



## KAMUYU AYDINLATMA PLATFORMU

# DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş. Non-current Financial Asset Sale

### Summary

Non-Current Financial Asset Sale

## Non-Current Financial Asset Sale

Related Companies [MIPAZ]

Related Funds []

Non-Current Financial Asset Sale	
Update Notification Flag	Hayır (No)
Correction Notification Flag	Hayır (No)
Date Of The Previous Notification About The Same Subject	-
Postponed Notification Flag	Evet (Yes)
Announcement Content	
Board Decision Date for Sale	14/07/2023
Were Majority of Independent Board Members' Approved the Board Decision for Sale?	Yes
Title of Non-current Financial Asset Sold	Milpa Ticari ve Sınai Ürünler Pazarlama Sanayi ve Ticaret A.Ş.
Field of Activity of Non-current Financial Asset Sold	Marketing
Capital of Non-current Financial Asset Sold	208,000,000 TL
Date on which the Transaction was/will be Completed	It will be completed on the closing date.
Sales Conditions	Peşin (Cash)
Nominal Value of Shares Sold	171,161,612.438 TL
Sales Price Per Share	0.3213 USD
Total Sales Value	55,000,000 USD (Subject to closing adjustments)
Ratio of Shares Sold to Capital of Non-current Financial Asset (%)	%82.29
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 (%)	%3.24
Ratio of Transaction Value to Sales in Latest Annual Financial Statements of Company (%)	%3.14
Effects on Company Operations	It is expected that it will have a positive impact on the efficient use of our assets and resources, on the activities of our Company and on the working capital.
Profit / Loss Arised After Transaction	It will be determined on the closing date.
How will Sales Profit be Used if Exists?	No determination has been made.
Board Decision Date for Use of Sales Profit if Exists	A Board of Directors Decision has not been taken.

Title/ Name-Surname of Counter Party Bought	Re-Pie Portföy Yönetimi A.Ş. Secondary Venture Capital Investment Fund that is founded by Re-Pie Portföy Yönetimi A.Ş.
Is Counter Party a Related Party According to CMB Regulations?	Hayır (No)
Relation with Counter Party if any	It has no relationship in terms of management, audit or capital.
Agreement Signing Date if Exists	14/07/2023
Value Determination Method of Non-current Financial Asset	Sale Price is determined by negotiation.
Did Valuation Report be Prepared?	Düzenlenmedi (Not Prepared)
Reason for not Preparing Valuation Report if it was not Prepared	Sale Price is determined by negotiation.
Date and Number of Valuation Report	None.
Title of Valuation Company Prepared Report	None.
Value Determined in Valuation Report if Exists	None.
Reasons if Transaction wasn't/will not be performed in Accordance with Valuation Report	There is no valuation report.
<b>Explanations</b>	

At the meeting dated 02.06.2023, our Company's Board of Directors announced, in summary;

Regarding negotiations on the sale and transfer of 82.29% share (171,161,612,438 shares) of Milpa Ticaret ve Sınai Ürünler Pazarlama Sanayi ve Ticaret A.Ş. owned by our company, there is no definitive and binding contract concluded within the scope of an agreement. Within this context, considering that a material event disclosure on the subject is of the nature to allow market participants to reach different interpretations and evaluations, and that a material event disclosure to be made under current conditions may harm the legitimate interests of our Company and within the scope of Article 6 of the "Communiqué on Special Circumstances" ("Communiqué") of the Capital Markets Board No. II-15.1 and the relevant provisions of the "Special Circumstances Guide" ("Guide"); it was decided to postpone the public disclosure of the information in question.

Further, at the meeting of our Board of Directors dated 14.07.2023, among other issues, in summary;

- A total of 171,161,612,438 shares, 82.29%, owned by our Company, in the paid-in capital of 208,000,000 Turkish Liras of Milpa A.Ş.; agreed on a "Share Transfer Agreement" ("Transaction"), with the Re-Pie Portföy Yönetimi A.Ş. Secondary Venture Capital Investment Fund ("Buyer") that is founded by Re-Pie Portföy Yönetimi A.Ş., which has no relationship with our Company in terms of management, audit or capital in terms of Capital Market Legislation. As a result of the negotiations subject to some adaptations and other conditions, agreement was reached for a total price of 55,000,000 USD ("Sales Value"),
- All the provisions and annexes of the Share Transfer Agreement regarding the terms of the Transaction in question and the rights and obligations of the parties, as well as the Share Transfer Agreement under the Share Transfer Agreement or any agreement or protocol that is envisaged to be signed or related to the Transaction (all documents together in the "Contracts") to be accepted and executed by our Company,
- Completion of the Transaction will occur if all the closing conditions specified in the Contracts, including but not limited to the notifications to be made to the Competition Authority, are fulfilled,

A 'Share Transfer Agreement' was signed between our Company and the Buyer, dated 14.07.2023. Regarding the share transfer, a prepayment of US\$ 7,500,000 has been transferred to our Company's accounts.

The closing of the transaction is expected to take place after obtaining the necessary legal approvals. Important matters regarding the transfer of shares are within the scope of the provisions of the Capital Markets Board's 'Special Circumstances Communiqué No. II-15.1', special case disclosures will be separately addressed during the process.

Announced with our respect to our shareholders and the public.

*\* The English translation of this statement is in the appendix, and in case of a difference in the Turkish and English explanation texts, the Turkish explanation will be considered as the basis.*

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.