

**MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF
BANK OF TOKYO-MITSUBISHI UFJ TURKEY ANONİM ŞİRKETİ DATED
20/06/2013**

The Extraordinary General Assembly Meeting of BANK OF TOKYO-MITSUBISHI UFJ TURKEY ANONİM ŞİRKETİ has convened on 20/06/2013 at 13:00 p.m., at the Fatih Sultan Mehmet Mahallesi, Poligon Cad. Buyaka 2 Sitesi No:8B, K.20-21 34771 Tepeüstü/Ümraniye İstanbul in the presence of Ministry Representative Nevzat Özer appointed by the Provincial Directorate of Customs and Trade on 19/06/2013 with the number 19757.

It has been understood that no objection has been raised against holding of the meeting in accordance with article 416 of the Turkish Commercial Code (“TCC”) and that Company’s share capital in the amount of TL 527,700,000.00 (Five hundred twenty seven million and seven thousand Turkish Liras), each with a nominal value of TL 1,00 (One Turkish Lira), are represented by proxy at the amount of TL 527,700,000.00 in the meeting according to attendance table. Thus it is determined by the Ministry Representative that the quorum stipulated by the Articles of Association and the law has been met. As a consequence the General Assembly meeting is opened by Toru Yamaguchi and proceeded with the discussion of the items of the agenda.

Item 1: Appointment of constitutive bodies

As per the first item on the agenda, it has been unanimously decided to appoint Toru Yamaguchi as the Chairman of the Meeting Board Kenzo Okumura as the Vote Collector and Fumito Kobayashi as the Secretary.

Item 2: Authorization of the Meeting Board to sign the minutes of the Extraordinary General Assembly meeting;

Item 3: Neutralization of current Board of Directors member, Toru Yamaguchi who performed his duties until this meeting date, from all of the operations, transactions and activities until this date.

Item 4: Not to make any payment to the Board of Directors members for their duties, reserving the rights of Board of Directors members appointed from the staff of our Bank and to appoint Toru Yamaguchi who holds Japanese citizenship with tax number, 93440482929, resident at the address of 19 Mayıs Cad. Şişli Plaza B Blok, No: 95-96 Şişli/İSTANBUL and Kazuhiko Yasumatsu who holds Japanese citizenship with passport number TZ0269968, resident at the address of Flat 109, Visage Apartments, Winchester Road, London, NW3 3NE, UK and Paul Antoon Ludwina Cardoen who holds Belgium citizenship with passport number EJ825292 resident at the address of 39 Peterborough Road London SW6 3BT, UK and Seiji Oizumi who holds Japanese citizenship with passport number TH6089086 resident at the address of Flat 128, Artillery Mansions, Victoria Street, Londra, SW1H OHX, UK and Kenichi Tabuchi who holds Japanese citizenship with passport number TZ0456296, resident at the address of 29, 10 Rochester Row, London, Swipins and Shoji Nakano who holds Japanese citizenship with passport number, TH5806320, resident at the address of Flat 5, 24 Carlton House Terrace, London, SW1Y 5AP, UK and David Ralph Rosenberg who holds England citizenship with passport number 094578834, resident at the address of Rosemont House, Chelmsford Road, White Roding, Dunmow, Essex, CM6 1RF, UK and Ali Vefa Çelik who holds a Turkish citizenship with Turkish ID number 14701032772, resident at the address of Rabat Sokak No: 12/2 Gop, Ankara, to Company's board of directors for a duration of 3 years

Item 5: Approval of the Company's establishment balance sheet that is read and negotiated;

Item 6: Acceptance of the establishment expenses realized before the establishment, during the establishment and indicated in the annexed list.

Item 7: To provide the necessary permission to Company Board of Directors Members in order to carry out the activities states in article 395 of Turkish Commercial Code and to provide permission in order for them to be a board of directors member or a top management executive in the consolidated Companies of The Bank of Tokyo-Mitsubishi UFJ, in terms of article 396 of the Turkish Commercial Code.

Item 8: Negotiation regarding the amendment of article 15 titled Board of Directors and Its Term of Articles of Association of the Company as follows and the acceptance of the amendment.

New Version:

Board of Directors and Its Term

Article 15

The Bank shall be managed by a Board of Directors consisting of at least (5) five members, including the General Manager that are to be elected by the General Assembly in accordance with the Banking Law and the Turkish Commercial Code.

General Manager of the Bank vested with qualifications set forth under the Banking Law and his/her deputy to be appointed in his/her absence by the Board of Directors are natural members of the Board of Directors.

Pursuant to the Banking Law, oath and declaration of personal property are to be complied with.

Members of the Board of Directors are obliged to fulfill the requirements stipulated in the Banking Legislation. Members of the Board of Directors are not allowed to carry out and deal with the transactions and operations prohibited in the Banking Law and in the Turkish Commercial Code. In the event a legal person is appointed to the Board of Directors, Article 359 of the Turkish Commercial Code shall be applied thereto.

The provisions of the Banking Law, Turkish Commercial Code and the relevant legislation regarding the formation of the Board of Directors and the principles and procedures of its activity are reserved.

Have been decided unanimously.

Item 9: Parties declared their wished and recommendations and the meeting has come to end as a result of no remaining matter for discussion and negotiation

CHAIRMAN OF THE MEETING
[Signature]

SECRETARY
[Signature]

VOTE COLLECTOR
[Signature]

MINISTRY REPRESENTATIVE
Nevzat Özer