



TO : **INVESTMENT COMMUNITY**
FROM : **GARANTI BANK / Investor Relations**
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SUBJECT : **Announcement regarding the amendments of the Articles of Association of the Bank**
DATE : **May 5, 2011**

In order to comply with the Shareholders' Agreement executed on November 1, 2011 by and between our majority shareholders, Dođuş Holding A.Ş. and Banco Bilbao Vizcaya Argentaria, S.A (BBVA), and considering the relevant provisions of the new Turkish Commercial Code which will be entered into force on July 1, 2012, the Board of Directors of our Bank has resolved to amend Article 18 of our Bank's Articles of Association entitled as "Formation of the Board of Directors" on May 5, 2011.

For the foregoing reasons, it is resolved that Article 18 be amended as attached herewith and the Head Office be authorized to file necessary applications with the Banking Regulation and Supervision Agency, Capital Markets Board of Turkey and the other relevant official authorities in order to conclude the above-mentioned process and execute any and all operations related thereto.

The current and new texts of Article 18 are attached herewith.

We declare that our above statements are in conformity with the principles included in the Board's Communiqué, Serial VIII Nr. 54., 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

T. GARANTİ BANKASI A.Ş. ARTICLES OF ASSOCIATION AMENDMENT TEXT

CURRENT TEXT	NEW TEXT
<p data-bbox="188 376 778 450">FORMATION OF THE BOARD OF DIRECTORS:</p> <p data-bbox="188 488 778 958">Article 18 – The Board of Directors will consist of at least seven members who own Bank’s shares except for the General Manager or his/her deputy being natural members. The General Assembly will set the number of the board members prior to the election and elect board members in the number determined. In case persons who do not own Bank’s shares have been elected members of the Board of Directors, they should hold office upon having become shareholders.</p> <p data-bbox="188 1003 778 1328">A legal entity shareholder should not be elected as board member; however, natural person who is the representative of such legal entity may be elected as board member. If the relation between the legal entity and such natural person terminates, the membership of the representative in the Bank’s Board of Directors shall terminate as well.</p>	<p data-bbox="804 376 1394 450">FORMATION OF THE BOARD OF DIRECTORS AND QUORUM:</p> <p data-bbox="804 488 1394 958">Article 18 – The Board of Directors will consist of at least seven members who own Bank’s shares except for the General Manager or his/her deputy being natural members. The General Assembly will set the number of the board members prior to the election and elect board members in the number determined. In case persons who do not own Bank’s shares have been elected members of the Board of Directors, they should hold office upon having become shareholders.</p> <p data-bbox="804 1003 1394 1328">A legal entity shareholder should not be elected as board member; however, natural person who is the representative of such legal entity may be elected as board member. If the relation between the legal entity and such natural person terminates, the membership of the representative in the Bank’s Board of Directors shall terminate as well.</p> <p data-bbox="804 1373 1394 1585">The meeting quorum of the Board of Directors shall be at least six board members. The decision quorum shall be formed by the favorable vote of at least six board members present at a quorate meeting.</p>