

**TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş.
VE BAĞLI ORTAKLIKLARI**

1 JANUARY 2022 – 31 DECEMBER 2022

BOARD OF DIRECTORS

ANNUAL ACTIVITY REPORT

ISSUED PURSUANT THE COMMUNIQUE SERIAL: II NO. 14.1

27.02.2023

**CONVENIENCE TRANSLATION INTO ENGLISH OF
INDEPENDENT AUDITOR'S REPORT
ON THE BOARD OF DIRECTORS' ANNUAL REPORT
ORIGINALLY ISSUED IN TURKISH**

To the General Assembly of Türk Prysmian Kablo ve Sistemleri A.Ş.

1. Opinion

We have audited the annual report of Türk Prysmian Kablo ve Sistemleri A.Ş. (the "Company") and its subsidiaries (collectively referred to as the "Group") for the 1 January - 31 December 2022 period.

In our opinion, the financial information and the analysis made by the Board of Directors by using the information included in the audited financial statements regarding the Group's position in the Board of Directors' Annual Report are consistent and presented fairly, in all material respects, with the audited full set consolidated financial statements and with the information obtained in the course of independent audit.

2. Basis for Opinion

Our independent audit was conducted in accordance with the Independent Standards on Auditing that are part of the Turkish Standards on Auditing (the "TSA") issued by the Public Oversight Accounting and Auditing Standards Authority ("POA"). Our responsibilities under those standards are further described in the Auditor's Responsibilities in the Audit of the Board of Directors' Annual Report section of our report. We hereby declare that we are independent of the Group in accordance with the Ethical Rules for Independent Auditors (including Independence Standards) (the "Ethical Rules") and the ethical requirements regarding independent audit in regulations issued by POA that are relevant to our audit of the financial statements. We have also fulfilled our other ethical responsibilities in accordance with the Ethical Rules and regulations. We believe that the audit evidence we have obtained during the independent audit provides a sufficient and appropriate basis for our opinion.

3. Our Audit Opinion on the Full Set Consolidated Financial Statements

We expressed an unqualified opinion in the auditor's report dated 21 February 2023 on the full set consolidated financial statements for the 1 January - 31 December 2022 period.

4. Board of Director's Responsibility for the Annual Report

Group management's responsibilities related to the annual report according to Articles 514 and 516 of Turkish Commercial Code ("TCC") No. 6102 and Capital Markets Board's ("CMB") Communiqué Serial II, No:14.1, "Principles of Financial Reporting in Capital Markets" (the "Communiqué") are as follows:

- a) to prepare the annual report within the first three months following the balance sheet date and present it to the General Assembly;
- b) to prepare the annual report to reflect the Group's operations in that year and the financial position in a true, complete, straightforward, fair and proper manner in all respects. In this report financial position is assessed in accordance with the financial statements. Also in the report, developments and possible risks which the Group may encounter are clearly indicated. The assessments of the Board of Directors in regards to these matters are also included in the report.
- c) to include the matters below in the annual report:
 - events of particular importance that occurred in the Group after the operating year,
 - the Group's research and development activities,
 - financial benefits such as salaries, bonuses, premiums and allowances, travel, accommodation and representation expenses, benefits in cash and in kind, insurance and similar guarantees paid to members of the Board of Directors and senior management.

When preparing the annual report, the Board of Directors considers secondary legislation arrangements enacted by the Ministry of Trade and other relevant institutions.

5. Independent Auditor's Responsibility in the Audit of the Annual Report

Our aim is to express an opinion and issue a report comprising our opinion within the framework of TCC and Communiqué provisions regarding whether or not the financial information and the analysis made by the Board of Directors by using the information included in the audited financial statements in the annual report are consistent and presented fairly with the audited consolidated financial statements of the Group and with the information we obtained in the course of independent audit.

Our audit was conducted in accordance with the TSAs. These standards require that ethical requirements are complied with and that the independent audit is planned and performed in a way to obtain reasonable assurance of whether or not the financial information and the analysis made by the Board of Directors by using the information included in the audited financial statements in the annual report are consistent and presented fairly with the audited consolidated financial statements and with the information obtained in the course of audit.

PwC Bağımsız Denetim ve
Serbest Muhasebeci Mali Müşavirlik A.Ş.

Özgür Beşikçioğlu, SMMM
Partner

Istanbul, 27 February 2023

Message from the CEO

Dear Shareholders,

Turk Prysmian Kablo operating in Turkiye under Prysmian Group, the leader of the energy and telecommunication cable systems industry in the world, has successfully completed 2022, accelerating its activities through sustainability policy, which it has integrated into all its activities in line with the mission "Connecting Turkiye to a Sustainable Future".

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.

While the effects of the COVID-19 pandemic on the transportation and production sectors have not yet fully subsided, the Russian-Ukrainian war, which started in the first quarter of 2022 and closely affected Europe, continues to negatively affect global markets as it has affected many sectors by reaching the present day. Forward-looking companies and experts recommend recognizing pandemics as routine risks and taking them into consideration when making plans for the future. Adapting to the new normal in light of all these developments, our company continued production without slowing down and achieved significant success in exports last year, by taking the highest-level measures for employee health and safety.

We can proudly say that we had achieved results in line with our plans for 2022 and presented a successful performance by building on the previous year.

Sustainability is at the centre of all our work.

Tuk Prysmian Kablo acts with a sense of economic, social, and environmental responsibility. We focus on sustainability and integrate it into all our operations, inspired by our mission "Connecting Turkiye to a Sustainable Future".

In 2022, we published our Sustainability Report for the first time and shared our responsibilities toward and commitments to society with all our stakeholders. We became the first company in the Turkish cable industry to publish a sustainability report.

Our sustainability roadmap focuses on 4 main areas: eliminating carbon footprint, utilizing circular resources, improving the business model, and contributing to employee and community development. With the projects we carry out in these areas, we are taking firmer steps toward our sustainability goals day by day.

We are working to develop environmentally friendly and innovative technologies in many different areas of our industry. Last but not least, Prysmian Group became the official sponsor of the Avalanche Andretti team in the ABB FIA Formula E World Championship, with its sustainable electrification studies. We became the first cable manufacturer to collaborate with and be the main sponsor of a Formula E team, with the aim to strengthen our values by encouraging innovation in the strategic e-mobility sector.

Within the scope of our sustainability goals, our Group has established a Global Sustainability Academy that will cover 31 thousand employees in more than 50 countries. Established in Oman, which is part of the MEAT Region that includes Türkiye, the academy aims to strengthen the group's efforts toward its climate and social goals by explaining its sustainability policy to all company employees. The academy will offer our employees the training programs of the most effective business schools in the world.

We have realized approximately 30 projects to lead the sustainable transformation of the cable industry. As of 2022, we are recycling 91% of our waste. We are planning to improve this rate by conducting an on-site waste mapping study. Furthermore, Turk Prysmian Kablo aims to reduce its carbon footprint by 58.3 thousand tons by 2030.

We keep supporting this commitment within the framework of our "Sign it." plan. In our journey, which started with the slogan "Sign It for a Better Future", we take the Sustainable Development Goals of the United Nations as our source of inspiration and guidance.

Diversity, inclusion, equality, social empowerment, employee loyalty/participation, and employee development are the prioritized issues of our Group's Social Goal within the scope of the Sustainable Development Goals. Based on this vision, the STEM IT program implemented within our group, including Turk Prysmian Kablo, aims to attribute technical and scientific roles to the new generation of women by 2030. The STEM IT Program is supported by a 5-year plan built around enterprise, education, and networking. With the STEM IT program, we aim to hire over 500 women, support their development and equip them with technical and scientific roles.

Digitalization has become one of the primary issues on our agenda.

Digitalization continued to be among our top priorities in 2022. We continue our investments in sustainability and digitalization with the responsibility to lead the cable industry.

In 2015, we realized the first and only Online Cable Training in the Turkish cable industry. Besides students and academicians, industry professionals such as engineers, technicians, and project designers working in the field of electricity were able to benefit from the training, which made it easier and less time-consuming to choose the right cable. So far, more than 3000 people have benefited from the online training offered in Turkish. This year, we have started to offer Online Cable Training in English to reach more people. The program is the first of its kind not only in Türkiye but in the whole world and is now available online and free of charge in both Turkish and English. The training both raises awareness of the use of high-quality cables and offers professional development opportunities to employees of the sector. So far, more than 3000 people have benefited from the training, which is completely free of charge and is an important reflection of our vision of digitalization.

We aim to create value in the cable industry by pioneering digitalization with the innovative products and service solutions we have developed under the roof of our group, such as the CableApp application which makes it easier and less time-consuming to choose the right cable, just like the Online Cable Training. Indeed, we had launched online operations before the pandemic, compared to many other countries which switched to online operations in the working arrangement called the new normal. In this context, we united with our stakeholders and employees in the sector all year round, through digital channels such as online meetings, dealer meetings, and webinars.

Investing in R&D is our top priority

We know that R&D investments are the biggest power driving our continued and unprecedented growth and investments in the Turkish cable industry. Therefore, investing time and resources in R&D is our top priority. Mudanya plant, one of the 26 R&D centers of the Prysmian Group, stands out as one of the 16 plants that can concurrently produce energy and communication cables under Prysmian and Draka trademarks. This confirms the importance our group attaches to Turkiye and the investments it makes in the cable industry. By maintaining our leadership in R&D and offering cutting-edge technology to our customers, we move the sector forward and contribute to the development of competition in terms of quality.

We grow together with our employees

In addition to our innovative products that shape the sector, we make a difference with our human resources and employer brand. Being aware that our employees are our most important assets, we realize many projects and activities to ensure a high level of employee satisfaction, health, safety, and welfare. In this respect, we administer a Speak up Survey to all our employees across the Group once a year to learn about their needs and wishes. Furthermore, we identify occupational health and safety as our top priority with our "Zero and Beyond" vision, which is committed to providing safer and better workplaces. Besides, we contact local communities and non-governmental organizations, carry out activities, and create awareness and benefit to society through our social responsibility efforts. While working for continuous development and transformation in the areas in which we operate with the motto "always for the better", we will continue, without slowing down, our investment and production activities that create added value for the society and economy of our country.

I sincerely thank you for your support and belief in us on behalf of myself and the Turk Prysmian Kablo family.

Kind regards,

Ülkü Özcan

CEO

1- GENERAL INFORMATION

Türk Prysmian Kablo ve Sistemleri A.Ş. is the Turkish operation of Prysmian Group, worldwide leading company in energy and telecommunication cables' industry with its approximately 31.000 employees and 108 factories in 50 countries following the merge realized globally with General Cable.

The company stands out in Prysmian Group as one of the 16 plants that can simultaneously produce energy and telecom cables with Prysmian and Draka brands. Wide product range of Türk Prysmian includes all energy cables up to 220 kV, copper conductor communication cables up to 3.600 pairs, optical fiber cables, railway signalization cables, studio broadcast cables and special cables. Today Mudanya factory can produce over 22.000 different cables. Furthermore, Türk Prysmian delivers "turn key" projects for cables and systems providing each one customer tailored and premium services.

The installed capacity of Türk Prysmian is also at a level to compete in the international markets. Capacity utilization rate of Türk Prysmian reached 71% in 2022, and it continues to be a privileged export center within the Prysmian Group, exporting approximately 18% of its TRY7,186,815,354 turnover in 2022. Türk Prysmian continues to be the leader of the market in the field of innovation, technology, quality and customer satisfaction both in Turkey and abroad. With a wide geographical coverage, the company exports to more than 50 countries today, particularly Turkic Republics and Middle East countries.

Prysmian Group has 26 R&D centers worldwide and one in Türk Prysmian's Mudanya factory. Material Technologies Laboratory in the Mudanya R&D center is registered by Turkish Accreditation Agency (TÜRKAK) with accreditation certificate TS EN ISO/IEC 17025 "General Requirements For The Competence of Testing and Calibration Laboratories". The certificate granted by TÜRKAK is a certification that the results of 'fire tests' conducted in Türk Prysmian's laboratory are reliable and internationally valid.

Türk Prysmian Kablo ve Sistemleri A.Ş., listed on the Borsa Istanbul strives for improving the efficiency of its products and services not only in Turkey, but also in global markets, and ISO/DQS 9001, and ISO 14000 certifications granted for the first time in this sector is a further proof of how much the company cares for people and environment.

Fiscal Period of the Report:

This report has been issued for the period 01.01.2022-31.12.2022.

Company Trade Registry Number and Contact Info

Headquarter address: Ömerbey Mah. Bursa Asfaltı Cad. No:51 Mudanya / BURSA

Tel: +90 224 270 3000 **Fax:** +90 224 270 3024

Branch Address: Ömer Avni Mahallesi İnebolu Sok. Haktan İş Merkezi No:39 K:2 Setüstü Kabataş Beyoğlu/İSTANBUL

Tel: +90 212 393 7700 **Fax:** +90 212 393 7762

Trade Registry No: M0153/Bursa Merkez

Mersis No: 086005137400023

Web site: www.prysmiangroup.com.tr

The Company's subsidiaries are detailed below:

Subsidiaries	Activity	Core activity
Türk Prysmian - Prysmian Powerlink DB. KAB.19 İşi Adi Ortaklığı	Sales	Sale of Power Cables

2- BUSINESS SECTOR, VISION AND MISSION

Prysmian Group is the world leader in the field of energy cables and systems as well as communication cables and systems. We are a multinational company that has been growing for more than a century in the sectors specialized in throughout the world and deeply rooted in all local markets.

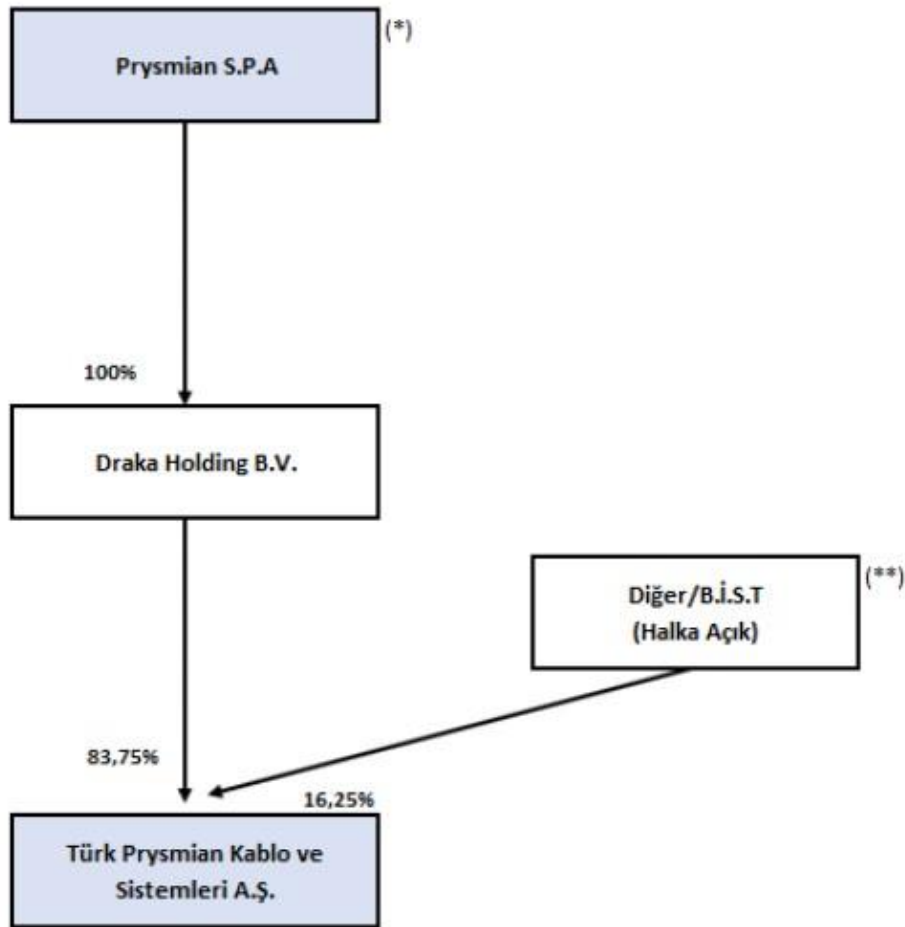
Our vision is, while keeping inside alive the workforce which will help us to exhibit a creative and superior performance with our outstanding and innovative role, having an organizational structure that gives importance to openness and social responsibility, carrying on long term partnerships by providing customer satisfaction continuously, creating constant value for our shareholders and dedicating ourselves to improve the community's conditions, to be the industry leader in Turkey and in international platforms as a member of Prysmian Group. Our mission is to add value to our shareholders and to the sector by providing innovative, technologically advanced, high quality and safe products and services to our clients, business partners and the society in general, meeting all applicable standards.

3- CAPITAL AND SHAREHOLDER STRUCTURE

Capital Structure of the Company as of 31.12.2022 is as follows:

Shareholders	%	TRY
Draka Holding B.V.	83.75	181,506,654
Other*:	16.25	35,226,998
Authorized capital	100.00	216,733,652

We do not issue privileged shares. Shares carry one vote per share.



