

(Convenience Translation of Consolidated Financial Statements Originally Issued in Turkish - See Note 3.1.1)

DENİZBANK A.Ş. AND ITS SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS AS OF 31 DECEMBER 2005 AND 2004

(Thousands of YTL - New Turkish Lira)

ASSETS	Footnotes	THOUSANDS OF NEW TURKISH LIRA					
		CURRENT PERIOD			PRIOR PERIOD		
		(31/12/2005)			(31/12/2004)		
		YTL	FC	Total	YTL	FC	Total
I. CASH AND BALANCES WITH THE CENTRAL BANK	(5.1.1)	170,980	268,682	439,662	106,476	294,200	400,676
1.1.Cash		40,328	-	40,328	45,066	-	45,066
1.2.Cash in Foreign Currency		-	145,779	145,779	-	188,887	188,887
1.3.Balances with the Central Bank		130,652	121,854	252,506	61,406	105,046	166,452
1.4.Other		-	1,049	1,049	4	267	271
II. TRADING SECURITIES (Net)	(5.1.2)	186,034	107,672	293,706	235,073	74,068	309,141
2.1.Public Sector Debt Securities		93,313	8,760	102,073	145,092	35,718	180,810
2.1.1.Government Bonds		87,127	8,760	95,887	138,984	32,842	171,826
2.1.2.Treasury Bills		6,186	-	6,186	6,108	-	6,108
2.1.3.Other		-	-	-	-	2,876	2,876
2.2.Share Certificates		92,721	-	92,721	89,981	-	89,981
2.3.Other Securities		-	98,912	98,912	-	38,350	38,350
III. BANKS AND OTHER FINANCIAL INSTITUTIONS	(5.1.3)	95,613	2,180,208	2,275,821	173,432	1,469,324	1,642,756
3.1.Banks		95,613	2,180,208	2,275,821	173,432	1,468,752	1,642,184
3.1.1.Domestic Banks		83,748	546,124	629,872	164,156	33,065	197,221
3.1.2.Foreign Banks		11,865	1,634,084	1,645,949	9,276	1,435,687	1,444,963
3.1.3.Foreign Branches		-	-	-	-	-	-
3.2.Other Financial Institutions		-	-	-	-	572	572
IV. INTERBANK MONEY MARKET	(5.1.4)	390,312	-	390,312	189,625	7,850	197,475
4.1.Interbank Money Market Placements		226,000	-	226,000	93,000	7,850	100,850
4.2.Istanbul Stock Exchange Money Market Placements		800	-	800	543	-	543
4.3.Receivables from Reverse Repurchase Agreements		163,512	-	163,512	96,082	-	96,082
V. INVESTMENT SECURITIES AVAILABLE FOR SALE (Net)	(5.1.5)	801,557	447,536	1,249,093	733,711	598,016	1,331,727
5.1.Share Certificates		4,134	15	4,149	3,443	17	3,460
5.2.Other Securities		797,423	447,521	1,244,944	730,268	597,999	1,328,267
VI. LOANS	(5.1.6)	3,131,326	2,606,516	5,737,842	1,695,927	1,518,348	3,214,275
6.1.Short Term		2,182,473	1,395,517	3,577,990	1,497,960	798,083	2,296,043
6.2.Medium and Long Term		936,425	1,210,750	2,147,175	184,611	720,265	904,876
