

CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

1. Corporate Governance Principles Compliance Statement

Though its shares are not publicly traded, Odea Bank A.Ş. has chosen to publish the present report as a voluntary compliance with the recommendations of the Capital Markets Board of Turkey (“CMB”), and in line with its commitment to implement sound Corporate Governance practices and to constantly review and improve them. The present report is structured along the “New Corporate Governance Principles Compliance Report Format” published by the CMB.

PART I - SHAREHOLDERS

2. Investor Relations Department

As of December 31, 2020, the shareholding structure of Odea Bank A.Ş. is as follows:

| Shareholders | Share Amount | Share Ownership |
|--|----------------------|-----------------|
| Bank Audi SAL | 2.513.293.000,00 | 76.42% |
| European Bank for Reconstruction and Development | 263,394,000.00 | 8.01% |
| International Finance Corporation | 209,251,900.00 | 6.36% |
| IFC FIG Investment Company S.a.r.l | 112,674,100.00 | 3.43% |
| H.H Sheikh Dheyab Binzayed Binsultan Al-Nahyan | 131,697,000.00 | 4.00% |
| Mohammad Hassan Zeidan | 58,532,000.00 | 1.78% |
| Total | 3,288,842,000 | 100.00% |

At Odeabank, relations with the shareholders are handled by the Corporate Secretariat that reports to Ms. Ebru Ersoy, the Chief Legal Counsel. Her email address is Ebru.Ersoy@odeabank.com.tr and her phone number is 0212 304 70 55. The following table displays the name/surname and contact information of the authorized employees working as part of the Corporate Secretariat (CorporateSecretariat@odeabank.com.tr).

| Name Surname | Title | Phone Number | E-mail Address |
|---------------------------|---------------------------------|----------------|--------------------------------|
| Ebru Ersoy | Chief Legal Counsel - Director | 0212 304 70 55 | ebru.ersoy@odeabank.com.tr |
| Çağla Kaygısız (*) | Board Support Assistant Manager | 0212 304 84 56 | cagla.kaygisiz@odeabank.com.tr |
| Korcan Yayla | Lawyer - Assistant Manager | 0212 304 87 26 | korcan.yayla@odeabank.com.tr |
| Ceyda Demircan | Board Support Senior Specialist | 0212 304 84 66 | ceyda.demircan@odeabank.com.tr |
| Merve Öztürk | Lawyer - Senior Specialist | 0212 304 71 73 | merve.ozturk2@odeabank.com.tr |

(*) Board Support Assistant Manager, Çağla Kaygısız, holds the Corporate Governance Rating Specialist License and the Credit Rating Specialist License from the Capital Markets Board.

The main investor relation activities performed by the Corporate Secretariat in 2020 are as follows:

- Preparing the documents required to be submitted for the information and assessment of the shareholders in relation to Ordinary and Extraordinary General Assembly meetings, and ensuring that the meetings are held in accordance with the related legislation, the articles of association, and other regulations;

- Making sure that the Bank’s corporate website always displays the updated content information on the Corporate Governance page¹,
- Providing support for the preparation of annual reports,
- Responding to the queries that the shareholders deliver in writing,
- Within the scope of the related legislation, responding to the queries concerning the information that are not commercial secrets or customer secrets, which are delivered by credit rating agencies and related parties for international borrowings,
- Coordinating with the Financial and Regulatory Reporting Unit for required notifications and material disclosures.

All shareholders of the bank receive equal treatment. Regulating the relations with the shareholders, Corporate Secretariat facilitates the protection and usage of the shareholders rights, primarily the right to demand information and examination right.

During 2020, the Corporate Secretariat received questions from two shareholders regarding the exposure to Lebanon and to the main shareholder following the onset of the crisis in Lebanon (the domestic country of the main shareholder). Answers were provided by management and reported to the Board.

Save for the above, no application or request for information was delivered by any shareholder to the Corporate Secretariat.

3. Exercise of Shareholders’ Right to Obtain Information

All changes that may result in an impact on the Bank’s financial or administrative structures are disclosed via the Public Disclosure Platform (KAP) and announced on the Bank’s website so as to enable the shareholders to effectively exercise their right to obtain information. Moreover, a process is in place to allow a prompt response by the Corporate Secretariat to queries received via phone, in writing and e-mail.

Provided both in Turkish and English, the Bank’s website (www.odeabank.com.tr) is regularly updated. On the website, the documents containing various public information are accessible under the title of “Corporate Governance”.

