



KAMUYU AYDINLATMA PLATFORMU

AKFEN GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş. Notification Regarding Merger



**MERKEZİ KAYIT
İSTANBUL**
Türkiye Sermaye Piyasası - Merkezi
Saklama ve Veri Depolama Kuruluşu

Notification Regarding Merger

Summary Info	Merger of our Company and our 100% subsidiary Fıratcan İnşaat Turizm ve Ticaret A.Ş. in Simplified Procedure
Update Notification Flag	No
Correction Notification Flag	No
Postponed Notification Flag	No

Board Decision Date	28.03.2025
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
Fıratcan İnşaat Turizm ve Ticaret 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, TREAKFG00020	11.315,949			11.315,949	
B Grubu, AKFGY, TREAKFG00012	3.899.966.052,156			3.899.966.052,156	
C Grubu, İşlem Görmüyor, TREAKFG00038	11.315,949			11.315,949	
D Grubu, İşlem Görmüyor, TREAKFG00046	11.315,949			11.315,949	

	Paid In Capital	Amount Of Capital To Be Increased Due To The Acquisition (TL)	Capital To Be Decreased (TL)	Target Capital
TOTAL	3.900.000.000,003 TL	0 TL	0 TL	3.900.000.000,003 TL

Capital Market Board Application Date Regarding Merger	28.03.2025
Capital Market Board Application Date	28.03.2025

Additional Explanations

Pursuant to the provisions of Article 390 (4) of the Turkish Commercial Code, the following resolutions have been adopted by the Board of Directors of our Company as a result of the submission of the matters contained in this Board of Directors Resolution to the approval of all members of the Board of Directors:

1) Within the framework of Articles 19 and 20 of the Corporate Tax Law No. 5520, the relevant provisions of the Turkish Commercial Code No. 6102 ("TCC") and the Capital Markets Board's ("CMB") Communiqué on Merger and Demerger No. II-23.2 ("Communiqué"), our Company has decided to merge with Fıratcan İnşaat Turizm ve Ticaret A. Ş. ("Fıratcan İnşaat"), a

- 100% subsidiary of our Company, by taking over all assets and liabilities of Fıratcan İnşaat Turizm ve Ticaret A. Ş. ("Fıratcan İnşaat") as a whole at their book value and dissolving without liquidation. Ş. ("Fıratcan İnşaat"), a 100% subsidiary of our Company, by taking over all assets and liabilities of Fıratcan İnşaat over their registered values as a whole and dissolution without liquidation,
- 2) To take the financial statements dated 31.12.2024 as basis for the merger transaction,
- 3) Since all of the shares and voting rights representing the capital of Fıratcan İnşaat already belong to our Company and there will be no change in the capital of our Company, within the scope of Articles 155 and 156 of the TCC and Article 13 of the Communiqué;
- That the merger transaction be carried out in a facilitated manner,
 - That the independent audit report, expert organization report and the Board of Directors' report regarding the merger not be prepared,
 - That the right of review regulated in Article 149 of the TCC not be recognized,
 - That the merger agreement not be submitted to the approval of the general assembly of our Company,
 - That the right to leave in the merger transaction not be exercised since the right to leave does not arise pursuant to subparagraph (ç) of the first paragraph of Article 15 of the CMB Communiqué on Significant Transactions and the Right to Leave numbered II-23. 3) Pursuant to subparagraph (ç) of the first paragraph of Article 15 of the Communiqué on Significant Transactions and the Right to Separation,
- 4) Pursuant to subparagraph (b) of the first paragraph of Article 20 of the Corporate Tax Law No. 5520, to undertake that our Company will pay the accrued and future tax debts of Fıratcan İnşaat and fulfill its other duties with a commitment letter to be attached to the corporate tax declaration to be submitted due to the merger,
- 5) To approve the Merger Agreement dated 28.03.2025 prepared in relation to the above-mentioned transactions,
- 6) It has been unanimously resolved to obtain permission from the Capital Markets Board and other relevant institutions for the above-mentioned transactions
- 7) To apply to the Istanbul Trade Registry Office for the registration of the merger transaction following the receipt of the aforementioned permissions

In this context, the necessary application has been made to the Capital Markets Board on 28.03.2025 with the attached documents.
On March 28, 2025, the PDP disclosure we made on March 28, 2025 with the title "MDA" has been re-published in accordance with the "Merger Transaction Notification" template upon the request of the Central Registry Agency (CRA).

It is respectfully announced to the public and our investors.

Documents Regarding the Merger:

ANNEX: 1 Merger Agreement

ANNEX: 2 Announcement Text

ANNEX: 3 Akfen REIT and Fıratcan Board Resolutions - Other

ANNEX: 4 Akfen GYO 31.12.2024 Consolidated Financial Statements - Other

ANNEX: 5 Fıratcan 31.12.2024 Consolidated Financial Statements - Other

The English translation of this announcement is attached hereto and in case of any discrepancy in the texts of this announcement, the Turkish version shall prevail.

Documents Regarding Merger	
Appendix: 1	Ek-1 BirleşmeSözleşmesi_AKFGY-Fıratcan.pdf - Merger Contract
Appendix: 2	Ek-2 Duyuru Metni_Birleşme_AKFGY-Fıratcan.pdf - Announcement Text
Appendix: 3	Ek-3 YK Kararları_Birleşme_AkfenGYO_Fıratcan.pdf - Other
Appendix: 4	Ek-4 AKFGY_FinTab_konsolide_31122024.pdf - Other
Appendix: 5	Ek-5 FIRATCAN İNŞ.TU.TİC.A.Ş. -31.12.2024 Finansal Tablo.pdf - Other

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.