

DENİZBANK CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

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PART I: CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE STATEMENT

Prior to its IPO, DenizBank voluntarily conducted studies for compliance with the Capital Markets Board's (CMB) Corporate Governance Principles in line with international principles and sectorial practices; the "Corporate Governance Report" was published upon approval by the Board of Directors at its meeting dated September 16, 2004. DenizBank views Corporate Governance Principles as a dynamic field open to further improvement, and works to enhance its operations in this spirit.

DenizBank operates with a management approach built on the principles of transparency, equality, responsibility and accountability, and exercises maximum care to comply with the principles outlined in the annex to BRSA's Regulation on Corporate Governance Principles (Regulation) and expends maximum effort to comply with CMB's Corporate Governance Communiqué (Communiqué) no. II-17.1, Corporate Governance Principles as regards the management of relations with shareholders, as well as the determination of the duties, authorities and responsibilities of the Board of Directors and the management tiers that report to the Board. Differences between CMB Corporate Governance Principles and the Bank are outlined under the relevant sections of this report.

PART II: SHAREHOLDERS

2.1 Investor Relations Department

Established in 2004 with the aim of taking necessary measures to comply with the existing legislation, the Articles of Association, and other in-house regulations regarding the protection and exercising of shareholders' rights, and the right to obtain and review information in particular, the Department has been carrying out its activities with name of Investor Relations and Financial Communication Department within the structure of Financial Affairs Group, under the supervision of Financial Affairs Group-EVP, CFO. The tasks of Investor Relations Department within the 5th Clause of the 11th Article of the Communiqué are carried out in coordination with the Investor Relations and Financial Communication, Secretary General, Corporate Compliance, Group Reporting and ALM Management and Treasury and Financial Institutions departments. Names and contact info

regarding the staff members of the Department are given below. Due to the fact that the portion of shares in public float is 0.15%, the number of inquiries made by investors within the period was limited, and thus all inquiries were answered verbally or in writing.

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Due to the fact that most of the tasks specified in the 11th Article of the Communiqué are carried out by our Bank's Investor Relations and Financial Communication Department the Department Manager Yeliz Koraslı Özdemir was appointed as the "Director of Investor Relations Department" upon the Board of Directors decision dated June 20, 2014. Furthermore, within the scope of the 1st Clause of the 11thArticle of the Communiqué she was appointed as a member to the Corporate Governance and Nomination Committee.

Activities during the Period

- › Material event disclosures,
- › Preparation of the annual reports, interim activity reports sections of financial reports, and press releases on financial data,
- › Updating relevant information on the Bank's website,
- › Examination of sector data and preparation of market share reports,
- › Responding to questions received by email and telephone,
- › Organization of Ordinary/Extraordinary General Assembly Meeting,
- › Communicating with credit rating agencies, reviewing and evaluating reports,
- › Preparation of documents within the scope of the issuance of bonds/bills, making necessary announcements and disclosures,
- › Coordinating the practices developed in the Bank within the scope of Corporate Governance Practices

The report regarding the activities carried out within the scope of the Communiqué was prepared in coordination for 2017 and was submitted to the Board of Directors in March 2018.

2.2 Exercise of Shareholders' Right to Information

The Investor Relations and Financial Communication Department treats all shareholders equally. All shareholder and other stakeholders' inquiries were first assessed to determine whether or not they concerned trade secrets, and then answered accordingly either in written form, or else verbally. Queries made to the Investor Relations and Financial Communication Department concerned the following topics:

- › The Bank's financial statements,
- › Activities in business lines,
- › General Assembly Meetings,
- › Dividend Distribution,
- › Share Price Info,
- › Main shareholder,
- › Bonds/bills issued,
- › Project finance.

DenizBank exercises maximum care to release information that may impact the exercising of shareholders' rights and the decisions of investors, in the most rapid and effective manner. Disclosures are considered within the scope of the CMB's Communiqué and Guide on Principles Regarding Public Disclosure of Material Events, announced via the Public Disclosure Platform and also published on the Bank's website. The Bank's website is itself used actively to provide shareholders, investors and other stakeholders' easy access to information. The information published on our website is explained in detail under "Part III/3.1 Company Website and Contents."

Request for the Appointment of a Special Auditor

Shareholders' right to request the appointment of a special auditor is stipulated as an individual right in Article 14 of the Articles of Association, as per the Turkish Commercial Code, Article 438 and onwards. During the period, no request from shareholders, that have such a right according to internal and legal regulations, for the appointment of a special auditor was received.

