

**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 31/03/2016 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.
3. Discussion and approval of the Annual Report for the fiscal year 2015.
4. Discussion and approval of Financial Statements for the fiscal year 2015.
5. Discussion of independent audit report written by independent auditor for the fiscal year 2015
6. Submitting the members of the Board of Directors who are nominated by Board of Directors for replacing the members resigning within a year to the approval of the General Assembly ,
7. Acquitting of the Board of Directors related with their efforts in 2015.
8. Decision on the Board of Directors offer about the profit distribution of the fiscal year 2015.
9. Discussion and approval of the amendments of the Articles of Association as attached.
10. 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.
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.

## **VEKALETNAME**

Şirketimizin ..... saat .....’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 .....’ı vekil tayin ettim.

### **VEKALET VEREN :**

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

### **REPRESENTATIVE DOCUMENT**

Since I will not be able to attend the Shareholders’ Annual Ordinary General Assembly Meeting of KUYEYT TÜRK KATILIM BANKASI A.Ş. that will be held on ..... at ..... 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**

**This document can be organized by Embassy or Consulate Office.**

❖ **Please attach your company signatory authority document who signed document.**

❖ **If these documents are not completed, representation may be void.**

**KUWAIT TURKISH PARTICIPATION BANK INC.  
AMENDMENTS OF THE ARTICLE OF INCORPORATION**

**OLD TEXT**

**SHARE CAPITAL**

**ARTICLE 7**

The capital of the Bank is TL 2,530,000,000 (Two billion five hundred and thirty million Turkish Lira) which is divided into TL 2,530,000,000 (Two billion five hundred and thirty million) shares each with a nominal value of TL 1. The shares are issued in the name of the shareholders.

Out of TL 2,530,000,000 (Two billion five hundred and thirty million Turkish Lira) capital;

**a)** TL 2,290,000,000 (Two billion two hundred and ninety million Turkish Liras) is paid fully.

**b)** The TL 239.872.840 ( Two Hundred and Thirty Nine Million Eight Hundred Seventy Two Thousand Eight Hundred Forty Turkish Lira) of the increased amount of TL 240.000.000 (increasing capital) (Two Hundred Forty Million Turkish Liras) is provided in full from the retained earnings of 2014 (fully from internal resources). Against this capital increase shareholders will be given bonus shares in proportion to their shares.

The added capital of TL 127,160 (One Hundred Twenty Seven Thousand And One Hundred Sixty 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 2014. Against this capital increase shareholders will be given bonus shares in proportion to their shares.

**NEW TEXT**

**CAPITAL and SHARES**

**ARTICLE 7**

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.

Out of TL 2,790,000,000 (Two Billion Seven Hundred And Ninety Million Turkish Lira) capital;

**a)** TL 2,530,000,000 (Two Billion Five Hundred And Thirty Million Turkish Lira) is paid fully.

**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.

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.