As the shares of the Bank are not publicly traded, its Articles of Association do not encompass the provisions imposed by the CMB on publicly traded companies². However, as per Article 438 of the Turkish Commercial Code, each shareholder is entitled to request, from the General Assembly, to submit certain matters to clarification through a special audit, regardless of whether or not the matter of the request is included on the meeting agenda, provided that it is necessary for the exercise of the shareholding rights and that the right to obtain or review information has already been exercised. No such requests from the shareholders were received during 2020.

Within the framework of the Banking Law, Odeabank is subject to the audit and supervision of the Banking Regulation and Supervision Agency (BRSA), as well as the regulations of the Capital Markets Board of Turkey (CMB), and its operations are periodically audited by the Independent Auditor elected by the General Assembly. Bank provides all necessary means and support to the Independent Auditors for conducting their regular and special audits.

¹ <https://www.odeabank.com.tr/en-US/about-odeabank/corporate-governance/Sayfalar/corporate-governance.aspx>

² CMB legislation requires publicly traded companies to include, in their Articles of Association, a provision to the effect granting “the right to demand individually the assignment of special auditor from the general assembly for the examination of certain incidents, provided that the right to demand information and examination have previously been used”.

4. General Assembly Meetings

The Bank's General Assembly convenes for ordinary or extraordinary meetings. The required quorums of such meetings are as per the provisions of the Turkish Commercial Law. Calls for ordinary or extraordinary meetings of the General Assembly of Shareholders are made by means of a resolution by the Board of Directors. Calls for the General Assembly meetings are published and announced on the website of the Bank and on the Turkish Trade Registry Gazette at least twenty-one days prior to the date of meeting (excluding the announcement and meeting days). In accordance with the Bank's Articles of Association, the place, date, time and agenda of the General Assembly meetings, the gazette in which the notices are published (or is to be published) are also notified to the shareholders by certified mail at least twenty-one days prior to the date of meeting.

During the General Assembly Meetings, agenda items are discussed and submitted for the approval of the shareholders, who may raise questions related to the agenda items, and provide relevant opinions or recommendations. The raised questions are assessed and answered within the framework of the procedures and principles determined by the Capital Markets Board regulations and the Turkish Commercial Law. Proposed resolutions are submitted for the approval of the General Assembly and adopted when a sufficient quorum is present.

During the year 2020, two (2) General Assembly Meetings, one Ordinary and the other Extraordinary, were held, and the quorum of the Ordinary General Assembly Meeting dated March 26, 2020 was 84.43%, and the quorum of the Extraordinary General Assembly Meeting dated October 7, 2020 was 90.79%:

- **Ordinary General Assembly Meeting on 26 March 2020:** The Bank's Annual Report and the informative documents were submitted for the information and examination of the shareholders prior to the Ordinary General Assembly meeting. As part of the inalienable right to attend the General Assembly meeting, the right to question is allocated to the shareholders; however, they did not use this right in the Ordinary General Assembly meeting held in 2020.
- **Extraordinary General Assembly Meeting on 7 October 2020:** It was resolved that Mrs. Ayşe Botan Berker shall be appointed as a member of the Board of Directors to serve until 28.03.2022 and the Board of Directors consist of 12 (twelve) members until 28.03.2022. The informative documents were submitted for the information and examination of the shareholders prior to the Extraordinary General Assembly meeting. As part of the inalienable right to attend the General Assembly meeting, the right to question is allocated to the shareholders; however, they did not use this right in the Extraordinary General Assembly meeting held in 2020.

Since the Bank's shareholding structure is limited in size, and allows the organization of General Assembly meetings by means of "Call", the shareholders were called to the meeting through a Board of Director's resolution, which included information about the meeting, such as the venue, the date, and the agenda.

General Assembly meeting minutes and attendance lists are published in the Trade Registry Gazette and announced to public via the Public Disclosure Platform (KAP). General Assembly meeting minutes and attendance lists are also published on the website of Odea Bank A.Ş., enabling the shareholders to examine them.

5. Voting Rights and Minority Rights

Precautions are taken in the Bank to facilitate the use of voting rights and minority rights. Article 14 of the Odea Bank A.Ş.'s Articles of Association sets forth the provisions concerning the shareholders'

voting rights and their exercise. Shareholders or their proxies present in the General Assembly meetings will have one vote for each share they hold or represent. The Articles of Association does not stipulate certain share groups to be represented in the BoD.

6. Dividend Rights

There are no privileged rights on the distribution of company dividends. The Bank's net profit allocation and distribution, as well as the profit's distribution date and procedure, are carried out pursuant to Article 31 and 32 of the Bank's Articles of Association. During Annual Ordinary General Assembly meetings, decisions on the profit distribution are made and the processes arising therefrom are fulfilled within the framework of the related legal regulations.

