

**SPECIAL CONDITION STATEMENT FORM**

**Title of Partnership/Names of Partners** : Türk Prysmian Kablo ve Sistemleri A.Ş.  
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21.02.2019

**Borsa İstanbul A.Ş.**  
**İSTANBUL**

**Subject: 2018 Yılı Kar Dağıtım Teklifi Hk.**

**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 examined and evaluated that;

- The generated net profit of the fiscal year has been 38,538,543.-TRY according to the financial statements for the fiscal year 01.01.2018– 31.12.2018, 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;
- The statutory net profit of the same fiscal year as per Turkish Commercial Code and Tax Procedural Law, has been 29,827,286.-TRY (the net profit for a fiscal year calculated in accordance with the present paragraph is hereinafter referred to as the "Statutory Net Profit").
- 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. The total amount of the dividend to be distributed is limited with the Statutory Net Profit. Accordingly, the upper limit for the distributable dividend for the fiscal year 01.01.2018 – 31.12.2018 is 29,827,286.-TRY.

- ii. The previous year's losses and general legal reserve should be subtracted, and then an amount equal to the donations granted during the fiscal year in question should be added to calculate net distributable profit.

- Accordingly, from the distributable dividend of 29,827,286.-TRY, 1,491,364.-TL is allocated to the general legal reserves and 268,009.-TL is added to the distributable dividend, to find the net distributable profit which is 28,603,931.-TRY

In order to manage the financial needs of the Company due to the macroeconomic conditions experienced within the fiscal year 2018 and for the sake of healthy and strong financial structure it has been unanimously resolved by the undersigned members to distribute the dividend of 5,720,786.-TRY from the net distributable profit of 28,603,931.-TRY which is also equal to 4,04 % of the issued capital of the Company, to our shareholders in cash, as of 18 April 2019; thus distributing net 0.034308494.-TRY per share with a nominal value of TRY 1.-, following of deduction of 15% tax to be calculated over gross 0.040362934.-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 2018 and notify the shareholders.

**Regards,**

**Türk Prysmian Kablo ve Sistemleri A.Ş.**