

## Q&A Regarding Sabancı Holding and Exsa Merger

Hacı Ömer Sabancı Holding AŞ (Sabancı Holding), will carry out a merger transaction by taking over its subsidiary Exsa Export Sanayi Mamulleri Satış ve Araştırma A.Ş. (Exsa) Questions and answers about the transaction are presented as below for our shareholders information.

- **Which methods were taken into account to determine merger ratio? What is the merger ratio?**

In the independent valuation report, that has been prepared by the expert institution, Adjusted Net Asset Value (NAV) Method, (ii) Market Cap Method and (iii) Equity Value Method were considered with respective weights of 50%, 45% and 5%. The merger ratio set as 96.55% upon calculation.

- **What is the net asset value of Sabancı Holding calculated by the expert institution? Which valuation methods were used for the calculation of net asset value?**

Independent institution calculated Sabancı Holding's net asset value at TL 142,085 mn. The institution used market capitalization of listed companies, peer multiple method for Enerjisa Üretim Santralleri AŞ and Temsa Skoda Sabancı Ulaşım Araçları AŞ (Temska Skoda) and book value/adjusted book value method for the rest of the unlisted companies.

- **What is the total asset value of Exsa?**

As per expert institution valuation total asset value of Exsa calculated at TL 6,381mn. Within the total assets, aside from TL 2,069mn in cash Temsa Skoda and Temsa Motorlu Araçlar (TMA) valued at TL 2,151mn and real estate assets valued TL 2,161mn.

- **What are the balance sheet details of Exsa in terms of assets and liabilities?**

Exsa do not have any material liabilities in its balance sheet. Among the assets, aside from cash, Exsa owns real estate assets, 50.0% of Temsa Skoda and 100.0% of TMA through its subsidiaries.

- **Will there be any cash payments to Exsa shareholders as a result of merger?**

Sabancı Holding will take over all the assets and liabilities of Exsa as a result of the merger. Sabancı Holding shares will be given to the shareholders of Exsa as per the swap ratio. There will not be any cash outflow from Sabancı Holding.

- **Will there be any deviation in Sabancı Holding's subsidiaries and affiliates after the merger?**

Sabancı Holding will have direct ownership in Temsa Skoda and TMA with respective shares of %50 and %100. Currently, Sabancı Holding holds indirect ownership on these companies.

- **How will Sabancı Holding utilize the real estate properties that are owned by Exsa?**

Real estate assets that are owned by Exsa will be transferred to a new company that is established via partial split methodology, **Exsa Gayrimenkul Proje Geliştirme A.Ş.** (Exsa Gayrimenkul), in which Sabancı Holding will have %100 stake.

- **What is the purpose of splitting real estate assets into a new company? Will this transaction have an impact on the merger?**

The aim of splitting real estate assets are; i) to manage Exsa's real estate properties more effectively with commercial purposes and ii) to reduce potential real estate risks to Sabancı Holding.

Such partial split will not have any impact on the merger and the valuations as Sabancı Holding will be the sole shareholder (100%) of Exsa Gayrimenkul, and hence own its real estate properties indirectly, after completion of the merger.

- **What will be use of cash from Exsa that will be transferred to Sabancı Holding after the merger?**

The cash that will pass through to Sabancı Holding following the merger will be used within the framework of its strategic priorities and capital allocation criteria that have been previously shared with the public.

- **What was the ownership structure of Exsa before merger?**

The ownership of Exsa was as follows;

Sabancı Holding: 28.8%

Çimsa Çimento Sanayi ve Ticaret AŞ : 32.9%

Other: 38.3%