

Önem Gıda Sanayi ve Tic. A.Ş.

Valuation Report

13 August 2021

Report #:21VC113

Private and Confidential

Ülker Bisküvi Sanayi A.Ş.

Kısıklı Mah. Ferah Cd. No:1 Büyükçamlıca Üsküdar İstanbul

to the Board of Directors,

This report includes the results of the valuation study requested by Ülker Bisküvi Sanayi A.Ş. ("Client") for Önem Gıda Sanayi ve Tic. A.Ş. ("Önem Gıda" and/or "company") according to the agreement dated 14 July 2021. The valuation study is based on the company's financial reports as of 31 March 2021, prepared in accordance to Turkish Financial Reporting Standards .

The valuation study has been prepared taking into account the publicly available information provided by the Company. The information provided by the Company has been included in our work by questioning and, if necessary, discussing with the Company management. Within the scope of this study, the financial statements and other information of the Company have not been audited and no opinion is expressed about the financial statements in this report.

This report is prepared solely for the use of Ülker Bisküvi Sanayi A.Ş. Arkan Ergin Kurumsal Danışmanlık A.Ş. ("Arkan & Ergin"), does not assume any responsibility for the use of this report by third parties. This report cannot be distributed to third parties except legal and regulatory authorities (SPK, auditors etc.) without the written consent of Arkan Ergin

This is the English version of the original report in Turkish language. In case of discrepancies the original Turkish version should prevail

Respectfully,

13 August 2021,

İzzet Özberki

Partner

Arkan Ergin Kurumsal Danışmanlık A.Ş.

Maslak Office Building,

Sümer Sok. No:4 Kat:2

34485 Maslak

Scope of the project

- This report covers the calculation of the Company's equity value within the framework of the valuation services agreement signed with Ülker Bisküvi Sanayi A.Ş. Management on 14 July 2021. This report has been prepared only for Ülker Bisküvi Sanayi A.Ş. management. Arkan Ergin Kurumsal Danışmanlık A.Ş. ("Arkan & Ergin") does not accept any responsibility that may arise from the use of the report by third parties. In addition, it cannot be distributed to third parties and/or used for other purposes other than legal institutions and regulatory authorities (CMB, audit companies, etc.) without the written consent of Arkan & Ergin.

Information resources

- The valuation study has been prepared taking into account the publicly available information provided by the Company. The information provided by the Company has been included in our work by questioning and, if necessary, discussing with the Company management. Within the scope of this study, the financial statements and other information of the Company have not been audited and no opinion is expressed about the financial statements in this report.

Functional currency

- As a result of the discussions with the Company and examinations, the functional currency of the Company was determined as Turkish Lira (TL) and the results of the valuation study were presented in TL.

Independence

- Arkan & Ergin and its team do not seek any financial benefit from a potential sale of the Company. In addition, the fee Arkan & Ergin will receive for this study is not dependent on the results of this study.

Information on the last three valuations

- Arkan & Ergin has not previously prepared a report for the company subject to the appraisal.

Valuation team

- The expert team working on the valuation project is given below:
 - İzzet Özberki, Partner (Capital Market Activities Level 3 License)
 - Akın Rota, Partner
 - Sinan Erözlü, Partner (Capital Market Activities Level 3 License)
 - Sinan Akıncı, Expert
 - Özge Topçu, Senior Analyst

Methods used in valuation

- The valuation study is based on three valuation methods:
 1. Discounted Cash Flow Method
 2. Trading Multiple Valuation Method
 3. Transaction Multiple Method

In the Discounted Cash Flow Method, the Company's projections for the coming years are based. The DCF method reflects the financial and operational structure of the company and is more forward looking than its current situation

In the Trading Multiple Valuation Method, the EV/EBITDA multipliers of similar publicly traded companies in the world food processing sector are taken into account.

In the Transaction Multiplier Method, the EBITDA multipliers of the purchases/sales of similar companies in the world food processing industry in recent years have been taken into account.

The valuation according to the multiples methods is supporting the DCF valuation.

