

Interim Activities Report 1Q 2008



**DenizBank Financial
Services Group**

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SECTION I-INTRODUCTION

CONSOLIDATED FINANCIAL HIGHLIGHTS

SUMMARY FINANCIAL HIGHLIGHTS (TRY Million)

| | <u>1Q-2008*</u> | <u>2007*</u> | <u>1Q-2007*</u> | <u>2006*</u> | <u>2005*</u> | <u>2004**</u> |
|--------------------------------------|-----------------|--------------|-----------------|--------------|--------------|---------------|
| Government Securities*** | 362 | 293 | 369 | 199 | 107 | 1,489 |
| Net Loans**** | 15,684 | 13,412 | 9,196 | 8,899 | 6,252 | 3,214 |
| Subsidiaries | 4 | 4 | 4 | 4 | 122 | 132 |
| Net Fixed Assets | 188 | 183 | 140 | 145 | 145 | 136 |
| Total Assets | 22,088 | 18,647 | 15,182 | 14,705 | 11,986 | 8,072 |
| Deposits | 12,068 | 10,822 | 9,119 | 8,944 | 7,019 | 5,109 |
| Time | 9,851 | 8,269 | 7,333 | 6,877 | 5,461 | 4,045 |
| Demand | 2,217 | 2,553 | 1,786 | 2,066 | 1,558 | 1,064 |
| Borrowings | 5,243 | 3,363 | 2,178 | 2,701 | 2,625 | 1,028 |
| Shareholders' Equity | 1,733 | 1,678 | 1,429 | 1,354 | 1,112 | 873 |
| Paid-in Capital | 316 | 316 | 316 | 316 | 316 | 316 |
| Non-cash Loans | 5,602 | 4,740 | 4,393 | 4,211 | 3,211 | 2,496 |
| Interest Income | 648 | 2,057 | 440 | 1,524 | 1,028 | 859 |
| Interest Expense | (361) | (1,144) | (248) | (795) | (501) | (458) |
| Net Interest Income after Provisions | 197 | 782 | 152 | 635 | 459 | 316 |
| Non-interest Income | 119 | 387 | 105 | 359 | 339 | 290 |
| Non-interest Expense | (231) | (827) | (177) | (652) | (561) | (469) |
| Net Income | 85 | 341 | 81 | 342 | 231 | 137 |
| Capital Adequacy Ratio | 12.64% | 12.55% | 13.85% | 13.84% | 14.69% | 17.83% |
| Return on Equity | 20% | 23% | 23% | 28% | 23% | 19% |
| Number of DenizBank Branches | 343 | 320 | 272 | 262 | 236 | 199 |
| Number of Employees | 7.903 | 7.577 | 6.692 | 6.342 | 5.724 | 4.912 |
| Number of ATMs | 459 | 433 | 370 | 349 | 301 | 199 |
| Number of POS Terminals | 70.059 | 63.288 | 55.264 | 52.582 | 38.619 | 22.442 |
| Number of Credit Cards | 1.201.169 | 1.220.538 | 1.438.029 | 1.508.525 | 1.380.869 | 860.111 |

* All financial figures presented in this table of this annual report are extracts from the audited consolidated financial statements prepared in accordance with Turkish Accounting Standards and Turkish Financial Reporting Standards.

** All financial figures are extracts from audited consolidated financial statements prepared in accordance with Accounting Regulations No. 15 and No. 17 published by the Banking Regulation and Supervision Agency.

*** It is Public Sector Debt Securities figure under Trading Securities. Securities portfolio based on current market prices.

**** Includes Factoring and Leasing Receivables

Ratings of DenizBank by International Rating Agencies

Moody's Investor Services

| | |
|-------------------------------------|---------|
| Long-term Foreign Currency Deposits | B1 |
| Outlook | Stable |
| Long-term Local Currency Deposits | A3 |
| Short-term Local Currency Deposits | Prime-2 |
| Outlook | Stable |
| Financial Strength | C- |
| Outlook | Stable |

FitchRatings

| | |
|---------------------------------|-----------|
| Long-term Foreign Currency IDR* | BB |
| Short-term Foreign Currency | B |
| Outlook | Stable |
| Long-term Local Currency | BBB- |
| Short-term Local Currency | F3 |
| Outlook | Stable |
| Individual | C |
| Support | 3 |
| National | AAA (tur) |
| Outlook | Stable |

*IDR: Issuer Default Rating

Mission

DenizBank's mission is to maximize the satisfaction of its employees, customers and shareholders with its position in the sector, its image and its corporate qualities.

Vision

Being one of the top five banks in Turkey through sustainable and profitable growth and to be the most powerful partner in the global financial environment with an understanding of a financial supermarket.

AMENDMENTS TO ARTICLES OF ASSOCIATION IN THE FIRST QUARTER

The 2007 Ordinary General Assembly was held on March 20, 2008 with no amendments to the Articles of Association. In the Board of Directors meeting on March 27, 2008 it has been decided to raise Denizbank's equity from TRY 316,100,000 to TRY 716,100,000 and to change articles no. 6, 7 and 8. to this end. In this context all necessary permissions have been obtained from the BRSA, CMB and Ministry of Industry and Trade as of April 24, 2008. In line with the decision of the same date the aforementioned subject matters will be put to vote in the Extraordinary General Assembly to be held on May 20, 2008.

CHANGES IN SHAREHOLDING STRUCTURE AND PAID-IN CAPITAL

DenizBank's shareholding structure is presented in the table below. DenizBank's shareholding structure does not contain any cross-shareholdings. Although there have been no changes in the equity structure in the first quarter it has been decided in the Board of Directors meeting on March 27, 2008 to raise Denizbank's equity from TRY 316,100,000 to TRY 716,100,000. The issue will be put to vote in the Extraordinary General Assembly to be held on May 20, 2008 and will proceed as scheduled.

| Shareholders | Number of Shares | Nominal Value (TRY) | % of Shares |
|---------------------------------|-------------------------|----------------------------|--------------------|
| Dexia Participation Belgique SA | 315.579.360.950 | 315,579,361 | 99,84 |
| M. Cem Bodur | 5.000 | 5 | 0,00 |
| Hakan Ateş | 5.000 | 5 | 0,00 |
| Ayfer Yılmaz | 5.000 | 5 | 0,00 |
| M. Tinas Titiz | 5.000 | 5 | 0,00 |
| Publicly Traded | 520.619.050 | 520,619 | 0,16 |
| Total | 316.100.000.000 | 316,100,000 | 100,00 |

SHARES HELD BY THE MANAGEMENT

DenizBank's President and CEO Hakan Ateş and Board Member Cem Bodur, Ayfer Yılmaz and Mustafa Tinas Titiz each owns 5.000 shares, corresponding to 0.000002% of the Bank's capital.

DEXIA AT A GLANCE

Group Profile

Dexia is a European bank and the world leader in local public finance. Dexia is one of the top fifteen banking groups in the euro zone with a stock market capitalization of EUR 20.3 billion and 35.500 employees in 37 countries as of December 31, 2007.

A unique model in the banking sector

Two pillars

Dexia's future is built on two pillars: its Universal Banking business in Europe and world leadership in Public/Project Finance.

Dexia intends to expand its Universal Banking business beyond its traditional markets of Belgium, Luxembourg, Slovakia, and Turkey to become a top-level European player while building upon its global leadership in Public/Project Finance through geographic expansion.

