

**Announcement by the Board of Directors of
TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.**

Our Company's Ordinary General Meeting will be held on Wednesday, March 29, 2023, at 10:00 at the company's headquarters at Ömerbey Mah. Bursa Asfaltlı Caddesi No:51 Mudanya / Bursa. We respectfully request that our shareholders or their representatives attend the meeting on the date and time specified.

Pursuant to the Turkish Commercial Code and Capital Market legislation; financial statements, consolidated financial statements, the annual report of the board of directors, audit reports and the profit distribution proposal of the board of directors, and a General Meeting Information Pack which includes all other matters stated in Article 1.3.1 of the Capital Markets Board's Corporate Governance Principles will be available at least three weeks before the date of the general meeting at the company headquarters at Ömer Avni Mah. İnebolu Sok. Haktan İş Merkezi No:39 Kat:2 Setüstü Kabataş, at our Istanbul branch office located at Beyoğlu, Istanbul, on the company website (www.prysmiangroup.com.tr) and on the website of the Public Disclosure Platform for shareholders' review.

Shareholders can choose to attend the Ordinary General Meeting of our Company, either physically or electronically, as well as through their representatives.

Physical General Meeting may be attended by;

- Natural person shareholders, by presenting their identification cards,
- Persons authorized to represent and bind legal persons, by presenting their identification cards and letters of authorization,
- Persons authorized to represent natural and legal persons, by presenting their identification cards,
- Representatives authorized by the Electronic General Meeting System, by presenting their identification cards and signing the list of attendees.

Electronic attendance to the General Meeting is possible with shareholders or their representatives using their secure electronic signatures. Shareholders and/or their representatives who will use the EGKS (Electronic General Meeting System) must first sign up to the Merkezi Kayıt Kuruluşu A.Ş. (Central Securities Depository, MKK) e-MKK Information Portal, register their identification and contact details and declare that they will attend the meeting through EGKS. Shareholders or their representatives who do not sign up to the e-MKK Information Portal before the date of the General Meeting and do not have secure electronic signatures cannot attend the General Meeting electronically.

Shareholders who will attend the general meeting electronically via the Electronic General Meeting System, can get information about the procedures and principles regarding attendance, appointment of representatives, making suggestions, expressing opinions and voting from the website of the Central Securities Depository at <http://www.mkk.com.tr>.

In addition, shareholders or their representatives who wish to attend the meeting electronically must fulfill their obligations pursuant to the "Regulation on General Meetings of Joint Stock Companies to be Held Electronically (EGKS)" published in the Official Gazette of 28 August 2012 no 28395, and the "Communiqué on the Electronic General Assembly System to be Used in the General Meetings of Joint Stock Companies" published in the Official Gazette of 29 August 2012 no 28396".

Shareholders, who will attend the meeting by proxy, must fulfill the matters stipulated in the Capital Markets Board's Communiqué No. II-30.1 on Proxy Voting and Proxy Gathering by Call, published in the Official

Gazette of 24.12.2013 no 28862, fill in the following power of attorney form prepared as per the said communique and have their signatures approved by the notary public or send and/or submit the notarized statement of authorized signatories to our company by attaching it their power of attorney having its signature on it. Shareholders can also obtain a copy of the power of attorney from the Company website at www.prysmiangroup.com.tr.

In the General Meeting, show of hands and open voting will be used in voting on the items of the agenda.

Presented for shareholders' information.

POWER OF ATTORNEY

TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.

I hereby assign and appoint below-identified to attend the Ordinary General Meeting will be held on Wednesday, March 29, 2023, at 10:00 at the company's headquarters at Ömerbey Mah. Bursa Asfaltı Caddesi No:51 Mudanya / Bursa, being authorized to represent me in line with my opinions expressed below, to vote, to make proposals and sign any necessary documents.

Proxy's(*);

Name and Surname/Business Title:

Turkish ID/Tax ID, Business Registration Office and No and MERSİS No:

(*) Proxies of foreign nationality must present information, if any, comparable to the aforementioned.

