



**Türk Prysmian Kablo ve Sistemleri A.Ş.**

**TÜRK PRYSMIAN  
KABLO VE SİSTEMLERİ A.Ş.**

**ARTICLES OF INCORPORATION**

## **ESTABLISHMENT**

The Articles of Incorporation of the company were certified by the Beyođlu 1<sup>st</sup> Notary Public on December 11, 1963.

The company was registered by the Istanbul Trade Registry on January 13, 1964.

The registration of the company was published in the Trade Register Gazette dated January 20, 1964 and No. 2027. The printing errors were corrected and then published in the Trade Register Gazette dated January 29, 1964 and No. 2075.

**AMENDMENTS MADE IN THE ARTICLES OF  
INCORPORATION**

<b><u>Article No.</u></b>	<b><u>Explanations</u></b>	<b><u>Date and No. of the Trade Register Gazette</u></b>	
25	Amending the accounting period as October 1 – September 30	03.06.1964	2171
6	Increasing the capital to TL. 25.200 Million	23.02.1967	2991
4	Moving the company head office from Istanbul to Mudanya	20.03.1968	3309
6	Increasing the capital to TL. 70 million	24.08.1976	39
6	Increasing the capital to TL. 350 million	24.05.1982	512
8	Authorizing the Board of Directors to issue securities	15.03.1983	713
24	Delivery of General Assembly documents to the Capital Market Board	15.03.1983	713
26	Adaptation of the dividend distribution Article to the Capital Market Board legislation	15.03.1983	713
6	Increasing the capital to TL. 700 Million	30.09.1983	849
6	Increasing the capital to TL. 1.400 Billion	09.05.1984	1006
6	Increasing the capital to TL. 10.500 Billion	09.09.1988	2101
Prov. 1	Changing of shares	14.09.1988	2101
3	Amending the Article regarding company purposes	23.05.1990	2532
6	Increasing the capital to TL. 21 Billion	23.05.1990	2532
8	Amending the Article regarding issuing securities	23.05.1990	2532
Prov. 1	Amending the Article as regards changing the shares	23.05.1990	2532
6	Increasing the capital to TL. 63 Billion	23.06.1992	3054
6	Registered capital	27.01.1993	3208
7	Change of capital	27.01.1993	3208
23	Amendment of the Articles of Incorporation	27.01.1993	3208
29	Advertisements	27.01.1993	3208
31	General provisions	27.01.1993	3208
6	Registered capital	11.01.1995	3701
6	Registered capital	05.01.1996	3951
16	Invitation to the General Assembly	10.02.1999	4728
25	Accounting period	10.02.1999	4728

<u>Article No.</u>	<u>Explanations</u>	<u>Date and No. of the Trade Register Gazette</u>	
2	Tradenname	05.08.1999	4849
6	Registered capital	11.04.2000	5021
6	Registered capital	13.04.2001	5274
3	Changing the Article as regards company purposes	13.04.2001	5274
4	Head office and branches	11.04.2003	5776
8	Issuing securities and other stocks and bonds	11.04.2003	5776
9	Transfer of the registered shares	11.04.2003	5776
10	Board of Directors	11.04.2003	5776
11	Resolutions of the Board of Directors	11.04.2003	5776
12	Auditors	11.04.2003	5776
20	Representation by proxy	11.04.2003	5776
23	Amendments of the Articles of Incorporation	11.04.2003	5776
26	Distribution of dividends	11.04.2003	5776
27	Legal reserves	11.04.2003	5776
28	Cancellation and liquidation of the company	11.04.2003	5776
29	Advertisements	11.04.2003	5776
30	Delivery of the Articles of Incorporation	11.04.2003	5776
31	General provisions	11.04.2003	5776
Pro.1	Change of shares	11.04.2003	5776
6	Registered Capital	30.03.2004	6018
15	Place of the General Assembly	30.03.2004	6018
16	Invitation to the General Assembly	30.03.2004	6018
24	Delivery of the Balance Sheets Accounts	30.03.2004	6018
2	Tradenname	30.09.2005	6401
6	Registered capital	17.12.2008	7208

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## **Article 1 – Establishment :**

An ordinary limited company was established by the following founders within the framework of the Turkish Commercial Act.

As a result of the Decree No. 6/2019 dated July 26, 1963, the foreign capital will benefit from the rights, exemptions and means recognized by the "Foreign Capital Encouragement Act" No. 6224.