Final Shareholder Structure as of 31.12.2022

4- BOARD OF DIRECTORS AND COMMITTEES, COMMITTEE MEMBERS AND ORGANIZATIONAL STRUCTURE

Members of the Board of Directors as of 31.12.2022 are as follows:

<u>Board of Directors</u>	Chairman	Halil İbrahim KONGUR
	Vice Chairman	Ülkü ÖZCAN
	Board Member	Ercan GÖKDAĞ
	Board Member	Maria Cristina BIFULCO
	Board Member	Robert Van VEEN
	Independent Board Member	Mine AYHAN
	Independent Board Member	Banu UZGUR
	Independent Board Member	İsmet SU

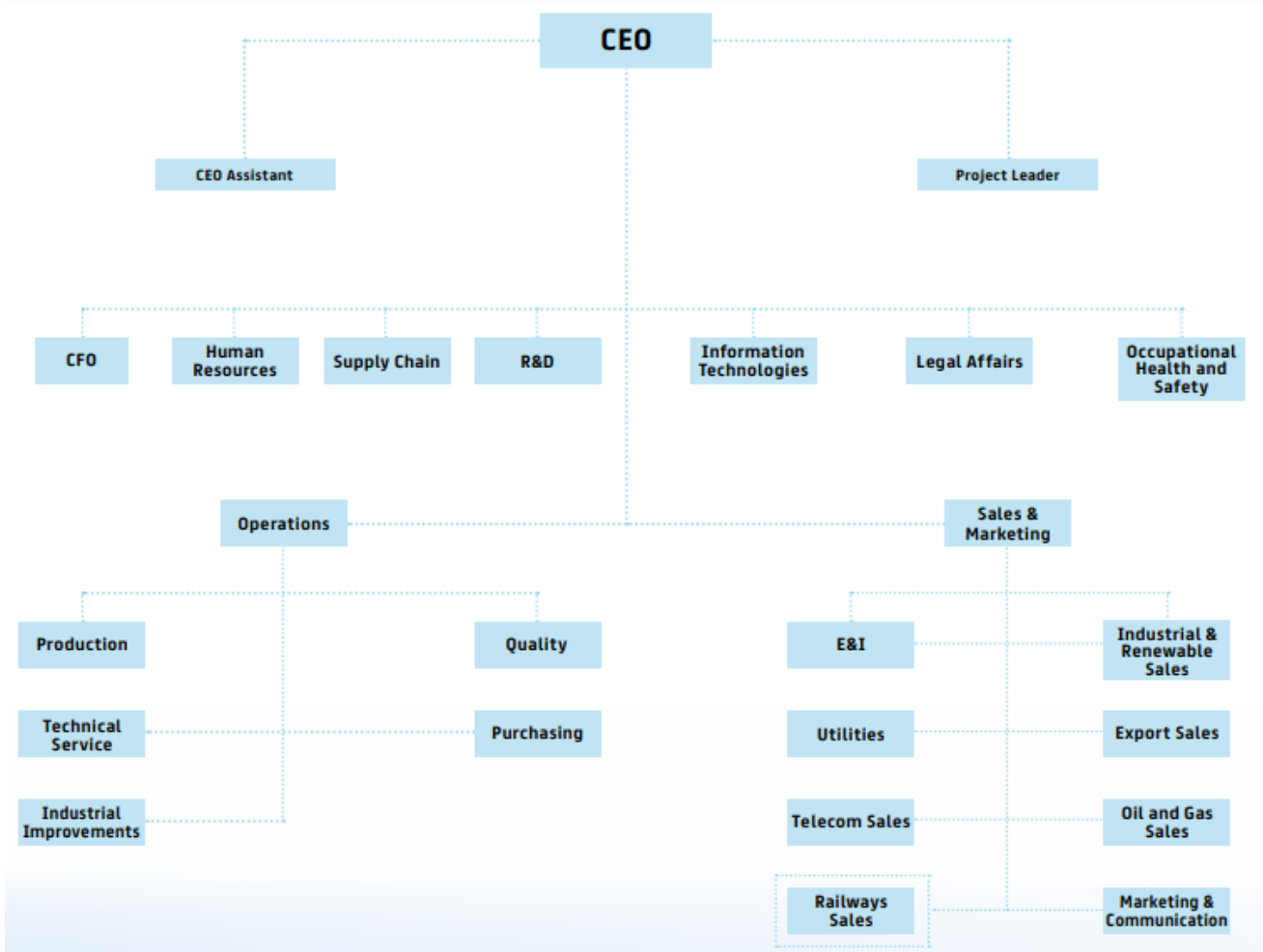
Committees formed as per the provisions of Communiqué on Corporate Governance (Serial: II, No: 17.1) published by Capital Market Board are stated below.

<u>Audit Committee</u>	Chairman	İsmet SU
	Committee Member	Banu UZGUR
	Committee Member	Mine AYHAN

<u>Early Detection of Risk and Risk Management Committee</u>	Chairman	Mine AYHAN
	Committee Member	Banu UZGUR
	Committee Member	İsmet SU

<u>Corporate Governance Committee</u>	Chairman	Banu UZGUR
	Committee Member	Mine AYHAN
	Committee Member	Budak GÜLLÜDAĞ

Organizational Structure



5- INFORMATION ON SECTOR-SPECIFIC ASSESSMENTS AND ACTIVITIES

"Energy and Communication", which are indispensable for modern life, are the two most important factors in the development of the cable sector. Increasing industrialization, population growth, the transition to high-rise construction, technological advancements, work towards the transition to renewable energy and thereby, the changing infrastructure and transportation needs have the biggest share in the development of energy cable production. Meanwhile, the transition to a digital world is accelerating with the ever-evolving service sector, metaverse, virtual universe, artificial intelligence, and augmented reality. The need for smart data transmission systems, and hence the growing trend towards network expansion and the need for higher broadband, are also driving demand for communication cables.

The cable sector, which contracted due to the Covid-19 pandemic and its impacts, continues to grow, albeit limited, as the rate of vaccinations has increased and we can now see the results of the measures taken. This is also supported by IMF's World Economic Report, which indicates the rate of global economic growth to be 2.9% for 2023, compared to 3.4% in 2022, despite the fact that the rate of growth expected in the post-Covid-19 period has been limited due to the Russian-Ukrainian conflict.

In recent years, the COVID-19 pandemic has hit economies around the world, postponed infrastructure projects, caused businesses to cease commercial activities, led to quarantines, travel bans, labor shortages, and disruption of manufacturing processes, and had evident economic impacts on the sector in 2020 and 2021. In this respect, the cable sector was adversely affected by the difficulties experienced especially in the production of electronics and semiconductors, raw material supply problems, and significant increases in logistics costs. In early 2022, the Russia-Ukraine crisis and the related energy shortage in Europe also limited growth in the sector.

There have been significant increases in raw material prices compared to the previous year and the fluctuations in foreign exchange rates have created serious pressure on the sectors that import their raw materials, particularly because of the fact that metals such as copper and aluminum, which are among the main raw materials used in cable production, as well as polymer materials such as PVC and polyethylene, are traded on foreign exchange rate-basis, thus any fluctuation in exchange rates causes producers to revise their prices, and therefore, it causes contractors, distributors, project companies and end-users to revise their budget every time a fluctuation happens. In a situation where a large portion of costs are in foreign currency and sales are in Turkish lira and on credit, the constant fluctuation of exchange rates harms the sector.

The Turkish cable sector, like all other sectors, has been seriously affected as developing countries have experienced more difficulties than developed countries in the fight against Covid-19. In the new world order and new normal conditions created by the Covid-19 pandemic, competition has become more challenging. The conditions of competition are now determined by speed, agility, innovation, and digitalization skills. Companies that can decide quickly, take action fast, adapt quickly to conditions, and especially those that attach importance to digitalization are less affected by the pandemic compared to other companies, which is vital for the stabilization of the supply chain in this challenging process.

We felt the effects of the pandemic on the cable sector less in 2021 compared to the previous year. The Turkish economy, which was severely affected by the pandemic in 2020 and grew by only 1.9%, grew by 11.4% in 2021 with the measures taken and normalization steps. In the first 9 months of 2022, the Turkish economy grew by 3.9%, suggesting that it is fully recovering from the effects of the pandemic.

The Turkish cable sector has grown in parallel with the developments in the construction, energy and communication sectors, to reach a level where it can compete in the world cable sector and export to all world countries thanks to the production technologies at international standards, trained workforce, R&D studies and increasing awareness of quality. According to the statistics and studies conducted in recent years by institutions such as TurkStat and TIM, the total size of domestic and international sales of the Turkish cable sector is around 4 to 5 billion USD, with the top 20 companies accounting for 80-90% of total production and turnover of cable producers in Turkiye. Due to the problems experienced in the Turkish economy and therefore in the construction sector, many of the Turkish cable producers have tended towards export markets, thus, the export figure for 2021 came out to be 2.9 billion USD and the figure for 2022 came out to be 3.3 billion USD for the Turkish cable sector, representing an increase by 14.3% compared to the same period of the previous year. Today, manufacturers in the sector continue to produce in different groups such as energy, communication, fibre optic, weak current cables, and enamelled coil wires and provide employment opportunities for thousands of people. More than half of the total production of cable manufacturers operating in our country is exported; which is a key indicator suggesting that our cable sector is highly important in the region due to the proximity of our country to European, African and Central Eastern countries. Furthermore, the increase in incentives to support R&D, the use of local products in domestic projects, and the increasing importance attached to localization have a positive impact on the domestic market.

According to the report of the Turkish Electricity Transmission Company, the installed electric power capacity of Turkiye will exceed 100,000 MW in 2022. The largest share in this increase belongs to hydroelectric power plants with dams, natural gas power plants, wind and solar energy investments. Despite the recession in the world and also in Turkiye, the increasing use of renewable energy sources in Turkiye and the fact that Turkiye has become one of the important actors of energy in the region, have supported the development of the cable sector.

Sustainability is one of the most prominent issues in all sectors where environment-friendly technologies are used worldwide. Work is underway to address the 17 goals set by the United Nations in line with the 2030 Sustainable Development Goals, including poverty, peace and prosperity, climate change, energy efficiency, economic inequality, innovation, sustainable consumption and justice. While renewable energy is gaining prominence day by day, especially in climate change and energy efficiency issues, the whole world experienced nature's reaction to the global shutdown of factories and the significance of environmental awareness, particularly during the COVID-19 restrictions. On one hand, the increasing world population, on the other hand, climate change and the global warming threat reveal the importance of sustainable production. Companies that stand out in the sector with their technological means and capabilities, innovation skills and the importance they attach to sustainable production, that invest in new and environment-friendly products and systems with a sense of responsibility towards the universe, focus on renewable energy projects that will be useful for both the world and the sector, that have a sustainability-based viewpoint, that can develop commercial policies to address climate change and that focus on sustainability in all their operations will be the least affected by global events and will serve the sector in the longer term.

Cables are expected not to endanger the safety of human life or property and to deliver improved performance against fire, while the design of information and communication cables is expected to allow for the transmission of more data in a faster way and by occupying less space. However, in buildings with high fire risk caused by increasing urbanization and population, it is necessary to use fire-safe installation cables that will prevent loss of life and property in case of fire. These cables have lower smoke density, are halogen-free, flame retardant, or transmit current under the flame. While the Turkish cable sector conducts R&D studies for fire-safe cable production by keeping up with the changing regulations, it also uses new-generation cable technologies that are environment-friendly and can keep up with this transformation with the developing technologies.

Non-standard products, which are one of the most important problems of the cable sector and which have become common in the market in recent years due to increasing competition, have caused significant damage to our cable sector, especially in export markets. It has become increasingly important to take measures to ensure systematic and controlled import of products such as fibre optic and data cables from abroad, mostly from the Far East, which are put on the market mostly through e-commerce websites, and to prevent unfair competition. Leading cable manufacturers, manufacturer associations and relevant official institutions and organizations in our country have started a serious fight against non-standard cables. To be able to live in a safer and more efficient world, studies are carried out to encourage the use of high-performance solutions that will be advantageous in terms of the total cost, to raise awareness of the sector about the correct use of cables and surveillance and inspection of the market to ensure that the cables used in the market comply with the standards, and people are advised of the inconsistencies in the quality of some cables sold in Turkey.

On the other hand, it is vital for our sector to start implementing the EN 50575 standard under the Construction Materials Regulation, which regulates the classification of cables according to their fire resistance performance. Use of cables in accordance with this regulation in all housing projects that carry fire risk; inspection of the cables in the market for CPR compliance by the Market Surveillance and Inspection teams under the Turkish Ministry of Environment, Urbanization and Climate Change; increasing the amount number of inspections conducted by the Turkish Ministry of Industry and Technology and including cable in the scope of the focused inspection will play a crucial role in raising the level of quality and safety in the Turkish cable sector. Superior CPR-compliant products of class Cca and B2ca have been used in prestigious domestic projects in recent years, suggesting an increase in the importance given to quality and human life.

As a follow-up of the Construction Materials Regulation, which became mandatory in our country on July 1, 2017, together with all European Union countries, the Turkish Ministry of Environment, Urbanization and Climate Change published the Communiqué on the amendment of the general technical specifications for building operations, construction, machinery and electrical installations in the Official Gazette No. 31343 on December 23, 2020; and the "General Technical Specification for Cables", including the "Table for Relating the Fire Resistance Performance Classes of Cables to Building Types and Areas Within the Building" was published and entered into force, which constituted an important step in the implementation of the Construction Materials Regulation.

R&D Activities

Türk Prysmian Kablo aims to increase its competitive power in the energy and telecommunication cables industry, offering users of cutting edge technologies the opportunity to take the advantage of its leadership in innovation and development, and is working on efficient, effective, superior and eco-friendly products and system solutions. The Research & Development (R&D) Centre in Mudanya, both it is an R&D center approved by the Turkish Ministry of Industry and Technology and one of the 26 centers of Prysmian Group R&D family that plays a leading role internationally in cable production and material technologies. Owing to its comprehensive infrastructure and operations, Mudanya R&D Centre is also the pioneer of the Turkish Cable Industry.

Established on an area of 5 thousand square meters and comprised of 6 separate departments, the R&D Centre encompasses a Material Technologies Laboratory, a Burn Test Laboratory, an Energy Cable Testing Laboratory, a Telecom and Fiber Cables Testing Laboratory as well as a Design and Innovation Office and a Process Design and Prototype Development Office. The R&D Centre holds the TS EN ISO /IEC 17025 Standard "General Requirements for the Competence of Testing and Calibration Laboratories", and the Private Sector Burn Test Laboratory has been the first lab accredited by the Turkish Accreditation Agency (TURKAK) in Turkey to possess the infrastructure prescribed by "CRP - Construction Products Regulation".

The Construction Products Regulation (EU) No: 305/2011) that Türk Prysmian Kablo reviewed in the scope of its initiative "Caution! Not Every Cable is the Same..." and in respect of which it carried out years of

comprehensive and in-depth studies, was published for the first time by the Ministry of Environment and Urban Planning of the Republic of Turkey in 2011, and was legally enacted and declared compulsory for cables effective from July 1, 2017. CPR sets out performance statements related to the technical characteristics of materials used in constructions and rules for the attachment of CE marking to materials, whereas the CRP certificate certifies reaction to fire performances and regulatory compliance of cables. EN 50575 Standard regulating implementation of CPR in cable sector determines the fire reaction performance requirements of power, control and communication cables used in any structure, including buildings and infrastructures, the tests regarding these requirements and criteria regarding conformity assessments.

The first company in the Turkish Cable Industry to acquire the CPR certificate thanks to its research and product development activities and the pioneer of the sector with its expertise in this field, Türk Prysmian Kablo continuously adapts its products to the requirements of CPR. We developed top quality CPR compliant cables to meet the increasing CPR demand in the railway sector. There is a demand for B and C CPR class, high fire performance cables for use in new generation power stations and modern substations standing out with renewable energy production. We have developed new CPR series under control, instrumentation and power cable groups to meet this demand, and the certification processes have been completed and thus we managed to access new import markets.

Studies on developing PVC material development as an alternative to low smoke, halogen-free LZSH material solutions have been completed to meet the demands of customers in diverse markets. Research and product development activities carried out to export our cables to broad markets such as United States, Europe and Australia, yielded launch of new product groups. Collaboration is made with R&D implementing common projects in optical fiber solutions and we continue our efforts to develop innovative products.

We calculated our carbon footprint within the scope of sustainability studies. LCA activities were carried out to evaluate environmental impact of our factory.

Through its Mudanya R&D Center, Turk Prysmian Kablo invests in technology and innovation, promoting technological innovations and products with superior performance to users with the objective of improving competitive power of our country. In line with this vision, since 2016 the company has been carrying out activities in the first R&D Center of the cable sector certified by R.T. Ministry of Science, Industry and Technology. In addition to innovation and product development efforts, Türk Prysmian Kablo has completed 7 Tübitak Projects as of the end of 2021 and attended an internal seminar as a speaker. Close alliances established with universities are in progress. Our R&D staff continues their post graduate and doctorate education.

The R&D Centre of Türk Prysmian Kablo continues to produce high-performing innovative solutions giving priority to efficiency and safety. For energy, fiber and communication cables, innovative, competitive, state-of-the-art, user-friendly and high performing solutions are developed for various geographical, environmental and usage conditions all around the world, taking account of the needs of users and industries. These solutions include, amongst others, railway signaling cables, low voltage and fiber optic cables for the petro chemistry industry, minitube fiber optic cables, defense industry and railway car cables, fire-resistant railway - fibreoptic cables, and custom cables for the petro chemistry sector. Moreover, the number of national and international tests that have been included in the scope of accreditation by Turkish Accreditation Agency (TURKAK) has risen to 29, which is an outcome of the importance accorded by Türk Prysmian Kablo to product and test reliability.

At the R&D Centre of Türk Prysmian Kablo, we will continue our efforts in the period ahead to take the Turkish Cable Industry a step further each day in line with our mission "Linking Turkey to the Future".

Economic Expectations

2022 4th Quarter

2022 year across Pandemic post-recovery of the process effects continue geopolitical risks and global uncertainties increasing lasted One year it happened. Of the pandemic spherical supply and supply in your chains negative effect yet away when not up in Europe hot conflict environment emerges come out commodities, industry and agriculture products trade important degree interrupted by beating first developing the one which countries to be about to all country in their economy much a lot in terms of to difficulties reason it happened. Energy in the supply reduction in the continuation supply in your chains disruptions and restrictions results emerge the sudden price movements alone developing the one which... country their economy not to the region far genius though all countries negative by influencing together, warm conflict to the region proximity, high energy import and foreign capital need like factors from problems influence degree determined.

Commodity in the market's volatility and supply in your chains negative your developments financial in the markets important degree affected by this in the period especially the US Federal Reserve about to developed country center of banks rising to inflation reaction in monetary policy fast and effective change to their decisions reason it happened. Macroeconomic indicators when examined whereas developing the one which... countries across interest rates to exchange rate interventions despite local of money value lost and growth while slowing down inflation rises seen.

Year in from March this sideways interest increases continue US Federal Reserve (Fed), December bear at the meeting in inflation by slowing down together interest increase speed by slowing down policy interest 50 basis point while increasing the balance sheet reduction of the process planned way to continue will towards to inform did. Fed policy interest rate in 2022, a total of 425 basis points increasing by 4.5%, while the ECB 250 bases in total points increasing to 2.50% raised.

