

**TÜRK PRYSMİAN KABLO VE SİSTEMLERİ A.Ş.**  
**BOARD OF DIRECTORS RESOLUTION**

**Decision of Certificate Managers**

**Resolution No: 2011 / 01**

**Date: 31 Ocak 2011**

As a result of the discussions,

According to the Cominque Serial:VIII, No:61 of Capital Markets Board of Turkey (CMB) regarding "the Principles Related to Electronical Signing of Documents, Information and Disclosures and Sending to the Public Disclosure Platform (PDP)" and "Qualified Electronic Certificate Management Procedures of Istanbul Stock Exchange (ISE)", it has been decided that,

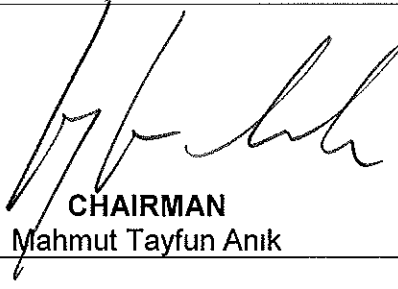


- a) In conformity with our signature circular, our certificate users, whose info is listed below, be appointed as the Company Certificate Managers,
- b) Certificate managers beauthorized , to select or change the authorized signatories responsible of preparing, signing and sending the notification forms which our Company is obliged to disclose to the general public to PDP and their authorization levels in accordance with the Capital Board and Stock Exchange legislations; suspend or cancel the certificate managers' and users' certificates,
- c) Our Company will apply ISE - PDP dept. with the required info and documents for making the necessary definitions about our Certificate Managers to get signed in to the PDP System,
- d) Our Company will get a new board resolution and apply to ISE - PDP with the necessary info and documents if there's any change in Certificate Managers.

**Table: Certificate Managers of our Company**

	Name	ID Number	Title	Phone	E-mail
1	Hasan Özgür Demirdöven	29041304328	CFO	02242703003	ozgur.demirdoven@prysmian.com
2	Sitki Anil Kovalı	33208707594	Chief of General Accounting & Investor Relations Service	02242703048	anil.kovali@prysmian.com

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 <b>CHAIRMAN</b> Mahmut Tayfun Anik	 <b>VICE CHAIRMAN</b> Francesco Luciano Giovanni Fanciulli
<b>MEMBER</b> Fabio Ignazio Romeo	 <b>MEMBER</b> Hasan Özgür Demirdöven

**TÜRK PRYSMİAN KABLO VE SİSTEMLERİ A.Ş.**  
**BOARD OF DIRECTORS RESOLUTION**

**INCREASE of REGISTERED CAPITAL CEILING**  
**and**  
**AoI AMENDMENT**


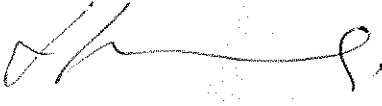
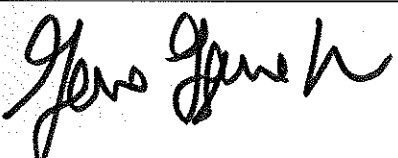
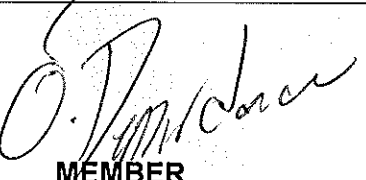
**Resolution No. :2011/02**

**Date : 02 Subat 2011**

As a result of the discussions made for the increase of the registered capital ceiling of the company and the amendment of Articles of Incorporation of the company;

It has been resolved that,

- 1- The relevant parts of AoI are amended as attached:
  - Article 3, titled "Company purposes and major line of activity" of the company's articles of incorporation is amended in order to harmonize with the Capital Markets Board (CMB) regulations and decisions,
  - Article 4, titled "Head Office and Branches" of the company's articles of incorporation is amended in order to indicate the new address info of the company's head office, as it has been changed and registered by Bursa Chamber of Commerce on 25.08.2009 as a result of Bursa Municipality's re-numeration project even though the head office did not change its place physically.
  - Article 6, titled "Registered Capital" of the company's article of incorporation is amended, in order to increase the registered capital ceiling of the company, to increase the nominal value per share and decreasing the total number of shares without a change in the company's paid in capital, in order to transform all the shares into into bearer types, and in order to amend "YTL" and "YKr" into "TL" and "Kr" respectively.
  - Article 23, titled "The Amendment of Articles of Incorporation" is amended, as some of the permissions indicated in this article were cancelled.
- 2- Our Company will apply to Capital Markets Board for the permission of increase of registered capital ceiling and will also apply to Capital Markets Board and Ministry of Industry and Trade for the other necessary permissions.
- 3- After the necessary permissions are received, the new text will be submitted to the approval of the General Assembly.

 <b>CHAIRMAN</b> Mahmut Tayfun Anik	 <b>VICE CHAIRMAN</b> Francesco Luciano Giovanni Fanciulli
 <b>MEMBER</b> Fabio Ignazio Romeo	 <b>MEMBER</b> Hasan Özgür Demirdöven

Old Article Article 3 – Company purposes and major line of activity :	New Article Article 3 – Company purposes and major line of activity :
<p>a – to manufacture, export, import and trade all kinds of cables and conductors, apparatus, tools and devices and parts and accessories thereof, raw materials and auxiliary semi-finished products and finished products and all the other goods in the electro-technical field.</p> <p>b – to possess real estate and rights in this respect and the values that are underground or on the ground, to sell them and to put mortgages on them, to obtain mortgages and to remove them, to construct buildings, to rent or sell them whenever necessary, and to rent buildings.</p> <p>c- on the condition that it is not an intermediary activity and security, stock and bond portfolio operation, to buy and sell all kinds of securities, stocks and bonds, to give and take all kinds of in-kind and personal guarantees in the form of security, stock and bond pledges, operation pledges, guarantee, and bank guarantee, and on the condition that it is not in the form of a business of giving loans, to obtain and to give loans.</p> <p>d - to own and to use all kinds of vehicles.</p> <p>e - to participate in all kinds of organizations which have been established or to be established, and to transfer or sell its participations.</p> <p>f - to act as representative or as an agency, to establish dealerships and sales organization, and to undertake official and private contract works.</p> <p>g - to own, sell, rent or hire licenses, patents and other intellectual property.</p> <p>h - to perform any other acts to the benefit of the company.</p> <p>Apart from the activities indicated above, in case the company desires to perform any other business that may be beneficial and necessary for the company, then the company may conduct any other business upon the proposal of the Board of Directors and the approval of the General Assembly and by performing the necessary legal formalities.</p>	<p>a – to manufacture, export, import and trade all kinds of cables and conductors, apparatus, tools and devices and parts and accessories thereof, raw materials and auxiliary semi-finished products and finished products and all the other goods in the electro-technical field.</p> <p>b – to possess real estate and rights in this respect and the values that are underground or on the ground, to sell them and to put mortgages on them, to obtain mortgages and to remove them, to construct buildings, to rent or sell them whenever necessary, and to rent buildings.</p> <p>c- on the condition that it is not an intermediary activity and security, stock and bond portfolio operation, to buy and sell all kinds of securities, stocks and bonds, to give and take all kinds of in-kind and personal guarantees in the form of security, stock and bond pledges, operation pledges, guarantee, and bank guarantee, and on the condition that it is not in the form of a business of giving loans, to obtain and to give loans.</p> <p>d - to own and to use all kinds of vehicles.</p> <p>e - to participate in all kinds of organizations which have been established or to be established, and to transfer or sell its participations.</p> <p>f - to act as representative or as an agency, to establish dealerships and sales organization, and to undertake official and private contract works.</p> <p>g - to own, sell, rent or hire licenses, patents and other intellectual property.</p> <p>h - to perform any other acts to the benefit of the company.</p> <p>Apart from the activities indicated above, in case the company desires to perform any other business that may be beneficial and necessary for the company, then the company may conduct any other business upon the proposal of the Board of Directors and the approval of the General Assembly and by performing the necessary legal formalities.</p> <p>The guarantees, securities or bond pledges in favor of third parties are given as per the legislation of Capital Markets Board.</p>