Founders :

"SIEMENS UND HALSKE AKTIENGESELLSCHAFT"  
BERLIN AND MÜNCHEN

München 2  
Wittelsbacherplatz 2

"SIEMENS – SCHUCKERTWERKE AKTIENGESELLSCHAFT"

Erlangen  
Sieboltstr. 5

TÜRKİYE SİNAİ KALKINMA BANKASI  
ANONİM ŞİRKETİ

İstanbul / Tophane  
Necatibey Cad.  
Türkiye Cumhuriyeti  
İstanbul / Şişli  
Halaskargazi Cad. 266/9

VEHBİ KOÇ

SİMKO TİCARET VE  
SANAYİ A.Ş.

İstanbul / Fındıklı  
Meclisi mebusan Cad. 50  
Fındıklı Han

## **Article 2 – Tradename : (26.09.2005)**

The tradename of the company is :

TÜRK PRSYMİAN KABLO VE SİSTEMLERİ ANONİM ŞİRKETİ

## **Article 3 – Company purposes and major line of activity :**

a – to manufacture, export, import and trade all kinds of cables and conductors, apparatus, tools and devices and parts and accessories thereof, raw materials and auxiliary semi-finished products and finished products and all the other goods in the electro-technical field.

b – to possess real estate and rights in this respect and the values that are underground or on the ground, to sell them and to put mortgages on them, to obtain mortgages and to remove them, to construct buildings, to rent or sell them whenever necessary, and to rent buildings.

c- on the condition that it is not an intermediary activity and security, stock and bond portfolio operation, to buy and sell all kinds of securities, stocks and bonds, to give and take all kinds of in-kind and personal guarantees in the form of security, stock and bond pledges, operation pledges, guarantee, and bank guarantee, and on the condition that it is not in the form of a business of giving loans, to obtain and to give loans.

d - to own and to use all kinds of vehicles.

e - to participate in all kinds of organizations which have been established or to be established, and to transfer or sell its participations.

f - to act as representative or as an agency, to establish dealerships and sales organization, and to undertake official and private contract works.

g - to own, sell, rent or hire licenses, patents and other intellectual property.

h - to perform any other acts to the benefit of the company.

Apart from the activities indicated above, in case the company desires to perform any other business that may be beneficial and necessary for the company, then the company may conduct any other business upon the proposal of the Board of Directors and the approval of the General Assembly and by performing the necessary legal formalities.

#### **Article 4 – Head office and branches :**

The head office of the company is located in Mudanya. Its address is Bursa Yolu Nr.1 Mudanya Bursa. Upon an address change, the new address is registered with the trade registry and published in the Turkish Trade Registry Gazette, also the Ministry of Industry and Commerce is informed of the new address. All notices sent to the registered and published address shall be deemed to have been made to the company.

The company may establish branches, plants such as factories and workshops in Turkey and also correspondents and agencies in Turkey and abroad. The Ministry of Industry and Trade will be informed of the opening and closing of the branches.

The company shall notify any changes in the registered address of the company to the Ministry of Industry and Trade and the Capital Markets Board.

The place of the meeting will be determined by the Board of Directors.

#### **Article 5 – Duration :**

The duration of the company is limitless.

#### **Article 6 – Registered Capital :**

The company accepted the registered capital system in accordance with the provisions of the Capital Market Act No. 2499 as amended by Act No. 3794, and adopted this system upon the permission of the Republic of Turkey, Prime Ministerial Treasury and Foreign Trade Undersecretariat, Foreign Capital General Directorate dated November 27, 1992 and No. 10410 and also with the permission of the Capital Market Board dated December 11, 1992 and No. 4463.

The Registered Capital of the company is YTL. 80.000.000,00 (eighthymillion), and is divided into 800.000.000,00 (eighthundredmillion) shares, each having a nominal value of YKr. 10.- (ten).

The nominal value of the shares has been changed to 10.- YKr from 1.000.- TL as per Law No 5274. As a result of this change the number of shares decreased. 1 share of 10.- YKr will be given in exchange for 100 shares of 1.000.- TL nominal value. With respect to such change, shareholders' rights, arising from the shares they hold, are reserved. Shares representing the capital are tracked digitally as per the principles of dematerialisation.

The paid in capital of the company is YTL 39.312.000,00. and all of this capital has been paid. As regards the paid in capital, 219.652.992 shares are registered shares, and 173.467.008 shares are bearer shares.

