

2020
Corporate Governance Principles
Compliance Report

Corporate Governance Principles Compliance Report

1- Statement of Compliance with Corporate Governance Principles

In spite of the fact that our bank's shares are not open to public, the provisions in the legislations have been complied with in maximum, being aware of the importance of corporate governance practices. In this respect, utmost attention has been paid to comply with nearly all of the principles specified in the legislation without giving rise to any conflict of interests.

SECTION I - SHAREHOLDERS

2- Shareholders Relations Department

Since our Bank's shares are not open to public, there is no "Shareholders Relations Department". The transactions about public offering of the bank bonds are carried out by Financial Institutions, Syndication and Debt Capital Markets Group. All kinds of information and explanation, except for the special requests for information by our investors, are given under the menus Relations with Investors and Corporate Governance on our Bank's web site.

3- Exercise of Shareholders' Right to Information

In case of emergence or getting informed of the developments influencing the decision of our investors, they are announced via Public Disclosure Platform. There are documents including various information disclosed to the public under Relations with Investors and Corporate Governance menus on our Bank's web site.

During the activity period, a number of meetings were held and all the requests for information were responded. All information requests of our shareholders are provided that they are not commercial secrets or undisclosed information.

In the articles of association of our Bank, there is no regulation about the request of assigning a private auditor. No request has been received by our Bank about assigning a private auditor during the term.

4- Information on General Meetings of Shareholders

Shareholders of the Bank held an Ordinary General Assembly meeting on 26.03.2020. Within scope of Turkish Commercial Code Article 416, the General Assembly was attended by all the shareholders without being called. The notification about the meeting was made to the shareholders two weeks before the meeting in written form as is required by Articles of Association.

Since all the nominative shareholders of our Bank are registered in the Share Ledger, no duration was allotted for registration in the Share Ledger to ensure them to participate in the General Assembly Meeting.

In this General Assembly, the shareholders did not use their right to ask question.

There is no provision in the Articles of Association stipulating that important decisions should be taken by general assembly. In this respect, the legislation in force is implemented.

Minutes of General Assembly are announced in Turkish Trade Registry Gazette within scope of the legislations. Pursuant to the provisions of "Regulation on the Web Sites to Be Opened by Capital Companies" put in effect in May 2013, the minutes of General Assembly are being published on the website of the Bank following the General Assembly, which is open for review by all the shareholders, in the Head Office.

5- Voting Rights and Minority Rights

There is no privilege applied on the voting right of our Bank's shareholders. The companies in reciprocal shareholding did not participate in the voting in general assembly. There's no minority share represented in management. The Bank does not implement cumulative voting.

6- Dividend Policy

There is no privilege granted in participation in the Bank's profit. Except for the arrangement made under Article 32 "Detection of Net Profit", Article 33 "Allocation and Distribution of Net Profit" and Article 34 "Capital Reserves" in Articles of Association of the Bank, there is no other profit distribution policy disclosed to the public. Within the scope of related legislations, decisions for profit distribution are taken and necessary actions are realized in parallel with this.

7- Transfer of Shares

For the transfer of shares, tenors of the Turkish Trade Code are implemented pursuant to the article 10 with the title "Transfer of Shares" of the Bank's Articles of Association.

SECTION II - PUBLIC DISCLOSURE AND TRANSPARENCY

8- The Company Disclosure Policy

Disclosure Policy of our Bank is updated and published on the website of our Bank both in Turkish and English as is required by the legislations we are subjected to. Within the scope of disclosure policy, it is disclosed to the public by "Financial Reporting and Tax Directorate" within the knowledge and approval of our Bank's Board of Directors and Head Office. The disclosures are reported in Corporate Governance Committee.

The main purpose of the Disclosure Policy is to ensure that required information, other than confidential business information, is disclosed to the public, investors, employees, customers, creditors and other relevant parties in a timely, accurate, complete, understandable, convenient and affordable manner, on equal footing.

All kinds of financial information, explanations and disclosures required in line with the Banking Law and the relevant regulations, Capital Markets Board (CMB) Legislation, Turkish Commercial Code, Borsa Istanbul (BIST) Legislation and other relevant legislation, are provided by also taking into consideration the generally accepted accounting principles and the Corporate Governance Policies of the CMB.

The Disclosure Policy has been established by the Bank's Board of Directors. The Board of Directors has the right and the responsibility to disclose information to the public, and to monitor, supervise, and develop the disclosure policy. Coordination of the disclosure function is the responsibility of the Financial Control and Treasury Executive Vice Presidency and Legal Counsellorship. The officials of the aforesaid departments fulfill these responsibilities in close coordination with the Senior Management.

Quarterly financial information of ING, consolidated and unconsolidated financial statements and footnotes have been prepared and audited in accordance with Regulation on Accounting Applications for Banks and Safeguarding of Documents, Turkish Accounting Standards, Turkish Financial Reporting Standards, relating appendices and interpretations on these as published by the Banking Regulation and Supervision Agency. Moreover, before declaring the financial statements and its footnotes to public, they are approved by Head of BoD, Audit Committee, CEO and Executive Vice President in charge of financial reporting pursuant to relevant regulations and codes. After approval, financial statements and its footnotes, independent audit report, interim activity report are declared to public in electronic environment as a notification in Public Disclosure Platform (KAP) in line with regulations of Capital Markets Board of Turkey (SPK) and Stock Market of Istanbul (BIST). Interim activity report which is announced in every quarter of year, includes market positioning of the Bank, general financial performance and other important issues. The financial statements are published in the website of ING after the declaration to public in Public Disclosure Platform.

Year-end consolidated and unconsolidated financial statements are declared in Official Gazette at the end of April following year without footnotes.

