



ANNUAL  
REPORT  
2021

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## PART I – CORPORATE PROFILE

### FINANCIAL HIGHLIGHTS AND KEY RATIOS

Financial Data Summary (TL /000, USD /000)	December 31.2021		December 31.2020		Change (TL)
	TL	USD	TL	USD	%
Total Assets	5,078,035	375,861	3,067,706	414,018	66
Loan Portfolio (Net)	2,335,648	172,878	1,681,078	226,878	39
Loan Portfolio (Gross)	2,690,687	199,157	2,177,131	293,826	24
Securities Portfolio (Net)	860,002	63,655	19,787	670	4246
Receivables from Banks/Money Market	813,594	60,220	579,069	78,151	41
Total Deposits	3,453,840	255,643	2,279,998	307,709	51
Loans Obtained	-	-	262	35	(100)
Equity	537,864	39,811	480,991	64,915	12
Guarantees	1,655,716	122,551	1,308,632	176,613	27
Net Interest Income	130,944	9,692	105,345	14,217	24
Net Commission Income	19,054	1,410	21,616	2,917	(12)
Profit Before Tax	75,448	5,584	39,136	5,282	93
Net Profit	60,270	4,461	20,080	2,710	200

Financial Ratios Summary	December 31.2021	December 31.2020
Capital Adequacy Ratio	%17.25	%17.36
Loans/Deposits	%67.62	%73.73
Loans/Total Assets	%46.00	%54.80
Liquid Assets/Total Assets	%18.18	%20.44
Non-Performing Loans (Net)/Total Loans (Net)	%21.60	%25.91
Non-Performing Loans (Gross)/Total Loans (Gross)	%30.82	%38.70
Non-Performing Loans (Net)/Total Assets	%9.94	%14.20
Loan Provisions/Non-Performing Loans	%39.16	%48.31

#### Loans /Total Assets (%)

2021 46.0

2020 54.8

#### Capital Adequacy Ratio (%)

2021 17.3

2020 17.4

#### Loans-to-deposits Ratio (%)

2021 67.7

2020 73.7

## BRIEF HISTORY

The Bank, which started its operations as the Istanbul Branch of the Bank of Bahrain and Kuwait in 1985, started its operations as an independent financial institution in 1991 under the name Bahreyn ve Kuvveyt Bankası A.Ş. The Bank changed its name in 1992 and continued to serve its customers with the title Garanti Yatırım ve Ticaret Bankası A.Ş., and in 1997 it was renamed as MNG Bank A.Ş.

The sale of MNG Bank A.Ş., which transferred 91% of its shares to Arab Bank and BankMed in 2006, was approved by the decision of the Banking Regulation and Supervision Agency (BRSA) dated December 29, 2006. In January 2007, the Bank's share transfer was completed. Accordingly, 50% of the shares were owned by Arab Bank and 41% by BankMed. On April 3, 2007, the name of the Bank was changed to Turkland Bank A.Ş. (T-Bank).

T-Bank's capital was increased from TL 500 Mio to TL 650 Mio by the decision of the Ordinary General Assembly held on April 15, 2014. T-Bank's shareholding structure was as follows until 2019: BankMed 50%, Arab Bank 33,3%, Arab Bank Switzerland 16,7%. Based on the BRSA's approval letter dated May 7, 2019, the 16,67% shares of Arab Bank (Switzerland) Ltd (ABS) was transferred to the other Bank partner, Arab Bank Plc.

T-Bank's capital was increased from TL 650 Mio to TL 1 Bio by the decision of the Ordinary General Assembly held on February 17, 2020. Today, T-Bank's current shareholding structure is as follows: BankMed 50%, Arab Bank 50%.

Arab Bank and BankMed's deep-rooted expertise in retail and corporate banking, and the extensive knowledge and experience they have gained in the banking industry since the 1930s shape T-Bank's vision.

T-Bank strengthens its operations with the synergy created by its main shareholder banks. This also plays a key role in customers choosing T-Bank as their financial partner. Continuing to expand the scope of its operations by adding the Commercial Banking business line to its service portfolio, T-Bank also continues its operations in the corporate banking areas where it actively carries out operations.

## AMENDMENTS TO ARTICLES OF ASSOCIATION

As of December 31, 2021, no amendments were made to the Articles of Association.

## SHAREHOLDERS AND CAPITAL STRUCTURE

T-Bank's paid-in capital is TL 1 Bio.

BankMed	50%
Arab Bank	50%

Name Sur-name/Trade Title	Share Amounts	Share Ratios	Paid up Shares	Outstanding Shares
BANKMED, SAL	499,999,996.48	50.0	4,999,999,965	-
ARAB BANK PLC	499,999,998.34	50.0	4,999,999,983	-
OTHER	5.18	0.0	5.2	-
<b>Total</b>	<b>1,000,000,000.00</b>	<b>100.0</b>	<b>1,000,000,000</b>	<b>-</b>

## BankMed

With 76 years of strong banking experience, Bankmed is in the sector as one of the leading banks in Lebanon. It continues its banking services in line with its mission of "to empower its customers and society to dream and grow with an innovative approach by providing the best service". As part of this mission, Bankmed provides its customers with effective financial solutions and personalized services that will best meet their needs to support their individual potentials and business opportunities.

In addition to its 39 branches in Lebanon, it has established internet branches and virtual platforms in order to provide its customers with the best banking experience uninterruptedly.

Bankmed leads the sector in corporate banking. Thanks to this pioneering position, it has expanded its banking services in a way to include Corporate Banking, Retail Banking, Private Banking, International Commercial Banking, SME Banking, E-Banking, Business Development, Investment and Brokerage Services, Asset Management, Treasury and Investment Services as well as Financial Institutions, Trade Finance and Microfinance.

On the investment side, Bankmed has been the preferred business partner of many local and regional institutions and investors for many years. In this regard, the Investment Banking and Securities Trading business lines play a very important role in the bank's operations as well as in expanding its operations by strengthening the synergy between Bankmed's local and regional institutions.

As part of expanding its operations, Bankmed has demonstrated its effectiveness in the regional and non-regional markets. The Bank continues its operations in Switzerland with its subsidiary BankMed Suisse, in Cyprus with its branch in Limassol, in Saudi Arabia with its investment banking subsidiary SaudiMed Investment Company (SaudiMed), and in Türkiye with Turkland Bank (T-Bank) serving in the field of corporate banking. In addition to all these, Bankmed has expanded its scope of activity to Iraq and provides services in the cities of Baghdad, Basra and Erbil. Finally, it also has a branch in Dubai International Financial Center (DIFC).

For more information, you can visit the website: [www.bankmed.com.lb](http://www.bankmed.com.lb)

## Arab Bank

Founded in 1930 and headquartered in Amman/Jordan, Arab Bank has one of the largest global Arab banking networks with over 600 branches in 28 countries in five continents.

Arab Bank's extensive banking network covers key financial markets and financial centers such as London, Dubai, Singapore, Geneva, Paris, Frankfurt, Sydney and Bahrain.

Serving individuals, companies and other financial institutions within this global network, the Bank offers a wide variety of financial solutions in its core business areas, including Retail Banking, Corporate Banking, Financial Institutions and Treasury. As one of the leading banks in the MENA region, Arab Bank plays a complementary role by financing important infrastructure projects and strategic sectors in the region.

At the end of 2021, Arab Bank Group reported a net income of USD 315 Mio after tax. Total assets were USD 63,4 Bio, and the equity increased to USD 10,3 Bio.

Arab Bank received many international awards in 2021 as well and its achievements were recognized by many internationally respected institutions.

For more information, you can visit the website: [www.arabbank.com](http://www.arabbank.com)

## **SHARES OWNED BY THE CHAIRMAN OF THE BOARD, BOARD MEMBERS, GENERAL MANAGER AND DEPUTY GENERAL MANAGERS**

The Chairman of the Board, Board Members, General Manager and Deputy General Managers do not hold shares at T-Bank as of December 31, 2021.

## CHAIRMAN'S MESSAGE

Dear Shareholders and Customers,

2021 has been a year in which the effects of Covid-19 continued all over the world. Global normalization has accelerated after vaccinations. The emergence of new variants causes the impact of the pandemic on the economy and the uncertainty to continue. With the contribution of supportive economic policies, the growth rate of the global economy is estimated to be around 6%, compared to the last year.

The increase in demand brought by the normalization process and the decreases in supply caused by the disruptions in the supply chain have caused pressure on global inflation. Particularly, the high increases in commodity prices have caused the rise of inflation throughout the world.

Despite these difficult conditions brought by Covid-19, global inflation pressure and fierce competition in the sector, we have successfully ended 2021 with rational policies and healthy balance sheet management.

As of December 31, 2021, our Bank's total assets are TL 5,1 Bio, our net loans are TL 2,7 Bio, and our customer deposit volume is TL 3,5 Bio, and our net period profit in 2021 was TL 60,3 Mio.

I would like to thank all my friends who worked devotedly in 2021, when the effects of Covid-19 continued, our customers for their trust in our Bank, and our shareholders for their support and assistance.

Michel Accad  
Chairman

## CEO'S MESSAGE

Dear Shareholders and Customers,

2021 has been a year in which the global fight against the Covid-19 pandemic continued and its social and economic effects continued to a great extent. The measures against the pandemic were relaxed upon the increase in vaccination, but the emergence of new variants caused economic uncertainties to continue. Problems in the supply chain and the increased demand have caused a high increase in commodity prices, and all these have led to an increase in inflation in the world and in our country.

However, the recovery trend observed in our country since the third quarter of last year, despite the increase in geopolitical risks and the ongoing difficulties due to Covid-19, has continued to strengthen this year as well. Türkiye's economic growth was 11% in 2021, well above the world's average. A significant part of this growth was due to the increase in exports.

With our prudent policies and the support of our shareholders, we, T-Bank, have managed to maintain our capital adequacy ratio at 17,3% as of the end of 2021, which is well above the minimum legal limit of 12%, despite all the negative effects of Covid-19 and geopolitical risks.

As of December 31, 2021, our Bank's total assets are TL 5,1 Bio, our net loans are TL 2,3 Bio, and our customer deposit volume is TL 3,5 Bio, and our net period profit in 2021 was TL 60,3 Mio.

