

Pillar 3 Annual Report
JSC Ziraat Bank Georgia
As of 31 December 2020

Introduction

This document is based on the requirements of Basel III framework by Basel Committee on Banking Supervision of Basel Bank Supervision Committee’s Pillar 3 Transparency and European Union’s N575/2013 directive, which’s relevant instructions are laid down by the National Bank of Georgia’s Order N92/04 of 22 June 2017 "Regulation on Disclosure requirements for commercial banks within Pillar 3”.

Management’s statement

The Bank's Board of Directors confirms the accuracy of all the data and information outlined in the Pillar 3 report. The statement is prepared by "Zirat Bank Georgia" in full compliance with the internal control process agreed with the Supervisory Board. The present report meets the requirements of "Regulation on Disclosure requirements for commercial banks within Pillar 3” Order N92/04 of the President of the National Bank of Georgia and other rules and regulations established by the NBG.

Additional Information is located in files/addresses below:

<i>Document Name</i>	<i>Address</i>
<i>JSC “Ziraat Bank Georgia “ Audit Report 2020</i>	<i>Financial Statement for 31.12.2020</i>
<i>JSC “Ziraat Bank Turkey“ Annual Report 2020</i>	<i>https://www.ziraatbank.com.tr/tr/yatirimci-iliskileri/finansal-bilgiler/yillik-faaliyet-raporlari</i>
<i>JSC “Ziraat Bank Georgia “ Web address</i>	<i>http://www.ziraatbank.ge/</i>
<i>Education and Experience info. file of Management and Supervisory Board members</i>	<i>ADM-BZB-Administrators</i>

JSC “Ziraat Bank Georgia”

Ziraat Bank, the founder of the Turkish banking sector and the driving force of the country's economy, has been the benchmark and change leader for more than 150 years. Parent bank-Ziraat Bank Turkey was officially established on November 20, 1863 as a modern financial institution to undertake the functions of the Benefit Funds, and the Benefit Funds operating at that time were converted into bank branches and started their operations. The shares that made up the financial resource of the Benefit Funds until then were transferred to the Bank and the shares issued subsequently were allocated to the Bank's capital. The Bank, thanks to its management structure based on well-established solid principles and to its experienced and trained staff, on each stage has succeeded to overcome the difficulties it has faced. Ziraat Bank which has extended its services in order to become the bank of preference by everyone and all segments of population continues to develop its operations in line with the aim to add value to the country. Ziraat Bank is one of the largest and oldest banks in Turkey, 100% of the Bank's capital is owned by the Republic of Turkey. It has reached the status of a leading bank which has achieved giant strides forward with the knowledge it has acquired during century and a half of operations and has created added value for society, gaining acclaim for the quality of its services and products.

Ziraat Bank Tbilisi Branch started its operations in 1998 and has continued operations as subsidiary JSC “Ziraat Bank Georgia” after May 1, 2017. New branches has been opened; Batumi Service Center in 2013, Marneuli Service Center in 2016 , Tsereteli Service Center in 2018 In Tbilisi, Kutaisi Service Center in 2019 and Varketeli and Gldani service centers in 2020 in Tbilisi.

Mission, Vision, Goals

The vision of JSC “Ziraat Bank Georgia” is to be a bank which is reliable and widespread all over the world and in Georgia, to offer the same quality service for everyone and every sector, the bank which sees its customers and human resources as its most valuable assets, the organization that continuously makes a difference and creates value in a way that befits its deep-rooted past and at the same time serves as a model for its competitors. As the mission, JSC “Ziraat Bank Georgia” is aiming to be a bank that understands customer needs and expectations, thereby offering them the best solutions and value recommendations from the most appropriate channel; a bank that brings to every segment of society a wide range of products and services in the fastest, most effective way through its extensive network of branches and alternative distribution channels; a bank that operates with profitability and productivity at global standards by recognizing its ethical values and social responsibility; a bank that holds customer satisfaction to be the most important value.

In respect with the vision and mission of parent bank, the vision of the Bank is to be universal, respected and to have high market value, which will provide reliable services and meet the needs of strategic sectors, to be the Bank that promises more from a bank at every stage and serves as a model for its

competitors. also to recover operating costs, the cost of capital employed and to maintain healthy financial ratios.

Within the risk management strategy in the formation of assets, the Bank will seek to maintain sufficient level of liquidity, balanced structure of assets and liabilities by maturity to currency, to ensure the required level of diversification across industries and customers. First of all the Bank will compete with peers in Georgia, and will strengthen its position and market share on market by offering convenient financial services. It will increase the resource base by attracting funds from new customers and stimulate the growth of funds on accounts of legal and physical persons by offering diverse choice of interest rate and maturity deposits.

The bank will strengthen its positions on Georgian financial market and participate in improving infrastructure, and develop the efficiency of network units.

By combining standard technologies with an individual approach to each client, the Bank is aimed to improve customer services, besides as from the past experience; the subjective approach to each and every customer creates the feeling of stability for each client that causes creation of highly loyal customer base. In terms to develop client base, the goal of the Bank is to attract maximum possible number of clients by securing long-term mutually beneficial cooperation by improving the product range, and aims at building long-term relationships with clients.

Strategy, Strategic targets

In terms to efficiently operate on Georgian market the bank offers a wide range of products and services in order to respond flexibly and effectively to the diverse needs of its clients and to address their specific financial risk. For instance, the loans are tailored to specific financial requirements of its clients, including project, corporate and trade transactions. Therefore, to imply above mentioned targets, the Bank has strategic goals over the next five years, which are mainly focused on asset quality, new product development plans, derivative products, obtaining good credit rating, leveraging capital resources, proper and efficient risk management and of course applying AML and KYC regulations of NBG and international regulators.

For the 5 years period the Bank is planning to achieve a stable and rapid growth, which will be expressed mainly by the credit portfolio and affiliate chain increase, considering the risk associated with the rapid growth and mitigates them.

The Bank’s strategic goals over the next five years will mainly focus on good asset quality, new product development, IT infrastructure development, enhancing the human resources and technical capabilities, adhere the prudent banking practices, improving and strengthening the risk management perspectives.

The Bank will invest in different sectors and industries in terms to avoid the losses caused by industry crashes, therefore the diversified sector sourcing will allow the Bank to gain maximum possible profits with minimum possible losses.

The next strategic target is to develop new products convenient for Georgian financial market. Currently there is small market for different financial instruments available, but by developing the forwards and swap, the Bank will give the possibilities to customers to place their funds, or use diversified products and gain high revenues with low risks. Therefore, by offering different derivative products, the bank is guaranteeing itself to gain important available market share.

In terms to offer diversified products to customers and afterwards keep up with the financial conditions and prepare the reports, which will allow the management to review the quality of operating or financial investments, the Bank needs proper technical base. For this reason, the Bank will continue to invest in development of its IT infrastructure to maintain an effective integrated system in terms to secure the safety of database.

Furthermore, the Bank aims to open service centers in different regions of Georgia in terms to capture high possible market share, by smartly choosing the distributions channels.

Financial Indicators of JSC “Ziraat Bank Georgia”.

Based on Bank’s 2020 audited financial statements, financial data is as follows: The total assets of JSC Ziraat Bank Georgia amounted GEL 131,603,926 in 2019, against GEL 131,634,613 in 2020, which means that bank has stable position of assets in the condition of COVID-19 pandemic situation.. In addition, the bank's net credit portfolio grew by 15% compared to 2019 and totaled 56,908,893GEL in 2020 . It is worth mentioning that loan portfolio volume was increased due to Corporate and SME segments. The quality of portfolio held on Ziraat Bank Georgia’s loan balance sheet had deteriorated, with 9.22% NPL. Which is 6.34% higher than last year’s same ratio, the driver was resulted from Covid-19 world pandemic risk situation.

The Bank's customers Liabilities in 2020 is decreased by 5.2% (67,138,140GEL), compared with 2019 commitments (70,828,559 GEL).

