

EREĞLİ DEMİR VE ÇELİK FABRİKALARI T.A.Ş. Non-current Financial Asset Acquisition

Summary

Adjustment of Kümaş Manyezit Sanayi A.Ş. Share Price

Noncurrent Financial Asset Acquisition

Related Companies [GOZDE]

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	09.11.2020, 04.01.2021, 15.01.2021, 29.01.2021, 03.02.2021
Postponed Notification Flag	Hayır (No)
Announcement Content	
Board Decision Date for Acquisition	04/01/2021
Were Majority of Independent Board Members' Approved the Board Decision for Acquisition	Yes
Title of Non-current Financial Asset Acquired	Kümaş Manyezit Sanayi A.Ş.
Field of Activity of Non-current Financial Asset whose Shares were being Acquired	Industrial Products
Capital of Noncurrent Financial Asset	550,000,000 TL
Acquirement Way	Satın Alma (Purchase)
Date on which the Transaction was/will be Completed	03.02.2021
Acquisition Conditions	Peşin (Cash)
Detailed Conditions if it is a Timed Payment	-
Nominal Value of Shares Acquired	550,000,000 TL
Purchase Price Per Share	The price per share is USD 0.54. Its equivalent is TRY 3.84 calculated with 7.1372, which is the CBRT foreign exchange buying rate effective on 3 February 2021.
Total Purchasing Value	Share price dated 03.02.2021, has been subjected to the final adjustment according to the financial statements prepared as of the date of transfer, and as a result of the adjustment, the final share value has been USD 295,943,244. Its equivalent is TRY 2,112,206,120 calculated with 7.1372, which is the CBRT foreign exchange buying rate effective on 3 February 2021.
Ratio of New Shares Acquired to Capital of Non-current Financial Asset (%)	100%
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 (%)	3.75%
Ratio of Transaction Value to Sales in Latest Annual Financial Statements of Company (%)	6.47%
Effects on Company Operations	Meeting the industrial products needed in production processes within the framework of back integration strategies and making a strategic contribution to our sustainable growth targets.
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	Gözde Girişim Sermayesi Yatırım Ortaklığı A.Ş. sold 51% and Yıldız Holding A.Ş. sold 49% shares.
Is Counter Party a Related Party According to CMB Regulations?	Hayır (No)
Relation with Counter Party if any	-
Agreement Signing Date if Exists	04/01/2021
Value Determination Method of Non-current Financial Asset	Negotiation Method
Did Valuation Report be Prepared?	Düzenlenmedi (Not Prepared)
Reason for not Preparing Valuation Report if it was not Prepared	Preparation of a valuation report is not 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	-
Explanations	

It was announced in KAP material event disclosure by our Company on 03.02.2021 that transfer of shares representing 100% of total capital of Kümaş Manyezit Sanayi A.Ş. (and its subsidiaries) from Yıldız Holding A.Ş. ve Gözde Girişim Sermayesi Yatırım Ortaklığı A.Ş. to our Company, was realized with total amount of USD 296,979,916 after considering the net debt amount and net working capital over an operating value of USD 340,000,000.

Share price dated 03.02.2021, has been subjected to the final adjustment according to the financial statements prepared as of the date of transfer, and as a result of the adjustment, the final share value has been USD 295,943,244.

In contradiction between the Turkish and English versions of this public disclosure, 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.