

1. SHAREHOLDERS

Related Companies []

Related Funds []

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1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	In 2019, İşbank participated in a total of 15 conferences in Turkey and abroad. In these events, a total of 128 investor meetings were conducted. 5 investor events took place in the Bank's Headquarters, besides, 252 meetings and teleconferences were conducted.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	-
The number of special audit requests that were accepted at the General Shareholders' Meeting	-
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	https://www.kap.org.tr/tr /Bildirim/743437
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	General Assembly documents except the list of participants and the minutes of the meeting (invitation to the General Assembly, agenda, proxy statement, information document, dividend distribution proposal, etc.) are presented in Turkish and English simultaneously.
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	-
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	-
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	-

The name of the section on the corporate website that demonstrates the donation policy of the company	The limit set for donations was approved in the General Assembly of 2013 and the minutes of said meeting can be found in İşbank website, Home Page > About Us > Investor Relations > Disclosures to BIST. The Bank's policy regarding donations does not take place in the Bank's website.
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	None
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Article 47
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	Shareholders and shareholder representatives as well as Board members, independent auditor representatives and işbank employees (within the context of the legislation) participated in the General Assembly held in 2019.
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Hayır (No)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares. The percentage of ownership of the largest shareholder	- % 39,1
1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	-
1.6. Dividend Right	
	Home Page >About Us >
The name of the section on the corporate website that describes the dividend distribution policy	Investor Relations > Corporate Governance > Dividend Distribution Policy

Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.

application for the cash distribution of the net profit of our Bank emphasizing that the profits should be retained in the entity in line with the general prudent policy of the Agency for the whole of the banking system, to keep the equity structure of the sector as strong as possible. The amount of TL 6,769,085,006.47 net profit at the year of 2018 is decided that TL 8,629,009.00 of the balance sheet profit is composed of return on real estate sales that is to be kept in a special fund account in order to be used in capital increase if required to be transferred to related reserves, and the amount of TL 15,000,000.00 to be set aside as risk venture capital fund in order to make use of risk venture investment trust and funds, TL 337,272,779.87 (the remaining part of 2018 net profit TL 6,745,455,997.47) in accordance with Article 58 (a) of our Articles of Incorporation be set aside as legal reserves, TL 6,408,183,197.60 (the remaining part of the profit) be set aside as extraordinary reserves.

PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends

https://www.kap.org.tr/tr /Bildirim/751148

General Assembly Meetings

Genera Meetin Date	received by the company regarding the		Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	website that contains the General Shareholders'	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	I declarations by	The link to the related PDP general shareholder meeting notification
29/03 201	()	% 88,67	% 0,01	% 88,66	Home Page > About Us > Investor Relations > Disclosures to BIST	_	-	427	https:// 7 www.kap.org.tr/tr/ Bildirim/751148



2. DISCLOSURE AND TRANSPARENCY

DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Home Page > About Us > Investor Relations
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	Home > About Us > Investor Relations > Corporate Overview > Corporate Information > Ownership Structure
List of languages for which the website is available	Turkish and English
2.2. Annual Report	
The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.	
 a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members 	Additional Information Regarding the Related Legislation
 b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure 	İşbank Committees
 c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings 	Information about the Meetings of the Board of Directors
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	No legislation change that would significantly impact İşbank activities has occured
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	Unconsolidated Financia Statements as at and for the Year Ended 31 December 2019 with Independent Audit's Report Thereon - Information on Other Provisions
 e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as 	None

_	nd rating and the measures in order to avoid from these	
Annual Report that demo	or name of the sections in the onstrate the information on the ries that the direct contribution	İşbank has no cross ownership subsidiaries.
Annual Report that demo social rights and professi	I/or name of the sections in the onstrate the information on onal training of the employees se social responsibility in respect s that arises social and	Human Resources Practices at İşbank / Corporate Social Responsibility Activities



