

TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.
BOARD OF DIRECTORS RESOLUTION

Resolution No. : 2016 / 10

Date: 11.03.2016

Report For Related Transactions With Parent Company And Subsidiaries

A report has been prepared further to the negotiations that were held in relation to preparation of a report as per the provisions of Turkish Commerce Code, Code No: 6102, and those of the Capital Market legislation, and in this report, it was established:

- That prevalent and repetitive purchases of commercial goods and services of the Company from its affiliate parties do not correspond to greater 10% of cost of sales of the Company as indicated in its financial statements that were disclosed to public, and sales transactions did not exceeded 10% of the revenues set forth in the financial statements that were disclosed to the public;
- That transactions carried out with our affiliate parties indeed were carried out in compliance with Transfer Pricing rules, regardless of the country or company, as per the Group's transfer pricing directive and the Company's Decision No: 2014/16 dated May 9, 2014, and subject to a consideration that is more or less equivalent to fair market prices, and thus the aforementioned transactions are appropriate in the sense of common commercial practices;
- Further to the assessments and examinations it has been concluded that in accordance with the conditions and circumstances that are known to us, trade transactions between our Company, Turk Prysmian Kablo ve Sistemleri A.Ş. and its affiliate parties that took place in 2015, which is subject to provisions of Turkish Commerce Code Article 199, were carried out with proper considerations, the Company did not abstain taking any measures and did not suffer any losses due to abstaining to take any measures".

It was unanimously voted and accepted that loss reconciliation was not necessary as there wasn't a loss, and that the report to be approved as is.

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| CHAIRMAN Halil İbrahim Kongur | VICE CHAIRMAN Erkan Aydođdu |
| MEMBER DRAKA HOLDING B.V. | MEMBER Andrea Pirondini |

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| Fabio Ignazio Romeo | |
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| MEMBER Alberto Maria Tagliabue | MEMBER Ali Aydın Pandır |
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| MEMBER Ayşe Canan Edibođlu | MEMBER Mehmet Emin Tutan |