

ALBARAKA TÜRK KATILIM BANKASI A.Ş.

**INFORMATION DOCUMENT FOR THE ORDINARY GENERAL SHAREHOLDERS' MEETING
TO BE HELD ON MARCH 28, 2018**

The Annual General Meeting of Albaraka Türk Participation Bank will be held in Istanbul on **28 March, 2018 (at 10.00 o'clock)** in the Company Headquarters located in Istanbul at Saray Mah, Dr. Adnan Büyükdeniz Cad. No:6, Ümraniye 34768, İstanbul, in order to discuss the 2017 accounting period operations and related financial statements of our Bank.

The shareholders who will attend the General Shareholders' Meeting in electronic environment through Electronic General Assembly System (EGKS) launched by Central Registry Agency (MKK), should be checked in/registered in such system. The shareholders who declare that they will attend the General Shareholders' Meeting in electronic environment, will not be able to attend the meeting physically. All of our bank's shares have been dematerialized by the Central Registry Agency.

Our shareholders may physically attend the General Shareholders' Meeting personally or by proxy or may participate the General Shareholders' Meeting personally or by proxy in electronic environment according. The proxy form is as attached. Proxy form must be with notarized or certified statement of signature. Media and interest holders are invited to the meeting.

The Balance Sheet, Profit / Loss Account, Annual Report, Independent Auditor's Report regarding the Company's 2017 accounting period will be available to our shareholders at the Company Center at least 21 days before the meeting date.

In addition, the above mentioned documents which are the participation procedure to the General Assembly meeting, the General Assembly information document and the power of attorney will be included in the "Investor Relations" section of the Company's website at www.albarakaturk.com.tr.

The shareholders or their representatives who will attend the meeting in electronic environment should have secure e-signature, register their communication information to e-MKK informative portal and fulfill any and all duties mentioned in the "Regulation on General Assembly Meetings of Joint Stock Companies To Be Held In Electronic Environment" published in the Official Gazette dated 28.08.2012 and numbered 28395, the "Communiqué on Electronic General Assembly Systems To Be Used in General Assembly Meetings of Joint Stock Companies" published in the Official Gazette dated 29.08.2012 and numbered 28396, and relevant Capital Markets Board regulations. Otherwise, such shareholders will not be able to attend the General Shareholders' Meeting in electronic environment. Detailed information about the Electronic General Assembly System (EGKS) can be accessed at www.mkk.com.tr.

In the general assembly meeting, open voting method will be used in the voting of the agenda items by hand raising method.

All of our shareholders are requested to be present at the meeting on the day and hour indicated.

Yours Respectfully

ALBARAKA TÜRK KATILIM BANKASI A.Ş.

(ALBARAKA TÜRK PARTICIPATION BANK)

Albaraka Türk Katılım Bankası A.Ş.'nin **28.03.2018** günü, saat 10:00'da, Saray Mahallesi, Dr.Adnan Büyükdeniz Caddesi No:6 34768 Ümraniye/İstanbul adresindeki Şirket Merkezinde yapılacak olan olağan genel kurul toplantısında aşağıda belirttiğim görüşler doğrultusunda beni temsile, oy vermeye, teklifte bulunmaya ve gerekli belgeleri imzalamaya yetkili olmak üzere vekil tayin ediyorum.

(I/We hereby appoint as my/our Proxy holder to represent me/us, to cast votes, to make proposals, and to sign necessary documents on my/our behalf in the ordinary general assembly of shareholders of Albaraka Türk Participation Bank which will be held on 28.03.2018 at 10:00 o'clock in Albaraka Türk Headquarter which is located in Saray Mh. Dr. Adnan Büyükdeniz Cad. No:6 Ümraniye/İstanbul)

