

**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 29/03/2018 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 2017.
4. Discussion and approval of Financial Statements for the fiscal year 2017.
5. Discussion of independent audit report written by independent auditor for the fiscal year 2017.
6. Acquitting of the Board of Directors related with their efforts in 2017.
7. Decision on the Board of Directors offer about the profit distribution of the fiscal year 2017.
8. Discussion and approval of the amendment of the Articles of Association related to the Article 7 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 Members of the Board of Directors whose terms have expired and determination of new term and the number of the members,
11. Appointment of the Independent Auditors and determination of the contract period,
12. Providing information by the Board of Directors on external audit in accordance with Banking Law no: 5411 and the related regulations.

- 13.** Providing information on bonus payments to personnel in accordance with the Banking Regulation and Supervision Agency's decision on profit distribution.
- 14.** 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.
- 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 29/03/2018 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 29/03/2018 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

<u>OLD TEXT</u>	<u>NEW TEXT</u>
<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 one hundred 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>CAPITAL AND SHARES</p> <p>ARTICLE 7</p> <p>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.</p> <p>Out of TL 3,500,000,000 (Three billion and five hundred million Turkish Lira) capital;</p> <p>a) TL 3,100,000,000 (Three billion and one hundred million Turkish Lira) is fully paid.</p> <p>b) The TL 387,142,446.- (Three hundred eighty seven million one hundred forty two thousand four hundred forty six Turkish Liras) of the increased amount of 400,000,000 (Four hundred million Turkish Liras) 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.</p> <p>The added capital of TL 439,121.- (Four hundred thirty nine thousand one hundred and twenty one 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 2017. Against this capital increase shareholders will be given bonus shares in proportion to their shares.</p> <p>The added capital of TL 12,418,433.- (Twelve million four hundred eighteen thousand four hundred thirty three Turkish Liras) 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).</p>