

**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

**Telephone / Fax :** (0224) 270 30 00 / (0224) 270 30 24

25/03/2011

**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 General Assembly Minutes of Meeting, Attendance Sheet, and Profit Distribution Table that belong to the Regular General Assembly Meeting held on March 25th 2011 is attached.

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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**TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.**  
**48th REGULAR GENERAL ASSEMBLY**  
**25 March 2011**  
**MINUTES OF MEETING**

Türk Prysmian Kablo ve Sistemleri A.Ş. Regular General Assembly Meeting for 2010 activity year has been held on 25.03.2011 at 09:00 in the Company Headquarters address of Ömerbey Mah. Bursa Asfaltı Cad. No:51 Mudanya / Bursa which was selected by Company Board of Directors under supervision of Ministry Commissioner Mr. Birol Çetinoğlu who was stationed by T.C. Bursa Governorship Industry and Commerce Province Directorate's writings dated March 21st 2011 and numbered B.14.4.İLM.0.16.00.02/1944.

It was detected that the invitation for meeting was made in due time and by including the agenda, in issue 7768 of Turkish Commerce Registry Gazette dated March 9th 2011, issues of Vatan ve Olay Newspaper dated March 9th 2011 and Company website [www.prysmian.com.tr](http://www.prysmian.com.tr) to inform the shareholders of the meeting location, date, time and agenda.

It was seen that documents were entrusted to the Company, which provide evidence that shareholders of 31,963,328.000 TL worth of bearer shares and 62,028,331.000 TL worth of registered shares had blocked their shares.

Upon review of the Attendance Sheet and understanding that 93,991,659.000 shares for a capital of 93,991,659.000 TL over 112,233,652.000 TL total capital of the company was represented in person in the meeting and thus the minimum meeting quorum foreseen in the law and the Articles of Association was met and that also Company Supervisory Board Members Mr. Hikmet Türken and Raşit Yavuz were present; the meeting was started by Board Member Mr. Francesco Luciano Giovanni Fanciulli and proceeded to discuss the agenda.

- 1.** It was unanimously voted for Mr. Francesco Luciano Giovanni FANCIULLI to be the President of Council, Mr. Hasan Özgür DEMIRDÖVEN to be the vote collector and Mr. Yiğit TÜRSOY to be the secretary. Shareholders were explained that voting would be open vote and would be conducted by lifting hands.
- 2.** Meeting President of Council Mr. Francesco Luciano Giovanni FANCIULLI informed the General Assembly that the Board of Director members other than himself and Mr. Hasan Özgür DEMIRDÖVEN were not present in the meeting due to their business schedules abroad. It was unanimously voted that the authority to sign the minutes of meeting be given to the Presidency of Council.
- 3.** Board of Directors Activity Reports, Supervisory Board and Independent External Audit Institution DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Deloitte Touche Tohmetsu Limited) Reports and Balance and Income Sheet for 01/01/2010 - 31/12/2010 Account Period were read to the General Assembly and submitted for vote.
- 4.** Board of Directors Activity Reports, Supervisory Board and Independent External Audit Institution reports for 01/01/2010 - 31/12/2010 Account Period and all Financial charts, reports and calculations prepared according to SPK legislation were discussed and approved unanimously. Board of Directors Members Mahmut Tayfun Anık, Francesco Luciano Giovanni Fanciulli, Fabio Ignazio Romeo, Hasan Özgür Demirdöven and Supervisory Board Members Raşit Yavuz and Hikmet Türken, who served in the related account period were separately acquitted unanimously. Board of Directors Members did not vote for their own acquittance.

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- 5.** Board of Directors proposal on distribution of 01/01/2010 - 31/12/2010 Account Period profit was discussed in the General Assembly;

According to the financial charts belonging to the 2010 financial account period, which were issued according to the official statement provisions of T.C. Prime Ministry Capital Market Board's (SPK) Serial:XI, No: 29 and in conformance with the International Financial Reporting Standards, and whose presentation rules determined according to SPK's decision dated 17/04/2008 and numbered 11/467

since it is understood that 5,416,031 TL "Net Period Loss" was incurred; it was unanimously voted that no profit distribution would be possible to make regarding 2010 account period according to SPK's regulations regarding profit distribution and current profit distribution policy.

- 6.** The donations and charities performed during 2010 Account Period were read to the shareholders who attended the meeting to inform them. The donations and charities made were discussed and unanimously approved.

