

TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.
MINUTES OF ORDINARY GENERAL ASSEMBLY MEETING
HELD ON 28.03.2008

The Ordinary General Assembly Meeting of Türk Prysmian Kablo ve Sistemleri A.Ş. for the year 2007 was held on 28.03.2008 at 09.00 hrs. at the address Bursa Yolu No:1 Mudanya, as designated by the Company's Board of Directors, under the supervision of Ministry's Commissary Mr. Mümin Menekşe assigned by the letter dated 26.03.2008 and No. B.14.4.İLM.0.16.00.02/1642 of T.R. Bursa Provincial Administration of Industry and Commerce.

The call for the meeting was made in compliance with the relevant Law and the Company's Articles of Association with a punctual announcement of the same in the Turkish Commercial Registration Gazette dated 12 March 2008 and No 7018, Vatan and Olay Newspapers dated 12 March 2008 respectively, and by serving a notice through registered mail to the holders of registered shares, notifying the date and agenda of the meeting.

It is observed that the holders of bearer shares have delivered their shares amounting YTL 11.195.772, 000 to the custodian agencies and the Company.

From the review of the attendance list, it is understood that totally 32.922.391, 000 shares have been represented in the meeting, of which 0,000 shares corresponding to YTL 32.922.391.000 portion of the Company's entire capital YTL 39.312.000.000 in person and 32.922.391.000 shares by proxy, and upon acknowledging presence of the minimum quorum required by the relevant Law and Company's Articles of Association, Mr. Mahmut Tayfun Anık, the Chairman of the Board of Directors opened the meeting and started the discussions on the agenda.

1. It is unanimously resolved to select Mr. Mahmut Tayfun Anık as the Chairman of the Meeting Council, Mr. Hakan Özmen as the Vote Collector and Mr. Yiğit Türsoy as the Reporter.
2. It is unanimously resolved to authorize the Meeting Council to sign the minutes of meeting.
3. The Board of Director's Report, Auditors' Report and the Reports issued by Başaran Nas Bağımsız ve Serbest Muhasebeci Mali Müşavirlik A.Ş., Independent External Auditing Firm (a member of PricewaterhouseCoopers) and the Balance Sheets and Income Table for the Fiscal Year between 01.01.2007 – 31.12.2007 were read and discussed by the General Assembly.
4. Upon review of the Board of Director's Report, Auditor's Report and the Reports submitted by the Independent External Auditing Firm and the Balance Sheet and Income Table for the Fiscal Year between 01.01.2007 – 31. 12.2007, all the reports and accounts were unanimously approved. Also, it is unanimously resolved to release, individually, the Directors Mahmut Tayfun Anık, Valerio Battista, Pier Francesco Facchini, Fabio Ignazio Romeo, Giovanni Battista Scotti, Ennio Bernasconi and the members of Auditors' Board Raşit Yavuz and Hikmet Türken.

TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.
MINUTES OF ORDINARY GENERAL ASSEMBLY MEETING
HELD ON 28.03.2008

5. Upon discussion of the Board of Directors' proposal relating to distribution of the profit for the Fiscal Year between 01.01.1002 – 31. 12. 2007;

It is unanimously resolved that, from the distributable net profit of the relevant period, YTL 16.537.402, which is found after 1.Disposal Statutory Reserve YTL 546.103 is set aside from the business balance sheet net profit YTL 17.083.505 remaining after deduction of all the taxes and legal liabilities (YTL 6.132.148) from the business balance sheet gross profit (YTL 23.215.653) for the year 2007 calculated according to the generally accepted accounting principles published by Capital Market Board (SPK), a dividend at the rate of 20%, totaling YTL 7.862.400 is to be distributed to our partners as of 21 April 2008, in cash, against profit share (dividend) coupons of the share certificates for the year 2007 representing capital amount YTL 39.312.000 increased according to the provisions of the Company's Articles of Association, by considering net amount of YTL 0,17, calculated by deducting 15 % tax over the gross YTL 0,20 assed for each share with nominal value YTL 1; and since the distributable profit share is more than 5 % of the paid up capital, it is further resolved to set aside, according to Article 466 of Turkish Commercial Code, YTL 589.680 as II. Disposal Statutory Reserve during profit distribution and the balance YTL 8.085.322 is to be allocated as Extra-ordinary Statutory Reserve.

6. Information is furnished about the donations and grants made during the Year 2007. Upon discussion of the donations and grants, all were accepted with the unanimous approval of the present shareholders.
7. It is unanimously resolved to select Mr. Raşit Yavuz and Hikmet Türkmen as members of the Auditors' Board to serve for a period of 1 year and to assign an annual remuneration gross YTL 1.200 for each member of the Auditors' Board, starting from 1 April 2008.
8. It is unanimously resolved to approve eligibility of Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik, Independent External Auditing Firm (a member of Pricewaterhouse Coopers) nominated by the Board of Directors.
9. It is unanimously resolved to authorize Managing Director Hakan Özmen to execute necessary transactions and to pass decisions relating to awarding of bonus to the Company's employees who contributed to realization of company's targets designated by the Board of Directors for the year 2007 and fixation of the bonus amount according to the performance achieved during realization of the targets by the Company's Management.
10. It is unanimously resolved to approve, pursuant to Article 14 of the Company's Articles of Association, the resolutions passed until the date of General Assembly relating to purchase and sale of immovable properties and relevant transactions, and to provide pre-approval for the resolutions to be passed by the Board of Directors until the end of subsequent year for purchase and sale of immovable properties.

TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.
MINUTES OF ORDINARY GENERAL ASSEMBLY MEETING
HELD ON 28.03.2008

11. It is unanimously resolved to authorize the Directors to execute the transactions required in Articles 334 and 335 of the Turkish Commercial Code.
12. The Chairman adjourned the meeting by expressing his thanks to all business partners, customers, dealers for having confidence in our Company for so many years, and also to all our employees for their dedicated efforts, other social and economic associates who carried Turkish Prysmian Cable to its present stage and enabled the company to achieve success by their support; and wished best of success and health for the country, the Company and the colleagues during the year 2008.

**CHAIRMAN
OF THE MEETING COUNCIL**

Mahmut Tayfun Anık

**COMMISSARY OF THE MINISTRY
OF INDUSTRY AND COMMERCE**

Mumin Menekşe

VOTE COLLECTOR

Hakan Özmen

REPORTER

Yiğit Türsoy