

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


FINANCIAL STATEMENTS and ANNUAL REPORT

Resolution No: 2012 / 03

Date: 07.03.2012

As a result of the discussions,

It has been unanimously resolved to approve the annual report and the audited financial statements and subnotes for the 12 months period between 01.01.2011 and 31.12.2011.

 CHAIRMAN Mahmut Tayfun Anık	 VICE CHAIRMAN Hans Gunnar Staffan Hoegstedt
 MEMBER Fabio Ignazio Romeo	 MEMBER Ercan Karaismailoglu

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

DETERMINATION OF THE LIST OF INDEPENDENT BOARD MEMBER CANDIDATES

Decision No: 2012/04

Date : 27.05.2012

As a result of discussions about independent Board Member candidates as per the CMB Communiqué Serial: IV, No:56 regarding Determination and Application of the Corporate Governance Principles,

Evaluating the Audit Committee's proposal submitted to the Board for approval for the Independent Board Member Candidates,

It has been unanimously decided that the list of Independent Board Member Candidates to be approved as Ali Aydın Pandır, Neslihan Tombul and Mehmet Emin Tutan and finalized list to be submitted to approval of General Assembly.

 CHAIRMAN Mahmut Tayfun Anık	 VICE CHAIRMAN Hans Gunnar Staffan Högstedt
 MEMBER Fabio Ignazio Romeo	 MEMBER Ercan Karaismailoğlu

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

Decision No: 2012/ 05

Date : 07.03.2012

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 30.03.2012 (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 01.01.2011-31.12.2011 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 2011,
4. Discussion and approval of the Activity Report of the Board and Auditing Report covering the Accounting Period between 01.01.2011 – 31.12.2011 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 01.01.2011 - 31.12.2011,
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 new Board members because the term of office current members to be expired, and determination of remuneration of the directors,
8. Discussion of the wage policy of the Company declared on the link http://www.prysmian.com.tr/people/wage_policy.html about the payments to be made to Board Members and to the senior officers,
9. Election of the members of the Auditors' Board and determination of their terms of office and their fees,
10. 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,



11. Discussion of the amendment of articles 3, 10, 11 , 14, 16 of the Articles of Association according to the attached drafts approved by Capital Markets Board and Ministry of Industry and Trade and within the scope of social responsibility principles and of CMB Communiqué Serial: IV, No:56,
12. Furnishing information to the General Assembly pursuant the CMB legislation, on the guarantees, liens and mortgages given to the third parties,
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,
14. 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,
15. Authorization of the shareholders who have the control of management, the members of the Board, the senior officers, and their spouses, consanguinities and affinities up to second degree, to perform the transactions mentioned with the Corporate Governance Principle 1.3.7. under the CMB Communiqué Serial: IV, No:56 and authorization of relevant persons for the such transactions and their allowance to compete; furnishing information to shareholders if such transactions have already been performed during this period,
16. Recommendation and Adjournment.

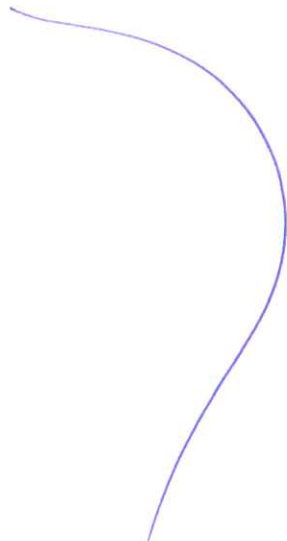
 CHAIRMAN Mahmut Tayfun Anık	 VICE CHAIRMAN Hans Gunnar Staffan Högstedt
 MEMBER Fabio Ignazio Romeo	 MEMBER Ercan Karaismailoğlu

TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.
AMENDMENT of ARTICLES of INCORPORATION

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</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- within the framework of social responsibility, to establish a foundation for several purposes by donating an amount not exceeding 10% of the net profit of previous year and make donation to individual persons and/or associations within the same limits,</p> <p>i - 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</p>

