



**KAMUYU AYDINLATMA PLATFORMU**

# **İŞ GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş.**

## **Notification Regarding Merger**

# Notification Regarding Merger

|                                     |   |
|-------------------------------------|---|
| <b>Summary Info</b>                 | Şirketimizin TSKB Gayrimenkul Yatırım Ortaklığı A.Ş. ile birleşmesi işlemine ilişkin SPK başvurusu hakkında |
| <b>Update Notification Flag</b>     | Yes   |
| <b>Correction Notification Flag</b> | No  |
| <b>Postponed Notification Flag</b>  | No  |
| <b>Related Companies</b>            | TSGYO   |

|  |                            |
|--|----------------------------|
| <b>Board Decision Date</b>                         | 18.04.2017                 |
| <b>Merger Model</b>                                | Merger Through Acquisition |
| <b>Date Of Financial Statements Base To Merger</b> | 31.12.2016                 |
| <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 |
|---|---|---------------------|---|--|
| TSKB GAYRİMENKUL YATIRIM ORTAKLIĞI A.Ş. | Trading On The Stock Exchange                                   | 0,31512588          | B   | Registered   |

| 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, TREISGY00019 | 1.305.357,105          |   |                              | 1.305.357,105          |                                      |
| <b>B Grubu, ISGYO, TRAISGYO91Q3</b>   | <b>912.444.642,895</b> | <b>47.268.883</b>   |                              | <b>959.713.525,895</b> | <b>B Grubu, ISGYO, TRAISGYO91Q3</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> | 913.750.000 TL  | 47.268.883 TL   | 0 TL                         | 961.018.883 TL |

|   |            |
|---|------------|
| <b>Capital Market Board Application Date Regarding Merger</b> | 14.06.2017 |
|---|------------|

## Additional Explanations

İlgili mevzuat hükümleri çerçevesinde, TSKB Gayrimenkul Yatırım Ortaklığı A.Ş.'nin tüm aktif ve pasif malvarlığı unsurlarının bir bütün halinde Şirketimiz tarafından devralınması suretiyle TSKB Gayrimenkul Yatırım Ortaklığı A.Ş. ile Şirketimiz bünyesinde birleşmesi işlemine ilişkin olarak, ekteki imzalı Duyuru Metni Taslağı ve II-23.2 sayılı Birleşme ve Bölünme Tebliği uyarınca gerekli diğer bilgi ve belgeler ile birlikte Sermaye Piyasası Kurulu'na başvuru yapılmıştır.

## Documents Regarding Merger

|                    |   |
|--------------------|---|
| <b>Appendix: 1</b> | UZMAN KURULUŞ RAPORU 13.06.2017.pdf - Expert Institution Report |
|--------------------|---|

|                    |  |
|--------------------|--|
| <b>Appendix: 2</b> | Birleşme Raporu.pdf - Merger Report          |
| <b>Appendix: 3</b> | Birleşme Sözleşmesi.pdf - Merger Contract    |
| <b>Appendix: 4</b> | Ana Sözleşme Tadil Metni.pdf - Other         |
| <b>Appendix: 5</b> | Duyuru Metni Taslağı.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.