



Koç Holding – KFS – Aygaz

Independent Expert Report

30 May 2023

KPMG Türkiye | Corporate Finance | Valuation Services

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To the Boards of Directors of Koç Holding A.Ş.

Koç Holding A.Ş. ("the Client" or "Koç Holding"), Aygaz A.Ş. ("Aygaz") and Koç Finansal Hizmetler A.Ş. ("KFS") (collectively, the "Target Companies") are evaluating the transfer of KFS from Aygaz (a "demerger" with a capital decrease) and its merger into Koç Holding (a "merger"), and the merger will be realized through a capital increase within Koç Holding.

KPMG Yönetim Danışmanlığı A.Ş. ("KPMG") has been appointed by the Client to prepare the Independent Expert Report on Merger and Demerger Transaction ("Independent Expert Report") for the aforementioned Merger and Demerger transaction pursuant to Article 7 of the Capital Markets Board's ("CMB") Communiqué on Merger and Demerger (II-23.2) titled "Expert Firm Opinion". In this context, a contract dated January 10, 2023 and numbered 202301K11820276 was signed with the Client.

This report ("Report") has been prepared for the purpose of estimating the values of Koç Holding, Aygaz and KFS using internationally accepted valuation methods, calculating the merger and share swap ratios and the required capital amount to be reached after the merger.

When calculating the demerger and merger share swap ratios, valuation analyses were conducted using internationally recognized valuation methods, taking into account the current activities and financial structures of the companies involved. Net asset value, market capitalization, market multiples, discounted dividend model values, book values and cost approach values were all used in the valuation analyses. Based on the results of these analyses, we believe that the calculated swap ratio is fair, reasonable, and reliable.

This report and the data contained within it have been prepared in accordance with the Capital Markets Board's Merger and Demerger Communiqué (II-23.2), and it is recommended to review the entire report in conjunction with the following pages to form a complete opinion. The recipients of this report will remain the Clients.

Basis of Preparation and Other Information

The information and documents presented to us have been reviewed with reasonable care and diligence to ensure their accuracy and completeness. As a result, it is assumed that the information and documents provided are accurate and that there are no unexpected situations or obstacles, either commercially or legally. However, the accuracy of the information and documents has not been separately verified.

This Report has been prepared based on the information provided to us by the Client Management and taking into account publicly available information. We have reviewed the Independent Auditors' Reports of the Target Companies and their subsidiaries and affiliates, and considered the relevant financial statements prepared in accordance with IFRS. In the project, it is assumed that the information provided to us is reliable, fair and reasonable, and no financial review or status detection study has been conducted beyond access to publicly available information. No study has been conducted on the commercial realizability and accuracy of the results of the projections taken into account in the valuation analysis.

The Independent Expert Report has been prepared in accordance with the International Valuation Standards ("IVS") and the Capital Markets Board's Communiqué III.62-1 on "Valuation Standards in the Capital Markets" and is fully compliant with the IVS in all aspects.

The equity values estimated for the purpose of calculating the demerger and merger share swap ratios in the Report do not constitute a recommendation or advice regarding price offers that may be made by third parties to the companies subject to the Report and should not be considered as a reference for such a transaction. The risk criteria, investment and strategic objectives, economic expectations, commercial and operational synergies of the third parties and/or potential investors will affect the company value that they will calculate and/or offer, and may differ according to the investor's specific purchase motivation. The studies included in the Report have been exclusively prepared for the Demerger and Merger.

Istanbul, May 30, 2023

KPMG Yönetim Danışmanlığı A.Ş.



Hande Şenova

Head of Valuation Services, Partner



Burak Yıldırım

Valuation Services, Partner

Glossary

ANAV	Adjusted Net Asset Value
Aygaz A.Ş.	Aygaz
A.Ş.	Incorporated Company
BIST	Borsa İstanbul A.Ş.
BV	Book Value
DDM	Dividend Discount Model
EBIT	Earnings Before Interest and Taxes
EBITDA	Earnings Before Interest, Taxes, Depreciation and Amortization
EIU	Economist Intelligence Unit
EV	Enterprise Value
EV / EBITDA	Enterprise Value / EBITDA
EV / Net Sales	Enterprise Value / Net Sales
Koç Finansal Hizmetler A.Ş.	Koç Finansal Hizmetler or KFS
Koç Holding	Koç Holding A.Ş. / Client
KPMG	KPMG Yönetim Danışmanlığı A.Ş.
L3M	Last 3 Months

LFY	Last Financial Year
LTM	Last 12 Months
m.d. / n.a.	Not Applicable
mn	Million
MV	Market Value
NAV	Net Asset Value
P / E	Price / Earnings
PDP	Public Disclosure Platform (KAP)
Target Companies	Aygaz A.Ş., Koç Finansal Hizmetler A.Ş., Koç Holding A.Ş.
TFRS	Turkish Financial Reporting Standards
TL	Turkish Lira
USD	United States Dollar
Valuation Date	December 31, 2022
WACC	Weighted Average Cost of Capital

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Report Information

Report Information (1/11)

Parties	This valuation report has been prepared by KPMG Yönetim Danışmanlığı A.Ş. ("KPMG") located at Levent, İş Kuleleri, Kule 3, Kat:2-9, 34330 Beşiktaş/İstanbul for Koç Holding ("Client" or "Koç Holding") located at Nakkaştepe, Azizbey Sokak, No:1 Kuzguncuk.
About Contract	The contract was signed between the parties on 10 January 2023. The contract number is 202301K11820276. The report number and the contract number are the same.
Relationship Between Parties	Valuation reports have been prepared for Koç Holding subsidiaries for different purposes in the last three years (Setur Servis Turistik A.Ş. and Tek-Art Kalamış ve Fenerbahçe Marmara Turizm Tesisleri A.Ş. demerger report dated 30 June 2021, Divan Turizm İşletmeleri A.Ş. Valuation report prepared within the scope of UDES dated 31 December 2022). However, these valuation studies were not conducted for any regulatory agency, but for internal and private use.
Valuation Purpose and Scope	This valuation study has been prepared with the aim of serving as a reference for the demerger and merger process of Koç Holding, Aygaz and KFS. In this context, appropriate merger and share swap ratios have been calculated in accordance with the Capital Markets Board's Merger and Division Communiqué (II-23.2).
Value Basis	The value base in this report is "Fair Value." Fair value is defined in International Valuation Standards, with reference to IFRS 13, as 'the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.' The approaches and methods used in this Report to determine fair value are appropriate for the purpose of the valuation.
Valuation Date	Valuation date is 31 December 2022. Significant developments until the date of the report have been taken into consideration.
Principles Regarding the Use, Distribution, and Publication of the Report	Our Independent Expert Report is prepared for the use of Client Management. This Report may be shared with legal institutions and regulatory bodies (Capital Markets Board, Borsa İstanbul A.Ş., PDP disclosure, etc.) as an Independent Expert Report for demerger and merger transactions. It may not be shared with third parties, reproduced, distributed or referenced in whole or in part without the written permission of KPMG.

