

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

26/03/2010

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 General Assembly Minutes of Meeting, Attendance Sheet, and Profit Distribution Table that belong to the Regular General Assembly Meeting held on March 26 2010 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 kindly submit for your information and publication on the bulletin.

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.
47. REGULAR GENERAL ASSEMBLY
26/03/2010
MINUTES OF MEETING

Türk Prysmian Kablo ve Sistemleri A.Ş. Regular General Assembly Meeting for 2009 activity year has been held on 26.03.2010 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. Mümin MENEKŞE 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.0.16.00.02/2511.

It was detected that the invitation for meeting was made in due time and by including the agenda, in issue 7518 of Turkish Commerce Registry Gazette dated March 10 2011, issues of Vatan ve Olay Newspaper dated March 10 2011 and Company website 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 31,963,329.000 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 93,991,660.000 shares for a capital of 939,916,600.000 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; 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 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 Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of PricewaterhouseCoopers) Reports and Balance and Income Sheet for 01/01/2009 - 31/12/2009 Account Period were read to the General Assembly and discussed.
- 4.** The Board of Directors Activity Report for 01/01/2009 - 31/12/2009 Account Period, Supervisory Board and Independent External Audit Institution Reports and Financial Statement and Income Chart are discussed, and the reports and accounts were unanimously approved. It was unanimously approved of Mr. Francesco Luciano Giovanni FANCIULLI to be assigned to the Board of Directors membership which became vacant with the resignation of Mr. Giovanni Battista SCOTTI

within the year 2009. Board of Directors Members Mahmut Tayfun ANIK, Valerio BATTISTA, Francesco Luciano Giovanni FANCIULLI, Pier Francesco FACCHINI, Fabio Ignazio ROMEO, Ennio BERNASCONI, Giovanni Battista SCOTTI and Supervisory Board Members Raşit Yavuz and Hikmet Türken, who served in the related account period were separately acquitted unanimously.

5. Board of Directors proposal on distribution of 01/01/2009 - 31/12/2009 Account Period profit was discussed in the General Assembly;

It was unanimously voted that no profit distribution can be made regarding the year 2009 accounting period within SPK's regulations regarding profit distribution and present profit distribution policy since it is understood that 5,289,062 TL of "Net Period Loss" is realized considering the "period tax expense" and "postponed tax income" together according to the financial charts belonging to 2009 accounting period which has passed independent auditing as per SPK's decision dates 17/04/2008 and numbered 11/467, prepared in accordance with Capital Market Board's (SPK) Serial: XI No: 29 official statement provisions and International Financial Reporting Standards.

6. The donations and charities performed during 2009 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 Hasan Özgür DEMİRDÖVEN to be elected as Board of Directors Members to represent Prysmian (Dutch) Holdings B.V. for a duration of 1 year, but in all cases until the Regular General Assembly that will assemble in 2011 regarding the results of the 2010 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 2010 account period for a duration of 1 year but in all cases until the Regular General Assembly that shall assemble in 2011. It was unanimously voted that each of the Supervisory Board Members would be paid 1,250 TL gross compensation annually and starting from April 1 2010.
9. It was unanimously voted that the Independent External Auditing Institution DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (Deloitte Touche Tohmatsu) selected by the Board of Directors is suitable and the approval of the contract. Shareholders have also been informed about the written statement of the said Independent Auditing Institution that there is matter that affects its independence for the services it shall provide.
10. Regarding the "Informing Policy", the Board of Directors decision dated 16/03/2010 and numbered 2007/06 made for revision of the Informing Policy announced to the public according to the Capital Market Board Corporate Management Principles is presented for the partners' information in the Regular General Assembly.

11. 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.

Independent External Auditing Institution Kapital Karden Bağımsız Denetim ve Yeminli Mali Müşavirlik A.Ş. 2009 and 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 to be unanimously voted to be suitable.

13. 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.

14. 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.

15. President thanked our customers and suppliers who didn't hold back their trust and all our personnel who worked with devotion, wished that 2010 creates value for our country, our industry and our investors, and wished success for our company. President 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 26 2010

PRESIDENT OF COUNCIL
Francesco Luciano Giovanni FANCIULLI

**MINISTRY OF INDUSTRY AND
COMMERCE COMMISSIONER**
Mümin MENEKŞE

VOTE COLLECTOR
Hasan Özgür DEMİRDÖVEN

SECRETARY
Yiğit TÜRSOY

TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.'NİN 26.03.2010 TARİHİNDE YAPILAN 2009 YILI 47.OLAĞAN GENEL KURUL TOPLANTISINA AİT HAZİRUN CETVELİ

