

TÜRKİYE FİNANS KATILIM BANKASI ANONİM ŞİRKETİ

MINUTES OF THE 28th ORDINARY GENERAL ASSEMBLY MEETING HELD ON 21/03/2019

The 28th Ordinary General Assembly Meeting (“GAM”) of Türkiye Finans Katılım Bankası Anonim Şirketi (“Bank”) was held on 21/03/2019 at 10:00 a.m. at the Bank’s the headquarters located at Saray Mah. Sokullu Cad. No:6 Ümraniye, Istanbul under supervision of Mr. Dursun Ekşi, the Ministry Commissar assigned by the letter no. 42755473 dd. 20/03/2019 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 www.turkiyefinans.com.tr and in Turkish Trade Registry Gazette issue 9777 dd. 28.02.2019, and by notifying the holders of registered shares by registered mail dd. 28.02.2019 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, Trade Registry Gazette expressing the meeting invitation and Attendance Sheet issued by the BoD, and other necessary documents were present in the meeting hall.

It was understood that the BoD Members Mr. Saeed Mohammed A. ALGHAMDI, Mr. Majed Hamdan A. ALGHAMDI, Mr. Eren GÜRA, Mr. Faisal Omar A. ALSAGGAF, Ms. Meriç ULUŞAHIN, Ms. Müge ÖNER and the CEO Mr. Wael Abdulaziz A. RAIES, and Mr. Emre Çelik, on behalf of the auditor Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. were present.

After reviewing the attendance sheet and understanding that the Bank’s shares with 2,600,000,000- TL total nominal value composed of 2.600.000.000 shares each of which has TRY 1 nominal value were represented in the meeting with 55.084.310 shares with TRY 55.084.310- total nominal value represented by proxy and 2.125.305.149 shares with TRY 2.125.305.149- total nominal value represented in person; and thereby confirming that the minimum 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.

The Chairman Mr. Saeed Mohammed A. ALGHAMDI explained the voting method to the shareholders. He stated that they need to vote via electronic devices which are defined to the name of the shareholder on the General Assembly day while entering into the meeting hall as per the Articles of Association and Internal Directive of the Bank and the shareholders who will vote for yes need to press “Yes” button and the shareholders who will vote for no need to press “No” button and that the shareholders who do not press any button or do not vote by raising hand are considered as having voted for “No”.

AGENDA ITEM 1

Pursuant to the GAM Regulation, Article 7, it was opened to vote and resolved by majority vote of those present, with 2.075.740.320 affirmative votes and 104.648.949 negative votes to appoint the Chairman Mr. Saeed Mohammed A. ALGHAMDI as the Chairman of the Presiding Board, and Mr. Luai Mohammed B. BAFAIL and Mr. Erman Kalkandelen as vote counters, Ms. Özlem Yücel 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 was no proposal about the order, discussion of next agenda item was started.

AGENDA ITEM 2

Summary regarding *2018 Annual Report of the Board of Directors* was submitted since it was announced on Public Disclosure Platform and official web site of the Bank and was present in the Headquarter and branches of the Bank for the review of the shareholders before the General Assembly Meeting and it was resolved by majority vote of those present, with 2.075.746.809 affirmative votes and 104.642.460 negative votes after discussed.

AGENDA ITEM 3

Summary regarding *2018 Report of the Independent Auditors* was submitted since it was announced on Public Disclosure Platform and official web site of the Bank and was present in the Headquarter and branches of the Bank for the review of the shareholders before the General Assembly Meeting. Nobody took the floor.

AGENDA ITEM 4

Summary regarding *Financial Statements of the year 2018* was submitted since it was announced on Public Disclosure Platform and official web site of the Bank and was present in the Headquarter and branches of the Bank for the review of the shareholders before the General Assembly Meeting and the financial statements were resolved by majority vote of those present, with 2.075.609.239 affirmative votes and 104.780.030 negative votes after discussed.

AGENDA ITEM 5

As a result of the voting, the Board Members were released individually from activities performed in 2018 by majority vote of those present, with 2.075.783.214 affirmative votes and 104.606.055 negative votes.

AGENDA ITEM 6

The BoD's proposal about the use of profit for the year 2018 were discussed. The following issues were opened to vote and resolved by majority vote of those present, with 2.017.514.805 affirmative votes and 162.874.464 negative votes:

- To set aside TRY 22.075.763- as the first legal reserve required by Article 519/1 of Turkish Commercial Code from the current period net profit of TRY 444.749.704-, which is the amount remaining after the taxes and dues payable in the amount of TRY 124.700.409- are deducted from the current period profit of 2018 amounting to TRY 569.450.113-,
- To set aside TRY 99.036.441- classified as Previous Years Losses as per IFRS 9 Transition Application effective on 01.01.2018 in accordance with the BRSA legislation, from ordinary overdue reserves,
- To reserve the remaining amount of TRY 323.637.500- as extraordinary reserves after all reserves and funds are set aside.

The General Assembly was informed that as for the 2018 performance, TRY 34.027.054,00- bonus have been paid to the personnel in 2019.

The shareholders whose names were listed in attachment (Annex-1) of the Bank's minutes requested to annotate that net profit shares for the years 2013-2014-2015-2016-2017 and 2018 are distributed to the shareholders in proportion to their shares.

AGENDA ITEM 7

Upon the motion made by the Compensation and Corporate Governance Committee, it was opened to vote and resolved by majority vote of those present, with 1.742.700.792 affirmative votes and 437.688.477 negative votes to define the total cap EUR 450.000,00- (four hundred fifty thousand Euro) net yearly for the payments to be made to BoD Members of the Bank till the first Ordinary General Assembly Meeting in 2020 and to delegate the authority to the BoD in order to determine how to make the payment.

