

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING OF  
SHAREHOLDERS OF ICBC TURKEY BANK ANONIM SIRKETI  
HELD ON 30 MARCH 2017**

The ordinary general assembly meeting of ICBC Turkey Bank Anonim Sirketi was held on 30 March 2017 Thursday at 10.30 at the address of Maslak Mahallesi Dereboyu/2 Cad. No: 13 Sariyer Istanbul under the supervision of the Ministry Representative Feyyaz Bal appointed by the Ministry of Customs and Commerce's Istanbul Provincial Directorate of Commerce's letter dated 29/03/2017 and numbered 23788044.

Translations were made by our bank's employee Mr. Enis Can.

It was detected that the meeting call including the agenda was announced at the Public Disclosure Platform, Central Registry Agency's Electronic General Assembly Meeting System, on the Bank's website [www.icbc.com.tr](http://www.icbc.com.tr), also published in the the Turkish Trade Registry Gazette dated 09/03/2017 and numbered 9280 and the local newspaper "Dunya" dated 06/03/2017 pursuant to the related legislation and the Bank's Articles of Association. It was found appropriate not to send an additional registered mail to shareholders to call them to the ordinary general meeting according to the 20th Article of Articles of Association. It was observed that all the necessary meeting documents have been in the meeting room.

It was seen that some members of the board of directors and the independent auditor Ms. Gamze Eynur from the Bank's independent audit company "Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (KPMG)" attended the meeting; and the preparation of the electronic general meeting of shareholders were in compliance with related legislation according to Article 1527/5, 6 of the Turkish Commercial Code.

Upon the observation of the list of attendees, it was seen that out of 4.200.000.000 shares which correspond to the Bank's 420.000.000-TL paid-in capital, 4.007.941.854,28. shares corresponding to 400.794.185,428-TL share capital were represented by proxy and 21.050.000 shares corresponding to 2.105.000-TL share capital were represented in person; therefore, the minimum legal meeting quorum stipulated by both related legislation and the Bank's Articles of Association was met with a % 95,928; following this, the meeting was opened by the Chairman of the Board of Directors Mr. Xu Keen with the accompaniment of the interpreter and the discussion on the agenda was started. Pursuant to Article 1527 of the Turkish Commercial Code, the general assembly was simultaneously opened on the electronic system.

The Chairman of the Board of Directors Mr. Xu Keen made an explanation about voting method. As regulated in the Turkish Commercial Code and the Bank's Articles of Association, without prejudice to the provisions about electronic vote counting, shareholders who were present at the meeting in person should vote by raising their hands, and shareholders who would vote against should verbally declare their objections.

Below resolutions are made based on discussion took place according to the meeting's agenda:

### **1) Regarding the 1st item of the agenda;**

Discussion started on the formation of the meeting presidency. It was unanimously decided to appoint Mr. Xu Keen as the chairman of the meeting. According to the Bank's Internal Directive on General Assembly's Working Rules and Procedures, Mr. Gao Xiangyang was appointed as the vote collector and Ahmet Murat Akin was appointed as the clerk of the meeting by the Chairman of the Meeting, Mr. Xu Keen.

Pursuant to the Article 431 of Turkish Commercial Code the Chairman of the Meeting declared that there was not any Share Depositing Representatives at the meeting.

The agenda of the meeting was read by the clerk upon the Chairman's request and asked whether there was any offer to change the order of the agenda items. As there was no offer, the discussion of the agenda items was continued in the same order as announced before.

### **2) Regarding the 2nd item of the agenda;**

The submitted motion regarding the 2. item was read out. According to the voting results of related motion, it was unanimously decided to authorize the meeting presidency to sign the meeting minutes.

### **3) Regarding the 3rd item of the agenda;**

As the Annual Activity Report for the year 2016 had been already disclosed to the public on Public Disclosure Platform, on Central Registry Agency's Electronic General Assembly Meeting System and on the Bank's website [www.icbc.com.tr](http://www.icbc.com.tr) three weeks prior to the ordinary general meeting, the motion for deeming the report already read out and the "Review" extracted from the Independent Auditors' 2016 annual report to be read was put to a vote. According to the voting results, it was approved unanimously.

The discussion was continued without reading out the Annual Activity Report, attendees did not raise any questions. According to the voting results, the Annual Activity Report for the year 2016 was approved unanimously.

