

POWER OF ATTORNEY SAMPLE

TO DENIZBANK A.Ş. BOARD OF DIRECTORS

I/We hereby authorize ..... to represent me/us at the Extraordinary General Assembly Meeting of DENİZBANK A.Ş. to be held on Thursday, December 12, 2019 at 10:00 a.m. at "Denizbank Headquarter Selma Akboğa Conferans Hall Büyükdere Caddesi No:141 Esentepe-Şişli/İstanbul" within the framework of the views mentioned below and to vote, to bid, and to sign necessary documents.

The Proxy's (\*):

Name-Surname/Commercial Title:

Republic of Turkey ID Number/Tax ID Number, Trade Registry and Number and MERSİS number:

(\* ) For proxies of foreign nationality, the equivalent of the aforementioned information must be provided, if any.

**A) SCOPE OF REPRESENTATION AUTHORITY**

For the following sections 1 and 2, one of the choices (a), (b) or (c) must be selected and the scope of representation must be identified.

**1. About the topics on the agenda of the General Assembly:**

- a) The proxy is authorized to vote in line with his or her opinion.
- b) The proxy is authorized to vote in line with the proposals of the shareholding management.
- c) The proxy is authorized to vote in line with the instructions stated in the table below.

**Instructions:**

In the event choice (c) is selected by the shareholder, instructions specific to the agenda item shall be given by selecting (accept or reject) one of the options provided next to the relevant general assembly agenda item and, in the event reject option is selected, by reporting a minute of dissent which is requested to be written, if any, in the general assembly minutes.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1.			
2.			

(\* ) Topics in the general assembly agenda shall be provided one by one. If the minority has a separate decision draft, this shall be separately stated to ensure voting by proxy.

**2. Specific instruction related to other topics that may be put forward at the General Assembly meeting and particularly exercising of minority rights:**

- a) The proxy is authorized to vote in line with his or her opinion.
- b) The proxy is not authorized to represent in such topics.
- c) The proxy is authorized to vote in line with the instructions below.

**SPECIFIC INSTRUCTIONS;**

Specific instructions, if any, to be given by the shareholder to the proxy shall be stated here.

**B) The shareholder shall select one of the choices below and state the shares which s/he wishes the proxy to represent.**

**1. I hereby approve the representations of my shares, details of which have been provided below, by the proxy.**

- a) Line and serial:\*
- b) Number / Group:\*\*
- c) Number-Nominal Value:
- ç) Whether it is a voting share or not:
- d) Bearer or Registered Shares:\*
- e) Ratio to total shares /voting rights owned by the shareholder:

\*This information is not requested for the dematerialized shares.

\*\*For dematerialized shares, information related to group shall be provided instead of number.

**2. I hereby approve that all my shares, which are provided in the list prepared by the Central Registry Agency one day before the General Assembly date related to shareholders who may participate in the general assembly, to be represented by the proxy.**

**NAME AND SURNAME OR TITLE (\*) OF THE SHAREHOLDER**

Republic of Turkey ID Number/Tax ID Number, Trade Registry and Number and MERSİS number:

Address:

(\* ) For shareholders of foreign nationality, the equivalent of the aforementioned information must be provided, if any.

SIGNATURE