

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

AMENDMENT OF ARTICLES OF INCORPORATION

Decision No. : 2013 / 1

Date : 28.01.2013

As a result of the discussions within the scope of the Turkish Commercial Code (Law No.6102); It has been unanimously resolved to,

- Amend the articles 4,9,10,11,13,23 and 26 of Articles of Incorporation as given below,
- Apply to the Capital Market Board and Ministry of Customs and Trade for the necessary approvals for the amendment of the Articles of Incorporation,
- Submit the amended articles to the approval of General Assembly after the necessary approvals are received.

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

<p>Old Article Article 4 – Head office and Branches:</p>	<p>New Article Article 4 – Head office and Branches:</p>
<p>The head office of the company 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 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 has to register its new address in time in case of a change in its address otherwise this constitutes a reason for cancellation.</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 head office of the company located in Mudanya. Its address is Ömerbey Mahallesi Bursa Asfaltı Caddesi No:51 Mudanya Bursa. The company may establish branches, offices and agencies in Turkey and abroad. Upon an address change, the new address is registered with the trade registry and published in the Turkish Trade Registry Gazette and in company's web site, also the Ministry of Customs 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 has to register its new address in time in case of a change in its address otherwise this constitutes a reason for cancellation.</p> <p>The company shall notify any changes in the registered address of the company to the Ministry of Customs and Trade and the Capital Markets Board.</p>
<p>Old Article Article 9 – Transfer of the registered shares:</p>	<p>New Article Article 9 – Transfer of the registered shares:</p>
<p>In case one of the shareholders desires to transfer partially or totally his registered shares, the transfer and recordation formalities of the shares will be performed in accordance with the Turkish Commercial Code, Articles 416-418.</p>	<p>In case one of the shareholders desires to transfer partially or totally his registered shares, the transfer and recordation formalities of the shares will be performed in accordance with the Turkish Commercial Code, Articles 490, 491 and 499.</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 5 to 9 persons.</p> <p>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 be 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</p>	<p>The business, management and representation of the company will be executed by the Board of Directors composed of 5 to 9 persons.</p> <p>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 be 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</p>

<p>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>	<p>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 managerial authority to one or more of the members of the Board of Directors or to the general manager or to the third person responsible at management level in the Company, in accordance with the internal directive to be prepared by the Board of Directors as per article 367 of the TCC</p> <p>The Board of Directors may transfer the power to represent the Company to one or more executive members and third persons responsible at management level solely or jointly on condition that at least one of the board members has always the power to represent.</p>
<p>Old Article Article 11 – Resolutions of the Board of Directors :</p>	<p>New Article Article 11 – Resolutions of the Board of Directors :</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>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>The meetings of the Board of Directors can be done at any place determined by the Board of Directors as often as deemed necessary.</p> <p>Anyone who has the right to attend to the Board meetings can participate in the</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>	<p>meetings also electronically according to the Article 1527 of Turkish Commercial Code. Company could either establish an Electronic Meeting System which enables the shareholders to participate in the meetings electronically and vote or purchase the systems generated for this purpose in line with the Electronic Meetings of Joint Stock Companies Communiqué other than General Assembly Meetings. The system established in accordance with this article or the support services through the purchased system shall provide shareholders to use their rights arising from the related regulation within the scope of the Communiqué.</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 without prejudice to the regulations about Electronic Board of directors meetings. 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>
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Old Article Article 13 – General Assembly :	New Article Article 13 – General Assembly :
<p>The General Assembly which is comprised of company shareholders, shall gather ordinarily and extraordinarily. Ordinary General Assembly shall gather within the three months following the company's fiscal period.</p>	<p>The General Assembly which is comprised of company shareholders, shall gather ordinarily and extraordinarily. Ordinary General Assembly shall gather within the three months following the company's fiscal period.</p> <p>Attendance to the General Assembly; Anyone who has the right to attend to the General Assembly meetings can participate in the meetings also electronically according to the Article 1527 of Turkish Commercial Code.</p> <p>Company could either establish an Electronic Meeting System which enables the shareholders to participate in the meetings electronically, explain their opinions, make suggestions and to vote; or purchase the systems generated for this purpose in accordance with the regulation for Electronic General Assembly in Joint Stock Companies.</p> <p>The system established in accordance with this article of the Articles of Incorporation shall provide shareholders or their representatives to use their rights arising from the aforesaid regulation.</p>
Old Article Article 23 – Amendments of the articles of Incorporation :	New Article Article 23 – Amendments of the articles of Incorporation :
<p>The amendments to be made in 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>	<p>The amendments to be made in Articles of Incorporation by the General Assembly need the permission of the Capital Market Board and the approval of the Ministry of Customs and Trade. Such amendments will be registered in the Trade Register and advertised in the Turkish Trade Register Gazette.</p>
Old Article Article 26- Distribution of Dividends and Legal reserves	New Article Article 26- Distribution of Dividends and Legal reserves
<p>The net profit which is stated in the balance sheet calculated by deducting the general expenses, the amounts had to paid or provisioned by the Company such as various amortizations and the taxes had to paid by the legal entity of the Company from the determined</p>	<p>The net profit which is stated in the balance sheet calculated by deducting the general expenses, the amounts had to paid or provisioned by the Company such as various amortizations and the taxes had to paid by the legal entity of the Company from the determined</p>

revenues at the end of the fiscal period will be distributed after deducting the last years losses respectively as follows.

Primary Legal Reserve:

a) % 5 of the net profit

First Dividend:

b) corresponding to the proportion and sum determined by the Capital Market Board is allocated to the shareholders.

Second dividend:

c) the General Assembly is authorized to partially or fully allocate the remaining amount after the deduction of the amounts stated in a and b clause as second dividend or preserve it as excess reserve

Secondary Legal Reserve:

d) The %10 of the remaining amount after the deduction of the dividend which is the %5 of the paid capital from the part decided to allocate to the shareholders and the other participating individuals is reserved as secondary legal reserve as per the article 466 subclause 2 subparagraph 3 of Turkish Commercial Code

e) Without reservation of the legal reserves and allocation of the first dividend in cash or in the form of share certificate determined in the Articles of Incorporation for the shareholders; It can not be decided to reserve other capital reserve, transfer profit to the following year and allocate dividend to the privileged shareholders, shareholders holding participation, founding, dividend right certificate, the members of the Board of Directors and the officers, employees and other individuals.

f) Dividend is allocated equally to the all existing shares regardless of their date of acquisition and issue.

revenues at the end of the fiscal period will be distributed after deducting the last years losses respectively as follows.

Primary Legal Reserve:

a) % 5 of the net profit

First Dividend:

b) corresponding to the proportion and sum determined by the Capital Market Board is allocated to the shareholders.

Second dividend:

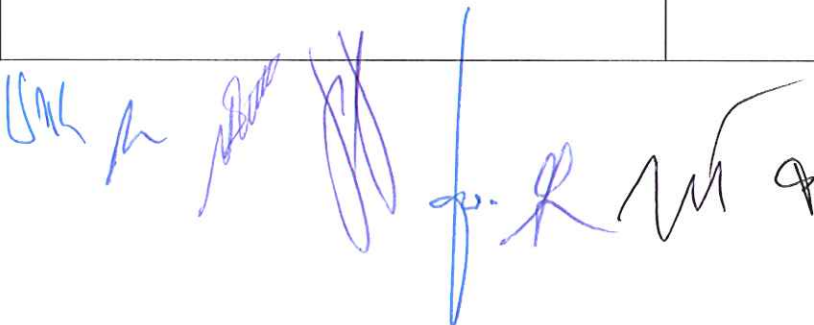
c) the General Assembly is authorized to partially or fully allocate the remaining amount after the deduction of the amounts stated in a and b clause as second dividend or preserve it as excess reserve

Secondary Legal Reserve:

d) The %10 of the remaining amount after the deduction of the dividend which is the %5 of the paid capital from the part decided to allocate to the shareholders and the other participating individuals is reserved as secondary legal reserve as per the article 519 subclause 2 subparagraph c of Turkish Commercial Code

e) Without reservation of the legal reserves and allocation of the first dividend in cash or in the form of share certificate determined in the Articles of Incorporation for the shareholders; It can not be decided to reserve other capital reserve, transfer profit to the following year and allocate dividend to the privileged shareholders, shareholders holding participation, founding, dividend right certificate, the members of the Board of Directors and the officers, employees and other individuals.

f) Dividend is allocated equally to the all existing shares regardless of their date of acquisition and issue.