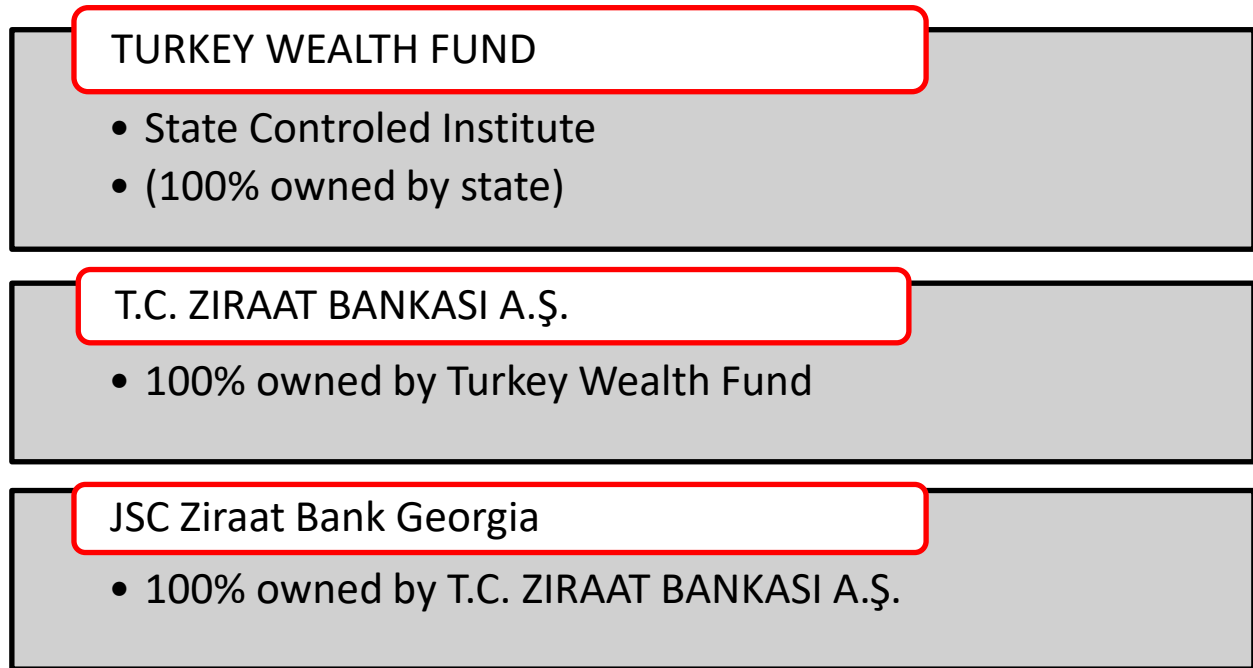
According to the audited financial statements of Ziraat Bank Georgia, net profit was decreased by 34%, from 4,215,229GEL to 2,775,330GEL in 2020, the main drivers of negative change comes from increasing of LLP expense due to Covid-19 pandemic risk and Opex, namely new software development and branches opening related expenses.

Bank's Financial Indicators chart below:

Key Financial Indicators*	2019	2020
Gross Loans/ Total Assets	37.56%	43.23%
Gross Loans/ Client Accounts	69.79%	84.76%
Overdue Loans/ Total Loans	1.14%	1.75%
Liquid /Total Loans	57.90%	50.80%
Return on Assets (ROA)	3.42%	2.11%
Return on Equity (ROE)	7.66%	4.74%
Net Interest Margin	5.23%	4.79%
Total Interest Income /Total Interest Expense	1493.87%	1576.60%
Total regulatory capital ratio (≥ 12.6 %)	51.80%	47.28%
Liquidity Ratio	231.00%	201.46%

**Note: * The financial indicators of the Bank are presented in accordance with the Pillar 3 Rregulation, based on the audited data.*

Structure of the Bank’s Group:



Establisher	Owned share %	Address of Head Office	Field of Activity
T.C. ZIRAAT BANKASI A.Ş.	100%	Doganbey Attaturk Bulvar, N8.Ulus, Arkara	Banking Activity ID: 1148-48/7 Registration date: 12/06/1937

As from September 2017, 100% share owner of JSC Ziraat Bank Republic of Turkey is Turkey Wealth Fund, which is also 100% owned by State of Turkey and is an institute under the control of state. The aim of creation of the Turkey Wealth Fund is the enhancement and development of the value of strategic objects of Turkey and therefore provide attracting of investment resources to Turkish investment market. (<http://turkiyevarlilikfonu.com>).

Establisher	%	Address	Field of Activity	Shareholder	Supervisory Council
Turkey Wealth Fund	100%	Ankara Tel:+90 212 371 2200	Wealth Fund Management	Institute under the state control (state property)	Recep Tayyip ERDOGAN - Chairman Erisah ARICAN-Deputy Chairman of the Supervisory Council Huseyin AYDIN - Member Burak DAGLIOGLU - Member Fuat TOSYALI-Member Mustafa RIFAT HISARCIKLIOGLU - Member Salim ARDA ERMUT – General Director and Member http://turkiyevanlikfonu.com.tr/EN/YonetimKurulu/2/board-of-directors-

Shareholder Meeting of JSC Ziraat Bank Georgia consists of Supervisory Board of JSC Ziraat Bank Republic of Turkey.

Supervisory Council of T.C. ZIRAAT BANKASI A.Ş.

Name, Last Name	Position
Ahmet GENC	Chairman of Supervisory Council
Veysi KAYNAK	Deputy Chairman of the Supervisory Council
Huseyin AYDIN	Supervisory Council Member, General Director of JSC Ziraat Bank Republic of Turkey
Yusuf BILMEZ	Supervisory Council Member
Faruk CELIK	Supervisory Council Member
Feyzi CUTUR	Supervisory Council Member
Serruh KALELI	Supervisory Council Member
Mahmut KACAR	Supervisory Council Member
Mehmet Nihat OMEROGLU	Supervisory Council Member

Information about the members of Supervisory Council of JSC Ziraat Bank Republic of Turkey is published on the following website:

<http://www.ziraat.com.tr/en/OurBank/AboutUs/Pages/BankManagement.aspx>

JSC Ziraat Bank Georgia’s Shareholders Issues

A shareholder of the Bank may:

- Obtain exhaustive and timely information on the place, time and agenda of the General Meeting as well as sufficient information in connection with the issues to be discussed at the Meeting;
- Request explanation from the Executive Officers or the Supervisory Council on each item of the agenda of the General Meeting; also request any additional information that is reasonably necessary to make a decision on the issue. If a request for explanations is given in writing 10 days prior to the General Meeting, it shall be satisfied or discussed as one of the items of the agenda;
- Participate in the work of the General Meeting personally or through his representative, express ideas on the issues of consideration, put questions and put forward proposals;
- Participate in the management of the Bank by taking part in the General Meeting of Shareholders
- Purchase or/and transfer shares; receive dividends on the basis of the decision of the General Meeting of Shareholders;
- Request explanations from the Directors and the Supervisory Council on each item of the agenda of the General Meeting;
- Appeal against the resolution of the General Meeting (within two months upon drawing up the Minutes of the Meeting);
- Get acquainted with the annual, semi-annual and current reports of the Bank as well as with the information on important purchases and the securities beneficially owned by the management body;
- Receive oral and written explanations from the members of the management body on the past, current and future activities of and purchase and transfer of substantial assets by the management bodies of the Bank as well as on any issue within the scope of his interests. Any refusal to provide information or explanation can be given in case when it is prejudicial to the commercial interests of the Bank and the refusal is duly reasoned;
- To file an appeal against a third party on behalf and in favor of the Bank in order to satisfy the Bank’s claim, if the Bank has not implemented its claim. Exercising of this right shall be carried out as set out under the Laws of Entrepreneurs of Georgia.

A holder of five or more percent of the shares of the Bank may also:

- Request special audit of business activities or the entire balance sheet; if the General Meeting dismisses the request, apply to the court with the same request. Audit shall be conducted by

an expert chosen by the shareholder having the respective knowledge and experience. If any violations are uncovered, the expenses related to the special audit shall be borne by the Bank;

- Request, in accordance with the Bank’s interests, the holding of the Extraordinary Meeting. The request shall be substantiated in writing. If the Executive Officers of the Bank do not convene the meeting within twenty days upon such request, the shareholder may apply to the court with the same request;
- Request that an item be included in the agenda of the meeting; in this respect, request the information and report of the Executive Officers and the Supervisory Council;
- Demand from the Management body a copy of transaction made on behalf of the Company and/or information on a transaction to be made on behalf of the Company.
- A shareholder has no right to vote when the decision is related to signing a contract with him or approval of his report.
- If a shareholder believes that his shareholding rights are violated for any reason, he may apply to the Supervisory Council. The Supervisory Council shall take measures to eliminate such violations or give a substantiated response to the shareholder in connection with his application.

In addition to the rights set forth above, the shareholders of the Bank have other rights as vested in them by the applicable laws and the internal regulations of the bank.

Ordinary shareholders exercise their rights (right to vote, right to receive information, right to convene the Extraordinary General Meeting) at the General Meetings.

GENERAL MEETING

- The General Meeting may be regular and extraordinary. Regular meeting is held within 2 months from closing of the annual balance sheet. Decision on convening the Extraordinary Meeting shall be made by the Supervisory Council, of the Bank. The procedures related to convening the Meeting shall be carried out by the Board of Directors. The regular Meeting shall consider annual results (Annual Report, Business Report and proposal on distribution of profits) as well as other possible items of the agenda. The regular Meeting may be convened by the Board of Directors and the Supervisory Council;
- The Extraordinary General Meeting shall be held by request of the majority of the members of the Board of Directors, the majority of the members of the Supervisory Council or any shareholder holding at least 5% of the Charter Capital. The request to convene the Extraordinary General Meeting shall formulate issue(s) of consideration as well as the requester’s way of formulation of the issue, and the written substantiation of the request if the latter is submitted by shareholders;
- The Board of Directors has no right to refuse to convene the Extraordinary Meeting except where the procedures applicable to convening such a meeting are not maintained or shareholders, asking for the Extraordinary Meeting, do not have enough shares to request convening it;
- The General Meeting is convened at the legal address of the Bank or at any place on the territory of Georgia through publishing an announcement in a newspaper or sending an invitation to shareholders 20 days beforehand. The meeting can also be convened by other forms acceptable for the shareholders;

