



KAMUYU AYDINLATMA PLATFORMU

BRİSA BRIDGESTONE SABANCI LASTİK SANAYİ VE TİCARET A.Ş. Non-current Financial Asset Acquisition

Summary

Signing the Agreement with regard to Acquisition of Arvento Shares



Noncurrent Financial Asset Acquisition

Related Companies

Related Funds

Noncurrent Financial Asset Acquisition	
Update Notification Flag	Hayır (No)
Correction Notification Flag	Hayır (No)
Date Of The Previous Notification About The Same Subject	-
Postponed Notification Flag	Evet (Yes)
Announcement Content	
Board Decision Date for Acquisition	14/12/2021
Were Majority of Independent Board Members' Approved the Board Decision for Acquisition	Yes
Title of Non-current Financial Asset Acquired	Arvento M2M Elektronik Sistemler Sanayi Ticaret A.Ş.
Field of Activity of Non-current Financial Asset whose Shares were being Acquired	Developing and producing various mobile systems, especially vehicle tracking and fleet management systems, object-person tracking systems, boat tracking systems and M2M solutions
Capital of Noncurrent Financial Asset	7.498.000 TL
Acquirement Way	Satın Alma (Purchase)
Date on which the Transaction was/will be Completed	Subsequent to fulfillment of legal permits and satisfaction of agreed conditions
Acquisition Conditions	Peşin (Cash)
Detailed Conditions if it is a Timed Payment	No
Nominal Value of Shares Acquired	6.664.972 TL
Purchase Price Per Share	43,73 TL (**)
Total Purchasing Value	291.469.028,3 TL (**)
Ratio of New Shares Acquired to Capital of Non-current Financial Asset (%)	88,89%
Total Ratio of Shares Owned in Capital of Non-current Financial Asset After Transaction (%)	88,89%
Total Voting Right Ratio Owned in Non-current Financial Asset After Transaction (%)	88,89%
Ratio of Non-current Financial Asset Acquired to Total Assets in Latest Disclosed Financial Statements of Company (%)	3,77% (**)
Ratio of Transaction Value to Sales in Latest Annual Financial Statements of Company (%)	6,88% (**)
Effects on Company Operations	Brisa will integrate the Arvento fleet management platform and telematics network into its existing systems in order to become a sustainable mobility

	solutions provider and move its strong tyre supply and service network forward.
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	Özer Hıncal and Track Holdings S.A.R.L.
Is Counter Party a Related Party According to CMB Regulations?	Hayır (No)
Relation with Counter Party if any	-
Agreement Signing Date if Exists	14/12/2021
Value Determination Method of Non-current Financial Asset	Based on Negotiations
Did Valuation Report be Prepared?	Düzenlenmedi (Not Prepared)
Reason for not Preparing Valuation Report if it was not Prepared	No regulatory requirement since it is not a related party transaction.
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	

In line with the Company's target of growing with pioneering services beyond tyres and being the pioneer of mobility in Turkey, a Share Purchase Agreement dated 14.12.2021 was signed by and among Brisa, and Özer Hıncal and Track Holdings S.A.R.L. ("Sellers") with regard to the acquisition of Arvento M2M Electronic Systems Industry and Trade Inc. (Arvento) shares representing 88.89% of total share capital by Brisa for a consideration of TRY 291,469,028.3. (*)

The completion of the acquisition remains subject to fulfillment of other conditions set forth in the Agreement, including but not limited to obtaining the necessary permits and approvals, and it is contemplated that this entire process will be completed by mid-2022 at the latest. On the other hand, in accordance with the Agreement, the transfer price will be subject to some adjustments, taking into account the net debt and working capital levels of Arvento at the closing date, and the final acquisition price will be disclosed to public, once determined.

Detailed information about Arvento, which develops and manufactures various mobile systems, especially vehicle tracking and fleet management systems, object-person tracking systems, boat tracking systems and M2M solutions, together with its subsidiaries Arvento Mobile Systems Inc., Arvento Corporate Services and Consulting Inc., Arvento Mobile Systems Services Company LLC and Arvento Mobile Systems GmbH, can be reached at www.arvento.com.

Brisa will integrate the Arvento fleet management platform and telematics network into its existing systems in order to become a sustainable mobility solutions provider and move its strong tyre supply and service network forward. This acquisition will be a leverage to transform Brisa's existing tyre-focused business portfolio into a mobility solutions business.

Further developments will be communicated in due course.

(*) The announcement regarding the talks for the contemplated acquisition was deferred until the signing of Share Purchase Agreement by and among Brisa and the Sellers, so as to inform our investors in full and complete manner, and to ensure sound evaluation on the subject matter.

(**) The given amounts and ratios are for reference only, and the final values will be calculated and announced later after adjusting for the net debt and working capital levels of Arvento at the closing date.

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.