

1918/63

## İÇSEL BİLGİLERE İLİŞKİN ÖZEL DURUM AÇIKLAMA FORMU

Ortaklığın Ünvanı /Ortakların Adı : T.GARANTİ BANKASI A.Ş.  
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Tarih : 22.02.2016  
Konu : Kayıtlı sermaye tavanı izin süresinin uzatımı SPK onayı hk.  
İlgi : 05.02.2016 tarihli açıklamamız.

**Borsa İstanbul A.Ş Başkanlığına**  
**34467 Emirgan / İSTANBUL**

### Açıklanacak Özel Durum

İlgi'de kayıtlı açıklamamızda, kayıtlı sermaye tavanı izin süresinin uzatılmasına ve bu çerçevede yapılacak esas sözleşme değişikliğine ilişkin olarak SPK'dan gerekli onayın alındığı bildirilerek onaylanan tadil tasarısı metnine ekinde yer verilmiş idi.

Anılan özel durum açıklamasının ekinde yer alan tadil tasarısının İngilizce metnindeki yazım hatası nedeniyle işbu açıklama yapılmakta olup düzeltilmiş tadil tasarısı ektedir. Türkçe metinde herhangi bir hata bulunmamaktadır.

Saygılarımızla,

*\*Açıklamanın İngilizce versiyonuna aşağıda yer verilmektedir./ English version of the disclosure is stated below.*

In our Bank's public disclosure dated 05.02.2016, we disclosed that our Bank has applied to CMB regarding the extension of the validity period of the registered capital ceiling and accordingly the amendment of the Bank's articles of association and we attached thereto the draft of the amendment of the articles of association.

As there is a typing error in the English version of such draft of the articles of association, we attached herewith its corrected version. The Turkish text is error-free and accurate.

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

Yukarıdaki açıklamalarımızın, Kurul'un Seri : II.15.1 sayılı Özel Durumlar Tebliğinde yer alan esaslara uygun olduğunu, bu konuda tarafımıza ulaşan bilgileri tam olarak yansıttığını, bilgilerin defter, kayıt ve belgelerimize uygun olduğunu, konuyla ilgili bilgileri tam ve doğru olarak elde etmek için gerekli tüm çabaları gösterdiğimizi ve yapılan bu açıklamalardan sorumlu olduğumuzu beyan ederiz.

**T.GARANTİ BANKASI A.Ş.**  
**GENEL MÜDÜRLÜK**

Ömer ÇIRKİN  
Birim Müdürü  
22.02.2016 Saat:

Hakan ÖZDEMİR  
Birim Müdürü  
22.02.2016 Saat:

| <b>CURRENT TEXT:</b>  | <b>NEW TEXT:</b>   |
|---|--|
| <p><b>CAPITAL AND SHARES:</b><br/><b>Article 7 –</b></p> <p>A) A) The Bank has accepted the registered capital system under the permission of the Capital Markets Board no. 83/1049 dated August 25<sup>th</sup>, 1999. The Bank’s registered capital amounts to 10.000.000.000.-TL and its issued capital amounts to 4.200.000.000.-TL.</p> <p>B) The Bank’s issued capital has been divided into 420.000.000.000 shares each having a nominal value of 1.-Kr; and 182 shares of them are bearer shares and the remaining 419.999.999.816 shares are registered shares.</p> <p>The issued capital amount of 4.200.000.000.-TL has been fully paid-up.</p> <p>The permission of the registered capital ceiling that was granted by the Capital Market Board is valid between the years 2008 and 2012 (5 Years). At the end of 2012, even though the permitted registered capital ceiling has not been reached, in order for the Board of Directors to adopt a resolution regarding the capital increase, it is mandatory to obtain a permission from the Capital Market Board for the ceiling that was previously permitted or for a new ceiling amount and to receive an authorization from the General Assembly for a new time period. If such authorization could not be obtained, it shall be deemed that the Bank has been removed from the registered capital system. The Board of Directors shall be authorized, without being bound by the provisions of the Turkish Commercial Code regarding the increase in the capital stock, to increase the paid-in capital stock up to the registered capital stock ceiling mentioned hereinabove by issuing new shares between the years 2008 and 2012, in accordance with the provisions of the Capital Market Law.</p> <p>The Board of Directors shall also be authorized to resolve to issue shares above the nominal value and to restrict the rights of shareholders for obtaining new shares.</p> <p>Shares representing the capital of the Bank shall be kept in book entry form and in cash within the frame of the dematerialization principles.</p> <p>Holders of 182 bearer shares not converted into registered shares shall not use any shareholding right excluding the right to dividends. The shareholding rights of these shares except the right to dividends shall be utilized by the Savings Deposit Insurance Fund until these shares shall be converted to registered shares.</p> | <p><b>CAPITAL AND SHARES:</b><br/><b>Article 7-</b></p> <p>C) The Bank has accepted the registered capital system under the permission of the Capital Markets Board no. 83/1049 dated August 25<sup>th</sup>, 1999. The Bank’s registered capital amounts to 10.000.000.000.-TL and its issued capital amounts to 4.200.000.000.-TL.</p> <p>D) The Bank’s issued capital has been divided into 420.000.000.000 shares each having a nominal value of 1.-Kr; and 182 shares of them are bearer shares and the remaining 419.999.999.816 shares are registered shares.</p> <p>The issued capital amount of 4.200.000.000.-TL has been fully paid-up.</p> <p>The permission of the registered capital ceiling that was granted by the Capital Market Board is valid between the years 2016 and 2020 (5 Years). At the end of 2020, even though the permitted registered capital ceiling has not been reached, in order for the Board of Directors to adopt a resolution regarding the capital increase, it is mandatory to obtain a permission from the Capital Market Board for the ceiling that was previously permitted or for a new ceiling amount and to receive an authorization from the General Assembly for a new time period. If such authorization could not be obtained, the Bank shall not increase its capital with a Board of Directors’ resolution. The Board of Directors shall be authorized, without being bound by the provisions of the Turkish Commercial Code regarding the increase in the capital stock, to increase the paid-in capital stock up to the registered capital stock ceiling mentioned hereinabove by issuing new shares between the years 2016 and 2020, in accordance with the provisions of the Capital Market Law.</p> <p>The Board of Directors shall also be authorized to resolve to issue shares above the nominal value and to restrict the rights of shareholders for obtaining new shares.</p> <p>Shares representing the capital of the Bank shall be kept in book entry form and in cash within the frame of the dematerialization principles.</p> <p>Holders of 182 bearer shares not converted into registered shares shall not use any shareholding right excluding the right to dividends. The shareholding rights of these shares except the right to dividends shall be utilized by the Savings Deposit Insurance Fund until these shares shall be converted to registered shares.</p> |