

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

FINANCIAL STATEMENTS

Resolution No: 2015 / 02

Date: 27.02.2015

As a result of the discussions;

It has been unanimously resolved to approve the audited consolidated financial statements and subnotes for the twelve months period between 01.01.2014 and 31.12.2014.

 CHAIRMAN HALİL İBRAHİM KONGUR	 VICE CHAIRMAN ERKAN AYDOĞDU
 MEMBER Draka Holding B.V. natural person per procuration FABIO IGNAZIO ROMEO	 MEMBER HANS GUNNAR STAFFAN HÖGSTEDT
 MEMBER ALBERTO MARIA TAGLIABUE	 MEMBER ALİ AYDIN PANDIR
 MEMBER AYŞE CANAN EDİBOĞLU	 MEMBER MEHMET EMİN TUTAN

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

Resolution No. : 2015 / 03

DIVIDEND DISTRIBUTION PROPOSAL



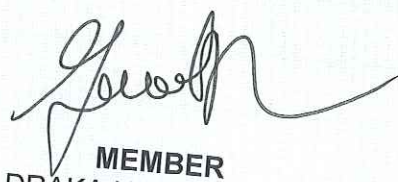

Date: 27.02.2015

In consideration of the provisions of Turkish Commercial Code (TTK), Capital Market Legislation, Capital Market Law (SPKn.), Capital Market Board (SPK) Regulations/Decisions, Corporate Tax Law, Income Tax Law, Tax Procedural Law (VUK) and other relevant legal statutes, the relevant provisions of the Articles of Incorporation of our Company and the "Profit Distribution Policy";

- The generated Profit for the Fiscal Year has been 11.810.474.-TL according to the financial statement for the fiscal year 01.01.2014 – 31.12.2014, the submission principles of which have been defined as per the relevant decisions of the SPK and which has been subject to independent auditing and drawn up in accordance with the provisions of the "Communique of the Principles of Financial Reporting in the Capital Market" (II-14.1) of the SPK and in compliance with the Turkish Accounting Standards and Turkish Financial Reporting Standards published by the "Public Oversight, Accounting and Auditing Standards Authority".
- In addition, the "Net Loss" has been 13.874.183,18 TL in the fiscal year 01.01.2014 – 31.12.2014 as per our legal records kept within the scope of TTK and VUK.
- Since the upper limit for the dividends to be distributed has been defined as the distributable amount of the relevant dividend sources included in the legal records in accordance with the Dividend Guideline published in the Weekly Bulletin dated 27.01.2014 and no. 2014/2 of the SPK;

It has been unanimously resolved to submit below decisions to the approval of the General Assembly and notify the shareholders and,

- not to distribute dividends in relation to the fiscal year 01.01.2014 – 31.12.2014 and,
- to reserve as "Extraordinary Reserve" such 11.810.474 TL which has been generated in the consolidated accounts drawn up in the fiscal year 01.01.2014 – 31.12.2014 within the frame of the belowmentioned provisions of the SPK.

 CHAIRMAN Halil İbrahim Kongur	 VICE CHAIRMAN Erkan Aydoğdu
 MEMBER DRAKA HOLDING B.V. Fabio Ignazio Romeo	 MEMBER Hans Gunnar Staffan Högstedt

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

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

Resolution No. : 2015/ 04

Date : 27.02.2015

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 27.03.2014 (Friday) at 09.00 a.m. in our Company's Head Office located in the address Ömerbey Mah. Bursa Asfaltı Cad. No:51 Mudanya Bursa to discuss the results of the Account Period between 01.01.2014 – 31.12.2014 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 DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. and Financial Tables of the Company belonging the Accounting Period between 01.01.2014 – 31.12.2014.
4. Discussion and approval of all the financial tables, reports and accounts 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 Accounting Period between 01.01.2014 - 31.12.2014,
6. Approval of the appointments of the Board Members during the period in accordance with Article 363 of TCC,
7. Furnishing information to the General Assembly on the donations given during the year 2014 and obtaining approval in this respect; determining the upper limit of the donations for 2015.
8. Furnishing information to the General Assembly pursuant the CMB legislation, on the guarantees, liens and mortgages given to the third parties.
9. Approval of the Independent Auditing Company to audit the activities and accounts of 2014 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

10. 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

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. Recommendation and Adjournment,

 CHAIRMAN Halil Ibrahim Kongur	 VICE CHAIRMAN Erkan Aydođdu
 MEMBER DRAKA HOLDING B.V. Fabio Ignazio Romeo	 MEMBER Hans Gunnar Staffan Högstedt
 MEMBER Alberto Maria Tagliabue	 MEMBER Ali Aydın Pandır
 MEMBER Ayşe Canan Edibođlu	 MEMBER Mehmet Emin Tutan

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

DISTRIBUTION OF DUTIES-NEW SIGNATURE CIRCULAR

Resolution Nr.: 2015/12

Date : 31.07.2015

As a result of the discussions made upon the Ordinary General Assembly dated 27.03.2015, it has been unanimously resolved to;

- 1- Distribute the duties among the Board Members; Mr. Halil İbrahim Kongur to continue his duty as the Chairman of the Board of Directors and Mr. Erkan Aydođdu to continue his duty as Vice Chairman (Acting Chairman) of the Board of Directors,
- 2- Cancel the signature circular no.2014/05 which was registered on 31.12.2014 and which was based on Board Resolution regarding signature powers dated 25.12.2014 and No:2014/23; and to start using the signature powers as per the attached signature circular No:2015/01,
- 3- Set the resolution to be valid as of the registry date.

 CHAIRMAN Halil İbrahim Kongur	 VICE CHAIRMAN Erkan Aydođdu
 MEMBER Draka Holding B.V. natural person per procuration Fabio Ignazio Romeo	 MEMBER Hans Gunnar Staffan Högstedt
 MEMBER Alberto Maria Tagliabue	 MEMBER Ayşe Canan Edibođlu
 MEMBER Ali Aydın Pandır	 MEMBER Mehmet Emin Tutan

SIGNATURE CIRCULAR
No.2015/01

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. **Erkan Aydođdu** as our Company's General Manager and Vice Chairman of the Board of Directors is **severally authorized** to represent and bind our Company **without being subject to any limitation.**
3. **Halil İbrahim Kongur** as Factory Director and Chairman of Board of Directors and **Alberto Maria Tagliabue** as Chief Financial Officer and Member of Board of Directors are **jointly, authorized** to represent our Company **without being subject to any limitation.**

INDIVIDUAL SIGNATORY

ERKAN AYDOĐDU (T.C. Identity No: 12686982990)
General Manager & Vice Chairman of the Board of Directors

JOINT SIGNATORIES

HALİL İBRAHİM KONGUR (T.C. Identity No: 20155639900)
Factory Director & Chairman of the Board of Directors

ALBERTO MARIA TAGLIABUE (Citizenship No: 99100541728)
Chief Financial Officer & Member of Board of Directors

