

# MARMARİS ALTINYUNUS TURİSTİK TESİSLER A.Ş.

## REPORT ON RELATED PARTY TRANSACTIONS FORESEEN FOR THE YEAR 2026

### General Details

This report has been prepared in accordance with Article 10 of the Capital Markets Board's (CMB) Communiqué on Corporate Governance No. II-17.1 (Communiqué). As per the said article, in cases where it has been foreseen that the rate of the amount of common and continuous transactions between the corporations and subsidiaries thereof with their related parties, the shares of which are traded in the İstanbul Stock Exchange, within an account period, compared

a) For purchases, to that of the cost of sales in the latest publicly disclosed annual financial statements;

b) For sales, to that of the revenue amount in the latest publicly disclosed annual financial statements,

exceeds 10%, the board of directors of the corporation shall issue a report regarding the conditions of the transactions and comparison thereof with the market conditions and the entire report or its result only shall be disclosed at the PDP.

The purpose of this Report is to disclose the terms of the transactions that Marmaris Altinyunus Turistik Tesisler A.Ş. (our Company) foresees to be realized in 2026 with the related parties defined in the Turkish Accounting Standard on Related Party Transactions (TAS 24) within the framework of the CMB legislation, provided that they do not fall within the scope of trade secrets, and to show that no unfavorable outcome is foreseen against our Company when compared with market conditions.

Detailed information about the transactions carried out by our Company with related parties in 2025 is presented in footnote 18 of our financial statements disclosed to the public regarding our activities in 2025, and in this Report, the conditions of the transactions foreseen to exceed the 10% limit of the total transaction amount in the 2026 accounting period are evaluated.

### Information on MARMARİS ALTINYUNUS TURİSTİK TESİSLER A.Ş.

The issued nominal capital of our Company is TRY 8.640.048 and the table showing its shareholding structure is presented below. The new version of Article 6 of our Articles of Association, entitled 'Capital', showing that the issued capital is TRY 8,640,048, was registered and announced in the Trade Registry Gazette on 04.02.2026.

Shareholder	Share Amount (TRY)	Capital Ratio (%)	Voting Right	Voting Right Ratio
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Koç Holding A.Ş.	5,191,338.15	60.08%	519,133,815	60.08%
Family Danışmanlık Gayrimenkul ve Tic. A.Ş.	1,593,375.00	18.44%	159,337,500	18.44%
Publicly Held Portion	1,653,341.10	19.14%	165,334,110	19.14%
Members of Koç Family	201,993.75	2.34%	20,199,375	2.34%
Total	8.640.048	100.00%	864,004,800	100.00%

The summarized financial data of our Company for 2024 and 2025 are given below.

	31.12.2024	31.12.2025
Total Assets	3.830.700.870	5.605.425.307
Parent's Equity	3.273.259.510	4.902.943.697

	31.12.2024	31.12.2025
Revenue	51.930.207	49.895.247
Cost of Sales	(36.402.182)	(28.626.945)
Net Profit for the Period	(156.383.760)	29.644.649

According to the data in question, a management board report must be prepared in accordance with the Communiqué for purchase transactions with a total value exceeding TRY 2,862,694 (2025 Cost of Sales\*10%) and sales transactions with a total value exceeding TRY 4,989,524 (2025 Revenue\*10%) in 2026.

## Information on Related Companies Subject to the Report

### Ark İnşaat Sanayi ve Ticaret A.Ş.

The Company, which was registered and started its operations as Ark İnşaat ve Ticaret Ltd. Şti. in 1965, changed its name to Ark İnşaat Sanayi ve Ticaret A.Ş. ("Ark İnşaat") as a joint stock company on 10.08.2000. The shares of Ark İnşaat, a non-public company, are owned by Temel Ticaret ve Yatırım A.Ş., the main shareholder of Koç Holding which is the main shareholder of our Company, and members of the Koç Family.

Ark İnşaat was established for the realization of all kinds of construction and contracting works and is able to provide contracting services based on modern technology and in accordance with

the principles of science and art at every stage from feasibility to project design, detail solutions, material selection, turnkey applications, commissioning, maintenance and repair.

### **Koç Sistem Bilgi ve İletişim Hizmetleri A.Ş ( “Koç Sistem”)**

As a company that provides goods and services in the field of information technologies through its extensive product portfolio that covers end-to-end solutions and service alternatives and with its personnel specialized in different technologies and business disciplines, Koç Sistem principally provides our company with network hardware and software products, infrastructure products and solutions, printing center services, call center and data input services, consultancy services on information systems and software development services, training, pieces of software on enterprise resource planning, pieces of software and hardware on digital publishing management, solutions for any and all business processes supported by IT, license products, all kinds of devices used on desktop (PCs, notebooks and others), maintenance services of all the products and solutions used in the information infrastructure during and after warranty periods, system control room products and solutions.