In the Ordinary General Assembly Meeting dated March 26, 2020, it was unanimously resolved to allocate TL 3.556.076,87 (corresponding to 5% of the 2019 financial year distributable net profit, that amounts to TL 71.121.537,38) as Primary Legal Reserve as per Article 519 of the Turkish Commercial Code numbered 6102 and the remaining amount of the TL 67.565.460,51 shall be allocated as Additional Reserve.

7. Transfer of Shares

There are no provisions in the Articles of Association of Odea Bank A.Ş. that restrict the transfer of shares. Shares are transferred in compliance with the legislation, and in particular, with the provisions of the Turkish Commercial Code, the Banking Law and other related laws and regulations.

PART II – PUBLIC DISCLOSURE AND TRANSPARENCY

8. Disclosure Policy

The disclosure policy of Odea Bank A.Ş. is not spelled out in a specific formal policy document. The Bank, however, makes all necessary disclosures to ensure that stakeholders can easily and accurately access relevant information as soon as possible. Odeabank is abiding by the provisions of the "Communique on the Financial Statements to be Disclosed by the Banks and Related Disclosures and Footnotes" applicable to Banks operating in Turkey and by the provisions of the legislation applicable to issuers of securities listed on the Dublin Stock Exchange where the sub-ordinated notes issued by Odeabank are listed. A formal disclosure policy may be adopted to the extent needed and as more securities of the bank become listed. As for providing information, annual financial reports and interim financial reports, which are independently audited, are transparently disclosed on the Bank's website. Apart from financial reports, the following information is also available on the website: the corporate information stating the Bank's company profile and the shareholders' status, the shareholding structure, information on the Board of Directors and the senior management, the General Assembly meeting minutes, the adopted and applied policies, the composition of the Board committees, and all other related information, as well as annual and periodical reports. Significant developments regarding the Bank are made accessible through media, if deemed necessary. The General Manager of the Bank or the person authorized by the General Manager makes the public statements. In addition, in accordance with the related laws and regulations, information on all financial reports, responsibility declarations, material disclosures are announced to the public via the Public Disclosure Platform (KAP).

9. Corporate Website and Contents

The Bank's website is www.odeabank.com.tr. The Bank's website is used efficiently in order to ensure transparent and fast information sharing. The website is prepared in compliance with the provision "2.1. Corporate Website" in the Public Disclosure and Transparency section of CMB Corporate Governance Principles. The website encompasses the information on the Bank's trade registry

information, shareholding and management structures, Articles of Association, material disclosures, annual and interim reports, financial reports, General Assembly meeting agendas, attendance lists, as well as meeting minutes and ethical principles etc. Furthermore, an English version of the website is available and accessible at the following address <https://www.odeabank.com.tr/en-us/sayfalar/default.aspx>.

10. Annual Reports

The Bank's annual reports are prepared to include the information regulated under the "Regulation on the Principles and Procedures Concerning the Preparation of and Publishing Annual Reports by Banks" published by BRSA and the Corporate Governance Principles stated in the CMB legislation and in a way to enable the public to access complete and accurate information. Annual reports are prepared and announced on the Bank's website annually. Both interim reports and annual reports are published via the KAP.

PART III – STAKEHOLDERS

11. Informing Stakeholders

The Bank's stakeholders are regularly informed by means of material disclosures sent to the Public Disclosure Platform, the newspaper announcements, advertisements, annual reports, social media, news on the website, and internal announcements.

In order to raise potential concern in connection with misconducts or policy violations that may cause damage to the Bank, and to ensure that the necessary precautions are taken to protect the identity of the concern raiser, the Internal Audit Department has established an "Internal Notification Line", accessible through e-mail and phone. The aim is for this line to be a neutral access point available to all employees.

Based on the notifications it receives, the Internal Audit Department acts in accordance with corporate business principles, moral values, ethical rules, reliance and professionalism. Subject matter notifications are evaluated only by the Head of Internal Audit Department with an independent perspective and utmost prudence and sensitivity are shown in all matters related to confidentiality of information.

12. Stakeholder Participation in Management

Odeabank's Board of Directors is appointed by the Shareholders. In turn, the Board appoints the General Manager, the head of Internal Systems, and their direct reports. There are mechanisms specifically established for the stakeholders to share their complaints and recommendations concerning Bank's activities and their transactions with Management.

