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KAMUYU AYDINLATMA PLATFORMU

LYDİA YEŞİL ENERJİ KAYNAKLARI A.Ş.
Notification Regarding Merger

Notification Regarding Merger

Summary Info	Submission of Revised Documents Regarding Merger Transactions
Update Notification Flag	No
Correction Notification Flag	Yes
Postponed Notification Flag	No
Related Companies	BTCIM, LYDHO
Reason of Correction	**Submission of Revised Documents Regarding Merger Transactions**

Board Decision Date	27.02.2026
Merger Model	Merger Through Acquisition
Date Of Financial Statements Base To Merger	31.12.2025
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
Batıliman Liman İşletmeleri A.Ş.	Not Trading On The Stock Exchange	0,00006026	B	Bearer

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, TRETKGD00025	59.488,99			59.488,99	
B Grubu, LYDYE, TRETKGD00017	**1.831.580,69**	**1.807.857,48**		**3.639.438,17**	**B Grubu, LYDYE, TRETKGD00017**

	Paid In Capital	Amount Of Capital To Be Increased Due To The Acquisition (TL)	Capital To Be Decreased (TL)	Target Capital
TOTAL	1.891.069,68 TL	1.807.857,48 TL	0 TL	3.698.927,16 TL

Capital Market Board Application Date Regarding Merger	27.02.2026

Additional Explanations

Pursuant to the Board of Directors Resolution of our Company dated 27.02.2026 and numbered 2026/5, it was previously announced to the public that it had been resolved to merge Lydia Yeşil Enerji Kaynakları A.Ş. with Batıliman Liman İşletmeleri A.Ş. through the acquisition of all assets and liabilities of Batıliman Liman İşletmeleri A.Ş. as a whole by our Company.

Due to the revision of the expert institution report prepared as the basis for the merger and certain other updates, the Board of Directors of our Company has adopted a new Board Resolution replacing the Board Resolution dated 27.02.2026 and numbered 2026/5, titled "Board Resolution on Merger by Acquisition, Capital Increase, Exit Right and Amendment to the Articles of Association."

In this context, the Board of Directors resolved as follows:

The Board of Directors, pursuant to Article 6 of the Capital Markets Board's Communiqué on Material Events (II-15.1) titled " Postponement of Disclosure of Inside Information", resolved on 16.02.2026 to postpone the disclosure of the inside information regarding the following matter:

"Following the evaluations conducted for the purpose of diversifying the Company's business activities, non-binding and conditional negotiations shall be held regarding the potential merger of Batıliman Liman İşletmeleri A.Ş., a subsidiary 90% owned by Batıçim Batı Anadolu Çimento Sanayii A.Ş. and located at Ankara Caddesi No:335, 35050 Bornova/İzmir, through its transfer to Lydia Yeşil Enerji Kaynakları A.Ş., in accordance with the Communiqué on Mergers and Demergers (II-23.2) of the Capital Markets Board, the Turkish Commercial Code No. 6102, the Corporate Tax Law No. 5520 and the relevant legislation."

Following the completion of the negotiations regarding the merger of Batıliman Liman İşletmeleri A.Ş. into Lydia Yeşil Enerji Kaynakları A.Ş., the Board of Directors resolved as follows:

1. Subject to obtaining the approval of the Capital Markets Board and the approval of the Merger Agreement by the General Assembly, Batıliman Liman İşletmeleri A.Ş. shall be merged into Lydia Yeşil Enerji Kaynakları A.Ş. by way of acquisition, whereby all of the assets and liabilities of Batıliman Liman İşletmeleri A.Ş. shall be transferred to Lydia Yeşil Enerji Kaynakları A.Ş. as a whole, in accordance with Articles 134 et seq. of the Turkish Commercial Code No. 6102, Articles 18, 19 and 20 of the Corporate Tax Law No. 5520, Articles 23 and 24 of the Capital Markets Law No. 6362, the Communiqué on Mergers and Demergers (II-23.2), the Communiqué on Material Transactions and Exit Rights (II-23.3), and the relevant legislation.

2. The merger transaction shall be carried out based on the independently audited financial statements and notes of the parties to the merger dated 31.12.2025, prepared in accordance with the applicable Capital Markets Board regulations.

3. The merger ratio, exchange ratio, the amount of the capital increase to be made by our Company due to the merger, and the number of shares to be allocated to the shareholders of Batıliman Liman İşletmeleri A.Ş. shall be determined based on the Expert Institution Report prepared in accordance with Article 7 of the Communiqué on Mergers and Demergers (II-23.2), ensuring compliance with the relevant legislation in a fair, reasonable and unequivocal manner. The Merger Agreement, Merger Report, Announcement Text and all other related documents prepared within the scope of the merger shall likewise be based on the said Expert Institution Report. The agreement executed with Bizim Menkul Değerler A.Ş. for this purpose was approved.

4. Pursuant to Articles 145 and 147 of the Turkish Commercial Code, the Merger Agreement and the Merger Report shall be prepared.