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

THE COMMITTEES OF THE BOARD OF DIRECTORS

Decision No. :2013/ 2

Date : 31.01.2013

As a result of the discussions regarding the Board of Directors Committees within the scope of Turkish Commercial Code and Capital Markets related regulations,

1. Within the scope of the discussions regarding the establishment of the Early Risk Assessment Committee in accordance with the subcaluse 1 of the article 378 of the 6102 Turkish Commercial Code which came into force on 01.07.2012 and the provisions of Serial:IV No:56 Capital Markets Board Communiqué for "Determination and Application of the Corporate Governance Principles" which came into force on 30.12.2011 with the amendments of Serial: IV, No: 57 Capital Markets Board Communiqué it has been unanimously resolved to

a) establish Early Risk Assessment and Risk Management Committee to ensure early detection and assessment of risks that may endanger the assets, development and continuity of the Company, to take and implement preventive measures regarding such risks and to carry out works regarding risk management

b) select 2 members for the Committee and select the chairman of the committee among independent members of the Board of Directors. Therefore appoint Ali Aydın Pandir as the chairman of the Committee and appoint Ercan Karaismailoğlu as a member of the Committee

c) determine the duties and working principles of this committee in line with the attachment 1.(Att.1)

2. As a result of the discussions regarding the Corporate Governance Committee established with the 13 April 2012 dated, 2012/09 numbered Board Decision according to the provisions of the Serial:IV No:56 Capital Markets Board Communiqué for "Determination and Application of the Corporate Governance Principles", which came into force on 30.12.2011 with the amendments of Serial: IV, No: 57 Capital Markets Board Communiqué which came into force on 11.02.2012; it has been unanimously resolved that;

Corporate Governance Committee established with the 13 April 2012 dated, 2012/09 numbered Board Decision shall perform the duties and work principles of the Remuneration and Nomination Committees according to the 4.5.1 article of the Serial:IV No:56 Capital Markets Board Communiqué for "Determination and Application of the Corporate Governance Principles". The Duties and Work Principles of the Corporate Governance Committee which also includes the duties and work principles of the Committees mentioned herein are determined in line with the attachment 2(Att.2)

3. As a result of the discussions regarding the Audit Committee established with the 13 April 2012 dated, 2012/10 numbered Board Decision according to the provisions of the Serial:IV No:56 Capital Markets Board Communiqué for "Determination and Application of the Corporate Governance Principles" which came into force on 30.12.2011 with the



amendments of Serial: IV, No: 57 Capital Markets Board Communiqué which came into force on 11.02.2012; The duties and working principles of the audit committee is determined in line with the attachment 3(Att.3)

4. It has been unanimously resolved that the information about the committees will be published in Company's website.

 CHAIRMAN Mahmut Tayfun Anik	 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

DUTIES AND WORK PRINCIPLES OF THE EARLY RISK ASSESSMENT COMMITTEE

1. PURPOSE

To ensure early detection and assessment of risks that may endanger the assets, development and continuity of the Company, to take and implement preventive measures regarding such risks and to carry out works regarding risk management and to review the risk management systems at least annually.

2. AUTHORITIES AND SCOPE

Early Risk Assessment Committee shall;

- a) Implement and arrange effective internal control systems and mechanisms to ensure risks that may prevent the Company from achieving its goals and targets and may put the Company at risk are defined according to the effects and possibilities of such risks are monitored and managed.
- b) Ensure that risk management and internal audit and control systems are integrated into the corporate structure of the Company and monitor the effectiveness of such systems,
- c) Ensure that the risk management and internal audit and control systems of the Company monitor and assess the risk elements, report and use the right decision mechanisms,
- d) Review the work principles of the committee on a periodical basis and if necessary, shall submit its opinions for the approval of the Board of Directors. The Board of Directors shall be responsible for the final decisions in this regards.

3. STRUCTURE OF THE COMMITTEE

- a) The Early Risk Assessment Committee shall be set up in accordance with the provisions of the Articles of Association.
- b) The Committee shall consist of at least two members. The chairman for the Committee shall be elected amongst the independent members. The Chief Executive Officer / General Manager cannot serve on this committee.
- c) The Committee shall seek professional opinion if and when necessary.
- d) The Committee shall hold meetings with the presence of one more than half the number of members and shall pass decisions with the majority of the votes.
- e) The secretariat of the Board of Directors shall also act as the secretariat for the Committee.

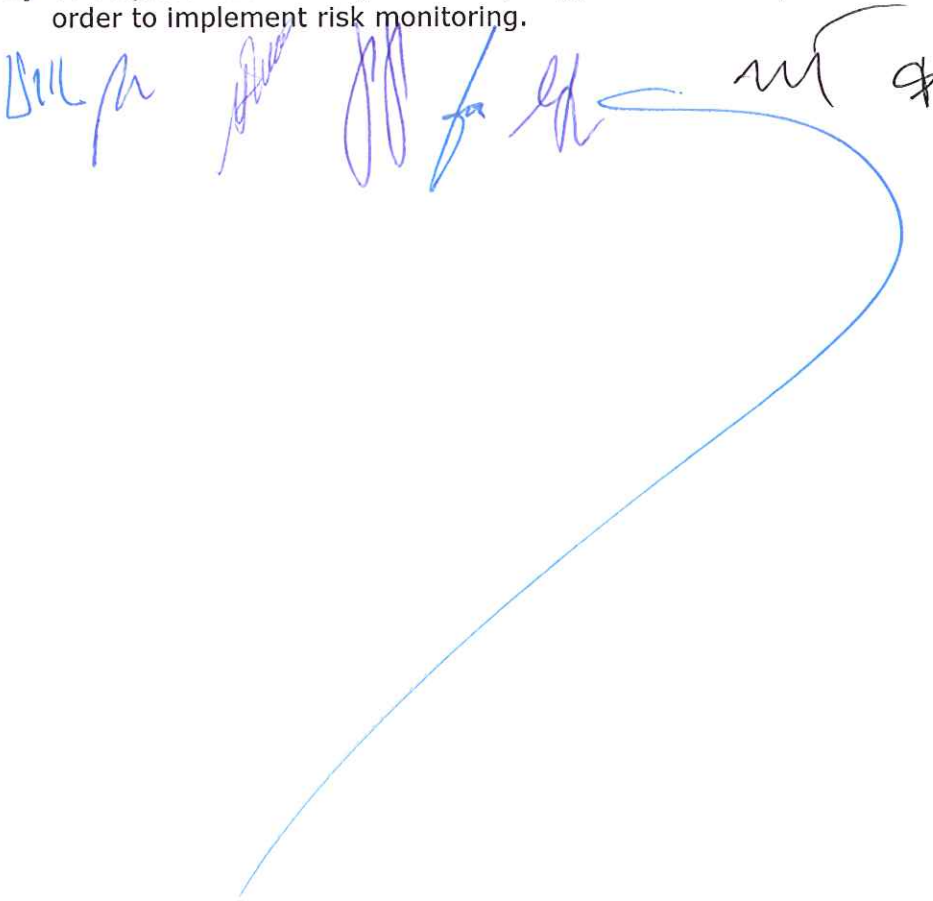
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4. COMMITTEE MEETINGS AND REPORTING

- a) The Committee shall hold meetings at least quarterly and shall report the results of the meeting to the Board of Directors.
- b) The Committee shall ensure that the Board of Directors are informed of the authorities, duties and responsibilities of the Committee.
- c) The decisions passed during Committee meetings shall be reported in writing by the Secretariat of the Board of Directors and shall be archived.

5. DUTIES AND RESPONSIBILITIES

- a) To define, measure, assess, analyse, monitor and report the risks the Company may encounter, to issue warnings and take measures to minimise controllable and uncontrollable risks.
- b) To determine the risk management policies and application principles in line with the suggestions and views of the Board of Directors based on the risk management strategies of the Company and to implement and ensure compliance to such policies,
- c) To design, select, implement and to participate in the preapproval of risk assessment models, which area a fundamental tool of risk management and to constantly review such models, to carry out analysis of scenarios and to make the necessary revisions,
- d) To request information, feedback, suggestions and reports from related departments in order to implement risk monitoring.



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DUTIES AND WORK PRINCIPLES OF CORPORATE GOVERNANCE COMMITTEE

1. PURPOSE

To determine whether corporate management policies are applied within the Company, if not, to detect the reasons thereof and evaluate the conflicts that may arise and to carry out improvement works in this regard, to submit suggestions related to corporate management to the Board of Directors and to protect the benefits of Shareholders and supervise the works of the Shareholders Relations Department.

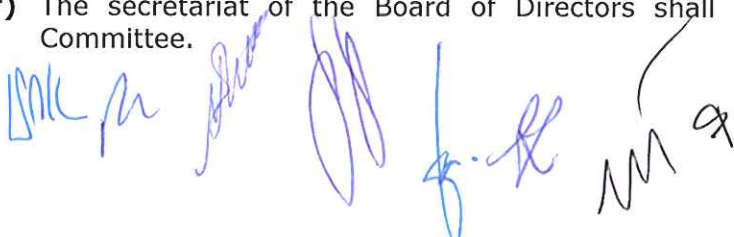
2. AUTHORITIES AND SCOPE

The Corporate Management Committee shall,

- a) Develop a Corporate Management Policy and make sure such policies are adopted and implemented within the Company.
- b) Carry out the annual corporate management review of the Board of Directors and to submit such review to the approval of the Board of Directors,
- c) Supervise the operations of departments related with shareholders,
- d) Provide suggestions on the operation, structure and efficiency of the Board of Directors and committees operating under the supervision of the Board of Directors,
- e) Review the work principles of the committee periodically and if any, submit any revisions deemed as necessary to the approval of the Board (the Board of Directors shall be responsible for the final decisions passed).

