

**Dear Shareholders,**

Annual Ordinary General Assembly Meeting of Kuwait Turkish Participation Bank Inc. shall be held on 26/03/2020 at 15:00 pm. at Büyükdere Cad.No:129 / 1 Esentepe-Şişli / ISTANBUL at the Company Headquarters to discuss the following agenda.

We would very much appreciate if you could kindly send the document by fax when it is signed and kindly send the original issues via TNT Courier immediately or bring them with yourself if you are going to attend the Annual Ordinary General Assembly in person. We also need the signatory authority of the person/s signing the representative document.

Your Attendance shall be obliged.

**With Our Best Regards,  
Board of Directors  
Presidency**

- Annex :**
1. Sample representation document.
  2. Amendments of the Article of Incorporation.

### **AGENDA**

1. Opening and constitution of the Presidential Board.
2. To grant authority to the Presidency to sign the minutes of the General Assembly and the list of participants.
3. Discussion and approval of the Annual Report for the fiscal year 2019.
4. Discussion and approval of Financial Statements for the fiscal year 2019.
5. Decision on the Board of Directors offer about the profit distribution of the fiscal year 2019.
6. Discussion of independent audit report written by independent auditor for the fiscal year 2019.
7. Discussion and approval of the amendments of the Articles of Association related to the Article 7 and Article 43 as attached.
8. Discussion and resolution of the appointment of the members of the Advisory Committee appointed by the resolution of the Board of Directors dated 27/01/2020.
9. Approval nomination of member of the Board of Directors appointed to replace the remaining period due to resignation in the year.
10. Acquitting of the Board of Directors related with their efforts in 2019.
11. Discussion and approval of paying salary, attendance fee, bonus, and dividend to the Chairman and other Board Members for their Board Membership and/or other committee memberships.
12. Appointment of the Independent Auditors and determination of the contract period.
13. Providing information by the Board of Directors on external audit in accordance with Banking Law no: 5411 and the related regulations.
14. Discussion and approving of reflecting participation accounts' portion of provision expenses, which set aside according to 19/2 article of Communiqué of "Principles and Procedures for the Determination of the Quality of Loans and Other Receivables and Reserves to be provided for these Loans of BRSA, to expense accounts. Turkish Commercial Code's related provisions reserved.
15. Authorization of the Board of Directors to compensate the loss if necessary in accordance with the Article 6, paragraph 10 of the Regulation on Procedures and Principles Regarding Deposits, Participation Funds, Escrow and Receivables of Deposits and Participation Funds issued by the BRSA.
16. To grant authority to the Board Members to execute the deals written in the Turkish Commercial Code 395 and 396 Articles.
17. Wishes and proposals.

## TEMSİLCİ BELGESİ

Ortağı bulunduğumuz Kuveyt Türk Katılım Bankası A.Ş.'nin 26/03/2020 tarihinde saat: 15.00'da Büyükdere Cad.No:129 / 1 Esentepe-Şişli / İSTANBUL'da yapılacak Olağan Genel Kurul Toplantısına ..... adına katılmak ve tam yetki ile oy verme hakkına haiz olmak üzere ..... 'ı temsilci seçtiğimizi ve kendisinin sözü geçen Olağan Genel Kurul Toplantısında vereceği oyların şekli ve mahiyeti ne olursa olsun doğrudan doğruya Kuwait Finance House'dan çıkmış gibi telakki ve kabul edeceğimizi belirlemek üzere işbu belge düzenlenmiştir.

### TEMSİLİ VERENİN :

Ünvanı :  
Sermaye Miktarı :  
Hisse Adedi :  
Ödenmiş Sermaye Miktarı :  
Ödenmiş Hisse Adedi :  
Oy Miktarı :  
Adresi :

## REPRESENTATIVE DOCUMENT

This document has been issued to announce that as ..... being the Shareholder of Kuwait Turkish Participation Bank Inc., we have duly appointed ..... as our Representative to attend and vote with full authority for and on behalf of us in the Annual Ordinary General Assembly Meeting of Kuwait Turkish Participation Bank Inc. to be held in Istanbul 26/03/2020 at 15.00 pm. We will assume and accept that the voting performed by him in the said meeting is done directly by our House no matter what the nature and the sort of the vote is.