Customers and non-customers have the facility to convey their Suggestion/ Satisfaction/ Request/ Complaint and Objections to our Bank via the official website, branches, Direct Banking channels, Bank's official social media accounts, e-mail, mail, fax, Head Office telephone numbers, governmental institutions and agencies, website and other social media tools. The notifications submitted to our Bank are handled, analyzed, finalized by Customer Inquiry Management, and customers and non-customers are responded through any of the channels (telephone, e-mail, mail, SMS, social media, face to face) which they prefer.

On the other hand, Customer Inquiry Management is responsible for taking permanent actions for decreasing complaint and objection notifications; making optimization studies for a faster and more appropriate solution of request notifications; increasing the number of staff appreciated in satisfaction

notifications. Detailed reports are submitted to the Senior Management and the Board of Directors regularly for raising awareness.

Additionally, within the scope of Article 93 of Banking Law No. 5411, a “Consumer Relations Coordination Officer” has been assigned in the Bank’s organization chart in order to manage the complaints and requests regarding retail products and services. It is aimed to solve any disputes concerning retail customers in a timely, effective and efficient manner, to avoid any unfair treatment for customers, and to comply with the legal regulations. In line with these purposes, “Consumer Relations Coordination Officer” prepares, at the end of each quarter, a report covering the 12-month period then ending, and submits it to the Bank’s Audit Committee and to the BRSA.

A comprehensive study was initiated within the scope of the principle of “Experience Orientation” and the “Customer is You Project” has been initiated by putting the customer in the center in our banking product and services, aiming to make this approach a part of the culture, enabling cooperation between units in order to detect and improve all experiences where the customer and the staff experience problems, outputs of which are planned to be measured and reported regularly in a sustainable structure. The purpose of the project is to make the customer experience excellent by achieving the purpose and targets set.

FIDE (your opinion is valuable) application enables employees working at the Head Office, as well as Branch staff, to have a portal where they can convey their recommendations related with products, services and processes in the Bank. The shared recommendations are submitted to the Assessment Committee after pre-assessment, the recommendations approved by the Committee are followed to be realized, and a sustainable improvement and development environment is created. Complaints, opinions and recommendations can also be conveyed through social media accounts of Odeabank. The notifications in these media are also analyzed and the customers may be responded to when necessary. Moreover, the Head Office employees get together with ExCo Members in certain environments and communicate on a platform where open communication is supported and they can freely express their opinions.

13. Human Resources Policy

The fundamental Human Resources principle of the Bank is the idea that human resources are the most precious assets of the Bank. Our bank is thus determined to create and develop one of the most effective Human Resource teams in the banking sector.

The Human Resources Department acts as a strategic business partner in order to create the appropriate teams to achieve the strategic objectives of the Bank. This commitment also shows itself in the role that Human Resources play in the selection, recruitment, motivation, permanency, promotion and improvement of all employees. The Department aims to recruit and retain the most qualified employees in all areas of the Bank. It establishes an effective development and training system. Human Resources aims at having a sustainable human resource structure for the Bank, and an efficient talent and career management process. It makes studies such as assessment of the staff on title group basis for talent management, and it also makes studies like talent management through HR methods and succession plan. The Human Resources Department aims at ensuring a high level of employee performance and support the same in order to obtain a high corporate performance, develops an open and bilateral communication culture to support employees, and recognizes and rewards successful performance. The Bank exerts every effort to prevent discrimination among bank employees in terms of race, religion, language and gender; and to prevent employees’ exposure to physical, mental and emotional maltreatments within the Bank. The Department makes annual researches about employee satisfaction and loyalty, and also makes “root cause” analyses within the scope of the feedback received from the employees and takes necessary action.

These approaches have been announced to all employees at Odeaport, which is an intranet environment where policies and procedures are accessible to employees and related matters are summarized on the Bank's website.

There have been no complaints received from employees about discrimination to date. The job descriptions of the positions available at the Bank are accessible to all the employees on the intranet and are regularly monitored.

The existing Human Resources applications such as Leave Request (i.e. annual leave, maternity leave, sickness and casual leave etc.) and Approval System, E-Payroll Imaging Module, My HR Module, Performance Management System, "e-Odea" Human Resources Training Platform, Vide'O, Temporary Assignment can be used online, which provide fast and quality service for all employees.

As of March 2020, the Human Resources Department gave the priority to protect the health of the employees and their families, keep their spirits and security up, maintain frequent and open communication.

Home-office working practice was rapidly put into action at Head Office and Branches; in this process, phone calls were regularly made to employees and communication was maintained regarding their health status and needs.

