

TÜRKİYE İŞ BANKASI A.Ş.

Corporate Governance Information Form

2018 - Annual Notification

Summary Info

Corporate Governance Information Form

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	In 2018, İşbank participated in a total of 17 conferences in Turkey and abroad. In these events, a total of 135 investor meetings were conducted. 5 investor events took place in the Bank's Headquarters, besides, 241 meetings and teleconferences were conducted.
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/tr/Bildirim/663948
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	General Assembly documents except the list of participants and the minutes of the meeting (invitation to the General Assembly, agenda, proxy statement, information document, dividend distribution proposal, Board member nominees) are presented in Turkish and English simultaneously.
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	The limit set for donations was approved in the General Assembly of 2013 and the minutes of said meeting can be found in İşbank website, Home Page>About Us>Investor Relations>Disclosures to BIST. The Bank's policy regarding donations does not take place in the Bank's website.
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	None
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Article 47
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	Shareholders and shareholder representatives as well as Board members, independent auditor representatives and İşbank employees (within the context of the legislation) participated in the General Assembly held in 2018.
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	% 40,47
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	Home Page>About Us>Investor Relations>Corporate Governance
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.	Profit for the year 2017 was distributed.
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 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
30/03/2018	0	% 87,63	% 0,01	% 87,62	Home Page>About Us>Investor Relations>Disclosures to BIST	No question was received during the General Assembly held in 2018.	-	402	https://www.kap.org.tr/tr/Bildirim/672123

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.	Home Page>About Us> 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.	Home > About Us > Investor Relations > Corporate Overview > Corporate 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	Additional Information Provided Within the Context of the Related Legislation
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	İşbank Committees
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	Information about the Meetings of the 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	No legislation change that would significantly impact İşbank activities has occurred
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	Unconsolidated Financial Statements as at and for the Year Ended 31 December 2018 with Independent Audit's Report Thereon - Information on Other Provisions
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	None

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%	İşbank has no cross ownership subsidiaries.
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	Human Resources Practices at İşbank / Corporate Social Responsibility Activities

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	Compensation principles for Bank employees are determined by the Collective Bargaining Agreement which is shared with the employees through İşbank's Corporate Intranet Portal.
The number of definitive convictions the company was subject to in relation to breach of employee rights	None
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	İşbank has an online communication platform through which employees may submit their requests and complaints to the Senior Management directly. Only a limited number of managers have access to the said platform. Other stakeholders may deliver their suggestions or complaints to the Senior Management through İşbank Corporate Website.
The contact detail of the company alert mechanism	Every person can use the contact form in İşbank website to deliver any demand or complaint to the Bank.
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	No information on this matter is available on our website.
	Isbank employees participate in the management of the Bank via their beneficiary

Corporate bodies where employees are actually represented	status in İşbank Members ' Supplementary Pension Fund, which holds 40.47% of İşbank shares.
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	Board of Directors create succession plans.
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.	Home Page>About Us>Sustainability>Our Policies
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.	Home Page>About Us>Sustainability>Our Policies
The number of definitive convictions the company is subject to in relation to health and safety measures	None
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	Home Page> About Us>Investor Relations>Corporate Governance
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.	Home Page>About Us>Sustainability>Our Reports
Any measures combating any kind of corruption including embezzlement and bribery	Home Page>About Us>Sustainability>Our Policies

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	26-27.12.2018
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	No delegation of authority in İşbank
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	453
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	Audit Committee's Assessments on the Operation of Internal Control, Internal Audit and Risk Management Systems and Its Activities in the Reported Period
Name of the Chairman	H. Ersin Özince
Name of the CEO	Adnan Bali
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	Chairman and General Manager seats are held by different persons
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	Our Bank's Board of Directors and Executives are insured with a coverage for a limit up to USD 75 million against the risk of loss they may cause due to their faults while performing their duties within the scope of a liability insurance policy that names our Bank and our participations as the insured. This insurance policy was not made subject to a disclosure.
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	None

The number and ratio of female directors within the Board of Directors

2 / 18%

Composition of Board of Directors

Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	The First Election Date To Board	Link To PDP Notification That Includes The Independency Declaration	Whether the Independent Director Considered By The Nomination Committee	Whether She/He is the Director Who Ceased to Satisfy The Independence or Not	Whether The Director Has At Least 5 Years' Experience On Audit, Accounting And/Or Finance Or Not
H. ERSİN ÖZİNCE	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	31/03/2011		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
FÜSUN TÜMSAVAŞ	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	28/03/2008		Değerlendirilmedi (Not considered)	Hayır (No)	Evet (Yes)
ADNAN BALI	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	01/04/2011		-	-	Evet (Yes)
TURKAY BERKSOY	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	28/03/2014	https://www.kap.org.tr/tr/Bildirim/512229	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
FERAY DEMİR	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	25/03/2016		-	-	Evet (Yes)
ERTUĞRUL BOZGEDİK	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	31/03/2017		-	-	Evet (Yes)
ERSİN ÖNDER ÇİFTÇİOĞLU	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	31/03/2017		-	-	Evet (Yes)
MURAT KARAYALÇIN	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	31/03/2017		-	-	Evet (Yes)
		Bağımsız üye değil (

ÖZCAL KORKMAZ	İcrada Görevli Değil (independent Non-executive)	Not director)	31/03/ 2017		-	-	Evet (Yes)
MÜSLİM SARI	İcrada Görevli Değil (independent Non-executive)	Bağımsız üye değil (Not independent director)	31/03/ 2017		-	-	Evet (Yes)
RAHİMİ AŞKIN TÜRELİ	İcrada Görevli Değil (independent Non-executive)	Bağımsız üye değil (Not independent director)	31/03/ 2017		-	-	Evet (Yes)

