

OTOKAR OTOMOTİV VE SAVUNMA SANAYİ A.Ş.

Non-current Financial Asset Acquisition

Summary

Signing of a Memorandum of Understanding regarding the acquisition of Automecanica S.A. shares



Noncurrent Financial Asset Acquisition

Related Companies

Related Funds

Noncurrent Financial Asset Acquisition	
Update Notification Flag	Hayır (No)
Correction Notification Flag	Hayır (No)
Date Of The Previous Notification About The Same Subject	25.04.2025
Postponed Notification Flag	Hayır (No)
Announcement Content	
Board Decision Date for Acquisition	27/01/2026
Were Majority of Independent Board Members' Approved the Board Decision for Acquisition	Yes
Title of Non-current Financial Asset Acquired	Automecanica S.A. ("Automecanica")
Field of Activity of Non-current Financial Asset whose Shares were being Acquired	Defense industry
Capital of Noncurrent Financial Asset	11.256.415 RON (Romanian Lei)
Acquirement Way	Devralma (Takeover)
Date on which the Transaction was/will be Completed	The closing date is targeted to take place by the end of April 2026.
Acquisition Conditions	Vadeli (Timed)
Detailed Conditions if it is a Timed Payment	EUR 5.000.000 was paid upon the signing of the Memorandum of Understanding, and the remaining amounts are projected to be paid at closing following the signing of the Share Purchase Agreement.
Nominal Value of Shares Acquired	10.892.627,5 RON (Romanian Lei)
Purchase Price Per Share	It will be finalized at closing.
Total Purchasing Value	The share purchase price is to be determined based on an enterprise value of EUR 87,838,773 (corresponding to approximately EUR 85,000,000 for the 96.77% stake intended to be acquired), furthermore, the transaction is expected to be subject to standard closing adjustments, including net debt and working capital, and the final amount will be determined at closing.
Ratio of New Shares Acquired to Capital of Non-current Financial Asset (%)	%96,77
Total Ratio of Shares Owned in Capital of Non-current Financial Asset After Transaction (%)	%96,77
Total Voting Right Ratio Owned in Non-current Financial Asset After Transaction (%)	%96,77

Ratio of Non-current Financial Asset Acquired to Total Assets in Latest Disclosed Financial Statements of Company (%)	7.1% of the 96.77% of the enterprise value.
Ratio of Transaction Value to Sales in Latest Annual Financial Statements of Company (%)	12.9% of the 96.77% of the enterprise value.
Effects on Company Operations	Automecanica is a company that already possesses the necessary infrastructure, production facilities, and licenses in Romania. It is aimed to carry out the activities, that were initially planned to be performed through a joint venture for the Romania 4x4 Light Armored Tactical Wheeled Vehicles tender will instead be executed directly through Automecanica by the acquisition of Automecanica's shares.
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	Automecanica SKB Property SRL and Andrei Scobioala
Is Counter Party a Related Party According to CMB Regulations?	Hayır (No)
Relation with Counter Party if any	It is a shareholder of our Company's business partner in Romania.
Agreement Signing Date if Exists	
Value Determination Method of Non-current Financial Asset	Mutually agreed upon through negotiations between the parties.
Did Valuation Report be Prepared?	Düzenlenmedi (Not Prepared)
Reason for not Preparing Valuation Report if it was not Prepared	Not Mandatory
Date and Number of Valuation Report	-
Title of Valuation Company Prepared Report	-
Value Determined in Valuation Report if Exists	Valuation report hasn't been prepared
Reasons if Transaction wasn't/will not be performed in Accordance with Valuation Report	Valuation report hasn't been prepared
Explanations	

A Memorandum of Understanding (MoU) has been signed between our Company and Automecanica shareholders, Andrei Scobioala and Automecanica SKB Property SRL, to establish the core principles prior to the negotiation of a Share Purchase Agreement regarding the acquisition of shares representing 96.77% of the capital (the Transaction) of Automecanica S.A. ('Automecanica'), a company established in Romania and operating in the defense industry.

In accordance with the Memorandum of Understanding (MoU), the share purchase price is projected to be determined based on an enterprise value of EUR 87,838,773 (corresponding to approximately EUR 85,000,000 for the 96.77% stake intended to be acquired), furthermore, the transaction is expected to be subject to standart closing adjustments, including net debt and working capital and the final amount will be determined at closing.

The closing of the Transaction is subject to certain closing conditions, including the signing of a Share Purchase Agreement between the parties following the satisfactory completion of the due diligence process for our Company, and obtaining the necessary clearances from the competition and national defense authorities of Romania with the closing targeted to take place by the end of April 2026.

Our Company may transfer its obligations under the Memorandum of Understanding to its wholly-owned subsidiary Otokar Land Systems SRL ("Otokar SRL"), and in this context, Otokar SRL may become the final party to the Transaction.

Automecanica holds half of the shares representing the capital of Sisteme Aparare Romania (SAROM) S.R.L, a joint venture of Otokar SRL. Automecanica is a company that already possesses the necessary infrastructure, production facilities, and licenses in Romania. It is aimed to carry out the activities, that were initially planned to be performed through a joint venture to be established with Automecanica within the scope of the Romania 4x4 Light Armored Tactical Wheeled Vehicles tender won by our Company, will instead be fulfilled directly through Automecanica by the acquisition of Automecanica's shares.

Material developments will be disclosed to the public.

This statement has been translated into English for informational purposes. In the event of any discrepancy between the Turkish and the English versions, 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.