Dexia's business lines

- *Public/Project Finance and Credit Enhancement*
- *Personal Financial Services*
- *Treasury and Financial Markets*
- *Asset Management*
- *Investor Services*

MARKET POSITION OF DENİZBANK

In addition to DenizBank, Denizbank Financial Services Group has eight domestic and two international financial subsidiaries, a branch in Bahrain and EuroDeniz Off Shore Bank Ltd., an off-shore banking subsidiary in the Turkish Republic of Northern Cyprus. DenizYatırım Securities, EkspresInvest Securities, Deniz Investment Trust, Deniz Portfolio Management, DenizTürev Securities, DenizLeasing, DenizFactoring, DenizLife Insurance, Intertech and DenizKültür are the Group's domestic companies whereas DenizBank AG and CJSC Dexia Bank are the international subsidiaries. (The title of CJSC Denizbank Moscow has been changed to CJSC Dexia Bank in 1Q 2008).

The primary segments DenizBank Financial Services Group focuses on are retail customers, small and medium-size enterprises, exporters, public and project finance and corporate clients. The Group also operates in niche markets such as shipbuilding finance, tourism, agricultural loans, construction projects abroad, healthcare services and education. DenizBank Financial Services Group operates in European Union countries through its Vienna-based subsidiary DenizBank AG. CJSC Dexia Bank provides services to customers engaged in commerce with Russia and serves a variety of their financial requirements.

Denizbank Financial Services Group possesses a service network that reaches all segments of the society throughout Turkey. In addition to the 330 domestic Denizbank branches Denizbank AG and CJSC Dexia Bank have 13 branches in total. In addition, thanks to its Alternative Distribution Channels, DenizBank empowers both individual and corporate customers all over the world to carry out financial transactions over the internet.

INTERIM ACTIVITIES OF DENİZBANK FINANCIAL SERVICES GROUP

BANKING SERVICES

- DENİZBANK
- DENİZBANK AG (VIENNA)
- CJSC DEXIA BANK (MOSKOW)
- EURODENİZ OFF-SHORE BANK (NICOSIA)

DENİZBANK

Denizbank efficiently offers a wide variety of products in order to best serve its customer base that consists mainly of retail customers.

DenizBank further raised its successful performance in the first quarter of 2008. Based on the first quarter consolidated financial statements, total assets grew 18% over the previous year to TRY 22,088 million and shareholders' equity increased 3% to reach TRY 1,733 million (EUR 840 million). Yet another indication of the Bank's continued healthy growth is that its net income reached TRY 85 million (EUR 41 million).

Customer Segmentation

DenizBank serves retail and small and medium-size enterprise banking (SME banking) customers as well as corporate and commercial banking customers. Corporate and commercial banking activities are divided into three segments: the Commercial Banking Group, Public/Project Finance Group and Corporate Banking Group. Public/Project Finance Group is in turn divided into three separate segments; Foreign Trade, Project and Public Finance.

These segments each serve a different clientele base: The Corporate Banking segment serves companies with an annual turnover of over US\$ 25 million, Commercial Banking segment serves companies with an annual turnover of between US\$ 5 million and US\$ 25 million, and SME Banking segment serves companies with an annual turnover of less than US\$ 5 million.

Loans by Segment (%)

| | 1Q-2008 | 2007 | 1Q-2007 |
|----------------------------|----------------|-------------|----------------|
| Corporate Loans | 28.6 | 26.8 | 27.1 |
| Commercial Loans | 30.6 | 31.3 | 28.8 |
| Consumer Loans | 18.7 | 19.3 | 20.0 |
| SME and Agricultural Loans | 19.2 | 19.2 | 19.6 |
| Credit Card Loans | 3.0 | 3.4 | 4.5 |
| Total Loans (TRY million) | 15,684 | 13,412 | 9,196 |

Loans

In the first quarter of 2008 total loans increased 17% y-t-d and 71% y-o-y. Funding provided to the niche sectors has been continuing, resulting in the 19% increase in loans in Corporate and Commercial Banking. The increase in loans in SME Banking, one of Denizbank's main growth areas, is 17% y-t-d and 67% y-o-y. In Retail Banking, which serves individual customers, continual growth has been achieved, with the increase in consumer loans excluding credit cards being 13% y-t-d and 59% y-o-y.

Deposits

Paralleling its expanding branch network and growing customer base, DenizBank's customer deposits rose in the first quarter of 2008 to TRY 12,069 million.

Retail Banking

Consumer Loans

As of end of March 2008 general purpose loans have reached 42.500 consumers and the amount of TRY 324 million. In March 2008, the scope of “Düşüş Kredi” has been widened to include free lance workers as well as public and private sector employees. Consumer loans reached TRY 2,927 million in the first quarter of 2008 while DenizBank's market share rose to 4.1%.

Consumer loans were extended to 2.150.000 retail banking customers and constituted 19% of total loans. The deposit volume of retail banking customers reached TRY 6,089 million and comprised 50% of our total deposit volume.

Home Loans

Home loans, which have an important share in consumer loans, have also grown. As a result of 19 new protocols signed in 1Q 2008 the total number of residential projects reached 129. With the “ Residential Discount Campaign” initiated with Realty World Real Estate in February 2008, special interest rates are applied to home loans issued via Realty World offices on the 9, 19 and 29 of each month. Denizbank has surpassed the sector significantly with 31% growth in the first quarter of 2008, increasing its market share to 3.6%.

Credit Cards

As of March 31, 2008 the total number of credit cards is more than 1,200,000 and the issuing volume is TRY 864 million. In this quarter 2 installment campaigns have been carried out for Sea&Miles and Miles&More card holders.

Salary payment services have reached TRY 128 million as opposed to TRY 115 million in the same period in 2007. A total of 562 private and 944 public firms have benefited from the service.

As a result of calls from the Contact Center within the scope of central sales activities 50.500 new product sales have been achieved 1Q 2008 in contrast with 170.000 in 2007.

Internet Banking

As of March 31, 2008 the number of Internet Banking users reached 253.388. In this quarter products offered via Logon Marketing include Bonus Card, private pension plans, automatic payment orders on credit cards, mutual funds and time deposits.

Branch Planning

10 new branches, consisting of 7 retail & SME, 1 full service, 1 private banking and 1 commercial center, have been opened in the first quarter of 2008 and 34 locations have been entered for additional new branch openings. 9 new off-site ATM's have been set up in city centers and touristic regions.

Corporate Banking

DenizBank Corporate Banking has continued to be on the road to becoming an important player in the market. It has been involved in project finance, purchasing finance, investment finance and refinancing in sectors such as energy, construction, infrastructure, maritime, education, food and automotive. In addition, it has continued to offer non-finance services to its customers in line with its customer-focus approach. Corporate Banking loans have continued to grow in the first quarter of 2008 and reached TRY 4,481 million with a 25% increase. Its share in total loans has increased to 29%.

The synergy DenizBank created with its subsidiaries, each of which is a leading company in its own area, is impressive, DenizBank Corporate Banking continued to offer leasing, factoring, public offering underwriting, private banking, investment funds and similar products to its customer, in addition to banking products and services.

Project Finance

In the first quarter of 2008 Project Finance Department has taken successful steps in financing projects in target sectors such as airport and seaport infrastructure, energy, health, education and telecommunication. Its loan volume reached US\$ 940 million.

The Project Finance Department's strategy for 2008 is to reinforce its market position and share in target sectors with the contribution of DenizBank's strong customer portfolio. While expecting investments and privatizations to continue at full speed, the Department's goal, by utilizing the global experience of Dexia in project finance, is to assume the most important roles such as the "lead underwriter, co-underwriter" and become the first bank to be considered in the project finance area.

Public Finance

The Public Finance Department was initiated to provide financing for the projects of local public administrations, their affiliates and economic enterprises, as well as state economic enterprises, their establishments and affiliates.

The Department, which is beginning to accumulate know-how in the Public finance area, is also interested in Public-Private Partnership activities and Treasury guaranteed transactions.

DenizBank Public Finance Department is on the verge of establishing cooperation with the EIB (European Investment Bank) and the AFD (French Development Bank) in order to provide low-cost and long term financing support to its customers.

