



KAMUYU AYDINLATMA PLATFORMU

KOÇ HOLDİNG A.Ş. Non-current Financial Asset Acquisition

Summary

Closing of the non-current financial asset acquisition of Tek-Art Kalamış ve Fenerbahçe Marmara Turizm Tesisleri A.Ş. for the acquisition of Göcek Village Port Marina and Göcek Exclusive Port Marina



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

Noncurrent Financial Asset Acquisition

Related Companies ☐

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	29/07/2025, 31/10/2025
Postponed Notification Flag	Hayır (No)
Announcement Content	
Board Decision Date for Acquisition	29/07/2025
Were Majority of Independent Board Members' Approved the Board Decision for Acquisition	Our subsidiary Tek-Art Kalamış ve Fenerbahçe Marmara Turizm Tesisleri A.Ş. is not a publicly traded company.
Title of Non-current Financial Asset Acquired	Beta Marina Liman Yat ve Çekek İşletmeciliği A.Ş. (Beta), MCI Turizm Marina Yat ve Çekek İşletmesi A.Ş. (MCI), RAM Turizm Marina Yat ve Çekek İşletmesi A.Ş. (RAM)
Field of Activity of Non-current Financial Asset whose Shares were being Acquired	Marina operations
Capital of Noncurrent Financial Asset	Beta: TL 1,251,675,469.91, MCI: TL 300,000, RAM: TL 300,000
Acquirement Way	Satın Alma (Purchase)
Date on which the Transaction was/will be Completed	02/12/2025
Acquisition Conditions	Peşin (Cash)
Detailed Conditions if it is a Timed Payment	-
Nominal Value of Shares Acquired	Beta: TL 1,251,675,469.91, MCI: TL 150,000, RAM: TL 150,000
Purchase Price Per Share	Calculated as approximately USD 0.1 for Beta, approximately USD 177 for MCI and approximately USD 56 for RAM for shares with a nominal value of TL 1, subject to closing adjustments.
Total Purchasing Value	Total of USD 157,730,193 for MCI, RAM and Beta shares, subject to closing adjustments
Ratio of New Shares Acquired to Capital of Non-current Financial Asset (%)	Beta: 100%, MCI: 50%, RAM: 50%
Total Ratio of Shares Owned in Capital of Non-current Financial Asset After Transaction (%)	Beta: Directly 100%, MCI: Directly 50%, Indirectly 100%, RAM: Directly 50%, Indirectly 100%
Total Voting Right Ratio Owned in Non-current Financial Asset After Transaction (%)	Beta: Directly 100%, MCI: Directly 50%, Indirectly 100%, RAM: Directly 50%, Indirectly 100%

Ratio of Non-current Financial Asset Acquired to Total Assets in Latest Disclosed Financial Statements of Company (%)	Approximately 0.1% for the total transaction amount
Ratio of Transaction Value to Sales in Latest Annual Financial Statements of Company (%)	Approximately 0.3% for the total transaction amount
Effects on Company Operations	Our subsidiary Tek-Art Marina will extend its marina operations activities to Göcek area.
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	Yıldız Holding A.Ş. for Beta, Sağlam İnşaat Taahhüt Ticaret A.Ş. for MCI and RAM
Is Counter Party a Related Party According to CMB Regulations?	Hayır (No)
Relation with Counter Party if any	-
Agreement Signing Date if Exists	29/07/2025
Value Determination Method of Non-current Financial Asset	Determined based on the negotiations between the parties.
Did Valuation Report be Prepared?	Düzenlenmedi (Not Prepared)
Reason for not Preparing Valuation Report if it was not Prepared	Not mandatory according to the applicable regulations.
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	

With our announcement dated 29.07.2025, it was disclosed that our subsidiary Tek-Art Kalamış ve Fenerbahçe Marmara Turizm Tesisleri A.Ş. (Tek-Art Marina), has signed a Share Purchase Agreement (Agreement) with Yıldız Holding A.Ş. and Sağlam İnşaat Taahhüt Ticaret A.Ş. (Sağlam İnşaat) for the acquisition of all shares representing the capital of Beta Marina Liman Yat ve Çekek İşletmeciliği A.Ş. (Beta), which holds 50% of the shares of MCI Turizm Marina Yat ve Çekek İşletmesi A.Ş. (MCI, which holds usage rights for Göcek Village Port Marina's sea and land areas) and RAM Turizm Marina Yat ve Çekek İşletmesi A.Ş. (RAM, which holds usage rights for Göcek Exclusive Marina's sea and land areas) and operates the foregoing assets, from Yıldız Holding A.Ş., as well as 50% of the shares representing the capital of MCI and RAM from Sağlam İnşaat (Transaction), and that with the acquisition of MCI and RAM's shares, hotel assets located in the foregoing areas where MCI and RAM hold usage rights will also be taken over by Tek-Art Marina.

The share transfers have been completed following the fulfillment of the closing conditions foreseen under the Agreement and the payment of a total amount of USD 157,730,193 (subject to closing adjustments) by Tek-Art Marina for shares representing 50% of MCI and RAM's and 100% of Beta's capital.

MCI and RAM hold usage rights of Göcek Village Port and Göcek Exclusive Port Marina until 31.12.2033 for the land areas; and until 01.04.2073 for the sea areas. These marinas are operated by Beta. With the acquisition of MCI and RAM's shares, hotel assets located in the foregoing areas where MCI and RAM hold usage rights have also been taken over by Tek-Art Marina, and the lease agreement with the current lessee will be terminated as of 01.10.2026.

This statement has been translated into English and simultaneously announced for informational purposes. In the event of any discrepancy between the Turkish and the English versions, 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.