6.3.Loans under Follow-Up		132,436	2,653	135,089	115,354	845	116,199
6.4.Specific Provisions (-)		120,008	2,404	122,412	101,998	845	102,843
VII. FACTORING RECEIVABLES	(5.1.7)	150,728	45,832	196,560	-	-	-
VIII. INVESTMENT SECURITIES HELD TO MATURITY (Net)	(5.1.8)	24,115	201,817	225,932	24,115	143,772	167,887
8.1.Public Sector Debt Securities		24,115	72,208	96,323	24,115	58,307	82,422
8.1.1.Government Bonds		24,115	72,208	96,323	24,115	58,307	82,422
8.1.2.Treasury Bills		-	-	-	-	-	-
8.1.3.Other		-	-	-	-	-	-
8.2.Other Securities		-	129,609	129,609	-	85,465	85,465
IX. INVESTMENTS IN ASSOCIATES	(5.1.9)	121,487	-	121,487	124,504	-	124,504
9.1.Financial Investments in Associates		9	-	9	-	-	-
9.2.Non-Financial Investments in Associates		121,478	-	121,478	124,504	-	124,504
X. INVESTMENTS IN SUBSIDIARIES	(5.1.10)	8,042	-	8,042	7,822	-	7,822
10.1.Financial Investments in Subsidiaries		119	-	119	-	-	-
10.2.Non-Financial Investments in Subsidiaries		7,923	-	7,923	7,822	-	7,822
XI. OTHER INVESTMENTS	(5.1.11)	-	-	-	6	-	6
XII. FINANCIAL LEASE RECEIVABLES (Net)	(5.1.12)	24,187	214,868	239,055	-	-	-
12.1.Gross Financial Lease Receivables		33,361	258,451	291,812	-	-	-
12.2.Unearned Income (-)		9,174	43,583	52,757	-	-	-
XIII. RESERVE DEPOSITS		-	325,113	325,113	44,979	249,729	294,708
XIV. MISCELLANEOUS RECEIVABLES	(5.1.13)	60,108	5,422	65,530	18,845	575	19,420
XV. ACCRUED INTEREST AND INCOME	(5.1.14)	84,111	59,602	143,713	84,455	43,866	128,321
15.1.Loans		43,291	30,410	73,701	23,891	19,144	43,035
15.2.Securities		34,100	14,803	48,903	50,515	16,012	66,527
15.3.Other		6,720	14,389	21,109	10,049	8,710	18,759
XVI. TANGIBLE ASSETS (Net)	(5.1.15)	127,942	3,439	131,381	118,376	3,904	122,280
16.1.Cost		203,340	6,495	209,835	178,931	6,562	185,493
16.2.Accumulated Depreciation (-)		75,398	3,056	78,454	60,555	2,658	63,213
XVII. INTANGIBLE ASSETS [Net]	(5.1.16)	11,275	2,340	13,615	11,925	2,102	14,027
17.1.Goodwill		-	-	-	-	-	-
17.2.Other		36,859	4,816	41,675	31,081	4,029	35,110
17.3.Accumulated Amortisation (-)		25,584	2,476	28,060	19,156	1,927	21,083
XVIII. DEFERRED TAX ASSET	(5.1.17)	5,075	17	5,092	14,633	-	14,633
XIX. OTHER ASSETS	(5.1.18)	102,372	11,222	113,594	63,471	19,201	82,672
TOTAL ASSETS		5,495,264	6,480,286	11,975,550	3,647,375	4,424,955	8,072,330

