

KOÇ HOLDİNG A.Ş.

Non-current Financial Asset Acquisition

Summary

Purchase of Arçelik A.Ş. and Ford Otomotiv Sanayi A.Ş. shares from Vehbi Koç Vakfı

Noncurrent Financial Asset Acquisition

Related Companies [ARCLK, FROTO]

Related Funds []

Noncurrent Financial Asset Acquisition	
Update Notification Flag	Hayır (No)
Correction Notification Flag	Hayır (No)
Date Of The Previous Notification About The Same Subject	-
Postponed Notification Flag	Hayır (No)
Announcement Content	
Board Decision Date for Acquisition	21/09/2020
Were Majority of Independent Board Members' Approved the Board Decision for Acquisition	Yes
Title of Non-current Financial Asset Acquired	Arçelik A.Ş., Ford Otomotiv Sanayi A.Ş.
Field of Activity of Non-current Financial Asset whose Shares were being Acquired	Arçelik - consumer durables Ford Otosan - automotive
Capital of Noncurrent Financial Asset	Arçelik – 675.728.205 TL Ford Otosan - 350.910.000 TL
Acquirement Way	Satın Alma (Purchase)
Date on which the Transaction was/will be Completed	21/09/2020
Acquisition Conditions	Peşin (Cash)
Detailed Conditions if it is a Timed Payment	-
Nominal Value of Shares Acquired	Arçelik – 327.598,01 TL Ford Otosan - 677.947,33 TL
Purchase Price Per Share	Arçelik – 22,64 TL Ford Otosan – 88,25 TL
Total Purchasing Value	Arçelik – 7.416.819 TL Ford Otosan - 59.828.852 TL
Ratio of New Shares Acquired to Capital of Non-current Financial Asset (%)	Arçelik – %0,05 Ford Otosan - %0,19
Total Ratio of Shares Owned in Capital of Non-current Financial Asset After Transaction (%)	Arçelik – %40,56 Ford Otosan - %38,65
Total Voting Right Ratio Owned in Non-current Financial Asset After Transaction (%)	Arçelik – %40,56 Ford Otosan - %38,65
Ratio of Non-current Financial Asset Acquired to Total Assets in Latest Disclosed Financial Statements of Company (%)	Arçelik – % 0,001 Ford Otosan - %0,01
Ratio of Transaction Value to Sales in Latest Annual Financial Statements of Company (%)	Arçelik – % 0,005 Ford Otosan - %0,04
Effects on Company Operations	Direct shareholding at these companies will increase
Did Takeover Bid Obligation Arised?	Hayır (No)
Will Exemption Application be Made, if Takeover Bid Obligation Arised?	Hayır (No)
Title/ Name-Surname of Counter Party	Vehbi Koç Vakfı

Is Counter Party a Related Party According to CMB Regulations?	Evet (Yes)
Relation with Counter Party if any	Shareholder of Koç Holding
Agreement Signing Date if Exists	21/09/2020
Value Determination Method of Non-current Financial Asset	Although not required by CMB regulations, an independent valuation report has been prepared by Ernst Young Kurumsal Finansman Danışmanlık A.Ş pursuant to foundations regulations. The transaction price has been determined taking into account the valuation range indicated in the independent valuation report and the recent market value of the shares.
Did Valuation Report be Prepared?	Düzenlendi (Prepared)
Reason for not Preparing Valuation Report if it was not Prepared	Prepared
Date and Number of Valuation Report	18/09/2020
Title of Valuation Company Prepared Report	Ernst Young Kurumsal Finansman Danışmanlık A.Ş.
Value Determined in Valuation Report if Exists	Arçelik – per share 20,95 TL – 24,12 TL Ford Otosan – per share 81,07 TL – 92,99 TL
Reasons if Transaction wasn't/will not be performed in Accordance with Valuation Report	-
Explanations	

Our Board of Directors resolved to purchase shares of (i) Arçelik A.Ş. from Vehbi Koç Foundation, with a total nominal value of 327.598,01 TL for a total cash consideration of 7.416.819 TL and (ii) shares of Ford Otomotiv Sanayi A.Ş. held by Vehbi Koç Foundation, with a total nominal value of 677.947,33 TL for a total cash consideration of 59.828.852 TL. The shares have been transferred and the consideration has been paid in full today.

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.

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.