



KAMUYU AYDINLATMA PLATFORMU

EUROPOWER ENERJİ VE OTOMASYON TEKNOLOJİLERİ SANAYİ 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 [GESAN]

Related Funds []

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| 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 Girişim Elektrik Sanayi Taahhüt ve Ticaret A.Ş. ("**Girişim**"), Harmanlı Enerji Yatırımları A.Ş. ("**Harmanlı**"), Öztürk Power Enerji Yatırımları A.Ş. ("**Öztürk**"), Malek Enerji Yatırımları A.Ş. ("**Malek**") and Baz Enerji Yatırımları A.Ş. ("**Baz**") (collectively called the "**Selling Shareholders**").

"The Selling Shareholders announce the launch of the placement of 39,600,000 class B shares (the "**Shares**") in the share capital of Europower Enerji ve Otomasyon Teknolojileri Sanayi Ticaret A.Ş. ("**Europower**") representing approximately 6.00% of the issued share capital thereof (the "**Transaction**"). The Shares offered comprise of 15,000,000 class B Shares from Girişim, 6,123,000 class B Shares from Harmanlı, 8,733,000 class B Shares from Öztürk, 8,514,000 class B Shares from Malek and 1,230,000 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 Europower at the final offer price.

The Selling Shareholders will receive the gross proceeds from the Transaction. Girişim will receive and retain its share of the sale proceeds, and the balance of the sale proceeds will be distributed to the other Selling Shareholders in accordance with their respective holdings sold in the Transaction. Girişim will use its shares of the sale proceeds to fund ESCO (Energy Services Company) and BTO (build-transfer-operate) and other energy investments, and for increasing the working capital in Girişim's fast growing Turkish and International EPC projects in Romania, Azerbaijan and Bosnia and Herzegovina.

Muhittin Behiç Harmanlı, Ali Gökhan Öztürk and Ramin Malek intend to provide a Turkish Lira shareholder loan (debt) of TL1.25bn from the aggregate gross proceeds from the Transaction to Europower immediately after the receipt of their proceeds from the Transaction. The shareholder loan will be provided at an effective 0% interest rate with the repayment to be made in Turkish Lira indexed to the inflation rate published by the Turkish Statistical Institute (*Türkiye İstatistik Kurumu*). The Selling Shareholders understand that Europower intends to use the proceeds of the shareholder loan to enhance its working capital in the power transformer segment, and to accelerate the ramp up of the power transformer factory. Returns from the investment will be used to repay the shareholder loan in cash, with no new share issuance or dilution for existing shareholders.

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 Europower shares is expected to increase.

The Selling Shareholders currently hold directly approximately 56.43% of the issued share capital in Europower, with Girişim, Harmanlı, Öztürk, Malek and Baz holding 52.7%, 0.93%, 1.32%, 1.29% and 0.19% respectively of the issued share capital. Muhittin Behiç Harmanlı, Ali Gökhan Öztürk, Ramin Malek, and Mesut Baz directly hold (as individuals), alongside the Selling Shareholders in aggregate approximately 69.75% of the issued share capital in Europower. Following the successful completion of the Transaction, Muhittin Behiç Harmanlı's, Ali Gökhan Öztürk's, Ramin Malek's, Mesut Baz's and the Selling Shareholders' direct shareholding ratio in Europower is expected to be approximately 63.75%.

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 Europower 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 Europower with regards to any potential M&A transactions.

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 Europower and its parent company, Girişim, 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 Girişim Elektrik Sanayi Taahhüt ve Ticaret A.Ş. by Harmanlı, Öztürk and Baz.

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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.*

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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 Europower'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."

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.