POLİSAN HOLDİNG A.Ş.
Material Event Disclosure
March 28, 2025

Notification Regarding Spin-off

Summary Info	Regarding the Partial Spin-off of the Company's Shares in Rohm and Haas Kimyasal Ürünler Dağıtım ve Tic. A.Ş. and Polisan Kansai Boya ve Sanayi Tic. A.Ş. through Share Transfer to Shareholders
Board Decision Date	28.03.2025
Demerger Model	Partial demerger by way of share transfer to the shareholders
Title of New Company/Companies Established After Demerger	Not yet decided
Company/Companies That Assets be Transferred Due to Demerger	-
Scope of Activities of Company Established After Demerger	The New Company is planned to be established with the purpose of ensuring coordination among the companies in which it participates in terms of capital and management, overseeing their administration, and enabling operations in areas such as planning, marketing, financial affairs, financing and fund management, legal affairs, human resources, and information technologies through the use of advanced techniques. It is foreseen that the Company will operate in this field.
Scope of Activities of Company/Companies That Assets be Transferred Due to Demerger	-
Paid-in Capital of Company Established After Demerger	3.016.276.170
Will Be Applied to Stock Exchange For Listing of New Established Company?	yes
Currency Unit	TRY
Date Of Financial Statements Base To Demerger	31.12.2024
Paid-in Capital (TL)	758.500.000
Target Capital (TL)	758.500.000

Share Group Info	Paid-in Capital (TL)	Share Exchange Rate	Capital To Be Decreased Due To Demerger (TL)	Capital To Be Decreased Due To Demerger (%)	Amount Of Bonus Issue From Internal Resources Due to Demerger (TL)	Rate Of Bonus Issue From Internal Resources Due to Demerger(%)	New Shares" ISIN	Amount of Shares Issued Due To Demerger
POLHO, TREPOHO00012	**758.500.000**							

Capital Market Board Application Date Regarding Demerger	28.03.2025
Capital Market Board Application Date	28.03.2025

This statement has been translated into English for informative purposes. In case of a discrepancy between the Turkish and the English versions of this disclosure, the Turkish version shall prevail.

POLİSAN HOLDİNG A.Ş.
Material Event Disclosure
March 28, 2025

Notification Regarding Spin-off

Additional Explanations:

Within the framework of our Company's strategic plans, it is aimed to establish an independent structure for our Paint Group business line, which consists of our subsidiaries engaged in paint production, Polisan Kansai Boya Sanayi ve Ticaret Anonim Şirketi ("Polisan Kansai"), and in paint chemicals production, Rohm and Haas Kimyasal Ürünler Dağıtım ve Ticaret A.Ş. ("Rohm and Haas"). Through this structuring, the objective is to focus on the Paint Group, unlock the true value of the Paint Group companies, and create additional value for all shareholders of our Company.

To this end, it is planned to transfer our Company's shares representing 40% of the total capital of Rohm and Haas, with a nominal value of TRY 13,957,200, and 50% of the total capital of Polisan Kansai, with a nominal value of TRY 62,501,572 (together, the "Assets Subject to Spin-off"), to a newly established company ("New Company"), which is intended to be a public company, by way of a partial spin-off through share distribution to our shareholders ("Partial Spin-off").

In this context, our Company's Board of Directors has resolved the following:

i) That the Partial Spin-off shall be carried out in accordance with Articles 159 to 179 of the Turkish Commercial Code No. 6102 ("TCC"), Articles 19 and 20 of the Corporate Tax Law No. 5520, the Corporate Tax General Communiqué (Series No. 1), the Capital Markets Law No. 6362, the Capital Markets Board ("CMB") Communiqué on Mergers and Demergers (II-23.2) ("Merger and Demerger Communiqué"), the Communiqué on Material Transactions and the Right to Exit (II-23.3) ("Communiqué on Material Transactions"), the Trade Registry Regulation, and other relevant legislation;

ii) That the Partial Spin-off, in accordance with Article 5/2(b)(1) referring to Article 6 of the Communiqué on Material Transactions, does not meet the materiality threshold and, therefore, shall not be considered a "material transaction" within the scope of said Communiqué, and accordingly, no right to exit shall arise for the shareholders of our Company;

iii) That in determining the spin-off ratio, the exchange ratio, and the corresponding capital reduction amount to be made by our Company, the valuation report prepared by Tera Yatırım Menkul Değerler A.Ş. in accordance with Article 7 of the Merger and Demerger Communiqué titled "Valuation Report by an Expert Institution" shall be taken as the basis;

iv) That, in order to carry out the Partial Spin-off, a capital increase of TRY 3,016,276,170 was previously resolved pursuant to the Board resolution dated 28.03.2025 and numbered 2025/14, whereby the issued capital of our Company was increased to TRY 3,774,776,170, fully covered from internal resources (positive capital adjustment differences), and the necessary application was made to the CMB. Following the approval of the capital increase, it has been resolved to decrease the Company's issued capital from TRY 3,774,776,170 to TRY 758,500,000 in line with the spin-off transaction and to amend Article 7 titled "Capital" of our Articles of Association accordingly, in compliance with the TCC and capital markets legislation;

v) That the prepared spin-off plan and spin-off report, together with the Articles of Association amendment, shall be submitted for approval at the General Assembly of our Company;

vi) That the Assets Subject to Spin-off shall be contributed as capital in kind to the New Company, and the shares to be issued by the New Company shall be allocated in the name of our shareholders;

vii) That, for the completion of the Partial Spin-off in accordance with the relevant regulations, including the application to the CMB for the approval of the announcement text prepared in accordance with Article 5 of the Merger and Demerger Communiqué for public disclosure of the transaction, and all other official applications, notifications, disclosures and legal procedures, including those to be made to the Ministry of Trade, the CMB and Borsa İstanbul A.Ş., shall be carried out as required.

This announcement is hereby disclosed to the public.

We proclaim that our above disclosure is in conformity with the principles set down in “Material Events Communiqué” of Capital Markets Board, and it fully reflects all information coming to our knowledge on the subject matter thereof, and it is in conformity with our books, records and documents, and all reasonable efforts have been shown by our Company in order to obtain all information fully and accurately about the subject matter thereof, and we’re personally liable for the disclosures.

This statement has been translated into English for informative purposes. In case of a discrepancy between the Turkish and the English versions of this disclosure, the Turkish version shall prevail.

Appendix: 2

POLİSAN HOLDİNG ANONİM ŞİRKETİ
CAPITAL INCREASE AMENDMENT TEXT

CURRENT TEXT	REVIZED TEXT FOLLOWING CAPITAL INCREASE VIA BONUS ISSUE	REVIZED TEXT FOLLOWING PARTIAL SPIN-OFF
CAPITAL	**CAPITAL**	**CAPITAL**
Article 7:	**Article 7:**	**Article 7:**
The Company has adopted the registered capital system in accordance with the provisions of the Capital Markets Law and has switched to the registered capital system with the permission of the Capital Markets Board dated 03/11/2011 and numbered 37/986.	The Company has adopted the registered capital system in accordance with the provisions of the Capital Markets Law and has switched to the registered capital system with the permission of the Capital Markets Board dated 03/11/2011 and numbered 37/986.	The Company has adopted the registered capital system in accordance with the provisions of the Capital Markets Law and has switched to the registered capital system with the permission of the Capital Markets Board dated 03/11/2011 and numbered 37/986.
The registered capital ceiling of the Company is 1,000,000,000 TL (one billion Turkish Liras) and is divided into 1,000,000,000 (one billion) shares with a nominal value of 1 TL (one Turkish Lira) each.	The registered capital ceiling of the Company is 1,000,000,000 TL (one billion Turkish Liras) and is divided into 1,000,000,000 (one billion) shares with a nominal value of 1 TL (one Turkish Lira) each.	The registered capital ceiling of the Company is 1,000,000,000 TL (one billion Turkish Liras) and is divided into 1,000,000,000 (one billion) shares with a nominal value of 1 TL (one Turkish Lira) each.
The issued capital of the Company is 758,500,000 TL (seven hundred and fifty-eight million five hundred thousand Turkish Liras). The issued capital of the Company is divided into 758,500,000 (seven hundred and fifty-eight million five hundred thousand) shares, each with a nominal value of 1 TL (one Turkish Lira).	**The Company's issued capital is 3,774,776,170 Turkish Lira (three billion seven hundred seventy-four million seven hundred seventy-six thousand one hundred seventy Turkish Lira), divided into 3,774,776,170 (three billion seven hundred seventy-four million seven hundred seventy-six thousand one hundred seventy) shares, each with a nominal value of 1.- Turkish Lira (one Turkish Lira).**	**The Company's issued capital is 758,500,000 Turkish Lira (seven hundred fifty-eight million five hundred thousand Turkish Lira), divided into 758,500,000 (seven hundred fifty-eight million five hundred thousand) shares, each with a nominal value of 1.- Turkish Lira (one Turkish Lira).**
The entire amount of 758,500,000 TL (seven hundred and fifty-eight million five hundred thousand Turkish Liras) constituting the capital has been subscribed free of collusion and has been paid in full.	**The previous capital amounting to 758,500,000 Turkish Lira (seven hundred fifty-eight million five hundred thousand Turkish Lira) was fully and in cash paid-in, free from collusion. The newly increased capital of 3,016,276,170 Turkish Lira has been added to the capital by being covered entirely from the positive differences arising from capital adjustment, as stated in the financial statements verified by the sworn financial advisor report dated 26/03/2025 and numbered YMM-428/2827-14, prepared by A. Cihat Kumuşoğlu.**	**It has been resolved to decrease the Company's issued capital amounting to 3,774,776,170 Turkish Lira (three billion seven hundred seventy-four million seven hundred seventy-six thousand one hundred seventy Turkish Lira) by 3,016,276,170 Turkish Lira to 758,500,000 Turkish Lira as a result of the partial demerger transaction executed through the share transfer model to the shareholders.**

The Board of Directors is authorized to issue new shares above their nominal value when it deems necessary in accordance with the provisions of the Capital Markets Law and other relevant legislation, to take decisions on the limitation of the shareholders' rights to purchase new shares (pre-emptive rights) and to increase the issued capital by issuing shares.	The Board of Directors is authorized to issue new shares above their nominal value when it deems necessary in accordance with the provisions of the Capital Markets Law and other relevant legislation, to take decisions on the limitation of the shareholders' rights to purchase new shares (pre-emptive rights) and to increase the issued capital by issuing shares.	The Board of Directors is authorized to issue new shares above their nominal value when it deems necessary in accordance with the provisions of the Capital Markets Law and other relevant legislation, to take decisions on the limitation of the shareholders' rights to purchase new shares (pre-emptive rights) and to increase the issued capital by issuing shares.
The registered capital ceiling permission granted by the Capital Markets Board is valid for the years 2023-2027 (5 years). Between the years 2023-2027, the Board of Directors is authorized to increase the issued capital by issuing registered shares up to the registered capital ceiling whenever it deems necessary in accordance with the provisions of the Capital Markets Law. Even if by the end of 2027 the permitted registered capital ceiling has not been reached, in order for the Board of Directors to take a capital increase decision after 2027, it is obligatory to obtain authorization from the General Assembly for a new period of time by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In the event that the said authorization is not obtained, no capital increase can be made by a resolution of the Board of Directors.	The registered capital ceiling permission granted by the Capital Markets Board is valid for the years 2023-2027 (5 years). Between the years 2023-2027, the Board of Directors is authorized to increase the issued capital by issuing registered shares up to the registered capital ceiling whenever it deems necessary in accordance with the provisions of the Capital Markets Law. Even if by the end of 2027 the permitted registered capital ceiling has not been reached, in order for the Board of Directors to take a capital increase decision after 2027, it is obligatory to obtain authorization from the General Assembly for a new period of time by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In the event that the said authorization is not obtained, no capital increase can be made by a resolution of the Board of Directors.	The registered capital ceiling permission granted by the Capital Markets Board is valid for the years 2023-2027 (5 years). Between the years 2023-2027, the Board of Directors is authorized to increase the issued capital by issuing registered shares up to the registered capital ceiling whenever it deems necessary in accordance with the provisions of the Capital Markets Law. Even if by the end of 2027 the permitted registered capital ceiling has not been reached, in order for the Board of Directors to take a capital increase decision after 2027, it is obligatory to obtain authorization from the General Assembly for a new period of time by obtaining permission from the Capital Markets Board for the previously permitted ceiling or a new ceiling amount. In the event that the said authorization is not obtained, no capital increase can be made by a resolution of the Board of Directors..
The capital of the Company may be increased or decreased, if necessary, in accordance with the provisions of the Turkish Commercial Code and capital markets legislation.	The capital of the Company may be increased or decreased, if necessary, in accordance with the provisions of the Turkish Commercial Code and capital markets legislation.	The capital of the Company may be increased or decreased, if necessary, in accordance with the provisions of the Turkish Commercial Code and capital markets legislation.
The Company cannot grant the Board of Directors the right to create privileged shares within the framework of the Capital Markets Board regulations.	The Company cannot grant the Board of Directors the right to create privileged shares within the framework of the Capital Markets Board regulations.	The Company cannot grant the Board of Directors the right to create privileged shares within the framework of the Capital Markets Board regulations.
All of the shares are bearer shares.	All of the shares are bearer shares.	All of the shares are bearer shares.
Shares representing the capital are monitored in dematerialized form within the framework of dematerialization principles.	Shares representing the capital are monitored in dematerialized form within the framework of dematerialization principles.	Shares representing the capital are monitored in dematerialized form within the framework of dematerialization principles.