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<b>Old Article</b> <b>Article 4 – Head office and branches :</b>	<b>New Article</b> <b>Article 4 – Head office and branches :</b>
<p>The head office of the company is located in Mudanya. Its address is Bursa Yolu Nr.1 Mudanya Bursa. Upon an address change, the new address is registered with the trade registry and published in the Turkish Trade Registry Gazette, also the Ministry of Industry and Commerce is informed of the new address. All notices sent to the registered and published address shall be deemed to have been made to the company.</p> <p>The company may establish branches, plants such as factories and workshops in Turkey and also correspondents and agencies in Turkey and abroad. The Ministry of Industry and Trade will be informed of the opening and closing of the branches.</p> <p>The company shall notify any changes in the registered address of the company to the Ministry of Industry and Trade and the Capital Markets Board.</p> <p>The place of the meeting will be determined by the Board of Directors.</p>	<p>The head office of the company is located in Mudanya. Its address is Ömerbey Mahallesi Bursa Asfaltı Caddesi No: 51 Mudanya Bursa. Upon an address change, the new address is registered with the trade registry and published in the Turkish Trade Registry Gazette, also the Ministry of Industry and Commerce is informed of the new address. All notices sent to the registered and published address shall be deemed to have been made to the company.</p> <p>The company may establish branches, plants such as factories and workshops in Turkey and also correspondents and agencies in Turkey and abroad. The Ministry of Industry and Trade will be informed of the opening and closing of the branches.</p> <p>The company shall notify any changes in the registered address of the company to the Ministry of Industry and Trade and the Capital Markets Board.</p> <p>The place of the meeting will be determined by the Board of Directors.</p>

<b>Old Article</b> <b>Article 6 – Registered Capital :</b>	<b>New Article</b> <b>Article 6 – Registered Capital :</b>
<p>The company accepted the registered capital system in accordance with the provisions of the Capital Market Act No. 2499 as amended by Act No. 3794, and adopted this system upon the permission of the Republic of Turkey, Prime Ministerial Treasury and Foreign Trade Undersecretariat, Foreign Capital General Directorate dated November 27, 1992 and No. 10410 and also with the permission of the Capital Market Board dated December 11, 1992 and No. 4463.</p> <p>The Registered Capital of the company is YTL. 80.000.000,00 (eighthmillion), and is divided into 800.000.000,00 (eighthundredmillion) shares, each having a nominal value of YKr. 10.- (ten).</p> <p>The nominal value of the shares has been changed to 10.- YKr from 1.000.- TL as per Law No 5274. As a result of this change the number of shares decreased. 1 share of 10.- YKr will be given in exchange for 100 shares of 1.000.- TL nominal value. With respect to such change, shareholders' rights, arising from the shares they hold, are reserved. Shares representing the capital are tracked digitally as per the principles of dematerialisation.</p>	<p>The company accepted the registered capital system in accordance with the provisions of the Capital Market Act No. 2499 as amended by Act No. 3794, and adopted this system upon the permission of the Republic of Turkey, Prime Ministerial Treasury and Foreign Trade Undersecretariat, Foreign Capital General Directorate dated November 27, 1992 and No. 10410 and also with the permission of the Capital Market Board dated December 11, 1992 and No. 4463.</p> <p>The Registered Capital of the company is TL. 135.000.000,00 (onehundredandthirtyfivemillion), and is divided into 135.000.000,00 (onehundredandthirtyfivemillion) shares, each having a nominal value of TL. 1.- (one).</p> <p>Registered capital ceiling permission given by the Capital Market Board will be valid between 2011-2015. Even if the Company does not increase up to the ceiling till the end of 2015, in order for the Board of Directors to take a decision with respect to capital increase after 2015, the Board has to get an authorization of the General Assembly after getting a second permission from CMB for the priorly granted ceiling or for a new ceiling amount. The company will be deemed to be out of the registered capital system unless the said</p>

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<p>The paid in capital of the company is YTL 39.312.000,00. and all of this capital has been paid. As regards the paid in capital, 219.652.992 shares are registered shares, and 173.467.008 shares are bearer shares.</p> <p>The Board of Directors, in accordance with the provisions of the Capital Market Act, whenever it deems necessary, is authorized to increase the paid in capital by issuing registered shares or bearer shares until the Registered Capital Ceiling and to combine the shares in coupons representing more than one share.</p> <p>Unless the issued shares are sold totally and the sums corresponding to them encashed, no new shares will be issued.</p>	<p>authorization is obtained.</p> <p>The paid in capital of the company is TL 112.233.652,00. and all of this capital has been paid. As regards the paid in capital, all shares are bearer shares.</p> <p>The Board of Directors, in accordance with the provisions of the Capital Market Act, whenever it deems necessary, is authorized to increase the paid in capital by issuing registered shares or bearer shares until the Registered Capital Ceiling and to combine the shares in coupons representing more than one share, between 2011-2015.</p> <p>Unless the issued shares are sold totally and the sums corresponding to them encashed, no new shares will be issued.</p> <p>Whereas the nominal value of the shares was 1.000.-TL, it had been first changed to 10.-YKr regarding the Code No:5274, changing the Turkish Commercial Code, and later has been changed to 10.- Kr from 10.- YKr. with the decision of Council of Ministers No:2007/11963 on 04.04.2007, as the word "Yeni"(Y) will not be used from 01.01.2009. As a result of this change the number of shares decreased and one share with 10.-(Y)Kr nominal value has been given in exchange for 100 shares of 1.000- TL .</p> <p>This time the nominal value of shares increased from 10.-Kr to 1.-TL. As a result of this final change, the number of shares will decrease and 1 share with a nominal value of 1.-TL will be given in exchange for 10 shares of 10.-Kr.</p> <p>With respect to such change, shareholders' rights, arising from the shares they hold, are reserved.</p> <p>The expression "Turkish Lira"(TL) mentioned above is used in Aol as its changed by Council of Ministers.</p> <p>Shares representing the capital are tracked as per the principles of dematerialisation.</p>
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<b>Old Article</b> <b>Article 23 – Amendments of the Articles of Incorporation :</b>	<b>New Article</b> <b>Article 23 – Amendments of the Articles of Incorporation :</b>
<p>The amendments to be made in the Articles of Incorporation by the General Assembly need the permission of the Treasury and Foreign Trade Undersecretariat, Foreign Capital General Directorate (to the extent applicable pursuant to the relevant legislation) and Capital Market Board and the approval of the Ministry of Industry and Trade. Such amendments will be registered in the Trade Register and advertised in the Trade Register Gazette.</p>	<p>The amendments to be made in the Articles of Incorporation by the General Assembly need the permission of the Capital Market Board and the approval of the Ministry of Industry and Trade. Such amendments will be registered in the Trade Register and advertised in the Trade Register Gazette.</p>

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TÜRK PRYSMİAN KABLO VE SİSTEMLERİ A.Ş.  
BOARD OF DIRECTORS RESOLUTION

FINANCIAL STATEMENTS

Resolution No: 2011 /

Date:

As a result of the discussions made on the financial statements,

It has been unanimously resolved to approve the audited financial statements and subnotes for the 12 months period between 01.01.2010 and 31.12.2010.

 <b>CHAIRMAN</b> Mahmut Tayfun Anık	 <b>VICE CHAIRMAN</b> Francesco Luciano Giovanni Fanciulli
 <b>MEMBER</b> Fabio Ignazio Romeo	 <b>MEMBER</b> Hasan Özgür Demirdöven

**TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.**  
**RESOLUTION OF BOARD OF DIRECTORS**

**Decision No: 2011/**

**Date :**


**CALL FOR ORDINARY GENERAL ASSEMBLY MEETING**

As a result of the discussions held in connection with the annual Ordinary General Assembly Meeting of the Company;

It has been unanimously resolved that the General Assembly should be called for a meeting on 25.03.2011 (Friday) at 09.00 a.m. in our Company's Head Office located in the address Ömerbey Mah. Bursa Asfaltı Cad. No:51 Mudanya 16941 Bursa to discuss the results of Account Period between 01.01.2010-31.12.2010 as well as the issues listed in the following agenda and to pass the necessary resolutions in this respect.