Bank of Japan, middle 2% inflation in the term your goal to ensure for the purpose of policy interest while not changing purchase to your programs continue it did. Bank of China in the last quarter debt don't give interest rate to discount by not going and for the first time house owner to those to be applied interest rate and financial organizations for applied compulsory opposite rate reducing the real economy and financial stability to support purpose policies to watch preference it did. In addition, the first three quarters developed and developing the one which country center bank their own currencies support and financial stability to ensure the purpose of foreign currency to the market in the intervention in the last quarter of the year, financial in the conditions relaxation with together countries across foreign currency in the reserves increases seen.

At the end of the year in the USA inflation rate of to decline with the onset together In the Fed's monetary policy continue the one who tightening of the process towards the end to be approached related expectations of the US dollar to other currencies opposite of the value to regress from where it happened. developing the one which with countries parallel aspect Turkey's risk premium is also significant amount declining 5- year CDS score year eventually to the 500-550 band settled.

The third quarter, annualized increased by 3.9% in the first three quarters of year. Last quarter of the year same period by 6.2% compared to increase recorded. Production in terms of yearly of growth basis determinant aspect services industry comes to the fore industry to grow contribution weakening external with the effect of demand annoyed level happened. Spending in terms of if domestic request yearly 3.2 points to grow positive contribute by being together, net exports yearly to grow contribution external in demand by weakening together One former quarter by comparison down 0.7 points is seen. Machinery-equipment in their investments yearly on the basis growth tendency whereas continue did however, construction in their investments weak watch to last total your investments to grow his contribution limited.

Foreign trade deficit November per month yearly expanded by 60.7% on a basis to 8.8 billion USD happened. Last of the year same period with at the level of 79.8% when compared found your exports import welcome rate decreased to 71.4% in 2022. During this period, geopolitics risks and advanced country centre of banks watching with policies especially Turkey's main export market the EU economy in the activity your developments external student negative reflected consideration we should get.

Our country in the conditions external trade off the effect of enlargement with current account deficit November per month yearly 74.2% increase on a basis with 3.7 billion USD May from month This sideways -most high level happened.

The last quarter of the year budget expenses annoyed One increase saving the budget deficit former two to the year by comparison low One level happened. in 2022 total expenses and interest female expenses whereas yearly on a basis respectively, 83.4% and 84.9 % while the total in revenues the increase was 99.9%. Thus, the center management in 2022, 139.1 billion TL deficit and 171.8 billion TL interest female more given announced.

Year along increase course preserving high level remainder spherical inflation necessary developed necessary developing the one which countries in the last quarter. One amount slowdown showed. in inflation in decline, at first energy group to be about to commodity in the prices decrease, supply of your problems partially improvement and transportation costs. regression role played. Additional being implemented, as the one which... energy ceiling price arrangement in the UK and the Eurozone price increases limiting from the elements someone it happened. Domestic consumer inflation December with 64.27% at the end of the last nine ritual most low to the level declined. If PPI energy in the prices decline of the trend with the effect of 97.72% from January this sideways most low in proportion took place. Fourth quarter industrial metals other than international commodity in prices of regression continue in global transport costs ongoing drop trend and domestic of suppliers delivery in the times normalization supply in the constraints to heal pointed.

2023 1st Quarter

Central bank disclosed middle term program content place received about to Turkish of the pound financial in the system its weight increase for on deposit liraization target in the first half of 2023 as 60% for determined and in February bear as of movable value plant in the application Changes made.

Spherical economic in action slowdown trend in the first half of 2023. continue and energy _ first to be about to commodity prices in the last seen moderate watch next will continue in the envisaged. Liraization strategy in the scope of applied policy of the composition whereas Turkish to the lira the one which... structural request will support expected.

Budget indicators for the years 2023-2025. in the last OVP covering presented by 2022 belonging realization predictions with when compared more good one performance recorded seen.

Last months of the year One amount improvement showing inflation data and this direction Global central banks to your statements Looking at the first months of 2023 drop your expectation continue will sign. _ Monetary Policy and Liraization in 2023 strategy in the text expression made basis principles and goals in line with your policies with determination will be continued disclosed 2023 year of inflation as 22.3% at the end will come true in 2024 8.8% at the end and 2025 years finally to 5.0 % regressing decrease trend will continue expectation advert has been.

In the last quarter Spherical inflation, recession expectation and Russia-Ukraine to the war related of uncertainties abroad. request on created, continue the one who negative your effects in Europe request of the conditions as foreseen more moderate watching war because of formed Turkey in favor Sunday advantages and companies Sunday to diversify oriented successful attempts with to be balanced we can assume.

6- Summarized Activity Results

CONDENSED BALANCE SHEET

	Independent Audit Completed 31 December 2022	Independent Audit Completed 31 December 2021
Current assets	3,364,115,471	2,026,951,571
Non-current assets	479,878,058	255,778,945
Total assets	3,843,993,529	2,282,730,516
Short-term liabilities	3,190,560,086	1,818,827,462
Long-term liabilities	48,606,860	25,939,776
Equities	604,826,583	437,963,278
Total Liabilities	3,843,993,529	2,282,730,516

CONDENSED INCOME STATEMENT

	1 January - 31 December 2022	1 January - 31 December 2021
Revenue	7,186,815,354	3,220,770,171
Costs of sales (-)	(6,327,260,526)	(2,841,907,068)
Gross profit	859,554,828	378,863,103
Operating Costs	(577,664,528)	319,599,911
Operating profit	281,890,300	59,263,192
Income from investment activities	3,663,367	118,812
Operating profit before financing income/(expense)	285,553,667	59,382,004
Financing income/(expense)	(75,526,626)	(10,675,643)
Profit before tax	210,027,041	48,706,361
Tax income/(expense)	(20,020,923)	(7,973,367)
Period Profit / (Loss)	190,006,118	40,732,994

Net period profit of the company for the operating cycle January 1 – December 31, 2022 is TRY190,006,118

7- FINANCIAL SOURCES OF THE COMPANY

Funds from business operations are used as financial sources for the company. As of 31 December 2022, a total of 70,000,000 TL short-term loans are available in the balance sheet. Export credit commitments payable of the company is USD 802,293.49 as of December 31, 2022.

Basic Ratios

	31 December 2022	31 December 2021
Current Ratio (Current Assets/Short-term liabilities)	1.05	1.11
Total Liabilities/Total Assets	0.83	0.80
Total Liabilities/Equity	5.36	4.21

	1 January - 31 December 2022	1 January - 31 December 2021
Gross Profit/Net Sales	11.96%	11.76%
Operating Profit/Net Sales	3.92%	1.84%

8- EXPECTATIONS FOR THE NEXT QUARTER

As Türk Prysmian Kablo, our expectation in 1Q 2023; copper purchases still affected by Russia-Ukraine conflict. Construction sector still seen deteriorating while inflation at its 24-year highs. High fx volatility and interest rates leads to an increase in financial costs. And also domestic market more competitive (price pressure). Solar business continues to be on rise. We expect revenues to increase by 40–50% in 1Q 2023. We expect the EBITDA margin to be around 3,9-4,2%.

9- CORPORATE GOVERNANCE COMPLIANCE REPORT

1- Corporate Governance Compliance Report

Having more than 50 years of history in Turkey, As Türk Prysmian Kablo ve Sistemleri A.Ş. is one of the leading and most experienced companies in its sector.

As from its establishment, together with its Board of Directors and Executive Management, it has adopted the corporate structure and governance principles in its relations with the Company's shareholders, and relevant stakeholders. The company is committed to shape its structure and management style in accordance with guidelines specified in Corporate Governance Principles of Capital Market Board. Moreover, since Türk Prysmian Kablo ve Sistemleri A.Ş. is operating under the roof of the Prysmian Group, which has a worldwide network system and business operations, Türk Prysmian is also subject to the corporate governance principles of the Prysmian Group.

The Company, at all times, carries out business in consciousness of its social responsibilities as regards to relations with the public, customers and suppliers and by adhering to ethical values of the business world, and aims to enhance its studies and activities in this respect.

Türk Prysmian Kablo, the leading company of the cable sector, which has been making contributions to Turkish capital markets and the Turkish economy, has been the 23rd company in 2009 to be included in the prestigious Corporate Governance Index of Borsa İstanbul A.Ş. ("Borsa İstanbul"), which reflects the company's corporate value, as the result of rating research that was executed by SAHA Corporate Governance and Credit Rating Services Inc. (www.saharating.com) as per the Corporate Governance Principles of Capital Markets Board (CMB), by receiving a Governance Management rating of 7.76 out of 10 (77.58%).

Borsa İstanbul Corporate Governance Rating		
Main Sections	Weighted	Rating (%)
Shareholders	25%	95.91%
Public Disclosure And Transparency	25%	98.41%
Stakeholders	15%	98.13%
Board of Directors	35%	91.93%
Total	100%	95.48%

In 2022, according to the result of rating research that was executed by SAHA Corporate Governance and Credit Rating Services Inc., conducting corporate governance rating researches in Turkey as per the license granted by the Capital Market Board (CMB), related to “Shareholders, Informing the Public and Transparency, Beneficiaries and Board Committee” according to the communiqué regarding amendment of the communiqué (Serial: IV No: 63) on Establishment and Application of Corporate Governance Principles published by the Capital Market Board in Official Gazette no. 28567 dated 22.02.2013, the company received a Governance Management rating of 9.55 out of 10 (95.48%) with 0,03 increase, completely fulfilling the requirements once again and remaining under qualified companies. The rating research was conducted according to the methodology modified and new regulations put into practice by CMB. In the past the grade that was given for meeting mandatory corporate governance principles was 100 points but the new methodology restricts this to 85 points. Those who also make improvements besides fulfilling the mandatory principles receive a rating higher than 85. Enjoying the privilege of being one of the qualified companies, Türk Prysmian Kablo Sistemleri A.Ş. has continued to improve its rating since 2009 by receiving a higher note of 95.24.

You can view the full Corporate Governance Report in our web site (www.prysmiangroup.com.tr) under the category of "Investor Relations" and “Corporate Governance“ tab.

In the operating cycle ending as of December 31, 2022, the Company complied with the Corporate Governance Principles published by the Capital Market Board and conducted its activities by adopting these principles with the exception of the following;

- Representation of Minority Shares in the Board of Directors
- Management of Cumulative Voting Rights

The particulars and grounds of non-compliance are clarified in the relevant sections of the report.

Governance Structure: Based on the main parts of the Corporate Governance Principles set out by the CMB, the works carried out by the company during the relevant period, along with other efforts and practices, are detailed herein below:

PART I - SHAREHOLDERS

2. Shareholder Relations Unit

To facilitate the follow-up of shareholder rights, the company operates a “General Accounting & Investor Relations Service” affiliated to “Financial Affairs Department”. Contact info of executives in Shareholder Relations Unit are given below:

Name	Title	Phone:	E-mail
Mirko Beretta	Financial Affairs Director	(224) 270 3082	tpks@prysmiangroup.com
Budak Güllüdağ	Investor Relations Manager	(224) 270 3000	tpks@prysmiangroup.com

The primary duty of this unit is to ensure that shareholders exercise their rights in compliance with the legislation, Articles of Association and other in-house regulations and to take all measures that will enable the shareholders to exercise such rights. Major duties of the unit are as follows:

- a) Keeping records of shareholders in a proper, secure and up-to-date manner.
- b) Responding to shareholders' oral or written queries for information regarding the company, excluding undisclosed information that is considered confidential and trade secret.
- c) Ensuring that the General Assembly meeting is conducted in accordance with applicable legislation, Articles of Association and other in-house regulations.
- d) Preparing documents to be used by shareholders during General Assembly meeting.
- e) Keeping records of voting results and ensuring that all reports related to resolutions of the General Assembly Meetings are delivered to shareholders.
- f) Observing and monitoring all issues regarding public disclosures, including applicable legislation and the company's disclosure policy.
- g) Carrying out activities for compliance with capital market principles.
- h) Carrying out activities concerning relations with investors.

Oral or written information requests addressed to this unit, are responded in the shortest time possible and without discrimination among shareholders, and to the extent permitted by the disclosure policy of the company, and excluding information that is considered confidential or trade secret, as per the Capital Markets Legislation, Regulations and Resolution of Capital Market Board.

In 2022, no oral/written complaint regarding exercise of shareholders rights has been directed to our unit or there is no administrative/legal proceeding instituted against our Company regarding the matter concerned to the best of our knowledge.

3. Exercise of Rights by the Shareholders to Obtain Information

During the relevant period, we received requests from the shareholders as regards to attendance in the General Assembly, distribution of dividends, and information requests on other matters. As such requests were generally made on the phone, statistically; it was not possible to quantify the requests and the responses given to such requests. We made our best to timely respond to the information requests from shareholders within 2022 in line with Capital Market Legislation, and Regulations and Resolution of CMB.

In its relations with the shareholders and in general, with the finance community, the Company, being conscious of reciprocal roles, makes utmost effort, at all times, to establish active and transparent dialogue with its shareholders and corporate investors.

Investor may view information on our company in our web site www.prysmiangroup.com.tr , and direct any further enquiries to the following email, phone and fax numbers.

E-mail: tpks@prysmiangroup.com Phone: (0224) 270 30 00 Fax: (0224) 270 30 24

In the Company's Articles of Association, there is no reference permission given for appointment of an individual auditor; no demand was made during the operating cycle for appointment of a special auditor.

4. Information about the General Assembly

The General Assembly meets as an Ordinary and as an Extra-ordinary General Assembly. The Ordinary General Assembly may convene either in the Company's Head Office (Mudanya) within a period of 3 months following the company's fiscal period. These meetings may be observed by the stakeholders and press organs.

In 2022, the General Assemblies convened one time at the Company's Head Office, in the form of ordinary meeting (March 30, 2022). The shareholders representing more than 83.75% of the shares attended to the said meetings.

The shareholders are invited to the General Assembly by indicating the place, the time and the agenda of the meeting, and also by announcement. The invitation is effected at least 3 weeks before the meeting in line with the regulations of the Capital Market Board. The date of the invitation and the date of the meeting are not included in the referred period. Moreover, the agenda of the meeting, copy of the power of attorney, and amended form of Company's Articles of Association (if any) are published in the Trade Registry Gazette and in one of the newspapers with circulation all over Turkey and also, and in a local newspaper.

Shareholders may attend the General Assembly Meeting, in person or by proxy, in physical environment or electronic environment. Attending the General Assembly in electronic environment is possible by secure e-signatures of shareholders or their proxies. Therefore shareholders who will use Electronic General Assembly System must first register in e-MKK Information Portal launched by from Central Registry Agency (MKK) and add their contact info in the system, and they must also obtain a secure e-signature.

In the General Assembly meeting, the shareholders are given equal opportunities to exercise their right to ask questions and to submit their recommendations. Shareholders or other participants who wish to make a speech on the agenda subject being discussed shall notify the Chairing Authority of their request. The Chairing Authority shall announce in the meeting those who will take the floor and shall give the floor to the speakers in the order of their application. If the relevant person whose turn has come is no longer present at the meeting, he/she will no longer have the right to speak. The speakers must address the general assembly at the area designated for such use. Speakers are allowed to exchange their turns to speak. If the speaking time is limited, the person whose time has expired can only continue his/her speech to the extent the next speaker allows him/her to continue, and in any event the speaker is still limited with the time limit allocated for the next speaker. Speaking time cannot be extended in any other way.

The chairman may give the floor to the members of the board of directors and the auditor, upon their request, irrespective of the order of the speaker list.

The period of the speeches shall be decided by the General Assembly upon the recommendation of the chairman and shareholders considering the intensity of the agenda, number of the subjects to be discussed, significance of the agenda subjects and the number of participants requesting to make speech. In such situations, the General Assembly shall make separate voting to decide in the first place, if there is a need to limit the speech periods and thereafter to decide the periods of the speeches.

The meeting chairman shall enable any question to be asked by the shareholders through the meeting and any question not in the nature of commercial secret to be answered. If a question is not related with the agenda or too comprehensive to be answered at once, it shall be answered in written form by the Investor Relations Unit at latest in 30 business days. If such a situation exists, the meeting chairman shall explain this the participant who asked the question and inform the shareholder that the answer will be provided on a later date.

As indicated in the Company's Articles of Association, the General Assembly is authorized to make the decisions indicated below:

- Acceptance of the Board of Directors' Report and the Auditor's Report,
- Review and approval of the Balance Sheet, Profit and Loss Account and the use of net profit and determination of profit share subject to distribution,
- Determination of number of Directors; and election, dismissal, removal re-election and remuneration of the same,
- Determination of number of auditors; and election and remuneration of the same.

Performance of the activities listed below requires prior or subsequent approval or acceptance of the General Assembly:

- Annual investment and finance plan prepared by the Board of Directors,
- Purchase and sale of real estate and mortgage of Company's real estate;
- Establishment of branches and partnerships (sub - branches), and acquisition or sale of participations,
- Starting to work in new production areas;
- Other businesses and transactions required in the Turkish Commercial Code.

The shareholders may have access to the minutes and List of Attendants of the General Assembly meeting from the Company's Head Office, the Company's internet site (www.prysmiangroup.com.tr) via the relevant links under the "Investor Relations" section and the internet site of KAP (Public Informing Project) System's web page (www.kap.gov.tr) as well as from the archives of Turkish Trade Registry Gazette retained at Bursa Trade Registry Office.

5. Voting and Minority Rights

None of the shareholders of Türk Prysmian Kablo ve Sistemleri A.Ş. has a preferential or privileged voting right; all the votes have the same weight. Minority rights are regulated according to the relevant provisions of the Turkish Commercial Code.

The shareholders may be represented in the General Assembly by other shareholders or by third parties, however, the regulations of the Capital Market Board as regards to voting by proxy are reserved.

The cumulative voting right in order to ensure representation of minorities in the Board of Directors is not included in the Company's Articles of Association. As a matter of fact, since there is not any general tendency about the use of cumulative voting rights in the practices of the companies, the risks or benefits of the said method could not be observed.

6. Dividend Policy and Profit Distribution Time

There is no privilege as regards to participation in the company's profit and Profit Distribution Policy as determined in the Ordinary General Assembly meeting dated March 30, 2022 is indicated below;

Company passes its resolution to distribute dividend in the direction of Company's long-term financial state including its investment and financial needs and market projections, pursuant to the provisions of the Turkish Commercial Code, Capital Market Law, Tax Law and related legislation, and provisions of Articles of Association relating to profit distribution. The dividend policy of the Company is based on consistently balancing the interests of the shareholders and the Company.

