

# ICBC TURKEY BANK A.S. DISCLOSURE POLICY

## 1) Purpose and Scope

Purpose of the Information Policy of ICBC Turkey Bank A.Ş. (“ICBC Turkey Bank”); is to ensure that information be provided to the shareholders, investors of our Bank and to all parties having an interest, in accordance with related laws and regulations, concurrently and equally. Mainly in compliance with the “Communiqué on Material Events” no.II-15.1, issued by the Capital Markets Board (“CMB”), also within the frame of other regulations issued by the CMB, the Banking Law and the regulations related to that Law, the Turkish Commercial Code (“TCC”), rules and regulations of Borsa İstanbul (“BİAŞ”) and other related laws and regulations, an efficient communication policy has been targeted and formed in a manner to ensure information is provide to public simultaneous, completely, in legible, construable manner and available with lowest cost.

Our Bank’s Information Policy covers all information required to be disclosed to inform public, other than the information considered as “bank secret” and “commercial secret” within the scope of article 73 titled “Nondisclosure of Secrets”, of the Banking Law and disclosure of which is not legally prohibited.

## 2) Authority and Responsibility

ICBC Turkey Bank Information Policy has been ratified by the Board of Directors and has come into effect thereafter. In the Bank, the Board of Directors shall be empowered and responsible to provide information to public and to follow, supervise and develop the Information Policy and for coordination of the function of providing information, authorised managers have been designated who are in charge of the Corporate Governance Committee, Internal Systems, Finance Group, Shareholders Relations and Board Secretariat, Treasury and Investor Relations and Retail Banking Group.

Processes such as meeting demands for information which is not in the nature of bank and client secret, by existing and potential investors and rating agencies located abroad and by related parties in international borrowings; representing our bank in meetings organised abroad, in teleconferences; making presentation regarding the Bank to investors and other related institutions located abroad, shall be performed by the Treasury and Investor Relations Group.

## 3) Methods and Tools Used in Public Disclosure

Methods and tools used by our Bank for public disclosure are presented for utilisation of public through the “Public Disclosure Platform” ([www.kap.gov.tr](http://www.kap.gov.tr)) and the corporate internet site of our Bank. Furthermore, the “e-YÖNET-Corporate Governance and Investor Relations Portal” of the Central Registry Agency (“CRA”) is also used to inform our shareholders directly and efficiently. Methods and tools used for public disclosure within the framework of the Capital Markets Laws and Regulations, Banking Laws and Regulations, TCC and other related laws and regulations, are specified below:

### **a) Material Event Disclosures**

Within the scope of the Communiqué no.II-15.1, of the CMB, material event disclosures required to be made to public, shall be prepared by the Shareholder Relations and Board of Directors Secretariat and after being signed by authorised signatories holding electronic certificate within the scope of the CMB rules and regulations, who are authorised by the Board of Directors, shall be sent to the Public Disclosure Platform (“PDP”) and shall be disclosed to public. Material event disclosure, on the

business day following disclosure thereof to public, shall be published under the Investor Relations/Material Event Disclosures menu, on the corporate internet site of our Bank ([www.icbc.com.tr](http://www.icbc.com.tr)); said disclosure shall be available on our internet site for a period of five years. Language of material event disclosures, shall be Turkish. However, in necessary cases, provided that the responsibility for accuracy of the content thereof, shall be borne by our Bank, additionally its translation in English or in other related languages may be published simultaneously with the disclosure in Turkish. In disclosures made in English or in other languages, a reservation statement indicating that the disclosure in Turkish shall be considered as the basis, shall also be specified.

### **b) Financial Statements**

They shall be prepared on consolidated and unconsolidated basis within the framework of the regulations of the Banking Regulation and Supervision Agency (“BRSA”), the Turkish Accounting Standards and the Turkish Financial Reporting Standards. Financial statements, footnotes and explanations with regards to related financial statements shall be subject to independent audit, within stipulated periods, following approval of the Board of Directors, they shall be sent by the Financial Control and Reporting Department to the PDP in electronic platform and shall be disclosed to public. After the financial statements and the footnotes thereof and the independent audit report are disclosed to public, they shall be published under the “Investor Relations/Financial Reports” menu, on the corporate internet site of our Bank. Related financial statements shall be signed, together with an accuracy statement, by the Chairman of the Board of Directors, members of the Audit Committee, General Manager and the Assistant General Manager in charge of Financial Affairs and the Financial Control and Reporting Department Manager.

