

TÜRKİYE SİNAİ KALKINMA BANKASI A.Ş. Corporate Governance Information Form 2018 - Annual Notification

Summary Info

Compliance Governance Information Filings

1. SHAREHOLDERS

Related Companies

Related Funds

1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	64 meetings, 4 tele-conferences
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	-
The number of special audit requests that were accepted at the General Shareholders' Meeting	-
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	https://www.kap.org.tr/en/Bildirim/663667
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Yes
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	-
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	-
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	-
The name of the section on the corporate website that demonstrates the donation policy of the company	http://www.tskb.com.tr/i/assets/document/pdf/TSKB_DonationPolicy_ENG.pdf
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	https://www.kap.org.tr/en/Bildirim/425782
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	-
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	Auditors, employees
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Hayır (No)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	-
The percentage of ownership of the largest shareholder	% 41,44

1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	-
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	http://www.tskb.com.tr/i/assets/document/pdf/TSKB_Dividend_Policy_2019.pdf
Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.	-
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	-

General Assembly Meetings

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
23/03/2018	0	% 84,84	% 1	% 99	Investor Relations/General Assembly	Investor Relations	12	216	https://www.kap.org.tr/en/Bildirim/663667

2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	http://www.tskb.com.tr/en/investor-relations
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	http://www.tskb.com.tr/en/investor-relations/bank-information/ownership-structure
List of languages for which the website is available	Turkish and English
2.2. Annual Report	
The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	Corporate Governance and Risk Management / Corporate Governance / Board of Directors
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	Corporate Governance and Risk Management / Corporate Governance / Board of Directors
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	Corporate Governance and Risk Management / Corporate Governance / Board of Directors
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	Strategy, Performance and Expectations / External Factors
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	Financial Statements & Notes
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	-

f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	-
g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results	Strategy, Performance and Expectations / Investing in Human Resources, Corporate Social Responsibility

3. STAKEHOLDERS

3. STAKEHOLDERS	
3.1. Corporation's Policy on Stakeholders	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	http://www.tskb.com.tr/en/about-us/careers-at-tskb/hr-functions
The number of definitive convictions the company was subject to in relation to breach of employee rights	0
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Head of Board of Internal Auditors
The contact detail of the company alert mechanism	tefkurbas@tskb.com.tr
3.2. Supporting the Participation of the Stakeholders in the Corporation's Management	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	http://www.tskb.com.tr/en/about-us/careers-at-tskb/human-resources-policy
Corporate bodies where employees are actually represented	Employees' feedback is solicited from them via various platforms and questionnaires. Besides, having gathered employees from every department, the Bank also has put the ?HR Representatives? project into practice.
3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	The Board of Directors has no role on developing and ensuring that the company has a succession plan for the key management positions. The Board supports the succession plan of the bank.
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	http://www.tskb.com.tr/en/about-us/careers-at-tskb/human-resources-policy
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)
The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	http://www.tskb.com.tr/en/about-us/careers-at-tskb/human-resources-policy
The number of definitive convictions the company is subject to in relation to health and safety measures	0
3.5. Ethical Rules and Social Responsibility	

The name of the section on the corporate website that demonstrates the code of ethics	http://www.tskb.com.tr/en/investor-relations/corporate-governance/code-of-banking-ethics-and-policies
The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.	http://www.tskb.com.tr/en/sustainable-banking , http://www.tskb.com.tr/en/sustainable-banking/tskb-and-sustainable-banking/our-sustainability-reports
Any measures combating any kind of corruption including embezzlement and bribery	http://www.tskb.com.tr/i/assets/document/pdf/TSKB_anti_bribery_and_anti_corruption_policy.pdf