Report Information (2/11)

Information Provided by the Client

- Shareholding structures of the Target Companies and indirect shares of the Target Companies in these companies
- Information on the fields of activity of the Target Companies and the Target Companies' Subsidiaries, Affiliates and Financial Investments
- Reports and related data provided by third party organizations that are critically acclaimed in the markets as a third party are taken as input in the study and considered reliable. In the project, it is assumed that the information provided to us is complete and accurate, and no financial review or status detection study has been conducted beyond access to publicly available information. No study has been conducted on the commercial realizability and accuracy of the results of the projections taken into account in the valuation analysis.
- Koç Holding:
 - Consolidated Audit Report dated 31.12.2022
 - Koç Holding unconsolidated financial statements for the years 2019-2022, that have not undergone special independent audit
 - Projection of certain data for the period 2023 – 2027
 - Fair values of Koç Holding's buildings and land on unconsolidated level
- Aygaz:
 - 31.12.2022 dated Consolidated Audit Report
 - 2020 - 2022 unaudited Aygaz unconsolidated financial statements
 - Expertise reports of the vessels that are subsidiaries of Aygaz (dated 21/22.02.2022)
 - Fair value of OAGM's fixed assets
- Koç Finansal Hizmetler:
 - Audit Reports dated 31.12.2021 and 31.12.2022
 - Yapı Kredi's consolidated and unconsolidated Audit Report dated 31.12.2022
 - Projection of certain data for the period 2023 – 2027

Report Information (3/11)

Information Provided (Koç Holding)

Audit Reports as of 31.12.2022

- Aygaz
- Koç Finansal Hizmetler
- Ford Otosan
- Arçelik
- Tofaş
- Türk Traktör
- Otokar
- Tüpraş
- Tat Gıda
- Altinyunus Çeşme
- Marmaris Altinyunus
- Enerji Yatırımları
- Zer
- Otokoç
- Token
- Bilkom
- Setur
- Koçtaş
- Divan
- Tek-Art Kalamış
- Düzey
- Demir Export
- Koç Finansman
- Rmk Marine
- Arçelik LG
- Ingage
- Koç Investments (*)

As of 31.12.2022, TFRS Financial Statements prepared for Koç Holding Consolidated Audit Report

- Koç Sistem
- Sendeo
- Ram Dış Ticaret
- Setair
- Beldesan
- Inventram
- Koç Yapı Malzeme
- Tanı Pazarlama
- Ayvalık Marina
- Koç Bilgi
- Ultra Kablo
- Voltbek

Cost Value Shared

- Sendeo
- General Atlantic
- Pictor Labs
- Koç Medical
- Sensoram
- Sparkram
- Tarabios
- Media Quotient Experience
- Cambridge Innovation
- Setex
- Entegart
- Vispera
- CY Vision

(*) The Audit Report of WAT Investment, which is 100% owned by the Company, was used.

Audit reports of listed companies were obtained from PDP



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Report Information (4/11)

Information Provided (Aygaz)

- 2020 - 2022 financial statements shared
 - Aygaz (Consolidated)
 - Akpa
 - Aygaz Doğal Gaz
 - OAGM
- Cost Values Shared
 - Sendeo
 - Bal Kaynak (Pürsu)
 - United Aygaz

* Within Aygaz (Consolidated); Aygaz (Unconsolidated), Aygaz Doğal Gaz, Akpa and Pürsu values are included.

Information Provided by 3rd Parties

- Capital IQ – Variables for WACC calculations, Comparable Companies Analysis, BIST Values
- Economist Intelligence Unit (“EIU”) – Macroeconomic data
- KPMG Database – Country Risk Premiums (CRP) and Company Risk Premiums
- Public Disclosure Platform (“PDP”) – Financial reports of public companies

Report Information (5/11)

Valuation Methodologies

Adjusted Net Asset Value (ANAV)

In the net asset value method, the net asset value of an entity is calculated by deducting liabilities from the fair value of assets. In this study, the fair values of the tangible fixed assets owned by the Company on a consolidated basis are reflected and the values of the subsidiaries and associates of the Target Companies are calculated. These companies were analyzed based on methods appropriate to their nature. These methods are defined as Market Value, Net Asset Value of Special Purpose Companies, Comparable Companies, Book Value and Cost Value. We believe that the data and methods used in the valuation are reliable, fair and reasonable.

- For publicly traded subsidiaries and affiliates, "Market Value" is taken into consideration. Listed companies are based on 3-month intraday average Market Value. Dividends distributed after December 31, 2022 are adjusted by subtracting them from the market value before the dividend payout date. These dividends are then added to the NAV calculation by taking into account the relevant ownership ratio. In addition to the 3-month average Market Cap, 6-month and 12-month averages were also analyzed, but the 3-month average was used as the basis for the demerger and merger transaction.
- Adjusted net asset values are used for "Special Purpose Vehicles ("SPV") which are companies with significant equity interests in subsidiaries and affiliates other than their own operations.
- For companies with active operations and comparable industry multiples, Net Sales ("EV/Net Sales"), EBITDA ("EV/EBITDA"), Earnings ("P/E"), Book Value ("P/BV") multiples were analyzed within the scope of the market approach "Comparable Companies".
- Other companies that could not be valued with the comparable companies multiples were included in the calculation by their "Book Value" based on the equity balance as of 31.12.2022.
- For companies whose investments and size have not yet reached a sufficient level and for which other valuation methodologies cannot be applied, "Cost Value" is taken as a basis.

Market Capitalization

In accordance with International Valuation Standards, significant and/or meaningful weight is given to the Market Capitalization method in cases where the asset subject to valuation is actively traded. In this framework, the market capitalization method has been taken into consideration in the valuation of Koç Holding, Aygaz and KFS, which are the subject of the demerger and merger, due to the fact that YKB constitutes the value of KFS which is publicly traded. Since the Companies are traded on Borsa Istanbul, their trading volumes are at reasonable levels and their free float ratios are high (27%, 24% and 32% respectively); 50% weight was given to the Market Capitalization Method in the valuation study. A liquidity discount was applied to the market capitalization of YKB to arrive at the equity value of KFS. Although the liquidity discount varies according to the intended use, it can vary between 5% and 35%. As a precedent, the price determination reports of the last 7 companies and the last 2 financial institutions that went public on or before March 2023 were examined. It is observed that liquidity discounts are in the range of 15% to 35%. For the liquidity discount applied for KFS, the ratio between Aygaz's Market Capitalization and Adjusted Net Asset value is taken as a reference. The market capitalization analysis is based on the intraday weighted average adjusted market capitalization for the 3-month period between 16 February 2023 - 15 May 2023. In addition, 6-month and 12-month value changes were also analyzed. Market capitalization data of all companies are taken from Capital IQ database.