2.3 General Assembly Meetings Invitation to and Information about the General Assembly

DenizBank issues the invitation to the Annual General Assembly at least 3 (three) weeks before the meeting date, as stated in Articles 10 of the Articles of Association. The announcement/invitation on/to the General Assembly is published in the Trade Registry Gazette, on the Central Registry Agency's (MKK) Electronic General Meeting System (e-GEM), Public Disclosure Platform (PDP) as well as on the DenizBank website. Furthermore, the agenda items, proxy forms, Annual Report, Articles of Association, financial statements and their footnotes, old and new versions of the Articles of Association in case of any amendments, information stated on principles on Board Members and candidate Members in case the agenda items include the dismissal, replacement or election of Board Members, any requests from the shareholders to add items to the agenda, and Information Document including all other documents regarding the agenda and other documentation are submitted for shareholder scrutiny at the Bank's Head Office and on the Bank website as of the date of the announcement.

Documents regarding the agenda items are also published via MKK's portals including the e-GEM. Proxy voters do not have to be shareholders. It is no longer necessary to place voting shares under participator's blockage in the General Assembly Meeting. Shareholders can now participate in the meeting via the e-GEM, until 00:00 hours the day before the meeting. All shareholders whose names are included on the Shareholders List obtained from the e-GEM prior to the meeting can participate in person.

Although not stipulated in the Articles of Association, DenizBank's Board of Directors can decide to open General Assembly meetings to the wider public, including stakeholders and the press, although the latter do not have the right to take the floor. The meeting minutes of the General Assembly and the Attendance List are published on the e-GEM, Public Disclosure Platform (PDP) and the Bank's website. In 2017, DenizBank held an Ordinary General Assembly Meeting.

Date: 29.03.2017 General Assembly:

2016-Ordinary

Participants: Shareholders, Representatives of Legal Authorities, Stakeholders

Participation Rate: 99.85%

Form of Invitation: Trade Registry Gazette, and announcement on the e-GEM, PDP and the Bank website.

Shareholders' Right to Add Items to the Agenda and Ask Questions

As indicated in Article 10 of the Articles of Association, minority shareholders may add items to the agenda and request the Board of Directors to call an Extraordinary General Assembly via justifiable written requests.

At the Ordinary General Meeting held on 29 March 2017, one of our shareholders proposed new item for the agenda. This proposal was reviewed by the Bank's Board of Directors and decided not to be added on the agenda. The reasons why the proposal not to be added on the agenda announced to the public via the Information Document by publishing on Public Disclosure Platform and the corporate website of the Bank.

As per Article 15 of the Articles of Association, all shareholders have the right to express their opinions and ask questions during General Assemblies. Questions directed at the Board of Directors shall be answered immediately and verbally, if possible. Otherwise, these will be answered in written form within 15 (fifteen) days of the General Assembly. In line with recent amendments to the Communiqué, questions posed during General Assembly meetings and their answers are published in 30 (thirty) days on the Bank's website.

At the Ordinary General Meeting held on 29 March 2017, one of our shareholders asked questions. The questions were not replied during the meeting due to no relation with the agenda. The questions were answered in 15 days in written according to the Articles of Association and the answers were published on the corporate website of the Bank.

The Bank makes donations and gives aid in line with the Donation Policy and relevant procedures defined by the Social Responsibility Policy. The sum of donations made during the period and the benefactors of these donations are listed in the Annual Report and presented to the shareholders at the General Assembly as a separate agenda item with the policy changes if existed.

2.4 Voting Rights and Minority Rights

DenizBank shares do not have any preferential rights. As per Article 14 of the Articles of Association, each share carries one vote. Obstructions to the exercising of voting rights are avoided. Shareholders can be represented at the General Assembly by other shareholders, or an external proxy.

The Bank does not have any cross-shareholding relationships with any company. As stipulated by the Article 29 of the Capital Market Law No. 6362, minority rights shall be exercised by shareholders representing at least one-twentieth of the paid-in capital as per Article 411 of the Turkish Commercial Code, and this condition is met by Article 10 of the Articles of Association.

