

ALBARAKA TÜRK KATILIM BANKASI ANONİM ŞİRKETİ

MINUTES OF THE 2018 ORDINARY GENERAL ASSEMBLY MEETING HELD ON 28.03.2019

2018 Ordinary General Assembly Meeting of Albaraka Türk Katılım Bankası A.Ş. was held at 10:00 on March 28, 2019 in the Center of the bank in Saray Mahallesi, Dr. Adnan Büyükdeniz Cad. No: 6 34768 Ümraniye / Istanbul, under the supervision of Mr. İsmail ASLANLAR appointed by a letter of assignment numbered 42962111 and dated 27.03.2019 of the Istanbul Provincial Directorate of Ministry of Customs and Trade.

The invitation to the meeting, including the agenda, was made through the announcements published in the Turkish Trade Registry Gazette dated March 5, 2019 numbered 14634, Hürses Newspaper dated March 2, 2019 numbered 13901, Güneş Newspaper dated March 5, 2019 numbered 7914, Public Disclosure Platform on 27.02.2019, registered invitation letters were sent to 85 shareholders on March 11, 2019 from Umraniye PTT, 2 of them were sent to shareholders on March 5, 2019 with DHL Express, and Electronic General Meeting System, Central Registry Agency, Banking Regulation and Supervision Agency and Capital Markets Board were notified and again it was announced in the website of the Bank, www.albaraka.com.tr.

The Ministry Representative determined that the documents which would be made available in the meeting, were made available, the Vice President of the Board of Directors Mr. Osman AKYÜZ, among other members of the board of directors Mr. Kemal VAROL, Mr. Süleyman KALKAN, Mr. Mustafa BÜYÜKABACI, Mr. Wasim Ahmed Abdul WAHAB, natural member of the board of directors General Manager Mr. Melikşah UTKU and also, auditor Mr. Yunus Emre BEKTAŞ on behalf of KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. attended to the meeting, upon the inspection of the List of Attendants, 684,543,223.179 pieces of shares corresponding to the total capital amount of 684,543,223.179 TL were represented in the meeting including 209,545.023 pieces of shares principally, 69,005,965 pieces of shares by proxy by the depositor representatives, 615,327,713.156 pieces of shares by other representatives from 900,000,000 pieces of shares corresponding to the Bank's total paid capital amount 900,000,000.00 TL, and thus, minimum meeting quorum stipulated both in the law and also, articles of association was available and the Ministry Representative consented for holding the meeting.

It was determined that the Bank is fulfilled the electronic general meeting preparations in compliance with the legal regulations in accordance with Article 1527, fifth and sixth paragraph of the Turkish Commercial Code.

Vice President of the Board of Directors Mr. Osman AKYÜZ appointed Mr. Mustafa KARAMEHMETOĞLU, who has "Central Registry Agency Electronic General Meeting System Certificate Specialization" as specialist in order to fulfill technical transactions regarding the electronic general meeting system.

[Signatures]

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Cenk AYDOĞAR

The meeting was opened simultaneously in the physical and electronic environment by Vice President of the Board of Directors Mr. Osman AKYÜZ.

Vice President of the Board of Directors Mr. Osman AKYÜZ made required disclosures about expressing opinion and voting procedure regarding the agenda articles by stating that voting shall be made openly and by raising a hand in the physical environment, and the attendants from electronic environment shall give their votes in the electronic environment, shareholders shall be able to express their opinions and to ask questions regarding each agenda article.

Vice President of the Board of Directors Mr. Osman AKYÜZ had the meeting agenda read. Vice President of the Board of Directors Mr. Osman AKYÜZ asked whether there was any change proposal regarding discussion order of agenda articles, and it was understood that there was no proposal.

It was passed to discuss the agenda articles.

In Accordance with the First Article of Agenda

Due to the fact that Vice President of the Board of Directors Mr. Osman AKYÜZ presided at the meeting in accordance with the Article 41 of the Bank's Articles of Association, vote collectors and minute clerks, who were determined by the Meeting President, were submitted to the approval of the shareholders in accordance with the same article of the Articles of Association, as a result of the voting made in the electronic and physical environment, Mr. Zübeyir ÇİFÇİ and Mr. İbrahim ÖZ were elected as vote collectors and Mr. Sadrettin BAĞCI and Mr. Hasan AVŞAR were elected as minute clerks unanimously with 684,543,223.179 affirmative votes.

In Accordance with the Second Article of Agenda

As a result of the voting made in electronic and physical environment, it was resolved by majority of the votes with 684,058,416.179 affirmative votes against 484,807 dissentive votes to authorize the Meeting Presidency for signing the General Assembly meeting minutes.