A. TEMSİL YETKİSİNİN KAPSAMI/ THE SCOPE OF THIS PROXY COVERS THE FOLLOWINGS:

- () (a) Vekil tüm gündem maddeleri için kendi görüşü doğrultusunda oy kullanmaya yetkilidir.
(The proxy-holder is authorised to cast vote for all the agenda items in line with his own opinions.)
- () (b) Vekil aşağıdaki talimatlar doğrultusunda gündem maddeleri için oy kullanmaya yetkilidir.
Talimatlar: (özel talimatlar yazılır)
(The proxy holder is authorised to cast vote for all the agenda items in line with below mentioned instructions) Instructions: (special instructions will be inscribed hereto)
- () (c) Vekil şirket yönetiminin önerileri doğrultusunda oy kullanmaya yetkilidir.
(The proxy-holder is authorised to cast vote in line with the advice of the company management)
- () (d) Toplantıda ortaya çıkabilecek diğer konularda vekil aşağıdaki talimatlar doğrultusunda oy kullanmaya yetkilidir. (Talimat yoksa, vekil oyunu serbestçe kullanır)
Talimatlar: (özel talimatlar yazılır)
(The proxy holder is authorised to cast on the issues which may come up during the meeting, in line with below-mentioned instructions. (If there is not any instruction, the deputy may cast vote freely)
Instructions: (special instructions will be inscribed hereto)

B. ORTAĞIN SAHİP OLDUĞU HİSSE SENEDİNİN/ THE PARTICULARS OF THE SHARE CERTIFICATE HELD BY

THE SHAREHOLDER

- (a) Tertip ve serisi *(Issue number and serial numbers)* :
- (b) Numarası *(Numbers)* :
- (c) Adet-Nominal değeri *(Amounts and Face Value)* :
- (d) Oyda imtiyazı olup olmadığı *(Any Privilege on the vote)* : Yoktur/None
- (e) Hamiline - Nama yazılı olduğu *(Issued to bearer/name)* : Nama/Name

ORTAĞIN/SHAREHOLDER'S

- ADI SOYADI veya UNVANI/NAME-SURNAME :
- İMZASI/SIGNATURE :

ADRESİ/ADRESS :

NOT :1. (A) bölümünde, (a), (b) ve (c) olarak belirtilen seçeneklerden biri seçilir. (b) ve (d) seçenekleri için açıklama yapılır.

NOTE : You may choose any of the options (a), (b) or (c) mentioned in paragraph A hereabove.

Explanations are required if (b) (d) were chosen

**EXPLANATIONS ON AGENDA ITEMS OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING DATED
MARCH 28, 2018 OF ALBARAKA TÜRK KATILIM BANKASI A.Ş.**

1. Inauguration; formation of Presiding Council.

In accordance with Article 41 of our Articles of Association, General Assembly meetings are presided (chaired) by the Chairman of the Board of Directors. In the case of absence of the Chairman, the vice-chairman, and in the case of his absence, any of the members of the Board of Directors shall undertake this task. The President shall establish the presiding council by designating a secretary to record the minutes of the meeting, and sufficient number of vote collectors. The President may also designate some experts in order to get immediate technical services with regard to the Electronic General Assembly System during the meeting.

2. Authorizing the Presiding Council to sign the general assembly minutes of meeting.

General Assembly shall authorize the Chairmanship Council to record and to sign decisions taken at the General Assembly in accordance with the regulation of the Ministry of Customs and Trade and Turkish Commercial Code.

3. Reading and discussing the Annual Report of the BoD about the fiscal year 2017.

In accordance with the provisions of the Turkish Commercial Code and the Ministry of Customs and Trade, the Annual Report of the Board of Directors for the accounting period of 01.01.2017-31.12.2017 will be read, presented to the public and presented to the General Assembly (this document can be obtained from our Headquarters, Public Disclosure Platform (www.kap.gov.tr) or on our website www.albarakaturk.com.tr).

4. Reading and discussing Auditor reports.

The Auditor's Report for the accounting period of 01.01.2017-31.12.2017 will be read, presented to the public and presented to the General Assembly in accordance with the provisions of the Turkish Commercial Code and the Ministry of Customs and Trade (this document can be obtained from our Headquarters, Public Disclosure Platform (www.kap.gov.tr) Available at www.albarakaturk.com.tr).

