



## YAPI VE KREDİ BANKASI A.Ş.

### DISCLOSURE POLICY

#### OBJECTIVE

The purpose of the Disclosure Policy is to share information concerning Yapı ve Kredi Bankası A.Ş.'s (Yapı Kredi) past performance, future expectations, strategies, targets and vision, excluding any trade secrets, customer and Bank secrets, in light of the Group strategy, equally with the relevant authorities, current and potential investors and stakeholders. The policy aims at announcing Yapı Kredi's financial statements in an accurate, fair, timely and detailed manner as per the generally accepted financial reporting principles and Capital Markets Board (CMB) Regulations and providing a constant, efficient and open communication platform through the investor relations and corporate communications departments.

Yapı Kredi applies an active and transparent Disclosure Policy and acts in compliance with CMB, Borsa İstanbul (BIST), The Turkish Commercial Code and The Banking Regulation and Supervision Agency (BRSA) Regulations in matters relating to public disclosure and aims at implementing the most efficient disclosure policy.

#### RESPONSIBILITY

The Board of Directors is responsible for preparing, overseeing and updating the Disclosure Policy. The Disclosure Policy approved by the Board of Directors is disclosed to public on our website and on Public Disclosure Platform (PDP). Any changes to the Disclosure Policy will be adopted by the Board of Directors and made available on our website and on PDP.

#### TOOLS USED IN COMMUNICATING WITH INVESTORS

##### Methods and Tools

Within the framework of CMB and BIST and BRSA Regulations and provisions of the Turkish Commercial Code, Yapı Kredi uses the following methods and tools for informing the public in accordance with its Disclosure Policy:

- Material event disclosures and Corporate General Information Form available on PDP
- Periodic financial statements and annual and interim activity reports available on PDP
- Corporate website ([www.yapikredi.com.tr](http://www.yapikredi.com.tr))
- Informatory documents and presentations prepared for the investors
- Investor meetings



- Prospectuses, circulars, announcements and any other documents that shall be prepared in accordance with CMB Regulations
- Press releases in the printed or visual media
- Announcements and notices that are published in the Turkish Commercial Registry Gazette and daily newspapers

### **Information Documents Prepared For The Investors**

With in Yapı Kredi, investor Relations Department has been established to manage the relations with both current and potential investors and analysts, respond to investor inquiries in the most efficient manner and carry out activities to reach the fair value.

Executive Management of Yapı Kredi and Investor Relations Department meet frequently with intermediary institutions, analysts and investors to promote Yapı Kredi's financial and operational performance; vision, strategy and goals, in the best possible manner.

Investor Relations Department aims to inform investors in the best possible way through investor tools such as presentations, investor bulletins,summary information,website, annual reports, teleconferences, investor meetings, etc. and ensures that all such tools are prepared, published and updated in compliance with the legislation.

Investor Relations officers endeavor to facilitate all meeting requests received during the year, regularly attend conferences organized in Turkey and abroad and hold one-on-one meetings with investors. These meetings are also attended by the General Manager, Deputy General Manager and CFO periodically,enhancing the communication between shareholders and potential investors and our Executive Management. In order to ensure effective financial communication, presentations are prepared on a quarterly basis on the financial results and teleconferences are organized with the attendance of the Investor Relations Coordinator or CFO, Deputy General Manager and CEO to answer the questions received from investors and analysts.

Through the website which is updated regularly aim to facilitate access to investor relations tools and the close monitoring of the developments in Yapı Kredi by the stakeholders and the analysts.

The foremost objective of the Investor Relations Department is to carry out the mutual relationship between the company and stakeholders in the most efficient manner. Within this context, the Investor Relations Department assumes a bridge function between the Executive Management and stakeholders. The Department conveys Yapı Kredi's investment messages to the investors while providing periodic reporting to the Executive Management on the evaluations and feedback received from the stakeholders hereby facilitating a two-way communication.

## **POLICIES PERTAINING TO MATERIAL EVENT DISCLOSURES**

### **Responsibility**

Pursuant Communiqué, material event disclosures are sent to Public Disclosure Platform (PDP) in due time in Turkish and English, by Subsidiaries and Shareholders Relations Department which is under the Compliance and Internal Control Management. Material Event Discourses could be reached through PDP website (www.kap.gov.tr) and the “Material Disclosures” link available on our Bank’s website.

