

**Announcement on the Merger under Türkiye Şiše ve Cam Fabrikaları A.Ş. through the Acquisition by Türkiye Şiše ve Cam Fabrikaları A.Ş. of all Active and Passive Assets of Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayii ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş. and Trakya Cam Sanayii A.Ş. as a Whole -**

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**This announcement was approved by the Capital Markets Board (Board) on ... / ... / 2020.**

**This is the announcement on the merger under Türkiye Şiše ve Cam Fabrikaları A.Ş. through the acquisition by Türkiye Şiše ve Cam Fabrikaları A.Ş. of all active and passive assets of Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayii ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş. and Trakya Cam Sanayii A.Ş. as a whole.**

**The issued share capital of Türkiye Şiše ve Cam Fabrikaları A.Ş. will be increased from TRY 2,250,000,000 to TRY 3,064,228,446.43<sup>1</sup> due to this operation.**

**Approval of the announcement does not mean that the Board guarantees the accuracy of information in the announcement, the merger agreement, the merger report, and the expert opinion which constitutes the basis for the swap ratios.**

**This announcement is published on the websites of Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayii ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş., Trakya Cam Sanayii A.Ş. and Türkiye Şiše ve Cam Fabrikaları A.Ş. at [www.sisecamcamambalaj.com](http://www.sisecamcamambalaj.com), [www.denizlicam.com](http://www.denizlicam.com), [www.pasabahce.com](http://www.pasabahce.com), [www.sisecamkimyasallar.com](http://www.sisecamkimyasallar.com), [www.sisecamduzcam.com](http://www.sisecamduzcam.com) and [www.sisecam.com](http://www.sisecam.com), as well as on the website of the Public Disclosure Platform (PDP) ([www.kap.org.tr](http://www.kap.org.tr)).**

**Pursuant to Article 32 of the Capital Markets Law (CML), those who sign the announcement prepared for the merger or legal entities on behalf of which this document is signed are jointly responsible for damages arising from incorrect, misleading or incomplete information in this document.**

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<sup>1</sup> Revision may be required for the capital increase to be made by ŞİŞECAM and the capital to be obtained after the capital increase, depending on the 'exit rights' to be exercised by the shareholders of ANADOLU CAM, DENİZLİ CAM, SODA SANAYİİ, and TRAKYA CAM, who will participate in the general assembly meetings where the merger will be approved, vote negatively and have their dissenting opinion recorded in the meeting minutes.

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## ABBREVIATIONS AND DEFINITIONS

The following abbreviations and terms in this Announcement have the following meanings:

<b>A.Ş.</b>	: Incorporated Company (Inc.);
<b>USD</b>	: Legal currency of the United States of America;
<b>EURO/EUR</b>	: The legal currency of the Participating Member States, which adopted the single currency in accordance with the European Community Agreement, which was signed in Rome on 25 March 1957 and amended by the Maastricht Agreement of 7 February 1992;
<b>Communiqué on Mergers and Acquisitions</b>	: The Competition Authority's Communiqué No. 2010/4 on Mergers and Acquisitions Requiring Permission from the Competition Board;
<b>BT 2.0</b>	: A working model in which the demands of business groups are analyzed together with technological solutions and demands are effectively converted into projects and production;
<b>Stock Exchange</b>	: Borsa Istanbul A.Ş. (Istanbul Stock Exchange);
<b>Acquiring Company / ŞİŞECAM</b>	: Türkiye Şişe ve Cam Fabrikaları A.Ş.;
<b>Acquired Companies</b>	: jointly ANADOLU CAM, DENİZLİ CAM, PAŞABAHÇE, SODA SANAYİİ and TRAKYA CAM;
<b>Acquired Company 1 / ANADOLU CAM</b>	: Anadolu Cam Sanayii A.Ş.;
<b>Acquired Company 2 / DENİZLİ CAM</b>	: Denizli Cam Sanayii ve Ticaret A.Ş.;
<b>Acquired Company 3 / PAŞABAHÇE</b>	: Paşabahçe Cam Sanayii ve Ticaret A.Ş.;
<b>Acquired Company 4 / SODA SANAYİİ</b>	: Soda Sanayii A.Ş.;
<b>Acquired Company 5 / TRAKYA CAM</b>	: Trakya Cam Sanayii A.Ş.;
<b>EMRA</b>	: Energy Market Regulatory Authority;

<b>PDP</b>	: Public Disclosure Platform;
<b>Board / CMB</b>	: Capital Markets Board;
<b>CTC</b>	: Corporate Tax Code no. 5520;
<b>CRA</b>	: Central Registry Agency;
<b>Competition Law</b>	: Law No. 4055 on the Protection of Competition;
<b>CML</b>	: Capital Markets Law No. 6362;
<b>All Parties</b>	: jointly ANADOLU CAM, DENİZLİ CAM, PAŞABAĞÇE, SODA SANAYİİ, TRAKYA CAM and ŞİŞECAM;
<b>TRY</b>	: Turkish lira;
<b>CPM</b>	: Collaterals / pledges / mortgages;
<b>TCC</b>	: Turkish Commercial Code No. 6102;
<b>TTRG</b>	: Turkish Trade Registry Gazette;
<b>The Valuation Expert's Opinion / Report</b>	: The valuation expert's report of April 27, 2020 prepared by PwC Yönetim Danışmanlığı A.Ş. in accordance with the provisions of Article 7 ( <i>Valuation Expert's Report</i> ) of the Communiqué No. II-23.2, a copy of which is presented in Annex 3 ( <i>Valuation Expert's Report</i> );
<b>Repealed Communiqué No. II-23.1</b>	: The CMB's Communiqué No. II-23.1 on the Common Principles for Transactions of Critical Importance and Exit Rights, which was repealed by the Communiqué No. II-23.3;
<b>Communiqué No. II-23.2</b>	: The CMB's Communiqué No. II-23.2 on Merger and Demerger.
<b>Communiqué No. II-23.3<sup>2</sup></b>	: The CMB's Communiqué No. II-23.3 on the Common Principles for Transactions of Critical Importance and Exit Rights

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<sup>2</sup> Law No. 7222, Amending the Banking Law and Some Laws, entered into force by being published in the Official Gazette on February 25, 2020. With the Law No. 7222, Articles 23 and 24 of the Capital Markets Law were amended

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and, consequently, the necessity to amend the repealed Communiqué No. II-23.1 has arisen. The Communiqué No. II-23.1 was repealed by the Communiqué No II-23.3, which was published in the Official Gazette on 27 June 2020.

In the Interim Article of the Communiqué No. II-23.3., *among others*, the following are laid down: (i) For the transactions of critical importance disclosed to the public before February 25, 2020, shareholders who/which are entitled to exit rights, and their share amounts shall be determined as of February 25, 2020, and in this determination, the matched orders shall be taken into consideration, regardless of settlement being finalized, and additionally, (ii) transactions of critical importance disclosed to the public before the Communiqué No. II-23-3 entered into force shall be concluded according to the provisions of the repealed Communiqué No. II-23.1, without prejudice to the provisions of the first paragraph, and (iii) for the transactions of of critical importance, a resolution of the board of directors may be taken regarding the proposal of the shares subject to the exit rights to other shareholders or investors before their purchase.

Consequently, the provisions of the Communiqué No II-23.1 will apply to the merger, since the merger was announced to the public on 30 January 2020, before 25 February 2020, when the aforementioned Law No. 7222 came into force. However, in accordance with Interim Article 1, 25 February 2020 will be taken into consideration in determining the shareholders who will be entitled to the exit rights and the provisions of the Communiqué No. II-23.3 will apply to the proposal of the exit rights to other shareholders or investors.

## **1. INFORMATION ON THE APPLICATION TO THE STOCK EXCHANGE, IF ANY**

None.

## **2. OPINIONS AND APPROVALS FROM OTHER ORGANIZATIONS**

### **2.1. Information on Competition Board Legislation**

ŞİŞECAM has the majority and hence control of the shares granting voting rights, directly or indirectly, through the shares owned by the Acquired Companies. The control structure of the Acquired Companies remains unchanged following the merger, which takes place among the group companies under the same economic integrity and thus falls under '*intra-group transactions not resulting in a change of control and other transactions*,' as per Article 6 (*Cases Not Considered as a Merger or Acquisition*), paragraph 1/a of the Communiqué on Mergers and Acquisitions. Therefore, as the approval of Competition Board is not required, no application has been filed.

### **2.2. Approval by EMRA**

An application was made to EMRA for the transfer of the production license no. EÜ/3734-18/2289 (issued by the EMRA resolution no. 3734-18 of March 15, 2012) held by SODA SANAYİİ and the production license no. EÜ/9405-2/04543 (issued by the EMRA resolution no. 9405-2 of June 25, 2020) held by TRAKYA CAM to ŞİŞECAM. Consequently, related approvals were obtained with EMRA resolution no. 9436-2 of July 2, 2020, which was declared with a letter no. 85780303-110.01.01.01 for SODA SANAYİİ and a letter no. 85780303-110.01.01.01 for TRAKYA CAM.

## **3. PEOPLE RESPONSIBLE FOR THIS ANNOUNCEMENT**

Under our legal authority and responsibilities and as part of our duty, we declare that the information and data contained in this announcement and its annexes are truthful and that any reasonable care has been taken to ensure that there is no deficiency in the announcement that would change the meaning of this information.

<b>Anadolu Cam Sanayii A.Ş</b> <b>Full Name, Title, Signature, Date</b>	<b>The part under his/her responsibility:</b>
<b>PROF. DR. AHMET KIRMAN</b> <b>Chairman</b> <b>14.07.2020</b>  _____  <b>SİBEL KOÇ KARACAOĞLU</b> <b>Board Member</b> <b>14.07.2020</b>  _____	<b>THE ENTIRE ANNOUNCEMENT</b>
<b>Denizli Cam Sanayii ve Ticaret A.Ş.</b> <b>Full Name, Title, Signature, Date</b>	<b>The part under his/her responsibility:</b>
<b>CEMİL TOKEL</b> <b>Chairman</b> <b>14.07.2020</b>  _____  <b>GÖKHAN GÜRALP</b> <b>Board Member</b> <b>14.07.2020</b>  _____	<b>THE ENTIRE ANNOUNCEMENT</b>



<p><b>Paşabahçe Cam Sanayii ve Ticaret A.Ş.</b>  <b>Full Name, Title, Signature, Date</b></p>	<p><b>The part under his/her responsibility:</b></p>
<p><b>PROF. DR. AHMET KIRMAN</b>  <b>Chairman</b>  <b>14.07.2020</b></p> <p>_____</p> <p><b>GÖKHAN GÜRALP</b>  <b>Board Member</b>  <b>14.07.2020</b></p> <p>_____</p>	<p><b>THE ENTIRE ANNOUNCEMENT</b></p>
<p><b>Soda Sanayii A.Ş.</b>  <b>Full Name, Title, Signature, Date</b></p>	<p><b>The part under his/her responsibility:</b></p>
<p><b>PROF. DR. AHMET KIRMAN</b>  <b>Chairman</b>  <b>14.07.2020</b></p> <p>_____</p> <p><b>UMUT BARIŞ DÖNMEZ</b>  <b>Board Member</b>  <b>14.07.2020</b></p> <p>_____</p>	<p><b>THE ENTIRE ANNOUNCEMENT</b></p>
<p><b>Trakya Cam Sanayii A.Ş</b>  <b>Full Name, Title, Signature, Date</b></p>	<p><b>The part under his/her responsibility:</b></p>

<p><b>PROF. DR. AHMET KIRMAN</b> Chairman 14.07.2020</p> <hr/> <p><b>HÜSEYİN BURAK DAĞLI</b> Board Member 14.07.2020</p> <hr/>	<p><b>THE ENTIRE ANNOUNCEMENT</b></p>
<p><b>Türkiye Şişe ve Cam Fabrikaları A.Ş.</b> Full Name, Title, Signature, Date</p>	<p><b>The part under his/her responsibility:</b></p>
<p><b>PROF. DR. AHMET KIRMAN</b> Vice Chairman and CEO 14.07.2020</p> <hr/> <p><b>MUSTAFA GÖRKEM ELVERİCİ</b> Chief Financial Officer 14.07.2020</p> <hr/>	<p><b>THE ENTIRE ANNOUNCEMENT</b></p>

#### 4. ABSTRACT

This section is the abstract of the announcement and the decision whether to invest in the shares of all Parties should be based on the evaluation of the announcement as a whole.

##### 4.1. General Information on the Companies Involved in the Merger

###### a) Acquiring Company - ŞİŞECAM

<b>Trade Name</b>	: Türkiye Şişe ve Cam Fabrikaları Anonim Şirketi
<b>Registered Address</b>	: İçmeler Mahallesi, D-100 Karayolu Caddesi, No: 44A 34947 Tuzla/İSTANBUL
<b>Trade Registry Office</b>	: Istanbul Trade Registry Office
<b>Trade Registry Number</b>	: 21599
<b>Term</b>	: Indefinite
<b>Subject of Activity</b>	: Glass production and auxiliary/complementary industrial and commercial activities; participation in the capital and management of all kinds of industrial and commercial organizations.
<b>Tax Office</b>	: Major Taxpayers Tax Office
<b>Tax No</b>	: 8150034473
<b>Website</b>	: <a href="http://www.sisecam.com">www.sisecam.com</a>
<b>Independent Auditor</b>	: Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.
<b>Nace Code</b>	: 70.1.0.01 Rev.2.0 - Activities of head offices (including overseeing and managing of other units of the company or enterprise and holding subsidiary management) 74.1.0.02 Rev.2.0 - Other specialized design activities (including designs related to textile, wearing apparel, shoes, furniture and industrial design, excluding the activities of specialized graphic designers and interior decorators)

**The Market where the Capital Market Instrument is Traded** : BIST STARS - Group 1

Information on the capital of ŞİŞECAM is as follows:

- 1. Issued Capital** : TRY 2,250,000,000
- 2. Upper Limit of Registered Capital** : TRY 4,000,000,000

### 3. The Current Shareholders of the Issued Capital:

ŞİŞECAM has adopted the registered capital system, and the upper limit of its registered capital is 4,000,000,000 Turkish Liras. The issued capital of ŞİŞECAM is TRY 2,250,000,000. This capital is divided into 225,000,000,000 bearer shares, each having a nominal value of TRY 0.01.

ŞİŞECAM shareholders, the number and rate of their shares are as follows.

SHAREHOLDER	AMOUNT OF CAPITAL (TRY)	SHARE IN CAPITAL (%)	VOTING RIGHT (%)
Türkiye İş Bankası A.Ş.	1,553,652,040.48	69.05	69.05
Efes Holding A.Ş.	185,093,915.32	8.23	8.23
Other	511,254,044.20	22.72	22.72
<b>TOTAL</b>	<b>2,250,000,000.00</b>	<b>100.00</b>	<b>100.00</b>

ŞİŞECAM is registered with the CMB and its shares are traded on the Stock Exchange since January 3, 1986.

#### b) Acquired Company 1 - ANADOLU CAM

<b>Trade Name</b>	: Anadolu Cam Sanayii A.Ş.
<b>Registered Address</b>	: İçmeler Mahallesi, D-100 Karayolu Caddesi, No: 44A 34947 Tuzla/İSTANBUL
<b>Trade Registry Office</b>	: Istanbul Trade Registry Office
<b>Trade Registry Number</b>	: 103040
<b>Term</b>	: Indefinite
<b>Subject of Activity</b>	: Production and sales of glass containers.
<b>Tax Office</b>	: Major Taxpayers Tax Office
<b>Tax No</b>	: 0680062336
<b>Website</b>	: <a href="http://www.sisecamcamambalaj.com">www.sisecamcamambalaj.com</a>
<b>Independent Auditor</b>	: Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.
<b>Nace Code</b>	: 23.1 3.01 Rev.2.0 - Manufacturing of glass bottles, jars and other containers; drinking glasses; glass-made inner surfaces of thermoses and other vacuum containers; table and kitchen glassware (excluding light bulbs)

**The Market where the Capital** : BIST STARS - Group 2  
**Market Instrument is Traded**

Information on the capital of ANADOLU CAM is as follows:

- 1. Issued Capital** : TRY 750,000,000
- 2. Upper Limit of Registered Capital** : TRY 2,000,000,000
- 3. The Current Shareholders of the Issued Capital:**

ANADOLU CAM has adopted the registered capital system, and the upper limit of its registered capital is 2,000,000,000 Turkish Liras. The issued capital of ANADOLU CAM is 750,000,000 Turkish Liras. Out of this capital, TRY 737,513,894.321 is divided into 73,751,389,432 Group A bearer shares, each having a nominal value of TRY 0.01, and TRY 12,486,105.679 is divided into 1,248,610,568 Group B bearer shares, each having a nominal value of TRY 0.01, total number of bearer shares being 75,000,000,000. All B group shares are owned by ŞİŞECAM<sup>3</sup>. ANADOLU CAM shareholders, the number and rate of their shares are as follows:

SHAREHOLDER	AMOUNT OF CAPITAL (TRY)	SHARE IN CAPITAL (%)	VOTING RIGHT (%)	SHARE GROUP	PRIVILEGE
ŞİŞECAM	574,629,806	76.62	76.62	Group A	None
ŞİŞECAM <sup>4</sup>	12,486,106	1.66	1.66	Group B	Profit share
Others	162,884,088	21.72	21.72	Group A	None
<b>TOTAL</b>	<b>750,000,000.00</b>	<b>100.00</b>	<b>100.00</b>	-	-

ANADOLU CAM is registered with the CMB and its shares are traded on the Stock Exchange since January 3, 1986.

### c) Acquired Company 2 - DENİZLİ CAM

**Trade Name** : Denizli Cam Sanayii ve Ticaret A.Ş.  
**Registered Address** : Bahçelievler Mah. 4013 Sokak No:10 20014  
Merkezefendi / DENİZLİ  
**Trade Registry Office** : Denizli Trade Registry Office

<sup>3</sup> In addition to the privileged shares owned by ŞİŞECAM in the capital of ANADOLU CAM, the privileged shares with a nominal value of TRY 1.048 are monitored in the Dematerialized Unknown Shareholder Account (KAYDBOH), while the privileged share with a nominal value of TRY 0.555 appears in the Investor Compensation Center.

<sup>4</sup> Please see our explanations in the previous footnote.

<b>Trade Registry Number</b>	: 3407
<b>Term</b>	: Indefinite
<b>Subject of Activity</b>	: Production of hand-made (labor-intensive production) soda (crystalline) glassware, crystal glassware and glass rods used for making chandelier beads.
<b>Tax Office</b>	: Pamukkale Tax Office
<b>Tax No</b>	: 2920012553
<b>Website</b>	: <a href="http://www.denizlicam.com">www.denizlicam.com</a>
<b>Independent Auditor</b>	: Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.
<b>Nace Code</b>	: 23.13.01 Manufacturing of Bottles and other Containers of Glass or Crystal
<b>The Market where the Capital Market Instrument is Traded</b>	: BIST MAIN - Group 1

Information on the capital of DENİZLİ CAM is as follows:

- 1. Issued Capital** : TRY 15,000,000
- 2. Upper Limit of Registered Capital** : TRY 25,000,000
- 3. The Current Shareholders of the Issued Capital:**

DENİZLİ CAM has adopted the registered capital system, and the upper limit of its registered capital is 25,000,000 Turkish Liras. The issued capital of DENİZLİ CAM is TRY 15,000,000. This capital is divided into 1,500,000,000 nominative shares, each having a nominal value of TRY 0.01.

DENİZLİ CAM shareholders, the number and rate of their shares are as follows.

SHAREHOLDER	AMOUNT OF CAPITAL (TRY)	SHARE IN CAPITAL (%)	VOTING RIGHT (%)
PAŞABAĞÇE	7,649,999.88	51.00	51.00
ABDULLAH AKINCI	1,250,000.50	8.33	8.33
DENİZLİ CAM MEMBERS' SUPPLEMENTARY PENSION FUND	1,000,000.0	6.67	6.67
OtherS	5,099,999.62	34.00	34.00
<b>TOTAL</b>	<b>15,000,000.00</b>	<b>100.00</b>	<b>100.00</b>

DENİZLİ CAM is registered with the CMB and its shares are traded on the Stock Exchange since July 13, 1987.

#### d) Acquired Company 3 - PAŞABAHÇE

<b>Trade Name</b>	: Paşabahçe Cam Sanayii ve Ticaret A.Ş.
<b>Registered Address</b>	: İçmeler Mahallesi D-100 Karayolu Caddesi No:44/A Tuzla/İSTANBUL
<b>Trade Registry Office</b>	: Istanbul Trade Registry Office
<b>Trade Registry Number</b>	: 119071
<b>Term</b>	: Major Taxpayers Tax Office
<b>Subject of Activity</b>	: Production of soda glassware and heat-resistant glassware.
<b>Tax Office</b>	: Major Taxpayers Tax Office
<b>Tax No</b>	: 7230005479
<b>Website</b>	: <a href="http://www.pasabahce.com">www.pasabahce.com</a>
<b>Independent Auditor</b>	: Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.
<b>Nace Code</b>	: 23.1.3.01 Rev.2.0 - Manufacturing of glass bottles, jars and other containers; drinking glasses; glass-made inner surfaces of thermoses and other vacuum containers; table and kitchen glassware (excluding light bulbs)
<b>The Market where the Capital Market Instrument is Traded</b>	: None.

Information on the capital of PAŞABAHÇE is as follows:

- 1. Principal Capital** : TRY 224,117,049.00
- 2. Upper Limit of Registered Capital** : The company is not subject to the registered capital system.
- 3. The Current Shareholders of the Issued Capital:**

The paid-in capital of PAŞABAHÇE is TRY 224,117,049.00. This capital is divided into 224,117,049 bearer shares, each having a nominal value of TRY 1.

PAŞABAHÇE shareholders, the number and rate of their shares are as follows.

Shareholder's Full Name / Trade Name	Share in the Capital (TRY)	Share in the Capital (%)	Voting Right (%)
ŞİŞECAM	222,937,761.00	99.47	99.47
Islamic Development Bank Inc.	1,179,288.00	0.53	0.53
Total	224,117,049.00	100.00	100.00

#### e) Acquired Company 4 - SODA SANAYİİ

<b>Trade Name</b>	: Soda Sanayii A.Ş.
<b>Registered Address</b>	: İçmeler Mahallesi D -100 Karayolu Caddesi No:44/A 34947 Tuzla/İSTANBUL
<b>Trade Registry Office</b>	: Istanbul Trade Registry Office
<b>Trade Registry Number</b>	: 495852
<b>Term</b>	: Indefinite
<b>Subject of Activity</b>	: a) Establishment of/participation in facilities to produce light soda, heavy soda, sodium bicarbonate, sodium bichromate, sodium sulphide, basic chromium sulphate, chromic acid and any other soda-chromium derivatives, and other products containing soda-chromium; import and export related to their subject of activities; establishment of facilities to produce electrical energy and sales of other by-products with the produced electrical energy; glass fiber production and sales; production and sales of Vitamin K and sodium metabisulfite derivatives.
<b>Tax Office</b>	: Major Taxpayers Tax Office
<b>Tax No</b>	: 7720023498
<b>Website</b>	: www.sisecamkimyasallar.com
<b>Independent Auditor</b>	: Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.
<b>Nace Code</b>	: 20.1.3.07 Rev.2.0 - Manufacturing of other metal salts and basic inorganic chemicals (isotopes and their compounds, salts of oxo-metallic / peroxo-metallic acids, cyanides, borates, hydrogen peroxide, sulphur, roasted iron pyrite, piezoelectricity quartz, etc.)
<b>The Market where the Capital Market Instrument is Traded</b>	: BIST STARS - Group 1

Information on the capital of SODA SANAYİİ is as follows:

1. **Issued Capital** : TRY 1,000,000,000
2. **Upper Limit of Registered Capital** : TRY 2,500,000,000
3. **The Current Shareholders of the Issued Capital:**

SODA SANAYİİ has adopted the registered capital system, and the upper limit of its registered capital is 2,500,000,000 Turkish Liras. The issued capital of SODA SANAYİİ is TRY 1,000,000,000. This capital is divided into 100,000,000,000 nominative shares, each having a nominal value of TRY 0.01.



SODA SANAYİİ shareholders, the number and rate of their shares are as follows.

SHAREHOLDER	AMOUNT OF CAPITAL (TRY)	SHARE IN CAPITAL (%)	VOTING RIGHT (%)
ŞİŞECAM	630,151,677.27	63.02	63.02
Others	369,848,322.73	36.98	36.98
<b>TOTAL</b>	<b>1,000,000,000.00</b>	<b>100.00</b>	<b>100.00</b>

SODA SANAYİİ is registered with the CMB and its shares are traded on the Stock Exchange since April 20, 2000.

#### f) Acquired Company 5 - TRAKYA CAM

<b>Trade Name</b>	: Trakya Cam Sanayii A.Ş.
<b>Registered Address</b>	: İçmeler Mah. D-100 Karayolu Cad. N44/A 34947 Tuzla/İSTANBUL
<b>Trade Registry Office</b>	: Istanbul Trade Registry Office
<b>Trade Registry Number</b>	: 151415
<b>Term</b>	: Indefinite
<b>Subject of Activity</b>	: Production and sales of flat glass, frosted glass, mirror, laminated glass, coated glass, solar glass, auto glass, encapsulated automotive glass, glass for white goods.
<b>Tax Office</b>	: Major Taxpayers Tax Office
<b>Tax No</b>	: 8590048476
<b>Website</b>	: www.sisecamduzcam.com
<b>Independent Auditor</b>	: Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.
<b>Nace Code</b>	: 23.1.1.01 Rev.2.0 - Manufacturing of flat glass in plates or layers (including wired glass, frosted glass, colored or tinted flat glass), (cast, rolled, drawn, blown, float, surface-polished or waxed, but not processed in any other way)
<b>The Market where the Capital Market Instrument is Traded</b>	: BIST STARS - Group 1

Information on the capital of TRAKYA CAM is as follows:

- 1. Issued Capital** : TRY 1,250,000,000
- 2. Upper Limit of Registered Capital** : TRY 3,000,000,000
- 3. The Current Shareholders of the Issued Capital:**

TRAKYA CAM has adopted the registered capital system, and the upper limit of its registered capital is 3,000,000,000 Turkish Liras. The issued capital of TRAKYA CAM is TRY 1,250,000,000. This capital is divided into 125,000,000,000 registered shares, each having a nominal value of TRY 0.01.

TRAKYA CAM shareholders, the number and rate of their shares are as follows.

SHAREHOLDER	AMOUNT OF CAPITAL (TRY)	SHARE IN CAPITAL (%)	VOTING RIGHT (%)
ŞİŞECAM	897,379,559.09	71.79	71.79
Others	352,620,440.91	28.21	28.21
<b>TOTAL</b>	<b>1,250,000,000.00</b>	<b>100.00</b>	<b>100.00</b>

TRAKYA CAM is registered with the CMB and its shares are traded on the Stock Exchange since November 5, 1990.

## 4.2. Information on the Merger

### 4.2.1. Board of Directors' Resolutions of the Parties to the Merger

All Parties decided to start the merger negotiations upon the Board resolutions taken on January 30, 2020. Following this resolution, some additional resolutions were taken in relation with the relevant merger procedures, in compliance with the provisions of the capital market legislation. A summary of the subsequent resolutions is presented below.

#### a) Acquiring Company - ŞİŞECAM:

ŞİŞECAM's Board of Directors took the following resolutions on April 27, 2020: to initiate the merger of ŞİŞECAM with ANADOLU CAM, DENİZLİ CAM, PAŞABAĞÇE, SODA SANAYİİ and TRAKYA CAM by acquisition as per the provisions of CML, repealed Communiqué No. II-23.1, Communiqué No. II-23.2, TTC, CTC, and other relevant laws; to sign the merger agreement; to apply to the CMB for the approval of this Announcement on the merger; and to appoint Prof. Dr. Ahmet Kirman and Mustafa Görkem Elverici to carry out the necessary procedures.

In the following step, the revised merger agreement and merger report were approved by the ŞİŞECAM Board of Directors with the Board resolution dated July 14, 2020.

**b) Acquired Company 1 - ANADOLU CAM:**

ANADOLU CAM's Board of Directors took the following resolutions on April 27, 2020: to initiate the merger of ANADOLU CAM, DENİZLİ CAM, PAŞABAĞÇE, SODA SANAYİİ and TRAKYA CAM with ŞİŞECAM by acquisition as per the provisions of CML, repealed Communiqué No. II-23.1, Communiqué No. II-23.2, TTC, CTC, and other relevant laws; to sign the merger agreement; to apply to the CMB for the approval of this Announcement on the merger; and to appoint Prof. Dr. Ahmet Kırman and Sibel Koç Karacaoğlu to carry out the necessary procedures.

In the following step, the revised merger agreement and merger report were approved by the ANADOLU CAM Board of Directors with the Board resolution dated July 14, 2020.

**c) Acquired Company 2 - DENİZLİ CAM:**

DENİZLİ CAM's Board of Directors took the following resolutions on April 27, 2020: to initiate the merger of DENİZLİ CAM, ANADOLU CAM, PAŞABAĞÇE, SODA SANAYİİ and TRAKYA CAM with ŞİŞECAM by acquisition as per the provisions of CML, repealed Communiqué No. II-23.1, Communiqué No. II-23.2, TTC, CTC, and other relevant laws; to sign the merger agreement; to apply to the CMB for the approval of this Announcement on the merger; and to appoint Cemil Tokel and Sayın Gökhan Güralp to carry out the necessary procedures.

In the following step, the revised merger agreement and merger report were approved by the DENİZLİ CAM Board of Directors with the Board resolution dated July 14, 2020.

**d) Acquired Company 3 - PAŞABAĞÇE:**

PAŞABAĞÇE's Board of Directors took the following resolutions on April 27, 2020: to initiate the merger of PAŞABAĞÇE, ANADOLU CAM, DENİZLİ CAM, SODA SANAYİİ and TRAKYA CAM with ŞİŞECAM by acquisition as per the provisions of CML, repealed Communiqué No. II-23.1, Communiqué No. II-23.2, TTC, CTC, and other relevant laws; to sign the merger agreement; to apply to the CMB for the approval of this Announcement on the merger; and to appoint Prof. Dr. Ahmet Kırman and Gökhan Güralp to carry out the necessary procedures.

In the following step, the revised merger agreement and merger report were approved by the PAŞABAĞÇE Board of Directors with the Board resolution dated July 14, 2020.

**e) Acquired Company 4 - SODA SANAYİİ:**

SODA SANAYİİ's Board of Directors took the following resolutions on April 27, 2020: to initiate the merger of SODA SANAYİİ, ANADOLU CAM, DENİZLİ CAM, PAŞABAHÇE and TRAKYA CAM with ŞİŞECAM by acquisition as per the provisions of CML, repealed Communiqué No. II-23.1, Communiqué No. II-23.2, TTC, CTC, and other relevant laws; to sign the merger agreement; to apply to the CMB for the approval of this Announcement on the merger; and to appoint Prof. Dr. Ahmet Kırman and Umut Barış Dönmez to carry out the necessary procedures.

In the following step, the revised merger agreement and merger report were approved by the SODA SANAYİİ Board of Directors with the Board resolution dated July 14, 2020.

#### **f) Acquired Company 5 - TRAKYA CAM:**

TRAKYA CAM's Board of Directors took the following resolutions on April 27, 2020: to initiate the merger of TRAKYA CAM, ANADOLU CAM, DENİZLİ CAM, PAŞABAHÇE and SODA SANAYİİ with ŞİŞECAM by acquisition as per the provisions of CML, repealed Communiqué No. II-23.1, Communiqué No. II-23.2, TTC, CTC, and other relevant laws; to sign the merger agreement; to apply to the CMB for the approval of this Announcement on the merger; and to appoint Prof. Dr. Ahmet Kırman and Hüseyin Burak Dağlı to carry out the necessary procedures.

In the following step, the revised merger agreement and merger report were approved by the TRAKYA CAM Board of Directors with the Board resolution dated July 14, 2020.

Detailed information on the aforementioned resolutions is presented under 22.1 (*Resolutions of Managing Bodies*).

#### **4.2.2.Essence of the Transaction**

This is a merger under ŞİŞECAM by acquisition of all assets and liabilities of Acquired Companies by ŞİŞECAM as a whole in accordance with the provisions of TCC, CML, CMB's repealed Communiqué No. II-23.1, Communiqué No. II-23.2, and Communiqué No. II-23.3, other communiqués and decisions, and any other related legislation, as well as CTC and General Communiqué No. 1 on the Corporate Tax Regulation, the Trade Registry Regulation, and any other related legislation.

Detailed explanation is presented under 22.2 (*Essence of the Transaction*).

#### **4.2.3.Conditions of the Transaction**

The merger shall depend on the following conditions: (i) reception of legal permissions from the CMB, the Ministry of Trade, and other related authorities, and (ii) the decision of merger by the general assemblies of the All Parties.

There are no other conditions concerning the merger except for those stated above.

Detailed explanation is presented under 22.3 (*Conditions of the Transaction*).

#### **4.2.4. Anticipated stages**

Anticipated stages in the merger are provided hereunder in chronological order:

- Application to the CMB for the approval of the announcement,
- Obtaining legal permissions and approvals,
- Announcement of the right to examine to the shareholders regarding the merger,
- Convocation of the general assemblies of All Parties,
- Approval of the merger in general assemblies,
- Exercise of the exit right,
- Registration and announcement of the merger, and
- Notification to the creditors of All Parties about their rights, and, if necessary, guaranteeing their receivables.

Detailed explanation is presented under 22.4 (*Anticipated Stages*).

#### **4.2.5. Rationale for the Merger**

The merger is planned in line with the group's long-term strategies and competitive goals in global markets, to ensure efficiency, effectiveness, simplicity and agility, considering the potential union of forces that will emerge, with the aim of ensuring that the activities of ŞİŞECAM are gathered under a single roof and that investors contribute positively to the market value of ŞİŞECAM in line with their investment preferences for shares with high transaction volume and depth.

Detailed explanation is presented under 22.5 (*Rationale for the Merger*).

#### **4.2.6. Opinion of the Valuation Expert**

The Valuation Expert's Report constituted the basis for the determination of the merger ratio, the swap ratio, and the amount of the corresponding capital increase to be made by ŞİŞECAM in accordance with the provisions of the relevant legislation, in a fair and reasonable manner.

The merger ratio was determined as 73.42795% by the Valuation Expert's Report; therefore, the amount of capital increase (except for the changes to occur if shareholders exercise their exit rights) to be carried out in relation with this merger shall be TRY 814,228,446.43. Consequently, the capital will be TRY 3,064,228,446.43 following the merger. The Valuation Expert's Report is submitted for the assessment of our shareholders in the attachment (*Annex 3 - Valuation Expert's Report*).

Four different methods are used in the Valuation Expert's Report: (i) income approach, (ii) market approach, (iii) asset-based approach, and (iv) market capitalization approach. The described methods are stated to be sufficient to make a comparative analysis in the calculation of the merger and swap ratios.

Detailed explanation is presented under 22.6 (*Opinion of the Valuation Expert*).

#### **4.3. Risks Related to the Merger**

There is a risk that the merger will not take place if the legal permits and approvals mentioned under 4.2.3 (*Conditions of the Transaction*) cannot be obtained. In addition, the merger cannot take place if the merger has not been approved by the general assembly; there is a significant change in the financial position of All Parties; and the managing bodies have decided to amend the merger agreement or to renounce the merger. Any delay in the anticipated dates will prevent the merger from taking place over the financials as of December 31, 2019.

In addition, financing may be considered depending on the amount to be paid in case of the exercise of exit right. If such a financing need arises but the necessary financing cannot be provided, the merger may not be completed.

Finally, the presence or force majeure cases or the continuation or increased impact of the COVID-19 ('COVID-19') pandemic may complicate, postpone or make it impossible to attend the general assembly, exercise the exit right or to register the approved merger.

Detailed explanation is presented under 7.6 (*Risks Related to the Merger*).

## **5. INDEPENDENT AUDITORS**

### **5.1. The trade name, address and full name of the responsible partner/lead auditor of the independent audit firm that performed the independent audit of the financial statements subject to the merger**

#### **a) Acquiring Company - ŞİŞECAM**

Trade Name : Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.  
Address : Orjin Maslak Plaza Maslak Mah. Eski Büyükdere Cad. No: 27 Kat: 1-5 34485 Sarıyer, İstanbul  
Full Name of the Responsible Partner  
Lead Auditor : Zeynep Okuyan Özdemir

#### **b) Acquired Company 1 - ANADOLU CAM**

Trade Name : Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.  
Address : Orjin Maslak Plaza Maslak Mah. Eski Büyükdere Cad. No: 27 Kat: 1-5 34485 Sarıyer, İstanbul  
Full Name of the Responsible Partner  
Lead Auditor : Zeynep Okuyan Özdemir

**c) Acquired Company 2 - DENİZLİ CAM**

Trade Name : Güney Bağımsız Denetim ve Serbest Muhasebeci Mali  
Müşavirlik A.Ş.  
Address : Orjin Maslak Plaza Maslak Mah. Eski Büyükdere Cad. No:  
27 Kat: 1-5 34485 Sarıyer, İstanbul  
Full Name of the Responsible Partner  
Lead Auditor : Zeynep Okuyan Özdemir

**d) Acquired Company 3 - PAŞABAĞÇE:**

Trade Name : Güney Bağımsız Denetim ve Serbest Muhasebeci Mali  
Müşavirlik A.Ş.  
Address : Orjin Maslak Plaza Maslak Mah. Eski Büyükdere Cad. No:  
27 Kat: 1-5 34485 Sarıyer, İstanbul  
Full Name of the Responsible Partner  
Lead Auditor : Mehmet Can Altıntaş

**e) Acquired Company 4 - SODA SANAYİİ**

Trade Name : Güney Bağımsız Denetim ve Serbest Muhasebeci Mali  
Müşavirlik A.Ş.  
Address : Orjin Maslak Plaza Maslak Mah. Eski Büyükdere Cad. No:  
27 Kat: 1-5 34485 Sarıyer, İstanbul  
Full Name of the Responsible Partner  
Lead Auditor : Zeynep Okuyan Özdemir

**f) Acquired Company 5 - TRAKYA CAM**

Trade Name : Güney Bağımsız Denetim ve Serbest Muhasebeci Mali  
Müşavirlik A.Ş.  
Address : Orjin Maslak Plaza Maslak Mah. Eski Büyükdere Cad. No:  
27 Kat: 1-5 34485 Sarıyer, İstanbul  
Full Name of the Responsible Partner  
Lead Auditor : Tolga Kırelli

**5.2. Information on the removal, dismissal or change of the independent audit firms / responsible partner lead auditor**

None.



## 6. FINANCIAL DATA SELECTED FROM THE FINANCIAL STATEMENTS SUBJECT TO THE MERGER

### 6.1. Date of financial statements subject to merger

The accounting period of the financial statements subject to the merger is January 1, 2019 to December 31, 2019.

### 6.2. Selected financial information

Financial statements subject to the merger are as follows:

#### a) Acquiring Company – ŞİŞECAM:

Financial statements subject to the merger are consolidated financial statements.

Balance sheet (TRY thousand)	31 Dcember 2019 Independently audited	31 December 2018 Independently audited
<b>Current Assets</b>	<b>17,241,254</b>	<b>10,314,397</b>
- Cash and cash equivalentns	8,368,913	3,164,017
- Trade Receivables	3,572,022	3,234,587
- Stocks	3,831,439	3,006,188
<b>Non-current Assets</b>	<b>21,509,584</b>	<b>17,494,244</b>
- Tangible Fixed Assets	14,684,667	12,177,322
- Investment Properties	772,422	729,968
<b>Total Assets</b>	<b>38,750,838</b>	<b>27,808,641</b>
<b>Short-term Liabilities</b>	<b>8,191,171</b>	<b>6,005,159</b>
- Financial Payables	5,250,841	3,675,419
- Trade Payables	2,093,016	1,657,192
<b>Long-term Liabilities</b>	<b>11,426,282</b>	<b>5,090,496</b>
- Financial Payables	10,594,795	4,333,624
<b>Equity</b>	<b>19,133,385</b>	<b>16,712,986</b>
a) Equity of the Parent Company	14,622,505	12,696,168
b) Minority Shares	4,510,880	4,016,818

<b>Profit &amp; Loss Statement (TRY thousand)</b>	<b>1 January - 31 December 2019 Independently audited</b>	<b>1 January - 31 December 2018 Independently audited</b>
<b>Gross Profit/Loss</b>	<b>5,879,655</b>	<b>5,160,951</b>
<b>Operating Profit / Loss</b>	<b>2,927,426</b>	<b>2,988,718</b>
<b>Profit / Loss for the Period from Continuing Activities</b>	<b>2,700,319</b>	<b>3,365,897</b>
<b>Distribution of Profit / Loss for the Period</b>		
- Minority Shares	795,785	1,076,985
- Shares of the Parent Company	1,904,534	2,288,912
<b>Earnings/Loss Per Share</b>	<b>0.8465</b>	<b>1.0173</b>

**b) Acquired Company 1 - ANADOLU CAM:**

Financial statements subject to the merger are consolidated financial statements.

<b>Balance sheet (TRY thousand)</b>	<b>31 Dcember 2019 Independently audited</b>	<b>31 December 2018 Independently audited</b>
<b>Current Assets</b>	<b>2,875,605</b>	<b>1,485,886</b>
- Cash and cash equivalents	989,866	153,458
- Trade Receivables	1,045,160	773,558
- Stocks	614,104	419,254
<b>Non-current Assets</b>	<b>4,397,979</b>	<b>3,515,896</b>
- Tangible Fixed Assets	3,476,037	2,736,694
- Investment Properties	73,742	77,911
<b>Total Assets</b>	<b>7,273,584</b>	<b>5,001,782</b>
<b>Short-term Liabilities</b>	<b>1,974,339</b>	<b>1,385,605</b>
- Financial Payables	1,251,956	818,793
- Trade Payables	575,081	463,253
<b>Long-term Liabilities</b>	<b>2,473,234</b>	<b>1,306,715</b>
- Financial Payables	2,398,426	1,239,811
<b>Equity</b>	<b>2,826,011</b>	<b>2,309,462</b>

c) Equity of the Parent Company	2,826,011	2,309,462
d) Minority Shares	-	-

Profit & Loss Statement (TRY thousand)	1 January - 31 December 2019 Independently audited	1 January - 31 December 2018 Independently audited
Gross Profit/Loss	1,433,624	975,678
Operating Profit / Loss	689,363	459,731
Profit / Loss for the Period from Continuing Activities	527,224	450,743
Distribution of Profit / Loss for the Period	-	-
- Minority Shares	527,224	450,743
- Shares of the Parent Company		
Earnings/Loss Per Share	0.7030	0.6010

**c) Acquired Company 2 - DENİZLİ CAM:**

Financial statements subject to the merger are consolidated financial statements.

Balance sheet (TRY thousand)	31 December 2019 Independently audited	31 December 2018 Independently audited
Current Assets	55,915	53,399
- Cash and cash equivalents	8,696	187
- Trade Receivables	14,826	21,008
- Stocks	17,279	20,210
Non-current Assets	69,871	70,912
- Tangible Fixed Assets	68,008	68,020
- Investment Properties	-	-
Total Assets	125,786	124,311
Short-term Liabilities	47,372	51,803
- Financial Payables	46,644	-
- Trade Payables	8,170	6,949

<b>Long-term Liabilities</b>	<b>13,059</b>	<b>9,501</b>
- <b>Financial Payables</b>	-	-
<b>Equity</b>	<b>65,354</b>	<b>63,007</b>
e) <b>Equity of the Parent Company</b>	<b>65,354</b>	<b>63,007</b>
f) <b>Minority Shares</b>	-	-

<b>Profit &amp; Loss Statement (TRY thousand)</b>	<b>1 January - 31 December 2019 Independently audited</b>	<b>1 January - 31 December 2018 Independently audited</b>
<b>Gross Profit/Loss</b>	<b>17,526</b>	<b>15,330</b>
<b>Operating Profit / Loss</b>	<b>3,040</b>	<b>4,846</b>
<b>Profit / Loss for the Period from Continuing Activities</b>	<b>(5,979)</b>	<b>(379)</b>
<b>Distribution of Profit / Loss for the Period</b>	-	-
- <b>Minority Shares</b>	<b>(5.979)</b>	<b>(379)</b>
- <b>Shares of the Parent Company</b>		
<b>Earnings/Loss Per Share</b>	<b>(0.713)</b>	<b>(0.063)</b>

d) Acquired Company 3 – PAŞABAHÇE:

Financial statements subject to the merger are consolidated financial statements.

<b>Balance sheet (TRY thousand)</b>	<b>31 Dcember 2019 Independently audited</b>	<b>31 December 2018 Independently audited</b>
<b>Current Assets</b>	<b>2,501,372</b>	<b>88,106</b>
- <b>Cash and cash equivalents</b>	<b>405,900</b>	<b>1,934,781</b>
- <b>Trade Receivables</b>	<b>738,449</b>	<b>658,130</b>
- <b>Stocks</b>	<b>1,169,131</b>	<b>1,083,503</b>
<b>Non-current Assets</b>	<b>2,351,454</b>	<b>2,005,401</b>
- <b>Tangible Fixed Assets</b>	<b>2,067,963</b>	<b>1,901,839</b>
- <b>Investment Properties</b>	<b>8,196</b>	<b>8,201</b>
<b>Total Assets</b>	<b>4,852,826</b>	<b>3,940,182</b>

<b>Short-term Liabilities</b>	<b>1,283,140</b>	<b>1,561,394</b>
- Financial Payables	832,672	837,583
- Trade Payables	305,196	271,659
<b>Long-term Liabilities</b>	<b>1,353,877</b>	<b>237,372</b>
- Financial Payables	1,093,240	84,325
<b>Equity</b>	<b>2,215,809</b>	<b>2,141,416</b>
g) Equity of the Parent Company	2,192,581	2,119,312
h) Minority Shares	23,228	22,104

<b>Profit &amp; Loss Statement (TRY thousand)</b>	<b>1 January - 31 December 2019 Independently audited</b>	<b>1 January - 31 December 2018 Independently audited</b>
<b>Gross Profit/Loss</b>	<b>993,152</b>	<b>904,326</b>
<b>Operating Profit / Loss</b>	<b>249,066</b>	<b>296,928</b>
<b>Profit / Loss for the Period from Continuing Activities</b>	<b>36,206</b>	<b>145,024</b>
<b>Distribution of Profit / Loss for the Period</b>		
- Minority Shares	(2,923)	(22)
- Shares of the Parent Company	39,129	145,046
<b>Earnings/Loss Per Share</b>	<b>0.1746</b>	<b>0.6472</b>

e) Acquired Company 4 - SODA SANAYII:

Financial statements subject to the merger are consolidated financial statements.

<b>Balance sheet (TRY thousand)</b>	<b>31 Dcember 2019 Independently audited</b>	<b>31 December 2018 Independently audited</b>
<b>Current Assets</b>	<b>4,053,660</b>	<b>2,612,358</b>
- Cash and cash equivalentents	2,300,473	1,193,467
- Trade Receivables	901,551	735,853
- Stocks	553,396	320,488
<b>Non-current Assets</b>	<b>4,573,764</b>	<b>3,756,700</b>

- Tangible Fixed Assets	2,250,033	2,094,130
- Investment Properties	-	-
<b>Total Assets</b>	<b>8,627,424</b>	<b>6,369,058</b>
<b>Short-term Liabilities</b>	<b>1,524,621</b>	<b>1,086,585</b>
- Financial Payables	410,618	220,684
- Trade Payables	506,213	447,247
<b>Long-term Liabilities</b>	<b>1,360,939</b>	<b>413,278</b>
- Financial Payables	1,308,705	321,328
<b>Equity</b>	<b>5,741,864</b>	<b>4,869,195</b>
i) Equity of the Parent Company	5,741,864	4,862,921
j) Minority Shares	-	6,274

Profit & Loss Statement (TRY thousand)	1 January - 31 December 2019 Independently audited	1 January - 31 December 2018 Independently audited
Gross Profit/Loss	1,432,186	1,316,057
Operating Profit / Loss	868,423	916,749
Profit / Loss for the Period from Continuing Activities	1,108,934	1,557,014
Distribution of Profit / Loss for the Period	-	895
- Minority Shares	1,108,934	1,556,119
- Shares of the Parent Company		
Earnings/Loss Per Share	1.109	1.556

f) Acquired Company 5 - TRAKYA CAM:

Financial statements subject to the merger are consolidated financial statements.

Balance sheet (TRY thousand)	31 Dcember 2019 Independently audited	31 December 2018 Independently audited
<b>Current Assets</b>	<b>6,895,059</b>	<b>3,769,739</b>
- Cash and cash equivalentents	3,928,489	1,339,701

- Trade Receivables	929,956	979,529
- Stocks	1,432,626	1,089,783
<b>Non-current Assets</b>	<b>8,012,586</b>	<b>6,584,127</b>
- Tangible Fixed Assets	5,917,186	4,895,993
- Investment Properties	557	589
<b>Total Assets</b>	<b>14,907,645</b>	<b>10,353,866</b>
<b>Short-term Liabilities</b>	<b>3,803,187</b>	<b>2,151,682</b>
- Financial Payables	2,359,747	1,204,927
- Trade Payables	975,902	597,990
<b>Long-term Liabilities</b>	<b>4,307,915</b>	<b>2,431,999</b>
- Financial Payables	4,000,962	2,116,582
<b>Equity</b>	<b>6,796,543</b>	<b>5,770,185</b>
k) Equity of the Parent Company	6,384,434	5,297,665
l) Minority Shares	412,109	472,520

<b>Profit &amp; Loss Statement (TRY thousand)</b>	<b>1 January - 31 December 2019 Independently audited</b>	<b>1 January - 31 December 2018 Independently audited</b>
<b>Gross Profit/Loss</b>	<b>2,025,293</b>	<b>1,919,929</b>
<b>Operating Profit / Loss</b>	<b>840,712</b>	<b>1,063,089</b>
<b>Profit / Loss for the Period from Continuing Activities</b>	<b>769,014</b>	<b>990,909</b>
<b>Distribution of Profit / Loss for the Period</b>		
- Minority Shares	19,481	40,362
- Shares of the Parent Company	749,533	950,547
<b>Earnings/Loss Per Share</b>	<b>0.5996</b>	<b>0.7604</b>

## 7. RISK FACTORS

### 7.1. Risks Related to<sup>5</sup> the Acquiring Company and its Activities

Risks indicated in the consolidated financial statements related to ŞİŞECAM and its activities are listed below:

#### a) Capital Risk Management

While managing its capital, ŞİŞECAM tries to ensure the sustainability of its operations, and at the same time, aims to increase its profitability, through balanced and efficient utilization of debt and equity.

The risks associated with each capital class along with the capital cost of the ŞİŞECAM are evaluated by ŞİŞECAM (solo) management. Based on the evaluation of ŞİŞECAM (solo) management, it is aimed to balance the capital structure through the payment of dividends and issuance of new shares, as well as by acquiring new debts or repaying the existing debts.

ŞİŞECAM monitors its capital using the debt/total shareholders' equity ratio. This ratio is calculated by dividing net debt by total shareholders' equity. Net debt is calculated by subtracting cash and cash equivalents from total debt (includes financial debts and liabilities, financial leasing and trade payables, as indicated in the financial position table).

As of 31 December 2019 and 31 December 2018, net debt / total shareholders' equity ratio is indicated below in thousand Turkish liras:

	31 December 2019	31 December 2018
Financial liabilities and trade payables	17,938,652	9,666,235
Less: Cash and cash equivalents and financial assets held to maturity	(11,330,250)	(5,767,265)
<b>Net debt</b>	<b>6,608,402</b>	<b>3,898,970</b>
<b>Total equity</b>	<b>19,133,385</b>	<b>16,712,986</b>
<b>Net debt / total equity ratio</b>	<b>35%</b>	<b>23%</b>

<sup>5</sup> In this Announcement, the tables extracted from the financial statements of ŞİŞECAM, ANADOLU CAM, PAŞABAHÇE, SODA SANAYİ and TRAKYA CAM indicate the figures as TRY thousand, unless otherwise stated. This does not include DENİZLİ CAM.



## **b) Financial Risk Factors**

Because of its activities, ŞİŞECAM is subject to market risk (exchange rate risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. ŞİŞECAM's risk management program focuses in general on the minimization of the potential negative impacts of the uncertainties in the financial markets, on the ŞİŞECAM's financial performance.

ŞİŞECAM manages its financial instruments in a centralized manner through the ŞİŞECAM Group's Financial Affairs Department, as per the ŞİŞECAM's risk policies. ŞİŞECAM monitors its cash inflows and outflows through daily reports, monthly cash flow budgets through weekly reports, and annual cash flow budgets through monthly cash reports.

Risk management is carried out by a centralized Risk Management Unit, in line with the policies approved by ŞİŞECAM (solo) Board of Directors. ŞİŞECAM Risk Management Unit defines and assesses the financial risk, and uses tools to mitigate risk, in cooperation with the ŞİŞECAM's operational units. ŞİŞECAM (solo) Board of Directors creates risk management related internal regulations in writing, as well as written procedures which cover various risk classes such as exchange rate risk, interest rate risk, credit risk, methods such as the use of derivative and non-derivative instruments, and guidelines on the management of excess liquidity.

### **b.1) Credit Risk Management**

Holding financial instruments also involves the risk of the counterparty not fulfilling the obligations under the agreement. ŞİŞECAM management mitigates this risk by limiting the average risks of counterparties for each contract, and asking for collateral when necessary. ŞİŞECAM's collection risk arises mainly from its trade receivables. Therefore, this risk is mainly related to ŞİŞECAM's retailers. ŞİŞECAM manages this risk by limiting the credit lines of retailers, and by requesting collateral. ŞİŞECAM continuously monitors the utilization of credit lines and assesses the customer's credit quality considering the customer's financial position, past experiences with the customer and other factors. Trade receivables are assessed according to ŞİŞECAM policies and procedures. Provision is allocated for doubtful receivables, and the net amount is indicated in the financial position table.

Trade receivables include many customers distributed across various industries and geographies. Credit checks are continuously performed based on the trade receivables balances of customers. The details of credit risks exposed to are given below in thousand Turkish liras.

Credit risks exposed to by type of financial instruments	Receivables				Cash and cash equivalents	Financial investments and derivatives
	Trade Receivables		Other receivables			
	Related Party	Other Party	Related Party	Other Party		
<b>Maximum credit risk exposed to as of December 31, 2019 (*) (A+B+C+D+E)</b>	<b>6,829</b>	<b>3,565,468</b>	<b>-</b>	<b>287,457</b>	<b>8,368,516</b>	<b>3,051,251</b>
- The part of the maximum risk secured by collateral, etc.	-	(1,952,758)	-	-	-	-
A. Net book value of financial assets not overdue or impaired	6,829	3,160,385	-	287,457	8,368,516	3,051,251
- The part secured by collateral, etc.	-	(1,894,612)	-	-	-	-
B. Net book value of financial assets whose conditions have been renegotiated; otherwise considered overdue or impaired	-	-	-	-	-	-
- The part secured by collateral, etc.	-	-	-	-	-	-
C. Net book value of assets overdue but not-impaired	-	405,083	-	-	-	-
- The part secured by collateral, etc.	-	(58,146)	-	-	-	-
D. Net book values of impaired assets	-	-	-	-	-	-
- Overdue (gross book value)	-	94,306	-	2,404	-	-
- Impairment (-)	-	(94,306)	-	(2,404)	-	-
- The part of the net value secured by collateral, etc.	-	-	-	-	-	-
- Undue (gross book value)	-	866	-	-	10,279	53,217
- Impairment (-)	-	(866)	-	-	(10,279)	(53,217)
- The part of the net value secured by collateral, etc.	-	-	-	-	-	-
E. Items containing off-financial position table credit risk	-	-	-	-	-	-

(\*) The amount is determined by not taking into account factors such as collaterals received, which provide an increase in credit reliability.

Credit risks exposed to by type of financial instruments	Receivables				Cash and cash equivalents	Financial investments and derivatives
	Trade Receivables		Other receivables			
	Related Party	Other Party	Related Party	Other Party		
<b>Maximum credit risk exposed to as of December 31, 2018 (*) (A+B+C+D+E)</b>	<b>2,292</b>	<b>3,232,594</b>	<b>-</b>	<b>75,363</b>	<b>3,161,016</b>	<b>2,603,248</b>
- The part of the maximum risk secured by collateral, etc.	-	(1,352,056)	-	-	-	-
A. Net book value of financial assets not overdue or impaired	2,292	2,830,513	-	75,363	3,161,016	2,603,248
- The part secured by collateral, etc.	-	(1,258,282)	-	-	-	-
B. Net book value of financial assets whose conditions have been renegotiated; otherwise considered overdue or impaired	-	-	-	-	-	-
- The part secured by collateral, etc.	-	-	-	-	-	-
C. Net book value of assets overdue but not-impaired	-	402,081	-	-	-	-
- The part secured by collateral, etc.	-	(93,774)	-	-	-	-
D. Net book values of impaired assets	-	-	-	-	-	-
- Overdue (gross book value)	-	110,570	-	1,198	-	-
- Impairment (-)	-	(110,570)	-	(1,198)	-	-
- The part of the net value secured by collateral, etc.	-	-	-	-	-	-
- Undue (gross book value)	-	-	-	-	3,035	68,237
- Impairment (-)	-	-	-	-	(3,035)	(68,237)
- The part of the net value secured by collateral, etc.	-	-	-	-	-	-
E. Items containing off-financial position table credit risk	-	-	-	-	-	-

(\*) The amount is determined by not taking into account factors such as collaterals received, which provide an increase in credit reliability.

Total collaterals accepted by ŞİŞECAM from the customers are indicated below in thousand Turkish liras:

	<b>31 December 2019</b>	<b>31 December 2018</b>
Promissory notes and bills	1,237,680	448,695
Letters of guarantees	388,940	601,560
Direct debit system	214,319	223,473
Cash	72,573	35,144
Mortgages	39,246	43,184
	<b>1,952,758</b>	<b>1,352,056</b>

Overdue but not-impaired trade receivables are indicated below in thousand Turkish liras:

	<b>31 December 2019</b>	<b>31 December 2018</b>
Overdue for 1- 30 days	252,148	249,987
Overdue for 1-3 months	57,106	54,576
Overdue for 3-12 months	42,534	67,144
Overdue for 1- 5 years	53,295	30,374
<b>Total overdue receivables</b>	<b>405,083</b>	<b>402,081</b>
<b>The portion under guarantee with collaterals and similar guarantees</b>	<b>58,146</b>	<b>93,774</b>

## **b.2) Liquidity Risk Management**

ŞİŞECAM monitors its cash flows regularly and matches the maturity dates of financial assets and liabilities, thus managing the liquidity risk by ensuring the continuity of sufficient funding and borrowing sources.

A prudent liquidity risk management involves holding sufficient amount of cash, keeping the credit facilities and funding sources available, and to be able to close the market positions.

The funding risk of current and future borrowing requirements is managed by keeping the credit providers available at all times, in terms of both quantity and quality.

### **Liquidity risk tables**

The following table indicates ŞİŞECAM's financial liabilities by their due dates in thousand Turkish liras. The following tables are prepared without discounting ŞİŞECAM's liabilities, based on the earliest dates on which they are required to be repaid. Interest that will be paid on these liabilities is included in the following table.

31 December 2019

<b>Non-derivative financial Liabilities</b>	<b>Carrying value</b>	<b>Total Contractual Cash flows (I+II+III+IV)</b>	<b>Less than 3 Months (I)</b>	<b>3–12 Months (II)</b>	<b>1–5 Years (III)</b>	<b>More than 5 Years (IV)</b>
Bank loans	9,653,849	10,603,803	1,980,262	1,893,620	6,698,908	31,013
Bonds issued	5,982,316	8,569,859	858,331	1,963,939	1,155,963	4,591,626
Financial leases	209,471	321,673	23,809	59,024	154,774	84,066
Trade payables	2,008,862	2,015,154	1,999,594	15,560	-	-
Due to related parties	89,086	89,086	89,086	-	-	-
Other payables	143,166	143,198	112,560	-	30,638	-
<b>Total liabilities</b>	<b>18,086,750</b>	<b>21,742,773</b>	<b>5,063,642</b>	<b>3,932,143</b>	<b>8,040,283</b>	<b>4,706,705</b>

<b>Derivative financial liabilities</b>	<b>Carrying Value</b>	<b>Total Contractual Cash flows (I+II+III+IV)</b>	<b>Less than 3 Months (I)</b>	<b>3–12 Months (II)</b>	<b>1–5 Years (III)</b>	<b>More than 5 Years (IV)</b>
Cash inflows	89,914	89,914	-	25,764	-	64,150
Cash outflows	(113,391)	(113,391)	-	(23,587)	-	(89,804)
	<b>(23,477)</b>	<b>(23,477)</b>	<b>-</b>	<b>2,177</b>	<b>-</b>	<b>(25,654)</b>

31 December 2018

<b>Non derivative financial Liabilities</b>	<b>Carrying value</b>	<b>Total Contractual Cash flows (I+II+III+IV)</b>	<b>Less than 3 Months (I)</b>	<b>3–12 Months (II)</b>	<b>1–5 Years (III)</b>	<b>More than 5 Years (IV)</b>
Bank loans	4,794,029	5,397,302	1,174,180	2,302,039	1,868,719	52,364
Bond issued	2,641,934	2,798,141	-	111,794	2,686,347	-
Other financial liabilities	572,660	572,660	-	572,660	-	-
Financial leases	420	546	251	295	-	-
Trade payables	1,585,037	1,600,434	1,582,550	17,884	-	-
Due to related parties	74,794	74,794	74,794	-	-	-
Other payables	52,005	52,080	50,761	-	1,319	-
<b>Total Liabilities</b>	<b>9,720,879</b>	<b>10,495,957</b>	<b>2,882,536</b>	<b>3,004,672</b>	<b>4,556,385</b>	<b>52,364</b>

<b>Derivative financial liabilities</b>	<b>Carrying Value</b>	<b>Total Contractual Cash flows (I+II+III+IV)</b>	<b>Less than 3 Months (I)</b>	<b>3–12 Months (II)</b>	<b>1–5 Years (III)</b>	<b>More than 5 Years (IV)</b>
Cash inflows	-	-	-	-	-	-
Cash outflows	(280)	(280)	-	(280)	-	-
	<b>(280)</b>	<b>(280)</b>	<b>-</b>	<b>(280)</b>	<b>-</b>	<b>-</b>

### b.3) Market Risk Management

Because of its activities, ŞİŞECAM is subject to financial risks related to the changes in exchange rates and interest rates. Market risks are measured at ŞİŞECAM level, using sensitivity analyses. In the period from 01 January 2019 to 31 December 2019, there has not been any change in the market risk ŞİŞECAM is exposed to, in the method of handling the risks, or in the method of measuring these risks, compared to 31 December 2018.

#### b.3.1) Foreign Currency Risk Management

Transactions carried out in foreign currencies cause exchange rate risk. ŞİŞECAM considers a currency as a foreign currency, if it is different than the valid, functional currency of an economy where its affiliates and subsidiaries are operating.

Distribution of ŞİŞECAM's monetary and non-monetary assets and monetary and non-monetary liabilities in foreign currency is as follows:

<b>Foreign Currency Position as of 31 December 2019</b>				
	<b>TRY equivalent</b>	<b>USD</b>	<b>TRY Equivalent EUR of other Currencies</b>	
1. Trade Receivables	1,128,589	101,057	73,048	42,477
2a. Monetary financial assets (cash and bank accounts included)	7,789,064	864,593	377,727	141,098
2b. Non-monetary financial assets	-	-	-	-
3. Others	78,804	4,397	7,367	3,690
<b>4. Current assets (1+2+3)</b>	<b>8,996,457</b>	<b>970,047</b>	<b>458,142</b>	<b>187,265</b>
5. Trade receivables	-	-	-	-
6a. Monetary financial assets	2,585,312	435,223	-	-
6b. Non-monetary financial assets	-	-	-	-
7. Others	246,108	6,803	30,375	3,685
<b>8. Non-current assets (5+6+7)</b>	<b>2,831,420</b>	<b>442,026</b>	<b>30,375</b>	<b>3,685</b>
<b>9. Total Assets (4+8)</b>	<b>11,827,877</b>	<b>1,412,073</b>	<b>488,517</b>	<b>190,950</b>
10. Trade payables	515,824	23,448	55,924	4,610
11. Financial liabilities	2,220,685	326,310	42,453	-
12. Other monetary liabilities	69,001	6,674	4,409	34
12b. Other non-monetary liabilities	-	-	-	-
<b>13. Short-term liabilities (10+11+12)</b>	<b>2,805,510</b>	<b>356,432</b>	<b>102,786</b>	<b>4,644</b>
14. Trade payables	-	-	-	-
15. Financial liabilities	6,139,363	716,389	283,263	-
16a. Other monetary liabilities	6	1	-	-
16b. Other non-monetary liabilities	-	-	-	-
<b>17. Long-term liabilities (14+15+16)</b>	<b>6,139,369</b>	<b>716,390</b>	<b>283,263</b>	<b>-</b>
<b>18. Total liabilities (13+17)</b>	<b>8,944,879</b>	<b>1,072,822</b>	<b>386,049</b>	<b>4,644</b>
19. Net assets of off-balance sheet derivative items/ (liability) position (19a - 19b)	618,705	575,000	(420,550)	-
19a. Total amount of assets hedged	3,415,615	575,000	-	-

19b. Total amount of liabilities hedged	2,796,910	-	420,550	-
<b>20. Net foreign assets / (liability) position (9-18+19)</b>	<b>3,501,703</b>	<b>914,251</b>	<b>(318,082)</b>	<b>186,306</b>
<b>21. Net foreign currency asset / (liability) / (position of monetary items (=1+2a+5+6a 10-11-12a-14-15-16a))</b>	<b>2,558,086</b>	<b>328,051</b>	<b>64,726</b>	<b>178,931</b>
22. Fair value of derivative instruments used in foreign currency hedge	(23,477)	(3,952)	-	-
23. Export	5,238,524	482,896	364,011	189,179
24. Import	2,299,511	140,496	228,520	52,078

**Foreign Currency Position as of 31 December 2018**

	TRY equivalent	USD	EUR of other Currencies	TRY Equivalent
2. Trade Receivables	1,010,414	114,751	61,131	38,222
2a. Monetary financial assets, (cash and banks included)	3,179,789	263,690	274,261	139,297
2b. Non-monetary financial assets	-	-	-	-
3. Other	158,800	21,369	7,621	441
<b>4. Current assets (1+2+3)</b>	<b>4,349,003</b>	<b>399,810</b>	<b>343,013</b>	<b>177,960</b>
5. Trade receivables	2,445,656	464,874	-	-
6a. Monetary financial assets	-	-	-	-
6b. Non-monetary financial assets	-	-	-	-
7. Other	134,281	2,744	17,948	11,654
<b>8. Non-current assets (5+6+7)</b>	<b>2,579,937</b>	<b>467,618</b>	<b>17,948</b>	<b>11,654</b>
<b>9. Total Assets (4+8)</b>	<b>6,928,940</b>	<b>867,428</b>	<b>360,961</b>	<b>189,614</b>
10. Trade payables	366,037	31,957	30,866	11,854
11. Financial liabilities	494,606	15,116	68,859	-
12a. Other monetary liabilities	60,387	5,849	4,657	1,544
12b. Other non-monetary liabilities	572,660	-	95,000	-
<b>13. Short-term liabilities (10+11+12)</b>	<b>1,493,690</b>	<b>52,922</b>	<b>199,382</b>	<b>13,398</b>
14. Trade payables	-	-	-	-
15. Financial liabilities	3,058,704	525,169	49,078	-
16a. Other monetary liabilities	-	-	-	-
16b. Other non-monetary liabilities	-	-	-	-
<b>17. Long-term liabilities (14+15+16)</b>	<b>3,058,704</b>	<b>525,169</b>	<b>49,078</b>	<b>-</b>
<b>18. Total liabilities (13+17)</b>	<b>4,552,394</b>	<b>578,091</b>	<b>248,460</b>	<b>13,398</b>
19. Net assets of off balance sheet derivative items/ (liability) position (19a - 19b)	-	-	-	-
19a. Total amount of assets hedged	-	-	-	-
19b. Total amount of liabilities hedged	-	-	-	-
<b>20. Net foreign assets / (liability) position (9-18+19)</b>	<b>2,376,546</b>	<b>289,337</b>	<b>112,501</b>	<b>176,216</b>
<b>21. Net foreign currency asset / (liability) / (position of monetary items (=1+2a+5+6a 10-11-12a-14-15-16a))</b>	<b>2,656,125</b>	<b>265,224</b>	<b>181,932</b>	<b>164,121</b>
22. Fair value of derivative instruments used in foreign currency hedge	(280)	(53)	-	-

23. Export	4,270,535	473,026	317,871	180,588
24. Import	1,985,339	154,629	210,015	45,798

The major exchange rate risks of ŞİŞECAM are in US Dollar and Euro. The impact of other currencies is insignificant.

The following table indicates ŞİŞECAM's sensitivity for a 10% increase and decrease in the exchange rates of US Dollar and Euro. The rate of 10% is the rate used within ŞİŞECAM when reporting the exchange rate risk to the senior executives. Sensitivity analysis includes only the monetary items in foreign currencies having an open position as of the end of the accounting period, and indicates the impact of a 10% change on these items at the end of the year. This analysis includes loans utilized from overseas creditors, and other loans used by ŞİŞECAM for overseas activities, where the currency is different than the functional currency of the parties utilizing and using the loan. A positive value indicates an increase in pre-tax profit / loss and in other shareholders' equity items.

### Foreign Currency Sensitivity

	31 December 2019			
	Profit/(Loss)		Equity (*)	
	Foreign currency appreciation	Foreign currency devaluation	Foreign currency appreciation	Foreign currency devaluation
Change of USD against TRY by 10%				
1- USD net assets / liabilities	194,869	(194,869)	2,389	(2,389)
2- USD hedged from risks (-)	341,561	(341,561)	-	-
<b>3- USD net effect (1+2)</b>	<b>536,430</b>	<b>(536,430)</b>	<b>2,389</b>	<b>(2,389)</b>
Change of EUR against TRY by 10%				
4- EUR net assets / liabilities	43,047	(43,047)	1,086,221	(1,086,221)
5- EUR hedged from risks (-)	(279,691)	279,691	-	-
<b>6- EUR net effect (4+5)</b>	<b>(236,644)</b>	<b>236,644</b>	<b>1,086,221</b>	<b>(1,086,221)</b>
Change of other currencies against TRY by 10%				
7- Other currencies net assets / liabilities	17,893	(17,893)	320,474	(320,474)
8- Other currencies hedged from risks (-)	-	-	-	-



<b>9- Other currencies net effect (7+8)</b>	<b>17,893</b>	<b>(17,893)</b>	<b>320,474</b>	<b>(320,474)</b>
<b>Total (3+6+9)</b>	<b>317,679</b>	<b>(317,679)</b>	<b>1,409,084</b>	<b>(1,409,084)</b>

(\*) It refers to the increase or decrease in total equity in case the exchange rates during conversion to TRY change by 10% for affiliates, subsidiaries and business partnerships operating outside Turkey.

	<b>31 December 2018</b>			
	<b>Profit/(Loss)</b>		<b>Equity (*)</b>	
	<u>Foreign currency appreciation</u>	<u>Foreign currency devaluation</u>	<u>Foreign currency appreciation</u>	<u>Foreign currency devaluation</u>
Change of USD against TRY by 10%				
1- USD net assets / liabilities	139,532	(139,532)	75	(75)
2- USD hedged from risks (-)	-	-	-	-
<b>3- USD net effect (1+2)</b>	<b>139,532</b>	<b>(139,532)</b>	<b>75</b>	<b>(75)</b>
Change of EUR against TRY by 10%				
4- EUR net assets / liabilities	109,669	(109,669)	955,453	(955,453)
5- EUR hedged from risks (-)	-	-	-	-
<b>6- EUR net effect (4+5)</b>	<b>109,669</b>	<b>(109,669)</b>	<b>955,453</b>	<b>(955,453)</b>
Change of other currencies against TRY by 10%				
7- Other currencies net assets / liabilities	16,412	(16,412)	248,659	(248,659)
8- Other currencies hedged from risks (-)	-	-	-	-
<b>9- Other currencies net effect (7+8)</b>	<b>16,412</b>	<b>(16,412)</b>	<b>248,659</b>	<b>(248,659)</b>
<b>Total (3+6+9)</b>	<b>265,613</b>	<b>(265,613)</b>	<b>1,204,187</b>	<b>(1,204,187)</b>

(\*) It refers to the increase or decrease in total equity in case the exchange rates during conversion to TRY change by 10% for affiliates, subsidiaries and business partnerships operating outside Turkey.

### **b.3.2) Interest rate risk management**

ŞİŞECAM's financial liabilities cause ŞİŞECAM to be exposed to interest rate risk. Considering the balance of variable rate financial liabilities in the financial position table as of 31 December 2019, if 1% increase or decrease occurs in TRY interest rates and 0.25% increase or decrease occurs in foreign currency interest rates, provided that all other variables remain the same, profit before tax and consolidation will increase or decrease by TRY 15,341,000.

#### **Interest rate sensitivity**

The breakdown of ŞİŞECAM's interest rate sensitive financial instruments is as below:

**31 December 2019**

	<b>Floating Interest</b>	<b>Fixed Interest</b>	<b>Non-interest bearing</b>	<b>Total</b>
<b>Financial assets</b>	-	<b>14,813,077</b>	<b>378,944</b>	<b>15,192,021</b>
Cash and cash equivalents	-	7,991,986	376,927	8,368,913
Financial assets	-	2,961,337	-	2,961,337
Available for sale financial assets	-	-	2,017	2,017
Trade receivables	-	3,565,468	-	3,565,468
Due from related parties	-	6,829	-	6,829
Other receivables	-	287,457	-	287,457
<b>Financial Liabilities</b>	<b>3,450,175</b>	<b>14,635,997</b>	<b>578</b>	<b>18,086,750</b>
Bank loans	3,450,175	6,203,096	578	9,653,849
Bonds issued	-	5,982,316	-	5,982,316
Financial leases	-	209,471	-	209,471
Trade payables	-	2,008,862	-	2,008,862
Due to related parties	-	89,086	-	89,086
Other payables	-	143,166	-	143,166

**31 December 2018**

	<b>Floating Interest</b>	<b>Fixed Interest</b>	<b>Non-interest bearing</b>	<b>Total</b>
<b>Financial assets</b>	-	<b>8,746,864</b>	<b>333,103</b>	<b>9,079,967</b>
Cash and cash equivalents	-	2,833,367	330,650	3,164,017
Financial assets	-	2,603,248	-	2,603,248
Available for sale financial assets	-	-	2,453	2,453
Trade receivables	-	3,232,594	-	3,232,594
Due from related parties	-	2,292	-	2,292
Other receivables	-	75,363	-	75,363
<b>Financial liabilities</b>	<b>3,006,526</b>	<b>6,714,073</b>	<b>280</b>	<b>9,720,879</b>
Bank loans	3,006,526	1,787,223	280	4,794,029
Bonds issued	-	2,641,934	-	2,641,934
Other financial liabilities	-	572,660	-	572,660
Financial leases	-	420	-	420
Trade payables	-	1,585,037	-	1,585,037
Due to related parties	-	74,794	-	74,794
Other payables	-	52,005	-	52,005

**b.3.3) Other price risks**

ŞİŞECAM's non-consolidated available-for-sale financial assets are included in the BIST 100 index.

Sensitivity analyses mentioned in the financial report are carried out according to the share price risks as of December 31, 2019.

If, as of December 31, 2019, all other variables remain the same, and the data used in valuation method change 10% up or down, net profit/loss will not be affected as of December 31, 2019, as long as the share investments are classified as 'available-for-sale assets' and are not sold or impaired.

There will be an increase / decrease of TRY 190,000 in other equity funds. This situation is mainly due to the changes in the fair value of the available-for-sale shares.

## **7.2. Risks Related to the Industry of Acquiring Company**

The Acquiring Company is a holding company and a significant part of its profit consists of dividend income from affiliates and subsidiaries. Accordingly, there is a need to evaluate the risk factors related to the industries in which the Acquiring Company's affiliates are active as risk factors that may affect the Acquiring Company.

**Macroeconomic Risks** – Most of the sales of ŞİŞECAM are to the customers based in Turkey, Russia and the European Union. Macroeconomic problems that may be encountered in these markets may decrease the demand for the products manufactured by ŞİŞECAM companies. This low demand may have significantly adverse effects on the sales revenues and costs of ŞİŞECAM, as well as the Acquiring Company's profitability, value and projections. Products manufactured by ŞİŞECAM companies are mostly used in the industries of construction, automotive, tourism, white goods, retail, and catering. If the customer demand for the products and services in these industries falls, sales revenues of ŞİŞECAM companies may fall significantly.

**Overcapacity** – ŞİŞECAM companies are operating in markets where supply has historically exceeded demand, leading to an overcapacity problem. Although demand has slowly increased in the recent past, mitigating the problem of overcapacity, there is a risk that this problem will emerge again in the future. In the future, ŞİŞECAM companies may have to operate in a much more competitive environment if the demand decreases for various reasons, or the supply increases with new investments. They may have to sell their products for much lower prices compared to the current price levels. This may adversely affect the Acquiring Company's profitability, value and projections. The glass industry cannot easily cut down production due to the structural characteristics of furnaces. Even when the demand decreases, they continue production and increase their stocks. Because of this fact, after the low-level demand period ends, the prices may not rapidly come to levels so as to maintain today's profit margins. Under these circumstances, ŞİŞECAM companies will require more working capital, and it is possible that the financing levels and costs may not be favorable.

***Energy and Raw Material Costs*** – Energy and raw material costs are significant components in the production of glass and soda. There is a foreign currency indexed pricing mechanism in place, both for energy and raw materials. Any increase in energy and raw material costs may not be completely reflected to the customers by ŞİŞECAM companies, and this may adversely affect the Acquiring Company's profitability, value and projections. Problems and delays in the supply of energy and raw materials may also cause interruption in the production activities of ŞİŞECAM companies, and prevent them from maintaining a sufficient and timely supply to the market. Such a case will not only affect the short-term sales of the Acquiring Company, but will also adversely affect it in the medium and long term, because the competitors of ŞİŞECAM companies may have increased their market share.

***Dependency on Customers*** – Excluding Paşabahçe Mağazaları A.Ş., which has a very small share in ŞİŞECAM's consolidated sales, none of ŞİŞECAM companies sell to end consumers, but they manufacture intermediate products for other manufacturers. Therefore, the demand for the products of ŞİŞECAM companies are directly related to the demand for the products of their customers (or of the customers of their customers), and the competitive success of their customers. If the demand for the products manufactured by the customers of ŞİŞECAM companies is not at a satisfactory level, then it will also affect the demand for the products of ŞİŞECAM companies, and this may adversely affect the Acquiring Company's profitability, value and projections.

***Geographical Distribution of Operations*** – ŞİŞECAM has manufacturing facilities in 14 countries, including the natural soda investment in the United States. The majority of these investments are in Turkey, Russia, India, Egypt, Romania, Bulgaria, and Bosnia-Herzegovina. Some of these countries are emerging countries, and most of them are not economically and politically as stable as the developed countries. If these countries enter into an economically or politically unstable period or experience serious problems in their relations with Turkey, ŞİŞECAM's affiliates in these countries may face difficulties and may not get the necessary support from Turkey. Any such instability may adversely affect the Acquiring Company's profitability, value and projections.

***Legal and Regulatory Risks*** – ŞİŞECAM companies are in the industrial manufacturing business, and therefore, they are subject to various legal regulations, including environmental law, occupational health and safety regulations, labor law, and product standards. There is a risk that these legal regulations change, are applied differently, or interpreted differently than the ongoing practices of ŞİŞECAM companies. Furthermore, ŞİŞECAM companies may incur losses or may be obliged to pay compensation because of the environmental damages or product defects. Any undesired change in the legal regulations to which ŞİŞECAM companies are subject to, or any obligation of environment- or product-related compensation may adversely affect the Acquiring Company's profitability, value and projections.

**Other Risks** – The New Coronavirus COVID-19 outbreak, which has been declared a global pandemic by the World Health Organization (WHO), is expected to have an impact on business plans and projections. Forecasts regarding the duration and size of the effect of COVID-19 differ between All Parties, due to the different dynamics in their business lines and the severity of the COVID-19 pandemic in the countries in which they operate.

The impact of COVID-19 on the business plans of All Parties is expected to be seen in three main items; namely, sales, production volume and investment expenditures. Accordingly, sales, production volumes and investment expenditure estimates in business plans were revised. All Parties have also taken relevant measures (such as temporarily cooling the furnaces, changes in the working order, suspension of operations).

Currently, it is not possible to fully predict the effects of the COVID-19 pandemic. Different effects may occur after new pandemic-related developments in the world and new decisions of All Parties. As a result of the COVID-19 pandemic, the activities of ŞİŞECAM may be affected more than expected, and as a result, the profitability, sales and projections of ŞİŞECAM may be negatively affected.

### **7.3. Risks Related to the Acquired Companies and its Activities**

#### **7.3.1.Acquired Company 1 - ANADOLU CAM<sup>6</sup>**

Risks related to ANADOLU CAM and its activities, also stated in the consolidated financial statements, are listed below.

##### **a) Capital risk management**

While managing its capital, the Group<sup>7</sup> tries to ensure the sustainability of its operations, and at the same time, aims to increase its profitability, through balanced and efficient utilization of debt and equity.

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<sup>6</sup> In this Announcement, the tables extracted from the financial statements of ŞİŞECAM, ANADOLU CAM, PAŞABAHÇE, SODA SANAYİ and TRAKYA CAM indicate the figures as TRY thousand, unless otherwise stated. This does not include DENİZLİ CAM.

<sup>7</sup> The term 'Group' used under this subparagraph 7.3.1 (*Acquired Company 1 - ANADOLU CAM*) refers to ANADOLU CAM, its 9 subsidiaries and one affiliate.

The risks associated with each capital class along with the capital cost of the Group are evaluated by ANADOLU CAM management. Based on the evaluation of ANADOLU CAM management, it is aimed to balance the capital structure through the payment of dividends and issuance of new shares, as well as by acquiring new debts or repaying the existing debts.

The Group monitors its capital using the debt/total shareholders' equity ratio. This ratio is calculated by dividing net debt by total shareholders' equity. Net debt is calculated by subtracting cash and cash equivalents and financial investments from total debt (includes financial debts and liabilities, financial leasing, operating lease, and trade payables, as indicated in the financial position table).

Net debt / total shareholders' equity ratio is as follows, as of 31 December 2019 and 31 December 2018:

	31 December 2019	31 December 2018
Financial liabilities and trade payables	4,225,463	2,521,857
Less: Cash and cash equivalents	(989,866)	(153,458)
Less: Financial investments	(393,743)	(349,420)
<b>Net debt</b>	<b>2,841,854</b>	<b>2,018,979</b>
<b>Total equity</b>	<b>2,826,011</b>	<b>2,309,462</b>
<b>Net debt / total equity ratio</b>	<b>1.01</b>	<b>0.87</b>

## b) Financial Risk Factors

Because of its activities, the Group is subject to market risk (exchange rate risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's risk management program focuses in general on the minimization of the potential negative impacts of the uncertainties in the financial markets, on the Group's financial performance.

The Group manages its financial instruments in a centralized manner through the ŞİŞECAM Group's Financial Affairs Department, within the framework of the Group's risk policies. The Group monitors its cash inflows and outflows through daily reports, monthly cash flow budgets through weekly reports, and annual cash flow budgets through monthly cash reports.

Risk management is carried out by a centralized ŞİŞECAM Risk Management Unit, in line with the policies approved by the Board of Directors of ANADOLU CAM. The Group's Risk Management Unit defines and assesses the financial risk, and uses tools to mitigate risk, in cooperation with the Group's operational units. ANADOLU CAM Board of Directors creates written internal risk management procedures on various risk classes such as exchange rate risk, interest rate risk, credit risk, the use of derivative and non-derivative instruments, and the management of excess liquidity.

### **b.1) Credit Risk Management**

Holding financial instruments also involves the risk of the counterparty not fulfilling the obligations under the agreement. Group management mitigates this risk by limiting the average risks of counterparties, and asking for collateral when necessary. The Group's collection risk arises mainly from its trade receivables. Therefore, this risk is mainly related to the Group's retailers. The Group manages this risk by limiting the credit lines of retailers, and by requesting collateral. The Group continuously monitors the utilization of credit lines and assesses the customer's credit quality considering the customer's financial position, past experiences with the customer and other factors. Trade receivables are assessed according to the Group policies and procedures. Provision is allocated for doubtful receivables, and the net amount is indicated in the financial position table.

Trade receivables include many customers distributed across various industries and geographies. Credit checks are continuously performed based on the trade receivables balances of customers.

The risks that the Group is exposed to by the type of financial instrument are as follows:

Credit risks exposed to by type of financial instruments	Receivables				Cash and cash equivalents	Financial investments and derivatives
	Trade Receivables		Other receivables			
	Related Party	Other Party	Related Party	Other Party		
<b>Maximum credit risk exposed to as of December 31, 2019 (*) (A+B+C+D+E)</b>	<b>2,354</b>	<b>1,042,806</b>	<b>87,522</b>	<b>12,553</b>	<b>989,865</b>	<b>409,081</b>
- The part of the maximum risk secured by collateral, etc.	-	(573,089)	-	-	-	-
A. Net book value of financial assets not overdue or impaired	2,354	973,669	87,522	12,553	989,865	409,081
- The part secured by collateral, etc.	-	(516,295)	-	-	-	-
B. Net book value of financial assets whose conditions have been renegotiated; otherwise considered overdue or impaired	-	-	-	-	-	-
- The part secured by collateral, etc.	-	-	-	-	-	-
C. Net book value of assets overdue but not-impaired	-	69,137	-	-	-	-
- The part secured by collateral, etc.	-	(56,794)	-	-	-	-
D. Net book values of impaired assets	-	-	-	-	-	-
- Overdue (gross book value)	-	11,219	-	10,028	-	-
- Impairment (-)	-	(11,219)	-	(10,028)	-	-
- The part of the net value secured by collateral, etc.	-	-	-	-	-	-
- Undue (gross book value)	-	-	-	-	1,226	6,758
- Impairment (-)	-	-	-	-	(1,226)	(6,758)
- The part of the net value secured by collateral, etc.	-	-	-	-	-	-
E. Items containing off-financial position table credit risk	-	-	-	-	-	-

(\*) The amount is determined by not taking into account factors such as collaterals received, which provide an increase in credit reliability.



Credit risks exposed to by type of financial instruments	Receivables				Cash and cash equivalents	Financial investments and derivatives
	Trade Receivables		Other receivables			
	Related Party	Other Party	Related Party	Other Party		
<b>Maximum credit risk exposed to as of December 31, 2018 (*) (A+B+C+D+E)</b>	<b>2,877</b>	<b>770,681</b>	<b>42,884</b>	<b>10,864</b>	<b>153,587</b>	<b>349,420</b>
- The part of the maximum risk secured by collateral, etc.	-	(312,400)	-	-	-	-
A. Net book value of financial assets not overdue or impaired	2,877	714,197	42,884	10,864	153,587	349,420
- The part secured by collateral, etc.	-	(282,418)	-	-	-	-
B. Net book value of financial assets whose conditions have been renegotiated; otherwise considered overdue or impaired	-	-	-	-	-	-
- The part secured by collateral, etc.	-	-	-	-	-	-
C. Net book value of assets overdue but not-impaired	-	56,484	-	-	-	-
- The part secured by collateral, etc.	-	(29,982)	-	-	-	-
D. Net book values of impaired assets	-	-	-	-	-	-
- Overdue (gross book value)	-	9,899	-	9,827	-	-
- Impairment (-)	-	(9,899)	-	(9,827)	-	-
- The part of the net value secured by collateral, etc.	-	-	-	-	-	-
- Undue (gross book value)	-	-	-	-	136	-
- Impairment (-)	-	-	-	-	(136)	-
- The part of the net value secured by collateral, etc.	-	-	-	-	-	-
E. Items containing off-financial position table credit risk	-	-	-	-	-	-

(\*) The amount is determined by not taking into account factors such as collaterals received, which provide an increase in credit reliability.

Total collaterals accepted by the Group from the customers are as follows:

	31 December 2019	31 December 2018
Domestic and foreign receivable guarantees	449,588	206,886
Letter of guarantees, promissory notes and bills	88,191	73,934
Direct debiting system ("DDS")	27,660	23,930
Mortgages	7,650	7,650
	<b>573,089</b>	<b>312,400</b>

Overdue but not-impaired trade receivables are as follows:

	31 December 2019	31 December 2018
1-30 days	58,680	43,046
1-3 months	8,448	7,463
3-6 months	593	1,876
6-12 months	91	946
1-5 years	1,325	3,153
<b>Total overdue receivables</b>	<b>69,137</b>	<b>56,484</b>
<b>The part under guarantee with collateral, etc</b>	<b>56,794</b>	<b>29,982</b>

## **b.2) Liquidity Risk Management**

The Group tracks its cash flows regularly and matches the maturity dates of financial assets and liabilities, thus managing the liquidity risk by ensuring the continuity of sufficient funding and borrowing sources.

A prudent liquidity risk management involves holding sufficient amount of cash, keeping the credit facilities and funding sources available, and to be able to close the market positions.

The funding risk of current and future borrowing requirements is managed by keeping the credit providers available at all times, in terms of both quantity and quality.

### **Liquidity risk tables**

The table below indicates the Group's financial liabilities by their due dates. The following tables are prepared without discounting the Group's liabilities, based on the earliest dates on which

they are required to be repaid. Interest that will be paid on these liabilities is included in the table below.