In Accordance with the Third Article of Agenda

As a result of the voting made in the electronic and physical environment within the framework of submitted and read proposal, it was resolved by majority of the votes with 681,114,360.179 affirmative votes against 3,428,863 dissentive votes to be contented with reading the Summarized Board of Directors' Report regarding Activity Report for the fiscal period of 2018, and providing general information and thus, to be deemed to have read the Activity Report for the fiscal period of 2018. Mr. Melikşah UTKU was given the permission of talking for reading the Summarized Board of Directors' Report regarding Activity Report and providing general information in accordance with this resolution.

[Signatures]

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Natural member of the Board of the Directors and General Managers Mr. Melikşah UTKU read the Summarized Board of Directors' Report and provided information regarding the Board of Directors' Activity Report for the fiscal period of 2018, the general economic conditions and banking sector to the shareholders. Board of Directors' Activity Report for the fiscal period of 2018 was negotiated in the General Assembly.

Mr. Ali Demirtaş, who participated to the General Assembly from electronic environment, have said: "CMB imposes penalty for 1. inadequate share buyback program, 2. even share sale without notice and 3. when an investor receives insider trading; however what this information is, was hiding from the investor. For many years the investors are justifiably victims for the low performances of the shares. Therefore, I request my dissenting opinion to be recorded in the minutes."

In Accordance with the Fourth Article of Agenda

As a result of the voting made in the electronic and physical environment within the framework of submitted and read proposal, it was resolved by majority of the votes with 681,599,167.179 affirmative votes against 2,944,056 dissentive votes to be contented with reading the Independent Auditor's Opinion regarding Auditor's Report and thus, to be deemed to have read the Auditor's Report. The Auditor was given permission of talking for reading the Independent Auditor's Opinion in accordance with this resolution. The Independent Auditor's Opinion regarding Auditor's Report was read by Mr. Yunus Emre BEKTAŞ on behalf of KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi. The Auditor's Report was negotiated in the General Assembly.

In Accordance with the Fifth Article of Agenda

As a result of the voting made in the electronic and physical environment within the framework of submitted and read proposal, it was resolved by majority of the votes with 681,599,167.179 affirmative votes against 2,944,056 dissentive votes to be contented with reading the summarized information regarding the Financial Statements and thus, to be deemed to have read the Financial Statements.

Mr. Sadrettin BAĞCI was given permission of talking for reading the summarized information regarding the Financial Statements and submitted for the information of the General Assembly. The summarized information regarding the Financial Statements was read and submitted for the information of the General Assembly by Mr. Sadrettin BAĞCI.

Negotiated Financial Statements were submitted for the approval of the General Assembly. Financial Statements were approved by the majority of the votes with 681,599,167.179 affirmative votes against 2,944,056 dissentive votes with the voting made in electronic and physical environment.

Mr. Ali Demirtaş, who participated to the General Assembly from electronic environment, have said: "I request my dissenting opinion to be recorded in the minutes because of the reasons stated in the Article 3."

[Signatures]

In Accordance with the Sixth Article of Agenda

Members of the Board of Directors were released by the majority of the votes with 681,343,770.179 affirmative votes against 3,198,453 dissentive votes with the voting made in electronic and physical environment without using the voting rights arising from their own shares by members of the board of directors and authorized signatories charged in the management.

Mr. Ali Demirtaş, who participated to the General Assembly from electronic environment, have said: "I request my dissenting opinion to be recorded in the minutes because of the reasons that not have reached adequate profitability and causing financial expense to prevent profitability."

In Accordance with the Seventh Article of Agenda

The profit distribution proposal of the Board of Directors for the year 2018 that was published in the Public Disclosure Platform in 07/03/2019 and was submitted for the information of shareholders was read by Mr. Sadrettin BAĞCI.

As a result of the voting made in electronic and physical environment regarding the proposal of the Board of Directors; it was resolved by the majority of the votes with 684,056,416.179 affirmative votes against 486,807 dissentive votes that 6,698,415.22 TL is separated as Primary Legal Reserve Fund and 4,580,115.53 TL is separated as Special Reserves (Real Estate Sales profit) and 122,689,773.61 TL is added to the Extraordinary Reserve Fund from Net Period Profit of 133,968,304.36 TL.

In Accordance with the Eighth Article of Agenda

As a result of the voting made in electronic and physical environment within the framework of the proposal of the Board of Directors; it was resolved by the majority of the votes with 633,083,939.179 affirmative votes against 51,459,284 dissentive votes that attendance fee is paid to all Members of Board of Directors not exceeding Turkish lira equivalent of 1,000,000.00 USD (One million U.S. Dollars) annually and authorizing the Board of Directors for the determination by the Board of Directors with the proposal of Charging Committee for determining the amount, procedures and principles of attendance fee to be paid to each Board of Directors by taking into consideration the matters such as participation in board meetings, taking part in committees and being assigned in certain subjects.