The "Review" extracted from the Independent Auditors' 2016 annual report was read out, discussion had been carried out, no questions were raised.

### **4) Regarding the 4th. item of the agenda;**

As the Financial Statements for the year 2016 had been already disclosed to the public on Public Disclosure Platform, on Central Registry Agency's Electronic General Assembly Meeting System and on the Bank's website [www.icbc.com.tr](http://www.icbc.com.tr) three weeks prior to the ordinary general meeting, the motion for deeming the statements already read out and the profit and loss table

extracted from the Financial Statements to be read was put to a vote. According to the voting results, the motion was approved unanimously.

Main items of the profit and loss table extracted from 2016 annual financial report was read out, discussion had been carried out, no questions were raised.

As a result of the voting, the Annual Financial Statements for the year 2016 were approved unanimously.

**5) Regarding the 5th. item of the agenda;**

Discussions started about the Release of the Members of the Board of Directors. Release of the current members of the Board: Mr. Xu Keen, Mr. Gao Xiangyang, Mr. Wang Qiang, Mr. Zheng Jianfeng, Ms. Wang Ying, and Mr. Mehmet Hilmi Guler for the activities carried out in the period of 01/01/2016-31/12/2016 was put to a vote, and approved unanimously.

Board members did not use their voting rights regarding their own shares in the Bank during voting.

**6) Regarding the 6th. item of the agenda;**

Discussions started about the profit distribution of the year 2016. The proposal based on Board of Directors Resolution dated 01/03/2017, numbered 1421/03 about the dividend distribution was read out. No questions were raised, the motion was put to a vote by the Chairman.

After voting, setting off the last year losses against the 2016 annual net profit in the amount of TL-13.700.307,62- (after tax) was approved unanimously.

**7) Regarding the 7th. item of the agenda;**

The “2017 Dividend Distribution Policy” determined by the Board of the Directors on 01/03/2017 disclosed to the public on Public Disclosure Platform, on Central Registry Agency’s Electronic General Assembly Meeting System and on the Bank’s website [www.icbc.com.tr](http://www.icbc.com.tr) has been read and put to a vote as below. As a result of voting, The Bank’s 2017 Dividend Distribution Policy was approved unanimously.

**ICBC Turkey Bank A.S.  
2017 Dividend Distribution Policy**

Taking into account also the growth of our Bank in the sector within the scope of its targets, in light of its investment and financing needs, within the framework of provisions set forth in the Banking Law, the Turkish Commercial Code and the Capital Markets Law and related laws and regulations and the Articles of Association, a basic new profit distribution policy has been

adopted based on the principle that profits be kept by the company and be saved in extraordinary reserves for financing of growth and be distributed as shares in capital increases by bonus issue from internal resources.

This policy shall be re-evaluated each year, taking into account the regulations of the Capital Markets Board regarding distribution of profits and the liquidity position of our Bank.

#### **8) Regarding the 8th. item of the agenda;**

The discussion was started on updating the fees of the board members ,which were determined in the general assembly meeting held on 31/03/2016, in accordance with the Turkish Commercial Code and the Bank’s Articles of Association. The related motion was read out. The motion was put to a vote by the Chairman of the meeting.

After voting, followings were unanimously decided;

Updating the net monthly fees paid to Mr. Xu Keen, Mr. Gao Xiangyang, Mr. Liu Peiguo; in this regard, paying annual net fees to Mr. Xu Keen not exceeding 1.900.000-TL, to Mr. Gao Xiangyang not exceeding 1.650.000-TL, to Mr. Liu Peiguo not exceeding 1.350.000-TL; continuing to pay monthly net 20.000-TL to the Independent Board Members Ms. Wang Ying and Mr. Mehmet Hilmi Güler, and continuing not to pay any fee to the Board Member Mr. Zheng Jianfeng until the next ordinary general meeting to be held to discuss 2017 financial reports; to authorise the Chairman of the Board of Directors to judge whether any payment will be made to the members of the board of directors who are/will be also committee members and determine the fees they will be paid to these members.

#### **9) Regarding the 9th. item of the agenda;**

The discussion was started to re-elect the Independent Auditor according to Article 399 of the Turkish Commercial Code. The motion was read out and put to a vote. In accordance with the related Regulation of the Banking Regulation and Supervision Agency and Article 399 of the Turkish Commercial Code, it was decided to continue to work with the Bank’s current independent auditor “Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (KPMG)” in 2017, which was elected in the ordinary general meeting of shareholders on 31 March 2016 for 2016, 2017 and 2018 fiscal years.

