

DenizBank Corporate Governance Principles Compliance Report

PART I: CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE STATEMENT

Prior to its IPO, DenizBank voluntarily conducted studies for compliance with the Capital Markets Board's (CMB) Corporate Governance Principles in line with international principles and sectorial practices; the "Corporate Governance Report" was published which was firstly approved at the Board of Directors Meeting dated September 16, 2004. DenizBank views Corporate Governance Principles as a dynamic field open to further improvement and works to enhance its operations in this spirit.

DenizBank operates with a management approach built on the principles of transparency, equality, responsibility and accountability, and exercises maximum care to comply with the corporate governance provisions outlined in the Banking Legislation, Capital Market Legislation, Turkish Commercial Law and other related regulations as regards the management of relations with shareholders, as well as the determination of the duties, authorities and responsibilities of the Board of Directors and the management tiers that report to the Board. Mandatory principles of the annex to BRSA's "Regulation on Corporate Governance Principles" (Regulation) and CMB's Corporate Governance Communiqué

(Communiqué) no II-17.1 are complied. The Bank complies with the majority of the non-mandatory principles and continues the full compliance studies. The main principles that have not yet been fully complied are as follows and this info is also included under the related subjects in this report.

- > Article 1.5.2: the use of minority rights to whose own less than one twentieth of the outstanding shares was not extended by The > Articles of Association and minority rights are provided under the general provisions of the regulations.
- > Article 4.3.9: We do not have a policy regarding the ratio of women members.
- > Article 4.5.5: Only one Board Member is also an associate member of another committee.
- > Article 4.6.5: The payments made to the Board Members and the executives with administrative responsibility are publicly disclosed in parallel with the general practice in the Ordinary General Assembly and Independent Audit Reports.

As for the compliance with the non-mandatory provisions, the differences between the CMB Corporate Governance Principles and the Bank applications are outlined under the relevant sections of this report.

DenizBank updates the annual report, website and other information channels to comply with the related principles and shares them with all the stakeholders. Shareholders are able to access to comprehensive information through these channels and keep themselves informed about the latest developments and activities.

According to the Capital Markets Board's decision Nr. 2/49 dated 10 January 2019, it was decided that the companies should be made their Corporate Governance Compliance Reporting in accordance with Nr. II-17.1 "Corporate Governance Communiqué (Communiqué) by using the Corporate Governance Compliance Report (URF) and the Corporate Governance Information Form (KYBF) templates through KAP. Within the framework of compliance with this decision, our Bank announced the URF and KYBF forms at KAP on the date of 27.02.2019. The forms are accessible at <https://www.kap.org.tr/tr/sirket-bilgileri/ozet/2415-denizbank-a-s>

PART II: SHAREHOLDERS

2.1 Investor Relations Department

Established in 2004 with the aim of taking necessary measures to comply with the existing legislation, the Articles of Association, and other in-house regulations regarding the protection and exercising of shareholders' rights, and the right to obtain and review information in particular, the Department has been carrying out its activities with name of Investor Relations and Financial Communication Department within the structure of Financial Affairs Group, under the supervision of Financial Affairs Group- EVP, CFO. The tasks of Investor Relations Department within the 5th Clause of the 11th Article of the Communiqué are carried out in coordination with the Investor Relations and Financial Communication, Secretary General, Corporate Compliance, Financial Performance Evaluation and Analysis and Treasury and Financial Institutions departments. Names and contact info regarding the staff members of the Department are given below. Due to the fact that the portion of shares in public float is 0.15%, the number of inquiries made by investors within the period was limited, and thus all inquiries were answered verbally or in writing.

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Due to the fact that most of the tasks specified in the 11th Article of the Communiqué are carried out by our Bank's Investor Relations and Financial Communication Department the Department Manager Yeliz Koraslı Özdemir was appointed as the "Director of Investor Relations Department" upon the Board of Directors decision dated June 20, 2014. Furthermore, within the scope of the 1st Clause of the 11th Article of the Communiqué she was appointed as a member to the Corporate Governance and Nomination Committee.

Activities during the Period

- › Material event disclosures,
- › Preparation of the annual reports, interim activity reports sections of financial reports, and press releases on financial data,
- › Updating relevant information on the Bank's website,
- › Examination of sector data and preparation of market share reports,
- › Responding to questions received by email and telephone,
- › Organization of Ordinary/Extraordinary General Assembly Meeting,
- › Communicating with credit rating agencies, reviewing and evaluating reports,
- › Preparation of documents within the scope of the issuance of bonds/bills, making necessary announcements and disclosures,
- › Coordinating the practices developed in the Bank within the scope of Corporate Governance Practices.

The report regarding the activities carried out within the scope of the Communiqué was prepared in coordination for 2018 and planned to be submitted to the Board of Directors in March 2019.

2.2 Exercise of Shareholders' Right to Information

The Investor Relations and Financial Communication Department treats all shareholders equally. All shareholder and other stakeholders' inquiries were first assessed to determine whether or not they concerned trade secrets, and then answered accordingly either in written form, or else verbally. Queries made to the Investor Relations and Financial Communication Department concerned the following topics:

- › The Bank's financial statements,
- › Activities in business lines,
- › General Assembly Meetings,
- › Dividend Distribution,
- › Share Price Info,
- › Main shareholder change,
- › Bonds/bills issued.

DenizBank exercises maximum care to release information that may impact the exercising of shareholders' rights and the decisions of investors, in the most rapid and effective manner. Disclosures are considered within the scope of the CMB's Communiqué and Guide on Principles Regarding Public Disclosure of Material Events, announced via the Public Disclosure Platform and also published on

the Bank's website. The Bank's website is itself used actively to provide shareholders, investors and other stakeholders' easy access to information. The information published on our website is explained in detail under "Part III/3.1 Company Website and Contents."

Request for the Appointment of a Special Auditor

Our Bank applies the provisions of the Turkish Commercial Code regarding the appointment of a special auditor; therefore, no special regulation is included under the Articles of Association about this issue. During the period, no request from shareholders, who have such a right according to internal and legal regulations, for the appointment of a special auditor was received.

2.3 General Assembly Meetings

Invitation to and Information about the General Assembly

DenizBank issues the invitation to the Annual General Assembly at least 3 (three) weeks before the meeting date, as stated in Articles 10 of the Articles of Association. The announcement/invitation on/to the General Assembly is published in the Trade Registry Gazette, on the Central Registry Agency's (MKK) Electronic General Meeting System (e-GEM), Public Disclosure Platform (PDP) as well as on the DenizBank website. The company ensures the clarity of the General Assembly agenda, and that an item on the agenda does not cover multiple topics. Furthermore, the agenda items, proxy forms, Annual Report, Articles of Association, financial statements and their footnotes, old and new versions of the Articles of Association in case of any amendments, information stated on principles on Board Members and candidate Members in case the agenda items include the dismissal, replacement or election of Board Members, any requests from the shareholders to add items to the agenda, and Information Document including all other documents regarding the agenda and other documentation are submitted for shareholder scrutiny at the Bank's Head Office and on the Bank website as of the date of the announcement.