Considering the training and development of employees as one of the critical determinants of success, Odeabank plans training activities to contribute to the development of employees. Trainings planned for increasing the knowledge and skills that the staff should have in line with their duties are supported via e-trainings. In addition, corporate trainings are prepared for the staff in line with the corporate culture and corporate target and strategies of Odeabank. In this context, in 2020, all trainings were pursued through online platforms due to pandemic. Besides these trainings prepared towards behavioral and technical skills of the employees and training programs "specially designed for the company", professional development of all employees is supported through "e-Odea Human Resources Training Platform" and Vide'O e-learning platforms.

Pursuant to the Law on Occupational Health and Safety numbered 6331 and relevant legislation, required number of employee representatives are assigned in the Bank as stipulated legally and they fulfill their duties de facto. As at the date of this report, the employee representatives are:

LEVENT 199 PLAZA

| Name | Duties | Authorities |
|--|---|--|
| Burcu Üstüner (Chief Representative) Sevinç Cansız Sibel Çobanoğlu Mert Volkan | <ul style="list-style-type: none"> • participate in the engagements related to occupational health and safety matters, • observe such engagements and request that necessary precautions are taken, • make recommendations when necessary, and • represent the employees in such cases. | Employee representatives are entitled to make recommendations to the employer and request that necessary precautions are taken in order to eliminate the source of danger or to minimize the risk arising from the danger. |

OLIVE PLAZA

| Name | Duties | Authorities |
|---------------------------------|--|--|
| Fatma Saral Feride Kazikkaya | <ul style="list-style-type: none">• participate in the engagements related to occupational health and safety matters,• observe such engagements and request that necessary precautions are taken,• make recommendations when necessary, and• represent the employees in such cases. | Employee representatives are entitled to make recommendations to the employer and request that necessary precautions are taken in order to eliminate the source of danger or to minimize the risk arising from the danger. |

Personnel turnover rate within the Bank is monitored on a quarterly basis and action plans are prepared in the event that the related rate exceeds the determined threshold values.

In 2020, the staff turnover rate, excluding Call Center Unit, was 7.79%.

14. Code of Ethics and Social Responsibility

Ethical Rules

The Bank's code of ethics is announced in the Human Resources Regulation and on Odeaport, which is an intranet environment accessible by all employees, and they are also announced to public via the Bank's website.

Ethical Code of Conduct of Odeabank are those that are applicable for Bank Audi SAL and all its affiliates and subsidiaries (hereafter referred to as "Group"). The recognition of the Group regarding ethical conduct is one of its most valuable assets. This reputation builds upon the determination and dedication of the Group to achieve high standards of ethical behavior. The Code of Ethics and Conduct consists of a set of ethical principles aimed at raising awareness of the personal and professional obligations of all representatives of the Group towards the whole Group and its units. These principles are designed to help maintaining the highest professional standards in honest work and to assist in the process of finalizing business-related issues in a professional and fair framework.

Social Responsibility

In addition to its responsibility for sustainable development, Odeabank attaches importance to social responsibility and actively works for the society in which it operates. It undertakes a proactive and collaborative role within the community with the aim of raising the quality of life, public welfare, cultural development, better living, and working society. Odeabank primarily focuses on issues such as organizational management, human rights, business practices, environment, fair business practices, consumer issues, and social participation and development at international level. Odeabank encourages all managers and employees to act with the awareness of social responsibility while performing their professional duties either on behalf of the Bank, or as an individual. The Bank performs special activities in line with this objective by organizing training activities based on environmental and social issues to improve the sensitivity of all its employees. Within this scope, Odeabank is committed to:

- establishing an open communication with all internal and external stakeholders with the principle of honesty and open communication;
- valuing human resources by promoting versatility, diversity and equal opportunity;
- rewarding talent, support teamwork and the development of employees;
- applying the highest business standards;

- promoting healthy ecosystems, social equity and good organizational governance under the domain and supply chain;
- taking responsibility for its decisions and activities and to be trustworthy.

Odeabank aims to promote a sustainable development environmentally and socially in all banking operations. Odeabank aims to minimize, and ideally eliminate, the environmental impacts that may arise directly or indirectly from its activities. Based on this point of view, taking the best practices of international financial institutions as an example, Odeabank has developed and implemented the Environmental and Social Management System. An "Environmental and Social Policy" approved by the Board of Directors has been published.

Odeabank endorsed the United Nations Women's Empowerment Principles. Along with these principles, the Bank aims to empower women for the purpose of enabling their involvement in the economic life under equal circumstances. Within this scope, internal Gender Mainstreaming seminars are organized within the Bank.

