



KAMUYU AYDINLATMA PLATFORMU

EİS ECZACIBAŞI İLAÇ SİNAİ VE FİNANSAL YATIRIMLAR SANAYİ VE TİCARET A.Ş. Non-current Financial Asset Sale

Summary

Execution of an agreement for the sale of our shares representing 50% of the share capital of Eczacıbaşı-Monrol



Non-Current Financial Asset Sale

Related Companies []

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	05/04/2024
Were Majority of Independent Board Members' Approved the Board Decision for Sale?	Yes
Title of Non-current Financial Asset Sold	Eczacıbaşı Monrol Nükleer Ürünler Sanayi ve Ticaret A.Ş.
Field of Activity of Non-current Financial Asset Sold	Operating in health sector,manufacture,import and distribution of radiopharmaceuticals used in nuclaer medicine
Capital of Non-current Financial Asset Sold	TRY 67,500,000
Date on which the Transaction was/will be Completed	It has been agreed that if the necessary legal permissions are obtained, the closing procedures will be completed by 30 September 2024 at the latest.If the legal permissions are not obtained within the specified period,the period may be extended by three extensions of two months, until 31 March 2025
Sales Conditions	Diğer (Other)
Nominal Value of Shares Sold	TRY 33,750,002
Sales Price Per Share	-
Total Sales Value	-
Ratio of Shares Sold to Capital of Non-current Financial Asset (%)	50
Total Ratio of Shares Owned in Capital of Non-current Financial Asset After Sales Transaction (%)	7.5
Total Voting Right Ratio Owned in Non-current Financial Asset After Sales Transaction (%)	7.5
Ratio of Non-current Financial Asset Sold to Total Assets in Latest Disclosed Financial Statements of Company (%)	0.4
Ratio of Transaction Value to Sales in Latest Annual Financial Statements of Company (%)	-
Since Eczacıbaşı Monrol Nükleer Ürünler Sanayi ve Ticaret A.Ş. is included in the consolidated financial	

Effects on Company Operations	statements of our Company by the equity method, the contemplated sale of financial fixed assets is not expected to have a significant impact on our Company's activities and turnover. Following this share transfer, our partnership will continue its activities in the pharmaceutical sector through its affiliates, EİP Eczacıbaşı İlaç Pazarlama A.Ş. and Gensenta İlaç Sanayi ve Ticaret A.Ş.
Profit / Loss Arised After Transaction	-
How will Sales Profit be Used if Exists?	-
Board Decision Date for Use of Sales Profit if Exists	-
Title/ Name-Surname of Counter Party Bought	Curium International Trading B.V.
Is Counter Party a Related Party According to CMB Regulations?	Hayır (No)
Relation with Counter Party if any	-
Agreement Signing Date if Exists	05/04/2024
Value Determination Method of Non-current Financial Asset	Bargaining procedure
Did Valuation Report be Prepared?	Düzenlenmedi (Not Prepared)
Reason for not Preparing Valuation Report if it was not Prepared	There is no mandatory obligation under the applicable legislation
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	

A Share Purchase Agreement ("Agreement") has been signed today (05.04.2024) in relation to the sale of 33,750,002 shares with a nominal value of TRY 33,750,002, corresponding to 50% of the shares of Eczacıbaşı Monrol Nükleer Ürünler Sanayi ve Ticaret A.Ş. ("Eczacıbaşı-Monrol") where our Company owns 57.5% of the issued share capital, amounting to TRY 67,500,000, to Curium International Trading B.V. ("Buyer").

The completion of the transfer of the shares is subject to obtaining the necessary permissions and approvals, including the clearance decision of the Competition Board, and the fulfilment of all agreed closing conditions. If the necessary legal permissions are obtained, it has been agreed that the closing procedures will be completed by 30 September 2024 at the latest. In the event that the legal permissions are not obtained within the specified period, the said period may be extended by three extensions of two months, until 31 March 2025.

In accordance with the principles in the Agreement, over the total company value of EUR 195 million (the amount corresponding to the shares to be transferred by our Company being EUR 97.5 million), the amount to be determined by subjecting to adjustments in terms of financial debt, financial debt-like items, cash and working capital according to the financial data of Eczacıbaşı-Monrol as of the closing date, will be paid to our Company in Euro, in cash and in advance as the transfer price at closing, and will be subject to closing adjustments thereafter. Considering the unaudited financial data of Eczacıbaşı-Monrol dated 31.12.2023, it is estimated that the share transfer price for 50% shares of our Company to be transferred before closing adjustments may be approximately EUR 75 million.

In addition to the aforementioned share purchase price, the Agreement also stipulates that in each of the 7 financial years between 2025 and 2031, if the annual net sales of Eczacıbaşı-Monrol's products specified in the Agreement exceed the reference amounts specified in the Agreement, 12% of the exceeding portion corresponding to the shares to be transferred by our Company (50%) shall be paid to our Company as a contingent performance fee. In the event that a contingent performance payment in accordance with the terms of the Agreement arises during the annual evaluations, such payments will be made annually in Euro, in cash and in advance. In 7 financial years, the total amount of contingent performance payment to be made to our Company shall not exceed EUR 37.5 million.

Necessary public disclosures will be made regarding the issues finalised in the process.

(*) Since the share purchase price will be finalised later; the rates and information, calculation of which require usage of the share purchase price in this material event disclosure will be disclosed to the public on the relevant dates, excluding the contingent performance payment.

(**) The public disclosure of the negotiation process regarding the said sales transaction has been postponed until the date of the signing of the share transfer agreement in accordance with the Board of Directors' decision dated 05.03.2024 within the scope of Article 6 of the CMB's Communiqué on Material Events Disclosure No. II-15.1, in order to prevent misleading investors and informing them fully, accurately and completely and to protect the legitimate interests of our Company, taking into consideration that a disclosure while it is not certain whether the transaction will be realised and that the terms of the agreement have not been finalised may have a negative impact on our bargaining and competitive power; may affect the share prices and value of our Company; and different estimates, comments and evaluations regarding the transaction conditions may cause speculative movements in the shares and harm the interests of investors.

(***) As the last step of the commitment foreseen in the "2022 Amendment Protocol", which was signed with Bozlu Group, our business partner in Eczacıbaşı-Monrol, on 03.11.2022 and announced to the public on the same date; regarding the transfer of 28% of our Company's share in the capital of Eczacıbaşı-Monrol to Bozlu Group in three steps

until 03.05.2024 in return for a price to be determined according to the principles specified in the "2022 Amendment Protocol" (the transfer of a total of 20.5% shares has been realised and announced to the following as follows, 13% on 03.11.2022, 7.5% on 27.10.2023); and the completion of the transfer of the remaining 7.5% share of our Company in Eczacıbaşı-Monrol capital (5,062,498 shares) to Bozlu Group has been included among the transactions to be completed before closing in the Agreement. The transaction to be realised within the scope of the said commitment will be disclosed to the public separately.

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.