

TÜRKİYE FİNANS KATILIM BANKASI ANONİM ŞİRKETİ

MINUTES OF THE 29th ORDINARY GENERAL ASSEMBLY MEETING HELD ON 04/08/2020

The 29th Ordinary General Assembly Meeting (“GAM”) of Türkiye Finans Katılım Bankası Anonim Şirketi (“Bank”) was held on 04/08/2020 at 10:00 a.m. in the meeting room on the B1 floor of Türkiye Finans Katılım Bankası A.Ş. Head Office building located at Saray Mah. Sokullu Cad. No: 6 34768 Ümraniye / Istanbul under the supervision of Mr. Zafer KARAKOÇ, the Ministry Commissar assigned by the letter no. 56261082 dd. 29/07/2020 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 at www.turkiyefinans.com.tr, on the Public Disclosure Platform and on the Turkish Trade Registry Gazette issue no. 1011 dd. 03/07/2020, and by notifying the holders of registered shares via registered mail on 06/08/2020 about the meeting date, agenda and details of the gazette where 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, the Trade Registry Gazette where the General Assembly Meeting invitation was published, the consent letters of the BRSA and the Ministry regarding the amendment to the articles of association, the Draft Amendment to the Articles of Association and other necessary documents were present in the meeting hall.

It was understood that the BoD Members Mr. Eren GÜRA, Ms. Meriç ULUŞAHİN, Ms. Müge ÖNER and the Board Member and Acting CEO Mr. Süleyman Murat AKŞAM, and the auditor Mr. Emre ÇELİK, representing Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., were present.

After reviewing the attendance sheet and understanding that 1,801,089,704 shares with 1,801,089,704 TL total nominal value among the Bank’s shares with 2,600,000,000- TL total nominal value were represented in person in the meeting, and thereby confirming that the meeting quorum required by the Law and the Bank’s Articles of Association was present, the meeting was started by the Board Member and Acting CEO Mr. Süleyman Murat AKŞAM.

The Board Member and Acting CEO Mr. Süleyman Murat AKŞAM explained to shareholders the method of casting votes. Mr. AKŞAM stated that as per the regulations laid down by TFKB’s Articles of Association as well as the GAM Regulation, the shareholders are to cast their votes through the electronic devices assigned to the name of each shareholder during their entry into the meeting room; that the shareholders who would like to give an affirmative vote should press the “Yes” button; that the shareholders who would like to give a negative vote should press the “No” button; that the shareholders who fail to cast their votes by not pressing any button will be considered to have voted for “No”. In case that the devices delivered to the shareholders are out of order, shareholders can vote for `Yes` by raising their hands and they will be considered to have voted for “No” if they do not raise their hands.

AGENDA ITEM 1 –

Under the management of Board Member and Acting CEO Ms. Süleyman Murat AKŞAM who opened the meeting, the General Assembly proceeded to electing the Meeting Chairman in order to establish the Presidential Board stipulated by the First Article of the Agenda, in accordance with Article 419 of Turkish Commercial Code (“TCC”), Article 16 of the Articles of Association (“AoA”) and Article 7 of the GAM Regulation. The Attendees’

recommendations for Chairmanship were collected. It was seen that the representative of the National Commercial Bank (“NCB”), one of the Bank’s shareholders, made a recommendation.

The recommendation was submitted to vote by the attendees.

In line with the recommendation of the representative of the NCB, it was submitted to the approval of the General Assembly to select Mr. Suleyman Murat AKSAM as the chairmanship, and to select Ms. Itır ÇİFTÇİ, the representative of NCB, and Mr. Ahmet MERT as vote counters as it is regulated in the article 7 of the Bank’s GAM Regulation stipulating that two shareholders representing the highest numbers of votes shall be selected as vote counters, and to select Ms. Özlem YÜCEL and Mr. Emre MANDACI as clerks, and the recommendation was accepted by majority vote with 1,801,073,886 affirmative votes against 15,818 negative votes.

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 items was started.

AGENDA ITEM 2

Since the 2019 Annual Report of the Board of Directors was announced on the official web site of the Bank, on Public Disclosure Platform and was present in the branches and Head Office of the Bank for the review of the shareholders before the General Assembly Meeting, summarized information was submitted in this regard and following its discussion, it was resolved by majority vote of those present with 1,801,062,081 affirmative votes and 27,623 negative votes.

AGENDA ITEM 3

Since the 2019 Report of the Independent Auditors was announced on the official web site of the Bank, Public Disclosure Platform and was present in the HQ and the branches of the Bank for the review of the shareholders before the General Assembly Meeting, summary was submitted in this regard. Nobody took the floor.

