



Management Board

Charter

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Charter Approval

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Purpose

The purpose of this charter (the "**Charter**") is to provide guiding principles for the composition, the tasks and responsibilities, appointment of the members and the necessary expertise and knowledge of the individual members of the management board (the "**Management Board**") of Anadolubank N.V. (the "**Bank**") and the Management Board as a whole. This (reviewed) Charter is adopted by the Management Board on 25 January 2016 upon approval dated 25 January 2016 of the Supervisory Board and is effective as of 25 January 2016.

Principles

Article 1 Status and Content of the Charter

1. This Charter is drawn up pursuant to the Bank's articles of association (the "**Articles of Association**") and the Bank's policies and procedures. The Charter may only be amended pursuant to a resolution of the Management Board upon prior approval of the Supervisory Board.
2. In the event of conflicts arising between the provisions of this Charter and the Bank's Articles of Association and/or regulatory provisions, the latter will prevail.
3. In case of one or more provisions of this Charter are or become invalid, this shall not affect the validity of the remaining provisions. The Management Board will update and correct the invalid provisions in accordance with regulatory requirements.
4. Each member of the Management Board declares to apply and commit to all relevant provisions of this Charter. Prior to taking office a new member of the Management Board declares in writing to adhere to the provisions of this Charter. The original signed copy of the declaration shall be kept by the Management Board.
5. Business days as referred to in this Charter means any day other than Saturday, Sunday or a Dutch public holiday within the meaning of Article 3 of the Dutch General Extension of Time Limits Act (*Algemene Termijnenwet*).

Article 2 Responsibilities of the Management Board

1. The Management Board shall be responsible for the management of the Bank, which means, among other things; setting up and achieving the Bank's strategy- and business plans and the associated risk profile inherent to the Bank's business activities and financing in order to achieve the Bank's objectives. The Management Board is furthermore responsible for the development of the results and corporate social responsibility issues.
2. Members of the Management Board shall acknowledge that the authority to manage the Bank is vested in the Management Board as a whole, notwithstanding that each of them is responsible and accountable within the Management Board for the specific task(s) which are assigned to him/her. Each Management Board member shall inform the other members in a clear and timely manner about any major developments in the area of his/her responsibilities.
3. The Management Board shall perform their tasks in a meticulous, expert and fair manner taking into account the applicable laws, codes of conduct and regulations.
4. In all of its actions, the Bank's Management Board shall ensure that it carefully considers the interests of all of the parties involved in the Bank, such as the Bank's clients, its shareholders and its employees. These considerations shall take into account the continuity of the Bank, the environment in society in which the Bank operates and legislation, regulations and codes that apply to the Bank. The Management Board shall be responsible for compliance with all relevant statutory rules, regulations and policies for the management of risk in connection with the performance of the Bank. The Management Board shall also be responsible together with the Supervisory Board for the corporate governance structure of the Bank and statutory rules and other regulations in relation thereto.
5. The Management Board – and primarily the chairman of the Management Board (CEO, chief executive officer, as may be referred to in this or other documents of the Bank) - shall be responsible for adopting, implementing, monitoring and, where necessary, adjusting the Bank's overall risk policy. The Management Board shall propose the risk appetite to the Supervisory Board for approval at least once a year. Any material changes to the risk appetite in the interim shall also require the Supervisory Board's approval.
6. The Management Board shall ensure that risk management is organized and monitored adequately so that the Management Board is aware in good time of any material risks run by the Bank so that these risks can be managed properly. The Management Board shall take any decisions that are of material significance for the risk profile, the capital allocation or the liquidity impact.
7. One member of the Management Board will be made responsible for preparing the decision-making with regard to risk management. This member will not bear any individual commercial responsibility for the commercial task areas and operate independently from those areas.

