

ANNOUNCEMENT FOR ORDINARY ANNUAL GENERAL MEETING (AGM) OF SHAREHOLDERS

From the Board of Directors of ALBARAKA TURK PARTICIPATION BANK

The annual general meeting of Albaraka Türk Participation Bank will be held in Istanbul on **31 March, 2009 (at 14.00)** at the "*Four Seasons*" which is located in İstanbul, Çırağan Cad. No:28, Beşiktaş 34349, Turkey.

Shareholders can attend this meeting by presenting themselves in person, or be represented by means of a **proxy** (power of attorney). Non-attending shareholders requesting to be represented in this meeting are kindly asked to fill a proxy. A standard proxy form is attached herewith. Such proxies must either be certified by a public notary, or must be backed by an authorized signature document issued by a public notary.

The Annual Report of the Board of Directors, including the Balance-Sheet, the Profit & Loss account, and the Report of Auditors pertaining to our 2008 operational year shall be made available to all our shareholders for inspection at our Head Office in Istanbul, 15 days prior the meeting.

Owners of the publicly held shares that are registered in and monitored by the Central Registration Agency (CRA) are temporarily required to freeze trading of their shares between 09 March and 27 March 2009, and obtain Blockage Letters from the CRA. After conveying the letters to the office of Investor Relations Dept in the General Management by 30.03.2009 the latest, these shareholders will be given Admission Cards for the AGM from the Bank. Other shareholders whose shares are not traded in the stock exchange are kindly requested to collect their Admission Cards on the AGM day at the venue of the conference.

Attendance or representation of our shareholders in the Annual General Assembly is kindly requested.

AGENDA:

1. Inauguration; formation of Presiding Council.
2. Authorizing the Presiding Council to sign the minutes of meeting of the General Assembly.
3. Reading and discussing the annual reports of the Board of Directors, the Auditors and the independent Audit Firm about the fiscal year 2008.
4. Reading, discussing and approving the Balance-Sheet with Profit & Loss Account for the year 2008; discussing and deciding about the proposal of the Board of Directors on the method and date of profit distribution.
5. Presenting to the General Assembly details of our bank's donations in 2008.
6. Acquitting the Board of Directors and Auditors, separately.
7. Permitting members of the Board to conduct business with our bank, in line with Articles 334 and 335 of Turkish Commercial Code.
8. Briefing the General Assembly with respect to the Codes of Corporate Governance on our bank's profit distribution policy for the years 2009 and beyond.
9. Appointing an independent Audit Company.
- 10.** Discussing the proposal to increase the paid-up capital of our bank, and to amend the 7th article in the Articles of Incorporation, and approving it.
11. Remarks and requests.

Enclosed : 2

1. Power of Attorney (Proxy),
2. The Amended Texts of the Articles.

VEKALETNAME / PROXY

ALBARAKA TÜRK KATILIM BANKASI A.Ş. (ALBARAKA TÜRK PARTICIPATION BANK)

Albaraka Türk Katılım Bankası A.Ş.'nin **31.03.2009** günü, saat **14:00**'de, Çırağan Cad.No:28, Beşiktaş 34349, İstanbul adresindeki Four Seasons otelinde yapılacak olan olağan genel kurul toplantısında aşağıda belirttiğim/belirttiğimiz görüşler doğrultusunda beni/bizi temsile, oy vermeye, teklifte bulunmaya ve gerekli belgeleri imzalamaya yetkili olmak üzere Sn vekil tayin ediyorum.

(I / We hereby appoint Mr..... as my/our proxy holder to represent me/us, to cast votes, to make proposals, and to sign necessary documents on my/our behalf in the ordinary general assembly of shareholders of Albaraka Türk Participation Bank which will be held on **31.03.2009** at **14:00** o'clock in the Four seasons which is located in Çırağan Cad. No:28, Beşiktaş 34349, Istanbul.)