The General Assembly shall determine the dividend to be distributed, form and time of distribution upon relevant proposal drawn up by the Board of Directors in accordance with the Capital Market Law. Dividend shall be distributed equally to all of the shares existing as of the date of distribution, regardless of their dates of issuance and acquisition.

No real person is entitled to receive privileged share from the Company's distributable profit."

7. Transfer of Shares

There is no provision in the Company's Articles of Association restricting transfer of shares; provisions of Articles 490-491 of the Turkish Commercial Code are applied in case of any demand by a shareholder for transfer of whole or part of registered shares owned by him.

PART II - PUBLIC DISCLOSURE AND TRANSPARENCY

8. Company's Disclosure Policy

Any and all kinds of communication with external sources regarding to Company's documents and information is performed -at all times in consultation with the General Manager- by the Public Relations in respect of communications with the press, and by the Investor Relations Management as regards to corporate investors, competent authorities and shareholders.

The Company undertakes to ensure equal treatment for all categories of shareholders by avoiding any preferential treatment. With the exception of those considered as trade secrets, the Company responds all the questions pursuant to the equity and impartiality principles and ensures establishment of constant communication between the management and the shareholders in accordance with the existing legislation.

Disclosure policy is disclosed for the first time to public in the Company's activity report accompanied by Corporate Governance Report for the year 2004. In 2010, the definition of "*Trade Secret*" is added to the policy and approved by the General Assembly, and the **Disclosure Policy** revised and updated in 2014 is disclosed to the public in the "Investor Relations" section of the Internet Site.

9. Declaration of Special Status

Number of Declarations Issued on Special Status in 2022: **27**

Number of Additional Declaration Requests made by the CMB and Borsa Istanbul: **None**

There is no sanction (written warning) applied by the Capital Market Board or Borsa Istanbul against failure to provide declaration on special status in time.

Since the company shares are not quoted abroad, no special status declaration has been made at a stock exchange, other than Borsa Istanbul.

10. Company's Internet Site and Content

The investors may have access to the relevant documents such as the Company's Annual Report and Ethical Code both in Turkish and in English on the web site (www.prysmiangroup.com.tr). The Company uses its website actively to interact and communicate with its shareholders in a more efficient and quick manner as required by Corporate Governance Principles of the CMB. Information on our web site is continuously updated under the responsibility of Investor Relations Unit. Information disclosed on the corporate website must have the same content of the statements made within the frame of relevant provisions of the law, and must not include any inconsistent or incomplete information.

On the corporate web site of the Company, the following information concerning the last five years must be disclosed to the investors along with the information required under the law:

- Trade register information, up-to-date final shareholder structure,
- Latest status of Board members and top level executives,
- Latest status of the Company's Articles of Association (AOA) and date / number of the Trade Registry Gazette where the amended form of the AOA is published,
- Board of Directors resolutions,
- Board of Director committees,
- Activity reports,
- Declaration of Special Status,
- Corporate Governance Observance Report,
- Code of Ethics

- List of Attendance, agenda and minutes of General Assembly meetings, proxy format,
- Periodical financial tables and independent audit reports,
- Company Policies,
- Public offering explanations and circulars,
- News and frequently asked questions.

11. Disclosure of the Persons Having Potential for Insider Trading

None of the employees of Türk Prysmian Kablo ve Sistemleri A.Ş. is allowed to deal in purchase and sale of share certificates belonging to Türk Prysmian Kablo ve Sistemleri A.Ş. on the basis of the information obtained by virtue of office.

The names of the BOD Directors, Members of Auditors' Board and Top Level Executives are listed in the Company's Activity Report and Investor Relations Section of the Internet site.

The names of the people having the potential for insider trading as of 31.12.2022 are given herein below;

EXECUTIVE MANAGEMENT:	
Halil İbrahim Kongur	Board Chairman
Ülkü Özcan	Board Vice Chairman & General Director
Ercan Gökdağ	MEAT Region CFO & Board Member
Maria Cristina Bifulco	Board Member
Robert Van Veen	Board Member
Mine Ayhan	Independent Board Member
Banu Uzgur	Independent Board Member
İsmet Su	Independent Board Member
Mirko Beretta	Financial Affairs Director
İbrahim Etem Bakaç	Domestic Sales Director
İ.Bertan Bilgin	Factory Direktor
Ufuk Çolak	Oil & Gas Sales Director
Francesco Caputo	Human Resources Director
Berk Yengin	Utilities and Contracting Sales Director
Gamze Keçeci	Purchasing Director
Mert Erden	Industrial and Renewables Director
Tamer Yavuztürk	Marketing and Business Intelligence Direktor
Murat Tezcan	Export Sales Director
Yiğit Türsoy	Legal Affairs Director
İdris Çolakgil	Information Technologies Director
Halil Erbi	Accounting Manager
Erdinç Yüksel	R&D Director

Nedim Yıldız	Quality Manager
Pınar Taşçı	Telecom Sales Director

TAX AUDIT COMPANY: (Mazars-Denge Yeminli Mali Müşavirlik A.Ş.)	
Şevki Boran	Certified Public Accountant
Nazan Yücetaş Boran	Certified Public Accountant

INDEPENDENT AUDIT COMPANY: (PWC Bağımsız Denetim ve SMMM A.Ş.)	
Özgür Beşikçioğlu	Cap Auditor
Can Çelebi	Auditor

OTHERS:	
İsmail Çınar Ergin	Designer (Aristo İletişim Danışmanlığı ve Reklam Tic. Ltd. Şti.)

PART III - STAKEHOLDERS

12. Notification of Stakeholders

The basic management principles which regulate the relations between the Executive Management, shareholders, employees of the Company and third parties (customers, suppliers and any person or organization with which the company has relation) are indicated below.

Honesty: We make every endeavor to ensure strict adherence to the honesty principles in all our business activities and our relations with our clients, employees, shareholders and other companies, institutions and organizations.

Reliability: We furnish clear, rational and correct information to our customers, shareholders and employees, and provide all the services as required by our undertakings.

Impartiality: We do not have sexual, religious, lingual, racial and ethnical prejudice against our customers, suppliers, employees and shareholders.

Observance: We respect all laws, legislations and standards.

Secrecy: Excluding the authorities designated by the law, we do not share with any person or organization the information relating to the transactions executed with respect of our Shareholders, customers, suppliers, employees and business partners.

Transparency: Excluding the information considered as trade secret and those not yet disclosed to public, we publicize all information whether of financial nature or not in the most accurate, complete, rational, interpretable and accessible manner according to the relevant legislation.

Social Responsibility: In our practices and investments, utmost attention is given to the particulars such as social benefits and improvement of our sector and conservation of reliability, as well as effective Company image and the activities are carried out in full respect to all the arrangements made for the protection of environment, consumer and public health. The stakeholders are notified through the Internet site and the Borsa Istanbul by issuing special status declaration. Further to this announcement, the agenda of the General Assembly is informed to the attendants in the Trade Registry Gazette and the decisions passed in the meeting are also published in the Trade Registry Gazette in the most distinct and understandable manner. Moreover, information is given to the Capital Market Board (CMB), Ministry of Industry and Undersecretariat of Treasury and necessary permissions are obtained by the Company from the said authorities. The public announcements relating to the General Assembly meetings are made in one of the local and national newspapers. Additionally, the Company employees are notified through intranet system, general circulations by e-mail and annual presentation meetings.

Please See: Article 8 - Company's Disclosure Policy

Please See: Information on Prysmian Group Values and Ethical Code are available on <https://tr.prysmiangroup.com/tr/etik-degerler> / Article 9 – Disclosure Policy

13. Participation of Stakeholders in the Management

Participation of stakeholders in the management is enabled in the General Assembly meetings according to the principles set out by the Capital Market Board for the shareholders; as to suppliers and customers, necessary arrangement is made in the meetings with the suppliers, customers and dealers; and as to the employees, in meetings held at least two times a year to evaluate the Company's activities and to furnish information about the Company's targets and strategies and to receive feedback as well. Moreover, by encouraging team work to develop work conduct procedures and processes undertaken by the Company's employees, special project groups are created.

14. Human Resources Policy

Human Resource policy is disclosed in the "Investor Relations" section of the Company's Internet site. The Company offers transportation and food allowances to all employees. Moreover white collar workers receive health insurance.

Please See: Prysmian Group Values and Code of Ethics / Article 6 - Human Resources

15. Information regarding Relations with the Customers and Suppliers

Please See: Prysmian Group Values and Code of Ethics / Article 4 – Customers

16. Social Responsibility

Türk Prysmian Kablo ve Sistemleri A.Ş. is the holder of ISO 14001 Environment Management System certificate since 1997. The environmental effect of business activities, and the services purchased by our Company are determined within the frame of ISO 14001 Environment Management System and studies are carried out continuously for elimination or minimization of these affects. All of these studies are performed with the philosophy of continuous improvement and in full compliance with the Türk Prysmian Kablo ve Sistemleri A.Ş. Environment Policy defined by the top management. In addition, it produces projects that will provide energy savings within the scope of ISO 50001 Energy Management System.

The legal obligations relating to environment are followed and fulfilled at all times, without failure. Türk Prysmian Kablo ve Sistemleri A.Ş. holds all the legal permissions required in respect of environment. These permissions may be listed as Emission Permission, Opening License for the 1st Class Non - Sanitary Establishments and Provisional Storage Permission for hazardous refuses. The activities carried out by Türk Prysmian Kablo ve Sistemleri A.Ş. are not within the scope of Environmental Impact Assessment (EIA) Regulation. There exists an official letter obtained from the Bursa Provincial Office / Environment and Forestry Directorate, in charge of environmental affairs, indicating that our Company is not subject to preliminary survey in respect of EIA. The Company passed the ISO 27001:2013 Information Security Management System Certification audit in 2015 with "zero non-compliance".

No law suit has been filed against our Company for causing environmental pollution. Our company provides for the recycling (if applicable), or the disposal (if recycling is not applicable) of all of the wastes attributable to the Company in accordance with the related regulations within the scope of Environmental Legislation. Our Company supports social, cultural and various sporting activities within the scope of our sustainability commitments and Prysmian Group principles, and also, participates in and makes contributions, both in cash and in rem, to the public institutions and organizations.

Please See: Article 13 - Notification of Stakeholders/Social responsibilities

Please See: Prysmian Group Values and Code of Ethics / Article 5 - Society and Article 7 - Environment

PART IV - BOARD OF DIRECTORS

17. Structure, Formation and Independent Members of the Board of Directors

In the Company's Articles of Association, it is expressly stated that the tasks and responsibilities of the Board of Directors are subject to the basic provisions defined pursuant to Turkish Commercial Code and the adaptations in the Company's Articles of Association. The formalities relating to appointment, re-election, qualification and replacement of the Board of Directors are performed according to the Company's Articles of Association and the provisions of Turkish Commercial Code.

Structure of The Board Of Directors

POSITION	MEMBERS	EXECUTIVE	NON-EXECUTIVE	INDEPENDENT
Chairman	Halil İbrahim Kongur		X	
Vice Chairman	Ülkü Özcan	X		
Member	Ercan Gökdağ		X	
Member	Maria Cristina Bifulco		X	
Member	Robert Van Veen		X	
Member	Mine Ayhan			X
Member	İsmet Su			X
Member	Banu Uzgur			X

POSITION	MEMBERS	FIRST APPOINTMENT	LAST APPOINTMENT
Chairman	Halil İbrahim Kongur	30.03.2012	30.03.2022
Vice Chairman	Ülkü Özcan	01.06.2021	30.03.2022
Member	Ercan Gökdağ	31.03.2017	30.03.2022
Member	Maria Cristina Bifulco	08.07.2020	30.03.2022
Member	Robert Van Veen	09.08.2021	30.03.2022
Member	Mine Ayhan	30.03.2020	30.03.2022
Member	İsmet Su	30.03.2018	30.03.2022
Member	Banu Uzgur	30.03.2018	30.03.2022

18. Characteristics of Board Members

Age Profile of Board Members;

AGE GROUP	18-30	31-40	41-50	51-60	61-65	66-70	71 and Over:
Number of Persons	-	-	4	2	1	1	-

The Board of Directors is composed of members who have knowledge and ability to understand and analyze the financial tables, and legal know - how to conduct daily operations and the long term activities of the Company, which includes expertise in various fields in such a way to declare opinion relating to company's management. The Board Members are nominated among the persons with higher education and who have knowledge on the Company's field of activity and adequate experience gained through services in private sector.

The number of independent members required for the Board Members and their credentials are determined according to corporate management regulations of the Capital Market Board. The Board of Directors members have been elected by the General Assembly in accordance with the Capital Market Regulations, Turkish Commercial Code and Articles of Association. The entire independent Board of Directors members shall be persons domiciled in Turkey as required by Income Tax Code.

Moreover, the declaration of independence made by the independent members of Board of Directors is as follows:

Declaration of Independence

I hereby declare with regard to my appointment as an "Independent Member" of Board of Directors of Türk Prysmian Kablo Sistemleri A.Ş and as required by the Corporate Governance Principles of the Capital Markets Board;

- In the last five years, I, my spouse and my up to third degree blood or affinity relatives has not engaged in in any direct or indirect employment, capital or any significant commercial relationship with Türk Prysmian Kablo Sistemleri A.Ş, any one of related parties of Türk Prysmian Kablo Sistemleri A.Ş or any legal entity related, by means of management or capital, to the shareholders who hold directly or indirectly 5% or more of the capital of Türk Prysmian Kablo Sistemleri A.Ş.,
 - In the last five years, I am not or have not been employed by or have not been a member of the board of an entity which performs all or some of contracted activities and organization of Türk Prysmian Kablo Sistemleri A.Ş, including in any rating or consultancy company which rate, audit or provide consultancy to Türk Prysmian Kablo ve Sistemleri A.Ş.,
 - In the last five years, I have not been a partner, employee or board of directors member in any company which provides significant amount of services and products to Türk Prysmian Kablo Sistemleri A.Ş,
 - I do not hold more than 1% share in Türk Prysmian Kablo Sistemleri A.Ş and that I do not hold any privileged share,
 - I have skills, professional knowledge and expertise to fulfill my duties as an independent board member,
 - I have not worked full-time in any public institution and office.
 - I am domiciled in Turkey as required by Income Tax Code,
 - I am capable to contribute positively to the operations of Türk Prysmian Kablo ve Sistemleri A.Ş., to maintain my objectivity in conflicts of interests between the shareholders, and I have strong ethical standards, professional reputation and experience to freely take decisions by considering the rights of the stakeholders,
- Yours respectfully.

Tarih:01.01.2023

BAĞIMSIZLIK BEYANI

Türk Prysmian Kablo ve Sistemleri A.Ş. Yönetim Kurulunda mevcut, esas sözleşme ve Sermaye Piyasası Kurulu tarafından düzenlenen 17.1 sayılı Kurumsal Yönetim İlkeleri Tebliği kapsamında "Bağımsız Üye" sıfatıyla görev yapmaya hazır ve aday olduğunu ve aday gösterilim dolayısıyla Sermaye Piyasası Kurulu Kurumsal Yönetim İlkeleri Tebliği maddesi 4.3.7 maddesi;

- Türk Prysmian Kablo ve Sistemleri A.Ş., Türk Prysmian Kablo ve Sistemleri A.Ş.'nin yönetim kontrolü ya da önemli denetimi eli altında bulunan veya Türk Prysmian Kablo ve Sistemleri A.Ş.'nin yönetim kontrolü altında bulunan veya Türk Prysmian Kablo ve Sistemleri A.Ş.'de önemli denetimi eli altında bulunan veya bu ortakların yönetim kontrolüne sahip olduğu tüzel kişiler ile kendisi, eşi ve ikinci dereceye kadar kan ve ehri hesapları arasında, son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yöneltici pozisyonunda bulunan kişilerin bulunmadığını, sermaye veya oy haklarının veya ilgili payların %5 inden fazlasına birtakım veya tek başına sahip olmadığını ya da önemli nitelikte ticari ilişki kurmadığını;
- Son beş yıl içerisinde, başta Türk Prysmian Kablo ve Sistemleri A.Ş.'nin denetimi (vergi denetimi, kanuni denetim, iç denetim de dahil), denetlendirilmesi ve danışmanlığı olmak üzere, yapılmış anlaşmalar çerçevesinde Türk Prysmian Kablo ve Sistemleri A.Ş.'nin önemli ölçüde hizmet veya ürün satışı yapıldığı veya satın alındığı, hizmet veya ürün satışı yapıldığı veya satın alındığı, önemli görev ve sorumluluklar üstlenecek yöneltici pozisyonunda bulunmadığını veya yönetim kurulu üyesi olmadığını;
- Bağımsız yönetim kurulu üyesi olarak sebebiyle üstleneceği görevleri gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübesi sahip olduğunu;
- Kamu kurum ve kuruluşlarında tam zamanlı çalışmadığını, herhangi bir üniversitede öğretim üyesi bulunmadığını ve üye olarak seçildiği sonra da bu statüde koruyacağını;
- 31/12/1980 tarihli ve 193 sayılı Gelir Vergisi Kanunu (G.V.K.)na göre Türkiye'de yerleşmiş olduğunu;
- Türk Prysmian Kablo ve Sistemleri A.Ş.'nin faaliyetlerine olumlu katkılarına bulunabileceğini, şirket ile pay sahipleri arasında çıkar çatışmalarına taraf olmadığına, menfaat sahiplerinin haklarını etkileyecek şekilde karar verebilecek gücü etik standartlara, mesleki itibarı ve tecrübesi sahip olduğunu;
- Türk Prysmian Kablo ve Sistemleri A.Ş.'nin faaliyetlerinin işleyişini takip edebilecek ve üstlendikleri görevlerini gerekleri tam olarak yerine getirebilecek ölçüde şirket işlerine zaman ayırabilir olduğunu ve ayracağını;
- Şirketin yönetim kurulunda son on yıl içinde altı yıldan fazla yönetim kurulu üyesi yapmamış olduğunu;
- Türk Prysmian Kablo ve Sistemleri A.Ş.'nin veya Türk Prysmian Kablo ve Sistemleri A.Ş.'nin yönetim kontrolünde bulunan ortakların yönetim kontrolüne sahip olduğu şirketlerin işleri kapsamında ve özellikle burada işleri gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev almamış olduğunu;
- Yönetim kurulu üyesi olarak seçilen tüzel kişi adına temsil ve ilân edilmemiş olduğunu

beyan eder, ilgili tarafları bilgilerine sunarım.

