



**KAMUYU AYDINLATMA PLATFORMU**

# **AG ANADOLU GRUBU HOLDİNG A.Ş. Notification Regarding Merger**



# Notification Regarding Merger

<b>Summary Info</b>	Announcement regarding the application to CMB for the approval of merger with Anadolu Termik Santralleri Elektrik Üretim A.Ş
<b>Update Notification Flag</b>	Yes
<b>Correction Notification Flag</b>	No
<b>Postponed Notification Flag</b>	No

<b>Board Decision Date</b>	21.12.2018
<b>Merger Model</b>	Merger Through Acquisition
<b>Date Of Financial Statements Base To Merger</b>	30.09.2018
<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
Anadolu Termik Santralleri Elektrik Üretim 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
<b>A Grubu, AGHOL, TRAYAZIC91Q6</b>	<b>194.827.614,36</b>			<b>194.827.614,36</b>	
B Grubu, İşlem Görmüyor, TREYAZI00017	48.706.903,6			48.706.903,6	

	Paid In Capital	Amount Of Capital To Be Increased Due To The Acquisition (TL)	Capital To Be Decreased (TL)	Target Capital
<b>TOTAL</b>	243.534.517,96 TL	0 TL	0 TL	243.534.517,96 TL

<b>Capital Market Board Application Date</b>	10.01.2019
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## Additional Explanations

As announced earlier, our 100% owned inactive subsidiary Anadolu Termik Santralleri Elektrik Üretim A.Ş. will be merged with our company through facilitated merger method, in accordance with the Turkish Commercial Code No. 6102, item 155/1-a and other items related with mergers, Corporate Tax Law No. 5520 articles 19 and 20, article 23 of Capital Markets Law and related other provisions, Capital Markets Board's Communique on Merger and Demergers numbered II-23.2 and other communiques, resolutions and other related legislative provision. In this regard, we have applied to the Capital Markets Board regarding the approval of this merger as of January 10, 2019.

**Appendix: 1**

Birleşme Sözleşmesi.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.