- 7.** It was unanimously voted for Mr. Mahmut Tayfun ANIK, Francesco Luciano Giovanni FANCIULLI, Fabio Ignazio ROMEO and Ercan KARAİSMAİLOĞLU to be elected as Board of Directors Members to represent Prysman (Dutch) Holdings B.V. for a duration of 1 year, but in all cases until the Regular General Assembly that will assemble in 2012 regarding the results of the 2011 account period in said issues except the works exclusively left for the General Assembly's authority in the Turkish Trade Act without prior or later confirmation and approval of the General Assembly and the Board of Directors Members no to be paid any compensation for the duration of their service.

- 8.** It was unanimously voted for Mr. Raşit Yavuz and Hikmet Türken to be elected to the Supervisory Board memberships regarding the results of the 2011 account period for a duration of 1 year but in all cases until the Regular General Assembly that shall assemble in 2012. It was unanimously voted that each of the Supervisory Board Members would be paid 1,350 TL gross compensation annually and starting from 01 April 2011.

- 9.** Independent External Auditing Institution Capital Karden Bağımsız Denetim ve Yeminli Mali Müşavirlik A.Ş. 2010 reports regarding the asset, service or obligation transfers between the related parties under the scope of "Official statement serial: IV/ numbered 41 which makes it mandatory to perform valuation on transfer prices for publicly traded companies" Regarding the Rules That Incorporated Companies Subject to Capital Market Law Shall Uphold were read to the General Assembly and information was provided.

- 10.** It was unanimously voted for our Articles of Association's articles numbered 3, 4, 6, 23 to be amended the way provided below and the company registered capital ceiling to be increased to 135,000,000.00 TL as part of the amendment on article 6, as seen suitable by T.C. Prime Ministry Capital Market Board's permission dated 25/02/2011 and numbered B.02.1.SPK.0.13-404/2329 and T.C. Ministry of Industry and Commerce Internal Trade General Directorate's permission dated 04/03/2011 and numbered B.14.0.İT.G.0.10.00.01/351-02-1542-27305-1371.

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**NEW ARTICLE**

**Article 3 - Company purpose and primary field of activity:**

**a-** Conduct the manufacturing, importation-exportation and trade of all kinds of cables and conductors, 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.

**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.

**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.

**d-** Own all kinds of transportation vehicles and use such vehicles.

**e-** Participate in all kinds of organizations to be founded or have already been founded and transfer or sell its organizations.

**f-** Perform as representative or agent, establish dealerships and sales organization, conduct official or private contractor works.

**g-** Acquire, sell, rent or lease license, patent and all kinds of intellectual rights.

**h-** Conduct all kinds of activities that is related to the interests of the Company.

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.

3. Capital Market Board regulations are observed during providing guarantee, pledge or hypothec on behalf of third parties.

**NEW ARTICLE**

**Article 4 - Company Headquarters and Branches:**

Company headquarters is in Mudanya. It's address is Ömerbey Mahallesi Bursa Asfaltı Caddesi No: 51 Mudanya Bursa. In case of address changes, the address is registered in the Trade Registry and announced in Turkish Trade Gazette and also it is notified to the Capital Market Board and Ministry of Industry and Commerce. Any notification made to the registered and announced address is considered to be made to the company. If a company does not register its new address within time, even though it has left its registered and announced address; this counts as a reason of termination.

Company notifies Ministry of Industry and Commerce and Capital Market Board of the changes in its registered address.

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**NEW ARTICLE**

**Article 6 - Registered Capital:**

Company has accepted the registered capital system according to the Capital Market Board provisions numbered 2499 changed with law number 3794, and has moved to this system with T.C. Prime Ministry Undersecretariat of Treasury and Foreign Trade, Foreign Capital General Directorate's permission dated 27/11/1992 and numbered 10410, and Capital Market Board's permission dated 11/12/1992 and numbered 4463.

Company's registered capital is 135,000,000.00 (One hundred thirty five million) Turkish Liras and it is divided into 135,000,000 (One hundred thirty five million) shares with each worth an equal of 1.- (one) Turkish Liras.

The registered capital ceiling permission provided by the Capital Market Board is valid for the years 2011-2015 (5 years). Even if the registered capital ceiling is not reached by the end of 2015, for the Board of Directors to be able to decide on capital increase after 2015; it is mandatory to obtain authority from General Assembly for a new duration with the condition of obtaining permission from the Capital Market Board for the previously approved ceiling or a new ceiling amount. If the said authority is not obtained, the company is considered to have left registered capital system.