The Bank's Board of Directors has the right and the responsibility to develop and to follow up the implementation of the Disclosure Policy. The effectiveness and reliability of the public disclosure process within the scope of the Disclosure Policy are under the supervision and control of the Bank's Board of Directors. The Bank's Board of Directors has the right to amend the policy. The amendments are disclosed to the public and published on the internet website within one week following the amendment.

The implementation of the Disclosure Policy is under the responsibility of the Bank's Senior Management.

9- The Company Website and Its Content

There are disclosures for the public, especially for our investors under the menus "Relations with Investors" and "Corporate Governance" on the website of our Bank. Our disclosures are provided both in Turkish and English.

ING's Website (www.ing.com.tr) is frequently used for informing the public and for disclosure. The website of the Bank includes the information and data required by the legislations. It is paid attention to keep the website up-to-date.

10- Annual Reports

The Bank's Annual Reports cover the information specified in the Corporate Governance Principles, as well as those that are required to be disclosed as per the applicable legislation. Year-end activity reports provide information about the Bank's position in the market, its overall financial performance and other material subjects.

Annual Report is prepared pursuant to the Regulation of "Principles and Procedures Concerning the Preparation of and Publishing Annual Reports by the Bank " which is published by Banking Regulation and Supervision Agency (BRSA) and approved by BoD and independent audit company. Annual Report is declared to public via our web site (www.ing.com) in duration determined by legal regulations.

SECTION III - STAKEHOLDERS

11- Informing Stakeholders

Stakeholders are informed by our Bank on the issues relating to themselves via general assembly meeting minutes, material circumstances disclosures, press releases, meetings, electronic mail and website. There is a corporate intranet for informing the employees.

12- Participation of the Stakeholders in the Management

The employees are always encouraged to participate in the management and their suggestions for improving the business are taken in consideration and rewarded. Customers of the Bank communicate their requests and complaints via branches, website (www.ing.com.tr) and Customer Contact Center (0850 222 0 600).

Within the internal policy&procedures of the Bank approved by our Bank's Board of Directors includes the definition of how the requests, recommendations and complaints of the employees and third parties should be assessed. It is aimed to encourage the change and improvement as well as increasing motivation by assessing and rewarding them.

For all the recommendations found to be appropriate, a working plan is drawn by the relevant units and necessary system developments are carried out. The bank personnel are regularly informed about the recommendations studied and put in effect.

13- Human Resources Policy

ING Human Resources management focuses on three fundamental aspects so as to support ING's strategies.

The first one of these aspects is extending the highest-level of support to the talent cycle of employees at every stage. The talent cycle is a process that begins with attracting and training the human capital that will carry ING and themselves one step ahead in line with the Orange Code.

In 2020, senior students from Turkey's leading universities showed intense interest in ITP (International Talent Program) designed to train the future leadership of ING.

The second area of focus for ING Human Resources management is to foster the organizational climate so as to boost the happiness, productivity and creativity of the employees. ING has formulated a corporate culture and leadership climate roadmap, which is highly unlikely to be matched in its sector. Under the program in place, the Bank achieved results that reflect positively on its financial results, as well as climate and employee engagement surveys.

Finally, Human Resources authored numerous novelties by virtue of its employee experience in parallel with ING's innovative genetic code, and evolved its working environment into an exemplary one in the sector.

The ING Group constantly monitors its organizational climate and employee engagements through two powerful global surveys: OHI (Organizational Health Index) and WPC (Winning Performance Culture) scan.

OHI is a global survey designed to obtain a clear idea about the organization's health, to measure the ability of the organization to align behind common goals and to succeed in the long term. Focusing on key organizational skills and capabilities such as leadership, innovation and learning, the survey also looks into how the Bank interacts with the customers and the external environment.

The WPC survey measures employees' bond with the organization, their willingness to achieve the targets, the extent at

which they preserve their personal happiness, and the degree at which the working environment supports productivity. Mostly, employees' loyalty to the organization is measured from a relatively emotional standpoint, and the results are used to plan the necessary actions, upon which progress is monitored. In 2020, an "OHI Pulse Survey" was conducted.

Helping identify the improvement areas that play a key role in the execution of ING's "Think Forward" strategy and substantially influencing the performance culture pursued across ING, these surveys assist in determining the next steps for the roadmap.

In order to keep OHI actions under close watch, OHI Pulse Survey was conducted twice in 2020 (in May and November) for improving our organizational health, keeping up the momentum, communications, and quickly responding to employee feedback. The survey focuses on three categories only: "Direction", "Innovation and Learning", and "Leadership".

The Continuous Listening program is a tool that transforms the corporate culture and leadership climate at the Bank into an organization where employees love to work, are happy and proud to be a part of, and at the same time helps employees sustain their success. In order to successfully execute the program at ING, meetings were held with the senior and regional management of each business line throughout 2019; findings from the surveys conducted during the year were evaluated and awareness of the topic was raised.

Aiming to have all its employees say "Glad to be an ING'er" by virtue of its culture and working environment, ING targets to maximize employee engagement and to be the most liked bank in the sector with its sustainable and pioneering initiatives.

Training and Development

ING employees are constantly supported with training programs from their first day at the Bank. Professional and personal development classroom training programs, which are designed to build on the employees' knowledge and skills in their current or future positions, are diversified also with digital education methods, hence providing improved performance.

In addition to classroom programs designed specifically for each business line branch employees are assigned to, other modules enriched with on-the-job training, mentoring and education are also formulated in line with ING's strategies. During 2020, more than 1,000 ING employees attended branch training programs, and the Bank organized 3 days of classroom/online training per person on average. The training modules offered as part of continuous learning, one of ING's key strategies, and digitalization were moved to the digital environment during the pandemic, and employees received a total of 27 hours of training per person on average, breaking down as 16 hours of classroom/online training and 11 hours of e-education.

With the opportunity provided to attend the training programs any time anywhere, offering the existing classroom trainings on the virtual environment and remote post-training retention activities continue to increase the effectiveness of technology-based systems.

