

BANK OF TOKYO-MITSUBISHI UFJ TURKEY ANONİM ŞİRKETİ
RESOLUTION OF THE BOARD OF DIRECTORS

Resolution Number : 2014/36

Resolution Date : 3/11/2014

Participants : Mr. Masato Miyachi
Mr. Hirofumi Noda
Mr. Toru Yamaguchi
Mr. Jeremy Quinton Broughton
Mr. Paul Antoon Ludwina Cardoen
Mr. David Ralph Rosenberg
Mr. Ali Vefa Çelik

All members of the board of directors of the Bank of Tokyo-Mitsubishi UFJ Turkey A.Ş. ("Bank") have convened at the EMEA Headquarters of the Bank of Tokyo-Mitsubishi UFJ at the address of Ropemaker Place, 25 Ropemaker Street, London EC2Y 9AN, United Kingdom. Presentation regarding the situation of the Bank as of September 2014 has been made to the members of Board of Directors.

It has been unanimously resolved as follows;

- 1) To convene an Extra Ordinary General Assembly to be held on .../.../2014 at ... o'clock at the Bank headquarter address of Fatih Sultan Mehmet Mahallesi, Poligon Caddesi, Buyaka 2 Sitesi No: 8B, K:20-21 34771 Tepeüstü, Ümraniye, İstanbul in order to discuss the following agenda of Bank and

AGENDA

1. Opening and appointment of the Meeting Board;
2. Authorization of the Meeting Board to sign the minutes of the Extraordinary General Assembly meeting;
3. Negotiation regarding the amendment of Article 18 titled "Duties And Powers Of The Board Of Directors" of the Articles of Association of the Bank, with the purpose of giving authority to the Board of Directors for drafting an Internal Directive of Board of Directors in accordance with article 367 and 371/7 of Turkish Commercial Code numbered 6102, and the acceptance of the amendment;

New Version:

ARTICLE 18. DUTIES AND POWERS OF THE BOARD OF DIRECTORS

The Bank is represented and administered by the Board of Directors. The Board of Directors shall be fully authorized to pass resolutions on all transactions and operations covered by the scope of Bank's objectives and business line, except for such powers and authorities as

exclusively granted to the General Assembly. The pertinent provisions of the Banking Law are, however, reserved.

The Board of Directors shall elect a Chairman and, in case the Board of Directors is constituted by more than (1) member, a Deputy Chairman right after its inception. Deputy Chairman shall represent the Chairman in his absence. Secretary may be selected either among Members of the Board of Directors or outsiders.

One or more members of the Board of Directors may be elected as executive board member by virtue of a resolution of the Board of Directors. Executive board members shall fulfill the same qualifications with the qualifications required for the General Manager.

The Board of Directors may delegate its powers to committees to be formed, or to General Manager, for any period of time and under any terms and conditions and under any restrictions which may be deemed fit and proper. The Board of Directors may cancel, amend or convert all or part of such powers.

The Board of Directors may issue, register and announce an internal directive regarding the transfer of authorities as per the Turkish Commercial Code.

4. Negotiation of the approval of the assignment of Mr. Masato Miyachi, who is assigned as member of Board of Directors to the Bank through Board of Directors Resolution numbered 2014/25, and Mr. Yuta Uchiyama, who is assigned as member of Board of Directors to the Bank through the Board of Directors Resolution numbered 2014/34,

5. Wishes and closing

2) To apply to the Banking Regulation and Supervision Agency ("BRSA") and Ministry of Customs and Trade with regard to the amendment of the mentioned article to the Bank's Articles of Association,

3) To apply to the Province Directorate of Trade in order to appoint a Ministry Representative that will be present in the meeting of the Extraordinary General Assembly,

Masato Miyachi
Chairman

Hirofumi Noda
Vice Chairman

Toru Yamaguchi
Member /
General Manager

Jeremy Quinton
Broughton

Paul Antoon Ludwina
Cardoen

David Ralph
Rosenberg

Ali Vefa Çelik*
Member /

**Bu Yönetim Kurulu kararı tarafıma Türkçe dilinde de sunulmuştur. Bu kararı anladım ve karara herhangi bir itirazım olmaksızın kabul ederim.*

**Member / Audit
Committee Member**

Member

Member

**Chairman of the
Audit Committee**

ANNEXES

ANNEX-1: Amendments on Corporate Governance Policy (All committees Membership for Bank Staff)

ANNEX-2: Credit Policy

ANNEX-3: Reward Policy