2.5 Dividend Rights

The Bank's dividend distribution policy is outlined in Article 32 of the Articles of Association and published on the website. Prior to being presented by the Board of Directors to the General Assembly, the dividend distribution proposal is announced as a material event disclosure to shareholders and published on the Bank's website and e-GEM. The dividend distribution policy and the dividend distribution proposal for the relevant year are published in the Annual Report. There are no privileges concerning the distribution of dividends. Pursuant to the decision of the General Assembly held in March, no dividend is being paid for the year 2016.

2.6 Transfer of Shares

There is no provision in the Bank's Articles of Association restricting the transfer of shares. According to Article 8 of the Articles of Association, the transfer of shares is allowed in accordance with Turkish Commercial Code, Banking Law no.5411, Capital Market Law and the Articles of Association.

PART III: PUBLIC DISCLOSURE AND TRANSPARENCY

3.1 Corporate Website and Contents

In accordance with the public disclosure and transparency principles of the Corporate Governance Principles, DenizBank has created an effective website which is updated periodically to provide timely, accurate, complete, comprehensible, easy to analyze, low-cost and accessible information. The Bank's web address is www.denizbank.com. The website,

available in Turkish and English, contains all the information stipulated in CMB's Corporate Governance Principles.

The following information is available on the website:

- > Trade Registry and share information, shareholding and management structure,
- > The latest version of the Bank's Articles of Association, information about the changes,
- > Material event disclosures,
- > Press releases,
- > Annual reports and financial reports,
- > Documents concerning securities issued,
- > General Assembly forms,
- > Information on the internal control system and risk management,
- > Curricula Vitae of the Board of Directors and the Executive Management team,
- > Policies,
- > Corporate Governance Principles
- > Compliance Report,
- > List of social responsibility activities.

3.2 Annual Report

The Annual Report is published in sufficient detail to provide complete and accurate information about the Bank's operations, and in accordance with BRSB and CMB regulations. The Annual Report features all topics listed in the relevant regulations. Following its release on the Public Disclosure Platform, it is also published on the Bank's website.

PART IV: STAKEHOLDERS

4.1 Informing Stakeholders

The rights earned through legislation and the reciprocal contracts of DenizBank's stakeholders (employees, clients, correspondent banks, entities participating in syndication loans, public agencies, borrowers, lenders, credit rating agencies, suppliers, the social environment, and other interest groups the Bank is in contact with) are protected by DenizBank. If these rights are violated, the injured party is compensated. Relationships with all stakeholders are maintained with respect to the Code of Ethics. Employee rights have been determined through the Bank's approach, and through its human resources policy, remuneration policy, employee, disciplinary, and other regulations. Stakeholders are provided with information related to the Bank within the framework of the disclosure policy and other in-house regulations. Stakeholders are regularly informed through

General Assembly minutes; material event disclosures; press releases; internal bulletins; in-house announcements; "Team Spirit" magazine; emails to clients; announcements via SMS, the call center, web platforms and social media channels; annual reports; financial reports; and all notifications made via the Bank website.

In addition, information is provided via meetings organized upon request and in written statements. Easy access to up-to-date information is facilitated by posting all the aforementioned information on the Bank's website.

Several mechanisms have been set up by which stakeholders can share complaints and suggestions regarding the Bank's activities and transactions with the management. While employees can use the suggestion system to share their wishes, requests, suggestions and complaints with the executive management, other stakeholders can share their requests and complaints with the Bank's management via the customer satisfaction system.

4.2 Stakeholder Participation in Management

To ensure optimum satisfaction while preserving the balance between customers, employees, shareholders and other stakeholders, the Bank strives to improve its product and service quality, and to fulfill the expectations of domestic and foreign customers. To this end, DenizBank acts in accordance with the "collective wisdom" concept and gears its systems towards continuous improvement.

Stakeholders can participate in the Bank's management by attending various committee meetings and the General Assembly, as well as by using the suggestion system and by exercising their right (as stated in Article 20 of the Articles of Association) to demand from the Chairman in writing the placing of an item on the agenda of the General Assembly meeting.

Furthermore, as per Article 11 of the Articles of Association, minority shareholders may request in written form that the Board of Directors add an item to the agenda of the General Assembly through justifiable written requests prior to the creation of said agenda. Moreover, shareholders may request the Board of Directors to call for an Extraordinary General Assembly through justifiable written requests and create the agenda for discussion. Below is a list of

systems that facilitate employee, customer and shareholder participation in management. The output of these systems is presented to the Executive Management after being analyzed by related departments.

