

From Denizbank Investor Relations Department
Subject Board Resolution regarding The Extraordinary General Assembly
Date December 14th, 2004

As per the Board Resolution dated December 10, 2004, regarding to the increase of Denizbank A.Ş.'s paid-in capital from TL 290,000,000,000,000 (TL 290 trillion) to TL 316,100,000,000,000 (TL 316.1 trillion) (9% increase), the amendment of the following articles of the Articles of Association; Articles 6., 10., 11., 12., 13., 14., 15., 16., 17., 18., 19., 20., 21., 22., 23., 24., 25., 26., 28., 34., 36.,37., deleting of Provisional Article – 1 and inserting of Article 38 to the Articles of Association, the election of new Board of Directors due to increasing the number of the Board members from 5 to 7, the Extraordinary General Assembly will be held on December 30th,2004 Thursday at 11:00 at Hotel Dedeman İstanbul, Yıldız Posta Caddesi No:50 Esentepe/İstanbul to discuss the following agenda;

Agenda:

1. The opening, the formation of the Board of Presidency,
2. Authorization of the Board of the Presidency for the execution of the minutes of the Extraordinary General Assembly,
3. The discussion and ratification of the increase of the paid in capital from TL 290,000,000,000,000(TL 290 trillion) to TL 316,100,000,000,000 (TL 316.1 trillion) (9% increase) and amendment of the articles 6., 10., 11., 12., 13., 14., 15., 16., 17., 18., 19., 20., 21., 22., 23., 24., 25., 26., 28., 34., 36. and 37. of the Articles of Association, deleting Provisional Article 1 and inserting Article 38 to the Articles of Association,
4. Absolution of the current members of the Board of Directors,
5. Change of the current number of the Board members as 7, the election of the new Board and the determination of their term,
6. Taking decision about the attendance fees and wages of the Board members,
7. Providing the Board Members the permissions in accordance with the articles 334 and 335 of the Turkish Commercial Code, except those forbidden by the serial 4389 Banking Law,
8. Wishes and requests.

In accordance with the Board Resolutions:

The General Management of Denizbank has been delegated for the execution and the completion of the procedures related to the Extraordinary General Assembly, The related advertisements have been published in Sabah and Hürriyet newspapers on December 12th, 2004 and in Turkish Commerce Registry newspaper on December 14th, 2004. The invitation has been announced to the shareholders of Denizbank registered into the share notebook in accordance with the provisions of both TTK and The Articles of Association of Denizbank. The location, the date and the agenda of the Extraordinary General Assembly will be notified to the Banking Regulation and Supervision Agency, the Istanbul Directorship of the Ministry of Industry and Commerce, Istanbul Stock Exchange, and the Capital Markets Board.

We hereby declare that the above statement conform to the principles set forth in the Regulation Series VIII Nr. 39 of the Capital Markets Board, the it reflects all information we received in connection with this matter, that the information is in accordance with our books and records, that we spent all efforts to obtain accurate and complete information regarding this matter and that we are responsible for the declarations made in this regards.

Sincerely yours,
Denizbank A.Ş.