



KAMUYU AYDINLATMA PLATFORMU

KOÇ HOLDİNG A.Ş.

Non-current Financial Asset Acquisition

Summary

Purchase of Yapı ve Kredi Bankası A.Ş. shares



Noncurrent Financial Asset Acquisition

Related Companies [YKBNK]

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	08/11/2021
Were Majority of Independent Board Members' Approved the Board Decision for Acquisition	Yes
Title of Non-current Financial Asset Acquired	Yapı ve Kredi Bankası A.Ş. (YKB)
Field of Activity of Non-current Financial Asset whose Shares were being Acquired	Banking
Capital of Noncurrent Financial Asset	TL 8.447.051.284
Acquirement Way	Satın Alma (Purchase)
Date on which the Transaction was/will be Completed	Transfer of shares (Closing), which is subject to obtaining necessary approvals from regulatory authorities in Turkey and abroad, is expected to be finalized in the first quarter of 2022.
Acquisition Conditions	Peşin (Cash)
Detailed Conditions if it is a Timed Payment	-
Nominal Value of Shares Acquired	TL 1.520.469.231
Purchase Price Per Share	For shares of a nominal value of 1 TL, TL 2,2980
Total Purchasing Value	TL 3.494.038.293
Ratio of New Shares Acquired to Capital of Non-current Financial Asset (%)	%18
Total Ratio of Shares Owned in Capital of Non-current Financial Asset After Transaction (%)	%27,02 directly
Total Voting Right Ratio Owned in Non-current Financial Asset After Transaction (%)	%27,02 directly
Ratio of Non-current Financial Asset Acquired to Total Assets in Latest Disclosed Financial Statements of Company (%)	%0,5
Ratio of Transaction Value to Sales in Latest Annual Financial Statements of Company (%)	%1,9
Effects on Company Operations	Koç Holding's stake in its subsidiary YKB will increase .
Did Takeover Bid Obligation Arised?	Evet (Yes)

Will Exemption Application be Made, if Takeover Bid Obligation Arised?	Hayır (No)
Title/ Name-Surname of Counter Party	UniCredit S.p.A.
Is Counter Party a Related Party According to CMB Regulations?	Hayır (No)
Relation with Counter Party if any	UniCredit S.p.A. is not a related party.
Agreement Signing Date if Exists	08/11/2021
Value Determination Method of Non-current Financial Asset	Price has been determined based on the Share Purchase Agreement dated 30.11.2019.
Did Valuation Report be Prepared?	Düzenlenmedi (Not Prepared)
Reason for not Preparing Valuation Report if it was not Prepared	Valuation report has not been prepared as it is not required pursuant to the regulation.
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	

As publicly disclosed on 30.11.2019, Koç Holding has a right of first offer subject to certain conditions under the Share Sale and Purchase Agreement relating to the sale of Yapı ve Kredi Bankası A.Ş. shares executed among Koç Holding, UniCredit S.p.A. ("UniCredit") and Koç Finansal Hizmetler A.Ş.. In this respect, the notice sent by UniCredit has been assessed and UniCredit has been informed of our decision to purchase 18% of YKB shares with a total nominal value of TL 1,520,469,231 from UniCredit.

Based on the Share Purchase Agreement terms dated 30.11.2019, the price has been determined as TL 2.2980 for each YKB share with a nominal value of 1 TL.

As Koç Holding's direct and indirect shares in YKB will be above the 50% threshold defined in CMB's Communique on Takeover Bids, a mandatory tender offer will be triggered for Koç Holding for the shares of other YKB shareholders. Accordingly, Koç Holding will conduct a mandatory tender offer after closing of the transaction.

In accordance with the Communique on Takeover Bids, the mandatory takeover bid price will be determined such that it cannot be less than;

- 1) the arithmetical average of daily weighted average stock prices occurring during the six months (180 days) period prior to the date of public disclosure of the agreement relating to sales of shares, i.e. TL 2.3940 ,
- 2) the highest price paid by Koç Holding for YKB shares within six months prior to the bid, including the price paid for direct share purchases leading to the mandatory tender offer, i.e. TL 2.2980 .

Transfer of shares is subject to obtaining necessary approvals from regulatory authorities in Turkey and abroad, including BRSA and CMB.

Material developments regarding the transaction will be disclosed to our investors.

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.