



KAMUYU AYDINLATMA PLATFORMU

KOÇ HOLDİNG A.Ş. Non-current Financial Asset Sale

Summary

Sale of Tat Gıda shares

Non-Current Financial Asset Sale

Related Companies [TATGD, ARCLK, AYGAZ]

Related Funds []

Non-Current Financial Asset Sale	
Update Notification Flag	Evet (Yes)
Correction Notification Flag	Hayır (No)
Date Of The Previous Notification About The Same Subject	22/05/2023, 28/07/2023, 06/11/2023
Postponed Notification Flag	Hayır (No)
Announcement Content	
Board Decision Date for Sale	08/01/2024
Were Majority of Independent Board Members' Approved the Board Decision for Sale?	Yes
Title of Non-current Financial Asset Sold	Tat Gıda Sanayi A.Ş.
Field of Activity of Non-current Financial Asset Sold	Production, distribution and marketing of all types of food
Capital of Non-current Financial Asset Sold	136.000.000 TL
Date on which the Transaction was/will be Completed	Closing is expected to take place within 3 months from the signing date of the Share Purchase and Sale Agreement, subject to fulfillment of closing conditions. The parties have the option to extend this period for 60 days.
Sales Conditions	Peşin (Cash)
Nominal Value of Shares Sold	Shares corresponding to a total nominal value of TL 66,693,852.46 held by our Company, Koç Group companies including Arçelik and Aygaz, Koç Family Members and foundations associated with Koç Group and 15 founder's redeemed share certificates, including shares held by Koç Holding with a nominal value of 59,364,947.16 and 6 founder's redeemed share certificates
Sales Price Per Share	Calculated approximately as 1.21 USD
Total Sales Value	Total sale value of shares held by Koç Holding: 72,023,649.13 USD Total sale value of founder's redeemed share certificates held by Koç Holding: 1,500,000 USD
Ratio of Shares Sold to Capital of Non-current Financial Asset (%)	The shares held by Koç Group companies, Koç Family Members and foundations associated with Koç Group subject to the transaction correspond to 49.04% of Tat Gıda's share capital, including 43.65% of shares held by Koç Holding and shares held by Arçelik and Aygaz.

Total Ratio of Shares Owned in Capital of Non-current Financial Asset After Sales Transaction (%)	%0
Total Voting Right Ratio Owned in Non-current Financial Asset After Sales Transaction (%)	%0
Ratio of Non-current Financial Asset Sold to Total Assets in Latest Disclosed Financial Statements of Company (%)	%0,01
Ratio of Transaction Value to Sales in Latest Annual Financial Statements of Company (%)	%0,16
Effects on Company Operations	The transaction will contribute to portfolio optimization of our company.
Profit / Loss Arised After Transaction	Will be certain on closing.
How will Sales Profit be Used if Exists?	-
Board Decision Date for Use of Sales Profit if Exists	-
Title/ Name-Surname of Counter Party Bought	Memişoğlu Tarım Ürünleri Ticaret Limited Şirketi
Is Counter Party a Related Party According to CMB Regulations?	Hayır (No)
Relation with Counter Party if any	-
Agreement Signing Date if Exists	08/01/2024
Value Determination Method of Non-current Financial Asset	Determined via the negotiations between the parties
Did Valuation Report be Prepared?	Düzenlenmedi (Not Prepared)
Reason for not Preparing Valuation Report if it was not Prepared	Not required according to the relevant regulations
Date and Number of Valuation Report	-
Title of Valuation Company Prepared Report	-
Value Determined in Valuation Report if Exists	-
Reasons if Transaction wasn't/will not be performed in Accordance with Valuation Report	-
Explanations	

In the context of the sale of shares of our subsidiary Tat Gıda Sanayi A.Ş. ("Tat Gıda"), after evaluation of the binding offers received as mentioned in our disclosure dated 06.11.2023, a Share Purchase and Sale Agreement has been signed for the sale of shares corresponding to 49.04% of Tat Gıda's share capital, held by our Company, Koç Group companies including Arçelik and Aygaz, Koç Family Members and foundations associated with Koç Group, and the sale of 15 founder's redeemed share certificates to Memişoğlu Tarım Ürünleri Ticaret Limited Şirketi ("Memişoğlu").

According to the Agreement;

- Shares held by Koç Holding with a total nominal value of TRY 59,364,947.16 corresponding to 43.65% of Tat Gıda's share capital will be sold to Memişoğlu for a total cash consideration of USD 72,023,649.13, which is to be paid on Closing Date and to be adjusted according to the level of net debt and net working capital on its audited financial statements on the Closing Date. The total sale price for 49.04% of Tat Gıda shares subject to the transaction correspond to USD 80,915,335.72 subject to the closing adjustment.
- 6 founder's redeemed share certificates of Tat Gıda will be sold to Memişoğlu for a total cash consideration of USD 1,500,000, to be paid on the Closing Date. The total sale price for all 15 founder's redeemed share certificates subject to the transaction has been agreed as USD 3,750,000.

- Prior to the Closing, Koç Holding will purchase Ram Dış Ticaret A.Ş. shares with a total nominal value of TRY 449,999.32 , corresponding to 7.5% of Ram's share capital held by Tat Gıda; and Düzey Tüketim Malları Sanayi Pazarlama ve Ticaret A.Ş . shares with a total nominal value of TRY 64,797.70, corresponding to 1.1% of Düzey's share capital held by Tat Gıda.
- The transfers will be conditional upon certain closing conditions including obtaining approval from the Competition Authority and the finalization of the abovementioned share transfers of Tat Gıda financial assets.
- Closing is expected to take place within 3 months from the signing date of the Share Purchase and Sale Agreement, subject to fulfillment of closing conditions. The parties have the option to extend this period for 60 days.

Also, an option agreement has been signed between our ultimate shareholder Temel Ticaret ve Yatırım A.Ş. and Memişoğlu, granting Temel Ticaret the right to sell all or some of its Tat Gıda shares corresponding to 3.26% of Tat Gıda's capital to Memişoğlu for a period of 6 months after the elapse of the 6-month period starting from Closing Date.

Material developments will be disclosed to our investors in due course.

This statement was translated into English for informational purposes. In case of a discrepancy between the Turkish and the English versions of this disclosure statement, the Turkish version shall prevail.

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.