

MARMARİS ALTINYUNUS TURİSTİK TESİSLER A.Ş.
FROM THE CHAIRMAN OF THE BOARD OF DIRECTORS
INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING DATED 24/03/2025

Our Company will hold its Ordinary General Assembly Meeting on Monday, 24/03/2025 at 09:30 a.m. at Divan Istanbul Hotel Askerocağı Cad. No:1 34367 Şişli/İstanbul (Tel:+90 212 315 55 00, Fax: +90 212 315 55 15) in order to review the activities of the year 2024 and to discuss and resolve on the agenda written below.

Activity Report including 2024 Activity Year Financial Statements, Independent Audit Report, Draft Amendment to the Articles of Association, proposal on Dividend Distribution and explanations on Compliance with Corporate Governance Principles and Sustainability Principles, and detailed Information Note including the explanations required for compliance with these agenda items and the regulations of the Capital Markets Board will be made available for the review of Esteemed Shareholders at the Company Headquarters, on the Company's corporate website at www.mares.com.tr and on the Electronic General Assembly system of the Central Registry Agency within the legal period of three weeks prior to the meeting.

Our shareholders who cannot attend the meeting in person are required to arrange their proxies in accordance with the sample below or to obtain a sample of the proxy form from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent-İstanbul) and our Company units or from our Company's corporate website at www.mares.com.tr and accordingly to fulfill the requirements stipulated in the Communiqué No. 30 "Communiqué on Voting by Proxy and Proxy Solicitation" published in the Official Gazette No. 28861 dated 24.12.2013 and numbered II-30.1, and to submit their proxies to the Company with their signatures certified by a notary public or with a signature circular attached, without prejudice to the rights and obligations of the shareholders who will participate electronically. It is not necessary to present a power of attorney for a proxy, who is appointed by electronic media over the Electronic General Assembly System. **Power of attorneys that are not in compliance with the power of attorney sample attached and required by the Communiqué will not be accepted due to our legal liability.**

Our Shareholders who will vote via Electronic General Assembly System are kindly requested to obtain information from the Central Registry Agency, our Company's corporate website at www.mares.com.tr or our Company Headquarters (Tel: 0242 248 68 00) in order to be able to apply in accordance with the provisions of the relevant Regulation and Communiqué.

Pursuant to Article 415, Paragraph 4 of the New Turkish Commercial Code No. 6102 and Article 30, Paragraph 1 of the Capital Markets Law, the right to attend and vote in the general assembly is not conditional upon the deposit of share certificates. Accordingly, if our shareholders wish to attend the General Assembly Meeting, they do not need to block their shares.

With regards to the voting for agenda items during the Ordinary General Shareholders' Meetings, open vote method by a show of hands will be used, provided that the provisions for voting in electronic media are reserved..

You can find detailed information about processing of your personal data by the Company, pursuant to Law on Protection of Personal Data no. 6698, in the Policy of Marmaris Altinyunus Turistik Tesisler Anonim Şirketi on Protection and Processing of Personal Data, which is shared with the public at www.mares.com.tr

Shareholders shall not be notified by registered mail for the registered shares listed in the stock exchange in accordance with the Capital Markets Law.

All beneficiaries and stakeholders as well as the press and media organs are invited to our General Assembly meeting.

Respectfully submitted for esteemed shareholders' information.

BOARD OF DIRECTORS MARMARİS ALTINYUNUS TURİSTİK TESİSLER A.Ş.
Company Address: Fevzi Çakmak Cad. No:30 07100 Antalya
Trade Registry Office and Trade Registration Number: Antalya/56902
MERSİS (Central Registration System) Number: 0066000936000011

AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 24/03/2025 OF
MARMARİS ALTINYUNUS TURİSTİK TESİSLER A.Ş.

1. Opening and election of Presiding Committee of the Meeting,

2. Reading, discussion and approval of the Annual Activity Report for 2024, prepared by the Board of the Company;
3. Reading the Summary of the Independent Audit Report for the fiscal year 2024,
4. Reading, discussion and approval of the Financial Statements for the Fiscal Year 2024,
5. Release of the Board Members separately with regard to the Company's operations in 2024,
6. Acceptance, acceptance with amendments or refusal of the Board of Directors' proposal regarding the profit distribution for 2024 and the dividend distribution date, prepared as per the Company's dividend distribution policy,
7. Acceptance, acceptance with amendments or refusal of the proposal of the Board of Directors for the amendment of Article 6 titled "Capital" of the Articles of Association of the Company for the purpose of increasing the registered capital ceiling and extending the validity period, provided that the necessary approvals have been obtained from the Capital Markets Board and the Ministry of Trade,
8. Determination of the number and terms of office of the members of the Board of Directors, election according to the number of members determined, election of Independent Members of the Board of Directors,
9. Pursuant to the Corporate Governance Principles, informing and approving the Shareholders about the "Remuneration Policy for the Members of the Board of Directors and Senior Executives" and the payments made as per the policy,
10. Determination of the gross annual remuneration of the members of the Board of Directors,
11. Approval of the Independent Audit Firm selection made by the Board of Directors in accordance with the Turkish Commercial Code and Capital Markets Board regulations,
12. Informing the shareholders about the donations made in 2024 within the scope of the Company's Donation and Sponsorship Policy and setting an upper limit for donations to be made in 2025,
13. Informing the Shareholders about the guarantees, pledges, mortgages and sureties given by the Company in favor of third parties in 2024 and the income or benefits obtained as per the regulations of the Capital Markets Board,
14. Authorizing the shareholders who possess management control, members of the Board of Directors, senior executives and their spouses and next of kin by blood or marriage up to second degree in accordance with Articles 395 and 396 of the Turkish Commercial Code and informing the shareholders about the transactions carried out in this regard in 2024 in line with the Capital Markets Board's Corporate Governance Communiqué,
15. Wishes and opinions.

