

Announcement Text on the Merger within the Structure of Türkiye Şişe ve Cam Fabrikaları A.Ş. through the Acquisition by Türkiye Şişe 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 text was approved by the Capital Markets Board (Board) on ... /... / 2020.

This is the announcement text on the merger within the structure of Türkiye Şişe ve Cam Fabrikaları A.Ş. through the acquisition by Türkiye Şişe 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 Şişe ve Cam Fabrikaları A.Ş. will be increased from TRY 2,250,000,000 to ¹TRY 3,064,228,446.43 due to this operation.

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

This announcement text 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 Şişe ve Cam Fabrikaları A.Ş. at www.sisecamcamambalaj.com, www.denizlicam.com, www.pasabahce.com, www.sisecamkimyasallar.com, www.sisecamduzcam.com and www.sisecam.com, as well as on the websites of the Public Disclosure Platform (PDP) (www.kap.org.tr) and Capital Markets Board (www.spk.gov.tr).

Pursuant to Article 32 of the Capital Markets Law (CML), those who sign the announcement text to be 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.

¹ 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, ŞİŞECAM 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 Text have the following meanings:

A.Ş.	: Incorporated Company (Inc.);
USD	: Legal currency of the United States of America as of today;
EURO/EUR	: 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;
Communiqué on Mergers and Acquisitions	: The Competition Board's Communiqué No. 2010/4 on Mergers and Acquisitions Requiring Permission from the Competition Board;
Stock Exchange	: Borsa Istanbul A.Ş. (Istanbul Stock Exchange);
Acquiring Company / ŞİŞECAM	: Türkiye Şişe ve Cam Fabrikaları A.Ş.;
Acquired Companies	: jointly ANADOLU CAM, DENİZLİ CAM, PAŞABAHÇE, SODA SANAYİİ and TRAKYA CAM;
Acquired Company 1 / ANADOLU CAM	: Anadolu Cam Sanayii A.Ş.;
Acquired Company 2 / DENİZLİ CAM	: Denizli Cam Sanayii ve Ticaret A.Ş.;
Acquired Company 3 / PAŞABAHÇE	: Paşabahçe Cam Sanayii ve Ticaret A.Ş.;
Acquired Company 4 / SODA SANAYİİ	: Soda Sanayii A.Ş.;
Acquired Company 5 / TRAKYA CAM	: Trakya Cam Sanayii A.Ş.;
EMRA	: Energy Market Regulatory Authority;
PDP	: Public Disclosure Platform;
Board / CMB	: Capital Markets Board;

CTC	: Corporate Tax Code no. 5520;
CRA	: Central Registry Agency;
Competition Law	: Law No. 4055 on the Protection of Competition;
CML	: Capital Markets Law No. 6362;
All Parties	: jointly ANADOLU CAM, DENİZLİ CAM, PAŞABAHÇE, SODA SANAYİİ, TRAKYA CAM and ŞİŞECAM;
Draft Communiqué	: Draft Communiqué No. II-23.3 on Common Principles for Transactions of Critical Importance and Exit Rights, published on the Board's website on March 16, 2020;
TRY	: Turkish lira;
Group	: ŞİŞECAM group of companies, consisting of 65 affiliates, 2 business partnerships and 2 subsidiaries controlled by ŞİŞECAM directly or indirectly;
CPM	: Collaterals / pledges / mortgages;
TCC	: Turkish Commercial Code No. 6102;
TTRG	: Turkish Trade Registry Gazette;
The Valuation Expert's Report	: 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>);
Communiqué No. II-23.1²	: The CMB's Communiqué No. II-23.1 on the Common Principles for Transactions of Critical Importance and Exit Rights;

² 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 have been amended and, consequently, the necessity to amend the Communiqué No. II-23.1 has arisen. Draft Communiqué aims to meet this requirement. In the Provisional Article of the Draft Communiqué, the following are laid down: (i) In the transactions of critical importance disclosed to the public before February 25, 2020, the shareholders who have exit rights and their share amounts shall be determined by considering February 25, 2020 and as of this date, matched orders shall be taken into consideration, regardless of the completion of the swap, and (ii) transactions of critical

Communiqué No. II-23.2

: The CMB's Communiqué No. II-23.2 on Merger and Demerger.

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importance disclosed to the public before the effective date of the Draft Communiqué shall be concluded in accordance with the provisions of the repealed Communiqué No. II-23.1, without prejudice to the provisions of the first paragraph.

When the Draft Communiqué enters into force, this Announcement Text will be amended immediately to reflect the new situation according to the relevant modifications.

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

None.

2. OPINIONS AND APPROVALS FROM OTHER ORGANIZATIONS

2.1. Opinion from the Competition Board

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.

Statements of ŞİŞECAM and Acquired Companies, dated April 27, 2020, have been submitted to the CMB for this merger, which does not require permission from the Competition Board.

2.2. Permission Letter from EMRA

An application was made to EMRA for the transfer of the production license no. EÜ/3734-18/2289 of March 15, 2012 held ³ by SODA SANAYİİ and the production license no. EÜ/4969-215/2915 of April 17, 2014 held by TRAKYA CAM to ŞİŞECAM. In this context, the aforementioned permissions were obtained with EMRA's letter no. _____, dated __.__. 2020.

2.3. Opinions from Other Public Institutions

Capital increase will be realized by ŞİŞECAM and since the increased capital does not exceed the upper limit of the registered capital of TRY 4,000,000,000 registered by ŞİŞECAM at the Istanbul Trade Registry Office on April 07, 2017 upon CMB's letter no. 29833736-110.04.02

³ The license in question was issued on behalf of Trakya Yenişehir Cam Sanayii A.Ş. Upon the Capital Markets Board's approval no. 29833736-106 01.01-E.11213 of August 29, 2019, Trakya Yenişehir Cam Sanayii A.Ş. and Trakya Polatlı Cam Sanayii A.Ş. were merged in a simplified manner under TRAKYA CAM by the acquisition of their assets and liabilities as a whole. As a result of the merger, the transfer of the license to TRAKYA CAM is in progress.

dated March 2, 2017 and the letter no. 50035491-431.02.E-00023297447 dated March 10, 2017 of the Ministry of Customs and Trade, it will not be subject to a separate permission.

According to Article 5 (*Companies Requiring Ministry Permission for Establishment and Amendment of Articles of Association*) of the Communiqué on Increasing the Capital of Joint Stock Companies and Limited Companies to New Minimum Amounts and Determining the Joint Stock Companies Requiring Permission for Establishment and Amendment of Articles of Association, ŞİŞECAM will obtain permission from the Ministry of Commerce prior to its General Assembly where the relevant amendment of the Articles of Association will be voted.

3. PEOPLE RESPONSIBLE FOR THIS ANNOUNCEMENT TEXT

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

Anadolu Cam Sanayii A.Ş Full Name, Title, Signature, Date	The part under his/her responsibility:
<p data-bbox="310 1152 704 1251">PROF. DR. AHMET KIRMAN Chairman of the Board 27.04.2020</p> <hr data-bbox="345 1346 667 1354"/> <p data-bbox="305 1425 704 1524">SİBEL KOÇ KARACAOĞLU Board Member 27.04.2020</p> <hr data-bbox="345 1619 667 1627"/>	<p data-bbox="870 1287 1425 1316">THE ENTIRE ANNOUNCEMENT TEXT</p>

<p align="center">Denizli Cam Sanayii ve Ticaret A.Ş. Full Name, Title, Signature, Date</p>	<p align="center">The part under his/her responsibility:</p>
<p align="center"> CEMİL TOKEL Chairman of the Board 27.04.2020 <hr/> GÖKHAN GÜRALP Board Member 27.04.2020 <hr/> </p>	<p align="center">THE ENTIRE ANNOUNCEMENT TEXT</p>
<p align="center">Paşabahçe Cam Sanayii ve Ticaret A.Ş. Full Name, Title, Signature, Date</p>	<p align="center">The part under his/her responsibility:</p>
<p align="center"> PROF. DR. AHMET KIRMAN Chairman of the Board 27.04.2020 <hr/> GÖKHAN GÜRALP Board Member 27.04.2020 <hr/> </p>	<p align="center">THE ENTIRE ANNOUNCEMENT TEXT</p>
<p align="center">Soda Sanayii A.Ş. Full Name, Title, Signature, Date</p>	<p align="center">The part under his/her responsibility:</p>

<p>PROF. DR. AHMET KIRMAN Chairman of the Board 27.04.2020</p> <hr/> <p>UMUT BARIŞ DÖNMEZ Board Member 27.04.2020</p> <hr/>	<p>THE ENTIRE ANNOUNCEMENT TEXT</p>
<p>Trakya Cam Sanayii A.Ş Full Name, Title, Signature, Date</p>	<p>The part under his/her responsibility:</p>
<p>PROF. DR. AHMET KIRMAN Chairman of the Board 27.04.2020</p> <hr/> <p>HÜSEYİN BURAK DAĞLI Board Member 27.04.2020</p> <hr/>	<p>THE ENTIRE ANNOUNCEMENT TEXT</p>
<p>Türkiye Şişe ve Cam Fabrikaları A.Ş. Full Name, Title, Signature, Date</p>	<p>The part under his/her responsibility:</p>

PROF. DR. AHMET KIRMAN
Vice Chairman and CEO
27.04.2020

MUSTAFA GÖRKEM ELVERİCİ
Chief Financial Officer
27.04.2020

THE ENTIRE ANNOUNCEMENT TEXT

4. ABSTRACT

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

4.1. General Information on the Companies that are Parties to the Merger

a) Acquiring Company - ŞİŞECAM

Trade Name	: Türkiye Şişe ve Cam Fabrikaları Anonim Şirketi
Registered Address	: İçmeler Mahallesi, D-100 Karayolu Caddesi, No: 44A 34947 Tuzla/İSTANBUL
Trade Registry Office	: Istanbul Trade Registry Office
Trade Registry Number	: 21599
Term	: Indefinite
Subject of Activity	: a) The company 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), and ensures their development and improvement. b) The company can acquire shares from, and participate in the management of, an established or to-be-established industrial and commercial company, either domestic or overseas, operating in any field. Other businesses stated in its Articles of Association also fall under the company's subject of activity.
Tax Office	: Major Taxpayers Tax Office
Tax No	: 8150034473
Website	: www.sisecam.com
Independent Auditor	: Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.
Nace Code	: 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 : BIST STARS - Group 1
Market Instrument is Traded**

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.	1,553,651,272.12	69.05	69.05
Efes Holding A.Ş.	185,093,915.32	8.23	8.23
Other	511,254,812.56	22.72	22.72
TOTAL	2,250,000,000.00	100.00	100.00

ŞİŞECAM is registered with the CMB and its shares are traded on the Stock Exchange since January 3, 1986. According to CRA records, as of April 22, 2020, shares of TRY 706,288,058.47, which represent 31.39% of ŞİŞECAM capital, are considered to be 'in circulation' with the ticker symbol 'SISE'.

b) Acquired Company 1 - ANADOLU CAM

Trade Name : Anadolu Cam Sanayii A.Ş.
Registered Address : İçmeler Mahallesi, D-100 Karayolu Caddesi, No: 44A 34947 Tuzla/İSTANBUL
Trade Registry Office : Istanbul Trade Registry Office
Trade Registry Number : 103040
Term : Indefinite

Subject of Activity	: 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 stipulated by the Articles of Association.
Tax Office	: Major Taxpayers Tax Office
Tax No	: 0680062336
Website	: www.sisecamcamambalaj.com
Independent Auditor	: Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.
Nace Code	: 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 Market Instrument is Traded	: BIST STARS - Group 2

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 737,513,894.671 is divided into 73,751,389,467 Group A bearer shares, each having a nominal value of TRY 0.01, and TRY 12,486,105.529 is divided into 1,248,610,553 Group B bearer shares, each having a nominal value of TRY 0.01, total number of bearer shares being 75,000,000,000.

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

SHAREHOLDER	AMOUNT OF CAPITAL (TRY)	SHARE IN CAPITAL (%)	VOTING RIGHT (%)
ŞİŞECAM	587,115,912	78.28	78.28
Other	162,884,088	21.72	21.72
TOTAL	750,000,000.00	100.00	100.00

ANADOLU CAM is registered with the CMB and its shares are traded on the Stock Exchange since January 3, 1986. According to CRA records, as of April 22, 2020, shares of TRY 164,200,785.39, which represent 21.89% of ANADOLU CAM capital, are considered to be 'in circulation' with the ticker symbol 'ANACM'.

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
Trade Registry Number	: 3407
Term	: Indefinite
Subject of Activity	: a) To establish all kinds of glass manufacturing facilities, b) to establish facilities of raw materials, semi raw materials, semi-finished products and finished products in relation with these manufacturing activities, c) to prospect for minerals required for glass manufacturing, to operate mines, to build facilities, d) to establish and operate facilities in Turkey and overseas, to provide required machinery, equipment and fittings, to acquire existing machinery, equipment and fittings entirely or partially in order to realize the aforementioned manufacturing and other activities. Other businesses stated in its Articles of Association also fall under the company's subject of activity.
Tax Office	: Pamukkale Tax Office
Tax No	: 2920012553
Website	: www.denizlicam.com
Independent Auditor	: Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.
Nace Code	: 23.13.01 Manufacturing of Bottles and other Containers of Glass or Crystal
The Market where the Capital Market Instrument is Traded	: 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 (%)
PAŞABAHÇE	7,650,000.00	51.00	51.00
Other	7,350,000.00	49.00	49.00
TOTAL	15,000,000.00	100.00	100.00

DENİZLİ CAM is registered with the CMB and its shares are traded on the Stock Exchange since July 13, 1987. According to CRA records, as of April 22, 2020, shares of TRY 7,314,517.22, which represent 48.76% of DENİZLİ CAM capital, are considered to be 'in circulation' with the ticker symbol 'DENCM'.

d) Acquired Company 3 - PAŞABAHÇE

Trade Name	: Paşabahçe Cam Sanayii ve Ticaret A.Ş.
Registered Address	: İçmeler Mahallesi D-100 Karayolu Caddesi No:44/A Tuzla/İSTANBUL
Trade Registry Office	: Istanbul Trade Registry Office
Trade Registry Number	: 119071
Term	: Major Taxpayers Tax Office
Subject of Activity	: To manufacture all kinds of glassware, tableware, bottles, flat glass, light bulbs, and other glass or glass-made items; to establish and operate manufacturing facilities required for these activities; to acquire shares from existing facilities; and to engage in other activities stated in the draft amendment registered on April 15, 2013.
Tax Office	: Major Taxpayers Tax Office
Tax No	: 7230005479
Website	: www.pasabahce.com
Independent Auditor	: Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.
Nace Code	: 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 Market Instrument is Traded	: 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 issued 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
Other	1,179,288.00	0.53	0.53
Total	224,117,049.00	100.00	100.00

e) Acquired Company 4 - SODA SANAYİİ

Trade Name	: Soda Sanayii A.Ş.
Registered Address	: İçmeler Mahallesi D -100 Karayolu Caddesi No:44/A 34947 Tuzla/İSTANBUL
Trade Registry Office	: Istanbul Trade Registry Office
Trade Registry Number	: 495852
Term	: Indefinite
Subject of Activity	: a) To produce sodium carbonate, sodium bicarbonate, other soda chemicals; bichromate, chromic acid, basic chrome sulphate, other chromium chemicals and all kinds of chemicals, to establish plants to produce other products, to acquire shares from existing plants, to manufacture heavy machinery, b) to prospect for natural raw materials such as salt, limestone and chromite that are required to produce soda-chromium chemicals, and to prospect for other substances that are subject to mining law, to establish and operate mining facilities, c) to establish and operate auxiliary and complementary facilities related to SODA SANAYİİ in any way, to acquire shares from such existing facilities, d) to carry out research required to develop the soda-chromium chemicals industry, to establish facilities and to acquire

shares from existing facilities, e) to engage in various auxiliary and complementary activities related in any way to SODA SANAYİİ and sales of products. Other businesses stated in its Articles of Association also fall under the company's subject of activity.

Tax Office	: Major Taxpayers Tax Office
Tax No	: 7720023498
Website	: www.sisecamkimyasallar.com
Independent Auditor	: Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.
Nace Code	: 20.1.3.07 Rev.2.0 - Manufacturing of other metal salts and basic inorganic chemicals (isotopes and their compounds, salts of oxo-metallic / peroxy-metallic acids, cyanides, borates, hydrogen peroxide, sulphur, roasted iron pyrite, piezoelectricity quartz, etc.)
The Market where the Capital Market Instrument is Traded	: 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	630,151,677.28	63.02	63.02
Other	369,848,322.72	36.98	36.98
TOTAL	1,000,000,000.00	100.00	100.00

SODA SANAYİİ is registered with the CMB and its shares are traded on the Stock Exchange since April 20, 2000. According to CRA records, as of April 22, 2020, shares of TRY 370,808,886.45, which represent 37.08% of SODA SANAYİİ capital, are considered to be 'in circulation' with the ticker symbol 'SODA'.

f) Acquired Company 5 - TRAKYA CAM

Trade Name	: Trakya Cam Sanayii A.Ş.
Registered Address	: İçmeler Mah. D-100 Karayolu Cad. N44/A 34947 Tuzla/İSTANBUL
Trade Registry Office	: Istanbul Trade Registry Office
Trade Registry Number	: 151415
Term	: Indefinite
Subject of Activity	: a) To establish facilities that are related to the glass industry directly or indirectly, facilities that are auxiliary, complementary or substitute to glass industry, facilities that provide input to glass industry; to develop these facilities, to acquire shares from existing facilities. b) As required by the economic conjuncture, to engage in other industrial, commercial and financial activities with the purpose to ensure the profitable growth and continuity of the company by diversifying risks and realize the company's potential; to establish companies in these fields, and to acquire shares from existing companies. c) To organize economic and social services within the company. Other businesses stated in its Articles of Association also fall under the company's subject of activity.
Tax Office	: Major Taxpayers Tax Office
Tax No	: 8590048476
Website	: www.sisecamduzcam.com
Independent Auditor	: Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.
Nace Code	: 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)
The Market where the Capital Market Instrument is Traded	: 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 bearer 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	71.79	71.79
Other	352,620,441	28.21	28.21
TOTAL	1,250,000,000.00	100.00	100.00

TRAKYA CAM is registered with the CMB and its shares are traded on the Stock Exchange since November 5, 1990. According to CRA records, as of April 22, 2020, shares of TRY 354,936,715.16, which represent 28.39% of TRAKYA CAM capital, are considered to be 'in circulation' with the ticker symbol 'TRKCM'.

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, 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 Text on the merger; and to appoint Prof. Dr. Ahmet Kırmacı and Mustafa Görkem Elverici to carry out the necessary procedures.

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, 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 Text on the merger; and to appoint Prof. Dr. Ahmet Kırman and Sibel Koç Karacaoğlu to carry out the necessary procedures.

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, 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 Text on the merger; and to appoint Cemil Tokel and Sayın Gökhan Güralp to carry out the necessary procedures.

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, 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 Text on the merger; and to appoint Prof. Dr. Ahmet Kırman and Gökhan Güralp to carry out the necessary procedures.

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, PAŞABAĞÇE and TRAKYA CAM with ŞİŞECAM by acquisition as per the provisions of CML, 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 Text on the merger; and to appoint Prof. Dr. Ahmet Kırman and Umut Barış Dönmez to carry out the necessary procedures.

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, 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 Text on the merger; and to appoint Prof. Dr. Ahmet Kırman and Hüseyin Burak Dağlı to carry out the necessary procedures.

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 within the structure of ŞİŞECAM by acquisition of all assets and liabilities of Acquired Companies by ŞİŞECAM as a whole in accordance with the provisions of TCC, CML, Board's Communiqué No. II-23.1 and Communiqué No. II-23.2, 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) the decision of continuing the merger following the legal permissions received from the CMB, EMRA, the Ministry of Trade, and other related institutions and the determination on exercising the exit rights; and (ii) the decision of merger by the general assemblies of the All Parties.

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

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

4.2.4. Foreseen stages

Stages foreseen in relation to the merger transaction are provided hereunder in chronological order:

- Application to the CMB for the approval of the announcement text,
- 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 for opposing shareholders,
- 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 (*Foreseen 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 73.43% 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 Transaction

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 a decision has been taken not to continue to merge after the exercise of the exit right; 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 retract from the merger. Any delay in the foreseen 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, Istanbul
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, Istanbul
Full Name of the Responsible Partner
Lead Auditor : Tolga Kirelli

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 to which the financial statements subject to the merger belong is January 1, 2019 to December 31, 2019.

6.2. Selected financial information

Financial statements subject to the merger are as follows:

- a) Balance sheets and profit and loss statements in Annex 5 (vi) for the Acquiring Company - ŞİŞECAM,
- b) Balance sheets and profit and loss statements in Annex 6 (v) for the Acquired Company 1 - ANADOLU CAM,

- c) Balance sheets and profit and loss statements in Annex 7 (v) for the Acquired Company 2 - DENİZLİ CAM,
- d) Balance sheets and profit and loss statements in Annex 8 (vi) for the Acquired Company 3 - PAŞABAHÇE,
- e) Balance sheets and profit and loss statements in Annex 9 (v) for the Acquired Company 4 - SODA SANAYİİ,
- f) Balance sheets and profit and loss statements in Annex 10 (v) for the Acquired Company 5 - TRAKYA CAM.

7. RISK FACTORS

7.1. Risks Related to⁴ the Acquiring Company and its Activities

Risks related to ŞİŞECAM and its activities are listed below:

a) Capital Risk Management

While managing its capital, the Group 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 ŞİŞECAM management. Based on the evaluation of ŞİŞECAM 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).

⁴ In this Announcement Text, the tables extracted from the financial statements of ŞİŞECAM, ANADOLU CAM, PAŞABAHÇE, SODA SANAYİİ and TRAKYA CAM indicate the figures as TRY thousand, unless otherwise stated. This does not include DENİZLİ CAM.

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

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 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 ŞİŞECAM. 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. ŞİŞECAM 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. Group management mitigates this risk by limiting the average risks of counterparties for each contract, 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.

	Receivables				Cash and Cash equivalents & Derivatives	Financial Investments
	Trade Receivables		Other Receivables			
	Related Party	Third Party	Related Party	Third Party		
Credit risks exposed through types of financial instruments						
Maximum credit risk exposed as of balance sheet date 31 December 2019 (A+B+C+D+E)	6,829	3,565,468	-	287,457	8,368,516	3,051,251
- The part of maximum risk under guarantee with collaterals etc.	-	(1,952,758)	-	-	-	-
A. Net book value of financial assets that are neither overdue not impaired	6,829	3,160,385	-	287,457	8,368,516	3,051,251
- The part under guarantee with collaterals, etc.	-	(1,894,612)	-	-	-	-
B. Net book of financial assets that are renegotiated, if not that will be accepted as overdue or impaired	-	-	-	-	-	-
- The part under guarantee with collaterals, etc.	-	-	-	-	-	-
C. Carrying value of financial assets that are overdue but not impaired	-	405,083	-	-	-	-
- The part under guarantee with collaterals, etc.	-	(58,146)	-	-	-	-
D. Net book value of impaired assets	-	-	-	-	-	-
- Overdue (gross carrying amount)	-	94,306	-	2,404	-	-
- Impairment (-)	-	(94,306)	-	(2,404)	-	-
- The part under guarantee with collaterals, etc.	-	-	-	-	-	-
- Not overdue (gross carrying amount)	-	866	-	-	10,279	53,217
- Impairment (-)	-	(866)	-	-	(10,279)	(53,217)
- The part under guarantee with collaterals, etc.	-	-	-	-	-	-
E. Off-balance sheet items with credit risk	-	-	-	-	-	-

(*) Factors that increase the credit reliability such as; guarantees received are not considered in the calculation.

Credit risks exposed through types of financial instruments	Receivables				Cash and equivalents	Financial Investments & Derivatives
	Trade Receivables		Other Receivables			
	Related Party	Third Party	Related Party	Third Party		
Maximum credit risk exposed as of balance sheet date 31 December 2018 (A+B+C+D+E)	2,292	3,232,594	-	75,363	3,161,016	2,603,248
- The part of maximum risk under guarantee with collaterals etc.	-	(1,352,056)	-	-	-	-
F. Net book value of financial assets that are neither overdue not impaired	2,292	2,830,513	-	75,363	3,161,016	2,603,248
- The part under guarantee with collaterals, etc.	-	(1,258,282)	-	-	-	-
G. Net book of financial assets that are renegotiated, if not that will be accepted as overdue or impaired	-	-	-	-	-	-
- The part under guarantee with collaterals, etc.	-	-	-	-	-	-
H. Carrying value of financial assets that are overdue but not impaired	-	402,081	-	-	-	-
- The part under guarantee with collaterals, etc.	-	(93,774)	-	-	-	-
I. Net book value of impaired assets	-	-	-	-	-	-
- Overdue (gross carrying amount)	-	110,570	-	1,198	-	-
- Impairment (-)	-	(110,570)	-	(1,198)	-	-
- The part under guarantee with collaterals, etc.	-	-	-	-	-	-
- Not overdue (gross carrying amount)	-	-	-	-	3,035	68,237
- Impairment (-)	-	-	-	-	(3,035)	(68,237)
- The part under guarantee with collaterals, etc.	-	-	-	-	-	-
J. Off-balance sheet items with credit risk	-	-	-	-	-	-

(*) Factors that increase the credit reliability such as; guarantees received are not considered in the calculation.

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

	31 December 2019	31 December 2018
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
	1,952,758	1,352,056

Trade receivables that have become past due, but that have not been impaired are as follows:

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

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 following table 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	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	-
Total liabilities	18,086,750	21,742,773	5,063,642	3,932,143	8,040,283	4,706,705

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	89,914	89,914	-	25,764	-	64,150
Cash outflows	(113,391)	(113,391)	-	(23,587)	-	(89,804)
	(23,477)	(23,477)	-	2,177	-	(25,654)

31 December 2018

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	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	-
Total Liabilities	9,720,879	10,495,957	2,882,536	3,004,672	4,556,385	52,364

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	-	-	-	-	-	-
Cash outflows	(280)	(280)	-	(280)	-	-
	(280)	(280)	-	(280)	-	-

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 current year, there has not been any change compared to the previous year, in the market risk the Group is exposed to, in the method of handling the risks, or in the method of measuring these risks.

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:

Foreign Currency Position as of 31 December 2019				
	TRY equivalent	USD	EUR of other Currencies	TRY Equivalent
1. Trade Receivables	1,128,589	101,057	73,048	42,477
2a, Monetary financial assets, (cash and banks included)	7,789,064	864,593	377,727	141,098
2b, Non-monetary financial assets	-	-	-	-

3,	Other	78,804	4,397	7,367	3,690
4,	Current assets (1+2+3)	8,996,457	970,047	458,142	187,265
5,	Trade receivables	-	-	-	-
6a,	Monetary financial assets	2,585,312	435,223	-	-
6b,	Non-monetary financial assets	-	-	-	-
7,	Other	246,108	6,803	30,375	3,685
8,	Non-current assets (5+6+7)	2,831,420	442,026	30,375	3,685
9,	Total Assets (4+8)	11,827,877	1,412,073	488,517	190,950
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	-	-	-	-
13,	Current liabilities (10+11+12)	2,805,510	356,432	102,786	4,644
14,	Trade payables	-	-	-	-
15,	Financial liabilities	6,139,363	716,389	283,263	-
16a.,	Other monetary liabilities	6	1	-	-
16b,	Other non-monetary liabilities	-	-	-	-
17,	Non-current liabilities (14+15+16)	6,139,369	716,390	283,263	-
18,	Total liabilities (13+17)	8,944,879	1,072,822	386,049	4,644
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	-
20,	Net foreign assets / (liability) position (9-18+19)	3,501,703	914,251	(318,082)	186,306
21,	Net foreign currency asset / (liability) / (position of monetary items (=1+2a+5+6a 10-11-12a-14-15-16a)	2,558,086	328,051	64,726	178,931
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	TRY Equivalent of other Currencies	
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
4.	Current assets (1+2+3)	4,349,003	399,810	343,013	177,960
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
8.	Non-current assets (5+6+7)	2,579,937	467,618	17,948	11,654
9.	Total Assets (4+8)	6,928,940	867,428	360,961	189,614

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	-
13. Current liabilities (10+11+12)	1,493,690	52,922	199,382	13,398
14. Trade payables	-	-	-	-
15. Financial liabilities	3,058,704	525,169	49,078	-
16a. Other monetary liabilities	-	-	-	-
16b. Other non-monetary liabilities	-	-	-	-
17. Non-current liabilities (14+15+16)	3,058,704	525,169	49,078	-
18. Total liabilities (13+17)	4,552,394	578,091	248,460	13,398
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	-	-	-	-
20. Net foreign assets / (liability) position (9-18+19)	2,376,546	289,337	112,501	176,216
21. Net foreign currency asset / (liability) / (position of monetary items (=1+2a+5+6a 10-11-12a-14-15-16a)	2,656,125	265,224	181,932	164,121
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 the Group are in US Dollar and Euro. The impact of other currencies is insignificant.

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 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 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)	-	-
3- USD net effect (1+2)	536,430	(536,430)	2,389	(2,389)
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	-	-
6- EUR net effect (4+5)	(236,644)	236,644	1,086,221	(1,086,221)
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 (-)	-	-	-	-
9- Other currencies net effect (7+8)	17,893	(17,893)	320,474	(320,474)
Total (3+6+9)	317,679	(317,679)	1,409,084	(1,409,084)

(*) 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	139,532	(139,532)	75	(75)
2- USD hedged from risks (-)	-	-	-	-
3- USD net effect (1+2)	139,532	(139,532)	75	(75)
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 (-)	-	-	-	-
6- EUR net effect (4+5)	109,669	(109,669)	955,453	(955,453)

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 (-)	-	-	-	-
9- Other currencies net effect (7+8)	16,412	(16,412)	248,659	(248,659)
Total (3+6+9)	265,613	(265,613)	1,204,187	(1,204,187)

(*) 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, 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 the Group's interest rate sensitive financial instruments is as below:

31 December 2019				
	Floating Interest	Fixed Interest	Non-interest bearing	Total
Financial assets	-	14,813,077	378,944	15,192,021
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
Financial Liabilities	3,450,175	14,635,997	578	18,086,750
Bank borrowings	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

	Floating Interest	Fixed Interest	Non-interest bearing	Total
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Financial assets	-	8,746,864	333,103	9,079,967
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
Financial liabilities	3,006,526	6,714,073	280	9,720,879
Bank borrowings	3,006,526	1,787,223	280	4,794,029
Bond issues	-	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

The Group'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 the reporting date.

If, on the reporting date, 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 the Group 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 the Group companies. This low demand may have significantly adverse effects on the sales revenues and costs of the Group,

as well as the Acquiring Company's profitability, value and projections. Products manufactured by the Group 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 the Group companies may fall significantly.

Overcapacity – Group 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, Group 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 the Group 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 the Group 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 the Group 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 the Group companies may have increased their market share.

Dependency on Customers – Excluding Paşabahçe Mağazaları A.Ş., which has a very small share in the Group's consolidated sales, none of the Group companies sell to end consumers, but they manufacture intermediate products for other manufacturers. Therefore, the demand for the products of the Group 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 Group companies is not at a satisfactory level, then it will also affect the demand for the products of the Group companies, and this may adversely affect the Acquiring Company's profitability, value and projections.

Geographical Distribution of Operations – The Group 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, the Group'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 – Group 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 the Group Companies. Furthermore, Group 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 the Group 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 the Group 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 CAM⁵

a) Capital risk management

While managing its capital, the Group⁶ 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 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)
Net debt	2,841,854	2,018,979
Total equity	2,826,011	2,309,462
Net debt / total equity ratio	1.01	0.87

⁵ In this Announcement Text, 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.

⁶ The term 'Group' used under this subheading 7.3.1 (*Acquired Company 1 - ANADOLU CAM*) refers to ANADOLU CAM, its 9 subsidiaries and one affiliate.

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 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 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 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.

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:

	Receivables				Cash and cash equivalents	Derivative instruments	Financial investment Measured at amortized cost
	Trade receivables		Other receivables				
	Related parties	Unrelated parties	Related parties	Unrelated parties			
Maximum credit risk exposed as of statement of financial position date							
Maximum credit risk exposed as of 31 December 2019 (*) (A+B+C+D+E)	2,354	1,042,806	87,522	12,553	989,865	15,338	393,743
- The part of maximum risk under guarantee with collaterals. etc.	-	(573,089)	-	-	-	-	-
A. Net value of financial assets that are neither past due nor impaired	2,354	973,669	87,522	12,553	989,865	15,338	393,743
- The part under guarantee with collaterals. etc.	-	(516,295)	-	-	-	-	-
B. Net book value of financial assets that are renegotiated, if not that will be accepted as part due or impaired	-	-	-	-	-	-	-
- The part under guarantee with collaterals. etc.	-	-	-	-	-	-	-
C. Carrying value of financial assets that are past due but not impaired	-	69,137	-	-	-	-	-
- The part under guarantee with collaterals. etc.	-	(56,794)	-	-	-	-	-
D. Net book value of impaired assets	-	-	-	-	-	-	-
- Past due (gross carrying amount)	-	11,219	-	10,028	-	-	-
- Impairments	-	(11,219)	-	(10,028)	-	-	-
- The part under guarantee with collaterals. etc.	-	-	-	-	-	-	-
- Not past due (gross carrying amount)	-	-	-	-	1,226	-	6,758
- Impairment (-)	-	-	-	-	(1,226)	-	(6,758)
- The part under guarantee with collaterals. etc.	-	-	-	-	-	-	-
E. Off-balance sheet items with credit risk	-	-	-	-	-	-	-

(*) Factors that increase the credit reliability, such as; guarantees received, are not considered in the calculation.

