

SPECIAL CONDITION STATEMENT FORM

Title of Partnership/Names of Partners : Türk Prysmian Kablo ve Sistemleri A.Ş.
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06.03.2018

İstanbul Stock Exchange Directorate
İSTANBUL

Subject: 2017 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 8.141.821.-TL according to the financial statements for the fiscal year 01.01.2017 – 31.12.2017, 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 18.906.060.-TL in the fiscal year 01.01.2017 – 31.12.2017 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 7.326.936.-TL, which results from subtracting from the Net Profit of the fiscal Year an amount equal to the general legal reserve (I. Primary Legal Reserve)

calculated as 945.303.- TL and then adding up an amount equal to the donations granted within the year.

Therefore it has been unanimously resolved by the undersigned members to;

Distribute the dividend of 4.311.920.-TL from the value remaining after the deduction of the. general legal reserve (II.Secondary Legal Reserve) 277.476.-TL as per item c) of the subclause two of article 519 of TCC from the net distributable profit of 7.326.936.-TL which is also equal to 3,04 % of the issued capital, to our shareholders in cash, as of 18 April 2017; thus distributing net 0,025859293.-TL per share with a nominal value of TL 1.-, following of deduction of 15% tax to be calculated over gross 0,030422697.-TL,

To retain the balance of 2.737.539.-TL after subtracting the distributable dividend and legal reserves from 8.141.821.-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 2017 and notify the shareholders.

Regards,

Türk Prysmian Kablo ve Sistemleri A.Ş.