



KAMUYU AYDINLATMA PLATFORMU

PEKER GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş. Material Event Disclosure (General)

Summary

Stock Purchase Agreement



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

Material Event Disclosure General

Related Companies ☐

Related Funds ☐

Material Event Disclosure General	
Update Notification Flag	Evet (Yes)
Correction Notification Flag	Hayır (No)
Date Of The Previous Notification About The Same Subject	17.02.2026, 28.07.2025
Postponed Notification Flag	Hayır (No)
Announcement Content	
Explanations	

Our Company has received the following statement from Hasan Peker, who transferred the Group A shares held in our Company, and from Tera Yatırım Holding A.Ş., which acquired such Group A shares:

The transaction concerning the acquisition by Tera Yatırım Holding A.Ş. ("Tera Holding") of a total of 314,754,719.8 Group A shares of Peker Gayrimenkul Yatırım Ortaklığı A.Ş. ("Peker GYO"), representing 6.3% of its share capital and conferring the privilege to nominate all members of the board of directors, from Hasan Peker, has been completed today (27 February 2026).

The said share transfer was approved by the Sermaye Piyasası Kurulu ("SPK"), as announced in the SPK's Bulletin dated 12 February 2026 and numbered 2026/8.

As a result of this transaction, Tera Holding has acquired management control over Peker GYO. Accordingly, pursuant to Article 11, paragraph 4 of the Communiqué No. II-26.1 on Mandatory Tender Offers (the "Takeover Bid Communiqué"), an obligation has arisen to launch a mandatory tender offer addressed to the shareholders to be identified in accordance with the list to be prepared by Merkezi Kayıt Kuruluşu A.Ş., indicating the shareholders to whom the tender offer will be made and the respective number of shares.

Pursuant to Article 15/1(a) of the Takeover Bid Communiqué, in the event of a direct change in the management control of the target company, the tender offer price may not be lower than the higher of: (i) the arithmetic average of the daily adjusted weighted average market prices formed during the six-month period preceding the public disclosure date of the agreement regarding the sale of shares, or of the acquisition of management control without a change in shareholding; and (ii) the highest price paid for shares of the same group of the target company by the offeror or persons acting in concert with the offeror, including the share purchases giving rise to the tender offer obligation, within the six-month period preceding the date on which the tender offer obligation arose.

The arithmetic average of the daily weighted average market prices formed during the six-month period preceding 28 July 2025, being the date on which the agreement regarding the sale of Peker GYO shares was publicly disclosed, was TRY 1.39. On 12 January 2026, Tera Yatırım Bankası A.Ş., of which 95% of the share capital is owned by Emre Tezmen—who is also the sole shareholder and Chairman of the Board of Tera Holding—purchased Peker GYO shares at a price of TRY 11.16. Accordingly, the tender offer price has been determined as TRY 11.16.

A mandatory tender offer will be launched for up to 4,685,245,280.10 shares with a nominal value of TRY 4,685,245,280.10 in total. The exact number of shares will be determined in accordance with Article 11, paragraph 4 of the Takeover Bid Communiqué, based on the list to be prepared by the Central Securities Depository indicating the shareholders and the respective share amounts subject to the tender offer. The final determination of the tender offer price and other matters, including the commencement and closing dates of the offer, will become definitive upon the approval of the Board.

Pursuant to Article 13 of the Takeover Bid Communiqué, an application will be filed with the SPK within six business days following today (27 February 2026) in order to initiate the tender offer process.

Our Company aims to ensure the sustainable growth of Peker GYO, enhance asset quality, and maximize shareholder value. In this context, portfolio optimization, efficiency analyses, and a strategic focus on projects with high return potential are envisaged. Furthermore, it is anticipated that operational and financial synergies will be generated through the financing and project development capabilities within the Tera Group.

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.

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.