

Since existing laboratory within the body of our company is foreseen to be accredited and commissioned as an independent laboratory, It has been unanimously resolved to

- Amend the article 3 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.

Old Article

Article 3 – The Company’s Purpose and Main Areas of Operation

a- to manufacture, export, import and trade all kinds of cables and conductors, apparatus, tools and devices and parts and accessories thereof, raw materials and auxiliary semi-finished products and finished products and all the other goods in the electro-technical field.

b- to possess real estate and rights in this respect and the values that are underground or on the ground, to sell them and to put mortgages on them, to obtain mortgages and to remove them, to construct buildings, to rent or sell them whenever necessary, and to rent buildings.

c- on the condition that it is not an intermediary activity and security, stock and bond portfolio operation, to buy and sell all kinds of securities, stocks and bonds, to give and take all kinds of in-kind and personal guarantees in the form of security, stock and bond pledges, operation pledges, guarantee, and bank guarantee, and on the condition that it is not in the form of a business of giving loans, to obtain and to give loans.

d- to own and to use all kinds of vehicles.

e- to participate in all kinds of organizations which have been established or to be established, and to transfer or sell its participations.

f- to act as representative or as an agency, to establish dealerships and sales organization, and to undertake official and private contract works.

g- to own, sell, rent or hire licenses, patents and other intellectual property.

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

i- to perform any other acts to the benefit of the company.

Apart from the activities indicated above, in case the company desires to perform any other business that may be beneficial and necessary for the company, then the company may conduct any other business upon the proposal of the Board of Directors and the approval of the General Assembly and by performing the necessary legal formalities.

The guarantees, securities or bond pledges in favor of third parties are given as per the legislation of Capital Markets Board.

New Article

Article 3 – The Company’s Purpose and Main Areas of Operation

a- to manufacture, export, import and trade all kinds of cables and conductors, apparatus, tools and devices and parts and accessories thereof, raw materials and auxiliary semi-finished products and finished products and all the other goods in the electro-technical field.

b- to execute geometric, electrical, mechanical, chemical, optic and fire resistance tests and experiments of the raw materials used in cable production and all kinds of cables as final goods in accordance with the national and international standards or pre-defined methods and report the results, to make fire-resistance classification of the cables and to establish and run laboratory and facilities which has the required equipment and infrastructure to operate in all kinds of laboratory services, to execute licence, patent, know-how agreements with local and foreign companies regarding establishing and running a laboratory and facilities and

c- to possess real estate and rights in this respect and the values that are underground or on the ground, to sell them and to put mortgages on them, to obtain mortgages and to remove them, to construct buildings, to rent or sell them whenever necessary, and to rent buildings.

d- on the condition that it is not an intermediary activity and security, stock and bond portfolio operation, to buy and sell all kinds of securities, stocks and bonds, to give and take all kinds of in-kind and personal guarantees in the form of security, stock and bond pledges, operation pledges, guarantee, and bank guarantee, and on the condition that it is not in the form of a business of giving loans, to obtain and to give loans.

e- to own and to use all kinds of vehicles.

f- to participate in all kinds of organizations which have been established or to be established, and to transfer or sell its participations.

g- to act as representative or as an agency, to establish dealerships and sales organization, and to undertake official and private contract works.

h- to own, sell, rent or hire licenses, patents and other intellectual property.

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

j- to perform any other acts to the benefit of the company.

Apart from the activities indicated above, in case the company desires to perform any other business that may be beneficial and necessary for the company, then the company may conduct any other business upon the proposal of the Board of Directors and the approval of the General Assembly and by performing the necessary legal formalities.

The guarantees, securities or bond pledges in favor of third parties are given as per the legislation of Capital Markets Board.

Decision No. :2014/02 Date : 25.02.2014 Subject :About Main Shareholder

Since controlling shareholder of our Company, Prysmian Dutch Holdings B.V., was merged into Draka Holding N.V effective from 01.02.2014, successor Draka Holding N.V. becomes the controlling shareholder of our Company instead of dissolved Prysmian Dutch Holdings B.V.,and the board membership of Prysmian Dutch Holdings B.V. which was appointed with our Board's Resolution dated 13.09.2012 and numbered 2012/15 has ended. Later, Draka Holding N.V. changed its kind of co-operation and in result its trade name became Draka Holding B.V.

