



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.**

21.05.2015



Report Date : 21.05.2015
Report Number : FTR-02

1. Report Subject and Justification

This report that includes 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 A.Ş., which has mediated the public offering of our company at the dates of 12-13-14/11/2014, 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%



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.

Summarized 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 (Million TL)			
		2015/1 st Quarter Estimated Sales Quantity	2015/1 st Quarter Realized Sales Quantity	Difference	Realization Ratio (%)	2015/1 st Quarter Estimated Sales Amount	2015/1 st Quarter Realized Sales Amount	Difference	Realization Ratio (%)
FLOUR		55.314,00	46.037,00	-9.277,00	83,23%	57,62	48,32	-9,30	83,86%
	Export	25.894,00	21.758,00	-4.136,00	84,03%	23,20	19,77	-3,43	85,22%
	Domestic	22.799,00	21.655,00	-1.144,00	94,98%	29,00	25,48	-3,52	87,86%
	Commercial	6.621,00	2.624,00	-3.997,00	39,63%	5,42	3,07	-2,35	56,64%
BRAN		11.005,00	13.781,00	2.776,00	125,22%	6,35	6,67	0,32	105,04%
RED DOG (BONKALITE)		1.484,00	2.042,00	558,00	137,60%	1,10	1,27	0,17	115,45%
BROKEN		1.237,00	1.054,00	-183,00	85,21%	0,85	0,69	-0,16	81,18%
BARLEY		2.231,00	4.040,00	1.809,00	181,08%	2,02	2,98	0,96	147,52%
CORN		16.071,00	41.460,00	25.389,00	257,98%	11,52	23,10	11,58	200,52%
	Domestic	7.227,00	18.321,00	11.094,00	253,51%	5,17	11,30	6,13	218,57%
	Export	8.844,00	23.139,00	14.295,00	261,64%	6,35	11,80	5,45	185,83%
WHEAT		213.854,00	138.343,00	-75.511,00	64,69%	165,47	105,22	-60,25	63,59%
	Domestic	130.309,00	97.638,00	-32.671,00	74,93%	107,82	76,47	-31,35	70,92%
	Export	83.545,00	40.705,00	-42.840,00	48,72%	57,65	28,75	-28,90	49,87%
OTHER						0,88	0,88		
TOTAL		301.196,00	246.757,00	-54.439,00	81,93%	244,93	189,13	-55,80	77,22%

In Table 02, summarized comparisons are provided regarding the estimations for the Company's 2015 first quarter product and commodities sales quantities and amounts in the price determination report and their realizations.

For 2015, the estimated total sales quantity is 301.196 Tons and the realized total sales quantity is 246.757 Tons, and the estimation/realization ratio has been realized as 81,93%. Again, for the first quarter of 2015, the Company's estimated product and commodities sales amount is 244,93 Million TL in total and the realized total sales amount is 189,13 Million TL, and the estimation/realization ratio has been realized as 77,22%.



When we evaluate the season effect, it might be expected that the sales performance of our company to yield better results especially during the second half of the year.

Table 03

Income Statement	2015/1 st Quarter Estimated Sales Quantity	2015/1 st Quarter Realized Sales Quantity	Difference	Realization Ratio (%)
Net Sales Revenues	244,9	189,13	-55,77	77,23%
Gross Profit	15,27	16,53	1,26	108,25%
Gross Profit Margin	6,2%	8,7%	2,5%	140,32%
Real Operating Profit	7,7	10,06	2,36	130,65%
Real Operating Profit Margin	3,1%	5,3%	2,2%	170,97%
EBITDA	8,08	10,59	2,51	131,06%
EBITDA Margin	3,3%	5,6%	2,3%	169,70%
Net Profit	4,2	-3,38	-7,58	-80,48%
Net Profit Margin	1,7%	-1,8%	-3,5%	-105,88%

In Table 03, summary comparisons are provided regarding the estimations of the Company's 2015 first quarter income statement items in the price determination report and the realizations. The Net Sales Revenues have realized at the level of 189,13 Million TL, as 55,77 Million TL below the estimated 244,9 Million TL at the end of first quarter of 2015, and an estimation/realization ratio of 77,23% has been achieved. The Gross Profit amount has also realized 1,3 Million TL above the estimation and a realization ratio of 108,25% has been achieved as compared to the foreseen amount. Again, in the Real Operating Profit the realization ratio has been 130,65%, and in the Real Operating Profit Margin the realization ratio has been 170,97%. 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 a realization ratio at the levels of 131,06 % in EBITDA and 169,70% in the EBITDA Margin. The net profit/loss item has resulted with a net loss of -3,38 Million TL. The most important factor in the deviation of the estimations regarding the net profit/loss amount and margin has been the important increases in the currency exchange rates during the first quarter of 2015 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;

Table 04

Our Macro Forecasts;

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 2015 average exchange rate estimation in the Price Determination Report was 1 USD = 2,27 TL, according to the TR Central Bank's 31.03.2015 data the USD rate (Buying Exchange Rate) has realized as 1 USD = 2,6134 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, and this is the primary reason in the failure to achieve the net profit target.

4. Conclusion

If we are to examine the assumptions regarding sales from production in the Price Determination Report under two headings, as export and domestic market; the estimation/realization ratio has remained at 84,03%, due to the fluctuations in the currency exchange rates in developing countries during the first quarter of 2015 and the demand shrinking that has emerged in the export markets as a consequence of the decrease in the risk appetite. Meanwhile, the domestic market sales from production has approached the estimations by 94,98% realization.

Especially with the seasonal effect, the wheat sales data have remained below the estimations, while the corn and barley trade have realized significantly above the estimations. The potential of achieving the 2015 estimation is continued, with the wheat trade that will increase during the second half of the year following the harvest season and the relative decrease in the volatility in the global foreign exchange markets.

Respectfully submitted to the attention of the public.

Respectfully yours,

Kemal Kitaplı / Audit Committee Chairman

Vedat Ceyhan / Audit Committee Member