

## **CALL FOR ANNUAL GENERAL MEETING OF GARANTI INVESTMENT TRUST INC.**

The Year 2013 Ordinary General Meeting of our company will be held on March 31, 2014, at 11:30, at the Grand Hyatt Hotel in Istanbul, Taskisla Caddesi, No: 1, Troy Hall, Taksim – Istanbul, in order to discuss and decide the following agenda. The General meeting will be made in public, including stakeholders and the media, without the right to speak.

All the shareholders listed in the "List of Shareholders Who Can Attend to the General Meeting" which will be arranged according to the "Shareholders Schedule" to be provided from the Central Registry Agency Inc. (CRA) by the board of directors may attend to the General Meeting. These shareholders may participate in the meeting themselves or they may send a third person as a representative.

The real person shareholders can participate the meeting by signing the List of Shareholders Who Can Attend to the General Meeting by presenting their identity card and the real person shareholders can participate the meeting by signing the List of Shareholders Who Can Attend to the General Meeting by presenting their authorization documents along with identity of the persons authorized to represent and bind. It is mandatory for the persons who will participate the General Meeting representing the real or legal person shareholders to submit representation documents. In order the shareholders to be represented by their representatives at the meeting, the representation document shall be notarized or the representation documents which are not notarized shall be submitted together with a statement of signature arranged before a notary public. Our company is quoted on the stock exchange and its shares are monitored and recorded by the Central Registry Agency (CRA) so participation, appointing a representative, giving advice, stating opinion and voting in the general meetings electronically will be made over Electronic General Assembly System (EGAS). The shareholders who wish to participate the general meeting in person or through representatives in electronic media shall notify about this preference through the EGAS, one day before the General Meeting. In the case the representative participates in the General Assembly in behalf of the shareholder, electronically or physically, the credentials of representative must be logged in EGAS. Participation in the General Meeting through electronic media will take place by entry of secure electronic signature of the shareholder or the representative into EGAS.

The calls for the General Assembly that are mandatory to be made in accordance with the Law and the Articles of Association of our partnership, the documents that are mandatory to be submitted to shareholders' review before the general meeting and the documents related to meeting agenda, except the announcements and meeting dates, will be made available to shareholders' review on EGAS, company center and our website [www.gyo.com.tr](http://www.gyo.com.tr), beginning from the date at least three weeks before the meeting.

The articles on issues on profit distribution for the year 2012 and the articles on issues on repurchase of partnership interests, as required by the Capital Markets, were added to the agenda.

Sincerely,

Chairman of the Board

## GENERAL ASSEMBLY AGENDA

1. Opening and the creation of the meeting presidency,
2. Giving the authorization to meeting presidency for signing the minutes of general meeting,
3. Reading and discussion of the annual report of the year 2013 Board of Directors,
4. Reading the Independent audit report,
5. Reading, discussion and approval of financial statements,
6. Negotiating and deciding the release of board members,
7. Negotiating and deciding release of the auditor,
8. Referring to the letter of Capital Markets Board dated 07.05.2013 and numbered 12233903-320-04-01-717/7236, when the profit distribution table of year 2012 that our Company is required to prepare in accordance with legislation is compared with the profit distribution table approved at the general meeting dated 26.04.2013, it is understood that the 1st Series legal capital reserve was allocated missing at an amount of 31,877.57 TL and the transfer for the extraordinary reserve was undercalculated at an amount of 605,673.83 TL, so the completion of year 2012 1st Series legal capital reserve and the completion of extraordinary reserve, then correcting the accounting transactions by appropriating the losses of previous years from the appropriate equity accounts,
9. Negotiating and deciding the proposal of the board on distribution and form of distribution of net distributable profit, after deducting the capital reserves required by law, taxes, treasuries, financial payments and any losses in prior year from the amount of 941,294.21 TL on the income statement for the period 01.01.2013-31.12.2013; and negotiating and deciding the usage of the balance,
10. Submitting the program on retaking the partnership shares prepared in accordance with the "Back Shares Communiqué ( II- 22.1 )" of Capital Markets Board for approval and negotiating and deciding the authorization of Board of Directors for implementation of this program,
11. Negotiating and deciding the amendment of Articles 6, 8, 9, 10, 12, 13, 15, 16, 21, 25, 26, 31, 33, 34 and 35 of Prime Contract.
12. Submission of information about persons nominated to the General Assembly for board membership pursuant to the Articles 1.3.1 / c of Annex- 1 of Corporate Governance Report (II- 17.1).
13. Election of new board members,
14. Determination of remunerations of the board members,
15. Approval of DRT Independent Auditing and Certified Public Accountant Inc. by the Board of Directors for the accounting year 2014 as an auditor independent firm and approval of its fees,
16. Submitting the profit distribution policy which is amended and adopted by the Board of Directors to the approval of the shareholders,
17. Providing information to the general assembly on guarantees, pledges and mortgages given for the benefit of third parties,
18. Providing information to the shareholders on grants and donations made during the year and limiting the grants and donations at the amount of 5,000 TL in 2014,
19. Discussion of the issue on the shareholders holding the management domination pursuant to the Article 1.3.6. of Corporate Governance Communiqué (II- 17.1) issued by the Capital Markets Board and Articles 395 and 396 of Turkish Commercial Law, board members, senior executives and their

spouses and second degree blood and affinity relatives who would make significant that could lead to conflict of interest with the company or its subsidiaries, personally or on behalf of others, who would compete and get into a partnership with companies making this kind of work; and submission of this issue to the approval of the general assembly,

20. Wishes and closing