



KAMUYU AYDINLATMA PLATFORMU

ANADOLU EFES BİRACILIK VE MALT SANAYİİ A.Ş. Non-current Financial Asset Acquisition

Summary

Regarding The Agreement To Acquire AB InBev's Non-Controlling Interest In JV

Noncurrent Financial Asset Acquisition

Related Companies

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	22.04.2023
Postponed Notification Flag	Hayır (No)
Announcement Content	
Board Decision Date for Acquisition	19/12/2023
Were Majority of Independent Board Members' Approved the Board Decision for Acquisition	Yes
Title of Non-current Financial Asset Acquired	AB InBev Efes B.V.
Field of Activity of Non-current Financial Asset whose Shares were being Acquired	Investment company
Capital of Noncurrent Financial Asset	2,002 USD
Acquirement Way	Satin Alma (Purchase)
Date on which the Transaction was/will be Completed	It depends on the timing of the approvals from legal authorities.
Acquisition Conditions	Diğer (Other)
Detailed Conditions if it is a Timed Payment	Explained below.
Nominal Value of Shares Acquired	1,001 USD
Purchase Price Per Share	Price mechanism is explained below.
Total Purchasing Value	Total purchasing value will be determined at maturity, calculation method is explained below.
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%
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 (%)	15%
Ratio of Transaction Value to Sales in Latest Annual Financial Statements of Company (%)	n.a.
Effects on Company Operations	Upon the completion of the transaction; the product portfolio is to be optimized while the impact of this on Anadolu Efes' total volumes will be limited.
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	AB INBEV Western European Holding BV
Is Counter Party a Related Party According to CMB Regulations?	Evet (Yes)
Relation with Counter Party if any	Joint Venture
Agreement Signing Date if Exists	19/12/2023
Value Determination Method of Non-current Financial Asset	Independent Valuation Report
Did Valuation Report be Prepared?	Düzenlendi (Prepared)
Reason for not Preparing Valuation Report if it was not Prepared	-
Date and Number of Valuation Report	6 October 2023 - 202307K12273210
Title of Valuation Company Prepared Report	KPMG Yönetim Danışmanlığı A.Ş.
Value Determined in Valuation Report if Exists	Between 1.1 billion USD and 1.3 billion USD
Reasons if Transaction wasn't/will not be performed in Accordance with Valuation Report	-
Explanations	

As per our announcement dated April 22, 2022, it had been announced that our Company and Anheuser-Busch InBev SA/ NV ("AB InBev") started active discussions regarding the acquisition of AB InBev's non-controlling interest in AB InBev Efes BV by Efes Breweries International BV ("EBI"), a fully owned subsidiary of Anadolu Efes. As of today, the Parties have agreed on EBI's purchase of AB InBev's non-controlling interest in AB InBev Efes BV.

The transaction remains conditional and will not become effective until the parties have received all necessary regulatory approvals. As of the closing of the transaction, Anadolu Efes will ultimately be the sole owner of AB InBev Efes BV through EBI. Anadolu Efes will continue to fully consolidate AB InBev Efes BV in its financial accounts.

EBI shall not make an immediate cash payment upon completion of the transaction and any future payments shall be determined based on the annual cash flow performance of AB InBev Efes BV's operating countries and related regulatory restrictions for a certain and reasonable period of time.

AB InBev Efes BV will continue operating as usual during the transaction approval process.

The completion of the transaction is contingent upon various conditions, including obtaining regulatory approvals through comprehensive processes and satisfying specific requirements across multiple jurisdictions. Therefore, we are unable to disclose any additional details on the transaction at this moment, to facilitate the approval process.

Meanwhile, Ümit Ömer Ögün* who has been working as General Manager Responsible From Special Projects since February 2023 will be appointed as the General Manager of the Russian Operations effective as of January 1, 2024.

Further developments will be duly announced.

**You can find Ömer Ögün's curriculum vitae as attached.*

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.