Sayıgılarımla,

MINE AYHAN

Mine Ayhan

Independent Board Member

Tarih:01.01.2023

BAĞIMSIZLIK BEYANI

Türk Prysmian Kablo ve Sistemleri A.Ş. Yönetim Kurulunda mevcut, esas sözleşme ve Sermaye Piyasası Kurulu tarafından düzenlenen 17.1 sayılı Kurumsal Yönetim İlkeleri Tebliği kapsamında "Bağımsız Üye" sıfatıyla görev yapmaya hazır ve aday olduğunu ve aday gösterilim dolayısıyla Sermaye Piyasası Kurulu Kurumsal Yönetim İlkeleri Tebliği maddesi 4.3.7 maddesi;

- Türk Prysmian Kablo ve Sistemleri A.Ş., Türk Prysmian Kablo ve Sistemleri A.Ş.'nin yönetim kontrolü ya da önemli denetimi eli altında bulunan veya Türk Prysmian Kablo ve Sistemleri A.Ş.'nin yönetim kontrolü altında bulunan veya Türk Prysmian Kablo ve Sistemleri A.Ş.'de önemli denetimi eli altında bulunan veya bu ortakların yönetim kontrolüne sahip olduğu tüzel kişiler ile kendisi, eşi ve ikinci dereceye kadar kan ve ehri hesapları arasında, son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yöneltici pozisyonunda bulunan kişilerin bulunmadığını, sermaye veya oy haklarının veya ilgili payların %5 inden fazlasına birtakım veya tek başına sahip olmadığını ya da önemli nitelikte ticari ilişki kurmadığını;
- Son beş yıl içerisinde, başta Türk Prysmian Kablo ve Sistemleri A.Ş.'nin denetimi (vergi denetimi, kanuni denetim, iç denetim de dahil), denetlendirilmesi ve danışmanlığı olmak üzere, yapılmış anlaşmalar çerçevesinde Türk Prysmian Kablo ve Sistemleri A.Ş.'nin önemli ölçüde hizmet veya ürün satışı yapıldığı veya satın alındığı, hizmet veya ürün satışı yapıldığı veya satın alındığı, önemli görev ve sorumluluklar üstlenecek yöneltici pozisyonunda bulunmadığını veya yönetim kurulu üyesi olmadığını;
- Bağımsız yönetim kurulu üyesi olarak sebebiyle üstleneceği görevleri gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübesi sahip olduğunu;
- Kamu kurum ve kuruluşlarında tam zamanlı çalışmadığını, herhangi bir üniversitede öğretim üyesi bulunmadığını ve üye olarak seçildiği sonra da bu statüde koruyacağını;
- 31/12/1980 tarihli ve 193 sayılı Gelir Vergisi Kanunu (G.V.K.)na göre Türkiye'de yerleşmiş olduğunu;
- Türk Prysmian Kablo ve Sistemleri A.Ş.'nin faaliyetlerine olumlu katkılarına bulunabileceğini, şirket ile pay sahipleri arasında çıkar çatışmalarına taraf olmadığına, menfaat sahiplerinin haklarını etkileyecek şekilde karar verebilecek gücü etik standartlara, mesleki itibarı ve tecrübesi sahip olduğunu;
- Türk Prysmian Kablo ve Sistemleri A.Ş.'nin faaliyetlerinin işleyişini takip edebilecek ve üstlendikleri görevlerini gerekleri tam olarak yerine getirebilecek ölçüde şirket işlerine zaman ayırabilir olduğunu ve ayracağını;
- Şirketin yönetim kurulunda son on yıl içinde altı yıldan fazla yönetim kurulu üyesi yapmamış olduğunu;
- Türk Prysmian Kablo ve Sistemleri A.Ş.'nin veya Türk Prysmian Kablo ve Sistemleri A.Ş.'nin yönetim kontrolünde bulunan ortakların yönetim kontrolüne sahip olduğu şirketlerin işleri kapsamında ve özellikle burada işleri gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev almamış olduğunu;
- Yönetim kurulu üyesi olarak seçilen tüzel kişi adına temsil ve ilân edilmemiş olduğunu

beyan eder, ilgili tarafları bilgilerine sunarım.

Sayıgılarımla,

İSMET SU

İsmet Su

Independent Board Member

Tarih:01.01.2023

BAĞIMSIZLIK BEYANI

Türk Prysmian Kablo ve Sistemleri A.Ş. Yönetim Kurulunda mevcut, esas sözleşme ve Sermaye Piyasası Kurulu tarafından düzenlenen 17.1 sayılı Kurumsal Yönetim İlkeleri Tebliği kapsamında "Bağımsız Üye" sıfatıyla görev yapmaya hazır ve aday olduğunu ve aday gösterilim dolayısıyla Sermaye Piyasası Kurulu Kurumsal Yönetim İlkeleri Tebliği maddesi 4.3.7 maddesi;

- Türk Prysmian Kablo ve Sistemleri A.Ş., Türk Prysmian Kablo ve Sistemleri A.Ş.'nin yönetim kontrolü ya da önemli denetimi eli altında bulunan veya Türk Prysmian Kablo ve Sistemleri A.Ş.'nin yönetim kontrolü altında bulunan veya Türk Prysmian Kablo ve Sistemleri A.Ş.'de önemli denetimi eli altında bulunan veya bu ortakların yönetim kontrolüne sahip olduğu tüzel kişiler ile kendisi, eşi ve ikinci dereceye kadar kan ve ehri hesapları arasında, son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yöneltici pozisyonunda bulunan kişilerin bulunmadığını, sermaye veya oy haklarının veya ilgili payların %5 inden fazlasına birtakım veya tek başına sahip olmadığını ya da önemli nitelikte ticari ilişki kurmadığını;
- Son beş yıl içerisinde, başta Türk Prysmian Kablo ve Sistemleri A.Ş.'nin denetimi (vergi denetimi, kanuni denetim, iç denetim de dahil), denetlendirilmesi ve danışmanlığı olmak üzere, yapılmış anlaşmalar çerçevesinde Türk Prysmian Kablo ve Sistemleri A.Ş.'nin önemli ölçüde hizmet veya ürün satışı yapıldığı veya satın alındığı, hizmet veya ürün satışı yapıldığı veya satın alındığı, önemli görev ve sorumluluklar üstlenecek yöneltici pozisyonunda bulunmadığını veya yönetim kurulu üyesi olmadığını;
- Bağımsız yönetim kurulu üyesi olarak sebebiyle üstleneceği görevleri gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübesi sahip olduğunu;
- Kamu kurum ve kuruluşlarında tam zamanlı çalışmadığını, herhangi bir üniversitede öğretim üyesi bulunmadığını ve üye olarak seçildiği sonra da bu statüde koruyacağını;
- 31/12/1980 tarihli ve 193 sayılı Gelir Vergisi Kanunu (G.V.K.)na göre Türkiye'de yerleşmiş olduğunu;
- Türk Prysmian Kablo ve Sistemleri A.Ş.'nin faaliyetlerine olumlu katkılarına bulunabileceğini, şirket ile pay sahipleri arasında çıkar çatışmalarına taraf olmadığına, menfaat sahiplerinin haklarını etkileyecek şekilde karar verebilecek gücü etik standartlara, mesleki itibarı ve tecrübesi sahip olduğunu;
- Türk Prysmian Kablo ve Sistemleri A.Ş.'nin faaliyetlerinin işleyişini takip edebilecek ve üstlendikleri görevlerini gerekleri tam olarak yerine getirebilecek ölçüde şirket işlerine zaman ayırabilir olduğunu ve ayracağını;
- Şirketin yönetim kurulunda son on yıl içinde altı yıldan fazla yönetim kurulu üyesi yapmamış olduğunu;
- Türk Prysmian Kablo ve Sistemleri A.Ş.'nin veya Türk Prysmian Kablo ve Sistemleri A.Ş.'nin yönetim kontrolünde bulunan ortakların yönetim kontrolüne sahip olduğu şirketlerin işleri kapsamında ve özellikle burada işleri gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev almamış olduğunu;
- Yönetim kurulu üyesi olarak seçilen tüzel kişi adına temsil ve ilân edilmemiş olduğunu

beyan eder, ilgili tarafları bilgilerine sunarım.

Sayıgılarımla,

BANU UZGUR

Banu Uzgur

Independent Board Member

19. Mission and Vision and Strategic Targets of the Company

Mission: Our mission is to add value to our shareholders and to the sector by providing innovative, technologically advanced, high quality and safe products and services to our clients, business partners and the society in general, meeting all applicable standards.

Vision: As being a member of Prysmian Group and as the oldest well-established and leading company in its sector, our vision is;

- To exhibit a creative and superior performance within the workforce with its distinguished and innovative role,
- To have an organizational structure which emphasizes openness and social responsibility,
- To keep customer satisfaction by providing long-term partnerships,
- To create a value for its stakeholders with permanence,
- To dedicate itself to improve the social conditions,
- To be always the leader of the sector in Turkey and international platform.

Please See: Prysmian Group Values and Code of Ethics / Article 2 - Targets and Values

20. Risk Management and Internal Audit Mechanism

In order to ensure effective conduct of risk management, Risk Management Division has been put into operation as of 2002. This division developed processes and implemented projects for effective risk

management applicable within the Company and Prysmian Cables and Systems Group. The purpose here is to effectively monitor the risks through daily reports in order to collect receivables in a timely manner.

The internal audit system of the Company is organized in such a way to provide appropriate clarification on all the Company's activities and to ensure an adequate auditing system. The responsibility regarding internal auditing system lies with the Board of Directors, and the Board of Directors, besides providing the major guidelines of the system, undertakes verification of sufficiency and effectiveness of the audit system.

The Audit Committee comprises of three Directors. The three Directors hold office in the Board of Directors, and they are not directly engaged in Company's activities and management. The Audit Committee meets regularly as indicated in the relevant communiqué of the Capital Market Board and the representative of the External Auditing Company may be invited to these meetings.

The aim of the Audit Committee is to provide assistance to the Board of Directors during fulfillment of long - term obligations as regards to accounting and finance reporting applications, policies and procedures, as well as evaluation of quality and risk management of Company's internal auditing systems.

The internal auditing and periodical audit activities ensure accomplishment of necessary controls to observe whether compliance with the procedures, policies and strategies is achieved or not. Apart from the audit functions of the Internal Audit Division, the Internal Audit Department of Prysmian Cables and Systems Group performs internal auditing of Türk Prysmian Kablo ve Sistemleri A.Ş., in addition to the auditing services rendered regularly by the External Audit Company.

Furthermore there is also a Planning and Control Division which presents detailed monthly reports to the Managing Director and Executive Management and provides useful and comprehensive information for the following specific activities.

Information regarding to relations with the independent audit company, PwC Bağımsız Denetim Ve Serbest Muhasebeci Mali Müşavirlik A.Ş: <http://www.pwc.com/tr/tr> and information regarding tax audit company, MAZARS-DENGE: <http://www.mazarsdenge.com.tr>

21. Authorities and Responsibilities of the Board Members and Executives

The Board of Directors performs the following tasks:

- Review and approval of strategic, corporate, industrial and financial plans,
- Delegation of necessary powers to the Managing Director, withdrawal of authorization, and determination of limits of authority as well as form and duration of authorization,
- Regular comparison of the results with the budgets, and by taking into account the information received from the Internal Audit Committee and Managing Director, and giving special attention to conflicts of interest, observation of general performance in this field,
- Passing of resolutions relating to immovable property, in kind,
- Issuance of share certificates and debentures,

- Establishment of partnerships in the newly incorporated or existing corporations and institutions,
- Review and approval of the transactions having economic and financial affect, or special influence on equity capital by showing due consideration to the transactions of the related parties,
- As organized by the Managing Director, verification of the organizational status and the adequacy of the administrative structure of the Company,
- Furnishing of information to the shareholders about the General Assembly meetings.

The powers and responsibilities of the Board of Directors are clearly defined in Article 10 of Articles of Association; as the powers and responsibilities conferred upon the Board of Directors may be subject to change at any time bound to dynamic structure of the Company and the business life, it is deemed necessary to detail the powers and responsibilities in the corporate signature circular.

22. Fundamentals to Activities of The Board Of Directors

The Board of Directors meets at least in quarterly periods. Unless otherwise is agreed, the Board Members are equipped with necessary documents and information within a reasonable time before the meeting in order to allow them to express their opinion about the issues subject to argument.

There is a Board Secretariat responsible for supply of information to the Board Members and establishment of communication with the directors. Although our Company has no reserve about inscription of the detailed and reasonable justification of negative vote and notification of company auditors and public opinion at times when different opinion is declared in the Board meeting and /or opposition is raised to the resolution passed by the Board; since such a situation was not encountered, no such application was effected to this day.

Company pays careful attention to actual participation to Board Meetings on the matters specified in article 2.17.4 of section IV of the CMB corporate Governance Principles. Questions of the members raised during the meeting are reflected in the resolution. In order to ensure equal positioning among members, no member has been granted the right to veto or weighted vote.

Board of Directors could not convene physically during the 2022 operating cycle due to pandemic, all meetings were held via applications such as Skype and Teams. 80% of the Board members have physically attended these meetings.

23. Restrictions of Competition and Transaction with the Company

In the Ordinary General Assembly which takes place every year, the Board Members are liberated by our shareholders according to Articles 334 and 335 of the Turkish Commercial Code.

24. Code of Ethics

A pyramid structure is adopted in our system in respect of applicable principles and procedures, and this system can be summarized as follows:

Code of Ethics: These rules encompass the general principles - transparency, equity and loyalty - which form the business relations of the Company in every level. Our Company, with the belief that business ethics must be pursued alongside business success, carries out its internal and external transactions in accordance with the principles set out in this Code.

Internal Audit System: This system is a population of “instruments” with a view to reaching reasonably the targets regarding operational efficiency and effectiveness, reliability of financial and administrative information, observance to laws and legislation, and even protection of the Company’s assets against possible fraud. The internal audit system which is based on common practices and defined within this frame, is applied to all corporate levels

Lines of Conduct: The Lines of Conduct stipulate special rules concerning relations with the representatives of the Public Administration, and these rules classify good lines of conduct as “performable”, and bad lines of conduct as “non-performable”, and by this way, provide clear definition of major operational practices stipulated in the Code of Ethics.

Internal Executive Procedures and Policies of the Company: These items cover the main business areas as a natural extension of the internal audit system. Therefore, they determine the internal rules concerning the main activities of the Company.

Türk Prysmian determines organizational principles and intra-structure relating to employees and executives by adopting procedures and policies covering Personnel rights, Recruitments, Purchasing / Sales activities, Investments, Protection of Environment, Information Systems, Inventory, and Intellectual Property Rights. All the procedures and policies are presented to the employees in the updated form on the intranet page of the Company.

Also, **Please See** Prysmian Group Values and Code of Ethics

25. Number and Structure of the Committees Formed Within Board of Directors and Liberty of Action

Committee	Number of Annual Meetings (minimum)	Number of Members	Number of Independent Members
Audit Committee	4	3	3

Members of Audit Committee: İsmet Su, Mine Ayhan, Banu Uzgur

Committee	Number of Annual Meetings (minimum)	Number of Members	Number of Independent Members
Early Detection of Risk and Risk Management Committee	6	3	3

Members of Early Detection of Risk and Risk Management Committee: Mine Ayhan, Banu Uzgur, İsmet Su

Committee	Number of Annual Meetings (minimum)	Number of Members	Number of Independent Members
Corporate Governance Committee	4	3	2

Corporate Governance Committee Member: Banu Uzgur, İsmet Su, Budak Güllüdağ

Investor Relations: The functional manager has informed the Board of Directors of the activities carried out throughout the year and drawn up and presented to the BoD the report referred in Article 11 of the Communiqué on Corporate Governance.

It has been established to assign the Corporate Management Committee to perform the functions of **Candidate Determination and Pricing Committees** in accordance with the Communiqué Serial IV 56 for Determination and Implementation of Corporate Management Principles, Article 4.5.1 published by Capital Markets Board

and this resolution also includes the Corporate Management Working Principles, the functional areas and working principles of such committees.

All committees conduct their duties properly in accordance with their working principles and in line with the legislation.

The detailed information relating to the working principles of all the committees has been presented to the public in the “*Investor Relations*” section on our web site.

Assessment related to Internal Audit, Internal Control and Risk Management Systems in the Year 2021 Operating Cycle

Prysmian Group active in cable industry has adopted adequate internal audit, internal control and risk management systems (internal systems) in line with its activities and business branches. Aiming to monitor and manage the risks arising from the activities of the company, both the local regulations and Prysmian Group requirements have been considered while establishing the internal systems. The internal systems meet the principles of independency, impartiality, effectiveness, adequacy, and division of powers in the entire organization. All our activities and business processes target customer satisfaction, sustainable income production and rising the economic interests of the shareholders with consideration of risk sensitive capital management. Prysmian Group Board of Directors is responsible for adopting and managing the internal systems in line with the applicable regulations, and financial control and audit activities within the scope of this responsibility shall be supervised via Committee responsible for the Audits. Audit Committee performs this function by detailed examination of the reports provided by the Audit Department which has been obliged to financially review, audit and report the efficiency of our processes; and instructs the company management accordingly and present any issue, as deemed necessary, to the information and approval of Board of Directors. The Audit Committee functions under the structure and coordination of Board of Directors. Audit

Directorate financially reviews efficiency of the entire business processes of the company, and tests the existence, effectiveness and practice levels of the respective audit mechanisms and determines required actions, if any, together with operations units. It reports the results of its works and activities to the Audit Committee.

26. Financial Rights of the Board of Directors

The rights of the BOD Members are agreed upon in the General Assembly meeting; no award is considered in determination of financial rights of the BOD Members depending on their individual performance and reflecting the performance of the Company. Gross payment effected in favor of Independent BOD Members during the year 2022 is TRY 637,560. No other payment has accrued and made in year 2022 to any members of the Board and executive management of the company. During the period no debt has been granted to any members of the Board and Top Manager of the company, no credit has been utilized by them and none of them has used benefits through third persons as well as no guarantees in favor of them.