Custom-designed Management Development Programs are available for all management levels at the Bank. The "Think Forward Leadership Experience" program, which was launched in 2018 to ensure dissemination of a homogenous leadership culture across all ING countries, began to be offered digitally this year.

The Way of LeadING at ING program is intended to equip the newly promoted or newly onboarded managers with the competencies that will keep them a step ahead as they develop themselves, their teams and business through the modular training program.

Within the scope of ING's data-driven strategy, the one-year Data Science Certification Program continued, which was initiated in 2018 in cooperation with Özyeğin University, one of Turkey's leading universities. A total of 40 employees making up the second and third batch of graduates of the program custom-tailored by the university for ING received their Data Science Certificates in 2020 after completing the intensive training program and their graduation projects developed based on the Bank's needs. The ING'ers who successfully completed the program and have been awarded certificates will have the opportunity to further specialize in their fields by pursuing graduate or post-graduate programs at Özyeğin University. The program received the first prize in the "Best Training and Development" category at the Annual TEGEP Learning and Development Awards.

With the aim of building on our employees' competencies in line with our digitalization strategy, the "Digital Certification Program" was launched in collaboration with Sabancı University. 27 people take part in this 4-month program, which will continue also next year.

TrainING/LeadING Week (training summit weeks), which is being organized for the last three years for ING Head Office employees to promote their self-development and leadership skills, continues to be held as a first in the sector. A total of 1,750 people participated in 78 different training sessions, workshops and quiz shows (for a total of 4,200 participations), which provided employees with the option to make a selection according to their improvement areas.

From amongst young talents seeking a career in the sales field at branches, 16 people completed the 2.5-month long training program as SME Plus Sales Trainees (ST) and 16 others as Commercial Banking STs, and started working at their respective branches.

In order to raise the ING leaders of the future, the ITP (International Talent Program) is held regularly every year. With 12 new graduates who joined the Bank in 2020, the number of ITP employees reached 78. The ITP employees undergo various rotation programs at ING for one year according to their chosen career paths, and go on international rotation (STA-Short Term Assignment) in another ING country. In 2020, 12 ITP employees were given international assignments within this scope.

Performance Management

ING believes that it will contribute to profitability and growth if employees have measurable goals and a shared success culture where they unite and work together to attain these goals.

The Step Up performance process, which is a real-time development and progress process, helps each ING employee to reveal his or her hidden potential through in-depth self-probing, while providing an opportunity to raise their self-awareness and build on their competencies with a feedback culture.

Along this line, the ING performance management system, "Success@ING", is designed to assess all employees under the headings of business objectives, Orange Code behaviors, and targets that transcend objectives and borders. The system uses the results as input for determining employees' career opportunities, talent programs, training plans, wages and benefits.

ING has a documented remuneration policy which is consistent with the scope and structure of its activities, strategies, long-term objectives and risk management structures to prevent excessive risk taking and to contribute to effective risk management. This policy is competitive, fair and consistent in parallel with employees' contributions to ING. The Remuneration Policy sets out the remuneration principles and rules which apply to ING's senior management including the Board of Directors, Chief Executive Officer, the Executive Committee, and Executive Vice Presidents, and to all Bank employees.

The effectiveness of the related policy is reviewed at least once a year by the Compensation Committee, which consists of two non-executive Board members. The Committee evaluates the remuneration policy and its implementation within the framework of risk management principles and submits its recommendations to the Board of Directors annually in a report. During the review, the Board of Directors and the Compensation Committee focus on ING's transparency, performance criteria and measurement, as well as the prevention of excessive risk taking.

The Board of Directors ensures that the remuneration of the Board members, senior management and other relevant personnel (as per the applicable regulations) is consistent with ING's ethical values, internal balances and strategic objectives. The responsibilities assigned to the members of the committee, which is composed of the members of the Board of Directors, are taken into account with respect to their remuneration.

ING's remuneration structure consists of fixed and variable components. In the event that a decision is made by the Board of Directors to pay a bonus, the employee becomes entitled to a variable pay based on performance and within the framework of the criteria determined based on the working period. Criteria related to the job descriptions and distribution of employees and performance-based incentive payments are determined and announced by senior management.

Payments to employees in the internal control, internal audit and risk management units are determined independently of the performance of the units they audit or supervise or control, and the performance of the employee's own function is taken into account in this respect.

The variable pay is linked to performance according to financial and non-financial performance criteria determined by ING. These criteria take into account various parameters such as the return on capital, profitability, efficiency and customer satisfaction ratio.

In evaluating the performance of qualified employees, besides their personal goals, the performance criteria of ING and ING

NV are taken into consideration together, and they may vary depending on the person. The principles of integrity, loyalty and mutual trust are taken as basis in variable payments to employees. In the event of actions or omissions that may result in material/moral damage to ING, loss of reputation or violation of legislation, variable payments to an employee may be withdrawn, postponed or cancelled.

The method of payment of variable pays to qualified employees is determined within the framework of the "Guidelines on Good Compensation Practices in Banks ". At least 40% of the variable pay shall be deferred for a period of not less than 4 years, and at least 50% is paid in non-cash form (shares of ING NV).

Branch employees are entitled to a bonus consistent with their performance against the targets set within the Success Showcase report card by the respective business lines at the beginning of each quarter, and the premium amounts earned are paid to them at the end of each quarter.

Within the framework of the Guidelines on Good Compensation Practices in Banks, members of the senior management and ING staff deemed to be performing a function which has a significant impact on the Bank's risk profile were classified as qualified employees. As at end-2020, a total of 21 qualified employees were working at ING.

The share of performance-based variable payments to all top managers within total personnel expenses was 10.6%.

Career Management

ING has adopted the principle of meeting its needs for experienced human resources primarily from its existing employee body in order to support the development of its existing employees, to help them advance in their careers and to strengthen its corporate culture.