Considered to be the primary business line of Dexia DenizBank completed the structuring of its Public Finance Department in the third quarter of 2007. As of 1Q 2008, total cash and non-cash loans extended in this area reached TRY 403 million.

Foreign Trade Finance

As a result of its expanding correspondent network and the reputation DenizBank is creating in the international banking community. Foreign Trade Finance continues to be a developing business area. In 1Q 2008 letter of credit volume reached US\$ 820 million, a 60% increase over the same period in the previous year. Foreign Trade Finance Department is always at the service of its clients through other additional foreign trade products it offers.

Commercial Banking

Commercial Banking has reached 15.685 customers and a loan volume of TRY 4,791 million with a 14% growth in 1Q 2008. This is a result of new customer acquisition, deepening existing relationships and focusing on niche sectors. Short-term operating capital needs as well as long-term investment loan needs of customers have been addressed. In addition, the Department has continued to grow in niche sectors such as maritime, tourism, health, education and energy. Loans given to tourism and maritime sectors have increased 119% and 51%, respectively, and the total loans to health, education, energy and sports have increased four-fold. Planning has been done in line with one of our strategies of deepening business relations with existing clients through cross-sales.

SME and Agricultural Banking

SME Banking

Geared towards serving businesses with annual sales of less than US\$ 5 million, DenizBank SME Banking continued its rapid growth in the first quarter of 2008. At first quarter of 2008, the number of customers served reached 306.667 and total loans reached TRY 2.3 billion. Total deposit and investment accounts of the SME Banking clients stand at TRY 1.8 billion.

“SMS Credit to Artisans”, available for proprietorships active for more than one year, agreements with various chambers of commerce resulting in low interest and commission rates, and sector-specific loan packages such as “Tourism Package” and “Stationary Credit”, factor significantly in the increase in loans.

In partnership with Intercity and as a first in Turkey, DenizBank SME Banking continued providing fleet leasing service to SMEs. Thanks to the Hazır Filo (Ready Fleet), SMEs can direct resources used for purchasing vehicles into equity investments.

Cash Management

By offering state-of-the-art technological facilities for payment and collection transactions, DenizBank Cash Management assists its customers in cutting operational costs and creating cost advantages through reducing collection risks.

Main Cash Management services that have been continued in 1Q 2008:

- *Electronic Collection Services*
- *Electronic Payment Services*
- *Institutional Collections*
- *Western Union*

Member Merchant Relations

DenizBank reached 70.059 POS terminals with 4.7% market share in the first quarter of 2008, thanks to its expanding member business network. The network sales volume grew 20% according to one year ago. With the addition of British Pound and the Japanese Yen, DenizBank intends to become a stronger player in the foreign card market in 2008.

Agricultural Banking

The geographic scope of agricultural loans have expanded as a result of the number of agricultural branches reaching 128 in 1Q 2008. 164.000 producers have been reached and loans in the amount of TRY 694 million have been issued. Agricultural Banking has continued to supply equipment loans, business-specific loans, investment loans for special projects and finance packages targeted specifically toward farmers' needs.

In 1Q 2008 Agricultural Banking has offered 'Drip Irrigation Loan' for producers affected by drought and for purchasing irrigation equipment and "Fishery Products Credit" for real persons hunting/breeding fishery products.

Bankassurance

An insurance services provider with an extensive product portfolio tailored to its customer and sector needs, DenizBank is continuing to be one of the truly successful performers in the bancassurance business. Using its financial market approach, the Bank effectively implemented its marketing and sales-oriented policies.

Through cooperation between Axa Oyak Insurance and Deniz Life Insurance, DenizBank experienced the following dynamic developments in bancassurance in the first quarter of 2008:

- Strengthening the insurance IT infrastructure,
- Offering banking and insurance services jointly,
- Developing new products in response to customer needs,
- Focusing on insurance sales via branch employees with insurance education and training backgrounds,
- Offering insurance products to customers via the Contact Center.

Working in cooperation with Garanti Pension Company, DenizBank branches sold 2.400 private pension plans. "Public Borrowing Instruments Retirement Fund," one of the Pension Fund options within the private pension portfolio, is being managed by Deniz Portfolio Management. This Fund's assets reached TRY 12.2 million as of 1Q 2008.

DenizBank Bankassurance Performance (TRY million)

| | 1Q-2008 | 1Q-2007 | Growth |
|--------------------|----------------|----------------|---------------|
| Premium Generation | 17.7 | 13.4 | 32% |
| Commission Income | 3.8 | 2.7 | 41% |

In tandem with its optimistic expectations about the future of bancassurance, DenizBank aims to be a major player in this sector and provide higher quality service than its competitors for its customers.

Private Banking

Defined as the upper segment of retail customers, individuals with liquid assets worth above US\$ 150,000 usually require more sophisticated services in addition to traditional banking services. DenizBank strives to capture a higher market share in private banking by offering solutions tailored to the many demands of customers in this segment.

DenizBank ranks 4th in the private banking market in Turkey; however, it is the first in terms of private banking volume/total balance sheet volume.

As the sector quickly matures, DenizBank creates a dynamic business model that will capture the maximum market share with the right products and services. The primary strategy of DenizBank Private Banking for 2010 is geared towards becoming one of the top three private banking groups in terms of managed assets. In order to achieve this goal, the positioning of Private Banking Centers within DenizBank's regional organizations will be completed as of yearend 2008.

DENİZBANK AG (VIENNA)

DenizBank AG has nine branches in Austria and two in Germany.

DenizBank AG is gradually increasing its share of the triangular trade moving between Turkey, Austria, and the Russian Federation by collaborating with its branches in Austria and Germany, and its subsidiary in the Russian Federation, CJSC Dexia Bank. The Bank acts as an intermediary for the operations of Turkish companies in Euro Zone countries by offering forfaiting, non-cash and cash loans, and foreign currency transfer services.

Other services the Bank offers include retail loans, small business loans, credit cards, money transfers and insurance products. The Bank's customer base and business volume continue to increase with its Internet Banking service (www.denizbank.at), DenizBank AG's private banking services geared towards its customers domiciled in Turkey continue to grow as well. In addition, DenizBank AG is actively involved in the project finance segment through loans to energy, education and tourism investments in Turkey.

In 1Q 2008 DenizBank AG's total assets equalled EUR 1.2 billion and its shareholders' equity EUR 75.8 million. Its capital has been increased from EUR 11,831,164 to EUR 17,831,047.

CJSC DEXIA BANK

The title of CJSC DenizBank Moscow has been changed to CJSC Dexia Bank in the first quarter of 2008. CSJC Dexia Bank was established with the vision of creating a medium-sized commercial bank that would serve as a fullfinancial services provider, primarily to Turkish and Russian businesses in the triangular trade moving between Turkey, Austria, and the Russian Federation,

The Bank serves as a "one-stop shop" for DenizBank clients who are currently conducting business or looking for potential business opportunities in the Russian Federation, In addition to its core business of commercial banking, CJSC Dexia Bank has also become an active player in the Russian Federation foreign exchange and money markets, as well as in fixed-income securities transactions and investments.

DenizBank Financial Services Group
2008 1st Quarter Interim Activities Report
Section I - Introduction

In 1Q 2008 the bank's capital has been increased from RUR 516,472,000 to RUR 1,128,608,700. Total assets equalled US\$ 300.4 million and shareholders' equity US\$ 58.6 million.

EURODENİZ OFF-SHORE BANK LTD (Nicosia)

The Bank is an off-shore bank fully licensed to undertake all commercial banking transactions.

As of 1Q 2008, EuroDeniz Off-Shore Bank had a balance sheet size of EUR 803 million.

