

**TÜRK PRYSMİAN KABLO VE SİSTEMLERİ A.Ş.**  
**From the Board of Directors;**

The Company's General Assembly shall gather in an ORDINARY General Assembly Meeting to discuss the published agenda on March 25, 2011, Friday, at 09:00, at the Company head quarter at the address of "Ömerbey Mah. Bursa Asfaltı Cad. No:51 MUDANYA".

Shareholders with shares issued to bearer to participate in the General Assembly Meeting must produce their share certificates or documents proving their ownership of the same to our head quarter in Mudanya a week before the General Assembly Meeting. On the other hand, shareholders, whose shares are being kept by Merkezi Kayit Kurulusu A.S., shall be able to participate the meeting producing General Assembly Blokage Form that shall be issued by MKK after a General Assembly Blokage is placed on their accounts. Shareholders without such blokage forms and/or representatives/attorneys thereof shall have the right to participate in general assembly meeting but shall not be considered in calculations of meeting quorum and shall not have right to vote. Annual Report, Balance Sheet and Income Statement shall be made available for review by our shareholders at our Company Head Quarter 15 days before the General Assembly Meeting.

If our shareholders with right to vote chose to exercise such right by means of an attorney, they must fill out the following power of attorney form, prepared in accordance with the Capital Markets Board's Communiqué Serial: IV No: 8, have their signatures attested by a notary public, and submit the same to the Company along with their notary attested signature specimen. For kind attention of our shareholders.

**POWER OF ATTORNEY**

TÜRK PRYSMİAN KABLO VE SİSTEMLERİ A.Ş.

I hereby appoint ..... as my attorney in fact authorized to represent, vote, make proposals and sign documents as may be necessary on my behalf at the General Assembly Meeting of Turk Prysmian Kablo ve Sistemleri A.S. that shall be held on March 25, 2011, Friday at 09:00, at the Company's Head Quarter at address of "Omerbey Mah. Bursa Asfaltı Cad. No: 51 Mudanya".

**A) SCOPE OF THE REPRESENTATION CAPACITY**

- a) Attorney is authorized to vote at their discretion in relation to all items in the agenda.
- b) Attorney is authorized to vote for items in the agenda in line with the following instructions.  
Instructions: (special instructions are written here)
- c) Attorney is authorized to vote in line with the company management's recommendations.
- d) Attorney is authorized to vote for additional items/issues that may emerge during the meeting as per the following instructions.  
(if there are no instructions, attorney shall vote at their discretion).  
Instructions: (special instructions are written here).

**B) DETAILS OF THE SHAREHOLDER'S SHARE**

- a) Issue and Serial
- b) Number
- c) Quantities - Nominal Value
- d) Privileged Share or Not
- e) Issued to the Bearer or Name

SHAREHOLDER'S FULL NAME and TITLE

Signature

Address

Note: Please choose only one of options (a), (b) or (c) in Section (A). For options (b) and (d), please specify.