

TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.
50th ORDINARY GENERAL ASSEMBLY MEETING
3/29/2013
MEETING MINUTES

Türk Prysmian Kablo ve Sistemleri A.Ş.'s Ordinary General Assembly Meeting for the activity year of 2012 is held at 09:00 on March 29, 2013, 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 Ms. Sevil Karapinar, appointed by TR Bursa Governor's Office, Provincial Directorate of Industry and Commerce, with their letter, No: 668 and Date: March 27, 2013.

It was checked and made sure that the General Assembly Meeting's announcement, including the meeting venue, date, time and agenda, was made in Turkish Corporate Registrar's Gazette Edition: 8271 dated March 5, 2013, and in March 6, 2013 editions of Vatan and Olay newspapers, as well as the Company's website www.prysmian.com.tr and therefore it was understood that the General Assembly Meeting is held in compliance with the time specifications, summoning requirements and procedures of general assembly meetings as set out in the laws and in the provisions of the Articles of Association.

Further to checking the List of Attendants, it was understood that 95,543,277.90 shares corresponding to capital of 95,543,277.90 TRY from out of the Company's total capital of 112,233,652.000 TRY were represented in person at 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 further that Mr. Rasit Yavuz and Hikmet Turkey representing the Audit Committee and Mr. Hans Gunnar Staffan Hoegstedt and Mr. Ercan Karaismailoglu representing the Board of Directors were present; and therefore, the meeting was opened by Mr. Hans Gunnar Staffan Hoegstedt, Deputy Chairman of the Board and discussions of the agenda began.

As per the provisions of the Article 1527 Paragraphs 5 and 6 of the Turkish Commerce Code, it was ascertained that the Company has fulfilled preparations for electronic general assembly in accordance with the legislation and the meeting was held in physical and electronic media concurrently.

1. It was decided on vote of unanimity that Mr. Ercan Karaismailoglu to be appointed to Head Council, Ms. Nevin Kocabas to be appointed to Vote Collector and Mr. Yigit Tursoy to be appointed to the Secretary. It was explained to the shareholders that the votes would be cast by raising hands in the physical setting or over the General Assembly System of the Central Record Organization in the electronic setting.

2. Mr. Ercan Karaismailoglu, the Head Council, explained to the shareholders that Mr. Mahmut Tahfun Anik and Mr. Fabio Ignazio Romeo were unable to participate the General Assembly Meeting due to their international work program abroad while Mr. Halil Ibrahim Kongur, Ms. Neslihan Tonbul, Mr. Mehmet Emin Tutan and Mr. Ali Pandir were unable to participate the meeting due to their appointments elsewhere in Turkey. 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, 2012 - December 31, 2012, were read and negotiated.

4. All financial statements, reports and calculations of the fiscal period of January 1, 2012 - December 31, 2012 prepared/made in accordance with the CMB's legislation were negotiated and severally approved on vote of unanimity. Appointment of Prysmian Dutch Holdings B.V. and Mr. Fabio Ignazio Romeo, representing Prysmian Dutch Holdings B.V., to the Board Member chair that became vacant upon the resignation of Mr. Fabio Ignazio Romeo was approved on vote of unanimity and former Board Members of the subject fiscal period, namely Mahmut Tayfun Anik, Hans Gunnar Staffan Hoegstedt, Prysmian Dutch Holdings B.V., Fabio Ignazio Romeo, Ercan Karaismailoğlu, Halil İbrahim Kongur, Neslihan Tonbul, Mehmet Emin Tutan and Ali Pandir were severally released from their duties on vote of unanimity.

5. General Assembly discussed the Board of Directors' proposal included in Board of Directors Decision No: 2013/04 dated March 4, 2013, in relation to the distribution of the period profit of January 1, 2012 - December 31, 2012, and:

It was decided on vote of unanimity that entirety of distributable net period profit of 7,140,598 TRY, which corresponds to 6,36% of the balance issued capital that was calculated by setting off 410,094 TRY 1st Degree

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Legal Reserve Fund and 152,891 TRY 2nd Degree Legal Reserve Fund against 7,703,583 TRY balance sheet profit of fiscal period of 2012 as per the generally accepted accounting principles published by the Capital Markets Board, to be distributed, as per the provisions of the Articles of Association of the Company and the Company's profit distribution principles, to eligible shares representing the Company's issued capital, effective April 16, 2013, namely by distributing 0.054079216 TRY, i.e. 0.063622607 TRY minus 15% tax applicable, to every share with nominal value of 1 TRY, in form of dividend.

6. Company profit distribution policy included in the Board of Directors Decision No: 2007/7 dated March 27, 2007, was read to and negotiated by the General Assembly and it was decided on vote of unanimity that the same to be adopted as the Company's profit distribution policy.

7. Donations and grants made in the fiscal period of 2012 were read and notified to the shareholders. Donations and grants made were discussed and approved on vote of unanimity. Board of Directors' proposal pertaining to donations and grants with decision number 2013/05 dated March 4, 2013 was read to the general assembly participants and adopted on vote of unanimity. It was decided on vote of unanimity that the ceiling applicable to the donations to be made in 2013 should be 10% of the previous year's net profit as also provided in the Company's donation and grants policy.

