

INFORMATION NOTE TO ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2025 TO BE HELD ON 10.03.2026

1. INVITATION TO THE ORDINARY GENERAL ASSEMBLY MEETING DATED 10/03/2026

The Ordinary General Assembly Meeting of our Company for the year 2025 shall be held on Tuesday, 10/03/2026 at 09:30 a.m. at Divan İstanbul 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 for the year 2025 and to discuss and resolve on the agenda written below.

The Financial Statements for the 2025 Fiscal Year, the Independent Audit Report of the independent audit firm Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., the proposal of the Board of Directors regarding profit distribution, the Annual Report including statements regarding compliance with the Corporate Governance Principles and Sustainability Principles, the agenda items hereof, and the detailed Information Note containing the explanations required for compliance with the regulations of the Capital Markets Board shall be made available for the examination of our Esteemed Shareholders, within the statutory period, starting three weeks prior to the meeting date, excluding the announcement and meeting dates, at the Company's headquarters, on the Company's corporate website at www.mares.com.tr, and on the Public Disclosure Platform and the Electronic General Assembly System of the Central Registry Agency.

Shareholders who will not be able to attend the meeting in person, without prejudice to the rights and obligations of shareholders participating electronically, are required to arrange their powers of attorney in accordance with the example below or obtain a sample power of attorney form from Yapı Kredi Yatırım Menkul Değerler A.Ş. (Yapı Kredi Plaza / Levent-İstanbul), from our Company units, or from our Company's corporate website at www.mares.com.tr, and, by also fulfilling the requirements set forth in the Communiqué No. II-30.1 on "Voting by Proxy and Proxy Solicitation," which entered into force upon its publication in the Official Gazette dated 24.12.2013 and numbered 28861, submit to the Company their powers of attorney bearing notarized signatures or accompanied by a signature circular. For proxies appointed electronically via the Electronic General Assembly System, submission of a power of attorney document is not required. **Powers of attorney that are not in compliance with the sample power of attorney mandated by the said Communiqué and attached hereto shall strictly not be accepted due to our legal liability.**

Shareholders who will cast their votes via the Electronic General Assembly System are kindly requested to obtain information from the Central Registry Agency, from our Company's corporate website at www.mares.com.tr, or from our Company Headquarters (Tel: +90 242 248 68 00), in order to carry out the relevant procedures in accordance with the applicable Regulation and Communiqué provisions.

Pursuant to paragraph 4 of Article 415 of the Turkish Commercial Code No. 6102 and paragraph 1 of Article 30 of the Capital Markets Law, the right to attend the general assembly and to vote is not conditional upon the deposit of share certificates. Accordingly, shareholders who wish to attend the General Assembly Meeting are not required to block their shares.

Pursuant to the Law No. 6698 on the Protection of Personal Data, detailed information regarding the processing of your personal data by our Company may be accessed in the Marmaris Altınyunus Turistik Tesisler Anonim Şirketi Personal Data Protection and Processing Policy, which has been disclosed to the public on the website www.mares.com.tr.

Without prejudice to the provisions regarding electronic voting on the voting of agenda items at the Ordinary General Assembly Meeting, voting shall be conducted by open voting through a show of hands.

All rights holders and stakeholders, as well as members of the press and media, are invited to our General Assembly Meeting.

Pursuant to the Capital Markets Law, no separate notification by registered mail shall be sent to the shareholders for registered shares traded on the stock exchange.

We kindly submit for the information of our esteemed shareholders.

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

2. ADDITIONAL DISCLOSURE UNDER THE APPLICABLE LEGISLATION OF THE CAPITAL MARKETS BOARD

Among the additional disclosures required to be made under the Capital Markets Board's "Communiqué on Corporate Governance" ("CMB") numbered II-17.1, those required in relation to the agenda items are given for each agenda item below, while other general statutory disclosure is presented for your information in this section:

2.1. Shareholding Structure and Voting Rights

As of the date of announcement of this Information Document, information regarding the total number of shares reflecting the shareholding structure of the Company and the related voting rights is presented below. There are no privileged shares in the share capital of our Company.

