



TO : **INVESTMENT COMMUNITY**
FROM : **GARANTI BANK / Investor Relations**
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SUBJECT : **Announcement regarding Romania Investment**
DATE : **May 26, 2010**

In the board meeting of T.Garanti Bankası A.Ş. dated 24 May 2010,

In accordance with the approvals of the Banking Regulation and Supervision Agency of the Republic of Turkey numbered B.02.1.BDK.0.11.00.00.42.11-3590 and dated February 22, 2010 and the National Bank of Romania numbered 349 and dated April 14, 2010;

The purchase of shares representing 100% of the share capital of D Netherlands Holding B.V, a 49.9% shareholder in the Netherlands based Doğuř GE BV which owns 99.9% of shares in Romania based GE Garanti Bank SA, 100% in Motoractive IFN SA, Ralfi IFN SA and Domenia Credit IFN SA each, for a consideration of EUR 53.5 Million from Doğuř Holding A.Ş by our Bank has been resolved.

It has also been resolved that following the above mentioned share purchase, the EUR 118.4 Million capital increase of D Netherlands Holdings BV shall be undertaken by our Bank, and the capital shall be utilized for the capital increase of Doğuř GE BV thus increasing the share of D Netherlands Holding BV in Doğuř GE BV to 70%.

Doğuř GE BV shall utilize the additional capital for the share capital increase in its 99.9% subsidiary GE Garanti Bank SA, and GE Garanti Bank SA shall utilize the above mentioned resource to acquire the Romanian branch and banking operations of GarantiBank International NV, a 100% subsidiary of our Bank, with all its assets and liabilities for a consideration of EUR 68 Million, and to meet the capital adequacy requirements following the mentioned acquisition.

The Head Office of the bank is authorized to negotiate and sign any relevant agreements and documents and to apply to relevant authorities, in order to consummate the above mentioned transactions.

As a result of these transactions, T.Garanti Bankası A.Ş. shall become

- directly a 100% shareholder in the Netherlands based D Netherlands Holding BV,
- indirectly a 70% shareholder in Doğuř GE BV, a subsidiary of D Netherlands Holding BV,

- indirectly a 69.93% shareholder in GE Garanti Bank SA, a 70% shareholder in Motoractive IFN SA, a 70% shareholder in Ralfi IFN SA and a 70% shareholder in Domenia Credit IFN SA, all of the mentioned entities being Romania based subsidiaries of Dogus GE BV.

In this regard, the banking activities of T. Garanti Bankası A.Ş. in Romania that were carried out by opening branches through GBI NV, the Netherlands based 100% subsidiary of our bank, shall be put under roof of GE Garanti Bank S.A., a bank based and licensed in Romania and T. Garanti Bankası A.Ş. shall also have the opportunity to operate in mortgage, leasing and consumer finance fields through these other subsidiaries operating in consumer finance.

We declare that our above statements are in conformity with the principles included in the Board's Communiqué, Serial VIII Nr. 39., that it exactly reflects the information we received; that the information complies with our records, books and documents; that we did our best to obtain the correct and complete information relative to this subject and that we are responsible for the declarations made in this regard.

Yours sincerely,
Garanti Bank