

SPECIAL CONDITION STATEMENT FORM

Title of Partnership/Names of Partners : Türk Prysmian Kablo ve Sistemleri A.Ş.
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14/03/2012

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).

The detailed information about our Company Board of Directors Member Candidates and Independent Board of Directors Member Candidates, which shall be submitted for the Assembly's approval in the Regular General Assembly Meeting which shall be held on 30/03/2012 according to the article 4.3.8 titled 4.3 Board of Directors of the Official Statement Series: VI No: 56 is included below.

Board of Directors Member Candidates

Mahmut Tayfun ANIK

Mahmut Tayfun Akin have served in Pirelli/Prysmian Group for over 25 years, and he graduated from Boğaziçi University Business Administration program. Akin started his career by working in Treasury and Finance departments in Turkey, and then he served in various managerial positions of Pirelli Tires in Turkey, Germany and Italy Logistics and Purchasing departments. Akin has been working as the Group Purchasing Director of Prysmian S.p.A. since 2003, and he is also Chairman of the Board of Directors and Supervisory Board member of Türk Prysmian Kablo ve Sistemleri A.Ş.

Fabio Ignazio ROMEO

Fabio Romeo is the Energy Cables CEO of our group. After he graduated from the Polytechnic University Electronic Engineering program in 1979, he obtained his master's degree and doctoral degree in 1986 and 1989, respectively, in Berkeley, California University Electrical Engineering and Computer Sciences field. Romeo has started his 4 life in 1981 as Chemical Factories Project Manager in TEMA (ENI Group) and he became the Technical Consultant of Honeywell company's CEO in 1982. Romeo had started in Magnetti Marelli Group's Electronic department as Innovation Manager in 1989; and in 1998 he was appointed CEO to the Electronic Systems department of the same group. Romeo joined Pirelli Group in 2001 as Truck Tires Sales Director, and became the Public Works Sales Director of Pirelli Cables in 2002. Romeo has been serving as the Energy Cables CEO of our group since December 2004, and he is also a Board of Directors and Supervisory Board member for Türk Prysmian Kablo ve Sistemleri A.Ş.

Hans Gunnar Staffan HOEGSTEDT

Hans Hoegstedt had worked as the Energy Distribution and Branch&Contractors Channel World Director of Prysmian Group between 2006 - 2011 before he was appointed CEO to Türk Prysmian. Hoegstedt started his career in 1994 in London and ever since, he served in manager and general manager/CEO positions in many B2C and B2B international companies in marketing and sales areas like The Coca-Cola Company, Fiat Auto/Alfa Romeo. Throughout his career, he worked in 7 different countries among which are England, Germany, United States of America, Romania and now Turkey. Hoegstedt received Business Administration and MBA education in Pepperdine and Harvard University, and is currently the Türk Prysmian Kablo ve Sistemleri A.Ş. General Manager and also the Board of Directors Vice Chairman.

Ercan KARAİSMAİLOĞLU

Ercan Karaismailoğlu started working in Prysmian family in 2001 as Planning and Control Manager. Between 2004-2009, Karaismailoğlu continued to work in Türk Prysmian as Financial and Administrative Works Director, and between 2009-2011 he went to America to work as Prysmian North America Financial and Administrative Works Director. He returned to Turkey on April 2011, and he has continued to work as Financial and Administrative Works Director since that time. Karaismailoğlu was working as Manager in Arthur Andersen before working in Prysmian. He started his professional business life in 1995 in the PriceWaterhouseCoopers in the Audit department, and later he served in Arthur Andersen in Tax and Outsourcing departments. Ercan Karaismailoğlu graduated from Middle East Technical University Economics program, and he is also a Board of Directors member of Türk Prysmian Kablo ve Sistemleri A.Ş.

Halil İbrahim KONGUR

Halil İbrahim Kongur has joined the Prysmian family in 1986, and has been serving as Factory Director since 2003. Kongur has acted as Planning Engineer, Logistics Manager, Production Manager and Purchasing Director before his current position. Kongur graduated from Karadeniz Technical University Mechanical Engineering program, and he later completed his master's degree in Berlin Technical University on Manufacturing Technologies field.

Independent Board of Directors Member Candidates

Ali Aydın PANDIR

Ali Aydın Pandır has been serving as Fiat Auto Chairman of the Board Consultant since January 2012. Pandır has worked as Tofaş CEO and Tofaş Board of Directors member between 2006-2012, and he served as General Motors' supply chain region director and general manager/CEO positions in factories in different countries like Indonesia, Singapore, Chine between 1996-2006. He worked as Opel Germany After Sales services manager between 1993-1996 and as General Motors After Sales services manager between 1990-1993. Pandır started his career in Tekersan Jant Sanayi, and worked as Production Manager in Otokar A.Ş. between 1984-1989 and Project Engineer in Koç Holding A.Ş. between 1982-1984. Pandır graduated from Istanbul Technical University Mechanical Engineering program.

Neslihan TOMBUL

Neslihan Tombul first started working in Bloomingdale Corp. (USA) between 1978-1983 as sales representative. Tombul was assigned as Irving Trust Company, NY, (USA) as Vice president responsible of Middle East and Africa regions in 1983 and she continued this position until 1998. Between 1988 and 2008, tombul served as New York Mellon Bank Turkey, Israel and Azerbaijan country director, and between 2008 - 2009 she provided consultancy services to some luxury lifestyle brands in creating a brand image in Turkey and South Africa and improve market position. Since 2009, she has been serving as Board of Directors member in Yaşar Holding, and she also served as Consultants board member in 212 VC Partners company which operates in investment consultancy area between 2010-2011. Neslihan Tombul graduated from Rutgers University Economy and Politics Science program, and she had her Master's Degree from Tufts University - Fletcher Law and Diplomacy School, Development Economy and International Trade program.

Mehmet Emin TUTAN

Mehmet Emin Tutan had served as November 2002 - June 2011 Ak Parti Bursa Congressman. Between 2001-2002 Tutan served as Ak Parti Bursa Yıldırım District President, and between 1989-2002 he worked as Bursa Council Member. Tutan is also a Sworn Financial Advisor, and he owns a Sworn Financial Advisor office. Tutan graduated from Uludağ University Business Administration program.

We submit for your information.

Yours respectfully,

Türk Prysmian Kablo ve Sistemleri A.Ş.