

Interim Activities Report 2Q 2008



DenizBank Financial Services Group



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DENİZBANK A.Ş. 2008 2nd INTERIM ACTIVITY REPORT
STATEMENT of RESPONSIBILITY

The Interim Activity Report related to the period between 01.04.2008 and 30.06.2008 prepared regarding the Regulation Series XI Nr. 29 of the Capital Markets Board on “Principles of Financial Reporting in Capital Markets” has been examined by ourselves. We affirm that this report has no false statements or any deficiencies and states the actual financial results of the Bank accurately.

Suavi DEMİRCİOĞLU
Executive Vice President

Hakan ATEŞ
President and CEO

SECTION I-INTRODUCTION

ABOUT DENİZBANK

Tradename: DenizBank A.Ş.

Date of Foundation: 25 August 1997

Headquarter: İstanbul

Paid-in Capital: TRY 316,100,000

of Domestic Branches: 359

of Foreign Branches: 12

of Employees: 8.367

of Subsidiaries: 12

Independent Audit Company:DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Member of Deloitte Touche Tohmatsu)

Tel-fax: 0 212 336 40 00-0 212 336 30 80

Web Site: www.denizbank.com

MARKET POSITION OF DENİZBANK

DenizBank was established as a state-owned bank in 1938, primarily to help finance the newly emerging Turkish maritime industry. It was acquired at the beginning of 1997 by Zorlu Holding from Privatization Administration in the form of a banking licence and became a full-fledged bank. DenizBank was sold to Dexia Group, the world leader in public finance in October 2006, and operates within Dexia Group since then.

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 359 domestic Denizbank branches Denizbank AG and CJSC Dexia Bank have 12 branches in total. In addition, thanks to its Alternative Distribution Channels, DenizBank enables both individual and corporate customers all over the world to carry out financial transactions over the internet.

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 twenty banking groups in the euro zone with a stock market capitalization of EUR 11.8 billion as June 30, 2008 and 35,850 employees in 37 countries as of March 31, 2008.

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*

CHANGES IN SHAREHOLDING STRUCTURE AND PAID-IN CAPITAL

As of June 30, 2008, DenizBank's shareholding structure is presented in the table below. DenizBank's shareholding structure does not contain any cross-shareholdings. In the Extraordinary General Assembly held on May 20, 2008, the increase of Denizbank's capital from TRY 316,100,000 to TRY 716,100,000 has been approved and the legal procedure regarding capital increase has been continuing.

June 30, 2008

Shareholders	Number of Shares	Nominal Value (TRY)	% of Shares
Dexia Participation Belgique SA	315.590.286.950	315,590,287	%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	494.131.050	494,131	%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.

AMENDMENTS TO ARTICLES OF ASSOCIATION IN THE SECOND QUARTER

Extraordinary General Assembly Meeting was held on May 20, 2008 in order to increase the capital of the Bank from TRY 316,100,000 up to TRY 716,100,000 and to amend articles 6., 7., 8. of Articles of Association of DenizBank. New version of articles 7 and 8 was registered by Istanbul Commerce Registry on May 23, 2008. It was applied to Capital Markets Board as to obtain Board registry of increased capital TRY 400,000,000. Increased capital was registered by Capital Markets Board on July 11, 2008. Prospectus related to CMB registry was registered by Istanbul Commerce Registry and published at Commercial Registry Gazette on July 17, 2008. New share prospectus, prepared for capital increase and approved by CMB on July 11, 2008, was published at Sabah and Hürriyet Newspapers on July 16, 2008 and exercising pre-emptive right has been started on July 18, 2008. This process has been ended on August 1, 2008. Pre-emptive right was exercised for TRY 399,989,615.912 of the increased capital TRY 400,000,000.000. The remaining part TRY 10,384.088 with nominal value, not exercised, was offered to primary market on August 8 and 11, 2008 in accordance with the approval of CMB and sale of all shares was completed as of August 11, 2008. Following the approval of BRSA, capital increase will be registered and all legal procedures will be completed.

