

# DENİZBANK A.Ş.

## Notification Regarding General Assembly



# Notification Regarding General Assembly

Summary Info	Resolutions of the Ordinary General Assembly - 28.03.2019
Update Notification Flag	Yes
Correction Notification Flag	No
Postponed Notification Flag	No

## General Assembly Invitation

Type of General Assembly	Annual
Beginning of The Fiscal Period	01.01.2018
End of The Fiscal Period	31.12.2018
Decision Date	26.02.2019
General Assembly Date	28.03.2019
General Assembly Time	11:00
Record Date	27.03.2019
Country	Turkey
City	İSTANBUL
District	ŞİŞLİ
Address	Denizbank A.Ş. Genel Müdürlüğü Büyükdere Caddesi No:141 Esentepe-Şişli/İstanbul

## Agenda Items

- 1 - To open the ordinary meeting of the General Assembly (hereafter the "Meeting") and elect its Meeting Board (Chairman of the Meeting, Protocol Clerk, 2 (two) Vote-Collectors) in accordance with the Articles of Association.
- 2 - To authorize the Chairman of the Meeting and the Meeting Board to sign the minutes of the Meeting and the list of its participants.
- 3 - To read, discuss and decide on the approval of the Financial Statements, the Profit-Loss Calculation for 2018, the Independent Auditor's Report prepared by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A. Ş. (a member firm of Ernst & Young Global Limited) for 2018 as a result of the independent audit studies, and the Annual Report.
- 4 - To decide on distribution of the net profit gained by Denizbank A.Ş. in 2018.
- 5 - To discharge the members of the Board who have resigned and to approve nominations of member of the Board of Directors appointed to replace the remaining period due to said resignations.
- 6 - According to the Article 409 of the Turkish Commercial Code, to release the members of the Board of Directors of Denizbank A.Ş. from the liability for the transactions made in 2018.
- 7 - According to the regulations of the Capital Markets Board, to inform the shareholders of Denizbank A.Ş. about the payments made to the members of the Board of Directors and executive managers of Denizbank A.Ş. in scope of the Remuneration Policy of the Bank.
- 8 - To appoint the independent auditor of Denizbank A.Ş. for 2019 that is proposed by the Board of Directors according to the Turkish Commercial Code, the regulations of the Banking Regulation and Supervision Agency and the Capital Markets Board.
- 9 - To inform the shareholders of Denizbank A.Ş. about donations made in 2018.
- 10 - To permit shareholders having control in management, members of the Board of Directors, the top managers, their spouses, the relatives up to second kin and the relatives of marriage to transact subject to the restrictions in Articles 395 "Restrictions on Transactions with the Company and Borrowing", 396 "Obligation Not to Compete" of the Turkish Commercial Code, and prohibitions under the Banking Law No. 5411.
- 11 - Wishes and closure of the Meeting.

## Corporate Actions Involved In Agenda

Dividend Payment
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## General Assembly Invitation Documents

Appendix: 1	Denizbank Olagan GK 28032019 Bilgilendirme Notu.pdf - General Assembly Informing Document
Appendix: 2	Denizbank Olagan GK 28032019 Gundem ve Davet.pdf - Other Invitation Document

<b>Appendix: 3</b>	Denizbank Olagan GK 28032019 Vekaletname.pdf - Other Invitation Document
<b>Appendix: 4</b>	Denizbank Ordinary GA 28032019 Information Note.pdf - General Assembly Informing Document
<b>Appendix: 5</b>	Denizbank Ordinary GA 28032019 Agenda and Invite.pdf - Other Invitation Document
<b>Appendix: 6</b>	Denizbank Ordinary GA 28032019 Power of Attorney.pdf - Other Invitation Document

## General Assembly Results

Was The General Assembly Meeting Executed?	Yes
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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,

### General Assembly Results

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.

#### Decisions Regarding Corporate Actions

Dividend Payment	Discussed
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#### General Assembly Outcome Documents

<b>Appendix: 1</b>	Hazır bulunanlar listesi 28032019.pdf - List of Attendants
<b>Appendix: 2</b>	Olagan Genel Kurul Toplantı Tutanağı 28032019.pdf - Minute
<b>Appendix: 3</b>	2018 Kar Dağıtım Tabloları.pdf - Other Result Document

#### Additional Explanations

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

We proclaim that our above disclosure is in conformity with the principles set down in "Material Events Communiqué" of Capital Markets Board, and it fully reflects all information coming to our knowledge on the subject matter thereof, and it is in conformity with our books, records and documents, and all reasonable efforts have been shown by our Company in order to obtain all information fully and accurately about the subject matter thereof, and we're personally liable for the disclosures.