



KAMUYU AYDINLATMA PLATFORMU

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



Notification Regarding Merger

Summary Info	Summary Information: Merger transaction under the roof of our Company by way of acquisition of Logo Elektronik Ticaret Hizmetleri A.Ş., which is 100% subsidiary of our Company.
Update Notification Flag	No
Correction Notification Flag	No
Postponed Notification Flag	No

Board Decision Date	04.03.2021
Merger Model	Merger Through Acquisition
Date Of Financial Statements Base To Merger	31.12.2020
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
Logo Elektronik Ticaret Hizmetleri 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, İşlem Görmüyor, TRELOGO00021	33.000	0	0	33.000	
B Grubu, LOGO, TRALOGOW91U2	24.967.000	0	0	24.967.000	

	Paid In Capital	Amount Of Capital To Be Increased Due To The Acquisition (TL)	Capital To Be Decreased (TL)	Target Capital
TOTAL	25.000.000 TL	0 TL	0 TL	25.000.000 TL

Additional Explanations

"The following issues are unanimously decided with the Board of Directors decision, of our Company, dated 04/03/2021 and numbered 2021/3 and approved by T.R. Kadıköy 4th Notary Public on 04/03/2021 with registration number of 04855:

- To acquire Logo Elektronik Ticaret Hizmetleri Anonim Şirketi, which has the legal status of a non-public joint stock company and in which our company currently holds 100% of its shares granting voting rights, and registered to the Gebze Trade Registry with the registration number 12693 and Mersis number 0609040803800019, together with all its assets and liabilities, as a whole and to start the procedures for their merger under the roof of our Company,
- To carry out merger transaction through acquisition within the scope of the Code of Capital Markets numbered 6362, the Communiqué of the Capital Markets Board on Merger and Spin Off with the Serial No: II, No:23/2, and the articles between 136 and 158 of the Turkish Commercial Code numbered 6102 ("TCC"), Articles 19 and 20 of the Corporate Income Tax Code ("CTC") and the relevant provisions of the General Communiqué on Corporate Income Tax with the Serial No. 1, Trade Registry Regulation and other relevant legislation,
- Since 100% shares granting voting rights of the company being acquired by our Company is owned by our Company and therefore no share is required to be granted to our Company, which is the only shareholder of the acquired Company, to carry out merger transaction through acquisition according to the article 13 of the Communiqué of Capital Markets Board on Merger and Spin-off with the Serial No: II, No:23/2 and the procedures of "Simplified Merger of Equity Companies" regulations foreseen under subparagraph a) of paragraph 1 of article 155 of TCC and paragraph 1 of article 156 of TCC.
- To approve financial statements dated 31/12/2020 of our Company and to carry out merger transaction based on financial statements dated 31/12/2020 of our Company,

- v. Not to make an application to obtain permission for merger from the Competition Board since our Company currently holds 100 % of shares granting voting rights of the acquired company and it is in nature of "intra-group transaction which does not cause a change in control" according to subparagraph 1/a of article 6 of the Communiqué on Mergers and Acquisitions Requiring Obtainment of Permission from the Competition Board,
- vi. Not to grant inspection right regulated under article 149 of TCC through considering provision of paragraph 1 of article 156 of the TCC,
- vii. Not to prepare a Merger Report foreseen according to the related legislation with respect to merger transaction and not to obtain Expert Institution Opinion and Independent Audit Report by taking into consideration of the paragraph 1 of article 156 of TCC and paragraph 2 of article 13 of the Communiqué of the Capital Markets Board on Merger and Spin Off with the Serial No: II, No:23/2,
- viii. To negotiate and prepare merger agreement and to obtain Sworn In Certified Public Accountancy Report on Determination of Shareholder's Equity regarding the merger transaction for the preparation purposes to the merger transaction,
- ix. To prepare announcement text foreseen under article 5 of the Communiqué of the Capital Markets Board on Merger and Spin Off with the Serial No: II, No:23/2 in order to be submitted to Capital Markets Board and make an application to Capital Markets board in order to gain approval of announcement text following this decision,
- x. To make all necessary explanations on Public Disclosure Platform due to merger transaction according to the Capital Markets legislation,
- xi. To make all other miscellaneous studies, transactions and applications for merger transaction through acquisition.

Documents Regarding Merger

Appendix: 1

YKK03-04-2021.pdf - Other

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.