Our forward-looking strategy is to carefully manage the risk portfolio and expand our client base in promising industries.

As T-Bank, we will also continue our efforts to increase the commercial finance business by investing in the enhanced network of our shareholders in the MENA region.

Finally, on behalf of T-Bank management, I would like to thank our customers for their continuous trust, our shareholders for their strong support, and all our employees for their devoted works.

Servet Taze  
CEO



## PART II – OPERATION

### T-BANK, TÜRKİYE’S BOUTIQUE BANK

With its 14 branches located in Türkiye’s most vibrant industrial and commercial centers, T-Bank offers tailored solutions in line with its "boutique service" approach.

Determining to be the solution partner of its customers as its mission, T-Bank focuses on raising the quality bar of its services and products as part of its sustainable growth strategy. Increasing its satisfaction and loyalty ratio day by day, the Bank aims to provide its customers with a unique banking experience.

T-Bank succeeds in transforming its main shareholders' effective and wide correspondent bank network in the Middle East and North Africa Region into a competitive advantage. The Bank also takes care to establish long-term relationships with banks that will add added value to its services and further strengthen its financial structure.

#### **Dynamic Organizational Structure**

Focusing on reinforcing its position in the sector, T-Bank responds to changing customer needs and expectations with the high value-added products and services in its portfolio. T-Bank also spends a lot of time in producing personalized solutions.

Effectively reflecting its boutique service approach on its services, T-Bank has succeeded in creating productivity in all business processes thanks to the healthy relationships it has established with its customers.

T-Bank offers customized services to its customers operating in different sectors.

Continuing to operate in line with its effective customer management and proactive marketing strategies, T-Bank constructs its future plans within the framework of improving its market share and customer portfolio.

#### **Representative of International Experience in Turkey**

Benefiting from the international experience of its shareholders Arab Bank and BankMed, T-Bank plays an active role in commercial operations in the Middle East and North Africa, with the support of its partners. Continuing its operations with the synergy gained from its strong partnership structure, the Bank is also one of the important representatives of the international experience in Türkiye.

#### **Segmental Expertise**

T-Bank divides its customer portfolio into two sub-segments, Commercial and Corporate, in order to improve its service quality. The Bank also aims to include suppliers and manufacturers into its Commercial portfolio.

#### **Detailed Credit Process**

T-Bank's lending process consists of two stages. In the first stage, measurements such as rating, cash flow, investment projection, feasibility and capacity report are made for a detailed analysis of the financials. In addition, many criteria such as the company's product/service diversity, market share, morality, and the current state of the industry are evaluated in detail in the measurements and evaluations. T-Bank gives priority to criteria such as financial data, market intelligence, past and expected performance of the company in the credit lending process.

In the second stage, T-Bank produces the optimum solution suitable for the needs of the company requesting the loan and submits the applications for approval. In the solution producing stage, T-Bank analyzes in detail the variables such as investment financing, working capital and foreign trade, as well as the sector in which the company is operating, and develops a solution proposal in the light of the outputs obtained from those variables.

### **Diversified Portfolio**

T-Bank's customer portfolio consists of companies with a solid financial structure. T-Bank, in its marketing efforts to expand its customer portfolio, determines its customers by meticulously considering many parameters. Continuing its operations with the aim of maintaining its current portfolio structure, the Bank works devotedly to preserve the quality of its assets.

### **Corporate and Commercial Banking**

Corporate and Commercial Banking, which was carried out as two separate business lines, has been operating as a single business line since April 2019. The companies served are divided into three separate segments. These segments are determined based on the annual turnover of the companies, and the purpose of this segment-based distribution is to focus on customer needs and to meet those needs more quickly and effectively. The Bank's Corporate and Commercial Banking customer portfolio consists of trade and industrial organizations, companies operating in the textile and food industry, service sector companies, financial institutions, transportation and construction-contracting companies. T-Bank aims to serve all industrial companies that are exporters and have high export potential.

T-Bank's Corporate and Commercial Banking staff, each of whom are competent employees, meticulously review and evaluate customer needs and expectations. After the evaluation, the Bank offers personal solutions that will contribute to the potential needs, productivity and development of its customers.

The main products offered by T-Bank to its corporate customers are TL/FC Cash and Noncash Loan Products, Cash Management Products, Project Finance, Foreign Trade Products, Deposit-Investment Transactions, Insurance Products and Derivative Products. The active participation of T-Bank staff and managers is extremely important for the formation of long-term and lasting relationships that the Bank establishes with its customers.

T-Bank is one of the most reliable banks in Türkiye with its strong transparency and resilience to risks. T-Bank also attaches great importance to the risk-return balance. Making maximum use of the international experience of its shareholders, its extensive branch network and rapid decision-making mechanism, T-Bank this way achieves a perfect synergy.

**Loan Portfolio Distribution by Sector (December 31.2021- TL /000)**

Sector	Cash Loans		Noncash Loans	
	Total	%	Total	%
<b>Agriculture</b>	<b>100,102</b>	<b>%3.72</b>	<b>184,101</b>	<b>%11.01</b>
Farming and Livestock	99,467	%3.70	177,717	%10.63
Forestry	635	%0.02	36	%0.00
Fishery	-	%0.00	6,348	%0.38
<b>Industry</b>	<b>625,272</b>	<b>%23.24</b>	<b>740,328</b>	<b>%44.29</b>
Mining	533	%0.02	380	%0.02
Manufacturing	519,007	%19.29	739,139	%44.22
Electricity, Gas and Water	105,732	%3.93	809	%0.05
<b>Construction</b>	<b>516,231</b>	<b>%19.19</b>	<b>180,322</b>	<b>%10.79</b>
<b>Service</b>	<b>1,438,672</b>	<b>%53.47</b>	<b>561,320</b>	<b>%33.58</b>
Wholesale and Retail Trade	217,129	%8.07	218,759	%13.09
Hotel and Restaurant Services	276,729	%10.28	579	%0.03
Transportation and Communication	81,185	%3.02	6,266	%0.37
Financial Institutions	672,844	%25.1	224,821	%13.45
Real Estate and Rental Services	131,587	%4.89	1,971	%0.12
Self-Employment Services	36,244	%1.35	95,278	%5.70
Training Services	5,300	%0.20	5	%0.00
Health and Social Services	17,654	%2.66	13,641	%0.82
<b>Other</b>	<b>10,410</b>	<b>%0.39</b>	<b>5,377</b>	<b>%0.32</b>
<b>TOTAL</b>	<b>2,690,687</b>	<b>%100.00</b>	<b>1,671,448</b>	<b>%100.00</b>

**Credit Department**

The Bank's strategies, policies and procedures regarding loans are determined and implemented by the Credit Allocation Department. The allocation of loans, the measurement and control of the risks entered and to be entered, and the follow-up of the reports on Loan Allocation are also under the responsibility of the Credit Allocation Department.

Responding quickly to customers' loan demands with innovative solutions, T-Bank periodically updates its existing products and technologies in order to facilitate access to information in credit lending processes. Working with a team of experts in the lending process, T-Bank makes maximum use of products such as the trade registry system, Takbis and KKB (Credit Bureau) in order to closely monitor its customers, as well as the workflow systems and credit archiving system.

Evaluating customer demands effectively, T-Bank creates a comfortable working environment for its customers with convenient limits and loan conditions. Within the Bank's customer portfolio, there are companies that place sustainable cooperation at the top of their lists of priority, produce added value, have repayment power, and adhere to ethical values.

It places great importance to the training of both the Department's employees and Branch employees.

**Scoring and Rating Models**

T-Bank uses an appropriate rating model in the Corporate/Commercial segments. This model not only helps to make credit decisions, but also undertakes important functions such as more accurate credit

analysis and higher added value. This model is regularly reviewed, verified and updated to ensure its optimal adequacy and accuracy.

### **Remedial**

T-Bank effectively uses the Early Warning System to detect potential risks beforehand and take necessary precautions. At the same time, ensuring the development of the system in line with current conditions and needs, T-Bank aims to reduce potential risks in this way. As per this approach, the Bank aims to limit the loan risk. Timely and complete communication of early warning signals to the relevant units helps to bring the risk under control. Thanks to the customer visits held at regular intervals and the risk assessment meetings organized on a branch basis, risk monitoring is carried out regularly and the risk is eliminated in a healthy way by creating action plans.

Preferring to establish close relations with its customers while performing loan management, T-Bank is thus able to detect problems beforehand. The Bank consolidates information about its customers obtained from the market, Credit Bureau, TBB (the Banks Association of Türkiye) /Risk Center and various intelligence sources in its database and evaluates this information as an early warning signal in the lending and monitoring process. In the event of any deterioration in the credit worthiness of the customers, the loan limits of the customers are revised and action plans are created to exit the risk by restructuring and/or to obtain additional collateral.

The Remedial Department carries out all exit stages of performing and non-performing loans in concordance with the Credit Allocation and Corporate Banking Departments, and if deemed necessary, it plays an active role in creating actions by informing the Senior Management, Credit Allocation Department and Branches.

The Remedial Department is also responsible for the management of the real estate properties that the Bank has acquired against its receivables. Considering the market conditions and economic conjuncture, T-Bank aims to sell the properties in the balance sheet as soon as possible and at the optimum price.

The Remedial Division also plays a key role in the assignment of non-performing receivables to asset management companies.

The Remedial Department also prepares reports on loans and maintains relations with real estate property appraisal companies.

### **Legal**

The legal team plays an active role in the litigation and follow-up processes in which the Bank is a party, both as a plaintiff and a defendant. In this context, the Legal unit, in line with the developing conditions of Türkiye, has increased the collection ratio by speeding up the follow-up processes of the files followed-up by the Head Office as NPL files and has accelerated our collection processes by switching to the scoring system of contracted attorneys in order to audit our contracted attorneys in the most appropriate way.

With the aim of rapid and regular inspection of the bank's contracted attorneys, the procedure of obtaining regular reports from the contracted attorneys every month has been initiated and an active follow-up process has been implemented. Corporate Uyap and eYts systems are actively used in order to ensure efficiency in auditing. The reports sent monthly are inspected by our expert staff and solutions to the problems experienced by our contracted attorneys have been presented and our success rate in litigations and collections has increased.

