



KAMUYU AYDINLATMA PLATFORMU

GİRİŞİM ELEKTRİK SANAYİ TAAHHÜT VE TİCARET A.Ş. Material Event Disclosure (General)

Summary

Launch of accelerated bookbuilding transaction to institutional investors



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

Material Event Disclosure General

Related Companies

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	

You may find below the disclosure communicated to us by our shareholders Harmanlı Enerji Yatırımları A.Ş. ("**Harmanlı**"), Öztürk Power Enerji Yatırımları A.Ş. ("**Öztürk**") and Baz Enerji Yatırımları A.Ş. ("**Baz**") (collectively called the "**Selling Shareholders**").

"The Selling Shareholders announce the launch of the placement of 27,600,000 class B shares (the "**Shares**") in the share capital of Girişim Elektrik Sanayi Taahhüt ve Ticaret A.Ş. ("**Girişim**") representing approximately 6.00% of the issued share capital thereof (the "**Transaction**"). The Shares offered comprise of 12,964,800 class B Shares from Harmanlı, 13,255,200 class B Shares from Öztürk and 1,380,000 class B Shares from Baz.

The sale will be made by way of a placement to institutional investors in and outside of Türkiye. The price per Share in the Transaction will be determined through an accelerated bookbuilding process which will commence immediately. The Selling Shareholders reserve the right to change the terms and timing of the Transaction at any time.

Tera Yatırım Menkul Değerler A.Ş. ("**Tera**") intends to participate in the Transaction by acquiring a 3% stake in Girişim at the final offer price.

The Selling Shareholders will receive the gross proceeds from the Transaction and neither Girişim nor its subsidiary, Europower Enerji ve Otomasyon Teknolojileri Sanayi Ticaret A.Ş., will receive any proceeds from the sale.

HSBC Bank plc ("**HSBC**") will act as the Sole Global Coordinator (the "**Sole Global Coordinator**") and HSBC and Tera will act as the Joint Bookrunners (the "**Joint Bookrunners**") to the Selling Shareholders in relation to the Transaction.

It is expected that, in order to facilitate the settlement of the Transaction as a wholesale transaction (*toptan alım satım işlemi*), HSBC Yatırım Menkul Değerler A.Ş. will apply to Borsa İstanbul A.Ş. (the "**BIST**") on 18 June 2026. Subject to the timing of the approval of BIST, the trade relating to the Transaction is expected to be effected on 19 June 2026 and is expected to settle as a wholesale transaction (*toptan alım satım işlemi*) on 23 June 2026. As of today, the Shares subject to the Transaction are not in tradable form, and the conversion process to render such shares tradable on BIST is expected to be completed as of the date of the wholesale transaction. Following the Transaction, the free float ratio of Girişim shares is expected to increase.

The Selling Shareholders currently hold directly approximately 6.00% of the issued share capital in Girişim, with Harmanlı, Öztürk and Baz holding 2.82%, 2.88% and 0.30% respectively of the issued share capital. Muhittin Behiç Harmanlı, Ali Gökhan Öztürk, Mesut Baz directly hold (as individuals), alongside the Selling Shareholders in aggregate approximately 63.81% of the issued share capital in Girişim. Following the successful completion of the Transaction, Muhittin Behiç Harmanlı, Ali Gökhan Öztürk, Mesut Baz and the Selling Shareholders' direct shareholding ratio in Girişim is expected to be approximately 57.81%.

The Selling Shareholders, Muhittin Behiç Harmanlı, Ali Gökhan Öztürk, Ramin Malek, and Mesut Baz have undertaken to the Sole Global Coordinator not to sell any of their shares in Girişim for 90 days following the settlement date of the Transaction, including any shares held by controlled entities, subject to customary exceptions or any transactions carried out with the consent of the Sole Global Coordinator. The agreed 90-day lock-up period applies and restricts the sale of residual shares held by the Selling Shareholders, Muhittin Behiç Harmanlı, Ali Gökhan Öztürk, Ramin Malek and Mesut Baz in Girişim with regards to any potential M&A transaction.

Potential M&A Transactions

On the 27th October 2025, Muhittin Behiç Harmanlı, Ali Gökhan Öztürk, Ramin Malek, and Mesut Baz had announced that they are evaluating different strategic alternatives in relation to their shareholdings in Girişim and its subsidiary, Europower Enerji ve Otomasyon Teknolojileri Sanayi Ticaret A.Ş., including potential M&A transactions, amongst others. Whilst this process is continuing in parallel, there is no certainty that any M&A will occur or that Muhittin Behiç Harmanlı, Ali Gökhan Öztürk, Ramin Malek, and Mesut Baz will proceed with a sale.

A KAP disclosure has been made today in relation to a concurrent sale of shares of Europower Enerji ve Otomasyon Teknolojileri Sanayi Ticaret A.Ş. by the Selling Shareholders alongside other certain existing shareholders of Europower Enerji ve Otomasyon Teknolojileri Sanayi Ticaret A.Ş."

