



Ulusoy Un Sanayi ve Ticaret A.Ş.

**Realization and Evaluation Report prepared by
the Audit Committee regarding the
Assumptions used as Basis in Determining the
Public Offering Price**

**Has been prepared as per the 29th Article of the
Share Communique of the Capital Markets Board
dated 22.06.2013 and numbered VII/128.1.**

02.03.2015



Report Date : 02.03.2015

Report Number : FTR-01

1. Report Subject and Justification

This report including evaluations regarding whether the assumptions taken as basis in determining the public offering price of Ulusoy Un San. ve Tic. A.Ş. have realized or not, has been prepared by Ulusoy Un Sanayi ve Ticaret A.Ş. Audit Committee as per the 29th article of the Share Communique of the Capital Markets Board numbered VII-128.1.

2. Statements

As per the 5th paragraph of the 29th article of the Share Communique of the Capital Markets Board numbered VII-128.1, it is compulsory for the partnership whose Shares have been offered to the public for the first time, to prepare a report within ten business days following the disclosure of its financial statements to the public and during the two years after its shares have started to be traded at the stock exchange, including evaluations on whether the assumptions taken as basis in determining the public offering price have realized or not, and the underlying reasons in case these have not realized, and for the said report to be published on the website of the partnership and at the Public Disclosure Platform.

In the price determination report published by Şeker Yatırım Menkul Değerler A.Ş. (Şeker Investment), which has mediated the public offering of our company, at the Public Disclosure Platform on 07.11.2014, the value of our company and the public offering price range have been determined as provided below.

Table 01

Valuation Study Summary

(TL)	Determined Value	Weight	Equity Value
DCF	251.603.548	50%	125.801.774
Trading Multiples (FD/EBITDA)	332.369.524	25%	83.092.381
Trading Multiples (F/K)	190.204.416	25%	47.551.104
Equity Value prior to Public Offering			256.445.259
Number of Shares			65.000.000
Pre-offering Share Price (TL)			3,95
Public Offering Price Range (TL)			2,90 – 3,45
Public Offering Range Discount			26,5% - 12,6%



As a result of the book-building with the price range realized on November 12-13-14, 2014 by the consortium formed under the leadership of Şeker Yatırım, the public offering price has realized as 3,15 TL and has been announced to the public at the Public Disclosure Platform on 17/11/2014.

3. Assumptions and Evaluations

Assumptions and Evaluations regarding Discounted Cash Flow Analysis

The DCF Analysis studies cover the period between 2014-2023 as the projection period, and the free cash flows have been discounted to the current value by being discounted over the weighted average capital cost.

Comparisons and evaluations of our financial statements dated 31.12.2014 that have been independently audited by DMR Bağımsız Denetim ve Danışmanlık A.Ş. and the assumptions and realizations for the price determination report that has been published by Şeker Yatırım A.Ş. on 07.11.2014 at the Public Disclosure Platform are explained below.

Table 02

Product	Detail	Quantity (Ton)				Amount (TL)			
		2014 Estimated Sales Quantity	2014 Realized Sales Quantity	Difference	Realization Ratio (%)	2014 Estimated Sales Amount (Million TL)	2014 Realized Sales Amount (Million TL)	Difference	Realization Ratio (%)
FLOUR		214.811	199.229	-15.582	92,75%	207,20	196,60	-10,60	94,89%
	Export	100.559	107.901	7.342	107,30%	83,40	91,35	7,95	109,53%
	Domestic	88.540	84.610	-3.930	95,56%	104,30	97,60	-6,70	93,58%
	Commercial	25.712	6.718	-18.994	26,13%	19,50	7,65	-11,85	39,24%
BRAN		42.736	47.598	4.862	111,38%	22,80	21,64	-1,16	94,90%
RED DOG (BONKALITE)		5.763	9.580	3.817	166,23%	4,00	5,68	1,68	142,00%
BROKEN		4.805	5.397	592	112,32%	3,10	3,50	0,40	112,91%
BARLEY		8.665	11.261	2.596	129,96%	7,30	9,69	2,39	132,80%
CORN		64.285	53.494	-10.791	83,21%	42,70	31,96	-10,74	74,86%
	Domestic	28.909	40.563	11.654	140,31%	19,50	25,03	5,53	128,34%
	Export	35.376	12.931	-22.445	36,55%	23,50	6,94	-16,56	29,53%
WHEAT		814.684	931.820	117.136	114,38%	583,70	652,50	68,80	111,79%
	Domestic	496.415	483.301	-13.114	97,36%	380,30	370,31	-9,99	97,37%
	Export	318.269	448.519	130.250	140,92%	203,40	282,18	78,78	138,73%
OTHER		116	530	414	456,90%	0,60	0,00	-0,60	0,00%
TOTAL		1.155.865	1.258.909	103.044	108,91%	871,40	921,58	50,18	105,76%

In Table 02, summarized comparisons are provided regarding the estimations for the Company's 2014 product and commodities sales quantities and amounts in the price determination report and their realizations.