AGENDA ITEM 4

Since the Financial Statements of the year 2019 were announced on the official web site of the Bank, Public Disclosure Platform and was present in the HQ and the branches of the Bank for the review of the shareholders before the General Assembly Meeting, summary was submitted in this regard and following its discussion it was resolved by majority vote of those present with 1,801,066,585 affirmative votes and 23,119 negative votes.

AGENDA ITEM 5

As a result of the voting, the BoD Members were released for the activities of the year 2019 by majority vote of those present, with 1,801,066,585 affirmative votes and 23,119 negative votes.

AGENDA ITEM 6

The BoD’s proposal about the use of profit for the year 2019 was discussed. It was resolved by majority vote of those present, with 1,801,048,845 affirmative votes and 40,859 negative votes

- to set aside 20,142,599.00-TRY as the first legal reserve required by Article 519/1 of Turkish Commercial Code from the current period net profit of 378,173,707.00-TRY, which is the amount remaining after the taxes and dues payable in the amount of 98,978,936.00-TRY are deducted from the current period profit of 2019 amounting to 477,152,643.00-TRY,
- to reserve the remaining amount of 358,031,108.00-TRY as extraordinary reserves after all reserves and funds are set aside

The General Assembly was informed that as for the 2019 performance, 30,125,416.00- TRY bonus was paid to the personnel in 2020.

AGENDA ITEM 7

It was resolved by majority vote of those present, with 1,801,048,845 affirmative votes and 40,859 negative votes to elect as 6 (six) members to the Bank's Board of Directors for the new term, for a period of 3 years, excluding CEO Mr. Suleyman Murat AKSAM, resident at the address Selimiye Caddesi, Merkez Mahallesi, Mayavera Sitesi, No. 302 Cekmekoy/Istanbul, as the natural member of the Board pursuant to the Articles of Association and Banking Law, as for the remaining 6 (six) Board memberships; **Mr. 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; **Mr. Wael Abdulaziz A. Raies**, citizen of the Kingdom of Saudi Arabia with 7340906238 Tax ID number, domiciled at National Commercial Bank PO Box 3555 Jeddah 21481 Saudi Arabia; **Ms. Meriç Uluşahin**, a citizen of the Republic of Turkey with the Republic of Turkey identification No. 55651010946, residing at Levazım Mah. Çayır Sk. No: 29G/1 Beşiktaş İstanbul; **Ms. Müge Öner**, a citizen of the Republic of Turkey with the Republic of Turkey identification No. 10153185240, residing at Akat Mahallesi Şehit Erdoğan İban Sokak 31. Daire 6 Etiler- Beşiktaş – İstanbul; **Mr. Eren Güra**, a citizen of the Republic of Turkey with the Republic of Turkey identification No. 26692118588, residing at Hamidiye Mah. Barış Yolu Cad. No: 2CP, 34782 Çekmeköy, İstanbul; and **Ms. Lama Ahmad M. Ghazzaoui**. A citizen of the Kingdom of Saudi Arabia with Tax ID number 395898327, resident at National Commercial Bank PO Box 3555 Jeddah 21481 Saudi Arabia.

Any two of the appointed members of the Board of Directors are authorized to commit and represent the Bank to the broadest extend.

Of the Board Members elected, those present in the meeting announced their acceptance of the appointment; the acceptance documents of the Board Members who were not present were seen by the Ministry Commissar.

The General Assembly was provided with information that Mr. Süleyman Murat AKŞAM was appointed as acting CEO on 21.02.2020 to replace Mr. Wael Abdulaziz A. RAIES who resigned from the CEO position and Board Membership as of 21.02.2020.

AGENDA ITEM 8

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 1,742,954,489 affirmative votes and 58,135,215 negative votes to define the total cap EUR 600,000.00- (Six hundred thousand Euro) net yearly for the payments to be made to BoD Members of the Bank until the first Ordinary General Assembly Meeting in 2021; considering that this cap was exceeded for the payments to be made to the BoD members in the 28th Ordinary General Assembly Meeting as the General Assembly Meeting that was expected to be held on March 27, 2020 was canceled due to COVID-19 pandemic, to deduct the exceeding amount from the above-given amount and to delegate the authority to the BoD in order to determine how to make the payment.

AGENDA ITEM 9

It was resolved by majority vote of those present, with 1,801,066,585 affirmative votes and 23,119 negative votes to engage Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as independent auditor for 2020 accounting period, as per the Article 399 of the Turkish Commercial Law no. 6102.

