

**TÜRK PRYSMİAN KABLO VE SİSTEMLERİ A.Ş.**  
**ORDINARY GENERAL ASSEMBLY FOR THE YEAR 2022 ON 29.03.2023**  
**INFORMATIVE DOCUMENT**

As our Company's 2022 Shareholders Ordinary General Assembly Meeting will be held on March 29th, 2023, Wednesday, at 10.00 at the Company headquarters situated at Ömerbey Mah. Bursa Asfaltı Caddesi No:51 Mudanya / Bursa in order to discuss and take resolutions on the contents of the below-indicated agenda; our Esteemed Shareholders or their representatives are requested to honor the meeting on the mentioned day and at the mentioned hour.

The shareholders are allowed to participate in our Company's Ordinary General Assembly Meeting personally in physical environment or in electronic environment and they are also allowed to participate in the meeting by means of their representatives.

Shareholders can attend the General Assembly Meeting to be held physically by submitting;

- Identities for real person shareholders,
- For legal entity shareholders, the identity of the persons authorized to represent and bind the legal entity, as well as the documents showing the authority to represent,
- For representatives of real and legal persons, identity documents and representation documents given by the person to be represented,
- Representatives authorized from the Electronic General Assembly System can also attend by presenting their identities and signing the list of attendees.

It is possible to participate in the General Assembly Meeting in electronic environment by secure electronic signatures of the shareholders or their representatives. Therefore; the shareholders, who will perform transactions through the Electronic General Assembly System (EGKS) are firstly required to be registered with the e-MKK Information Portal of the Central Registry Agency (CRA) and thereby, they are required to ensure that their contact information are recorded into the system and; in addition, they are required to have a secure electronic signature. The shareholders or their representatives, who have not been registered with the eMKK Information Portal and do not have a secure electronic signature, are not allowed to participate in the General Assembly Meeting in electronic environment.

Our shareholders, who will participate in the General Assembly Meeting in electronic environment through the Electronic General Assembly System, may obtain information about the principles and procedures regarding participation, appointment of a representative, submission of proposals, declaration of opinions and voting, by using the link, <https://www.mkk.com.tr>, which is the web address belonging to the Central Registry Agency.

In addition; the shareholders or their representatives, who wish to participate in the meeting in electronic environment, are required to fulfill their obligations in compliance with the provisions of "the Regulation on the General Assembly Meetings to be held in Electronic Environment in Joint Stock Companies" published in the Official Gazette dated August 28th, 2012 and No 28395 and with the provisions of "the Communiqué on the Electronic General Assembly System to Apply in the General Assemblies of Joint Stock Companies" published in the Official Gazette dated August 29th, 2012 and No 28396.

The shareholders, who will not be able to participate personally in the meeting in physical or electronic environment, are required to prepare their powers of attorney in compliance with the Annex-1 and are also required to fulfill the requirements of the matters stipulated in the Capital Market Board's Communiqué Nr. II-30.1 on "Casting Votes By Proxy and Collection of Proxies By

Way of Calls” and thereby, they are required to submit their powers of attorney, the signatures of which shall have been affirmed by a public notary.

Save for the electronic voting provisions relating to the voting for the Agenda Items of the General Meeting, open voting procedure shall be applied by show of hands.

### **Additional Disclosures Released Within The Scope Of Article 1.3.1 Of Cmb’s Corporate Governance Principles**

Pursuant to CMB’s Communiqué No. II-17.1 on Corporate Governance, in addition to the notifications and disclosures to be made by the Company as required by the legislation and in addition to the documents to be made available for reviews by shareholders, the additional disclosures, which are relevant to the Articles of the Agenda, are provided in the relevant below Article of the Agenda, and the general disclosures are submitted for the information of our shareholders in this chapter.

