

TÜRK PRYSMİAN KABLO VE SİSTEMLERİ A.Ş.
BOARD RESOLUTION

AMENDMENT OF ARTICLES OF INCORPORATION

Resolution No.: 2016 / 02

Date: 12.02.2016

As a result of the discussions regarding the recommended revisions of Capital Market Board relating to the 22.01.2016 dated, 2016/01 numbered resolution attested by Beyoğlu 29. Notary with 00157 roll number on the date of 22.01.2016 and amendment draft attached to the resolution upon our application with 1948 document number for the amendment of Articles of Incorporation;

After the expiration of the period between year 2011 and 2015 (5 years) regarding ceiling of the authorised capital that has been approved by Capital Market Board based on 25.02.2011 dated, B.02.1. SPK.0.13. – 404 numbered decision which had given after our Company entered authorised capital system with the consent Capital Market Board’s decision having the date of 27.11.1992, 10410 number, it has been unanimously resolved to

- **i)** determine the ceiling of the authorised capital as 135.000.000,00-TL and **ii)** apply Capital Market Board for the required approval in order to permit our Board of Directors to increase the issued capital up to the ceiling of the authorised capital in accordance with Capital Market Law for the period between 2016 – 2020 (5 years) by way of issuing registered and bearer share certificate
- amend Article 6, titled “Registered Capital” of the Company’s Articles of Incorporation as shown in the appendix and apply Capital Market Board and Ministry of Customs and Trade for the approval of the amendment of the Articles of Incorporation,
- submit the amended article to the approval of General Assembly after the necessary approvals are received.

CHAIRMAN Halil İbrahim Kongur	VICE CHAIRMAN Erkan Aydoğdu
MEMBER Fabio Ignazio Romeo. per procuration Draka Holding B.V	MEMBER Hans Gunnar Staffan Högstedt

MEMBER Alberto Maria Tagliabue	MEMBER Ayşe Canan Ediboğlu
MEMBER Ali Aydın Pandır	MEMBER Mehmet Emin Tutan

Old Article Article 6- Registered Capital	New Article Article 6- Registered Capital
<p>The company accepted the registered capital system in accordance with the provisions of the Capital Market Act No. 2499 as amended by Act No. 3794, and adopted this system upon the permission of the Republic of Turkey, Prime Ministerial Treasury and Foreign Trade Undersecretariat, Foreign Capital General directorate dated November 27, 1992 and No.10410 and also with the permission of the Capital Market Board dated December 11, 1992 and No.4463.</p> <p>The Registered Capital of the company is TL. 135.000.000,00 (onehundredthirtyfivemillion), and is divided into 135.000.000,00 (onehundredthirtyfivemillion) shares, each having a nominal value of TL. 1.-(one).</p> <p>Registered capital ceiling permission given by the Capital Market Board will be valid between 2011-2015. Even if the Company does not increase up to the ceiling till the end of 2015, in order for the Board of Directors to take a decision with respect to capital increase after 2015, the Board has to get an authorization of the General Assembly after getting a second permission from CMB for the priorly granted ceiling or for a new ceiling amount. The company will be deemed to be out of the registered capital system unless the said</p>	<p>The company accepted the registered capital system in accordance with the provisions of the Capital Market Act and adopted this system upon the permission of the Republic of Turkey, Prime Ministerial Treasury and Foreign Trade Undersecretariat, Foreign Capital General directorate dated November 27, 1992 and No.10410 and also with the permission of the Capital Market Board dated December 11, 1992 and No.4463.</p> <p>The Registered Capital ceiling of the company is TL. 135.000.000,00 (onehundredthirtyfivemillion), and is divided into 135.000.000,00 (onehundredthirtyfivemillion) shares, each having a nominal value of TL. 1.-(one).</p> <p>Registered capital ceiling permission given by the Capital Market Board will be valid between 2016-2020. Even if the Company does not increase up to the ceiling till the end of 2020, in order for the Board of Directors to take a decision with respect to capital increase after 2020, the Board has to get an authorization of the General Assembly after getting a second permission from CMB limited with 5 years period for the priorly granted ceiling or for a new ceiling amount. The capital cannot be increased with Board resolution unless the said authorization is</p>

authorization is obtained.

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

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

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

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

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

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

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

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

obtained.

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

The capital of the company, can be increased or decreased in accordance with Capital Market Legislation and Turkish Commercial Code in case of need.

The Board of Directors, in accordance with the provision of the Capital Market Act, whenever it deems necessary, is authorized to increase the paid in capital by issuing registered shares or bearer shares until the Registered Capital ceiling.

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

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