

TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.
60th ORDINARY GENERAL ASSEMBLY
29.03.2023
MINUTES OF MEETING

Ordinary General Assembly Meeting of Türk Prysmian Kablo ve Sistemleri A.Ş for the year of operation 2022 was held on 29.03.2023 at 10.00 a.m. in head office of the company, Ömerbey Mah. Bursa Asfaltı Cad. No:51 Mudanya / Bursa which was defined by Company's Board of Directors, Under the supervision of Ministry Representative, Sibel Hatinoğlu who was delegated through the letter of R.T. Governorship of Bursa Provincial, Directorate of Commerce dated 23.03.2023 numbered 83897402.

It was determined that declaration of General Assembly including meeting place, date, time and agenda was simultaneously published in Turkish Trade Registry Gazette dated March 03, 2023 and numbered 10782, in Public Disclosure Platform, Electronic General Meeting System of Central Securities Depository and Company's internet address www.prysmiangroup.com.tr, thus, the declaration was made duly in accordance with the formal procedure required in Company's right of invitation to General meeting, in related Law and Articles of Association.

Upon the revision of the attendance sheet and confirmation of that 0 shares in return for a capital of 0 TL and 181.660.342,34 shares in return for a capital of 181.660.342,34.-TL from a total capital of 216,733,652.000 TL were represented in the meeting personally and by proxy, respectively, thus minimum quorum required both in law and Articles of Association was achieved, Mr. Halil İbrahim Kongur, Ms. Ülkü Özcan attended on behalf of Board of Directors, the excuses of other Board Members who are unavailable for attending the General Assembly was submitted. The meeting was opened by Mr. Halil İbrahim Kongur Chairman of the Board and Members Ms. Ülkü Özcan and agenda was started to be discussed in order considering the fact that no change request regarding the order of the agenda has arrived.

It was determined that Company made the preparations for electronic general meeting in accordance with the legal regulations pursuant to sub clause 5 and 6 of Article 1527 in Turkish Commercial Code and the meeting was held simultaneously both in physical and electronic environment.

- 1.** It was decided unanimously to select Mr. Halil İbrahim Kongur as Chairman of the General Assembly and Mr. Halil İbrahim Kongur appointed Mr. Halil Erbi and Ms. Cansu Yitmen, as vote collector and clerk, respectively. It was explained to shareholders that voting would be taken explicitly in physical environment through raising hands and in electronic environment through Electronic General Meeting System of Central Securities Depository.
- 2.** It was decided unanimously to give the authority to sign minutes of meeting to Council Chairmanship.
- 3.** Reports of Board of Directors and Independent External Auditing Firm PWC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. and financial statements of the company for Accounting Period 01.01.2022 – 31.12.2022 were deemed to be read. Although it was not submitted to the vote, it is determined that 153.688 rejection votes were given in the electronic system.
- 4.** Reports of Board of Directors and Independent External Auditing Firm PWC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. and financial statements of the company for Accounting Period 01.01.2022 – 31.12.2022 were approved unanimously.

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5. All Members of the Board of Directors who served in the 2022 financial year; Mr. Halil İbrahim Kongur, Ms. Ülkü Özcan, Ms. Ercan Gökdağ, Ms. Robert Van Veen, Ms. Maria Cristina Bifulco, Ms. Mine Ayhan, Ms. Banu Uzgur, Ms. İsmet Su were acquitted separately by unanimous decision.

6. Board proposal in decision of the Board dated 27.02.2023, numbered 2023/05 about the distribution of profit in Accounting Period 01.01.2022 – 31.12.2022 were discussed and:

It has resolved unanimously that as of 25 May 2023, the amount of 16,543,553 TL, which corresponds to 7.63% of the issued capital, is paid in cash to our shareholders as dividends and net of 10% tax to be calculated over 0.076331261-TL gross for each share with a nominal value of 1 TL, net 0. 068698135-TL will be distributed, and the remaining portion will be left within the company as "Extraordinary Reserve.

7. It has been resolved by majority of the votes with 153.688 against votes vs. 181.506.654,342 votes in favor to appoint **Mr. Halil İbrahim KONGUR** with T.C. Identity Number resident at, **Ms. Ülkü Özcan** with T.C. Identity Number resident at, **Mr. Rinke Kieboom** withTax Number resident at, **Mr. Giacomo Sofia** with Tax Number resident at, **Ms. Maria Cristina Bifulco** with Tax Number resident at as the Board Member and, **Ms. Mine Ayhan** with T.C. Identity Number resident at, **Ms. Banu UZGUR** with T.C. Identity Number resident atand **Mr. İsmet Su** with T.C. Identity Number resident at as Independent Board Members to serve 1 year, without needing the previous or following affirmation and approval of General Assembly on the other issues excluding the tasks left only under the authority of General Assembly in Turkish Commercial Code and not to make any payment to the following appointed Board members: Ms. Ülkü Özcan, Mr. Rinke Kieboom, Mr. Giacomo Sofia, Ms. Maria Cristina Bifulco and to make annual payments to Independent Members Ms. Mine Ayhan, Ms. Banu UZGUR and İsmet Su in net amounts of 275.000 TRY.

