

**TÜRK PIRELLİ KABLO VE SİSTEMLERİ ANONİM ŞİRKETİ**  
**MINUTES OF THE EXTRA-ORDINARY GENERAL ASSEMBLY OF**  
**SHAREHOLDERS HELD ON OCTOBER 25, 2004**

The Extra-ordinary General Assembly of Türk Pirelli Kablo ve Sistemleri A.Ş. for the activities of 2003 was held on October 25, 2004, at 11.00 hours at the company headquarters located at Bursa Yolu No: 1, Mudanya as determined by the Company Board of Directors, and under the observation of Zuhâl Kelemci, Ministry Commissary, appointed by Bursa Industry and Trade Director's letter dated October 20, 2004 and No: 10019.

As stipulated by law and also in the company statutes, the invitation to the General Assembly was advertised in the Turkish Trade Register Gazette dated October 5, 2004 and No: 6150, and also in the Vatan and Olay newspapers dated October 6, 2004 within the legal period by indicating the agenda, and moreover by registered letters sent to the name shareholders by also indicating the date and the agenda of the General Assembly.

It was observed that the shareholders owning bearer shares to the sum of TL 13.136.159.616.000 had delivered their shares to the bank or to the company one week before the General Assembly.

As a result of the examination of the attendance sheet, it was observed that a total of 35.101.458.816.000 shares (out of the 39.312.000.000.000 shares corresponding to the company capital to the sum of TL 39.312.000.000.000) were represented in the General Assembly, 35.101.458.816.000 shares corresponding to TL 35.101.458.816.000 of the company capital being represented by proxy, and that there was a majority as required by law and by the company statutes, and the General Assembly was opened by Mr. Carlo Costa Ardissonne, and the deliberations on the agenda began.

1.- Unanimously, Mr. Carlo Costa Ardissonne was elected President of the Presiding Council, Mr. Hakan Özmen was elected teller, and Mr. Deniz Reha Özilhan was elected Secretary.

2.- It was decided unanimously to accord to the Presiding Council the authority of signing the Minutes of the General Assembly.

3.- The Board of Directors Activity Report concerning the accounting period of January 1, 2003 – December 31, 2003, the Auditors Report and the report of the independent external audit firm, the inflation adjusted Balance Sheet and the Profit and Loss Account were read to the Extra-ordinary General Assembly. The decision of the Board of Directors as regards compensation of past years losses formed as a result of inflation adjustment was read to the Extra-ordinary General Assembly and was discussed.

4.- The Board of Directors Activity Report adjusted for inflation and concerning the accounting period of January 1, 2003 – December 31, 2003, the Auditors Report and the reports of the independent external audit firm, the Balance Sheet and the Profit and Loss Account were discussed, and the reports and accounts were approved and accepted unanimously. The Board Members and the auditors were acquitted unanimously.

5.- The proposal of the Board of Directors regarding the compensation of the past years losses which occurred as a result of the inflation adjustment for the accounting period of January 1, 2003 – December 31, 2003 was discussed and approved in the Extra-Ordinary General Assembly and it was resolved unanimously to accept the decision of the Board of Directors as indicated below:

The net profit of our company for 2003 as calculated according to the provisions of the Turkish Commercial Code, Capital Market Board communiqué Serial XI, No: 1 is TL 5.312.145 Million, whereas the net profit for 2003 as calculated according to the Capital Market Board communiqué Serial XI, No: 20 “Communique regarding the procedures and principles concerning the adjustment of financial tables during periods of high inflation” is TL 1.034.479 Million. However, in the Balance Sheet, there is an item of “previous years losses” to the sum of TL 170.085.875 Million.

The net profit for the activity period which is calculated according to the Capital Market Board Communiqué Serial XI, No: 20 and the sum that is lower than the net profit for the period which is to be calculated according to the provisions of the Turkish Commercial Code and Capital Market Board Communiqué Serial XI, No. 1 is subject to dividend distribution, and when calculating the distributable profit figure according to the sums observed in past years losses within the net assets and which results in the inflation adjustment of financial tables which is carried out for the first time according to the Capital Market Board’s decision dated December 30, 2003 and No. 66/1630, this figure should be taken into account as a deduction item.

Since our company’s previous years losses to the sum of TL 170.085.875 Million occurring in the financial tables prepared as at December 31, 2003 as a result of inflation adjustment were bigger than the net profit to the sum of TL 1.034.479 Million, it was resolved unanimously not to distribute any dividends; and as regards the sum of TL 919.865 Million remaining after the deduction of the legal reserves to the sum of TL 114.614 from the net profit to the sum of TL 1.034.479 Million, to compensate the said remainder for the previous years losses to the sum of TL 170.085.875 Million, and to compensate for the previous years losses as indicated in the following table in accordance with the relevant communiqué and principle.

	Million TL	Million TL
<b>PREVIOUS YEARS LOSSES</b>		<b>(170.085.875)</b>
<b>Net distributable profit</b>		<b>919.865</b>
-Net profit for the period	1.034.479	
-1 <sup>st</sup> order legal reserves	(114.614)	
<b>Extra-ordinary reserves</b>		<b>7.033.294</b>
<b>Legal reserves</b>		<b>1.281.639</b>
<b>Emission bonus</b>		<b>108.756</b>
<b>Inflation adjustment differences</b>		<b>160.742.321</b>
-Extra-ordinary reserves	160.742.321	

6.- The Board Membership of Mr. Selahattin Beyazıt appointed instead of Mr. Ferit Bülent Eczacıbaşı who had resigned was approved by the General Assembly unanimously and it was resolved not to pay any monthly remuneration.

7.- The President thanked the company's managers and personnel, and the official organizations which were of help in conducting the company's activities, and closed the meeting.

**President of the Presiding Council**

Carlo Costa Ardissonne

**Commissary of the Ministry of  
Industry and Trade**

Zuhal Kelemci

**Teller**

Hakan Özmen

**Secretary**

Deniz Reha Özilhan