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KAMUYU AYDINLATMA PLATFORMU

ADRA GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.
Notification Regarding Merger

Notification Regarding Merger

Summary Info	Notification Regarding Merger Transactions
Update Notification Flag	No
Correction Notification Flag	No
Postponed Notification Flag	No

Board Decision Date	23.01.2025
Merger Model	Merger Through Acquisition
Date Of Financial Statements Base To Merger	31.12.2024
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
ANADOLU GAYRİMENKUL YATIRIM 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
A Grubu, İşlem Görmüyor, TREADRA00015	44.000.000			44.000.000	
B Grubu, ADGYO, TREADRA00023	**249.700.000**			**249.700.000**	

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

Additional Explanations

The Board of Directors Decision of Adra Real Estate Investment Trust Joint Stock Company dated 23.01.2025 and numbered 2025/06 is as follows.

1- Within the framework of our company's strategic plans in the construction sector, reducing operational expenses, increasing efficiency, expanding sectoral market share, achieving sustainable growth through ethical competition, increasing the long-term cash generation and profit potential in line with our company's long-term strategies and competitive targets, our investors' transaction volume and depth In order to ensure that they make a positive contribution to our Company's activities in line with their investment preferences in high shares; Capital Markets Law No. 6362, Capital Markets Board's (CMB) Merger and Division Communiqué Serial: II, N 23.2, Turkish Commercial Code No. 6102, Corporate Tax Law No. 5520 and all assets and liabilities of Anadolu Gayrimenkul Yatırım Anonim Şirketi, which has a paid-in capital of 2,490,000,000 TL and which is not open to the public, in accordance with the Law No. 4054 on the Protection of Competition and other legislative regulations, within the framework of company values and change rates to be determined in the Expert Organization Report to be prepared within the framework of other relevant legislation provisions. Our company was taken over under the umbrella of Adra Gayrimenkul Yatırım Ortaklığı Anonim Şirketi on 31 December. Initiation of studies regarding the merger, based on the financial statements dated 2024,

2- For the purpose of the merger, the necessary documents/information (expert organization reports, announcement text, merger agreement/report and similar documents/information) are prepared and applications are made to obtain the necessary permissions and/or approvals from the Capital Markets Board and other institutions, and the necessary registrations are made, making announcements and special situation disclosures and performing other tasks,

3- When all necessary preparations and preliminary permits/approvals are completed, the Merger transaction will be submitted to the approval of our Company's General Assembly,

4- During the Merger Transaction and Articles of Association Amendment process, including those mentioned above, the Capital Markets Board, Borsa İstanbul A.Ş., T.R. To prepare and sign applications, correspondence and similar documents and information to be made to all official institutions and organizations, including but not limited to the Ministry of Commerce, Central Registry Agency, Takasbank and the relevant Trade Registry, and to follow up and perfect these information and documents; Authorizing the persons authorized to represent the Company in accordance with our Company's signature circular to carry out and complete the procedures and transactions in other relevant authorities and departments,

The decision has been made.

Developments regarding the merger processes in question will be announced to the public within the framework of the procedures and principles regarding the public disclosure of special situations.

Best regards

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.