

## ALBARAKA TURK PARTICIPATION BANK

### MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING FOR 2021 HELD ON 30/03/2022

Ordinary General Assembly Meeting of Albaraka Turk Participation Bank for 2021 was held on 30/03/2022 at 10:00 in Saray Mahallesi, Dr. Adnan Buyukdeniz Cad. No: 6 34768 Ümraniye Istanbul, at the Bank's HQ, under the supervision of the Ministry Representative **Zafer KARAKOÇ** appointed by the letter of the Ministry of Commerce, Istanbul Provincial Directorate of Commerce, dated 29/03/2022 and numbered 73265835.

It has been understood that the summons for the meeting was announced, in a way that including the agenda of the meeting, in the Turkish Trade Registry Gazette dated 07/03/2022 and numbered 10531, Diriliş Postası Newspaper dated 9/03/2022 and numbered 15369, Hürses Newspaper dated 9/03/2022 and numbered 15728, disclosed at the Public Disclosure Platform in 22.02.2022, registered invitation letters were sent to 64 of the shareholders from Ümraniye PTT on 9/03/2022, and to 3 shareholders via DHL Express on 17/03/2022, notifications have been made to the Electronic General Assembly Meeting System, Central Securities Depository, the Banking Regulation and Supervision Agency and the Capital Markets Board, and it has also been announced on the Bank's website at [www.albaraka.com.tr](http://www.albaraka.com.tr).

The documents to be made available at the meeting, are available; as Mr. Melikşah UTKU and Mr. Mustafa BÜYÜKABACI who are among the members of the Board of Directors, Acting General Manager Mr. Malek Khodr Temsah a natural member of the Board of Directors, the auditor Mr. Aykut ÜŞENTİ representing Güney Independent Auditing and Independent Accountant Company (E&Y), and Mr. Hamdi DÖNDÜREN who is one of the members of the Advisory Committee were present at the meeting. From the examination of the List of Attendees; Out of 1,350,000,000 shares, corresponding to the total paid-in capital of TL 1,350,000,000.00 of the bank, 7,709,406.86 shares are represented principally, 21,559,985 shares represented by depositor representatives, 961.685.137,44 shares are represented by other representatives and a total capital of TL 990,954,529.30, equaling to 990,954,529.30 shares were represented at the meeting and thus, the minimum meeting quorum stipulated in both the law and the articles of association was determined to be fulfilled by the Ministry Representative and the meeting was allowed to be held by the Ministry Representative.

Pursuant to the 5<sup>th</sup> and 6<sup>th</sup> paragraphs of Article 1527 of the Turkish Commercial Code, it has been determined that the Bank has carried out the electronic general assembly preparations in accordance with the legal regulations.

Mr. Melikşah UTKU, a member of the Board of Directors, who is going to conduct the meeting as the meeting chairman in accordance with the 41<sup>st</sup> article of the Bank's articles of association, has appointed Mr. Mustafa KARAMEHMETOĞLU, owner of the Central Registry Agency Electronic General Assembly System Certificate Expertise, as an expert to carry out the technical procedures regarding the electronic general assembly system.

The meeting was chaired by Mr. Melikşah UTKU and it was opened in physical and electronic environment at the same time.

Regarding the method of expressing opinion and voting on the agenda items, Mr. Melikşah UTKU has stated that the voting is going to be conducted openly and by raising hands in the physical environment, those who participate in the electronic environment will cast their votes in the electronic environment, and the shareholders can express their opinions and ask questions regarding each agenda item.

The meeting agenda was read by Mr. Melikşah UTKU. Mr. Melikşah UTKU asked whether there is any request on changing the order of discussing the agenda items.

One of the shareholders, Mr. Cengiz AVCI stated that he wanted to take the floor. He was allowed by the chairman of the meeting. He came to the podium and stated that he was the second largest shareholder of the Bank and requested that the discussion of the financial statements and related matters to be postponed, he said that he followed the activities of the bank, that he was not satisfied, that no one contacted him even though he is a major partner of the bank, that this Institution has been entrusted to managers, that there are serious problems especially in terms of profitability and bad loans, that no one contacted him although his statements, could not get an appointment with anyone, that he has an everlasting relationship with Al Baraka Banking Group (ABG), wants to contribute, he stated that he wanted to establish a communication and demanded that the discussion of the financial statements and related issues to be postponed.

One of the shareholders, Mr. Jilber TOPUZ took the floor and in line with the minority right holder Mr. Cengiz AVCI's request for postponement, he stated that the discussion of the financial statements and related issues should be postponed, he submitted a petition concerning his request and the agenda items of which should be postponed and a single page letter titled Dissenting Opinion regarding agenda items 3, 4, 5, 6, 7, 8, 9, and 12 also indicating that he reserves his right to action for nullity. His petition was received by the meeting chairmanship and added to the minutes (Annex-1).