31 December 2019						
<b>Non-derivative financial liabilities</b>	<b>Carrying Value</b>	<b>Total cash accordance with contracts (I+II+III+IV)</b>	<b>Outflows in less than 3 months (I)</b>	<b>3-12 months (II)</b>	<b>1-5 years (III)</b>	<b>More than 5 Years (IV)</b>
Bank loans	2,432,917	2,544,009	476,014	96,022	1,959,630	12,343
Bonds issued	1,196,464	1,555,246	7,572	421,687	275,902	850,085
Operational lease liabilities	21,002	36,246	3,784	8,662	11,228	12,572
Trade payables	405,012	406,671	348,019	58,607	45	-
Due to related parties	196,716	201,645	172,496	29,149	-	-
Other financial liabilities	22,394	22,392	7,248	15,144	-	-
	<b>4,274,505</b>	<b>4,766,209</b>	<b>1,015,133</b>	<b>629,271</b>	<b>2,246,805</b>	<b>875,000</b>
<b>Derivative financial liabilities</b>						
Cash inflows	15,338	15,338	494	-	-	14,844
Cash outflows	-	-	-	-	-	-
	<b>15,338</b>	<b>15,338</b>	<b>494</b>	<b>-</b>	<b>-</b>	<b>14,844</b>

31 December 2018						
<b>Non-derivative financial liabilities</b>	<b>Carrying Value</b>	<b>Total cash accordance with contracts (I+II+III+IV)</b>	<b>Outflows in less than 3 months (I)</b>	<b>3-12 months (II)</b>	<b>1-5 years (III)</b>	<b>More than 5 Years (IV)</b>
Bank loans	1,530,218	1,657,650	370,408	449,376	825,736	12,130
Bonds issued	528,386	570,400	-	22,359	548,041	-
Trade payables	365,875	370,577	320,081	49,357	1,139	-
Due to related parties	115,977	116,094	23,211	25,500	67,383	-
Other financial liabilities	15,036	15,036	5,721	9,315	-	-
	<b>2,555,492</b>	<b>2,729,757</b>	<b>719,421</b>	<b>555,907</b>	<b>1,442,299</b>	<b>12,130</b>

### b.3) Market Risk Management

Because of its activities, the Group is subject to financial risks related to the changes in exchange rates and interest rates. Market risks are measured at the Group level, using sensitivity analyses. In the period from January 01, 2019 to December 31, 2019, there has not been any changes in the market risk the Group is exposed to, in the method of handling the risks, or in the method of measuring these risks compared to December 31, 2018.

#### b.3.1) Foreign Currency Risk Management

Transactions carried out in foreign currencies cause exchange rate risk. The Group considers a currency as a foreign currency, if it is different than the valid, functional currency of an economy where the Group's affiliates and subsidiaries are operating.

Based on the Independent Audit Report dated December 31, 2019, distribution of the Group's monetary and non-monetary assets and monetary and non-monetary liabilities in foreign currency is as follows:

		Foreign Currency Position as of 31 December 2019			
		TRY Equivalent	US Dollar	EUR	Other
1.	Trade receivables	228,859	5,198	27,653	14,073
2a.	Monetary financial assets (cash and cash equivalents included)	1,271,159	200,233	10,128	14,373
2b.	Non-monetary financial assets	-	-	-	-
3.	Other	20,924	119	3,037	17
<b>4.</b>	<b>Current Assets (1+2+3)</b>	<b>1,520,942</b>	<b>205,550</b>	<b>40,818</b>	<b>28,463</b>
5.	Trade receivables	-	-	-	-
6a.	Monetary financial assets	-	-	-	-
6b.	Non-monetary financial assets	-	-	-	-
7.	Others	44,143	38	6,603	-
<b>8.</b>	<b>Non-current Assets (5+6+7)</b>	<b>44,143</b>	<b>38</b>	<b>6,603</b>	<b>-</b>
<b>9.</b>	<b>Total Assets (4+8)</b>	<b>1,565,085</b>	<b>205,588</b>	<b>47,421</b>	<b>28,463</b>
10.	Trade payables	77,963	1,147	10,481	1,449
11.	Financial liabilities	398,475	64,593	2,222	-
12a.	Other monetary liabilities	7,307	1,073	141	-
12b.	Other non-monetary liabilities	-	-	-	-
<b>13.</b>	<b>Short-term Liabilities (10+11+12)</b>	<b>483,745</b>	<b>66,813</b>	<b>12,844</b>	<b>1,449</b>
14.	Trade payables	-	-	-	-
15.	Financial liabilities	889,279	142,615	6,333	-
16a.	Other monetary liabilities	-	-	-	-
16b.	Other non-monetary liabilities	-	-	-	-
<b>17.</b>	<b>Long-term Liabilities (14+15+16)</b>	<b>889,279</b>	<b>142,615</b>	<b>6,333</b>	<b>-</b>
<b>18.</b>	<b>Total Liabilities (13+17)</b>	<b>1,373,024</b>	<b>209,428</b>	<b>19,177</b>	<b>1,449</b>
19.	Net asset position of off balance sheet / derivative instruments(19a - 19b)	15,338	133,924	(117,313)	-
19a.	Total amount of assets hedged	795,537	133,924	-	-

19b.	Total amount of liabilities hedged	780,199	-	117,313	-
<b>20.</b>	<b>Net foreign assets / (liability) position (9–18+19)</b>	<b>207,399</b>	<b>130,084</b>	<b>(89,069)</b>	<b>27,014</b>
<b>21.</b>	<b>Net foreign asset / (liability) position of monetary items (=1+2a+3+5+6a-10-11-12a-14-15-16a)</b>	<b>126,994</b>	<b>(3,997)</b>	<b>18,604</b>	<b>26,997</b>
22.	Fair value of financial instruments used in foreign currency hedge	15,338	-	2,306	-
23.	Export	860,389	35,721	96,708	43,901
24.	Import	576,278	6,082	80,805	28,830

<b>Foreign Currency Position as of 31 December 2018</b>					
		<b>TRY Equivalent</b>	<b>US Dollar</b>	<b>EUR</b>	<b>Other</b>
1.	Trade receivables	150,838	7,333	17,418	7,261
2a.	Monetary financial assets (cash and cash equivalents included)	480,718	75,062	13,680	3,364
2b.	Non-monetary financial assets	-	-	-	-
3.	Other	26,482	341	4,038	348
<b>4.</b>	<b>Current Assets (1+2+3)</b>	<b>658,038</b>	<b>82,736</b>	<b>35,136</b>	<b>10,973</b>
5.	Trade receivables	-	-	-	-
6a.	Monetary financial assets	-	-	-	-
6b.	Non-monetary financial assets	-	-	-	-
7.	Others	80,674	260	11,223	11,654
<b>8.</b>	<b>Non-current Assets (5+6+7)</b>	<b>80,674</b>	<b>260</b>	<b>11,223</b>	<b>11,654</b>
<b>9.</b>	<b>Total Assets (4+8)</b>	<b>738,712</b>	<b>82,996</b>	<b>46,359</b>	<b>22,627</b>
10.	Trade payables	109,371	1,682	15,088	9,568
11.	Financial liabilities	71,717	1,885	10,253	-
12a.	Other monetary liabilities	12,609	1,933	404	-
12b.	Other non-monetary liabilities	-	-	-	-
<b>13.</b>	<b>Short-term Liabilities (10+11+12)</b>	<b>193,697</b>	<b>5,500</b>	<b>25,745</b>	<b>9,568</b>
14.	Trade payables	-	-	-	-
15.	Financial liabilities	598,249	103,923	8,547	-
16a.	Other monetary liabilities	-	-	-	-
16b.	Other non-monetary liabilities	-	-	-	-
<b>17.</b>	<b>Long-term Liabilities (14+15+16)</b>	<b>598,249</b>	<b>103,923</b>	<b>8,547</b>	<b>-</b>
<b>18.</b>	<b>Total Liabilities (13+17)</b>	<b>791,946</b>	<b>109,423</b>	<b>34,292</b>	<b>9,568</b>
19.	Net asset position of off balance sheet / derivative instruments(19a - 19b)	-	-	-	-
19a.	Total amount of assets hedged	-	-	-	-
19b.	Total amount of liabilities hedged	-	-	-	-
<b>20.</b>	<b>Net foreign assets / (liability) position (9–18+19)</b>	<b>(53,234)</b>	<b>(26,427)</b>	<b>12,067</b>	<b>13,059</b>
<b>21.</b>	<b>Net foreign asset / (liability) position of monetary items (=1+2a+3+5+6a-10-11-12a-14-15-16a)</b>	<b>(160,390)</b>	<b>(27,028)</b>	<b>(3,194)</b>	<b>1,057</b>
22.	Fair value of financial instruments used in foreign currency hedge	-	-	-	-
23.	Export	506,505	34,257	54,988	28,762
24.	Import	663,667	3,894	107,955	31,787

The major exchange rate risks of the Group are in US Dollar and Euro. The impact of other currencies is insignificant.

### Foreign Currency Sensitivity

The below table indicates the Group's sensitivity for a 10% increase and decrease in the exchange rates of US Dollar and Euro. The rate of 10% is the rate used within the Group when reporting the exchange rate risk to the senior executives. Sensitivity analysis includes only the monetary items in foreign currencies having an open position as of the end of the accounting period, and indicates the impact of a 10% change on these items at the end of the year. This analysis includes loans utilized from overseas creditors, and other loans used by the Group for overseas activities, where the currency is different than the functional currency of the parties getting and using the loan. A positive value indicates an increase in pre-tax profit / loss and in other shareholders' equity items.

	31 December 2019			
	Profit / (Loss)		Equity (*)	
	Foreign currency appreciation	Foreign currency devaluation	Foreign currency appreciation	Foreign currency devaluation
Change of US Dollar against TRY by 10%				
1- US Dollar net assets / liabilities	(2,374)	2,374	-	-
2- US Dollar hedged from risks (-)	79,554	(79,554)	-	-
<b>3- US Dollar net effect (1+2)</b>	<b>77,180</b>	<b>(77,180)</b>	-	-
Change of EUR against TRY by 10%				
4- EUR net assets / liabilities	12,374	(12,374)	286,754	(286,754)
5- EUR hedged from risks (-)	(78,020)	78,020	-	-
<b>6- EUR net effect (4+5)</b>	<b>(65,646)</b>	<b>65,646</b>	<b>286,754</b>	<b>(286,754)</b>
Change of other currencies against TRY by 10%				
7- Other currencies net assets / liabilities	2,699	(2,699)	74,962	(74,962)
8- Other currencies hedged from risks (-)	-	-	-	-
<b>9- Other currencies net effect (7+8)</b>	<b>2,699</b>	<b>(2,699)</b>	<b>74,962</b>	<b>(74,962)</b>
<b>Total (3+6+9)</b>	<b>14,233</b>	<b>(14,233)</b>	<b>361,716</b>	<b>(361,716)</b>

	31 December 2018			
	Profit / (Loss)		Equity (*)	
	Foreign currency appreciation	Foreign currency devaluation	Foreign currency appreciation	Foreign currency devaluation
Change of US Dollar against TRY by 10%				
1- US Dollar net assets / liabilities	(14,219)	14,219	-	-
2- US Dollar hedged from risks (-)	-	-	-	-

<b>3- US Dollar net effect (1+2)</b>	<b>(14,219)</b>	<b>14,219</b>	<b>-</b>	<b>-</b>
Change of EUR against TRY by 10%				
4- EUR net assets / liabilities	(1,925)	1,925	257,328	(257,328)
5- EUR hedged from risks (-)	-	-	-	-
<b>6- EUR net effect (4+5)</b>	<b>(1,925)</b>	<b>1,925</b>	<b>257,328</b>	<b>(257,328)</b>
Change of other currencies against TRY by 10%				
7- Other currencies net assets / liabilities	105	(105)	43,241	(43,241)
8- Other currencies hedged from risks (-)	-	-	-	-
<b>9- Other currencies net effect (7+8)</b>	<b>105</b>	<b>(105)</b>	<b>43,241</b>	<b>(43,241)</b>
<b>Total (3+6+9)</b>	<b>(16,039)</b>	<b>16,039</b>	<b>300,569</b>	<b>(300,569)</b>

(\*) It refers to the increase or decrease in total equity in case the exchange rates during conversion to TRY change by 10% for affiliates, subsidiaries and business partnerships operating outside Turkey.

### **b.3.2) Interest rate risk management**

The Group's financial liabilities cause the Group to be exposed to interest rate risk. The Group's financial liabilities are predominantly variable and fixed interest rate borrowings. Considering the balance of variable rate financial liabilities in the financial position table as of 31 December 2019, if 1% increase or decrease occurs in TRY interest rates, 0.25% increase or decrease occurs in foreign currency interest rates, the profit before tax and consolidation will increase or decrease by TRY 2,372,000 provided that all other variables remain the same.

#### **Interest rate sensitivity**

The breakdown of the Group's interest rate sensitive financial instruments is as below:

	31 December 2019			
	Floating interest	Fixed interest	Non-interest bearing	Total
<b>Financial Assets</b>	<b>-</b>	<b>2,475,590</b>	<b>53,254</b>	<b>2,528,844</b>
Cash and cash equivalents	-	936,612	53,254	989,866
Financial investments	-	393,743	-	393,743
Trade receivables	-	1,042,806	-	1,042,806
Due from related parties	-	89,876	-	89,876
Other receivables	-	12,553	-	12,553
<b>Financial Liabilities</b>	<b>953,911</b>	<b>3,320,594</b>	<b>-</b>	<b>4,274,505</b>
Bank loans	953,911	1,479,006	-	2,432,917
Bond issued	-	1,196,464	-	1,196,464
Operational lease liabilities	-	21,002	-	21,002
Trade payables	-	405,012	-	405,012
Due to related parties	-	196,716	-	196,716
Other payables	-	22,394	-	22,394

31 December 2018				
	Floating interest	Fixed interest	Non-interest bearing	Total
<b>Financial Assets</b>	-	1,298,873	31,311	1,330,184
Cash and cash equivalents	-	122,147	31,311	153,458
Financial investments	-	349,420	-	349,420
Trade receivables	-	770,681	-	770,68
Due from related parties	-	45,761	-	45,761
Other receivables	-	10,864	-	10,864
<b>Financial Liabilities</b>	377,571	2,177,335	586	2,555,492
Bank loans	377,571	1,152,061	586	1,530,218
Bond issued	-	528,386	-	528,386
Trade payables	-	365,875	-	365,875
Due to related parties	-	115,977	-	115,977
Other payables	-	15,036	-	15,036

### b.3.3) Other price risks

Sensitivity analyses mentioned in the financial report are carried out according to the share price risks as of December 31, 2019.

If, as of December 31, 2019, all other variables are fixed and the data in the valuation method is 10% more / less:

As of December 31, 2019, as long as the 'deviation of share investments from fair value' is classified as 'reflected to other comprehensive income', and as long as they are not sold or impaired, net profit/loss will not be affected.

### 7.3.2.Acquired Company 2 - DENİZLİ CAM<sup>8</sup>

Risks related to DENİZLİ CAM and its activities, also stated in the solo financial statements, are given below.

<sup>8</sup> In this Announcement, the tables extracted from the financial statements of ŞİŞECAM, ANADOLU CAM, PAŞABAHÇE, SODA SANAYİ and TRAKYA CAM indicate the figures as TRY thousand, unless otherwise stated. This does not include DENİZLİ CAM.



## a) Capital Risk Management

While managing its capital, DENİZLİ CAM tries to ensure the sustainability of its operations, and at the same time, aims to increase its profitability, through balanced and efficient utilization of debt and equity.

The risks associated with each capital class along with the capital cost of the Group are evaluated by DENİZLİ CAM management. Based on the evaluation of the company's management, it is aimed to balance the capital structure through the payment of dividends and issuance of new shares, as well as by acquiring new debts or repaying the existing debts.

DENİZLİ CAM monitors its capital using the debt/total shareholders' equity ratio. This ratio is calculated by dividing net debt by total shareholders' equity. Net debt is calculated by subtracting cash and cash equivalents from total debt (includes financial debts and liabilities, financial leasing and trade payables, as indicated in the financial position table).

Net debt / total shareholders' equity ratio is as follows, as of 31 December 2019 and 31 December 2018:

	31 December 2019	31 December 2018
Financial debts and trade payables	41,361,017	47,077,998
Minus: Cash and cash equivalents	(8,696,067)	(187,322)
<b>Net debt</b>	<b>32,664,950</b>	<b>46,890,676</b>
<b>Total equity</b>	<b>65,354,266</b>	<b>63,006,996</b>
<b>Net debt / total equity ratio</b>	<b>50%</b>	<b>74%</b>

## b) Financial Risk Factors

### b.1) Credit Risk Management

Because of its activities, DENİZLİ CAM is subject to market risk (exchange rate risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. DENİZLİ CAM's risk management program focuses in general on the minimization of the potential negative impacts of the uncertainties in the financial markets, on the DENİZLİ CAM's financial performance.

DENİZLİ CAM manages its financial instruments within the framework of its risk policies. DENİZLİ CAM monitors its cash inflows and outflows through daily reports, monthly cash flow budgets through weekly reports, and annual cash flow budgets through monthly cash reports.

Risk management is carried out by a centralized Risk Management Unit, in line with the policies approved by the Board of Directors of DENİZLİ CAM. DENİZLİ CAM's Risk Management Unit defines and assesses the financial risk, and uses tools to mitigate risk, in cooperation with the Company's operational units. DENİZLİ CAM Board of Directors creates written internal risk management regulations, as well as written procedures on various risk classes such as exchange rate risk, interest rate risk, credit risk, the use of derivative and non-derivative instruments, and the management of excess liquidity.

As of 31 December 2019, most of the sales of DENİZLİ CAM were made to PAŞABAHÇE, and 99% of its trade receivables consist of receivables from PAŞABAHÇE. There is no collateral for these trade receivables. However, DENİZLİ CAM manages credit risk as per the commercial contract signed with PAŞABAHÇE.

	Trade receivables		Receivables Other receivables		Cash and cash equivalents	Derivative instruments
	Related party	Other party	Related party	Other party		
<b>Credit risks exposed to by type of financial instruments</b>						
<b>Maximum credit risk exposed to as of December 31, 2019</b>						
<b>(*) (A+B+C+D+E)</b>	<b>28,066,482</b>	<b>137,353</b>	<b>-</b>	<b>21,859</b>	<b>8,696,067</b>	<b>-</b>
- The part of the maximum risk secured by collateral, etc.	-	(137,291)	-	-	-	-
F. Net book value of financial assets not overdue or impaired	28,066,482	-	-	21,859	8,696,067	-
- The part secured by collateral, etc.	-	-	-	-	-	-
G. Net book value of financial assets whose conditions have been renegotiated;						
otherwise considered overdue or impaired	-	-	-	-	-	-
- The part secured by collateral, etc.	-	-	-	-	-	-
H. Net book value of assets overdue but not-impaired	-	137,353	-	-	-	-
- The part secured by collateral, etc.	-	(137,291)	-	-	-	-
I. Net book values of impaired assets						
- Overdue (gross book value)	-	866,791	-	-	-	-
- Impairment (-)	-	(866,791)	-	-	-	-
- The part of the net value secured by collateral, etc.	-	-	-	-	-	-
- Undue (gross book value)	-	-	-	-	-	-
- Impairment (-)	-	-	-	-	-	-
- The part of the net value secured by collateral, etc.	-	-	-	-	-	-
<b>E. Items containing off-financial position table credit risk</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

(\*) The amount is determined by not taking into account factors such as collaterals received, which provide an increase in credit reliability.

Credit risks exposed to by type of financial instruments	Receivables					
	Trade receivables		Other receivables		Cash and cash equivalents	Derivative instruments
	Related party	Other party	Related party	Other party		
<b>Maximum credit risk exposed to as of December 31, 2018 (*) (A+B+C+D+E)</b>	<b>31,908,552</b>	<b>384,723</b>	<b>-</b>	<b>20,686</b>	<b>167,847</b>	<b>-</b>
- The part of the maximum risk secured by collateral, etc.	-	<b>(220,290)</b>	-	-	-	-
<b>A.</b> Net book value of financial assets not overdue or impaired	31,908,552	743	-	20,686	167,847	-
- The part secured by collateral, etc.	-	-	-	-	-	-
<b>B.</b> Net book value of financial assets whose conditions have been renegotiated;						
otherwise considered overdue or impaired	-	-	-	-	-	-
- The part secured by collateral, etc.	-	-	-	-	-	-
<b>C.</b> Net book value of assets overdue but not-impaired	-	383,980	-	-	-	-
- The part secured by collateral, etc.	-	(220,290)	-	-	-	-
<b>D.</b> Net book values of impaired assets						
- Overdue (gross book value)	-	664,840	-	-	-	-
- Impairment (-)	-	(664,840)	-	-	-	-
- The part of the net value secured by collateral, etc.	-	-	-	-	-	-
- Undue (gross book value)	-	-	-	-	-	-
- Impairment (-)	-	-	-	-	-	-
- The part of the net value secured by collateral, etc.	-	-	-	-	-	-
<b>E.</b> Items containing off-financial position table credit risk	-	-	-	-	-	-

(\*) The amount is determined by not taking into account factors such as collaterals received, which provide an increase in credit reliability.

Total collaterals received by the Group from the vendors are as follows:

	31 December 2019	31 December 2018
Letters of guarantee	1,416,832	1,066,000
Mortgages	585,000	685,000
Checks and promissory notes given as collateral	234,550	211,000
Cash	40,368	53,479
	<b>2,276,750</b>	<b>2,015,479</b>

Overdue but not-impaired trade receivables are as follows:

	31 December 2019	31 December 2018
Overdue for 1–30 days	-	-
Overdue for 1–3 months	-	-
Overdue for 3–12 months	137,353	383,980
<b>Total overdue receivables</b>	<b>137,353</b>	<b>383,980</b>
<b>The part secured by collateral, etc. (-)</b>	<b>(137,291)</b>	<b>(220,290)</b>

## b.2) Liquidity Risk Management

DENİZLİ CAM tracks its cash flows regularly and matches the maturity dates of financial assets and liabilities, thus managing the liquidity risk by ensuring the continuity of sufficient funding and borrowing sources.

A prudent liquidity risk management involves holding sufficient amount of cash, keeping the credit facilities and funding sources available, and to be able to close the market positions.

The funding risk of current and future borrowing requirements is managed by keeping the credit providers available at all times, in terms of both quantity and quality.

### Liquidity risk tables

The tables below indicate DENİZLİ CAM's financial liabilities by their due dates. The tables below are prepared without discounting DENİZLİ CAM's liabilities, based on the earliest dates on which they are required to be repaid. Interest that will be paid on these liabilities is included in the table below.

		31 December 2019				
		Total cash outflows per contract (I+II+III+IV)	Less than 3 months (I)	3–12 months (II)	1–5 years (III)	More than 5 years (IV)
<b>Non-derivative financial liabilities</b>	<b>Book value</b>					
Bank loans	-	-	-	-	-	-
Financial leasing liabilities	37,165	46,644	30,786	15,858	-	-
Trade payables	6,713,569	6,739,139	6,739,139	-	-	-
Payables to related parties	34,606,742	34,606,742	34,606,742	-	-	-

Other liabilities	40,706	40,706	-	40,706	-	-
<b>Total liabilities</b>	<b>41,398,182</b>	<b>41,433,231</b>	<b>41,376,667</b>	<b>56,564</b>	-	-

As of 31 December 2019, there are no derivative financial assets and liabilities.

		31 December 2018				
Non-derivative financial liabilities	Book value	Total cash outflows per contract	Less than 3 months	3–12 months	1–5 years	More than 5 years
		(I+II+III+IV)	(I)	(II)	(III)	(IV)
Trade payables	6,227,265	6,325,362	6,325,362	-	-	-
Payables to related parties	40,796,917	40,796,917	40,796,917	-	-	-
Other liabilities	53,816	53,816	-	53,816	-	-
<b>Total liabilities</b>	<b>47,077,998</b>	<b>47,176,095</b>	<b>47,122,279</b>	<b>53,816</b>	-	-

As of 31 December 2018, there are no derivative financial assets and liabilities.

### b.3) Market Risk Management

Because of its activities, DENİZLİ CAM is subject to financial risks related to the changes in exchange rates and interest rates. Market risks are measured at the Company level, using sensitivity analyses. In the period from January 1 2019 to December 31, 2019, there has not been any change in the market risk the DENİZLİ CAM is exposed to, in the method of handling the risks, or in the method of measuring these risks compared to December 31, 2018.

#### b.3.1) Foreign Currency Risk Management

Transactions carried out in foreign currencies cause exchange rate risk. DENİZLİ CAM considers a currency as a foreign currency, if it is different than the valid, functional currency of a country where it is operating.

Distribution of DENİZLİ CAM's monetary and non-monetary assets and monetary and non-monetary liabilities in foreign currency is as follows:

**Foreign Currency Position Table as of 31 December  
2019**

	TRY equivalent	US Dollar	Euro	Other
1. Trade receivables	137,291	18,947	3,389	2,205
2a. Monetary financial assets (including cash and bank accounts)	17,655	1,998	870	-
2b. Non-monetary financial assets	-	-	-	-
3. Other	-	-	-	-
<b>4. Current assets (1+2+3)</b>	<b>154,946</b>	<b>20,945</b>	<b>4,259</b>	<b>2,205</b>
5. Trade receivables	-	-	-	-
6a. Monetary financial assets	-	-	-	-
6b. Non-monetary financial assets	-	-	-	-
7. Other	-	-	-	-
<b>8. Fixed assets (5+6+7)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>9. Total assets (4+8)</b>	<b>154,946</b>	<b>20,945</b>	<b>4,259</b>	<b>2,205</b>
10. Trade payables	366,246	54,939	5,999	-
11. Financial liabilities	-	-	-	-
12a. Other monetary liabilities	78,135	1,218	10,661	-
12b. Other non-monetary liabilities	-	-	-	-
<b>13. Short-term liabilities (10+11+12)</b>	<b>444,381</b>	<b>56,157</b>	<b>16,660</b>	<b>-</b>
14. Trade payables	-	-	-	-
15. Financial liabilities	-	-	-	-
16a. Other monetary liabilities	-	-	-	-
16b. Other non-monetary liabilities	-	-	-	-
<b>17. Long-term liabilities (14+15+16)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>18. Total liabilities (13+17)</b>	<b>444,381</b>	<b>56,157</b>	<b>16,660</b>	<b>-</b>
19. Net asset / (liability) position of off-balance sheet derivative instruments (19a-19b)	-	-	-	-
19a. Total amount of assets hedged	-	-	-	-
19b. Total amount of liabilities hedged	-	-	-	-
<b>20. Net position of foreign currency assets / (liabilities) (9-18+19)</b>	<b>(289,435)</b>	<b>(35,212)</b>	<b>(12,401)</b>	<b>2,205</b>
<b>21. Monetary items net foreign asset / (liability) position (=1+2a+5+6a-10-11-12a-14-15-16a)</b>	<b>(289,435)</b>	<b>(35,212)</b>	<b>(12,401)</b>	<b>2,205</b>
22. Total fair value of the financial instruments used for currency hedging	-	-	-	-
23. Exports	-	-	-	-
24. Imports	8,241,652	532,288	793,969	182,801

**Foreign Currency Position Table as of 31 December  
2018**

	TRY equivalent	US Dollar	Euro	Other
1. Trade receivables	311,673	31,051	24,292	1,886
2a. Monetary financial assets (including cash and bank accounts)	61,942	6,391	3,884	4,908
2b. Non-monetary financial assets	-	-	-	-
3. Other	-	-	-	-
<b>4. Current assets (1+2+3)</b>	<b>373,615</b>	<b>37,442</b>	<b>28,176</b>	<b>6,794</b>

5. Trade receivables	-	-	-	-
6a. Monetary financial assets	-	-	-	-
6b. Non-monetary financial assets	-	-	-	-
7. Other	-	-	-	-
<b>8. Fixed assets (5+6+7)</b>	-	-	-	-
<b>9. Total assets (4+8)</b>	<b>373,615</b>	<b>37,442</b>	<b>28,176</b>	<b>6,794</b>
10. Trade payables	189,217	11,153	21,656	-
11. Financial liabilities	-	-	-	-
12a. Other monetary liabilities	204,243	6,980	27,791	-
12b. Other non-monetary liabilities	-	-	-	-
<b>13. Short term liabilities (10+11+12)</b>	<b>393,460</b>	<b>18,133</b>	<b>49,447</b>	-
14. Trade payables	-	-	-	-
15. Financial liabilities	-	-	-	-
16a. Other monetary liabilities	-	-	-	-
16b. Other non-monetary liabilities	-	-	-	-
<b>17. Long term liabilities (14+15+16)</b>	-	-	-	-
<b>18. Total liabilities (13+17)</b>	<b>393,460</b>	<b>18,133</b>	<b>49,447</b>	-
19. Net asset / (liability) position of off-balance sheet derivative instruments (19a-19b)	-	-	-	-
19a. Total amount of assets hedged	-	-	-	-
19b. Total amount of liabilities hedged	-	-	-	-
<b>20. Net position of foreign currency assets / (liabilities) (9-18+19)</b>	<b>(19,845)</b>	<b>19,309</b>	<b>(21,271)</b>	<b>6,794</b>
<b>21. Monetary items net foreign asset / (liability) position (=1+2a+5+6a-10-11-12a-14-15-16a)</b>	<b>(19,845)</b>	<b>19,309</b>	<b>(21,271)</b>	<b>6,794</b>
22. Total fair value of the financial instruments used for currency hedging	-	-	-	-
23. Export	-	-	-	-
24. Import	1,990,288	309,082	74,955	71,717

The major exchange rate risks of DENİZLİ CAM are in US Dollar and Euro. The impact of other currencies is insignificant.

### **Foreign Currency Sensitivity**

The following table indicates the Group's sensitivity for a 10% increase and decrease in the exchange rates of US Dollar and Euro. The rate of 10% is the rate used within the Company when reporting the exchange rate risk to the senior executives. Sensitivity analysis includes only the monetary items in foreign currencies having an open position as of the end of the accounting period, and indicates the impact of a 10% change on these items at the end of the year. This analysis includes loans utilized from overseas creditors, and other loans used by the Company for overseas activities, where the currency is different than the functional currency of the parties getting and using the loan. A positive value indicates an increase in pre-tax profit / loss and in other shareholders' equity items.

31 December 2019

	Profit / (Loss)		Equity	
	Appreciating foreign currency	Depreciating foreign currency	Appreciating foreign currency	Depreciating foreign currency
US Dollar appreciating 10% against TRY				
1- US Dollar net assets/liabilities	(20,917)	20,917	-	-
2- The part hedged against US Dollar risk (-)	-	-	-	-
<b>3- US Dollar net effect (1+2)</b>	<b>(20,917)</b>	<b>20,917</b>	-	-
Euro appreciating 10% against TRY				
4- Euro net assets/liabilities	(8,247)	8,247	-	-
5- The part hedged against Euro risk (-)	-	-	-	-
<b>6- Euro net effect (4+5)</b>	<b>(8,247)</b>	<b>8,247</b>	-	-
Other exchange rates appreciating 10% against TRY				
7- Net assets/liabilities in other currencies	221	(221)	-	-
8- The part hedged against other currencies exchange rate risk (-)	-	-	-	-
<b>9- Net effect of other currencies (7+8)</b>	<b>221</b>	<b>(221)</b>	-	-
<b>Total (3+6+9)</b>	<b>(28,943)</b>	<b>28,943</b>	-	-

	Profit / (Loss)		Equity		31 December 2018
	Appreciating foreign currency	Depreciating foreign currency	Appreciating foreign currency	Depreciating foreign currency	
US Dollar appreciating 10% against TRY					
1- US Dollar net assets/liabilities	10,158	(10,158)	-	-	
2- The part hedged against US Dollar risk (-)	-	-	-	-	
<b>3- US Dollar net effect (1+2)</b>	<b>10,158</b>	<b>(10,158)</b>	-	-	
Euro appreciating 10% against TRY					
4- Euro net assets/liabilities	(12,822)	12,822	-	-	
5- The part hedged against Euro risk (-)	-	-	-	-	
<b>6- Euro net effect (4+5)</b>	<b>(12,822)</b>	<b>12,822</b>	-	-	
Other exchange rates appreciating 10% against TRY					
7- Net assets/liabilities in other currencies	679	(679)	-	-	
8- The part hedged against other currencies exchange rate risk (-)	-	-	-	-	
<b>9- Net effect of other currencies (7+8)</b>	<b>679</b>	<b>(679)</b>	-	-	
<b>Total (3+6+9)</b>	<b>(1,985)</b>	<b>1,985</b>	-	-	

### b.3.2) Interest rate risk management

As of December 31, 2019, the Company does not have any financial liability to be exposed to interest rate risk (December 31, 2018: None).



## **Interest rate sensitivity**

The breakdown of the Company's interest rate sensitive financial instruments is as below:

	<b>31 December 2019</b>			
	<b>Variable interest rate</b>	<b>Fixed interest rate</b>	<b>Not exposed to interest rate risk</b>	<b>Total</b>
<b>Financial assets</b>	-	<b>36,870,501</b>	<b>51,260</b>	<b>36,921,761</b>
Cash and cash equivalents	-	8,644,807	51,260	8,696,067
Trade receivables	-	137,353	-	137,353
Receivables from related parties	-	28,066,482	-	28,066,482
Other receivables	-	21,859	-	21,859
<b>Financial liabilities</b>	<b>34,606,742</b>	<b>6,800,919</b>	-	<b>41,407,661</b>
Bank loans	-	-	-	-
Financial leasing liabilities	-	46,644	-	46,644
Trade payables	-	6,713,569	-	6,713,569
Payables to related parties	34,606,742	-	-	34,606,742
Other liabilities	-	40,706	-	40,706
	<b>31 December 2018</b>			
	<b>Variable interest rate</b>	<b>Fixed interest rate</b>	<b>Not exposed to interest rate risk</b>	<b>Total</b>
<b>Financial assets</b>	-	<b>32,313,961</b>	<b>187,322</b>	<b>32,501,283</b>
Cash and cash equivalents	-	-	187,322	187,322
Trade receivables	-	384,723	-	384,723
Receivables from related parties	-	31,908,552	-	31,908,552
Other receivables	-	20,686	-	20,686
<b>Financial liabilities</b>	<b>40,796,917</b>	<b>6,281,081</b>	-	<b>47,077,998</b>
Bank loans	-	-	-	-
Trade payables	-	6,227,265	-	6,227,265
Payables to related parties	40,796,917	-	-	40,796,917
Other liabilities	-	53,816	-	53,816

### 7.3.3.Acquired Company 3 - PAŞABAHÇE<sup>9</sup>

#### a) Capital Risk Management

While managing its capital, the Group<sup>10</sup> tries to ensure the sustainability of its operations, and at the same time, aims to increase its profitability, through balanced and efficient utilization of debt and equity.

The risks associated with each capital class along with the capital cost of the Group are evaluated by PAŞABAHÇE management. Based on the evaluation of PAŞABAHÇE management, it is aimed to balance the capital structure through the payment of dividends and issuance of new shares, as well as by acquiring new debts or repaying the existing debts.

The Group monitors its capital using the debt/total shareholders' equity ratio. This ratio is calculated by dividing net debt by total shareholders' equity. Net debt is calculated by subtracting cash and cash equivalents from total debt (includes financial debts and liabilities, financial leasing and trade payables, as indicated in the financial position table).

As of 31 December 2019 and 31 December 2018, net debt / total shareholders' equity ratio is presented below in thousand Turkish liras:

	31 December 2019	31 December 2018
Financial liabilities and trade payables	2,231,108	1,193,567
Less: Cash and cash equivalents	(405,900)	(88,106)
<b>Net debt</b>	<b>1,825,208</b>	<b>1,105,461</b>
<b>Total equity</b>	<b>2,215,809</b>	<b>2,141,416</b>
<b>Net debt / total equity ratio</b>	<b>82.4%</b>	<b>51.6%</b>

#### b) Financial Risk Factors

Because of its activities, the Group is subject to market risk (exchange rate risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's risk

<sup>9</sup> In this Announcement, the tables extracted from the financial statements of ŞİŞECAM, ANADOLU CAM, PAŞABAHÇE, SODA SANAYİ and TRAKYA CAM indicate the figures as TRY thousand, unless otherwise stated. This does not include DENİZLİ CAM.

<sup>10</sup> The term 'Group' used under this subparagraph 7.3.3 (*Acquired Company 3 - Paşabahçe*) refers to its subsidiaries, including Paşabahçe and Denizli Cam.

management program focuses in general on the minimization of the potential negative impacts of the uncertainties in the financial markets, on the Group's financial performance.

The Group manages its financial instruments in a centralized manner through the ŞİŞECAM Group Financial Affairs Department, within the framework of the Group's risk policies. The Group monitors its cash inflows and outflows through daily reports, monthly cash flow budgets through weekly reports, and annual cash flow budgets through monthly cash reports.

Risk management is carried out by a centralized Risk Management Unit, in line with the policies approved by the Board of Directors of PAŞABAHÇE. The Group's Risk Management Unit defines and assesses the financial risk, and uses tools to mitigate risk, in cooperation with the Group's operational units. PAŞABAHÇE Board of Directors creates written risk management procedures on various risk classes such as exchange rate risk, interest rate risk, credit risk, the use of derivative and non-derivative instruments, and the management of excess liquidity.

#### **b.1) Credit Risk Management**

Holding financial instruments also involves the risk of the counterparty not fulfilling the obligations under the agreement. Group management mitigates this risk by limiting the average risks of counterparties, and asking for collateral when necessary. The Group's collection risk arises mainly from its trade receivables. Therefore, this risk is mainly related to the Group's retailers. The Group manages this risk by limiting the credit lines of retailers, and by requesting collateral. The Group continuously monitors the utilization of credit lines and assesses the customer's credit quality considering the customer's financial position, past experiences with the customer and other factors. Trade receivables are assessed according to the Group policies and procedures. Provision is allocated for doubtful receivables, and the net amount is indicated in the financial position table.

Trade receivables include many customers distributed across various industries and geographies. Credit checks are continuously performed based on the trade receivables balances of customers.

Credit risks exposed to by type of financial instruments	Receivables				Cash and cash equivalents	Financial investments and derivatives
	Trade Receivables		Other receivables			
	Related Party	Other Party	Related Party	Other Party		
<b>Maximum credit risk exposed to as of December 31, 2019 (*) (A+B+C+D+E)</b>	<b>1,519</b>	<b>736,930</b>	<b>91,364</b>	<b>4,796</b>	<b>405,707</b>	<b>1,453</b>
- The part of the maximum risk secured by collateral, etc.	-	(325,995)	-	-	-	-
A. Net book value of financial assets not overdue or impaired	1,519	689,480	91,364	4,796	406,141	1,453
- The part secured by collateral, etc.	-	(302,870)	-	-	-	-
B. Net book value of financial assets whose conditions have been renegotiated; otherwise considered overdue or impaired	-	-	-	-	-	-
- The part secured by collateral, etc.	-	-	-	-	-	-
C. Net book value of assets overdue but not-impaired	-	47,450	-	-	-	-
- The part secured by collateral, etc.	-	(23,125)	-	-	-	-
D. Net book values of impaired assets	-	-	-	-	-	-
- Overdue (gross book value)	-	26,500	-	-	434	-
- Impairment (-)	-	(26,500)	-	-	(434)	-
- The part of the net value secured by collateral, etc.	-	-	-	-	-	-
- Undue (gross book value)	-	-	-	-	-	-
- Impairment (-)	-	-	-	-	-	-
- The part of the net value secured by collateral, etc.	-	-	-	-	-	-
E. Items containing off-financial position table credit risk	-	-	-	-	-	-

(\*) The amount is determined by not taking into account factors such as collaterals received, which provide an increase in credit reliability.

Credit risks exposed to by type of financial instruments	Receivables				Cash and cash equivalents	Financial investments and derivatives
	Trade Receivables		Other receivables			
	Related Party	Other Party	Related Party	Other Party		
<b>Maximum credit risk exposed to as of December 31, 2018 (*) (A+B+C+D+E)</b>	<b>5,322</b>	<b>652,808</b>	<b>29,382</b>	<b>4,023</b>	<b>87,864</b>	<b>-</b>
- The part of the maximum risk secured by collateral, etc.	-	(272,781)	-	-	-	-
A. Net book value of financial assets not overdue or impaired	5,322	544,776	29,382	4,023	87,864	-
- The part secured by collateral, etc.	-	(243,682)	-	-	-	-
B. Net book value of financial assets whose conditions have been renegotiated; otherwise considered overdue or impaired	-	-	-	-	-	-
- The part secured by collateral, etc.	-	-	-	-	-	-
C. Net book value of assets overdue but not-impaired	-	108,032	-	-	-	-
- The part secured by collateral, etc.	-	(29,099)	-	-	-	-
D. Net book values of impaired assets	-	-	-	-	-	-
- Overdue (gross book value)	-	34,399	-	-	-	-
- Impairment (-)	-	(34,399)	-	-	-	-
- The part of the net value secured by collateral, etc.	-	-	-	-	-	-
- Undue (gross book value)	-	-	-	-	-	-
- Impairment (-)	-	-	-	-	-	-
- The part of the net value secured by collateral, etc.	-	-	-	-	-	-
E. Items containing off-financial position table credit risk	-	-	-	-	-	-

(\*) The amount is determined by not taking into account factors such as collaterals received, which provide an increase in credit reliability.

Overdue but not-impaired trade receivables are presented below in thousand Turkish liras:

	31 December 2019	31 December 2018
Overdue for 1- 30 days	52,459	46,328
Overdue for 1-3 months	19,065	25,497
Overdue for 3-12 months	47,289	36,207
<b>Total overdue receivables</b>	<b>118,813</b>	<b>108,032</b>
<b>The portion under guarantee with collateral. etc.</b>	<b>23,125</b>	<b>29,099</b>

## b.2) Liquidity Risk Management

The Group tracks its cash flows regularly and matches the maturity dates of financial assets and liabilities, thus managing the liquidity risk by ensuring the continuity of sufficient funding and borrowing sources.

A prudent liquidity risk management involves holding sufficient amount of cash, keeping the credit facilities and funding sources available, and to be able to close the market positions.

The funding risk of current and future borrowing requirements is managed by keeping the credit providers available at all times, in terms of both quantity and quality.

### Liquidity risk tables

The table below indicates the Group's financial liabilities by their due dates. The following tables are prepared without discounting the Group's liabilities, based on the earliest dates on which they are required to be repaid. Interest that will be paid on these liabilities is included in the following table.

31 December 2019 (TRY thousand)						
Non derivative financial liabilities	Carrying value	Total Cash Outflows in accordance with contracts (I+II+III+IV)	Less than 3 months (I)	3-12 months (II)	1-5 years (III)	More than 5 years (IV)
Bank loans	946,739	1,001,917	554,706	119,129	63,693	264,389
Trade payables	230,665	231,510	223,841	3,078	3,912	679
Operating lease obligations	141,070	225,051	6,875	19,530	19,771	178,875
Bonds	838,102	1,207,316	28,899	-	28,899	1,149,518

Due to related parties	74,777	74,778	49,336	21,811	1,289	2,342
Other payables	3,210	362	293	41	28	-
<b>Total liabilities</b>	<b>2,234,563</b>	<b>2,740,934</b>	<b>863,950</b>	<b>163,589</b>	<b>117,592</b>	<b>1,595,803</b>

**31 December 2018 (TRY thousand)**

Non derivative financial liabilities	Carrying value	Total Cash Outflows in accordance with contracts				
		(I+II+III+IV)	Less than 3 months (I)	3-12 months (II)	1-5 years (III)	More than 5 years (IV)
Bank loans	921,908	944,952	621,083	158,720	165,149	-
Trade payables	204,023	205,901	205,250	-	651	-
Due to related parties	421,344	421,344	131,862	109,135	164,285	16,062
Other payables	316	1,798	752	1,046	-	-
<b>Total liabilities</b>	<b>1,547,591</b>	<b>1,573,995</b>	<b>958,947</b>	<b>268,901</b>	<b>330,085</b>	<b>16,062</b>

### b.3) Market Risk Management

Because of its activities, the Group is subject to financial risks related to the changes in exchange rates and interest rates. Market risks are measured at the Group level, using sensitivity analyses. In the period from January 1, 2019 to December 31, 2019, there has not been any change in the market risk the Group is exposed to, in the method of handling the risks, or in the method of measuring these risks compared to December 31, 2018.

#### b.3.1) Foreign Currency Risk Management

Transactions carried out in foreign currencies cause exchange rate risk. The Group considers a currency as a foreign currency, if it is different than the valid, functional currency of an economy where the Group's affiliates and subsidiaries are operating.

Distribution of the Group's monetary and non-monetary assets and monetary and non-monetary liabilities in foreign currency is presented below in thousand Turkish liras:

<b>Foreign Currency Position as of 31 December 2019</b>				
	TRY Equivalent	USD	EUR	TRY Equivalent of Other Currencies
1. Trade receivables	265,201	23,063	14,864	29,348

2a.	Monetary financial assets (cash and bank accounts included)	247,958	37,962	2,214	7,732
2b.	Non-monetary financial assets	-	-	-	-
3.	Other	16,730	1,524	1,098	375
<b>4.</b>	<b>Current Assets (1+2+3)</b>	<b>529,889</b>	<b>62,549</b>	<b>18,176</b>	<b>37,455</b>
5.	Trade receivables	-	-	-	-
6a.	Monetary financial assets	-	-	-	-
6b.	Non-monetary financial assets	-	-	-	-
7.	Other	-	-	-	-
<b>8.</b>	<b>Non-Current Assets (5+6+7)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>9.</b>	<b>Total Assets (4+8)</b>	<b>529,889</b>	<b>62,549</b>	<b>18,176</b>	<b>37,455</b>
10.	Trade payables	75,729	7,485	3,993	4,711
11.	Financial liabilities	36,108	2,871	2,865	-
12a.	Other monetary liabilities	-	-	-	-
12b.	Other non-monetary liabilities	2,811	190	253	-
<b>13.</b>	<b>Short-term Liabilities (10+11+12)</b>	<b>114,648</b>	<b>10,546</b>	<b>7,111</b>	<b>4,711</b>
14.	Trade payables	-	-	-	-
15.	Financial liabilities	821,185	138,242	-	-
16a.	Other monetary liabilities	-	-	-	-
16b.	Other non-monetary liabilities	-	-	-	-
<b>17.</b>	<b>Long-term Liabilities (14+15+16)</b>	<b>821,185</b>	<b>138,242</b>	<b>-</b>	<b>-</b>
<b>18.</b>	<b>Total Liabilities (13+17)</b>	<b>935,833</b>	<b>148,788</b>	<b>7,111</b>	<b>4,711</b>
19.	Net assets of off-balance sheet derivative items / (liability) position (19a-19b)	593,285	130,000	(26,906)	-
19a.	Total amount of assets hedged	772,226	130,000	-	-
19b.	Total amount of liabilities hedged	178,940	-	26,906	-
<b>20.</b>	<b>Net foreign currency asset / (liability) position (9-18+19)</b>	<b>187,341</b>	<b>43,761</b>	<b>(15,841)</b>	<b>32,744</b>
<b>21.</b>	<b>Net foreign currency asset / (liability)/ (position of monetary items (=1+2a+5+6a-10-11-12a-14-15-16a))</b>	<b>(419,863)</b>	<b>(87,573)</b>	<b>10,220</b>	<b>32,369</b>
22.	Fair value of derivative instruments used in foreign currency hedge	68,667	11,560	-	-
23.	Export	1,948,674	103,061	175,372	170,142
24.	Import	649,526	21,024	44,680	227,490



**Foreign Currency Position as of 31 December 2018**

	TRY Equivalent	USD	EUR	TRY Equivalents of other currencies
1. Trade receivables	311,270	23,473	24,276	41,445
2a. Monetary financial assets (cash and bank accounts included)	25,797	792	1,942	9,924
2b. Non-monetary financial assets	-	-	-	-
3. Other	9,123	1,168	295	1,200
<b>4. Current assets (1+2+3)</b>	<b>346,190</b>	<b>25,433</b>	<b>26,513</b>	<b>52,569</b>
5. Trade receivables	-	-	-	-
6a. Monetary financial assets	-	-	-	-
6b. Non-monetary financial assets	-	-	-	-
7. Other	-	-	-	-
<b>8. Non-current assets (5+6+7)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>9. Total assets (4+8)</b>	<b>346,190</b>	<b>25,433</b>	<b>26,513</b>	<b>52,569</b>
10. Trade payables	73,997	7,662	5,170	2,523
11. Financial liabilities	73,571	5,761	7,177	-
12a. Other monetary liabilities	-	-	-	-
12b. Other non-monetary liabilities	4,220	384	365	-
<b>13. Short-term liabilities (10+11+12)</b>	<b>151,788</b>	<b>13,807</b>	<b>12,712</b>	<b>2,523</b>
14. Trade payables	-	-	-	-
15. Financial liabilities	32,252	2,857	2,857	-
16a. Other monetary liabilities	-	-	-	-
16b. Other non-monetary liabilities	-	-	-	-
<b>17. Long-term liabilities (14+15+16)</b>	<b>32,252</b>	<b>2,857</b>	<b>2,857</b>	<b>-</b>
<b>18. Total liabilities (13+17)</b>	<b>184,040</b>	<b>16,664</b>	<b>15,569</b>	<b>2,523</b>
19. Net assets of off-balance sheet derivative items / (liability) position (19a-19b)	-	-	-	-
19a. Total amount of assets hedged	-	-	-	-
19b. Total amount of liabilities hedged	-	-	-	-
<b>20. Net foreign currency asset / (liability) position (9-18+19)</b>	<b>162,150</b>	<b>8,769</b>	<b>10,944</b>	<b>50,046</b>
<b>21. Net foreign currency asset / (liability) / (position of monetary items (=1+2a+5+6a-10-11-12a-14-15-16a))</b>	<b>157,247</b>	<b>7,985</b>	<b>11,014</b>	<b>48,846</b>
22. Fair value of derivative instruments used in foreign currency hedge	-	-	-	-
23. Export	1,559,208	80,366	168,774	119,041
24. Import	878,135	27,068	67,958	326,082

The major exchange rate risks of the Group are in US Dollar and Euro. The impact of other currencies is insignificant.

### **Foreign Currency Sensitivity**

The table below indicates the Group's sensitivity for a 10% increase and decrease in the exchange rates of US Dollar and Euro. The rate of 10% is the rate used within the Group when reporting the exchange rate risk to the senior executives. Sensitivity analysis includes only the monetary items in foreign currencies having an open position as of the end of the accounting period, and indicates the impact of a 10% change on these items at the end of the year. This analysis includes loans utilized from overseas creditors, and other loans used by the Group for overseas activities, where the currency is different than the functional currency of the parties getting and using the loan. A positive value indicates an increase in pre-tax profit / loss and in other shareholders' equity items.

31 December 2019 (TRY thousand)				
Profit / (Loss)			Equity	
	Foreign currency appreciation	Foreign currency devaluation	Foreign currency appreciation	Foreign currency devaluation
Change of USD against TRY by 10%				
1- USD net assets / liabilities	(52,020)	52,020	56	(56)
2- USD hedged from risks (-)	77,458	(77,458)	-	-
<b>3- USD net effect (1+2)</b>	<b>25,438</b>	<b>(25,438)</b>	<b>56</b>	<b>(56)</b>
Change of EUR against TRY by 10%				
4- EUR net assets / liabilities	6,797	(6,797)	200,591	(200.591)
5- EUR hedged from risks (-)	(17,928)	17,928	-	-
<b>6- EUR net effect (4+5)</b>	<b>(11,131)</b>	<b>11,131</b>	<b>200,591</b>	<b>(200.591)</b>
Change of other currencies against TRY by 10%				
7- Other currencies net assets / liabilities	7,327	(7,327)	30,198	(30.198)
8- Other currencies hedged from risks (-)	-	-	-	-
<b>9- Other currencies net effect (7+8)</b>	<b>7,327</b>	<b>(7,327)</b>	<b>30,198</b>	<b>(30.198)</b>
<b>Total (3+6+9)</b>	<b>21.634</b>	<b>(21,634)</b>	<b>230,845</b>	<b>(230,845)</b>

(\*) It refers to the increase or decrease in total equity in case the exchange rates during conversion to TRY change by 10% for affiliates, subsidiaries and business partnerships operating outside Turkey.

31 December 2018 (TRY thousand)				
	Profit / (Loss)		Equity	
	Foreign currency appreciation	Foreign currency devaluation	Foreign currency appreciation	Foreign currency devaluation
Change of USD against TRY by 10%				
1- USD net assets / liabilities	4,201	(4,201)	56	(56)
2- USD hedged from risks (-)	-	-	-	-
<b>3- USD net effect (1+2)</b>	<b>4,201</b>	<b>(4,201)</b>	<b>56</b>	<b>(56)</b>
Change of EUR against TRY by 10%				
4- EUR net assets / liabilities	6,639	(6,639)	137,424	(137.424)
5- EUR hedged from risks (-)	-	-	-	-
<b>6- EUR net effect (4+5)</b>	<b>6,639</b>	<b>(6,639)</b>	<b>137,424</b>	<b>(137.424)</b>
Change of other currencies against TRY by 10%				
7- Other currencies net assets / liabilities	11,696	(11,696)	22,435	(22.435)
8- Other currencies hedged from risks (-)	-	-	-	-
<b>9- Other currencies net effect (7+8)</b>	<b>11,696</b>	<b>(11,696)</b>	<b>22,435</b>	<b>(22.435)</b>
<b>Total (3+6+9)</b>	<b>22,536</b>	<b>(22,536)</b>	<b>159,915</b>	<b>(159,915)</b>

\* It refers to the increase or decrease in total equity in case the exchange rates during conversion to TRY change by 10% for affiliates, subsidiaries and business partnerships operating outside Turkey.

### **b.3.2) Interest rate risk management**

The Group's financial liabilities cause the Group to be exposed to interest rate risk. Considering the balance of variable rate financial liabilities in the financial position table as of 31 December 2019, if 1% increase or decrease occurs in TRY interest rates and 0.25% increase or decrease occurs in foreign currency interest rates, the profit before tax and consolidation will increase or decrease by TRY 3,894,000 provided that all other variables remain the same.

#### **Interest rate sensitivity**

The breakdown of the Group's interest rate sensitive financial instruments is as below:

**31 December 2019 (TRY thousand)**

	Floating Interest	Fixed Interest	Non-interest Bearing	Total
<b>Financial Assets</b>	-	1,171,289	69,621	1,240,910
Cash and cash equivalents	-	336,279	69,621	405,900
Financial investments	-	-	-	-
Trade receivables	-	736,930	-	736,930
Due from related parties	-	92,883	-	92,883
Other receivables	-	5,197	-	5,197
<b>Financial liabilities</b>	262,252	993,120	19	1,255,391
Bank loans	262,252	684,485	2	946,739
Trade payables	-	230,665	-	230,665
Due to related parties	-	74,777	-	74,777
Other payables	-	3,193	17	3,210

**31 December 2018 (TRY thousand)**

	Floating Interest	Fixed Interest	Non-interest Bearing	Total
<b>Financial Assets</b>	-	697,555	82,724	780,279
Cash and cash equivalents	-	5,546	82,560	88,106
Financial investments	-	-	164	164
Trade receivables	-	652,808	-	652,808
Due from related parties	-	34,704	-	34,704
Other receivables	-	4,497	-	4,497
<b>Financial liabilities</b>	336,176	1,165,524	45,891	1,547,591
Bank loans	336,176	539,841	45,891	921,908
Trade payables	-	204,023	-	204,023
Due to related parties	-	421,344	-	421,344
Other payables	-	316	-	316

### 7.3.4.Acquired Company 4 - SODA SANAYİİ<sup>11</sup>

The risks related to SODA SANAYİİ and its activities, also stated in the consolidated financial statements, are given below:

#### a) Capital risk management

While managing its capital, the Group<sup>12</sup> tries to ensure the sustainability of its operations, and at the same time, aims to increase its profitability, through balanced and efficient utilization of debt and equity.

The risks associated with each capital class along with the capital cost of the Group are evaluated by SODA SANAYİİ management. Based on the evaluation of the company's management, it is aimed to balance the capital structure through the payment of dividends and issuance of new shares, as well as by acquiring new debts or repaying the existing debts.

The Group monitors its capital by using debt / total capital ratio. This ratio is calculated by dividing net debt by total capital. Net debt is calculated by subtracting cash and cash equivalents from total debt (includes financial debts and liabilities, and trade payables, as indicated in the financial position table).

As of 31 December 2019 and 31 December 2018, net debt / total capital ratio is presented below in thousand Turkish liras:

	31 December 2019	31 December 2018
Financial liabilities and trade payables	2,225,536	989,259
Less: Cash and cash equivalents	(2,300,473)	(1,193,467)
Less: Financial investments	(823,215)	(750,351)
<b>Net debt</b>	<b>(898,152)</b>	<b>(954,559)</b>
<b>Total equity</b>	<b>5,741,864</b>	<b>4,869,195</b>
<b>Net debt / total equity ratio</b>	<b>(16%)</b>	<b>(20%)</b>

<sup>11</sup> In this Announcement, the tables extracted from the financial statements of ŞİŞECAM, ANADOLU CAM, PAŞABAHÇE, SODA SANAYİ and TRAKYA CAM indicate the figures as TRY thousand, unless otherwise stated. This does not include DENİZLİ CAM.

<sup>12</sup> The term 'Group', used under this subparagraph 7.3.4 (*Acquired Company 4 - Soda Sanayii*) refers to Soda Sanayii, its 8 affiliates, 1 business partnership, and 1 subsidiary.

## **b) Financial Risk Factors**

Because of its activities, the Group is subject to market risk (exchange rate risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's risk management program focuses in general on the minimization of the potential negative impacts of the uncertainties in the financial markets, on the Group's financial performance.

Risk management is carried out by a centralized Risk Management Unit, in line with the policies approved by the Board of Directors of SODA SANAYII. The Group's Risk Management Unit defines and assesses the financial risk, and uses tools to mitigate risk, in cooperation with the Group's operational units. SODA SANAYII Board of Directors creates written risk management procedures on various risk classes such as exchange rate risk, interest rate risk, credit risk, the use of derivative and non-derivative instruments, and the management of excess liquidity.

### **b.1) Credit Risk Management**

Holding financial instruments also involves the risk of the counterparty not fulfilling the obligations under the agreement. Group management mitigates this risk by limiting the average risks of counterparties, and asking for collateral when necessary. The Group's collection risk arises mainly from its trade receivables. Therefore, this risk is mainly related to the Group's customers. The Group manages this risk by limiting the credit lines of customers and by requesting collateral. The Group continuously monitors the utilization of credit lines and assesses the customer's credit quality considering the customer's financial position, past experiences with the customer and other factors. Trade receivables are assessed according to the Group policies and procedures. Provision is allocated for doubtful receivables, and the net amount is indicated in the financial position table.

Trade receivables include many customers distributed across various industries and geographies. Credit checks are continuously performed based on the trade receivables balances of customers.

Total credit risks the Group is exposed to by financial instrument types are as follows:

Credit risks exposed to by type of financial instruments	Receivables				Cash and cash equivalents	Financial investments and derivatives
	Trade Receivables		Other receivables			
	Related Party	Other Party	Related Party	Other Party		
<b>31 December 2019</b>						
<b>Maximum credit risk exposed to as of reporting date (*)</b>	104,092	797,459	201	13,371	2,300,396	823,216
- The part of the maximum risk secured by collateral, etc.	-	(631,125)	-	-	-	-
A. Net book value of financial assets not overdue or impaired	104,092	710,606	201	12,154	2,303,327	839,988
- The part secured by collateral, etc.	-	(561,154)	-	-	-	-
B. Net book value of financial assets whose conditions have been renegotiated; otherwise considered overdue or impaired	-	86,853	-	1,217	-	-
- The part secured by collateral, etc.	-	(69,971)	-	-	-	-
C. Net book values of impaired assets	-	-	-	-	(2,931)	(16,772)
- Overdue (gross book value)	-	3,281	-	34	-	-
- Impairment (-)	-	(3,281)	-	(34)	-	-
- The part of the net value secured by collateral, etc.	-	-	-	-	-	-
- Undue (gross book value)	-	-	-	-	-	-
- Impairment (-)	-	-	-	-	(2,931)	(16,772)
- The part of the net value secured by collateral, etc.	-	-	-	-	-	-
D. Items containing off-balance sheet credit risk	-	-	-	-	-	-

(\*) The amount is determined by not taking into account factors such as collaterals received, which provide an increase in credit reliability.

Credit risks exposed to by type of financial instruments	Receivables				Cash and cash equivalents	Financial investments and derivatives
	Trade Receivables		Other receivables			
	Related Party	Other Party	Related Party	Other Party		
<b>31 December 2018</b>						
<b>Maximum credit risk exposed to as of reporting date (*)</b>	83,863	651,990	98,918	7,714	1,192,613	750,351
- The part of the maximum risk secured by collateral, etc.	-	(455,504)	-	-	-	-
A. Net book value of financial assets not overdue or impaired	83,863	581,120	98,918	7,714	1,193,267	771,134
- The part secured by collateral, etc.	-	(399,074)	-	-	-	-
B. Net book value of financial assets whose conditions have been renegotiated; otherwise considered overdue or impaired	-	70,870	-	-	-	-
- The part secured by collateral, etc.	-	(56,430)	-	-	-	-
C. Net book values of impaired assetsc	-	-	-	-	(654)	(20,783)
- Overdue (gross book value)	-	4,055	-	34	-	-
- Impairment (-)	-	(4,055)	-	(34)	-	-
- The part of the net value secured by collateral, etc.	-	-	-	-	-	-
- Undue (gross book value)	-	-	-	-	-	-
- Impairment (-)	-	-	-	-	(654)	(20,783)
- The part of the net value secured by collateral, etc.	-	-	-	-	-	-
D. Items containing off-balance sheet credit risk	-	-	-	-	-	-

(\*) The amount is determined by not taking into account factors such as collaterals received, which provide an increase in credit reliability.



Total collaterals received by the Group from the customers are as follows:

	<b>31 December 2019</b>	<b>31 December 2018</b>
Eximbank export insurance	313,692	199,631
Hermes receivable insurance	208,349	106,979
Gurantee letters	26,514	113,699
Commercial letter of credit	8,201	2,229
Mortgages	-	155
Others	74,369	32,811
	<b>631,125</b>	<b>455,504</b>

Overdue but not impaired assets are as follows:

	<b>31 December 2019</b>	<b>31 December 2018</b>
Overdue up to one month	66,886	54,930
Overdue for 1-3 month	17,651	13,659
Overdue for 3-12 months	1,822	754
Overdue for 1-5 years	1,711	1,547
<b>Total overdue receivables</b>	<b>88,070</b>	<b>70,870</b>
<b>Secured with collaterals (-)</b>	<b>(69,971)</b>	<b>(56,430)</b>

As of the report date, collaterals received for overdue trade receivables for which no provision is made are as follows:

	<b>31 December 2019</b>	<b>31 December 2018</b>
Gurantee letters	1,928	5,973
Commercial letter of credit	105	97
Hermes receivable insurance	11,999	19,485
Eximbank export insurance	53,262	25,156
Others	2,677	5,719
	<b>69,971</b>	<b>56,430</b>

## **b.2) Liquidity Risk Management**

The Group tracks its cash flows regularly and matches the maturity dates of financial assets and liabilities, thus managing the liquidity risk by ensuring the continuity of sufficient funding and borrowing sources.

A prudent liquidity risk management involves holding sufficient amount of cash, keeping the credit facilities and funding sources available, and being able to close the market positions.

The funding risk of current and future borrowing requirements is managed by keeping the credit providers available at all times, in terms of both quantity and quality.

The table below indicates the Group's financial liabilities by their due dates. The following tables are prepared without discounting the Group's liabilities, based on the earliest dates on which they are required to be repaid. Interest that will be paid on these liabilities is included in the following table.

31 December 2019						
Non-derivative financial liabilities	Carrying value	Total Contractual Cash flows (I+II+III+IV)	Less than 3 Months (I)	3–12 Months (II)	1–5 Years (III)	More than 5 Years (IV)
Bank loans	1,227,634	1,416,860	47,808	67,672	1,301,380	306,108
Financial liabilities due to related parties	458,549	584,382	-	201,210	77,064	306,108
Lease liabilities	33,140	101,660	2,397	6,691	31,330	61,242
Trade payables	305,996	307,063	301,734	5,329	-	-
Due to related parties	296,802	296,802	17,415	189,005	90,382	-
Other payables	108,347	108,347	78,565	-	29,782	-
<b>Total liabilities</b>	<b>7,649,532</b>	<b>8,450,636</b>	<b>1,550,689</b>	<b>2,067,415</b>	<b>3,265,238</b>	<b>1,567,294</b>

Derivative financial liabilities	Carrying value	Total Contractual Cash flows (I+II+III+IV)	Less than 3 Months (I)	3–12 Months (II)	1–5 Years (III)	More than 5 Years (IV)
Cash inflows	4,221	4,221	-	163	-	4,058
Cash outflows	-	-	-	-	-	-
<b>Total assets / (liabilities) (net)</b>	<b>4,221</b>	<b>4,221</b>	<b>-</b>	<b>163</b>	<b>-</b>	<b>4,058</b>

31 December 2018

<b>Non-derivative financial Liabilities</b>	<b>Carrying value</b>	<b>Total Contractual Cash flows (I+II+III+IV)</b>	<b>Less than 3 Months (I)</b>	<b>3-12 Months (II)</b>	<b>1-5 Years (III)</b>	<b>More than 5 Years (IV)</b>
Bank loans	277,819	282,000	3,788	218,008	60,204	-
Financial liabilities due to related parties	264,193	279,814	-	11,179	268,635	-
Trade payables	298,814	301,879	301,294	585	-	-
Due to related parties	500,048	500,048	500,048	-	-	-
Other payables	12,208	12,208	11,350	108	750	-
<b>Total liabilities</b>	<b>1,353,082</b>	<b>1,375,949</b>	<b>816,480</b>	<b>229,880</b>	<b>329,589</b>	<b>-</b>

### b.3) Market Risk Management

Because of its activities, the Group is subject to financial risks related to the changes in exchange rates and interest rates. Market risks are measured at the Group level, using sensitivity analyses. In the period from January 1, 2019 to December 31, 2019, there has not been any change in the market risk the Group is exposed to, in the method of handling the risks, or in the method of measuring these risks compared to December 31, 2018.

#### b.3.1) Foreign Currency Risk Management

Transactions carried out in foreign currencies cause exchange rate risk. The Group considers a currency as a foreign currency, if it is different than the valid, functional currency of an economy where the Group's affiliates and subsidiaries are operating.

Distribution of the Group's monetary and non-monetary assets and monetary and non-monetary liabilities in foreign currency is as follows:

		<b>Foreign Currency Position as of 31 December 2019</b>			
		<b>TRY equivalent</b>	<b>USD</b>	<b>EUR</b>	<b>Other</b>
1.	Trade receivables	472,174	59,078	18,090	927
2a.	Monetary financial assets, (cash and banks included)	2,289,084	278,892	87,582	49,938
2b.	Non-monetary financial assets	-	-	-	-
3.	Others	21,934	2,403	1,152	-
<b>4.</b>	<b>Current assets (1+2+3)</b>	<b>2,783,192</b>	<b>340,373</b>	<b>106,824</b>	<b>50,865</b>
5.	Trade receivables	-	-	-	-
6a.	Monetary financial assets	2,783,192	340,373	106,824	50,865
6b.	Non-monetary financial assets	-	-	-	-
7.	Others	1,325	208	13	-
<b>8.</b>	<b>Non-current assets (5+6+7)</b>	<b>747,804</b>	<b>125,874</b>	<b>13</b>	<b>-</b>
<b>9.</b>	<b>Total Assets (4+8)</b>	<b>3,530,996</b>	<b>466,247</b>	<b>106,837</b>	<b>50,865</b>
10.	Trade payables	89,069	11,048	3,424	670
11.	Financial liabilities	184,958	31,137	-	-
12a.	Other monetary liabilities	28,637	1,835	2,667	-
12b.	Other non-monetary liabilities	-	-	-	-

<b>13.</b>	<b>Short-term liabilities (10+11+12)</b>	<b>302,664</b>	<b>44,020</b>	<b>6,091</b>	<b>670</b>
14.	Trade payables	-	-	-	-
15.	Financial liabilities	277,209	46,667	-	-
16a.	Other monetary liabilities	-	-	-	-
16b.	Other non-monetary liabilities	-	-	-	-
<b>17.</b>	<b>Long-term liabilities (14+15+16)</b>	<b>277,209</b>	<b>46,667</b>	<b>-</b>	<b>-</b>
<b>18.</b>	<b>Total liabilities (13+17)</b>	<b>579,873</b>	<b>90,687</b>	<b>6,091</b>	<b>670</b>
19.	Net assets of off-balance sheet derivative items/(liability) position (19a - 19b)	4,221	40,177	(35,251)	-
19a.	Total amount of assets hedged	238,661	40,177	-	-
19b.	Total amount of liabilities hedged	234,440	-	35,251	-
<b>20.</b>	<b>Net foreign assets / (liability) position (9–18+19)</b>	<b>2,955,344</b>	<b>415,737</b>	<b>65,495</b>	<b>50,195</b>
<b>21.</b>	<b>Net foreign currency asset /(liability)/ (position of monetary items (=1+2a+5+6a 10–11-12a–14–15-16a)</b>	<b>2,927,864</b>	<b>372,949</b>	<b>99,581</b>	<b>50,195</b>
<b>22.</b>	<b>Net realizable values of financial instruments for currency hedging</b>	<b>4,473</b>	<b>753</b>	<b>-</b>	<b>-</b>
23.	Export	2,680,024	257,756	190,919	6,279
24.	Import	729,822	92,344	9,135	148,136

#### Foreign Currency Position as of 31 December 2018

		TRY equivalent	USD	EUR	Other
1.	Trade receivables	417,307	59,239	17,107	2,536
2a.	Monetary financial assets, (cash and banks included)	1,216,286	116,155	93,265	43,001
2b.	Non-monetary financial assets	-	-	-	-
3.	Others	62,421	11,058	704	-
<b>4.</b>	<b>Current assets (1+2+3)</b>	<b>1,696,014</b>	<b>186,452</b>	<b>111,076</b>	<b>45,537</b>
5.	Trade receivables	-	-	-	-
6a.	Monetary financial assets	703,642	133,749	-	-
6b.	Non-monetary financial assets	-	-	-	-
7.	Others	28,666	2,263	2,781	-
<b>8.</b>	<b>Non-current assets (5+6+7)</b>	<b>732,308</b>	<b>136,012</b>	<b>2,781</b>	<b>-</b>
<b>9.</b>	<b>Total Assets (4+8)</b>	<b>2,428,322</b>	<b>322,464</b>	<b>113,857</b>	<b>45,537</b>
10.	Trade payables	91,441	14,125	2,655	1,125
11.	Financial liabilities	4,448	845	-	-
12a.	Other monetary liabilities	25,792	2,668	1,950	-
12b.	Other non-monetary liabilities	-	-	-	-
<b>13.</b>	<b>Short-term liabilities (10+11+12)</b>	<b>121,681</b>	<b>17,638</b>	<b>4,605</b>	<b>1,125</b>
14.	Trade payables	-	-	-	-
15.	Financial liabilities	263,045	50,000	-	-
16a.	Other monetary liabilities	-	-	-	-
16b.	Other non-monetary liabilities	-	-	-	-
<b>17.</b>	<b>Long-term liabilities (14+15+16)</b>	<b>263,045</b>	<b>50,000</b>	<b>-</b>	<b>-</b>
<b>18.</b>	<b>Total liabilities (13+17)</b>	<b>384,726</b>	<b>67,638</b>	<b>4,605</b>	<b>1,125</b>
19.	Net assets of off-balance sheet derivative items/(liability) position (19a - 19b)	-	-	-	-
19a.	Total amount of assets hedged	-	-	-	-
19b.	Total amount of liabilities hedged	-	-	-	-
<b>20.</b>	<b>Net foreign assets / (liability) position (9–18+19)</b>	<b>2,043,596</b>	<b>254,826</b>	<b>109,252</b>	<b>44,412</b>
<b>21.</b>	<b>Net foreign currency asset /(liability)/ (position of monetary items (=1+2a+5+6a 10–11-12a–14–15-16a)</b>	<b>1,952,509</b>	<b>241,506</b>	<b>105,766</b>	<b>44,412</b>

22.	Net realizable values of financial instruments for currency hedging	-	-	-	-
23.	Export	1,762,472	266,968	81,310	11,228
24.	Import	530,034	103,344	4,803	3,592

The major exchange rate risks of the Group are in US Dollar and Euro. The impact of other currencies is insignificant.

### Foreign Currency Sensitivity

The below table indicates the Group's sensitivity for a 10% increase and decrease in the exchange rates of US Dollar and Euro. The rate of 10% is the rate used within the Group when reporting the exchange rate risk to the senior executives. Sensitivity analysis includes only the monetary items in foreign currencies having an open position as of the end of the accounting period, and shows the effects of the 10% year-end exchange rate change of these items, before tax and without considering non-controlling shares. This analysis includes loans utilized from overseas creditors, and other loans used by the Group for overseas activities, where the currency is different than the functional currency of the parties getting and using the loan. A positive value indicates an increase in pre-tax profit / loss and in other shareholders' equity items.

	Profit/(Loss)		Equity (*)	
	Foreign currency appreciation	Foreign currency devaluation	Foreign currency appreciation	Foreign currency devaluation
Change of USD against TRY by 10%				
1 - USD net assets / liabilities	221,539	(221,539)	6,343	(6,343)
2 - USD hedged from risks (-)	-	-	-	-
<b>3 - USD net effect (1+2)</b>	<b>245,405</b>	<b>(245,405)</b>	<b>6,343</b>	<b>(6,343)</b>
Change of EUR against TRY by 10%				
4 - EUR net assets / liabilities	66,228	(66,228)	241,768	(241,768)
5 - EUR hedged from risks (-)	-	-	-	-
<b>6 - EUR net effect (4+5)</b>	<b>42,784</b>	<b>(42,784)</b>	<b>241,768</b>	<b>(241,768)</b>
Change of other currencies against TRY by 10 %				
7 - Other currencies net assets / liabilities	5,019	(5,019)	762	(762)
8 - Other currencies hedged from risks (-)	-	-	-	-
<b>9 - Other currencies net effect (7+8)</b>	<b>5,019</b>	<b>(5,019)</b>	<b>762</b>	<b>(762)</b>
<b>Total (3+6+9)</b>	<b>293,208</b>	<b>(293,208)</b>	<b>248,873</b>	<b>(248,873)</b>

(\*) It refers to the increase or decrease in total equity in case the exchange rates during conversion to TRY change by 10% for affiliates, subsidiaries and business partnerships operating outside Turkey.

31 December 2018	
Profit/(Loss)	Equity (*)

	Foreign currency appreciation	Foreign currency devaluation	Foreign currency appreciation	Foreign currency devaluation
Change of USD against TRY by 10%				
1 - USD net assets / liabilities	127,054	(127,054)	-	-
2 - USD hedged from risks (-)	-	-	-	-
<b>3 - USD net effect (1+2)</b>	<b>127,054</b>	<b>(127,054)</b>		
Change of EUR against TRY by 10%				
4 - EUR net assets / liabilities	63,756	(63,756)	214,944	(214,944)
5 - EUR hedged from risks (-)	-	-	-	-
<b>6 - EUR net effect (4+5)</b>	<b>63,756</b>	<b>(63,756)</b>	<b>214,944</b>	<b>(214,944)</b>
Change of other currencies against TRY by 10%				
7 - Other currencies net assets / liabilities	4,441	(4,441)	-	-
8 - Other currencies hedged from risks (-)	-	-	-	-
<b>9 - Other currencies net effect (7+8)</b>	<b>4,441</b>	<b>(4,441)</b>	<b>-</b>	<b>-</b>
<b>Total (3+6+9)</b>	<b>195,251</b>	<b>(195,251)</b>	<b>214,944</b>	<b>(214,944)</b>

### b.3.2) Interest rate risk management

The Group's financial liabilities cause the Group to be exposed to interest rate risk. The Group's financial liabilities are predominantly variable interest rate borrowings. Considering the balance of variable rate financial liabilities in the financial position table as of 31 December 2019, if 1% increase or decrease occurs in TRY interest rates and 0.25% increase or decrease occurs in foreign currency interest rates, the profit before tax and consolidation will increase or decrease by TRY 3,062,000 provided that all other variables remain the same. As of 31 December 2018, this amount is TRY 254,000.

#### Interest rate sensitivity

The breakdown of the Group's interest rate sensitive financial instruments is as below:

31 December 2019				
	Floating Interest	Fixed Interest	Non-interest Bearing	Total
<b>Financial Assets</b>	-	<b>3,999,060</b>	<b>43,972</b>	<b>4,043,032</b>
Cash and cash equivalents	-	2,256,501	43,972	2,300,473
Financial investments	-	823,216	-	823,216
Derivative financial assets	-	4,221	-	4,221
Trade receivables	-	797,458	-	797,458
Due from related parties	-	104,293	-	104,293

Other receivables	-	13,371	-	13,371
<b>Financial liabilities</b>	<b>358,633</b>	<b>2,368,711</b>	<b>-</b>	<b>2,727,344</b>
Bank loans	358,633	869,001	-	1,227,634
Financial payables to related parties	-	458,549	-	458,549
Operating lease liabilities	-	33,140	-	33,140
Trade payables	-	305,996	-	305,996
Due to related parties	-	694,109	-	694,109
Other payables	-	7,916	-	7,916

### 31 December 2018

	Floating Interest	Fixed Interest	Non-interest Bearing	Total
<b>Financial Assets</b>	<b>-</b>	<b>2,737,695</b>	<b>48,608</b>	<b>2,786,303</b>
Cash and cash equivalents	-	1,144,859	48,608	1,193,467
Financial investments	-	750,351	-	750,351
Trade receivables	-	651,990	-	651,990
Due from related parties	-	182,781	-	182,781
Other receivables	-	7,714	-	-
<b>Financial liabilities</b>	<b>101,371</b>	<b>1,251,692</b>	<b>19</b>	<b>1,353,082</b>
Bank loans	101,371	176,429	19	277,819
Financial payables to related parties	-	264,193	-	264,193
Trade payables	-	298,814	-	298,814
Due to related parties	-	500,048	-	500,048
Other payables	-	12,208	-	12,208

### b.3.3) Other price risks

The Group is subject to share price risks, because of its investments in shares. Shares are held for strategic objectives, rather than commercial purposes. The Group does not actively trade these investments.

Sensitivity analyses are carried out according to the share price risks as December 31, 2019. If, as of December 31, 2019, all other variables remain the same, and the data used in valuation change 10% up or down, net profit/loss will not be affected, as long as the "deviation of share investments from

fair value" is classified as "reflected to other comprehensive income", and as long as they are not sold or impaired.

### 7.3.5.Acquired Company 5 - TRAKYA CAM<sup>13</sup>

The risks related to TRAKYA CAM and its activities, also stated in the consolidated financial statements, are as follows:

#### a) Capital Risk Management

While managing its capital, the Group<sup>14</sup> tries to ensure the sustainability of its operations, and at the same time, aims to increase its profitability, through balanced and efficient utilization of debt and equity.

The Group monitors its capital using the debt/total shareholders' equity ratio. This ratio is calculated by dividing net debt by total shareholders' equity. Net debt is calculated by subtracting cash and cash equivalents from total debt (includes financial debts and liabilities, financial leasing and trade payables, as indicated in the financial position table).

As of 31 December 2019 and 31 December 2018, net debt / total shareholders' equity ratio is presented below in TRY thousand:

	31 December 2019	31 December 2018
Financial liabilities and trade payables	7,336,611	3,919,499
Less: Cash and cash equivalents	(3,928,489)	(1,339,701)
<b>Net debt</b>	<b>3,408,122</b>	<b>2,579,798</b>
<b>Total equity</b>	<b>6,796,543</b>	<b>5,770,185</b>
<b>Net debt / total equity ratio</b>	<b>50%</b>	<b>45%</b>

<sup>13</sup> In this Announcement, the tables extracted from the financial statements of ŞİŞECAM, ANADOLU CAM, PAŞABAHÇE, SODA SANAYİ and TRAKYA CAM indicate the figures as TRY thousand, unless otherwise stated. This does not include DENİZLİ CAM.

<sup>14</sup> The term "Group" used in this subparagraph 7.3.5 (*Acquired Company 5 - TRAKYA CAM*) covers Trakya Cam, 18 affiliates and 5 subsidiaries.



## **b. Financial Risk Factors**

Because of its activities, the Group is subject to market risk (exchange rate risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's risk management program focuses in general on the minimization of the potential negative impacts of the uncertainties in the financial markets, on the Group's financial performance.

The Group manages its financial instruments in a centralized manner through the ŞİŞECAM Group Financial Affairs Department, within the framework of the Group's risk policies. The Group monitors its cash inflows and outflows through daily reports, monthly cash flow budgets through weekly reports, and annual cash flow budgets through monthly cash reports.

Risk management is carried out by a centralized Risk Management Unit, in line with the policies approved by the Board of Directors of TRAKYA CAM. The Group's Risk Management Unit defines and assesses the financial risk, and uses tools to mitigate risk, in cooperation with the Group's operational units. TRAKYA CAM Board of Directors creates written risk management procedures on various risk classes such as exchange rate risk, interest rate risk, credit risk, methods such as the use of derivative and non-derivative instruments, and guidelines on the management of excess liquidity.

### **b.1) Credit Risk Management**

Holding financial instruments also involves the risk of the counterparty not fulfilling the obligations under the agreement. Group management mitigates this risk by limiting the average risks of counterparties, and asking for collateral when necessary. The Group's collection risk arises mainly from its trade receivables. Therefore, this risk is mainly related to the Group's retailers. The Group manages this risk by limiting the credit lines of retailers, and by requesting collateral. The Group continuously monitors the utilization of credit lines and assesses the customer's credit quality considering the customer's financial position, past experiences with the customer and other factors. Trade receivables are assessed according to the Group policies and procedures. Provision is allocated for doubtful receivables, and the net amount is indicated in the financial position table. Trade receivables include many customers distributed across various industries and geographies. Credit checks are continuously performed based on the trade receivables balances of customers.

Credit risks exposed to by type of financial instruments	Receivables				Cash and cash equivalents	Financial investments and derivatives
	Trade Receivables		Other receivables			
	Related Party	Other Party	Related Party	Other Party		
<b>Maximum credit risk exposed to as of 31 December 2019 (*) (A+B+C+D+E)</b>	-	<b>929,956</b>	<b>57,662</b>	<b>42,847</b>	<b>3,928,489</b>	<b>1,235,429</b>
- The part of the maximum risk secured by collateral, etc.	-	<b>(556,741)</b>	-	-	-	-
A. Net book value of financial assets not overdue or impaired	-	878,800	57,662	42,847	3,932,865	1,255,521
- The part secured by collateral, etc.	-	(530,700)	-	-	-	-
B. Net book value of financial assets whose conditions have been renegotiated; otherwise considered overdue or impaired	-	-	-	-	-	-
- The part secured by collateral, etc.	-	-	-	-	-	-
C. Net book values of assets overdue but not-impaired	-	51,156	-	-	-	-
- The part secured by collateral, etc.	-	(26,041)	-	-	-	-
D. Net book values of impaired assets	-	-	-	-	(4,376)	(20,092)
- Overdue (gross book value)	-	49,899	-	-	-	-
- Impairment (-)	-	(49,899)	-	-	-	-
- The part of the net value secured by collateral, etc.	-	-	-	-	-	-
- Undue (gross book value)	-	-	-	-	-	-
- Impairment (-)	-	-	-	-	(4,376)	(20,092)
- The part of the net value secured by collateral, etc.	-	-	-	-	-	-
D. Items containing off-balance sheet credit risk	-	-	-	-	-	-

(\*) The amount is determined by not taking into account factors such as collaterals received, which provide an increase in credit reliability.

Credit risks exposed to by type of financial instruments	Receivables				Cash and cash equivalents	Financial investments and derivatives
	Trade Receivables		Other receivables			
	Related Party	Other Party	Related Party	Other Party		
<b>Maximum credit risk exposed to as of 31 December 2018 (*) (A+B+C+D+E)</b>	-	<b>979,529</b>	<b>128,600</b>	<b>28,202</b>	<b>1,339,701</b>	<b>1,053,181</b>
- The part of the maximum risk secured by collateral, etc.	-	<b>(614,048)</b>	-	-	-	-
A. Net book value of financial assets not overdue or impaired	-	903,142	128,600	28,202	1,341,186	1,079,450
- The part secured by collateral, etc.	-	(562,868)	-	-	-	-
B. Net book value of financial assets whose conditions have been renegotiated; otherwise considered overdue or impaired	-	-	-	-	-	-
- The part secured by collateral, etc.	-	-	-	-	-	-
C. Net book values of assets overdue but not-impaired	-	76,387	-	-	-	-
- The part secured by collateral, etc.	-	(51,180)	-	-	-	-
D. Net book values of impaired assets	-	-	-	-	(1,485)	(26,269)
- Overdue (gross book value)	-	47,228	-	-	-	-
- Impairment (-)	-	(47,228)	-	-	-	-
- The part of the net value secured by collateral, etc.	-	-	-	-	-	-
- Undue (gross book value)	-	-	-	-	-	-
- Impairment (-)	-	-	-	-	(1,485)	(26,269)
- The part of the net value secured by collateral, etc.	-	-	-	-	-	-
D. Items containing off-balance sheet credit risk	-	-	-	-	-	-

(\*) The amount is determined by not taking into account factors such as collaterals received, which provide an increase in credit reliability.

Total collaterals accepted by the Group from the customers are as follows:

	<b>31 December 2019</b>	<b>31 December 2018</b>
Letters of guarantee	133,129	154,452
Security cheques and bonds	76,605	112,718
Mortgages	7,492	8,220
Direct debit system	42,944	74,862
Other	296,571	263,796
	<b>556,741</b>	<b>614,048</b>

Collaterals for overdue but not-impaired trade receivables are as stated below:

	<b>31 December 2019</b>	<b>31 December 2018</b>
Overdue for 1-30 days	18,319	45,752
Overdue for 1-3 months	9,076	8,843
Overdue for 3-12 months	15,284	14,123
Overdue for 1-5 years	8,477	7,669
<b>Total overdue receivables</b>	<b>51,156</b>	<b>76,387</b>
<b>Secured with collaterals (-)</b>	<b>26,041</b>	<b>51,180</b>

## **b.2) Liquidity Risk Management**

The Group tracks its cash flows regularly and matches the maturity dates of financial assets and liabilities, thus managing the liquidity risk by ensuring the continuity of sufficient funding and borrowing sources.

A prudent liquidity risk management involves holding sufficient amount of cash, keeping the credit facilities and funding sources available, and to be able to close the market positions.

The funding risk of current and future borrowing requirements is managed by keeping the credit providers available at all times, in terms of both quantity and quality.

### **Liquidity risk tables**

The table below indicates the Group's financial liabilities by their due dates. The following tables are prepared without discounting the Group's liabilities, based on the earliest dates on which they are required to be repaid. Interest that will be paid on these liabilities is included in the table below.

31 December 2019						
Non- derivative financial Liabilities	Carrying value	Total	Less than 3 Months (I)	3–12 Months (II)	1–5 Years (III)	More than 5 Years (IV)
		Contractual Cash flows (I+II+III+IV)				
Bank loans	4,007,913	4,146,950	584,502	835,821	2,713,011	13,616
Financial liabilities due to related parties (Note 38)	2,292,740	2,921,915	48,165	957,887	385,321	1,530,542
Lease liabilities	60,056	91,239	5,699	15,662	46,742	23,136
Trade payables	883,674	885,383	816,343	69,040	-	-
Due to related parties	296,802	296,802	17,415	189,005	90,382	-
Other payables	108,347	108,347	78,565	-	29,782	-
<b>Total liabilities</b>	<b>7,649,532</b>	<b>8,450,636</b>	<b>1,550,689</b>	<b>2,067,415</b>	<b>3,265,238</b>	<b>1,567,294</b>

31 December 2018						
Non- derivative financial liabilities	Carrying value	Total	Less than 3 Months (I)	3–12 Months (II)	1–5 Years (III)	More than 5 Years (IV)
		Contractual Cash flows (I+II+III+IV)				
Bank loans	2,000,123	2,201,453	76,887	1,121,600	990,757	12,209
Financial liabilities due to related parties (Note 38)	1,320,966	1,399,071	-	55,897	1,343,174	-
Lease liabilities	420	546	251	295	-	-
Trade payables	514,397	518,426	442,178	76,248	-	-
Due to related parties	165,429	165,429	165,429	-	-	-
Other payables	52,083	52,083	51,589	-	494	-
<b>Total liabilities</b>	<b>4,053,418</b>	<b>4,337,008</b>	<b>736,334</b>	<b>1,254,040</b>	<b>2,334,425</b>	<b>12,209</b>

### b.3) Market Risk Management

Because of its activities, the Group is subject to financial risks related to the changes in exchange rates and interest rates. Market risks are measured at the Group level, using sensitivity analyses. In the period from January 1, 2019 to December 31, 2019, there has not been any change in the market risk the Group is exposed to, in the method of handling the risks, or in the method of measuring these risks compared to December 31, 2018.

#### b.3.1) Foreign Currency Risk Management

Transactions carried out in foreign currencies cause exchange rate risk. The Group considers a currency as a foreign currency, if it is different than the valid, functional currency of an economy where the Group's affiliates and subsidiaries are operating.