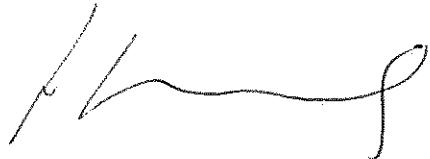
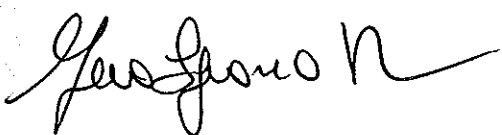

**ORDINARY GENERAL ASSEMBLY AGENDA**

1. Opening of the Meeting and formation of the Meeting Council,
2. Authorization of the Meeting Council to sign the Minutes of the General Assembly Meeting,
3. Review and discussion of the Reports issued by the Board of Directors, Auditors' Board and Independent Auditing Company belonging to the year 2010,
4. Discussion and approval of the Activity Report of the Board and Auditing Report covering the Accounting Period between 01.01.2010 – 31.12.2010 as well as the financial tables which are prepared pursuant to the CMB legislation, release of members of the Board of Directors and Auditors' Board,
5. Discussion and voting of the proposal made by the Board of Directors in connection with the distribution of the profit made in the Accounting Period between 01.01.2010 - 31.12.2010,
6. Furnishing information to the General Assembly on the donations given during the year 2010 and obtaining approval in this respect,
7. Election of the directors in replacement of the Board members whose terms of office are to be expired, and determination of remuneration of the directors,
8. Election of the members of the Auditors' Board and determination of their terms of office and their fees,
9. Furnishing information to the shareholders on the asset, service and obligation transferring transactions with the related parties, which trigger transfer pricing evaluation within the scope of CMB Communiqué Serial: IV, No:41,
10. Discussion of the amendment of articles 3, 4, 6 and 23 of the Articles of Association according to the attached drafts approved by Capital Markets Board and Ministry of Industry and Trade and within the context increase of the registered capital ceiling of the Company to TL135.000.000 and approval thereof ,





11. Furnishing information to the General Assembly pursuant the CMB legislation, on the guarantees, liens and mortgages given to the third parties,
12. Delegation of the Managing Director Francesco Luciano Giovanni Fanciulli with the authority to award bonuses to the Company's personnel who contributed to realization of Company's targets during the year 2010 within the frame of general principles adopted by the Company, and determination of amount of bonus vis a vis the targets achieved by the Company's management and submission of the same to the approval of the General Assembly,
13. Approval of the Independent Auditing Company to audit the activities and accounts of 2011 which is selected by the Board of Directors pursuant the CMB Communiqué and the agreement,
14. Submitting the Ethical Code of Turk Prysmian to discussion and approval of the General Assembly,
15. Approval of the activities mentioned under article 14 of the Articles of Association of the company realized until the General Assembly and grant prior authorization for the same activities to be realized after the General Assembly,
16. Authorization of the Chairman and Directors of the Board to perform transactions pursuant to Clauses 334 and 335 of the Turkish Commercial Code,
17. Recommendation and Adjournment.

 <b>CHAIRMAN</b> Mahmut Tayfun Anik	 <b>VICE CHAIRMAN</b> Francesco Luciano Giovanni Fanciulli
 <b>MEMBER</b> Fabio Ignazio Romeo	 <b>MEMBER</b> Hasan Özgür Demirdöven

**TÜRK PRYSMİAN KABLO VE SİSTEMLERİ A.Ş.**  
**AMENDMENT of ARTICLES of INCORPORATION**

<b>Old Article</b> <b>Article 3 – Company purposes and major line of activity :</b>	<b>New Article</b> <b>Article 3 – Company purposes and major line of activity :</b>
<p>a – to manufacture, export, import and trade all kinds of cables and conductors, apparatus, tools and devices and parts and accessories thereof, raw materials and auxiliary semi-finished products and finished products and all the other goods in the electro-technical field.</p> <p>b – to possess real estate and rights in this respect and the values that are underground or on the ground, to sell them and to put mortgages on them, to obtain mortgages and to remove them, to construct buildings, to rent or sell them whenever necessary, and to rent buildings.</p> <p>c- on the condition that it is not an intermediary activity and security, stock and bond portfolio operation, to buy and sell all kinds of securities, stocks and bonds, to give and take all kinds of in-kind and personal guarantees in the form of security, stock and bond pledges, operation pledges, guarantee, and bank guarantee, and on the condition that it is not in the form of a business of giving loans, to obtain and to give loans.</p> <p>d - to own and to use all kinds of vehicles.</p> <p>e - to participate in all kinds of organizations which have been established or to be established, and to transfer or sell its participations.</p> <p>f - to act as representative or as an agency, to establish dealerships and sales organization, and to undertake official and private contract works.</p> <p>g - to own, sell, rent or hire licenses, patents and other intellectual property.</p> <p>h - to perform any other acts to the benefit of the company.</p> <p>Apart from the activities indicated above, in case the company desires to perform any other business that may be beneficial and necessary for the company, then the company may conduct any other business upon the proposal of the Board of Directors and the approval of the General Assembly and by performing the necessary legal formalities.</p>	<p>a – to manufacture, export, import and trade all kinds of cables and conductors, apparatus, tools and devices and parts and accessories thereof, raw materials and auxiliary semi-finished products and finished products and all the other goods in the electro-technical field.</p> <p>b – to possess real estate and rights in this respect and the values that are underground or on the ground, to sell them and to put mortgages on them, to obtain mortgages and to remove them, to construct buildings, to rent or sell them whenever necessary, and to rent buildings.</p> <p>c- on the condition that it is not an intermediary activity and security, stock and bond portfolio operation, to buy and sell all kinds of securities, stocks and bonds, to give and take all kinds of in-kind and personal guarantees in the form of security, stock and bond pledges, operation pledges, guarantee, and bank guarantee, and on the condition that it is not in the form of a business of giving loans, to obtain and to give loans.</p> <p>d - to own and to use all kinds of vehicles.</p> <p>e - to participate in all kinds of organizations which have been established or to be established, and to transfer or sell its participations.</p> <p>f - to act as representative or as an agency, to establish dealerships and sales organization, and to undertake official and private contract works.</p> <p>g - to own, sell, rent or hire licenses, patents and other intellectual property.</p> <p>h - to perform any other acts to the benefit of the company.</p> <p>Apart from the activities indicated above, in case the company desires to perform any other business that may be beneficial and necessary for the company, then the company may conduct any other business upon the proposal of the Board of Directors and the approval of the General Assembly and by performing the necessary legal formalities.</p>

The guarantees, securities or bond pledges in favor of third parties are given as per the legislation of Capital Markets Board.

**Old Article**  
**Article 4 – Head office and branches :**

The head office of the company is located in Mudanya. Its address is Bursa Yolu Nr.1 Mudanya Bursa. Upon an address change, the new address is registered with the trade registry and published in the Turkish Trade Registry Gazette, also the Ministry of Industry and Commerce is informed of the new address. All notices sent to the registered and published address shall be deemed to have been made to the company.

The company may establish branches, plants such as factories and workshops in Turkey and also correspondents and agencies in Turkey and abroad. The Ministry of Industry and Trade will be informed of the opening and closing of the branches.

The company shall notify any changes in the registered address of the company to the Ministry of Industry and Trade and the Capital Markets Board.

The place of the meeting will be determined by the Board of Directors.

**New Article**  
**Article 4 – Head office and branches :**

The head office of the company is located in Mudanya. Its address is Ömerbey Mahallesi Bursa Asfaltı Caddesi No: 51 Mudanya Bursa. Upon an address change, the new address is registered with the trade registry and published in the Turkish Trade Registry Gazette, also the Ministry of Industry and Commerce is informed of the new address. All notices sent to the registered and published address shall be deemed to have been made to the company.

