

SPECIAL CONDITION STATEMENT FORM

Title of Partnership/Names of Partners : Türk Prysmian Kablo ve Sistemleri A.Ş.
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22/02/2012

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).

With our Company's Board of Directors decision dated February 21 2012 and numbered 2012/02, it was unanimously voted;

1-To amend the articles 10, 11, 14 and 16 of our Company's articles of association according to the attached amendment text;

2-It is unanimously decided to make an application to the Capital Market Board and Directorate of Industry and commerce to obtain the necessary permissions regarding the changes to the Articles of Association,

3-And the amended articles to be presented for the approval of General Assembly after the necessary permissions are obtained.

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 SİSTEMLERİ A.Ş.

ARTICLES OF ASSOCIATION

AMENDMENT TEXT

Old Article	New Article
<p>Article 3 - Company purpose and primary field of activity:</p> <p>a- Conduct the manufacturing, importation-exportation and trade of all kinds of cables and conductives, machines, apparatus, tools and instruments and the parts and details of such and auxiliary raw materials and intermediary products and produced materials and all similar materials in electrotechnical field.</p> <p>b- Save and rate real estate assets and underground and above ground assets and rights in this value, sell and transfer and place or receive hypothec on these and lift pertaining hypothec; construct buildings, when necessary rent and sell them, rent buildings.</p> <p>c- Buy and sell all kinds of real estate, with the activity not having any mediation activity and real estate portfolio operation quality, give and receive all kinds of real or personal guarantees in form of pawn, pledge of commercial enterprise, bailment, bank guarantee, provide and give all kinds of debt and loan unless it has a quality of lending money.</p> <p>d- Own all kinds of transportation vehicles and use such vehicles.</p> <p>e- Participate in all kinds of organizations to be founded or have already been founded and transfer or sell its subsidiaries.</p> <p>f- Perform as representative or agent, establish dealerships and sales organization, conduct official or private contractor works.</p> <p>g- Acquire, sell, rent or lease license, patent and similar intellectual rights.</p>	<p>Article 3 - Company purpose and primary field of activity:</p> <p>a- Conduct the manufacturing, importation-exportation and trade of all kinds of cables and conductives, machines, apparatus, tools and instruments and the parts and details of such and auxiliary raw materials and intermediary products and produced materials and all similar materials in electrotechnical field.</p> <p>b- Save and rate real estate assets and underground and above ground assets and rights in this value, sell and transfer and place or receive hypothec on these and lift pertaining hypothec; construct buildings, when necessary rent and sell them, rent buildings.</p> <p>c- Buy and sell all kinds of real estate, with the activity not having any mediation activity and real estate portfolio operation quality, give and receive all kinds of real or personal guarantees in form of pawn, pledge of commercial enterprise, bailment, bank guarantee, provide and give all kinds of debt and loan unless it has a quality of lending money.</p> <p>d- Own all kinds of transportation vehicles and use such vehicles.</p> <p>e- Participate in all kinds of organizations to be founded or have already been founded and transfer or sell its subsidiaries.</p> <p>f- Perform as representative or agent, establish dealerships and sales organization, conduct official or private contractor works.</p> <p>g- Acquire, sell, rent or lease license, patent and similar intellectual rights.</p> <p>h- Start foundations for various purposes by means of allocating a certain amount that shall not exceed 10% of the previous annual period net profit within the Social Responsibility principle and make donations to people and/or institutions limited with the same amount,</p>

<p>In case it is desired to enter other works that are beneficial to the company and necessary in the future other than those specified above, other desired works can be conducted after Board of Directors' and General Assembly's approval and execution of necessary legal procedures.</p> <p>Capital Market Board regulations are observed during providing guarantee, pledge or hypothec on behalf of third parties.</p>	<p>In case it is desired to enter other works that are beneficial to the company and necessary in the future other than those specified above, other desired works can be conducted after Board of Directors' and General Assembly's approval and execution of necessary legal procedures.</p> <p>Capital Market Board regulations are observed during providing guarantee, pledge or hypothec on behalf of third parties.</p>
<p>Old Article Article 10 - Board of Directors:</p>	<p>New Article Article 10 - Board of Directors:</p>
<p>Company business, administrative and representative, is executed by a Board of Directors that is composed of 3-9 people.</p> <p>Board of Directors members are selected by General Assembly from the shareholders according to the Turkish Trade Act and Company Articles of Association provisions for a duration of two years. It is allowable to re-elect a member whose duration expires.</p> <p>Board of Directors is authorized to make decisions about all company business except for issues where authority is exclusively given to General Assembly by capital market legislation Turkish Trade Act and Articles of Association.</p> <p>Board of Directors is responsible against the company about complying to all restrictions this status or General Assembly decision bears in mind.</p> <p>Board of Directors can transfer its authorities to</p>	<p>Company business, administrative and representative, is executed by a Board of Directors that is composed of 5-9 people. The number and qualities of the independent members that will serve in the Board of Directors is determined according to the administrative regulations of the Capital Market Board.</p> <p>Board of Directors members are elected by the company General Assembly in accordance with the provisions of Capital Market Legislation, Turkish Trade Act and Company Articles of Association. For the independent members, with the condition of conforming to the provisions specific to the capital market board regulations, it is allowable to re-elect a member whose duration is up.</p> <p>Board of Directors is authorized to make decisions about all company business except for issues where authority is exclusively given to General Assembly by capital market legislation Turkish Trade Act and Articles of Association.</p> <p>Board of Directors is responsible against the company about complying to all restrictions this status or General Assembly decision bears in mind.</p>
<p>Old Article Article 11 - Board of Directors Decisions :</p>	<p>New Article Article 11 - Board of Directors Decisions :</p>
<p>Board of Directors makes it decisions in meetings conducted upon the president's invitation. The president also calls Board of Directors to meet upon the written or explained request of one of the members.</p>	<p>Board of Directors makes it decisions in meetings conducted upon the president's invitation. The president also calls Board of Directors to meet upon the written or explained request of one of the members.</p>