The Bank supports this goal at the highest level by implementing two different career programs that complement each other. The first one is the "Career Steps" program, which has been implemented since 2013 to further invest in the career goals of employees working at branches.

ING is committed to adopting a rigorous approach to the performance of its employees, their strengths and weaknesses, their tendencies and aspirations, and offers them positions in which they will be able to make the most of their capabilities. To this end, the Bank provides guidance to employees to help them organize their future. This program has established a success oriented system to support the development of ING employees by offering them a chance to be transferred to other business lines within the Bank, while also fulfilling ING's needs for human resources internally.

Career Opportunities is another program implemented by ING to provide its employees with suitable career opportunities.

The Career Opportunities program, which was introduced in 2013 mainly to announce career opportunities in the Head Office units, is a process in which the Bank's needs are shared transparently with all employees, and employees are encouraged to put themselves forward as candidates. In 2019 the implementation of the program continued with a broadened content. As of 2019, all positions without exception continued to be announced through this process.

Career opportunities are announced on the ING intranet, which lets benefiting from employees' skills in different areas across the Bank by allowing interdepartmental transfers and through which employees have the opportunity to acquire new talents and abilities thanks to rotation. All vacant positions at the Bank, including but not limited to manager and unit manager positions, are announced on the Career Opportunities website, and everyone is provided equal opportunities under a fair assessment process. In addition, access is provided to different career opportunities where candidates could use their knowledge, skills and competence.

In addition, in order for the employees to acquire new experiences and to identify appropriate opportunities for them, the "Orange Guest" program was launched, where employees can leave their current departments for a certain period of time and work in a different department. This program also enhances communication and synergy between teams, and supports individuals' personal and career development.

Social Benefits

The work for the transformation journey for "ING's Agile Working Model", which was launched in all ING Group countries and which will let ING Turkey to operate in harmony with the global business, have begun for the "Product and Channel Development Teams" by early 2020.

The aim of the agile working model is to be able to more quickly respond to evolving customer needs, go beyond the

conventional banking notion to introduce new service and business models much more quickly, and accelerate innovation.

The aim for product and channel development teams involved in the transformation process is to have them work as teams that are capable of organizing and making decisions within themselves, and of communicating faster and transparently.

The transformation process at the Bank has taken place as at the third quarter of 2020. Approximately 850 employees have switched to the agile working model.

Being the first private bank to offer teleworking and flexible working models to its employees, ING authored yet another first in the sector, and developed four additional working in 2020.

These models include teleworking full-time, teleworking for one week of each month, and compressed work weeks consisting of working three or four days a week. New working models designed based on the approach “You first become yourself and then an ING’er” will be applicable from 1 January 2021. The new flexible working models are described below:

Flexi365: This model is available to all employees at the Head Office in İstanbul and the Operations Center in Kahramanmaraş, to the extent allowed by the nature of their roles and regulations. ING’ers who are deemed eligible depending on their respective business lines or roles will be able to telework five days a week, if they so wish.

Flexi One Week a Month: Available to Head Office employees in İstanbul, this model consists of one week of teleworking and three weeks of in-office presence. Regardless of the working model they belong to, ING’ers will be able to work from wherever they wish in the third week of every month.

Flexi 3 Days a Week and Flexi 4 Days a Week: Under this model that is available to all employees to the extent allowed by the nature of their roles and regulations, eligible employees will be able to work 3 or 4 days a week as they wish.

ING’s innovative human resources practices continue to be backed by initiatives targeted at women. In the HeforShe dinners organized within the scope of the UN’s “HeforShe” campaign, different groups of ING women come together and share ideas on how to improve the work-life balance.

With the inspiration drawn from these conversations and in a bid to support the work-life balance of ING mothers and fathers by giving them more family time, special “Orange Day with my Child” and “I’m Having a Baby” days off were introduced in 2016, following the introduction of special leave for “First Day of School”, which was introduced in 2015.

As part of the “Me and My Child” leave:

- The “First Day of School” and “Report Card Day” leaves allow parents with children between the ages of 3 to 14 to be there for their children on the first and last days of school;
- “Orange Day with my Child” allows mothers and fathers to spend one day with their children, regardless of age, as they wish;
- “I’m Having a Baby” leave allows expectant mothers to take 1 day off for their routine examinations every month until the delivery.

Effective from 2018, employees who have a newborn baby are granted a leave of absence for 6 months fully paid. Fathers who have newborn babies are granted a 10-day leave to be used in 1 year so that they can spend time with their children.

Parents whose children are starting kindergarten are entitled to one full day of leave on the first day of the week the nursery is opened, and a half day off on the remaining days of the week.

Another leave called “Orange Cap” has started to be applied in 2018. Parents whose children graduate from school are entitled to “Orange Cap” leave to be at their graduation ceremony.

Breastfeeding rooms are available at all branches and regional offices, as well as at the Head Office, the İstanbul Operations and Technology Center, Kahramanmaraş Operation and Call Center.

Support for mothers and expectant mothers include a full day off for pregnant employees for their monthly pre-natal check-up and the right to work half an hour less per day, nursing leave, psychological support for those with infants under the age of 12 months, and exemption from night shifts for 3 years in departments which require employees to work the night shift, such as the Customer Solution Centre.

With the scope of "Welcome to ING" implementation, new members of the ING family are entitled to take five days off work in their first year.

Under the "Health First" practice, 10 days of administrative leave is provided for employees if any of their 1st or 2nd degree relatives are in hospital.

Established in Kahramanmaraş in 2015 with the IKON brand with the aim of resolving employees' requests at first contact and facilitating human resources processes, the HR Service Center resolved 7,331 online requests and 16,666 calls within the same day during 2020.

While offering its employees a pleasant working environment with the ING Head Office building refurbished in 2016, digitalized and modernized concept branches, and the Kahramanmaraş Operation Center where a gym was opened, ING also backs its target of becoming a top-choice employer on another hand.