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The company shall notify any changes in the registered address of the company to the Ministry of Industry and Trade and the Capital Markets Board.

The place of the meeting will be determined by the Board of Directors.

**Old Article**  
**Article 6 – Registered Capital :**

The company accepted the registered capital system in accordance with the provisions of the Capital Market Act No. 2499 as amended by Act No. 3794, and adopted this system upon the permission of the Republic of Turkey, Prime Ministerial Treasury and Foreign Trade Undersecretariat, Foreign Capital General Directorate dated November 27, 1992 and No. 10410 and also with the permission of the Capital Market Board dated December 11, 1992 and No. 4463.

The Registered Capital of the company is YTL. 80.000.000,00 (eighthmillion), and is divided into 800.000.000,00 (eighthundredmillion) shares, each having a nominal value of YKr. 10.- (ten).

The nominal value of the shares has been changed

**New Article**  
**Article 6 – Registered Capital :**

The company accepted the registered capital system in accordance with the provisions of the Capital Market Act No. 2499 as amended by Act No. 3794, and adopted this system upon the permission of the Republic of Turkey, Prime Ministerial Treasury and Foreign Trade Undersecretariat, Foreign Capital General Directorate dated November 27, 1992 and No. 10410 and also with the permission of the Capital Market Board dated December 11, 1992 and No. 4463.

The Registered Capital of the company is TL. 135.000.000,00 (onehundredandthirtyfivemillion), and is divided into 135.000.000,00 (onehundredandthirtyfivemillion) shares, each having a nominal value of TL. 1.- (one).

Registered capital ceiling permission given by the



to 10.- YKr from 1.000.- TL as per Law No 5274. As a result of this change the number of shares decreased. 1 share of 10.- YKr will be given in exchange for 100 shares of 1.000.- TL nominal value. With respect to such change, shareholders' rights, arising from the shares they hold, are reserved. Shares representing the capital are tracked digitally as per the principles of dematerialisation.

The paid in capital of the company is YTL 39.312.000,00. and all of this capital has been paid. As regards the paid in capital, 219.652.992 shares are registered shares, and 173.467.008 shares are bearer shares.

The Board of Directors, in accordance with the provisions of the Capital Market Act, whenever it deems necessary, is authorized to increase the paid in capital by issuing registered shares or bearer shares until the Registered Capital Ceiling and to combine the shares in coupons representing more than one share.

Unless the issued shares are sold totally and the sums corresponding to them encashed, no new shares will be issued.

Capital Market Board will be valid between 2011-2015. Even if the Company does not increase up to the ceiling till the end of 2015, in order for the Board of Directors to take a decision with respect to capital increase after 2015, the Board has to get an authorization of the General Assembly after getting a second permission from CMB for the priorly granted ceiling or for a new ceiling amount. The company will be deemed to be out of the registered capital system unless the said authorization is obtained.

The paid in capital of the company is TL 112.233.652,00. and all of this capital has been paid. As regards the paid in capital, all shares are bearer shares.

The Board of Directors, in accordance with the provisions of the Capital Market Act, whenever it deems necessary, is authorized to increase the paid in capital by issuing registered shares or bearer shares until the Registered Capital Ceiling and to combine the shares in coupons representing more than one share, between 2011-2015.

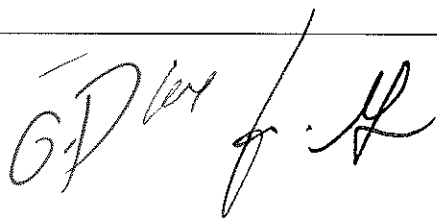
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Whereas the nominal value of the shares was 1.000.-TL, it had been first changed to 10.-YKr regarding the Code No:5274, changing the Turkish Commercial Code, and later has been changed to 10.- Kr from 10.- YKr. with the decision of Council of Ministers No:2007/11963 on 04.04.2007, as the word "Yeni"(Y) will not be used from 01.01.2009. As a result of this change the number of shares decreased and one share with 10.-(Y)Kr nominal value has been given in exchange for 100 shares of 1.000- TL .

This time the nominal value of shares increased from 10.-Kr to 1.-TL. As a result of this final change, the number of shares will decrease and 1 share with a nominal value of 1.-TL will be given in exchange for 10 shares of 10.-Kr.

With respect to such change, shareholders' rights, arising from the shares they hold, are reserved.

The expression "Turkish Lira"(TL) mentioned above is used in Aol as its changed by Council of Ministers.



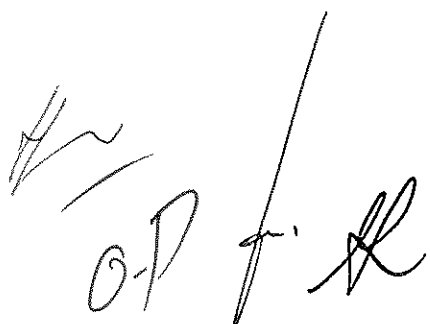
Shares representing the capital are tracked as per the principles of dematerialisation.

**Old Article  
Article 23 – Amendments of the Articles of  
Incorporation :**

The amendments to be made in the Articles of Incorporation by the General Assembly need the permission of the Treasury and Foreign Trade Undersecretariat, Foreign Capital General Directorate (to the extent applicable pursuant to the relevant legislation) and Capital Market Board and the approval of the Ministry of Industry and Trade. Such amendments will be registered in the Trade Register and advertised in the Trade Register Gazette.

**New Article  
Article 23 – Amendments of the Articles of  
Incorporation :**

The amendments to be made in the Articles of Incorporation by the General Assembly need the permission of the Capital Market Board and the approval of the Ministry of Industry and Trade. Such amendments will be registered in the Trade Register and advertised in the Trade Register Gazette.



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**TÜRK PRYSMİAN KABLO VE SİSTEMLERİ A.Ş.  
BOARD OF DIRECTORS RESOLUTION**

**DIVIDEND DISTRIBUTION PROPOSAL**

**Resolution No: 2011 /**

**Date:**

As a result of discussions with respect to the "Profit Distribution Proposal" to be submitted to the Ordinary General Assembly related to financial year of 2010.

It has been unanimously resolved that

Since, according to 2010 financial tables which are prepared pursuant to the CMB Communiqué Serial XI and No 29 and in accordance with the International Financial Reporting Standards and audited by independent auditors as required by CMB's decision dated 17.04.2008, "Net Loss for The Period" is determined as TL5.416.031, **not to** distribute any dividend for 2010 fiscal year according to CMB's rules relating to distribution of dividend, current profit distribution policy and submission of this decision to the approval of the General Assembly and notifying the shareholders.

 <b>CHAIRMAN</b> Mahmut Tayfun Anik	 <b>VICE CHAIRMAN</b> Francesco Luciano Giovanni Fanciulli
 <b>MEMBER</b> Fabio Ignazio Romeo	 <b>MEMBER</b> Hasan Özgür Demirdöven

**TÜRK PRYSMİAN KABLO VE SİSTEMLERİ A.Ş.  
BOARD OF DIRECTORS RESOLUTION**

**ANNUAL REPORT**

**Resolution No: 2011 /**

**Date:**

As a result of the discussions made on the annual report,

It has been unanimously resolved to approve the annual report for the 12 months period between 01.01.2010 and 31.12.2010.

 <b>CHAIRMAN</b> Mahmut Tayfun Anık	 <b>VICE CHAIRMAN</b> Francesco Luciano Giovanni Fanciulli
 <b>MEMBER</b> Fabio Ignazio Romeo	 <b>MEMBER</b> Hasan Özgür Demirdöven

**TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.**  
**BOARD OF DIRECTORS RESOLUTION**



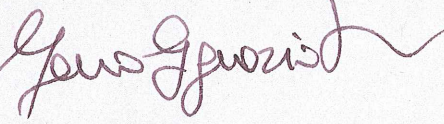
**DISTRIBUTION OF DUTIES–NEW SIGNATURE CIRCULAR**

**Resolution Nr.: 2011/**

**Date :**

As a result of the discussions made upon the Ordinary General Assembly dated 25.03.2011, it has been unanimously resolved to;

- 1- Re-distribute the duties among the Board Members and nominate Mahmut Tayfun Anık as the "Chairman" and Francesco Luciano Giovanni Fanciulli as the "Vice-Chairman",
- 2- Cancel the signature circular no.2010/1 which was registered on 02.04.2010 and which was based on Board decision regarding signature powers dated 30.03.2010 and No:2010/01; and to start using the signature powers as per the attached signature circular No:2011/1,
- 3- Set the resolution to be valid as of the registry date.

