

## ICBC Turkey Bank A.S. Credit Committee

### Credit Committee Members

Name and Surname	Duty at the Committee	Definition of the Member
Qian Hou	Chairperson	Chairperson
Hüseyin Hasan İmece	Member – Vice Chairperson	Deputy General Manager
Li Xiao	Member	Board Member
Jianfeng Zheng	Alternate Member <sup>(*)</sup>	Board Member
Xin Zheng	Alternate Member <sup>(*)</sup>	Independent Board Member

(\*) Alternate members have been elected to deputize members of the credit committee who cannot attend a meeting.

By the resolution of the Bank's Board of Directors dated May 22nd 2015 and with number 1324/01, it has been resolved to form a Credit Committee consisting of three persons, namely two members of the Board of Directors and the General Manager of our Bank, in order to perform the duties relating to credits to be assigned by the Board of Directors, within the scope of the Banking Law no.5411 and the Regulation on Banks Credit Transactions which has been published in the Official Gazette dated November 1st 2006 and issue no.26333 and has come to effect accordingly. Duties of the Credit Committee are; to take credit decision within the scope of its powers and to take the decisions relating to other works designated by the Board of Directors. Credit Committee conducts its activities within the framework of the Credit Committee Regulation, which has been adopted by the Board of Directors resolution dated August 23rd 2017 and numbered 1451/02.

### **1. OBJECTIVE**

**The designated regulations, which were prepared in line with** the Banking Law of Turkey (No.5411), "Regulation on Procedures and Principles for Classifications of Loans and Provisions to Be Set Aside"and "Regulation on the Principles and Procedures for Notification of and Taking Oath and Declaration of Assets by Executives to be Appointed to Top Management of Banks and Maintenance of the Book of Resolutions" ( dated Nov. 1, 2006 and Official Gazzette Nr. 26333 ), " The Articles of Association of the industrial and Commercial Bank of China" , "Notice on Regulating the Credit Risks on Major Issues of Collective Deliberations of Foreign Institutions" (GYBF[2012]No.468) , and other relevant Turkish laws and regulations and relevant regulations of parent bank and the bank , were prepared in order to support operations of Credit Committee. The regulations were released on May 22, 2015 and revised in July 2017.

### **2. SCOPE**

It contains the operation rules of Credit Committee, and quality requirements of application documents submitted to the committees.

### **3. COMMITTEE FUNCTION**

The bank sets up a Credit Committee to perform the credit approval function as regulated in the Banking Law, and be responsible for making approval decisions on the credit applications and other operations designated by the board of directors within the range of approval authority.

### **4. COMMITTEE MEMBERS**

The members of the Credit Committee consist of:

Chairperson of board of directors;

General Manager;

Executive Directors.

The Chairperson of board of directors shall also serve as the Chairperson of the Committee; the General Manager shall serve as the Vice Chairperson of the Committee; moreover, the board of directors shall appoint two members from the board of directors as the alternate members, which shall substitute the members who is unable to attend committee meeting to perform duties. When the General Manager cannot attend a meeting, the Deputy General Manager shall substitute to perform duties.

### **5. VOTING RULES**

When all members of the Credit Committee reach the consensus, the resolution shall immediately take effect and be enforceable; when only majority of members reach the consensus, the resolution shall be submitted to the board of directors for review again. The attending members shall be responsible for the approval of decisions.

### **6. MEETING FORM**

The Credit Committee may deliberate matters in ways of on-site, video, telephone conference or email communication, etc. Marketing departments and Credit Allocation Department shall attend the meeting to report the opinions of credit application, analysis and allocation, as well as approval suggestions. The credit applications directly submitted by the branches may be reported by the Credit Allocation Department on behalf. Other relevant personnel may also be invited to attend the meeting.

### **7. MEETING PROCEDURE**

The procedure of Credit Committee meeting shall be as followed:

**7.1.** Proposals and relevant documents to be submitted for approval shall be submitted to the Secretariat at least three days in advance on principle;

**7.2.** After gathering all documents, the Secretariat shall arrange the meeting agenda after obtaining the consent of the Chairperson of Credit Committee, and distribute the documents to each member and attending personnel;

**7.3.** In the meeting, as for each proposal, the relevant business department shall report the situation of the business and answer the questions of the members;

**7.4.** Inquiry and discussion by members;

**7.5.** The Committee votes;

**7.6.** The Secretariat drafts and submits minutes and resolutions of the committee for approval signing.

## **8. SUPERVISION**

The board of directors has the right to supervise and manage the works of the Credit Committee. Every member of the board of directors can access all working records of the Credit Committee, and may take any control measure that the member deems necessary.

## **9. REQUIREMENT ON DOCUMENTATION**

The credit application documents submitted to the Credit Committee for approval shall include but not be limited to English executive summary of credit analysis and allocation report from credit group, English financial statement and intelligence report from Credit Allocation Department, other necessary documents and relevant documents required by the Credit Committee. As for the credit application requiring collective deliberation before approval, the meeting minutes of Credit and Investment Assessment Committee shall also be submitted.

The Credit application documents must be complete, authentic and valid. Generally, the date of financial data must be updated as of the last quarter before the committee meeting date (otherwise, special explanation of absence of last quarter financial data should be provided in application document).

Executive summaries should include shareholding structure and main shareholder's property information as well as other information. Credit application documents with dated/invalid, incomplete or unauthentic information are not permitted to be submitted to credit committee for approval.

For some credit applications which include legal issue, Legal Affairs Department should make formal legal opinion letter in both English and Turkish after getting request from credit relevant departments or the Credit and Investment Assessment Committee. In the letter, the subject legal issue should be described, the legal risk should be analyzed and assessed, and legal advice on decision of the subject legal issue should be provided to support making credit decision.

## **10. RESOLUTIONS**

The resolutions of the Credit Committee shall be recorded both in Turkish and English. Turkish version shall serve as the statutory archival file.

## **11. MISCELLANEOUS**

**11.1.** The Credit Committee set up the Secretariat, which shall be responsible for handling daily affairs of the Committee, organizing committee meetings, drafting minutes and resolutions of committee, and keep minutes before archiving.

**11.2.** The Credit Committee shall hold once meeting per week in general. In case of emergency, interim meeting may be held.

**11.3.** Entitled by Credit Committee, Credit & Investment Management Department is responsible for revising the Rules.