

ING BANK A.Ş. - CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT – 2015

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 website.

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 26.03.2015, which was within the fiscal year of 2014. 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 shall be published on the website of the Bank following the General Assembly from now onwards, 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- 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 “Investor Relations and Corporate Governance” and “Statutory Reporting” departments 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.

ING Bank A.Ş. (“Bank”) Disclosure Policy has been created based on the “Communiqué, Serial: VIII, No: 54 on the Principles Governing Public Disclosure of Material Circumstances” issued by 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 Executive Vice Presidency and Relations with Official Institutions and Legislation Executive Vice Presidency . The officials of the aforesaid departments fulfill these responsibilities in close coordination with the Senior Management.

The financial statements prepared quarterly on solo and consolidated basis in accordance with the legislation issued by the Banking Regulation and Supervision Agency (BRSA), footnotes and remarks regarding the relevant financial statements, the independent audit report and the interim report are submitted to the BI within the prescribed legal period and published on the Bank's website and the websites of the BRSA and the Banks Association of Turkey. At year-ends, the financial statements prepared on solo and consolidated basis in accordance with the legislation issued by the Banking Regulation and Supervision Agency (BRSA), footnotes and remarks regarding the relevant financial statements, and the independent audit report are submitted to the BI within the prescribed legal period and published on the Bank's website and the websites of the BRSA and the Banks Association of Turkey. The relevant financial statements are attested and signed by the Chairman of the Bank's Board of Directors, members of the Audit Committee, CEO, Executive Vice President in charge of financial reporting, and Vice President of the relevant unit. The interim reports prepared quarterly provide information on the Bank's market position, general financial performance and other important matters.

The annual report, prepared in accordance with the legislation issued by the BRSA, is submitted to the BI within the prescribed legal period and published on the Bank's website. The relevant financial statements are attested and signed by the Chairman of the Bank's Board of Directors, members of the Audit Committee, CEO, Executive Vice President in charge of financial reporting, and the Vice President of the relevant unit.

The year-end activity report provides information on the Bank's market position, general financial performance and other important matters.

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 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 Bank A.Ş.'s Website (www.ingbank.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

Annual Report include Corporate Governance Compliance Report, therefore Corporate Governance Principles are practiced in the report.

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.ingbank.com.tr) and Customer Contact Center (0850 222 0 600). Procedures Conflict of Information and Interest in the Markets 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 is regularly informed about the recommendations studied and put in effect.

13- Human Resources Policy

Human Resources Management has adopted fair and lean systems that make the employees feel that they are distinguished and that develop and support the employees with a Banking approach empowered by the employees.

ING Bank always desires to continue its activities as a preferred and encouraging employer. Everybody who joins ING Bank is informed of "Orange Code" during the orientation program.. Orange Code includes both ING Values and ING Behaviours.

In line with the budget transformed according to the priorities of Human Resources and shaped according to the Bank's strategies, the recruitments are realized within the limits of norm staff. The job applications are made via web site of the Bank and contracted human resources portals and the vacant positions are announced via these channels. Consultancy firms are also used when necessary. Our Bank cares that new graduates are acquired by our Bank and by the sector. Within this context, new graduates are employed to be trained; recruiting Sales Trainees to be assigned in Retail, SME and Mid-Corporate Banking sales positions and Assistant Internal Controllers, Assistant Auditors and Management Trainees to be assigned in various units in Head Office. Regardless of age, sex and other differences, equal career opportunities are offered to everybody. While forming various teams within ING business lines and feeding the internal culture, we focus on diversity, consciously. Key points in this approach are:

- Influencing best people and reaching the largest talent pool that can be formed, recruiting people with various backgrounds,
- Developing case by case plans for the business line to create different teams,
- Encouraging the students from various backgrounds to do internship in the Bank

- Being an attractive employer for the students who have been educated in diverse areas.

The Practica Camp has been organized for 7 years which is a Young Talents Platform where the university students can express themselves. The event is organized to contribute to recognition and preferableness level of the bank and IITP (ING International Talent Program) recruitments. It is an important organization where young people can reveal their creativity and improve themselves in a fun tournament as well as sharing their point of view with each other.

ING Bank cares developing the performances, weak and strong points, tendencies and desires of the people meticulously and offering them the positions where they can reveal such features in the best possible way.

