

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING FOR
2016 OF BANK OF TOKYO-MITSUBISHI UFJ TURKEY ANONİM ŞİRKETİ
DATED 24/03/2017**

The Ordinary General Assembly Meeting of BANK OF TOKYO-MITSUBISHI UFJ TURKEY ANONİM ŞİRKETİ for the fiscal year 2016, has convened on 24/03/2017 at 14:00, 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 Mr. Adnan Ateş appointed by the Provincial Directorate of Customs and Trade on 23.03.2017 with the number 23637685.

The convocation to the meeting, together with the agenda, was published in the 09.03.2017 dated and 9280 numbered issue of the Trade Registry Gazette of Turkey

It has been understood that no objection has been raised against holding of the Meeting in accordance with article 414 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), in the amount of TL 527.699.996,00 (Five hundred twenty seven million and six hundred and ninety nine thousand nine hundred ninety six Turkish Liras) 527.699.996 shares are represented by proxy, and 4 shares each with a nominal value of TL 1,00 (One Turkish Lira), of which 3 shares are represented personally and 1 share is represented by proxy in the meeting according to the attendance table. Thus it is determined that the quorum stipulated by the Articles of Association and the law has been met. As a consequence the General Assembly meeting proceeded with the discussion of the items of the agenda by the opening of Mr. Çetin Özbek, member of Board of Directors.

Item 1: It has been unanimously resolved to appoint Mr. Ali Vefa Çelik as the Chairman of the Meeting Board, Ms. Hülya Eroğlu as the Vote Collector and Ms. Başak Burcu Kızıtan as the Secretary. The agenda was read and it was asked whether there were any suggestions as to the discussion order of the agenda items during the meeting directed by the Chairman of the Meeting. Since there were no suggestions, the agenda items were discussed in the order they were announced.

Item 2: It has been unanimously resolved to authorize the Meeting Board to sign the minutes of the Ordinary General Assembly meeting;

Item 3: The annual activity report concerning the year 2016, duly issued within the frame of the “Turkish Commercial Code” numbered 6102 and “Regulation of Procedures and Principles Regarding Issuance and Announcement of Annual Activity Reports by Banks” announced at the Official Gazette dated 01/11/2006 and numbered 26333, submitted to the attention of shareholders by the Board of Directors has been read by Mr. Ali Vefa Çelik and negotiated and approved unanimously.

Item 4: The independent audit report issued by the independent auditors of the Bank concerning year 2016 has been read, discussed and accepted.

Item 5: Financial Charts including balance sheet and the loss/profit accounts for the year 2016 have been read and discussed. Upon the discussions, it has been unanimously resolved to approve the said balance sheet and the loss/profit accounts.

Item 6: It has been unanimously resolved to release the members of the Board of Directors in relation to year 2016.

Item 7: It has been unanimously resolved to appoint 537977168 passport numbered, British, born on the date of 05.01.1960, resident 10 Marlings Close , Chislehurst, BR7 6RL, England, 1960775748 potential tax numbered, Neil George Campbell as the member of the Board of Directors for two (2) years period and to approve the continuity of the duties of the other members of the Board of Directors.

It has been unanimously resolved to appoint Board of Directors Member Mr. Neil George Campbell as the Board Member responsible for the Credits, and to appoint Board of Directors Member Ms. Aysun Mercan, who had this duty previously, as Board of Directors Member who does not have specific executive duty.

Item 8: The suggestions of the Board of Director's members with respect to profit has been read and it has been negotiated and unanimously resolved not to distribute the profit derived in the year 2016 and to preserve the profit in the equity of the Bank.

Item 9: It has been unanimously resolved not to make any honorarium to the Board of Directors' Members but to make additional payment to the Turkish citizen Board of Directors' members to be paid due to their duties and if they are members of the Committees, due to their duties in the Committees with a total sum of 186.800.00 TRY until the Ordinary General Assembly meeting to be held in 2018, and to appoint the Board of Directors or a Committee which will be appointed by the Board of Directors to appoint, determine the amount of the payment.

Item 10: It has been unanimously resolved to appoint DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., as independent auditor of the Bank for the financial year 2017 upon the proposal of the Board of Directors.

Item 11: It has been unanimously resolved to give permission to Board of Directors Members in line with articles of 395 and 396 of Turkish Commercial Code regarding the conduct of business within the field of Bank's activity area and the items stated at the said article or conduct such business on behalf of a third party, to provide permission in order for them to be a board of directors member or a top management executive at The Bank of Tokyo-Mitsubishi UFJ and Mitsubishi UFJ Financial Group, Inc and/or at their consolidated Companies.

Item 12: Parties declared their wishes and recommendations and the meeting has come to end as a result of no remaining matter for discussion and negotiation.

MINISTRY REPRESENTATIVE
ADNAN ATEŞ

CHAIRMAN OF THE MEETING
ALİ VEFA ÇELİK

VOTE COLLECTOR
HÜLYA EROĞLU

SECRETARY
BAŞAK BURCU KIZTAN