Comparable Companies Multiples

Comparable companies multipliers are used within the framework of the market approach. The market approach refers to an approach that determines the indicative value of an asset by comparing it with the same or comparable (similar) assets for which price information is available. For this reason, the companies or transactions considered as similar in the application of this method must be similar in terms of value-creating factors such as growth, return and risk. Koç Holding continues its holding activities by investing in many companies in different sectors. As a comparable company multiplier, it has been compared with the P/BV multipliers of other holding companies; however, due to the differences in the sectoral distribution, development and growth phases of the companies in the portfolios of similar holding companies, this method has not been emphasized. As an energy company, Aygaz can also be compared with Price Earning multiples, but in the consolidated approach Aygaz is analyzed with the P/BV multiples of comparable companies in the energy sector, together with its investments in other companies in which it participates. Price earning multiples were analyzed separately and P/BV multiples were deemed appropriate for the comparable calculation of the Target Companies as a reference for the demerger and merger transaction, however due to the significant share of subsidiary shares in Aygaz's portfolio in the total value, the relevant methods were not weighted in the valuation study. As mentioned, although KFS is not directly traded, it owns shares of YKB as an activity. In this sense, P/BV multiplier, which is frequently used in the banking sector, has been applied and liquidity discount has also been taken into account. Market capitalization and summarized financials of similar companies were obtained from Capital IQ database.

Dividend Discount Model

In the DDM method, the estimated dividend flows for a given period are discounted to the present. Thus, the net present value of the future dividend flows of the entity is obtained. The terminal value at the end of the estimated period is calculated and the terminal value is discounted to the valuation date to arrive at the total value of the enterprise. The future dividend flows of the companies subject to valuation should be predictable, taking into account the companies' past financial performance, growth targets and return expectations. The DDM method was tested with different approaches, but it is not included as a reference to demerger and merger transaction. Related analyses are presented in the Appendix.

Report Information (6/11)

Koç Holding A.Ş.

Companies Subject to Valuation	Abbreviation Used in Report	Ownership Ratio	Valuation Methodologies
Ford Otomotiv Sanayi A.Ş.	Ford Otosan	%38.7	Market Capitalization
Arçelik A.Ş.	Arçelik	%40.6	Market Capitalization
Türk Otomobil Fabrikası A.Ş.	Tofaş	%37.6	Market Capitalization
Yapı ve Kredi Bankası A.Ş.	Yapı Kredi Bankası or YKB	%27.0	Market Capitalization
Türk Traktör ve Ziraat Makineleri A.Ş.	Türk Traktör	%37.5	Market Capitalization
Otokar Otomotiv ve Savunma Sanayi A.Ş.	Otokar	%44.7	Market Capitalization
Tüpraş Petrol Rafinerileri A.Ş.	Tüpraş	%6.3	Market Capitalization
Tat Gıda Sanayi A.Ş.	Tat Gıda	%43.7	Market Capitalization
Altinyunus Çeşme Turistik Tesisler A.Ş.	Altinyunus Çeşme	%30.0	Market Capitalization
Marmaris Altinyunus Turistik Tesisler A.Ş.	Marmaris Altinyunus	%36.8	Market Capitalization
Enerji Yatırımları A.Ş.*	Enerji Yatırımları or EYAŞ	%77.0	EYAŞ Valuation
Koç Finansal Hizmetler A.Ş.**	Koç Finansal Hizmetler or KFS	%84.5	KFS Valuation
Aygaz A.Ş.***	Aygaz	%40.7	Aygaz Valuation
Zer Merkezi Hizmetler ve Ticaret A.Ş.****	Zer	%39.5	Zer Valuation
Koç Investments B.V.*****	Koç Investments	%55.0	WAT Motor Valuation

* EYAŞ valuation based on Tüpraş market capitalization

** KFS valuation based on YKB market capitalization

*** Adjusted Net Asset Value of Aygaz

**** Adjusted Net Asset Value of Zer

***** Koç Investments valuation based on Comparable Companies valuation of WAT Motor



Report Information (7/11)

Koç Holding A.Ş.

Companies Subject to Valuation	Abbreviation Used in Report	Ownership Ratio	Valuation Methodologies
Otokoç Otomotiv Ticaret ve Sanayi A.Ş.	Otokoç	%96.3	P / BV
Bilkom Bilişim Hizmetleri A.Ş.	Bilkom	%70.0	EV / EBITDA & Book Value
Setur Servis Turistik A.Ş.	Setur	%24.1	EV / EBITDA & Book Value
Koçtaş Yapı Marketleri Ticaret A.Ş.	Koçtaş	%37.2	EV / EBITDA
Divan Turizm İşletmeleri A.Ş.	Divan	%29.9	EV / EBITDA
Token Finansal Teknolojiler A.Ş.	Token	%54.4	P / BV
Koç Sistem Bilgi ve İletişim Hizmetleri A.Ş.	Koç Sistem	%41.1	EV / EBITDA
Tek-Art Kalamış ve Fenerbahçe Marmara Turizm Tesisleri A.Ş.	Tek-Art Kalamış	%33.8	EV / EBITDA
Düzey Tüketim Malları Sanayi Pazarlama A.Ş.	Düzey	%32.2	P / E
Demir Export A.Ş.	Demir Export	%2.3	EV / EBITDA
Koç Finansman A.Ş.	Koç Finansman	%50.0	Book Value
RMK Mar. Gemi Yap. San. ve Deniz Taş. İşlet. A.Ş.	RMK Marine	%43.2	Book Value
Ram Dış Ticaret A.Ş.	Ram Dış Ticaret	%39.7	Book Value
Setair Hava Taşımacılığı ve Hizmetleri A.Ş.	Setair	%60.0	Book Value
Arçelik LG Klima Sanayi ve Ticaret A.Ş.	Arçelik LG	%5.0	Book Value

Report Information (8/11)

Koç Holding A.Ş.

Companies Subject to Valuation	Abbreviation Used in Report	Ownership Ratio	Valuation Methodologies
Beldesan Otomotiv Yan Sanayi ve Ticaret A.Ş.	Beldesan	%95.0	Book Value
Inventram Teknoloji Yatırımları A.Ş.	Inventram	%79.7	Book Value
Ingage Dijital Pazarlama Hizmetleri A.Ş.	Ingage	%19.7	Book Value
Koç Yapı Malzemeler Ticaret A.Ş.	Koç Yapı Malzeme	%49.2	Book Value
Voltbek Home Appliances Private Limited	Voltbek	%1.0	Book Value
Tanı İletişim ve Pazarlama Hizmetleri A.Ş.	Tanı Pazarlama	%51.4	Book Value
Ayvalık Marina ve Yat İşletmeciliği San.Tic. A.Ş.	Ayvalık Marina	%4.4	Book Value
Koç Bilgi Ve Savunma Teknolojileri A.Ş.	Koç Bilgi	%31.4	Book Value
Ultra Kablolı Tele. ve Telekom. San. ve Tic. A.Ş.	Ultra Kablo	%35.0	Book Value
Sendeo Dağıtım Hizmetleri A.Ş.	Sendeo	%45.0	Cost Approach
General Atlantic*	General Atlantic	m.d.	Cost Approach
Pictor Labs Inc.	Pictor Labs	%100.0	Cost Approach
Koç Medical B.V.	Koç Medical	%100.0	Cost Approach
Sensoram Inc.	Sensoram	%100.0	Cost Approach
Setex Technologies (Nanogripteck Inc.)	Setex	%17.1	Cost Approach
Sparkram Inc.	Sparkram	%100.0	Cost Approach
Tarabios Sağlık Teknolojileri A.Ş.	Tarabios	%100.0	Cost Approach

* General Atlantic represents the fund in which Koç Holding has invested. Cost Value is based on the fund participation amount.