A. TEMSİL YETKİSİNİN KAPSAMI / THE SCOPE OF THIS PROXY COVERS THE FOLLOWINGS :

- () (a) Vekil tüm gündem maddeleri için kendi görüşü doğrultusunda oy kullanmaya yetkilidir.
(The proxy-holder is authorised to cast vote for all the agenda items in line with his own opinions.)
- () (b) Vekil aşağıdaki talimatlar doğrultusunda gündem maddeleri için oy kullanmaya yetkilidir.
Talimatlar: (özel talimatlar yazılır)
(The proxy-holder is authorised to cast vote for all the agenda items in line with below mentioned instructions) Instructions: (special instructions will be inscribed hereto)
- () (c) Vekil şirket yönetiminin önerileri doğrultusunda oy kullanmaya yetkilidir.
(The proxy-holder is authorised to cast vote in line with the advice of the company management)
- () (d) Toplantıda ortaya çıkabilecek diğer konularda vekil aşağıdaki talimatlar doğrultusunda oy kullanmaya yetkilidir. (Talimat yoksa, vekil oyunu serbestçe kullanır)
Talimatlar: (özel talimatlar yazılır)
(The proxy-holder is authorised to cast vote on the issues which may come up during the meeting, in line with below-mentioned instructions.(If there is not any instruction, the deputy may cast vote freely)
Instructions: (special instructions will be inscribed hereto)

B. ORTAĞIN SAHİP OLDUĞU HİSSE SENEDİNİN / THE PARTICULARS OF THE SHARE CERTIFICATE HELD BY THE SHAREHOLDER

- (a) Tertip ve serisi (Issue number and serial numbers) :
(b) Numarası (Numbers) :
(c) Adet-Nominal değeri (Amounts and Face Value) :
(d) Oyda imtiyazı olup olmadığı (Any privilege on the vote) : Yoktur / None
(e) Hamiline – Nama yazılı olduğu (Issued to bearer / name) : Nama / To Name

ORTAĞIN / SHAREHOLDER'S

ADI SOYADI veya UNVANI / NAME AND SURNAME :

İMZASI / SIGNATURE :

ADRESİ / ADDRESS :

NOT:(A) bölümünde,(a), (b) ve (c) olarak belirtilen seçeneklerden biri seçilir. (b) ve (d) seçenekleri için açıklama yapılır.
NOTE : You may choose any of the options (a), (b) or (c) mentioned in paragraph-A hereabove.
Explanations are required if (b) (d) were chosen.

THE AMENDED TEXTS OF THE ARTICLES

PREVIOUS TEXT

Company Capital Article 7:

The share capital of the Bank is YTL 269,500,000 (Two Hundred Sixty Nine Million Five Hundred Thousand) New Turkish Lira, divided into 269,500,000 registered nominative shares of YTL 1 (One) New Turkish Lira each.

YTL 215,000,000 (Two Hundred Fifteen Million) New Turkish Lira of the Bank's capital is fully paid up.

The Capital increase amounting to YTL 54,500,000 (Fifty Four Million Five Hundred Thousand) New Turkish Lira, has been covered through public offering by completely restricting the preferential rights of the present shareholders for this instance.

The shares representing the Bank's Capital are registered with the Central Registration Agency in line with dematerialization principles and are monitored from thereon.

NEW TEXT

Company Capital Article 7:

The share capital of the Bank is TL 539,000,000 (Five Hundred Thirty Nine Million) Turkish Lira, divided into 539,000,000 registered nominative shares with a value of TL 1 (One) Turkish Lira each.

TL 269,500,000 (Two Hundred Sixty Nine Million Five Hundred Thousand) Turkish Lira of the Bank's share capital is fully paid-up.

This time TL 269,500,000 (Two Hundred Sixty Nine Million Five Hundred Thousand) Turkish Lira of the Bank's Capital was increased through following resources:

- TL 158,395,692.34 (One Hundred Fifty Eight Million Three Hundred Ninety Five Thousand Six Hundred Ninety Two Turkish Lira and Thirty Four Kuruş) portion is paid through the premium of share-certificates issued for gratis (bonus),
- TL 80,750,074.07 (Eighty Million Seven Hundred Fifty Thousand Seventy Four Turkish Lira and Seven Kuruş) is paid from the profit of the Bank attained in previous years, for gratis (bonus),
- TL 30,354,233.59 (Thirty Million Three Hundred Fifty Four Thousand Two Hundred Thirty Three Turkish Lira and Fifty Nine Kuruş) paid from the extraordinary reserves of the Bank, for gratis (bonus).

Against the above-written Capital increase items, the shareholders are supplied with bonus (free) shares prorata to their present shares in the Bank's capital.

The shares representing the Bank's Capital are registered with the Central Registration Agency in line with principles of dematerialization and are monitored from thereon.