According to the “Regulation on Procedures and Principles Regarding Accounting Practices and Preserving Documents” of the BRSA, consolidated and unconsolidated year-end financial statements of our Bank, shall be published without any footnote, in the Official Gazette until the end of April following the year which they relate to.

Furthermore, financial statements and reports shall be sent to the BRSA, Central Bank of the Republic of Turkey (“CBRT”) and the banks Association of Turkey (“BAT”) within the periods set forth in related laws and regulations.

### **c) Annual Activities Reports**

In order to inform the shareholders of our Bank, investors and other related persons and institutions, consolidated and non-consolidated activity reports shall be prepared annually and in interim terms, within the framework of procedures and principles set forth in the “Regulation on Procedures and Principles Regarding Preparation and Publication of Annual Activities Report by Banks” of the BRSA and related communiqués of the CMB.

In the annual activities report, mainly; compliance opinion of the independent audit firm, developments in the world and Turkish economy, information regarding our Bank and its activities, corporate governance practices, evaluations regarding financial information and risk management, corporate governance principles compliance report and financial tables prepared on consolidated and unconsolidated basis with regards to related accounting period, and the footnotes thereof and independent audit report information shall be specified.

In the interim term activities reports prepared in quarterly terms, important events in relation to that interim term and their impact on financial statements and important risks and uncertainties in those matters for the remaining part of the accounting period, shall be set forth.

Annual and interim term activities reports shall be essentially prepared in Turkish, by annexing the translations thereof in English or other related languages, when necessary, and shall be signed, with an accuracy statement, by the Chairman of the Board of Directors, Members of the Audit Committee, General Manager and the Assistant General Manager in charge of Financial Affairs and the Financial Control and Reporting Department Manager.

Annual and interim term activities report, after being approved by the Board of Directors, shall be sent by the Financial Control and Reporting Department to the PDP in electronic environment and shall be disclosed to public and thereafter, shall be published on the corporate internet site of our Bank ([www.icbc.com.tr](http://www.icbc.com.tr)) and on the “e-YÖNET (Corporate Governance and Investor Relations) Portal” of the CRA.

Annual activities report which is considered as suitable to be presented to the General Assembly by a resolution of the Board of Directors, together with opinion of the independent auditor, shall be prepared mainly in Turkish and if necessary, by annexing its translation in English and in other related languages and shall be made available for examination of shareholder, three weeks before the General Assembly Meeting each year.

#### **d) ICBC Turkey Bank Corporate Internet Site**

For providing information and making disclosure to public, the internet site of our Bank shall be used actively and intensely. Internet site shall contain the information and data in Turkish and English, as required by Corporate Governance Principles and by regulatory authorities.

In the “About Us” section of our Turkish website ([www.icbc.com.tr](http://www.icbc.com.tr)); our history, vision, mission and strategic targets, in the “Investor Relations” section; corporate governance principles compliance report, curriculum vitae of the Members of the Board of Directors, curriculum vitae of the General Manager and Assistant General Managers, information regarding committees established within the scope of the Board of Directors, profit distribution policy, information policy, human resources policy, banking ethical principles, information regarding shareholding structure of the Bank and privileged shares, up-to-date version of the articles of association and amendments made in the articles of association, date and issue number of the Turkish Trade Registry Gazette in which the last amendment to the Articles of Association is published, interim term and annual financial statements, independent audit reports, footnotes thereof, activities reports; relating to ordinary/extraordinary general assembly meetings, the agenda, list of participants, minutes of meetings, form of voting by proxy, internal directive regarding general assembly meetings of the bank, prospectus and public offering circular in connection with the last capital increase, material event disclosures, rating information, trade registry information, BRSA communication and investor communication information, shall be published. Furthermore, on the internet site in Turkish, general information regarding ICBC Turkey Bank and detailed information relating to banking services, shall be given.