To this end, ING Bank guides them to construct their future as well as observing them with many tools and methods. Within this context, ING Bank engages and develops Career Path Programs to invest more in professional and personal development and career plans of the employees, support the transitions between the business lines with –concrete and measurable indicators, offer an opportunity environment for the employees, and in order to create resources from internal sources, ING enables and enhances Career Path Program first. ING Bank International Talent Program (IITP) is aimed to train senior managers for the Bank in the long term. Within the scope of the program, new graduates are selected every year in each of ING countries and they are trained in the business line they choose, as part of a program. After a total of 4 year period involving the training programs in Amsterdam, the capital city of the Netherlands where the Head Quarters of ING Group are situated, the young talents go on to their careers by benefiting from the opportunities offered globally.

For ING Bank, international assignments are important due to the experiences offered. These assignments offer the employees the opportunity to benefit from international job opportunities. Short or Long term assignments aim to ensure that right people work at the right place in the right time.

International job policies act as perpetuation of the policies adopted globally by ING Group and in such policies the success of both ING Group and employees are considered and the focus is to satisfy both parties.

ING Bank believes that the employees should have measurable goals and are determined to have a shared success culture by clamping together to attain the goals will contribute to profitability and growth. In this respect, Success@ING and Başarı Vitriini, the performance management systems of ING Bank, have been constructed to evaluate all the personnel under the headings of competencies and business results and to support development of the employees according to the results obtained. The results of the evaluations have been prepared to be used as data in career opportunities, talent programs, training programs, compensation and benefits practices about the employees.

The promotion process in the Bank has been arranged to make an employee who has the necessary qualities for promotion such as high performing behaviors, professional knowledge and skills, sufficient education level and sense of responsibility can be promoted to a higher position within the scope of vacancies in order to make use of the qualified human resources adequately.

The employees of the Bank are supported with trainings continuously, starting at their first day at ING Bank. The career trainings planned for increasing the knowledge and skills of the employees in their current positions or for transition between positions, are diversified with on-the-job trainings and e-learnings, which contributes to performance of the Bank. In addition, with boutique trainings arranged in connection with Bank's strategies and based on the projects, the employees can be

supported to quickly adapt to the processes. It is aimed with the training programs, attained by the employees as part of their career plans, to help the employees improve in technical and personal competencies and become competent in their jobs.

Prioritized working areas have been defined in October 2011 among 22 standards determined within the scope of Top Employer Program started by ING Global. These areas are "Career Management", "Performance Management", "Working Environment/Well-being" and "Orange Code". In 2013 the priorities such as "Performance Management", "Training and Development", "Working in Efficient and Effective Cooperation" have been determined to act together in all the countries within the scope of Top Employer Program. ING Bank Turkey focuses on developing all these priorities determined in 2011 and 2013 for ING Bank Turkey Top Employer projects.

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 FTSE4 Good 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 carries out activities to create awareness on saving with the financial literacy projects and voluntary training programs focused on savings and has been cooperating with UNICEF since 2005. Within the scope of "ING Chances for Children" program, approximately 1 million children have been supported for their education and future up until today.

Our bank has adopted to comply with "Banking Ethical Principles" dated November 1, 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 Bank A.Ş.

Board of Directors' resolution dated 26.12.2014, numbered 48-5 was granted in regard to the Ethical Principles of ING Bank A.Ş.

ING Bank Turkey is included in the study group for Sustainable Banking established by Istanbul Stock Exchange and 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.

As a requirement of our role as a Savings Bank, we have 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. We 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, we have 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 our responsibilities towards our society. To create awareness for saving in the future generations of Turkey, we 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 REC Turkey, 3rd and 4th graders in Elementary Schools have been visited and financial literacy trainings have been provided focusing on savings, via their teachers, for 8 weeks. Up to now, Orange Drops reached 170 schools, 481 teachers and approximately 20 thousand students totally as of the end of 2014-2015 academic year.

Orange Drops has been represented 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.

Additionally, many activities have been realized that would raise fund for UNICEF with volunteer contribution of our employees every year since 2008, under the initiative "Chances for Children" of ING Bank both internationally and in Turkey. The projects carried out by UNICEF in Turkey are supported with the funds raised thanks to voluntary work of our employees, making our children get one step closer to their dreams

ING Bank employees having run in Istanbul Marathon, Runatolia and Bozcaada marathons between 2014 and 2015 raised funds to contribute to the Pre-School Education Center built in Kahramanmaraş in cooperation with UNICEF.

