



KAMUYU AYDINLATMA PLATFORMU

POLİSAN HOLDİNG A.Ş. Notification Regarding Demerger



**MERKEZİ KAYIT
İSTANBUL**
Türkiye Sermaye Piyasaları - Merkezi
Saklama ve Veri Depolama Kuruluşu

Notification Regarding Demerger

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
Update Notification Flag	No
Correction Notification Flag	No
Postponed Notification Flag	Yes

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	Henüz belirlenmemiştir
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

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:

- 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;
- 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;
- 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.

Documents Regarding Demerger

Appendix: 1	Bölünme Duyuru Metni 28.03.2025.pdf - Announcement Text
Appendix: 2	Esas Sözleşme Tadil Metni.pdf - Other
Appendix: 3	Kısmi Bölünmeye İlişkin Uzman Kuruluş Raporu.pdf - Expert Institution Report
Appendix: 4	Kısmi Bölünme Planı.pdf - Demerger Plan
Appendix: 5	Kısmi Bölünme Raporu.pdf - Demerger Report

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.