

HACI ÖMER SABANCI HOLDİNG A.Ş. Material Event Disclosure (General)

Summary

Sale of PHILSA and PMSA Shares

Material Event Disclosure General

Related Companies []

Related Funds []

Material Event Disclosure General	
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	
Explanations	

Sabancı Holding and Philip Morris Products S.A. (PM) have decided to apply to the Competition Authority with regard to the contemplated acquisition of Sabancı Holding's entire shares in Philsa Philip Morris Sabancı Sigara ve Tütünçülük Sanayi ve Ticaret A.Ş. (PHILSA) with TRY 750,000 nominal value representing 25% of the share capital and in Philip Morris SA, Philip Morris Sabancı Pazarlama ve Satış A.Ş. (PMSA) with TRY 173,250 nominal value representing 24.75% of the share capital by PM and/or its affiliates for a contemplated consideration of TRY 2,887,000,000.

A share sale and purchase agreement will be signed between Sabancı Holding and PM, and the closing procedures will be carried out subject to the Competition Board's approval as well as the satisfaction of other conditions. Under the contemplated closing procedures, PHILSA and PMSA shares owned by Sabancı Holding will be transferred to PM and/or its affiliates, and the acquisition price will be collected by Sabancı Holding on the same day post predetermined adjustments at closing. On the other hand, acquisition price remains subject to certain predetermined adjustments following the end of 2021 fiscal year, and the final acquisition price will be disclosed to public, once determined.

In this context, the application before Competition Authority has been made on October 6, 2021 in order to obtain the necessary permits and approvals for the transaction. It is contemplated to sign the share sale and purchase agreement between Sabancı Holding and PM and to complete the share transfers in the last quarter of 2021, provided that the necessary conditions are satisfied, and the relevant permissions and approvals are obtained.

Further developments will be communicated in due course.

In case of a discrepancy between the Turkish and English versions of this public disclosure statement, 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.