In addition, as part of the legal consultancy support of all units in our Branches and Head Office, opinions on a total of 2,116 transactions were given by the consultants of the Legal team and solutions were found for legal problems. Our consultants played a proactive role and resolved many conflicts before they even started.

T-Bank's Legal team is developing and adapting to changing conditions every day, primarily in order to prevent the emergence of legal disputes and to fully protect the Bank's rights in case of any legal dispute.

## **Treasury**

The rapid implementation of the vaccines developed against the Covid-19 pandemic starting from the first quarter of 2021 and the increased domestic demand as a result of the ongoing support packages caused a strong recovery in economic activity, especially in developed countries. However, the continued spread of more contagious Covid-19 variants on a global and regional scale and increased energy and commodity prices increased volatility in international markets.

In this period, the Treasury Department took the necessary steps in the fields of liquidity and risk management in order to manage the maturity, exchange rate and interest risks, mainly the volatility on the liquidity in the financial markets, to comply with the financial measures taken by the regulators, and to minimize the effects of macroeconomic factors on the balance sheet. It took great care to maintain a healthy funding structure in the short and long term by preserving the strong structure of the Bank's deposit base against liquidity shocks. Derivative transactions were made against price (interest, FX) and liquidity risks in customers' balance sheets in parallel with loan transactions, and the Treasury Marketing Department worked in cooperation with marketing teams to increase customers' awareness in this area and to enable them to use hedging products effectively and correctly.

The Treasury Department, at weekly Asset-Liability Committee meetings, inform the Bank's Senior Management on market conditions, the Bank's asset-liability maturity structure and pricing strategies.

## **Financial Institutions**

The Financial Institutions Department is responsible for regulating and developing relations with correspondent banks and financial institutions, diversifying the Bank's funding sources, allocation and monitoring of country and financial institutions loan limits, and financing of foreign trade.

The Bank responds to the financing needs of both itself and its customers with the loan limits it receives from international banks. T-Bank established a correspondent network consisting of more than 360 banks in 72 countries in order to develop qualified and special solutions tailored to the needs of its customers.

T-Bank takes care to expand its existing correspondent bank network in line with needs and demands. In the 2021 operating period, T-Bank mediated a total foreign trade amounting to USD 150 Mio. In addition to noncash services such as L/C and LG, it mediates ECA loans, business loans and murabaha loans from correspondent banks for foreign trade financing, under the guarantee of T-Bank, to meet the financing needs of its customers. The Financial Institutions Department contributes to the diversification of the Bank's funding sources with foreign loans.

T-Bank's main shareholders, Arab Bank PLC and BankMed SAL, successfully continue their operations in 5 continents with a total of more than 600 branches in 28 countries, primarily in the Middle East and North Africa regions. Thanks to the diversity of the regions and countries in which its main shareholders operate, T-Bank offers competitive prices in foreign trade products to its customers who carry out their commercial activities on an international scale.

## Information Technologies

As part of T-Bank's current strategies and policies, the Information Technologies unit closely monitors the latest technological developments and offers them to employees and customers in order to ensure that business processes are in line with the BRSA's Information Systems regulations and they are more efficient, faster and safer.

### Effective System Architecture

Located at T-Bank Head Office, the Core Banking System runs on three application servers using two database servers with IBM processors, which have high performance and growth capacity, and one IBM storage device. The Core Banking System, which has a multilayer structure, offers a secure infrastructure in practice.

While the main operating system server of the Bank is Unix-based, Windows and Linux platforms are used effectively in other servers and personal computers. Another database server and the backups of critical services are stored in the Emergency Center located outside of Istanbul for possible emergency uses.

For its network architecture that forms the infrastructure of computer systems, its security structure that provides web, e-mail and anti-virus protection, and its automation infrastructure and superstructure, T-Bank uses hardware and software developed by the industry's leading companies. Considering the fact that there is a rapid change in the information technologies industry, T-Bank constantly updates its infrastructure and superstructure in order to adapt to this change and transformation.

### Technology Infrastructure

The Core Banking Package, which is a fast, easy and scalable system, forms the basis of the Bank's technological structure. This package also supports T-Bank's short- and long-term growth strategies.

Having a parametric infrastructure, the Package includes useful functions such as loan disbursement difference control and tracking flow system integration, blacklist controls, automation of legal reporting, creation of new collateral, limit, client and account relations, new tracking system and automatic tracking mechanism and also helps to improve service quality.

## 2021 OPERATIONS

T-Bank Banking System, located at the center of the Core Banking System, consists of applications integrated.

In order to ensure a safer, faster and more integrated operation, the development studies of the Core Banking Systems and the systems located around them continued in the 2021 operating period as well, and new products and functions were added to the applications.

In order to respond perfectly to the report needs of the users, report studies continued and the Corporate Data Analysis and Reporting department was established.

Desiring to make its business processes more efficient, faster and safer, T-Bank prioritized work flow systems and process development studies in line with this purpose. In 2022, it will continue to give priority to new work flows and improvement studies in existing flows.

As part of continuous renewal efforts, hardware and software updates in line with new technologies in the Information Technologies infrastructure, especially the expansion of the security and virtualization

infrastructure, continued. VPN (remote connection) infrastructure performance and security have been improved to meet the increased need for bank employees to work from home due to the pandemic.

### **Information Security**

T-Bank's Information Security Department is responsible for preparing and implementing policies, procedures and work flows regarding information security, updating business continuity plans, performing emergency tests, designing and managing the information security infrastructure, managing threats and risks to information security, including cyber security risks, managing security audit trails, raising users and customers' awareness about information security, and monitoring and managing security events.

### **Financial Control**

In 2021, organizational and managerial changes were made in the Financial Control group, in line with T-Bank's strategies. Financial Control, which includes the functions of Financial Control, Legal Reporting and Settlement, Accounting, Expense Management, Budget Planning and Management Reporting, Corporate Data Analysis and Reporting, aims to provide maximum benefit and make processes more efficient, with its projects of transition from traditional methods to digital.

Corporate Data Analysis and Reporting Department was established in order to ensure standardization of Institutional Reporting and to increase report quality. With this organizational change, the reporting platform used in the bank was changed, Power BI licensing was made and the existing reports were recreated on this platform. With the works carried out within this project, the quality of standard and operational reporting increased, and the design of the data architecture and the visual reporting infrastructure was established. Moreover, the "Data Dictionary" was prepared and put into use.

The Budget Planning and Management Reporting Department plans the Bank's next 5 years and aims to reach the target with the most appropriate strategy with the Budget and Strategic Plans it prepares. In addition, with the prepared MIS reports, it aims to create alternative areas and increase the perspective of the Senior Management.

The Financial Control Department ensures that bank's accounting records and financial data are established in accordance with the current legislation and it is responsible for checking the compatibility of all reports prepared for both inside and outside of the bank with accounting records. While performing these duties, it initiated the new TFRS-9 "Provision for Expected Loss" project in 2021. This project, which was redesigned considering current standards and methods, is planned to be implemented in 2022 and it is aimed to contribute positively to the profitability of the Bank.

In addition to the function of the bank's reporting to government institutions and organizations, the Legal Reporting Department also added the function of making domestic and international Bank settlements to its organization.

In this framework, with the "External Reporting" project, which started in 2021, it is planned to control and manage all outside-of-the-bank reporting information flow.

The Expense Management Department was established as a new part of the organization. Close control of the bank's operating expenses and investments, relationship analysis and regulation constitute the main function of the Expense Management Department.

The Accounting Department, in addition to all the accounting transactions of the Bank, started the "Expense Management" Project together with the Expense Management Department. The aim of this project is to establish a structure in which many processes from cost management, purchasing



processes, procurement process to contract management are designed and integrated with the banking system. With the completion of the project, it will have a positive effect on the profitability of the bank in terms of cost management.

With all this new organizational and management approach, it is aimed to decrease the costs of our Bank and increase our profitability. As the first return of these works, despite the increasing costs, the core operating expenses budget realization rate was 95% and the expense/income ratio was 98% in 2021.

## HUMAN RESOURCES

### Human Resources Structure

T-Bank considers qualified and competent human resources as its most important value. This understanding enables the Bank to stand out among its competitors. T-Bank has a participatory Human Resources approach that supports current goals and strategies. The Human Resources and Training Department plays a strategic role in the Bank's success with its modern, rational, target- and people-oriented policies. As of the end of 2021, T-Bank continues its operations with a total of 299 employees in its Head Office and 14 branches.

### Recruitment Process

T-Bank's Human Resources and Training Department carries out all its operations on the basis of openness, effective sharing and equality.

In line with the aim of assigning the right employee to the right position, T-Bank prefers individuals who are suitable for the qualifications required by the position, experienced, compatible and above all, open to development and learning. All employee requests of the Bank are made through the "Recruitment Request Form". All requests are evaluated in detail and the recruitment process is initiated after the Human Resources and Department/Branch Manager's agreement.

In the recruitment process of experienced candidates, the "Recruitment and Career Management Unit" and the managers of the related business line jointly accompany the selection process. Candidates who have been evaluated as "compatible" and "positive" for our position and our team as a result of one-on-one or remote live interviews are subjected to a comprehensive examination before they are hired. If the examination process is positive, the candidate is offered the job and the process is finalized. Depending on the requirements of the position, tests that evaluate various features such as foreign language, professional aptitude tests, personality inventory, and competency inventory are also applied to the candidates.

As part of the "Recommend Your Friend" project, which enables qualified employees to be reached more quickly and to be employed within the Bank, employees can recommend candidates for vacant positions via our Bank's intranet portal. As a result of the evaluations carried out within the framework of the Recruitment and Placement Procedure, the suitability of the candidates for the job is decided. If the candidate recommended by the T-Bank employee is accepted for the job, the Bank employee who has made the suggestion is also rewarded. With this project, T-Bank aims to both increase employee satisfaction and increase efficiency in recruitment processes. After the pandemic, all our meetings have been moved to a platform that is held remotely live.