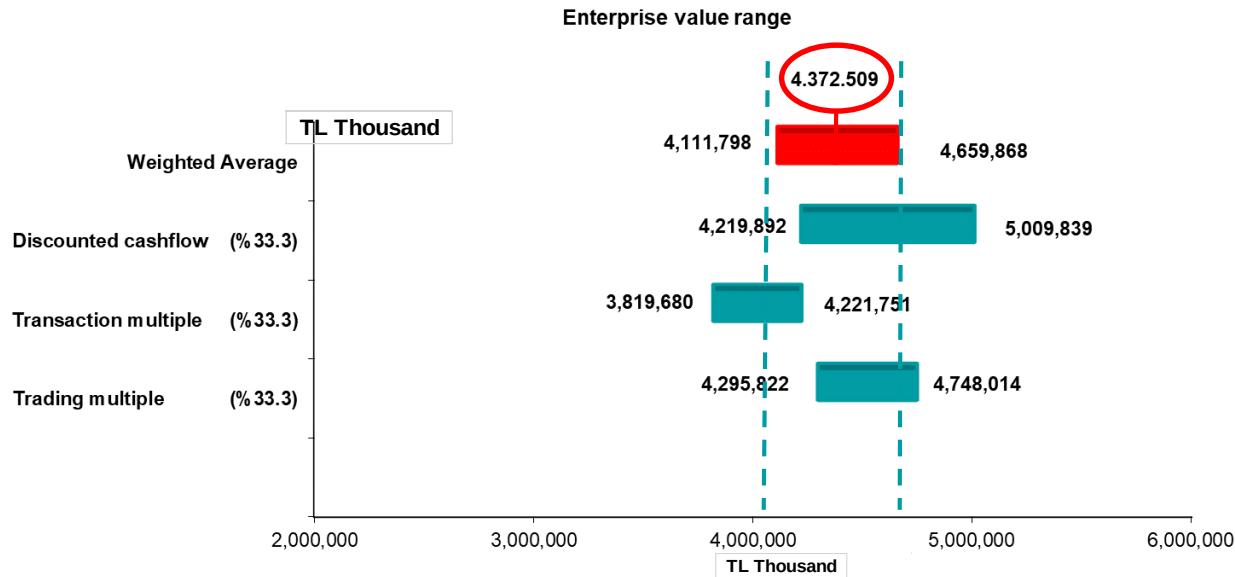
Each method has been assigned equal (%33) weight.

Valuation result: Enterprise value

- The Enterprise value range determined according to the different methods is given below:

Valuation method		Min	Max	Base
Trading multiple	(%33.3)	4,295,822,476	4,748,014,315	4,521,918,396
Transaction multiple	(%33.3)	3,819,679,702	4,221,751,250	4,020,715,476
Discounted cashflow	(%33.3)	4,219,892,079	5,009,839,380	4,574,891,923
Weighted Average		4,111,798,086	4,659,868,315	4,372,508,598

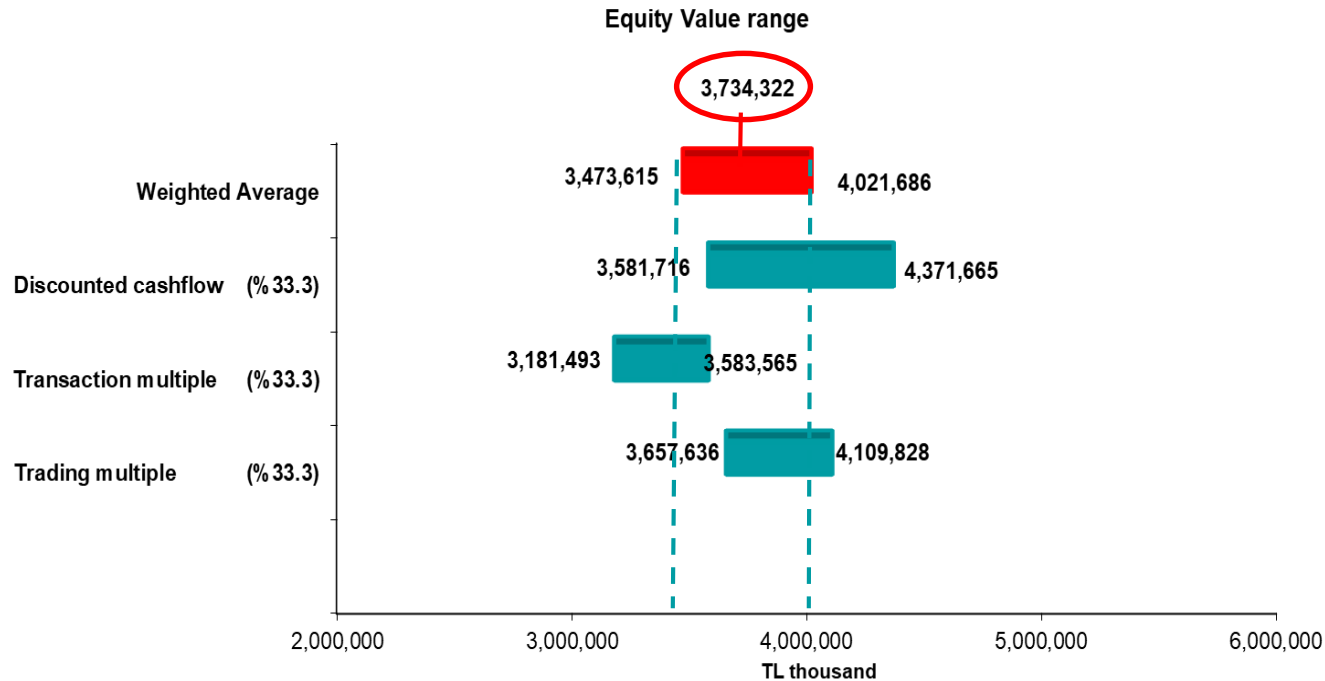
- The base valuation for the **Enterprise value** is calculated as **4,37 billion TL**, with the value ranging between **4,11 – 4,66 billion TL**.
- In this valuation study, synergies for a potential buyer were not taken into account Therefore, the price premium that any prospective buyer would be willing to pay is not taken into account