The Group's monetary and non-monetary assets in foreign currencies, and its liabilities in the breakdown of monetary versus non-monetary are as follows:

		Foreign Currency Position as of 31 December 2019			
		TRY	USD	EUR	Other
		equivalent			
1.	Trade receivables	204,227	14,027	17,827	2,345
2a.	Monetary financial assets, (cash and banks included)	3,064,866	240,517	246,015	-
2b.	Non-monetary financial assets	-	-	-	-
3.	Others	-	-	-	-
<b>4.</b>	<b>Current assets (1+2+3)</b>	<b>3,269,093</b>	<b>254,544</b>	<b>263,842</b>	<b>2,345</b>
5.	Trade receivables	-	-	-	-
6a.	Monetary financial assets	1,235,429	207,978	-	-
6b.	Non-monetary financial assets	262,190	6,557	23,615	66,186
7.	Others	-	-	-	-
<b>8.</b>	<b>Non-current assets (5+6+7)</b>	<b>1,497,619</b>	<b>214,535</b>	<b>23,615</b>	<b>66,186</b>
<b>9.</b>	<b>Total Assets (4+8)</b>	<b>4,766,712</b>	<b>469,079</b>	<b>287,457</b>	<b>68,531</b>
10.	Trade payables	278,898	5,868	32,646	26,928
11.	Financial liabilities	1,196,547	160,221	36,809	-
12a.	Other monetary liabilities	-	-	-	-
12b.	Other non-monetary liabilities	-	-	-	-
<b>13.</b>	<b>Short-term liabilities (10+11+12)</b>	<b>1,475,445</b>	<b>166,089</b>	<b>69,455</b>	<b>26,928</b>
14.	Trade payables	-	-	-	-
15.	Financial liabilities	2,623,619	244,177	176,399	-
16a.	Other monetary liabilities	-	-	-	-
16b.	Other non-monetary liabilities	-	-	-	-
<b>17.</b>	<b>Long-term liabilities (14+15+16)</b>	<b>2,623,619</b>	<b>244,177</b>	<b>176,399</b>	<b>-</b>
<b>18.</b>	<b>Total liabilities (13+17)</b>	<b>4,099,064</b>	<b>410,266</b>	<b>245,854</b>	<b>26,928</b>
19.	Net assets of off-balance sheet derivative items/(liability) position (19a - 19b)	11,226	175,533	(155,095)	-
19a.	Total amount of assets hedged	1,042,701	175,533	-	-
19b.	Total amount of liabilities hedged	1,031,475	-	155,095	-
<b>20.</b>	<b>Net foreign assets / (liability) position (9-18+19)</b>	<b>678,874</b>	<b>234,346</b>	<b>(113,492)</b>	<b>41,603</b>
<b>21.</b>	<b>Net foreign currency asset /(liability)/ (position of monetary items (=1+2a+5+6a 10-11-12a-14-15-16a)</b>	<b>405,458</b>	<b>52,256</b>	<b>17,988</b>	<b>(24,583)</b>
<b>22.</b>	<b>Net realizable values of derivative instruments for currency hedging</b>	<b>75,405</b>	<b>12,694</b>	<b>-</b>	<b>-</b>
23.	Export	796,661	55,051	73,621	17,108
24.	Import	1,772,286	34,344	243,807	29,816

		Foreign Currency Position as of 31 December 2018			
		TRY equivalent	USD	EUR	Other
1.	Trade receivables	177,083	8,402	21,773	1,633
2a.	Monetary financial assets, (cash and banks included)	1,004,858	20,851	148,125	2,265
2b.	Non-monetary financial assets	-	-	-	-
3.	Other	-	-	-	-
<b>4.</b>	<b>Current assets (1+2+3)</b>	<b>1,181,941</b>	<b>29,253</b>	<b>169,898</b>	<b>3,898</b>
5.	Trade receivables	-	-	-	-
6a.	Monetary financial assets	1,053,181	200,190	-	-
6b.	Non-monetary financial assets	41,950	-	3,798	19,056
7.	Other	-	-	-	-
<b>8.</b>	<b>Non-current assets (5+6+7)</b>	<b>1,095,131</b>	<b>200,190</b>	<b>3,798</b>	<b>19,056</b>

<b>9. Total Assets (4+8)</b>	<b>2,277,072</b>	<b>229,443</b>	<b>173,696</b>	<b>22,954</b>
10. Trade payables	111,372	2,024	13,208	21,106
11. Financial liabilities	335,110	5,970	50,382	-
12a. Other monetary liabilities	-	-	-	-
12b. Other non-monetary liabilities	-	-	-	-
<b>13. Short-term liabilities (10+11+12)</b>	<b>446,482</b>	<b>7,994</b>	<b>63,590</b>	<b>21,106</b>
14. Trade payables	-	-	-	-
15. Financial liabilities	1,638,776	268,336	37,672	-
16a. Other monetary liabilities	-	-	-	-
16b. Other non-monetary liabilities	-	-	-	-
<b>17. Long-term liabilities (14+15+16)</b>	<b>1,638,776</b>	<b>268,336</b>	<b>37,672</b>	<b>-</b>
<b>18. Total liabilities (13+17)</b>	<b>2,085,258</b>	<b>276,330</b>	<b>101,262</b>	<b>21,106</b>
Net assets of off-balance sheet derivative items/(liability) position (19a - 19b)	-	-	-	-
19a. Total amount of assets hedged	-	-	-	-
19b. Total amount of liabilities hedged	-	-	-	-
<b>20. Net foreign assets / (liability) position (9-18+19)</b>	<b>191,814</b>	<b>(46,887)</b>	<b>72,434</b>	<b>1,848</b>
<b>Net foreign currency asset / (liability) / (position of monetary items (=1+2a+5+6a-10-11-12a-14-15-16a))</b>	<b>149,864</b>	<b>(46,887)</b>	<b>68,636</b>	<b>(17,208)</b>
22. Fair value of derivative instruments used in foreign currency hedge	-	-	-	-
23. Export	520,978	32,965	61,260	13,861
24. Import	1,322,355	36,757	199,075	14,279

The major exchange rate risks of the Group are in US Dollar and Euro. The impact of other currencies is insignificant.

### Foreign Currency Sensitivity

The table below indicates the Group's sensitivity for a 10% increase and decrease in the exchange rates of US Dollar and Euro. The rate of 10% is the rate used within the Group when reporting the exchange rate risk to the senior executives. Sensitivity analysis includes only the monetary items in foreign currencies having an open position as of the end of the accounting period, and indicates the impact of a 10% change on these items at the end of the year. This analysis includes loans utilized from overseas creditors, and other loans used by the Group for overseas activities, where the currency is different than the functional currency of the parties getting and using the loan. A positive value indicates an increase in pre-tax profit / loss and in other shareholders' equity items.

	31 December 2019			
	Profit/(Loss)		Equity	
	Foreign currency appreciation	Foreign currency devaluation	Foreign currency appreciation	Foreign currency devaluation
Change of USD against TRY by 10%				
1 - USD net assets / liabilities	31,041	(31,041)	-	-
2 - USD hedged from risks (-)	-	-	-	-

<b>3 - USD net effect (1+2)</b>	<b>31,041</b>	<b>(31,041)</b>		
Change of EUR against TRY by 10%				
4 - EUR net assets / liabilities	11,963	(11,963)	296,968	(296,968)
5 - EUR hedged from risks (-)	-	-	-	-
<b>6 - EUR net effect (4+5)</b>	<b>11,963</b>	<b>(11,963)</b>	<b>296,968</b>	<b>(296,968)</b>
Change of other currencies against TRY by 10 %				
7 - Other currencies net assets / liabilities	(2,458)	2,458	235,164	(235,164)
8 - Other currencies hedged from risks (-)	-	-	-	-
<b>9 - Other currencies net effect (7+8)</b>	<b>(2,458)</b>	<b>2,458</b>	<b>235,164</b>	<b>(235,164)</b>
<b>Total (3+6+9)</b>	<b>40,546</b>	<b>(40,546)</b>	<b>532,132</b>	<b>(532,132)</b>

	31 December 2018			
	Profit/(Loss)		Equity	
	Foreign currency appreciation	Foreign currency devaluation	Foreign currency appreciation	Foreign currency devaluation
Change of USD against TRY by 10%				
1 - USD net assets / liabilities	(24,667)	24,667	-	-
2 - USD hedged from risks (-)	-	-	-	-
<b>3 - USD net effect (1+2)</b>	<b>(24,667)</b>	<b>24,667</b>		
Change of EUR against TRY by 10%				
4 - EUR net assets / liabilities	41,374	(41,374)	270,843	(270,843)
5 - EUR hedged from risks (-)	-	-	-	-
<b>6 - EUR net effect (4+5)</b>	<b>41,374</b>	<b>(41,374)</b>	<b>270,843</b>	<b>(270,843)</b>
Change of other currencies against TRY by 10%				
7 - Other currencies net assets / liabilities	(1,721)	1,721	198,903	(198,903)
8 - Other currencies hedged from risks (-)	-	-	-	-
<b>9 - Other currencies net effect (7+8)</b>	<b>(1,721)</b>	<b>1,721</b>	<b>198,903</b>	<b>(198,903)</b>
<b>Total (3+6+9)</b>	<b>14,986</b>	<b>(14,986)</b>	<b>469,746</b>	<b>(469,746)</b>

### b.3.2) Interest rate risk management

The Group's financial liabilities cause the Group to be exposed to interest rate risk. Most of the Group's financial liabilities are variable rate borrowings. Considering the balance of variable rate financial liabilities in the financial position table as of 31 December 2019, if 1% increase or decrease occurs in TRY interest rates and 0.25% increase or decrease occurs in foreign currency interest rates, provided that all other variables remain the same, profit before tax and consolidation will be TRY 10,020,000 more or less (TRY 5,000,000 as of 31 December 2018).

#### Interest rate sensitivity

The breakdown of the Group's interest rate sensitive financial instruments is as below:

31 December 2019



	Floating Interest	Fixed Interest	Non-interest bearing	Total
<b>Financial assets</b>	-	<b>6,030,513</b>	<b>163,870</b>	<b>6,194,383</b>
Cash and cash equivalents	-	3,764,619	163,870	3,928,489
Financial investments	-	1,235,429	-	1,235,429
Trade receivables	-	929,956	-	929,956
Due from related parties	-	57,662	-	57,662
Other receivables	-	42,847	-	42,847
<b>Financial Liabilities</b>	<b>4,007,913</b>	<b>3,210,965</b>	<b>430,654</b>	<b>7,649,532</b>
Bank loans and bonds issued	4,007,913	1,862,086	430,654	6,300,653
Lease liabilities	-	60,056	-	60,056
Trade payables	-	883,674	-	883,674
Due to related parties	-	296,802	-	296,802
Other payables	-	108,347	-	108,347

#### 31 December 2018

	Floating Interest	Fixed Interest	Non-interest bearing	Total
<b>Financial assets</b>	-	<b>3,403,110</b>	<b>126,103</b>	<b>3,529,213</b>
Cash and cash equivalents	-	1,213,598	126,103	1,339,701
Financial investments	-	1,053,181	-	1,053,181
Trade receivables	-	979,529	-	979,529
Due from related parties	-	128,600	-	128,600
Other receivables	-	28,202	-	28,202
<b>Financial Liabilities</b>	<b>2,000,123</b>	<b>2,053,295</b>	-	<b>4,053,418</b>
Bank loan and bonds issued	2,000,123	1,320,966	-	3,321,089
Lease liabilities	-	420	-	420
Trade payables	-	514,397	-	514,397
Due to related parties	-	165,429	-	165,429
Other payables	-	52,083	-	52,083

### b.3.3) Other price risks

Sensitivity analyses are carried out according to the share price risks as of December 31, 2019. If, as of December 31, 2019, all other variables remain the same, and the data used in valuation method change 10% up or down, net profit/loss will not be affected as long as the share investments are classified as "saleable assets", and as long as they are not sold or impaired.

### 7.4. Risks Related to the Industry of Acquired Companies

Because All Parties to the merger are operating in the same industry, related explanations made under Article 7.2 (*Risks Related to the Industry of the Acquiring Company*) also apply to the Acquired Companies.

### 7.5. Risks Related to the Shares to be Issued because of the Merger

Concerning the ŞİŞECAM shares that will be issued because of the merger, there is neither a liquidity risk, nor a company-related risk. On the other hand, ŞİŞECAM shares are currently being traded in the Exchange, and this involves certain risks such as falling prices, or dividends not being paid by the company.

*Risks Related to Dividend Income:*

Dividends are paid in compliance with the capital markets regulations. In the periods when the Company is in loss, there is the risk of not receiving dividends. Moreover, even if the Company records profits, when the Company has losses from previous years, it will not be able to pay dividends until those losses have been covered. To be able to pay dividends, the Company should first cover the losses of previous years. Furthermore, even if dividends are to be paid, if it is not mandatory according to the capital markets regulations to pay dividends, the general assembly of shareholders decides on whether to pay dividends. There is a risk of the shareholders not receiving dividends, if the general assembly decides not to pay dividends.

Even if the Company records a distributable period profit, the Company may not pay dividends because of a previously disclosed dividend policy (without prejudice to the provisions of the capital markets regulations). There is also the probability that the Company records a loss as the result of its activities. Additionally, if, during a capital increase, shareholders do not exercise their preemptive rights, the rate of their share in the capital will fall after the capital increase.

*Risks Related to Capital Gains:*

If ŞİŞECAM's (solo) financial performance of develops below expectations, or in case of unfavorable capital market conditions, the price of the Company shares may fall. The value of shares may be affected by price fluctuations caused by general economic and political environment, and by speculative and manipulative trading.

In addition to the above, shareholders share ŞİŞECAM'S (solo) profit and loss. When the Company is liquidated, if there is a remaining balance in the Company, the shareholder receives a value from this balance, in proportion to his/her shareholding rate. In case the Company is liquidated, shareholders will be eligible for a payment only after all the creditors have been paid.

Rights that will be issued by the Company in the future in relation to capital increases, and sale of shares by the main shareholders may adversely affect the share price, thus adversely affecting the capital gains.

### *Risks Related to the Market:*

The value of ŞİŞECAM shares may fluctuate significantly, depending on the changes in (solo) financial performance of ŞİŞECAM and its competitors, global macroeconomic conditions, the activities of the competitors and reactions to other factors. Fluctuations in the operating results of the Company, or the case where the expectations of analysts or investors are not met, may cause the ŞİŞECAM share price to fall. Consequently, shareholders may lose their investment partially or completely.

ŞİŞECAM share price may be subject to fluctuations from time to time. These fluctuations may not coincide with ŞİŞECAM's (solo) financial performance or the future expectations for earnings. Consequently, a general decline in the market, or a decline specific to similar capital market instruments, may adversely affect the liquidity of the market where ŞİŞECAM shares are being traded.

### **7.6. Risks Related to the Merger**

The realization of the merger is dependent on obtaining the legally required permissions and approvals summarized above in Article 4.2.3 (*Conditions of the Transaction*) and detailed below in Article 22.3 (*Conditions of the Transaction*).

According to Article 6 of the Communiqué No. II-23.2 (*Financial Statements to be Used for the Merger and Demerger*), the Merger should be approved by the general assemblies of the Acquiring Company and the Acquired Companies by August 31, 2020. If the general assemblies do not meet and approve the transaction by the said date, or another future date as may be allowed by the CMB, financial statements dated December 31, 2019 cannot be used for the merger.

According to Article 10 of the CMB Communiqué No. II-23.2 (*Changes in the Financial Position*), paragraph 1, if a significant change occurs in the financial position of the companies involved in the merger from the date on which the merger agreement is signed to the date on which the agreement will be submitted to the approval of the general assembly, the managing bodies of all parties may have to decide to amend the merger agreement or to renounce the merger. In such a case, there is a risk that the general assembly meeting related to the merger cannot be held by August 31, 2020 because of the renouncement of the merger or amendment in the merger agreement.

In case there are shareholders who/which wish to exercise exit rights, and they attend to the general assembly, cast a negative vote, and have their dissenting opinion recorded in the meeting minutes, financing may be required for the payments to be made to these shareholders or their

representatives, depending on the amount of exercised exit rights. The company may not cover the financing necessary for the exercise of exit rights with its internal resources. If such financing cannot be obtained at all or cannot be obtained with the anticipated conditions, this may prevent the merger.

Finally, force majeure events such as earthquake, epidemic and war, the continuance of the COVID-19 pandemic or the increase of its impact, may cause difficulties for the shareholders in their attendance to the general assembly meeting in which the merger will be approved, and the exercise of their exit rights. These factors may also make the registration of the approved merger extremely difficult, or impossible, in an unforeseeable way.

## **7.7. Other Risks**

Because Acquired Companies are the affiliates of the Acquiring Company and the Acquiring Company is a holding company, risk factors of the Acquiring Company and the Acquired Companies are similar to each other.

**Macroeconomic Risks** – Most of the sales of Acquired Companies are to the customers based in Turkey, Russia and the European Union. Macroeconomic problems that may be encountered in these markets may decrease the demand for the products manufactured by ŞİŞECAM companies. This low demand may adversely and significantly affect the costs of the Acquired Companies, and also adversely affect the Acquired Companies' profitability, value and projections. Products manufactured by the Acquired Companies are mostly used in the industries of construction, automotive, tourism, white goods, retail and catering. If the customer demand for the products manufactured and services rendered by these industries falls, sales revenue of the Acquired Companies may fall significantly.

**Overcapacity** – Markets in which the Acquired Companies are operating are markets where historically supply exceeded demand, and thus having an overcapacity problem. Demand has slowly increased in the near past, mitigating the problem of overcapacity. However, there is a risk that this problem will emerge again in the future. In the future, Acquired Companies may have to operate in a much more competitive environment if the demand decreases for various reasons, or the supply increases with new investments. They may have to sell their products for much lower prices compared to the current price levels. Such a situation may adversely affect the Acquired Companies' profitability, value and projections. Because of the structural characteristics of furnaces, the glass industry cannot easily cut down production. Even when the demand decreases, they continue production and increase their inventory. Because of this fact, after the low level demand period ends, the prices may not rapidly come to levels so as to maintain today's profit

margins. Under these circumstances, ŞİŞECAM companies will require more working capital, and it is possible that the financing levels and costs may not be favorable.

***Energy and Raw Material Costs*** – Energy and raw material costs are significant components in the production of glass and soda. There is a foreign currency indexed price mechanism in place, both for energy and raw materials. Any increase in energy and raw material costs may not be completely reflected to the customers by the Acquired Companies, and this may adversely affect the Acquired Companies' profitability, value and projections. Problems and delays in the supply of energy and raw materials may also cause interruptions in the production activities of the Acquired Companies, and prevent them from maintaining a sufficient and timely supply to the market. In such a situation, not only the short-term sales of the Acquired Companies will be affected, but also the medium- and long-term sales may be affected, because the competitors of the Acquired Companies may have increased their market share.

***Dependency on Customers*** – Excluding Paşabahçe Mağazaları A.Ş., which has a very small share in ŞİŞECAM's consolidated sales, none of the ŞİŞECAM companies sell to end consumers, but they manufacture intermediate products for other manufacturers. Therefore, the demand for the products of the Acquired Companies are directly related to the demand for the products of their customers (or of the customers of their customers), and the competitive success of their customers. If the demand for the products manufactured by the customers of the Acquired Companies is not at a satisfactory level, then it will also affect the demand for the products of the Acquired Companies, and this may adversely affect the Acquired Companies' profitability, value and projections.

***Geographical Distribution of Operations*** – Acquired Companies have manufacturing facilities in 14 countries, including the natural soda investment in the United States. The majority of these investments are in Turkey, Russia, India, Egypt, Romania, Bulgaria and Bosnia-Herzegovina. Some of these countries are emerging countries, and most of them are not economically and politically as stable as the developed countries. If these countries enter into unstable periods with regards to economy or politics, or their relationship with Turkey enters into a troubled period, Acquired Companies' affiliates in these countries may face difficulties, and they may not be supported properly from Turkey. Such an unstable condition may adversely affect the Acquired Companies' profitability, value and projections.

***Legal and Regulatory Risks*** – Acquired Companies are in the industrial manufacturing business, and therefore operate being subject to various legal regulations such as environmental law, occupational health and safety regulations, labor law and product standards. It is a risk that these legal regulations in question change; they are applied differently, or interpreted differently than the ongoing practices of the Acquired Companies. Furthermore, Acquired Companies may incur losses or may be obliged to pay compensation because of the environmental damages or

product defects. Any undesired change in the legal regulations, environment-related losses or product-related compensation may adversely affect the Acquired Companies' profitability, value and projections.

## **8. INFORMATION ON THE COMPANIES INVOLVED IN THE MERGER**

### **8.1. General information on the companies involved in the merger:**

#### **8.1.1. Registered legal names of the companies involved in the merger:**

- a) **Acquiring Company:** Türkiye Şişe ve Cam Fabrikaları A.Ş.
- b) **Acquired Company 1:** Anadolu Cam Sanayii A.Ş.
- c) **Acquired Company 2:** Denizli Cam Sanayii ve Ticaret A.Ş.
- d) **Acquired Company 3:** Paşabahçe Cam Sanayii ve Ticaret A.Ş.
- e) **Acquired Company 4:** Soda Sanayii A.Ş.
- f) **Acquired Company 5:** Trakya Cam Sanayii A.Ş.

#### **8.1.2. Trade registry offices and registration numbers of the companies involved in the merger:**

- a) **As the Acquiring Company, ŞİŞECAM:** Istanbul Trade Registry Office – 21599
- b) **As the Acquired Company 1, ANADOLU CAM:** Istanbul Trade Registry Office – 103040
- c) **As the Acquired Company 2, DENİZLİ CAM:** Denizli Trade Registry Office – 3407
- d) **As the Acquired Company 3, PAŞABAHÇE:** Istanbul Trade Registry Office – 119071
- e) **As the Acquired Company 4, SODA SANAYİİ:** Istanbul Trade Registry Office – 495852
- f) **As the Acquired Company 5, TRAKYA CAM:** Istanbul Trade Registry Office – 151415

#### **8.1.3. Incorporation dates of the companies involved in the merger, and their anticipated term, if not indefinite:**

- a) **As the Acquiring Company, ŞİŞECAM:** 23.01.1936 - Indefinite term
- b) **As the Acquired Company 1, ANADOLU CAM:** 21.05.1969 - Indefinite term
- c) **As the Acquired Company 2, DENİZLİ CAM:** 09.10.1973 - Indefinite term
- d) **As the Acquired Company 3, PAŞABAHÇE CAM:** 27.12.1972 - Indefinite term
- e) **As the Acquired Company 4, SODA SANAYİİ:** 21.04.2003 - Indefinite term
- f) **As the Acquired Company 5, TRAKYA CAM:** 09.01.1978 - Indefinite term

**8.1.4. Legal status of the companies involved in the merger, the applicable law they are subject to, their country of incorporation, the address of their registered and actual head office, website addresses, telephone and fax numbers:**

**a) Acquiring Company - ŞİŞECAM:**

Legal Status : Public joint stock company  
Applicable Law : Laws of the Republic of Turkey  
Country of Incorporation : Turkey  
Address of Registered and Actual Head Office : İçmeler Mahallesi, D-100 Karayolu Caddesi, No: 44A 34947 Tuzla/İSTANBUL  
Website : www.sisecam.com  
Telephone and Fax Numbers : 0850 206 50 50 / 0850 206 40 40

**b) Acquired Company 1 - ANADOLU CAM**

Legal Status : Public joint stock company  
Applicable Law : Laws of the Republic of Turkey  
Country of Incorporation : Turkey  
Address of Registered and Actual Head Office : İçmeler Mahallesi, D-100 Karayolu Caddesi, No: 44A 34947 Tuzla/İSTANBUL  
Website : www.sisecamcamambalaj.com  
Telephone and Fax Numbers : 0850 206 38 22 / 0850 206 57 57

**c) Acquired Company 2 - DENİZLİ CAM**

Legal Status : Public joint stock company  
Applicable Law : Laws of the Republic of Turkey  
Country of Incorporation : Turkey  
Address of Registered and Actual Head Office : Bahçelievler Mah. 4013 Sokak No:10 20014 Merkezefendi / DENİZLİ  
Website : www.denizlicam.com  
Telephone and Fax Numbers : 0258 295 40 00 / 0258 377 24 79

**d) Acquired Company 3 - PAŞABAĞÇE:**

Legal Status : Private joint stock company  
Applicable Law : Laws of the Republic of Turkey

Country of Incorporation : Turkey  
Address of Registered and Actual Head Office : İçmeler Mahallesi D-100 Karayolu Caddesi No:44/A Tuzla/İSTANBUL  
Website : www.pasabahce.com  
Telephone and Fax Numbers : 0850 206 50 50 / 0850 206 40 40

**e) Acquired Company 4 - SODA SANAYİİ**

Legal Status : Public joint stock company  
Applicable Law : Laws of the Republic of Turkey  
Country of Incorporation : Turkey  
Address of Registered and Actual Head Office : İçmeler Mahallesi D -100 Karayolu Caddesi No:44/A 34947 Tuzla/İSTANBUL  
Website : www.sisecamkimyasallar.com  
Telephone and Fax Numbers : 0850 206 50 50 / 0850 208 49 75

**f) Acquired Company 5 - TRAKYA CAM**

Legal Status : Public joint stock company  
The Applicable Law : Laws of the Republic of Turkey  
Country of Incorporation : Turkey  
Address of Registered and Actual Head Office : İçmeler Mah. D-100 Karayolu Cad. N44/A 34947 Tuzla/İSTANBUL  
Website : www.sisecamduzcam.com  
Telephone and Fax Numbers : 0850 206 50 50 / 0 850 208 40 00

**8.2. Investments:**

**8.2.1. Information on the significant investments of the companies involved in the merger and their financing methods as of the date of the financial statements to be used for the merger:**

**a) Acquiring Company - ŞİŞECAM**

In 2019, ŞİŞECAM made strategic investments which have supported its sustainable growth objectives, and which have been remarkable in its industry. As of the end of the



year, investment expenditures have been TRY 2,889,571,000. Out of the investments made, significant ones are indicated below, under the headings of the related companies. ŞİŞECAM does not use the project financing model and finance the investments with shareholders' equity and external loans. This applies to all the investments listed below.

**b) Acquired Company 1 - ANADOLU CAM**

In 2019, ANADOLU CAM investment expenditures have been TRY 889,932,000, the major items of investment being planned cold furnace, machinery and equipment renewal, and mould sustainability investments.

In 2019, ANADOLU CAM carried out the planned cold repairs of furnace A of Yenişehir Plant, and furnace No. 30 of Mersin Plant, and completed the new batch house and new furnace investments of Mersin Plant, creating an additional annual capacity of 80,000 tons. The total cost of investments is approximately TRY 414,298,999.

In June 2019, a new glass packaging furnace was commissioned in Mersin Plant, because of its closeness to the international port. The new furnace is equipped with new technology compliant with Industry 4.0, and its production capacity is 80,000 tons annually. With this investment, the total glass packaging production capacity of ANADOLU CAM reached 1,300,000 tons annually. The total cost of investment is approximately TRY 103,064,430.

**c) Acquired Company 2: DENİZLİ CAM**

In 2019, investment expenditures amounted to TRY 3,577,000 and included Manufacturing Machines Development and Sustainability, Energy Development Investments, Furnace Development Investments, Subprocess Decoration Machines, Information Technologies Sustainability and Development and Mould Investments.

**d) Acquired Company 3: PAŞABAHÇE**

In 2019, investment expenditures of PAŞABAHÇE amounted to TRY 137,865,000, the major items being mould sustainability investments and information technologies sustainability and development investments.

**e) Acquired Company 4: SODA SANAYİİ**

In 2019, investment expenditures of SODA SANAYİİ amounted to TRY 283,520,000, the major items being capacity increase investments, machinery and equipment renewals and salt facility investments.

In the first days of 2019, SODA SANAYİİ commissioned Balıkesir glass fiber facility investment, which had been initiated in 2017. This glass fiber production facility, equipped with modern technology, has a capacity of 70,000 tons/year. This investment of 120,000,000 euros was recognized as "strategic" by the Incentives and Foreign Capital Department of the Ministry of Economy, and granted with an incentive certificate.

**f) Acquired Company 5: TRAKYA CAM**

In 2019, investment expenditures of TRAKYA CAM amounted to TRY 1,034,935,000, the major investment items being indicated below.

In 2018, the affiliate company Sisecam Flat Glass South Italy SRL purchased the Sangalli Group assets in Italy, and a float glass line with 190,000 tons/year capacity, laminated glass line with 4,000,000 square meters/year capacity, and a coating line with 4,000,000 square meters/year capacity were modernized and commissioned in 2019. The total cost of this investment was approximately TRY 198,313,000.

The 240,000 tons/year capacity flat glass line of the Bulgaria Plant went through cold repair in 2018 and was commissioned in July 2019. The total cost of this investment was approximately TRY 141,000,000.

In 2019, TRAKYA CAM continued the second float line investment of Polatlı Plant which started in 2018 and carried out cold repair at Yenişehir Plant. Their investment expenditures amounted to TRY 448,471,000.

**8.2.2. Information on nature, completion rate, geographical distribution and financing method of ongoing investments of the companies involved in the merger:**

**a) Acquiring Company - ŞİŞECAM**

With the strategic IT objective IT 2.0, a working model is being created where the business group requirements will be analyzed with technology solutions, and requests will be converted to projects and production effectively. Activities under the IT 2.0 strategy will emphasize on; realizing business requirements by effective and agile management through the business partnership structure, process improvements, development of competencies, expanding

cybersecurity, risk and compliance solutions, management of industrial systems, expanding the cloud program, and uninterrupted business continuity.

ŞİŞECAM does not use the project financing model and finance the investments with the shareholders' equity and external loans. This applies to all the investments listed below.

**b) Acquired Company 1 - ANADOLU CAM**

Pokrovsky Plant in Russia (production was suspended in 2013) was decided to be recommissioned. The furnace in the plant was ignited on May 4, 2020 with a capacity of 70,000 tons/year and an investment of 15,000,000 US Dollar.

With the Pokrovsky plant starting production again, Ruscam Glass Packaging Holding's sales volumes are expected to be around 1,000,000 tons with 5 plants in Russia during the 2020-2025 period.

ANADOLU CAM does not use the project financing model and finance the investments with the shareholders' equity and external loans.

**c) Acquired Company 2: DENİZLİ CAM**

Cold repair continue in the furnace No. 2 in Denizli. The furnace is planned to be ignited in September this year and to start production in October.

DENİZLİ CAM does not use the project financing model and finance the investments with the shareholders' equity and external loans.

**d) Acquired Company 3: PAŞABAHÇE**

Cold repair continues in furnace B in Eskişehir plant and furnace E in Kırklareli plant. Furnaces are planned to be recommissioned in the third quarter of 2020.

PAŞABAHÇE does not use the project financing model and finance the investments with the shareholders' equity and external loans.

**e) Acquired Company 4: SODA SANAYİİ**

In June 3, 2019, SODA SANAYİİ and Imperial Natural Resources Trona Mining Inc. (a Ciner Group company) executed a joint venture agreement to establish a production partnership in equal shares in Green River in Wyoming, United States of America, which involves an

investment of natural soda by solution mining, with an annual capacity of 2.700,000 tons, including 2.500,000 tons of soda and 200,000 tons of sodium bicarbonate. As part of this agreement, Sisecam Chemicals USA Inc., of which SODA SANAYİİ is 100% shareholder, was established in the United States and SODA SANAYİİ's rights and obligations arising from the Joint Venture Agreement were transferred to the newly established company. Despite this transfer, SODA SANAYİİ's rights and obligations (including bearing the expenses of Sisecam Chemicals USA Inc. and investing capital under the Joint Venture Agreement) continue as a guarantor.

Depending on the timing of investment and operation permissions and licenses, the natural soda investment is expected to be completed and then to start production in 2026 with %28 capacity utilization rate. The plant is anticipated to reach 100% capacity in 2029. Accordingly, Soda Sanayii made an investment expenditure of 6,750,000 US Dollar in 2019. Investment will also continue in 2020. Soda Sanayii's US investment is planned to be funded by external financing in addition to shareholders' equity. However, there is no final decision on this matter.

New Tarsus Salt Enterprise Investment was initiated, aiming to meet the saltwater requirement of Mersin Soda Plant to be used in the production of soda. This project is important for sustainable supply of raw materials.

The soda production capacity of Mersin Soda Plant is planned to be increased from 1.400,000 tons to 1.500,000 tons. On-site construction and assembly works continue. The investments are expected to increase in 2020 due to the new salt field investments and the construction of the saltwater transmission line in addition to the capacity increase of 100,000 tons at the Mersin soda plant.

SODA SANAYİİ does not use the project financing model and finance the investments with the shareholders' equity and external loans.

**f) Acquired Company 5: TRAKYA CAM**

Trakya Cam is planning to complete the construction of the second flat glass furnace in Polatlı Plant. This investment has a capacity of 750 tons/day and was initiated in 2018. This investment of second flat glass furnace at the Polatlı Plant aims to increase the flat glass capacity to 1,675 tons/day, and to expand the value-added production capabilities of the facility.

It is anticipated that the number of furnaces will remain 8 from 2020 to 2025 and the capacity will be gradually increased by making cold repairs to 5 existing furnaces located in Yenişehir, Mersin and Lüleburgaz factories. The production capacity in Turkey is expected to reach

2,000,000 tons thanks to the investment in furnace 8 and cold repairs in the projection period (except for cold repair periods).

In Trakya Yenişehir Flat Glass Plant, flat glass line no. TR 6 was shut down in early April 2020 for the new cold repair, and the flat glass line No. TR 5 is still under cold repair.

TRAKYA CAM does not use the project financing model and finance the investments with the shareholders' equity and external loans

### **8.2.3. Information on the binding resolutions, agreements and other initiatives on important future investments by the managing bodies of the companies involved in the merger:**

The furnace C in Yenişehir Plant is planned to have cold repair started in the last quarter of 2020 and to be recommissioned in the first quarter of 2021. Once the furnace is recommissioned, the capacity is expected to increase from 400 to 500 tons/day.

## **9. GENERAL INFORMATION ON THE ACTIVITIES OF THE COMPANIES**

### **9.1. Main fields of activity of the companies involved in the merger**

#### **a) Acquiring Company - ŞİŞECAM:**

In terms of management accounting, the Company is divided into five activity groups, including flat glass, glassware, glass packaging, chemicals and others (companies engaged in import, export, energy, waste collection / separation / processing / recycling / recovery, and insurance brokerage services). Its actual activity is to manufacture glass and to engage in auxiliary and complementary industrial and commercial activities, to participate in the capital and management of any type of industrial and commercial organizations.

#### **b) Acquired Company 1 – ANADOLU CAM:**

Its field of activity is the production and sales of glass packaging. Its production activities in Turkey are carried out in the factories Mersin, Yenişehir/Bursa and Eskişehir. All marketing and sales activities of the Company are carried out by its own “Sales and Management Center” department.

#### **c) Acquired Company 2 – DENİZLİ CAM:**

The Company produces hand-made (labor-intensive production) soda (crystalline) glassware, crystal glassware, and glass rods used for making chandelier beads in 2 furnaces in 26,400 m<sup>2</sup> closed area on a facility of 116,224 m<sup>2</sup> in Denizli.

**d) Acquired Company 3 –PAŞABAHÇE CAM:**

The Company started hand-made soda glassware production in Paşabahçe/Beykoz in 1935. Machine production, considered the first stage of today's automatic production technology, started in 1955 while production of heat-resistant glassware was launched in 1974.

**e) Acquired Company 4 – SODA SANAYİİ:**

The Company's field of activity is the establishment of/participation in facilities to produce light soda, heavy soda, sodium bicarbonate, sodium bichromate, sodium sulphide, basic chromium sulphate, chromic acid and any other soda-chromium derivatives, and other products containing soda-chromium; import and export related to their subject of activities; establishment of facilities to produce electrical energy and sales of other by-products with the produced electrical energy; glass fiber production and sales; production and sales of Vitamin K and sodium metabisulfite derivatives.

**f) Acquired Company 5 – TRAKYA CAM:**

The Company is engaged in the production and sales of flat glass, frosted glass, mirror, laminated glass, coated glass, solar energy glass, auto glass, encapsulated automotive glass, and glass for white goods. It has production plants in Kırklareli (Lüleburgaz), Mersin (Tarsus), Bursa (Yenişehir), Ankara (Polatlı), Bulgaria (Targovishte), Russia (Tatarstan), Germany (Aurach), Slovakia (Malacky), Hungary (Aszod), Romania (Buzau), Italy (Udine and Manfredonia), Egypt (Sukhna), and India (Halol).

**9.1.1.Information on the activities of the companies involved in the merger, including their main product/service categories, as of the date of the financial statements used in the merger<sup>15</sup>:**

**g) Acquiring Company - ŞİŞECAM:**

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<sup>15</sup> In this Announcement, the tables extracted from the financial statements of ŞİŞECAM, ANADOLU CAM, PAŞABAHÇE, SODA SANAYİ and TRAKYA CAM indicate the figures as TRY thousand, unless otherwise stated. This does not include DENİZLİ CAM.

Incorporated in 1936, Şişecam establishes and operates all kinds of auxiliary and complementary facilities that are directly or indirectly related to glass, glassware and glass industry (and/or substitute industries), ensures their development and improvement, acquires shares from and participates in the management of an established or to-be-established industrial and commercial company, either domestic or overseas, operating in any field.

1 January - 31 December 2019	Flatglass	Glassware	Packaging	Chemicals	Others	Consolidation adjustments	Consolidated
Net sales – Third parties	6,588,009	3,074,818	4,293,177	3,700,600	402,082	-	18,058,686
Net sales – Intergroup	62,639	5,657	6,950	935,221	1,130,232	(2,140,699)	-
<b>Total net sales</b>	<b>6,650,648</b>	<b>3,080,475</b>	<b>4,300,127</b>	<b>4,635,821</b>	<b>1,532,314</b>	<b>(2,140,699)</b>	<b>18,058,686</b>
Cost of sales	(4,625,355)	(2,044,570)	(2,868,375)	(3,070,534)	(1,237,508)	1,667,311	(12,179,031)
<b>Gross profit (loss)</b>	<b>2,025,293</b>	<b>1,035,905</b>	<b>1,431,752</b>	<b>1,565,287</b>	<b>294,806</b>	<b>(473,388)</b>	<b>5,879,655</b>
Operating expenses	(1,366,469)	(855,619)	(803,623)	(702,221)	(177,247)	482,075	(3,423,104)
Other operating revenues	343,650	168,772	104,828	207,733	49,497	(27,366)	847,114
Other operating expenses	(175,508)	(68,089)	(45,604)	(159,377)	(31,662)	7,650	(472,590)
Income from investments in associates and joint ventures	21,953	-	-	74,398	-	-	96,351
<b>Operating profit (loss)</b>	<b>848,919</b>	<b>280,969</b>	<b>687,353</b>	<b>985,820</b>	<b>135,394</b>	<b>(11,029)</b>	<b>2,927,426</b>

1 January - 31 December 2018	Flatglass	Glassware	Packaging	Chemicals	Others	Consolidation adjustments	Consolidated
Net sales – Third parties	5,830,071	2,522,421	3,231,835	3,369,176	596,811	-	15,550,314
Net sales – Intergroup	44,994	6,471	7,253	601,845	513,485	(1,174,148)	-
<b>Total net sales</b>	<b>5,875,065</b>	<b>2,528,892</b>	<b>3,239,188</b>	<b>3,971,021</b>	<b>1,110,296</b>	<b>(1,174,148)</b>	<b>15,550,314</b>
Cost of sales	(3,955,135)	(1,586,347)	(2,261,487)	(2,484,503)	(985,644)	883,753	(10,389,363)
<b>Gross profit (loss)</b>	<b>1,919,930</b>	<b>942,545</b>	<b>977,701</b>	<b>1,486,518</b>	<b>124,652</b>	<b>(290,395)</b>	<b>5,160,951</b>
Operating expenses	(1,106,737)	(741,971)	(562,143)	(592,186)	(119,513)	297,374	(2,825,176)
Other operating revenues	416,009	204,799	184,088	294,876	48,210	(21,435)	1,126,547
Other operating expenses	(185,361)	(71,425)	(134,135)	(183,459)	(37,169)	5,191	(606,358)
Income from investments in associates and joint ventures	40,701	-	-	92,053	-	-	132,754
<b>Operating profit (loss)</b>	<b>1,084,542</b>	<b>333,948</b>	<b>465,511</b>	<b>1,097,802</b>	<b>16,180</b>	<b>(9,265)</b>	<b>2,988,718</b>



**b) Acquired Company 1 - ANADOLU CAM:**

Incorporated in 1969, the field of activity of ANADOLU CAM is the production and sales of glass packaging. The business / transactions which the Company is authorized to perform to achieve these objectives are stipulated by the Articles of Association.

**c) Acquired Company 2 - DENİZLİ CAM:**

Incorporated in 1973, DENİZLİ CAM manufactures glass and crystal bottles and containers. The company sells all of its products to PAŞABAHÇE.

**d) Acquired Company 3 - PAŞABAHÇE:**

Incorporated in 1972, PAŞABAHÇE manufactures and markets tableware, glassware, bottles, flat glass, light bulbs, glass and other glass and glass-made items.

**e) Acquired Company 4 - SODA SANAYİİ:**

Incorporated in 2003, SODA SANAYİİ produces sodium carbonate, sodium bicarbonate and other soda chemicals; bichromate, chromic acid, basic chromium sulphate, other chromium chemicals and any kind of chemicals; establishes plants to produce other products; acquires shares from existing plants; manufactures heavy machinery, explores natural raw materials such as salt, limestone and chromite that are required to produce soda-chromium chemicals; explores other substances that are subject to mining law; establishes and operates mining facilities; establishes and operates auxiliary and complementary facilities related to SODA SANAYİİ in any way; acquires shares from such existing facilities; carries out research required to develop the soda-chromium chemicals industry; establishes facilities and acquires shares in existing facilities; engages in various auxiliary and complementary activities related in any way to SODA SANAYİİ; and sells products. In addition, SODA SANAYİİ produces other metal salts and basic inorganic chemicals.

1 January - 31 December 2019	Chromium Products	Soda Products, Energy & Others	Total	Consolidation Adjustments	Consolidated
Revenue	1,060,931	3,136,828	4,197,759	(15,268)	4,182,491
Cost of Sales (-)	(630,372)	(2,135,378)	(2,765,750)	15,445	(2,750,305)
Gross Profit	430,559	1,001,450	1,432,009	177	1,432,186
Purchase of tangible and intangible fixed assets	33,098	267,114	300,212	-	300,212
Purchase of right-of-use assets	143	2,171	2,314	-	2,314
Depreciation and amortization allowance	(16,136)	(189,259)	(205,395)	907	(204,488)

1 January - 31 December 2018	Chromium Products	Soda Products, Energy & Others	Total	Consolidation Adjustments	Consolidated
Revenue	1,035,289	2,395,724	3,431,013	(653)	3,430,360
Cost of Sales (-)	(569,186)	(1,545,770)	(2,114,956)	653	(2,114,303)
Gross Profit	466,103	849,954	1,316,057	-	1,316,057
Purchase of tangible and intangible fixed assets	45,964	837,616	883,580	-	883,580
Depreciation and amortization allowance	(16,030)	(136,026)	(152,056)	1,452	(150,604)

#### f) Acquired Company 5 - TRAKYA CAM:

TRAKYA CAM was founded in 1978 and started production in 1981. The Company manufactures and sells flat glass in plates or sheets (including wired glass, frosted glass, colored or tinted flat glass), (cast, rolled, drawn, blown, float, surface-polished or waxed but not processed in any other way).

1 January - 31 December 2019	Architectural glass	Automotive glass	Total	Consolidation adjustments	Consolidated
Net sales	4,887,328	2,503,021	7,390,349	(739,701)	6,650,648
Cost of sales	(3,199,175)	(2,162,019)	(5,361,194)	735,839	(4,625,355)
<b>Gross profit</b>	<b>1,688,153</b>	<b>341,002</b>	<b>2,029,155</b>	<b>(3,862)</b>	<b>2,025,293</b>
Operating expenses	(1,141,409)	(356,106)	(1,497,515)	140,485	(1,357,030)
Other operating revenues	342,049	152,689	494,738	(203,050)	291,688
Other operating expenses	(143,873)	(45,463)	(189,336)	70,097	(119,239)
<b>Operating profit</b>	<b>744,920</b>	<b>92,122</b>	<b>837,042</b>	<b>3,670</b>	<b>840,712</b>
Purchase of tangible and intangible fixed assets	886,483	148,452	1,034,935	-	1,034,935
Depreciation and amortization allowance	(344,217)	(119,047)	(463,264)	-	(463,264)

1 January - 31 December 2018	Architectural glass	Automotive glass	Total	Consolidation adjustments	Consolidated
Net sales	4,157,631	2,323,727	6,481,358	(606,294)	5,875,064
Cost of sales	(2,631,339)	(1,925,465)	(4,556,804)	601,669	(3,955,135)
<b>Gross profit</b>	<b>1,526,292</b>	<b>398,262</b>	<b>1,924,554</b>	<b>(4,625)</b>	<b>1,919,929</b>
Operating expenses	(833,476)	(320,321)	(1,153,797)	50,121	(1,103,676)
Other operating revenues	354,667	122,751	477,418	(74,254)	403,164
Other operating expenses	(170,463)	(37,196)	(207,659)	51,331	(156,328)
<b>Operating profit</b>	<b>877,020</b>	<b>163,496</b>	<b>1,040,516</b>	<b>22,573</b>	<b>1,063,089</b>
Purchase of tangible and intangible fixed assets	290,081	71,181	361,262	-	361,262
Depreciation and amortization allowance	(265,469)	(110,923)	(376,392)	-	(376,392)

### 9.1.2. Publicly disclosed information (that would not reveal any trade secret) on significant products and services in the research and development phase and on the progress of related research and development activities

None.

## 9.2. Major industries/markets

### 9.2.1 Information on the relevant industries/markets, and the position of the companies involved in the merger in these industries/markets, their advantages and disadvantages

Annual reports 2019 of the companies involved in the merger - ANADOLU CAM, DENİZLİ CAM, PAŞABAHÇE, SODA SANAYİİ, ŞİŞECAM and TRAKYA CAM - are available via the Public Disclosure Platform website at [www.kap.gov.tr](http://www.kap.gov.tr) and all related parties' corporate websites: [www.sisecamcamambalaj.com](http://www.sisecamcamambalaj.com) for ANADOLU CAM, [www.denizlicam.com](http://www.denizlicam.com) for DENİZLİ CAM, [www.pasabahce.com](http://www.pasabahce.com) for PAŞABAHÇE, [www.sisecamkimyasallar.com](http://www.sisecamkimyasallar.com) for SODA SANAYİİ, [www.sisecam.com](http://www.sisecam.com) for ŞİŞECAM, and [www.sisecamduzcam.com](http://www.sisecamduzcam.com) for TRAKYA CAM.

Companies involved in the merger are operating in the same industry, and the related information is presented below:

### Glass Industry

Turkish glass industry produces flat glass, glassware, glass packaging and glass fiber. Turkish glass industry is expected to continue to grow, considering the developments in the economy,

market saturation level, development of other industries using glass in their production, new products, and young population. Turkish Glass Industry continues to grow and improves its performance. The Turkish glass industry will also continue to grow in the future.

The main disadvantages of the glass industry include the energy-intensive structure of the glass industry and its vulnerability to energy costs, high investment needs based on foreign currency, qualified labor constraints, disadvantaged position against competition in energy and labor costs, uninterrupted production requirement, intensely competitive environment, threat of imported products manufactured at low input costs and under different conditions and creating unfair competition, rising costs especially in energy, transportation costs and processes, R&D speed in developed markets, employment problems, and increasing environmental pressures.

On the other hand, major advantages provided by the glass industry to manufacturers include long-term market potential, Turkey's high export potential due to its proximity to both emerging and developed markets, new uses and sectoral development areas provided by glass due to its innovative aspect, ability to manufacture products that provide solutions to environmental and climate issues.

#### **a) Acquiring Company - ŞİŞECAM**

As one of the main producers of Turkish glass industry, ŞİŞECAM stands out in flat glass, glass packaging, glassware, and glass fiber. ŞİŞECAM started its overseas operations in the second half of the 2000s and is today operating in 14 different countries, including the global markets such as Germany, Italy, Romania, Bulgaria, Russia, Slovakia, Hungary, Bosnia-Herzegovina, Georgia, Ukraine, Egypt, and India. ŞİŞECAM also initiated a natural soda investment in the USA in 2019, expanding globally in four continents.

ŞİŞECAM glass fiber facility, which cost TRY 780,000,000 and was commissioned in 2019, is the only glass fiber production plant in the country.

The first private sector research and development center of Turkey was established by ŞİŞECAM in 1976. With the research and development activities in Turkish glass industry, the company helped Turkish researchers to leave their mark in the world of glass, utilizing a corporate know-how going back to almost half a century. With its 27 specialized laboratories and the equipment in these laboratories, ŞİŞECAM Center for Science, Technology and Design today contributes to glass science and technology in Turkey.

Glass fiber industry is strategically important, because it provides input to industries such as defence, aviation, automotive, infrastructure and wind energy. There has been an unfair price competition in this industry in the course of time, especially with the products originating from the People's Republic of China.

#### **b) Glass Packaging - ANADOLU CAM**

ANADOLU CAM is operating ten glass packaging facilities, three of which being in Turkey, five in Russia, and one each in Ukraine and Georgia. Total annual production capacity of these facilities is 2,600,000 tons.

In 2019, despite the volatile global conditions and the hard times of Turkish economy, ANADOLU CAM continued to grow and increase its export volume. The company thus kept its domestic sales above 1,000,000 tons in 2019, just as in 2018.

In line with its strategic objectives, ANADOLU CAM has accelerated its glass packaging operations in overseas markets, and increased exports from Turkey by 60% and total exports by 30%.

#### **c) Glassware - DENİZLİ CAM**

With a variety of more than 25,000 products, DENİZLİ CAM sells all its production to PAŞABAHÇE, which exports DENİZLİ CAM hand-made products to 41 countries on five continents. Sixty percent of this export is to Europe, and 35% to the American continent.

In 2019, DENİZLİ CAM total sales were TRY 132,360,656 with a n increase of 24% compared to 2018. The amount of investment expenditures made in 2019 was TRY 3,577,311 for the investment items of; production machines development and sustainability, energy development, furnace development, secondary treatment decorating machines, information technologies sustainability and development, and mould investments.

#### **d) Glassware - PAŞABAHÇE**

Products of PAŞABAHÇE, one of Turkey's strong glassware brands, are not available only to hotels and restaurants, but also to end consumers through Paşabahçe Stores. PAŞABAHÇE increased its consolidated sales revenue by 22% in 2019, and international sales accounted for TRY 1,949,000,000 out of the total sales volume of TRY 3,020,000,000.

In 2019, PAŞABAHÇE realized projects involving productivity increase and cost advantage in production processes. While improving its sales strategies in target markets and the distribution infrastructure, the company continued to grow overseas as well. PAŞABAHÇE continues to increase the brand loyalty and the level of service with its customer-centric approach.

#### **e) Chemicals - SODA SANAYİİ**

Currently operating on four countries, SODA SANAYİİ produces mainly soda and chromium chemicals. The company also produces electricity, glass fiber, vitamin K3 derivatives and sodium metabisulphite.

Despite uncertainties in the global economy and the increasingly competitive environment in 2019, SODA SANAYİİ performed strongly in sales, thanks to its stable production, high service quality, brand awareness and distribution channels. Annual consolidated sales revenue increased by 22% and international sales increased by 14% compared to 2018.

Soda sales revenues in TRY increased by 23% compared to 2018. Seventy-one percent of SODA SANAYİİ's consolidated soda sales were made to international markets. For chromium business line, 86% of sales revenues were from international sales. In 2019, SODA SANAYİİ produced 2,400,000 tons of soda at the facilities in Mersin, Bosnia-Herzegovina and Bulgaria (production partnership, Solvay Sodi plant).

#### **f) Flat Glass - TRAKYA CAM**

As the main company of ŞİŞECAM in flat glass, TRAKYA CAM has two main business lines, being architectural glass and automotive glass. The Company provides input to the industries of construction, automotive, solar energy and white goods, with its facilities in 10 different countries and expanding product range.

In 2019, TRAKYA CAM turnover in Turkey and in international markets has been TRY 6,651,000,000 with 13% increase, while exports on TRY basis increased by 47% compared to 2018. The amount of investment expenditures of TRAKYA CAM was TRY 1,035,000,000 in 2019.

As part of ŞİŞECAM's sustainability approach, TRAKYA CAM carries out various activities in energy and resource efficiency, environment protection and waste management. The Company continued to both increase quality and efficiency and cut the costs in 2019, due to

lean 6-Sigma projects, which may be defined as a whole of systems covering all practices supporting the lean production and “6-sigma”.

### 9.2.2 Information on the distribution of the net sales of the companies involved in the merger by business area and geographical market as of the date of the financial statements to be used for the merger

#### a) Acquiring Company - ŞİŞECAM

The table below presents sales revenues geographically classified by customer location. The tables below extracted from financial statements of ŞİŞECAM are expressed in TRY thousand.

1 January - 31 December 2019	Turkey	Russia, Ukraine, Georgia	Europe	Others	Total	Consolidation Adjustments	Consolidated
Net sales – Third parties	11,042,533	2,589,554	3,904,083	522,516	18,058,686	-	18,058,686
Net sales – Intergroup	597,962	20,442	387,603	98,512	1,104,519	(1,104,519)	-
<b>Total net sales</b>	<b>11,640,495</b>	<b>2,609,996</b>	<b>4,291,686</b>	<b>621,028</b>	<b>19,163,205</b>	<b>(1,104,519)</b>	<b>18,058,686</b>

The table below represents sales revenues classified by business area:

1 January - 31 December 2019	Flat glass	Glassware	Glass packaging	Chemicals	Others	Consolidation Adjustments	Consolidated
Net sales – Third parties	6,588,009	3,074,818	4,293,177	3,700,000	402,082	-	18,058,686
Net sales – Intergroup	62,639	5,657	6,950	935,221	1,130,232	(2,140,699)	-
<b>Total net sales</b>	<b>6,650,648</b>	<b>3,080,475</b>	<b>4,300,127</b>	<b>4,635,821</b>	<b>1,532,314</b>	<b>(2,140,699)</b>	<b>18,058,686</b>

#### b) Acquired Company 1 - ANADOLU CAM

The table below presents sales revenues geographically classified by customer's location. The tables below extracted from financial statements of ANADOLU CAM are expressed in TRY thousand:

<b>1 January - 31 December 2019</b>	<b>Turkey</b>	<b>Russia, Ukraine, Georgia</b>	<b>Netherlands</b>	<b>Consolidation Adjustments</b>	<b>Consolidated</b>
Net sales – Third parties	2,494,403	1,812,822	-	-	4,307,225
Net sales – Intergroup	620	11,287	-	(11,907)	-
<b>Total net sales</b>	<b>2,495,023</b>	<b>1,824,109</b>	<b>-</b>	<b>(11,907)</b>	<b>4,307,225</b>

**c) Acquired Company 2 - DENİZLİ CAM**

The table below presents domestic sales revenues, regardless of customer's location and related business area:

<b>Sales (TRY)</b>	<b>1 January- 31 December 2019</b>	<b>1 January- 31 December 2018</b>
Sales revenue	132,424,136	106,645,207
Sales discounts	(63,480)	(46,090)
	<b>132,360,656</b>	<b>106,599,117</b>

**d) Acquired Company 3 - PAŞABAHÇE**

The table below presents sales revenues geographically classified by customer's location. The tables below extracted from financial statements of PAŞABAHÇE are expressed in TRY thousand:

<b>1 January - 31 December 2019</b>	<b>Turkey</b>	<b>Europe</b>	<b>Russia</b>	<b>Others</b>	<b>Total</b>	<b>Consolidation adjustments</b>	<b>Consolidated</b>
Net sales – Third parties	1,727,940	356,109	789,287	146,182	3,019,518	-	3,019,518
Net sales - Intergroup	385,973	106,603	1,027	33,880	527,482	(527,482)	-
<b>Total net sales</b>	<b>2,113,913</b>	<b>462,712</b>	<b>790,314</b>	<b>180,062</b>	<b>3,547,000</b>	<b>(527,482)</b>	<b>3,019,518</b>



**e) Acquired Company 4 - SODA SANAYİİ**

The table below presents sales revenues geographically classified by customer's location. The tables below extracted from financial statements of SODA SANAYİİ are expressed in TRY thousand:

<b>1 January - 31 December 2019</b>	<b>Turkey</b>	<b>Europe</b>	<b>Others</b>	<b>Total</b>	<b>Consolidation adjustments</b>	<b>Consolidated</b>
Net sales	3,231,648	1,031,928	14,273	4,277,849	(95,358)	4,182,491
Purchase of tangible and intangible assets	243,798	56,407	7	300,212	-	300,212
Purchase of right-of-use assets	2,314	-	-	2,314	-	2,314
Depreciation and amortization allowance	(131,836)	(73,484)	(75)	(205,395)	907	(204,488)
<b>Total assets (31 December 2019)</b>	<b>7,665,670</b>	<b>1,454,086</b>	<b>13,902</b>	<b>9,133,658</b>	<b>(506,234)</b>	<b>8,627,424</b>

**f) Acquired Company 5 - TRAKYA CAM**

The table below presents sales revenues geographically classified by customer's location. The tables below extracted from financial statements of TRAKYA CAM are expressed in TRY thousand:

<b>1 January - 31 December 2019</b>	<b>Turkey</b>	<b>Europe</b>	<b>Other</b>	<b>Total</b>	<b>Consolidation adjustments</b>	<b>Consolidated</b>
Net sales	3,642,975	2,866,555	880,819	7,390,349	(739,701)	6,650,648
Cost of sales	(2,294,228)	(2,402,495)	(664,471)	(5,361,194)	735,839	(4,625,355)

The table below presents sales revenues classified by business area:

<b>1 January - 31 December 2019</b>	<b>Architectural glass</b>	<b>Automotive glass</b>	<b>Total</b>	<b>Consolidation adjustments</b>	<b>Consolidated</b>
Net sales	4,887,328	2,503,021	7,390,349	(739,701)	6,650,648
Cost of sales	(3,199,175)	(2,162,019)	(5,361,194)	735,839	(4,625,355)

### **9.3 Information on the probability that the information in Articles 9.1 and 9.2 is affected by extraordinary factors**

In case of extraordinary events, including war, natural disasters (earthquake, flood, storm, etc.), social unrest, epidemic, terror, etc., the industries of the companies involved in the merger - notably, the glass industry – and, consequently, financial position and operations of ANADOLU CAM, DENİZLİ CAM, PAŞABAĞÇE, SODA SANAYİİ, ŞİŞECAM and TRAKYA CAM may be adversely affected. Additionally, in case of the aforementioned extraordinary events, consumer confidence may decrease, leading to a decline in sales.

In addition, detailed explanation about the impact of the COVID-19 pandemic on the Parties' main business areas, industries and markets is available in Article 7.2 (*Risks Related to the Industry of the Acquiring Company*) under “Other Risks”.

### **9.4 Summary information on the patents, licenses, industrial / commercial / financial agreements important for the business activities and profitability of the companies involved in the merger, as well as the extent of dependency of the activities and financial position of these companies on these agreements, or on the new production processes**

SODA SANAYİİ holds a production license no. EÜ/3734-18/2289, dated 15 March 2012, which is considered to be important for commercial activities and profitability of SODA SANAYİİ.

TRAKYA CAM holds a production license no. EÜ/9405-2/04543, dated 25 May 2020, which is considered to be important for commercial activities and profitability of TRAKYA CAM.

### **9.5 The grounds for the statements made by companies involved in the merger on their competition status**

All Parties are operating in the same industry. Because the activities within the Acquired Companies will continue to be carried out within ŞİŞECAM, and as explained in detail under Article 2.1 above (*Information on the Competition Board Legislation*), All Parties will be within the same economic unity and the merger will not bring any change with regards to management and control; the merger will not create any concerns about competition, and the current situation of competition will stay as it is.

### **9.6 Information on any suspension of business in the last 12 months, which have or will have substantial impact on financial position**

**a) Acquiring Company - ŞİŞECAM**

None.

**b) Acquired Company 1 - ANADOLU CAM**

None.

**c) Acquired Company 2 - DENİZLİ CAM**

In its meeting dated 30 March 2020, DENİZLİ CAM Board of Directors decided that furnace No. II would be shut down/cooled as of 30 March 2020, furnace No. I would continue production to meet the customer orders, and employees would take their paid leave times in line with the production plans in order to prevent the spread of the COVID-19 pandemic and to be safe from the health-related and economy-related problems that may result from the pandemic.

In its meeting dated 7 April 2020, DENİZLİ CAM Board of Directors decided that production would be suspended in furnace No. I and pot furnaces until 27 April 2020 as part of measures to prevent the spread of COVID-19, which was identified by the World Health Organization (WHO) as a pandemic, in order to protect the health of the employees and to ensure occupational safety, in line with the decrease in the customers and orders in the glassware industry characterized as original production. The Board further decided to extend the suspension of production until 20 May 2020 in its meeting of 22 April 2020 and until 1 June 2020 in its meeting of 22 May 2020. The Board of Directors decided in its meeting of 29 May 2020 that the suspension of production would be extended until 8 June 2020, that the technical teams responsible for the maintenance of the furnaces at a minimum level and financial and administrative employees involved in projects would continue to work, and that necessary actions would be taken to comply with the financial regulations. The suspension of production was ended on 8 June 2020 and activities have been in the natural course of business since this date.

**d) Acquired Company 3 - PAŞABAHÇE**

As part of measures to prevent the spread of COVID-19, identified by the World Health Organization (WHO) as a pandemic, stores of Paşabahçe Mağazaları A.Ş. (affiliate of PAŞABAHÇE) were shut down temporarily as of 19 March 2020 and continued their sales via e-commerce channels. As of 1 June 2020, activities have been carried out again in its usual course of business in 49 stores.

**e) Acquired Company 4 - SODA SANAYİİ**

None.

**f) Acquired Company 5 - TRAKYA CAM**

As a result of reduction in customer demand in industries using architectural glass due to COVID-19 pandemic, TRAKYA CAM decided that, in production lines in Turkey, flat glass furnace no. 5 (the cold repair of which was planned to start in March 2020) would be shut down in June 2020, that the procurement of cold repair materials would continue, and that technical, financial and administrative employees in the factory would continue to work in compliance with the legislation.

**10 INFORMATION ABOUT THE GROUP**

**10.1. Summary information on the group of companies involved in the merger, subjects of activity of the group companies, their relationship with companies involved in the merger, and the position of companies involved in the merger within the group**

Companies involved in the merger operate in the same industry. ŞİŞECAM Group which includes companies involved in the merger is an industrial group of companies operating internationally in flat glass, glassware, glass packaging and chemicals, in 14 countries with approximately 22,000 employees. ŞİŞECAM Group exports more than half of its total sales to more than 150 countries.

ŞİŞECAM Group is comprised of four main divisions: Şişecam Flat Glass (TRAKYA CAM), Şişecam Glassware (PAŞABAHÇE), Şişecam Glass Packaging (ANADOLU CAM), and Şişecam Chemicals (SODA SANAYİİ).

**10.2 List of significant direct and indirect affiliates of companies involved in the merger**

**a) Acquiring Company - ŞİŞECAM**

Affiliates of the Acquired Companies included in the consolidated financial statements of ŞİŞECAM are given in the following sections of the related companies. ŞİŞECAM is an indirect shareholder of the said affiliates of the Acquired Companies in proportion to its shares in the capital of the Acquired Companies.

Trade Name	Company's Subject of Activity	Paid-in/Issued Capital	Share Amount	Currency	Share Rate (%)	Relationship with the Company
TRAKYA CAM	Production and sale of flat glass, auto glass and processed glass	1,250,000,000.00	897,379,559.09	TRY	71.79	Affiliate
Çayırova Cam Sanayii A.Ş.	Commercial activities	9,397,297.00	6,752,447.00	TRY	71.86	Affiliate
PAŞABAĞÇE	Automatic production and sale of glassware	224,117,049.00	222,937,761.00	TRY	99.47	Affiliate
Camiş Ambalaj Sanayii A.Ş.	Production and sale of paper and cardboard packaging	9,000,000.00	9,000,000.00	TRY	100.00	Affiliate
ANADOLU CAM	Production and sale of glass packaging	750,000,000.00	587,115,911.87	TRY	78.28	Affiliate
SODA SANAYİİ	Production and sale of soda and chromium chemicals	1,000,000,000.00	630,151,677.28	TRY	63.02	Affiliate
Cam Elyaf Sanayii A.Ş.	Production and sale of glass fiber and polyester	60,000,000.00	36,119,023.00	TRY	60.20	Affiliate
Camiş Elektrik Üretim A.Ş.	Production and sale of electricity	25,000,000.00	9,869,958.00	TRY	39.48	Subsidiary
Camiş Madencilik A.Ş.	Production and sale of glass raw materials	20,143,206.38	20,143,206.38	TRY	100.00	Affiliate
Madencilik San. ve Tic. A.Ş.	Production and sale of glass raw materials	50,000.00	50,000.00	TRY	100.00	Affiliate
Şişecam Enerji A.Ş.	Storage and sale of natural gas and electricity trading	15,000,000.00	15,000,000.00	TRY	100.00	Affiliate
Şişecam Sigorta Aracılık Hizmetleri A.Ş.	Insurance agency	2,000,000.00	2,000,000.00	TRY	100.00	Affiliate
Şişecam Dış Ticaret A.Ş.	Export of the products of ŞİŞECAM Group	5,000,000.00	5,000,000.00	TRY	100.00	Affiliate
Bosen Enerji Elektrik Üret.	Electricity production	161,500,000.00	1,986.00	TRY	0.00	Subsidiary

Trade Name	Company's Subject of Activity	Paid-in/Issued Capital	Share Amount	Currency	Share Rate (%)	Relationship with the Company
Oto. Pro. Grb. A.Ş.						
İş Finansal Kiralama A.Ş.	Financial leasing	695,302,645.00	530,315.35	TRY	0.08	Subsidiary
SC Glass Trading B.V.	Import and sales services	50,000.00	50,000.00	TRY	100.00	Affiliate
Şişecam Çevre Sistemleri A.Ş.	Collection, sorting, processing, recycling and recovery of packaging waste	58,000,000.00	52,200,000.00	TRY	90.00	Affiliate

**b) Acquired Company 1 - ANADOLU CAM**

Trade Name	Company's Subject of Activity	Paid-in/Issued Capital	Share Amount	Currency	Share Rate (%)	Relationship with the Company
JSC Mina	Production and sale of glass packaging	17,101,887	17,101,887	GEL	100.00	Affiliate
Sisecam Glass Packaging BV	Financing, Investment and Sale of Glass Packaging	283,410,058	283,410,058	EUR	100.00	Affiliate
OOO Ruscam Glass Packaging Holding	Production and sale of glass packaging	14,697,671,769.65	14,697,671,769.65	Ruble	100.00	Affiliate
Camiş Elektrik A.Ş.	Electricity production	25,000,000	6,523,109	TRY	26.09	Subsidiary

**c) Acquired Company 2 - DENİZLİ CAM**

No affiliates.

**d) Acquired Company 3 - PAŞABAĞÇE**

Trade Name	Company's Subject of Activity	Share Amount	Currency	Share Rate (%)	Relationship with the Company
PAŞABAHÇE Bulgaria EAD	Automatic production and sale of glassware	45,000,000.00	Bulgarian Lev	100.00	Affiliate
OOO Posuda	Automatic production and sale of glassware	4,525,471,997.27	Ruble	100.00	Affiliate
PAŞABAHÇE Egypt Glass Manufacturing S.A.E	Automatic production and sale of glassware	500,000.00	Egyptian Pound	100.00	Affiliate
DENİZLİ CAM	Hand-made production and sale of soda and crystal glassware	7,650,000.00	TRY	51.00	Affiliate
PAŞABAHÇE Mağazaları A.Ş.	Glassware retail sales	25,700,000.00	TRY	100.00	Affiliate
PAŞABAHÇE Glass GmbH	Marketing and sales	25,000.00	EUR	100.00	Affiliate
PAŞABAHÇE USA Inc.	Marketing and sales	100.00	US Dollar	100.00	Affiliate
PAŞABAHÇE Spain SL	Marketing and sales	20,000.00	EUR	100.00	Affiliate
PAŞABAHÇE (Shanghai) Trading Co. Ltd.	Marketing and sales	5,000,000.00	CNY	100.00	Affiliate
PAŞABAHÇE SRL	Marketing and sales	2,304,125.00	EUR	100.00	Affiliate
PAŞABAHÇE Investment B.V.	Financing and investment company	126,673,500.00	EUR	100.00	Affiliate
Istanbul Investment B.V.	Financing and investment company	161,372.00	EUR	100.00	Affiliate
Nude Design Investment B.V.	Financing and investment company	869,801.00	EUR	100.00	Affiliate

Trade Name	Company's Subject of Activity	Share Amount	Currency	Share Rate (%)	Relationship with the Company
Nude Glass Investment B.V.	Financing and investment company	161,372.00	EUR	100.00	Affiliate

**e) Acquired Company 4 - SODA SANAYİİ**

Trade Name	Company's Subject of Activity	Share Amount	Currency	Share Rate (%)	Relationship with the Company
Şişecam Soda Lukavac D.O.O	Production and sale of soda	121,971,070.00	KM	100.00	Affiliate
Şişecam Bulgaria EOOD	Trading Soda Products	5,000.00	Lev	100.00	Affiliate
Cromital S.p.A.	Production and trade of chromium derivatives	1,120,000.00	EUR	100.00	Affiliate
Şişecam Chem Investment B.V	Subsidiary Investment	181,469,000.00	EUR	100.00	Affiliate
Şişecam Elyaf Sanayii A.Ş.	Trading Soda Products	200,000,000.00	TRY	100.00	Affiliate
Oxyvit Kimya San. ve Tic. A.Ş.	Vitamin K-3 ve Derivatives	335,210.00	TRY	100.00	Affiliate
Şişecam (Shanghai) Trade Co. Ltd.	Marketing and Sale of Chromium Chemicals	503,303.00	US Dollar	100.00	Affiliate
Sisecam Chemicals USA Inc.	Trading Soda Products	9,250,000.00	US Dollar	100.00	Affiliate

**f) Acquired Company 5 - TRAKYA CAM**

Trade Name	Company's Subject of Activity	Paid-in/Issued Capital	Share Amount	Currency	Share Rate (%)	Relationship with the Company
Trakya Investment B.V.	Financing and investment	161,567,400.00	161,567,400.00	EUR	100.00	Affiliate



<b>Trade Name</b>	<b>Company's Subject of Activity</b>	<b>Paid-in/Issued Capital</b>	<b>Share Amount</b>	<b>Currency</b>	<b>Share Rate (%)</b>	<b>Relationship with the Company</b>
Trakya Glass Bulgaria EAD	Production and sale of flat glass, mirrors, laminated and coated glass	75,000,000.00	75,000,000.00	BGN	100.00	Indirect Affiliate
Sisecam Automotive Bulgaria EAD	Production and sale of auto glass and white goods	30,000,000.00	30,000,000.00	BGN	100.00	Indirect Affiliate
Glasscorp S.A	Production and sale of auto glass	158,527,037.90	158,527,037.90	RON	100.00	Indirect Affiliate
Richard Fritz Holding GMBH	Commercial activities	10,000,000.00	10,000,000.00	EUR	100.00	Indirect Affiliate
Automotive Glass Alliance Rus AO	Production and sale of auto glass	5,270,581,000.00	5,270,581,000.00	RUB	100.00	Indirect Affiliate
Automotive Glass Alliance Rus Trading OOO	Import and sales services	34,569,150.00	34,569,150.00	RUB	100.00	Indirect Affiliate
TRSG Glass Holding B.V.	Financing and investment	159,000,000.00	111,300,000.00	EUR	70.00	Affiliate
Trakya Glass Rus AO	Production and sale of flat glass and mirrors	7,387,500,100.00	5,171,250,070.00	RUB	70.00	Indirect Affiliate
Trakya Glass Rus Trading OOO	Import and sales services	20,000,000.00	14,000,000.00	RUB	70.00	Indirect Affiliate
Sisecam Flat Glass India Private Limited	Production and sale of flat glass and mirrors	3,079,160,100.00	3,079,160,040.00	INR	100.00	Affiliate
Çayirova Cam San. A.Ş.	Commercial activities	9,397,297.00	2,644,850.00	TRY	28.14	Subsidiary

Trade Name	Company's Subject of Activity	Paid-in/Issued Capital	Share Amount	Currency	Share Rate (%)	Relationship with the Company
Camış Elektrik Üretim A.Ş.	Production and sale of electricity	25,000,000.00	8,606,933.00	TRY	34.43	Subsidiary
Saint Gobain Glass Egypt S.A.E	Production and sale of flat glass	1,127,000,000.00	338,100,000.00	EGP	30.00	Subsidiary
ŞİŞECAM Otomotiv A.Ş.	Production and sale of auto glass	141,085,163.00	141,085,163.00	TRY	100.00	Affiliate
Sisecam Flat Glass Italy S.R.L.	Production and sale of flat glass and laminated glass	18,010,000.00	18,010,000.00	EUR	100.00	Indirect Affiliate
Sisecam Flat Glass Holding B.V.	Financing and investment	97,662,700.00	97,662,700.00	EUR	100.00	Affiliate
Sisecam Flat Glass South Italy S.R.L	Production and sale of flat glass, coated and laminated glass	22,800,000.00	22,800,000.00	EUR	100.00	Indirect Affiliate

## 11 INFORMATION ON TANGIBLE FIXED ASSETS

### 11.1. Information on the significant tangible fixed assets of companies involved in the merger as of the date of the financial statements to be used for the merger, including the assets obtained through financial leasing

This Article 11.1 only includes details on tangible fixed assets with a net book value of 1% or more in the total tangible fixed assets in the publicly disclosed consolidated financial statements.

#### a) Acquiring Company - ŞİŞECAM

The tangible fixed assets owned by the Acquired Companies and included in the consolidated financial statements of ŞİŞECAM are given in the following sections. In addition, information on the tangible fixed assets that ŞİŞECAM (solo) owned in 2019 and whose net book value is 1% or more in total is presented below.

Type	Acquisition Year	m2	Location	Net Book Value (TRY thousand)	Intended Use	If Leased, Tenant	Lease Period	Annual Rent (TRY)
Office and commercial space	2019	31,402	Istanbul Province, Tuzla District, Merkez Neighbourhood	313,483	Office	-	-	-

Type	Acquisition Year	m2	Location	Net Book Value (TRY thousand)	Intended Use	If Leased, Leasing Person/Entity	Lease Period	Annual Rent (TRY)
Office and commercial space	2019	31,402	Istanbul Province, Tuzla District, Merkez Neighbourhood	313,482,956.00	Office	-	-	-

#### b) Acquired Company 1 - ANADOLU CAM

Tangible fixed assets owned by ANADOLU CAM in 2019 according to the predetermined significance criterion are as follows:

Type	Acquisition Year	m2	Location	Net Book Value (TRY thousand)	Intended Use	If Leased, Tenant	Lease Period	Annual Rent (TRY)
Furnace Equipment	2019	-	Mersin	42,122	Production	-	-	-
Land	2014	466,00	Eskişehir	51,278	Factory Site	-	-	-
Furnace Equipment	2018	-	Eskişehir	44,877	Production	-	-	-
Furnace Machinery and Equipment	2019	-	Mersin	76,212	Production	-	-	-
Furnace Equipment	2019	-	Yenişehir	45,713	Production	-	-	-
Machinery and Equipment	2019	-	Mersin	41,735	Production	-	-	-
Furnace Equipment	2019	-	Gorokhovets, Russia	44,755	Production	-	-	-
Building	2013	32,987	Ufa, Russia	42,844	Production & Warehouse	-	-	-
Land	1990	112,245	Tuzla, Istanbul	105,820	Warehouse	-	-	-

### c) Acquired Company 2 - DENİZLİ CAM

Tangible fixed assets owned by DENİZLİ CAM in 2019 according to the predetermined significance criterion are as follows:

Type	Acquisition Year	m2	Location	Net Book Value (TRY thousand)	Intended Use	If Leased, Tenant	Lease Period	Annual Rent (TRY)
Laser Marking Machine	2019	-	Denizli	1,192	Production	-	-	-
Product Polishing Machine	2018	-	Denizli	728	Production	-	-	-
Automatic Fuller Machine	2016	-	Denizli	3,543	Production	-	-	-
Craft production furnace	1989	-	Denizli	1,105	Production	-	-	-
Craft production furnace no. 2	1987	-	Denizli	1,283	Production	-	-	-
Land	1978	104,933	Denizli	41,973	Factory Site	-	-	-
Land	1978	8,800	Denizli, Şirinköy	1,796	Factory Site	-	-	-

### d) Acquired Company 3 - PAŞABAHÇE

Tangible fixed assets owned by PAŞABAHÇE in 2019 according to the predetermined significance criterion are as follows. The information about DENİZLİ CAM, which is a consolidated subsidiary and is among the acquired companies, is not included in this table since information about it is provided in its own section.

Type	Acquisition Year	m2	Location	Net Book Value (TRY thousand)	Intended Use	If Leased, Tenant	Lease Period	Annual Rent (TRY)
Land	2015	245,618	Kırklareli	68,649	Factory Site	-	-	-
Building	2016	58,000	Eskişehir	51,685	Product Warehouse	-	-	-
Land	1999	436,325	Eskişehir	47,996	Factory Site	-	-	-
Land	1990	11,338	Tuzla, İstanbul	39,683	Warehouse	-	-	--
Land	1999	436i325	Eskişehir	47,996	Factory Site	-	-	-
Land	1990	11,338	Tuzla, İstanbul	39,683	Warehouse	-	-	--
Production Building	2014	25,606	Nekludovo, Russia	38,603	Production	-	-	-
Production Building	2005	26,000	Targovishte, Bulgaria	30,792	Product Warehouse	-	-	-
Production Building	2013	26,280	Targovishte, Bulgaria	26,993	Product Warehouse	-	-	-
Production Building	2013	7,150	Targovishte, Bulgaria	24,827	Production	-	-	-

#### e) Acquired Company 4 - SODA SANAYİİ

Tangible fixed assets owned by SODA SANAYİİ in 2019 according to the predetermined significance criterion are as follows:

Type	Acquisition Year	m2	Location	Net Book Value (TRY thousand)	Intended Use	If Leased, Tenant	Lease Period	Annual Rent (TRY)
Bushing Pure Platinum	2019	-	Balıkesir	148,311	Production	-	-	-
Bushing Pure Rhodium	2019	-	Balıkesir	37,094	Production	-	-	-
Furnace Refractory Materials	2019		Balıkesir	30,964	Production	-	-	-
Robot Carrying Systems	2019		Balıkesir	29,108	Production	-	-	-
Fiber Winding Machine	2019		Balıkesir	25,029	Production	-	-	-
Mechanical Installation	2019		Balıkesir	24,481	Production	-	-	-
Furnace Forehearth Engineering Pack	2019		Balıkesir	23,176	Production	-	-	-
Land	2006	1,182,055	Bosnia-Herz.	48,534	Factory Site	-	-	-
Boiler Equipment	2016		Bosnia-Herz.	72,586	Production	-	-	-
Boiler Equipment	2019		Bosnia-Herz.	22,194	Production	-	-	-
Cogen Gas Turbine	2009		Mersin	34,915	Production	-	-	-
Land	1996	165,000	Mersin	67,641	Factory Site	-	-	-
Land	1977	395,363	Mersin	79,073	Factory Site	-	-	-
Vapor Generation Facility	2016		Mersin	72,827	Production	-	-	-

#### f) Acquired Company 5 - TRAKYA CAM

Tangible fixed assets owned by TRAKYA CAM in 2019 according to the predetermined significance criterion are as follows:

Type	Acquisition Year	m2	Location	Net Book Value (TRY thousand)	Intended Use	If Leased, Tenant	Lease Period	Annual Rent (TRY)
Float Line Machinery and Equipment	2019	-	Polatlı	482,963	Production	-	-	-
Float Line Machinery and Equipment	2014	-	Polatlı	66,431	Production	-	-	-

Float Line Machinery and Equipment	2014	-	Polatlı	66,431	Production	-	-	-
Building	2007	209,274	Yenişehir	67,941	Production	-	-	-
Float Production Line Buildings	2015	36,875	Bulgaria	184,913	Production	-	-	-
Float Line Machinery and Equipment	2015		Bulgaria	211,191	Production	-	-	-
Coating Line Equipment	2018		Yenişehir	89,289	Production	-	-	-
Lamination Line Equipment	2017		Bulgaria	131,427	Production	-	-	-
Jumbo Line Equipment	2015		Bulgaria	79,624	Production	-	-	-
Float Line Machinery and Equipment	2010		India	155,877	Production	-	-	-
Float Line Machinery and Equipment	2019		Italy	144,582	Production	-	-	-
Float Line Machinery and Equipment	2006		Bulgaria	251,533	Production	-	-	-
Windshield Line Machinery and Equipment	2015		Russia	116,782	Production	-	-	-
Side Window Line Machinery and Equipment	2015		Russia	94,231	Production	-	-	-
Windshield Line Machinery and Equipment	2015		Romania	61,333	Production	-	-	-
Side Window Line Machinery and Equipment	2015		Romania	71,472	Production	-	-	-
Float Line Machinery and Equipment	2016		Italy	59,824	Production	-	-	-
Mirror Line Building	2014	18,521	Russia	59,305	Production	-	-	-
Float Line Building	2014	72,221	Russia	254,468	Production	-	-	-

## 11.2 Information on the restrictions, real rights and mortgages on tangible fixed assets

Except for those which are mandatory in the usual course of business, there are no restrictions, real rights or mortgages on the tangible fixed assets of companies involved in the merger that may adversely affect the activities, profitability or projections.

## 11.3 Information on the market value/fair value of the tangible fixed assets (if known) and on the valuation report on which this value is based

For the tangible fixed assets booked as investment properties in the financial statements, valuation reports on the market value/fair value prepared by CMB-licensed valuation companies are attached to this document for all companies involved in the merger (*Annex 5 (viii), 6 (vii), 8 (vii) and 10 (vii) - Valuation Reports*).

### a) Acquiring Company – ŞİŞECAM

Type of the Tangible Fixed Assets	Acquisition Date	Appraisalment Value (TRY)	Date and No. of the Valuation Report	Classification (Investment property or not)	Tangible Fixed Asset Valuation Fund Amount/Impaired Value (TRY)
Land	23.03.2012	302,400,000	11.12.2019 19_400_333	Investment Property	172,174,155

### b) Acquired Company 1 - ANADOLU CAM

Type of the Tangible Fixed Assets	Acquisition Date	Appraisalment Value (TRY)	Date and No. of the Valuation Report	Classification (Investment property or not)	Tangible Fixed Asset Valuation Fund Amount/Impaired Value (TRY)
Land with Factory Building and Extension	15.11.2007	74,300,000	09.12.2019 19_400_327	Investment Property	58,754,080



**c) Acquired Company 2 – DENİZLİ CAM**

None.

**d) Acquired Company 3 - PAŞABAĞÇE**

Type of the Tangible Fixed Assets	Acquisition Date	Appraisalment Value (TRY)	Date and No. of the Valuation Report	Classification (Investment Property or not)	Tangible Fixed Asset Valuation Fund Amount/Impaired Value
Field	28.12.2019	403,534	12.12.2019 19_400_328	Investment Property	157,432
Land	11.05.2017	8,968,561	26.11.2019 19_400_329	Investment Property	6,851,012
Stone/Brick Office Building, 6 floors, 45 independent sections Stone/brick Building (Parcel:769, Lot:16, Independent Section:44)	23.01.2001	135,000	25.11.2019 19_400_330	Investment Property	87,268

**e) Acquired Company 4 – SODA SANAYİİ**

None.

**f) Acquired Company 5 - TRAKYA CAM**

Type of the Tangible Fixed Asset	Acquisition Date	Appraisalment Value (TRY)	Date and No. of the Valuation Report	Classification (Investment purpose or not)	Tangible Fixed Asset Valuation Fund Amount/Impaired Value
Land with Factory Building and Extension <sup>16</sup>	15.11.2007	74,300,000	09.12.2019 19_400_327	Investment Property	497,744

<sup>16</sup> There are two owners of the land stated in the above paragraph (b); ANADOLU CAM with share rate of 2382/2400 and TRAKYA CAM with share rate of 18/2400. The valuation reports fixes the market value of the land at TRY 74,300,000 (exclusive of VAT). This corresponds to TRY 73,742,750 for 2382/2400 shares owned by ANADOLU CAM and TRY 557,250 for 18/2400 shares owned by TRAKYA CAM.

## 12 ASSESSMENTS ON THE FINANCIAL POSITION AND OPERATING RESULTS

### 12.1 Financial position and operating results<sup>17</sup>

#### a) Acquiring Company - ŞİŞECAM

In TRY thousand

<b>ASSETS</b>	<b>31 December 2019</b>	<b>Restated 31 December 2018</b>
<b>Current Assets</b>		
Cash and Cash Equivalents	8,368,913	3,164,017
Financial Investments	426,120	221,911
Trade receivables	3,572,022	3,234,587
– <i>Due from related parties</i>	6,829	2,292
– <i>Other trade receivables</i>	3,565,193	3,232,295
Other receivables	275,048	48,565
Contract assets	23,490	-
Derivative assets	25,764	-
Inventories	3,831,439	3,006,188
Prepaid expenses	233,693	305,390
Income tax assets	66,550	34,028
Other current assets	390,157	299,507
<b>Subtotal</b>	<b>17,213,196</b>	<b>10,314,193</b>
Assets held for sale	28,058	204
<b>Total current assets</b>	<b>17,241,254</b>	<b>10,314,397</b>
<b>Non-current assets</b>		
Financial investments	2,537,234	2,383,790
Trade receivables	275	299
Other receivables	12,409	26,798
Derivative assets	64,150	-
Investments valued by equity method	710,578	626,895
Investment properties	772,422	729,968
Property, plant and equipment	14,684,667	12,177,322
Right-of-use assets	188,156	-
Intangible assets	630,387	580,100
– <i>Goodwill</i>	301,469	274,084
– <i>Other intangible assets</i>	328,918	306,016
Prepaid expenses	372,080	185,020

<sup>17</sup> In this Announcement, the tables extracted from the financial statements of ŞİŞECAM, ANADOLU CAM, PAŞABAHÇE, SODA SANAYİ and TRAKYA CAM indicate the figures as TRY thousand, unless otherwise stated. This does not include DENİZLİ CAM.

Deferred tax assets	1,093,602	779,449
Other non-current assets	443,624	4,603
<b>Total non-current assets</b>	<b>21,509,584</b>	<b>17,494,244</b>
<b>TOTAL ASSETS</b>	<b>38,750,838</b>	<b>27,808,641</b>

	31 December 2019	Restated 31 December 2018
<b>LIABILITIES</b>		
<b>Short-term Liabilities</b>		
Short-term borrowings	2,634,647	1,899,428
Short-term portion of long-term borrowings	2,616,194	1,203,331
Other financial liabilities	-	572,660
Trade payables	2,093,016	1,657,192
– <i>Due to related parties</i>	84,154	72,155
– <i>Due to third parties</i>	2,008,862	1,585,037
Liabilities for employee benefits	76,090	55,947
Other payables	117,492	53,400
– <i>Due to related parties</i>	4,932	2,639
– <i>Due to third parties</i>	112,560	50,761
Contract liabilities	27,163	-
Derivative instruments	23,587	280
Deferred income	90,059	99,881
Current income tax liabilities	86,419	70,092
Short-term provisions	155,830	174,098
Other short-term liabilities	270,674	218,850
<b>Total short-term liabilities</b>	<b>8,191,171</b>	<b>6,005,159</b>
<b>Long-term liabilities</b>		
Long-term borrowings	10,594,795	4,333,624
Other payables	30,606	1,244
Derivative instruments	89,804	-
Deferred income	62,946	66,855
Long-term provisions	451,185	400,746
Deferred tax liabilities	196,946	288,027
<b>Total long-term liabilities</b>	<b>11,426,282</b>	<b>5,090,496</b>
<b>Total liabilities</b>	<b>19,617,453</b>	<b>11,095,655</b>
<b>EQUITY</b>		
<b>Equity holders of the parent</b>		
Paid capital	2,250,000	2,250,000
Adjustment to share capital differences	181,426	181,426
Share Premiums (discount)	527	527
Accumulated other comprehensive income/expense not to be reclassified to profit or loss	2,091,680	2,004,509
– <i>Gains/(losses) on revaluation and revaluation</i>	2,091,680	2,004,509
– <i>Revaluation gain/(loss) on tangible assets</i>	2,092,836	2,018,108
– <i>Gain/(loss) arising from defined benefit plans</i>	(1,156)	(13,599)
Accumulated other comprehensive income/expense to be reclassified to profit or loss	2,285,616	1,581,229
– <i>Currency translation differences</i>	2,279,280	1,579,362
– <i>Hedge reserves</i>	4,661	(219)
– <i>Gain/loss on revaluation and classification</i>	1,675	2,086
– <i>Revaluation and/or classification gain/(loss) on financial assets available for sale</i>	1,675	2,086
Restricted reserves	187,644	158,437
Retained earnings	5,721,078	4,231,128
Net profit or (loss) for the period	1,904,534	2,288,912

<b>Non-controlling interests</b>	<b>4,510,880</b>	<b>4,016,818</b>
<b>Total equity</b>	<b>19,133,385</b>	<b>16,712,986</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>38,750,838</b>	<b>27,808,641</b>

As of December 31, 2019, changes in the financial position statement compared to the previous year have been announced in the light of the determined significance level. Consequently, out of items which constitute 10% of the asset size, those which have changed more than 10% compared to the previous year are explained.

Cash and Cash Equivalents increased from TRY 3,164,017,000 on 31 December 2018 to TRY 8,368,913,000 on 31 December 2019. On 14 March 2019, ŞİŞECAM issued \$700,000,000 of bonds with maturities on 14 March 2026, and realized a buy-back of about \$200,000,000 in bonds issued in the same period in 2013. This transaction, with a net effect of USD 500,000,000, was the main reason for the increase in cash and cash equivalents.

Tangible Fixed Assets increased from TRY 12.177.322,000 on 31 December 2018 to TRY 14.684.667,000 on 31 December 2019. In 2019, ŞİŞECAM invested TRY 2,850,882,000 in tangible assets. Major investment items include two cold repairs and investment in a new furnace for glass packaging in Turkey; cold repairs of flat glass lines in Bulgaria and Southern Italy; float new line investment in Turkey, maintenance of glass fiber factory, the renewal of equipment and operational efficiency investments for chemicals group, as well as the purchase of ŞİŞECAM Group's head office, which had been occupied by lease, in the last quarter of 2019. On the other hand, in 2019, depreciation expenses of TRY 1,244,594.000 occurred for the tangible assets, and as a result of the depreciation of the Turkish lira against foreign currencies, a net increase of foreign currency conversion difference of TRY 1,004,408.000 occurred in tangible fixed assets of affiliates located outside Turkey.

Long-term Borrowings increased from TRY 4,333,624,000 on 31 December 2018 to TRY 10,594,795,000 on 31 December 2019. In parallel with the increase in cash and cash equivalents caused by bond issuance, there was also an increase in Long-term Liabilities.

(in TRY thousand)

	<b>1 January- 1 December 2019</b>	<b>Restated 1 January- 31 December 2018</b>
Revenues	18,058,686	15,550,314
Cost of Sales	(12,179,031)	(10,389,363)
<b>Gross profit/ (loss) from trading activity</b>	<b>5,879,655</b>	<b>5,160,951</b>
General administrative expenses	(1,037,506)	(884,278)

Marketing expenses	(2,311,288)	(1,865,633)
Research and development expenses	(74,310)	(75,265)
Other operating income	847,114	1,126,547
Other operating expenses	(472,590)	(606,358)
Share of profit/loss of associates and joint ventures	96,351	132,754
<b>Operating profit / (loss)</b>	<b>2,927,426</b>	<b>2,988,718</b>
Income from investing activities	646,594	1,127,564
Expense from investing activities	(88,225)	(269,800)
Impairment gains (losses) arising from TFRS-9	7,808	(60,010)
Other income from associates and joint ventures	-	(89,502)
Other gain (loss) from reclassification of fair value difference accounted under other comprehensive income to profit or loss	-	138,358
<b>Operating profit / (loss) before financial income and expense</b>	<b>3,493,603</b>	<b>3,835,328</b>
Finance income	2,029,036	2,057,743
Finance expenses	(2,926,501)	(2,431,476)
<b>Profit / (loss) before tax from continued operations</b>	<b>2,596,138</b>	<b>3,461,595</b>
<b>Tax income/expense from continued operations</b>	<b>104,181</b>	<b>(95,698)</b>
- Taxes on (expense) / income	(283,143)	(510,320)
- Deferred tax income / (expense)	387,324	414,622
<b>Profit / (loss) for the period</b>	<b>2,700,319</b>	<b>3,365,897</b>
<b>Attributable to:</b>		
- Non-controlling interest	795,785	1,076,985
- <b>Equity holders of the parent</b>	<b>1,904,534</b>	<b>2,288,912</b>
<b>Earnings per share</b>	<b>0.8465</b>	<b>1.0173</b>

As of the end of 2019, the sales revenues of ŞİŞECAM Group increased from TRY 15,550,314,000 to TRY 18,058,686,000 by 16% compared to the previous year. Gross profit margin decreased from 33.2% at the end of 2018 to 32.6% at the end of 2019 as a result of the devaluation of the Turkish Lira against the major currencies, the rise in energy costs in Turkey, the downward trend of demand in some industrial sectors, and suppression of profitability under capacity plannings.