	Receivables				Cash and cash equivalents	Derivative instruments	Financial investment Measured at amortized cost
	Trade receivables		Other receivables				
	Related parties	Unrelated parties	Related parties	Unrelated parties			
Maximum credit risk exposed as of statement of financial position date							
Maximum credit risk exposed as of 31 December 2018 (*) (A+B+C+D+E)	2,877	770,681	42,884	10,864	153,587	-	349,420
- The part of maximum risk under guarantee with collaterals. etc.	-	(312,400)	-	-	-	-	-
A. Net value of financial assets that are neither past due nor impaired	2,877	714,197	42,884	10,864	153,587	-	349,420
- The part under guarantee with collaterals. etc.	-	(282,418)	-	-	-	-	-
B. Net book value of financial assets that are renegotiated, if not that will be accepted as part due or impaired	-	-	-	-	-	-	-
- The part under guarantee with collaterals. etc.	-	-	-	-	-	-	-
C. Carrying value of financial assets that are past due but not impaired	-	56,484	-	-	-	-	-
- The part under guarantee with collaterals. etc.	-	(29,982)	-	-	-	-	-
D. Net book value of impaired assets	-	-	-	-	-	-	-
- Past due (gross carrying amount)	-	9,899	-	9,827	-	-	-
- Impairments	-	(9,899)	-	(9,827)	-	-	-
- The part under guarantee with collaterals. etc.	-	-	-	-	-	-	-
- Not past due (gross carrying amount)	-	-	-	-	136	-	-
- Impairment (-)	-	-	-	-	(136)	-	-
- The part under guarantee with collaterals. etc.	-	-	-	-	-	-	-
E. Off-balance sheet items with credit risk	-	-	-	-	-	-	-

(*) Factors that increase the credit reliability, such as; guarantees received, are not considered in the calculation.

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
	573,089	312,400

Trade receivables that have become past due, but that have not been impaired 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
Total overdue receivables	69,137	56,484
The part under guarantee with collateral, etc	56,794	29,982

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 cash accordance with contracts (I+II+III+IV)	Outflows in less than 3 months (I)	3-12 months (II)	1-5 years (III)	More than 5 Years (IV)
Bank borrowings	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	-	-
	4,274,505	4,766,209	1,015,133	629,271	2,246,805	875,000
Derivative financial liabilities						
Cash inflows	15,338	15,338	494	-	-	14,844
Cash outflows	-	-	-	-	-	-
	15,338	15,338	494	-	-	14,844

31 December 2018						
Non-derivative financial liabilities	Carrying Value	Total cash accordance with contracts (I+II+III+IV)	Outflows in less than 3 months (I)	3-12 months (II)	1-5 years (III)	More than 5 Years (IV)
Bank borrowings	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	-	-
	2,555,492	2,729,757	719,421	555,907	1,442,299	12,130
Derivative Financial liabilities						
Cash inflows	-	-	-	-	-	-
Cash outflows	-	-	-	-	-	-
	-	-	-	-	-	-

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 current year, there has not been any changes compared to the previous year, in the market risk the Group is exposed to, in the method of handling the risks, or in the method of measuring these risks.

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:

		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
4.	Current Assets (1+2+3)	1,520,942	205,550	40,818	28,463
5.	Trade receivables	-	-	-	-
6a.	Monetary financial assets	-	-	-	-
6b.	Non-monetary financial assets	-	-	-	-
7.	Others	44,143	38	6,603	-
8.	Non-current Assets (5+6+7)	44,143	38	6,603	-
9.	Total Assets (4+8)	1,565,085	205,588	47,421	28,463
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	-	-	-	-
13.	Current Liabilities (10+11+12)	483,745	66,813	12,844	1,449
14.	Trade payables	-	-	-	-
15.	Financial liabilities	889,279	142,615	6,333	-
16a.	Other monetary liabilities	-	-	-	-
16b.	Other non-monetary liabilities	-	-	-	-
17.	Non-current Liabilities (14+15+16)	889,279	142,615	6,333	-
18.	Total Liabilities (13+17)	1,373,024	209,428	19,177	1,449
19.	Net asset position of off balance sheet /	15,338	133,924	(117,313)	-

	derivative instruments(19a - 19b)				
19a.	Total amount of assets hedged	795,537	133,924	-	-
19b.	Total amount of liabilities hedged	780,199	-	117,313	-
20.	Net foreign assets / (liability) position (9-18+19)	207,399	130,084	(89,069)	27,014
21.	Net foreign asset / (liability) position of monetary items (=1+2a+3+5+6a-10-11-12a-14-15-16a)	126,994	(3,997)	18,604	26,997
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

		Foreign Currency Position as of 31 December 2018			
		TRY Equivalent	US Dollar	EUR	Other
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
4.	Current Assets (1+2+3)	658,038	82,736	35,136	10,973
5.	Trade receivables	-	-	-	-
6a.	Monetary financial assets	-	-	-	-
6b.	Non-monetary financial assets	-	-	-	-
7.	Others	80,674	260	11,223	11,654
8.	Non-current Assets (5+6+7)	80,674	260	11,223	11,654
9.	Total Assets (4+8)	738,712	82,996	46,359	22,627
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	-	-	-	-
13.	Current Liabilities (10+11+12)	193,697	5,500	25,745	9,568
14.	Trade payables	-	-	-	-
15.	Financial liabilities	598,249	103,923	8,547	-
16a.	Other monetary liabilities	-	-	-	-
16b.	Other non-monetary liabilities	-	-	-	-
17.	Non-current Liabilities (14+15+16)	598,249	103,923	8,547	-
18.	Total Liabilities (13+17)	791,946	109,423	34,292	9,568
19.	Net asset position of off balance sheet / derivative instruments(19a - 19b)	-	-	-	-
19a.	Total amount of assets hedged	-	-	-	-
19b.	Total amount of liabilities hedged	-	-	-	-
20.	Net foreign assets / (liability) position (9-18+19)	(53,234)	(26,427)	12,067	13,059
21.	Net foreign asset / (liability) position of monetary items (=1+2a+3+5+6a-10-11-12a-14-15-16a)	(160,390)	(27,028)	(3,194)	1,057
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)	-	-
3- US Dollar net effect (1+2)	77,180	(77,180)	-	-
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	-	-
6- EUR net effect (4+5)	(65,646)	65,646	286,754	(286,754)
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 (-)	-	-	-	-
9- Other currencies net effect (7+8)	2,699	(2,699)	74,962	(74,962)
Total (3+6+9)	14,233	(14,233)	361,716	(361,716)

	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 (-)	-	-	-	-

3- US Dollar net effect (1+2)	(14,219)	14,219	-	-
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 (-)	-	-	-	-
6- EUR net effect (4+5)	(1,925)	1,925	257,328	(257,328)
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 (-)	-	-	-	-
9- Other currencies net effect (7+8)	105	(105)	43,241	(43,241)
Total (3+6+9)	(16,039)	16,039	300,569	(300,569)

(*) 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
Financial Assets	-	2,475,590	53,254	2,528,844
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
Financial Liabilities	953,911	3,320,594	-	4,274,505
Bank borrowings	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
Financial Assets	-	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
Financial Liabilities	377,571	2,177,335	586	2,555,492
Bank borrowings	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 the reporting date.

If, on the reporting date, all other variables are fixed and the data in the valuation method is 10% more / less:

As of 31 December 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 CAM⁷

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.

⁷ In this Announcement Text, the tables extracted from the financial statements of ŞİŞECAM, ANADOLU CAM, PAŞABAĞÇE, SODA SANAYİ and TRAKYA CAM indicate the figures as TRY thousand, unless otherwise stated. This does not include DENİZLİ CAM.

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)
Net debt	32,664,950	46,890,676
Total equity	65,354,266	63,006,996
Net debt / total equity ratio	50%	74%

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.

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		
Maximum credit risk exposed to as of December 31, 2019 (*) (A+B+C+D+E)	28,066,482	137,353	-	21,859	8,696,067	-
– The part of the maximum risk secured by collateral, etc.	-	(137,291)	-	-	-	-
A. Net book value of financial assets that have not become past due or impaired	28,066,482	-	-	21,859	8,696,067	-
– The part secured by collateral, etc.	-	-	-	-	-	-
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 that have become overdue but have not been impaired	-	137,353	-	-	-	-
– The part secured by collateral, etc.	-	(137,291)	-	-	-	-
D. 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.	-	-	-	-	-	-
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					
	Trade receivables		Other receivables		Cash and cash equivalents	Derivative instruments
	Related party	Other party	Related party	Other party		
Maximum credit risk exposed to as of December 31, 2018 (*) (A+B+C+D+E)	31,908,5	384,723	-	20,686	167,847	-
– The part of the maximum risk secured by collateral, etc.	-	(220,290)	-	-	-	-
A. Net book value of financial assets that have not become past due or impaired	31,908,5	743	-	20,686	167,847	-
– The part secured by collateral, etc.	-	-	-	-	-	-
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 that have become overdue but have not been impaired	-	383,980	-	-	-	-
– The part secured by collateral, etc.	-	(220,290)	-	-	-	-
D. 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.	-	-	-	-	-	-
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 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
	2,276,750	2,015,479

Trade receivables that have become past due, but that have not been impaired are as follows:

	31 December 2019	31 December 2018
Past due 1–30 days	-	-
Past due 1–3 months	-	-
Past due 3–12 months	137,353	383,980
Total receivables that are past due	137,353	383,980
The part secured by collateral, etc. (-)	(137,291)	(220,290)

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				
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)
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	-	-
Total liabilities	41,398,182	41,433,231	41,376,667	56,564	-	-

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	-	-
Total liabilities	47,077,998	47,176,095	47,122,279	53,816	-	-

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 current year, there has not been any change compared to the previous year 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.

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	-	-	-	-
4. Current assets (1+2+3)	154,946	20,945	4,259	2,205
5. Trade receivables	-	-	-	-
6a. Monetary financial assets	-	-	-	-
6b. Non-monetary financial assets	-	-	-	-
7. Other	-	-	-	-
8. Fixed assets (5+6+7)	-	-	-	-
9. Total assets (4+8)	154,946	20,945	4,259	2,205
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	-	-	-	-
13. Short term liabilities (10+11+12)	444,381	56,157	16,660	-
14. Trade payables	-	-	-	-
15. Financial liabilities	-	-	-	-
16a. Other monetary liabilities	-	-	-	-
16b. Other non-monetary liabilities	-	-	-	-
17. Long term liabilities (14+15+16)	-	-	-	-
18. Total liabilities (13+17)	444,381	56,157	16,660	-
19. Net asset / (liability) position of off-balance sheet derivative instruments (19a-19b)	-	-	-	-
19a. Amount of off-balance sheet foreign currency derivative instruments that increase with debit entries	-	-	-	-
19b. Amount of off-balance sheet foreign currency derivative instruments that increase with credit entries	-	-	-	-
20. Net position of foreign currency assets / (liabilities) (9-18+19)	(289,435)	(35,212)	(12,401)	2,205
21. Monetary items net foreign asset / (liability) position (=1+2a+5+6a-10-11-12a-14-15-16a)	(289,435)	(35,212)	(12,401)	2,205
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	-	-	-	-
4. Current assets (1+2+3)	373,615	37,442	28,176	6,794
5. Trade receivables	-	-	-	-
6a. Monetary financial assets	-	-	-	-
6b. Non-monetary financial assets	-	-	-	-
7. Other	-	-	-	-
8. Fixed assets (5+6+7)	-	-	-	-
9. Total assets (4+8)	373,615	37,442	28,176	6,794
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	-	-	-	-
13. Short term liabilities (10+11+12)	393,460	18,133	49,447	-
14. Trade payables	-	-	-	-
15. Financial liabilities	-	-	-	-
16a. Other monetary liabilities	-	-	-	-
16b. Other non-monetary liabilities	-	-	-	-
17. Long term liabilities (14+15+16)	-	-	-	-
18. Total liabilities (13+17)	393,460	18,133	49,447	-
19. Net asset / (liability) position of off-balance sheet derivative instruments (19a-19b)	-	-	-	-
19a. Amount of off-balance sheet foreign currency derivative instruments that increase with debit entries	-	-	-	-
19b. Amount of off-balance sheet foreign currency derivative instruments that increase with credit entries	-	-	-	-
20. Net position of foreign currency assets / (liabilities) (9-18+19)	(19,845)	19,309	(21,271)	6,794
21. Monetary items net foreign asset / (liability) position (=1+2a+5+6a-10-11-12a-14-15-16a)	(19,845)	19,309	(21,271)	6,794
22. Total fair value of the financial instruments used for currency hedging	-	-	-	-
23. Exports	-	-	-	-
24. Imports	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 (-)	-	-	-	-
3- US Dollar net effect (1+2)	(20,917)	20,917	-	-
Euro appreciating 10% against TRY				
4- Euro net assets/liabilities	(8,247)	8,247	-	-
5- The part hedged against Euro risk (-)	-	-	-	-
6- Euro net effect (4+5)	(8,247)	8,247	-	-
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 (-)	-	-	-	-
9- Net effect of other currencies (7+8)	221	(221)	-	-
Total (3+6+9)	(28,943)	28,943	-	-
	31 December 2018			
	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	10,158	(10,158)	-	-
2- The part hedged against US Dollar risk (-)	-	-	-	-
3- US Dollar net effect (1+2)	10,158	(10,158)	-	-
Euro appreciating 10% against TRY				
4- Euro net assets/liabilities	(12,822)	12,822	-	-
5- The part hedged against Euro risk (-)	-	-	-	-
6- Euro net effect (4+5)	(12,822)	12,822	-	-
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 (-)	-	-	-	-
9- Net effect of other currencies (7+8)	679	(679)	-	-
Total (3+6+9)	(1,985)	1,985	-	-

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:

	31 December 2019			
	Variable interest rate	Fixed interest rate	Not exposed to interest rate risk	Total
Financial assets	-	36,870,501	51,260	36,921,761
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
Financial liabilities	34,606,742	6,800,919	-	41,407,661
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
	31 December 2018			
	Variable interest rate	Fixed interest rate	Not exposed to interest rate risk	Total
Financial assets	-	32,313,961	187,322	32,501,283
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
Financial liabilities	40,796,917	6,281,081	-	47,077,998
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

b.3.3) Other price risks

None.

7.3.3.Acquired Company 3 - PAŞABAHÇE⁸

a) Capital Risk Management

While managing its capital, the Group⁹ 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).

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	2,231,108	1,193,567
Less: Cash and cash equivalents	(405,900)	(88,106)
Net debt	1,825,208	1,105,461
Total equity	2,215,809	2,141,416
Net debt / total equity ratio	82.4%	51.6%

⁸ In this Announcement Text, 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.

⁹ The term 'Group' used under this subheading 7.3.3 (*Acquired Company 3 - Paşabahçe*) refers to its subsidiaries, including Paşabahçe and Denizli Cam.

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 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 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.

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 through types of financial instruments	Receivables				Cash and Cash Equivalents	Financial Derivatives
	Trade Receivables		Other Receivables			
	Related Parties	Third Parties	Related Parties	Third Parties		
Maximum credit risk exposed as of balance sheet date 31 December 2019 (*) (A+B+C+D+E)	1,519	736,930	91,364	4,796	405,707	1,453
- The part of maximum risk under guarantee with collaterals, etc.	-	(325,995)	-	-	-	-
A. Net book value of financial assets that are neither past due or impaired	1,519	689,480	91,364	4,796	406,141	1,453
- The part under guarantee with collaterals, etc.	-	(302,870)	-	-	-	-
B. Netbook value of financial assets that are renegotiated, if not that will be accepted as past due or impaired	-	-	-	-	-	-
- The part under guarantee with collaterals, etc.	-	-	-	-	-	-
C. Carrying value of financial assets that are past due but not impaired	-	47,450	-	-	-	-
- The part under guarantee with collaterals, etc.	-	(23,125)	-	-	-	-
D. Net book value of impaired assets	-	-	-	-	(434)	-
- Past due (gross carrying amount)	-	26,500	-	-	-	-
- Impairment (-)	-	(26,500)	-	-	(434)	-
- The part under guarantee with collaterals, etc.	-	-	-	-	-	-
- The part under guarantee with collaterals, etc.	-	-	-	-	-	-
- Impairment (-)	-	-	-	-	-	-
- The part under guarantee with collaterals, etc.	-	-	-	-	-	-
E. Off-balance sheet items with credit risk	-	-	-	-	-	-

(*) Factors that increase the credit reliability, such as; guarantees received, are not considered in the calculation.

Credit risks exposed through types of financial instruments	Receivables				Cash and cash equivalents	Financial derivatives
	Trade receivables		Other receivables			
	Related parties	Third parties	Related parties	Third parties		
Maximum credit risk exposed as of balance sheet date 31 December 2018 (*) (A+B+C+D+E)	5,322	652,808	29,382	4,023	87,864	-
- The part of maximum risk under guarantee with collaterals, etc.	-	(272,781)	-	-	-	-
A. Net book value of financial assets that are neither past due or impaired	5,322	544,776	29,382	4,023	87,864	-
- The part under guarantee with collaterals, etc.	-	(243,682)	-	-	-	-
B. Netbook value of financial assets that are renegotiated, if not that will be accepted as past due or impaired	-	-	-	-	-	-
- The part under guarantee with collaterals, etc.	-	-	-	-	-	-
C. Carrying value of financial assets that are past due but not impaired	-	108,032	-	-	-	-
- The part under guarantee with collaterals, etc.	-	(29,099)	-	-	-	-
D. Net book value of impaired assets	-	-	-	-	-	-
- Past due (gross carrying amount)	-	34,398	-	-	-	-
- Impairment (-)	-	(34,399)	-	-	-	-
- The part under guarantee with collaterals, etc.	-	-	-	-	-	-
- Not due (gross carrying amount)	-	-	-	-	-	-
- Impairment (-)	-	-	-	-	-	-
- The part under guarantee with collaterals, etc.	-	-	-	-	-	-
E. Off-balance sheet items without credit risk	-	-	-	-	-	-

(*) Factors that increase the credit reliability, such as; guarantees received, are not considered in the calculation.

Trade receivables that have become past due, but that have not been impaired are as follows:

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

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						
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	-
Total liabilities	2,234,563	2,740,934	863,950	163,589	117,592	1,595,803

31 December 2018

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	-	-
Total liabilities	1,547,591	1,573,995	958,947	268,901	330,085	16,062

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 current year, there has not been any change compared to the previous year, in the market risk the Group is exposed to, in the method of handling the risks, or in the method of measuring these risks.

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:

		Foreign Currency Position as of 31 December 2019			
		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
4.	Current Assets (1+2+3)	529,889	62,549	18,176	37,455
5.	Trade receivables	-	-	-	-
6a.	Monetary financial assets	-	-	-	-
6b.	Non-monetary financial assets	-	-	-	-
7.	Other	-	-	-	-
8.	Non-Current Assets (5+6+7)	-	-	-	-
9.	Total Assets (4+8)	529,889	62,549	18,176	37,455
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	-
13.	Current Liabilities (10+11+12)	114,648	10,546	7,111	4,711
14.	Trade payables	-	-	-	-
15.	Financial liabilities	821,185	138,242	-	-
16a.	Other monetary liabilities	-	-	-	-
16b.	Other non-monetary liabilities	-	-	-	-
17.	Non-Current Liabilities (14+15+16)	821,185	138,242	-	-
18.	Total Liabilities (13+17)	935,833	148,788	7,111	4,711
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	-
20.	Net foreign currency asset / (liability) position (9-18+19)	187,341	43,761	(15,841)	32,744
21.	Net foreign currency asset / (liability)/(position of monetary items (=1+2a+5+6a-10-11-12a-14-15-16a))	(419,863)	(87,573)	10,220	32,369
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
4. Current assets (1+2+3)	346,190	25,433	26,513	52,569
5. Trade receivables	-	-	-	-
6a. Monetary financial assets	-	-	-	-
6b. Non-monetary financial assets	-	-	-	-
7. Other	-	-	-	-
8. Non-current assets (5+6+7)	-	-	-	-
9. Total assets (4+8)	346,190	25,433	26,513	52,569
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	-
13. Current liabilities (10+11+12)	151,788	13,807	12,712	2,523
14. Trade payables	-	-	-	-
15. Financial liabilities	32,252	2,857	2,857	-
16a. Other monetary liabilities	-	-	-	-
16b. Other non-monetary liabilities	-	-	-	-
17. Non-current liabilities (14+15+16)	32,252	2,857	2,857	-
18. Total liabilities (13+17)	184,040	16,664	15,569	2,523
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	-	-	-	-
20. Net foreign currency asset / (liability)position (9-18+19)	162,150	8,769	10,944	50,046
21. Net foreign currency asset / (liability / (position of monetary items (=1+2a+5+6a-10-11-12a-14-15-16a)	157,247	7,985	11,014	48,846
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 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 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)	-	-
3-	USD net effect (1+2)	25,438	(25,438)	56	(56)
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	-	-
6-	EUR net effect (4+5)	(11,131)	11,131	200,591	(200.591)
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 (-)	-	-	-	-
9-	Other currencies net effect (7+8)	7,327	(7,327)	30,198	(30.198)
Total (3+6+9)		21.634	(21,634)	230,845	(230,845)

(*) 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	4,201	(4,201)	56	(56)
2- USD hedged from risks (-)	-	-	-	-
3- USD net effect (1+2)	4,201	(4,201)	56	(56)
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 (-)	-	-	-	-
6- EUR net effect (4+5)	6,639	(6,639)	137,424	(137.424)
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 (-)	-	-	-	-
9- Other currencies net effect (7+8)	11,696	(11,696)	22,435	(22.435)
Total (3+6+9)	22,536	(22,536)	159,915	(159,915)

* 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

	Floating Interest	Fixed Interest	Non-interest Bearing	Total
Financial Assets	-	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
Financial liabilities	262,252	993,120	19	1,255,391
Bank borrowings	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

	Floating Interest	Fixed Interest	Non-interest Bearing	Total
Financial Assets	-	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
Financial liabilities	336,176	1,165,524	45,891	1,547,591
Bank borrowings	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 SANAYİİ¹⁰

a) Capital risk management

While managing its capital, the Group¹¹ 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).

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

	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)
Net debt	(898,152)	(954,559)
Total equity	5,741,864	4,869,195
Net debt/total equity ratio	(16%)	(20%)

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

¹⁰ In this Announcement Text, 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.

¹¹ The term 'Group', used under this subheading 7.3.4 (*Acquired Company 4 - Soda Sanayii*) refers to Soda Sanayii, its 8 affiliates, 1 business partnership, and 1 subsidiary.

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 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.

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 by types of financial instruments	Receivables						Cash and Cash Equivalents	Financial Investments and Derivative Instruments
	Trade Receivables			Other Receivables				
	Related Parties	Third Parties		Related Parties	Third Parties			
31 December 2019								
Maximum credit risk exposure as of balance sheet date (*)	104,902	797,459		201	13,371	2,300,396	823,216	
- Under maximum guarantee with collaterals, etc.	-	(631,125)		-	-	-	-	
A. Net book value of financial assets that are neither past due nor impaired	104,902			201				
- Under guarantee with collaterals, etc.	-	710,606		-	12,154	2,303,327	839,988	
B. Carrying value of financial assets that are past due but not impaired	-	(561,154)		-	-	-	-	
- Under guarantee with collaterals, etc.	-	-		-	-	-	-	
C. Net book value of impaired assets	-	86,853		-	1,217	-	-	
- Past due (gross carrying amount)	-	(69,971)		-	-	-	-	
- Impairment (-)	-	-		-	-	(2,931)	(16,772)	
- The part under guarantee with collaterals, etc.	-	3,281		-	34	-	-	
- Not past due (gross carrying amount)	-	(3,281)		-	(34)	-	-	
- Impairment (-)	-	-		-	-	(2,931)	(16,772)	
- The part under guarantee with collaterals, etc.	-	-		-	-	-	-	
D. Off-balance sheet items with credit risk	-	-		-	-	-	-	

(*) Credit quality enhancing instruments; such as; guarantees received, are not considered in the calculation.

Credit risks exposed by types of financial instruments	Receivables						Cash and Cash Equivalents	Financial Investments and Derivative Instruments
	Trade Receivables			Other Receivables				
	Related Parties	Third Parties		Related Parties	Third Parties			
31 December 2018								
Maximum credit risk exposure as of balance sheet date (*)	83,863	651,990		98,918	7,714	1,192,613	750,351	
- Under maximum guarantee with collaterals, etc.	-	(455,504)		-	-	-	-	
A. Net book value of financial assets that are neither past due nor impaired	83,863	581,120		98,918	7,714	1,193,267	771,134	
- Under guarantee with collaterals, etc.	-	(399,074)		-	-	-	-	
B. Carrying value of financial assets that are past due but not impaired	-	70,870		-	-	-	-	
- Under guarantee with collaterals, etc.	-	(56,430)		-	-	-	-	
C. Net book value of impaired assets	-	-		-	-	(654)	(20,783)	
- Past due (gross carrying amount)	-	4,055		-	34	-	-	
- Impairment (-)	-	(4,055)		-	(34)	-	-	
- The part under guarantee with collaterals, etc.	-	-		-	-	-	-	
- Not past due (gross carrying amount)	-	-		-	-	-	-	
- Impairment (-)	-	-		-	-	(654)	(20,783)	
- The part under guarantee with collaterals, etc.	-	-		-	-	-	-	
D. Off-balance sheet items with credit risk	-	-		-	-	-	-	

(*) Credit quality enhancing instruments; such as; guarantees received, are not considered in the calculation.

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

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

Assets that have become past due, but that have not been impaired are as follows:

		31 December 2019	31 December 2018
Overdue up to one month		66,886	54,930
Overdue for 1-3 months		17,651	13,639
Overdue for 3-12 months		1,822	754
Overdue for 1-5 years		1,711	1,547
Total overdue receivables		88,070	70,870
The part under guarantee with collateral etc.		(69,971)	(56,430)

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

		31 December 2019	31 December 2018
Guarantee letter		1,928	5,973
Commercial letter of credit		105	97
Hermes receivable insurance		11,999	19,485
Eximbank export insurance		53,262	25,156
Other		2,677	5,719
		69,971	56,430

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	Book Value	Total contractual cash outflows (i+ii+iii+iv)	Less than 3 months (i)	3-12 months (ii)	1-5 years (iii)	More than 5 years (iv)	
Bank borrowings	1,227,634	1,416,860	47,808	67,672	1,301,380	-	
Financial liabilities to related parties	458,549	584,382	-	201,210	77,064	306,108	
Operating 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	694,109	694,109	694,109	-	-	-	
Other payables	7,916	7,916	7,009	60	847	-	
Total liabilities	2,727,344	3,111,990	1,053,057	280,962	1,410,621	367,350	

In accordance with the contract						
Cash						
Derivative financial liabilities	Book value	Total of disposals (i+ii+iii+iv)	Shorter than 3 months (i)	Between 3-12 months (ii)	Between 1-5 years (iii)	Longer than 5 years (iv)
Cash inflows	4,221	4,221	-	-	163	4,058
Cash outflows	-	-	-	-	-	-
Total asset / liability (net)		4,221	4,221	-	163	0

31 December 2018							
Non derivative financial liabilities	Book Value	Total contractual cash outflows (i+ii+iii+iv)	Less than 3 months (i)	3-12 months (ii)	1-5 years (iii)	More than 5 years (iv)	
Bank borrowings	277,819	282,000	3,788	218,008	60,204	-	
Financial liabilities 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	-	
Total liabilities	1,353,082	1,375,949	816,480	229,880	329,589	-	

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 current year, there has not been any change compared to the previous year, in the market risk the Group is exposed to, in the method of handling the risks, or in the method of measuring these risks.

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:

Foreign Currency Position as of 31 December 2019				
	TRY Equivalent	US Dollar	Euro	TRY Equivalent of Other Currencies
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. Other receivables	21,934	2,403	1,152	-
4. CURRENT ASSETS	2,783,192	340,373	106,824	50,865
5. Trade receivables	-	-	-	-
6a. Monetary financial assets	746,479	125,666	-	-
6b. Non monetary financial assets	-	-	-	-
7. Other receivables	1,325	208	13	-
8. NON CURRENT ASSETS	747,804	125,874	13	-
9. TOTAL ASSETS	3,530,996	466,247	106,837	50,865
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	-	-	-	-
13. SHORT TERM LIABILITIES	302,664	44,020	6,091	670
14. Trade payables	-	-	-	-
15. Financial liabilities	277,209	46,667	-	-
16a. Other monetary liabilities	-	-	-	-
16b. Other non monetary liabilities	-	-	-	-
17. LONG TERM LIABILITIES	277,209	46,667	-	-
18. TOTAL LIABILITIES	579,873	90,687	6,091	670
19. Net assets of off balance sheet derivative items/(liability) position (19a-19b)	4,221	40,177	(35,251)	-
19a. Off balance sheet derivative assets	238,661	40,177	-	-
19b. Off balance sheet derivative liabilities	234,440	-	35,251	-
20. Net foreign assets / (liability) position(9-18+19)	2,955,344	415,737	65,495	50,195
21. Net foreign currency asset / (liability) position of monetary items (1+2a+5+6a-10-11-12a-14-15-16a)	2,927,864	372,949	99,581	50,195
22. Fair value of derivative instruments used in foreign currency hedge	4,473	753	-	-
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	US Dollar	Euro	TRY Equivalent of Other Currencies
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. Other receivables	62,421	11,058	704	-
4. CURRENT ASSETS	1,696,014	186,452	111,076	45,537
5. Trade receivables	-	-	-	-
6a. Monetary financial assets	703,642	133,749	-	-
6b. Non monetary financial assets	-	-	-	-
7. Other receivables	28,666	2,263	2,781	-
8. NON CURRENT ASSETS	732,308	136,012	2,781	-
9. TOTAL ASSETS	2,428,322	322,464	113,857	45,537
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	-	-	-	-
13. SHORT TERM LIABILITIES	121,681	17,638	4,605	1,125
14. Trade payables	-	-	-	-
15. Financial liabilities	263,045	50,000	-	-
16a. Other monetary liabilities	-	-	-	-
16b. Other non monetary liabilities	-	-	-	-
17. LONG TERM LIABILITIES	263,045	50,000	-	-
18. TOTAL LIABILITIES	384,726	67,638	4,605	1,125
19. Net assets of off balance sheet derivative items/(liability) position (19a-19b)	-	-	-	-
19a. Off balance sheet derivative assets	-	-	-	-
19b. Off balance sheet derivative liabilities	-	-	-	-
20. Net foreign assets/(liability) position(9-18+19)	2,043,596	254,826	109,252	44,412
21. Net foreign currency asset/(liability) position of monetary items (1+2a+5+6a-10-11-12a-14-15-16a)	1,952,509	241,506	105,766	44,412
22. Fair value of derivative instruments used in foreign currency hedge	-	-	-	-
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.

<i>Foreign currency sensitivity</i>					
31 December 2019					
		Profit / Loss		Equity (*)	
		Foreign currency appreciation	Foreign currency devaluation	Foreign currency appreciation	Foreign currency devaluation
Increase in value of US Dollar against TRY by 10%					
1 - US Dollars net assets / liabilities		221,539	(221,539)	6,343	(6,343)
2 - US Dollars hedged from risks(-)		23,866	(23,866)	-	-
3 - US Dollars net effect (1 + 2)		245,405	(245,405)	6,343	(6,343)
Increase in value of Euro against TRY by 10%					
4 - Euro net assets / liabilities		66,228	(66,228)	241,768	(241,768)
5 - Euro hedged from risks (-)		(23,444)	23,444	-	-
6 - Euro net effect (4 + 5)		42,784	(42,784)	241,768	(241,768)
Increase in value 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 (-)		-	-	-	-
9 - Other currencies net effect (7 + 8)		5,019	(5,019)	762	(762)
TOTAL (3 + 6 +9)		293,208	(293,208)	248,873	(248,873)

(*) 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
Increase in value of US Dollar against TRY by 10%				
1 - US Dollars net assets / liabilities	127,054	(127,054)	-	-
2 - US Dollars hedged from risks (-)	-	-	-	-
3 - US Dollars net effect (1 + 2)	127,054	(127,054)	-	-
Increase in value of Euro against TRY by 10%				
4 - Euro net assets/liabilities	63,756	(63,756)	214,944	(214,944)
5 - Euro hedged from risks (-)	-	-	-	-
6 - Euro net effect (4 + 5)	63,756	(63,756)	214,944	(214,944)
Increase in value of other currencies against TRY by 10%				
7 - Other currencies net assets / liabilities	4,441	(4,441)	-	-
8 - Other currencies hedged from risks (-)	-	-	-	-
9 - Other currencies net effect (7 + 8)	4,441	(4,441)	-	-
TOTAL (3 + 6 +9)	195,251	(195,251)	214,944	(214,944)

(*) 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 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
Financial Assets	-	3,999,060	43,972	4,043,032
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
Receivables from related parties	-	104,293	-	104,293
Other receivables	-	13,371	-	13,371
Financial Liabilities	358,633	2,368,711	-	2,727,344
Bank borrowings	358,633	869,001	-	1,227,634
Financial liabilities to related parties	-	458,549	-	458,549
Operating lease liabilities	-	33,140	-	33,140
Trade payables	-	305,996	-	305,996
Payables 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
Financial Assets	-	2,737,695	48,608	2,786,303
Cash and cash equivalents	-	1,144,859	48,608	1,193,467
Financial investments	-	750,351	-	750,351
Trade receivables	-	651,990	-	651,990
Receivables from related parties	-	182,781	-	182,781
Other receivables	-	7,714	-	7,714
Financial Liabilities	101,371	1,251,692	19	1,353,082
Bank borrowings	101,371	176,429	19	277,819
Financial liabilities to related parties	-	264,193	-	264,193
Trade payables	-	298,814	-	298,814
Payables 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 of the reporting date. If, on the reporting date, all other variables remain the same, and the data used in valuation change 10% up or down, as of 31 December 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.