Acknowledging that the foundations of gender equality are laid in early ages, Odeabank initiated the Equal Fairy Tales project. Along with this project, worldwide known fairy tales Rapunzel, Cinderella and Little Red Riding Hood were reinterpreted in an equalitarian approach. Reinterpreted fairy tales were shared with readers through odeabank.com.tr website and via Odeabank branches for free.

With our Oxygen Account, our Oxygen account customers can contribute to children's nature education through TEMA Foundation or donate seedlings for Balıkesir Forestation Zone in each month. In 2020, 500 seedlings were donated through TEMA foundation within the scope of 6th Anniversary of Oxygen Account, 5000 seedlings were donated in order to re-green Hatay forests.

In addition, scholarships are given to Koç University students whose financial situation is not favorable.

Banking for Disabled Customers

Odeabank aims to increase transaction options for services offered at ATMs and branches in order to make it easier for disabled customers to access banking services. Our Bank's objectives are determined according to the criteria laid down in the Law no: 5378 on the Disability, and the Regulation on the Accessibility of Banking Services, which entered into force on January 1, 2017.

SECTION IV – BOARD OF DIRECTORS

15. Structure and Formation of the Board of Directors

Odea Bank A.Ş. Board of Directors consists of 12 members. Members of the Board of Directors are elected to serve for a maximum of three years, as set out in Article 20 of the Bank's Articles of Association. Members can be reelected. The Chairman of the Board is Dr. Imad Itani, and Mr. Tamer Ghazaleh is the Vice Chairman of the Board of Directors. The Chairman of the Board of Directors does not have any executive duties within the regulations of the BRSA, and Dr. Mert Öncü, the General Manager, is the executive member in the Board of Directors.

As of December 31, 2020, the information about the members of the Board of Directors is provided below:

| Name | Duty | Assignment Date* | Other Responsibilities |
|----------------------------------|---|-------------------------|---|
| Dr. Imad Itani (**) | Chairman of the Board of Directors | 12.10.2012 | Chairman of the Audit Committee and Remuneration Committee |
| Tamer Ghazaleh (**) | Vice Chairman of the Board of Directors | 24.05.2019 | Member of the Risk Committee and Remuneration Committee, and Associate Member of the Credit Committee |
| Samir Hanna | Board Member | 12.10.2012 | - |
| Philippe Elias El-Khoury | Independent Board Member | 27.04.2016 | Chairman of the Corporate Governance Committee |
| Khalil El-Debs | Board Member | 14.04.2014 | Member of the Credit Committee |
| Bülent Adanır | Independent Board Member | 08.05.2017 | Chairman of the Risk Committee, Member of the Audit Committee and Remuneration Committee |
| Dragica Pilipovic-Chaffey | Independent Board Member | 01.02.2018 | Member of the Corporate Governance Committee and Risk Committee |
| Mouayed Makhlouf | Board Member | 18.10.2019 | Member of the Risk Committee and Corporate Governance Committee, and Associate Member of the Credit Committee |
| Antoine Najm | Board Member | 09.01.2020 | Member of the Credit Committee |
| Ayşe Botan Berker | Independent Board Member | 12.10.2020 | - |
| Farid Lahoud | Board Member | 14.12.2020 | - |
| Dr. Mert Öncü | Board Member, General Manager | 02.04.2018 | Chairman of the Credit Committee |

(*) The date when the Members of the Board of Directors took an oath in the Commercial Courts has been taken into consideration.

(**) As per the Board Resolution numbered 2020/085 and dated November 13, 2020, Dr. Imad Itani was appointed as the Chairman of the Board of Directors, and Mr. Tamer Ghazaleh was appointed as the Vice Chairman of the Board of Directors.

(***) Mrs. Ayşe Botan Berker, who was appointed as a Board Member as per the General Assembly Resolution dated October 7, 2020, took an oath on October 12, 2020 and took office as a Board Member since then.

(****) Mr. Farid Lahoud, who was appointed as a Board Member as per the Board Resolution numbered 2020/085 and dated November 13, 2020, took an oath on December 14, 2020 and took office as a Board Member since then.

Members of the Board of Directors have been elected for a term of three years and their term of office is still ongoing. CVs, duties in-group and outside the Group of the Bank's Board members are disclosed to the public in the Bank's annual report and on the website. The election of Odeabank Board Members is carried out in accordance with Article 16 of the Articles of Association and in compliance with the

provisions of the Banking Law. As per the Banking Law, in the event that the General Manager of the Bank is not present, Deputy General Manager is the natural member of the Board of Directors.

Actions are taken in accordance with Banking Law and the BRSA regulations regarding non-bank duties of Board members. During the period, there were no circumstances that impeded the independency of the independent Board members.

