

RÖNESANS GAYRİMENKUL YATIRIM A.Ş.

Notification Regarding Merger

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Summary Info	Capital Market Board Application Regarding Facilitated Merger with Our Subsidiaries of Which Our Company Holds 100% of Shares
Update Notification Flag	No
Correction Notification Flag	No
Postponed Notification Flag	No

Board Decision Date	07.02.2025
Merger Model	Merger Through Acquisition
Date Of Financial Statements Base To Merger	31.12.2024
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
Göksu Gayrimenkul Yatırım İnşaat Turizm Sanayi ve Ticaret A.Ş.	Not Trading On The Stock Exchange			
Mel 2 Gayrimenkul Geliştirme Yatırım İnşaat ve Ticaret A.Ş.	Not Trading On The Stock Exchange			
Mel 4 Gayrimenkul Geliştirme Yatırım İnşaat ve Ticaret A.Ş.	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	297.642.550			297.642.550	
B Grubu, RGYAS, TRERSGY00036	33.357.450			33.357.450	

	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	07.02.2025
Capital Market Board Application Date	07.02.2025

Additional Explanations

At the Board of Directors meeting of our Company held on February 7, 2025, 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 subsidiaries, Göksu Gayrimenkul Yatırım İnşaat Turizm Sanayi ve Ticaret Anonim Şirketi, registered with the Ankara Trade Registry under number 234792; Mel 2 Gayrimenkul Geliştirme Yatırım İnşaat ve Ticaret Anonim Şirketi, registered under number 294527; and Mel 4 Gayrimenkul Geliştirme Yatırım İnşaat ve Ticaret Anonim Şirketi, registered under number 302977, shall be merged into our Company through the "simplified merger procedure" by way of transfer of all their assets and liabilities as a whole to our Company, without liquidation.
2. The merger transaction shall be carried out based on the financial statements dated December 31, 2024, 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 February 7, 2025, 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 (February 7, 2025) 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 February 7, 2025, requesting approval for the merger of our wholly owned subsidiaries, Göksu Gayrimenkul Yatırım İnşaat Turizm Sanayi ve Ticaret A.Ş., Mel 2 Gayrimenkul Geliştirme Yatırım İnşaat ve Ticaret A.Ş., and Mel 4 Gayrimenkul Geliştirme Yatırım İnşaat ve Ticaret A.Ş., into our Company through the "Simplified Merger Procedure," together with the related Board resolution and other required documentation.

The Merger Agreement and Disclosure Document 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

DUYURU METNİ.pdf - Announcement Text

Appendix: 2

BİRLEŞME SÖZLEŞMESİ.pdf - Merger Contract

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.