As of the end of 2014, in cooperation with Association of Private Sector Volunteers and sticking to the motto "Give your Heart for the Good of Others", the corporate volunteering program "Orange Hearts" was put in effect to guide the volunteer activities of ING Bank employees and unite the activities of our employees active in various volunteer initiatives under a single roof. Within this scope, Orange Drops trainings are continued. Orange Hearts have supported the program "No Lost Generation" carried out by UNICEF to enable that the Syrian refugee children residing in Turkey under difficult conditions to attain their basic rights and to refresh their hopes about the future in 2015.

Lastly, ING Bank provides financial and mentorship support for the university students in need under the Koc University Anatolian Scholarship Program. ING Bank helps them to continue their professional development and higher education for 5 years through ING Bank Turkey's support.

SECTION IV – BOARD OF DIRECTORS

15- The Structure and Composition of Board of Directors

ING Bank A.Ş. Board of Directors

John Thomas Mc Carthy	(Chairman)
Gerlachus J. M. Jacobs	(Vice Chairman and Executive Member)
Can Erol	(Board Member)
Ayşe Canan Ediboğlu	(Board Member)
Mehmet Sirri Erkan	(Board Member)
Pınar Abay	(CEO and Board Member)

There is no executive Board Member other than Gerlachus J. M. Jacobs who is Vice President and Pınar Abay who is both CEO and a Natural Board Member.

Since our bank is not one of the corporations defined in Article 5 in Communiqué Serial no IV-54 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:

Credit Committee :

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

John T. Mc Carthy,	Chairman	(Chairman)
Gerlachus J. M. Jacobs,	Member	(Vice Chairman and Executive Member)
Pınar Abay,	Member	(CEO and Board Member)
Canan Ediboğlu,	Substitute Member	(Board Member)

Audit Committee :

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

Can Erol,	Member	(Board Member)
M. Sirri Erkan,	Member	(Board Member)

Corporate Governance Committee:

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

John Thomas Mc Carthy (Chairman) - Member

Ayşe Canan Ediboğlu, Member (Board Member) - Member

Compensation Committee:

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

John Thomas Mc Carthy/Chairman of Board of Directors Member - Member

Ayşe Canan Edipoğlu (Board Member) - Member

18- Internal Control and Risk Management Mechanism

18.1. Internal Audit

Internal Audit has carried out activities for ensuring that the activities of the Bank and subsidiaries subject to consolidation are executed in line with the laws and other related legislation, as well as with internal strategies, policies, principles and objectives and ING Group policies and regulations and ensuring that internal control and risk management systems are efficient and sufficient, as an assurance for the Bank's senior management. In line with the Regulations on the Internal Systems and Internal Capital Adequacy Assessment Process of the Bank, Application Controls and General Information System Controls (COBIT) have been defined as controls for information systems and internal audit studies have been completed. Recommendations have been generated in relation to the deficiencies, faults and risks determined as a result of the periodical and risk based internal audit studies realized on all the activities, branches, Head Office units, processes and subsidiaries subject to consolidation of the Bank. The recommendations for ensuring that they do not occur again have been shared with related managers and possible arrangements and precautions have been assessed mutually. Therefore, solutions have been generated for boosting the service quality entering into a dialogue, using common mind in realization of a more efficient control and risk management structure.

18.2. Financial Risk Management

Financial Risk Management cooperates with related business lines of the Bank for the existing activities of the Bank as well as carrying out regular legal and internal reporting activities. The unit acts as a guide in determining, monitoring, measuring and managing the risks, and consequently realizes necessary arrangements via Asset & Liabilities Committee (ALCO) and Audit Committee.

Financial Risk Management monitors the Basel Regulation changes closely and plays an important role in creating awareness within the Bank via Committees.

18.2.1. Market Risk

All the assessments needed for monitoring, measuring and managing market risks the balance sheet is exposed to. Market risk profile of the balance sheet and product mandate determined in parallel with this, are managed broadly within abovementioned framework. For the compliance of market risk with both Basel requirements and other international standards, not only banking book and trading book have been separated, but also the methods for measuring and monitoring the risks arising from such books have been separated via various risk appetite and limits defined by Board of Directors. In this context, various risk appetite and limits against currency risk besides the interest

rate sensitivity based limits against certain interest rate shocks were defined covering also the value at risk measure for the interest rate risk on banking books.