INVESTMENT BANKING AND BROKERAGE SERVICES

- **DENİZYATIRIM SECURITIES**
- **EKSPRESINVEST SECURITIES**
- **DENİZTÜREV SECURITIES**
- **DENİZ INVESTMENT TRUST**
- **DENİZ PORTFOLIO MANAGEMENT**

DENİZYATIRIM SECURITIES

Fully licensed to perform all transactions in the capital markets, DenizYatirim Securities allows its customers to transact in all investment vehicles from a single address. As the brokerage house with the most widespread branch network in Turkey, the Company provides these services through its 136 branches.

According to 1Q 2008 results Deniz Yatirim's market share in transaction volume is 3.46%. It has 136 agencies and 111.536 customers.

EKSPRESINVEST SECURITIES

EkspresInvest focuses on offering securities investment services to foreign institutional investors and has continued to grow since its inception.

In terms of transaction volume it has a 2.09% market share among all brokerage firms on the ISE.

DENİZTÜREV SECURITIES

DenizTürev incorporated international derivatives markets into its service portfolio through international strategic partnerships. The company is the first to receive an authorization certificate from the Capital Market Board providing access to the international derivatives markets for Turkish investors. The Company also entered the risk management field, intermediating the London Metal Exchange transactions of institutional investors that want to hedge their spot market risks.

In 1Q 2008 DenizTurev's market share in the futures market is 4.18%.

DENİZ INVESTMENT TRUST

As the gateway of small investors to capital markets, the portfolio management of the company is carried out by Deniz Portfolio Management. By end 1Q 2008 the portfolio size is TRY 11.5mn.

DENİZ PORTFOLIO MANAGEMENT

With funds structured on the risk preferences and return expectation of investors, all DenizBank mutual funds have been among top performers within their respective categories since their inceptions. In 1Q 2008 Deniz Portföy has reached 1.80% market share with US\$ 477 million fund size. It will be responsible for management of "DenizBank Private Banking B-Type Performance Mutual Fund" and "DenizBank Private Banking B-Type Bills & Bonds Mutual Fund", for the establishment of which Denizbank applied in May 2008.

LEASING AND FACTORING SERVICES

- **DENİZLEASING**
- **DENİZFACTORING**

DENİZLEASING

Aided by DenizBank's rapid and efficient growth, DenizLeasing has become one of the important brands in its sector.

DenizLeasing's customer portfolio primarily consists of small and medium-sized businesses in Turkey from virtually all sectors. As a result, the customer portfolio is highly diversified.

DenizLeasing ended first quarter of 2008 as a major player in its sector based on its transaction volume, profitability and strong balance sheet created by its flexible structure, strong partners and young, ambitious staff. In 1Q 2008 leasing volume reached TRY 249mn, with the market share increasing from 7.4% at the end of 2007 to 13.9%. As a result, DenizLeasing ranks second among 39 leasing companies.

DENİZFACTORING

The primary strategy of DenizFactoring is to offer its products to its customers in a faster and easier manner over the DenizBank Financial Services Group portal. The Company has the opportunity to offer factoring services throughout the country by using the 330 DenizBank branches.

In an attempt to take advantage of the competitive environment in a market that has recently become increasingly focused on price, DenizFactoring adopted the strategy of differentiating itself from its competitors by launching the "Collection Management Project".

As of end of 1Q 2008 the total factoring volume of DenizFactoring equalled TRY 432 million, and its market share 7.8%. It ranks fourth in the Turkish factoring sector in terms of volume and asset size.

INSURANCE SERVICES

- **DENİZ HAYAT SİGORTA**

DENİZ HAYAT SİGORTA

Deniz Hayat Sigorta joined DFSG in 1Q 2007 and by May 2007 all its product structure and workflow has been renewed, its IT infrastructure and organization were strengthened and integrated into the main distribution channel of DenizBank. After this date, DenizBank customers began receiving life insurance products and services under the Deniz brand.

In 1Q 2008 DenizHayat Sigorta achieved TRY 11.8 million in premium generation through the sale of 107.904 insurance policies. In the Personal Accident subdivision premium generation reached TRY 2.1 million and the company ranks second among 21 life insurance companies.

SECTION II - MANAGEMENT

BOARD of DIRECTORS

| | |
|----------------|---|
| Dirk Bruneel | Chairman of the Board of Directors |
| M. Tinas Titiz | Vice Chairman of the Board of Directors |
| Hakan Ateş | Member of the Board of Directors. President and CEO |
| M. Cem Bodur | Member |
| Bruno Accou | Member |
| Fikret Arabacı | Member |
| Ayfer Yılmaz | Member |
| Alain Delouis | Member |
| Hugo Lasat | Member |
| Eric Hermann | Member |
| Bruno Deletre | Member |

Dirk Bruneel, *Chairman of Board of Directors*

Born in Belgium in 1950, Mr. Bruneel graduated from Ghent University Department of General Economics. He began his career at Caisse Générale d'Epargne et de Retraite (CGER) in 1973. After working in both the administrative and the commercial sectors, he was promoted to the Board of Directors as the member responsible for the commercial network. He joined the Board of Directors of Bacop Banka in 1993 and was promoted to Chairman in 1995, a position he continued to serve at after the establishment of Artesia. Subsequent to Artesia's acquisition by the Dexia Group in 2001, he became the Member responsible for Treasury and Markets on the Dexia Board of Directors. He has been the Chairman of Dexia Bank Netherlands since 2002 and was elected as Chairman of the DenizBank Board of Directors in October 2006. He is also serving as the Chairman of the Board of Directors of DenizBank Culture Arts&Publication Inc., as well as a member of the DenizBank Audit Committee and the Corporate Governance and Nomination Committee.

Length of Term: 3 years

Mustafa Tinas Titiz, *Vice Chairman of the Board of Directors*

Born in Istanbul in 1942, Mr. Titiz graduated in 1963 from Istanbul Technical University's Faculty of Engineering and Architecture in the Electrical Engineering Department. He worked as the Chief Engineer and Manager of the Management, Planning and Operational Research Departments in the Ereğli Coal Plants, Zonguldak, until the end of 1980. Between 1981 and 1983 he worked as the General Manager of Elektro-Akustik Inc. He was elected to the Turkish Parliament in 1983 and served as State Minister and Minister of Culture and Tourism between 1985 and 1989. He lectured at Middle East Technical University from 1991 to 1995 and left Parliament in 1995. He is a member of the Turkish Informatics Foundation, Association of Entrepreneurs, Istanbul Science and Technology Centers Foundation, World Productivity Academy, Chairman of Beyaz Nokta Development Foundation and Executive Member of Private Izmir College and was given the Melvin Jones Award. Mr. Titiz has had several books published since 1990. He has been a Board Member of DenizBank since 1997 and currently serves as the Vice Chairman of the Board of Directors. He also serves as a Member of DenizBank's Audit Committee as well as the Corporate Governance and Nomination Committee.

Length of Term: 3 years

Hakan Ateş, *President and CEO*

Born in Ankara in 1959, Mr. Ateş graduated from the Middle East Technical University Faculty of Business Administration in 1980. He began his banking career in 1981 as an Internal Auditor at İşbank. Following his selection for various positions at different departments at Interbank from 1986 to 1994, he worked as the Branch Manager at the Bakırköy, İzmir and Main Branches. He launched Interbank's Cash Management system and in 1993 was promoted to Executive Vice President responsible for Centralized Operations. Between December 1994 and July 1996 he worked as Executive Vice President responsible for Financial Affairs and Technology and Operations at Bank Ekspres. During this time he led the Bank's restructuring project with Bank of America and founded Garanti Bank Moscow, where he served as the General Manager for one and a half years starting from June 1996. He continues his duties at DenizBank as a Board Member, President and CEO, having joined the Bank in May 1997 as the Founding President and CEO. He is also serving as the Chairman of the Board of Directors at DenizLeasing, DenizFactoring, DenizYatırım Securities, EkspresInvest Securities, Deniz Portfolio Management, DenizTürev Securities, Deniz Investment Trust, DenizBank Moscow and DenizBank AG all of which are DenizBank subsidiaries as well as a Member of the DenizBank Credit Committee.

