

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

Resolution No. : 2017 / 03

Date : 07.03.2017

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 31.03.2017 (Friday) at 10.00 a.m. in our Company's Head Office located in the address Ömerbey Mah. Bursa Asfaltı Cad. No:51 Mudanya Bursa to discuss the results of the Fiscal Period between 01.01.2016 – 31.12.2016 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 of the Reports issued by the Board of Directors and Independent Auditing Company Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. and Financial Tables of the Company for the Fiscal Period between 01.01.2016 – 31.12.2016.
4. Discussion and approval of all the financial tables, reports and accounts of the Fiscal Period between 01.01.2016 – 31.12.2016 which are prepared by the Board of Directors and Independent Auditing Company pursuant to the CMB, TCC, TPL and all other related legislation, release of each member of the Board of Directors,
5. Discussion and voting of the proposal made by the Board of Directors in connection with the distribution of the profit made in the Fiscal Period between 01.01.2016 - 31.12.2016,

6. Due to the end of the mandate of the Board Members, Election of the New Board Members and determination of their term of office and compensation,

7. Discussion and approval of the amendment of the article 6 of the Articles of Incorporation of the Company as indicated in the attached draft that has been approved by Capital Market Board and Ministry of Customs and Trade, to determine the ceiling registered Capital of the Company as 170.000.000,00-TL and to give permit our Board of Directors when it deems necessary to increase the issued capital up to the ceiling of the authorised capital in accordance with Capital Market Law for the period between 2017 – 2021 (5 years) by way of issuing registered and bearer share certificate

8. Furnishing information to the General Assembly on the donations given during the year 2016 and obtaining approval in this respect, determining the upper limit of the donations for 2017.

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 2017 in frame of Capital Market Board Regulations and 6102 numbered Turkish Commercial Code which is selected by the Board of Directors based on the suggestion of Audit Committee.

11. 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 1.3.6 and 1.3.7 under the CMB communique Serial No:17.1 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

12. 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.

13. Recommendation and Adjournment,

CHAIRMAN Halil İbrahim Kongur	VICE CHAIRMAN Erkan Aydoğdu
MEMBER Fabio Ignazio Romeo	MEMBER Andrea Pirondini
MEMBER Alberto Maria Tagliabue	MEMBER Ali Aydın Pandır
MEMBER Ayşe Canan Ediboğlu	MEMBER Mehmet Emin Tutan