On the other hand, in trading books limits based on sensitivity and position limits have been determined as well as value at risk limits within the scope of currency and interest rate risk. Such limits are followed up regularly and measurement results are shared with the senior management and Board of Directors. On the other hand, legal capital requirement for market risk is calculated in Standard Method.

Due to Basel III, capital and liquidity arrangements published within the scope of legal regulations were reviewed and the coordination was maintained with the relevant departments for the required calculations and governance. On the other hand, presentations and seminars have been delivered to senior and medium-level management of the bank to create awareness within the Bank. In addition, in order to comply with the increasing global regulatory requirements above besides to perform sophisticated risk analysis, a comprehensive software implementation project has been kicked off.

18.2.3.Credit Risk

Credit risk is defined as the loss probability the Bank may be exposed to due to failure to realize the liability partially or wholly of the counter party of the transaction, 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 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 measured in detail, and put under an approval process. In monitoring the risk for the Bank's credit portfolio the changes in rating classes of the segments are monitored closely. In addition to these, in order to comply with the regulations regarding Internal Ratings Based Approach (IRBA) migration project, published by BRSA, a dedicated Project is being run with the relevant stakeholders. Credit Risk Control Unit (CRCU) leads IRB migration project, develops/refine and monitors internal advanced models for credit risk calculations. The CRCU will ensure that the rating systems are well-known and correctly used throughout the organization in all related processes in the day to day activities of the bank . A dedicated Credit Risk Integration Unit (CRIU) designs and implements IRBA based regulatory calculations for common reporting with respect to BRSA national discretions.

18.3.Internal Control Executive Vice Presidency

Internal Control Group consists of Branch Internal Control department and 1 & 2 Head Office and Subsidiaries Internal Control departments, all of which include 42 employees in total both in Head Office and Branches. 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 about 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 do 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. Internal Control Group plays an active role in the control tests realized periodically in compliance with Sarbanes Oxley (SOX) rules within the Bank. Additionally, activity reports prepared periodically by the Bank's subsidiaries are checked by Internal Control Group before submitting them to the Bank's Audit Committee.

18.4.Non-Financial Risk Management Executive Vice Presidency

ING defines Non-Financial Risk (NFR) as "operational risk including compliance, legal, HR and finance risks". NFR also covers reputational risks and boundary issues with strategic/business risks, credit risk and market risks. Compliance Risk Management Department and Operational Risk Management Department report to Executive Vice President Responsible for Non-Financial Risk Management. For an effective management of these risks Non Financial Risk Management Department works together with Head of Legal Department, EVP Responsible for Regulatory Relations and Legislation, EVP Responsible for HR and Communications and EVP For Financial Control and Asset & Liability Management.

18.4.1.Operational Risk Management Department

Basel-II Report of June 2006 had defined seven operational risk categories. ING adds on to those by defining as "non-financial risk" and categorising in 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 Risk Management Department's duties are to support management of these risk categories except Compliance Risk category by the business lines and other functions in ING Bank A.Ş. and ING Bank A.Ş. Subsidiaries and Foreign Branches as well as guiding all on implementation of ING Policy and Standards, ensuring information flow via various reportings, coordinating relevant corporate governance meetings and calculating Operational Risk Economic and Regulatory Capital. Operational Risk Management Department also provides trainings on relevant subjects.

18.4.2. Compliance Risk Management Department

Compliance Risk is defined as the all risks of impairment of ING's integrity. It is the risk of failure (or perceived failure) to comply with applicable laws and regulations, ING Bank Policies and minimum standards, ING Code of Conduct and the ING Values. It's also the risk of engaging in activity that could damage ING Bank's reputation, lead to a legal or regulatory violation and/or result in financial loss.

All ING employees are required to comply with applicable laws and regulations, ING Bank Policies and standards, ING Code of Conduct and the ING Values in order to protect the reputation of ING Bank A.S. and effectively manage the Compliance Risks.

Compliance Risk Management provides advisory service, gives trainings and performs awareness activities to ING Bank A.S. and its subsidiaries and Foreign Branches employees in line with the ING Compliance Risk Management Framework. In order ING Bank A.S. and its subsidiaries and Foreign Branches to effectively manage their Compliance Risks, Compliance Risk Management performs risk-based monitoring activities and periodic reportings.

19- The Strategic Goals of the Company

Our vision

Creating long-running values for all social shareholders while offering the most appropriate solutions to our customers to let them manage their finance future in best way.

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 26.03.2015; 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 35,000.-

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.