



KAMUYU AYDINLATMA PLATFORMU

TOFAŞ TÜRK OTOMOBİL FABRİKASI A.Ş. Non-current Financial Asset Acquisition

Summary

Signing of the Share Purchase Agreement for acquisition of the shares of Stellantis Otomotiv Pazarlama A.Ş between our company and Stellantis Group

Noncurrent Financial Asset Acquisition

Related Companies [KCHOL]

Related Funds []

Noncurrent Financial Asset Acquisition	
Update Notification Flag	Evet (Yes)
Correction Notification Flag	Hayır (No)
Date Of The Previous Notification About The Same Subject	01.03.2023
Postponed Notification Flag	Hayır (No)
Announcement Content	
Board Decision Date for Acquisition	28/07/2023
Were Majority of Independent Board Members' Approved the Board Decision for Acquisition	Yes
Title of Non-current Financial Asset Acquired	Stellantis Otomotiv Pazarlama A.Ş.
Field of Activity of Non-current Financial Asset whose Shares were being Acquired	Sale and marketing of Stellantis Group vehicles (Peugeot, Citroen, Opel and DS Automobiles brands)
Capital of Noncurrent Financial Asset	555,403,524.01 TL
Acquirement Way	Satın Alma (Purchase)
Date on which the Transaction was/will be Completed	In the event that the closing conditions have not been satisfied until the lapse of 8 months as of the signing of the Share Purchase Agreement, the parties shall no longer have an obligation to effect the closing.
Acquisition Conditions	Diğer (Other)
Detailed Conditions if it is a Timed Payment	Acquisition price has been determined as (i) €400 million to be paid in cash upon closing of the acquisition, subject to customary net cash and working capital closing adjustments and (ii) as additional contingent consideration, an amount corresponding to 77.5% of the free cash flows generated by Stellantis Otomotiv's operations in excess of the references specified in the relevant agreement in each of the eight financial years following the closing of the acquisition.
Nominal Value of Shares Acquired	TL 555,403,524.01
Purchase Price Per Share	Approximately TL 21, for the shares with a nominal value of TL 1, based on the current exchange rate, subject to closing adjustments and the additional contingent consideration.
Total Purchasing Value	Euro 400 million, subject to closing adjustments and the additional contingent consideration.

Ratio of New Shares Acquired to Capital of Non-current Financial Asset (%)	100
Total Ratio of Shares Owned in Capital of Non-current Financial Asset After Transaction (%)	100
Total Voting Right Ratio Owned in Non-current Financial Asset After Transaction (%)	100
Ratio of Non-current Financial Asset Acquired to Total Assets in Latest Disclosed Financial Statements of Company (%)	24% based on current conditions
Ratio of Transaction Value to Sales in Latest Annual Financial Statements of Company (%)	18% based on current conditions
Effects on Company Operations	Contribution to our local market growth objective and determination of the future product range
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	AUTOMOBILES PEUGEOT S.A. (70,82%) , OPEL AUTOMOBILE GMBH (29,11%) ve OPEL EUROPE HOLDING S.L. (0,07%)
Is Counter Party a Related Party According to CMB Regulations?	Evet (Yes)
Relation with Counter Party if any	All Sellers are Stellantis Group companies controlled by the Stellantis N.V, one of Tofaş's ultimate parent companies.
Agreement Signing Date if Exists	28/07/2023
Value Determination Method of Non-current Financial Asset	Determined via the negotiations between the parties
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	28.07.2023
Title of Valuation Company Prepared Report	DRT Kurumsal Finans Danışmanlık Hizmetleri A.Ş.
Value Determined in Valuation Report if Exists	Determined as 423,1 – 483,4 mn EUR. The calculated amount for the earn-out is 52.6 million EUR in the report. The transaction price comprising of a cash payment of EUR 400 million and expected earn-out payments of EUR 52,6 million, is in the center of the range of the valuation result.
Reasons if Transaction wasn't/will not be performed in Accordance with Valuation Report	-
Explanations	

On 1.03.2023, it was announced to the public that a Heads of Agreement was signed between the Stellantis Group and our Company to determine the main principles regarding the acquisition of the shares of Stellantis Otomotiv Pazarlama A.Ş. ("Stellantis Otomotiv").

The due diligence for Stellantis Otomotiv specified in the said announcement has been completed and a valuation report , the summary of which is attached, has been prepared by DRT Kurumsal Finans Danışmanlık Hizmetleri A.Ş in line with the CMB's regulations on related party transactions. These studies were reviewed by Board of Directors and it was then

resolved to sign a Share Purchase Agreement to purchase Stellantis Otomotiv's shares together with all its operations and brands in Turkey.

According to the Share Purchase Agreement,

- Acquisition price has been determined as (i) €400 million to be paid in cash upon closing of the acquisition, subject to customary net cash and working capital closing adjustments and (ii) as additional contingent consideration, an amount corresponding to 77.5% of the free cash flows generated by Stellantis Otomotiv's operations in excess of the references specified in the relevant agreement in each of the eight financial years following the closing of the acquisition.
- The acquisition will be conditional upon certain closing conditions including the relevant antitrust clearances and other requisite regulatory approvals. In this context, prior to the closing; new distribution agreements for the new brands (Peugeot, Citroen, Opel and DS Automobiles) incorporating the commercial principles shall be signed; the manufacturing agreement for granting Tofaş the exclusive production and distribution rights of light commercial vehicle and "Combi" versions of the new "K0" model planned for four brands in Turkey shall be signed, and the agreements to develop mutual business areas with the Stellantis Group shall be signed.
- In the event that the closing conditions have not been satisfied until the lapse of 8 months as of the signing of the Share Purchase Agreement, the parties shall no longer have an obligation to effect the closing.

In addition, the existing Shareholders Agreement between Koç Holding and Stellantis Group has been amended in order to regulate the governance principles between the parties, taking into account the principles in the Company's Articles of Association.

As the acquisition price is above the thresholds defined in Article 9 of the Corporate Governance Communiqué, an independent valuation report has been prepared by DRT Kurumsal Finans Danışmanlık Hizmetleri A.Ş., a summary of which is attached. The resolution of the Tofaş board of directors regarding the acquisition, in which the said report and the transaction perimeters have been evaluated, was taken unanimously by all the board members, including the independent members.

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

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.