### Performance Management

Performance Evaluation, conducted in line with the Bank's goals and strategies, is carried out by measuring the contribution of employees to business results. "Competency Evaluations" are taken into consideration in the creation of career and training plans for the employees.



T-Bank supports all kinds of activities that will contribute to the personal development of employees in order to carry the service quality to the next level. Thanks to the measurement-evaluation studies that have been going on for many years, the changes can be easily monitored. Employees who have been successful in their duties and met the necessary conditions in performance evaluation are appointed to higher positions upon the requests of their administrative managers and the approval of the Promotion Committee.

In 2021, 2 of our managers, who successfully served at T-Bank's Head Office, were promoted to the title of Deputy General Manager, 3 managers became directors, 1 assistant manager became manager, and 16 employees were promoted to a higher title from their current position.

### Activities

With the "Leave System, Employee Information System, Performance Management System, Overtime System, Training System and Business Card Request System" projects used by the Human Resources and Training Department to manage business processes in a holistic way, it is easy to manage employee information from a single source, to evaluate performance management applications in electronic environment depending on targets and competencies, and to monitor leave, overtime, training and business card request processes more comprehensively. In order to have a single personnel data source in all banking applications, our Bank continues its project studies under the umbrella of Information Technologies, on which our Human Resources Management System will be the basis for the identity management project.

### Training and Development

In 2021, we planned our training function under the name of "development journey". As per the Future of Jobs Report of the World Economic Forum, "Professional Development", "Processual Development", "Personal Development" and "Wellbeing" based training and development plans are made based on 21st century competencies.

In the Professional Development category, special trainings and webinars were organized for the competencies published by the World Economic Forum under the name of the professions of the future and coinciding with the behaviors that support our bank's strategy. Moreover, under this category, 50 different contents supporting the leadership area such as banking vocational training, technical training, self-coaching, team coaching, and feedback were realized. In the processual development category, trainings were organized to question and develop daily workflows such as innovative perspective, design-oriented thinking, process development, and 6 Sigma. In the Personal Development category, various trainings were held on being a working parent, healthy relationships, happiness, and stress management. In the wellbeing category, supportive webinars were organized for general participation on ergonomics in the office and at home, posture disorders, breathing techniques, quitting unhealthy habits, and sleep patterns, focusing on physical health. All webinars were held together with companies that are experts in their fields, as well as many doctors, psychologists and trainers.

Eight different orientation programs were carried out to accelerate the adaptation of newly recruited employees, and 19 different e-Training Programs were carried out for employees with no banking experience, through basic banking training and e-learning platform. 12 different awareness-raising and informative e-mail series were launched, under the names of "bi öneri (a piece of advice)" and "kıs kıs (in a nutshell)", on the agenda and facilitating daily affairs and relations. In 2021, more than 5000 hours of training were provided to our employees in total.

<b>Number of Employees and Branches</b>	<b>2021</b>
Head Office Employees	183
Branch Employees	116

Total number of Employees	299
Number of Branches	14
<b>Demographics</b>	<b>2021</b>
Male (%)	53
Female (%)	47
Average Age of Employees	41

### In-Company Communication

In order to increase in-company communication and employee motivation, T-Bank periodically carries out a number of activities. These are as follow:

- The T-Öneri (T-Suggestion) System application continues, in which suggestions on new and need-to-development issues are shared throughout the Bank. With the suggestion system, all employees can make development-oriented suggestions without obtaining approval on issues such as reducing the Bank's expenses, increasing income, saving workforce, improving and simplifying processes, increasing customer satisfaction, improving competitiveness. Suggestions received are evaluated by the "Suggestion Committee", which consists of executives and managers who manage all the executive and operational functions of the bank, and those whose suggestions have been accepted are rewarded and announced to the Bank's employees.
- Various information such as birthdays, promotions and appointments of employees, T-Kulüp events, news in the press are shared with employees through "Birlik-T", an active information sharing portal.
- In addition, it gives privileges to its employees with new administrative leaves such as birthday, new school year, report card day, school preference/registration permit, which it put into effect in 2019. Furthermore, in order to increase the motivation of its employees, it increased the current paternity leave period from 5 calendar days to 10 calendar days and marriage leave period from 5 calendar days to 5 working days.
- T-Bank also continues its tradition of sending a special gift to its employees who have just given birth, to the baby's name.
- The Human Resources and Training Department continues the "welcome call" application on the first day in order to "welcome" the newly recruited employees and speed up the adaptation process. In addition, a "welcome box" containing a calendar, pen, agenda, business card and ID cards is left on the desks of newly recruited employees on their first working day, thereby improving their sense of belonging.

During the pandemic period, the health of employees and their families was the number one priority, and the Bank carried out many practices in order to increase employee satisfaction and keep motivation high.

- Both in the Head Office and in our branches, we continue to our casual business clothes application in order to clean and disinfect business clothes more easily.
- Our working environment and our understanding of service were reorganized to prioritize the health of both our employees and customers.
- In order to meet the urgent cash needs of our employees, who have started to spend more time at home with their families and therefore have increased expenses with the remote working and rotational working model; early salary payments, advance payments and an increase in meal

wages were made. Specially for our employees, interest rates on personnel loans and overdraft accounts were reduced.

- The remote working and rotational working model were quickly adopted, and the transportation of our employees who were required to come to the bank location was rearranged to include the least health risk. Shuttle services were removed, fuel expenses were provided for our employees with cars, and cars were rented for our employees who did not have car. This way, our employees had access to the bank location without the need for public transportation.
- Meetings started to be held remotely and face-to-face events were adapted to remote access.
- Since many of our employees had to spend a long time with their children for the first time with the closure of the schools, seminars were held with psychologists, doctors and trainers who are experts in their fields, and scientific articles, videos and information were shared at regular intervals in order to adapt to this situation.
- With the closure of the schools, a special painting competition themed “my fun friends” was held for the children of our employees, and gifts were sent to all participating children.
- With the participation of T-Bank employees, humanitarian aid was collected, a second-hand goods donation campaign supporting recycling was organized and delivered to those in need during the most intense period of lockdowns.
- During the forest fires that took place in our country this year, T-Bank was the bank that donated the most saplings per employee.
- With the support of all our employees, social responsibility projects were carried out in which dog kennels, rain tents, food and second-hand clothing and goods were donated to dog shelter areas.
- Employees were informed transparently of the practices carried out during the pandemic period.
- As a result of all these, our employees expressed their high satisfaction in the Internal Customer Satisfaction survey and Employee Engagement surveys conducted by independent organizations, and they contributed to a satisfaction level above the sector average.

## PART III – T-BANK MANAGEMENT AND CORPORATE GOVERNANCE

### BOARD OF DIRECTORS

#### Board of Directors (\*)

Name	Duty	Appointment Date	Education
Michel Accad	Chairman of the BoD	02.03.2020	Master's Degree
Mohammed Abdel-Fattah Hamad Alghanamah	Vice-Chairman of the BoD	30.03.2018	Bachelor's Degree
Haitham Helmi Mohammad Foudeh	Member of the BoD	01.03.2014	Master's Degree
Tania Massoud Moussallem	Member of the BoD	31.05.2019	Bachelor's Degree
Mustafa Selçuk Tamer	Member of the BoD	01.04.2020	Bachelor's Degree
Nadya Nabil Tawfik Talhouni	Member of the BoD	01.10.2009	Bachelor's Degree
Servet Taze	Member of the BoD/General Manager	18.04.2019	Bachelor's Degree

(\*) Saad Eddine El Zein left his duty as the member of the Board of Directors in August 2021.

#### Michel Accad, Chairman

Michel Accad, currently serving as a member of the Board of Directors of Medinvestment Bank Med SAL and Saudi Lebanese BankSAL, graduated from the University of Texas with a master's degree in Business Administration. He started his career at Citi Group in 1988. Afterwards, he worked as a manager at various ranks in Arab Bank PLC, Gulf Bank, Al Ahli Bank of Kuwait. He worked as the General Manager of Al Ahli Bank of Kuwait, which he started in 2014. He also works as Executive General Manager and Board Member at Bankmed Lebanon, which he started in 2019, as well as a Board Member of Saudi Lebanese Bank SAL and Medinvestment Bank SAL.

#### Mohammad Abdel-Fattah Hamad Alghanamah, Vice Chairman

He holds a Bachelor of Science in General Mathematics from Riyadh University. He has completed the Computer Programming training course at the London School of Computer Technology. He started his career at Saudi American Bank in 1976. He worked at Arap Bank Plc Jordan between 1987-1989, in Gulf International Bank Bahrain between 1989-1990, in Cairo Amman Bank Jordan between 1990-1995, in United Saudi Arabia Arabia between 1995-1999, and in Banque Saudi Arabia Arabia between 1999-2007. He continued his career in Saudi Arabia Arabia. He is currently working as Assistant General Manager of Credits at Arab Bank Jordan, where he has been working since 2007.

**Tania Massoud Moussallem, Board Member**

Member of the Board of Directors. She completed her undergraduate studies in Business Administration at the American University of Beirut and her graduate studies at the French School of Economic and Commercial Sciences. Moussallem started her career at Societe Generale De Banque as a Finance Department Manager in 1996, and worked in the same bank until 2008 by rising, and continued her career as Assistant General Manager at BLC Bank between 2008-2018. She has been a Member of the Board of Directors since May 2019.

**Nadya Nabil Tawfik Talhouni, Board Member**

Talhouni, who received a BA in Economics from Bryn Mawr College in the USA, has a Political Sciences degree from the same university as a minor. Prior to Arab Bank, which has an important place in her career, she worked as a Financial Institutions Securities Manager at Citibank NA. Working at Arab Bank since 2002, Talhouni has been serving as the Bank's Executive Vice President and Global Head of the Cash Management and Trade Finance Department. She has been working as the General Manager of Arab Bank Bahrain since November 2020.

**Haitham Helmi Mohammed Foudeh, Board Member**

Foudeh, who holds a BA in Civil Engineering from the University of Jordan and an MA in International Construction and Engineering from the University of Leeds, worked as Planning Engineer at Construction Group, Planning Director at Taylor Woodrow International, Project Manager at Abdul Latif Jameel Group Real Estate Investments, and Project Portfolio Manager at Islamic Development Bank, respectively. Foudeh currently serves as Head of Project and Structured Finance at Arab Bank Jordan.