In Accordance with the Ninth Article of Agenda

Board memberships of Mr. Süleyman KALKAN (T.R. Identity Number: *****), Mr. Mehmet ASUTAY (T.R. Identity Number: *****) and Mr. Wasim Ahmed Abdul WAHAB'ın (Passport No: *****), who have been temporarily elected to complete the remaining term of their predecessors by the Board of Directors in place of the board members vacated within the year of activity and submitted for the approval of the General Assembly, were accepted in the voting made in electronic and physical environment by the majority of the votes with 633,568,746.179 affirmative votes against 50,974,477 dissentive votes. Information about the aforesaid members and their duties was given to the General Assembly.

[Signatures]

Ms. Sevda Alkan, who participated to the meeting from electronic environment stated that certain number of female members should be included in the Board of directors and asked information regarding this? Member of the Board of the Directors and General Managers Mr. Melikşah UTKU began to talk and stated that this issue is in their agenda and will be evaluated for the following terms.

In Accordance with the Tenth Article of Agenda

As a result of the voting made in electronic and physical environment for election of Güney Bağımsız Denetim ve SMMM A.Ş., which was determined as independent audit institution/auditor by the Board of Directors, in accordance with the provisions of principally Banking Legislation and related legislation, it was resolved by the majority of the votes with 626,601,655.179 affirmative votes against 57,941,568 dissentive votes to elect Güney Bağımsız Denetim ve SMMM A.Ş. as auditor.

In Accordance with the Eleventh Article of Agenda

As a result of the voting made in electronic and physical environment, it was resolved by the majority of the votes with 677,576,132.179 affirmative votes against 6,967,091 dissentive votes to permit members of the board of directors within the framework of the Articles 395 and 396 of Turkish Commercial Code.

In Accordance with the Twelfth Article of Agenda

Information about that there is no transaction made within the scope of the Article 1.3.6 of the Attachment of CMB Communiqué on Corporate Governance, Corporate Governance Principles, was given to the General Assembly.

In Accordance with the Thirteenth Article of Agenda

Information about that there are no transactions made in 2018 for repurchase of shares within the scope of Repurchase Program was given to the General Assembly.

In Accordance with the Fourteenth Article of Agenda

Information about the donations made in 2018 by the Bank was given to the General Assembly.

In Accordance with the Fifteenth Article of Agenda

As a result of the voting made in electronic and physical environment to authorize the Board of Directors in compliance with the Article 6/10 of the Communiqué on the Acceptance and Withdrawal of Deposit and Participation Fund, and Past Due Depositary, Participation Fund, Procedures and Principles Regarding Escrow and Receivables, it was resolved by the majority of the votes with 677,576,132.179 affirmative votes against 6,967,091 dissentive votes.

In Accordance with the Sixteenth Article of Agenda

As a result of the voting made in electronic and physical environment to authorize the Board of Directors in compliance with the Article 19/2 of the Communiqué on Principles and Procedures for Classification of Loans and Provisions to be Reserved for These, it was resolved by the majority of the votes with 677,576,132.179 affirmative votes against 6,967,091 dissentive votes.

[Signatures]

In Accordance with the Seventeenth Article of Agenda

Meeting President asked shareholders whether they have any questions, opinions, wishes and desires.

Mr. Hamza İnan began to talk and congratulated the Meeting President due to the open and transparent meeting, said that Mr. Melikşah was very informative and they did not need to ask questions and extended his thanks to the members of the Board of Directors and all personnel for their works and efforts.

Mr. Beyram Sezgün began to talk and said a writing was received from the Institution about not paying dividends and asked information about which institutions received this. Meeting President Mr. Osman Akyüz stated that it is a recommended matter by the banking authority for keeping capital structure well established by proposing and eventually the general assembly decides to pay dividends.

Following the completion of discussion on the agenda articles, the meeting was terminated at 11:48 A.M by the Meeting President.

This minute was written and read in the computer environment and signed as four sets in the meeting place.

Ministry Representative
İsmail ASLANLAR
signature

Meeting President
Osman AKYÜZ
signature

Vote Collector
Zübeyir ÇİFÇİ
[Signature]

Vote Collector
İbrahim ÖZ
[Signature]

Minute Clerk
Sadrettin BAĞCI
[Signature]

Minute Clerk
Hasan AVŞAR
[Signature]

EGKS Specialist
Mustafa KARAMEHMETOĞLU
[Signature]