Date and time of publication on KAP: 29.12.2025 17:44:29
https://www.kap.org.tr/en/Bildirim/1530742

KAMUYU AYDINLATMA PLATFORMU

ZORLU ENERJİ ELEKTRİK ÜRETİM A.Ş.
Non-current Financial Asset Sale

Summary

Non-current Financial Asset Sale

Non-Current Financial Asset Sale

Related Companies

Related Funds

Non-Current Financial Asset Sale	
Update Notification Flag	Evet (Yes)
Correction Notification Flag	Hayır (No)
Date Of The Previous Notification About The Same Subject	20.11.2025
Postponed Notification Flag	Evet (Yes)
Announcement Content	
Board Decision Date for Sale	20/11/2025
Were Majority of Independent Board Members' Approved the Board Decision for Sale?	Yes
Title of Non-current Financial Asset Sold	Gökçedağ Rüzgar Enerji Üretim Anonim Şirketi
Field of Activity of Non-current Financial Asset Sold	Electricity generation from renewable sources
Capital of Non-current Financial Asset Sold	TRY 315,835,035.86
Date on which the Transaction was/will be Completed	29.12.2025
Sales Conditions	Peşin (Cash)
Nominal Value of Shares Sold	TRY 315,835,035.86
Sales Price Per Share	TRY 0.01
Total Sales Value	The amount of 117,018,024 United States Dollars calculated by deduction of the total financial and commercial liabilities of Gökçedağ Rüzgar Enerji Üretim Anonim Şirketi as of the transfer date of 29.12.2025 in the amount of 179,005,724 Turkish Lira corresponding to 4,181,976 United States Dollars from the determined purchase price of 121,200,000 United States Dollars.
Ratio of Shares Sold to Capital of Non-current Financial Asset (%)	100
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 (%)	3,6%
Ratio of Transaction Value to Sales in Latest Annual Financial Statements of Company (%)	21,7%
Effects on Company Operations	Termination of affiliate relationship
Profit / Loss Arised After Transaction	To be stated under the relevant footnote of our financial report dated December 31, 2025.

How will Sales Profit be Used if Exists?	It will be used for Zorlu Enerji's new investments within the scope of growth strategies and for the repayment of financial debts.
Board Decision Date for Use of Sales Profit if Exists	-
Title/ Name-Surname of Counter Party Bought	Etimesgut Enerji Üretim ve Ticaret Anonim Şirketi
Is Counter Party a Related Party According to CMB Regulations?	Hayır (No)
Relation with Counter Party if any	No
Agreement Signing Date if Exists	20/11/2025
Value Determination Method of Non-current Financial Asset	Negotiated procedure
Did Valuation Report be Prepared?	Düzenlenmedi (Not Prepared)
Reason for not Preparing Valuation Report if it was not Prepared	It is not obligatory to prepare valuation report.
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	

Within the framework of our material event disclosure dated 20.11.2025; the sale and transfer of all of our shares in our wholly-owned subsidiary Gökçedağ Rüzgar Enerji Üretim Anonim Şirketi to Etimesgut Enerji Üretim ve Ticaret Anonim Şirketi, a wholly-owned subsidiary of Rönesans Yenilenebilir Enerji Yatırım Anonim Şirketi, has been completed on 29.12.2025 (today), by making adjustments in accordance with the adjustment criteria set forth in the Share Purchase Agreement based on the financial and commercial liabilities as of the closing date, whereby the financial and commercial liabilities in the amount of 4,181,976 United States Dollars corresponding to 179,005,724 Turkish Lira were deducted from the purchase price and the remaining amount of 117,018,024 United States Dollars was paid in cash by the Purchaser.
Since the transfer price must be determined at closing subject to mutual agreement of the parties, by making adjustments based on the financial and commercial liabilities of Gökçedağ Rüzgar Enerji Üretim Anonim Şirketi as of the closing date, and in order to avoid misleading investors, disclosure of this information to the public has been postponed until the date on which the transfer price becomes final, pursuant to the Board of Directors resolution dated 20.11.2025
This statement has been translated into English for informative purposes. In case of a discrepancy between the Turkish and the English versions of this disclosure, 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.