Length of Term: 3 years

M. Cem Bodur, *Member of the Board of Directors*

Born in Istanbul in 1961, Mr. Bodur graduated from the Istanbul University Faculty of Economics in 1982. He began his career at the Interbank Board of Internal Auditors and later worked in the Loan Marketing Department. He served as the Marketing Manager at Körfezbank in 1991, Main Branch Manager at Marmara Bank between 1992 and 1994 and then as the Finance Coordinator at Ekinciler Holding between 1994 and 1995. He has been a member of the Executive Committee of Zorlu Holding/Vestel Group Companies since 1995. He served as the Vice Chairman of the Board of Directors of DenizBank between 1997 and 2006. He is still serving as a Member of the Board of Directors at DenizBank.

Length of Term: 3 years

Bruno Accou, *Member of the Board of Directors*

Born in Belgium in 1961, Mr. Accou graduated from Ghent University Department of Economics in 1983. He received a graduate degree in accounting from the Vlerick Leuven Gent Management School in 1984. After beginning his career in 1987 as a Financial Controller at Sofinal Cotesa NV, he was appointed to the General Manager post at Sofi Print. He became the Director of Corporate Finance at KBC Securities NV in 1993 where he began his employment as a Managing Director. He served as the General Manager and Chairman of the Board of Directors of BAM NV-Beheertsmaatschappij Antwerpen Mobiel between 2003 and 2005, joining Dexia Bank Belgium in 2005 as the Director of Corporate Banking. In October 2006, he was appointed to DenizBank's Board of Directors. He is also serving the Bank as a Member of the Credit Committee at DenizBank, DenizLeasing and DenizFactoring. Vice Chairman of the Board of Directors at DenizLeasing, DenizFactoring, DenizYatırım Securities, EkspresInvest Securities, and as a Member of the Board of Directors at DenizBank AG and EuroDeniz Off-Shore Bank.

Length of Term: 3 years

Fikret Arabacı, Member of the Board of Directors

Born in Bilecik in 1953, Mr. Arabacı graduated from Istanbul University, Faculty of Economics, Institute of Journalism in 1973 and from Marmara University, Faculty of Commercial Sciences in 1979. He began his banking career in 1975 at Ziraat Bank and joined İşbank in 1977. Between 1980 and 1985, he worked as an internal auditor at the bank's Board of Internal Auditors, during which time he earned a financial analyst certificate. He joined Interbank in 1985 where he worked at the Head Office, Credit Control and Loan Marketing Departments, as well as at various branches of the bank in managerial positions. In 1992 he joined Dışbank and again worked in various positions at this bank, finally serving as the Istanbul Branch Manager. He joined DenizBank in July 1997 as the Executive Vice President of Corporate Loans. He is currently serving as a Member of the Board of Directors as well as the Credit Committee of DenizBank. At the same time, he is a Member of the Board of Directors and the Credit Committee at DenizLeasing and DenizFactoring, as well as a Board Member at EuroDeniz Off-Shore Bank, all of which are DenizBank subsidiaries.

Length of Term: 3 years

Ayfer Yılmaz, Member of the Board of Directors (Independent Member)

Born in Ankara in 1956, Ms. Yılmaz graduated from Ankara University, Faculty of Political Sciences, Economics and Finance Department in 1978. In 1979 she worked as Junior Associate, Chief and Assistant Unit Manager of Public Finance at the Turkish Ministry of Finance. General Directorate of Treasury and General Secretariat of International Economic Cooperation Organization. respectively. Following her duties as Assistant Advisor of Economy and Commerce in the Republic of Turkey's Embassy in Bonn between 1986 and 1989, she worked as Department Head, Assistant General Manager and General Manager from 1989 to 1993 at the Turkish Undersecretariat of Treasury and Foreign Trade. General Directorate of Public Finance responsible for State Economic Enterprises. Internal and External Debts and Funds. Between 1993 and 1994 she worked as Assistant Undersecretary responsible for General Directorates of Public Finance. Foreign Economic Relations and Banking. and then as Undersecretary of Treasury until 1995. In addition, she held several Governorship Missions on behalf of Turkey at the World Bank, European Council Development Bank, European Bank for Reconstruction and Development, Asian Development Bank, Islamic Development Bank and several Multilateral Investment Guarantee Agencies. She became Board Member at TEAŞ (Turkish Electricity Corporation) and Eximbank (Turkish Export Import Bank) on behalf of the Undersecretariat of Treasury. She was elected to the Turkish Parliament during the 20th and 21st legislative periods, and took part in the Government as State Minister. She joined Başkent University in 2002 as Secretary-General of the Strategic Research Center, and since 2006 holds the position of Board Member at Bafkent University. Strategic Research Center. She was appointed to the DenizBank Board of Directors in January 2007.

Length of Term: 3 years

Alain Delouis, Member of the Board of Directors

Mr. Delouis was born in Mende, France in 1960 and graduated from Ecole Polytechnique in 1983. Alain Delouis held several positions in local public administrations in France before joining Crédit Local de France in 1991, where he worked in contracts, commercial operations and the internal control departments. He was appointed as the Head of Risk Management Department of Dexia Holding in 1998. Between 2000 and 2004 he worked as Head of Money Markets Department and member of Executive Committee at Dexia Crédit Local de France. He later worked as General Auditor in Dexia Holding in 2002. Continuing his career at Dexia Holding as Assistant General Manager of Treasury and Financial Markets Department between 2002 and 2004. Alain Delouis has been working at Dexia Holding as Head of Treasury and Financial Markets Department since 2006. He was appointed to the DenizBank Board of Directors in January 2007.

Length of Term: 3 years

Hugo Lasat, Member of the Board of Directors

Mr Lasat was born in Etterbeek, Belgium in 1964. Following a B.A. degree in Economics he received from Vlekhio University in Belgium in 1986, Hugo Lasat obtained an M.A. degree in Finance from the same university. He started his career at Arthur Andersen in 1986 as Auditor before joining Dexia Bank as Senior Asset Manager in 1988. Between 1992 and 1995 he worked for AG Asset Management Company as a Board Member and Corporate Customer Relations Chief. Between 1995 and 1998 he worked for Banque Paribas Belgium as General Manager responsible for Northern Africa Asset Management, and continued his career as the CEO of Cordius Asset Management Company from 1998 to 2001 after the company was acquired by Dexia Asset Management. Since 2001 Hugo Lasat has been the CEO of Dexia Asset Management, which has risen to EUR 104 billion in assets under management. He was appointed to the DenizBank Board of Directors in January 2007.

Length of Term: 3 years

Eric Hermann, Member of the Board of Directors

He was born in Belgium in 1958. Following his B.A. degree in Commercial and Financial Sciences from the Université de Hautes Etudes Commerciales in 1983, he earned a Master's degree in Management Engineering from Boston University and a Financial Analyst Diploma from the Inter-University Centre of Financial Analysis. Mr. Hermann began his career in Eural SA and worked as Marketing Risk Manager in Paribas Belgium in 1994. Employed as Marketing Risk Manager in Artesia SA in 1998, he has been the Head of Risk and Strategy Department in Dexia SA since 2001. He was appointed to the DenizBank Board of Directors in January 2007. He also serves as a Member of the DenizBank Audit Committee.

Length of Term: 3 years

Bruno Deletre, Member of the Board of Directors

Mr. Deletre was born in Valenciennes, France in 1961. Graduating from Ecole Polytechnique in 1984, Bruno Deletre began his career at the Ministry of Finance and Economy of France in 1987 where he worked until 2001 in the Audit, International Cooperation and Treasury Departments. He joined Dexia Crédit Local in 2001 as Board Member responsible for International Finance, Structured Finance, Accounting and Management Audit before being appointed as the CEO of Dexia Crédit Local in 2003. In 2006, he began serving as the General Manager of Project Finance Department in Dexia Holding. He was appointed to the DenizBank Board of Directors in January 2007.