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DENİZBANK A.Ş. AND ITS SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS AS OF 31 DECEMBER 2005 AND 2004

(Thousands of YTL - New Turkish Lira)

LIABILITIES AND EQUITY	Footnotes	THOUSANDS OF NEW TURKISH LIRA					
		CURRENT PERIOD			PRIOR PERIOD		
		(31/12/2005)			(31/12/2004)		
		YTL	FC	Total	YTL	FC	Total
I. DEPOSITS	(5.II.1)	2,704,889	4,549,213	7,254,102	1,631,980	3,537,585	5,169,565
1.1.Bank Deposits		61,420	212,552	273,972	34,490	25,677	60,167
1.2.Saving Deposits		1,655,078	323,101	1,978,179	922,462	254,452	1,176,914
1.3.Public Sector Deposits		43,919	-	43,919	2,234	-	2,234
1.4.Commercial Deposits		915,935	633,765	1,549,700	596,176	414,571	1,010,747
1.5.Other Institutions Deposits		28,537	-	28,537	73,083	9,613	82,696
1.6.Foreign Currency Deposits		-	3,379,221	3,379,221	3,535	2,833,133	2,836,668
1.7.Precious Metals Deposits		-	574	574	-	139	139
II. INTERBANK MONEY MARKET	(5.II.2)	480,354	35,662	516,016	356,091	212,231	568,322
2.1.Interbank money market Takings		-	-	-	-	212,231	212,231
2.2.Istanbul Stock Exchange Money Market Takings		92,500	-	92,500	-	-	-
2.3.Funds Provided under Repurchase Agreements		387,854	35,662	423,516	356,091	-	356,091
III. FUNDS BORROWED	(5.II.3)	203,519	2,387,355	2,590,874	47,766	979,955	1,027,721
3.1.Funds Borrowed from the Central Bank		-	-	-	-	-	-
3.2.Other Funds Borrowed		203,519	2,387,355	2,590,874	47,766	979,955	1,027,721
3.2.1.Domestic Banks and Institutions		99,494	46,317	145,811	40,066	58,257	98,323
3.2.2.Foreign Banks, Institutions and Funds		104,025	2,341,038	2,445,063	7,700	921,698	929,398
IV. SECURITIES ISSUED (Net)	(5.II.4)	-	-	-	-	-	-
4.1.Bills		-	-	-	-	-	-
4.2.Asset Backed Securities		-	-	-	-	-	-
4.3.Bonds		-	-	-	-	-	-
V. FUNDS	(5.II.5)	-	-	-	-	-	-
VI. MISCELLANEOUS PAYABLES	(5.II.6)	180,220	12,443	192,663	132,678	27,566	160,244
VII. OTHER EXTERNAL RESOURCES PAYABLE	(5.II.7)	54,537	2,623	57,160	61,532	11,193	72,725
VIII. TAXES AND OTHER DUTIES PAYABLE	(5.II.8)	25,283	716	25,999	18,682	2,023	20,705
IX. FACTORING PAYABLES	(5.II.9)	1,892	13,630	15,522	-	-	-
X. FINANCIAL LEASE PAYABLES (Net)	(5.II.10)	9	1	10	495	16,435	16,930
10.1.Financial Lease Payables		14	2	16	543	19,003	19,546
10.2.Deferred Financial Leasing Expenses (-)		5	1	6	48	2,568	2,616