Appendix: 3

Polisan Holding A.Ş.

Expert Institution Report Regarding the Partial Spin-Off

March 28, 2025

TERA YATIRIM

Expert Opinion (1/2)

To the Board of Directors of Polisan Holding Anonim Şirketi

28.03.2025

Dilovası Organize Sanayi Bölgesi 1. Kısım Liman Caddesi No:7
Dilovası-KOCAELİ

İstanbul, Türkiye

Polisan Holding A.Ş. (Polisan Holding or the "Company") plans to carry out a **partial spin-off transaction** through a share transfer model to the shareholders regarding its subsidiaries, Polisan Kansai Boya Sanayi ve Ticaret A.Ş. ("Polisan Kansai Boya") and Rohm and Haas Kimyasal Ürünler Üretim Dağıtım ve Ticaret A.Ş. ("Rohm & Haas"), by transferring the shares owned by the Company in these entities to its shareholders.

Tera Yatırım Menkul Değerler A.Ş. ("Tera Yatırım") has been appointed by the Company to prepare an **Independent Expert Opinion Report** for this partial spin-off transaction in accordance with the Capital Markets Board's Communiqué No. II-23.2 on Mergers and Demergers. In this context, a service agreement was signed with the Company on January 30, 2025, and this **Independent Expert Report** ("Report") has been prepared in line with the International Valuation Standards pursuant to Communiqué No. III-62.1 on Valuation Standards in Capital Markets.

This Report has been prepared based on the information provided by the management of the Company and its subsidiaries, in order to determine the spin-off ratios and the capital reduction amount as of December 31, 2024, using appropriate valuation approaches. The Report has been finalized based on the information and documents provided by Polisan Holding. The assumptions and projections shared and used in the valuation study were prepared by Polisan Holding management. Tera Yatırım has not conducted a study on the commercial feasibility or accuracy of the projections provided by the managements of the Company and its subsidiaries. The conclusions reached are dependent on the accuracy and completeness of the information provided by the Company's management. This information has been reviewed by us and, when necessary, revised following discussions with the managements of the subject companies, and included in our analysis. The valuation study was completed as of March 28, 2025. The information provided by the Company's management and market expectations as of that date have been taken into consideration in the study.

Expert Opinion (2/2)

To the Board of Directors of Polisan Holding Anonim Şirketi **28.03.2025**

Dilovası Organize Sanayi Bölgesi 1. Kısım Liman Caddesi No:7
Dilovası-KOCAELİ **İstanbul, Türkiye**

This Report has been prepared at the request of Polisan Holding, and Tera Yatırım has carried out the valuation study based on its own knowledge and experience in light of the financial information provided by Polisan Holding management. Unless otherwise stated, Tera Yatırım accepts no responsibility for any matter arising from the use of this Report and/or related correspondence by third parties or institutions other than the management of Polisan Holding. Legal provisions remain reserved.

No legal or tax assessment has been conducted with respect to the companies subject to this Report, nor has any examination been carried out regarding the physical or legal existence or ownership of the assets recorded on the balance sheets of the companies. Prior to making any investment decision regarding Polisan Holding, the financial position and operating results of Polisan Holding should be considered independently from this Report. Tera Yatırım assumes no responsibility for any investment decisions made by investors.

In the valuation, three different methods were used: Adjusted Net Asset Value and Market Value Method under the Market Approach, and Book Value of Equity under the Cost Approach.

Respectfully,

Tera Yatırım Menkul Değerler A.Ş.

Report Details (1/6)

Purpose of the Valuation	It is planned to carry out a partial spin-off transaction through a share transfer model to the shareholders, concerning Polisan Holding's subsidiaries, Polisan Kansai Boya and Rohm & Haas, by transferring the shares held by the Company in these entities. This Report has been prepared in accordance with the International Valuation Standards pursuant to Communiqué No. III-62.1 on Valuation Standards in Capital Markets, for the purpose of calculating appropriate spin-off ratios in line with the Communiqué on Mergers and Spin-Offs No. II-23.2.
Date of Report	28.03.2025
Report Type	Independent Expert Report on the Partial Spin-Off
Date of Valuation	31.12.2024
Date of Underlying Agreement	30.01.2025
Valuation Currency	Turkish Lira has been used as the currency in the valuation study.
Basis of Value	It is of great importance to distinguish between the concepts of "price" and "value" when reading and interpreting this Report. Price is the amount a buyer is willing to pay a seller for any given good or service. This price is not necessarily expected to equal the value determined through the valuation study. The value range estimated within the scope of the valuation should not be interpreted as a guaranteed price for a potential sale or purchase of the Company. The basis of value used in the Report is the Fair Value. Fair Value is defined as the value that would be expected to occur in a share sale transaction in a free market environment, where a willing buyer and a willing seller engage without any compulsion or restriction, and where relevant information is readily available to both parties.
Sources of Information	The financial data used within the scope of this study was provided by the management of Polisan Holding and its subsidiaries. Historical financial data consists of the independently audited financial statements of Polisan Holding and its subsidiaries for the years 2022–2024, prepared in accordance with the Capital Markets Board's ("CMB") financial reporting requirements and based on Turkish Accounting Standards ("TAS") / Turkish Financial Reporting Standards ("TFRS"). The business plans forming the basis of the projections cover the period from 2025 to 2033.Tera Yatırım has not conducted any study on the commercial feasibility or accuracy of the projections provided by the managements of the Company and its subsidiaries. The conclusions reached depend on the accuracy and completeness of the information provided by the Company's management. This information has been reviewed by Tera Yatırım and, where necessary, revised following discussions with the managements of the subject companies, and has been incorporated into the study.
Expert Institution	Tera Yatırım Menkul Değerler A.Ş.
Expert Institution Address	Maslak Mahallesi Eski Büyükdere Caddesi İz Plaza Apt. No:9/39, 34398 Sarıyer /İstanbul

This report has been translated into English for informative purposes. In case of a discrepancy between the Turkish and the English versions of this disclosure, the Turkish version shall prevail.

Report Details (2/6)

The Team that Prepared the Report	The expert team assigned to this project was led by **Mr. Ethem Umut Beytorun**, Deputy General Manager responsible for the Corporate Finance Department at Tera Yatırım. The team leader holds the qualifications required to prepare this report in accordance with Capital Markets Board (CMB) regulations (Capital Market Activities Level 3 License Certificate No: 907361). He possesses the qualifications, capabilities, and experience necessary to conduct the Report in a neutral, unbiased, and professional manner. Furthermore, there are no factors that would limit his ability to carry out an impartial and objective valuation. Mr. **Ali Rıza İncekara** also served as a senior team member in the project. He has over 20 years of experience in company valuation and financial modeling and has held the Chartered Financial Analyst (CFA) designation since 1997 (Certificate No: 27601).
Relationship with the Company	Tera Yatırım has not had any significant business relationship with the Company in the past three years.
Independence	The Tera Yatırım team involved in this project has no financial interest in the outcome of the partial spin-off, the sale, or any potential transaction. The fee to be received by Tera Yatırım for this Report is not contingent upon the results of this study. Tera Yatırım has no direct or indirect capital or managerial relationship with Polisan Holding, its subsidiaries, or affiliates.
Professional Standards and Ethical Principles Applied During the Valuation Study	We hereby declare that the valuation study included in this Report has been prepared in accordance with Communiqué No. III-62.1 on Valuation Standards in Capital Markets and the International Valuation Standards, and in compliance with the following ethical principles set forth in the Professional Rules of the Turkish Appraisers Association. • Throughout the valuation process, honesty and integrity were maintained, and the work was carried out in a manner that does not harm the Company or its shareholders. • The valuation service was performed by a licensed valuation expert in accordance with applicable regulations and in line with the Professional Rules of the Turkish Appraisers Association. • No knowingly false, misleading, or exaggerated statements were made, nor was any such advertising used in order to secure the engagement. • No knowingly deceptive, erroneous, or biased opinions or analyses were included in or communicated through the report. • Tera Yatırım has not accepted any engagement requiring pre-determined opinions or conclusions. The valuation assignment was carried out confidentially and with prudence. • Assignments involving hypothetical scenarios with no reasonable likelihood of occurring were not accepted. • Efforts were made to act in a timely and efficient manner in fulfilling the client's instructions. • The assignment was carried out with independence and objectivity, without regard to personal interests. • This Valuation Report has been prepared within the scope of the Valuation Service Agreement. The fees to be received under this agreement are not contingent upon any aspect of the report. • The fees related to this assignment are not dependent on any pre-determined outcome of the valuation or on any other independent and objective recommendations provided in the report. • The information and related explanations used in the Report were provided by Polisan Holding upon our request.

Report Details (3/6)

Limiting Conditions and Assumptions

- This Report has been prepared based on the information provided by the management of Polisan Holding to Tera Yatırım.
- Throughout the study, the information and representations provided by Polisan Holding's management were taken as the basis. The financial statements and other financial data made available to us during the study have not been independently audited by us. Therefore, we do not express any opinion or provide any assurance on the past financial statements and data submitted to us.
- The information used in the Report consists of publicly disclosed information or data provided by Polisan Holding upon our request.
- The analyses conducted and the results obtained are valid only under the assumptions and conditions specified in the valuation report.
- The valuation studies do not constitute an audit or review conducted in accordance with generally accepted auditing principles, rules, or standards.
- It is assumed that the information and documents provided to Tera Yatırım as the basis for the valuation are accurate and complete, and that no undisclosed or unexpected commercial or legal situation exists. The reliability and accuracy of such information have not been independently verified.
- It has been assumed that the shareholders of the Company act prudently and that the Company's management consists of qualified professionals.
- The valuation study covered by this report has been conducted using widely accepted valuation methods and professional expertise. It should be acknowledged that significant changes in market conditions may affect the value of the Company, either positively or negatively.
- Tera Yatırım declares that every effort has been made to ensure that there are no omissions that would materially alter the meaning of the information included in the valuation report. However, in the event it is revealed that the information shared with us is inaccurate, neither Tera Yatırım nor its employees shall bear any liability.
- Tera Yatırım has not conducted any investigation into the physical existence or legal ownership of the Company's assets, and accepts no responsibility in this regard. No legal or tax due diligence study has been performed by us on the Company.
- Use of financial data from different dates, or application of different valuation methods or weightings, may result in different valuation outcomes.
- It has been assumed that the Company will continue to operate on a going concern basis for the foreseeable future, in the absence of any material adverse circumstances (such as extraordinary financial crises, natural disasters, unusual political or legal changes, or unforeseeable legal developments) that would significantly impair its operations.
- It has also been assumed that recent or near-future events in Türkiye or the global economy will not cause material deviations from the economic data referenced in the assumptions section of this report.