16. Operating Principles of the Board of Directors

The Board of Directors' structure, duties, rights and qualifications, and engagements are described in the Corporate Governance Policy and announced to employees via intranet.

The Board of Directors shall convene at times as necessitated by the Bank's businesses and transactions, upon invitation of the Chairman or Vice Chairman and at the head office of the Bank or at a convenient place in the city, where the Bank's head office is located, at another city or in a country other than Turkey, provided that a written notification is sent to the Members of the Board of Directors. The invitations to Board of Directors meetings may also be sent via electronic mail. The Board of Directors convenes with the quorums and procedures stipulated in the Turkish Commercial Code and takes decisions with the quorums and procedures stipulated in the Turkish Commercial Code.

The meeting agenda is determined 3 weeks prior to the BoD meeting date and shared with the Board members to request their opinions. The supporting documents are received from the related departments 1 week prior to BoD meetings and shared with the Board members by the Corporate Secretariat.

Resolutions of the Board of Directors are taken by unanimous vote of the attendees or majority vote if a consensus is not reached. All questions, recommendations and opposing views, if any, are written in the meeting minutes. Board of Directors resolutions are written and signed on the official resolution book.

Due to the ongoing Covid-19 Pandemic since March 2020, only one of the five (5) Board Meetings was held physically, other four (4) meetings were performed through videoconferencing, and the resolutions were taken via circulation.

17. Number, Structures and Independence of the Board Committees

In carrying out its duties, the Board of Directors benefits from the support provided by the Audit Committee, the Corporate Governance Committee, the Remuneration Committee, the Risk Committee and the Credit Committee. The Corporate Governance Policy describes the procedure to constitute a guideline for activities of the Board Committees.

Audit Committee:

Serving on behalf of the Board of Directors, the Audit Committee has the following duties and responsibilities: to supervise the efficiency and adequacy of the Bank's internal systems; to supervise the functioning of the said systems and of the accounting and reporting systems, as well as the Integrity of the information that is generated, in accordance with the Law and related Regulations; to carry out the necessary preliminary assessment for the election of Independent Auditing Firms and rating, valuation and support service agencies by the Board of Directors; to regularly monitor and coordinate with the activities of such agencies, which are elected by the Board of Directors and have signed agreements with the Bank. The Committee convenes minimum four (4) times on yearly basis; however, the Committee may convene more frequently when needed or upon the request of Board of Directors.

| Audit Committee Members | |
|-------------------------|--------------------|
| Dr. Imad Itani | Committee Chairman |
| Bülent Adanır | Committee Member |

Corporate Governance Committee:

The missions of the Corporate Governance Committee include assisting the Board of Directors in monitoring the Compliance with the Bank's Corporate Governance principles, as well as conducting improvement works and presenting recommendations to the Board of Directors. The Committee convenes at least three (3) times per annum; however, the Committee may convene more frequently when needed or upon the request of Board of Directors.

| Corporate Governance Committee Members | |
|--|--------------------|
| Philippe El-Khoury | Committee Chairman |
| Dragica Pilipovic-Chaffey | Committee Member |
| Mouayed Makhoulouf | Committee Member |

Remuneration Committee:

The mission of the Remuneration Committee is to assist the Board of Directors in monitoring the remuneration practices. The Remuneration Committee assesses the remuneration policy and its practices within the framework of Risk Management principles and submits its recommendations through reports to the Board of Directors on an annual basis. The Committee convenes at least once per annum; however, the Committee may convene more frequently when needed or upon the request of Board of Directors.

| Remuneration Committee Members | |
|--------------------------------|--------------------|
| Dr. Imad Itani | Committee Chairman |
| Bülent Adanır | Committee Member |
| Tamer Ghazaleh | Committee Member |

Risk Committee:

The mission of the Risk Committee is to assist the Board of Directors in carrying out its risk related responsibilities. In this context, the duties of the Risk Committee are to consider the Bank's risk policies and risk appetite and present relevant recommendations for the Board of Directors, to monitor the Bank's risk profile for all types of risks, to manage the management framework of such risks and to assess their effectiveness. The Committee convenes minimum four (4) times on yearly basis; however, the Committee may convene more frequently when needed or upon the request of Board of Directors.

| Risk Committee Members | |
|----------------------------------|--------------------|
| Bülent Adanır | Committee Chairman |
| Dragica Pilipovic-Chaffey | Committee Member |
| Tamer Ghazaleh | Committee Member |
| Mouayed Makhoulouf | Committee Member |

Credit Committee:

