

**Internal Directive about Working Principles and Procedures of
Türk Prysmian Kablo ve Sistemleri Incorporated Company General Assembly**

SECTION ONE

Goal, Scope, Grounds and Definitions

Goal and Scope

ARTICLE 1- (1) The Goal of this Internal Directive is to determine the working principles and procedures of Türk Prysmian Kablo ve Sistemleri Incorporated Company General Assembly in accordance with the law, related regulations and the prime contract. This Internal Directive scopes all regular and special meetings of Türk Prysmian Kablo ve Sistemleri Inc.

Grounds

ARTICLE 2- (1) This Internal Directive has been prepared in compliance with the provisions of “Principles and Procedures of the General Assembly Meetings of the Incorporated Companies” and “Regulations on Representatives of the Ministry of Customs and Trade”

Definitions

ARTICLE 3- (1) The terms and the meanings which are mentioned in this Internal Directive are;

- a) Sitting: One-day meeting of the General Assembly,
- b) Law: 13.1.2011 dated and 6102 numbered Turkish Commercial Code,
- c) Session: Each part of the sitting which are interrupted by the needs of a rest, lunch break and such,
- d) Meeting: Regular and Special General Assembly Meetings,
- e) Meeting Moderation: The council which consists of the meeting moderator who is chosen by the general assembly to moderate the meeting, vice meeting moderator who is chosen by the general assembly if needed, minute secretary who is decided by the meeting moderator and vote collector if meeting moderator deems necessary in accordance with the first paragraph of the 419th article of the law.

SECTION TWO

The Working Methods and Principles of the General Assembly

Provisions to Apply

ARTICLE 4 – (1) The meeting is held pursuant to provisions of Law, relevant legislation and the prime contract, in regard to general assembly.

Entrance to Meeting Place and Preparations

ARTICLE 5 – (1) The people or their representatives who are registered under the list which is prepared by the general assembly, the members of general assembly, other people who are related to the issues which are considered special on the agenda, authorised officers or assessors who have the responsibility to prepare the financial statement and if they are designated, the Ministry Representative and the people who will be chosen or designated as moderator, are allowed to enter to the meeting place. Without permission to speak or participate voting, other administrative of the Company and the personnel who demand to attend the meeting, technical personnel who are commissioned for issues which are related to the meeting, press members who will be ready for meeting at meeting place and other guests will also be allowed to enter the meeting place. In compliance with the article 95 of the law of Capital Markets Board, if the assembly sends an observer, the observer will also be allowed to enter to the meeting place.

(2) Real person shareholders and the representatives who are assigned by the electronic general assembly system pursuant to the 1527th article of the Law have to show their identifications, the representatives of the real person shareholders have to show their representation documents with their identifications and the representatives of legal entity shareholders have to submit their licenses and sign the place to where they are shown in the present list, at the entrance of the meeting place. Aforementioned checking procedures are made by the executive board or one or more executive board members who are assigned by the executive board or the person(s) who are assigned by the executive board.

(3) All the duties such as preparing the meeting place to where all shareholders can attend the meeting, keeping the necessary stationery, documents, tools and equipment available at the meeting place are fulfilled by the executive board. If Executive Board deems necessary, the meeting can be audio or video recorded by assigning authorised technical personnel.

Opening the Meeting

ARTICLE 6 – (1)

The meeting is opened after the determination of the quorum which are stated in the Code and Articles of Association by a minute, at the place on which company headquarters is located, at the time which is previously announced, by the chairman of the executive board or the vice president of the executive board or any members of the executive board.

Forming the Meeting Moderation

ARTICLE 7 - (1) According to the province of the 6th article of the internal directive, firstly, a moderator, who is not necessarily a shareholder, will be assigned to be responsible for the board. A vice moderator will also be assigned if necessary.

(2) At least one minute secretary and if necessary a sufficient number of vote collectors and if the meeting is held using an electronic general assembly system, for the technical procedures to manage the electronic general assembly meeting, an authorized technical employee will be assigned by the moderator.

(3) The meeting moderation is authorized to sign the meeting minute and the documents which are issued according the minute.

(4) The meeting moderator must act considering the law, the prime contract and this internal directive's provinces.