Shareholder	Share Amount (TRY)	Capital Ratio (%)	Voting Rights	Voting Rights Ratio (%)
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%
Members of Koç Family	201,993.75	2.34%	20,199,375	2.34%
Publicly Traded	1,653,341.10	19.14%	165,334,110	19.14%
Total	8,640,048.00	100.00%	864,004,800	100.00%

2.2. Management and operational changes that may significantly affect the company's activities:

Due to the prolongation of preliminary assessments regarding renovation possibilities, including reconstruction, of the Talya Hotel located in Antalya, as well as discussions with the relevant official authorities concerning the legal procedures required to be carried out, it was resolved by a Board of Directors' decision dated 2 April 2013 that, as the existing structure of the Talya Hotel did not allow the continuation of its operations with sufficient quality and profitability, efforts should be continued to obtain the necessary permits from the official authorities for the said reconstruction and to complete the relevant legal processes, and that the operation of the facility should be temporarily suspended until the reconstruction of the hotel is completed. Following this decision, the operations of the Divan Antalya Talya Hotel were suspended as of 13 May 2013, and as of this date and thereafter, the Divan Antalya Talya Hotel has not accepted any reservations.

Efforts have been carried out to obtain the necessary permits from the official authorities and to complete the relevant legal processes for the reconstruction of the Divan Talya Hotel. During these efforts, certain lawsuits were filed regarding the zoning permits of the Talya Hotel, and comprehensive information regarding these lawsuits has been provided in the Company's activity reports and material event disclosures.

Recent developments in these lawsuits, which are considered significant in terms of the Company's activities, are summarized below.

In the lawsuit filed by an individual residing in the vicinity against the Antalya Metropolitan Municipality and the Muratpaşa Municipality, seeking the annulment of the 1/5000 Scale Master Development Plan, the 1/1000 Scale Implementation Development Plan, and the construction permit issued for the hotel construction, in which the Company intervened as an interested party, the Antalya Administrative Court decided, by majority vote, to reject the request for annulment of the 1/5000 Scale Master Development Plan, and to accept the request for annulment of the 1/1000 Scale Implementation Development Plan and the construction permit based thereon; and based on this decision, construction activities at the site were suspended by the Muratpaşa Municipality as of 26 July 2024; subsequently, our Company filed a lawsuit against the suspension of construction decision of the Muratpaşa Municipality, requesting a stay of execution; in addition, the Antalya Metropolitan Municipality filed an appeal against the said first-instance court decision, and the Muratpaşa Municipality and our Company also submitted appeal petitions, including requests for a stay of execution, against the decision as of 1 August 2024.

In the appeal filed by Muratpaşa Municipality and our Company against the decision rendered by the Antalya Administrative Court, the Konya Regional Administrative Court ruled, with the right to appeal before the Council of State within 30 days from the notification of the decision, to reject the plaintiff's appeal request and to accept the appeals of the Antalya Metropolitan Municipality, Muratpaşa Municipality, and our Company as the intervening party. Accordingly, the first-instance court decision regarding the annulment of the 1/1000 Scale Implementation Plan and the construction permit based thereon was lifted, and the lawsuit filed by the plaintiff was rejected.

Based on the decision of the Konya Regional Administrative Court, the Muratpaşa Municipality notified our Company on 28 February 2025 that the construction permit of our Divan Talya Hotel had become valid again. Within this scope, our construction works have continued from where they had been suspended.

Our Company has also learned that the plaintiff party filed an appeal before the Council of State against the said appellate decision, including a request for a stay of execution. The Council of State ruled that a decision on the plaintiff's request for a stay of execution would be rendered after the defendants and our Company submitted their responses to the appeal, and accordingly, appeal response petitions were submitted by the defendants and our Company.

On 24 June 2025, the decision disclosed to the public through our material event disclosure dated 14 July 2023 regarding making an investment of up to USD 80,000,000 + VAT for the reconstruction of our Divan Talya Hotel and the renovation of the Conference Center was reassessed by our Board of Directors. Due to the approximately 7-month suspension in the construction process, and as a result of the effects of the economic environment, including the increase in the budgeted costs of works that were ongoing at the time of the suspension as well as those that had not yet commenced, together with the effects of certain improvements made to the project at its current stage to support the targeted segment and profitability criteria, it was resolved to revise the investment amount to up to USD 100,000,000 + VAT.

Within the scope of the new investment plan, it is targeted that the hotel will be put into operation in the second quarter of 2026, when the tourism season is more intensive.

Other than those stated above, there are no management or operational changes that have occurred in the past fiscal period or that are planned for future fiscal periods which would significantly affect the Company's activities. Material event disclosures made by our Company within the scope of the relevant legislation may be accessed at <http://www.kap.org.tr/>.

2.3. Information regarding shareholders' requests for the inclusion of items on the agenda:

No such request has been submitted for the Ordinary General Assembly Meeting at which the activities of the year 2025 will be discussed.