3. STRUCTURE OF THE COMMITTEE

- a) The Remuneration Committee shall be set up in accordance with the provisions of the Articles of Association.
- b) The Committee shall consist of at least two members.
- c) If the Committee consists of only two members, both members; if the committee consists of more than two members, then the majority of the members shall be elected from amongst candidates that do not hold an executive position. The Chief Executive Officer / General Manager and Assistant Chairman in charge of Financial Affairs cannot serve on this committee.
- d) The Committee shall seek professional opinion if and when necessary.
- e) The Committee shall hold meetings with the presence of one more than half the number of members and shall pass decisions with the majority of the votes.
- f) The secretariat of the Board of Directors shall also act as the secretariat for the Committee.



4. COMMITTEE MEETINGS AND REPORTING

- a) The Committee shall hold meetings at least quarterly and shall report the results of the meeting to the Board of Directors.
- b) The Committee shall ensure that the Board of Directors are informed of the authorities, duties and responsibilities of the Committee.
- c) The decisions passed during Committee meetings shall be reported in writing by the Secretariat of the Board of Directors and shall be archived.

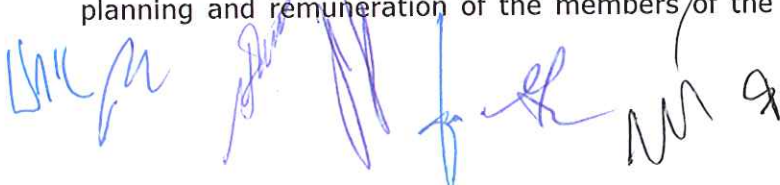
5. DUTIES AND RESPONSIBILITIES

a. Compliance with the Corporate Management Principles

- To develop the Corporate Management Policies and ensures that such policies are implemented at all levels of the Company.
- To determine whether corporate management policies are applied within the Company, if not, to detect the reasons thereof and evaluate the conflicts of interest that may arise and to submit improvement suggestions in this regards to the Board of Directors,
- To examine and evaluate complaints submitted regarding shareholders, to resolve such complaints and to ensure that feedback of employees is reported to the management in line with the confidentiality principles.
- To perform other duties required in terms of corporate management requested by the Board of Directors.

b. Performing the Responsibilities of Nomination and Remuneration Committees

- Committee has the purpose, authorization and responsibilities of the Nomination and Remuneration Committee.
- Implements a transparent system for determining, assessing and training nominees for the Board of Directors and to set up policies and strategies in this regards. Regularly assesses the structure and efficiency of the Board of Directors and submits its opinions and suggestions regarding any revisions it deems as necessary in this regard to the approval of the Board of Directors, develops suggestions regarding the number of the members of the Board of Directors and executives, set up a nominee pool for the members of the Board of Directors and considers the suggestions and opinions of the shareholders in this regards,
- Periodically reviews and approve the appointment and promotion philosophy, principles and procedures of the Company, determines and periodically reviews nomination criteria and to submit the nominees to the approval of the Board of Directors. Performs the processes related to the evaluation of the independency of the independent board members according to the CMB regulations.
- Determines the principles and procedures regarding performance evaluation, career planning and remuneration of the members of the Board of Directors and top level



executives, monitors and tracks such matters and to ensure that such principles and procedures are reported in writing.

- Determines the criteria for setting salaries based on the performance of the Company and the employee, submits its suggestions regarding salaries of the members of the Board of Directors and executives based on meeting such performance criteria to the approval of the Board of Directors, takes the necessary measures to prevent the Board of Directors' members and top level executives from determining and setting their own fees and salaries.
- Periodically reviews and approves the remuneration principles, procedures and applications of the Company,
- Ensures that remuneration principles applied for the members of the Board of Directors and the top management executives are in line with risk management approach and principles of the Company,
- Ensures that the remuneration policy of the Company is also in line with the benefits and interests of the shareholders,
- Takes the necessary measures to prevent the Board of Directors' members and top level executives from determining and setting their own fees and salaries.

b. Public Announcements

The Committee shall review the public announcements report.

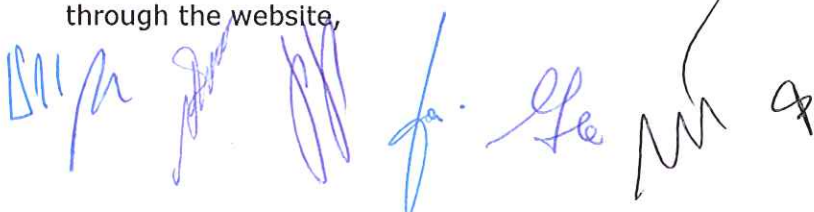
The Committee shall review the public announcements and analyst reports, mainly check whether they are in conformity with the codes and other applicable regulations and shall develop suggestions regarding the "disclosure policy" of the company.

c. Investor Relations

The "Shareholders Relation Department" has been set up to monitor the relations between the shareholders and investor and to ensure that the right of the investor to receive accurate information is reserved.

The Shareholders Relations Department,

- Consists of an adequate number of competent, expert staff.
- Carries out the notification and information requests of the shareholders and the investors in accordance with the codes, the Articles of Association, the corporate management principles and the disclosure policy of the Company.
- Organizes periodic investor information meetings within the country and in foreign countries or participates in such meetings organised in conformity with the related codes, the Articles of Association, the corporate management principles and the information policy of the Company.
- Ensures that active communication and contact is set up with local and foreign investor through the website,



- Supervises the public disclosure and transparency policy and ensures that related works are carried out in line with the requirements of the related codes,
- Ensures that records related with the shareholders are safely, securely kept up to date,
- Ensures that activity reports are maintained in line with the requirements of the codes and the Corporate Management Principles of the Capital Markets Board,
- Monitors that the General Assembly meetings are carried out accordingly,
- Issues documents to be presented to shareholders at General Assembly meetings,
- Ensures that the minutes of the meetings are kept and maintained accordingly.

d. Reporting Responsibility

- The Committee ensures that the Board of Directors is informed of the authorities and responsibilities of the committee.
- The Committee shall record all its operations and works in writing.
- The Committee shall issue a report consisting of its works, operations and suggestions and submit it to the approval of the Board of Directors.



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DUTIES AND WORK PRINCIPLES OF AUDIT COMMITTEE

1. PURPOSE

The Audit Committee shall supervise the execution and the efficiency of the accounting system of the company, the disclosure of the financial information to the public and the internal control system and controls the financial information.

2. AUTHORITIES AND SCOPE

Audit committee;

- a) Controls the accuracy, transparency of the financial statements and its footnotes and other financial information and whether they are in line with the current legislation and applicable international accounting standards and declare its opinion to the board in a documented manner upon receiving the opinion of the external audit firm.
- b) Examines whether or not there exist any issues that may jeopardize independence of the audit company on behalf of the board.
- c) Supervise the execution and the efficiency of the accounting system of the company, the disclosure of the financial information to the public, the independent audit procedure and the internal control system.
- d) Monitors the appointment of the external audit firm, preparation of audit agreements and initiation of audit process and all activities of the external audit firm.
- e) Evaluate and resolve any issues pertaining to the internal and external complaints regarding the accounting practices, internal control system and external auditing as in accordance with confidentiality principle.
- f) Scrutinize full compliance with the current legislation and company's internal regulations and policies
- g) The Audit Committee reviews the duties and work principles periodically and recommends the Board of Directors any necessary amendments to be approved, final decision is always at Board's discretion.

3. STRUCTURE OF THE COMMITTEE

- a) Committee shall be set up in accordance with the provisions of the Articles of Association.
- b) The Audit Committee is composed of at least two independent members.
- c) Executive Chairman /General Manager and The Vice Chairman of Finance shall not hold any responsibility in the committee.
- d) The people who have been in a consultancy duty for the company shall not be chosen as a member to the Committee.



- e) The Audit Committee is entitled to obtain opinions of the independent experts, as it deems necessary regarding its operations.
- f) The Committee shall hold meetings with the presence of one more than half the number of members and shall pass decisions with the majority of the votes.
- g) The secretariat of the Board of Directors shall also act as the secretariat for the Committee.

4. COMMITTEE MEETINGS AND REPORTING

- a) The Committee shall hold meetings at least quarterly and shall report the results of the meeting to the Board of Directors.
- b) The Committee shall ensure that the Board of Directors is informed of the authorities, duties and responsibilities of the Committee.
- c) The decisions passed during Committee meetings shall be reported in writing by the Secretariat of the Board of Directors and shall be archived.

5. RESPONSIBILITIES

a) Financial Tables and Announcements

- The Audit Committee should supervise whether or not periodic financial statements and its footnotes which will be disclosed to the public are accurate and prepared in accordance with the Company's accounting principles and the reality. The Committee should also declare its opinion to the board in a documented manner upon receiving the opinion of the external audit
- The Audit Committee shall review the annual report which will be disclosed to the public and checks whether the information in the reports is reflecting the information the committee has.
- The Audit Committee reports the amendments in the current legislation, accounting policies and internal control systems which could affect the preparation of the financial tables of the company considerably.
- The Audit Committee monitors the legal issues and important accounting and reporting issues and provides their effects onto the financial tables are researched.
- The Audit Committee evaluates and resolves the complaints of the shareholders and stakeholders which may affect the financial tables.
- The Audit Committee monitors the transactions regarding the valuation of the assets and resources, guarantees and warranties, performing social responsibilities, lawsuit provisions, other liabilities and conditional cases which are evaluated and decided by the company's management.

b) Independent Audit Corporation

- Appointment of the external audit firm, preparation of audit agreements and initiation of audit process and all activities of the external audit firm should be made under the surveillance of the Audit Committee.



