

**From:** DenizBank Investor Relations and Financial Communication Department

**Subject:** Resolutions of the Ordinary General Assembly

**Date:** 27.03.2014

---

Adopted at the Ordinary General Assembly of DenizBank A.S. held on 24 March 2011, the following have been resolved **unanimously**:

1. To approve of the Balance Sheet, Statement of Profit and Loss for the fiscal year of 2013, Independent Audit Report prepared by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member firm of Ernst & Young Global Limited) based on 2013 independent audit works and Board of Directors' Annual Report,
2. Of the net profit of 454.155.169,53.-TL that has accrued according to unconsolidated balance sheet of our Bank in 2013; to not set aside legal reserves from the profit of 2013 since the general legal reserve total has reached 20% of paid-in capital as per article 519/1 of Turkish Commercial Code numbered 6102 and to set aside the full amount of the accrued 454.155.169,53.-TL net profit as extraordinary legal reserve and not to distribute to shareholders,
3. To approve the discharge of Board Members Nikolay KUZNETSOV and Andrey DONSKIKH who resigned during the year and the nominations of Timur KOZINTSEV and Artem DOVLATOV who were nominated to Board memberships vacated by the above mentioned resignations to serve until the first General Assembly,
4. To discharge of Board Members who continue their duties for the activities of 2013,
5. Not to read the "DenizBank Financial Services Group Remuneration Policies Procedure" as a copy was distributed to participants of the meeting and to approve "DenizBank Financial Services Group Remuneration Policies Procedure" which has started to be applied on 01/01/2014,
6. As per Turkish Commercial Code, BRSA Regulations and Capital Markets Board legislation, to select "Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (a member firm of Ernst & Young Global Limited) to realize the auditing activities of the Bank for accounting year of 2014 which was determined as the independent audit committee by the Board of Directors to realize the auditing activities of the Bank for accounting year of 2014 and submitted for the approval of the General Assembly,
7. On condition to be outside of points forbidden by the Banking Law numbered 5411, to grant to Board Members the permit written in Articles 395 and 396 of Turkish Commercial Code numbered 6102 and the required permits for shareholders who hold Management Control, Board Members, senior managers and their spouses and blood relatives and relatives by marriage up to 2nd degree to make transactions that may lead to clash of interest with the Company or affiliates and compete in accordance with Article 1.3.6 of "Corporate Governance Principles" available in the Annex of Capital Markets Board Communiqué (II-17.1),
8. To authorize the Board of Directors to issue all kinds of bonds, revenue sharing certificates, commercial papers, bank bills, asset backed securities and other debt instruments accepted in the legislation to be issued domestically or abroad when necessary, to determine the maturity, amount, type, interest rate and all other features of all kinds of bonds, revenue sharing certificates, commercial papers, bank bills, asset backed securities and other debt instruments accepted in the legislation to be issued and also to follow up and finalize all transactions stated in the relevant communiqués of Capital Markets Board and other legislation.

Besides, the General Assembly was informed about the donations made in 2013 and that the total of the donation amount was TL 776.904 in accordance with the list obtained from the Financial Affairs Group.

We hereby declare that the above statement conforms to the principles set forth in the Regulation on Public Disclosures of the Capital Markets Board, that it reflects all information we received in connection with this matter, that the information is in accordance with our books and records, that we spent all efforts to obtain accurate and complete information about this matter and that we are responsible for the declarations made in these regards.

Sincerely yours,  
Denizbank A.Ş.