

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

**INFORMATION DOCUMENT FOR THE ORDINARY GENERAL SHAREHOLDERS' MEETING**

**TO BE HELD ON MARCH 23, 2017**

The Annual General Meeting of Albaraka Türk Participation Bank will be held in Istanbul on **23 March, 2017 (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 2016 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 2016 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](http://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](http://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 **23.03.2017** 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 23.03.2017 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/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*

**EXPLANATIONS ON AGENDA ITEMS OF THE ORDINARY GENERAL SHAREHOLDERS' MEETING DATED  
MARCH 23, 2017 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 2016.**

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 01.01.2016-31.12.2016 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](http://www.kap.gov.tr)) or on our website [www.albarakaturk.com.tr](http://www.albarakaturk.com.tr)).

**4. Reading and discussing Auditor reports.**

The Auditor's Report for the accounting period of 01.01.2016-31.12.2016 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](http://www.kap.gov.tr)) Available at [www.albarakaturk.com.tr](http://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 01.01.2016-31.12.2016 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](http://www.kap.gov.tr)) Available at [www.albarakaturk.com.tr](http://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 2016.

**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 2016 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).**

According to the Banking Regulation and Supervision Agency (BRSA) letter dated 21.03.2017 and numbered 43890421-101.01-E.4626, the distribution of the profit of the year 2016 as depicted below and the disbursement of the DIVIDEND to the shareholders effective from April 10, 2017, and, to be submitted to the approval of the General Assembly.

Profit of the Year	TL 217,609,152.61
Profit of Previous Year	TL 0.00
Profit on Balance-Sheet	TL 217,609,152.61
First Tier Reserve (-)	TL 10,880,457.63
Distributable Net Profit of the Year	TL 206,728,694.98
Tier I. Dividends to Shareholders (Gross)	TL 43,521,000.00
Special Reserves (Profit of Real Estate Sales)	TL 6,790,863.80
Augmenting to Extraordinary Reserve	TL 156,416,831.18

**9. Discussing the fiscal rights and benefits of the Board members like salary & wages, perdiems, 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 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.

**11. Electing the Auditor.**

The selection of Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (KPMG) as the independent audit firm of the Bank for the year 2017, in accordance with the Turkish Commercial Code, will be submitted for the approval of the General Assembly.

**12. Discussing and resolving the Board of Directors' proposal to amend Article-7 entitled "Bank's Capital" of our Bank's Articles of Incorporation.**

The following amendment of the Articles of Association of our Bank will be submitted of the approval of General Assembly according to Capital Markets Board, Banking Regulation and Supervision Agency (BRSA) and Ministry of Customs and Trade obtained permission for the extension of the authorization period to be valid for the years 2017-2021 (5 years).

**AMENDMENT TEXT OF THE ARTICLES OF ASSOCIATION OF  
ALBARAKA TÜRK KATILIM BANKASI ANONİM ŞİRKETİ**

<b>PREVIOUS TEXT</b>	<b>NEW TEXT</b>
<p><b>Bank's Capital</b> <b>Article 7:</b></p> <p>(1) The Bank has accepted the registered capital system pursuant to the provisions of the Capital Market Law, and switched to the registered capital system with the permission of the Capital Markets Board dated 06/03/2013 and numbered 7/259.</p> <p>(2) The upper limit of the registered capital of the Bank is TL 2.500.000.000 TL (two billion and five hundred million Turkish Liras), divided into 2.500.000.000 registered nominative shares with a value of TL 1 (One) Turkish Lira each.</p> <p>(3) The permission given by the Capital Markets Board in relation to the upper limit of the registered capital shall be in effect for a 5-year period between 2013-2017. Even if the upper limit of the registered capital is not reached until the end of 2017, in order to make a decision by the Board of Directors to increase the share capital after 2017, it is obligatory to obtain authorization for a new time period not to exceed 5 (five) years from the General Assembly for the previously permitted or a newly determined upper limit of the registered capital, after having been received the permission of Capital Markets Board. In case of failure in obtaining the said authorization, the Bank shall be deemed to be logged off from the registered capital system.</p> <p>(4) The Bank's issued share capital is 900.000.000 TL, and this amount has been fully paid in cash being free of collusion..</p> <p>(5) The shares representing the Bank's Capital shall be traced on the basis of the records within the framework of the principles of dematerialization.</p>	<p><b>Bank's Capital</b> <b>Article 7:</b></p> <p>(1) The Bank has accepted the registered capital system pursuant to the provisions of the Capital Market Law, and switched to the registered capital system with the permission of the Capital Markets Board dated 06/03/2013 and numbered 7/259.</p> <p>(2) The upper limit of the registered capital of the Bank is TL 2.500.000.000 TL (two billion and five hundred million Turkish Liras), divided into 2.500.000.000 registered nominative shares with a value of TL 1 (One) Turkish Lira each.</p> <p>(3) The permission given by the Capital Markets Board in relation to the upper limit of the registered capital shall be in effect for a 5-year period between 2017-2021. Even if the upper limit of the registered capital is not reached until the end of 2021, in order to make a decision by the Board of Directors to increase the share capital after 2021, it is obligatory to obtain authorization for a new time period not to exceed 5 (five) years from the General Assembly for the previously permitted or a newly determined upper limit of the registered capital, after having been received the permission of Capital Markets Board. In case of failure in obtaining the said authorization, the Bank shall be deemed to be logged off from the registered capital system.</p> <p>(4) The Bank's issued share capital is 900.000.000 TL, and this amount has been fully paid in cash being free of collusion..</p> <p>(5) The shares representing the Bank's Capital shall be traced on the basis of the records within the framework of the principles of dematerialization.</p>