Report Details (4/6)

Communiqué No. II-23.2 on Mergers and Demergers	The spin-off shall be carried out in accordance with the provisions of the Capital Markets Law No. 6362, Communiqué No. II-23.2 on Mergers and Demergers, Communiqué No. II-23.3 on Significant Transactions and the Right to Exit, the Turkish Commercial Code No. 6102, the Corporate Tax Law No. 5520, and other applicable legislation. This Report has been prepared in consideration of Communiqué No. II-23.2 on Mergers and Demergers. Communiqué No. II-23.2 on Mergers and Demergers / Independent Expert Report *ARTICLE 7* *(1) An expert institution report shall be drawn up with the purpose of determination of the value and the exchange rate of the corporations being a party to merger or demerger transactions or of the assets thereof as at the date of the financial statement to be taken as basis in the transaction. It is mandatory that the opinion granted in this report states that the exchange rate is fair and reasonable. In respect of preparation of the opinion of the expert institution, at least three appraisal methods shall be considered noticing the qualifications of the related corporations.* *(2) In appraisal transactions, Board's regulations with regard to appraisal shall be taken as basis.* *(3) In case that the current market values of the real estates shall be used in forming of the expert institution report, current market values of such real estates shall be determined by the real estate appraisal corporations within the framework of the Board's relevant regulations. In respect of the real estates, in case where a real estate appraisal report drawn up by real estate appraisal corporations within the framework of the Board's relevant regulations exists, it is mandatory to take into consideration this report during the preparation of the expert institution opinion.*

Report Details (5/6)

Selected Methods	In the Report, it is mandatory for us to provide an opinion stating that the exchange ratio related to the partial spin-off is fair and reasonable. In this context, taking into account the characteristics of the Company and its subsidiaries, at least three valuation methods must be considered. Accordingly, in determining the fair value of Polisan Holding and the companies subject to the spin-off, three different methods have been used: under the market approach, the Adjusted Net Asset Value Method and the Market Value Method; and under the cost approach, the Book Value of Equity Method.
Adjusted Net Asset Value Method	Under the Adjusted Net Asset Value Method, the Sum-of-the-Parts Approach was applied to determine the consolidated share values of Polisan Holding and the subsidiaries subject to the partial spin-off. Accordingly, the share values of the subsidiaries and affiliates owned by Polisan Holding were calculated individually, and the portion corresponding to Polisan Holding's ownership was aggregated to derive the total net asset value of the companies subject to the spin-off.For Polisan Holding's non-public subsidiaries and affiliates, the Discounted Cash Flow (DCF) Method and Peer Group Multiples Method were considered. The real estate assets owned by Polisan Holding were included in the valuation based on real estate appraisal reports. A 40% weight was assigned to the Net Asset Value Method in the valuation, as it calculates the total value of the companies based on the individual values of their subsidiaries and assets, and because the methodology is applicable to both companies involved in the partial spin-off.
Market Value Method	Pursuant to the International Valuation Standards, if the asset subject to valuation is actively traded, significant and/or meaningful weight should be assigned to the Market Value Method. In this context, the Market Value Method has been considered in the valuation due to Polisan Holding being 21.64% publicly listed and having a reasonable level of trading volume. Under the Market Value Method, Polisan Holding's volume-weighted average market values over the last six months as of December 31, 2024, based on data from Borsa İstanbul, were taken into account. In calculating the spin-off ratios for the assets subject to the partial spin-off, the comparability of the relevant asset values is a key factor supporting the reasonableness of the study. Accordingly, when applying the Market Value Method, a liquidity discount was applied to estimate a representative market value for the shares of non-public entities Polisan Kansai Boya and Rohm & Haas, which are involved in the spin-off. The liquidity discount was determined by applying the average IPO discount of the last 20 companies listed before December 31, 2024. A 30% weight was assigned to the Market Value Method in the overall valuation.

Report Details (6/6)

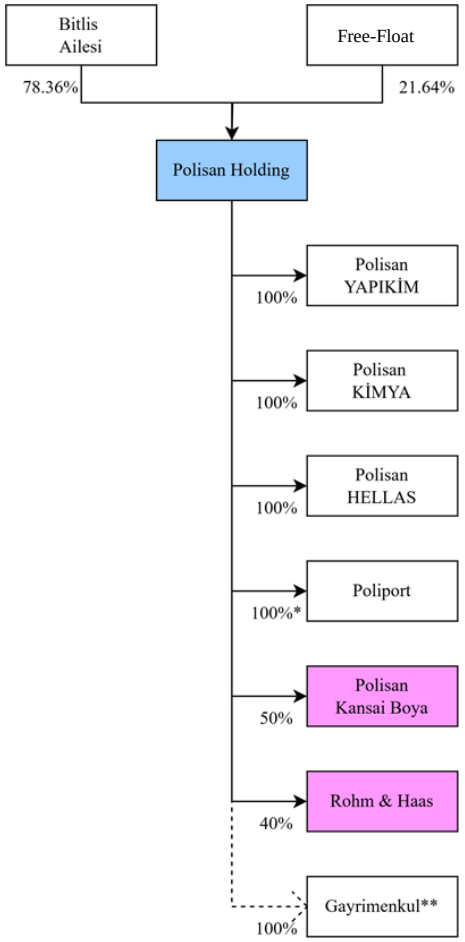
Book Value of Equity Method	Under this approach, in order to determine the consolidated share values of the Company, the equity attributable to the parent company as presented in the consolidated financial statements of Polisan Holding and the subsidiaries subject to the partial spin-off—Polisan Kansai Boya and Rohm & Haas—dated December 31, 2024, prepared in accordance with TFRS and independently audited, has been taken into account. A 30% weight has been assigned to the Book Value of Equity Method.
Capital Markets Board Declarations	**As Tera Yatırım Menkul Değerler A.Ş.,** We hereby declare that, in accordance with the Capital Markets Board of Türkiye's resolution dated April 11, 2019 and numbered 21/500, as publicly announced in the weekly bulletin No. 2019/19, we possess the qualifications required for the provision of valuation services related to non-real estate assets under capital markets legislation, specifically; • Employing at least 10 full-time personnel who hold either a "Capital Market Activities Level 3 License" or a "Derivative Instruments License;"; • Having a dedicated Corporate Finance Department; • Maintaining internal circulars, valuation methodologies, manuals, or similar established procedures to be followed during valuation studies; • Possessing control checklists or similar documentation for use during client onboarding, project execution, report preparation, and report signing processes; • Having the necessary technical infrastructure for valuation work, including data banks, internal circulars, developed know-how, and similar resources; • Maintaining a research infrastructure capable of gathering the information required for valuation studies; • Having a formal contract in place with the company requesting the valuation; • Having no direct or indirect capital or managerial relationship with the company requesting the valuation., We also declare that the valuation studies included in this Report have been conducted in compliance with Communiqué No. III-62.1 on Valuation Standards in Capital Markets, as well as the International Valuation Standards published by the Turkish Appraisers Association and the Turkish Capital Markets Association.

Executive Summary – Shareholding Structure of the Companies Before and After the Partial Spin-Off

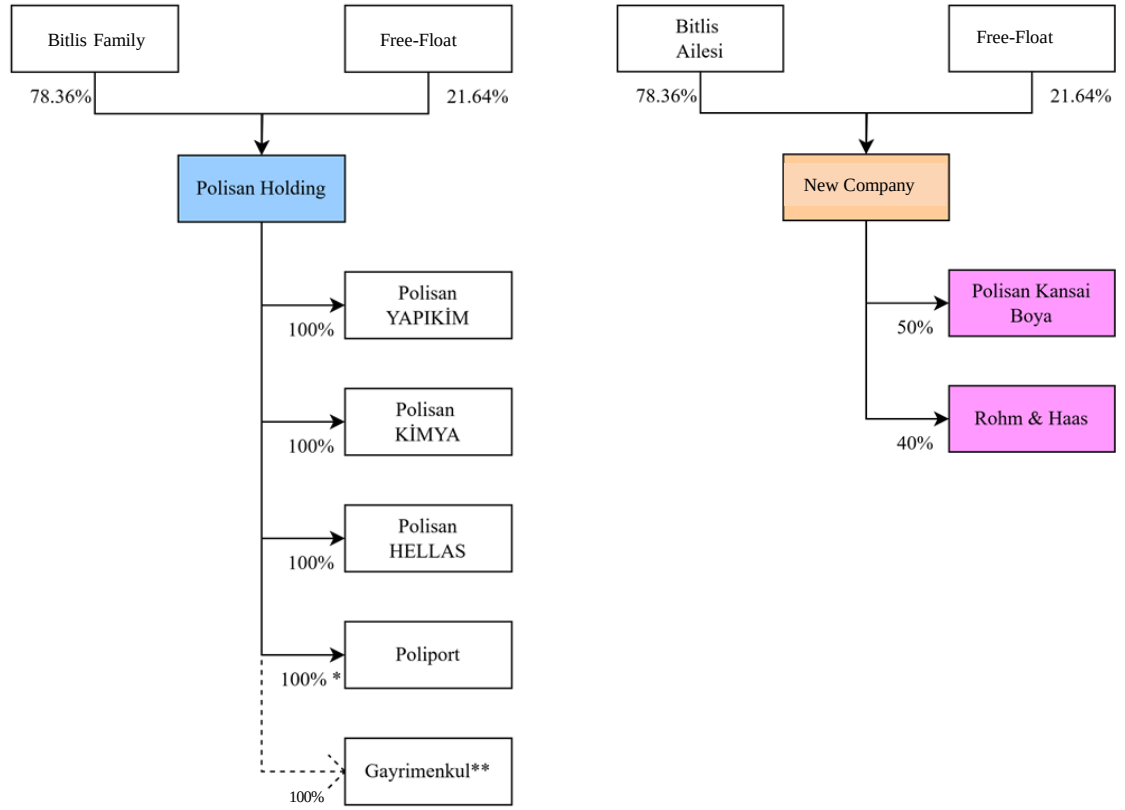
Planned Partial Spin-Off Transaction

- It is planned to carry out a partial spin-off transaction through a share transfer model to the shareholders, regarding Polisan Holding's shareholdings in its subsidiaries Polisan Kansai Boya and Rohm & Haas.
- In the Report, it is proposed that the shares currently held by Polisan Holding—50% of Polisan Kansai Boya and 40% of Rohm & Haas—will be transferred to a newly established company, referred to as the "New Company."
- As illustrated in the adjacent diagram, the shareholding structures of both Polisan Holding and the New Company to be established for the spin-off will remain the same before and after the transaction, both for the Bitlis Family and for other public shareholders.

Before the Partial Spin-Off



After the Partial Spin-Off



*Ownership ratios represent the direct and indirect shareholding percentages held by Polisan Holding.

**The real estate assets are reflected under Polisan Holding, Polisan Kimya, and Poliport. The ownership ratio refers to the shares directly and indirectly held by Polisan Holding.

Executive Summary – Valuation Results and Spin-off Ratios

Valuation Methods *milyon TL*	Not	Adjusted Net Asset Value Method	Market Value Method	Book Value Method	Expert Institution View
Polisan Holding Value	**A**	**13.554**	**8.944**	**15.434**	**12.735**
Polisan Kansai Boya Value	B	6.055	4.370	8.053	6.149
Rohm & Haas Value	C	43	31	134	67
Value Subject to Spin-Off New Company	**D+E**	**3.045**	**2.197**	**4.080**	**3.101**
Polisan Kansai Boya (% 50 pay)	D=B * %50	3.028	2.185	4.026	3.074
Rohm & Haas (% 40 pay)	E=C * %40	17	12	54	27
Method Weights		40%	30%	30%	
Spin-off Ratio	**(D+E)/A**	22,46%	24,57%	26,43%	**24,35%**

- As part of the planned transaction, Polisan Holding and its subsidiaries and affiliates subject to the partial spin-off have been analyzed using internationally recognized valuation methods.
- Under the Adjusted Net Asset Value Method, the Sum-of-the-Parts Approach was applied to determine the consolidated share values of Polisan Holding and the subsidiaries planned to be spun off. Accordingly, the share values of each of Polisan Holding's subsidiaries and affiliates were calculated separately, and the values corresponding to Polisan Holding's ownership were aggregated to derive the total net asset value of the companies subject to the spin-off. For Polisan Holding's non-public subsidiaries and affiliates, the Discounted Cash Flow (DCF) Method and Peer Group Multiples Method were taken into account. A holding discount of 32.9% was applied to the total net asset value of Polisan Holding, considering the Company's financial performance, its operations across different sectors, and the presence of non-controlling interests.
- Under the Market Value Method, Polisan Holding's market value was calculated based on the volume-weighted average share prices over the last 6 months. For the New Company's market value, a value of TRY 3,045 million derived from the DCF and Comparable Multiples methods was used. Since Polisan Kansai Boya and Rohm & Haas are not publicly traded, a liquidity discount was deemed appropriate, and the average discount rate of 27.8% observed in the last 20 IPOs prior to December 31, 2024, was applied.
- Under the Book Value of Equity Method, the equity attributable to the parent company as stated in the TFRS-compliant financial statements for the period ending December 31, 2024, was used. For Polisan Kansai Boya, the equity value including goodwill as recorded under Polisan Holding—TRY 4,026 million—was taken into account.
- In calculating the spin-off ratio, the share values derived from the Adjusted Net Asset Value, Market Value, and Book Value of Equity Methods, weighted at 40%, 30%, and 30% respectively, were considered. As a result, the spin-off ratio was calculated as 24.35%.

