



KAMUYU AYDINLATMA PLATFORMU

LOGO YAZILIM SANAYİ VE TİCARET A.Ş. Notification Regarding Merger



**MERKEZİ KAYIT
İSTANBUL**
Türkiye Sermaye Piyasası - Merkezi
Saklama ve Veri Depolama Kuruluşu

Notification Regarding Merger

Summary Info	The Board of Directors' decision to initiate the simplified merger by taking over our 100% subsidiary Elba HR was taken and an application was made to the CMB in this context.
Update Notification Flag	No
Correction Notification Flag	No
Postponed Notification Flag	No

Board Decision Date	18.04.2025
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
Elba HR İnsan Kaynakları Eğitim ve Danışmanlık Anonim Şirketi	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, TRELOGO00021	132.000	0	0	132.000	
B Grubu, LOGO, TRALOGOW91U2	94.868.000	0	0	94.868.000	

	Paid In Capital	Amount Of Capital To Be Increased Due To The Acquisition (TL)	Capital To Be Decreased (TL)	Target Capital
TOTAL	95.000.000 TL	0 TL	0 TL	95.000.000 TL

Capital Market Board Application Date Regarding Merger	18.04.2025
Capital Market Board Application Date	18.04.2025

Additional Explanations

At the Board of Directors meeting of our Company held on 18.04.2025:

The Board of Directors of Logo Yazılım Sanayi ve Ticaret Anonim Şirketi (the "Company") has, without holding a meeting, unanimously resolved on the following matters in accordance with Article 390/4 of the Turkish Commercial Code No. 6102 ("TCC"):

Pursuant to Articles 155/1(a) and 156 of the TCC and other relevant provisions, Articles 18, 19 and 20 of the Corporate Tax Law, and Article 13 of the Capital Markets Board Communiqué on Merger and Demerger No. II-23.2:

1. to initiate a merger transaction whereby Elba HR İnsan Kaynakları Eğitim ve Danışmanlık Anonim Şirketi ("Elba"), a subsidiary in which the Company holds 100% of the shares, registered with the Gebze Trade Registry under number 32718 and headquartered at Gebze OSB Mahallesi Şahabettin Bilgisu Cad. 1 Apt. 10: 609/1 Gebze/Kocaeli, shall be acquired by the Company by way of merger through the transfer of all of its assets and liabilities to the Company (the "Merger");

2. to prepare the merger agreement and other relevant documents;
3. to carry out the Merger based on the financial statements of the parties dated 31/12/2024;
4. not to prepare a board of directors merger report, as the merger will be executed through the simplified procedure in accordance with Article 13 of the Capital Markets Board Communiqué on Merger and Demerger No. II-23.2 and pursuant to Article 147 of the TCC;
5. not to obtain an independent audit report and a valuation report from an expert institution, in accordance with Article 13/2 of the Capital Markets Board Communiqué on Merger and Demerger No. II-23.2;
6. that no "Right of Exit" shall arise for shareholders under Article 15/ç of the Capital Markets Board Communiqué on Common Principles Regarding Significant Transactions and the Retirement Right No. II-23.1, and that the share capital of the Company shall not be increased due to the Merger;
7. that the shareholders' right to review, as set forth under Article 149 of the TCC, shall not be exercised;
8. not to submit the Merger to the approval of the general assembly, in accordance with Article 151 of the TCC;
9. to prepare the announcement text, merger agreement, and other information and documents required under the Capital Markets Board Communiqué on Merger and Demerger No. II-23.2, and to apply to the Capital Markets Board for approval of the Merger;
10. upon obtaining the Capital Markets Board's approval, to submit the Merger Agreement, to be signed between the parties, to the approval of the Board of Directors without submitting it to the general assembly;
11. to prepare the merger agreement and other related documents within the scope of the Merger, to obtain the necessary financial reports for use in various reports and documents, to carry out all transactions required to complete the Merger, and to make all necessary applications before the Gebze Trade Registry and other relevant authorities.

resolved unanimously.

Our company submitted an application to the Capital Markets Board on 18.04.2025 for the approval of the merger of our Company with its wholly owned subsidiary, Elba HR İnsan Kaynakları Eğitim ve Danışmanlık Anonim Şirketi, through the "Simplified Merger" method.

The Merger Agreement and the Announcement Text are enclosed herewith.

We hereby inform the public.

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

LOGO ELBA KOLAYLAŞTIRILMIŞ BİRLEŞME BİRLEŞME SÖZLEŞMESİ.pdf - Merger Contract

Appendix: 2

Logo Elba Kolaylaştırılmış Birleşme Duyuru Metni.pdf - Announcement Text

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.