



KAMUYU AYDINLATMA PLATFORMU

HEKTAŞ TİCARET T.A.Ş. Material Event Disclosure (General)

Summary

Launch of accelerated bookbuilding transaction to institutional investors



**MERKEZİ KAYIT
İSTANBUL**

Türkiye Sermaye Piyasası - Merkezi
Saklama ve Vadi Depolama Kuruluşu

Material Event Disclosure General

Related Companies

Related Funds

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| Material Event Disclosure General | |
| Update Notification Flag | Evet (Yes) |
| Correction Notification Flag | Hayır (No) |
| Date Of The Previous Notification About The Same Subject | 11.05.2026 |
| Postponed Notification Flag | Hayır (No) |
| Announcement Content | |
| Explanations | |

You may find below the disclosure communicated to us by our controlling shareholder Ordu Yardımlaşma Kurumu ("OYAK").

"Pursuant to our announcement on 11 May 2026, OYAK (the "Selling Shareholder") announces the launch of the placement of 590,100,000 shares in Hektaş Ticaret T.A.Ş. ("Hektaş" or the "Company"), corresponding to 7.0% of the Company's issued share capital (the "Transaction").

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

Hektaş will not directly receive any proceeds from the Transaction. The Selling Shareholder undertakes to reinvest the entirety of the net proceeds through a non-preemptive capital increase conducted as a private placement. The capital increase will be completed upon CMB approval, with an immediate cash injection in the form of a "capital advance" to be made within 30 days of the completion of the Transaction. The transaction price for the said capital increase will not be below the base price determined as per clause 7 of the wholesale transactions procedures of Borsa İstanbul. The Selling Shareholder understands the Company will use the proceeds as financing support to reduce the Company's debt burden.

HSBC Bank plc ("HSBC") will act as the Sole Global Coordinator and Bookrunner (the "Sole Global Coordinator") to the Selling Shareholder 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 June 24, 2026. Subject to the timing of the approval of BIST, the trade relating to the Transaction is expected to be effected on June 25, 2026, and is expected to settle as wholesale transaction (toptan alım satım işlemi) on June 29, 2026. As of today, the shares subject to the Transaction are not in tradeable 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.

Prior to the Transaction, the shareholding ratio in Hektaş by OYAK represents 55.37%. Upon the sale of all shares subject to the Transaction, it is projected that OYAK will hold a shareholding ratio of 48.37% and will remain the largest shareholder of Hektaş.

OYAK has undertaken to the Sole Global Coordinator not to sell any remaining shares in Hektaş for 90 days following the settlement date of the Transaction, subject to customary exceptions or any waiver granted by the Sole Global Coordinator.

Legal Disclaimer

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 Shareholder only in connection with the Transaction and no one else, and will not be responsible to anyone other than the Selling Shareholder 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 Hektaş 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 of its affiliates may from time to time acquire, hold or dispose of securities. None of HSBC and 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.

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 "Material Events Communiqué" of Capital Markets Board numbered (II-15.1), 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 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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