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<p>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>	<p>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>
<p>Old Article Article 10 – Board of Directors :</p>	<p>New Article Article 10 – Board of Directors :</p>
<p>The business, management and representation of the company will be executed by the Board of Directors composed of 3 to 9 persons.</p> <p>The Members of the Board will elected from among the shareholders by the General Assembly for a period of two years in accordance with the provisions of the Turkish Commercial Code and the Articles of Incorporation. A Board Member whose term expires may be elected again.</p> <p>The Board of Directors is authorized to make decisions as regards all the company activities, excluding those for which the General Assembly is exclusively authorized by the Turkish Commercial Code and the Articles of Incorporation.</p> <p>The Board of Directors is responsible against the company for respecting the conditions stipulated by the Articles of Incorporation or by the decision of the General Assembly.</p> <p>The Board of Directors may transfer its authorities partly or totally to the managing director or to the managers within the frame of the Turkish Commercial Code’s relevant Articles.</p>	<p>The business, management and representation of the company will be executed by the Board of Directors composed of 5 to 9 persons. Number and attribution of independent members of Board will be determined as per Corporate Governance Principles of Capital Market Legislation.</p> <p>The Members of the Board will elected from among the shareholders by the General Assembly in accordance with the provisions of Capital Market Legislation, the Turkish Commercial Code and the Articles of Incorporation. Provided that the rules of Capital Market Legislation for independent members are complied with, a Board Member whose term expires may be elected again.</p> <p>The Board of Directors is authorized to make decisions as regards to all the company activities, excluding those for which the General Assembly is exclusively authorized by Capital Market Legislation, the Turkish Commercial Code and the Articles of Incorporation.</p> <p>The Board of Directors is responsible against the company for respecting the conditions stipulated by the Articles of Incorporation or by the decision of the General Assembly.</p> <p>The Board of Directors may transfer its authorities partly or totally to the managing director or to the managers within the frame of Capital Market Legislation and the Turkish Commercial Code’s relevant Articles.</p>

Old Article Article 11 – Resolutions of the Board of Directors :	New Article Article 11 – Resolutions of the Board of Directors :
<p>The Board of Directors will make its decisions in the meetings held upon the invitation of the Chairman. In case one Board Member makes a request in writing or explains the reason for it, the Chairman will call a meeting for the Board of Directors.</p> <p>The Board of Directors will be invited to the meeting by mail or by telegraph. The agenda of the meeting will be communicated in the invitation.</p> <p>The Members who do not attend the meeting may communicate their vote by mail. Such votes will be taken into account in the determination of the votes necessary for the resolution.</p> <p>In accordance with second paragraph of Article 330 of the Turkish Commercial Code, Board of Directors may pass resolutions by circulating a board resolution among the members and without holding a meeting. The Board of Directors may, through the use of technological advancements such as videoconferencing and teleconferencing, also hold meetings without actually physically gathering in one room provided that any resolutions passed in such meeting shall be later signed in writing.</p> 	<p>The Board of Directors will make its decisions in the meetings held upon the invitation of the Chairman. In case one Board Member makes a request in writing or explains the reason for it, the Chairman will call a meeting for the Board of Directors.</p> <p>The Board of Directors will be invited to the meeting by mail or by telegraph. The agenda of the meeting will be communicated in the invitation.</p> <p>The Members who do not attend the meeting may communicate their vote by mail. Such votes will be taken into account in the determination of the votes necessary for the resolution.</p> <p>In accordance with relevant article of the Turkish Commercial Code, Board of Directors may pass resolutions by circulating a board resolution among the members and without holding a meeting. The Board of Directors may, through the use of technological advancements such as videoconferencing and teleconferencing, also hold meetings without actually physically gathering in one room provided that any resolutions passed in such meeting shall be later signed in writing.</p> <p>The Board of Directors will convene with the majority of the exact number of its members and the decisions will be made with the majority of the members which are present in the meeting. This rule will also be applied even in the case that the Board of Directors will be done in electronic form for the decisions taken without a meeting.</p> <p>The obligatory Corporate Governance principles of CMB will be complied. Transactions and Board decisions will be deemed invalid and against the AoA if they are not in compliance with the obligatory principles.</p> <p>Regulations of CMB concerning corporate governance will be complied in the important transactions as described with the Corporate Governance principles and any transactions of the company with related parties and giving a guarantee, pledging creating a mortgage in favour of third parties.</p>




Old Article Article 16 - Invitation to the General Assembly :	New Article Article 16 - Announcement of The General Assembly Meeting :
The invitations to the General Assembly will be performed by communicating the place, time and agenda of the meeting through an announcement to the shareholders, without prejudice to Article 370 of the Turkish Commercial Code. The invitation will be made at least 14 days before the meeting takes place. In this calculation, the invitation day and the meeting day will not be taken into account.	Notwithstanding the procedure required by applicable legislation, announcement of the general assembly meeting will be made regarding the minimum periods given in Turkish Commercial Code, Capital Markets Code and other relevant legislation, by any means of communication, including electronic communication, for achieving the maximum number of shareholders.