Valuation result: Equity value

- The Equity value range is calculated by subtracting the company's net financial debt as of 31.03.2021 (638,19 million TL) from the Enterprise value. The range is hence found to be between **3,47 billion TL – 4,02 billion TL**. The base valuation for the **equity value is 3,73 billion TL**.

Valuation method		Min	Max	Base
Trading multiple	(%33.3)	3,657,636,220	4,109,828,059	3,883,732,139
Transaction multiple	(%33.3)	3,181,493,446	3,583,564,994	3,382,529,220
Discounted cashflow	(%33.3)	3,581,705,822	4,371,653,124	3,936,705,667
Weighted Average		3,473,611,829	4,021,682,059	3,734,322,342



ARKAN & ERGİN KURUMSAL DANIŞMANLIK A.Ş.

Member of JPA International

İzzet Özberki

Ortak

Tel: +90 212 370 0700

izzet.ozberki@jpatr.com

Akın Rota

Ortak

Tel: +90 212 370 0700

akin.rota@jpatr.com

Sinan Erözlü

Ortak

Tel: +90 212 370 0700

sinan.erozlu@jpatr.com

This Valuation Report ("Report") has been prepared by Arkan Ergin Kurumsal Danışmanlık A.Ş., a member company of JPA International. ("Arkan & Ergin") for the management of Ülker Bisküvi Sanayi A.Ş ("Customer").

This Report has been compiled using publicly available information and information provided to Arkan & Ergin JPA by the Company. Neither the publicly available information nor the information provided by the Company has been independently verified by Arkan & Ergin JPA. Furthermore, the Company has not asked Arkan & Ergin JPA to verify any of the information supplied. In rendering this Report, therefore, we have relied, without independent verification, on the accuracy and completeness of all financial and other information – including any forecasts – that was publicly available or which was supplied to us by the Company. It follows therefore that in compiling and submitting the Report, Arkan & Ergin JPA cannot make any express or implied representation or warranty as to the accuracy or completeness of the information contained herein or in any other written or oral communication transmitted or otherwise made available in connection with this Report and/or any further investigations of the products/services rendered by the Company. Our conclusions presented in this Report are necessarily based on economic, market and other conditions as in affect on the date hereof, and upon the information made available to us by the Company for the purposes of compiling the Report on or before the date hereof. If any of the information supplied to us by the Company proves to be incorrect or incomplete, this could materially affect the equity valuation and recommendations in this Report, for which Arkan & Ergin JPA is consequently unable to accept any liability whatsoever. Although this Report is based on regulatory, economic, market and other conditions as they currently exist on, and the information made available to us as of, the date hereof, subsequent developments may have a material affect on this Report.

This Report has been prepared by Arkan & Ergin and does not constitute a recommendation for the Company to carry out the transactions affirmed or described in the Report. The report is not intended for any purpose other than determining the value of the Company and is limited to the use of the Customer and regulatory authorities (Capital Market Board). Except as stated above, the Report may never be partially or completely reproduced or copied for distribution to third parties without the prior written consent of Arkan & Ergin.