3. STAKEHOLDERS

3. STAKEHOLDERS	
3.1. Corporation's Policy on Stakeholders	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	Compensation principles for Bank employees are determined by the Collective Bargaining Agreement which is shared with the employees through İşbank's Corporate Intranet Portal.
The number of definitive convictions the company was subject to in relation to breach of employee rights	None
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	İşbank has an online communication platform through which employees may submit their requests and complaints to the Senior Management directly. Only a limited number of managers have access to the said platform. Other stakeholders may deliver their suggestions or complaints to the Senior Management through İşbank Corporate Website.
The contact detail of the company alert mechanism	Every person can use the contact form in İşbank website (Home Page > Contact Form) to deliver any demand or complaint to the Bank.
3.2. Supporting the Participation of the Stakeholders in the Corporation's Management	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	No information on this matter is available on our website.
	Isbank employees participate in the management of the Bank

Corporate bodies where employees are actually represented	via their beneficiary status in İşbank Members 'Supplementary Pension Fund, which holds 39.10% of İşbank shares.
3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	Board of Directors create succession plans.
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	Home Page > About Us > Sustainability > Our Policies
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)
The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	Home Page > About Us > Sustainability > Our Policies
The number of definitive convictions the company is subject to in relation to health and safety measures	None
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	Home Page > About Us > Investor Relations > Corporate Governance > Ethical Principles
The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.	Home Page > About Us > Sustainability > Our Reports
Any measures combating any kind of corruption including embezzlement and bribery	Home Page > About Us > Sustainability > Our



4. BOARD OF DIRECTORS-I

4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	25-26.12.2019
Whether the board evaluation was externally facilitated	Hayır (No)
Whether all board members released from their duties at the GSM	Evet (Yes)
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	No delegation of authority in İşbank
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	255
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	Audit Committee's Assessments on the Operation of Internal Control, Internal Audit and Risk Management Systems and Its Activities in the Reported Period
Name of the Chairman	Füsun Tümsavaş
Name of the CEO	Adnan Bali
If the CEO and Chair functions are combined: provide the link to the relevant PDP annoucement providing the rationale for such combined roles	Chairman and General Manager seats are held by different persons
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	Our Bank's Board of Directors and Executives are insured with a coverage for a limit up to USD 25 million against the risk of loss they may cause due to their faults while performing their duties within the scope of a liability insurance policy that names our Bank and our participations as the insured. This insurance policy was not made subject to a disclosure.
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	None

