

OTOKAR OTOMOTİV VE SAVUNMA SANAYİ A.Ş.

Non-current Financial Asset Acquisition

Summary

Signing of the agreement for the acquisition of Automecanica S.A. shares



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	27.01.2026
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 is expected to take place within three months.
Acquisition Conditions	Diğer (Other)
Detailed Conditions if it is a Timed Payment	5,000,000 EUR was paid on the signature date of the memorandum of understanding and 5,000,000 EUR was paid concurrently with the signing of the Share Purchase Agreement to the Sellers. 25,000,000 EUR which will remain within our Company to constitute a guarantee for the obligations of the Sellers under the agreement will be paid in installments within three years following the closing, and the balance amount will be paid at the closing subject to net debt and working capital adjustments. In the event that the Sellers provide a letter of guarantee, the portion corresponding to the letter of guarantee will be released.
Nominal Value of Shares Acquired	10.892.627,5 RON (Romanian Lei)
Purchase Price Per Share	The price is calculated at EUR 19.50 per share, with a nominal value of RON 2.50 each, subject to closing adjustments.
Total Purchasing Value	The share purchase price will be calculated as 96.77% of the amount to be determined by subjecting the company value of 87,838,773 EUR (which corresponds to approximately 85,000,000 EUR

	for the 96.77% shares intended for acquisition) to net debt and working capital adjustments at the 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 (%)	6.8% of the 96.77% of the enterprise value.
Ratio of Transaction Value to Sales in Latest Annual Financial Statements of Company (%)	8.6% of the 96.77% of the enterprise value.
Effects on Company Operations	Through the acquisition of the shares of Automecanica, which currently possesses the necessary infrastructure, production facilities, and licenses in Romania, it is aimed that the activities within the scope of the Romanian 4x4 Tactical Wheeled Light Armored vehicle procurement tender be carried out through Automecanica, which will become a direct subsidiary of Otokar.
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	Automecanica owns half of the shares representing the capital of Sisteme Aparare Romania (SAROM) S.R.L, which is our Company's joint venture 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	No valuation report has been prepared.
Reasons if Transaction wasn't/will not be performed in Accordance with Valuation Report	No valuation report has been prepared.
Explanations	

Following the Memorandum of Understanding signed between our Company and Automecanica shareholders Andrei Scobioala and Automecanica SKB Property SRL, which was publicly disclosed on January 27, 2026, a Share Purchase Agreement ("Agreement") has been signed between the parties for the acquisition of shares representing 96.77% of the capital of Automecanica S.A. ("Automecanica"), a company established in Romania and operating in the defense industry ("Transaction").

The share purchase price will be calculated as 96.77% of the amount to be determined by subjecting the company value of 87,838,773 EUR (which corresponds to approximately 85,000,000 EUR for the 96.77% shares intended for acquisition) to net debt and working capital adjustments at the closing. 5,000,000 EUR was paid on the signature date of the memorandum of understanding and 5,000,000 EUR was paid concurrently with the signing of the Share Purchase Agreement to the Sellers. 25,000,000 EUR which will remain within our Company to constitute a guarantee for the obligations of the Sellers under the agreement will be paid in installments within three years following the closing, and the

balance amount will be paid at the closing subject to net debt and working capital adjustments. In the event that the Sellers provide a letter of guarantee, the portion corresponding to the letter of guarantee will be released.

The closing of the Transaction is subject to certain closing conditions, including obtaining approvals from the competition council and foreign direct investment authorities of Romania. In the event that the closing cannot be performed within three months following the signature date due to the failure to satisfy these conditions, this period may be extended for an additional three months by our Company. Should this period not be extended by our Company or the relevant conditions are not satisfied at the end of the extended period, the Agreement may be terminated.

Through the acquisition of the shares of Automecanica, which currently possesses the necessary infrastructure, production facilities, and licenses in Romania, it is aimed that the activities within the scope of the Romanian 4x4 Tactical Wheeled Light Armored vehicle procurement tender be carried out through Automecanica, which will become a direct subsidiary of Otokar.

Material developments will be disclosed to the public.

This statement has been translated into English for informational purposes. In case of any 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.