

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

**Resolution No: 2017/01**

**Date:24.01.2017**

**REGISTERED CAPITAL CAP INCREASE**

Upon the discussions and evaluations of sufficiency of the registered capital ceiling of our Company, due to current financial developments,

- considering the speedy and sometimes radical changes which occur in the national and world economy within the last 4 months of the year, current registered capital cap of our Company has become insufficient to provide the flexibility our Company may need in the face of possible economic changes which may occur in the future.
- For this reason, it is decided by unanimous vote to i) increase the current cap of the registered capital from 135.000.000,00-TRY to 170.000.000,00-TRY, ii) to authorize our Board of Directors, between 2017-2021 (5 years), to increase the capital up to the said cap when found necessary, by issuing registered and bearer share certificates; to apply to Capital Markets Board for necessary permits,
- In this context, to amend article 6 of the Company Articles of Association titled "Registered Capital", as shown in the annex, and to apply to Capital Markets Board and Presidency of Industry and Commerce for this amendment.
- After obtaining the necessary permits, to submit the amended article and the new time period to the approval of the General Assembly,

on the first General Assembly Meeting.

<b>CHAIRMAN</b> Halil İbrahim Kongur	<b>VICE CHAIRMAN</b> Erkan Aydoğdu
<b>MEMBER</b> Fabio Ignazio Romeo	<b>MEMBER</b> Andrea Pirondini

<b>MEMBER</b> Alberto Maria Tagliabue	<b>MEMBER</b> Ali Aydın Pandır
<b>MEMBER</b> Ayşe Canan Ediboğlu	<b>MEMBER</b> Mehmet Emin Tutan

<b>Old Article</b> <b>Article 6- Registered Capital</b>	<b>New Article</b> <b>Article 6- Registered Capital</b>
<p>The company accepted the registered capital system in accordance with the provisions of the Capital Market Act 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 obtained.</p> <p>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.</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.<b>170.000.000,00 (onehundredseventymillion)</b>, and is divided into <b>170.000.000,00 (onehundredseventymillion)</b> 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 <b>2017-2021</b>. Even if the Company does not increase up to the ceiling till the end of <b>2021</b>, in order for the Board of Directors to take a decision with respect to capital increase after <b>2021</b>, 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 obtained.</p> <p>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.</p>

<p>The capital of the company, can be increased or decreased in accordance with Capital Market Legislation and Turkish Commercial Code in case of need.</p> <p>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.</p> <p>Unless the issued shares are sold totally and the sum corresponding of them encashed, no new shares will be issued.</p> <p>Shares representing the capital are tracked as per the principles of dematerialization.</p>	<p>The capital of the company, can be increased or decreased in accordance with Capital Market Legislation and Turkish Commercial Code in case of need.</p> <p>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.</p> <p>Unless the issued shares are sold totally and the sum corresponding of them encashed, no new shares will be issued.</p> <p>Shares representing the capital are tracked as per the principles of dematerialization.</p>
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