

ALBARAKA TÜRK KATILIM BANKASI A.Ş.

INFORMATION DOCUMENT FOR THE ORDINARY GENERAL SHAREHOLDERS' MEETING

TO BE HELD ON MARCH 26, 2020

The Annual General Meeting of Albaraka Türk Participation Bank will be held in Istanbul on **26 March, 2020 (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 2019 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 2019 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 **26.03.2020** 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 shareheolders of Albaraka Türk Participation Bank which will be held on 26.03.2020 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-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 26, 2020 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 2019.

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 01.01.2019-31.12.2019 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 01.01.2019 - 31.12.2019 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 01.01.2019 - 31.12.2019 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 will be submitted to the approval of the General Assembly for their activities and transactions for the year 2019.

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

The Board of Directors' proposal regarding the distribution of profit, which was generated within the framework of article 47 of the Articles of Association regarding profit distribution and which occurred in 2019 accounting period, shall be submitted to the approval of the General Assembly.

8. **Discussing the fiscal rights and benefits of the Board members such as 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.

9. **Electing new members for the BoD, as the offices of our current directors will expire; and determining their new terms of office.**

Article 14 entitled "Number and Qualifications of the Members of the Board of Directors" of the Company's Articles of Association refers to Article 15 entitled "Selection of Members of the Board of Directors" and Article 16 titled "Terms of Office of the Board of Directors" The appointment of new members of the Board of Directors and presentation to the approval of the General Assembly due to the expiration of the term of office of the current members of the Board of Directors.

10. **Electing the Auditor.**

The selection of independent audit firm of the Bank for the year 2019 will be submitted for the approval of the General Assembly.

11. **In accordance with the Communiqué on Compliance with Principles and Standards of Participation Banking, submitting the Participation Banking Consultancy Committee members appointed by the Board of Directors for the approval of the General Assembly.**

In accordance with the Communiqué on Compliance with Participation Banking Principles and Standards published by the Banking Regulation and Supervision Agency on September 14, 2019 in the Official Gazette, members of the Participation Banking Advisory Committee appointed by the Board of Directors will be presented to the approval of the General Assembly.

12. **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.

- 13. Authorizing the the Board of Directors within the framework of the paragraph 10 of the article 6 of the Regulation on Procedures and Principles regarding Acceptance and Withdrawal of Deposits and Participation Funds and Any Deposit, Participation Fund, The Bailed Goods and Receivable That Have Been Subjected to Prescription**

This article has been presented to approval of the General Assembly as the Board of Directors of the participation banks must be authorized by decision of General Assembly in accordance with the article 6/10 of Regulation on Procedures and Principles on Acceptance and Withdrawal of Deposits, Participation Funds and Deposits, Participation Funds, The Bailed Goods and Receivables That Have Been Barred by Prescription.

- 14. Approving within the scope of the article 19/2 of Regulation on Procedures and Principles for Classification of Loans and Provisions to be Set Aside**

It has been presented to approval of the General Assembly in order the provisions allocated by the bank to the share of the participation accounts to be reflected to expense accounts in accordance with 19/2 of Regulation on Procedures and Principles for Classification of Loans and Provisions to be Set Aside.

- 15. Presenting information to shareholders on the subjects held in Capital Markets Board (CMB) Corporate Governance Communique principle no. 1.3.6**

In accordance with the relevant Corporate Governance Principle, our shareholders will be informed on whether there are any significant transactions that may cause a conflict of interest in 2019.

- 16. Presenting information to General Assembly about operations effected in scope of the Buy-back Program for bank's own shares in 2019.**

Under the share buy-back program, 816,112 shares were sold on February 12, 2019, and 778,410 shares were sold on February 20, 2019.

- 17. Presenting information to General Assembly about donations made by bank in 2019**

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 2019. Our company made a total of TL 8,061,000 donations in 2019. (This document can be accessed from our website www.albarakaturk.com.tr).

- 18. Remarks and requests.**