Employees

- > Committees
- > Suggestion System

Customers

- > Customer Satisfaction System
- > Suggestion System

Shareholders

- > General Assembly
- > Board of Directors
- > Management Meetings

4.3 Human Resources Policy

General human resources policies designed for the Bank and its subsidiaries to perform their functions in the most effective fashion are based on the principles summarized below. These principles are posted as related procedures and processes on the Bank's website and intranet portal "DenizPortal" and are accessible by all members of staff.

Respect for Individuals: Recognizing that the first criterion for success is respect for the individual, and providing all employees, without discrimination, with the harmonious professional environment and physical means necessary for them to fully utilize and improve their abilities and skills.

Transparency in Management: Facilitating new ideas within the framework of mutual trust, understanding and communication; and problem solving through collective wisdom. Establishing and developing user-friendly technological systems that give employees the opportunity to communicate their demands, suggestions and opinions by further informing them on the applications that concern them.

Opportunity for Training and Development: Keeping in mind that the Bank's most valuable investment is the development of employees using every available training tool, as well as managing their careers in accordance with their accomplishments and competencies, and aiming to select the managers and directors of the future from among Bank employees.

Fair and Reliable Remuneration Management: Implementing a compensation management system that provides fair and reliable salaries and benefits that encourage and reward success and excellence in line with market and prevailing conditions.

Practices and attitudes related to matters such as hiring criteria, salaries, training and health, in accordance with the general approach adopted within the framework of the human resources policy, are documented through guidelines, procedures and policies, all of which are available to employees.

Announcements that are of interest to Bank employees are communicated over the intranet (DenizPortal), mobile application "Denizde" and by email. A Suggestion System was developed through which the employees can transmit all of their suggestions and opinions. Suggestions submitted through "I Have an Idea" on DenizPortal are evaluated and pre-assessed by the Organization Department. Suggestions deemed viable after the pre-assessment by the relevant group/department are submitted to the Suggestions Committee. Evaluation and rewarding of relevant suggestions are carried out by the Suggestions Committee. The recording and follow-up of the suggestions chosen for implementation are coordinated by the Organization Department. Furthermore, all employee concerns and problems regarding working practices are evaluated by their supervisors and brought to the attention of the Executive Management, where necessary.

There have been no complaints from employees regarding discrimination in the workplace.

We believe that development is the most important factor of our human resource policy, and we support the personal development and career path of every DenizBank Financial Services Group employee with a policy of equal opportunity. All related programs are carried out at Deniz Academy, with training needs analyzed. Modern training tools and methods like e-Deniz Academy, Deniz TV, mobile training and social media are used in training projects.

The Bank's employee remuneration policy was designed to establish the principles governing payroll and social benefits. The Remuneration Committee was established to audit and

monitor pay policies and practices on behalf of the Board of Directors. Salaries, factors significant in determining increase rates, the performance based pay system and criteria used in assessments have been identified within the scope of the policy. The policy has been made available to employees via the website and intranet portal.

4.4 Code of Ethics and Social Responsibility

DenizBank carries out its activities within the framework of the Banking Code of Ethics it has adapted and published on its corporate website. Taking and implementing management decisions necessary for compliance with “Ethical Principles Policy” published by The Banks Association of Turkey, constitute the basis of the activities. Furthermore, the Bank published the “DenizBank Compliance and Integrity Policy” in order to establish respect for laws and regulations, ensure trust among customers, employees and shareholders, and prevent misconduct and fraud.

In addition to contributing to the national economy through its financial activities, DenizBank supports projects designed to raise public awareness, mainly in the fields of education, culture and the arts and sports, in line with its social responsibility approach. DenizBank Financial Services Group’s Corporate Social Responsibility has also been published on the website.

As part of its social responsibility activities, the Bank makes donations, supports projects, organizes cultural events and publishes works via DenizKültür.

The list of activities conducted to this end is presented on the Bank’s website.