Length of Term: 3 years

EXECUTIVE MANAGEMENT

| | |
|--------------------------|---|
| Hakan Ateş | President, CEO and Board Member |
| Bora Böcügöz | Executive Vice President - Treasury Group |
| Gökhan Ertürk | Executive Vice President - SME and Agricultural Banking Group |
| Suavi Demircioğlu | Executive Vice President - Financial Affairs Group |
| Oğuz Vecdi Öncü | Executive Vice President - Centralized Operations Group |
| Arif Özer İsfendiyaroğlu | Executive Vice President - Retail Banking Group |
| Hasan Hüseyin Uyar | Executive Vice President - Corporate and Commercial Loans Group |
| Tanju Kaya | Executive Vice President - Administrative Services Group |
| Mustafa Aydın | Executive Vice President - Retail, SME and Agricultural Banking Loan Allocation and Foreign Subsidiaries and Branches Group |
| Wouter Van Roste | Executive Vice President - Public Project Finance and Corporate Banking Group |
| Mehmet Ali Yetim | Executive Vice President - Commercial Banking Group |
| Dilek Duman | Executive Vice President - Information Technology |
| Aysun Mercan | Denizbank Head Office-Secretary General |
| Cafer Bakırhan | Executive Board Member - DenizBank Financial Services Group Investment Companies |
| Hüseyin Sami Çelik | General Manager - DenizYatırım Securities |
| Fikret Özdemir | General Manager - DenizFactoring |
| Göktaş Demiray | General Manager - DenizLeasing |
| İsmail H. Ergener | General Manager - DenizBank AG |
| Derya Kumru | General Manager – CJSC Dexia Bank |
| Fatih Arabacıoğlu | General Manager - Deniz Portfolio Management |
| Mehmet Metin Aytekin | General Manager - DenizTürev Securities |
| Haldun Alperat | General Manager - EkspresInvest Securities |
| Raif Deniz Yurtseven | General Manager - Deniz Life Insurance |

EXECUTIVE MANAGEMENT

Hakan Ateş, *President, CEO and Board Member*

Bora Böcügöz, *Treasury Group, Executive Vice President*

Bora Böcügöz was born in Karabük in 1967. A graduate of Boğaziçi University, Faculty of Economics and Administrative Sciences, Department of Business Administration in 1989, Mr.Böcügöz began his banking career in 1989 as a management trainee in Garanti Bank. He was employed by Esbank from 1990 to 1994, by Bank Ekspres in 1994, and later by Toprakbank as the Head of the Securities Division until 1997. Mr.Böcügöz then served as the Treasury Coordinator and Executive Vice President in Kentbank from 1997 to 2002. He joined DenizBank as the Executive Vice President responsible for the Treasury Department in February 2002.

Gökhan Ertürk, *SME and Agricultural Banking Group, Executive Vice President*

Born in Kırklareli in 1970, Mr. Ertürk graduated from the Boğaziçi University IT Department in 1992 and subsequently from the Business Administration and International Relations Departments of the same university with a double major. He began his career at the Data Processing Center of Turkish Airlines in 1993 and worked at İktisat Bank's Cash Management and Electronic Banking Department and Türk Ekonomi Bank's Cash Management Department before joining Akbank as Head of the Department responsible for SME Banking, Agricultural Banking and Cash Management. He joined DenizBank in November 2006 as the Executive Vice President Responsible for SME and the Agricultural Banking Group.

Suavi Demircioğlu, *Financial Affairs Group, Executive Vice President*

Suavi Demircioğlu was born in Eskişehir in 1967. A graduate of the Middle East Technical University, Faculty of Economics and Administrative Sciences, Department of Business Administration in 1990, Mr. Demircioğlu began his banking career at Finansbank and worked in the Financial Control and Planning Department for eight years. followed by assignments as an ALCO member and as the Main Banking Software Project Co-leader, rising to Group Head. He joined Alternatifbank in 1998 as the Executive Vice President in charge of Financial Control, Planning and Accounting and at the same time served as a member of the TÜSİAD Risk Management Subcommittee. He worked as an Executive Vice President at Osmanlı Bank for a year in 2000. as well as being a Board Member and a Statutory Auditor at its subsidiaries. Subsequently Mr. Demircioğlu was an Executive Vice President at Halkbank and the Financial Affairs Director at The Marmara Hotels in 2002. Since January 2005 he has been the Executive Vice President in charge of the Financial Affairs Group at DenizBank.

Oğuz Vecdi Öncü, *Central Operations Group, Executive Vice President*

Oğuz Vecdi Öncü was born in Hatay in 1961. After graduating from Middle East Technical University, Political Science and Public Administration Department in 1986, Mr. Öncü earned his Master's Degree in International Trade from Istanbul Ticaret University in 2003. He started his banking career in 1986 in the Foreign Trade Department of Interbank. Following his posts as Operations Center Manager and Head of Operations Department in the same bank. he joined DenizBank in 1997 as the Central Operations Group Manager. Since May 2007 Mr. Öncü is performed similar duties at DenizBank as the Executive Vice President responsible for the Central Operations Group.

Arif Özer İsfendiyaroğlu, *Retail Banking Group, Executive Vice President*

Arif Özer İsfendiyaroğlu was born in Kütahya in 1968. A graduate of Istanbul Technical University, Textile Engineering Department in 1990, Mr. İsfendiyaroğlu earned his Master's degree from Manchester Business School and Istanbul Bilgi University in 1998- 2000. He began his banking career in 1990 as an Assistant Specialist at Garanti Bank Securities Department and was appointed to the Treasury Department as a Specialist in 1991, where he was promoted to Director at of the same department. Mr. İsfendiyaroğlu was the Retail Banking Department Manager at Garanti Bank from 1996 to 1999, after which he served as its SME Banking Department Manager and Marketing/CRM Department Manager. He joined DenizBank as the Executive Vice President responsible for the Retail Banking Group in April 2004.

H. Hüseyin Uyar, *Corporate and Commercial Loans Group, Executive Vice President*

H. Hüseyin Uyar was born in Yozgat in 1962. A graduate of Dokuz Eylül University, Faculty of Economics and Administrative Sciences in 1983, Mr. Uyar received his Master's degree in Economics from Istanbul University Institute of Social Sciences in 1987. Mr. Uyar began his banking career at Interbank in 1985 and joined Garanti Bank as an internal auditor the same year. From 1990 to 1993 he worked on the Board of Internal Auditors, as well as in Branch Operations and Marketing Departments at Demirbank until he transferred to Bank Ekspres where he was the Loans Manager from 1993 to 1997. He joined DenizBank in 1997 as the Manager of the Loans Group and was promoted to Executive Vice President responsible for the Corporate Banking Group in November 2002. Currently he is the DenizBank Executive Vice President responsible for the Commercial Banking Group.

Tanju Kaya, *Administrative Services Group, Executive Vice President*

Tanju Kaya was born in Artvin in 1964. After graduating from Gazi University, Faculty of Economics and Administrative Sciences, Department of Public Administration in 1985, Mr. Kaya began his banking career in 1986 at Pamukbank's Financial Analysis Department. He then worked at Türk Ekonomi Bank, Marmara Bank and Alternatifbank. From 1994 to 1997 he worked as the Marketing Manager and later as a Branch Manager at Bank Ekspres. He joined DenizBank in 1997 as the Ankara Branch Manager and was subsequently promoted to Central Anatolia Regional Office Director at the beginning of 2002. Mr. Kaya has been serving as the DenizBank Executive Vice President responsible for the Administrative Services Group since July 2003.

