

INFORMATION NOTE DUE TO THE EXTRAORDINARY GENERAL ASSEMBLY MEETING of DENİZBANK A.Ş. DATED AUGUST 1, 2019

INVITATION FROM DENİZBANK A.Ş. BOARD OF DIRECTORS TO THE EXTRAORDINARY GENERAL ASSEMBLY MEETING

The Shareholders Extraordinary General Assembly of the Bank will be held on Thursday, August 1, 2019 at 10:00 to discuss and decide on agenda items at “Denizbank A.Ş. Headquarter Selma Akboğa Conferans Hall Büyükdere Caddesi No:141 Esentepe-Şişli/İstanbul” address.

Shareholders may participate in the general assembly physically or in electronic environment themselves or through their representatives. Participation in the meeting through electronic environment is possible with the secure electronic signatures of share owners or their representatives. Thus, share owners who will transact in the electronic general assembly system must have a secure electronic signature.

Shareholders and representatives who wish to participate in electronic environment need to fulfill their liabilities in line with “Regulation on General Assemblies at Joint Stock Companies in Electronic Environment” published in official gazette dated August 28, 2012 numbered 28395, “Communiqué on Electronic General Assembly System to be applied in general assemblies of Joint Stock Companies” published in official gazette dated August 29, 2012 numbered 28396, legislation of Capital Market Board, Capital Markets Board regulations and CRA regulations.

Shareholders who will attend the meeting physically may attend by only presenting their ID Documents.

Shareholders, who will attend the meeting physically by proxy, must fulfill terms envisaged in the “Communiqué Regarding Proxy Voting and Proxy Solicitation” of the Capital Market Board numbered II-30.1 and submit their notarized powers of attorney in line with the sample below.

Pursuant to paragraph 4 of the Article 415 of the Turkish Commercial Code no. 6102 and paragraph 1 of the Article 30 of the Capital Markets Law, the right to participate in the general assembly and the right to vote will not be bound to the condition of depositing share certificates. Therefore, if the shareholders would like to attend the General Assembly Meeting, they do not have to block their shares.

As per the Privacy Act no. 6698, you can find detailed information on the processing of your personal data by our Bank in our website www.denizbank.com under the page titled, “Notification on the Protection of Personal Data”.

The Extraordinary General Assembly Meeting Information Note dated August 1, 2019 and other related documents will be accessible by the shareholders for their review as of July 10, 2019 through our Investor Relations and Financial Communication Department at our Headquarters located at the address Büyükdere Caddesi No:141 Esentepe/İstanbul, our corporate website www.denizbank.com and the Electronic General Assembly System of the Central Registry Agency.

We kindly request our shareholders to participate in the meeting at the venue, date and hour mentioned above.

DENİZBANK A.Ş. BOARD of DIRECTORS
Address: Büyükdere Cad. No:141 34394 Esentepe İSTANBUL
Trade Registry Number: İstanbul/368587

**AGENDA OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF DENIZBANK A.Ş., TO BE
HELD ON AUGUST 1, 2019**

1. To open the extraordinary meeting of the General Assembly (hereafter the “Meeting”) and elect its Meeting Board (Chairman of the Meeting, Protocol Clerk, 2 (two) Vote-Collectors) in accordance with the Articles of Association.
2. To authorize the Chairman of the Meeting and the Meeting Board to sign the minutes of the Meeting and the list of its participants.
3. To approve the resignations, to determine the number of board members and to elect Members of Board of Directors.
4. To decide on payments to be made to the members of the Board of Directors.
5. To resolve that members of the Board of Directors to be authorized to engage in business activities within the scope of Articles 395 and 396 of the Turkish Commercial Code no. 6102 and Article 50 of the Banking Law no 5411.
6. Wishes and closure of the Meeting.

ADDITIONAL EXPLANATION UNDER CMB's CORPORATE GOVERNANCE COMMUNIQUE No II-17.1

1. Shareholder Structure and Voting Rights

Shareholder structure of DenizBank as of 10.07.2019 is as follows. The shares do not have any preferential rights.

Shareholders	# of Shares	Nominal (TL)	% Share
Sberbank of Russia	3,311,211,133.518	3,311,211,134	99.85%
Other	157.347	157	0.00%
Publicly Listed	4,888,709.135	4,888,709	0.15%
TOTAL	3,316,100,000.000	3,316,100,000	100.00%

Regarding the sale of DenizBank shares owned by Sberbank of Russia (Sberbank) to Emirates NBD Bank PJSC (Emirates NBD), all the required regulatory approvals was obtained and the closing date of the transaction was determined as 31.07.2019. As of this date, Sberbank will cease to be a shareholder in DenizBank and Emirates NBD will be the controlling shareholder of DenizBank with the same ownership ratio.

