

## TAT GIDA SANAYİ A.Ş.

Material Event Disclosure

Publish Date: January 9, 2024

| Material Event Disclosure                                |    |
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| Update Notification Flag                                 | No |
| Correction Notification Flag                             | No |
| Date of the Previous Notification About the same Subject | -  |
| Postponed Notification Flag                              | No |

### Explanations:

The attached statement has been sent by Memişoğlu Tarım Ürünleri Ticaret Limited Şirketi, who has signed a Share Purchase and Sale Agreement for Tat Gıda shares with our shareholders Koç Holding and other Koç Group members.

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.

*This statement has been 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.*



**MEMİŞOĞLU**  
TARIM ÜRÜNLERİ TİCARET LTD. ŞTİ.

### **Signing an Agreement on Purchase of Tat Gıda Shares**

On 08.01.2024, a Share Purchase and Sale Agreement has been signed between our company and Koç Holding, Koç Group companies, Koç Family Members and foundations associated with Koç Group, for the purchase of shares corresponding to 49.04% of Tat Gıda's share capital and the purchase of 15 founder's redeemed share certificates.

According to the Agreement;

- Tat Gıda shares with a total nominal value of TRY 66,693,852.46 corresponding to 49.04% of Tat Gıda's share capital will be purchased by our Company for a total cash consideration of USD 80,915,335.72 to be adjusted according to the level of net debt and net working capital on its audited financial statements on the Closing Date.
- 15 founder's redeemed share certificates of Tat Gıda will be purchased by our Company for a total cash consideration of USD 3,750,000.00, to be paid on the Closing Date.
- 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 Company and Koç Holding's ultimate shareholder Temel Ticaret ve Yatırım A.Ş., 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 our Company for a period of 6 months after the elapse of the 6-month period starting from Closing Date.

In this respect, the share purchase transactions are planned to be organized in such a manner that at any point in time the ratio of Tat Gıda shares held by our Company will not be above 50% of company's capital and accordingly will not trigger any mandatory obligation for our Company with respect to CMB's Communique on Takeover Bids.

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

On behalf of Memişoğlu Tarım Ürünleri Ticaret Limited Şirketi  
Serafettin Memiş  
General Manager

Merkez & Fabrika:  
Head Office & Factory :

Toroslar Mh. Atatürk-8 Biv. Memişoğlu Sit. 1/1  
e-mail: tatbakliyat@tatbakliyat.com Akdeniz/MERSİN  
Tel. : +90 324 454 04 04  
Faks : +90 324 454 04 06

Marmara Bölge Müdürlüğü:  
Marmara Region Management:

Marmara Bölge Müdürlüğü Güngören Cad.  
No: 31 P.K: 34200 Bağcılar/İSTANBUL  
Tel. : +90 212 461 65 12  
Faks : +90 212 435 38 97

Ege Bölge Müdürlüğü:  
Aegean Region Management:

İzmir Atatürk Organize San. Bölgesi  
10.006/1 Sk. No:26 Çiğli / İZMİR  
Tel. : +90 232 469 96 34  
Faks : +90 232 469 96 35

<http://www.tatbakliyat.com>

Ticaret Sicil No: 11299  
Mersis No: 0614005833500016