Although it has been considered that; Draka Holding B.V. becomes automatically a board member as a result of the merger and principle of universal succession, for the avoidance of any doubt; as a result of discussions made, following terms have been identified and unanimously resolved.

- To appoint Draka Holding B.V as a board member instead of Prysmian (Dutch) Holdings B.V.
- To execute necessary formalities in the Commercial Registry Office for registration and announcement of Draka Holding B.V.' s Board Membership and appointment of Mr. Fabio Ignazio Romeo who is resident at the address V Ponchielli 31 A 20900 Monza, tax no RMOFGN55M25H264M, also by Draka Holding B.V. as the representative
- To approve Mr. Fabio Ignazio Romeo to continue his duty as a member of Corporate Governance Committee as well as his representation duty.
- To submit this resolution for approval of General Assembly.

Decision No. :2014/3 Date : 26.02.2014 Subject : Independent Board Members

As a result of discussions about Independent Board Member candidates as per the CMB Communiqué No: 17.1 published in 03.01.2014 dated, 28871 numbered official gazette regarding Corporate Governance Principles,

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

It has been unanimously decided to approve Independent Board Member Candidates consists of Ali Aydın Pandır, Ayşe Canan Ediboğlu ve Mehmet Emin Tutan and to execute the necessary formalities stated in the related regulation and to be submitted to approval of General Assembly.

Decision No.: 2014 /4 Date : 28.02.2014 Subject : Financial Statements

As a result of the discussions,

It has been unanimously resolved to approve the audited financial statements and subnotes for the twelve months period between 01.01.2013 and 31.12.2013.

Decision No. : 2014 /5 Date : 28.02.2014 Subject: Information Policy

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

- To submit the revised Information Policy (**Att 1**) in accordance with current Capital Market Board Regulations to General Assembly.
- To submit the publication of remuneration principles (**Att 2**) in the web site of the company and Public Disclosure Platform which is prepared by Human Resources Department in accordance with the article 4.6.2 of Corporate Governance Principles annexed to the Corporate Governance Communique which became effective on 03.01.2014 and approved to be published in the internet site of the company by the Corporate Governance Committee to General Assembly.

Att 1 TURK PRYSMIAN KABLO VE SISTEMLERI A.S.

“DISCLOSURE POLICY”

1. INTRODUCTION

The purpose of this policy—as the regulator of the financial instruments quoted in the stock market—is to define Company rules pertaining to fulfilling our disclosure obligation in accordance with the regulations of the Capital Markets Board of Turkey (herein after shall be referred to as “S.P.K” for Sermaye Piyasasi Kurulu in Turkish) and Istanbul Stock Exchange (herein after shall be referred to as “B.I.S.T” for Borsa İstanbul A.S. in Turkish) in all applications targeting to

provide information to public by Turk Prysmian Kablo ve Sistemleri A.S. (hereinafter shall be referred to as the "Company").

2. INFORMATION AND DISCLOSURE DEMANDED

Within the scope of the codes, memorandums, and any other legislative items published as per the regulations of the S.P.K and those of the B.I.S.T, the Company must provide the SPK and the B.I.S.T. with disclosure regarding the information, events and developments , regularly and in a timely manner, that are not a trade secret and are believed to be essential and useful in ensuring the accurate functioning and operation of the market, that may affect the values and prices of the capital market instruments or investment decisions of investors.

Trade Secret is identified as information, documents as well as records and data in electronic media relating to the Company's internal structure and organization, financial and economical statuses, creditability, cash status, research and development studies, activity strategy, raw material sources, technical specifications for manufacturing, pricing policies, marketing strategies and expenditures, market shares, wholesaler and retailer customer potentials and networks, contractual relations subject or not subject to license, which are known by and accessible for only a limited number of Company personnel and other employees engaged in Company's field of activities; which should not be known by its competitors; and disclosure of which to third parties and public is strictly restricted.