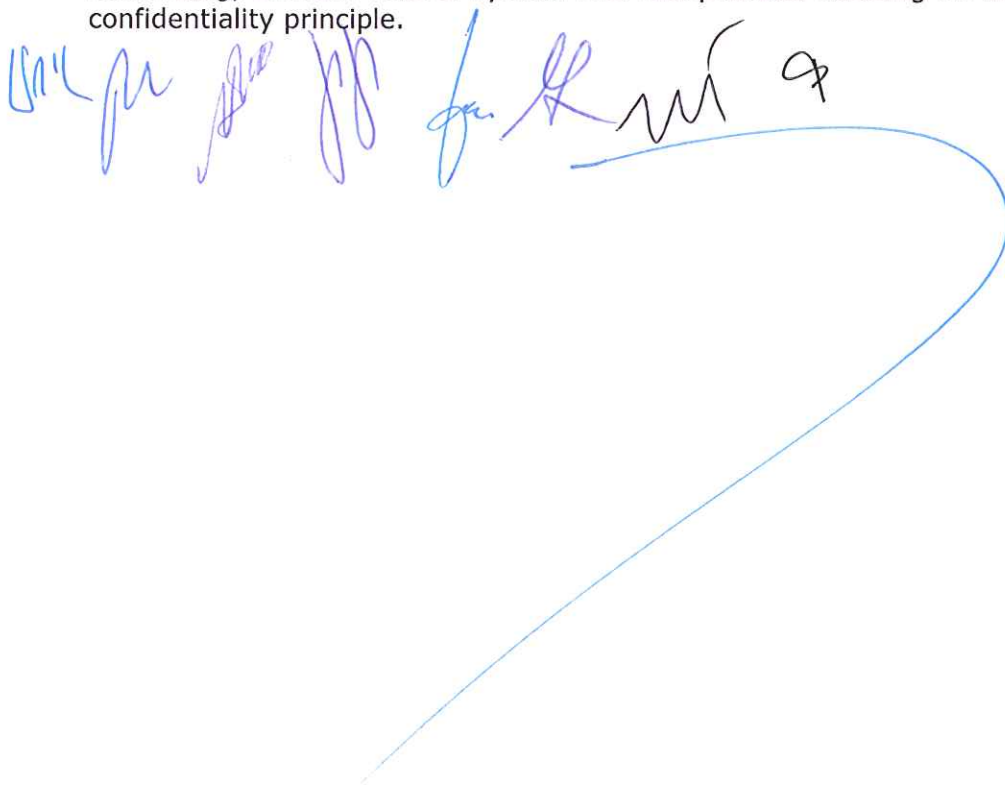
- The Audit Committee periodically reviews with the suggestions of independent auditors regarding the content of the audit and audit process, informs the board about the important difficulties which prevents the work of independent auditors.
- The Audit Committee conducts a performance and independence assessment relative to the independent auditors.
- The Audit Committee ensures that the important problems determined by the independent auditors and the solution suggestions are reached to the committee, discussed and solved in time.
- The Audit Committee examines and approves the payment and compensations of independent audit corporation.

c) Internal Audit and Internal Control

- The Audit Committee evaluates the execution and the efficiency of the internal control system and reports to the board.
- The Audit committee takes the necessary precautions to provide transparency in the internal control.
- The Audit Committee periodically reviews with the Works and organizational structure, the duties and principles of the Management of Internal Audit, informs the board about the difficulties preventing the work and operating effectiveness of the Management of Internal Audit and presents suggestions.
- The Audit Committee ensures that the important problems stated in the report of Management of Internal Audit problems and the solution suggestions are reached to the committee, discussed and solved in time.

d) Conformity with The Current Legislation

- The Audit Committee monitors whether the Company's activities are conducted in accordance with the legislation and internal regulations and also determines the rules which shall be applied in case of act in contrary to the regulations.
- Evaluate and resolve any issues pertaining to the complaints regarding the accounting, internal control system and independent auditing as in accordance with confidentiality principle.



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

FINANCIAL STATEMENTS

Resolution No: 2013 / 03

Date: 15.02.2013

As a result of the discussions,

It has been unanimously resolved to approve the audited financial statements and sub notes for the twelve months period between 01.01.2012 and 31.12.2012.

 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 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

Resolution No. : 2013 / 04

Date: 04.03.2013

DIVIDEND DISTRIBUTION PROPOSAL

As a result of discussions with respect to the "Dividend Distribution Proposal" to be submitted to the Ordinary General Assembly related to financial year of 2012:

It has been unanimously resolved,

- To distribute the dividend of TL 7.140.598.-, which constitutes 6,36% of the issued capital, from the net distributable profit of TL 7.703.583.- remaining after deduction of the I. Statutory Reverse TL 410.094.- and II. Statutory Reverse TL 152.891 which is determined in line with the generally accepted accounting principles published by Capital Market Board and recorded in the balance sheet of the company issued for the year 2012, to ourshareholders in cash, as of 16 April 2013, by taking the relevant clauses of company's articles of association and dividend distribution policy in consideration; thus distributing net TL 0,054079216.- per share with a nominal value of TL 1.-, following of deduction of 15% tax to be calculated over gross TL 0,063622607,
- To introduce this figures as a proposal in the Ordinary General Assembly Meeting for the financial year 2012,

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

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

Resolution No. : 2013 / 05

Date : 04.03.2013

“DONATION and AID POLICY” & “EMPLOYEE COMPENSATION POLICY”

It has been unanimously resolved; to determine “The Donation and Aid Policy” in line with the attachment (**Att 1**) which is prepared according to the article 1.3.11 of the Capital Markets Board Communiqué for “Determination and Application of the Corporate Governance Principles and “Employee Compensation Policy” in line with the attachment (**Att 2**) which is prepared according to the article 3.1.2 of the same Communiqué”,

and submit the Donation and Aid Policy for the approval of the General Assembly and publish the policies in Company’s website and Public Disclosure Platform after the approval of the General Assembly.

 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

DONATION AND AID POLICY

As Türk Prysmian Kablo ve Sistemleri A.Ş. company, we can make donations and grants that constitute sensitiveness to the social and environmental problems, provide support to the needy individuals in urgent situations, and aim to support social development by considering the relevant regulation of Ministry of Finance within the scope of principles mentioned in Turkish Trade Law and Capital Market Board, provided that this remains within upper limits as specified in parallel manner with Company Main Contract of General Assembly, and by considering ethic principles and values of company in accordance with company vision, mission and policies, and by giving priority to the region with the understanding of corporate social responsibility. In addition to this, we can make donations and grants to the foundations, associations etc. organizations established in order to be engaged in area of activity of the company.

The donations and grants to be made by company shall be designated in such a manner that it cannot exceed 10% of the net profit of previous year. Company can make donations and grants by establishing foundation for various purposes by means of either integrating company's donations and grants with foundation or directly giving to the persons and/or organizations.

Detailed information shall be given to the partners at the Ordinary General Shareholders' Meeting in the relevant year for the donations and grants.

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EMPLOYEE COMPENSATION POLICY

Our company defines the compensation policy for the employees based on Labor Act numbered 4857. In this context;

Severance pay is paid to the employee whose labor contract is over with the cases covered by the law numbered 4857 and who has seniority and it is paid to the statutory heirs in case the employee is deceased, by virtue of the articles numbered 14, 24 and 25, based on the working hours and the wage of the aforesaid employee.

According to the law numbered 4857 and the article numbered 17, notice pay is paid in cash to the employee or it may be covered by giving jobseeker's allowance to the employee for a period of time, which is defined according to the seniority of the employee, after the termination of the labor contract is notified to the employee.

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






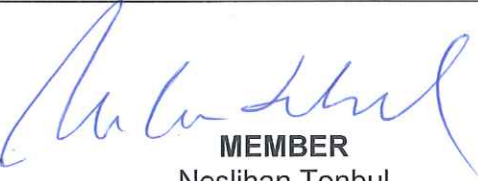


ELECTION OF INDEPENDENT AUDIT FIRM

Resolution No. :2013/06

Date : 05.03.2013

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

Pursuant to mandatory provision 400/2 of the 6102 numbered Turkish Commercial Code ; "... If the auditor has been appointed as auditor for a company for seven years in the last ten years, that auditor shall be replaced for at least three years...", the contract of Başaran Nas Serbest Muhasebeci Mali Müşavirlik A.Ş., which is selected as the independent audit company for financial year of 2013 with 07.03.2012 dated, 2012/06 numbered Board Resolution before this provision came into force, become legally impossible; thus the cancellation of Başaran Nas Serbest Muhasebeci Mali Müşavirlik A.Ş. contract and the designation of DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the independent audit firm for financial year of 2013 by the Audit Committee and its submittal to General Assembly and authorization of Mr. Ercan Karaismailoğlu to be in charge for preparation 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
 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

Resolution No. : 2013 / 07

Date : 06.03.2013

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 29.03.2013 (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 the Account Period between 01.01.2012 – 31.12.2012 as well as the issues listed in the following agenda and to take necessary actions.