Duties and authority of the meeting moderation

ARTICLE 8 - (1) The meeting moderation conducts the following under the management of the moderator:

- a) Inspecting if the meeting is held at the location stated in the notification and if mentioned in the prime contract, whether the building is suitable for this or not.
- b) Inspecting if the general assembly is called at the website of the companies which are obligated to open websites and in Turkish Trade Registry Gazette, if this call took place at least three weeks ahead excluding notification and meeting days, if the day of the meeting and the gazette that the notification was or would be published is mailed via registered and reply paid letter to the shareholders who are registered in the stock register and previously delivered share certificates or the documents proving their share and stated their addresses and record these in the minutes of meeting.
- c) Checking if those who are not allowed to the meeting attended to the meeting and the duties that are ensured by the second subsection of the 5th article of this internal directive
- ç) In the case of the general assembly meeting at call according to the 416th article of the law, inspecting if the shareholders or their representatives are present, if there is any objection to holding the meeting under the circumstances and if the quorum is kept until the end of the meeting.
- d) If there are changes confirming that the prime contract containing the changes, stock register, annual activity report of the board, audit reports, financial statement, agenda, if there is a change of the primer contract on the agenda the amend prepared by the board, in the case of the change of the primer contact being subject to permission of the Ministry of Customs and Trade, the permission slip from the Ministry and the Capital Market Board and its appendix the amend, the list of those who are present, if the general assembly is summoned to the meeting upon a postponement, the postponement minute and the other necessary documents regarding the previous meeting are present at the meeting completely and stating this in the minute of the meeting.
- e) Performing the identity check for those who attend to the general assembly in person or per procuration upon objection or necessity by signing the attendant list and confirm the legitimacy of the procuration documents.
- f) Confirming whether the managing members and at least one board member and the auditors of the audited companies are present at the meeting or not and state this in minute of the meeting.
- g) Managing the work of the general assembly within the scope of the agenda, avoiding digressing from the agenda, keeping the order in the meeting, taking the precautions for this. Regarding the article 29/4 of the CMB law no. 6362, if there are any subjects that the assembly requisitions to discuss at the meeting or to announce to the partners, confirming that these subjects are included in the agenda constituting exceptions of the principle of commitment to the agenda, providing them to include.
- ğ) Opening and closing the sessions and sittings, closing the meetings.
- h) Reading or getting read the documents such as decisions, proposal, minute, report, suggestion regarding the discussed subjects, speaking of such and providing others who want to speak to do so.
- ı) Conducting ballots for the decisions that the assembly is making and announcing the results.
- İ) Supervising if the minimum quorum is kept at the beginning, during and at the end of the meeting, if the decisions are made with respect to the quorums that are stated in the law and the primer contract.
- j) Announcing the statements of the representatives who are signified in the 428th article of the law to the general assembly.

k) Regarding 436th article of the law, preventing the ones who are disfranchised to vote, paying regard to any restriction to the franchise and privileged voting regarding the law and the prime contract.

l) Regarding the demand of the shareholders who possess the one-twentieth of the capital, postponing the discussion of the financial statements and subjects related to them to the meeting one month ahead without the general assembly needing to decide.

m) Providing the minutes of the general assembly to manage, stating the objections in the minute, signing the decision and the minutes, stating the votes in the meeting without causing any suspicion fore or against.

n) Delivering the minute of the meeting, annual activity report of the board, audit reports of audited companies, financial statements, attendant list, agenda, motions, ballot papers and minutes of ballots if any and every document regarding the meeting at the end of the meeting with a minute to one of the present board members.

Procedures before discussion of the agenda

ARTICLE 9 – (1) Meeting moderator reads the meeting agenda or makes the agenda read to the general assembly. It is asked by the moderator that if there is a suggestion for the change of discussion order of the agenda items or not, if there is a suggestion it is presented to the approval of general assembly. The discussion order may be changed by majority of votes present at the meeting. Meeting Moderator pays attention transferring agenda items evenhandedly and in detail, in a clear and understandable way.

Discussion of the agenda and the items of the agenda

ARTICLE 10 – (1) Following matters have to be on the regular general assembly agenda:

a) Opening and constitution of the meeting moderation.

b) Discussion of the Executive Board annual activity report, auditor's reports in audited companies and financial statements

c) Acquittances of the Executive Board members or auditors if there is any.