3. RELEVANT DEPARTMENTS AND ADMINISTRATIVE RESPONSIBILITY

Following departments have role and responsibility in this process: Administration & Control Department, Legal Affairs, Investor Relations, and all other relevant departments.

Those who have administrative responsibility in relevant departments are those who—together with members of the Board of Directors of the Company—regularly access to Company's internal information directly or indirectly and have the capacity of taking administrative decisions that affect the future development and commercial targets of the Company. Responsibilities of those who are in the "List of People Able to Access Internal Information" in our Company, which result from those people's presence in that list, are reminded by letters prepared in such a way as to address to those people. "Insider Information with Access List" is updated by the Investor Relations department when needed, and are published in the Company's activity reports including the interim reports.

4. COMPANY PROCEDURE

Administration & Control Department, Legal Affairs Department, and other relevant Departments inform the Investor Relations Department of the required disclosure and its timing. Relevant Directors and Managers are expected to submit the information and documents to Investor Relations Department urgently and simultaneously to warrant the accuracy of provided information.

The Company may postpone the public disclosure of internal information in order to prevent any damage to legitimate interests of the Company provided that such postponement does not result in misleading of the investors and further provided that Company is able to keep such information confidential, until their disclosure time. Any other internal information or changes thereof shall be explained in the Platform for Providing Public Information (hereinafter shall be referred to as the "KAP" for Kamuyu Aydinlatma Platformu in Turkish) as soon as the need for disclosure obligation arises or such information becomes known.

Legal Affairs Department, in cooperation with Financial, Administration & Control, and Investor Relations Departments, may—when necessary and essential—assesses and verifies whether the disclosure of the information to B.I.S.T. and KAP system and making special case disclosures as per the regulations are necessary.

Media monitoring agency monitors the news and rumors about the Company published in press/media organs or Internet sites on a daily basis, and provides daily and monthly reports to the Company's employer responsible for communication. Such reports are provided to Investor Relations, Administration & Control and Legal Affairs Directorates. Investor Relations, Administration & Control and Legal Affairs Directorates assess whether these news and information have the quality that would affect the value of capital market instruments and the investment decisions of the investors or whether such information and news differ from those that were communicated to public previously by means of public disclosure documents. If, in consequence of that assessment, making an announcement about the news and rumor that does not arise the obligation of a special case disclosure as per the memorandum is still desired, announcement is made in the manner that applies to announcements which are essential as per the provisions of the Memorandum.

Especially in cases where information, events and developments having the quality that would affect the value and price of capital market instruments being traded in B.I.S.T. or the investment decisions of the investors take place, Administration & Control Department, Investor Relations Department and Legal Affairs Department are responsible for public announcements that shall be made on basis of the information provided by the relevant Department Directors & Managers.

Finally, Investor Relations Department, together with Administration & Control Department, Legal Affairs Department and Communication Department, sends announcements that include information, events and developments having the quality that might affect the value or price of capital market instruments and investment decisions of the investors to the KAP System, and makes sure that the aforementioned announcements were received by KAP System.

Investor Relations Department informs Administration & Control Department and Legal Affairs Department of the written and verbal information demands of the investors; and all the information sharing to be made in line with such demands are made within the scope of the content previously disclosed to public, within the shortest time possible and by considering the principles in this disclosure policy. All the correspondences of the department with the investors are kept recorded.

Communication with the participants of the capital market shall only be established by those persons authorized to make public announcements of the Board of Directors, on behalf of the Company . Company shall refrain from discussing any information, other than information disclosed to public, with real and legal persons outside the Company; shall notify its employees in this regard and binds those persons, who have access to such information on grounds of their employment, by means of non-disclosure agreements; and does not make any leading in terms of the expectations relating to the Company's activities, other than those allowed by the legislation for making public disclosures.

The Company's corporate Internet site is www.prysmiangroup.com.tr.

Information in the corporate Internet site is arranged based on SPK regulations and SPK Corporate Governance Principles.