ING rewards employees who make a difference by touching human life and who act as role models with their behavior with the Bank's "Glad to be (iyi Ki)" Awards. Employees who take the time and action to help others succeed in parallel with the Orange Code and who stand out serve to raise increased awareness, which also reflects positively on corporate culture.

14- Ethical Rules and Social Responsibility

ING Group prioritizes environmental sensitivity and human rights in all ING countries and in the business relationships established. In financial decisions and transactions mediated, ING policies created with the awareness of responsibility towards the society must be complied as well as national and international laws and regulations.

Our Environmental and Social Risk Policies created for guiding our activities in the light of our social, ethical and environmental vision has become a dispensable part of credit risk management at ING. In other words, all potential social and environmental side effects (destruction of forests, air pollution, child employment, controversial weapons) of our activities are reviewed in depth.

Our policies are continuously improved and updated through cooperations with our employees, customers, shareholders and organizations specialized in the issues such as human rights, climate changes, etc.

ING Group is one of the 10 international banks having acknowledged Equator principles voluntarily in June 2003 which are agreed upon to be applied in financing all the projects costing 10 million \$ or more, based on environmental and social responsibility policies of International Finance Corporation. In project finance, these standards are taken in consideration for social responsibility and environmental risk management. ING Group, which has also been registered in the FTSE4Good and Dow Jones Sustainability Index for its compliance with global responsibility standards, signed United Nations Global Compact in 2006. ING Group has been carrying out its activities with zero carbon footprint since 2007. ING Group was named the most sustainable bank of the year in 2016 by Sustainalytics, which provides guidance to investors through research. The ING Group targets to cut its carbon emissions in buildings and data centers by 80%, carbon emission resulting from air and other travel by 25% until 2022, and to reduce its energy consumption by 65% by the end of 2030. The Group has also committed to double the financing of sustainable transitions by 2022, which was EUR 14.6 billion in 2017.

ING Group carries out initiatives to create awareness of saving up through financial literacy projects and voluntary training programs focused on saving up. Through these initiatives, the Group has touched the lives of more than 1.5 million children around the world up until today.

ING has adopted to comply with "Banking Ethical Principles" dated 1 November 2001 no 1012 published by Banks Association of Turkey.

Besides these principles, the ethical rules which the employees of ING Group Companies have to comply with are shared with all the employees of ING and its subsidiaries.

Board of Directors' resolution dated 26 December 2014, numbered 48-5 was granted in regard to the Ethical Principles of ING.

ING is a signatory of United Nations (UN) Women's Empowerment Principles. ING regularly measures the women statistics and develops programs to increase the number of the women employees in the bank. In addition, the ING Equals (=ING) platform helped raise awareness of gender equality. Having initiated gender equality communication on 8 March International Women's Day, ING carried on with these initiatives on 23 April National Sovereignty and Children's Day, Mother's Day and 29 October Republic Day. ING further consolidated its role as spokesperson on this issue in Turkey by

becoming the official sponsor of the Turkish Olympic Committee and 8 national women athletes who will be competing for Turkey at Tokyo 2020 Olympic Games which is planned to take place in 2021.

ING is included in the Banking Finance Working Group for Sustainable Banking established by UN Global Compact Turkey. The experiences and accumulation of knowledge in this area both in international and national markets are shared with other participant banks. On 25 September 2017, ING has signed with 7 other banks the “Declaration on Sustainable Finance” which was initiated by UN Global Compact Turkey. In addition to that ING has been one of the 6 banks in Turkey who commits to Responsible Banking Principles developed by United Nations Environment Programme Finance Initiative on 21 November 2019. In this regard, environmental and social risk evaluations were integrated into the loan assessment process for financing investment projects.

As a requirement of its mission as a Savings Bank, ING has been determining saving tendencies, changes and saving potentials of urban population with the Research on Turkey’s Saving Tendencies carried out since October 2011. The results generated in the research have been respected and considered a resource by academicians, journalists and governmental bodies. The research was also granted “Best Communication Research” award in the category of “Communication Research” in International Public Relations Association (IPRA) 2013 Golden Globe Awards. The research won bronze award ranking third among 225 projects in “Communication Program of the Year or Public Relations Campaign” category in “International Stevie Awards” accepted as one of the most prestigious awards of international business world.

Finally, ING has focused on children and the young people who will be the most significant figures on the savings picture of the future, with the aim of meeting its responsibilities towards the society. To create awareness for saving in the future generations of Turkey, ING officially launched “Orange Drop” program in April 2013 aiming at changing consumption and saving behaviors. Within the scope of the program put in effect under auspices of Istanbul Provincial Directorate of National Education, in coordination with Koç University and Financial Literacy Association, 3rd and 4th graders in Elementary Schools have been visited and financial literacy trainings focusing on savings have been provided to 3rd and 4th graders in elementary schools, via their teachers, for 8 weeks. Orange Drops reached 335 schools in 8 provinces, 1,242 teachers and 39,740 students.

Orange Drops has been represented ING in various international and national awards. The project won The Preferred Bank Award among 40 ING Group countries, has also received “Best Corporation” award among 17 corporations in EIFLE-Excellence in Financial Literacy Education Awards, organized for the eighth time by American Financial Literacy Institute. Orange Drops has also been one of the global finalists in Child and Youth Finance International/CYFI Awards. It also holds Golden Compass Award being the “Best Corporate Social Responsibility Project” in education category among 12 projects in 13th Golden Compass Awards. Lastly, it won the “Silver Award” in “The Stevie International Business Awards” within the “Corporate Social Responsibility” category.