3. EXPLANATIONS REGARDING THE AGENDA ITEMS OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 10.03.2026

1. Opening of the meeting and election of the Chairperson of the Meeting

The election of the Chairperson of the Meeting who shall conduct the General Assembly Meeting shall be carried out in accordance with the provisions of the "Turkish Commercial Code no. 6102" (TCC) and the "Regulation on the Procedures and Principles for General Assembly Meetings of Joint-Stock Companies and Representatives of the Ministry of Customs and Commerce Attending Such Meetings" ("Regulation" or "General Assembly Regulation") and in line with the provisions of Article 7 of the General Assembly Internal Directive. The Chairperson of the Meeting shall appoint at least one Minutes Clerk in accordance with Internal Directive of General Assembly. The Chairperson of the Meeting may also elect sufficient number of scrutineers.

2. Reading and discussion and approval of the Annual Report for the year 2025 prepared by the Company's Board of Directors

Information shall be provided to the General Assembly regarding the Annual Report for the year 2025, which has been made available for the review of our shareholders at the Company's Headquarters, on the Central Registry Agency's Electronic General Assembly portal, and on the Company's corporate website at www.mares.com.tr, for a period of three weeks prior to the General Assembly Meeting, within the framework of the relevant provisions of the TCC, the Regulation and the Capital Markets Law, and the said Annual Report shall be submitted to the opinion and approval of our shareholders.

3. Reading the Summary of the Independent Audit Report for the fiscal year 2025

Information shall be provided to the General Assembly regarding the Independent Audit Report prepared in accordance with the TCC and Capital Markets Board regulations, which has been made available for the review of our shareholders for a period of three weeks prior to the General Assembly Meeting at the Company's Headquarters, on the Central Registry Agency's Electronic General Assembly portal, and on the Company's corporate website at www.mares.com.tr.

4. Reading, discussion and approval of the Financial Statements for the fiscal year 2025

Information shall be provided regarding our financial statements and our financial statements prepared in accordance with the Tax Procedure Law, which have been made available for the review of our shareholders at the Company's Headquarters, on the Central Registry Agency's Electronic General Assembly portal, and on the Company's corporate website at www.mares.com.tr, for a period of three weeks prior to the General Assembly Meeting, within the framework of the relevant provisions of the TCC, the Regulation and the Capital Markets Law, and the said Annual Report shall be submitted to the opinion and approval of our shareholders.

5. Release of the Board Members separately with regard to the Company's activities for the year 2025

In accordance with the provisions of TCC and the Regulation, the release of the members of the Board of Directors for their activities, transactions and accounts in the year 2025 shall be submitted to the approval of the General Assembly.

6. Acceptance, acceptance with amendment or rejection of the Board of Directors' proposal regarding the distribution of the 2025 profit and the profit distribution date, prepared within the framework of the Company's profit distribution policy

According to our financial statements for the fiscal period between 01.01.2025 and 31.12.2025, which were prepared by our Company in compliance with Turkish Accounting/Financial Reporting Standards within the framework of the provisions of the Turkish Commercial Code and the Capital Markets Law and audited by Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş., a “Net Profit for the Period” amounting to TRY 29,664,649 has been generated; and, taking into account our Profit Distribution Policy set forth in **ANNEX/1**, the net period loss reflected in the records prepared in accordance with the Tax Procedure Law, our long-term strategy, investment and financing policies, the profit distribution proposal table prepared in accordance with the format of the Profit Distribution Table included in the Dividend Communiqué No. II-19.1 and the Dividend Guide published pursuant thereto is presented in **ANNEX/2**.

7. Determination of the number and terms of office of the members of the Board of Directors, election of the members in line with the determined number, and election of Independent Members of the Board of Directors

New members shall be elected in place of the members of the Board of Directors whose terms of office have expired, in accordance with the CMB regulations, the TCC and the Regulation, and taking into account the principles regarding the election of members of the Board of Directors set forth in our Articles of Association. In addition, independent members shall be elected in order to ensure compliance with the Capital Markets Board’s Communiqué No. II-17.1 on Corporate Governance.

According to Article 10 of our Articles of Association, our Company shall be managed by a Board of Directors consisting of 5 members to be elected by the General Assembly within the scope of the provisions of the Turkish Commercial Code for a term of up to 3 years. The General Assembly may decide to renew the Board of Directors even if their term of office has not expired.

