



## KAMUYU AYDINLATMA PLATFORMU

# PEKER GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.

## Notification Regarding Merger

# Notification Regarding Merger

<b>Summary Info</b>	Regarding the Merger of Our Company with Its Wholly-Owned Subsidiary, DIGH Maslak İnşaat Proje Danışmanlık Limited Şirketi, under the Simplified Merger Procedure
<b>Update Notification Flag</b>	No
<b>Correction Notification Flag</b>	No
<b>Postponed Notification Flag</b>	No

<b>Board Decision Date</b>	31.12.2025
<b>Merger Model</b>	Merger Through Acquisition
<b>Date Of Financial Statements Base To Merger</b>	30.09.2025
<b>Currency Unit</b>	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
DIGH Maslak İnşaat Proje Danışmanlık Limited Şirketi	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, TREPEGY00014	314.754.719,8			314.754.719,8	
<b>B Grubu, PEKGY, TREPEGY00022</b>	<b>4.685.245.280,2</b>			<b>4.685.245.280,2</b>	

	Paid In Capital	Amount Of Capital To Be Increased Due To The Acquisition (TL)	Capital To Be Decreased (TL)	Target Capital
<b>TOTAL</b>	<b>5.000.000.000 TL</b>	<b>0 TL</b>	<b>0 TL</b>	<b>5.000.000.000 TL</b>

<b>Capital Market Board Application Date Regarding Merger</b>	31.12.2025
<b>Capital Market Board Application Date</b>	31.12.2025

## Additional Explanations

At the meeting of our Company's Board of Directors held on 31 December 2025, the following resolutions were unanimously adopted:

- 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 Communiqué on Mergers and Demergers No. II-23.2 ("

Communiqué"), it was resolved that our Company shall merge with DIGH Maslak İnşaat Proje Danışmanlık Limited Şirketi ("DIGH Maslak"), our wholly owned subsidiary, through the acquisition of all assets and liabilities of DIGH Maslak as a whole at their book values, by way of dissolution without liquidation;

2) To base the merger transaction on the financial statements dated 30 September 2025;

3) As all shares representing the capital of DIGH Maslak and all voting rights thereof are currently owned by our Company and no change will occur in the capital of our Company, pursuant to Articles 155 and 156 of the TCC and Article 13 of the Communiqué:

- To carry out the merger as a simplified merger,

- Not to prepare an independent audit report, an expert institution report, or a Board of Directors' report regarding the merger ,

- Not to grant the right of inspection regulated under Article 149 of the TCC,

- Not to submit the merger agreement for the approval of our Company's general assembly,

- Not to grant any appraisal (exit) right in the merger transaction, as no exit right arises pursuant to subparagraph (ç) of the first paragraph of Article 15 of the Capital Markets Board's Communiqué No. II-23.3 on Material Transactions and Exit Rights;

4) Pursuant to subparagraph (b) of the first paragraph of Article 20 of the Corporate Tax Law No. 5520, to undertake, by way of a letter of undertaking to be attached to the corporate tax return to be submitted due to the merger, that our Company shall pay the accrued and future tax liabilities of DIGH Maslak and duly perform its other obligations;

5) To approve the Merger Agreement dated 31 December 2025 prepared in relation to the transactions listed above;

6) To obtain the necessary approvals from the Capital Markets Board and other relevant authorities for the transactions listed above;

7) Following the receipt of the said approvals, to apply to the Istanbul Trade Registry Directorate for the registration of the merger transaction.

Within this scope, the necessary application was submitted to the Capital Markets Board on 31 December 2025 together with the attached documents.

Respectfully submitted for the information of the general public and investors.

*In case of any discrepancy between the Turkish and the English versions of this disclosure, the Turkish version shall prevail.*

#### Documents Regarding Merger

**Appendix: 1** 1 - Duyuru Metni.pdf - Announcement Text

**Appendix: 2** 2 - Birleşme Sözleşmesi.pdf - Merger Contract

**Appendix: 3** 3 - Peker GYO - Birleşme YK Kararı.pdf - Other

**Appendix: 4** 4 - DIGH Maslak - Birleşme Müdürler Kurulu Kararı.pdf - Other

**Appendix: 5** 5 - Peker GYO 30.09.2025 Finansal Tablolar.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.