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<p>Old Article Article 14 – Authorities of the General Assembly :</p> <p>The General Assembly will make decisions especially as regards the following items :</p> <ol style="list-style-type: none"> 1 – Approval of the Board of Directors and auditors reports, 2 – Examination and approval of the Balance Sheet and Profit and Loss Account, the use of the net profit and the determination of the dividend distribution, 3 – Determination of the number of the Board Members, their election, expulsion, dismissal and re-election, and the determination of their allocation, 4 – Determination of the number of auditors and their election, and the determination of their fees. <p>The execution of the activities indicated below will depend on the prior or later approval of the General Assembly.</p> <ol style="list-style-type: none"> 1 – Yearly investment and finance plan prepared by the Board of Directors; 2 – Buying and selling real estate, and mortgages on the company real estates; 3 – Establishment of branches and partnerships (subsidiary branches) and possession of participations or their sales. 4 – Having new production fields. 	<p>New Article Article 14 – Authorities of the General Assembly :</p> <p>The General Assembly will make decisions especially as regards the following items :</p> <ol style="list-style-type: none"> 1 – Approval of the Board of Directors and auditors reports, 2 – Examination and approval of the Balance Sheet and Profit and Loss Account, the use of the net profit and the determination of the dividend distribution, 3 – Determination of the number of the Board Members, their election, expulsion, dismissal and re-election, and the determination of their allocation, 4 – Determination of the number of auditors and their election, and the determination of their fees. <p>The execution of the activities indicated below will depend on the prior or later approval of the General Assembly.</p> <ol style="list-style-type: none"> 1 – Yearly investment and finance plan prepared by the Board of Directors; 2 – Buying and selling real estate, and mortgages on the company real estates; 3 – Establishment of branches and partnerships (subsidiary branches) and possession of participations or their sales. 4 – Having new production fields.
<p>Old Article Article 16 - Invitation to the General Assembly :</p> <p>The invitations to the General Assembly will be performed by communicating the place, time and agenda of the meeting through an announcement to the shareholders, without prejudice to Article 370 of the Turkish Commercial Code. The invitation will be made at least 14 days before the meeting takes place. In this calculation, the invitation day and the meeting day will not be taken into account.</p>	<p>New Article Article 16 - Announcement of The General Assembly Meeting :</p> <p>Notwithstanding the procedure required by applicable legislation, announcement of the general assembly meeting will be made regarding the minimum periods given in Turkish Commercial Code, Capital Markets Code and other relevant legislation, by any means of communication, including electronic communication, for achieving the maximum number of shareholders.</p>

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


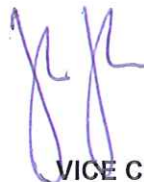


ELECTION OF AUDIT FIRM

Decision No: 2012/ 06

Date : 07.03.2012

As a result of the discussions about the election of Independent Audit firm by the Audit Committee, it has been unanimously resolved that,

The designation of Başaran Nas Serbest Muhasebeci Mali Müşavirlik A.Ş. as the Independent Audit Firm for the fiscal years 2012 and 2013 and its submittal to General Assembly by the Audit Committee and authorization of Mr. Ercan Karaismailoğlu to be in charge for preperation of the contract with the firm and execution thereof is appropriate.

