

# DenizBank KYBF (CGIF - Corporate Governance Information Form)

<b>1. SHAREHOLDERS</b>	
<b>1.1. Facilitating the Exercise of Shareholders Rights</b>	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	Not organized.
<b>1.2. Right to Obtain and Examine Information</b>	
The number of special audit request(s)	0
The number of special audit requests that were accepted at the General Shareholders' Meeting	0
<b>1.3. General Assembly</b>	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	<a href="https://www.denizbank.com/en/investor-relations/generally-assembly/information-notes.aspx">https://www.denizbank.com/en/investor-relations/generally-assembly/information-notes.aspx</a> <a href="https://www.denizbank.com/en/about-us/corporate-governance/articles-of-association.aspx">https://www.denizbank.com/en/about-us/corporate-governance/articles-of-association.aspx</a>
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Great majority of the documents are also published in English on the website but not at PDP.
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	There is no transaction that is not approved by the majority of independent Board Members or by unanimous votes of present board members.
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communiqué on Corporate Governance (II-17.1)	There is no transaction under Article 9.
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communiqué on Corporate Governance (II-17.1)	There is no transaction under Article 10.
The name of the section on the corporate website that demonstrates the donation policy of the company	About us / Corporate Governance / Policies / Corporate Social Responsibility Policy
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	<a href="https://www.kap.org.tr/Bildirim/269460">https://www.kap.org.tr/Bildirim/269460</a>
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	The Articles of Association contain no articles on this subject.
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	Except from shareholders, the Statutory Authority Representatives and Independent Auditors participated in the meeting.
<b>1.4. Voting Rights</b>	
Whether the shares of the company have differential voting rights	YES: NO: X
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	There is no shares that carry privileged voting rights
The percentage of ownership of the largest shareholder	99.85%
<b>1.5. Minority Rights</b>	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	YES: NO: X
If yes, specify the relevant provision of the articles of association	-
<b>1.6. Dividend Right</b>	
The name of the section on the corporate website that describes the dividend distribution policy	About us / Corporate Governance / Policies / Dividend Distribution Policy
Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend	<a href="https://www.denizbank.com/en/investor-relations/generally-assembly/resolution.aspx">https://www.denizbank.com/en/investor-relations/generally-assembly/resolution.aspx</a>
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	<a href="https://www.kap.org.tr/Bildirim/671345">https://www.kap.org.tr/Bildirim/671345</a>

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General Assembly Meetings									
General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
29.03.2018	0	99.85%	99.85%	-	Investor Relations / General Assembly/ Resolution	Responded during the meeting: Investor Relations / General Assembly/ Resolution Responded after the meeting: Investor Relations / General Assembly/ Information Note	-	132	<a href="https://www.kap.org.tr/tr/Bildirim/662855">https://www.kap.org.tr/tr/Bildirim/662855</a>

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Investor Relations/Share Information About us / Corporate Governance / Articles of Association Investor Relations / Announcements Investor Relations / Financial Information Investor Relations / Annual Reports Investor Relations / Bonds&Bills Issuance Investor Relations / General Assembly About us / Corporate Governance / Policies PathFinder
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	Investor Relations / Shareholder Structure
List of languages for which the website is available	Turkish / English / Russian (Some key subjects)

<b>2.2. Annual Report</b>	
<b>The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.</b>	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	SECTION II / Board of Directors SECTION II / DenizBank Corporate Governance Principles Compliance Report / PART V: BOARD OF DIRECTORS / 5.1 Structure and Formation of the Board of Directors
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	SECTION II / DenizBank Corporate Governance Principles Compliance Report / PART V: BOARD OF DIRECTORS / 5.3 Number, Structure and Independence of Board Committees
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	SECTION II / DenizBank Corporate Governance Principles Compliance Report / PART V: BOARD OF DIRECTORS / 5.2 Operating Principles of the Board of Directors
ç) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	SECTION III / Assessment of The Audit Committee & SECTION IV Independent Audit Reports, Financial Statements and Notes
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	SECTION IV Independent Audit Reports, Financial Statements and Notes
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	SECTION III / Assessment of The Audit Committee
f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	SECTION IV Independent Audit Reports, Financial Statements and Notes
g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results	SECTION II / DenizBank Corporate Governance Principles Compliance Report / PART IV: STAKEHOLDERS / 4.3 Human Resources Policy & 4.4 Code of Ethics and Social Responsibility
<b>3. STAKEHOLDERS</b>	
<b>3.1. Corporation's Policy on Stakeholders</b>	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	-
The number of definitive convictions the company was subject to in relation to breach of employee rights	Our Bank performs its operations in accordance with the Labor Law No. 4857 and the related legislation and there is no definitive convictions against us in relation to breach of employee rights.
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	Head of Internal Control and Compliance( Compliance Officer)
The contact detail of the company alert mechanism.	1. Ethics (Declaration) Line is accessed on Deniz Portal via menu called "How Can I Help You?" 2. E-mail : ETIKBILDIRIM@denizbank.com 3. Telephone: + 90 212 348 6055
<b>3.2. Supporting the Participation of the Stakeholders in the Corporation's Management</b>	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies.	About us / Corporate Governance/ Corporate Governance Report
Corporate bodies where employees are actually represented	Employee Surveys, Suggestion System, Innovation Committee, "I Have an Idea" Platform