#### **I- Our Explanations Regarding The Articles On The Agenda Of The Ordinary General Assembly Meeting Dated On 28 March 2022**

##### **1. Opening and composition of the Meeting Presidency,**

The Meeting presidency to conduct the General Assembly Meeting will be composed pursuant to the “Turkish Commercial Code” (TCC) and the “Regulation on General Assembly Meetings of Trading Companies” (the Regulation)

##### **2. Granting the Meeting Presidency the power to sign the minutes of the General Meeting,**

In accordance with the Internal Directive on Working Principles and Procedures of the General Assembly of Türk Prysmian Kablo ve Sistemleri Anonim Şirketi, which was accepted with the Ordinary General Assembly held on 29.03.2013 and the Turkish Commercial Code and the Capital Markets Board legislation, authorization of the Meeting Presidency to sign the Minutes of the General Assembly Meeting will be voted.

##### **3. Presentation of Annual Report of the Company prepared by the Board of Directors and the Independent Audit Report of PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. and the Financial Statements pertaining to the fiscal year of 2022,**

Within the framework of TCC, the Regulation and the Capital Markets Law and related regulations, Annual Report of the Board of Directors and summary of the Independent Auditor’s Report prepared by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi and audited Financial Statements (consolidated financial statements) which have been submitted at the Headquarters of our Company and on the website of the Company at [www.prysmiangroup.com.tr](http://www.prysmiangroup.com.tr) and KAP (Public Disclosure Platform) for examination of our shareholders will be presented for evaluation of our shareholders.

##### **4. Review, discussion and approval of the Financial Statements and financial accounts which are prepared in accordance with TCC, the Regulation and the**

**Capital Markets Law and related regulations, the Annual Report prepared by the Board of Directors and the Independent Audit Report prepared by the Independent Auditing Firm for the fiscal year 2022.**

Within the framework of the TCC and the Regulation, following the reviews and discussions on the Balance Sheet and Income Statement for the year 2022, the Annual Report prepared by the Board of Directors and the Independent Audit Report prepared by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., will be presented for evaluation and approval of our shareholders.

**5. Release of the Members of the Board of Directors from liability for the affairs,**

The resolution will be taken regarding the release of the members of the Board of Directors.

**6. Discussion of the proposal of the Board of Directors on the dividend distribution pertaining to the activity year of 2022,**

In consideration of the provisions of Turkish Commercial Code, Capital Market Legislation, Capital Market Law, Capital Market Board ("CMB"), Regulations/Decisions/Directories, Corporate Tax Law, Income Tax Law, Tax Procedural Law and other relevant legal statutes, the relevant provisions of the Articles of Incorporation of our Company and the "Profit Distribution Policy"; it has been resolved by the resolution of board of members (Annex-3); to distribute the dividend of 16,543,553.-TRY which is also equal to 7,63 % of the issued capital of the Company, to our shareholders in cash, as of 25 May 2023; thus distributing net 0,068698135.-TRY per share with a nominal value of TRY 1.-, following of deduction of 10% tax to be calculated over gross 0,076331261.-TRY and to retain all the outstanding balance as the "Extra-Ordinary Reserve.

The above-mentioned dividend distribution proposal will be submitted to the approval of the General Assembly regarding the fiscal year 2022.

**7. Election of the members of the Board of Directors, whose terms of office have expired and determination of their term and fees,**

Members of the Board of Directors were appointed for a period of 1 year with the Ordinary General Assembly dated 30.03.2022 that held for the year 2021. Due to expiration of their terms of office, the election of the Board of Directors and the determination of their terms of office as well as their fees will be made.

As a result of the evaluation of all candidates who applied to the Company, the Corporate Governance Committee which also acts as the Nomination Committee, determined that Ms. Mine Ayhan, Ms. Banu Uzgur and Mr. İsmet Su meet the independence criteria set forth in the Corporate Governance Communique No. II-17.1 and the Board of Directors have approved their nomination with its resolution dated 26.01.2023 and no 2023/1 thereby, they are the candidates of the position of independent board membership.