8. It was decided on vote of unanimity that the Articles 4, 9, 10, 11, 13, 23 and 26 of the Company's Articles of Association should be amended as follows as approved by the Capital Markets Board's permit, permit no: 29833736-110.03.02-223 dated February 8, 2013, and TR Ministry of Customs and Trade General Directorate of Domestic Trade's permit, permit no: 67300147/431.02.1542-173347-1386 910 dated February 14, 2013.

NEW ARTICLE

Article 4 - Company's Head Quarter and Branches:

The Company's head quarter is located in Mudanya at the address of "Omerbey Mahallesi Bursa Asfalti Caddesi No: 51 Mudanya, Bursa". The Company may establish offices and open branches and representative offices in Turkey or abroad. Address changes shall be registered with the Corporate Registrar, announced in Turkish Corporate Registrar's Gazette, notified to the Capital Markets Board and the Ministry of Customs and Trade and also published in the Company's website. Formal notices served to the Company's registered address shall be deemed to have been delivered to the Company. Company's failure in having its new address registered within the legally permitted time period despite having left its registered address shall be considered as righteous cause for termination of the company. The Company shall notify any changes to its registered address to the Ministry of Customs and Trade and the Capital Markets Board.

NEW ARTICLE

Article 9 - Transfer of Registered Shares (Issued to Name):

In the event any of the shareholders wish to transfer all or a part of their registered (issued to name) shares, the transfer and registering of the shares shall take place in accordance with the provisions of Articles 490, 491 and 499 of the Turkish Commerce Code.

NEW ARTICLE

Article 10 - Board of Directors:

Company's business and representation and binding of the Company shall be the responsibility of a Board of Directors that shall consist of 5 to 9 persons. Number and qualities of the independent members of the Board of Directors shall be determined as per the corporate governance arrangements of the Capital Markets Board.

Members of the Board of Directors are appointed by the General Assembly as per the provisions of the Capital Markets Board legislation, Turkish Commerce Code and those of the Articles of Association of the Company. In relation to independent members, election of a member whose term of office expired is possible as long as the provisions of capital markets legislation are adhered to. Board of Directors shall have the capacity to resolve all matters pertaining to the Company's business affairs with the exception of those matters that were specifically entrusted to the General Assembly's capacity as per the provisions of the Turkish Commerce Code and those of the Articles of Association of the Company. Board of Directors shall be liable towards the Company in relation to restrictions of all kind that come with their status and with the decision of the General Assembly.

Board of Directors' management capacity may be delegated to one or more members of the Board of Directors, to general manager and/or third persons working at the management of the Company as per the provisions of

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the Article 367 of the Turkish Commerce Code.

On the other hand, Board of Directors' representation capacity may be delegated to one of more managing director(s) and third persons working at the management of the Company provided that at least one member of the Board of Directors shall also have the representation capacity.

NEW ARTICLE

Article 11 - Board of Directors' Decisions:

Board of Directors pass their decisions in meetings summoned by the chairperson. Chairperson may also summon the board meeting upon the written and justified request of any of the board members.

Members of the Board of Directors are summoned to board meeting by means of letters or telegrams. Invitations include meeting agenda.

Those members who fail to participate in the meeting may notify their votes in their letters. Votes casted this way shall also be considered in determination of the voting quorum that'll be required to be met for passing decisions.

Board of Directors' meetings may be held at any location and with any intervals as may be seen fit by the Board of Directors at their discretion.

Those persons who are eligible for participating in the Company's Board of Directors' meetings may do so in electronic setting as per the provisions of the Article 1527 of the Turkish Commerce Code. Company may establish Electronic Meeting System that'll enable the entitled persons to participate and cast votes in meetings as per the provisions of the Communiqué on Electronic General Assembly Meetings of Commerce Companies In Addition to Traditional General Assembly Meetings and/or purchase any of the systems that were designed for this purpose. It shall be ensured that the persons entitled to right to vote as per the provisions of the applicable legislation shall be able to make use of their rights using the system established or system purchased as per the provisions of this article of the Articles of Association in line with the principles laid in the relevant legislation.

Saving the provisions of arrangements that govern the electronic Board of Directors meetings, Board of Directors may pass a decision without having to physically gather by circulating a draft decision among the members of the Board of Directors as per the provisions of the governing articles of the Turkish Commerce Code. Board of Directors may hold meetings by means of technological advancements such as video conferencing or teleconferencing without physically gathering, however, decisions passed in such meetings must be physically signed afterwards.

Meeting quorum applicable to Board of Directors meetings is absolute majority of members and decisions are passed based on absolute majority of meeting participants. This will also apply to cases where board of directors' meetings are held in electronic environment and where decisions are passed without physically gathering.

Corporate Governance Principles enforced by the Capital Markets Board shall be adhered to. Transactions carried out and Board of Directors' decision passed without adhering to the mandatory principles shall be null and void and considered to be violations of the articles of association.