MARMARİS ALTINYUNUS TURİSTİK TESİSLER A.Ş.
DRAFT AMENDMENT OF ARTICLES OF ASSOCIATION

Former Text	New Text
<u>Article 6 - Capital</u> The Company adopted the registered capital system in accordance with the provisions of Law No. 2499 and switched to the registered capital system with the permission of the Capital Markets Board dated 05.11.1986 and numbered 419. The registered capital ceiling of the Company is TRY 50.000.000 (Fifty million Turkish Liras) and is divided into 5.000.000.000 (Five billion) registered shares with a nominal value of 1 (One) Kurus each. The permission given by the Capital Markets Board for the registered capital ceiling is valid for 2021-2025 (for 5 years). Even if the permitted authorized capital upper limit cannot be reached at the end of 2025, an authorization must be sought for a new period not to exceed 5 years from the general meeting by securing permission from the Capital Markets Board for the upper limit which was permitted previously or for a new upper limit with a view to enabling the board of directors to make a decision to increase capital after 2025. No capital increase can be made based on a board resolution if the said authorization is failed to be obtained. The issued capital of the Company is TRY 6,967,091 (Six million nine hundred and sixty-six hundred and sixty-seven thousand ninety-one Turkish Liras) and the said issued capital has been fully paid free of simulation. The Company's shares are registered shares. Shares representing the capital are monitored in dematerialized form within the framework of dematerialization principles. The capital of the Company can be increased or decreased according to the provisions of the Turkish Commercial Code and the Capital Market Code, when necessary. The Board of Directors is authorized to increase the issued capital where deemed necessary by issuing new shares up to the upper limit of the registered capital in accordance with the provisions of the Capital Markets Law, and to take decisions on limiting the shareholders' right to acquire new shares and issuing shares at a premium or below their nominal value. The power to restrict pre-emptive right of shareholders shall not be used in a way causing inequalities among the shareholders.	<u>Article 6 - Capital</u> The Company adopted the registered capital system in accordance with the provisions of Law No. 2499 and switched to the registered capital system with the permission of the Capital Markets Board dated 05.11.1986 and numbered 419. The registered capital ceiling of the Company is <u>TRY 2.000.000.000 (Two billion Turkish Liras)</u> and is divided into <u>200.000.000.000 (Two hundred billion)</u> registered shares with a nominal value of 1 (One) Kurus each. The permission given by the Capital Markets Board for the registered capital ceiling is valid for <u>2025-2029</u> (for 5 years). Even if the permitted authorized capital upper limit cannot be reached at the end of <u>2029</u>, an authorization must be sought for a new period not to exceed 5 years from the general meeting by securing permission from the Capital Markets Board for the upper limit which was permitted previously or for a new upper limit with a view to enabling the board of directors to make a decision to increase capital after <u>2029</u>. No capital increase can be made based on a board resolution if the said authorization is failed to be obtained. The issued capital of the Company is TRY 6,967,091 (Six million nine hundred and sixty-six hundred and sixty-seven thousand ninety-one Turkish Liras) and the said issued capital has been fully paid free of simulation. The Company's shares are registered shares. Shares representing the capital are monitored in dematerialized form within the framework of dematerialization principles. The capital of the Company can be increased or decreased according to the provisions of the Turkish Commercial Code and the Capital Market Code, when necessary. The Board of Directors is authorized to increase the issued capital where deemed necessary by issuing new shares up to the upper limit of the registered capital in accordance with the provisions of the Capital Markets Law, and to take decisions on limiting the shareholders' right to acquire new shares and issuing shares at a premium or below their nominal value. The power to restrict pre-emptive right of shareholders shall not be used in a way causing inequalities among the shareholders.

SAMPLE POWER OF ATTORNEY
MARMARİS ALTINYUNUS TURİSTİK TESİSLER A.Ş.

I hereby appoint _____, who is introduced in detail below, as my proxy to be authorized to represent me, to vote, to make proposals and to sign the necessary documents in line with the views I have expressed below at the Ordinary General Assembly Meeting of Marmaris Altinyunus Turistik Tesisler A.Ş. to be held on Monday, 24/03/2025 at 09:30 at Divan Istanbul Hotel Askerocağı Cad. No:1 34367 Şişli/İstanbul.

