REGULATION ON DUTIES AND WORKING PRINCIPLES OF ICBC TURKEY BANK A.Ş. CORPORATE GOVERNANCE COMMITTEE

Name and Surname	Duty at the Committee	Definition of the Member
İhsan Uğur Delikanlı	Chairperson	Independent Board Member
Ruiming Hao	Member	Board Member
Levent İşcan	Member	Shareholder Relations and Board Secretariat Department Director, (Capital Market Licence Level 3 and Corporate Governance Licence)

1. PURPOSE AND SCOPE

ARTICLE 1- The organization and functioning of the Corporate Governance Committee (Committee) established to monitor compliance with the Bank's corporate governance principles, to undertake improvement efforts in this regard, and to make proposals for the board of directors, in line with "Regulation on Corporate Governance Principles of Banks" issued by the Banking Regulation and Supervision Agency ("BRSA") and published in the Official Gazette dated 01.11.2006 and numbered 26333, "Communiqué On Corporate Governance" issued by the Capital Markets Board ("CMB") numbered II.17.1, Bank's articles of association, Bank's internal regulations and ethical rules of our bank

With the decision of the Board of Directors of our Bank dated 30/03/2012 and numbered 1168/01, duties of the Nominating Committee have been decided to be fulfilled by the Corporate Governance Committee within the scope of the related legislation and the duties of the Nomination Committee have been regulated under the Regulation on Corporate Governance Committee.

2. DEFINITIONS

ARTICLE 2-
As mentioned in this regulation;

Bank: ICBC Turkey Bank A.S.
Corporate Governance: The management of the senior management of the bank in a responsible, fair and transparent manner and in a manner that protects the rights and interests of all stakeholders and shareholders and the account owners, in the direction of the Bank's designated targets, the Banking Law, the Capital Markets Law and other regulations issued relating to the them and other relevant legislation, the articles of association and bank's internal regulations and ethical rules of banking,
Board Member without Executive Duties: The board member who is not managing any unit that conducts executive actions,
Unit that Conducts Executive Actions: The unit in which direct revenue generating activities are executed,

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.
The Senior Management: The Board of Directors and the senior level management,
The Senior Level Management: Bank's General Manager and Deputy General Managers, the managers of units within the internal systems and the managers of units other than consulting units who work in positions equivalent to or higher than the Deputy General Manager in terms of authority and duties even if they are employed by other titles.

3. COMPOSITION AND STRUCTURE OF THE COMMITEE

ARTICLE 3- "Corporate Governance Committee" was established with the decision of Board of Directors of our Bank dated 04/02/2005 and numbered 758/02 in order to monitor the compliance with the Corporate Governance Principles, to make improvement efforts in this regard and to offer suggestions to the Board of Directors and to coordinate the work of Shareholder Relations and Board Secretariat. Within the scope of the Board of Directors' decision dated 30/03/2012 and numbered 1168/01, the duties of the Nominating Committee are also fulfilled by the Corporate Governance Committee.

In this regard;

- The Board of Directors appoints at least its two non-executive members as corporate governance members to monitor compliance of the bank with the corporate governance principles, to undertake improvement efforts in this respect, and to offer suggestions for the board of directors.
- The Chairman of the Committee is elected among the independent members of the Board of Directors.
- Within the scope of Article 11 of Corporate Governance Communiqué Numbered II-17.1 of the CMB, our Bank's Shareholder Relations and Board Secretariat Unit Manager also takes part in the Committee as a member, provided that he/she has the necessary qualifications.
- Bank’s General Manager cannot take part in the committee.
- The Members of the Committee shall be re-determined in parallel with the term of office of the Board Membership at the first meeting of the Board of Directors to be held annually after the Ordinary General Assembly meeting. The Board of Directors is always entitled to dismiss. If the membership of the Corporate Governance 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 members of the Corporate Governance Committee, the Committee may establish subordinate working groups within the bank to ensure the effectiveness of its work.
- Secretariat transactions of the committee shall be carried out by the Shareholder Relations and Board Secretariat.

4. DUTIES AND RESPONSIBILITIES OF THE CORPORATE GOVERNANCE COMMITTEE

ARTICLE 4- Duties and Responsibilities of the Corporate Governance Committee are as follows;

- It monitors compliance of the bank with the corporate governance principles and is involved in remediation work in this regard and offers suggestions to the Board of Directors.
- In the event that the Corporate Governance Principles are not applied, it determines the reason for this and the conflicts of interest that occur due to the failure to comply, and provides the establishment of the necessary policies for this purpose and ensures the preparation of the Corporate Governance Principles Compliance Report.
- It observes the matters related to the transparency.
- It supervises the works of Shareholder Relations and Board Secretariat.
- The committee acts under its authority and responsibility and offers suggestions to the Board of Directors, but the final decision always belongs to the Board of Directors.

5. DUTIES AND RESPONSIBILITIES OF THE NOMINATING COMMITTEE

ARTICLE 5- The duties and responsibilities of this committee shall be fulfilled by the Corporate Governance Committee unless a Nomination Committee is established within the Board of Directors. The committee's responsibilities in this context are as follows;

- It evaluates candidate proposals for independent board membership, including management and shareholders, taking into account the candidate's independence criteria, and submits its evaluation for the approval of board of directors in the form of a report.
- It works on the establishment of a transparent system for the determination, evaluation and training of suitable candidates for the board of directors and on the determination of policies and strategies on this subject.
- It carries out regular evaluations on the structure and efficiency of the board of directors and presents recommendations to the board of directors for any changes that may be made in these matters.
- It identifies and supervises the approach, principles and practices of performance evaluation and career planning of board members and senior managers.

6. WORKING PRINCIPLES OF COMMITTEE

ARTICLE 6-

- 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.

- The Committee may benefit from the opinions of independent experts on issues that it deems necessary in relation to its activities. The cost of consultancy services that the committee needs is covered by the Bank. However, in this case, information about the person/organization the service is received from and whether this person/organization has any relation with the Bank is included in the Activity Report.
- 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 taken at the committee meetings are made in writing, they are sent to all the members within 7 working days at the latest from the date of the meeting and the said minutes are signed by the members of the Committee participating in the meeting. The decisions to be approved by the Board of Directors and those deemed necessary by the Committee to be presented to the Board of Directors shall be communicated to the Committee secretariat for consideration at the first Board meeting.
- 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 can not vote by proxy for members who are not at the meeting.

7. SECRETARIAT

MADDE 7 - Secretariat of the committee shall be carried out by the Shareholder Relations and Board Secretariat Unit. The Committee's secretariat is responsible for establishing the committee agenda, inviting for meetings, keeping a meeting note book, informing the relevant units about the decisions taken, keeping track of the issues for which it was determined that the action is to be taken, and informing the committee about the results.

8. REPORTING

ARTICLE 8-

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.

9. ENFORCEMENT AND EXECUTION

ARTICLE 9-

This Regulation entered into force with the decision of the Board of Directors dated 01/09/2014 numbered 1283/01.

The Board of Directors is authorized to execute, make amendments to, interpret and apply this regulation when necessary.