**Mustafa Selçuk Tamer, Board Member**

Having graduated from Ankara University, Faculty of Political Sciences, Department of Business Administration, Mr. Tamer started his banking career in 1976. T-Bank A.Ş. Prior to his duty as a Member of the Board of Directors, he served as Executive Vice President and Vice Chairman of the Board of Directors at Yapı Kredi Bank for 18 years.

**Servet Taze, Board Member / CEO**

Holding a Bachelor of Business Administration degree from Çukurova University, Mr. Taze started his career at Finansbank A.Ş. in 1995, he worked as an Executive Vice President at ING Bank and ING Faktoring between 2006-2013, General Manager at Turkish Bank A.Ş. between 2013-2016, and finally General Manager at Şeker Bank A.Ş. between 2016-2019. As of April 2019, he continues to serve as the General Manager at T-Bank.

## EXECUTIVE MANAGEMENT

### The Executive Management Team (\*)

Name	Duty
Ali Has	Executive Vice President, Operation and Information Technology
Benan Başak	Executive Vice President, Remedial Management
Hakkı Efe İçli	Executive Vice President, Financial Control
Saruhan Doğan	Executive Vice President, Treasury and Financial Institutions
Umut Ülbegi	Executive Vice President, Corporate and Commercial Banking
Serkan Çelik	Head of Internal Audit

(\*) Ali Has was appointed as the Operation and Information Technology Executive Vice President as of January 2021.

Hakkı Efe İçli was originally been appointed as the Financial Control Executive Vice President as of March 2021.

Yasemin Altunbaş Otluoğlu resigned from her position as Corporate and Commercial Banking Executive Vice President in April 2021. Umut Ülbegi was appointed in her place as of May 1, 2021.

#### Ali Has, Executive Vice President, Operation and Information Technology

Ali Has graduated from Istanbul University, Faculty of Business Administration, Department of Business Administration in English, and holds an Executive MBA from Boğaziçi University. He started his career at Yapı Kredi Bank's Foreign Transactions Department in 1994 and continued at İş Factoring Finansal Hizmetler A.Ş. Mr. Has worked as an Inspector and Vice Chairman of the Internal Audit Department for 15 years at TEB A.Ş., which he joined in 1996, and also took part in the Main Banking Application and some Electronic Workflow development projects. Joining our Bank in August 2011 as the Head of the Internal Audit Department, Ali Has has been serving as the Operation and Information Technology Executive Vice President since January 2021.

#### Benan Başak, Executive Vice President, Remedial Management

Başak completed his undergraduate education at the Middle East Technical University, Department of Mining Engineering, and received his master's degree from Maltepe University, Department of Business Administration. Başak, who started his banking career at Bayındırbank in 1998 and continued at Wachovia Bank (USA) and Denizbank, respectively, worked at Citibank in different positions in the Credits and Marketing departments between 2006-2016, and most recently as the Head of the Commercial Loans Department. He has served as the Executive Vice President of Credit Allocation at T-Bank since the beginning of December 2016, and as of October 2019, he has been appointed as T-Bank Remedial Management Executive Vice President.

**Hakkı Efe İli, Executive Vice President, Financial Control**

He started his banking career at Interbank in 1997. Following his experience in Bayındırbank and United Fund Bank between 1999 - 2007, he started to work in the Financial Control and Reconciliation Department of our Bank in 2007. He was appointed as the manager in 2015 and assumed the responsibility of the Financial Control Group in October 2019 and has been serving as the Financial Control Executive Vice President since March 2021. Mr. İli holds a Bachelor of Business Administration degree from Istanbul University.

**Saruhan Doęan, Executive Vice President, Treasury and Financial Institutions**

Doęan started his banking career at Citibank Turkey and later worked at Türk Ekonomi Bankası, Alternatif Bank, Finansbank, Deutsche Bank Turkey. Prior to joining T-Bank, he served as a Member of the Board of Directors responsible for Corporate Finance at Phillip Capital Menkul Deęerler A.Ş. He has a bachelor's degree in Economics from Istanbul University and a master's degree in Economic Management from the London School of Economics. As of June 2019, he has been working as the Treasury, and Financial Institutions Executive Vice President at our Bank.

**Umut Ülbegi, Executive Vice President, Corporate and Commercial Banking**

Umut Ülbegi holds a bachelor's degree in Business Administration from Dokuz Eylül University and a master's degree in Banking and Finance from Bilgi University. He started his career at Pamukbank in 1999. Afterward, he worked at Finansbank, Akdeniz Faktoring, and Turkishbank, respectively. Prior to joining T-Bank, he served as Executive Vice President of Corporate, Commercial, and SME Banking at Şekerbank and as General Manager of Şeker Faktoring. As of May 2021, he has been working as the Corporate and Commercial Banking Executive Vice President at our Bank.

**Serkan Çelik, Head of Internal Audit**

Serkan Çelik graduated from Istanbul Technical University, Department of Management Engineering, and completed his master's degree at Sakarya University. He started his career at DenizBank in 2005 and then joined the T-Bank family in 2007. Serkan Çelik, who was appointed as the Head of the Internal Control Department in 2018, following his duty as the Deputy Head of the Internal Audit; holds internal auditor (CIA), information systems auditor (CISA), and financial services auditor (CFSA) certificates. Serkan Çelik has been appointed from the Head of the Internal Control Department to the Head of the Internal Audit Department as of the Board of Directors' decision dated 15 December 2020.

## INTERNAL AUDIT, RISK MANAGEMENT, INTERNAL CONTROL AND COMPLIANCE MANAGEMENT

### **Maver Burcu Aktürk Karahanođlu, Head of Risk Management**

Having completed her undergraduate education at Dokuz Eylül University, Department of Economics, Aktürk completed her master's degree at Izmir University of Economics. Beginning her banking career at Garanti Bank in 2006, Aktürk most recently worked as ING Bank Credit Risk Management Manager. Aktürk has been working as the Head of Risk Management Department at our Bank since 2016.

### **Zehra Fulya Kaptan Güngör, Head of Internal Control and Compliance**

Fulya Kaptan graduated from Eastern Mediterranean University, Faculty of Business Administration, Department of International Relations. She started her banking career at Citibank Turkey in 1997 and worked as a manager in the Operations Group until 2003. She transferred to Citibank Turkey Compliance Department in 2004 and joined T-Bank as Head of Compliance Department in April 2016, after serving in various positions such as Retail Banking Compliance Manager, Anti-Money Laundering, and Terrorist Financing Country Compliance Department Head and Compliance Officer. At the same time, she is the Chairman of the TBB (Union of banks of Türkiye) Prevention of the Financing of Weapons of Mass Destruction Working Group and the Vice Chairman of the Legislation Compliance Association, in addition, she is on the list of the Arbitration Committee in the Bankers' Journal of the TBB. She is also a Compliance Officer with ACAMs, Anti-Money Laundering Specialization, Global Sanctions Specialization, and COSO Internal Control Certifications. On June 24, 2021, Internal Control and Compliance merged under one roof and Zehra Fulya Kaptan Güngör was appointed as the Director of Internal Control and Compliance. As of September 2021, she continues her duty as the Head of Internal Control and Compliance Department.

### **Serkan Çelik, Head of Internal Audit**

Serkan Çelik, who was appointed as the Head of Internal Audit Department in 2020, following his duties as the Deputy Head of Internal Audit Department and the Head of the Internal Control Department; holds internal auditor (CIA), information systems auditor (CISA), financial services auditor (CFSA), Capital Market Activities Level 3 and Derivative Instruments certificates. Serkan Çelik has been appointed from the Head of the Internal Control Department to the Head of Internal Audit Department as of the Board of Directors' decision dated 15 December 2020.



### **Terms and Professional Backgrounds of Auditors**

As per the General Assembly Decision dated 31-Mar21, DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Deloitte) was assigned as independent external auditor.

### **Attendance of the Board of Directors, Audit Committee and Other Committees**

All Board and Committee members attended all the meetings unless a valid excuse was presented.

## COMMITTEES

The following are T-Bank committees as of December 2021

### Audit Committee

The Audit Committee, on behalf of the Board of Directors, is responsible for overseeing the efficiency and adequacy of the Bank's internal control, risk management, prevention of money laundering and terrorist financing systems and internal audit systems, the functioning of these systems, accounting, and reporting systems within the framework of the Banking Law and related regulations, and the integrity of the information produced. The committee convenes at least once every three months.

Tania Massoud Mousallem	Board Member, Committee Chair
Nadya Nabil Tawfik Talhouni	Board Member
Mustafa Selçuk Tamer	Board Member

### Credit Committee

It is the committee, under the chairmanship of the General Manager, where loan proposals within certain limits within the framework of the Banking Law and related regulations are evaluated. The committee convenes every 2 weeks on Tuesdays. If the schedule of the members is not suitable, the meeting can be moved to another day.

Mustafa Selçuk Tamer	Board Member, Committee Chair
Tania Massoud Mousallem	Board Member
Servet Taze	Board Member/CEO

### Corporate Governance Committee

It is the committee that monitors the Bank's compliance with the corporate governance policies in line with the determined targets, the law, the regulations enacted pursuant to the law, other relevant legislation, the articles of association, in-bank regulations, and the Banking Ethics Rules, in a way that protects the rights and interests of all shareholders and depositors. The committee convenes at least once a year.

Tania Massoud Mousallem	Board Member, Committee Chair
Nadya Nabil Tawfik Talhouni	Board Member
Mustafa Selçuk Tamer	Board Member

### Compensation Committee

It is the committee established to discuss all issues related to compensation policies and all aspects of employee compensation arrangements within the framework of the Bank's Compensation Policies and to prepare reports on these issues to the Board of Directors. The Committee convenes annually before the Board of Directors Meeting.

