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KAMUYU AYDINLATMA PLATFORMU

TAPDİ OKSİJEN ÖZEL SAĞLIK VE EĞİTİM HİZMETLERİ SANAYİ TİCARET A.Ş.
Notification Regarding Merger

Notification Regarding Merger

Summary Info	The Board of Directors' decision regarding the merger of our company with its 100% subsidiary Tınaztepe Özel Sağlık Hiz..A.Ş. through a simplified method through acquisition.
Update Notification Flag	No
Correction Notification Flag	Yes
Postponed Notification Flag	No
Reason of Correction	**The relevant annexes of our application have been prepared based on the financial statements dated 30.06.2024.**

Board Decision Date	24.09.2024
Merger Model	Merger Through Acquisition
Date Of Financial Statements Base To Merger	30.06.2024
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
TINAZTEPE ÖZEL SAĞLIK HİZMETLERİ ANONİM ŞİRKETİ	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
A Grubu, İşlem Görmüyor, TRETAPD00027	20.000.000			20.000.000	
B Grubu, TNZTP, TRETAPD00019	**108.000.000**			**108.000.000**	

	Paid In Capital	Amount Of Capital To Be Increased Due To The Acquisition (TL)	Capital To Be Decreased (TL)	Target Capital
TOTAL	128.000.000 TL	0 TL	0 TL	128.000.000 TL

Capital Market Board Application Date	08.08.2024

Additional Explanations

In the board of directors meeting held on 05.08.2024 regarding the simplified merger of Tınaztepe Özel Sağlık Hizmetleri A.Ş., a 100% subsidiary of our company, it was decided that the financial statements dated 31.03.2024 would be taken as basis for the merger transactions and our application was made. With the letter of the Capital Markets Board dated 06.09.2024, we were notified that the relevant annexes of this application should be prepared based on the financial statements dated 30.06.2024.

In the meeting of our company's board of directors dated 24.09.2024;

The operational advantages of operating as a single legal entity under the same structure, legal and administrative simplifications, savings in general management expenses, tax advantages and ensuring that our investors benefit from the profits of not only the publicly held parent company but also the entire group, etc. for such purposes;

1. In accordance with the provisions of Articles 136-158 of the Turkish Commercial Code, Articles 19 and 20 of the Corporate Tax Law and Article 13 of the Merger and Division Communiqué numbered II-23.2 of the Capital Markets Board; by taking over our 100% subsidiary Tınaztepe Özel Sağlık Hizmetleri Anonim Şirketi ("Transferred Company") with all its assets and liabilities , Tapdi Oksijen Özel Sağlık ve Eğitim Hizmetleri Sanayi Ticaret A.Ş. ("Acquirer Company") in a facilitated manner,

2. For this purpose, the merger agreement and other relevant documents will be prepared, the merger transaction will be carried out based on the financial statements of the party companies dated 30/06/2024,

3. Since the merger will be carried out with a facilitated method in accordance with Article 13 of the Merger and Division Communiqué numbered II-23.2 of the Capital Markets Board, the Board of Directors report in Article 147 of the Turkish Commercial Code will not be prepared, the independent audit report and the merger report will not be prepared in accordance with Article 13/2 of the Merger and Division Communiqué numbered II-23.2 of the Capital Markets Board and the opinion of an expert institution will not be obtained,

4. In accordance with Article 15/ç of the "Material Transactions and the Right to Leave Communiqué numbered II-23.3 of the Capital Markets Board, the "Right to Leave" will not arise for our shareholders, and the capital of our Company will not be not to increase,

5. In this context, in accordance with the Merger and Division Communiqué numbered II-23.2 of the Capital Markets Board, the announcement text, merger agreement, CPA report and other information and documents required for applications regarding the merger transaction foreseen by the Communiqué shall be prepared and applied to the Capital Markets Board for approval, and following the receipt of approval from the Capital Markets Board for the merger transaction, the Merger Agreement to be signed between the parties shall be submitted to the approval of the Board of Directors without submitting it to the approval of the general assembly, and the management shall be authorized to perform all kinds of work and transactions required within the scope of this decision,

Based on this decision, we respectfully announce to the public the updated versions of the Merger Agreement and Announcement Text based on the financial statements dated 30.06.2024.

In case of a discrepancy between the Turkish and English versions of this public disclosure statement, Turkish version shall prevail.

Documents Regarding Merger

Appendix: 1	TNZTP Duyuru Metni.pdf - Announcement Text
Appendix: 2	TNZTP Birleşme Sözleşmesi.pdf - Merger Contract

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.