



## KAMUYU AYDINLATMA PLATFORMU

# RÖNESANS GAYRİMENKUL YATIRIM A.Ş. Notification Regarding Merger



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

# Notification Regarding Merger

|                              |                                                                                                               |
|------------------------------|---------------------------------------------------------------------------------------------------------------|
| Summary Info                 | Trade Registration Regarding Facilitated Merger with Our Subsidiary of Which Our Company Holds 100% of Shares |
| Update Notification Flag     | Yes                                                                                                           |
| Correction Notification Flag | No                                                                                                            |
| Postponed Notification Flag  | No                                                                                                            |

|                                             |                            |
|---------------------------------------------|----------------------------|
| Board Decision Date                         | 06.07.2026                 |
| 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 |
|----------------------------------------------------------------------------|-----------------------------------------------------------------|---------------------|-------------------------------------------------------------------|------------------------------------------------------------------|
| Cevizli Gayrimenkul Yatırım İnşaat Turizm Sanayi ve Ticaret Anonim 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, TRERSGY00028 | 168.810.000     |                                                               |                              | 168.810.000    |                                      |
| B Grubu, RGYAS, TRERSGY00036          | 162.190.000     |                                                               |                              | 162.190.000    |                                      |

|       | Paid In Capital | Amount Of Capital To Be Increased Due To The Acquisition (TL) | Capital To Be Decreased (TL) | Target Capital |
|-------|-----------------|---------------------------------------------------------------|------------------------------|----------------|
| TOTAL | 331.000.000 TL  | 0 TL                                                          | 0 TL                         | 331.000.000 TL |

|                                                          |            |
|----------------------------------------------------------|------------|
| Capital Market Board Application Date Regarding Merger   | 06.07.2026 |
| Capital Market Board Application Result Regarding Merger | APPROVAL   |
| Capital Market Board Approval Date Regarding Merger      | 23.09.2026 |
| Registry Date of Merger Via Facilitated Procedure        | 30.09.2026 |

## Additional Explanations

At the Board of Directors meeting of our Company held on 06.07. 2026, it was resolved, in accordance with Articles 19 and 20 of the Corporate Tax Law No. 5520 ("CTL"), as well as the provisions of the Turkish Commercial Code No. 6102 ("TCC"), the

Capital Markets Law No. 6362 ("CML"), and the Capital Markets Board's ("CMB") Communiqué on Mergers and Demergers No. II-23.2 ("Merger and Demerger Communiqué"), that:

1. Our wholly owned subsidiary, olan Cevizli Gayrimenkul Yatırım İnşaat Turizm Sanayi ve Ticaret A.Ş., registered with the Ankara Trade Registry under number 460374, will be merged into our Company through the "simplified merger procedure" by way of transferring all its assets and liabilities to our Company as a whole, without liquidation.
2. The merger transaction shall be carried out based on the financial statements dated 31.12.2025, of the merging entities.
3. Pursuant to Article 13/2 of the Merger and Demerger Communiqué, as the merger will be conducted through the simplified merger procedure, a Merger Report shall not be prepared, and no independent audit report or expert opinion shall be obtained.
4. In accordance with Article 15/c of the Capital Markets Board's Communiqué No. II-23.3 on "Material Transactions and Exit Rights," the merger will not give rise to the right to exit for our shareholders, and no capital increase shall be made due to the merger.
5. Pursuant to Article 156 of the TCC, the right to review under Article 149 of the TCC shall not be exercised.
6. Pursuant to Article 156 of the TCC, the merger transaction shall not be submitted for approval by the General Assembly.
7. The Merger Agreement dated 06.07.2026, prepared in relation to the aforementioned transactions, has been approved without the need for submission to the General Assembly.
8. The Company shall apply to the Capital Markets Board for approval of the merger transaction on the same date (06.07.2026) together with the Board of Directors' resolution and other required documents, including the Merger Agreement and Disclosure Document prepared in accordance with the Merger and Demerger Communiqué.
9. The Company management has been authorized to carry out all necessary transactions and obtain the required approvals related to the merger.

In this context, our Company submitted an application to the Capital Markets Board on 06.07.2026, requesting approval for the merger of our wholly owned subsidiary Cevizli Gayrimenkul Yatırım İnşaat Turizm Sanayi ve Ticaret A.Ş., into our Company through the "Simplified Merger Procedure," together with the related Board resolution and other required documentation.

In this context, the application submitted to the Capital Markets Board on July 6, 2026 has been approved by the Capital Markets Board on September 23, 2026. The merger of Cevizli Gayrimenkul Yatırım İnşaat Turizm Sanayi ve Ticaret A.Ş., into the Company through the simplified merger procedure was registered with the Ankara Trade Registry Directorate on 30 September 2026.

Within the scope of the merger transaction, the CMB approved announcement text and merger agreement are attached hereto.

This statement has been translated into English for informational purposes. In case of a discrepancy between the Turkish and the English versions of this disclosure statement, the Turkish version shall prevail.

## Documents Regarding Merger

### Appendix: 1

BİRLEŞME SÖZLEŞMESİ (1).pdf - Merger Contract

### Appendix: 2

SPK ONAYLI DUYURU METNİ.pdf - Announcement Text

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.