

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

INFORMATION POLICY & REMUNERATION PRINCIPLES

Resolution No. :2014/

Date :

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.

CHAIRMAN Mahmut Tayfun Anık	VICE CHAIRMAN Hans Gunnar Staffan Högstedt
MEMBER DRAKA HOLDING Fabio Ignazio Romeo	MEMBER Ercan Karaismailoğlu
MEMBER Halil İbrahim Kongur	MEMBER Neslihan Tonbul
MEMBER Ali Aydın Pandır	MEMBER Mehmet Emin Tutan

(Att 1)

TURK PRYSMIAN KABLO VE SISTEMLERİ 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 Piyasası 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 Aydınlatma 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 pres 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 Statuses,
- 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 waive 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.