



## KAMUYU AYDINLATMA PLATFORMU

# KARTONSAN KARTON SANAYİ VE TİCARET A.Ş. Notification Regarding Merger

# Notification Regarding Merger

<b>Summary Info</b>	It has been decided to initiate a facilitated merger procedure for Dönkasan Dönüştürülen Atık Kağıt San.ve Tic. A.Ş., which is a 100% subsidiary of our Company.
<b>Update Notification Flag</b>	No
<b>Correction Notification Flag</b>	No
<b>Postponed Notification Flag</b>	No

<b>Board Decision Date</b>	07.10.2024
<b>Merger Model</b>	Merger Through Acquisition
<b>Date Of Financial Statements Base To Merger</b>	30.06.2024
<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
Dönkasan Dönüştürülen Atık Kağıt San. ve Tic. A.Ş.	Not Trading On The Stock Exchange	0		

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, TREKRTN00013	52,872	0	0	52,872	
<b>B Grubu, KARTN, TRAKARTN91D4</b>	<b>74.999.947,128</b>	<b>0</b>	<b>0</b>	<b>74.999.947,128</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>	75.000.000 TL	0 TL	0 TL	75.000.000 TL

## Additional Explanations

Pursuant to the provisions of Article 155, paragraph 1, subparagraph a and Article 156 of the Turkish Commercial Code No. 6102, Articles 19 and 20 of the Corporate Tax Law No. 5520, KVK General Communiqué Serial No. 1, Trade Registry Regulation and other legislation provisions and Article 13 of the Capital Markets Board Communiqué on Mergers and Demergers No. II-23.2, the following have been decided at the Board of Directors meeting of our Company dated 07.10.2024:

1) To commence the procedures for the merger of Dönkasan Dönüştürülen Atık Kağıt Sanayi ve Ticaret Anonim Şirketi, which is our 100% subsidiary, registered under the registration number 978882-0 of the Istanbul Trade Registry Directorate, with the Mersis number 0311036837000013, with all its assets, liabilities, rights and obligations being taken over by our Company as a whole, in a facilitated manner,

2) The preparation of the "Merger Agreement" and other required documents to be prepared within the framework of the relevant legislation,

- 3) The provision of the relevant Certified Public Accountant's report in preparation of the merger transaction and establishment of all other matters,
- 4) The merger transaction shall be carried out on the basis of the financial statements of the merging companies dated 30.06.2024,
- 5) Pursuant to Article 13 of the Capital Markets Board's Communiqué on Merger and Demerger numbered II-23.2, the Board of Directors' merger report required by Article 147 of the Turkish Commercial Code shall not be prepared since the merger will be carried out through the facilitated merger method,
- 6) Pursuant to Article 13/2 of the Capital Markets Board Communiqué on Mergers and Demergers numbered II-23.2, no independent audit report and expert opinion shall be obtained,
- 7) Pursuant to Article 15/ç of the Capital Markets Board's Communiqué No. II-23.3 on "Significant Transactions and the Right to Separation", the "Right to Separation" shall not arise for our shareholders and the capital of our Company shall not be increased due to the merger,
- 8) The renunciation of the right to examination regulated in Article 149 of the Turkish Commercial Code,
- 9) Pursuant to Article 151 of the Turkish Commercial Code, the merger transaction shall not be submitted to the approval of the general assembly,
- 10) In accordance with the Capital Markets Board Communiqué on Merger and Demerger numbered II-23.2, to prepare the merger announcement, the Merger Agreement and any other information and document required for the merger as stipulated by the Communiqué and to apply to the Capital Markets Board for permission and/or approval,
- 11) Following the approval of the Capital Markets Board for the merger transaction, the Merger Agreement, to be signed between the merging parties, shall be submitted to the approval of the Board of Directors without requiring General Assembly approval,
- 12) It has been resolved that the Office of the General Manager (company management) shall be authorised and charged with the execution of the necessary works and transactions, applications, as well as obtaining the necessary permissions, and carrying out registrations, announcements, notifications, etc.

The English translation of this statement is attached hereto, and in case of any discrepancy in the texts of the statement, the Turkish statement will be taken as the basis.

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.