8. It has been by majority of the votes with 153.688 against votes vs. 181.506.654,342 votes in favor resolved to appoint PWC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş resident at Akaretler, Süleyman Seba Caddesi, BJK Plaza, No:48, B Blok, Kat:9 34357 Beşiktaş/ İstanbul, registered in front of İstanbul Trade Registry, with 201465 trade registry number, Bogazici Corporate Tax Office taxpayer with tax ID number 1460022405, with 0146002240500015 Mersis Number which Audit Committee offered as the Independent Audit Company for financial year of 2022 and Board of Directors approved, and to authorize Chief Financial Officer, Mirko Beretta prepare and sign a one-year contract with it.

9. It has been resolved by majority of the votes with 153.688 against votes vs. 181.506.654,342 votes in favor to amend Article 6 of the Company's Articles of Incorporation as shown below in accordance with the approval of Capital Market Board dated as 07.03.2023 and numbered as E-29833736-110.03.03-34263 and the approval Ministry of Customs and Trade dated as 10.03.2023 and numbered as E-83500430.

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New Article

Article 6- Registered Capital

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.

The Registered Capital ceiling of the company is TL. 1.300.000.000,00 (onebillionthreehundredmillion), and is divided into 1.300.000.000,00 (onebillionthreehundredmillion) shares, each having a nominal value of TL. 1.-(one).

Registered capital ceiling permission given by the Capital Market Board will be valid between 2023-2027. Even if the Company does not increase up to the ceiling till the end of 2027, in order for the Board of Directors to take a decision with respect to capital increase after 2027, 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.

The paid in capital of the company is TL 216.733.652,00. - and all of the capital has been paid free of collusion. As regards the paid in capital, all shares are bearer shares.

The capital of the company, can be increased or decreased in accordance with Capital Market Legislation and Turkish Commercial Code in case of need.

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 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.

- 10.** Donations and aids given in Accounting Period 2022 were read to the shareholders attending the meeting and they were informed. The donations and aids were discussed and it has been resolved by by majority of the votes with 153.688 against votes vs. 181.506.654,342 votes in favor to determine that the upper limit for donations to be given in 2023 would not exceed 1.000.000 TRY.
- 11.** The information about the Guarantee, Pledge and Mortgage on behalf of third parties was submitted to shareholders by our company. Although it was not submitted to the vote, it is determined that 153.688 rejection votes were given in the electronic system.
- 12.** It has been resolved unanimously to give approval to shareholders having management authority, board members, senior managers and their spouses and relatives till the second degree in order to make transactions and compete with the company within the scope of principal numbered 1.3.7. of Corporate Governance Principals imposed through

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Notification of CMB with Series: IV and No: 56 and shareholders were informed that there is not any such transaction within period.

- 13.** Pursuant to article 14 of articles of incorporation, the information about the transactions which were performed in 2022 and subjected to affirmation and approval of General Assembly was submitted to shareholders. It has been affirmed unanimously. It has been resolved by majority of the votes with 2.862.959 against votes vs. 94.643.982,53 votes in favor to approve the transactions specified in article 14 of articles of incorporation, in advance as long as the company needs these transactions to be performed.
- 14.** Company General Manager (CEO) has read the below stated message and thanked our customers and suppliers relying on our company and all of our personnel working devotedly and wished 2023 to be a successful year creating values for our country, industry and investors and then finalized the meeting after confirming that shareholders did not have any questions and there were no remaining points to be discussed. Although it was not submitted to the vote, it is determined that 153.688 rejection votes were given in the electronic system.

Ceo Message:

I would like to thank you for all the contributions of the participants while closing the 60th Ordinary General Assembly of Türk Prysmian Kablo.

As switched to the new normal in 2022, after the global pandemic that caused radical changes all over the world, there was an acceleration in digitalization and technology far beyond expectations, and rapid transformation in many areas from business practices to communication, transportation, and production. In these tough times, we have tried to remain as close as possible to our shareholders by benefiting from all the technological means.

While we continue our efforts for continuous development and transformation in the areas we operate, we continued our investment and production activities that create added value for our economy and society without slowing down.

I would like to express my deepest gratitude to each Türk Prysmian Kablo employee and my esteemed colleagues for all their devoted work, who made it possible to achieve our goals in 2022 despite all the difficulties arising from the uncertainties in the global markets.

FOR THE YEAR 2023:

As Türk Prysmian Kablo, we will continue to contribute to the national economy by strengthening our business model in order to integrate economic, social and environmental responsibility in all areas of our activities and to create value for our stakeholders and society.

As one of the companies with a leading and important position in its sector, and with the inspiration we get from our mission "Connecting Turkey to Sustainable Futures"; While we continue our sustainability, R&D and digitalization efforts, which we focus on, we will continue to produce, promote Turkey abroad and successfully lead the cable industry.

As Türk Prysmian Kablo, we will do our best to add value to our investors, our industry and our country in 2023 as well.

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The minutes of meeting was prepared and signed following the meeting in the meeting place.
29 March 2023.

COUNCIL CHAIRMAN
Halil İbrahim Kongur

MINISTRY REPRESENTATIVE
Sibel Hatinoğlu

VOTE COLLECTOR
Halil Erbi

CLERK
Cansu Yitmen