- The invitation shall indicate the agenda of the meeting. Invitations to owners of minimum 1% of the Bank’s shares (in cases and in accordance with the rules stipulated in the legislation of Georgia) and owners of minimum 1% of equity shall be sent by ensured mail;
- The Supervisory Council determines the registered day of the General Meeting, which shall not be earlier than 45 days prior to the date of convening the General Meeting and later than the announcement date of the Meeting. Only those shareholders are authorized to participate in the General Meeting who own shares at the registered day;
- The announcement on convening the General Meeting shall include the following information:
 - The date, time and place of convening the General Meeting;
 - The time at which the registration of shareholders at the Meeting starts;
 - Date of registered day;
 - Indication whether the Meeting is regular or extraordinary;
 - Agenda;
 - Recommendations of the Board of Directors and Supervisory Council for making decision;
 - Description of the procedure by which a shareholder may examine, within 10 days prior to holding the Meeting, his right to participate in the Meeting;
 - Opportunity and procedure for obtaining the materials or documents related to the agenda of the Meeting;
 - Information about candidates if the General Meeting is to elect a member to the Supervisory Council.
- The General Meeting is duly authorized to make decisions if the holders of at least 50% of the voting Share Capital of the Bank are present or represented thereat. If the Meeting is not duly authorized to make decisions, the Chairman shall, within the term provided by law and by the same agenda, convene a new Meeting which shall be authorized to make decisions if the holders of at least 25% of the voting Share Capital of the Bank are present or represented thereat. If the Meeting is still not authorized to make decisions, the Chairman shall, within the term provided by law and by the same agenda, again convene a new Meeting which shall be authorized to make decisions irrespective of the number the present or represented holders of voting Charter Capital of the Bank;
- The General Meeting shall be presided over by the Chairman of the Supervisory Council, or, if the latter fails – by his deputy and if the latter fails too – by one of the directors. In their absence the Chairman of the Meeting is elected by simple majority of votes;
- A shareholder may participate in the work of the General Meeting by his identification document and the Share Register presented at the Meeting. A shareholder may be represented by a written proxy;
- The mandates and documents and evidencing the right to attend the Meeting shall be kept by the Bank within at least two months upon drawing up the Minutes of the Meeting (and if the Minutes of the Meeting are appealed against – until the final resolution of the dispute);
- The minutes on the progress and decisions of the General Meeting shall be drawn up in Georgian and/or English and/or Turkish languages and shall be signed by the Chairman of the Meeting.

The General Meeting is authorized to:

- Amend the Charter, increase or decrease Share Capital and decide on winding up;
- Make a decision on merger, demerger or reorganization;

- Annul fully or in part the shareholders' pre-emption right to purchase shares in case of increase of the Share Capital also during emission of shares convertible into securities;
- Accept or dismiss the proposal of the Supervisory Council and the Board of Directors) on utilization of profit or when these bodies fail to come up with an agreed proposal – make a decision on utilization of net profit;
- Elect Members of the Supervisory Council or remove them therefrom at any time prior to the end of their term of authority;
- Approve the report of the Supervisory Council and of the Board of Directors;
- Make a decision on remuneration to the members of the Supervisory Council;
- Elect an auditor and;
- Make decisions on participation in judicial proceedings against the Supervisory Council and Board of Directors, and appoint a representative for these proceedings;
- Make decisions on the contracts related to acquisition, alienation or exchange of the assets of the Bank (or such related contracts) the value of which exceeds 50% of the balance value of the assets of the Bank with the exception of those transactions which are implemented in the ordinary course of business;
- Make decisions in respect of other cases provided by the laws of Georgia and/or by this charter;
 - The General Meeting may also consider any other issue that is important for the Bank.
 - Making decisions at the General Meeting requires the consent of more than 50% of the attending shareholders having the voting rights, except the decisions set out in Subparagraphs “a”, “b” and “c” of Article 6.12 hereof the passing of which requires the consent of more than 75% of the attending shareholders having the voting rights;
 - Holding of the General Meeting shall not be necessary if one Shareholder holding more than 75% of the Bank’s shares adopts the decision with regard to the issues to be considered. The Decision shall be identical to the minutes of the General Meeting and shall be deemed as the decision of the General Meeting of Shareholders. Decision shall be rendered by such body of the majority shareholder which is authorized to render such decisions under the applicable law and constitutional documents of the majority shareholder. Decision shall be sent to the rest of the Shareholders (if any).

The agenda of General Meeting for 2020:

- To approve the Bank's financial statements;
- To review and approve the annual report 2019;
- To evaluate the performance of the Supervisory Council members;
- To discuss the report prepared by an independent external auditor;
- To make a decision on transferring the profit of the previous years;
- Election of members of the Supervisory Council;
- Determining the remuneration of the members of the Supervisory Council;

Corporate Governance

Management Organs of the bank are: General Meeting of Shareholders of the Bank (“General Meeting”), Supervisory Council and Board of Directors.

Supervisory Council

Members of Supervisory Council of JSC Ziraat Bank Georgia are:

Name, Last Name	Position
Altan GULER	Chairman of Supervisory Council
Recep TURK	Deputy Chairman of Supervisory Council
Okan BASKURT	Supervisory Council Member
DIMITRI JAPARIDZE	Supervisory Council Member
Ketevan TKAVADZE	Supervisory Council Member

- The Supervisory Council oversees the activity of the Bank. It consists of at least three but not more than twenty-one members so that the number of the members must always be odd;
- Each member of the Supervisory Council is elected by the General Meeting for the term of four years but the authority may extend after expiration of this term until the regular General Meeting is held. They can be re-elected without limitation or may be removed there from at any time prior to the end of their term of authority;
- When the established number of the members of the Supervisory Council are elected, the General Meeting shall be furnished with the following information:
 - Identities of the shareholders who nominates the given candidate;
 - Biographical information of the candidate;
 - Relation of the candidate with the Bank and its large customers;
 - Any other information that may affect the candidate’s fulfillment of his duties.
- Each member of the Supervisory Council may resign at any time. He/she may be re-elected by the General Meeting at any time. If a member of the Supervisory Council resigns from the Supervisory Council or is removed by the General Meeting before expiration of the election term, additional elections shall be held within no later than six months after the resign/removal of the member. The authority of the new member shall be valid until the expiration of the authority of the withdrawn member. Before electing a new member of Supervisory Council, the quorum for making a decision shall be calculated according to the number of the remaining members.
- The Supervisory Council shall elect the Chairman and Deputy Chairman of the Supervisory Council among its members;
- The meetings of the Supervisory Council are convened and the agenda of such meetings are determined by the Chairman of the Supervisory Council. The meeting of the Supervisory Council may also be convened by request of a member of the Supervisory Council, the Director or a 5% holder of the Share Capital of the Bank. The meeting of the Supervisory Council shall be convened in writing at least 8 days beforehand by indicating a proposed agenda and may be held both in Georgia or outside, as prior provided by respective agenda;
- The meetings of the Supervisory Council shall be convened at least on a quarterly basis;

- The meetings of the Supervisory Council shall be conducted in Georgian and/or Turkish and/or English languages. The Supervisory Council shall be duly authorized to make decisions if at least half of the members of the Supervisory Council are present or represented thereat. If the Meeting is not authorized to make decisions, the Chairman (and during his absence, the Deputy Chairman) may convene, within at least eight days, a new meeting that shall be authorized to make decisions if at least 25% of its members are present thereat. If the Supervisory Council still does not have a decision-making authority, the Supervisory Council's authority is terminated and the Chairman shall convene the General Meeting;
- Minutes on the decisions of the meeting of the Supervisory Council shall be drawn up in Georgian and/or Turkish and/or English languages and shall be signed by the Chairman of the Meeting

The objectives and competence of the Supervisory Council shall be as follows:

- Control over the activity of the Board of Directors;
- At any time request from the Board of Directors the Bank's performance report;
- Control over and examine the financial documents of the Bank as well as the material objects of the Bank including the state of the Bank's securities and commodities, and assign its certain members or specific experts to do so;
- Convene the Meeting of Shareholders if so required by the needs of the Bank;
- Examine annual reports, proposal on utilization of profit and information on the Bank's standing and report the General Meeting thereon; The Supervisory Council shall indicate in the notice as to how and to what extent it has examined the Management of the Bank over the last business year, which particular part of the annual report or performance report it has examined and whether these examinations resulted in substantial changes in the final results;
- Appoint and at any time discharge the members of the Board of Directors, and sign and terminate contracts with them; appoint and at any time discharge the members of audit committee.
- Approve, the Bank's structure and Regulations in the cases envisaged by this Charter and/or law;
- In performing contracts with the members of the Board of Directors represent the Bank, and by resolution of the General Meeting sue members of the Board of Directors on behalf of the Bank.
- If the case involves the responsibility of any of Supervisory Council member, the Supervisory Council may sue its members without the resolution of the General Meeting of the Shareholders.

Listed below are the activities that may be performed only by decision of the Supervisory Council:

- Purchase or alienation of over 50% of the shares of a company;
- Establishment and liquidation of branches;
- Approving the annual budget and undertaking long-term obligations;
- Make a decision on purchase, disposal or exchange (or any such interrelated transactions) of the Company's property the value of which is 10% of the balance value of the Company's property, if not otherwise provided for in the Charter. This shall not be extended to activities within ordinary course of business of the Company.

