

TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.
47th ORDINARY GENERAL ASSEMBLY
March 26, 2010
MEETING MINUTES

Türk Prysmian Kablo ve Sistemleri A.Ş.'s Ordinary General Assembly Meeting for the activity year of 2009 is held on March 26, 2010, at the head quarter address "Ömerbey Mah. Bursa Asfaltı Cad. No:51 Mudanya / Bursa" as designated by the Board of Directors of the Company with participation of the Ministry Commissioner Mr. Mumin MENEKSE, appointed by TR Bursa Governor's Office, Provincial Directorate of Industry and Commerce, with their letter, No: B.14.4.İLM.0.16.00.02/2511 and Date: March 23, 2010.

It was checked and made sure that the Assembly Meeting's agenda was published at March 10, 2010 edition of Turkish Trade Registrar Gazette with edition number 7518 and March 10, 2010 editions of Vatan and Olay newspapers as well as the company's website www.prysmian.com.tr and shareholders were notified the venue, date, time and agenda of the General Assembly Meeting as stipulated in the Code and as per the provisions of the Articles of Association of the Company.

It was checked and understood that the holders of shares, namely shares issued to bearer with nominal value of 31,963,329.000 TRY and shares issued to name with nominal value of 62,028,331.000 TRY, blocked their shares and submitted the documentation thereof to the Company.

Further to checking the List of Attendants, it was understood that 939,916,600.000 shares corresponding to capital of 93,991,660.000 TRY from out of the Company's total capital of 112,233,652.000 TRY were represented in person in the meeting and that the aforementioned participation satisfied the minimum quorum requirements of the law and of the provisions of the Articles of Association; and therefore, the meeting was opened by Mr. Francesco Luciano Giovanni Fanciulli and discussions of the agenda began.

1. It was voted on consensus that Mr. Francesco Luciano Giovanni FANCIULLI to be appointed to Head Council, Mr. Hasan Ozgur DEMIRDOVEN to Vote Collector and Mr. Yigit TURSOY to Secretary. It was explained to shareholders that the voting would take place in open voting fashion and votes would be used by raising hands.

2. Mr. Francesco Luciano Giovanni FANCIULLI, Head Council of the General Assembly Meeting explained to General Assembly Participants that other members of the Board of Directors were absent and abroad due to their international work schedule. Head Council was empowered to sign the Meeting Minutes on vote of unanimity.

3. Board of Directors' Annual Report, Audit Committee's and Independent Audit Company Basaran Bas Bagimsiz Denetim ve Serbest Muhasebeci Mali Musavirlik A.S.'s (a member of PriceWaterhouseCoopers) reports and Balance Sheet and Income Statement for the fiscal period of January 1, 2009 - December 31, 2009, were read and negotiated.

4. Board of Directors' Annual Report, Audit Committee's and Independent Audit Company's reports and Balance Sheet and Income Statement for the fiscal period of January 1, 2009 - December 31, 2009, were negotiated, calculations were approved and accepted on vote of unanimity. Appointment of Mr. Francesco Luciano Giovanni FANCIULLI to the Board Member chair that became vacant upon the resignation of Mr. Giovanni Battista SCOTTI in 2009 was approved on vote of unanimity. Former Board members of the subject fiscal period, namely Mr. Mahmut Tayfun Anik, Valerio BATTISTA, Francesco Luciano Giovanni FANCIULLI, Pier Francesco FACCHINI, Fabio Ignazio ROMEO, Ennio BERNASCONI, Giovanni Battista SCOTTI and former Audit Committee members Mr. Rasit Yavuz and Mr. Hikmet Turken were severally released from their duties on vote of unanimity.

5. Board of Directors' proposal for distribution of the profit made in the fiscal period of January 1, 2009 - December 31, 2010, was discussed by the General Assembly and:

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Because the examination of the 2009 fiscal period financial tables, prepared in accordance with internationally recognized Financial Reporting Standards and as per the Capital Markets Board's (CMB) Communiqué with Serial Number: XI-29 and subjected to independent audit, as per the principles set out in CMB's decision, with decision number 11/467 dated April 17, 2008, and namely the review of the lines "tax obligation in the period" and "deferred tax revenue" reveal a "Net Period Loss" of 5,289,062 TRY; pursuant to the CMB's regulations on profit distribution and in line with the current profit distribution policies of the Company, it was voted unanimously that there should not take place any profit distribution for the fiscal period of 2009.