Documents regarding the agenda items are also published via MKK's portals including the e-GEM. Proxy voters do not have to be shareholders. It is no longer necessary to place voting shares under participator's blockage in the General Assembly Meeting. Shareholders can now register to participate in the meeting

via the e-GEM, until 00:00 hours the day before the meeting. All shareholders whose names are included on the Shareholders List obtained from the e-GEM prior to the meeting can participate in person.

Although not stipulated in the Articles of Association, DenizBank's Board of Directors can decide to open General Assembly meetings to the wider public, including stakeholders and the press, although the latter do not have the right to take the floor. The meeting minutes of the General Assembly and the Attendance List are published on the e-GEM, Public Disclosure Platform (PDP) and the Bank's website. In 2018, DenizBank held an Ordinary General Assembly Meeting.

Date: 29.03.2018

General Assembly: 2017-Ordinary

Participants: Shareholders, Representatives of Legal Authorities and Independent Auditors

Participation Rate: 99.85%

Form of Invitation: Trade Registry Gazette, and announcement on the e-GEM, PDP and the Bank website.

In 2018, there is no transaction conducted by insiders with privileged information on their behalf within the scope of the Bank's activities, so there is no need to provide information at the general assembly.

Shareholders' Right to Add Items to the Agenda and Ask Questions

As indicated in Article 10 of the Articles of Association, shareholders representing at least one twentieth of the paid-in capital may add items to the agenda through notary public or written request submitted to the BoD and request the Board of Directors to call an Extraordinary General Assembly via justifiable written requests.

As per Article 15 of the Articles of Association, all shareholders have the right to express their opinions and ask questions during General Assemblies. Questions directed at the Board of Directors shall be answered immediately and verbally, if possible. Otherwise, these will be answered in written form within 15 (fifteen) days of the General Assembly. In line with recent amendments to the Communiqué, questions posed during General Assembly meetings and their answers are published in 30 (thirty) days on the Bank's website.

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The Bank makes donations and gives aid in line with the Donation Policy and relevant procedures defined by the Social Responsibility Policy. The sum of donations made during the period and the benefactors of these donations are listed in the Annual Report and presented to the shareholders at the General Assembly as a separate agenda item with the policy changes if existed.

2.4 Voting Rights and Minority Rights

DenizBank shares do not have any preferential rights. As per Article 14 of the Articles of Association, each share carries one vote. Obstructions to the exercising of voting rights are avoided. Shareholders can be represented at the General Assembly by other shareholders, or an external proxy.

The Bank does not have any cross-shareholding relationships with any company. As stipulated by the Article 29 of the Capital Market Law No. 6362, minority rights shall be exercised by shareholders representing at least one-twentieth of the paid-in capital as per Article 411 of the Turkish Commercial Code, and this condition is met by Article 10 of the Articles of Association.

2.5 Dividend Rights

The Bank's dividend distribution policy is outlined in Article 32 of the Articles of Association and published on the website. Prior to being presented by the Board of Directors to the General Assembly, the dividend distribution proposal is announced as a material event disclosure to shareholders and published on the Bank's website and e-GEM. The dividend distribution policy and the dividend distribution proposal for the relevant year are published in the Annual Report. There are no privileges concerning the distribution of dividends. Pursuant to the

decision of the General Assembly held in March, no dividend is being paid for the year 2017.

2.6 Transfer of Shares

There is no provision in the Bank's Articles of Association restricting the transfer of shares. According to Article 8 of the Articles of Association, the transfer of shares is allowed in accordance with Turkish Commercial Code, Banking Law no.5411, Capital Market Law and the Articles of Association.

PART III: PUBLIC DISCLOSURE AND TRANSPARENCY

3.1 Information Policy

The Information Policy has been prepared in line with relevant laws, the regulations of Banking Regulation and Supervision Agency (BRSA) and Capital Market Board (CMB) and Corporate Governance Principles and announced to public on the website upon approval of the Board of Directors. Establishment, execution and supervision of the information policy are under the responsibility of the Board of Directors. Coordination and fulfillment of the information function are carried out by the General Manager, Executive Board Members, employees of Financial Affairs Department, Management Services Department, Internal Control and Compliance Department and the Secretary General as well as the related managers of all business lines in terms of access to internal information. The information policy aims to ensure timely, accurate, complete, comprehensible, easily and affordably accessible and uniform delivery of information that does not constitute trade secret and disclosure of which is not against laws to stakeholders and beneficiaries. Forward looking information can be disclosed to public in written or verbal form. Forward looking information about the Bank's financial situation and operations are stated in activity reports, press releases and other informative documents. Forward looking information should be consistent with the Bank's current financial situation and activity results as well as other information disclosed to public and should not contain groundless, exaggerated or misleading projections.

3.2 Corporate Website and Contents

In accordance with the public disclosure and transparency principles of the Corporate Governance Principles, DenizBank has created an effective website which is updated periodically to provide timely, accurate, complete, comprehensible, easy to analyze, low-cost and accessible information. The Bank's web address is www.denizbank.com. The majority of the information specified in the CMB's Corporate Governance Principles has also been submitted in English in our Corporate Internet Site and important sections are also available in Russian. The website, available in Turkish and English, contains all the information stipulated in CMB's Corporate Governance Principles. The following information is available on the website:

- > Trade Registry and share information, shareholding and management structure,
- > The latest version of the Bank's Articles of Association, information about the changes,
- > Material event disclosures,
- > Press releases,
- > Annual reports and financial reports,
- > Documents concerning securities issued,
- > General Assembly forms,
- > Information on the internal control system and risk management,
- > Curricula Vitae of the Board of Directors and the Executive Management team,
- > Policies,
- > Corporate Governance Principles Compliance Report,
- > List of social responsibility activities.

3.3 Annual Report

The Annual Report is published in sufficient detail to provide complete and accurate information about the Bank's operations, and in accordance with BRSA and CMB regulations. The Annual Report features all topics listed in the relevant regulations. Following its release on the Public Disclosure Platform, it is also published on the Bank's website.