AGENDA ITEM 8

It was opened to vote and resolved by majority vote of those present, with 2.075.604.315 affirmative votes and 104.784.954 negative votes to engage Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. of which information was submitted below as being independent auditor for 2019 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: Maslak Mah. Eski Büyükdere Cad. No: 27 D: 54-57-59 Kat: 2-3-4 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 9

It was opened to vote and resolved by majority vote of those present, with 2.017.514.634 affirmative votes and 162.874.635 negative votes to give approval to be able to charge the share of participation provisions of the Bank, to Bank's expense accounts within the scope of article 19/2 of the "Regulation on the Procedures and Principles for Classification of Loans and Provisions To Be Set Aside" published by Banking Regulation and Supervision Agency and provided that provisions of Turkish Commercial Code are reserved.

AGENDA ITEM 10

It was opened to vote and resolved by majority vote of those present, with 2.075.604.315 affirmative votes and 104.784.954 negative votes to authorize the Bank's BoD for distributing dividends to the participation accounts in the periods that loss occurs in the participation accounts within the scope of article 6/10 of the "Regulation on the Procedures and Principles Regarding Acceptance and Withdrawal of Deposit and Participation Fund, Statute-Barred

Deposit, Participation Fund, Fiduciary and Receivables” published by Banking Regulation and Supervision Agency.

AGENDA ITEM 11

Allowing BoD Members to perform the transactions specified in Turkish Commercial Code numbered 6102, Articles 395 and 396 was submitted to vote and resolved by majority vote of those present, with 2.075.604.315 affirmative votes and 104.784.954 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 2019 activities would be beneficial for the Bank.

The shareholders who were listed in the attachment (Annex-2) requested that the attachment is read and the stated dissenting opinion is annotated into the meeting minutes.

MINISTRY COMMISSAR

Mr. Dursun EKŞİ

VOTE COUNTER

Mr. Luai Mohammed B.

BAFAIL

VOTE COUNTER

Mr. Erman

KALKANDELEN

CLERK

Ms. Özlem YÜCEL

CLERK

Mr. Emre MANDACI

MEETING CHAIRMAN

Mr. Saeed Mohammed A. ALGHAMDI

Annex-1

Presidency of General Assembly of Turkiye Finans Participation Bank

We request that the Bank distribute the net profit shares for the years 2013, 2014, 2015, 2016, 2017 and 2018 to the shareholders in proportion to the shares, and we request and demand the annotation of the meeting minutes.

Kind Regards,

Muhammed Temel Mavibaş
İsmail Çetin
İsmail Çelik
Mehmet Gülmaya
Hikmet Hamzaoğulları
Mehmed Kaya
Cemil Uğurlu
Memet Sabri Sağmak
Muhammed Varel
Necati Beyeç
Necati Doğan
Erdoğan Çankaya
Alaaddin Madran

Türkiye Finans Katılım Bankası A.Ş.
Board of Directors
Saray Mahallesi Sokullu Caddesi No:6
Ümraniye /İstanbul

I convey all my regards to you and start my words.

In the General Assembly meetings held during the year, the voting is started without discussing the issues, and we are silenced by saying that we wish to speak in the wishes section. The General Assembly meeting was held in a one-hour time period.

Although we give our contact address at each meeting, General Assembly invitation letters and other documents are sent to the wrong addresses. We come to know the meeting at very last day through the notification sent to some of our friends. The notification sent earlier to our friends stated that annual income statements and activity reports are available 15 days before the meeting. However we do not have enough time to review them.

When we attend the meeting, we ask for the addresses and telephone information of all the partners. However, the information is not given to us.

As the partners of this company with founding memberships in 1984-1985, each founding member paid 4 million TL as the share price and became the founding member of this company. When it was established in 1985 as Faisal Finans, we had 43% share, with pressure and in different ways, the Board of Directors and the people who manage this company and with the law games, shares have been down to 7% today and the value of each share is reduced to 1 share 1 TL in 2019 while it was 100 TL on the day of establishment of the company.

In addition, each shareholder shall be entitled to a shareholding of paid shares and bonus shares, From 1984 until now, the company has changed hands by determining the rights arising from the sale, we request that the copies of our paid shares and bonus shares with the value from the year 1984 to 2019 are sent to us by certified mail.

We request that a copy of the General Assembly resolutions from 1984 to 2019 is sent to us by certified mail.

From 1984 until 2019, we kindly request that the records showing the annotations dropped by the shareholders at General Assemblies shall be sent to us certified mails.

We detected that the annotations were not dropped for the issue that we asked to drop .We ask you to show the required meticulousness. Otherwise we will start the legal proceeding.

We request that all copies of all of our shareholders' addresses, contact details and shareholding shares are submitted separately.

We want to be given the right to speak at the General Assembly meetings without any time limitation. We do not accept the damage caused by the application and the decisions taken without or consent. We also request this article to be recorded with the annotation.

Using our right to be recognized by the founding member partnership, we would like to be represented on the Board of Directors and on the Audit Committee Meeting by Muhammed Temel Mavibaş and Hikmet Hamzaoğulları.

We kindly ask you to fulfil our requirements and our demands.

İsmail Çelik
İsmail Çetin
Muhammed T. Mavibaş
Mehmet Gülmaya
Hikmet Hamzaoğulları

Cemil Uğurlu
Mehmed Kaya
Muhammet Varel
Alaaddin Madran
Necati Doğan

Necat Beyeç
Erdoğan Çankaya
Memet Sabri Sağmak
Z. Abidin Haşimoğlu