7.3.5.Acquired Company 5 - TRAKYA CAM¹²

a) Capital Risk Management

While managing its capital, the Group¹³ 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).

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	7,336,611	3,919,499
Less: Cash and cash equivalents	(3,928,489)	(1,339,701)
Net debt	3,408,122	2,579,798
Total equity	6,796,543	5,770,185
Net debt / total equity ratio	50%	45%

¹² In this Announcement Text, 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.

¹³ The term "Group" used in this section numbered 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 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 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. 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.

	Receivables						Cash and Cash Equivalents	Financial Investments and Derivatives
	Trade Receivables		Other receivables					
	Related Party	Third Party	Related Party	Third Party				
Credit risks exposed through types of financial instruments								
Maximum credit risk exposed as of balance sheet date 31 December 2019 (A+B+C+D+E)								
	-	929,956	57,662	42,847		3,928,489	1,235,429	
	-	(556,741)	-	-		-	-	-
A. Net book value of financial assets that are neither overdue not impaired	-	878,800	57,662	42,847		3,932,865	1,255,521	
- The part under guarantee with collaterals, etc.	-	(530,700)	-	-		-	-	-
B. Net book of financial assets that are renegotiated, if not that will be accepted as overdue or impaired	-	-	-	-		-	-	-
- The part under guarantee with collaterals, etc.	-	-	-	-		-	-	-
C. Carrying value of financial assets that are overdue but not impaired	-	51,156	-	-		-	-	-
- The part under guarantee with collaterals, etc.	-	(26,041)	-	-		-	-	-
D. Net book value of impaired assets	-	-	-	-		(4,376)	(20,092)	
- Overdue (gross carrying amount)	-	49,899	-	-		-	-	-
- Impairment (-)	-	(49,899)	-	-		-	-	-
- The part under guarantee with collaterals, etc.	-	-	-	-		-	-	-
- Not overdue (gross carrying amount)	-	-	-	-		-	-	-
- Impairment (-)	-	-	-	-		(4,376)	(20,092)	
- The part under guarantee with collaterals, etc.	-	-	-	-		-	-	-
E. Off-balance sheet items with credit risk	-	-	-	-		-	-	-

	Receivables						Cash and Cash Equivalents	Financial Investments and Derivatives
	Trade Receivables		Other receivables					
	Related Party	Third Party	Related Party	Third Party				
Credit risks exposed through types of financial instruments								
Maximum credit risk exposed as of balance sheet date 31 December 2018 (A+B+C+D+E)								
	-	979,529	128,600	28,202		1,339,701	1,053,181	
	-	(614,048)	-	-		-	-	-
A. Net book value of financial assets that are neither overdue not impaired	-	903,142	128,600	28,202		1,341,186	1,079,450	
- The part under guarantee with collaterals, etc.	-	(562,868)	-	-		-	-	-
B. Net book of financial assets that are renegotiated, if not that will be accepted as overdue or impaired	-	-	-	-		-	-	-
- The part under guarantee with collaterals, etc.	-	-	-	-		-	-	-
C. Carrying value of financial assets that are overdue but not impaired	-	76,387	-	-		-	-	-
- The part under guarantee with collaterals, etc.	-	(51,180)	-	-		-	-	-
D. Net book value of impaired assets	-	-	-	-		(1,485)	(26,269)	
- Overdue (gross carrying amount)	-	47,228	-	-		-	-	-
- Impairment (-)	-	(47,228)	-	-		-	-	-
- The part under guarantee with collaterals, etc.	-	-	-	-		-	-	-
- Not overdue (gross carrying amount)	-	-	-	-		-	-	-
- Impairment (-)	-	-	-	-		(1,485)	(26,269)	
- The part under guarantee with collaterals, etc.	-	-	-	-		-	-	-
E. Off-balance sheet items with credit risk	-	-	-	-		-	-	-

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

	31 December 2019	31 December 2018
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
	556,741	614,048

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

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

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 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	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	-
Total liabilities	7,649,532	8,450,636	1,550,689	2,067,415	3,265,238	1,567,294

31 December 2018						
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	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	-
Total liabilities	4,053,418	4,337,008	736,334	1,254,040	2,334,425	12,209

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 current year, there has not been any change compared to the previous year, in the market risk the Group is exposed to, in the method of handling the risks, or in the method of measuring these risks.

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 equivalent	USD	EUR	Other
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. Other				
4. Current assets (1+2+3)	3,269,093	254,544	263,842	2,345
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. Other				
8. Non-current assets (5+6+7)	1,497,619	214,535	23,615	66,186
9. Total Assets (4+8)	4,766,712	469,079	287,457	68,531
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				
13. Current liabilities (10+11+12)	1,475,445	166,089	69,455	26,928
14. Trade payables				
15. Financial liabilities	2,623,619	244,177	176,399	
16a. Other monetary liabilities				
16b. Other non-monetary liabilities				
17. Non-current liabilities (14+15+16)	2,623,619	244,177	176,399	
18. Total liabilities (13+17)	4,099,064	410,266	245,854	26,928
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	
20. Net foreign assets / (liability) position (9-18+19)	678,874	234,346	(113,492)	41,603
21. Net foreign currency asset /(liability)/ (position of monetary items (=1+2a+5+6a 10-11-12a-14-15-16a))	405,458	52,256	17,988	(24,583)
22. Net realizable values of derivative instruments for currency hedging	75,405	12,694		
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				
4. Current assets (1+2+3)	1,181,941	29,253	169,898	3,898
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				
8. Non-current assets (5+6+7)	1,095,131	200,190	3,798	19,056
9. Total Assets (4+8)	2,277,072	229,443	173,696	22,954
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				
13.	Current liabilities (10+11+12)	446,482	7,994	63,590	21,106
14.	Trade payables				
15.	Financial liabilities	1,638,776	268,336	37,672	
16a.	Other monetary liabilities				
16b.	Other non-monetary liabilities				
17.	Non-current liabilities (14+15+16)	1,638,776	268,336	37,672	
18.	Total liabilities (13+17)	2,085,258	276,330	101,262	21,106
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				
20.	Net foreign assets / (liability) position (9-18+19)	191,814	(46,887)	72,434	1,848
21.	Net foreign currency asset / (liability) / (position of monetary items (=1+2a+5+6a-10-11-12a-14-15-16a))	149,864	(46,887)	68,636	(17,208)
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 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 USD against TRY by 10%				
1 - USD net assets / liabilities	31,041	(31,041)	-	-
2 - USD hedged from risks (-)	-	-	-	-
3 - USD net effect (1+2)	31,041	(31,041)		
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 (-)	-	-	-	-
6 - EUR net effect (4+5)	11,963	(11,963)	296,968	(296,968)
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 (-)	-	-	-	-
9 - Other currencies net effect (7+8)	(2,458)	2,458	235,164	(235,164)
Total (3+6+9)	40,546	(40,546)	532,132	(532,132)

	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 (-)	-	-	-	-
3 - USD net effect (1+2)	(24,667)	24,667		
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 (-)	-	-	-	-
6 - EUR net effect (4+5)	41,374	(41,374)	270,843	(270,843)
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 (-)	-	-	-	-
9 - Other currencies net effect (7+8)	(1,721)	1,721	198,903	(198,903)
Total (3+6+9)	14,986	(14,986)	469,746	(469,746)

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			Total
	Floating Interest	Fixed Interest	Non-interest bearing	
Financial assets	-	6,030,513	163,870	6,194,383
Cash and cash equivalents	-	3,764,619	163,870	3,928,489
Financial assets	-	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

Financial Liabilities	4,007,913	3,210,965	430,654	7,649,532
Bank borrowings	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
Financial assets	-	3,403,110	126,103	3,529,213
Cash and cash equivalents	-	1,213,598	126,103	1,339,701
Financial assets	-	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
Financial Liabilities	2,000,123	2,053,295	-	4,053,418
Bank borrowings	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 the reporting date. If, on the reporting date, all other variables remain the same, and the data used in valuation method change 10% up or down, as of 31.12.2019, as long as the share investments are classified as "saleable assets", and as long as they are not sold or impaired, net profit/loss will not be affected.

7.4. Risks Related to the Industry of Acquired Companies

Because All Parties to the merger are operating in the same industry, explanations made on this subject under section 7.2 (*Risks Related to the Industry of the Acquiring Company*) are also applicable for the Acquired Companies.

7.5. Risks Related to the Shares that will 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 the financial performance of ŞİŞECAM 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 the Company's both 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 the 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 the financial performance of ŞİŞECAM, 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 Transaction

The realization of the merger transaction is dependent on obtaining the legally required permissions and approvals, which are explained in detail in summary above (4.2.3 *Conditions of the Transaction*), and in detail below (22.3 *Conditions of the Transaction*).

According to article 6 of the Communiqué No. II-23.2 (*Financial Statements that will Be Used for the Merger and Demerger Transactions*), the Merger Transaction should be approved by the general assemblies of the Acquiring Company and the Acquired Companies, until 31.08.2020. If the general assemblies do not meet and approve the transaction until the said date, or another future date as may be allowed by the CMB, financial statements dated 31.12.2019 cannot be used for the merger transaction.

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 that are parties to the merger between the date the merger agreement is signed, and the date 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 retract from the merger. In such a case, there is a risk that the general assembly meeting related to the merger cannot be held until 31.08.2020, because of a retraction from the merger, or an amendment in the merger agreement.

According to the 5th paragraph of article 9 of the Communiqué No. II-23.1 (*Exercise of Exit Rights*), it can be decided that the company may retract from the merger; if an upper limit or total cost is specified for the exercise of exit rights, or the quantity of negative votes are above the specified quantity and the specified limits are exceeded. If the specified limits are exceeded, or because of other reasons, shareholders of the company may not approve the merger transaction in the general assemblies where the merger transaction will be discussed.

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 transaction from being realized.

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 transaction 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 the Group 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 the Group 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 the Group's consolidated sales, none of the Group 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 THAT ARE PARTIES TO THE MERGER

8.1. General information on the companies that are parties to the merger:

8.1.1. Commercial titles of the companies that are parties to the merger:

- a) **Acquiring Company:** Türkiye Şişe ve Cam Sanayi 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 that are parties to 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 CAM:** 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 that are parties to the merger, and their foreseen 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 that are parties to the merger, the legal regulations they are subject to, their country of incorporation, their registered addresses, head office addresses, website addresses, telephone and fax numbers:

a) Acquiring Company - ŞİŞECAM:

Legal Status : Public joint stock company
The Legal Regulations that it is : Laws of the Republic of Turkey
Subject to
Country of Incorporation : Turkey
Registered Address and Head : İmeler Mahallesi, D-100 Karayolu Caddesi, No: 44A 34947
Office Address : 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
The Legal Regulations that it is : Laws of the Republic of Turkey
Subject to
Country of Incorporation : Turkey
Registered Address and Head : İmeler Mahallesi, D-100 Karayolu Caddesi, No: 44A 34947
Office Address : 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
The Legal Regulations that it is : Laws of the Republic of Turkey
Subject to
Country of Incorporation : Turkey
Registered Address and Head : Bahelievler Mah. 4013 Sokak No:10 20014 Merkezefendi /
Office Address : DENİZLİ
Website : www.denizlicam.com
Telephone and Fax Numbers : 0258 295 40 00 / 0258 377 24 79

d) Acquired Company 3 - PAŞABAHÇE:

Legal Status : Private joint stock company
The Legal Regulations that it is Subject to : Laws of the Republic of Turkey
Country of Incorporation : Turkey
Registered Address and Head Office Address : 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
The Legal Regulations that it is Subject to : Laws of the Republic of Turkey
Country of Incorporation : Turkey
Registered Address and Head Office Address : 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 Legal Regulations that it is Subject to : Laws of the Republic of Turkey
Country of Incorporation : Turkey
Registered Address and Head Office Address : 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. Significant investments of the companies that are parties to the merger and their financing methods, as of the date of the financial statements that will be used for the merger:

a) Acquiring Company - ŞİŞECAM

In the year 2019, the Group 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 thousand. Out of the investments made, significant ones are indicated below, under the headings of the related companies. The Group does not apply the project financing model; investments are financed with the shareholders' equity and external loans. This applies to all the investments listed below.

b) Acquired Company 1 - ANADOLU CAM

In the year 2019, ANADOLU CAM investment expenditures have been TRY 889,932 thousand, 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 thousand tons. The total cost of investments is approximately TRY 414,298,999.

In June 2019, a new glass packaging furnace has been deployed in Mersin Plant, because of its close distance to the international port. The new furnace investment is equipped with the new technology in conformity with Industry 4.0, and its production capacity is 80 thousand tons annually. With this investment, the total glass packaging production capacity of ANADOLU CAM reached 1.3 million tons annually. The total cost of investment is approximately TRY 103,064,430.

c) Acquired Company 2: DENİZLİ CAM

In 2019, TRY 3,577 thousand investment expenditures were made comprised of Manufacturing Machines Development and Sustainability, Energy Development Investments, Furnace Development Investments, Secondary Treatment Decorating Machines, Information Technologies Sustainability and Development and Mould Investments.

d) Acquired Company 3: PAŞABAHÇE

In 2019, the amount of PAŞABAHÇE investment expenditures has been TRY 137,865 thousand, the major items being mould sustainability investments and information technologies sustainability and development investments.

e) Acquired Company 4: SODA SANAYİİ

In 2019, the amount of SODA SANAYİİ investment expenditures has been TRY 283,520 thousand, the major items being capacity increase investments, machinery and equipment renewals and salt facility investments.

In 2019, SODA SANAYİİ and Imperial Natural Resources Trona Mining Inc. (a Ciner Group company) have established a production partnership in equal shares in Green River in the state of Wyoming of the USA, which involves an investment of natural soda by way of solution mining, with a capacity of 2.7 million tons, annual 2.5 million tons being soda, and 200 thousand tons being sodium bicarbonate. Accordingly, in 2019 the amount of Soda Sanayii investment expenditures has been 6,750,000 US Dollar.

During the first days of 2019, SODA SANAYİİ has deployed the Balıkesir glass fiber facility investment, which had been initiated in 2017. This glass fiber production facility having a capacity of 70 thousand tons/year is equipped with modern technology, and the investment amount has been 120,000,000 Euro. The investment was evaluated as being "strategic" by the Incentives Application and Foreign Capital Department of the Ministry of Economy, and an incentive certificate was granted.

f) Acquired Company 5: TRAKYA CAM

In 2019, TRAKYA CAM investment expenditures have been TRY 1,034,935 thousand, the major investment items being the following.

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 thousand tons/year capacity, laminated glass line with 4 million square meters/year capacity, and a coating line with 4 million square meters/year capacity were modernized and activated in 2019. The total cost of investment is approximately TRY 198,313,000.

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

In 2019, TRAKYA CAM continued the 2nd float line investment of Polatlı Plant which had started in 2018, and carried out cold repair at Yenişehir Plant. Investment expenditures for these items have been TRY 448,471,000.

8.2.2. Information on the ongoing investments of the companies that are parties to the merger; type, completion rate, geographical distribution and financing type of these investments:

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.

The Group does not apply the project financing model; investments are financed with the shareholders' equity and external loans. This applies to all the investments listed below.

b) Acquired Company 1 - ANADOLU CAM

It was decided that the Pokrovsky Plant in Russia is reactivated. Production in this plant was suspended in 2013. The facility is planned to resume production in the second quarter of 2020, with 70 thousand tons/year capacity and an investment amount of 15 million US Dollar.

c) Acquired Company 2: DENİZLİ CAM

Cold repair of the furnace No. 2 in Denizli is continuing.

d) Acquired Company 3: PAŞABAHÇE

Cold repairs of furnace B in Eskişehir plant and furnace E in Kırklareli plant are continuing. Furnaces are planned to be reactivated in the third quarter of 2020.

e) Acquired Company 4: SODA SANAYİİ

The natural soda investment is expected to be completed in the year 2024 and then to start production, depending on the timing of necessary permissions and licenses required for operation and investment. Accordingly, investment activities will continue in 2020.

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

It is planned to increase the soda production capacity of Mersin Soda Plant from 1.4 million tons to 1.5 million tons. Construction and assembly works are continuing in the field.

f) Acquired Company 5: TRAKYA CAM

Trakya Cam is planning to complete the construction activities for the investment of the second flat glass furnace in Polatlı Plant. This investment having a capacity of 750 tons/day was initiated in 2018. With the investment of Polatlı Plant second flat glass furnace, it is aimed to increase the flat glass capacity to 1,675 tons/day, and to expand the value added production capabilities of the facility.

In Trakya Yenişehir Flat Glass Plant, TR6 was shut down in the beginning of April 2020 for the new cold repair, and the cold repair is continuing on the flat glass line No. TR 5.

8.2.3. Information on the binding resolutions taken by the managing bodies of the companies that are parties to the merger, about important future investments, agreements executed, and other initiatives:

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 a requirement and 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. Despite this transfer transaction, the rights and obligations of SODA SANAYİİ arising out of the Joint Venture Agreement (including covering the expenses of Sisecam Chemicals USA Inc., and placing capital under the Joint Venture Agreement) are still effective in its capacity as the guarantor.

Cold repair of furnace C in Yenışehir Plant is planned to be started in the last quarter of 2020, and to be reactivated in the first quarter of 2021. With the reactivation of the furnace, the existing capacity of 400 tons/day is expected to increase to 500 tons/day.

9. GENERAL INFORMATION ON THE ACTIVITIES OF THE COMPANIES

9.1. Main fields of activity of the companies that are parties to the merger

9.1.1. Information on the activities of the companies that are parties to the merger, including their main product/service categories as of the date of the financial statements used in the merger¹⁴:

a) Acquiring Company - ŞİŞECAM:

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	Flat glass	Glassware	Glass Packaging	Chemicals	Other	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)	-
Total net sales	6,650,648	3,080,475	4,300,127	4,635,821	1,532,314	(2,140,699)	18,058,686
Cost of sales	(4,625,355)	(2,044,570)	(2,868,375)	(3,070,534)	(1,237,508)	1,667,311	(12,179,031)
Gross profit	2,025,293	1,035,905	1,431,752	1,565,287	294,806	(473,388)	5,879,655
Operating expenses	(1,366,469)	(855,619)	(803,623)	(702,221)	(177,247)	482,075	(3,423,104)
Other operating income	343,650	168,772	104,828	207,733	49,497	(27,366)	847,114
Other operating expenses	(175,506)	(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
Operating profit/ (loss)	848,919	280,969	687,353	985,820	135,394	(11,029)	2,927,426

¹⁴ In this Announcement Text, 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.

1 January-31 December 2018	Glass					Adjustments	Consolidated
	Flat glass	Glassware	Packaging	Chemicals	Other		
Net sales – third parties	5,830,071	2,522,421	3,231,825	3,369,176	596,811	-	15,550,314
Net sales - intergroup	44,994	6,471	7,353	601,845	513,485	(1,174,148)	-
Total net sales	5,875,065	2,528,892	3,239,188	3,971,021	1,110,296	(1,174,148)	15,550,314
Cost of sales	(3,955,135)	(1,586,347)	(2,261,487)	(2,484,503)	(985,644)	863,753	(10,389,363)
Gross profit	1,919,930	942,545	977,701	1,486,518	124,652	(290,395)	5,160,951
Operating expenses	(1,106,737)	(741,971)	(562,143)	(592,186)	(119,513)	297,374	(2,825,176)
Other operating income	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
Operating profit/ (loss)	1,084,542	333,948	465,511	1,097,802	16,180	(9,265)	2,988,718

b) Acquired Company 1 - ANADOLU CAM:

The purpose of ANADOLU CAM which was incorporated in 1969 is to establish and operate plants to manufacture common and special purpose glass, bottles and industrial containers. The business / transactions which the company is authorized to perform for achieving these objectives are stipulated by the Articles of Association. Additionally, ANADOLU CAM manufactures glass packaging.

c) Acquired Company 2 - DENİZLİ CAM:

Incorporated in 1973, DENİZLİ CAM establishes all kinds of glass manufacturing facilities, establishes facilities related to these manufacturing activities which will deal with raw materials, semi raw materials, semi-finished products and products, exploration for minerals required for glass manufacturing, operates mines, builds facilities, with the purpose to realize the above mentioned manufacturing and other activities, establishes facilities in Turkey and overseas, operates these, provides machinery, equipment and fittings required for these, acquires existing machinery, equipment and fittings entirely or partially. DENİZLİ CAM manufactures bottles and other container products, from glass and crystal.

d) Acquired Company 3 - PAŞABAĞÇE:

Incorporated in 1972, PAŞABAĞÇE manufactures all kinds of tableware, glassware, bottles, flat glass, light bulbs, glass and other items made of glass, establishes facilities to manufacture these, operates these facilities, and acquires shares from existing facilities. In addition to these, PAŞABAĞÇE manufactures glass bottles, jars and other containers, drinking glasses, glass-made inner surfaces of thermoses and other vacuum containers, kitchen glassware and tableware (excluding light bulbs).

e) Acquired Company 4 - SODA SANAYİİ:

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

1 January-31 December 2019	Chrome Derivatives	Soda Derivatives, Energy and Other	Total	Consolidation eliminations	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
Purchases of property, plant and equipment and intangibles	33,098	267,114	300,212	-	300,212
Right of use assets	143	2,171	2,314	-	2,314
Depreciation and amortization (Note 18, 19, 20)	(16,136)	(189,259)	(205,395)	907	(204,488)
1 January-31 December 2018	Chrome Derivatives	Soda Derivatives, Energy and Other	Total	Consolidation eliminations	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
Purchases of property, plant and equipment and intangibles	45,964	837,616	883,580	-	883,580
Depreciation and amortization (Note 18, 19, 20)	(16,030)	(136,026)	(152,056)	1,452	(150,604)

f) Acquired Company 5 - TRAKYA CAM:

Incorporated in 1978, TRAKYA CAM, (i) establishes facilities that are related to the glass industry directly or indirectly, facilities that are auxiliary, complementary or substitute to glass industry, facilities that provide input to glass industry; develops these facilities, acquires shares from existing facilities, (ii) as required by the economic conjuncture, engages in other industrial, commercial and financial activities with the purpose to ensure the profitable growth and continuity of the company by diversifying risks and realize the company's potential; establishes companies in these fields, acquires shares from existing companies, (iii) organizes economic and social services within the company. In addition to these, TRAKYA CAM manufactures flat glass in the form of plates or layers (including wired glass, frosted glass, colored or tinted flat glass), (the ones that are 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)
Gross profit	1,688,153	341,002	2,029,155	(3,862)	2,025,293
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)
Operating profit	744,920	92,122	837,042	3,670	840,712
Tangible and intangible fixed asset purchases	886,483	148,452	1,034,935	-	1,034,935
Depreciation and amortization expenses	(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)
Gross profit	1,526,292	398,262	1,924,554	(4,625)	1,919,929
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)
Operating profit	877,020	163,496	1,040,516	22,573	1,063,089
Tangible and intangible fixed asset purchases	290,081	71,181	361,262	-	361,262
Depreciation and amortization expenses	(265,469)	(110,923)	(376,392)	-	(376,392)

9.1.2. Information on significant products and services that are in the stage of research and development, information previously disclosed (so as not to reveal commercial secrets) about the phase of the research and development activities on these products and services

None.

9.2. Major industries/markets

9.2.1. Information on the relevant industries/markets, and the position of the companies that are parties to the merger in these industries/markets, their advantages and disadvantages

Independently audited 2019 annual reports of the companies that are parties to the merger, ANADOLU CAM, DENİZLİ CAM, PAŞABAĞÇE, SODA SANAYİİ, ŞİŞECAM and TRAKYA CAM, are available at the Public Disclosure Platform website at www.kap.gov.tr, and at all parties' corporate websites: For ANADOLU CAM, at www.sisecamcamambalaj.com, for DENİZLİ CAM, at www.denizlicam.com, for PAŞABAĞÇE, at www.pasabahce.com, for SODA SANAYİİ, at www.sisecamkimyasallar.com, for ŞİŞECAM, at www.sisecam.com, and for TRAKYA CAM, at www.sisecamduzcam.com.

All Parties are operating in the same industry, and the related information is presented below:

Glass Industry

In the last decade, the amount of investments made in the Turkish glass industry has been more than 2,000,000,000 US Dollar. These investments caused the production volume to increase 100% compared to the year 2008, reaching 4,000,000 tons and converting to an annual monetary value in excess of TRY 13,000,000,000. Turkish glass industry produces with the most advanced technologies, in the fields of flat glass, glassware, glass packaging and glass fiber. With the production capacity created, Turkey succeeded to be one of the top performing players in Europe and the world, in many fields of activity of glass. The production volume which is slightly lower than 4,000,000 tons is 2% of the production made globally. Considering the developments in the economy, market saturation level, development of other industries using glass in their production, new products and young population, it is expected that Turkish glass industry will continue to grow.

Increasing its global integration every day, Turkish glass industry is an important export player, with a foreign trade volume of 1,800,000,000 US Dollar in 2019. Last year, export revenues were 1,100,000,000 USD Dollar, against imports of 692,000,000 US Dollar.

With its high rate of domestic components, glass industry created domestic added value for 7,600,000,000 US Dollar in the last decade. Turkish Glass Industry produces with the most advanced technologies in the fields of flat glass, glassware, glass packaging and glass fiber, continuing its growth and increasing its performance. Producing 2% of the world's glass, Turkish glass industry will continue to grow in the future with its strong brands.

a) Acquiring Company - ŞİŞECAM

72% of the production capacity of Turkey is provided by ŞİŞECAM. One of the main producers of Turkish glass industry, ŞİŞECAM is the fifth in the world and first in Europe in flat glass; fifth in the world and Europe in glass packaging, third in the world and second in Europe in glassware and 14th in the world and seventh in Europe in glass fiber. ŞİŞECAM started its overseas operations in the second half of the 2000s, and today the company is 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 deployed in 2019, is the only facility in the country producing glass fiber.

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 standalone specialized laboratories and the equipment in these laboratories, today, ŞİŞECAM Center for Science, Technology and Design is one of the prominent R&D centers of Europe, while being the biggest and most competent glass science and technology center 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) Acquired Company 1 - ANADOLU CAM

ANADOLU CAM, the biggest glass packaging manufacturer of Turkey and the fifth biggest in Europe and the world, is operating with ten glass packaging facilities, three of them 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, and kept the sales of its domestic arm above the line of 1,000,000 tons in 2019, just like the previous year. Furthermore, thanks to new markets and sales strategies, the share of the exports from Turkey in total sales increased up to 25%. The share of the Company's international sales in its total sales is 57%.

In line with its strategic objectives, ANADOLU CAM is shaping the glass packaging industry wherever the company is geographically present. The Company accelerated its operations in overseas markets, and increased exports from Turkey by 60%, and total exports by 30%.

c) Acquired Company 2 - DENİZLİ CAM

Having a product variety of more than 25,000 items, DENİZLİ CAM is one of the distinguished producers of the world and Europe, with its high quality glass, qualified and highly-skilled workforce, with its expertise and competitiveness. In its capacity as a qualified producer, DENİZLİ CAM sells all of its production to PAŞABAHÇE. PAŞABAHÇE is exporting DENİZLİ CAM hand-made products to 41 countries in five continents. 60% of these exports are to Europe, and 35% are to the American continent.

In 2019, DENİZLİ CAM total sales were TRY 132,360,656 increasing 24% compared to the previous year. 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) Acquired Company 3 - PAŞABAHÇE

Products of PAŞABAHÇE, Turkey's strong brand in glassware, reach both hotels and restaurants, and at the same time to end consumers, through Paşabahçe Stores. Today, PAŞABAHÇE is the Europe's second, and the world's third biggest glassware brand. PAŞABAHÇE increased its consolidated sales revenue by 22% in 2019, and the amount of

international sales has been TRY 1,949,000,000 out of the total sales volume of TRY 3,020,000,000.

In 2019, PAŞABAHÇE worked on projects involving productivity increase and cost advantage in production processes. The Company differentiated itself from its competitors with the successful design works. While improving its sales strategies in target markets and the distribution infrastructure, the company continued to grow overseas as well. Keeping its leadership position in the domestic market, PAŞABAHÇE continued to increase the brand loyalty and the level of service with its customer-centric approach.

e) Acquired Company 4 - SODA SANAYİİ

As the fourth biggest producer of soda in Europe and the eighth in the world, SODA SANAYİİ is the leading producer of chromium chemicals in the world. Currently operating in four countries, SODA SANAYİİ produces mainly soda and chromium chemicals. The company also produces electricity, glass fiber, vitamin K3 derivatives and sodium metabisulphite.

Despite 2019 being a year of uncertainties for the global economy, and despite the increasingly competitive environment, SODA SANAYİİ performed strongly in sales, thanks to its stable production, high service quality, brand awareness and effective distribution channels. Annual consolidated sales revenue increased by 22%, while the figure for international sales increased by 14%.

TRY based soda sales revenues increased 23% compared to the previous year. 71% of the consolidated soda sales of SODA SANAYİİ were made to international markets. As for the chromium business line, 86% of sales revenues came 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 facility). The year was a successful one for the soda product group.

f) Acquired Company 5 - TRAKYA CAM

With regards to production capacity, TRAKYA CAM is the fifth in the world in its industry, and first in Europe. As the main company of the Group operating in the field of 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.

TRAKYA CAM is the first company in Turkey in the flat glass industry to have the Environmental Product Declaration (EPD). Under the Group's sustainability approach, TRAKYA CAM carries out various activities in the fields of energy and resource efficiency, environment protection and waste management. The Company continued to both increase quality and efficiency, and at the same time cut the costs in 2019, with the lean 6-Sigma projects.

9.2.2. Information on the net sales of the companies that are parties to the merger, in the breakdown of the field of operations and the geographical market, as of the date of the financial statements that will be used for the merger¹⁵

a) Acquiring Company - ŞİŞECAM

Geographically classified sales revenues are as follows, with respect to the customer's location:

1 January-31 December 2019	Russia, Ukraine				Total	Adjustments	Consolidated
	Turkey	Georgia	Europe	Other			
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)	-
Total net sales (*)	11,640,495	2,609,996	4,291,686	621,028	19,163,205	(1,104,519)	18,058,686
Cost of sales	(7,510,424)	(1,764,978)	(3,383,399)	(488,169)	(13,146,970)	967,939	(12,179,031)

Sales revenues classified according to the field of operations are as follows:

1 January-31 December 2019	Glass				Other	Consolidation Adjustments	Consolidated
	Flat glass	Glassware	Packaging	Chemicals			
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)	-
Total net sales	6,650,648	3,080,475	4,300,127	4,635,821	1,532,314	(2,140,699)	18,058,686
Cost of sales	(4,625,355)	(2,044,570)	(2,868,375)	(3,070,534)	(1,237,508)	1,667,311	(12,179,031)

¹⁵

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

b) Acquired Company 1 - ANADOLU CAM

Geographically classified sales revenues are as follows, with respect to the customer's location:

1 January – 31 December 2019	Turkey	Russia, Ukraine and Georgia	Netherlands	Consolidation adjustments	Consolidated
Revenue from third parties	2,494,403	1,812,822	-	-	4,307,225
Revenue from Group companies	620	11,287	-	(11,907)	-
Total net sales (*)	2,495,023	1,824,109	-	(11,907)	4,307,225
Cost of sales (-)	(1,687,339)	(1,191,337)	-	5,075	(2,873,601)

c) Acquired Company 2 - DENİZLİ CAM

Sales revenues are as follows, without considering the location of the customer and the related field of operations:

Sales	1 January- 31 December 2019	1 January- 31 December 2018
Turnover	132,424,136	106,645,207
Sales discounts	(63,480)	(46,090)
	132,360,656	106,599,117

d) Acquired Company 3 - PAŞABAHÇE

Geographically classified sales revenues are as follows, with respect to the customer's location:

1 January - 31 December 2019	Turkey	Europe	Russia	Other	Total	Consolidation adjustments	Consolidated
Net turnover excluding intra-Group	1,727,940	356,109	789,287	146,182	3,019,518	-	3,019,518
Intra-Group turnover	385,973	106,603	1,027	33,880	527,482	(527,482)	-
Total net turnover	2,113,913	462,712	790,314	180,062	3,547,000	(527,482)	3,019,518
Cost of sales	(1,560,283)	(251,844)	(589,510)	(127,716)	(2,529,353)	502,987	(2,026,366)

e) Acquired Company 4 - SODA SANAYİİ

Geographically classified sales revenues are as follows, with respect to the customer's location:

1 January-31 December 2019	Turkey	Europe	Other	Total	Consolidation eliminations	Consolidated
Revenue (*)	3,231,648	1,031,928	14,273	4,277,849	(95,358)	4,182,491
Purchases of property, plant and equipment and intangibles	243,798	56,407	7	300,212	-	300,212
Purchases of right of use assets	2,314	-	-	2,314	-	2,314
Depreciation and amortization (Note 18,19,20)	(131,836)	(73,484)	(75)	(205,395)	907	(204,488)
Total Assets (31 December 2019)	7,665,670	1,454,086	13,902	9,133,658	(506,234)	8,627,424

f) Acquired Company 5 - TRAKYA CAM

Geographically classified sales revenues are as follows, with respect to the customer's location:

1 January - 31 December 2019	Turkey	Europe	Other	Total	Consolidation adjustments	Consolidated
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)

Sales revenues classified according to the field of operations are as follows:

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)

9.3. Information on the probability that the information given in articles 9.1 and 9.2 is affected by extraordinary issues

If extraordinary events occur, such as war, natural disasters (earthquake, flood, storm, etc.), social unrest, epidemic, terror, etc., industries of the companies that are parties to the merger, especially the glass industry, may be adversely affected, and consequently, financial position and operations of ANADOLU CAM, DENİZLİ CAM, PAŞABAĞÇE, SODA SANAYİİ, ŞİŞECAM and TRAKYA CAM may also be adversely affected. Additionally, in case the

aforementioned extraordinary events occur, consumer confidence may fall and this may lead to a decline in sales.