6. Donations and grants made in the fiscal period of 2009 were read and notified to the General Assembly Meeting participants. Donations and grants made were discussed and approved on vote of unanimity.

7. It was decided on vote of unanimity that Mr. Mahmut Tayfun ANIK, representing Prysmian (Dutch) Holdings B.V., Mr. Francesco Luciano Giovanni FANCIULLI, Mr. Fabio Ignazio ROMEO and Mr. Hasan Ozgur DEMIRDOVEN to be appointed to the Board of Directors for an office term of one year or until the Ordinary General Assembly Meeting that shall be held in 2011 with regards to financial results of the fiscal period of 2010, to represent and bind the company for all matters, with the exception of matters that are given to the responsibility of the General Assembly in the Turkish Commercial Code, without having to notify the General Assembly in advance or afterwards; and that Board of Directors' members appointed would not be paid any remuneration throughout their term of office.

8. It was decided on vote of unanimity that Mr. Rasit Yavuz and Mr. Hikmet Turken to be appointed to Audit Committee for a term of one year until the General Assembly Meeting to be held in 2011 in relation to the financial results of the fiscal period of 2010. It was decided on vote of unanimity that each member of the Audit Committee to be paid a yearly gross remuneration of 1,250 TRY after April 1, 2010.

9. It was decided on vote of unanimity that the Independent Audit Company DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., chosen by the Board of Directors, was a good choice and that the agreement should be accepted accordingly. Furthermore, the shareholders were also notified that the aforementioned independent audit company had presented a written undertaking and therefore there should be no concerns with regards to their independence.

10. In relation to the "Notification Policy", Board of Directors' Decision 2007/06 dated March 16, 2010, for revision of the Notification Policy that was announced to the public as per the Capital Markets Board's Corporate Governance Principles were notified to the shareholders.

11. It was decided on vote of unanimity that bonus payments, in line with the company's targets, to be made as per the Company's general principles to Company employees, who contributed to Company's meeting the targets by fulfilling their individual targets given to them by the Company management in 2009; that the amount of such bonus payment would be decided by the Company management in line with the realized targets and that Mr. Francesco Luciano Giovanni Fancuilli, General Manager, would have the capacity to carry out necessary proceedings and to take necessary decisions in this regard.

12. 2009 and 2010 reports of Kapital Karden Bağımsız Denetim ve Yeminli Mali Müşavirlik A.Ş., Independent Audit Company in charge of auditing asset, service and liability transfers by and between affiliate parties in the sense defined in the Capital Markets Board's "Communiqué Serial No: IV/41 That Require Publicly Traded Companies to Have Their Transfer Pricing Operations Audited" Regarding the Principles to be Adhered by Joint Stock Companies Subject to the Capital Markets Board, were read and explained to General Assembly and transactions carried out were found to be appropriate on vote of unanimity.

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13. As per the provisions of the Article 14 of the Company's Articles of Association, it was decided on vote of unanimity that all decisions made and all transactions carried out in relation to all real estate properties bought and/or sold until the date of the present General Assembly Meeting were hereby accepted and that all Board of Directors decisions for buying or selling real estate properties as the need may arise were hereby preapproved.

14. It was decided on vote of unanimity that the Members of the Board of Directors were empowered in relation to performance of the transactions listed in the Articles 334 and 335 of the Turkish Commercial Code.

15. The Head Council thanked our customers and suppliers, who have had trust in us for many years, and our employees, who did every endeavor for our success; and wished 2010 to bring value to our country, our industry and our investors and success to our company. As all the items in the agenda were discussed, the Head Council adjourned the meeting.

This Meeting Minutes was prepared and signed on site at the meeting venue immediately after the meeting. March 26, 2010.

HEAD COUNCIL Francesco Luciano Giovanni FANCIULLI	COMMISSIONER OF THE MINISTRY OF INDUSTRY AND COMMERCE Mumin MENEKSE
VOTE COLLECTOR Hasan Ozgur DEMIRDOVEN	SECRETARY Yigit TURSOY