#### **10) Regarding the 10th. item of the agenda;**

The fact that no donation was made by the Bank in 2016 was read out to the General Assembly for information and declared no changes made to the Donation and Contribution Policy approved by the General Assembly on 31/03/2014: “Pursuant to the Banking Law Code no: 5411 clause no: 59, the amount of grants to be extended by banks and institutions subject to consolidated supervision in a fiscal year shall not exceed four per thousand of the bank’s equity capital. However, minimum half of the grants and aids shall be composed of grants and aids that may be

considered as expenditure or deductible costs in the calculation of the corporate tax base. The principles and procedures applicable to the implementation of this provision shall be set by the Board and disclosed to the shareholders with a single motion at the General Assembly Meeting and included in the Annual Activity Report of the Bank for the public disclosure”.

It was declared to the assembly that no voting would be carried out since this motion had an informative purpose.

### **11) Regarding the 11th. item of the agenda;**

In accordance with the Banking Regulation and Capital Markets Board: the motion to determine the upper limit of the donations to be made in the year 2017 was read out and put to a vote. In line with Article 59 of the Banking Law numbered 5411, the upper limit was determined as 20,000.-USD unanimously.

### **12) Regarding the 12th. item of the agenda;**

In line with the Regulations issued by the Capital Markets Board below information about the Bank's Remuneration Policy was shared with the shareholders. The remuneration policy came into force based on the resolution dated 17/02/2014, numbered 1254/01, then revised by the BOD on 21/01/2016 with the resolution no: 1357/03 as shown below:

“The board of directors of the bank, within regulations issued by BRSA (Banking Regulation and Supervision Agency) and CMC's (Capital Markets Committee) corporate governance, prepared this resolution about the remuneration policy in order to be presented to our shareholders attention at the regular corporate meeting. The bank has adopted the remuneration policy in line with Bank's remuneration regulation about the salaries of top management and the salaries of the board members, the Bank's ethical values, overseeing the internal harmony, staff's performance and positioning alongside considering the Bank's interest within its activity fields and targets. The policy has been decided to be evaluated annually within the frame underlined in the corporate's main agreement and the frame designated by the Capital Markets Law and by various related legislation in Turkey under current market conditions. The Compensation Committee is established in order to conduct and audit the remuneration application of the policy in the bank in the name of the Board of Directors. The Committee is comprised of two non-executive board members. The Committee offers the opinion and proposals to the Board for approval whenever appropriate. While applying the policy the bank makes sure: it is based on transparency, fair treatment, balanced performance goals, it is measurable, encourages sustainable success, in line with the risk management principles, competitive with the salary scales in the market. The salary increase is applied after performance evaluation. HR proposes an increase rate based on the performance evaluation, following the approval of the General

Manager. Than it is presented to the Compensation Committee. Following the presentation of the opinion by the Committee to the Board, raised salary payments made.”

The assembly informed about that there was a change made in the policy in the year 2016, which was disclosed to the public at the Public Disclosure Platform, Central Deposit Institution’s Electronic General Meeting System and on the Bank’s website [www.icbc.com.tr](http://www.icbc.com.tr). It was declared to the assembly that no voting would be carried out since this motion had an informative purpose.

### **13) Regarding the 13th. item of the agenda;**

Pursuant to 1.3.6. Principle of the Corporate Governance Communique issued by the Capital Markets Board, it was announced that for the period of 01/01/2016 – 31/12/2016, the shareholders of the Bank who have a management control, members of board of directors, managers with administrative liability and their spouses, relatives by blood or marriage up to second degree did not conduct any significant transaction with the corporation or subsidiaries thereof which may cause a conflict of interest, or/and conduct a transaction on behalf of themselves or a third party which is in the field of activity of the corporation or subsidiaries thereof, or become an unlimited shareholder to a corporation which operates in the same field of activity with the corporation or subsidiaries.

It was declared to the assembly that no voting would be carried out since this motion had an informative purpose.

As there was not any other items on the agenda, the meeting was closed by the chairman of the meeting. The minutes were prepared on-site and signed as below (30/03/2017).

Ministry Representative

FEYYAZ BAL

Chairman of the Meeting

XU KEEN

Vote Collector

GAO XIANGYANG

Clerk

AHMET MURAT AKIN