independent Board Member at the Ordinary General Shareholders' Meeting dated 27.03.2024 for a period of 1 year, which is the remaining term of office sets forth under the independency criteria has expired,

Mevhibe Canan Özsoy be elected as a real person Board Member to the Board Membership position which was vacated as a result of the resignation of Belkıs Sema Yurdum to fill the remaining term of office of other Board

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 2025 accounting period including the audit of the reports to be prepared in accordance with the Turkish Sustainability Reporting Standards published by the Public Oversight, Accounting and Auditing Standards Authority, 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 2026 be determined,

An upper limit for the charitable donations to be made in 2025 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 2024 was read and the Bank's shareholders were informed on;

The undistributed portion of the profit of the year 2024,

Mahmut Akten's appointment as the CEO of the Bank on the date of August 23, 2024 after necessary notifications were made and the required legal approvals were obtained as a result of Recep Baştuğ's resignation from his office and since Mahmut Akten continues to serve as CEO, his natural board membership according to the Banking Law No.5411 which the Bank is subject to and the external duties conducted by the Board Member and the grounds of such duties, in accordance with Article 4.4.7. of the Capital Markets Board's Corporate Governance Principles,

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 and the revised Compensation Policy,

The charitable donations made to institutions and organizations in the amount of 90,002,598 Turkish Liras in 2024 which is the sum of tax deductible donations in the amount of 53,167,853 Turkish Liras and tax non-deductible donations in the amount of 36,834,745 Turkish Liras,

The significant transactions executed in 2024 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.*

Decisions Regarding Corporate Actions

Dividend Payment	Discussed
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General Assembly Registry

Were The Minutes Registered?	Yes
Date of Registry	09.04.2025

General Assembly Result Documents

Appendix: 1	2025 03 27 General Assembly Meeting Minutes.pdf - Minute
Appendix: 2	2024 KAR DAĞITIM TABLOSU_tr.pdf - Other Result Document
Appendix: 3	2024 KAR DAĞITIM TABLOSU_eng.pdf - Other Result Document
Appendix: 4	2025 03 27 Hazirun.pdf - List of Attendants
Appendix: 5	2025 03 27 Genel Kurul Toplantı Tutanagi.pdf - Minute

Additional Explanations

The Bank's Ordinary General Shareholders' Meeting, which was held on March 27, 2025, 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.