



KAMUYU AYDINLATMA PLATFORMU

EUROPOWER ENERJİ VE OTOMASYON TEKNOLOJİLERİ SANAYİ TİCARET A.Ş. Material Event Disclosure (General)

Summary

Pricing 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 []

Material Event Disclosure General	
Update Notification Flag	Evet (Yes)
Correction Notification Flag	Hayır (No)
Date Of The Previous Notification About The Same Subject	17/06/2026
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., Harmanlı Enerji Yatırımları A.Ş., Öztürk Power Enerji Yatırımları A.Ş., Malek Enerji Yatırımları A.Ş. and Baz Enerji Yatırımları A.Ş. (together the "**Selling Shareholders**").

"Further to our announcement on 17 June 2026, the Selling Shareholders announce the pricing of the placement of 52,800,000 class B shares in Europower Enerji ve Otomasyon Teknolojileri Sanayi Ticaret A.Ş. ("**Europower**") representing approximately 8.0% of the issued share capital (the "**Transaction**").

The Transaction saw strong demand from institutional investors in and outside of the Republic of Türkiye, leading the deal to be upsized and priced at TL 79.25 per share which represents an approximately 15.0% discount to the [previous closing](#) price and raised gross proceeds of approximately TL 4,184,400,000.

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, all 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.

HSBC Bank plc ("**HSBC**") acted as the Sole Global Coordinator (the "**Sole Global Coordinator**") and HSBC and Tera Yatırım Menkul Değerler A.Ş. ("**Tera**") acted as Joint Bookrunners to the Selling Shareholders in relation to the Transaction.

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 Europower 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 Europower. 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 Europower 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 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.