Proxy's (*);

Name, Surname/Trade Name:

TR ID Number/Tax Number, Trade Registry Office and Number and Central Registration System Number (MERSIS):

(*) It is imperative that foreign proxies submit the equivalent of the aforementioned information, if any.

A) SCOPE OF THE REPRESENTATION AUTHORITY

For the below sections 1 and 2, one of (a), (b), or (c) options must be selected and scope of the powers for representation must be determined.

1. On Issues in the General Assembly Agenda;

- a) The proxy is authorized to exercise vote in line with his/her own opinion. ☐
- b) The proxy is authorized to exercise vote in line with the suggestions of the company management. ☐
- c) The proxy is authorized to cast vote in line with instructions shown in the table below. ☐

Instructions:

In the event that the shareholder chooses option (c), the instructions specific to the agenda item shall be given by marking one of the options given opposite the relevant General Assembly agenda item (acceptance or rejection) and, in case the rejection option is chosen, by indicating the dissenting opinion, if any, requested to be written in the minutes of the General Assembly meeting.

Articles of the Agenda (*)	Acceptance	Rejection	Dissenting Opinion
1. Opening and election of Presiding Committee of the Meeting,			
2. Reading, discussion and approval of the Annual Activity Report for 2024, prepared by the Board of the Company,			
3. Reading the Summary of the Independent Audit Report for the fiscal year 2024,			
4. Reading, discussion and approval of the Financial Statements for the Fiscal Year 2024,			
5. Release of the Board Members separately with regard to the Company's operations in 2024,			
6. Acceptance, acceptance with amendments or refusal of the Board of Directors' proposal regarding the profit distribution for 2024 and the dividend distribution date, prepared as per the Company's dividend distribution policy,			
7. Acceptance, acceptance with amendments or refusal of the proposal of the Board of			

Directors for the amendment of Article 6 titled "Capital" of the Articles of Association of the Company for the purpose of increasing the registered capital ceiling and extending the validity period, provided that the necessary approvals have been obtained from the Capital Markets Board and the Ministry of Trade,			
8. Determination of the number and terms of office of the members of the Board of Directors, election according to the number of members determined, election of Independent Members of the Board of Directors,			
9. Pursuant to the Corporate Governance Principles, informing and approving the Shareholders about the "Remuneration Policy for the Members of the Board of Directors and Senior Executives" and the payments made as per the policy,			
10. Determination of the gross annual remuneration of the members of the Board of Directors,			
11. Approval of the Independent Audit Firm selection made by the Board of Directors in accordance with the Turkish Commercial Code and Capital Markets Board regulations,			
12. Informing the shareholders about the donations made in 2024 within the scope of the Company's Donation and Sponsorship Policy and setting an upper limit for donations to be made in 2025,			
13. Informing the Shareholders about the guarantees, pledges, mortgages and sureties given by the Company in favor of third parties in 2024 and the income or benefits obtained as per the regulations of the Capital Markets Board,			
14. Authorizing the shareholders who possess management control, members of the Board of Directors, senior executives and their spouses and next of kin by blood or marriage up to second degree in accordance with Articles 395 and 396 of the Turkish Commercial Code and informing the shareholders about the transactions carried out in this regard in 2024 in line with the Capital Markets Board's Corporate Governance Communiqué,			
15. Wishes and opinions.			

(*) The items on the General Assembly agenda are listed one by one. If the minority has a separate draft resolution, such draft resolution shall also be indicated separately in order to ensure proxy voting.

2. Special instruction for other potential issues in General Assembly meetings and particularly for using minority rights:

a) The proxy is authorized to exercise vote in line with his/her own opinion.

b) The proxy is unauthorized to exercise vote in such issues.

c) The proxy is authorized to exercise vote in line with the following special instructions.

SPECIAL INSTRUCTIONS; Special instructions to be given by shareholder to the proxy, if any, shall be prescribed here.

B) The shareholder selects one of the following options and defines the shares to be represented by the proxy.

1. I hereby approve the representation of my shares detailed below by proxy.

a) Class and series: *

b) Number/Group: **

c) Quantity-Nominal value:

ç) Share with voting power or not:

d) Whether it is Registered - Bearer:*

e) Ratio of total shares/voting rights of the shareholder:

*Such information is not required for the shares which are followed up electronically.

**For the shares which are followed up electronically, information related to the group will be given instead of number.

2. I hereby approve the representation of all my shares, which are included in the list of shareholders prepared by CRA (MKK) one day before the date of the General Assembly, by my attorney who might attend the General Assembly.

NAME, SURNAME or TITLE OF THE SHAREHOLDER(*)

TR ID Number/Tax Number, Trade Registry Office and Number and Central Registration System Number (MERSIS):

Address:

(*) It is imperative that foreign shareholders submit the equivalent of the aforementioned information, if any.