

**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 2017, our Board of Directors decided to hold the Ordinary General Assembly meeting on March 23<sup>th</sup>, 2018, Friday at 16:00 at the Headquarters of TSKB, which is located in Meclisi Mebusan Cad., No: 81, Fındıklı, İstanbul 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](http://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](http://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](http://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.

**Enclosures:**

Agenda

Draft Amendment of the Articles of Association

Sample of Proxy

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\* 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 23.03.2018**

**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 2017,
3. Review, discussion and approval of the balance sheet and profit and loss statements of the Bank for the year of 2017,
4. Approval of the appointment of the members of the Board of Directors substituting the members leaving their post until the date of the General Assembly,
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. Appointment of the Members of the Board of Directors and the Independent Board Member,
8. Determination of allowance for the Members of the Board of Directors,
9. Election of the Independent Audit Firm,
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 2018,
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.

**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 the address Meclisi Mebusan Caddesi No: 81 Fındıklı, Beyoğlu, Istanbul, on March 23<sup>th</sup>, 2018, Friday 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.