

**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 23/03/2017 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 2016.
4. Discussion and approval of Financial Statements for the fiscal year 2016.
5. Discussion of independent audit report written by independent auditor for the fiscal year 2016.
6. Acquitting of the Board of Directors related with their efforts in 2016.
7. Decision on the Board of Directors offer about the profit distribution of the fiscal year 2016.
8. Discussion and approval of the amendments of the Articles of Association related to the Article 7 and Article 37 as attached.
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 14/2 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. To grant authority to the Board members to execute the deals written in the Turkish Commercial Code 395 and 396 Articles.
15. Wishes and proposals.

**KUVEYT TÜRK KATILIM BANKASI A.Ş.
OLAĞAN GENEL KURUL BAŞKANLIĞI'NA**

**Büyükdere Cad. No: 129 / 1
34394 Esentepe, Şişli / İSTANBUL**

VEKALETNAME

Şirketimizin 23/03/2017 saat 15:00'da yapılacak Olağan Genel Kurul Toplantısında hazır bulunamayacağımdan, Esas Mukavele ve Türk Ticaret Kanununa göre haiz olduğum bütün yetkilerle beni temsile ve oy kullanmaya yetkili olmak üzere '1 vekil tayin ettim.

VEKALET VEREN :

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

REPRESENTATIVE DOCUMENT

Since I will not be able to attend the Shareholders' Annual Ordinary General Assembly Meeting of KUVEYT TÜRK KATILIM BANKASI A.Ş. that will be held on 23/03/2017 at 15:00 pm. at the Company Headquarters, I have appointed

as my legal representative to act on our behalf with all of the authorities duly granted to the Shareholders by the Articles of Incorporation and the Articles of Turkish Commercial Code.

REPRESENTED :

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

❖ **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.**

<p><u>OLD TEXT</u></p> <p>CAPITAL AND SHARES</p> <p>ARTICLE 7</p> <p>The capital of the Bank is TL 2,790,000,000.- (Two Billion Seven Hundred And Ninety Million Turkish Lira) which is divided into TL 2,790,000,000.- (Two Billion Seven Hundred And Ninety 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 2,790,000,000.- (Two Billion Seven Hundred And Ninety Million Turkish Lira) capital;</p> <p>a) TL 2,530,000,000.- (Two Billion Five Hundred And Thirty Million Turkish Lira) is paid fully.</p> <p>b) The TL 259,523,504.- (Two Hundred and Fifty Nine Million Five Hundred and Twenty Three Thousand Five Hundred Four Turkish Lira) of the increased amount of TL 260,000,000.- (increasing capital) (Two Hundred Sixty Million Turkish Liras) is provided in full from the retained earnings of 2015 (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 476,496.- (Four Hundred Seventy Six Thousand And Four Hundred Ninety Six Turkish Liras) 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 resources) in 2015. Against this capital increase shareholders will be given bonus shares in proportion to their shares.</p>	<p><u>NEW TEXT</u></p> <p>CAPITAL AND SHARES</p> <p>ARTICLE 7</p> <p>The capital of the Bank is TL 3,100,000,000 (Three billion and one hundred million Turkish Lira) which is divided into TL 3,100,000,000 (Three billion and one 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 3,100,000,000 (Three billion and one hundred million Turkish Lira) capital;</p> <p>a) TL 2,790,000,000 (Two billion seven hundred and ninety million Turkish Lira) is fully paid.</p> <p>b) The TL 121,801,311.- (One hundred twenty one million eight hundred one thousand three hundred and eleven Turkish Liras) of the increased amount of 310,000,000 (Three hundred and ten million Turkish Liras) is provided in full from the profit of 2016 (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 659,551.- (Six hundred fifty nine thousand five hundred and fifty five Turkish Liras) 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 2016. Against this capital increase shareholders will be given bonus shares in proportion to their shares.</p> <p>The added capital of TL 187,539,138.- (One hundred eighty seven million five hundred thirty nine thousand hundred and thirty eight Turkish Liras) is provided from the profit of Bank earned within the scope of the Law no 5520 Article 5/1-e and has been kept in the other reserves (special fund).</p>
<p><u>OLD TEXT</u></p> <p>MEETINGS OF THE BOARD OF DIRECTORS</p> <p>ARTICLE 37 The Board of Directors shall meet as the affairs of Bank may require and/or upon the invitation of the Chairman or the General Manager. Each Director may ask the Chairman in writing to convene a Board meeting.</p>	<p><u>NEW TEXT</u></p> <p>MEETINGS OF THE BOARD OF DIRECTORS</p> <p>ARTICLE 37 The Board of Directors shall meet as the affairs of Bank may require and/or upon the invitation of the Chairman or the General Manager. Each Director may ask the Chairman in writing to convene a Board meeting.</p>

Nevertheless, the Board is required to hold at one time in every quarter and at least six meetings in a fiscal year. Board meetings shall be held both bodily or electronically in a manner that all or any part of the Directors could attend the meeting in electronically in accordance with article 1527 of Turkish Commercial Code. Board meetings shall be held at Bank headquarters. However, the Board may convene at another place and/or country upon the approval of the majority of Directors.

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