

## **TÜRKİYE FİNANS KATILIM BANKASI ANONİM ŞİRKETİ**

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### **MINUTES OF THE 26<sup>th</sup> ORDINARY GENERAL ASSEMBLY MEETING HELD ON 31/03/2017**

The 26<sup>th</sup> Ordinary General Assembly Meeting (“GAM”) of Türkiye Finans Katılım Bankası Anonim Şirketi (“Bank”) was held on 31/03/2017 at 09:00 a.m. at the Bank’s the headquarters located at Hürriyet Mah. Adnan Kahveci Cad. No.131, 34876 Yakacık-Kartal, Istanbul under supervision of Dilek DİREN, the Ministry Commissar assigned by the letter no. 23840535 dd. 30.03.2017 issued by Istanbul Provincial Directorate of Customs and Trade.

The meeting invitation was made in due time by being published together with the meeting agenda on the Bank’s website and in Turkish Trade Registry Gazette issue 9277 dd. 06.03.2017, and by notifying the holders of registered shares by registered mail dd. 09/03/2017 about the meeting date, agenda and details of the newspaper, in which the announcement would be published, as required by the relevant Law and the Articles of Association.

It was understood that the Bank’s Articles of Association, Share Ledger, Annual Activity Report of the Board of Directors (“BoD”), Independent Audit Report, Financial Statements, Agenda, Attendance Sheet issued by the BoD, and other necessary documents were present.

It was understood that the BoD Members Mr. Saeed Mohammed A. ALGHAMDI, Mr. Majed Hamdan A. Alghamdi, Mr. Eren Gura and the CEO Mr. Wael Abdulaziz A. Raies, and the auditor were present.

After reviewing the attendance sheet and understanding that the Bank’s shares with 2,600,000,000-TL total nominal value were represented in the meeting with 9,518,283 shares with 9,518,283 - TL total nominal value represented by proxy and 2,032,932,192 shares with 2,032,932,192 - TL total nominal value represented in person; and thereby confirming that the meeting quorum required by the law and the Bank’s Articles of Association was present, the meeting was opened by the Chairman Mr. Saeed Mohammed A. ALGHAMDI.

#### **AGENDA ITEM 1**

Pursuant to the GAM Regulation, Article 7, it was resolved by majority vote of those present, with 2,017,515,673 affirmative votes and 24,935,148 negative votes to appoint the Chairman Mr. Saeed Mohammed A. ALGHAMDI as the Chairman of the Presiding Board, and Mr. Sami Mahmoud F. Wafa and Mr. Yusuf GÜMÜŞ as vote counters, and Mr. Mahmut Gürgeç and Mr. Emre Mandacı as the clerks.

The GAM agenda was read and the attendees were asked whether they request any change in the discussion order of agenda items, and since there were no proposals about the order, discussion of next agenda item was started.

#### **AGENDA ITEM 2**

*2016 Annual Report of the Board of Directors* was read and opened to discussion. Nobody took the floor and it was resolved by majority vote of those present, with 2,017,515,673 affirmative votes and 24,935,148 negative votes.

#### **AGENDA ITEM 3**

*2016 Report of the Independent Auditors* was read and opened to discussion.

#### **AGENDA ITEM 4**

*Financial Statements of the year 2016* were read, discussed and resolved by majority vote of those present, with 2,017,526,123 affirmative votes and 24,924,698 negative votes.

#### **AGENDA ITEM 5**

As a result of the voting, the BoD Members were released for the activities of the year 2016 by majority vote of those present, with 2,017,514,980 affirmative votes and 24,935,841 negative votes.

#### **AGENDA ITEM 6**

The BoD's proposal about the use of profit for the year 2016 was discussed. It was resolved by majority vote of those present, with 2,017,514,980 affirmative votes and 24,935,841 negative votes to set aside TRY 15,161,246 as the first legal reserve required by Article 519/1 of Turkish Commercial Code from the current period net profit of TRY 296,243,036, which is the amount remaining after the taxes and dues payable in the amount of TRY 72,831,594 are deducted from the current period profit of 2016 amounting to TRY 369,074,630, to set aside TRY 1,127,764 specific reserve fund from the amount which has remained in pursuit of setting aside the first legal reserve as per the article 5/1 (e) of Corporate Tax Law, to set aside the remaining amount of TRY 279,954,026 is reserved as extraordinary reserves afterwards all reserves and funds.

The General Assembly was informed that as for the 2016 performance, TRY 21,136,262 bonus have been paid to the personnel in 2017.