Other than the independent candidates, those proposed to be members of the board of directors are Mr. Halil İbrahim Kongur, Ms. Ülkü Özcan, Mr. Rinke Kieboom, Mr. Giacomo Sofia and Ms. Maria Cristina Bifulco.

The resumes of the candidates, including the duties they have held in the last ten years and the reasons for leaving, are included in the appendix.(Annex-2). Candidates do not have any relationship with the company and its related parties other than those described here.

**8. Taking a resolution on the appointment of an independent auditing firm as per the Turkish Commercial Code and the regulations issued by the Capital Markets Board,**

Independent Audit Company to make independent audits of the financial statements for 2023 to be prepared in accordance with the provisions of the Articles 397 to 406 of the TCC and the provisions of the CMB's "Communiqué on Principles of Financial Reporting in Capital Markets" by the Board of Directors will be presented to the General Assembly for approval.

**9. Submitting the approval of the general assembly the amendment of the Articles of Association as shown in the annex and thereby, determination of the cap of the registered capital as 1.300.000.000,00-TRY and authorization of the Board of Directors, between 2023-2027 (5 years), to increase the capital up to the said cap when found necessary, by issuing registered and bearer share certificates; to apply to Capital Markets Board for necessary permits,**

Due to the expiration of the period of permit regarding the registered capital cap which was granted for the years 2018-2022 (5 years) by the Capital Markets Board permit dated 26.02.2018 and numbered 29833736-110.03.03.E.2201, the amendment of the articles of association by increasing the registered capital as 1.300.000.000,00-TRY as shown in the annex, will be submitted to the approval of the general assembly to provide the flexibility that our company might need.

**10. Providing information to shareholders with respect to the donations granted within the year 2022 and determination of the limit pertaining to the donations to be granted in 2023,**

Detailed information regarding the donations made in the 2022 activity period will be submitted to the information of the shareholders. The upper limit of donations to be made in 2023 will be determined during the general assembly.

**11. Providing information to shareholders with respect to the collateral, pledges, mortgages provided in favor of third parties.**

Information will be provided to the shareholders regarding to to the collateral, pledges, mortgages provided in favor of third parties within the fiscal year of 2022.

**12. Informing the General Assembly regarding respective transactions of the persons mentioned in the clause (1.3.6) and (1.3.7) of "Corporate Governance Principles" which is annex to Communiqué of the Capital Markets Board "Corporate Governance" numbered (II-17.1) and granting the persons mentioned in the clause (1.3.6) of "Corporate Governance Principles" authorization to perform transactions mentioned in the principles (1.3.6) of "Corporate Governance Principles".**

Information regarding transactions mentioned in clause (1.3.6) and (1.3.7) of “Corporate Governance Principles” which is annex to Communiqué of the Capital Markets Board “Corporate Governance” numbered (II-17.1), of the shareholders holding the management control, members of board of directors, executives and their spouses, relatives by blood or marriage up to second degree will be furnished (if any) to the general assembly and such transactions of the persons mentioned in the clause (1.3.6) and allowance to compete will be submitted to general assembly’s approval.

**13. Pursuant to the provisions of Article 12 of the Articles of Association of the company, approving the transactions made until the date of the General Assembly and discussing the prior approval of the transactions to be made after this date.**

Pursuant to the provisions of Article 12 of the Articles of Association, the approval of the resolutions taken and the transactions made until the date of the General Assembly will be submitted to the vote, during the period until the Ordinary General Assembly for the year 2023, the approval of the Board of Directors’ resolutions which will be taken as the company’s needs arise, will be discussed and resolved.

**14. Wishes and meeting close.**

**II- ADDITIONAL DISCLOSURES RELEASED WITHIN THE SCOPE OF ARTICLE 1.3.1 OF CMB’S CORPORATE GOVERNANCE PRINCIPLES**

**1. Partnership Structure and Voting Rights:**

The Company’s shareholder structure is as follows and there is no real person ultimate controlling shareholder among the Company’s shareholders. Since the shares listed under the "Other" heading are traded on the BIST, the names of the shareholders and the distribution of the shares are not known to us.

