

**AGENDA OF THE ORDINARY MEETING OF THE GENERAL ASSEMBLY OF
DENIZBANK A.Ş., TO BE HELD ON MARCH 26, 2020**

1. Opening and to select the Meeting Chairman
2. To authorize the Chairman to sign the meeting minutes and list of attendees.
3. To read, discuss and decide on the approval of the Financial Statements, the Profit-Loss Calculation for 2019, the Independent Auditor's Report prepared by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A. Ş. (a member firm of Ernst & Young Global Limited) for 2019 as a result of the independent audit studies, and the Annual Report.
4. To approve the "Profit Distribution Policy"
5. To decide on distribution of the net profit gained by Denizbank A.Ş. in 2019.
6. To discharge the members of the Board who have resigned and to approve nominations of member of the Board of Directors appointed to replace the remaining period due to said resignations.
7. According to the Article 409 of the Turkish Commercial Code, to release the members of the Board of Directors of Denizbank A.Ş. from the liability for the transactions made in 2019.
8. To appoint the independent auditor of Denizbank A.Ş. for 2020 that is proposed by the Board of Directors according to the Turkish Commercial Code and the regulations of the Banking Regulation and Supervision Agency.
9. To approve the "Corporate Social Responsibility Policy" comprising of Donation Policy.
10. To inform the shareholders of Denizbank A.Ş. about donations made in 2019.
11. To approve the internal directive drafted by the Board of Directors pertaining to the working principles and procedures of the General Assembly.
12. To permit shareholders having control in management, members of the Board of Directors, the top managers, their spouses, the relatives up to second kin and the relatives of marriage to transact subject to the restrictions in Articles 395 "Restrictions on Transactions with the Company and Borrowing", 396 "Obligation Not to Compete" of the Turkish Commercial Code, and prohibitions under the Banking Law No. 5411.
13. Wishes and closure of the Meeting.


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