 <b>CHAIRMAN</b> Mahmut Tayfun Anık	 <b>VICE CHAIRMAN</b> Francesco Luciano Giovanni Fanciulli
 <b>MEMBER</b> Fabio Ignazio Romeo	<b>MEMBER</b> Ercan Karaismailoğlu



**SIGNATURE CIRCULAR**  
**No.2011/01**

**1. In order that signatures affixed on behalf of the Company be valid, it should be affixed under commercial name of the Company or common seal bearing the commercial name of the Company. None of the signatories, individually or jointly, is authorized to issue a promissory note (bill of exchange) on behalf of the Company**

**2. Subject to the Resolution of Board of Directors, any First Group signatory and the "General Manager" are jointly authorized for the following matters;**

- a. Transactions with respect to the real estates to be purchased and/or sold by the Company;
- b. Establishment of mortgages, liens and other real rights on movable and immovable assets of the Company;
- c. Issuance of shares, bonds and bills;
- d. Participating into the companies and entities both established or to be established.

**3. Transactions with respect to hiring, removal and conditions of labor of employees who are authorized to represent the Company or whose service contracts are linked to a special arrangement, and delegation of their powers will be individually signed by the General Manager or together with the inclusion of Human Resources Manager.**

**4. General Manager individually; or any Group 2.1 Signatory together with the Financial and Administrative Director are, jointly authorized for the following matters;**

- a) Signing of credit facility, leasing and factoring agreements with banks and financial organizations,
- b) Opening and closing of bank accounts on behalf of the Company,
- c) Drawing of cheques, submission of payment orders, withdrawal of cash from bank accounts for payments to be made to official or private third parties on behalf of the Company,
- d) Purchase and sale of foreign exchange facilities,
- e) Signing of letter of credits and transfer instructions,
- f) Establishment of mortgage on real estates of the Company in favor of third parties and release of mortgages including ones instituted on real estates of the Company,
- g) Drawing of instructions for money transfer between current accounts of the Company with the banks, signing of cheques and debenture notes to be deposited into bank accounts with endorsement for collection and endorsement for guarantee, signing of cheques and debenture notes to be issued from bank accounts to other bank accounts of the Company,
- h) Endorsement of any and all certificates, negotiable instruments and commercial papers in favor of our Company to be deposited into our bank accounts,
- i) Signing of agreements, contracts, arrangements and commitments made with legal entities and/or individuals of which monetary value exceeds USD 500,000 (five hundred thousand United States dollar), and of any agreements, contracts, arrangements and commitments made with public entities in any amount, acquitting third persons,

**5. General Manager individually; or two Group 2.1. Signatories or one Group 2.1 signatory together with Financial and Administrative Director are jointly, authorized for the following matters:**

- a) Signing of notices, warnings and protests for the protection of legal rights and benefits of the Company,
- b) Signing of agreements, contracts, arrangements and commitments made with legal entities and/or individuals of which monetary value does not exceed USD 500,000 (five hundred thousand United States dollar), and of any agreements, contracts, arrangements and commitments made with public entities in any amount, acquitting third persons,
- c) Signing of commitments, declarations, bills of lading, delivery orders, receipts, certificates of discharge, documents, formulas, delivery and collection orders, statements of accounts, and other accounting papers relevant with the customs and domestic trade regime, and signing of other accounting papers,
- d) Signing of declarations and payrolls to be presented to social security department, tax offices and relevant official authorities,
- e) Signing of documents, which will not charge the Company with an obligation in relation thereto

- f) Signing of invoices and bills of consignment
- g) Stamp tax transactions, current transactions, daily transactions, and stamp cancellation, and other transactions which will not charge the Company with an obligation
- h) Purchase Order letters subject to the provisions of the Purchasing Regulations of the Company

**6. Unless otherwise indicated herebelow, as long as the following transactions are below 5.000.000.- (five million) USD, any two Group 2.2 signatories; as long as the amount is below 10.000.000.- (ten million) USD one "Group 1" signatory together with one "Group 1" or together with one "Group 2.2" signatory are jointly authorized to sign the relevant documents. "General Manager" is individually authorized to realize all such transactions without being subject to any limit.**

- a) To enact the sales contract where the Company is the selling party or make offers for that matter,
- b) Participation in the tenders and placing of bids on behalf of the Company, conduct negotiations, to decrease the offers in tenders, to enter into contracts and fulfill other necessary acts as per the tender result, to sign the temporary and final acceptance minutes, and the objections and request for reevaluation, determination of the subcontractors, which will undertake a portion of the works undertaken with such tender, and enacting the agreements outlining the mutual rights and liabilities with such subcontractors
- c) Signing of authorized dealer contracts,
- d) Signing of the contracts under an amount of USD 1.000.000.- (onemillion) related to the marketing activities of the company
- e) To amend and cancel the transactions mentioned above in 6.

**7. Any two of "General Manager", "Financial and Administrative Director" and "Plant Director" jointly; or any one of the above, together with one of Group 2.3 signatories jointly; are authorized to enact the below mentioned transactions. Two Group 2.3 signatories are jointly authorized to enact the same as long as such transactions are below TL 500.000.- (fivehundredthousand), with the exception of item (l) herebelow (to make transfer, EFT, swift, repo, term deposits, foreign exchange transfers and to deposit the cheques endorsed or issued in favor of the company between, to or within the company accounts), which is not subject to any limit.**

- a) To endorse the cheques issued in favour of the Company,
- b) To sign the correspondence to be realized with Ministries and public or private institutions, ,
- c) To apply, follow up or close the investment and export incentives,
- d) To sign for cheque payment instructions, external warranties and domestic bank letters of guarantee requests, and amendments thereof,
- e) To realize transfer, EFT, assignment of receivables to 3rd parties and institutions, swift to abroad or import transfer transactions,
- f) To enter into any undertaking, agreements and supplements thereof with banks, financial instutions and insurance companies,
- g) To apply for credit lines and closing thereof,
- h) To open import letter of credit, amend the letters of credit, to accept reserves, to approve letters of credit texts, to send the export documents with reserves if necessary, to sign any document, contract, commitment and statements related to export, import, cutoms, transportation, insurance documents,
- i) To sign the Tax Statements,
- j) To sign all the transactions and documents, within the framework of Public Disclosure Platform project (KAP),
- k) To execute the transactions related to the dematerialization as per the Capital Market Board (SPK) and Central Dematerialization Agency (MKK) regulations,
- l) To make transfer, EFT, swift, repo, term deposits, foreign exchange transfers and to deposit the cheques endorsed or issued in favour of the company between, to or within the company accounts

**8) General Manager individually; or any Group 1 Signatories together with another Group 1 signatory or together with Group 3 signatory are jointly, authorized to sign the powers of attorney to be produced to carry out the necessary works, and to bestow the powers to**

represent and bind the Company before official agencies and departments and private persons and entities in all matters required for company needs

9) Plant Director is individually authorized to sign Company's CE Mark Compliance Certificates and to undertake all the activities, commitments and transactions relating to CE Mark Compliance defined in the relevant legislation on behalf of the Company,.