9.4. Summary information on the patents, licenses, industrial-commercial, financial, etc. agreements that are important for the business activities and profitability of the companies that are parties to the merger, the extent of the dependency of the activities and financial position of these companies on these agreements, or summary information on the new production processes

There are no patents, licenses, financial, etc. agreements that would have an impact on the activities and financial position of All Parties.

9.5. The grounds of the statements made by the companies that are parties to 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 2.1 above (the *Opinion of the Competition Board*), 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 the events of suspension of business in the last 12 months, which have affected or will affect the financial position substantially

a) Acquiring Company - ŞİŞECAM

None.

b) Acquired Company 1 - ANADOLU CAM

None.

c) Acquired Company 2 - DENİZLİ CAM

In its meeting dated 30.03.2020, DENİZLİ CAM Board of Directors decided that; with the purpose to prevent the contagion of the COVID-19 pandemic, and to be safe from the health-related and economy-related negativities that may emerge as the result of the pandemic, furnace

No. II to be shut down/cooled as of 30.03.2020, furnace No. I to continue production to meet the customer orders, and employees to be made to take their paid leave times, in line with the production plans.

In its meeting dated 07.04.2020, DENİZLİ CAM Board of Directors decided that; within the framework of the activities to prevent the contagion of COVID-19 which has been identified by the World Health Organization (WHO) as a pandemic, with the purpose 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 which has the characteristics of unique production, production to be suspended in the furnace No. I and pot furnaces until the date of 27.04.2020; in its meeting dated 22.04.2020, the Board decided to extend the suspension of production until 20.05.2020, and that the employees who are in technical teams (that has to care for the furnaces at a minimum level) and who are working for the projects on administrative and financial aspects to continue their work, and that necessary actions to comply with the financial legal regulations to be taken.

d) Acquired Company 3 - PAŞABAHÇE

Within the framework of the activities to prevent the contagion of COVID-19 which has been 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 19.03.2020. Paşabahçe Stores continue their sales through e-commerce channels.

e) Acquired Company 4 - SODA SANAYİİ

None.

f) Acquired Company 5 - TRAKYA CAM

None.

10. INFORMATION ABOUT THE GROUP

10.1. Summary information on the group of companies that all parties are part of, subjects of activity of the group companies, their relationship with all parties, and the position of all parties within the group

All Parties are operating in the same industry. The Group including All Parties is an industrial group of companies operating internationally in the business lines of flat glass, glassware, glass packaging and chemicals, in 14 countries and with approximately 22,000 employees. The Group

exports to more than 150 countries and these exports constitute more than half of the Group's total sales.

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

10.2. List of the affiliates of all parties, shareholding being both direct and indirect

a) Acquiring Company - ŞİŞECAM

Trade Name	The 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
PAŞABAHÇE	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

Trade Name	The Company's Subject of Activity	Paid-in/Issued Capital	Share Amount	Currency	Share Rate (%)	Relationship with the Company
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 the Group	5,000,000.00	5,000,000.00	TRY	100.00	Affiliate
Bosen Enerji Elektrik Üret. Oto. Pro. Grb. A.Ş.	Electricity production	161,500,000.00	1,986.00	TRY	0.00	Subsidiary
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	The 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
Camış 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 - PAŞABAHÇE

Trade Name	The 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

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

e) Acquired Company 4 - SODA SANAYİİ

Trade Name	The 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

Trade Name	The Company's Subject of Activity	Share Amount	Currency	Share Rate (%)	Relationship with the Company
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	8,250,000.00	US Dollar	100.00	Affiliate

f) Acquired Company 5 - TRAKYA CAM

Trade Name	The 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
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

Trade Name	The Company's Subject of Activity	Paid-in/Issued Capital	Share Amount	Currency	Share Rate (%)	Relationship with the Company
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
Çayırova Cam San. A.Ş.	Commercial activities	9,397,297.00	2,644,850.00	TRY	28.14	Subsidiary
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 all parties as of the date of the financial statements that will be used for the merger, including the assets obtained through financial leasing

a) Acquiring Company - ŞİŞECAM

Significant tangible fixed assets of ŞİŞECAM as of the year 2019 are as follows:

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

Information on Tangible Fixed Assets Obtained Through Financial Leasing

Type	Lease Period	Ownership at the End of the Lease Period	Annual Lease Amount (TRY)	Use Purpose	Lessor
None	None	None	None	None	None

b) Acquired Company 1 - ANADOLU CAM

Significant tangible fixed assets of ANADOLU CAM as of the year 2019 are as follows:

Type	Acquisition Year	m2	Location	Net Book Value (TRY)	Use Purpose	If Leased, Tenant Person/Entity	Lease Period	Annual Lease Amount (TRY)
Furnace Machinery and Equipment	2019	-	Mersin Plant	42,121,892	Production	-	-	-
Furnace Machinery and Equipment	2019	-	Mersin Plant	76,211,546	Production	-	-	-
Furnace Cold Repair Equipment	2019	-	Yenişehir Plant	45,713,123	Production	-	-	-
Machinery and Equipment	2019	-	Mersin Plant	41,734,604	Production	-	-	-

Information on Tangible Fixed Assets Obtained Through Financial Leasing						
Type	Lease Period	Ownership at the End of the Lease Period	Annual Lease Amount (TRY)	Use Purpose	Lessor	
None	None	None	None	None	None	

c) Acquired Company 2 - DENİZLİ CAM

Significant tangible fixed assets of DENİZLİ CAM as of the year 2019 are as follows:

Type	Acquisition Year	m2	Location	Net Book Value (TRY)	Use Purpose	If Leased, Tenant/Person/Entity	Lease Period	Annual Lease Amount (TRY)
Burn-off Machine	2019	-	-	437,755	Production.	-	-	-
Automatic Cutting-off Machine TS2	2019	-	-	453,001	Production.	-	-	-
Laser Marking Device	2019	-	-	503,854	Production.	-	-	-
3 Station Servo Centrifugal Casting	2019	-	-	482,024	Production	-	-	-

Information on Tangible Fixed Assets Obtained Through Financial Leasing						
Type	Lease Period	Ownership at the End of the Lease Period	Annual Lease Amount (TRY)	Use Purpose	Lessor	
None	None	None	None	None	None	

d) Acquired Company 3 - PAŞABAĞÇE

None.

e) Acquired Company 4 - SODA SANAYİİ

Significant tangible fixed assets of Şişecam Elyaf Sanayii A.Ş. (consolidated to SODA SANAYİİ) as of the year 2019 are as follows:

Type	Acquisition Year	m2	Location	Net Book Value (TRY)	Use Purpose	If Leased, Tenant/Person/Entity	Lease Period	Annual Lease Amount (TRY)
Facility - BUSHING PURE PLATINUM	2019	-	Balıkesir	148,311,181.86	Production	-	-	-

Facility - BUSHING PURE RHODIUM	2019		Balikesir	37,093,883.45	Production	-	-	-
Facility - FURNACE REFRACTORY MATERIALS	2019		Balikesir	34,404,483.13	Production	-	-	-
Facility - ROBOT CARRYING SYSTEMS	2019		Balikesir	32,341,814.29	Production	-	-	-
Facility - FIBER WINDING MACHINE	2019		Balikesir	27,809,471.52	Production	-	-	-
Facility - PLANT INDUSTRIAL MECHANICAL FITTING FULL - Erge	2019		Balikesir	27,200,917.62	Production	-	-	-
Facility - FURNACE FOREHEARTH ENGINEERING PACK	2019		Balikesir	25,752,016.83	Production	-	-	-
Facility - SWITCH FACILITY AND AUTOMATION	2019		Balikesir	16,841,565.94	Production	-	-	-
Facility - OTHER	2019		Balikesir	229,306,080.76	Production	-	-	-
Facilities Total				579,061,415.40				
Building - FIBER WINDING BUILDING (PRODUCTION)	2019	12,646	Balikesir	21,665,781.18	Production	-	-	-
Building - WAREHOUSES (FINISHED PRODUCTS)	2019	9,249	Balikesir	14,900,837.33	Inventory	-	-	-
Building - OTHER	2019	62,677	Balikesir	131,677,501.98	Production	-	-	-
Buildings Total		84,572		168,244,120.49				

Information on Tangible Fixed Assets Obtained Through Financial Leasing

Type	Lease Period	Ownership at the End of the Lease Period	Annual Lease Amount (TRY)	Use Purpose	Lessor
None	None	None	None	None	None

f) Acquired Company 5 - TRAKYA CAM

Significant tangible fixed assets of TRAKYA CAM as of the year 2019 are as follows:

Type	Acquisition Year	m2	Location	Net Book Value (TRY)	Use Purpose	If Leased, Tenant Person/ Entity	Lease Period	Annual Lease Amount (TRY)
Float Line Machinery and Equipment	2019	-	Polatlı	448,471,000	Production	-	-	-
Float Line Cold Repair	2019	-	Italy	198,313,000	Production	-	-	-

Float Line Cold Repair	2019	-	Bulgaria	141,000,000	Production	-	-
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Information on Tangible Fixed Assets Obtained Through Financial Leasing

Type	Lease Period	Ownership at the End of the Lease Period	Annual Lease Amount (TRY)	Use Purpose	Lessor
None	None	None	None	None	None

11.2. Information on the restrictions, real rights and mortgaged amounts related to tangible fixed assets

There are not any restrictions, real rights or mortgage transactions on the tangible fixed assets of All Parties of the merger, other than the ones that are mandatory in the course of business, to the extent to adversely affect the activities, profitability or projections.

11.3. If the market value/fair value of the tangible fixed assets are known, information on this value, and the valuation report that constitutes the basis of this information

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

a) Acquiring Company – Şişecam

Type of the Tangible Fixed Asset	Acquisition Date	Value Specified by Experts (TRY)	Date and No. of the Valuation Report	Classification (Investment purpose 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 Purpose	172,174,155

b) Acquired Company 1 - ANADOLU CAM

Type of the Tangible Fixed Asset	Acquisition Date	Value Specified by Experts (TRY)	Date and No. of the Valuation Report	Classification (Investment purpose or not)	Tangible Fixed Asset Valuation Fund Amount/Impaired Value (TRY)
Land with Plant Building and Annex Building	15.11.2007	74,300,000	09.12.2019 19_400_327	Investment Purpose	58,754,080

c) Acquired Company 2 – Denizli Cam

None.

d) Acquired Company 3 - PAŞABAĞÇE:

Type of the Tangible Fixed Asset	Acquisition Date	Value Specified by Experts (TRY)	Date and No. of the Valuation Report	Classification (Investment purpose or not)	Tangible Fixed Asset Valuation Fund Amount/Impaired Value
Field	28.12.2019	403,534	12.12.2019 19_400_328	Investment Purpose	157,432
Land	11.05.2017	8,968,561	26.11.2019 19_400_329	Investment Purpose	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 Purpose	87,268

e) Acquired Company 4 – Soda Sanayii

None.

f) Acquired Company 5 - TRAKYA CAM

Type of the Tangible Fixed Asset	Acquisition Date	Value Specified by Experts (TRY)	Date and No. of the Valuation Report	Classification (Investment purpose or not)	Tangible Fixed Asset Valuation Fund Amount/Impaired Value
Land with Plant Building and Annex Building ¹⁶	15.11.2007	74,300,000	09.12.2019 19_400_327	Investment Purpose	497,744

12. EVALUATIONS ON THE FINANCIAL POSITION AND OPERATING RESULTS

12.1. Financial position and operating results¹⁷

a) Acquiring Company - ŞİŞECAM

Assets	Notes	31 December 2019	Restated 31 December 2018
Current Assets			
Cash and Cash Equivalents	6	8,368,913	3,164,017
Financial Investments	7	426,120	221,911
Trade receivables	10,38	3,572,022	3,234,587
– Due from related parties	38	6,829	2,292
– Other trade receivables	10	3,565,193	3,232,295
Other receivables	11	275,048	48,565
Contract assets	15	23,490	-
Derivative assets	12	25,764	-
Inventories	13	3,831,439	3,006,188
Prepaid expenses	14	233,693	305,390
Income tax assets	36	66,550	34,028
Other current assets	27	390,157	299,507
Subtotal		17,213,196	10,314,193
Assets held for sale	35	28,058	204
Total current assets		17,241,254	10,314,397
Non-current assets			

¹⁶ There are two owners of the land stated in the above paragraph (b); ANADOLU CAM, share being 2382/2400, TRAKYA CAM, share being 18/2400. In the valuation study, the market value of the land is determined as TRY 74,300,000 (exclusive of VAT). This corresponds to TRY 73,742,750 for the 2382/2400 ANADOLU CAM share, and TRY 557,250 for the 18/2400 TRAKYA CAM share.

¹⁷ In this Announcement Text, 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.

Financial investments	7	2,537,234	2,383,790
Trade receivables	10	275	299
Other receivables	11	12,409	26,798
Derivative assets	12	64,150	-
Investments accounted for using the equity method	16	710,578	626,895
Investment properties	17	772,422	729,968
Property, plant and equipment	18	14,684,667	12,177,322
Right of use assets	19	188,156	-
Intangible assets	20,21	630,387	580,100
– Goodwill	21	301,469	274,084
– Other intangible assets	20	328,918	306,016
Prepaid expenses	14	372,080	185,020
Deferred tax assets	36	1,093,602	779,449
Other non-current assets	27	443,624	4,603
Total non-current assets		21,509,584	17,494,244
TOTAL ASSETS		38,750,838	27,808,641

		31 December 2019	Restated 31 December 2018
LIABILITIES	Notes		
Current Liabilities			
Short term borrowings	8	2,634,647	1,899,428
Short term portion of long term borrowings	8	2,616,194	1,203,331
Other financial liabilities	9	-	572,660
Trade payables	10,38	2,093,016	1,657,192
– Due to related parties	38	84,154	72,155
– Due to third parties	10	2,008,862	1,585,037
Liabilities for employee benefits	25	76,090	55,947
Other payables	11,38	117,492	53,400
– Due to related parties	38	4,932	2,639
– Due to third parties	11	112,560	50,761
Contract liabilities	15	27,163	-
Derivative instruments	12	23,587	280
Deferred income	14	90,059	99,881
Current income tax liabilities	36	86,419	70,092
Short term provisions	23,25	155,830	174,098
Other current liabilities	27	270,674	218,850
Total current liabilities		8,191,171	6,005,159
Non-current liabilities			
Long term borrowings	8	10,594,795	4,333,624
Other payables	11	30,606	1,244
Derivative instruments	12	89,804	-
Deferred income	14	62,946	66,855
Long term provisions	25	451,185	400,746
Deferred tax liabilities	36	196,946	288,027
Total non-current liabilities		11,426,282	5,090,496
Total liabilities		19,617,453	11,095,655
EQUITY			
Equity holders of the parent	28	14,622,505	12,696,168
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

- Gains/(losses) on revaluation and revaluation		2,091,680	2,004,509
- Revaluation gain/(loss) on tangible assets		2,092,836	2,018,108
- Gain/(loss) arising from defined benefit plans		(1,156)	(13,599)
Accumulated other comprehensive income/expense to be reclassified to profit or loss		2,285,616	1,581,229
- Currency translation differences		2,279,280	1,579,362
- Hedge reserves		4,661	(219)
- Gain/loss on revaluation and classification		1,675	2,086
- Revaluation and/or classification gain/(loss) on financial assets available for sale		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
Non-controlling interests	28	4,510,880	4,016,818
Total equity		19,133,385	16,712,986
TOTAL LIABILITIES AND EQUITY		38,750,838	27,808,641

	Notes	1 January- 1 December 2019	Restated 1 January- 31 December 2018
Revenues	29	18,058,686	15,550,314
Cost of Sales	29	(12,179,031)	(10,389,363)
Gross profit/ (loss) from trading activity		5,879,655	5,160,951

General administrative expenses	30,31	(1,037,506)	(884,278)
Marketing expenses	30,31	(2,311,288)	(1,865,633)
Research and development expenses	30,31	(74,310)	(75,265)
Other operating income	32	847,114	1,126,547
Other operating expenses	32	(472,590)	(606,358)
Share of profit/loss of associates and joint ventures	16	96,351	132,754
Operating profit / (loss)		2,927,426	2,988,718

Income from investing activities	33	646,594	1,127,564
Expense from investing activities	33	(88,225)	(269,800)
Impairment gains (losses) arising from TFRS-9	33	7,808	(60,010)
Other income from associates and joint ventures	33	-	(89,502)
Other gain (loss) from reclassification of fair value difference accounted under other comprehensive income to profit or loss	33	-	138,358

Operating profit / (loss) before financial income and expense		3,493,603	3,835,328
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Finance income	34	2,029,036	2,057,743
Finance expenses	34	(2,926,501)	(2,431,476)

Profit / (loss) before tax from continued operations		2,596,138	3,461,595
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Tax income/expense from continued operations		104,181	(95,698)
- Taxes on (expense) / income	36	(283,143)	(510,320)

– Deferred tax income / (expense)	36	387,324	414,622
Profit / (loss) for the period		2,700,319	3,365,897
Attributable to:			
– Non-controlling interest	28	795,785	1,076,985
– Equity holders of the parent	28	1,904,534	2,288,912
Earnings per share	37	0.8465	1.0173

b) Acquired Company 1 - ANADOLU CAM

ASSETS	Notes	31 December 2019	31 December 2018
Current Assets			
Cash and cash equivalents	6	989,866	153,458
Financial investments	7	47,173	21,619
Trade receivables	10, 38	1,045,160	773,558
- <i>Trade receivables due from related parties</i>	38	2,354	2,877
- <i>Trade receivables due from unrelated parties</i>	10	1,042,806	770,681
Other receivables	11, 38	99,490	53,248
- <i>Other receivables due from related parties</i>	38	87,522	42,884
- <i>Other receivables due from unrelated parties</i>	11	11,968	10,364
Contract assets	15	15,017	-
Derivative financial assets	12	494	-
Inventories	13	614,104	419,254
Prepayments	14	43,361	43,548
Current tax assets	36	7,009	6,758
Other current assets	27	13,931	14,443
Total Current Assets		2,875,605	1,485,886
Non-current Assets			
Financial investments	7	346,570	327,801
Other receivables	11	585	500
Derivative financial assets	12	14,844	-
Investments accounted for using equity method	16	15,785	18,932
Investment property	17	73,742	77,911
Property, plant and equipment	18	3,476,037	2,736,694
Right of use assets	19	17,731	-
Intangible assets and goodwill	20, 21	8,121	5,325
- <i>Goodwill</i>	21	5,112	4,032
- <i>Other intangible assets</i>	20	3,009	1,293
Prepayments	14	46,412	93,407
Deferred tax asset	36	398,152	255,326
Total Non-current Assets		4,397,979	3,515,896
TOTAL ASSETS		7,273,584	5,001,782

LIABILITIES	Notes	31 December 2019	31 December 2018
Current Liabilities			
Current borrowings	8	848,015	575,842
Current portion of non-current borrowings	8	403,941	242,951
Trade payables	10, 38	575,081	463,253
- <i>Trade payables to related parties</i>	38	170,069	97,378
- <i>Trade payables to unrelated parties</i>	10	405,012	365,875
Employee benefit obligations	25	3,997	2,788
Other payables	11, 38	49,041	33,635
- <i>Other payables to related parties</i>	38	26,647	18,599
- <i>Other payables unrelated parties</i>	11	22,394	15,036
Contract liabilities	15	9,086	-
Deferred income	14	10,885	9,562
Current tax liabilities	36	-	45
Current provisions	23,25	51,805	44,110
Other current liabilities	27	22,488	13,419
Total Current Liabilities		1,974,339	1,385,605
Non-current Liabilities			
Long-term borrowings	8	2,398,426	1,239,811
Non-current provisions	25	70,312	63,224
Deferred tax liabilities	36	4,496	3,680
Total Non-Current Liabilities		2,473,234	1,306,715
Total Liabilities		4,447,573	2,692,320
EQUITY			
Equity Attributable to Owners of Parent	28	2,826,011	2,309,462
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
Total Equity		2,826,011	2,309,462

TOTAL LIABILITIES AND EQUITY		7,273,584	5,001,782
	Notes	31 December 2019	31 December 2018
Revenue	29	4,307,225	3,230,556
Cost of sales	29	(2,873,601)	(2,254,878)
Gross profit (loss) from commercial operations		1,433,624	975,678
General administrative expenses	30,31	(261,488)	(218,060)
Marketing expenses	30,31	(539,942)	(342,994)
Research and development expenses	30,31	(2,193)	(1,089)
Other income from operating activities	32	100,426	184,033
Other expenses from operating activities	32	(41,064)	(137,837)
Profit (Loss) from operating activities		689,363	459,731
Investment activity income	33	79,873	121,074
Investment activity expenses	33	(4,018)	(26,012)
Impairment gain and reversal of impairment loss determined in accordance with IFRS 9	33	859	(3,418)
Share of profit (loss) from investments accounted for using equity method	16	2,046	3,318
Profit (Loss) before financing income (expense)		768,123	554,693
Finance income	34	129,390	250,465
Finance costs	34	(475,350)	(415,573)
Profit (Loss) from continuing operations, before tax		422,163	389,585
Tax (expense) income, continuing operations			
- Current period tax (expense) income	36	(19,818)	(12,106)
- Deferred tax (expense) income	36	124,879	73,264
Profit (Loss)		527,224	450,743
Attributable to:			
Non-controlling interest	28	-	-
Owners of parent	37	527,224	450,743
Earnings per share	37	0,7030	0,6010

c) Acquired Company 2 - DENİZLİ CAM

ASSETS	Footnote		
	References	31 December 2019	31 December 2018
Current Assets			
Cash and cash equivalents	6	8,696,067	187,322
Trade Receivables	10,38	14,825,601	21,008,012
- Trade Receivables from Related Parties	38	14,688,248	20,623,289
- Trade Receivables from Unrelated Parties	10	137,353	384,723
Other Receivables	11	21,859	20,686
- Other Receivables From Unrelated Parties	11	21,859	20,686
Contract Assets	15	13,378,234	11,285,263
Inventories	13	17,279,218	20,210,637
Prepaid Expenses	14	1,674,290	642,397
Other Current Assets	27	39,374	44,772
Total Current Assets		55,914,643	53,399,089
Fixed Assets			
Tangible Fixed Assets	18	68,007,554	68,020,076
Right of Use Assets	19	37,165	-
Intangible Fixed Assets	20	-	14,899
- Other Intangible Fixed Assets	20	-	14,899
Deferred Tax Assets	36	1,826,242	2,876,864
Total Fixed Assets		69,870,961	70,911,839
TOTAL ASSETS		125,785,604	124,310,928
LIABILITIES			
Short Term Liabilities			
Short-term Portion of Long-term Borrowings	8	46,644	-
Trade Payables	10,38	8,170,057	6,948,775
- Trade Payables to Related Parties	38	1,456,488	721,510
- Trade payables to unrelated parties	10	6,713,569	6,227,265
Liabilities for Employee Benefits	25	2,895,006	2,375,044
Other Liabilities	11,38	33,190,960	40,129,223
- Other Payables to Related Parties	38	33,150,254	40,075,407
- Other Payables to Unrelated Parties	11	40,706	53,816
Deferred Revenues	14	78,135	204,243

Short Term Provisions	23,25	730,182	1,275,755
- Provisions For Employee Benefits	25	346,474	410,165
- Other Short Term Provisions	23	383,708	865,590
Other Short Term Liabilities	27	2,261,270	870,367
Total Short Term Liabilities		47,372,254	51,803,407
Long Term Liabilities			
Long Term Provisions For Employee Benefits	25	13,059,084	9,500,525
Total Long Term Liabilities		13,059,084	9,500,525
Total liabilities		60,431,338	61,303,932
EQUITY			
Paid-in Share Capital	28	15,000,000	6,000,000
Capital Adjustment Differences	28	20,891,542	20,891,542
Share Premiums (Discounts)	28	79,355	9,052
Other Accumulated Comprehensive Revenues (Expenses) that will not be Reclassified as Profit or Loss	28	42,478,036	43,207,090
- Revaluation and Measurement Gains/Losses	28	43,697,376	43,697,376
- Severance Pay Provision - Actuarial Loss/(Gain) Fund	28	(1,219,340)	(490,286)
Restricted Reserves Appropriated from Profit	28	699,583	699,583
Retained Earnings		(7,815,646)	(7,420,789)
Net Period Profit / (Loss)		(5,978,604)	(379,482)
Total Shareholders' Equity		65,354,266	63,006,996
TOTAL LIABILITIES AND EQUITY		125,785,604	124,310,928
		1 January -	1 January -
	Footnote	December 31	December 31
	References	2019	2018
Turnover	29	132,360,656	106,599,117
Cost of sales	29	(114,834,161)	(91,268,814)
Gross Profit from Commercial Activities		17,526,495	15,330,303
Overhead Expenses	30,31	(10,367,686)	(7,039,600)
Marketing Expenses	30,31	(3,469,532)	(3,552,530)
Research and Development Expenses	30,31	(279,223)	(123,192)
Other Operating Income	32	553,211	1,615,534
Other Operating Expenses	32	(923,537)	(1,384,308)
Operating Profit / (Loss)		3,039,728	4,846,207
Income from Investment Activities	33	-	8,109
Expenses for Investment Activities	33	-	(6,797)

Operating Profit / (Loss) before Financing Expenses		3,039,728	4,847,519
Financing Revenues	34	342,515	376,293
Financing Expenses	34	(8,123,625)	(7,303,291)
Pre-Tax Comprehensive Profit / (Loss)		(4,741,382)	(2,079,479)
Comprehensive Profit Tax Revenue / (Expense)			
	36	(1,237,222)	1,699,997
Deferred Tax (Expense) / Revenue	36	(1,237,222)	1,699,997
Period Profit / (Loss)		(5,978,604)	(379,482)
Distribution of Period Profit / (Loss)			
Earnings Per Share	37	(0.713)	(0.063)

d) Acquired Company 3 – PAŞABAHÇE

ASSETS	Notes	31 December 2019	31 December 2018
Current Assets			
Cash And Cash Equivalents	6	405,900	88,106
Trade Receivables	10,38	738,449	658,130
- Due From Related Parties	38	1,519	5,322
- Trade Receivables From Third Parties	10	736,930	652,808
Other Receivables	11,38	96,160	33,405
- Due From Related Parties	38	91,364	29,382
- Other Receivables From Third Parties	11	4,796	4,023
Inventories	13	1,169,131	1,083,503
Prepaid Expenses	14	27,091	23,664
Current Income Tax Assets	36	4,162	8,494
Other Current Assets	27	60,479	39,479
Total Current Assets		2,501,372	1,934,781
Non-Current Assets			
Financial Assets	7	-	164
Other Receivables	11	401	474
- Other Receivables From Third Parties		401	474
Derivative Instruments		1,453	
Investment Properties	17	8,196	8,201
Property, Plant And Equipment	18	2,067,963	1,901,839
Right of Use Assets	19	127,084	-
Intangible Assets	20	3,050	3,842
Prepaid Expenses	14	5,452	3,048

Deferred Tax Assets	36	137,855	87,833
Total Non-Current Assets		2,351,454	2,005,401
TOTAL ASSETS		4,852,826	3,940,182

LIABILITIES	Notes	31 December 2019	31 December 2018
Current Liabilities			
Short Term Borrowings	8	721.537	545.550
Short Term Portion of Long Term Borrowings	8	111.135	292.033
Trade Payables	10,38	305.196	271.659
- <i>Due to Related Parties</i>	38	74.531	67.636
- <i>Trade Payables to Third Parties</i>	10	230.665	204.023
Liabilities For Employee Benefits	25	30.841	25.254
Other Payables	11,38	3.456	354.024
- <i>Due to Related Parties</i>	38	246	353.708
- <i>Other Payables to Third Parties</i>	11	3.210	316
Derivative Instruments	12	23.519	-
Deferred Income	14	14.832	7.824
Current Income Tax Liabilities	36	1.862	1.418
Short Term Provisions	23,25	33.870	29.778
- <i>Provision For Employee Benefits</i>	25	8.302	8.620
- <i>Other Short Term Benefits</i>	23	25.568	21.158
Other Current Liabilities	27	36.892	33.854
Total Current Liabilities		1.283.140	1.561.394
Non-Current Liabilities			
Long Term Borrowings	8	1.093.240	84.325
Derivative Instruments	12	91.325	-
Provisions For Employment Benefits	25	153.773	132.705
Deferred Income	14	693	1.907
Deferred Tax Liabilities	36	14.846	18.435
Total Non-Current Liabilities		1.353.877	237.372
Total Liabilities		2.637.017	1.798.766
EQUITY			
Equity Holders of The Parent	28	2.192.581	2.119.312
Paid-in Share Capital	28	224.117	224.117
Adjustments to Share Capital	28	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	28	326.780	314.484
- <i>Currency Translation Differences</i>	28	24.093	16.344
- <i>Fixed Asset Revaluation Fund</i>	28	308.236	308.162
- <i>Funds for Actuarial Gain (Loss) on Employee</i>	28	(5.549)	(10.022)
Other Comprehensive Income/Expense to be Reclassified To Profit or Loss	28	379.169	350.061
- <i>Currency Translation Differences</i>	28	467.921	350.061
- <i>Hedging Gain/(Loss)</i>		(88.752)	-

Restricted Reserves	28	377.978	341.654
Retained Earnings	28	620.360	518.902
Net Profit/(Loss) For The Year	28	39.129	145.046
Non-Controlling Interests	28	23.228	22.104
Total Liabilities		2.215.809	2.141.416
TOTAL LIABILITIES AND EQUITY		4.852.826	3.940.182

	Notes	1 January-31 December 2019	1 January-31 December 2018
Revenue	29	3,019,518	2,474,621
Cost of Sales	29	(2,026,366)	(1,570,295)
Gross Profit (Loss) From Trading Activities		993,152	904,326
General Administrative Expenses	30	(202,942)	(175,103)
Marketing Expenses	30	(623,609)	(539,367)
Research and Development Expenses	30	(11,431)	(10,326)
Other Income From Operating Activities	32	154,811	185,315
Other Expense From Operating Activities	32	(60,915)	(67,917)
Operating Profit (Loss)		249,066	296,928
Income From Investing Activities	33	10,421	19,402
Expenses From Investing Activities	33	(5,100)	(9,925)
Operating Profit (Loss) Before Financial Income (Expense)		254,387	306,405
Financial Income	34	324,078	48,419
Financial Expenses	34	(553,473)	(199,623)
Profit (Loss) Before Tax From Continued Operations		24,992	155,201
Tax Income (Expense) From Continued Operations		11,214	(10,177)
Current Tax Expense for the Period	36	(5,916)	(17,091)
Deferred Tax Income (Expense)	36	17,130	6,914
Profit (Loss) for the Period		36,206	145,024
Attributable to			
Non-Controlling Interests	28	(2,923)	(22)
Equity Holders of the Parent	28	39,129	145,046
Earnings/ (Loss) Per Share	37	0.1746	0.6472

e) Acquired Company 4 - SODA SANAYII

ASSETS	Note	31 December 2019	31 December 2018
Current Assets			
Cash and cash equivalents	6	2,300,473	1,193,467
Financial investments	7	92,521	66,176
Trade receivables	10,38	901,551	735,853
- <i>Due from related parties</i>	38	104,092	83,863
- <i>Other trade receivables</i>	10	797,459	651,990
Other receivables	11,38	13,251	106,178
- <i>Due from related parties</i>	38	201	98,918
- <i>Other receivables</i>	11	13,050	7,260
Derivative Instruments	12	163	-
Inventories	13	553,396	320,488
Prepaid expenses	14	29,701	72,869
Current income tax assets	36	1,495	15,305
Other current assets	27	161,109	102,022
Total Current Assets		4,053,660	2,612,358
Non-Current Assets			
Financial investments	7	730,694	684,175
Other receivables	11	321	454
Derivative Instruments	12	4,058	-
Investments accounted under equity method	16	460,094	413,440
Property, plant and equipment	18	2,250,033	2,094,130
Right to use assets	19	28,842	-
Intangible assets	20,21	151,865	152,283
- <i>Goodwill</i>	21	26,530	25,063
- <i>Other intangible assets</i>	20	125,335	127,220
Prepaid expenses	14	30,498	50,534
Deferred tax assets	36	474,808	357,879
Other non-current assets	27	442,551	3,805
Total Non-Current Assets		4,573,764	3,756,700
TOTAL ASSETS		8,627,424	6,369,058

