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KAMUYU AYDINLATMA PLATFORMU

ESENBOĞA ELEKTRİK ÜRETİM A.Ş.
Material Event Disclosure (General)

Summary

Launch of The Accelarated Bookbuilding Process in Relation to Margün Enerji Üretim Sanayi ve Ticaret A.Ş. Shares

Material Event Disclosure General

Related Companies [MAGEN]

Related Funds []

Material Event Disclosure General	
Update Notification Flag	Hayır (No)
Correction Notification Flag	Hayır (No)
Date Of The Previous Notification About The Same Subject	-
Postponed Notification Flag	Hayır (No)
Announcement Content	
Explanations	

UBS AG London Branch and Ünlü Menkul Değerler A.Ş. have been authorized to act as Joint Global Coordinators and Bookrunners ("**Global Coordinators**") for the sale to institutional investors in and outside of the Republic of Türkiye by way of an accelerated bookbuild process launching as of this disclosure (the "**Transaction**") of the shares in Margün Enerji Üretim Sanayi ve Ticaret A.Ş. (the "**Margün Enerji**") with a total nominal value of up to TRY 85,800,000 representing approximately 2.91% of Margün Enerji's issued share capital (the "**Shares**").

The final terms and conditions of the Transaction, such as the number of shares to be sold and the sale price will be determined in accordance with the accelerated bookbuild process. The close of the accelerated bookbuild process and the results of the Transaction will be announced as soon as practicable thereafter.

In order to facilitate the settlement of the Transaction which is planned to be effected as a wholesale transaction, Ünlü Menkul Değerler A.Ş. will apply to Borsa Istanbul A.Ş. (the "**BIST**") on 03.06.2026. Subject to the timing of the approval of BIST, the wholesale transaction is expected to be effected on 04.06.2026, and to settle on 08.06.2026. As of today, the Shares are not in tradeable form, and the conversion process to render such shares tradeable on BIST is expected to be completed as of the date of the wholesale transaction.

Following the Transaction, if all of the Shares are sold, our direct shareholding interest in Margün Enerji and Margün Enerji's free float are expected to be 72.70% and 27.30%, respectively. As such, Esenboğa Elektrik Üretim A.Ş. will control 72.70% of Margün Enerji.

Following completion of the block sale transaction, our Company will reinvest net proceeds into Margün Enerji through a **shareholder loan** to support its long-term strategy and growth ambition. The shareholder loan will be used to finance Margün Enerji's growth plans, acquisition opportunities, greenfield investments, and the new geothermal investment comprising of 9 licenses that was disclosed on 27.10.2025. The shareholder loan will be on arms length terms and in accordance with market standards. It is currently anticipated that the loan be disbursed in compliance with applicable laws and regulations and in various tranches over a 12-month period following the closing of the Transaction. The timing and amount of each tranche will be determined in accordance with Margün Enerji's cash requirements and investment planning. The aforementioned shareholder loan transactions will be promptly disclosed to the public in accordance with the applicable law.

Our Company, and other companies under Yusuf Şenel's direct or indirect control, and collective investment vehicles in which the majority of participation is held by Yusuf Şenel, who has indirect ultimate control of Margün Enerji, have undertaken not to transfer or dispose of their respective remaining shares in Margün Enerji for 90 days following the completion of the Transaction, subject to certain customary exceptions or waiver by the Global Coordinators. Exceptions to the lock up also include (i) any transfer to our Company, the indirect ultimate controlling individual of our Company (namely Yusuf Şenel) (the "UBO") and/or any other legal entities controlled by the UBO or Margün Enerji or their respective group companies, (ii) any transfer, pledge, funding arrangement or other transaction undertaken by our Company or any Esenboğa Elektrik Üretim A.Ş. group company or their respective affiliates in connection with intra-group shareholder loan arrangements, equity funding or financing arrangements relating to Esenboğa Elektrik Üretim A.Ş., its group companies or their respective affiliates' renewable energy or geothermal investments, and (iii) other transfers to our Company and Margün Enerji and their respective group companies, in each case that are either bound by or agree to be bound by the terms of the lock-up.

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.