### **List of Individuals with Administrative Responsibility**

The list of those who have administrative responsibility shall contain the members of management of Bank and those who may have directly or indirectly regular access to internal information of the Bank and who are also authorized to make decision which may affect the future development and commercial aims of Yapı Kredi.

Individuals who have regular access to internal information and who, at the same time, are authorized to make administrative decisions are consisting of CEO, Deputy CEO, Assistant General Managers and Members of Board of Directors of Bank’s resident partner in Turkey

### **Procedure to be followed in the case of press**

#### **Tracking Mechanism**

Bank tracks news published about Yapı Kredi and its subsidiaries in important national media through a media tracking agency. Within this context, every morning, the news is distributed to related departments. In addition, news published in subscribed data broadcasting corporations is monitored.

#### **Performing the liability to validate**

In the case of news or rumors about Bank that may potentially affect the investment decisions or the price of the capital market instruments, appearing in press or any other forms of media for the first time or including information different from the already publicly disclosed information, an announcement is made as to whether this information is correct or sufficient.

As a general policy, Bank applies the following principles in performing its liability to validate:

- a. If the news does not have significance in terms of insider information, in principle no announcement is issued. However, Corporate Communications Department evaluates whether there is value added in making an announcement on such a subject, which does not require the issuance of a material event disclosure as per CMB regulations.
- b. If a material event disclosure or any other means of disclosure in accordance with CMB regulations has already been made about the news, no further action is taken.

c. In principle, Yapı Kredi does not comment on news that clearly appear not to be sourced from Yapı Kredi, or that clearly appear to be gossip, rumor and unfounded. However, if deemed necessary, Bank may decide to make a material event disclosure about such unfounded news in order to protect the interest of the shareholders and the company. Apart from the material event disclosure, Corporate Communications Department may issue a press release on such news, if deemed necessary.

d. In case of inaccurate news that may be regarded as material information or that may potentially affect the investment decisions or the price of the capital market instruments, a material event disclosure is made.

e. If the news contain accurate information on material details about the postponed announcements and is company sourced, the grounds for postponing the announcement is no longer valid and a material event disclosure is made.

f. If the news contain inaccurate information about the postponed announcements, then as the confidentiality is still achieved, material event disclosure may not be made. However, if deemed necessary, Bank may decide to make a material event disclosure about such unfounded news in order to protect the interest of the shareholders and the company.

g. The circulation rate and/or publicity of the media are taken into account in evaluating the liability to validate.

### **Measures To Protect Insider Information Until Public Announcement**

Bank employees who are in a position to have insider information and other relevant parties are informed about their liability to ensure confidentiality of insider information between the time when the information subject to a material event disclosure develops until it is announced to public.

As a general principle, Bank and the persons who work in the name and on account of Bank cannot, by any means, share information that is not publicly available and that may qualify for a material event disclosure, with third parties. If it is determined that insider information has unintentionally been shared by these people with third parties, in case it is concluded that the confidentiality of the information cannot be protected within the scope of CMB legislations, a material event disclosure is made.

If public disclosure of such information is postponed, persons with access to the subject information at the time of postponement are informed about their obligations and sanctions applicable thereof. Confidentiality clauses are added to agreements with third parties who have access to the subject information in order to ensure that reasonable precautions to ensure confidentiality are implemented by such persons.

### **POLICY ON PUBLIC DISCLOSURE OF FINANCIAL INFORMATION**

Financial statements are prepared in accordance with Turkish Accounting/Financial Reporting Standards within the scope of BRSA, CMB regulations are audited or reviewed by independent auditors



and disclose in due time by means of sending PDP, and sent to CMB, BRSA, Central Bank of Republic of Turkey (CBRT) and The Bank Association of Turkey (BAT)

Prior to public disclosure, financial statements and footnotes, prepared according to CMB regulations are approved by the Audit Committee and submitted to the Board of Directors for approval. After the Responsibility Statement has been signed, the financial statements, footnotes and the independent auditor's report are disclosed on PDP. Historic financial statements and footnotes are available on Yapı Kredi website.