CURRENT TEXT	PROPOSED TEXT
<p>CAPITAL OF THE BANK</p> <p>Article 6 – Capital of the Bank is TL 316.100.000.000.000 (three hundred and sixteen trillion and a hundred billion Turkish Lira), which is divided into 316.100.000.000 (three hundred and sixteen billion and a hundred million) registered shares each having a value of TL 1,000. - (one thousand Turkish Lira).</p> <p>Out of such capital of the Bank, TL 290.000.000.000.000 has been already paid up; and the shares corresponding to this part of capital have been considered as Scheme I. and II.</p> <p>At this time, out of the decided increase amount of TL 26.100.000.000.000, TL 13,912,193,725,373 will be covered from the income obtained from participations, subsidiaries and sale of tied securities whereas TL 12,187,806,274,627 from the differences arose due to adjustment of equity items according to the inflation and distributed to our partners on free of charge basis prorata their shares. 26.100.000.000 (twenty six billion and a hundred million) pieces of share, which corresponded to the increased amount, were tied to Scheme III share certificates.</p>	<p>CAPITAL OF THE BANK</p> <p>Article 6 – Capital of the Bank is YTL 716.100.000- (sevenhundredsixteenmillionone hundredthousand), which is divided into 716.100.000 (sevenhundredsixteenmillionone hundredthousand) registered shares each having a value of YTL 1 (one New Turkish Lira).</p> <p>The portion of YTL 316.100.000 of the Bank’s capital has already been paid in.</p> <p>All of the YTL 400.000.000 (fourhundred million) YTL decided to be increased this time has been committed free from any fictitious transactions and paid in cash.</p>
<p>SHARE CERTIFICATES</p> <p>Article 7- All the share certificates are of registered types, and issued in</p>	<p>SHARES</p> <p>Article 7- All the shares are of registered types, and issued in accordance with pertinent</p>

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Section I - Introduction

<p>accordance with pertinent provisions of the Turkish Commercial Code, Banking Law, Capital Market Law as well as other legislation.</p> <p>The capital of the Bank may be increased or decreased subject to the prior approval of the Capital Markets Board of Turkey, Banking Regulation and Supervision Agency, and Ministry of Industry and Commerce, under such conditions as established by the Turkish Commercial Code and Capital Market Law. In the event that the rights of preemption are not exercised in the capital increase within the prescribed period of time, the remaining shares shall be sold in the Stock Exchange pursuant to the regulations of the Capital Markets Board of Turkey and ISE. Capital Market Regulations on the right of preemption shall be observed.</p> <p>Board of Directors shall be authorized to issue any denominations representing several shares or share certificates, without changing the nominal value of such shares. Forms, denomination, and signatories of any share certificates in accordance with the provisions of the Capital Market Law and Turkish Commercial Code shall be decided by the Board of Directors.</p> <p>Dividend coupons of the share certificates are bearer and any dividends shall be paid to those submitting such coupons.</p> <p>Share certificates are indivisible. In case that one share is owned by several persons, such holders can use their rights against the Bank through appointing a joint agent only.</p> <p>If they do not appoint a joint agent, a notification given by the Bank to one of those persons shall be duly valid for all of them. Right to vote arising out of a share certificate with usufructuary right shall be used by the beneficial owner, or if there are several beneficial owners, by an agent to be appointed by them jointly. In case that the beneficial owners do not appoint an agent, the provision mentioned above shall apply.</p>	<p>provisions of the Turkish Commercial Code, Banking Law, Capital Market Law as well as other legislation.</p> <p>The capital of the Bank may be increased or decreased subject to the prior approval of the Capital Markets Board of Turkey, Banking Regulation and Supervision Agency, and Ministry of Industry and Commerce, under such conditions as established by the Turkish Commercial Code and Capital Market Law. In the event that the rights of preemption are not exercised in the capital increase within the prescribed period of time, the remaining shares shall be sold in the Istanbul Stock Exchange pursuant to the regulations of the Capital Markets Board of Turkey and ISE. Capital Market Regulations on the right of preemption shall be observed.</p> <p>Shares representing the capital shall be monitored within the framework of dematerialization principles.</p> <p>Shares are indivisible against the Bank. In case that one share is owned by several persons, such holders can use their rights against the Bank through appointing a joint agent only.</p> <p>If they do not appoint a joint agent, a notification given by the Bank to one of those persons shall be duly valid for all of them. Right to vote arising out of a share with usufructuary right shall be used by the beneficial owner, or if there are several beneficial owners, by an agent to be appointed by them jointly. In case that the beneficial owners do not appoint an agent, the provision mentioned above shall apply.</p>
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TRANSFER OF THE SHARE CERTIFICATES	TRANSFER OF THE SHARES
<p>Article 8 - Any transfer of the Bank's share certificates shall be free, subject to the reservation of the provisions of the Turkish Commercial Code, Banking Law, Capital Market Regulations, and these Articles of Association.</p> <p>Transferring process shall be completed upon endorsement and delivery of relevant share certificate(s) to the transferee subject to the provisions of the pertinent regulations.</p> <p>For validity of such transfer of share before the Bank, any transfer must be recorded in the share-book with the Decision of the Board of Directors.</p>	<p>Article 8 - Any transfer of the Bank's shares shall be free, subject to the reservation of the provisions of the Turkish Commercial Code, Banking Law, Capital Market Regulations, and these Articles of Association.</p> <p>In order for transfer of non-publicly traded shares to be valid for the Bank, it must be already recorded in the share-book with the decision of the Board of Directors.</p> <p>Publicly traded shares may be transferred from one party to another in accordance with regulations of the Turkish Commercial Code, Capital Markets Board and Central Registration Agency without any approval of the Board of Directors.</p> <p>Share transfers for which "Banking Regulation and Supervision Agency's approval" is required as per Banking Law, could be realized unless such permission is obtained from the Agency. Share transfers realized without obtaining required permission are not recorded in share-book.</p>