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, Auditor's Board and Independent Auditing Company Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.(a member of PricewaterhouseCoopers) and Financial Tables of the Company belonging the Accounting Period between 01.01.2012 – 31.12.2012 and obtaining approval of the General Assembly.
4. Discussion and approval of all the financial tables, reports and accounts which are prepared pursuant to the CMB legislation, release of each member of the Board of Directors and Auditor's Board respectively.
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 01.01.2012 - 31.12.2012,
6. Determination of the distribution of profit policy of the Company,
7. Furnishing information to the General Assembly on the donations given the during the year 2012 and obtaining approval in this respect, Determining Donation and Aid Policy of the Company in frame of the proposal made by Board of Directors and the upper limit of the donations
8. Discussion of the amendment of articles 4,9,10,11,13,23 ve 26 of the Articles of Association according to the attached drafts approved by Capital Market Board and Ministry of Customs and Trade
9. Furnishing information to the General Assembly pursuant the CMB legislation, on the guarantees, liens and mortgages given to the third parties.
10. Approval of the Independent Auditing Company to audit the activities and accounts of 2012 in frame of Capital Market Board Regulations and 6102 numbered Turkish Commercial

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Code which is selected by the Board of Directors based on the suggestion of Audit Committee

11. 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.

12. 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 communique 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

13. Discussion and approval of the Internal Directive prepared by board of Directors in compliance with the provisions of "Principles and Procedures of the General Assembly Meetings of the Incorporated Companies" and "Regulations on Representatives of the Ministry of Customs and Trade"

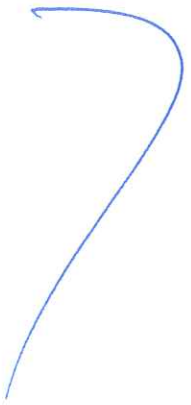
14. Recommendation and Adjournment,

 BAŞKAN Mahmut Tayfun Anık	 BAŞKAN YARDIMCISI Hans Gunnar Staffan Högstedt
 ÜYE Prysmian (Dutch) Holdings B.V.'yi temsilen Fabio Ignazio Romeo	 ÜYE Ercan Karaismailoğlu
 ÜYE Halil İbrahim Kongur	 ÜYE Neslihan Tonbul
 ÜYE Ali Aydın Pandır	 ÜYE Mehmet Emin Tutan

TÜRK PRYSMİAN KABLO VE SİSTEMLERİ A.Ş.
AMENDMENT DRAFT OF ARTICLES OF ASSOCIATION

Old Article	New Article
<p>Article 4 – Head office and Branches:</p> <p>The head office of the company 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 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 has to register its new address in time in case of a change in its address otherwise this constitutes a reason for cancellation.</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>Article 4 – Head office and Branches:</p> <p>The head office of the company located in Mudanya. Its address is Ömerbey Mahallesi Bursa Asfaltı Caddesi No:51 Mudanya Bursa. The company may establish branches, offices and agencies in Turkey and abroad. Upon an address change, the new address is registered with the trade registry and published in the Turkish Trade Registry Gazette and in company's web site, also the Ministry of Customs 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 has to register its new address in time in case of a change in its address otherwise this constitutes a reason for cancellation.</p> <p>The company shall notify any changes in the registered address of the company to the Ministry of Customs and Trade and the Capital Markets Board.</p>
<p>Old Article</p> <p>Article 9 – Transfer of the registered shares:</p> <p>In case one of the shareholders desires to transfer partially or totally his registered shares, the transfer and recordation formalities of the shares will be performed in accordance with the Turkish Commercial Code, Articles 446-448.</p>	<p>New Article</p> <p>Article 9 – Transfer of the registered shares:</p> <p>In case one of the shareholders desires to transfer partially or totally his registered shares, the transfer and recordation formalities of the shares will be performed in accordance with the Turkish Commercial Code, Articles 490, 491 and 499.</p>
<p>Old Article</p> <p>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 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 be 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</p>	<p>New Article</p> <p>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 5 to 9 persons.</p> <p>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 be 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>

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<p>Market Legislation, the Turkish Commercial Code and the Articles of Incorporation. 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> 	<p>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 managerial authority to one or more of the members of the Board of Directors or to the general manager or to the third person responsible at management level in the Company, in accordance with the internal directive to be prepared by the Board of Directors as per article 367 of the TCC</p> <p>The Board of Directors may transfer the power to represent the Company to one or more executive members and third persons responsible at management level solely or jointly on condition that at least one of the board members has always the power to represent.</p>
<p>Old Article Article 11 – Resolutions of the Board of Directors :</p>	<p>New Article Article 11 – Resolutions of the Board of Directors :</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</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>The meetings of the Board of Directors can be done at any place determined by the Board of Directors as often as deemed necessary.</p> <p>Anyone who has the right to attend to the Board meetings can participate in the</p>

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signed in writing.

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.

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.

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.

meetings also electronically according to the Article 1527 of Turkish Commercial Code. Company could either establish an Electronic Meeting System which enables the shareholders to participate in the meetings electronically and vote or purchase the systems generated for this purpose in line with the Electronic Meetings of Joint Stock Companies Communiqué other than General Assembly Meetings. The system established in accordance with this article or the support services through the purchased system shall provide shareholders to use their rights arising from the related regulation within the scope of the Communiqué.

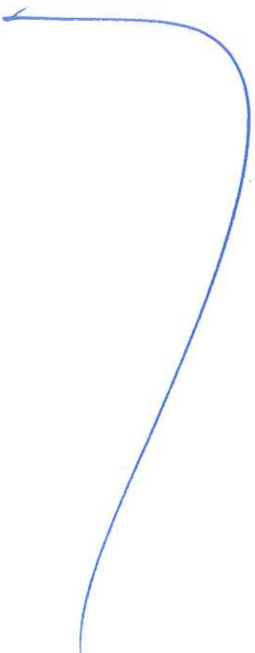
In accordance with relevant article of the Turkish Commercial Code, Board of Directors may pass resolutions by circulating a board resolution among the members and without holding a meeting **without prejudice to the regulations about Electronic Board of directors meetings.** The Board of Directors may, 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.

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.

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.

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.

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<p>Old Article Article 13 – General Assembly :</p>	<p>New Article Article 13 – General Assembly :</p>
<p>The General Assembly which is comprised of company shareholders, shall gather ordinarily and extraordinarily. Ordinary General Assembly shall gather within the three months following the company's fiscal period.</p> 	<p>The General Assembly which is comprised of company shareholders, shall gather ordinarily and extraordinarily. Ordinary General Assembly shall gather within the three months following the company's fiscal period.</p> <p>Attendance to the General Assembly; Anyone who has the right to attend to the General Assembly meetings can participate in the meetings also electronically according to the Article 1527 of Turkish Commercial Code.</p> <p>Company could either establish an Electronic Meeting System which enables the shareholders to participate in the meetings electronically, explain their opinions, make suggestions and to vote; or purchase the systems generated for this purpose in accordance with the regulation for Electronic General Assembly in Joint Stock Companies.</p> <p>The system established in accordance with this article of the Articles of Incorporation shall provide shareholders or their representatives to use their rights arising from the aforesaid regulation.</p>
<p>Old Article Article 23 – Amendments of the articles of Incorporation :</p>	<p>New Article Article 23 – Amendments of the articles of Incorporation :</p>
<p>The amendments to be made in 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>	<p>The amendments to be made in Articles of Incorporation by the General Assembly need the permission of the Capital Market Board and the approval of the Ministry of Customs and Trade. Such amendments will be registered in the Trade Register and advertised in the Turkish Trade Register Gazette.</p>
<p>Old Article Article 26- Distribution of Dividends and Legal reserves</p>	<p>New Article Article 26- Distribution of Dividends and Legal reserves</p>
<p>The net profit which is stated in the balance sheet calculated by deducting the general expenses, the amounts had to paid or provisioned by the Company such as various amortizations and the taxes had to paid by the legal entity of the Company from the determined revenues at the end of the fiscal period will be distributed after deducting the last years losses respectively as follows.</p>	<p>The net profit which is stated in the balance sheet calculated by deducting the general expenses, the amounts had to paid or provisioned by the Company such as various amortizations and the taxes had to paid by the legal entity of the Company from the determined revenues at the end of the fiscal period will be distributed after deducting the last years losses respectively as follows.</p>

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Primary Legal Reserve:

a) % 5 of the net profit

First Dividend:

b) corresponding to the proportion and sum determined by the Capital Market Board is allocated to the shareholders.