Mustafa Aydın, *Retail, SME and Agricultural Banking Loan Allocation and Foreign Subsidiaries and Branches Group, Executive Vice President*

Born in Ordu in 1967, Mustafa Aydın graduated from Ankara University, Department of Public Administration in 1987. Mr. Aydın began his banking career in 1987 as an Internal Auditor at Töbank. Following his positions in the Marketing Departments of Demirbank and Bank Ekspres, he worked as a Branch Manager at Bank Ekspres. Mr. Aydın then joined DenizBank in 1998 as the Kozyatağı Branch Manager. He subsequently acted as the Zincirlikuyu Branch Manager, Commercial Banking 2nd Region Marketing Group Manager and Istanbul and Anatolia Regional Office Manager. Since May 2007 Mr. Aydın has been the DenizBank Executive Vice President responsible for Retail, SME and Agricultural Banking Loan Allocation and Foreign Subsidiaries and Branches Group.

Wouter Van Roste, *Public Project Finance and Corporate Banking Group, Executive Vice President*

Wouter Van Roste was born in Belgium in 1965. A graduate of Limburg University (Belgium) Marketing Department in 1987. Mr. Van Roste is currently working towards his MBA degree. After beginning his banking career in Bacob Bank in 1989, he held several positions in Paribas Bank Belgium and Artesia BC in the Corporate Sales, Structured Products and Foreign Exchange Derivatives Departments before joining Dexia in 2002, where he worked in Financial Engineering and Derivative Products Departments within the Treasury and Financial Markets Group, and in Structured Finance and Export Finance Departments within the Public and Project Finance Group. He joined DenizBank in November 2006 as the Executive Vice President responsible for the Public and Project Finance Group. Since April 2007, he has been the Executive Vice President responsible for the Public Project Finance and Corporate Banking Group at DenizBank.

Mehmet Ali Yetim, Commercial Banking Group, Executive Vice President

Mehmet Ali Yetim was born in Edirne in 1962. After graduating from Middle East Technical University, Department of Business Administration in 1984, Mr. Yetim began his banking career as a management trainee at Interbank in 1987 and later worked as an Auditor on the Board of Internal Auditors. He then became an Operations Manager at the Izmir and Adana Branches. Mr. Yetim was subsequently employed by Chase Chemical Bank's Izmir and Istanbul Branches as a Corporate Banking Manager before joining the Istanbul Representative Office of Chase Manhattan Bank. Mr. Yetim worked in Osmanlı Bank's Levent and Şişli Branches as Branch Manager and at Citibank as a Sales Coordinator before joining Denizbank as the Avcılar Branch Manager in 2003. Mr. Yetim took part in establishment of the Istanbul Corporate Branch in 2004, where he also served as the Branch Manager. He was promoted to Executive Vice President responsible for the Corporate Banking Group at DenizBank in December 2006. Since April 2007, Mr. Yetim has been the Executive Vice President responsible for the DenizBank Commercial Banking Group.

Dilek Duman, Information Technologies, Executive Vice President

Born in Samsun in 1967, Dilek Duman graduated from Boğaziçi University Department of Computer Engineering in 1990. Ms. Duman began her career as a software analyst at Promaks Inc. in 1989. She then joined Intertech as a technical consultant and later transferred to DenizBank's Information Technology Department in 1997. She has served as the General Manager of Intertech from May 2004 to 2008. Since March 2008 she has been the Executive Vice President responsible for the DenizBank Information Technologies.

Aysun Mercan, DenizBank Head Office-Secretary General

Ms. Mercan was born in Ankara in 1959. She graduated from METU Business Administration Department in 1982. She earned a master's degree in Management from the University of Wales in 1997. Starting her banking career in Töbank as Foreign operations junior associate in 1982, Ms. Mercan worked for İktisat Bank, Manufacturers Hanover Trust Company İstanbul, BNP-Ak-Dresdner Bank A.Ş. as Customer Representative, Corporate Banking Vice President, Corporate Banking Department Head and Member of Executive Committee respectively. She continued her career in Heller Factoring A.Ş. as Assistant General Manager in charge of Marketing, in Interbank A.Ş. as Head of Risk Management and Corporate Credits, in Demir Invest Securities as Head of Project Finance Department. She became Unit Manager in charge of Corporate Credits and Off-Shore Banking in Bayındırbank A.Ş., which had been transferred to Savings Deposit Insurance Fund (SDIF), and she took part in the credit follow up, liquidation and reorganization process of SDIF banks merged within Bayındırbank. For a period of more than four years, she worked for SDIF as Project Manager and Advisor in charge of liquidation projects regarding mainly Pamukbank and also EGS bank, Sitebank, Demirbank, Bayındırbank and Esbank in the debt liquidation process of banks controlling shareholders to SDIF. She has been in DenizBank as Secretary General since February 2008.

Cafer Bakırhan, DenizBank Financial Services Group Investment Companies, Executive Board Member

Cafer Bakırhan was born in Erzurum in 1963. After graduating from Ankara University, Faculty of Political Sciences, Department of Economics in 1985. Mr. Bakırhan received his Master's degree in Business Administration from the same university. He began his professional career at the Capital Markets Board in 1985, after which he was employed as Kentbank's Investment Banking Department Coordinator and as an Executive Vice President and Consultant for Kent Investment and Securities. He joined DenizYatırım Securities in 1999 as the General Manager and has been serving as an Executive Board Member at

DenizYatırım Securities, Deniz Portfolio Management. EkspresInvest and DenizTürev Securities since June 2005.

Hüseyin Sami Çelik, DenizYatırım Securities General Manager

Born in Muğla in 1965, Hüseyin Sami Çelik received his undergraduate degree from Middle East Technical University, Department of Metallurgical Engineering. From 1990 to 1991 Mr. Çelik worked in Gedik Holding as a Sales Engineer, after which he was employed by Toros Securities as the Stock Market Transactions Manager from 1991 to 1995. Subsequently, he worked as an Executive Vice President at Şahin Securities between 1995 and 1997 and as the Branches Marketing Manager at Kent Investment Securities from 1997 to 1999. Mr. Çelik then worked as an Executive Vice President at DenizYatırım Securities between 1999 and 2005 and has been serving as the General Manager of DenizYatırım Securities since June 6, 2005.

Fikret Özdemir, DenizFactoring General Manager

Fikret Özdemir was born in Kayseri in 1959. After graduating from Atatürk University, Faculty of Business Administration in 1980, Mr. Özdemir began his banking career in 1981 on Pamukbank's Board of Internal Auditors, during which time continued to serve in managerial positions at the Head Office and at the branches of this bank. He joined DenizBank as the Izmir Branch Manager in 1997. During the restructuring of the Bank, he established the Aegean Regional Office and assumed the duty of Executive Vice President responsible for Corporate Marketing (in charge of the Aegean, Mediterranean and Istanbul III regions as well as the Head Office Corporate Marketing) in December 2002. Mr. Özdemir successfully set up the Corporate Banking Group within the scope of the 2004 Yeni Rota (New Route) initiative. He has been serving as the General Manager of DenizFactoring since May 2004.

Göktuğ Demiray, DenizLeasing General Manager

Göktuğ Demiray was born in Ankara in 1957. After graduating from Ankara University Faculty of Political Sciences in 1980, Mr. Demiray started his banking career in 1981 as an Assistant Auditor on the Board of Internal Auditors of İflbank, where he worked for ten years in various managerial level positions. He then served as the Financial Affairs Manager at the Evyap Group and Milliyet Newspaper. Following his six and a half years of private sector experience, he joined DenizBank during its establishment. He successfully served as the Bakırköy Branch Manager during the Bank's development process. Mr. Demiray was appointed as the Head Office Istanbul I Region Manager in December 2002 and has been serving as the General Manager of DenizLeasing since May 2004.