It is envisaged that the Board of Directors of our Company will continue to consist of 6 members during this operating period, and 2 of the members to be elected must meet the independence criteria defined under the mandatory Corporate Governance Principles of the Capital Markets Board (CMB). Upon the recommendation of the Corporate Governance Committee, which evaluated the candidates submitted to it, and pursuant to the decision taken by our Board of Directors, Ms. Didem Gordon and Mr. İsmail Hakkı Sağır designated as Independent Member candidates of the Board of Directors and relevant application was filed with CMB. The Independent Member candidates for whom no adverse opinion has been communicated by the Capital Markets Board shall be submitted to the approval of the General Assembly.

The resumes of our Board of Directors member candidates and the independence declarations of the independent member candidates are presented **ANNEX/4**.

8. Informing and approval of the shareholders regarding the “Remuneration Policy for Members of the Board of Directors and Senior Executives” and the payments made within the scope of such policy, pursuant to the Corporate Governance Principles

Pursuant to the mandatory Corporate Governance Principle No. 4.6.2 of the CMB, the principles regarding the remuneration of members of the Board of Directors and senior executives must be set out in writing and submitted to the shareholders as a separate agenda item at the General Assembly Meeting, thereby allowing shareholders to express their opinions on this matter. The remuneration policy prepared for this purpose is presented in **ANNEX/5**. In addition, information regarding the benefits provided by Marmaris Altınyunus Turistik Tesisler A.Ş. to members of the Board of Directors and senior executives during the year 2025 is disclosed in Footnote 18 of our financial statements for the 2025 operating year.

9. Determination of the annual gross remuneration of the members of the Board of Directors

Within the scope of our Remuneration Policy submitted for the approval of the shareholders under agenda item No. 8, the annual gross remuneration amounts of the members of the Board of Directors for the 2026 operating year shall be determined by our shareholders.

10. Approval of the selection of the Independent Audit Firm made by the Board of Directors pursuant to the Turkish Commercial Code and Capital Markets Board regulations

In accordance with the Turkish Commercial Code and the Capital Markets Board regulations, and based on the opinion of the Audit Committee, it was resolved at the meeting of our Board of Directors dated 10.02.2026 to appoint Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. as the independent audit firm to audit our Company's financial reports for the 2026 fiscal period and to carry out other activities required under the relevant legislation, and this selection shall be submitted to the approval of the General Assembly.

11. Informing the shareholders about the donations made by the Company within the scope of its Donations and Sponsorship Policy during the year 2025 and determination of the upper limit for donations to be made in 2026

The Donations and Sponsorship Policy of Marmaris Altınyunus Turistik Tesisler A.Ş., which was adopted by our Board of Directors on 16.03.2021 and disclosed to the public, was approved by our shareholders at the General Assembly Meeting held on 19.03.2021 within the framework of the provision set forth under Corporate Governance Principle No. 1.3.10 stating that "*a policy regarding donations and aids shall be established and submitted to the approval of the general assembly.*"

Pursuant to Article 6 of the Capital Markets Board's Dividend Communiqué No. II-19.1, where the limit for donations is not specified in the articles of association, such limit must be determined by the general assembly, and donations and payments made must be submitted to the information of the shareholders at the ordinary general assembly meeting. Within this framework, in line with our Company's Donations and Sponsorship Policy, no donations were made by Marmaris Altınyunus Turistik Tesisler A.Ş. as a legal entity to foundations or associations during the year 2025, and shareholders shall be informed accordingly. In addition, the upper limit for donations to be made in 2026 shall be determined by the General Assembly.

12. Informing the shareholders, within the scope of Capital Markets Board regulations, about the guarantees, pledges, mortgages and sureties granted by the Company in favor of third parties in 2025 and the income or benefits obtained therefrom

In accordance with Article 12 of the Capital Markets Board's Communiqué No. II-17.1 on Corporate Governance, guarantees, pledges, mortgages and sureties granted by the Company in favor of third parties and the income or benefits obtained therefrom must be included as a separate agenda item at the ordinary general assembly meeting, and accordingly, this matter is disclosed in Footnote 19 of our financial statements dated 31.12.2025.

13. Granting permission, within the framework of Articles 395 and 396 of the Turkish Commercial Code, to shareholders holding management control, members of the Board of Directors, senior executives, and their spouses and relatives by blood or affinity up to the second degree, and informing the shareholders about the transactions carried out within this scope during 2025 in line with the Corporate Governance Communiqué of the Capital Markets Board

Our Members of the Board of Directors may perform transactions only with the approval of the General Assembly in accordance with paragraph one, Article 395 entitled "Prohibition of Transactions with the Company and of Borrowing Funds from the Company" and article 396 entitled "Prohibition of Competition" of the TCC.