Executive Summary – Valuation Results and Spin-off Ratios

Assets Subject to Spin-off Valuation Result (TL) Companies Subject to Spin-off	Spin-off Status	Paid-in capital	Not	Valuation	Share Ratio Subject to Spin-off	Paid-in Capital Subject to Spin-off	Share Valuees Subject to Spin-off	Not
Polisan Holding	Bölünen	758.500.000	A1	12.734.940.899	100%	100%	12.734.940.899	A2
Yeni Şirket								
Polisan Kansai Boya	Ayrılan		B1	6.148.814.768	50%		3.074.407.384	B2
Rohm & Haas	Ayrılan		C1	66.665.882	40%		26.666.353	C2
Toplam							3.101.073.737	D2

Spin-off and Exchange Ratios Valuation Result (TL) Transferor	Definition	Result
Polisan Holding Bölünecek Pay Oranı	E= D2/A2	**24,3509%**

Spin-off Ratio Calculation Results

- In the calculation of the spin-off ratio, the share values subject to the spin-off—determined using the Adjusted Net Asset Value, Market Value, and Book Value of Equity Methods and weighted at 40%, 30%, and 30%, respectively—have been taken into account.
- By resolution of the Board of Directors dated March 28, 2025, the Company resolved to increase its paid-in capital from TRY 758,500,000 by TRY 3,016,276,170 through the capital adjustment positive differences account, bringing the total paid-in capital to TRY 3,774,776,170. Following the partial spin-off, it is planned that the New Company's paid-in capital will be TRY 3,016,276,170, while Polisan Holding's paid-in capital will be TRY 758,500,000.

Shareholder Structure Before the Spin-off Polisan Holding	Share in Capital (TL)	Share (%)
Ahmet Ertuğrul Bitlis	172.354.465	22,72%
Mehmet Emin Bitlis	172.354.218	22,72%
Ayşe Melike Bitlis Bush	69.316.770	9,14%
Fatma Nilgün Kasrat	63.768.770	8,41%
Ahmet Faik Bitlis	59.368.770	7,83%
Other Bitlis Family Members	57.185.352	7,54%
Other (Free-float)	164.151.656	21,64%
Total	**758.500.000**	100,00%

Shareholder Structure After the Spin-off Polisan Holding	Share in Capital (TL)	Share (%)
Ahmet Ertuğrul Bitlis	172.354.465	22,72%
Mehmet Emin Bitlis	172.354.218	22,72%
Ayşe Melike Bitlis Bush	69.316.770	9,14%
Fatma Nilgün Kasrat	63.768.770	8,41%
Ahmet Faik Bitlis	59.368.770	7,83%
Other Bitlis Family Members	57.185.352	7,54%
Other (Free-float)	164.151.656	21,64%
Total	**758.500.000**	100,0%

Shareholder Structure After the Spin-off New Company	Share in Capital (TL)	Share (%)
Ahmet Ertuğrul Bitlis	685.390.464	22,72%
Mehmet Emin Bitlis	685.389.478	22,72%
Ayşe Melike Bitlis Bush	275.647.358	9,14%
Fatma Nilgün Kasrat	253.584.998	8,41%
Ahmet Faik Bitlis	236.087.812	7,83%
Other Bitlis Family Members	227.405.161	7,54%
Other (Free-float)	652.770.899	21,64%
Total	**3.016.276.170**	100,0%



TERA YATIRIM

Appendix: 4

POLİSAN HOLDİNG ANONİM ŞİRKETİ

PARTIAL SPIN-OFF PLAN

Polisan Holding Anonim Şirketi ("**Polisan Holding**" or the "**Spinning-Off Company**"), a joint stock company duly established and continuously operating in accordance with the laws of the Republic of Turkey, registered with the Gebze Trade Registry Directorate under registration number 5769 and MERSIS number 0732020687300019, with its headquarters located at Dilovası Organize Sanayi Bölgesi 1. Kısım Liman Caddesi No:7 Dilovası/Kocaeli, plans a spin-off by transferring the Assets Subject to Spin-off, as defined below, to a newly established company whose shares are intended to be publicly traded, based on a model of share distribution to existing shareholders, in accordance with Articles 159 to 179 of the Turkish Commercial Code No. 6102 ("**TCC**"), Articles 19 and 20 of the Corporate Tax Law No. 5520 ("**CTL**"), Corporate Tax General Communiqué Series No. 1, the Capital Markets Law No. 6362, the Capital Markets Board's Communiqué on Mergers and Demergers (II-23.2) ("**Merger and Demerger Communiqué**"), the Communiqué on Material Transactions and Right of Exit (II-23.3), the Trade Registry Regulation, and other relevant legislation. Details of the newly established company ("**New Company**" or the "**Transferee**") are provided in Section 1.1 (General Information on the Companies).

This Spin-off Plan (the "**Plan**") has been duly prepared by the Board of Directors of the Transferor in accordance with Article 166 of the TCC to define the terms and conditions of the planned spin-off.

Polisan Holding and the New Company shall hereinafter be referred to collectively as the "**Parties**."

The spin-off shall be carried out based on the resolution of the Board of Directors of the Transferor dated 28/03/2025 and numbered 2025/16 (Annex-1), and by reference to the independently audited financial statements of the Transferor dated 31.12.2024 ("**Financial Statements**") (Annex-2).

This Plan has been prepared in accordance with the expert institution report dated 28.03.2025 issued by Tera Yatırım Menkul Değerler Anonim Şirketi ("**Expert Report**") (Annex-4) and the certified public accountant report dated 28/03/2025 ("**CPA Report**") (Annex-3).

The announcement text regarding the spin-off has been approved by the Capital Markets Board by its resolution dated / /2025 and numbered _____.

1 - GENERAL INFORMATION ON THE PARTIES

1.1 General Company Information

A. Transferor Company- Polisan Holding Anonim Şirketi

Company Name	:	Polisan Holding Anonim Şirketi
Registered Office Address	:	Dilovası Organize Sanayi Bölgesi 1. kısım Liman Cad. No:7 Dilovası/Kocaeli
Trade Registry Office and Registration Number	:	Gebze Ticaret Sicili Müdürlüğü – 5769
MERSIS Number	:	0732020687300019
Date of Incorporation	:	13 June 2000
Term of Incorporation	:	Indefinite
Tax Office and Tax ID Number	:	Uluçınar Vergi Dairesi – 7320206873
Independent Auditor	:	PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi
Website	:	www.polisanholding.com
NACE Code	:	64.20.19-Holding şirketlerinin faaliyetleri (bağlı iştiraklerini yönetenler
	:	Polisan Holding A.Ş. was established with the purpose of ensuring coordination among the companies in which it holds capital and management participation; and operates to provide centralized planning, marketing, financial affairs, fund management, legal affairs, human resources, and information technology functions using advanced techniques.
Market in which Capital Market Instruments are Traded	:	Yıldız Pazar

B. B. Transferee Company – New Company

Company Name	:	The trade name of the New Company will be determined by its founders and is subject to acceptance by the relevant trade registry office.
Registered Office Address	:	The company has not yet been registered.
Trade Registry Office and Registration Number	:	It is envisaged to be registered with the Gebze Trade Registry Office.
MERSIS Number	:	The company has not yet been registered.
Date of Incorporation	:	The company has not yet been registered.
Term of Incorporation	:	It is planned that the New Company will be incorporated with an indefinite term.
Tax Office and Tax ID Number	:	The company has not yet been registered.
Independent Auditor	:	The company has not yet been registered.

Website	:	The company has not yet been registered
NACE Code	:	The company has not yet been registered
Business Activity	:	The New Company is planned to be established to ensure coordination among the companies in which it holds capital and management participation, and to operate in areas such as planning, marketing, financial affairs, fund management, legal affairs, human resources, and information technology using advanced techniques.
Sermaye Piyasası Aracının İşlem Gördüğü Pazar	:	Yeni Şirket'in Yıldız Pazar'da işlem göreceği öngörülmektedir.

1.2 Current Capital Structure

A. Transferor Company – Polisan Holding

Issued Capital: TRY 758,500,000.00

The issued capital of Polisan Holding is TRY 758,500,000, divided into 758,500,000 bearer shares, each with a nominal value of TRY 1.00 and entitling the holder to one voting right.

Registered Capital Ceiling: TRY 1,000,000,000.00

The registered capital ceiling of Polisan Holding is TRY 1,000,000,000, divided into 1,000,000,000 bearer shares, each with a nominal value of TRY 1.00.

It has been confirmed in the CPA Report (Annex-3) that the entire issued capital of Polisan Holding has been fully paid in.

Privileges Granted to Shares Representing the Capital

According to the Articles of Association of Polisan Holding, no privileges have been granted to the shares representing the capital.

Statements Regarding Usufruct Shares, Non-Voting Shares, Convertible Bonds and Similar Debt Instruments, and Rights Allocated to Special Right Holders (if any)

Polisan Holding has no usufruct shares, non-voting shares, convertible bonds or similar debt instruments. There are no special right holders within Polisan Holding.

Breakdown of Capital Among Shareholders as of the Most Recent Date:

Name/Title of Shareholder	Capital Amount (TRY)	Number of Shares	Nominal Value (TRY)	Shareholding Ratio (%)	Share Class	Type of Privilege
Mehmet Emin Bitlis	172.354.217,50	172.354.217,50	1	22,72	-	none

Ahmet Ertuğrul Bitlis	172.354.465,45	172.354.465,45	1	22,72	-	none
Ayşe Melike Bitlis Bush	69.316.769,85	69.316.769,85	1	9,14	-	none
Fatma Nilgün Kasrat	63.768.769,85	63.768.769,85	1	8,41	-	none
Ahmet Faik Bitlis	59.368.769,85	59.368.769,85	1	7,83	-	none
Other	221.337.007,50	221.337.007,50	1	29,18	-	none
Total	758.500.000,00	758.500.000	1	100	-	none

Polisan Holding is listed on the Borsa İstanbul Yıldız Market, and as of March 27, 2025, the free float share amount is TRY 163,956,332.32, corresponding to a free float rate of 21.62%..

B. Transferee Company – New Company

Issued Capital: TRY 3,016,276,170

It is envisaged that the issued capital of the Transferee Company will be TRY 3,016,276,170, divided into 3,016,276,170 bearer shares, each with a nominal value of TRY 1.00 and entitling the holder to one voting right.

It has been confirmed in the Sworn CPA Report (Annex-3) that the entire capital of the Transferee Company will be fully funded through the contribution in kind of the Assets Subject to Spin-Off from the Transferor Company's (Polisan Holding) assets within the scope of the partial spin-off.

Privileges Granted to Shares Representing the Capital

According to the draft Articles of Association of the Transferee Company, no privileges are planned to be granted to the shares representing the capital.

Statements Regarding Usufruct Shares, Non-Voting Shares, Convertible Bonds and Similar Debt Instruments, and Rights Allocated to Special Right Holders (if any)

It is anticipated that there will be no usufruct shares, non-voting shares, convertible bonds, or similar debt instruments in the Transferee Company. All shares representing the capital of the Transferee Company will be allocated to the existing shareholders of the Transferor Company in proportion to their current shareholdings. No special rights will be granted.

Anticipated Distribution of the Issued Capital Among Shareholders Upon Incorporation:

Name/Title of Shareholder	Capital Amount (TRY)	Number of Shares	Nominal Value (TRY)	Shareholding Ratio (%)	Share Class	Type of Privilege
Mehmet Emin Bitlis	685.389.478	685.389.478	1	22,72	-	none
Ahmet Ertuğrul Bitlis	685.390.464	685.390.464	1	22,72	-	none

Ayşe Melike Bitlis Bush	275.647.358	275.647.358	1	9,14	-	none
Fatma Nilgün Kasrat	253.584.998	253.584.998	1	8,41	-	none
Ahmet Faik Bitlis	236.087.812	236.087.812	1	7,83	-	none
Other	880.176.060	880.176.060	1	29,18	-	none
Total	**3.016.276.170**	**3.016.276.170**	**1**	**100**	**-**	**None**

1.3 Information on Governing Bodies

A. Transferor Company – Polisan Holding

Full Name	Position	Roles Held in the Company in the Last 5 Years	Term of Office / Remaining Term*	Capital Share	
				(TL)	**(%)**
Emin Bitlis Yönetim Danışmanlığı Limited Şirketi *represented by* Tayfun BAYAZIT	Chairman of the Board	Chairman of the Board	Until April 26, 2025 / 1.5 months remaining	130.000	0.017
Ertuğrul Bitlis Yönetim Danışmanlığı Limited Şirketi *represented by* Esra YAZICI	Vice Chairman of the Board	Vice Chairman of the Board, Independent Board Member, Member of the Early Detection of Risk Committee	Until April 26, 2025 / 1.5 months remaining	-	-
FNK Yönetim Danışmanlığı Limited Şirketi *represented by* Bilal Cantekin DİNÇERLER	Board Member, CEO	Board Member, CEO	Until April 26, 2025 / 1.5 months remaining	-	-
AFB Yönetim Danışmanlığı Limited Şirketi *represented by* Ali Tuğrul ALPACAR	Board Member	Board Member, Member of the Corporate Governance Committee	Until April 26, 2025 / 1.5 months remaining	-	-

* The current members of the Board of Directors were elected to serve for a term of one year, until April 26, 2025, pursuant to the resolution of the General Assembly dated April 26, 2024, which was certified by the Republic of Turkey Kartal 32nd Notary Office on April 30, 2024, under certification number 10094.