In addition to the information disclosed on financial statements, in order to allow investors to make sufficient analysis, additional information such as Yapı Kredi's stand-alone net cash position and stand alone credit position can be disclosed on investor presentations prepared for each reporting period. Also, summary financial indicators about the unlisted subsidiaries of Yapı Kredi with material effect on its consolidated financial statements can be provided in the investor kits prepared on a quarterly basis.

## **ANNUAL REPORT**

Prepared in accordance with Banking Regulation and Supervision Agency Legislation, Capital Markets Legislation and Capital Markets Board Corporate Governance Principles and approved by our Bank's Board of Directors, Yapı Kredi annual report primarily contains information about the activities of our Bank and affiliates for the year ended, developments in the banking sector and economy, information about the management and corporate governance practices of our Bank as well as risk management policies and financial highlights.

The annual report is published in the PDP and also disclosed to public and then placed in our Bank's website in Turkish and English. Hardcopy of our Bank's annual report can be requested by shareholders, stakeholders and other interested third parties from Yapı Kredi Investor Relations.

In additionally, interim activity reports which are prepared quarterly are also disclosed by means of sending PDP, presented to investors in our Bank's website in Turkish.

## **WEBSITE**

In accordance with the corporate governance principles, our Bank has websites both in Turkish and in English which are regularly updated.

The Turkish and English websites can be reached through "www.yapikredi.com.tr" and "www.yapikredi.com.tr/en-us" addresses, respectively. The websites contain general information about Yapı Kredi and detailed information about its banking services.

The Turkish and English websites provide detailed information about Yapı Kredi under the "Investor Relations Section". The Turkish investor relations website, which is accessible through "www.yapikredi.com.tr/tr-TR/yatirimci\_iliskileri", provides information to all stakeholders regarding the Bank's history, vision and values, shareholding structure, trade registry details, articles of association, organization, senior management team, list of members of the board of directors and

auditors, committees as well as credit ratings assigned to Yapı Kredi by the credit rating agencies, information about corporate governance and shareholder meetings, proxy vote form, the Bank's periodic financial statements and annual reports, material disclosures, minutes of the shareholder meetings and news and press articles about Yapı Kredi. Information on General Assembly Agenda items are provided in the “General Assembly Briefing Document” and on Company’s website. Supporting documents relating to the information in this document (Annual report, financial statements, profit distribution table, profit distribution policy and supporting documents relating to other agenda items) are presented to the General Assembly.

The English investor relations website is accessible through “www.yapikredi.com.tr/enus/investorrelations”. This site contains detailed information about Yapı Kredi’s shareholding structure, stock performance, corporate profile, organization, senior management, board of directors, credit ratings assigned to Yapı Kredi by credit rating agencies, periodic financial statements prepared in accordance with the standards of the Banking Regulation and Supervision Agency and International Accounting Standards, annual reports, periodic investor presentations, frequently asked questions, announcements about the developments taking place at Yapı Kredi, analyst coverage, a calendar aimed at investors through which the Bank's activities are announced and information about corporate governance including disclosure policies and ethical rules.

#### **EXPLANATION REGARDING THE USE OF SHAREHOLDERS’ RIGHTS:**

In the context of Capital Markets regulations, shareholders are informed on general assembly meetings, share capital increases, dividend payments, mergers and spin-off transactions via circulars and public announcements. These documents, in addition to the media already determined in the related regulations, are also announced in the Company’s website to ease investors’ access to such documents.

#### **FORWARD LOOKING STATEMENTS**

Yapı Kredi discloses Forward Looking Statements in line with the following principles:

- Forward looking statements along with their main underlying assumptions shall be disclosed maximum four times within a year, in principle following the disclosure of quarterly financial statements.
- The disclosure shall be disseminated through investor presentations or quarterly activity reports both of which are published on PDP and on the company web site or by means of a material event disclosure if deemed necessary.
- In case the disclosed expectations change materially, in other words the expectations and assumptions expressed in the forward-looking statements disclosed to the public are not realized or turn out to be impossible to be realized, the revised expectations are disseminated to the public through material event disclosures without any limitation in terms of the number of the disclosure.
- In case material discrepancies arise between the expectations disclosed and the realizations, the reasons of those discrepancies are also explained in the forward looking statements.