



## KAMUYU AYDINLATMA PLATFORMU

# ADRA GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş. Notification Regarding Merger



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

# Notification Regarding Merger

Summary Info	Regarding the Announcement of the Merger Transaction Review
Update Notification Flag	Yes
Correction Notification Flag	No
Postponed Notification Flag	No

Board Decision Date	11.11.2025
Merger Model	Merger Through Acquisition
Date Of Financial Statements Base To Merger	30.06.2025
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	252.154.434,99		501.854.434,99	B Grubu, ADGYO, TREADRA00023

	Paid In Capital	Amount Of Capital To Be Increased Due To The Acquisition (TL)	Capital To Be Decreased (TL)	Target Capital
TOTAL	293.700.000 TL	252.154.434,99 TL	0 TL	545.854.434,99 TL

Capital Market Board Application Date Regarding Merger	04.02.2025
Capital Market Board Application Result Regarding Merger	APPROVAL
Capital Market Board Approval Date Regarding Merger	25.11.2025
Capital Market Board Application Date	11.11.2025
Capital Market Board Application Result	APPROVAL
Capital Market Board Approval Date	25.11.2025

## Additional Explanations

Our company's application, which includes requests for the approval of the 'Announcement Text' regarding the merger of Anadolu Gayrimenkul Yatırım A.Ş.'s entire assets and liabilities being "transferred" as a whole to our company and integrated under our corporate structure, as well as for providing a favorable opinion on the amendment text to be made to Article 8 ("Capital") of our Articles of Association, related to our material event disclosures dated:

- January 23, 2025 (<https://kap.org.tr/tr/Bildirim/1383971>),
- February 4, 2025 (<https://kap.org.tr/tr/Bildirim/1389304>),
- September 2, 2025 (<https://kap.org.tr/tr/Bildirim/1485738>),
- September 2, 2025 (<https://kap.org.tr/tr/Bildirim/1485742>), and
- November 21, 2025 (<https://kap.org.tr/tr/Bildirim/1519043>),

was approved by the Capital Markets Board ("CMB") on November 25, 2025. Information regarding this approval has been published in the CMB Bulletin No. 2025/60.

Pursuant to Article 149 of the Turkish Commercial Code No. 6102, the announcement text approved by the CMB, the merger agreement, the merger report, financial statements for the last three years, the expert institution report, the estimated opening balance sheet after the merger, independent audit reports for the last three years, and real estate appraisal reports will be made available for review by the relevant parties at our company headquarters located at Çaybaşı Mahallesi, Aydın Caddesi No:51/A, 35880, Torbalı/İzmir, on our company website ([www.adragyo.com.tr](http://www.adragyo.com.tr)), and on the Public Disclosure Platform ([www.kap.org.tr](http://www.kap.org.tr)) for a period of thirty (30) days prior to submission to the General Assembly. The following documents are attached to this material event disclosure in this regard:

- Announcement text approved by the Board (ANNEX 1)
- Expert institution report (ANNEX 2)
- Adra GYO's Financial Statements and Independent Auditor Reports for the Last Three Years (ANNEX 3)
- Anadolu Gayrimenkul's Financial Statements and Independent Auditor Reports for the Last Three Years (ANNEX 4)
- Merger Agreement (ANNEX 5)
- Merger Report (ANNEX 6)
- Real Estate Appraisal Reports (ANNEX 7)
- Estimated Opening Balance Sheet after the Merger (ANNEX 8)

These documents will be available for review at our company headquarters, on our website ([www.adragyo.com.tr](http://www.adragyo.com.tr)), and on the Public Disclosure Platform ([www.kap.org.tr](http://www.kap.org.tr)) as of November 28, 2025.

This disclosure is respectfully submitted for the information of the public and our shareholders.

The English translation of this disclosure has been released to the public simultaneously; in the event of any discrepancy between the Turkish and English versions, the Turkish version shall prevail.

## Documents Regarding Merger

Appendix: 1	EK-2 UZMAN KURULUŞ RAPORU.pdf - Expert Institution Report
Appendix: 2	EK-3.3 ADRAGYO 2023.pdf - Other
Appendix: 3	EK-3.2 ADRAGYO 2024.pdf - Other
Appendix: 4	EK-3.1 ADRA GYO A.S. 2025-06.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.