

**SPECIAL CONDITION STATEMENT FORM**

**Title of Partnership/Names of Partners** : Türk Prysmian Kablo ve Sistemleri A.Ş.  
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**07.03.2017**

**İstanbul Stock Exchange Directorate**  
**İSTANBUL**

**Subject: 2016 Dividend Distribution Proposal**

In consideration of the provisions of Turkish Commercial Code, Capital Market Legislation, Capital Market Law, Capital Market Board 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 examined and evaluated that;

- The generated "Net Profit of the Fiscal Year" has been 20,235,950.-TL according to the financial statements for the fiscal year 01.01.2016 – 31.12.2016, the submission principles of which have been defined as per the relevant decisions of the CMB and which has been subject to independent auditing and drawn up in accordance with the provisions of the "Communique of the Principles of Financial Reporting in the Capital Market" (II-14.1) of the CMB and in compliance with the Turkish Accounting Standards and Turkish Financial Reporting Standards published by the "Public Oversight, Accounting and Auditing Standards Authority"
- The "Net Profit of The Fiscal Year" has been 11,390,676.-TL in the fiscal year 01.01.2016 – 31.12.2016 as per company statutory records kept within the scope of TCC and TPL.
- It has been defined within Dividend Guideline published in the Weekly Bulletin dated 27.01.2014 and no. 2014/2 of the CMB that;
  - i. Net distributable profit of the relevant fiscal period is derived from the excess of net profit for the fiscal year after the previous year's losses and general legal reserve (I. Primary Legal Reserve) are subtracted,
  - ii. The upper limit of the dividends to be distributed has been defined as the distributable amount of the relevant dividend sources included in the statutory records,
- Accordingly, Net Distributable Profit of The Fiscal Year, in other words, the Upper Limit of the Dividends to be Distributed is 10,973,438.-TL, after subtracting the granted donations within the year and general legal reserve( I. Primary Legal Reserve) calculated as 569,534.-TL.

Therefore it has been unanimously resolved to;

Distribute the dividend of 7,033,742.-TL from the value remaining after the deduction of the II. Statutory Reserve 142,206.-TL from the net distributable profit of 10,973,438.-TL which is also equals to 6,27% of the issued capital, to our shareholders in cash, as of 18 April 2016; thus distributing net 0.053269946.-TL per share with a nominal value of TL 1.-, following of deduction of 15% tax to be calculated over gross 0.062670525.-TL,

To retain the balance of 12,490,468.-TL after subtracting the distributable dividend and legal reserves from 20,235,950.-TL Net Profit of The Fiscal Year as the extra-ordinary reserve,

To submit above dividend distribution proposal to the approval of the General Assembly regarding the fiscal year 2016 and notify the shareholders.

Regards,

Türk Prysmian Kablo ve Sistemleri A.Ş.