Report Information (9/11)

Koç Holding A.Ş.

Companies Subject to Valuation	Abbreviation Used in Report	Ownership Ratio	Valuation Methodologies
Media Quotient Experience GmbH	Media Quotient Experience	%100.0	Cost Approach
Vispera Bilgi Tek. San. İç ve Dış Ticaret A.Ş.	Vispera	%8.6	Cost Approach
CY Vision	CY Vision	%100.0	Cost Approach
Cambridge Innovation *	Cambridge Innovation	m.d.	Cost Approach
Entegart Teknoloji Çözüm Ve Hizmetleri A.Ş.	Entegart	%100.0	Cost Approach
Koç Kültür Sanat Ve Tanıtım Hizmetleri A.Ş.	Koç Kültür Sanat	%40.2	Not Subject to Valuation***

Other Companies

Companies Subject to Valuation	Abbreviation Used in Report	Ownership Ratio	Valuation Methodologies
WAT Motor ve Sanayi Ticaret A.Ş. **	WAT Motor	%100.0	EV / EBITDA

* Cambridge Innovation General represents the fund in which Koç Holding has invested. Cost Value is based on the fund participation amount.

** Koç Investments is 100% owner of WAT Motor.

*** Besides Koç Kültür Sanat, Doğu Yatırım Holding A.Ş., Tam Sigorta A.Ş. and METAŞ which is owned by Koç Holding are not subject to the valuation. Because, related companies are inactive and immaterial to the valuation.



Report Information (10/11)

Aygaz A.Ş.

Companies Subject to Valuation	Abbreviation Used in Report	Ownership Ratio	Valuation Methodologies
Enerji Yatırımları A.Ş.*	Enerji Yatırımları veya EYAŞ	%20.00	EYAŞ Valuation
Aygaz A.Ş. (Consolidated) **	Aygaz	%100.00	Comparable Companies (EV / EBITDA)
Aygaz Doğal Gaz İletim A.Ş. ve Aygaz Doğal Gaz Toptan Satış A.Ş.	Aygaz Doğal Gaz	%100.00	Included in Aygaz (Consolidated) valuation
Koç Finansal Hizmetler A.Ş.***	Koç Finansal Hizmetler veya KFS	%3.93	KFS Valuation
Akpa Dayanıklı Tüketim Lpg ve Akaryakıt Ürünleri Pazarlama A.Ş.	Akpa	%100.00	Included in Aygaz (Consolidated) valuation
Ram Dış Ticaret A.Ş.	Ram Dış Ticaret	%2.50	Book Value
Tat Gıda Sanayi A.Ş.	Tat Gıda	%0.08	Market Capitalization
Sendeo Dağıtım Hizmetleri A.Ş.	Sendeo	%55.00	Cost Approach
Bal Kaynak Su İthalat İhracat Sanayi ve Ticaret A.Ş.	Pürsu	%100.00	Included in Aygaz (Consolidated) valuation
United Aygaz LPG Ltd.	United Aygaz	%50.00	Cost Approach
Kuleli Tankercilik A.Ş., Anadoluhisarı Tankercilik A.Ş., Kuzguncuk Tankercilik A.Ş. ve Kandilli Tankercilik A.Ş.	Gemi İşletme	%100.00	Appraisal Valuation Report
Opet Aygaz Gayrimenkul A.Ş.	OAGM	%50.00	Book Value & Increase in the value of tangible FA

Koç Finansal Hizmetler A.Ş.

Companies Subject to Valuation	Abbreviation Used in Report	Ownership Ratio	Valuation Methodologies
Yapı ve Kredi Bankası A.Ş.	Yapı Kredi Bankası veya YKB	%40.95	Net Asset Value, Market Capitalization
Koç Kültür Sanat ve Tanıtım Hizmetleri A.Ş.	Koç Kültür Sanat	%45.10	Not Subject to Valuation

* EYAŞ valuation based on Tüpraş market capitalization

** Within Aygaz (Consolidated); Aygaz (Unconsolidated), Aygaz Doğal Gaz, Akpa and Pürsu values are included.

*** KFS valuation based on YKB market capitalization



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Report Information (11/11) - Project Team

Project Team and Competencies

Hande Şenova, Partner

Hande Şenova has been involved in consultancy projects in the corporate finance sector for over 25 years. After university, she worked as an independent audit expert for 3 years at KPMG, then went on to become a Corporate Finance Group Manager at Finansbank Investment Banking, one of the leading domestic investment banks, actively participating in capital markets. She also focused on mid-sized company mergers at the international M&A consulting firm M&A International Türkiye's representative PDF, and most recently worked as a project manager at Deutsche Bank Istanbul office. Since 2007, she has been a partner at KPMG Türkiye Consultancy. Her areas of expertise include IPOs, capital markets, business plans, project evaluations, investment feasibility, company/stock valuation, and M&A projects.

Burak Yıldırım, Partner

Since 2011, he has been involved in the valuation of many domestic and foreign companies and brands in various sectors, calculation of exchange rates for stocks, distribution of purchase rates, and has worked as a team leader of M&A projects within KPMG Corporate Finance, deepening his corporate finance experience. In 2015, he worked for 6 months at KPMG's Düsseldorf office, gaining international experience, particularly in financial modeling and company valuation in the industrial and energy sectors. (Holder of CMB Level 3 License, License No:205258). (For license verification, please see: <https://lsts.spl.com.tr/bilgi-sorgulama>)

Yusuf Ögdük Manager

In October 2018, he started working as an analyst at KPMG Turkey. Prior to working full-time in the valuation department, he also worked as an analyst in the Strategy, Financial Due Diligence, and Financial Modeling departments within KPMG. He has been involved in the valuation of companies operating in various sectors for merger and acquisition, tax, and reporting purposes using internationally recognized valuation methods, including Discounted Cash Flows, Market Multiples, and Asset Approach.

