



**KAMUYU AYDINLATMA PLATFORMU**

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

## **Summary**

Subscription to Capital Increase of CarrefourSA



# Material Event Disclosure General

## Related Companies [CRFSA]

## Related Funds []

<b>Material Event Disclosure General</b>	
Update Notification Flag	Hayır (No)
Correction Notification Flag	Hayır (No)
Date Of The Previous Notification About The Same Subject	-
Postponed Notification Flag	Hayır (No)
<b>Announcement Content</b>	
<b>Explanations</b>	

In the public disclosure dated 26.08.2020, our Group Company CarrefourSA Carrefour Sabancı Ticaret Merkezi A.Ş. ( CarrefourSA) have announced, apart from other things, that it was resolved (i) to reduce CarrefourSA's current issued share capital of TRY 700,000,000.00 to TRY 104,244,353.96 by reducing TRY 595,755,646.04, and (ii) to simultaneously increase the share capital by TRY 23,529,411.76 in cash based on the nominal value of 1 Kuruş to increase the issued share capital to TRY 127,773,765.72; and (iii) not to restrict pre-emptive rights of current shareholders for the capital increase and (iv) to allow the use of pre-emptive rights for a consideration of TRY 17 for each batch of shares with TRY 1 nominal value in total.

Our Board of Directors, having discussed the use of our Company's pre-emptive rights for the capital increase of CarrefourSA, have resolved the followings in today's meeting:

- To use all of our pre-emptive rights for planned capital increase of CarrefourSA;
- Considering the written waiver of Carrefour Nederland BV regarding non-use and transfer of their pre-emptive rights to our Company in accordance with Article 461 subparagraph 4 of Turkish Commercial Code N6102 completely for no consideration, to use all pre-emptive rights of Carrefour Nederland BV for planned capital increase of CarrefourSA;
- If there are unsubscribed shares following the exercise of pre-emptive rights, and subsequently if there remains unsold shares after offerings to be taken place in Borsa İstanbul A.Ş. Primary Market, to purchase those shares within three business days following the end of the sales period, by paying in full and in cash of their price not being less than the average of prices to be formed at Borsa İstanbul A.Ş. Primary Market;
- Not to sell any CarrefourSA shares acquired by these means in the exchange for a period of one year after the starting date of trading of these shares in the exchange.

Within the context of above-mentioned Board Resolution, all of the pre-emptive rights belonging to shares being held by our Company and Carrefour Nederland BV that represent 96.63% of CarrefourSA share capital will be used by our Company, by paying in full and in cash, for the planned capital increase of CarrefourSA. Additionally, no payment will be made to Carrefour Nederland BV as their pre-emptive rights are transferred to our Company for no consideration.

It is projected that minimum of TRY 386.5 million cash will be injected by our Company into CarrefourSA, and that our Company's share within the issued capital of CarrefourSA will reach to at least 59.08% after the completion of simultaneous capital increase and decrease of CarrefourSA.

***In contradiction between the Turkish and English versions of this public disclosure, 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.