

**TÜRK PRYSMİAN KABLO VE SİSTEMLERİ A.Ş.**  
**BOARD OF DIRECTORS RESOLUTION**

Resolution No: 2017/ 14

Date: 27.04.2017

**AMENDMENT OF ARTICLES of ASSOCIATION**

Our company switched to Registered Capital System with permit from the Capital Market Board dated 1.12.1992 and no. 4463. It is understood that due to the old date of the switch, our articles of association doesn't have the following regulations that became ordinary and fixed and which had been advised by the Capital Market Board after 1992 to all companies that are in registered capital system to have in their articles of association

- Issuance of shares above or below the nominal value per share
- Restriction of rights of privileged shareholders

In this sense, it has been unanimously decided that Article 6 of the articles of association, titled "Registered Capital" which regulates guidelines regarding registered and issued capital shall be amended as it is shown below; application shall be made to the Capital Market Board and the Ministry of Customs and Trade about this amendment; the amended article shall be submitted for approval in the first General Assembly after obtaining necessary permits.

<b>CHAIRMAN</b> Halil İbrahim Kongur	<b>VICE CHAIRMAN</b> Erkan Aydođdu
<b>MEMBER</b> Fabio Ignazio Romeo	<b>MEMBER</b> Andrea Pirondini
<b>MEMBER</b> Ercan Gökdađ	<b>MEMBER</b> Ali Aydın Pandır

<p><b>MEMBER</b> Ayşe Canan Ediboğlu</p>	<p><b>MEMBER</b> Mehmet Emin Tutan</p>
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Old Article Article 6- Registered Capital	New Article Article 6- Registered Capital
<p>The company accepted the registered capital system in accordance with the provisions of the Capital Market Act 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.</p> <p>The Registered Capital ceiling of the company is TL.170.000.000,00 (onehundredseventymillion), and is divided into 170.000.000,00 (onehundredseventymillion) shares, each having a nominal value of TL. 1.-(one).</p> <p>Registered capital ceiling permission given by the Capital Market Board will be valid between 2017-2021. Even if the Company does not increase up to the ceiling till the end of 2021, in order for the Board of Directors to take a decision with respect to capital increase after 2021, the Board has to get an authorization of the General Assembly after getting a second permission from CMB limited with 5 years period for the priorly granted ceiling or for a new ceiling amount. The capital cannot be increased with Board resolution unless the said authorization is obtained.</p> <p>The paid in capital of the company is TL 112.233.652,00. and all of the capital has been paid free of collusion. As regards the paid in capital, all shares are bearer shares.</p> <p>The capital of the company, can be increased or decreased in accordance with Capital Market Legislation and Turkish Commercial Code in case of need.</p> <p>The Board of Directors, in accordance with the provision of the Capital Market Act, whenever it deems necessary, is authorized to increase the paid in capital by issuing registered shares or</p>	<p>The company accepted the registered capital system in accordance with the provisions of the Capital Market Act 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.</p> <p>The Registered Capital ceiling of the company is TL.170.000.000,00 (onehundredseventymillion), and is divided into 170.000.000,00 (onehundredseventymillion) shares, each having a nominal value of TL. 1.-(one).</p> <p>Registered capital ceiling permission given by the Capital Market Board will be valid between 2017-2021. Even if the Company does not increase up to the ceiling till the end of 2021, in order for the Board of Directors to take a decision with respect to capital increase after 2021, the Board has to get an authorization of the General Assembly after getting a second permission from CMB limited with 5 years period for the priorly granted ceiling or for a new ceiling amount. The capital cannot be increased with Board resolution unless the said authorization is obtained.</p> <p>The paid in capital of the company is TL 112.233.652,00. and all of the capital has been paid free of collusion. As regards the paid in capital, all shares are bearer shares.</p> <p>The capital of the company, can be increased or decreased in accordance with Capital Market Legislation and Turkish Commercial Code in case of need.</p> <p>The Board of Directors, in accordance with the provision of the Capital Market Act, whenever it deems necessary, is authorized to increase the paid in capital <b>and make decisions regarding</b></p>

bearer shares until the Registered Capital ceiling.

Unless the issued shares are sold totally and the sum corresponding of them encashed, no new shares will be issued.

Shares representing the capital are tracked as per the principles of dematerialization.

**restriction of shareholders' right to buy new shares and issue share above the nominal value, with premium or below the nominal value** by issuing registered shares or bearer shares until the Registered Capital ceiling. **The authorization to make decisions on restriction of shareholders' right to buy new shares cannot be used in a way to cause inequalities among the shareholders.**

Unless the issued shares are sold totally and the sum corresponding of them encashed, no new shares will be issued.

Shares representing the capital are tracked as per the principles of dematerialization.