 CHAIRMAN Mahmut Tayfun Anık	 VICE CHAIRMAN Hans Gunnar Staffan Högstedt
 MEMBER Fabio Ignazio Romeo	 MEMBER Ercan Karaismailoğlu

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

DIVIDEND DISTRIBUTION PROPOSAL

Resolution No: 2012 / 07

Date: 12.03.2012

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 2011

it has been unanimously resolved,

- To distribute dividend at the rate of **2,39%** of the net distributable profit of TL **3.530.373.-** remaining after deduction of the I. Statutory Reverse TL **139.601.-**, from the gross profit of **3.390.772** recorded in the balance sheet of the company issued for the year 2011, totalling TL **2.686.572.-**, to our shareholders in cash, as of 16 April 2012, in line with the relevant clauses of company's articles of association and dividend distribution policy; thus distributing net TL **0,020346716.-** per share with a nominal value of TL 1, following of deduction of 15% tax to be calculated over gross TL **0,023937312.-**,
- To retain the balance of TL **704.200.-** as extra-ordinary reserve,

To introduce this figures as a proposal in the Ordinary general Assembly Meeting for the financial year 2011.

 CHAIRMAN Mahmut Tayfun Anik	 VICE CHAIRMAN Hans Gunnar Staffan Högstedt
 MEMBER Fabio Ignazio Romeo	 MEMBER Ercan Karaismailoğlu

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




DISTRIBUTION OF DUTIES–NEW SIGNATURE CIRCULAR

Resolution Nr.: 2012/ 05

Date : 12.04.2012

As a result of the discussions made upon the Ordinary General Assembly dated 30.03.2012, it has been unanimously resolved to;

- 1- Re-distribute the duties among the Board Members and nominate Mahmut Tayfun Anık as the "Chairman" and Hans Gunnar Staffan Högstedt as the "Vice-Chairman",
- 2- Cancel the signature circular no.2011/2 which was registered on 11.07.2011 and which was based on Board decisions regarding signature powers dated 29.06.2011 and No:2011/12 and 04.07.2011 and No:2011/13; and to start using the signature powers as per the attached signature circular No:2012/1,
- 3- Set the resolution to be valid as of the registry date.

 CHAIRMAN Mahmut Tayfun Anık	 VICE CHAIRMAN Hans Gunnar Staffan Högstedt
 MEMBER Fabio Ignazio Romeo	 MEMBER Ercan Karaismailoğlu
 MEMBER Hatil İbrahim Kongur	 MEMBER Neslihan Tombul
 MEMBER Ali Aydın Pandır	 MEMBER Mehmet Emin Tutan

SIGNATURE CIRCULAR
No.2012/01

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.

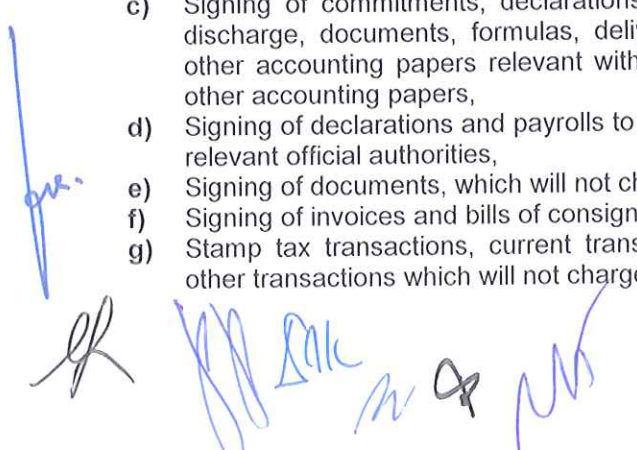
3. Transactions with respect to hiring, removal and conditions of labor of employees who are authorized to represent the Company or whose service contracts are linked to a special arrangement, and delegation of their powers will be individually signed by the General Manager or together with the inclusion 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 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 (MKG) 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
Hans Gunnar Staffan Högstedt
Fabio Ignazio Romeo
Ercan Karaismailoğlu

Chairman of Board of Directors
Vice Chairman of Board of Directors - General Manager
Member of Board of Directors
Member of Board of Directors - Financial and Adm. Affairs Director

Group 2.1 Signatories:

Halil İbrahim Kongur
Sevda Yücel
Erkan Aydoğdu
Sabri Levent Özçengel

Member of Board of Directors - Plant Director
Procurement Director
Logistics Director
Human Resources Director

Group 2.2 Signatories:

İbrahim Etem Bakaç
Faik Kürkçü
Murat Tezcan

Domestic Sales Director
Public Establishments Sales Directors
Export Sales Director

Group 2.3 Signatories:

Figen Tamuroğlu
Nevin Kocabaş

Chief of Treasury
Chief of 'Accounting and Investors Department'

Group 3 Signatories:

Yiğit Türsoy

Legal Manager

TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.
BOARD RESOLUTION

CORPORATE GOVERNANCE COMMITTEE

Resolution No. :2012/ 09

Date: 13 April 2012

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

Establish a Corporate Governance Committee comprising of 2 members as per the CMB communiqué Serial IV No: 56 and appoint Ali Aydın Pandır and Fabio Ignazio Romeo as the member of the Corporate Governance Committee.