Information submitted to KAP System is published on Company's Internet site by Investor Relations Department, and later Communication Department shares the content of press releases relating to aforementioned events with the managers of Administration & Control Department, Investor Relations Department, and Legal Affairs Department; finally submitting press releases to press agencies in cases where it is obligatory as per the up-to-date regulations. Information and documents covering the following titles are presented to the attention of the investors in the Company's Internet site (www.prysmiangroup.com.tr):

- Trade registry information, and latest structure of Board of Directors,
- Latest status of Board of Directors, Committee Members and top level executives assigned within the structure of the Board of Directors,
- Latest status of the Company's Articles of Association (AOA) as well as the date/number of the Trade Registry Gazette where the amended form of the AOA is published,
- Annual Reports for the last five years,

Board of directors' decision for the last five years,

- Declarations of Special Statutes,
- Corporate Governance Observance Report,
- Attendance lists, agendas and minutes of General Assembly meetings held during the last five years, and proxy voting form,
- Periodical financial tables and independent audit reports for the last five years,
- Offering circular and other documents intended for public disclosure,

Codes of conducts determined by the Company

- News and FAQ (frequently asked questions) section,

Apart from the ones mentioned above, the subjects mentioned in Article 2.1.1 of Section 2 in SPK Corporate Governance Principles are not included in the Internet site, since they are not applicable in terms of the Company.

All public disclosures made by the Company are rendered to be accessible on time, through the corporate Internet site. Presentations and reports disclosed in introduction and disclosure meetings held with capital market participants or in press meetings held in parallel with events and developments can be accessible at Company's corporate internet site.

If the Company wants its assessments intended for the future to be disclosed to public, the following principles are required to be complied with.

Assessments intended for the future are disclosed to public if such a disclosure is approved by a board of directors' decision or written approval of the person authorized by the board of directors (if any).

Assessments intended for the future are disclosed to public by the Company's management four times a year at most. The disclosure may be made in the form of special case disclosure, and may also be made through activity reports declared within the framework of the board's regulations relating to financial statements or through the presentations relating to informing the investors, on condition that they are to be explained in KAP. However, when a significant change occurs during the assessments intended for the future that has been disclosed to public, the disclosure is required to be made within the framework of the provisions of Special Cases Memorandum, and without being subject to the limitation contained in this paragraph.

If a significant difference is detected between the matters previously disclosed to Public and their realizations, the causes of the difference are mentioned in the disclosures to be made in relation with the assessments intended for the future.

(Att 2)

**TURK PRYSMIAN KABLO VE SISTEMLERI A.S.
REMUNERATION PRINCIPLES OF BOARD OF DIRECTORS MEMBERS AND SENIOR EXECUTIVES HAVING
ADMINISTRATIVE RESPONSIBILITIES**

Our Company uses the work performance assessment system designed to implement a competitive and fair wage policy. Another dynamic of this system is based on comparing total income of the employees with the current wages paid on the market.

The senior executive salaries are determined by taking into consideration macroeconomic data on the market, wage policies, size and goals of the company as well as positions of the people in question. The premiums paid to senior executives are based on the comparison between annual financial and operational (profitability, cash flow, market share, productivity... etc.) goals of the company and outcomes of the personal goals achieved at the year-end; this assessment is only based on the foregoing capabilities, no other subjective criterion is involved.

The Board of Directors' members who are not independent (both executive and non-executive members) accept the Board of Directors' membership without any financial expectations and they waiver from all wages payable to them for this membership right at the beginning. Thus, there is no salary system principle applicable for these members.

The wages payable to the independent members of the Board of Directors are determined by taking into consideration Article 4.3.6. of the Corporate Governance Principles Communiqué published by the Capital Markets Board, which is mandatory for our company, and thus no dividends, share options or a payment plan based on company performance are offered to these members but the principle is preserving the independency of these members so professional background, knowledge and experience of these members are taken into consideration as well as an average salary scale calculated by comparisons with similar companies of the market.

