

**MINUTES OF THE ORDINARY GENERAL ASSEMBLY MEETING OF BANK OF  
TOKYO-MITSUBISHI UFJ TURKEY ANONİM ŞİRKETİ DATED 30/04/2014**

The Ordinary General Assembly Meeting of BANK OF TOKYO-MITSUBISHI UFJ TURKEY ANONİM ŞİRKETİ has convened on 30/04/2014 at 14:30 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 ..... appointed by the Provincial Directorate of Customs and Trade on .../04/2014 with the number .....

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 proceeded with the discussion of the items of the agenda by the opening of Mr. Toru Yamaguchi, member of Board of Directors.

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

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

**Item 3:** The annual activity report concerning year 2013 duly issued within the frame of “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 and which has been read by President and Member of Board of Directors Mr. Toru Yamaguchi and negotiated during the meeting.

**Item 4:** It has been unanimously resolved to read, discuss and approve independent audit report issued by independent auditors of our Bank concerning year 2013 which has been read and discussed.

**Item 5:** It has been read, discussed and unanimously resolved to approve the Internal Directive of General Assembly which regulates the work procedures and principles of the General Assembly of the Bank and issued by the Board of Directors.

**Item 6:** Balance sheet and the loss/profit accounts for the year 2013 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 7:** It has been unanimously resolved to discharge the members of the Board of Managers’ in relation to year 2013.

**Item 8:** It has been unanimously resolved not to distribute the profit for the year 2013, since the Bank was established in year of 2013 and was started to Banking activities following the official authorization of Banking Regulation and Supervision Agency announced at Official Gazette dated 24.09.2013 and numbered 28755 and does not derive any profit yet.

**Item 9:** 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 2014 taking the advice of Audit Committee into consideration.

**Item 10:** It has been unanimously resolved not to make any remuneration payment to the Board of Directors' members reserving the rights of persons originated from being personnel of the Bank.

**Item 11:** It has been unanimously resolved to give the permission to Board of Directors members in line with article 395 of TCC regarding to conduct 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 of, in terms of article 396 of the Turkish Commercial Code.

**Item 12:** It has been unanimously resolved to approve the appointments of; Mr. Hirofumi Noda with the passport number TH1920211 as the member of the Board of Directors for the term of office to be the remaining duration of his predecessor by the Board of Directors Resolution dated 06.02.2014 and numbered 2014/3 and Mr. Jeremy Quinton Broughton with the passport number 705220574 as the member of the Board of Directors for the term of office to be the remaining duration of his predecessor by the Board of Directors Resolution dated .../ 03/2014 and numbered 2014/7.

**Item 13:** 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**

**CHAIRMAN OF THE MEETING**

Toru Yamaguchi

**SECRETARY**

**VOTE COLLECTOR**

Kenzo Okumura

Fumito Kobayashi