8. The member of the Management Board who is responsible for preparing the decision-making with regard to risk management shall be involved, in a timely manner, in the preparation of decisions that are of material significance for the Bank's risk profile, especially where these decisions may result in departure from the risk appetite approved by the Supervisory Board. Risk management shall also include a focus on the interests of financial stability and on the impact that systemic risk could have on the risk profile of the Bank.
9. The Bank shall have a Product Approval Process. The Management Board shall organize the Product Approval Process and shall be responsible for the process working properly. Products that go through the Product Approval Process at the Bank shall not be launched on the market or distributed without careful consideration of the risks by the Bank's risk manager and a careful assessment of any other relevant factors, including the duty of care towards the client.
10. The Management Board is accountable for the performance of its duties to the Supervisory Board and shall perform its activities under the supervision of the Supervisory Board.

Article 3 Composition and Expertise of the Management Board

1. The Management Board shall be composed in such manner that it is able to perform its tasks properly. Complementarily, collegiality, diversity and independence are the preconditions for the Management Board to perform its tasks properly.
2. The Management Board shall consist of two (2) or more members. The number of Management Board members shall be determined by the General Meeting of Shareholders after consultation with the Supervisory Board.
3. Each member of the Management Board shall possess a thorough knowledge of the financial sector in general and the banking sector in particular. Each member of the Management Board shall have thorough knowledge of the Bank's functions in society and of the interests of all parties involved in the Bank. In addition, each member of the Management Board shall possess thorough knowledge so that he/she is able to assess and determine the main aspects of the Bank's overall policy and then form a balanced and independent opinion about the risks involved.
4. With the approval of the Supervisory Board, the Management Board shall divide its tasks among its members.

Article 4 (Re) Appointment of members of the Management Board

1. Members of the Management Board shall be appointed by the general meeting of shareholders after consultation with the Supervisory Board. The General Meeting of Shareholders appoints, after consultation with the Supervisory Board, one of the Managing Directors to CEO position.
2. Before a candidate Management Board member shall be appointed, candidate Management Board members must be approved by Dutch Central Bank ("DNB"). The approval process includes an integrity and suitability test.
3. Members of the Management Board shall resign early in the event of inadequate performance, structural incompatibility of interests, and other instances where resignation is deemed necessary by resolution of the General Meeting of Shareholders at the proposal of the Supervisory Board.
4. Any member of the Management Board may be suspended and/or removed from office by the General Meeting of Shareholders after consultation with the Supervisory Board at any time.

Article 5 Management Board Meetings

1. The Management Board shall in principle meet once every month, or more often as deemed desirable or deemed required for a proper functioning of the Management Board by one or more Management Board members. Along with the regular Management Board meetings, related topics also may be discussed in the Asset/Liability Management Committee ("ALCO") meetings which are in principle held weekly.
2. The Supervisory Board members may attend Management Board meetings unless a member of the Management Board objects thereto.
3. Meetings of the Management Board may be called by a Management Board member by giving notice in writing to all other members at least five Business days prior to the date of the meeting. Notice should include the purpose and the agenda of the meeting. Written materials in support of the discussions should be distributed to all participants of the meeting at least two Business days prior to the meeting. In the event of an urgent matter, the CEO can decide that a Management Board meeting may be called taken into account a shorter notice period, provided that the best efforts will be done to give all Management Board members the possibility to participate.
4. If a meeting has been called in accordance with the preceding section, valid resolutions may be passed in a meeting at which at least an absolute majority of the Management Board members, including the CEO, is present or represented.
5. A Management Board member may be represented at the Management Board meetings by a another Management Board member acting by virtue of a power of attorney issued in writing. Such power of attorney may only concern the one specifically designated meeting stated therein.

6. The admittance to the meeting of persons other than the Management Board members and Supervisory Board members shall be decided by the Management Board. The Management Board shall prepare minutes of the meeting. The minutes should contain a summary of discussions in the meeting and an overview of the resolutions taken at the meeting. The minutes shall be adopted by the Management Board at the same meeting or the next meeting.
7. Management Board meetings are generally held at the offices of the Bank, but may also take place elsewhere. In addition, meetings may be held by telephone or videoconference provided that all participants have been notified timely and can communicate with each other simultaneously.