10- LAWSUITS FILED AGAINST THE COMPANY THAT MAY AFFECT COMPANY'S FINANCIAL STATUS:

Provision for litigation risks set aside against any possible risk is TRY 2,331,254 as shown under footnotes of financial statements, yet there is no major litigation that may affect the financial status of our Company.

11- ADMINISTRATIVE OR CRIMINAL SANCTIONS IMPOSED AGAINST THE COMPANY AND MEMBERS OF THE COMPANY'S MANAGING BODIES DUE TO ANY CONDUCT IN VIOLATION OF THE LAW

There is no sanction existing as of 1 January - 31 December 2022 imposed against the company and members of the company's managing bodies due to any conduct in violation of the Law.

12-ORDINARY/EXTRAORDINARY GENERAL ASSEMBLY MEETINGS HELD IN THE PERIOD

An Ordinary General Assembly meeting for the year 2021 was held on March 30, 2022. The results of the meeting were published on Turkish Trade Registry Gazette dated 30.03.2022. Results of Ordinary General Assembly Meetings are presented to our shareholders on Public Disclosure Platform (KAP), our website (www.prysmiangroup.com.tr) and on our company page on the information portal of Central Registry Agency (MKK).

Results of Ordinary General Assembly Meetings are presented to our shareholders on Public Disclosure Platform (KAP), our website (www.prysmiangroup.com.tr) and in our company page on the information portal of Central Registry Agency (MKK).

13- CAPITAL INCREASE, AMENDMENT OF ARTICLES OF ASSOCIATION AND DIVIDEND DISTRIBUTIONS MADE WITHIN THE PERIOD

Articles of Association of our Company have not been amended in the activity period 01.01.2022- 31.12.2022.

Please see the final version of the Articles of Association on www.prysmiangroup.com.tr, www.kap.gov.tr.

Dividend Distribution Proposal of the Board of Directors for the fiscal year 2022

Dividend Distribution Proposal

In consideration of the provisions of Turkish Commercial Code, Capital Market Legislation, Capital Market Law, Capital Market Board (“CMB”), Regulations/Decisions/Directories, Corporate Tax Law, Income Tax Law, Tax Procedural Law and other relevant legal statutes, the relevant provisions of the Articles of Incorporation of our Company and the “Profit Distribution Policy”; it has been unanimously resolved by the undersigned members;

To distribute the dividend of 16,543,553.-TRY which is also equal to 7,63 % of the issued capital of the Company, to our shareholders in cash, as of 25 May 2023; thus distributing net 0,068698135.-TRY per share with a nominal value of TRY 1.-, following of deduction of 10% tax to be calculated over gross 0,076331261.-TRY and to retain all the outstanding balance as the “Extra-Ordinary Reserve”;

To submit above dividend distribution proposal to the approval of the General Assembly regarding the fiscal year 2022 and notify the shareholders.

14- RISK MANAGEMENT AND INTERNAL AUDIT MECHANISM

In order to ensure effective conduct of risk management, Risk Management Division has been put into operation as of 2002. This division developed processes and implemented projects for effective risk management applicable within the Company and Prysmian Cables and Systems Group. The purpose here is to effectively monitor the risks through daily reports in order to collect receivables in a timely manner.

The internal audit system of the Company is organized in such a way to provide appropriate clarification on all the Company’s activities and to ensure an adequate auditing system. The responsibility regarding internal auditing system lies with the Board of Directors, and the Board of Directors, besides providing the major guidelines of the system, undertakes verification of sufficiency and effectiveness of the audit system.

The Audit Committee comprises of two Board members. These two Directors hold office in the Board of Directors, and they are not directly engaged in Company’s activities and management. The Audit Committee meets regularly as indicated in the relevant communiqué of the Capital Market Board and the representative of the External Auditing Company may be invited to these meetings.

The aim of the Audit Committee is to provide assistance to the Board of Directors during fulfillment of long - term obligations as regards to accounting and finance reporting applications, policies and procedures, as well

as evaluation of quality and risk management of Company's internal auditing systems.

The internal auditing and periodical audit activities ensure accomplishment of necessary controls to observe whether compliance with the procedures, policies and strategies is achieved or not. Apart from the audit functions of the Internal Audit Division, the Internal Audit Department of Prysmian Cables and Systems Group performs internal auditing of Türk Prysmian Kablo ve Sistemleri A.Ş., in addition to the auditing services rendered regularly by the External Audit Company.

Furthermore there is also a Planning and Control Division which presents detailed monthly reports to the Managing Director and Executive Management and provides useful and comprehensive information for the following specific activities.

Information regarding to relations with the independent audit company, PwC Bağımsız Denetim Ve SMM A.Ş:

<http://www.pwc.com/TR/tr>

and information regarding tax audit company, MAZARS-DENGE:

<http://www.mazarsdenge.com.tr>

Assessment related to Internal Audit, Internal Control and Risk Management Systems

Prysmian Group active in cable industry has adopted adequate internal audit, internal control and risk management systems (internal systems) in line with its activities and business branches. Aiming to monitor and manage the risks arising from the activities of the company, both the local regulations and Prysmian Group requirements have been considered while establishing the internal systems. The internal systems meet the principles of independency, impartiality, effectiveness, adequacy, and division of powers in the entire organization. All our activities and business processes target customer satisfaction, sustainable income production and rising the economic interests of the shareholders with consideration of risk sensitive capital management. Prysmian Group Board of Directors is responsible for adopting and managing the internal systems in line with the applicable regulations, and financial control and audit activities within the scope of this responsibility shall be supervised via Committee responsible for the Audits. Audit Committee performs this function by detailed examination of the reports provided by the Audit Department which has been obliged to financially review, audit and report the efficiency of our processes; and instructs the company management accordingly and present any issue, as deemed necessary, to the information and approval of Board of Directors.

The Audit Committee functions under the structure and coordination of Board of Directors. Audit Directorate financially reviews efficiency of the entire business processes of the company, and tests the existence, effectiveness and practice levels of the respective audit mechanisms and determines required actions, if any, together with operations units. It reports the results of its works and activities to the Audit Committee.

Aids and Donations Made Within the Period

The upper limit for donations to be made in the year 2022 is determined as TRY 500,000 in the Ordinary General Assembly meeting held on 30.03.2022.

15- EMPLOYEE BENEFITS

As of Friday, December 31, 2022 the Group employs on average 598 personnel in a year (Thursday, December 31, 2021: 571). The Company offers transportation and food allowances to all employees. Moreover white collar workers receive health insurance.

Benefits to Top Level Management

The rights of the BOD Members are agreed upon in the General Assembly meeting; no award is considered in determination of financial rights of the BOD Members depending on their individual performance and reflecting the performance of the Company.

Benefits provided to senior management during the term are as follows:

	1 January - 31 December 2022	1 January - 31 December 2021
Wages and other short term benefits	7,797,626	9,661,654
Other long-term benefits	7,728	10,139
	7,805,354	9,671,793

Collective Labor Agreements

As per the collective labor agreement executed by United Metal Workers' Union (Birleşik Metal İş) and Turkish Employer's Association of Metal Industries (MESS) that our company is a member of, our Company is subject to Collective Labor Agreement for the period September 1, 2021 - August 31, 2023.

16- DERIVATIVE TRANSACTIONS

The Company uses foreign currency derivative tools in order to protect future significant transactions and cash flows against financial risks. The Company is a party to certain foreign currency forward contracts based on management of fluctuations in foreign currency exchange rates. Purchased derivative financial instruments are mainly of kinds of foreign currency available in the market where the Company operates. All forward exchange transactions are made in the form of forward contracts.

17- INVESTMENT INCENTIVE PRACTICES

As per the Law no. 5746 on Supporting research and Development Activities, we receive incentives and support granted for R&D Centers.

We were granted an investment incentive for "production of insulated wires and cables" on 10.10.2022 within the

scope of Reduced Corporate Tax. The incentives granted is classified under Zone 1 according to tax incentive legislation and provides tax incentive of 30%. In the Company's statement of financial position, a reduction is made in the corporate tax for the current period according to the amount of investment spending.

18- SUSTAINABILITY

Linking Turkey to a Sustainable Future

Our Sustainability Commitment

Having 58 years of history in Turkey and being part of the Prysmian Group with 130+ years of experience globally, Türk Prysmian Kablo is dedicated to being a sustainable company. As part of this effort, we are embedding economic, social, and environmental responsibility into all aspects of our business; leading this challenging cultural transformation with a strong plan vigorously.

The only way to achieve this transformation is through a strategic approach; by planning the future responsibly, involving and listening to all internal and external stakeholders, closely monitoring the industry and global economy, and implementing a comprehensive action plan that serves the business, the environment, and society as a whole. Our commitment is to work in this direction.

Our Principles:

Businesses are under pressure to take longer-term action to address sustainability challenges. Our planet is reaching its limits as emissions, water, and chemical loading continue to do harm.

At Türk Prysmian Kablo, we come to work every day with a commitment to save our planet and tackle climate change by transitioning to zero-carbon energy systems while producing responsibly.

We thrive on the sustainability of our production processes while safeguarding the environment. We engage with local communities to protect the areas in which we operate and to ensure workplace safety.

Aware of our social responsibilities, we develop projects that support social and cultural life in our community.

Our Commitment to UN Sustainable Development Goals:

The United Nations' "Decade of Action" program has defined tangible solutions to all the challenges posed by the 2030 Sustainable Development Goals.

Türk Prysmian Kablo is committed to supporting the achievement of the global agenda goals; serving primarily for SDG7 (Accessible and Clean Energy), SDG8 (Decent Work and Economic Growth), SDG9 (Industry, Innovation and Infrastructure) and SDG12 (Responsible Production and Consumption) and hence contributing to building and upgrading of infrastructures for energy transmission and distribution and telecommunication — the essential drivers for the transition to a new development model for the civil society.

Implementation Plan:

Following the planning stage in 2020, we reviewed the feasibility of the project, and made the arrangements for the selected projects; we also developed the budgets, teams, resources, and project plans. Implementation of the project

began in January 2021. The process was concluded in 2022 with the release of the report, and now we are moving forward to incorporate the value chain in the project.

Under the leadership of the CEO, relevant teams monitor progress monthly.

So far, the following sustainability activities have been carried out;

- All activities target the four primary pillars outlined in our vision and are directed towards refining our goals accordingly.
- Priorities set for sustainability projects are as follows:
- Actions targeting energy efficiency and use of renewable energy resources,
- Actions for effective use of water and other resources,
- Carrying out lifecycle analysis of our products,
- Building a functioning Sustainability Management System and integrating this system with existing management systems,
- Efforts to promote positive impact on the society and community that we are a part of,
- Efforts to improve the wellness and efficiency of our employees.

All the details of these projects can be found in the Sustainability Report for 2021.

The sustainability approach forms the basis of all our work. In line with our environmental sustainability efforts, we especially focus on renewable energy products included in our industrial cables product range. The amount of cable we have supplied for solar energy projects so far has reached approximately 40 million meters. In other words, we supplied a cable long enough to circle the earth one round. This accounts for the 1-month electricity need of approximately 9 million households.

Apart from focusing on renewable production efforts, the team has already completed several actions including launching a sustainability website with detailed information; and has developed around 40 different sustainability projects to be implemented in the company in the short, medium, and long term.

We supplied fire safety cables to the 2nd Family House of KAÇUV – The Hope Foundation for Children With Cancer, where children who are in financial difficulties and receiving cancer treatment and their families can stay when they come to Istanbul for treatment. We sponsored a thank you dinner for the healthcare personnel of Istanbul University Cerrahpaşa Medical Faculty Hospital who were fighting against Covid-19, together with the Istanbul Consulate General of Italy, the Italian Chamber of Commerce Association, a private Italian High School, and Italian companies that actively operating in Turkey. After the earthquake that occurred in the Aegean Sea on October 30 and caused heavy damage across the city of Izmir, we donated spare power banks to the citizens who had to stay in tents, facing energy problems. We also supplied laptop computers to students in need during the distance education process together with the Association for Support Contemporary Life (ÇYDD) and made a donation on International Women's Day on behalf of our women employees. We provided vehicles and drivers for filiation teams who worked under District Health Directorate of Governorship of Mudanya. We also activated our membership with TEID – Turkish Ethics and Reputation Society.

A total of 22 sustainability projects were realized in 2021 and we reached one more step closer to our goal of eliminating our carbon footprint by 59 thousand tons by 2030. We managed to eliminate approximately 1000 tons of CO2 emission by implementing these projects with the investments made in this field. We achieved this by reducing our natural gas consumption by 56,2 thousand Sm³, electricity consumption by 1.351 thousand kWh, and diesel fuel consumption approximately by 89,3 thousand liters.

Through the actions taken during 2022, we reduced the electricity consumption level of 2021 by 3%.

Several seminars were organized as part of the "Sign It" Project: March 8th - International Women's Day, March 21st - World Innovation Day, May 20th - eNclusion Week – MEAT Day, October 21st - International HRD Square Sustainability Webinar, and November 23rd-Sustainability Day. The same level of effort was continued in 2022. Türk Prysmian Kablo published its Sustainability Report in 2022 as part of its commitment to transparency with stakeholders. Furthermore, by organizing effective activities, the company also participated in the Prysmian Group's sustainability week.

A broad survey was carried out to raise awareness about sustainability. The survey was conducted in January 2021 with 475 respondents, including employees and customers of the company, investors, and other stakeholders. Stakeholder communication was maintained in 2022, along with the sustainability survey conducted. 5,000 seedlings have been donated to TEMA Foundation in support of the reforestation of lands destroyed by wildfires in Turkey in July.

We also made a donation to Mother Child Education Fund (AÇEV), which develops and implements educational programs to make sure children feel safe, and healthy and are given a fair start in life and mothers can raise their children with confidence and hope. Likewise, we extended our support to the Turkish Education Foundation (TEV) and the Association for Supporting Contemporary Life (ÇYDD), two important foundations that make significant contributions to the development of our society by providing modern education.

With the introduction of the amendment of the Corporate Governance Communiqué no. II-17.1 (published in Official Gazette No. 28871 dated 03/01/2014), which was published in the Official Gazette No 31262 of 2 October 2020, the Capital Market Board has made it compulsory for the companies to include in their annual activity reports, an explanation as to whether they apply the sustainability principles issued by the Capital Market Board or not, and if not the justified reason thereof, as well as an explanation regarding the effects of such non-compliance on the environment and social risk management; and it was also regulated with the amendment that in the event any major change is made during the period regarding the above-referred explanations, these changes will be indicated in the interim activity reports. In this respect, our goal is to ensure compliance with most of the principles stated in the "Sustainability Principles Compliance Framework" based on the "comply or disclose" principle introduced by CMB. However, full compliance with some of the principles has not yet been achieved due to the challenges encountered in the implementation of some principles, ongoing debates both in Turkey and in other countries about compliance with specific principles, and the fact that studies are ongoing on the principles which are yet to be implemented. It is our objective to implement these still unfulfilled principles in a manner that contributes to achieving our goal of creating sustainable value.

SUSTAINABILITY

PRYSMIAN GROUP SUSTAINABILITY APPROACH

There is a great deal of effort put into deeply embedding sustainability in the DNA of the Prysmian Group. Prysmian Group prioritizes actions that facilitate the transition to clean energy and has committed to increasing sales of low-carbon products to 50% by 2022.

Aiming to become a global leader in sustainability, Prysmian Group has focused on two medium-long-term goals in 2021. By setting new climate and social goals, the Group aims to promote a low-carbon world and a more equal and inclusive working environment.

Climate Ambition;

Climate ambition seeks to position Prysmian Group as one of the main technological players in the transition to low-carbon energy. Accordingly, Prysmian Group has adopted science-based targets. Furthermore, we have signed 'The Business Ambition for 1.5° C' and committed to reaching "net zero" target by 2035 for Scope 1 and Scope 2 emissions and by 2050 for Scope 3 emissions.

Within the scope of Climate Ambition, the Group aims to achieve Net Zero emission target for the following areas by 2035:

Scope 1 (direct emissions resulting from company-owned and controlled resources)

Scope 2 (indirect emissions from the generation of imported/purchased energy, heat, or steam)

· Prysmian Group has committed to achieving by 2030, a reduction of 46% in Scope 1 and 2 GHG emissions, with respect to 2019 levels.

The Group committed to a Scope 3 net zero target by 2050.

Scope 3 is indirect emissions resulting from company operations excluding those specified in Scope 2. This includes all emissions generated in both upstream (supply) and downstream (provision of products and services) value chains.

Türk Prysmian Kablo also has ongoing initiatives aimed at reducing its carbon footprint in support of Prysmian Group's Climate Ambition. Each month, we meet with our sustainability ambassadors to review our progress and carbon footprint targets.

Türk Prysmian Kablo's sustainability efforts are largely dedicated to climate change and decarbonization, and the company strives to cover all possible impact areas.

Social Ambition;

The Social Ambition of the Group mainly focuses on Sustainable Development Goals for 2030. It concentrates on the commitment to improve diversity and inclusion, equality, empowerment of communities, employee engagement, and upskilling. By adopting a proactive approach, Prysmian Group is evolving into an organization that promotes diversity, inclusion, and gender equality at all levels, with a specific focus on facilitating the empowerment of more women employees.

For detailed information on Social Ambition and the Prysmian Group Sustainability approach: report and responsibility visit the Prysmian Group website.

Every regional organization is aligned with the medium and long-term sustainability strategy of Prysmian Group. Sustainability is pursued at all regional levels in accordance with global targets. Towards this end, Türk Prysmian Kablo is implementing inclusive and effective activities in the region in line with the sustainability strategy that has been put in place for the MEAT region where the company operates. Türk Prysmian Kablo also serves on the MEAT Sustainability Committee and supports the strategy with a holistic perspective and by monitoring indicators.

In line with the Prysmian Group Social Goals, Türk Prysmian Cable continues to conduct activities engaging all stakeholders, knowing that its greatest asset is its people. As part of its sustainability efforts, it conducts stakeholder analysis, seminars, and training to increase participation and a sense of belonging across the entire value chain.