On our English website ([www.icbc.com.tr](http://www.icbc.com.tr)); in the “About Us” section, our history, vision, mission and strategic targets, news about the Bank, , in the “Investor Relations” sections, corporate governance principles compliance report, curriculum vitae of the Members of the Board of Directors, curriculum vitae of the General Manager and Assistant General Managers, profit distribution policy, information policy, shareholding structure of the Bank, up-to-date version of the Articles of Association, interim term and annual financial statements, independent audit reports, footnotes, rating information, trade registry information and investor communication information, shall be published.

Within the scope of the provisions of the “Regulation on Internet Sites to be Launched by Capital Companies”, published on the Official Gazette dated 31/05/2013 and no.2863; disclosures required to be made by our Bank according to law, shall be made via the “Information Society Services” link, provided by way of receive service from the CRA and available on our internet site.

All required measures shall be taken by the Information Technologies Departments of our Bank, to ensure security of the internet site of our Bank, necessary updates shall be performed.

**e) Announcements and Notices Made by the Turkish Trade Registry Gazette, the Official Gazette and Daily Newspapers**

According to the provisions of the Turkish Commercial Code and the Trade Registry Statute and the Capital Markets Laws and Regulations; all obligatory information such as the general assembly meetings including the signing powers of the Bank's personnel, agenda of the general assembly meeting, samples of proxies, amendments to the articles of association and capital increases, opening, closing branches, changes in addresses and names, etc. shall be published by the Turkish Trade Registry Gazette and daily newspapers.

According to the "Regulation on Procedures and Principles Regarding Accounting Practices and Preserving Documents" of the BRSA, consolidated and unconsolidated year-end financial statements of our Bank, shall be published without any footnote, in the Official Gazette until the end of April following the year which they relate to.

**f) Information Disclosed in Investor Information Meetings or Press Conferences**

In case introductory meetings, information meetings are held with a certain group of investors, presentation and reports disseminated in press conferences shall be published on the "Investor Relations" section of the website of our Bank.

All kinds of questions directed to our Bank by shareholders by telephone, fax, e-mail or various means, shall be answered by the Shareholder Relations and Board of Directors Secretariat, under coordination of the Corporate Governance Committee.

When required, on behalf of our Bank, press releases may be made according to our Bank's Corporate Communication Implementation Directive through written and visual media. Within the scope of this Directive, press agent of the Bank is the Assistant General Manager in charge of the Retail Banking Group.

Furthermore, information relating to the products and services of our Bank, shall be made available in the form of brochures and booklets at all our branches and units or may be delivered to our clients and to persons who are not our clients, through our branches.

**4) Disclosures Regarding Exercise of Partnership Rights**

For matters which become definite by a resolution of the Board of Directors relating to shareholders, declaration shall be made to PDP and they shall be published on the internet site of our Bank:

- ✓ date, time, place of Ordinary and Extraordinary General Assembly meeting, articles on the agenda
- ✓ how shareholders shall exercise their right to attend General Assembly meetings,
- ✓ voting process and conditions for voting by proxy,
- ✓ information documents which relate to matters within the scope of articles on the agenda and which are required to be presented for examination of shareholders before a meeting,
- ✓ minutes of General Assembly meetings,
- ✓ total number of shares held by participants and the list of participants relating to total voting rights,

- ✓ announcement with regards to Distribution of Profit, announcement with regards to issuing new shares, paid and bonus capital increase and exercising the right to acquire new shares in case of capital increases,
- ✓ announcement regarding General Assembly Meetings, articles of the agenda and the documents to be presented for examination of shareholders within the scope of articles, shall also be published on the “e-GENEL KURUL” (the Electronic General Assembly System) Portal of the CRA.

## **5) Ensuring Confidentiality of the Information to be Disclosed to Public**

In order to provide a balance between the transparency principle and protection of the Bank’s interests, the Board of Directors shall be responsible to take and implement all kinds of measures to prevent utilisation of internal information which come to the knowledge of all employees of the Bank who are authorised to have access to internal information, when performing their duties and to ensure confidentiality of internal information until such information is disclosed to public.

