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BORSA İSTANBUL A.Ş.

**PROCEDURE FOR THEORETICAL/REFERENCE PRICE CALCULATIONS IN
CASES OF CORPORATE ACTIONS**

İSTANBUL – 2020

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Index

1.	Purpose and Scope.....	3
2.	Legal Basis	3
3.	Abbreviations	3
4.	Definitions and General Rules	3
4.1.	Theoretical Price	3
4.2.	Reference Price	3
4.3.	Gross Dividend	3
4.4.	Market Value	3
4.5.	Symbols used in Formulas	3
4.6.	Data Precision	4
4.7.	Exchange Rate	4
4.8.	Corporate Actions in a Currency other than Turkish Lira.....	4
5.	Principles Regarding Effective Dates of Corporate Actions	4
6.	Theoretical Price Calculations in Dividend Payments.....	5
6.1.	In case dividend is fully distributed in cash;	5
6.2.	In case dividend is fully distributed as equity;	5
6.3.	In case dividend is partially distributed in cash and equity;.....	5
6.4.	In case dividend is paid in installments.....	5
6.5.	In case dividend payment is paid in advance	5
7.	Theoretical Price Calculation in Capital Increases	5
7.1.	In case shareholders exercise their pre-emptive rights fully or partially;.....	5
7.2.	In case, new shares are offered to the public in Primary Market or subject to Whole Sale Transactions by restricting pre-emptive rights of the existing shareholders;.....	5
8.	Theoretical Price Calculation in Capital Decreases	5
9.	Theoretical/Reference Price Calculations in Merger and Acquisitions	6
9.1.	In case, a company, whose shares are traded on the Exchange, takes over another company/companies (at least one of the acquiree companies' shares are traded on the Exchange);.....	6
9.2.	In case, a company, whose shares are traded on the Exchange, takes over another company/companies whose shares are not traded on the Exchange;	6
9.3.	In case, a company, whose shares are traded on the Exchange, is taken over by another company, whose shares are not traded on the Exchange, and after acquisition shares of acquirer start trading on the Exchange;	6
10.	Reference Price Calculation in Partial Demerger	6
11.	Other Cases	6
12.	Enforcement	6
13.	Repealed Regulations	6
14.	Execution.....	7
15.	Revision.....	7

1. Purpose and Scope

The purpose of this procedure is to determine theoretical and reference prices of equities traded on Exchange following the event of corporate actions such as dividend payments, capital increases, mergers and acquisitions, capital decreases or partial demergers.

2. Legal Basis

This procedure is issued pursuant to Article 17 and 18 of Stock Market Directive of Borsa İstanbul A.Ş.

3. Abbreviations

The terms in this Procedures shall mean the below;

CBRT: Central Bank of the Republic Turkey

CMB: Capital Markets Board

CRA: Central Registry Agency

Exchange: Borsa İstanbul A.Ş.

General Manager: General Manager of Borsa İstanbul A.Ş.

PDP: Public Disclosure Platform

4. Definitions and General Rules

4.1. Theoretical Price

Theoretical price is the price constituting the basis in determining daily upper and lower price limits of traded equities in case of corporate actions and it is calculated according to this regulation's principles and procedures.

4.2. Reference Price

Reference price is the price which does not constitute a basis in determining daily upper and lower price limits of traded pre-emptive rights or equities, and calculated as a reference price for pre-emptive rights or equities in case of corporate actions and it is calculated according to this regulation's principles and procedures.

4.3. Gross Dividend

Gross dividend is the cash dividend amount before income tax, for an equity traded on the Exchange with the nominal value of TL 1.

4.4. Market Value

Market value is calculated by multiplying the total number of stocks that represent the capital (including the temporary shares which are created in the CRA until the capital is registered and announced for the capital increases of the companies in paid-in capital system) and the stock price.

4.5. Symbols used in Formulas

F_t = Calculated theoretical price of the equity in case of a corporate action.

- F_r = Reference price of pre-emptive rights.
 F_k = Last close price of the equity before corporate action.
 n_1 = Ratio of receiving bonus shares.
 n_2 = Ratio of exercising pre-emptive rights.
 T = Gross dividend.
 R = Exercise price of the pre-emptive right of an equity with the nominal value of TL 1.

4.6. Data Precision

- F_t : Rounded to 3 decimal places
 F_r : Rounded to 3 decimal places
 F_k : Rounded to 3 decimal places
 n_1 : Rounded to 7 decimal places
 n_2 : Rounded to 7 decimal places
 T : Rounded to 7 decimal places
 R : Rounded to 2 decimal places

4.7. Exchange Rate

It refers to the Buying Rates announced by the CBRT.

4.8. Corporate Actions in a Currency other than Turkish Lira

If capital increases/decreases and/or dividend payments of the traded companies are realized in a currency other than Turkish Lira, Turkish Lira equivalents calculated by using exchange rates of the last business day before ex-date, are used in theoretical price calculations.