PART V: BOARD OF DIRECTORS

5.1 Structure and Formation of the Board of Directors

The Annual Report includes the names and short biographies of the Bank’s executive, non-executive and independent Board Members. The formation, duties, and responsibilities of the Bank’s Board of Directors, as well as its meeting format, are described in detail in Articles 16, 17, 18, 19, and 20 of the Articles of Association. The Board of Directors consists of 12 members, four independent members of which three are also the Members of the

Audit Committee (as per Articles 6-(3) of the CMB Communiqué on Corporate Governance) 9 are non-executive and three are executive members. In line with Article 17 of the Articles of Association, the duties of Chairman and CEO are performed by different individuals. The term of office for all members of the Board of Directors is defined within the scope of Article 18 of the Articles of Association as three years. A member whose term of office expires can be re-elected. There are no quantitative limits as to the Board Members’ taking office in the Bank’s subsidiaries. In order to ensure efficient management, in principle, Board Members are asked not to take up more than three duties beyond the Bank’s subsidiaries. A “Statement of Independence” has been received from the independent members pursuant to Articles 4.3.6 of the CMB’s Corporate Governance Principles to fulfill the criteria of independence.

Investigating the independence of the independent Board Members and identifying any conflicts of interests are among the duties and responsibilities of the Corporate Governance and Nomination Committee. Within the framework of the principles in force during the period of activity, there were no circumstances which could compromise the independence of the Board Members. In line with the revision of Communiqué criteria, the statements from independent Board Members were renewed in 2017 according to CMB principles.

One of the Bank’s 12 Board members are female. According to the objective set by CMB’s Corporate Governance Principles, Article 4.3.9, at least 25% of the members need to be female, which corresponds to four women in DenizBank’s case. Women account for 34% of the Bank’s managers; the Bank is keen on attaining this objective concerning the Board of Directors.

5.2 Operating Principles of the Board of Directors

Principles and quorum for Board of Directors meetings have been established in Article 20 of the Articles of Association. Although the Articles of Association state that the Board of Directors should meet at least four times per year, the Board meets as frequently as required to fulfill its duties effectively. The Board of Directors is convened by the Chairman of the Board or by the Vice Chairman if the Chairman is not present. The agenda of the Board of Directors

meetings consists of items arising from the duties and responsibilities of Board Members as stipulated in Article 19 of the Articles of Association, as well as members’ requests, matters discussed at the weekly Executive Committee meetings and Committee resolutions. In line with shareholder rights, minority and majority shareholders and stakeholders may demand that a certain subject be addressed at the Board of Directors meeting through a written request to the Chairman, and have it added to the agenda.

In the year 2017, the Board of Directors made 112 decisions.

It is essential that Board Members attend the meetings in person, although attendance is also permitted via any means of remote conferencing. Each Board Member has one vote, all votes are equal and no member or Chairman has the privileged or weighted power to vote or veto.

Corporate Governance Principles are applied on related party transactions.

The Chairman of the Board does his utmost to enable the participation of non-executive members at the meetings. The Chairman is responsible for ensuring that Board meeting invitations and discussions are conducted in accordance with procedures, and that decisions are recorded in the meeting minutes.

During the Board of Directors meetings, members who cast dissenting votes are required to sign the minutes along with a statement explaining the reason for their votes. Minutes of the meetings and documents related to the meetings are duly included into the resolution book, archived and kept under the supervision of the Chairman. The manner in which the Board of Directors meetings are held is determined by in-house regulations. Information and documents related to the items on the agenda of the Board of Directors meetings are presented to Board Members for scrutiny by the Board Secretariat prior to the meeting in order to establish equal information flow. The compliance of the Bank’s meeting minutes with legislation is ensured by the Board Secretariat, and a report is presented to authorized parties upon request. The duties of the Board Secretariat have been passed onto the Secretary General upon resolution of the

Board of Directors. Decisions of the Board of Directors that are significant to stakeholders are made public via material event disclosures.

5.3 Number, Structure and Independence of Board Committees

The Board of Directors shall form the committees, by virtue of law and/or at its discretion, in order to execute its duties and responsibilities professionally, effectively, efficiently, and being informed in the best possible way. The Committees (excepting the Credit Committee) are composed of at least two committee members. The Audit Committee and the Corporate Governance and Nomination Committee were established in 2004 within the scope of CMB Corporate Governance Principles. In addition, in 2011, the Board of Directors established the Remuneration Committee to monitor and inspect remuneration practices on behalf of the Board of Directors in accordance with the "Regulation on the Banks' Corporate Governance Principles" of the Banking Regulation and Supervision Agency. The duties and operating principles of committees are posted on the Bank's website. Information about the committees reporting to the Board of Directors and on the executive committees providing information flow to the management is presented below.