- Obtaining loans and credits exceeding the limits set by the Supervisory Council if any;
- Security of loans and credits if they do not belong to ordinary business activity. Such security in relation to the members of the Supervisory Council and the directors is not permitted;
- Engaging in a new or terminating the current type of bank activity;
- Determining the general principles of the business policy;
- Determining the principles for participation of the managerial staff into profit and other similar relations and payment of pensions thereto and submit them to the General meeting;
- Appointing and dismissing trade representative (procurist);
- Making a decision on permitting the sale of the Bank’s shares and other security at the Stock Exchange if doing so incurs material additional costs to the Bank provided by law;
- Determining and approving the internal policy and procedure for credit, investment, currency, assets and liabilities management, assets evaluation and classification, and for formation of the reserve against possible loss of assets;
- Repurchasing the shares issued by the Bank in cases provided by law.
- Defining and approving minimum and maximum interest rates to be applied by the bank to credit resources and deposits;
- ✓ In addition, the Supervisory Council makes decisions in the cases provided by law, the sub-legislative acts of the National Bank of Georgia and the internal regulations of the Bank.
- ✓ The members of the Supervisory Council shall in good faith and with due diligence fulfill their duties. In particular, they shall care about the Bank and its stability in the same way as an ordinary reasonable person in similar capacity and under similar conditions would act with the belief that this action of theirs is the most beneficial for the Bank.

The members of the Supervisory Council shall:

- Regularly attend the meetings of the Supervisory Council and take an active part in discussing issues thereat;
- If the case so requires, request that an item be added to the agenda and the meeting of the Supervisory Council be convened;
- Not disclose the confidential information that they obtained during fulfilling their official duties;
- Timely provide the shareholders with correct and exhaustive information on the activity and financial standing of the Bank;
- Not use for personal gain the assets of the Bank or the information that they obtained during fulfilling their official duties;
- Refrain from taking part in such contracts they may bring their interests in conflict with those of the Bank (conflict of interests);
- In any case of conflict of interests, inform the Board of Directors and the members of the Supervisory Council in respect thereof and refrain from voting during making the respective decision.
- The supervisory council or the member thereof shall not be entitled to delegate their rights to the others without the consent of the General Meeting.
- The member of the Supervisory Council may at the same time serve as a Director or in any responsible executive capacity of the Bank. The member of the Board of Directors may not hold majority of the seats in the Supervisory Council.

Independence of the members and arguments for accepting each independent member as independent

Members of Supervisory Council fully comply with the criteria for appropriate administrator. Appendix N1. Administrators -Information about the education and work experience of members of council. Members of Supervisory Council have the same level of education, among the members there is a majority vote principle and there is no risk of a dominant member.

Arising from the rights of the council, council members are actively involved in the functioning of the bank. Regular meeting are held 4 times a year and out of necessity, bank also arranges irregular meetings. In 2020, 14 council meetings were held. The topics discussed during 2020 council meetings were related to issue under the competence of supervisory council.

Agenda of the Supervisory Board meetings for 2020

- Appointment of employees;
- Discussion and approval of above the limits amount loans;
- Assigning the positions for certain employees
- Defining the issues for the agenda of the ordinary shareholder’s general meeting;
- Presentation of 2019 annual report, balance sheet, profit/loss statements and decision of the distribution of capital on the General Meeting of the Shareholder;
- Determining the composition of the Supervisory Council ;
- Appointment of members of the audit committee;
- Appointment of risk committee members;
- Appointment of a new General Director
- Determining the amount of loan and bank guarantee limit;
- Approval of the 2021 budget

BOARD OF DIRECTORS

Name, Last Name	Position
Omer AYDIN	General Director
Haluk CENGİZ	Deputy General Director
Mert KOZACIOĞLU	Director

- The Board of Directors shall manage and represent the Bank. The Board of Directors shall be responsible for managing the Bank and performing its functions.
- The Board of Directors consists of at least three directors appointed by the Supervisory Council for the term of up to 4 years the after expiration of this term, the authority of the Directors shall be extended until the new Directors are appointed by the Supervisory Council. The Directors may be reappointed for the next term without limitation and removed by the Supervisory Council at any time prior to the end of term of their authority.
- The Board of Directors shall be presided over by the Chief Executive Officer (the “CEO”) appointed by the Supervisory Council.
- The Board of Directors shall be accountable before the Supervisory Council of the Bank.
- The competence of the Board of Directors includes making a decision on all the issues which, by law and this Charter, do not fall within the scope of competence of the General Meeting and the Supervisory Council. The Board of Directors discusses and makes a preliminary decision on all the issues which, by law and this Charter, require the consent of the Supervisory Council.
- The Chief Executive Officer (in his absence - Deputy Chief Executive Officer) manages the Bank at his sole discretion, controls the Executive Officers and represents it in relation with the third persons. The members of the Board of Directors (the Deputy Chief Executive Officer and Directors) manage the structural units under their subordination (Departments). They are responsible for their orderly performance and implementation of the policy determined in accordance with the Bank’s strategy.
- Deputy Chief Executive Officer and Directors manages the units and their activities under his subordination in accordance with the Charter and the Regulations and represents the Bank in relation with the third persons in this area.
- Only those members of the Board of Directors may represent the Bank in relation with the third persons who are so registered in the Entrepreneurial Register, unless such members delegate their powers in accordance with applicable laws of Georgia. The Directors shall jointly, as well as separately, represent the Bank.
- The meetings of the Board of Directors are convened, decisions made and the management of the Bank carried out in accordance with the laws of Georgia, the Charter, Regulations and other regulatory acts of the Bank. Meeting of the Board of Directors may be held both in Georgia or outside, as prior provided by respective agenda.
- The meetings of the Board of Directors shall be held as necessary but at least on a monthly basis and be conducted in Georgian and/or Turkish and/or English languages. The meeting shall be convened by the Chief Executive Officer or on the initiative of one of its members.
- The Chief Executive Officer shall draw up the agenda of the meeting, prepare the necessary materials and preside over the meetings. The members of the Board of Directors may raise a question before the Chief Executive Officer on entering an item to the agenda.
- The meeting shall be authorized to make decisions if more than half of the members of the Board of Directors are present thereat. Decisions are made by a majority of votes present at the meeting. In case of a draw, the Chief Executive Officer (in his absence - Deputy Chief Executive Officer) shall have a casting vote.
- Minutes shall be drawn up both in Georgian and/or Turkish and/or English languages at the meeting of the Board of Directors and signed by the Chairman of the Meeting.
- The Deputy Chief Executive Officer and the Directors are accountable before the Chief Executive Officer and the Supervisory Council. The Chief Executive Officer is accountable before the Supervisory Council.

- The Chief Executive Officer, the Deputy Chief Executive Officer and/or the Directors shall notify the Supervisory Council on all the circumstances that may substantially affect the state of the Bank.
- The Chief Executive Officer, the Deputy Chief Executive Officer and/or the Directors shall in good faith and with due diligence run the activities of the Bank, namely care in the same way as an ordinary reasonable person in similar capacity and under similar conditions would act with the belief that this action of theirs is the most beneficial for the Bank.

The members of the Board of Directors shall:

- Regularly attend the meetings of the Board of Directors and take an active part in discussing issues thereat;
- If the case so requires, request that an item be added to the agenda and the meeting of the Board of Directors be convened;
- Not disclose the confidential information that they obtained during fulfilling their duties;
- Not exploit the assets of the Bank or the information that they obtained during fulfilling their duties;
- Refrain from taking part in such contracts they may bring their interests in conflict with those of the Bank (conflict of interests);
- In any case of conflict of interests, inform the Board of Directors and the members of the Supervisory Council in respect thereof and refrain from voting during making the respective decision;
- Forthwith provide a member of the Supervisory Council with information requested by the latter;
- Fulfill other duties as provided by law, the Charter and internal regulatory acts of the Bank as well as the decisions of the General Meeting and the Supervisory Council of the Bank.

Directorate Council consists of:

1. General Director
2. Deputy General Director, responsible for functioning of the reserve and operations departments
3. Director, responsible for functioning of the marketing and credit departments

Remuneration Policy

The quantitative data related to the remuneration practice is given in annual Pillar 3 reports. As for the qualitative information, the material risk takers whose compensation is given in Pillar 3 report, for ending 2020 years are as follows: Supervisory board members: Altan GULER (Supervisory Council Member), Recep TURK (Deputy Chairman of the Supervisory Council) and Okan BASKURT (Supervisory Council Member). Directors: Omer AYDIN (General Director), Haluk CENGIZ (Deputy General director), Mert KOZACIOGLU (Director).

At this stage, the Bank does not apply criteria on which the entitlement to shares, options or variable components of remuneration is based, has no remuneration committee, and has no individuals being remunerated GEL 1 million or more per financial year. The remuneration policy for directors is defined by the Parent Bank's Human Resources Department, for the members of the Supervisory Board - by shareholders' committee.

Committees

Bank has committees, which are under the supervisory council and general director.

Credit Committee

Credit Committee Rights and Responsibilities (Competence and Aims)

- Credit Committee fulfills the functions defined by the “Law of Georgia on Activities of Commercial Banks” and regulations issued by the Central Bank of Georgia.
- Credit committee is liable to issue a credit in the frames of rights granted by the supervisory council
- Credit committee is responsible to fulfill all the orders from the supervisory council regarding the loans.

Members of Credit Committee and the rules for conducting a committee meeting

- Committee should consist of minimum three members. Defining the members of the committee, their selection and removal is the competence of the supervisory council. In any case of the ending of the labor contract with the bank, the member of the committee is automatically removed from the committee.
- The decisions in the credit committee are made unanimously. In the case of the difficulty reaching a unanimous decision, the application is being reviewed by the supervisory organ. The meeting of the committee is chaired by the general director.
- Managers of structural unit are invited to the committee meetings. The decisions, according to the Civil Code of Georgia are made in the form of minutes.
- The secretary procedures of the meeting of committee are performed by the secretariat of the directorate.