LIABILITIES	Note	31 December 2019	31 December 2018
Current Liabilities			
Short term borrowings	8	69,189	19
Short term portion of long term borrowings	8	341,429	220,665
Trade payables	10,38	506,213	447,247
- Due to related parties	38	200,217	148,433
- Other trade payables	10	305,996	298,814
Employee benefit obligations	25	6,841	5,592
Other payables	11,38	500,961	363,073
- Due to related parties	38	493,892	351,615
- Due to non-related parties	11	7,069	11,458
Deferred income	14	7,658	9,419
Current income tax liabilities	36	53,348	640
Short term provisions	23,25	23,329	24,221
Other current liabilities	27	15,653	15,709
Total Current Liabilities		1,524,621	1,086,585
Non-Current Liabilities			
Long term borrowings	8	1,308,705	321,328
Other payables	11	847	750
Long term provisions	25	43,497	37,775
Deferred tax liabilities	36	7,890	53,425
Total Non-Current Liabilities		1,360,939	413,278
Total Liabilities		2,885,560	1,499,863
EQUITY			
Total Equity Attributable to Equity Holders of the Parent	28	5,741,864	4,862,921
Capital			
Other comprehensive income/expense not to be reclassified to profit or loss		1,000,000	1,000,000
- Gain/(loss) on revaluation and remeasurement		184,280	182,087
- Gain/(loss) from revaluation of tangible assets		184,280	182,087
- Actuarial gain		471	(698)
Other comprehensive income/expense to be reclassified to profit or loss		766,732	650,952
- Foreign currency translation reserve		760,078	650,952
- Hedging gain/(loss)		6,654	-
Restricted reserves		229,500	198,000
Retained earnings		2,452,418	1,275,763
Net profit for the period		1,108,934	1,556,119
Non-controlling Interest	28	-	6,274
Total Equity		5,741,864	4,869,195
TOTAL LIABILITIES AND EQUITY		8,627,424	6,369,058

	Note	1 January- 31 December 2019	1 January- 31 December 2018
Sales	29	4,182,491	3,430,360
Cost of sales	29	(2,750,305)	(2,114,303)
Gross Profit		1,432,186	1,316,057
General administrative expenses	30,31	(138,873)	(107,124)
Marketing expenses	30,31	(474,171)	(397,757)
Research and development expenses	30,31	(5,570)	(4,267)
Other operating income	32	190,350	267,344
Other operating expenses	32	(135,499)	(157,504)
Operating Profit		868,423	916,749
Income from investing activities	33	214,372	448,002
Expense from investing activities	33	(68,413)	(200,500)
Impairment gains/(losses) in accordance with IFRS 9	33	1,731	(18,237)
Equities from the profits/(losses) of investment	16	73,165	90,708
Operating Profit Before Financial Income/(Loss)		1,089,278	1,236,722
Financial income	34	593,629	733,631
Financial expenses	34	(606,368)	(502,581)
Profit Before Tax From Continuing Operations		1,076,539	1,467,772
Tax income/(expense) from continuing operations		32,395	89,242
Tax (charge) income for the period	36	(131,680)	(228,541)
Deferred tax income/(expense)	36	164,075	317,783
Profit/(loss) for the period		1,108,934	1,557,014
Attributable to:			
Non-controlling interest	28	-	895
Equity holders of the parent	28	1,108,934	1,556,119
Earnings Per Share	37	1.109	1.556

f) Acquired Company 5 - TRAKYA CAM

Assets	Note	31 December 2019	Restated 31 December 2018
Current assets			
Cash and cash equivalents	6	3,928,489	1,339,701
Financial investments	7	235,067	106,830
Trade receivables	10	929,956	979,529
- Due from other parties	10	929,956	979,529
Other receivables	11,38	94,240	141,149
- Due from related parties	38	57,662	128,600
- Due from third parties	11	36,578	12,549
Derivative instruments	12	2,974	-
Inventories	13	1,432,626	1,089,783
Prepaid expenses	14	107,523	71,882
Current period tax assets	36	25,767	-
Other current assets	27	110,563	40,865
Subtotal		6,867,205	3,769,739
Assets held for sale	35	27,854	-
Total current assets		6,895,059	3,769,739
Non-current assets			
Financial investments	7	1,000,362	946,351
Other receivables	11	6,269	15,653
- Due from third parties	11	6,269	15,653
Derivative Instruments	12	26,556	-
Investments accounted for using the equity method	16	345,305	307,726
Investment properties	17	557	589
Property, plant and equipment	18	5,917,186	4,895,993
Right of use assets	19	51,043	-
Intangible assets	20,21	338,107	314,121
- Goodwill	21	269,826	244,988
- Other intangible assets	20	68,281	69,133
Prepaid expenses	14	263,402	24,043
Deferred tax assets	36	62,727	78,853
Other non-current assets	27	1,072	798
Total non-current assets		8,012,586	6,584,127
TOTAL ASSETS		14,907,645	10,353,866

		31 December	Restated
	Note	2019	31 December
LIABILITIES			2018
Current Liabilities			
Short term borrowings	8	1,004,911	777,960
Short term portion of long term borrowings	8	1,354,836	426,967
Trade payables	10,38	975,902	597,990
- Due to related parties	38	92,228	83,593
- Due to third parties	10	883,674	514,397
Other payables	11,38	283,162	133,425
- Due to related parties	38	204,574	81,836
- Due to third parties	11	78,588	51,589
Deferred income	14	15,616	22,187
Current income tax liabilities	36	-	48,994
Short term provisions	23,25	35,483	52,559
- Short term provisions related to employee benefits	25	4,535	3,394
- Other short term provisions	23	30,948	49,165
Other current liabilities	27	133,277	91,600
Total current liabilities		3,803,187	2,151,682
Non-current liabilities			
Long term borrowings	8	4,000,962	2,116,582
Other payables	11	29,759	494
- Due to third parties	11	29,759	494
Deferred income	14	62,253	64,927
Long term provisions	25	112,393	102,333
- Long term provisions related to employee benefits	25	112,393	102,333
Deferred tax liabilities	36	102,548	147,663
Total non-current liabilities		4,307,915	2,431,999
Total liabilities		8,111,102	4,583,681
EQUITY			
Equity holders of the parent	28	6,384,434	5,297,665
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
- Gains/(losses) on revaluation and remeasurement		648,370	668,832
- Revaluation gain/(loss) on tangible assets		647,048	671,448
- Gain/(loss) arising from defined benefit plans		1,322	(2,616)
Accumulated other comprehensive income/expense to be reclassified to profit or loss		1,249,248	774,355
- Currency translation differences		1,209,389	774,355
- Hedging reserves		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
Non-controlling interests	28	412,109	472,520
Total equity		6,796,543	5,770,185
TOTAL LIABILITIES AND EQUITY		14,907,645	10,353,866

		1 January-	Restated
	Note	31 December	1 January-
		2019	31 December
			2018
Revenue	29	6,650,648	5,875,064
Cost of sales	29	(4,625,355)	(3,955,135)

Gross profit from trading activities		2,025,293	1,919,929
General administrative expenses	30	(480,654)	(403,752)
Marketing expenses	30	(851,847)	(678,938)
Research and development expenses	30	(24,529)	(20,986)
Other operating income	32	291,688	403,164
Other operating expenses	32	(119,239)	(156,328)
Operating profit		840,712	1,063,089
Income from investing activities	33	205,182	347,912
Expense from investing activities	33	(4,997)	(10,656)
Impairment gains (losses) arising from TFRS-9	33	3,319	(23,344)
Other income/expenses from associates, jointly controlled entities and subsidiaries	33	-	(89,502)
Gains/Losses on the classification of financial assets at fair value through profit or loss	33	-	138,358
Share of profit/loss of associates and joint ventures	16	40,567	53,367
Operating profit before financial income and expense		1,084,783	1,479,224
Financial income	34	756,051	720,845
Financial expenses	34	(1,042,569)	(1,027,910)
Profit before tax from continued operations		798,265	1,172,159
Tax income/expense from continued operations	36	(29,251)	(181,250)
- Current tax income / (expense)	36	(79,276)	(194,162)
- Deferred tax income / (expense)	36	50,025	12,912
Profit for the period		769,014	990,909
- Non-controlling interest	28	19,481	40,362
- Equity holders of the parent	28	749,533	950,547
Earnings per share	37	0.5996	0.7604

12.2. Debt information for the companies that are parties to the merger¹⁸

a) Acquiring Company - ŞİŞECAM

Debt Information	Amount (TRY)
Short term liabilities	8,191,171,000
Long term liabilities (excluding the short term portions of long term debts)	11,426,182,000
Total of Short and Long Term Liabilities	19,617,453,000
Equity	19,133,385,000
Paid-in/issued capital	2,250,000,000
Legal reserves	187,644,000
Other reserves	16,695,741,000
TOTAL LIABILITIES AND EQUITY	38,750,838,000

¹⁸ In the tables of this section 12.2 (*Debt Information for the companies that are parties to the merger*) that are taken from the financial statements, figures are expressed in TRY 1 (one), unless stated otherwise.

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

b) Acquired Company 1 - ANADOLU CAM

Debt Information	Amount (TRY)
Short term liabilities	1,974,339,000
Long term liabilities (excluding the short term portions of long term debts)	2,473,234,000
Total of Short and Long Term Liabilities	4,447,573,000
Equity	2,826,011,000
Paid-in/issued capital	750,000,000
Legal reserves	189,125,000
Other reserves	1,886,886,000
TOTAL LIABILITIES AND EQUITY	7,273,584,000

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

c) Acquired Company 2 - DENİZLİ CAM

Debt Information	Amount (TRY)
Short term liabilities	47,372,254
Long term liabilities (excluding the short term portions of long term debts)	13,059,084
Total of Short and Long Term Liabilities	60,431,338
Equity	65,354,266
Paid-in/issued capital	15,000,000
Legal reserves	699,583
Other reserves	49,654,683
TOTAL LIABILITIES AND EQUITY	125,785,604
Net Debt Position	Amount (TRY)
A. Cash	8,677,149
B. Cash Equivalents	18,918
C. Financial Assets for Trading Purposes	-
D. Liquidity (A+B+C)	8,696,067
E. Short Term Financial Receivables	-
F. Short Term Bank Loans	-
G. Short Term Portion of Long Term Bank Loans	-
H. Other Short Term Financial Payables	-
I. Short Term Financial Payables (F+G+H)	-
J. Short Term Net Financial Debt (I-E-D)	(8,696,067)
K. Long Term Bank Loans	-
L. Bonds	-
M. Other Long Term Loans	-
N. Long Term Financial Debt (K+L+M)	-
O. Net Financial Debt (J+N)	(8,696,067)

d) Acquired Company 3 - PAŞABAĞÇE

Debt Information	Amount (TRY)
Short term liabilities	1,283,140,000
Long term liabilities (excluding the short term portions of long term debts)	1,353,877,000
Total of Short and Long Term Liabilities	2,637,017,000
Equity	2,215,809,000

Paid-in/issued capital	224,117,000
Legal reserves	377,978,000
Other reserves	1,613,714,000
TOTAL LIABILITIES AND EQUITY	4,852,826,000

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

e) Acquired Company 4 - SODA SANAYİİ

Debt Information	Amount (TRY)
Short term liabilities	1,524,621,000
Long term liabilities (excluding the short term portions of long term debts)	1,360,939,000
Total of Short and Long Term Liabilities	2,885,560,000
Equity	5,741,864,000
Paid-in/issued capital	1,000,000,000
Legal reserves	229,500,000
Other reserves	4,242,364,000
TOTAL LIABILITIES AND EQUITY	8,627,424,000

Net Debt Position	Amount (TRY)
A. Cash	2,300,473,000
B. Cash Equivalents	-
C. Financial Assets for Trading Purposes	823,215,000
D. Liquidity (A+B+C)	3,123,688,000
E. Short Term Financial Receivables	-
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
I. Short Term Financial Payables (F+G+H)	225,798,000
J. Short Term Net Financial Debt (I-E-D)	(2,897,890,000)
K. Long Term Bank Loans	1,004,605,000
L. Bonds	458,549,000

M. Other Long Term Loans	30,371,000
N. Long Term Financial Debt (K+L+M)	1,493,525,000
O. Net Financial Debt (J+N)	(1,404,365,000)

f) Acquired Company 5 - TRAKYA CAM

Debt Information	Amount (TRY)
Short term liabilities	3,803,187,000
Long term liabilities (excluding the short term portions of long term debts)	4,307,915,000
Total of Short and Long Term Liabilities	8,111,102,000
Equity	6,796,543,000
Paid-in/issued capital	1,250,000,000
Legal reserves	231,539,000
Other reserves	5,315,004,000
TOTAL LIABILITIES AND EQUITY	14,907,645,000
Net Debt Position	Amount (TRY)
A. Cash	3,928,483,000
B. Cash Equivalents	6,000
C. Financial Assets for Trading Purposes	1,235,429,000
D. Liquidity (A+B+C)	5,163,918,000
E. Short Term Financial Receivables	-
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
I. Short Term Financial Payables (F+G+H)	1,435,650,000
J. Short Term Net Financial Debt (I-E-D)	(3,728,268,000)
K. Long Term Bank Loans	2,587,750,000
L. Bonds	2,292,740,000
M. Other Long Term Loans	44,569,000
N. Long Term Financial Debt (K+L+M)	4,925,059,000
O. Net Financial Debt (J+N)	1,196,791,000

13. FUNDING SOURCES OF THE COMPANIES THAT ARE PARTIES TO THE MERGER

13.1. Information on short and long term funding sources¹⁹

a) Acquiring Company - ŞİŞECAM

	31 December 2019	31 December 2018
Current financial liabilities		
Short term borrowings	2,634,647	1,899,428
	31 December 2019	31 December 2018
Short term portion of long term borrowing		
Short term portion of long term borrowings and interests	1,878,253	13,524
Bonds issued	681,772	1,190,869
Bond issuance costs and commissions	82,833	546
Lease liabilities	(24,797)	(126)
Cost of deferred lease liabilities (-)	(1,867)	(1,482)
Total short term portion of long term borrowings	2,616,194	1,203,331
Total current financial liabilities	5,250,841	3,102,759
	31 December 2019	31 December 2018
Long term borrowings		
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)
Total long term financial liabilities	10,594,795	4,333,624
Total borrowings	15,845,636	7,436,383

b) Acquired Company 1 - ANADOLU CAM

	31 December 2019	31 December 2018
Current financial borrowings		
Short-term borrowings	838,576	575,842
Operational lease payables	12,446	-
Deferred operating lease borrowing costs (-)	(3,007)	-
Total short-term borrowings	848,015	575,842
Current portion of long-term borrowings	31 December 2019	31 December 2018
Current portion of long-term borrowings' principals and interest accruals	28,663	240,543

¹⁹ In this Announcement Text, 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.

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)
Total short-term portion of long-term borrowings	403,941	242,951
Total current borrowings	1,251,956	818,793

Non-current borrowings	31 December 2019	31 December 2018
Long-term portion of long-term borrowings	1,565,678	713,833
Principal 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)	-
Total non-current borrowings	2,398,426	1,239,811
Total borrowings	3,650,382	2,058,604

c) Acquired Company 2 - DENİZLİ CAM

Short-term portion of long-term borrowings	31 December 2019	31 December 2018
Lease payables	48,864	-
Deferred lease interest costs (-)	(2,220)	-
Total of the short-term portion of long-term borrowings	46,644	-

In case the company requires funds, it can utilize short term bank loans, and/or can borrow within the Group.

d) Acquired Company 3 - PAŞABAHÇE

Current financial liabilities	31 December 2019	31 December 2018
Short term borrowings	721,537	545,550
Total short term liabilities	721,537	545,550
Short term portion of long term borrowings	31 December 2019	31 December 2018
Short term portion of long term borrowings and interests	67,810	292,033
Operational leasing borrowings	46,176	-
Bonds issued via Sisecam	17,205	-
Bond issuance costs and commissions via Sisecam	(290)	-
Deferred cost of operational leasing	(19,766)	-

Total short term portion of long term borrowings and interests	111,135	292,033
Total short term portion of long term borrowings	832,672	837,583
Long term financial liabilities	31 December 2019	31 December 2018
Long term portion of long term borrowings	157,392	84,325
Bond issued	831,629	-
Bond issuance costs and commissions	(10,442)	-
Operational leasing borrowings	178,874	-
Deferred cost of operational leasing	(64,213)	-
Total long term financial liabilities	1,093,240	84,325
Total financial liabilities	1,925,912	921,908

e) Acquired Company 4 - SODA SANAYİİ

	31 December 2019	31 December 2018
Short-term borrowings		
Short-term bank borrowings	69,189	19
Short term portion of long term borrowings	31 December 2019	31 December 2018
Short term portion of long term borrowings' installments and interests on principal	153,840	219,461
Lease Payables	9,088	-
Deferred lease borrowing costs (-)	(6,319)	-
Due to related parties (Note 38)	184,958	1,352
Issuance differences and commissions of financial liabilities due to related parties	(138)	(148)
Total short term portion of long term bank borrowings	341,429	220,665
Total current financial liabilities	410,618	220,684
	31 December 2019	31 December 2018
Non-current financial liabilities		
Long term portion of long term bank borrowings	1,004,605	58,339
Lease Payables	92,573	-
Deferred lease borrowing costs (-)	(62,202)	-
Due to related parties (Note 38)(*)	277,210	263,045
Issuance differences and commissions of financial liabilities due to related parties	(3,481)	(56)
Total non-current financial liabilities	1,308,705	321,328
Total financial liabilities	1,719,323	542,012

f) Acquired Company 5 - TRAKYA CAM

	31 December 2019	31 December 2018
Current financial liabilities		
Short term borrowings	1,004,911	777,960
Short term portion of long term borrowing		
Short term portion of long term borrowings and interests	415,252	420,527
Financial liabilities to related parties(Note 38)	924,097	6,020
Lease liabilities	15,487	420
Total short term portion of long term borrowings	1,354,836	426,967
Total current financial liabilities	2,359,747	1,204,927
Long term borrowings		
Long term portion of long term borrowings	2,587,750	801,636
Financial liabilities to related parties(Note 38)	1,368,643	1,314,946
Lease liabilities	44,569	-
Total long term financial liabilities	4,000,962	2,116,582
Total borrowings	6,360,709	3,321,509

13.2. Evaluation of cash flows²⁰

a) Acquiring Company - ŞİŞECAM

	Footnote References	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	6	3,164,067	3,460,013
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD (A+B+C+D+E)	6	8,371,417	3,164,067

As of 31.12.2019, cash flow from operations was TRY 2,301,502,000. One of the reasons of the increase compared to the year 2018 is that, net working capital changed positively. Cash outflow for investments was TRY 2,952,838,000. The reason of the increase compared to the year 2018 is the significant amount of investment expenditures, as explained in the Investments

²⁰ In this Announcement Text, 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.

section. Cash flow for the financing activities was TRY 4,933,585,000. The most important reason for the increase compared to the year 2018 is the bond for 700,000,000 US Dollar, which was issued in 2019.

b) Acquired Company 1 - ANADOLU CAM

	Footnote References	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)
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	6	153,581	567,689
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD (A+B+C+D+E)	6	989,663	153,581

As of 31.12.2019, cash flow from operations was TRY 491,853,000. One of the reasons of the increase compared to the year 2018 is that; although net working capital, trade receivables and inventories changed negatively, there have been working capital adjustments which have not required cash outflows. Cash outflow for investments was TRY 761,163,000. The reason of the increase compared to the year 2018 is the significant amount of 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 the year 2018 is the bond for 700,000,000 US Dollar, which was issued in 2019 by Şişecam. The Company guaranteed and utilized 140,000,000 US Dollar of this bond.

c) Acquired Company 2 - DENİZLİ CAM

	Footnote References	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	6	187,322	243,941
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD (A+B+C+D)	6	8,696,067	187,322

As of 31.12.2019, cash flow from operations was TRY 18,367,000. The reason of the increase compared to the year 2018 is 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 have been lower compared to the year 2018. Cash outflow for the financing activities was TRY 6,283,000. The most important reason for the increase compared to the year 2018 is; inflows from operations and the repayments of the funds borrowed from Şişecam.

d) Acquired Company 3 - PAŞABAHÇE

	Footnote references	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	6	88,106	40,024
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD (A+B+C+D+E)	6	406,179	88,153

As of 31.12.2019, cash flow from operations was TRY 287,472,000. One of the most significant reasons of the increase compared to the year 2018 is that; the company repaid a significant amount under the item of "other payables", using the funds obtained from Şişecam, by guaranteeing and utilizing the 140,000,000 US Dollar portion of the bond issued by Şişecam in 2019, original amount being 700,000,000 US Dollar. Cash outflow for investments was TRY 92,850,000. The reason of the decrease compared to the year 2018 is, tangible fixed assets purchased under the investment plan have been lower. Cash flow for the financing activities was TRY 620,519,000. The most important reason for the increase compared to the year 2018 is the bond for 700,000,000 US Dollar, which was issued in 2019 by Şişecam. The Company guaranteed and utilized 140,000,000 US Dollar of this bond.

e) Acquired Company 4 - SODA SANAYİİ

	Footnote references	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	6	1,192,805	788,839
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD (A+B+C+D+E)	6	2,302,743	1,192,805

As of 31.12.2019, cash flow from operations was TRY 681,622,000. One of the most important reasons of the decrease compared to the year 2018 is the increase in inventories. Cash outflow for investments was TRY 512,706,000. The reason of the decrease compared to the year 2018 is, tangible fixed assets purchased under the investment plan have been lower. Cash flow for the financing activities was TRY 713,474,000. One of the most important reasons for the increase compared to the year 2018 is the bond for 700,000,000 US Dollar, which was issued in 2019 by Şişecam. The Company guaranteed and utilized 50,000,000 US Dollar of this bond.

f) Acquired Company 5 - TRAKYA CAM

	Footnote References	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	6	1,340,125	1,390,357
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD (A+B+C+D+E)	6	3,927,401	1,340,125

As of 31.12.2019, cash flow from operations was TRY 1,140,852,000. One of the most important reasons of the increase compared to the year 2018 is the decrease in trade receivables. Cash outflow for investments was TRY 1,159,508,000. The reason of the increase compared to the year 2018 is the significant amount of 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 the year 2018 is the bond for 700,000,000 US Dollar, which was issued by Şişecam in 2019. The Company guaranteed and utilized 233,000,000 US Dollar of this bond. Additionally, the Company utilized a syndicated loan for 200,000,000 Euro, with the purpose to finance the investment activities.

13.3. Evaluation on 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 declaration²¹

a) Acquiring Company - ŞİŞECAM

As of 31.12.2019, the amount of ŞİŞECAM current assets is TRY 17,241,254, the amount of short term liabilities is TRY 8,191,171, and net working capital is TRY 9,050,083. The Company does not have a shortfall of working capital.

b) Acquired Company 1 - ANADOLU CAM

As of 31.12.2019, the amount of ANADOLU CAM current assets is TRY 2,875,605, the amount of short term liabilities is TRY 1,974,339, and net working capital is TRY 901,266. The Company does not have a shortfall of working capital.

c) Acquired Company 2 - DENİZLİ CAM

As of 31.12.2019, the amount of DENİZLİ CAM current assets is TRY 55,914,643, the amount of short term liabilities is TRY 47,372,254, and net working capital is TRY 8,542,389. The Company does not have a shortfall of working capital.

d) Acquired Company 3 - PAŞABAĞÇE

As of 31.12.2019, the amount of PAŞABAĞÇE current assets is TRY 2,501,372, the amount of short term liabilities is TRY 1,283,140, and net working capital is TRY 1,218,232. The Company does not have a shortfall of working capital.

e) Acquired Company 4 - SODA SANAYİİ

As of 31.12.2019, the amount of SODA SANAYİİ current assets is TRY 4,053,660, the amount of short term liabilities is TRY 1,524,621, and net working capital is TRY 2,529,039. The Company does not have a shortfall of working capital.

²¹ In the tables of this section 13.4 (*Working capital declaration*) that are taken from the financial statements of ŞİŞECAM, ANADOLU CAM, PAŞABAĞÇE, SODA SANAYİİ and TRAKYA CAM, figures are expressed in TRY thousand, unless stated otherwise. This does not include DENİZLİ CAM.

f) Acquired Company 5 - TRAKYA CAM

As of 31.12.2019, the amount of TRAKYA CAM current assets is TRY 6,895,059, the amount of short term liabilities is TRY 3,803,187, and net working capital is TRY 1,250,000. The Company does not have a shortfall of working capital.

13.5. Information on the restrictions on the use of funds, which had or may have a significant impact on operations, directly or indirectly²²

a) Acquiring Company - ŞİŞECAM

The following table indicates the collateral/pledge/mortgage ("CPM") position of ŞİŞECAM as of 31.12.2019:

CPMs given by the Company	31 December 2019					TRY and other
	TRY equivalent	US Dollar	Euro	Russian Ruble	TRY equivalent	
A. Total Amount of CPMs Given in the Name of Own Legal Personality	2,729	-	-	-	2,729	
B. Total Amount of CPMs Given in Favor of the Companies that are within the Scope of Full Consolidation	2,366,175	21,579	135,546	12,525,744	140,070	
C. Total Amount of CPMs Given with the Purpose to Guarantee the Debts of 3rd Persons, to Maintain the Normal Course of Business	-	-	-	-	-	
D. Total Amount of CPMs Given with other Purposes	4,751,780	799,936	-	-	-	
i. Total Amount of CPMs Given in Favor of the Parent Company (*)	4,751,780	799,936	-	-	-	
ii. Total Amount of CPMs Given in Favor of other Group Companies, that are not within the Scope of Items B and C	-	-	-	-	-	

²²

In this Announcement Text, 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.

Total Amount of CPMs
Given in Favor of 3rd
Persons, that are not within
the Scope of Item C.

	-	-	-	-	-
Total	7,120,684	821,515	135,546	12,525,744	142,799

The ratio of other CPMs given by the Company to the Company's total shareholders' equity is 24.84%, as of 31 December 2019.

b) Acquired Company 1 - ANADOLU CAM

The following table indicates the collateral/pledge/mortgage position of ANADOLU CAM as of 31.12.2019:

CPMs given by the Group	TRY equivalent	US Dollar	Euro	Russian Ruble	31 December 2019
					TRY and other Currencies TRY Equivalent
A. Total Amount of CPMs Given in the Name of Own Legal Personality	19,264	-	-	-	19,264
B. Total Amount of CPMs Given in Favor of the Companies that are within the Scope of Full Consolidation	723,264	3,899	55,000	3,500,000	-
C. Total Amount of CPMs Given with the Purpose to Guarantee the Debts of 3rd Persons, to Maintain the Normal Course of Business.	11,458	-	-	-	11,458
D. Total Amount of CPMs Given with other Purposes	-	-	-	-	-
i. Total Amount of CPMs Given in Favor of the Parent Company (*)	-	-	-	-	-
ii. Total Amount of CPMs Given in Favor of other Group Companies, that are not within the Scope of Items B and C.	-	-	-	-	-
iii. Total Amount of CPMs Given in Favor of 3rd Persons, that are not within the Scope of Item C	-	-	-	-	-
Total	753,986	3,899	55,000	3,500,000	30,722

c) Acquired Company 2 - DENİZLİ CAM

The following table indicates the CPM position of DENİZLİ CAM as of 31.12.2019:

CPMs given by the Company	31 December 2019				
	TRY equivalent	US Dollar	Euro	Russian Ruble	TRY
A. Total Amount of CPMs Given in the Name of Own Legal Personality	3,837,264	-	-	-	3,837,264
B. Total Amount of CPMs Given in Favor of the Companies that are within the Scope of Full Consolidation	-	-	-	-	-
C. Total Amount of CPMs Given with the Purpose to Guarantee the Debts of 3rd Persons, to Maintain the Normal Course of Business	-	-	-	-	-
D. Total Amount of CPMs Given with other Purposes					
i. Total Amount of CPMs Given in Favor of the Parent Company (*)	-	-	-	-	-
ii. Total Amount of CPMs Given in Favor of other Group Companies, that are not within the Scope of Items B and C	-	-	-	-	-
iii. Total Amount of CPMs Given in Favor of 3rd Persons, that are not within the Scope of Item C	-	-	-	-	-
Total	3,837,264	-	-	-	3,837,264

d) Acquired Company 3 - PAŞABAHÇE

The following table indicates the CPM position of PAŞABAHÇE as of 31.12.2019:

CPMs given by the Company	31 December 2019				
	TRY equivalent	US Dollar	Euro	Russian Ruble	TRY and other currencies TRY equivalent
A. Total Amount of CPMs Given in the Name of Own Legal Personality	110,848	-	-	-	110,848
B. Total Amount of CPMs Given in Favor of the Companies that are within the Scope of Full Consolidation.	612,558	-	-	-	612,558
C. Total Amount of CPMs Given with the Purpose to Guarantee the Debts of 3rd Persons, to Maintain the Normal Course of Business	-	-	-	-	-

D. Total Amount of CPMs Given with other Purposes	-	-	-	-	-
iii. Total Amount of CPMs Given in Favor of the Parent Company (*)	-	-	-	-	-
iv. Total Amount of CPMs Given in Favor of other Group Companies, that are not within the Scope of Items B and C	-	-	-	-	-
v. Total Amount of CPMs Given in Favor of 3rd Persons, that are not within the Scope of Item C	-	-	-	-	-
Total	723,406	-	-	-	723,406

e) Acquired Company 4 - SODA SANAYİİ

The following table indicates the CPM position of SODA SANAYİİ as of 31.12.2019:

Collaterals, pledge and mortgages given by the Company	31 December 2019			
	Total TRY	USD	Euro	TRY
A. Given Under the Group's Own Corporate Identity	145,411	1,260	275	136,098
B. Given In Favour of Fully Consolidated Subsidiaries	575,877	-	9,703	511,344
C. Continuation of Trading Operations				
Given In Favour of Third Parties for the Regular	None	None	None	None
D. Total of Other Guarantees, Pledges and Mortgages	None	None	None	None
i. Given in Favour of Main Shareholder (*)	None	None	None	None
ii. Given in Favour of Other Related Parties				
Not Covered By B and C	None	None	None	None
iii. Given in Favour of Third Parties Not Covered by C	None	None	None	None
	721,288	1,260	9,978	647,442

f) Acquired Company 5 - TRAKYA CAM

The following table indicates the CPM position of TRAKYA CAM as of 31.12.2019:

CPMs given by the Company	31 December 2019			
	TRY equivalent	US Dollar	Euro	Other
A. Total Amount of CPMs Given in the Name of Own Legal Personality	-	-	-	-
B. Total Amount of CPMs Given in Favor of the Companies that are within the Scope of Full Consolidation	2,147,063	-	307,691	100,734
C. Total Amount of CPMs Given with the Purpose to Guarantee the Debts of 3rd Persons, to Maintain the Normal Course of Business	-	-	-	-
D. Total Amount of CPMs Given with other Purposes	-	-	-	-
i. Total Amount of CPMs Given in Favor of the Parent Company	-	-	-	-
ii. Total Amount of CPMs Given in Favor of other Group Companies, that are not within the Scope of Items B and C	-	-	-	-
iii. Total Amount of CPMs Given in Favor of 3rd Persons, that are not within the Scope of Item C	-	-	-	-
Total	2,147,063	-	307,691	100,734

13.6. Information on; planned investments that have been decided by the board of directors, funding sources estimated to be used for the existing significant tangible fixed assets and the ones that are planned to be purchased, including the ones that are acquired through financial leasing:

None.

14. RESEARCH AND DEVELOPMENT, PATENTS AND LICENSES

14.1. Information on the research and development policies of All Parties, the payments made for research and development activities, including the research and development events that are sponsored by All Parties

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 the Law on Incentivizing Research, Development and Design Activities numbered 5746. 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 has been TRY 106,087,485. 35% of the projects executed was for flat glass, 29% for glassware, 22% for glass packaging, 9% for glass fiber and raw materials, and 5 % was 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.

During the year 2019, collaborative RTD activities were carried out with the research and development units of universities, research institutes and companies. The number of these entities was 60, 32 of them being national and 28 being international. Within the framework of 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 an international level, ŞİŞECAM is an important player with respect to the global efforts in this field. The Group's 49 active furnaces reached a glass production capacity of 7 million tons a year. Per ton energy consumption values of all furnaces are 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* 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.

Within the scope 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. 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. Frederic Beer Bottle design received 7 awards, 4 of them being international awards.

