

TÜRKİYE SİNAİ KALKINMA BANKASI A.Ş.

SHAREHOLDERS

1.1. Facilitating the Exercise of Shareholders Rights		
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	102 meetings, 4 webcasts	
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/912506	
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	https://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/tr/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 and corporate governance rating company representative	
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	%47,68	
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	http://www.tskb.com.tr/i/assets/document/pdf/TSKB_Dividend_Policy_2019.pdf	

that describes the dividend distribution policy		
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
25/03/2021	0	%65	%0	%100	Investor Relations/General Assembly	Investor Relations/General Assembly	12	231	https://www.kap.org.tr/en/Bildirim/920544

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.	https://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.	https://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	Corporate Governance and Risk Management, Appendix

of the members of the board of directors and executives conducted out of the company and declarations on independence of board members		
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	Strategy, Performance and Expectations / Governance Structure, Corporate Governance and Risk Management	
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	
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 and 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	None.	
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%	None.	
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/Capitals/Human Resources and Social Capital	

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	7	
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	https://www.tskb.com.tr/en/about-us/tskb-contact-form	

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, the Bank also launched the HR Representatives platform in 2017 to flourish management decisions with employee opinions.	
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 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 plani 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	None.	
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.	https://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	https://www.tskb.com.tr/en/sustainable-banking/tskb-surdurulebilirlik-yonetim-organizasyonu/our-sustainability-policy	

BOARD OF DIRECTORS-I

4.2. Activity of the Board of Directors	
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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	Adnan Bali(Chairperson), Ece Börü(Vice Chairperson), Murat Bilgiç(CEO and Board Member), Murat Doğan(Board Member), Bahattin Özarslantürk(Board Member), Mithat Rende(Board Member), Abdi Serdar Üstünsalih(Board Member), Gamze Yalçın(Board Member), Hüseyin Yalçın(Board Member), Cengiz Yavilioğlu(Board Member), Celal Caner Yıldız(Board Member)	
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	27	
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 / Audit Committee Report	
Name of the Chairman	Adnan Bali	
Name of the CEO	Murat Bilgiç	
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 İş Group companies which also covers our Bank. There hasn't been a related PDP notification.	
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	https://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%	

Board Members

Name-Surname	Real Person Acting on Behalf of Legal	Gender	Title	Profession	The First Election Date To Board	Whether Executive Director or Not	Positions Held in the Company in the Last 5 Years	Current Positions Held Outside the Company	Whether the Director has at Least 5 Years' Experience	Share in Capital (%)	The Share Group that the Board Member Representing	Independent Board Member or not	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
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	Person Member								on Audit, Accounting and/or Finance or not							
ADNAN BALI	Male	Chairman of the Board	Banker			Non-Executive	2011/04 - 2017/04 Yönetim Kurulu Başkanı	TİBAŞ Mensupları Munzam Sosyal Güvenlik ve Yardımlaşma Sandığı Vakfı, Softtech Ventures Teknoloji A.Ş.					Dependent Member			
ECE BÖRÜ	Female	Member of the Board	Banker			Non-Executive	08/2020-04/2022 Genel Müdür, 12/2013-08/2020 Genel Müdür Yardımcısı	Türkiye Sınai Kalkınma Bankası A.Ş. Mensupları Munzam Sosyal Güvenlik ve Yardımlaşma Vakfı Yönetim Kurulu Başkanı, Türkiye Sınai Kalkınma Bankası Memur ve Müstahdemleri Yardım ve Emekli Vakfı Yönetim Kurulu Başkanı					Dependent Member			
MURAT BİLGİÇ	Male	Member of the Board	Banker			Executive	04/2022 - Genel Müdür	Yatırım Finansman Menkul Değerler A.Ş. Yönetim Kurulu Başkanı					Dependent Member			
BAHATTİN ÖZARSLANTÜRK	Male	Member of the Board	Banker			Non-Executive	-	Türkiye İş Bankası A.Ş. İstanbul Kurumsal Şubesi Müdürü					Independent Member			
MİTHAT RENDE	Male	Member of the Board	Other			Non-Executive							Independent Member			
ABDİ SERDAR ÜSTÜNSALİH	Male	Member of the Board	Banker	14/06/2019		Non-Executive	2019/06 - ... Yönetim Kurulu Üyesi	Türkiye Vakıflar Bankası T.A.O Genel Müdürü Yönetim Kurulu Üyesi					Dependent Member			
GAMZE YALÇIN	Female	Member of the Board	Banker			Non-Executive	2019/04 - ... Yönetim Kurulu Üyesi, 2019/04 - ... Denetim Komitesi Üyesi, 2019/04 - ... Kurumsal Yönetim Komitesi Başkanı, 2019/04 - ... Ücretlendirme Komitesi Başkanı	T. İş Bankası A.Ş. Genel Müdür Yardımcısı, İşbank AG Yönetim Kurulu Başkanı					Independent Member			
HÜSEYİN YALÇIN	Male	Member of the Board	Banker			Non-Executive							Dependent Member			
CENGİZ YAVILIOĞLU	Male	Member of the Board	Senior Government Official			Non-Executive		T.C. Hazine ve Maliye Bakanlığı Bakan Yardımcısı					Dependent Member			
MURAT DOĞAN	Male	Member of the Board	Banker			Non-Executive		Türkiye İş Bankası A.Ş. İştirakler Bölümü					Dependent Member			