5. Principles Regarding Effective Dates of Corporate Actions

- Ex-dates of the corporate actions (capital increases, dividend payments, mergers and acquisitions, capital decreases, partial demergers, etc.) are disclosed by companies on PDP within the time specified in CMB's "Communiqué on Material Events Disclosure".
- Statements disclosed on PDP after 16:30 on business days (after 12:00 on half days) and on holidays will be taken into account on the following business day.
- Taking into consideration both the disclosures on PDP and related Exchange regulations, a list of corporate actions (capital increases, dividend payments, mergers and acquisitions, capital decreases, partial demergers, etc.) that will be executed on the next business day is finalized by 16:30 every day, and announced on the PDP.
- On the next business day, adjustments are made only for equities on the announced list.
- Corporate actions cannot start to be effective on half business days in accordance with the exchange trades. The shares of the company, where the company has announced at PDP that any of its corporate actions will be effective on a half

business day, are traded with the rights on the same half business day and on the next business day they are traded without the rights.

6. Theoretical Price Calculations in Dividend Payments

6.1. In case dividend is fully distributed in cash;

Theoretical price is calculated by subtracting gross dividend amount from last close price.

6.2. In case dividend is fully distributed as equity;

Dividends distributed fully as equity are treated as bonus issue.

6.3. In case dividend is partially distributed in cash and equity;

Dividend portion distributed in cash is treated as cash dividend and dividend portion distributed as equity is treated as bonus issue.

6.4. In case dividend is paid in installments

Each installment payment is treated as a separate cash dividend payment.

6.5. In case dividend payment is paid in advance

Advance dividend payment is treated as cash dividend payment.

7. Theoretical Price Calculation in Capital Increases

7.1. In case shareholders exercise their pre-emptive rights fully or partially;

$$F_t = \frac{F_k + n_2 R - T}{1 + n_1 + n_2} \quad F_r = [F_t - R] \times n_2$$

In theoretical price calculation, if the last close price (before adjustment) or the adjusted price (adjusted only for dividend and bonus issues) of the equity is lower than the exercise price of the pre-emptive rights (R), than the ratio of exercising pre-emptive rights (n_2) will be taken into account as 0 (zero) in the formula above.

7.2. In case, new shares are offered to the public in Primary Market or subject to Whole Sale Transactions by restricting pre-emptive rights of the existing shareholders;

- No price adjustment is made.
- If there is a bonus issue or a cash dividend payment in addition to a rights issue restricted to shareholders, the theoretical price is calculated by using the formula in 7.1 under $n_2=0$ assumption on the ex-date (beginning day of public offering in Primary Market or sale in Whole Sale Transaction).

8. Theoretical Price Calculation in Capital Decreases

Theoretical price is calculated in case of capital decrease using the following formula:

(Market Value of the Company before Capital Decrease) = (Market Value of the Company after Capital Decrease)

(Number of Shares before Capital Decrease X Share Price before Decrease (F_k)) = (Number of Shares after Capital Decrease X Share Price after Decrease (F_t))

$$F_t = \frac{(\text{Number of Shares before Capital Decrease} \times F_k)}{\text{Number of Shares after Capital Decrease}}$$

9. Theoretical/Reference Price Calculations in Merger and Acquisitions

9.1. In case, a company, whose shares are traded on the Exchange, takes over another company/companies (at least one of the acquiree companies' shares are traded on the Exchange);

Reference Price is calculated by dividing sum of the market values calculated by using last close prices before acquisition of acquirer and acquiree companies except their shares in each other, (only companies whose shares are traded on the Exchange), to the number of shares representing the acquirer and acquiree companies traded on the Exchange within the capital of the acquirer company after the acquisition.

9.2. In case, a company, whose shares are traded on the Exchange, takes over another company/companies whose shares are not traded on the Exchange;

Last close price of the acquirer is treated as theoretical price.

9.3. In case, a company, whose shares are traded on the Exchange, is taken over by another company, whose shares are not traded on the Exchange, and after acquisition shares of acquirer start trading on the Exchange;

Reference price is calculated by dividing the last close price of acquiree shares to number of acquirer shares, with a nominal value of TL 1, that will be given in return for acquiree shares, with a nominal value of TL 1.

10. Reference Price Calculation in Partial Demerger

In partial demerger, reference price is determined by General Manager considering the valuation methodology in valuation report.

11. Other Cases

In cases other than those defined above, theoretical/reference prices are determined by General Manager.

12. Enforcement

This Procedure shall enter into force on the date of its publication.

13. Repealed Regulations

Announcement on Theoretical/Reference Price Calculations in Cases of Corporate Actions dated 24/11/2015 and numbered 116 has been repealed.

14. Execution

The provisions of this Procedure shall be executed by the General Manager.

15. Revision

Changes to this Procedure are included in the appendix.

Appendix: Revision Comparison Table of Procedure for Theoretical/Reference Price
Calculations in Cases Of Corporate Actions

OLD TEXT	NEW TEXT
<p>9.1. In case, a company, whose shares are traded on the Exchange, takes over another company / companies whose shares are traded on the Exchange;</p> <p><u>Reference price</u> is calculated by dividing sum of the market values (calculated by using last close prices before acquisition) of acquirer and acquiree (except their shares in each other) to acquirer company's number of shares (after acquisition).</p>	<p>9.1. In case, a company, whose shares are traded on the Exchange, takes over another company/companies whose <u>(at least one of the acquiree companies'</u> shares are traded on the Exchange);</p> <p>Reference price is calculated by dividing sum of the market values (calculated by using last close prices before acquisition) of acquirer and acquiree <u>companies</u> (except their shares in each other.) <u>(only companies whose shares are traded on the Exchange), to the number of shares representing the acquirer and acquiree companies traded on the Exchange within the capital of</u> to the acquirer company <u>'s number of shares</u> (after the acquisition).</p>