For CMB License Verification, Please See: <https://lsts.spl.com.tr/bilgi-sorgulama>



Declaration and Communiqué

Compliance and Declaration of Independence

Our Statement within the Scope of Compliance with International Valuation Standards

This report has been prepared in accordance with the International Valuation Standards ("IVS"), as required by the Capital Markets Board's ("CMB") Communiqué III.62-1 on "Valuation Standards in the Capital Markets". We declare that this report is fully compliant with IVS standards. Within this scope:

- i. We are a consultancy company that operates within the framework of licenses, know-how and similar agreements with foreign companies with which independent audit firms have membership agreements and employs at least 1 person full-time with "Capital Market Activities Level 3 License" or "Derivative Instruments License" to perform the valuation,
- ii. We have a separate "Corporate Finance Department" or a special unit of a similar nature established to provide valuation services,
- iii. There are organizational circulars, valuation methodology, handbook or similar established procedures that contain the procedures to be used during valuation studies,
- iv. We have control charts or similar documents to be used in the processes of client acceptance, execution of the study, preparation and signing of the report,
- v. There are sufficient databases, internal circulars, developed know-how and similar elements that constitute the technical infrastructure of valuation studies,
- vi. Having a research infrastructure related to obtaining the information needed in valuation studies,
- vii. In addition, independent audit firms providing valuation services within the scope of the capital markets legislation, we declare that no valuation service has been provided to their clients in the same period and that there is no direct or indirect capital or management relationship between the client requesting the valuation study and the organization to perform the valuation. This report has been prepared in accordance with the International Valuation Standards ("IVS"), as required by the Capital Markets Board's ("CMB") Communiqué III.62-1 on "Valuation Standards in the Capital Markets". We declare that this report is fully compliant with IVS standards.

We also meet the necessary criteria set forth by the CMB's Decision Board under Decision No. 21/500, allowing us to provide valuation services for assets other than real estate within the scope of capital market legislation.

Declaration of Independence

The project team that carried out the valuation declares that they have all the necessary technical qualifications, experience, and knowledge to conduct the valuation in all its aspects and that they have adhered to independence principles.

During the course of the project, the project team acted with honesty and integrity, taking care to avoid any actions that would harm the shareholders and other stakeholders of the companies. The work was conducted with independence and impartiality, and the necessary care and diligence were exercised in this regard.

The project team showed the necessary professional care and diligence in planning, executing, and finalizing the project and preparing the report.

The project team that worked on this project within KPMG does not have any financial interest in the spin-off, sale or any possible transaction of the Companies subject to the spin-off. KPMG's fee for the Expert Organization Report does not depend on the results of this study. KPMG has no direct or indirect capital or management relationship with the Companies, their subsidiaries and affiliates.

About the Merger and Demerger Communiqué No. II-23.2 of the Capital Markets Board

This Merger Report has been prepared in accordance with the Communiqué on Mergers and Demerger No. II-23.2 published by the Capital Markets Board on December 28, 2013. The relevant article regarding the opinion of the expert institution in the Communiqué is as follows:

Expert institution opinion

ARTICLE 7

(1) An expert report is prepared for the purpose of determining the value and swap ratios of the assets of the companies involved in the merger or demerger transactions or the financial statements used as basis for the transaction as of the balance sheet date. The expert report must provide an opinion that the swap ratio is fair and reasonable. In preparing the expert opinion, at least three valuation methods are taken into account, taking into consideration the characteristics of the relevant companies.

(2) In the valuation process, the regulations of the Board on valuation are taken as the basis.

(3) If the fair values of the real estate are used in the creation of the expert opinion, the fair values of the real estate are determined by real estate valuation companies within the framework of the relevant regulations of the Board. If there is a real estate appraisal report prepared by a real estate valuation company in accordance with the relevant regulations of the Board regarding the real estate, this report must be taken into account in the preparation of the expert opinion.



Koç Holding Important PDP Disclosures

#	Date	Subject	Brief Description
1	22.03.2023	Material Event Disclosure (General)	In the General assembly Meeting of our subsidiary Koç Finansal Hizmetler A.Ş. (KFS), where we and our subsidiary Aygaz A.Ş. own 84,53% and 3,93% of the shares respectively, it was resolved to reduce its capital by 1.000.000.000 TL, from 1.381.366.000,00 TL to 381.366.000,00 TL.
2	22.03.2023	Determination of Independent Audit Company	In our General Assembly Meeting held today, PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. has been elected as the independent auditor to audit our Company's financial reports for the year 2023 accounting period and to fulfill all other obligations required for the auditors by Turkish Commercial Code numbered 6102 and Capital Markets Law numbered 6362 and related regulations.
3	22.03.2023	Notification Regarding Dividend Payment	In our Ordinary General Assembly Meeting held today, it was resolved to approve the attached dividend distribution proposal of the Board of Directors and to start the dividend payments on 27 March 2023. 1,176,314,340.84 TL will be distributed to Group A shareholders and 2,976,896,078.80 TL to Group B shareholders, totaling 4,153,210,419.64 TL.
4	01.03.2023	Non-current Financial Asset Acquisition	A Heads of Agreement has been signed for determining the main commercial principles between our Company and the Stellantis Group, as well as the acquisition of the shares of Stellantis Otomotiv Pazarlama A.Ş. ("Stellantis Otomotiv").
5	21.02.2023	Material Event Disclosure (General)	As a result of the discussions regarding the battery cell production investment as disclosed on 07.02.2023, a non-binding Memorandum of Understanding ("MoU") was signed between Ford Motor Company ("Ford"), LG Energy Solution Ltd. ("LGES") and Koç Holding A.Ş., in order to outline the preliminary intentions of the parties to explore collaboration possibilities for Koç Group to become a party to the foreseen electric commercial vehicle battery cell production investment by Ford and LGES in Ankara.
6	21.02.2023	Material Event Disclosure (General)	The Board of Directors of our subsidiary Enerji Yatırımları A.Ş. where we and our subsidiary Aygaz A.Ş. own 77% and 20% of the shares respectively, resolved to submit the proposal for the distribution of 2.822.135.009,05 TL cash dividend to be paid on 10 March 2023 to the approval of its Shareholders General Assembly.
7	19.01.2023	Non-current Financial Asset Acquisition	Our Board of Directors resolved to purchase shares with a nominal value of 5.859.000,00 TL corresponding to 0,87% of the share capital of Arçelik A.Ş. from Koç Holding Emekli ve Yardım Sandığı Vakfı for a total cash consideration of 629.971.398,00 TL. The shares have been transferred and the consideration has been paid in full today.
8	30.11.2022	Material Event Disclosure (General)	In the General Assembly Meeting of our subsidiary Enerji Yatırımları A.Ş. (EYAŞ), where we and our subsidiary Aygaz A.Ş. own 77% and 20% of the shares respectively, it was resolved to reduce its capital by 2.346.000.000 TL, from 2.347.000.000 TL to 1.000.000 TL.

