

AGENDA FOR ORDINARY GENERAL ASSEMBLY MEETING

TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş. 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, Auditors' Board and Independent Auditing Company belonging to the year 2010,
4. Discussion and approval of the Activity Report of the Board and Auditing Report covering the Accounting Period between 01 January 2010 - 31 December 2010 as well as the financial tables which are prepared pursuant to the CMB legislation, release of members of the Board of Directors and Auditors' Board,
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 January 2010 - 31 December 2010,
6. Furnishing information to the General Assembly on the donations given during the year 2010 and obtaining approval in this respect,
7. Election of the directors in replacement of the Board members whose terms of office are to be expired, and determination of remuneration of the directors,
8. Election of the members of the Auditors' Board and determination of their terms of office and their fees,
9. Furnishing information to the shareholders on the asset, service and obligation transferring transactions with the related parties, which trigger transfer pricing evaluation within the scope of CMB Communiqué Serial: IV, No:41,
10. Discussion of the amendment of articles 3, 4, 6 and 23 of the Articles of Association according to the attached drafts approved by Capital Markets Board and Ministry of Industry and Trade and within the context increase of the registered capital ceiling of the Company to TL135,000,000 and approval thereof,
11. Furnishing information to the General Assembly pursuant the CMB legislation, on the guarantees, liens and mortgages given to the third parties,
12. Delegation of the Managing Director Francesco Fanciulli with the authority to award bonuses to the Company's personnel who contributed to realization of Company's targets during the year 2010 within the frame of general principles adopted by the Company, and determination of amount of bonus vis a vis the targets achieved by the Company's management and submission of the same to the approval of the General Assembly,
13. Approval of the Independent Auditing Company to audit the activities and accounts of 2011 which is selected by the Board of Directors pursuant the CMB Communiqué and the agreement,
14. Submitting the Ethical Code of Turk Prysmian to discussion and approval of the General Assembly,
15. 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,
16. Authorization of the Chairman and Directors of the Board to perform transactions pursuant to Clauses 334 and 335 of the Turkish Commercial Code,
17. Recommendation and Adjournment.