



KAMUYU AYDINLATMA PLATFORMU

BORUSAN YATIRIM VE PAZARLAMA A.Ş. Non-current Financial Asset Sale

Summary

Disclosure Regarding the Share Transfer Process of Borusan Tedarik Zinciri Çözümleri ve Teknoloji Anonim Şirketi



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

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	25/04/2025
Were Majority of Independent Board Members' Approved the Board Decision for Sale?	Yes
Title of Non-current Financial Asset Sold	Borusan Tedarik Zinciri Çözümleri ve Teknoloji Anonim Şirketi
Field of Activity of Non-current Financial Asset Sold	Logistics
Capital of Non-current Financial Asset Sold	2.332.753.669,02 TL
Date on which the Transaction was/will be Completed	The parties have the option to close the transaction upon the fulfillment of the closing conditions stipulated in the Share Transfer Agreement
Sales Conditions	Peşin (Cash)
Nominal Value of Shares Sold	2.332.753.669,02 TL
Sales Price Per Share	For shares with a nominal value of 0.01 TRY, it is approximately 0.0019 USD, subject to adjustment based on the closing adjustment.
Total Sales Value	440 million USD, subject to adjustment based on the closing adjustment. (Approximately USD 134 million for a 30.53% share of Borusan Yatırım)
Ratio of Shares Sold to Capital of Non-current Financial Asset (%)	%30,53
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 (%)	%16
Ratio of Transaction Value to Sales in Latest Annual Financial Statements of Company (%)	%5226
Effects on Company Operations	A positive impact is expected.
Profit / Loss Arised After Transaction	Will be identified on closing of the 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	CEVA Corporate Services
Is Counter Party a Related Party According to CMB Regulations?	Hayır (No)
Relation with Counter Party if any	-
Agreement Signing Date if Exists	26/04/2025
Value Determination Method of Non-current Financial Asset	It has been determined through negotiations between the parties.
Did Valuation Report be Prepared?	Düzenlenmedi (Not Prepared)
Reason for not Preparing Valuation Report if it was not Prepared	A valuation report is not required 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	

Regarding our subsidiary, Borusan Tedarik Zinciri Çözümleri ve Teknoloji Anonim Şirketi ("**Borusan Tedarik**") in which our Company holds 30,53% and Borusan Holding A.Ş. holds 69,47% shares, a binding Share Transfer Agreement ("**Share Transfer Agreement**") has been executed by and between our Company, Borusan Holding A.Ş. and CEVA Corporate Services, a subsidiary of CMA CGM Group (together "**Parties**") on 26.04.2025 for the acquisition of 100% of the shares of Borusan Tedarik by CEVA Corporate Services ("**Transaction**"). In the Share Transfer Agreement, the total transfer price has been determined as USD 440.000.000,- to be paid in cash to the relevant shareholder in proportion to its share at the closing, subject to ordinary net cash and working capital adjustments.

Pursuant to the Share Transfer Agreement, the transfer of shares within the scope of the Transaction is subject to the approval of the competition authorities and also other relevant regulatory bodies and the fulfilment of other terms and conditions determined by the Parties.

In order to protect the legitimate interests of our Company and our investors until the ongoing negotiations and studies regarding the Share Transfer Agreement to be concluded between the Parties regarding the Transaction mentioned in this disclosure, it was decided to postpone the disclosure of insider information with the board of directors decision dated 03.09.2024 and numbered 23 (2024) within the scope of Article 6 of the CMB's Communiqué on Material Events numbered II-15.1. This disclosure is made within the scope of the relevant legislation provisions upon the disappearance of the reasons for postponement.

Any further developments, which could affect our investors decisions, regarding the above-mentioned Transaction will be shared with the public within the framework of the relevant legislation.

The press release in this regard is attached.

Respectfully announced to the public.

The Turkish translation of this disclosure is also available and in case of any discrepancy, 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.