



## KAMUYU AYDINLATMA PLATFORMU

# ÇELEBİ HAVA SERVİSİ A.Ş. Notification Regarding Merger



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

# Notification Regarding Merger

<b>Summary Info</b>	Board of Directors decision regarding the simplified merger of Çelebi Kargo Depolama ve Dağıtım Hizmetleri A.Ş., wholly owned by our Company, through its acquisition by our Company.
<b>Update Notification Flag</b>	No
<b>Correction Notification Flag</b>	No
<b>Postponed Notification Flag</b>	No

<b>Board Decision Date</b>	03.02.2026
<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
Çelebi Kargo Depolama ve Dağıtım Hizmetleri Anonim Şirketi				

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, TRECLBI00011	9.720.000			9.720.000	
B Grubu, İşlem Görmüyor, TRECLBI00029	5.238.000			5.238.000	
<b>C Grubu, CLEBI, TRACLEBI91M5</b>	<b>9.342.000</b>			<b>9.342.000</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>	24.300.000 TL	0 TL	0 TL	24.300.000 TL

## Additional Explanations

At the meeting of the Board of Directors of our Company held on 03.02.2026;

- Pursuant to Articles 136 et seq. of the Turkish Commercial Code No. 6102 ("TCC"), Articles 19 and 20 of the Corporate Tax Law No. 5520, and considering that our Company is a publicly traded company whose shares are listed on the stock exchange, within the scope of the relevant provisions of the Capital Markets Law No. 6362 ("CML"), the Communiqué on Mergers and Demergers (II-23.2) of the Capital Markets Board ("CMB") and other applicable legislation, the merger of our Company by way of acquisition through the transfer, as a whole, of all assets and liabilities of Çelebi Kargo Depolama ve Dağıtım Hizmetleri A.Ş., our subsidiary in which our Company holds 100% of the shares constituting its share capital as the sole shareholder, into our Company (the "Merger"),
- As our Company, as the transferee, is the sole shareholder holding all voting shares of Çelebi Kargo Depolama ve Dağıtım Hizmetleri A.Ş., and as no capital increase will be made by our Company in the Merger Transaction, the Merger Transaction being carried out under the "simplified merger procedure" pursuant to Articles 155 and 156 of the TCC and Article 13 of the CMB Communiqué on Mergers and Demergers (II-23.2),
- The Merger Transaction being effected through the simplified merger procedure pursuant to Article 13 of the CMB Communiqué on Mergers and Demergers (II-23.2), no merger report prepared pursuant to Article 147 of the TCC being required, and pursuant to Article 13/2 of the said Communiqué, no independent audit report, merger report or expert institution report being prepared,
- The Merger Transaction not falling within the scope of the CMB Communiqué on Significant Transactions and the Right of Exit (II-23.3) and that no exit right will be granted to the shareholders pursuant to Article 15/ç thereof,

5. No capital increase will be made due to the Merger Transaction, that the transaction will not have a material impact on the financial statements, and that no cash outflow will arise,
6. As no amendment to our Company's articles of association will be required within the scope of the Merger Transaction, there being no need to apply to the Ministry of Trade for permission under the Communiqué on Increasing the New Minimum Capital Amounts of Joint Stock and Limited Liability Companies and Determining the Joint Stock Companies Subject to Permission in Establishment and Amendments to Articles of Association,
7. In relation to the Merger Transaction, the announcement text, merger agreement and other information and documents required under the CMB Communiqué on Mergers and Demergers (II-23.2) being prepared together with other necessary information and documents and submitted to the Capital Markets Board for approval,
8. In the Merger Transaction, the financial statements dated 30.09.2025 prepared by the Companies party to the Merger Transaction in accordance with the accounting standards under the CML being taken as basis in the applications to be made to the CMB,
9. The merger agreement to be executed between our Company and Çelebi Kargo Depolama ve Dağıtım Hizmetleri A.Ş. being accepted without being submitted to the approval of the General Assembly of our Company,
10. It has been resolved unanimously to authorize the persons authorized to represent and bind our Company to prepare and execute, on behalf of our Company, the merger agreement and the announcement text regarding the Merger, and without limitation thereto, all documents and petitions to be submitted to all relevant public institutions and authorities within the scope of the Merger Transaction.

This Material Disclosure Announcement is prepared in Turkish and in English. In case of any discrepancy between the two versions, Turkish disclosure will prevail.

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.