Article 6 Resolutions

1. In the meeting of the Management Board each member of the Management Board shall have one vote.
2. Meetings of the Management Board may only be held if an absolute majority of the members of the Management Board is present or represented. Members of the Management Board may only be represented at meetings by another Management Board member. Resolutions shall be passed with unanimity of the votes cast. If unanimity cannot be reached, the resolution shall be referred to the Supervisory Board.
3. The Management Board members shall receive all information which is necessary for an informed and balanced decision at least two Business days prior to the Management Board meeting.
4. In general, resolutions of the Management Board shall be adopted at a Management Board meeting.
5. The Management Board may also adopt resolutions outside a meeting, provided that the relevant proposal has been submitted to all members of the Management Board timely and none of the members of the Management Board opposes to the adoption of the resolution outside the meeting. In the event that a resolution shall be adopted outside a meeting, section 3 of this article applies. The adopted resolution shall be included in minutes drafted with respect to said resolution, or in the minutes of the next Management Board meeting.
6. The Management Board shall not pass a resolution relating to the area of expertise of a particular Management Board member in the absence of that Management Board member, unless this Management Board member has agreed to this procedure and has expressed his/her view in advance or unless the CEO decides it's an urgent matter.
7. The Management Board shall keep records of all resolutions passed by the Management Board. Said records shall be open to the inspection of the Supervisory Board, the shareholders and the holders of depositary receipts that hold more than ninety percent of the bank's shares at the office of the Company. Upon request a copy of or an extract from said records shall be supplied to any Supervisory Board member, such shareholders or holders of depositary receipts at a charge not exceeding cost.

Article 7 Relationship with the Supervisory Board

1. The Management Board shall at least quarterly update the Supervisory Board in a Supervisory Board meeting on the Bank's expected performance, results and the forecast for the year. The duty to inform includes inter alia an update on the performance to strategy, performance to budget, progress to implementation of policies, analysis of major risks and mitigants, market developments, regulatory developments and risk- and control issues.
2. The annual accounts and the annual report for the financial year just ended shall be discussed in a meeting with the Supervisory Board within five months of this year end. The half-yearly and quarterly accounts of the Bank for the respective period just ended shall be discussed in a meeting with the Supervisory Board within two months of the end of this period.
3. In accordance with the Articles of Association, the following resolutions of the Management Board require prior approval of the Supervisory Board:
 - a) decisions regarding operational and financial objectives;
 - b) decisions regarding the strategy designed to achieve the objectives;
 - c) decisions regarding the parameters to be applied in relation to strategy, for example in respect of the financial ratios;
 - d) decisions regarding corporate social responsibility issues that are relevant to the Bank;
 - e) decisions regarding commercial objectives with clients;
 - f) decisions regarding commercial objectives for products and services provided;
 - g) decisions regarding the risk appetite of the Bank and any material changes regarding to risk appetite (when required, but at least annually);
 - h) decisions regarding the terms and conditions of employment and the remuneration policy for senior management and the principles of the remuneration policy for other employees;
 - i) decisions regarding major changes to HR policies;
 - j) proposals to the General Meeting of Shareholders regarding a change of the Articles of Association;
 - k) a proposal to wind up the Bank;
 - l) an application for bankruptcy and for suspension of payments (*surséance van betaling*);
 - m) decisions regarding changes in the year plan and approach of audit and compliance;
 - n) decisions regarding an issue of shares of the Bank and debt instruments issued by the Bank or of debt instruments issued by a limited partnership or a general partnership of which the Bank is the general partner with full liability;
 - o) decisions regarding the cooperation in the issue of depository receipts for shares;
 - p) decisions regarding an application for admission to trading of the instruments referred to in subsections o and p on a regulated market or a multilateral trading facility as referred to in article