Other income and expenses from operating activities consist mainly of foreign currency receivables and payables arising from trade receivables and payables, income and expenses from maturity differences, profits and losses from scrap sales, profits and losses from raw material sales, income and expenses from rediscount interests. The main reason for the year-to-year decreased income and

expenses from the operating activities is the lower income and expenses from exchange rate differences in 2019 compared to 2018.

Income and expenses from investment activities mainly consist of valuation differences of financial assets to be held until maturity, valuation differences of investment properties, and sales profits and losses of tangible assets. The main reason that the net income / expenses from investment activities fell by 35% at the end of 2019 compared to the previous year is the valuations of financial assets to be held until maturity due to exchange rate difference.

Although the financial revenues remained the same compared to 2018, financing expenses increased by 20.2% from TRY 2,431,476,000 in 2018 to TRY 2,926,531,000 in 2019 as a result of additional borrowings due to financing of investments and bond issuance.

In line with all these developments, net profit for the period fell by 19.7% in 2019 compared to the previous year and reached TRY 2,700,319,000 in 2019, while the net profit for the period was 21.9% in 2018 and 14.9% in 2019.

#### **b) Acquired Company 1 - ANADOLU CAM**

(in TRY thousand)

<b>ASSETS</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
<b>Current Assets</b>		
Cash and cash equivalents	989,866	153,458
Financial investments	47,173	21,619
Trade receivables	1,045,160	773,558
- <i>Trade receivables due from related parties</i>	2,354	2,877
- <i>Trade receivables due from unrelated parties</i>	1,042,806	770,681
Other receivables	99,490	53,248
- <i>Other receivables due from related parties</i>	87,522	42,884
- <i>Other receivables due from unrelated parties</i>	11,968	10,364
Contract assets	15,017	-
Derivative financial assets	494	-
Inventories	614,104	419,254
Prepayments	43,361	43,548
Current tax assets	7,009	6,758
Other current assets	13,931	14,443
<b>Total Current Assets</b>	<b>2,875,605</b>	<b>1,485,886</b>
<b>Non-current Assets</b>		
Financial investments	346,570	327,801
Other receivables	585	500

Derivative financial assets	14,844	-
Investments valued by equity method	15,785	18,932
Investment property	73,742	77,911
Property, plant and equipment	3,476,037	2,736,694
Right-of-use assets	17,731	-
Intangible assets and goodwill	8,121	5,325
- Goodwill	5,112	4,032
- Other intangible assets	3,009	1,293
Prepayments	46,412	93,407
Deferred tax asset	398,152	255,326
<b>Total Non-current Assets</b>	<b>4,397,979</b>	<b>3,515,896</b>
<b>TOTAL ASSETS</b>	<b>7,273,584</b>	<b>5,001,782</b>

<b>LIABILITIES</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
<b>Short-term Liabilities</b>		
Short-term borrowings	848,015	575,842
Short-term portion of long-term borrowings	403,941	242,951
Trade payables	575,081	463,253
- Trade payables to related parties	170,069	97,378
- Trade payables to unrelated parties	405,012	365,875
Employee benefit obligations	3,997	2,788
Other payables	49,041	33,635
- Other payables to related parties	26,647	18,599
- Other payables unrelated parties	22,394	15,036
Contract liabilities	9,086	-
Deferred income	10,885	9,562
Current tax liabilities	-	45
Short-term provisions	51,805	44,110
Other short-term liabilities	22,488	13,419
<b>Total Short-term Liabilities</b>	<b>1,974,339</b>	<b>1,385,605</b>
<b>Long-term Liabilities</b>		
Long-term borrowings	2,398,426	1,239,811
Long-term provisions	70,312	63,224
Deferred tax liabilities	4,496	3,680
<b>Total Long-term Liabilities</b>	<b>2,473,234</b>	<b>1,306,715</b>
<b>Total Liabilities</b>	<b>4,447,573</b>	<b>2,692,320</b>

<b>EQUITY</b>		
<b>Equity Attributable to Owners of Parent</b>	<b>2,826,011</b>	<b>2,309,462</b>
Issued capital	750,000	750,000
Inflation adjustments on capital	1	1
Other accumulated comprehensive income (loss) that will not be reclassified in profit or loss	720,036	650,061

<i>Gains (losses) on revaluation and remeasurement</i>	720,036	650,061
- <i>Increases (Decreases) on revaluation of property, plant and equipment</i>	718,903	651,671
o <i>Gains (Losses) on remeasurements of defined benefit plans</i>	1,133	(1,610)
Other accumulated comprehensive income (loss) that will be reclassified in profit or loss	(181,850)	(223,144)
- <i>Exchange differences on translation</i>	(203,447)	(223,144)
- <i>Gains (Losses) on Hedge</i>	21,597	-
Restricted reserves appropriated from profits	189,125	168,227
Prior years' profits or losses	821,475	513,574
Current period net profit or loss	527,224	450,743
<b>Total Equity</b>	<b>2,826,011</b>	<b>2,309,462</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>7,273,584</b>	<b>5,001,782</b>

As of December 31, 2019, changes in the financial position statement compared to the previous year have been announced in the light of the determined significance level. Consequently, out of items which constitute 10% of the asset size, those which have changed more than 10% compared to the previous year are explained.

Cash and Cash Equivalents increased from TRY 153,458,000 on 31 December 2018 to TRY 989,866,000 on 31 December 2019. On 14 March 2019, the Company – in the capacity of guarantor – used \$140,000,000 out of \$700,000,000 of bonds issued by ŞİŞECAM with maturity on 14 March 2026, and realized – again in the capacity of guarantor – a buy-back of about \$40,000,000 in bonds issued in the same period in 2013. This transaction, with a net effect of USD 100,000,000, was the main reason for the increase in cash and cash equivalents.

Tangible Fixed Assets increased from TRY 2.736.694,000 on 31 December 2018 to TRY 3.476.037,000 on 31 December 2019. In 2019, the Company invested TRY 887,103,000 in tangible assets. Major investment items include two cold repairs and an investment in a new furnace for glass packaging group in Turkey. On the other hand, in 2019, depreciation expenses of TRY 427,539.000 occurred for the tangible assets, and as a result of the depreciation of the Turkish lira especially against ruble by 26%, a net increase of foreign currency conversion difference of TRY 1,004,408.000 occurred especially in tangible fixed assets of affiliate located in Russia.

Long-term Borrowings increased from TRY 1,239,811,000 on 31 December 2018 to TRY 2,398,426,000 on 31 December 2019. In parallel with the increase in cash and cash equivalents caused by bond issuance, there was also an increase in Long-term Liabilities.



(in TRY thousand)

	31 December 2019	31 December 2018
Revenue	4,307,225	3,230,556
Cost of sales	(2,873,601)	(2,254,878)
<b>Gross profit (loss) from commercial operations</b>	<b>1,433,624</b>	<b>975,678</b>
General administrative expenses	(261,488)	(218,060)
Marketing expenses	(539,942)	(342,994)
Research and development expenses	(2,193)	(1,089)
Other income from operating activities	100,426	184,033
Other expenses from operating activities	(41,064)	(137,837)
<b>Profit (Loss) from operating activities</b>	<b>689,363</b>	<b>459,731</b>
Investment activity income	79,873	121,074
Investment activity expenses	(4,018)	(26,012)
Impairment gain and reversal of impairment loss determined in accordance with IFRS 9	859	(3,418)
Share of profit (loss) from investments accounted for using equity method	2,046	3,318
<b>Profit (Loss) before financing income (expense)</b>	<b>768,123</b>	<b>554,693</b>
Finance income	129,390	250,465
Finance costs	(475,350)	(415,573)
<b>Profit (Loss) from continuing operations, before tax</b>	<b>422,163</b>	<b>389,585</b>
<b>Tax (expense) income, continuing operations</b>		
- Current period tax (expense) income	(19,818)	(12,106)
- Deferred tax (expense) income	124,879	73,264
<b>Profit (Loss)</b>	<b>527,224</b>	<b>450,743</b>
<b>Attributable to:</b>		
Non-controlling interest	-	-
<b>Owners of parent</b>	<b>527,224</b>	<b>450,743</b>
<b>Earnings per share</b>	<b>0,7030</b>	<b>0,6010</b>

ANADOLU CAM recorded a 33% increase compared to the previous year (31 December 2018) and closed the year with a revenue of TRY 4,307,225,000. Price increases per ton and the change in product mix contributed to the consolidated revenues by 23% in the three regions of activity. 8% of this contribution was caused by the depreciation of the Turkish Lira against the major currencies and the Ruble. The demand for glass packaging products in the local market throughout 2019 remained weak compared to 2018. Nevertheless, sales performance in the second half has increased significantly, and the 15% volume contraction in the first half decreased to 6% by the end of the year. A year-on-year increase of 59% occurred in volume in exports from Turkey. At the same time, sales of foreign operations increased by 0.4%. International sales, which increased by 38% as of the end of the year, accounted for 57% of consolidated revenues.

Despite the increase in raw material and energy costs, as well as in packaging, material and depreciation costs, the gross margin of glass packaging unit in Turkey has increased from 29% to 32%. Profitability in Russia has increased from 32% to 35%, gross profit has increased by 47% nominally on a consolidated basis, and the gross profit margin has been 33%.

On the other hand, while the revenue ratio of operating expenses increased from 16% in 2018 to 17.3% in 2019 due to the increase in sales and export volume, as well as the depreciation of the Turkish Lira against the major currencies and Ruble.

An investment of 140,000,000 Euros was realized for new furnaces, capacity increases, cold repair, mold and operational efficiency. As a result, because of additional borrowings from investment financing and bond issuance and the depreciation of the Turkish Lira against major currencies, net financing income and expenses increased by 109.5% from TRY 165,108,000 in expenses in 2018 to TRY 345,960,000 in 2019.

In line with all these developments and mainly as a result of nominal increase of 47% in the gross profit, the net profit for the period increased by 17% in 2019 compared to the previous year and reached TRY 527,224,000.

### c) Acquired Company 2 - DENİZLİ CAM

(in TRY thousand)

<b>ASSETS</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
<b>Current Assets</b>		
Cash and cash equivalents	8,696,067	187,322
Trade Receivables	14,825,601	21,008,012

- Trade Receivables from Related Parties	14,688,248	20,623,289
- Trade Receivables from Unrelated Parties	137,353	384,723
Other Receivables	21,859	20,686
- Other Receivables From Unrelated Parties	21,859	20,686
Contract Assets	13,378,234	11,285,263
Inventories	17,279,218	20,210,637
Prepaid Expenses	1,674,290	642,397
Other Current Assets	39,374	44,772
<b>Total Current Assets</b>	<b>55,914,643</b>	<b>53,399,089</b>
<b>Fixed Assets</b>		
Tangible Fixed Assets	68,007,554	68,020,076
Right of Use Assets	37,165	-
Intangible Fixed Assets	-	14,899
- Other Intangible Fixed Assets	-	14,899
Deferred Tax Assets	1,826,242	2,876,864
<b>Total Fixed Assets</b>	<b>69,870,961</b>	<b>70,911,839</b>
<b>TOTAL ASSETS</b>	<b>125,785,604</b>	<b>124,310,928</b>

<b>LIABILITIES</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
<b>Short-term Liabilities</b>		
Short-term Portion of Long-term Borrowings	46,644	-
Trade Payables	8,170,057	6,948,775
- Trade Payables to Related Parties	1,456,488	721,510
- Trade payables to unrelated parties	6,713,569	6,227,265
Liabilities for Employee Benefits	2,895,006	2,375,044
Other Liabilities	33,190,960	40,129,223
- Other Payables to Related Parties	33,150,254	40,075,407
- Other Payables to Unrelated Parties	40,706	53,816
Deferred Revenues	78,135	204,243
Short-term Provisions	730,182	1,275,755
- Provisions For Employee Benefits	346,474	410,165
- Other Short-term Provisions	383,708	865,590
Other Short-term Liabilities	2,261,270	870,367
<b>Total Short-term Liabilities</b>	<b>47,372,254</b>	<b>51,803,407</b>
<b>Long-term Liabilities</b>		
Long-term Provisions For Employee Benefits	13,059,084	9,500,525

<b>Total Long-term Liabilities</b>	<b>13,059,084</b>	<b>9,500,525</b>
<b>Total liabilities</b>	<b>60,431,338</b>	<b>61,303,932</b>
<b>EQUITY</b>		
Paid-in Share Capital	15,000,000	6,000,000
Capital Adjustment Differences	20,891,542	20,891,542
Share Premiums (Discounts)	79,355	9,052
Other Accumulated Comprehensive Revenues (Expenses) that will not be Reclassified as Profit or Loss		
	42,478,036	43,207,090
- <i>Revaluation and Measurement Gains/Losses</i>	43,697,376	43,697,376
- <i>Severance Pay Provision - Actuarial Loss/(Gain) Fund</i>	(1,219,340)	(490,286)
Restricted Reserves Appropriated from Profit	699,583	699,583
Retained Earnings	(7,815,646)	(7,420,789)
Net Period Profit / (Loss)	(5,978,604)	(379,482)
<b>Total Shareholders' Equity</b>	<b>65,354,266</b>	<b>63,006,996</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>125,785,604</b>	<b>124,310,928</b>

As of December 31, 2019, changes in the financial position statement compared to the previous year have been announced in the light of the determined significance level. Consequently, out of items which constitute 10% of the asset size, those which have changed more than 10% compared to the previous year are explained.

Cash and Cash Equivalents increased from TRY 187,322 on 31 December 2018 to TRY 8,696,067 on 31 December 2019. The main reason for the increase is the capital increase of TRY 9,000,000 within the year.

DENİZLİ CAM makes all its sales to PAŞABAHÇE in accordance with the valid transfer pricing practices as it is the contracted manufacturer of PAŞABAHÇE.. Consequently, commercial receivables and inventories change in line with orders and collections from PAŞABAHÇE. Collections are used in financing commercial payables and payables to ŞİŞECEM (solo) as a related party under other payables. Accordingly, in line with the 30% decrease in trade receivables compared to 2018, payables to related parties under other payables decreased by 17% compared to 2018.

Long-term provisions for employee benefits consist of severance pay provisions, which increased by 37% in 2019 compared to 2018 due to the severance pay ceiling and especially the increases in employee salaries above inflation.

(in TRY thousand)

	1 January - December 31 2019	1 January - December 31 2018
Revenues	132,360,656	106,599,117
Cost of sales	(114,834,161)	(91,268,814)
<b>Gross Profit from Commercial Activities</b>	<b>17,526,495</b>	<b>15,330,303</b>
Overhead Expenses	(10,367,686)	(7,039,600)
Marketing Expenses	(3,469,532)	(3,552,530)
Research and Development Expenses	(279,223)	(123,192)
Other Operating Income	553,211	1,615,534
Other Operating Expenses	(923,537)	(1,384,308)
<b>Operating Profit / (Loss)</b>	<b>3,039,728</b>	<b>4,846,207</b>
Income from Investment Activities	-	8,109
Expenses for Investment Activities	-	(6,797)
<b>Operating Profit / (Loss) before Financing Expenses</b>	<b>3,039,728</b>	<b>4,847,519</b>
Financing Revenues	342,515	376,293
Financing Expenses	(8,123,625)	(7,303,291)
<b>Pre-Tax Comprehensive Profit / (Loss)</b>	<b>(4,741,382)</b>	<b>(2,079,479)</b>
<b>Comprehensive Profit Tax Revenue / (Expense)</b>		
	<b>(1,237,222)</b>	<b>1,699,997</b>
Deferred Tax (Expense) / Revenue	(1,237,222)	1,699,997
<b>Period Profit / (Loss)</b>	<b>(5,978,604)</b>	<b>(379,482)</b>
Distribution of Period Profit / (Loss)		
<b>Earnings Per Share</b>	<b>(0.713)</b>	<b>(0.063)</b>

Although sales revenues increased by 24% to TRY 132,361,000 compared to 2018, gross profit margin dropped from 14.4% in 2018 to 13.2% in 2019 due to increases in energy costs and increase in employee salaries above inflation.

The ratio of operating expenses to sales revenues increased from 9.8% in 2018 to 10.9% in 2019, and the main reason for this increase was the increase in general administrative expenses.

Pre-financing operating profit led to a period loss due to financing expenses arising especially from payables to related parties.

#### d) Acquired Company 3 – PAŞABAHÇE

(in TRY thousand)

ASSETS	31 December 2019	31 December 2018
<b>Current Assets</b>		
Cash And Cash Equivalents	405,900	88,106
Trade Receivables	738,449	658,130
- <i>Due From Related Parties</i>	1,519	5,322
- <i>Trade Receivables From Third Parties</i>	736,930	652,808
Other Receivables	96,160	33,405
- <i>Due From Related Parties</i>	91,364	29,382
- <i>Other Receivables From Third Parties</i>	4,796	4,023
Inventories	1,169,131	1,083,503
Prepaid Expenses	27,091	23,664
Current Income Tax Assets	4,162	8,494
Other Current Assets	60,479	39,479
<b>Total Current Assets</b>	<b>2,501,372</b>	<b>1,934,781</b>
<b>Non-Current Assets</b>		
Financial Assets	-	164
Other Receivables	401	474
- <i>Other Receivables From Third Parties</i>	401	474
Derivative Instruments	1,453	
Investment Properties	8,196	8,201
Property, Plant And Equipment	2,067,963	1,901,839
Right-of-use Assets	127,084	-
Intangible Assets	3,050	3,842
Prepaid Expenses	5,452	3,048
Deferred Tax Assets	137,855	87,833
<b>Total Non-Current Assets</b>	<b>2,351,454</b>	<b>2,005,401</b>
<b>TOTAL ASSETS</b>	<b>4,852,826</b>	<b>3,940,182</b>

LIABILITIES	31 December 2019	31 December 2018
<b>Short-term Liabilities</b>		
Short-term Borrowings	721,537	545,550
Short-term Portion of Long-term Borrowings	111,135	292,033
Trade Payables	305,196	271,659
- <i>Due to Related Parties</i>	74,531	67,636
- <i>Trade Payables to Third Parties</i>	230,665	204,023
Liabilities For Employee Benefits	30,841	25,254

Other Payables	3,456	354,024
- <i>Due to Related Parties</i>	246	353,708
- <i>Other Payables to Third Parties</i>	3,210	316
Derivative Instruments	23,519	-
Deferred Income	14,832	7,824
Current Income Tax Liabilities	1,862	1,418
Short-term Provisions	33,870	29,778
- <i>Provision For Employee Benefits</i>	8,302	8,620
- <i>Other Short-term Benefits</i>	25,568	21,158
Other Short-term Liabilities	36,892	33,854
<b>Total Short-term Liabilities</b>	<b>1,283,140</b>	<b>1,561,394</b>
<b>Long-term Liabilities</b>		
Long-term Borrowings	1,093,240	84,325
Derivative Instruments	91,325	-
Provisions For Employment Benefits	153,773	132,705
Deferred Income	693	1,907
Deferred Tax Liabilities	14,846	18,435
<b>Total Long-term Liabilities</b>	<b>1,353,877</b>	<b>237,372</b>
<b>Total Liabilities</b>	<b>2,637,017</b>	<b>1,798,766</b>
<b>EQUITY</b>		
<b>Equity Holders of The Parent</b>	<b>2,192,581</b>	<b>2,119,312</b>
Paid-in Share Capital	224,117	224,117
Adjustments to Share Capital	70,158	70,158
Impact of Transactions Including Entities		
Under Common Control	(11,529)	(11,529)
Share Premiums	166,419	166,419
Other Comprehensive Income/Expense not to be		
Reclassified to Profit or Loss	326,780	314,484
- <i>Currency Translation Differences</i>	24,093	16,344
- <i>Fixed Asset Revaluation Fund</i>	308,236	308,162
- <i>Funds for Actuarial Gain (Loss) on Employee</i>	(5,549)	(10,022)
Other Comprehensive Income/Expense to be Reclassified		
To Profit or Loss	379,169	350,061
- <i>Currency Translation Differences</i>	467,921	350,061
- <i>Hedging Gain/(Loss)</i>	(88,752)	-
Restricted Reserves	377,978	341,654
Retained Earnings	620,360	518,902
Net Profit/(Loss) For The Year	39,129	145,046
<b>Non-Controlling Interests</b>	<b>23,228</b>	<b>22,104</b>
<b>Total Liabilities</b>	<b>2,215,809</b>	<b>2,141,416</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>4,852,826</b>	<b>3,940,182</b>

As of December 31, 2019, changes in the financial position statement compared to the previous year have been announced in the light of the determined significance level. Consequently, out of items which constitute 10% of the asset size, those which have changed more than 10% compared to the previous year are explained.

Cash and Cash Equivalents increased from TRY 88,106,000 on 31 December 2018 to TRY 405,900,000 on 31 December 2019. On 14 March 2019, the Company – in the capacity of guarantor – used \$140,000,000 out of \$700,000,000 of bonds issued by ŞİŞECAM with maturity on 14 March 2026. This transaction was the main reason for the increase in cash and cash equivalents.

Long-term Borrowings increased from TRY 84,325,000 on 31 December 2018 to TRY 1,093,240,000 on 31 December 2019. In parallel with the increase in cash and cash equivalents caused by bond issuance, there was also an increase in Long-term Liabilities.

(in TRY thousand)

	1 January-31 December 2019	1 January-31 December 2018
Revenue	3,019,518	2,474,621
Cost of Sales	(2,026,366)	(1,570,295)
<b>Gross Profit (Loss) From Trading Activities</b>	<b>993,152</b>	<b>904,326</b>
General Administrative Expenses	(202,942)	(175,103)
Marketing Expenses	(623,609)	(539,367)
Research and Development Expenses	(11,431)	(10,326)
Other Income From Operating Activities	154,811	185,315
Other Expense From Operating Activities	(60,915)	(67,917)
<b>Operating Profit (Loss)</b>	<b>249,066</b>	<b>296,928</b>
Income From Investing Activities	10,421	19,402
Expenses From Investing Activities	(5,100)	(9,925)
<b>Operating Profit (Loss) Before Financial Income (Expense)</b>	<b>254,387</b>	<b>306,405</b>
Financial Income	324,078	48,419
Financial Expenses	(553,473)	(199,623)
<b>Profit (Loss) Before Tax From Continued Operations</b>	<b>24,992</b>	<b>155,201</b>
<b>Tax Income (Expense) From Continued Operations</b>	<b>11,214</b>	<b>(10,177)</b>
Current Tax Expense for the Period	(5,916)	(17,091)
Deferred Tax Income (Expense)	17,130	6,914
<b>Profit (Loss) for the Period</b>	<b>36,206</b>	<b>145,024</b>
<b>Attributable to</b>		
Non-Controlling Interests	(2,923)	(22)
<b>Equity Holders of the Parent</b>	<b>39,129</b>	<b>145,046</b>
<b>Earnings/ (Loss) Per Share</b>	<b>0.1746</b>	<b>0.6472</b>



PAŞABAHÇE closed 2019 with a sales revenue of TRY 3,019,518,000, which means an increase of 22% compared to the previous year. International sales, consisting of exports from Turkey and sales revenues of overseas locations, increased by 19% compared to the previous year, accounting for 63% of total sales revenue; therefore, it was one of the major causes of the increase in the total sales revenue.

Due to the increase in sales volume and advantageous exchange rate and despite the increase in international sales revenues, gross profit margin decreased from 36.5% in 2018 to 32.9% in 2019 as result of increase in raw material and energy costs and increase in labor costs above inflation.

The ratio of operating expenses to sales revenues was 24.6% in 2018 and remained at almost the same level in 2019 with 24.7%.

Net profit for the period was 39,129,000 TL with 74% decrease compared to 2018 due to the increase in financing expenses.

#### e) Acquired Company 4 - SODA SANAYİİ

(in TRY thousand)

ASSETS	31 December 2019	31 December 2018
<b>Current Assets</b>		
Cash And Cash Equivalents	2,300,473	1,193,467
Financial Investments	92,521	66,176
Trade Receivables	901,551	735,853
- <i>Due From Related Parties</i>	104,092	83,863
- <i>Trade Receivables From Third Parties</i>	797,459	651,990
Other Receivables	13,251	106,178
- <i>Due From Related Parties</i>	201	98,918
- <i>Other Receivables From Third Parties</i>	13,050	7,260
Derivative Instruments	163	-
Inventories	553,396	320,488
Prepaid Expenses	29,701	72,869
Current Income Tax Assets	1,495	15,305
Other Current Assets	161,109	102,022
<b>Total Current Assets</b>	<b>4,053,660</b>	<b>2,612,358</b>
<b>Non-Current Assets</b>		
Financial Assets	730,694	684,175
Other Receivables	321	454
Derivative Instruments	4,058	-
Investments Valuated by Equity Method	460,094	413,440
Tangible Assets	2,250,033	2,094,130
Right-of-use Assets	28,842	-
Intangible Assets	151,865	152,283
- <i>Goodwill</i>	26,530	25,063

- Other Intangible Assets	442,551	3,805
<b>Total Non-Current Assets</b>	<b>4,573,764</b>	<b>3,756,700</b>
<b>TOTAL ASSETS</b>	<b>8,627,424</b>	<b>6,369,058</b>

<b>LIABILITIES</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
<b>Short-term Liabilities</b>		
Short-term Borrowings	69,189	19
Short-term Portion of Long-term Borrowings	341,429	220,665
Trade Payables	506,213	447,247
- Due to Related Parties	200,217	148,433
- Trade Payables to Third Parties	305,996	298,814
Liabilities For Employee Benefits	6,841	5,592
Other Payables	500,961	363,073
- Due to Related Parties	493,892	351,615
- Other Payables to Third Parties	7,069	11,458
Deferred Income	7,658	9,419
Current Income Tax Liabilities	53,348	640
Short-term Provisions	23,329	24,221
Other Short-term Liabilities	15,653	15,709
<b>Total Short-term Liabilities</b>	<b>1,524,621</b>	<b>1,086,585</b>
<b>Long-term Liabilities</b>		
Long-term Borrowings	1,308,705	321,328
Other Liabilities	847	750
Long-term Provisions	43,497	37,775
Deferred Tax Liabilities	7,890	53,425
<b>Total Long-term Liabilities</b>	<b>1,360,939</b>	<b>413,278</b>
<b>Total Liabilities</b>	<b>2,885,560</b>	<b>1,499,863</b>
<b>EQUITY</b>		
<b>Equity Holders of The Parent</b>	<b>5,741,864</b>	<b>4,862,921</b>
Paid-in Share Capital	1,000,000	1,000,000
Other Comprehensive Income/Expense not to be Reclassified to Profit or Loss		
- Gain (Loss) from Revaluation and Remeasurement	184,280	182,087
- Gain (Loss) from Revaluation of Tangible Assets	184,280	182,087
- Actuarial Gain (Loss)	183,809	182,785
	471	(698)
Other Comprehensive Income/Expense to be Reclassified To Profit or Loss		
- Currency Translation Differences	766,732	650,952
- Hedging Gain/(Loss)	760,078	650,952
	6,654	-
Restricted Reserves	229,500	198,000
Retained Earnings	2,452,418	1,275,763
Net Profit/(Loss) For The Year	1,108,934	1,556,119
<b>Non-Controlling Interests</b>	<b>-</b>	<b>6,274</b>
<b>Total Liabilities</b>	<b>5,741,864</b>	<b>4,869,195</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>8,627,424</b>	<b>6,369,058</b>

As of December 31, 2019, changes in the financial position statement compared to the previous year have been announced in the light of the determined significance level. Consequently, out of items which constitute 10% of the asset size, those which have changed more than 10% compared to the previous year are explained.

Cash and Cash Equivalents increased from TRY 1,193,467,000 on 31 December 2018 to TRY 2,300,473,000 on 31 December 2019. On 14 March 2019, the Company – in the capacity of guarantor – used \$47,000,000 out of \$700,000,000 of bonds issued by ŞİŞECAM with maturity on 14 March 2026, and realized a buy-back of about \$20,000,000 in bonds issued in the same period in 2013. Although this transaction, with a net effect of \$27,000,000, was one of the reasons for the increase in cash and cash equivalents, the main reason for the increase was the increase in exchange rates and cash provided from operations.

Long-term Borrowings increased from TRY 321,328,000 on 31 December 2018 to TRY 1,308,705,000 on 31 December 2019. In parallel with \$47,000,000 issue as guarantor as explained under Cash and Cash Equivalents, there was an increase in Long-term Borrowings and one of the main reasons for the increase was the long-term loans in Turkish liras used for investment financing.

	<b>1 January-31 December 2019</b>	<b>1 January-31 December 2018</b>
Revenue	4,182,491	3,430,360
Cost of Sales	(2,750,305)	(2,114,303)
<b>Gross Profit (Loss) From Trading Activities</b>	<b>1,432,186</b>	<b>1,316,057</b>
General Administrative Expenses	(138,873)	(107,124)
Marketing Expenses	(474,171)	(397,757)
Research and Development Expenses	(5,570)	(4,267)
Other Income From Operating Activities	190,350	267,344
Other Expense From Operating Activities	(135,499)	(157,504)
<b>Operating Profit (Loss)</b>	<b>868,423</b>	<b>916,749</b>
Income From Investing Activities	214,372	448,002
Expenses From Investing Activities	(68,413)	(200,500)
Impairment Gain/(Loss) in accordance with TFRS-9	1,731	(18,237)
Equities from the Profit/(Loss) of Investment	73,165	90,708
<b>Operating Profit (Loss) Before Financial Income (Expense)</b>	<b>1,089,278</b>	<b>1,236,722</b>
Financial Income	593,629	733,631
Financial Expenses	(606,368)	(502,581)
<b>Profit (Loss) Before Tax From Continued Operations</b>	<b>1,076,539</b>	<b>1,467,772</b>
<b>Tax Income (Expense) From Continued Operations</b>	<b>32,395</b>	<b>89,242</b>
Current Tax Expense for the Period	(131,680)	(228,541)

Deferred Tax Income (Expense)	164,075	317,783
<b>Profit (Loss) for the Period</b>	<b>1,108,934</b>	<b>1,557,014</b>
<b>Attributable to</b>		
Non-Controlling Interests	-	895
<b>Equity Holders of the Parent</b>	<b>1,108,934</b>	<b>1,556,119</b>
<b>Earnings/ (Loss) Per Share</b>	<b>1.109</b>	<b>1.556</b>

SODA SANAYII increased its turnover by 22% compared to the previous year and closed the year 2019 with TRY 4,181,491,000. Although planned maintenance was carried out in the coal-fired boiler at the Bosnia plant, annual production increased by 1% thanks to increased efficiency. The sales volume of the chromium chemicals segment decreased due to the harmonization of the sales channel diversity with the incoming demand. Sales volume decrease in the chromium chemicals segment was 13% compared to the previous year. In the first half of 2019, the new glass fiber factory was commissioned. At the end of 2019, 73% of the revenues came from international activities. Natural gas price increases as of the second half of 2018 had an increasing effect on the cost of goods sold and gross profit margin decreased from 38.4% in 2018 to 34.2% in 2019.

The ratio of operating expenses to sales revenues increased from 11.6% in 2018 to 13.5% in 2019, and one of the main reasons for the increase was the increase in outsourced benefits and services under marketing sales expenses.

As a result of the effects of the decrease in the gross profit margin, and lower changes in the exchange rates in 2019 compared to 2018, the net profit of the period decreased by 29% to TRY 1,108,934,000.

#### f) Acquired Company 5 - TRAKYA CAM

<b>Assets</b>	<b>31 December 2019</b>	<b>Restated 31 December 2018</b>
<b>Current assets</b>		
Cash and cash equivalents	3,928,489	1,339,701
Financial investments	235,067	106,830
Trade receivables	1 929,956	979,529
- Due from other parties	929,956	979,529
Other receivables	94,240	141,149
- Due from related parties	57,662	128,600
- Due from third parties	36,578	12,549
Derivative instruments	2,974	-
Inventories	1,432,626	1,089,783
Prepaid expenses	107,523	71,882
Current period tax assets	25,767	-

Other current assets	110,563	40,865
<b>Subtotal</b>	<b>6,867,205</b>	<b>3,769,739</b>
Assets held for sale	27,854	-
<b>Total current assets</b>	<b>6,895,059</b>	<b>3,769,739</b>
<b>Non-current assets</b>		
Financial investments	1,000,362	946,351
Other receivables	6,269	15,653
- <i>Due from third parties</i>	6,269	15,653
Derivative Instruments	26,556	-
Investments accounted for using the equity method	345,305	307,726
Investment properties	557	589
Property, plant and equipment	5,917,186	4,895,993
Right of use assets	51,043	-
Intangible assets	338,107	314,121
- <i>Goodwill</i>	269,826	244,988
- <i>Other intangible assets</i>	68,281	69,133
Prepaid expenses	263,402	24,043
Deferred tax assets	62,727	78,853
Other non-current assets	1,072	798
<b>Total non-current assets</b>	<b>8,012,586</b>	<b>6,584,127</b>
<b>TOTAL ASSETS</b>	<b>14,907,645</b>	<b>10,353,866</b>

<b>LIABILITIES</b>	<b>31 December 2019</b>	<b>Restated 31 December 2018</b>
<b>Short-term Liabilities</b>		
Short-term borrowings	1,004,911	777,960
Short-term portion of long-term borrowings	1,354,836	426,967
Trade payables	975,902	597,990
- <i>Due to related parties</i>	92,228	83,593
- <i>Due to third parties</i>	883,674	514,397
Other payables	283,162	133,425
- <i>Due to related parties</i>	204,574	81,836
- <i>Due to third parties</i>	78,588	51,589
Deferred income	15,616	22,187
Current income tax liabilities	-	48,994
Short-term provisions	35,483	52,559
- <i>Short-term provisions related to employee benefits</i>	4,535	3,394
- <i>Other short-term provisions</i>	30,948	49,165
Other short-term liabilities	133,277	91,600
<b>Total short-term liabilities</b>	<b>3,803,187</b>	<b>2,151,682</b>
<b>Long-term liabilities</b>		
Long-term borrowings	4,000,962	2,116,582
Other payables	29,759	494
- <i>Due to third parties</i>	29,759	494
Deferred income	62,253	64,927
Long-term provisions	112,393	102,333
- <i>Long-term provisions related to employee benefits</i>	112,393	102,333
Deferred tax liabilities	102,548	147,663
<b>Total long-term liabilities</b>	<b>4,307,915</b>	<b>2,431,999</b>
<b>Total liabilities</b>	<b>8,111,102</b>	<b>4,583,681</b>
<b>EQUITY</b>		
<b>Equity holders of the parent</b>	<b>6,384,434</b>	<b>5,297,665</b>
Paid capital	1,250,000	1,250,000
Adjustment to share capital differences	5,577	5,577
Share premiums (discounts)	23	23
Accumulated other comprehensive income/expense not to be reclassified to profit or loss	648,370	668,832
- <i>Gains/(losses) on revaluation and remeasurement</i>	648,370	668,832
- <i>Revaluation gain/(loss) on tangible assets</i>	647,048	671,448
- <i>Gain/(loss) arising from defined benefit plans</i>	1,322	(2,616)
Accumulated other comprehensive income/expense to be reclassified to profit or loss	1,249,248	774,355
- <i>Currency translation differences</i>	1,209,389	774,355
- <i>Hedging reserves</i>	39,859	-
Restricted reserves	231,539	197,629
Retained earnings	2,250,144	1,450,702
Net profit or (loss) for the period	749,533	950,547
<b>Non-controlling interests</b>	<b>412,109</b>	<b>472,520</b>
<b>Total equity</b>	<b>6,796,543</b>	<b>5,770,185</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>14,907,645</b>	<b>10,353,866</b>

As of December 31, 2019, changes in the financial position statement compared to the previous year have been announced in the light of the determined significance level. Consequently, out of items which constitute 10% of the asset size, those which have changed more than 10% compared to the previous year are explained.

Cash and Cash Equivalents increased from TRY 1,339,701,000 on 31 December 2018 to TRY 3,928,489,000 on 31 December 2019. On 14 March 2019, the Company – in the capacity of guarantor – used \$233,000,000 out of \$700,000,000 of bonds issued by ŞİŞECAM with maturity on 14 March 2026, and realized a buy-back of about \$101,000,000 in bonds issued in the same period in 2013. Although this transaction, with a net effect of \$132,000,000, was one of the reasons for the increase in cash and cash equivalents, there was also a €200,000,000 syndication loan in 2019, leading to cash inflow.

Tangible Fixed Assets increased from TRY 4,895,993,000 on 31 December 2018 to TRY 5,917,186,000 on 31 December 2019. The company has spent more than €160,000,000 in investments in 2019. The investment items included a new furnace in Turkey, cold repairs in Bulgaria and Southern Italy, and investments in auto glass operations.

Long-term Borrowings increased from TRY 1,239,811,000 on 31 December 2018 to TRY 2,398,426,000 on 31 December 2019. This increase occurred in parallel with the explanation under Cash and Cash Equivalents.

	1 January- 31 December 2019	Restated 1 January- 31 December 2018
Revenue	6,650,648	5,875,064
Cost of sales	(4,625,355)	(3,955,135)
<b>Gross profit from trading activities</b>	<b>2,025,293</b>	<b>1,919,929</b>
General administrative expenses	(480,654)	(403,752)
Marketing expenses	(851,847)	(678,938)
Research and development expenses	(24,529)	(20,986)
Other operating income	291,688	403,164
Other operating expenses	(119,239)	(156,328)
<b>Operating profit</b>	<b>840,712</b>	<b>1,063,089</b>
Income from investing activities	205,182	347,912
Expense from investing activities	(4,997)	(10,656)
Impairment gains (losses) arising from TFRS-9	3,319	(23,344)
Other income/expenses from associates, jointly controlled entities and subsidiaries	-	(89,502)
Gains/Losses on the classification of financial assets at fair value through profit or loss	-	138,358
Share of profit/loss of associates and joint ventures	40,567	53,367
<b>Operating profit before financial income and expense</b>	<b>1,084,783</b>	<b>1,479,224</b>
Financial income	756,051	720,845
Financial expenses	(1,042,569)	(1,027,910)
<b>Profit before tax from continued operations</b>	<b>798,265</b>	<b>1,172,159</b>
<b>Tax income/expense from continued operations</b>	<b>(29,251)</b>	<b>(181,250)</b>
- Current tax income / (expense)	(79,276)	(194,162)
- Deferred tax income / (expense)	50,025	12,912
<b>Profit for the period</b>	<b>769,014</b>	<b>990,909</b>
- Non-controlling interest	19,481	40,362

<b>- Equity holders of the parent</b>	<b>749,533</b>	<b>950,547</b>
<b>Earnings per share</b>	<b>0.5996</b>	<b>0.7604</b>

TRAKYA CAM closed 2019 with a sales income of TRY 6,650,648,000, increasing by 13.2% compared to the previous year. While the main reasons for this growth in income were relatively higher prices and a positive exchange rate effect, sales volume also increased by 1% compared to last year. In Turkey which accounts for almost half of the regional income, the stagnation in construction activities especially in the first half of the year left its place to a partial recovery in the second half. Interest discounts have somehow enlivened the construction activities and the increase in domestic sales to local exporters also supported this outlook.

Thanks to the increase in sales volume and advantageous exchange rate, and despite the contributions from the increase in international sales revenues, raw material and energy increases and gross profit margin decreased from 32.6% in 2018 to 30.5% in 2019.

The ratio of operating expenses to sales revenues increased from 14.6% in 2018 to 17.8% in 2019, and one of the main reasons for the increase was the increase in the outsourced benefits and services under marketing sales expenses.

The net profit of the period was TRY 749,533,000 with a decrease by 21% compared to 2018 mainly because of the effects of the decrease in the gross profit margin and lower changes in exchange rates compared to 2018.

## 12.2 Information on indebtedness of the companies involved in the merger<sup>18</sup>

### a) Acquiring Company - ŞİŞECAM

<b>Indebtedness</b>	<b>Amount (TRY)</b>
<b>Short-term liabilities</b>	<b>8,191,171,000</b>
<b>Long-term liabilities (excluding the short-term portions of long-term debts)</b>	<b>11,426,182,000</b>
<b>Total of Short- and Long-term Liabilities</b>	<b>19,617,453,000</b>
<b>Equity</b>	<b>19,133,385,000</b>
Paid-in/issued capital	2,250,000,000

<sup>18</sup> The tables in this section 12.2 (*Indebtedness of the companies involved in the merger*), taken from the financial statements, are expressed in TRY 1 (one), unless stated otherwise.



Legal reserves	187,644,000
Other reserves	16,695,741,000

<b>Net Debt Position</b>	<b>Amount (TRY)</b>
A. Cash	8,368,870,000
B. Cash Equivalents	43,000
C. Financial Assets for Trading Purposes	2,963,354,000
<b>D. Liquidity (A+B+C)</b>	<b>11,332,267,000</b>
<b>E. Short-term Financial Receivables</b>	<b>-</b>
F. Short-term Bank Loans	2,634,647,000
G. Short-term Portion of Long-term Bank Loans	681,772,000
H. Other Short-term Financial Payables	58,036,000
<b>I. Short-term Financial Payables (F+G+H)</b>	<b>3,316,419,000</b>
<b>J. Short-term Net Financial Debt (I-E-D)</b>	<b>(8,015,848,000)</b>
K. Long-term Bank Loans	6,337,430,000
L. Bonds	5,982,016,000
M. Other Long-term Loans	151,435,000
<b>N. Long-term Financial Debt (K+L+M)</b>	<b>12,470,881,000</b>
<b>O. Net Financial Debt (J+N)</b>	<b>4,455,033,000</b>

**a) Acquired Company 1 - ANADOLU CAM**

<b>Indebtedness</b>	<b>Amount (TRY)</b>
<b>Short-term liabilities</b>	<b>1,974,339,000</b>
<b>Long-term liabilities (excluding the short-term portions of long-term debts)</b>	<b>2,473,234,000</b>
<b>Total of Short- and Long-term Liabilities</b>	<b>4,447,573,000</b>
<b>Equity</b>	<b>2,826,011,000</b>
Paid-in/issued capital	750,000,000
Legal reserves	189,125,000
Other reserves	1,886,886,000

<b>Net Debt Position</b>	<b>Amount (TRY)</b>
A. Cash	989,866,000
B. Cash Equivalents	-
C. Financial Assets for Trading Purposes	393,743,000
<b>D. Liquidity (A+B+C)</b>	<b>1,383,609,000</b>
<b>E. Short-term Financial Receivables</b>	<b>-</b>
F. Short-term Bank Loans	838,576,000
G. Short-term Portion of Long-term Bank Loans	28,663,000
H. Other Short-term Financial Payables	9,439,000
<b>I. Short-term Financial Payables (F+G+H)</b>	<b>876,678,000</b>
<b>J. Short-term Net Financial Debt (I-E-D)</b>	<b>(506,931,000)</b>
K. Long-term Bank Loans	1,565,678,000
L. Bonds	1,196,464,000
M. Other Long-term Loans	11,562,000
<b>N. Long-term Financial Debt (K+L+M)</b>	<b>2,773,704,000</b>
<b>O. Net Financial Debt (J+N)</b>	<b>2,266,773,000</b>

**b) Acquired Company 2 - DENİZLİ CAM**

Indebtedness	Amount (TRY)	
<b>Short-term liabilities</b>		<b>47,372,254</b>
<b>Long-term liabilities (excluding the short-term portions of long-term debts)</b>		<b>13,059,084</b>
<b>Total of Short- and Long-term Liabilities</b>		<b>60,431,338</b>
<b>Equity</b>		<b>65,354,266</b>
Paid-in/issued capital		15,000,000
Legal reserves		699,583
Other reserves		49,654,683
<b>Net Debt Position</b>	<b>Amount (TRY)</b>	
A. Cash		8,677,149
B. Cash Equivalents		18,918
C. Financial Assets for Trading Purposes		-
<b>D. Liquidity (A+B+C)</b>		<b>8,696,067</b>
<b>E. Short-term Financial Receivables</b>		-
F. Short-term Bank Loans		-
G. Short-term Portion of Long-term Bank Loans		-
H. Other Short-term Financial Payables		-
<b>I. Short-term Financial Payables (F+G+H)</b>		-
<b>J. Short-term Net Financial Debt (I-E-D)</b>		<b>(8,696,067)</b>
K. Long-term Bank Loans		-
L. Bonds		-
M. Other Long-term Loans		-
<b>N. Long-term Financial Debt (K+L+M)</b>		-
<b>O. Net Financial Debt (J+N)</b>		<b>(8,696,067)</b>

**c) Acquired Company 3 - PAŞABAĞÇE**

Indebtedness	Amount (TRY)	
<b>Short-term liabilities</b>		<b>1,283,140,000</b>

<b>Long-term liabilities (excluding the short-term portions of long-term debts)</b>	<b>1,353,877,000</b>
<b>Total of Short- and Long-term Liabilities</b>	<b>2,637,017,000</b>
<b>Equity</b>	<b>2,215,809,000</b>
Paid-in/issued capital	224,117,000
Legal reserves	377,978,000
Other reserves	1,613,714,000

<b>Net Debt Position</b>	<b>Amount (TRY)</b>
A. Cash	405,864,000
B. Cash Equivalents	36,000
C. Financial Assets for Trading Purposes	-
<b>D. Liquidity (A+B+C)</b>	<b>405,900,000</b>
<b>E. Short-term Financial Receivables</b>	<b>-</b>
F. Short-term Bank Loans	721,537,000
G. Short-term Portion of Long-term Bank Loans	67,810,000
H. Other Short-term Financial Payables	26,410,000
<b>I. Short-term Financial Payables (F+G+H)</b>	<b>815,757,000</b>
<b>J. Short-term Net Financial Debt (I-E-D)</b>	<b>409,857,000</b>
K. Long-term Bank Loans	157,392,000
L. Bonds	838,102,000
M. Other Long-term Loans	114,661,000
<b>N. Long-term Financial Debt (K+L+M)</b>	<b>1,110,155,000</b>
<b>O. Net Financial Debt (J+N)</b>	<b>1,520,012,000</b>

#### d) Acquired Company 4 - SODA SANAYII

<b>Indebtedness</b>	<b>Amount (TRY)</b>
<b>Short-term liabilities</b>	<b>1,524,621,000</b>
<b>Long-term liabilities (excluding the short-term portions of long-term debts)</b>	<b>1,360,939,000</b>
<b>Total of Short- and Long-term Liabilities</b>	<b>2,885,560,000</b>
<b>Equity</b>	<b>5,741,864,000</b>
Paid-in/issued capital	1,000,000,000
Legal reserves	229,500,000
Other reserves	4,242,364,000

<b>Net Debt Position</b>	<b>Amount (TRY)</b>
A. Cash	2,300,473,000
B. Cash Equivalents	-
C. Financial Assets for Trading Purposes	823,215,000
<b>D. Liquidity (A+B+C)</b>	<b>3,123,688,000</b>
<b>E. Short-term Financial Receivables</b>	<b>-</b>
F. Short-term Bank Loans	69,189,000
G. Short-term Portion of Long-term Bank Loans	153,840,000

H. Other Short-term Financial Payables	2,769,000
<b>I. Short-term Financial Payables (F+G+H)</b>	<b>225,798,000</b>
<b>J. Short-term Net Financial Debt (I-E-D)</b>	<b>(2,897,890,000)</b>
K. Long-term Bank Loans	1,004,605,000
L. Bonds	458,549,000
M. Other Long-term Loans	30,371,000
<b>N. Long-term Financial Debt (K+L+M)</b>	<b>1,493,525,000</b>
<b>O. Net Financial Debt (J+N)</b>	<b>(1,404,365,000)</b>

### e) Acquired Company 5 - TRAKYA CAM

	Amount (TRY)
<b>Indebtedness</b>	
<b>Short-term liabilities</b>	<b>3,803,187,000</b>
<b>Long-term liabilities (excluding the short-term portions of long-term debts)</b>	<b>4,307,915,000</b>
<b>Total of Short- and Long-term Liabilities</b>	<b>8,111,102,000</b>
<b>Equity</b>	<b>6,796,543,000</b>
Paid-in/issued capital	1,250,000,000
Legal reserves	231,539,000
Other reserves	5,315,004,000
<b>Net Debt Position</b>	<b>Amount (TRY)</b>
A. Cash	3,928,483,000
B. Cash Equivalents	6,000
C. Financial Assets for Trading Purposes	1,235,429,000
<b>D. Liquidity (A+B+C)</b>	<b>5,163,918,000</b>
<b>E. Short-term Financial Receivables</b>	<b>-</b>
F. Short-term Bank Loans	1,004,911,000
G. Short-term Portion of Long-term Bank Loans	415,252,000
H. Other Short-term Financial Payables	15,487,000
<b>I. Short-term Financial Payables (F+G+H)</b>	<b>1,435,650,000</b>
<b>J. Short-term Net Financial Debt (I-E-D)</b>	<b>(3,728,268,000)</b>
K. Long-term Bank Loans	2,587,750,000
L. Bonds	2,292,740,000
M. Other Long-term Loans	44,569,000
<b>N. Long-term Financial Debt (K+L+M)</b>	<b>4,925,059,000</b>
<b>O. Net Financial Debt (J+N)</b>	<b>1,196,791,000</b>

## 13 FUNDING SOURCES OF THE COMPANIES INVOLVED IN THE MERGER

### 13.1. Information on short- and long-term funding sources<sup>19</sup>

#### a) Acquiring Company - ŞİŞECAM

<b>Short-term borrowings</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Short-term loans	2,634,647	1,899,428
<b>Short-term portion of long-term borrowings</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Principal debt and installments of bonds issued	1,878,253	13,524
Short-term principal installments and interests of long-term loans	681,772	1,190,869
Lease liabilities	82,833	546
Cost of deferred lease liabilities (-)	(24,797)	(126)
Issuance difference and commissions for bonds issued	(1,867)	(1,482)
<b>Total of short-term portion of long-term borrowings</b>	<b>2,616,194</b>	<b>1,203,331</b>
<b>Total short-term liabilities</b>	<b>5,250,841</b>	<b>3,102,759</b>
<b>Long-term borrowings</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Long-term portion of long-term borrowings	6,337,430	1,703,732
Bond issued	4,158,140	2,630,450
Lease liabilities	238,840	-
Cost of deferred lease liabilities (-)	(87,405)	-
Bond issuance costs and commissions	(52,210)	(558)

<sup>19</sup> In this Announcement, the tables extracted from the financial statements of ŞİŞECAM, ANADOLU CAM, PAŞABAHÇE, SODA SANAYİ and TRAKYA CAM are expressed in TRY thousand, unless otherwise stated. This does not include DENİZLİ CAM.

<b>Total long-term liabilities</b>	<b>10,594,795</b>	<b>4,333,624</b>
<b>Total borrowings</b>	<b>15,845,636</b>	<b>7,436,383</b>

### b) Acquired Company 1 - ANADOLU CAM

<b>Short-term borrowings</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Short-term loans	838,576	575,842
Operational lease payables	12,446	-
Deferred operating lease borrowing costs (-)	(3,007)	-
<b>Total short-term borrowings</b>	<b>848,015</b>	<b>575,842</b>
<b>Short-term portion of long-term borrowings</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Short-term principal installments and interest accruals of long-term borrowings	28,663	240,543
Principal and installments of bonds issued through Şişecam Holding (*)	375,651	2,704
Discount differences and commissions of bonds issued through Şişecam Holding	(373)	(296)
<b>Total of short-term portion of long-term borrowings</b>	<b>403,941</b>	<b>242,951</b>
<b>Total short-term borrowings</b>	<b>1,251,956</b>	<b>818,793</b>

<b>Long-term borrowings</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Long-term portion of long-term loans	1,565,678	713,833
Principal debt and installments of bonds issued through Şişecam Holding (*)	831,628	526,090
Discount differences and commissions of bonds issued through Şişecam Holding	(10,442)	(112)
Operational lease payables	23,800	-
Deferred operating lease borrowing costs (-)	(12,238)	-
<b>Total long-term borrowings</b>	<b>2,398,426</b>	<b>1,239,811</b>
<b>Total borrowings</b>	<b>3,650,382</b>	<b>2,058,604</b>

### c) Acquired Company 2 - DENİZLİ CAM

<b>Short-term portion of long-term borrowings</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Lease payables	48,864	-

Deferred lease interest costs (-)	(2,220)	-
<b>Total of short-term portion of long-term borrowings</b>	<b>46,644</b>	<b>-</b>

In case the company requires funds, it can utilize short-term bank loans, and/or can borrow from ŞİŞECAM (solo).

#### d) Acquired Company 3 – PAŞABAHÇE

<b>Short-term borrowings</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Short-term loans	721,537	545,550
<b>Total short-term borrowings</b>	<b>721,537</b>	<b>545,550</b>
<b>Short-term portion of long-term borrowings</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Short-term portion of long-term borrowings and interests	67,810	292,033
Operational leasing borrowings	46,176	-
Principal debt and installments of bonds issued via Şişecam	17,205	-
Bond issuance costs and commissions via Şişecam	(290)	-
Deferred cost of operational leasing	(19,766)	-
<b>Total of short-term portion of long-term borrowings and interests</b>	<b>111,135</b>	<b>292,033</b>
<b>Total short-term borrowings</b>	<b>832,672</b>	<b>837,583</b>
<b>Long-term borrowings</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Long-term portion of long-term loans	157,392	84,325
Principal debt and installments of bonds issued via Şişecam	831,629	-
Bond issuance costs and commissions via Şişecam	(10,442)	-
Operational leasing borrowings	178,874	-
Deferred cost of operational leasing	(64,213)	-
<b>Total long-term borrowings</b>	<b>1,093,240</b>	<b>84,325</b>
<b>Total borrowings</b>	<b>1,925,912</b>	<b>921,908</b>

#### e) Acquired Company 4 - SODA SANAYİİ

<b>Short-term borrowings</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Short-term loans	69,189	19

<b>Short-term portion of long-term borrowings</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Short-term principal installments and interests of long-term loans	153,840	219,461
Operational leasing borrowings	9,088	-
Deferred cost of operational leasing (-)	(6,319)	-
Financial liabilities to related parties	184,958	1,352
Issuance discount and commissions for financial liabilities to related parties	(138)	(148)
<b>Total of short-term portion of long-term loans</b>	<b>341,429</b>	<b>220,665</b>
<b>Total short-term borrowings</b>	<b>410,618</b>	<b>220,684</b>

<b>Long-term borrowings</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Long-term portion of long-term loans	1,004,605	58,339
Operational leasing borrowings	92,573	-
Deferred cost of operational leasing (-)	(62,202)	-
Financial liabilities to related parties	277,210	263,045
Issuance discount and commissions for financial liabilities to related parties	(3,481)	(56)
<b>Total long-term borrowings</b>	<b>1,308,705</b>	<b>321,328</b>
<b>Total borrowings</b>	<b>1,719,323</b>	<b>542,012</b>

#### f) Acquired Company 5 - TRAKYA CAM

<b>Short-term borrowings</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Short-term loans	1,004,911	777,960
<b>Short-term portion of long-term borrowings</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Short-term principal installments and interests of long-term loans	415,252	420,527
Financial liabilities to related parties	924,097	6,020
Lease liabilities	15,487	420
<b>Total of short-term portion of long-term borrowings</b>	<b>1,354,836</b>	<b>426,967</b>
<b>Total short-term borrowings</b>	<b>2,359,747</b>	<b>1,204,927</b>
<b>Long-term borrowings</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Long-term portion of long-term borrowings	2,587,750	801,636
Financial liabilities to related parties	1,368,643	1,314,946
Lease liabilities	44,569	-
<b>Total long-term borrowings</b>	<b>4,000,962</b>	<b>2,116,582</b>
<b>Total borrowings</b>	<b>6,360,709</b>	<b>3,321,509</b>



## 13.2. Evaluation of cash flows<sup>20</sup>

### a) Acquiring Company - ŞİŞECAM

	1 January- December 31 2019	Adjusted 1 January- December 31 2018
A. CASH FLOW FROM OPERATIONS	2,301,502	1,610,132
B. CASH FLOW RELATED TO INVESTMENTS	(2,952,838)	(2,244,503)
C. CASH FLOW RELATED TO FINANCING	4,933,585	(793,925)
D. IMPACT OF FOREIGN CURRENCY CONVERSION DIFFERENCES ON CASH AND CASH EQUIVALENTS	925,101	1,132,350
E. CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	3,164,067	3,460,013
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD (A+B+C+D+E)	8,371,417	3,164,067

As of 31 December 2019, cash flow from operations was TRY 2,301,502,000. One of the reasons for the increase compared to 2018 was positive change in net working capital. Cash outflow for investments was TRY 2,952,838,000. The reason of the increase compared to 2018 was the significant investment expenditures, as explained in the Investments section. Cash flow for the financing activities was TRY 4,933,585,000. The most important reason for the increase compared to 2018 was bonds of \$700,000,000, issued in 2019.

### b) Acquired Company 1 - ANADOLU CAM

	1 January - 31 December 2019	1 January - 31 December 2018
A. CASH FLOW FROM OPERATIONS	491,853	397,137
B. CASH FLOW RELATED TO INVESTMENTS	(761,163)	(724,021)

<sup>20</sup> In this Announcement, the tables extracted from the financial statements of ŞİŞECAM, ANADOLU CAM, PAŞABAHÇE, SODA SANAYİ and TRAKYA CAM indicate the figures as TRY thousand, unless otherwise stated. This does not include DENİZLİ CAM.

C. CASH FLOW RELATED TO FINANCING	960,311	(265,266)
D. IMPACT OF FOREIGN CURRENCY CONVERSION DIFFERENCES ON CASH AND CASH EQUIVALENTS	145,081	178,042
E. CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	153,581	567,689
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD (A+B+C+D+E)</b>	<b>989,663</b>	<b>153,581</b>

As of 31 December 2019, cash flow from operations was TRY 491,853,000. One of the reasons for the increase compared to 2018 was working capital adjustments which did not require cash outflows despite the negative change in net working capital, trade receivables, and inventories. Cash outflow for investments was TRY 761,163,000. The reason for the increase compared to 2018 was the significant investment expenditures, as explained in the Investments section. Cash flow for the financing activities was TRY 960,311,000. The most important reason for the increase compared to 2018 was bonds of \$700,000,000, issued in 2019 by ŞİŞECAM. ANADOLU CAM guaranteed and utilized \$140,000,000 out of these bonds.

### c) Acquired Company 2 - DENİZLİ CAM

	1 January - December 31 2019	1 January - December 31 2018
A. CASH FLOW FROM OPERATIONS	18,366,478	(6,125,795)
B. CASH FLOW RELATED TO INVESTMENTS	(3,574,765)	(6,254,627)
C. CASH FLOW RELATED TO FINANCING	(6,282,968)	12,323,803
D. CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	187,322	243,941
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD (A+B+C+D)</b>	<b>8,696,067</b>	<b>187,322</b>

As of 31 December 2019, cash flow from operations was TRY 18,367,000. The reason for the increase compared to 2018 was the decrease in trade receivables and inventories, creating a positive impact on the net working capital. Cash outflow for investments was TRY 3,575,000. Tangible fixed assets purchased under the investment plan were lower compared to 2018. Cash outflow for the financing activities was TRY 6,283,000. The most important reason for the increase compared to 2018 was inflows from operations and the repayments of the funds borrowed from ŞİŞECAM (solo).

### d) Acquired Company 3 - PAŞABAHÇE

	1 January - 31 December 2019	1 January - 31 December 2018

A. CASH FLOW FROM OPERATIONS	(287,472)	(475)
B. CASH FLOW RELATED TO INVESTMENTS	(92,850)	(193,858)
C. CASH FLOW RELATED TO FINANCING	620,519	189,954
D. IMPACT OF FOREIGN CURRENCY CONVERSION DIFFERENCES ON CASH AND CASH EQUIVALENTS	77,876	52,508
E. CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	88,106	40,024
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD (A+B+C+D+E)	406,179	88,153

As of 31 December 2019, cash flow from operations was TRY 287,472,000. One of the most significant reasons for the increase compared to 2018 was a significant amount repaid by PAŞABAHÇE under "other payables", using the funds obtained from ŞİŞECAM, by guaranteeing and utilizing \$140,000,000 out of bonds of \$700,000,000 issued by ŞİŞECAM in 2019. Cash outflow for investments was TRY 92,850,000. The reason for the decrease compared to 2018 was that tangible fixed assets purchased under the investment plan were lower. Cash flow for the financing activities was TRY 620,519,000. The most important reason for the increase compared to 2018 was bonds of \$700,000,000, issued in 2019 by ŞİŞECAM. PAŞABAHÇE guaranteed and utilized \$140,000,000 out of these bonds.

#### e) Acquired Company 4 - SODA SANAYİİ

	1 January - 31 December 2019	1 January - 31 December 2018
A. CASH FLOW FROM OPERATIONS	(681,622)	(803,242)
B. CASH FLOW RELATED TO INVESTMENTS	(512,706)	(616,998)
C. CASH FLOW RELATED TO FINANCING	713,474	111,077
D. IMPACT OF FOREIGN CURRENCY CONVERSION DIFFERENCES ON CASH AND CASH EQUIVALENTS	227,548	328,799
E. CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	1,192,805	788,839
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD (A+B+C+D+E)	2,302,743	1,192,805

As of 31 December 2019, cash flow from operations was TRY 681,622,000. One of the most important reasons for the decrease compared to 2018 was the increase in inventories. Cash outflow for investments was TRY 512,706,000. The reason for the decrease compared to 2018 was that tangible fixed assets purchased under the investment plan were lower. Cash flow for the financing activities was TRY 713,474,000. One of the most important reasons for the increase compared to 2018 was bonds of \$700,000,000, issued in 2019 by ŞİŞECAM. SODA SANAYİİ guaranteed and utilized \$50,000,000 out of these bonds.

## f) Acquired Company 5 - TRAKYA CAM

	1 January- 31 December 2019	Adjusted 1 January- 31 December 2018
A. CASH FLOW FROM OPERATIONS	1,140,852	708,170
B. CASH FLOW RELATED TO INVESTMENTS	(1,159,508)	(674,716)
C. CASH FLOW RELATED TO FINANCING	2,202,589	(367,050)
D. IMPACT OF FOREIGN CURRENCY CONVERSION DIFFERENCES ON CASH AND CASH EQUIVALENTS	403,343	283,364
E. CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE PERIOD	1,340,125	1,390,357
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD (A+B+C+D+E)	3,927,401	1,340,125

As of 31 December 2019, cash flow from operations was TRY 1,140,852,000. One of the most important reasons for the increase compared to 2018 was the decrease in trade receivables. Cash outflow for investments was TRY 1,159,508,000. The reason for the increase compared to 2018 was the significant investment expenditures, as explained in the Investments section. Cash flow for the financing activities was TRY 2,202,589,000. One of the most important reasons for the increase compared to 2018 was bonds of \$700,000,000, issued by ŞİŞECAM in 2019. The Company guaranteed and utilized 233,000,000 US Dollar of this bond. Additionally, TRAKYA CAM utilized a syndicated loan of €200,000,000 to finance the investment activities.

### 13.3. Evaluation of the funding position and the borrowing requirement

Funding sources of All Parties are cash flows from operations, and borrowings. As of the current situation, excluding the normal course of business, All Parties do not have a borrowing and/or external funding requirement.

### 13.4. Working capital declaration<sup>21</sup>

#### a) Acquiring Company - ŞİŞECAM

<sup>21</sup> Tables of this section 13.4 (*Working capital declaration*), taken from the financial statements of ŞİŞECAM, ANADOLU CAM, PAŞABAĞÇE, SODA SANAYİ and TRAKYA CAM, are expressed in TRY thousand, unless stated otherwise. This does not include DENİZLİ CAM.

As of 31 December 2019, ŞİŞECAM's current assets are TRY 17,241,254, short-term liabilities are TRY 8,191,171, and net working capital is TRY 9,050,083. ŞİŞECAM has no working capital deficit.

**b) Acquired Company 1 - ANADOLU CAM**

As of 31 December 2019, ANADOLU CAM's current assets are TRY 2,875,605, short-term liabilities are TRY 1,974,339, and net working capital is TRY 901,266. ANADOLU CAM has no working capital deficit.

**c) Acquired Company 2 - DENİZLİ CAM**

As of 31 December 2019, DENİZLİ CAM's current assets are TRY 55,914,643, short-term liabilities are TRY 47,372,254, and net working capital is TRY 8,542,389. DENİZLİ CAM has no working capital deficit.

**d) Acquired Company 3 - PAŞABAĞÇE**

As of 31 December 2019, PAŞABAĞÇE's current assets are TRY 2,501,372, short-term liabilities are TRY 1,283,140, and net working capital is TRY 1,218,232. PAŞABAĞÇE has no working capital deficit.

**e) Acquired Company 4 - SODA SANAYİİ**

As of 31 December 2019, SODA SANAYİİ's current assets are TRY 4,053,660, short-term liabilities are TRY 1,524,621, and net working capital is TRY 2,529,039. SODA SANAYİİ has no working capital deficit.

**f) Acquired Company 5 - TRAKYA CAM**

As of 31 December 2019, TRAKYA CAM's current assets are TRY 6,895,059, short-term liabilities are TRY 3,803,187, and net working capital is TRY 1,250,000. TRAKYA CAM has no working capital deficit.

**13.5. Information on the restrictions on the use of funds, which had or may have a significant direct or indirect impact on operations<sup>22</sup>**

**a) Acquiring Company - ŞİŞECAM**

The following table presents the **CPM** position of ŞİŞECAM as of 31 December 2019:

CPMs granted by the Company	31 December 2019					TRY and other currencies
	TRY equivalent	US Dollar	Euro	Russian Ruble	TRY equivalent	
A. Total Amount of CPMs Granted to Own Legal Personality	2,729	-	-	-	2,729	
B. Total Amount of CPMs Granted to Companies under Full Consolidation	2,366,175	21,579	135,546	12,525,744	140,070	
C. Total Amount of CPMs Granted to Guarantee the Debts of 3rd Persons, to Maintain the Normal Course of Business	-	-	-	-	-	
D. Total Amount of CPMs Granted for Other Purposes	4,751,780	799,936	-	-	-	
i. Total Amount of CPMs Granted to the Parent Company (*)	4,751,780	799,936	-	-	-	
ii. Total Amount of CPMs Granted to Other Group Companies not falling under B and C	-	-	-	-	-	
Total Amount of CPMs Granted to 3rd Persons not falling under C.	-	-	-	-	-	
<b>Total</b>	<b>7,120,684</b>	<b>821,515</b>	<b>135,546</b>	<b>12,525,744</b>	<b>142,799</b>	

The ratio of other CPMs given by the Company to the Company's total shareholders' equity is 24.84%, as of 31 December 2019.

<sup>22</sup>

In this Announcement, the tables extracted from the financial statements of ŞİŞECAM, ANADOLU CAM, PAŞABAHÇE, SODA SANAYİ and TRAKYA CAM are expressed in TRY thousand, unless otherwise stated. This does not include DENİZLİ CAM.

## b) Acquired Company 1 - ANADOLU CAM

The following table presents the CPM position of ANADOLU CAM as of 31 December 2019:

CPMs granted by the Group	31 December 2019					TRY and other Currencies
	TRY equivalent	US Dollar	Euro	Russian Ruble	TRY Equivalent	
A. Total Amount of CPMs Granted to Own Legal Personality	19,264	-	-	-	19,264	
B. Total Amount of CPMs Granted to the Companies under Full Consolidation	723,264	3,899	55,000	3,500,000	-	
C. Total Amount of CPMs Granted to Guarantee the Debts of 3rd Persons, to Maintain the Normal Course of Business.	11,458	-	-	-	11,458	
D. Total Amount of CPMs Granted for Other Purposes	-	-	-	-	-	
i. Total Amount of CPMs Granted to Parent Company (*)	-	-	-	-	-	
ii. Total Amount of CPMs Granted to other Group Companies not falling under B and C.	-	-	-	-	-	
iii. Total Amount of CPMs Granted to 3rd Persons not falling under C	-	-	-	-	-	
<b>Total</b>	<b>753,986</b>	<b>3,899</b>	<b>55,000</b>	<b>3,500,000</b>	<b>30,722</b>	

## c) Acquired Company 2 - DENİZLİ CAM

The following table presents the CPM position of DENİZLİ CAM as of 31 December 2019:

CPMs granted by the Company (TRY)	31 December 2019				
	TRY equivalent	US Dollar	Euro	Russian Ruble	TRY
A. Total Amount of CPMs Granted to Own Legal Personality	3,837,264	-	-	-	3,837,264
B. Total Amount of CPMs Granted to the Companies under Full Consolidation	-	-	-	-	-
C. Total Amount of CPMs Granted to Guarantee the Debts of 3rd Persons, to Maintain the Normal Course of Business	-	-	-	-	-
D. Total Amount of CPMs Granted for Other Purposes	-	-	-	-	-
i. Total Amount of CPMs Granted to the Parent Company (*)	-	-	-	-	-

ii. Total Amount of CPMs Granted to Other Group Companies not falling under B and C	-	-	-	-	-
iii. Total Amount of CPMs Granted to 3rd Persons not falling under C	-	-	-	-	-
<b>Total</b>	<b>3,837,264</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>3,837,264</b>

#### d) Acquired Company 3 - PAŞABAHÇE

The following table presents the CPM position of PAŞABAHÇE as of 31 December 2019:

CPMs granted by the Company	31 December 2019					TRY and other currencies
	TRY equivalent	US Dollar	Euro	Russian Ruble	TRY equivalent	
A. Total Amount of CPMs Granted to Own Legal Personality	110,848	-	-	-	-	110,848
B. Total Amount of CPMs Granted to Companies under Full Consolidation	612,558	-	-	-	-	612,558
C. Total Amount of CPMs Granted to Guarantee the Debts of 3rd Persons, to Maintain the Normal Course of Business	-	-	-	-	-	-
D. Total Amount of CPMs Granted for Other Purposes -	-	-	-	-	-	-
iii. Total Amount of CPMs Granted to the Parent Company (*)	-	-	-	-	-	-
iv. Total Amount of CPMs Granted to Other Group Companies not falling under B and C	-	-	-	-	-	-
v. Total Amount of CPMs Granted to 3rd Persons not falling under C	-	-	-	-	-	-
<b>Total</b>	<b>723,406</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>723,406</b>

#### e) Acquired Company 4 - SODA SANAYİİ



The following table presents the CPM position of SODA SANAYİİ as of 31 December 2019:

CPMs granted by the Company (TRY)	TRY equivalent	US Dollar	Euro	TRY
A. Total Amount of CPMs Granted to Own Legal Personality	145,411	1,260	275	136,098
B. Total Amount of CPMs Granted to the Companies under Full Consolidation	575,877	-	9,703	511,344
C. Total Amount of CPMs Granted to Guarantee the Debts of 3rd Persons, to Maintain the Normal Course of Business	-	-	-	-
D. Total Amount of CPMs Granted for other Purposes	-	-	-	-
i. Total Amount of CPMs Granted to the Parent Company (*)	-	-	-	-
ii. Total Amount of CPMs Granted to Other Group Companies falling under B and C	-	-	-	-
iii. Total Amount of CPMs Granted to 3rd Persons falling under C	-	-	-	-
<b>Total</b>	<b>721,288</b>	<b>1,260</b>	<b>9,978</b>	<b>647,442</b>

#### f) Acquired Company 5 - TRAKYA CAM

The following table indicates the CPM position of TRAKYA CAM as of 31.12.2019:

CPMs granted by the Company	31 December 2019			
	TRY equivalent	US Dollar	Euro	Other
A. Total Amount of CPMs Granted to Own Legal Personality	-	-	-	-
B. Total Amount of CPMs Granted to Companies under Full Consolidation	2,147,063	-	307,691	100,734
C. Total Amount of CPMs granted to Guarantee the Debts of 3rd Persons, to Maintain the Normal Course of Business	-	-	-	-
D. Total Amount of CPMs Granted for Other Purposes	-	-	-	-

i. Total Amount of CPMs Granted to the Parent Company	-	-	-	-
ii. Total Amount of CPMs Granted to other Group Companies not falling under B and C	-	-	-	-
iii. Total Amount of CPMs Granted to 3rd Persons not falling under C	-	-	-	-
<b>Total</b>	<b>2,147,063</b>	<b>-</b>	<b>307,691</b>	<b>100,734</b>

**13.6. Information on anticipated funding sources planned investments decided by the board of directors, as well as significant tangible fixed assets, both existing and planned to be acquired, including those that have been acquired by financial leasing:**

As stated above under 8.2.1 (*Information on significant investments of companies involved in the merger as of the financial statement period to be used for the merger and financing methods of these investments*), the group does not use the project financing model, and of investments are funded by equity and external loans. The project financing model is planned to be used only for the SODA INDUSTRY investment in addition to equity. However, there is no final decision on this matter.

**14. RESEARCH AND DEVELOPMENT, PATENTS AND LICENSES**

**14.1. Information on the research and development policies of the companies involved in the merger as of the financial statement period to be used for the merger, as well as research and development events sponsored by them, including payments made for such events**

Şişecam Science, Technology and Design Center is both one of the most developed centers in Turkey working in the field of glass, and one of the biggest centers in Europe. Operating in its new campus since 2014, the Center has 28 standalone specialized laboratories, each equipped with the most up to date technology. This product design center serves glassware and glass packaging fields, and was granted an incentive under Law no. 5746 on Incentivizing Research, Development and Design Activities. The Center employs 167 full-time researchers, 18 of them

being assigned to design, and 37% of them having a master's degree. Research and technological development ("RTD") and design activities start with the fundamental science studies, include the creation of laboratory-scale prototypes, and commercialization of the new product and technology together with other groups.

In 2019, total RTD budget was TRY 106,087,485. Thirty-five percent of the projects were for flat glass, 29% for glassware, 22% for glass packaging, 9% for glass fiber and raw materials, and 5% were centralized projects.

Research and Technological Development Department carries out project-based activities, and tracks these in the Department's project management system. In 2019, 241 work packages were run under 44 umbrella projects. Out of these work packages, 121 are related to the optimization opportunities specified for cost, efficiency and quality of the existing production processes and products. There are 120 work packages created for the development of new products and technologies. For 27 of them, laboratory studies are completed, for 20 of them, production trials were carried out, and 13 new products/technologies were commercialized. 16 work packages were run in 2019 under the furnace projects.

In 2019, collaborative RTD activities were carried out with the research and development units of 60 entities, including universities, research institutes and companies. Thirty-two of these entities were national and 28 were international. Under the management of intellectual property rights, 3 patent applications were filed and 7 patents were registered in 2019. Moreover, 8 applications were filed with the *European Patent Office (EPO) under the Patent Cooperation Treaty (PCT)*, and 2 applications of design registration were filed.

In its pursuit of the RTD activities for innovative melting technologies at international level, ŞİŞECAM is an important player with respect to the global efforts in this field. ŞİŞECAM Group's 49 active furnaces reached a glass production capacity of 7,000,000 tons a year. Per ton energy consumption of all furnaces is below the average of the European Union reference intervals.

Ensuring optimum efficiency and energy saving have been among the objectives in all new furnace design projects. Technology developments were accomplished, by the necessary modelling and design. Purchasing department was also supported in their material procurement, and original and energy-efficient furnaces were designed and provided to the production groups with affordable costs. Digital simulation activities provide support to the specification of the design criteria for glass furnaces, also to enterprise optimization, and to the optimization of shaping conditions. Two projects that have continued in 2019 were internationally funded projects: i) "*Smart Oxy-Boost*" project supported by the *LIFE* fund of the European Union: aims to "increase the production capacity up to 15% by applying 'smart' burning technologies in a flat glass furnace through the use of process integrated sensors", ii) "*CleanOx-Preliminary heating with radiant exchangers*" in a glassware

furnace, supported by the *LIFE* fund of the European Union. Within the framework of Digitalization and Industry 4.0 activities, "tracking and analyzing glass melting furnaces in an integrated database" project started to collect data.

Planning activities are continuing for 4 new projects which aim to use the existing potential of waste heat recovery (approximately 10 MW electricity, and 24 MW absorption cooling).

In the field of Glass Technologies, alternative raw material melting/affination performance reviews are held with the purpose to serve operational excellence initiatives for cutting costs and increasing quality and efficiency. Another ongoing activity is, designing the large capacity glass furnaces with digital and experimental simulations, to help to minimize the losses and time related to the variations in color and composition. Furthermore, technical support is provided for the production-related problems.

With regards to value added new products, various coating technologies are in progress. In 2019, new *low-e* (low-emissions) products reached the stage of commercialization. These are temperable, have varying optical performances and aim to serve both the architectural and automotive applications. Other new product developments are also progressing, as glassware, and as glass fiber supported composite products.

As part of "Glassware Design" activities, automatic product, secondarily treated product, cardboard packaging and hand-made products are being designed. In 2019, 429 of these designs became a commercial product. Designs made for Paşabahçe and Nude brands received 6 international awards, including German Design Award (*Gold 2019, Special 2019, Winner 2018, Special 2018, Nominee 2018, Winner 2017, Special 2017, Nominee 2017*), Good Design, IF Design (*Design Award 2019, Design Award 2017, Design Award 2016*), Red Dot Design Award (*Winner 2019, Winner 2018, Winner 2017, Winner 2016*), Design Turkey (*2017 Superior Design Award, 2016 Good Design Award*), and Design Plus (*Winner 2016*).

In the field of "Glass Packaging Design", the majority of the activities have been for new designs, and for lightening the packaging. Out of many design works, 75 became a commercial product.

With the purpose to empower the new generations for a sustainable future, Glass Technology training programs are provided for employees at all levels, together with ŞİŞECAM Academy, which continues to contribute to the goals of the Group through efforts to improve human resource competencies and employee engagement; creates schools and programs related to career paths by producing solutions for the needs of Group employees in the fields of technical and professional development, personal development, corporate development and leadership. In addition, Gebze Technical University Glass Science and Technology graduate program, which was launched in 2016 to serve the same purpose, had its first graduates in 2019.

ŞİŞECAM hosts a Glass Symposium every year, as a platform where the glass industry shares their knowledge and experience. In 2019, the Glass Symposium was held for the first time as the ŞİŞECAM International Glass Conference on 21-22 November 2019, under the theme "*Glass in the Sustainable Future: Achieving What is Possible*". The conference, which was attended by 474 participants from 26 countries, was delivered through 5 parallel sessions. These sessions included 111 presentations – 66 by foreign speakers and 21 by specially invited speakers.

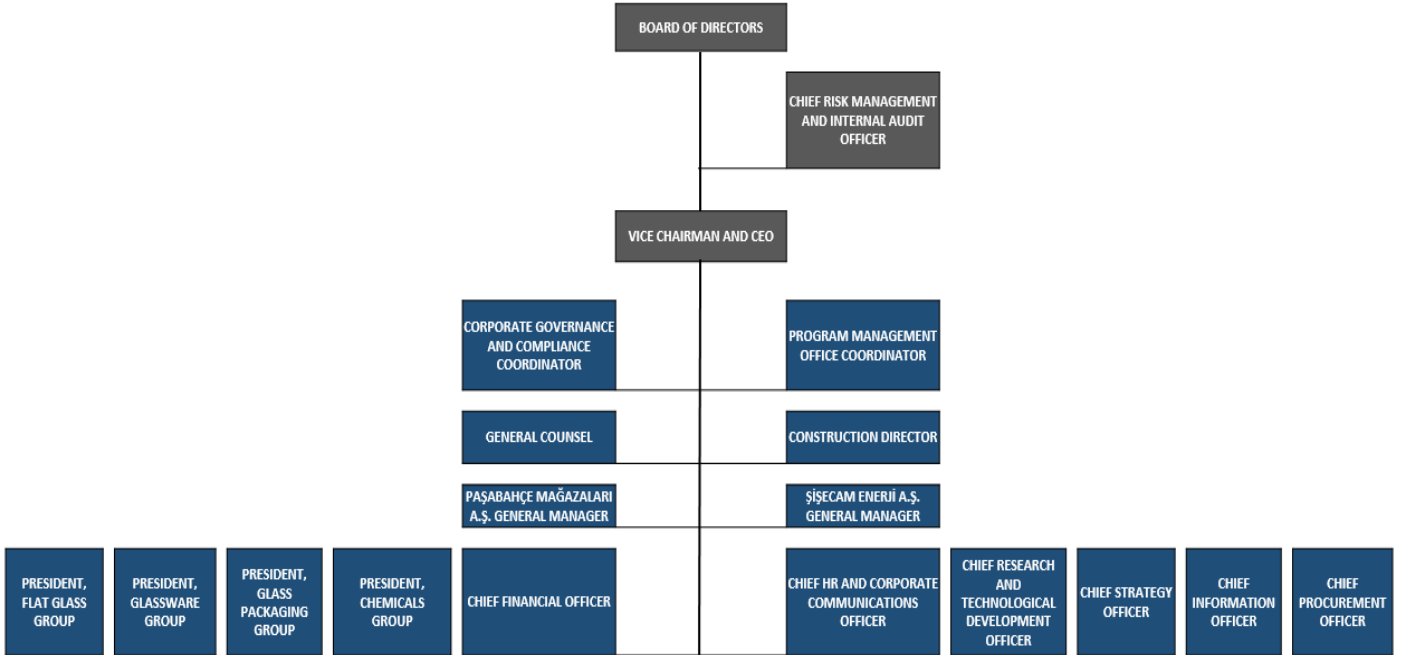
The following brands, owned by ŞİŞECAM and considered to be important for the commercial activities and profitability of ŞİŞECAM, have been registered at the Turkish Patent and Trademark Office: "ısıcam" brand under the registration number 2007/50670, "şışecam" brand under the registration number 2016/01515, "Şişecam" brand under the registration number 2016/00060, "şışecam" brand under the registration number 2015/99358, "şışecam shape" brand under the registration number 2015/97378, "şışecam shape" brand under the registration number 2009/43497, "şışecam shape" under the registration number 2008/57320, "şışecam shape" brand under the registration number, "şışecam shape" brand under registration number 2008/11727, "şışecam shape" brand under registration number 97/107440, and "ısıcam" brand under the registration number 2007/50670.

The following brands, owned by PAŞABAHÇE and considered to be important for the commercial activities and profitability of PAŞABAHÇE, have been registered at the Turkish Patent and Trademark Office: "paşabahçe" brand under the registration number 2014/75931, "paşabahçe" brand under the registration number 2012/46169, "paşabahçe" brand under the registration number 195716, and "paşabahçe" brand under the registration number 93845.

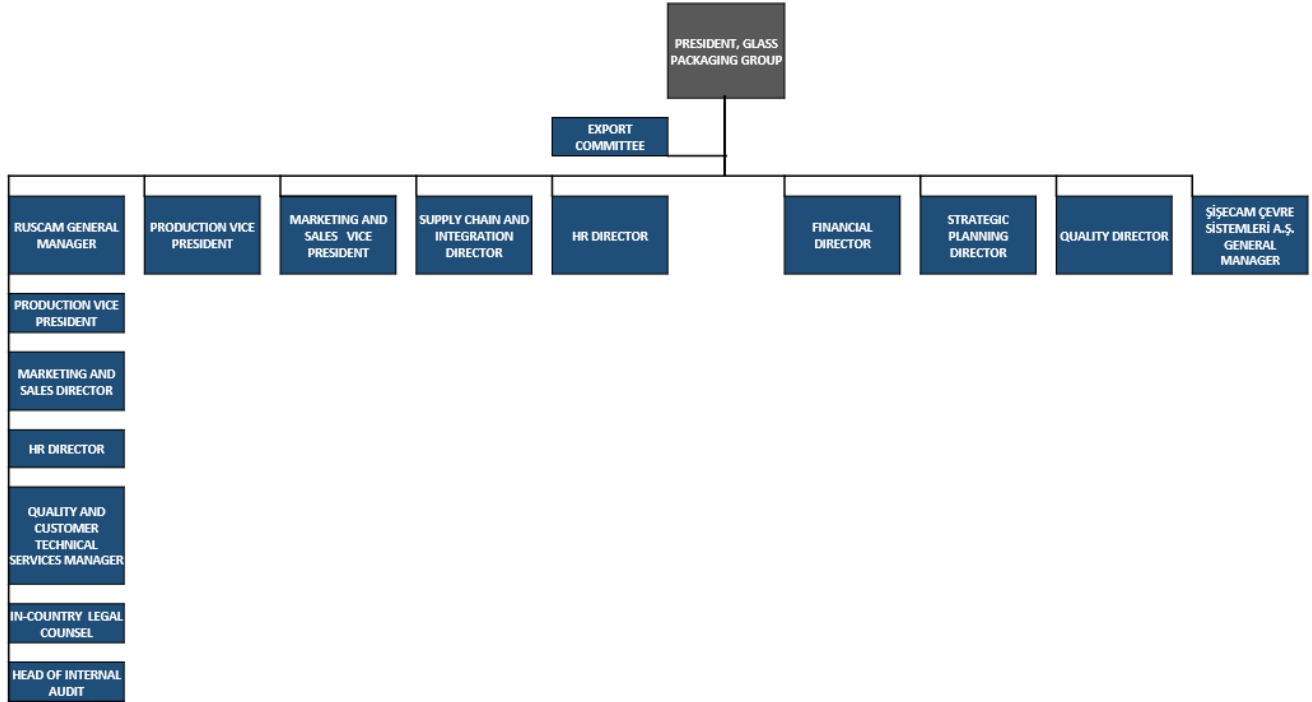
## **15. ADMINISTRATIVE STRUCTURE, MANAGING BODIES, SENIOR EXECUTIVES AND EMPLOYEES**

### **15.1 General organizational chart of the companies involved in the merger**

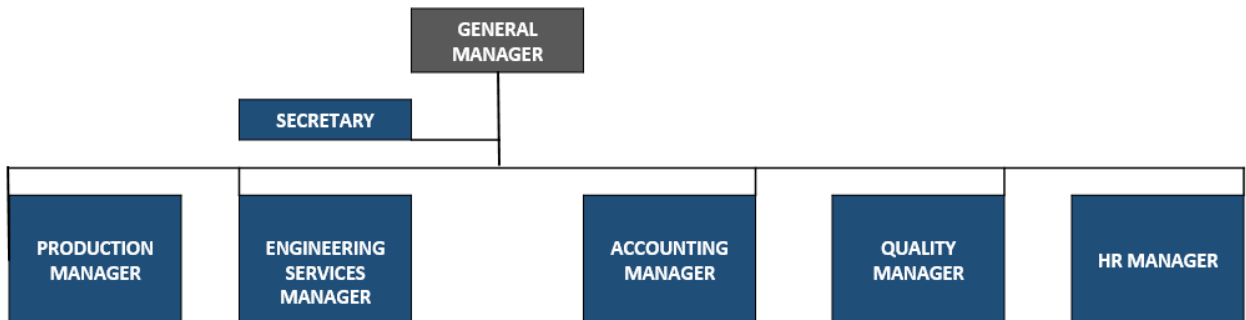
#### **a) Acquiring Company - ŞİŞECAM**



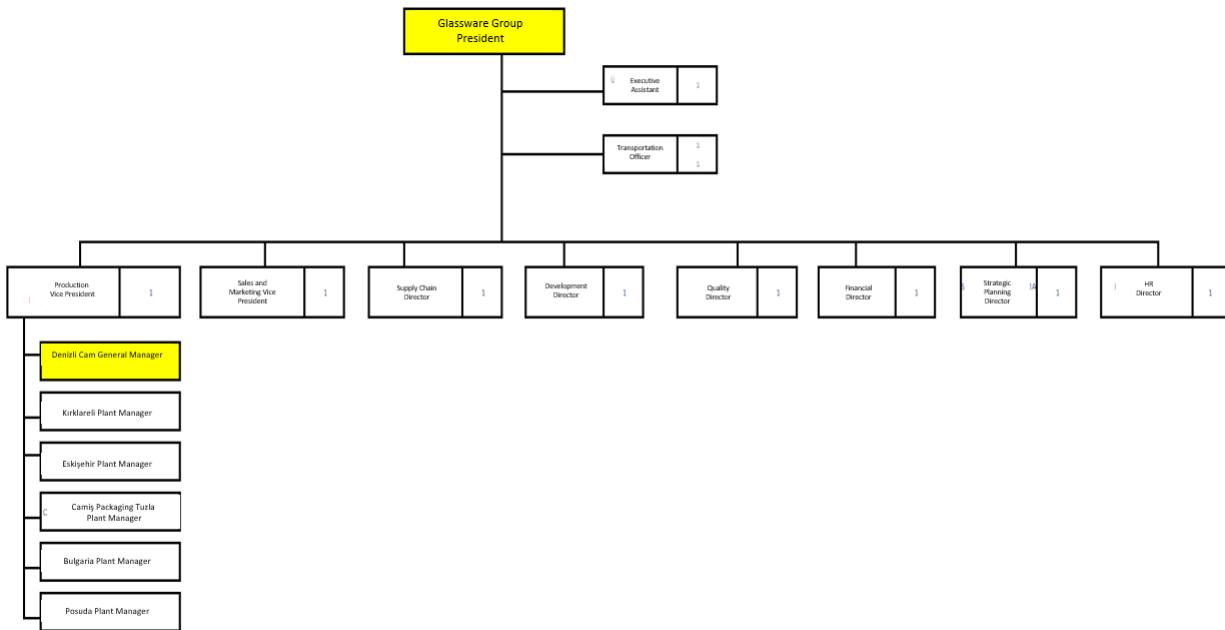
**b) Acquired Company 1 - ANADOLU CAM**



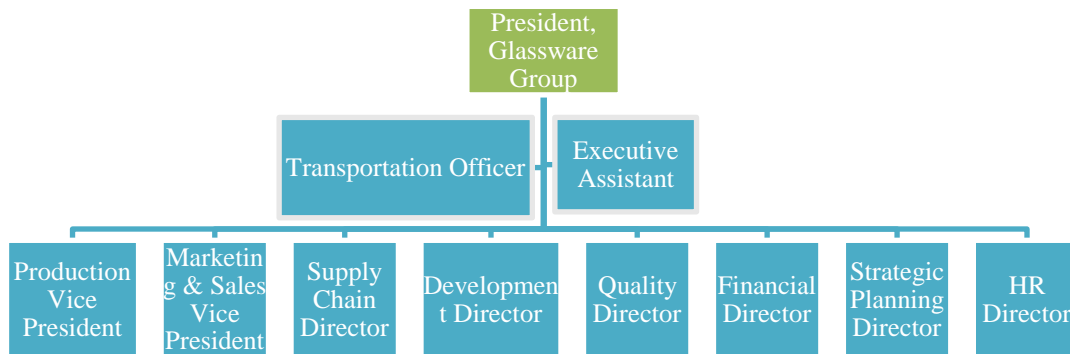
**c) Acquired Company 2 - DENİZLİ CAM**



The organization of ŞİŞECAM Group is managed at the Presidency level on the basis of main business lines of flat glass, glassware, glass packaging and chemicals. DENİZLİ CAM is managed under the Glassware (CEE) Group as it operates in the glassware business line. DENİZLİ CAM General Manager reports organically to Glassware Group Vice-President for Production and then to Glassware Group President. The organizational chart showing the reporting hierarchy is presented in the table below. Other acquired companies are managed as main business lines at the presidency level.