4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	-
Whether the board evaluation was externally facilitated	Hayır (No)
Whether all board members released from their duties at the GSM	Evet (Yes)
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	H. Ersin Özince(Chairman), Mehmet Şencan(Vice Chairman.), Suat İnce(CEO and Member), Yavuz Canevi(Member), Mehmet Emin Özcan(Member), Ebru Özşuca(Member), Mithat Rende(Member), Z. Hansu Uçar(Member), Ahmet Hakan Ünal(Member), Hüseyin Yalçın (Member), Can Yücel(Member)
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	24
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	Corporate Governance and Risk Management / Inspection Committee Report
Name of the Chairman	H. Ersin Özince
Name of the CEO	Suat İnce
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	-
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	There is an insurance policy for the Group that our Bank takes place. There hasn't been a PDP notification.
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	http://www.tskb.com.tr/en/investor-relations/corporate-governance/policy-dor-female-participation-in-board-of-directors
The number and ratio of female directors within the Board of Directors	2 - 18%

Composition of Board of Directors

			The First Election	Link To PDP Notification That Includes	Whether the Independent Director	Whether She/He is the Director Who Ceased to Satisfy	Whether The Director Has At Least 5 Years' Experience On Audit,

Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	Date To Board	The Independency Declaration	Considered By The Nomination Committee	The Independence or Not	Accounting And/Or Finance Or Not
H. Ersin Özince	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	04/05/ 2017		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Mehmet Şencan	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	07/06/ 2017	Head of Inspection Committee	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Suat İnce	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	01/04/ 2016		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Yavuz Canevi	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	09/04/ 2015		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
M. Emin Özcan	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	20/06/ 2017		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Ebru Özşuca	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	17/04/ 2014	Member of Inspection Committee	Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Mithat Rende	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	04/04/ 2017	2018 Annual Report	Değerlendirildi (Considered)	Hayır (No)	Hayır (No)
Z. Hansu Uçar	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	02/12/ 2015		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
A. Hakan Ünal	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	06/04/ 2018		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
Hüseyin Yalçın	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	06/04/ 2018		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
		Bağımsız üye değil (

Can Yücel	İcrada Görevli Değil (Non-executive)	Not independent director)	10/06/ 2016		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
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4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical board meetings in the reporting period (meetings in person)	13
Director average attendance rate at board meetings	% 95
Whether the board uses an electronic portal to support its work or not	Hayır (No)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	4
The name of the section on the corporate website that demonstrates information about the board charter	Annual Report / Corporate Governance and Risk Management
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	There is no limitation.
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Corporate Governance and Risk Management
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/en/Bildirim/363707

Composition of Board Committees-I

Names Of The Board Committees	Name Of Committees Defined As "Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Denetim Komitesi (Audit Committee)		Mehmet Şencan	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Ebru Özşuca	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Ebru Özşuca	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Zeynep Hansu Uçar	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Özen Çaylı	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Ücret Komitesi (Remuneration Committee)		Ebru Özşuca	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Ücret Komitesi (Remuneration Committee)		Zeynep Hansu Uçar	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sustainability Committee	Mithat Rende	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sustainability Committee	Can Yücel	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sustainability Committee	Zeynep Hansu Uçar	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sustainability Committee	Çiğdem İçel	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Sustainability Committee	Hakan Aygen	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Sustainability Committee	H. Yetkin Kesler	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Credit Revision Committee	Suat İnce	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Credit Revision Committee	Ahmet Hakan Ünal	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Credit Revision Committee	Can Yücel	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Credit Revision Committee	Mehmet Şencan	Hayır (No)	Yönetim kurulu üyesi (Board member)

4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	Annual Report / Corporate Governance and Risk Management
Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)	Annual Report / Corporate Governance and Risk Management
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	Annual Report / Corporate Governance and Risk Management
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)	On the corporate website Investor Relations / Corporate Governance (The activities of the related committee are realized by the Inspection Committee).
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	Annual Report / Corporate Governance and Risk Management
4.6. Financial Rights	
Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	2018 Financial Performance
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	http://www.tskb.com.tr/i/assets/document/pdf/TSKB_Remuneration_Policy.pdf
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)	Corporate Governance and Risk Management / Corporate Governance

Composition of Board Committees-II

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Reports On Its Activities Submitted To The Board

Denetim Komitesi (Audit Committee)		% 100	% 100	30	30
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 66	% 33	4	4
Ücret Komitesi (Remuneration Committee)		% 100	% 50	1	4
Diğer (Other)	Sustainability Committee	% 50	% 17	4	4
Diğer (Other)	Credit Revision Committee	% 75	% 25	1	1