- 1:1 of the Wet op het financieel toezicht ("*Financial Supervision Act*") or a system comparable to a regulated market or multilateral trading facility from a State which is not a Member State or an application for withdrawal of such admission;
- q) decisions regarding the entry into or termination of a long-term cooperation of the Bank or an dependent company with another legal person or partnership or as a fully liable general partner in a limited partnership or general partnership, if such cooperation or termination is of a major significance for the company;
 - r) decisions regarding the acquisition of a participating interest by it or by a dependent company in the capital of another company, the value of which equals at least the sum of ten percent of the issued capital and the reserves of the participating company, as shown in its balance sheet with explanatory notes and any significant increase or reduction of such a participating interest;
 - s) decisions regarding the termination of the employment of a considerable number of employees of the Bank or of a dependent company at the same time or within a short time-span;
 - t) decisions regarding a significant change in the working conditions of a considerable number of employees of the Bank or of a dependent company; and
 - u) decisions regarding investments requiring an amount equal to at least the sum of one-quarter of the issued capital and the reserves of the Bank as shown in its balance sheet with explanatory notes;
4. The Management Board shall timely provide the Supervisory Board with all information necessary for the proper performance of the Supervisory Board's duties. The Management Board shall also provide the necessary means, allowing the Supervisory Board and its individual members to gather all information that is necessary for them to be able to function as a supervisory body of the Bank.
5. The Management Board shall at least once a year submit for approval to the Supervisory Board the main features of the strategic plan, the commercial year plan and the budget, the general and financial risks and the internal risk management- and control systems of the Bank and the compliance with all relevant laws and regulations. The Management Board shall submit for approval by the Supervisory Board a rolling forward strategic plan for the next three years.

Article 8 Relationship with the Shareholders

1. The Management Board reports to the Supervisory Board. The primary responsibility for communication with the shareholder(s) rests with the Supervisory Board, notwithstanding statutory obligations of the Management Board in this respect and without prejudice to group policies on intra group reporting which have been implemented with the approval of the Supervisory Board.

2. The Management Board and, the Supervisory Board, shall provide the General Meeting of Shareholders with all requested information, unless this would be contrary to an overriding interest of the Bank.
3. All information provided to the (General Meeting of) Shareholders shall be provided to the Supervisory Board at the same time.
4. The Management Board members shall be present at the General Meeting of Shareholders; a Management Board member will inform the secretary of this meeting in case they are unable to attend for important reasons.
5. After prior approval from the Supervisory Board, the Management Board shall procure that each substantial change in the corporate governance structure of the Bank is submitted to the General Meeting of Shareholders for discussion under a separate agenda item.
6. The policy of the Bank on additions to reserves and on dividends (the level and purpose of the addition to reserves, the amount of the dividend and the type of dividend) shall be decided separately and shall be mentioned as a separate agenda item at the General Meeting of Shareholders.
7. A resolution to pay a dividend shall be decided separately and shall be mentioned as a separate agenda item at the General Meeting of Shareholders.
8. The Management Board shall ensure compliance with all statutory and other provisions relating to the rights of the General Meeting of Shareholders and the rights of shareholders with respect thereto, including but not limited to all provisions requiring the approval of the General Meeting of Shareholders for actions of the Management Board.

Article 9 Bankers Oath

1. Each Management Board member will give the oath or promise in presence of the fellow Management Board members, or in the event that the chairman of the Management Board gives the oath / promise in presence of the chairman of the Supervisory Board:

I (swear) make the following promise:

I promise that within the limits of the position I hold at any time in the banking industry:

- *I will execute my function ethically and with care;*
- *I will draw a careful balance between the interests of all parties associated with the business, being the customers, shareholders, employees and the society in which the business operates;*
- *When drawing that balance, I will make the customers' interests central;*
- *I will comply with the laws, regulations and codes of conduct that apply to me;*
- *I will keep confidential that which has been entrusted to me;*
- *I will not abuse my knowledge;*

- *I will act openly and accountably and I know my responsibility to society;*
- *I will make every effort to retain and improve trust in the financial sector.*

This I declare and promise!

2. The declaration signed by a member of the Management Board or the chairman of the Supervisory Board shall be published on the Bank's corporate website and/or be announced in the Annual Report as a Management Board statement. The original copy of the signed declaration shall be kept by the Compliance Department.
3. The Management Board ensures that the bankers oath / promise is translated into principles that form guidelines for the behavior of all the Bank's employees and that the content of these principles shall be expressly pointed out to every new employee.