XI. ACCRUED INTEREST AND EXPENSES	(5.II.11)	28,471	70,980	99,451	20,174	55,756	75,930
11.1.Deposits		17,907	23,792	41,699	16,541	16,257	32,798
11.2.Borrowings		4,187	29,459	33,646	4	9,744	9,748
11.3.Repurchase Agreements		319	-	319	226	-	226
11.4.Other		6,058	17,729	23,787	3,403	29,755	33,158
XII. PROVISIONS	(5.II.12)	119,081	12,631	131,712	73,308	13,910	87,218
12.1.General Provisions		34,786	-	34,786	23,569	189	23,758
12.2.Reserve for Employee Termination Benefits		19,434	436	19,870	13,620	395	14,015
12.3.Provisions for Income Taxes		58,724	481	59,205	29,216	294	29,510
12.4.Insurance Technical Provisions		-	-	-	-	-	-
12.5.Other Provisions		6,137	11,714	17,851	6,903	13,032	19,935
XIII. SUBORDINATED LOANS	(5.II.13)	-	-	-	-	-	-
XIV. MINORITY INTEREST		-	-	-	-	-	-
XV. DEFERRED TAX LIABILITY	(5.II.14)	384	187	571	-	-	-
XVI. SHAREHOLDERS' EQUITY	(5.II.13)	1,061,627	29,843	1,091,470	767,348	105,622	872,970
16.1.Paid-In Capital		316,100	-	316,100	316,100	-	316,100
16.2.Supplementary Capital		406,997	800	407,797	415,001	1,451	416,452
16.2.1.Share Premium	(5.II.14)	98,351	-	98,351	98,351	-	98,351
16.2.2.Share Cancellation Profits		-	-	-	-	-	-
16.2.3.Securities Value Increase Fund	(5.II.15)	107,992	800	108,792	113,627	1,451	115,078
16.2.4.Revaluation Fund	(5.II.16)	-	-	-	-	-	-
16.2.5.Revaluation Surplus	(5.II.17)	11,490	-	11,490	13,859	-	13,859
16.2.6.Other Supplementary Capital		189,164	-	189,164	189,164	-	189,164
16.2.7.Capital Reserves from Inflation Adjustments to Paid-In Capital		-	-	-	-	-	-
16.3.Profit Reserves		113,608	(292)	113,316	-	(6,071)	(6,071)
16.3.1.Legal Reserves	(5.II.18)	5,631	-	5,631	-	-	-
16.3.2.Status Reserves		-	-	-	-	-	-
16.3.3.Extraordinary Reserves	(5.II.19)	106,983	-	106,983	-	-	-
16.3.4.Other Profit Reserves		994	(292)	702	-	(6,071)	(6,071)
15.4. Profit or Loss	(5.II.20)	224,922	29,335	254,257	36,247	110,242	146,489
16.4.1.Prior Periods Income / Loss		10,708	17,097	27,805	(50)	9,832	9,782
16.4.1.1.Group's Share		10,708	17,097	27,805	(50)	9,832	9,782
16.4.1.2.Minority Shares		-	-	-	-	-	-
16.4.2.Current Period Income / Loss		214,214	12,238	226,452	36,297	100,410	136,707
16.4.2.1.Group's Share		214,214	12,238	226,452	36,297	100,410	136,707
16.4.2.2.Minority Shares		-	-	-	-	-	-
TOTAL LIABILITIES AND EQUITY		4,860,266	7,115,284	11,975,550	3,110,054	4,962,276	8,072,330

