

INVITATION TO THE ORDINARY GENERAL ASSEMBLY
FROM
THE BOARD OF DIRECTORS
OF
TÜRKİYE SİNAİ KALKINMA BANKASI A.Ş.
(TSKB)



Our Esteemed Shareholders,

In order to discuss and resolve the issues of the agenda regarding the year 2016, our Board of Directors decided to hold the Ordinary General Assembly meeting on March 23th, 2017, Thursday at 16:00 at the Headquarters of TSKB, which is located in Meclisi Mebusan Cad., No: 81, Fındıklı, Istanbul and to invite the Shareholders of our Bank to the General Assembly Meeting.*

In order to attend our Ordinary General Assembly Meeting and exercise their voting rights; Shareholders are not required to blockage shares by the Central Registry Agency. Our Shareholders may attend the meeting physically or by electronic means. Submission of the personal ID cards shall be adequate for the shareholders willing to be present in the meeting. Physical attendance is not possible for Shareholders declaring their electronic participation.

Shareholders willing to attend via Electronic General Meeting System(E-GEM) are required to hold a secured electronic signature and fulfill the necessary procedures by the Central Registry Agency in order to attend the meeting directly or appoint a proxy through E-GEM. Correspondingly; Shareholders or their proxies willing to attend via E-GEM are required to fulfill their obligations in accordance with the Regulation on Attendance at General Assembly Meetings of Joint Stock Companies by Electronic Means promulgated at the Official Gazette dated 28 August 2012 and numbered 28395 and the Communiqué on Electronic General Meeting System Applicable at General Assemblies of Joint Stock Companies promulgated at the Official Gazette dated 28 August 2012 and numbered 28395.

Shareholders who will not participate in the General Assembly Meeting physically or by electronic means but would like to be represented by proxy shall prepare a proxy in the form enclosed, the proxy form sample is also available at the headquarters of our Bank and at our web site www.tskb.com.tr, and the signature of the Shareholder, who is conferring such a proxy, should be certified by the Notary Public or the List of Authorized Signatures, which is also certified by the Notary Public, should be attached to the proxy form pursuant to the Capital Markets Board's Communiqué No. II-30.1. The sample proxy enclosed is not required in case a proxy is defined via E-GEM pursuant to the regulations of the Central Registry Agency.

The Shareholders entrusting the registered shares pursuant to the Capital Markets Law are required to prepare the "Document Representing the Entrusted Shares" and "Notification of Instructions Form" according to the provisions of the "Regulation on the Procedures and Terms of the General Assembly Meetings of the Joint Stock Companies and the Customs and Trade Ministry Representatives Assigned to the Mentioned Meetings" the examples of which are enclosed to the Regulation.

Annual Report, Balance Sheet, Profit and Loss Statements and entire Audit Reports and other relevant documents will be presented for the review of our Shareholders, at the Affiliates Division at the headquarters of our Bank and at our Bank's web site www.tskb.com.tr and E-GEM portal of the Central Registry Agency three weeks before the date of General Assembly.

The information to be disclosed to public subsequent to the General Assembly invitation is embedded in the Information Leaflet which is available at TSKB web site www.tskb.com.tr.

We kindly request the participation of our Esteemed Shareholders to the General Assembly Meeting on the date and time depicted above.

Sincerely yours,
TÜRKİYE SİNAİ KALKINMA BANKASI A.Ş.

Mr. Suat İnce
Board Member
General Manager

Mr. Adnan Bali
Chairman of the Board

Enclosures:

Agenda
Draft Amendment of the Articles of Association
Sample of Proxy

* Pursuant to Article 29 of the Capital Markets Law, our Shareholders will not be informed via registered mail.

TÜRKİYE SİNAİ KALKINMA BANKASI A.Ş.

ORDINARY GENERAL ASSEMBLY MEETING DATED 23.03.2017

AGENDA

1. Commencement, constitution of the Meeting Presidency in accordance with the Articles of Association of the Bank and delegation of authority to the Meeting Presidency for the execution of the minutes of the General Assembly,
2. Review and discussion of the Annual Reports of the Board of Directors, Declaration of Compliance with the Corporate Governance Principles and Independent Auditor Reports regarding the accounts and transactions of the Bank within the year of 2016,
3. Review, discussion and approval of the balance sheet and profit and loss statements of the Bank for the year of 2016,
4. Approval of the appointment of the members of the Board of Directors substituting the members leaving their post during the year,
5. Release of the Members of the Board of Directors,
6. Adoption of a resolution regarding the determination and allotment of the profit to be distributed, determination of the dividend allotment date,
7. Determination of allowance for the Members of the Board of Directors,
8. Election of the Independent Audit Firm,
9. Approval of the Amendment of the 5th Article of the Articles of Association captioned capital which is certified by the Capital Markets Board, Banking Regulation and Supervision Agency and Ministry of Customs and Trade,
10. Presentation of the information regarding the donations made within the year and determination of the upper limit for donations to be made within the year 2017,
11. Authorization of the Members of the Board of Directors for the transactions depicted in Articles 395 and 396 of the Turkish Commercial Code,
12. Presenting information regarding the transactions within the scope of Article 1.3.6. of the Corporate Governance Principles of the Capital Markets Board.