PART IV: STAKEHOLDERS

4.1 Informing Stakeholders

The rights earned through legislation and the reciprocal contracts of DenizBank's stakeholders (employees, clients, correspondent banks, entities participating in syndication loans, public agencies, borrowers, lenders, credit rating agencies, suppliers, the social environment, and other interest groups the Bank is in contact with) are protected by DenizBank. If these rights are violated, the injured party is compensated. Relationships with all stakeholders are maintained with respect to the Code of Ethics. Employee rights have been determined through the Bank's approach, and through its human resources policy, remuneration policy, employee, disciplinary, and other regulations. In the internal portal established for informing the employees, all the related procedures, notifications and announcements are published. It is ensured that such information is accessed from different points in the most efficient way. Stakeholders are provided with information related to the Bank within the framework of the disclosure policy and other in-house regulations. Stakeholders are regularly informed through General Assembly minutes; material event disclosures; press releases; internal bulletins; in-house announcements; "Team Spirit" magazine; emails to clients; announcements via SMS, the call center, web platforms and social media channels; annual reports; financial reports; and all notifications made via the Bank website.

In addition, information is provided via meetings organized upon request and in written statements. Easy access to up-to-date information is facilitated by posting all the aforementioned information on the Bank's website.

Several mechanisms have been set up by which stakeholders can share complaints and suggestions regarding the Bank's activities and transactions with the management. While employees can use the suggestion system to share their wishes, requests, suggestions and complaints with the executive management, other stakeholders can share their requests and complaints with the Bank's management via the customer satisfaction system. Furthermore, within the scope of

the "Anti-Corruption Policy" and "Corporate Responsibility Communication Procedure", our Bank has "Ethical Notification" channels which can be reached by the employees via phone, e-mail and portal and which is for notifying the transactions which may lead to financial loss, conflict of interests and damage of our Bank's prestige, such as embezzle, abuse, bribery, fraud and misuse.

4.2 Stakeholder Participation in Management

To ensure optimum satisfaction while preserving the balance between customers, employees, shareholders and other stakeholders, the Bank strives to improve its product and service quality, and to fulfil the expectations of domestic and foreign customers. To this end, DenizBank acts in accordance with the "collective wisdom" concept and gears its systems towards continuous improvement.

Within the framework of the customer-oriented approach of the Bank, dialogues and surveys, which are performed by the Customer Satisfaction and CRM Departments with the customers for getting to know the customer and understanding their expectations regarding our products and services, help a lot while determining the new product and service strategies of the Bank.

Stakeholders can participate in the Bank's management by attending various committee meetings and the General Assembly, as well as by using the suggestion system and by exercising their right (as stated in Article 20 of the Articles of Association) to demand from the Chairman in writing the placing of an item on the agenda of the General Assembly meeting.

Furthermore, as per Article 10 of the Articles of Association, minority shareholders may request in written form that the Board of Directors add an item to the agenda of the General Assembly through justifiable written requests prior to the creation of said agenda. Moreover, shareholders may request the Board of Directors to call for an Extraordinary General Assembly through justifiable written requests and create the agenda for discussion. Below is a list of systems that facilitate employee, customer and shareholder participation in management. The output of these systems is presented to the Executive Management after being analyzed by related departments.

Employees

- > Committees
- > Suggestion System

Customers

- > Customer Satisfaction System
- > Suggestion System

Shareholders

- > General Assembly
- > Board of Directors
- > Management Meetings

4.3 Human Resources Policy

General human resources policies designed for the Bank and its subsidiaries to perform their functions in the most effective fashion are based on the principles summarized below. These principles are posted as related procedures and processes on the Bank's website and intranet portal "DenizPortal" and are accessible by all members of staff.

Respect for Individuals: Recognizing that the first criterion for success is respect for the individual, and providing all employees, without discrimination, with the harmonious Professional environment and physical means necessary for them to fully utilize and improve their abilities and skills.

Transparency in Management: Facilitating new ideas within the framework of mutual trust understanding and communication; and problem solving through collective wisdom. Establishing and developing user-friendly technological systems that give employees the opportunity to communicate their demands, suggestions and opinions by further informing them on the applications that concern them.

Opportunity for Training and Development: Keeping in mind that the Bank's most valuable investment is the development of employees using every available training tool, as well as managing their careers in accordance with their accomplishments and competencies, and aiming to select the managers and directors of the future from among Bank employees.

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Fair and Reliable Remuneration Management:

Implementing a compensation management system that provides fair and reliable salaries and benefits that encourage and reward success and excellence in line with market and prevailing conditions.

Practices and attitudes related to matters such as hiring criteria, salaries, training and health, in accordance with the general approach adopted within the framework of the human resources policy, are documented through guidelines, procedures and policies, all of which are available to employees.

All kinds of decisions that affect the employees are available in the regulations that are accessible in the common platforms and are announced with general announcements. There are no trade union activities in our Bank based on the Law No. 6356 on Trade Unions and Collective Labor Agreements. Our Bank respects the constitutional rights of our employees.

"Future at Deniz Dialogue" which focus on the improvement of employee performance and development of their competencies is performed twice a year. It is aimed at increasing the number of feedbacks that each employee is received and creating guidance steps in the middle of the process.

Announcements that are of interest to Bank employees are communicated over the intranet (DenizPortal), mobile application "Denizde" and by email. Suggestion systems have been developed where the employees can share any suggestions and opinions. In order to focus on the candidate and employee experience and measure the satisfaction level at these areas and to be able to take the necessary actions proactively depending on the

results obtained, the platform "FikriNNe" (What'sYourIdea) which contains periodic surveys has been started to be used.

Suggestions submitted through "I Have an Idea" on DenizPortal are evaluated and pre-assessed by the Organization Department. Suggestions deemed viable are evaluated at the Suggestions Committee and rewarded accordingly. Furthermore, all employee concerns and problems regarding working practices are evaluated by their supervisors and brought to the attention of the Executive Management, where necessary.

As a learning organization, DenizBank allows three different generations to learn from each other and to grow based on the differences between them. Within this scope, the second leg of the mentorship program called "Bilakis" has been launched which enables different generations to learn from each other. With this program, employees, interns and also university students who were included in the program this year that are born no earlier than 1990 are acting as mentors about the expectations of the young generations and about up-to-date issues, primarily being the social media developments, to the senior management members.

There have been no complaints from employees regarding discrimination in the workplace.

We believe that development is the most important factor of our human resource policy, and we support the personal development and career path of every DenizBank Financial Services Group employee with a policy of equal opportunity. All related programs are carried out at Deniz Academy, with training needs analyzed. Modern training tools and methods like e-Deniz Academy, Deniz TV, mobile training and social media are used in training projects.

The Bank's employee remuneration policy was designed to establish the principles governing payroll and social benefits. The Remuneration Committee was established to audit and monitor pay policies and practices on behalf of the Board of Directors. Salaries, factors significant in determining increase rates, the performance based pay system and criteria used in assessments have been identified within the scope of the policy. The policy has been made available to employees via the website and DenizPortal.

