



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	Regarding the abandonment of the simplified merger of our company and our wholly-owned subsidiary Fıratcan İnşaat Turizm ve Ticaret A.Ş.
Update Notification Flag	Yes
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 Result Regarding Merger	APPROVAL
Capital Market Board Approval Date Regarding Merger	31.07.2025
Capital Market Board Application Date	28.03.2025
Capital Market Board Application Result	APPROVAL

Additional Explanations

In accordance with our company's KAP announcement dated 01.08.2025, the relevant provisions of Turkish Commercial Code No. 6102, Articles 19 and 20 of Corporate Tax Law No. 5520, Capital Markets Law No. 6362, and the provisions of the Capital Markets Board's (SPK) II-23.2 "Merger and Division Regulation," the request to approve the announcement text prepared regarding the merger transaction, which involves acquiring Fıratcan Construction Tourism and Trade Inc., in which our Company holds 100% of the capital and voting rights, through a simplified merger procedure, has been positively accepted by the CMB Decision-Making Body's decision dated July 31, 2025.

On the other hand, pursuant to the board of directors' decisions of our Company and Fıratcan Construction dated August 29, 2025 (taken today);

1) Due to the assessment that the expected cost advantages and operational benefits of the aforementioned merger transaction may be realized at a higher level in subsequent periods, it has been decided to abandon the aforementioned merger transaction at this stage,

2) The board of directors' decisions of our Company and Fıratcan Construction dated March 28, 2025, regarding the merger have been revoked.

It has been decided.

This is respectfully announced to the public and our investors.

Documents Related to the Merger

ATTACHMENT: 1 Merger Agreement

ATTACHMENT: 2 Announcement Text (Approved)

ATTACHMENT: 3 Board of Directors Decisions_Akfen GYO and Fıratcan İnşaat

ATTACHMENT 4: Akfen GYO Consolidated Financial Statements as of December 31, 2024

ATTACHMENT 5: Fıratcan İnşaat Financial Statements as of December 31, 2024

ATTACHMENT 6: Terminal Kadıköy Valuation Report

Documents Regarding Merger

Appendix: 1	Ek-1 BirleşmeSözleşmesi_AKFGY-Fıratcan.pdf - Merger Contract
Appendix: 2	Ek-2 Duyuru Metni_Birleşme_AKFGY-Fıratcan_SPK Onaylı.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
Appendix: 6	Ek-6 Terminal Kadıköy Degerleme 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.