#### **AGENDA ITEM 7**

Upon the motion made by the Compensation and Corporate Governance Committee, it was resolved by majority vote of those present, with 2,017,531,196 affirmative votes and 24,919,625 negative votes to pay each BoD member TRY 6500 as the net monthly fee and EUR 3000 as the net travel allowance fee; to determine net yearly basis total cap amount for other payments to be made to Board Members as EUR 100,000.00 (one hundred thousand) and to delegate the authority to the Board in order to determine how to make the payment, till the first Ordinary General Assembly Meeting in 2018.

#### **AGENDA ITEM 8**

It was resolved by majority vote of those present, with 2,024,970,976 affirmative votes and 17,479,845 negative votes that Mustafa Boydak, who resigned from his duties as BoD member as of 02.09.2016 and Halil Cem Karakaş who resigned from his duties as BoD member as of 03.10.2016 in accordance with TCC (Turkish Commercial Code), Article 363, it is hereby submitted for approval that Wael Abdulaziz A. Raies and Eren Gra have been appointed as a BoD members by the BoD pursuant to the said Article in order to replace and complete the remaining term of duty.

The General Assembly was informed that Mr. Abdl Latif Ozkaynak, was assigned as the Acting CEO as of 27.06.2016 in order to replace Mr. Osman elik, who had resigned from his duties as the CEO & BoD Member with effect from 27.06.2016: Mr. Wael Abdulaziz A. Raies, has been appointed as the CEO as of 01.11.2016 in lieu of the CEO Osman elik who resigned from his duties.

#### **AGENDA ITEM 9**

It was resolved by majority vote of those present, with 2,017,519,904 affirmative votes and 24,930,917 negative votes to elect as the members of Bank Board of Directors for the new term, for a period of 3 years Pursuant to the Article of Association and Banking Code, excluding CEO as the natural member of the Board as for the remaining 6 (six) Board membership, Saeed Mohammed A Alghamdi, citizen of the Kingdom of Saudi Arabia with 0520581972 Tax ID number, domiciled at National Commercial Bank PO Box 3555 Jeddah 21481 Saudi Arabia; Majed Hamdan A. Alghamdi, citizen of the Kingdom of Saudi Arabia with 6100482152 Tax ID number, domiciled at National Commercial Bank PO Box 3555 Jeddah 21481 Saudi Arabia; Faisal Omar A. Alsaggaf citizen of the Kingdom of Saudi Arabia with 0580158243 Tax ID number, domiciled at National Commercial Bank PO Box 3555 Jeddah 21481 Saudi Arabia; Eren Gra a citizen of the Republic of Turkey with the Republic of Turkey identification No. 26692118588, residing at Hamidiye Mah. Barıř Yolu Cad. No: 2CP, 34782 ekmeky, İstanbul; Meri Uluřahin a citizen of the Republic of Turkey with the Republic of Turkey identification No. 37840186298, residing at Levazım Mah. ayır Sk. No: 29G/1 Beřiktař İstanbul; and Bekir Berk ektir a citizen of the Republic of Turkey with the Republic of Turkey identification No. 37840186298, residing at Merkez Mah. Abide-i Hrriyet Caddesi No: 207/13 řiřli İstanbul.

**AGENDA ITEM 10**

It was resolved by majority vote of those present, with 2,024,933,692 affirmative votes and 17,517,129 negative votes to engage Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as being independent auditor for 2017 accounting period, as per the 6102 numbered Turkish Commercial Code Article 399.

Full Title: Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi

Address: Eski Büyükdere Cad. Orjin Maslak No: 27 D: 54-57-59 Kat: 2-3-4 34485 Sarıyer/İSTANBUL

Affiliated Tax Office: Boğaziçi

Tax identification number: 435 030 3260

Trade Registry Office: Istanbul Chamber of Commerce

Trade Registration number: 479920

Central registration system number: 0-4350-3032-6000017

**AGENDA ITEM 11**

Allowing BoD Members to perform the transactions specified in TCC, Articles 395 and 396 was submitted to vote and resolved by unanimous vote of those present/ by majority vote of those present, with 2,017,520,428 affirmative votes and 24,930,393 negative votes.

**AGENDA ITEM 12**

Wishes for success was expressed by the Presidential Board and shareholders, before adjourning the meeting with the hope that the 2017 activities would be beneficial for the Bank.

**MINISTRY COMMISSAR**

**Ms. Dilek DİREN**

**VOTE COUNTER**

**Mr. Sami Mahmoud F. Wafa**

**VOTE COUNTER**

**Mr. Yusuf GÜMÜŞ**

**CLERK**

**Mr. Mahmut GÜRGEÇ**

**CLERK**

**Mr. Emre MANDACI**

**MEETING CHAIRMAN**

**Mr. Saeed Mohammed A. ALGHAMDI**