5. Reading, discussing and approving the Financial Statements.

In accordance with the provisions of the Turkish Commercial Code and the Ministry of Customs and Trade, Financial Tables for the accounting period of 01.01.2017-31.12.2017 will be read, discussed and presented to the general assembly (this documents can be obtained from our Headquarters, Public Disclosure Platform (www.kap.gov.tr) Available at www.albarakaturk.com.tr).

6. Acquitting the Members of the BoD.

In accordance with the provisions of the Turkish Commercial Code and the Ministry of Customs and Trade, the members of the Board of Directors shall be submitted to the approval of the General Assembly for their activities and transactions for the year 2017.

7. Acquitting the Auditor.

According to the provisions of the Turkish Commercial Code and the Ministry of Customs and Trade, release of the auditors for their transactions and accountings for the year 2017 will be submitted to the approval of the General Assembly.

8. Discussing the BoD proposal about the utilization and distribution of the annual profit and dividends (ratios of sharing).

Decision has been made to apply to the Banking Regulation and Supervision Agency for the distribution of the year 2017 profit as follows and the dividend to be paid to the Shareholders from 13.04.2018, to propose to the General Assembly of Shareholders regarding distribution of profit and payment to the Shareholders from the Banking Regulation and Supervision Agency.

Net Profit	TL 237.092.593,43
Retained Earnings	TL 0,00
Balance Sheet Profit	TL 237.092.593,43
I. Legal reserves (-)	TL 11.854.629,67
Distributable Net Profit	TL 225.237.963,76
I. Dividend to Shareholders (Gross)	TL 45.000.000,00
Special Reserves (Gain on Sale of Real Estate)	TL 4.580.115,53
Allocated to Extraordinary Reserves	TL 175.657.848,24

9. Discussing the fiscal rights and benefits of the Board members like salary & wages, per diems, bonus & premiums and alike.

The rights of the chairman and members of the board of directors and compensation rights such as bonuses and premiums shall be determined by our shareholders in accordance with the provisions of the Turkish Commercial Code and the Regulation and the principles contained in our articles of association.

10. Electing the Auditor.

The selection of KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the independent audit firm of the Bank for the year 2018, in accordance with the Turkish Commercial Code, will be submitted for the approval of the General Assembly.

11. Permitting members of the BoD with respect to articles 395 and 396 of Turkish Commercial Code.

The authorization of the Board Members to conduct business with the Bank in accordance with Article 395 of Turkish Commercial Code titled as “Prohibition to Conduct Business with a Company, Borrowing to a Company” and Article 396 titled as “Prohibition of Competition” will be submitted for the approval of the General Assembly.

12. Presenting information to General Assembly about operations effected in scope of the Buy-back Program for bank’s own shares in 2017.

In accordance with the share buy-back program, TL 9,470,684.82 corresponding to 7,801,123 units of Albaraka Turk shares purchased with the prices between TRL 1,13 - 1,26.

13. Approving the buyback program prepared by the BoD regarding authorization of the BoD on our Bank’s accepting its own shares as acquisition and/or pledge.

The three-year buyback program promulgated on March 25, 2015 expired. The new buyback schedule was prepared in accordance with Article 22 of the Capital Markets Law No. 6362, Article 379 of the Turkish Commercial Code, Article 5 of Communiqué On Buy-Backed Shares (II-22.1) and 10 / (3) of the Bank's Articles of Incorporation. (This document can be accessed from our head office , Public Disclosure Platform (www.kap.gov.tr) and www.albarakaturk.com.tr) Annex:1

14. Presenting our Bank’s “Grants and Aids Policy” to General Assembly of Shareholders for their information and approval in accordance with CMA’s Corporate Governance Principles and providing with details of our Bank’s donations in 2017.

Pursuant to Article 71b of the Communiqué Serial: IV No: 27 of the Capital Markets Board, It is the agenda item that aims to inform the General Assembly about donations that our company made in 2017. Our company made a total of TL 5,718,000 donations in 2017. (This document can be accessed from our website www.albarakaturk.com.tr)

15. Informing General Assembly on our Bank’s Ethical Principles Policy along with Fight Against Bribery and Corruption Policy in accordance with CMA’s Corporate Governance Principles.