ING employees took part in İstanbul Marathon, which was held virtually this year because of the pandemic, and raised funds for the benefit of various NGOs “Orange Hearts” corporate volunteering program initiated by end-2014 with the goal of encouraging ING employees to take part in volunteering initiatives and merging the efforts of employees volunteering in different areas under a single roof were carried out in cooperation with the Association of Private Sector Volunteers and under the motto “Set Your Heart on Volunteering” and included İstanbul, Runatolia Marathons. This year, ING followed up and kept extending support to the organization’s social responsibility projects in order to channel its employees’ expertise in various fields as necessary. ING heartily supported the September Social Responsibility Campaign carried out by the Spastic Children’s Foundation of Turkey - Cerebral Palsy Turkey for the benefit of children with Cerebral Palsy and raised awareness within the organization. Employees of ING raised TL 30.396 for this campaign.

Within the scope of our cooperation with TEMA to contribute to protection of the environment, savings created by the employees reducing the use of paper and our customers switching to e-statements have continued to turn into trees planted in Orange Forest.

ING and its employees participated in the Breath for the Future campaign conducted by the General Directorate of Forestry for reforestation of forests damaged by the fire in Hatay, and built the ING Turkey Memorial Forest with the saplings donated.

In an effort to restrain the negative social effects of the COVID-19 pandemic, ING collaborated with the Community Volunteers (in Turkish: TOG) to create a scholarship fund and donated TL 1.5 million to this fund. Having matched employees’ donations, as well as external donations, ING helped bring the fund to TL 1.7 million. The fund was disbursed to a total of 1,143 students attending primary, secondary, high schools and undergraduate students, whose parents lost their jobs during the pandemic. In addition, ING donated TL 5 million to the National Solidarity Campaign instigated to curb the economic impact of the coronavirus pandemic and to offer additional support to those in need.

In 2020, ING sustained the ING Equal Future Fund scholarship fund that it set up in 2019 in cooperation with the Turkish Education Foundation (in Turkish: TEV) in line with its support to strengthening gender equality and women's equal economic participation. Through this fund, support is being extended to 10 female engineering students. Additionally, ING provides financial and mentorship support for 2 university students in need under the Koc University Anatolian Scholarship Program. Furthermore, ING also provides full scholarship of one student for 5 years within the scope of Ozyegin University Equal Opportunity for Education Scholarship Program. Under the cooperation with İhsan Doğramacı Bilkent University, ING provides scholarship to 2 students for 5 years within the scope of Scholarship for Girls Program. ING covered the school expenses for the 2019-2020 academic year in order to allow one graduate from Darüşşafaka Educational Institutions to study abroad.

Carrying out its activities with the goal of being the best digital entity in Turkey, ING added momentum to its community investments with a new project targeted at teachers. Launched as a collaborative initiative of ING, the Habitat Association and the Middle East Technical University (METU) and with the support of the Health and Social Assistance Fund for Primary School Teachers (in Turkish: İLKSAN), the Digital Teachers Project is designed to familiarize primary and secondary school teachers with the digitalizing world and to equip them with digital literacy skills that will be useful in face-to-face and online teaching. As 1,000 teachers from 10 cities began receiving education in 2020 in its first phase, the project is also intended to engage teachers, and therefore students, in digital transformation, ultimately contributing to the digital transformation process in Turkey.

SECTION IV - BOARD OF DIRECTORS

15- The Structure and Composition of Board of Directors

ING Bank A.Ş. Board of Directors¹

John Thomas Mc Carthy	Chairman
A. Canan Edibođlu	Vice Chairwoman of the Board of Directors
Alper İhsan Gökğöz	CEO and Board Member
M. Semra Kuran	Board Member and Chairwoman of the Audit Committee
Martijn Bastiaan Kamps	Board Member and Audit Committee Member
Sali Salieski	Board Member

There is no executive Board Member other than Alper İhsan Gökğöz who is both CEO and a Natural Board Member.

Since our Bank is not one of the corporations defined in the Corporate Governance Communiqué Serial II No: 17.1 of CMB, it is not subject to the legal liabilities required for independent board members.

Board Members are assigned with other duties outside the Bank. Related banking law and BRSA regulations are complied with in such assignments. In addition, the restrictions on the board members imposed by Article 396 of Turkish Commercial Code are removed with the decision of shareholders in the ordinary general assembly held every year.

16- Principles of Activity of the Board of Directors

Performing the activities with the aim of reaching strategic targets of the Bank in line with our Mission, Vision and Values.

17- Number, Structure and Independency of Committees Established by the Board of Directors

Information about Credit Committee, Audit Committee, Corporate Management Committee and Compensation Committee are as follows:

¹ Adrianus J. A. served as the Deputy Chairman of the Board of Directors until Nov 08/06/2020.

Credit Committee:

Names of Board Members who are members of Credit Committee at the same time:

John T. M.C. Carthy, Chairman (Chairman of the Board of Directors)

A. Canan Ediboğlu, Vice Chairwoman (Vice Chairwoman of the Board of Directors)

Alper İhsan Gökgöz, Member (CEO and Board Member)

Audit Committee:

Names of Board Members who are members of Audit Committee at the same time:

M. Semra Kuran, Chairwoman (Board Member)

Martijn Bastiaan Kamps, Member (Board Member)

Corporate Governance Committee:

Names of Board Members who are members of Corporate Governance Committee at the same time:

A. Canan Ediboğlu, Chairwoman (Vice Chairwoman of the Board of Directors)

John T. Mc Carthy, Member (Chairman of the Board of Directors)

Compensation Committee:

Names of Board Members who are members of Compensation Committee at the same time:

John T. Mc Carthy, Chairman (Chairman of the Board of Directors)

A. Canan Ediboğlu, Member (Vice Chairwoman of the Board of Directors)

18- Internal Control and Risk Management Mechanism**18.1. Internal Audit**

Internal Audit Department (IAD) reports to the Audit Committee; and aims to provide independent and objective assurance and advisory services to the Senior Management for the quality and effectiveness of the internal control, risk management and governance systems and process and information systems practices in the Bank and its subsidiaries. As per the "Regulation on Internal Systems and Internal Capital Adequacy Assessment Process of Banks" and in accordance with "Control Objectives for Information and Related Technologies (COBIT)", auditing activities, including information systems, are being performed with a risk-based approach systematically and based on documentation.