PAY SAHİBİNİN ADI SOYADI / ÜNVANI	UYRUGU	İKAMETGAH ADRESİ	SERMAYE MİKTARI TL	HİSSE ADEDİ	EDİNİM ŞEKLİ	TARİHİ	TEMSİL ŞEKLİ ASALETEN / VEKALETEN	TEMSİLCİNİN ADI-SOYADI	İMZA
1 Prysman (Dutch) Holdings BV	Hollanda	AN Delft	93.991.659.000	939.916.590	Borsa Dışı	2007	Asaleten	Hasan Özgür Demirdöven	
2 Cahit Başaran	T.C.	İstanbul	1.000	10	Borsa İçi		Asaleten	Cahit Başaran	
Genel Toplam			93.991.660.000	939.916.600					

SANAYİ VE TİCARET BAKANLIĞI
KOMİSERİ
Mümin MENEKŞE

DİVAN BAŞKANI
Francesco Luciano Giovanni FANCIULLI

ŞİRKETİN SERMAYESİ (TL) : 112.233.652.000
TOPLAM HİSSE ADEDİ : 1.122.336.520
AŞGARİ TOPLANTI NİSABI : 561.168.261
MEVCUT TOPLANTI NİSABI : 939.916.600
ASALETEN : 939.916.600
VEKALETEN : -

OY TOPLAYICI
Hasan Özgür DEMİRDÖVEN

KATİP
Yiğit TÜRİSOY

YÖNETİM KURULU ÜYESİ
Francesco Luciano Giovanni FANCIULLI

DENETÇİ
Hikmet TÜRKEN

DENETÇİ
Raşit YAVUZ

TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş. 2009 YILI KAR DAĞITIM TABLOSU (TL)

1-	Ödenmiş / Çıkarılmış Sermaye		112.233.652
2-	Toplam Yasal Yedek Akçe (Yasal Kayıtlara Göre)		2.677.497
Esas sözleşme uyarınca kar dağıtımında imtiyaz var ise söz konusu imtiyaza ilişkin bilgi			
		SPK'ya Göre	Yasal Kayıtlara Göre
3-	Dönem Karı	(3.290.669)	5.662.565
4-	Ödenecek Vergiler (-)	(1.998.393)	(3.774.096)
5-	Net Dönem Karı (=)	(5.289.062)	1.888.469
6-	Geçmiş Yıllar Zararları (-)	-	-
7-	Birinci Tertip Yasal Yedek (-)	-	0
8-	NET DAĞITILABİLİR DÖNEM KARI / (ZARARI) (=)	(5.289.062)	1.888.469
9-	Yıl İçinde Yapılan Bağışlar (+)	15.283	
10-	Birinci temettünün hesaplanacağı bağışlar eklenmiş net dağıtılabilir dönem karı / (zararı)	(5.273.779)	
11-	Ortaklara Birinci Temettü (-)	-	-
	- Nakit	-	-
	- Bedelsiz	-	-
	- Toplam	-	-
12-	İmtiyazlı Hisse Senedi Sahiplerine Dağıtılan Temettü (-)	-	-
13-	Yönetim Kurulu Üyelerine, Çalışanlara v.b.'e Temettü (-)	-	-
14-	İntifa Senedi Sahiplerine Dağıtılan Temettü (-)	-	-
15-	Ortaklara İkinci Temettü (-)	-	-
16-	İkinci Tertip Yasal Yedek Akçe (-)	-	-
17-	Statü Yedekleri (-)	-	-
18-	Özel Yedekler (Özel Fonlara Alınacak Karlar) (-)	-	-
19-	OLAĞANÜSTÜ YEDEK	-	-
20-	Dağıtılması Öngörülen Diğer Kaynaklar	-	-
	- Geçmiş Yıl Karı	-	-
	- Olağanüstü Yedekler	-	-
	- Kanun ve Esas Sözleşme Uyarınca Dağıtılabilir Diğer Yedekler	-	-

DAĞITILAN KAR PAYI ORANI HAKKINDA BİLGİ

PAY BAŞINA TEMETTÜ BİLGİLERİ	TOPLAM TEMETTÜ TUTARI (TL)	1 TL NOMİNAL DEĞERLİ HİSSEYE İSABET EDEN TEMETTÜ (*)	
		TUTAR (TL)	ORAN (%)
BRÜT		0,00	0,00%
NET		0,00	0,00%

DAĞITILAN KAR PAYININ BAĞIŞLAR EKLENMİŞ NET DAĞITILABİLİR DÖNEM KARINA ORANI

ORTAKLARA DAĞITILAN KAR PAYI TUTARI (TL)	ORTAKLARA DAĞITILAN KAR PAYININ BAĞIŞLAR EKLENMİŞ NET DAĞITILABİLİR DÖNEM KARINA ORANI (%)
0	0%