Source: Company Management, KPMG Analysis, PDP



Aygaz Important PDP Disclosures

#	Date	Subject	Brief Description
1	22.03.2023	Material Event Disclosure (General)	In the General assembly Meeting of our subsidiary Koç Finansal Hizmetler A.Ş. (KFS), where we and our subsidiary Aygaz A.Ş. own 84,53% and 3,93% of the shares respectively, it was resolved to reduce its capital by 1.000.000.000 TL, from 1.381.366.000,00 TL to 381.366.000,00 TL.
2	20.03.2023	Notification Regarding Dividend Payment	According to the consolidated financial statements prepared in accordance with TFRS, there is a net profit for the period attributable to the parent company amounting to 4,733,385,000 TL and a current year profit of 12,662,380.80 TL according to TPL records; and it has been resolved to distribute a first dividend of 219,800,767.00 TL to shareholders and to set aside a general legal reserve of 20,881,072.87 TL.
3	15.03.2023	Material Event Disclosure (General)	It was resolved to participate in the capital increase of our Company's 55% subsidiary Sendeo Dağıtım Hizmetleri A.Ş. ('Sendeo'), that will first decrease its capital to 190.000.000 TL by setting off 313.500.000 TL from current year loss while simultaneously raising its capital by 430.000.000 TL to 620.000.000 TL and to pay 165.000.000 TL portion of our pre-emptive rights corresponding to 236.500.000 TL before the registration and the remaining amount by 31 December 2023.
4	21.02.2023	Dividend distribution decision of our subsidiary	The Board of Directors of our subsidiary Enerji Yatırımları A.Ş. where we and our subsidiary Aygaz A.Ş. own 77% and 20% of the shares respectively, resolved to submit the proposal for the distribution of 2.822.135.009,05 TL cash dividend to be paid on 10 March 2023 to the approval of its Shareholders General Assembly.
5	06.02.2023	Material Event Disclosure (General)	It has been decided to increase the capital of United LPG Ltd., our joint venture established in Bangladesh, of which we own 50% of the capital, from 3,260,000,000 Bangladesh Taka ("BDT") to 4,500,000,000 BDT and our Board of Directors resolved to participate in the capital increase of 1,240,000,000 BDT (approximately 12,000,000 USD) and decided that 620,000,000 BDT (approximately 6,000,000 USD) corresponding to our 50% share, will be committed in cash by our company, free of collusion, and paid by March 31, 2023.

Yapı Kredi Bankası Important PDP Disclosures

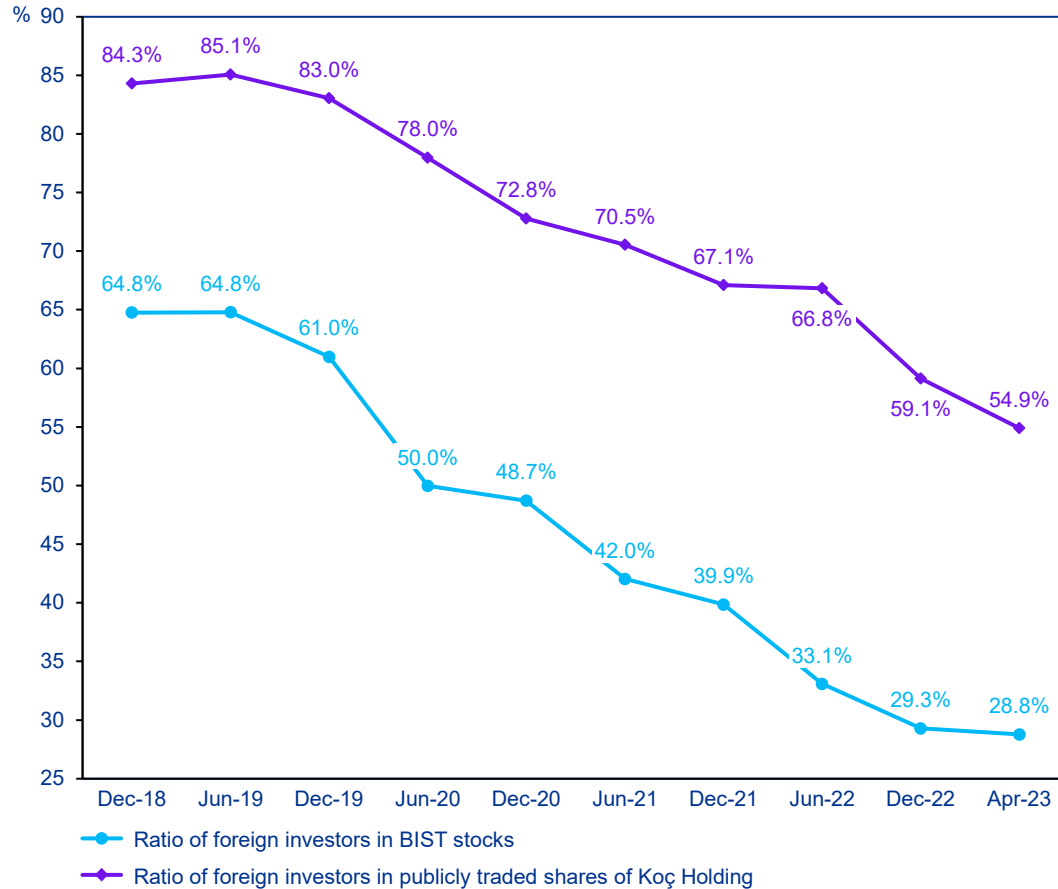
#	Date	Subject	Brief Description
1	14.03.2023	Notification Regarding Share Buy-Back	In accordance with Borsa Istanbul regulations on buyback index, this announcement is made for the amendment of the presentation unit of the maximum number of shares that may be subject to buy-back, defined as 8,500,000,000 with a total nominal value of 85,000,000 TL, from 1 share with a nominal value of 1 Kuruş to shares with a nominal value of 1 TL.

Source: Company Management, KPMG Analysis, PDP



Holding Company Discount

Premium (+) / Discount (-) based on Annual Average Net Asset Value					
	2018	2019	2020	2021	2022
Koç Holding	(9%)	1%	(15%)	(31%)	(32%)
Peer Holding Average	(39%)	(39%)	(45%)	(51%)	(30%)



Source: Company Web Page, MKK, İş Investment

The market capitalization of public holding companies is usually slightly below the total value of their assets. This is referred to as holding discount or Net Asset Value ("NAV") discount in the literature. The factors that cause this discount are summarized below:

- 1) Financial fixed assets, which constitute the most important part of the holding companies' portfolios, cannot be converted into cash in the short term and market risk may arise during the elapsed period
- 2) Additional administrative costs incurred by holding companies for their unconsolidated operations reduce value
- 3) The increasing investor interest in some sectors in the portfolios of holdings investing in different sectors does not reflect on the parent holding company at the same rate

Although a significant portion of the assets in Koç Holding's portfolio consists of shares of publicly traded companies, if these shares are liquidated collectively, it is natural that some discounting may occur due to the effect of trading volume. The liquidity of preference shares in the portfolio of joint venture companies is much more limited. Therefore, even if the holding's portfolio is mostly composed of shares traded on the stock exchange, a NAV discount may still be observed.

