

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

**Resolution Number** : 2014/11  
**Resolution Date** : 14/04/2014  
**Participants** : Mr. Shoji Nakano  
Mr. Hirofumi Noda  
Mr. Toru Yamaguchi  
Mr. Paul Antoon Ludwina Cardoen  
Mr. Jeremy Quinton Broughton  
Mr. David Ralph Rosenberg  
Mr. Ali Vefa Çelik

Proposal with regard to the below resolved issue has been submitted to all members of the board of directors of Bank of Tokyo-Mitsubishi UFJ Turkey Anonim Şirketi ("**Bank**") and thus no member requested for a physical meeting, mentioned issue has been resolved as follows in line with article 390/4 of Turkish Commercial Code:

It has been decided as follows;

1. To convene the Ordinary General Assembly to be held on 30/04/2014 at 14:30 o'clock at the company 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:

**AGENDA**

1. Opening and appointment of the Meeting Board;
2. Authorization of the Meeting Board to sign the minutes of the Ordinary General Assembly meeting;
3. Negotiation of the Annual Activity Report of the Board of Directors for the financial year 2013;
4. Discussion on the independent auditor's report for the financial year 2013;
5. Approval of the Internal Directive of the General Assembly,
6. Approval of the balance sheet and the loss/profit accounts of the year 2013;
7. Release of the members of the Board of Directors and the auditors;
8. Discussion on profit distribution;
9. Appointment of independent auditor for financial year 2014;
10. Discussion on the remuneration payment to board of directors members;
11. Discussion on the permission to Board of Directors members in line with articles 395 and 396 of TCC regarding to conduct business within the field of Bank's activity area or conduct such business on behalf of a third party,
12. Negotiation of the approval of the appointments of Mr. Hirofumi Noda as a member of the Board of Directors and Mr. Jeremy Quinton Broughton as a member of the Board of Directors and the Audit Committee;

13. Wishes and Closing

2. To apply to the Province Directorate of Trade in order to appoint a Ministry Representative that will be present in the meeting of the Ordinary General Assembly.

**Shoji Nakano**  
**Chairman**

**Hirofumi Noda**  
**Vice Chairman**

**Jeremy Quinton**  
**Broughton**  
**Member /Member of**  
**the Audit Committee**

**Toru Yamaguchi**  
**Member / President**

**Paul Antoon**  
**Ludwina Cardoen**  
**Member**

**David Ralph**  
**Rosenberg**  
**Member**

**Ali Vefa Çelik\***  
**Member /**  
**Chairman of the**  
**Audit Committee**

\*İşbu Yönetim Kurulu kararı İngilizce olarak da sunulmuş olup, kararı anladım ve hiçbir itirazım olmadan tümüyle mutabık kaldım.