 CHAIRMAN Mahmut Tayfun Anık	 VICE CHAIRMAN Hans Gunnar Staffan Högstedt
 MEMBER Fabio Ignazio Romeo	 MEMBER Ercan Karaismailoğlu
 MEMBER Halil İbrahim Kongur	 MEMBER Neslihan Tombul
 MEMBER Ali Aydın Pandır	 MEMBER Mehmet Emin Tutan

TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.
BOARD RESOLUTION

AUDIT COMMITTEE

Resolution Nr. :2012/10

Date: 13 April 2012

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

Establish an Audit Committee comprising of 2 members and appoint Ali Aydın Pandır and Neslihan Ton bul as the member of the Audit Committee.

 CHAIRMAN Mahmut Tayfun Anık	 VICE CHAIRMAN Hans Gunnar Staffan Högstedt
 MEMBER Fabio Ignazio Romeo	 MEMBER Ercan Karaismailoğlu
 MEMBER Halil İbrahim Kongur	 MEMBER Neslihan Ton bul
 MEMBER Ali Aydın Pandır	 MEMBER Mehmet Emin Tutan

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

FINANCIAL STATEMENTS and INTERIM ACTIVITY REPORT

Resolution No: 2012 / //

Date: 02.05.2012

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 3 months period between 01.01.2012 and 31.03.2012.

 CHAIRMAN Mahmut Tayfun Anık	 VICE CHAIRMAN Hans Gunnar Staffan Högstedt
MEMBER Fabio Ignazio Romeo	 MEMBER Ercan Karaismailoğlu
 MEMBER Halil İbrahim Kongur	 MEMBER Neslihan Tonbul
 MEMBER Ali Aydın Pandır	 MEMBER Mehmet Emin Tutan

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

DECISION OF CERTIFICATE USERS AND MANAGERS

Resolution No. : 2012 / 12

Date : 06.06.2012

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,

I – Certificate User

- a) The authorities of Sıtkı Anıl Kovalı due to the termination of his contract and Kaya Çakıcı Özdemir due to the change in her position in our Company organization, as Certificate Users to be cancelled,
- b) The authority of Ercan Karaismailoğlu as PDP certificate user to continue,
- c) Nevin Kocabaş and Güliz Bolcan Solakoğulları 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 and be represented as our Company's "PDP Certificate Users"
- d) Our Company to apply ISE - PDP dept. with the required info and documents for making the necessary definitions about the certicafate users appointed regarding this resolution, in order to get signed in to the PDP System,

II – Certificate Manager

- a) The authority of Sıtkı Anıl Kovalı as a Certificate Manager be cancelled due to the termination of his contract,
- b) The authority of Ercan Karaismailoğlu as PDP certificate manager to continue,
- c) In conformity with our signature circular, Nevin Kocabaş to be appointed as the Company Certificate Manager,
- d) 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,
- e) Our Company to apply ISE - PDP dept. with the required info and documents for making the necessary definitions about the certicafate manager newly appointed regarding this resolution, in order to get signed in to the PDP System,

- f) 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: List of Newly Appointed Certificate Users and Managers

	Name Surname	T.R. ID No	Title	Phone	E-mail
1	Nevin Kocabaş	36661539818	Director of General Accounting and Investor Relations	02242703048	nevin.kocabas@prysmiangroup.com
2	Güliz Bolcan Solakoğulları	29959313078	Accounting specialist	02242703159	guliz.bolcan@prysmiangroup.com

 CHAIRMAN Mahmut Tayfun Anik	 VICE CHAIRMAN Hans Gunnar Staffan Högstedt
 MEMBER Fabio Ignazio Romeo	 MEMBER Ercan Karaismailoğlu
 MEMBER Halil İbrahim Kongur	 MEMBER Neslihan Tonbul
 MEMBER Ali Aydın Pandır	 MEMBER Mehmet Emin Tutan

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

FINANCIAL STATEMENTS

Resolution No: 2012 / 13

Date: 15.08.2012

As a result of the discussions,

It has been unanimously resolved to approve the audited financial statements and subnotes for the 6 months period between 01.01.2012 and 30.06.2012.

