

**From: DenizBank Investor Relations and Financial Communication Department**

**Subject: Resolutions of the Ordinary General Assembly**

**Date: 28.03.2019**

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Adopted at the Ordinary General Assembly of DenizBank A.S. held on 28 March 2019, the following have been resolved **unanimously**:

1-To approve the Balance Sheet, Statement of Profit and Loss for the fiscal year of 2018, Independent Audit Report prepared by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member firm of Ernst & Young Global Limited) based on 2018 independent audit works and Board of Directors Annual Report,

2-Taking into consideration the net profit of Denizbank A.Ş. for the financial year 2018 amounting to 2.182.522.200,07.-TL,

- To allocate 5% of the net profit, amounting to 109.126.110,00.-TL, to the general legal reserve according to Article 519/1 of the Turkish Commercial Code;
- To allocate the remaining net profit, amounting to 2.073.396.090,07.-TL, to the Extraordinary Reserves,

3- To release Alexander VEDYAKHIN who had resigned on 01 October 2018 and approve the appointment of Dzhangir DZHANGIROV according to Article 363 of the Turkish Commercial Code to serve as a Denizbank A.Ş. Board of Directors member for the remaining term of office due to the resignation of Alexander VEDYAKHIN,

4- To release the Board of Director Members who have continued their duties for the activities of 2018,

5- To elect "Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (a member firm of Ernst & Young Global Limited) as Independent Audit Company / Independent Auditor to realize audit activities regarding our Bank's 2019 financial year as determined by the Board of Directors as Independent Audit Company and submitted for the approval of the General Assembly as per the Turkish Commercial Code and the relevant regulations of the Banking Regulation and Supervision Agency and regulations of Capital Markets Board,

6- To grant to Board Members the permit written in Articles 395 and 396 of Turkish Commercial Code numbered 6102 and the required permits for shareholders who hold Management Control, Board Members, senior managers and their spouses and blood relatives and relatives by marriage up to 2nd degree to make transactions that may lead to conflict of interest with the Company or affiliates and compete in accordance with Article 1.3.6 of "Corporate Governance Principles" available in the Annex of Capital Markets Board Communiqué (II-17.1),

Besides, the General Assembly was informed within the context of Article 7 of the Agenda that 103.691.000.-TL payment was made to the Board Members and Top Managers of Denizbank A.Ş. in 2018 within the scope of the "Remuneration Policy". The General Assembly was also informed that the amount of donations by our Bank in 2018 was 1.082.039.-TL in accordance with the list obtained from the Financial Affairs Group within the context of Article 9 of the Agenda.

Profit Distribution Table, signed Meeting Minutes and Participant List are attached.

We hereby declare that the above statement conforms to the principles set forth in the Regulation on Public Disclosures of the Capital Markets Board, that 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 about this matter and that we are responsible for the declarations made in these regards.

Sincerely yours,  
Denizbank A.Ş.