One of the shareholders, Mr. İlhan İMiK took the floor and wanted to point out an issue that caught his attention. He stated that there are other shareholders consisting of 90%, it would be appropriate to act by considering these shareholders, but the request for postponement was mostly subjective, if there were objective statements, it would be more appropriate.

Ministry representative Mr. Zafer KARAKOC read the 420<sup>th</sup> article of the Turkish Commercial Code to the general assembly upon the postponement request of Mr. Cengiz AVCI. The chairman of the meeting stated that the discussion of the agenda items 3, 4, 5, 6, 7, 8, 10, 12, 13, 15 and 16 on the agenda was postponed in accordance with Article 420 of the Turkish Commercial Code, as a result of request of the minority owner, Mr. Cengiz AVCI for the discussion of the financial statements and the postponement of the related issues. He stated that other agenda items are going to be discussed as they are not related to the discussion of the financial statements and related issues. The meeting chairman asked if there was a request regarding the order of discussion of the agenda items, but there was no request.

It was proceeded to discussion of the agenda items.

### **Pursuant to the First Item of the Agenda**

In accordance with Article 41 of the Bank's Articles of Association, Member of the Board of Directors, Mr. Melikşah UTKU is going to preside; Pursuant to the same article of the Articles of Association, Mr. Zübeyir ÇİFÇİ and Mr. Cihat KESKİN were appointed as vote collectors, and Mr. Arif Nihat ÇOBANOĞLU and Mr. Kemaleddin DILBAZ were appointed as minute writers, thus the chairmanship of the meeting was established.

Mr. Adem GÜRSEL expressed his opinion in the electronic general assembly environment as "I agree with Cengiz Bey's views, I want the General Assembly to be postponed".

### **Pursuant to the Second Item of the Agenda**

As a result of voting in electronic and physical environment, the Presidency of the Meeting was authorized to sign the minutes of the General Assembly meeting with 988,964,525.30 affirmative votes against 1,990,004 negative votes.

### **Pursuant to the Third Item of the Agenda**

Discussion of agenda item 3 was postponed by the Meeting Chairman in accordance with Article 420 of the Turkish Commercial Code in line with minority shareholder Mr. Cengiz AVCI's request.

### **Pursuant to the Fourth Item of the Agenda**

Discussion of agenda item 4 was postponed by the Meeting Chairman in accordance with Article 420 of the Turkish Commercial Code in line with minority shareholder Mr. Cengiz AVCI's request.

### **Pursuant to the Fifth Item of the Agenda**

Discussion of agenda item 5 was postponed by the Meeting Chairman in accordance with Article 420 of the Turkish Commercial Code in line with minority shareholder Mr. Cengiz AVCI's request.

### **Pursuant to the Sixth Item of the Agenda**

Discussion of agenda item 6 was postponed by the Meeting Chairman in accordance with Article 420 of the Turkish Commercial Code in line with minority shareholder Mr. Cengiz AVCI's request.

### **Pursuant to the Seventh Item of the Agenda**

Discussion of agenda item 7 was postponed by the Meeting Chairman in accordance with Article 420 of the Turkish Commercial Code in line with minority shareholder Mr. Cengiz AVCI's request.

#### **Pursuant to the Eight Item of the Agenda**

Discussion of agenda item 8 was postponed by the Meeting Chairman in accordance with Article 420 of the Turkish Commercial Code in line with minority shareholder Mr. Cengiz AVCI's request.

#### **Pursuant to the Ninth Item of the Agenda**

Speaking shareholder Mr. Jilber TOPUZ stated that in line with the postponement request, the election of the auditor should also be postponed, that the election should not be held at this meeting, and that he gave a dissenting opinion regarding the election. Speaking shareholder Mr. Nihat BOZ stated that the selection of the auditor is future-oriented and not related to the current financial statements, therefore, the postponement does not include the selection of the auditor. The chairman of the meeting stated that since the selection of the auditor is not related to the past, but to the future, it does not prevent it from being discussed and selected at this meeting.

As a result of the electronic and physical voting regarding the election of PwC Independent Auditing and Independent Accountant Company., which was determined by the Board of Directors as an independent audit firm/auditor in accordance with the provisions of the relevant legislation, especially the Banking Legislation, PwC Independent Auditing and Independent Accountant Company was chosen as the auditor in response to 163.817.117 negative votes with 827,137,412,30 affirmative votes.

#### **Pursuant to the Tenth Item of the Agenda**

Discussion of agenda item 10 was postponed by the Meeting Chairman in accordance with Article 420 of the Turkish Commercial Code in line with minority shareholder Mr. Cengiz AVCI's request.

#### **Pursuant to the Eleventh Item of the Agenda**

As a result of voting in electronic and physical environment; Pursuant to the 10th paragraph of the 6th article of the Regulation on the Procedures and Principles Regarding the Acceptance, Withdrawal and Prescription of the Deposit and Participation Fund, by a majority of 851,186,298.30 affirmative votes against 139,768,231 negative votes, it was decided to authorize the Board of Directors to be able to distribute profit to the participation fund owners in the loss occurring periods in the participation accounts.

