

TÜRKİYE GARANTİ BANKASI A.Ş.

Notification Regarding General Assembly



Notification Regarding General Assembly

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

General Assembly Invitation

Type of General Assembly	Annual
Beginning of The Fiscal Period	01.01.2018
End of The Fiscal Period	31.12.2018
Decision Date	04.03.2019
General Assembly Date	04.04.2019
General Assembly Time	10:00
Record Date	03.04.2019
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 - Determination of profit usage and the amount of profit to be distributed according to the Board of Directors' proposal,
- 6 - Release of the Board Members,
- 7 - Determination of the number of the board members, election of the board member and informing the shareholders regarding the external duties and the grounds thereof in accordance with the Corporate Governance Principles,
- 8 - Election of the Independent Board member in accordance with the Capital Markets Board regulations and informing the shareholders regarding the external duties and the grounds thereof in accordance with the Corporate Governance Principles,
- 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 Turkey,
- 11 - Determination of the remuneration of the Board Members,
- 12 - Informing the shareholders with regard to charitable donations realized in 2018, and determination of an upper limit for the charitable donations to be made in 2019 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 2018 which may cause conflict of interest in accordance with the Corporate Governance Principle no. 1.3.6 promulgated by Capital Markets Board of Turkey.

Corporate Actions Involved In Agenda

Dividend Payment

General Assembly Invitation Documents

Appendix: 1	TGB Genel Kurul Bilgilendirme Dokümanı TR.pdf - General Assembly Informing Document
-------------	---

General Assembly Results

Was The General Assembly Meeting Executed?

Yes

The Ordinary General Shareholders' Meeting of the Bank for 2018 accounting period was held on April 4th, 2019, on Thursday, at 10am 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 2018 be approved,

The transfer of the distributable net profit of 6.638.235.755,02 Turkish Liras to the Extraordinary Reserves Account without being distributed to the shareholders and the transfer of 2.983.668,69 Turkish Liras which was exempted from Corporate Tax in accordance with sub-paragraph (e) of first paragraph of Article 5 of the Corporate Tax Law and was transferred to a special fund account due to fulfilment of conditions defined in the relevant legislation and the transfer of 397.309.382,28 Turkish Liras which was recognized as income in prior periods' profit or loss account due to transition of TFRS 9 Financial Instruments Standard as of 1 January 2018, to the Extraordinary Reserves Account be approved,

The Board Members be released for their activities in the year 2018,

Pursuant to Article 18 of the Articles of Association, the increase in the number of the Board Members from nine to ten excluding CEO be approved and Belkıs Sema Yurdum be elected to the newly established Board Membership to fill the remaining term of office of other Board Members who was previously elected as the independent board member under the Corporate Governance Principles of the Capital Markets Board for the remaining term of office set forth in the independency criteria and whose term of Independent Membership has expired,

Mevhibe Canan Özsoy for whom the Capital Markets Board of Turkish Republic did not express an adverse opinion regarding her independent board membership candidature, be elected as the independent board member in accordance with the Corporate Governance Principles of the Capital Markets Board to fill the remaining term of office of other Board Members,

KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (KPMG) be selected as the auditor of the Bank and the group for the year 2019 accounting period, in accordance with Article 399 of the Turkish Commercial Code,

General Assembly Results

The net honorarium amount and an upper limit to be paid to the Board members until the ordinary general shareholders' meeting to be held in 2020 be determined,

An upper limit for the charitable donations to be made in 2019 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 2018 is read and the Bank's shareholders were informed on;

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 11.605.437 Turkish Liras in 2018,

The significant transactions executed in 2018 which may cause conflict of interest, in accordance with Article 1.3.6 of the Capital Markets Board's Corporate Governance Principles.

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

Decisions Regarding Corporate Actions

Dividend Payment	Discussed
------------------	-----------

General Assembly Outcome Documents

Appendix: 1	2019 GK Hazirun.pdf - List of Attendants
Appendix: 2	2019 04 04 General Assembly Meeting Minutes.pdf - Minute
Appendix: 3	2019 GK Tutanak.pdf - Minute

Additional Explanations

The explanations regarding the decisions taken at the Ordinary General Shareholders' Meeting of our Bank dated 04.04.2019, the meeting minutes and the list of participants are attached hereto (The meeting minutes is 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*

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.