Our Bank's Ethical Principles Policy and the Fight Against Bribery and Anti-Corruption Policy, which we have prepared in accordance with CMB Corporate Governance Principles, will be presented to the General Assembly. (This document can be accessed from our website www.albarakaturk.com.tr)

16. Remarks and requests.

ANNEX:1

REDEMPTION PROGRAM

The Aim

ARTICLE 1 - (1) The aim of Redemption Program is to regulate the principles and procedures regarding Albaraka Türk Participation Bank, Inc. (the "Bank") purchase its own shares, to sell and/or accept as pledge.

Scope

ARTICLE 2 - (1) This Redemption Program comprises of operations related with Albaraka Türk Participation Bank buying back (purchasing) and/or accepting its own shares as pledge, the authorities granted to the Board of Directors on this issue, redeeming (buying back) these equity-shares, and the repurchased shares.

Grounds

ARTICLE 3 - (1) Redemption Program has been prepared on the basis of the Capital Market Law nr. 6362 article nr. 22, the Turkish Commercial Code article nr.379, Retrieved Shares Communiqué (II-22.1) article 5, and the Bank's Articles of Association article nr 10/(3) .

Definitions

ARTICLE 4 - (1) Those terms in this Redemption Program represent the followings:

- a) Bank: Albaraka Türk Participation Bank Inc.
- b) General Assembly: Albaraka Türk Participation Bank General Assembly of Shareholders.
- c) Board of Directors: Albaraka Türk Participation Bank Board of Directors
- d) Redemption: Bank's purchase of its own shares and/or accepting them as pledge
- e) Redemption Shares: Within Redemption Program, Bank's own shares purchased by itself and/or accepted as pledge
- f) Redemption Program: Redemption of Albaraka Türk Participation Bank equity shares by the Bank.

The Aim of Redemption

ARTICLE 5 - (1) Remaining below the nominal value of the Bank's shares or depreciation over twenty percentage, the formation of possibility such cases or upon the occurrence of such cases, or even though such cases are not even; if deemed necessary by the Bank's Board of Directors is intended to facilitate the purchase of own shares.

(2) In addition to Redemption Program, Bank could aim to pledge its shares in terms of being a guarantee of debt of credit customer or borrowers to the Bank for any reason within its activity

Time to Apply Redemption Program

Article 6 - (1) The maximum period of Redemption Program is three years. In case of Redemption Program approved by the General Assembly, Board of Directors would be authorized for three years.

(2) Board of Directors is fully authorized to Redemption, disposal of Redemption Shares and carrying out the operations required in accordance with legislation for three years according to approval of General Assembly.

(3) Board of Directors can make one or more Redemption at any time to stay within mandate.

(4) Authorized Board of Directors by the approval of Redemption Program at the General Assembly may delegate this authority to be determined by the natural or legal person.

(5) Board of Directors is authorized to terminate the sales and start a new Redemption Program without disposing of redemption shares.

Maximum Number of Shares that may be subject to Redemption Program

Article 7- (1) Bank can do redemption the maximum amount / rate up that company and legislation permit to acquire or accept as a pledge its own shares.

(2) The nominal value of Redemption Shares does not exceed ten percent of Bank's paid-up capital including previous redemption. Disposing Redemption Shares during the Redemption Program are not considered as a deduction item in the calculation of ratios.

(3) During the Redemption Program, if the legislation change or capital increase, operations are done in accordance with the changing legislation or increasing capital.

(4) After reaching the maximum number of shares subject to the Redemption Program, Redemption Program is terminated.

Lower and Upper Limits for Redemption

Article 8- (1) In the Redemption, the lower limit is Zero TL; the upper limit is Five (5) TL.

Sales Principles of Redemption Shares During Program

Article 9- (1) Board of Directors is authorized to determine the sales principles of Redemption Shares in the legislation framework at will.

