

## **TÜRKİYE İŞ BANKASI A.Ş. DISCLOSURE POLICY**

The Bank discloses all kinds of financial and other information required within the framework of primarily the Banking Law and the related regulations; the Capital Markets Board regulations; Turkish Commercial Code; the regulations of Borsa İstanbul and foreign exchanges where the Bank's shares are quoted; by also considering the generally accepted accounting principles and corporate governance principles. The Bank conducts a detailed policy of disclosure and public information.

İşbank, who has an active approach towards adopting and implementing Corporate Governance Principles, puts great effort in carrying out the requirements of the related regulations and the international best practices with regards to public disclosure and information. Being set in accordance with the above-mentioned context, İşbank's Disclosure Policy has been ratified and put into effect by the Board of Directors.

### **I. PURPOSE AND SCOPE**

The main purpose of disclosure policy is to submit the required information and disclosures, other than trade secrets, to the shareholders, investors, employees, clients, creditors and other related parties with equal treatment, in a timely, accurate, complete, and clear manner and to make them easily available with the lowest cost.

### **II. ORGANIZATION STRUCTURE/ROLES AND RESPONSIBILITIES**

Disclosure Policy has been formed by the Board of Directors. Monitoring and improvement of the public disclosure and disclosure policy of İşbank are under the authority and responsibility of the Board of Directors. The Investor Relations Division have been assigned for the coordination of information function. The authorities of the aforementioned Division fulfill their responsibilities by close cooperation with the Audit Committee, Corporate Governance Committee and the Board of Directors.

### **III. BASIC PRINCIPLES**

#### **Practices and Methods and Devices Used in Public Disclosure**

The practices and devices and methods used in public disclosure within the framework of banking regulations, Capital Markets Board Regulations, Turkish Commercial Code and other related regulations, as listed below:

- Bank-only and consolidated financial statements and related notes and explanations together with the independent auditors' report, prepared on a quarterly basis in accordance with the regulations of the Banking Regulation and Supervision Agency (BRSA), are published on Public Disclosure Platform (KAP) and on the Bank's website within the legal time frame. The related financial statements are signed by the members of the Audit Committee and the managers of the Bank, who are in charge of financial reporting together, with a statement of accuracy. The public is informed about the operations during the related period, İşbank's market position, general financial performance and other significant subjects through published financial statements and annual reports. Both the financial statements and the annual reports are translated into English and published on İşbank's official web -site.

- Disclosures of material events required as per the regulations of the Capital markets are published on Public Disclosure Platform within the deadlines. Although disclosures of material events are signed on principle by the officials in charge of relations with shareholders, sometimes as an exception they are also signed by the managers in charge of the departments related to the subject and may be presented to the related authorities. Material disclosures are announced on İşbank's website not later than the day after the related public announcement is made.

In order to secure the confidentiality of material events until they are publicly disclosed, the Bank's employees with access to inside information are informed on their responsibilities arising from the related regulation. In the agreements made with the entities and firms which have access to inside information due to providing a certain service for the Bank, a confidentiality article is added, when necessary. On the other hand, in accordance with the Banking Law Nr. 5411 and the related regulations, İşbank strictly complies with its legal obligation in terms of keeping the Bank's and its customers' secrets and not disclosing to any authorities other than those which have been expressly authorized by law. This obligation is valid also for the support service contractors and their employees as well as the Bank's employees.

- In cases such as changes in the Articles of Incorporation, general meetings and capital increases, necessary announcements are made in accordance with the provisions of the related legislations and the Articles of Incorporation.

- Information and documents relating to the General Assembly are transmitted to the shareholders through the Electronic General Assembly system in accordance with the provisions of the Turkish Commercial Code.

- Before each annual General Meeting, an annual report, including the necessary information and disclosures, in accordance with the regulations of the BRSA, is presented to the shareholders for their information and it is also published on İşbank's web-site ([www.isbank.com.tr](http://www.isbank.com.tr)). Hard copies of the annual reports can be obtained from the Investor Relations Division of the Bank, upon request.

