

**SPECIAL CONDITION STATEMENT FORM**

**Title of Partnership/Names of Partners :** Türk Prysmian Kablo ve Sistemleri A.Ş.  
**Address :** Bursa Asfaltı Cad. No: 51, 16941 Mudanya, BURSA  
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23/11/2010

**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).**

The information note which we believe summarizes the 6-page statement that Prysmian S.p.A, which is 83.74% indirect partner of our company and Draka Holding N.V. (Draka) announced jointly is provided below:

"Draka Holding N.V. (Draka) and Prysmian S.p.A. (Prysmian) have come to a conditional agreement regarding the call proposal that Prysmian made about paying €8.60 for each of Draka's all unprivileged (regular) shares that are issued and in circulation and hand over 0.6595 Prysmian unprivileged shares which shall be issued anew for each unprivileged Draka share. The proposal evaluates Draka as €17,20 per unprivileged share and contains a price with 37% bonus based on the weighted average price of Draka of the previous 6 months, and a 25% bonus based on Draka's share price on 13/11/2010. Realizing the call and the conditional agreement made between the parties depend on some pre-call conditions that must be met (or released) before the Call; meeting the call obligations specified in the Netherlands Merger Law (SER-besluit Fusiegedragsregels 2000), taking the opinion of the working councils and monitoring advance material effect etc. Even after the call is made, the completion of the call depends, similarly, on realization of conditions like obtaining permission from the related competition institutions regarding the call, monitoring material adverse effect and having a minimum of 85% response to the call."

The complete original text of the said announcement can be reviewed from the address below;

<http://www.prysmian.com/communication/news.html?newsLink=/archive/news/2010/news042.news>

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.**

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