### 13. 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.

### 14. Presenting information to General Assembly about operations effected in scope of the Buy-back Program for bank's own shares in 2016,

In accordance with the share buy-back program, TL 4,054,001.60 corresponding to 3,004,740 units of Albaraka Turk shares purchased with the prices between TRL 1,14 - 1,48.

The details of the transaction are shown in the table below.

Transaction Date	Nature of Transaction	The Nominal Value of Shares Subject to Transaction(TL)	Transaction Price (TL/unit)	Transaction Amount (TL)	Nominal Amount of Shares Owned Before Transaction (TL)	Company Equity Share of Shares Owned Before Transaction (%)	Nominal Amount of Shares Owned After Transaction (TL)	Company Equity Share of Shares Owned After Transaction (%)
18.1.2016	Buy	200.000,00	1,36	272.000,00	0,00	0	200.000,00	0,02
18.1.2016	Buy	300.000,00	1,37	411.000,00	200.000,00	0,02	500.000,00	0,06
20.1.2016	Buy	500.000,00	1,36	680.000,00	500.000,00	0,06	1.000.000,00	0,11
21.1.2016	Buy	50.000,00	1,35	67.500,00	1.000.000,00	0,11	1.050.000,00	0,12
21.1.2016	Buy	100.000,00	1,34	134.000,00	1.050.000,00	0,12	1.150.000,00	0,13
21.1.2016	Buy	250.000,00	1,33	332.500,00	1.150.000,00	0,13	1.400.000,00	0,16
25.1.2016	Buy	100.000,00	1,36	136.000,00	1.400.000,00	0,16	1.500.000,00	0,17
26.1.2016	Buy	250.000,00	1,35	337.500,00	1.500.000,00	0,17	1.750.000,00	0,19
26.1.2016	Buy	150.000,00	1,37	205.500,00	1.750.000,00	0,19	1.900.000,00	0,21
10.5.2016	Buy	350.000,00	1,48	518.000,00	1.900.000,00	0,21	2.250.000,00	0,25
1.6.2016	Buy	275.000,00	1,39	382.250,00	2.250.000,00	0,25	2.525.000,00	0,28
20.6.2016	Buy	99.740,00	1,34	133.651,60	2.525.000,00	0,28	2.624.740,00	0,29
30.6.2016	Buy	20.000,00	1,33	26.600,00	2.624.740,00	0,29	2.644.740,00	0,29
21.7.2016	Buy	100.000,00	1,16	116.000,00	2.644.740,00	0,29	2.744.740,00	0,30
21.7.2016	Buy	100.000,00	1,17	117.000,00	2.744.740,00	0,30	2.844.740,00	0,32
21.7.2016	Buy	50.000,00	1,14	57.000,00	2.844.740,00	0,32	2.894.740,00	0,32
21.7.2016	Buy	10.000,00	1,15	11.500,00	2.894.740,00	0,32	2.904.740,00	0,32
22.7.2016	Buy	100.000,00	1,16	116.000,00	2.904.740,00	0,32	3.004.740,00	0,33

	The Nominal Value of Shares Subject to Transaction(TL)	Average Transaction Price (TL/unit)	Transaction Amount (TL)	Min. Price (TL)	Max. Price (TL)
<b>Total</b>	<b>3.004.740,00</b>	<b>1,34920213</b>	<b>4.054.001,60</b>	<b>1,14</b>	<b>1,48</b>

**15. Providing the General Assembly with details of our Bank's donations in 2016.**

In accordance with Article 71b of the Communiqué Serial: IV No: 27 of the Capital Markets Board, informs the General Assembly about the donations and grants made by our Bank in 2016. In 2016, our company made a donation and grants totaling TL 10,598,967.23.

**16. Remarks and requests.**