 CHAIRMAN Mahmut Tayfun Anik	 VICE CHAIRMAN Hans Gunnar Staffan Högstedt
 MEMBER Fabio Ignazio Romeo	 MEMBER Ercan Karaismailoğlu
 MEMBER Halil İbrahim Kongur	 MEMBER Neslihan Tonbul
 MEMBER Ali Aydın Pandır	MEMBER Mehmet Emin Tutan

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

INTERIM ACTIVITY REPORT

Resolution No: 2012 / 14

Date: 15.08.2012

As a result of the discussions made on the interim activity report,

It has been unanimously resolved to approve the interim activity report for the 6 months period between 01.01.2012 and 30.06.2012.

 CHAIRMAN Mahmut Tayfun Anık	 VICE CHAIRMAN Hans Gunnar Staffan Högstedt
 MEMBER Fabio Ignazio Romeo	 MEMBER Ercan Karaismailoğlu
 MEMBER Halil İbrahim Kongur	 MEMBER Neslihan Tonbul
 MEMBER Ali Aydın Pandır	 MEMBER Mehmet Emin Tutan

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

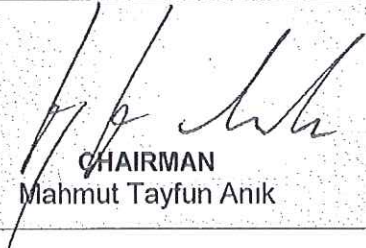

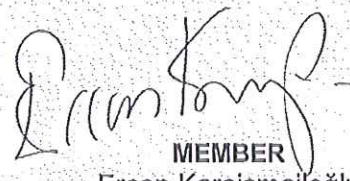

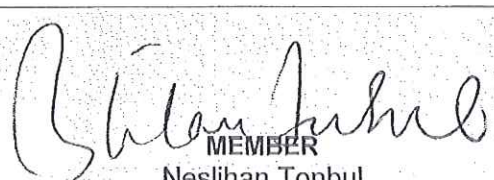
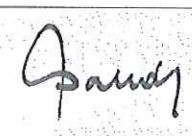

APPOINTMENT

Resolution No:2012/ 15

Date: 13.09.2012

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

- 1- Appoint Prysmian (Dutch) Holding BV in order to fill the vacancy as a result of Fabio Ignazio Romeo's resignation and to submit the appointment to the approval of the next General Assembly as per article 363 of Turkish Commercial Code,
- 2- Follow the necessary procedure for the registry and publishing before the Trade Registry Office, of the appointment of Italian national, Fabio Ignazio Romeo, resident at the address Via Amilcare Ponchielli n.31/A, 20900 MB, Italy, tax no 7350732894, by Prysmian (Dutch) Holdings B.V. as the real person representative of their company.

 CHAIRMAN Mahmut Tayfun Anik	 VICE CHAIRMAN Hans Gunnar Staffan Högstedt
 MEMBER Ercan Karaismailoğlu	 MEMBER Halil Ibrahim Kongur
 MEMBER Neslihan Tonbul	 MEMBER Ali Aydın Pandır
 MEMBER Mehmet Emin Tutan	

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

FINANCIAL STATEMENTS

Resolution No: 2012 / 16

Date: 31.10.2012

As a result of the discussions,

It has been unanimously resolved to approve the unaudited financial statements and subnotes for the 9 months period between 01.01.2012 and 30.09.2012.

 CHAIRMAN Mahmut Tayfun Anık	 VICE CHAIRMAN Hans Gunnar Staffan Högstedt
 MEMBER Fabio Ignazio Romeo	 MEMBER Ercan Karaismailoğlu
 MEMBER Halil İbrahim Kongur	 MEMBER Neslihan Tonbul
 MEMBER Ali Aydın Pandır	 MEMBER Mehmet Emin Tutan

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

INTERIM ACTIVITY REPORT

Resolution No: 2012 / 17

Date: 1.11.2012

As a result of the discussions made on the interim activity report,

It has been unanimously resolved to approve the interim activity report for the 9 months period between 01.01.2012 and 30.09.2012.