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<b>3.3. Human Resources Policy</b>	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	The Board of Directors is exclusively authorized for the appointment and dismissal of key executives, and the plans are made within the framework of the general policy and related procedures.
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	About us / Corporate Governance / Policies
Whether the company provides an employee stock ownership programme	There is employee stock ownership programme: There is no employee stock ownership programme: X
The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	About us / Corporate Governance / Policies <b>Respect for Individuals</b> Recognizing that the first criterion for success is respect for the individual, and providing all employees, without discrimination, with the harmonious professional environment and physical means necessary for them to fully utilize and improve their abilities and skills.
The number of definitive convictions the company is subject to in relation to health and safety measures	1
<b>3.5. Ethical Rules and Social Responsibility</b>	
The name of the section on the corporate website that demonstrates the code of ethics	About us / Corporate Governance/ Ethical Principles
The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.	About us / Corporate Governance/ Ethical Principles
Any measures combating any kind of corruption including embezzlement and bribery	About us / Corporate Governance / Policies / Anti-Corruption Policy

<b>4. BOARD OF DIRECTORS-I</b>	
<b>4.2. Activity of the Board of Directors</b>	
Date of the last board evaluation conducted	December '18
Whether the board evaluation was externally facilitated	YES: NO: X
Whether all board members released from their duties at the GSM	YES: X NO:
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	Wouter Van Roste - Board Member in charge of Internal Systems Timur Kozintsev-Board Member in charge of Credit Risk- CRO Derya Kumru - Board Member in charge of Wholesale Banking
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	4
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	SECTION III FINANCIAL INFORMATION AND RISK MANAGEMENT / Internal Audit, Internal Control, Compliance and Risk Management Systems & Assessment of The Audit Committee
Name of the Chairman	Herman Gref
Name of the CEO	Hakan Ateş

If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	The CEO and Chair functions are not combined.
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	A Directors and Officers liability insurance has been subscribed covering less than 25% of the capital. There is no PDP notification.
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	-
The number and ratio of female directors within the Board of Directors	There is 1 female Board Member. The ratio is %8.

Composition of Board of Directors							
Name, Surname of Board Member	Whether Executive Director or Not	Whether Independent Director or Not	The First Election Date to Board	Link to PDP Notification That Includes the Independency Declaration	Whether the Independent Director Considered by The Nomination Committee	Whether She/He is the Director Who Ceased to Satisfy The Independence or Not	Whether The Director Has At Least 5 Years' Experience On Audit, Accounting And/ Or Finance Or Not
Herman Gref	Non-executive	Not Independent Member	BoD Decision: 28.09.2012	-	-	Not	YES
Hakan Ateş	Executive	Not Independent Member	11.06.1997	-	-	Not	YES
Deniz Ülke Ariböğün	Non-executive	Independent Member	27.12.2012	-	-	Not	Not
Nihat Sevinç	Non-executive	Independent Member	27.12.2012	-	-	Not	YES
Wouter Van Roste	Non-executive	Not Independent Member	26.03.2010	-	-	Not	YES
Derya Kumru	Executive	Not Independent Member	26.03.2010	-	-	Not	YES
Timur Kozintsev	Executive	Not Independent Member	27.03.2014	-	-	Not	YES
Igor Kolomeyskiy	Non-executive	Not Independent Member	29.03.2018	-	-	Not	YES
Alexander Morozov	Non-executive	Not Independent Member	27.12.2012	-	-	Not	YES
Pavel Barchugov	Non-executive	Not Independent Member	29.03.2017	-	-	Not	YES
Alexander Titov	Non-executive	Not Independent Member	29.03.2017	-	-	Not	YES
Dzhangir Dzhangirov	Non-executive	Not Independent Member	BoD Decision: 02.10.2018	-	-	Not	YES