### **Information on the Conditions of the Transactions to be Performed between Related Parties and Their Compliance with Market Conditions**

#### **Ark İnşaat Sanayi ve Ticaret A.Ş.**

The contract signed between our Company and Ark İnşaat in June 2021 consists of the construction works related to shoring, excavation, reinforced concrete and architectural applications, infrastructure and landscaping, mechanical and electrical installation works, as well as the renovation works related to the annex buildings in accordance with the principles of science and art according to the project of Divan Talya Hotel and its annex buildings of our Company, located in Gençlik Quarter, Muratpaşa District, Antalya Province.

The work shall be completed by Ark İnşaat and delivered to our Company on turnkey basis. The performance of the work shall be carried out through subcontractors and Ark İnşaat shall be solely responsible for the transactions of the subcontractors against our Company.

The bids to be received from Ark İnşaat and/or the subcontractors to be proposed by our Company shall be evaluated together with our Company, and the subcontractors to whom the work will be performed shall be determined and the subcontractor unit prices of the works to be performed shall be decided upon the approval of our Company. Ark İnşaat shall enter into a contract with the selected subcontractor based on the agreed unit prices. Ark İnşaat shall be responsible to our Company for the coordination of the subcontractors, for the compliance of all materials and productions of the subcontractors with the contract and its annexes, for the completion of the works tendered to the subcontractors in accordance with the foreseen work schedule, and for the provisional and final acceptance. The technical responsibility for the works performed by the subcontractors shall belong to Ark İnşaat.

Ark İnşaat shall be paid a % (percentage) fee over the direct costs for its responsibilities in this agreement (contracting and coordination services) at a rate to be differentiated depending on the nature of the work.

For the price mechanism to be applied in this contract, it has been decided to apply the cost plus method by paying a fee at the rates determined over direct costs, taking into account similar transactions in the market.

Within this scope, the service amounts received from Ark İnşaat in 2024 and 2025 are TRY 825,453,505 and TRY 740,411,637 , respectively (indexed according to the purchasing power as of 31.12.2025).

Within the accounting period between 01.01.2026-31.12.2026, related party transactions that are foreseen to exceed the 10% limit of our Company shall be made with Ark İnşaat San. ve Tic. A.Ş. and the information regarding these transactions is summarized in the table below.

**Information on Transactions foreseen to exceed 10% of the Company's Revenue/Cost of Goods Sold**

Related Party (Name/Title)	Nature of Transaction	Transaction Amount (TRY) (2025)	Ratio of Transaction Amount to Revenue/Cost of Goods Sold (2025)	Pricing/Profit Sharing Method
Ark İnşaat San. ve Tic. A.Ş.	All kinds of construction, renovation and construction works	740.411.637	25,86	Cost-Plus Method

**Koç Sistem Bilgi ve İletişim Hizmetleri A.Ş ( "Koç Sistem")**

The service amounts received from Koç Sistem in 2024 and 2025 are TRY 29,022,500 and TRY 23,382,853 , respectively (indexed according to the purchasing power as of 31.12.2025). Koç Sistem provides audio and video systems, information technology infrastructure services, and other services related to the Talya Hotel investment.

Information regarding transactions made with Koç Sistem is summarized in the table below. With the opening of the Talya Hotel, it is anticipated that the increase in operational volume may not exceed 10%.

**Information on Transactions foreseen to exceed 10% of the Company's Revenue/Cost of Goods Sold**

Related Party (Name/Title)	Nature of Transaction	Transaction Amount (TRY) (2025)	Ratio of Transaction Amount to	Pricing/Profit Sharing Method
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			Revenue/Cost of Goods Sold (2025)	
Koç Sistem Bilgi ve İletişim Hizmetleri A.Ş.	Bilişim hizmetleri	29,022,500	1,014	Cost-Plus Method

## Result

Pursuant to Article 10 of the Capital Markets Board’s Communiqué No. II-17.1 on Corporate Governance (the “Communiqué”), it is anticipated that the amount of the Company’s widespread and continuous service procurement transactions with Ark İnşaat Sanayi ve Ticaret A.Ş. and Koç Sistem Bilgi ve İletişim Hizmetleri A.Ş. during the 2026 fiscal year will exceed 10% of the cost of sales reported in the publicly disclosed annual financial statements for the year 2025, being the most recent annual financial statements; accordingly, this report provides information on the terms of the transactions planned to be continued under similar conditions in 2026, the pricing method and the rationale for the selection of such method, and the compliance of such transactions with market conditions.