Company's issued capital is 112,233,652.00- (one hundred and twelve million two hundred and thirty three thousand six hundred and fifty two) TL paid off. The entire issued capital is payable to the holder.

Board of Directors is authorized to increase the issued capital by exporting shares to the name and to the bearer up to the registered capital ceiling in the times it deems necessary between the years 2011-2015 in accordance with the Capital Market Law provisions.

No new shares can be issued unless all the issued shares are sold and their value collected.

While the nominal value of the shares were 1,000.- TL, first it was changed as 10 Yeni Kurus as per the Law Regarding Amending The Turkish Trade Act numbered 5274, and then as 10 Kurus with the "Yeni" expression in the Yeni Türk Lirası and Yeni Kurus being removed on January 1 2009 with the Cabinet Decision dated April 4 2007 and numbered 2007/11963. Due to this change, the total number of shares have decreased, and 1 share of 10 (Yeni) Kurus nominal value was presented for 100 shares of 1,000 TL.

This time the nominal value of Company shares was changed to 1 Turkish Lira from 10 Kurus. Due to this change, the total number of shares will decrease, and 1 share of 1 Turkish Lira nominal value shall be presented for 10 shares of 10 Kurus.

The rights of partners that are incurred due to the shares they own regarding the said change operations are reserved.

The "Turkish Lira" expressions present in this contract are the replaced expressions as per the above mentioned Cabinet Decision.

The shares that represent the capital are tracked by registration as per registration rules.

**NEW ARTICLE**

**Article 23 - Articles of Association amendment:**

The amendments to be made on the Articles of Association by the General Assembly require the permission of Capital Market Board and approval of Ministry of Industry and Commerce. These amendments are registered in the Trade Register and announced in the Trade Registry Gazette.

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**MINUTES OF MEETING**

- 11.** Within the frame of the Capital Market Board Regulations, the income and benefits that the Company obtained by the Guarantees, Pawns and Hypothecs given on behalf of 3rd parties were presented to the Regular General Assembly.
- 12.** It was decided that the Company employees who contributed to realizing Company goals by achieving the goals given to them by the Company management to be given bonuses in parallel with the goals realized within Company general principles and the bonus amount to be determined by the Company management based on the goals achieved and it was unanimously voted for General Manager Francesco Luciano Giovanni Fanciulli to be authorized to perform the necessary procedures and take the decisions regarding this issue.
- 13.** It was unanimously decided that Independent External Auditing Institution DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Deloitte Touche Tohmatsu) is suitable to review 2011 activity and accounts as per the present contract, selected by the Board of Directors with the Capital Market Official Statement Regarding Independent Auditing Standards published by the Capital Market Board.
- 14.** The Ethics Code of Türk Prysmian Kablo ve Sistemleri A.Ş. was presented to the opinion and approval of the Regular General Assembly and it was unanimously approved.
- 15.** Referring to the article 14 of the Company Articles of Association, it was unanimously decided for the approval of the decisions and works performed regarding the purchase and sales of the real estates purchased until the date of the General assembly and approval the Board of Directors Decisions to be taken regarding purchasing and selling real estate as the company need arises in advance.
- 16.** It was unanimously decided to give permission to the Board of Directors Members to execute the procedures written in the articles 334 and 335 of Turkish Trade Act.
- 17.** President thanked our customers and suppliers who didn't hold back their trust and all our personnel who worked with devotion, wished that 2011 brings success by creating value for our country, our industry and our investors, and closed the meeting since there was no other agenda to be discussed.

These Minutes were issued and signed on the meeting location following the meeting. March 25 2011.

PRESIDENT OF COUNCIL  
Francesco Luciano Giovanni  
FANCIULLI

**T.C. MINISTRY OF INDUSTRY AND  
COMMERCE  
COMMISSIONER**  
Birol ÇETİNOĞLU

VOTE COLLECTOR  
Hasan Özgür DEMİRDÖVEN

**SECRETARY**  
Yiğit TÜRSOY

**ATTENDANCE SHEET OF TÜRK PRYSMİAN KABLO VE SİSTEMLERİ A.Ş. FOR THE 2010 48th REGULAR GENERAL  
ASSEMBLY HELD ON 25/03/2011**