Tania Massoud Mousallem	Board Member, Committee Chair
Mohammad Abdel-Fattah Hamad Alghanamah	Board Member
Nadya Nabil Tawfik Talhouni	Board Member

### Executive Committee

The main purpose of the Executive Committee is to ensure the implementation of T-Bank's strategic plan. Protecting the interests of T-Bank; ensuring the realization of business objectives, reviewing new business initiatives that may have a significant impact on T-Bank, and ensuring that the plans for their implementation are prepared, and that critical projects are monitored and completed in a timely manner are among the duties and responsibilities of the Committee. The Executive Committee convenes every week. If the General Manager deems it appropriate, the Executive Committee may convene more than once a week or be postponed to the next week.

Servet Taze	Board Member/CEO
Ali Has	Executive Vice President (*)
Benan Başak	Executive Vice President
Hakkı Efe İçli	Executive Vice President
Saruhan Doğan	Executive Vice President
Umut Ülbegi	Executive Vice President (**)
Michel Sassine	Head of Credits
Neslihan Can Ağar	Head of Human Resources and Training
Serkan Çelik	Head of Internal Audit

(\*) Ali Has was assigned as the Operation and Information Technology Vice Executive Director as of January 2021

(\*\*) Umut Ülbegi was assigned as Corporate and Commercial Banking Executive Vice President as of May 1, 2021.

### Assets and Liabilities Management Committee

Effective distribution and efficient use of resources, increasing economic profitability by considering the returns of risk-weighted assets, managing all risks such as interest, exchange rate, liquidity, funding, loan, country, commodities, and monitoring external factors such as customer and competitor behaviors, financial and monetary policies, market trends and expectations and determine their possible effects on profitability is the responsibility of the Assets and Liabilities Management Committee (ALCO). ALCO regularly convenes every week. When deemed necessary, participants from business lines and support units are also invited to the meetings. ALCO meetings are held weekly on Mondays.

Servet Taze	Board Member/CEO
Ali Has	Executive Vice President
Benan Başak	Executive Vice President
Hakkı Efe İçli	Executive Vice President
Saruhan Doğan	Executive Vice President
Umut Ülbegi	Executive Vice President
Burcu Aktürk	Head of Risk Management
Michel Sassine	Head of Credits

### Committees of Risk Management

#### High Level Risk Committee

It is the committee where the works executed by the Risk Management Group are shared with Senior Management. The Executive Risk Committee meets upon the invitation of the Head of Risk Management Group in case of any agenda item that requires committee meeting.

Servet Taze	Board Member/CEO
Ali Has	Executive Vice President (*)
Benan Başak	Executive Vice President
Hakkı Efe İçli	Executive Vice President
Saruhan Doğan	Executive Vice President
Umut Ülbegi	Executive Vice President (**)
Serkan Çelik	Head of Internal Audit
Burcu Aktürk	Head of Risk Management
Neslihan Can Ağar	Head of Human Resources and Training
Michel Sassine	Head of Credits

(\*) Ali Has was assigned as the Operation and Information Technology Vice Executive Director as of January 2021

(\*\*) Umut Ülbegi was assigned as Corporate and Commercial Banking Executive Vice President as of May 1, 2021.

### Operational Risk Committee

The Operational Risk Committee discusses the issues concerning the Bank's internal and external risks related to operational activities, potential risks and how to avoid such risks. The committee meets upon the invitation of the Head of Risk Management in case of any agenda item that requires meeting.

Servet Taze	Board Member/CEO
Ali Has	Executive Vice President (*)
Umut Ülbegi	Executive Vice President (**)
Serkan Çelik	Head of Internal Audit
Burcu Aktürk	Head of Risk Management
Fulya Kaptan	Head of Internal Control and Compliance
Ali Çakır	Head of Information Technology
Elif Öner	Head of Operations of Treasury and Branch Support

(\*) Ali Has was assigned as the Operation and Information Technology Vice Executive Director as of January 2021

(\*\*) Umut Ülbegi was assigned as Corporate and Commercial Banking Executive Vice President as of May 1, 2021.

### Information Security and Information Technology Risk Committee

It is the committee that shares risks, impact values, and possible actions to be taken regarding Information Security and IT processes and takes decisions. The committee convenes when there is an agenda item that requires a meeting.

Servet Taze	Board Member/CEO
Ali Has	Executive Vice President
Serkan Çelik	Head of Internal Audit
Burcu Aktürk	Head of Risk Management
Fulya Kaptan	Head of Internal Control and Compliance
Ali Çakır	Head of Information Technology
Neslihan Can Ağar	Head of Human Resources and Training
Bülent Karamanlıoğlu	IT Automation and Infrastructure Manager
Ece Cansun Yaman	Head of Information Security
Selen Turhan	Lawyer
Uğur Gökhan Kuzucu	IT Auditor
Mehmet Çetinkaya	Assistant Manager of IT Internal Control

## THE BOARD OF DIRECTORS' REPORT SUBMITTED TO THE GENERAL ASSEMBLY

The year 2021 has been a year in which the global fight against the Covid-19 pandemic continued and its social and economic effects continued significantly. Global normalization has accelerated with vaccinations. However, the formation of new variants causes the impact of the pandemic on the economy and uncertainty to continue. Problems in the supply chain and increasing demand, together with the increase in commodity prices, cause inflation to increase in the world and in Türkiye, and uncertainties to continue. With the contribution of supportive economic policies, it is estimated that the growth rate of the global economy will be around 6% compared to the previous year.

Türkiye's economic growth, on the other hand, was 11% in 2021, well above the world average, especially with the increase in exports. Despite the increase in geopolitical risks and the ongoing difficulties caused by Covid 19, the recovery trend in our country with high growth continued this year, getting stronger.

As T-Bank, with our prudent policies and the support of our shareholders, we managed to maintain our capital adequacy ratio at 17,3%, well above the minimum legal limit of 12%, as of the end of 2021, despite all the negative effects of Covid-19 and geopolitical risks.

As of 31 December 2021, our total assets amounted to TL 5,1 Bio, our net loans TL 2,3 Bio, and our customer deposits TL 3,5 Bio, and our net profit for the 2021 period was TL 6,3 Mio.

As T-Bank, our strategy going forward is to carefully manage the risk portfolio and expand our customer base in promising sectors. As the bank, we will also continue to strive to increase the trade finance business by investing in the advanced network of shareholders in the MENA region.

We would like to thank all our employees who worked devotedly in 2021, when extraordinary conditions continue to be experienced, our customers for their continued trust in our Bank, and our shareholders for their support.

Michel Accad  
Chairman

Servet Taze  
CEO

## RELATED PARTY TRANSACTIONS

T-Bank Group Risks by Sector (TL /000)

	<b>Cash Loans</b>	<b>Risk Share (%)</b>	<b>Noncash Loans</b>	<b>Risk Share (%)</b>	<b>Total Loans</b>	<b>Risk Share (%)</b>
Financial Institutions	61	%0.00	11,348	%0.68	11,409	%0.22
Communication	-	%0.00	-	%0.00	-	%0.00
IT	-	%0.00	-	%0.00	-	%0.00
Other	-	%0.00	-	%0.00	-	%0.00
<b>Total</b>	<b>61</b>	<b>%0.00</b>	<b>11,348</b>	<b>%0.68</b>	<b>11,409</b>	<b>%0.22</b>

## INFORMATION ON BENEFITS PROVIDED FOR THE TOP MANAGEMENT BY THE BANK

As of December 31, 2021, total wages and benefits provided by the Bank's top-level managers is TL 15.261 (December 31, 2020: TL 7.908). As of December 31, 2021, total wages and benefits provided by the Bank's top-level managers is TL 15,261,000 (December 31, 2020: TL 7,908,000)

## PERSONS AND INSTITUTIONS, THAT PROVIDE SUPPORT SERVICES

SUPPLIER	DEFINITION OF SERVICE
Akbasan Değerli Kağıt Basım ve Tic.Ltd.Sti.	Printing of Checkbook and Letter of Guarantee
Safepoint Güvenlik Sistemleri Anonim Şirketi	Alarm Receiving and Monitoring Service
Infosys Technologies Limited (Edgeverve Systems Limited)	Core Banking Application Development Service
Veripark Yazılım Anonim Şirketi	Customer Monitoring Screens Development Service
Veripark Yazılım Anonim Şirketi	Internet Banking Application Service
Fu Gayrimenkul Yatırım Danışmanlık Anonim Şirketi	Mortgage Transactions Service
İnnova Bilişim Çözümleri Anonim Şirketi	Institution Collections Application Service
İnnova Bilişim Çözümleri Anonim Şirketi	E-Invoice System Development Service
Active Bilgisayar Hizmetleri Ve Ticaret Limited Şirketi	Securities Services Transactions Program Maintenance Service
G Teknoloji Bilişim Sanayi Ve Ticaret Anonim Şirketi	Development of Legal Reports Service
Desmer Güvenlik Hizmetleri Ticaret Anonim Şirketi	Cash Transportation Service, Security Service
Bts Bilişim Eğitim Ve Danışmanlık Hizmetleri Ticaret Limited Şirketi	E-Workflow Applications Development and Maintenance Service
IBM Global Services İş Ve Teknoloji Hizmetleri ve Ticaret Limited Şirketi	Managing Disaster Center Resilience and Recovery Services
IBM Global Services İş Ve Teknoloji Hizmetleri ve Ticaret Limited Şirketi	ODM Hardware Hosting Service
RSU Bilişim	Information Systems Penetration Testing Service
Gaia Bilgi Sistemleri Sanayi Ve Ticaret Limited Şirketi	KKB QR Cheque Service Preperation Maintenance
Tepe Savunma Ve Güvenlik Sistemleri Sanayi Anonim Şirketi	Security Guard Supply Service
Fineksus Bilişim Çözümleri Ticaret Anonim Şirketi	Swift Service Office, Link Service to Swift Center
Austria Card Anonim Şirketi	Card Printing Transactions
Paycore Anonim Şirketi	Debit Card Swap File Processing Service
Datasafe Arşivleme Hizmetleri Anonim Şirketi	Archiving Service
Vera Teknoloji	Business Intelligence Program Implementation Service
Vera Teknoloji	Data Warehouse Maintenance and Support Service



## PART IV – FINANCIAL INFORMATION AND RISK MANAGEMENT

### RISK MANAGEMENT POLICIES

T-Bank Risk Management Group is an independent unit which reports to the Board Member who is responsible for Internal Systems. Reporting to the Audit Committee, Risk Management conducts its operations in accordance with the "Regulation on Internal Systems and Internal Capital Adequacy Assessment Process of Banks" published by BRSA.