The Board of Directors, in accordance with the provisions of the Capital Market Act, whenever it deems necessary, is authorized to increase the paid in capital by issuing registered shares or bearer shares until the Registered Capital Ceiling. Unless the issued shares are sold totally and the sums corresponding to them encashed, no new shares will be issued.

**Article 7 – Capital Change :**

The Registered Capital of the company may be increased by the decision of the General Assembly. The General Assembly may decide to decrease the capital. In the first General Assembly,  $\frac{3}{4}$  of the company capital should be represented and the decision should be taken by  $\frac{2}{3}$  majority of the attendance.

**Article 8 - Issuing securities and other stocks and bonds :**

Upon the resolution of the Board of Directors, in accordance with the provisions of the Turkish Commercial Code, Capital Market Act and other legislation, the company may issue any and all kinds of securities, finance bonds and profit and loss sharing documents or other stocks and bonds or valuable documents transfer of authority of which is possible and that may be accepted by the Capital Market Board to be sold to physical persons or to entities in Turkey or abroad.

The company, upon the decision of the General Assembly and without any duration, may issue participation benefit deeds within the principles determined by the Capital Market Board.

**Article 9 – Transfer of the registered shares :**

In case one of the shareholders desires to transfer partially or totally his registered shares, the transfer and recordation formalities of the shares will be performed in accordance with the Turkish Commercial Code, Articles 416-418.

**Article 10 – Board of Directors :**

The business, management and representation of the company will be executed by the Board of Directors composed of 3 to 9 persons. The Members of the Board will be elected from among the shareholders by the General Assembly for a period of two years in accordance with the provisions of the Turkish Commercial Code and the Articles of Incorporation. A Board Member whose term expires may be elected again.

The Board of Directors is authorized to make decisions as regards all the company activities, excluding those for which the General Assembly is exclusively authorized by the Turkish Commercial Code and the Articles of Incorporation.

The Board of Directors is responsible against the company for respecting the conditions stipulated by the Articles of Incorporation or by the decision of the General Assembly.

The Board of Directors may transfer its authorities partly or totally to the managing director or to the managers within the frame of the Turkish Commercial Code's relevant Articles.

The managers do not have to be shareholders.

**Article 11 – Resolutions of the Board of Directors :**

The Board of Directors will make its decisions in the meetings held upon the invitation of the Chairman. In case one Board Member makes a request in writing or explains the reason for it, the Chairman will call a meeting for the Board of Directors.

The Board of Directors will be invited to the meeting by mail or by telegraph. The agenda of the meeting will be communicated in the invitation.

The Members who do not attend the meeting may communicate their vote by mail. Such votes will be taken into account in the determination of the votes necessary for the resolution.

In accordance with second paragraph of Article 330 of the Turkish Commercial Code, Board of Directors may pass resolutions by circulating a board resolution among the members and without holding a meeting. The Board of Directors may, through the use of technological advancements such as videoconferencing and teleconferencing, also hold meetings without actually physically gathering in one room provided that any resolutions passed in such meeting shall be later signed in writing.

**Article 12 – Auditors :**

The General Assembly will elect 1 to 3 auditors for a period of one year. The auditor does not have to be a shareholder. The auditor whose term expires may be elected again. In case one person is elected as auditor, if this auditor will leave his duty for any kind of reason during his responsibility period, then the court in the company head office will appoint an auditor, according to the request of any shareholder or any member of the Board of Directors’.

**Article 13 – General Assembly :**

The General Assembly to be composed of the company shareholders may meet as an ordinary or as an extraordinary meeting. The Ordinary General Assembly will take place within 3 months following the company’s accounting period.

**Article 14 – Authorities of the General Assembly :**

The General Assembly will make decisions especially as regards the following items :

- 1 – Approval of the Board of Directors and auditors reports,
- 2 – Examination and approval of the Balance Sheet and Profit and Loss Account, the use of the net profit and the determination of the dividend distribution,
- 3 – Determination of the number of the Board Members, their election, expulsion, dismissal and re-election, and the determination of their allocation,
- 4 – Determination of the number of auditors and their election, and the determination of their fees.

The execution of the activities indicated below will depend on the prior or later approval of the General Assembly.

- 1 – Yearly investment and finance plan prepared by the Board of Directors;
- 2 – Buying and selling real estate, and mortgages on the company real estates;
- 3 – Establishment of branches and partnerships (subsidiary branches) and possession of participations or their sales.
- 4 – Having new production fields.

**Article 15 – Place of the General Assembly :**

The General Assembly may be held in the company head office or in Istanbul.

