Date and time of publication on KAP: 01.10.2026 19:25:37
https://www.kap.org.tr/en/Bildirim/1670999

KAMUYU AYDINLATMA PLATFORMU

MONDİ TURKEY OLUKLU MUKAVVA KAĞIT VE AMBALAJ SANAYİ A.Ş.
Notification Regarding Merger

Notification Regarding Merger

Summary Info	Board of Directors' Resolution regarding the merger of Doğal Kağıt Hammaddeleri San. ve Tic. Limited Şirketi, our 100% subsidiary, into our Company through acquisition under the simplified procedure
Update Notification Flag	No
Correction Notification Flag	No
Postponed Notification Flag	No

Board Decision Date	01.10.2026
Merger Model	Merger Through Acquisition
Date Of Financial Statements Base To Merger	30.06.2026
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
Doğal Kağıt Hammaddeleri Sanayi ve Ticaret 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
MNDTR, TRATIREW91D1	**1.049.040.805,98**	**0**	**0**	**1.049.040.805,98**	

	Paid In Capital	Amount Of Capital To Be Increased Due To The Acquisition (TL)	Capital To Be Decreased (TL)	Target Capital
TOTAL	1.049.040.805,98 TL	0 TL	0 TL	1.049.040.805,98 TL

Additional Explanations

Within the framework of the merger under the simplified procedure of Doğal Kağıt Hammaddeleri Sanayi ve Ticaret Limited Şirketi ("**Doğal Kağıt**"), our 100% subsidiary, into our Company as a whole with all its assets and liabilities, at the Board of Directors meeting dated 01/10/2026:

Within the framework of Articles 18, 19, and 20 of Corporate Tax Law No. 5520 ("**CTL**"), Articles 136 et seq. of the Turkish Commercial Code No. 6102 ("**TCC**"), the Capital Markets Law No. 6362 ("**CML**"), and the provisions of the Communiqué on Mergers and Spin-offs No. II-23.2 of the Capital Markets Board ("**Communiqué on Mergers and Spin-offs**") of the Capital Markets Board ("**CMB**"):

1. To merge Doğal Kağıt, registered with the Istanbul Trade Registry under trade registry number 978886-0, with tax identification number 3020527512, located at Barbaros Mah. Begonya Sk. Alive Tower Blok No: 7 İç Kapı No: 26 Ataşehir/ İstanbul through its acquisition by our Company as the sole shareholder owning the entire capital and all voting shares of Doğal Kağıt, whereby all assets and liabilities of Doğal Kağıt are transferred to our Company as a whole and Doğal Kağıt is merged through dissolution without liquidation within our Company, and to carry out the merger transaction in a simplified procedure pursuant to Article 155 of the TCC and Article 13 of the CMB's Communiqué on Mergers and Divisions, and to prepare the Merger Agreement and other relevant information and documents for this purpose,

2. To base the merger transaction and the calculations to be made regarding the said merger transaction on the limited review financial statements dated 30/06/2026 within the scope of Article 6 of the Communiqué on Mergers and Spin-offs,

3. Pursuant to Article 155/1(a) of the TCC and Article 13/2 of the Communiqué on Mergers and Spin-offs, due to the fact that the merger will be carried out through a simplified merger procedure, not to prepare a merger report, not to obtain an independent audit report and an expert institution opinion pursuant to Article 156 of the TCC, and not to prepare the board of directors report referred to in Article 147 of the TCC,

4. Since the entire capital and all voting shares of Doğal Kağıt are owned by our Company, pursuant to the provisions of the TCC and the Communiqué on Mergers and Spin-offs, there is no need for any capital increase, exit compensation, or equalization payment within our Company,

5. Pursuant to Article 15/ç of the Communiqué on Significant Transactions and the Right to Exit No. II-23.3 of the CMB, no right to exit will arise for our shareholder,

6. Since there is no change in management control at Doğal Kağıt, no tender offer obligation will arise under the CMB's Communiqué on Tender Offers No. II-26.1, and therefore no application will be made to the CMB regarding a tender offer obligation,

7. Pursuant to Article 156 of the TCC, not to exercise the inspection right regulated under Article 149 of the TCC,

8. To prepare the announcement text, the Merger Agreement, and other required information and documents within the scope of the applications regarding the merger transaction together with Mondi Turkey pursuant to the Communiqué on Mergers and Spin-offs, and to complete the necessary acts and transactions for carrying out the application to be made to the CMB for the approval of the announcement text regarding the merger transaction,

9. Following the receipt of approval from the CMB for the merger transaction, to submit the Merger Agreement dated 01/10/ 2026 signed between our Company and Doğal Kağıt for the approval of the board of directors pursuant to Article 156 of the TCC, without submitting it for the approval of the general assembly,

10. To authorize and appoint Ayşe İlik with Turkish ID No XXX, Duygu Sürer Saltık with Turkish ID No XXX, Murat Yavuz with Turkish ID No XXX, and Gülçin Turgut Saygı with Turkish ID No XXX to carry out, within the scope of the process for the simplified merger of our Company through the acquisition of Doğal Kağıt: the preparation and execution of the Merger Agreement, Announcement Text, financial statements, balance sheets, announcement to the creditors, registered assets and branches declarations, declaration to confirm there is no Competition Authority clearance requirement and other relevant information and documents; making necessary applications before the Capital Markets Board and relevant public institutions, tracking approval processes, having the announcement text approved, and carrying out special situation disclosures through the Public Disclosure Platform; carrying out registration and announcement procedures; making notifications regarding the

termination of commercial and operational contracts and concluding contracts tied to such termination; and including but not limited to conducting all transactions required to be made with third parties and public institutions, to perform all acts and transactions in connection with this resolution, and to issue a power of attorney to them in this regard, if necessary,

was unanimously resolved by those present.

Respectfully announced to the public.

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.