

**TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.**  
**MINUTES OF 47TH ORDINARY GENERAL ASSEMBLY MEETING**  
**HELD ON 26.03.2010**

The Ordinary General Assembly Meeting of Turk Prysmian Kablo ve Sistemleri A.S. for the year 2009 was held on 26.03.2010 at 09.00 hrs. at the address Ömerbey Mah. Bursa Asfaltı Cad. No: 51 Mudanya/Bursa, as designated by the Company's Board of Directors, under the supervision of Ministry's Commissary Mr. Mumin MENEKSE assigned by the letter dated 23.03.2010 and No. B.14.4.İLM.0.16.00.02/2511 of T.R. Bursa Provincial Administration of Industry and Commerce.

The call for the meeting was made in due time, in compliance with the relevant Law and the Company's Articles of Association in the Turkish Commercial Registration Gazette dated 10 March 2010 and No 7518, Vatan & Olay Newspapers dated 10 March 2010 and company's web site ([www.prysmian.com.tr](http://www.prysmian.com.tr)) whereby the shareholders are notified about the place, date, time and agenda of the meeting.

It was observed that the documents confirming blocking of the total bearer shares amounting TL 31.963.329,000 and registered shares amounting TL62.028.331,000 by the shareholders have been delivered to the Company.

The review of the attendance list depicts that totally 939.916.600,000 shares corresponding to TL 93.991.660,000 of Company's total capital of TL112.233.652,000 have been represented in person during the meeting, and upon observing the presence of the minimum quorum required by the relevant Law and Company's Articles of Association, Mr. Francesco Luciano Giovanni FANCIULLI, the Member of the Board of Directors opened the meeting and started the discussions on the agenda.

1. It is unanimously resolved to select Mr. Francesco Luciano Giovanni FANCIULLI as the Chairman of the Meeting Council, Mr. Hasan Özgür DEMIRDOVEN as the Vote Collector and Mr. Yiğit TURSOY as the Reporter. Participants are informed about the voting by show of hands.
2. Francesco Luciano Giovanni Fanciulli, the Chairman of the Meeting Council, informed the General Assembly that the other members of the Board are not present due to their tight business agenda abroad. 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 Auditing Firm (a member of PricewaterhouseCoopers) and the Balance Sheets and Income Table for the Fiscal Year between 01.01.2009 – 31.12.2009 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 Auditing Firm and the Balance Sheet and Income Table for the Fiscal Year between 01.01.2009 – 31.12.2009, all the reports and accounts were unanimously approved. Mr. Francesco Luciano Giovanni FANCIULLI's appointment to the vacant seat in the Board due to Mr. Giovanni Battista SCOTTI's resignation, within the year 2009 was approved , unanimously . Also, it is unanimously resolved to release, individually, the Directors Mahmut Tayfun ANIK, Valerio BATTISTA, Francesco Luciano Giovanni FANCIULLI, Pier Francesco FACCHINI, Fabio Ignazio ROMEO, Ennio BERNASCONI, Giovanni Battista SCOTTI, and the members of Auditors' Board Raşit YAVUZ and Hikmet TURKEN, who served the company in the relevant accounting period.

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5. Upon discussion of the Board of Directors' proposal relating to distribution of profit for the Fiscal Year between 01.01.2009 – 31. 12. 2009;

It has been unanimously resolved that since, according to 2009 financial tables which are prepared pursuant to the CMB Communiqué Serial XI and No 29 and in accordance with the International Financial Reporting Standards and audited by independent auditors as required by CMB's decision dated 17 April 2008, when the "relevant period's tax liabilities" and "tax deferred income" is considered, "Net Loss for The Period" is determined as TL5.289.062, not to distribute any dividend for 2009 fiscal year according to CMB's rules relating to distribution of dividend, current profit distribution policy.

6. Information was furnished about the donations and grants made during the year 2009. Upon discussion of the donations and grants, all were accepted with unanimous approval of the present shareholders.
7. It is unanimously resolved to select, without need to obtain prior or subsequent approval and consent of the General Assembly, Mr. Mahmut Tayfun ANIK, Francesco Luciano Giovanni FANCIULLI, Fabio Ignazio ROMEO and Hasan Özgür DEMİRDÖVEN as members of Board of Directors representing Prysmian (Dutch) Holdings B.V. to undertake duty for one year until the next Ordinary General Assembly meeting to be held in 2011, in matters pertaining to the company, excluding the issues which are exclusively left to the discretion of the General Assembly by Turkish Commercial Code. It is further agreed that no remuneration should be paid to the Directors during their office period.
8. It is unanimously resolved to select Mr. Rasit YAVUZ and Hikmet TURKMEN as members of the Auditors' Board to serve for a period of 1 year and to assign an annual remuneration gross TL 1.250 for each member of the Auditors' Board, starting from 1 April 2010.
9. It is unanimously resolved to approve DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.S. (Deloitte Touche Tohmatsu), Independent External Auditing Firm nominated by the Board of Directors and the contract signed therewith. DRT's written statement, to the effect that there is nothing that may have an impact on its independency was read to the participants.
10. With regard to "Disclosure Policy", the resolution of the Board of Directors dated 16.03.2010 and No. 2010/06 stipulating revision of the "Disclosure Policy" which is disclosed to public pursuant to the Corporate Management Principles issued by the Capital Market Board, is submitted to the perusal of the partners during the Ordinary General Assembly Meeting.
11. It is unanimously resolved to authorize Managing Director (CEO) Mr. Francesco Luciano Giovanni FANCIULLI to execute necessary transactions and to pass decisions relating to awarding of bonus to the Company's employees who contributed to achieving company's targets designated by the Board of Directors for the year 2009 and fixation of the bonus amount according to the performance achieved, during realization of the targets set by the Company's Management.

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- 12.** The report issued by independent External auditing company and Certified Financial Advisors, KAPITAL KARDEN BAGIMSIZ DENETİM VE YEMİNLİ MALİ MUSAVİRLİK A.S., with respect to the transactions of asset, service, or liability transfers with the related parties, in 2009 and 2010, within the scope of the Communiqué Serial: IV No 41, concerning the Principles To Be Complied By The Corporations Subject To Capital Market Law, which prescribes the obligation to public companies to have their transfer pricing evaluated, was read to the General Assembly and said transactions have been unanimously approved.
- 13.** It is unanimously resolved to approve, pursuant to Article 14 of the Company's Articles of Association, the resolutions passed and transactions executed until the date of General Assembly relating to purchase and sale of real estate, and to approve in advance the resolutions to be passed by the Board of Directors until the subsequent Ordinary General Assembly meeting for purchase and sale of real estate.
- 14.** It is unanimously resolved to authorize the Directors to execute the transactions required in Articles 334 and 335 of the Turkish Commercial Code.
- 15.** The Chairman adjourned the meeting by expressing his thanks to all business partners, customers, suppliers who have entrusted their confidence in Turk Prysmian and to employees who have been working with great enthusiasm and wished best of success for the Company during the year 2010.

This minutes of meetings was signed in the meeting venue, following the meeting, March 26, 2010.

**COUNCIL CHAIRMAN**  
Francesco Luciano Giovanni  
FANCIULLI

**MINISTRY OF INDUSTRY AND  
TRADE COMMISSARY**  
Mümin MENEKŞE

**VOTE COLLECTOR**  
Hasan Özgür DEMİRDÖVEN

**REPORTER**  
Yiğit TÜRSOY