#### **Pursuant to the Twelfth Item of the Agenda**

Discussion of agenda item 12 was postponed by the Meeting Chairman in accordance with Article 420 of the Turkish Commercial Code in line with minority shareholder Mr. Cengiz AVCI's request.

#### **Pursuant to the Thirteenth Item of the Agenda**

Discussion of agenda item 13 was postponed by the Meeting Chairman in accordance with Article 420 of the Turkish Commercial Code in line with minority shareholder Mr. Cengiz AVCI's request.

#### **Pursuant to the Fourteenth Item of the Agenda**

The General Assembly was informed that there was no action taken within the scope of Article No. 1.3.6 of the CMB Corporate Governance Communiqué Annex Corporate Governance Principles

#### **Pursuant to the Fifteenth Item of the Agenda**

Discussion of agenda item 15 was postponed by the Meeting Chairman in accordance with Article 420 of the Turkish Commercial Code in line with minority shareholder Mr. Cengiz AVCI's request.

#### **Pursuant to the Sixteenth Item of the Agenda**

Discussion of agenda item 15 was postponed by the Meeting Chairman in accordance with Article 420 of the Turkish Commercial Code in line with minority shareholder Mr. Cengiz AVCI's request.

#### **Pursuant to the Seventeenth Item of the Agenda**

The Chairman of the Meeting asked the shareholders if they had any questions, opinions, wishes to express.

Mr. Cengiz AVCI took the floor and stated that it would be appropriate for the general assembly to elect 2 members to the board of directors every year, and for these members to be supervisors, especially in terms of Credits and Human Resources.

Mr. Nihat BOZ took the floor and stated that opinions should be put forward without subjective claims, demands and personal expectations and that the rights should not be abused and the company's interests should be prioritized.

Mr. Jilber TOPUZ took the floor and stated that prior to the General Assembly he submitted a letter to the Investor Relations but it was not answered, the communication was not appropriate, why no buyback was made despite the announcement of the buyback program, the share values were low, the general manager has not been appointed yet, and he continues in "Acting" status. He stated that it would be appropriate to appoint the general manager as soon as possible and why the paid capital increase was delayed. In addition, he submitted his questions to the meeting chairman in a 3-paged petition. His petition was received by the meeting chairman (Annex-2).

Chairman of the meeting and also a member of the Board of Directors, Mr. Melikşah UTKU stated that, the General Assembly authorized the Board of Directors with regard to the buyback under certain conditions, this authority was used in the past, it was used during periods of high volatility with extreme fluctuations, and each share purchased in this context reduces the capital, and therefore, the operation of the process should be done by taking these into account. Also, Mr. Melikşah UTKU stated that the General Manager appointment was evaluated by the Board of Directors and the process is being carried out. Again, with the guidance of the Chairman of the Meeting, Investment Banking Manager Mr. Tülay ŞALVA stated that there is no problem with the capital increase process, the routine

process is running and the procedure continues, as the Bank, there is also the BRSA process, due to entering into a new year an update is necessary in terms of financials, the approval is received from the BRSA and the process continues within this framework.

Mr. Hamza İNAN took the floor and said that the chairman chaired the meeting in a clear and transparent manner, that the postponement should be beneficial, that being hereafter (having a everlasting relationship) should not be harmed, that there were problematic and troublesome processes such as Covid, the Russian war, that he thanked all the managers and staff, that the AlbaFX application was very good and that he was satisfied.

Mr. Mehmet BALABAN took the floor and stated that inshaAllah he hoped that the way for the Bank would be cleared in the first quarter, he expected good days, but the share value was low and he hoped that the share buyback program would be activated.

Mr. Adem GÜRSEL said, "People who trust you, are investing under interest-free earnings, please do not make your investors lose money with losing confidence. Cengiz Bey translated our feelings, I thank him".

Ministry representative Mr. Zafer KARAKOÇ, asked Mr. Jilber TOPUZ whether he wanted his questions to be answered in this general assembly or in the adjourned general assembly. Meeting chairman Mr. Melikşah UTKU said that since the questions are related to the postponed agenda items, it would be appropriate to answer these issues in the general assembly where they will be discussed. Mr. Jilber TOPUZ stated that this might be appropriate.

The meeting presidency reminded that those who gave dissenting opinions could sign the minutes if they wished.

Following the completion of the discussion of the agenda items, the meeting was closed at 11:15 by the Meeting Chairman.

This minute was read and written on the computer at the meeting place and signed as four copies.

Ministry Representative      Meeting Chairman  
**Zafer KARAKOÇ**                      **Melikşah UTKU**

Vote Collector                      Vote Collector                      Minute Writer                      Minute Writer  
**Cihat KESKİN**                      **Zübeyir ÇİFÇİ**                      **Arif Nihat ÇOBANOĞLU**                      **Kemaleddin DİLBAZ**

EGKS Specialist  
**Mustafa KARAMEHMETOĞLU**