Decision No. : 2014 / 6 Date :28.02.2014 Subject:Dividend Distrubution Proposal

As a result of discussions with respect to the "Dividend Distribuiton Proposal" to be submitted to the Ordinary General Assembly related to financial year of 2013:

It has been unanimously resolved,

- To distribute the dividend of TL 7.162.752 .-, which constitutes 6,36% of the issued capital, from the net distributable profit of TL 9.145.892.- remaining after deduction of the I. Statutory Reverse TL 385.151.- and II. Statutory Reverse TL 155.107 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 2014, by taking the relevant clauses of company's articles of association and dividend distribution policy in consideration; thus distributing net TL 0,054247002.- per share with a nominal value of TL 1.-, following of deduction of 15% tax to be calculated over gross TL 0,063820003,

- To introduce this figures as a proposal in the Ordinary General Assembly Meeting for the financial year 2013,

Decision No. : 2014 /7 Date :03.03.2014 Subject : Call For General Assembly Meeting

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 28.03.2014 (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 01.01.2013 – 31.12.2013 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 and Independent Auditing Company DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. and Financial Tables of the Company belonging the Accounting Period between 01.01.2013 – 31.12.2013 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.

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 01.01.2013 - 31.12.2013,

6. Discussion and approval of the appointed board members during the period and election of the directors in replacement of the Board members whose terms of office are expired, and determination of remuneration of the directors,

7. Determination of Company's Information Policy

8. Furnishing information to the General Assembly on the donations given during the year 2013 and obtaining approval in this respect, Determining the upper limit of the donations for 2014.

9. Discussion of the amendment of article 3 of the Articles of Association according to the attached drafts approved by Capital Market Board and Ministry of Customs and Trade

10. Furnishing information to the General Assembly pursuant the CMB legislation, on the guarantees, liens and mortgages given to the third parties.

11. Approval of the Independent Auditing Company to audit the activities and accounts of 2013 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

12. Furnishing information to the General Assembly on the principles of remuneration of Board Members and senior executives and obtaining approval in this respect

13. 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

14. Approval of the activities mentioned under Article 14 of the Articles of Association of the company realized until the General Assembly and grant prior authorization for the same activities to be realized after the General Assembly.

Decision No. : 2014 /8 Date :06.03.2014 Subject:Annual Report

As a result of the discussions,

It has been unanimously resolved to approve the audited Annual Report for the twelve months period between 01.01.2013 and 31.12.2013.

Decision No. : 2014 /9 Date :21.03.2014 Subject: Independent Audit Firm Election

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

the designation of DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the independent audit firm for the financial year of 2014 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.

Decision No. : 2014 /10 Date :21.03.2014 Subject:Görev Dağılımı Ve Yeni İmza Sirküleri

As a result of the discussions made upon the Ordinary General Assembly dated 28.03.2014, 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.2013/1 which was registered on 12.04.2013 and which was based on Board Resolution regarding signature powers dated 10.04.2012 and No:2013/10; and to start using the signature powers as per the attached signature circular No:2014/1,
- 3- Set the resolution to be valid as of the registry date.

**SIGNATURE CIRCULAR
No.2014/01**

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 (l) herebelow (to make transfer, EFT, swift, repo, term deposits, foreign exchange transfers and to deposit the cheques endorsed or issued in favor of the company between, to or within the company accounts), which is not subject to any limit.**

- a) To endorse the cheques issued in favour of the Company,
- b) To sign the correspondence to be realized with Ministries and public or private institutions, ,
- c) To apply, follow up or close the investment and export incentives,
- d) To sign for cheque payment instructions, external warranties and domestic bank letters of guarantee requests, and amendments thereof,
- e) To realize transfer, EFT, assignment of receivables to 3rd parties and institutions, swift to abroad or import transfer transactions,
- f) To enter into any undertaking, agreements and supplements thereof with banks, financial institutions and insurance companies,
- g) To apply for credit lines and closing thereof,
- h) To open import letter of credit, amend the letters of credit, to accept reserves, to approve letters of credit texts, to send the export documents with reserves if necessary, to sign any document, contract, commitment and statements related to export, import, customs, transportation, insurance documents,
- i) To sign the Tax Statements,
- j) To sign all the transactions and documents, within the framework of Public Disclosure Platform project (KAP),
- k) To execute the transactions related to the dematerialization as per the Capital Market Board (SPK) and Central Dematerialization Agency (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 Karaismailoğlu	Member of Board of Directors-Financial and Adm. Affairs Director

