

FINAL TERMS

17 December 2024

DenizBank A.Ş.

Legal entity identifier (LEI): 3RV7W250LTUQH12INJ88

**Issue of EUR 20,000,000 Floating Rate Notes due December 2029
under the U.S.\$5,000,000,000
Euro Medium Term Note Programme**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the base prospectus dated 2 July 2024 and the supplement to it dated 28 November 2024 which together constitute a base prospectus for the purposes of the UK Prospectus Regulation (the **Base Prospectus**). This document constitutes the Final Terms of the Notes described herein for the purposes of the UK Prospectus Regulation and must be read in conjunction with the Base Prospectus in order to obtain all the relevant information. The Base Prospectus has been published on the Regulatory News Service operated by the London Stock Exchange at www.londonstockexchange.com/exchange/news/market-news/market-news-home.html.

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| 1. | Issuer: | DenizBank A.Ş. |
| 2. | (a) Series Number: | 112 |
| | (b) Tranche Number: | 1 |
| | (c) Date on which the Notes will be consolidated and form a single Series: | Not Applicable |
| 3. | Specified Currency or Currencies: | Euro (EUR) |
| 4. | Aggregate Nominal Amount: | |
| | (a) Series: | EUR 20,000,000 |
| | (b) Tranche: | EUR 20,000,000 |
| 5. | Issue Price: | 100.00 per cent. of the Aggregate Nominal Amount |
| 6. | (a) Specified Denominations: | EUR 200,000 and integral multiples of EUR 1,000 in excess thereof |
| | (b) Calculation Amount (in relation to calculation of interest in global | EUR 1,000 |

form or Registered definitive form
see Conditions):

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| 7. | (a) | Issue Date: | 20 December 2024 |
| | (b) | Interest Commencement Date: | Issue Date |
| 8. | | Maturity Date: | 20 December 2029 |
| 9. | | Interest Basis: | 6 months EURIBOR + 2.90 per cent. Floating Rate |
| 10. | | Redemption Basis: | Subject to any purchase and cancellation or early redemption, the Notes will be redeemed on the Maturity Date at 100.000 per cent. of their nominal amount |
| 11. | | Change of Interest Basis: | Not Applicable |
| 12. | | Put/Call Options: | Not Applicable |
| 13. | (a) | Status of the Notes: | Senior |
| | (b) | Date Board approval for issuance of Notes obtained: | 22 February 2024 |

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

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| 14. | Fixed Rate Note Provisions | Not Applicable |
| 15. | Floating Rate Note Provisions | Applicable |
| | (a) | Specified Period(s)/Specified Interest Payment Dates: Semi-annually every 20 June and 20 December in each year to and including the Maturity Date |
| | (b) | Business Day Convention: Following Business Day Convention |
| | (c) | Additional Business Centre(s): London, New York City and Luxembourg |
| | (d) | Party responsible for calculating the Rate of Interest and Interest Amount (if not the Principal Paying Agent): Principal Paying Agent (the Calculation Agent) |
| | (e) | Screen Rate Determination: |
| | • | Reference Rate: 6 months EURIBOR |
| | • | Index Determination: Not Applicable |
| | • | Interest Determination Date(s): Second day on which the T2 System is open prior to the start of each Interest Period |

	• Relevant Screen Page:	EURIBOR 6M (EUR006M Index) on Bloomberg
	• Specified Time:	11:00 CET
	• Relevant Financial Centre:	Luxembourg
(f)	Linear Interpolation:	Not Applicable
(g)	Margin(s):	2.90 per cent. per annum
(h)	Minimum Rate of Interest:	Not Applicable
(i)	Maximum Rate of Interest:	Not Applicable
(j)	Day Count Fraction:	30/360
16.	Zero Coupon Note Provisions	Not Applicable

PROVISIONS RELATING TO REDEMPTION

17.	Notice periods for Condition 8.2:	Minimum period: 15 days Maximum period: 30 days
18.	Issuer Call:	Not Applicable
19.	Investor Put:	Not Applicable
20.	Final Redemption Amount:	EUR 1,000 per Calculation Amount
21.	Early Redemption Amount payable on redemption for taxation reasons or on event of default:	EUR 1,000 per Calculation Amount

GENERAL PROVISIONS APPLICABLE TO THE NOTES

22.	Form of Notes:	Bearer Notes: Temporary Bearer Global Note exchangeable for Permanent Bearer Global Note which is exchangeable for Definitive Notes upon an Exchange Event
23.	Additional Financial Centre(s):	London and New York City
24.	Talons for future Coupons to be attached to Definitive Notes:	No

PROVISIONS APPLICABLE TO TURKISH LIRA NOTES

25. USD Payment Election: Not Applicable

26. Exchange Agent: Not Applicable

THIRD PARTY INFORMATION

Not applicable.

Signed on behalf of **DenizBank A.Ş.:**

By:.....

Name:

Title:

Duly authorised

By:.....

Name:

Title:

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

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| (i) | Listing and Admission to trading | Application will be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the London Stock Exchange's main market and to be listed on the Official List with effect from 20 December 2024. |
| (ii) | Estimate of total expenses related to admission to trading: | £625 |

2. RATINGS

Ratings:	Not Applicable
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3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for the fees payable to the Dealer, so far as the Issuer is aware, no person involved in the issue of the Notes has an interest material to the offer. The Dealer and its affiliates have engaged, and may in the future engage, in investment banking and/or commercial banking transactions with, and may perform other services for, the Issuer and its affiliates in the ordinary course of business.

4. REASONS FOR THE OFFER AND ESTIMATED NET PROCEEDS

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| (i) | ESG Notes: | Yes |
| (ii) | Reasons for the offer: | See " <i>Use of Proceeds</i> " in the Base Prospectus |
| (iii) | Estimated net proceeds: | EUR 20,000,000 |

5. YIELD

Indication of yield:	100.00 per cent. per annum
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The yield is calculated at the Issue Date on the basis of the Issue Price. It is not an indication of future yield.

6. OPERATIONAL INFORMATION

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| (i) | Trade Date: | 16 December 2024 |
| (ii) | ISIN: | XS2966360450 |
| (iii) | Common Code: | 296636045 |

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| (iv) | CFI: | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN/Not Applicable |
| (v) | FISN | See the website of the Association of National Numbering Agencies (ANNA) or alternatively sourced from the responsible National Numbering Agency that assigned the ISIN/Not Applicable |
| (vi) | Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): | Not Applicable |
| (vii) | Delivery: | Delivery against payment |
| (viii) | Names and addresses of additional Paying Agent(s) (if any): | Not Applicable |
| (ix) | Benchmark Administrator: | Not Applicable |

7. DISTRIBUTION

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| (i) | Method of distribution: | Non-syndicated |
| (ii) | If syndicated, names of Managers: | Not Applicable |
| (iii) | Stabilisation Manager(s) (if any): | Not Applicable |
| (iv) | If non-syndicated, name of relevant Dealer: | Not Applicable |
| (v) | U.S. Selling Restrictions: | Reg. S Compliance Category 2; TEFRA D |
| (vi) | Prohibition of Sales to EEA Retail Investors: | Not Applicable |
| (vii) | Prohibition of Sales to UK Retail Investors: | Not Applicable |
| (viii) | Prohibition of Sales to Belgian Consumers: | Not Applicable |