Date and time of publication on KAP: 12.11.2026 20:26:31
https://www.kap.org.tr/en/Bildirim/1697809

KAMUYU AYDINLATMA PLATFORMU

ETİLER GIDA VE TİCARİ YATIRIMLAR SANAYİ VE TİCARET A.Ş.
Non-current Financial Asset Sale

Summary

Regarding the Sale of Shares in Our Overseas Subsidiary

Non-Current Financial Asset Sale

Related Companies

Related Funds

Non-Current Financial Asset Sale	
Update Notification Flag	Hayır (No)
Correction Notification Flag	Hayır (No)
Date Of The Previous Notification About The Same Subject	04/11/2026
Postponed Notification Flag	Hayır (No)
Announcement Content	
Board Decision Date for Sale	11/11/2026
Were Majority of Independent Board Members' Approved the Board Decision for Sale?	Yes
Title of Non-current Financial Asset Sold	Etiler General Trading L.L.C
Field of Activity of Non-current Financial Asset Sold	General Trading
Capital of Non-current Financial Asset Sold	100.000 AED
Date on which the Transaction was/will be Completed	11/11/2026
Sales Conditions	Peşin (Cash)
Nominal Value of Shares Sold	100.000 AED
Sales Price Per Share	-
Total Sales Value	1.835.000 AED
Ratio of Shares Sold to Capital of Non-current Financial Asset (%)	100
Total Ratio of Shares Owned in Capital of Non-current Financial Asset After Sales Transaction (%)	0
Total Voting Right Ratio Owned in Non-current Financial Asset After Sales Transaction (%)	0
Ratio of Non-current Financial Asset Sold to Total Assets in Latest Disclosed Financial Statements of Company (%)	1,3716
Ratio of Transaction Value to Sales in Latest Annual Financial Statements of Company (%)	1,1726
Effects on Company Operations	Positive
Profit / Loss Arised After Transaction	1.734.999 AED
How will Sales Profit be Used if Exists?	-
Board Decision Date for Use of Sales Profit if Exists	-
Title/ Name-Surname of Counter Party Bought	Fuad Heydar
Is Counter Party a Related Party According to CMB Regulations?	Hayır (No)
Relation with Counter Party if any	None
Agreement Signing Date if Exists	11/11/2026

Value Determination Method of Non-current Financial Asset	Negotiated Between the Parties
Did Valuation Report be Prepared?	Düzenlenmedi (Not Prepared)
Reason for not Preparing Valuation Report if it was not Prepared	-
Date and Number of Valuation Report	-
Title of Valuation Company Prepared Report	-
Value Determined in Valuation Report if Exists	-
Reasons if Transaction wasn't/will not be performed in Accordance with Valuation Report	-
Explanations	

Pursuant to the resolution of our Company's Board of Directors dated November 11, 2026 and numbered 2026/21,

All 100 shares, each with a nominal value of AED 1.000, representing 100% of the share capital of our subsidiary ETILER GENERAL TRADING L.L.C., established in Dubai, United Arab Emirates, with a share capital of AED 100.000 and acquired by our Company on February 19, 2025, have been sold to FUAD HEYDAR for a total consideration of approximately **TRY 24.909.758 (AED 1.835.000), calculated based on the foreign exchange buying rate announced by the Central Bank of the Republic of Türkiye (TCMB) on November 11, 2026.** The share transfer agreement was signed before the competent authorities in the United Arab Emirates on November 11, 2026, in accordance with the applicable laws of the United Arab Emirates, and was notarized.

The aforementioned share sale transaction has been evaluated within the framework of the Capital Markets Board (SPK) regulations, and the following matters have been determined:

1. The sale of all shares held by our Company in its subsidiary ETILER GENERAL TRADING L.L.C. has been evaluated within the scope of Article 6 of the Capital Markets Board's Communiqué on Material Transactions and Exit Rights (II-23.3), based on the separate assessment of the following ratios:

a) The ratio of the book value of the asset subject to the sale to our Company's total assets, based on our Company's latest publicly disclosed financial statements,

b) The ratio of the transaction value to the value of our Company calculated by taking into account the arithmetic average of the daily adjusted volume-weighted average share prices over the preceding six-month period, and

c) The ratio of the revenue generated from the asset subject to the sale to the aggregate of all income items affecting the net profit/loss from continuing operations, based on our Company's latest publicly disclosed annual financial statements.

As a result of the separate assessment of these ratios, it has been determined that none of them exceeds the materiality threshold of 50% stipulated in the Communiqué and, therefore, the share sale transaction does not constitute a material transaction.

2. As a result of the assessment conducted within the framework of the SPK's Corporate Governance Communiqué (II-17.1), it has been determined that:

a. The ratio of the transaction consideration to the total assets reported in our Company's latest publicly disclosed financial statements is 1,3716%,

b. The ratio of the transaction consideration to the revenue reported in our Company's latest publicly disclosed annual financial statements is 1,1726%,

c. The acquiring party is not a related party.

3. The aforementioned subsidiary subject to the sale has not engaged in any commercial activities since its establishment. Considering the size and nature of the transaction involving the financial asset, it has been deemed unnecessary to obtain a separate valuation report for the transaction.

4. It has been resolved to carry out the necessary notifications and procedures before the competent official authorities in the United Arab Emirates regarding the termination of our subsidiary relationship with ETILER GENERAL TRADING L.L.C. as a result of the aforementioned share sale transaction.

The resolution was adopted unanimously by the members attending the meeting.

Disclaimer: This disclosure is also provided in English for information purposes. In the event of any inconsistency between the Turkish and English versions, the Turkish version shall prevail.

Respectfully submitted for the information of the public.

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.