Audit Committee

- The Committee is a permanent collegial body and is fully accountable to the Supervisory Board.
- The mandate of the Committee shall be determined in accordance with the requirements of the National Bank of Georgia, approved by the Order 215/04 on September 26, 2018 named “Corporate Governance Code of Commercial Banks“.

The Audit Committee is a significant element of the Bank's corporate governance system. The Audit Committee supervises the activities of the Internal Audit Department, develops appropriate recommendations for this service and protects the interests of shareholders in terms of the reliability of financial statements. The Audit Committee is responsible for monitoring compliance with the Bank's risk management policies and procedures, and for reviewing the adequacy of the risk management framework in relation to the risks faced by the Bank.

Members of the Audit Committee and the Rules of Procedure of the Committee Meeting

- The committee is composed of at least 3 (three) members, majority of whom are independent members of the Supervisory Board;
- The Chairman of the Committee is an independent member of the Supervisory Board and at the same time is not the Chairman of the Supervisory Board and / or other Committee.
- An audit committee meeting is held as needed, but not less than once a quarter. At least two members shall attend the meeting of the Audit Committee. The decision of the Audit Committee shall be taken by a majority of votes, and in the presence of two members unanimously.
- An extraordinary meeting of the Committee may be held at the request of the Supervisory Board or any member of the Audit Committee or the Board of Directors.

Audit Committee set up with the Supervisory Board in addition to other functions:

- Monitors and actively cooperates with the Internal Audit Department of the bank, determines the forms and methods of conducting internal audit;
- Ensures the adequacy of the functions of the Internal Audit Department and its independence;
- Reviews and approves the scale and frequency of internal audit;
- Approves and periodically reviews the regulations of the Internal Audit Department and the job description of employees;
- The Audit Committee performs the duties defined by the current legislation and the Bank's regulation;
- Reviews and approves quarterly reports prepared by the Internal Audit Department, submits recommendations to the Supervisory Board if necessary.

Risk Management and Information Technologies Committee

- Risk Management and Information Technologies Committee fulfills the functions defined by "Law of Georgia on Activities of Commercial Banks" and regulations issued by the Central Bank of Georgia.
- Committee is responsible to the supervisory council on the issues related to risks arising during bank's work

- Committee defines the policy of risk management of the bank and accordingly prepare the plan.
- Committee ensures the necessary measures regarding the factors that negatively affect the capital adequacy of the bank and the risk profile.
- Ensures the compliance of information technology to work strategy.

Risk Management and Information Technologies Committee Members and the rules for conducting a committee meeting

- Committee consists of minimum five independent members. The number of the members is defined and the selection made by the supervisory council
- Meetings of the committee are held minimum once in every four months with the presence majority. Irregular meeting of the committee can be held on the demand of the supervisory council, audit committee, or the directorate council. The meeting is chaired by general director. The decisions are made by the absolute majority of the attendees. In case of the equal distribution of votes general director has the decision-making power.
- Secretarial procedures for the committee meeting are held by the corporate secretary.

Risk Management Committee set up with the Supervisory Board

- The Committee is a permanent collegial body and is fully accountable to the Supervisory Board.
- The mandate of the Committee shall be determined in accordance with the requirements of the National Bank of Georgia, approved by the Order of the Corporate Governance Code of Commercial Banks, approved by Order 215/04 of September 26, 2018.
- The Committee is composed of at least 3 (three) members, most of whom are independent members of the Supervisory Board.
- The Chairman of the Committee is an independent member of the Supervisory Board and at the same time is not the Chairman of the Supervisory Board and / or other Committee.
- Risk Committee with the Supervisory Board, in addition to other functions:
 - Discusses risk strategies in terms of both aggregated and individual risk and analyzes their possible impact on the bank's risk appetite
 - Monitors the implementation of approaches and limits set by the Bank's Risk Appetite Policy
 - Collaborates and supervises the activities of the Risk Director to ensure the effectiveness and proportionality of the bank's risk management system with the nature, scale and complexity of the bank's risks.
 - Evaluates the risks arising from the Bank's business model and, in cooperation with various structural units, develops recommendations to ensure the mitigation of these risks.
 - Ensures effective communication and coordination with the Audit Committee, which includes the exchange of information, identification of all types of significant risks, in order to discuss appropriate adjustments in the Bank's risk management framework.

Committee of Assets and Liabilities

Rights and responsibilities of the Committee of Assets and Liabilities

- Prepares the policy for managing Assets and Liabilities of the bank according to the existing legislation and the bank’s financial objectives.
- In the frames of policy and objectives of the bank manages the liquidity and market risks of the bank, manages financial assets, providing minimal risks and maximum profit.
- Oversees economic developments, existing financial policy, decrees and orders passed by regulatory organs, events and developments in financial sector. Evaluates the possible effect of the events and occurrences in the banking sector and the bank in particular, follows the bank ratings.
- In case of the necessity or review of the budget based on the events and occurrences in the market, redefines objectives for the bank, in the frames of the strategic objectives proposes recommendations to the supervisory council.
- Ensures the compliance of the liquidity and exchange operations to the legislation and internal regulations of the bank.

The rules for conducting the committee meeting

- Committee consists of minimum three independent members. The number of the members is defined and the selection made by the supervisory council. The members are selected among the supervisory council members and the heads of departments.
- In case of three members in the committee, the meetings are held with the presence of absolute majority. If the committee consists of more than three members, more than half members are enough for the meeting to be held, and the decision is made by the majority. The meeting is chaired by general director, in case of equal distribution of the votes, general director has the decision-making power.
- Committee meetings are held minimum once a month, irregular meeting can be called on the demand of one of the members of the committee, supervisory council, audit committee, and shareholder committee. Other heads of departments can be called for the meeting. Decisions according to the civil code of Georgia are recorded in the form of minutes.
- Departments of Budget, Accounting and Fund Management fulfills secretarial procedures for the Assets and Liabilities Committee.

Internal Audit Service

Risk management processes throughout the Bank are audited by the internal audit function, which examines, by undertaking regular and ad-hoc reviews, both the adequacy of the procedures and the Bank’s compliance with the procedures. Internal Audit discusses the results of all assessments with the Management Board, and reports its findings and recommendations to the Audit Committee.

Internal Audit Service is a structural unit of the Bank, which is under the subordination of the Audit Committee of the Supervisory Board, which, in its turn, shall ensure integrity and independence of the Service from the Directorate.

The scope and competence of the Internal Audit Service shall include all structural units and processes of the Bank, with the exception of the IT department, and is based on the identified risk level, applicable legislation, norms and standards. An audit inspection aims to specify each object and issue within the structural unit of the Bank to be inspected, the analysis of which shall be further reflected in the report.

Risk Management

Risk Strategy

The risk strategy of JSC "Ziraat Bank Georgia" derives from the Bank's business strategy, which includes the period by the end of 2021 and determines the growth rate of the Bank, desired financial results, priority lending areas, the Bank's internal structure and design. The Bank's business strategy is enhanced by appropriate internal policies and procedures.

For the aforementioned period, the Bank is planning to achieve a stable and rapid growth, which will be mainly expressed by the credit portfolio increase. The Bank is aware of risks associated with the rapid growth and mitigates them by the surplus regulatory capital and the policies, procedures and limits.

The risk strategy is acknowledged by all levels of the Bank's relevant structural units and in addition to the business strategy, it is included in the Bank's risk management policy. It is important that the Bank's risk strategy is implemented by the Bank's Directorate and the relevant bodies responsible for risks, and the process is supervised by the Supervisory Board.

Risk Management Framework

- **Risk owners**

Risk management in the Bank is implemented at different levels. Each risk management process involves a relevant responsible body. The list and responsibilities of the structural units which participate in the risk management process at micro level are provided in Structure and Organization of Risk Management chapter. It is significant that each risk category is managed at various levels in the Bank. The first level includes the structural units that are owners of a particular risk, the Committee reviews large-scale and significant risks, which are eventually transferred to the Directorate and Supervisory Board, which manage risks at macro level.

- **Risk Classification**

JSC "Ziraat Bank Georgia" classifies risks according to two main categories, namely, financial and non-financial risks; the description of each risk is provided below:

- **Financial Risk**

Financial risks are caused by the change of the structure, volume and quality of assets and liabilities and are mainly the risks arising from the Bank’s activities during the process of implementing the Bank's strategic plan. The Bank considers this risk as an important determinant of the financial performance/results. Financial risks are divided into two main directions:

- Market risk: liquidity, interest rate, foreign currency and price fluctuation risks; each category includes several subcategories, and according to the size and complexity of the Bank, fully covers the market risk, which may affect its activities.
- Credit risk is defined as a default risk and is reviewed in two aspects: a borrower's credit risk - which may arise due to a borrower’s insolvency; and a counterparty’s credit risk - which may occur due to the failure of a counterparty to pay its liabilities to the Bank.