Committees Reporting to the Board of Directors

Corporate Governance and Nomination Committee

The Committee determine application of the corporate governance principles and detect the reasons and negative consequences of failure to apply them comprehensively, as well as suggest the measures for improvement; form a transparent system of selection, determination, evaluation, and traineeship of the candidates for top management; and investigate the matters of independence and conflicts of interests. The Committee is composed of four members. Due to the fact that most of the tasks specified in the 11th Article of the Communiqué are carried out by our Bank's Investor Relations and Financial Communication Department; the Department Manager was appointed as the "Director of Investor Relations Department" and as a member to the Corporate Governance and Nomination Committee upon the Board of Directors decision dated June 20, 2014.

The qualifications of committee members are presented in the "Management" section of the report.

The Corporate Governance and Nomination Committee convene at least three times a year. It also convenes whenever else required in the performance of its duties. The procedures related to the structure, duties, authorities and responsibilities of the Corporate Governance and Nomination Committee have been determined, and its main activities are posted on the Bank's website. In 2017, Corporate Governance and Nomination Committee made 16 decisions to recommend candidates to the Board of Directors as regards the appointment of executives. The nominated executives were appointed in line with the recommendations presented to the Board of Directors. The Committee has reviewed its operating principles during the meetings and made an effort to improve these through suggestions to the Board.

Audit Committee

The Audit Committee is in charge of the supervision of the Bank's accounting system, public disclosure of the financial information, independent auditing, the operation and efficiency of internal control, internal audit and risk management systems. The Committee consists of three members. The qualifications of committee members are presented in the "Management" section of the report. The

Audit Committee convenes at least once every three months - at least four times a year. In addition, the Committee meets with the independent auditors of the Bank, separate from the executive units, at least four times a year to discuss issues regarding internal control, financial statements, internal audit and other important items that need to be discussed. The procedures regarding the structure, duties, authorities and responsibilities of the Audit Committee have been defined and its main activities are posted on the Bank's website. The Audit Committee's activities during the year 2017 can be found in the section entitled "Assessments of the Audit Committee" in the Annual Report.

Remuneration Committee

A Remuneration Committee was established on December 7, 2011, to monitor and inspect remuneration practices on behalf of the Board of Directors in accordance with the

Regulation on the Banks' Corporate Governance Principles issued by the Banking Regulation and Supervision Agency.

The Committee evaluates remuneration policies and practices within the framework of risk management and reports its recommendations annually to the Board of Directors. The qualifications of the members of the Committee are presented in the section of "Management" of the report.

Credit Committee

The Credit Committee is authorized to decide on credits and loans, which are under consideration to be granted to the individuals or corporations in accordance with the Banking Law, the regulations of the BRSA, and the internal rules of the Bank. The Committee convenes every week, assesses these proposals or applications, and approves, or rejects those within its limits of authority. The Committee submits those proposals or applications beyond its authority to the Board of Directors. The Committee consists of three full and two alternate members. The qualifications of the members of the Committee presented in the "Management" section of the report.

Other Committees

Management Board

The DFSG Management Board is a committee operating under the authority of the CEO with powers delegated by the Board of Directors. The Management Board meets once a week under the chairmanship of the CEO. Secretariat General and Sberbank Coordination Group EVP is a natural member of the Management Board without voting rights. The Management Board was established to prepare and provide information to the Board of Directors, and to evaluate, conclude and exchange ideas regarding certain strategic decisions. Upon accepting recommendations regarding subjects within the authorization limits of the CEO, the CEO along with the EVP of the relevant unit, or the GM of the relevant subsidiary proceeds to enact the change. Recommendations related to subjects within the authorization limits of the Board of Directors are presented to the Board of Directors by the CEO, and the decisions made are executed under the responsibility of the Board of Directors.

Committee Members

Hakan Ateş (CEO), Wouter Van Roste (Board Member in charge of Internal Systems), Timur Kozintsev (Board Member in charge of Credit Risk- CRO), Derya Kumru (Board Member), Ali Murat Dizdar (Chief Legal Advisor), Ayşenur Hıçkiran (Payment Systems and Non-Branch Channel Group EVP), Bora Böcügöz (Treasury and Financial Institutions Group EVP), Dilek Duman (Information Technology and Support Operations Group EVP), Murat Çelik^(*) (Digital Generation Banking Group EVP), Mustafa Saruhan Özel (Economic Research, Strategy and Program Management Office Group EVP), Ruslan Abil (Financial Affairs Group EVP), Tanju Kaya (Administrative Services and Investment Group EVP), Hayri Cansever (Secretariat General and Sberbank Coordination Group EVP)

Executive Committee

DFSG Executive Committee is a consultation body that operates within the framework of the responsibilities delegated to the CEO by the Board of Directors. The Executive Committee, in principle, meets at least once a month under the chairmanship of the CEO. The Executive Committee aims to make timely and reliable decisions in accordance with the “collective wisdom” principle.