## **KUWAIT FINANCE HOUSE**

### REPRESENTED :

Name of Company :  
Amount of Shares :  
Number of Shares :  
Amount of Paid-up Capital Shares :  
Number of Paid-up Shares :  
Number of Votes :  
Address :

- ❖ **Please attach your company signatory authority document who signed this document.**
- ❖ **Please do not forget to make APOSTILLE APPROVAL (Convention de la Haye du 5 Octobre 1961). This document can be organized by Embassy or Consulate Office.**
- ❖ **If these documents are not completed, representation may be void.**

| <b><u>OLD TEXT</u></b>   | <b><u>NEW TEXT</u></b>   |
|--|--|
| <p><b>CAPITAL AND SHARES</b></p> <p><b>ARTICLE 7</b></p> <p>The capital of the Bank is TL 4,000,000,000 (Four billion Turkish Lira) which is divided into TL 4,000,000,000 (Four billion) shares each with a nominal value of TL 1.- The shares are issued in the name of the shareholders.</p> <p>Out of TL 4,000,000,000 (Four billion Turkish Lira) capital;</p> <p>a) TL 3,500,000,000 (Three billion and five hundred million Turkish Lira) is fully paid.</p> <p>b) The TL 499,681,075.- (Four hundred and ninety nine million six hundred and eighty one thousand seventy five Turkish Lira) of the increased amount of 500,000,000 (Five hundred million Turkish Lira) is provided in full from the profit of 2018 (fully from internal resources). Against this capital increase shareholders will be given bonus shares in proportion to their shares.</p> <p>The added capital of TL 318,925.- (Three hundred and eighteen thousand nine hundred and twenty five Turkish Lira) is provided from the profit of Bank earned within the scope of the Law no 5746 and transferred to the other reserves (fully from the internal sources) in 2018. Against this capital increase shareholders will be given bonus shares in proportion to their shares.</p> | <p><b>CAPITAL AND SHARES</b></p> <p><b>ARTICLE 7</b></p> <p>The capital of the Bank is TL 4,600,000,000 (Four billion and six hundred million Turkish Lira) which is divided into TL 4,600,000,000 (Four billion and six hundred million) shares each with a nominal value of TL 1.- The shares are issued in the name of the shareholders.</p> <p>Out of TL 4,600,000,000 (Four billion and six hundred million Turkish Lira) capital;</p> <p>a) TL 4,000,000,000 (Four billion Turkish Lira) is fully paid.</p> <p>b) The TL 599,610,841.- (Five hundred and ninety nine million six hundred and ten thousand eight hundred and forty one Turkish Lira) of the increased amount of 600,000,000 (Six hundred million Turkish Lira) is provided in full from the profit of 2019 (fully from internal resources). Against this capital increase shareholders will be given bonus shares in proportion to their shares.</p> <p>The added capital of TL 389,159.- (Three hundred and eighty nine thousand one hundred and fifty nine Turkish Lira) is provided from the profit of Bank earned within the scope of the Law no 5746 and transferred to the other reserves (fully from the internal sources) in 2019. Against this capital increase shareholders will be given bonus shares in proportion to their shares.</p> |

| <b><u>OLD TEXT</u></b>  | <b><u>NEW TEXT</u></b>  |
|---|---|
| <p><b>SUPREME ADVISORY BOARD</b></p> <p><b>ARTICLE 43</b></p> <p>The Board of Directors shall appoint a Supreme Advisory Board. The Supreme Advisory Board shall consist of six members to be elected by the Board of Directors. Should a seat be vacated by any reason whatsoever, the Board of Directors shall appoint a member. Operating procedures and principles of Supreme Advisory Board shall be set by the Board of Directors.</p> <p>The Advisory Board shall elect a chairman and a vice-chairman among its members. The Supreme Advisory Board shall convene with its own initiative or upon the invitation of one member of the Supreme Advisory Board or the General Manager by the call of the Chairman.</p> <p>The Advisory Board decides on whether or not the activities of the Bank are in compliance with the law and the purpose and principles stipulated in these articles of</p> | <p><b>ADVISORY COMMITTEE</b></p> <p><b>ARTICLE 43</b></p> <p>An independent Advisory Committee is established by the Board of Directors, away from the influence of senior management and all interested parties. The Advisory Committee consists of at least three members whose qualifications and conditions are determined by the Board of Directors, without prejudice to the relevant legislative provisions.</p> <p>Advisory committee members are appointed by the Board of Directors and submitted to the approval of the first general assembly following the assignment.</p> <p>The term of office of the advisory committee members is determined by the Board of Directors, without prejudice to the relevant legislative provisions. The task of the advisory committee member ends with the termination of his term, failure to work due to death, severe illness, disability, losing the conditions for his appointment, leaving his job voluntarily, or at least two-thirds of the</p> |

|   |  |
|---|--|
| <p>incorporation.</p> <p>The Board of Directors resorts to the evaluation of the Advisory Board on the matters regarding the purpose and principles of the Bank.</p> <p>The Advisory Board may submit a report to the Board of Directors on the matters brought for its evaluation.</p> | <p>members of the board of directors in the same direction. Members whose term of office has expired can be re-appointed.</p> <p>Working procedures and principles of the Advisory Committee are determined by the Board of Directors, without prejudice to the relevant legislative provisions.</p> <p>The Advisory Committee fulfills the duties determined by the Board of Directors and uses powers, provided that the relevant legislation provisions are reserved.</p> |
|---|--|