



KAMUYU AYDINLATMA PLATFORMU

FORD OTOMOTİV SANAYİ A.Ş. Non-current Financial Asset Acquisition

Summary

Ford Otosan Romania S.R.L.'s final purchase price adjustment in line with the share and purchase agreement

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	14.03.2022, 01.07.2022
Postponed Notification Flag	Hayır (No)
Announcement Content	
Board Decision Date for Acquisition	14/03/2022
Were Majority of Independent Board Members' Approved the Board Decision for Acquisition	Yes
Title of Non-current Financial Asset Acquired	Ford Otosan Romania S.R.L.
Field of Activity of Non-current Financial Asset whose Shares were being Acquired	Production of motor vehicles and their parts
Capital of Noncurrent Financial Asset	After the capital increase 2.092.303.712 LEI
Acquirement Way	Satın Alma (Purchase)
Date on which the Transaction was/will be Completed	01.07.2022
Acquisition Conditions	Diğer (Other)
Detailed Conditions if it is a Timed Payment	According to the contract, first instalment has been calculated and paid as 406 million Euros on Closing after taking into consideration net debt, net working capital and Next Generation Courier investments based on estimated 30.06.2022 financial statements. In line with Company's actual financial statements dated 30.06.2022, relevant adjustment figures have been recalculated and a final purchase price adjustment of 12.9 million Euros is agreed between the Parties. EUR 196 million will be paid including interest in June 2025 and EUR 23 million will be paid including interest in December 2028 and also depending on the expected capacity utilization rate of the Romania plant for the years 2028-2034 an additional payment of up to EUR 140 million can be made.
Nominal Value of Shares Acquired	2.092.303.712 LEI (approx. EUR 423 million)
Purchase Price Per Share	For shares with a nominal value of EUR 1; EUR 1.51 - EUR 1.84, including interest, depending on the final amount payable in 2028

Total Purchasing Value	Depending on the final amount to be paid in 2028, EUR 638 million to EUR 778 million will be paid, including interest.
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 (%)	Including final purchase price adjustment and based on actual financial statements dated 30.06.2022 18-22%
Ratio of Transaction Value to Sales in Latest Annual Financial Statements of Company (%)	Including final purchase price adjustment and based on actual financial statements dated 30.06.2022 18-22%
Effects on Company Operations	Expanding the fields of activity of Ford Otosan by starting production abroad
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	Ford Capital B.V.
Is Counter Party a Related Party According to CMB Regulations?	Evet (Yes)
Relation with Counter Party if any	The seller is a fully owned subsidiary of Ford Motor Company, one of the main shareholders of Ford Otosan.
Agreement Signing Date if Exists	14/03/2022
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	11/03/2022
Title of Valuation Company Prepared Report	DRT Kurumsal Finans Danışmanlık Hizmetleri A.Ş. (Deloitte)
Value Determined in Valuation Report if Exists	EUR 701- 860 million
Reasons if Transaction wasn't/will not be performed in Accordance with Valuation Report	The transaction was carried out in accordance with the results in the valuation report.
Explanations	

As previously disclosed on 1st of July 2022; based on Ford Otosan Romania S.R.L.'s actual financial statements dated 30.06.2022; cash, net debt, net working capital and the investments made by the Company for Next Generation Courier program has been adjusted and final purchase price adjustment is determined as 12.9 million Euros which is going to be paid by Ford Otosan Netherlands B.V. to Ford Capital B.V. within 15 business days.

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.