A) SCOPE OF AUTHORIZATION

For sections 1 and 2 below, one of the options (a), (b) or (c) should be chosen to determine the scope of authorization.

1. About the Matters on the Agenda of the General Meeting;

- Proxies are authorized to vote as per their opinion.
- Proxies are authorized to vote as per the suggestions of the company management.
- Proxies are authorized to vote as per the below-given special instructions.

Instructions:

In case option (c) will be chosen by shareholders, instructions specific to the agenda item will be given by marking one of the options (accept or decline) opposite the relevant general meeting agenda item, and by stating the dissenting opinion, if any, asked to be written in the general meeting minutes, in case they mark the decline option.

Items on the Agenda (*)	Accept	Decline	Dissenting Opinion
1.			
2.			
3.			

(*) Items of the agenda to be discussed in the General Meeting will be listed one by one. If the minority shareholders have a separate draft resolution, this will also be separately indicated to ensure voting by proxy.

2. Special instruction on other issues that may arise at the General Assembly meeting, and especially on the use of minority shareholder rights:

- Proxies are authorized to vote as per their opinion.
- Proxies are not authorized to represent in such matters.
- Proxies are authorized to vote as per the below-given special instructions.

SPECIAL INSTRUCTIONS; Special instructions, if any, that the shareholder wishes to give to the proxy will be specified here.

B) The shareholder will choose one of the options below and specify the shares they want the proxy to represent.

1. I hereby approve the proxy to represent my shares detailed below.

a) Issue and serial no:*

b) No/Group:**

c) Quantity-Nominal value:

ç) Whether there is a voting privilege:

d) Whether to the bearer or holder:*

e) Proportion to the shareholder's total shares/voting rights:

* This information is not required for shares being traded in the stock exchange.

**For shares being traded in the stock exchange, please provide Group information instead of No.

2. I hereby confirm my shares, which are included in the list of shareholders who can attend the general meeting prepared by MKK the day before the general meeting day, to be represented by the proxy.

NAME AND SURNAME or BUSINESS TITLE OF SHAREHOLDER (*)

Turkish ID/Tax ID, Business Registration Office and No and MERSİS No:

(*) Proxies of foreign nationality must present information, if any, comparable to the aforementioned.

SIGNATURE

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 PWC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. and Financial Tables of the Company for the Fiscal Period between 01.01.2022 – 31.12.2022.
4. Discussion and approval of all the financial tables, reports and accounts of the Fiscal Period between 01.01.2022 – 31.12.2022 which are prepared by the Board of Directors and Independent Auditing Company pursuant to the CMB, TCC, TPL and all other related legislation,
5. Release of each member of the Board of Directors,
6. Discussion and voting of the Board of Directors proposal for distribution of the profit made in the Fiscal Period between 01.01.2022 - 31.12.2022,
7. Due to the expiry of the mandate of the Board Members, Election of the New Board Members and determination of their term of office and compensation,

8. Approval of the Independent Auditing Company to audit the activities and accounts of 2023 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.

9. Discussion and approval of the amendment of the Articles of Incorporation of the Company as indicated in the attached draft, to determine the ceiling registered Capital of the Company as 1.300.000.000,00-TL and to give permit our Board of Directors when it deems necessary to increase the issued capital up to the ceiling of the authorised capital in accordance with Capital Market Law for the period between 2023 – 2027 (5 years) by way of issuing registered and bearer share certificate

10.Furnishing information to the General Assembly on the donations made during the year 2022 and obtaining approval in this respect, determining the upper limit of the donations for 2023,

11.Furnishing information to the General Assembly pursuant the CMB legislation, on the guarantees, liens and mortgages given to the third parties.

12.Authorization to the controlling shareholders, 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 such transactions and their allowance to compete; furnishing information to shareholders if such transactions have already been performed during this period.