Second dividend:

c) the General Assembly is authorized to partially or fully allocate the remaining amount after the deduction of the amounts stated in a and b clause as second dividend or preserve it as excess reserve

Secondary Legal Reserve:

d) The %10 of the remaining amount after the deduction of the dividend which is the %5 of the paid capital from the part decided to allocate to the shareholders and the other participating individuals is reserved as secondary legal reserve as per the article 466 subclause 2 subparagraph 3 of Turkish Commercial Code

e) Without reservation of the legal reserves and allocation of the first dividend in cash or in the form of share certificate determined in the Articles of Incorporation for the shareholders; It can not be decided to reserve other capital reserve, transfer profit to the following year and allocate dividend to the privileged shareholders, shareholders holding participation, founding, dividend right certificate, the members of the Board of Directors and the officers, employees and other individuals.

f) Dividend is allocated equally to the all existing shares as of the dividend payment date regardless of their date of acquisition and issue.

Primary Legal Reserve:

a) % 5 of the net profit

First Dividend:

b) corresponding to the proportion and sum determined by the Capital Market Board is allocated to the shareholders.

Second dividend:

c) the General Assembly is authorized to partially or fully allocate the remaining amount after the deduction of the amounts stated in a and b clause as second dividend or preserve it as excess reserve

Secondary Legal Reserve:

d) The %10 of the remaining amount after the deduction of the dividend which is the %5 of the paid capital from the part decided to allocate to the shareholders and the other participating individuals is reserved as secondary legal reserve as per the article 519 subclause 2 subparagraph c of Turkish Commercial Code

e) Without reservation of the legal reserves and allocation of the first dividend in cash or in the form of share certificate determined in the Articles of Incorporation for the shareholders; It can not be decided to reserve other capital reserve, transfer profit to the following year and allocate dividend to the privileged shareholders, shareholders holding participation, founding, dividend right certificate, the members of the Board of Directors and the officers, employees and other individuals.

f) Dividend is allocated equally to the all existing shares as of the dividend payment date regardless of their date of acquisition and issue.

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



Resolution No. : 2013 / 08

Date : 06.03.2013

INTERNAL DIRECTIVE

By-law of the Procedures and Principles of General Assembly Meetings of Joint-Stock Companies and Representatives of the Ministry of Customs and Trade Regulations is examined and,

It has been unanimously resolved that the enclosed Internal Directive applicable for Ordinary and Extraordinary General Assemblies to be submitted to approval of General Assembly. Authorize company management to perform the necessary formalities to be fulfilled for the registration and announcement of the approved Internal Directive.

 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

**Internal Directive about Working Principles and Procedures of
Türk Prysmian Kablo ve Sistemleri Incorporated Company General Assembly**

SECTION ONE

Goal, Scope, Grounds and Definitions

Goal and Scope

ARTICLE 1- (1) The Goal of this Internal Directive is to determine the working principles and procedures of Türk Prysmian Kablo ve Sistemleri Incorporated Company General Assembly in accordance with the law, related regulations and the prime contract. This Internal Directive scopes all regular and special meetings of Türk Prysmian Kablo ve Sistemleri Inc.

Grounds

ARTICLE 2- (1) This Internal Directive has been prepared in compliance with the provisions of "Principles and Procedures of the General Assembly Meetings of the Incorporated Companies" and "Regulations on Representatives of the Ministry of Customs and Trade"

Definitions

ARTICLE 3- (1) The terms and the meanings which are mentioned in this Internal Directive are;

- a) Sitting: One-day meeting of the General Assembly,
- b) Law: 13.1.2011 dated and 6102 numbered Turkish Commercial Code,
- c) Session: Each part of the sitting which are interrupted by the needs of a rest, lunch break and such,
- d) Meeting: Regular and Special General Assembly Meetings,
- e) Meeting Moderation: The council which consists of the meeting moderator who is chosen by the general assembly to moderate the meeting, vice meeting moderator who is chosen by the general assembly if needed, minute secretary who is decided by the meeting moderator and vote collector if meeting moderator deems necessary in accordance with the first paragraph of the 419th article of the law.

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SECTION TWO

The Working Methods and Principles of the General Assembly

Provisions to Apply

ARTICLE 4 – (1) The meeting is held pursuant to provisions of Law, relevant legislation and the prime contract, in regard to general assembly.

Entrance to Meeting Place and Preparations

ARTICLE 5 – (1) The people or their representatives who are registered under the list which is prepared by the general assembly, the members of general assembly, other people who are related to the issues which are considered special on the agenda, authorised officers or assessors who have the responsibility to prepare the financial statement and if they are designated, the Ministry Representative and the people who will be chosen or designated as moderator, are allowed to enter to the meeting place. Without permission to speak or participate voting, other administrative of the Company and the personnel who demand to attend the meeting, technical personnel who are commissioned for issues which are related to the meeting, press members who will be ready for meeting at meeting place and other guests will also be allowed to enter the meeting place. In compliance with the article 95 of the law of Capital Markets Board, if the assembly sends an observer, the observer will also be allowed to enter to the meeting place.

(2) Real person shareholders and the representatives who are assigned by the electronic general assembly system pursuant to the 1527th article of the Law have to show their identifications, the representatives of the real person shareholders have to show their representation documents with their identifications and the representatives of legal entity shareholders have to submit their licenses and sign the place to where they are shown in the present list, at the entrance of the meeting place. Aforementioned checking procedures are made by the executive board or one or more executive board members who are assigned by the executive board or the person(s) who are assigned by the executive board.

(3) All the duties such as preparing the meeting place to where all shareholders can attend the meeting, keeping the necessary stationery, documents, tools and equipment available at the meeting place are fulfilled by the executive board. If Executive Board deems necessary, the meeting can be audio or video recorded by assigning authorised technical personnel.

Opening the Meeting

ARTICLE 6 – (1)

The meeting is opened after the determination of the quorum which are stated in the Code and Articles of Association by a minute, at the place on which company headquarters is located, at the time which is previously announced, by the chairman of the executive board or the vice president of the executive board or any members of the executive board.

Forming the Meeting Moderation

ARTICLE 7 - (1) According to the province of the 6th article of the internal directive, firstly, a moderator, who is not necessarily a shareholder, will be assigned to be responsible for the board. A vice moderator will also be assigned if necessary.

(2) At least one minute secretary and if necessary a sufficient number of vote collectors and if the meeting is held using an electronic general assembly system, for the technical procedures to manage the electronic general assembly meeting, an authorized technical employee will be assigned by the moderator.

(3) The meeting moderation is authorized to sign the meeting minute and the documents which are issued according the minute.

(4)The meeting moderator must act considering the law, the prime contract and this internal directive's provinces.

Duties and authority of the meeting moderation

ARTICLE 8 - (1) The meeting moderation conducts the following under the management of the moderator:

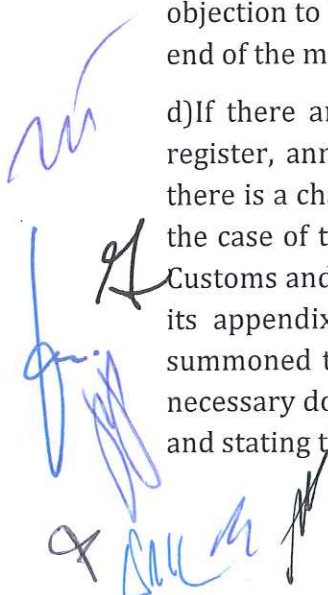
a) Inspecting if the meeting is held at the location stated in the notification and if mentioned in the prime contract, whether the building is suitable for this or not.

b) Inspecting if the general assembly is called at the website of the companies which are obligated to open websites and in Turkish Trade Registry Gazette, if this call took place at least three weeks ahead excluding notification and meeting days, if the day of the meeting and the gazette that the notification was or would be published is mailed via registered and reply paid letter to the shareholders who are registered in the stock register and previously delivered share certificates or the documents proving their share and stated their addresses and record these in the minutes of meeting.

c) Checking if those who are not allowed to the meeting attended to the meeting and the duties that are ensured by the second subsection of the 5th article of this internal directive

ç) In the case of the general assembly meeting at call according to the 416th article of the law, inspecting if the shareholders or their representatives are present, if there is any objection to holding the meeting under the circumstances and if the quorum is kept until the end of the meeting.

d)If there are changes confirming that the prime contract containing the changes, stock register, annual activity report of the board, audit reports, financial statement, agenda, if there is a change of the primer contract on the agenda the amend prepared by the board, in the case of the change of the primer contact being subject to permission of the Ministry of Customs and Trade, the permission slip from the Ministry and the Capital Market Board and its appendix the amend, the list of those who are present, if the general assembly is summoned to the meeting upon a postponement, the postponement minute and the other necessary documents regarding the previous meeting are present at the meeting completely and stating this in the minute of the meeting.



e) Performing the identity check for those who attend to the general assembly in person or per procuration upon objection or necessity by signing the attendant list and confirm the legitimacy of the procuration documents.

f) Confirming whether the managing members and at least one board member and the auditors of the audited companies are present at the meeting or not and state this in minute of the meeting.

g) Managing the work of the general assembly within the scope of the agenda, avoiding digressing from the agenda, keeping the order in the meeting, taking the precautions for this. Regarding the article 29/4 of the CMB law no. 6362, if there are any subjects that the assembly requisitions to discuss at the meeting or to announce to the partners, confirming that these subjects are included in the agenda constituting exceptions of the principle of commitment to the agenda, providing them to include.

