

BOARD RESOLUTION**By the Banking Regulation and Supervision Agency:****BANKING REGULATION AND SUPERVISION BOARD RESOLUTION****Number: 1918****Date: July 04, 2006**

As a result of the analysis of the writing and its attachments number BDDK.DZM.2/11/3-358 dated May 24, 2006, sent as attachment of the writings of Board Chairmanship dated May 29, 2006;

As a result of the analysis of the writing and its attachments number BDDK.DZM.1/2-474 dated July 3, 2006 sent as attachment of the writing of Board Chairmanship dated July 3, 2006;

Pursuant to the second paragraph of Article 24 of the Banking Law Nr. 5411, it is decided that the members of board of management to be elected to the supervisory committees to be formed by the board of management to help the board to conduct supervision and surveillance activities shall carry following qualifications.

(1) Board of management members to be elected to the supervision committee by the board of management and not having administrative functions shall;

- a) Including the two years before assignment;
 - 1) Not be one of the board of management members having administrative functions in the bank,
 - 2) Not be personnel of the bank or its partners subject to consolidation, excluding the personnel employed in internal audit, internal control, risk management, financial control and accounting units,

- 3) Not be partner or personnel of the institutions conducting the external audit of the bank or its partners subject to consolidation or shall not be participate to the external audit process,
 - 4) Not be partner of personnel of institutions supplying consultancy or support services to the bank or its partners subject to consolidation or shall not be one of the persons giving these services,
- b) Not be owner of qualified shares in the bank or its partners subject to consolidation,
 - c) Not be spouse or second-degree relatives by blood or by marriage of the main partner or general manager,
 - d) Not held position within the same bank's supervision committee for a period longer than 9 years at intervals or constantly,
 - e) Not accept any payments or any similar incomes under any names from the bank or its partners subject to consolidation, relating to their profitability, excluding the payments made to all the personnel from the profit according to the provision of main contract or board of management resolution,
 - f) Be undergraduate and have experience within the fields of banking or finance for at least ten years,
 - g) His/her spouse and children shall not hold positions of general manager, assistant general manager and any equivalent position in the bank or its partners subject to consolidation and shall carry the qualifications determined within the paragraphs (a) and (b) of the Article 1, excluding the sub-clause (1).
- (2) The qualifications searched for in the election of supervision committee members are valid during their functions. It is obligated that at least one of the members to be elected shall have an education in undergraduate level in the fields of law, economy, finance, banking, business administration, public management or equivalent branches; if he/she has undergraduate from an engineering program, he/she shall have graduated from these fields.
 - (3) In board of managers members to be assigned in supervision committee by banks operating as branches in Turkey and not having any administrative units dependent on him/herself, the qualifications specified in paragraphs (3), (4) of the sub-clause (a) of the Article 1 and sub-clauses (d), (e) and (f) are searched for. Furthermore, spouse and

children of this member shall not hold positions as board of managers member not having any administrative units dependent on themselves or central branch manager, assistant central branch manager, or any equivalent positions; shall not be partner or personnel of the institution conducting the external audit of the bank including two years before the assignment or shall not take place in the external audit process of the bank; shall not be partner or personnel of institutions supplying consultancy or support services including two years before the assignment or shall not be one of the persons supplying these services.

- (4) The expression of board of management members not having any administrative functions and members of board of managers not having any administrative unit dependent on themselves stands for the board of management/managers members not having any units depending on themselves and procuring any direct incomes to them.
- (5) Banks shall make their conditions in accordance with this Resolution until the date of May 01, 2007.
- (6) The provisions of this Resolution enter into force on the date of its publication in the Official Gazette.