IAD supports the Bank and subsidiaries to accomplish their mission and strategic business objectives through a systematic, documented risk based audit approach to examine, evaluate and improve the effectiveness of (framework of) governance, control, and risk management processes of the Bank and subsidiaries. Moreover, IAD performs controls and investigations on the fraud, cheat or forgery acts committed by the personnel or third parties against the Bank.

IAD carries out its activities; in accordance with the principles of the Bank and IIA's "International Standards for the Professional Practice of Internal Auditing", the IIA's "Core Principles for the Professional Practice of Internal Auditing" and the IIA's "Code of Ethics" as well as other professional standards setting authorities. IAD deploys competent staff that adheres to these Code of Ethics and Standards.

18.2. Financial Risk Management

In addition to periodic regulatory and internal reporting activities, Financial Risk Management cooperates with relevant business lines for the current operations of the Bank and conducts independent analysis. Financial Risk Management acts as a guide in identifying, monitoring, measuring and managing the risks, and takes necessary actions via Board of Directors,

Audit Committee, Asset & Liabilities Committee (ALCO), Local Parameter Committee (LPC), ICAAP Committee, Model Development and Monitoring Committee and Credit Risk and Provisioning Committee.

Financial Risk Management monitors both local and global regulations closely in terms of risk management and plays an important role in raising awareness within the Bank via relevant Committees.

18.2.1. Market Risk Management and Product Control Group

All the necessary assessments are performed to monitor, measure and manage both market and liquidity risks that the Bank may be exposed to. In terms of market risk, the risk profile of the balance sheet and the product mandate are managed within following framework. Within the scope of the compliance of market risk with Basel regulations and other international standards, banking book and trading book have been separated, as well as the risk appetite and various limits were determined by the Board of Directors to measure and monitor the risks arising from these books.

In this context, the ILAAP standards related to liquidity risk were adopted and the liquidity stress test, contingency funding plan, risk control and self-assessment processes, intraday liquidity management, risk appetite limits and Fund Transfer Pricing (FTP) were implemented. In addition to liquidity risk limits determined under both normal and stressed conditions, limits have also been allocated for the banking books against interest rate shocks under interest rate risk framework and FX position limits in terms of foreign currency risk. On the other hand, for the trading books limits, limits in terms of interest rate and foreign currency risks, VaR limits and also sensitivity based limits and position limits are defined. These limits are monitored regularly and limit utilizations are reported to the senior management and Board of Directors. Besides, within the scope of market and liquidity risks, the related products and services are reviewed and the risks are analyzed in details. Moreover, as part of Bank's risk management strategy the risk appetite approved by BoD is regularly reviewed according to the changing economic environment and the Bank's targets. On the other hand, regulatory capital requirement for the market risk is calculated based on Standard Method.

In addition to all these, a comprehensive software project has been implemented in order to measure and monitor asset and liability risks in a way that will allow for more sophisticated analysis, as well as the increasing international legal regulations mentioned above, and enhancements are under progress.

18.2.2. Credit Risk Control Unit

Credit risk is defined as the probability of loss the Bank may be exposed to due to failure of the counterparty of the transaction to realize its liability partially or wholly, not complying with the contract signed with the Bank. Credit risk aims to monitor risk-revenue structure, accordingly qualifications and level of the activities related to credit disbursement, to take them under control, as well as defining, measuring, reporting, monitoring, controlling and aligning them with risk profiles on a consolidated and unconsolidated basis via policies, procedures and limits that may be changed when necessary.

Local and international standards (BRSA, ECB and Basel Committee Standards) and regulations that are modified and updated for closely monitoring and measuring the credit risk of the Bank and for executing the activities reliably are followed up.

Necessary studies and preparations are carried out for taking necessary measures in compliance with the regulations. Risk measurement models and methods used in the Bank are reviewed, analyses are carried out, and reports are generated on a regular basis. Credit principles of the Bank are based on risk security, liquidity and risk-revenue balance. To maintain this balance, new products and services of the Bank related to credits are assessed; the risks to arise from the new product/service are evaluated.

Efforts continue intensively to adapt the changing and developing local and global credit risk management mentality within the Bank, to establish and develop new infrastructures, to support effective risk management with qualitative and quantitative studies. In this context, the main responsibilities of the Credit Risk Control Unit are summarized as below:

- Development of IRB and IFRS 9 PD, LGD, EAD, Macroeconomic Impact and Expected Credit Loss (ECL) models
- Monitoring of IRB and IFRS 9 ECL, PD, LGD, EAD models
- Execution of IFRS 9 Expected Credit Loss calculations

18.2.3. Risk and Capital Integration Department

The ICAAP within the Bank is coordinated, and the necessary work to prepare the report is carried out. Furthermore, sensitivity analyses and enterprise-wide stress tests for the risks the Bank is exposed to are conducted, and necessary work is carried out in order to make sure the level of capital held is proportional to the risks exposed. The Department coordinates capital adequacy and stress studies according to the IRB approach using internal PD-LGD-EAD estimations and it manages Risk Appetite Framework, Country and Concentration Risk Policies.

Changes and updates of national and international standards (BRSA, ECB and Basel Committee Standards etc.) and regulations are followed in order to ensure integration between bank-specific risk types and capital management.

