

**INVITATION FROM DENİZBANK A.Ş.  
BOARD OF DIRECTORS TO  
THE EXTRAORDINARY GENERAL ASSEMBLY MEETING**

The Shareholders Extraordinary General Assembly of the Bank will be held on Thursday, December 12, 2019 at 10:00 to discuss and decide on agenda items at “Denizbank A.Ş. Headquarter Selma Akboğa Conferans Hall Büyükdere Caddesi No:141 Esentepe-Şişli/İstanbul” address.

Shareholders may participate in the general assembly physically or in electronic environment themselves or through their representatives. Participation in the meeting through electronic environment is possible with the secure electronic signatures of share owners or their representatives. Thus, share owners who will transact in the electronic general assembly system must have a secure electronic signature.

Shareholders and representatives who wish to participate in electronic environment need to fulfill their liabilities in line with “Regulation on General Assemblies at Joint Stock Companies in Electronic Environment” published in official gazette dated August 28, 2012 numbered 28395, “Communiqué on Electronic General Assembly System to be applied in general assemblies of Joint Stock Companies” published in official gazette dated August 29, 2012 numbered 28396, legislation of Capital Market Board, Capital Markets Board regulations and CRA regulations.

Shareholders who will attend the meeting physically may attend by only presenting their ID Documents.

Shareholders, who will attend the meeting physically by proxy, must fulfill terms envisaged in the “Communiqué Regarding Proxy Voting and Proxy Solicitation” of the Capital Market Board numbered II-30.1 and submit their notarized powers of attorney in line with the sample below.

Pursuant to paragraph 4 of the Article 415 of the Turkish Commercial Code no. 6102 and paragraph 1 of the Article 30 of the Capital Markets Law, the right to participate in the general assembly and the right to vote will not be bound to the condition of depositing share certificates. Therefore, if the shareholders would like to attend the General Assembly Meeting, they do not have to block their shares.

As per the Privacy Act no. 6698, you can find detailed information on the processing of your personal data by our Bank in our website [www.denizbank.com](http://www.denizbank.com) under the page titled, “Notification on the Protection of Personal Data”.

The Extraordinary General Assembly Meeting Information Note dated December 12, 2019 and other related documents will be accessible by the shareholders for their review as of November 20, 2019 through our Investor Relations and Financial Communication Department at our Headquarters located at the address Büyükdere Caddesi No:141 Esentepe/İstanbul, our corporate website [www.denizbank.com](http://www.denizbank.com) and the Electronic General Assembly System of the Central Registry Agency.

We kindly request our shareholders to participate in the meeting at the venue, date and hour mentioned above.

DENİZBANK A.Ş. BOARD of DIRECTORS  
Address: Büyükdere Cad. No: 141 34394 Esentepe İSTANBUL  
Trade Registry Number: İstanbul/368587

**AGENDA OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF  
DENIZBANK A.Ş., TO BE HELD ON DECEMBER 12, 2019**

1. To open the extraordinary 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. As per the Squeeze-out and Sellout Communiqué numbered II-27.2 of CMB, approving of reducing the capital by cancelling shares with a nominal fee of 1.426.214,154 TL held by other shareholders other than the controlling partner’s share, subject to the squeeze-out of the controlling partner and raising concurrent capital amounting to 1.426.214,154 TL against the said shares.
4. On the condition that the required approvals are obtained by Denizbank A.Ş. from the Capital Markets Board, Banking Regulation and Supervision Agency and TR Trade Ministry; approving of amending the article 6 of the “CAPITAL OF THE BANK” of the Bank’s Articles of Association.
5. Wishes and closure of the Meeting.

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:**

- The proxy is authorized to vote in line with his or her opinion.
- The proxy is authorized to vote in line with the proposals of the shareholding management.
- 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:**

- The proxy is authorized to vote in line with his or her opinion.
- The proxy is not authorized to represent in such topics.
- 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.**

- Line and serial:\*
- Number / Group:\*\*
- Number-Nominal Value:
- Whether it is a voting share or not:
- Bearer or Registered Shares:\*
- 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