Group 2.1 Signatories:

Halil İbrahim Kongur	Member of Board of Directors - Factory Director
Sevda Yücel	Purchasing Director
Erkan Aydoğdu	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 Tamuroğlu	Treasury Manager
Nevin Kocabaş	General Accounting and Investor Relations Manager

Group 3 Signatories:

Yiğit Türsoy	Legal Affairs Director
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Group 4 Signatories:

Ufuk Çolak	Marketing and Business Intelligence Manager
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Decision No. : 2014 /11

Date :11.04.2014

Subject : About Resolution 2014/10

The Resolution with 2014/10 number and 31.03.2014 date of our Board was submitted to Bursa Trade Registry for its registration on 01.04.2014. However, our registration application was rejected by Bursa Trade Registry based on the letter of Ministry of Customs and Trade Internal Trade General Management with 67300147.431.04-975848/8445 6184 number and the opinion of the Ministry expressed as "...*although the authority to represent can be subject to division or limitation, the registration of this division and/or limitation is not possible...*" within this letter. Bursa Trade Registry also verbally stated that; the registration of our Board's resolution which is subject to financial and scope limitations is not possible.

A copy of this aforesaid letter was given to us by Bursa Trade Registry and it has been understood that the registration of this aforementioned resolution is not possible by considering the statement of Bursa Trade Registry which clearly shows that they will certainly act in line with this letter which states that the authority to represent can only be subject to allocation to a center or a branch and foreseen individually or jointly and the registration of other limitations is not possible in accordance with Turkish Commercial Code No:6102 article 371/3.

Although we have been informed that İstanbul Trade Registry registers such board resolutions which contains this kind of limitations and the discussions over this subject still continue, to immediately prevent any trouble in the operation of the Company, it is deemed necessary to issue a signature circular that is in line with the approach of Bursa Trade Registry and does not contain any financial and or scope limitation and after the discussions it has been unanimously resolved;

1. to approve that the Resolution with 2014/10 number and 31.03.2014 date of our Board shall only be an internal directive and valid internally,
2. to have a new resolution regarding distribution of duties and determination of representation authorities which shall be in line with the aforementioned approach.

Decision No. : 2014 /12

Date :11.04.2014

Subject: New Signature Circular

As a result of the discussions made upon the Ordinary General Assembly dated 28.03.2014, 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.2013/1 which was registered on 12.04.2013 and which was based on Board Resolution regarding signature powers dated 10.04.2012 and No:2013/10; and to start using the signature powers as per the attached signature circular No:2014,
- 3- Set the resolution to be valid as of the registry date.

**SIGNATURE CIRCULAR
No.2014**

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.

Hans Gunnar Staffan Högstedt as our Company's General Manager and Vice Chairman of Board of Directors is severally authorized to represent and bind our Company without being subject to any limitation.

Ercan Karaismailoğlu as Financial and Administrative Director and Member of Board of Directors and Halil İbrahim Kongur as Factory Director and Member of Board of Directors are jointly, authorized to represent our Company without being subject to any limitation.

Individual Signatory:

Hans Gunnar Staffan Högstedt - Vice Chairman of Board of Directors – General Manager

Joint Signatories:

Ercan Karaismailoğlu - Member of Board of Directors - Financial and Administrative Director
Halil İbrahim Kongur - Member of Board of Directors - Factory Director

Decision No. : 2014 /13

Date :05.05.201

Subject: Committees

In the Ordinary General Assembly Meeting of our Company held on the date of 28.03.2014, Mr. Mahmut Tayfun Anık, Mr. Hans Gunnar Staffan Högstedt, Mr. Ercan Karaismailoğlu, Mr. Halil İbrahim Kongur and Draka Holding B.V. and as independent members Mr. Ali Aydın Pandır, Mr. Mehmet Emin Tutan and Ms. Ayşe Canan Ediboğlu have been elected as members of the Board of Directors to serve until the Ordinary General Assembly Meeting to be held in 2015 and the legal entity member Draka Holding B.V. shall be represented by Mr. Fabio Ignazio Romeo.

