

**Resolutions
for the
Denizbank A.Đ.
Ordinary General Assembly**

Adopted at the General Assembly of Denizbank A.Đ. held on 28 March 2005, the following have been resolved by the majority of votes.

RESOLUTIONS

1. The annual financial statements for 2004, the audit report submitted by the Independent Auditor of Denizbank A.Đ., "KPMG Cevdet Suner Denetim ve Yeminli Mali M¼pavirlik A.Đ." for 2004 and the report submitted by the Board of Directors and the Internal Auditor have been ratified.
2. The Board of Directors and Auditors with regards to the operations and accounts of Denizbank A.Đ. for 2004 have been released from liability.
3. Mr. Cem Kadýrgan and Mr. Đerif Arý have been elected as the new Auditors for a term of two years.
4. The remuneration of the Auditors has been ratified as TRY 500 gross per month.
5. The dividend distribution scheme with regards to 2004 profits has been ratified as follows;
 - a. from the 2004 net profit of TRY 122,710,889.27, TRY 10,097,505.85 will be deducted as a tax asset income,
 - b. from the remaining TRY 112,613,383.42, 5% (TRY 5,630,669.17) of it will be kept as legal reserves according to the article 466/1 of the Turkish Commercial Code,
 - c. the remaining TRY 106,982,714.25 will be withheld as extraordinary reserves.
6. The appointment of "KPMG – Akis Serbest Muhasebeci Mali M¼pavirlik A.Đ." as the Independent Auditor has been ratified, and the Board of Directors was given authorization for the selection of a new Independent Auditor should "KPMG – Akis Serbest Muhasebeci Mali M¼pavirlik A.Đ." be released from duty,
7. The Board of Directors has been empowered in connection with matters falling within the scope of articles 334 and 335 of the Turkish Commercial Code, except those forbidden by the article 41 of the Banking Law with serial 4389,
8. The Board of Directors has been empowered with regards to the issuance of various kinds of debt instruments including debenture bonds, financing bonds and profit sharing certificates.