

**MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF
BANK OF TOKYO-MITSUBISHI UFJ TURKEY ANONİM ŞİRKETİ DATED
17/12/2014**

The Extraordinary General Assembly Meeting of BANK OF TOKYO-MITSUBISHI UFJ TURKEY ANONİM ŞİRKETİ has convened on 17/12/2014 at 15:00 a.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 Mr. Hüseyin Bakırcı appointed by the Provincial Directorate of Customs and Trade on 16/12/2014 with the number 27122.

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 527.000.000 shares corresponding to 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 proceeded with the discussion of the items of the agenda.

Item 1: It has been unanimously decided to appoint Mr. Toru Yamaguchi as the Chairman of the Meeting Board, Mr. Fumito Kobayashi as the Vote Collector and Mr. Kenzo Okumura as the Secretary.

Item 2: It has been unanimously decided to authorize the Meeting Board to sign the minutes of the Extraordinary General Assembly meeting.

Item 3: It has been unanimously decided to amend the article 18 titled “Duties and Powers of the Board of Directors” of Articles of Association of the Bank as follows with the purpose of giving authority to Board of Directors for drafting Internal Directive of Board of Directors in accordance with article 367 and 371/7 of Turkish Commercial Code numbered 6102;

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 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 article 367 of Turkish Commercial Code.

However, relevant provisions of Banking Law numbered 5411 and sub-regulations thereof are reserved.

Item 4: Negotiation of approval of assignment of Mr. Masato Miyachi with passport number TK9803214, assigned as member of Board of Directors to the Bank with Board of Directors resolution numbered 2014/25 with date 26.08.2014 with the remaining duty term of his successor, and Mr. Yuta Uchiyama with passport number TK3584384, assigned as member of Board of Directors to the Bank with Board of Directors resolution numbered 2014/34 with date 27.10.2014 with the remaining duty term of his successor,

Item 5: Parties declared their wishes and recommendations and the meeting has come to end as a result of no remaining matter for discussion and negotiation.

These minutes were written and signed at the place of meeting with the presence of the Ministry Representative.

MINISTRY REPRESENTATIVE

Hüseyin Bakırcı

CHAIRMAN OF THE MEETING

Toru Yamaguchi

SECRETARY

Kenzo Okumura

VOTE COLLECTOR

Fumito Kobayashi