**Group 1 Signatories:** Mahmut Tayfun Anık, Fabio Ignazio Romeo,  
**General Manager:** Francesco Luciano Giovanni Fanciulli,  
**Financial and Adm. Director.:** Ercan Karaismailođlu

**Group 2.1 Signatories:** Sevda Yücel, Erkan Aydođdu,  
**Plant Director** Halil İbrahim Kongur,  
**Human Resources Manager** Sabri Levent Özçengel

**Group 2.2 Signatories:** İbrahim Etem Bakaç, Faik Kürkçü,

**Group 2.3 Signatories:** Figen Tamurođlu, Sıtkı Anıl Kovalı

**Group 3 Signatories:** Yiđit Türsoy

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**TÜRK PRYSMİAN KABLO VE SİSTEMLERİ A.Ş.  
BOARD RESOLUTION**

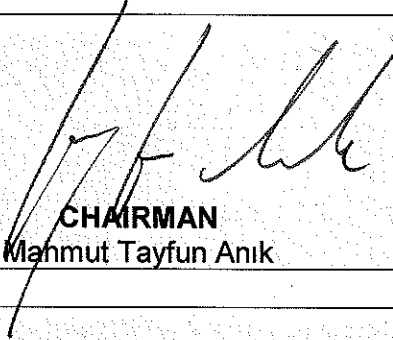

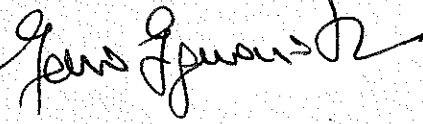

**AUDIT COMMITTEE**

**Resolution No. :2011/**

**Date :**

As a result of the discussions Board of Directors unanimously resolved to,

Establish an Audit Committee comprising of 2 members and appoint Mahmut Tayfun Anık and Fabio Ignazio Romeo as the member of the Audit Committee.

 <b>CHAIRMAN</b> Mahmut Tayfun Anık	 <b>VICE CHAIRMAN</b> Francesco Luciano Giovanni Fanciulli
 <b>MEMBER</b> Fabio Ignazio Romeo	 <b>MEMBER</b> Ercan Karaismailoğlu

**TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.  
BOARD OF DIRECTORS RESOLUTION**





**FINANCIAL STATEMENTS**

**Resolution No: 2011 /**

**Date:**

As a result of the discussions,

It has been unanimously resolved to approve the unaudited financial statements and subnotes for the 3 months period between 01.01.2011 and 31.03.2011.

 <b>CHAIRMAN</b> Mahmut Tayfun Anık	 <b>VICE CHAIRMAN</b> Francesco Luciano Giovanni Fanciulli
 <b>MEMBER</b> Fabio Ignazio Romeo	 <b>MEMBER</b> Ercan Karaismailoğlu

**TÜRK PRYSMİAN KABLO VE SİSTEMLERİ A.Ş.  
BOARD OF DIRECTORS RESOLUTION**



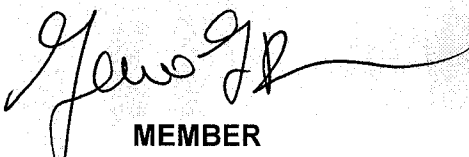
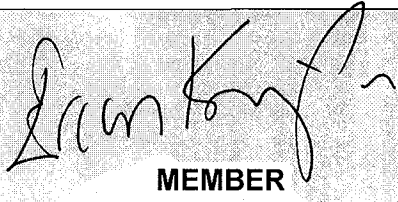
**INTERIM ACTIVITY REPORT**

**Resolution No: 2011 /**

**Date:**

As a result of the discussions,

It has been unanimously resolved to approve the interim activity report for the 3 months period between 01.01.2011 and 31.03.2011.

 <b>CHAIRMAN</b> Mahmut Tayfun Anık	 <b>VICE CHAIRMAN</b> Francesco Luciano Giovanni Fanciulli
 <b>MEMBER</b> Fabio Ignazio Romeo	 <b>MEMBER</b> Ercan Karaismailoğlu

**TÜRK PRYSMİAN KABLO VE SİSTEMLERİ A.Ş.**  
**BOARD OF DIRECTORS RESOLUTION**

**Decision of Certificate Users and Managers**

**Resolution No : 2011 /**

**Date:**

As a result of the discussions,

According to the Cominique Serial:VIII, No:61 of Capital Markets Board of Turkey (CMB) regarding "the Principles Related to Electronical Signing of Documents, Information and Disclosures and Sending to the Public Disclosure Platform (PDP)" and Qualified Electronic Certificate Management Procedures of Istanbul Stock Exchange (ISE), it has been decided that,

**I. Certificate User**

- a) The authority of Hasan Özgür Demirdöven as a Certificate User be cancelled due to the termination of his contract,
- b) Ercan Karaismailoğlu whose info is listed below be authorized for preparing, signing and sending the notification forms which our Company is obliged to disclose to the general public to PDP and their authorization levels in accordance with the Capital Board and Stock Exchange legislations,
- c) Our Company will apply ISE - PDP dept. with the required info and documents for making the necessary definitions about Ercan Karaismailoğlu who is appointed regarding this resolution, to get signed in to the PDP System,

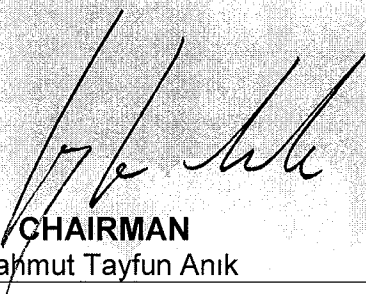


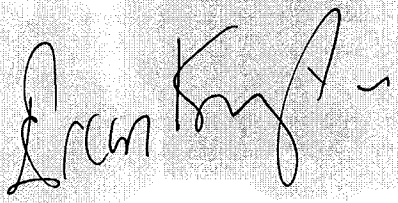
**II. Certificate Manager**

- a) The authority of Hasan Özgür Demirdöven as a Certificate Manager be cancelled due to the termination of his contract,
- b) In conformity with our signature circular, Ercan Karaismailoğlu be appointed as the **Company Certificate Manager**,
- c) Certificate managers be authorized, to select or change the authorized signatories responsible of preparing, signing and sending the notification forms which our Company is obliged to disclose to the general public to PDP and their authorization levels in accordance with the Capital Board and Stock Exchange legislations; suspend or cancel the certificate managers' and users' certificates,
- d) Our Company will apply ISE - PDP dept. with the required info and documents for making the necessary definitions about Ercan Karaismailoğlu to get signed in to the PDP System,
- e) Our Company will get a new board resolution and apply to ISE - PDP with the necessary info and documents if there's any change in Certificate Managers .



**Table-1: New Appointed Certificate User and Certificate Manager**

	Name	ID Number	Title	Phone	E-mail
1	Ercan Karaismailođlu	60691298988	CFO	02242703003	ercan.karaismailoglu@prysmian.com

 <p><b>CHAIRMAN</b> Mahmut Tayfun Anik</p>	 <p><b>VICE CHAIRMAN</b> Francesco Luciano Giovanni Fanciulli</p>
 <p><b>MEMBER</b> Fabio Ignazio Romeo</p>	 <p><b>MEMBER</b> Ercan Karaismailođlu</p>



**TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.  
BOARD OF DIRECTORS RESOLUTION**




**CANCELLATION OF AUTHORIZATION – APPOINTMENT**

**Resolution No:2011/**

**Date:**

As a result of the discussions, it has been unanimously resolved to;

- 1- Withdraw all the authorization conferred upon Francesco Luciano Giovanni Fanciulli by the resolution Nr.2011/07 dated 30.03.2011, starting from 01.07.2011, due to his resignation from company's board of directors and general management,
- 2- Appoint, to be effective as of 01.07.2011, Hans Gunnar Staffan Hoegstedt representing Prysmian (Dutch) Holdings BV, in order to fill the vacancy as a result of Francesco Luciano Giovanni Fanciulli's resignation and to submit the appointment to the approval of the following General Assembly as per article 315 of TCC,
- 3- Appoint, to be effective as of 01.07.2011, Hans Gunnar Staffan Hoegstedt as the General Manager of our Company, in order to fill the vacancy as a result of Francesco Luciano Giovanni Fanciulli's resignation.