- **Non-financial risk**

Non-financial risks are those qualitative risks that make it impossible to determine the volume of financial loss caused by thereof. The Bank constantly controls the risk and the risk management process is in line with both the requirements of the National Bank of Georgia and international practice, also, it is noteworthy that the management process of the aforementioned risk is in compliance with the size and complexity of the Bank's operations. The most important category within non-financial risks is an operational risk, the management process of which includes identification, monitoring and management of internal processes, human factor, information technologies and legal and regulatory risks. In addition to the above, the Bank also recognizes and manages reputational, strategic and external risks.

• **Risk management process**

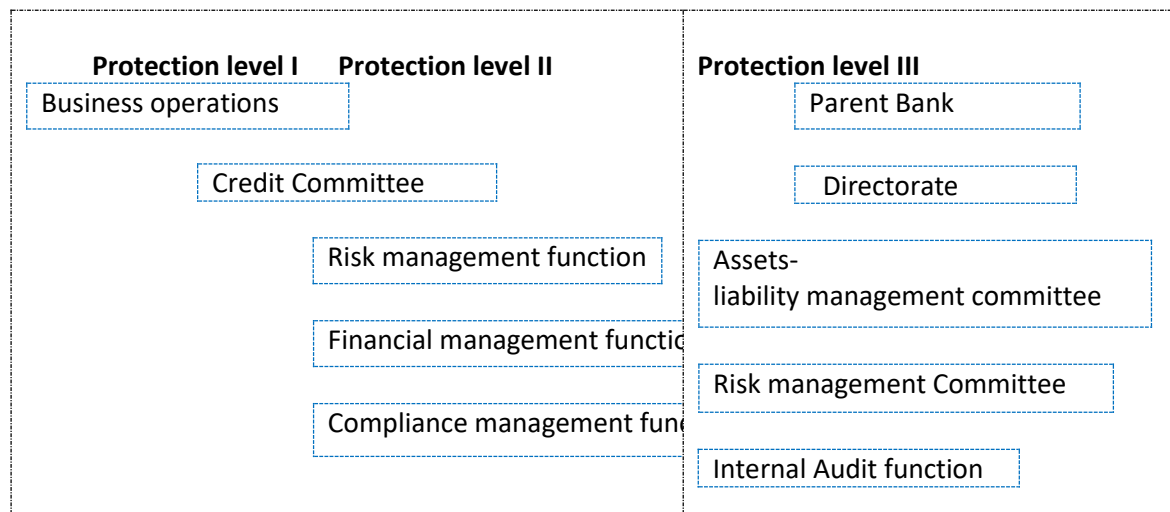
As it was mentioned in the first chapter of this document, the Bank operates within the risk levels determined by the Parent bank. According to the risk level and the strategic business plan determined at the strategic level, the Bank has developed the internal processes, which are used for risk management, as it represents a fundamental part of the Bank's activities and is an integral part of the planning process. Therefore, risk management is integrated into all levels of the Bank activities. The main goal of the Bank’s risk management process is to plan an optimum combination of risks and profitability, ensure the financial strength and promote the sustainable business growth. Risk management process is divided into five main stages:

- **Identification:** to identify risks based on the Bank’s strategy, establish tolerance to them and determine risk owners;
- **Assessment:** to develop the process, reporting and assessment methodology standards;
- **Control:** to monitor the adherence to operations and risk limits, control of loss and early reporting thereof;
- **Reporting:** to interpret and report on consequences of risk taking, sensitivity and main risk indicators;
- **Management:** to review and control all directions of the Bank’s risks, identify the optimum balance of risk level and profitability, control risk management practices, ensure the compliance with the business environment and strategic plans.

- **Structure and organization of risk management**

Risks are managed and controlled at all levels of the Bank, and the responsibilities for each risk are acknowledged and controlled within each management unit. Risk management levels are given in the table #1:

Table #1– Risk management levels



The first level includes the level of the following structural units:

- The Lending Unit provides credit activities within the established credit policy;
- Treasury Operations Management Unit performs treasury operations related to market risks, including liquidity, foreign currency and interest rate risks;
- The main responsibility of the Credit Committee is to assess client's financial status and solvency, review loan decision making and credit recovery practices. It is noteworthy that the Credit Department represents the first and the second levels simultaneously, since it is composed of both, business representatives (first level), and representative of other structures depending on risks and loan amount (second level);

The second level includes the level of the following structural units:

- The Risk Management Unit, which is responsible for summarizing risks and is in charge of both financial and non-financial risks; the structural unit, alongside with other risks, manages, assesses and analyzes credit, market and operational risks with regards to their compliance with the Bank's business strategy;
- Finance Management functional unit plans financial transactions, manages the Bank's liquidity and is actively involved in assets-liability management committee activities;
- The Compliance Functional Unit ensures the compliance with AML / CFT and other regulations of the National Bank of Georgia.

The third level of risk management manages the Bank's large- scale risks and develops risk strategies. The third level includes the level of the following structural units:

- Internal Audit Service assesses risk management process adequacy and efficiency and from time to time submits reports to the top management of the Bank.
- Assets-Liability Management Committee carries out risk management at the organization level, analyzes financial risks, participates in limits approval process and reviews the Bank's balance positions with the view to attracting financial sources, also monitors the Bank's interest rate policy.
- Risk Management Committee: monitors risks facing the Bank, ensures compliance of risk tolerance level and its management process with the Bank strategy, and assesses the efficiency of the internal control and risk management.
- Directorate: ensures appropriate distribution of responsibilities, compliance of the risk combinations undertaken by the Bank with the strategy developed by the Parent Bank and manages the Bank's daily activities.
- Supervisory Board: determines the Bank's risk strategy and the business strategy, approves risk control scheme and reviews the Bank's activities in terms of risks and financial outcomes.

Risk management framework overview

JSC "Ziraat Bank Georgia" monitors risks and mitigates them on a daily basis; risks and risk levels facing the Bank are in line with the Bank's risks strategy and business strategy. The Bank's risk management framework is in compliance with the complexity and size of the Bank; the Bank's business strategy ensures its sustainable growth in the coming years, which is mainly conditioned by the loan portfolio growth. The Bank's management is aware that in the process of achieving the above mentioned goal, the Bank may face materialization of those risks that currently remain beyond the risk management framework. Thus, the Bank is ready to develop a methodology to identify and manage "new" risks in the growth process. Currently, risk management at Ziraat Bank Georgia is introduced and implemented within all management units, the responsibilities and authorities of particular risk owners are defined and reporting process of the top risk management level is determined.

Risk appetite

- **Interested parties/ Stakeholders**

The business strategy of JSC "Ziraat Bank Georgia", which is determined by the Supervisory Board, is the key factor of the Bank's risk strategy and risk appetite. Risk appetite is determined by the Parent Bank in accordance with the Bank's risk management framework and requirements of the Georgian legislation.

The daily management and supervision of the Bank in terms of risk appetite is implemented by the Bank's Directorate, which, based on the information received from relevant risk owning units,

determines how close the Bank is to the established limits, and determines any additional volume of risks to be taken in any direction.

Risk appetite is a guide for each level manager of the Bank and helps them act in accordance with the risk strategy. Risk appetite is expressed in limits, which allows every management unit to analyze and evaluate in advance their own performance in decision-making process, namely, whether a particular decision corresponds to the Bank's risk-taking desire.

- **Factors which determine risk appetite**

As noted above, the main determinant of the Bank's risk appetite is its business strategy, which also includes the Bank's risk strategy, which in turn represents one of the sources of the Bank's risk appetite. Besides, when determining a risk appetite, internal and external factors, current situation and future anticipations of the Bank are taken into account. The factors which may impact the determination of the risk appetite are as follows:

- Current capital status of Ziraat Bank Georgia;
- Current risk profile and current limits established for the management;
- Current economic situation in Georgia and the Bank's expectations / forecasts thereupon;
- Competitive environment within the sector and the Bank's expectations regarding the banking sector development;
- Events and risks which occurred in the Bank during previous periods and experience of their control;
- The Capital Adequacy Requirements established by the National Bank of Georgia;
- Minimum covenants required by the National Bank of Georgia;
- The Internal Capital Adequacy Assessment Process required by the National Bank of Georgia.

- **The basic elements of the risk appetite**

The basic elements of the risk appetite are as follows:

- The plan of capital and financial results, including the management compensation;
- Maximum level established for each risk;
- Maximum level of total existing risks, which the Bank is ready to undertake in order to achieve financial goals;
- Quantitative expression of maximum risk level;
- Qualitative expression of the maximum risk level for those risk groups that are impossible to measure quantitatively;
- For each business direction, compliance of risk limits with the Bank's risk appetite and strategy;
- A review of any possible potential activities and circumstances, which may increase certain risks against the Bank and cause its approximation to the limits which are not provided in the risk appetite.

- **Roles and responsibilities**

Functionally, management of the risk appetite in the Bank is carried out by different levels of management and control. The management levels and their responsibilities are given in this article.

