

The Disclosure Policy of the Bank prepared pursuant to the "Communiqué on Material Events" No. II-15.1 of the Capital Market Board entered into force upon the approval of the Board of Directors (Board) in order to ensure to disclosure material events to the Bank's shareholders, investors and all beneficiaries including the public.

QNB BANK A.Ş. (Bank) makes necessary financial information disclosures and other notifications both required to be made pursuant to the Banking Law, Capital Market Legislation, Turkish Commercial Code, Borsa İstanbul (BİST) regulations and foreign markets by taking into consideration generally accepted accounting principles and corporate governance principles.

The main purpose of this disclosure policy is to disclose any information other than trade secrets and make notifications to shareholders, investors, employees, customers, creditors and other relevant parties on a timely basis and in an accurate, complete, comprehensive, easily and cost-efficiently accessible and equally-shared manner.

### **General Principles**

This policy:

- is in compliance with the Banking Law, Capital Market Law and other relevant regulations.
- is prepared in accordance with the Corporate Governance Principles and transparency policy of the Bank.
- aims to ensure that public authorities, shareholders, current and potential investors, customers and other beneficiaries have access to accurate and complete information on a timely basis and under equal conditions.

Disclosure Policy covers the following:

Disclosure to be made to investors and how to access to presentations and reports,

Principles on monitoring of news and rumors about our Bank in press/on websites and making required disclosures,

Principles on determining persons discharging administrative responsibilities (executives),

How to ensure confidentiality of material events before public disclosure,

Principles on explaining evaluations of the Bank about future.

The Bank has a proactive approach regarding the adoption and implementation of corporate governance principles and shows maximum effort regarding public disclosure and notification. Disclosure Policy of the Bank is prepared in accordance with the above-mentioned framework and is approved and put into effect by the Board.

### **Authority and Responsibility**

The Board is ultimately authorized and responsible for monitoring, overseeing and development of public disclosure and notification policy of the Bank. The Investor Relations Department is assigned with the duty of coordination of the disclosure and notification function.

## DISCLOSURE TO INVESTORS

Public disclosures made pursuant to the Banking Legislation, Capital Market Legislation, Turkish Commercial Code and other relevant legislation and the methods and means of disclosure used are detailed below:

- **Material Events Disclosures Made to Public Disclosure Platform**  
If any of transaction under the "Communiqué on Material Events" No. II-15.1 of the Capital Market Board is carried out, material event disclosures prepared in accordance with the Communiqué will be simultaneously submitted to BİST and the Public Disclosure Platform ([www.kap.gov.tr](http://www.kap.gov.tr)) established to make disclosures to the public and such disclosures are published on the corporate website on the next business day after the public disclosure at the latest.

- **Publication of Interim and Year End Financial Reports and Annual Activity Report**  
Consolidated and unconsolidated financial reports prepared quarterly pursuant to the regulations of the Banking Regulation and Supervision Agency (BRSA) are submitted to the BİST, BRSA, Capital Market Board (CMB), the Central Bank of Republic of Turkey (CBRT) and the Banks Association of Turkey (BAT) within the periods stated under the legislation. These reports are also published on the corporate website.

Furthermore, the consolidated and unconsolidated year-end financial reports are also published in the Turkish Trade Registry Gazette by the end of April of the following year. Year-end financial statements (without footnotes) and the independent auditor's report are published in the Official Gazette after the aforementioned publication. The annual activity reports prepared in accordance with the BRSA and CMB regulations are published on the corporate website within minimum 3 weeks before the General Assembly Meeting and made available for the review of shareholders.

- **Press Statements Regarding Financial Statements**  
Press statement summarizing the financial status of the Bank is made after the public disclosure of financial statements of the related period quarterly. The full text of this press statement is published on the corporate website.
- **Turkish Trade Registry Gazette Announcements**  
Agenda of the General Assembly Meeting, Sample Powers of Attorney, General Assembly Meeting Decisions and any Amendments to Articles of Association including those regarding Capital Increase are disclosed to the public via the Turkish Trade Registry Gazette.

Moreover, the general assembly meetings, profit distribution and capital increase decisions and amendments to articles of association are disclosed to the public via two national daily newspapers selected by the Bank.