According to the Corporate Governance Communiqué dated 03.01.2014, no. II-17.1; in order to enable the Board of Directors to perform its duties and responsibilities properly; it is anonymously decided to establish committees and in this context;

- number of the members of Audit Committee be set as two persons, independent member Ms. Ayşe Canan Ediboğlu be elected as the chairman of the committee and independent member Mr. Ali Aydın Pandır be elected as the member of the committee,
- number of members of the Corporate Governance Committee be set as three persons, independent member Mr. Ali Aydın Pandır be elected as the chairman of the committee, Draka Holding B.V. and Investor Relations Department Manager Ms. Nevin Kocabaş be elected as the members of the committee, committee membership duty of Draka Holding B.V. be fulfilled by its representative Mr. Fabio Ignazio,

number of members of the Committee for Early Determination of Risks be set as three persons, independent member Ms. Ayşe Canan Ediboğlu be elected as the chairman of the committee and Mr. Ali Aydın Pandır and Mr. Ercan Karaismailoğlu be elected as the members of the committee.

Decision No.: 2014 /14

Date : 06.05.2014

Subject : Financial Statements

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

It has been unanimously resolved to approve the Financial Statements for the 3 months period between 01.01.2014 and 31.03.2014.

Decision No. : 2014 /15

Date :08.05.2014

Subject : Interim Activity Report

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 01.01.2014 and 31.03.2014.

Decision No. : 2014 /16

Date :09.05.2014

Subject:Related Party Transactions

As a result of negotiations performed in connection with related party transactions of the Company; in accordance with the Capital Markets Board Communiqué Serial:II No:17.1 regarding Corporate Governance (the "Communiqué"). during assessment concerning related party transactions of the Company which are anticipated to be realized based on company budget plan for 2014, it was resolved that general conditions of transactions set forth at the budget are suitable and reasonable and to adopt following principles in connection with such transactions:

It is unanimously resolved;

1- Raw Material Purchase

For the purpose of creating alternatives to suppliers at both domestic and international market for procurement of metals, fibers and compounds used as raw materials for cable manufacture which is the main area of activity of the Company, and ensuring supplier diversity and benefiting from advantages created by scale economy, considering advantages like continuity of quality control supply and fixed price during the entire year,

A) to purchase metals in part or in whole, as the case may be, from Prysmian Spa and Prysmian Romania Cabluri Si Sistema provided that London Metal Exchange (LME) daily metal prices are taken as arm's length price for metal purchases, additional brokerage (Fixing cost) added to LME daily metal unit prices and labor unit prices for transforming to copper in the quality of 8 mm (Transformation – Premium) and end unit cost which arises as a result of these are reasonable,

B) For purchases of fiber needed for telecom cables, by taking as reference market prices, desired material quality and lead time performing fiber purchases in part or in whole, as the case may be, from Draka Comteq France SAS, Fibre Ottiche Sud- F.O.S.S.r.l. and Draka Comteq Fibre BV or other Prysmian Group companies under same conditions,

C) For purchases of compounds to be used for manufacture of cables by taking as reference market prices, desired material quality and lead time performing compound purchases in part or in whole, as the case may be, from Prysmian Cavi e Sistemi Italia S.r.l., Prysmian Cables y Sistemas S.A. and Prysmian Kabel und System GmbH or other Prysmian Group companies under same conditions

2- Cable and Accessory Purchase

A) Since the company needs to purchase cables from Prysmian Group companies because of the reasons a) capacity occupancy b) products that are out of product range of the company and c) customers' requesting certificate of origin from another country, to purchase cables also considering level of service provided to customers, at a reasonable profit margin to be determined and added to variable cost of cable according to industry and relevant cable,

B) To procure from Prysmian Power Link S.r.l. cables needed for submarine cable tender(s) participated as ordinary partnership together with Prysmian Power Link S.r.l. and to obtain a report regarding this,

