

TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.

From the Board of Directors;

The Company's General Assembly shall gather in an ORDINARY General Assembly Meeting to discuss the published agenda on March 28, 2014, Friday, at 09:00, at the Company head quarter at the address of "Ömerbey Mah. Bursa Asfaltı Cad. No:51 MUDANYA". Our shareholders and/or representatives thereof are kindly invited to participate in the meeting on date and at time specified.

Our Company's shareholders may participate in person in the Ordinary General Assembly Meeting in physical setting or in electronic setting or chose to participate by means of their attorneys.

Participation in electronic setting to the General Assembly Meeting is possible using secure electronic signatures of shareholders or those of their attorneys. Shareholders and/or attorneys thereof to carry out transactions at EKS system must at first register their identities and communication details at e-MKK portal of Merkezi Kayıt Kuruluşu A.S. (MKK - Central Registry Organization) and notify that their participation will be through EKS. Shareholders and/or attorneys thereof that fail to register with e-MKK information portal until a day before the date of the General Assembly Meeting and obtain a secure electronic signature shall not be able to participate in General Assembly Meeting in electronic setting.

Moreover, shareholders and/or attorneys thereof willing to participate in the General Assembly Meeting in electronic setting shall be obligated to fulfill their responsibilities set out in "Regulations on Electronic General Assembly Meetings of Joint Stock Companies" (EKS) published in Official Gazette Edition No: 28395 dated August 28, 2012, and in "Communique on Electronic General Assembly System to be Implemented for General Assembly Meetings of Joint Stock Companies" published in Official Gazette Edition No: 28396 dated August 29, 2012.

If shareholders with right to vote chose to exercise such right by means of an attorney, they must fulfill the responsibilities defined in Communique No: II-30.1 titled "Communique on Voting By Means of Attorneys and Collecting Power of Attorneys By Invitation", published in Official Gazette Edition: 28861 dated December 24, 2013; fill out the following power of attorney form that was prepared in accordance with the provisions of the aforementioned communique; have their signatures attested by a notary public, and submit and/or deliver the same to the Company along with their notary attested signature specimen. Our shareholders may obtain sample power of attorney at our Company's website www.prysmiangroup.com.tr.

Items in the agenda of General Assembly Meeting shall be voted in form of open voting by raising hands.

For kind attention of our esteemed shareholders.

POWER OF ATTORNEY

TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.

I hereby appoint as my attorney in fact authorized to represent, vote, make proposals and sign documents as may be necessary on my behalf at the Ordinary General Assembly Meeting of Turk Prysmian Kablo ve Sistemleri A.S. that shall be held on March 28, 2014, Friday at 09:00, at the Company's Head Quarter at address of "Omerbey Mah. Bursa Asfaltı Cad. No: 51 Mudanya, Bursa".

Attorney's (*)

Full Name / Company Name:

TR Identification Number/Tax ID, Corporate Registration No and MERSIS Number:

(*) Equivalents, if any, of the above-mentioned documents must be produced for foreign national shareholders.

A) SCOPE OF THE REPRESENTATION CAPACITY

For each of Sections 1 and 2 below, either of (a), (b) and (c) must be marked to indicate the scope of the power of attorney.

1. Regarding the Issues Included in the General Assembly Meeting Agenda:

- a) Attorney is authorized to vote at their discretion.
- b) Attorney is authorized to vote in line with the partnership management's recommendations.
- c) Attorney is authorized to vote in line with the following instructions.

Instructions:

If the shareholder marks (c) above, special instructions shall be communicated by selecting an appropriate option (accept or object) from among the options next to agenda item and -if object was chosen, objection annotation to be added to general assembly meeting minutes, if any, will be written below.

Agenda Items (*)	Accept	Object	Objection Annotation
1.			
2.			
3.			

(*) Individual issues included in the General Assembly Meeting agenda will be listed. If minority has a separate decision draft, this will be specified to ensure voting in proxy.

2. Special instructions regarding other issues that may emerge during the General Assembly Meeting, and in particular the exercise of minority rights:

- a) Attorney is authorized to vote at their discretion.
- b) Attorney is not authorized to represent in these regards.
- c) Attorney is authorized to vote in line with the following instructions.

SPECIAL INSTRUCTIONS: special instructions, if any to be communicated by the shareholder to the attorney, must be specified here.

B) Shareholder, by choosing one of the options below, specifies the shares attorney shall represent.

1. I hereby authorize the attorney to represent the shares with the following details.

- a) Issue and Serial:*
- b) Number/Group:**
- c) Quantity-Nominal value:
- ç) Privileged Share or Not
- d) Written to Name or Bearer:*
- e) Percentage of total shares/voting rights owned by the shareholder:

*These details are not required for shares that are tracked by record.

**Group information will be included instead of number for shares that are tracked by record.

2. I hereby authorize the attorney to represent all of the shares included in the list of shareholders eligible to participate in the general meeting that will have been prepared by the MKK a day before the General Assembly date.

SHAREHOLDER'S FULL NAME or COMPANY NAME(*)

TR Identification Number/Tax ID, Corporate Registration No and MERSIS Number:

Address:

(*) Submission of the equivalent, if any, of the above-mentioned documents is obligatory for foreign national shareholders.

SIGNATURE