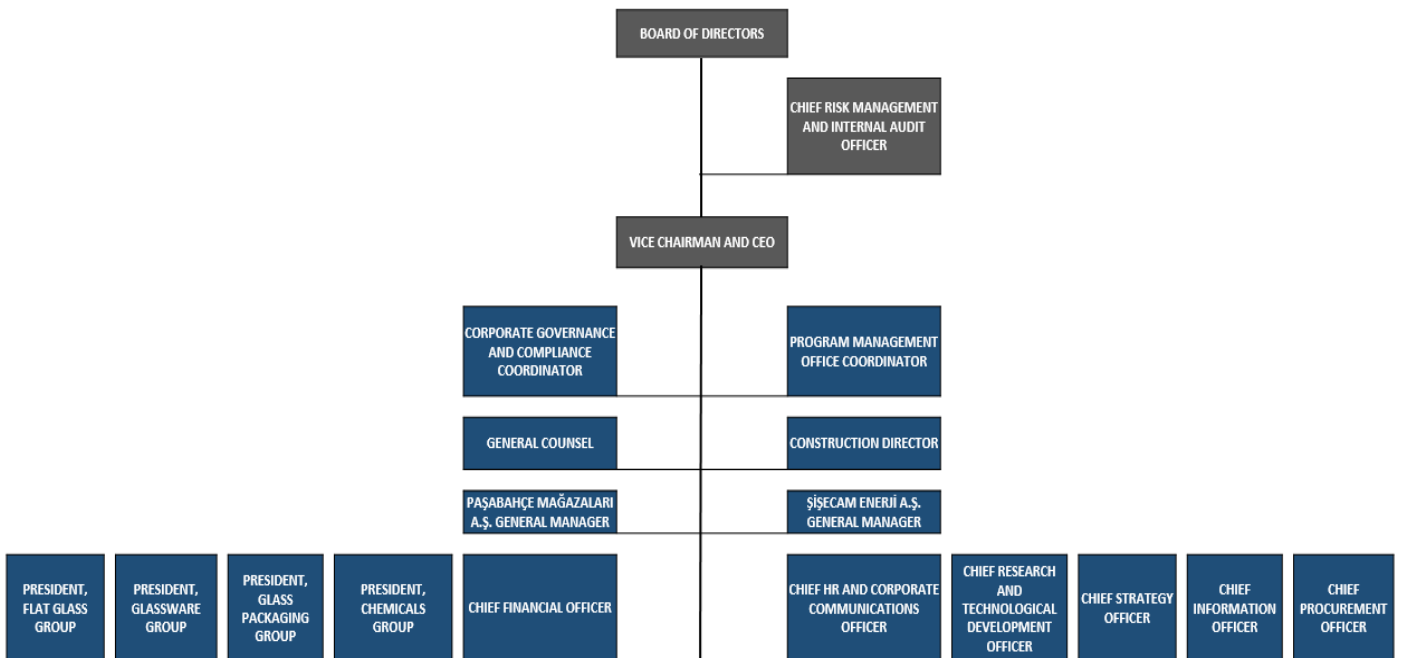
With the purpose to empower the new generations for a sustainable future, Glass Technology training programs are being prepared for employees at all levels, together with ŞİŞECAM Academy. Another initiative with the same purpose had started in 2016, being the Glass Science and Technology Graduate Program of Gebze Technical University. In 2019, the first group of graduates had their master's degree.

ŞİŞECAM has been hosting the 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 of these being foreign speakers, and 21 of them being specially invited speakers.

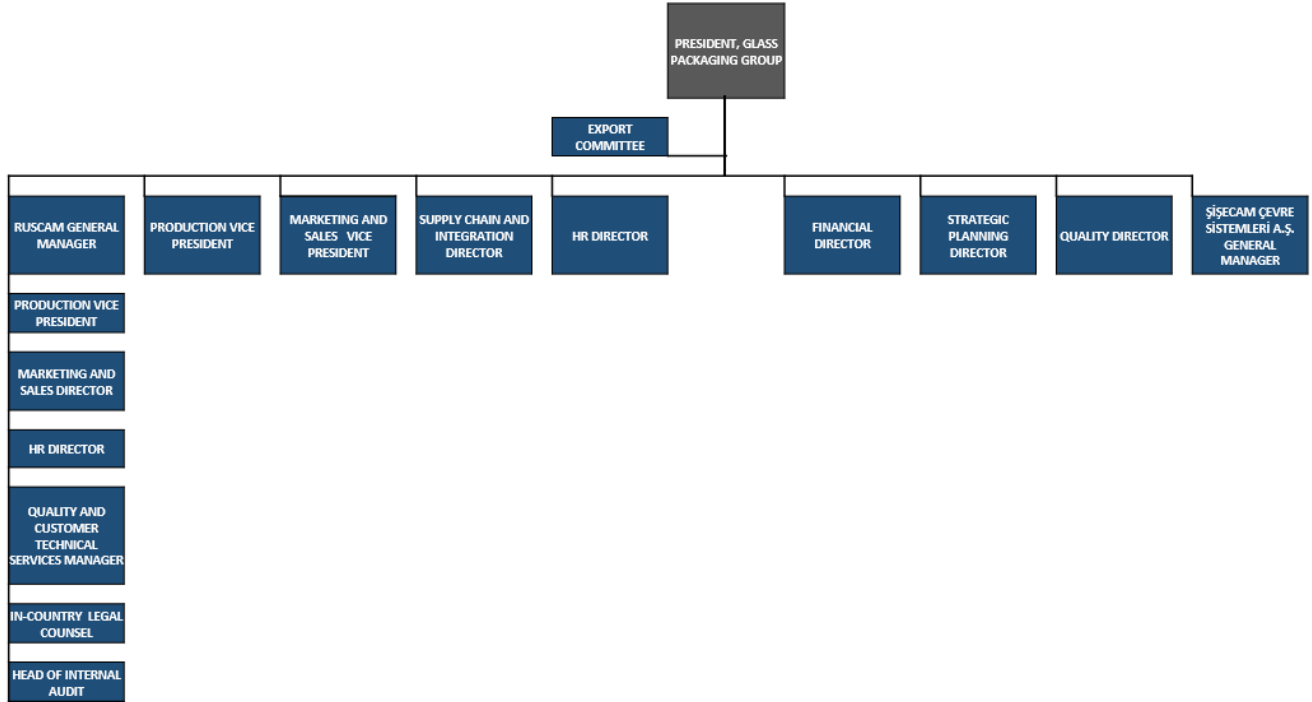
15. ORGANIZATIONAL STRUCTURE, MANAGING BODIES, SENIOR EXECUTIVES AND EMPLOYEES

15.1. General organization chart of the companies that are parties to the merger

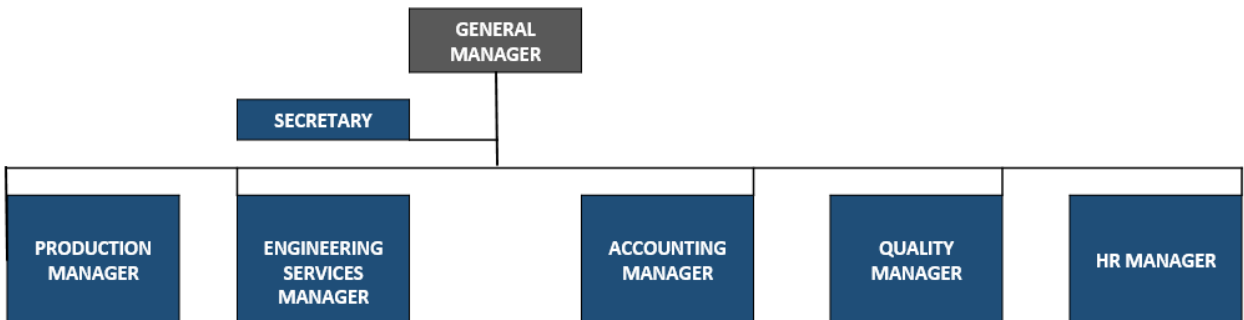
a) Acquiring Company - ŞİŞECAM



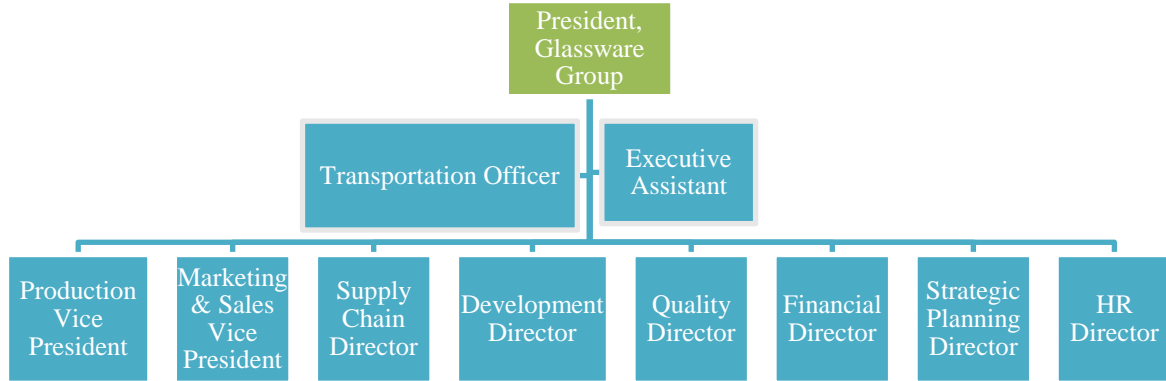
b) Acquired Company 1 - ANADOLU CAM



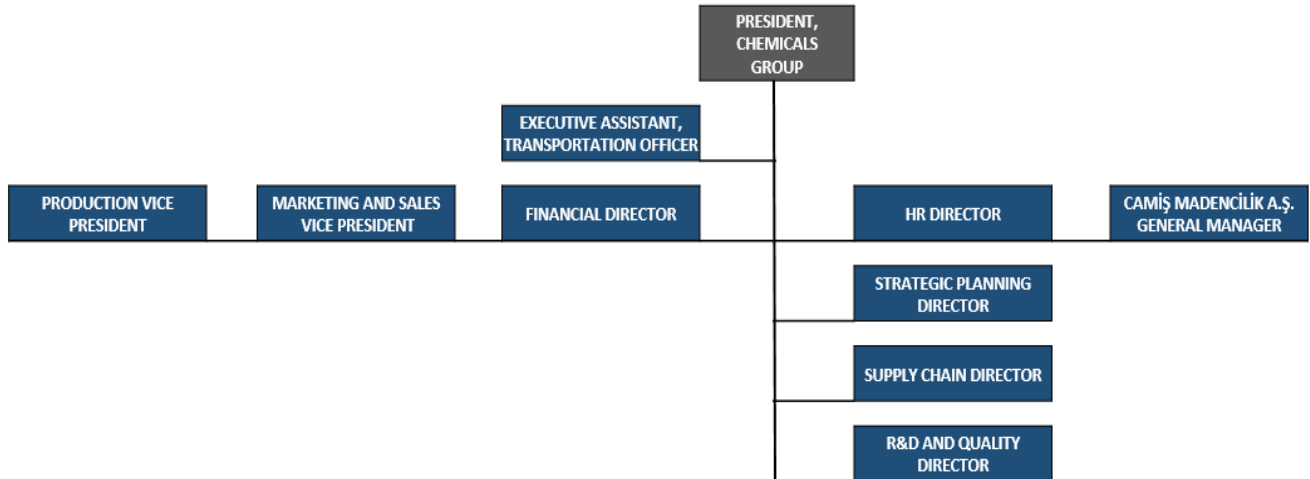
c) Acquired Company 2 - DENİZLİ CAM



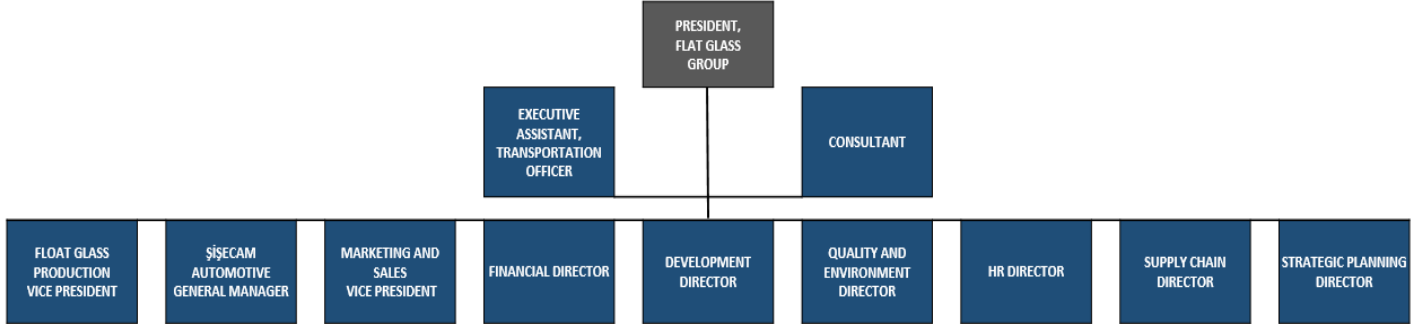
d) Acquired Company 3 - PAŞABAHÇE



e) Acquired Company 4 - SODA SANAYİİ



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



15.2. Organizational structure

15.2.1. Information on the members of the board of directors of the companies that are parties to the merger

a) Acquiring Company - ŞİŞECAM

Board members were elected at the Ordinary General Assembly Meeting held on 27.03.2020 for the year 2019, to serve until the ordinary general assembly in which the results of the year 2020 will be discussed. This matter was published in the Turkish Trade Registry Gazette on 13.04.2020, with No. 10057.

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 of the Board	Chairman of the Board	27.03.2021	0	
PROF. DR. AHMET KIRMAN	Vice Chairman of the Board	Vice Chairman and CEO	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)	(%)
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	
PROF. DR. ŞENER OKTİK	Board Member, Member of the Corporate Governance Committee	Chief Research and Technological Development Officer	27.03.2021	0	
DR. MEHMET CEM KOZLU	Board Member (Independent Member)	Board Member (Independent Member)	27.03.2021	0	
AYSUN MERCAN	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	
DİNÇ KIZILDEMİR	Board Member (Independent Member), Member of the Audit Committee, Member of the	Board Member (Independent Member)	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)	(%)
	Early Detection of Risk Committee, Member of the Corporate Governance Committee				

b) Acquired Company 1 - ANADOLU CAM

Board members were elected at the Ordinary General Assembly Meeting held on 26.03.2020 for the year 2019, to serve until the ordinary general assembly in which the results of the year 2020 will be discussed. This matter was published in the Turkish Trade Registry Gazette on 13.04.2020, with No. 10057.

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)	(%)
PROF. DR. AHMET KIRMAN	Chairman of the Board	Chairman of the Board	26.03.2021	0	
ABDULLAH KILINÇ	Vice Chairman of the Board	President of Glass Packaging Group, Vice President of Production, Vice Chairman of the Board of Directors	26.03.2021	0	
ZEYNEP HANSU UÇAR	Board Member, Member of the Corporate Governance Committee, Member of the Early Detection of Risk Committee	Board 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)	(%)
SİBEL KOÇ KARACAOĞLU	Board Member, Member of the Corporate Governance Committee	Director of Financial Affairs, Director of Budget and Financial Control, Board Member	26.03.2021	0	
MEHMET CELAL BETİL	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	
İLHAN İL	Board Member (Independent Member), Member of the Audit Committee, Member of the Early Detection of Risk Committee	Board Member (Independent Member)	26.03.2021	0	

c) Acquired Company 2 - DENİZLİ CAM

Board members were elected at the Ordinary General Assembly Meeting held on 24.03.2020 for the year 2019, to serve until the ordinary general assembly in which the results of the year 2020 will be discussed. This matter was published in the Turkish Trade Registry Gazette on 07.04.2020, with No. 10053.

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)	(%)
CEMİL TOKEL	Chairman of the Board	President of Glassware Group Chairman of the Board	24.03.2021	0	
GÖKHAN GÜRALP	Vice Chairman of the Board, Member of the Corporate Governance Committee, Member of the Early Detection of Risk Committee	Vice Chairman of the Board	24.03.2021	0	
MEHMET SEFA PAMUKSUZ	Board Member (Independent Member), Audit Committee (Chairman) - Corporate Governance Committee (Chairman) - Early Detection of Risk Committee (Chairman)	Board Member (Independent Member)	24.03.2021	0	
PROF. DR. GÜL OKUTAN NİLSSON	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	
OSMAN ÖZTÜRK	Board Member	Board Member, Vice President of Production of Glassware Group	24.03.2021	0	

d) Acquired Company 3 - PAŞABAHÇE

Board members were elected at the Ordinary General Assembly Meeting held on 26.03.2020 for the year 2019, to serve until the ordinary general assembly in which the results of the year 2022 will be discussed. This matter was published in the Turkish Trade Registry Gazette on 17.04.2020, with No. 10061.

Name-Surname	Position	The Posts Taken in the Last 5 Years	Term of Office/Remaining Term of Office	Share in the Capital (%)	
				(TRY)	(%)
PROF. DR. AHMET KIRMAN	Chairman of the Board	Chairman of the Board	26.03.2023	0	
CEMİL TOKEL	Vice Chairman of the Board	Vice Chairman of the Board, Board Member	26.03.2023	0	
ZEYNEP HANSU UÇAR	Board Member	Board Member	26.03.2023	0	
GÖKHAN GÜRALP	Board Member	Board Member	26.03.2023	0	
MEHMET CELAL BETİL	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 27.03.2020 for the year 2019, to serve until the ordinary general assembly in which the results of the year 2020 will be discussed. This matter was published in the Turkish Trade Registry Gazette on 10.04.2020, with No. 10056.

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)	(%)
PROF. DR. AHMET KIRMAN	Chairman of the Board	Chairman of the Board	27.03.2023	0	
TAHSİN BURHAN ERGENE	Vice Chairman of the Board	President of Chemicals Group, Vice Chairman of the Board of Directors, Vice President of Marketing and Sales of the Chemicals Group	27.03.2023	0	
UMUT BARIŞ DÖNMEZ	Board Member, Corporate Governance Committee (Member)	Director of Financial Affairs, Financial Affairs Group Manager, Board Member	27.03.2023	0	
MURAT DOĞAN	Board Member, Member of the Early Detection of Risk Committee	None	27.03.2023	0	
MEHMET SEFA PAMUKSUZ	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	
AYSUN MERCAN	Board Member (Independent Member), Audit Committee (Member), Corporate Governance Committee (Member), Early Detection of Risk	Independent Member, Board Member	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)	(%)
	Committee (Member)				

f) Acquired Company 5 - TRAKYA CAM

Board members were elected at the Ordinary General Assembly Meeting held on 26.03.2020 for the year 2019, to serve until the ordinary general assembly in which the results of the year 2020 will be discussed. This matter was published in the Turkish Trade Registry Gazette on 13.04.2020, with No. 10057.

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)	(%)
PROF. DR. AHMET KIRMAN	Chairman of the Board	Chairman of the Board	26.03.2021	0	
DR. REHA AKÇAKAYA	Vice Chairman of the Board	Vice Chairman of the Board of Directors, President of Flat Glass Group	26.03.2021	0	
HÜSEYİN BURAK DAĞLI	Board Member	Board Member, Director of Financial Affairs	26.03.2021	0	
ZEYNEP HANSU UÇAR	Board Member, Member of the Corporate Governance Committee. Member of the Early Detection of Risk Committee	Board 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)	(%)
DİNÇ KIZILDEMİR	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	
İLHAN İL	Board Member (Independent Member), Member of the Corporate Governance Committee. Member of the Audit Committee. Member of the Early Detection of Risk Committee	Board Member (Independent Member)	26.03.2021	0	

15.2.2. Information on the personnel having 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)	(%)	
PROF. DR. AHMET KIRMAN	Vice Chairman of the Board - CEO	0		Vice Chairman of the Board - CEO

Name-Surname	Position	Share in the Capital (%)		The Posts Taken at the Company in the Last 5 Years
		(TRY)	(%)	
DR. REHA AKÇAKAYA	President of Flat Glass Group	0		None
CEMİL TOKEL	President of Glassware Group	0		None
ABDULLAH KILINÇ	President of Glass Packaging Group	0		None
TAHSİN BURHAN ERGENE	President of Chemicals Group	0		None
MUSTAFA GÖRKEM ELVERİCİ	Chief Financial Officer	0		None
ÖZLEM VERGON	Chief Strategy Officer	0		None
ŞENGÜL DEMİRCAN	Chief Human Resources and Corporate Communications Officer	0		None
SELMA ÖNER	Chief Procurement Officer	0		Group Procurement Coordinator
BAŞAK ÖGE	Corporate Governance and Compliance Coordinator	0		Investor Relations Director
ÖZGÜN ÇINAR	Chief Risk Management and Internal Audit Officer	0		Chief Risk Officer

Name-Surname	Position	Share in the Capital (%)		The Posts Taken at the Company in the Last 5 Years
		(TRY)	(%)	
GÖKHAN KIPÇAK	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)	(%)	
ABDULLAH KILINÇ	President of Glass Packaging Group. Vice Chairman of the Board	0		Vice President of Production, Vice Chairman of the Board of Directors
KADİR BALLI	Vice President of Production	0		ANADOLU CAM San. A.Ş. Yenişehir Plant Manager
BURAK ATALAY	Vice President of Marketing and Sales	0		None
İBRAHİM HAKAN ÇOPUR	Supply Chain and Integration Director	0		Russia Operations Supply Chain Director
SİBEL KOÇ KARACAOĞLU	Director of Financial Affairs, Board Member	0		Budget and Financial Control Manager
OYA SAÇAR	Quality Director	0		Quality Manager

Name-Surname	Position	Share in the Capital (%)		The Posts Taken at the Company in the Last 5 Years
		(TRY)	(%)	
OSMAN FARUK KAPU	Human Resources Director	0		None
SELİM KALKAN	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)	(%)	
CEMİL TOKEL	Chairman of the Board of Directors, President of Glassware Group.	0		Chairman of the Board

d) Acquired Company 3 - PAŞABAHÇE

Name-Surname	Position	Share in the Capital (%)		The Posts Taken at the Company in the Last 5 Years
		(TRY)	(%)	
CEMİL TOKEL	President of Glassware Group, Vice Chairman of the Board of Directors	0		Vice Chairman of the Board
OSMAN ÖZTÜRK	Vice President of Production	0		Paşabahçe Cam Kırklareli Plant Manager
BAŞAR TIRPANCI	Strategic Planning Director	0		None

Name-Surname	Position	Share in the Capital (%)		The Posts Taken at the Company in the Last 5 Years
		(TRY)	(%)	
MUSTAFA KEREM BAŞKONYALI	Supply Chain Director	0		None
UFUK MAHİR	Human Resources Director	0		None
VEDAT SEDİROĞLU	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)	(%)	
TAHSİN BURHAN ERGENE	Vice Chairman of the Board of Directors, President of Chemicals Group	0		Vice President of Marketing and Sales, Vice Chairman of the Board of Directors
ALTUĞ RIFAT ŞENER	Vice President of Production Chemicals Group	0		ŞİŞECAM Elyaf A.Ş. General Manager, Advisor to the Chemicals Group
FEHMİ ALANLI	Vice President of Marketing and Sales, Chemicals Group	0		Chromium Marketing and Sales Group Manager
UMUT BARIŞ DÖNMEZ	Director of Financial Affairs - Chemicals Group, Board Member	0		Group Financial Affairs Manager, Board Member
İMİRAN EROĞUL	Chemicals Group Human Resources Director	0		Chemicals Group Human Resources Director

Name-Surname	Position	Share in the Capital (%)		The Posts Taken at the Company in the Last 5 Years
		(TRY)	(%)	
SELMA AKYOL	Supply Chain Director	0		Supply Chain Director
HÜSEYİN ALTUĞ ÖZEREN	ŞİŞECAM Elyaf A.Ş. General Manager	0		Strategic Planning Director
FARUK TAMER AKKÖSEOĞLU	Soda Sanayii A.Ş. Development and Quality Director	0		None
ONUR DERİCİ	Cromital S.P.A General Manager	0		Soda Sanayii A.Ş. Domestic Sales Manager
SEFA ÖZİNCEGEDİK	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)	(%)	
DR. REHA AKÇAKAYA	Vice Chairman of the Board of Directors, President of Flat Glass Group	0		Chairman of the Board of Directors Vice Chairman of the Board of Directors, Vice President of Auto Glass
SALİHA EBRU ŞAPOĞLU	Vice President of Marketing and Sales	0		Marketing Group Manager, Overseas Marketing Manager

Name-Surname	Position	Share in the Capital (%)		The Posts Taken at the Company in the Last 5 Years
		(TRY)	(%)	
GÖKHAN ATIKKAN	Float Glass Production Vice President	0		Trakya Lüleburgaz Plant Manager
HÜSEYİN BURAK DAĞLI	Director of Financial Affairs	0		None
ANIL KARACA	ŞİŞECAM Otomotiv A.Ş. General Manager	0		Director of Financial Affairs
BÜLENT AYDIN	Strategic Planning Director	0		None
DİKMEN ÜNAL ÜNLÜ	Human Resources Director	0		None
HAKAN ÖZDAMAR	Quality and Environment Director	0		None
SERKAN ŞAHİN	Development Director	0		None
BANU ÇELİK	Supply Chain Director	0		None

15.2.3. If the companies that are parties to the merger were incorporated within the last 5 years, information on the founders

All Parties were not incorporated within the last 5 years.

15.2.4. Information on the relationship between the current board members of All Parties and the personnel having executive authorities, if they are related to each other. Additionally, if the companies that are parties to the merger were incorporated within the last 5 years, information on the relationship between the founders, if they are related to each other:

All Parties were not incorporated within the last 5 years. Current board members of All Parties and the personnel having executive authorities are not related to each other.

15.3. Legal names of all the companies where the board members of All Parties, and the personnel having executive authorities 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.
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.

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	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.
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.

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
Dinç 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.
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.

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
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.
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.

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	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.
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.

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	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.
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.

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	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.
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.

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 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.
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 Burgan Ergene	SODA SANAYİİ	345.65	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
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.
Murat Doğan	Bayek Tedavi Sağlık Hizmetleri ve İşletmeciliği A.Ş.	0	Continues.
Murat Doğan	Trakya Yatırım Holding A.Ş.	0	Continues.
Murat Doğan	İş-Altınhas İnşaat Taahhüt ve Tic. A.Ş.	0	Continues.
Mehmet Sefa Pamuksuz	DENİZLİ CAM	0	Continues.
Mehmet Sefa Pamuksuz	PAL Politika Analiz Laboratuvarları Anonim Şirketi	0	-

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
Aysun Mercan	Bank Of Tokyo Mitsubishi UFJ Turkey A.Ş.	0	Continues.
Aysun Mercan	Türkiye Şişe ve Cam Fabrikaları A.Ş.	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	PAŞABAHÇE	0	Continues.
Prof. Dr. Ahmet Kırman	ŞİŞECAM	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.

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	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 Alliance 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.
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.

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	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 having executive authorities, stating whether these persons 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 numbered 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 that are parties to 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 that are parties to 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	-	-
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

Name-Surname	Position	Assignment Date	Telephone	E-mail	Type of the License	Number of the License
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 that are parties to 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 the Group companies' risk management systems.

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
Audit Committee	Dinç Kızıldemir	Yes	Board member
Audit Committee	Aysun Mercan	No	Board member
Corporate Governance Committee	Dinç 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	Dinç 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
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 are also applicable for 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

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	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 are also applicable for DENİZLİ 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	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

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
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 are also applicable for PAŞABAHÇE.

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	Gökhan Güralp	No	Board member
Audit Committee	Mehmet Celal Betil	Yes	Board member
Audit Committee	Zeynep Hansu Uçar	No	Board member
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 are also applicable for SODA SANAYİİ.

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 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 are also applicable for TRAKYA 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	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

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	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 that are parties to the merger, and significant changes to this information

Information presented under this heading No. 15.11 is provided separately for each of All Parties. Consolidated figures and information are different than this information.

a) Acquiring Company – Şişecam

The number of the actual employees of ŞİŞECAM is 746, and all of these are white collar employees. All directly employed personnel of ŞİŞECAM are working in Turkey.

b) Acquired Company 1 - ANADOLU CAM

The number of the actual employees of ANADOLU CAM is 1,869. 676 of these are white collar, 1,168 are blue collar, and 25 are temporary employees. All directly employed personnel of ANADOLU CAM are working in Turkey.

c) Acquired Company 2 – Denizli Cam

The number of the actual employees of DENİZLİ CAM is 646. 75 of these are white collar and 571 are blue collar employees. All directly employed personnel of DENİZLİ CAM are working in Turkey.

d) Acquired Company 3 - PAŞABAĞÇE

The number of the actual employees of PAŞABAĞÇE is 3,103. 755 of these are white collar and 2,348 are blue collar employees. All directly employed personnel of PAŞABAĞÇE are working in Turkey.

e) Acquired Company 4 – Soda Sanayii

The number of the actual employees of SODA SANAYİİ is 995. 443 of these are white collar and 552 are blue collar employees. All directly employed personnel of SODA SANAYİİ are working in Turkey.

f) Acquired Company 5 - TRAKYA CAM

The number of the actual employees of TRAKYA CAM is 1,794. 642 of these are white collar, 1,088 are blue collar, and 64 are 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 affiliates²³:

²³ In this Announcement Text, the tables extracted from the financial statements of ŞİŞECAM, ANADOLU CAM, PAŞABAĞÇE, SODA SANAYİİ and TRAKYA CAM indicate the figures as TRY thousand, unless otherwise stated. This does not include DENİZLİ CAM.

a) Acquiring Company - ŞİŞECAM

Benefits provided to key management	1 January- December 31 2019	1 January- December 31 2018
Parent company (Holding)	26,067	20,137
Other consolidated companies	78,164	68,741
	104,231	88,878

Key management personnel of ŞİŞECAM are Chairman of the Board, 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

Benefits provided to key management	1 January - 31 December 2019	1 January - 31 December 2018
Parent company	7,298	6,064
Other consolidated companies	14,320	11,397
	21,618	17,461

Key management personnel of the Company are Chairman of the Board, board members, general manager, group presidents, assistant general managers, and plant managers. Between the dates of 1 January-31 December 2019, TRY 288 thousand 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	31 December 2019	31 December 2018
Salaries and other short term benefits granted to employees	1,488,205	1,184,407
Severance pay provision expense	204,449	176,786
	1,692,654	1,361,193

Key management personnel of the Company are Chairman of the Board, 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 - PAŞABAĞÇE

Benefits provided to key management	1 January - 31 December 2019	1 January - 31 December 2018
Parent company	2,862	2,948
Other consolidated companies	3,877	5,355
	6,739	8,303

Key management personnel of PAŞABAĞÇE are Chairman of the Board, 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

Key management compensation benefits	1 January-31 December 2019	1 January-31 December 2018
Parent	6,398	6,238
Consolidated entities	4,127	2,876
	10,525	9,114

Key management personnel of SODA SANAYİİ 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

Benefits provided to key management	1 January-31 December 2019	1 January-31 December 2018
Parent company	7,873	5,987
Other consolidated companies	23,312	22,926
	31,185	28,913

Key management personnel of TRAKYA CAM 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.

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:

All Parties have not allocated a separate amount of funds to make payments of retirement salary, severance pay or similar benefits to the board members and employees having executive authorities, excluding the benefits that have to be granted according to the legal regulations.

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 5% or more share in the capital, or as the voting right, directly:

Shareholder's Full Name / Trade Name	Share in the Capital (TRY)	Share in the Capital (%)	Voting Right (%)
Türkiye İş Bankası A.Ş.	1,553,651,272	69.05	69.05
Efes Holding A.Ş.	185,093,915	8.23	8.23
Other	511,254,813	22.72	22.72
Total	2,250,000,000	100.00	100.00

As of the most up to date situation, real and legal persons having shares in the capital indirectly:

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
Atatürk Shares	436,674,323	19.41
Other (Listed on the Exchange)	1,005,316,331	44.68
Total	2,250,000,000	100.00

b) Acquired Company 1 - ANADOLU CAM

Real and legal persons having 5% or more share in the capital, or as the voting right, directly:

Shareholder's Full Name / Trade Name	Share in the Capital (TRY)	Share in the Capital (%)	Voting Right (%)
ŞİŞECAM	587,115,912	78.28	78.28
Other	162,884,088	21.72	21.72
Total	750,000,000	100.00	100.00

As of the most up to date situation, real and legal persons having shares in the capital indirectly:

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
Atatürk Shares	113,945,975	15.19
Other (Listed on the Exchange)	425,211,739	56.69
Total	750,000,000	100.00

c) Acquired Company 2 - DENİZLİ CAM

Real and legal persons having 5% or more share in the capital, or as the voting right, directly:

Shareholder's Full Name / Trade Name	Share in the Capital (TRY)	Share in the Capital (%)	Voting Right (%)
PAŞABAHÇE	7,650,000	51.00	51.00
Other	7,350,000	49.00	49.00
Total	15,000,000	100.00	100.00

As of the most up to date situation, real and legal persons having shares in the capital indirectly:

Shareholder's Full Name / Trade Name	Share in the Capital (TRY)	Share in the Capital (%)
İşbank Members' Supplementary Pension Fund	2,732,776	18.22
Atatürk Shares	1,476,880	9.85
Other (Listed on the Exchange)	10,790,344	71.94
Total	15,000,000	100.00

d) Acquired Company 3 - PAŞABAHÇE

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
Other	1,179,288	0.53	0.53
Total	224,117,049	100.0	100.00

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
Atatürk Shares	43,267,198	19.31

Other (Listed on the Exchange)	100,789,498	44.97
Total	224,117,049	100.00

e) Acquired Company 4 - SODA SANAYİİ

Real and legal persons having 5% or more share in the capital, or as the voting right, directly:

Shareholder's Full Name / Trade Name	Share in the Capital (TRY)	Share in the Capital (%)	Voting Right (%)
ŞİŞECAM	630,151,677	63.02	63.02
Other	369,848,323	36.98	36.98
Total	1,000,000,000	100.00	100.00

As of the most up to date situation, real and legal persons having shares in the capital indirectly:

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
Atatürk Shares	122,298,248	12.23
Other (Listed on the Exchange)	651,404,666	65.14
Total	1,000,000,000	100.00

f) Acquired Company 5 - TRAKYA CAM

Real and legal persons having 5% or more share in the capital, or as the voting right, directly:

Shareholder's Full Name / Trade Name	Share in the Capital (TRY)	Share in the Capital (%)	Voting Right (%)
ŞİŞECAM	897,379,559	71.79	71.79
Other	352,620,441	28.21	28.21
Total	1,250,000,000	100.00	100.00

As of the most up to date situation, real and legal persons having shares in the capital indirectly:

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
Atatürk Shares	174,161,161	13.93
Other (Listed on the Exchange)	753,576,141	60.29
Total	1,250,000,000	100.00

17.2. The relationship between the real person shareholders having 5% or more share in the capital of All Parties or as the voting right, if they are related to each other

None.