SHAREHOLDER'S NAME SURNAME / TITLE	NATIONALITY	ADDRESS OF RESIDEN	CAPITAL AMOUNT TL	NUMBER OF SHARES	METH OD OF ACQUI	DATE	REPRESENTATION PERSONALLY / BY PROXY	NAME SURNAME OF	SIGNATURE
1 Pysmian (Dutch) Holdings BV	The Netherlands	The Netherlands	93.991.659,000	93,991,659	Off-Exchange	2.007	Personally	Francesco Luciano Giovanni FANCIULLI	
2 Cahit Başaran	T.C.	İstanbul							
<b>General Total</b>			<b>93,991,659.000</b>	<b>93,991,659</b>					

COMPANY CAPITAL (TL): 112.233.652,000  
TOTAL NUMBER OF SHARES : 112.233.652  
MINIMUM MEETING QUORUM: 56.116.827  
PRESENT MEETING QUORUM: 93.991.659  
PERSONALLY : 93,991,659  
BY PROXY : -

T.C. MINISTRY OF INDUSTRY AND  
COMMERCE  
COMMISSIONER  
Bırol ÇETİNOĞLU

PRESIDENT OF COUNCIL & BOARD  
OF DIRECTORS MEMBER  
Francesco Luciano Giovanni FANCIULLI

VOTE COLLECTOR  
&  
BOARD OF DIRECTORS  
MEMBER  
Hasan Özgür  
DEMİRDÖVEN

SECRETARY  
Yiğit  
TÜRSOY

AUDITOR  
Hikmet TÜRKEN

AUDITOR  
Raşit YAVUZ

<b>TÜRK PRYSMİAN KABLO VE SİSTEMLERİ A.Ş. 2010 PROFIT DISTRIBUTION CHART</b>			
1-	Paid / Issued Capital		112,233,652
2-	Total Legal Capital Reserve (According to Legal Records)		2,677,497
If there is a prerogative in the profit distribution as per the articles of association, information			-
		<b>According to SPK</b>	<b>According to Legal</b>
3-	Period Profit	(4.781.094)	(4.826.899)
4-	Taxes Payable (-)	(634.937)	0
5-	Net Period Profit (=)	(5.416.031)	(4.826.896)
6-	Past Years Losses (-)	-	-
7-	Primary Legal Reserve (-)	-	-
8-	<b>NET DISTRIBUTABLE PERIOD PROFIT/ (LOSS) (=)</b>	<b>(5.416.031)</b>	<b>(4.826.896)</b>
9-	Donations Made Throughout the Year (+)	10,774	
10-	<b>Net distributable period profit / (loss) with donations added where first dividend will be calculated</b>	<b>(5.405.257)</b>	
11-	First Dividend to Partners (-)	-	-
	- Cash	-	-
	- Free of Charge	-	-
	- Total	-	-
12-	Dividend Distributed To The Preference Share Holders (-)	-	-
13-	Dividend to Board of Directors Members, Employees etc.	-	-
14-	Dividend Distributed To The Redeemed Share Holders (-)	-	-
15-	Second Dividend to Partners (-)	-	-
16-	Secondary Legal Reserve (-)	-	-
17-	Statutory Reserves (-)	-	-
18-	Special Reserves ( Profit To Be Taken To Special Funds)	-	-
19-	<b>EXCESS RESERVE</b>	-	-
20-	<b>Other Resources Foreseen to Be Distributed</b>	-	-
	- Past Year Profit	-	-
	- Excess Reserves	-	-
	- Other Reserves Distributable By Law and Articles of Association	-	-

<b>INFORMATION REGARDING THE PROFIT DIVIDEND RATIO DISTRIBUTED</b>			
DIVIDEND PER SHARE INFORMATION	TOTAL AMOUNT OF DIVIDENT (TL)	DIVIDEND AGAINST 1 TL NOMINAL VALUE SHARE ( * )	
		AMOUNT	RATIO (%)
<b>GROSS</b>		0.00	<b>0,00%</b>
<b>NET</b>		0.00	<b>0,00%</b>
<b>THE RATIO OF DISTRIBUTED DIVIDEND TO THE NET DISTRIBUTABLE PERIOD PROFIT WITH DONATIONS</b>			
<b>DIVIDEND AMOUNT DISTRIBUTED TO PARTNERS ( TL )</b>	<b>THE RATIO OF DIVIDENT DISTRIBUTED TO PARTNERS TO THE NET DISTRIBUTABLE PERIOD PROFIT WITH DONATIONS ADDED</b>		
<b>0</b>	<b>0%</b>		