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KAMUYU AYDINLATMA PLATFORMU

POLİSAN HOLDİNG A.Ş.
Material Event Disclosure (General)

Summary

Completion of the Sale of the Majority Stake in the Company and mandatory tender offer

Material Event Disclosure General

Related Companies

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	27.06.2025, 10.09.2025, 22.01.2026, 06.04.2026, 17.04.2026
Postponed Notification Flag	Hayır (No)
Announcement Content	
Explanations	

Within the scope of our Company's material event disclosure dated June 27, 2025, it has been notified to our Company that the transfer of the shares representing 77.7268% of the share capital of Polisan Holding Anonim Şirketi (the "**Company**"), held by the shareholders, members of the Bitlis Family ("**Bitlis Family**"), to Corex Ports and Terminals Dilovası Liman İşletmeleri A.Ş. ("**CoreX**"), a subsidiary of Corex Holding B.V., has been completed. CoreX's statement is provided belo

"*The closing procedures relating to the transfer of a total of 589,557,785.567 shares with a nominal value of TRY 589,557,785.567, owned by the Bitlis Family, at a price of USD 0.54 per share (TRY 25.27), have been fulfilled, and the share transfer was completed on 08.07.2026 (today).*

Accordingly, pursuant to the Capital Markets Board's Communiqué on Takeover Bids No. II-26.1 ("Communiqué"), CoreX is required to make a mandatory takeover bid to the relevant shareholders. CoreX will submit the required application to the Capital Markets Board within the period prescribed under the applicable legislation.

Pursuant to Article 15 of the Communiqué, the tender offer price is calculated as TRY 25.27 upon comparison of the following:

a) TRY 10.88, being the arithmetic average of the daily adjusted weighted average prices on Borsa İstanbul for shares with a nominal value of TRY 1 during the 6-month period preceding the public disclosure of the execution of the Share Transfer Agreement on 27.06.2025 (calculated based on the average of the prices between 27.12.2024 (inclusive) and 26.06.2025 (inclusive), rounded to two decimal places); and

b) the price paid by CoreX under the Share Transfer Agreement, for each share with a nominal value of TRY 1, being USD 0.54 (TRY equivalent 25.27).

Furthermore:

(i) As of 08.07.2026, being the date on which the shares were transferred, the equivalent of USD 0.54 was calculated as TRY 25.27 based on the Central Bank of the Republic of Türkiye's USD buying exchange rate of TRY 46.7694 per USD applicable on such date.

(ii) As the tender offer has not yet commenced, the USD buying exchange rate to be announced by the Central Bank of the Republic of Türkiye for the business day preceding the commencement of the tender offer has not yet been determined.

Accordingly, as of this date the Tender Offer Price has been determined at TRY 25.27 per Company share with a nominal value of TRY 1.

Pursuant to the terms of the Share Transfer Agreement, the share transfer price may be subject to adjustment upon the occurrence of certain conditions. Any changes to the Tender Offer Price resulting from such adjustment, as well as the principles governing any additional payment that may become payable by CoreX to the Bitlis Family as a result of such adjustment to the relevant shareholders, will be separately announced in accordance with the applicable legislation.

The Tender Offer Price will be determined based on the TRY equivalent calculated using the USD buying exchange rate to be announced by the Central Bank of the Republic of Türkiye on the business day preceding the commencement of the tender offer, whereby if such TRY equivalent exceeds TRY 25.27, the higher amount will apply; if it is lower, the floor price of TRY 25.27 will apply. An announcement in this respect will be made on the Public Disclosure Platform on the business day preceding the commencement of the tender offer.

Following receipt of the Capital Markets Board's approval, the Tender Offer Price and the implementation timetable for the mandatory tender offer will be disclosed on the Public Disclosure Platform."

It is hereby announced to the public, pursuant to Article 12 of the Capital Markets Board's Communiqué on Material Events No. II-15.1, that as a result of the closing procedures, the shareholding of our shareholders Mehmet Emin Bitlis, Ahmet Ertuğrul Bitlis, Ayşe Melike Bitlis Bush, Fatma Nilgün Kasrat and Ahmet Faik Bitlis, each of whom held more than 5% of the share capital of our Company, has decreased to 0%, while CoreX's shareholding in the share capital of our Company has reached 77.7268%.

Any developments regarding the matter will be disclosed to the public in a complete and timely manner.

Respectfully submitted for the information of the public.

This statement has been translated into English for informational purposes. In case of a discrepancy between the Turkish and the English versions of this disclosure statement, 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.