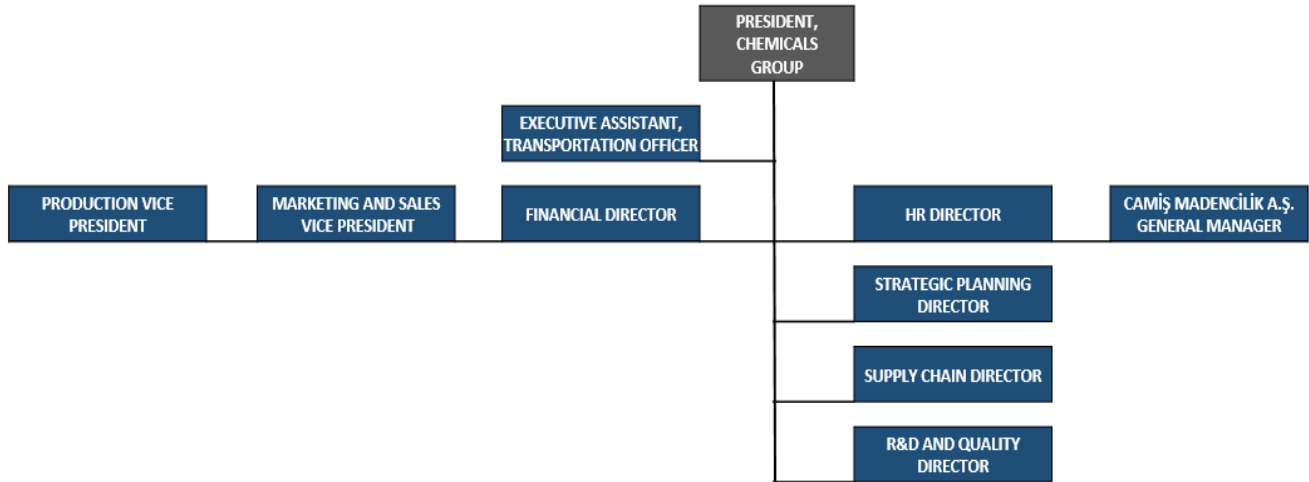


**d) Acquired Company 3 - PAŞABAHÇE**

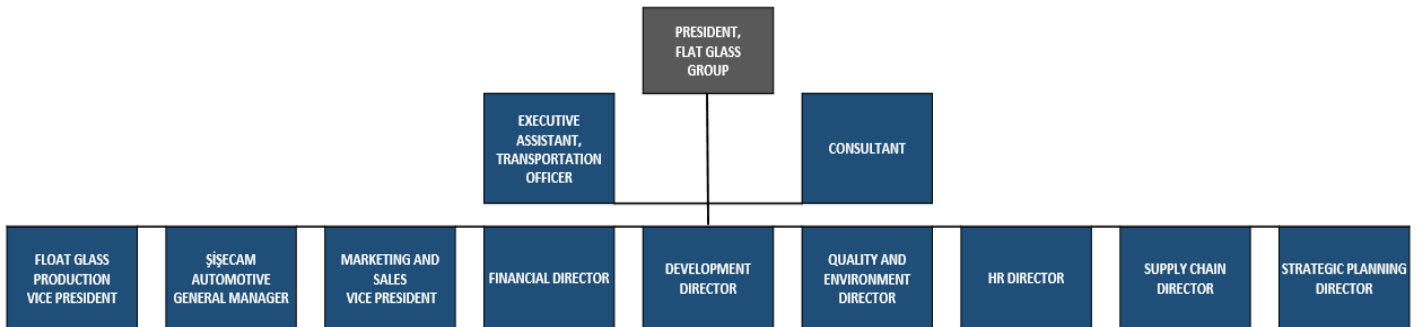




e) **Acquired Company 4 - SODA SANAYİİ**



f) **Acquired Company 5 - TRAKYA CAM**



## 15.2. Administrative structure

### 15.2.1. Information on the members of the board of directors of the companies involved in the merger

#### a) Acquiring Company - ŞİŞECAM

Board members were elected at the Ordinary General Assembly Meeting held on 27 March 2020 for 2019, to serve until the ordinary general assembly in which the results of 2020 will be discussed. This was published in the Turkish Trade Registry Gazette No. 10057 on 13 April 2020.

Name-Surname	Position	The Posts Taken at the Company in the Last 5 Years	Term of Office/Remaining Term of Office	Share in the Capital (%)	
				(TRY)	(%)
ADNAN BALI	Chairman	Chairman	27.03.2021	0	
PROF. DR. AHMET KIRMAN	Vice Chairman	Vice Chairman and CEO	27.03.2021	0	
ZEYNEP HANSU UÇAR	Board Member, Member of the Corporate Governance Committee, Member of the Early Detection of Risk Committee	Board Member, Member of the Corporate Governance Committee, Member of the Early Detection of Risk Committee	27.03.2021	0	
SENAR AKKUŞ	Board Member, Member of the Early Detection of Risk Committee	None.	27.03.2021	0	
İZLEM ERDEM	Board Member, Member of the Corporate Governance Committee	Board Member, Member of the Corporate Governance Committee	27.03.2021	0	

Name-Surname	Position	The Posts Taken at the Company in the Last 5 Years	Term of Office/Remaining Term of Office	Share in the Capital (%)	
				(TRY)	(%)
<b>PROF. DR. ŞENER OKTİK</b>	Board Member, Member of the Corporate Governance Committee	Chief Research and Technological Development Officer	27.03.2021	0	
<b>DR. MEHMET CEM KOZLU</b>	Board Member (Independent Member)	Board Member (Independent Member)	27.03.2021	0	
<b>AYSUN MERCAN</b>	Board Member (Independent Member), Member of the Audit Committee, Member of the Early Detection of Risk Committee	Board Member (Independent Member)	27.03.2021	0	
<b>DİNÇ KIZILDEMİR</b>	Board Member (Independent Member), Member of the Audit Committee, Member of the Early Detection of Risk Committee, Member of the Corporate Governance Committee	Board Member (Independent Member)	27.03.2021	0	

**b) Acquired Company 1 - ANADOLU CAM**

Board members were elected at the Ordinary General Assembly Meeting held on 26 March 2020 for 2019, to serve until the ordinary general assembly in which the results of 2020 will be discussed. This was published in the Turkish Trade Registry Gazette No. 10057 on 13 April 2020.

Name-Surname	Position	The Posts Taken at the Company in the Last 5 Years	Term of Office/Remaining Term of Office	Share in the Capital (%)	
				(TRY)	(%)
<b>PROF. DR. AHMET KIRMAN</b>	Chairman	Chairman	26.03.2021	0	
<b>ABDULLAH KILINÇ</b>	Vice Chairman	President of Glass Packaging Group, Vice President of Production, Vice Chairman	26.03.2021	0	
<b>ZEYNEP HANSU UÇAR</b>	Board Member, Member of the Corporate Governance Committee, Member of the Early Detection of Risk Committee	Board Member	26.03.2021	0	
<b>SİBEL KOÇ KARACAOĞLU</b>	Board Member, Member of the Corporate Governance Committee	Director of Financial Affairs, Director of Budget and Financial Control, Board Member	26.03.2021	0	
<b>MEHMET CELAL BETİL</b>	Board Member (Independent Member), Member of the Audit Committee, Member of the Corporate Governance Committee, Chairman of the Early Detection of Risk Committee	Board Member (Independent Member)	26.03.2021	0	
<b>İLHAN İL</b>	Board Member (Independent Member), Member of the Audit Committee, Member of the Early Detection	Board Member (Independent Member)	26.03.2021	0	

Name-Surname	Position	The Posts Taken at the Company in the Last 5 Years	Term of Office/Remaining Term of Office	Share in the Capital (%)	
				(TRY)	(%)
	of Risk Committee				

**c) Acquired Company 2 - DENİZLİ CAM**

Board members were elected at the Ordinary General Assembly Meeting held on 24 March 2020 for 2019, to serve until the ordinary general assembly in which the results of 2020 will be discussed. This was published in the Turkish Trade Registry Gazette No. 10053 on 07.04.2020.

Name-Surname	Position	The Posts Taken at the Company in the Last 5 Years	Term of Office/Remaining Term of Office	Share in the Capital (%)	
				(TRY)	(%)
<b>CEMİL TOKEL</b>	Chairman	President of Glassware Group Chairman	24.03.2021	0	
<b>GÖKHAN GÜRALP</b>	Vice Chairman, Member of the Corporate Governance Committee, Member of the Early Detection of Risk Committee	Vice Chairman	24.03.2021	0	
<b>MEHMET SEFA PAMUKSUZ</b>	Board Member (Independent Member), Audit Committee (Chairman) - Corporate Governance Committee (Chairman) - Early Detection of	Board Member (Independent Member)	24.03.2021	0	

Name-Surname	Position	The Posts Taken at the Company in the Last 5 Years	Term of Office/Remaining Term of Office	Share in the Capital (%)	
				(TRY)	(%)
	Risk Committee (Chairman)				
<b>PROF. DR. GÜL OKUTAN NİLSSON</b>	Board Member (Independent Member), Audit Committee (Member) - Corporate Governance Committee (Member) - Early Detection of Risk Committee (Member)	Board Member (Independent Member)	24.03.2021	0	
<b>OSMAN ÖZTÜRK</b>	Board Member	Board Member, Vice President of Production of Glassware Group	24.03.2021	0	

**d) Acquired Company 3 - PAŞABAĞÇE**

Board members were elected at the Ordinary General Assembly Meeting held on 26 March 2020 for 2019, to serve until the ordinary general assembly in which the results of 2022 will be discussed. This was published in the Turkish Trade Registry Gazette No. 10061 on 17 April 2020.

Name-Surname	Position	The Posts Taken in the Last 5 Years	Term of Office/Remaining Term of Office	Share in the Capital (%)	
				(TRY)	(%)
<b>PROF. DR. AHMET KIRMAN</b>	Chairman	Chairman	26.03.2023	0	
<b>CEMİL TOKEL</b>	Vice Chairman	Vice Chairman, Board Member	26.03.2023	0	

Name-Surname	Position	The Posts Taken in the Last 5 Years	Term of Office/Remaining Term of Office	Share in the Capital (%)	
				(TRY)	(%)
<b>ZEYNEP HANSU UÇAR</b>	Board Member	Board Member	26.03.2023	0	
<b>GÖKHAN GÜRALP</b>	Board Member	Board Member	26.03.2023	0	
<b>MEHMET CELAL BETİL</b>	Independent Member	Independent Member, Board Member	26.03.2023	0	

**e) Acquired Company 4 - SODA SANAYİİ**

Board members were elected at the Ordinary General Assembly Meeting held on 27 March 2020 for 2019, to serve until the ordinary general assembly in which the results of 2020 will be discussed. This was published in the Turkish Trade Registry Gazette No. 10056 on 10 April 2020.

Name-Surname	Position	The Posts Taken at the Company in the Last 5 Years	Term of Office/Remaining Term of Office	Share in the Capital (%)	
				(TRY)	(%)
<b>PROF. DR. AHMET KIRMAN</b>	Chairman	Chairman	27.03.2023	0	
<b>TAHSİN BURHAN ERGENE</b>	Vice Chairman	President of Chemicals Group, Vice Chairman, Vice President of Marketing and Sales of the Chemicals Group	27.03.2023	0	

Name-Surname	Position	The Posts Taken at the Company in the Last 5 Years	Term of Office/Remaining Term of Office	Share in the Capital (%)	
				(TRY)	(%)
<b>UMUT BARIŞ DÖNMEZ</b>	Board Member, Corporate Governance Committee (Member)	Director of Financial Affairs, Financial Affairs Group Manager, Board Member	27.03.2023	0	
<b>MURAT DOĞAN</b>	Board Member, Member of the Early Detection of Risk Committee	None	27.03.2023	0	
<b>MEHMET SEFA PAMUKSUZ</b>	Board Member (Independent Member), Audit Committee (Chairman), Corporate Governance Committee (Chairman), Early Detection of Risk Committee (Chairman)	Independent Member, Board Member	27.03.2023	0	
<b>AYSUN MERCAN</b>	Board Member (Independent Member), Audit Committee (Member), Corporate Governance Committee (Member), Early Detection of Risk Committee (Member)	Independent Member, Board Member	27.03.2023	0	

**f) Acquired Company 5 - TRAKYA CAM**

Board members were elected at the Ordinary General Assembly Meeting held on 26 March 2020 for 2019, to serve until the ordinary general assembly in which the results of 2020 will be discussed. This was published in the Turkish Trade Registry Gazette No. 10057 on 13 April 2020.



Name-Surname	Position	The Posts Taken at the Company in the Last 5 Years	Term of Office/Remaining Term of Office	Share in the Capital (%)	
				(TRY)	(%)
<b>PROF. DR. AHMET KIRMAN</b>	Chairman	Chairman	26.03.2021	0	
<b>DR. REHA AKÇAKAYA</b>	Vice Chairman	Vice Chairman, President of Flat Glass Group	26.03.2021	0	
<b>HÜSEYİN BURAK DAĞLI</b>	Board Member	Board Member, Director of Financial Affairs	26.03.2021	0	
<b>ZEYNEP HANSU UÇAR</b>	Board Member, Member of the Corporate Governance Committee. Member of the Early Detection of Risk Committee	Board Member	26.03.2021	0	
<b>DİNÇ KIZILDEMİR</b>	Board Member (Independent Member), Chairman of the Corporate Governance Committee. Chairman of the Audit Committee Chairman of the Early Detection of Risk Committee	Board Member (Independent Member)	26.03.2021	0	
<b>İLHAN İL</b>	Board Member (Independent Member), Member of the Corporate Governance Committee. Member of the Audit Committee. Member of the	Board Member (Independent Member)	26.03.2021	0	

Name-Surname	Position	The Posts Taken at the Company in the Last 5 Years	Term of Office/Remaining Term of Office	Share in the Capital (%)	
				(TRY)	(%)
	Early Detection of Risk Committee				

### 15.2.2. Information on the personnel with executive authorities

#### a) Acquiring Company - ŞİŞECAM

Name-Surname	Position	Share in the Capital (%)		The Posts Taken at the Company in the Last 5 Years
		(TRY)	(%)	
<b>PROF. DR. AHMET KIRMAN</b>	Vice Chairman - CEO	0		Vice Chairman - CEO
<b>DR. REHA AKÇAKAYA</b>	President of Flat Glass Group	0		None
<b>CEMİL TOKEL</b>	President of Glassware Group	0		None
<b>ABDULLAH KILINÇ</b>	President of Glass Packaging Group	0		None
<b>TAHSİN BURHAN ERGENE</b>	President of Chemicals Group	0		None
<b>MUSTAFA GÖRKEM ELVERİCİ</b>	Chief Financial Officer	0		None

Name-Surname	Position	Share in the Capital (%)		The Posts Taken at the Company in the Last 5 Years
		(TRY)	(%)	
<b>ÖZLEM VERGON</b>	Chief Strategy Officer	0		None
<b>ŞENGÜL DEMİRCAN</b>	Chief Human Resources and Corporate Communications Officer	0		None
<b>SELMA ÖNER</b>	Chief Procurement Officer	0		Group Procurement Coordinator
<b>BAŞAK ÖGE</b>	Corporate Governance and Compliance Coordinator	0		Investor Relations Director
<b>ÖZGÜN ÇINAR</b>	Chief Risk Management and Internal Audit Officer	0		Chief Risk Officer
<b>GÖKHAN KIPÇAK</b>	Chief Information Officer	0		None

**b) Acquired Company 1 - ANADOLU CAM**

Name-Surname	Position	Share in the Capital (%)		The Posts Taken at the Company in the Last 5 Years
		(TRY)	(%)	
<b>ABDULLAH KILINÇ</b>	President of Glass Packaging Group. Vice Chairman	0		Vice President of Production, Vice Chairman
<b>KADİR BALLI</b>	Vice President of Production	0		ANADOLU CAM San. A.Ş. Yenişehir Plant Manager

Name-Surname	Position	Share in the Capital (%)		The Posts Taken at the Company in the Last 5 Years
		(TRY)	(%)	
<b>BURAK ATALAY</b>	Vice President of Marketing and Sales	0		None
<b>İBRAHİM HAKAN ÇOPUR</b>	Supply Chain and Integration Director	0		Russia Operations Supply Chain Director
<b>SİBEL KOÇ KARACAOĞLU</b>	Director of Financial Affairs, Board Member	0		Budget and Financial Control Manager
<b>OYA SAÇAR</b>	Quality Director	0		Quality Manager
<b>OSMAN FARUK KAPU</b>	Human Resources Director	0		None
<b>SELİM KALKAN</b>	Strategic Planning Director	0		None

**c) Acquired Company 2 - DENİZLİ CAM**

Name-Surname	Position	Share in the Capital (%)		The Posts Taken at the Company in the Last 5 Years
		(TRY)	(%)	
<b>CEMİL TOKEL</b>	Chairman, President of Glassware Group.	0		Chairman

**d) Acquired Company 3 - PAŞABAHÇE**

Name-Surname	Position	Share in the Capital (%)		The Posts Taken at the Company in the Last 5 Years
		(TRY)	(%)	
<b>CEMİL TOKEL</b>	President of Glassware Group, Vice Chairman	0		Vice Chairman
<b>OSMAN ÖZTÜRK</b>	Vice President of Production	0		Paşabahçe Cam Kırklareli Plant Manager
<b>BAŞAR TIRPANI</b>	Strategic Planning Director	0		None
<b>MUSTAFA KEREM BAŞKONYALI</b>	Supply Chain Director	0		None
<b>UFUK MAHİR</b>	Human Resources Director	0		None
<b>VEDAT SEDİROĞLU</b>	Development Director	0		None

e) Acquired Company 4 - SODA SANAYİİ

Name-Surname	Position	Share in the Capital (%)		The Posts Taken at the Company in the Last 5 Years
		(TRY)	(%)	
<b>TAHSİN BURHAN ERGENE</b>	Vice Chairman, President of Chemicals Group	0		Vice President of Marketing and Sales, Vice Chairman
<b>ALTUĞ RIFAT ŞENER</b>	Vice President of Production Chemicals Group	0		ŞİŞECAM Elyaf A.Ş. General Manager, Advisor to the Chemicals Group

Name-Surname	Position	Share in the Capital (%)		The Posts Taken at the Company in the Last 5 Years
		(TRY)	(%)	
<b>FEHMİ ALANLI</b>	Vice President of Marketing and Sales, Chemicals Group	0		Chromium Marketing and Sales Group Manager
<b>UMUT BARIŞ DÖNMEZ</b>	Director of Financial Affairs - Chemicals Group, Board Member	0		Group Financial Affairs Manager, Board Member
<b>İMİRAN EROĞUL</b>	Chemicals Group Human Resources Director	0		Chemicals Group Human Resources Director
<b>SELMA AKYOL</b>	Supply Chain Director	0		Supply Chain Director
<b>HÜSEYİN ALTUĞ ÖZEREN</b>	ŞİŞECAM Elyaf A.Ş. General Manager	0		Strategic Planning Director
<b>FARUK TAMER AKKÖSEOĞLU</b>	Soda Sanayii A.Ş. Development and Quality Director	0		None
<b>ONUR DERİCİ</b>	Cromital S.P.A General Manager	0		Soda Sanayii A.Ş. Domestic Sales Manager
<b>SEFA ÖZİNCEGEDİK</b>	ŞİŞECAM Soda Lukavac General Manager	0		Soda Lukavac Assistant General Manager, Soda Lukavac Plant Manager

**f) Acquired Company 5 - TRAKYA CAM**

Name-Surname	Position	Share in the Capital (%)		The Posts Taken at the Company in the Last 5 Years
		(TRY)	(%)	
<b>DR. REHA AKÇAKAYA</b>	Vice Chairman, President of Flat Glass Group	0		Chairman, Vice Chairman, Vice President of Auto Glass
<b>SALİHA EBRU ŞAPOĞLU</b>	Vice President of Marketing and Sales	0		Marketing Group Manager, Overseas Marketing Manager
<b>GÖKHAN ATIKKAN</b>	Float Glass Production Vice President	0		Trakya Lüleburgaz Plant Manager
<b>HÜSEYİN BURAK DAĞLI</b>	Director of Financial Affairs	0		None
<b>ANIL KARACA</b>	ŞİŞECAM Otomotiv A.Ş. General Manager	0		Director of Financial Affairs
<b>BÜLENT AYDIN</b>	Strategic Planning Director	0		None
<b>DİKMEN ÜNAL ÜNLÜ</b>	Human Resources Director	0		None
<b>HAKAN ÖZDAMAR</b>	Quality and Environment Director	0		None
<b>SERKAN ŞAHİN</b>	Development Director	0		None
<b>BANU ÇELİK</b>	Supply Chain Director	0		None

**15.2.3. Information on the founders if the companies involved in the merger were incorporated within the last 5 years**

Companies involved in the merger were not incorporated within the last 5 years.

**15.2.4. Information on any kin relationships between the current board members and the personnel with executive authorities in companies involved in the merger, or their founders, if they were incorporated within the last 5 years:**

Companies involved in the merger were not incorporated within the last 5 years. Current board members of companies involved in the merger and the personnel with executive authorities have no kin relationships.

**15.3. Legal names of all the companies where the board members and the personnel with executive authorities of companies involved in the merger have been a board member or a shareholder within the last five years, their shareholding rates in these companies, and information on whether their status as a board member or shareholder currently continues**

**a) Acquiring Company - ŞİŞECAM**

Name Surname	The Company He/She is a Board Member or Shareholder	Share in the Capital (TRY)	Whether the Status as the Board Member or Shareholder Currently Continues
Adnan Bali	The Banks Association of Turkey	0	Continues.
Adnan Bali	Vehbi Koç Foundation and Global Relations Forum	0	Continues.
Prof. Dr. Ahmet Kırman	ANADOLU CAM	0	Continues.
Prof. Dr. Ahmet Kırman	PAŞABAHÇE	0	Continues.
Prof. Dr. Ahmet Kırman	TRAKYA CAM	0	Continues.
Prof. Dr. Ahmet Kırman	SODA SANAYİİ	0	Continues.
Prof. Dr. Ahmet Kırman	PAŞABAHÇE Mağazaları A.Ş.	0	Continues.
Prof. Dr. Ahmet Kırman	Şişecam Çevre Sistemleri A.Ş.	0	Continues.
Prof. Dr. Ahmet Kırman	Şişecam Enerji A.Ş.	0	Continues.



Name Surname	The Company He/She is a Board Member or Shareholder	Share in the Capital (TRY)	Whether the Status as the Board Member or Shareholder Currently Continues
Prof. Dr. Ahmet Kırman	Camiş Elektrik Üretim A.Ş.	0	Continues.
Prof. Dr. Ahmet Kırman	Trakya Investment B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	Sisecam Glass Packaging B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	OOO Ruscam Glass Packaging Holding	0	Continues.
Prof. Dr. Ahmet Kırman	OOO Ruscam Management Company	0	Continues.
Prof. Dr. Ahmet Kırman	Şişecam Chem Investment B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	SC Glass Trading B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	PAŞABAHÇE Investment B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	OOO Posuda	0	Continues.
Prof. Dr. Ahmet Kırman	Şişecam Flat Glass Holding B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	Nude Glass Investment B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	Nude Design Investment B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	İstanbul Investment B.V.	0	Continues.
Zeynep Hansu Uçar	Türkiye Sınai Kalkınma Bankası A.Ş.	0	Continues.
Zeynep Hansu Uçar	Trakya Yatırım Holding A.Ş.	0	Continues.
Zeynep Hansu Uçar	ANADOLU CAM	0	Continues.
Zeynep Hansu Uçar	PAŞABAHÇE	0	Continues.
Zeynep Hansu Uçar	TRAKYA CAM	0	Continues.
Zeynep Hansu Uçar	SODA SANAYİİ	0	Does not continue.
Senar Akkuş	İş Girişim Sermayesi Yatırım Ortaklığı A.Ş.	0	Continues.
Senar Akkuş	Yatırım Menkul Değerler A.Ş.	0	Continues.
İzlem Erdem	İş Portföy Yönetimi A.Ş.	0	Continues.
İzlem Erdem	Türkiye Şişe ve Cam Fabrikaları A.Ş.	0.00002	Continues.
İzlem Erdem	Türkiye İş Bankası A.Ş.	0.00004	Continues.
Prof. Dr. Şener Oktik	None.	0	-
Dr. Mehmet Cem Kozlu	Coca-Cola İçecek A.Ş.	0	Continues.
Dr. Mehmet Cem Kozlu	Koç Holding A.Ş.	0	Continues.

Name Surname	The Company He/She is a Board Member or Shareholder	Share in the Capital (TRY)	Whether the Status as the Board Member or Shareholder Currently Continues
Dr. Mehmet Cem Kozlu	Kamil Yazıcı Yönetim ve Danışmanlık A.Ş.	31,020	Continues.
Dr. Mehmet Cem Kozlu	Pegasus Hava Yolları	0	Continues.
Dr. Mehmet Cem Kozlu	Vienna-based DO&CO	0	Continues.
Dr. Mehmet Cem Kozlu	Efes Biracılık ve Malt San. A.Ş.	0	Continues.
Aysun Mercan	Bank Of Tokyo Mitsubishi UFJ Turkey A.Ş.	0	Continues.
Aysun Mercan	SODA SANAYİİ	0	Continues.
Diñç Kızıldemir	TRAKYA CAM	0	Continues.

#### b) Acquired Company 1 - ANADOLU CAM

Name Surname	The Company He/She is a Board Member or Shareholder	Share in the Capital (TRY)	Whether the Status as the Board Member or Shareholder Currently Continues
Prof. Dr. Ahmet Kırman	ŞİŞECAM	0	Continues.
Prof. Dr. Ahmet Kırman	PAŞABAHÇE	0	Continues.
Prof. Dr. Ahmet Kırman	TRAKYA CAM	0	Continues.
Prof. Dr. Ahmet Kırman	SODA SANAYİİ	0	Continues.
Prof. Dr. Ahmet Kırman	PAŞABAHÇE Mağazaları A.Ş.	0	Continues.
Prof. Dr. Ahmet Kırman	Şişecam Çevre Sistemleri A.Ş.	0	Continues.
Prof. Dr. Ahmet Kırman	Şişecam Enerji A.Ş.	0	Continues.
Prof. Dr. Ahmet Kırman	Camiş Elektrik Üretim A.Ş.	0	Continues.
Prof. Dr. Ahmet Kırman	Trakya Investment B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	Sisecam Glass Packaging B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	OOO Ruscam Glass Packaging Holding	0	Continues.
Prof. Dr. Ahmet Kırman	OOO Ruscam Management Company	0	Continues.
Prof. Dr. Ahmet Kırman	Şişecam Chem Investment B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	SC Glass Trading B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	PAŞABAHÇE Investment B.V.	0	Continues.

Name Surname	The Company He/She is a Board Member or Shareholder	Share in the Capital (TRY)	Whether the Status as the Board Member or Shareholder Currently Continues
Prof. Dr. Ahmet Kırman	OOO Posuda	0	Continues.
Prof. Dr. Ahmet Kırman	Şişecam Flat Glass Holding B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	Nude Glass Investment B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	Nude Design Investment B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	İstanbul Investment B.V.	0	Continues.
Zeynep Hansu Uçar	Türkiye Sınai Kalkınma Bankası A.Ş.	0	Continues.
Zeynep Hansu Uçar	Trakya Yatırım Holding A.Ş.	0	Continues.
Zeynep Hansu Uçar	ŞİŞECAM	0	Continues.
Zeynep Hansu Uçar	PAŞABAHÇE	0	Continues.
Zeynep Hansu Uçar	TRAKYA CAM	0	Continues.
Zeynep Hansu Uçar	SODA SANAYİİ	0	Does not continue.
Abdullah Kılınç	JSC Mina	0	Continues.
Sibel Koç Karacaoğlu	JSC Mina	0	Continues.
Mehmet Celal Betil	Borusan Group Companies	0	Continues.
Mehmet Celal Betil	Paşabahçe Cam Sanayii ve Ticaret A.Ş.	0	Continues.
Mehmet Celal Betil	Mehmet Celal Betil	1,000	Continues.
Mehmet Celal Betil	Demtaş Kağıt Sanayii A.Ş.	0	Continues.
İlhan İl	İlhan İl Advisory	0	Continues.
İlhan İl	Sütaş Süt Ürünleri A.Ş., Trakya Cam Sanayii A.Ş.	0	Continues.
İlhan İl	Travelex Turkey	0	Continues.

### c) Acquired Company 2 - DENİZLİ CAM

Name Surname	The Company He/She is a Board Member or Shareholder	Share in the Capital (TRY)	Whether the Status as the Board Member or Shareholder Currently Continues
Cemil Tokel	PAŞABAHÇE	0	Continues.
Cemil Tokel	Camiş Ambalaj San.A.Ş.	0	Continues.
Cemil Tokel	PAŞABAHÇE Bulgaria EAD	0	Continues.
Cemil Tokel	OOO Posuda	0	Continues.
Cemil Tokel	PAŞABAHÇE USA Inc.	0	Continues.

Name Surname	The Company He/She is a Board Member or Shareholder	Share in the Capital (TRY)	Whether the Status as the Board Member or Shareholder Currently Continues
Gökhan Güralp	TRAKYA CAM	0	Does not continue.
Gökhan Güralp	Şişecam Otomotiv A.Ş.	0	Continues.
Gökhan Güralp	Çayırova Cam Sanayii A.Ş.	0	Continues.
Gökhan Güralp	PAŞABAHÇE	0	Continues.
Gökhan Güralp	PAŞABAHÇE Mağazaları A.Ş.	0	Continues.
Gökhan Güralp	Şişecam Elyaf Sanayii A.Ş.	0	Does not continue.
Gökhan Güralp	Cam Elyaf Sanayii A.Ş.	0	Continues.
Gökhan Güralp	Camiş Ambalaj Sanayii A.Ş.	0	Continues.
Gökhan Güralp	PAŞABAHÇE USA Inc.	0	Continues.
Gökhan Güralp	PAŞABAHÇE Investment B.V.	0	Continues.
Gökhan Güralp	Nude Glass Investment B.V.	0	Continues.
Gökhan Güralp	Nude Design Investment B.V.	0	Continues.
Gökhan Güralp	İstanbul Investment B.V.	0	Continues.
Gökhan Güralp	Camiş Ambalaj Sanayii A.Ş.	0	Continues.
Gökhan Güralp	SC Glass Trading B.V.	0	Continues.
Gökhan Güralp	Sisecam Flat Glass Italy Srl	0	Continues.
Gökhan Güralp	Sisecam Flat Glass South Italy Srl	0	Continues.
Gökhan Güralp	JSC Mina	0	Continues.
Gökhan Güralp	Şişecam Enerji A.Ş.	0	Continues.
Gökhan Güralp	Camiş Elektrik Üretimi A.Ş.	0	Continues.
Gökhan Güralp	Şişecam Çevre Sistemleri A.Ş.	0	Continues.
Gökhan Güralp	Şişecam Sigorta Aracılık Hizmetleri A.Ş.	0	Continues.
Gökhan Güralp	PAŞABAHÇE Bulgaria EAD	0	Continues.
Gökhan Güralp	Şişecam Dış Ticaret A.Ş.	0	Continues.
Gökhan Güralp	Paşabahçe Egypt Glass Manufacturing SAE	0	Continues.
Mehmet Sefa Pamuksuz	SODA SANAYİİ	0	Continues.

Name Surname	The Company He/She is a Board Member or Shareholder	Share in the Capital (TRY)	Whether the Status as the Board Member or Shareholder Currently Continues
Mehmet Sefa Pamuksuz	PAL Politika Analiz Laboratuvarları Anonim Şirketi	0	Continues.

**d) Acquired Company 3 - PAŞABAHÇE**

Name Surname	The Company He/She is a Board Member or Shareholder	Share in the Capital (TRY)	Whether the Status as the Board Member or Shareholder Currently Continues
Prof. Dr. Ahmet Kırman	ŞİŞECAM	0	Continues.
Prof. Dr. Ahmet Kırman	ANADOLU CAM	0	Continues.
Prof. Dr. Ahmet Kırman	TRAKYA CAM	0	Continues.
Prof. Dr. Ahmet Kırman	SODA SANAYİİ	0	Continues.
Prof. Dr. Ahmet Kırman	PAŞABAHÇE Mağazaları A.Ş.	0	Continues.
Prof. Dr. Ahmet Kırman	Şişecam Çevre Sistemleri A.Ş.	0	Continues.
Prof. Dr. Ahmet Kırman	Şişecam Enerji A.Ş.	0	Continues.
Prof. Dr. Ahmet Kırman	Camiş Elektrik Üretim A.Ş.	0	Continues.
Prof. Dr. Ahmet Kırman	Trakya Investment B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	Sisecam Glass Packaging B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	OOO Ruscam Glass Packaging Holding	0	Continues.
Prof. Dr. Ahmet Kırman	OOO Ruscam Management Company	0	Continues.
Prof. Dr. Ahmet Kırman	Şişecam Chem Investment B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	SC Glass Trading B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	PAŞABAHÇE Investment B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	OOO Posuda	0	Continues.
Prof. Dr. Ahmet Kırman	Şişecam Flat Glass Holding B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	Nude Glass Investment B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	Nude Design Investment B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	İstanbul Investment B.V.	0	Continues.
Cemil Tokel	DENİZLİ CAM	0	Continues.
Cemil Tokel	Camiş Ambalaj San.A.Ş.	0	Continues.

Name Surname	The Company He/She is a Board Member or Shareholder	Share in the Capital (TRY)	Whether the Status as the Board Member or Shareholder Currently Continues
Cemil Tokel	PAŞABAHÇE Bulgaria EAD	0	Continues.
Cemil Tokel	OOO Posuda	0	Continues.
Cemil Tokel	PAŞABAHÇE USA Inc.	0	Continues.
Zeynep Hansu Uçar	Türkiye Sınai Kalkınma Bankası A.Ş.	0	Continues.
Zeynep Hansu Uçar	Trakya Yatırım Holding A.Ş.	0	Continues.
Zeynep Hansu Uçar	ANADOLU CAM	0	Continues.
Zeynep Hansu Uçar	ŞİŞECAM	0	Continues.
Zeynep Hansu Uçar	TRAKYA CAM	0	Continues.
Zeynep Hansu Uçar	SODA SANAYİİ	0	Does not continue.
Gökhan Güralp	TRAKYA CAM	0	Does not continue.
Gökhan Güralp	Şişecam Otomotiv A.Ş.	0	Continues.
Gökhan Güralp	Çayırova Cam Sanayii A.Ş.	0	Continues.
Gökhan Güralp	DENİZLİ CAM	0	Continues.
Gökhan Güralp	PAŞABAHÇE Mağazaları A.Ş.	0	Continues.
Gökhan Güralp	Şişecam Elyaf Sanayii A.Ş.	0	Does not continue.
Gökhan Güralp	Cam Elyaf Sanayii A.Ş.	0	Continues.
Gökhan Güralp	Camiş Ambalaj Sanayii A.Ş.	0	Continues.
Gökhan Güralp	PAŞABAHÇE USA Inc.	0	Continues.
Gökhan Güralp	PAŞABAHÇE Investment B.V.	0	Continues.
Gökhan Güralp	Nude Glass Investment B.V.	0	Continues.
Gökhan Güralp	Nude Design Investment B.V.	0	Continues.
Gökhan Güralp	İstanbul Investment B.V.	0	Continues.
Gökhan Güralp	Camiş Ambalaj Sanayii A.Ş.	0	Continues.
Gökhan Güralp	SC Glass Trading B.V.	0	Continues.
Gökhan Güralp	Sisecam Flat Glass Italy Srl	0	Continues.
Gökhan Güralp	Sisecam Flat Glass South Italy Srl	0	Continues.
Gökhan Güralp	JSC Mina	0	Continues.
Gökhan Güralp	Şişecam Enerji A.Ş.	0	Continues.
Gökhan Güralp	Camiş Elektrik Üretimi A.Ş.	0	Continues.

Name Surname	The Company He/She is a Board Member or Shareholder	Share in the Capital (TRY)	Whether the Status as the Board Member or Shareholder Currently Continues
Gökhan Güralp	Şişecam Çevre Sistemleri A.Ş.	0	Continues.
Gökhan Güralp	Şişecam Sigorta Aracılık Hizmetleri A.Ş.	0	Continues.
Gökhan Güralp	PAŞABAHÇE Bulgaria EAD	0	Continues.
Gökhan Güralp	Şişecam Dış Ticaret A.Ş.	0	Continues.
Gökhan Güralp	Paşabahçe Egypt Glass Manufacturing SAE	0	Continues.
Mehmet Celal Betil	Borusan Group Companies	0	Continues.
Mehmet Celal Betil	ANADOLU CAM	0	Continues.
Mehmet Celal Betil	Mehmet Celal Betil	1,000	Continues.
Mehmet Celal Betil	Demtaş Kağıt Sanayii A.Ş.	0	Continues.

#### e) Acquired Company 4 - SODA SANAYİİ

Name Surname	The Company He/She is a Board Member or Shareholder	Share in the Capital (TRY)	Whether the Status as the Board Member or Shareholder Currently Continues
Prof. Dr. Ahmet Kırman	ANADOLU CAM	0	Continues.
Prof. Dr. Ahmet Kırman	PAŞABAHÇE	0	Continues.
Prof. Dr. Ahmet Kırman	TRAKYA CAM	0	Continues.
Prof. Dr. Ahmet Kırman	ŞİŞECAM	0	Continues.
Prof. Dr. Ahmet Kırman	PAŞABAHÇE Mağazaları A.Ş.	0	Continues.
Prof. Dr. Ahmet Kırman	Şişecam Çevre Sistemleri A.Ş.	0	Continues.
Prof. Dr. Ahmet Kırman	Şişecam Enerji A.Ş.	0	Continues.
Prof. Dr. Ahmet Kırman	Camiş Elektrik Üretim A.Ş.	0	Continues.
Prof. Dr. Ahmet Kırman	Trakya Investment B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	Sisecam Glass Packaging B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	OOO Ruscam Glass Packaging Holding	0	Continues.
Prof. Dr. Ahmet Kırman	OOO Ruscam Management Company	0	Continues.
Prof. Dr. Ahmet Kırman	Şişecam Chem Investment B.V.	0	Continues.

<b>Name Surname</b>	<b>The Company He/She is a Board Member or Shareholder</b>	<b>Share in the Capital (TRY)</b>	<b>Whether the Status as the Board Member or Shareholder Currently Continues</b>
Prof. Dr. Ahmet Kırman	SC Glass Trading B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	PAŞABAHÇE Investment B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	OOO Posuda	0	Continues.
Prof. Dr. Ahmet Kırman	Şişecam Flat Glass Holding B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	Nude Glass Investment B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	Nude Design Investment B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	İstanbul Investment B.V.	0	Continues.
Tahsin Burhan Ergene	SODA SANAYİİ	345.65	Continues.
Tahsin Burhan Ergene	Oxyvit Kimya Sanayii ve Ticaret A.Ş.	0	Continues.
Tahsin Burhan Ergene	Cromital S.p.A.	0	Continues.
Tahsin Burhan Ergene	Şişecam Soda Lukavac D.o.o.	0	Continues.
Tahsin Burhan Ergene	Şişecam Shanghai Trading CO. Ltd	0	Continues.
Tahsin Burhan Ergene	Şişecam Elyaf Sanayii A.Ş	0	Continues.
Tahsin Burhan Ergene	Solvay Şişecam Holding A.G.	0	Continues.
Tahsin Burhan Ergene	Solvay Sodi A.D.,	0	Continues.
Tahsin Burhan Ergene	Şişecam Chem Investment B.V.	0	Continues.
Umut Barış Dönmez	Camiş Madencilik A.Ş.	0	Continues.
Umut Barış Dönmez	Madencilik Sanayii ve Ticaret A.Ş.	0	Continues.
Umut Barış Dönmez	Şişecam Shanghai Trading CO. Ltd.	0	Continues.
Umut Barış Dönmez	Şişecam Soda Lucavac D.o.o.	0	Continues.
Umut Barış Dönmez	Rudnik Krecnjaka Vijenac D.o.o.	0	Continues.
Umut Barış Dönmez	Oxyvit Kimya Sanayii ve Ticaret A.Ş	0	Continues.
Umut Barış Dönmez	Şişecam Elyaf Sanayii A.Ş.	0	Continues.
Murat Doğan	Anadolu Anonim Türk Sigorta Şirketi	0	Continues.
Murat Doğan	İş Gayrimenkul Yatırım Ortaklığı A.Ş.	0	Continues.



Name Surname	The Company He/She is a Board Member or Shareholder	Share in the Capital (TRY)	Whether the Status as the Board Member or Shareholder Currently Continues
Murat Dođan	Bayek Tedavi Sađlık Hizmetleri ve İřletmeciliđi A.ř.	0	Continues.
Murat Dođan	Trakya Yatırım Holding A.ř.	0	Continues.
Murat Dođan	İř-Altınhas İnřaat Taahhüt ve Tic. A.ř.	0	Continues.
Mehmet Sefa Pamuksuz	DENİZLİ CAM	0	Continues.
Mehmet Sefa Pamuksuz	PAL Politika Analiz Laboratuvarları Anonim řirketi	0	-
Aysun Mercan	Bank Of Tokyo Mitsubishi UFJ Turkey A.ř.	0	Continues.
Aysun Mercan	Türkiye řiře ve Cam Fabrikaları A.ř.	0	Continues.

**f) Acquired Company 5 - TRAKYA CAM**

Name Surname	The Company He/She is a Board Member or Shareholder	Share in the Capital (TRY)	Whether the Status as the Board Member or Shareholder Currently Continues
Prof. Dr. Ahmet Kırman	ANADOLU CAM	0	Continues.
Prof. Dr. Ahmet Kırman	PAřABAHÇE	0	Continues.
Prof. Dr. Ahmet Kırman	řİřECAM	0	Continues.
Prof. Dr. Ahmet Kırman	SODA SANAYİİ	0	Continues.
Prof. Dr. Ahmet Kırman	PAřABAHÇE Mađazaları A.ř.	0	Continues.
Prof. Dr. Ahmet Kırman	řiřecam Çevre Sistemleri A.ř.	0	Continues.
Prof. Dr. Ahmet Kırman	řiřecam Enerji A.ř.	0	Continues.
Prof. Dr. Ahmet Kırman	Camiř Elektrik Üretim A.ř.	0	Continues.
Prof. Dr. Ahmet Kırman	Trakya Investment B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	Sisecam Glass Packaging B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	OOO Ruscam Glass Packaging Holding	0	Continues.
Prof. Dr. Ahmet Kırman	OOO Ruscam Management Company	0	Continues.

<b>Name Surname</b>	<b>The Company He/She is a Board Member or Shareholder</b>	<b>Share in the Capital (TRY)</b>	<b>Whether the Status as the Board Member or Shareholder Currently Continues</b>
Prof. Dr. Ahmet Kırman	Şişecam Chem Investment B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	SC Glass Trading B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	PAŞABAHÇE Investment B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	OOO Posuda	0	Continues.
Prof. Dr. Ahmet Kırman	Şişecam Flat Glass Holding B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	Nude Glass Investment B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	Nude Design Investment B.V.	0	Continues.
Prof. Dr. Ahmet Kırman	İstanbul Investment B.V.	0	Continues.
Dr. Reha Akçakaya	Şişecam Otomotiv A.Ş.	0	Continues.
Dr. Reha Akçakaya	Trakya Glass Bulgaria EAD	0	Continues.
Dr. Reha Akçakaya	Sisecam Automotive Bulgaria EAD	0	Continues.
Dr. Reha Akçakaya	Glasscorp SA, TRSG Glass Holding BV.	0	Continues.
Dr. Reha Akçakaya	Automotive Glass Aliance Rus AO	0	Continues.
Dr. Reha Akçakaya	Sisecam Flat Glass India Pvt. Ltd	0	Continues.
Dr. Reha Akçakaya	Saint Gobain Glass Egypt SAE	0	Continues.
Dr. Reha Akçakaya	Sisecam Flat Glass Italy Srl	0	Continues.
Dr. Reha Akçakaya	Sisecam Flat Glass Holding BV	0	Continues.
Dr. Reha Akçakaya	Sisecam Flat Glass South Italy Srl	0	Continues.
Dr. Reha Akçakaya	Fritz Holding GMBH	0	Continues.
Dr. Reha Akçakaya	RF SPOLS.R.O	0	Continues.
Dr. Reha Akçakaya	Trakya Investment B.V.	0	Continues.
Dr. Reha Akçakaya	Glass For Europe	0	Continues.
Dr. Reha Akçakaya	Quality Association of Turkey	0	Continues.
Dr. Reha Akçakaya	DEIK	0	Continues.
Dr. Reha Akçakaya	ICG International Commission on Glass TC6 Mechanical Features Committee	0	Continues.

Name Surname	The Company He/She is a Board Member or Shareholder	Share in the Capital (TRY)	Whether the Status as the Board Member or Shareholder Currently Continues
Hüseyin Burak Dağlı	Automotive Glass Alliance Rus AO	0	Continues.
Hüseyin Burak Dağlı	Richard Fritz KFT	0	Continues.
Hüseyin Burak Dağlı	Sisecam Flat Glass Italy Srl	0	Continues.
Hüseyin Burak Dağlı	Sisecam Flat Glass South Italy Srl	0	Continues.
Hüseyin Burak Dağlı	Sisecam Flat Glass India Pvt. Ltd.	0	Continues.
Hüseyin Burak Dağlı	Şişecam Otomotiv A.Ş.	0	Continues.
Hüseyin Burak Dağlı	Trakya Glass Bulgaria EAD	0	Continues.
Hüseyin Burak Dağlı	Trakya Investment B.V.	0	Continues.
Hüseyin Burak Dağlı	TRSG Glass Holding B.V.	0	Continues.
Hüseyin Burak Dağlı	Sisecam Flat Glass Holding B.V.	0	Continues.
Zeynep Hansu Uçar	Türkiye Sınai Kalkınma Bankası A.Ş.	0	Continues.
Zeynep Hansu Uçar	Trakya Yatırım Holding A.Ş.	0	Continues.
Zeynep Hansu Uçar	ANADOLU CAM	0	Continues.
Zeynep Hansu Uçar	PAŞABAHÇE	0	Continues.
Zeynep Hansu Uçar	ŞİŞECAM	0	Continues.
Zeynep Hansu Uçar	SODA SANAYİİ	0	Does not continue.
İlhan İl	İlhan İl Advisory	0	Continues.
İlhan İl	Sütaş Süt Ürünleri A.Ş., Trakya Cam Sanayii A.Ş.	0	Continues.
İlhan İl	Travelex Turkey	0	Continues.
İlhan İl	ANADOLU CAM	0	Continues.
Dinç Kızıldemir	ŞİŞECAM	0	Continues.

**15.4. Information obtained from All Parties' board members and personnel with executive authorities, stating whether they have been sentenced to prison for a period of five years or more within the last 5 years in relation to capital markets regulations, Banking Law no. 5411 and/or for an intended crime even if the durations stated in Article 53 of the Turkish Criminal Code have elapsed; or, whether they have been subject to a criminal investigation, and/or have been sentenced, for crimes of embezzlement, corruption, bribery, theft, swindling, forgery, abuse of trust, fraudulent bankruptcy, tender fraud, data alteration or destruction, abuse of debit cards or credit cards, smuggling, tax evasion or misappropriation; and, information on whether there are**

**any legal disputes that they are one of the parties in relation to the business of the Group, and/or whether there has been a finalized judicial decision addressing them in relation to the business of the Group:**

Acquiring Company - ŞİŞECAM: None.  
Acquired Company 1 - ANADOLU CAM: None.  
Acquired Company 2 - DENİZLİ CAM: None.  
Acquired Company 3 - PAŞABAHÇE: None.  
Acquired Company 4 - SODA SANAYİİ: None.  
Acquired Company 5 - TRAKYA CAM: None.

**15.5. Information on the lawsuits/crime reportings and sanctions that have been publicly announced within the last 5 years by judicial authorities, governmental administrations or professional organizations, about the board members and personnel having executive authorities of the companies involved in the merger:**

Acquiring Company - ŞİŞECAM: None.  
Acquired Company 1 - ANADOLU CAM: None.  
Acquired Company 2 - DENİZLİ CAM: None.  
Acquired Company 3 - PAŞABAHÇE: None.  
Acquired Company 4 - SODA SANAYİİ: None.  
Acquired Company 5 - TRAKYA CAM: None.

**15.6. Detailed information on the bankruptcy, trustee assignment and liquidation of the current board members of All Parties and the personnel having executive authority; board members, and the companies they have executive authority, within the last 5 years:**

Acquiring Company - ŞİŞECAM: None.  
Acquired Company 1 - ANADOLU CAM: None.  
Acquired Company 2 - DENİZLİ CAM: None.  
Acquired Company 3 - PAŞABAHÇE: None.  
Acquired Company 4 - SODA SANAYİİ: None.  
Acquired Company 5 - TRAKYA CAM: None.

**15.7. Information on whether any duty or post held by the current board members of All Parties and the personnel having executive authority, at any company, or other managerial posts at the company, have been terminated by courts or governmental administrations, within the last 5 years:**

Acquiring Company - ŞİŞECAM: None.  
 Acquired Company 1 - ANADOLU CAM: None.  
 Acquired Company 2 - DENİZLİ CAM: None.  
 Acquired Company 3 - PAŞABAHÇE: None.  
 Acquired Company 4 - SODA SANAYİİ: None.  
 Acquired Company 5 - TRAKYA CAM: None.

**15.8. Information on the payments that will be made to, and the benefits that will be granted to, the board members of All Parties and the personnel having executive authorities, by All Parties and their affiliates, when the employment relationship ends, as of the last annual accounting period:**

Acquiring Company - ŞİŞECAM: None.  
 Acquired Company 1 - ANADOLU CAM: None.  
 Acquired Company 2 - DENİZLİ CAM: None.  
 Acquired Company 3 - PAŞABAHÇE: None.  
 Acquired Company 4 - SODA SANAYİİ: None.  
 Acquired Company 5 - TRAKYA CAM: None.

**15.9. In line with the regulations of the Board; information on the managers and other employees of the investor relations departments of the companies involved in the merger; their names, surnames, contact information and the type of their capital markets licenses:**

**a) Acquiring Company - ŞİŞECAM:**

Name-Surname	Position	Assignment Date	Telephone	E-mail	Type of the License	Number of the License
Hande Özbörcek	Investor Relations Specialist	11.04.2016	0850 206 33 74	hozborcek@sisecam.com	Capital Market Activities Level 3 License - Corporate Governance Rating License	209665 - 702264
Gökhan Güralp	Financial Control and Reporting Director	31.01.2018	0850 206 31 89	gguralp@sisecam.com	-	-

Name-Surname	Position	Assignment Date	Telephone	E-mail	Type of the License	Number of the License
Murat Yalçın	Financial Control and Regulatory Reporting Manager	31.01.2018	0850 206 39 53	muyalcin@sisecam.com	Capital Market Activities Level 3 License - Corporate Governance Rating License	203493 - 700217

**b) Acquired Company 1 - ANADOLU CAM**

Name-Surname	Position	Assignment Date	Telephone	E-mail	Type of the License	Number of the License
Sibel Koç Karacaoğlu	Investor Relations Department Manager	30.06.2014	0 850 206 3822	sibelkoc@sisecam.com	Capital Market Activities Advanced Level - Corporate Governance Rating Specialist	205672-700493
İlker Güven	Investor Relations Department Responsible Person	19.12.2017	0850 206 1922	iguven@sisecam.com	-	-

**c) Acquired Company 2 - DENİZLİ CAM**

Name-Surname	Position	Assignment Date	Telephone	E-mail	Type of the License	Number of the License
Erkan Taşdemirci	Investor Relations Department Manager	11.03.2016	0850 206 3278	etasdemirci@sisecam.com	Capital Market Activities Level 3 - Corporate Governance Rating Specialist License	206213-700851

**d) Acquired Company 3 - PAŞABAHÇE**

PAŞABAHÇE does not have an "Investor Relations Department", because it is not subject to CMB regulations.

**e) Acquired Company 4 - SODA SANAYİİ**

<b>Name-Surname</b>	<b>Position</b>	<b>Assignment Date</b>	<b>Telephone</b>	<b>E-mail</b>	<b>Type of the License</b>	<b>Number of the License</b>
Umut Barış Dönmez	Director of Financial Affairs	01.01.2016	0850 206 5797	badonmez@sisecam.com	-	-
Nuri Batur Okur	Accounting Manager	01.03.2019	0850 206 1437	nokur@sisecam.com	Capital Market Activities Advanced Level - Corporate Governance Rating	206385-700844
Asuman Durak	Budget and Financial Control Specialist	01.03.2016	0850 206 3690	asdurak@sisecam.com	Capital Market Activities Advanced Level	207084
Kafiye Sezgin	Budget and Financial Control Specialist	01.11.2018	0850 206 1435	ksezgin@sisecam.com	-	-

**f) Acquired Company 5 - TRAKYA CAM**

Name-Surname	Position	Assignment Date	Telephone	E-mail	Type of the License	Number of the License
Kemal Tansu Akalın	Investor Relations Department Manager	30.06.2014	0850 206 3424	takalin@sise cam.com	Capital Market Activities Level 3 - Corporate Governance Rating License	205793-701158
Hüseyin Burak Dağlı	Director of Financial Affairs	-	0850 206 5139	bdagli@sise cam.com	-	-
Bünyamin Arslan	Budget and Financial Control Manager	24.10.2016	0850 206 4927	buarslan@si secam.com	-	-
Sezgi Ayhan	ŞİŞECAM Investor Relations Specialist	-	0850 206 3791	seyhan@sis ecam.com	-	-

**15.10. The names and surnames of the members of the committees of the companies involved in the merger, job descriptions of these committees**

**a) Acquiring Company - ŞİŞECAM:**

*Audit Committee* supervises the company's accounting systems, disclosure of financial information, independent audit, functioning and effectiveness of the company's internal control and internal audit system; examines and concludes the complaints delivered to the company about the company's accounting and internal control system and independent audit; specifies the methods and criteria that will be used in the evaluation of the confidential reporting made by the company's employees about issues related to the company's accounting and independent audit; delivering its detections, evaluations and suggestions related to its domain of responsibility to ŞİŞECAM Board of Directors in writing; and delivering its opinion to ŞİŞECAM Board of Directors on the compliance of the company's annual and interim financial statements that will be disclosed, with the company's accounting policies, and whether they are accurate, after having the opinions of ŞİŞECAM executives and independent auditors.

*Corporate Governance Committee* detects whether corporate governance principles are being applied in the company, the reasons if they are not being applied, and the conflicts of interest arising because such principles are not applied fully, and delivers suggestions to ŞİŞECAM Board of Directors to improve the corporate governance practices within the company. Additionally, it supervises the activities of the Investor Relations Department.



*Nomination and Remuneration Committee* has not been created yet, and the responsibilities in this domain were included to the procedures of the Corporate Governance Committee. Nominee suggestions for the independent board member positions at ŞİŞECAM are evaluated by checking them against the criteria for independent board members stated in the related legal regulations, and these evaluations are recorded in writing in a report.

The committee's responsibilities are stated in its procedures as; finding the appropriate nominees for all of the positions of ŞİŞECAM Board of Directors, establishing a transparent system for the evaluation and training of the nominees, specifying policies and strategies in this regard, evaluating the board's structure and efficiency regularly, making suggestions to the board of directors for any changes that can be made in this respect.

*Early Detection of Risk Committee* carries out activities for early detection of risks that may jeopardize the company's existence, development and continuity, for taking precautions for detected risks, carries out risk management activities, reviews and reports ŞİŞECAM Group companies' risk management systems.

<b>Name of the Committee</b>	<b>Name-Surname of Committee Members</b>	<b>Whether He/She is the Chairman of the Committee</b>	<b>Whether He/She is a Board Member</b>
Audit Committee	Diñ Kızıldemir	Yes	Board member
Audit Committee	Aysun Mercan	No	Board member
Corporate Governance Committee	Diñ Kızıldemir	Yes	Board member
Corporate Governance Committee	Zeynep Hansu Uçar	No	Board member
Corporate Governance Committee	İzlem Erdem	No	Board member
Corporate Governance Committee	Prof. Dr. Şener Oktik	No	Board member
Corporate Governance Committee	BAŞAK ÖGE	No	Not a board member
Early Detection of Risk Committee	Diñ Kızıldemir	Yes	Board member
Early Detection of Risk Committee	Aysun Mercan	No	Board member
Early Detection of Risk Committee	Prof. Dr. Şener Oktik	No	Board member

Name of the Committee	Name-Surname of Committee Members	Whether He/She is the Chairman of the Committee	Whether He/She is a Board Member
Early Detection of Risk Committee	Senar Akkuş	No	Board member
Early Detection of Risk Committee	Zeynep Hansu Uçar	No	Board member

**b) Acquired Company 1 - ANADOLU CAM:**

Explanations made for the responsibilities of ŞİŞECAM committees also apply to ANADOLU CAM.

Names of the Board Committees	Name-Surname of Committee Members	Whether He/She is the Chairman of the Committee	Whether He/She is a Board Member
Corporate Governance Committee	Mehmet Celal Betil	Yes	Board member
Corporate Governance Committee	Zeynep Hansu Uçar	No	Board member
Corporate Governance Committee	Sibel Koç Karacaoğlu	No	Board member
Audit Committee	Mehmet Celal Betil	Yes	Board member
Audit Committee	İlhan İl	No	Board member
Early Detection of Risk Committee	Mehmet Celal Betil	Yes	Board member
Early Detection of Risk Committee	İlhan İl	No	Board member
Early Detection of Risk Committee	Zeynep Hansu Uçar	No	Board member

**c) Acquired Company 2 - DENİZLİ CAM**

Explanations made for the responsibilities of ŞİŞECAM committees also apply to DENİZLİ CAM.

<b>Names of the Board Committees</b>	<b>Name-Surname of Committee Members</b>	<b>Whether He/She is the Chairman of the Committee</b>	<b>Whether He/She is a Board Member</b>
Corporate Governance Committee	M. Sefa Pamuksuz	Yes	Board member
Corporate Governance Committee	Prof. Dr. Gül Okutan Nilsson	No	Board member
Corporate Governance Committee	Gökhan Güralp	No	Board member
Corporate Governance Committee	Erkan Taşdemirci	No	Not a board member.
Audit Committee	M. Sefa Pamuksuz	Yes	Board member
Audit Committee	Prof. Dr. Gül Okutan Nilsson	No	Board member
Early Detection of Risk Committee	M. Sefa Pamuksuz	Yes	Board member
Early Detection of Risk Committee	Prof. Dr. Gül Okutan Nilsson	No	Board member
Early Detection of Risk Committee	Gökhan Güralp	No	Board member

**d) Acquired Company 3 - PAŞABAHÇE:**

Explanations made for the responsibilities of ŞİŞECAM committees also apply to PAŞABAHÇE.

<b>Names of the Board Committees</b>	<b>Name-Surname of Committee Members</b>	<b>Whether He/She is the Chairman of the Committee</b>	<b>Whether He/She is a Board Member</b>
Corporate Governance Committee	Mehmet Celal Betil	Yes	Board member
Corporate Governance Committee	Zeynep Hansu Uçar	No	Board member
Corporate Governance Committee	Gökhan Güralp	No	Board member
Audit Committee	Mehmet Celal Betil	Yes	Board member
Audit Committee	Zeynep Hansu Uçar	No	Board member

<b>Names of the Board Committees</b>	<b>Name-Surname of Committee Members</b>	<b>Whether He/She is the Chairman of the Committee</b>	<b>Whether He/She is a Board Member</b>
Early Detection of Risk Committee	Mehmet Celal Betil	Yes	Board member
Early Detection of Risk Committee	Zeynep Hansu Uçar	No	Board member
Early Detection of Risk Committee	Gökhan Güralp	No	Board member

**e) Acquired Company 4 - SODA SANAYİİ**

Explanations made for the responsibilities of ŞİŞECAM committees also apply to SODA SANAYİİ.

<b>Names of the Board Committees</b>	<b>Name-Surname of Committee Members</b>	<b>Whether He/She is the Chairman of the Committee</b>	<b>Whether He/She is a Board Member</b>
Corporate Governance Committee	Mehmet Sefa Pamuksuz	Yes	Board member
Corporate Governance Committee	Umut Barış Dönmez	No	Board member
Corporate Governance Committee	Aysun Mercan	No	Board member
Corporate Governance Committee	Asuman Durak	No	Not a board member
Audit Committee	Mehmet Sefa Pamuksuz	Yes	Board member
Audit Committee	Aysun Mercan	No	Board member
Early Detection of Risk Committee	Mehmet Sefa Pamuksuz	Yes	Board member
Early Detection of Risk Committee	Aysun Mercan	No	Board member
Early Detection of Risk Committee	Murat Doğan	No	Board member

**f) Acquired Company 5 - TRAKYA CAM**

Explanations made for the responsibilities of ŞİŞECAM committees also apply to TRAKYA CAM.

<b>Names of the Board Committees</b>	<b>Name-Surname of Committee Members</b>	<b>Whether He/She is the Chairman of the Committee</b>	<b>Whether He/She is a Board Member</b>
Corporate Governance Committee	Dinç Kızıldemir	Yes	Board member
Corporate Governance Committee	Zeynep Hansu Uçar	No	Board member
Corporate Governance Committee	İlhan İl	No	Board member
Corporate Governance Committee	Hüseyin Burak Dağlı	No	Board member
Corporate Governance Committee	Kemal Tansu Akalın	No	Not a board member
Audit Committee	Dinç Kızıldemir	Yes	Board member
Audit Committee	İlhan İl	No	Board member
Early Detection of Risk Committee	Dinç Kızıldemir	Yes	Board member
Early Detection of Risk Committee	İlhan İl	No	Board member
Early Detection of Risk Committee	Zeynep Hansu Uçar	No	Board member

**15.11. As of the date of the financial statements that will be used for the merger, information on the number of employees, major fields of activity and geographical distribution of the companies involved in the merger, and significant changes to this information**

Information presented under this Paragraph 15.11 is provided separately for each of companies involved in the merger. Consolidated figures and information are different than this information.

**a) Acquiring Company – Şişecam**

ŞİŞECAM actually employs 746 persons, all being white collar employees. All directly employed personnel of ŞİŞECAM are working in Turkey.

**b) Acquired Company 1 - ANADOLU CAM**

ANADOLU CAM actually employs 1,869 persons, 676 being white-collar, 1,168 blue-collar, and 25 temporary employees. All directly employed personnel of ANADOLU CAM are working in Turkey.

**c) Acquired Company 2 – Denizli Cam**

DENİZLİ CAM actually employs 646 persons, 75 being white-collar and 571 blue-collar employees. All directly employed personnel of DENİZLİ CAM are working in Turkey.

**d) Acquired Company 3 - PAŞABAHÇE**

PAŞABAHÇE actually employs 3,103 persons, 755 being white-collar and 2,348 blue-collar employees. All directly employed personnel of PAŞABAHÇE are working in Turkey.

**e) Acquired Company 4 – Soda Sanayii**

SODA SANAYİİ actually employs 995 persons. 443 being white-collar and 552 blue-collar employees. All directly employed personnel of SODA SANAYİİ are working in Turkey.

**f) Acquired Company 5 - TRAKYA CAM**

TRAKYA CAM actually employs 1,794 persons, 642 being white-collar, 1,088 blue-collar, and 64 temporary employees. All directly employed personnel of TRAKYA CAM are working in Turkey.

## 16. WAGES AND SIMILAR BENEFITS

**16.1. As of the last annual accounting period, the wages paid (including the conditional and deferred wages) and similar benefits granted to the board members of All Parties and their employees having executive authorities, in return for all the services provided by these board members and executives to All Parties and their affiliates<sup>23</sup>:**

### a) Acquiring Company - ŞİŞECAM

	1 January- December 31 2019	1 January- December 31 2018
<b>Benefits provided to key management</b>		
Parent company (Holding)	26,067	20,137
Other consolidated companies	78,164	68,741
	<b>104,231</b>	<b>88,878</b>

Key management personnel of ŞİŞECAM are the Chairman, board members, general manager, presidents, assistant general managers, vice presidents and plant managers. Between the dates of 1 January-31 December 2019 and 1 January-31 December 2018, there has not been any retirement social aid, dismissal compensation, resignation benefits, share-based payments and other long-term benefits paid or granted to senior executives.

### b) Acquired Company 1 - ANADOLU CAM

	1 January - 31 December 2019	1 January - 31 December 2018
<b>Benefits provided to key management</b>		
Parent company	7,298	6,064
Other consolidated companies	14,320	11,397
	<b>21,618</b>	<b>17,461</b>

Key management personnel of the Company are the Chairman, board members, general manager, group presidents, assistant general managers, and plant managers. Between the dates of 1 January-31 December 2019, TRY 288,000 were paid as retirement social aid, because of the retirement of senior executives. Between the dates of 1 January-31 December 2018, there has not been any retirement social aid, dismissal compensation, resignation benefits, share-based payments and other long-term benefits paid or granted to senior executives.

### c) Acquired Company 2 - DENİZLİ CAM

Benefits provided to key management (TRY)	31 December 2019	31 December 2018
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<sup>23</sup>

In this Announcement, the tables extracted from the financial statements of ŞİŞECAM, ANADOLU CAM, PAŞABAHÇE, SODA SANAYİ and TRAKYA CAM indicate the figures as TRY thousand, unless otherwise stated. This does not include DENİZLİ CAM.

Salaries and other short-term benefits granted to employees	1,488,205	1,184,407
Severance pay provision expense	204,449	176,786

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**1,692,654** **1,361,193**

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Key management personnel of the Company are the Chairman, board members and general manager. Between the dates of 1 January-31 December 2019 and 1 January-31 December 2018, there has not been any retirement social aid, dismissal compensation, resignation benefits, share-based payments and other long-term benefits paid or granted to senior executives.

#### **d) Acquired Company 3 - PAŞABAHÇE**

<b>Benefits provided to key management</b>	<b>1 January - 31 December 2019</b>	<b>1 January - 31 December 2018</b>
Parent company	2,862	2,948
Other consolidated companies	3,877	5,355
	<b>6,739</b>	<b>8,303</b>

Key management personnel of PAŞABAHÇE are the Chairman, board members, general manager, presidents, assistant general managers, vice presidents and plant managers. Between the dates of 1 January-31 December 2019 and 1 January-31 December 2018, there has not been any retirement social aid, dismissal compensation, resignation benefits, share-based payments and other long-term benefits paid or granted to senior executives.

#### **e) Acquired Company 4 - SODA SANAYİİ**

<b>Benefits provided to key management</b>	<b>1 January - 31 December 2019</b>	<b>1 January - 31 December 2018</b>
Parent company	6,398	6,238
Other consolidated companies	4,127	2,876
	<b>10,525</b>	<b>9,114</b>

Key management personnel of SODA SANAYİİ are the board members, general manager, directors, assistant general managers, and vice presidents. Between the dates of 1 January-31 December 2019 and 1 January-31 December 2018, there has not been any retirement social aid, dismissal compensation, resignation benefits, share-based payments and other long-term benefits paid or granted to senior executives.

#### **f) Acquired Company 5 - TRAKYA CAM**

<b>Benefits provided to key management</b>	<b>1 January- 31 December 2019</b>	<b>1 January- 31 December 2018</b>
Parent company	7,873	5,987
Other consolidated companies	23,312	22,926
	<b>31,185</b>	<b>28,913</b>

Key management personnel of TRAKYA CAM are the board members, general manager, directors, assistant general managers, and vice presidents. Between the dates of 1 January-31 December 2019 and 1 January-31 December 2018, there has not been any retirement social aid, dismissal compensation, resignation benefits, share-based payments and other long-term benefits paid or granted to senior executives.



**16.2. As of the last annual accounting period, total amount of the funds allocated or accrued by the company or its affiliates, with the purpose to make payments to the board members of All Parties and their employees having executive authorities, such payments being for retirement salary, severance pay or similar benefits:**

Companies involved in the merger have not allocated any separate funds for the payments of retirement salary, severance pay or similar benefits to the board members and employees with executive authorities, except for the benefits that have to be granted according to the legal regulations. Provision for severance pay and severance paid is TRY 3,916,898 in total.

## **17. PARENT COMPANIES**

**17.1. The shareholding structure of All Parties as of the last general assembly and as of the most up to date situation, indicating the real and legal persons having 5% or more share in the capital, or as the voting right, directly or indirectly:**

**a) Acquiring Company - ŞİŞECAM**

Real and legal persons having directly 5% or more shares in the capital or voting right as of 30 June 2020:

<b>Shareholder's Full Name / Trade Name</b>	<b>Share in the Capital (TRY)</b>	<b>Share in the Capital (%)</b>	<b>Voting Right (%)</b>
Türkiye İş Bankası A.Ş.	1,553,652,040.50	69.05	69.05
Efes Holding A.Ş.	185,093,915.32	8.23	8.23
Other	511,254,044.17	22.72	22.72
<b>Total</b>	<b>2,250,000,000.00</b>	<b>100.00</b>	<b>100.00</b>

Real and legal persons having indirectly shares in the capital as of 30 June 2020:

Shareholder's Full Name / Trade Name	Share in the Capital (TRY)	Share in the Capital (%)
İşbank Members' Supplementary Pension Fund	808,009,346	35.91
Shares represented by CHP	436,674,323	19.41
Others	1,005,316,331	44.68
<b>Total</b>	<b>2,250,000,000</b>	<b>100.00</b>

**b) Acquired Company 1 - ANADOLU CAM**

Real and legal persons having directly 5% or more shares in the capital or voting right as of 30 June 2020:

Shareholder's Full Name / Trade Name	Share in the Capital (TRY)	Share in the Capital (%)	Voting Right (%)
ŞİŞECAM	587,115,912.66	78.28	78.28
Others	162,884,088.34	21.72	21.72
<b>Total</b>	<b>750,000,000.00</b>	<b>100.00</b>	<b>100.00</b>

Real and legal persons having indirectly shares in the capital as of 30 June 2020:

Shareholder's Full Name / Trade Name	Share in the Capital (TRY)	Share in the Capital (%)
İşbank Members' Supplementary Pension Fund	210,842,286	28.11
Shares represented by CHP	113,945,975	15.19
Other (Listed on the Exchange)	425,211,739	56.69
<b>Total</b>	<b>750,000,000</b>	<b>100.00</b>

**c) Acquired Company 2 - DENİZLİ CAM**

Real and legal persons having directly 5% or more shares in the capital or voting right as of 30 June 2020:

Shareholder's Full Name / Trade Name	Share in the Capital (TRY)	Share in the Capital (%)	Voting Right (%)
--------------------------------------	----------------------------	--------------------------	------------------

PAŞABAĞÇE	7,650,000.88	51.00	51.00
Abdullah Akıncı	1,250,000.50	8.33	8.33
Denizli Cam Members' Supplementary Pension Fund	1,000,000.00	6.67	6.67
Others	5,100,000.62	34.00	34.00
<b>Total</b>	<b>15,000,000.00</b>	<b>100.00</b>	<b>100.00</b>

Real and legal persons having indirectly shares in the capital as of 30 June 2020:

Shareholder's Full Name / Trade Name	Share in the Capital (TRY)	Share in the Capital (%)
İşbank Members' Supplementary Pension Fund	2,694,751	17.97
Abdullah Akıncı	1,250,000	8.33
Denizli Cam Members' Supplementary Pension Fund	1,000,000	6.67
Others	10,055,249	67.03
<b>Total</b>	<b>15,000,000</b>	<b>100.00</b>

#### d) Acquired Company 3 - PAŞABAĞÇE

Real and legal persons having directly shares in the capital or voting right:

Shareholder's Full Name / Trade Name	Share in the Capital (TRY)	Share in the Capital (%)	Voting Right (%)
ŞİŞECAM	222,937,761	99.47	99.47
Islamic Development Bank Inc.	1,179,288	0.53	0.53
<b>Total</b>	<b>224,117,049</b>	<b>100.0</b>	<b>100.00</b>

Real and legal persons having indirectly shares in the capital as of 30 June 2020:

Shareholder's Full Name / Trade Name	Share in the Capital (TRY)	Share in the Capital (%)
İşbank Members' Supplementary Pension Fund	80,060,353	35.72
Shares represented by CHP	43,267,198	19.31
Others	100,789,498	44.97
<b>Total</b>	<b>224,117,049</b>	<b>100.00</b>

**e) Acquired Company 4 - SODA SANAYİİ**

Real and legal persons having directly 5% or more shares in the capital or voting right as of 30 June 2020:

Shareholder's Full Name / Trade Name	Share in the Capital (TRY)	Share in the Capital (%)	Voting Right (%)
ŞİŞECAM	630,151,677.27	63.02	63.02
Others	369,848,323.73	36.98	36.98
Total	1,000,000,000	100.00	100.00

Real and legal persons having indirectly shares in the capital as of 30 June 2020:

Shareholder's Full Name / Trade Name	Share in the Capital (TRY)	Share in the Capital (%)
İşbank Members' Supplementary Pension Fund	226,297,086	22.63
Shares represented by CHP	122,298,248	12.23
Others	651,404,666	65.14
Total	1,000,000,000	100.00

**f) Acquired Company 5 - TRAKYA CAM**

Real and legal persons having directly 5% or more shares in the capital or voting right as of 30 June 2020:

Shareholder's Full Name / Trade Name	Share in the Capital (TRY)	Share in the Capital (%)	Voting Right (%)
ŞİŞECAM	897,379,559.09	71.79	71.79
Others	352,620,441.91	28.21	28.21
Total	1,250,000,000.00	100.00	100.00

Real and legal persons having indirectly shares in the capital as of 30 June 2020:

Shareholder's Full Name / Trade Name	Share in the Capital (TRY)	Share in the Capital (%)
İşbank Members' Supplementary Pension Fund	322,262,698	25.78
Shares represented by CHP	174,161,161	13.93
Others	753,576,141	60.29
Total	1,250,000,000	100.00

**17.2. Any kin relationship between the real person shareholders having 5% or more shares in the capital or voting right in companies involved in the merger**

None.

**17.3. Information on the shares representing the capital of companies involved in the merger**

**a) Acquiring Company - ŞİŞECAM:**

Group	Nominative/Bearer	Privilege type (privileged person)	Nominal Value of One Share (TRY)	Total (TRY)	Share in Capital (%)
-	Bearer	None.	0.01	2,250,000,000.00	100

**b) Acquired Company 1 - ANADOLU CAM:**

Group	Nominative/Bearer	Privilege type (privileged person)	Nominal Value of One Share (TRY)	Total (TRY)	Share in Capital (%)
A	Bearer	No privilege of dividends.	0.01	737,513,894.471	98.34
B	Bearer	Privilege of dividends.	0.01	12,486,105.529	1.66
<b>Total</b>				750,000,000	100.00

**c) Acquired Company 2 - DENİZLİ CAM:**

Group	Nominative/Bearer	Privilege type (privileged person)	Nominal Value of One Share (TRY)	Total (TRY)	Share in Capital (%)
-	Nominative	None.	0.01	15,000,000.00	100

**d) Acquired Company 3 - PAŞABAHÇE:**

Group	Nominative/Bearer	Privilege type (privileged person)	Nominal Value of One Share (TRY)	Total (TRY)	Share in Capital (%)
-	Bearer	None.	1	224,117,049.00	100

**e) Acquired Company 4 - SODA SANAYİİ:**

Group	Nominative/Bearer	Privilege type (privileged person)	Nominal Value of One Share (TRY)	Total (TRY)	Share in Capital (%)
-	Nominative	None.	0.01	1,000,000,000.00	100

**f) Acquired Company 5 - TRAKYA CAM:**

Group	Nominative/Bearer	Privilege type (privileged person)	Nominal Value of One Share (TRY)	Total (TRY)	Share in Capital (%)
-	Nominative	None.	0.01	1,250,000,000.00	100

**18. INFORMATION ON THE RELATED PARTIES AND THE TRANSACTIONS CARRIED OUT WITH THE RELATED PARTIES**

**18.1. Detailed explanation on the transactions of All Parties' with the related parties, as of the date of the financial statements that will be used for the merger, and as of the most up to date situation, according to TMS 24<sup>24</sup>**

**a) Acquiring Company - ŞİŞECAM:**

**Deposits and loans regarding related parties**

	31 December 2019	31 December 2018
<b>Deposits held on related parties</b>		
Türkiye İş Bankası A.Ş.		
- Time Deposit	7,790,711	2,596,104
- Demand deposit	95,666	164,329
	<b>7,886,377</b>	<b>2,760,433</b>
İşbank AG		
- Demand deposits	3,159	8,678
	<b>3,159</b>	<b>8,678</b>
	<b>7,889,536</b>	<b>2,769,111</b>

	31 December 2019	31 December 2018
<b>Provision for impairment of deposits held at related parties</b>		
Türkiye İş Bankası A.Ş.	10,244	3,014
	<b>10,244</b>	<b>3,014</b>

	31 December 2019	31 December 2018
<b>Loans received from related parties</b>		
İşbank AG	2,667,675	223,034
Türkiye Sınai ve Kalkınma Bankası	-	3,955
	<b>2,667,675</b>	<b>226,989</b>

**Carrying value of financial investments measured at amortized cost:**

	31 December 2019	31 December 2018
<b>Financial investments measured at amortized cost – Gross value</b>		

<sup>24</sup> In this Announcement, the tables extracted from the financial statements of ŞİŞECAM, ANADOLU CAM, PAŞABAHÇE, SODA SANAYİ and TRAKYA CAM indicate the figures as TRY thousand, unless otherwise stated. This does not include DENİZLİ CAM.

Türkiye İş Bankası A.Ş.	685,078	606,030
Türkiye Sınai Kalkınma Bankası A.Ş.	317,995	298,849
	<b>1,003,073</b>	<b>904,879</b>

	<b>31 December</b>	<b>31 December</b>
<b>Impairment of financial investments measured at amortized cost</b>	<b>2019</b>	<b>2018</b>
Türkiye İş Bankası A.Ş.	12,709	17,064
Türkiye Sınai Kalkınma Bankası A.Ş.	3,451	5,942
	<b>16,160</b>	<b>23,006</b>

Coupon interest rates and nominal values of financial assets measured at amortized cost are as follows:

			<b>31 December</b>	<b>31 December</b>
			<b>2019</b>	<b>2018</b>
<b>Bond issuer</b>	<b>ISIN Code</b>	<b>Coupon Interest Rate (%)</b>	<b>Nominal Amount (thousand USD)</b>	<b>Nominal Amount (thousand USD)</b>
Türkiye İş Bankası A.Ş.	XS1390320981	5.375	45,464	45,464
Türkiye İş Bankası A.Ş.	XS1508390090	5.500	34,200	34,200
Türkiye İş Bankası A.Ş.	XS1079527211	5.000	33,924	33,924
Türkiye İş Bankası A.Ş.	XS1578203462	6.125	1,200	1,200
			<b>114,788</b>	<b>114,788</b>
Türkiye Sınai Kalkınma Bankası A.Ş.	XS1412393172	4.875	38,830	38,830
Türkiye Sınai Kalkınma Bankası A.Ş.	XS1219733752	5.125	14,600	14,600
Türkiye Sınai Kalkınma Bankası A.Ş.	XS1117601796	5.375	-	3,386
			<b>53,430</b>	<b>56,816</b>
			<b>168,218</b>	<b>171,604</b>

**Due from related parties:**

	<b>31 December</b>	<b>31 December</b>
<b>Trade receivables from related parties</b>	<b>2019</b>	<b>2018</b>
İş Merkezleri Yönetim ve İşletim A.Ş.	2.858	2
Saint Gobain Glass Egypt S.A.E.	2.754	737
Türkiye İş Bankası A.Ş. ve İşbank AG	728	112
Kanyon Yönetim İşletim ve Pazarlama Ltd. Şti.	411	-
Fabrika Cementa Lukavac D.D. (FCL)	24	1.286
İş Gayrimenkul Yatırım Ortaklığı A.Ş.	52	109
Anadolu Anonim Türk Sigorta Şirketi	2	-
İş Net Elektronik Bilgi Üretim Dağ. Tic. ve İlet. Hiz. A.Ş.	-	46
	<b>6.829</b>	<b>2.292</b>

**Due to related parties:**

	<b>31 December</b>	<b>31 December</b>
<b>Trade payables to related parties</b>	<b>2019</b>	<b>2018</b>
Solvay Sisecam Holding AG	74.541	63.023



Anadolu Anonim Türk Sigorta Şirketi	4.298	3.277
Rudnik Krecnjaka Vijenac D.O.O.	2.745	2.158
İş Merkezleri Yönetim ve İşletim A.Ş.	1.552	2.084
Saint Gobain Glass France S.A.	830	96
İş Gayrimenkul Yatırım Ortaklığı A.Ş.	143	213
Kültür Yayınları İş-Türk Ltd. Şti.	22	-
Kanyon Yönetim İşletim ve Pazarlama Ltd. Şti.	18	6
İş Net Elektronik Bilgi Üretim Dağ. Tic. ve İlet. Hiz. A.Ş.	5	5
Saint Gobain Glass Egypt S.A.E	-	1.272
İş Yatırım Menkul Değerler A.Ş.	-	21
	<b>84.154</b>	<b>72.155</b>

**Due to related parties:**

	<b>31 December 2019</b>	<b>31 December 2018</b>
<b>Other payables to related parties</b>		
Dividend to be paid to shareholders (*)	4,932	2,639
	<b>4,932</b>	<b>2,639</b>

(\*) It is the accumulated and unclaimed dividends of the founder shareholders of the affiliate company Anadolu Cam Sanayii AŞ.

	<b>1 January- 31 December 2019</b>	<b>1 January- 31 December 2018</b>
<b>Interest income from related parties</b>		
Türkiye İş Bankası A.Ş. ve İşbank AG	170,106	122,819
	<b>170,106</b>	<b>122,819</b>

	<b>1 January - 31 December 2019</b>	<b>1 January - 31 December 2018</b>
<b>Interest expenses to related parties</b>		
Türkiye İş Bankası A.Ş. ve İşbank AG	114,268	908
Türkiye Sınai Kalkınma Bankası A.Ş.	100	508
	<b>114,368</b>	<b>1,416</b>

	<b>1 January- 31 December 2019</b>	<b>1 January - 31 December 2018</b>
<b>Other income from related parties</b>		
İş Merkezleri Yönetim ve İşletim A.Ş.	26,430	2
Saint Gobain Glass Egypt S.A.E.	11,921	6,748
Solvay Sisecam Holding AG	6,220	5,208
Anadolu Anonim Türk Sigorta Şirketi	4,422	3,671
Kanyon Yönetim İşletim ve Pazarlama Ltd. Şti.	3,731	11
Türkiye İş Bankası A.Ş. ve İşbank AG	3,051	404
Rudnik Krecnjaka Vijenac D.O.O.	837	539
Fabrika Cementa Lukavac D.D. (FCL)	150	6,204
İş Portföy Yönetimi A.Ş.	38	30
İş Net Elektronik Bilgi Üretim Dağ. Tic. Ve İlet. Hiz. A.Ş.	33	441
Türkiye Sınai Kalkınma Bankası A.Ş.	23	23
İş Yatırım Menkul Değerler A.Ş.	13	4
Anadolu Hayat Emeklilik Sigorta A.Ş.	9	7
Kültür Yayınları İş-Türk Ltd. Şti.	9	2
Milli Reasürans T.A.Ş.	5	2

Yatırım Finansman Yatırım Ortaklığı A.Ş.	4	6
İş Gayrimenkul Yatırım Ortaklığı A.Ş.	4	211
Bayek Tedavi Sağlık Hizmetleri Ve İşletmeciliği A.Ş.	1	3
İş Finansal Kiralama A.Ş.	1	1
İş Factoring Finansman Hizmetleri A.Ş.	1	2
	<b>56,903</b>	<b>23,519</b>

	31 December 2019	31 December 2018
<b>Other expense to related parties</b>		
Solvay Sisecam Holding AG <sup>(1)</sup>	349,748	307,365
İş Gayrimenkul Yatırım Ortaklığı A.Ş. <sup>(2)</sup>	24,390	19,440
Rudnik Krecnjaka Vijenac D.O.O. <sup>(3)</sup>	18,302	17,087
İş Merkezleri Yönetim ve İşletim A.Ş. <sup>(4)</sup>	13,577	11,053
Anadolu Anonim Türk Sigorta Şirketi	3,772	4,380
Anadolu Hayat Emeklilik Sigorta A.Ş.	2,647	2,401
Saint Gobain Glass France S.A.	2,480	-
Türkiye İş Bankası A.Ş. ve İşbank AG	1,992	1,528
Türkiye İş Bankası A.Ş. Mensupları Munzam Sosyal Güv. ve Yard. Vakfı	1,125	1,084
İş Portföy Yönetimi A.Ş.	633	919
Kanyon Yönetim İşletim ve Pazarlama Ltd. Şti.	295	453
İş Yatırım Menkul Değerler A.Ş.	50	328
Kültür Yayınları İş-Türk Ltd. Şti.	38	15
İş Net Elektronik Bilgi Üretim Dağ. Tic. Ve İlet. Hiz. A.Ş.	24	-
Fabrika Cementa Lukavac D.D. (FCL)	-	4,751
İş Factoring Finansman Hizmetleri A.Ş.	-	162
	<b>419,073</b>	<b>370,966</b>

(1) These are soda purchases from Solvay Sodi AD.

(2) These are lease payments made for the period of 1 January-31 December 2019, for the offices at Tuzla Şişecam Head Office and İş Towers, and for Paşabahçe Stores. Lease payments are made on the 5th day of the related month. After the purchase of Tuzla Şişecam Head Office on 16 December 2019, 15 days' prepaid lease amount for TRY 952,000 was returned, and the total net lease payment within the period has been TRY 23,226 thousand (1 January-31 December 2018: TRY 19,193,000).

According to TFRS-16 standard of "Lease Transactions" which has entered into force as of January 2019, lease amounts are booked as an asset under "Use Right Assets", and as a liability under "Borrowings", considering the period spent as the tenant, monthly lease amounts, and the time impact by the implicit interest rate. As for the impact on the 2018 cumulative profit/loss, it was booked as an adjustment to the 2019 opening shareholders' equity item, as allowed by the standard. Upon the purchase of these real estates on 16 December 2019, lease expenses included in the opening shareholders' equity were removed, by posting it to profit/loss. As the result of all of the aforementioned effects, a sum of TRY 9,397,000 was posted to profit/loss, after TRY 7,655,000 depreciation expenses, TRY 20,923,000 net interest revenue, TRY 952,000 overhead expenses and TRY 2,919,000 deferred tax expenses.

(3) These are sand purchasing expenses, which is the main raw material of glass.

(4) These are administrative and operation expenses of the company offices in Tuzla Şişecam Head Office and İş Towers.

	1 January- 31 December 2019	1 January- 31 December 2018
<b>Benefits provided to key management</b>		
Parent (Holding)	26,067	20,137
Consolidated entities	78,164	68,741

104,231

88,878

Key management personnel of the Company are the Chairman, board members, general manager, presidents, assistant general managers, vice presidents and plant managers. Between the dates of 1 January-31 December 2019 and 1 January-31 December 2018, there has not been any retirement social aid, dismissal compensation, resignation benefits, share-based payments and other long-term benefits paid or granted to senior executives.

## b) Acquired Company 1 - ANADOLU CAM:

<b>Deposits from related parties:</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
T. İş Bankası A.Ş.		
- Time deposits	930,796	87,676
- Demand deposits	7,002	4,957
	<b>937,798</b>	<b>92,633</b>
İşbank AG		
- Time deposits	-	12
- Demand deposits	50	316
	<b>50</b>	<b>328</b>
<b>Bank loans from related parties.</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Türkiye İş Bankası A.Ş.	675,000	-
<b>Financial liabilities:</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Bonds issued through Şişecam Holding (*)	1,196,464	528,387

- (\*) On May 9, 2013, T. Şişe ve Cam Fabrikaları A.Ş. issued fixed interest rate bonds in the nominal amount of 500,000 thousand US Dollar, the term being 7 years to mature in May 2020. Interest rate of the bond is 4.25%. Principal will be repaid on the maturity date. Funds obtained with this bond issue, 100,000,000 US Dollar, were transferred to the Group with the same conditions. The Group companies have provided their exclusive guarantees for the funding, as covering the principal amount, interest and similar payments. Of this bond, 40,016,000 US Dollar was repaid on March 29, 2019, before the original maturity date. The remaining nominal amount of 59,984,000 US Dollar will mature on May 9, 2020.

Upon the Capital Markets Board's resolution no. 19/546, dated April 27, 2018, which permits to issue bonds overseas up to 750,000,000 US Dollar, T. Şişe ve Cam Fabrikaları A.Ş. issued bonds overseas which do not involve shareholding rights, total nominal value being 700,000,000 US Dollar, term being 7 years. Out of this, 550,000,000 US Dollar were issued on March 14, 2019, and 150,000,000 US Dollar were issued on March 28, 2019. Redemption date of these bonds is March 14, 2026, and the coupon interest rate is 6.95%. Funds obtained with this bond issue, 140,000,000 US Dollar, were transferred to the Group with the same conditions. The Group companies have provided their exclusive guarantees for the funding, as covering the principal amount, interest and similar payments.