Supervisory Board

- Approves the risk appetite, and ensures its compliance with the Bank's business strategy and its derivation from the Bank risk strategy;
- Sets reporting obligations for the Directorate with regards to implementation of the Bank's risk appetite limits and overall risk-taking level;
- Establishes the limits within which the Bank shall meet given financial indicators;
- Assesses the management team, the effectiveness of their daily activities in terms of risk management, financial results achievement and limits established under the risk appetite;
- Makes any necessary amendments to the risk appetite;

Directorate

- Ensures the integrity of the risk appetite and its awareness by all levels of the Bank's management;
- Ensures the implementation of the risk appetite and allocates relevant resources.
- Integrates the risk appetite in the Bank, reports to Supervisory Board and ensures the compliance of its practice with the business strategy;
- In accordance with the Bank's risk appetite, determines sub-limits of specific risks and their owners and monitors thereof;

Risk Management Department

- Supports the risk appetite;
- Monitors risk levels, their compliance with the risk appetite and reports to the Directorate;
- Notifies the Directorate and / or the Risk Management Committee on violation of any risk category limits or approaching to the limits;

Risk Management and IT Committee

- Supervises acceptable levels of risks in different directions;
- Reviews results of the previous periods in terms of risk taking and its management, assesses the compliance of the Bank's risk management process with its risk appetite and strategic plans;
- Makes important decisions to avoid risks;
- Analyzes the risk appetite compliance with the Bank's business strategy and risk strategy;

- **Internal Audit Service**

- Evaluates the implementation of the risk appetite framework at the Bank level;
- Monitors the fulfillment of limits established under the risk appetite;

- Checks the internal control environment;
- Evaluates the risk appetite;

- **Limits**

The limits of Ziraat Bank Georgia are determined according to its risk appetite, risk strategy and business strategy. The Bank’s limits are in line with the requirements of the National Bank of Georgia and are consolidated in the limits policy developed by the Risk Management and IT Committee, in agreement with the Supervisory Board.

Table 2 – Limits within the risk appetite

<i>Description of Ratio</i>	<i>Limits</i>
Common Equity Tier 1	>=8%
Tier 1	>=9%
Regulatory capital ratio	>=15%
Single related party ratio	<=5%
All related party ratio	<=25%
Single outsider ratio	<=15%
Ratio of interdependent borrowers	<=25%
Share investment ratio	<=50%
Property investment ratio	<=70%
Consolidated common open foreign currency ratio	<=20%
Liquidity coverage ratio (Gel)	>=100%
Liquidity coverage ratio (FEX)	>=110%
Liquidity coverage ratio (Combined)	>=100%
Ratio of uncollateralized Borrowing funds from State bodies	<=100%

- **Credit Risk**

Credit risk is the most material risk for the bank, which is reflected in the loss incurred by the counterparty. Credit risk may arise for the bank by issuing loans as a result of treasury investment activities etc. The bank has sufficient capital to cover possible losses caused by this risk and, at the same time, not to damage its own operations and image.

Currently, the main sources of credit risk for the bank are:

- Balance loan portfolio
- Off-Balance sheet elements - Guarantees

Despite the recent rapid growth, the bank maintains conservative approaches in lending, which is reflected in:

- the work of the credit committee, which individually assesses the solvency of the borrower and approves loans and guarantees where the consent of the full majority of members is required.
- the standards of conservative domestic credit products
- limiting the financing of high-risk sectors and products
- Using high quality mitigation elements such as real estate and guarantees of financial institutions with a high reputation

The bank's loan portfolio is characterized by a high degree of security where the share of real estate is dominant; The loan security is properly registered and assessed in accordance with the standards of the National Bank.

In terms of credit loss estimates, the bank has introduced IFRS 9 Financial Assets' expected credit loss accounting model with appropriate policies and methodologies.

When assessing credit risks according to IFRS 9, special attention is paid to the analysis of Forward Looking information. In particular, the analysis of expected credit losses includes an analysis of macroeconomic and financial factors, expected trends and risks, which significantly improves the credit risk assessment process.

- **Concentration Risk**

Concentration risk refers to the risk of creating large concentrations when a single event (failure to perform a single contractor's obligation or difficulties in one sector) can cause significant volume losses.

The risk of concentration is calculated in two directions, the first is the nominal concentration with the help of HHI (Herfindal-Hirschman index), and the second is the sectoral concentration, which is considered according to the methodology established by the National Bank of Georgia.

- ✓ **Credit risk associated with counterparty**

Currently Ziraat Bank Georgia has no contracts, swaps and forwards related to foreign currency or interest rate, accordingly, the tools available for the Bank do not include credit risk of counterparties, as stipulated in the capital adequacy and reporting requirements.

- ✓ **Currency Induced Credit Risk (CICR)**

At the general level of credit risk, there may be additional pressure on loans where the borrower is fully or partially non-hedged in terms of the exchange rate. When a loan is issued in one currency and the borrower's income is formed in another currency, this may create additional pressure on the borrower that would not otherwise occur.

The bank identifies and classifies the credit risk caused by the change in the exchange rate in accordance with the identification and classification of risk positions approved by the National Bank of Georgia, JSC Ziraat Bank Georgia. Accordingly, such risk positions are identified and their impact on capital.

During the analysis of the loan, the bank tries to analyze and not issue loans that will further increase the level of credit risk. For this purpose, it offers customers loans in both local and foreign currency.

- **Interest rate risk**

The interest rate risk is based on the possible losses incurred as a result of the revaluation of the assets and liabilities sensitive to the interest rate.

The Bank uses asset and liability revaluation gap analysis to monitor interest rate risk. The bank regularly conducts a sensitivity analysis of interest rates in scope of stress testing when instantaneous rate fluctuations are taken into account. The effect of both net interest income and revaluation effect on capital is analyzed.

Also, the bank does not have trade securities and does not engage in speculative activities, therefore, as a result of the change in interest rates, investment securities will not be revalued and the effect will be minimal.

- **Currency risk**

Currency risk refers to the probability of receiving a possible loss as a result of a revaluation of the bank's assets and liabilities as a result of a change in the exchange rate.

Currency risk can reduce supervisory capital ratios because the bank's capital is represented in local currency and a large portion of its assets are denominated in foreign currency. In this case, the depreciation of the local currency will lead to a significant deterioration in capital adequacy, as the value of assets presented in foreign currency will increase (due to the depreciation of the lari) and therefore the bank will have more risky assets, while the amount of capital denominated in lari will remain unchanged. The bank's regular stress tests take into account the sharp depreciation of currencies and calculate the stress ratios.

The bank holds the appropriate amount of capital to avoid problems with possible losses due to this risk, in addition, the bank controls the daily open currency position and does not speculate by altering the open currency position.

Due to the risk strategy and appetite, the bank's target currency position is closed.

- **Liquidity risk**

The risk of liquidity is the risk of possible loss due to non-timely full or partial fulfillment of the bank's obligations. Liquidity risk is also considered as holdup in lending by a bank due to insufficient funding, which in turn may lead to reputational and credit risks.

In the event of a liquidity risk, the bank will be forced to raise funds at an accelerated pace, which in turn will result in higher costs for the funds received. This will negatively affect the bank's profitability, as well as its reputation and reliability.

Liquidity risk mitigation is done through the bank's procedures, policies, limits, and day-to-day management, which are consistent with the bank's risk appetite, risk strategy, and business strategy. The bank manages the risk of liquidity on a daily basis. For Short-term liquidity risk Liquidity Coverage Ratios (LCR) are monitored on a daily basis in accordance with the requirements of Basel 3. And respectively Net Stable Funding Ratio (NSFR) for long-term liquidity monitoring purposes

- **Operational risk**

Operational risk is another important risk that Ziraat Bank Georgia considers material. Operational risk is the risk of loss caused by faulty or failed internal processes, human resources and systems, or external factors. This definition includes fraud risk, information technology and information security risks, legal risk, reputation risk, and outsourcing risk.

Operating risk management becomes critical, especially as the size of the bank increases and the range of operations expands.

Operating risk can be both monetary and non-monetary.

The methodology for its identification, measurement and management is described in the bank's risk management documents.

In terms of operational risk management, the bank resorts to:

- Accounting and reporting of incidents
- Self-assessments of risk and control
- Regular audit of audit information systems and penetration testing
- Assess the risks of outsourced operations
- Business continuity plan and appropriate stress testing

The analysis of the results of the above processes is completed in order to create an idea about the profile of operating risks in the bank in relation to the bank's risk appetite. The analysis results in the mitigation or acceptance of operational risks (if necessary) to be further considered in the Bank's business activities and strategy.

In terms of the operating risk of the bank, the risk positions are calculated using the basic indicator method, which translates into an additional capital buffer. This methodology is described in the Regulation on the Minimum Requirements for the adequacy of capital of commercial banks.

- **Country risk**

Ziraat Bank Georgia focuses an important part of its operations on Turkish citizens and legal entities incorporated under the jurisdiction of Turkey and/or other legal entities and individuals who are engaged in business activities in the territory and / or the jurisdiction of Turkey. The format of the Bank contains the country risk, since it is a bank established by a Turkish bank in Georgia. Any deterioration of the political situation in Turkey that may affect the economic conditions, tension between the Turkish and Georgian diplomatic relations, increase in customs rates or introduction of quotas may significantly affect the financial status of the Bank's customers, which in turn, may have a negative impact on profitability of the Branch. As the likelihood of the above risk occurrence is insignificant, and the exact or approximate consequences thereof are impossible to measure, Ziraat Bank Georgia, in order to cover any potential loss caused by this risk, will additionally hold capital buffer.

Stress-testing

The bank conducts a stress test at least once a year and analyzes the results obtained according to the Methodical Stress Test Guide developed by the National Bank. The results of the stress test determine the stress test buffer, which is one of the important components of the Pilar 2 framework, which aims to ensure the adequacy of banks' capital, taking into account stress scenarios and macroeconomic risk factors.