Full Name	Position	Roles Held in the Company in the Last 5 Years	Term of Office / Remaining Term*	Capital Share	
				(TL)	(%)
Hamit Sedat ERATALAR	Independent Board Member	Independent Board Member, Chair of the Audit Committee, Chair of the Corporate Governance Committee	Until April 26, 2025 / 1.5 months remaining	-	-
Onur KİPRİ	Independent Board Member	Independent Board Member, Member of the Audit Committee, Chair of the Early Detection of Risk Committee	Until April 26, 2025 / 1.5 months remaining	-	-

B. Transferee Company – New Company

The Board of Directors of the Transferee Company has not yet been determined.

2 - RESOLUTION OF THE GOVERNING BODY TAKEN AS BASIS

In the spin-off process, the basis shall be the Board of Directors resolution of the Demerged Company dated 28/03/2025 and numbered 2025/16, which resolved to initiate the spin-off proceedings (Annex-1).

2.1 Purpose of the Partial Spin-Off

The primary purpose of the Partial Spin-Off is to unlock the true value of Polisan Holding's subsidiaries, which are currently considered to be overshadowed by the broader scope of activities within Polisan Holding, thereby creating additional value for all shareholders.

2.2 Rationale for the Partial Spin-Off

Currently, Rohm and Haas Kimyasal Ürünler Dağıtım ve Ticaret Anonim Şirketi and Polisan Kansai Boya Sanayi ve Ticaret Anonim Şirketi (together referred to as the "Paint Group") operate within Polisan Holding's diverse business portfolio, which also includes chemicals, construction chemicals, and port operations. By establishing a separate structure for the Paint Group, the company will be able to focus directly on paint-related activities, prioritize objectives specifically for the Paint Group, and maximize efficiency in its joint ventures.

Additionally, due to their nature as joint ventures, the Paint Group companies are accounted for using the equity method and are not consolidated. Under the equity method, investments are recorded on the consolidated statement of financial position at acquisition cost adjusted for changes in net assets. Consequently, the financial statement items of the Paint Group companies are not consolidated; only Polisan Holding's share in their net profit or loss is reflected as a single line item in its consolidated income statement.

Following the Partial Spin-Off, Polisan Holding will focus on chemicals, construction chemicals, and port

operations, aiming to maximize growth potential in these sectors. Both companies will then be able to pursue strategies aligned with their core competencies, unlock their respective potential, and ultimately create greater value for shareholders.

3 - FINANCIAL STATEMENTS TAKEN AS BASIS AND ASSETS SUBJECT TO SPIN-OFF

3.1 Financial Statements Taken as Basis

The spin-off shall be carried out based on the independently audited financial statements of the Demerged Company dated 31.12.2024 ("Financial Statements") (Annex-2).

This Plan has been prepared in accordance with the certified public accountant report dated 26/03/2025 ("CPA Report") (Annex-3).

3.2 Assets Subject to Spin-off

Subsidiary	*Number of Shares*	Nominal Value (TRY)	Total Capital Ownership (%)	Recorded Net Book Value as of 31.12.2024 (TRY)
Polisan Kansai Boya Sanayi ve Ticaret Anonim Şirketi	62.501.572	62.501.572	50	4.026.392.988
Rohm and Haas Kimyasal Ürünler Dağıtım ve Ticaret Anonim Şirketi	13.957.200	13.957.200	40	53.590.557

Under the scope of the spin-off, the Transferor Company shall;

A. Transfer to the New Company its 13,957,200 shares with a nominal value of 13,957,200 Turkish Liras in Rohm and Haas Kimyasal Ürünler Dağıtım ve Ticaret Anonim Şirketi ("Rohm and Haas"), corresponding to 40% of Rohm and Haas's total capital. Rohm and Haas is registered with the Istanbul Trade Registry under registration number 613998-0 and has its registered office at İçerenköy Mahallesi, Umut Sokak, Quick Tower Sitesi, No:10-12, İç Kapı No:21, Ataşehir/İstanbul; and

B. Transfer to the New Company its 62,501,572 shares with a nominal value of 62,501,572 Turkish Liras in Polisan Kansai Boya Sanayi ve Ticaret Anonim Şirketi ("**Polisan Kansai**"), corresponding to 50% of Polisan Kansai's total capital. Polisan Kansai is registered with the Gebze Trade Registry under registration number 2880 and has its registered office at Demirciler OSB Mahallesi, Refik Baydur Caddesi, No: 7/3, Dilovası/Kocaeli

(Collectively referred to as the "Assets Subject to Spin-off"), these assets shall be transferred to the New Company based on their recorded net book values.

In this context, the Assets Subject to Spin-off will be removed from the Transferor Company's assets and contributed as in-kind capital to the New Company at their recorded net book values. In return, all shares representing the capital of the New Company will be allocated to the existing shareholders of the Transferor Company in proportion to their shareholding in the Transferor Company's capital.

As the assets subject to spin-off are not consolidated in Polisan Holding's financial statements, it is not possible to calculate the ratio of the income derived from these assets to the total income of Polisan Holding.

4 - EFFECTIVE DATE OF THE SPIN-OFF

4.1 Entitlement of the New Company Shares to Balance Sheet Profits and the Nature of Such Rights

The date on which the existing shareholders of the Transferor shall become entitled to balance sheet profits from the shares they will acquire in the New Company shall be the registration date of the New Company's incorporation.

4.2 Effective Date of Transactions Being Attributed to the New Company

As of the registration date of the spin-off and the registration date of the incorporation of the New Company, all transactions related to the Assets Subject to Spin-off shall be deemed to have been conducted on behalf of the New Company.

5 - DETERMINATION OF THE SPIN-OFF AND EXCHANGE RATIOS AND THE AMOUNT OF CAPITAL REDUCTION

In the spin-off, the spin-off and share exchange ratios, the amount of capital reduction to be made by Polisan Holding (the Transferor), and the amount of initial capital to be established in the New Company have been determined in a fair and reasonable manner in accordance with the Communiqué on Mergers and Spin-offs, based on the expert institution report dated 28/03/2025 issued by Tera Yatırım Menkul Değerler Anonim Şirketi ("**Expert Report**") (Annex-4).

Since the shares to be received from the New Company in exchange for the Assets Subject to Spin-off transferred through the spin-off will be allocated to the existing shareholders of the Transferor in proportion to their current shareholding in the Transferor, a capital reduction shall be made in the Transferor in the amount determined in the Expert Report on the Spin-off dated 28.03.2025, prepared by Tera Yatırım Menkul Değerler A.Ş.

6 - PERMITS, NOTIFICATIONS AND APPROVALS TO BE OBTAINED FROM OFFICIAL AUTHORITIES

6.1 Evaluation in Terms of the Competition Authority

This spin-off does not create a change of control within the meaning of the Communiqué No. 2010/4 on Mergers and Acquisitions Requiring Authorization from the Competition Authority, since the spin-off takes place within the same economic entity. Therefore, obtaining approval from the Competition Authority is not required for the spin-off transaction. A declaration to this effect has been provided by Polisan Holding.

6.2 Evaluation in Terms of Amendment to the Articles of Association and Approvals from the Ministry of Trade and the Capital Markets Board (CMB)

As the Transferor is a holding company and in accordance with the Communiqué on the Determination of Joint Stock Companies Subject to Permission for Establishment and Amendments to the Articles of Association, which requires Ministry of Trade approval for articles of association amendments of holding companies established in the form of joint stock companies, an application will be submitted to the Ministry of Trade for the amendment of Article 7 ("Capital") of the Transferor's Articles of Association within the scope of the simultaneous capital increase and reduction to be made in the Transferor.

Since the Transferor is a publicly held company subject to the supervision of the Capital Markets Board (CMB) and its shares are traded on Borsa İstanbul A.Ş., the spin-off transaction and the related amendments to the Articles of Association are subject to the favorable opinion of the CMB.

6.3 Evaluation Regarding the Notification of the Articles of Association Amendment to the Gebze Trade Registry

Following the registration of the spin-off with the relevant trade registry, a notification will be made to the Capital Markets Board (CMB) in accordance with Article 19 of the Communiqué on Mergers and Demergers, indicating that the spin-off has been completed.

6.4 Evaluation Regarding the Listing Application to Borsa İstanbul

For the shares to be issued by the New Company under the scope of the spin-off, an issuance certificate will be provided by the CMB. Pursuant to the Communiqué on Mergers and Spin-offs, the New Company is required to apply to the CMB within 6 business days from the date of the general assembly meeting approving the spin-off. These shares will simultaneously be listed on Borsa İstanbul A.Ş., and shareholders who hold publicly traded shares of the Transferor will receive equivalent shares in the New Company. The approval of Borsa İstanbul A.Ş. will be obtained regarding these matters.

6.5 Public Disclosure of Spin-off Documents and Required Announcements

In accordance with Article 8 titled "Public Disclosure" of the Communiqué on Mergers and Spin-offs and other relevant regulations, the following documents and information shall be disclosed to the public via Polisan Holding's website and the Public Disclosure Platform (KAP) at least 30 (thirty) days prior to the date of the Polisan Holding general assembly meeting that will approve the spin-off::

- The Announcement Text approved by the Capital Markets Board (CMB),
- The Spin-off Plan,
- The Spin-off Report,
- The last three years of financial statements and annual reports of the Companies Involved in the Spin-off,
- The last three years of independent audit reports of the Companies Involved in the Spin-off,
- Expert Institution Reports,
- The projected opening balance sheet following the spin-off..

Pursuant to Article 171 of the Turkish Commercial Code (TCC), the Spin-off Plan, the Spin-off Report, and the last three years of financial statements and annual reports of the Companies Involved in the Spin-off shall be made available for review by the shareholders of Polisan Holding at the company's headquarters and on its website at least two months prior to the date of the general assembly meeting where the spin-off transaction will be submitted for approval.

7 - EQUALIZATION PAYMENT

Since the shares to be issued by the New Company in return for the Assets Subject to Spin-off, which will be transferred at their recorded net book values, will be allocated to the shareholders of the Transferor in proportion to their shareholding in the Transferor, no equalization payment is anticipated in relation to the spin-off.

8 - OBLIGATIONS AND LIABILITIES OF THE PARTIES

8.1 Tax Liability

Polisan Holding and the New Company shall:

(i) Jointly prepare and sign the corporate tax return of the Transferor as of the spin-off date, or

(ii) If the spin-off takes place within the period between the end of the fiscal year and the deadline for filing the corporate tax return, jointly prepare and sign the corporate tax return of the Transferor for

the previous fiscal year,

They shall submit the relevant corporate tax return to the tax office to which Polisan Holding is affiliated within 30 (thirty) days following the date of publication of the spin-off in the Turkish Trade Registry Gazette.

The New Company shall undertake, through a letter of commitment to be attached to the corporate tax return to be filed due to the spin-off, that it will be jointly and severally liable for all tax liabilities of Polisan Holding that have accrued or will accrue up to the date of the spin-off and that it will fulfill all other tax-related obligations.

In the event that the highest-ranking local tax officer requests a guarantee in this regard, such guarantee shall be provided jointly by Polisan Holding and the New Company.

The registration date of the general assembly resolution approving the Plan shall be deemed the spin-off date, and the New Company shall be jointly and severally liable, pursuant to Article 20 of the Corporate Tax Law, for the tax liabilities of the Transferor accrued or to accrue up to the spin-off date, limited to the fair market value of the Assets Subject to Spin-off.

8.2 PROTECTION OF CREDITORS

Although there will be a change in the equity of the Transferor as a result of the spin-off, it has been determined in the CPA Report (Annex-3) that the net assets remaining with the Transferor after the spin-off will be sufficient to cover its debts and that the rights of its creditors will not be jeopardized due to the spin-off. Therefore, it has been concluded that the Parties are not under an obligation to provide security for creditors' receivables pursuant to Article 175, paragraph 2 of the Turkish Commercial Code (TCC).

However, in accordance with Articles 174 and 175 of the TCC, a public call to the creditors of the Transferor will be published three times at seven-day intervals in the Turkish Trade Registry Gazette, and a similar announcement will be posted on Polisan Holding's corporate website to inform creditors of their rights.

9 - GENERAL ASSEMBLY MEETING

The Board of Directors shall convene the General Assembly within the period prescribed by capital markets legislation, and the Spin-off Plan and the Spin-off Report shall be submitted for the approval of the General Assembly. If the general assembly meeting is not held within this period, the spin-off plan shall be deemed null and void, and the spin-off process may be re-initiated based on recent financial statements in accordance with Article 6 of the Capital Markets Board's Communiqué on Mergers and Spin-offs.

The transfer of the Assets Subject to Spin-off to the New Company shall become effective as of the registration date of the spin-off and the registration date of the incorporation of the New Company, following the approval of the spin-off by Polisan Holding's General Assembly.

