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KAMUYU AYDINLATMA PLATFORMU

COCA-COLA İÇECEK A.Ş.
Non-current Financial Asset Acquisition

Summary

Announcement Regarding Pakistan Share Acquisition

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	20/12/2022
Were Majority of Independent Board Members' Approved the Board Decision for Acquisition	Yes
Title of Non-current Financial Asset Acquired	The Coca-Cola Beverages Pakistan Limited
Field of Activity of Non-current Financial Asset whose Shares were being Acquired	Production, distribution and sale of Coca-Cola products
Capital of Noncurrent Financial Asset	36,604,875 PKR
Acquirement Way	Satın Alma (Purchase)
Date on which the Transaction was/will be Completed	The transaction is expected to close ofter receiving relevant and customary approvals including governmental approvals in the first half of 2023
Acquisition Conditions	Peşin (Cash)
Detailed Conditions if it is a Timed Payment	-
Nominal Value of Shares Acquired	18,181,641 PKR
Purchase Price Per Share	16.5 USD
Total Purchasing Value	300,000,000 USD
Ratio of New Shares Acquired to Capital of Non-current Financial Asset (%)	49.67%
Total Ratio of Shares Owned in Capital of Non-current Financial Asset After Transaction (%)	99.34%
Total Voting Right Ratio Owned in Non-current Financial Asset After Transaction (%)	99.34%
Ratio of Non-current Financial Asset Acquired to Total Assets in Latest Disclosed Financial Statements of Company (%)	9,7%
Ratio of Transaction Value to Sales in Latest Annual Financial Statements of Company (%)	12,1%
Effects on Company Operations	CCI increases its exposure in Pakistan, one of its fast growing and developing markets with this transaction
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	Atlantic Industries Co., subsidiary of The Coca-Cola Company
Is Counter Party a Related Party According to CMB Regulations?	Evet (Yes)
Relation with Counter Party if any	The Coca-Cola Comapny is shareholder of CCI
Agreement Signing Date if Exists	26/12/2022
Value Determination Method of Non-current Financial Asset	Discounted cash flows, comparable company multipliers and comparable transaction multipliers
Did Valuation Report be Prepared?	Düzenlenmedi (Not Prepared)
Reason for not Preparing Valuation Report if it was not Prepared	The report preparation is on progress
Date and Number of Valuation Report	-
Title of Valuation Company Prepared Report	KPMG Management Consulting
Value Determined in Valuation Report if Exists	-
Reasons if Transaction wasn't/will not be performed in Accordance with Valuation Report	-
Explanations	

CCI International Holland B.V. ("CCIHBV"), a wholly owned subsidiary of Coca-Cola Icecek A.Ş., and Atlantic Industries Co. ("AI"), a subsidiary of The Coca-Cola Company ("TCCC"), today signed a share purchase agreement ("SPA") for the acquisition of 49.67% shares in The Coca-Cola Beverages Pakistan Limited ("CCBPL") held by AI. CCI also owns a 49.67% stake in CCBPL and the remaining shares are held by a local shareholder.
CCI's Board of Directors, at its meeting on December 20th, 2022, approved the acquisition of 49.67% of CCBPL by CCIHBV against payment of a total amount of US$300 million in cash for the aforementioned stake. The purchase price is determined through bilateral negotiations with TCCC in reference to an independent valuation report. CCBPL's valuation indicates an Enterprise Value ("EV") of USD 635 million.
Following the share transfer, CCI will, directly and indirectly, own a 99.34% stake in CCBPL.
The transaction is expected to close after receiving relevant and customary approvals including governmental approvals in the 1st half of 2023.
Commenting on the acquisition, Mr. Burak Başarır, CEO of CCI stated: "We are happy to become substantially the sole owner of Coca-Cola Beverages Pakistan. Pakistan has been one of the fastest-growing operations for CCI and for the Coke System globally over the last decade. We have made great progress since we first entered the market in 2008. We have invested heavily in Pakistan over the years, increasing total production capacity by over 5x by 2022. Leveraging our execution capabilities, we have increased penetration, grown volume by around 6x and achieved leadership in the carbonated soft drinks category. In line with our vision to be the best player in FMCG execution in our geographies, we will continue to invest in Pakistan to capitalize on the market's growth opportunities. I strongly believe that Pakistan will become a role model for the best practices in our operations. This investment is a testament to our commitment to the country and belief in unlocking tremendous growth potential".