

From: DenizBank Investor Relations and Financial Communication Department

Subject: The Board of Directors' Decision Regarding to Capital Increase

Date: 12.02.2015

Board of Directors of the Bank, as its meeting held on February 11, 2015, has decided:

- To increase the Bank's share capital from 716.100.000.-TL to 1.816.100.000.-TL;
- The increased amount of 1.100.000.000.-TL to be covered as follows:
 - 94.501.078,19.-TL from the Share Premiums,
 - 3.910.025,59.-TL from the Share Premiums' Inflation Valuation Differences,
 - 189.164.065,04.-TL from the Inflation Valuation Differences of Paid-In Capital,
 - 262.424.831,18.-TL from the Revenues from the Sale of Shares in Subsidiaries and Participations, and of Real Estate,
 - The remaining 550.000.000.-TL to be undertaken in cash by the shareholders and paid before the registration of the share capital increase,
- To amend the Article 6 "CAPITAL OF THE BANK" of the Bank's Articles of Association as attached.
- As the relevant applications are to be made to the Capital Market Board, the Banking Regulation and Supervision Agency, and the Ministry of Customs and Trade of the Republic of Turkey in order to obtain the required prior approvals to increase the share capital of the Bank.
- The Bank's General Directorate shall be authorized to make the required applications and sign the required documents.

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.

DENİZBANK A.Ş.
DRAFT AMENDMENT TO THE ARTICLES OF ASSOCIATION

EXISTING TEXT	NEW TEXT
<p>CAPITAL OF THE BANK</p> <p>Article 6 – Paid-in Capital of the Bank is TL 716.100.000- (sevenhundredsixteenmillionone-hundredthousand), which is divided into 716.100.000 (sevenhundredsixteenmillionone-hundredthousand) registered shares each having a value of TL 1 (one Turkish Lira).</p> <p>Although the nominal value of shares were 1000 Turkish Liras; it was first amended as 1 New Turkish Lira in line with the Law Amending the Turkish Commercial Code numbered 5274; then as 1 Turkish Lira since the “New” Expression in New Turkish Lira and New Kuruş was abolished on January 1st, 2009 with the Council of Ministers Decision dated 4 April 2007 and numbered 2007/11963.</p> <p>The “Turkish Lira” expressions in these Articles of Association are expressions that have been amended in line with the Council of Ministers Decision.</p>	<p>CAPITAL OF THE BANK</p> <p>Article 6 – The share capital of the Bank (the “Capital”) is TL 1.816.100.000.</p> <p>This Capital is divided into 1.816.100.000 registered shares each having a nominal value of 1 (one) Turkish Lira.</p> <p>Paid-in Capital of the Bank is TL 716.100.000.</p> <p>The outstanding Capital of 1.100.000.000.-TL is under the procedure of share capital increase this time:</p> <ul style="list-style-type: none">• 94.501.078,19.-TL shall be covered from the Share Premiums,• 3.910.025,59.-TL shall be covered from the Share Premiums’ Inflation Valuation Differences,• 189.164.065,04.-TL shall be covered from the Inflation Valuation Differences of Paid-In Capital,• 262.424.831,18.-TL shall be covered from the Revenues from the Sale of Shares in Subsidiaries and Participations, and of Real Estate,• The remaining 550.000.000.-TL shall be undertaken in cash by the shareholders and paid before the registration of Capital increase.