



KAMUYU AYDINLATMA PLATFORMU

TEKFEN HOLDİNG A.Ş. Notification Regarding Demerger

Notification Regarding Demerger

Summary Info	Demerger Related Documents are shared
Update Notification Flag	Yes
Correction Notification Flag	No
Postponed Notification Flag	No

Board Decision Date	21.09.2023
Demerger Model	Partial demerger through associate model
Title of New Company/Companies Established After Demerger	Tekfen Taşınmaz Yatırım ve Yönetim Anonim Şirketi
Scope of Activities of Company Established After Demerger	Creating a portfolio to make real estate investments, operating and developing the portfolio
Paid-in Capital of Company Established After Demerger	121.000.000
Will Be Applied to Stock Exchange For Listing of New Established Company?	No
Will Be Applied to Stock Exchange For Listing of Company That Assets be Transferred Due to Demerger ?	No
Currency Unit	TRY
Date Of Financial Statements Base To Demerger	30.06.2023
Paid-in Capital (TL)	370.000.000
Target Capital (TL)	370.000.000

Share Group Info	Paid-in Capital (TL)	Share Exchange Rate	Capital To Be Decreased Due To Demerger (TL)	Capital To Be Decreased Due To Demerger (%)	Amount Of Bonus Issue From Internal Resources Due to Demerger (TL)	Rate Of Bonus Issue From Internal Resources Due to Demerger(%)	New Shares' ' ISIN	Amount of Shares Issued Due To Demerger
TKFEN, TRET KHO00012	370.000.000							

Capital Market Board Application Date Regarding Demerger	05.10.2023
Capital Market Board Application Result Regarding Demerger	APPROVAL
Capital Market Board Approval Date Regarding Demerger	15.11.2023
Date of Related General Assembly	21.12.2023

Additional Explanations

Our Board of Directors has decided;

1. To transfer real estate owned by our company on 7 parcels in Ulus, Beşiktaş, Istanbul, independent sections owned by our company in Tekfen Tower and 2 independent sections owned by our company in Akmerkez to a newly established joint stock company as a 100% subsidiary, using the "partial facilitated demerger through associate model" method that regulated in the Article 17 of the Capital Markets Board's Communiqué on Mergers and Demergers (II-23.2) and within the framework of Articles 19 and 20 of the Corporate Tax Law, Articles 159 and subsequent articles of the Turkish Commercial Code, with the provisions of the Regulation on Banks' Merger, Transfer, Demerger and Changes of Shares, the Capital Markets Law, the Capital Markets Board's Communiqué on Mergers and Demergers (II-23.2) and other relevant legislation;
2. To carry out partial demerger transaction, based on the financial statements dated 30 June 2023
3. To prepare Announcement Text, Demerger Plan, Demerger Report, Notice of the Right to Review and all the other required documents and carry out all legal procedures
4. To carry out all applications to and transactions with all public and private bodies including but not limited to Ministry of Trade, Capital Markets Board of Turkey, Competition Authority, and Register of Commerce.

Since the partial demerger transaction will be executed via facilitated procedure in line with Communiqué On Merger and Demerger numbered II-23.2 and published by Capital Markets Board of Turkey; independent audit report and opinion of expert institution will not be obtained.

Attached you can find Demerger Plan and Report.

Documents Regarding Demerger

Appendix: 1

2022REV860_TEFEN HOLDİNG_İSTANBUL_BEŞİKTAŞ_4 ADET BİNA_co.pdf - Appraisal Reports

Appendix: 2

Duyuru Metni.pdf - Announcement Text

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.