

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

Resolution No. : 2017/

Date :

CALL FOR EXTRAORDINARY GENERAL ASSEMBLY MEETING

In result of the fact that the necessary approvals of Capital Market Board and Ministry of Customs and Trade in respect of the attached draft of the amendment of articles of association of our company are provided; It has been unanimously resolved that the General Assembly should be called for an extraordinary general assembly meeting on 05.06.2017 (Monday) 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 issues listed in the following agenda and the relevant personnel to make necessary preparations.

EXTRAORDINARY 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. Discussion and approval of the amendment of the article 6 of the Articles of Incorporation of the Company as indicated in the attached draft that has been approved by Capital Market Board and Ministry of Customs and Trade
4. Recommendation and Adjournment,

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| CHAIRMAN Halil İbrahim Kongur | VICE CHAIRMAN Erkan Aydoğdu |
| MEMBER Fabio Ignazio Romeo | MEMBER Andrea Pirondini |

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| MEMBER Ercan Gökdağ | MEMBER Ali Aydın Pandır |
| MEMBER Ayşe Canan Edibođlu | MEMBER Mehmet Emin Tutan |

AMENDMENT TEXT OF ARTICLES of ASSOCIATION

| Old Article Article 6 – Registered Capital: | New Article Article 6 – Registered Capital: |
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| <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.170.000.000,00 (onehundredseventymillion), and is divided into 170.000.000,00 (onehundredseventymillion) 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 2017-2021. Even if the Company does not increase up to the ceiling till the end of 2021, in order for the Board of Directors to take a decision with respect to capital increase after 2021, 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 112.233.652,00. 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 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 by issuing registered shares or bearer shares until the Registered Capital ceiling.</p> <p>Unless the issued shares are sold totally and the sum corresponding of them encashed, no new shares will be issued.</p> <p>Shares representing the capital are tracked as per the principles of dematerialization.</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.170.000.000,00 (onehundredseventymillion), and is divided into 170.000.000,00 (onehundredseventymillion) 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 2017-2021. Even if the Company does not increase up to the ceiling till the end of 2021, in order for the Board of Directors to take a decision with respect to capital increase after 2021, 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 112.233.652,00. 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 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.</p> <p>Unless the issued shares are sold totally and the sum corresponding of them encashed, no new shares will be issued.</p> <p>Shares representing the capital are tracked as per the principles of dematerialization.</p> |