An analysis of the historical development of Koç Holding's NAV discount shows that the rate was lower than its peers in 2018-2020. This is seen as a result of the fact that foreign investors showed more interest in Koç Holding than other companies in the market due to its portfolio structure during this period, when the proportion of foreign investors in BIST was high.

As of 2020, the ratio of foreign investors in BIST started to decline. Therefore, this had a more negative impact on the market value of Koç Holding, whose foreign share in the publicly traded portion was higher than the market, compared to its peers. Koç Holding's NAV discount, which was 9% on average in 2018, increased to 32% on average in 2022.

As a result of the fact that Koç Holding is considered as a "Turkey's Benchmark Stock" by investors due to its portfolio structure covering various sectors, the NAV discount narrowed as the demand for Koç Holding increased during periods when the proportion of foreign investors in BIST was high, while the NAV discount increased during periods when foreign investors decreased, as the demand for Koç Holding decreased more than the demand for other companies.

Within the scope of our study, based on market data for the 3 months prior to May 15, the market capitalization of Koç Holding is 40.7% discounted compared to its NAV. Similarly, Aygaz, whose shares are traded on the stock exchange, has a conglomerate-like structure due to the significant size of EYAŞ and KFS shares in its portfolio, and the NAV discount is also considered in Aygaz share price. For these reasons, based on market data for the 3 months prior to May 15, Aygaz's market capitalization has a 26.9% liquidity discount to its NAV.

For the aforementioned reasons, due to the significant difference between the Market Price and Adjusted Net Asset Value methods, both methods are given equal weight in our analysis.

02

Executive Summary

Summary Results

Valuation Summary				
million TL	Koç Holding	Aygaz	KFS	Weight
Adjusted Net Asset Value	337,127	21,234	34,121	50%
Market Cap	200,170	15,520	24,948	50%
Comparable Companies*	230,135	14,037	23,367	-
Values Subject to Merger	268,649	18,377	29,534	

* P / BV multiplier was used in the Comparable Companies Analysis.

Dividends Distributed	
million TL	
Koç Holding	6,500
Aygaz	220
KFS*	3,214

The table on the left shows the dividends distributed by the Target Companies in 2023.

* For Koç Holding, out of TL 6,500 million; TL 2,090 million was distributed to holders of usufruct shares, TL 15 million was distributed to Koç Holding Emekli ve Yardım Sandığı Vakfı and TL 4,395 million was distributed as dividend to shareholders from the profit generated in 2022.

** For KFS, of the TL 3,214 million; TL 1,464 million is the dividend distributed in March 2023, TL 1,000 million is the capital reduction returned to shareholders in cash in April 2023 and TL 750 million is the advance dividend to be distributed.

Valuation Methodology					
million TL	Reference	ANAV	Market Cap	P / BV	Valuation Results
Value of KFS (1A)	1A	34,121	24,948	23,367	29,534
Value of Koç Holding (2A)	2A	337,127	200,170	230,135	268,649
Value of Aygaz (3A)	3A	21,234	15,520	14,037	18,377
Value to be demerged by KFS (3.9%) (4A)	1A * %3.9	1,342	981	919	1,162
KH Share in Aygaz (5A)	5A	40.68%	40.68%	40.68%	40.68%
Value of KFS to be merged (6A)	4A * (1 - 5A)	796.11	582.08	545.19	689.10
Koç Holding					
KH swap ratio (7A)	2A / (2A + 6A)	99.76%	99.71%	99.76%	99.74%
KH paid-in capital subject to merger (8A)	8A	2,535.90	2,535.90	2,535.90	2,535.90
KH capital to be reached (9A)	8A / 7A	2,541.89	2,543.27	2,541.91	2,542.40
Capital to be raised (10A)	9A - 8A	5.99	7.37	6.01	6.50
Aygaz					
Demerger Ratio (11A)	4A / 3A	6.32%	6.32%	6.55%	6.32%
AYGAZ paid-in capital before demerger (12A)	12A	219.80	219.80	219.80	219.80
Capital to be decreased (m TL) (13A)	11A * 12A	13.89	13.90	14.39	13.90

- For the purposes of this merger and demerger transaction, internationally accepted valuation methodologies were analyzed for Koç Holding, Aygaz and KFS. Two of the three companies subject to valuation are publicly traded and their shares are traded on the stock exchange while the third company, KFS owns publicly traded shares of Yapı Kredi Bank.
- While applying the "Market Capitalization" valuation methodology, the Market Value of KFS was estimated based on the Market Value of Yapı Kredi Bank. While estimating the Market Value of KFS, a liquidity discount of 26.9% was applied (26.9% liquidity discount was calculated based on the discount rate between Aygaz Market Cap (TL 15,520 mn) and Adjusted Net Asset Value (TL 21,234 mn).) The fact that Koç Holding's market capitalization is lower than its adjusted net asset value is due to the net asset value discount reflected in the share prices of holding companies on the stock exchanges and our detailed evaluations on this issue are explained on page 19.
- Market Capitalization calculation is based on intraday weighted average share price for the period 16 February 2023 – 15 May 2023. Dividends distributed by the companies after 31 December 2022 have been adjusted by deducting from their historical market values. Dividends distributed to the relevant companies in proportion to their ownership interest are added. Since the dividend payments of the Target Companies have been realized as of the report date, the calculations have been adjusted accordingly.
- "Market Multiples" as the third internationally accepted valuation method was analyzed due to the demerger and merger transaction. Koç Holding was compared with publicly traded holding companies, Aygaz was compared with comparable publicly traded energy companies, and KFS was compared with the banking sector since it holds shares in Yapı Kredi Bank. Since publicly traded company shares are the subject of the Market Multiples analysis, liquidity discount was applied in the calculation of KFS value as in the market capitalization approach. Due to the differences in the sectoral distribution, development and growth phases of the companies in the portfolios of similar holding companies taken into account in the market multiples of Koç Holding, although it was close to the Market Value, it was 40.6% lower than the ANAV and it was considered that it did not reflect the potential value of the investments in the portfolio. Aygaz valuation includes different investments such as Pürsu, Tat Gıda as well as indirect Tüpraş shares through EYAŞ. In terms of comparability of similar companies and the Target Companies subject to valuation, it was decided not to use the market multiples method as a direct reference for the demerger and merger transaction. The value subject to the demerger and merger transaction was calculated by giving equal weight to the other two methods, ANAV and Market Value.
- In addition to the valuation methods and values shown above, a valuation was also performed using the Discounted Dividend Flows method. The details of the assumptions and company-specific approaches required in the application of this method are not included in the above three valuation methods and are not presented in the valuation summary due to the different company structures and comparability of dividend and accounting policies. The details of the relevant method can be found in the Appendices of the report.
- If the values of the companies subject to the demerger and merger were calculated using the 100% Adjusted Net Asset Value method, Aygaz's capital to be reduced would be TL 13,893,191 and Koç Holding's capital to be increased would be TL 5,988,430. If the calculation had been made using the 100% Market Value method, Aygaz's share capital to be decreased would be TL 13,897,826 and Koç Holding's share capital to be increased would be TL 7,374,221.
- Koç Holding's unconsolidated assets include Property, Plant and Equipment and Investment Properties amounting to TL 1,769 million. As a result of the appraisal reports prepared for buildings, land and investment properties, there is an increase in value of TL 12,298 million. After deducting the tax liability of TL 2,460 million arising from the increase in revaluation difference, total fixed assets are estimated at TL 11,607 million.