18.2.4. Model Risk Management Department

Model Risk Management Department (MoRM) validates both regulatory and non-regulatory models which are developed and used within ING. The scope of the validation is defined in relevant Validation Policy. The roles and responsibilities of the MoRM are summarized as below:

- Conduct an independent review to ensure that the developed models are reliable, aligned with their intended use, legal regulations and internal regulations,
- To ensure that validation activities are performed in accordance with the validation plan,
- To provide a better understanding of the limitations and potential shortcomings of the model,
- To prepare and update the policy and implementation principles needed in the validation process

18.3. Internal Control Group

Internal Control Group consists of Branch Internal Control department and Head Office and Subsidiaries Internal Control departments. Internal Control Group;

- Controls according to the prepared working guidelines whether all the transactions of the Bank are carried out in compliance with the laws, legislations and all related regulations, Board decisions and directives and instructions from Head Office, within appropriate and determined limits,
- Controls whether balance sheet and statutory reports are in compliance with existing laws, regulations, notifications, circulars and prospectuses,
- Ensures that measures are taken against the risks that may arise,
- Carries out necessary activities for ensuring that the controls on Bank's activities are standardized and realized according to certain rules
- Acts as a consultant about the risks regarding the activity fields and projects to be realized in various units of the Bank, when necessary.

The principle is that before basic internal control activities are realized in a risk-based manner also in the branches to cover the activities of all the units centrally and the risks related to the activities occur, preventive checkpoints should be formed, thereby mitigating and managing the risks. Besides central controls, on-site internal controls are carried out in all the branches of our Bank and transactions are checked. In addition to branch control activities, periodic controls are also carried out for subsidiaries and major Head Office departments/ processes. For the issues in need of urgent measures to be taken, Internal Control is notified urgently. Branch authorities are also informed on the issue. Internal control staff in the branches does not perform any executive activities as those in the Head Office. In realizing internal control activities, related working guidelines are complied with. Working guidelines include the legal regulations, changes in the products and services kept up-to-date to ensure that they are reflected on control activities instantly. In parallel with the changes to occur in the regulations, new checkpoints are added and obsolete ones are removed.

18.4. Operational and IT Risk Management Group

The seven operational risk categories defined in Basel-II Report as of June 2006, have been enriched by ING as "non-financial risk" under the following ten categories; Compliance Risks, Control Risks, Unauthorized Activity Risks, Processing Risks, Employment Practices Risks, Personal and Physical Security Risks, Continuity Risks, Internal and External Fraud Risks and Information Technology Risks.

Operational and IT Risk Management Group's duties are to provide the necessary support for management of these risk categories except Compliance Risk by the business lines and other functions in ING and ING Subsidiaries as well as providing guidance on implementation of ING Policy and Standards, ensuring information flow via various reports, coordinating relevant corporate governance meetings calculating Operational Risk Economic and Regulatory Capital and organizing training programs on operational risk management and related subjects.

Monitoring the operational risk that the Bank is exposed to within the framework of risk appetite, determining risk points and standardizing, measuring, monitoring and reporting on the basis of the Bank for possible processes, setting limits related to operational risks, monitoring them and reporting any breaches, evaluating operational risks and ensuring that all the possible risks have been evaluated for any new product or service in accordance with Regulation on Internal Systems of Banks, advisory on risk assessments for sourcing in the scope of BRSA's Sourcing Regulation, coordinating analysis on operational risk events, monitoring appropriate risk remediation actions are taken by 1st line of defence to ensure incidents exceeding ING's risk appetite do not re-occur, taking responsibilities in SOX and key control testing process are also under the responsibility of Operational and IT Risk Management Group.

18.5. Compliance Risk Management Department

With the broadest definition, compliance risk covers all possible reputation and trust reducing risks that the ING corporate identity can be exposed to. This risk states the deficiencies that may be experienced in compliance with banking laws and other relevant legislation, the ING policies and standards, the ING Ethical Principles and the Orange Code, the banking sector's corporate governance principles and the principles of combating with the laundering of crime incomes and the prevention of terrorism financing and relevant regulations of all activities that the Bank has realized or plans to realize, new transactions and products, employee behaviors, customer identity detection and acceptances, work flows; or the legal or regulatory sanction risk, financial risk or reputation risk that may be incurred due to the cases that may be perceived as such.

In order to protect ING's reputation and to manage Compliance Risks effectively, all employees are required to work in adherence and compliance with these regulations and principles.

The Compliance Risk Management Department (reporting to the Audit Committee) provides advisory services, makes audits, and conducts trainings and awareness activities for increasing the compliance risk awareness of ING and its subsidiaries' employees in line with the ING Compliance Risk Management Framework. In order to effectively manage the Compliance Risks of ING and its subsidiaries, Compliance Risk Management performs risk-based monitoring activities and periodic reportings.

19- The Strategic Goals of the Company

Our vision

Creating long term values for all our stakeholders while offering the most appropriate solutions to our customers to assist them to manage their finance the best way in the future.

Our mission

Becoming the preferred bank for our customers with an understanding of operational excellence and international service quality, and for our employees with our ethical and spiritual values of highest level.

Our values

Everybody needs a bank that is reliable, excellent in services, acting smartly, decisive, sensitive, and accessible. As a bank carrying these values, we will make our customers gain strength. We will introduce a brand new understanding of banking in Turkey.

Vision/Mission/Values of the Bank have been determined and publicized on our website. As is mentioned above, the strategic objectives studied on and presented via managers and various committees participated by them are assessed and resolved in Board of Directors. Annual budget, investment issues and amounts, branching, working policies in various areas, etc. are among the subjects within this scope. Additionally, the issues about reaching or deviating from the objectives or

updating them in accordance with changed conditions are submitted to the Board of Directors in preset intervals.

20- Remuneration of the Board of Directors

In the last Ordinary General Assembly realized by the Shareholders on 26.03.2020; it was deemed appropriate not to pay daily allowance to the Board Members, and to ensure that Board of Directors take decision on determining the compensation to be paid not exceeding maximum net TL 80,000.-monthly according to the job sharing to be made in Board of Directors, in consideration of 6th principle of the Regulations on the Corporate Governance Principles of the Banks released by BRSA.

