

**DATE - NR. :**

**Dear Shareholders,**

Annual Ordinary General Assembly Meeting of Kuveyt Turk Participation Bank Inc. shall be held on 28/03/2025 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. Draft of the Amendment of Articles of Association

### **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 2024.
4. Discussion and approval of Financial Statements for the fiscal year 2024.
5. Decision on the Board of Directors offer about the profit distribution of the fiscal year 2024.
6. Discussion of independent audit report written by independent auditor for the fiscal year 2024.
7. Discussion and approval of the amendments of the Articles of Association related to the Article 7 as attached.
8. Approval of the election if the Board of Directors has made an appointment for the vacant Board of Directors membership that has occurred until the General Assembly meeting.
9. Acquitting of the Board of Directors related with their efforts in 2024.
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. 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.

### **REPRESENTATIVE DOCUMENT**

This document has been issued to announce that; as ..... being the Shareholder of Kuveyt Turk Participation Bank Inc., we have duly appointed

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as our Representative to attend and vote with full authority for and on behalf of us in the Annual Ordinary General Assembly Meeting of Kuveyt Turk Participation Bank Inc. to be held in Istanbul on 28/03/2025 at 15.00 pm at the Company Headquarters. 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.

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**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.**

## DRAFT OF THE AMENDMENT OF ARTICLES OF ASSOCIATION

<u><b>OLD TEXT</b></u>	<u><b>NEW TEXT</b></u>
<p><b>CAPITAL AND SHARES</b> <b>ARTICLE 7</b></p> <p>The capital of the Bank is 4,952,205,000-TL (Four billion nine hundred fifty two million two hundred and five thousand Turkish Lira), divided into 4,952,205,000-(four billion nine hundred fifty two million two hundred and five thousand) shares with a nominal value of 1 TL (One Turkish Lira) each.</p> <p>The shares are issued in the name of the shareholders.</p> <p>The entire capital of the Company, which was previously 4,600,000,000.-TL (Four Billion Six Hundred Million Turkish Lira), has been fully paid free from collusion.</p> <p>For this time, the increased capital of 352,205,000 TL (three hundred fifty two million two hundred and five thousand Turkish Lira) in nominal value; along with 352,205,000-TL in nominal value equivalent to 352,205,000 shares, the issuance premium of 6,350,256,150 TL (Six billion three hundred fifty million two hundred fifty six thousand one hundred and fifty Turkish Lira), making a total of 6,702,461,150 TL(Six billion seven hundred two million four hundred sixty one thousand one hundred and fifty Turkish Lira) has been fully committed by the shareholders who acquire these shares, free from any collusion, in accordance with the procedure and timetable determined by the General Assembly, and will be paid in cash before registration</p>	<p><b>CAPITAL AND SHARES</b> <b>ARTICLE 7</b></p> <p>The Bank's capital is 8,000,000,000-TL (Eight Billion Turkish Lira) and is divided into 8,000,000,000- (eight billion) shares with a nominal value of 1 TL (One Turkish Lira) each. The shares are issued in the name of the shareholders.</p> <p>Out of the 8,000,000,000-TL (Eight Billion Turkish Lira) capital;</p> <p>TL 4,952,205,000 (Four billion nine hundred fifty-two million two hundred and five thousand Turkish Lira) has been fully paid.</p> <p>The entire TL 237,605,850.59 (Two hundred thirty-seven million six hundred and five thousand eight hundred and fifty Turkish Lira fifty-nine kuruş) portion of the increased TL 3,047,795,000 (Three billion forty-seven million seven hundred and ninety-five thousand Turkish Lira) has been covered from the Bank's 2024 profit (entirely from internal resources) and the shares belonging to this portion will be given to the shareholders free of charge in proportion to their shares in the capital.</p> <p>Again, the portion of 2,791,177,565.13 TL (Two billion seven hundred ninety-one million one hundred seventy-seven thousand five hundred and sixty-five Turkish Lira thirteen kuruş) added to the capital has been covered from the revaluation value increase amounts calculated within the framework of Tax Procedure Law Repeated Article 298/Ç and Temporary Article 32, and the shares belonging to this portion will be given to the shareholders free of charge in proportion to their shares in the capital.</p> <p>Again, the portion of TL 18,864,197.28 (eighteen million eight hundred and sixty-four thousand one hundred and ninety-seven Turkish Lira twenty-eight kuruş) added to the capital has been covered from the subsidiary share sales profit (entirely from internal resources) obtained within the scope of Article 5/1-e of Law No. 5520 in 2024 and transferred to Other Reserves (Special Fund), and the shares belonging to this portion will be given to the shareholders free of charge in proportion to their shares in the capital.</p> <p>Again, the portion of TL 147,387.- (one hundred forty-seven thousand three hundred and eighty-seven Turkish Lira) added to the capital has been covered from the profit of the period (entirely from internal resources) obtained within the scope of Law No. 5746 in 2024 and transferred to the Other Reserves (Special Fund), and the shares belonging to this portion will be given to the shareholders free of charge in proportion to their shares in the capital.</p>