



KAMUYU AYDINLATMA PLATFORMU

AG ANADOLU GRUBU HOLDİNG A.Ş. Notification Regarding Merger



Notification Regarding Merger

Summary Info	Announcement regarding the merger of our subsidiary, Anadolu Termik Santralleri Elektrik Üretim A.Ş. with our company
Update Notification Flag	No
Correction Notification Flag	No
Postponed Notification Flag	No

Board Decision Date	21.12.2018
Merger Model	Merger Through Acquisition
Date Of Financial Statements Base To Merger	30.09.2018
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
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
A Grubu, AGHOL, TRAYAZIC91Q6	194.827.614,36			194.827.614,36	
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
TOTAL				

Additional Explanations

Our Board of Directors has decided that,

1-In order to simplify shareholding structure and reduce operational costs, 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 communiqués, resolutions and other related legislative provisions,

2-The merger to be executed in accordance with the regulations of "Facilitated Merger in Capital Stock Companies" and to benefit from the easiness of legislation of facilitated merger, and in this context complete merger without the obligation of preparing merger report, independent audit report, expert opinion, and approval of merger agreement in general assembly,

3-The merger to be completed based on September 2018-end financials,

4-No capital increase to be made due the merger,

5-Announcement document, merger agreement and other necessary information related with the completion of merger to be prepared as well as legal transactions, permissions and approvals from authorities to be acquired.

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.