Risk management adopts measuring the risks of loan, market, interest, concentration, liquidity and operational risks, and creating risk limits and control processes as main principle in its activities. Considering risk management as an indispensable part of banking processes, T-Bank seeks to raise awareness of risk at all levels of the organization. Risk Management Group submits daily, weekly, quarterly and semi-annual reports to the Senior Management and Audit Committee regarding the risks, concentrations, legal limits incurred by the Bank and the Bank's own internal limits. Value at Risk (VaR) analysis, market risk limits, stress tests and scenario analysis, reports of liquidity and interest risk, economic capital and capital adequacy analyses are included in the reports submitted to the Senior Management and Audit Committee. These reports including daily VaR analysis, calculation of weekly interest risks and market risk limits are also submitted to Assets-Liabilities Management Committee weekly.

Stress tests and scenario analysis on economic capital, scenarios about capital adequacy, liquidity and profitability, condition of T-Bank's credit portfolio and credit risk results based on the developments in portfolio are included in the reports that are quarterly submitted to the Audit Committee. Thanks to these reports prepared in detail, the senior management can audit the Bank's performance and limits regularly. T-Bank's assets-liabilities management policy consists of providing funds that can meet the credit requests of the customers and fulfilling legal liabilities of the Bank. In weekly held meetings of Assets-Liabilities Management Committee, financial ratios, credit periods, assets and liabilities are discussed and resolved. In addition, a quarterly presentation about basic risks of the Bank is given to the Audit Committee and Board of Directors.

This presentation also includes calculations of economic capital covering credit, market and operational risks. Moreover, risk limit excesses are notified to the Audit Committee and Senior Management. If deemed necessary, the limits regularly reviewed by Risk Management Group are revised and the required information is shared with the senior management. The Risk Management Group systematically conducts Basel - II Capital Adequacy calculations based on the "Regulation on Assessment and Evaluation of Capital Sufficiency of Banks" for Credit Risk, Market Risk and Operational Risk.

#### Credit Risk

It is a type of risk indicating the possibility that the opposite parties in the agreements with the Bank may not fulfil their obligations. Credit risk management has a critical role within the sustainable growth policy of T-Bank. By delegating their credit approval responsibilities, the Board of Directors functions as a guide in identifying the limits of credit extensions for different sectors, companies and groups. When identifying credit limits, a number of criteria such as customers' financial power, trade capacity, sectors, geographical regions, capital structures and moralities are also subject to assessment. Customers' financial positions are reviewed based on their financial tables and other required account information in accordance with the related legislation. The Bank periodically updates the previously identified credit

limits depending on the general economic developments and changes in financial tables and activities of customers. Within the credit limits, various contracts and amounts are offered to the customers. In lending process, the limits based on the products and customers are considered as valid and the risk, limit and collateral conditions are continuously reviewed.

The credit risk management is a process of continuous risk assessment and monitoring, which covers the entire credit portfolios. Concentrations based on sectors, groups and other criteria are monitored. The Risk Management Group makes a great deal of numerical analyses such as analysis of Probability of Default (PD) and various stress tests.

The Bank started to use Moody's credit risk module "Risk Analyst", in order to assess its Corporate and Commercial portfolios, and the portfolio of Construction sector. In 2017, the Risk Management Group integrated the Moody's system into the bank's main banking system in the second half of 2017, by carrying out statistical studies using retrospective data in order to create models for the relevant portfolios.

The Risk Management Group which monitors the correspondent bank's credit limits specified by the Board of Directors notifies the Senior Management and relevant departments with an information letter in case of excess. In addition, repo, derivative and monetary market transactions done under T-Bank's Treasury Department are strictly monitored to avoid the risk from the possibility of default of the opposite parties.

### **Market Risk**

Market risk refers to the fluctuations in value occurring in the bank positions due to price changes. Market risk is divided into two sub-categories, namely "purchase-sale risk" and "assets-liabilities mismatch risk" within T-Bank.

The Risk Management Group has been conducting VaR calculations daily/weekly since November 2004. The VaR calculations are made with a reliability of %99 for a one-day retention period by the Risk Management. VaR is calculated based on the VaR calculation methods of parametric, historical simulation and Monte Carlo. The results obtained are used to determine the rate of capital requirement for the purchase-sale risk. In RmD calculations where advanced probability simulations are used, methods including non-linear movements that may occur in the market are also applied, comprehensive scenario analyzes are carried out and all change movements are monitored daily. The value precision of VaR method is verified by "backtesting" method and the number of days when actual losses are higher than the calculated VaR. The Bank determined its market risk management operations and enabled the required actions in accordance with the "Regulation on Assessment and Evaluation of Capital Adequacy of Banks" and the "Regulation on Equities of Banks" in order to hedge within the frame of financial risk management objectives.

### **Interest Rate Risk**

Within the scope of internal policies determined in advance, T-Bank adopts the policy of holding the risk level within prudential limits at acceptable values. The Bank maintained this approach also in 2021. To facilitate optimum monitoring of interest risk, the Risk Management Group periodically prepares weekly interest rate GAP and Duration GAP analyses and sensitivity analyses covering the entire balance sheet.

### **Interest Rate Risk on Banking Book**

It is closely monitored and managed with care by T-Bank.

Interest rate risk arising from all on-balance sheet and off-balance sheet items sensitive to interest and interest rate risk arising from banking accounts are calculated on a monthly basis, excluding items followed in buying and selling accounts and subordinated debts, which are taken into account in the calculation of equity in accordance with the "Regulation on Banks' Equity".

### **Liquidity Risk**

Liquidity Risk is defined as the risk resulting from the banks' failure to pay their debts in full and on time. Liquidity risk arises depending on the inadequacy in cash flow and current cash quality, and disparity between internal and external cash flows. Besides, liquidity risk may occur due to inability to break into the market under suitable conditions and to settle and break out of the positions swiftly with reasonable prices and adequate amounts in case of the obstacles and divisions in markets. With the understanding of prudential banking, T-Bank holds a large amount of liquidity. Under existing policies of the Bank, the balance between maturity structure and interest rates of asset and liabilities is always ensured within the strategies of Assets-Liabilities Management. In addition, a great effort is made to manage the difference occurring due to return and cost of assets and liabilities in TL and foreign currency in the balance sheet positively.

The ratio calculated in accordance with the "Regulation on Calculation of Liquidity Coverage Ratio of Banks" issued by BRSA and the Liquidity Coverage Ratios (LCR) under Basel - III are calculated in sum and FC and submitted to BRSA in weekly report. In addition, the form "Liquidity Risk Analysis" is reported to BRSA on a weekly basis.

Various crisis scenarios created within the scope of the specified strategy are submitted by the Risk Management Group to the Senior Management and the Audit Committee. When funding and liquidity resources are taken into account, the Bank can meet a great portion of its liquidity need from the deposits. Moreover, T-Bank has the capacity of raising additional funds for itself by using syndication and pre-finance products.

### **Operational Risk**

Operational risk refers to the risk of loss that may occur due to improper and incorrect internal processes, failures of employees and systems, and external conditions. Management of operational risk is conducted by the Bank's units in charge within the scope of specified policies, procedures and internal controls. The risks involved in the banking processes and the audits concerning these risks arise from the inventory of Internal Audit Department and Internal Control Centre and they are updated annually.

Operational risk is calculated by the Risk Management Group in accordance with Basel - II Basic Indicator Approach. The Bank assesses quantifiable and unquantifiable risks included in operational risk using related assessment methods on the basis of process and operation. With the reports submitted to the Senior Management, the Risk Management Group helps raising awareness of operational risks, audits and residual risks.

Using an application to centrally manage the operational risks, T-Bank provides efficient controls by gathering all of its operational risks in a single centre. Thanks to the independent system used, the Risk Management Group keeps regular record of the imposed operational risks and losses as integrated with daily risk management processes and independent from executives.

And the operational risks of Support service companies are assessed based on the compliance with Support Services Regulation. Conducting works of risk analysis in cooperation with the related units for the companies providing support service, the Risk Management Group prepares annual risk management program for support services and submits it to the Board of Directors. In addition, the

Audit Committee assesses the qualifications of the companies providing support service and reports the results to the Board of Directors.

### **Internal Capital Management**

Internal Capital Adequacy Assessment Process (ICAAP) analyses- all of the risks incurred by the Bank by the most effective assessment and evaluation methods and facilitates identifying the adequate capital amount required within a certain period. Based on this approach, the "Pillar I" includes only Credit Risk, Market Risk and Operational Risk while the "Pillar II" (ICAAP) covers the risk types which are not included or partially included in the Pillar I and/or any potential risks that the Bank may be exposed to. Market Risk, Liquidity Risk, Concentration Risk and IT Risk are the risk groups incurred by our Bank.

Within the scope of Internal Capital Management, the Bank manages maximum potential amount of losses in case of Credit, Operational, Market and other risks with an approach based on stress test according to the predictions made by observing the changes in the markets. Reporting of stress test results and scenario analysis are performed by the Risk Management Group on a daily, weekly and quarterly basis. The Risk Management also calculates the capital adequacy ratio monthly and, if requested, it notifies the Senior Management about the capital requirement in accordance with the strategic plans that are specified in advance. If requested, operations related to the internal capital management are also performed. In addition, planning and application of the Internal Capital Adequacy Assessment Process are also performed by the Risk Management Group. The Risk Management Group informs the Senior Management on these issues directly or through related Committees.

## THE AUDIT COMMITTEE REPORT ON INTERNAL SYSTEMS

T-Bank Audit Committee is responsible for ensuring the efficiency and adequacy of the Bank's internal systems (Internal Audit, Internal Control & Compliance and Risk Management Systems) on behalf of the Board of Directors. The Audit Committee is also obliged to oversee the operation of these systems as well as accounting and reporting systems, and the integrity of the information produced within the framework of the law and relevant regulations. While fulfilling this obligation, the Bank has adopted a three lines of defense approach. According to this; Business Lines and/or Department Managers constitute the first line of defense, other Head Office Support Departments such as the Risk Management Group, Internal Control and Compliance Group and Legal Advisory constitute the second line of defense, and the Internal Audit constitute the third line of defense. At T-Bank, Internal Systems are carried out by the Bank's Internal Audit Department, Internal Control and Compliance Department, and Risk Management Group, under the coordination of the Audit Committee. Internal Systems effectively define, evaluate and provide the management of risks related to banking processes with committees such as Operational Risk Committee and Support Services Steering Committee. These committees carried out their activities successfully in 2021 as well.