DONATIONS

INSTITUTION NAME	AMOUNT(TRY)
ALTI NOKTA KÖRLER DERNEĞİ	10
ANKARA ÇOK SESLİ MÜZİK DERNEĞİ	3,000
ATATÜRK LİSESİ	1,000
BEŞİKTAŞ KÜLTÜR SANAT MERKEZİ	60
BİLGİ ÜNİVERSİTESİ	2,875
ISPARTA BELEDİYESİ	250
KONAK İLÇE EMNİYET MD	200
MİLLİ EĞİTİM BAKANLIĞI	750
NÜLİFER SANAYİCİLERİ VE İŞ ADAMLARI DERNEĞİ	30
ÖZÜRLÜ VATANDAŞLARA DESTEK TİYATRO BEDELİ	100
POSTA DAĞITIM SOSYAL YARDIM DERNEĞİ	100
TEMA	329
TÜM ŞEHİT AİLELERİ DERNEĞİ	15
TÜRK EĞİTİM DERNEĞİ	18,000
TÜRK EĞİTİM VAKFI	2,605
TÜRK HAVA KURUMU	20
TÜRKİYE EMEKLİ ASTSUBAYLAR DERNEĞİ	1,000
VAKIFLAR GENEL MD.	200
YÜKSEK ÖĞRENİM EĞİTİM VE ARAŞTIRMA VAKFI	50
TOTAL	30,594

SECTION II - MANAGEMENT and CORPORATE GOVERNANCE

BOARD of DIRECTORS

<u>Title</u>	<u>Name</u>	<u>Position</u>	<u>Beginning-End Date of Tenure</u>
Chairman of the Board of Directors:	Dirk G.M. Bruneel	Chairman-Non-executive	Oct 2006-Jan 2010
Board Members:	Mustafa Tinas Titiz	Vice Chairman-Independent	Oct 1997-Jan 2010
	Hakan Ateş	Member-Executive	June 1997-Jan 2010
	Fikret Arabacı	Member-Executive	Dec 2004-Jan 2010
	Cem Bodur	Member-Non-executive	June 1997-Jan 2010
	Bruno R.D.J. Accou	Member-Executive	Oct 2006-Jan 2010
	Eric P.B.A. Hermann	Member-Non-executive	Jan 2007- Jan 2010
	Hugo R.R. Lasat	Member- Non-executive	Jan 2007- Jan 2010
	Bruno Y.M.R Deletre	Member- Non-executive	Jan 2007- Jan 2010
	Alain P.B. Delouis	Member- Non-executive	Jan 2007- Jan 2010
	Ayfer Yılmaz	Member-Independent	Jan 2007- Jan 2010

EXECUTIVE MANAGEMENT

<u>Title</u>	<u>Name</u>	<u>Position</u>	<u>Experience</u>
President & CEO:	Hakan Ateş	President & CEO	27 years
Executive Vice Presidents:	Dilek Duman	Information Technology-EVP Retail, SME and Agricultural Banking	19 years
	Mustafa Aydın	Loan Allocation and Foreign Subsidiaries and Branches- EVP	21 years
	Bora Böcügöz	Treasury and Private Banking -EVP	19 years
	Gökhan Ertürk	SME and Agricultural Banking - EVP	15 years
	Wouter Van Roste	Public Project Finance and Corporate Banking -EVP	19 years
	Hasan Hüseyin Uyar	Corporate and Commercial Loans - EVP	23 years
	Suavi Demircioğlu	Financial Affairs Group- EVP	18 years
	Oğuz Vecdi Öncü	Centralized Operations -EVP	22 years
	Arif İsfendiyaroğlu	Retail Banking -EVP	18 years
	Mehmet Ali Yetim	Commercial Banking -EVP	22 years
	Tanju Kaya	Administrative Services -EVP	22 years
	Aysun Mercan	Secretary General -EVP	26 years
Head of Internal Audit:	Eglantine Delmas	Head of the Board of Internal Audit	13 years

