



## KAMUYU AYDINLATMA PLATFORMU

# KOÇ HOLDİNG A.Ş. Non-current Financial Asset Acquisition

### Summary

Non-current financial asset acquisition of our subsidiary Tek-Art Kalamış ve Fenerbahçe Marmara Turizm Tesisleri A.Ş. for the acquisition of Göcek Village Port Marina and Göcek Exclusive Port Marina



**MERKEZİ KAYIT  
İSTANBUL**  
Türkiye Sermaye Piyasaları - Merkezi  
Saklama ve Veri Depolama Kuruluşu

## Noncurrent Financial Asset Acquisition

Related Companies []

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	29/07/2025
Were Majority of Independent Board Members' Approved the Board Decision for Acquisition	Our subsidiary Tek-Art Kalamış ve Fenerbahçe Marmara Turizm Tesisleri A.Ş. is not a publicly traded company.
Title of Non-current Financial Asset Acquired	Beta Marina Liman Yat ve Çekek İşletmeciliği A.Ş. (Beta), MCI Turizm Marina Yat ve Çekek İşletmesi A.Ş. (MCI), RAM Turizm Marina Yat ve Çekek İşletmesi A.Ş. (RAM)
Field of Activity of Non-current Financial Asset whose Shares were being Acquired	Marina operations
Capital of Noncurrent Financial Asset	Beta: 294,374.91 TL (to be increased prior to the closing), MCI: 300,000 TL, RAM: 300,000 TL
Acquirement Way	Satın Alma (Purchase)
Date on which the Transaction was/will be Completed	The agreement will terminate if the closing conditions are not met by December 15, 2025, and the parties do not extend this deadline.
Acquisition Conditions	Peşin (Cash)
Detailed Conditions if it is a Timed Payment	-
Nominal Value of Shares Acquired	Beta: 294,374.91 TL (capital to be increased prior to the closing), MCI: 150,000 TL, RAM: 150,000 TL
Purchase Price Per Share	Calculated as approximately 424 USD for Beta, approximately 178 USD for MCI and approximately 56 USD for RAM, all subject to closing adjustment
Total Purchasing Value	124,810,000 USD for Beta, 26,750,000 for MCI, and 8,440,000 USD for RAM, for a total amount of USD 160,000,000 subject to closing adjustment
Ratio of New Shares Acquired to Capital of Non-current Financial Asset (%)	Beta: 100%, MCI: 50%, RAM: 50%
Total Ratio of Shares Owned in Capital of Non-current Financial Asset After Transaction (%)	Beta: Directly 100%, MCI: Directly 50%, Indirectly 100%, RAM: Directly 50%, Indirectly 100%
Total Voting Right Ratio Owned in Non-current Financial Asset After Transaction (%)	Beta: Directly 100%, MCI: Directly 50%, Indirectly 100%, RAM: Directly 50%, Indirectly 100%

Ratio of Non-current Financial Asset Acquired to Total Assets in Latest Disclosed Financial Statements of Company (%)	0.2% for the total transaction amount
Ratio of Transaction Value to Sales in Latest Annual Financial Statements of Company (%)	0.4% for the total transaction amount
Effects on Company Operations	Our subsidiary Tek-Art will extend its marina operations to Göcek area.
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	Yıldız Holding A.Ş. for Beta, Sağlam İnşaat Taahhüt Ticaret A.Ş. for MCI and RAM
Is Counter Party a Related Party According to CMB Regulations?	Hayır (No)
Relation with Counter Party if any	-
Agreement Signing Date if Exists	29/07/2025
Value Determination Method of Non-current Financial Asset	Determined based on 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 mandatory according to the applicable 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	-
<b>Explanations</b>	

Our subsidiary Tek-Art Kalamış ve Fenerbahçe Marmara Turizm Tesisleri A.Ş. (Tek-Art), in which we hold approximately 75% of the shares, has signed a Share Purchase Agreement (Agreement) with Yıldız Holding A.Ş. and Sağlam İnşaat Taahhüt Ticaret A.Ş. (Sağlam İnşaat) for the acquisition of all shares representing the capital of Beta Marina Liman Yat ve Çekek İşletmeciliği A.Ş. (Beta), which holds 50% of the shares of MCI Turizm Marina Yat ve Çekek İşletmesi A.Ş. (MCI, which holds usage rights for Göcek Village Port Marina's sea and land areas) and RAM Turizm Marina Yat ve Çekek İşletmesi A.Ş. (RAM, which holds usage rights for Göcek Exclusive Marina's sea and land areas) and operates the foregoing assets, from Yıldız Holding A.Ş., as well as 50% of the shares representing the capital of MCI and RAM from Sağlam İnşaat.

MCI and RAM hold usage rights of Göcek Village Port and Göcek Exclusive Port Marina until December 31, 2033 for the land areas; and until April 1, 2073 for the sea areas. These marinas are operated by Beta. With the acquisition of MCI and RAM's shares, hotel assets located in the foregoing areas where MCI and RAM hold usage rights will also be taken over by Tek-Art.

According to the Agreement, the total amount payable to Sağlam İnşaat for shares representing %50 of MCI and RAM's capital and to Yıldız Holding A.Ş. for shares representing 100% of Beta's capital, will be USD 160,000,000 subject to net debt and net working capital adjustments as of the closing date.

The transaction is subject to closing conditions, including but not limited to, obtaining approvals from the Competition Authority, the Ministry of Culture and Tourism, and the Ministry of Environment, Urbanization and Climate Change, as well as the signing of a protocol for the termination of lease agreement for hotels located in areas for which MCI and RAM hold usage rights and whose assets are owned by these two companies, to be effective on a date agreed upon by the parties. The parties will have the right to terminate the Agreement if the Competition Authority approval cannot be

obtained by December 15, 2025, and Tek-Art will have the right to unilaterally terminate the Agreement if other closing conditions are not met by the same date.

Material developments thereof will be disclosed to the public.

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.