Committee Members

Hakan Ateş (CEO), Wouter Van Roste (Board Member in charge of Internal Systems), Timur Kozintsev (Board Member in charge of Credit Risk- CRO), Derya Kumru (Board Member), Bank's EVPs, Ahmet Mesut Ersoy (DenizBank AG GM), Oğuz Yalçın (DenizBank Moscow GM), Kahraman Günaydın (DenizLeasing GM), Alper Tunga Emecan (DenizFaktoring GM), Fatih Arabacıoğlu (DenizPortfolio Management GM), Hüseyin Melih Akosman (DenizInvest Securities GM and Board Member), Mehmet Çitil (Deniz Real Estate Investment Trust GM)

Assets and Liabilities Committee

The Assets and Liabilities Committee meets every week under the chairmanship of the CEO and with the participation of the Bank's Chief Economist and the managers of groups which conduct activities that can impact the balance sheet. The meeting agenda consists of the balance sheet of the Bank, activities of the business lines, general economic data and evaluation of current political and economic developments, along with the determination of the weekly assets and liabilities strategy.

Committee Members

Hakan Ateş (CEO), Saruhan Özel (Economic Research, Strategy and Program Management Office Group EVP), EVPs and SVPs involved in activities affecting balance sheet

Executive Credit Risk Committee is responsible for reviewing the market and economic conditions and evaluating the issues that might cause negative effect on the credit portfolio of the Bank and subsidiaries, monitoring the economic developments that might lead to deterioration of the credit worthiness of customers and changes in other conditions, monitoring our Bank's legal follow up collections, evaluating the credit provision budget and convenes on a quarterly basis.

Committee Members

Hakan Ateş (CEO), Timur Kozintsev (Board Member in charge of Credit Risk- CRO), Wouter Van Roste (Board Member in charge of Internal Systems), Derya Kumru (Board Member), Ruslan Abil (Financial Affairs Group EVP), Ali Murat Dizdar (Chief Legal Advisor), İbrahim Şen (Credits Follow-up and Risk Monitoring Group EVP), Selim Efe Teoman (Corporate and Commercial Credits Group EVP), Hakan Turan Pala (Corporate, Commercial and Medium Enterprises Credits Administrative Follow up Group EVP), Edip Kürşad Başer (Credit Policies and Retail, SME, Agricultural Banking Credit Allocation Group EVP)

Disciplinary Committee

The Disciplinary Committee identifies operations and behavior punishable under the Bank's regulations and disciplinary code, as well as the perpetrators, their degrees of fault, and the potential damages. The meetings are chaired by the EVP in charge of Administration Services and Investment Group. The Disciplinary Committee meets at least six times a year and whenever required, depending on the meeting call and creates its own agenda.

Committee Members

Wouter Van Roste (Board Member in charge of Internal Systems), Tanju Kaya (Administrative Services and Investment Group EVP), Ramazan Işık (Head of Internal Audit), Cem Demirağ (Head of Internal Control and Compliance), Ali Murat Dizdar (Chief Legal Advisor), Mustafa Özel (Branches and Central Operations Group EVP) Yavuz Elkin (Human Resources and Deniz

Academy Group EVP), Internal Audit SVP, EVP or Company GM to whom the head office/ subsidiary employee reports to HR recruitment, career and remuneration management SVP

Compliance Committee

Compliance Committee gives advice related with the Bank's in-house compliance regulations. Committee convenes 4 times a year under the chairmanship of the Board Member responsible for the internal systems.

Committee Members

Wouter Van Roste (Board Member in charge of Internal Systems), Cem Demirağ (Head of Internal Control and Compliance), Tanju Kaya (Administrative Services and Investment Group EVP), Mustafa Özel (Branches and Central Operations Group EVP), Ali Murat Dizdar (Chief Legal Advisor), Ramazan Işık (Head of Internal Audit), Yavuz Elkin (Human Resources and Deniz Academy Group EVP)

Operational and Information Risk Committee

To discuss operational losses arising from inadequate and erroneous IT processes and corresponding actions. The committee convenes at least six times per year under the chairmanship of Board Member in charge of Internal Systems.