ğ) Opening and closing the sessions and sittings, closing the meetings.

h) Reading or getting read the documents such as decisions, proposal, minute, report, suggestion regarding the discussed subjects, speaking of such and providing others who want to speak to do so.

ı) Conducting ballots for the decisions that the assembly is making and announcing the results.

ii) Supervising if the minimum quorum is kept at the beginning, during and at the end of the meeting, if the decisions are made with respect to the quorums that are stated in the law and the primer contract.

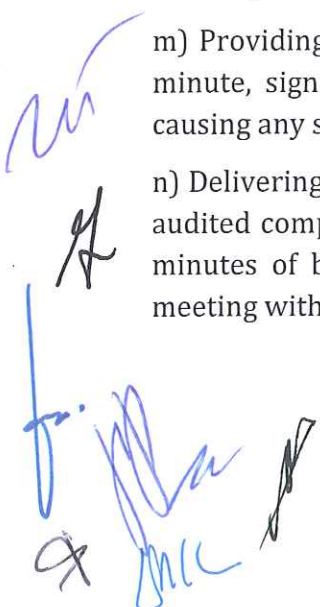
j) Announcing the statements of the representatives who are signified in the 428th article of the law to the general assembly.

k) Regarding 436th article of the law, preventing the ones who are disfranchised to vote, paying regard to any restriction to the franchise and privileged voting regarding the law and the prime contract.

l) Regarding the demand of the shareholders who possess the one-twentieth of the capital, postponing the discussion of the financial statements and subjects related to them to the meeting one month ahead without the general assembly needing to decide.

m) Providing the minutes of the general assembly to manage, stating the objections in the minute, signing the decision and the minutes, stating the votes in the meeting without causing any suspicion fore or against.

n) Delivering the minute of the meeting, annual activity report of the board, audit reports of audited companies, financial statements, attendant list, agenda, motions, ballot papers and minutes of ballots if any and every document regarding the meeting at the end of the meeting with a minute to one of the present board members.



Procedures before discussion of the agenda

ARTICLE 9 - (1) Meeting moderator reads the meeting agenda or makes the agenda read to the general assembly. It is asked by the moderator that if there is a suggestion for the change of discussion order of the agenda items or not, if there is a suggestion it is presented to the approval of general assembly. The discussion order may be changed by majority of votes present at the meeting. Meeting Moderator pays attention transferring agenda items evenhandedly and in detail, in a clear and understandable way.

Discussion of the agenda and the items of the agenda

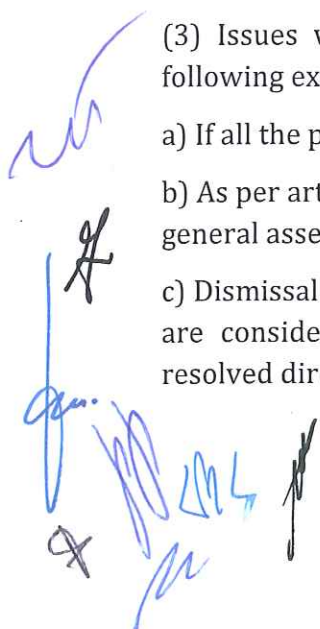
ARTICLE 10 - (1) Following matters have to be on the regular general assembly agenda:

- a) Opening and constitution of the meeting moderation.
- b) Discussion of the Executive Board annual activity report, auditor's reports in audited companies and financial statements
- c) Acquittances of the Executive Board members or auditors if there is any.
- c) Choosing members in substitution for executive board members whose memberships are over and choosing auditor in audited companies.
- d) Determining the wages and the rights of executive board members, such as daily allowance, bounty and premium.
- e) Determining usage and distributing of the profit and the gain sharing ratios.
- f) Discussing the changes in the prime contract, if there is any.
- g) In order the shareholders, who dominate the administration, executive board members, executive managers and their spouses and first and second degree relatives by blood or marriage to make transactions which may cause conflict of interest with the company or the associated partners and to compete, general assembly have to give approval previously and information has to be given to the general assembly about the mentioned transactions.
- h) Other subjects which are considered necessary.

(2) Special general assembly meeting agenda consists of the reasons which make the meeting necessary.

(3) Issues which are not on the agenda can not be discussed and settled, except the following exceptions:

- a) If all the partners are present, subjects can be added to the agenda unanimously.
- b) As per article 438 of the law, special audit requests of any shareholder are resolved by the general assembly whether it is on the agenda or not.
- c) Dismissal of the executive board members and choosing new members are subjects which are considered related to the year-end financial statement discussions and these are resolved directly whether there are items related to these issues on the agenda or not.



d) In the event of cogent grounds such as fraud, incapableness, breach of commitment obligation, difficulty in execution of duty due to memberships in numerous companies, incompatibility, fraud on a power, even if there are not any agenda items related, dismissal of the executive board members and choosing new members are added to the agenda unanimously.

(4) Agenda item which is discussed or settled at the general assembly can not be discussed again unless the present members decide on unanimously.

(5) Subjects which are requested to be discussed by the Ministry and/or Capital Markets Board with any reason or the subjects as a result of the audits are added to the agenda.

(6) The agenda is determined by the person who calls the general assembly.

Speaking at the Meeting

ARTICLE 11 - (1)

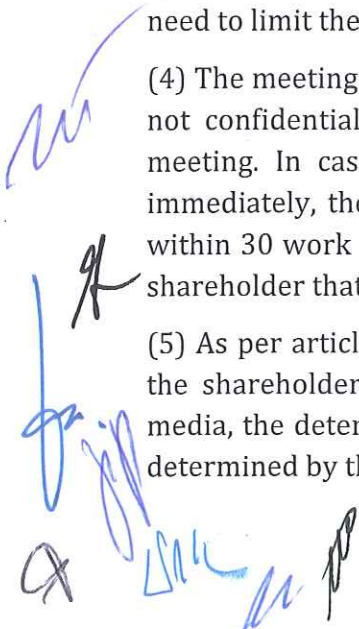
Opportunity of explaining thoughts and asking questions are given to the shareholders under equal conditions. The shareholders who want to speak about the agenda item which is under discussion or the others those concerned notify the situation to the meeting moderation. Moderation announces the people who will speak and give people right to speak in accordance with the notification order. If the person who has the right to speak is not present at the meeting place, he/she loses the right. Speeches are made from the place for speeches, addressing the general assembly. Persons can change their turns of speech between themselves. In the event of a limitation of the speaking time, when a person who has his/her turn and is speaking, if the speech time is over, he/she can only continue to speak if the next speaker gives his/her turn to the person and he/she completes his/her speech during that additional time. Speaking period can not be expanded otherwise.

(2) Executive board members who want to make statements about the discussed issue and the audit may be given the right to speak without paying attention to the turns by the meeting moderator.

(3) The length of the speeches are determined according to the busyness of the agenda, the amount of the subjects which have to be discussed and the number of people who want to speak, by the general assembly. In such cases, general assembly decides whether there is a need to limit the speech time and then the time is determined by voting separately.

(4) The meeting moderator provides every question which is asked by the shareholders and not confidential business information to be answered directly at the general assembly meeting. In case that the question is out of agenda or too extensive to be answered immediately, the question is answered by Relations with Investors Department in written within 30 work days. In such case, meeting moderator explains the facility and informs the shareholder that the question will be answered later.

(5) As per article 1527 of the law, regarding the reporting the opinions and suggestions of the shareholders or their representatives who attend general assembly from electronic media, the determined by aforementioned article and principles and procedures which are determined by the sub regulations are applied.



Voting and Voting Procedures

ARTICLE 12 - (1) Meeting moderator explains the subject which will be voted to the general assembly, before the voting starts. If a draft resolution will be voted, voting starts after this is determined in written and read. After it is announced that the voting will start, only permission to speak can be asked. In the meantime, if there is a shareholder who had requested but not given permission to speak, he/she uses the right to speak on condition that he/she reminds the request and this is validated by the moderator. Permission to speak can not be granted after voting starts.

(2) Votes regarding the subjects discussed on the meeting are performed by raising hands or standing up or saying "yes" or "no" separately. These votes are counted by meeting moderation. If needed, moderation can appoint the necessary number of people in order to help counting the votes. People who do not raise hands, stand up or make any statements are considered to use a dissentive vote and those votes are deem against the regarding decision.

(3) As per article 1527 of the law, regarding the voting of the shareholders or their representatives who attend voting from electronic media, the determined by aforementioned article and principles and procedures which are determined by the sub regulations are applied.

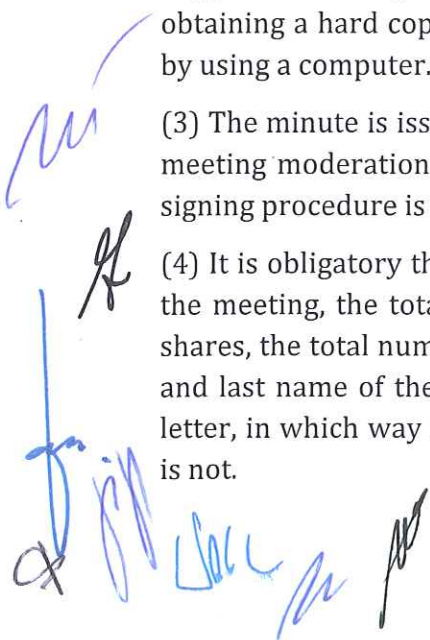
Issuing the meeting minute

ARTICLE 13 - (1) Meeting moderator signs the list which contains the shareholders or their representatives, the shares, groups, numbers and nominal values they own, the questions asked and their answers are prepared as a summary, with the decisions and the numbers of the affirmative and dissentive votes for each decision is clearly shown on the meeting minute the minute is provided to be issued in accordance with the Law and the principals stated on the related legislation.