10 - SPECIAL BENEFITS

No special benefit has been granted to the members of the Board of Directors, managers, persons with management authority, auditors, or the Expert Institution of either the Transferor or the New Company in connection with this spin-off transaction. Within the scope of the spin-off, fees were paid to certified public accountants in accordance with market rates for the preparation of the relevant reports.

11 - IMPACT OF THE SPIN-OFF ON EMPLOYEES

No employee transfer to the New Company is anticipated within the scope of the spin-off.

12 - CAPITAL AND ARTICLES OF ASSOCIATION OF THE PARTIES

12.1 Capital Reduction and Amendment to the Articles of Association of the Transferor Due to the Spin-off

Pursuant to Article 159/1(b) of the Turkish Commercial Code ("TCC"), which provides that "***The shareholders of the demerged company acquire the shares and rights of the transferee companies, or the demerged company acquires the shares and rights in the transferee companies in return for the transferred parts of its assets and establishes a subsidiary***," and Article 19/3(b) of the Corporate Tax Law ("CTL"), which states that "***In a partial spin-off, the shares of the transferee company acquired in exchange for the transferred assets may remain with the transferor company or be directly distributed to the shareholders of that company***," the shares to be acquired in the New Company in return for the assets transferred through the spin-off shall be distributed to the existing shareholders of the Transferor in proportion to their current shareholding.

As of the date of this Plan, the issued capital of the Transferor is TRY 758,500,000. With the Board of Directors resolution dated 28.03.2025 and numbered 2025/14, Polisan Holding A.Ş. resolved to increase its capital by TRY 3,016,276,170 to TRY 3,774,776,170, through a bonus issue entirely funded by the positive differences in capital adjustment shown in its financial statements, and applied to the Capital Markets Board (CMB) accordingly.

Following the CMB's approval of the bonus capital increase, a capital reduction in the amount of TRY 3,016,276,170 will be carried out due to the spin-off transaction, and the issued capital of the Transferor will be reduced to TRY 758,500,000.

Issued Capital Before Spin-Off (TRY)	Capital Increase Due to Spin-Off (TRY)	Issued Capital After Spin-Off (TRY)
3.774.776.170	3.016.276.170	758.500.000

The proposed new version of Article 7 of the Transferor's Articles of Association, which is planned to be amended as part of the spin-off, is provided below:

NEW VERSION:

*"**CAPITAL***

Article 7-

The Company has adopted the registered capital system in accordance with the provisions of the Capital Markets Law and transitioned to the registered capital system with the permission of the Capital Markets Board dated 03/11/2011 and numbered 37/986.

The registered capital ceiling of the Company is TRY 1,000,000,000 (one billion Turkish Liras), divided into 1,000,000,000 (one billion) shares, each with a nominal value of TRY 1 (one Turkish Lira).

The issued capital of the Company is TRY 758,500,000 (seven hundred fifty-eight million five hundred thousand Turkish Liras). The issued capital is divided into 758,500,000 (seven hundred fifty-eight million five hundred thousand) shares, each with a nominal value of TRY 1 (one Turkish Lira).

As a result of the spin-off transaction carried out based on the share transfer model, the Company's previously issued capital of TRY 3,774,776,170 (three billion seven hundred seventy-four million seven hundred seventy-six thousand one hundred seventy Turkish Liras) has been reduced by TRY 3,016,276,170, and set at TRY 758,500,000.

The Board of Directors is authorized to issue new shares above nominal value, to make decisions on limiting shareholders' pre-emptive (subscription) rights, and to increase the issued capital through share issuance, in accordance with the Capital Markets Law and related legislation.

The permission for the registered capital ceiling granted by the Capital Markets Board is valid for the years 2023–2027 (5 years).

The Board of Directors is authorized to issue registered shares up to the registered capital ceiling at any time it deems necessary during the 2023–2027 period, in accordance with the provisions of the Capital Markets Law. Even if the registered capital ceiling permitted for the period is not reached by the end of 2027, in order for the Board of Directors to make a capital increase decision after 2027, it must obtain authorization for a new period from the General Assembly by securing a new ceiling or an extension from the Capital Markets Board. If such authorization is not obtained, the Board of Directors cannot increase the capital by its own resolution.

The Company's capital may be increased or decreased as necessary within the framework of the provisions of the Turkish Commercial Code and capital markets regulations.

All shares are registered as bearer shares.

Shares representing the capital shall be monitored in dematerialized form in accordance with dematerialization principles.

12.2 Capital to Be Formed in the New Company Within the Scope of the Spin-off

As a result of the spin-off, the capital of the New Company shall be constituted through an in-kind capital contribution, based on the recorded net book values of the Assets Subject to Spin-off, pursuant to Articles 163 and 164 of the Turkish Commercial Code (TCC).

The incorporation of the New Company shall be carried out simultaneously with the registration of the resolution to be adopted by the General Assembly of the Transferor. The bearer shares to be issued in return for the capital of the New Company shall be distributed to the existing shareholders of the Transferor in proportion to their shareholding in the Transferor.

13 - ENTRY INTO FORCE

This Plan shall enter into force upon its approval by the General Assembly of Polisan Holding. Following the General Assembly approval and the registration of the spin-off, a new company shall be established simultaneously under a trade name to be determined by the Board of Directors of the Transferor and accepted by the relevant trade registry office.

The draft Articles of Association of the New Company, prepared in accordance with the Turkish Commercial Code and capital markets regulations, is attached as Annex-5.

This Plan is exempt from stamp duty pursuant to Article IV.17 of Table (2) of the Stamp Tax Law No. 488.

IN WITNESS WHEREOF, this Plan has been executed on 28/03/2025.

Annexes:
Annex-1: Board of Directors Resolution of Polisan Holding A.Ş. dated 28/03/2025 and numbered 2025/16
Annex-2: Financial Statements of Polisan Holding A.Ş. dated 31.12.2024
Annex-3: Certified Public Accountant Report dated 28/03/2025
Annex-4: Expert Institution Report issued by Tera Yatırım Menkul Değerler Anonim Şirketi dated 28.03.2025
Annex-5: Draft Articles of Association of the New Company

Transferor Company

POLİSAN HOLDİNG ANONİM ŞİRKETİ

Chairman
Emin Bitlis Yönetim Danışmanlığı Limited Şirketi
represented by:
Tayfun Bayazıt

_____

Vice Chairman
Ertuğrul Bitlis Yönetim Danışmanlığı Limited Şirketi
represented by:
Esra Yazıcı

_____

Board Member
AFB Yönetim Danışmanlığı Limited Şirketi
represented by:
Ali Tuğrul Alpacar

_____

Board Member
FNK Yönetim Danışmanlığı Limited Şirketi
represented by:
Bilal Cantekin Dinçerler

_____

Independent Board Member
Hamit Sedat Eratalar

_____

Independent Board Member
Onur Kipri

_____

Appendix: 5

POLİSAN HOLDİNG ANONİM ŞİRKETİ

PARTIAL SPIN-OFF REPORT

Polisan Holding Anonim Şirketi ("**Polisan Holding**" or the "**Spinning-Off Company**"), a joint-stock company duly incorporated and validly existing under the laws of the Republic of Turkey, registered with the Gebze Trade Registry under registration number 5769 and MERSIS number 0732020687300019, with its registered office at Dilovası Organize Sanayi Bölgesi 1. Kısım Liman Caddesi No:7 Dilovası/Kocaeli, plans to execute a partial spin-off through the share transfer model to shareholders, in accordance with Articles 159 to 179 of the Turkish Commercial Code No. 6102 ("**TCC**"), Articles 19 and 20 of the Corporate Tax Law No. 5520 ("CTL"), the Corporate Tax General Communiqué Series No. 1, the Capital Markets Law No. 6362, the Capital Markets Board ("**CMB**") Communiqué on Mergers and Demergers (II-23.2) ("**Merger and Demerger Communiqué**"), the Communiqué on Material Transactions and Right to Exit (II-23.3) ("Material Transactions Communiqué"), the Trade Registry Regulation, and other applicable legislation. Within this framework, Polisan Holding ("Polisan Holding") plans to transfer the following assets (hereinafter referred to as the "Assets Subject to Spin-Off") to a newly established company (the "New Company" or the "Recipient Company"), which is described in detail in Section 1.1 (General Information on the Companies) and whose shares are intended to be publicly traded: (i) its shareholding in Rohm and Haas Kimyasal Ürünler Dağıtım ve Ticaret Anonim Şirketi ("**Rohm and Haas**"), a company registered with the Istanbul Trade Registry under registration number 613998-0, with its registered office at İçerenköy Mahallesi Umut Sokak Quick Tower Sitesi No:10-12 İç Kapı No:21 Ataşehir/Istanbul. Polisan Holding holds 13,957,200 shares in Rohm and Haas, corresponding to 40% of its total capital, with a nominal value of TRY 13,957,200; (ii) its shareholding in Polisan Kansai Boya Sanayi ve Ticaret Anonim Şirketi ("**Polisan Kansai**"), a company registered with the Gebze Trade Registry under registration number 2880, with its registered office at Demirciler OSB Mahallesi Refik Baydur Caddesi No: 7/3 Dilovası/Kocaeli. Polisan Holding holds 62,501,572 shares in Polisan Kansai, corresponding to 50% of its total capital, with a nominal value of TRY 62,501,572. These shares owned by Polisan Holding in Rohm and Haas and Polisan Kansai (collectively, the "**Assets Subject to Spin-Off**") are intended to be transferred through a partial spin-off based on the share transfer model to shareholders. This Partial Spin-Off Report (the "**Report**") has been duly prepared by the Board of Directors of Polisan Holding in accordance with Article 169 of the TCC, to set forth the terms and principles of the partial spin-off transaction. Polisan Holding and the New Company shall hereinafter be referred to collectively as the "Parties".

The partial spin-off shall be carried out based on the independently audited financial statements of Polisan Holding dated 31.12.2024 (the "**Financial Statements**") (Annex-2), and pursuant to the Board of Directors' resolution dated 28/03/2025 and numbered 2025/16 (Annex-1).

This Report has been prepared in line with the **Expert Institution Report** dated 28/03/2025 issued by Tera Yatırım Menkul Değerler Anonim Şirketi ("Tera Yatırım") (Annex-4) and the Sworn CPA Report dated 28/03/2025 ("**YMM Report**") (Annex-3).

The announcement text related to the partial spin-off transaction has been approved by the Capital Markets Board (CMB) with its resolution dated __/__/2025 and numbered _____.

1 - GENERAL INFORMATION ON THE PARTIES

1.1 General Company Information

A. Transferor Company – Polisan Holding Anonim Şirketi

Company Name	:	Polisan Holding Anonim Şirketi
Registered Office Address	:	Dilovası Organize Sanayi Bölgesi 1. kısım Liman Cad. No:7 Dilovası/Kocaeli
Trade Registry Office and Registration Number	:	Gebze Ticaret Sicili Müdürlüğü – 5769
MERSIS Number	:	0732020687300019
Date of Incorporation	:	13 June 2000
Term of Incorporation	:	Indefinite
Tax Office and Tax ID Number	:	Uluçınar Vergi Dairesi – 7320206873
Independent Auditor	:	PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi
Website	:	www.polisanholding.com
NACE Code	:	64.20.19-Holding şirketlerinin faaliyetleri (bağlı iştiraklerini yönetenler
Business Activity	:	Polisan Holding A.Ş. was established with the purpose of ensuring coordination among the companies in which it holds capital and management participation; and operates to provide centralized planning, marketing, financial affairs, fund management, legal affairs, human resources, and information technology functions using advanced techniques.
Market in which Capital Market Instruments are Traded	:	Yıldız Pazar

B. Transferee Company – New Company

Company Name	:	The trade name of the New Company will be determined by its founders and is subject to acceptance by the relevant trade registry office.
Registered Office Address	:	The company has not yet been registered.
Trade Registry Office and Registration Number	:	It is envisaged to be registered with the Gebze Trade Registry Office.
MERSIS Number	:	The company has not yet been registered.
Date of Incorporation	:	The company has not yet been registered.
Term of Incorporation	:	It is planned that the New Company will be incorporated with an indefinite term.
Tax Office and Tax ID Number	:	The company has not yet been registered.

Independent Auditor	:	The company has not yet been registered.

Website	:	The company has not yet been registered.
NACE Code	:	The company has not yet been registered.
Business Activity	:	The New Company is planned to be established to ensure coordination among the companies in which it holds capital and management participation, and to operate in areas such as planning, marketing, financial affairs, fund management, legal affairs, human resources, and information technology using advanced techniques.
Market in which Capital Market Instruments are Traded	:	It is envisaged that the New Company will be listed on the Yıldız Market.

1.2 Current Capital Structure

A. Transferor Company – Polisan Holding

Issued Capital: TRY 758,500,000.00

The issued capital of Polisan Holding is TRY 758,500,000, divided into 758,500,000 bearer shares, each with a nominal value of TRY 1.00 and entitling the holder to one voting right.

