ICBC TURKEY BANK A.Ş. REMUNERATION COMMITTEE

Features of the members of the Remuneration Committee, are shown in the following table.

Member	Duty at the Committee	Definition of the Member
Jing Jin	Chairperson	Independent Board Member
Ruiming Hao	Member	Board Member

Pursuant to the "Regulation on Corporate Governance Principles of Banks" of the Banking Resolution and Supervision Agency and by the resolution of the Bank's Board of Directors dated July 11th 2011, a "Remuneration Committee" has been formed in order to monitor and supervise the remuneration practices on behalf of the Board of Directors. The Committee shall evaluate the remuneration policy and implementations thereof within the framework of the risk management and prepare and submit a report regarding its recommendations in relation thereto, to the Board of Directors, on an annual basis.

Purpose and Scope:

ARTICLE 1-
Evaluating the risk management framework of the Bank's remuneration policy and practices, and presenting them to the board of directors in line with the Banking Regulation and Supervision Agency (BRSA)'s "Regulation on Corporate Governance Principles of Banks" published in the Official Gazette dated 01.11.2006, numbered 26333; and the Capital Markets Board (CMB)'s "Regulation on Corporate Governance Principles" numbered II.I7.I, the Bank's articles of association, internal regulations and ethical rules.

Definitions:

ARTICLE 2-
As mentioned in this regulation;

Bank: ICBC Turkey Bank A.S.
Member of the board of directors without executive function (Non-executive Board Member): Member of the board of directors without executive function means a member of the board of directors who does not have an active unit operating an executive duty attached.
Independent Board Member: The board member who is defined as "independent member" and whose criteria are specified in the "Corporate Governance Communiqué" of the Capital Markets Board.

Structure and Formation of the Committee:

ARTICLE 3-: The Remuneration Committee was established with the Board of Directors Resolution dated 11/07/2011, numbered 1129/03 in order to ensure compliance with the remuneration policy by evaluating the Bank's practice related to salary payments within the framework of risk management, to make improvements and to submit suggestions to the Board of Directors in this regard.

- Board of Directors assigns at least two non-executive board members as Remuneration Committee members.
- Committee chairman shall be elected among the independent board members.
- General Manager of the Bank cannot have a duty at the Committee.
- The election of the members of the Committee and their term of office will be decided by the board of directors at the the first meeting after the ordinary general assembly meeting in parallel with the duration of BoD's membership. Board has the dismissal right for all times. If the membership of the Remuneration Committee is vacated due to loss of membership of the Board of Directors, dismissal, resignation, death or any other reason; the vacant membership is assigned by the Board of Directors.
- With the approval of the Remuneration Committee Members, the Committee may establish sub-working groups within the bank to ensure the effectiveness of its work
- The Human Resources Department shall carry out secretariat procedures of the committee.

Duties and Responsibilities of the Remuneration Committee

ARTICLE 4- Duties and Responsibilities of the Remuneration Committee;

- To evaluate the remuneration policy and the Bank's practice related to it within the framework of risk management. To make studies for improvements and submit suggestions to the Board of Directors in this regard.
- To supervise the studies of the Human Resources Department regarding salary payments.
- The committee acts under its authority and responsibility and advises the Board of Directors, but the final decision always belongs to the Board of Directors.
- To report its annual activities to the BoD.

Working Principles:

ARTICLE 5-

- The Committee convenes at the Bank's headquarters as required by the Bank's activities, not to be less than once a year.
- All resources and support are provided by the Board of Directors to enable the committee to fulfill its duties. The committee may invite the Bank manager or specialist people whom it deems necessary to the meeting and take their opinions.
- Minutes of the meeting shall be kept by the Committee Secretariat to cover all the matters discussed at the meeting. The minutes are supported by the documents presented at the meeting.
- After the decisions made at the committee meetings are put in writing, they are sent to all the members and the minutes are signed by the participating members of the Committee. Those required to be approved by the Board of Directors and those deemed necessary by the Committee to be presented to the Board of Directors are

notified to the Shareholder Relations and Board Secretariat to be included in the first Board meeting agenda.

- The Corporate Governance Committee meets with the participation of at least two members and decisions are made by majority vote.
- Every member has one vote. The votes are equal and no right of weighted vote or veto of any member or chairman is available. The chairman and the other members cannot vote by proxy for members who are not at the meeting.
- Secretariat procedures of the committee shall be carried out by the Human Resources Department. The Committee's secretariat is responsible for establishing the committee agenda, inviting for meetings, keeping a committee resolution book, informing the relevant units about the decisions of the committee, keeping track of the issues for which it was determined that the action is to be taken, and informing the committee about the results.
- The committee makes all the works done in writing and keeps the records. The Committee submits reports to the Board of Directors that contain information on its works and the results of the meeting.

ARTICLE 6-

- This Regulation entered into force with the decision of the Board of Directors dated 28/07/2017 and numbered 1446/02
- The provisions of BRSA, CMB and other legal regulations shall apply to matters not covered by this regulation.
- The Board of Directors is authorized to execute, make amendments to, interpret and apply this regulation when necessary.