Source: Company Management, PDP, KPMG Analysis



Demerger Ratio Calculation

Equity Values Subject to Demerger

TL								
Companies Subject to Demerger	Being Subject to Demerger	Paid-in capital	Reference	Valuation	Subject to Demerger (%)	Paid-in Capital Subject to Demerger	Equity Values Subject to Demerger	Reference
Aygaz	Demerged	219,800,767	K1	18,377,150,142	100.0%	219,800,767	18,377,150,142	K2
KFS	Subject to seperation	381,366,000	L1	29,534,338,258	3.9%	15,001,230	1,161,748,565	L2

Shareholding Structure

Before the Demerger				After the Demerger	
Aygaz	Paid-in Capital	Reference	Share Ratio	Paid-in Capital	Share Ratio
Family Members	10,451,501		4.8%	9,790,788	4.8%
Koç Holding A.Ş.	89,424,845		40.7%	83,771,673	40.7%
Temel A.Ş.	12,692,828		5.8%	11,890,425	5.8%
Liquid Petroleum	53,884,642		24.5%	50,478,216	24.5%
Other (Publicly Traded Portion)	53,346,952		24.3%	49,974,517	24.3%
Total	219,800,767	K1	100.0%	205,905,619	100.0%

Koç Finansal Hizmetler	Paid-in Capital	Reference	Share Ratio
Aygaz	15,001,230		3.9%
Zer Merkezi Hizmetler Ve Tic. A.Ş.	4,716,354		1.2%
Emekli Yrd.Sandığı	16,547,089		4.3%
Koç Holding	322,357,819		84.5%
Temel	5,468,040		1.4%
Koç Family members	9,822,748		2.6%
Kök A.Ş.	3,722,581		1.0%
R.M.K Mahdumları	3,730,139		1.0%
Total	381,366,000	L1	100.0%

Demerger and Swap Ratios		
	Formula	Calculated
Demerged		
Ratio of Shares to be Demerged in Aygaz (M1)	L2 / K2	6.32170%
Capital to be reached (N)	K1 * (1 - M1)	205,905,619
Capital to be decreased (F)	K1 - N	13,895,148

h
d
c

Shares to be merged

- a** Before the demerger, Aygaz has a paid-in capital of TL 219,800,767 and owns 3.9% of KFS.
- b** KFS has a paid-in capital of TL 381,366,000 after the capital decrease according to the general assembly decision taken on 22.03.2023.
- c** As a result of the demerger of KFS shares owned by Aygaz, its paid-in capital will be reduced by TL 13,895,148.
- d** After the demerger, Aygaz's paid-in capital will decrease by TL 13,895,148 to TL 205,905,619.

Source: Company Management, KPMG Analysis



Merger Ratio Calculation

Equity Values Subject to Merger

TL								
Companies Subject to Merger	Being Subject to Merger	Paid-in capital	Reference	Valuation	Shares Subject to Merger (%)	Paid-in Capital Subject to Merger	Equity Values Subject to Merger	Reference
Koç Holding	Acquiring Company	2,535,898,050	A1	268,648,542,348	100.0%	2,535,898,050	268,648,542,348	A2
KFS	Company to Merge	381,366,000	B1	29,534,338,258	2.3%	8,898,055	689,096,962	B2

Aygaz's Share in KFS	3.9%
Koç Holding's Share in Aygaz	40.7%
Koç Holding's Indirect KFS Share	1.6%
Aygaz's share in KFS after deducting Koç Holding's share	2.3%

Shareholding Structure

Before the Merger				After the Merger	
Koç Holding	Paid-in Capital	Reference	Share Ratio	Paid-in Capital	Share Ratio
Companies owned by Koç Family members	1,142,355,632		45.0%	1,142,355,632	44.9%
Koç Family members	472,895,145		18.6%	472,895,145	18.6%
Vehbi Koç Vakfı	184,171,754		7.3%	184,171,754	7.2%
Koç Holding Emekli ve Yardım Sandığı Vakfı	59,553,491		2.3%	59,553,491	2.3%
Other	676,922,028		26.7%	676,922,028	26.6%
Aygaz Shareholders (excluding Koç Holding)				6,504,705	0.3%
Total	2,535,898,050	A1	100.0%	2,542,402,755	100.0%

e

Merger and Swap Ratios		
	Formula	Calculated
Acquirer		
Koç Holding Merger Ratio (D1)	$A2 / (A2 + B2)$	99.74415%
Capital to be reached (E)	$A1 / D1$	2,542,402,755
Capital to be increased (F)	$E - A1$	6,504,705
Koç Holding Capital Increase Ratio (H1)	$E / (A1)$	1.00257
Company to Merge		
KFS Merger Ratio (D2)	$B2 / (A2 + B2)$	0.25585%
KFS Swap Ratio (H2)	$E * D2 / B1$	0.73103
AYGAZ Swap Ratio (H3)	$(K2 / K1) / (A2 / A1)$	0.78922

h

f

g

h

Koç Finansal Hizmetler	Paid-in Capital	Reference	Share Ratio
Aygaz	15,001,230		3.9%
Zer Merkezi Hizmetler Ve Tic. A.Ş.	4,716,354		1.2%
Emekli Yrd.Sandığı	16,547,089		4.3%
Koç Holding	322,357,819		84.5%
Temel	5,468,040		1.4%
Koç Family members	9,822,748		2.6%
Kök A.Ş.	3,722,581		1.0%
R.M.K Mahdumları	3,730,139		1.0%
Total	381,366,000	L1	100.0%

Shares to be demerged

e

- e Before to the merger, Koç Holding has a paid-in capital of TL 2,535,898,050 and owns 84.5% of KFS.
- f Koç Holding will increase its paid-in capital by TL 6,504,705 to allocate the KFS shares to the shareholders of Aygaz other than Koç Holding. Koç Holding's paid-in capital will reach TL 2,542,402,755.
- g 1 TL nominal value Koç Holding share's capital increase ratio is realized as 1.00257.
- h The merger ratio calculated to determine the Koç Holding shares to be issued in exchange for the KFS shares to be taken over in Koç Holding was determined as 99.74415% and the demerger ratio calculated to determine the capital reduction to be made due to the KFS shares to be transferred in Aygaz was determined as 6.32170%. In this respect, 0.78922 Koç Holding shares will be given to Aygaz shareholders other than Koç Holding in return for 1 Aygaz share canceled within the scope of capital reduction.

Source: Company Management, KPMG Analysis





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