	<b>Name Surname/Trade Name</b>	<b>Share Ratio (%)</b>	<b>Share Amount (TRY)</b>
	Draka Holding B.V.	83,75%	181.506.654,34
<b>SHARES TRADED ON BORSA İSTANBUL A.Ş.</b>	Türk Prysmian Kablo ve Sistemleri A.Ş.	0,46%	1.000.000
	Diğer	15,79%	34.226.997,66
		<b><u>100%</u></b>	<b><u>216.733.652</u></b>

In the Company Articles of Association, there is no privilege for the exercise of voting rights. Pursuant to the Company Articles of Association, each share provides one vote.

**2. Planned Changes in Management and Operations of the Company and its Affiliates, Subsidiaries in the Previous or Future Accounting Period which Significantly Affect Company Operations:**

There are no changes in the management and activities of the company and its major subsidiaries and affiliates that have occurred in the previous accounting period or are planned for the upcoming accounting periods, which will significantly affect the activities of the company.

**3. Information about the request of shareholders, Capital Market Board and other public corporations to add a new agenda item:**

No such written demand has been made for the Ordinary General Assembly Meeting to discuss the operations in the year 2022.

**4. In case the agenda includes amendments to articles of association, relevant resolution of the board of directors and former and new versions of the articles of association:**

The agenda includes the amendment of Article 6 of the Articles of Association. The relevant board of directors' resolution and the old and new forms of the article are as follows.

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

**Resolution No. :** 2023/6

**Date :** 27.02.2023

**CALL FOR ORDINARY GENERAL ASSEMBLY MEETING**

As a result of the discussions held in connection with the annual Ordinary General Assembly Meeting of the Company;

It has been unanimously resolved by the undersigned members that the General Assembly should be called for a meeting on 29.03.2023, Wednesday at 10.00 a.m. in our Company's Head Office located in the address Ömerbey Mah. Bursa Asfaltı Cad. No:51 Mudanya Bursa to discuss the results of the Fiscal Period between 01.01.2022 – 31.12.2022 as well as the issues listed in the following agenda and to take necessary actions.

**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 Article 6- Registered Capital	New Article Article 6- Registered Capital
<p>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>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>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>The Registered Capital ceiling of the company is TL.<b><u>1.300.000.000,00 (onebillionthreehundredmillion)</u></b>, and is divided into<b><u>1.300.000.000,00 (onebillionthreehundredmillion)</u></b> shares, each having a nominal value of TL. 1.-(one).</p>
<p>Registered capital ceiling permission given by the Capital Market Board will be valid between <del>2018-2022</del>. Even if the Company does not increase up to the ceiling till the end of <del>2022</del>, in order for the Board of Directors to take a decision with respect to capital increase after <del>2022</del>, 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>Registered capital ceiling permission given by the Capital Market Board will be valid between <b><u>2023-2027</u></b>. Even if the Company does not increase up to the ceiling till the end of <b><u>2027</u></b>, in order for the Board of Directors to take a decision with respect to capital increase after <b><u>2027</u></b>, 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>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>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>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>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>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'</p>	<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</p>

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.

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.

## ANNEX-1

### 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.

- Issue and serial no:\*
- No/Group:\*\*
- 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

## **ANNEX-2**

### **RESUMES OF THE CANDIDATES OF BOARD OF DIRECTORS**

#### **Halil İbrahim Kongur**

Chairman

Chairman & Factory Director Halil İbrahim Kongur has joined the Prysmian family in 1986 and between 2003 and 2022, he has been working as Factory Director. From September 2022 he has been working as a consultant to Prysmian Academy. Additional to his current responsibility, he's appointed as Chairman on January 2015. Kongur, worked as Planning Engineer, Logistics Manager, Production Manager and Purchasing Director before assigned to these roles. He is graduated from Karadeniz Technical University, department of Mechanical Engineering and completed his masters degree in Berlin Technical University in Manufacturing Technologies department.