 <b>CHAIRMAN</b> Mahmut Tayfun Anik	 <b>MEMBER</b> Fabio Ignazio Romeo
 <b>MEMBER</b> Ercan Karaismaoğlu	

**TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.**  
**BOARD OF DIRECTORS RESOLUTION**

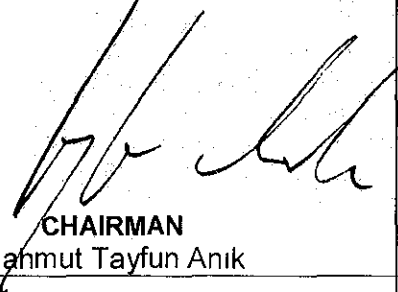

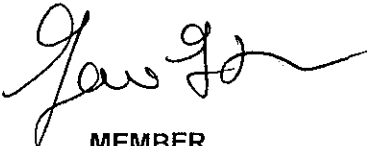

**DISTRIBUTION OF DUTIES-NEW SIGNATURE CIRCULAR**

**Resolution Nr.: 2011/**

**Date :**

As a result of the discussions made upon the appointment of Hans Gunnar Staffan Hoegstedt, it has been unanimously resolved to ;

- 1- Preserve the duties of the members as before among the Board Members with the exception of Hans Gunnar Staffan Hoegstedt to be nominated as the "Vice-Chairman" in order to fill the vacancy as a result of Francesco Luciano Giovanni Fanciulli's resignation,
- 2- Start using the signature powers as per the attached signature circular No:2011/02, as a result of the amendment of the signature circular no.2011/01 as defined above, which was registered on 04.04.2011 which was based on Board decision regarding signature powers dated 30.03.2011 and No:2011/07.

 <b>CHAIRMAN</b> Mahmut Tayfun Anik	 <b>VICE CHAIRMAN</b> Hans Gunnar Staffan Hoegstedt
 <b>MEMBER</b> Fabio Ignazio Romeo	 <b>MEMBER</b> Ercan Karaismalloğlu

**SIGNATURE CIRCULAR**  
**No.2011/02**

**1. In order that signatures affixed on behalf of the Company be valid, it should be affixed under commercial name of the Company or common seal bearing the commercial name of the Company. None of the signatories, individually or jointly, is authorized to issue a promissory note (bill of exchange) on behalf of the Company.**

**2. Subject to the Resolution of Board of Directors, any First Group signatory and the "General Manager" are jointly authorized for the following matters;**

- a. Transactions with respect to the real estates to be purchased and/or sold by the Company;
- b. Establishment of mortgages, liens and other real rights on movable and immovable assets of the Company;
- c. Issuance of shares, bonds and bills;
- d. Participating into the companies and entities both established or to be established.

**3. Transactions with respect to hiring, removal and conditions of labor of employees who are authorized to represent the Company or whose service contracts are linked to a special arrangement, and delegation of their powers will be individually signed by the General Manager or together with the inclusion of Human Resources Manager.**

**4. General Manager individually; or any Group 2.1 Signatory together with the Financial and Administrative Director are, jointly authorized for the following matters;**

- a) Signing of credit facility, leasing and factoring agreements with banks and financial organizations,
- b) Opening and closing of bank accounts on behalf of the Company,
- c) Drawing of cheques, submission of payment orders, withdrawal of cash from bank accounts for payments to be made to official or private third parties on behalf of the Company,
- d) Purchase and sale of foreign exchange facilities,
- e) Signing of letter of credits and transfer instructions,
- f) Establishment of mortgage on real estates of the Company in favor of third parties and release of mortgages including ones instituted on real estates of the Company,
- g) Drawing of instructions for money transfer between current accounts of the Company with the banks, signing of cheques and debenture notes to be deposited into bank accounts with endorsement for collection and endorsement for guarantee, signing of cheques and debenture notes to be issued from bank accounts to other bank accounts of the Company,
- h) Endorsement of any and all certificates, negotiable instruments and commercial papers in favor of our Company to be deposited into our bank accounts,
- i) Signing of agreements, contracts, arrangements and commitments made with legal entities and/or individuals of which monetary value exceeds USD 500,000 (five hundred thousand United States dollar), and of any agreements, contracts, arrangements and commitments made with public entities in any amount, acquitting third persons,

**5. General Manager individually; or two Group 2.1. Signatories or one Group 2.1 signatory together with Financial and Administrative Director are jointly, authorized for the following matters:**

- a) Signing of notices, warnings and protests for the protection of legal rights and benefits of the Company,
- b) Signing of agreements, contracts, arrangements and commitments made with legal entities and/or individuals of which monetary value does not exceed USD 500,000 (five hundred thousand United States dollar), and of any agreements, contracts, arrangements and commitments made with public entities in any amount, acquitting third persons,
- c) Signing of commitments, declarations, bills of lading, delivery orders, receipts, certificates of discharge, documents, formulas, delivery and collection orders, statements of accounts, and other accounting papers relevant with the customs and domestic trade regime, and signing of other accounting papers,
- d) Signing of declarations and payrolls to be presented to social security department, tax offices and relevant official authorities,
- e) Signing of documents, which will not charge the Company with an obligation in relation thereto

*for.*

*for*

- f) Signing of invoices and bills of consignment
- g) Stamp tax transactions, current transactions, daily transactions, and stamp cancellation, and other transactions which will not charge the Company with an obligation
- h) Purchase Order letters subject to the provisions of the Purchasing Regulations of the Company

**6. Unless otherwise indicated herebelow, as long as the following transactions are below 5.000.000.- (five million) USD, any two Group 2.2 signatories; as long as the amount is below 10.000.000.- (ten million) USD one "Group 1" signatory together with one "Group 1" or together with one "Group 2.2" signatory are jointly authorized to sign the relevant documents. "General Manager" is individually authorized to realize all such transactions without being subject to any limit.**

- a) To enact the sales contract where the Company is the selling party or make offers for that matter,
- b) Participation in the tenders and placing of bids on behalf of the Company, conduct negotiations, to decrease the offers in tenders, to enter into contracts and fulfill other necessary acts as per the tender result, to sign the temporary and final acceptance minutes, and the objections and request for reevaluation, determination of the subcontractors, which will undertake a portion of the works undertaken with such tender, and enacting the agreements outlining the mutual rights and liabilities with such subcontractors
- c) Signing of authorized dealer contracts,
- d) Signing of the contracts under an amount of USD 1.000.000.- (onemillion) related to the marketing activities of the company
- e) To amend and cancel the transactions mentioned above in 6.

**7. Any two of "General Manager", "Financial and Administrative Director" and "Plant Director" jointly; or any one of the above, together with one of Group 2.3 signatories jointly; are authorized to enact the below mentioned transactions. Two Group 2.3 signatories are jointly authorized to enact the same as long as such transactions are below TL 500.000.- (fivehundredthousand), with the exception of item (l) herebelow (to make transfer, EFT, swift, repo, term deposits, foreign exchange transfers and to deposit the cheques endorsed or issued in favor of the company between, to or within the company accounts), which is not subject to any limit.**

- a) To endorse the cheques issued in favour of the Company,
- b) To sign the correspondence to be realized with Ministries and public or private institutions, ,
- c) To apply, follow up or close the investment and export incentives,
- d) To sign for cheque payment instructions, external warranties and domestic bank letters of guarantee requests, and amendments thereof,
- e) To realize transfer, EFT, assignment of receivables to 3rd parties and institutions, swift to abroad or import transfer transactions,
- f) To enter into any undertaking, agreements and supplements thereof with banks, financial institutions and insurance companies,
- g) To apply for credit lines and closing thereof,
- h) To open import letter of credit, amend the letters of credit, to accept reserves, to approve letters of credit texts, to send the export documents with reserves if necessary, to sign any document, contract, commitment and statements related to export, import, customs, transportation, insurance documents,
- i) To sign the Tax Statements,
- j) To sign all the transactions and documents, within the framework of Public Disclosure Platform project (KAP),
- k) To execute the transactions related to the dematerialization as per the Capital Market Board (SPK) and Central Dematerialization Agency (MKK) regulations,
- l) To make transfer, EFT, swift, repo, term deposits, foreign exchange transfers and to deposit the cheques endorsed or issued in favour of the company between, to or within the company accounts


**8) General Manager individually; or any Group 1 Signatories together with another Group 1 signatory or together with Group 3 signatory are jointly, authorized to sign the powers of attorney to be produced to carry out the necessary works, and to bestow the powers to**

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represent and bind the Company before official agencies and departments and private persons and entities in all matters required for company needs

9) **Plant Director** is **individually** authorized to sign Company's CE Mark Compliance Certificates and to undertake all the activities, commitments and transactions relating to CE Mark Compliance defined in the relevant legislation on behalf of the Company,.