The number and ratio of female directors within the Board of Directors

2/%18

Composition of Board of Directors

Name-Surname	Person Who Behaves On Behalf Of Legal Person Board Member	Gender	Title	Profession	The First Election Date To Board	Whether Executive Director or Not	Positions Held in the Company in the Last 5 Years	Current Positions Held Outside the Company	Whether the Director has at Least 5 Years" Experience on Audit, Accounting and/or Finance or not	Share in Capital (%)	The Share Group that the Board Member Representing	Independent Board Member or not	Link To PDP Notification That Includes The Independency Declaration	Whether the Independent Director Considered By The Nomination Committee	Whether She/ He is the Director Who Ceased to Satisfy The Independence or Not	Committees Charged and Task
FÜSUN TÜMSAVAŞ		Female	Chairman of the Board	Banker	28.03.2008	Non-Executive	Chairperson of the Board, Deputy Chairperson of the Board, Member of the Credit Committee, Chairperson of the Corporate Governance Committee, Alternate Member of the Credit Committee, Chairperson of the Audit Committee, Chairperson of the T.R.N.C. Internal Systems Committee	Vice Chairperson of the Board of Türkiye İş Bankası A.Ş. Members Supplementary Pension Fund, Chairperson of Anadolu Anonim Türk Sigorta Şirketi	Yes			Dependent Member				Chairperson of the Risk Committee, Chairperson of the Remuneration Committee, Member of the Credit Committee, Chairperson of the Corporate Governance Committee
YUSUF ZİYA TOPRAK		Male	Deputy Chairman of the Board	Banker	31.03.2020	Non-Executive	Deputy Chairperson of the Board, Member of the Audit Committee, Member of the T.R.N.C. Internal Systems Committee		Yes			Independent Member		Not Considered	No	Alternate Member of the Credit Committee, Member of the Risk Committee, Chairperson of the Audit Committee, Chairperson of the T.R.N.C. Internal Systems Committee
ADNAN BALİ		Male	Member of the Board	Banker	01.04.2011	Executive	Chief Executive Officer and Director, Chairperson of the Executive Committee	Chairperson of Şişecam Group, Member of the Board of Directors of Vehbi Koç Foundation, Member of the High Advisory Board of Darüşşafaka Society, Member of the Turkish Industry and Business Association (TUSIAD), The Institute of International Finance (IIF), Institut International d'Etudes Bancaires (IIEB) and Member of the Board of Directors of The Banks Association of Turkey	Yes			Dependent Member				Chairperson of the Credit Committee, Chairperson of the Human Resources Committee, Member of the Risk Committee, Chairperson of the Executive Committee
FERAY DEMİR		Female	Member of the Board	Banker	25.03.2016	Non-Executive	Director, Alternate Member of the Credit Committee, Branch Manager of İstanbul Corporate Branch	Member of the Board of Türkiye İş Bankası A.Ş. Members Supplementary Pension Fund	Yes			Dependent Member				Member of the Credit Committee, Member of Corporate Social Responsibility Committee, Member of the Remuneration Committee
ERSİN ÖNDER ÇİFTÇİOĞLU		Male	Member of the Board	Banker	31.03.2017	Non-Executive	Director, Branch Manager of Başkent Corporate/Ankara Branch , Branch Manager of Ege Corporate/İzmir Branch		Yes			Independent Member		Not Considered	No	Member of the Audit Committee, Member of the T.R.N.C. Internal Systems Committee, Member of the Corporate Governance Committee
FAZLI BULUT		Male	Member of the Board	Manager	29.03.2019	Non-Executive	Director, Member of the Corporate Governance Committee		Yes			Dependent Member				Alternate Member of the Credit Committee, Member of Corporate Social Responsibility Committee
DURMUŞ ÖZTEK		Male	Member of the Board	Manager	31.03.2020	Non-Executive	Director		Yes			Dependent Member				Member of Corporate Social Responsibility Committee
RECEP HAKAN ÖZYILDIZ		Male	Member of the Board	Manager	31.03.2020	Non-Executive	Director	Part time Lecturer at Atatürk University Faculty of Political Science	Yes			Dependent Member				
MUSTAFA RIDVAN SELÇUK		Male	Member of the Board	Sworn-in Certified Public Accountant	31.03.2020	Non-Executive	Director	Independent Auditor at BDD Bağımsız Denetim ve Danışmanlık A.Ş., Partner of Girişim YMM Ltd. Şti.	Yes			Dependent Member				
AHMET GÖKHAN SUNGUR		Male	Member of the Board	Banker	31.03.2020	Non-Executive	Director		Yes			Independent Member		Considered	No	
SADRETTIN YURTSEVER		Male	Member of the Board	Banker	31.03.2020	Non-Executive	Director, Branch Manager of Akdeniz Corporate/Antalya Branch , Branch Manager of Bornova Commercial/İzmir Branch		Yes			Dependent Member				Member of the Corporate Governance Committee, Member of Corporate Social Responsibility Committee



4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical board meetings in the reporting period (meetings in person)	14
Director average attendance rate at board meetings	% 98
Whether the board uses an electronic portal to support its work or not	Evet (Yes)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	3 work days
The name of the section on the corporate website that demonstrates information about the board charter	Articles of Association
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	None
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	İşbank Committees
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/ /Bildirim/262622