Dr. İsmail H. Ergener, DenizBank AG General Manager

Dr. İsmail H. Ergener was born in Istanbul in 1955. After graduating from Ankara University Faculty of Political Sciences in 1978 and receiving his Ph.D. in Social Sciences and Economics in 1982, Dr. Ergener began his banking career in 1984 at Interbank and later transferred to İktisat Bank. He went to Germany in 1989 as a representative of the Turkish Development Bank and began working for Deutsche Türkische Bank in 1991, after which he became the General Manager of Express Trade Bank in 1995. He continues to serve as the General Manager of DenizBank AG, where he started in the same capacity in January 1997.

Derya Kumru, CJSC Dexia Bank General Manager

Derya Kumru was born in Balıkesir in 1964. After graduating from Ankara University Faculty of Political Sciences in 1986 and receiving his Master's degree from Istanbul University, Mr. Kumru began his banking career at Esbank as an Assistant Internal Auditor and then worked at the bank's Izmir, Mecidiyeköy, Kartal, Yenibosna and Merter branches in various managerial positions. In 1997 he was appointed as the Executive Vice President responsible for Loans and Marketing. At the same time he served as the General Manager and Board Member at the Bank's financial subsidiaries. He joined DenizBank at the end of 1999 and served as its Executive Vice President responsible for Marketing, Cash Management and New Projects as well as the General Manager and Board Member at DenizFactoring and DenizLeasing. Mr. Kumru has been the General Manager of DenizBank Moscow since 2004.

Fatih Arabacıođlu, Deniz Portfolio Management General Manager

Fatih Arabacıođlu was born in Gaziantep in 1966. After graduating from Ankara University Faculty of Political Sciences in 1988, Mr. Arabacıođlu received his Master's degree in International Banking and Finance from Heriot Watt University in Edinburgh. He worked as an Investment Specialist at Deloitte Touche from 1988 to 1991 and at Vakıf Invest between 1991 and 1993. Mr. Arabacıođlu continued his career at Kent Invest Securities as the Capital Markets Group Manager. After working at İktisat Invest as an Executive Vice President between 1998 and 1999, he served as an Executive Vice President at DenizYatırım Securities until 2004. Mr. Arabacıođlu has been serving as the General Manager of Deniz Portfolio Management since June 2004.

Mehmet Metin Aytekin, DenizTürev Securities General Manager

Mehmet Metin Aytekin was born in Kilis in 1966. After graduating from Middle East Technical University, Faculty of Economics and Administrative Sciences, Department of Political Science and Public Administration in 1989, Mr. Aytekin worked as an Auditor at the Capital Markets Board between 1989 and 1997. Subsequently he was employed as an Executive Vice President at Bayındır Securities and then served as the General Manager of Eti Securities between 1998 and 2003 and as the General Manager of Bumerang Securities until 2004. Mr. Aytekin has been the General Manager of DenizTürev Securities since 2004.

Haldun Alperat, EkspresInvest General Manager

Haldun Alperat was born in Istanbul in 1970. After graduating from Bođaziçi University Department of Mechanical Engineering in 1994, Mr. Alperat received his MBA degree from Wolverhampton University. He began his professional career as an Equity Analyst at Garanti Investment Bank and performed the same role at Caspian Securities from 1997 to 1998. After serving as the Assistant Manager of the Research Department at Ege Invest from 1998 to 2001, he was employed by Raymond James Securities as a Director until 2003. Mr. Alperat then worked as an Executive Vice President responsible for the Research Department at EkspresInvest between 2003 and 2006. He became a Fund Manager and a partner at Fidelity Capital in from 2006 to 2007. Mr. Alperat has been serving as the General Manager of EkspresInvest since 2007.

Raif Deniz Yurtseven, *Deniz Life Insurance General Manager*

Raif Deniz Yurtseven was born in Tekirdağ in 1965. After graduating from Marmara University Faculty of Economics and Administrative Sciences in 1988, Mr. Yurtseven received his Master's degree from the same university. He began his banking career at Pamukbank's Securities Department and then worked as the Portfolio and Marketing Manager at Ekinciler Securities, the Marketing Manager at Merrill Lynch in USA, the Corporate Sales Manager at AXA Oyak Life Insurance and finally as the Sales and Marketing Manager at Oyak Pension. Mr. Yurtseven joined DenizBank in 2004 as the Insurance Products Group Manager and has been serving as the General Manager of Deniz Life Insurance since April 2007.

AUDITORS

Mehmet Uğur Ok, *Auditor*

Born in Istanbul in 1951, Mehmet Uğur Ok graduated from Economic and Commercial Sciences Academy. Mr. Ok began his banking career at Dışbank as an Internal Auditor in 1975 followed by employment at the International Marketing Department at the Şişli Branch of Interbank. He also held managerial positions at the Kadıköy and Eminönü branches of Dışbank (now Fortisbank). Following his position at Dışbank as the Executive Vice President responsible for the Financial Institutions, Human Resources and Retail Banking Groups, he worked as a Consultant. Mr. Ok joined DenizBank in October 2006 as an Auditor.

Date of Assignment: 2006

Cem Kadirgan, *Auditor*

Cem Kadirgan was born in Istanbul in 1964. After graduating from Istanbul University Department of Economics in 1986, Mr. Kadirgan began his career at the Export Department of Mensucat Santral Inc. Following his assignment in the same company as a research analyst, he worked for Denet TouchRose Independent Audit Inc. from 1989 to 1992. He joined Hürriyet Newspaper and Printing in 1992 and worked there as the Audit Group Manager until December 1996. In 1997 Mr. Kadirgan began working at Vestel Electronics as the Budget Control Group Manager and was promoted to Financial Affairs Director in 2002, a position he continues to serve in today. He has also been employed by DenizBank since 1998 as an Auditor.

Date of Assignment: 2006

COMMITTEES

Committees Reporting to the Board of Directors

- Corporate Governance and Nomination Committee
- Audit Committee

Executive Committees

- Assets and Liabilities Committee
- Credit Committee
- Disciplinary Committee
- Purchasing Committee
- Communications Committee
- Promotions Committee
- Executive Board

SECTION III- ASSESSMENT of FINANCIAL POSITION

DenizBank Shareholders' Equity and Capital Adequacy (TRY million)

| | <u>1Q-2008</u> | <u>2007</u> | <u>1Q-2007</u> | <u>2006</u> | <u>2005</u> |
|------------------------|----------------|-------------|----------------|-------------|-------------|
| Shareholders' Equity | 1,733 | 1,678 | 1,429 | 1,353 | 1,111 |
| Free Capital * | 1,369 | 1,375 | 1,226 | 1,160 | 765 |
| Free Capital Ratio ** | 6.2% | 7.4% | 8.1% | 7.9% | 6.4% |
| Capital Adequacy Ratio | 12.64% | 12.55% | 13.85% | 13.84% | 14.69% |

* *Free Capital = Shareholders' Equity - Net Non-performing Loans - Subsidiaries - Deferred Tax Assets - Tangible and Intangible Fixed Assets - Pre-paid Expenses - Fixed Assets to be Disposed of*

** *Free Capital Ratio = Free Capital / Total Assets*

DenizBank Asset Quality

Non-performing Loans/ Total Cash Loans Ratio (%)

| | |
|---------|-----|
| 1Q-2008 | 2.1 |
| 2007 | 2.1 |
| 1Q-2007 | 2.0 |
| 2006 | 1.9 |
| 2005 | 2.2 |

Non-performing Loans Provision Ratio (%)

| | |
|---------|-------|
| 1Q-2008 | 95.0 |
| 2007 | 104.1 |
| 1Q-2007 | 123.7 |
| 2006 | 127.2 |
| 2005 | 130.4 |