**Group 1 Signatories:**

Mahmut Tayfun Anık	Chairman of Board of Directors	
Hans Gunnar Staffan Hoegstedt	Vice Chairman of Board of Directors - General Manager	
Fabio Ignazio Romeo	Member of Board of Directors	
Ercan Karaismailođlu	Member of Board of Directors - Financial and Adm. Affairs Director	

**Group 2.1 Signatories:**

Sevda Yücel	Procurement Director
Erkan Aydođdu	Logistics Director
Halil İbrahim Kongur	Plant Director
Sabri Levent Özcengel	Human Resources Director

**Group 2.2 Signatories:**

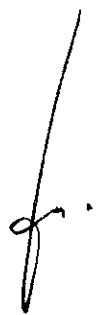
İbrahim Etem Bakaç	Domestic Sales and Marketing Director
Faik Kürkçü	Public Establishments Sales Directors

**Group 2.3 Signatories:**

Figen Tamurođlu	Chief of Treasury
Sıtkı Anıl Kovalı	Chief of 'Accounting and Investors Department'

**Group 3 Signatories:**

Yiđit Türsoy	Legal Manager
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**TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.**  
**BOARD OF DIRECTORS RESOLUTION**

**PURCHASE OF COPPER FROM PRYSMIAN METALS LTD.**

**Res. No. :2011/**

**Date :**

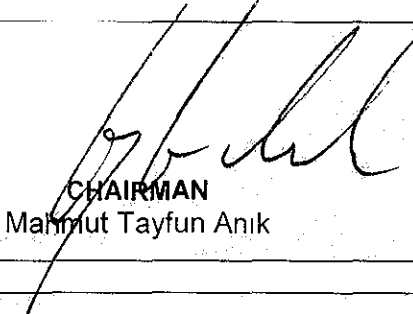

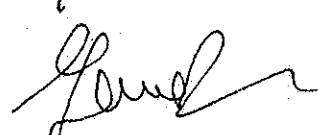
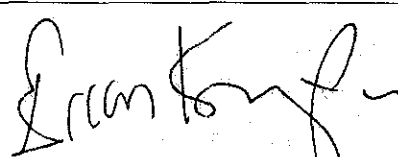
As a result of the negotiations within the framework of Capital Markets Board Communiqué Serial: IV, No. 41 ("Communiqué") Article 5, it has been unanimously decided to;

1- Purchase a part of our 2011 copper requirements from Prysman Metals Ltd. in order to create supplier diversity for both domestic and foreign market for the purchase of copper, which is the raw material for our company's main activity, cable production, provided that the following conditions are met:

- a) the copper values daily announced by London Metal Exchange (LME) are taken as reference prices for the purchase made and will be made from Prysman Metal Ltd. during 2011,
- b) the final price per unit after adding the brokering costs (Fixing cost) and the labor cost per unit of converting the copper to "8 mm copper" (Transformation – Premium) on the copper prices daily announced by LME is reasonable.

2- Appoint Kapital Karden Bağımsız Denetim ve YMM A.Ş. to review and report if the conditions of such transactions are fair and reasonable as per the Communiqué, as Prysman Metals Ltd. is a "related party" and the above mentioned purchase will be frequent and continuous during the year, as a result of revised budget and planning process due to changing market conditions, it has been foreseen that the total value of these purchase actions is possible to exceed the 10% of our Company's total assets which are publicly disclosed in the annual financial statements,

3- Postpone the final decision on whether there will be a transaction with the related company subsequent to finalization of the aforementioned report.

 <b>CHAIRMAN</b> Mahmut Tayfun Anık	 <b>VICE CHAIRMAN</b> Hans Gunnar Staffan Hoegstedt
 <b>MEMBER</b> Fabio Ignazio Romeo	 <b>MEMBER</b> Ercan Karaismaoğlu

**TÜRK PRYSMİAN KABLO VE SİSTEMLERİ A.Ş.  
BOARD OF DIRECTORS RESOLUTION**



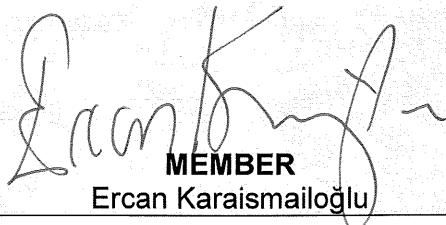
**FINANCIAL STATEMENTS and INTERIM ACTIVITY REPORT**

**Resolution No: 2011 /**

**Date:**

As a result of the discussions,

It has been unanimously resolved to approve the interim activity report and the audited financial statements and subnotes for the 6 months period between 01.01.2011 and 30.06.2011.

<p><b>CHAIRMAN</b> Mahmut Tayfun Anık</p>	<p> <b>VICE CHAIRMAN</b> Hans Gunnar Staffan Hoegstedt</p>
<p> <b>MEMBER</b> Fabio Ignazio Romeo</p>	<p> <b>MEMBER</b> Ercan Karaismailoglu</p>

**TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.  
BOARD OF DIRECTORS RESOLUTION**

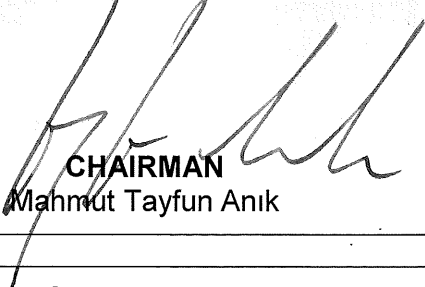
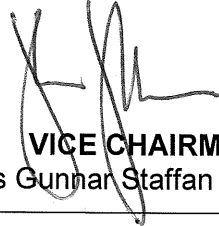


**FINANCIAL STATEMENTS and INTERIM ACTIVITY REPORT**

**Resolution No: 2011 /**

**Date:**

As a result of the discussions,

It has been unanimously resolved to approve the interim activity report and the unaudited financial statements and subnotes for the 9 months period between 01.01.2011 and 30.09.2011.

 <b>CHAIRMAN</b> Mahmut Tayfun Anik	 <b>VICE CHAIRMAN</b> Hans Gunnar Staffan Hoegstedt
 <b>MEMBER</b> Fabio Ignazio Romeo	 <b>MEMBER</b> Ercan Karaismailoğlu



**TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.  
BOARD OF DIRECTORS RESOLUTION**





**PURCHASE OF COPPER FROM PRYSMIAN CABLES LTD.**

**Res. No. :2011/**

**Date :**

As a result of negotiations under our Board of Directors' decision dated 01.08.2011 no.2011/14 and the report received under this decision from Kapital Karden Bağımsız Denetim ve YMM A.Ş. dated 19.09.2011, it has been unanimously decided that,

As it has been clarified with the report dated 19.09.2011 given by Kapital Karden Bağımsız Denetim ve YMM A.Ş. who has been appointed by the above mentioned resolution that the Board of Directors' resolution dated 01.08.2011 no.2011/14 specifying raw material purchase conditions from Prysmian Metals Ltd. which is a related party are fair and reasonable, to continue the actions with the related party in 2011 in accordance with the rules defined by above the mentioned decision.

 <b>CHAIRMAN</b> Mahmut Tayfun Anık	 <b>VICE CHAIRMAN</b> Hans Gunnar Staffan Hoegstedt
 <b>MEMBER</b> Fabio Ignazio Romeo	 <b>MEMBER</b> Ercan Karaismailoğlu