

**INVITATION FROM THE BOARD OF DIRECTORS OF KUWAIT TURKISH  
PARTICIPATION BANK INC.  
TO ANNUAL ORDINARY GENERAL ASSEMBLY MEETING**

**Dear Shareholders,**

Annual Ordinary General Assembly Meeting of Kuwait Turkish Participation Bank Inc. shall be held on 28/03/2019 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 2018.
4. Discussion and approval of Financial Statements for the fiscal year 2018.
5. Decision on the Board of Directors offer about the profit distribution of the fiscal year 2018.
6. Discussion of independent audit report written by independent auditor for the fiscal year 2018.
7. Discussion and approval of the amendment of the Articles of Association related to the Article 7 as attached.
8. Acquitting of the Board of Directors related with their efforts in 2018.
9. 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.
10. Appointment of the Independent Auditors and determination of the contract period,
11. Providing information by the Board of Directors on external audit in accordance with Banking Law no: 5411 and the related regulations.
12. Providing information on bonus payments to personnel in accordance with the Banking Regulation and Supervision Agency's decision on profit distribution.
13. 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.

- 14.** 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,
- 15.** To grant authority to the Board Members to execute the deals written in the Turkish Commercial Code 395 and 396 Articles.
- 16.** Wishes and proposals.

## TEMSİLCİ BELGESİ

Ortağı bulunduğumuz Kuveyt Türk Katılım Bankası A.Ş.'nin 28/03/2019 tarihinde saat: 15.00'da Büyükdere Cad.No:129 / 1 Esentepe-Şişli / ISTANBUL'da yapılacak Olağan Genel Kurul Toplantısına Kuwait Finance House 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 Kuwait Finance House 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 28/03/2019 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.

### 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.**

## Amendments to the Articles of Incorporation

### **OLD TEXT**

#### **CAPITAL AND SHARES**

##### **ARTICLE 7**

The capital of the Bank is TL 3,500,000,000 (Three billion and five hundred million Turkish Lira) which is divided into TL 3,500,000,000 (Three billion and five hundred million) shares each with a nominal value of TL 1.- The shares are issued in the name of the shareholders.

Out of TL 3,500,000,000 (Three billion and five hundred million Turkish Lira) capital;

**a)** TL 3,100,000,000 (Three billion and one hundred million Turkish Lira) is fully paid.

**b)** The TL 387,142,446.- (Three hundred eighty seven million one hundred forty two thousand four hundred forty six Turkish Lira) of the increased amount of 400,000,000 (Four hundred million Turkish Lira) is provided in full from the profit of 2017 (fully from internal resources). Against this capital increase shareholders will be given bonus shares in proportion to their shares.

The added capital of TL 439,121.- (Four hundred thirty nine thousand one hundred and twenty one 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 2017. Against this capital increase shareholders will be given bonus shares in proportion to their shares.

The added capital of TL 12,418,433.- (Twelve million four hundred eighteen thousand four hundred thirty three Turkish Lira) is provided from the profit of Bank earned within the scope of the Law no 5520 Article 5/1-f and has been kept in the other reserves (special fund).

### **NEW TEXT**

#### **CAPITAL AND SHARES**

##### **ARTICLE 7**

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.

Out of TL 4,000,000,000 (Four billion Turkish Lira) capital;

**a)** TL 3,500,000,000 (Three billion and five hundred million Turkish Lira) is fully paid.

**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.

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.