#### **Ülkü Özcan**

Vice Chairman & CEO

Mrs. Ülkü Özcan has graduated from Galatasaray High School in 1994 and Marmara University, Department of Business (English) in 1999. She has served as Senior Strategist, Strategy and Business Development Manager and Marketing Manager, respectively, at Lafarge Turkey between 1998-2010. Joining subsidiary of Sabancı Holding, Çimsa Cement in 2010, Mrs. Özcan has taken the positions of Strategy and Business Development Manager, Strategy and Marketing Manager, Strategy and Marketing Director, and Vice President for Strategy, Marketing and Sustainability, respectively, at Çimsa. Mrs. Özcan had served as the Vice President for Çimsa White Cement and Special Products Sales and Marketing starting from 2015. She became Çimsa's CEO on October 1st, 2018 and worked until August 2020 in this position. She has joined the Prysmian Group as of June 1st, 2021 as CEO of Türk Prysmian Kablo Sistemleri.

#### **Rinke Kieboom**

Board Member

Mr. Rinke Kieboom, graduated in Business Economics and started his career as plant controller in the industrial products sector. He joined NKF, later acquired by Prysmian Group, since 1990, starting as a BU Controller and having his first international experience being in Indonesia for 3 years. Following the acquisition of NKF by Prysmian (Pirelli at the time) he became Country CFO of The Netherlands. Following the acquisition by Prysmian of Draka he was the country CFO for the largely extended Prysmian presence in the Netherlands. Since 2014 he re-activated his international career for Prysmian in the USA ( 4 years) for the integrated BU Surf and Elevator and China as CFO ( 3 years). Since 2022 active in Oman for Oman Cables Industry (a Prysmian Group subsidiary) also having the extended role as MEAT region CFO.

#### **Giacomo Sofia**

Board Member

Giacomo Sofia holds a master degree in Mechanical Engineering from Federico II University of Naples and an Executive MBA from Bocconi University of Milan. He has covered multiple leadership roles within Prysmian Group for more than 20 years, both in Milan Headquarters as well as in different Regions of the Group.

After starting in the Corporate department of Strategic Planning and Industrial Investments, he has served as Logistics Director for Central Eastern Europe based in Budapest, before being assigned as COO of Country Romania. Following the acquisition by Prysmian of one of its major European competitors (the Dutch Draka), he moved to The Netherlands as Supply Chain Director of the newly established Telecom Division.

Back to Corporate leadership roles in 2014, Mr Sofia has become VP of Global Supply Chain and then VP of Global Manufacturing. In 2018, after the second major acquisition by Prysmian (of the American General Cables), he has been assigned as COO of the new Organization designed to manage the North American business headquartered close by Cincinnati (Ohio).

Today he is back to Corporate Milan as Senior Vice President of Global Business Operations. Mr Sofia is also serving as CEO of Prysmian Cables and Systems, a sub-holding Company of Prysmian Spa, and he seats as member of the board in some other companies controlled by Prysmian Group.

### **Maria Cristina Bifulco**

Board Member

She graduated magna cum laude in Business Administration, in 2000, at Università Commerciale "L. Bocconi" of Milan and got, in 2005, a Master in Business Administration at Kingston Business School of London. After first experiences as Consultant (Eos in Milan) and Analyst (Bloomberg Financial Services in London), in 2006 she joined, as Investor Relation Manager, IW Bank SpA, where she had the chance to follow, in May 2007, the quotation of the Bank in the market Expandi of Borsa Italiana. In 2008 she started a new professional challenge in Snam SpA, first as Head of Financial Markets Analysis and Investor Relations and then as Head of Foreign Subsidiaries, coordinating abroad M&A projects and following the acquisitions of foreign participations (Interconnector in UK, T.I.G.F. in France). In 2013 she became Head of Investor Relations in Indesit Company SpA where she was, inter alia, in charge of the due diligence process related to the divestment of controlling stake of the Company from the Holding (Fineldo) to Whirpool. In September 2014, Bifulco entered a new professional experience, that still lasts, joining the Prysmian Group SpA as Group Investor Relations Director. She reports to the CFO of the Group and carries out, beside the IR duties, Corporate Governance Activities and Special Projects (Capital Increase 2018, Bond issues prospectuses, due diligence streams for M&A).