17.3. Information on the shares representing All Parties' capital

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
Total				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 - PAŞABAĞÇE:

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 (%)
-	Bearer	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 24²⁴

a) Acquiring Company - ŞİŞECAM:

Deposits and loans regarding related parties

	31 December 2019	31 December 2018
Deposits held on related parties		
Türkiye İş Bankası A.Ş.		
- Time Deposit	7,790,711	2,596,104
- Demand deposit	95,666	164,329
	7,886,377	2,760,433
İşbank AG		
- Demand deposits	3,159	8,678
	3,159	8,678
	7,889,536	2,769,111

	31 December 2019	31 December 2018
Provision for impairment of deposits held at related parties		
Türkiye İş Bankası A.Ş.	10,244	3,014
	10,244	3,014

	31 December 2019	31 December 2018
Loans received from related parties		
İşbank AG	2,667,675	223,034
Türkiye Sınai ve Kalkınma Bankası	-	3,955
	2,667,675	226,989

²⁴

In this Announcement Text, 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.

Carrying value of financial investments measured at amortized cost:

	31 December 2019	31 December 2018
Financial investments measured at amortized cost – Gross value		
Türkiye İş Bankası A.Ş.	685,078	606,030
Türkiye Sınai Kalkınma Bankası A.Ş.	317,995	298,849
	1,003,073	904,879

	31 December 2019	31 December 2018
Impairment of financial investments measured at amortized cost		
Türkiye İş Bankası A.Ş.	12,709	17,064
Türkiye Sınai Kalkınma Bankası A.Ş.	3,451	5,942
	16,160	23,006

Coupon interest rates and nominal values of financial assets measured at amortized 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	5.375	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
			114,788	114,788
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
			53,430	56,816
			168,218	171,604

Due from related parties:

	31 December 2019	31 December 2018
Trade receivables from related parties		
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
	6.829	2.292

Due to related parties:

	31 December 2019	31 December 2018
Trade payables to related parties		
Solvay Sisecam Holding AG	74.541	63.023
Anadolu Anonim Türk Sigorta Şirketi	4.298	3.277
Rudnik Krechnjaka 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
	84.154	72.155

Due to related parties:

	31 December 2019	31 December 2018
Other payables to related parties		
Dividend to be paid to shareholders (*)	4,932	2,639
	4,932	2,639

(*) It is the accumulated and unclaimed dividends of the founder shareholders of the affiliate company Anadolu Cam Sanayii AŞ.

	1 January- 31 December 2019	1 January- 31 December 2018
Interest income from related parties		
Türkiye İş Bankası A.Ş. ve İşbank AG	170,106	122,819
	170,106	122,819

	1 January - 31 December 2019	1 January - 31 December 2018
Interest expenses to related parties		
Türkiye İş Bankası A.Ş. ve İşbank AG	114,268	908
Türkiye Sınai Kalkınma Bankası A.Ş.	100	508
	114,368	1,416

	1 January- 31 December 2019	1 January - 31 December 2018
Other income from related parties		
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 Krechnjaka 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
	56,903	23,519

	31 December 2019	31 December 2018
Other expense to related parties		
Solvay Sisecam Holding AG ⁽¹⁾	349,748	307,365
İş Gayrimenkul Yatırım Ortaklığı A.Ş. ⁽²⁾	24,390	19,440
Rudnik Krecnjaka Vijenac D.O.O. ⁽³⁾	18,302	17,087
İş Merkezleri Yönetim ve İşletim A.Ş. ⁽⁴⁾	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
	419,073	370,966

(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 thousand 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 thousand).

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 thousand was posted to profit/loss, after TRY 7,655 thousand depreciation expenses, TRY 20,923 thousand net interest revenue, TRY 952 thousand overhead expenses and TRY 2,919 thousand 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.

Benefits provided to key management	1 January- 31 December 2019	1 January- 31 December 2018
Parent (Holding)	26,067	20,137
Consolidated entities	78,164	68,741
	104,231	88,878

Key management personnel of the Company are Chairman of the Board, 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:

Deposits from related parties:	31 December 2019	31 December 2018
T. İş Bankası A.Ş.		
- Time deposits	930,796	87,676
- Demand deposits	7,002	4,957
	937,798	92,633
İşbank AG		
- Time deposits	-	12
- Demand deposits	50	316
	50	328
Bank borrowings from related parties.	31 December 2019	31 December 2018
Türkiye İş Bankası A.Ş.	675,000	-
Financial liabilities:	31 December 2019	31 December 2018
Bonds issued through Şişecam Holding (*)	1,196,464	528,387

- (*) On 9 May 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 thousand 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, a portion of the bond in the amount of 40,016 thousand US Dollar was repaid, before the original maturity date. The remaining nominal amount of 59,984 thousand US Dollar will mature on 9 May 2020.

Upon the permission of the Capital Markets Board with their resolution dated 27 April 2018 and numbered 19/546, permitting to issue bonds overseas up to the limit of 750,000 thousand US Dollar, T. Şişe ve Cam Fabrikaları A.Ş., issued bonds overseas which do not involve shareholding rights, total nominal value being 700,000 thousand US Dollar, term being 7 years. Out of this total, 550,000 thousand US Dollar were issued on 14 March 2019, and 150,000 thousand US Dollar were issued on 28 March 2019. Redemption date of these bonds is 14 March 2026, and the coupon interest rate is 6.95%. Funds

obtained with this bond issue, 140,000 thousand 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
	136,222	121,287

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
	2,168	3,087

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
			15,293	15,293
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
			7,719	7,719
			23,012	23,012

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
	2,354	2,877
Other receivables	31 December 2019	31 December 2018
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
	87,522	42,884
Trade payables	31 December 2019	31 December 2018
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
	170,069	97,378

Other payables	31 December 2019	31 December 2018
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
	26,647	18,599

(*) 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.

Sales to Related Parties	1 January - 31 December 2019	1 January - 31 December 2018
Paşabahçe Mağazaları A.Ş.	6,736	7,239
Paşabahçe Cam Sanayii ve Tic. A.Ş.	212	114
Trakya Cam Sanayii A.Ş.	3	-
	6,951	7,353

Purchases from related parties	1 January - 31 December 2019	1 January - 31 December 2018
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
	384,820	235,859

Interest income from related parties	1 January - 31 December 2019	1 January - 31 December 2018
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
	29,476	16,493

Interest expenses to related parties	1 January - 31 December 2019	1 January - 31 December 2018
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
	76,236	8,113

Dividend income from related parties	1 January - 31 December 2019	1 January - 31 December 2018
Camiş Elektrik Üretim A.Ş.	5,216	1,044
	5,216	1,044

Other income from related parties	1 January - 31 December 2019	1 January - 31 December 2018
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
	6,972	7,719

Other expenses to relates parties	1 January - 30 September 2019	1 January - 30 September 2018
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. ⁽¹⁾	1,863	1,413
İş Merkezleri Yönetim ve İşletim A.Ş. ⁽²⁾	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
	139,600	75,085

(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 thousand. 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 (this amount was 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.

Key management compensation benefits	31 December 2019	31 December 2018
Parent	7,298	6,064
Consolidated entities	14,320	11,397
	21,618	17,461

Key management of the Company are Chairman of the Board, board members, general manager, group presidents, assistant general managers, and plant managers. Between the dates of 1 January-31 December 2019, TRY 288 thousand 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:

Deposits held with the related parties	31 December 2019	31 December 2018
İş Bankası (1) - Demand deposit	32,263	167,847
	32,263	167,847

Trade receivables from related parties	31 December 2019	31 December 2018
Paşabahçe Cam Sanayii ve Ticaret A.Ş. (3) Other	28,036,062 30,420	31,888,119 20,433
	28,066,482	31,908,552

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).

Trade payables to related parties	31 December 2019	31 December 2018
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 -
	1,456,488	721,510

Other payables to related parties	31 December 2019	31 December 2018
Türkiye Şişe ve Cam Fabrikaları A.Ş. (2)	33,150,254	40,075,407
	33,150,254	40,075,407

As of 3 December 2019, the Company's payables to Şişecam 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%).

Interest revenues from the related parties	31 December 2019	31 December 2018
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	-
	80,873	30,123

Interest expenses paid to the related parties	31 December 2019	31 December 2018
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
	7,942,379	4,236,406

Contribution to holding expenses	31 December 2019	31 December 2018
Türkiye Şişe ve Cam Fabrikaları A.Ş. (2)	3,104,838	1,584,727
	3,104,838	1,584,727

Sales to related parties	31 December 2019	31 December 2018
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	-
	131,424,904	104,394,619

Purchases from related parties	31 December 2019	31 December 2018
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
	5,277,010	4,565,522

- (1) Our ultimate parent company
- (2) Shareholder of our parent company
- (3) Our parent company
- (4) Related parties
- (5) Affiliates of our parent company

Benefits provided to key management	31 December 2019	31 December 2018
Salaries and other short term benefits granted to employees	1,488,205	1,184,407
Severance pay provision expense	204,449	176,786
	1,692,654	1,361,193

Key management personnel of the Company are Chairman of the Board, 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:

Deposit and loans from/to related parties:

Deposits held on related parties	31 December 2019	31 December 2018
T. İş Bankası A.Ş.		
- Time deposits	264,331	-
- Demand deposits	23,845	39,507
	288,176	39,507
İşbank AG		
- Demand deposits	16	151
	16	151
Financial liabilities due to related parties	31 December 2019	31 December 2018
T. Şişe ve Cam Fabr. A.Ş. per financial borrowing	838,102	-
	838,102	-

Trade receivables due from related parties	31 December 2019	31 December 2018
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
	1.519	5,322

Other receivables due from related parties	31 December 2019	31 December 2018
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
	91,364	29,382

Due to related parties:

Trade payables due to related parties	31 December 2019	31 December 2018
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
	74,531	67,636

- (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)

Other payables due to related parties (*)	31 December 2019	31 December 2018
Türkiye Şişe ve Cam Fabrikaları A.Ş.	-	353,664
Other	246	44
	246	353,708

(*) 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:

Interest income from related parties	1 January-31 December 2019	1 January-31 December 2018
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
	25,542	3,210
Interest expenses to related parties	1 January-31 December 2019	1 January-31 December 2018
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)
	(21,782)	(91,822)

(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):

Purchases from related parties	1 January- 31 December 2019	1 January- 31 December 2018
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)
	(326,208)	(289,684)

- (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.

Net sales to related parties	1 January-31 December 2019	1 January-31 December 2018
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
	5,881	7,361

Other income from related parties	1 January-31 December 2019	1 January-31 December 2018
Türkiye řiře ve Cam Fabrikaları A.ř.	5,858	1,763
OOO Ruscam	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
	6,557	2,389

Revenues and expenses from/to the related parties (Remainder):

Other expense from related parties	1 January-31 December 2019	1 January-31 December 2018
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)
	(68,509)	(51,737)

	1 January-31 December 2019	1 January-31 December 2018
Benefits provided to key management		
Parent company	2,862	2,948
Consolidated entities	3,877	5,355
	6,739	8,303

Key management personnel of the Company are Chairman of the Board, 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
Deposits at related parties		
T. İş Bankası A.Ş.		
- Demand deposit	13,564	12,746
- Time deposit	2,228,710	1,120,177
	2,242,274	1,132,923
İşbank AG		
- Demand deposit	67	309
- Time deposit	-	-
	67	309
Provision for impairment of deposits at related parties		
T. İş Bankası A.Ş.	2,915	654
İşbank AG	-	41
	2,915	695
Loans received from related parties		
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
	1,600,191	267,307

(*) On 9 May 2013, T. Şişe ve Cam Fabrikaları A.Ş. issued fixed interest rate bonds in the nominal amount of 500 million 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 million 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 million US Dollar nominal value bond on 14 March 2019, 150 million US Dollar nominal value bond on 28 March 2019, total being 700 million 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.

Financial investments measured at amortized costs-Gross value		31 December 2019	31 December 2018
T.İş Bankası A.Ş.		175,758	155,179
T.Sinai Kalkınma Bankası A.Ş.		97,860	100,432
		273,618	255,611
Impairment of financial investments measured at amortized cost		31 December 2019	31 December 2018
T.İş Bankası A.Ş.		3,456	4,538
T.Sinai Kalkınma Bankası A.Ş.		1,026	1,867
		4,482	6,405

Nominal value and coupon interest rate detail of financial assets held to maturity is as follow:

			31 December 2019	31 December 2018
Security issuer	ISIN Code	Coupon Interest Rate (%)	Nominal Amount (USD)	Nominal Amount (USD)
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
			29,596	29,596
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
			16,475	16,475
			46,071	46,071

Trade receivables from related parties	31 December 2019	31 December 2018
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 Sanayii 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
	104,092	83,863

Other receivables from related parties	31 December 2019	31 December 2018
SC Glass Trading B.V.	141	206
T.Şişe ve Cam Fabrikaları A.Ş.	59	98,712
Cam Elyaf Sanayii A.Ş.	1	-
	201	98,918

Trade payables to related parties	31 December 2019	31 December 2018
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 Krechnjaka 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
Şişecam 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
	200,217	148,433

Other trade payables to related parties	31 December 2019	31 December 2018
T.Şişe ve Cam Fabrikaları A.Ş. (*)	493,679	327,807
Şişecam 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
	493,892	351,615

(*) TRY 407,185 thousand 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 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%).

Sales to related parties	1 January- 31 December 2019	1 January- 31 December 2018
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 Italy 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
	632,139	371,401

Out of the Group's exports between 1 January and 31 December 2019, TRY 1,939,368 thousand was made through Şişecam Dış Ticaret A.Ş. (1 January - 31 December 2018: TRY 1,618,418 thousand).

Purchases from related parties	1 January- 31 December 2019	1 January- 31 December 2018
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 Krečnjaka Vijeć 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.	-	-
	620,586	324,876

Interest income from related parties	1 January- 31 December 2019	1 January- 31 December 2018
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 Yenışehir Cam Sanayii A.Ş.	-	1
	73,800	54,388

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%).

Other income from related parties	1 January- 31 December 2019	1 January- 31 December 2018
Solvay Şişecam Holding AG (1)	5,381	5,208
Camiş Madencilik A.Ş. (2)	3,922	2,928
Paşabahçe Cam San. ve Tic. A.Ş.	1,056	171
Rudnik Krečnjaka 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) (2)	149	6,204
Cam Elyaf Sanayii A.Ş.	191	1,252
Anadolu Cam Sanayi 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
	11,988	16,931

- (1) Revenue from Solvay Sodi, for the technical advisory service.
(2) Revenue from sale of hard coal dust.

Service expense to related parties	1 January- 31 December 2019	1 January- 31 December 2018
T.Şişe ve Cam Fabrikaları A.Ş.	32,283	22,462
	32,283	22,462

Interest expense to related parties	1 January- 31 December 2019	1 January- 31 December 2018
T.Şiše 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
	163,358	6,876

Other expense to related parties	1 January- 31 December 2019	1 January- 31 December 2018
Türkiye Şiše ve Cam Fabrikaları A.Ş.	65,974	31,460
Şişecam Dış Ticaret A.Ş.	10,600	8,709
Rudnik Krencjaka Vijenac D.O.O.	1,735	1,323
T.İş Bankası A.Ş.	1,599	1,078
İş Gayrimenkul Yatırım Ort. A.Ş. (1)	1,570	1,177
İş Merkezleri Yönetim ve İşletim A.Ş. (2)	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 Italy 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
	84,253	51,430

- (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.

Key management compensation benefits	1 January- 31 December 2019	1 January- 31 December 2018
Parent	6,398	6,238
Consolidated entities	4,127	2,876
	10,525	9,114

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.

Deposits held on related parties	31 December 2019	31 December 2018
Türkiye İş Bankası A.Ş.		
- Time deposit	3,434,644	1,076,248
- Demand deposit	252,476	75,168
	3,687,120	1,151,416
İşbank AG		
- Demand deposits	1,935	1,171
	1,935	1,171
	3,689,055	1,152,587

Due to related parties	31 December 2019	31 December 2018
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 million 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 million 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 million US Dollar (Group's share being 100 million 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 million US Dollar, and on 28 March 2019, issued bonds in the nominal amount of 150 million US Dollar, totaling 700 million US 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 million 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 thousand are short term, and TRY 1,368,643 thousand are long term.

	31 December 2019	31 December 2018
Held to maturity financial investments		
Türkiye İş Bankası A.Ş.	261,961	231,747
Türkiye Sınai Kalkınma Bankası A.Ş.	134,876	121,396
	396,837	353,143

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
			43,906	43,906
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
			23,047	23,047

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
Other receivables from related parties		
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
	57,662	128,600

	31 December 2019	31 December 2018
Trade payables to related parties		
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
	92,228	83,593

	31 December 2019	31 December 2018
Other payables to related parties		
Türkiye Şişe ve Cam Fabrikaları A.Ş.	204,574	81,836
	1 January- 31 December 2019	1 January- 31 December 2018
Interest income from related parties		
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
	91,226	63,736
	1 January- 31 December 2019	1 January- 31 December 2018
Interest expenses to related parties		
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
	15,552	9,473
	1 January- 31 December 2019	1 January- 31 December 2018
Other income from related parties		
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
	71,422	52,093

(*) Sale of materials to Paşabahçe Bulgaria EAD.

	1 January- 31 December 2019	1 January- 31 December 2018
Other expense to related parties		
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
	800,770	582,834

- (1) Soda purchases from Soda Sanayii.
(2) Sand purchases from Camiş Madencilik.
(3) Soda purchases from Siseecam Bulgaria EOOD.

	1 January- 31 December 2019	1 January- 31 December 2018
Benefits provided to key management		
Parent (Holding)	7,873	5,987
Consolidated entities	23,312	22,926
	31,185	28,913

18.2. Information on the share of the transactions with the related parties, within the net sales turnover of the companies that are parties to the merger²⁵:

a) Acquiring Company - ŞİŞECAM:

As of 31.12.2019, net sales turnover of ŞİŞECAM 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 turnover 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
TOTAL	6,951,000	0.1614

c) Acquired Company 2 - DENİZLİ CAM:

As of 31.12.2019, net sales turnover 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
TOTAL	131,424,904	99.2930

d) Acquired Company 3 - PAŞABAHÇE:

As of 31.12.2019, net sales turnover of PAŞABAHÇE is TRY 3,019,518,000.

²⁵

Figures in this Section 18.2 (*Share of the transactions with the related parties, within the net sales turnover of the companies that are parties to the merger*) are expressed as TRY 1 (one).

	Sales to the Related Party (TRY)	Rate (%)
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
TOTAL	5,881,000	0.1948

e) Acquired Company 4 - SODA SANAYİİ:

As of 31.12.2019, net sales turnover of SODA SANAYİİ is TRY 4,182,491,000.

	Sales to the Related Party (TRY)	Rate (%)
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
TOTAL	632,139,000	15.114

f) Acquired Company 5 - TRAKYA CAM:

As of 31.12.2019, net sales turnover 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 THAT ARE PARTIES TO THE MERGER

19.1. Information on the capital of the companies that are parties to 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 224,117,049.00

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 that are parties to 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 - PAŞABAĞÇE:

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 are not representing the capital of the companies that are parties to the merger, such as founder shares and non-voting shares

a) Acquiring Company - ŞİŞECAM:

There are not any non-voting shares in the records of 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/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 in the records of DENİZLİ CAM.

d) Acquired Company 3 - PAŞABAĞÇE:

There are not any non-voting shares in the records of PAŞABAĞÇE.

e) Acquired Company 4 - SODA SANAYİİ:

There are not any non-voting shares in the records of SODA SANAYİİ.

f) Acquired Company 5 - TRAKYA CAM:

There are not any non-voting shares in the records of TRAKYA CAM.

19.4. Concerning the companies that are parties to 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 that are parties to 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 31.12.2019:

a) Acquiring Company - ŞİŞECAM:

Among its financial assets, ŞİŞECAM 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 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 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 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 that are parties to 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:

ŞİŞECAM issued; (i) Bonds for 299,920,000 US Dollar nominal value, which are registered by the CMB Resolution dated 06.05.2013 and numbered 29833736-105.03.01-14.62, issue date being 08.05.2013, redemption date being 11.05.2020, (ii) Bonds for 550,000,000 US Dollar and 150,000,000 US Dollar nominal value (total USD 700,000,000), which are registered by the CMB Resolution dated 27.04.2018 and numbered 19/546, issue dates being 14.03.2019 and 28.03.2019, redemption date being 14.03.2026 for both of them. These bonds are listed on the Ireland Exchange. The coupon interest rate of the 299,920,000 US Dollar nominal value bonds that will mature in 2020 is 4.25 % (effective interest rate: 4.43%), and the coupon interest rate of the 700,000,000 US Dollar nominal value bonds 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 09.05.2013, 14.03.2019 and 28.03.2019 is 999,920,000 US Dollar. Out of this amount, 383,293,333 US Dollar were transferred to TRAKYA CAM, 199,984,000 US Dollar was transferred to ANADOLU CAM, 140,000,000 US Dollar were transferred to PAŞABAHÇE, 76,658.67 US Dollar were transferred to SODA SANAYİİ, the total transferred amount being 799,936,000 US Dollar. 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 09.05.2013, redemption date being 09.05.2020, 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 before the

redemption date, on 29.03.2019. The remaining nominal amount, 59,984,000 US Dollar will be repaid on the redemption date of 09.05.2020.

In summary, total nominal value of ŞİŞECAM bonds is 700,000,000 US Dollar, the maturity is 7 years, issue date is 28.03.2019, redemption date is 14.03.2026, 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 31.12.2019, in relation to the bond issue by ŞİŞECAM, the amount of the funds allocated to ANADOLU CAM under the payment guarantee is (including principal, interest, issue differential, commission), TRY 1,196,464,000.

c) Acquired Company 2 - DENİZLİ CAM:

There are not any bonds or similar borrowing instruments in the records of DENİZLİ CAM.

d) Acquired Company 3 - PAŞABAĞÇE:

Out of the funds obtained by ŞİŞECAM through the bond issue on 09.05.2013, redemption date being 09.05.2020, and fixed interest rate being 4.25%, 50,000,000 US Dollar were transferred to PAŞABAĞÇE under the same conditions.

In summary, total nominal value of ŞİŞECAM bonds is 700,000,000 US Dollar, the maturity is 7 years, issue date is 28.03.2019, redemption date is 14.03.2026, 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 31.12.2019, in relation to the bond issue by ŞİŞECAM, the amount of the funds allocated to PAŞABAĞÇE under the payment guarantee is (including principal, interest, issue differential, commission), TRY 838,102,000.

e) Acquired Company 4 - SODA SANAYİİ:

Funds amounting to 50,000,000 US Dollar were obtained by ŞİŞECAM through the bond issue dated 09.05.2013, redemption date being 09.05.2020, 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 before the redemption date, on 29.03.2019. The remaining nominal amount, 29,992,000 US Dollar will be repaid on the redemption date of 09.05.2020.

In summary, total nominal value of ŞİŞECAM bonds is 700,000,000 US Dollar, the maturity is 7 years, issue date is 28.03.2019, redemption date is 14.03.2026, 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 31.12.2019, in relation to the bond issue by ŞİŞECAM, the amount of the funds allocated to SODA SANAYİİ under the payment guarantee is (including principal, interest, issue differential, commission), TRY 458,549,000.

f) Acquired Company 5 - TRAKYA CAM:

Funds amounting to 250,000,000 US Dollar were obtained by ŞİŞECAM through the bond issue dated 09.05.2013, redemption date being 09.05.2020, 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 before the redemption date, on 29.03.2019. The remaining nominal amount, 50,000,000 US Dollar will be repaid on the redemption date of 09.05.2020.

In summary, total nominal value of ŞİŞECAM bonds is 700,000,000 US Dollar, the maturity is 7 years, issue date is 28.03.2019, redemption date is 14.03.2026, 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 31.12.2019, in relation to the bond issue by ŞİŞECAM, the amount of the funds allocated to TRAKYA CAM under the payment guarantee is (including principal, interest, issue differential, commission), TRY 2,292,740,000.

19.6. Information on the capital increases made by the companies that are parties to 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 dated 31.12.2018 and numbered 49, DENİZLİ CAM Board of Directors decided to increase the Company's issued capital from TRY 6,000,000 to TRY 15,000,000. An application was filed with the CMB in this context on 14.03.2019, and the CMB approved the prospectus of the capital increase on 05.09.2019. Then, another application was filed with the CMB on 18.10.2019, for the amendment of the relevant article of the articles of association regarding the Company's capital. On 24.10.2019, 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 30.10.2019, and announced in the Turkish Trade Registry Gazette dated 06.11.2019 and numbered 9945.

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 that are parties to 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 that are parties to 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 in this regard

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 - PAŞABAHÇE

PAŞABAHÇE 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 that are parties to 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. / None.

19.10. Significant information about the articles of association and internal directives of the companies that are parties to 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 03.04.2013, and was announced in the Turkish Trade Registry Gazette dated 11.04.2013 and numbered 8298.

ŞİŞECAM internal directive which is prepared according to articles 367 and 371 of the TCC was approved in the board of directors meeting dated 20.11.2014 and numbered 122, and was announced in the Turkish Trade Registry Gazette dated 03.12.2014 and numbered 8707.

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 08.04.2013, and was announced in the Turkish Trade Registry Gazette dated 02.05.2013 and numbered 8311.

ANADOLU CAM internal directive which is prepared according to articles 367 and 371 of the TCC was approved in the board of directors meeting dated 13.11.2014 and numbered 54, and was announced in the Turkish Trade Registry Gazette dated 11.12.2014 and numbered 8713.

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 16.04.2013, and was announced in the Turkish Trade Registry Gazette dated 22.04.2013 and numbered 8305.

DENİZLİ CAM internal directive which is prepared according to articles 367 and 371 of the TCC was approved in the board of directors meeting dated 22.12.2014 and numbered 2014/20, and was announced in the Turkish Trade Registry Gazette dated 21.01.2015 and numbered 8741.

d) Acquired Company 3 - PAŞABAĞÇE:

PAŞABAĞÇE articles of association comply with the TCC regulations. PAŞABAĞÇE 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 28.03.2013, and was announced in the Turkish Trade Registry Gazette dated 19.04.2013 and numbered 8304.

PAŞABAĞÇE internal directive which is prepared according to articles 367 and 371 of the TCC was approved in the board of directors meeting dated 04.11.2014 and numbered 31, and was announced in the Turkish Trade Registry Gazette dated 19.11.2014 and numbered 8697.

e) Acquired Company 4 - SODA SANAYİİ:

SODA SANAYİİ articles of association complies with the TCC, CML and other capital markets regulations, including the corporate governance principles. SODA SANAYİİ 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 10.04.2013, and was announced in the Turkish Trade Registry Gazette dated 24.04.2013 and numbered 8306.

SODA SANAYİİ internal directive which is prepared according to articles 367 and 371 of the TCC was approved in the board of directors meeting dated 21.11.2014 and numbered 59, and was announced in the Turkish Trade Registry Gazette dated 04.12.2014 and numbered 8708.

f) Acquired Company 5 - TRAKYA CAM:

TRAKYA CAM articles of association complies with the TCC, CML and other capital markets regulations, including the corporate governance principles. TRAKYA 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 TRAKYA CAM general assembly was approved in the general assembly meeting dated 05.04.2013, and was announced in the Turkish Trade Registry Gazette dated 17.04.2013 and numbered 8302.

TRAKYA CAM internal directive which is prepared according to articles 367 and 371 of the TCC was approved in the board of directors meeting dated 09.12.2014 and numbered 43, and was announced in the Turkish Trade Registry Gazette dated 26.12.2014 and numbered 8724.

19.11. Subject matter and the activities of the companies that are parties to the merger, by referring to the related article in the articles of association

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 that are parties to 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 that are parties to 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 Association²⁶. 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 - PAŞABAHÇE:

There are no privileges, context and restrictions at PAŞABAHÇE.

e) Acquired Company 4 - SODA SANAYİİ:

There are no privileges, context and restrictions at SODA SANAYİİ.

f) Acquired Company 5 - TRAKYA CAM

There are no privileges, context and restrictions at TRAKYA CAM.

19.14. Principles regarding the change of shareholders' rights and privileges in companies that are parties to the merger

In ANADOLU CAM, the privileges of the existing privileged shares will expire. The rights associated with the privileged shares shall be canceled, and with regards to swap ratios, Group B privileged shares shall be treated as the same with Group A 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 matter will be approved in this meeting.

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.

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 that are parties to 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 that are parties to the merger.

19.17. Principles regarding the transfer of shares in companies that are parties to 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 - PAŞABAĞÇE

There is no provision regarding the transfer of shares in the Articles of Association of PAŞABAĞÇE. Therefore, the provisions of TCC and related legislation will be applied in the transfer of shares.

e) Acquired Company 4 - SODA SANAYİİ

In the Articles of Association of SODA SANAYİİ, 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 that are parties to the merger are more severe than required by law, information about the provisions in question

None.

20. SIGNIFICANT AGREEMENTS OF THE COMPANIES THAT ARE PARTIES TO 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:

TRAKYA CAM	130,000,000 Euro	EURIBOR+2,65%	3 years
Richard Fritz GmbH	20,000,000 Euro	EURIBOR+2,65%	3 years
Glasscorp SA	25,000,000 Euro	EURIBOR+2,65%	3 years
ŞİŞECAM Flat Glass South Italy SRL	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. Sisekam 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 THAT ARE PARTIES TO 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 that are parties to 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 Text.

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 Text.

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 Text.

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 Text.

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 Text.

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 Text.

21.2. Material changes that may impact the financial standing or commercial activities of companies and/or group that are parties to the merger which take place after the date of financial statements prepared for the merger transaction (This data must include developments related to production, sales, inventories, orders, costs and sales prices)

None.

21.3. Proforma financial information in relation to the merger transaction

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 that are parties to 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 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 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.

It was decided to distribute TRY 320,000,000 out of the net term profit of TRY 1,904,534,000 of 2019 in the Ordinary General Assembly meeting of ŞİŞECAM.

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 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.

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.

It was decided to distribute TRY 142,193,421 out of the net consolidated accounting profit of TRY 527,224,000 of 2019 in the Ordinary General Assembly meeting of ANADOLU CAM.

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 26 and 27 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.

In the Ordinary General Assembly meeting of PAŞABAHÇE, it was decided to set aside primary reserves in the amount of 5% until it reaches twenty per cent of the paid-in capital and set aside the remaining part as extraordinary reserves from the profit of 2019 after tax, in accordance with the law and the Articles of Association.

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.

It was decided to distribute TRY 245,000,000 out of the net term profit of TRY 1,108,933,889 of 2019 in the Ordinary General Assembly meeting of SODA SANAYİİ.

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 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.

It was decided to distribute TRY 130,000,000 out of the net consolidated profit of TRY 749,533,000 of 2019 in the Ordinary General Assembly meeting of TRAKYA CAM.

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 transaction²⁷

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")).

ASSETS	17,016,652
Current Assets	
Cash and cash equivalents	8,115,016
Financial investments	487,814
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

²⁷ Amounts indicated under this section 21.7 (Opening balance sheet following the merger transaction) is denominated in thousand TRY.

Prepaid Expenses	257,062
Current Tax Assets	16,638
Other Current Assets	429,173
	16,990,442
Assets Held for Sale	28,058
Fixed Assets	23,248,904
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
TOTAL ASSETS	40,265,556
LIABILITIES	
Short Term Liabilities	8,757,067
Short Term Borrowings	3,016,094
Short-term Portion of Long-term Borrowings	2,354,970
Other Financial Liabilities	-
Trade Payables	2,471,886
- Trade Payables to Related Parties	100,025
- Trade Payables To Unrelated Parties	2,371,860
Liabilities for Employee Benefits	83,699
Other Liabilities	129,241
- Other Payables to Related Parties	5,447
- Other Payables to Unrelated Parties	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
	8,730,851
<hr/>	
Liabilities Related to Assets held for Sale	
Long Term Liabilities	11,624,824
Long Term Borrowings	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	-
	19,883,666
EQUITY	19,883,666
Shareholders Equity of the Parent	19,629,885
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	-
Non-controlling Shares	253,780
TOTAL LIABILITIES AND EQUITY	40,265,556

22. INFORMATION ON THE MERGER TRANSACTION

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 numbered 6362, Communiqué on Common Rules for Transactions of Critical Importance and Exit Rights of the Capital Markets Board with Serial number II and numbered 23.1, Communiqué on Merger and Demerger of the Capital Markets Board with Serial number II and numbered 23.2, Turkish Commercial Code numbered 6102, Corporate Tax Law numbered 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."