Two handwritten signatures in blue ink are located at the bottom of the page. The first signature is a stylized, circular mark with a horizontal line through it. The second signature is a more fluid, cursive script.

TÜRKİYE SINAİ KALKINMA BANKASI A.Ş.
DRAFT AMENDMENT OF THE ARTICLES OF ASSOCIATION

Previous Version	New Version
<p>Share Capital: Article 5</p> <p>The Bank has accepted the registered capital system in accordance with the provisions of the Capital Market Law and inaugurated the registered capital system upon the Permission of the Capital Markets Board No 1909, dated December 25,1997.</p> <p>The registered Capital of the Bank is 2.500.000.000TL (Two and a Half Billion) Turkish Liras. The registered capital has been divided into 250.000.000.000 (Two Hundred and Fifty Billion) shares, each having a value of 1 (one) Kuruş.</p> <p>The license issued by the Capital Markets Board for maximum registered capital is valid between 2012-2016 (5 years). At the end of 2016, even if the Bank has not reached the allowed registered capital limit, in order for the Board of Directors to pass a resolution for increasing the registered capital, it shall also obtain the approval of the General Assembly, provided that a new license is issued for the previous capital limit or for a new upper registered capital limit from the Capital Markets Board. If such approval is not obtained, the Bank shall be out of the registered capital system.</p> <p>The issued and paid-in-capital of the Bank is 2.050.000.000-TL (Two Billion Fifty Million) Turkish Liras. The entirety of share certificates are registered shares. The issued capital has been divided into constituted of share certificates divided into 205.000.000.000 shares (Two Hundred and Five Billion), each with a par value of 1 Kuruş.</p> <p>The shares representing the capital shall be monitored within the scope of registration principles.</p> <p>The capital of the Company may be increased or reduced, when deemed as necessary in line with the provisions of the Turkish Commercial Code, the Capital Market Code and the Banking Act.</p> <p>Further, 100 registered bonus shares have been issued and distributed to the founders, who are stockholders of the Bank, in proportion to their shareholding in the initial capital of the Bank. Within the framework of the provisions of the Capital Market Law and other relevant Legislations, the Board of Directors between 2012-2016, when deems it necessary, is authorized to raise the issued capital by issuing registered shares up to the upper limit of the registered capital and to pass resolutions regarding limiting the right of shareholders to purchase shares and issuance of shares with premium or below the par value. However, the authority to limit new share purchasing rights cannot be exercised in a</p>	<p>Share Capital: Article 5</p> <p>The Bank has accepted the registered capital system in accordance with the provisions of the Capital Market Law and inaugurated the registered capital system upon the Permission of the Capital Markets Board No 1909, dated December 25,1997.</p> <p>The registered Capital of the Bank is 4.500.000.000TL (Four and a Half Billion) Turkish Liras. The registered capital has been divided into 450.000.000.000 (Four Hundred and Fifty Billion) shares, each having a value of 1 (one) Kuruş.</p> <p>The license issued by the Capital Markets Board for maximum registered capital is valid between 2017-2021 (5 years). At the end of 2021 even if the Bank has not reached the allowed registered capital limit, in order for the Board of Directors to pass a resolution for increasing the registered capital, it shall also obtain the approval of the General Assembly, provided that a new license is issued for the previous capital limit or for a new upper registered capital limit not exceeding 5 years from the Capital Markets Board. If such approval is not obtained, capital increase via the Board of Directors resolution shall not be possible.</p> <p>The issued and paid-in-capital of the Bank is 2.050.000.000-TL (Two Billion Fifty Million) Turkish Liras. The entirety of share certificates are registered shares. The issued capital has been divided into constituted of share certificates divided into 205.000.000.000 shares (Two Hundred and Five Billion), each with a par value of 1 Kuruş.</p> <p>The shares representing the capital shall be monitored within the scope of registration principles.</p> <p>The capital of the Company may be increased or reduced, when deemed as necessary in line with the provisions of the Turkish Commercial Code, the Capital Market Code and the Banking Act.</p> <p>Further, 100 registered bonus shares have been issued and distributed to the founders, who are stockholders of the Bank, in proportion to their shareholding in the initial capital of the Bank. Within the framework of the provisions of the Capital Market Law and other relevant Legislations, the Board of Directors between 2017-2021, when deems it necessary, is authorized to raise the issued capital by issuing registered shares up to the upper limit of the registered capital and to pass resolutions regarding limiting the right of shareholders to purchase shares and issuance of shares with premium or below the par value. However, the authority to limit new share purchasing rights cannot be exercised in a</p>



manner that will cause inequality between the shareholders.