Article 10 Lifelong Training and Education

1. The chairman of the Management Board shall organise a programme of lifelong learning, with the aim of maintaining the expertise of the members of the Management Board at the required standard and improving their expertise where necessary. The learning programme shall cover relevant developments at the Bank and in the financial sector, corporate governance in general and in the financial sector in particular, the duty of care towards the client, integrity, risk management, financial reporting and audits.
2. Every member of the Management Board shall take part in the programme referred to in section 1 of this article and meet the requirements of lifelong learning. The Supervisory Board shall ascertain whether the members of the Management Board continue to fulfil the expertise requirements developed by DNB.
3. The Bank shall indicate in its annual report in what manner it implemented the lifelong learning programme.

Article 11 Confidentiality

A member of the Management Board shall during his/her membership of the Management Board or afterwards not disclose in any way to anyone any information of a confidential nature regarding the business of the Bank and/or any companies in which it holds an interest, that came to the knowledge of the Management Board member in his/her capacity as such and which he/she knows or should know to be of a confidential nature other than is in the normal course of business and unless required by law. A Management Board member shall not use in any way whatsoever the information referred to above for his/her personal benefit.

Article 12 Conflict of Interests

1. Any conflict of interest or apparent conflict of interest between the Bank and Management Board members shall be avoided. Decisions to enter into transactions under which Management Board members would have conflicts of interest that are of material significance to the Bank and/or to the relevant Management Board member require the approval of the Supervisory Board.
2. A Management Board member shall:
 - a) not enter into competition with the Bank;
 - b) not demand or accept (substantial) gifts from the Bank for himself/herself or for his/her wife/husband, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree as defined under Dutch law;
 - c) not provide unjustified advantages to third parties to the detriment of the Bank; and
 - d) not take advantage of business opportunities to which the Bank is entitled for himself/herself or for his/her wife/husband, registered partner or other life companion, foster child or relative by blood or marriage up to the second degree as defined under Dutch law.
3. A Management Board member shall immediately report any conflict of interest or potential conflict of interest that is of material significance to the Bank and/or to him/her, to the chairman of the Supervisory Board and to the other members of the Management Board and shall provide all relevant information, including information concerning his/her wife/husband, registered partner or other life companion, foster child and relatives by blood or marriage up to the second degree as defined under Dutch law.
4. The Supervisory Board shall decide, without the Management Board member concerned being present, whether there is a conflict of interest. A conflict of interests exists, in any event, if the Bank intends to enter into a transaction with a legal entity:
 - a) in which a Management Board member personally has a material financial interest;
 - b) which has a Management Board member who is related under family law to a Management Board member of the Bank, or
 - c) in which a Management Board member of the Bank has a management or supervisory position.
5. A Management Board member may not take part in any discussion or decision-making that involves a subject or transaction in relation to which he has a conflict of interest with the Bank.
6. All transactions in which there are conflicts of interest with Management Board members shall be agreed on terms that are customary in the sector concerned. Decisions to enter into transactions in which there are conflicts of interest with Management Board members that are of material significance

to the Bank and/or to the relevant Management Board members require the approval of the Supervisory Board.

Article 13 Outside Positions

1. Management Board members shall not without prior written approval from the chairman of the Supervisory Board:
 - a) conduct a business as a self-employed person;
 - b) accept any other executive or non-executive position and/or any position as, managing or supervisory director, agent or receiver for any other bank – company;
 - c) establish or acquire a business for his/her own account or as an agent of a third party; or
 - d) act as counselor or consultant, or perform employment activities for third parties, whether paid or unpaid, for or in respect, or on behalf, of any other bank – company.
2. Such permission shall be given only if such function or activity is compatible with the interests of the Bank and/or with principles of corporate governance. A member of the Management Board may not be a chairman of a supervisory board of other banks – companies.
3. Permission requirement from the chairman of the Supervisory Board and the term outside position is not applicable where the position is held on behalf of the Bank or within the group structure, in which case the chairman of the Supervisory Board will be advised timely.
4. Management Board members shall notify to the Supervisory Board all their other positions.

Article 14 Governing Law and Jurisdiction

1. This Charter shall be governed by and construed in accordance with the laws of the Netherlands.
2. Possible disputes will be submitted to the court of Amsterdam.

Distribution

This policy will be published on the website of Anadolubank Nederland N.V.

Consultation

Any queries related to the content and interpretation of this Charter can be addressed to the Management Board.