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)	15
Director average attendance rate at board meetings	% 98,18
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	3 work days
The name of the section on the corporate website that demonstrates information about the board charter	Articles of Association
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	None
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	İşbank Committees
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/262622

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
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		FÜSUN TÜMSAVAŞ	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		ERSİN ÖNDER ÇİFTÇİOĞLU	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		ÖZCAL KORKMAZ	Hayır (No)	Yönetim kurulu üyesi (Board member)

Kurumsal Yönetim Komitesi (Corporate Governance Committee)		SÜLEYMAN H. ÖZCAN	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Denetim Komitesi (Audit Committee)		FÜSUN TÜMSAVAŞ	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		H. ERSİN ÖZİNCE	Hayır (No)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		TURKAY BERKSOY	Hayır (No)	Yönetim kurulu üyesi (Board member)
Ücret Komitesi (Remuneration Committee)		H. ERSİN ÖZİNCE	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Ücret Komitesi (Remuneration Committee)		TURKAY BERKSOY	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kredi Komitesi (Credit Committee)	ADNAN BALİ	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kredi Komitesi (Credit Committee)	FERAY DEMİR	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kredi Komitesi (Credit Committee)	ERTUĞRUL BOZGEDİK	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kredi Komitesi (Credit Committee)	H. ERSİN ÖZİNCE (Alternate Member)	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kredi Komitesi (Credit Committee)	FÜSUN TÜMSAVAŞ (Alternate Member)	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	K.K.T.C. İç Sistemler Komitesi (Turkish Republic of Northern Cyprus Internal Systems Committee)	FÜSUN TÜMSAVAŞ	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	K.K.T.C. İç Sistemler Komitesi (Turkish Republic of Northern Cyprus Internal Systems Committee)	H. ERSİN ÖZİNCE	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	K.K.T.C. İç Sistemler Komitesi (Turkish Republic of Northern Cyprus Internal Systems Committee)	TURKAY BERKSOY	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kredi Revizyon Komitesi (Credit Revision Committee)	FÜSUN TÜMSAVAŞ	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kredi Revizyon Komitesi (Credit Revision Committee)	FERAY DEMİR	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kredi Revizyon Komitesi (Credit Revision Committee)	ERTUĞRUL BOZGEDİK	Hayır (No)	Yönetim kurulu üyesi (Board member)

Diğer (Other)	Kredi Revizyon Komitesi (Credit Revision Committee)	ERSİN ÖNDER ÇİFTÇİOĞLU	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kurumsal Sosyal Sorumluluk Komitesi (Corporate Social Responsibility Committee)	FERAY DEMİR	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kurumsal Sosyal Sorumluluk Komitesi (Corporate Social Responsibility Committee)	MÜSLİM SARI	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kurumsal Sosyal Sorumluluk Komitesi (Corporate Social Responsibility Committee)	RAHMİ AŞKIN TÜRELİ	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kurumsal Sosyal Sorumluluk Komitesi (Corporate Social Responsibility Committee)	YALÇIN SEZEN	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Kurumsal Sosyal Sorumluluk Komitesi (Corporate Social Responsibility Committee)	SENAR AKKUŞ	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Kurumsal Sosyal Sorumluluk Komitesi (Corporate Social Responsibility Committee)	SUAT E. SÖZEN	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Kurumsal Sosyal Sorumluluk Komitesi (Corporate Social Responsibility Committee)	BÜLENT YUMUŞAKER	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Risk Komitesi (Risk Committee)	FÜSUN TÜMSAĞ	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Risk Komitesi (Risk Committee)	ADNAN BALI	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Risk Komitesi (Risk Committee)	SENAR AKKUŞ	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Risk Komitesi (Risk Committee)	MURAT BİLGİÇ	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Risk Komitesi (Risk Committee)	EBRU ÖZŞUCA	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Risk Komitesi (Risk Committee)	ERTUĞRUL SENEM	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Risk Komitesi (Risk Committee)	HÜRDOĞAN IRMAK	Hayır (No)	Yönetim kurulu üyesi değil (Not 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)	Information about the activities of Audit Committee which was established within the context of the related legislation is presented in "İşbank Committees" section of the Annual Report.
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)	İşbank Committees
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)	At İşbank, functions of Nomination Committee are fulfilled by Corporate Governance Committee.
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)	Information about the activities of Risk Committee is presented in "İşbank Committees" section of the Annual Report.
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)	Information about the activities of Remuneration Committee which was established within the context of the related legislation is presented in "İşbank Committees" section of the Annual Report.
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)	CEO's Message
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Home Page>About Us> Investor Relations> Corporate Governance

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)

Additional Information Provided Within the Context of the Related Legislation

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
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 75	% 25	6	-
Denetim Komitesi (Audit Committee)		% 100	% 100	38	25
Ücret Komitesi (Remuneration Committee)		% 100	% 100	3	-
Diğer (Other)	Kredi Komitesi (Credit Committee)	% 80	% 40	-	-
Diğer (Other)	K.K.T.C. İç Sistemler Komitesi (Turkish Republic of Northern Cyprus Internal Systems Committee)	% 100	% 100	8	2
Diğer (Other)	Kredi Revizyon Komitesi (Credit Revision Committee)	% 100	% 25	1	1
Diğer (Other)	Kurumsal Sosyal Sorumluluk Komitesi (Corporate Social Responsibility Committee)	% 43	% 0	7	8
Diğer (Other)	Risk Komitesi (Risk Committee)	% 14	% 14	12	13