

**Ordinary General Assembly Meeting Record which was made on 26 April 2013 of the company called Garanti Yatırım Ortaklığı Anonim Şirketi**

As the necessary meeting quorum is not available on 28 March 2013, 2012 year ordinary general assembly meeting of Garanti Yatırım Ortaklığı Anonim Şirketi which was delayed to negotiate the same agenda was made on 26 April 2013 under observation of Ministry Representative Hatice Önder who was appointed with 25.04.2013 dated and 13442 numbered writing of T.R. The ministry of Customs and Trade Istanbul Trade District Directorate and at the address of Grand Hyatt Istanbul Hotel, Taşkılla Caddesi, No: 1 Troy Salon, Taksim/Istanbul.

Invitation to the meeting was made within the related period by announcing in 03.04.2013 dated and 12471 numbered copies of Hürses Gazette with 03.04.2013 date and 8292 number of Turkey Trade Registration Gazette by including the agenda as it is predicted in the law and articles of association.

Upon examination of list of attendees, it was observed that 6.764, 599 shares are represented personally whose total nominal values are 6.764, 599 TL and 991.355, 709 shares are by proxy whose total nominal value are 991.355,709 TL and 30.000.000 TL total nominal value among company shares, and it was also observed that minimum meeting quorum which is required by law and articles of association are available in the company and the meeting was opened and agenda was started to be negotiated.

1)The proposal on election of Mehmet Reha Tanör as chairman of moderator was voted presented by Hasan Hüsni Güzelgöz who is representative of Doğu Otomotiv Servis ve Ticaret A.Ş. who is among our shareholders. It was decided with consensus to elect Mehmet Reha Tanör as moderator with 998.120,308 votes. It was decided with consensus to appoint Hasan Hüsni Güzelöz as vote collector and to appoint Ali Akın Ekmekci as record clerk and İdil Çebil was appointed as expert to perform the technical operations in the Electronic General Assembly System by moderator Mehmet Reha Tanör and to make the meeting chairmanship council with 998.120,308 votes.

2)It was decided with consensus to authorize meeting chairman to sign general assembly records with 998.120,308 votes.

3)The proposal on considering reading of the internal regulation which was submitted to the examination of the shareholders in general assembly set which was distributed before the meeting in internet site of the company and in Electronic General Assembly system of Central Registration Institution and in Public Disclosure Platform by Hasan Hüsni Güzelgöz who is representative of Doğu Otomotiv Servis ve Ticaret A.Ş. who is among our shareholders was approved, and it was accepted with 998.120,308 votes. Internal regulation on "Working Principles and Procedures of Garanti Yatırım Anonim Şirketi General Assembly" was accepted with 998.120,308 votes.

4)The proposal in relation to considering the board of directors activity report red was approved, which was given by Hasan Hüsni Güzelgöz who is representative of Doğu Otomotiv Servis ve Ticaret A.Ş. who is among our shareholders was examined in internet site of the company, Electronic General Assembly system of Central Registration Institution and in Public Disclosure Platform before three weeks from meeting date and general assembly set before the meeting was submitted to the examination of our shareholders, and it was accepted with consensus with 998.120, 308 votes.

5)Auditor report was red by company auditor Murat İnan.

6) Independent auditor report which was prepared by independent audit company DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. was red.

7).31.12.2012 dated financial tables were red and negotiated. As a result of voting, financial tables were approved with consensus with 998.120,3008.

8) Release of Board Members Mehmet Reha Tanör, Ekrem Nevzat Öztangut, Hasan Hüsni Güzelöz, Remzi Murat Rena and Mustafa Sabri Doğrusoy from their activities in relation to year 2012 were submitted to the approval of general assembly. Board members did not use their voting rights which they have did not use while their releases are voted, and they were approved with 997.606, 709 votes with consensus as result of votes of other shareholders.

9) Release of auditor Murat İnan was submitted to the approval of general assembly, and it was decided with consensus to release with consensus with 998.120,308 votes.

10) The board of directors offer was approved in relation to distributing a)1.000.000 (one million) TL in cash and 2.000.0000 (two million) TL as dividends as free share from net distributed profit after deducting the reserve funds and taxes, funds, financial payment and previous losses if available which must be reserved according to law from net profit amount of 4.101.729,58 TL. In income table in the account period of 01.01.2012- 31.12.2012, and was accepted with 998.120,308 votes with consensus, and (b) the offer of Remzi Murat Rena who is among our shareholders, on authorizing board of directors about distributing 75.000 TL profit share to board members and determining the distribution procedure and time was voted and it was accepted with consensus with 998.120, 308 votes, and c) board of directors offer about transferring the remaining amount to extraordinary reserves were approved with consensus with 998.120,308 votes.

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11)To amend 3,5, 11, 12., 16, 18, 20, 22, 23, 24, 25, 27, 29, 30, 33, 34 and 36 articles of articles of association whose necessary permission were received from Capital Markets Board and T.R. Ministry of Customs and Trade according to amendment text of articles of association which was submitted for the examination of our shareholders in internet site of the company and Electronic General Assembly System of Central Registration Institution, Public Disclosure Platform before three weeks from meeting date and in general assembly set distributed before the meeting which was submitted to the approval of our shareholders, and to add 39<sup>th</sup> article to the articles of association with consensus with 998.120,308 votes.

12) It was decided with consensus with 91.130.929.990,285 votes to elect board members Mehmet Reha Tanör, Ekrem Nevzat Öztangut and Hasan Hüsnü Güzelöz who resigned from their duties according to obligation in 25<sup>th</sup> article of Validity and Manner of Application of 6103 numbered Turkish Commercial Code as board members again as real persons to fulfill their remaining duties.

13) Information was given to shareholders about members who are elected to board of directors as real person.

14)The proposal of Remzi Murat Rena who is among our shareholders to pay 1.000 Euro equivalence Turkish Liras for each working month as attendance fees given to board members was voted and it was approved with consensus with 998.120,308 votes.

15) Independent audit company DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. which was elected as auditor for 2013 fiscal period by board of directors was accepted with consensus with 998.120,308 votes.

16) 2013 year auditor fee amount of 22.000 TL offered by DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. which is elected as auditor was accepted with consensus with 998.120,308 votes.

17) Shareholders are informed that there is no guarantee, hypothec and pledge given for third persons.

18)Regarding donations and supports;

a)Shareholders were informed that there is no donation and support made in 2012 year.

b)It was decided with consensus with 998.120, 308 votes to limit the donation amount with 5.000 TL in case it is made in 2013.

19)Shareholders were informed that shareholders who have management authority and board members, senior managers and their couples and blood ties and relative by marriage up to second degree don't have any operations which may cause conflict of interest in 2012 year with company or subsidiaries according to 395<sup>th</sup> and 396<sup>th</sup> articles of Turkish commercial code of 1.3.7 article of the notification on determination of Corporate Management Principles and their Execution announced by Capital Markets Board, and the subject of performing the operations which may cause conflict of interest by shareholders who have management authority and board members and senior managers and heir couples and blood ties and relative by marriage up to second degree with company or subsidiaries, personally of for other persons and competing and being shareholders to such companies which perform such operations were approved with consensus with 998.120,308 votes.

20)Two shareholder who asked to speak in wishes and demand articulated wanted information about development and change of share price of common company and dividend distribution rate. Necessary explanations were made on this subject.

Ministry Representative  
Hatice Önder  
Signature

Meeting Chairman  
Mehmet Reha Tanör  
Signature

Vote collector  
Hasan Hüsnü Güzelöz  
Signature

Record Officer  
Ali Akın Ekmekci  
Signature