

# AYGAZ A.Ş.

## Non-current Financial Asset Acquisition

### Summary Info

Establishment of Joint Venture Company

## 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	Hayır (No)
Announcement Content	
Board Decision Date for Acquisition	05/03/2019
Were Majority of Independent Board Members' Approved the Board Decision for Acquisition	Yes
Title of Non-current Financial Asset Acquired	United LPG Ltd.
Field of Activity of Non-current Financial Asset whose Shares were being Acquired	Liquid Petroleum Gas (LPG) supply, filling and distribution
Capital of Noncurrent Financial Asset	100.000.000 Taka (approximately 1.250.000 USD)
Acquirement Way	Satın Alma (Purchase)
Date on which the Transaction was/will be Completed	Closing shall be subject to the realization of certain conditions precedents set forth in the Contract, including the extension of the duration of the Company's license.
Acquisition Conditions	Peşin (Cash)
Detailed Conditions if it is a Timed Payment	-
Nominal Value of Shares Acquired	50.000.000 TK (Taka)
Purchase Price Per Share	Nominal value
Total Purchasing Value	50.000.000 Taka (approximately 625.000 USD)
Ratio of New Shares Acquired to Capital of Non-current Financial Asset (%)	50%
Total Ratio of Shares Owned in Capital of Non-current Financial Asset After Transaction (%)	50%
Total Voting Right Ratio Owned in Non-current Financial Asset After Transaction (%)	50%
Ratio of Non-current Financial Asset Acquired to Total Assets in Latest Disclosed Financial Statements of Company (%)	0,05%
Ratio of Transaction Value to Sales in Latest Annual Financial Statements of Company (%)	0,03%
Effects on Company Operations	Within the scope of our business development process, it is expected to benefit our growth strategy abroad.

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	United Enterprises & Co. Ltd
Is Counter Party a Related Party According to CMB Regulations?	Hayır (No)
Relation with Counter Party if any	No relationship
Agreement Signing Date if Exists	05/03/2019
Value Determination Method of Non-current Financial Asset	Negotiation
Did Valuation Report be Prepared?	Düzenlenmedi (Not Prepared)
Reason for not Preparing Valuation Report if it was not Prepared	Non-mandatory
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	-
<b>Explanations</b>	

In line with our growth strategy abroad, Share Purchase Agreement ('Contract') is signed, where Aygaz A.Ş. ('Buyer') shall buy 50% of the shares ('Sales Shares') of United LPG Ltd ('Company')- with a pre-license for LPG filling facility but no current operations yet - of United Enterprises & Co. Ltd. ('Seller'), which is part of the United Group in Bangladesh, with a total value of 50,000,000 Taka (Fifty million Taka)( approximately 625,000 USD) to be paid in cash at the date of completion of Share Transfer Transactions ('Closing') and establish a partnership ('Joint Venture Company' ) based on the principles of equal management in order to operate in LPG supply, filling and distribution in the Bangladesh market and for the necessary investments.

Closing shall be subject to the realization of certain conditions precedents set forth in the Contract, including the acquisition of necessary permits. In the event that conditions precedents set forth in the Contract cannot be completed by March 31,2020, the Contract will be terminated automatically.

On Closing, various other contracts, including the Shareholders Agreement, Land Lease Agreements, Throughput Agreements, included in the Contract and which regulate the rights of the Buyer and the Seller, shall be signed. In Shareholders Agreement, the principles such as the principles of election of the board of directors and senior executives for joint management of the Joint Venture Company, share purchase, share sales options and the conditions of termination are defined in case of control change in any of the parties.

Regarding the investments in the first four years, which will be initiated following the acquisition of the necessary permits in the Shareholders Agreement, capital increase of USD 75 million and USD 80 million long-term bank loan financing at most are envisaged, which shall be made in parallel with the market and sales developments and in proportion of the shares of the parties.

The Seller United Enterprises & Co. Ltd. (UECL) was established in 1978 and has become one of the pioneering companies in the country. UECL has a diverse investment portfolio spanning from power generation to healthcare, education, real-estate, construction, port, yarn spinning, specialized services, shipping and logistics among others.

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.