4.4 Code of Ethics and Social Responsibility

DenizBank carries out its activities within the framework of the Banking Code of Ethics it has adapted and published on its corporate website. Taking and implementing management decisions necessary for compliance with "Ethical Principles Policy" published by The Banks Association of Turkey, constitute the basis of the activities. Furthermore, the Bank published the "DenizBank Compliance and Integrity Policy" in order to establish respect for laws and regulations, ensure trust among customers, employees and shareholders, and prevent misconduct and fraud.

In addition to contributing to the national economy through its financial activities, DenizBank supports projects designed to raise public awareness, mainly in the fields of education, culture and the arts and sports, in line with its social responsibility approach. DenizBank Financial Services Group's Corporate Social Responsibility has also been published on the website.

As part of its social responsibility activities, the Bank makes donations, supports projects, organizes cultural events and publishes Works via DenizKültür.

The list of activities conducted to this end is presented on the Bank's website.

PART V: BOARD OF DIRECTORS

5.1 Structure and Formation of the Board of Directors

The Annual Report includes the names and short biographies of the Bank's executive, non-executive and independent Board Members. The formation, duties, and responsibilities of the Bank's Board of Directors, as well as its meeting format, are described in detail in Articles 16, 17, 18, 19, and 20 of the Articles of Association. The Board of Directors consists of 12 members, four independent members of which three are also the Members of the Audit Committee (as per Articles 6-(3) of the CMB Communiqué on Corporate Governance) 9 are non-executive and three are executive members. In line with Article 17 of the Articles of Association, the duties of Chairman and CEO are performed by different individuals. The term of office for all members of the Board of Directors is defined within the scope of Article 18 of the Articles of Association as three years. A member whose term of office expires can be re-elected. There are no quantitative limits as to the Board Members'

taking office in the Bank's subsidiaries. In order to ensure efficient management, in principle, Board Members are asked not to take up more than three duties beyond the Bank's subsidiaries. A Directors and Officers liability insurance has been subscribed covering less than 25% of the capital.

A "Statement of Independence" has been received from the independent members pursuant to Articles 4.3.6 of the CMB's Corporate Governance Principles to fulfil the criteria of independence.

Investigating the independence of the independent Board Members and identifying any conflicts of interests among the duties and responsibilities of the Corporate Governance and Nomination Committee. Within the framework of the principles in force during the period of activity, there were no circumstances which could compromise the independence of the Board Members. In line with the revision of Communiqué criteria, the statements from independent Board Members were renewed in 2018 according to CMB principles as follows:

I hereby declare that;

I do not have a relationship in terms of employment at an administrative level to take upon significant duty and responsibilities within the last five years, do not own more than 5% of the capital or voting rights or privileged shares either jointly or solely or have not established a significant commercial relation between the Bank, companies on which the Bank hold control of management or significant effect and shareholders who hold control of management of the Bank or have significant effect in the Bank and legal entities on which these shareholders hold control of management and myself, my spouse and my relatives by blood or marriage up to second degree,

I have not been a shareholder (5% and more), an employee at an administrative level to take upon significant duty and responsibilities or member of board of directors within the last five years in companies that the Bank purchases or sells goods or service at a significant level within the framework of the contracts executed, especially on audit (including tax

audit, statutory audit, internal audit), rating and consulting of the Bank, during the time period when the Bank purchases or sells services or goods.

I have professional education, knowledge and experience required to duly fulfill the duties assigned for being an independent board member.

I am not a full time employee at public authorities and institutions after being elected, except being an academic member at university provided that is in compliance with the relevant legislation.

I am residing in Turkey in accordance with the Income Tax Law (I.T.L) dated 31 December 1960 and numbered 193.

I am capable of contributing positively to the operations of the Bank and maintaining my objectivity in conflicts of interests between the Bank and the shareholders, and have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders.

I will allocate time for the Bank's business in order to follow up the activities of the Bank and duly fulfill the allocated duties.

I have not conducted membership of board of directors for more than a term of six years within the last ten years.

I am not an independent member of the board of directors in more than three of the companies whose control is held by the Bank or the shareholders of the Bank and in more than five companies in total which are admitted to the trading on the exchange.

One of the Bank's 12 Board members is female. According to the objective set by CMB's Corporate Governance Principles, Article 4.3.9, at least 25% of the members need to be female, which corresponds to four women in DenizBank's case. Women account for 34% of the Bank's managers; the Bank is keen on attaining this objective concerning the Board of Directors.

5.2 Operating Principles of the Board of Directors

Principles and quorum for Board of Directors meetings have been established in Article 20 of the Articles of Association. Although the Articles of Association state that the Board of Directors should meet at least four times per year, the Board meets as frequently as required to fulfil its duties effectively. The Board of Directors is convened by the Chairman of the Board or by the Vice Chairman if the Chairman is not present. The agenda of the Board of Directors meetings consists of items arising from the duties and responsibilities of Board Members as stipulated in Article 19 of the Articles of Association, as well as members' requests, matters discussed at the weekly Executive Committee meetings and Committee resolutions. In line with shareholder rights, minority and majority shareholders and stakeholders may demand that a certain subject be addressed at the Board of Directors meeting through a written request to the Chairman, and have it added to the agenda.

In the year 2018, the Board of Directors made 140 decisions.

It is essential that Board Members attend the meetings in person, although attendance is also permitted via any means of remote conferencing. Each Board Member has one vote, all votes are equal and no member or Chairman has the privileged or weighted power to vote or veto.

Corporate Governance Principles are applied on related party transactions.

The Chairman of the Board does his utmost to enable the participation of non-executive members at the meetings. The Chairman is responsible for ensuring that Board meeting invitations and discussions are conducted in accordance with procedures, and that decisions are recorded in the meeting minutes.

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During the Board of Directors meetings, members who cast dissenting votes are required to sign the minutes along with a statement explaining the reason for their votes. Minutes of the meetings and documents related to the meetings are duly included into the resolution book, archived and kept under the supervision of the Chairman. The manner in which the Board of Directors meetings are held is determined by in-house regulations. Information and documents related to the items on the agenda of the Board of Directors meetings are presented to Board Members for scrutiny by the Board Secretariat prior to the meeting in order to establish equal information flow. The compliance of the Bank's meeting minutes with legislation is ensured by the Board Secretariat, and a report is presented to authorized parties upon request. The duties of the Board Secretariat have been passed onto the Secretary General upon resolution of the Board of Directors. Decisions of the Board of Directors that are significant to stakeholders are made public via material event disclosures.