All shares to be issued shall be registered shares and shall be quoted on the Stock Exchange. In accordance with the regulations of the Capital Markets Board, the Board of Directors is also authorized to issue shares to represent several shares jointly, provided no change shall be made in the par value of the said share certificates. Provided that the regulations of the Capital Markets Board are reserved, these shares may be then exchanged by individual share certificates upon the request of the shareholders in the number equivalent to the share value represented by the former shares.

Provided that the regulations of the Turkish Commercial Code, the Capital Market Code and the Banking are reserved, the share certificates may be transferred and assigned.

Unless the assignee taking over the registered shares that are not quoted in the stock exchange registers and declares such shares in his/her own name and account, the Bank shall be authorized to decline registration of such transfer to its stock ledger.

The provisions of the Turkish Commercial Code, the Capital Market Code and the Banking Code in relation with the acquisition of its own shares by the Bank are reserved.

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Provided that the regulations of the Turkish Commercial Code, the Capital Market Code and the Banking are reserved, the share certificates may be transferred and assigned.

Unless the assignee taking over the registered shares that are not traded on the stock exchange registers and declares such shares in his/her own name and account, the Bank shall be authorized to decline registration of such transfer to its stock ledger.

The provisions of the Turkish Commercial Code, the Capital Market Code and the Banking Code in relation with the acquisition of its own shares by the Bank are reserved.



Handwritten signature and initials in blue ink.

PROXY
TÜRKİYE SINAİ KALKINMA BANKASI A.Ş. (TSKB)

I appoint Mr./Mrs., detailed information is depicted below, as my representative to be authorized to represent me, to vote, to submit proposals and to sign necessary documents in accordance with the conceptions stated hereunder by me, during the Ordinary General assembly of TÜRKİYE SINAİ KALKINMA BANKASI A.Ş. (TSKB), which will take place at Headquarters of the Bank, on March 23th, 2017, Thursday at 16:00 hours.

Proxy's(*)

Name Surname/Trade Name:

ID No/Taxation No, Trade Registry and Number and MERSIS No.

(*) Foreign Citizen Proxy should provide the applicable information for the required fields.

A- EXTENT OF REPRESENTATIVE AUTHORITY:

The extent of the representative authority shall be stated by the selection of either (a), (b) or (c) in Section 1 and Section 2.

1. Regarding the Issues in the General Assembly Agenda

- a) Proxy is authorized to vote in the direction of his/her discretion.
- b) Proxy is authorized to vote in the direction of suggestions of company administration.
- c) Proxy is authorized to vote for each and every agenda item in direction of instructions depicted in the table below:

Instructions: In case the Shareholder's selection is (c), instructions should be inserted for each agenda item by marking the one of the boxes (accept or reject) and if reject is marked, the opposing opinion to be inserted in the minutes of the general assembly shall be mentioned.

Agenda	Accept	Reject	Opposing Opinion
1.			
2.			
3.			

2. Special instructions for other issues arising at the General Assembly meeting and especially for the minority rights:

- a) Proxy is authorized to vote in the direction of his/her discretion.
- b) Proxy is not authorized regarding this issue.
- c) Proxy is authorized to vote in direction of instructions depicted in the table below:
SPECIAL INSTRUCTIONS: (Special instructions shall be written.)

B- THE SHAREHOLDER SHALL INDICATE THE SHARES REPRESENTED VIA SELECTING ONE OF THE ALTERNATIVES BELOW:

1. I hereby approve the proxy for my shares details of which are depicted below.

- a) Issuance and serial of shares* :
- b) Share numbers/Group** :
- c) Amount and Nominal Value of Shares:
- ç) Whether the share is privileged
for voting, or not. :
- d) Whether the share is registered
or bearer share :
- e) Percentage of the total shares hold by the Shareholder:

* Not required for the registered shares.

** Group information shall be inserted for the registered shares instead of numbers.

2. I hereby approve the proxy for my shares indicated in the list drafted by the Central Registry Agency one day prior to the general assembly illustrating the shareholders entitled to attend to the general assembly.

SHAREHOLDER'S NAME SURNAME/TRADE NAME:(*)

ID No/Taxation No, Trade Registry and Number and MERSIS No. Adress

(*)Foreign Citizens should provide the applicable information for the required fields.