ç) Choosing members in substitution for executive board members whose memberships are over and choosing auditor in audited companies.

d) Determining the wages and the rights of executive board members, such as daily allowance, bounty and premium.

e) Determining usage and distributing of the profit and the gain sharing ratios.

f) Discussing the changes in the prime contract, if there is any.

g) In order the shareholders, who dominate the administration, executive board members, executive managers and their spouses and first and second degree relatives by blood or marriage to make transactions which may cause conflict of interest with the company or the associated partners and to compete, general assembly have to give approval previously and information has to be given to the general assembly about the mentioned transactions.

h) Other subjects which are considered necessary.

(2) Special general assembly meeting agenda consists of the reasons which make the meeting necessary.

(3) Issues which are not on the agenda can not be discussed and settled, except the following exceptions:

a) If all the partners are present, subjects can be added to the agenda unanimously.

b) As per article 438 of the law, special audit requests of any shareholder are resolved by the general assembly whether it is on the agenda or not.

c) Dismissal of the executive board members and choosing new members are subjects which are considered related to the year-end financial statement discussions and these are resolved directly whether there are items related to these issues on the agenda or not.

d) In the event of cogent grounds such as fraud, incapableness, breach of commitment obligation, difficulty in execution of duty due to memberships in numerous companies, incompatibility, fraud on a power, even if there are not any agenda items related, dismissal of the executive board members and choosing new members are added to the agenda unanimously.

(4) Agenda item which is discussed or settled at the general assembly can not be discussed again unless the present members decide on unanimously.

(5) Subjects which are requested to be discussed by the Ministry and/or Capital Markets Board with any reason or the subjects as a result of the audits are added to the agenda.

(6) The agenda is determined by the person who calls the general assembly.

Speaking at the Meeting

ARTICLE 11 – (1)

Opportunity of explaining thoughts and asking questions are given to the shareholders under equal conditions. The shareholders who want to speak about the agenda item which is under discussion or the others those concerned notify the situation to the meeting moderation. Moderation announces the people who will speak and give people right to speak in accordance with the notification order. If the person who has the right to speak is not present at the meeting place, he/she loses the right. Speeches are made from the place for speeches, addressing the general assembly. Persons can change their turns of speech between themselves. In the event of a limitation of the speaking time, when a person who has his/her turn and is speaking, if the speech time is over, he/she can only continue to speak if the next speaker gives his/her turn to the person and he/she completes his/her speech during that additional time. Speaking period can not be expanded otherwise.

(2) Executive board members who want to make statements about the discussed issue and the audit may be given the right to speak without paying attention to the turns by the meeting moderator.

(3) The length of the speeches are determined according to the busyness of the agenda, the amount of the subjects which have to be discussed and the number of people who want to speak, by the general assembly. In such cases, general assembly decides whether there is a need to limit the speech time and then the time is determined by voting separately.

(4) The meeting moderator provides every question which is asked by the shareholders and not confidential business information to be answered directly at the general assembly meeting. In case that the question is out of agenda or too extensive to be answered immediately, the question is answered by Relations with Investors Department in written within 30 work days. In such case, meeting moderator explains the facility and informs the shareholder that the question will be answered later.

(5) As per article 1527 of the law, regarding the reporting the opinions and suggestions of the shareholders or their representatives who attend general assembly from electronic media, the determined by aforementioned article and principles and procedures which are determined by the sub regulations are applied.

Voting and Voting Procedures

ARTICLE 12 – (1) Meeting moderator explains the subject which will be voted to the general assembly, before the voting starts. If a draft resolution will be voted, voting starts after this is determined in written and read. After it is announced that the voting will start, only permission to speak can be asked. In the meantime, if there is a shareholder who had

requested but not given permission to speak, he/she uses the right to speak on condition that he/she reminds the request and this is validated by the moderator. Permission to speak can not be granted after voting starts.

(2) Votes regarding the subjects discussed on the meeting are performed by raising hands or standing up or saying "yes" or "no" separately. These votes are counted by meeting moderation. If needed, moderation can appoint the necessary number of people in order to help counting the votes. People who do not raise hands, stand up or make any statements are considered to use a dissentive vote and those votes are deemed against the regarding decision.