List of Persons Authorised to Have Access to Internal Information shall be prepared by the Bank, in a manner covering real persons or legal entities acting on behalf of and on account of the Bank and the persons who work as connected to the Bank by a labour contract, agreement or by any other means and who are authorised to have access to internal information. Responsibilities of the persons included in the list and the reasons of including them therein, shall be specified explicitly. Said list shall be updated by the Human Resources Department of our Bank. “ICBC Turkey Bank List of Persons Authorised to Have Access to Internal Information” and the updates made in that list shall, upon demand, be sent by the Human Resources Department to the CMB and related exchange.

The Bank shall take necessary measures to ensure that the information to be obtained by the persons who can have access to internal information when performing acts and transactions on behalf of the Bank (independent auditor, lawyer, consultant, etc.), by virtue of law and within the scope of special agreements between them and the Bank, be kept confidential.

## **6) Postponement of Disclosure of Internal Information to Public**

On the condition that any responsibility relating thereto, shall be borne by itself, Our Bank may postpone disclosure of internal information to public to avoid any damage which may be caused to its legitimate interests, provided that it shall not result in any misleading of the public and our Bank is capable of ensuring confidentiality of such information. As soon as the reasons for postponement of internal information to public, terminate; related internal information shall be disclosed to public. In the announcement to be made, postponement decision and the reasons on which it is based, shall be specified. When our Bank decides to postpone disclosure of internal information to public; a resolution of the Board of Directors or if authorisation is given by the Board of Directors, written approval of the person who is authorised shall be required for the postponed information, impact of postponement on protection of the legal rights of our Bank, that it shall not give rise to any risk of misleading investors and what kind of measures to be taken to protect confidentiality of said information during the postponement.

## **7) Persons with Administrative Responsibility**

Within the scope of the Communiqué no.II-15.1 of the CMB, the persons with administrative responsibility at our Bank are composed of the senior management of ICBC Turkey Bank including the Members of the Board of Directors, General Manager, Assistant General Managers and the Chairman of the Board of Inspection, Internal Control Centre and Compliance Manager and the Risk

Management Department Manager. These persons are also specified on the “List of Persons Authorised to Have Access to Internal Information”.

## **8) Following the News and Rumours about Our Bank**

News about “ICBC Bank Turkey”, published in written and visual media in Turkey, shall be followed on daily basis by a media monitoring agency, with which an agreement shall be made. Such news shall be reported everyday by the Advertising and Public Relations Unit of our Bank, to the senior management of the Bank. If the news and comments regarding ICBC Turkey Bank, published in prominent written and visual media channels, are of a nature misleading the public or require to make an explanation according to the CMB rules and regulations, after approval of the Bank’s senior management is obtained, a material event disclosure shall be made by the Shareholder Relations and Board Secretariat regarding that matter, through the PDP within the framework of principles set forth in the Communiqué.

Furthermore, if it is demanded by our Bank that a disclosure or announcement be made by our Bank with regards to news and rumours about our Bank, published in written and visual media organs, which, however, do not require to make any material event disclosure according to the Communiqué no.II-15.1 of the CMB and there is no legal impediment for such disclosure, relevant disclosure or announcement shall be published under a title to be opened in the “Investor Relations” section on our internet site.

## **9) Disclosure of Future Information to Public**

In the event any future information in relation to our Bank, is disclosed to public, assumptions and the data on which those assumptions are based, shall also be disclosed. If the estimations and their basis contained in any future information disclosed to public, do not realise or it is understood that they shall not realise, then the updated information shall immediately be disclosed to public, together with the reasons thereof.

## **10) Effectiveness and Supervision**

### **Effectiveness**

Provisions of this Policy have come into effect by the resolution of the Board of Directors dated 27 April 2009 and no.1007/02 and have been updated as of the date of 19/01/2018 by the resolution of the Board of Directors no.1480/01.

Board of Directors shall be authorised to change this Policy. Changes to be made shall be announced at the PDP and shall be published on the corporate internet site of our Bank.

### **Supervision**

Supervision of compliance with the provisions of this Policy with regards to the Bank, shall be conducted by units within the scope of Internal Systems and shall be declared to the Audit Committee, which they report to. Required declarations shall be made by the Audit Committee to the Board of Directors.