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

Affiliated Tax Office: Boğaziçi Kurumlar Tax Office

Tax Identification Number: 435 030 3260

Trade Registry Office: Istanbul Trade Registry

Trade Registration Number: 479920

Central Registration System Number: 0-4350-3032-6000017

AGENDA ITEM 10

It was resolved by majority vote of those present, with 1,801,066,585 affirmative votes and 23,119 negative votes to amend the Article 11.1 of the AoA as stipulated and specified in the amendment text provided below and to have such change registered to the Trade Registry Office as per the Banking Regulation and Supervision Agency Department of Enforcement III's permit dated 06.07.2020 and numbered 6078. and the Ministry of Trade General Directorate of Domestic Trade's permit dated 09.07.2020 and numbered 5696755. However, as affirmative votes of those representing at least eighty percent of the Bank's shares are not present as per the article 11.3 of the Articles of Association, the amendment to the Articles of Association was rejected.

OLD VERSION

A. GENERAL ASSEMBLY OF SHAREHOLDERS

ORDINARY AND EXTRAORDINARY GENERAL ASSEMBLY MEETINGS

Article 11

The General Assembly of Shareholders may hold Ordinary and Extraordinary meetings. Ordinary General Assembly Meetings are held at least once a year within a period of three (3) months following the end of each accounting period. The subjects stated in article 409 of Turkish Commercial Code are discussed and related resolutions are produced in such meetings. Extraordinary General Assembly Meetings are held at the times deemed necessary in the course of company's activities pursuant to the provisions of Turkish Commercial Code. The Board of Directors is responsible for holding General Assembly Meetings in accordance with the principles and procedures stipulated in related legislations.

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Beneficiaries entitled to participate in the Company's General Assembly Meetings may take part in such meetings through electronic environment as per Article 1527 of Turkish Commercial Code. In accordance with the provisions of the Regulation on the General Assembly Meetings in the Electronic Environment in Joint Stock Companies, the Company may either establish the electronic general assembly system that will allow the beneficiaries to participate in the general assembly meetings in the electronic environment, state their opinions, make recommendations and cast votes, or it may acquire services from already established systems for such purpose. As per this provision of the Articles of Association, in all general assembly meetings to be held, it is ensured that beneficiaries and their representatives are enabled to use their rights specified in the afore-mentioned provisions of the Regulation through such system established

AGENDA ITEM 11

It was resolved by majority vote of those present, with 1,801,085,029 affirmative votes and 4,675 negative votes to approve the selection of Mr. Hayrettin KARAMAN, Mr. İsak Emin AKTEPE and Mr. Vecdi AKYÜZ by the Board as Sharia Advisory Committee Members on 19.12.2019 and 25.02.2020 as per Article 4/2 of Communiqué on Compliance with Interest-Free Banking Principles and Standards.

AGENDA ITEM 12

Giving 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, issued by the Banking Regulation and Supervision Agency, was submitted to vote and resolved by majority vote of those present, with 1,801,066,585 affirmative votes and 23,119 negative votes.

AGENDA ITEM 13

Authorization of the Board of Directors for distributing profit to participation accounts during loss periods of 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, issued by the Banking Regulation and Supervision Agency, was submitted to vote and resolved by majority vote of those present, with 1,801,066,585 affirmative votes and 23,119 negative votes.

AGENDA ITEM 14

Approval of the Share Buyback Program, and the granting of authorization to the Board of Directors within the framework of the said program, to enable TFKB to reacquire its shares, in accordance with Turkish Commercial Code Article 379; and also the setting aside of contingency reserve recompensed from extraordinary profit reserves, at an amount to meet total reacquisition amount for its own shares to be reacquired pursuant to Turkish Commercial Code Article 520 were submitted to vote following the provision of extensive information concerning the Buyback Program, and resolved by majority vote of those present, with 1,801,076,163 affirmative votes and 13,541 negative votes.

AGENDA ITEM 15

Wishes and closure section was started. The representative of Erciyes Anadolu Holding A.S read their questions. Signed versions of the questions were attached to the minutes. It was informed that these questions will be taken into consideration.

Wishes for success was expressed by the Meeting Chairman and shareholders, before adjourning the meeting with the hope that the 2020 activities would be beneficial for the Bank.

MINISTRY COMMISSAR

ZAFER KARAKOC

VOTE COUNTER

ITIR ÇİFTÇİ

CLERK

ÖZLEM YÜCEL

VOTE COUNTER

AHMET MERT

CLERK

EMRE MANDACI

MEETING CHAIRMAN
SÜLEYMAN MURAT AKŞAM

Annex: 1

TÜRKİYE FİNANS KATILIM BANKASI A.Ş. EQUITY SHARE BUY-BACK PROGRAM

1. Purpose of the Buy-Back Program

This share buy-back program is aimed towards meeting the share sale requests of shareholders, fulfilling the criteria specified in this program, by Türkiye Finans Katılım Bankası A.Ş. (“Bank”) through the Bank’s purchase of such shares. Even in the case that the entirety of the funds allocated for such share buy-back is used up, it will not have any effect on the Bank’s financial structure. This buy-back program does not involve the Bank’s taking its own shares as pledge in any way.