(3) As per article 1527 of the law, regarding the voting of the shareholders or their representatives who attend voting from electronic media, the determined by aforementioned article and principles and procedures which are determined by the sub regulations are applied.

Issuing the meeting minute

ARTICLE 13 – (1) Meeting moderator signs the list which contains the shareholders or their representatives, the shares, groups, numbers and nominal values they own, the questions asked and their answers are prepared as a summary, with the decisions and the numbers of the affirmative and dissentive votes for each decision is clearly shown on the meeting minute the minute is provided to be issued in accordance with the Law and the principals stated on the related legislation.

(2) General assembly minute is issued at the place of meeting and during the meeting using a typewriter, computer or legible hand writing using a pen. It is obligatory that a device for obtaining a hard copy of the minute to be at the meeting place in order to issue the minute by using a computer.

(3) The minute is issued in at least two copies and every page of the minute is signed by the meeting moderation and the ministry representative if attended. The minute of which the signing procedure is complete is published on the web site of the company.

(4) It is obligatory that the minute includes; business title of the company, date and time of the meeting, the total nominal value of the shares of the company and the number of the shares, the total number of shares which are represented personally or per procuration, first and last name of the ministry representative and the number and date of their delegation letter, in which way the meeting is advertised if advertised formally else a statement that it is not.

(5) Vote counts regarding the decisions made at the meeting are stated in the minute without causing any suspicion in figures and words.

(6) First and last name of those who voted against the decision made at the meeting and their reasons are included in the minute.

(7) In the case that the opposition reason is delivered in written the document is attached to the minute. The first name, last name and that the opposition reason is attached. The opposition paper is signed by the meeting moderation and if attended by the ministry representative.

Transactions at the end of the meeting

ARTICLE 14- (1) Meeting moderator delivers a copy of the minute and the other documents related to general assembly to a present executive board member at the end of the meeting. This case is confirmed with an additional minute issued between the parties.

(2) Executive Board is responsible for delivering a notarized copy of the minute to the registry of commerce and registers and announces the matters on the minute which are subject to registration and announcement within at least fifteen days from meeting day.

(3) The minute, present list and statement of profit appropriation are published on the company's website and Public Disclosure Platform within at least five days from the meeting day.

(4) Meeting moderator also delivers a copy of the present list, the agenda and the general assembly minute to the Ministry representative, if he/she attends to the meeting.

Attending the meeting from electronic media

ARTICLE 15- (1) In accordance with 1527th article of the law, in the event of giving the opportunity to attend the general assembly meeting from electronic media, the transactions which will be performed by executive board and meeting moderation are executed by taking the 1527th article of the Law and related legislations into consideration.

SECTION THREE

Miscellaneous Provisions

Attendance of ministry representative and documents regarding general assembly

ARTICLE 16 – (1) For the meetings which Ministry Representative's attendance is obligatory, "Principles and Procedures of the General Assembly Meetings of the Incorporated Companies" and "Regulations on Representatives of the Ministry of Commerce and Custom" provisions regarding requesting representative and regarding the duties and authorities of the representative are reserved.

(2) When preparing the list of the people who may attend to the general assembly or the list of the present, it is obligated to comply with the regulation provisions which are stated on the first paragraph, for issuing meeting minute and representation documents which will be used on the general assembly.

Unanticipated cases on Internal Directive

ARTICLE 17 – (1) In the event of an unanticipated situation which is not covered by this Internal Directive, the act will be in accordance with the decision of general assembly.

Approval of Internal Directive and Changes

ARTICLE 18 – (1) This Internal Directive is constituted by the executive board with the approval of general assembly of Türk Prysmian Kablo ve Sistemleri Incorporated Company and it is registered and announced within at least fifteen days. In addition, it is published at company's website within five days following the announcement date. Changes on Internal Directive are subject to the same procedures.

Validity of Internal Directive

ARTICLE 19 – (1) This Internal Directive is accepted on the general assembly meeting of Türk Prysmian Kablo ve Sistemleri Incorporated Company held on 29.03.2013, and became valid on the announcement date on Turkish Trade Registry Gazette.