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<b>4. BOARD OF DIRECTORS-II</b>	
<b>4.4. Meeting Procedures of the Board of Directors</b>	
Number of physical board meetings in the reporting period (meetings in person)	3
Director average attendance rate at board meetings	0.75
Whether the board uses an electronic portal to support its work or not	YES: X NO:
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	Documents and information related to the agenda are submitted to the Board members at least seven (7) days in advance. Where it is not possible to comply with the said timing, utmost attention is paid to ensure equal information flow to each member of the Board of Directors.
The name of the section on the corporate website that demonstrates information about the board charter	About us / Corporate Governance/ Articles of Association
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	Within the scope of our Anti-Corruption Policy, Bank / Group member employees are prohibited from participating, whether directly or not, in the authorised capitals (with the exception of any entities whose shares are outstanding on an organised securities market and such participation does not exceed 2% of the authorised capital) of or from serving or holding offices at any competing entities without the consent from the relevant Compliance Department / Compliance Committee or any other authorised body of the Bank / Group member respectively.
<b>4.5. Board Committees</b>	
Page numbers or section names of the annual report where information about the board committees are presented.	SECTION II / DenizBank Corporate Governance Principles Compliance Report / PART V: BOARD OF DIRECTORS / 5.3 Number, Structure and Independence of Board Committees
Link(s) to the PDP announcement(s) with the board committee charters	<a href="https://www.kap.org.tr/tr/Bildirim/660374">https://www.kap.org.tr/tr/Bildirim/660374</a> <a href="https://www.kap.org.tr/tr/Bildirim/671562">https://www.kap.org.tr/tr/Bildirim/671562</a> <a href="https://www.kap.org.tr/tr/Bildirim/713117">https://www.kap.org.tr/tr/Bildirim/713117</a>

<b>Composition of Board Committees-I</b>			
<b>Names of The Board Committees</b>	<b>Name-Surname of Committee Members</b>	<b>Whether Committee Chair or Not</b>	<b>Whether Board Member or Not</b>
1-Audit Committee	Nihat Sevinç Wouter Van Roste Pavel Barchugov	Not Not Not	Board member Board member Board member
2-Corporate Governance Committee(Nomination Committee)	Deniz Ülke Arıboğan Alexander Titov Tanjü Kaya Yeliz Koraşlı Özdemir	Not Not Not Not	Board member Board member Not board member Not board member
5-Remuneration Committee	Nihat Sevinç Igor Kolomeyskiy	Not Not	Board member Board member

<b>4. BOARD OF DIRECTORS-III</b>	
<b>4.5. Board Committees-II</b>	
Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	Annual Report: SECTION II / DenizBank Corporate Governance Principles Compliance Report / PART V: BOARD OF DIRECTORS / 5.3 Number, Structure and Independence of Board Committees Website: About us / Corporate Governance/ Management
Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)	Annual Report: SECTION II / DenizBank Corporate Governance Principles Compliance Report / PART V: BOARD OF DIRECTORS / 5.3 Number, Structure and Independence of Board Committees Website: About us / Corporate Governance/ Management
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	Annual Report: SECTION II / DenizBank Corporate Governance Principles Compliance Report / PART V: BOARD OF DIRECTORS / 5.3 Number, Structure and Independence of Board Committees Website: About us / Corporate Governance/ Management
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)	Banks are exempted from this committee.
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	SECTION II / DenizBank Corporate Governance Principles Compliance Report / PART V: BOARD OF DIRECTORS / 5.3 Number, Structure and Independence of Board Committees Website: About us / Corporate Governance/ Management
<b>4.6. Financial Rights</b>	
Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	SECTION I / Introduction & SECTION II / Summary Report of The Board of Directors to The General Assembly
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	About us / Corporate Governance / Policies / Remuneration Policy
Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)	SECTION II / DenizBank Corporate Governance Principles Compliance Report / PART V: BOARD OF DIRECTORS / 5.6 Remuneration

<b>Composition of Board Committees-II</b>				
Names of The Board Committees	The Percentage of Non-executive Directors	The Percentage of Independent Directors in The Committee	The Number of Meetings Held in Person	The Number of Reports on its Activities Submitted to the Board
1-Audit Committee	100%	33%	4	4
2-Corporate Governance Committee(Nomination Committee)	50%	25%	6	6
5-Remuneration Committee	100%	50%	8	1