ICBC TURKEY BANK A.Ş. AUDIT COMMITTEE

Member	Duty at the Committe	Definiton of the Member
Qian Hou	Chairperson	Independent Board Member(*)
Jıng Jin	Member	Independent Board Member

(*)According to the law of Capital Market Board's "Corporate Governance Communiqué" numbered II-17.1 Audit Committee members are considered as Independent members.

The audit committee is responsible from supervising effectiveness and sufficiency of the internal systems of the bank, operation of these systems and accounting and reporting systems within the framework of the Law and relevant regulations and integrity of the information generated on behalf of the Board of Directors, performing rating, assessment and pre-assessment in selection of the support service institutions by the Board of Directors with the independent audit institutions, monitoring regularly activities of these institutions selected by the Board of Directors and concluded agreements with, providing consolidated performance and coordination of internal audit activities of the partnerships of the bank subject to consolidation pursuant to regulations put in to effect on the basis of Law, carrying out the whole compliance program in conformity with the scope and features of the activities of the Bank and the bank's Branch, agency, representative and such units abroad, efficiently and sufficiently.

The audit committee is assigned and authorized;

a) to supervise whether regulations on Internal Control, internal audit and risk management and in-bank policies and application methods approved by the Board of Directors are followed and to make suggestions to the Board of Directors on the measures to be taken,

b) to create communication channels providing the personnel of the units within the scope of the internal systems directly to them,

c) to supervise whether the internal audit system includes the current and planned activities of the bank and the risks arising from these activities, to review in-bank regulations relevant to the internal audit to be put into effect by the approval of the Board of Directors,

ç) to make suggestions to the Board of Directors on selection of the managers of the units within the scope of the internal systems which are connected to the audit committee, to offer opinions to the Board of Directors for dismissing them from duty,

d) to receive opinions and suggestions of the senior management relevant to the internal systems and evaluate them,

e) To provide establishment of communication channels for in-bank irregularities to be reported directly to it or internal audit unit or the inspectors,

f) To follow up whether the inspectors perform their duties independently and impartially,

g) to review internal audit plans,

ğ) to make suggestions to the Board of Directors on the qualifications required in personnel who shall take office at the units within the scope of the internal systems,

h) to follow the measures taken by the senior management and the units connected on the matters determined in the internal audit reports,

ı) to assess professional education levels and competences of the managers and personnel working in the units within the scope of the internal systems,

i) to evaluate whether methods, tools and application procedures require for determining, measuring, monitoring and controlling the risks Bank bears are available,

j) to make meetings with the inspectors and independent auditors of the independent audit institution conducting the independent audit of the bank regularly, for at least four times a year and within the program and agendas to be determined,

k) to inform the Board of Directors on opinions and evaluations of the relevant senior management, the personnel working at the internal control and internal audit and the independent audit institution about on applications needed to fulfill duties properly within the scope of its duties and responsibilities and to provide and develop effectivity,

l) to review assessments of the independent audit institution within the scope of the compatibility of the Bank's accounting applications to the Law and other relevant legislation, to receive explanation of the relevant senior management on the determined inconsistencies,

m) to evaluate results of the independent audit, annually and quarterly prepared financial statements and documents relevant to these and the report of the independent audit with the senior management and independent auditors, and resolve the subjects which the independent auditor has hesitated on.

n) To evaluate independency of the activities relevant to the Bank, of the rating institutions the Bank shall sign an agreement with, independent audit institutions and rating institutions including those auditing information systems and their Chairman and members of the Board of Directors, auditors, managers and employees and the efficiency of the resources allocated, to submit their evaluations to the Board of Directors by a report, and to repeat these processes regularly during the agreement, not longer than quarterly, in case service is taken,

o) To make risk assessment relevant to the support service the Bank shall receive, to submit their evaluations to the Board of Directors by a report, and to repeat these processes regularly during the agreement, not longer than quarterly, in case service is taken, and also monitoring the sufficiency of the services of the support service institution,

ö) To supervise whether the Bank's financial reports include all real required to be reflected, whether prepared in compliance with the Law and other relevant legislation, to have the detected defects and irregularities to be corrected,

p) to discuss with the independent auditors whether the financial reports reflect financial status of the bank, results of the works performed, and the cash flow of the bank accurately and whether they are prepared in compliance with the procedures and principles determined in Law and other relevant legislation,

r) to report to the Board of Directors the activities it has executed within the term and the results of these activities, provided that this period does not exceed six months, to state in the report its opinions on the measures required to be taken in the bank, applications needed to be performed and other issues it believes important in terms of maintaining the bank activities safely,

s) To follow whether those entitled to open a credit themselves, their spouses, children under their custody or other real and legal entities constituting a risk group take part in the evaluation and decision stage of the credit transactions they are a party of and generate communication channels providing reporting of these matters to them,

ş) Within the scope of the Compliance Program; to assign compliance supervisor, to provide establishment of the compliance unit directly reporting to the compliance supervisor and responsible from performance of the compliance program to provide the compliance supervisor

to fulfill his duties and responsibilities effectively and to allocate sufficient personnel and source for the compliance unit, to determine authorities and responsibilities of the compliance supervisor and the compliance unit clearly and in written, to approve corporate policies, annual training programs and changes to be made in them according to the developments, to evaluate internal audit activities results by monitoring and controlling the risk management carried out, to take the measures required to remove in time the defects and deficiencies detected, to take the measures avoiding breach of confidentiality liability and to provide all activities within the scope of the compliance program to be conducted effectively and in coordination.