

# TÜRKİYE ŞİŞE VE CAM FABRİKALARI A.Ş. Notification Regarding Merger



# Notification Regarding Merger

Summary Info	Notification regarding CMB application on the merger under our Company through acquisition of Anadolu Cam, Denizli Cam, Paşabahçe Cam, Soda Sanayii and Trakya Cam
Update Notification Flag	Yes
Correction Notification Flag	No
Postponed Notification Flag	No
Related Companies	ANACM, DENCM, TRKCM, SODA

Board Decision Date	27.04.2020
Merger Model	Merger Through Acquisition
Date Of Financial Statements Base To Merger	31.12.2019
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 CAM SANAYİİ A.Ş.	Trading On The Stock Exchange	0,88239		
DENİZLİ CAM SANAYİİ VE TİCARET A.Ş.	Trading On The Stock Exchange	0,33089		
TRAKYA CAM SANAYİİ A.Ş.	Trading On The Stock Exchange	0,67615		
SODA SANAYİİ A.Ş.	Trading On The Stock Exchange	1,15997		
PAŞABAHÇE CAM SANAYİİ VE TİCARET A.Ş.	Not Trading On The Stock Exchange	0,53423		

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
SISE, TRASISEW91Q3	2.250.000.000	814.228.446,43		3.064.228.446,43	SISE, TRASISEW91Q3

	Paid In Capital	Amount Of Capital To Be Increased Due To The Acquisition (TL)	Capital To Be Decreased (TL)	Target Capital
TOTAL	2.250.000.000 TL	814.228.446,43 TL	0 TL	3.064.228.446,43 TL

Capital Market Board Application Date Regarding Merger	27.04.2020
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## Additional Explanations

The share exchange rate for the shares of Anadolu Cam Sanayii A.Ş. is 0.88239, the share exchange rate for the shares of Denizli Cam Sanayii ve Ticaret A.Ş. is 0.33089, the share exchange rate for the shares of Paşabahçe Cam Sanayii ve Ticaret A.Ş.

is 0.53423, the share exchange rate for the shares of Soda Sanayii A.Ş. is 1,15997, the share exchange rate for the shares of Trakya Cam Sanayii A.Ş. is 0.67615, and the share exchange rate for the shares of Türkiye Şişe ve Cam Fabrikaları A.Ş. is 1.00000.

As per the respective legal provisions, with regard to the merger under our Company with Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayii ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş. and Trakya Cam Sanayii A.Ş. through acquisition of all assets and liabilities of Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayii ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş. and Trakya Cam Sanayii A.Ş. by our Company in full; the summary of the Expert Institution Report, serving as foundation for equitable and reasoned determination of the merger rate; the exchange rate; the amount of capital increase to be conducted in line with these, and the number of shares to be allocated from our Company's shares issued through the capital increase to shareholders of Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayii ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş. and Trakya Cam Sanayii A.Ş.; is signed and presented in the attachment.

Pursuant to the Board of Directors Resolution of our Company dated 27.04.2020 and numbered 34 regarding the merger under our Company with Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayii ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş. and Trakya Cam Sanayii A.Ş. through acquisition of all assets and liabilities of Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayii ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş. and Trakya Cam Sanayii A.Ş. by our Company in full; as per the respective legal provisions, and subject to approvals of the Capital Markets Board ("CMB") and the General Assembly, the Merger Report and the Merger Agreement prepared in accordance with Articles 145 and 147 of Turkish Commercial Code and based on the determinations indicated in the Expert Institution report is signed and presented in the attachment.

The application to CMB is conducted along with the Announcement Text presented in the attachment and other required information and documentation under the Capital Market Board's Communiqué Number Seri:II, N 23.2 on Mergers and Spin-offs with regard to the merger under our Company with Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayii ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş. and Trakya Cam Sanayii A.Ş. through acquisition of all assets and liabilities of Anadolu Cam Sanayii A.Ş., Denizli Cam Sanayii ve Ticaret A.Ş., Paşabahçe Cam Sanayii ve Ticaret A.Ş., Soda Sanayii A.Ş. and Trakya Cam Sanayii A.Ş. by our Company in full.

## Documents Regarding Merger

### Appendix: 1

Birleşme Raporu.pdf - Merger Report

### Appendix: 2

Uzman Kuruluş Raporu.pdf - Appraisal Reports

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.