

YAZICILAR HOLDİNG A.Ş.

Material Event Disclosure (General)

Summary Info

Information received from our main shareholder Kamil Yazıcı Yönetim ve Danışma A.Ş.

Material Event Disclosure General

Related Companies ☐

Related Funds ☐

Material Event Disclosure General	
Update Notification Flag	Evet (Yes)
Correction Notification Flag	Hayır (No)
Date Of The Previous Notification About The Same Subject	30.01.2017
Postponed Notification Flag	Hayır (No)
Announcement Content	
Explanations	

It was disclosed in our material event disclosure dated June 28, 2016 that negotiations have been started between Kamil Yazıcı Yönetim ve Danışma A.Ş. ("KYYDAŞ") and Özilhan Sınai Yatırım A.Ş. ("ÖSYAŞ") in order for the integration of the corporate and legal management structure of Anadolu Group and its enhancement through institutionalization. As stated in such disclosure, due to the lack of consensus with various privileged shareholders of Yazıcılar Holding A.Ş. ("Yazıcılar Holding") regarding the realization of the ultimate target, the process would advance on the basis of collaborating within equal representation and equal governance principle.

As of today, progress has been achieved on the realization of the ultimate target within the scope of collaboration works, the ultimate target of which being the merger of Yazıcılar Holding, ÖSYAŞ and Anadolu Endüstri Holding A.Ş. ("AEH") under Yazıcılar Holding and establishment of a significantly large public company; and consensus has been reached between KYYDAŞ, ÖSYAŞ, Yazıcılar Holding and (C) and (D) group privileged shareholders of Yazıcılar Holding with respect to the commencement of negotiations regarding the merger of ÖSYAŞ and AEH under Yazıcılar Holding.

It is anticipated that following this planned merger, Yazıcılar Holding, which will have merged with abovementioned ÖSYAŞ and AEH, will be controlled by KYYDAŞ and Özilhan Family on the basis of equal representation and equal governance principle. In order to ensure this, it is anticipated that a new company, in which KYYDAŞ and Özilhan Family will participate with 50%-50% shares, will be established which will own all of (B) group privileged shares and part of (A) group unprivileged shares of Yazıcılar Holding. During the general assembly of Yazıcılar Holding to be held for the approval of the merger, the privileges of (A), (C) and (D) group shares will be removed and these shares will be all converted to (A) group unprivileged shares.

The above-mentioned transactions will be finalized following the consensus to be reached by the parties on final binding agreements; the receipt of regulatory approvals from legal authorities such as Competition Board, Capital Markets Board ("CMB") and Ministry of Customs and Trade; and the approval at ÖSYAŞ's, AEH's and Yazıcılar Holding's general assemblies.

In the event that this planned merger is finalized, retirement right must be granted to the shareholders of Yazıcılar Holding in accordance with relevant legislation and the date of this disclosure will be the base date for the calculation of the exercise price of such retirement right.

On the other hand, through this transaction, Yazıcılar Holding, which will be acquiring the merging companies under its entity, will acquire the shares of Anadolu Group companies which are in the assets of AEH and ÖSYAŞ. It has been presumed that there will be no need for a mandatory tender offer for the shareholders of public Anadolu Group companies in the context of this transaction. Nevertheless, the final decision regarding this matter is dependent upon CMB's evaluation and in case any obligation appears following the completion of the transaction, the date of this disclosure will also be the base date for the calculation of the exercise prices for such mandatory tender offers.

The public will be informed of additional information and details as they emerge following the signing of final binding agreements and during the course of abovementioned regulatory approvals.

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.