- **Introduction/Information Meetings and Presentations**  
Bank may organize information meetings for financial analysts, investors, creditors and shareholders, if necessary. Such meetings can be organized either as physical meetings or teleconference and/or video conference meetings. The presentations and reports used in these meetings are published on the corporate website.
- **Corporate Website**

The corporate website (www.qnb.com.tr) is actively used for public disclosure purposes. Information made available on the corporate website is also published in English for foreign investors pursuant to the corporate governance principles of CMB. The Bank guarantees the security of this website. Investors Relations Department responds to the questions, comments and information requests of all beneficiaries within legal periods. Contact details (mail and e-mail addresses, phone and fax numbers) of the Investors Relations Department are published on the corporate website for beneficiaries. Frequently asked questions and their answers are also published on this website.

### **Principles on Monitoring News and Rumors About Our Bank in Press/on Websites and Making Required Disclosures**

If news and rumors circulated about the Bank via the press are important enough to affect the investment decisions of investors and the value of capital market instruments and are different than the officially disclosed information, material events disclosures are made to confirm or deny such news and rumors. In case of news and rumors circulated in the press and on websites which do not require any material disclosures pursuant to the applicable legislation, the method and contents of the disclosure to be made will be determined taking into account the nature of news, the size of its target group and its effects on the reputation of the Bank. Press statements in this regard are submitted to the press and published on the corporate website.

### **Principles on Determining Persons Discharging Administrative Responsibilities (Executives)**

Board Members of the Bank and Persons, although not being among the members of the Board of Directors of our Bank, who have regular access to inside information directly and indirectly regarding the Bank, and who have the capacity to make administrative decisions to affect the future growth and commercial objectives of our Bank are defined as persons discharging administrative responsibilities (executives). Accordingly, Board Members, General Manager and some Executive Vice Presidents depending on their field of responsibility are informed in writing about their responsibilities and the procedure required to be followed if they purchase/sell any capital market products issued by the Bank.

### **Precautions Taken to Ensure Confidentiality of Material Events Until Public Disclosure**

In order to ensure confidentiality of material events until public disclosure, Bank employees who have access to inside information are informed about their responsibilities arising from the related legislation.

Bank compiles a list of employees who have access to inside information. The list includes responsibilities of these employees and explains clearly why they are in this list. This list is updated by the Human Resources taking into consideration the changes in the organizational structure and changes are notified to the Central Registry Agency (CRA) in accordance with the related regulations.

Moreover, following employees are informed about "QNB BANK A.Ş. Code of Ethics for Finance Professionals":

- Executive Board members and the Executive Vice President, Group Managers and Department Managers responsible for Financial Control,
- Executive Board members of Bank's subsidiaries and Executive Vice Presidents of each subsidiary responsible for Financial Control, all persons serving in a division or department of any group company, who are responsible for preparing the financial statements and recording the financial results of a group company, and for preparing

the financial statements of group company for the purpose of preparing consolidated financial statements of QNB BANK.

- All Bank employees who are responsible for investor relations.

The above-mentioned individuals are defined as "Finance Professionals" under the Code of Ethics for Finance Professionals. Each Finance Professional is obliged to comply with the ethic code of conduct. Finance Professionals confirm in writing that they have read and understood and will act in accordance with this code of conduct and the articles of association of their company. Each Finance Professional knows that he will be held responsible for any violation regarding the ethical code of conduct and articles of association of the company and will be subjected to disciplinary punishment in accordance with the relevant instructions. Finance Professionals are regularly informed about the ethic code of conduct.

In this respect, insiders who have access to financial information of the Bank due to their positions cannot disclose to any third party such Inside Information before disclosure to the public or shareholders. Internal Audit Department regularly reviews the effectiveness of the control points established by the Bank in order to ensure confidentiality of information and documents of customers, prevent disclosure of the same to third parties and ensure confidentiality of the same until public disclosure.

### **Principles on Explaining Evaluations of the Bank About Future**

In the event that the Bank is required to make public disclosures regarding its evaluations about future, then such disclosures are made by the Board of Directors, General Manager or individuals authorized in writing by the General Manager.