								Müdürü; İş Gayrimenkul Yatırım Ortaklığı A.Ş., Yönetim Kurulu Üyesi; Maxis Girişim Sermayesi Portföy Yön. A.Ş., Yönetim Kurulu Başkan Vekili; Trakya Yatırım Holding A.Ş., Yönetim Kurulu Başkanı								
CELAL CANER YILDIZ		Male	Member of the Board	Banker		Non-Executive		Türkiye İş Bankası A.Ş. Proje Finansmanı Bölüm Müdürü				Dependent Member				

BOARD OF DIRECTORS-II

4.4. Meeting Procedures of the Board of Directors	
Number of physical or electronic board meetings in the reporting period.	13
Director average attendance rate at board meetings	%94
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	Strategy, Performance and Expectations / Governance Structure, 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
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Denetim Komitesi (Audit Committee)		Gamze Yalçın	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Bahattin Özarslantürk	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Gamze Yalçın	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Murat Doğan	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Ece Börü	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)		Gamze Yalçın	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Ücret Komitesi (Remuneration Committee)		Murat Doğan	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Credit Revision Committee	Bahattin Özarslantürk	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Credit Revision Committee	Celal Caner Yıldız	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Credit Revision Committee	Murat Bilgiç	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sustainability Committee	Mithat Rende	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sustainability Committee	Ece Börü	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sustainability Committee	Murat Bilgiç	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sustainability Committee	Murat Doğan	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Sustainability Committee	Celal Caner Yıldız	Hayır (No)	Yönetim kurulu üyesi (Board member)

Diğer (Other)	Sustainability Committee	Meral Murathan	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Sustainability Committee	Hasan Hepkaya	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)

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)	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)	http://www.tskb.com.tr/en/investor-relations/bank-information/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)	http://www.tskb.com.tr/en/investor-relations/bank-information/committees
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)	Corporate Governance and Risk Management (The activities of the related committee are realized by the Audit 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)	http://www.tskb.com.tr/en/investor-relations/bank-information/committees
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)	Strategy, Performance and Expectations / Financial Capital	
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	

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	57	2
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 75	% 25	5	5
Ücret Komitesi (Remuneration Committee)		% 100	% 50	1	1
Diğer (Other)	Credit Revision Committee	% 66	% 33	1	1
Diğer (Other)	Sustainability Committee	% 57	% 14	3	3