OUR SUSTAINABILITY VISION

As we strive to live up to the 58-year-old values and culture of Türk Prysmian Kablo, we set our sustainability vision as follows:

In alignment with our mission "Linking Turkey to a Sustainable Future", we strive to provide innovative energy and telecommunication solutions through responsible production by pursuing economic, environmental, and social sustainability for all stakeholders and the planet.

OUR SUSTAINABILITY ROADMAP

With economic, environmental, and social sustainability at the core of everything we do at Türk Prysmian Kablo, and a strong commitment to being a responsible company, we have built our sustainability vision around four primary pillars:

- Eliminating Our Footprint:
- Circular Resource Use:
- Enhancing Business Model:
- Developing Employees and Society:
- Eliminating Footprint:
 - We want to operate using fewer resources, convert our energy use to renewables, and hence neutralize our footprint. We want to do that by using energy and water more efficiently, consuming less of these inputs, and switching to renewable energy when possible to reduce our footprint.
- Circular Resource Use:
 - We want to prevent the depletion of natural resources and harm to the natural environment by using regenerative input. By using regenerative input (materials and water) in production and using less, we make sure the materials and resources are kept in the lifecycle.
- Enhancing Business Model:
 - We want to engage with our stakeholders to deliver profitability and growth sustainably in all our operations (upstream, in-house, downstream) by putting our stakeholder engagement as our priority, we work to develop sustainable, innovative, and progressive business models; making digitalization an enabler and redefining market dynamics.
- Developing Employees and Society:
 - We want to be able to attract talents and new-generation employee force, develop our skills in-house, and have a sustainable labor force to serve society in the best way possible.
- And we engage with local communities to ensure that the areas in which we operate are protected and

nourished. Taking inspiration from the diversity and perspectives of our stakeholders, we strive to be a sought-after employer in our industry and society, and to guarantee occupational safety.

SUSTAINABILITY ORGANIZATION

From 2019 onwards, the sustainability operations of our company are managed by a committee under the sponsorship of Türk Prysmian Kablo's CEO. Our 'Sign It' sustainability initiative consists of 2030 targets for key sustainability impact areas of our business, as well as the systems for measuring and reviewing those targets.

The CEO sponsors the Sustainability Management Organization. Moreover, the Chairman of the Board has guided the sustainability planning and integration processes based on his vast industry experience and knowledge.

Every month, Türk Prysmian Kablo Sustainability Coordination Committee, comprising the CEO and directors of the company's key functions, reviews progress and makes relevant decisions. As part of the Sustainability Management System, progress and decisions made are documented.

Besides the Coordination Committee, the Sustainability Ambassadors representing the various departments and functions also played a key role in developing the Sign it. Sustainability Plan. The team was formed by volunteers who were eager and enthusiastic to shape the future of Türk Prysmian Kablo. It oversees and guides the development of new projects and initiatives daily.

Furthermore, it is the employees who own our 'Sign it.' Sustainability Plan; as part of the management system, it is represented at the highest level by the CEO, and each business unit accomplishes its part of the plan.

Coordination Committee meetings with Leaders and Sustainability Ambassadors are held regularly on a monthly basis, with the CEO attending every six months.

Türk Prysmian Kablo's Sustainability Management System also aligns with MEAT's sustainability strategy. All sustainability targets assigned by the Prysmian Group to management regions are owned by Türk Prysmian Kablo as well. Türk Prysmian Kablo is also an active member of the MEAT Sustainability Committee.

MEAT Sustainability Organization meets monthly to review progress on targets and projects under the sponsorship of the MEAT Regional CEO. Türk Prysmian Kablo is represented in the MEAT Sustainability Organization by the CEO and managers of relevant departments.

RISK MANAGEMENT

Management framework for risk and opportunity

A system of internal controls and risk management is implemented by the Prysmian Group that incorporates tools and information flows that enable the Board of Directors to take strategic decisions and establish guidelines for the system, in an informed manner, taking into account the context in which they operate and the risks and opportunities associated with it. The Enterprise Risk Management (ERM) model provides additional tools that assist the Board and the management to evaluate those risk scenarios that might compromise the achievement of strategic objectives, and adopt additional tools that are

able to foresee and manage exposures.

The guidelines for the System of Internal Control and Risk Management approved by the Board back in 2014 are part

of the Group ERM Policy, which formalizes the ERM model adopted. This model adopts a top-down approach, being guided by senior management and our medium/long-term business objectives and strategies.

This extends to all types of risk/opportunity that is potentially significant for the Group. These are shown in five groups each including internal and external issues characteristic of Prysmian's business mode:

- Strategic Risks,
- Financial Risks,
- Operational Risks,
- Legal and Compliance Risks,
- Planning and Reporting Risks.

The Chief Risk Officer (CRO) governs the ERM process and is responsible for ensuring that the main risks and opportunities faced by Prysmian and its subsidiaries are identified, assessed, managed, and monitored on a timely basis. In addition, an Internal Risk Management Committee comprising senior managers ensures, via the CRO, that the ERM process remains dynamic to reflect changes in the business, requirements, and events affecting the Prysmian Group over time. The CRO reports periodically (at least twice a year) to senior management on these changes. Each year, the Group's main business/function managers participate in the process of identifying and evaluating the most significant risk factors. In this process the risks within the scope of ESG

(economic, social, environmental, corporate governance) including climate change is reviewed.

In particular, in 2021, the Group carried out a careful risk analysis focused on climate change and the energy transition, which was developed as per the requirements of the framework provided by the Task Force on Climate-related Financial Disclosures (TCFD). This has made it possible to set short, medium, and long-term strategies, leading to the development of decarbonization policies. For further information please visit "[TCFD_ENG_2021_1.pdf \(prysmiangroup.com\)](#)". Click "[DNF_ENG 2021_15.03.2022_1.pdf \(prysmiangroup.com\)](#)" for the analysis of risk and opportunities updated in 2021.

The Board of Directors is also responsible for the Group's internal control and risk management system and is therefore required to adopt specific guidelines for this system and to verify its adequacy and effectiveness.

The risk management processes in place allow Türk Prysmian Kablo to manage operational and process risks. Regulations derived from disruptions of internal processes, risks, and opportunities, as well as from local and global developments, are incorporated into operational and process risks. We control our risk management efforts at Management Review meetings and Under the leadership of senior management, we take the necessary actions.

MANAGEMENT SYSTEMS

Türk Prysmian Kablo promotes the integrated use of management systems.

Türk Prysmian Kablo management systems are ISO 9001:2015, ISO 14001:2015, ISO 45001:2018, IATF 16949:2016, ISO 27001:2013,ISO 10002:2013.

DIALOGUE WITH STAKEHOLDERS

Stakeholder engagement is critical to the success of a company. The maximum value can be created when everyone in the organization works together towards a shared goal. Hence, we recognize that stakeholder engagement goes beyond risk management and should be considered part of corporate strategic planning if we are to succeed.

To incorporate stakeholder management into our sustainability framework, we identified 21 stakeholders grouped into three categories:

- The people/organizations we are legally, operationally, and financially accountable to,
- Organizations/individuals directly impacted by our operations,
- Persons/organizations that might affect our performance

Through how we group our stakeholders, we demonstrate our ability to engage with them across multiple dimensions.

We know that our responsibility goes beyond production, and we want to raise awareness of sustainability throughout our entire value chain and work with suppliers who adopt more sustainable practices.

To successfully implement the plans and meet objectives across every field, stakeholders must first own them. To this end, we conducted our first Sustainability Survey in January 2021 with 475 participants, including our company, customers, suppliers, as well as analysts, investors, and other organizations we collaborate with. The findings showed that stakeholders view dialogue with stakeholders, technology, and innovation as integral components of sustainability. Furthermore, we asked respondents to come up with a definition of a sustainable company and the option that received one of the highest votes was "Caring for future generations is directly related to brand value", which demonstrated that our brand value is inextricably linked to our responsible consumption of resources that we are practicing for future generations in mind.

On our website, we added a "Sustainability" tab to inform our stakeholders about the sustainability initiatives that we have taken.

Moreover, at the end of 2022, we determined new areas of priority through stakeholder studies conducted in the MEAT region.

SIGNIFICANT AND MATERIALITY

With the help of our sustainability ambassadors representing all primary functions at Türk Prysmian Kablo, we conducted a stakeholder engagement survey in line with the Prysmian Group's materiality analysis outlined in Prysmian Group's reporting requirements and have taken the following steps:

- Sustainability assessment that allows us to identify gaps between sustainability trends and current sustainability initiatives in the categories of environment, welfare, social contribution, and economic value,
- Identifying stakeholders and assessing our business priorities,
- Identifying stakeholder engagement opportunities and risks,
- Establishing strategic targets and priorities for stakeholder engagement.

Our stakeholder engagement strategy is characterized by the following external dynamics as a company with multipurpose stakeholders:

- Compliance with regulations and laws,
- Extrapolating insights from the instability of the global economy,
- Proactively addressing the variability of production input prices (energy, materials, etc.),
- Reducing the impact of climate change and extreme weather events,
- Staying ahead of shifting market dynamics,
- Following new trends (sustainability, social media, etc.)
- Promoting the social values of Türk Prysmian Kablo in the public arena

After identifying our stakeholder groups and defining our priorities, we contacted each stakeholder group and developed our matrix of materiality.

While different stakeholder groups place greater importance on certain issues, we perceive their impact differently from a strategic perspective. Based on the evaluation we made with our stakeholders, we identified our top priorities. Based on the materiality matrix below, we have identified the following priority topics as having the greatest impact on our stakeholders and our company:

- Product excellence,
- Financial leadership,
- Product innovation,
- Logistics performance,
- Environmental concerns,
- Occupational health and safety,
- Work-life balance,
- Compliance with regulations and standards

We present our activities and projects that fall under these priority topics that are crucial for both our stakeholders and our strategic objectives.

It is just as important for us to maintain effective communication with our stakeholders as it is to carry out our activities. As a result, we have identified the following priority stakeholder groups and communication channels:

Our Stakeholders	Communication Ways
Mudanya Yönetim	E-mail, Web site, İç İletişim, Ofis, Telefon, Online Toplantı, Fuar
Çalışanlar	E-mail, Web site, Sosyal Medya, Portal, İç İletişim, Ofis, Telefon, Fuar
Tedarikçiler	E-mail, Web site, Sosyal Medya, Portal, Ofis, Telefon, Fuar, Webinar
Müşteriler	E-mail, Web site, Sosyal Medya, Portal, Ofis, Telefon, Fuar, Online Toplantı
Genel Merkez Üst Yönetimi (HQ)	E-mail, Web site, Sosyal Medya, Portal,
Taahhütçüler	E-mail, Web site, Sosyal Medya, Portal, Ofis, Telefon, Fuar
Intercompany (Grup Fabrikaları)	E-mail, Web site, Sosyal Medya, Portal, Ofis, Telefon
Kamu	E-mail, Web site, Sosyal Medya, Portal, Ofis, Telefon, Fuar
Belediyeler	Resmi yazı, Web site, Sosyal Medya, Portal, Ofis, Telefon, Şantiye
Finans Kuruluşları	E-mail, Web site, Sosyal Medya, Portal, Ofis, Telefon
Bakanlıklar (Çevre, Enerji vb.)	E-mail, Web site, Sosyal Medya, Portal, Telefon, Fuar
SPK	E-mail, Web site, Sosyal Medya, Portal, Ofis, Telefon
Sigorta Şirketleri	E-mail, Web site, Sosyal Medya, Portal, Ofis, Telefon
Proje Firmaları	E-mail, Web site, Sosyal Medya, Portal, Ofis, Telefon, Fuar
Rakipler	Web site, Sosyal Medya, Portal, Fuar
Sendika	E-mail, Web site, Sosyal Medya, Portal, Ofis, Telefon
Sektörel Dernekler (Kablolar, ETMD vs.)	E-mail, Web site, Sosyal Medya, Portal, Ofis, Telefon, Fuar
Türk Standartları Enstitüsü, diğer ulusal ve uluslararası sertifika firmaları	E-mail, Web site, Sosyal Medya, Portal, Ofis, Telefon
Hissedarlar	E-mail, Web site, Sosyal Medya, Portal, Ofis, Telefon
Mühendisler Odası (Çevre, Elektrik, Makine)	E-mail, Web site, Sosyal Medya, Portal, Telefon
Delege Pazarlar	E-mail, Web site, Sosyal Medya, Telefon
Yakın mesafedeki çevre halkı (Community)	E-mail, Web site, Sosyal Medya, Portal, Ofis, Telefon
Z Kuşağı	Web site, Sosyal Medya, Portal, Ofis, Telefon, Fuar

TÜRK PRYSMIAN KABLO SUSTAINABILITY TARGETS

Türk Prysmian Kablo embarked on its sustainability journey in 2019 by defining its vision and formulating a planning methodology around it and we are confident that we can achieve it by setting clear, concrete, and measurable targets focusing on the way our vision guides us and get back to our starting point.

Deriving strength from our values and achievements, we created the Türk Prysmian Cable and Systems 2030 Sustainability Agenda by effectively aligning with trends and collaborating with our stakeholders.

As part of our sustainability journey, which began with our ability to lead both in Turkey and within the Prysmian Group facilities, we have identified our stakeholders and based on our materiality analysis, we have determined our Sign It 2030 targets. Through our efforts, we have contributed to the development of the MEAT Region strategy, and we also developed projects according to our Sign It targets. Please refer to our Sustainability Report for more information about our goals.

The UN 2030 Sustainable Development Goals have inspired and guided us in our journey that was launched with the slogan 'Sign It. For a Better Tomorrow'. In accordance with our stakeholders' feedback and the motivating power of our topics of priority, we examined the impacts of our 2030 vision and determined the standards we should use in 2030.

To assess the global impact of our targets set within the context of 'Sign It', we have correlated them with the Sustainable Development Goals.

We, at Türk Prysmian Kablo, strive to make a positive impact on the global agenda as well as contribute to resource management in our nation through our Sign It targets.

19- MISCELLANEOUS

Transactions with related parties during the reporting period are explained in detail in Footnote 26 of the financial statement published on Public disclosure Platform on 21.02.2023. These transactions are also disclosed on our website.

These transactions are also disclosed on our website.

Furthermore;

As per Turkish Commercial Code no. 6102 and Capital Market Legislation, with respect to parent company and subsidiaries the following is determined;

- All transactions with related parties in the year 2022 were carried out by way of making counter promises measuring up with its peers, in line with the group transfer pricing directives and Transfer Pricing rules, without making any distinction between the country or the company, and they were reasonable within the frame of commercial standards;

- The audits and assessments found that, according to the known circumstances and conditions relating to Related Party Transactions; in each legal transaction between our Company Türk Prysmian Kablo ve Sistemleri A.Ş. and the parent company and subsidiaries mentioned in article 199 of the Turkish Commercial Code, a suitable counter promise was ensured in each legal transaction in 2022, with no taken or avoided measures or the Company suffered no loss by reason of a certain measure being taken or avoided.

As there were no losses, there was no need for loss offsetting.

Annual Activity Report Legal Basis:

Annual activity Report for the Fiscal Period 01.01.2022-31.12.2022 was issued based on the clause three of Article 516, and Article 518 of the Turkish Commercial Code, in accordance with the provisions of the "Regulation on Minimum Content of the Annual Activity Reports" published by the Ministry of Customs and Trade and "Communiqué on Principles of Financial Reporting in Capital Markets" published by the Capital Market Board.

Principles for Preparing the Annual Activity Report:

The annual activity report shall reflect the business stream and the financial position of the company, in all aspects, in an accurate, complete, straight-forward, realistic and honest manner for the relevant fiscal year, taking into consideration the rights and interests of the company. All misleading, exaggerated and untrue statements are avoided. Annual activity report is prepared in a detailed manner to ensure shareholders have complete and accurate access to all kinds of information about company activities.

Annual Activity Report Approval:

The Annual Activity Report of the Group for the fiscal period 01.01.2022-31.12.2022 was approved by the members of the Board of Directors of the Company on 27.02.2023. We are still in the process of preparing the more detailed 2022 Activity Report and will share it with our investors when completed.



KAMUYU AYDINLATMA PLATFORMU

TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş. **Corporate Governance Compliance Report** **2022 - Annual Notification**

Summary

Corporate Governance Compliance Report



Related Companies

Related Funds

	Company Compliance Status					Explanation
	Yes	Partial	No	Exempted	Not Applicable	
Corporate Governance Compliance Report						
1.1. FACILITATING THE EXERCISE OF SHAREHOLDER RIGHTS						
1.1.2- Up-to-date information and disclosures which may affect the exercise of shareholder rights are available to investors at the corporate website.	X					
1.2. RIGHT TO OBTAIN AND REVIEW INFORMATION						
1.2.1 - Management did not enter into any transaction that would complicate the conduct of special audit.					X	The request for the appointment of a special auditor has not yet been regulated as an individual right in the company's articles of association. There was no request during the period regarding the appointment of a special auditor.
1.3. GENERAL ASSEMBLY						
1.3.2 - The company ensures the clarity of the General Assembly agenda, and that an item on the agenda does not cover multiple topics.	X					
1.3.7- Insiders with privileged information have informed the board of directors about transactions conducted on their behalf within the scope of the company's activities in order for these transactions to be presented at the General Shareholders' Meeting.			X			There are no transactions made during the year.
1.3.8 - Members of the board of directors who are concerned with specific agenda items, auditors, and other related persons, as well as the officers who are responsible for the preparation of the financial statements were present at the General Shareholders' Meeting.	X					
1.3.10 - The agenda of the General Shareholders' Meeting included a separate item detailing the amounts and beneficiaries of all donations and contributions.		X				There is a separate item on the agenda, but because there are many donations and beneficiaries, summary information is provided.
1.3.11 - The General Shareholders' Meeting was held open to the public, including the stakeholders, without having the right to speak.		X				There is no media participation.
1.4. VOTING RIGHTS						
1.4.1 - There is no restriction preventing shareholders from exercising their shareholder rights.	X					
1.4.2 - The company does not have shares that carry privileged voting rights.	X					
1.4.3-The company withholds from exercising its voting rights at the General Shareholders' Meeting of any company with which it has cross-ownership, in case such cross-ownership provides management control.	X					
1.5. MINORITY RIGHTS						
1.5.1 - The company pays maximum diligence to the exercise of minority rights.	X					
1.5.2 - The Articles of Association extend the use of minority rights to those who own less than one twentieth of the outstanding shares, and expand the scope of the minority rights.			X			There is no article in the articles of association regarding the extension of minority rights.
1.6. DIVIDEND RIGHT						
1.6.1 - The dividend policy approved by the General Shareholders' Meeting is posted on the company website.	X					
1.6.2 - The dividend distribution policy comprises the minimum information to ensure that the shareholders can have an opinion on the procedure and principles of dividend distributions in the future.	X					
1.6.3 - The reasons for retaining earnings, and their allocations, are stated in the relevant agenda item.					X	Profit distribution is made.

