

TURKISH PRYSMIAN CABLE AND SYSTEMS INC.
EXTRA-ORDINARY GENERAL ASSEMBLY MEETING
HELD ON 05.12.2008

As agreed by the Company's Board of Directors, the Extra-ordinary General Assembly Meeting of Turkish Prysmian Cable and Systems Inc. was held on 05.12.2008 at 09.00 hrs in the Company's head office located at Bursa Yolu No:1 Mudanya under the supervision of Ministry's Commissary Mrs. Nilüfer Gürsoy appointed in accordance with the letter of Provincial Directorate of Ministry of Industry and Trade Industry dated 04.12.2008 and No.B.14.4.İLM.0.16.00.02/8134.

The call for the Meeting was made within the specified time and as stipulated in the Law and the Company's Articles of Association and the shareholders were notified about the place, date, time and agenda of the Meeting through announcement in Turkish Commercial Gazette dated 19 November 2008, Issue No 7192 and VATAN and OLAY Newspaper dated 19 November 2008.

It was observed that the holders of bearer shares with a total value YTL 11.195.772,000 and registered shares with a total value of YTL 21.726.619,000 have delivered the documents indicating blocking of shares to the Company.

Upon examining the Attendants List, it is understood that 32.922.391,000 shares corresponding to YTL 32.922.391.000 portion of Company's total capital YTL 39.312.000.000 were being represented in person during the meeting and upon establishment of the quorum required by the Law and Company's Articles of Association, Mr.Hakan Özmen opened the meeting to discuss the subjects in the agenda.

1. It was unanimously decided to elect Mr.Hakan Özmen as the Chairman, Mr.Ercan Karaismailoğlu as the Vote Collector and Mr.Yiğit Türsoy as the Secretary of the Meeting Council.
2. It was unanimously decided to grant authorization to the Chairman of the Meeting Council to sign the Minutes of the Meeting.
3. It was unanimously decided to make the following amendments to Article 6 of the Company's Articles of Association as approved by the Capital Market Board under the letter of consent dated 14.11.2008 , No B.02.1.SPK.0.13-1824/17868 and by the Directorate of Domestic Trade, T.R. Ministry of Industry and Trade under the letter dated 18.11.2008, No. B.14.0.İTG.0.10.00.01/401.01-1542-147983/5562.

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NEW ARTICLE

Article 6- Registered Capital:

The Company adopted the registered capital system according to the Capital Market Law No 2499 amended by the Law No.3794, and started operations within the frame of this system upon obtaining approval of Directorate of Foreign Capital, Treasury and Foreign Trade Undersecretariat of T.R. Prime Ministry under the letter dated 27.11.1992, No 10410 and Capital Market Board under the letter dated 11.12.1992, No 4463.

The registered capital of the Company is YTL 80.000.000,00(eighty million), divided into 800.000.000 (eight-hundred-million) shares, each with a nominal value of 10(ten) New Kurush.

While the nominal value of the shares was TL 1.000, they are converted into 10 New Kurush pursuant to the law amending the Turkish Commercial Code No 5274. Accordingly, there has been decrease in number of shares, and it is agreed to give 1 share with a nominal value 10 New Kurush against 100 shares, each with a nominal value TL. 1.000. The rights of the parties arising from possession of the shares subject to conversion are hereby reserved. The shares representing the capital are pursued on the records within the frame of registration principles.

The increased capital of the company, YTL 39.312.000,00 is fully paid-up. Out of increased capital, 219.652.992 portion corresponds to bearer shares, whereas 173.467.008 portion to the registered shares.

Whenever deemed necessary, the Board of Directors is authorized to raise the increased capital up to registered capital ceiling by issuing registered and bearer shares according to the provisions of Capital Market Law.

It is not allowed to issue new shares unless the issued shares are fully sold and the proceeds are collected.

4. It was unanimously decided to authorize the Company's Board of Directors according to the provisions of Article 14 of the Company's Articles of Association to execute the necessary transactions for sale and transfer of total shares hold by the Company in Entek Elektrik Üretim A.Ş., with a nominal value YTL 3.768.000.- corresponding to 3.81% of the total capital of the said company; it was further agreed to approve the decisions taken and transactions executed until the date of Extra-ordinary General Assembly Meeting, including the contract dated 17.11.2008 signed with Aygaz A.Ş. and to release consent in advance for the decisions and transaction to be undertaken between this date and the date of next Ordinary General Assembly.

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5. The Chairman adjourned the Meeting by expressing his thanks to the company's executives, personnel and official authorities rendering assistance during operations.

CHAIRMAN OF THE COUNCIL
Hakan Özmen

**COMMISSARY OF THE MINISTRY OF
INDUSTRY AND TRADE**
M. Nilüfer Gürsoy

VOTE COLLECTOR
Ercan Karaismailođlu

SECRETARY OF THE COUNCIL
Yiđit Türsoy