### Provision for impairment of deposits held at related parties

	31 December 2019	31 December 2018
Türkiye İş Bankası A.Ş.	1,209	135

**Gross book value of financial investments measured at amortized cost**

	31 December 2019	31 December 2018
T. İş Bankası A.Ş.	91,203	80,660
Türkiye Sınai Kalkınma Bankası A.Ş.	45,019	40,627
	<b>136,222</b>	<b>121,287</b>

**Impairment of financial investments measured at amortized cost**

	31 December 2019	31 December 2018
Türkiye İş Bankası A.Ş.	1,662	2,245
Türkiye Sınai Kalkınma Bankası A.Ş.	506	842
	<b>2,168</b>	<b>3,087</b>

Coupon interest rates and nominal amounts of financial investments measured at amortized cost are as follows:

Security issuer	ISIN code	Coupon interest rate (%)	31 December 2019	31 December 2018
			Nominal amount (US Dollar)	Nominal amount (US Dollar)
Türkiye İş Bankası A.Ş.	XS1390320981	5.375	6,393	6,393
Türkiye İş Bankası A.Ş.	XS1079527211	5.000	5,080	5,080
Türkiye İş Bankası A.Ş.	XS1508390090	5.500	3,600	3,600
Türkiye İş Bankası A.Ş.	XS1578203462	6.125	220	220
			<b>15,293</b>	<b>15,293</b>
Türkiye Sınai Kalkınma Bankası A.Ş.	XS1412393172	4.875	5,759	5,759
Türkiye Sınai Kalkınma Bankası A.Ş.	XS1219733752	5.125	1,800	1,800
Türkiye Sınai Kalkınma Bankası A.Ş.	XS1117601796	5.375	160	160
			<b>7,719</b>	<b>7,719</b>
			<b>23,012</b>	<b>23,012</b>

Trade receivables	31 December 2019	31 December 2018
Paşabahçe Cam Sanayii ve Tic. A.Ş.	581	297
Trakya Cam Sanayii A.Ş.	423	127
SC Glass Trading B.V.	421	620
Şişecam Çevre Sistemleri A.Ş.	342	70
Türkiye Şişe ve Cam Fabrikaları A.Ş.	338	615
Şişecam Dış Ticaret A.Ş.	68	1,081
Soda Sanayii A.Ş.	67	-

Paşabahçe Mağazaları A.Ş.	57	42
Camiş Madencilik A.Ş.	30	-
Şişecam Otomotiv A.Ş.	27	20
OOO Posuda	-	2
Other	-	3
	<b>2,354</b>	<b>2,877</b>

<b>Other receivables</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Türkiye Şişe ve Cam Fabrikaları A.Ş.	87,170	39,929
Camiş Madencilik A.Ş.	352	-
Şişecam Çevre Sistemleri A.Ş.	-	56
Şişecam Dış Ticaret A.Ş.	-	2,899
	<b>87,522</b>	<b>42,884</b>

<b>Trade payables</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Türkiye Şişe ve Cam Fabrikaları A.Ş.	95,191	41,932
Şişecam Dış Ticaret A.Ş.	23,300	12,208
Soda Sanayii A.Ş.	17,770	13,179
Şişecam Enerji A.Ş.	15,931	8,775
Şişecam Çevre Sistemleri A.Ş.	14,002	6,513
Camiş Madencilik A.Ş.	2,377	3,052
Camis Egypt Mining Ltd. Co.	1,161	798
OOO Posuda	169	-
İş Merkezleri Yönetim ve İşletim A.Ş.	103	56
Şişecam Sigorta Aracılık Hizmetleri A.Ş.	29	17
Paşabahçe Cam Sanayii ve Tic. A.Ş.	16	685
Paşabahçe Bulgaria EAD	12	-
Çayırova Cam Sanayii A.Ş.	8	-
Paşabahçe Mağazaları A.Ş.	-	16
Trakya Cam Sanayii A.Ş.	-	10
Automotive Glass Alliance Rus AO	-	76
Trakya Glass Rus AO	-	181
Cam Elyaf Sanayii A.Ş.	-	35
İş Yatırım Menkul Değerler A.Ş.	-	21
Camis Limited	-	9,824
	<b>170,069</b>	<b>97,378</b>

<b>Other payables</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Şişecam Dış Ticaret A.Ş.	21,160	15,336
Trakya Cam Sanayii A.Ş.	547	549
Şişecam Sigorta Aracılık Hizmetleri A.Ş.	11	12
Paşabahçe Cam Sanayii ve Tic. A.Ş.	-	64

Other (*)	4,929	2,638
	<b>26,647</b>	<b>18,599</b>

(\*) The Ordinary General Assembly of Shareholders has convened between the dates of 1 January - 31 December 2019, to discuss the results of the year 2018. This amount is, i) cash dividend decided in these meetings, which belong to non-group shareholders, ii) accumulated dividends, which have not been claimed by the founder shareholders yet.

<b>Sales to Related Parties</b>	<b>1 January - 31 December 2019</b>	<b>1 January - 31 December 2018</b>
Paşabahçe Mağazaları A.Ş.	6,736	7,239
Paşabahçe Cam Sanayii ve Tic. A.Ş.	212	114
Trakya Cam Sanayii A.Ş.	3	-
	<b>6,951</b>	<b>7,353</b>

<b>Purchases from related parties</b>	<b>1 January - 31 December 2019</b>	<b>1 January - 31 December 2018</b>
Şişecam Enerji A.Ş.	133,035	57,737
Camiş Madencilik A.Ş.	95,917	72,232
Soda Sanayii A.Ş.	68,753	51,297
Şişecam Çevre Sistemleri A.Ş.	56,164	31,601
Camis Egypt Mining Ltd. Co.	30,248	19,078
OOO Posuda	244	46
Paşabahçe Cam Sanayii ve Tic. A.Ş.	217	426
Automotive Glass Alliance Rus AO	147	521
Trakya Glass Bulgaria EAD	38	-
Trakya Cam Sanayii A.Ş.	23	62
Cam Elyaf Sanayii A.Ş.	14	29
Şişecam Dış Ticaret A.Ş.	10	23
Paşabahçe Bulgaria EAD	10	-
Sisecam Bulgaria EOOD	-	2,640
Türkiye Şişe ve Cam Fabrikaları A.Ş.	-	13
Trakya Glass Rus AO	-	154
	<b>384,820</b>	<b>235,859</b>

<b>Interest income from related parties</b>	<b>1 January - 31 December 2019</b>	<b>1 January - 31 December 2018</b>
T. İş Bankası A.Ş. İşbank AG	24,326	15,194
Türkiye Şişe ve Cam Fabrikaları A.Ş.	4,777	1,271
Şişecam Çevre Sistemleri A.Ş.	268	16
Camiş Elektrik Üretim A.Ş.	44	5
Paşabahçe Cam Sanayii ve Tic. A.Ş.	35	-
Camiş Madencilik A.Ş.	26	1
Trakya Cam Sanayii A.Ş.	-	6
	<b>29,476</b>	<b>16,493</b>

<b>Interest expenses to related parties</b>	<b>1 January - 31 December 2019</b>	<b>1 January - 31 December 2018</b>
Türkiye İş Bankası A.Ş.	55,548	-
Türkiye Şişe ve Cam Fabrikaları A.Ş.	16,573	6,663
Şişecam Dış Ticaret A.Ş.	4,112	1,264
Çayırova Cam Sanayii A.Ş.	2	2
Paşabahçe Cam Sanayii ve Tic. A.Ş.	1	31
Şişecam Çevre Sistemleri A.Ş.	-	48
Şişecam Enerji A.Ş.	-	45
Camiş Madencilik A.Ş.	-	36
Soda Sanayii A.Ş.	-	23
Şişecam Otomotiv A.Ş.	-	1
	<b>76,236</b>	<b>8,113</b>

<b>Dividend income from related parties</b>	<b>1 January - 31 December 2019</b>	<b>1 January - 31 December 2018</b>
Camiş Elektrik Üretim A.Ş.	5,216	1,044
	<b>5,216</b>	<b>1,044</b>

<b>Other income from related parties</b>	<b>1 January - 31 December 2019</b>	<b>1 January - 31 December 2018</b>
Paşabahçe Cam Sanayii ve Tic. A.Ş.	2,777	2,517
Trakya Cam Sanayii A.Ş.	1,463	1,064
Türkiye Şişe ve Cam Fabrikaları A.Ş.	977	2,394
Şişecam Çevre Sistemleri A.Ş.	722	546
Paşabahçe Mağazaları A.Ş.	576	431
Şişecam Otomotiv A.Ş.	276	206
Şişecam Dış Ticaret A.Ş.	108	68
OOO Posuda	73	92
Soda Sanayii A.Ş.	-	101

SC Glass Trading B.V.	-	272
Automotive Glass Alliance Rus AO	-	16
Trakya Glass Rus AO	-	10
Çayırova Cam Sanayii A.Ş.	-	2
	<b>6,972</b>	<b>7,719</b>

<b>Other expenses to relates parties</b>	<b>1 January - 30 September 2019</b>	<b>1 January - 30 September 2018</b>
Türkiye Şişe ve Cam Fabrikaları A.Ş.	124,059	65,157
Şişecam Çevre Sistemleri A.Ş.	8,827	5,378
Şişecam Dış Ticaret A.Ş.	3,359	1,832
İş Gayrimenkul Yatırım Ortaklığı A.Ş. <sup>(1)</sup>	1,863	1,413
İş Merkezleri Yönetim ve İşletim A.Ş. <sup>(2)</sup>	917	727
SC Glass Trading B.V.	206	-
İş Portföy Yönetimi A.Ş.	156	132
Çayırova Cam Sanayii A.Ş.	76	63
Paşabahçe Mağazaları A.Ş.	54	33
Türkiye İş Bankası A.Ş.	52	-
OOO Posuda	31	12
İş Factoring Finansman Hizmetleri	-	162
Paşabahçe Cam Sanayii ve Tic. A.Ş.	-	64
İş Yatırım Menkul Değerler A.Ş.	-	21
Cam Elyaf Sanayii A.Ş.	-	13
Trakya Polatlı Cam Sanayii A.Ş.	-	13
Trakya Cam Sanayii A.Ş.	-	65
	<b>139,600</b>	<b>75,085</b>

(1) Between the dates of 1 January - 31 December 2019, lease payments made for the offices in Tuzla ŞİŞECAM Head Office have been TRY 1,863,000. According to the TFRS-16 "Lease Transactions" standard which entered into force as of 1 January 2019, TRY 589,000 was booked as depreciation expense under operating expenses, TRY 1,700,000 was booked as interest expense under financial expenses, total expenses being TRY 2,289,000 (TRY 1,394,000 for the period of 1 January - 31 December 2018).

(2) These are administrative and operation expenses of the company offices in Şişecam Head Office.

<b>Key management compensation benefits</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Parent	7,298	6,064
Consolidated entities	14,320	11,397
	<b>21,618</b>	<b>17,461</b>

Key management of the Company are the Chairman, board members, general manager, group presidents, assistant general managers, and plant managers. Between the dates of 1 January-31 December 2019, TRY 288,000 were paid as retirement social aid, because of the retirement of senior executives. Between the dates of 1 January-31 December 2018, there has not been any retirement social aid, dismissal compensation, resignation benefits, share-based payments and other long-term benefits paid or granted to senior executives.



**c) Acquired Company 2 - DENİZLİ CAM:**

<b>Deposits held with the related parties (TRY)</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
İş Bankası (1) - Demand deposit	32,263	167,847
	<b>32,263</b>	<b>167,847</b>

<b>Trade receivables from related parties (TRY)</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Paşabahçe Cam Sanayii ve Ticaret A.Ş. (3) Other	28,036,062 30,420	31,888,119 20,433
	<b>28,066,482</b>	<b>31,908,552</b>

As of 31 December 2019, the average maturity of the short-term trade receivables from the related parties is 30 days (31 December 2018: 60 days).

<b>Trade payables to related parties (TRY)</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Türkiye Şişe ve Cam Fabrikaları A.Ş. (2) Camis Egypt Mining Ltd. Co. (4) Camiş Ambalaj Sanayii A.Ş. (4) Şişecam Enerji A.Ş. (4) Soda Sanayii A.Ş. (4) Şişecam Sigorta Aracılık Hizmetleri A.Ş. (4) Other	385,206 348,809 303,094 226,653 186,820 - 5,906	182,171 - 406,659 - 130,036 2,644 -
	<b>1,456,488</b>	<b>721,510</b>

<b>Other payables to related parties (TRY)</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Türkiye Şişe ve Cam Fabrikaları A.Ş. (2)	33,150,254	40,075,407
	<b>33,150,254</b>	<b>40,075,407</b>

As of 3 December 2019, the Company's payables to Şişecam (solo) that are not related to trade are TRY 33,150,254 (31 December 2018: TRY 40,075,407). Monthly average interest rate applied to these payables is 1.64% (31 December 2018: 1.79%).

<b>Interest revenues from the related parties (TRY)</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Paşabahçe Cam Sanayii ve Ticaret A.Ş. (3) Paşabahçe Mağazaları A.Ş. (5) Şişecam Dış Ticaret A.Ş. (4)	768 - 1,298	16,976 1,578 11,569

Türkiye İş Bankası A.Ş. (1)	78,807	-
	<b>80,873</b>	<b>30,123</b>

<b>Interest expenses paid to the related parties (TRY)</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Türkiye Şişe ve Cam Fabrikaları A.Ş. (2)	7,940,776	4,226,190
Şişecam Dış Ticaret A.Ş. (4)	983	5,504
Camiş Ambalaj Sanayi A.Ş. (4)	-	4,668
Other	620	44
	<b>7,942,379</b>	<b>4,236,406</b>

<b>Contribution to holding expenses (TRY)</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Türkiye Şişe ve Cam Fabrikaları A.Ş. (2)	3,104,838	1,584,727
	<b>3,104,838</b>	<b>1,584,727</b>

<b>Sales to related parties</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Paşabahçe Cam Sanayii ve Ticaret A.Ş. (3)	130,531,808	103,594,548
Türkiye Şişe ve Cam Fabrikaları A.Ş. (2)	735,635	657,622
Şişecam Çevre Sistemleri A.Ş. (4)	137,201	142,449
Other	20,260	-
	<b>131,424,904</b>	<b>104,394,619</b>

<b>Purchases from related parties (TRY)</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Camiş Ambalaj Sanayi A.Ş. (4)	2,182,878	1,624,107
Şişecam Enerji A.Ş. (4)	900,753	-
Soda Sanayii A.Ş. (4)	846,628	774,840
Camiş Egypt Mining Ltd. Co.Ltd. (4)	709,676	404,760
Paşabahçe Cam Sanayii ve Ticaret A.Ş. (3)	590,746	1,674,363
Trakya Cam Sanayii A.Ş. (4)	38,197	2,544
Cam Elyaf Sanayii A.Ş. (4)	-	54,102
Camiş Madencilik A.Ş. (4)	-	27,617
Other	8,132	3,189
	<b>5,277,010</b>	<b>4,565,522</b>

- (1) Our ultimate parent company
- (2) Shareholder of our parent company
- (3) Our parent company
- (4) Related parties
- (5) Affiliates of our parent company

<b>Benefits provided to key management (TRY)</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Salaries and other short-term benefits granted to employees	1,488,205	1,184,407
Severance pay provision expense	204,449	176,786
	<b>1,692,654</b>	<b>1,361,193</b>

Key management personnel of the Company are the Chairman, board members and general manager. Between 1 January-31 December 2019 and 1 January-31 December 2018, there has not been any retirement social aid, dismissal compensation, resignation benefits, share-based payments and other long-term benefits paid or granted to senior executives.

#### **d) Acquired Company 3 - PAŞABAHÇE:**

##### **Deposit and loans from/to related parties:**

<b>Deposits held on related parties</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
T. İş Bankası A.Ş.		
- Time deposits	264,331	-
- Demand deposits	23,845	39,507
	<b>288,176</b>	<b>39,507</b>
İşbank AG		
- Demand deposits	16	151
	<b>16</b>	<b>151</b>

<b>Financial liabilities due to related parties</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
T. Şişe ve Cam Fabr. A.Ş. per financial borrowing	838,102	-
	<b>838,102</b>	<b>-</b>

<b>Trade receivables due from related parties</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
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Türkiye Şişe ve Cam Fabrikaları A.Ş.	364	825
Şişecam Otomotiv A.Ş.	204	1,701
SC Glass Trading B.V.	198	-
Trakya Cam Sanayii A.Ş.	14	-
Anadolu Cam Sanayii A.Ş.	9	690
Other	730	2,106
	<b>1.519</b>	<b>5,322</b>

<b>Other receivables due from related parties</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Türkiye Şişe ve Cam Fabrikaları A.Ş.	62,344	-
Şişecam Dış Ticaret A.Ş.	29,009	29,260
Anadolu Cam Sanayii A.Ş.	-	64
Other	11	58
	<b>91,364</b>	<b>29,382</b>

**Due to related parties:**

<b>Trade payables due to related parties</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Trakya Glass Bulgaria EAD(1)	37,329	23,244
Camiş Ambalaj Sanayii A.Ş.(2)	12,864	19,903
Türkiye Şişe ve Cam Fabrikaları A.Ş.(3)	6,794	8,557
Camiş Elektrik Üretim A.Ş.(4)	4,587	3,980
Şişecam Enerji A.Ş.(6)	2,617	2,431
Sisecam Bulgaria EOOD(5)	6,454	6,161
Camiş Madencilik A.Ş.(8)	1,061	1,140
Anadolu Cam Sanayii A.Ş.(7)	565	-
Other	2,260	2,220
	<b>74,531</b>	<b>67,636</b>

- (1) Trade-related payables to Trakya Glass Bulgaria EAD are for the purchase of raw materials and other materials.  
(2) Trade-related payables to Camiş Ambalaj Sanayi A.Ş. are for the purchase of packaging.  
(3) Trade-related payables to Türkiye Şişe ve Cam Fabrikaları A.Ş. are for the purchase of holding services.  
(4) Trade-related payables to Şişecam Bulgaria EOOD are for the purchase of raw materials.  
(5) Trade-related payables to Camiş Elektrik Üretim A.Ş. are for the purchase of energy.  
(6) Trade-related payables to Şişecam Enerji A.Ş. are for the purchase of energy.  
(7) Trade-related payables to Camiş Madencilik A.Ş. are for the purchase of raw materials.  
(8) Trade-related payables to Anadolu Cam Sanayii A.Ş. are for the purchase of raw materials.

**Payables to related parties (Remainder)**

<b>Other payables due to related parties (*)</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Türkiye Şişe ve Cam Fabrikaları A.Ş.	-	353,664
Other	246	44
	<b>246</b>	<b>353,708</b>

(\*) Group's receivables and payables that are not trade-related are the result of funds lent or funds received to meet the financing requirements of the Group and other Şişecam Group Companies within the year. Receivables and payables that are not trade-related do not have a certain maturity date. At the end of the accounting periods, Şişecam Group accrues interest to these accounts, using monthly current account interest rate being specified by the Group in consideration of both the developments in money markets and the evaluations made within the Group. In accordance with the above, monthly current account interest rate has been applied as 0.92% for the period ending on 31 December 2019 (December 2018: 2.09%).

**Income and expenses from/to the related parties:**

<b>Interest income from related parties</b>	<b>1 January-31 December 2019</b>	<b>1 January-31 December 2018</b>
Türkiye Şişe ve Cam Fabrikaları A.Ş.	12,610	
Türkiye İş Bankası A.Ş.	7,201	-
Şişecam Dış Ticaret A.Ş.	5,023	3,131
Anadolu Cam Sanayii A.Ş.	1	31
Other	707	48
	<b>25,542</b>	<b>3,210</b>

<b>Interest expenses to related parties</b>	<b>1 January-31 December 2019</b>	<b>1 January-31 December 2018</b>
Türkiye Şişe ve Cam Fabrikaları A.Ş.	(21,747)	(72,969)
Anadolu Cam Sanayii A.Ş.	(35)	-
Camiş Ambalaj Sanayii A.Ş.	-	(125)
Camiş Madencilik A.Ş.	-	(13)
Camiş Elektrik Üretim A.Ş.	-	(105)
Other	-	(18,610)
	<b>(21,782)</b>	<b>(91,822)</b>

(1) These are the intra-group interest invoices issued by Türkiye Şişe ve Cam Fabrikaları A.Ş., which are based on the funds lent and repaid within the year, to meet the financing requirements within the Group.

**Revenues and expenses from/to the related parties (Remainder):**

<b>Purchases from related parties</b>	<b>1 January- 31 December 2019</b>	<b>1 January- 31 December 2018</b>
Trakya Glass Bulgaria EAD (2)	(112,244)	(80,669)
Camiş Ambalaj Sanayii A.Ş.(1)	(97,184)	(81,365)
Camiş Elektrik Üretim A.Ş.(4)	(42,784)	(35,155)
Camiş Madencilik A.Ş.(5)	(28,253)	(18,294)
Şişecam Enerji A.Ş.(6)	(24,858)	(17,424)
Soda Sanayii A.Ş.	(14,154)	(6,112)
Anadolu Cam Sanayii A.Ş.	(6,680)	(177)
Şişecam Bulgaria EOOD	-	(49,331)
Other (6)	(51)	(1,157)
	<b>(326,208)</b>	<b>(289,684)</b>

- (1) These are raw material and other material purchases from Trakya Glass Bulgaria EAD.  
(2) Purchases from Camiř Ambalaj Sanayi A.ř. are packaging purchases.  
(3) Purchases from Camiř Elektrik Üretim A.ř. are energy purchases.  
(4) Purchases from Camiř Madencilik A.ř. are raw material purchases.  
(5) Purchases from řiřecam Enerji A.ř. are raw material purchases.  
(6) Purchases from Soda Sanayii A.ř. are raw material purchases.

<b>Net sales to related parties</b>	<b>1 January-31 December 2019</b>	<b>1 January-31 December 2018</b>
Trakya Glass Bulgaria EAD	3,447	3,790
Türkiye řiře ve Cam Fabrikaları A.ř.	1,425	886
řiřecam Çevre Sistemleri A.ř.	662	-
Anadolu Cam Sanayii A.ř.	225	518
Trakya Cam Sanayii A.ř.	63	489
řiřecam Automotive A.;	18	-
Other	41	1,678
	<b>5,881</b>	<b>7,361</b>

<b>Other income from related parties</b>	<b>1 January-31 December 2019</b>	<b>1 January-31 December 2018</b>
Türkiye řiře ve Cam Fabrikaları A.ř.	5,858	1,763
OOO Ruscam Glass Packaging Holding	275	-
Trakya Cam Sanayii A.ř.	117	-
řiřecam Otomotiv A.ř.	103	77
Camiř Ambalaj Sanayii A.ř.	96	-
řiřecam Dıř Ticaret A.ř.	60	-
Other	48	549
	<b>6,557</b>	<b>2,389</b>

**Revenues and expenses from/to the related parties (Remainder):**

<b>Other expense from related parties</b>	<b>1 January-31 December 2019</b>	<b>1 January-31 December 2018</b>
Türkiye řiře ve Cam Fabrikaları A.ř.	(60,307)	(39,306)
řiřecam Dıř Ticaret A.ř.	(4,112)	-
Anadolu Cam Sanayii A.ř.	(2,777)	(10,288)
Trakya Cam Sanayii A.ř.	(899)	(1,120)
OOO Ruscam Glass Packaging Holding	(73)	(67)
Çayırova Cam Sanayii A.ř.	(55)	(339)
Camiř Ambalaj Sanayii A.ř.	(11)	(27)

Other	(275)	(590)
	<b>(68,509)</b>	<b>(51,737)</b>

	1 January-31 December 2019	1 January-31 December 2018
<b>Benefits provided to key management</b>		
Parent company	2,862	2,948
Consolidated entities	3,877	5,355
	<b>6,739</b>	<b>8,303</b>

Key management personnel of the Company are the Chairman, board members, general manager, presidents, assistant general managers, vice presidents and plant managers. Between the dates of 1 January-31 December 2019 and 1 January-31 December 2018, there has not been any retirement social aid, dismissal compensation, resignation benefits, share-based payments and other long-term benefits paid or granted to senior executives.

#### e) Acquired Company 4 - SODA SANAYİİ:

	31 December 2019	31 December 2018
<b>Deposits at related parties</b>		
T.İş Bankası A.Ş.		
- Demand deposit	13.564	12.746
- Time deposit	2.228.710	1.120.177
	<b>2.242.274</b>	<b>1.132.923</b>
İşbank AG		
- Demand deposit	67	309
- Time deposit	-	-
	<b>67</b>	<b>309</b>
<b>Provisions for impairment of deposits at related parties</b>		
T.İş Bankası A.Ş.	2.915	654
İşbank AG	-	41
	<b>2.915</b>	<b>695</b>
<b>Loans received from related parties</b>		
T.İş Bankası A.Ş.	1.141.643	19
T.Sınai Kalkınma Bankası A.Ş.	-	3.095
T. Şişe ve Cam Fabr. A.Ş. per financial borrowing (*)	458.548	264.193
	<b>1.600.191</b>	<b>267.307</b>

(\*) On 9 May 2013, T. Şişe ve Cam Fabrikaları A.Ş. issued fixed interest rate bonds in the nominal amount of 500,000,000 US Dollar, the term being 7 years to mature in May 2020. Interest rate of the bonds is 4.25 percent, and coupon payments are semi-annually. Funds obtained with this bond issue, 50,000,000 US Dollar were transferred to the Group, and the Group companies have provided their exclusive guarantees for the funding, as covering the principal amount, interest and similar

payments. On 29 March 2019, a repayment was made before maturity. The Group's remaining share of this issue is 29,992,000 US Dollar.

T.Şişe ve Cam Fabrikaları A.Ş. issued a 550,000,000 US Dollar nominal value bond on 14 March 2019, 150,000,000 US Dollar nominal value bond on 28 March 2019, total being 700,000,000 US Dollar. Maturity date for both of the bonds, on which the principal amounts will be repaid, is 14 March 2026. Coupon interest rate of the bonds is 6.95 percent, and coupon payments are semi-annually. Funds obtained with this bond issue, 46,666,667 US Dollar were transferred to the Group. The Group companies have provided their exclusive guarantees for the funding, as covering the principal amount, interest and similar payments.

<b>Financial investments measured at amortized costs - Gross value</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
T.İş Bankası A.Ş.	175.758	155.179
T.Sinai Kalkınma Bankası A.Ş.	97.860	100.432
	<b>273.618</b>	<b>255.611</b>

<b>Impairment of financial investments measured at amortized cost</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
T.İş Bankası A.Ş.	3.456	4.538
T.Sinai Kalkınma Bankası A.Ş.	1.026	1.867
	<b>4.482</b>	<b>6.405</b>

Nominal value and coupon interest rate detail of financial assets held to maturity is as follows:

<b>Security issuer</b>	<b>ISIN Code</b>	<b>Coupon interest rate (%)</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
			<b>Nominal value (USD)</b>	<b>Nominal value (USD)</b>
T.İş Bankası A.Ş.	XS1390320981	5,375	4.696	4.696
T.İş Bankası A.Ş.	XS1079527211	5,000	8.990	8.990
T.İş Bankası A.Ş.	XS1578203462	6,125	210	210
T.İş Bankası A.Ş.	XS1508390090	5,500	15.700	15.700
			<b>29.596</b>	<b>29.596</b>
T.Sinai Kalkınma Bankası A.Ş.	XS1219733752	5,125	5.050	5.050
T.Sinai Kalkınma Bankası A.Ş.	XS1412393172	4,875	11.425	11.425
			<b>16.475</b>	<b>16.475</b>
			<b>46.071</b>	<b>46.071</b>

<b>Trade receivables from related parties</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Trakya Cam Sanayii A.Ş.	32.129	30.276
Şişecam Enerji A.Ş.	21.383	1.539
Anadolu Cam Sanayii A.Ş.	17.771	13.179
Trakya Glass Bulgaria EAD	16.699	9.705



Şişecam Flat Glass India Limited	5.534	5.632
Paşabahçe Bulgaria EAD	4.956	4.431
Saint Gobain Glass Egypt S.A.E.	2.732	-
Paşabahçe Cam San. ve Tic. A.Ş.	1.839	1.845
Camiş Madencilik A.Ş.	266	257
Türkiye Şişe ve Cam Fabrikaları A.Ş.	264	7.055
Cam Elyaf Sanayii A.Ş.	226	169
Denizli Cam Sanayii ve Tic. A.Ş.	187	130
Şişecam Flat Glass South Italy S.R.L	54	7
Çayırova Cam Sanayi A.Ş.	28	-
Fabrika Cementa Lukavac D.D.(FCL)	24	1.286
Trakya Yenişehir Cam Sanayii A.Ş.	-	217
Trakya Polatlı Cam Sanayii A.Ş.	-	164
İş Gayrimenkul Yatırım Ortaklığı A.Ş.	-	13
Şişecam Flat Glass İtaly S.R.L	-	7.958
	<b>104.092</b>	<b>83.863</b>

	<b>31 December 2019</b>	<b>31 December 2018</b>
<b>Other receivables from related parties</b>		
SC Glass Trading B.V.	141	206
T.Şişe ve Cam Fabrikaları A.Ş.	59	98.712
Cam Elyaf Sanayii A.Ş.	1	-
	<b>201</b>	<b>98.918</b>

	<b>31 December 2019</b>	<b>31 December 2018</b>
<b>Trade payables to related parties</b>		
T. Şişe ve Cam Fabrikaları A.Ş.	77.476	39.320
Solvay Şişecam Holding AG	74.541	63.023
Şişecam Enerji A.Ş.	21.026	228
Şişecam Dış Ticaret A.Ş.	20.401	26.641
Rudnik Krecnjaka Vijenac D.O.O.	2.745	2.158
Cam Elyaf Sanayii A.Ş.	2.156	16.099
Camiş Madencilik A.Ş.	1.647	737
İş Merkezleri Yönetim ve İşletim A.Ş.	84	51
Sisecam Glass Packaging B.V.	67	-
Anadolu Anonim Türk Sigorta A.Ş.	59	38
Şişecam Sigorta Aracılık Hizmetleri A.Ş.	13	6
Madencilik Sanayii ve Ticaret A.Ş.	2	-
Paşabahçe Mağazaları A.Ş.	-	2
Trakya Cam Sanayii A.Ş.	-	6
Paşabahçe Cam San. ve Tic. A.Ş.	-	107
İş Gayrimenkul Yatırım Ortaklığı A.Ş.	-	17
	<b>200.217</b>	<b>148.433</b>

<b>Other payables to related parties</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
T.Şişe ve Cam Fabrikaları A.Ş. (*)	493.679	327.807
Sisecam Flat Glass Italy S.R.L	115	-
Şişecam Sigorta Aracılık Hizmetleri A.Ş.	67	73
Cam Elyaf Sanayii A.Ş.	25	-
Trakya Cam Sanayii A.Ş.	5	1
Camiş Madencilik A.Ş.	1	-
Şişecam Dış Ticaret A.Ş.	-	23.734
	<b>493.892</b>	<b>351.615</b>

(\*) TRY 407,185,000 was borrowed, to meet the financing required by Şişecam Elyaf Sanayii A.Ş. (one of the Group companies) for its investments. Out of the interest paid, TRY 13,478,000 was capitalized. Türkiye Şişe ve Cam Fabrikaları A.Ş. Group accrues interest for such transactions, using monthly current account interest rate being specified by the Group in consideration of both the developments in money markets and the evaluations made within the Group. In accordance with the above, monthly current account interest rate has been applied as 0.925% for December 2019 (December 2018: 2.09%).

<b>Sales to related parties</b>	<b>1 January- 31 December 2019</b>	<b>1 January - 31 December 2018</b>
Şişecam Enerji A.Ş.	185.075	8.535
Trakya Cam Sanayii A.Ş.	165.125	136.081
Trakya Glass Bulgaria EAD	69.288	67.085
Anadolu Cam Sanayii A.Ş.	68.495	49.940
Şişecam Flat Glass İtaly S.R.L.	52.212	41.089
Paşabahçe Bulgaria EAD	23.451	20.584
Şişecam Flat Glass India Limited	20.863	19.062
Paşabahçe Cam San. ve Tic. A.Ş.	13.770	11.186
Şişecam Flat Glass South Italy S.R.L	12.066	7
Saint Gobain Glass Egypt S.A.E.	11.921	6.748
Paşabahçe Egypt Glass Manufacturing S.A.E.	8.767	4.338
Denizli Cam Sanayii ve Tic. A.Ş.	847	775
JSC Mina	259	3.996
Trakya Yenişehir Cam Sanayii A.Ş.	-	949
Trakya Polatlı Cam Sanayii A.Ş.	-	681
Cam Elyaf Sanayii A.Ş.	-	345
Kanyon Yönetim İşletim ve Pazarlama Ltd. Şti.	-	0
	<b>632.139</b>	<b>371.401</b>

Out of the Group's exports between 1 January and 31 December 2019, TRY 1,939,368,000 was made through Şişecam Dış Ticaret A.Ş.

(1 January - 31 December 2018: TRY 1,618,418,000).

<b>Purchases from related parties</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Solvay Şişecam Holding AG	349.717	307.318
Şişecam Enerji A.Ş.	217.364	1.768
Cam Elyaf Sanayii A.Ş.	23.518	6
Rudnik Krechnjaka Vijenac D.O.O.	16.567	15.764
Camiş Madencilik A.Ş.	13.420	1
Fabrika Cementa Lukavac D.D.(FCL)	-	19
Trakya Cam Sanayii A.Ş.	-	-
	<b>620.586</b>	<b>324.876</b>
<b>Interest income from related parties</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
T.İş Bankası A.Ş.	40.225	33.174
T.Şişe ve Cam Fabrikaları A.Ş.	33.547	21.144
Şişecam Enerji A.Ş.	21	-
Cam Elyaf Sanayii A.Ş.	7	1
Trakya Cam Sanayii A.Ş.	-	39
Anadolu Cam Sanayii A.Ş.	-	23
Paşabahçe Cam San. ve Tic. A.Ş.	-	3
Camiş Madencilik A.Ş.	-	3
Trakya Yenişehir Cam Sanayii A.Ş.	-	1
	<b>73.800</b>	<b>54.388</b>

Group's receivables and payables that are not trade-related are the result of funds lent or funds received to meet the financing requirements of the Group and other Türkiye Şişe ve Cam Fabrikaları A.Ş. Group Companies within the year. Receivables and payables that are not trade-related do not have a certain maturity date. At the end of the accounting periods, the Company accrues interest to these accounts, using monthly current account interest rate being specified by Türkiye Şişe ve Cam Fabrikaları A.Ş. Group in consideration of both the developments in money markets and the evaluations made within the Group. In accordance with the above, monthly current account interest rate has been applied as 0.925% for December 2019 (December 2018: 2.09%).

<b>Other income from related parties</b>	<b>1 January - 31 December 2019</b>	<b>1 January - 31 December 2018</b>
Solvay Şişecam Holding AG <sup>(1)</sup>	5.381	5.208
Camiş Madencilik A.Ş. <sup>(2)</sup>	3.922	2.928
Paşabahçe Cam San. ve Tic. A.Ş.	1.056	171
Rudnik Krechnjaka Vijenac D.O.O.	837	539
T.Şişe ve Cam Fabrikaları A.Ş.	257	157
Trakya Cam Sanayii A.Ş.	160	356
Fabrika Cementa Lukavac D.D.(FCL) <sup>(2)</sup>	149	6.204
Cam Elyaf Sanayii A.Ş.	191	1.252
Anadolu Cam Sanayii A.Ş.	14	-
Şişecam Enerji A.Ş.	12	-
Şişecam Dış Ticaret A.Ş.	9	4
SC Glass Trading B.V.	-	96
T.İş Bankası A.Ş.	-	16
	<b>11.988</b>	<b>16.931</b>

- (1) Revenue from Solvay Sodi, for the technical advisory service.  
(2) Revenue from sale of hard coal dust.

<b>Service expenses to related parties</b>	<b>1 January - 31 December 2019</b>	<b>1 January - 31 December 2018</b>
T.Şişe ve Cam Fabrikaları A.Ş.	32.283	22.462
	<b>32.283</b>	<b>22.462</b>

<b>Interest expenses to related parties</b>	<b>1 January - 31 December 2019</b>	<b>1 January - 31 December 2018</b>
T.Şişe ve Cam Fabrikaları A.Ş.	95.229	3.037
T.İş Bankası A.Ş.	57.774	130
Şişecam Dış Ticaret A.Ş.	10.243	3.172
T.Sınai Kalkınma Bankası A.Ş.	100	508
Çayırova Cam Sanayii A.Ş.	6	-
Şişecam Otomotiv A.Ş.	2	-
Cam Elyaf Sanayii A.Ş.	2	28
Trakya Cam Sanayii A.Ş.	2	-
Şişecam Enerji A.Ş.	-	1
	<b>163.358</b>	<b>6.876</b>

<b>Other expenses to related parties</b>	<b>1 January - 31 December 2019</b>	<b>1 January - 31 December 2018</b>
Türkiye Şişe ve Cam Fabrikaları A.Ş.	65.974	31.460
Şişecam Dış Ticaret A.Ş.	10.600	8.709
Rudnik Krecnjaka Vijenac D.O.O.	1.735	1.323
T.İş Bankası A.Ş.	1.599	1.078
İş Gayrimenkul Yatırım Ort. A.Ş. <sup>(1)</sup>	1.570	1.177
İş Merkezleri Yönetim ve İşletim A.Ş. <sup>(2)</sup>	767	601
Anadolu Anonim Türk Sigorta A.Ş.	657	939
Şişecam Enerji A.Ş.	502	845
İş Portföy Yönetimi A.Ş.	337	288
Çayırova Cam Sanayii A.Ş.	224	-
Şişecam Flat Glass İtaly S.R.L	121	-
SC Glass Trading B.V.	69	-
Solvay Şişecam Holding AG	31	46
İş Yatırım Menkul Değerler A.Ş.	25	-
Paşabahçe Mağazaları A.Ş.	18	12
Cam Elyaf Sanayii A.Ş.	13	-
Trakya Glass Bulgaria EAD	9	1
Paşabahçe Bulgaria EAD	2	-
Trakya Cam Sanayii A.Ş.	-	6
Fabrika Cementa Lukavac D.D.(FCL)	-	4.732
Anadolu Cam Sanayi A.Ş.	-	101
Anadolu Hayat Emeklilik Sigorta A.Ş.	-	67
Paşabahçe Cam San. ve Tic. A.Ş.	-	45
	<b>84.253</b>	<b>51.430</b>

- (1) Between the dates of 1 January - 31 December 2019, lease payments made for the offices in Tuzla ŞİŞECAM Head Office has been TRY 1,553,000 (1 January-31 December 2018: TRY 1,156,000). According to the TFRS-16 "Lease Transactions" standard which entered into force as of 1 January 2019, TRY 491,000 were booked as depreciation expense and TRY 1,418,000 were booked as interest expense, total expenses being TRY 1,909,000.
- (2) These are administrative and operation expenses of the company offices in Şişecam Head Office.

<b>Key management compensation benefits</b>	<b>1 January - 31 December 2019</b>	<b>1 January - 31 December 2018</b>
Parent	6.398	6.238
Consolidated entities	4.127	2.876
	<b>10.525</b>	<b>9.114</b>

Key management personnel of the Company are board members, general manager, directors, assistant general managers, and vice presidents. Between the dates of 1 January-31 December 2019 and 1 January-31 December 2018, there has not been any retirement social aid, dismissal compensation, resignation benefits, share-based payments and other long term benefits paid or granted to senior executives.

#### **f) Acquired Company 5 - TRAKYA CAM:**

The Group's parent company is Türkiye Şişe ve Cam Fabrikaları A.Ş., and the ultimate parent company is Türkiye İş Bankası A.Ş. Transactions carried out between the Company and its affiliates are eliminated during consolidation. Therefore, they are not explained in this note.

Details of the transactions carried out between the Group and other related parties are as follows.

<b>Deposits held on related parties</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Türkiye İş Bankası A.Ş.		
- Time deposit	3,434,644	1,076,248
- Demand deposit	252,476	75,168
	<b>3,687,120</b>	<b>1,151,416</b>
İşbank AG		
- Demand deposits	1,935	1,171
	<b>1,935</b>	<b>1,171</b>
	<b>3,689,055</b>	<b>1,152,587</b>

<b>Due to related parties</b>	<b>31 December 2019</b>	<b>31 December 2018</b>
Şişecam Holding (*)	2,292,740	1,320,966

(\*) On 9 May 2013, Şişecam Holding issued fixed interest rate bonds in the nominal amount of 500,000 US Dollar, the term being 7 years to mature in May 2020. Interest rate of the bond is 4.25%. Funds obtained with this bond issue, 250,000,000

US Dollar were transferred to the Group with the same conditions. The Group companies have provided their exclusive guarantees for the funding, as covering the principal amount, interest and similar payments. On 29 March 2019, 200,000,000 US Dollar (Group's share being 100,000,000 US Dollar) principal repayment was made, and the remaining principal will be repaid on the maturity date. Additionally, on 14 March 2019, Şişecam Holding issued bonds in the nominal amount of 550,000,000 US Dollar, and on 28 March 2019, issued bonds in the nominal amount of 150,000,000 US Dollar, totaling 700,000,000 Dollar, the term of both of them being 7 years, to mature on 14 March 2026. Interest rate of the bonds is 6.95%. Principal will be repaid on the maturity date. Funds obtained with this bond issue, 233,000,000 US Dollar were transferred to the Group with the same conditions. The Group companies have provided their exclusive guarantees for the funding, as covering the principal amount, interest and similar payments. Out of the balance of the period, TRY 924,097,000 are short term, and TRY 1,368,643,000 are long term.

	31 December 2019	31 December 2018
<b>Held to maturity financial investments</b>		
Türkiye İş Bankası A.Ş.	261,961	231,747
Türkiye Sınai Kalkınma Bankası A.Ş.	134,876	121,396
	<b>396,837</b>	<b>353,143</b>

Coupon interest rates and nominal values of held to maturity financial investments cost are as follows:

Bond Issuer	ISIN Code	Coupon Interest Rate (%)	31 December 2019	31 December 2018
			Nominal Amount (thousand USD)	Nominal Amount (thousand USD)
Türkiye İş Bankası A.Ş.	XS1390320981	5.3750%	15,982	15,982
Türkiye İş Bankası A.Ş.	XS1079527211	5.0000%	15,374	15,374
Türkiye İş Bankası A.Ş.	XS1508390090	5.5000%	12,000	12,000
Türkiye İş Bankası A.Ş.	XS1578203462	6.1250%	550	550
			<b>43,906</b>	<b>43,906</b>
Türkiye Sınai Kalkınma Bankası A.Ş.	XS1219733752	5.1250%	6,350	6,350
Türkiye Sınai Kalkınma Bankası A.Ş.	XS1412393172	4.8750%	16,287	16,287
Türkiye Sınai Kalkınma Bankası A.Ş.	XS1117601796	5.3750%	410	410
			<b>23,047</b>	<b>23,047</b>

Group's receivables and payables that are not trade-related are the result of funds lent or funds received to meet the financing requirements of the Group and other Şişecam Holding Companies within the year. Receivables and payables that are not trade-related do not have a certain maturity date. At the end of the accounting periods, Şişecam Group accrues interest to these accounts, using monthly current account interest rate being specified by the Group in consideration of both the developments in money markets and the evaluations made within Şişecam Holding. In accordance with the above, monthly current account interest rate has been applied as 0.93% for December 2019 (31 December 2018: 2.09%).

	31 December 2019	31 December 2018
<b>Other receivables from related parties</b>		
Paşabahçe Bulgaria EAD	37,783	23,234
Türkiye Şişe ve Cam Fabrikaları A.Ş.	13,304	97,825
Şişecam Sigorta Aracılık Hizmetleri A.Ş.	2,163	1,659
Camiş Elektrik Üretim A.Ş.	384	466
Other	4,028	5,416
	<b>57,662</b>	<b>128,600</b>

	31 December 2019	31 December 2018
<b>Trade payables to related parties</b>		
Şişecam Bulgaria EOOD	27,623	25,130

Soda Sanayii A.Ş.	21,205	28,288
Şişecam Dış Ticaret A.Ş.	12,114	5,449
Şişecam Enerji A.Ş.	9,961	8,250
Camiş Elektrik Üretim A.Ş.	4,971	3,718
Camiş Madencilik A.Ş.	4,360	6,507
Other	11,994	6,251
	<b>92,228</b>	<b>83,593</b>

	<b>31 December</b>	<b>31 December</b>
	<b>2019</b>	<b>2018</b>
<b>Other payables to related parties</b>		
Türkiye Şişe ve Cam Fabrikaları A.Ş.	204,574	81,836

	<b>1 January-</b>	<b>1 January-</b>
	<b>31 December</b>	<b>31 December</b>
	<b>2019</b>	<b>2018</b>
<b>Interest income from related parties</b>		
T. İş Bankası A.Ş.	26,000	13,377
Türkiye Şişe ve Cam Fabrikaları A.Ş.	59,895	48,103
Other	5,331	2,256
	<b>91,226</b>	<b>63,736</b>

	<b>1 January-</b>	<b>1 January-</b>
	<b>31 December</b>	<b>31 December</b>
	<b>2019</b>	<b>2018</b>
<b>Interest expenses to related parties</b>		
Türkiye Şişe ve Cam Fabrikaları A.Ş.	15,134	8,761
T. İş Bankası A.Ş.	315	401
Şişecam Dış Ticaret A.Ş.	50	172
Soda Sanayii A.Ş.	-	40
Other	53	99
	<b>15,552</b>	<b>9,473</b>

	<b>1 January-</b>	<b>1 January-</b>
	<b>31 December</b>	<b>31 December</b>
	<b>2019</b>	<b>2018</b>
<b>Other income from related parties</b>		
Paşabahçe Bulgaria EAD (*)	56,634	40,334
Türkiye Şişe ve Cam Fabrikaları A.Ş.	9,281	5,278
OOO Ruscam Glass Packaging Holding	146	676
Other	5,361	5,805
	<b>71,422</b>	<b>52,093</b>

(\*) Sale of materials to Paşabahçe Bulgaria EAD.

	<b>1 January-</b>	<b>1 January-</b>
	<b>31 December</b>	<b>31 December</b>
	<b>2019</b>	<b>2018</b>
<b>Other expense to related parties</b>		
Soda Sanayii A.Ş. (1)	171,970	132,402
Türkiye Şişe ve Cam Fabrikaları A.Ş.	158,232	87,642
Camiş Madencilik A.Ş. (2)	147,482	114,024
Şişecam Bulgaria EOOD (3)	128,153	132,180
Şişecam Enerji A.Ş.	100,210	58,296
Camiş Elektrik Üretim A.Ş.	42,586	32,396
İş Gayrimenkul Yatırım Ortaklığı A.Ş.	3,471	2,613
Other	48,666	23,281
	<b>800,770</b>	<b>582,834</b>

- (1) Soda purchases from Soda Sanayii.  
(2) Sand purchases from Camiş Madencilik.  
(3) Soda purchases from Sisecam Bulgaria EOOD.

	1 January- 31 December 2019	1 January- 31 December 2018
<b>Benefits provided to key management</b>		
Parent (Holding)	7,873	5,987
Consolidated entities	23,312	22,926
	<b>31,185</b>	<b>28,913</b>

**18.2. Information on the share of the transactions with the related parties within the net sales revenue of the companies involved in the merger<sup>25</sup>:**

**a) Acquiring Company - ŞİŞECAM:**

As of 31 December 2019, net sales revenue of ŞİŞECAM (solo) is TRY 18,058,686,000 and the share of the sales to the related parties is 0%.

**b) Acquired Company 1 - ANADOLU CAM:**

Net sales revenue of ANADOLU CAM is TRY 4,307,225,000.

	Sales to the Related Party (TRY)	Rate (%)
PAŞABAHÇE Mağazaları A.Ş.	6,736,000	0.1564
Paşabahçe Cam Sanayii ve Tic. A.Ş.	212,000	0.0049
Trakya Cam Sanayii A.Ş.	3,000	0.0001
<b>TOTAL</b>	<b>6,951,000</b>	<b>0.1614</b>

**c) Acquired Company 2 - DENİZLİ CAM:**

As of 31 December 2019, net sales revenue of DENİZLİ CAM is TRY 132,360,656.

	Sales to the Related Party (TRY)	Rate (%)
Paşabahçe Cam Sanayii ve Ticaret A.Ş.	130,531,808	98.6183
Türkiye Şişe ve Cam Fabrikaları A.Ş.	735,635	0.5558
Şişecam Çevre Sistemleri A.Ş.	137,201	0.1037
Other	20,260	0.0153
<b>TOTAL</b>	<b>131,424,904</b>	<b>99.2930</b>

<sup>25</sup> Figures in this Section 18.2 (Share of the transactions with the related parties within the net sales revenue of the companies involved in the merger) are expressed as TRY 1 (one).



**d) Acquired Company 3 - PAŞABAHÇE:**

As of 31 December 2019, net sales revenue of PAŞABAHÇE is TRY 3,019,518,000.

	<b>Sales to the Related Party (TRY)</b>	<b>Rate (%)</b>
Anadolu Cam Sanayii A.Ş.	225,000	0.0075
Trakya Glass Bulgaria EAD	3,447,000	0.1142
Şişecam Otomotiv A.Ş.	18,000	0.0006
Trakya Cam Sanayii A.Ş.	63,000	0.0021
Şişecam Çevre Sistemleri A.Ş.	662,000	0.0219
Türkiye Şişe ve Cam Fabrikaları A.Ş.	1,425,000	0.0472
Other	41,000	0.0014
<b>TOTAL</b>	<b>5,881,000</b>	<b>0.1948</b>

**e) Acquired Company 4 - SODA SANAYİİ:**

As of 31 December 2019, net sales revenue of SODA SANAYİİ is TRY 4,182,491,000.

	<b>Sales to the Related Party (TRY)</b>	<b>Rate (%)</b>
Şişecam Enerji A.Ş.	185,075,000	4.425
Trakya Cam Sanayii A.Ş.	165,125,000	3.948
Trakya Glass Bulgaria EAD	69,288,000	1.657
Anadolu Cam Sanayii A.Ş.	68,495,000	1.638
Şişecam Flat Glass Italy SRL	52,212,000	1.248
PAŞABAHÇE Bulgaria EAD	23,451,000	0.561
Şişecam Flat Glass India Limited	20,863,000	0.499
Paşabahçe Cam Sanayii ve Tic A.Ş.	13,770,000	0.329
Şişecam Flat Glass South Italy SRL	12,066,000	0.288
Saint Gobain Glass Egypt SAE	11,921,000	0.285
Paşabahçe Egypt Glass Manufacturing SAE	8,767,000	0.210
Denizli Cam Sanayii ve Tic A.Ş.	847,000	0.020

JSC Mina	259,000	0.006
<b>TOTAL</b>	<b>632,139,000</b>	<b>15.114</b>

**f) Acquired Company 5 - TRAKYA CAM:**

As of 31 December 2019, net sales revenue of TRAKYA CAM is TRY 6,650,648,000 and the share of the sales to the related parties is 0%.

**19. OTHER INFORMATION ON THE COMPANIES INVOLVED IN THE MERGER**

**19.1. Information on the capital of the companies involved in the merger**

**a) Acquiring Company - ŞİŞECAM:**

Issued Capital: TRY 2,250,000,000

**b) Acquired Company 1 - ANADOLU CAM:**

Issued Capital: TRY 750,000,000

**c) Acquired Company 2 - DENİZLİ CAM:**

Issued Capital: TRY 15,000,000

**d) Acquired Company 3 - PAŞABAĞÇE:**

Principal Capital: TRY 224,117,049

**e) Acquired Company 4 - SODA SANAYİİ:**

Issued Capital: TRY 1,000,000,000

**f) Acquired Company 5 - TRAKYA CAM:**

Issued Capital: TRY 1,250,000,000

**19.2. Upper limit of the registered capital of the companies involved in the merger**

**a) Acquiring Company - ŞİŞECAM:**

Upper limit of registered capital: TRY 4,000,000,000

**b) Acquired Company 1 - ANADOLU CAM:**

Upper limit of registered capital: TRY 2,000,000,000

**c) Acquired Company 2 - DENİZLİ CAM:**

Upper limit of registered capital: TRY 25,000,000

**d) Acquired Company 3 - PAŞABAĞCI:**

The company is not subject to the registered capital system.

**e) Acquired Company 4 - SODA SANAYİİ:**

Upper limit of registered capital: TRY 2,500,000,000

**f) Acquired Company 5 - TRAKYA CAM:**

Upper limit of registered capital: TRY 3,000,000,000

**19.3. Information on the number and characteristics of the shares that do not represent the capital of the companies involved in the merger, such as founder shares and non-voting shares**

**a) Acquiring Company - ŞİŞECAM:**

There are not any non-voting shares at ŞİŞECAM.

**b) Acquired Company 1 - ANADOLU CAM:**

There are 4,709 non-voting founder shares at ANADOLU CAM.

As explained under 22.14 below, non-voting founder shares at ANADOLU CAM shall be purchased from their shareholders under Article 140, paragraph 5 of the TCC. The purchase

price shall be TRY 24,750 per non-voting founder share, which is based on the fair value calculated in the Valuation Expert's Report. Consequently, these ANADOLU CAM non-voting founder shares will be canceled.

If ANADOLU CAM decides to pay dividends, these shareholders receive dividends as per article 29//3(c) of the articles of association under the heading of "Profit Distribution ".

**c) Acquired Company 2 - DENİZLİ CAM:**

There are not any non-voting shares at DENİZLİ CAM.

**d) Acquired Company 3 - PAŞABAĞÇE:**

There are not any non-voting shares at PAŞABAĞÇE.

**e) Acquired Company 4 - SODA SANAYİİ:**

There are not any non-voting shares at SODA SANAYİİ.

**f) Acquired Company 5 - TRAKYA CAM:**

There are not any non-voting shares at TRAKYA CAM.

**19.4. Concerning the companies involved in the merger; number, book value and nominal value of the shares that are owned directly by the company in question, or shares that are held on behalf of them, or the shares of those companies that are owned by their affiliates**

Concerning the companies involved in the merger; number, book value and nominal value of the shares that are owned directly by the company in question, or shares that are held on behalf of them, or the shares of those companies that are owned by their affiliates are as follows, as of 31 December 2019:

**a) Acquiring Company - ŞİŞECAM:**

Among its financial assets, ŞİŞECAM (solo) has the ANADOLU CAM shares indicated below.

**ANADOLU CAM Group A Shares**

Number of shares: 56,704,158,094  
Book value: TRY 541,000,594.62  
Nominal value: TRY 567,041,580.94

**ANADOLU CAM Group B Shares**

Number of shares: 1,248,610,393  
Book value: TRY 11,912,688.37  
Nominal value: TRY 12,486,103.93

Among its financial assets, ŞİŞECAM (solo) has the PAŞABAHÇE shares indicated below.

Number of shares: 222,937,761  
Book value: TRY 1,503,411,738.11  
Nominal value: TRY 222,937,761

Among its financial assets, ŞİŞECAM (solo) has the SODA SANAYİİ shares indicated below.

Number of shares: 62,021,672,528  
Book value: TRY 759,437,088.29  
Nominal value: TRY 620,216,725.28

Among its financial assets, ŞİŞECAM (solo) has the TRAKYA CAM shares indicated below.

Number of shares: 87,936,046,609  
Book value: TRY 913,289,823.24  
Nominal value: TRY 879,360,466.09

**b) Acquired Company 1 - ANADOLU CAM:**

None.

**c) Acquired Company 2 - DENİZLİ CAM:**

None.

**d) Acquired Company 3 - PAŞABAHÇE:**

Among its financial assets, PAŞABAHÇE has the DENİZLİ CAM shares indicated below.

Number of shares: 764,999,998  
Book value: TRY 28,154,764.78  
Nominal value: TRY 7,649,999.98

**e) Acquired Company 4 - SODA SANAYİİ:**

None.

**f) Acquired Company 5 - TRAKYA CAM:**

None.

**19.5. Information on the capital market instruments of the companies involved in the merger, such as warrants, convertible bonds, exchangeable bonds; the quantity of these instruments, and the rules applied in cases of conversion, sale or exchange**

**a) Acquiring Company - ŞİŞECAM:**

Bonds with nominal value of 299,920,000 US Dollar, issued by ŞİŞECAM on 9 May 2013 as per the CMB Resolution no. 29833736-105.03.01-14.62, dated 6 May 2013, were fully redeemed on 11 May 2020. ŞİŞECAM holds bonds with nominal value of \$700,000,000, issued as \$550,000,000 and \$150,000,000 bonds on 14 March 2019 and 28 March 2019 as per the CMB Resolution no. 19/546, dated 27 April 2018, with redemption date of 14 March 2026 for both. These bonds are listed on the Ireland Exchange. The coupon interest rate of bonds with nominal value of 700,000,000 US Dollar that will mature in 2026 is 6.95% (effective interest rate: 7.32%). Coupon payments are made semi-annually, in equal installments.

Total funds obtained with these 7-year borrowing instruments (bonds) issued on 9 May 2013, 14 March 2019 and 28 March 2019 is 999,920,000 US Dollar. Out of this amount, 799,936,000 USD Dollar were transferred as follows: 383,293,333 US Dollar to TRAKYA CAM, 199,984,000 US Dollar to ANADOLU CAM, 140,000,000 US Dollar to PAŞABAHÇE, and 76,658.67 US Dollar to SODA SANAYİİ. These transfers are made in return for the guarantee received from the subsidiaries, stating that they will pay the principal, interest and similar amounts corresponding to the amount that they have received.

**b) Acquired Company 1 - ANADOLU CAM:**

Funds amounting to 100,000,000 US Dollar were obtained by ŞİŞECAM through the bond issue dated 11 May 2013, redemption date being 11 May 2020, and fixed interest rate being 4.25%, and

these funds were transferred to ANADOLU CAM under the same conditions. ANADOLU CAM provided an exclusive guarantee for the principal amount, interest and similar payments for this funding. Out of the nominal value of this debt, 40,016,000 US Dollar were repaid on 29 March 2019, before the redemption date. The remaining nominal amount of 59,984,000 US Dollar was repaid on the redemption date of 11 May 2020.

Total nominal value of ŞİŞECAM bonds is 700,000,000 US Dollar, the maturity is 7 years, issue date is 28 March 2019, redemption date is 14 March 2026, and the coupon rate is 6.95%. Following the bond issue, funds amounting to 140,000,000 US Dollar were transferred to ANADOLU CAM under the same conditions. ANADOLU CAM provided an exclusive guarantee for the principal amount, interest and similar payments for this funding.

As of 31 December 2019, in relation to the bond issue by ŞİŞECAM, the amount of the funds allocated to ANADOLU CAM under the payment guarantee is TRY 1,196,464,000 (including principal, interest, issue differential, commission).

**c) Acquired Company 2 - DENİZLİ CAM:**

There are not any bonds or similar borrowing instruments at DENİZLİ CAM.

**d) Acquired Company 3 - PAŞABAĞÇE:**

Total nominal value of ŞİŞECAM bonds is 700,000,000 US Dollar, the maturity is 7 years, issue date is 28 March 2019, redemption date is 14 March 2026, and the coupon rate is 6.95%. Out of the funds obtained through this bond issue, 140,000,000 US Dollar were transferred to PAŞABAĞÇE under the same conditions. PAŞABAĞÇE provided an exclusive guarantee for the principal amount, interest and similar payments for this funding.

As of 31 December 2019, in relation to the bond issue by ŞİŞECAM, the amount of the funds allocated to PAŞABAĞÇE is TRY 838,102,000 (including principal, interest, issue differential, commission).

**e) Acquired Company 4 - SODA SANAYİİ:**

Funds amounting to 50,000,000 US Dollar were obtained by ŞİŞECAM through the bond issue dated 11 May 2013, redemption date being 11 May 2020, and fixed interest rate being 4.25%, and these funds were transferred to SODA SANAYİİ under the same conditions. SODA SANAYİİ provided an exclusive guarantee for the principal amount, interest and similar payments for this funding. Out of the nominal value of this debt, 21,008,000 US Dollar were repaid on 29 March

2019, before the redemption date. The remaining nominal amount of 29,992,000 US Dollar was repaid on the redemption date of 11 May 2020.

In summary, total nominal value of ŞİŞECAM bonds is 700,000,000 US Dollar, the maturity is 7 years, issue date is 28 March 2019, redemption date is 14 March 2026, and the coupon rate is 6.95%. Following the bond issue, funds amounting to 46,667,000 US Dollar were transferred to SODA SANAYİİ under the same conditions. SODA SANAYİİ provided an exclusive guarantee for the principal amount, interest and similar payments for this funding.

As of 31 December 2019, in relation to the bond issue by ŞİŞECAM, the amount of the funds allocated to SODA SANAYİİ under the payment guarantee is TRY 458,549,000 (including principal, interest, issue differential, commission).

**f) Acquired Company 5 - TRAKYA CAM:**

Funds amounting to 250,000,000 US Dollar were obtained by ŞİŞECAM through the bond issue dated 9 May 2013, redemption date being 11 May 2020, and fixed interest rate being 4.25%, and these funds were transferred to TRAKYA CAM under the same conditions. TRAKYA CAM provided an exclusive guarantee for the principal amount, interest and similar payments for this funding. Out of the nominal value of this debt, 200,000,000 US Dollar were repaid on 29 March 2019, before the redemption date. The remaining nominal amount of 50,000,000 US Dollar was repaid on the redemption date of 11 May 2020.

Total nominal value of ŞİŞECAM bonds is 700,000,000 US Dollar, the maturity is 7 years, issue date is 28 March 2019, redemption date is 14 March 2026, and the coupon rate is 6.95%. Following the bond issue, funds amounting to 233,000,000 US Dollar were transferred to TRAKYA CAM under the same conditions. TRAKYA CAM provided an exclusive guarantee for the principal amount, interest and similar payments for this funding.

As of 31 December 2019, in relation to the bond issue by ŞİŞECAM, the amount of the funds allocated to TRAKYA CAM under the payment guarantee is TRY 2,292,740,000 (including principal, interest, issue differential, commission).

**19.6. Information on the capital increases by the companies involved in the merger within the past twelve months, the resources of the capital increases, capital decreases, share**



**groups that were created/canceled and other transactions that have caused a change in the number of shares**

**a) Acquiring Company - ŞİŞECAM:**

None.

**b) Acquired Company 1 - ANADOLU CAM:**

None.

**c) Acquired Company 2 - DENİZLİ CAM:**

With its Resolution no. 49, dated 31 December 2018, DENİZLİ CAM Board of Directors decided to increase the Company's issued capital from TRY 6,000,000 to TRY 15,000,000 by providing the total of TRY 9,000,000 transferred to the capital account through paid cash increase. An application was filed with the CMB on 14 March 2019, and the approval of the application was announced in the CMB's bulletin no. 2019/45, dated 5 September 2019. Following the publication of the prospectus on the PDP on 5 September 2019 and completion of the capital increase, another application was then filed with the CMB on 18 October 2019 for the amendment to the relevant article of the Articles of Association regarding the Company's capital. On 24 October 2019, CMB approved this request to amend the relevant article of the Articles of Association regarding the Company's capital. The new capital of DENİZLİ CAM was registered with Denizli Trade Registry Office on 30 October 2019 and announced in the Turkish Trade Registry Gazette no. 9945, dated 6 November 2019.

**d) Acquired Company 3 - PAŞABAĞÇE:**

None.

**e) Acquired Company 4 - SODA SANAYİİ:**

None.

**f) Acquired Company 5 - TRAKYA CAM:**

None.

**19.7.If the companies involved in the merger have issued shares during the past twelve months by way of a public offering or allocated sale, information on the characteristics of these transactions, and the quantity and the characteristics of the shares issued as part of these transactions**

None.

**19.8.If the companies involved in the merger are currently listed on an exchange, information on which group of shares are being traded or on whether there is a pending application**

**a) Acquiring Company - ŞİŞECAM**

Traded in the Exchange under the ticker symbol SISE.

**b) Acquired Company 1 - ANADOLU CAM**

Group A shares are traded in the Exchange under the ticker symbol ANACM.

**c) Acquired Company 2 - DENİZLİ CAM**

Traded in the Exchange under the ticker symbol DENCM.

**d) Acquired Company 3 - PAŞABAĞÇE**

PAŞABAĞÇE is not listed on the Exchange.

**e) Acquired Company 4 - SODA SANAYİİ**

Traded in the Exchange under the ticker symbol SODA.

**f) Acquired Company 5 - TRAKYA CAM**

Traded in the Exchange under the ticker symbol TRKCM.

**19.9. Information on whether the new shares that will be issued as the result of the merger, and the shares of the companies involved in the merger will be listed on the exchange, if they will be listed, the conditions of listing, the market/platform/segment where these will be traded, and whether an application has been filed with the Exchange in this regard**

ŞİŞECAM shares that will be issued as the result of the merger will be traded in BIST STARS market. There is no application to the stock market.

**19.10. Significant information about the articles of association and internal directives of the companies involved in the merger**

**a) Acquiring Company - ŞİŞECAM:**

ŞİŞECAM articles of association complies with the TCC, CML and other capital markets regulations, including the corporate governance principles. ŞİŞECAM articles of association are accessible both at the Company's website, and the Public Disclosure Platform.

Internal directive on the rules and procedures for the functioning of ŞİŞECAM general assembly was approved in the general assembly meeting dated April 3, 2013, and was announced in the Turkish Trade Registry Gazette no. 8298, dated April 11, 2013.

ŞİŞECAM internal directive which is prepared according to Articles 367 and 371 of the TCC was approved in the board of directors meeting no. 122, dated November 20, 2014, and was announced in the Turkish Trade Registry Gazette no. 8707, dated December 3, 2014.

**b) Acquired Company 1 - ANADOLU CAM:**

ANADOLU CAM articles of association complies with the TCC, CML and other capital markets regulations, including the corporate governance principles. ANADOLU CAM articles of association are accessible both at the Company's website, and the Public Disclosure Platform.

Internal directive on the rules and procedures for the functioning of ANADOLU CAM general assembly was approved in the general assembly meeting dated April 8, 2013, and was announced in the Turkish Trade Registry Gazette no. 8311, dated May 2, 2013.

ANADOLU CAM internal directive which is prepared according to Articles 367 and 371 of the TCC was approved in the board of directors meeting no. 54, dated November 13, 2014, and was announced in the Turkish Trade Registry Gazette no. 8713, dated December 11, 2014.

**c) Acquired Company 2 - DENİZLİ CAM:**

DENİZLİ CAM articles of association complies with the TCC, CML and other capital markets regulations, including the corporate governance principles. The Articles of Association of the Acquired Company 2 are accessible both at the Company's website and the Public Disclosure Platform.

Internal directive on the rules and procedures for the functioning of DENİZLİ CAM general assembly was approved in the general assembly meeting dated April 16, 2013, and was announced in the Turkish Trade Registry Gazette no. 8305, dated April 22, 2013.

DENİZLİ CAM internal directive which is prepared according to Articles 367 and 371 of the TCC was approved in the board of directors meeting no. 2014/20, dated December 22, 2014, and was announced in the Turkish Trade Registry Gazette no. 8741, dated January 21, 2015.

**d) Acquired Company 3 - PAŞABAĞÇE:**

PAŞABAĞÇE's Articles of Association comply with the TCC. PAŞABAĞÇE's Articles of Association are accessible at the Company's website.

Internal directive on the rules and procedures for the functioning of PAŞABAĞÇE general assembly was approved in the general assembly meeting dated March 28, 2013, and was announced in the Turkish Trade Registry Gazette no. 8304, dated April 19, 2013.

PAŞABAĞÇE internal directive which is prepared according to Articles 367 and 371 of the TCC was approved in the board of directors meeting no. 31, November 4, 2014, and was announced in the Turkish Trade Registry Gazette no. 8697, dated November 19, 2014.

**e) Acquired Company 4 - SODA SANAYİİ:**

SODA SANAYİİ's Articles of Association comply with the TCC, CML and other capital markets regulations, including the corporate governance principles. SODA SANAYİİ's Articles of Association are accessible both at the Company's website and the Public Disclosure Platform.

Internal directive on the rules and procedures for the functioning of SODA SANAYİİ general assembly was approved in the general assembly meeting dated April 10, 2013, and was announced in the Turkish Trade Registry Gazette no. 8306, dated April 24, 2013.

SODA SANAYİİ internal directive which is prepared according to Articles 367 and 371 of the TCC was approved in the board of directors meeting no. 59, dated November 21, 2014, and was announced in the Turkish Trade Registry Gazette no. 8708, dated December 4, 2014.

**f) Acquired Company 5 - TRAKYA CAM:**

TRAKYA CAM's Articles of Association comply with the TCC, CML and other capital markets regulations, including the corporate governance principles. TRAKYA CAM's Articles of Association are accessible both at the Company's website and the Public Disclosure Platform.

Internal directive on the rules and procedures for the functioning of TRAKYA CAM general assembly was approved in the general assembly meeting dated April 5, 2013, and was announced in the Turkish Trade Registry Gazette no. 8302, dated April 17, 2013.

TRAKYA CAM internal directive which is prepared according to Articles 367 and 371 of the TCC was approved in the board of directors meeting no. 43, dated December 9, 2014, and was announced in the Turkish Trade Registry Gazette no. 8724, dated December 26, 2014.

**19.11. Subject matter and the activities of the companies involved in the merger, by referring to the related article in the Articles of associationA**

**a) Acquiring Company - ŞİŞECAM:**

ŞİŞECAM's purpose and subject, specified in article 4 of the Articles of Association, are as follows:

***PURPOSE AND SUBJECT MATTER***

***Article 4:***

***A ) Purpose of the Company:***

*The purpose of the Company is to establish, operate and develop glass industry and auxiliary and complementary industries which are related to this industry.*

*Moreover, purposes of the Company also include managing the investment, financing, organization and management issues of stock corporations it partakes in capital or management wise which are established or to be established collectively, together and mutually, spreading the risk by entering fields other than the glass industry, ensuring the security of investments against conjunctural movements and thus ensuring the development and sustainability of these companies, supporting the development of the capital market and thus national industry by encouraging the safe participation of the*

*savings of Company members and the public within the stock corporations in which it does and does not partake and organizing social services within and outside of the company.*

*B ) Subject Matter of the Company:*

*In order to actualise its purposes mentioned above, the Company may carry out the following;*

- a) The Company establishes auxiliary and complementary industries that directly or indirectly relate to all kinds of glass, glassware and glass industry (and/or substitute industry), takes measures for their development and progress and operates them.*
- b) The Company may partake in the capital and management of all kinds of industrial and commercial companies both domestic and foreign which operate in any field, whether established or to be established.*
- c) The Company may purchase securities such as government bonds (including treasury bills), private sector bonds, profit and loss sharing certificates, bank certificates of deposit so long as they are not in the nature of intermediation activities or portfolio management according to the Capital Markets Law.*
- d) On condition that they are not in the nature of investment services or activities, the Company may transfer its current share certificates (or shares) or other securities to others, swap them with other share certificates (and/or shares) and/or other securities, pledge them, buy or sell share certificates and hold in pledge the share certificates (or shares) or other securities of other shareholders.*
- e) The Company may provide guarantee for the establishment, capital increase, bank loans and bond-commercial bill issuance and other debts of stock corporations of which capital and/or management it directly or indirectly partakes in. Principles defined within the scope of capital market legislation are complied with in relation to the Company providing guarantee, warranty and collaterals in favor of itself and 3rd parties and the allocation of the right of pledge including mortgages.*
- f) The Company may take over all kinds of receivables arising from the sales of companies and their subsidiaries of which capital and management it partakes in, and transfer and/or endorse them to other institutions it partakes in or not.*
- g) The Company may own or lease immovable (including ships) and movables and intangible fixed assets (rights) in order to perform its purpose and sphere of activity, it may lease them to others fully or partially, it may transfer, assign or donate the immovable, movable and intangible fixed assets it owns, it may carry out all kinds of promissory and dispositive transactions related to real and intangible rights in accordance with servitude, usufruct, habitation rights and provisions of the civil law and other laws and it may perform disposition on the immovable whether with obligation or not.*
- h) The Company may borrow against mortgage or other collaterals or without collateral in relation to its purpose and scope, it may receive or give all kinds of collateral both in kind or personal for the collection or establishment of its rights and receivables (including*

mortgages), it may carry out registration and cancellation proceedings in relation to these before title deeds office and other various government agencies.

i) The Company may collaborate with domestic and foreign companies, it may establish all kinds of participations/partnerships with them and sign agreements based on sharing financial liabilities.

j) The Company may establish foundations with social purposes outside the structure of the Company in line with the provisions of law; it may partake in and aid such various foundations.

k) The Company may intermediate the collection and payments of and carry out financial and legal consulting, auditing and all kinds of other services for companies of which capital and management it directly or indirectly partakes in.

The Company may undertake works such as warehousing, transportation, project preparation, feasibility works, chemical-physical analyses, data processing, import, export, marketing, organization, training and planning of all kinds of enterprises of which capital and management it directly or indirectly partakes in.

The Company may open warehouses, stores, branches, representative offices, galleries and the like in its field both domestically and abroad in order to reach its purpose or offer franchises and dealerships.

Before the Turkish Patent Institute and other institutions both domestic and abroad; the Company may provide services on the registration of all kinds of industrial and intellectual property rights such as trademarks, patents, utility models, industrial designs, geographical marks and integrated circuit photographs and carry out all kinds of tasks and proceedings before these institutions and act as trademark and patent attorney for third parties.

l) The Company may engage in the exploration of all kinds of substances and mines in liquid, solid and gas form (including LPG), the closure, takeover or transfer and procurement and operation of mine sites and the execution of all proceedings in line with related laws and the purification, segregation, warehousing, distribution and trading of these substances and mines.

m) Apart from the affairs stated above, the Company may also carry out all kinds of agency business, advertisement-publicity, tourism investment and management.

n) The Company may make donations as part of social responsibility within the terms and conditions set forth by the Capital Markets Board. On condition that the maximum limit of donations is determined by the General Assembly, that donations exceeding this amount are not permitted, the donations are added to the distributable profit base, that regulations of the CMB on hidden income transfer are not violated, necessary material disclosures are made and donations made within the year are submitted to the shareholders' information at the General Assembly; it is possible to make donations in a manner that does not interrupt its own purpose and scope.

- o) Necessary permissions must be received from the Ministry of Trade and Capital Markets Board in case of any changes in the purpose and scope of the Company.*
- p) The Company is associated with the affairs and proceedings stated under subclauses a-o above and may carry out all kinds of proceedings for their facilitation.*

**b) Acquired Company 1 - ANADOLU CAM:**

ANADOLU CAM's purpose and subject, specified in article 4 of the Articles of Association, are as follows:

***SUBJECT MATTER OF THE COMPANY***

***Article 4:***

*The company's objectives are to establish and operate plants to manufacture common and special glass, bottles and industrial containers. The business / transactions which the company is authorized to perform for achieving these objectives are as follows:*

- a) To engage in the activities that are necessary to create a modern and efficient glass industry.*
- b) To create auxiliary or complementary industries that are directly or indirectly related to glass industry, to establish and operate facilities that are necessary for development, reformation and improvement of the aforementioned industries, to cooperate with real and legal persons, either based in Turkey or overseas.*
- c) To create and acquire utility models, industrial designs, permits, patents, licenses, privileges, brands and similar rights that are related to the subject matter of the company, and for the company's activities, to use these, to transfer to third persons partially or completely, to acquire these items from other persons, to execute technical know-how agreements.*
- d) To engage in the activities of selling and exporting the products stated in the first paragraph of this article, to establish warehouses, stores, exhibitions and similar ones for this purpose.*
- e) To carry out all kinds of commercial, financial, industrial transactions that are directly related to this purpose, to establish companies to increase the circulation of the products, to authorize other existing companies to sell the company's products.*
- f) To issue capital market instruments in the form of borrowing instruments.*
- g) To own the necessary immovable properties necessary to realize the subject matter of the company, to lease and sell these, to acquire and establish all kinds of real rights related to immovable properties including mortgage, to accept the mortgages that will be established in favor of the company, and to remove these. To provide the company's immovable properties as collateral, to lend and borrow money with the condition of not violating the legal regulations. To engage in contracting activities that are related to the subject matter of the company. The Company may provide guarantee for the establishment, capital increase, bank loans and bond-commercial bill issuance and other debts of stock corporations of which*



*capital and/or management it directly or indirectly partakes in. Principles defined within the scope of the capital market legislation are complied with in relation to the Company's provision of guarantee, warranty and collaterals in favor of itself and 3rd parties and the allocation of the right of pledge including mortgages.*

*h) To operate all kinds of mines and quarries related to the subject matter of the company, to obtain the necessary exploration and operating permits for these, to register exploration and operating privileges, to enter into partnership with the owners of any kind of permits and privileges, and to acquire these.*

*i) In addition to the above, the company can engage in other businesses that is deemed to have reputable and efficient, upon the proposal of the Board of Directors, and the Decision of the General Assembly.*

*j) The Company may make donations as part of social responsibility within the terms and conditions set forth by the Capital Markets Board.*

*It is possible to make donations in a way that does not interfere with the Company's purpose and subject, on condition that the maximum limit of donations is determined by the General Assembly, donations exceeding this amount are not made, the donations are added to the distributable profit base, regulations of the Capital Markets Law on hidden income transfer are not violated, necessary material disclosures are made, and donations made within the year are submitted to the shareholders' information at the General Assembly.*

*k) The regulations of the Capital Markets legislation regarding the hidden income transfer are reserved.*

**c) Acquired Company 2 - DENİZLİ CAM:**

DENİZLİ CAM's purpose and subject, specified in article 4 of the Articles of Association, are as follows:

**PURPOSE AND SUBJECT MATTER**

**Article 4-**

*The company's purpose and subject of activity are as follows;*

**A) Purpose of the Company:**

*1-To establish enterprises in the Glass Industry, in the industries that are auxiliary, complementary and substitute to the Glass Industry directly or indirectly, industries that are providing input to the Glass Industry, to develop the established enterprises, to acquire shares from existing enterprises.*

*2-When the economic conditions related to the subject matter of the company requires so, with the purpose to ensure the profitable growth and sustainability of the company by diversifying risks, and with the purpose to realize the company's potential, to engage in other industrial,*

*commercial and financial activities, to establish companies in these fields, to acquire shares from established companies.*

*3-To organize economic and social services within the company.*

*B) Sphere of Activity of the Company:*

*To accomplish its purposes, the Company can;*

*a- To establish glass production facilities of any kind,*

*b- To establish facilities for raw materials, semi-raw materials, semi-finished products and finished products related to these production activities,*

*c- To prospect for mines necessary for glass production, to operate these, to build facilities,*

*d- With the purpose to realize the production and activities mentioned above, to establish facilities in Turkey and overseas, to operate these, to procure the machinery, equipment and fittings required for these, to acquire the established ones partially or completely,*

*e- With the condition of not falling into the category of investment services and activities, to purchase, lease, hire out, sell, build, have others build movable and immovable properties as the Company's subject matter requires so, to acquire all kinds of real and material rights, the major ones being pledge, commercial enterprise pledge and mortgage,*

*f- The Company shall comply with the capital markets regulations when carrying out the following transactions: Bank letter of guarantee, bonds and personal guarantee that are requested from customers or other third persons as collateral for sales or other transactions; also, concerning immovable properties, accepting mortgages in favor of the Company, to remove an existing mortgage, the Company providing guarantees and collateral in favor of 3rd persons, and establishing pledge and mortgage on its assets.*

*g- to establish all kinds of economic enterprises for the execution of the aforementioned activities, open wholesale or retail stores, take over or participate in these kinds of enterprises partially or completely,*

*h- to conclude short- or long-term borrowing contracts in order to achieve any of the corporate purposes, to create, accept or endorse any kind of trade bills,*

*i- to engage in all kinds of activities including import, export, manufacturing, internal trade, commitment, brokerage, and insurance agency in relation with the aforementioned subjects,*

*j- The Board of Directors is authorized to establish a foundation with legal personality in accordance with the provisions of the Turkish Civil Code for the employees, retirees, partners and contract employees of Denizli Cam Sanayi ve Ticaret A.Ş.*

*k- According to the Capital Markets Law, the Company may purchase securities such as Government bonds (including Treasury bills), private sector bonds, profit and loss sharing certificates, provided that they are not related to investment services and activities.*

*l- The Company can make donations as part of social responsibility and in accordance with the procedures and principles specified by the Capital Markets Board.*

*It is possible to make donations in a way that does not interfere with the Company's purpose and subject, on condition that the maximum limit of donations is determined by the General*

*Assembly, donations exceeding this amount are not permitted, the donations are added to the distributable profit base, regulations of the CMB on hidden income transfer are not violated, necessary material disclosures are made, and donations made within the year are submitted to the shareholders' information at the General Assembly.*

*m- The regulations of the Capital Markets legislation regarding the hidden income transfer are reserved.*

**d) Acquired Company 3 - PAŞABAHÇE:**

PAŞABAHÇE's purpose and subject, specified in article 3 of the Articles of Association, are as follows:

***PURPOSE AND SUBJECT***

***Article 3-*** *Company's purpose and subject of activity are:*

*a) To produce all kinds of glassware, household glassware, bottles, flat glass, electric light bulbs, other glass and glass-made products and to create and operate an industry to produce these items, as well as taking a share in the created ones,*

*b) To create, operate and take a share in the glass industry and any auxiliary or complementary industries related with the glass industry in any way,*

*c) To create, operate and take a share in the industry of materials made of glass products,*

*ç) To conduct studies, to establish and take part in facilities to develop industries related to Glass Industry,*

*d) To engage in wholesale and retail marketing, export, import, commitment and representation and brokerage of glassware, household glassware, any kind of glass and glass-made commodities, household goods and necessities, white goods, electronic goods, and the like,*

*e) To acquire, transfer, take over and conclude license agreements for all kinds of industrial property rights related to the Company's subjects and useful for this activity such as patents, trademarks, designs; take over industrial property rights from third parties; to exchange license agreements, know-how and technical information, and cooperate in relation with them,*

*f) to perform all kinds of commercial, financial and industrial operations related to the subjects of the company, to partner with other companies engaged in such operations, to establish new companies to sell and increase the circulation of the products, to partner with the established companies, to conclude merchandising and exclusive sales contracts with third parties,*

*g) To engage in all kinds of sales, import and export operations related to the company's subjects and to open and operate stores, shops and warehouses related to the sales,*

*storage and standardization of the goods in its field of activity, to open exhibitions, to display its products,*

*h) To get and grant local and international franchises and distributorships,*

*i) To buy, lease, rent out, sell, build or have others to build properties and real estates required for the Company's purpose and subject of activity; to acquire all kinds of real and personal rights related to movables and real estates - especially pledge, commercial enterprise pledge, mortgage - and transfer them to third parties; to establish pledge, commercial enterprise pledge, mortgage rights for third parties; to exercise any rights of disposition on real estates, including subdivision and amalgamation; to terminate the real rights on movables and real estates such as pledges, mortgages, commercial enterprise pledge, and to cancel and repeal them from their registers,*

*k) to conclude service, proxy, agency, brokerage, commitment contracts and other contracts required by the Company's subject of activity; to get short, medium and long term loans, to borrow money; to issue, accept and endorse valuable papers,*

*l) The company may become a partner to domestic and / or foreign companies established and to be established. The company may purchase shares and/or other securities, sell existing stock certificates (or shares) or other securities, transfer and pledge them, or hold them in pledge, provided that they do not engage in portfolio management and brokerage activities,*

*m) The company may provide / accept all kinds of bail to / from other companies which mediate their exports and domestic sales, provide direct and indirect loans for their needs, or have direct and indirect capital relations with the company.*

*n) to engage in other undertakings required by the Company's purpose and subject of activity, to perform all kinds of industrial, commercial and other necessary procedures,*

*m) The Company may provide services on the registration of all kinds of industrial and intellectual property rights such as trademarks, patents, utility models, industrial designs, geographical marks and integrated circuit photographs at the Turkish Patent Institute and other local and international institutions and perform all related procedures and act as trademark and patent attorney for third parties.*

**e) Acquired Company 4 - SODA SANAYİİ:**

SODA SANAYİİ's purpose and subject of activity, specified in article 3 of the Articles of Association, are as follows:

**PURPOSE AND SUBJECT:**

**Article 3-**

*The Company's Purpose and Subject of Activity are as follows:*

- a) To produce soda ash, sodium bicarbonate and other soda chemicals, as well as sodium bichromate, chromic acid, basic chromium sulphate and other chromium chemicals and all kinds of chemicals; to establish or participate in plants for the production of other products; to produce heavy machinery.*
- b) To prospect for natural raw materials such as salt, limestone and chromite which are required for the production of soda-chromium chemicals, as well as other substances covered by mining law and to establish and operate facilities for their extraction.*
- c) To create, operate and participate in auxiliary and complementary industries that are related to SODA SANAYII in any way.*
- d) To conduct studies and establish, operate and participate in facilities as required for the improvement and reformation of an industry related to soda-chromium chemicals.*
- e) To carry out any auxiliary and complementary activities related in any way to SODA SANAYII and sales of its products.*
- f) The company can acquire patent, trademark, design, liberty, mastery, knowhow and other industrial property rights related to its fields of activity by directly registering or purchasing them; let others use these rights by a license agreement, transfer and alienate them; use such rights owned by others by license or know-how contracts.*
- g) To carry out all kinds of commercial, financial, industrial and promissory transactions related to the company's subjects of activity; to obtain the shares and bonds of other companies engaged in these transactions according to the Capital Markets Law, provided that they are not investment services and activities; to establish such companies or buy factories; to establish companies to increase the circulation of the products or to transfer sales rights and powers to existing companies; to get all kinds of loans from domestic and foreign institutions and banks.*
- h) To engage in all kinds of sales, import and export related to company's subjects of activity; to open distributorships, agencies, branches, stores, warehouses, display places and so on in and out of the country and establish an organization; and carry out marketing activities.*
- i) The Company can get into partnership with domestic and/or foreign companies established or to be established in and/or out of Turkey, without prejudice to the provisions of the Capital Market Legislation regarding the hidden income transfer. The Company may purchase, sell, transfer share certificates (or shares) or other securities; sell, transfer, pledge existing ones to others, or hold them in pledge, provided that they are not investment services and activities.*
- i) The company can purchase, sell, rent, operate all kinds of movable and immovable goods and vehicles in order to achieve its objectives; can pledge the movable and immovable properties of the company; can take movable and immovable pledges in favor*

*of the company, and cancel them when necessary; can acquire and exercise all kinds of real rights on the immovable properties; can perform all transactions on the immovable properties including taking and giving mortgages, amalgamation, subdivision, cancellation, establishment of easement right.*

*j) The Company may provide guarantee for the establishment, capital increase, bank loans and issuance of bonds/commercial bills and other debts of stock corporations in which the Company directly or indirectly partakes in the capital and/or management. The company complies with the principles defined as per capital market legislation for the provision of guarantee, warranty and collateral or the allocation of the right of pledge including mortgages in its own name and in favor of third parties.*

*n) The Company engages in the establishment, commissioning and lease of power plants; electricity generation; and the sale of the generated electricity and/or the capacity, as well as by-products including hot water, steam, demineralized water, heat, etc.*

*To actualize its purpose, the Company can perform the following activities in line with the related legislation regarding the electricity market:*

*1) to establish, commission, undertake, lease or rent out all kinds of facilities to generate electric energy,*

*2) to sell the generated electric energy and/or capacity to legal persons that possess wholesale license or supply license, legal persons that possess retail sales license and free consumers through bilateral agreements,*

*3) to enter into affiliate relations with distribution companies established or to be established with no controlling power,*

*4) to enter into participation relations with electricity generation companies established or to be established.*

*On the other hand, the Company may also engage in the following activities in relation with its purpose and subject, provided that they are limited to the activities of the company;*

*l) to rent, purchase and sell machinery and equipment in relation to its fields of activity at home and abroad,*

*m) to rent, purchase, sell and operate facilities in relation to its fields of activity,*

*n) to get long, medium and short-term loans from domestic or foreign companies and banks for the purpose of obtaining money for its own needs; to become joint debtors and joint guarantors or only guarantors,*

*o) to conclude contracts with domestic and/or foreign companies regarding its fields of activity, join tenders at home and abroad, and to make commitments,*

*ö) to ensure the administrative and technical organizations of existing or future companies in which it has joined as founder or took part,*

*p) to establish domestic and foreign private companies, capital companies, partnerships, and foreign capital companies, ordinary partnerships and business partnerships with real*

*persons, in relation to its field of activity; join established partnerships; purchase and sell their shares and bonds without intermediation,*

*r) to make industrial and commercial investments in its fields of activity,*

*s) The company can help and donate to foundations, associations, universities and similar institutions established for social purposes, without disrupting its own purpose and subject of activity, provided that the Capital Markets Board's regulations on the hidden income transfer are not violated, necessary material disclosures are made, and the donations made within the year are submitted to the shareholders' information at the General Assembly.*

*It is possible to make donations in a way that does not interfere with the Company's purpose and subject, on condition that the maximum limit of donations is determined by the General Assembly, donations exceeding this amount are not permitted, the donations are added to the distributable profit base, regulations of the CMB on hidden income transfer are not violated, necessary material disclosures are made, and donations made within the year are submitted to the shareholders' information at the General Assembly.*

*ş) In addition to the production activities of our company, to store the waste generated as a natural result of the processes at the sites which have been prepared in accordance with the environmental legislation and have received the necessary permissions; to close the sites in accordance with the environmental legislation once the regular storage process is completed.*

#### **f) Acquired Company 5 - TRAKYA CAM**

TRAKYA CAM's purpose and subject, specified in article 3 of the Articles of Association, are as follows:

#### ***PURPOSE AND SUBJECT***

##### ***Article 3-***

*The company's purpose and subject of activity are as follows; 1. To create, develop and participate in the glass industry and subsidiary, auxiliary, complementary and substitute industries that directly or indirectly relate to the glass industry, as well as industries that have an input relationship with these industries. 2. To engage in other industrial, commercial and financial activities in order to ensure the profitable growth and sustainability of the company by distributing risk and to fulfil its potential when the economic conjuncture related to its subject of activity requires so, and to establish a company in these areas and participate in established ones. 3. To organize economic and social services within the company. To accomplish its purposes, the Company can;*

*1- establish facilities and companies to carry out industrial, commercial and financial activities at home and abroad. They can join such companies that have already been established.*

*They can employ foreign experts or staff when necessary.*

*2- make all kinds of commercial, industrial and financial transactions related to the subjects of activity. They can undertake official and special commitments. They can participate in the capital of banks, insurance companies, and other financing institutions.*

*3- carry out domestic and international sales transactions of the Company and its subsidiaries. For this purpose, they can establish companies at home and abroad. They can participate in existing ones; open warehouses, stores, exhibitions, representative offices, etc. They can take the necessary measures for the internal and external supply, customs clearance, and storage of raw materials, auxiliary materials, packaging materials, energy, minerals, machinery-equipment, semi-products and products related to these companies' subjects of activity and establish a company for this purpose.*

*4- acquire the necessary rights such as privileges, permits, trademarks, licenses, patents, letter patents. They can transfer these to third parties at home and abroad.*

*5- have immovables and real rights to perform works included in their subjects of activity. They can dispose of them. They can rent out them. They can mortgage them; establish and cancel mortgages in favor of the Company on the properties of others or have any rights on them.*

*6- undertake construction commitments related to the Company's purpose and subject of activity.*

*7- engage in prospecting and operation of mines in direct and indirect relation with the Company's purpose and subject of activity.*

*8- establish research centers with respect to the Company's subject of activity. They can join such organizations.*

*9. become a partner to domestic and/or foreign companies established and to be established. The Company can purchase shares and/or other securities, provided that these are not investment services and activities. They can sell their existing shares (or shares) or other securities. They can transfer them to others. They can pledge them. They can hold them as pledge.*

*10- perform all kinds of logistics and transportation services related to the Company itself and Group companies to which it belongs, in the framework of aforementioned purposes and subjects of activity, and may engage in the following services for this purpose:*

*a- domestic and international transportation business by means of all kinds of land, sea and air vehicles.*

*b- cargo handling, port management and customs clearance procedures.*

*c- storage, warehousing, packaging and handling procedures.*



*d- franchising, distributorship, agency and brokering services and agreements in relation with the activities indicated under points a, b, c.*