13.In accordance with the provision of Article 12 of the Company's Articles of Association, the approval of the transactions made until the date of the General Assembly and discussing the prior approval of the transactions to be made after this date,

14.Recommendation and Adjournment

Old Article	New Article
<p data-bbox="201 300 591 331">Article 6- Registered Capital</p> <p data-bbox="201 369 836 741">The company accepted the registered capital system in accordance with the provisions of the Capital Market Act and adopted this system upon the permission of the Republic of Turkey, Prime Ministerial Treasury and Foreign Trade Undersecretariat, Foreign Capital General Directorate dated November 27, 1992 and No.10410 and also with the permission of the Capital Market Board dated December 11, 1992 and No.4463.</p> <p data-bbox="201 779 836 961">The Registered Capital ceiling of the company is TL.300.000.000,00 (threehundredmillion), and is divided into 300.000.000,00 (threehundredmillion) shares, each having a nominal value of TL. 1.-(one).</p> <p data-bbox="201 999 836 1451">Registered capital ceiling permission given by the Capital Market Board will be valid between 2018-2022. Even if the Company does not increase up to the ceiling till the end of 2022, in order for the Board of Directors to take a decision with respect to capital increase after 2022, the Board has to get an authorization of the General Assembly after getting a second permission from CMB limited with 5 years' period for the priorly granted ceiling or for a new ceiling amount. The capital cannot be increased with Board resolution unless the said authorization is obtained.</p> <p data-bbox="201 1488 836 1633">The paid in capital of the company is TL 216.733.652,00. - and all of the capital has been paid free of collusion. As regards the paid in capital, all shares are bearer shares.</p> <p data-bbox="201 1671 836 1816">The capital of the company, can be increased or decreased in accordance with Capital Market Legislation and Turkish Commercial Code in case of need.</p>	<p data-bbox="859 300 1256 331">Article 6- Registered Capital</p> <p data-bbox="859 369 1503 741">The company accepted the registered capital system in accordance with the provisions of the Capital Market Act and adopted this system upon the permission of the Republic of Turkey, Prime Ministerial Treasury and Foreign Trade Undersecretariat, Foreign Capital General Directorate dated November 27, 1992 and No.10410 and also with the permission of the Capital Market Board dated December 11, 1992 and No.4463.</p> <p data-bbox="859 779 1503 1003">The Registered Capital ceiling of the company is TL.<u>1.300.000.000,00 (onebillionthreehundredmillion)</u>, and is divided into<u>1.300.000.000,00 (onebillionthreehundredmillion)</u> shares, each having a nominal value of TL. 1.-(one).</p> <p data-bbox="859 1041 1503 1493">Registered capital ceiling permission given by the Capital Market Board will be valid between 2023-2027. Even if the Company does not increase up to the ceiling till the end of 2027, in order for the Board of Directors to take a decision with respect to capital increase after 2027, the Board has to get an authorization of the General Assembly after getting a second permission from CMB limited with 5 years' period for the priorly granted ceiling or for a new ceiling amount. The capital cannot be increased with Board resolution unless the said authorization is obtained.</p> <p data-bbox="859 1530 1503 1675">The paid in capital of the company is TL 216.733.652,00. - and all of the capital has been paid free of collusion. As regards the paid in capital, all shares are bearer shares.</p> <p data-bbox="859 1713 1503 1858">The capital of the company, can be increased or decreased in accordance with Capital Market Legislation and Turkish Commercial Code in case of need.</p>

The Board of Directors, in accordance with the provision of the Capital Market Act, whenever it deems necessary, is authorized to increase the paid in capital and make decisions regarding restriction of shareholders' right to buy new shares and issue share above the nominal value, with premium or below the nominal value by issuing registered shares or bearer shares until the Registered Capital ceiling. The authorization to make decisions on restriction of shareholders' right to buy new shares cannot be used in a way to cause inequalities among the shareholders.

Unless the issued shares are sold totally and the sum corresponding of them encashed, no new shares will be issued.

Shares representing the capital are tracked as per the principles of dematerialization.

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