- When necessary, press releases are made through written and visual media. Press releases to the written and visual media can be made by the Chairman of the Board, Chief Executive Officer or Deputy Chief Executive, or by the ones authorized by the said persons.

News on İşbank which take place in both local media and on the internet are followed by a professional media monitoring agency. Within this framework, in case there is a need to make a disclosure within the scope of the regulations related to material disclosures, an announcement is made after the completion of the necessary inquiry through related divisions.

When a disclosure is made related to news and rumors that take place in media and on the internet, but which do not create any obligation for the Bank to make a material disclosure as per the related regulations, the method and the content of the disclosure is determined by considering the factors like the quality of the news, the extent of the audience reached by the media and whether the news detracts the Bank's reputation or not. When a disclosure is made upon such news and rumors, if the content of the disclosure includes anything which requires a public disclosure, a material disclosure is also made in accordance with the related regulations regarding the subject matter. If the published news is a violation of article 74 of the Banking Law, related to the protection of reputation, the Bank has the right to make an attempt to take necessary legal actions.

- Occasionally, shareholders and related parties are informed through conference calls. These conference calls are coordinated by the Investor Relations Division.

- Shareholders and other related parties are kept informed through investor meetings and road shows in Turkey and abroad. These meetings are conducted by the Investor Relations Division and the Chief Executive Officer, managers in charge financial management and reporting and the managers of the Investor Relations Division participate in these meetings and road-shows, depending on their availability. If it is necessary, participation can be extended.

In order to allow all market participants to get information simultaneously and equally, the information and presentation meetings held with investors, presentations and reports prepared within the scope of investor relations announced at press conferences are made available on the Investor Relations pages of the Bank's official web site.

- By e-mail, the Investor Relations Division sends regularly and periodically the financial statements and related disclosures to the shareholders, creditors, rating institutions and analysts that prepare reports about İşbank.

- Detailed information on İşbank is available on the Investor Relations pages of the corporate website both in Turkish and in English in line with the corporate governance principles. The said pages are monitored and updated by the Investor Relations Division. All kinds of inquiries sent by the shareholders and related parties via e-mail, letter or telephone are responded to in coordination with the Investor Relations Division within the shortest time possible.

### **Other Disclosures**

Public disclosures other than the ones mentioned above are made within the boundaries determined by the framework of the Bank's authorized signatures.

### **Assessments on Future**

İşbank makes public disclosures of its assessments on future through Public Disclosure Platform, annual reports or any other methods specified in the legislation, via written approvals of the persons authorized by the Board of Directors or the Chief Executive Officer according to the related legislation. In case there is a significant difference between the issues previously disclosed to the public and the realizations, an announcement is made within the framework of the related legislation, if it is necessary.

### **Specifying the Persons Discharging Management Responsibility**

The criteria of specifying the persons discharging management responsibility are the administrative functions of the persons in the Bank's organization and the content of the information accessed. Within this context, the Board Members, Chief Executive Officer and Deputy Chief Executives are specified as persons discharging management responsibility.

In addition in the event of presence of executives with the qualifications defined in the relevant legislation , these persons are specified as persons discharging management responsibility.

### **Türkiye İş Bankası Corporate Website ([www.isbank.com.tr](http://www.isbank.com.tr))**

İşbank's website is actively and intensely used for public disclosures and communicating information. The website includes the information and data required by the Corporate Governance principles and regulatory authorities, both in Turkish and in English. Information available on the website are notices on the general meetings, agenda of the general meetings, information circular related to the agenda, other information, documents and reports related to the agenda, and methods of participation in the general meeting. Utmost care is given to keep the website up to date.

E-Company platform established under Central Registry Agency is also used for communication with shareholders in accordance with the relevant provisions of web-site issues of the Turkish Commercial Code. The documentations specified in the legislation can be achieved through this platform.

## **IV. REVIEW/AUDIT**

Monitoring and improvement of the public disclosure and disclosure policy of İşbank are under the authority and responsibility of the Board of Directors.

## **V. EFFECTIVENESS**

This policy has been approved by the Board of Directors and gone into effect on the date of 28.02.2014.