*e- purchase, lease, repair & maintenance, trade and distributorship (including import) of land, sea and air vehicles to render aforementioned services. They may lease the land, sea and air vehicles they own to third parties and may operate them this way.*

*11- provide guarantee for the establishment, capital increase, bank loans and issuance of bonds/commercial bills and other debts of stock corporations in which the Company directly or indirectly partakes in the capital and/or management. The Company complies with the principles defined as per capital market legislation for the provision of guarantee, warranty and collateral or the allocation of the right of pledge including mortgages in its own name and in favor of third parties. The regulations of the Capital Markets legislation regarding the hidden income transfer are reserved.*

*12- can make donations as part of social responsibility within the terms and conditions set forth by the Capital Markets Board.*

*It is possible to make donations in a way that does not interfere with the Company's purpose and subject, on condition that the maximum limit of donations is determined by the General Assembly, donations exceeding this amount are not permitted, the donations are added to the distributable profit base, regulations of the CMB on hidden income transfer are not violated, necessary material disclosures are made, and donations made within the year are submitted to the shareholders' information at the General Assembly.*

*13- engage in the establishment, commissioning and lease of power plants; electricity generation; and the sale of the generated electricity and/or the capacity, as well as by-products including hot water, steam, demineralized water, heat, etc.*

*In order to achieve this goal, the company will operate in the following fields in accordance with the relevant legislation regarding the electricity market:*

*i. to establish, commission, undertake, lease or rent out all kinds of facilities to produce electric energy,*

*ii. to sell the generated electric energy and/or capacity to legal persons that possess wholesale license or supply license, legal persons that possess retail sales license and free consumers through bilateral agreements,*

*iii. to enter into affiliate relations with distribution companies established or to be established with no controlling power,*

*iv. to enter into participation relations with electricity generation companies established or to be established.*

*The provisions of the Capital Markets Law regarding hidden income transfer are reserved.*

**19.12. Summaries of important provisions regarding the boards of directors and committees of companies involved in the merger**

**a) Acquiring Company - ŞİŞECAM:**

The regulations for the Board of Directors of the Acquiring Company are provided in Articles 8 to 13 of the Articles of Association, and are as follows:

***BOARD OF DIRECTORS:***

***Article 8:***

*The company's business is managed by a board of directors comprised of minimum 5 (five) members as selected by the general assembly of shareholders in accordance with the provisions of the Turkish Commercial Code and regulations of the Capital Markets Board. Number and qualifications of the independent members to take office in the Board of Directors are determined in accordance with the regulations of the Capital Markets Board on corporate governance.*

***TERM OF OFFICE OF THE BOARD OF DIRECTORS***

***Article 9:***

*Members of the Board of Directors are elected for a maximum term of 3 (three) years. In case of any vacancy of membership or if any independent board member loses their independency, an election is made in accordance with the provisions of the Turkish Commercial Code and regulations of the Capital Markets Board, and it is submitted for the approval of the first General Assembly.*

*Members can be re-elected after the expiration of their term of office. The General Assembly may always change the members of the Board of Directors partially or entirely, regardless of their terms of office, if it deems necessary.*

***CONVENING AND THE WORK ORDER OF THE BOARD OF DIRECTORS***

***Article 10:***

*The Board of Directors elects a chairman and a vice chairman following each General Assembly. However, in the event that the chairman and/or the vice chairman retires from office for any reason, the Board of Directors holds a new election for the vacant positions.*

*The Vice Chairman chairs the Board of Directors in the absence of the Chairman.*

*If the Vice Chairman is also absent, a temporary chairman to be elected among the members chairs the Board of Directors for that session.*

*The meeting date and agenda of the Board of Directors is determined by the Chairman. The Vice Chairman fulfills these duties in the absence of the Chairman. However, date of the*

*meeting can also be determined through a resolution of the Board of Directors. The Board of Directors convenes whenever Company business and operations require.*

*Board of Directors meetings take place on the date and location resolved by the Board of Directors, in Turkey, abroad or electronically. Those who are entitled to attend the Board of Directors meetings physically may also attend them electronically, in accordance with article 1527 of the Turkish Commercial Code. The company may establish an Electronic Meeting System or procure services from already established systems to enable members of the Board of Directors to attend these meetings electronically according to the provisions of the Communiqué on Board Meetings of Commercial Corporations to be Held Electronically Except for General Assemblies of Joint Stock Companies. In the meetings, it is ensured that members can use their rights specified in the relevant legislation within the framework of specified in the Communiqué via the system established or outsourced in accordance with this provision of the company's articles of association.*

*While taking resolutions, the Board of Directors takes into account the Turkish Commercial Code, the Capital Markets Law and meeting and resolution quorum specified under related legislation.*

*The Board of Directors may establish commissions or committees in charge of executing or monitoring Company affairs or related resolutions and policies besides the commissions or committees foreseen under the Turkish Commercial Code, the Capital Markets Law, regulations related to corporate governance of the Capital Markets Board and other related legislative provisions. The establishment of such committees and determination of their purview and working principles require compliance with the Turkish Commercial Code, the Capital Markets Law and regulations related to corporate governance of the Capital Markets Board.*

## **AUTHORITIES OF THE BOARD OF DIRECTORS**

### **Article 11:**

*The Board of Directors is authorized to take resolutions on the business and operations that are required for the realization of the company's business subject, except for those vested to the authority of the General Assembly as per laws and the articles of association.*

*The Board of Directors may partially or fully assign management to one or more members of the Board of Directors or a third person, through an internal directive to be drafted as per article 367/1 of the Turkish Commercial Code.*

*Term of office and signing authorities of the CEO and managers and all officers who hold signing authority are not limited to the term of office of the members of the Board of Directors. Signing authorities of these persons are valid until their annulment by the Board of Directors.*

**AUTHORITY TO REPRESENT AND BIND THE COMPANY:**

**Article 12:**

*Management and representation of the Company is vested to the Board of Directors. In order for documents and agreements to be drafted on behalf of the company to be valid and binding for the company, they must be signed by those authorized to sign on behalf of the company. The Board of Directors selects the persons authorized to sign on behalf of the company and their form of signature; and this resolution of the Board of Directors is registered and announced.*

*Through a resolution of the Board of Directors, representation authority of the Company may be assigned to any of the members of the Board of Directors, or one or several executive members, or third persons in manager capacity, via a single signature. It is compulsory for at least one member of the Board of Directors to have representation authority. Transfer of the representation authority is not valid unless a notarized copy of the resolution denoting the persons authorized to represent with their form of representation is registered and announced with the trade registry. Restriction of the authority of representation does not take effect against bona fide third parties; however, any registered and announced restriction is valid if it indicates that representation authority is allocated only to the business of the head office or a branch or is used collectively. Articles 371, 374 and 375 of the Turkish Commercial Code are reserved.*

**REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS:**

**Article 13:**

*Remuneration, attendance fee, premium and share from annual profit to members of the Board of Directors is resolved by the General Assembly in compliance with the Turkish Commercial Code and Capital Markets Law and related legislation.*

**b) Acquired Company 1 - ANADOLU CAM**

The regulations for the Board of Directors of ANADOLU CAM are provided in Articles 11 to 16 of the Articles of Association, and are as follows:

**BOARD OF DIRECTORS**

**Article 11:**

*The company's business is managed by a board of directors comprised of minimum 5 (five) members as selected by the general assembly of shareholders in accordance with the provisions of the Turkish Commercial Code and regulations of the Capital Markets Board. Number and qualifications of the independent members to take office in the Board of Directors are determined in accordance with the regulations of the Capital Markets Board on corporate governance.*

## **TERM OF OFFICE OF THE BOARD OF DIRECTORS**

### **Article 12:**

*Members of the Board of Directors are elected for a maximum term of 3 (three) years. In case of any vacancy of membership or if any independent board member loses their independency, an election is made in accordance with the provisions of the Turkish Commercial Code and regulations of the Capital Markets Board, and it is submitted for the approval of the first General Assembly. Members can be re-elected after the expiration of their term of office. The General Assembly may always change the members of the Board of Directors partially or entirely, regardless of their terms of office, if it deems necessary.*

## **CONVENING AND THE WORK ORDER OF THE BOARD OF DIRECTORS**

### **Article 13:**

*The Board of Directors elects a chairman and a vice chairman following each General Assembly where members are elected. However, in the event that the chairman and/or the vice chairman retire from office for any reason, the Board of Directors holds a new election for the vacant positions. The Vice Chairman chairs the Board of Directors in the absence of the Chairman. If the Vice Chairman is also absent, a temporary chairman to be elected among the members chairs the Board of Directors for that session. The meeting date and agenda of the Board of Directors is determined by the Chairman. The Vice Chairman fulfills these duties in the absence of the Chairman. However, date of the meeting can also be determined through a resolution of the Board of Directors. The Board of Directors convenes whenever Company business and operations require.*

*Board of Directors meetings take place on the date and location resolved by the Board of Directors, in Turkey, abroad or electronically. Those who are entitled to attend the Board of Directors meetings physically may also attend them electronically, in accordance with article 1527 of the Turkish Commercial Code. The company may establish an Electronic Meeting System or procure services from already established systems to enable members of the Board of Directors to attend these meetings electronically and cast their vote according to the provisions of the Communiqué on Board Meetings of Commercial Corporations to be Held Electronically Except for General Assemblies of Joint Stock Companies. In the meetings, it is ensured that members can use their rights specified in the relevant legislation within the framework of specified in the Communiqué via the system established or outsourced in accordance with this provision of the company's articles of association.*

*While taking resolutions, the Board of Directors takes into account the Turkish Commercial Code, the Capital Markets Law and meeting and resolution quorum specified under related legislation. In addition to the committees and commissions set forth in the regulations of the Capital Markets Board, the Board of Directors may establish*

*commissions and committees responsible for executing or monitoring the Company's business, related resolutions, and policies, including the committee for early detection of risk as per Article 378 of the TCC. The establishment of these committees complies with the Turkish Commercial Code and regulations of the Capital Markets Board and other relevant legislation.*

#### **AUTHORITIES OF THE BOARD OF DIRECTORS**

##### **Article 14:**

*The Board of Directors is authorized to take resolutions on the business and operations that are required for the realization of the company's business subject, except for those vested to the authority of the General Assembly as per laws and the articles of association. The Board of Directors may partially or fully assign management to one or several members of the Board of Directors or a third person, through an internal directive to be drafted as per related legislative provisions. Term of office and signing authorities of the CEO and managers and all officers who hold signing authority are not limited to the term of office of the members of the Board of Directors. Signing authorities of these persons are valid until their annulment by the Board of Directors.*

#### **AUTHORITY TO REPRESENT AND BIND THE COMPANY**

##### **Article 15:**

*In order for the representation of the Company and documents and agreements to be drafted on behalf of the company to be valid and binding for the company, they must be signed by those authorized to sign on behalf of the company.*

*Through a resolution of the Board of Directors, representation authority of the Company may be assigned to any of the members of the Board of Directors, or one or several executive members, or third persons in manager capacity, via a single signature. It is compulsory for at least one member of the Board of Directors to have representation authority. Transfer of the representation authority is not valid unless the resolution denoting the persons authorized to represent and their form of representation is registered and announced in the trade registry. Restriction of the authority of representation does not take effect against bona fide third parties; however, any registered and announced restriction is valid if it indicates that representation authority is allocated only to the business of the head office or a branch or is used collectively. Articles 371, 374 and 375 of the Turkish Commercial Code are reserved.*

#### **REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

##### **Article 16:**

*Remuneration, attendance fee, premium and share from annual profit to members of the Board of Directors is resolved by the General Assembly in compliance with the Turkish Commercial Code and Capital Markets Law and related legislation.*

**c) Acquired Company 2- DENİZLİ CAM**

The regulations for the Board of Directors of DENİZLİ CAM are provided in Articles 9 to 14 of the Articles of Association, and are as follows:

***BOARD OF DIRECTORS:***

***Article 9-***

*The company's business is managed by a board of directors comprised of minimum 5 (five) members as selected by the general assembly of shareholders in accordance with the provisions of the Turkish Commercial Code and regulations of the Capital Markets Board. Number and qualifications of the independent members to take office in the Board of Directors are determined in accordance with the regulations of the Capital Markets Board on corporate governance.*

***TERM OF OFFICE AND ELECTION OF THE BOARD OF DIRECTORS:***

***Article 10-***

*Members of the Board of Directors are elected for a maximum term of 3 (three) years. In case of any vacancy of membership or if any independent board member loses their independency, an election is made in accordance with the provisions of the Turkish Commercial Code and regulations of the Capital Markets Board, and it is submitted for the approval of the first General Assembly.*

*Members can be re-elected after the expiration of their term of office. The General Assembly may always change the members of the Board of Directors partially or entirely, regardless of their terms of office, if it deems necessary.*

***CONVENING AND THE WORK ORDER OF THE BOARD OF DIRECTORS***

***Article 11-***

*The Board of Directors elects a chairman and a vice chairman following each General Assembly where members are elected. However, in the event that the chairman and/or the vice chairman retire from office for any reason, the Board of Directors holds a new election for the vacant positions.*

*The Vice Chairman chairs the Board of Directors in the absence of the Chairman.*

*If the Vice Chairman is also absent, a temporary chairman to be elected among the members chairs the Board of Directors for that session.*

*The meeting date and agenda of the Board of Directors is determined by the Chairman. The Vice Chairman fulfills these duties in the absence of the Chairman. However, date of the meeting can also be determined through a resolution of the Board of Directors. The Board of Directors convenes whenever Company business and operations require.*

*Board of Directors meetings take place on the date and location resolved by the Board of Directors, in Turkey, abroad or electronically. Those who are entitled to attend the Board of Directors meetings physically may also attend them electronically, in accordance with article 1527 of the Turkish Commercial Code. The company may establish an Electronic Meeting System or procure services from already established systems to enable members of the Board of Directors to attend these meetings electronically according to the provisions of the Communiqué on Board Meetings of Commercial Corporations to be Held Electronically Except for General Assemblies of Joint Stock Companies. In the meetings, it is ensured that members can use their rights specified in the relevant legislation within the framework specified in the Communiqué via the system established or outsourced in accordance with this provision of the company's Articles of Association.*

*While taking resolutions, the Board of Directors takes into account the Turkish Commercial Code, the Capital Markets Law and meeting and resolution quorum specified under related legislation.*

*In addition to the committees and commissions set forth in the regulations of the Capital Markets Board, the Board of Directors may establish commissions and committees responsible for executing or monitoring the Company's business, related resolutions, and policies, including the committee for early detection of risk as per Article 378 of the TCC. The establishment of such committees complies with the Turkish Commercial Code, the Capital Markets Law, regulations related to corporate governance of the Capital Markets Board, and other related legislative provisions.*

#### **AUTHORITY TO REPRESENT AND BIND THE COMPANY:**

##### **Article 12-**

*Management and representation of the Company is vested to the Board of Directors. In order for documents and agreements to be drafted on behalf of the company to be valid and binding for the company, they must be signed by those authorized to sign on behalf of the company. The Board of Directors selects the persons authorized to sign on behalf of the company and their form of signature; and this resolution of the Board of Directors is registered and announced.*

*The Board of Directors may assign the representation authority to one or several executive members or third persons in manager capacity. It is compulsory for at least one member of the Board of Directors to have representation authority. Transfer of the representation authority is not valid unless the resolution denoting the persons authorized to represent and their form of representation is registered and announced in the trade registry. Restriction of the authority of representation does not take effect against bona fide third parties; however, any registered and announced restriction is valid if it indicates that representation authority is allocated only to the business of the head office or a branch or is used collectively. Articles 371, 374 and 375 of the Turkish Commercial Code are reserved.*



**DUTIES AND AUTHORITIES OF THE BOARD OF DIRECTORS:**

**Article 13-**

*The Board of Directors is authorized to take resolutions on the business and operations that are required for the realization of the company's business subject, except for those vested to the authority of the General Assembly as per laws and the articles of association. The Board of Directors may partially or fully assign management to one or several members of the Board of Directors or a third person, through an internal directive to be drafted.*

*Term of office of the CEO and managers and all officers who hold signing authority are not limited to the term of office of the members of the Board of Directors. Signing authorities of these persons are valid until their annulment by the Board of Directors.*

**REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS:**

**Article 14-**

*Remuneration, attendance fee, premium and share from annual profit to members of the Board of Directors is resolved by the General Assembly in compliance with the Turkish Commercial Code and Capital Markets Law and related legislation.*

**d) Acquired Company 3- PAŞABAHÇE**

The regulations for the Board of Directors of PAŞABAHÇE are provided in Articles 8 to 13 of the Articles of Association, and are as follows:

**BOARD OF DIRECTORS**

**Article 8-** *The company's business is managed by a board of directors comprised of minimum 5 (five) members as selected by the general assembly of shareholders in accordance with the provisions of the Turkish Commercial Code.*

**TERM OF OFFICE OF THE BOARD OF DIRECTORS**

**Article 9-** *Members of the Board of Directors are elected for a maximum term of 3 (three) years. In case of any vacancy of membership, an election is made in accordance with the provisions of the Turkish Commercial Code, and it is submitted for the approval of the first General Assembly.*

*Members can be re-elected after the expiration of their term of office. The General Assembly may always change the members of the Board of Directors partially or entirely, regardless of their terms of office, if it deems necessary.*

### **AUTHORITIES OF THE BOARD OF DIRECTORS**

*Article 10-* The Board of Directors is authorized to take resolutions on the business and operations that are required for the realization of the company's business subject, except for those vested to the authority of the General Assembly as per laws and the articles of association.

*The Board of Directors may partially or fully assign management to one or several members of the Board of Directors or a third person, through an internal directive to be drafted.*

*Term of office and signing authorities of the CEO and managers and all officers who hold signing authority are not limited to the term*

*of office of the members of the Board of Directors. Signing authorities of these persons are valid until their annulment by the Board of Directors.*

### **AUTHORITY TO REPRESENT AND BIND THE COMPANY**

*Article 11-* Management and representation of the Company is vested to the Board of Directors. In order for documents and agreements to be drafted on behalf of the company to be valid and binding for the company, they must be signed by those authorized to sign on behalf of the company. The Board of Directors selects the persons authorized to sign on behalf of the company and their form of signature; and this resolution of the Board of Directors is registered and announced.

*The Board of Directors may assign the representation authority to one or several executive members or third persons in manager capacity. It is compulsory for at least one member of the Board of Directors to have representation authority. Transfer of the representation authority is not valid unless the resolution denoting the persons authorized to represent and their form of representation is registered and announced in the trade registry. Restriction of the authority of representation does not take effect against bona fide third parties; however, any registered and announced restriction is valid if it indicates that representation authority is allocated only to the business of the head office or a branch or is used collectively. Articles 371, 374 and 375 of the Turkish Commercial Code are reserved.*

### **CONVENING AND THE WORK ORDER OF THE BOARD OF DIRECTORS**

*Article 12-* The Board of Directors elects a chairman and a vice chairman following each General Assembly. However, in the event that the chairman and/or the vice chairman retire from office for any reason, the Board of Directors holds a new election for the vacant positions.

*The Vice Chairman chairs the Board of Directors in the absence of the Chairman.*

*If the Vice Chairman is also absent, a temporary chairman to be elected among the members chairs the Board of Directors for that session.*

*The meeting date and agenda of the Board of Directors is determined by the Chairman. The Vice Chairman fulfills these duties in the absence of the Chairman. However, date of the meeting can also be determined through a resolution of the Board of Directors. The Board of Directors convenes whenever Company business and operations require. However, it is compulsory to convene at least six times a year.*

*Board of Directors meetings take place on the date and location resolved by the Board of Directors, in Turkey, abroad or electronically. Those who are entitled to attend the Board of Directors meetings physically may also attend them electronically, in accordance with article 1527 of the Turkish Commercial Code. The company may establish an Electronic Meeting System or procure services from already established systems to enable members of the Board of Directors to attend these meetings electronically according to the provisions of the Communiqué on Board Meetings of Commercial Corporations to be Held Electronically Except for General Assemblies of Joint Stock Companies. In the meetings, it is ensured that members can use their rights specified in the relevant legislation within the framework of specified in the Communiqué via the system established or outsourced in accordance with this provision of the company's articles of association.*

*While taking resolutions, the Board of Directors takes into account the Turkish Commercial Code, the Capital Markets Law and meeting and resolution quorum specified under related legislation.*

*The board of directors may establish committees and commissions, which may include members of the board of directors, for the purpose of monitoring the progress of the works, preparing reports on matters to be submitted, enforcing their decisions, or performing internal audit.*

#### **REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

*Article 13- Remuneration, attendance fee, premium and share from annual profit to members of the Board of Directors is resolved by the General Assembly in compliance with the Turkish Commercial Code and related legislation.*

#### **e) Acquired Company 4 - SODA SANAYİİ:**

The regulations for the Board of Directors of SODA SANAYİİ are provided in Articles 10 to 15 of the Articles of Association, and are as follows:

**BOARD OF DIRECTORS:**

**Article 10-**

*The company's business is managed by a board of directors comprised of minimum 5 (five) members as selected by the general assembly of shareholders in accordance with the provisions of the Turkish Commercial Code and regulations of the Capital Markets Board. Number and qualifications of the independent members to take office in the Board of Directors are determined in accordance with the regulations of the Capital Markets Board on corporate governance.*

**TERM OF OFFICE AND ELECTION OF THE BOARD OF DIRECTORS**

**Article 11-**

*Members of the Board of Directors are elected for a maximum term of 3 (three) years. In case of any vacancy of membership or if any independent board member loses their independency, an election is made in accordance with the provisions of the Turkish Commercial Code and regulations of the Capital Markets Board, and it is submitted for the approval of the first General Assembly. Members can be re-elected after the expiration of their term of office. The General Assembly may always change the members of the Board of Directors partially or entirely, regardless of their terms of office, if it deems necessary.*

**AUTHORITY TO REPRESENT AND BIND THE COMPANY:**

**Article 12-**

*Management and representation of the Company is vested to the Board of Directors. In order for documents and agreements to be drafted on behalf of the company to be valid and binding for the company, they must be signed by those authorized to sign on behalf of the company. The Board of Directors selects the persons authorized to sign on behalf of the company and their form of signature; and this resolution of the Board of Directors is registered and announced. The Board of Directors may assign the representation authority to one or several executive members or third persons in manager capacity. It is compulsory for at least one member of the Board of Directors to have representation authority. Transfer of the representation authority is not valid unless a notarized copy of the resolution denoting the persons authorized to represent with their form of representation is registered and announced with the trade registry. Restriction of the authority of representation does not take effect against bona fide third parties; however, any registered and announced restriction is valid if it indicates that representation authority is allocated only to the business of the head office or a branch or is used collectively. Articles 371, 374 and 375 of the Turkish Commercial Code are reserved.*

## **AUTHORITIES OF THE BOARD OF DIRECTORS:**

### **Article 13-**

*The Board of Directors is authorized to take resolutions on the business and operations that are required for the realization of the company's business subject, except for those vested to the authority of the General Assembly as per laws and the articles of association. The Board of Directors may partially or fully assign management to one or several members of the Board of Directors or a third person, through an internal directive to be drafted. Term of office and signing authorities of the CEO and managers and all officers who hold signing authority are not limited to the term of office of the members of the Board of Directors. Signing authorities of these persons are valid until their annulment by the Board of Directors.*

## **CONVENING AND THE WORK ORDER OF THE BOARD OF DIRECTORS**

### **Article 14-**

*The Board of Directors elects a chairman and a vice chairman among its members following each General Assembly.*

*However, in the event that the chairman and/or the vice chairman retire from office for any reason, the Board of Directors holds a new election for the vacant positions. The Vice Chairman chairs the Board of Directors in the absence of the Chairman. If the Vice Chairman is also absent, a temporary chairman to be elected among the members chairs the Board of Directors for that session. The meeting date and agenda of the Board of Directors is determined by the Chairman. The Vice Chairman fulfills these duties in the absence of the Chairman. However, date of the meeting can also be determined through a resolution of the Board of Directors. The Board of Directors convenes whenever Company business and operations require.*

*Board of Directors meetings take place on the date and location resolved by the Board of Directors, in Turkey, abroad or electronically. Those who are entitled to attend the Board of Directors meetings physically may also attend them electronically, in accordance with article 1527 of the Turkish Commercial Code. The company may establish an Electronic Meeting System or procure services from already established systems to enable members of the Board of Directors to attend these meetings electronically according to the provisions of the Communiqué on Board Meetings of Commercial Corporations to be Held Electronically Except for General Assemblies of Joint Stock Companies. In the meetings, it is ensured that members can use their rights specified in the relevant legislation within the framework of specified in the Communiqué via the system established or outsourced in accordance with this provision of the company's articles of association.*

*While taking resolutions, the Board of Directors takes into account the Turkish Commercial Code, the Capital Markets Law and meeting and resolution quorum specified under related legislation. In addition to the committees and commissions set forth in the regulations of the Capital Markets Board, the Board of Directors may establish commissions and committees*

*responsible for executing or monitoring the Company's business, related resolutions, and policies. The establishment of such committees complies with the Turkish Commercial Code, the Capital Markets Law, regulations related to corporate governance of the Capital Markets Board, and other related legislative provisions.*

**REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS:**

**Article 15-**

*Remuneration, attendance fee, premium and share from annual profit to members of the Board of Directors is resolved by the General Assembly in compliance with the Turkish Commercial Code and Capital Markets Law, and related legislation.*

**f) Acquired Company 5 - TRAKYA CAM:**

The regulations for the Board of Directors of TRAKYA CAM are provided in Articles 10 to 15 of the Articles of Association, and are as follows:

**BOARD OF DIRECTORS**

**Article 10-**

*The company's business is managed by a board of directors comprised of minimum 5 (five) members as selected by the general assembly of shareholders in accordance with the provisions of the Turkish Commercial Code and regulations of the Capital Markets Board. Number and qualifications of the independent members to take office in the Board of Directors are determined in accordance with the regulations of the Capital Markets Board on corporate governance.*

**TERM OF OFFICE OF THE BOARD OF DIRECTORS**

**Article 11-**

*Members of the Board of Directors are elected for a maximum term of 3 (three) years. In case of any vacancy of membership or if any independent board member loses their independency, an election is made in accordance with the provisions of the Turkish Commercial Code and regulations of the Capital Markets Board, and it is submitted for the approval of the first General Assembly.*

*Members can be re-elected after the expiration of their term of office. The General Assembly may always change the members of the Board of Directors partially or entirely, regardless of their terms of office, if it deems necessary.*

## **AUTHORITY TO REPRESENT AND BIND THE COMPANY**

### **Article 12-**

*Management and representation of the Company is vested to the Board of Directors. In order for documents and agreements to be drafted on behalf of the company to be valid and binding for the company, they must be signed by those authorized to sign on behalf of the company. The Board of Directors selects the persons authorized to sign on behalf of the company and their form of signature; and this resolution of the Board of Directors is registered and announced.*

*The Board of Directors may assign the representation authority to one or several executive members or third persons in manager capacity. It is compulsory for at least one member of the Board of Directors to have representation authority. Transfer of the representation authority is not valid unless the resolution denoting the persons authorized to represent and their form of representation is registered and announced in the trade registry. Restriction of the authority of representation does not take effect against bona fide third parties; however, any registered and announced restriction is valid if it indicates that representation authority is allocated only to the business of the head office or a branch or is used collectively. Articles 371, 374 and 375 of the Turkish Commercial Code are reserved.*

## **AUTHORITIES OF THE BOARD OF DIRECTORS**

### **Article 13-**

*The Board of Directors is authorized to take resolutions on the business and operations that are required for the realization of the company's business subject, except for those vested to the authority of the General Assembly as per laws and the articles of association. The Board of Directors may partially or fully assign management to one or several members of the Board of Directors or a third person, through an internal directive to be drafted.*

*Term of office and signing authorities of the CEO and managers and all officers who hold signing authority are not limited to the term of office of the members of the Board of Directors. Signing authorities of these persons are valid until their annulment by the Board of Directors.*

## **CONVENING AND THE WORK ORDER OF THE BOARD OF DIRECTORS**

### **Article 14-**

*The Board of Directors elects a chairman and a vice chairman following each General Assembly. However, in the event that the chairman and/or the vice chairman retire from office for any reason, the Board of Directors holds a new election for the vacant positions. The Vice Chairman chairs the Board of Directors in the absence of the Chairman. If the Vice Chairman is also absent, a temporary chairman to be elected among the members chairs the Board of Directors for that session.*

*The meeting date and agenda of the Board of Directors is determined by the Chairman. The Vice Chairman fulfills these duties in the absence of the Chairman. However, date of the meeting can also be determined through a resolution of the Board of Directors. The Board of Directors convenes whenever Company business and operations require.*

*Board of Directors meetings take place on the date and location resolved by the Board of Directors, in Turkey, abroad or electronically. Those who are entitled to attend the Board of Directors meetings physically may also attend them electronically, in accordance with article 1527 of the Turkish Commercial Code. The company may establish an Electronic Meeting System or procure services from already established systems to enable members of the Board of Directors to attend these meetings electronically and cast their vote according to the provisions of the Communiqué on Board Meetings of Commercial Corporations to be Held Electronically Except for General Assemblies of Joint Stock Companies. In the meetings, it is ensured that members can use their rights specified in the relevant legislation within the framework of specified in the Communiqué via the system established or outsourced in accordance with this provision of the company's articles of association.*

*While taking resolutions, the Board of Directors takes into account the Turkish Commercial Code, the Capital Markets Law and meeting and resolution quorum specified under related legislation.*

*In addition to the committees and commissions set forth in the regulations of the Capital Markets Board, the Board of Directors may establish commissions and committees responsible for executing or monitoring the Company's business, related resolutions, and policies, including the committee for early detection of risk as per Article 378 of the TCC. The establishment of such committees complies with the Turkish Commercial Code, the Capital Markets Law, regulations related to corporate governance of the Capital Markets Board, and other related legislative provisions.*

## **REMUNERATION OF THE MEMBERS OF THE BOARD OF DIRECTORS**

### **Article 15-**

*Remuneration, attendance fee, premium and share from annual profit to members of the Board of Directors is resolved by the General Assembly in compliance with the Turkish Commercial Code and Capital Markets Law and related legislation.*



**19.13. Information on privileges, context and restrictions of each share group in companies involved in the merger.**

**a) Acquiring Company - ŞİŞECAM:**

There are no privileges, context and restrictions at ŞİŞECAM.

**b) Acquired Company 1 - ANADOLU CAM:**

Group B shares representing ANADOLU CAM capital are privileged. Group B shares are not freely floating, and all of them are owned by ŞİŞECAM. This privilege is stated in article 29 (*Profit Distribution*) of the company's Articles of Association<sup>26</sup>. Apart from this, there are no privileges, context and restrictions.

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**PROFIT DISTRIBUTION**

*Article 29:*

*Profit distribution of the Company is decided by the General Assembly based on the recommendation of the Board of Directors in the framework of the profit distribution policy determined by the General Assembly in accordance with Turkish Commercial Code, Capital Markets Law and other applicable legislative provisions. Dividend advances may be distributed in compliance with the terms and procedures set forth in the Capital Markets Legislation. After general expenses and amounts that must be paid or set aside by the company such as various amortisation in addition to compulsory taxes that must be paid by the legal personality of the company are deducted from the income determined at the end of the financial period of the company, the remaining profit of the period monitored in the annual balance sheet, after deducting the losses of previous periods (if any), is distributed as shown below respectively:*

*a) 5% is set aside as legal reserve until reaching 20% of the capital.*

*b) First dividend is set aside from the remaining amount, based on the amount to be calculated by adding the amounts of donations made within the year, if any, as per the profit distribution policy to be determined by the general assembly and in line with the provisions of related legislation.*

*c) After the above deductions are made, 80% of 10% of the remaining profit is paid to owners of founder usufruct shares stated in article 9 of the Articles of Association and 20% is paid to B group shareholders,*

*d) After the amounts indicated under subparagraphs (a), (b) and (c) are deducted from the net profit of the period, the General Assembly is authorized to distribute the remaining part partially or entirely as secondary dividend or set it aside as voluntary reserve funds in accordance with article 521 of the Turkish Commercial Code.*

*e) One tenth of the amount calculated after deducting dividends at the rate of 5% of the capital from the part that has been decided to be distributed to shareholders and other partakers in the profit is added to general legal reserves as per subparagraph 2 of article 519 of the Turkish Commercial Code.*

*Until reserve funds that must be set aside as per the provisions of law are set aside and the dividends defined for shareholders under the Articles of Association are distributed in cash and/or by means of shares; decisions on setting aside other reserve funds, transferring profit to the following year and distributing dividends to members of the board of*

**c) Acquired Company 2 - DENİZLİ CAM:**

There are no privileges, context and restrictions at DENİZLİ CAM.

**d) Acquired Company 3 - PAŞABAĞÇE:**

There are no privileges, context and restrictions at PAŞABAĞÇE.

**e) Acquired Company 4 - SODA SANAYİİ:**

There is a share transfer restriction at SODA SANAYİİ as specified in Article 7 (*Sales and Transfer of Shares*) of the Articles of Association. There are no other privileges, context and restrictions at SODA SANAYİİ.

**f) Acquired Company 5 - TRAKYA CAM**

There is a share transfer restriction at TRAKYA CAM as specified in Article 7 (*Sales and Transfer of Shares*) of the Articles of Association. There are no privileges, context and restrictions at TRAKYA CAM.

**19.14. Principles regarding the change of shareholders' rights and privileges in companies involved in the merger**

In ANADOLU CAM, the privileges of the existing privileged shares will expire. Since ŞİŞECAM owns all Group B shares<sup>27</sup>, ŞİŞECAM will not receive any shares in return for

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*directors and officers, employees and workers and foundations established for various reasons and similar persons and/or institutions cannot be made.*

*Dividends are distributed equally to all existing shares at the date of distribution, irrespective of their issuance and acquisition dates.*

*The method and date of the profit distribution is resolved by the general assembly based on the proposal of the board of directors in this regard.*

*The profit distribution decision made by the general assembly cannot be withdrawn in accordance with these provisions of the Articles of Association.*

*Dividend advances may be distributed in compliance with the terms and procedures set forth in the Capital Markets Legislation.*

<sup>27</sup> As stated in the footnote under 4.1 (*General Information on Companies Involved in the Merger*) above, privileged shares with a nominal value of TL 1.048 are monitored in KAYDBOH while privileged shares with a nominal value of TL 0.555 are in the Investor Compensation Center.

these shares. Before the extraordinary general assembly meeting of ANADOLU CAM where the merger will be submitted for approval, a special assembly meeting will be held among Group B shareholders, and the aforementioned issue will be approved in this meeting.

**19.15. Information on the procedures for holding ordinary and extraordinary general assembly meetings and the conditions of participation in the meetings:**

**a) Acquiring Company - ŞİŞECAM:**

The regulations of ŞİŞECAM for the general assembly are included in Articles 15, 16, 17, 18, 19, 20, 22 and 23 of the Articles of Association, and are as follows:

**GENERAL ASSEMBLY:**

**Article 15:**

*General Assemblies convene ordinarily or extraordinarily. Ordinary General Assembly convenes in accordance with the Turkish Commercial Code and Capital Markets Law and provisions of related legislation. Extraordinary General Assemblies convene in cases and times required by the Company's business, in accordance with the law and the provisions written in this articles of association and necessary decisions are taken. At least one member of the Board of Directors, executive members if any and an independent auditor must attend the General Assembly meeting.*

*Electronic participation in the General Assembly meeting; those who are entitled to attend the General Assembly meetings physically can also attend them electronically, in accordance with article 1527 of the Turkish Commercial Code. The company may establish an Electronic General Assembly System or procure services from already established systems to enable right owners to attend, express opinions, make recommendations and cast votes at General Assembly meetings electronically according to the provisions of the Communiqué on General Assembly Meetings of Joint Stock Companies to be Held Electronically. In all General Assembly meetings, right owners and their representatives are ensured to exercise their rights indicated in the provisions of the said Regulations, through the established system, as per this provision of the articles of association.*

**ANNOUNCEMENT:**

**Article 16:**

*The Company's announcements are made in compliance with the regulations of the Capital Markets Board, without prejudice to the provisions of the Turkish Commercial Code in relation to announcements.*

*Invitations to the General Assembly are made in compliance with the Turkish Commercial Code, the Capital Markets Law and other legislation.*

**MEETING VENUE:**

**Article 17:**

*The meeting venue of the General Assembly is the Company's Head Office. However, the Board of Directors may invite the General Assembly to meet at another address in the city where the Head Office is located, if necessary.*

**MINISTRY REPRESENTATIVE:**

**Article 18:**

*The regulations of the Ministry of Trade must be complied with in relation to Ministry representatives who will attend the General Assembly meetings.*

**QUORUM:**

**Article 19:**

*General Assembly meetings and their decision quorum are subject to the provisions of the Turkish Commercial Code and the Capital Markets Law.*

**VOTING:**

**Article 20:**

*Shareholders or their representatives who attend ordinary and extraordinary General Assembly meetings have one voting right per share.*

**APPOINTMENT OF REPRESENTATIVES:**

**Article 22:**

*Shareholders can be represented by other shareholders or a representative they shall appoint externally at general assembly meetings. Representatives who are shareholders of the Company are also authorized to cast votes owned by the shares they represent in addition to their own votes. The Board of Directors designates and announces the form of authority certificates in compliance with the regulations of the Capital Markets Board on casting votes through representation in public joint stock companies and regulations of the Turkish Commercial Code on General Assemblies of joint stock companies to take place electronically.*

**METHOD OF CASTING VOTES:**

**Article 23:**

*Votes are openly cast by raising hands in General Assembly meetings. However, secret vote may be opted for upon the request of attending shareholders who represent at least one tenth of the issued capital. The regulations of the Capital Markets Board are complied with in this regard.*

*The regulations of the Capital Markets Board and Turkish Commercial Code are complied with concerning the casting of votes at General Assemblies.*

**a) Acquired Company 1 - ANADOLU CAM:**

The regulations of ANADOLU CAM for the general assembly are included in Articles 18, 19, 20, 21, 22, 23, 24, 25 and 27 of the Articles of Association, and are as follows:

**GENERAL ASSEMBLY**

**Article 18:**

*General Assemblies convene ordinarily or extraordinarily. Ordinary General Assembly convenes in accordance with the Turkish Commercial Code and Capital Markets Law and provisions of related legislation. Extraordinary General Assemblies convene in cases and times required by the Company's business, in accordance with the law and the provisions written in this articles of association and necessary decisions are taken. Executive members and at least one member of the Board of Directors must attend the General Assembly meeting. The auditor also attends the general assembly. Electronic participation in the General Assembly meeting; those who are entitled to attend the General Assembly meetings physically can also attend them electronically, in accordance with article 1527 of the Turkish Commercial Code. The company may establish an Electronic General Assembly System or procure services from already established systems to enable right owners to attend, express opinions, make recommendations and cast votes at General Assembly meetings electronically according to the provisions of the Communiqué on General Assembly Meetings of Joint Stock Companies to be Held Electronically. In all General Assembly meetings, right owners and their representatives are ensured to exercise their rights indicated in the provisions of the said Regulations, through the established system, as per this provision of the articles of association.*

**MEETING VENUE**

**Article 19:**

*The meeting venue of the General Assembly is the Company's Head Office. However, the Board of Directors may invite the General Assembly to meet at another address in the city where the Head Office is located, if necessary.*

## **ANNOUNCEMENT**

### **Article 20:**

*Announcements of the company are made in compliance with the regulations of the Capital Markets Board, without prejudice to the provisions of the Turkish Commercial Code in relation with announcements. Invitations to the General Assembly are made in compliance with the Turkish Commercial Code, the Capital Markets Law and other legislation.*

## **VOTING**

### **Article 21:**

*Shareholders or their representatives who attend ordinary and extraordinary General Assembly meetings have one voting right per share.*

## **APPOINTMENT OF REPRESENTATIVES**

### **Article 22:**

*Shareholders can be represented by other shareholders or a representative they shall appoint externally at general assembly meetings. Representatives who are shareholders of the Company are also authorized to cast votes owned by the shares they represent in addition to their own votes.*

*The Board of Directors designates and announces the form of authority certificates in compliance with the regulations of the Capital Markets Board on casting votes through representation in public joint stock companies and regulations of the Turkish Commercial Code on General Assemblies of joint stock companies to take place electronically.*

## **QUORUM**

### **Article 23:**

*General Assembly meetings and their decision quorum are subject to the provisions of the Turkish Commercial Code and the Capital Markets Law.*

## **PRESIDENCY OF THE GENERAL ASSEMBLY**

### **Article 24:**

*The General Assembly elects a chairman, a deputy chairman if necessary, at least one minute clerk and at least one vote collector to manage the meeting. The General Assembly can authorize the chairman to sign the minutes of the meeting.*

#### **APPLICABLE PROVISION**

##### **Article 25:**

*General Assembly meetings and their decision quorum are subject to the provisions of the Turkish Commercial Code and the Capital Markets Law.*

#### **METHOD OF CASTING VOTES**

##### **Article 27:**

*Votes are openly cast by raising hands in General Assembly meetings. However, secret vote may be opted for upon the request of attending shareholders who represent at least one tenth of the principal capital. The regulations of the Capital Markets Board are complied with in this regard. The regulations of the Capital Markets Board and Turkish Commercial Code are complied with concerning the casting of votes at General Assemblies.*

#### **b) Acquired Company 2 - DENİZLİ CAM:**

The regulations of DENİZLİ CAM for the general assembly are included in Articles 17, 18, 19, 20, 21, 22, 23 and 24 of the Articles of Association, and are as follows:

#### **GENERAL ASSEMBLY:**

##### **Article 17-**

*General assemblies convene ordinarily or extraordinarily. Ordinary General Assembly convenes in accordance with the Turkish Commercial Code and Capital Markets Law and provisions of related legislation. Extraordinary General Assemblies convene in cases and times required by the Company's business, in accordance with the law and the provisions written in this articles of association and necessary decisions are taken. Executive members and at least one member of the Board of Directors must attend the General Assembly meeting. The auditor also attends the general assembly.*

*Electronic participation in the General Assembly meeting; those who are entitled to attend the General Assembly meetings physically can also attend them electronically, in accordance with article 1527 of the Turkish Commercial Code. The company may establish an Electronic General Assembly System or procure services from already*

*established systems to enable right owners to attend, express opinions, make recommendations and cast votes at General Assembly meetings electronically according to the provisions of the Communiqué on General Assembly Meetings of Joint Stock Companies to be Held Electronically. In all General Assembly meetings, right owners and their representatives are ensured to exercise their rights indicated in the provisions of the said Regulations, through the established system, as per this provision of the articles of association.*

**MEETING VENUE:**

**Article 18-**

*The meeting venue of the General Assembly is the Company's Head Office. However, the Board of Directors may invite the General Assembly to meet at another address in the city where the Head Office is located or in Istanbul, if necessary.*

**MINISTRY REPRESENTATIVE:**

**Article 19-**

*The regulations of the Ministry of Trade must be complied with in relation with Ministry representatives who will attend the ordinary and extraordinary General Assembly meetings.*

**QUORUM:**

**Article 20-**

*General Assembly meetings and their decision quorum are subject to the provisions of the Turkish Commercial Code and the Capital Markets Law.*

**VOTING:**

**Article 21-**

*Shareholders or their representatives who attend ordinary and extraordinary General Assembly meetings have one voting right per share.*

**APPOINTMENT OF REPRESENTATIVES**

**Article 22-**

*Shareholders can be represented by other shareholders or a representative they shall appoint externally at general assembly meetings. Representatives who are shareholders of the Company are also authorized to cast votes owned by the shares they represent in*



*addition to their own votes. The Board of Directors designates and announces the form of authority certificates in compliance with the regulations of the Capital Markets Board on casting votes through representation in public joint stock companies and regulations of the Turkish Commercial Code on General Assemblies of joint stock companies to take place electronically.*

**ANNOUNCEMENT:**

**Article 23-**

*The Company's announcements are made in compliance with the regulations of the Capital Markets Board, without prejudice to the provisions of the Turkish Commercial Code in relation to announcements.*

*Invitations to the General Assembly are made in compliance with the Turkish Commercial Code, the Capital Markets Law and other legislation.*

**METHOD OF VOTING:**

**Article 24-**

*Votes are openly cast by raising hands in General Assembly meetings. However, secret vote may be opted for upon the request of attending shareholders who represent at least one tenth of the principal capital. The regulations of the Capital Markets Board are complied with in this regard.*

*The regulations of the Capital Markets Board and Turkish Commercial Code are complied with concerning the casting of votes at General Assemblies.*

**c) Acquired Company 3 - PAŞABAHÇE**

The regulations of PAŞABAHÇE for the general assembly are included in Articles 15, 16, 17, 18, 19, 20, 21, and 22 of the Articles of Association, and are as follows:

**GENERAL ASSEMBLY**

**Article 15-**

*General Assemblies convene ordinarily or extraordinarily. Ordinary General Assembly convenes in accordance with the Turkish Commercial Code and provisions of related legislation. Extraordinary General Assemblies convene in cases and times required by the Company's business, in accordance with the law and the provisions written in this articles of association and necessary decisions are taken. At least one member of the Board of Directors, executive members if any and an independent auditor must attend the General Assembly meeting.*

### **MEETING VENUE**

*Article 16- The meeting venue of the General Assembly is the Company's Head Office. However, the Board of Directors may take the decision of inviting the General Assembly to meet at another address in the city where the Head Office is located or in another city, if necessary.*

### **MINISTRY REPRESENTATIVE:**

*Article 17- The regulations of the Ministry of Trade must be complied with in relation with Ministry representatives to attend the General Assembly meetings.*

### **QUORUM**

*Article 18- General Assembly meetings and their decision quorum are subject to the provisions of the Turkish Commercial Code and related legislation.*

### **VOTING**

*Article 19- Shareholders or their representatives who attend ordinary and extraordinary General Assembly meetings have one voting right per share.*

### **APPOINTMENT OF REPRESENTATIVES**

*Article 20- Shareholders can be represented by other shareholders or a representative they shall appoint externally at general assembly meetings. Representatives who are shareholders of the Company are also authorized to cast votes owned by the shares they represent in addition to their own votes. The Board of Directors designates and announces the form of authority certificates.*

### **ANNOUNCEMENT**

*Article 21- The Company's announcements are made in compliance with the related provisions of the Turkish Commercial Code.*

### **METHOD OF CASTING VOTES**

*Article 22- Votes are openly cast by raising hands in General Assembly meetings. However, secret vote may be opted for upon the request of attending shareholders who represent at least one tenth of the principal capital. Turkish Commercial Code and related legislative regulations are complied with regarding voting in the General Assembly.*

## **d) Acquired Company 4 - SODA SANAYİİ**

The regulations of SODA SANAYİİ for the general assembly are included in Articles 17, 18, 19, 20, 21, 22, 23 and 24 of the Articles of Association, and are as follows:

**GENERAL ASSEMBLY:**

**Article 17-**

*General Assemblies convene ordinarily or extraordinarily. Ordinary General Assembly convenes in accordance with the Turkish Commercial Code and Capital Markets Law and provisions of related legislation. Extraordinary General Assemblies convene in cases and times required by the Company's business, in accordance with the law and the provisions written in this articles of association and necessary decisions are taken. At least one member of the Board of Directors, executive members if any and an independent auditor must attend the General Assembly meeting.*

*Electronic participation in the General Assembly meeting; those who are entitled to attend the General Assembly meetings physically can also attend them electronically, in accordance with article 1527 of the Turkish Commercial Code. The company may establish an Electronic General Assembly System or procure services from already established systems to enable right owners to attend, express opinions, make recommendations and cast votes at General Assembly meetings electronically according to the provisions of the Communiqué on General Assembly Meetings of Joint Stock Companies to be Held Electronically. In all General Assembly meetings, right owners and their representatives are ensured to exercise their rights indicated in the provisions of the said Regulations, through the established system, as per this provision of the articles of association.*

**MEETING VENUE:**

**Article 18-**

*The meeting venue of the General Assembly is the Company's Head Office. However, the Board of Directors may invite the General Assembly to meet at another address in the city where the Head Office is located or in another city, if necessary.*

**MINISTRY REPRESENTATIVE:**

**Article 19-**

*The regulations of the Ministry of Trade must be complied with in relation with Ministry representatives to attend the General Assembly meetings.*

**QUORUM:**

**Article 20-**

*General Assembly meetings and their decision quorum are subject to the provisions of the Turkish Commercial Code and the Capital Markets Law.*

**VOTING:**

**Article 21-**

*Shareholders or their representatives who attend ordinary and extraordinary General Assembly meetings have one voting right per share.*

**APPOINTMENT OF REPRESENTATIVES:**

**Article 22-**

*Shareholders can be represented by other shareholders or a representative they shall appoint externally at general assembly meetings.*

*Representatives who are shareholders of the Company are also authorized to cast votes owned by the shares they represent in addition to their own votes. The Board of Directors designates and announces the form of authority certificates in compliance with the regulations of the Capital Markets Board on casting votes through representation in public joint stock companies and regulations of the Turkish Commercial Code on General Assemblies of joint stock companies to take place electronically.*

**ANNOUNCEMENT:**

**Article 23-**

*The Company's announcements are made in compliance with the regulations of the Capital Markets Board, without prejudice to the provisions of the Turkish Commercial Code in relation to announcements.*

*Invitations to the General Assembly are made in compliance with the Turkish Commercial Code, the Capital Markets Law and other legislation.*

**METHOD OF CASTING VOTES:**

**Article 24-**

*Votes are openly cast by raising hands in General Assembly meetings. However, secret vote may be opted for upon the request of attending shareholders who represent at least one tenth of the paid-in share capital. The regulations of the Capital Markets Board are complied with in this regard.*

*The regulations of the Capital Markets Board and Turkish Commercial Code are complied with concerning the casting of votes at General Assemblies.*

**e) Acquired Company 5 - TRAKYA CAM:**

The regulations of TRAKYA CAM for the general assembly are included in Articles 17, 18, 19, 20, 21, 22, 23 and 25 of the Articles of Association, and are as follows:

***GENERAL ASSEMBLY***

***Article 17-***

*General Assemblies convene ordinarily or extraordinarily. Ordinary General Assembly convenes in accordance with the Turkish Commercial Code and Capital Markets Law and provisions of related legislation. Extraordinary General Assemblies convene in cases and times required by the Company's business, in accordance with the law and the provisions written in this articles of association and necessary decisions are taken. At least one member of the Board of Directors, executive members if any and an independent auditor must attend the General Assembly meeting.*

*Electronic participation in the General Assembly meeting; those who are entitled to attend the General Assembly meetings physically can also attend them electronically, in accordance with article 1527 of the Turkish Commercial Code. The company may establish an Electronic General Assembly System or procure services from already established systems to enable right owners to attend, express opinions, make recommendations and cast votes at General Assembly meetings electronically according to the provisions of the Communiqué on General Assembly Meetings of Joint Stock Companies to be Held Electronically. In all General Assembly meetings, right owners and their representatives are ensured to exercise their rights indicated in the provisions of the said Regulations, through the established system, as per this provision of the articles of association.*

***MEETING VENUE***

***Article 18-***

*The meeting venue of the General Assembly is the Company's Head Office. However, the Board of Directors may invite the General Assembly to meet at another address in the city where the Head Office is located, if necessary.*

***MINISTRY REPRESENTATIVE***

**Article 19-**

*The regulations of the Ministry of Trade must be complied with in relation with Ministry representatives to attend the General Assembly meetings.*

**QUORUM**

**Article 20-**

*General Assembly meetings and their decision quorum are subject to the provisions of the Turkish Commercial Code and the Capital Markets Law.*

**VOTING**

**Article 21-**

*Shareholders or their representatives who attend ordinary and extraordinary General Assembly meetings have one voting right per share.*

**ANNOUNCEMENT**

**Article 22-**

*Announcements of the company are made in compliance with the regulations of the Capital Markets Board, by reserving the provisions of the Turkish Commercial Code in relation to announcements.*

*Invitations to the General Assembly are made in compliance with the Turkish Commercial Code, the Capital Markets Law and other legislation.*

**METHOD OF CASTING VOTES**

**Article 23-**

*Votes are openly cast by raising hands in General Assembly meetings. However, secret vote may be opted for upon the request of attending shareholders who represent at least one tenth of the principal capital. The regulations of the Capital Markets Board are complied with in this regard.*

*The regulations of the Capital Markets Board and Turkish Commercial Code are complied with concerning the casting of votes at General Assemblies.*

**APPOINTMENT OF REPRESENTATIVES**

**Article 25-**

*Shareholders can be represented by other shareholders or a representative they shall appoint externally at general assembly meetings. Representatives who are shareholders of the Company are also authorized to cast votes owned by the shares they represent in addition to their own votes. Provided that the relevant legislation is complied with, the*

*Board of Directors designates and announces the form of authority certificates in compliance with the regulations of the Capital Markets Board on casting votes through representation in public joint stock companies and regulations of the Turkish Commercial Code on General Assemblies of joint stock companies to take place electronically.*

**19.16. about the provisions that may cause delay, postponement and disruption in the change hands of the management of companies involved in the merger**

Since the controlling shareholders of All Parties are the same, there is no change hands caused by the merger in the management of the companies involved in the merger.

**19.17. Principles regarding the transfer of shares in companies involved in the merger**

**a) Acquiring Company - ŞİŞECAM**

There is no provision regarding the transfer of shares in the Articles of Association of ŞİŞECAM. Therefore, the provisions of TCC, CML and related legislation will be applied in the transfer of shares.

**b) Acquired Company 1 - ANADOLU CAM**

There is no provision regarding the transfer of shares in the Articles of Association of ANADOLU CAM. Therefore, the provisions of TCC, CML and related legislation will be applied in the transfer of shares.

**c) Acquired Company 2 - DENİZLİ CAM**

There is no provision regarding the transfer of shares in the Articles of Association of DENİZLİ CAM. Therefore, the provisions of TCC, CML and related legislation will be applied in the transfer of shares.

**d) Acquired Company 3 - PAŞABAHÇE**

There is no provision regarding the transfer of shares in the Articles of Association of PAŞABAHÇE. Therefore, the provisions of TCC and related legislation will be applied in the transfer of shares.

**e) Acquired Company 4 - SODA SANAYII**

In the Articles of Association of SODA SANAYII, there is Article 7 (*Sales and Transfer of Shares*) regarding the transfer of shares:

***SALES AND TRANSFER OF SHARES:***

***Article 7-***

*Certain share transfers are subject to the approval of the Energy Market Regulatory Authority, provided that the necessary material disclosures are made as required by the Capital Markets Board. These transfers are; shares representing five percent or more of the Company's capital being acquired by a real or legal person directly or indirectly, share acquisitions which result in the share of a single shareholder exceeding five percent of the Company's capital, and/or the share transfers which result in the share of a single shareholder falling below five percent of the Company's capital. This provision is also valid for the acquisition of a voting right.*

*Even if no share transfer occurs, placement or cancellation of privileges on existing shares or issuance of non-voting shares are subject to the approval of the Energy Market Regulatory Authority regardless of the proportional limit related to the share transfer.*

*Transfer of share certificates traded on the stock exchange requires compliance with the Capital Markets Legislation.*

**f) Acquired Company 5 - TRAKYA CAM**

In the Articles of Association of TRAKYA CAM, there is Article 7 (*Transfer of Shares and Share Certificates*) regarding the transfer of shares:

***TRANSFER OF SHARES OR SHARE CERTIFICATES***

***Article 7-***

*Certain share transfers are subject to the approval of the Energy Market Regulatory Authority, provided that the necessary material disclosures are made as required by the Capital Markets Board. These transfers are; shares representing five percent or more of the Company's capital being acquired by a real or legal person directly or indirectly, share acquisitions which result in the share of a single shareholder exceeding five percent of the Company's capital, and/or the share transfers which result in the share of a single shareholder falling below five percent of the Company's capital. The approval becomes invalid if the share transfer does not take place within six months as from the date of approval. This provision is also valid for the acquisition of a voting right.*



*Even if no share transfer occurs, placement or cancellation of privileges on existing shares or issuance of non-voting shares are subject to the approval of the Energy Market Regulatory Authority regardless of the proportional limit related to the share transfer. Obligations in the regulations related to the Capital Markets Law are complied with regarding this issue.*

*Transfer of share certificates traded on the stock exchange requires compliance with the Capital Markets Legislation.*

**19.18. In case the conditions stipulated in the articles of association regarding the increase and decrease of capital in companies involved in the merger are more severe than required by law, information about the provisions in question**

None.

**20. SIGNIFICANT AGREEMENTS OF THE COMPANIES INVOLVED IN THE MERGER**

*Syndicated Loans:*

In order to finance the investment expenditures and meet the working capital requirements of ŞİŞECAM, TRAKYA CAM and flatglass group; a syndicated loan agreement amounting to 200,000,000 Euro was signed on 11.10.2019 between TRAKYA CAM, its foreign subsidiaries Richard Fritz GmbH, ŞİŞECAM Flat Glass South Italy SRL and Glasscorp SA in the capacity of borrower and BNP Paribas, ICBC Turkey Bank A.Ş., ING Bank N.V. - Milan Branch, J.P. Morgan Securities PLC, HSBC Bank A.Ş. ve Bank Of Bahrain And Kuwait B.S.C. under the leadership of Bank of America Merrill Lynch International Designated Activity Company in the capacity of lender, and the loan was drawn on 17.10.2019.

The amount, cost and maturity of the loan is provided hereunder, specific for each borrower:

<b>TRAKYA CAM</b>	130,000,000 Euro	EURIBOR+2,65%	3 years
<b>Richard Fritz GmbH</b>	20,000,000 Euro	EURIBOR+2,65%	3 years
<b>Glasscorp SA</b>	25,000,000 Euro	EURIBOR+2,65%	3 years
<b>ŞİŞECAM Flat Glass South Italy SRL</b>	25,000,000 Euro	EURIBOR+2,95%	5 years

TRAKYA CAM has the capacity of both borrower and guarantor. It provides guarantee against the loan amounts utilized by its subsidiaries. There are no other collaterals given except for guarantees.

*Pacific Soda LLC JV:*

As explained above under 8.2.3, a collaboration (*Joint Venture Agreement*) agreement was signed by and between SODA SANAYİİ and Imperial Natural Resources Trona Mining Inc. which is one of the Ciner Group companies, with an equal shareholding structure on 3.6.2019 in order to make a natural soda investment with a total capacity of 2,700,000 tons with 2,500,000 tons of it being soda and 200,000 tons of it being sodium bicarbonate on an annual basis, in the Green River region of the State of Wyoming in the United States of America, through solution mining method. SiseCam Chemicals USA Inc. under 100% shareholding of SODA SANAYİİ was established in the United States of America as an outcome of this agreement, and rights and obligations of SODA SANAYİİ arising from the Joint Venture Agreement were transferred to the newly established company. An application was made to the CFIUS (*Committee on Foreign Investment in the US*) for the investment planned in line with the Joint Venture Agreement and the process is currently ongoing. The investment is planned to be completed within 6 years subsequent to receiving the necessary permissions and licenses and it is aimed to start operations in 2026. The total investment amount shall be undertaken by shareholders equally.

*TR 8 Polatlı Flatglass Line Investment:*

In relation to the need of ensuring an increase in the production capacity of ŞİŞECAM flatglass group parallel to the domestic supply-demand balance estimations, a Turn-key Delivery Lump Sum Price Construction Work General Contracting Agreement was signed with Sera Yapı Endüstrisi ve Ticaret A.Ş. on 8.2.2019 in the scope of the TR8 Line (Flatglass plant - furnace building, bathroom building, cooling and cutting building - warehousing building, glass cullet building and other auxiliary buildings) investment project in the Polatlı Plant of TRAKYA CAM located in Polatlı Organized Industrial Zone. The Project manager is Turner International Proje Yönetimi Ltd. Şti. The price decided for the works to be done in the scope of turn-key delivery lump sum price is TRY 192,000,000 excluding VAT. Payments are made against progress in accordance with the agreement and it was also decided to receive collateral amounting to 10% of the agreement price to cover the execution and completion of works and damages due to any subsequent defects and hidden defects from the contractor.

## **21. INFORMATION ON THE FINANCIAL STANDING AND ACTIVITY RESULTS OF THE COMPANIES INVOLVED IN THE MERGER**

### **21.1. Financial statements and related independent audit reports prepared for this transaction on a comparative basis as per Board regulations of the companies involved in the merger**

#### **a) Acquiring Company - ŞİŞECAM:**

Financial statements and independent audit report of ŞİŞECAM dated 31.12.2019 subject to this merger have been published on the Public Disclosure Platform and are also submitted in Annex 5 (vi) attached to this Announcement.

#### **b) Acquired Company 1 - ANADOLU CAM:**

Financial statements and independent audit report of ANADOLU CAM dated 31.12.2019 subject to this merger have been published on the Public Disclosure Platform and are also submitted in Annex 6 (v) attached to this Announcement.

#### **c) Acquired Company 2 - DENİZLİ CAM:**

Financial statements and independent audit report of DENİZLİ CAM dated 31.12.2019 subject to this merger have been published on the Public Disclosure Platform and are also submitted in Annex 7 (v) attached to this Announcement.

#### **d) Acquired Company 3 - PAŞABAĞÇE:**

Financial statements and independent audit report of PAŞABAĞÇE dated 31.12.2019 subject to this merger have been published on the website and are also submitted in Annex 8 (vi) attached to this Announcement.

#### **e) Acquired Company 4 - SODA SANAYİİ:**

Financial statements and independent audit report of SODA SANAYİİ dated 31.12.2019 subject to this merger have been published on the Public Disclosure Platform and are also submitted in Annex 9 (v) attached to this Announcement.

**f) Acquired Company 5 - TRAKYA CAM:**

Financial statements and independent audit report of TRAKYA CAM dated 31.12.2019 subject to this merger have been published on the Public Disclosure Platform and are also submitted in Annex 10 (v) attached to this Announcement.

**21.2. Material changes that may impact the financial standing or commercial activities of companies and/or group involved in the merger which take place after the date of financial statements prepared for the merger (This data must include developments related to production, sales, inventories, orders, costs and sales prices)**

Regarding the COVID-19 outbreak, defined as a pandemic by the World Health Organization (WHO), many measures have been taken and are being taken to protect the health of all stakeholders, including employees, customers and suppliers at ŞİŞECAM and Acquired Companies. Despite all the difficulties, no disruption has occurred that would significantly affect the activities.

**21.3. Detailed information on the effects of COVID-19 is included under 9.6 (Information on any suspension of business in the last 12 months, which have or will have substantial impact on financial position). Proforma financial information in relation to the merger**

None.

**21.4. Independent Assurance Report in relation to proforma financial information**

None.

**21.5. Principles of profit distribution stated in the articles of association of companies involved in the merger and other information and documents disclosed to the public along with information on decisions taken in relation to profit distribution as of financial statement periods subject to this transaction**

**a) Acquiring Company - ŞİŞECAM:**

Provisions in relation to profit distribution of ŞİŞECAM are given in paragraphs 25 and 26 of its Articles of Association and the mentioned articles are provided hereunder:

***PROFIT DISTRIBUTION:***

***Article 25:***

*After general expenses and amounts that must be paid or set aside by the company such as various amortisation in addition to compulsory taxes that must be paid by the legal personality of the company are deducted from the income determined at the end of the financial period of the company, the remaining profit of the period monitored in the annual balance sheet, after deducting the losses of previous periods (if any), is distributed as shown below respectively:*

*General Legal Reserves:*

*a) 5% is set aside as legal reserves.*

*First Dividend:*

*b) From the remaining amount, based on the amount to be calculated by adding the donation amount to be made within the year if any, first dividend is set aside in line with the Turkish Commercial Code and Capital Markets Board Legislation.*

*Secondary Dividend:*

*c) After amounts indicated under subparagraphs (a) and (b) are deducted from net term profit, the General Assembly is authorized to distribute the remaining part partially or entirely as secondary dividend or set it aside as voluntary reserve funds in accordance with article 521 of the Turkish Commercial Code.*

*General Legal Reserves:*

*d) Provisions of paragraph 519/4 of the Turkish Commercial Code are reserved.*

*Until reserve funds that must be set aside as per provisions of law are set aside and the dividends defined for shareholders under the Articles of Association are distributed in cash and/or by means of share certificates; decisions on setting aside other reserve funds, transferring profit to the following year and distributing dividends to members of the board of directors and officers, employees and workers and foundations established for various reasons and similar persons and/or institutions cannot be taken.*

*Dividends are distributed equally to all existing shares at the date of distribution, irrespective of their issuance and acquisition dates.*

*Dividend advances may be distributed in compliance with the terms and procedures set forth in the Capital Markets Legislation.*

***DATE OF PROFIT DISTRIBUTION:***

***Article 26:***

*The General Assembly decides on which date and how the profit shall distributed to shareholders upon the proposal of the Board of Directors and in line with regulations of the Capital Markets Board. Profit distributed in accordance with the provisions of the Articles of Association cannot be withdrawn. Provisions of the Turkish Commercial Code in relation to withdrawal are reserved.*

Also, the profit distribution policy of ŞİŞECAM as disclosed to the public in accordance with the regulations on Compliance with Principles on Corporate Governance of the Board is as follows:

*Our Company's profit distribution policy; is determined in accordance with the provisions of the Turkish Commercial Code, the Capital Markets Law, the Tax Laws and other applicable legislation and the Articles of Association.*

*Accordingly;*

*a. The Company adopts to distribute at least 50% of the distributable net term profit calculated as cash and / or bonus profit share at the end of the year in the framework of the Capital Market Legislation and other relevant legislation. Taking into consideration factors such as economic conditions, investment plans and cash position, the Shareholders Ordinary General Assembly may decide to make a distribution different than the targeted rate.*

*b. The profit distribution proposals of our Board of Directors, including the details set forth in the Capital Markets Board regulations and the Corporate Governance Principles, are announced to the public through the public disclosure platform, our company's website and annual report.*

*c. The cash dividends to be distributed in accordance with the decision to be taken at the General Assembly Meeting are paid on the date determined in the General Assembly. The transactions related to the dividends to be distributed as bonus shares are completed within the legal period stipulated in the regulations of the Capital Markets Board.*

*d. Within the framework of the profit distribution policy, dividends are distributed equally to all existing shares at the date of distribution, irrespective of their issuance and acquisition dates.*

*e. In the event that the Board of Directors proposes not to distribute profits to the General Assembly, the reason and information on the use of non-distributed profits are submitted to shareholders at the General Assembly meeting.*

*f. In the profit distribution policy, a balanced policy is followed between the interests of the shareholders and the interests of the company.*

*g. There are no privileged shares in obtaining share out of the profit.*

*h. In our Articles of Association, there is no practice of distributing dividends to our Board of Directors members and employees by way of non-voting founder shares.*

*i. According to the Company's Articles of Association, the Board of Directors may distribute advance dividend on condition that it is authorized by the General Assembly and complies with the Capital Markets Law and the relevant regulations of the Capital Markets Board. The authority to distribute the advance dividend granted to the Board of Directors by the General Assembly is limited to the year of appointment.*

The Ordinary General Assembly of ŞİŞECAM decided to distribute TRY 320,000,000 out of the net term profit of TRY 1,904,534,000 for 2019 and to fix the date of cash dividend payment at 29 May 2020. ŞİŞECAM completed the profit distribution for 2019 on 29 May 2020.

**b) Acquired Company 1 - ANADOLU CAM:**

Provisions on the profit distribution of ANADOLU CAM are given in paragraphs 29 and 30 of its Articles of Association and the mentioned articles are provided hereunder:

***PROFIT DISTRIBUTION***

***Article 29:***

*Profit distribution of the Company is decided by the General Assembly based on the recommendation of the Board of Directors in the framework of the profit distribution policy determined by the General Assembly in accordance with Turkish Commercial Code, Capital Markets Law and other applicable legislative provisions. Dividend advances may be distributed in compliance with the terms and procedures set forth in the Capital Markets Legislation. After general expenses and amounts that must be paid or set aside by the company such as various amortisation in addition to compulsory taxes that must be paid by the legal personality of the company are deducted from the income determined at the end of the financial period of the company, the remaining profit of the period monitored in the annual balance sheet, after deducting the losses of previous periods (if any), is distributed as shown below respectively:*

*a) 5% is set aside as legal reserve until reaching 20% of the capital.*

*b) First dividend is set aside from the remaining amount, based on the amount to be calculated by adding the amounts of donations made within the year if any, in the framework of the profit distribution policy to be determined by the general assembly and in line with the provisions of related legislation.*

*c) After the above deductions are made, 80% of 10% of the remaining profit is paid to owners of founder usufruct shares stated in article 9 of the Articles of Association and 20% is paid to B group shareholders,*

*d) After the amounts indicated under subparagraphs (a), (b) and (c) are deducted from the net profit of the period, the General Assembly is authorized to distribute the remaining part partially or entirely as secondary dividend or set it aside as voluntary reserve funds in accordance with article 521 of the Turkish Commercial Code.*

*e) One tenth of the amount calculated after deducting dividends at the rate of 5% of the capital from the part that has been decided to be distributed to shareholders and other partakers in the profit is added to general legal reserves as per subparagraph 2 of article 519 of the Turkish Commercial Code.*

*Until reserve funds that must be set aside as per the provisions of law are set aside and the dividends defined for shareholders under the Articles of Association are distributed in cash and/or by means of shares; decisions on setting aside other reserve funds, transferring profit to the following year and distributing dividends to members of the board of directors and officers, employees and workers and foundations established for various reasons and similar persons and/or institutions cannot be made.*

*Dividends are distributed equally to all existing shares at the date of distribution, irrespective of their issuance and acquisition dates.*

*The method and date of the profit distribution is resolved by the general assembly based on the proposal of the board of directors in this regard.*

*The profit distribution decision made by the general assembly cannot be withdrawn in accordance with these provisions of the Articles of Association.*

*Dividend advances may be distributed in compliance with the terms and procedures set forth in the Capital Markets Legislation.*

#### ***DATE OF PROFIT DISTRIBUTION:***

##### ***Article 30:***

*The General Assembly decides on which date and how the profit shall distributed to shareholders upon the proposal of the Board of Directors and in line with regulations of the Capital Markets Board. Profit distributed in accordance with the provisions of the Articles of Association cannot be withdrawn. Provisions of the Turkish Commercial Code in relation to withdrawal are reserved.*



Furthermore, the profit distribution policy of ANADOLU CAM as disclosed to the public in accordance with the regulations on Compliance with Principles on Corporate Governance of the Board is as follows:

*Our Company's profit distribution policy; is determined in accordance with the provisions of the Turkish Commercial Code, the Capital Markets Law, the Tax Laws and other applicable legislation and the Articles of Association.*

*Accordingly;*

*a) The Company adopts to distribute at least 50% of the distributable net term profit calculated as cash and / or bonus profit share at the end of the year in the framework of the Capital Market Legislation and other relevant legislation. Taking into consideration factors such as economic conditions, investment plans and cash position, the Shareholders Ordinary General Assembly may decide to make a distribution different than the targeted rate.*

*b) The profit distribution proposals of our Board of Directors, including the details set forth in the Capital Markets Board regulations and the Corporate Governance Principles, are announced to the public through the public disclosure platform, our company's website and annual report.*

*c) The cash dividends to be distributed in accordance with the decision to be taken at the General Assembly Meeting is paid on the date determined in the General Assembly. The transactions related to the dividends to be distributed as bonus shares are completed within the legal period stipulated in the regulations of the Capital Markets Board.*

*d) Within the framework of the profit distribution policy, dividends are distributed equally to all existing shares at the date of distribution, irrespective of their issuance and acquisition dates.*

*e) In the event that the Board of Directors proposes not to distribute profits to the General Assembly, the reason and information on the use of non-distributed profits are submitted to shareholders at the General Assembly meeting.*

*f) In the profit distribution policy, a balanced policy is followed between the interests of the shareholders and the interests of the company.*

*g) According to our Articles of Association, although non-voting founder shares and B group shares hold dividend privileges, there is no practice of distributing dividends to our members of the Board of Directors and employees.*

*h) According to the Company's Articles of Association, the Board of Directors may distribute advance dividend on condition that it is authorized by the General Assembly and complies with the Capital Markets Law and the relevant regulations of the Capital Markets Board. The authority to distribute the advance dividend granted to the Board of Directors by the General Assembly is limited to the year of appointment.*

The Ordinary General Assembly of ANADOLU CAM decided to distribute TRY 142,193,421 out of the net consolidated accounting profit of TRY 527,224,000 for 2019 and to fix the date of cash dividend payment at 29 May 2020.

However, with Article 12 of the Law No. 7244 on “Amending the Law on the Reduction of the Effects of the Coronavirus (Covid-19) on Economic and Social Life”, which went in effect upon its publication on the Official Gazette on 17 April 2020, the following Interim Article 13 was added to the TCC: *“In capital companies, it may be decided to distribute only up to twenty-five percent of the net profit for 2019 until 30 September 2020, previous year profits and free reserves cannot be distributed, General Assembly cannot authorize the Board of Directors to distribute advance dividends. ... If the General Assembly has decided to distribute dividends for the fiscal year 2019, but the shareholders have not yet been paid or partially paid, the payments for the portion exceeding twenty-five percent of the net profit for 2019 will be postponed until the end of the period specified in the first paragraph.”*

The “Communiqué on the Procedures and Principles Regarding the Implementation of the Interim Article 13 of the Turkish Commercial Code No. 6102 (**“Communiqué on Interim Article 13”**)”, issued by the Ministry of Trade in relation to the implementation of the said Interim Article 13, went into effect upon its publication in the Official Gazette on 17 May 2020. The Communiqué states that, in some cases, exceptions may be made to the rule regarding the postponement of dividend payments mentioned above. However, it is not possible to apply the exception cases to the public shareholders of ANADOLU CAM.

Pursuant to the aforementioned legislation, ANADOLU CAM shareholders received partial payments of TRY 100,505,852, corresponding to the legally distributable dividend rate, on 29 May 2020, and the remaining payment of TRY 41,687,569 has been postponed until 30 September 2020.

Since ANADOLU CAM will be transferred to ŞİŞECAM with all its assets and liabilities and will thus dissolve upon the registration of the general assembly resolution regarding the merger, it will be physically impossible to distinguish ANADOLU CAM stakeholders to whom remaining profit share will be paid; therefore, existing shareholders will be identified as of the extraordinary general meeting date on which the merger will be discussed and the remaining profit share payment will be made by ŞİŞECAM to these shareholders.

**c) Acquired Company 2 - DENİZLİ CAM:**

Provisions on the profit distribution of DENİZLİ CAM are given in paragraphs 27 and 28 of its Articles of Association and the mentioned articles are provided hereunder:

**PROFIT DISTRIBUTION:**

**Article 27-**

*Profit distribution of the Company is decided by the General Assembly based on the recommendation of the Board of Directors in the framework of the profit distribution policy decided by the General Assembly in accordance with the Turkish Commercial Code, Capital Markets Law and other applicable legislative provisions.*

*Dividend advances may be distributed in compliance with the terms and procedures set forth in the Capital Markets Legislation.*

*After general expenses and amounts that must be paid or set aside by the company such as various amortisation in addition to compulsory taxes that must be paid by the legal personality of the company are deducted from the income determined at the end of the financial period of the company, the remaining profit of the period monitored in the annual balance sheet, after deducting the losses of previous periods (if any), is distributed as shown below respectively:*

*a) 5% is set aside as legal reserve until reaching 20% of the capital.*

*b) Dividend is set aside from the remaining amount, based on the amount to be calculated by adding the amounts of donations made within the year if any, in the framework of the profit distribution policy to be determined by the general assembly and in line with the provisions of related legislation.*

*c) After the above mentioned deductions are made, 5% of the remaining part is distributed to Company employees.*

*d) After the amounts indicated under subparagraphs (a), (b) and (c) are deducted from the net profit of the period, the General Assembly is authorized to distribute the remaining part partially or entirely as secondary dividend or set it aside as voluntary reserve funds in accordance with article 521 of the Turkish Commercial Code.*

*e) One tenth of the amount calculated after deducting dividends at the rate of 5% of the capital from the part that has been decided to be distributed to shareholders and other partakers in the profit is added to general legal reserves as per subparagraph 2 of article 519 of the Turkish Commercial Code.*

*Until reserve funds that must be set aside as per the provisions of law are set aside and the dividends defined for shareholders under the Articles of Association are distributed in cash and/or by means of shares; decisions on setting aside other reserve funds, transferring profit to the following year and distributing dividends to members of the board of directors and officers, employees and workers and foundations established for various reasons and similar persons and/or institutions cannot be made.*

*Dividends are distributed equally to all existing shares at the date of distribution, irrespective of their issuance and acquisition dates.*

*Dividends are distributed equally to all existing shares at the date of distribution, irrespective of their issuance and acquisition dates.*

*The method and date of the profit distribution is resolved by the general assembly based on the proposal of the board of directors in this regard.*

*The profit distribution decision made by the general assembly cannot be withdrawn in accordance with these provisions of the Articles of Association.*

*Dividend advances may be distributed in compliance with the terms and procedures set forth in the Capital Markets Legislation.*

#### **DATE OF PROFIT DISTRIBUTION:**

##### **Article 28-**

*The General Assembly decides on which date and how the profit shall be distributed to shareholders upon the proposal of the Board of Directors and in line with the regulations of the Capital Markets Board. Profit distributed in accordance with the provisions of the Articles of Association cannot be withdrawn. Provisions of the Turkish Commercial Code in relation to withdrawal are reserved.*

Furthermore, the profit distribution policy of DENİZLİ CAM as disclosed to the public in accordance with the regulations on Compliance with Principles on Corporate Governance of the Board is as follows:

*a) The Company adopts to distribute at least 50% of the distributable net term profit calculated as cash and / or bonus profit share at the end of the year in the framework of the Capital Market Legislation and other relevant legislation.*

*Taking into consideration factors such as economic conditions, investment plans and cash position, the Shareholders Ordinary General Assembly may decide to make a distribution different than the targeted rate.*

*b) The profit distribution proposals of our Board of Directors, including the details set forth in the Capital Markets Board regulations and the Corporate Governance Principles, are announced to the public through the public disclosure platform, our company's website and annual report.*

*c) The cash dividends to be distributed in accordance with the decision to be taken at the General Assembly Meeting is paid on the date determined in the General Assembly. The transactions related to the dividends to be distributed as bonus shares are completed within the legal period stipulated in the regulations of the Capital Markets Board.*

*d) Within the framework of the profit distribution policy, dividends are distributed equally to all existing shares at the date of distribution, irrespective of their issuance and acquisition dates.*

- e) *In the event that the Board of Directors proposes not to distribute profits to the General Assembly, the reason and information on the use of non-distributed profits are submitted to shareholders at the General Assembly meeting.*
- f) *In the profit distribution policy, a balanced policy is followed between the interests of the shareholders and the interests of the company.*
- g) *There are no privileged shares in obtaining share out of the profit.*
- h) *In our Articles of Association, there is no practice of distributing dividends to our members of the Board of Directors by way of non-voting founder shares.*
- i) *Our Articles of Association does not contain the practice of distributing profits to Company Personnel.*
- j) *According to the Company's Articles of Association, the Board of Directors may distribute advance dividend on condition that it is authorized by the General Assembly and complies with the Capital Markets Law and the relevant regulations of the Capital Markets Board. The authority to distribute the advance dividend granted to the Board of Directors by the General Assembly is limited to the year of appointment.*

It was decided to not distribute profits in the Ordinary General Assembly meeting of DENİZLİ CAM as the year 2019 was closed with a loss.

**d) Acquired Company 3 - PAŞABAHÇE:**

Provisions in relation to profit distribution of PAŞABAHÇE are given in paragraphs 25 and 26 of its Articles of Association and the mentioned articles are provided hereunder:

***PROFIT DISTRIBUTION:***

*Article 25- Profit distribution of the Company is decided by the General Assembly in line with the recommendation of the Board of Directors by taking into account the Turkish Commercial Code and provisions of other applicable legislation.*

***DATE OF PROFIT DISTRIBUTION:***

*Article 26- The General Assembly decides on which date and how the annual profit shall be distributed to shareholders upon the proposal of the Board of Directors. Profit distributed in accordance with the provisions of the Articles of Association cannot be withdrawn. Provision of the Turkish Commercial Code in relation to withdrawal of profit is reserved.*

The Ordinary General Assembly of PAŞABAHÇE decided to set aside 5% primary reserves until reaching twenty per cent of the paid-in capital and set aside the remaining part as extraordinary reserves from the profit after tax for 2019 in accordance with the law and the Articles of Association. Consequently, no dividend distribution for 2019 was carried out at Paşabahçe.

**e) Acquired Company 4 - SODA SANAYİİ**

Provisions in relation to profit distribution of SODA SANAYİİ are given in paragraphs 28 and 29 of its Articles of Association and the mentioned articles are provided hereunder:

***PROFIT DISTRIBUTION:***

***Article 28-***

*After general expenses and amounts that must be paid or set aside by the company such as various amortisation*

*in addition to compulsory taxes that must be paid by the legal personality of the company are deducted from the income determined at the end of the financial period of the company,*

*the remaining profit of the period in the annual balance sheet, after deducting the losses of previous periods (if any),*

*is distributed as shown below respectively:*

*General Legal Reserves:*

*a) 5% is set aside as legal reserves.*

*First Dividend:*

*b) From the remaining amount, based on the amount to be calculated by adding the donation amount to be made within the year if any, first dividend is set aside in line with the Turkish Commercial Code and Capital Markets Board Legislation.*

*c) After the above mentioned deductions are made, the General Assembly is authorized to decide on distributing dividends to members of the board of directors and officers, employees and workers, owners of privileged shares and foundations established for various reasons and similar persons and/or institutions.*

*Secondary Dividend:*

*d) After the amounts indicated under subparagraphs (a), (b) and (c) are deducted from the net profit of the period, the General Assembly is authorized to distribute the remaining part partially or entirely as secondary dividend or set it aside as voluntary reserve funds in accordance with article 521 of the Turkish Commercial Code.*

*General Legal Reserves:*

*e) One tenth of the amount calculated after deducting dividends at the rate of 5% from the part that has been decided to be distributed to shareholders and other partakers in*

*the profit is added to general legal reserves as per subparagraph 2 of article 519 of the Turkish Commercial Code. Until reserve funds that must be set aside as per the provisions of law are set aside and the dividends defined for shareholders under the Articles of Association are distributed in cash and/or by means of share certificates; decisions on setting aside other reserve funds, transferring profit to the following year and distributing dividends to members of the board of directors and officers, employees and workers and foundations established for various reasons and similar persons and/or institutions cannot be made.*

*Dividends are distributed equally to all existing shares at the date of distribution, irrespective of their issuance and acquisition dates.*

*Dividends are distributed equally to all existing shares at the date of distribution, irrespective of their issuance and acquisition dates.*

*The method and date of the profit distribution is resolved by the general assembly based on the proposal of the board of directors in this regard.*

*Advance dividends may be distributed in compliance with the terms and procedures set forth in the Capital Markets Legislation.*

*The profit distribution decision made by the general assembly cannot be withdrawn in accordance with the provisions of the Articles of Association.*

#### **DATE OF PROFIT DISTRIBUTION:**

##### **Article 29-**

*The General Assembly decides on which date and how the annual profit shall be distributed to shareholders upon the proposal of the Board of Directors and in line with the regulations of the Capital Markets Board.*

*Profit distributed in accordance with the provisions of the Articles of Association cannot be withdrawn.*

*Provisions of the Turkish Commercial Code in relation to withdrawal are reserved.*

Also, the profit distribution policy of SODA SANAYİİ as disclosed to the public in accordance with the regulations on Compliance with Principles on Corporate Governance of the Board is as follows:

*Our Company's profit distribution policy is determined in accordance with the provisions of the Turkish Commercial Code, the Capital Markets Law, the Tax Laws and other applicable legislation and the Articles of Association. Accordingly;*

*a) The Company adopts to distribute at least 50% of the distributable net term profit calculated as cash and / or bonus profit share at the end of the year in the framework of the Capital Market Legislation and other relevant legislation. Taking into consideration factors such as economic conditions, investment plans and cash position,*

*the Shareholders Ordinary General Assembly may decide to make a distribution different than the targeted rate.*

*b) The profit distribution proposals of our Board of Directors, including the details set forth in the Capital Markets Board regulations and the Corporate Governance Principles, are announced to the public through the public disclosure platform, our company's website and annual report.*

*c) The cash dividends to be distributed in accordance with the decision to be taken at the General Assembly Meeting is paid on the date determined in the General Assembly. The transactions related to the dividends to be distributed as bonus shares are completed within the legal period stipulated in the regulations of the Capital Markets Board.*

*d) Within the framework of the profit distribution policy, dividends are distributed equally to all existing shares at the date of distribution, irrespective of their issuance and acquisition dates.*

*e) In the event that the Board of Directors proposes not to distribute profits to the General Assembly, the reason and information on the use of non-distributed profits are submitted to shareholders at the General Assembly meeting.*

*f) In the profit distribution policy, a balanced policy is followed between the interests of the shareholders and the interests of the company.*

*g) There are no privileged shares in obtaining share out of the profit.*

*h) In our Articles of Association, there is no practice of distributing dividends to our members of the Board of Directors and our employees by way of non-voting founder shares.*

*i) According to the Company's Articles of Association, the Board of Directors may distribute advance dividend on condition that it is authorized by the General Assembly and complies with the Capital Markets Law and the relevant regulations of the Capital Markets Board. The authority to distribute the advance dividend granted to the Board of Directors by the General Assembly is limited to the year of appointment.*

The Ordinary General Assembly of SODA SANAYİİ decided to distribute TRY 245,000,000 out of the net term profit of TRY 1,108,933,889 for 2019 and to fix the date of cash dividend payment at 29 May 2020. SODA SANAYİİ completed the dividend distribution for 2019 on 29 May 2020.

#### **f) Acquired Company 5 - TRAKYA CAM:**

Provisions on the profit distribution of TRAKYA CAM are given in paragraphs 27 and 28 of its Articles of Association and the mentioned articles are provided hereunder:



## **PROFIT DISTRIBUTION:**

### **Article 27-**

*After general expenses and amounts that must be paid or set aside by the company such as various amortisation in addition to compulsory taxes that must be paid by the legal personality of the company are deducted from the income determined at the end of the financial period of the company, the remaining profit of the period monitored in the annual balance sheet, after deducting the losses of previous periods (if any), is distributed as shown below respectively:*

*General Legal Reserves:*

*a) 5% is set aside as legal reserve until reaching 20% of the capital.*

*First Dividend:*

*b) From the remaining amount, based on the amount to be calculated by adding the donation amount to be made within the year if any, first dividend is set aside in line with the Turkish Commercial Code and Capital Markets Board Legislation in the framework of the profit distribution policy of the Company.*

*Secondary Dividend:*

*c) After amounts indicated under subparagraphs (a) and (b) are deducted from net term profit, the General Assembly is authorized to distribute the remaining part partially or entirely as secondary dividend or set it aside as voluntary reserve funds in accordance with article 521 of the Turkish Commercial Code.*

*General Legal Reserves:*

*d) One tenth of the amount calculated after deducting dividends at the rate of 5% of the capital from the part that has been decided to be distributed to shareholders and other partakers in the profit is added to general legal reserves as per subparagraph 2 of article 519 of the Turkish Commercial Code.*

*Until reserve funds that must be set aside as per provisions of law are set aside and the dividends defined for shareholders under the Articles of Association are distributed in cash and/or by means of share certificates; decisions on setting aside other reserve funds, transferring profit to the following year and distributing dividends to members of the board of directors and officers, employees and workers and foundations established for various reasons and similar persons and/or institutions cannot be taken.*

*Dividends are distributed equally to all existing shares at the date of distribution, irrespective of their issuance and acquisition dates.*

*The method and date of the profit distribution is resolved by the general assembly based on the proposal of the board of directors in this regard.*

*The profit distribution decision made by the general assembly cannot be withdrawn in accordance with these provisions of the Articles of Association.*

*Dividend advances may be distributed in compliance with the terms and procedures set forth in the Capital Markets Legislation.*

**DATE OF PROFIT DISTRIBUTION:**

**Article 28-**

*The General Assembly decides on which date and how the profit shall be distributed to shareholders upon the proposal of the Board of Directors and in line with regulations of the Capital Markets Board. Profit distributed in accordance with the provisions of the Articles of Association cannot be withdrawn. Provisions of the Turkish Commercial Code in relation to withdrawal are reserved.*

Also, the profit distribution policy of TRAKYA CAM as disclosed to the public in accordance with regulations on Compliance with Principles on Corporate Governance of the Board is as follows:

*Our Company's profit distribution policy is determined in accordance with the provisions of the Turkish Commercial Code, the Capital Markets Law, the Tax Laws and other applicable legislation and the Articles of Association.*

*Accordingly;*

*a) The Company adopts to distribute at least 50% of the distributable net term profit calculated as cash and / or bonus profit share at the end of the year in the framework of the Capital Market Legislation and other relevant legislation. Taking into consideration factors such as economic conditions, investment plans and cash position, the Shareholders Ordinary General Assembly may decide to make a distribution different than the targeted rate.*

*b) The profit distribution proposals of our Board of Directors, including the details set forth in the Capital Markets Board regulations and the Corporate Governance Principles, are announced to the public through the public disclosure platform, our company's website and annual report.*

*c) The cash dividends to be distributed in accordance with the decision to be taken at the General Assembly Meeting is paid on the date determined in the General Assembly. The transactions related to the dividends to be distributed as bonus shares are completed within the legal period stipulated in the regulations of the Capital Markets Board.*

*d) Within the framework of the profit distribution policy, dividends are distributed equally to all existing shares at the date of distribution, irrespective of their issuance and acquisition dates.*

*e) In the event that the Board of Directors proposes not to distribute profits to the General Assembly, the reason and information on the use of non-distributed profits are submitted to shareholders at the General Assembly meeting.*

*f) In the profit distribution policy, a balanced policy is followed between the interests of the shareholders and the interests of the company.*

- g) *There are no privileged shares in obtaining share out of the profit.*
- h) *In our Articles of Association, there is no practice of distributing dividends to our members of the Board of Directors and our employees by way of non-voting founder shares.*
- i) *According to the Company's Articles of Association, the Board of Directors may distribute advance dividend on condition that it is authorized by the General Assembly and complies with the Capital Markets Law and the relevant regulations of the Capital Markets Board. The authority to distribute the advance dividend granted to the Board of Directors by the General Assembly is limited to the year of appointment.*

The Ordinary General Assembly of TRAKYA CAM decided to distribute TRY 130,000,000 out of the net consolidated profit of TRY 749,533,000 for 2019 and to fix the date of cash dividend payment at 29 May 2020. TRAKYA CAM completed the dividend distribution for 2019 on 29 May 2020.

#### **21.6. Lawsuits, legal proceedings and arbitration proceedings that may have had or may have significant impact on the financial standing or profitability of the company and/or group that is party to the merger in the last 12 months**

None.

#### **21.7. Opening balance sheet following the merger<sup>28</sup>**

**Türkiye Şişe ve Cam Fabrikaları A.Ş.**

**As of the date of Merger**

**Opening Balance Sheet (Statement of Financial Position)**

(Unless indicated otherwise, amounts are denominated in thousand Turkish Liras ("TRY")).