The resolution of the Board of Directors of ŞİŞECAM dated 27.04.2020 on the merger transaction is provided hereunder:

The following were decided by the Board of Directors;

- 1. In accordance with Capital Markets Law numbered 6362 ("CML"), Communiqué on Common Rules for Transactions of Critical Importance and Exit Rights of the Capital Markets Board ("CMB") numbered II-23.1, Communiqué on Merger and Demerger of the Capital Markets Board numbered II-23.2 and other related regulations of the CMB, Turkish Commercial Code ("TCC") numbered 6102, Corporate Tax Law numbered 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 transaction to take place based on the independently audited financial statements and footnotes dated 31.12.2019 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 the Communiqué on Merger and Demerger of the Capital Markets Board numbered II-23.2 in determination of the merger ratio, the swap ratio and capital increase to be carried out due to the merger transaction 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 to receive approval for the announcement text following the fulfilment of all other necessary proceedings in relation to the merger through acquisition in line with the provisions of the related legislation,*
- 5. For the purpose of the merger transaction; 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 entitled "Exit Rights" whereby our shareholders or their representatives who shall cast dissenting vote in the general assembly meeting where the*

- said merger transaction 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 (twobilliontwohundredandfiftymillion Turkish Liras) of our Company, each with a nominal value of 1 Kr (onekurush),
 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 transaction 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. As an increase is expected in the capital of our Company as a result of the merger transaction 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 amendment draft during the general assembly meeting in relation to the merger transaction,
 9. On condition that permissions are received from the CMB, EMRA and all other related institutions as per article 8 of this resolution and the merger transaction is approved in the general assembly; to amend article four entitled (i) “Purpose and Subject”, article seven entitled (ii) “Capital”, current article 21 entitled (iii) “Amendments to the Articles of Association” (this shall be article 23 after the amendment) as indicated in the amendment draft text below; also to add article 8 entitled (i) “Transfer of Shares and Share Certificates” and article 9 entitled (iii) “Provisions on Mergers and Demergers” to the Articles of Association of our Company as shown in the amendment text hereunder,

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:

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) 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

A) Purpose of the Company:

Purposes of the company are provided hereunder:

- (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-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*

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,

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 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.

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

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

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,

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.

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.

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

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.

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.

and act as trademark and patent attorney for third parties.

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.

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:

- 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.*

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 permission of the Capital Markets Board dated 4.3.1985 numbered 93.

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 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

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 permission of the Capital Markets Board dated 4.3.1985 numbered 93.

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 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

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.

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.

TRANSFER OF SHARES OR SHARE CERTIFICATES

Article 8-

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.

Transfer of share certificates traded on the stock exchange requires compliance with the Capital Markets Legislation.

PROVISIONS ON MERGER AND DEMERGER

Article 9-

The company may merge with other companies together with all its assets and liabilities. The merger takes place in accordance with the Turkish Commercial Code and Capital Markets Legislation. In case a legal entity that possesses a production license wishes for a merger to take place within itself or within the body of another legal entity with all its assets and liabilities or for a full or partial demerger to take place, it is compulsory to receive approval from the Capital Markets Board and Energy Market Regulatory Authority in relation to the merger or demerger transaction before the merger or demerger takes place, reserving the provisions concerning mergers and acquisitions of the Law numbered 4054 on the Protection of Competition. Merger transactions shall be concluded within hundred and eighty days to follow the date of approval after the said permission is received.

The said merger agreement shall not include provisions that violate the rights and

receivables of consumers or write off the debts of the company and shall include the terms required by the Electricity Market legislation.

Provisions of the Capital Markets legislation on mergers and demergers are reserved.

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 decide as per the regulations of the Board, and the provisions of the articles of association.

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Article 23-

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 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 transactions, capital decrease.

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 transaction in line with the legislation

for this purpose."

b) Acquired Company 1 - ANADOLU CAM

The resolution of the Board of Directors of ANADOLU CAM 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 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 numbered 6362, Communiqué on Common Rules for Transactions of Critical Importance and Exit Rights of the Capital Markets Board with Serial number II and numbered 23.1, Communiqué on Merger and Demerger of the Capital Markets Board with Serial number II and numbered 23.2, Turkish Commercial Code numbered 6102, Corporate Tax Law numbered 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."

The resolution of the Board of Directors of ANADOLU CAM dated 27.04.2020 on the merger transaction is provided hereunder:

The following were decided by the "Board of Directors;

- 1. In accordance with Capital Markets Law numbered 6362 ("CML"), Communiqué on Common Rules for Transactions of Critical Importance and Exit Rights of the Capital Markets Board ("CMB") numbered II-23.1, Communiqué on Merger and Demerger of the Capital Markets Board numbered II-23.2 and other related regulations of the CMB, Turkish Commercial Code ("TCC") numbered 6102, Corporate Tax Law ("CTL") numbered 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 transaction to take place based on the independently audited financial statements and footnotes dated 31.12.2019 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 the Communiqué on Merger*

and Demerger of the Capital Markets Board numbered Serial II- N 23.2 in determination of the merger ratio, the swap ratio and capital increase to be carried out at Şişecam due to the merger transaction 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 transaction and to apply to the Capital Markets Board ("CMB") for the approval of the announcement text after all proceedings are fulfilled in relation to the merger through acquisition,*
- 5. For the purpose of the merger transaction; 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 entitled "Exit Rights" whereby our shareholders or their representatives who shall cast dissenting vote in the general assembly meeting where the said merger transaction 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 for Anadolu Cam A Group shares as TRY 4,46 for each share that corresponds to a total capital of TRY 750,000,000 (sevenhundredandfiftymillion Turkish Liras) of our Company, each with a nominal value of 1 Kr (onekurush),*
- 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 transaction 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 Sibel Koç Karacaoğlu on receiving necessary permissions, making the applications and concluding the merger transaction in line with the legislation*

for this purpose."

c) Acquired Company 2 - DENİZLİ CAM

The resolution of the Board of Directors of DENİZLİ CAM 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., 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 numbered 6362, Communiqué on Common Rules for Transactions of Critical Importance and Exit Rights of the Capital Markets Board with Serial number II and numbered 23.1, Communiqué on Merger and Demerger of the Capital Markets Board with Serial number II and numbered 23.2, Turkish Commercial Code numbered 6102, Corporate Tax Law numbered 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."

The resolution of the Board of Directors of DENİZLİ CAM dated 27.04.2020 on the merger transaction is provided hereunder:

The following were decided by the "Board of Directors;

- 1. In accordance with Capital Markets Law numbered 6362 ("CML"), Communiqué on Common Rules for Transactions of Critical Importance and Exit Rights of the Capital Markets Board ("CMB") numbered II-23.1, Communiqué on Merger and Demerger of the Capital Markets Board numbered II-23.2 and other related regulations of the CMB, Turkish Commercial Code ("TCC") numbered 6102, Corporate Tax Law ("CTL") numbered 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 transaction to take place based on the independently audited financial statements and footnotes dated 31.12.2019 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 the Communiqué on Merger and Demerger of the Capital Markets Board numbered Serial II- N 23.2 in determination of the merger ratio, the swap ratio and capital increase to be carried out at Şişecam due to the merger transaction 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 transaction and to apply to the Capital Markets Board ("CMB") for the approval of the announcement text after all proceedings are fulfilled in relation to the merger through acquisition,*
5. *For the purpose of the merger transaction; 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 entitled "Exit Rights" whereby our shareholders or their representatives who shall cast dissenting vote in the general assembly meeting where the said merger transaction 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 8,85 TRY for each share that corresponds to a total capital of TRY 15,000,000 (fifteenmillion Turkish Liras) of our Company, each with a nominal value of 1 Kr (onekurush),*
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 transaction 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 Cemil Tokel and Gökhan Güralp on receiving necessary permissions, making the applications and concluding the merger transaction in line with the legislation*

for this purpose."

d) Acquired Company 3 - PAŞABAHÇE

The resolution of the Board of Directors of PAŞABAHÇE 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 resolution of the Board of Directors of PAŞABAHÇE dated 30.01.2020, 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 PAŞABAHÇE 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, Communiqué on Common Rules for Transactions of Critical Importance and Exit Rights of the CMB with Serial number II and numbered 23.1, Communiqué on Merger and Demerger of the CMB with Serial number II and numbered 23.2, 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."

The resolution of the Board of Directors of PAŞABAHÇE dated 27.04.2020 on the merger transaction is provided hereunder:

The following were decided by the "Board of Directors;

- 1. In accordance with Capital Markets Law numbered 6362 ("CML"), Communiqué on Common Rules for Transactions of Critical Importance and Exit Rights of the Capital Markets Board ("CMB") numbered II-23.1, Communiqué on Merger and Demerger of the Capital Markets Board numbered II-23.2 and other related regulations of the CMB, Turkish Commercial Code ("TCC") numbered 6102, Corporate Tax Law ("CTL") numbered 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 transaction to take place based on the independently audited financial statements and footnotes dated 31.12.2019 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 the Communiqué on Merger*

and Demerger of the Capital Markets Board numbered Serial II- N 23.2 in determination of the merger ratio, the swap ratio and capital increase to be carried out at Şişecam due to the merger transaction 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 transaction and to apply to the Capital Markets Board ("CMB") for the approval of the announcement text after all proceedings are fulfilled in relation 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 transaction 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 Kirman and Gökhan Güralp' on receiving necessary permissions, making the applications and concluding the merger transaction in line with the legislation*

for this purpose."

e) Acquired Company 4 - SODA SANAYİİ

The resolution of the Board of Directors of SODA SANAYİİ 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. and Trakya Cam Sanayii A.Ş by being acquired by Türkiye Şişe ve Cam Fabrikaları A.Ş., in accordance with Capital Markets Law numbered 6362, Communiqué on Common Rules for Transactions of Critical Importance and Exit Rights of the Capital Markets Board with Serial number

II and numbered N 23.1, Communiqué on Merger and Demerger of the Capital Markets Board with Serial number II and numbered N 23.2, Turkish Commercial Code numbered 6102, Corporate Tax Law numbered 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.

The resolution of the Board of Directors of SODA SANAYİİ dated 27.04.2020 on the merger transaction is provided hereunder:

The following were decided by the Board of Directors;

- 1. In accordance with Capital Markets Law numbered 6362 (“CML”), Communiqué on Common Rules for Transactions of Critical Importance and Exit Rights of the Capital Markets Board (“CMB”) numbered II-23.1, Communiqué on Merger and Demerger of the Capital Markets Board numbered II-23.2 and other related regulations of the CMB, Turkish Commercial Code (“TCC”) numbered 6102, Corporate Tax Law (“CTL”) numbered 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 transaction to take place based on the independently audited financial statements and footnotes dated 31.12.2019 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 the Communiqué on Merger and Demerger of the Capital Markets Board numbered Serial II- N 23.2 in determination of the merger ratio, the swap ratio and capital increase to be carried out at Şişecam due to the merger transaction 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 transaction and to apply to the Capital Markets Board (“CMB”) for the approval of the announcement text after all proceedings are fulfilled in relation to the merger through acquisition,*

5. *For the purpose of the merger transaction; 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 entitled "Exit Rights" whereby our shareholders or their representatives who shall cast dissenting vote in the general assembly meeting where the said merger transaction 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 6,39 for each share that corresponds to a total capital of TRY 1,000,000,000 (onebillion 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 transaction 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 Kırman and Umut Barış Dönmez on receiving necessary permissions, making the applications and concluding the merger transaction in line with the legislation*

for this purpose."

f) Acquired Company 5 - TRAKYA CAM

The resolution of the Board of Directors of TRAKYA CAM 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 by being acquired by Türkiye Şişe ve Cam Fabrikaları A.Ş., in accordance with Capital Markets Law numbered 6362, Communiqué on Common Rules for Transactions of Critical Importance and Exit Rights of the Capital Markets Board with Serial number II and numbered N 23.1, Communiqué on Merger and Demerger of the Capital Markets Board with Serial number II and numbered N 23.2, Turkish Commercial Code numbered 6102,

Corporate Tax Law numbered 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."

The resolution of the Board of Directors of TRAKYA CAM dated 27.04.2020 on the merger transaction is provided hereunder:

The following were decided by the "Board of Directors;

- 1. In accordance with Capital Markets Law numbered 6362 ("CML"), Communiqué on Common Rules for Transactions of Critical Importance and Exit Rights of the Capital Markets Board ("CMB") numbered II-23.1, Communiqué on Merger and Demerger of the Capital Markets Board numbered II-23.2 and other related regulations of the CMB, Turkish Commercial Code ("TCC") numbered 6102, Corporate Tax Law ("CTL") numbered 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 transaction to take place based on the independently audited financial statements and footnotes dated 31.12.2019 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 the Communiqué on Merger and Demerger of the Capital Markets Board numbered Serial II- N 23.2 in determination of the merger ratio, the swap ratio and capital increase to be carried out at Şişecam due to the merger transaction 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 transaction and to apply to the Capital Markets Board ("CMB") for the approval of the announcement text after all proceedings are fulfilled in relation to the merger through acquisition,*
- 5. For the purpose of the merger transaction; 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 entitled "Exit Rights" whereby our shareholders or their representatives who shall cast dissenting vote in the general assembly meeting where the said merger transaction 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 3,47 for each share that corresponds to a total capital of TRY 1,250,000,000 (onebilliontwohundredandfiftymillion 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 transaction 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 Hüseyin Burak Dağlı on receiving necessary permissions, making the applications and concluding the merger transaction in line with the legislation*

for this purpose."

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, Communique numbered II-23.1 and Communique numbered II-23.2 and Communique on Buy-Backed Shares (II-22.1) and other communiques, decisions and other legislative provisions and also in line with articles 19 (*Transfer, Demerger and Share Swap*) and article 20 (*Taxation in cases of Transfer, Demerger and Share Swap*) of Corporate Tax Law and General Communique on Corporate Tax with serial number 1, Regulation on Trade Registry and other related provisions.

22.3. Conditions of the transaction

The merger transaction shall take effect following the decision on continuing the merger subsequent to the legal permissions received from the CMB, EMRA, the Ministry of Trade and other related institutions and the determination on exercising the exit rights, in addition to the general assembly approvals of Companies party to the merger.

In accordance with subclause 5 of article 9 of Communiqué numbered II-23.1, the boards of directors of all parties are allowed to set a maximum limit for the total cost All Parties will incur as the result of the exercise of the exit rights, and/or the total number of shares of the shareholders that will cast a negative vote at the general assembly and record their dissenting opinion to the meeting minutes, or the ratio of the total shares subject to exit rights, to the issued capital. In the agenda of the general assembly meetings in which the Merger Transaction will be discussed, a separate agenda item shall be inserted right after the item for the approval of the Merger Agreement, and in this separate item, it shall be stated that, if the maximum limits set by the boards of directors are exceeded, then it would be possible to retract from the Merger Transaction. In case it is determined that the maximum limits set in the general assembly meetings of All Parties concerning the voting of the merger transaction are exceeded, whether or not to retract from the merger transaction shall be voted for by the general assembly with respect to the agenda item that follows the item in relation to the approval of the transaction.

The planned merger transaction is a transaction of critical importance as per article 5/1/a. of the Communiqué numbered II-23.1. Therefore, as per provisions of article 24 of Capital Markets Law (*Exit Rights*) and article 9 of the Communiqué numbered II-23.1 (*Exercise of Exit Rights*), the shareholders or their representatives that will cast a negative vote at the general assembly meeting where the said merger transaction of ANADOLU CAM, DENİZLİ CAM, SODA SANAYİİ, ŞİŞECAM and TRAKYA CAM shall be approved and record a statement of dissent to the meeting minutes will have the right to sell their shares to the related Party they are a shareholder of 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 transaction shall depend on the assent of the CMB, EMRA and the Ministry of Trade in addition to the decision to continue with the merger by All Parties after the determination of exit right exercises and granting permission, and a decision of merger to be taken by the general assemblies of All Parties.

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

22.4. Foreseen stages

Stages foreseen in relation to the merger transaction are provided hereunder in chronological order:

a) Public Disclosure of the Documents Concerning the Merger Transaction

In accordance with the Communique numbered II-23.2, Article 8 (*Public Disclosure*) and article 149 of the Turkish Commercial Code (*Right of Examination*) and other related regulations,

- the announcement text 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 transaction shall be approved, through the internet web pages of All Parties (www.sisecamcamambalaj.com, www.denizlicam.com, www.pasabahce.com, www.sisecamkimyasallar.com, www.sisecamduzcam.com and www.sisecam.com), the Public Disclosure Platform and the CMB. 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, www.denizlicam.com, www.pasabahce.com, www.sisecamkimyasallar.com, www.sisecamduzcam.com ve www.sisecam.com) at least three working days prior to their date of entrustment.

b) Submittal of the Merger Transaction for the approval of the General Assemblies of All Parties

Including the merger transaction, the merger agreement and the approval of the merger by the general assemblies of All Parties 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 in scope of applicable legislation shall be submitted for the approval of shareholders in the general assembly meetings of All Parties and a detailed notification shall be provided in relation to the merger transaction.

c) Process of Exercising Exit Rights

As per provisions of article 24 of the Capital Markets Law (*Exit Rights*) and article 9 of the Communiqué numbered II-23.1 (*Exercise of Exit Rights*), the shareholders or their representatives that will cast a negative vote at the general assembly meeting where the said merger transaction of ANADOLU CAM, DENİZLİ CAM, SODA SANAYİİ, ŞİŞECAM and TRAKYA CAM shall be approved and record a statement of dissent to the meeting minutes will have the right to sell their shares to the relevant Company they are a shareholder of 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 transaction shall be submitted for approval, in the event that the shareholders who will cast a negative vote at the said general assembly and record their dissenting opinion to the meeting minutes exercise their exit right within the tenure of the exit right and All Parties 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 under article 24 of the CML and article 10 of the Communiqué numbered II-23.1 (*Exit Right Exercise Price*) shall be calculated as follows, based on the “arithmetic mean of the weighted average prices” on the stock exchange within thirty days, except for the date of announcement, prior to the date of 30.01.2020 when the merger transaction was first disclosed to the public;

- TRY 4.46 for **ANADOLU CAM**,
- TRY 8.85 for **DENİZLİ CAM**,
- TRY 6.39 for **SODA SANAYİİ**,
- TRY 5.27 for **ŞİŞECAM** and
- TRY 3.47 for **TRAKYA CAM**.

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 transaction shall be submitted for approval, and the tenure of exercising the exit right shall be 10 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 transaction 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.

Shareholders that wish to exercise their exit rights are obliged to exercise this right for all of their shares, regardless of different groups of shares.

In the Interim Article of the Draft Communiqué, it is stated that, (i) for transactions of critical importance that have been disclosed to public before 25.02.2020, shareholders who/which are eligible for exit rights, and their share amounts would be determined as of 25.02.2020, and in this determination, the matched orders would be considered, regardless of the settlement being finalized, and additionally, (ii) for transactions of critical importance that have been disclosed to public before the Draft Communiqué entered into force, without prejudice to the provisions of the first paragraph, these shall be concluded according to the provisions of the Communiqué numbered II-23.1. As per the board resolutions of All Parties dated 30.01.2020, the Merger Transaction has been disclosed through the Public Disclosure Platform (KAP) on 30.01.2020. In this framework, in case the Draft Communiqué enters into force in this form, this merger transaction shall continue to be subject to the Communiqué numbered 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.

d) Registration of the Merger

Applications necessary for the registration of the merger transaction shall be made subsequent to the approval of the merger transaction by the general assemblies of All Parties and the merger transaction shall be registered and announced and information and documents in relation to the merger shall be submitted to the necessary institutions and bodies including tax offices. The merger transaction 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 transaction.

e) Notifying Creditors of their Rights and Securing their Receivables

Receivables of the creditors of the Acquired Companies shall transfer to ŞİŞECAM with the acquisition transaction. After the registration of the merger transaction 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 transaction are provided hereunder:

- a) Due to the increase in its market value and transaction depth as a result of the merger transaction, 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 transaction 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.

ŞİŞECAM signed an agreement with PwC Yönetim Danışmanlığı A.Ş. on 31.01.2020 for the preparation of a Valuation Expert's Report to be used for the merger transaction.

The merger ratio was determined as 73.43% by the Valuation Expert's Report and the capital increase amount (except for the changes to occur if shareholders exercise their exit right) to be carried out due to this merger transaction shall be TRY 814,228,446.43 and the capital will be TRY 3,064,228,446.43 after the merger accordingly.

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 PAŞABAĞÇE. 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 transaction. 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 30.01.2020, to 31.01.2019). Because PAŞABAĞÇE 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 transaction. 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 Transaction*), after assent is received for the merger transaction from the Board and in accordance with article 8 of the Communiqué numbered II-23.2 (*Public Disclosure*), the announcement text 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 transaction shall be approved, on the websites of All Parties and the Public Disclosure Platform.

22.9. Information on decisions of managing bodies concerning capital increase/decrease and amendment to the provisions of the Articles of Association

Articles 4 (*Purpose and Scope*), 7 (*Capital*)²⁸ and 21 (*Amendments to the Articles of Association*) of the Articles of Association of ŞİŞECAM shall be amended in the form that is permitted by all related official bodies including but not limited to the Board and EMRA, within scope of this merger transaction. Subject to the same approvals and permissions, articles 8 (*Transfer of Shares or Share Certificates*) and 9 (*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

ESTABLISHMENT

Article 1-

A joint-stock company was established among the founders stated under article two, in order to be managed as per applicable laws and the provisions of this Articles of Association.

FOUNDERS

Article 2-

Founders of the company are the real and legal persons who signed this Articles of Association and whose names are hereby provided.

1. Türkiye İş Bankası A.Ş.
2. Muammer Eriş, Türkiye İş Bankası A.Ş. CEO
3. Fazıl Öziş, Türkiye İş Bankası A.Ş. Director of Branches

²⁸

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 transaction and record their dissenting opinion to the meeting minutes, and the issued 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.

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4. Vehbi Emre, Türkiye İş Bankası A.Ş. Vice Director of Branches

5. Baki Sedes, Türkiye İş Bankası A.Ş. Secretary General

TRADE NAME OF THE COMPANY**Article 3-**

Trade name of the Company is “Türkiye Şişe ve Cam Fabrikaları Anonim Şirketi”.

The joint-stock company with this trade name shall briefly be referred to as "Company" in this articles of association.

PURPOSE AND SUBJECT**Article 4-****B) 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) 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

NEW TEXT**PURPOSE AND SUBJECT****Article 4-****B) Purpose of the Company:**

Purposes of the company are provided hereunder:

- (x) 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;
- (xi) 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;
- (xii) 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;
- (xiii) Carry out exploration required for the improvement and reformation of industry related to soda-chromium chemicals, establishment and operation of and partaking in their facilities;
- (xiv) Carry out all auxiliary and complementary activities in relation to the soda industry and sale of its products in any way.

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(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

NEW TEXT

(xv) 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;

(xvi) 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;

(xvii) 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;

(xviii) 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 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

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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.

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

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.

FORMER TEXT

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 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.

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.

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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.

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.

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.

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.

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:

- 4) to establish, commission, undertake, lease or rent out all kinds of facilities to produce electric energy,

FORMER TEXT**NEW TEXT**

5) 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,

6) 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.

f- They may perform domestic and international transportation works through all kinds of land, sea and air vehicles.

g- They may perform all kinds of loading, unloading, port management and customs clearance works.

h- They may perform all kinds of storage, warehousing, packaging and handling works.

i- They may perform franchising, distributorship, agency businesses and brokering services related to issues indicated under a-b-c and sign agreements.

j- 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.

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,

FORMER TEXT**NEW TEXT**

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.

HEAD OFFICE AND BRANCHES OF THE COMPANY**Article 5-**

Head Office of the Company is in Istanbul. The address is "İçmeler Mahallesi D-100 Karayolu Caddesi No:44/A 34947 Tuzla / Istanbul".

In case of address change, the new address is registered with the trade registry office, announced in the Turkish Trade Registry Gazette and the Company's website and also notified to the Ministry of Trade and the Capital Markets Board. Correspondences made to the registered and announced address are deemed to have been made to the Company.

Failing to register its new address within due time despite leaving the registered and announced address is a reason for the termination of the Company.

FORMER TEXT

NEW TEXT

The Company may open branches in Turkey and abroad providing that it notifies the Ministry of Trade.

DURATION

Article 6-

Duration of the Company is unlimited.

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 permission of the Capital Markets Board dated 4.3.1985 numbered 93.

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 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.

CAPITAL

Article 7-

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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.

FORMER TEXT**NEW TEXT**

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.

TRANSFER OF SHARES OR SHARE CERTIFICATES**Article 8-**

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.

Transfer of share certificates traded on the stock exchange requires compliance with the Capital Markets Legislation.

PROVISIONS ON MERGER AND DEMERGER**Article 9-**

The company may merge with other companies together with all its assets and liabilities. The merger takes place in accordance with the Turkish Commercial Code and Capital Markets Legislation. In case a legal entity that

FORMER TEXT**NEW TEXT****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

possesses a production license wishes for a merger to take place within itself or within the body of another legal entity with all its assets and liabilities or for a full or partial demerger to take place, it is compulsory to receive approval from the Capital Markets Board and Energy Market Regulatory Authority in relation to the merger or demerger transaction before the merger or demerger takes place, reserving the provisions concerning mergers and acquisitions of the Law numbered 4054 on the Protection of Competition. Merger transactions shall be concluded within hundred and eighty days to follow the date of approval after the said permission is received.

The said merger agreement shall not include provisions that violate the rights and receivables of consumers or write off the debts of the company and shall include the terms required by the Electricity Market legislation.

Provisions of the Capital Markets legislation on mergers and demergers are reserved.

No amendments were made to the content of the item; however, the item number was changed as "10" due to newly added items.

No amendments were made to the content of the item; however, the item number was changed as "11" due to newly added items.

FORMER TEXT**NEW TEXT**

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

No amendments were made to the content of the item; however, the item number was changed as "12" due to newly added items.

FORMER TEXT**NEW TEXT**

framework of specified in the Communique via the system established our 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-**

No amendments were made to the content of the item; however, the item number was changed as "13" due to newly added items.

No amendments were made to the content of the item; however, the item number was changed as "14" due to newly added items.

FORMER TEXT**NEW TEXT**

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.

AUDIT**Article 14-**

The audit of the Company is carried out within the scope of the Turkish Commercial Code and Capital Markets Law and provisions of related legislation the Company is subject to.

No amendments were made to the content of the item; however, the item number was changed as "15" due to newly added items.

No amendments were made to the content of the item; however, the item number was changed as "16" due to newly added items.

FORMER TEXT**NEW TEXT****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 Communique 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-**

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.

No amendments were made to the content of the item; however, the item number was changed as "17" due to newly added items.

No amendments were made to the content of the item; however, the item number was changed as "18" due to newly added items.

FORMER TEXT	NEW TEXT
<p>MEETING VENUE</p> <p>Article 17-</p> <p>Meeting venue of the General Assembly is the Company 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.</p>	<p>No amendments were made to the content of the item; however, the item number was changed as "19" due to newly added items.</p>
<p>MINISTRY REPRESENTATIVE</p> <p>Article 18-</p> <p>The regulations of the Ministry of Trade must be complied with in relation with Ministry representatives to attend the General Assembly meetings.</p>	<p>No amendments were made to the content of the item; however, the item number was changed as "20" due to newly added items.</p>
<p>QUORUM</p> <p>Article 19-</p> <p>General Assembly meetings and their decision quorum are subject to the provisions of the Turkish Commercial Code and the Capital Markets Law.</p>	<p>No amendments were made to the content of the item; however, the item number was changed as "21" due to newly added items.</p>
<p>VOTING</p> <p>Article 20-</p> <p>Shareholders or their representatives who attend ordinary and extraordinary General Assembly meetings have one voting right per share.</p>	<p>No amendments were made to the content of the item; however, the item number was changed as "22" due to newly added items.</p>
<p>AMENDMENTS TO THE ARTICLES OF ASSOCIATION</p> <p>Article 21-</p> <p>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.</p> <p>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 decide as per the regulations of the Board, and the provisions of the articles of association.</p>	<p>AMENDMENTS TO THE ARTICLES OF ASSOCIATION</p> <p>Article 23-</p> <p>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.</p> <p>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 decide as per the regulations of the Board, and the provisions of the articles of association.</p>

FORMER TEXT	NEW TEXT
<p>APPOINTMENT OF REPRESENTATIVES</p> <p>Article 22-</p> <p>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.</p>	<p>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 transactions, capital decrease.</p> <p>No amendments were made to the content of the item; however, the item number was changed as "24" due to newly added items.</p>
<p>METHOD OF CASTING VOTES</p> <p>Article 23-</p> <p>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.</p> <p>The regulations of the Capital Markets Board and Turkish Commercial Code are complied with concerning the casting of votes at General Assemblies.</p>	<p>No amendments were made to the content of the item; however, the item number was changed as "25" due to newly added items.</p>
<p>ANNUAL ACCOUNTS</p> <p>Article 24-</p> <p>Accounting year of the Company starts on the first day of January and ends on the last day of December.</p>	<p>No amendments were made to the content of the item; however, the item number was changed as "26" due to newly added items.</p>
<p>PROFIT DISTRIBUTION:</p> <p>Article 25-</p> <p>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</p>	<p>No amendments were made to the content of the item; however, the item number was changed as "27" due to newly added items.</p>

FORMER TEXT**NEW TEXT**

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.

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.

FORMER TEXT	NEW TEXT
<p>DATE OF PROFIT DISTRIBUTION:</p> <p>Article 26-</p> <p>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.</p>	<p>No amendments were made to the content of the item; however, the item number was changed as "28" due to newly added items.</p>
<p>ISSUANCE OF BONDS AND OTHER BORROWING INSTRUMENTS</p> <p>Article 27-</p> <p>The Company may issue all kinds of bonds, financing bills, profit and loss sharing certificates and capital market instruments to be accepted by the Capital Markets Board and/or commercial papers in order to be sold to domestic and/or foreign real and legal persons, in line with the provisions of the Turkish Commercial Code, Capital Markets Law and other applicable legislation.</p> <p>The authority to issue capital market borrowing instruments is indefinitely vested with the Board of Directors as per the provisions of the Capital Markets Law.</p> <p>Concerning the limit of borrowing instruments to be issued and monitoring them in dematerialized form, provisions of the Capital Markets Law and other related legislation are complied with.</p>	<p>No amendments were made to the content of the item; however, the item number was changed as "29" due to newly added items.</p>
<p>DECISION ON LIQUIDATION</p> <p>Article 28-</p> <p>The Company is liquidated due to reasons stipulated by the Turkish Commercial Code or a court order or the General Assembly resolution of the shareholders in accordance with the related provisions of the Turkish Commercial Code.</p>	<p>No amendments were made to the content of the item; however, the item number was changed as "30" due to newly added items.</p>
<p>LIQUIDATOR</p> <p>Article 29-</p>	<p>No amendments were made to the content of the item; however, the item number was changed as "31" due to newly added items.</p>

FORMER TEXT	NEW TEXT
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Liquidators are appointed by the General Assembly in case the company dissolves or is terminated for a reason other than bankruptcy.

LIABILITIES OF LIQUIDATORS

Article 30-

The dissolution and liquidation of the company, the method of liquidation and liabilities of liquidators are determined as per the related provisions of the Turkish Commercial Code.

No amendments were made to the content of the item; however, the item number was changed as "32" due to newly added items.

LEGAL PROVISIONS

Article 31-

Provisions of the Turkish Commercial Code, Capital Markets Law and related legislation are applied for issues not included in this articles of association.

No amendments were made to the content of the item; however, the item number was changed as "33" due to newly added items.

COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES

Article 32-

Compliance must be shown to the principles of corporate governance that are held compulsory by the Capital Markets Board. Proceedings and Board resolutions that do not comply with the compulsory principles are null and void and they are deemed to violate the articles of association.

No amendments were made to the content of the item; however, the item number was changed as "34" due to newly added items.

Compliance must be shown to the regulations of the Capital Markets Board concerning corporate governance in proceedings related to transactions of critical importance in Capital Markets Legislation, all kinds of related party transactions of the company and while providing collateral, pledges and mortgages in favor of third parties.

22.10. Information on the price and exercise of exit right

Shareholders that will cast a negative vote at the general assembly meeting where the said merger transaction of ANADOLU CAM, DENİZLİ CAM, SODA SANAYİİ, ŞİŞECAM and TRAKYA CAM shall be approved and record a statement of dissent to the meeting minutes will have the right to sell their shares to the relevant Company they are a shareholder of and exit from shareholding. Exit right exercise price per share is calculated as shown hereunder:

- TRY 4.46 for ANADOLU CAM,
- TRY 8.85 for DENİZLİ CAM,
- TRY 6.39 for SODA SANAYİİ,
- TRY 5.27 for ŞİŞECAM and
- TRY 3.47 for TRAKYA CAM.

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 transaction 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 Transaction 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 transaction 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 transaction 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 merger transactions 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 exchange for the non-voting founder shares of ANADOLU CAM of which details are given above under 19.3, (b) (*Acquired Company 1- 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 transaction. 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 Transaction. 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 in case it is foreseen by the TCC

An Exit Price has not been foreseen according to article 141 of the TCC in this Merger Transaction.

22.16. If a compensation payment is to be made according to the TCC, information on the determination of this compensation amount

Compensation payment was not foreseen as per the TCC.

23. OTHER ASPECTS CONCERNING THE MERGER TRANSACTION

None.

24. 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 transaction will be approved:

- a) Announcement Text
- b) Merger Agreement
- c) Merger report
- d) Financial statements of the last three years
- e) Activity reports of the last three years
- f) Independent audit reports of the last three years
- g) Financial statements of All Parties dated 31.12.2019 used for the merger
- h) The valuation expert's report
- i) The estimated opening balance sheet of ŞİŞECAM after the merger

25. 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 SANAYİİ 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