For 2014, the estimated total sales quantity is 1.155.865 Tons and the realized total sales quantity is at the level of 1.258.909 Tons, and the estimation/realization ratio has been realized as 108,91%. Again, for 2014, the Company's estimated product and commodities sales amount is 871,40 Million TL in total and the realized sales amount is 921,58 Million TL, and the estimation/realization ratio has been realized as 105,76%.

As can also be observed here, in the estimations of the Company used in determining the public offering prices, the realized figures both in the sales quantities and amounts have realized above the values foreseen both in quantities and in amounts in the projections.

Table 03

Income Statement (Million TL)	2014 Estimated	2014 Realized	Difference	Realization Ratio (%)
Net Sales Revenues	871,10	921,58	50,48	105,79%
Gross Profit	54,80	59,38	4,58	108,37%
Gross Profit Margin	6,3%	6,4%	0,2%	102,43%
Real Operating Profit	27,80	34,85	7,05	125,36%
Real Operating Profit Margin	3,2%	3,8%	0,6%	118,50%
EBITDA	29,40	36,46	7,06	124,02%
EBITDA Margin	3,4%	4,0%	0,6%	117,23%
Net Profit	15,20	14,19	-1,01	93,35%
Net Profit Margin	1,7%	1,5%	-0,2%	88,24%

In Table 03, summary comparisons are provided regarding the estimations of the Company's 2014 income statement items in the price determination report and the realizations. The Net Sales Revenues have realized at the level of 921,58 Million TL, as 50,48 Million TL above the estimated 871,10 Million TL by the end of 2014, and an estimation/realization ratio of 105,79% has been achieved as compared to the foreseen amount. The Gross Profit amount has also realized as 4,58 Million TL above the estimation for the end of 2014, and an estimation/realization ratio of 108,37% has been achieved as compared to the foreseen amount. Again, in the Real Operating Profit the estimation/realization ratio has been 125,36%, and in the Real Operating Profit Margin the estimation/realization ratio has been 118,50%. In the EBITDA (Earnings Before Interest Taxes Depreciation and Amortization) amount and margin, as compared to the values in the Price Determination Report, there has been an estimation/realization ratio at the levels of 124,02 % in EBITDA and 117,23% in the EBITDA Margin. The estimation/realization ratio in the net profit amount has remained at the levels of 93,35% and the estimation/realization ratio in the Net Profit Margin has remained at the levels of 88,24%. The most important factor in the deviation of the estimations regarding the net profit amount and margin has been the increases beyond the expectations in the currency exchange rates during the last quarter of 2014 and the increased additional financing costs and expenses arising from the exchange valuations of the Company's foreign exchange debts and loans.



Macro Forecasts in the Price Determination Report;

Our Macro Forecasts; Table 04

Macro Forecasts	2012G	2013G	2014T	2015T	2016T	2017T
Real GDP Growth	2,2%	4,0%	3,0%	3,0%	4,0%	5,0%
Inflation (CPI)	6,2%	7,4%	8,8%	8,0%	7,0%	6,0%
Year-end Dollar/TL	1,78	2,13	2,25	2,29	2,33	2,36
Average Dollar/TL	1,80	1,90	2,18	2,27	2,31	2,34
Year-end Euro/TL	2,35	2,93	2,92	2,93	2,98	3,02
Average Euro/TL	2,31	2,53	2,93	2,93	2,95	3,00

While the 2014 year-end USD exchange rate estimation in the Price Determination Report was 1 USD = 2,25 TL, according to the TR Central Bank's 31.12.2014 data the USD rate (Buying Exchange Rate) has realized as 1 USD = 2,326900 TL. A significant amount of the increases in the additional financing costs and expenses arising from the exchange valuations of the Company's foreign currency debts and loans has emerged from the increase beyond the expectations in the currency exchange rate. As a consequence, the estimation/realization ratio for the Company's net profit amount has been at the level of 93,35%.

4. Conclusion

All assumptions regarding sales from production in the Price Determination Report have been generated according to the production forecasts in the Company's Samsun and Çorlu factories. As explained above, the realizations regarding 2014 have been above the sales quantity, sales amount, and operating profit and operating profit margin estimations as aimed for 2014 in the Price Determination Report, however due to the unexpected increases in the currency exchange rates experienced during the last quarter of 2014, the end of 2014 realization in net profit has remained below the 2014 year end estimation in the rate of 6,65%, and an estimation/realization ratio of 93,35% has emerged.

As can also be observed in the funds utilization notifications declared by the Board of Directors of our Company regarding the total revenues obtained from public offering, upon taking the third flour factory, the construction of which has been started in the Samsun Food Specialty Organized Industrial Zone and which has not been included in the analyses regarding discounted cash flows, into operation in 2016, it is expected for the quantities and amounts for sales from production used in the discounted cash flow analyses – while the other conditions are fixed – to realize significantly above the forecasts.

Respectfully submitted to the attention of the public.

Respectfully yours,

Salih Zeki MURZİOĞLU / Committee Chairman

Kemal KİTAPLI / Committee Member