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KAMUYU AYDINLATMA PLATFORMU

TÜRK HAVA YOLLARI A.O.
Non-current Financial Asset Acquisition

Summary

Signing of share purchase agreement for the purchase of shares of Uçak Koltuk Üretimi San. ve Ticaret A.Ş. (TSI)

MERKEZİ KAYIT İSTANBUL

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	21/10/2022
Were Majority of Independent Board Members' Approved the Board Decision for Acquisition	Yes
Title of Non-current Financial Asset Acquired	Uçak Koltuk Üretimi San. ve Tic. A.Ş
Field of Activity of Non-current Financial Asset whose Shares were being Acquired	Design and manufacture of aircraft seats and their parts
Capital of Noncurrent Financial Asset	29.700.000 TL
Acquirement Way	Satın Alma (Purchase)
Date on which the Transaction was/will be Completed	Subject to the approval of the relevant local and foreign regulatory authorities. It is targeted to be completed in the fourth quarter of 2022
Acquisition Conditions	Peşin (Cash)
Detailed Conditions if it is a Timed Payment	-
Nominal Value of Shares Acquired	14.850.000 TL
Purchase Price Per Share	-
Total Purchasing Value	-
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 (%)	100% (Directly 95%, Indirectly 5%)
Total Voting Right Ratio Owned in Non-current Financial Asset After Transaction (%)	100% (Directly 95%, Indirectly 5%)
Ratio of Non-current Financial Asset Acquired to Total Assets in Latest Disclosed Financial Statements of Company (%)	Less than 1%
Ratio of Transaction Value to Sales in Latest Annual Financial Statements of Company (%)	Less than 1%
Effects on Company Operations	Strengthening Turkish Airlines' aircraft seats manufacturing and procurement activities
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	Kibar Holding A.Ş.
Is Counter Party a Related Party According to CMB Regulations?	Hayır (No)
Relation with Counter Party if any	-
Agreement Signing Date if Exists	27/10/2022
Value Determination Method of Non-current Financial Asset	It was determined by bargaining between the parties .
Did Valuation Report be Prepared?	Düzenlendi (Prepared)
Reason for not Preparing Valuation Report if it was not Prepared	-
Date and Number of Valuation Report	26/10/2022
Title of Valuation Company Prepared Report	DRT Kurumsal Finans Danışmanlık Hizmetleri A.Ş. (Deloitte)
Value Determined in Valuation Report if Exists	-
Reasons if Transaction wasn't/will not be performed in Accordance with Valuation Report	In addition to the capital investments and expenditures Kibar Holding A.Ş has made so far, the goodwill value has been attributed by Turkish Airlines for the acquisition price due to; know-how brought by Kibar Holding A.Ş., the time value of the investments, expected synergy from the merger, and the reward for the strong shareholding structure.
Explanations	

Following our material event disclosure dated 04/11/2022 within the scope of merging our cabin interior areas and products manufacturing subsidiaries, Our Incorporation has decided to acquire %50 shares of our subsidiary Uçak Koltuk Üretimi San. ve Tic. A.Ş. ("TSI"), currently owns %50 shares directly and indirectly, from Kibar Holding A.Ş, and signed a share purchase agreement for the transfer of the remaining %50 shares in TSI. An application to the Turkish Competition Authority will be made in the upcoming days.
Parties target the completion date of the transaction within the fourth quarter of 2022 and it is subject to closing conditions being met including approval from regulatory authorities.
The Board resolution pertaining to the approval of the agreement was taken unanimously.
Any material developments with respect to this disclosure will be further shared with the public.

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.