



KAMUYU AYDINLATMA PLATFORMU

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş. Notification Regarding Merger

Notification Regarding Merger

Summary Info	Announcement Regarding the Merger with Adilbey Holding (Part 7)
Update Notification Flag	Yes
Correction Notification Flag	No
Postponed Notification Flag	No

Board Decision Date	22.12.2022
Merger Model	Merger Through Acquisition
Date Of Financial Statements Base To Merger	31.12.2022
Currency Unit	TRY

Acquired Company	Trading On The Stock Exchange/Not Trading On The Stock Exchange	Share Exchange Rate	Group of Share To Be Distributed To Acquired Company Shareholders	Form of Share To Be Distributed To Acquired Company Shareholders
ADILBEY HOLDING A.Ş.	Not Trading On The Stock Exchange			

Share Group Info	Paid In Capital	Amount Of Capital To Be Increased Due To The Acquisition (TL)	Capital To Be Decreased (TL)	Target Capital	New Shares To Be Given Due To Merger
DOHOL, TRADOHOL91Q8	2.616.938.288	57.803		2.616.996.091	DOHOL, TRADOHOL91Q8

	Paid In Capital	Amount Of Capital To Be Increased Due To The Acquisition (TL)	Capital To Be Decreased (TL)	Target Capital
TOTAL	2.616.938.288 TL	57.803 TL	0 TL	2.616.996.091 TL

Capital Market Board Application Date Regarding Merger	13.04.2023
Capital Market Board Application Result Regarding Merger	APPROVAL
Capital Market Board Approval Date Regarding Merger	27.07.2023
Capital Market Board Application Date	13.04.2023

Additional Explanations

As may be recalled, our Company filed several disclosures regarding the process of merging all assets and liabilities of Adilbey Holding A.Ş under our Company on; December 23, 2022 (<https://www.kap.org.tr/en/Bildirim/1089344>), April 06, 2023 (<https://www.kap.org.tr/en/Bildirim/1132901>), April 13, 2023 (<https://www.kap.org.tr/en/Bildirim/1137719>) and July 20, 2023 (<https://www.kap.org.tr/en/Bildirim/1137719>)

www.kap.org.tr/tr/Bildirim/1173996). Accordingly, the Capital Markets Board has approved "Announcement Text" in relation to the merger and ammendment text to the Article 7, titled "Registered and Issued Capital", of our Company's Articles of Association on July 27, 2023. Information on the aforementioned approval is announced on Capital Markets Board's bulletin numbered 2023/42.

Pursuant to Article 149 of Turkish Commercial Code no.6102, the text, which states that the approved announcement text, merger agreement, merger report, financial reports pertaining to the last three years, expert institution report, expected opening balance sheet after the merger, audit reports for the last three years and real estate valuation reports shall be available for review for 30 days, starting from July 28, 2023, before being submitted to the approval of the General Assembly at our Company's headquarters located at Burhaniye Mahallesi, Kısıklı Caddesi, No: 65, Üsküdar, İstanbul and at our corporate website at www.doganholding.com.tr and at the Public Disclosure Platform (www.kap.org.tr), had been announced on the Türkiye Trade Registry Gazette and is available as an attachment to this disclosure (Appendix – 1)

Pursuant to Article 149 of Turkish Commercial Code no.6102 and Article 8 Capital Markets Board's "Communiqué on Mergers and Demergers" numbered II-23.2, the following materials shall be available for review for 30 days, starting from July 28, 2023, at our Company's headquarters located at Burhaniye Mahallesi, Kısıklı Caddesi, No: 65, Üsküdar, İstanbul and at our corporate website at www.doganholding.com.tr and at the Public Disclosure Platform (www.kap.org.tr)

- Annoucement Text approved by Capital Markets Board (**Appendix - 2**),
- Merger Agreement (**Appendix - 3**),
- Merger Report (**Appendix - 4**),
- Financial reports and independent auditor report pertaining to the last three year financials (**Appendix - 5**),
- Board of Director's Activity Reports for the last three years (**Appendix - 6**),
- Expert institution report (**Appendix - 7**),
- Expected opening balance sheet after the merger (**Appendix - 8**),
- Real estate valuation report (**Appendix - 9**)

Documents Regarding Merger

Appendix: 1	6 b Adilbey Holding Faaliyet Raporu (2021).pdf - Other
Appendix: 2	6 b Adilbey Holding Faaliyet Raporu (2022).pdf - Other
Appendix: 3	7 Uzman Kuruluş Raporu.pdf - Expert Institution Report
Appendix: 4	8 Birleşme Sonrası Tahmini Açılış Bilançosu.pdf - Estimated Opening Balance Sheet
Appendix: 5	9 Gayrimenkul Değerleme Raporu.pdf - Appraisal Reports

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.