

KALESERAMİK, ÇANAKKALE KALEBODUR SERAMİK SANAYİ A.Ş.

**Report On Realization And Evaluation of the Assumptions Used in
Determining the IPO Price
January 1 – June 30, 2024**

**This report has been prepared pursuant to the
Capital Markets Board Communiqué on Shares
No. VII-128.1 article 29/5.**

October 13, 2024

1. Subject of the Report

Pursuant to the Capital Markets Board Communiqué on Shares No. VII/128.1 article 29/5, the Audit Committee has prepared this report on “Realization and Evaluation of the Assumptions used in Determining the IPO Price”, which includes evaluations on whether the assumptions used in determining the initial public offering price of Kaleseramik, Çanakkale Kalebodur Seramik Sanayi A.Ş.. (“Kaleseramik” or “Company”) have been realized.

2. Valuation Methods and Calculations Used in the Price Determination Report

According to the Price Determination Report, prepared on June 14, 2023 by Yapı Kredi Yatırım Menkul Değerler A.Ş. (“Yapı Kredi Yatırım”), the intermediary facilitating the IPO of the company shares together with Ak Yatırım Menkul Değerler A.Ş., and published on the Public Disclosure Platform on July 17, 2023, the company’s market value and the initial public offering price have been determined based on the following assumptions.

a) Market Multiples Analysis

The equity value of the Company was calculated as a result of EV/EBITDA and P/E analyses, and the equity value was calculated as a result of Market Multipliers Analysis by giving equal weight to the values calculated as a result of the analysis.

I. Enterprise Value / EBITDA Multiple Valuation Approach

The company's enterprise value was calculated separately using foreign peers EV/EBITDA multiple and domestic peers EV/EBITDA multiple method. The final equity value was determined based on two multiple analysis by deducting the net debt position as of March 31, 2023 from the calculated enterprise values, and the equity value was calculated according to the Company's EV/EBITDA multiple analysis by giving equal weight to each calculated equity value.

Multiples of peers were obtained from the "Bloomberg" platform as of the closing of June 9, 2023 for foreign companies, and from the Rasyonet platform as of the closing of June 9, 2023 for domestic companies.

EV/EBITDA multiple was calculated by dividing the current enterprise values of peer public companies by the EBITDA values of the relevant companies as of the 12-month period ending on March 31, 2023.

The median EV/EBITDA multiple of foreign peers is calculated as 8.6X. According to this multiple value, the company's enterprise value and equity value are calculated in the table below.

Table 1: Equity Value Calculation According to Foreign Peers EV/EBITDA Multiple

Foreign Peers EV/EBITDA		8,6x
EBITDA*	TL	809.929.512
Enterprise Value	TL	6.933.804.520
Net Debt	TL	1.730.710.526
Equity Value according to Foreign Peers EV/EBITDA Multiple	TL	5.203.093.994

*Excluding other operating income/expense

The median EV/EBITDA multiple of domestic peers is calculated as 10.4x. According to this multiple value, the company's enterprise value and equity value are calculated in the table below.

Table 2: Equity Value Calculation According to Domestic Peers EV/EBITDA Multiple

Domestic Peers EV/EBITDA			10,4x
EBITDA*		<i>TL</i>	809.929.512
Enterprise Value		<i>TL</i>	8.440.915.504
Net Debt		<i>TL</i>	1.730.710.526
Equity Value according to Domestic Peers EV/EBITDA Multiple		<i>TL</i>	6.710.204.978

* Excluding other operating income/expense

By giving equal weight to the equity values calculated, using the EV/EBITDA multiples of foreign and domestic peers, an equity value of TL **5,956,649,486** was reached as a result of the EV/EBITDA multiple analysis.

Table 3: Average Equity Value According to EV/EBITDA Multiple Analysis

Equity Value according to foreign peers EV/EBITDA Multiple		<i>TL</i> 5.203.093.994
Equity Value according to domestic peers EV/EBITDA Multiple		<i>TL</i> 6.710.204.978
Equity Value according to EV/EBITDA Multiple		<i>TL</i> 5.956.649.486

II. P / E Multiple Analysis

The equity value of the Company was calculated separately using the foreign and domestic peers P/E multiples, and by giving equal weight to the calculated equity values.

Multiples of peers were obtained from the "Bloomberg" platform as of the closing of June 9, 2023 for foreign companies, and from the Rasyonet platform as of the closing of June 9, 2023 for domestic companies.

P/E multiple is calculated by dividing the current equity values of peer public companies by the net profit values of the relevant companies as of the 12-month period ending on March 31, 2023.

The median P/E multiple of foreign peers is calculated as 13.4X. According to this multiple, the Company's equity value is calculated in the table below.

Table 4: Equity Value Calculation According to Foreign Peers P/E Multiple

Foreign Peers P/E		13,4x
Net Profit	<i>TL</i>	1.474.351.806
Equity Value according to P/E Multiple	<i>TL</i>	19.779.974.412

The median P/E multiple of domestic peers is calculated as 10.0X. According to this multiple, the Company's equity value is calculated in the table below.

Table 5: Equity Value Calculation According to Domestic Peers P/E Multiple

Domestic Peers P/E		10,0x
Net Profit	TL	1.474.351.806
Equity Value according to P/E Multiple	TL	14.767.658.582

By giving equal weight to the equity values calculated, using the P/E multiples of foreign and domestic peers, an equity value of TL **17.273.816.497** was reached as a result of the P/E multiple analysis.

