

**AGENDA OF THE ORDINARY MEETING OF THE GENERAL ASSEMBLY OF
DENIZBANK A.Ş. TO BE HELD ON MARCH 28, 2019**

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.