Capital Markets Board's arrangements on corporate governance shall be adhered to in relation to all transactions and all affiliate party transactions of the company as well as all transactions that relate to provision of collaterals, pledges and mortgages in favor of third parties.

NEW ARTICLE

Article 13 - General Assembly:

General Assembly, consisting of the Company's shareholders, may gather on ordinary or extraordinary basis. Ordinary General Assembly gathers within 3 months commencing with the end of the Company's fiscal period.

Participation to General Assembly Meetings;

Persons eligible to participate in the Company's General Assembly meetings shall be able to participate those meetings in electronic setting as per the provisions of the Turkish Commerce Code Article 1527. Company may establish Electronic Meeting System that'll enable the entitled persons to participate, express opinions and cast votes in General Assembly meetings as per the provisions of the Communiqué on Electronic General Assembly Meetings of Commerce Companies In Addition to Traditional General Assembly Meetings and/or purchase any of the systems that were designed for this purpose.

It shall be ensured that the persons entitled to right to vote in General Assembly meetings as per the provisions of the applicable legislation shall be able to make use of their rights using the system established or system

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purchased as per the provisions of this article of the Articles of Association in line with the principles laid in the relevant legislation.

NEW ARTICLE

Article 23 - Amendment of the Articles of Association:

Any amendments to be made by the General Assembly in the Articles of Association shall be subject to the permission of the Capital Markets Board and attest by the Ministry of Customs and Trade. These amendments shall be registered to the Corporate Registrar and announced in Corporate Registrar's Gazette.

NEW ARTICLE

Article 26 – Legal Reserve Fund and Distribution of the Profit

Net profit indicated in the annual balance sheet, calculated by setting off the Company's general expenses and various amortization amounts as well as all sums that needs to be paid or reserved by the Company against the revenues at the end of the year shall be distributed as follows once the previous years' losses, if any, were deducted.

First Degree Legal Reserve Fund:

a) 5% is allocated as Legal Reserve Fund;

First Dividend:

b) A first dividend equivalent to the amount or at the percentage designated by the Capital Markets Board shall be allocated from the balance.

Second Dividend:

c) Once the sums described in paragraphs (a) and (b) above were set off against the net profit, the balance may be distributed as second dividend or allocated as extraordinary reserve fund at the General Assembly's discretion.

Second Degree Legal Reserve Fund:

d) once a dividend of 5% of the paid-in capital is deducted from the sum that'll be distributed to shareholders and other persons participating in the profit, one tenth of the balance is allocated as second degree legal reserve fund as per the provisions of the Turkish Commerce Code Article 519 Paragraph 2 Subparagraph (c).

e) Decisions for allocation of any other reserve funds and/or carrying forward any profit to next year and/or distribution of any other sums to holders of privileged shares, holders of participation, funding or common shares, members of the board of directors, officers, directors, employees, workers or the like shall not be passed unless all legal reserve funds legally mandatory as per the provisions of the governing legislation were allocated, and the first dividend as described in the articles of association was distributed in cash and/or in form of share certificates.

f) Dividend is distributed to all of the current shares as of the date of calculation of the dividend regardless of the dates of issue and acquisition of such shares.

9. Information pertaining to collaterals, liens and pledges given by our company to the benefit of third parties was explained to the shareholders.

10. It was decided that DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Deloitte Touche Tohmatsu Limited), proposed by the Audit Committee and approved by the Board of Directors as the new independent audit company for year 2013 further to the termination of the independent audit contract with Başaran Nas Serbest Muhasebeci Mali Müşavirlik A.Ş. was an appropriate choice and that a contract should be signed with the aforementioned company.

11. As per the provisions of the Article 14 of the Articles of Association, transactions carried out until the General Assembly Meeting were briefed to the shareholders and it was decided on vote of unanimity to approve the same. It was further decided on vote of unanimity that all transactions, described in Article 14 of the Articles of Association of the Company, to be carried out until the Ordinary General Assembly meeting of 2013 are hereby approved in advance.

12. It was decided on vote of unanimity that holders of eligible (controlling) shares of the Company, members of the board of directors, members of the senior management and spouses and relatives up to second degree of the above-listed persons should be able to carry out transactions described in Article 1.3.7 of the Corporate Governance Principles set out in the Capital Markets Board's Communique with Serial: IV and No: 56, and be able to compete with the Company; and shareholders were told that no transaction of this type took place in

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the subject period.

13. Bylaws prepared further to the Board of Directors' Decision No: 2013/08 dated March 06, 2013, as per the Article 40 of Regulations on the Procedures and Principles of Joint Stock Companies' General Assembly Meetings and Representatives of the Customs and Trade Ministry That'll Participate in Those Meetings were negotiated and adopted without any modifications.

14. 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 that year 2013 to bring value to our country, our industry and our investors and success to our company, and closed the meeting as all the items in the agenda have been discussed.

This Meeting Minutes was prepared and signed on site at the meeting venue immediately after the meeting. Friday, March 29, 2013.

HEAD COUNCIL Ercan Karaismailođlu	MINISTRY REPRESENTATIVE Sevil Karapınar
VOTE COLLECTOR Nevin Kocabaş	SECRETARY Yiđit Türsoy