1.6.4 - The board reviewed whether the dividend policy balances the benefits of the shareholders and those of the company.	X					
1.7. TRANSFER OF SHARES						
1.7.1 - There are no restrictions preventing shares from being transferred.	X					
2.1. CORPORATE WEBSITE						
2.1.1. - The company website includes all elements listed in Corporate Governance Principle 2.1.1.	X					
2.1.2 - The shareholding structure (names, privileges, number and ratio of shares, and beneficial owners of more than 5% of the issued share capital) is updated on the website at least every 6 months.			X			There are no real person shareholders holding more than 5% of the issued capital.
2.1.4 - The company website is prepared in other selected foreign languages, in a way to present exactly the same information with the Turkish content.		X				It is prepared in English and the relevant information is updated as needed.
2.2. ANNUAL REPORT						
2.2.1 - The board of directors ensures that the annual report represents a true and complete view of the company's activities.	X					
2.2.2 - The annual report includes all elements listed in Corporate Governance Principle 2.2.2.		X				Article 2.2.2/e has not created a conflict of interest with the institutions it receives services such as investment consultancy and rating, and there is no information on the measures taken to prevent these.
3.1. CORPORATION'S POLICY ON STAKEHOLDERS						
3.1.1- The rights of the stakeholders are protected pursuant to the relevant regulations, contracts and within the framework of bona fides principles.	X					
3.1.3 - Policies or procedures addressing stakeholders' rights are published on the company's website.	X					
3.1.4 - A whistleblowing programme is in place for reporting legal and ethical issues.	X					
3.1.5 - The company addresses conflicts of interest among stakeholders in a balanced manner.	X					
3.2. SUPPORTING THE PARTICIPATION OF THE STAKEHOLDERS IN THE CORPORATION'S MANAGEMENT						
3.2.1 - The Articles of Association, or the internal regulations (terms of reference/manuals), regulate the participation of employees in management.		X				Intra-company regulations have been drawn up; The relevant requirements are not included in the articles of association.
3.2.2 - Surveys/other research techniques, consultation, interviews, observation method etc. were conducted to obtain opinions from stakeholders on decisions that significantly affect them.	X					
3.3. HUMAN RESOURCES POLICY						
3.3.1 - The company has adopted an employment policy ensuring equal opportunities, and a succession plan for all key managerial positions.	X					
3.3.2 - Recruitment criteria are documented.	X					
3.3.3 - The company has a policy on human resources development, and organises trainings for employees.	X					
3.3.4 - Meetings have been organised to inform employees on the financial status of the company, remuneration, career planning, education and health.	X					
3.3.5 - Employees, or their representatives, were notified of decisions impacting them. The opinion of the related trade unions was also taken.	X					
3.3.6 - Job descriptions and performance criteria have been prepared for all employees, announced to them and taken into account to determine employee remuneration.	X					
3.3.7 - Measures (procedures, trainings, raising awareness, goals, monitoring, complaint mechanisms) have been taken to prevent discrimination, and to protect employees against any physical, mental, and emotional mistreatment.	X					
3.3.8 - The company ensures freedom of association and supports the right for collective bargaining.	X					
3.3.9 - A safe working environment for employees is maintained.	X					
3.4. RELATIONS WITH CUSTOMERS AND SUPPLIERS						
3.4.1-The company measured its customer satisfaction, and operated to ensure full customer satisfaction.	X					

3.4.2 - Customers are notified of any delays in handling their requests.	X					
3.4.3 - The company complied with the quality standards with respect to its products and services.	X					
3.4.4 - The company has in place adequate controls to protect the confidentiality of sensitive information and business secrets of its customers and suppliers.	X					
3.5. ETHICAL RULES AND SOCIAL RESPONSIBILITY						
3.5.1 - The board of the corporation has adopted a code of ethics, disclosed on the corporate website.	X					
3.5.2-The company has been mindful of its social responsibility and has adopted measures to prevent corruption and bribery.	X					
4.1. ROLE OF THE BOARD OF DIRECTORS						
4.1.1 - The board of directors has ensured strategy and risks do not threaten the long-term interests of the company, and that effective risk management is in place.	X					
4.1.2 - The agenda and minutes of board meetings indicate that the board of directors discussed and approved strategy, ensured resources were adequately allocated, and monitored company and management performance.	X					
4.2. ACTIVITIES OF THE BOARD OF DIRECTORS						
4.2.1-The board of directors documented its meetings and reported its activities to the shareholders.	X					
4.2.2 - Duties and authorities of the members of the board of directors are disclosed in the annual report.	X					
4.2.3-The board has ensured the company has an internal control framework adequate for its activities, size and complexity.	X					
4.2.4 - Information on the functioning and effectiveness of the internal control system is provided in the annual report.	X					
4.2.5 - The roles of the Chairman and Chief Executive Officer are separated and defined.	X					
4.2.7-The board of directors ensures that the Investor Relations department and the corporate governance committee work effectively. The board works closely with them when communicating and settling disputes with shareholders.	X					
4.2.8 - The company has subscribed to a Directors and Officers liability insurance covering more than 25% of the capital.	X					
4.3. STRUCTURE OF THE BOARD OF DIRECTORS						
4.3.9 - The board of directors has approved the policy on its own composition, setting a minimal target of 25% for female directors. The board annually evaluates its composition and nominates directors so as to be compliant with the policy.	X					Although a written policy has not been established by the Board of Directors, 4 out of 8 board members are women and a 50% ratio has been achieved.
4.3.10 - At least one member of the audit committee has 5 years of experience in audit/accounting and finance.	X					
4.4. BOARD MEETING PROCEDURES						
4.4.1-Each board member attend the majority of the board meetings in person or via an electronic board meeting system	X					Board members residing abroad attend the meetings by "teleconference". Board meetings held in 2021 were held over skype and teams due to covid-19, which has an impact all over the world.
4.4.2 - The board has formally approved a minimum time by which information and documents relevant to the agenda items should be supplied to all board members.	X					There is no minimum duration. However, necessary information and documents are sent to all members in sufficient time.
4.4.3 - The opinions of board members that could not attend the meeting, but did submit their opinion in written format, were presented to other members.	X					
4.4.4 - Each member of the board has one vote.	X					
4.4.5 - The board has a charter/written internal rules defining the meeting procedures of the board.	X					
4.4.6 - Board minutes document that all items on the agenda are discussed, and board resolutions include director's dissenting opinions if any.	X					Since there was no dissenting vote, the minutes were not drawn up.
						Independent members are not restricted from taking on other duties outside the company. Non-independent Members of the Board of

4.4.7-There are limits to external commitments of board members. Shareholders are informed of board members' external commitments at the General Shareholders' Meeting.	X				Directors can take office in related companies outside the group. It was presented to the information of the shareholders in the Annual Report.
4.5. BOARD COMMITTEES					
4.5.5 - Board members serve in only one of the Board's committees.		X			Independent members take part in more than one committee.
4.5.6 - Committees have invited persons to the meetings as deemed necessary to obtain their views.	X				
4.5.7 - If external consultancy services are used, the independence of the provider is stated in the annual report.		X			The Committee did not receive any significant consultancy services other than the independent audit service.
4.5.8 - Minutes of all committee meetings are kept and reported to board members.	X				
4.6. FINANCIAL RIGHTS					
4.6.1-The board of directors has conducted a board performance evaluation to review whether it has discharged all its responsibilities effectively.		X			The Chairman and Vice Chairman of the Board of Directors make the necessary evaluation in the annual report, and there are no relevant performance evaluations in the minutes of the board of directors.
4.6.4-The company did not extend any loans to its board directors or executives, nor extended their lending period or enhanced the amount of those loans, or improve conditions thereon, and did not extend loans under a personal credit title by third parties or provided guarantees such as surety in favour of them.	X				
4.6.5 - The individual remuneration of board members and executives is disclosed in the annual report.			X		In accordance with the Law No. 6698 on the Protection of Personal Data, the total amount is disclosed in terms of categories, rather than on an individual basis.



KAMUYU AYDINLATMA PLATFORMU

TÜRK PRYSMIAN KABLO VE SİSTEMLERİ A.Ş. **Corporate Governance Information Form** **2022 - Annual Notification**

Summary

Corporate Governance Compliance Information Form



1. SHAREHOLDERS

Related Companies []

Related Funds []

1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	In 2021, four webcast meetings were held where financial results for the end of 2020 and three quarters of 2021 were shared.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	No request during the period regarding the appointment of a special auditor.
The number of special audit requests that were accepted at the General Shareholders' Meeting	There was no request for a special auditor at the General Assembly Meeting.
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	https://www.kap.org.tr/tr/Bildirim/915391
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	The General Assembly Meeting documents are not published simultaneously in English.
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	There is no action taken within the scope of principle 1.3.9.
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	All related party transactions and transaction principles have been collectively submitted to the Board of Directors in 2021. In 2021, there were no related party transactions or significant transactions that needed to be submitted for the approval of the General Assembly, since independent members did not approve.
The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	https://www.kap.org.tr/tr/Bildirim/921985
	Our company's corporate website at

The name of the section on the corporate website that demonstrates the donation policy of the company	www.prysmiangroup.com.tr is available under the "Our Policies" heading under the Investor Relations Section.
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	https://www.kap.org.tr/tr/Bildirim/922425
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	Article 11
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	Company employees, representatives, shareholders and independent auditor can attend the General Assembly meeting. General Assembly attendee list link: https://www.kap.org.tr/tr/Bildirim/922425
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Hayır (No)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	Not available.
The percentage of ownership of the largest shareholder	% 83,75
1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	Not available.
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	Our company's corporate website at www.prysmiangroup.com.tr is available under the "Our Policies" heading under the Investor Relations Section.
Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.	The Board of Directors has not made a proposal regarding the distribution of profit.
PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	The Board of Directors has not made a proposal regarding the distribution of profit.

General Assembly Meetings

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
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30/03/ 2022	0	% 83,75	% 83,75	% 83,75	On the corporate website of our company at www.prysmiangroup.com.tr , ?Investor Relations Department? under the heading "General Assemblies".	On the corporate website of our company at www.prysmiangroup.com.tr , ?Investor Relations Department? under the heading "General Assemblies".	On the corporate website of our company at www.prysmiangroup.com.tr , ?Investor Relations Department? under the heading "General Assemblies".	24 www.kap.org.tr/tr/Bildirim/922425
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2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	It is constantly updated under the "Investor Relations" section of the corporate website at www.prysmiangroup.com.tr , as stipulated by the CMB's Corporate Governance Principles, in order to maintain our company's relations with the shareholders more effectively and quickly and to be in constant communication with the shareholders.
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	No real person shareholders owning more than 5% of the shares, based on the latest shareholder list notified to our company by MKK.
List of languages for which the website is available	Turkish English
2.2. Annual Report	
The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	It is included in the Corporate Governance Compliance Report section of the annual report.
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	It is included in the Corporate Governance Compliance Report section of the annual report.
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	It is included in the Corporate Governance Compliance Report section of the annual report.

<p>c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation</p>	<p>Footnote 2 of the independent auditor's report</p>
<p>d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof</p>	<p>Footnote 14 of the independent auditor's report</p>
<p>e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest</p>	<p>Not available.</p>
<p>f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%</p>	<p>Not available.</p>
<p>g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results</p>	<p>It is explained in the Corporate Social Responsibility section of the annual report.</p>

3. STAKEHOLDERS

3. STAKEHOLDERS	
3.1. Corporation's Policy on Stakeholders	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	Find it under the heading "Our Policies" under the Investor Relations Section on our company's corporate website at www.prysmiangroup.com
The number of definitive convictions the company was subject to in relation to breach of employee rights	1
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	The whistle blowing mechanism, initiated by the internal audit department, is used.
The contact detail of the company alert mechanism	https://www.prysmiangroup.com/en/about-us/ethics-integrity/whistleblowing
3.2. Supporting the Participation of the Stakeholders in the Corporation's Management	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	Not available
Corporate bodies where employees are actually represented	It is based on keeping all communication channels open and eliminating all possible obstacles for the participation of company employees in the management. Our company has a union structure and our workers are members of the united metal business union. A suggestion box is used, making it possible to collect and convey suggestions regarding company activities to the senior management without making any distinction between white-collar and blue-collar.

	Participation in the management is supported by various working groups such as panels and workshops formed by the employees of the company at all levels.
3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	The Board of Directors creates the necessary succession plans.
The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	Find it under the heading "Our Policies" under the Investor Relations Section on our company's corporate website at www.prysmiangroup.com
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunuyor (There is an employee stock ownership programme)
The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	Not available
The number of definitive convictions the company is subject to in relation to health and safety measures	Not available
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	It is available under the heading "Ethical Values & Integrity" in the About section of our company's corporate website at https://tr.prysmiangroup.com/en
The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.	Our company's corporate website at www.prysmiangroup.com.tr is available under the "Our Policies" heading under the Investor Relations Section.
Any measures combating any kind of corruption including embezzlement and bribery	https://tr.prysmiangroup.com/en/ethics-integrity

4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	Not available.
Whether the board evaluation was externally facilitated	Hayır (No)
Whether all board members released from their duties at the GSM	Evet (Yes)
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	Board of Directors, Vice Chairman of the Board of Directors, Mr. Ülkü Özcan alone unlimitedly and the Chairman of the Board of Directors, Mr. Halil İbrahim Kongur and Member of the Board of Directors Mr. It has jointly delegated unlimited authority to Ercan Gökdağ.
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	4
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	It is presented in the Corporate Governance Principles Compliance Report section of the annual report.
Name of the Chairman	Halil İbrahim Kongur
Name of the CEO	Ülkü Özcan
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	Different people
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	Our company has issued an insurance policy within the scope of "Manager Liability Insurance", including the members of the Board of Directors and senior managers, due to the damages they may cause to the company through their faults during their

	duties. KAP link link: https://www.kap.org.tr/tr/Bildirim/974684
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	Not available.
The number and ratio of female directors within the Board of Directors	4 people, the rate is 50%.

Composition of Board of Directors

Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	The First Election Date To Board	Link To PDP Notification That Includes The Independency Declaration	Whether the Independent Director Considered By The Nomination Committee	Whether She/He is the Director Who Ceased to Satisfy The Independence or Not	Whether The Director Has At Least 5 Years' Experience On Audit, Accounting And/Or Finance Or Not
Halil İbrahim Kongur	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	30/03/2012	-	-	-	Evet (Yes)
Ülkü Özcan	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	01/06/2021	-	-	-	Evet (Yes)
Ercan Gökdağ	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	31/03/2017	-	-	-	Evet (Yes)
Maria Cristina Bifulco	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	08/07/2020	-	-	-	Evet (Yes)
Robert Van Veen	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	09/08/2021	-	İlgisiz (Not applicable)	-	Evet (Yes)
Banu Uzgur	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	30/03/2018	https://www.kap.org.tr/tr/Bildirim/921639	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
İsmet Su	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	30/03/2018	https://www.kap.org.tr/tr/Bildirim/921639	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)

Mina Ayhan	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	30/03/ 2020	https:// www.kap.org.tr/ tr/Bildirim/ 921639	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)
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4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical or electronic board meetings in the reporting period	As part of the covid measures, all board meetings were held over teams.
Director average attendance rate at board meetings	% 80
Whether the board uses an electronic portal to support its work or not	Evet (Yes)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	Information and documents related to the issues included in the agenda of the Board of Directors meeting are presented to the members of the Board of Directors for examination , sufficient time before the meeting, by ensuring an equal flow of information. The exact time is not specified.
The name of the section on the corporate website that demonstrates information about the board charter	It is stated in Articles 8 and 9 of the Articles of Association within the Corporate Governance section under the Investor Relations Department on the corporate website of the company at www.prysmiangroup.com
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	Not available
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	It is included in the " Corporate Governance Principles Compliance Report" section of the annual report.

Link(s) to the PDP announcement(s) with the board committee charters

<https://www.kap.org.tr/tr/Bildirim/258320>

Composition of Board Committees-I

Names Of The Board Committees	Name Of Committees Defined As " Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Denetim Komitesi (Audit Committee)		İsmet Su	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Banu Uzgur	Hayır (No)	Yönetim kurulu üyesi (Board member)
Denetim Komitesi (Audit Committee)		Mine Ayhan	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Banu Uzgur	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Mine Ayhan	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Nevin Kocabaş*	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Mine Ayhan	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Banu Uzgur	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		İsmet Su	Hayır (No)	Yönetim kurulu üyesi (Board member)

4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	It is included in the Corporate Governance Principles Compliance Report section of the annual report.
Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)	It is included in the Corporate Governance Principles Compliance Report section of the annual report.
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	It is included in the Corporate Governance Principles Compliance Report section of the annual report.
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)	It is included in the Corporate Governance Principles Compliance Report section of the annual report.
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	It is included in the Corporate Governance Principles Compliance Report section of the annual report.
4.6. Financial Rights	
Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)	The "CEO's message" is included in the annual report.
Specify the section of website where remuneration policy for executive and non-executive directors are presented.	Our company's corporate website at www.prysmiangroup.com.tr is available under the heading "Our Policies" under the Investor Relations Section.
Specify where the individual remuneration for board members and senior executives are presented in your	It is stated in the "benefits and services provided to senior executives" section of the Annual Report and in

annual report (Page number or section name in the annual report)

Footnote 26 of the Independent Auditor's Report on Related Party Disclosures.

Composition of Board Committees-II

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Reports On Its Activities Submitted To The Board
Denetim Komitesi (Audit Committee)		% 100	% 100	4	4
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 100	% 66,66	4	4
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 100	% 100	6	6