### Internal Audit

The main purpose of the Internal Audit Department is to provide reasonable assurance to the Senior Management that the Bank's activities are carried out within the framework of the law and other relevant legislation and the internal strategy, policy, principles, and objectives determined by the Bank, and that the internal control and risk management systems are effective and adequate. In line with the ultimate aim of supporting the development of T-Bank's activities parallel to the determined targets by adding value to the business processes, the Internal Audit Department operates to improve the internal control and risk management environment within the Bank and to make the factors that will ensure the efficient functioning of these functions effectively. The recommendations of the auditors and the conclusions they reach are shared with T-Bank Senior Management and the Audit Committee, turning them into a guide covering the decision-making processes. Actions based on the results of the audit process are implemented carefully and monitored systematically.

T-Bank's internal audit activities are aimed to be compatible with international professional auditing standards. This main criterion also guides the work of the Internal Audit Department. The audits included in the 2021 audit plan, which were implemented within the framework of a risk-based approach and approved by the Bank's Board of Directors, were completed on time. In addition, all processes of the Bank were reviewed with the audits carried out within the scope of the Management Assertion. Furthermore, performances of audited units were measured according to analytic audit grades. Units or processes with below-average audit grades were reviewed more intensively during the preparation phase of the annual audit plan. Benefiting from the information systems at the maximum level in audit studies also provides increased efficiency and productivity.

Putting the professional development of its employees at the top of the list of priorities, T-Bank continues to support in all circumstances the acquisition of certificates that will contribute to the audit quality of the auditors working under the Internal Audit Department and reinforce compliance with international auditing standards. One of the members of the Internal Audit Department has Certified Internal Auditor (CIA), Certified Information Systems Auditor (CISA), Certified Financial Services Auditor (CFSA) certificates and Capital Market Activities Level 3 and Derivative Instruments Licenses, one has a Certified Internal Control Specialist (CICS) License and two have Capital Markets Activities Level 3

License. Thanks to this competent group of qualified audit professionals, T-Bank has an effective internal audit function.

### **Internal Control and Compliance**

The main purpose of the Internal Control and Compliance Department is to ensure that the Bank's activities are carried out within an effective, efficient, and strong internal control environment within the framework of local legislation, recommendations developed by FATF, and similar international authorities.

The Compliance Department carries out its operations as the Legislation Compliance Unit and the AML/CFT Unit. The Legislation Compliance Unit follows the newly published/updated legislation, ensures that it is reflected in the internal practices of the Bank by announcements and directions it makes, answers the questions regarding the legal regulations directed by the departments, and takes part in these processes with its opinions and suggestions for the development of banking products to be offered to customers in accordance with the legislation.

The AML/CTF Unit, on the other hand, carries out monitoring and control activities by making use of technological opportunities with a risk-based approach, within the framework of the Laws No. 5549, 6415, 7262 and their sub-regulations, and the recommendations published by reputable institutions known in the international arena on the prevention of money laundering and financing of terrorism. In addition, the Bank provides its employees with the necessary training to increase their awareness in the field of AML & CFT regarding their areas of responsibility.

The Internal Control Department carries out its activities as a part of the Bank's internal control system, on-site and remote second-level control activities for branches and General Directorate units. The designed control activities are carried out by internal control personnel, who are competent and experienced in their fields, through the activities carried out centrally at the branches and the General Directorate. Within the scope of internal control activities, there are also controls performed by the Information Systems Internal Control Officer. The activities carried out by the Internal Control Department make significant contributions to keeping the losses arising from operational risks at low levels, and to the continuation of the Bank's activities in an efficient, regulatory, and effective control environment.

Findings and risks identified as a result of the inspection and control activities carried out throughout the year are shared with the relevant units, reported to the Senior Management, and presented to the Audit Committee through the quarterly activity reports.

The Internal Control and Compliance Director is also the "Compliance Officer" authorized by the Board of Directors. The duties and responsibilities of the Compliance Officer are regulated in Regulation No. 5549 on the Compliance Program with the Obligations Regarding the Prevention of Laundering Proceeds of Crime and Financing of Terrorism.

Some of the Internal Control Department officers have Certified Information Systems Auditor (CISA), Certified in Risk and Information Systems Control (CRISC), Certified Information Security Manager (CISM), Certification in Control Self-Assessment (CCSA), Certification in Risk Management Assurance (CRMA) certificates and Capital Market Activities Level 3 certificates. Some of the Compliance Department employees hold Anti-Money Laundering Specialist (CAMS) and Global Sanctions Specialist Certification (CGSS) certificates.

**DELOITTE**

## **INDEPENDENT AUDITORS' REPORT**

### **ON THE ANNUAL REPORT OF THE BOARD OF DIRECTORS**

To the General Assembly of Turkland Bank A.Ş.

#### **1- Opinion**

Since we have audited the full set of financial statements of Turkland Bank A.Ş. ("The Bank") for the 01/01/2021–31/12/2021 accounting period, we have also audited the annual activity report for this accounting period.

In our opinion, the unconsolidated financial information included in the annual report of the Board of Directors and the analysis of the Board of Directors about the Bank's situation, in all material respects, is consistent with the full set of unconsolidated financial statements audited and the information obtained during the independent audit and reflects the truth.

#### **2- Basis of the Opinion**

Our independent audit is in accordance with the "Regulation on the Independent Audit of Banks" published in the Official Gazette dated April 2, 2015, and numbered 29314, and conducted in accordance with the Independent Auditing Standards (IAS), which is a part of the Turkish Auditing Standards published by the Public Oversight, Accounting and Auditing Standards Authority (KGK). Our responsibilities under these Standards are explained in detail in the Independent Auditor's Responsibilities for the Independent Audit of the Annual Report section of our report. We declare that we are independent of the Bank in accordance with the Code of Ethics for Independent Auditors (Ethical Rules) issued by the KGK (Public Oversight, Accounting, and Auditing Standards Authority) and the ethical provisions in the legislation on independent auditing. Ethical rules and other responsibilities regarding the ethics within the scope of legislation have also been fulfilled by us. We believe that the audit evidence we have obtained during the independent audit provides a sufficient and appropriate basis for our opinion.

#### **3- Our Opinion on Non-Full Set Consolidated Financial Statements as Auditor**

We hereby express an positive opinion in our auditor's report dated March 18, 2022, on the non-full set of consolidated financial statements of the Bank for the accounting period 01/01/2021–31/12/2021.

#### **4- Responsibility of the Board of Directors for the Annual Report**

The Bank management is responsible for the following in relation to the annual report according to the Articles 514 and 516 of the Turkish Commercial Code (TCC) numbered 6102 and the provisions of the "Regulation on the Procedures and Principles Regarding the Preparation and Publication of the Annual Report by Banks" ("Regulation") published in the Official Gazette dated 1 November 2006 and numbered 26333:



a) It prepares the annual report within the first three months following the balance sheet day and submits it to the general assembly.

b) It prepares the annual report in a way that accurately, completely, directly, truthfully, and honestly reflects the flow of the bank's activities for that year and its financial situation in all aspects. In this report, the financial situation is evaluated according to the financial statements. The report also clearly indicates the development of the bank and the possible risks it may face. The evaluation of the board of directors regarding these issues is also included in the report.

c) The annual report also includes the following:

- Events of special importance occurring in the bank after the end of the operating year,
- Bank's research and development activities,
- Financial benefits such as wages, premiums, bonuses and allowances, travel, accommodation and representation expenses, in-kind and cash benefits, insurance, and similar guarantees paid to the members of the board of directors and senior executives,

While preparing the annual report, the Board of Directors also takes into account the secondary legislation regulations made by the Banking Regulation and Supervision Agency, the Ministry of Commerce, and related institutions.

## 5- Responsibility of the Independent Auditor for the Independent Audit of the Annual Report

Our aim is to give an opinion on whether the unconsolidated financial information included in the annual report and the examinations made by the Board of Directors are consistent with the audited unconsolidated financial statements of the Bank and the information we obtained during the independent audit and reflect the truth and to issue a report involving our opinion within the framework of the provisions of the TCC and the Regulation.

Our independent audit was conducted in accordance with the "Regulation on Independent Audit of Banks" published in the Official Gazette No. 29314 dated April 2, 2015, and Independent Auditing Standards. These standards, by complying with ethical provisions, require the independent audit to be planned and conducted in order to obtain reasonable assurance whether the unconsolidated financial information in the annual report and the analysis made by the Board of Directors are consistent with the unconsolidated financial statements and the information obtained during the audit and whether they reflect the truth.

The accountable auditor who conducted and concluded this independent audit is Mjde Aslan.

DRT BAĐIMSIZ DENETİM VE SERBEST MUHASEBECİ MALİ MŞAVİRLİK A.Ş.  
Member of **DELOITTE TOUCHE TOHMATSU LIMITED**

Mjde Aslan, Certified Public Accountant  
Cap Auditor

İstanbul, March 30, 2022



**Please click to access the**  
**TURKLAND BANK A.Ş.**  
**INDEPENDENT AUDITORS' REPORT**  
**in Turkish**



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Bakanlıklar	Kavaklıdere Mah. Atatürk Bulvarı No 185 06680 Çankaya	Ankara	0312 419 67 14
Bursa	İhsaniye Mahallesi, İzmir Yolu Caddesi, Atalay 7. Sitesi B Blok No: 114/A Nilüfer	Bursa	0224 222 57 57
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Etiler	Etiler Mah. Nispetiye Cad. No: 85/A 34342 Beşiktaş / İSTANBUL	İstanbul	0212 257 40 31
Gaziantep	İncilipınar Mah. Muammer Aksoy Bulvarı No 18/C Şehitkamil	Gaziantep	0342 232 29 00
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