

DENİZBANK A.Ş.
MEETING MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY
DATED 28/11/2019

The Extraordinary General Assembly meeting of Denizbank A.Ş. was held on Thursday on 28/11/2019, at 10:00 a.m. in Denizbank Head Office, Selma Akboğa Conference Hall, located in Büyükdere Caddesi, No: 141, Esentepe- Şişli/Istanbul, under the supervision of Ministry Representative Feyyaz BAL appointed with the letter of the Republic of Turkey Ministry of Trade (represented by the Istanbul Provincial Trade Directorate) dated 27/11/2019 and numbered 00049847330.

It was observed that the announcements of the meeting were published in Public Disclosure Platform, the Electronic General Assembly System of Merkezi Kayıt Kuruluşu A.Ş., the website of the company- www.denizbank.com-, copy of the Turkish Trade Registry Gazette dated 05/11/2019 and numbered 9944, and sent to the shareholders who entrusted minimum one share to the Bank via registered and reply paid letter on 06/11/2019.

Upon reviewing the list of attendants and understanding that out of 3.316.100.000 shares corresponding to 3.316.100.000.-TL capital of the company; 3.314.673.795,846 shares in total including 3.314.673.785,846 shares corresponding to 3.314.673.785,846.- TL capital by Proxy (physical participation) and 10 shares corresponding to 10 TL capital acting as principal (physical participation) were represented in the meeting and the documents regarding representatives were full and as per the clauses 5 and 6 of the article 1527 of the Turkish Code Commerce, the Company fulfilled the electronic general board preparations of the Company and all formalities as per the legal regulations and thus the minimum quorum provided in the law and articles of association was present, the meeting was opened both physically and on the electronic media by the Board Member Mr Nihat SEVINC at 10:02 am.

1. A proposal was submitted regarding establishment of the Assembly. As there was no other proposal submitted after reading the proposal, it was **UNANIMOUSLY** decided to elect Ali Murat DİZDAR as Chairman of the General Assembly, İlknur TÜYSÜZ and Yeliz KORAŞLI ÖZDEMİR as Vote Collectors, and Rasim ORMAN

The Assembly was established accordingly. It was determined by Chairman of the meeting that documents granting the right of participation to the meeting were checked in terms of suitability by the management body.

2. The Chairman requested the Protocol Clerk to read item 2 of the Agenda, and submitted the item related to granting authorization to the General Assembly to sign the minutes of the meeting and Attendee's List to open vote. Upon voting; it was **UNANIMOUSLY** decided by the attendees for the minutes of the meeting and Attendee's List to be signed by the General Assembly

3. The Chairman requested Protocol Clerk to read item 3 of the Agenda and,

It was seen that a proposal had been given to take a decision about payments to be made to Board Members. The Chairman had the Clerk read the proposal. Upon understanding that there was no other proposal, the Chairman submitted the proposal to voting.

As a result of the voting;

It was **UNANIMOUSLY** decided to authorize the Board of Directors

- To pay monthly net up to maximum limit 250.000.-TL fee to the Board Members **Hesham Abdulla Qassim ALQASSIM, Mohamed Hadi Ahmed Abdulla ALHUSSAINI**, Independent Board Members **Deniz Ülke ARIBOĞAN** and **Nihat SEVİNÇ** for their roles by the end of their term,
- Not to make a payment to the board members **Hakan ATEŞ, Wouter G.M. Van ROSTE, Derya KUMRU, Timur KOZINTSEV, Shayne Keith NELSON** and **Jonathan Edward MORRIS** for their roles by the end of their term,
- To determine whether the fees to be paid are in net amount or gross amount.

4- The Chairman asked whether or not there were any comments or wishes.

As there were no other comments, the Chairman of the Meeting asked whether there were any objections to any of the decisions taken during the meeting. As there was no objection, this report was prepared at 10:10 a.m. at the address stated and submitted for sign-off.

The Chairman closed the meeting after thanking all participants and wished that the decisions made and the studies that were carried out bring the best of luck to the bank after stating that all agenda items were discussed.

Representative of the Ministry

Feyyaz BAL

Chairman of the Ordinary General
Assembly

Ali Murat DİZDAR

Vote Collectors

Yeliz KORAŞLI ÖZDEMİR İlknur TÜYSÜZ

Protocol Clerk

Rasim ORMAN