Composition of Board Committees-I

Names Of The Board Committees	Name Of Committees Defined As " Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Füsun Tümsavaş	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Ersin Önder Çiftçioğlu	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Sadrettin Yurtsever	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Neşe Gülden Sözdinler	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Denetim Komitesi (Audit Committee)		Yusuf Ziya Toprak	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Ersin Önder Çiftçioğlu	Hayır (No)	Yönetim kurulu üyesi (Board member)
Ücret Komitesi (Remuneration Committee)		Füsun Tümsavaş	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Ücret Komitesi (Remuneration Committee)		Feray Demir	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kredi Komitesi (Credit Committee)	Adnan Bali	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kredi Komitesi (Credit Committee)	Füsun Tümsavaş	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kredi Komitesi (Credit Committee)	Feray Demir	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kredi Komitesi (Credit Committee)	omitesi (Credit Committee) Yusuf Ziya Toprak (Alternate Member) Hayır (Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kredi Komitesi (Credit Committee)	Fazlı Bulut (Alternate Member)	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	K.K.T.C. İç Sistemler Komitesi (Turkish Republic of Northern Cyprus Internal Systems Committee)	Yusuf Ziya Toprak	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	K.K.T.C. İç Sistemler Komitesi (Turkish Republic of Northern Cyprus Internal Systems Committee)	Ersin Önder Çiftçioğlu	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kurumsal Sosyal Sorumluluk Komitesi (Corporate Social Responsibility Committee)	Feray Demir	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kurumsal Sosyal Sorumluluk Komitesi (Corporate Social Responsibility Committee)	Fazlı Bulut	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kurumsal Sosyal Sorumluluk Komitesi (Corporate Social Responsibility Committee)	Durmuş Öztek	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kurumsal Sosyal Sorumluluk Komitesi (Corporate Social Responsibility Committee)	Sadrettin Yurtsever	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Kurumsal Sosyal Sorumluluk Komitesi (Corporate Social Responsibility Committee)	Yalçın Sezen	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Kurumsal Sosyal Sorumluluk Komitesi (Corporate Social Responsibility Committee)	Senar Akkuş	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Kurumsal Sosyal Sorumluluk Komitesi (Corporate Social Responsibility Committee)	Suat E. Sözen	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Kurumsal Sosyal Sorumluluk Komitesi (Corporate Social Responsibility Committee)	Bülent Yumuşaker	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Risk Komitesi (Risk Committee)	Füsun Tümsavaş	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Diğer (Other)	Risk Komitesi (Risk Committee)	Yusuf Ziya Toprak	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Risk Komitesi (Risk Committee)	Adnan Bali	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Risk Komitesi (Risk Committee)	Senar Akkuş	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Risk Komitesi (Risk Committee)	Murat Bilgiç	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Risk Komitesi (Risk Committee)	Ebru Özşuca	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Risk Komitesi (Risk Committee)	Süleyman H. Özcan	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Diğer (Other)	Risk Komitesi (Risk Committee)	Hürdoğan Irmak	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)



4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	Information about the activities of Audit Committee which was established within the context of the related legislation is presented "İşbank Committees" section of the Annual Report.
Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)	İşbank Committees
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	At İşbank, functions of Nomination Committee are fulfilled by Corporat Governance Committee
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)	Information about the activities of Risk Committe is presented i "İşbank Committees" section of the Annual Report.
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	Information about the activities of Remuneration Committed which was established within the context of the related legislation is presented in "İşbank Committees" section of the Annual Report.
4.6. Financial Rights	
Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	CEO's Message
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Home Page > About Us > Investor Relations > Corporate Governance > Remuneration Policy

Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)

Additional Information Regarding the Related Legislation

Composition of Board Committees-II

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee		The Number Of Reports On Its Activities Submitted To The Board
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 75	% 25	6	_
Denetim Komitesi (Audit Committee)		% 100	% 100	47	12
Ücret Komitesi (Remuneration Committee)		% 100	% 0	7	_
Diğer (Other)	Kredi Komitesi (Credit Committee)	% 80	% 20	-	-
Diğer (Other)	K.K.T.C. İç Sistemler Komitesi (Turkish Republic of Northern Cyprus Internal Systems Committee)	% 100	% 100	6	2
Diğer (Other)	Kurumsal Sosyal Sorumluluk Komitesi (Corporate Social Responsibility Committee)	% 50	% 0	8	10
Diğer (Other)	Risk Komitesi (Risk Committee)		% 12,5	11	13