AUDITORS

<u>Name</u>	<u>Position</u>	<u>Experience</u>
Cem Kadirgan	Auditor	22 years
Mehmet Uğur Ok	Auditor	33 years

COMMITTEES

Committees Reporting to the Board of Directors

- Corporate Governance and Nomination Committee
- Audit Committee

<u>Title</u>	<u>Name</u>	<u>Position</u>	<u>Begin-End Date of Tenure</u>
Audit Committee	Dirk G.M. Bruneel	Member	Oct 2006
Members:	Eric P.B.A. Hermann	Member	Jan 2007
	Mustafa Tinas Titiz	Member	Oct 2006
Corporate Governance and Nomination Committee	Dirk G.M. Bruneel	Member	Oct 2006
Members:	Mustafa Tinas Titiz	Member	Sept 2004
	Tanju Kaya	Member	Sept 2004

Executive Committees

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

Within the context of Corporate Governance;

16 board decisions were adopted in the Board Meetings held between April 1, 2008 and June 30, 2008.

Audit Committee met on May 8, 2008. Independent auditors' report on first quarter's financials was presented and approved to present those figures to the Board of Directors. At the same meeting, the activity reports for 1Q-2008 of Internal Audit, Internal Control, Compliance, Risk Management and Operational Risk were presented.

Corporate Governance and Nomination Committee met two times and took decisions in order to make proposal to Board of Directors for nomination of top executives.

Alain P.B. DELOUIS and Hugo R.R. LASAT were appointed as reserve members to Credit Committee of the Bank, composed of Bruno ACCOU, Hakan ATEŞ and Fikret ARABACI, with the Board Decision dated on May 14, 2008 and numbered 2008/25.

Board of Directors decided to appoint Mr.Claude Edgard M.PIRET, until the coming General Assembly, according to article 18 of Articles of Association of DenizBank, for the vacant membership, due to resignation of Board Member Bruno DELETRE, on August 14, 2008.

SECTION III- FINANCIAL INFORMATION and INTERIM ACTIVITIES

CONSOLIDATED FINANCIAL HIGHLIGHTS (TRY Million)

	<u>2Q-2008*</u>	<u>1Q-2008*</u>	<u>2007*</u>	<u>2Q-2007*</u>
Securities**	2,870	3,507	2,870	1,752
Net Loans***	16,232	15,684	13,412	10,074
Subsidiaries	4	4	4	4
Net Fixed Assets	202	188	183	143
Total Assets	22,576	22,088	18,647	15,935
Customer Deposits	11,368	12,068	10,822	9,677
Time	9,089	9,851	8,269	7,602
Demand	2,279	2,217	2,553	2,075
Borrowings	7,215	5,243	3,363	3,851
Shareholders' Equity	1,793	1,733	1,678	1,514
Paid-in Capital	316	316	316	316
Non-cash Loans	5,493	5,602	4,740	4,401
Interest Income	1,307	648	2,057	905
Interest Expense	-726	-361	-1,144	-516
Net Interest Income after Provisions	444	197	782	320
Non-interest Income	248	119	387	232
Non-interest Expense	-452	-231	-827	-347
Net Income	186	85	341	168
Number of DenizBank Branches	359	343	320	303
Number of Employees	8.367	7.903	7.577	7.024
Number of ATMs	510	459	433	392
Number of POS Terminals	76.378	70.059	63.288	59.998
Number of Credit Cards	1.239.298	1.201.169	1.220.538	1.395.434

* All financial figures presented in this table of this annual report are extracts from the audited consolidated financial statements prepared in accordance with accounting and valuation standards as described in the "Regulation on Principles Related to Banks' Accounting Applications and Preserving the Documents", dated 1 November 2006 which is published in the Official Gazette No.26333, Turkish Accounting Standards and Turkish Financial Reporting Standards.

** It is the sum of financial assets at fair value through profit or loss, investment securities available for sale and investment securities held to maturity.