 CHAIRMAN Mahmut Tayfun Anık	 VICE CHAIRMAN Hans Gunnar Staffan Högstedt
MEMBER Fabio Ignazio Romeo	 MEMBER Ercan Karaismailoğlu
 MEMBER Halil İbrahim Kongur	 MEMBER Neslihan Tonbul
 MEMBER Ali Aydın Pandır	 MEMBER Mehmet Emin Tutan

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

OPENING BRANCH

Resolution No. : 2012 / 18

Date : 19.11.2012

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

- 1- open a branch at "İstanbul ili Beyoğlu ilçesi Ömer Avni Mah. İnebolu Sok. Haktan İş Merkezi No:39 Kat: 2 Kabataş" address,
- 2- name the branch as "Türk Prysmian Kablo ve Sistemleri A.Ş. İstanbul Şubesi" ,
- 3- not to invest any capital into the branch,
- 4- appoint Hans Gunnar Staffan Högstedt, Swedish national, Turkish identification number 99988281228, resident at ÖmerBey Mah. Bursa Asfaltı cad. No:51 Türk Prysmian Lojmanları, 16491 Mudanya Bursa/Turkey as the manager of the branch to represent and bind the branch with his individual signature, for any transaction, without being subject to any limitation, for 3 (three)years.

 CHAIRMAN Mahmut Tayfun Anık	 VICE CHAIRMAN Hans Gunnar Staffan Högstedt
 MEMBER Prysmian (Dutch) Holdings B.V. natural person per procuration Fabio Ignazio Romeo	 MEMBER Ercan Karaismailoğlu
 MEMBER Hajil İbrahim Kongur	MEMBER Neslihan Tonbul
 MEMBER Ali Aydın Pandır	 MEMBER Mehmet Emin Tutan

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

DECISION OF CERTIFICATE USERS AND MANAGERS

Resolution No. : 2012 / 19

Date : 22 . 11 . 2012

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 authorities of Güliz Bolcan Solakoğulları due to the termination of her contract, as Certificate Users to be cancelled,
- b) The authorities of Ercan Karaismailoğlu and Nevin Kocabaş as PDP certificate user to continue,
- c) Serdar Baş 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 and be represented as our Company's "PDP Certificate Users"
- d) Our Company to apply ISE - PDP dept. with the required info and documents for making the necessary definitions about the certificate users appointed regarding this resolution, in order to get signed in to the PDP System,

II – Certificate Manager

- a) The authorities of Ercan Karaismailoğlu and Nevin Kocabaş as PDP certificate manager to continue,
- b) 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,
- c) 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.

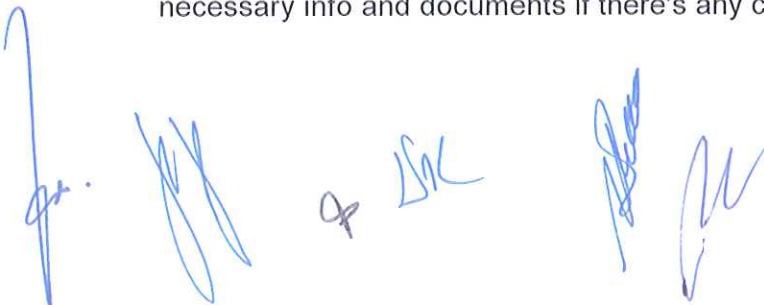


Table: List of Newly Appointed Certificate Users and Managers

	Name Surname	T.R. ID No	Title	Phone	E-mail
1	Serdar Bař	14153131368	Accounting specialist	02242703211	serdar.bas @prysmiangroup.com

 CHAIRMAN Mahmut Tayfun Anık	 VICE CHAIRMAN Hans Gunnar Staffan Högstedt
 MEMBER Prysmian (Dutch) Holdings B.V. natural person per procuration Fabio Ignazio Romeo	 MEMBER Ercan Karaismailođlu
 MEMBER Halil İbrahim Kongur	 MEMBER Neslihan Tonbul
 MEMBER Ali Aydın Pandır	 MEMBER Mehmet Emin Tutan