

## **ALBARAKA TÜRK KATILIM BANKASI A.Ş.**

### **PARTICIPATION PROCEDURE AT AN ORDINARY GENERAL ASSEMBLY MEETING**

**MEETING TIME:** According to Article 34 of our Articles of Association; The Ordinary General Meeting of Shareholders shall be held on **March 28, 2019 at 10.00 a.m.** in accordance with the provision that "ordinary meetings of the General Assembly shall be held at least once a year within three months from the end of each accounting period".

**MEETING PLACE:** According to Article 33 of our Articles of Association; "The General Assembly shall convene at the address of the Bank's headquarters as a rule and may be held either within the boundaries of the Headquarters of the Bank or at a place outside the Bank or abroad. The Ordinary General Assembly Meeting of the year 2018 will be held in **Saray Mahallesi, the Company Headquarters at Dr.Adnan Büyükdeniz Caddesi No: 6 34768 Ümraniye / Istanbul.**

**INVITATION OF THE MEETINGS:** The time of the General Assembly meetings is announced on the invitation to be made in accordance with the regulations of the Capital Markets Board (CMB) and the Turkish Commercial Code, in Article 34 of our Articles of Association and agenda item in Article 37 of the Articles of Incorporation. The examination includes the issue that the CMB has promulgated in the Corporate Governance Principles.

**PARTICIPATION IN THE MEETING:** It is possible to participate in the meeting in the electronic environment and it is necessary for our shareholders who will follow the meeting from the application called e-general board to declare the participation forms via the CRA information portal. Our shareholders who are not listed on the stakeholders' list will not be able to attend the General Assembly and use the right to speak and vote at the meeting. All of our bank's shares have been dematerialized by the Central Registry Agency.

On behalf of our shareholders or their representatives who have shares not traded on the Exchange, an entrance card will be given at the meeting place. The list of attendees in the General Assembly must be ready at least 5 minutes before the start of the General Assembly Meeting. Please be at the meeting place prior to the relevant meeting in order for our partners to be listed on the e-general assembly system. Media and interest holders are invited to the meeting.

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](http://www.mkk.com.tr).

**MEETING NOTICE:** According to Article 51 of our Articles of Association, "The announcements of the Bank are made in accordance with the provisions of Article 35 of the Turkish Commercial Code, the Banking Law and the Capital Market Legislation."

Also; Announcements regarding the General Assembly Meeting, taking into account the regulations of the CMB legislation and the Corporate Governance Principles, are announced by publishing at least one daily journal in the Turkish version, on the Public Disclosure Platform through the special case statement and in the Investor Relations section of our Bank's website at [www.albarakaturk.com.tr](http://www.albarakaturk.com.tr) And meeting dates shall be made at least 21 days before the meeting date, with the exception of the employee.

**QUORUM FOR MEETING:** According to Article 40 of the Articles of Association of the Bank, "Shareholders or their representatives having at least one quarter of the capital of the Bank, except in cases where a heavier quorum is foreseen in the General Assembly, Turkish Commercial Code, related legislation or the Articles of Association" If there is no quorum at the first meeting, the second meeting to be held shall be held by the shareholders present, except for the case where a heavier quorum is foreseen in the Turkish Commercial Code, related legislation or the Articles of Association, or Representatives are authorized to negotiate and decide no matter what amount of capital they represent.

**QUORUM FOR DECISIONS:** According to Article 40 of the Articles of Association of the Bank, "Decisions in the General Assembly are taken by positive votes of the majority of the votes present at the meeting, except in

cases where a heavier quorum is anticipated than in the Turkish Commercial Code, related legislation or the Articles of Association"

**VOTING RIGHTS AND VOTING METHOD:** According to Article 42 of our Articles of Association, "Each shareholder has one voting right in the general meeting, and the shareholders are individuals, spouses, subordinate and supreme shareholders or their individual companies or their capital companies A person who has the authority to sign with the members of the Board of Directors cannot exercise the voting rights arising from their shares in the decisions of the members of the Board of Directors to be imputed.

However, nominees may use the voting rights of other shareholders who are not members of the Board of Directors. Voting at the General Assembly is held within the framework of the principles and procedures laid down in the Capital Markets Legislation, the Turkish Commercial Code, the Articles of Association and the Internal Rules on the Principles and Procedures of the General Assembly. In addition, voting can also be done via the Electronic General Assembly System (EGKS).

**PARTICIPATION BY PROXY:** Each shareholder shall be entitled to participate in the General Assembly meetings by appointing personally, another shareholder or a third person proxy who is not shareholder within the framework of the Capital Market Legislation, the Banking Law and the Turkish Commercial Code. Such a proxy assignment shall not be deemed valid unless it is in writing in the form of a special proxy.

Our shareholders who represent themselves in the meeting by proxy should submit the form of proxy by making the following example and approving it in accordance with the relevant legislative provisions, especially the capital market legislation.

Yours respectfully,

**BOARD OF DIRECTORS**

**ALBARAKA TÜRK KATILIM BANKASI A.Ş.**  
**TO THE PRESIDENCY OF GENERAL ASSEMBLY**  
**İSTANBUL**

Albaraka Türk Katılım Bankası A.Ş.'nin **28.03.2019** 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 28.03.2019 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 PATRICULARS 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-SURMANE :
- İMZASI/SIGNATURE :
- ADRESİ/ADDRESS :

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*