*** Includes factoring and leasing receivables.

ASSESSMENT of FINANCIAL POSITION

DenizBank Shareholders' Equity and Capital Adequacy (TRY million)

	<u>2Q-2008</u>	<u>1Q-2008</u>	<u>2007</u>	<u>2Q-2007</u>
Capital Adequacy Ratio	%12.69	%12.64	%12.55	%12.80
Shareholders' Equity	1,793	1,733	1,678	1,354
Return on Average Equity	%21.38	20.00%	23.00%	23.40%
Free Capital *	1,389	1,369	1,375	1,301
Free Capital Ratio **	%6.2	%6.2	%7.4	%8.2

* 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

	<u>2Q-2008</u>	<u>1Q-2008</u>	<u>2007</u>	<u>2Q-2007</u>
<i>Non-performing Loans/ Total Cash Loans Ratio (%)</i>	2.2	2.1	2.1	2.0
<i>Non-performing Loans Provision Ratio (%)</i>	105.2	95.0	104.1	121.7

RISK MANAGEMENT POLICIES

Denizbank risk management policy aims to prevent profit-earning capacity from unexpected fluctuations, assess risk-profit relationship substantively and develop infrastructure for sustainable growth.

In this scope, the Bank is able to define measure, monitor and control the risks it is subject to through its policies, implementation methods and limits. All these methods are geared towards monitoring, keeping under control, and changing as necessary the risk-return structure of the Bank's future cash flows and the corresponding characteristics and level of its operations.

Executing these functions, Risk Management Group maintains its operations in conjunction with Internal Control and Internal Audit Units organizationally and reports to Audit Committee directly.

Duties and responsibilities of Risk Management Group:

DenizBank Risk Management Group is an internal systems unit that reports to the Board of Directors directly and is responsible for executing risk management operations. The duty of the DenizBank Risk Management Group is defined within the framework of the principles established by the Bank's senior management, the Risk Management Group and approved by the Board of Directors. The Group's task is to define and measure the risks, establish and implement risk policies and implementation methods, and analyze, monitor, report, research, confirm and audit risks.

The main subjects under Risk Management Group's responsibility are Market Risk, Structural Interest Risk, Liquidity Risk, Credit Risk & Basel II and Legal Reporting.

INTERIM ACTIVITIES

DenizBank continued its successful performance in the second quarter of 2008. Based on the first half consolidated financial statements, total assets grew 21% over the previous year and 2% over the previous quarter to TRY 22,576 million (EUR 11,729 million). DenizBank ranks 6th among private banks in terms of asset size with a market share of 3.5% as of March 31, 2008.

As of end of June, equity size of Turkish banking sector remained the same as previous quarter at TRY 78 billion. DenizBank's shareholders' equity increased 7% y-t-d and 3% q-o-q higher than the sector average to reach TRY 1,793 million (EUR 931 million).

In order to strengthen its performance and to ensure continuous and sustainable growth DenizBank does not pay out dividends in addition to obtaining cash capital and subordinated debt depending on its needs. The capital increase of TRY 400 million, for which period of all legal procedures will be completed in August, will contribute greatly to reinforcement of DenizBank's financial structure and its capital adequacy.

Impact of fluctuations in global markets on Turkish economy creates negative effects also on banking sector. The most important factor affecting currently performance of the sector is funding cost resulting from high interest rates. DenizBank implements risk management policies effectively and manages risks matching its level of capital in a conscious way.

DenizBank's customer deposits rose 5% y-t-d in the first half of 2008 to TRY 11,368 million (EUR 5,906 million). Although our primary source of funding is customer deposits, we also have the opportunity to get long term funding from our main shareholder Dexia.

Net income reached TRY 186 million (EUR 96 million) and increased 11% y-o-y. We sustain our strong profitability thanks to growth of our main revenue items such as interest income, fee and commission income, and cost management policy.

In line with the objective, to be among the top 5 banks in Turkey, DenizBank continues to invest in IT, networking and human resources. The number of its domestic branches increased by 12% y-t-d to 359 and as a result of this expansion the number of FTEs increased 10% y-t-d reaching to 8.367.

FURTHER INFORMATION

- 1- To view the material disclosures made in ISE click the link below:
<http://acikdeniz/TR/YatirimciIliskileri/OzelDurum/>
- 2- To download DenizBank 30.06.2006 consolidated financial statements and footnotes click the link below.
<http://acikdeniz/TR/YatirimciIliskileri/FinansalBilgiler/malitablolar.htm>
- 3- To download 2007 Annual Report for further information about the main activities of DenizBank click the link below:
<http://acikdeniz/TR/Hakkimizda/FaaliyetRaporlari/>