

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

Distinguished Shareholders,

Ordinary General Shareholders' Assembly of our Bank for the 2008 accounting year will meet on Thursday, 20 March 2009 at 10:00 a.m. at the following address "Deniz Akademi İstanbul Kampüsü Selma Akboğa Konferans Salonu Gülbahar Mahallesi Salih Tozan Caddesi No:18 Karamancılar İş Merkezi A Blok Mecidiyeköy/İstanbul" to debate and decide on the items of the following agenda:

In order to participate in the meeting, our Shareholders must

- According to provision of the Article 360 of Turkish Trade Law, submit their registered shares or the document indicating that they own the shares to Investor Relations and Financial Communication Department in the Head Office of the Bank located in Büyükdere Caddesi No:106 Esentepe/İstanbul one week before the date of the meeting at the latest and get entry cards for the meeting;
- According to the Communiqué, Number 8, Serial Number IV by Capital Markets Board, establish a power-of-attorney, an example of which is below and have their signatures approved by notary in case they wish to be represented through their representative rather than participate in the meeting in person, and submit the power-of-attorney to the Investor Relations and Financial Communication Department in the Head Office of our Bank one week before the date of the meeting at the latest.

2008 financial tables and footnotes, External Audit Company Report and 2008 Annual Report including Dividend Distribution Proposal and Auditors' Report will be kept open to the examination of our shareholders as of 26 February 2009 in Investor Relations and Financial Communication Department in the Head Office of the Bank located in Büyükdere Caddesi No:106 Esentepe/İstanbul and on the official website of our Bank, <http://www.denizbank.com>.

**DENİZBANK A.Ş.
AGENDA OF ORDINARY GENERAL ASSEMBLY MEETING**

1. Opening and establishment of Board.
2. Authorization of the Board to sign "Assembly meeting minutes" and "attendee's list".
3. To take decisions about reading, discussing and approval of Balance Sheet and, Profit and Loss Statement for the fiscal year 2008; Report of Independent Auditor prepared by DELOITTE-DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. - as a result of independent audit proceedings of the fiscal year of 2008 and report of Board of Directors and Statutory Audit Report.
4. Discharge of the Board of Directors and Statutory Auditors from the activities concerning the fiscal year of 2008.

5. Acquitting the resigned board members Bruno Yves Marie Rene DELETRE, Alain P.B. DELOUIS and Hugo R.R. LASAT and approving the nominations of Claude Edgard L.G. PIRET, Stefaan L.G. DECRAENE and Philippe RUCHETON who have replaced the formers to complete the remaining period of time after the resignations.
6. To take decisions about accrued profit and loss according to Balance Sheet relating to the fiscal year of 2008.
7. Election of the auditors and decision on their period of term in office.
8. To take decisions about the honorarium and salaries of Members of the Board of Directors and of the Auditors.
9. Submitting the realized donations for the information of shareholders.
10. Granting the permissions stated in Article 334 and 335 of the Turkish Commercial Code to the members of the Board of Directors on the condition that points subject to permission are not included in the points banned by the Banking Law numbered 5411.
11. To take decisions about the issuance of bonds, profit share certificate, commercial paper and debenture bonds.
12. Wishes and requests.

FORM OF PROXY:

TO THE CHAIRMANSHIP OF THE BOARD OF DIRECTORS OF DENİZBANK A.Ş.

I/We hereby authorize to represent me/us at the Ordinary General Assembly Meeting of **DENİZBANK A.Ş.** to be held on Thursday, 20 March 2009 at 10:00 a.m. at “Deniz Akademi İstanbul Kampüsü Selma Akboğa Konferans Salonu Gülbahar Mahallesi Salih Tozan Caddesi No:18 Karamancılar İş Merkezi A Blok Mecidiyeköy/İstanbul” within the framework of the views mentioned below and to vote, to bid, and to sign necessary documents.

A) SCOPE OF THE AUTHORITY OF REPRESENTATION

- a) The representative is authorized to vote on all agenda items based on his/her personal view.
- b) The representative is authorized to vote on agenda items according to the instructions below
Instructions: (Special transactions to be written here)
- c) The representative is authorized to vote according to proposals of the company management.
- d) The representative is authorized to vote on other issues that may arise during the meeting according to the instructions below. (If there are no instructions, the representative shall vote freely.)
Instructions: (Special transactions to be written here)

B) INFORMATION REGARDING SHARES OWNED BY SHAREHOLDER

- a) Order and serial :
- b) Share Number :
- c) Amount-Nominal Value :
- d) Give right to vote privilege :
- e) Bearer or Registered Shares :

NAME, SURNAME OR TITLE OF SHAREHOLDER :

ADDRESS :

SIGNATURE :

Note: For the Section (A), one of the sub-sections (a), (b) and (c) shall be selected. Explanations shall be included for sub-sections (b) and (d).