Main Scenario and Assumptions: Due to the shock, global economic activity is slowing down. There is a recession in the countries of our region. At the same time, the US dollar is strengthening and interest rates are rising due to the increase in the risk premium.

The effects of stress are calculated both in terms of increased credit risk and in terms of interest rate and profitability risks.

An annual business continuity testing plan has also been developed and is being implemented in accordance with the National Bank's operational risk management regulations.

COVID-19

Given the current developments with regards to the spread of COVID-19, the focus in 2020 was on the security of employees and customers, proactive risk management and customer support.

The impact of COVID-19 resulted in the application of further judgement within number of judgements, assumptions and estimates that affect the allowance for ECL due to the limited recent

experience of the economic and financial impacts of such an event. Given the unprecedented nature of the COVID-19 pandemic and the uncertainties associated with it, the Bank reconsidered the existing accounting judgements and estimates and applied management overlays to the methodology.

The economic environment remains uncertain and future impairment charges may be subject to further volatility depending on the longevity of the COVID-19 pandemic and related containment and other measures. In response to COVID-19 outbreak the Bank came out with an initiative to grant three-month payment holidays to its borrowers in March and May 2020 in order to significantly reduce the requirement for customers to physically visit Bank branches. Such event was not automatically considered as SICR event (i.e. trigger to transfer the exposure from Stage 1 to Stage 2) and the exposure was only transferred to Stage 2 where there was an observable evidence of financial difficulties of the borrower indicating that the level of risk has increased significantly since loan origination

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21	Consolidation by entities
22	Information about historical operational losses
23	Operational risks - basic indicator approach
24	Remuneration awarded during the reporting period
25	Special payments
26	Information about deferred and retained remuneration
27	Shares owned by senior management

Banks shall disclose information required by this Annex in annual Pillar 3 reports according to the decree N92/04 of the Governor of the National Bank of Georgia on "Disclosure requirements for commercial banks within Pillar 3" .

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Table 20 Differences between accounting and regulatory scopes of consolidation

	a	b	c	d	e	f													
						Reconciliation with standardized regulatory reporting format													
						1	2	3	4	5	6.1	6.2	6	7	8	9	10	11	12
Assets (as reported in published IFRS financial statements)	Carrying Values as reported in published IFRS financial statements	Carrying Values per IFRS under scope of regulatory consolidation (stand-alone)	Carrying values as reported in published stand-alone financial statements per local accounting rules (stand-alone)	Notes	Cash	Due from NBG	Due from Banks	Dealing Securities	Investment Securities	Total Loans	Less: Loan Loss Reserves	Net Loans	Accrued Interest and Dividends Receivable	Other Real Estate Owned & Repossessed Assets	Equity Investments	Fixed Assets and Intangible Assets	Other Assets	TOTAL ASSETS	
1	Cash and cash equivalents	37,168,398	37,168,398	37,168,398		7,291,904	25,553,303	4,323,191	0										37,168,398
2	Mandatory reserve with the NBG	12,287,908	12,287,908	12,287,908			12,287,908												12,287,908
3	Loans to customers	56,908,893	56,908,893	54,108,952	1*					56,722,907	-4,018,635	52,704,272	1,404,680					54,108,952	
4	Investment securities	17,766,115	17,766,115	17,766,115					17,766,115									17,766,115	
5	Other assets	605,669	605,669	537,274	2*								37,155	68,395			431,724	537,274	
6	Intangible assets	702,502	702,502	702,502													702,502	702,502	
7	Right-of-use assets	975,835	975,835	975,835													975,835	975,835	
8	Property and equipment	5,219,293	5,219,293	5,219,293													5,219,293	5,219,293	
																		0	
																		0	
	Total assets	131,634,613	131,634,613	128,766,277	0	7,291,904	37,841,211	4,323,191	0	17,766,115	56,722,907	-4,018,635	52,704,272	1,441,835	68,395	0	6,897,630	431,724	128,766,277

	a	b	c	d	e	f											
						Reconciliation with standardized regulatory reporting format											
						13	14	15	16	17	18	19	20	21	22		
Liabilities (as reported in published IFRS financial statements)	Carrying Values as reported in published IFRS financial statements	Carrying Values per IFRS under scope of regulatory consolidation (stand-alone)	Carrying Values per local accounting rules under scope of regulatory consolidation (stand-alone)	Notes	Due to banks	Current (Accounts) Deposits	Demand Deposits	Time Deposits	Own Debt Securities	Borrowings	Accrued Interest and Dividends Payable	Other Liabilities	Subordinated Debentures	Total Liabilities			
1	Amounts due to credit institutions	2,551,866	2,551,866	2,551,866		2,457,450				0	94,416			2,551,866			
2	Customer accounts	67,138,140	67,138,140	67,138,047	3*		52,830,886	9,889,912	4,362,134	0	95,115		0	67,178,047			
3	Lease liabilities	987,652	987,652	947,745	3*							947,745		947,745			
4	Differed tax liability	542,439	542,439	0										0			
5	Provision for guarantees issued	48,106	48,106	484,609	4*							484,609		484,609			
6	Other liabilities	453,050	453,050	453,050								453,050		453,050			
														0			
														0			
														0			
														0			
	Total liabilities	71,721,253	71,721,253	71,615,318	0	2,457,450	52,830,886	9,889,912	4,362,134	0	189,531	1,885,405	0	71,615,318			

	a	b	c	d	e	f							
						Reconciliation with standardized regulatory reporting format							
						23	24	25	26	27	28	29	30
Equity (as reported in published IFRS financial statements)	Carrying Values as reported in published IFRS financial statements	Carrying Values per IFRS under scope of regulatory consolidation (stand-alone)	Carrying Values per local accounting rules under scope of regulatory consolidation (stand-alone)	Notes	Common Stock	Preferred Stock	Less: Repurchased Shares	Share Premium	General Reserves	Retained Earnings	Asset Revaluation Reserves	Total Equity Capital	
1	Share capital	50,000,000	50,000,000	50,000,000		50,000,000	0	0	0				50,000,000
2	Retained earnings	9,913,360	9,913,360	7,150,959						7,150,959	0		7,150,959
3	Other reserve	0	0	0						0	0		0
										0	0		0
										0	0		0
										0	0		0
										0	0		0
	Total equity	59,913,360	59,913,360	57,150,959	0	50,000,000	0	0	0	7,150,959	0	0	57,150,959

1* The change in LLP is by IFRS9 and local standart
2* The change is due to the reserves of the mortgaged real estate (not included in IFRS9)
3* Reclassification
4* The change in Guarantee Provision is by IFRS9 and local standart

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Table 22 Information about historical operational losses

		2020	2019	2018
1	Total amount of losses	3,025	100	0
2	Total amount of losses, exceeding GEL 10,000	0	0	0
3	Number of events with losses exceeding GEL 10,000	0	0	0
4	Total amount of 5 biggest losses	0	0	0

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Table 23 Operational risks - basic indicator approach

	a	b	c	d	e
	2020	2019	2018	Average of sums of net interest and net non-interest income during last three years	Risk Weighted asset (RWA)
1 Net interest income	7,303,013	6,952,156	4,661,659		
2 Total Non-interest Income	1,062,711	1,775,367	1,808,750		
3 less: income (loss) from selling property	0	13,033	0		
4 Total income (1+2-3)	8,365,724	8,714,490	6,470,409	7,850,208	14,719,139

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Table 24 Remuneration awarded during the reporting period

		Board of Directors	Supervisory Board	Other material risk takers	
1	Fixed remuneration	Number of employees	3	5	
2		Total fixed remuneration (3+5+7)	563,959	163,129	0
3		Of which cash-based	563,959	163,129	
4		Of which: deferred			
5		Of which: shares or other share-linked instruments			
6		Of which deferred			
7		Of which other forms			
8		Of which deferred			
9	Variable remuneration	Number of employees	3	5	
10		Total variable remuneration (11+13+15)	15,091	13,068	0
11		Of which cash-based	15,091	13,068	
12		Of which: deferred			
13		Of which shares or other share-linked instruments			
14		Of which deferred			
15		Of which other forms			
16	Of which deferred				
17		Total remuneration	579,051	176,197	0

Bank:
Date:

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Table 25

Special payments

		Board of Directors	Supervisory Board	Other material risk takers
Guaranteed bonuses	Number of employees			
	Total amount			
Sign-on awards	Number of employees			
	Total amount:	0	0	0
	Of which cash-based			
	Of which shares			
	Of which other instruments			
Severance payments	Number of employees			
	Total amount:	0	0	0
	Of which cash-based			
	Of which shares			
	Of which other instruments			

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Table 26 Information about deferred and retained remuneration

	a	b	c	d	e
	Total amount of outstanding deferred remuneration	Of which Total amount of outstanding deferred and retained remuneration exposed to ex post explicit and/or implicit adjustment	Total amount of reduction during the year due to ex post explicit adjustments	Total amount of reduction during the year due to ex post implicit adjustments	Total amount of deferred remuneration paid out in the financial year
1 Board of Directors	0	0	0	0	0
2 Cash					
3 Shares					
4 Share-linked instruments					
5 Other					
6 Supervisory Board	0	0	0	0	0
7 Cash					
8 Shares					
9 Share-linked instruments					
10 Other					
11 Other material risk takers	0	0	0	0	0
12 Cash					
13 Shares					
14 Share-linked instruments					
15 Other					
16 Total	0	0	0	0	0

