



KAMUYU AYDINLATMA PLATFORMU

METRO TİCARİ VE MALİ YATIRIMLAR HOLDİNG A.Ş. Non-current Financial Asset Acquisition

Summary

Regarding the Metro Euphoria Hotel Batumi JSC Company Valuation Report and Share Acquisition Transaction



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

Noncurrent Financial Asset Acquisition

Related Companies ☐

Related Funds ☐

Noncurrent Financial Asset Acquisition	
Update Notification Flag	Evet (Yes)
Correction Notification Flag	Hayır (No)
Date Of The Previous Notification About The Same Subject	03.10.2026
Postponed Notification Flag	Hayır (No)
Announcement Content	
Board Decision Date for Acquisition	30/09/2026
Were Majority of Independent Board Members' Approved the Board Decision for Acquisition	Yes
Title of Non-current Financial Asset Acquired	METRO EUPHORIA HOTEL BATUMI JSC
Field of Activity of Non-current Financial Asset whose Shares were being Acquired	Hotel Operations and Tourism
Capital of Noncurrent Financial Asset	GEL 60,529,922
Acquirement Way	Satın Alma (Purchase)
Date on which the Transaction was/will be Completed	Completed/30.09.2026
Acquisition Conditions	Vadeli (Timed)
Detailed Conditions if it is a Timed Payment	48 equal monthly instalments
Nominal Value of Shares Acquired	GEL 3,026,496
Purchase Price Per Share	USD 1.6834
Total Purchasing Value	USD 5,094,796.35
Ratio of New Shares Acquired to Capital of Non-current Financial Asset (%)	5
Total Ratio of Shares Owned in Capital of Non-current Financial Asset After Transaction (%)	100
Total Voting Right Ratio Owned in Non-current Financial Asset After Transaction (%)	100
Ratio of Non-current Financial Asset Acquired to Total Assets in Latest Disclosed Financial Statements of Company (%)	4,95
Ratio of Transaction Value to Sales in Latest Annual Financial Statements of Company (%)	131
Effects on Company Operations	Positive
Did Takeover Bid Obligation Arised?	Hayır (No)
Will Exemption Application be Made, if Takeover Bid Obligation Arised?	Hayır (No)

Title/ Name-Surname of Counter Party	Metro Avrasya Investment Georgia JSC: 4.1%; Metro Atlas Georgia JSC: 0.9%
Is Counter Party a Related Party According to CMB Regulations?	Evet (Yes)
Relation with Counter Party if any	Related party under Turkish Accounting Standards
Agreement Signing Date if Exists	30/09/2026
Value Determination Method of Non-current Financial Asset	Valuation report
Did Valuation Report be Prepared?	Düzenlendi (Prepared)
Reason for not Preparing Valuation Report if it was not Prepared	-
Date and Number of Valuation Report	7 October 2026 / 2026-SPKV-21
Title of Valuation Company Prepared Report	AKSİS Uluslararası Bağımsız Denetim A.Ş.
Value Determined in Valuation Report if Exists	USD 140.147.419
Reasons if Transaction wasn't/will not be performed in Accordance with Valuation Report	The purchase price represents a 27.3% discount to the value determined in the valuation report.
Explanations	

In the material event disclosure published by our Company on the Public Disclosure Platform (KAP) on 3 October 2026, we announced that, following the acquisition of the remaining 5% of the shares in our subsidiary Metro Euphoria Hotel Batumi JSC, our ownership interest in the company's share capital had reached 100%.

In that disclosure, we stated that the results of the company valuation would be shared with the public separately once the valuation work relating to the share acquisition had been completed.

Accordingly, the independent company valuation report dated 7 October 2026 and numbered 2026-SPKV-021, prepared by Aksis Uluslararası Bağımsız Denetim A.Ş. in accordance with the regulations of the Capital Markets Board and International Valuation Standards, has been completed.

The report determines the value of Metro Euphoria Hotel Batumi JSC as follows:

- Georgian Lari (GEL) 363,962,848
- United States Dollars (USD) 140,147,419

The acquisition was completed at a 27.3% discount to the value determined in the valuation report.

The valuation was based on the Adjusted Net Asset Value Method, taking into account the economic value of the company's real estate and other assets.

In this context, following the acquisition of the remaining 5% of the shares in Metro Euphoria Hotel Batumi JSC, in which our Company previously held a 95% interest, the entire share capital and all voting rights are now owned by our Holding Company.

As a result, 100% ownership of Metro Euphoria Hotel Batumi JSC, together with its strategic and operational management control, has been consolidated within our Holding Company.

The transaction aims to strengthen decision-making mechanisms in the company's management processes, improve operational efficiency and enable a more effective assessment of the economic potential of its tourism assets, including more independent consideration of a sale of the hotel or a sale-and-leaseback transaction.

The company value established by the independent valuation report and the completed share acquisition are considered significant in assessing the economic scale of our Holding Company's asset portfolio.

The independent company valuation report dated 7 October 2026 is attached for the information of the public.

We respectfully submit the above for the information of the public and our investors.

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.