5.3 Number, Structure and Independence of Board Committees

The Board of Directors shall form the committees, by virtue of law and/or at its discretion, in order to execute its duties and responsibilities professionally, effectively, efficiently, and being informed in the best possible way. The Audit Committee and the Corporate Governance and Nomination Committee were established in 2004 within the scope of CMB Corporate Governance Principles. In addition, in 2011, the Board of Directors established the Remuneration Committee to monitor and

inspect remuneration practices on behalf of the Board of Directors in accordance with the "Regulation on the Banks' Corporate Governance Principles" of the Banking Regulation and Supervision Agency. The Committees (excepting the Credit Committee) are composed of at least two committee members. Only one Board Member is also an associate member of another committee. The duties and operating principles of committees are posted on the Bank's website. Information about the committees reporting to the Board of Directors and on the executive committees providing information flow to the management is presented below.

Committees Reporting to the Board of Directors

Corporate Governance and Nomination Committee

The Committee determine application of the corporate governance principles and detect the reasons and negative consequences of failure to apply them comprehensively, as well as suggest the measures for improvement; form a transparent system of selection, determination, evaluation, and traineeship of the candidates for top management; and investigate the matters of independence and conflicts of interests. The Committee is composed of four members. Due to the fact that most of the tasks specified in the 11th Article of the Communiqué are carried out by our Bank's Investor Relations and Financial Communication Department; the Department Manager was appointed as the "Director of Investor Relations Department" and as a member to the Corporate Governance and Nomination Committee upon the Board of Directors decision dated June 20, 2014.

The qualifications of committee members are presented in the "Management" section of the report.

The Corporate Governance and Nomination Committee convene at least three times a year. It also convenes whenever else required in the performance of its duties. The procedures related to the structure, duties, authorities and responsibilities of the Corporate Governance and Nomination Committee have been determined, and its main activities are posted on the Bank's website. In 2018, Corporate Governance and Nomination Committee made

6 decisions to recommend candidates to the Board of Directors as regards the appointment of executives. The nominated executives were appointed in line with the recommendations presented to the Board of Directors. The Committee has reviewed its operating principles during the meetings and made an effort to improve these through suggestions to the Board.

Audit Committee

The Audit Committee is in charge of the supervision of the Bank's accounting system, public disclosure of the financial information, independent auditing, the operation and efficiency of internal control, internal audit and risk management systems. The Committee consists of three members. The qualifications of committee members are presented in the "Management" section of the report.

The Audit Committee convenes at least once every three months - at least four times a year. In addition, the Committee meets with the independent auditors of the Bank, separate from the executive units, at least four times a year to discuss issues regarding internal control, financial statements, internal audit and other important items that need to be discussed. Minutes of Audit Committee Meetings are reported to the Board of Directors. The procedures regarding the structure, duties, authorities and responsibilities of the Audit Committee have been defined and its main activities are posted on the Bank's website. The Audit Committee's activities during the year 2018 can be found in the section entitled "Assessments of the Audit Committee" in the Annual Report.

Remuneration Committee

A Remuneration Committee was established on December 7, 2011, to monitor and inspect remuneration practices on behalf of the Board of Directors in accordance with the Regulation on the Banks' Corporate Governance Principles issued by the Banking Regulation and Supervision Agency.

The Committee evaluates remuneration policies and practices within the framework of risk management and reports its recommendations annually to the Board of Directors. The qualifications of the members of the Committee are presented in the section of "Management" of the report.

Credit Committee

The Credit Committee is authorized to decide on credits and loans, which are under consideration to be granted to the individuals or corporations in accordance with the Banking Law, the regulations of the BRSA, and the internal rules of the Bank. The Committee convenes every week, assesses these proposals or applications, and approves, or rejects those within its limits of authority. The Committee submits those proposals or applications beyond its authority to the Board of Directors. The Committee consists of three full and two alternate members. The qualifications of the members of the Committee presented in the "Management" section of the report.

Other Committees

Management Board

The DFSG Management Board is a committee operating under the authority of the CEO with powers delegated by the Board of Directors. The Management Board meets once a week under the chairmanship of the CEO. Secretariat General and Sberbank Coordination Group EVP is a natural member of the Management Board without voting rights. The Management Board was established to prepare and provide information to the Board of Directors, and to evaluate, conclude and exchange ideas regarding certain strategic decisions. Upon accepting recommendations regarding subjects within the authorization limits of the CEO, the CEO along with the EVP of the relevant unit, or the GM of the relevant subsidiary proceeds to enact the change. Recommendations related to subjects within the authorization limits of the Board of Directors are presented to the Board of Directors by the CEO, and the decisions made are executed under the responsibility of the Board of Directors.

Committee Members

Hakan Ateş (CEO), Wouter Van Roste (Board Member in charge of Internal Systems), Timur Kozintsev (Board Member in charge of Credit Risk- CRO), Derya Kumru (Board Member), Ali Murat Dizdar (Chief Legal Advisor), Ayşenur Hıçkırın (Payment Systems and Non-Branch Channel Group EVP), Bora Böcügöz (Treasury and Financial Institutions Group EVP), Dilek

Duman (Information Technology and Support Operations Group EVP), Mustafa Saruhan Özel (Economic Research, Strategy and Program Management Office Group EVP), Ruslan Abil (Financial Affairs Group EVP), Tanju Kaya (Administrative Services and Investment Group EVP)

Executive Committee

DFSG Executive Committee is a consultation body that operates within the framework of the responsibilities delegated to the CEO by the Board of Directors. The Executive Committee, in principle, meets at least once a month under the chairmanship of the CEO. The Executive Committee aims to make timely and reliable decisions in accordance with the "collective wisdom" principle.

Committee Members

Hakan Ateş (CEO), Wouter Van Roste (Board Member in charge of Internal Systems), Timur Kozintsev (Board Member in charge of Credit Risk- CRO), Derya Kumru (Board Member), Bank's EVPs, Ahmet Mesut Ersoy (DenizBank AG GM), Oğuz Yalçın (DenizBank Moscow GM), Kahraman Günaydın (DenizLeasing GM), Alper Tunga Emecan (DenizFactoring GM), Fatih Arabacıoğlu (DenizAsset Management GM), Hüseyin Melih Akosman (DenizInvest Securities GM and Board Member), Mehmet Çitil (Deniz Real Estate Investment Trust GM)

Assets and Liabilities Committee

The Assets and Liabilities Committee meets every week under the chairmanship of the CEO and with the participation of the Bank's Chief Economist and the managers of groups which conduct activities that can impact the balance sheet. The meeting agenda consists of the balance sheet of the Bank, activities of the business lines, general economic data and evaluation of current political and economic developments, along with the determination of the weekly assets and liabilities strategy.