Registered Capital Ceiling: TRY 1,000,000,000.00

The registered capital ceiling of Polisan Holding is TRY 1,000,000,000, divided into 1,000,000,000 bearer shares, each with a nominal value of TRY 1.00.

It has been confirmed in the CPA Report (Annex-3) that the entire issued capital of Polisan Holding has been fully paid in..

Privileges Granted to Shares Representing the Capital

According to the Articles of Association of Polisan Holding, no privileges have been granted to the shares representing the capital.

Statements Regarding Usufruct Shares, Non-Voting Shares, Convertible Bonds and Similar Debt Instruments, and Rights Allocated to Special Right Holders (if any)

Polisan Holding has no usufruct shares, non-voting shares, convertible bonds or similar debt instruments. There are no special right holders within Polisan Holding.

Breakdown of Capital Among Shareholders as of the Most Recent Date:

Name/Title of Shareholder	Capital Amount (TRY)	Number of Shares	Nominal Value (TRY)	Shareholding Ratio (%)	Share Class	Type of Privilege
Mehmet Emin Bitlis	172.354.217,50	172.354.217,50	1	22,72	-	none

Ahmet Ertuğrul Bitlis	172.354.465,45	172.354.465,45	1	22,72	-	none
Ayşe Melike Bitlis Bush	69.316.769,85	69.316.769,85	1	9,14	-	none
Fatma Nilgün Kasrat	63.768.769,85	63.768.769,85	1	8,41	-	none
Ahmet Faik Bitlis	59.368.769,85	59.368.769,85	1	7,83	-	none
Other	221.337.007,50	221.337.007,50	1	29,18	-	none
Total	758.500.000,00	758.500.000	1	100	-	none

Polisan Holding is listed on the Borsa İstanbul Yıldız Market, and as of March 27, 2025, the free float share amount is TRY 163,956,332.32, corresponding to a free float rate of 21.62%.

B. Transferee Company – New Company

Issued Capital: TRY 3,016,276,170

It is envisaged that the issued capital of the Transferee Company will be TRY 3,016,276,170, divided into 3,016,276,170 bearer shares, each with a nominal value of TRY 1.00 and entitling the holder to one voting right.

It has been confirmed in the Sworn CPA Report (Annex-3) that the entire capital of the Transferee Company will be fully funded through the contribution in kind of the Assets Subject to Spin-Off from the Transferor Company's (Polisan Holding) assets within the scope of the partial spin-off.

Privileges Granted to Shares Representing the Capital

According to the draft Articles of Association of the Transferee Company, no privileges are planned to be granted to the shares representing the capital.

Statements Regarding Usufruct Shares, Non-Voting Shares, Convertible Bonds and Similar Debt Instruments, and Rights Allocated to Special Right Holders (if any)

It is anticipated that there will be no usufruct shares, non-voting shares, convertible bonds, or similar debt instruments in the Transferee Company. All shares representing the capital of the Transferee Company will be allocated to the existing shareholders of the Transferor Company in proportion to their current shareholdings. No special rights will be granted.

Anticipated Distribution of the Issued Capital Among Shareholders Upon Incorporation:

Name/Title of Shareholder	Capital Amount (TRY)	Number of Shares	Nominal Value (TRY)	Shareholding Ratio (%)	Share Class	Type of Privilege
Mehmet Emin Bitlis	685.389.478	685.389.478	1	22,72	-	none
Ahmet Ertuğrul Bitlis	685.390.464	685.390.464	1	22,72	-	none

Ayşe Melike Bitlis Bush	275.647.358	275.647.358	1	9,14	-	none
Fatma Nilgün Kasrat	253.584.998	253.584.998	1	8,41	-	none
Ahmet Faik Bitlis	236.087.812	236.087.812	1	7,83	-	none
Other	880.176.060	880.176.060	1	29,18	-	none
Total	**3.016.276.170**	**3.016.276.170**	**1**	**100**	**-**	**none**

1.3 Information on Governing Bodies

A. Transferor Company– Polisan Holding

Full Name	Position	Roles Held in the Company in the Last 5 Years	Term of Office / Remaining Term*	Capital Share	
				(TL)	(%)
Emin Bitlis Yönetim Danışmanlığı Limited Şirketi *represented by* Tayfun BAYAZIT	Chairman of the Board	Chairman of the Board	Until April 26, 2025 / 1.5 months remaining	130.000	0.017
Ertuğrul Bitlis Yönetim Danışmanlığı Limited Şirketi *represented by* Esra YAZICI	Vice Chairman of the Board	Vice Chairman of the Board, Independent Board Member, Member of the Early Detection of Risk Committee	Until April 26, 2025 / 1.5 months remaining	-	-
FNK Yönetim Danışmanlığı Limited Şirketi *represented by* Bilal Cantekin DİNÇERLER	Board Member, CEO	Board Member, CEO	Until April 26, 2025 / 1.5 months remaining	-	-
AFB Yönetim Danışmanlığı Limited Şirketi *represented by* Ali Tuğrul ALPACAR	Board Member	Board Member, Member of the Corporate Governance Committee	Until April 26, 2025 / 1.5 months remaining	-	-

*The current members of the Board of Directors were elected to serve for a term of one year, until April 26, 2025, pursuant to the resolution of the General Assembly dated April 26, 2024, which was certified by the Republic of Turkey Kartal 32nd Notary Office on April 30, 2024, under certification number 10094.

Full Name	Position	Roles Held in the Company in the Last 5 Years	Term of Office / Remaining Term*	Capital Share	
				(TL)	(%)
Hamit Sedat ERATALAR	Independent Board Member	Independent Board Member, Chair of the Audit Committee, Chair of the Corporate Governance Committee	Until April 26, 2025 / 1.5 months remaining	-	-
Onur KİPRİ	Independent Board Member	Independent Board Member, Member of the Audit Committee, Chair of the Early Detection of Risk Committee	Until April 26, 2025 / 1.5 months remaining	-	-

B. Transferee Company– New Company

The Board of Directors of the Transferee Company has not yet been determined.

2 - MAIN FIELDS OF ACTIVITY OF THE PARTIES

A. Transferor Company– Polisan Holding

Field of Activity:

Polisan Holding A.Ş. was established to ensure coordination among the companies in which it holds capital and management participation, and to oversee and manage their operations. The company operates in areas such as planning, marketing, financial affairs, fund and capital management, legal affairs, human resources, and information technologies using advanced methods.

Information on Operational Results:

Details regarding the operations and operational results of Polisan Holding are included in the 2024 annual activity reports and consolidated financial statements published on the Public Disclosure Platform (KAP) and on Polisan Holding's corporate website.

B. Transferee Company– New Company

Field of Activity:

The Transferee Company is planned to be established to ensure coordination among the companies in which it holds capital and management participation, and to oversee and manage their operations. It is expected to operate in areas such as planning, marketing, financial affairs, fund and capital management, legal affairs, human resources, and information technologies using advanced methods.

Information on Operational Results:

The Transferee Company will commence operations following the registration of the partial spin-off with the relevant trade registry.

3 - PURPOSE, LEGAL AND ECONOMIC RATIONALE, AND POTENTIAL CONSEQUENCES OF THE PARTIAL SPIN-OFF

3.1 Purpose of the Partial Spin-Off

The primary purpose of the Partial Spin-Off is to unlock the true value of Polisan Holding's subsidiaries, which are currently considered to be overshadowed by the broader scope of activities within Polisan Holding, thereby creating additional value for all shareholders.

3.2 Rationale for the Partial Spin-Off

Currently, Rohm and Haas Kimyasal Ürünler Dağıtım ve Ticaret Anonim Şirketi and Polisan Kansai Boya Sanayi ve Ticaret Anonim Şirketi (together referred to as the "**Paint Group**") operate within Polisan Holding's diverse business portfolio, which also includes chemicals, construction chemicals, and port operations. By establishing a separate structure for the Paint Group, the company will be able to focus directly on paint-related activities, prioritize objectives specifically for the Paint Group, and maximize efficiency in its joint ventures.

Additionally, due to their nature as joint ventures, the Paint Group companies are accounted for using the equity method and are not consolidated. Under the equity method, investments are recorded on the consolidated statement of financial position at acquisition cost adjusted for changes in net assets. Consequently, the financial statement items of the Paint Group companies are not consolidated; only Polisan Holding's share in their net profit or loss is reflected as a single line item in its consolidated income statement.

Following the Partial Spin-Off, Polisan Holding will focus on chemicals, construction chemicals, and port operations, aiming to maximize growth potential in these sectors. Both companies will then be able to pursue strategies aligned with their core competencies, unlock their respective potential, and ultimately create greater value for shareholders.

3.3 Potential Consequences of the Partial Spin-Off

(i) Changes in Shareholding Rights of Polisan Holding Shareholders in the Transferee Company and Capital Changes in the Parties

By resolution of the Board of Directors dated March 28, 2025, the Company resolved to increase its paid-in capital from TRY 758,500,000 to TRY 3,774,776,170 by adding TRY 3,016,276,170 from the positive differences of capital adjustment. The Assets Subject to Spin-Off, which are recorded under the assets of Polisan Holding, will be transferred to the Transferee Company via a newly established entity through a partial spin-off based on the share transfer model to shareholders. As determined in the Expert Institution Report, following the removal of the relevant equity investments from the assets of Polisan Holding, its issued capital of TRY 3,774,776,170 will be reduced by TRY 3,016,276,170 and brought back to TRY 758,500,000 after the spin-off.

As a result of the contribution of the Assets Subject to Spin-Off as capital in kind to the Transferee Company, the issued capital of the Transferee Company will be set at TRY 3,016,276,170, as determined in the Expert Institution Report. The shares representing the issued capital of the Transferee Company will be distributed to the shareholders of Polisan Holding in proportion to their existing shareholding in accordance with the "proportional distribution" principle applicable to this type of spin-off.

(ii) Net Profit for the Period of the Transferor and Transferee Companies:

The date on which the shareholders of the Transferor Company become entitled to the profits of the Transferee Company in respect of the shares they acquire shall be the date of registration of the incorporation of the Transferee Company

(iii) Liability Arising from Tax Obligations

Polisan Holding and the Transferee Company shall submit to the tax office to which Polisan Holding is affiliated, within thirty (30) days from the date of publication of the Partial Spin-Off in the Turkish Trade Registry Gazette, either of the following::

(i) the corporate tax return of the Transferor Company, jointly prepared and signed by both Polisan Holding and the Transferee Company, as of the date of the Partial Spin-Off, or

(ii) in cases where the Partial Spin-Off is carried out between the end of the fiscal year and the end of the month in which the corporate tax return is submitted, the corporate tax return for the previous fiscal year of the Transferor Company, jointly prepared and signed.

The Transferee Company shall assume joint and several liability for any tax obligations accrued or to be accrued up to the date of the Partial Spin-Off, and shall fulfill other related obligations. This commitment shall be formally declared by the Transferee Company in a letter of undertaking, which will be attached to the corporate tax return to be submitted by Polisan Holding due to the Partial Spin-Off.

If the local chief tax officer requests a guarantee in this regard, such guarantee shall be provided by both Polisan Holding and the Transferee Company.

The date of registration of the general assembly resolution of the Transferor Company approving the Spin-Off Plan shall be considered the effective date of the Partial Spin-Off. In accordance with Article 20 of the Corporate Tax Law, the Transferee Company shall be jointly and severally liable—limited to the fair market value of the Assets Subject to Spin-Off—for any tax obligations accrued or to be accrued by the Transferor Company up to the date of the Partial Spin-Off.

(iv) Approvals and Notifications from Public Authorities

Assessment in Terms of the Competition Authority

Since this Partial Spin-Off takes place within the same economic entity, it will not result in a change of control pursuant to the Communiqué No. 2010/4 on Mergers and Acquisitions Requiring the Approval of the Competition Board. Therefore, the Partial Spin-Off transaction is not subject to approval by the Competition Authority. Polisan Holding has declared that no application to the Competition Authority is required.

Assessment in Terms of the Ministry of Trade Approval and Capital Markets Board Opinion Regarding the Amendment to the Articles of Associatione

As the Transferor Company is a holding company, and pursuant to the Communiqué on the Increase of Capital of Joint Stock and Limited Liability Companies to the New Minimum Amounts and on the Determination of Joint Stock Companies Subject to Ministry of Trade Approval for Incorporation and Amendments to the Articles of Association, the amendment to Article 7 (“Capital”) of the Articles of Association of the Transferor Company, due to the

planned capital increase and decrease, is subject to the approval of the Ministry of Trade. Accordingly, an application will be submitted to the Ministry of Trade.

As the Transferor Company is a publicly listed entity subject to the supervision of the Capital Markets Board of Turkey (CMB) and its shares are traded on Borsa İstanbul A.Ş., the Partial Spin-Off transaction and the related amendments to the Articles of Association are subject to the approval of the CMB.