<p>is invited to the meeting. Invitation states the meeting agenda.</p> <p>Members that do not attend the meeting can state their votes by letter. Such votes are considered when determining the number of required votes for decisions.</p> <p>Board of Directors can also make decisions by distributing a written Board of Directors decision among the members in accordance with the second paragraph of article 330 of Turkish Trade Act. Board of Directors can meet without actually coming together by using technological means like video conference or teleconference, but any decisions taken in such meetings must be signed in written later on.</p>	<p>is invited to the meeting. Invitation states the meeting agenda.</p> <p>Members that do not attend the meeting can state their votes by letter. Such votes are considered when determining the number of required votes for decisions.</p> <p>Board of Directors can also make decisions by distributing a written Board of Directors decision among the members in accordance with the related article of Turkish Trade Act. Board of Directors can meet without actually coming together by using technological means like video conference or teleconference, but any decisions taken in such meetings must be signed in written later on.</p> <p>Board of Directors assemble with the majority of the full member number and makes its decisions with the majority of the members present in the meeting. This rule is also applied when the management board is conducted in electronic medium or make a decision without a meeting.</p> <p>Corporate Management Principles made mandatory by Capital Market Board are conformed to. Procedures conducted and decisions made without adhering to the mandatory principles are invalid and are considered a violation of the articles of association.</p> <p>Capital Market Board's corporate management regulations are observed in operations that are considered important regarding execution of Corporate Management Principles and in all kinds of related party transactions and operations</p>
<p>Old Article Article 14 - Authorities of General Assembly :</p>	<p>New Article Article 14 - Authorities General Assembly :</p>
<p>General Assembly especially decides on the following matters :</p> <ol style="list-style-type: none"> 1 - Approval of the Board of Directors and Supervisor reports, 2 - Audit and confirmation of the financial statement, profit and loss calculations and usage of the net profit and determination of the profit allocation, 3 - Allocation of Board of Directors number of members, their selection, discharge, removal and 	<p>General Assembly especially decides on the following matters:</p> <ol style="list-style-type: none"> 1 - Approval of the Board of Directors and Supervisor reports, 2 - Audit and confirmation of the financial statement, profit and loss calculations and usage of the net profit and determination of the profit allocation, 3 - Allocation of Board of Directors number of members, their selection, discharge, removal and relocation and

<p>The execution of the activities below is based on previous and, when necessary, later confirmation and approval of the General Assembly.</p> <ol style="list-style-type: none"> 1- Annual investment and financing plan prepared by the Board of Directors; 2- Purchase and sale of real estate and placing hypothec on company real estate; 3- Starting branches and partnerships (sub-branches) and claim or sell subsidiaries, 4- Move on to new manufacturing areas 	<p>The execution of the activities below is based on previous and, when necessary, later confirmation and approval of the General Assembly.</p> <ol style="list-style-type: none"> 1- Annual investment and financing plan prepared by the Board of Directors; 2- Purchase and sale of real estate and placing hypothec on company real estate; 3- Starting branches and partnerships (sub-branches) and claim or sell subsidiaries, 4- Move on to new manufacturing areas
<p>Old Article Article 16 - General Assembly Invitation</p>	<p>New Article Article 16 - General Assembly Meeting</p>
<p>General Assembly invitation is made to the shareholders by informing the meeting location, time and agenda through announcement, observing article 370 of Turkish Trade Act. Invitation is made at least 14 days beforehand. Invitation day and meeting day are not calculated in this duration.</p>	<p>General Assembly meeting announcement is made considering the minimum durations specified in Turkish Trade Act, Capital Market Board and other related legislation provisions, through all kinds of communication channels including electronic communication which shall reach the most number of shareholders aside the methods foreseen by legislation.</p>