<b>ASSETS</b>	
<b>Current Assets</b>	<b>17,016,652</b>
Cash and cash equivalents	8,115,016
Financial investments	487,814

<sup>28</sup> Amounts indicated under this section 21.7 (*Opening balance sheet following the merger*) is denominated in TRY thousand.

Trade Receivables	3,448,358
- Trade Receivables from Related Parties	7,512
- Trade Receivables from Unrelated Parties	3,440,846
Other Receivables	269,709
- Other Receivables From Related Parties	-
- Other Receivables From Unrelated Parties	245,190
Contract Assets	22,671
Derivative Financial Instruments	26,278
Inventories	3,940,394
Prepaid Expenses	257,062
Current Tax Assets	16,638
Other Current Assets	429,173
	<b>16,990,442</b>
Assets Held for Sale	28,058
<b>Fixed Assets</b>	<b>23,248,904</b>
Financial investments	2,904,579
Trade Receivables	275
- Trade Receivables from Related Parties	-
- Trade Receivables from Unrelated Parties	275
Other Receivables	14,206
- Other Receivables From Related Parties	-
- Other Receivables From Unrelated Parties	14,206
Derivative Financial Instruments	65,431
Investments Accounted with Equity Method	772,997
Investment Properties	772,422
Tangible Fixed Assets	16,134,667
- Acquired through Financial Leasing	-
- Other Tangible Fixed Assets	16,134,667
Right of Use Assets	168,348
Intangible Fixed Assets	630,387
- Goodwill	331,616
- Other Intangible Fixed Assets	342,918
Prepaid Expenses	425,950
Deferred Tax Assets	874,882
Other Fixed Assets	440,614
<b>TOTAL ASSETS</b>	<b>40,265,556</b>
<b>LIABILITIES</b>	
<b>Short Term Liabilities</b>	<b>8,757,067</b>
Short-term Borrowings	3,016,094

Short-term Portion of Long-term Borrowings	2,354,970
Other Financial Liabilities	-
Trade Payables	2,471,886
- <i>Trade Payables to Related Parties</i>	100,025
- <i>Trade Payables To Unrelated Parties</i>	2,371,860
Liabilities for Employee Benefits	83,699
Other Liabilities	129,241
- <i>Other Payables to Related Parties</i>	5,447
- <i>Other Payables to Unrelated Parties</i>	123,794
Contract Liabilities	26,216
Derivative Financial Instruments	24,058
Government Grants and Incentives	-
Deferred Income (Other than Contract Liabilities)	101,299
Current Income Tax Liability	80,454
Short Term Provisions	171,413
- <i>Short Term Provisions For Employee Benefits</i>	20,309
- <i>Other Short Term Provisions</i>	151,104
Other Short Term Liabilities	297,737
	<b>8,730,851</b>
<hr/>	
Liabilities Related to Assets held for Sale	
<b>Long-term Liabilities</b>	<b>11,624,824</b>
Long-term loans	10,728,722
Other Financial Liabilities	-
Trade Payables	-
- <i>Trade Payables to Related Parties</i>	-
- <i>Trade Payables To Unrelated Parties</i>	-
Other Liabilities	30,606
- <i>Other Payables to Related Parties</i>	-
- <i>Other Payables to Unrelated Parties</i>	30,606
Derivative Financial Instruments	91,597
Government Grants and Incentives	-
Deferred Income (Other than Contract Liabilities)	70,802
Long Term Provisions	496,304
- <i>Long Term Provisions For Employee Benefits</i>	496,304
- <i>Other Long Term Provisions</i>	-
Income Tax Liabilities	-
Deferred Tax Liability	206,793
Other Long Term Liabilities	-

<b>EQUITY</b>	<b>19,883,666</b>
<b>Shareholders Equity of the Parent</b>	<b>19,629,885</b>
Paid-in Share Capital	3,064,228
Share Capital Adjustments	181,426
Buy-Backed Shares (-)	-
Mutual Participation Capital Adjustment (-)	-
Share Premiums/Discounts	527
Accumulated Other Comprehensive Income/Expense not to be reclassified to Profit or Loss	2,133,449
- Revaluation Gain on Tangible Fixed Assets	2,134,628
- Revaluation Gains / (Losses) on Defined Employee Benefit Plans	(1,179)
- Other Gains/Losses	-
Accumulated Other Comprehensive Income/Expense to be reclassified to Profit or Loss	2,969,527
- Currency Translation Differences	2,963,064
- Hedge Reserves	4,754
- Revaluation Gains / (Losses) on Financial Assets	1,708
- Other Gains/Losses	-
Restricted Reserves Appropriated from Profit	222,131
Retained Earnings	11,058,597
Net Profit/Loss for the Period	-
<b>Non-controlling Shares</b>	<b>253,780</b>
<b>TOTAL LIABILITIES AND EQUITY</b>	<b>40,265,556</b>

## 22. INFORMATION ON THE MERGER

### 22.1. Decisions of Managing Bodies

#### a) Acquiring Company - ŞİŞECAM

The resolution of the Board of Directors of ŞİŞECAM dated 30.01.2020 is provided hereunder:

*"In light of the potential union of forces to be created with the aim of ensuring efficiency, effectiveness, simplicity and agility in line with the long-term strategies of our Group and our competitive targets in the global markets, it was decided to initiate discussions with*

*the intention of merging our Company with Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayii ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş. and Trakya Cam Sanayii A.Ş. in accordance with Capital Markets Law no. 6362, the Capital Markets Board's Communiqué Series no. II, no. 23.1 on Common Rules for Transactions of Critical Importance and Exit Rights, the Capital Markets Board's Communiqué Series no. II, no. 23.2 on Merger and Demerger, Turkish Commercial Code no. 6102, Corporate Tax Law no. 5520 and provisions of other related legislation, in order to gather the activities of ŞİŞECAM under a single roof and to provide positive contribution towards the market value of our Company in line with the investment preferences of our investors towards shares with high transaction volume and depth."*

ŞİŞECAM Board of Directors resolution on the merger, dated April 27, 2020, is provided below. Since the amendment texts in the decision have been revised with the decision dated \*\*\*, it is removed from the article. The final text of the amendment is given under \*\*\*.

*The following were decided by the Board of Directors;*

- 1. In accordance with Capital Markets Law no. 6362 ("CML"), the Capital Markets Board's ("CMB") Communiqué no. II-23.1 on Common Rules for Transactions of Critical Importance and Exit Rights, the Capital Markets Board's Communiqué no. II-23.2 on Merger and Demerger, and other related regulations of the CMB, Turkish Commercial Code ("TCC") no. 6102, Corporate Tax Law no. 5520 and provisions of other related legislation, to acquire Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayi ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş. and Trakya Cam Sanayii A.Ş as a whole together with all their assets and liabilities and merge them under the roof of our Company Türkiye Şişe ve Cam Fabrikaları A.Ş. ("Company" or "Şişecam"),*
- 2. For the merger to take place based on the independently audited financial statements and footnotes dated December 31, 2019 that were prepared for the companies related to the merger in line with the related regulations of the CMB,*
- 3. To take as reference the Valuation Expert's Report prepared in line with the provisions regulated under Article 7, "Valuation Expert's Report", in the Capital Markets Board's Communiqué no. II-23.2 on Merger and Demerger in determination of the merger ratio, the swap ratio and capital increase to be carried out due to the merger along with the number of shares to be allocated to the shareholders of Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayi ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş., Trakya Cam Sanayii A.Ş that shall be acquired by our Company, from the shares of our Company to be issued as a result of the said capital increase, in a manner that is in compliance with the related legislation and with a fair and acceptable approach that leaves no room for doubt;*

4. *To prepare the merger agreement and merger report and to apply to the CMB for the approval of the announcement following the fulfilment of all other necessary procedures related to the merger by acquisition in line with the provisions of the related legislation,*
5. *For the purpose of the merger, as our Company is subject to the Capital Markets Law and its shares are publicly listed and traded on the stock exchange, to provide all kinds of notifications to enlighten the public through the Public Disclosure Platform on all matters that are deemed necessary, and particularly the aspect regulated under the related provisions of the CMB communique under Article 24, "Exit Rights" whereby our shareholders or their representatives who shall cast dissenting vote in the general assembly meeting where the said merger shall be voted and record a statement of dissent to the meeting minutes have the right of exiting from shareholding by selling their shares based on the exit right exercise price to be determined as per related legislation,*
6. *In line with the provision of the CMB communique under article 24 entitled "Exit Rights" and other related CMB Communiques, to determine the exit right exercise price as TRY 5.27 for each share that corresponds to a total capital of TRY 2,250,000,000 (two-billion-two-hundred-and-fifty-million Turkish Liras) of our Company, each with a nominal value of 1 Kr (one kurush),*
7. *Including but not limited to those mentioned in the above articles, to carry out all necessary procedures until the final conclusion of the merger and to make all official applications, announcements and legal procedures, including the applications to the CMB and the Energy Market Regulatory Authority (EMRA),*
8. *As an increase is expected in the capital of our Company as a result of the merger and on condition that necessary permissions and approvals are received; to submit the amendments in the Articles of Association that are required due to the merger and in accordance with the EMRA legislation to the approval of the general assembly together with the draft amendment during the general assembly meeting in relation to the merger,*
9. *On condition that permissions are received from the CMB, EMRA and all other related authorities as per Article 8 of this resolution and the merger is approved in the general assembly; to amend (i) Article 4, "Purpose and Subject", (ii) Article 7, "Capital", and (iii) Article 21, "Amendments to the Articles of Association" (this shall be Article 23 after the amendment) as indicated in the draft amendment below; also to add (i) Article 8, "Transfer of Shares and Share Certificates" and (ii) Article 9, "Provisions on Mergers and Demergers" to the Articles of Association of our Company as shown in the amendment text hereunder, [...]*
10. *It was resolved in unanimity through the affirmative votes of all members including the independent members who participated in the meeting to authorize and appoint Dr. Ahmet Kirman and Mustafa Görkem Elverici on receiving necessary permissions, making the applications and concluding the merger in line with the relevant legislation."*

ŞİŞECAM's Board of Directors Resolution dated 14 July 2020 is given below:



*“At our Company’s Board of Directors meeting dated 30 January 2020, discussions have started on the intention of acquiring Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayii ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş. and Trakya Cam Sanayii A.Ş. and merge them under our Company, Türkiye Şişe ve Cam Fabrikaları A.Ş. (“Merger”) pursuant to Capital Market Law No. 6362 (“CML”), Capital Market Board’s (“CMB”) Communiqué Series no. II, no. 23.1 on Common Rules for Transactions of Critical Importance and Exit Rights (Communiqué no. II.23.1), Communiqué No. II.23.2 on Mergers and Demergers (Communiqué No. II.23.2), Turkish Commercial Code No. 6102, Corporate Tax Law No. 5520 and other relevant legislation provisions. It was subsequently decided that merger procedures would be initiated upon the Board of Directors resolution dated 27 April 2020, the merger agreement would be signed, and an application would be filed at the CMB for the approval of the announcement.*

*However, Law No. 7222, which amended the Banking Law and Some Other Laws (“Law No. 7222”), went into effect following its publication in the Official Gazette on 25 February 2020. With Law No. 7222, Articles 23 and 24 of the CML have been amended, and, consequently, the Communiqué on Common Rules for Transactions of Critical Importance and Exit Rights (II-23.3) (“Communiqué No. II.23.3”) went into effect on 27 June 2020 following its publication in the Official Gazette no. 31168, dated 27 June 2020.*

*Since the necessity arises to amend the Merger Agreement and Merger Report signed by our Company’s Board of Directors on 27 April 2020, all participating members, including independent ones, have decided unanimously to approve the Merger Agreement and Merger Report in its amended version attached to this decision.”*

#### **b) Acquired Company 1 - ANADOLU CAM**

ANADOLU CAM Board of Directors resolution, dated 30 January 2020, is provided hereunder:

*"In light of the potential union of forces to be created with the aim of ensuring efficiency, effectiveness, simplicity and agility in line with the long-term strategies of our Group and our competitive targets in the global markets, it was decided to initiate discussions with the intention of merging our Company with Denizli Cam Sanayii ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş. and Trakya Cam Sanayii A.Ş. by being acquired by Türkiye Şişe ve Cam Fabrikaları A.Ş., in accordance with Capital Markets Law no. 6362, the Capital Markets Board’s Communiqué Series no. II, no. 23.1 on Common Rules for Transactions of Critical Importance and Exit Rights, the Capital Markets Board’s Communiqué Series no. II, no. 23.2 on Merger and Demerger, Turkish*

*Commercial Code no. 6102, Corporate Tax Law no. 5520 and provisions of other related legislation, in order to gather the activities of ŞİŞECAM under a single roof and to provide positive contribution towards the market value of our Company in line with the investment preferences of our investors towards shares with high transaction volume and depth."*

ANADOLU CAM Board of Directors resolution on merger, dated April 27, 2020, is provided hereunder:

*The following were decided by the Board of Directors;*

- 1. In accordance with Capital Markets Law no. 6362 ("CML"), the Capital Markets Board's ("CMB") Communiqué no. II-23.1 on Common Rules for Transactions of Critical Importance and Exit Rights, the Capital Markets Board's Communiqué no. II-23.2 on Merger and Demerger, and other related regulations of the CMB, Turkish Commercial Code ("TCC") no. 6102, Corporate Tax Law ("CTL") no. 5520 and provisions of other related legislation, to transfer our Company Anadolu Cam Sanayii A.Ş., ("Company") and Denizli Cam Sanayi ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş. and Trakya Cam Sanayii A.Ş. as a whole together with all their assets and liabilities and merge them under the roof of Türkiye Şişe ve Cam Fabrikaları A.Ş. ("Şişecam"),*
- 2. For the merger to take place based on the independently audited financial statements and footnotes dated December 31, 2019 that were prepared for the related companies in line with the related regulations of the CMB,*
- 3. To take as reference the Valuation Expert's Report prepared in line with the provisions regulated under Article 7, "Valuation Expert's Report" in the Capital Markets Board's Communiqué Series no. II, no. 23.2 on Merger and Demerger in determination of the merger ratio, the swap ratio and capital increase to be carried out at Şişecam due to the merger along with the number of shares to be allocated to the shareholders of our Company Anadolu Cam Sanayii A.Ş. and Denizli Cam Sanayii ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş., Trakya Cam Sanayii A.Ş. that shall be acquired by Şişecam, from the shares of Şişecam to be issued as a result of the said capital increase, in a manner that is in compliance with the related legislation and with a fair and acceptable approach that leaves no room for doubt;*
- 4. In accordance with the related provisions of the legislation, to prepare the merger agreement and merger report, to take the Valuation Expert's Report indicated in the previous article of this resolution as basis for the merger agreement, merger report and all documents to be prepared in relation to the merger and to apply to the Capital Markets Board ("CMB") for the approval of the announcement following the fulfilment of all procedures related to the merger through acquisition,*

5. *For the purpose of the merger; as our Company is subject to the Capital Markets Law and its shares are publicly listed and traded on the stock exchange, to provide all kinds of notifications to enlighten the public through the Public Disclosure Platform on all matters that are deemed necessary, and particularly the aspect regulated under the related provisions of the CMB communiqué under Article 24, "Exit Rights" whereby our shareholders or their representatives who shall cast dissenting vote in the general assembly meeting where the said merger shall be voted and record a statement of dissent to the meeting minutes have the right of exiting from shareholding by selling their shares based on the exit right exercise price to be determined as per related legislation,*
6. *In line with the provision of the CMB communiqué under article 24 entitled "Exit Rights" and other related CMB Communiqués, to determine the exit right exercise price for Anadolu Cam A Group shares as TRY 4,46 for each share that corresponds to a total capital of TRY 750,000,000 (seven-hundred-and-fifty-million Turkish Liras) of our Company, each with a nominal value of 1 Kr (one kurush),*
7. *Including but not limited to those mentioned in the above articles, to carry out all necessary procedures until the final conclusion of the merger and to make all official applications, announcements and legal procedures, including the applications to the CMB and the Energy Market Regulatory Authority (EMRA),*
  8. *It was resolved in unanimity through the affirmative votes of all members including the independent members who participated in the meeting to authorize and appoint Prof. Dr. Ahmet Kırman and Sibel Koç Karacaoğlu on receiving necessary permissions, making the applications and concluding the merger in line with the relevant legislation."*

ANADOLU CAM's Board of Directors Resolution dated 14 July 2020 is given below:

*"At our Company's Board of Directors meeting dated 30 January 2020, discussions have started on the intention of acquiring Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayii ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş. and Trakya Cam Sanayii A.Ş. and merge them under our Company, Türkiye Şişe ve Cam Fabrikaları A.Ş. ("Merger") pursuant to Capital Market Law No. 6362 ("CML"), Capital Market Board's ("CMB") Communiqué Series no. II, no. 23.1 on Common Rules for Transactions of Critical Importance and Exit Rights (Communiqué no. II.23.1), Communiqué No. II.23.2 on Mergers and Demergers (Communiqué No. II.23.2), Turkish Commercial Code No. 6102, Corporate Tax Law No. 5520 and other relevant legislation provisions. It was subsequently decided that merger procedures would be initiated upon the Board of Directors resolution dated 27 April 2020, the merger agreement would be signed, and an application would be filed at the CMB for the approval of the announcement.*

However, Law No. 7222, which amended the Banking Law and Some Other Laws (“Law No. 7222”), went into effect following its publication in the Official Gazette on 25 February 2020. With Law No. 7222, Articles 23 and 24 of the CML have been amended, and, consequently, the Communiqué on Common Rules for Transactions of Critical Importance and Exit Rights (II-23.3) (“Communiqué No. II.23.3”) went into effect on 27 June 2020 following its publication in the Official Gazette no. 31168, dated 27 June 2020.

Since the necessity arises to amend the Merger Agreement and Merger Report signed by our Company’s Board of Directors on 27 April 2020, all participating members, including independent ones, have decided unanimously to approve the Merger Agreement and Merger Report in its amended version attached to this decision.”

### **c) Acquired Company 2 - DENİZLİ CAM**

DENİZLİ CAM Board of Directors resolution, dated January 30, 2020, is provided hereunder:

*"In light of the potential union of forces to be created with the aim of ensuring efficiency, effectiveness, simplicity and agility in line with the long-term strategies of our Group and our competitive targets in the global markets, it was decided to initiate discussions with the intention of merging our Company with Anadolu Cam Sanayii A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş. and Trakya Cam Sanayii A.Ş. by being acquired by Türkiye Şişe ve Cam Fabrikaları A.Ş., in accordance with Capital Markets Law no. 6362, the Capital Markets Board’s Communiqué Seriesl no. II, no. 23.1 on Common Rules for Transactions of Critical Importance and Exit Rights, the Capital Markets Board’s Communiqué Series no. II, no. 23.2 on Merger and Demerger, Turkish Commercial Code no. 6102, Corporate Tax Law no. 5520 and provisions of other related legislation, in order to gather the activities of ŞİŞECAM under a single roof and to provide positive contribution towards the market value of our Company in line with the investment preferences of our investors towards shares with high transaction volume and depth."*

DENİZLİ CAM Board of Directors resolution on merger, dated April 27, 2020, is provided hereunder:

*The following were decided by the Board of Directors;*

- 1. In accordance with Capital Markets Law no. 6362 (“CML”), Capital Markets Board’s (“CMB”) Communiqué no. II-23.1 on Common Rules for Transactions of Critical Importance*

- and Exit Rights, the Capital Markets Board’s Communiqué no. II-23.2 on Merger and Demerger, and other related regulations of the CMB, Turkish Commercial Code (“TCC”) no. 6102, Corporate Tax Law (“CTL”) no. 5520 and provisions of other related legislation, to transfer Anadolu Cam Sanayii A.Ş., our Company Denizli Cam Sanayi ve Ticaret A.Ş.(“Company”), Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş. and Trakya Cam Sanayii A.Ş as a whole together with all their assets and liabilities and merge them under the roof of Türkiye Şişe ve Cam Fabrikaları A.Ş. (“Şişecam”),*
- 2. For the merger to take place based on the independently audited financial statements and footnotes dated December 31, 2019 that were prepared for the related companies in line with the related regulations of the CMB,*
  - 3. To take as reference the Valuation Expert’s Report prepared in line with the provisions regulated under Article 7, “Valuation Expert’s Report” in the Capital Markets Board’s Communiqué Series no. II, no. 23.2 on Merger and Demerger in determination of the merger ratio, the swap ratio and capital increase to be carried out at Şişecam due to the merger along with the number of shares to be allocated to the shareholders of Anadolu Cam Sanayii A.Ş., our Company Denizli Cam Sanayii ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş., Trakya Cam Sanayii A.Ş that shall be acquired by Şişecam, from the shares of Şişecam to be issued as a result of the said capital increase, in a manner that is in compliance with the related legislation and with a fair and acceptable approach that leaves no room for doubt;*
  - 4. In accordance with the related provisions of the legislation, to prepare the merger agreement and merger report, to take the Valuation Expert's Report indicated in the previous article of this resolution as basis for the merger agreement, merger report and all documents to be prepared in relation to the merger and to apply to the Capital Markets Board (“CMB”) for the approval of the announcement following the fulfilment of all procedures related to the merger through acquisition,*
  - 5. For the purpose of the merger; as our Company is subject to the Capital Markets Law and its shares are publicly listed and traded on the stock exchange, to provide all kinds of notifications to enlighten the public through the Public Disclosure Platform on all matters that are deemed necessary, and particularly the aspect regulated under the related provisions of the CMB communiqué under Article 24, “Exit Rights”, whereby our shareholders or their representatives who shall cast dissenting vote in the general assembly meeting where the said merger shall be voted and record a statement of dissent to the meeting minutes have the right of exiting from shareholding by selling their shares based on the exit right exercise price to be determined as per related legislation,*
  - 6. In line with the provision of the CMB’s Communiqué under Article 24, “Exit Rights”, and other related CMB Communiqués, to determine the exit right exercise price as TRY 8,85 TRY for each share that corresponds to a total capital of TRY 15,000,000 (fifteen million Turkish Liras) of our Company, each with a nominal value of 1 Kr (one kurush),*

7. *Including but not limited to those mentioned in the above articles, to carry out all necessary procedures until the final conclusion of the merger and to make all official applications, announcements and legal procedures, including the applications to the CMB and the Energy Market Regulatory Authority (EMRA),*
8. *It was resolved in unanimity through the affirmative votes of all members including the independent members who participated in the meeting to authorize and appoint Cemil Tokel and Gökhan Güralp on receiving necessary permissions, making the applications and concluding the merger in line with the relevant legislation ."*

DENİZLİ CAM's Board of Directors Resolution dated 14 July 2020 is given below:

*"At our Company's Board of Directors meeting dated 30 January 2020, discussions have started on the intention of acquiring Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayii ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş. and Trakya Cam Sanayii A.Ş. and merge them under our Company, Türkiye Şişe ve Cam Fabrikaları A.Ş. ("Merger") pursuant to Capital Market Law No. 6362 ("CML"), Capital Market Board's ("CMB") Communiqué Series no. II, no. 23.1 on Common Rules for Transactions of Critical Importance and Exit Rights (Communiqué no. II.23.1), Communiqué No. II.23.2 on Mergers and Demergers (Communiqué No. II.23.2), Turkish Commercial Code No. 6102, Corporate Tax Law No. 5520 and other relevant legislation provisions. It was subsequently decided that merger procedures would be initiated upon the Board of Directors resolution dated 27 April 2020, the merger agreement would be signed, and an application would be filed at the CMB for the approval of the announcement.*

*However, Law No. 7222, which amended the Banking Law and Some Other Laws ("Law No. 7222"), went into effect following its publication in the Official Gazette on 25 February 2020. With Law No. 7222, Articles 23 and 24 of the CML have been amended, and, consequently, the Communiqué on Common Rules for Transactions of Critical Importance and Exit Rights (II-23.3) ("Communiqué No. II.23.3" ) went into effect on 27 June 2020 following its publication in the Official Gazette no. 31168, dated 27 June 2020.*

*Since the necessity arises to amend the Merger Agreement and Merger Report signed by our Company's Board of Directors on 27 April 2020, all participating members, including independent ones, have decided unanimously to approve the Merger Agreement and Merger Report in its amended version attached to this decision."*

#### **d) Acquired Company 3 - PAŞABAHÇE**

PAŞABAĞÇE Board of Directors resolution, dated January 30, 2020, is provided hereunder:

*"In light of the potential union of forces to be created with the aim of ensuring efficiency, effectiveness, simplicity and agility in line with PAŞABAĞÇE Board of Directors resolution dated January 30, 2020, the long-term strategies of Şişecam Group and our competitive targets in the global markets, it was decided to initiate discussions with the intention of merging PAŞABAĞÇE with Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş. and Trakya Cam Sanayii A.Ş. by being acquired by Türkiye Şişe ve Cam Fabrikaları A.Ş., in accordance with Capital Markets Law, CMB Communiqué Series no. II, no. 23.1 on Common Rules for Transactions of Critical Importance and Exit Rights of, CMB Communiqué Series no. II, no. 23.2 on Merger and Demerger, TTC, CTL and provisions of other related legislation, in order to gather the activities of ŞİŞECAM under a single roof and to provide positive contribution towards the market value of our Company in line with the investment preferences of our investors towards shares with high transaction volume and depth."*

PAŞABAĞÇE Board of Directors resolution on merger, dated April 27, 2020, is provided hereunder:

*The following were decided by the Board of Directors;*

- 1. In accordance with Capital Markets Law no. 6362 ("CML"), the Capital Markets Board's ("CMB") Communiqué no. II-23.1 on Common Rules for Transactions of Critical Importance and Exit Rights, the Capital Markets Board's Communiqué no. II-23.2 on Merger and Demerger, and other related regulations of the CMB, Turkish Commercial Code ("TCC") no. 6102, Corporate Tax Law ("CTL") no. 5520 and provisions of other related legislation, to transfer Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayi ve Ticaret A.Ş., our Company Paşabahçe Cam Sanayii ve Ticaret A.Ş. ("**Company**"), Soda Sanayii A.Ş. and Trakya Cam Sanayii A.Ş. as a whole together with all their assets and liabilities and merge them under the roof of Türkiye Şişe ve Cam Fabrikaları A.Ş. ("**Şişecam**"),*
- 2. For the merger to take place based on the independently audited financial statements and footnotes dated December 31, 2019 that were prepared for the companies party to the transaction in line with the related regulations of the CMB,*
- 3. To take as reference the Valuation Expert's Report prepared in line with the provisions regulated under Article 7, "Valuation Expert's Report", in the the Capital Markets Board's Communiqué Series no. II, no. 23.2 on Merger and Demerger in determination of the merger ratio, the swap ratio and capital increase to be carried out at Şişecam due to the merger along with the number of shares to be allocated to the shareholders of Anadolu Cam Sanayii A.Ş.*

*Denizli Cam Sanayii ve Ticaret A.Ş., our Company Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş., Trakya Cam Sanayii A.Ş. that shall be acquired by Şişecam, from the shares of Şişecam to be issued as a result of the said capital increase, in a manner that is in compliance with the related legislation and with a fair and acceptable approach that leaves no room for doubt;*

- 4. In accordance with the related provisions of the legislation, to prepare the merger agreement and merger report, to take the Valuation Expert's Report indicated in the previous article of this resolution as basis for the merger agreement, merger report and all documents to be prepared in relation to the merger and to apply to the Capital Markets Board ("CMB") for the approval of the announcement following the fulfilment of all procedures related to the merger through acquisition,*
- 5. Including but not limited to those mentioned in the above articles, to carry out all kinds of proceedings necessary and required to be made until the final conclusion of the merger and to make all kinds of official applications, announcements and legal proceedings including the applications to be made to the CMB and the Energy Market Regulatory Authority (EMRA),*
- 6. It was resolved in unanimity through the affirmative votes of all members including the independent members who participated in the meeting to authorize and appoint the management of Prof.Dr.Ahmet Kırman and Gökhan Güralp on receiving necessary permissions, making the applications and concluding the merger in line with the relevant legislation."*

PAŞABAHCÉ's Board of Directors Resolution dated 14 July 2020 is given below:

*"At our Company's Board of Directors meeting dated 30 January 2020, discussions have started on the intention of acquiring Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayii ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş. and Trakya Cam Sanayii A.Ş. and merge them under our Company, Türkiye Şişe ve Cam Fabrikaları A.Ş. ("Merger") pursuant to Capital Market Law No. 6362 ("CML"), Capital Market Board's ("CMB") Communiqué Series no. II, no. 23.1 on Common Rules for Transactions of Critical Importance and Exit Rights (Communiqué no. II.23.1), Communiqué No. II.23.2 on Mergers and Demergers (Communiqué No. II.23.2), Turkish Commercial Code No. 6102, Corporate Tax Law No. 5520 and other relevant legislation provisions. It was subsequently decided that merger procedures would be initiated upon the Board of Directors resolution dated 27 April 2020, the merger agreement would be signed, and an application would be filed at the CMB for the approval of the announcement.*

*However, Law No. 7222, which amended the Banking Law and Some Other Laws ("Law No. 7222"), went into effect following its publication in the Official Gazette on 25 February 2020. With Law No. 7222, Articles 23 and 24 of the CML have been amended, and, consequently, the*



*Communiqué on Common Rules for Transactions of Critical Importance and Exit Rights (II-23.3) (“Communiqué No. II.23.3”) went into effect on 27 June 2020 following its publication in the Official Gazette no. 31168, dated 27 June 2020.*

*Since the necessity arises to amend the Merger Agreement and Merger Report signed by our Company’s Board of Directors on 27 April 2020, all participating members, including independent ones, have decided unanimously to approve the Merger Agreement and Merger Report in its amended version attached to this decision.”*

#### **e) Acquired Company 4 - SODA SANAYİİ**

The resolution of SODA SANAYİİ’s Board of Directors, dated 30 January 2020, is provided hereunder:

*"In light of the potential union of forces to be created with the aim of ensuring efficiency, effectiveness, simplicity and agility in line with the long-term strategies of our Group and our competitive targets in the global markets, it was decided to initiate discussions with the intention of merging our company with Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayii ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş. and Trakya Cam Sanayii A.Ş by being acquired by Türkiye Şişe ve Cam Fabrikaları A.Ş., in accordance with Capital Markets Law no. 6362, the Capital Markets Board’s Communiqué Series no. II, no. 23.1 on Common Rules for Transactions of Critical Importance and Exit Rights, the Capital Markets Board’s Communiqué Series no. II, no. 23.2 on Merger and Demerger, Turkish Commercial Code no. 6102, Corporate Tax Law no. 5520 and provisions of other related legislation, in order to gather the activities of ŞİŞECAM under a single roof and to provide positive contribution towards the market value of our Company in line with the investment preferences of our investors towards shares with high transaction volume and depth.*

SODA SANAYİİ Board of Directors resolution on the merger, dated April 27, 2020, is provided hereunder:

*The following were decided by the Board of Directors;*

- 1. In accordance with Capital Markets Law no. 6362 (“CML”), Capital Markets Board’s (“CMB”) Communiqué no. II-23.1 on Common Rules for Transactions of Critical Importance and Exit Rights, Capital Markets Board’s Communiqué II-23.2 on Merger and Demerger and, other related regulations of the CMB, Turkish Commercial Code (“TCC”) no. 6102,*

- Corporate Tax Law ("CTL") no. 5520 and provisions of other related legislation, to transfer Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayi ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., our Company Soda Sanayii A.Ş. ("Company") and Trakya Cam Sanayii A.Ş as a whole together with all their assets and liabilities and merge them under the roof of Türkiye Şişe ve Cam Fabrikaları A.Ş. ("Şişecam"),*
- 2. For the merger to take place based on the independently audited financial statements and footnotes dated 31 December 2019 that were prepared for the companies party to the transaction in line with the related regulations of the CMB,*
  - 3. To take as reference the Valuation Expert's Report prepared in line with the provisions regulated under article 7 entitled "Valuation Expert's Report" in Capital Markets Board's Communiqué no. II-23.2 on Merger and Demerger in determination of the merger ratio, the swap ratio and capital increase to be carried out at Şişecam due to the merger along with the number of shares to be allocated to the shareholders of Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayii ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., our Company Soda Sanayii A.Ş., Trakya Cam Sanayii A.Ş that shall be acquired by Şişecam, from the shares of Şişecam to be issued as a result of the said capital increase, in a manner that is in compliance with the related legislation and with a fair and acceptable approach that leaves no room for doubt;*
  - 4. In accordance with the related provisions of the legislation, to prepare the merger agreement and merger report, to take the Valuation Expert's Report indicated in the previous article of this resolution as basis for the merger agreement, merger report and all documents to be prepared in relation to the merger and to apply to the Capital Markets Board ("CMB") for the approval of the announcement following the fulfilment of all procedures related to the merger through acquisition,*
  - 5. For the purpose of the merger; as our Company is subject to the Capital Markets Law and its shares are publicly listed and traded on the stock exchange, to provide all kinds of notifications to enlighten the public through the Public Disclosure Platform on all matters that are deemed necessary, and particularly the aspect regulated under the related provisions of the CMB communique under Article 24, "Exit Rights" whereby our shareholders or their representatives who shall cast dissenting vote in the general assembly meeting where the said merger shall be voted and record a statement of dissent to the meeting minutes have the right of exiting from shareholding by selling their shares based on the exit right exercise price to be determined as per related legislation,*
  - 6. In line with the provision of the CMB communique under Article 24, "Exit Rights" and other related CMB Communiques, to determine the exit right exercise price as TRY 6,39 for each share that corresponds to a total capital of TRY 1,000,000,000 (one-billion Turkish Liras) of our Company, each with a nominal value of 1 Kr (onekuruş),*
  - 7. Including but not limited to those mentioned in the above articles, to carry out all kinds of proceedings necessary and required to be made until the final conclusion of the merger and to*

*make all kinds of official applications, announcements and legal proceedings including the applications to be made to the CMB and the Energy Market Regulatory Authority (EMRA),*

*8. It was resolved in unanimity through the affirmative votes of all members including the independent members who participated in the meeting to authorize and appoint Prof.Dr.Ahmet Kirman and Umut Barış Dönmez on receiving necessary permissions, making the applications and concluding the merger in line with the relevant legislation."*

SODA SANAYİİ's Board of Directors resolution dated 14 July 2020 is given below:

*"At our Company's Board of Directors meeting dated 30 January 2020, discussions have started on the intention of acquiring Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayii ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş. and Trakya Cam Sanayii A.Ş. and merge them under our Company, Türkiye Şişe ve Cam Fabrikaları A.Ş. ("Merger") pursuant to Capital Market Law No. 6362 ("CML"), Capital Market Board's ("CMB") Communiqué Series no. II, no. 23.1 on Common Rules for Transactions of Critical Importance and Exit Rights (Communiqué no. II.23.1), Communiqué No. II.23.2 on Mergers and Demergers (Communiqué No. II.23.2), Turkish Commercial Code No. 6102, Corporate Tax Law No. 5520 and other relevant legislation provisions. It was subsequently decided that merger procedures would be initiated upon the Board of Directors resolution dated 27 April 2020, the merger agreement would be signed, and an application would be filed at the CMB for the approval of the announcement.*

*However, Law No. 7222, which amended the Banking Law and Some Other Laws ("Law No. 7222"), went into effect following its publication in the Official Gazette on 25 February 2020. With Law No. 7222, Articles 23 and 24 of the CML have been amended, and, consequently, the Communiqué on Common Rules for Transactions of Critical Importance and Exit Rights (II-23.3) ("Communiqué No. II.23.3") went into effect on 27 June 2020 following its publication in the Official Gazette no. 31168, dated 27 June 2020.*

*Since the necessity arises to amend the Merger Agreement and Merger Report signed by our Company's Board of Directors on 27 April 2020, all participating members, including independent ones, have decided unanimously to approve the Merger Agreement and Merger Report in its amended version attached to this decision."*

#### **f) Acquired Company 5 - TRAKYA CAM**

TRAKYA CAM's Board of Directors resolution, dated 30 January 2020, is provided hereunder:

*"In light of the potential union of forces to be created with the aim of ensuring efficiency, effectiveness, simplicity and agility in line with the long-term strategies of our Group and our competitive targets in the global markets, it was decided to initiate discussions with the intention of merging our company with Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayii ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş by being acquired by Türkiye Şişe ve Cam Fabrikaları A.Ş., in accordance with Capital Markets Law no. 6362, Capital Markets Board's Communiqué Series no. II, no. 23.1 on Common Rules for Transactions of Critical Importance and Exit Rights, Capital Markets Board's Communiqué Series no. II, no. 23.2 on Merger and Demerger, Turkish Commercial Code no. 6102, Corporate Tax Law no. 5520 and provisions of other related legislation, in order to gather the activities of ŞİŞECAM under a single roof and to provide positive contribution towards the market value of our Company in line with the investment preferences of our investors towards shares with high transaction volume and depth."*

TRAKYA CAM's Board of Directors resolution on the merger, dated 27 April 2020, is provided hereunder:

*The following were decided by the Board of Directors;*

- 1. In accordance with Capital Markets Law no. 6362 ("CML"), Capital Markets Board's ("CMB") Communiqué no. II-23.1 on Common Rules for Transactions of Critical Importance and Exit Rights, Capital Markets Board's Communiqué no. II-23.2 on Merger and Demerger and other related regulations of the CMB, Turkish Commercial Code ("TCC") no. 6102, Corporate Tax Law ("CTL") no. 5520 and provisions of other related legislation, to transfer Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayi ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş. and our Company Trakya Cam Sanayii A.Ş ("Company") as a whole together with all their assets and liabilities and merge them under the roof of Türkiye Şişe ve Cam Fabrikaları A.Ş. ("Şişecam"),*
- 2. For the merger to take place based on the independently audited financial statements and footnotes dated 31 December 2019 that were prepared for the companies involved in the merger in line with the related regulations of the CMB,*
- 3. To take as reference the Valuation Expert's Report prepared in line with the provisions regulated under Article 7, "Valuation Expert's Report" in Capital Markets Board's Communiqué no. II-23.2 on Merger and Demerger in determination of the merger ratio, the swap ratio and capital increase to be carried out at Şişecam due to the merger along with the number of shares to be allocated to the shareholders of Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayii ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş., our Company Trakya Cam Sanayii A.Ş that shall be acquired by Şişecam, from the shares of*

*Şişecam to be issued as a result of the said capital increase, in a manner that is in compliance with the related legislation and with a fair and acceptable approach that leaves no room for doubt;*

- 4. In accordance with the related provisions of the legislation, to prepare the merger agreement and merger report, to take the Valuation Expert's Report indicated in the previous article of this resolution as basis for the merger agreement, merger report and all documents to be prepared in relation to the merger and to apply to the Capital Markets Board ("CMB") for the approval of the announcement following the fulfilment of all procedures related to the merger by acquisition,*
- 5. For the purpose of the merger, as our Company is subject to the Capital Markets Law and its shares are publicly listed and traded on the stock exchange, to provide all kinds of notifications to enlighten the public through the Public Disclosure Platform on all matters that are deemed necessary, and particularly the aspect regulated under the related provisions of the CMB communique under Article 24, "Exit Rights" whereby our shareholders or their representatives who shall cast dissenting vote in the general assembly meeting where the said merger shall be voted and record a statement of dissent to the meeting minutes have the right of exiting from shareholding by selling their shares based on the exit right exercise price to be determined as per related legislation,*
- 6. In line with the provision of the CMB's Communiqué under Article 24, "Exit Rights" and other related CMB Communiqués, to determine the exit right exercise price as TRY 3,47 for each share that corresponds to total capital of TRY 1,250,000,000 (one-billion-two-hundred-and-fifty-million Turkish Liras) of our Company, each with a nominal value of 1 Kr (one kuruş),*
- 7. Including but not limited to those mentioned in the above articles, to carry out all procedures necessary until the final conclusion of the merger and to make all official applications, announcements and legal procedures including the applications to be made to the CMB and the Energy Market Regulatory Authority (EMRA),*
  - 8. It was resolved in unanimity through the affirmative votes of all members including the independent members who participated in the meeting to authorize and appoint Prof.Dr.Ahmet Kirman and Hüseyin Burak Dağlı on receiving necessary permissions, making the applications and concluding the merger in line with the related legislation."*

TRAKYA CAM's Board of Directors resolution dated 14 July 2020 is given below:

*"At our Company's Board of Directors meeting dated 30 January 2020, discussions have started on the intention of acquiring Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayii ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş. and Trakya Cam Sanayii A.Ş. and merge them under our Company, Türkiye Şişe ve Cam Fabrikaları A.Ş. ("Merger") pursuant to Capital Market Law No. 6362 ("CML"), Capital Market Board's ("CMB") Communiqué Series no. II, no. 23.1 on Common Rules for Transactions of Critical Importance and Exit Rights*

*(Communiqué no. II.23.1), Communiqué No. II.23.2 on Mergers and Demergers (Communiqué No. II.23.2), Turkish Commercial Code No. 6102, Corporate Tax Law No. 5520 and other relevant legislation provisions. It was subsequently decided that merger procedures would be initiated upon the Board of Directors resolution dated 27 April 2020, the merger agreement would be signed, and an application would be filed at the CMB for the approval of the announcement.*

*However, Law No. 7222, which amended the Banking Law and Some Other Laws (“Law No. 7222”), went into effect following its publication in the Official Gazette on 25 February 2020. With Law No. 7222, Articles 23 and 24 of the CML have been amended, and, consequently, the Communiqué on Common Rules for Transactions of Critical Importance and Exit Rights (II-23.3) (“Communiqué No. II.23.3”) went into effect on 27 June 2020 following its publication in the Official Gazette no. 31168, dated 27 June 2020.*

*Since the necessity arises to amend the Merger Agreement and Merger Report signed by our Company’s Board of Directors on 27 April 2020, all participating members, including independent ones, have decided unanimously to approve the Merger Agreement and Merger Report in its amended version attached to this decision.”*

## **22.2. Essence of the transaction**

As stated in detail in the resolutions taken by the boards of directors of All Parties; and subject to the approval of the general assembly; it is the transaction of merging the Acquired Companies under the roof of ŞİŞECAM through their acquisition by ŞİŞECAM in entirety together with all their assets and liabilities, particularly in the framework of regulations stated between articles 136 and 158 that establish the concept of merger under the Turkish Commercial Code, articles 23 and 24 of the Capital Markets Law, repealed Communiqué no. II-23.1, Communiqué no. II-23.2, Communiqué no. II-23.3, and Communiqué on Buy-Backed Shares (II-22.1) and other communiques, decisions and other legislative provisions and also in line with Article 19 (*Transfer, Demerger and Share Swap*) and Article 20 (*Taxation in cases of Transfer, Demerger and Share Swap*) of Corporate Tax Law and General Communiqué Series no. 1 on Corporate Tax, Regulation on Trade Registry and other related provisions.

## **22.3. Conditions of the transaction**

The merger shall take effect following the legal permissions received from the CMB, the Ministry of Trade and other related authorities and the general assembly approvals of Companies involved in the merger.

The planned merger is of critical importance as per article 5/1/a. of the repealed Communiqué no. II-23.1. Therefore, as per Article 24 of Capital Markets Law (*Exit Rights*) and Article 9 of the repealed Communiqué no. II-23.1 (*Exercise of Exit Rights*) and Interim Article 1 of Communiqué no. II-23.3 (*Disclosed Transactions of Critical Importance*), if the shareholders that own shares on 25 February 2020 or their representatives cast a negative vote at the general assembly where the said merger of ANADOLU CAM, DENİZLİ CAM, SODA SANAYİİ, ŞİŞECAM and TRAKYA CAM shall be approved and record their dissent to the meeting minutes, they will have the right to sell the shares they owned on 25 February 2020 to the related Company of which they are a shareholder and exit from shareholding. Paşabahçe is not subject to the CML; therefore Paşabahçe shareholders shall not be entitled to exit rights.

In accordance with article 5 of the Communiqué on the Increase of Capitals of Joint Stock Companies and Limited Liability Companies to New Minimum Amounts and Determination of Joint Stock Companies whose Establishment and AoA Amendment is subject to Permission (*Companies whose Establishment and AoA Amendments are subject to Ministry Permission*), amendments of the articles of association of companies subject to the Capital Markets Law are subject to the permission of the Ministry of Trade inter alia. In this scope, ŞİŞECAM must receive permission from the Ministry of Trade on the amendment of its articles of association, before the date of the general assembly where the amendment of the related articles of association shall be put to the vote.

Therefore, the said merger shall depend on the assent of the CMB and the Ministry of Trade in addition to the decision of merger to be taken by the general assemblies of Companies involved in the merger.

There are no other conditions concerning the merger except for those stated above.

#### **22.4. Foreseen stages**

Stages foreseen in relation to the merger are provided hereunder in chronological order:

##### **a) Public Disclosure of the Documents Related to the Merger**

In accordance with the Communiqué no. II-23.2, Article 8 (*Public Disclosure*) and Article 149 of the Turkish Commercial Code (*Right of Examination*) and other related regulations,

- the announcement approved by the Boards of All Parties,
- the merger agreement and merger report,
- the Valuation Expert's Report,
- financial reports of the last three years,
- activity reports of the last three years,
- independent audit reports of the last three years,
- post-merger estimated opening balance sheet

shall be disclosed to the public in order to inform the shareholders at least 30 days prior to the date of the general assembly meeting where the merger shall be approved, via the websites of Companies involved in the merger ([www.sisecamcamambalaj.com](http://www.sisecamcamambalaj.com), [www.denizlicam.com](http://www.denizlicam.com), [www.pasabahce.com](http://www.pasabahce.com), [www.sisecamkimyasallar.com](http://www.sisecamkimyasallar.com), [www.sisecamduzcam.com](http://www.sisecamduzcam.com) and [www.sisecam.com](http://www.sisecam.com)), the Public Disclosure Platform. Also, where the said documents were entrusted and where they are kept for examination shall be disclosed to the public by being published in the Trade Registry Gazette and the websites of All Parties ([www.sisecamcamambalaj.com](http://www.sisecamcamambalaj.com), [www.denizlicam.com](http://www.denizlicam.com), [www.pasabahce.com](http://www.pasabahce.com), [www.sisecamkimyasallar.com/](http://www.sisecamkimyasallar.com/), [www.sisecamduzcam.com](http://www.sisecamduzcam.com) ve [www.sisecam.com](http://www.sisecam.com)) at least three working days prior to their date of entrustment.

#### **b) Submission of the Merger for the approval of the General Assemblies of All Parties**

Including the merger, the merger agreement and the approval of the merger by the general assemblies of Companies involved in the merger and the agenda item concerning the amendment of the Articles of Association of ŞİŞECAM, other items to be included in the general assembly meeting agenda as per applicable legislation shall be submitted for the approval of shareholders in the general assembly meetings of Companies involved in the merger and a detailed notification shall be provided in relation to the merger.

#### **c) Exercising Exit Rights**

As per provisions of Article 24 of the Capital Markets Law (*Exit Rights*), Article 9 of repealed Communiqué no II-23.1 (*Exercise of Exit Rights*), and Interim Article 1 of the Communiqué no II-23.3 (*Disclosed Transactions of Critical Importance*), if shareholders that owned shares on 25 February 2020 or their representatives cast a negative vote at the general assembly meeting where the said merger of ANADOLU CAM, DENİZLİ CAM, SODA SANAYİİ, ŞİŞECAM and TRAKYA CAM shall be approved and record their dissent to the meeting minutes, they will have the right to sell their shares that they owned on 25 February 2020 to the relevant Company of which they are a shareholder and exit from shareholding. Paşabahçe is not subject to the CML; therefore Paşabahçe shareholders shall not be entitled to exit rights.



Subsequent to the general assembly meeting of the relevant Company where the merger shall be submitted for approval, if the shareholders that cast a negative vote at the said general assembly and record their dissent to the meeting minutes exercise their exit right within the tenure of the exit right and Companies involved in the merger make a due request to the intermediary institution exclusively authorized to manage the exercise of the exit right in accordance with the terms that were determined and disclosed to the public, the exit right exercise price for each share shall be calculated based on the “arithmetic mean of the weighted average prices” on the stock exchange within thirty days prior to 30 January 2020 (inclusive as the disclosure was after the closing of Borsa Istanbul session) when the merger was first disclosed to the public as per Article 24 of the CML and Article 10 of the repealed Communiqué no. II-23.1 (*Exit Right Exercise Price*). Consequently, the exit right exercise price will be as follows:

Company	Exit Right Exercise Price	Dividend Payment for 2019	Net Exit Right Exercise Price following the Dividend Payment
ŞİŞECAM	5.268	0.142	5.126
ANADOLU CAM	4.455	0.133	4.322
DENİZLİ CAM	8.852	0.000	8.852
SODA SANAYİİ	6.389	0.245	6.144
TRAKYA CAM	3.474	0.104	3.370

Exercise of the exit right shall start within 6 working days at the latest as from the date of the general assembly where the merger shall be submitted for approval, and the tenure of exercising the exit right shall be 15 working days. Durations related to the exercise of exit rights shall be notified to the investors by way of the agenda of the general assembly, and also will be disclosed through the Public Disclosure Platform. Additionally, the agenda of the general assembly in which the merger will be negotiated, shall include: That the shareholders casting a negative vote shall be entitled to exit rights, the unit price the shares will be purchased by the company if the right is exercised, and the procedure related to the exercise of exit rights.

It is mandatory to exercise the exit rights through the intermediary institution. ŞİŞECAM has executed an agreement with İş Yatırım Menkul Değerler A.Ş. for this purpose. Shareholders that will exercise their exit rights shall deliver their shares to the intermediary institution assigned to run the process, for their shares to be sold. The delivery and sale process shall comply with the disclosed procedure of exercising of exit rights and general provisions. The proceeds of the sale shall be paid to the shareholders exercising the exit right, on the working day following the sale at the latest.

Interim Article of Communiqué no. II-23.3 states that, (i) for transactions of critical importance that have been disclosed to public before 25 February 2020, shareholders who/which are eligible for exit rights and their share amounts would be determined as of 25 February 2020, and in this

determination, the matched orders would be considered, regardless of the settlement being finalized, and additionally, (ii) transactions of critical importance that have been disclosed to public before Communiqué no. II-23.3 entered into force, without prejudice to cases mentioned in subparagraph (i) of this paragraph, shall be concluded according to the provisions of the repealed Communiqué no. II-23.1. As per the involved Companies' board resolutions dated 30 January 2020, the Merger has been disclosed through the Public Disclosure Platform (KAP) on 30 January 2020. Consequently, this merger shall remain subject to repealed Communiqué no. II-23.1 by rule. However, shareholders that are eligible for exit rights and their share amounts shall be determined as of 25.02.2020.

Pursuant to Article 11 (2) of the Communiqué No. II-.23.3, *“The amount of shares subject to the exit rights is calculated by deducting from end-of-day net balances any sales made for the shares owned on the date mentioned in this paragraph until the date of the general assembly, on first-in-first-out basis. Matched orders are taken into consideration in determining the shareholders and their share amounts as of the date of public disclosure, regardless of the settlement being finalized.”* However, since Interim Article 1 of the said Communiqué does not refer to the mentioned Article 11(2), the aforementioned Article 11(2) will not apply. In other words, investors that have shares on 25 February 2020 will be able to exercise their exit right, regardless of how they have exercised their right of disposition on their shares from 25 February 2020 to the general assembly date when the merger will be approved, provided that they do not exceed the number of shares owned on the aforementioned date. Therefore, shareholders that have sold their shares after 25 February 2020 will be able to exercise their exit right by purchasing the mentioned amount of shares in the market.

#### **d) Registration of the Merger**

Applications necessary for the registration of the merger shall be made subsequent to the approval of the merger by the general assemblies of All Parties and the merger shall be registered and announced and information and documents related to the merger shall be submitted to the necessary authorities, including tax offices. The merger shall be actualized as of the date when the general assembly decisions are registered and assets (all assets and liabilities) of the Acquired Companies shall pass over to ŞİŞECAM automatically in line with the principle of universal succession. The Acquired Companies shall be annulled as of the same date. Moreover, the date when the shares acquired through the merger earn the right to the accounting profit of ŞİŞECAM is the registration date of the merger.

According to Article 20 of Communiqué No. II-23.2 (Inclusion under Law and Issuance Document), following the general assembly meeting in which the merger agreement has been

approved, an application should be filed at the Board for an issuance certificate by presenting, among other documents, the resolution of the board of directors regarding the completion of capital increase procedures and the new version of the article showing the issued capital to be registered and disclosed in the Articles of Association. In accordance with Article 12 of the Communiqué No. II-18.1 on Registered Capital System (*Announcement of Board Decisions and Amendments to the Articles of Association*), upon the favorable opinion of the Board, the Board-approved new version of article related to the capital in Articles of Association is registered in the trade registry by the Board.

**e) Notifying Creditors of their Rights and Securing their Receivables**

Receivables of the creditors of the Acquired Companies shall be transferred by acquisition to ŞİŞECAM. After the registration of the merger and in accordance with Article 157 of the the Turkish Commercial Code (*Securing of Receivables*), companies partaking in the merger shall notify their creditors on their receivables through announcements to be published three times in the Turkish Trade Registry Gazette each with seven day intervals and also through announcements published on their websites. As long as creditors of the companies partaking in the merger make a request within three months as from the validity date of the merger, ŞİŞECAM shall secure their receivables.

**22.5. Justification**

Purposes and the legal and economic justifications of the merger are provided hereunder:

- a) Due to the increase in its market value and transaction depth as a result of the merger, it is foreseen that ŞİŞECAM shares may fulfil the investment criteria of a higher number of corporate foreign investors which is estimated to have a positive impact on the share performance and thus the value of ŞİŞECAM accordingly.
- b) It is expected for the "Discount by Holding" to be added to the value of ŞİŞECAM in the medium-term.
- c) Strategy of the Group will become more easily explainable to the investors as there will only be a single listed company and ŞİŞECAM shares will start to follow a more stable evolution.
- d) A more effective dividend distribution policy can be implemented as ŞİŞECAM investors will be closer to companies that generate the dividend.
- e) Cost of compliance with legislation arising from the complexity of the current structure shall decrease and even be eliminated as listed subsidiaries will cease to exist. It must

also be taken into consideration that besides the cost of managing risks inevitably incurred from reciprocal transactions within the Group that comprises five listed companies, the conducted studies do not provide a guarantee on preventing the realization of risks and there is always such a possibility.

- f) Efforts and resources spent on the realization of intra-Group transactions will be shifted to other areas which will provide saving and efficiency. Also, synergy will be created among the groups in areas such as production, sales and marketing, quality and supply chain and these functions will be more effectively managed through the obtained coordination.
- g) It will be possible to create efficiency in the internal and external communication of the Group thanks to the singularity of corporate identity.
- h) It will also reveal the possibility of consolidation in foreign holding structures which may prove to decrease costs furthermore.
- i) The usage and distribution of Group resources freely within the group shall create favorable outcomes.

## **22.6. Opinion of the valuation expert**

The Valuation Expert's Report was taken as basis in the said calculations as All Parties are subject to the CML except for PAŞABAHÇE, in the determination of the merger ratios, the swap ratio and the amount of capital increase to be carried out due to the merger along with the number of shares to be subsequently allocated to the shareholders of Acquired Companies who shall undertake the ŞİŞECAM shares to be issued as a result of the said capital increase of ŞİŞECAM, in a manner that is in compliance with the related legislation and with a fair and acceptable approach. The Valuation Expert's Opinion in the Valuation Expert's Report is that the merger rate is fair and reasonable, and it is stated that the rate of swap between the shares of the Acquired Companies and the ŞİŞECAM shares is calculated by taking into account the fair and reasonable merger rate.

ŞİŞECAM signed an agreement with PwC Yönetim Danışmanlığı A.Ş. on January 31, 2020 for the preparation of a Valuation Expert's Report to be used for the merger.

The merger ratio was determined as 73.42795% by the Valuation Expert's Report and the capital increase (except for the changes to occur if shareholders exercise their exit right) to be carried out due to this merger shall be TRY 814,228,446.43 and the capital will be TRY 3,064,228,446.43 after the merger.

The swap ratios were determined as shown below according to the Valuation Expert's Report:

- 1.00000 for ŞİŞECAM;
- 0.88239 for ANADOLU CAM;
- 0.33089 for DENİZLİ CAM;
- 0.53423 for PAŞABAHÇE;
- 1.15997 for SODA SANAYİİ;
- 0.67615 for TRAKYA CAM.

The Valuation Expert's Report is submitted for the assessment of our shareholders in the attachment (*Annex 3 - Valuation Expert's Report*).

These 4 methods used in valuation studies are; Income Approach ("IA"), Market Approach ("MA"), Asset-Based Approach ("ABA") and Market Capitalization Approach ("MCA").

- **Income Approach ("IA"):** In this method, the value of the Acquired Companies is calculated by discounting the cash flows that are expected to be generated in the projection period, to their net present value. In the framework of the income approach, business plans provided by the managing bodies of the Acquired Companies, and cash flow forecasts for the periods coming after these business plans have been considered. Within the Framework of the DCF (Discounted Cash Flow) analysis, a DCF model was prepared, which forecasted the revenues/expenses of the Acquired Companies, taxes that will be paid by them, their investments and working capital requirements. Information provided by the managing bodies of the Acquired Companies was taken as the basis of DCF calculations. Present values of the cash flows that are forecasted to be generated by the Acquired Companies are calculated by discounting these cash flows using a discount rate in conformity with the risk profile of these companies. Within the framework of the income approach, standalone share values were calculated for each company of the study, and then when calculating the total value of each company to be merged, "Adding-Up the Pieces" method was used. In this method; firstly, share values forecasted for the Acquired Company itself, its affiliates and subsidiaries are multiplied with the shareholding rates of the Acquired Company in these affiliates and subsidiaries. Then, the value of the Acquired Company and the value of its shares in the affiliates and subsidiaries are added-up, reaching the total share value. 30% weight was assigned to the Income Approach by the Valuation Expert, because it better reflects the expectations regarding the cash

generation potentials of the Acquired Companies, considers the COVID-19 impact, and considers the new investment projects that will be deployed in the future.

- **Market Approach ("MA"):** Within the framework of the Market Approach, two methods are used, being public company comparables ("PCC"), and precedent transactions ("PT"). Both these methods aim to estimate the total share value by considering the valuation multiples of other companies which have similar operations with the Acquired Companies. In this method, the value of a company is calculated by analyzing the financial data of comparable public companies, and companies that have been acquired before. The value of the company is expressed as multiples of its financial figures. The biggest obstacle in the practice of this method is the difficulty of finding comparable companies and precedent transactions. The companies selected for the analysis of Public Company Comparables are; public companies that are both similar to the Acquired Companies with regards to their operations, profitability and indebtedness, and that are understood to be in competition with the Acquired Companies, with regards to business lines and geographies. As the adequate valuation multiple to be used in comparison, "Company Value (CV)/EBITDA ratio" is specified. CV/EBITDA ratio is calculated by using the 5-year average market values for the period of 2015-2019 (data was obtained from the related companies), end-of-year net indebtedness amounts, and other relevant data. This ratio, which is calculated annually for a period of 5 years, and taken into account as averages, is believed to represent the industry's general multiple. The calculated multiple was applied to the 4-year (2019-2022) average EBITDA amount of the Acquired Companies (inflation adjusted to the year 2019), thus the company value was estimated. With this method of EBITDA selection, the short-term effects of the COVID-19 pandemic is included in the EBITDA base, enabling to reflect this current development to the value in the Market Approach study as well. Precedent transactions method was not applied, because there were not a sufficient number of transactions disclosed fully to the public, and some of the existing ones were for purchases of minority shares. A 5-year retrospective search was made, and the number of available transactions was not sufficient. When the Market Approach was being applied for ŞİŞECAM, a separate comparable company search was not conducted. Where ŞİŞECAM is a direct shareholder of an Acquired Company, Market Approach results for those Acquired Companies were taken into account in proportion to the rate of ŞİŞECAM shares. The result was the estimation of total ŞİŞECAM share value. Where ŞİŞECAM is the direct shareholder of a company but that company is not one of the Acquired Companies, Income Approach or Asset-Based Approach was applied as part of Market Approach to calculate the value of those companies. Because those other companies are engaged in narrow-

scope, specialized activities in line with the Group's requirements, Market Approach was thought as not being appropriate for their valuation. Many companies that are similar to the Acquired Companies with regards to operations and finances, and that are direct competitors, are publicly traded. Multiples of these companies are seen to be adequate industry multipliers, and the Valuation Expert assigned 30% to the Market Approach, the same weight with the Income Approach.

- **Asset-Based Approach ("ABA"):** This approach is based on the assumption that; the value a buyer will pay for a company should be at least the amount calculated by liquidating all of the company's assets and payables at a certain date, or the expenditure that has to be made to bring the company to its current status (amortized renewal value). Within this framework, net asset values of all the companies in question were estimated, based on the consolidated shareholders' equity in their independently audited financial statements as of 31 December 2019. Financial statements used in the analysis have been prepared in compliance with CMB standards for ŞİŞECAM, ANADOLU CAM, DENİZLİ CAM, SODA SANAYİİ and TRAKYA CAM, and in compliance with TAS/TFRS financial reporting standards issued by the Public Oversight Accounting and Auditing Standards Authority (KGK), for PAŞABAHÇE. In the process, shareholders' equity figures were adjusted for the dividends that will be paid or received, and adjustments were also made for certain other asset and liability items. Because the Acquired Companies are operating in capital-intensive industries, Asset-Based Approach should be considered. Moreover, the Asset-Based Approach was given 20% weight by the Valuation Expert as the return on capital investments is incurred in the future.
- **Market Capitalization ("MC"):** Because All Parties are listed companies and the price information supplied by an active market is seen as an adequate indicator of value, Market Capitalization approach was considered for the listed companies of the merger. When the value is being calculated in the Market Capitalization approach, average share price of the Acquired Companies weighted for the daily trade volume was calculated for a period of one year, retrospectively from the date ŞİŞECAM disclosed the merger on the Public Disclosure Platform (KAP) (from January 30, 2020 to January 31, 2019). Because PAŞABAHÇE is not a listed company, market capitalization was estimated using the results of Income Approach and Market Approach. In this estimation, the ratio of the market capitalization of other Acquired Companies to their value as the average of Income and Market Approaches was used. This ratio was multiplied with the arithmetic average of PAŞABAHÇE valuations coming out of Income and Market Approaches. The result was the estimated market capitalization of

PAŞABAHÇE. Details of this calculation are in the report's PAŞABAHÇE section. Because the Acquired Companies are listed companies excluding PAŞABAHÇE, and also considering that they are included in BIST-30/BIST 50 indexes, their liquidity, trade volumes and investor profiles, Market Capitalization is decided to be used as a valuation method. On the other hand, because past price performance does not reflect the current developments, Valuation Expert assigned 20% weight to the Market Capitalization approach.

#### **22.7. Information on accounting records to take place during the transfer (transfer, compensation, goodwill, buy-backed shares etc.)**

All assets and liabilities of the Acquired Companies shall be included in the assets and liabilities of ŞİŞECAM in their entirety, as from the registration date of the merger. Necessary adjustments shall be made by removing reciprocal transactions in scope of the assets and liabilities acquired after the related transaction and in case of any difference, this discrepancy shall be transferred to the related accounts under equity.

#### **22.8. Informing the Shareholders and their Right of Examination**

As stated above under 22.4, (a) (*Public Disclosure of the Merger*), after assent is received for the merger from the Board and in accordance with Article 8 of the Communiqué no. II-23.2 (*Public Disclosure*), the announcement approved by the Boards of All Parties, the merger agreement and merger report, the Valuation Expert's Report, financial reports of the last three years, activity reports of the last three years, independent audit reports of the last three years, and the financial statements of the last three years along with the estimated opening balance sheet of ŞİŞECAM after the merger shall be disclosed to the public in order to inform the shareholders, at least 30 days prior to the date of the general assembly meeting where the merger shall be approved, on the websites of All Parties and the Public Disclosure Platform. It can also be examined in the head office and branches of the involved Companies.

#### **22.9. Information on decisions of managing bodies concerning capital increase/decrease and amendment to the provisions of the Articles of Association**

In relation with the merger, Articles 4 (*Purpose and Scope*), 7 (*Capital*)<sup>29</sup> and 21 (*Amendments to the Articles of Association*) of the Articles of Association of ŞİŞECAM shall be amended in

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<sup>29</sup>

The capital increase concerning the merger shall be completed within the upper limit of the registered capital . Thus, no changes will be made in the upper limit of the capital. Moreover, the capital increase shall be determined according to the amount of exit rights to be exercised by shareholders that will cast a negative vote at the general assembly that shall vote for the merger and record their dissenting opinion to the meeting minutes, and the issued



its version permitted and approved by the Board and all related official bodies. Subject to the same approvals and permissions, articles 8 (*Transfer of Shares or Share Certificates*) and 34 (*Provisions of Merger and Demerger*) shall be added to the Articles of Association of ŞİŞECAM. Board Resolutions related to amendments to the Articles of Association, draft amendment texts and all other necessary documents will be disclosed through the Public Disclosure Platform.

**FORMER TEXT**

**NEW TEXT**

**TÜRKİYE ŞİŞE VE CAM FABRİKALARI  
ANONİM ŞİRKETİ**

**TÜRKİYE ŞİŞE VE CAM FABRİKALARI  
ANONİM ŞİRKETİ**

**ARTICLES OF ASSOCIATION**

**ARTICLES OF ASSOCIATION**

**PURPOSE AND SUBJECT**

**PURPOSE AND SUBJECT**

**Article 4-**

**Article 4-**

**A) Purpose of the Company:**

**A) Purpose of the Company:**

The purpose of the Company is to establish, operate and develop glass industry and auxiliary and complementary industries which are related to this industry.

Purposes of the company are provided hereunder:

Moreover, purposes of the Company also include managing the investment, financing, organization and management issues of stock corporations it partakes in capital or management wise which are established or to be established collectively, together and mutually, spreading the risk by entering fields other than the glass industry, ensuring the security of investments against conjunctural movements and thus ensuring the development and sustainability of these companies, supporting the development of the capital market and thus national industry by encouraging the safe participation of the savings of Company members and the public within the stock corporations in which it does and does not partake and organizing social services within and outside of the company.

- (i) Production of all kinds of glassware, tableware, glass packaging, flat glass, light bulb, other glass and material made of glass and the establishment, operation and improvement of auxiliary and complementary industries related to this industry;
- (ii) Production of soda ash, sodium bicarbonate and other soda chemicals; sodium dichromate, chromic acid, basic chromium sulphate and other chromium chemicals and all kinds of chemicals, establishment of plants for the production of other products, participation in these plants and production of heavy machinery;
- (iii) Exploration of other natural raw materials such as salt, limestone and chromite that are required for the production of soda-chromium chemicals and other materials within the scope of mining law and the establishment and operation of facilities for their extraction;
- (iv) Carry out exploration required for the improvement and reformation of industry related to soda-

**B) Sphere of Activity of the Company:**

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capital amount may require revision. Thus, it must be noted that article 7 (*Capital*) of the Articles of Association of ŞİŞECAM may require re-amendment.

## FORMER TEXT

In order to actualise its purposes mentioned above, the Company may carry out the following;

a) The Company establishes auxiliary and complementary industries that directly or indirectly relate to all kinds of glass, glassware and glass industry (and/or substitute industry), takes measures for their development and progress and operates them.

b) The Company may partake in the capital and management of all kinds of industrial and commercial companies both domestic and foreign which operate in any field, whether established or to be established.

c) The Company may purchase securities such as government bonds (including treasury bills), private sector bonds, profit and loss sharing certificates, bank certificates of deposit so long as they are not in the nature of intermediation activities or portfolio management according to the Capital Markets Law.

d) On condition that they are not in the nature of investment services or activities, the Company may transfer its current share certificates (or shares) or other securities to others, swap them with other share certificates (and/or shares) and/or other securities, pledge them, buy or sell share certificates and hold in pledge the share certificates (or shares) or other securities of other shareholders.

e) The Company may provide guarantee for the establishment, capital increase, bank loans and bond-commercial bill issuance and other debts of stock corporations of which capital and/or management it directly or indirectly partakes in.

Principles defined within the scope of capital market legislation are complied with in relation to the Company providing guarantee, warranty and collaterals in favor of itself and 3rd parties and the allocation of the right of pledge including mortgages.

f) The Company may take over all kinds of receivables arising from the sales of companies and their subsidiaries of which capital and management it partakes in, and transfer and/or endorse them to other institutions it partakes in or not.

g) The Company may own or lease immovable (including ships) and movables and intangible fixed

## NEW TEXT

chromium chemicals, establishment and operation of and partaking in their facilities;

(v) Carry out all auxiliary and complementary activities in relation to the soda industry and sale of its products in any way.

(vi) Managing the investment, financing, organization and management issues of stock corporations it partakes in capital or management wise which are established or to be established, collectively, together and mutually;

(vii) Spreading the risk by entering fields other than the glass industry, ensuring the security of investments against conjunctural movements and thus ensuring the development and sustainability of these companies;

(viii) Supporting the development of the capital market and thus national industry by encouraging the safe participation of the savings of Company members and the public in the stock corporations in which it does and does not partake;

(ix) Organizing social services within and outside of the company.

### **B) Sphere of Activity of the Company:**

In order to actualise its purposes mentioned above, the Company may carry out the following;

a) The Company establishes auxiliary and complementary industries that directly or indirectly relate to all kinds of glass, glassware and glass industry (and/or substitute industry), takes measures for their development and progress and operates them.

b) The Company may partake in the capital and management of all kinds of industrial and commercial companies both domestic and foreign which operate in any field, whether established or to be established.

c) The Company may purchase securities such as government bonds (including treasury bills), private sector bonds, profit and loss sharing certificates, bank certificates of deposit so long as they are not in the nature of intermediation activities or portfolio management according to the Capital Markets Law.

d) On condition that they are not in the nature of investment services or activities, the Company may transfer its current share certificates (or shares) or other

**FORMER TEXT****NEW TEXT**

assets (rights) in order to perform its purpose and sphere of activity, it may lease them to others fully or partially, it may transfer, assign or donate the immovable, movable and intangible fixed assets it owns, it may carry out all kinds of promissory and dispositive transactions related to real and intangible rights in accordance with servitude, usufruct, habitation rights and provisions of the civil law and other laws and it may perform disposition on the immovable whether with obligation or not.

h) The Company may borrow against mortgage or other collaterals or without collateral in relation to its purpose and scope, it may receive or give all kinds of collateral both in kind or personal for the collection or establishment of its rights and receivables (including mortgages), it may carry out registration and cancellation proceedings in relation to these before title deeds office and other various government agencies.

i) The Company may collaborate with domestic and foreign companies, it may establish all kinds of participations/partnerships with them and sign agreements based on sharing financial liabilities.

j) The Company may establish foundations with social purposes outside of the Company in line with the provisions of law; it may partake in and aid such various foundations.

k) The Company may intermediate the collection and payments of and carry out financial and legal consulting, auditing and all kinds of other services for companies of which capital and management it directly or indirectly partakes in.

The Company may undertake works such as warehousing, transportation, project preparation, feasibility works, chemical-physical analyses, data processing, import, export, marketing, organization, training and planning of all kinds of enterprises of which capital and management it directly or indirectly partakes in.

The Company may open warehouses, stores, branches, representative offices, galleries and the like in its field both domestically and abroad in order to reach its purpose or offer franchises and dealerships.

securities to others, swap them with other share certificates (and/or shares) and/or other securities, pledge them, buy or sell share certificates and hold in pledge the share certificates (or shares) or other securities of other shareholders.

e) The Company may provide guarantee for the establishment, capital increase, bank loans and bond-commercial bill issuance and other debts of stock corporations of which capital and/or management it directly or indirectly partakes in.

Principles defined within the scope of capital market legislation are complied with in relation to the Company providing guarantee, warranty and collaterals in favor of itself and 3rd parties and the allocation of the right of pledge including mortgages.

f) The Company may take over all kinds of receivables arising from the sales of companies and their subsidiaries of which capital and management it partakes in, and transfer and/or endorse them to other institutions it partakes in or not.

g) The Company may own or lease immovable (including ships) and movables and intangible fixed assets (rights) in order to perform its purpose and sphere of activity, it may lease them to others fully or partially, it may transfer, assign or donate the immovable, movable and intangible fixed assets it owns, it may carry out all kinds of promissory and dispositive transactions related to real and intangible rights in accordance with servitude, usufruct, habitation rights and provisions of the civil law and other laws and it may perform disposition on the immovable whether with obligation or not.

h) The Company may borrow against mortgage or other collaterals or without collateral in relation to its purpose and scope, it may receive or give all kinds of collateral both in kind or personal for the collection or establishment of its rights and receivables (including mortgages), it may carry out registration and cancellation proceedings in relation to these before title deeds office and other various government agencies.

i) The Company may collaborate with domestic and foreign companies, it may establish all kinds of

FORMER TEXT	NEW TEXT
<p>Before the Turkish Patent Institute and other institutions both domestic and abroad; the Company may provide services on the registration of all kinds of industrial and intellectual property rights such as trademarks, patents, utility models, industrial designs, geographical marks and integrated circuit photographs and carry out all kinds of tasks and proceedings before these institutions and act as trademark and patent attorney for third parties.</p> <p>l) The Company may engage in the exploration of all kinds of substances and mines in liquid, solid and gas form (including LPG), the closure, takeover or transfer and procurement and operation of mine sites and the execution of all proceedings in line with related laws and the purification, segregation, warehousing, distribution and trading of these substances and mines.</p> <p>m) Apart from the affairs stated above, the Company may also carry out all kinds of agency business, advertisement-publicity, tourism investment and management.</p> <p>n) The Company may make donations as part of social responsibility within the terms and conditions set forth by the Capital Markets Board.</p> <p>On condition that the maximum limit of donations is determined by the General Assembly, that donations exceeding this amount are not permitted, the donations are added to the distributable profit base, that regulations of the CMB on hidden income transfer are not violated, necessary material disclosures are made and donations made within the year are provided for the information of shareholders during the General Assembly; it is possible to make donations in a manner that does not interrupt its own purpose and scope.</p> <p>o) Necessary permissions must be received from the Ministry of Trade and Capital Markets Board in case of any changes in the purpose and scope of the Company.</p> <p>p) The Company is associated with the affairs and proceedings stated under subclauses a -o above and may carry out all kinds of proceedings for their facilitation.</p>	<p>participations/partnerships with them and sign agreements based on sharing financial liabilities.</p> <p>j) The Company may establish foundations with social purposes outside of the Company in line with the provisions of law, it may partake in and aid such various foundations.</p> <p>k) The Company may intermediate the collection and payments of and carry out financial and legal consulting, auditing and all kinds of other services for companies of which capital and management it directly or indirectly partakes in.</p> <p>The Company may undertake works such as warehousing, transportation, project preparation, feasibility works, chemical-physical analyses, data processing, import, export, marketing, organization, training and planning of all kinds of enterprises of which capital and management it directly or indirectly partakes in.</p> <p>l) The Company may open warehouses, stores, branches, representative offices, galleries and the like in its field both domestically and abroad in order to reach its purpose or offer franchises and dealerships.</p> <p>m) Before the Turkish Patent Institute and other institutions both domestic and abroad; the Company may provide services on the registration of all kinds of industrial and intellectual property rights such as trademarks, patents, utility models, industrial designs, geographical marks and integrated circuit photographs and carry out all kinds of tasks and proceedings before these institutions and act as trademark and patent attorney for third parties.</p> <p>n) The Company engages in the establishment, commissioning and lease of electricity production facilities, electricity production and the sale of hot water, steam, demineralized water, heat and by-products stemming from the produced electric energy and/or capacity.</p> <p>The Company may perform activities in the fields provided hereunder in order to actualize its purpose, in line with related legislation regarding the electricity market:</p>

**FORMER TEXT****NEW TEXT**

- 1) to establish, commission, undertake, lease or rent out all kinds of facilities to produce electric energy,
- 2) to sell the produced electric energy and/or capacity to; legal persons that possess wholesale license or supply license, legal persons that possess retail sales license and free consumers through bilateral agreements,
- 3) to enter into participation relations with electricity generation companies established or to be established.

o) The Company may engage in the exploration of all kinds of substances and mines in liquid, solid and gas form (including LPG), the closure, takeover or transfer and procurement and operation of mine sites and the execution of all proceedings in line with related laws and the purification, segregation, warehousing, distribution and trading of these substances and mines.

p) The Company may perform all kinds of logistics and transportation services related to itself and group companies it is a part of, in the framework of purposes and spheres indicated above and may engage in the below services for this purpose.

- a- They may perform domestic and international transportation works through all kinds of land, sea and air vehicles.
- b- They may perform all kinds of loading, unloading, port management and customs clearance works.
- c- They may perform all kinds of storage, warehousing, packaging and handling works.
- d- They may perform franchising, distributorship, agency businesses and brokering services related to issues indicated under a-b-c and sign agreements.
- e- They may purchase, lease and provide repair and maintenance services for all kinds of land, sea and air vehicles to render services indicated above and engage in the trade and distributorship including import for these vehicles.

**FORMER TEXT****NEW TEXT**

They may lease the land, sea and air vehicles they own to third parties and may operate them this way.

r) Apart from the affairs stated above, the Company may also carry out all kinds of agency business, advertisement-publicity, tourism investment and management.

s) The Company may make donations as part of social responsibility within the terms and conditions set forth by the Capital Markets Board.

On condition that the maximum limit of donations is determined by the General Assembly, that donations exceeding this amount are not permitted, the donations are added to the distributable profit base, that regulations of the CMB on hidden income transfer are not violated, necessary material disclosures are made and donations made within the year are provided for the information of shareholders during the General Assembly; it is possible to make donations in a manner that does not interrupt its own purpose and scope.

t) Necessary permissions must be received from the Ministry of Trade and Capital Markets Board in case of any changes in the purpose and scope of the Company.

y) The Company may engage in other proceedings related to subjects and proceedings stated within subclauses a - t above and/or may carry out activities permitted by law through companies to be established domestically or abroad for this purpose.

**CAPITAL****Article 7-**

The Company has accepted the Registered Capital System as per provisions of Capital Markets Law and completed the transition to this system with the Capital Markets Board permission no. 93, dated 4.3.1985.

The upper limit of registered capital of the Company is 4,000,000,000 Turkish Liras and it has been divided into 400,000,000,000 shares each with a nominal value of 1 (One) Kurush.

The permission given by the Capital Markets Board for the upper limit of registered capital is valid for 2017-2021 (5 years). Even if the permitted upper limit of registered capital has not been reached by the end of

**CAPITAL****Article 7-**

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The permission given by the Capital Markets Board for the upper limit of registered capital is valid for 2017-2021 (5 years). Even if the permitted upper limit of

**FORMER TEXT****NEW TEXT**

2021, in order for the board of directors to take a resolution on capital increase after 2021; it is compulsory to receive authorization from the general assembly for a new time frame not to exceed 5 years by receiving permission from the Capital Markets Board for the previously permitted limit or a new limit. The Company cannot increase its capital with a resolution of the Board of Directors in case the said authorization is not obtained.

The issued capital of the Company is 2,250,000,000 Turkish Liras and it has been divided into 225,000,000,000 bearer shares each with a nominal value of 1 Kurush. 2,250,000,000 Turkish Liras that constitutes the issued capital has been fully paid and covered.

Shares representing the capital are kept in dematerialized form, in line with the rules of dematerialization.

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION****Article 21-**

Conclusion and execution of all amendments to take place in this Articles of Association shall be in accordance with the provisions of the Turkish Commercial Code and Capital Markets Law. These amendments become valid as from their date of announcement after being registered in the trade registry, following their approval in due form.

For an amendment in the articles of association to be realized; following the approvals of the Capital Markets Board and the Ministry of Trade, the general assembly shall be invited to meet in line with the Law and the articles of association. The general assembly shall then

registered capital has not been reached by the end of 2021, in order for the board of directors to take a resolution on capital increase after 2021; it is compulsory to receive authorization from the general assembly for a new time frame not to exceed 5 years by receiving permission from the Capital Markets Board for the previously permitted limit or a new limit. The Company cannot increase its capital with a resolution of the Board of Directors in case the said authorization is not obtained.

The issued capital of the Company is 2,250,000,000 Turkish Liras and it has been divided into 225,000,000,000 shares each with a nominal value of 1 Kurush. 2,250,000,000 Turkish Liras that constitutes the issued capital has been fully paid and covered.

All company shares are registered share certificates. The Company cannot issue registered share certificates except for those to be issued in order to be traded on the stock exchange.

Capital of the company may be increased or decreased in accordance with the provisions of the Turkish Commercial Code, Capital Market Legislation and Electricity Market Legislation when necessary.

Shares representing the capital are kept in dematerialized form, in line with the rules of dematerialization.

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION****Article 21-**

Conclusion and execution of all amendments to take place in this Articles of Association shall be in accordance with the provisions of the Turkish Commercial Code and Capital Markets Law. These amendments become valid as from their date of announcement after being registered in the trade registry, following their approval in due form.

For an amendment in the articles of association to be realized; following the approvals of the Capital Markets Board and the Ministry of Trade, the general assembly shall be invited to meet in line with the Law and the articles of association. The general assembly shall then

**FORMER TEXT**

decide as per the regulations of the Board, and the provisions of the articles of association.

**NEW TEXT**

decide as per the regulations of the Board, and the provisions of the articles of association.

It is obligatory to seek the approval of the Energy Market Regulatory Authority for amendments to the articles of association for the following matters: Type of shares, share transfers, company merger and demerger procedures, capital decrease.

**TRANSFER OF SHARES OR SHARE CERTIFICATES****Article 33-**

The approval of the Energy Market Regulatory Authority is required for transfer of shares representing five percent or more of the Company's capital being acquired directly or indirectly by a real or legal person, share acquisitions which result in the share of a single shareholder exceeding five percent of the Company's capital, and/or transfer of shares which results in the share of a single shareholder falling below five percent of the Company's capital, provided that the necessary material disclosures are made as required by the Capital Markets Board. The approval becomes invalid if the share transfer does not take place within six months following the date of approval. This provision also applies for the acquisition of a voting right.

Even if no share transfer occurs, placement or cancellation of privileges on existing shares or issuance of non-voting shares are subject to the approval of the Energy Market Regulatory Authority, regardless of the proportional limit related to the share transfer.

Transfer of share certificates traded on the stock exchange requires compliance with the Capital Markets Legislation.



**FORMER TEXT****NEW TEXT****MERGER AND DEMERGER PROVISIONS****Article 34-**

The company may merge with other companies with all its assets and liabilities. The merger is carried out in accordance with the Turkish Commercial Code and Capital Markets legislation. If the legal entity holding the Production License wishes to merge with all its assets and liabilities under its own structure or under another legal entity, or if it wishes to demerge completely or partially, it is obligatory to get approval from the Capital Markets Board and the Energy Market Regulatory Board about the merger or demerger before the merger or demerger place, without prejudice to the provisions of the Law on the Protection of Competition No. 4054 regarding merger and acquisition. Once the aforementioned approval is obtained, the merger shall be concluded within one hundred and eighty days following the approval date.

The merger agreement shall not contain any provisions that violate the rights and claims of consumers or eliminate the company's debts and shall include the terms required by the Electricity Market Legislation.

The regulations of the Capital Markets legislation on merger and demerger are reserved.

**22.10. Information on the price and exercise of exit right**

Following 30 January 2020 when the merger was disclosed to the public, shareholders that will cast a negative vote at the general assembly meeting where the said merger of ANADOLU CAM, DENİZLİ CAM, SODA SANAYİİ, ŞİŞECAM and TRAKYA CAM is approved and record their dissent to the meeting minutes will have the right to sell the shares they owned on 25 February 2020 when when amended Article 24 of CML entered into force to the relevant Company of which they are a shareholder and exit from shareholding once the merger is registered. Exit right exercise price per share is calculated as shown hereunder (also taking into account dividend payments):

Company	Exit Right Exercise Price	Dividend Payment for 2019	Net Exit Right Exercise Price following Dividend Payment
ŞİŞECAM	5.268	0.142	5.126
ANADOLU CAM	4.455	0.133	4.322
DENİZLİ CAM	8.852	0.000	8.852
SODA SANAYİİ	6.389	0.245	6.144
TRAKYA CAM	3.474	0.104	3.370

Exercise of the exit right shall start within 6 working days at the latest as from the date of the general assembly where the merger shall be submitted for approval, and the tenure of exercising the exit right shall be 10 working days.

Detailed explanation on the issue is provided under 22.4, (c) (*Process of Exercising Exit Rights*) above.

### **22.11. Tax liabilities and tax returns**

ŞİŞECAM shall deliver a letter of undertaking to the tax offices of the Acquired Companies within the legally required period, stating that the Acquiring Company shall pay all the tax obligations of the Acquired Companies to dissolve with the Merger which have accrued, and which will accrue until the Merger Date, also that the Acquiring Company shall fulfill all other debts and obligations of the Acquired Companies. If the related authority requests collateral, then the Acquiring Company shall provide such collateral.

In 30 days at the latest after the merger is announced in the Trade Registry Gazette, All Parties shall deliver the Corporate Tax Return of the Acquired Companies to the tax offices of the Acquired Companies. This return shall be accompanied with acquisition balance sheets; profit and loss tables, and be prepared as of the merger date, signed jointly by All Parties.

### **22.12. Impacts of the transaction on the employees and creditors**

**a) *Impacts on the employees of All Parties***

In accordance with articles 147 and 178 of the Turkish Commercial Code, employees of the Acquired Companies shall transfer to ŞİŞECAM together with all their rights and obligations, within the scope of applicable legislation. No change will occur with respect to their rights.

Necessary changes shall be made in the job descriptions and positions of both current employees and their managers and also the organization structure of the entire company as a result of the employee transfer from the Acquired Companies.

**b) *Impacts on the Creditors of All Parties***

As the result of the merger, Acquired Companies will dissolve without liquidation, and their debts to third persons shall be paid by ŞİŞECAM in full and completely, pursuant to the terms of the agreement, provisions of the TCC and other related legal regulations. In other words, ŞİŞECAM shall be the total successor to the receivables (if any) of the Acquired Companies subsequent to the merger, within the scope of general provisions.

TCC article 541 shall apply for the following debts of the Acquired Companies: Debts that have become due but have not been paid because the creditors have not applied, undue debts, debts in dispute.

**22.13. Debts and liabilities undertaken by the parties due to the transaction and the ramifications to be faced if these liabilities are not fulfilled**

In case regulations under the TTC related to a merger are violated, Article 192 of the TTC (*Ramifications of the cancellation or incompleteness of mergers, demergers and change of legal character*) stipulates that shareholders of companies partaking in the merger who have cast a dissenting vote to the said merger and recorded a statement of dissent to the meeting minutes may file an annulment lawsuit within two months to follow the announcement of this decision in the Trade Registry Gazette, that the court shall give time to parties to eliminate any kind of incompleteness (if any) concerning the merger proceedings, and that the court shall annul the decision if the legal impairment cannot or is not resolved in due time and shall take the necessary measures. Article 193 of the TCC (*Liability*) states that persons partaking in a merger in any form are liable for the damages they cause for the companies party to the merger, shareholders of these companies and their creditors due to their negligence.

**22.14. In case equivalent rights or a suitable provision is offered in exchange for the existing privileged shares or non-voting shares, information including the valuation expert opinion concerning the determination of the said rights or provisions**

In the company records, non-voting shares are under the jurisdiction of the real and legal persons in the list of non-voting shareholders attached to the merger agreement. Pursuant to Law on Protection of Personal Data No. 6698, the list of non-voting shareholders attached to the merger agreement will not be shared with the public. However, upon applications to the e-mail address of [anacm.intifa@siseecam.com](mailto:anacm.intifa@siseecam.com), the relevant parties will be informed whether they are eligible and how many non-voting shares they have, if they are eligible. In exchange for the non-voting founder shares of ANADOLU CAM of which details are given above under 19.3, (b) (*Acquired Company I- ANADOLU CAM*), they shall be purchased from their owners under article 140, paragraph five of the TCC. The purchase price shall be TRY 24,750 per non-voting founder share, which is based on the fair value calculated in the Valuation Expert's Report. Consequently, these ANADOLU CAM non-voting founder shares will be canceled. Payments shall be made to the bank accounts notified to ŞİŞECAM by the owners of non-voting founder shares, within five working days to follow the registration of the merger. If the title of shareholding changes (by inheritance or other reasons), if a shareholder is not included to the list of persons holding non-voting shares in Annex-1 to the Merger Agreement, or a change occurs in the bank account details advised to ŞİŞECAM, shareholders should advise these matters to ŞİŞECAM in five business days at the latest following the extraordinary general assembly meeting held for the Merger. If these changes and corrections are not advised, the related shareholders shall not make any claims against ŞİŞECAM concerning the payments made according to the list of persons holding non-voting shares enclosed to the Merger Agreement.

**22.15. Information on the determination of the exit price, if it is foreseen pursuant the TCC**

No Exit Price is foreseen for this Merger pursuant Article 141 of the TCC.

**22.16. Information on the determination of the compensation amount, if it is foreseen pursuant the TCC**

No compensation amount was foreseen by the TCC.

**21. OTHER ASPECTS OF THE MERGER**

None.

## **22. DOCUMENTS OPEN FOR EXAMINATION**

In accordance with the TTC and the Capital Markets legislation, after the approval of the CMB is received on the suitability of the transaction, the information and documents stated hereunder shall be disclosed to the public through the Public Disclosure Platform and websites of All Parties in order to inform the shareholders, at least 30 days prior to the general assembly meeting where the merger will be approved:

- a) Announcement
- b) Merger Agreement
- c) Merger report
- d) Activity reports of the last three years
- e) Independent audit reports of the last three years
- f) Financial statements of All Parties dated 31.12.2019 used for the merger
- g) The valuation expert's report
- h) The estimated opening balance sheet of ŞİŞECAM after the merger

## **23. ANNEXES**

**ANNEX 3** - Valuation Expert's Report

**ANNEXES 5 (viii), 6 (vii), 8 (vii) and 10 (vii)** – Valuation Reports

**Annex 5 (vi)** – Consolidated Financial Statements and Independent Auditor's Report of ŞİŞECAM for the accounting period of January 1st - December 31st 2019

**Annex 6 (v)** – Consolidated Financial Statements and Independent Auditor's Report of ANADOLU CAM for the accounting period of January 1st - December 31st 2019

**Annex 7 (v)** – Financial Statements and Independent Auditor's Report of DENİZLİ CAM for the accounting period of January 1st- December 31st 2019

**Annex 8 (vi)** – Consolidated Financial Statements and Independent Auditor's Report of PAŞABAHÇE for the accounting period of January 1st - December 31st 2019

**Annex 9 (v)** – Consolidated Financial Statements and Independent Auditor's Report of SODA SANAYII for the accounting period of January 1st - December 31st 2019

**Annex 10 (v)** – Consolidated Financial Statements and Independent Auditor's Report of TRAKYA CAM for the accounting period of January 1st - December 31st 2019