Total Amount and Resources of Fund Allocated Redemption

Article 10- (1) For Redemption TL 250 million is set as fund created from the income provided Bank's resources and activities.

(2) Total value of Redemption Shares does not exceed the total amount resources subject to dividend distribution.

The Number of Redemption and Not-disposing of Shares and Capital Ratio with If any Previous Program Results

Article 11- (1) The shares with a nominal value of TL 10,805,863 were repurchased. The ratio of these shares to capital is about 1,20%.

Statement of Possible Impacts on Bank Financial Statement and Result of Operations in the Redemption Program

Article

12 - (1) Planned Redemption Program does not have any adverse affect on Company's financial operations.

Subsidiaries Information to do Redemption within Program

Article 13- (1) Doing Redemption of Subsidiaries is not foreseen within the Program.

The last three months and Annual Lowest, Highest and Weighted Average Share Price Information

Article 14 - (1) Annual and the last three months lowest highest and weighted average share price information as stated below:

(a) Annual;

Lowest share price : 1.10

Highest share price : 1.85

Weighted average share price: 1.44

Last 3 months:

Lowest share price : 1.10

Highest share price : 1.85

Weighted average share price: 1.53

The Related Party Benefits From Redemption Operations

Article 15- (1) There is not any benefit for the related parties from redemption operations.

Acceptance of the Bank's Own Shares as Pledge

Article 16- (1) Operations that acceptance of the Bank's own shares as pledge; related articles in this Redemption Program and relevant articles in the Redemption Shares Communiqué is applied by analogy without being contrary to qualification.

The General Assembly Date for submitting to the Approval of Redemption Program

Article 17- (1) Redemption Program will be submitted to the Bank's Ordinary General Assembly to be held on March 28, 2018, for the approval of this Program.

Notifications To Be Made To Public

Article 18- (1) Redemption Program prepared by Board of Directors is announced at least three weeks, except the announcement and meeting days, before the date of the General Assembly meeting with a specific disclosures to be made by Bank and is posted simultaneously at the website as www.albarakaturk.com.tr.

(2) In the Redemption Program submitting to the approval for General Assembly, if there is any change made by General Assembly, the altered program is announced with a disclosure will be made by the first business day following the date of the general meeting and published in partnership simultaneously website.

(3) In accordance with the Redemption Program, two business days before the start of the Redemption, material event disclosure regarding the beginning and ending dates of the planned period, the capital ratio of the nominal amount of the repurchase of shares subject is made by the Bank.

(4) For each operation place under Redemption Program, before the start date of the transaction the following business day session, the nominal amount of the related share, the transaction price, the capital ratio, the nominal amount of the Redemption Share, privileges and procedures related to these shares and disclosure included transaction date is made by Bank.

(5) The case of disposing Redemption Shares, before operations start date of the following business day session, the related share of the nominal amount of the transaction price, the capital ratio, the ratio of the share capital of the remaining shares, realized gains / losses amount to that includes concessions and operation historical aspects of relating to these shares, disclosure is made by Bank.

(6) By the Bank; the end of the period of the planned Redemption, within the next three business days of the completion of the planned redemption and the end to the program; maximum, and average price paid for the Redemption Shares, the resources used and the cost of Redemption, the total number of Redemption Shares and the ratio of capital to such shares are disclosed to the public. In case the shares disposed of during the Redemption Program, in the same way that in addition; the total nominal amount of the issued shares of the hand, the total gain / loss amount and the average sales price, privileges attached to the shares subject to trading and describes the process is announced. This information in the summary nature of the operations carried out within the framework of the redemption program is also offered to the shareholders at the first general meeting.

The Other Information Related With the Redemption Program

Article 19- (1) The redemption price of the redemption shares left back as reserve under the equity is classified as restricted reserves. Aforementioned allocated reserves are released in amounts that meet redemption values if they are taken back amortization or they are sold.

Implementation

Article 20- (1) This Redemption Program is executed by the Board of Directors of the Bank.

Enforcement

Article 21- (1) This Redemption Program enters into force on the date of approval by the General Assembly of Shareholders of the Bank.