DENİZBANK A.Ş. AND ITS SUBSIDIARIES
CONSOLIDATED INCOME STATEMENTS FOR THE YEARS
ENDED 31 DECEMBER 2005 AND 2004
(Thousands of YTL - New Turkish Lira)

INCOME AND EXPENSE ITEMS	Footnotes	THOUSANDS OF NEW TURKISH LIRA	
		CURRENT PERIOD	PRIOR PERIOD
		(01/01/2005 - 31/12/2005)	(01/01/2004 - 31/12/2004)
I. INTEREST INCOME	(4.III.1)	1,028,176	859,088
1.1. Interest on Loans		622,445	415,894
1.1.1. Interest on YTL Loans		496,046	327,881
1.1.1.1. Short term Loans		385,344	306,029
1.1.1.2. Medium and Long Term Loans		110,702	21,852
1.1.2. Interest on Foreign Currency Loans		118,782	83,427
1.1.2.1. Short Term Loans		55,006	40,982
1.1.2.2. Medium and Long Term Loans		63,776	42,445
1.1.3. Interest on Loans Under Follow-Up		7,617	4,586
1.1.4. Premiums Received from Resource Utilisation Support Fund		-	-
1.2. Interest Received from Reserve Deposits		16,346	13,028
1.3. Interest Received from Banks		35,601	34,653
1.3.1. The Central Bank of Turkey		1,623	794
1.3.2. Domestic Banks		9,132	13,431
1.3.3. Foreign Banks		24,846	20,428
1.3.4. Interest Received from Foreign Branches		-	-
1.4. Interest Received from Money Market Transactions		3,080	12,608
1.5. Interest Received from Securities Portfolio		292,355	374,345
1.5.1. Trading Securities		58,028	152,229
1.5.2. Available-for-Sale Securities		223,905	201,650
1.5.3. Held to Maturity Securities		10,422	20,466
1.6. Other Interest Income		58,349	8,560
II. INTEREST EXPENSE	(4.III.2)	500,952	458,222
2.1. Interest on Deposits		374,372	383,368
2.1.1. Bank Deposits		16,111	18,385
2.1.2. Saving Deposits		184,102	190,585
2.1.3. Public Sector Deposits		2,098	1,123
2.1.4. Commercial Deposits		94,035	102,836
2.1.5. Other Institutions Deposits		1,458	7,412
2.1.6. Foreign Currency Deposits		76,568	63,027
2.1.7. Precious Metals Deposits		-	-
2.2. Interest on Money Market Transactions		8,128	7,008
2.3. Interest on Funds Borrowed		93,462	29,336
2.3.1. The Central Bank of Turkey		-	-
2.3.2. Domestic Banks		19,204	10,726
2.3.3. Foreign Banks		74,258	18,610
2.3.4. Foreign Branches		-	-
2.3.4. Other Financial Institutions		-	-
2.4. Interest on Securities Issued		-	560
2.5. Other Interest Expense		24,990	37,950
III. NET INTEREST INCOME (I - II)		527,224	400,866
IV. NET FEES AND COMMISSIONS INCOME		146,721	92,765
4.1. Fees and Commissions Received		206,085	155,988
4.1.1. Cash Loans		13,213	10,595
4.1.2. Non-Cash Loans		34,445	29,893
4.1.3. Other		158,427	115,500
4.2. Fees and Commissions Paid		59,364	63,223
4.2.1. Cash Loans		4,572	3,488
4.2.2. Non-Cash Loans		833	127
4.2.3. Other		53,959	59,608
V. DIVIDEND INCOME		-	8
5.1. Trading Securities		-	8
5.2. Available-for-Sale Securities		-	-
VI. NET TRADING INCOME / LOSS		11,027	54,264
6.1. Profit / Losses on Trading Account Securities (Net)		33,625	29,535
6.1.1. Profit on Trading Account Securities		91,283	104,760
6.1.1.1. Profit on Derivatives		40,047	35,807
6.1.1.2. Other		51,236	68,953
6.1.2. Losses on Trading Account Securities (-)		57,658	75,225
6.1.2.1. Losses on Derivatives		35,172	31,424
6.1.2.2. Other		22,486	43,801
6.2. Foreign Exchange Gains / Losses (Net)		(22,598)	24,729
6.2.1. Foreign Exchange Gains		2,453,739	1,556,872
6.2.2. Foreign Exchange Losses (-)		2,476,337	1,532,143
VII. OTHER OPERATING INCOME	(5.III.3)	113,017	78,020
VIII. TOTAL OPERATING INCOME (III+IV+V+VI+VII)		797,989	625,923
IX. PROVISION FOR LOAN LOSSES OR OTHER RECEIVABLES (-)	(5.III.4)	68,611	84,436
X. OTHER OPERATING EXPENSES (-)	(5.III.5)	432,280	334,025
XI. NET OPERATING PROFIT / LOSS (VIII-IX-X)		297,098	207,462
XII. INCOME / LOSSES FROM ASSOCIATES AND SUBSIDIARIES	(5.III.6)	1,886	856
XIII. GAIN / LOSS ON NET MONETARY POSITION		-	(51,825)
XIV. PROFIT / LOSS BEFORE TAXES (XI+XII+XIII)		298,984	156,493
XV. PROVISION FOR TAXES ON INCOME (-)	(5.III.8)	(72,532)	(19,681)
15.1. Current Tax Provision		(65,922)	(29,778)
15.2. Deferred Tax Provision		(6,610)	10,097
XVI. NET OPERATING PROFIT / LOSS AFTER TAXES (XIV-XV)		226,452	136,812
XVII. EXTRAORDINARY INCOME / EXPENSE AFTER TAXES		-	(105)
17.1. Extraordinary Net Income / Expense before Taxes		-	(105)
17.1.1. Extraordinary Income		-	74
17.1.2. Extraordinary Expense (-)		-	179
17.2. Provision for Taxes on Extraordinary Income		-	-
XVIII. PROFIT / LOSSES ON UNCONSOLIDATED INVESTMENTS (-)	(5.III.7)	-	-
XIX. NET PROFIT / LOSSES (XVI+XVII+XVIII)	(5.III.9)	226,452	136,707
19.1. Group's Profit / Loss		226,452	136,707
19.2. Minority Shares		-	-
Earnings / Losses per Share (Full YTL)		0.72	0.43