Assessment in Terms of Notification to the Gebze Trade Registry for the Articles of Association Amendment

Following the registration of the Partial Spin-Off with the Gebze Trade Registry, a notification confirming the completion of the Partial Spin-Off will be submitted to the CMB in accordance with Article 19 of the CMB's Communiqué on Mergers and Demergers.

Assessment in Terms of Listing Application to Borsa İstanbul

An issuance certificate will be granted by the CMB for the shares of the Transferee Company to be issued within the scope of the Partial Spin-Off. In accordance with the Communiqué on Mergers and Demergers, the Transferee Company is required to apply to the CMB within 6 business days following the general assembly meeting at which the Partial Spin-Off is approved. These shares will simultaneously be listed on Borsa İstanbul A.Ş., and shareholders of the Transferor Company holding traded shares will be granted the same type of shares in the Transferee Company. Approval from Borsa İstanbul A.Ş. will be obtained for these actions..

Disclosure of Documents Related to the Spin-Off and Required Announcements

Pursuant to Article 8 of the Communiqué on Mergers and Demergers, titled "Public Disclosure," and other relevant regulations, the following information and documents will be disclosed to the public via Polisan Holding's corporate website and the Public Disclosure Platform (KAP) at least thirty (30) days prior to the date of the general assembly meeting where the Partial Spin-Off will be submitted for approval:

- The CMB-approved Announcement Text,
- The Spin-Off Plan,
- The Spin-Off Report,
- The last three years' financial statements and annual reports of the Parties to the Spin-Off,
- The last three years' independent audit reports of the Parties to the Spin-Off,
- Expert Institution Reports,
- The projected opening balance sheet following the Spin-Off.

In accordance with Article 171 of the Turkish Commercial Code (TCC), the Spin-Off Plan, Spin-Off Report, and the financial statements and activity reports of the Parties to the Spin-Off for the past three years shall be made available for the review of Polisan Holding shareholders at the company headquarters and on its corporate website no later than two months before the general assembly meeting where the Partial Spin-Off will be approved.

4 - PARTIAL SPIN-OFF PLAN

The Partial Spin-Off Plan was signed by the Board of Directors of Polisan Holding on March 28, 2025..

5 - SHARE EXCHANGE RATIOS, EQUALIZATION PAYMENTS (IF ANY), AND THE RIGHTS OF THE TRANSFEROR COMPANY'S SHAREHOLDERS IN THE TRANSFEREE COMPANY

As the shareholders and shareholding ratios of the Parties are exactly the same, the share exchange ratio

will also be one-to-one. In this context, the rights set forth under Article 149 of the Turkish Commercial Code ("TCC") shall be preserved, and the spin-off shall be carried out as a proportional spin-off, as defined in Article 161, paragraph 2, subparagraph (a) of the TCC, in which the shareholding proportions are maintained.

Since the Assets Subject to Spin-Off will be transferred to the Transferee Company at their recorded net book values, and the shares to be issued by the Transferee Company will be allocated to the shareholders of the Transferor Company in proportion to their shareholdings in the Transferor Company, no equalization payment is anticipated to arise from the Partial Spin-Off..

6 - CHARACTERISTICS OF SHARE VALUATION USED IN DETERMINING THE EXCHANGE RATIO

In the Partial Spin-Off, the spin-off and share exchange ratios, the amount of capital reduction to be made by Polisan Holding, and the amount of capital increase to be effected upon incorporation of the Transferee Company have been determined fairly and reasonably in accordance with the Communiqué on Mergers and Demergers issued by the Capital Markets Board, based on the Expert Institution Report.

The opinion expressed in the Expert Institution Report states that the spin-off and share exchange ratios resulting from the applied valuation methods and their respective weightings are fair and reasonable.

For the purpose of obtaining the expert opinion required for the Partial Spin-Off, a Valuation Services Agreement was signed on January 30, 2025 between Polisan Holding and Tera Yatırım Menkul Değerler Anonim Şirketi.

In accordance with the Communiqué on Mergers and Demergers, the following valuation methods were considered in the preparation of the expert opinion, taking into account the characteristics of the Parties to the Spin-Off.

1 – Adjusted Net Asset Value

Under the Adjusted Net Asset Value Method, the Sum-of-the-Parts Approach was utilized to determine the consolidated equity values of Polisan Holding and its subsidiaries planned for partial spin-off. Accordingly, the share values of Polisan Holding's subsidiaries and affiliates were calculated individually, and the portions attributable to Polisan Holding were aggregated to arrive at the total net asset value of the companies subject to the partial spin-off. For Polisan Holding's non-public subsidiaries and affiliates, the Discounted Cash Flow (DCF) method and Comparable Company Multiples method were taken into consideration. Polisan Holding's real estate assets were included in the analysis based on appraisal values as of December 31, 2024. A 40% weighting was assigned to the Adjusted Net Asset Value Method due to its ability to determine the total value of the companies based on the individual valuations of their subsidiaries and assets, and its applicability to both companies involved in the partial spin-off. verilmiştir.

2 – Market Value Method

In accordance with internationally accepted valuation standards, significant and/or meaningful weight should be assigned to the Market Value Method when the asset subject to valuation is actively traded. In this context, since 29.18% of Polisan Holding's shares are publicly traded and trading volumes are at reasonable levels, the Market Value Method has been considered in the valuation. Under this method, Polisan Holding's volume-weighted average market capitalization over the six-month period ending on December 31, 2024, as derived from trading data on Borsa İstanbul, has been taken into account. A key factor in ensuring the reasonableness of the analysis is the comparability of the values of the assets subject to the Partial Spin-Off in calculating the spin-off ratio. Accordingly, to estimate a representative market value for Polisan Kansai Boya and Rohm and Haas—which are not publicly traded—liquidity discounts were applied to determine their fair values. The applied liquidity discount was based on the average IPO discount observed in the last 20 companies that went public prior to December 31, 2024. A 30% weighting was assigned to the Market

Value Method in the overall valuation analysis..

3 – Book Value of Equity

Under this approach, in order to determine the consolidated share values of the Company, the equity attributable to the parent as reported in the audited consolidated financial statements of Polisan Holding and its subsidiaries subject to the partial spin-off—Polisan Kansai Boya and Rohm & Haas—dated December 31, 2024 and prepared in accordance with Turkish Financial Reporting Standards (TFRS), was taken into account. A 30% weighting was assigned to the Book Value of Equity Method in the overall valuation. According to the Expert Institution Report, the spin-off ratio was calculated as 24.35%.

As a result of the Partial Spin-Off and the capital reduction, Polisan Holding's issued capital shall be as follows:.

Issued Capital Before Spin-Off (TRY)	Capital Reduction Due to Spin-Off (TRY)	Issued Capital After Spin-Off (TRY)
3,774,776,170	3,016,276,170	758,500,000

The shareholding structure of Polisan Holding following the registration of the Partial Spin-Off, upon its approval by the General Assembly of Polisan Holding, shall be as follows:

Name/Title of Shareholder	Capital Amount (TRY)	Number of Shares	Nominal Value (TRY)	Shareholding Ratio (%)	Share Class	Type of Privilege
Mehmet Emin Bitlis	172.354.217,50	172.354.217,50	1	22,72	-	none
Ahmet Ertuğrul Bitlis	172.354.465,45	172.354.465,45	1	22,72	-	none
Ayşe Melike Bitlis Bush	69.316.769,85	69.316.769,85	1	9,14	-	none
Fatma Nilgün Kasrat	63.768.769,85	63.768.769,85	1	8,41	-	none
Ahmet Faik Bitlis	59.368.769,85	59.368.769,85	1	7,83	-	none
Other	221.337.007,50	221.337.007,50	1	29,18	-	none
Total	758.500.000,00	758.500.000	1	100	-	none

The calculations related to the capital increase to be made upon incorporation of the Transferee Company, as presented in the Expert Institution Report, are provided below:

Issued Capital Before Spin-Off (TRY)	Capital Increase Due to Spin-Off (TRY))	Issued Capital After Spin-Off (TRY)
-	3,016,276,170	3,016,276,170

It has been determined in the Expert Institution Report that the spin-off and share exchange ratios calculated for the Parties to the Spin-Off are fair, reasonable, and reliable.

7 - OBLIGATIONS ARISING FOR SHAREHOLDERS DUE TO THE SPIN-OFF: ADDITIONAL PAYMENT OBLIGATIONS, OTHER PERSONAL PERFORMANCE OBLIGATIONS, UNLIMITED LIABILITY

The Partial Spin-Off will not create any additional payment obligations or personal performance obligations for the shareholders of the Parties to the Spin-Off. Furthermore, no special benefits will be granted to the members of the management bodies or executives of either the Transferor Company or the Transferee Company as a result of the Partial Spin-Off.

In addition, the shareholders of the Parties will not bear any unlimited liability as a result of the Partial Spin-Off.

8 - SHAREHOLDERS' OBLIGATIONS DUE TO THE CHANGE IN COMPANY TYPE

The Transferor Company was incorporated and continues to operate as a joint stock company, and the Transferee Company is also planned to be incorporated as a joint stock company. Pursuant to Article 124, paragraph 1 of the Turkish Commercial Code ("TCC"), the Parties qualify as commercial companies, and under paragraph 2, they are considered capital companies. According to Article 125, paragraph 1 of the TCC, commercial companies have legal personality; and under paragraph 2, they may exercise all rights and assume obligations in accordance with Article 48 of the Turkish Civil Code.

As both companies involved in the spin-off will be of the same legal type, no new obligations will arise for shareholders as a result of the change..

9 - IMPACT OF THE PARTIAL SPIN-OFF ON THE EMPLOYEES AND CREDITORS OF THE PARTIES

9.1 Impact of the Partial Spin-Off on Employees

No employee transfers will be made to the Transferee Company within the scope of the Partial Spin-Off.

9.2 Impact of the Partial Spin-Off on Creditors of the Parties

Although the equity of the Transferor Company will be altered through the Partial Spin-Off, the Sworn CPA Report (Annex-3) confirms that the remaining net assets of the Transferor Company after the spin-off will be sufficient to cover its liabilities, and that the claims of creditors will not be jeopardized as a result of the transaction. Accordingly, it has been determined that the Parties have no obligation to provide security for creditors under Article 175, paragraph 2 of the Turkish Commercial Code (TCC).

Nevertheless, in accordance with Articles 174 and 175 of the TCC, a creditor call regarding the Transferor Company's obligations will be published three times at seven-day intervals in the Turkish Trade Registry Gazette and will also be announced on Polisan Holding's corporate website, informing creditors of their rights.

10 - POTENTIAL RISKS THAT MAY HINDER THE ACHIEVEMENT OF THE OBJECTIVES OF THE PARTIAL SPIN-OFF

The potential risks that may hinder the realization of the objectives intended to be achieved through the Partial Spin-Off are listed below:

- Failure to obtain timely approvals from public authorities or the inability to convene the General Assembly for the approval of the Partial Spin-Off;
- Legal impediments to proceeding with the Partial Spin-Off process due to possible changes in tax or capital markets legislation affecting the Parties.

No other risks are anticipated beyond those mentioned above.Kısmi Bölünme ile ulaşılmak istenen hedeflerin gerçekleştirilmesini önleme ihtimali bulunan muhtemel riskler aşağıda belirtilmiştir:

11 - EFFECTIVE DATE

This Report shall enter into force upon its approval by the General Assembly of Polisan Holding.

This Report is exempt from stamp duty pursuant to Article IV.17 of Table (2) attached to the Stamp Tax Law No. 488.

IN WITNESS WHEREOF, this Report has been duly executed and signed on March 28, 2025.

Annexes
Annex-1: Polisan Holding A.Ş. Board of Directors Resolution dated March 28, 2025, numbered 2025/16
Annex-2: Polisan Holding A.Ş. Financial Statements as of December 31, 2024
Annex-3: Sworn CPA Report dated March 28, 2025, prepared by CPA A. Cihat Kumuşoğlu
Annex-4: Expert Institution Report dated March 28, 2025, prepared by Tera Yatırım Menkul Değerler Anonim Şirket

Transferor Company

POLİSAN HOLDİNG ANONİM ŞİRKETİ

Chairman
Emin Bitlis Yönetim Danışmanlığı Limited Şirketi
represented by:
Tayfun Bayazıt

_____

Vice Chairman
Ertuğrul Bitlis Yönetim Danışmanlığı Limited Şirketi
represented by:
Esra Yazıcı

_____

Board Member
AFB Yönetim Danışmanlığı Limited Şirketi
represented by:
Ali Tuğrul Alpacar

Board Member
FNK Yönetim Danışmanlığı Limited Şirketi
represented by:
Bilal Cantekin Dinçerler

_____

Independent Board Member

Hamit Sedat Eratalar

_____

Independent Board Member

Onur Kipri

_____