Legal Disclaimer

This announcement is not for distribution, directly or indirectly, in whole or in part, in or into the United States, Canada, Hong Kong, Japan, South Africa or Australia, or any other jurisdiction where to do so might constitute a violation or breach of any applicable law or regulation.

This announcement is for information purposes only and is not intended to constitute, and should not be construed as, an offer to sell or a solicitation of any offer to buy any securities of Girişim in the United States, Canada, Hong Kong, Japan, South Africa or Australia, or in any other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of such jurisdiction, and the distribution of this communication in such jurisdictions may be similarly restricted. This announcement should not be regarded as an opinion or recommendation concerning the purchase or sale of securities of Girişim. Persons into whose possession this communication comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdictions.

*The Shares mentioned herein have not been and will not be registered under the US Securities Act of 1933, as amended (the "**US Securities Act**"), and may not be offered or sold in the United States absent registration under the US Securities Act or an available exemption from, or transaction not subject to, the registration requirements of the US Securities Act. There will be no public offering of securities in the United States.*

*In member states of the European Economic Area (each a "**Relevant Member State**") this announcement is only being distributed to, and is only directed at, and any investment or investment activity to which this announcement relates is available only to, and will be engaged in only with, persons who are "qualified investors" within the meaning of Article 2(e) of Commission Regulation (EU) 2017/1129, as amended (the "**Prospectus Regulation**"). Persons in any Relevant Member State who are not qualified investors should not take any action on the basis of this announcement and should not act or rely on it.*

In the United Kingdom, this announcement is only being distributed to, and is only directed at, and any investment or investment activity to which this announcement relates is available only to, and will be engaged in only with, persons who are qualified investors within the meaning of paragraph 15 of Part 2 of Schedule 1 of the Public Offers and Admissions to Trading Regulations 2024, who are also (i) persons having professional experience in matters relating to investments who fall within the definition of investment professionals in Article 19(5) of the Financial Services and

Markets Act 2000 (Financial Promotion) Order 2005 (the "**Order**"); or (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Order; or (iii) are other persons to whom it may otherwise lawfully be communicated (all such persons together being "**relevant persons**"). In the United Kingdom, this announcement is only addressed to and is only directed at persons who are relevant persons and no person that is not a relevant person may act or rely on this announcement or any of its contents.

No prospectus or offering document has been or will be prepared in connection with the sale. Any investment decision in connection with the sale must be made on the basis of publicly available information. Such information has not been independently verified. The information contained in this announcement is for background purposes only and does not purport to be full or complete.

HSBC is authorised by the Prudential Regulation Authority ("**PRA**") and regulated in the United Kingdom by the Financial Conduct Authority ("**FCA**") and the PRA. HSBC is acting for the Selling Shareholders only in connection with the Transaction and no one else, and will not be responsible to anyone other than the Selling Shareholders for providing the protections offered to clients nor for providing advice in relation to the shares subject to the Transaction or the Transaction, the contents of this announcement or any transaction, arrangement or other matter referred to in this announcement.

In connection with the Transaction, HSBC and any of its affiliates may take up a portion of the securities as a principal position and in that capacity may retain, purchase, sell, offer to sell or otherwise deal for their own accounts in such securities and other securities of Girişim or related investments in connection with the Transaction or otherwise. Accordingly, references in this announcement to the securities being offered, sold, acquired, placed or otherwise dealt in should be read as including any offer, sale, acquisition, placing or dealing by HSBC and any of its affiliates in such capacity. In addition, HSBC and any of its affiliates may enter into financing arrangements (including swaps, warrants or contracts for difference) with investors in connection with which HSBC and any affiliates may from time to time acquire, hold or dispose of securities. None of HSBC nor any of its affiliates intends to disclose the extent of any such investment or transactions otherwise than in accordance with any legal or regulatory obligation to do so.

Neither HSBC nor any of its affiliates, directors or employees owes or accepts any duty, liability or responsibility whatsoever (whether direct or indirect, consequential, whether in contract, in tort, in delict, under statute or otherwise) to any person who is not a client of HSBC in connection with this announcement, any statement contained herein, the Transaction or otherwise. An investor must seek its own advice from its accountant, broker, custodian, legal counsel or other professional adviser as it deems necessary.

Neither Tera nor any of its affiliates, directors, officers, employees or agents accepts any liability or responsibility whatsoever to any person who is not a client of Tera in connection with this announcement, the Transaction, the Shares or any statement contained herein, except to the extent such liability cannot be excluded under applicable law.

This announcement may include statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements may be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology, or by discussions of strategy, plans, objectives, goals, future events or intentions. Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements reflect Girişim's current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions. Forward-looking statements speak only as of the date they are made."

There is also a Turkish version of this disclosure and in case of any discrepancy between two versions, the Turkish version will prevail.

We proclaim that our above disclosure is in conformity with the principles set down in the "Material Events Communiqué" of the Capital Markets Board, and it fully reflects all information within 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 in order to obtain all information fully and accurately about the subject matter thereof, and we are personally liable for the disclosures.

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