Committee Members

Hakan Ateş (CEO), Saruhan Özel (Economic Research, Strategy and Program Management Office Group EVP), EVPs and SVPs involved in activities affecting balance sheet

Executive Credit Risk Committee

Executive Credit Risk Committee is responsible for reviewing the market and economic conditions and evaluating the issues that might cause negative effect on the credit portfolio of the Bank and subsidiaries, monitoring the economic developments that might lead to deterioration of the credit worthiness of customers and changes in other conditions, monitoring our Bank's legal follow up collections, evaluating the credit provision budget and convenes on a quarterly basis.

Committee Members

Hakan Ateş (CEO), Timur Kozintsev (Board Member in charge of Credit Risk- CRO), Wouter Van Roste (Board Member in charge of Internal Systems), Derya Kumru (Board Member), Ruslan Abil (Financial Affairs Group EVP), Ali Murat Dizdar (Chief Legal Advisor), İbrahim Şen (Credits Follow-up and Risk Monitoring Group EVP), Selim Efe Teoman (Corporate and Commercial Credits Group EVP), Hakan Turan Pala (Corporate, Commercial and Medium Enterprises Credits Administrative Follow up Group EVP), Edip Kürşad Başer (Credit Policies and Retail, SME, Agricultural Banking Credit Allocation Group EVP)

Disciplinary Committee

The Disciplinary Committee identifies operations and behavior punishable under the Bank's regulations and disciplinary code, as well as the perpetrators, their degrees of fault, and the potential damages. The meetings are chaired by the EVP in charge of Administration Services and Investment Group. The Disciplinary Committee meets at least six times a year and whenever required, depending on the meeting call and creates its own agenda.

DenizBank Corporate Governance Principles Compliance Report

Committee Members

Wouter Van Roste (Board Member in charge of Internal Systems), Tanju Kaya (Administrative Services and Investment Group EVP), Ramazan Işık (Head of Internal Audit), Cem Demirağ (Head of Internal Control and Compliance), Ali Murat Dizdar (Chief Legal Advisor), Mustafa Özel (Branches and Central Operations Group EVP) Yavuz Elkin (Human Resources and Deniz Academy Group EVP), Internal Audit SVP, EVP or Company GM to whom the head office/ subsidiary employee reports to HR recruitment, career and remuneration management SVP

Compliance Committee

Compliance Committee gives advice related with the Bank's in-house compliance regulations. Committee convenes 4 times a year under the chairmanship of the Board Member responsible for the internal systems.

Committee Members

Wouter Van Roste (Board Member in charge of Internal Systems), Cem Demirağ (Head of Internal Control and Compliance), Tanju Kaya (Administrative Services and Investment Group EVP), Mustafa Özel (Branches and Central Operations Group EVP), Ali Murat Dizdar (Chief Legal Advisor), Ramazan Işık (Head of Internal Audit), Yavuz Elkin (Human Resources and Deniz Academy Group EVP)

Innovation Committee

Under the coordination of the Head of Innovation Committee and Innovation Committee Management, the Committee was founded for managing the innovation processes of the current and new products of the bank, initiating and following up the process for new innovative products, and conducting necessary actions for establishing a widespread innovation culture within the bank.

The Committee convenes every three months for evaluating the innovation suggestions of the bank employees about the products, services and processes, for enabling the necessary coordination for the realization of the selected products and following up the process, and for rewarding the owners of successful ideas.

Committee Members

Umut Özdoğan (Digital Transformation, CRM and Change Management Group EVP), Gürhan Çam (Digital Banking SVP), Innovation Management Department

Operational and Information Risk Committee

To discuss operational losses arising from inadequate and erroneous IT processes and corresponding actions. The committee convenes at least six times per year under the chairmanship of Board Member in charge of Internal Systems.

Committee Members

Wouter Van Roste (Board Member in charge of Internal Systems), Dilek Duman (Information Technology and Support Operations Group EVP), Ömer Uyar (Intertech GM), Ramazan Işık (Head of Internal Audit), Cem Demirağ (Head of Internal Control and Compliance), Murat ÇITAK (IT Security and Digital-Card. Payment Operations Group EVP), Intertech Infrastructure and Systems Management Assistant GM, Intertech PMO, Test, Document and Quality Management Assistant GM, Head office control units SVP, IT Audit SVP, IT Audit Department Head, Control Assessment and IT Control Department Head, Operational Risk Manager, Intertech IT Governance and KEP Management Architectural Consultant

Rating Committee

The Committee convenes every three months under the chairmanship of the Board Member in charge of Credits: To give final decision about ratings of companies that are carried to the Committee to follow up the functioning of rating processes.

Committee Members

Timur Kozintsev (Board Member in charge of Credit Risk- CRO), Selim Efe Teoman (Corporate and Commercial Credits Group EVP), Wouter Van Roste (Board Member in Charge of Internal Systems), Sinan Yılmaz (Head of Risk Management Center), Credit policies and risk monitoring SVP, Corporate and Commercial Allocation SVPs, Risk Reporting and Credit Risk Control and Risk modelling validation

Reputation Risk Committee

The Committee is established to manage the reputation risk management centrally. It manages the processes of identification, assessment, monitoring and reporting process of reputation risk taking into account all activities under the DFHD framework. Ensures preparation and implementation of internal documents on reputation risk and evaluates their efficiency. Approves internal documents accordingly. Manages reputation risk crises.

Committee Members

Wouter Van Roste (Board Member in charge of Internal Systems), Tanju Kaya (Administrative Services and Investment Group EVP), Cem Demirağ (Head of Internal Control and Compliance) and Ali Murat Dizdar (Chief Legal Advisor)

5.4 Risk Management and Internal Control Mechanism

The Board of Directors has established the risk management and internal control systems designed to minimize the risks that could affect shareholders and stakeholders; and the Annual Report includes detailed information on the functioning, management, authority, responsibilities and efficiency of the system. The Bank's Internal Control mechanism is managed by the Internal Control Center and Compliance Department, and by the Internal Audit Department. The Board of Directors monitors the efficiency of risk management and internal control systems via quarterly analyses and reports prepared by the Audit Committee. The Annual Report's section on the assessment of the Audit Committee provides further

5.5 The Company's Strategic Objectives

The Board of Directors administers and represents the Company by making strategic decisions that prioritize the long term interests of the Company, through a rational and prudent risk management approach designed to strike the optimum balance between the Bank's risk, growth and returns. To this end, the Board of Directors sets the Bank's strategic objectives, identifies the human and financial resources it will necessitate, monitors the planning of the organization and operations geared towards this goal, and audits the management's performance in line with defined targets. During the implementation of the strategy, the Board oversees the compliance of the Bank's operations with legislation, the Articles of Association, in-house regulations and policies.

The Company's Strategic Objectives have been approved by the Board of Directors. The strategic objectives and the actual degree of completion of the business plans and budgets designed to meet these objectives are periodically monitored and reported through a robust infrastructural system.