The mission of the Credit Committee is to assist the Board of Directors in allocating loans within its authorization limits. The Committee convenes twice a month, if needed.

| Credit Committee Members | |
|--------------------------|----------------------------|
| Dr. Mert Öncü | Committee Chairman |
| Khalil El Debs | Committee Member |
| Antoine Najm | Committee Member |
| Tamer Ghazaleh | Committee Associate Member |
| Mouayed Makhoulouf | Committee Associate Member |

18. Risk Management and Internal Control Mechanism

Our Bank's Board of Directors is well aware of the fact that it is in charge of establishing and managing an effective, adequate and coherent internal control system and risk management system in line with Articles 29, 30 and 31 of the "Banking Law" No. 5411 and "Regulation on Bank's Internal Systems and Assessment Process of Internal Capital Adequacy". Accordingly, the Board has established risk management and internal control systems to minimize the risks, which may affect the shareholders and stakeholders. The Internal Control and Compliance Unit as well as the Risk Management Units fall within the scope of Internal Systems and reports to the Audit Committee through the Internal Systems AGM. The Internal Audit Department reports directly to the Audit Committee through the Head of Internal Audit.

Process reviews are performed periodically by the Bank Audi Group Audit Team and the audit reports are shared with the related units and the Audit Committee. Our Bank is subject to Banking Processes and Information Technology Systems audit by the Independent Audit company, as per the BRSA regulations. Main purpose of the audit conducted on the information systems and banking processes is to review the processes, which are selected as part of the significance principle regarding the information systems and financial data production that are included in the scope within the framework of the Bank's importance principle; to assess their compliance, sufficiency and efficiency, and to report the deficiencies according to the materiality principle. Action plans are prepared and related actions are taken regarding the issues reported by External Audit and Group Audit.

19. Company's Strategic Objectives

The Board of Directors annually reviews the strategic targets of the Bank. The Bank's annual budget is approved by the Board. The budgeted and actual figures are compared and the Bank's performance is reviewed by the Board of Directors on quarterly basis. The core performance indicators are reviewed by the Board of Directors.

Bank's mission and vision are established and announced to the public via website.

Our mission is to invest in the best, aim to provide total satisfaction to our stakeholders and offer them a concept of banking that places their lives at the center of our operations. Our vision is to be the first bank that comes to mind regarding the banking needs of everyone who cares about how they spend their lives and their time.

Our main strategic target is to become a bank providing expeditious service via its advanced technology infrastructure and experienced human resources, contributing to the quality of life of customers and being an indispensable part of their lives. Strategic targets for our customers, employees, society, sector, and the bank is given below:

For our Customers: To become a Bank that can identify its customers' needs accurately and increase their quality of life to make them feel special and become their indispensable business partner.

To leverage the strength and credibility of our shareholder Bank Audi Group in the region to raise funds from international markets and making these resources available for the real sector.

For our Employees: To become a Bank where each and every employee will be proud to be a part of, treated fairly, and are given the opportunity to improve themselves and achieve their career goals.

For the Society: To become a Bank that is sensitive towards the needs of the community in which it operates, aware of the duties of being a corporate citizen, and determined to improve the prosperity of the society.

For the Sector: To become a dynamic and innovative Bank in the sector with its technological infrastructure, efficient service approach and experienced human resources.

For the Bank: To be able to activate an efficient service infrastructure that can deliver all its products as mandated by competition in all applicable segments of banking.

To act as mediator in trade projects particularly with the Middle East and North Africa region-to be the leading bank of Turkey for this region.

20. Remuneration

A Remuneration Policy devoted to Bank staff has been established and the policy has been approved by the Board of Directors. The Bank's Remuneration Policy encourages fair, transparent, measurable and sustainable success among employees and is in alignment with the Bank's risk principles. A remuneration structure consisting of fixed income and variable income items is stipulated. Remuneration Policy is published on Bank's intranet system and Bank's website.

As per article 20 of Bank's Articles of Association, remuneration of the Board Members is determined by the General Assembly. During the Ordinary General Assembly Meeting of 2019 dated March 26, 2020, it was unanimously resolved that no attendance fee be made to the members of the Board of Directors.

Board Members, who do not hold an executive duty, were however granted a separate remuneration for their work and duties within the Bank as members of the Board and its Committees. Such remuneration is not linked to the 2019 profit; all in accordance with the Remuneration Committee decision dated 23.03.2020 and numbered 2020/1. Moreover, it has been unanimously resolved that payments be made to other employees of the Bank for their work and duties within the Bank, as bonuses and premiums, in accordance with the Remuneration Committee decision dated 23.03.2020 and numbered 2020/2.