Table 6: Average Equity Value According to P/E Multiple Analysis

Equity Value according to foreign peers P/E Multiple	TL	19.779.974.412
Equity Value according to domestic peers P/E Multiple	TL	14.767.658.582
Equity Value according to P/E Multiple	TL	17.273.816.497

Of the two methods, equal weight is given to the EV/EBITDA multiple and 50% to the P/E multiple. As a result of the multiple analysis, the Company's equity value was calculated as TL **11,615,232,992**.

Table 7: Summary of Market Multiples Analysis

Evaluation Methodology	Calculated Equity Value (TL)	Weight	Calculated Equity (TL)
Peers EV/EBITDA Multiple	5.956.649.486	50%	2.978.324.743
Peers P/E Multiple	17.273.816.497	50%	8.636.908.249
Equity Value			11.615.232.992

b) Discounted Cash Flow Analysis (DCF)

- Projections prepared in the light of the assumptions detailed above and based on the Company's Business Plan, were used in the valuation study.
- For the terminal value, the growth rate was assumed to be 5% and the EBIT margin of 2029 was assumed to be maintained. Working capital and investment values calculated for the final period were used.
- While calculating 9-month cash flow for 2023;

- Net Sales, EBIT, Operating Profit After Tax, Depreciation, Net Working Capital and Investment Expenditures for the first quarter of 2023 have been deducted from the projected amounts for 2023 full year.
- The difference between the working capital projected for 2023 and the end of 2023 working capital is reflected as working capital change. The reason for the negative value is that the Company's stocks increased more than expected as of the end of the first quarter of 2023. It is planned to balance its stocks thanks to its sales by the end of the year.
- The discount factor for 2023 is calculated for 9 months.
- Company Value was calculated as of March 31, 2023 according to cash flows, and equity value was calculated by deducting the net debt on the relevant date. In the next step, it was multiplied by the 2-month equivalent of the annual WACC and updated to 31.05.2023.
- According to the discounted cash flow analysis, the equity value was calculated as **12,342,654,936 TL**.

3. Result of Valuation

According to the valuation study, the discounted cash flow method and multiple analysis method were weighted by 50% and 50%, respectively. In the market multiple analysis method, EV/EBITDA and P/E multiples are also weighed equally at 50%.

The equity values calculated by discounted cash flow analysis and market multiple analysis are listed below.

Table 8: Results of Valuation Methods

Valuation Method	Equity Value (TL)	Weight	Contribution to Final Calculated Equity
Discounted Cash Flow Analysis	12.342.654.936	50%	6.171.327.468
Market Multiple Analysis	11.615.232.992	50%	5.807.616.496
Weighted Equity Value			11.978.943.964

With 50%-50% weight, the company's average pre-public offering equity value is calculated as **TL 11,978,943,964**.

4. Discount Calculation Prior to IPO

The public offering price is calculated as TL 25.00 per share by applying a 15.4% pre-public offering discount rate, based on the equity value calculated by valuation methods.

Table 9: Pre-IPO Discount Calculation

	Equity Value (TL)
Nominal Capital Value	405.388.196
Pre-IPO Equity Value based on valuation methods	11.978.943.964
IPO Discount	%15,4
Public Offering Discounted Market Value	10.134.704.888
IPO Price (TL/per share)	25,00

5. Conclusion

Since the projection data in the Price Determination Report (PDR) published by Yapı Kredi Investment on July 17, 2023, was prepared prior to the decision to implement the IAS 29 standard, the inflation accounting method was not applied in the report.

As the Company's published financials dated June 30, 2024 were prepared in accordance with IAS-29 principles, the annual assumptions in the PDR were compared with 2024 6-month, which are not adjusted by IAS-29 and not independently audited.

(TL mio.)	2024 6 M (Actual) - IAS 29 not applied	2024 12 M (PDR Forecast) - IAS 29 not applied	Realization
Net Sales	4.223,0	14.870,4	28%
Cost of Goods Sold	3.255,7	10.560,1	31%
Gross Profit	967,4	4.310,3	22%
Operating Expenses*	931,9	2.170,4	43%
Amortization adj.	125,0	252,7	49%
EBITDA**	160,4	2.392,6	7%

* *Operating Expenses = Marketing, Sales & Distribution Expenses + General Administrative Expenses + R&D Expenses*

** *EBITDA = Gross Profit – Operating Expenses + Amortization*

In the first half of 2024, 28% of the revenue projected for the whole of 2024 in the PDR was reached.

The shrinkage in the construction sector in Europe, which is our main export market as a country, and the anti-dumping duty imposed by the EU against Turkish manufacturers continue to put pressure on the country's exports.

According to IMSAD data, the contraction in Turkiye's exports of ceramic coating materials and sanitary ware in 2024, which was 38% and 8%, respectively, continued in the first half of 2024, as exports of ceramic coating materials decreased by 0,7% and exports of ceramic sanitary ware decreased by 15,7%.

In the domestic market, the pressure created by high interest rates on housing demand played a negative role on sales.

According to TurkStat data, housing sales, which decreased by 17.5% in 2023, decreased further by 3.7% in the first half of 2024. Due to rising credit costs, the decrease in mortgage sales reached 58% in the first half of 2024, while the share of mortgage sales in the total decreased to 9%.

Building occupancy permits, which show completed, ready-to-live houses, decreased by 17% in 2023 to the lowest level in the last 13 years (535 K units). Due to the low base, there was a 10% increase in these permits in the first half of 2024.

Gross and EBITDA margins were also adversely affected due to the declining sales volume in the domestic and foreign markets and production volumes, reaching 22% of the gross profit and 7% of EBITDA projected in PDR in the first half of 2024.

Regards,
Audit Committee

Cengiz SOLAKOĞLU
Chairman

Fahri Okan BÖKE
Member

Arzu ERDEM
Member