

TENDER ANNOUNCEMENT
REGARDING THE SALE OF ALL SHARES (48.88%) OF GÜBRE FABRİKALARI TÜRK
ANONİM ŞİRKETİ IN ITS SUBSIDIARY,
RAZI PETROCHEMICAL CO.¹

All shares corresponding to 48,88% of the shares representing the share capital of RAZI PETROCHEMICAL CO. (RAZI), residing at Site 5, Petzone, Bandar Imam Khomaini, Khouzestan/Iran, and owned by Gübre Fabrikaları Türk Anonim Şirketi (GÜBRETAS), are offered for sale through of two-stage sealed bidding and auction methods together with the terms and conditions specified in the "Specification".

Tender Subject

It consists of the sale of all shares (SHARES SUBJECT TO SALE 48.88%) owned by GÜBRETAS in RAZI PETROCHEMICAL CO.(Razi and subsidiaries)

Tender Participation

Only legal entities and joint venture groups (JVGs) may participate in the tender. Natural persons and private investment funds may participate as members in a JVG with at least one legal entity. A legal entity that is a bidder cannot also bid as a partner of a JVG separate from its bid. In addition, the group company of the bidding legal entity or any partner of the JVG cannot participate in the tender alone or as a partner of another JVG.

In addition to this,

- (i) Those who are subject, directly or indirectly, to any economic, financial or trade sanctions, embargoes, export controls or other such restrictive measures imposed by the Republic of Türkiye, the United Nations Security Council, the United States of America (including the U.S. Treasury Department's Office of Foreign Assets Control (OFAC) and the U.S. Departments of State and Commerce), the European Union, any agency of any member state of the European Union, the United Kingdom, Switzerland or any other relevant governmental or international authority;
- (ii) Those who have been convicted of the offense of bribing foreign public officials under the OECD Anti-Bribery Convention or against whom an ongoing investigation has been opened in relation to this offense;
- (iii) Those who have been convicted of crimes under the scope of the Anti-Terrorism Law No. 3713, crimes listed in the Law No. 4422 on Combating Criminal Organizations for Purposes of Interest and crimes included in the scope of corruption and money laundering in accordance with the relevant legislation, or those against whom an ongoing investigation has been opened in relation to these crimes; or
- (iv) Except for companies and individuals appointed as trustees by the Savings Deposit Insurance Fund (SDIF) under the Law No. 6758 on the Emergency Measures and Regulations under the State of Emergency, as amended, those who have affiliation, association, or contact with the FETÖ/PDY terrorist organization or entities, formations, or groups determined by the National Security Council to be engaged in activities against the national security of the state, and those who have been convicted or are subject to an ongoing investigation or prosecution;

cannot participate in the tender and submit a bid.

¹ 1. *This Announcement has been released in English and in Turkish. In the case of conflict between the English and the Turkish versions, the Turkish version shall prevail.*

Provision of the Specification

- 1- The "Specification" fee is USD 10,000.00 (Ten Thousand US Dollars) and shall be deposited to GÜBRETAS's US Dollar account at T. Vakıflar Bankası T.A.O. Bank Esentepe Corporate Branch with the IBAN number TR47 0001 5001 5804 8000 5750 02 with the explanation "GÜBRETAS-Razi Specification Fee". The specification fee shall not be refunded under any circumstances, and shall be recorded as revenue to GÜBRETAS.
- 2- Interested bidders, provided that they have paid the Specification fee in full and apply with a file introducing themselves (*Company establishment Trade Registry Gazette, current signature circular, table showing the most recent shareholding and board of directors structure, chamber of commerce activity certificate taken within the last 6 (six) months, company articles of association, tax certificate, presentation describing the company activities and other information/documentation that may be relevant*) be able to physically obtain the "Specification" by signing the Confidentiality Undertaking from the "Gübre Fabrikaları Türk Anonim Şirketi General Directorate, Göztepe Nida Kule İş Merkezi, Merdivenköy Mah. Bora Sok. No:1 Kat:31 Kadıköy/Istanbul", by signing a Confidentiality Undertaking.
- 3- Interested bidders are obliged to prepare their initial bids as specified in the Tender Specifications and submit them by hand to GÜBRETAS General Directorate Legal Unit located at Göztepe Nida Kule Business Center, Merdivenköy Mah. Bora Sok. No:1 Kat:31 Kadıköy/Istanbul no later than **17:00 on 10.03.2025 (Monday)**. Bids to be submitted after the final submission date and time will not be considered for evaluation. All kinds of information and documents obtained by the tenderer and other examinations conducted are not considered as part, annex, or continuation of the Specification and do not bind GÜBRETAS or impose any liability on it. In case of missing/incorrect information or discrepancies, the provisions of the Specification will prevail. The obtained information and other investigations do not, under any circumstances, bind GÜBRETAS or its representatives and employees, nor impose any responsibility on them.