2. Information about the changes in the management and activities of our Bank and major subsidiaries which may affect the activities of the Bank significantly:

The changes/developments in the management and activities of our Bank and major subsidiaries thereof that took place in the past accounting period, which may affect the activities of the Bank significantly are as follows:

Sale of DenizBank Shares

On 21 May 2018, Emirates NBD Bank PJSC (Emirates NBD) and Sberbank of Russia (Sberbank) announced that they have entered into a definitive agreement (SPA) whereby Sberbank will sell its entire 99,85% stake in Denizbank to Emirates NBD. On 2 April 2019, Emirates NBD and Sberbank signed "Restated SPA" (the SPA with revised terms) and on the total consideration of 99.85% of the shares in Denizbank, agreed at 15,48 billion TL based on the consolidated equity capital of Denizbank amounting to 15,51 billion TL as at 31 December 2018.

Regarding the transaction, all the required regulatory approvals was obtained and the closing date of the transaction was determined as 31.07.2019. Upon closing of the transaction, Sberbank will cease to be a shareholder in Denizbank.

3. Information About Requests of Shareholders for Adding of Items to the Agenda:

There is no written request by DenizBank shareholders to add items to the agenda of the extraordinary general assembly meeting.

APPENDICES:

Appendix-1 Information About Board Members

Appendix-2 Power of Attorney Sample

Appendix-1 INFORMATION ABOUT BOARD MEMBERS

Regarding the sale of DenizBank shares owned by Sberbank to Emirates NBD, Board Members [Herman GREF, Igor KOLOMEYSKIY, Dzhangir DZHANGIROV, Pavel BARHUGOV, Alexander MOROZOV and Alexander TITOV] will resign on 01.08.2019, the date of the general assembly.

The new Board Members will be selected by the General Assembly to complete the remaining term of office of the Board Members who will be resigned until the end of March 2021, which is determined at the Ordinary General Assembly held on 29 March 2018.

Appendix-2 POWER of ATTORNEY SAMPLE

POWER OF ATTORNEY SAMPLE

TO DENIZBANK A.Ş. BOARD OF DIRECTORS

I/We hereby authorize to represent me/us at the Extraordinary General Assembly Meeting of DENİZBANK A.Ş. to be held on Thursday, August 1, 2019 at 10:00 a.m. at "Denizbank Headquarter Selma Akboğa Conferans Hall Büyükdere Caddesi No:141 Esentepe-Şişli/İstanbul" within the framework of the views mentioned below and to vote, to bid, and to sign necessary documents.

The Proxy's (*):

Name-Surname/Commercial Title:

Republic of Turkey ID Number/Tax ID Number, Trade Registry and Number and MERSİS number:

(*) For proxies of foreign nationality, the equivalent of the aforementioned information must be provided, if any.

A) SCOPE OF REPRESENTATION AUTHORITY

For the following sections 1 and 2, one of the choices (a), (b) or (c) must be selected and the scope of representation must be identified.

1. About the topics on the agenda of the General Assembly:

- a) The proxy is authorized to vote in line with his or her opinion.
- b) The proxy is authorized to vote in line with the proposals of the shareholding management.
- c) The proxy is authorized to vote in line with the instructions stated in the table below.

Instructions:

In the event choice (c) is selected by the shareholder, instructions specific to the agenda item shall be given by selecting (accept or reject) one of the options provided next to the relevant general assembly agenda item and, in the event reject option is selected, by reporting a minute of dissent which is requested to be written, if any, in the general assembly minutes.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1.			
2.			

(*) Topics in the general assembly agenda shall be provided one by one. If the minority has a separate decision draft, this shall be separately stated to ensure voting by proxy.

2. Specific instruction related to other topics that may be put forward at the General Assembly meeting and particularly exercising of minority rights:

- a) The proxy is authorized to vote in line with his or her opinion.
- b) The proxy is not authorized to represent in such topics.
- c) The proxy is authorized to vote in line with the instructions below.

SPECIFIC INSTRUCTIONS;

Specific instructions, if any, to be given by the shareholder to the proxy shall be stated here.

B) The shareholder shall select one of the choices below and state the shares which s/he wishes the proxy to represent.

1. I hereby approve the representations of my shares, details of which have been provided below, by the proxy.

- a) Line and serial:*
- b) Number / Group:**
- c) Number-Nominal Value:
- ç) Whether it is a voting share or not:
- d) Bearer or Registered Shares:*
- e) Ratio to total shares /voting rights owned by the shareholder:

*This information is not requested for the dematerialized shares.

**For dematerialized shares, information related to group shall be provided instead of number.

2. I hereby approve that all my shares, which are provided in the list prepared by the Central Registry Agency one day before the General Assembly date related to shareholders who may participate in the general assembly, to be represented by the proxy.

NAME AND SURNAME OR TITLE (*) OF THE SHAREHOLDER

Republic of Turkey ID Number/Tax ID Number, Trade Registry and Number and MERSİS number:

Address:

(*) For shareholders of foreign nationality, the equivalent of the aforementioned information must be provided, if any.

SIGNATURE