

**SPECIAL CONDITION STATEMENT FORM**

**Title of Partnership/Names of Partners :** Türk Prysmian Kablo ve Sistemleri A.Ş.  
**Address :** Ömerbey Mah. Bursa Asfaltı Cad. No:51, Mudanya / Bursa  
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**07/03/2012**

**İstanbul Stock Exchange Directorate**

**İSTANBUL**

**Subject: The Statement made according to the Official Rules Statement of Capital Market Board Regarding the Announcement of Special Conditions to the Public (Serial: VIII, No: 54).**

Our company has decided with the Board of Directors decision dated 07/03/2012 and numbered 2012/05 that the General Assembly be called to meeting Ordinarily in order to meet the matters written in the agenda regarding the results of January 1 2011 - December 31 2011 accounting period and the necessary decisions to be taken on March 30 2012 Friday at 09:00 in the company headquarters of Ömerbey Mah. Bursa Asfaltı Cad. No:51 Mudanya 16941. General Assembly meeting agenda is presented for the interested attached to our special condition statement.

We announce that our statements above are in conformance with the rules of Capital Market Board's Official Statement of Serial: VIII, No: 54, that it completely reflects the information we have obtained on this matter(s); the information is in conformance with our books, registers and documents, we showed due diligence to obtain the information regarding the matter completely and correctly and we are responsible for these statements made.

We submit for your information.

**Yours respectfully,**

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

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

**General Directorate**

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**REGULAR GENERAL ASSEMBLY MEETING AGENDA**

- 1.** Opening and formation of Presidency Council,
- 2.** Giving the Presidency Council authority to sign the General Assembly Minutes of Meeting,
- 3.** Reading the 2011 reports presented by the Board of Directors, Supervisory Board and Independent External Auditing Institution and submitting them for General Assembly's opinion and approval,
- 4.** Discussion and approval of the Financial Charts prepared according to 01/01/2011 - 31/12/2011 Accounting Period Board of Directors and Supervisory Board Reports and SPK legislation, acquittance of the Board of Directors and Supervisory Board,
- 5.** Discussion of the Board of Directors proposal regarding the distribution of 01/01/2011 - 31/12/2011 Accounting Period profit and making a decision about this issue,
- 6.** Informing the General Assembly about the donations made in 2011 and submitting for approval,
- 7.** Election of new Board of Directors members for the Board of Directors members whose duty term has ended than determination of their wages,
- 8.** Discussion of the policies on the address regarding the waging rules of Board of Directors and upper management,
- 9.** Election of Supervisory Board members, determination of their duty term and wages,
- 10.** Informing the shareholders about the operations of asset, service or obligation transfer between the related parties within the scope of SPK's Official Statement of Series: IV No: 41,
- 11.** Within the frame of the rules established as part of social responsibility principle and SPK's Official Statement with Series: IV No: 56, discussion of the amendment of the Company Articles of Association articles 3, 10, 11, 14, 16 as specified in the attached amendment drafts approved by the Capital Market Board and Ministry of Industry and Commerce and presentation to the General Assembly vote,
- 12.** Within the frame of the Capital Market Board Regulations, informing the General Assembly about the the income and benefits that the Company obtained by the Guarantees, Pawns and Hypothecs given on behalf of 3rd parties.
- 13.** The Independent Auditing Institution selected by the Board of Directors in order to review the 2012 activity and accounts as per the Official Statement Regarding the Capital Market Independent Standards issued by the Capital Market Boards to be approved,
- 14.** Discussion of approval of transactions made until the date of the General Assembly and the preliminary approval of the transactions to be carried after this date as per Company articles of association article 14,
- 15.** Giving approval for the shareholders who have management sovereignty, board of directors members, upper managers and the spouses and up to second degree relatives by blood and marriage to be able to conduct transactions in the quality specified in Corporate Management Principles principle number 1.3.7 brought into effect with SPK's Official Statement of Series: IV No: 56 and informing the shareholders if transactions of such nature have taken place during the period;
- 16.** Wishes and Closing.