



KAMUYU AYDINLATMA PLATFORMU

TERA YATIRIM TEKNOLOJİ HOLDİNG A.Ş. Non-current Financial Asset Acquisition

Summary

Acquisition of Shares of DLT Turizm ve Ticaret A.Ş. (tatilsepeti.com)



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

Noncurrent Financial Asset Acquisition

Related Companies [TERA]

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	14.10.2025, 17.11.2025, 28.11.2025
Postponed Notification Flag	Hayır (No)
Announcement Content	
Board Decision Date for Acquisition	14/10/2025
Were Majority of Independent Board Members' Approved the Board Decision for Acquisition	Yes
Title of Non-current Financial Asset Acquired	DLT Turizm ve Ticaret Anonim Şirketi
Field of Activity of Non-current Financial Asset whose Shares were being Acquired	Travel Agency / Online Travel Platform
Capital of Noncurrent Financial Asset	20.745.000 TL
Acquirement Way	Satın Alma (Purchase)
Date on which the Transaction was/will be Completed	27.01.2026
Acquisition Conditions	Peşin (Cash)
Detailed Conditions if it is a Timed Payment	-
Nominal Value of Shares Acquired	20.745.000
Purchase Price Per Share	3,37 EURO
Total Purchasing Value	70.000.000 EURO
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 (%)	38,69%
Ratio of Transaction Value to Sales in Latest Annual Financial Statements of Company (%)	11637,74%
Effects on Company Operations	Positive
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	Real Persons and Re-Pie Portföy Yönetimi A.Ş. Tatilsepeti Venture Capital Investment Fund
Is Counter Party a Related Party According to CMB Regulations?	Hayır (No)
Relation with Counter Party if any	-
Agreement Signing Date if Exists	17/11/2025
Value Determination Method of Non-current Financial Asset	Negotiation Procedure
Did Valuation Report be Prepared?	Düzenlendi (Prepared)
Reason for not Preparing Valuation Report if it was not Prepared	-
Date and Number of Valuation Report	14.11.2025
Title of Valuation Company Prepared Report	DRT Kurumsal Finans Danışmanlık Hizmetleri A.Ş.
Value Determined in Valuation Report if Exists	71.500.000 EURO – 86.700.000 EURO
Reasons if Transaction wasn't/will not be performed in Accordance with Valuation Report	The acquisition was completed at a price lower than the valuation amount.
Explanations	

In the Material Event Disclosure made by our Company on 14.10.2025, it was announced to the public that, in line with our growth strategy in the sectors in which our Company operates and our objective to diversify our investment portfolio, negotiations were initiated with the existing shareholders and project agreements began to be negotiated regarding the acquisition of the shares representing the capital of DLT Turizm ve Ticaret A.Ş. ("DLT Turizm"), the owner of Tatilsepeti.com, one of Türkiye's leading online travel platforms, by Tera Turizm ve Ticaret A.Ş. ("Tera Turizm"), our Company's 100% owned subsidiary. It was also announced that a Share Purchase Agreement was executed between Tera Turizm and the sellers in relation to the transaction on 17.11.2025.

Within this scope, pursuant to the Share Purchase Agreement executed between Tera Turizm, our wholly-owned subsidiary, and the shareholders of DLT Turizm, the transaction regarding the transfer of 100% of the shares representing the capital of DLT Turizm was completed as of today (27.01.2026), following the receipt of the required permits and approvals.

As a result of the transaction, the entire share capital of DLT Turizm ve Ticaret A.Ş. has been indirectly included within our Company. DLT Turizm operates in the field of online travel and tourism services under the Tatilsepeti.com brand, and this investment is expected to contribute to our Company's growth strategy in the fields of technology and digital platforms.

Respectfully submitted for the information of the general public and investors.

In case of any 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.