5.6 Remuneration

DenizBank publishes on the corporate website its Remuneration Policy, approved by the Board of Directors and established to set the principles of payroll and social benefits. Principles regarding the performance-based evaluation and remuneration of members of the Board of Directors, executive managers, the second-level managers of DenizBank, and second-level managers of subsidiaries are defined in the Remuneration Policy. Members of the Management Board (Executive Members of the Board of Directors and Vice Presidents) receive bonuses based on performance. The Chairman, Vice Chairman, and Board Members are paid an attendance fee determined by the General Assembly. Each Board member residing in Turkey were paid a gross monthly sum of TL 10,000 in 2018. As part of managers' bonus payments GM Premiums and the PUPA Premium system, performance based premium payment of approximately 3 monthly salaries were made to DFSG personnel in 2018. The loans to be extended by the Bank to the Board Members and the managers are restricted by a specific framework in Article 50 of the Banking Law. Transactions in 2018 are within the legal limits. The details of the transactions with the risk group are disclosed in Note VII of Section 5 of the Consolidated Financial Statements as of 31 December 2018.

DenizBank - URF (CRF - Corporate Governance Compliance Report)

	Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
1.1. FACILITATING THE EXERCISE OF SHAREHOLDER RIGHTS						
1.1.2 - Up-to-date information and disclosures which may affect the exercise of shareholder rights are available to investors at the corporate website.	X					
1.2. RIGHT TO OBTAIN AND REVIEW INFORMATION						
1.2.1- Management did not enter into any transaction that would complicate the conduct of special audit.	X					
1.3. GENERAL ASSEMBLY						
1.3.2 -The company ensures the clarity of the General Assembly agenda, and that an item on the agenda does not cover multiple topics.	X					
1.3.7- Insiders with privileged information have informed the board of directors about transactions conducted on their behalf within the scope of the company's activities in order for these transactions to be presented at the General Shareholders' Meeting.					X	
1.3.8 - Members of the board of directors who are concerned with specific agenda items, auditors, and other related persons, as well as the officers who are responsible for the preparation of the financial statements were present at the General Shareholders' Meeting.	X					
1.3.10 - The agenda of the General Shareholders' Meeting included a separate item detailing the amounts and beneficiaries of all donations and contributions.	X					
1.3.11 - The General Shareholders' Meeting was held open to the public, including the stakeholders, without having the right to speak.		X				Although not stipulated in the Articles of Association, Bank's Board of Directors can decide to open General Assembly meetings to the wider public, including stakeholders and the press, although the latter do not have the right to take the floor.

	Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
1.4. VOTING RIGHTS						
1.4.1-There is no restriction preventing shareholders from exercising their shareholder rights.	X					
1.4.2-The company does not have shares that carry privileged voting rights.	X					
1.4.3-The company withholds from exercising its voting rights at the General Shareholders' Meeting of any company with which it has cross-ownership, in case such cross-ownership provides management control.					X	There is no company with which The Bank has cross-ownership, in case such cross-ownership provides management control.
1.5. MINORITY RIGHTS						
1.5.1- The company pays maximum diligence to the exercise of minority rights.	X					
1.5.2-The Articles of Association extend the use of minority rights to those who own less than one twentieth of the outstanding shares, and expand the scope of the minority rights.			X			The ratio specified in Article 411 of TCC is considered sufficient.
1.6. DIVIDEND RIGHT						
1.6.1 -The dividend policy approved by the General Shareholders' Meeting is posted on the company website.	X					
1.6.2-The dividend distribution policy comprises the minimum information to ensure that the shareholders can have an opinion on the procedure and principles of dividend distributions in the future.	X					
1.6.3 - The reasons for retaining earnings, and their allocations, are stated in the relevant agenda item.	X					
1.6.4 - The board reviewed whether the dividend policy balances the benefits of the shareholders and those of the company.	X					
1.7. TRANSFER OF SHARES						
1.7.1 - There are no restrictions preventing shares from being transferred.	X					
2.1. CORPORATE WEBSITE						
2.1.1.-The company website includes all elements listed in Corporate Governance Principle 2.1.1.	X					
2.1.2-The shareholding structure (names, privileges, number and ratio of shares, and beneficial owners of more than 5% of the issued share capital) is updated on the website at least every 6 months.	X					
2.1.4 -The company website is prepared in other selected foreign languages, in a way to present exactly the same information with the Turkish content.			X			The majority of the information on our Corporate website is also prepared in English. Important sections are also available in Russian.

DenizBank - URF (CRF - Corporate Governance Compliance Report)

	Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
2.2. ANNUAL REPORT						
2.2.1-The board of directors ensures that the annual report represents a true and complete view of the company's activities.	X					
2.2.2 - The annual report includes all elements listed in Corporate Governance Principle 2.2.2.	X					
3.1. CORPORATION'S POLICY ON STAKEHOLDERS						
3.1.1- The rights of the stakeholders are protected pursuant to the relevant regulations, contracts and within the framework of bona fides principles.	X					
3.1.3-Policies or procedures addressing stakeholders' rights are published on the company's website.	X					
3.1.4 - A whistleblowing programme is in place for reporting legal and ethical issues.	X					
3.1.5-The company addresses conflicts of interest among stakeholders in a balanced manner.	X					
3.2. SUPPORTING THE PARTICIPATION OF THE STAKEHOLDERS IN THE CORPORATION'S MANAGEMENT						
3.2.1-The Articles of Association, or the internal regulations (terms of reference/manuals), regulate the participation of employees in management.	X					
3.2.2 - Surveys/other research techniques, consultation, interviews, observation method etc. were conducted to obtain opinions from stakeholders on decisions that significantly affect them.	X					
3.3. HUMAN RESOURCES POLICY						
3.3.1- The company has adopted an employment policy ensuring equal opportunities, and a succession plan for all key managerial positions.	X					
3.3.2-Recruitment criteria are documented.	X					
3.3.3 - The company has a policy on human resources development, and organises trainings for employees.	X					
3.3.4-Meetings have been organised to inform employees on the financial status of the company, remuneration, career planning, education and health.	X					

	Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
3.3.5 - Employees, or their representatives, were notified of decisions impacting them. The opinion of the related trade unions was also taken.		X				All kinds of decisions that affect the employees are available in the regulations that are accessible in the common platforms and are announced with general announcements. There are no trade union activities in our Bank based on the Law No. 6356 on Trade Unions and Collective Labor Agreements.
3.3.6 - Job descriptions and performance criteria have been prepared for all employees, announced to them and taken into account to determine employee remuneration.	X					
3.3.7 - Measures (procedures, trainings, raising awareness, goals, monitoring, complaint mechanisms) have been taken to prevent discrimination, and to protect employees against any physical, mental, and emotional mistreatment.	X					
3.3.8 - The company ensures freedom of association and supports the right for collective bargaining.		X				Our Bank respects the constitutional rights of our employees.
3.3.9 - A safe working environment for employees is maintained.	X					
3.4. RELATIONS WITH CUSTOMERS AND SUPPLIERS						
3.4.1-The company measured its customer satisfaction, and operated to ensure full customer satisfaction.	X					
3.4.2-Customers are notified of any delays in handling their requests.	X					
3.4.3 - The company complied with the quality standards with respect to its products and services.	X					
3.4.4 - The company has in place adequate controls to protect the confidentiality of sensitive information and business secrets of its customers and suppliers.	X					
3.5. ETHICAL RULES AND SOCIAL RESPONSIBILITY						
3.5.1-The board of the corporation has adopted a code of ethics, disclosed on the corporate website.	X					
3.5.2-The company has been mindful of its social responsibility and has adopted measures to prevent corruption and bribery.	X					
4.1. ROLE OF THE BOARD OF DIRECTORS						
4.1.1 - The board of directors has ensured strategy and risks do not threaten the long-term interests of the company, and that effective risk management is in place.	X					

DenizBank - URF (CRF - Corporate Governance Compliance Report)

	Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
4.1.2 - The agenda and minutes of board meetings indicate that the board of directors discussed and approved strategy, ensured resources were adequately allocated, and monitored company and management performance.	X					
4.2. ACTIVITIES OF THE BOARD OF DIRECTORS						
4.2.1-The board of directors documented its meetings and reported its activities to the shareholders.	X					
4.2.2-Duties and authorities of the members of the board of directors are disclosed in the annual report.	X					
4.2.3-The board has ensured the company has an internal control framework adequate for its activities, size and complexity.	X					
4.2.4-Information on the functioning and effectiveness of the internal control system is provided in the annual report.	X					
4.2.5 - The roles of the Chairman and Chief Executive Officer are separated and defined.	X					
4.2.7 - The board of directors ensures that the Investor Relations department and the corporate governance committee work effectively. The board works closely with them when communicating and settling disputes with shareholders.	X					
4.2.8 - The company has subscribed to a Directors and Officers liability insurance covering more than 25% of the capital.		X				A Directors and Officers liability insurance has been subscribed covering less than 25% of the capital.

	Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
4.3. STRUCTURE OF THE BOARD OF DIRECTORS						
4.3.9-The board of directors has approved the policy on its own composition, setting a minimal target of 25% for female directors. The board annually evaluates its composition and nominates directors so as to be compliant with the policy.			X			The structure of the Board of Directors has been established in accordance with the Banking Law and the compliance of the structure with the relevant regulations is reviewed periodically. We do not have a written policy regarding the structure of the Board of Directors and the ratio of women members. We always pay attention to the presence of female member representatives in our Board of Directors.
4.3.10-At least one member of the audit committee has 5 years of experience in audit/accounting and finance.	X					
4.4. BOARD MEETING PROCEDURES						
4.4.1-Each board member attended the majority of the board meetings in person.	X					
4.4.2-The board has formally approved a minimum time by which information and documents relevant to the agenda items should be supplied to all board members.	X					
4.4.3 - The opinions of board members that could not attend the meeting, but did submit their opinion in written format, were presented to other members.	X					
4.4.4-Each member of the board has one vote.	X					
4.4.5-The board has a charter/written internal rules defining the meeting procedures of the board.	X					
4.4.6-Board minutes document that all items on the agenda are discussed, and board resolutions include director's dissenting opinions if any.	X					
4.4.7-There are limits to external commitments of board members. Shareholders are informed of board members' external commitments at the General Shareholders' Meeting.	X					
4.5. BOARD COMMITTEES						
4.5.5-Board members serve in only one of the Board's committees.		X				Only one Board Member is also an associate member of another committee.
4.5.6 - Committees have invited persons to the meetings as deemed necessary to obtain their views.	X					

DenizBank - URF (CRF - Corporate Governance Compliance Report)

	Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
4.5.7-If external consultancy services are used, the independence of the provider is stated in the annual report.					X	There is no external consultancy service used.
4.5.8-Minutes of all committee meetings are kept and reported to board members.		X				Minutes of Audit Committee are reported to the Board of Directors.
4.6. FINANCIAL RIGHTS						
4.6.1-The board of directors has conducted a board performance evaluation to review whether it has discharged all its responsibilities effectively.	X					
4.6.4-The company did not extend any loans to its board directors or executives, nor extended their lending period or enhanced the amount of those loans, or improve conditions thereon, and did not extend loans under a personal credit title by third parties or provided guarantees such as surety in favour of them.	X					
4.6.5-The individual remuneration of board members and executives is disclosed in the annual report.		X				Some members of the Board of Directors are paid an equal amount of attendance fee in the minutes of the General Assembly Meeting. The amounts paid to the executive board members are disclosed in the Independent Auditor Reports.

DenizBank KYBF (CGIF - Corporate Governance Information Form)

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

DenizBank KYBF (CGIF - Corporate Governance Information Form)

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

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

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

DenizBank KYBF (CGIF - Corporate Governance Information Form)

3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	The Board of Directors is exclusively authorized for the appointment and dismissal of key executives, and the plans are made within the framework of the general policy and related procedures.
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	About us / Corporate Governance / Policies
Whether the company provides an employee stock ownership programme	There is employee stock ownership programme: There is no employee stock ownership programme: X
The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	About us / Corporate Governance / Policies Respect for Individuals Recognizing that the first criterion for success is respect for the individual, and providing all employees, without discrimination, with the harmonious professional environment and physical means necessary for them to fully utilize and improve their abilities and skills.
The number of definitive convictions the company is subject to in relation to health and safety measures	1
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	About us / Corporate Governance/ Ethical Principles
The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.	About us / Corporate Governance/ Ethical Principles
Any measures combating any kind of corruption including embezzlement and bribery	About us / Corporate Governance / Policies / Anti-Corruption Policy
4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	December '18
Whether the board evaluation was externally facilitated	YES: NO: X
Whether all board members released from their duties at the GSM	YES: X NO:
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	Wouter Van Roste - Board Member in charge of Internal Systems Timur Kozintsev-Board Member in charge of Credit Risk- CRO Derya Kumru - Board Member in charge of Wholesale Banking
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	4
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	SECTION III FINANCIAL INFORMATION AND RISK MANAGEMENT / Internal Audit, Internal Control, Compliance and Risk Management Systems & Assessment of The Audit Committee
Name of the Chairman	Herman Gref
Name of the CEO	Hakan Ateş

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

Composition of Board of Directors

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

DenizBank KYBF (CGIF - Corporate Governance Information Form)

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

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

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

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