Tender Process

- 1- The tender for the sale of the SHARES SUBJECT TO SALE will be made by applying the two-stage sealed bidding and auction methods together. In any case, the tender will be finalized with the decision of GÜBRETAS tender commission and subsequently with the approval of GÜBRETAS Board of Directors. GÜBRETAS Board of Directors or the tender commission is completely free to cancel the tender at any stage and have no responsibility towards those who have obtained the Specification and/or the bidders.
The bidders are obliged to submit their bids, the contents of which are included in the "Specification", to GÜBRETAS General Directorate Legal Unit by hand in a sealed envelope with a signed or stamped seal. GÜBRETAS reserves the right to extend the deadline for submission of bids until a certain date or until a date to be determined later. This matter shall be announced before the deadline expires.
- 2- Bids shall be submitted by the bidder in cash and in US Dollars without any reservation, precondition, condition, decision or circumstance. Bids not submitted in cash and in US Dollars shall be rejected and deemed not to have been made at all.
- 3- It is mandatory for the bid letters to be signed by the bidders, indicating that the Specification has been fully read and accepted, and for the bid amount to be written clearly in both figures and words, without leaving any room for doubt, and in an unconditional manner. Bids that do not comply with any of these requirements, or those containing erasures, cross-outs, corrections, or conditional or unclear terms, will be rejected and considered as if they were never submitted.

- 4- After the winning bidder is announced, upon obtaining the necessary permissions from the authorities of the Republic of Türkiye and/or the Islamic Republic of Iran as a basis for signing the contract, the winning bidder will be invited to sign the contract if there is no obstacle to signing a contract with the successful bidder.

Miscellaneous

- 1- Since GÜBRETAS is not subject to the State Tender Law No. 2886, it is free to make a sale or not or to sell to the tenderer it deems appropriate.
- 2- If legally required, in the event that the Competition Board determines any inconsistencies and drawbacks with the relevant articles of the Law No. 4054 in the evaluation to be made by the Competition Board in accordance with the Law No. 4054 and the relevant legislation, the Competition Board and/or the relevant administrative institutions of the Islamic Republic of Iran may impose conditions and obligations related to the transfer or the transfer may not be permitted due to their own legislative requirements.
- 3- In case of any discrepancy and contradiction between this announcement and the "Specification", the "Specification" shall prevail.
- 4- Other details and issues related to the tender are specified in the "Specification".
- 5- Regarding the SHARES SUBJECT TO THE SALE; it is assumed that those participating in the tender have seen the RAZI facilities in their current state, have reviewed the financial reports publicly shared on the company's website and on the Public Disclosure Platform (KAP), and have conducted all necessary financial, tax, administrative, technical, environmental, and legal due diligence, investigations, audits, and inspections in all relevant countries regarding the current status of the company and its assets.

Contact

"Gübre Fabrikaları Türk Anonim Şirketi General Directorate, Göztepe Nida Kule İş Merkezi, Merdivenköy Mah. Bora Sok. No:1 Kat:12-30-31 Kadıköy/İstanbul".