Committee Members

Wouter Van Roste (Board Member in charge of Internal Systems), Dilek Duman (Information Technology and Support Operations Group EVP), Ömer Uyar (Intertech GM), Ramazan Işık (Head of Internal Audit), Cem Demirağ (Head of Internal Control and Compliance), Murat ÇITAK (IT Security and Digital-Card. Payment Operations Group EVP), Intertech Infrastructure and Systems Management Assistant GM, Intertech PMO, Test, Document and Quality Management Assistant GM, Head office control units SVP, IT Audit SVP, IT Audit Department Head, Control Assessment and IT Control Department Head, Operational Risk Manager, Intertech IT Governance and KEP Management Architectural Consultant

^(*)As of 31.01.2018, resigned from his duties.

Rating Committee

The Committee convenes every three months under the chairmanship of the Board Member in charge of Credits: To give final decision about ratings of companies that are carried to the Committee, To follow up the functioning of rating processes.

Committee Members

Timur Kozintsev (Board Member in charge of Credit Risk- CRO), Selim Efe Teoman (Corporate and Commercial Credits Group EVP), Wouter Van Roste (Board Member in Charge of Internal Systems), Sinan Yılmaz (Head of Risk Management Center), Credit policies and risk monitoring SVP, Corporate and Commercial Allocation SVPs, Risk Reporting and Credit Risk Control and Risk modelling validation

Reputation Risk Committee

The Committee is established to manage the reputation risk management centrally. It manages the processes of identification, assessment, monitoring and reporting process of reputation risk taking into account all activities under the DFHD framework. Ensures preparation and implementation of internal documents on reputation risk and evaluates their efficiency. Approves internal documents accordingly. Manages reputation risk crises.

Committee Members

Wouter Van Roste (Board Member in charge of Internal Systems), Tanju Kaya (Administrative Services and Investment Group EVP), Cem Demirağ (Head of Internal Control and Compliance) and Ali Murat Dizdar (Chief Legal Advisor)

5.4 Risk Management and Internal Control Mechanism

The Board of Directors has established the risk management and internal control systems designed to minimize the risks that could affect shareholders and stakeholders; and the Annual Report includes detailed information on the functioning, management, authority, responsibilities and efficiency of the system. The Bank's Internal Control mechanism is managed by the Internal Control Center and Compliance Department, and by the Internal Audit Department. The Board of Directors monitors the efficiency of risk management and internal control systems via quarterly analyses and reports prepared by the Audit Committee. The Annual Report's section on the assessment of the Audit Committee provides further information on this issue.

5.5 The Company's Strategic Objectives

The Board of Directors administers and represents the Company by making strategic decisions that prioritize the long term interests of the Company, through a rational and prudent risk management approach designed to strike the optimum balance between the Bank's risk, growth and returns. To this end, the Board of Directors sets the Bank's strategic objectives, identifies the human and financial resources it will necessitate, monitors the planning of the organization and operations geared towards this goal, and audits the management's performance in line with defined targets. During the implementation of the strategy, the Board oversees the compliance of the Bank's operations with legislation, the Articles of Association, in-house regulations and policies.

The Company's Strategic Objectives have been approved by the Board of Directors. The strategic objectives and the actual degree of completion of the business plans and budgets designed to meet these objectives are periodically monitored and reported through a robust infrastructural system.

5.6 Remuneration

DenizBank publishes on the corporate website its Remuneration Policy, approved by the Board of Directors and established to set the principles of payroll and social benefits. Principles regarding the performance-based evaluation and remuneration of members of the Board of Directors, executive managers, the second-level managers of DenizBank, and second-level managers of subsidiaries are defined in the Remuneration Policy. Members of the Management Board (Executive Members of the Board of Directors and Vice Presidents) receive bonuses based on performance. The Chairman, Vice Chairman, and Board Members are paid an attendance fee determined by the General Assembly. Board members residing in Turkey were paid a gross monthly sum of TL 10,000 in 2017. As part of managers' bonus payments GM Premiums and the PUPA Premium system, performance based premium payment of approximately 2.71 monthly salaries were made to DFSG personnel in 2017.