### **Banu Uzgur**

Independent Board Member

After graduating from the Faculty of Economics, Istanbul University in 1995, Banu Uzgur started her career at the Accounting Department of Otak Construction, a subsidiary of Yaşar Holding, and she received her master's degree in Finance from California State University at San Bernardino between 1997-1999. Uzgur worked as senior analyst at Kent Investment between 2000-2002, at

Ak Investment between 2002-2003, and at the Investor Relations Department of Turkcell starting October 2003. Managing Turkcell Group's International Media Relations starting from September 2011, Uzgur continues her professional career as a Strategic Consultant, mainly in investor relations, since May 2013 when she left Turkcell.

### **İsmet Su**

Independent Board Member

İsmet Su, who graduated from Istanbul University Faculty of Law in 1984, is a member of Bursa Bar Association. AK Party Bursa in Parliament After serving as a deputy in the 24th and 25th terms, he still works as a freelance lawyer in Bursa.

### **Mine Ayhan**

Independent Board Member

Holding a B.A. from the Department of Mathematics, Boğaziçi University, Mine Ayhan started her career in 1991 at Yapı Kredi Sigorta A.Ş. as a Senior Engineer at the Engineering Department and was promoted to the position of Assistant Director of the same Department in 1997. Ayhan then went on to work at Yapı Kredi Sigorta A.Ş. in 1999, serving as Engineer and Director of the Key Accounts Department at this company until October 2003, as Group Director of Yapı Kredi Sigorta Pazarlama A.Ş. in the first six months of 2004, and as Deputy General Manager of Yapı Kredi Sigorta A.Ş. in the second six months. After holding similar positions at TEB Sigorta A.Ş. and Koç Allianz Sigorta A.Ş. between 2006 and 2009, Ayhan started her new role as Deputy General Manager supervising the Technical, Claims and Reinsurance Department at Generali Türkiye in July 2009, and then served as General Manager of Generali Türkiye between 2010 to 2017. In addition to her role as Vice Chairman of Generali Türkiye, which she still is, she holds the positions of Chairman and Board Member at Europ Assistance Türkiye and the Paris-based Europ Assistance Holding and Europ Assistance SA.



**ANNEX-3**

**TÜRK PRYSMİAN KABLO VE SİSTEMLERİ A.Ş.  
BOARD RESOLUTION**

**Resolution No. : 2023 /5**

**Date: 27/02/2023**

**DIVIDEND DISTRIBUTION PROPOSAL**

In consideration of the provisions of Turkish Commercial Code, Capital Market Legislation, Capital Market Law, Capital Market Board (“CMB”), Regulations/Decisions/Directories, Corporate Tax Law, Income Tax Law, Tax Procedural Law and other relevant legal statutes, the relevant provisions of the Articles of Incorporation of our Company and the “Profit Distribution Policy”; it has been unanimously resolved by the undersigned members;

To distribute the dividend of 16,543,553.-TRY which is also equal to 7,63 % of the issued capital of the Company, to our shareholders in cash, as of 25 May 2023; thus distributing net 0,068698135.-TRY per share with a nominal value of TRY 1.-, following of deduction of 10% tax to be calculated over gross 0,076331261.-TRY and to retain all the outstanding balance as the “Extra-Ordinary Reserve”;

To submit above dividend distribution proposal to the approval of the General Assembly regarding the fiscal year 2022 and notify the shareholders.