**Article 16 – Invitation to the General Assembly :**

The invitations to the General Assembly will be performed by communicating the place, time and agenda of the meeting through an announcement to the shareholders, without prejudice to Article 370 of the Turkish Commercial Code. The invitation will be made at least 14 days before the meeting takes place. In this calculation, the invitation day and the meeting day will not be taken into account.

**Article 17 – Notifying the Ministry :**

At least 20 days before the meeting day, an application will be made to the Ministry by submitting the copies of the agenda and other documents for the purpose of appointment of a Government commissioner.

In the General Assembly, it is imperative that the commissioner of the Ministry of Trade be present. Any and all decisions taken in the absence of the commissioner will not be valid.

**Article 18 – Majority for making decisions :**

With the exclusion of the special circumstances indicated in the Turkish Commercial Act and in the Articles of Incorporation, the majority is ensured upon the representation of more than half of the capital. With the exclusion of the special circumstances indicated in the Turkish Commercial Act and in the Articles of Incorporation, the decisions as regards other items will be taken with the majority vote of the attendance.

**Article 19 – Right to vote :**

Every shareholder has the right to vote.

**Article 20 – Representation by proxy :**

The shareholders may be represented in the General Assembly by other shareholders or third parties. However, Capital Markets Board regulations in relation to voting with proxies are saved.

**Article 21 – Voting :**

In the General Assembly voting will be performed openly. In case at least 10 % of the participants request, a secret voting will be performed.

**Article 22 – Organs of the General Assembly :**

The General Assembly will elect a chairman to conduct the meeting, a secretary to keep the minutes of the meeting and furthermore two tellers to count the votes.

**Article 23 – Amendments of the Articles of Incorporation :**

The amendments to be made in the Articles of Incorporation by the General Assembly need the permission of the Treasury and Foreign Trade Undersecretariat, Foreign Capital General Directorate (to the extent applicable pursuant to the relevant legislation) and Capital Market Board and the approval of the Ministry of Industry and Trade. Such amendments will be registered in the Trade Register and advertised in the Trade Register Gazette.

**Article 24 – Delivery of the Balance Sheet Accounts :**

Following the General Assembly, within one month at the latest, three copies of the Board of Directors and auditors reports, yearly Balance Sheet, Profit or Loss Account, attendance sheet and the minutes of the meeting will be delivered to the Ministry of Trade or to the Government commissioner present in the meeting.

Furthermore, the advertisement regarding the General Assembly, yearly Activity Report and the Audit Report will be delivered to the Capital Market Board pursuant to the regulations determined by the Capital Market Board and announced to public following the General Assembly.

**Article 25 – Accounting period :**

The accounting period of the company starts on January 1<sup>st</sup> and ends on December 31<sup>st</sup> of the same year. The interim period between October 1, 1998 and December 31, 1998 will provisionally be a period of 3 months.

**Article 26 – Distribution of dividends and Legal reserves**

The outstanding sum following the subtraction of all kinds of expenses of the company within the scope of applicable legislation from the gross income constitutes the net profit.

The legal reserves, which are 5% of each year's net profit, will be kept aside until the amount reaches to 20 % of the issued capital (the provisions of Article 466 of the TCC are reserved). After reaching the 20% of the issued capital, if the legal reserves fall under such limit, the company shall start keeping aside legal reserves until 20% of the issued capital is reached.

A first dividend corresponding to the proportion and sum determined by the Capital Market Board is allocated to the shareholders.

Unless otherwise resolved by the general assembly of shareholders, outstanding sum of the profit shall be allocated to the shareholders as a second dividend.

**Article 27 – Cancellation and liquidation of the company :**

The article number of the previous article 28, is changed as 27 due to the modification and the text is remaining as the same and as written below.

The cancellation of the company will be performed in accordance with the laws of the Republic of Turkey.

**Article 28 – Advertisements :**

The article number of the previous article 29, is changed as 28 due to the modification and the text is remaining as the same and as written below.

The advertisements within the framework of the Capital Market Act and Turkish Commercial Code will appear in the Turkish Trade Register Gazette and in the gazettes/newspapers published in the places indicated in the communiqués to be published in connection with the said laws.

**Article 29 – General provisions :**

The article 30 with the title Delivery of the Articles of Incorporation of the previous articles of incorporation is completely deleted and due to that the old article 31 is changed as article 29 and as written below.

As regards the items not specified and explained in the Articles of Incorporation, the rulings of the Capital Market Act and the Turkish Commercial Code will apply.