2. Total Fund Amount Allocated for Equity Share Buy-Back and Its Source

Up to TRY5 Million has been allocated as the total amount for share buy-back. Cash assets acquired through the Bank’s activities will be utilized in the program. Once the price of the shares that will be bought back are deducted, the remaining net assets of the Bank will exceed the principal or issued capital as well as the total reserves which are prohibited from profit distribution by law and AoA.

3. Total Nominal Value and Number of Shares Planned to be Bought Back

It will be possible to buy back the shares belonging to shareholders who, on a personal basis, possess less than a maximum nominal value of TRY300.000 (300.000 parts) of shares according to the share ledger as of the date on which this buy-back program is approved by the General Assembly and who are interested in selling their shares to the Bank. The total nominal value of shares eligible for purchase shall not exceed TRY1,593.202 (1,593.202 parts). Since TFKB has 2,600.000.000 shares at a nominal value of TRY2,600.000.000; total nominal value of shares eligible for the buy-back is less than 0.1% of the shares making up TFKB’s registered capital.

4. Upper and Lower Price Limits for the Buy-Back

The valuation of share prices with the nominal value of TRY1 will be based on the valuation study conducted by KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. company (“KPMG”) on basis of the financial statements as of 31.12.2019. The lower price limit in the repurchase of shares will be TRY1.00, and the upper limit TRY3.00 for each share at the nominal value of TRY1. In any case, the lowest and highest price limits defined in KPMG’s study will be taken into consideration as reference on condition of remaining within such price margin. TFKB Board of Directors is authorized to carry out the transactions, which require adjustments upon the price within the total allocated funds.

5. Authorization for Share Buy-Back

General Assembly will authorize the Board of Directors to use, when necessary, the power to purchase through this buy-back program the shares belonging to the Bank’s shareholders who meet the criteria specified in this buy-back program.

6. Date of the General Assembly Meeting When the Share Buy-Back Program Will Be Submitted for Approval

This subject will be decided on the 29th Ordinary General Assembly Meeting that will be held by the Bank on 04th of August 2020.

7. Term of Authority to be Requested From The General Assembly For Share Buy-Back Program

The Bank’s Board of Directors will be empowered for the buy-back program from the date of General Assembly where the program will be put to vote until 9th November, 2020, including that day. The Board shall be authorized to end the buy-back program before 9th November 2020, if deemed necessary.

8. Procedures and Principles Regarding Share Buy-Back

The transfer of the shares which will be repurchased by the Bank via this program to the Bank will take place through their hand-over to the Bank physically; the hand-over to the Bank of a release certificate in order to release the Bank of this buy-back, and the signing of delivery receipt documents by the parties to the share buy-back. The Board shall be authorized to establish the procedures and principles to be adhered to in the buying back of shares.

9. Declaration on the Fulfillment of Legal Requirements

The Bank's Board of Directors declare that the legal requirements are in place with regard to this share buy-back program.

Annex 2

TÜRKİYE FİNANS KATILIM BANKASI ANONİM ŞİRKETİ
ANNEX TO THE 29TH ORDINARY GENERAL ASSEMBLY MEETING HELD ON 04/08/2020

Questions of the Representative of Erciyes Anadolu Holding A.Ş.

Have the decision to arrest the Bank's shareholders Mustafa Boydak, Memduh Boydak, Yusuf Boydak, Şükrü Boydak, Erol Boydak, Hacı Boydak and İlyas Boydak accused of being members and/or leaders to FETO/Parallel State Structure and/or conviction of them by the court of first instance and approval of this decision by the court of appeal and preparation of a notification letter by the Supreme Court's Office of the Chief Public Prosecutor created any negative impact on our reputable bank's operations in terms of business volume, market activities, number of customers, credit volume and profitability? Has it been consulted to the BRSA or other related parties whether any measures must be taken as per the banking regulations considering the situations of the above-given shareholders in light of the Turkish Penal Code? If asked, what was the answer? Has any process been started regarding the notification letter sent by our bank to the main shareholder and to the BRSA and SDIF about the invitation to the General Assembly that could not be held?

Erdal Teker

on behalf of

Erciyes Anadolu Holding A.Ş.

Meeting Chairman

Süleyman Murat AKŞAM

Ministry Representative

Zafer KARAKOÇ