Date: 25.01.2023

### DECLARATION OF INDEPENDENCE

I hereby declare that I am ready and prepared to serve as an "independent member" on the Board of Directors of Türk Prysmian Kablo ve Sistemleri A.Ş. under relevant regulations, Articles of Association of the Company and the criteria stated in the Communiqué no. 17.1 on Corporate Governance Principles issued by the Capital Markets Board and, under Communiqué no. 4.4.7 on Corporate Governance issued by the Capital Markets Board, that:

- a) In the last five years, I myself, my spouse or my up to the second degree blood or affinity relatives are not or have not been; employed by as a key management personnel with significant duties and responsibilities; have not had ordinary or privileged shareholding exceeding 5% either jointly or solely by myself; or have not been involved in any material business dealings with Türk Prysmian Kablo ve Sistemleri A.Ş., subsidiaries and affiliates of Türk Prysmian Kablo ve Sistemleri A.Ş. where it has management control or significant influence, or shareholders with management control of Türk Prysmian Kablo ve Sistemleri A.Ş. or having significant influence over Türk Prysmian Kablo ve Sistemleri A.Ş. and all entities controlled by those shareholders,
- b) In the last five years, I have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or have not been a shareholder (with 5% stake or more) of an entity which has had a contractual relationship with Türk Prysmian Kablo ve Sistemleri A.Ş. for purchase or sale of goods or services, principally th audit (including tax audit, legal audit, and internal audit) of Türk Prysmian Kablo ve Sistemleri A.Ş., credit rating or consulting services during the terms in which the goods or services were provided,
- c) I have the skills, knowledge and expertise to duly perform my duties as an independent board member,
- d) I am not/will not be employed full-time at government agencies and institutions, except for being member of the faculty provided that it is in compliance with the relevant legislation,
- e) I am resident in Turkey in the context of the Income Tax Law No. 193 of 31/12/1960,
- f) I can make positive contributions to the operations of Türk Prysmian Kablo ve Sistemleri A.Ş., maintain my objectivity in conflicts of interests between the Company and the shareholders, I have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- g) I will dedicate enough time to follow up the operations of Türk Prysmian Kablo ve Sistemleri A.Ş. and for the duly fulfillment of my responsibilities,
- h) I have not served as a member of the Board of the Company for more than six years within last ten years,
- i) I am not/will not be an independent board member in more than three of the corporations controlled by Türk Prysmian Kablo ve Sistemleri A.Ş. or controlling shareholders of Türk Prysmian Kablo ve Sistemleri A.Ş., and in more than five corporations listed on Borsa İstanbul in total, and
- j) I am not registered in the name of any legal entity elected as a Board member.

Regards,  
İSMET SU

Date: 25.01.2023

### DECLARATION OF INDEPENDENCE

I hereby declare that I am ready and prepared to serve as an "independent member" on the Board of Directors of Türk Prysmian Kablo ve Sistemleri A.Ş. under relevant regulations, Articles of Association of the Company and the criteria stated in the Communiqué no. 17.1 on Corporate Governance Principles issued by the Capital Markets Board and, under Communiqué no. 4.4.7 on Corporate Governance issued by the Capital Markets Board, that:

- a) In the last five years, I myself, my spouse or my up to the second degree blood or affinity relatives are not or have not been; employed by as a key management personnel with significant duties and responsibilities; have not had ordinary or privileged shareholding exceeding 5% either jointly or solely by myself; or have not been involved in any material business dealings with Türk Prysmian Kablo ve Sistemleri A.Ş., subsidiaries and affiliates of Türk Prysmian Kablo ve Sistemleri A.Ş. where it has management control or significant influence, or shareholders with management control of Türk Prysmian Kablo ve Sistemleri A.Ş. or having significant influence over Türk Prysmian Kablo ve Sistemleri A.Ş. and all entities controlled by those shareholders,
- b) In the last five years, I have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or have not been a shareholder (with 5% stake or more) of an entity which has had a contractual relationship with Türk Prysmian Kablo ve Sistemleri A.Ş. for purchase or sale of goods or services, principally th audit (including tax audit, legal audit, and internal audit) of Türk Prysmian Kablo ve Sistemleri A.Ş., credit rating or consulting services during the terms in which the goods or services were provided,
- c) I have the skills, knowledge and expertise to duly perform my duties as an independent board member,
- d) I am not/will not be employed full-time at government agencies and institutions, except for being member of the faculty provided that it is in compliance with the relevant legislation,
- e) I am resident in Turkey in the context of the Income Tax Law No. 193 of 31/12/1960,
- f) I can make positive contributions to the operations of Türk Prysmian Kablo ve Sistemleri A.Ş., maintain my objectivity in conflicts of interests between the Company and the shareholders, I have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- g) I will dedicate enough time to follow up the operations of Türk Prysmian Kablo ve Sistemleri A.Ş. and for the duly fulfillment of my responsibilities,
- h) I have not served as a member of the Board of the Company for more than six years within last ten years,
- i) I am not/will not be an independent board member in more than three of the corporations controlled by Türk Prysmian Kablo ve Sistemleri A.Ş. or controlling shareholders of Türk Prysmian Kablo ve Sistemleri A.Ş., and in more than five corporations listed on Borsa İstanbul in total, and
- j) I am not registered in the name of any legal entity elected as a Board member.

Regards,  
BANU UZGUR

Date: 25.01.2023

### DECLARATION OF INDEPENDENCE

I hereby declare that I am ready and prepared to serve as an "independent member" on the Board of Directors of Türk Prysmian Kablo ve Sistemleri A.Ş. under relevant regulations, Articles of Association of the Company and the criteria stated in the Communiqué no. 17.1 on Corporate Governance Principles issued by the Capital Markets Board and, under Communiqué no. 4.4.7 on Corporate Governance issued by the Capital Markets Board, that:

- a) In the last five years, I myself, my spouse or my up to the second degree blood or affinity relatives are not or have not been; employed by as a key management personnel with significant duties and responsibilities; have not had ordinary or privileged shareholding exceeding 5% either jointly or solely by myself; or have not been involved in any material business dealings with Türk Prysmian Kablo ve Sistemleri A.Ş., subsidiaries and affiliates of Türk Prysmian Kablo ve Sistemleri A.Ş. where it has management control or significant influence, or shareholders with management control of Türk Prysmian Kablo ve Sistemleri A.Ş. or having significant influence over Türk Prysmian Kablo ve Sistemleri A.Ş. and all entities controlled by those shareholders,
- b) In the last five years, I have not been employed by as an executive having significant duties and responsibilities or have not been a member of the board or have not been a shareholder (with 5% stake or more) of an entity which has had a contractual relationship with Türk Prysmian Kablo ve Sistemleri A.Ş. for purchase or sale of goods or services, principally th audit (including tax audit, legal audit, and internal audit) of Türk Prysmian Kablo ve Sistemleri A.Ş., credit rating or consulting services during the terms in which the goods or services were provided,
- c) I have the skills, knowledge and expertise to duly perform my duties as an independent board member,
- d) I am not/will not be employed full-time at government agencies and institutions, except for being member of the faculty provided that it is in compliance with the relevant legislation,
- e) I am resident in Turkey in the context of the Income Tax Law No. 193 of 31/12/1960,
- f) I can make positive contributions to the operations of Türk Prysmian Kablo ve Sistemleri A.Ş., maintain my objectivity in conflicts of interests between the Company and the shareholders, I have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- g) I will dedicate enough time to follow up the operations of Türk Prysmian Kablo ve Sistemleri A.Ş. and for the duly fulfillment of my responsibilities,
- h) I have not served as a member of the Board of the Company for more than six years within last ten years,
- i) I am not/will not be an independent board member in more than three of the corporations controlled by Türk Prysmian Kablo ve Sistemleri A.Ş. or controlling shareholders of Türk Prysmian Kablo ve Sistemleri A.Ş., and in more than five corporations listed on Borsa İstanbul in total, and
- j) I am not registered in the name of any legal entity elected as a Board member.

Regards,  
MİNE AYHAN