5. Based on the Final Expert Institution Report dated 01.07.2026 and numbered UKRLYDYE20260701 prepared by Bizim Menkul Değerler A.Ş., the Company's share capital shall be increased by TRY 1,807,857.48 through the restriction of the pre-emptive rights of the existing shareholders. All newly issued shares corresponding to such capital increase shall be allocated to the shareholders of Batıliman Liman İşletmeleri A.Ş. in consideration of the acquisition of Batıliman Liman İşletmeleri A.Ş., in proportion to their respective shareholdings therein. Fractional shares resulting from rounding of the exchange ratio shall be adjusted so that the aggregate nominal value of the shares to be allocated equals TRY 1,807,857.48. Accordingly, the Company's issued share capital after the merger shall increase to TRY 3,698,927.16, and an amendment to Article 6 ("Capital and Shares") of the Articles of Association shall be submitted to the Capital Markets Board for approval. Furthermore, Articles 2 ("Trade Name"), 3 ("Purpose and Scope") and 4 ("Registered Office") of the Articles of Association shall be amended, subject to the approvals of the Capital Markets Board and the Ministry of Trade, in order to reflect the merger transaction and the Company's new fields of activity.

6. Upon completion of all required documentation, the necessary announcements regarding shareholders' right to examine the merger documents shall be made pursuant to Article 149 of the Turkish Commercial Code and the applicable capital markets legislation.

7. Since our Company, as the surviving listed entity, will be the acquiring party and the capital increase ratio resulting from the merger has been calculated as 95.60% based on the Expert Institution Report, the merger qualifies as a material transaction pursuant to subparagraph (2) of paragraph (b) of Article 5/1 of the Communiqué on Material Transactions and Exit Rights (II-23.3). Accordingly, shareholders attending the General Assembly meeting approving the merger, voting against the resolution and recording their dissent in the meeting minutes shall be entitled to exercise their exit right.

8. Pursuant to Article 24 of the Capital Markets Law No. 6362 and the provisions of Chapter Four of the Communiqué on Material Transactions and Exit Rights (II-23.3), the exit right price has been calculated as TRY 14,006.48 per share with a nominal value of TRY 1.00, based on the arithmetic average of the adjusted weighted average market prices formed on Borsa İstanbul during the six-month period preceding the first public disclosure of the Board of Directors' resolution regarding the merger negotiations (30.08.2025 – 26.02.2026). Accordingly, the exit right shall be exercised at TRY 14,006.48 per share with a nominal value of TRY 1.00.

9. It has been noted that the Final Expert Institution Report dated 01.07.2026 and numbered UKRLYDYE20260701, prepared by Bizim Menkul Değerler A.Ş., includes the following conclusions:

- The final equity value for the merger has been calculated as TRY 9,207,825,115 for Lydia Yeşil Enerji and TRY 8,802,655,810 for Batıliman.
- The merger ratio has been calculated as 0.511248153 for Lydia Yeşil Enerji and 0.488751847 for Batıliman.
- Lydia Yeşil Enerji's share capital consists of 1,891,069.68 shares with a nominal value of TRY 1 each, corresponding to a total share capital of TRY 1,891,069.68.
- Batıliman's share capital consists of 30,000,000,000 shares with a nominal value of TRY 0.01 each, corresponding to a total share capital of TRY 300,000,000.
- The exchange ratio has been calculated as 0.00006026, whereby one Batıliman share with a nominal value of TRY 0.01 shall be exchanged for 0.00006026 Lydia Yeşil Enerji shares with a nominal value of TRY 1.00.
- The Expert Institution has concluded that the exchange ratio calculated based on the assumptions used in determining the merger values of the companies is fair and reasonable.
- In total, 1,807,857.48 Lydia Yeşil Enerji shares with a nominal value of TRY 1.00 each shall be issued in exchange for all 30,000,000,000 Batıliman shares.
- Lydia Yeşil Enerji's share capital shall be increased by 95.60%, from TRY 1,891,069.68 to TRY 3,698,927.16.

10. Without limitation to the foregoing, all actions and transactions required until the final completion of the merger, including all applications to the Capital Markets Board, Borsa İstanbul, the Central Securities Depository (MKK), Takasbank and all other competent authorities, as well as all required announcements and legal procedures, shall be carried out.

11. For these purposes, the persons authorized to represent the Company pursuant to the Company's signature circular are authorized, without any monetary limitation, to carry out all necessary actions and transactions, obtain the required approvals, submit applications and finalize the merger process in accordance with the applicable legislation.

The above resolutions were unanimously adopted by the members attending the meeting.

Within this framework, the Announcement Text, Merger Agreement, Merger Report, Expert Institution Report, Draft Amendments to the Articles of Association, and the Projected Opening Balance Sheet, which have been submitted to the review of the Capital Markets Board, are attached herewith.

Respectfully announced to the public and our investors.

The Material Event Disclosure has been prepared in Turkish and English and in case of any contradiction between the two texts, the Turkish disclosure shall prevail.

Documents Regarding Merger

Appendix: 1	Duyuru Metni.pdf - Announcement Text
Appendix: 2	Birleşme Sözleşmesi.pdf - Merger Contract
Appendix: 3	Birleşme Raporu.pdf - Merger Report
Appendix: 4	Lydia Enerji-Batıliman Uzman Kuruluş Raporu BMD_01072026.pdf - Expert Institution Report
Appendix: 5	Esas Sözleşme Tadil Metni.pdf - Other
Appendix: 6	Tahmini Açılış Bilançosu.pdf - Estimated Opening Balance Sheet

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.