(2) General assembly minute is issued at the place of meeting and during the meeting using a typewriter, computer or legible hand writing using a pen. It is obligatory that a device for obtaining a hard copy of the minute to be at the meeting place in order to issue the minute by using a computer.

(3) The minute is issued in at least two copies and every page of the minute is signed by the meeting moderation and the ministry representative if attended. The minute of which the signing procedure is complete is published on the web site of the company.

(4) It is obligatory that the minute includes; business title of the company, date and time of the meeting, the total nominal value of the shares of the company and the number of the shares, the total number of shares which are represented personally or per procuration, fist and last name of the ministry representative and the number and date of their delegation letter, in which way the meeting is advertised if advertised formally else a statement that it is not.



(5) Vote counts regarding the decisions made at the meeting are stated in the minute without causing any suspicion in figures and words.

(6) First and last name of those who voted against the decision made at the meeting and their reasons are included in the minute.

(7) In the case that the opposition reason is delivered in written the document is attached to the minute. The first name, last name and that the opposition reason is attached. The opposition paper is signed by the meeting moderation and if attended by the ministry representative.

Transactions at the end of the meeting

ARTICLE 14- (1) Meeting moderator delivers a copy of the minute and the other documents related to general assembly to a present executive board member at the end of the meeting. This case is confirmed with an additional minute issued between the parties.

(2) Executive Board is responsible for delivering a notarized copy of the minute to the registry of commerce and registers and announces the matters on the minute which are subject to registration and announcement within at least fifteen days from meeting day.

(3) The minute, present list and statement of profit appropriation are published on the company's website and Public Disclosure Platform within at least five days from the meeting day.

(4) Meeting moderator also delivers a copy of the present list, the agenda and the general assembly minute to the Ministry representative, if he/she attends to the meeting.

Attending the meeting from electronic media

ARTICLE 15- (1) In accordance with 1527th article of the law, in the event of giving the opportunity to attend the general assembly meeting from electronic media, the transactions which will be performed by executive board and meeting moderation are executed by taking the 1527th article of the Law and related legislations into consideration.

SECTION THREE

Miscellaneous Provisions

Attendance of ministry representative and documents regarding general assembly

ARTICLE 16 - (1) For the meetings which Ministry Representative's attendance is obligatory, "Principles and Procedures of the General Assembly Meetings of the Incorporated Companies" and "Regulations on Representatives of the Ministry of Commerce and Custom" provisions regarding requesting representative and regarding the duties and authorities of the representative are reserved.

(2) When preparing the list of the people who may attend to the general assembly or the list of the present, it is obligated to comply with the regulation provisions which are stated on

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the first paragraph, for issuing meeting minute and representation documents which will be used on the general assembly.

Unanticipated cases on Internal Directive

ARTICLE 17 - (1) In the event of an unanticipated situation which is not covered by this Internal Directive, the act will be in accordance with the decision of general assembly.

Approval of Internal Directive and Changes

ARTICLE 18 - (1) This Internal Directive is constituted by the executive board with the approval of general assembly of Türk Prysmian Kablo ve Sistemleri Incorporated Company and it is registered and announced within at least fifteen days. In addition, it is published at company's website within five days following the announcement date. Changes on Internal Directive are subject to the same procedures.

Validity of Internal Directive

ARTICLE 19 - (1) This Internal Directive is accepted on the general assembly meeting of Türk Prysmian Kablo ve Sistemleri Incorporated Company held on 29.03.2013, and became valid on the announcement date on Turkish Trade Registry Gazette.

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

ANNUAL REPORT

Resolution No: 2013 / 09

Date: 06.03.2013

As a result of the discussions,

It has been unanimously resolved to approve the Annual Report for the twelve months period between 01.01.2012 and 31.12.2012.

 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 Halil İbrahim Kongur	 MEMBER Neslihan Tonbul
 MEMBER Ali Aydın Pandır	 MEMBER Mehmet Emin Tuğan

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

DISTRIBUTION OF DUTIES–NEW SIGNATURE CIRCULAR

Resolution Nr.: 2013/ 10

Date : 10.04.2013

As a result of the discussions made upon the Ordinary General Assembly dated 29.03.2013, it has been unanimously resolved to;

- 1- Distribute the duties among the Board Members and appoint Mahmut Tayfun Anık as the "Chairman" and Hans Gunnar Staffan Högstedt as the "Vice-Chairman" ,
- 2- Cancel the signature circular no.2012/1 which was registered on 13.04.2012 and which was based on Board Resolution regarding signature powers dated 12.04.2012 and No:2012/08; and to start using the signature powers as per the attached signature circular No:2013/1,
- 3- Set the resolution to be valid as of the registry date.

 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 Halil İbrahim Kongur	MEMBER Neslihan Tonbul
 MEMBER Ali Aydın Pandır	 MEMBER Mehmet Emin Tutan

SIGNATURE CIRCULAR
No.2013/01

1. In order that signatures affixed on behalf of the Company are 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.

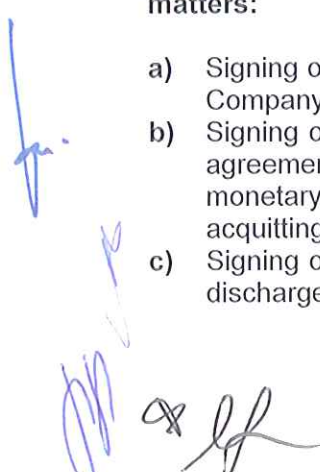
3. Transactions with respect to hiring, removal and conditions of labor of employees who are authorized to represent the Company or whose service contracts are linked to a special arrangement, and delegation of their powers will be individually signed by the General Manager or together with the inclusion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

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 except for the marketing agreements made with legal entities and/or public entities and/or individuals of which monetary value does not exceed USD 500,000 (five hundred thousand United States dollar), 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 2.000.000.- (two million) USD, any two Group 2.2 signatories; as long as the amount is below 5.000.000.- (five 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 manufacturer's authorization letters/forms or any such documents for Company's potential clients to certify that they are able to supply Company products while participating in tenders,
- e) To amend and cancel the transactions mentioned above in 6.

7. Any two of "General Manager", "Financial and Administrative Director" and "Factory 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 (I) 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,

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- 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) General Manager individually; or any Group 1 Signatories together with another Group 1 signatory or together with Group 4 signatory are jointly, authorized to sign the contracts under an amount of USD 100.000.- (one hundred thousand) related to the marketing activities of the company.

10) Factory 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 Högstedt	Vice Chairman of Board of Directors - General Manager
Fabio Ignazio Romeo	Member of Board of Directors
Ercan Karaismailođlu Director	Member of Board of Directors-Financial and Adm. Affairs

Group 2.1 Signatories:

Halil İbrahim Kongur	Member of Board of Directors - Factory Director
Sevda Yücel	Purchasing Director
Erkan Aydođdu	Logistics and R&D Director
Sabri Levent Özçengel	Human Resources Director

Group 2.2 Signatories:

İbrahim Etem Bakaç	Domestics Sales Director
Faik Kürkçü	Utilities & Contractors Sales Directors
Murat Tezcan	Export Sales Director
İlhan Öztürk	Special Cables Sales Director

Group 2.3 Signatories:

Figen Tamurođlu	Treasury Manager
Nevin Kocabaş	General Accounting and Investor Relations Manager

Group 3 Signatories:

Yiđit Türsoy	Legal Affairs Director
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Group 4 Signatories:

Ufuk Çolak	Marketing and Business Intelligence Manager
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TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.
BOARD OF DIRECTORS RESOLUTION

FINANCIAL STATEMENTS

Resolution No: 2013 / 11

Date: 02.05.2013

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 01.01.2013 and 31.03.2013.

 CHAIRMAN Mahmut Tayfun Anık	 VICE CHAIRMAN Hans Gunnar Staffan Högstedt
 MEMBER Prysmian (Dutch) Holdings B.V. natural person per procurator 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: 2013 / 12

Date: 02.05.2013

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 3 months period between 01.01.2013 and 31.03.2013.

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

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

FINANCIAL STATEMENTS

Resolution No: 2013 / 13

Date: 02.08.2013

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 01.01.2013 and 30.06.2013.

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

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

INTERIM ACTIVITY REPORT

Resolution No: 2013 / 14

Date: 05.08.2013

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 01.01.2013 and 30.06.2013.

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

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

FINANCIAL STATEMENTS

Resolution No: 2013 / 15

Date: 30.10.2013

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 01.01.2013 and 30.09.2013.

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

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

INTERIM ACTIVITY REPORT

Resolution No: 2013 / 16

Date: 30.10.2013

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 01.01.2013 and 30.09.2013.

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