C) Since the company does not manufacture accessories, for the purpose of complementing products manufactured, increasing product range and ensuring efficient and reliable operation of cables, to purchase Prysmian accessories

from Prysmian group companies, although a reasonable profit is fair, as long as the packet obtained together with products they are added is profitable, even without expectation of generating profit by selling thereof,

3- Receiving Service

In the name of benefiting from know-how Prysmian Group head office has acquired as a result of operations maintained for years at a global scale, to continue receiving services provided to affiliates such as Business Development, Operations, Logistics, HR, Financial Reporting, Planning and Control, Finance, Risk Management, Tax, Security, Law, Internal Audit, Marketing, Occupational Health and Safety, Purchasing, Quality, Process and Equipment, Sales, etc. from Prysmian Cavi e Sistemi S.r.l in the form and scope as set forth at the contract made in 2006, to pay this company expense contributions determined according to present contract and to be designated according to various distribution keys budgeted accordingly,

4- License Purchase

Since it is determined that contents of license contracts made with Prysmian Cavi e Sistemi S.r.l for benefiting from trade mark and know-how, most important elements in operation of the company, is reasonable and suitable considering that this trade mark and know-how have gained even more value since year of signing the contract, to continue payments of relevant license fees,

In connection with software licenses purchased by Prysmian Group on a global scale, to contribute to expense sharing budgeted by Prysmian SpA which incurred expense in accordance with distribution key designated for subsidiaries

5- Cable Sale

For cable sales from the company to Prysmian Group companies, to sell at a reasonable profit margin to be determined according to industry and relevant cable which would be added to variable cost of the cable as long as capacity is available; if capacity is not available at market prices

To get a report as defined in the Communiqué from independent firms, for the transactions, which would reach to thresholds set forth at Corporate Governance Communiqué, and if necessary re-evaluate such transactions according to the conclusions of the report and to comply with regulations of Capital Markets Board in other matters.

Decision No. : 2014 /17

Date :03.07.2014

Subject:About Resignation

As a result of the discussions with Mr. Ercan Karaismailoğlu, it has been resolved to;

1.

- a) accept Mr. Ercan Karaismailoğlu's resignation, commence the required works to determine the new member in order to fill the vacancy as a result of his resignation,
- b) withdraw all the authorization conferred upon him by the resolution Nr2014/12 dated 11.04.2014,
- c) confirm the end of his membership in Committee for Early Determination of Risks

due to Mr. Ercan Karaismailoğlu's resignation from company's board of directors in 11.06.2014;

2. Cancel the signature circular no 2014 which was registered on 15.04.2013, published on 18.04.2014 in Turkish Registry Gazette and which was based on Board Resolution regarding signature powers dated 11.04.2014 and No:2014/12; and to start using the signature powers as per attached signature circular 2014/03,
3. Determine the number of members of the Committee for Early Determination of Risks as two people, independent member Ms. Ayşe Canan Ediboğlu as the chairman of the committee and independent member Mr. Ali Aydın Pandır as the member of the committee to continue their duty.

Appoint Hans Gunnar Staffan Högstedt whose information is listed below as "PDP Certificate User of Our Company" and "PDP Certificate Manager of Our Company" for preparing and/or signing and sending the notification forms to PDP which our Company is obliged to disclose to the general public in line with signature circular according to current "Communique of Public Disclosure Platform" of Capital Market Board of Turkey, apply related organization (Central Securities Depository) in order to complete necessary recognition of newly appointed Hans Gunanr Staffan Högstedt in PDP system by providing required information and documents

No	Name and Surname	Passport No	Title	Telephone	E-mail
1	Hans Gunnar Staffan Högstedt	SWE 86372059	General Manager	02123937701	hans.hoegstedt@prysmiangroup.com

Decision No. : 2014 /18

Date :11.08.2014

Subject : Financial Statements

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

It has been unanimously resolved to approve the Financial Statements for the 6 months period between 01.01.2014 and 30.06.2014.

Decision No. : 2014 /19

Date :11.08.2014

Subject:Interim Activity Report

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 01.01.2014 and 30.06.2014.