As per the mandatory Corporate Governance Principle No. 1.3.6 of the Capital Markets Board, in the event that shareholders holding management control, members of the Board of Directors, executives with administrative responsibility, and their spouses and relatives by blood or affinity up to the second degree carry out a significant transaction that may result in a conflict of interest with the Company or its subsidiaries, and/or conduct a transaction falling within the scope of the Company's or its subsidiaries' field of activity on their own account or on behalf of a third party, or participate as an unlimited liability partner in another partnership engaged in the same type of commercial activities, such transactions must be included as a separate agenda item in the general assembly agenda in order to provide detailed information to the shareholders, and must be recorded in the minutes of the general assembly meeting.

In order to fulfill the requirements of these regulations, granting such permission shall be submitted to the approval of our shareholders at the General Assembly. In addition, shareholders shall be informed about any transactions of this nature carried out during the year. Certain shareholders holding management control, members of the Board of Directors, executives with administrative responsibility, and their spouses and relatives by blood or affinity up to the second degree serve as members of the boards of directors of other Koç Group companies, including those operating in similar fields of activity as our Company. During the year 2025, no significant transaction requiring disclosure within the scope of Corporate Governance Principle No. 1.3.6 occurred.

14. Wishes and opinions.

ANNEXES:

ANNEX/1 Profit Distribution Policy

ANNEX/2 Proposal of the Board of Directors Regarding the Distribution of the 2025 Profit and the Proposed Profit Distribution Table

ANNEX/3 Resumes of Board of Directors member candidates and the Independence Declarations of the Independent Member Candidates

ANNEX/4 Remuneration Policy for Senior Executives and Members of the Board of Directors

PROFIT DISTRIBUTION POLICY

Our Company distributes profit in accordance with provisions of Turkish Commercial Code, regulations of Capital Market, tax regulations and other relevant regulations as well as article of the Articles of Association regarding profit distribution. As regards to distribution of profit, a balanced and consistent policy between the interests of shareholders and the interests of the Company is being followed in accordance with the Corporate Governance Principles, and our long-term company strategy, investment and financing policies, profitability and cash position are taken into account for the purpose of determining annual profit distribution amount.

Accordingly, our current profit distribution policy;

Profit that is generated as a result of our investment and financing policies is first set off against losses from previous years and is retained by the company for use in financing of investment and cash dividend is not foreseen.

PROPOSAL OF THE BOARD OF DIRECTORS REGARDING THE DISTRIBUTION OF THE 2025 PROFIT AND THE PROPOSED PROFIT DISTRIBUTION TABLE

At the meeting of our Board of Directors dated 09.02.2026, the financial statements for the fiscal period of January 1 - December 31, 2025, drawn up by the management of Marmaris Altinyunus Turistik Tesisler A.Ş. on the basis of Turkish Financial Reporting Standards (TFRS) and audited by Marmaris Altinyunus Turistik Tesisler A.Ş., were examined and accepted and deemed appropriate to be submitted to the General Assembly.

As a result of examining the said financial statements as well as financial records created according to records of Marmaris Altinyunus Turistik Tesisler A.Ş. in accordance with provisions of Tax Procedure Law (TPL);

TFRS-compliant financial statements, prepared in accordance with the CMB's Principle Decision dated 28.12.2023 regarding the application of inflation accounting, indicate a net profit for the period of TRY 29,644,649 and accumulated prior years' losses amounting to TRY 1,066,719,546.

According to the Tax Procedure Law (VUK) records, it has been determined that there is a current year loss of TRY 14,910,450.94, prior years' commercial losses amounting to TRY 259,023,089.82, accumulated losses arising from inflation adjustments totaling TRY 1,193,851,894.05, and an inflation adjustment difference amounting to TRY 168,854,297.80.

Within this scope;

- 1- It has been resolved to submit for the approval of our shareholders at the Ordinary General Assembly Meeting that the net profit for the period amounting to TL 29,644,649, according to the financial statements prepared in compliance with TFRS, be transferred to retained earnings / accumulated profit or loss accounts, and that the net period loss amounting to TL 14,910,450.94, according to VUK records, be transferred to the accumulated losses account.
- 2- It has been resolved to inform our shareholders at the General Assembly, pursuant to the Principle Decision of the Capital Markets Board dated 07.03.2024, that according to the financial statements prepared based on VUK records, the Retained Earnings / (Accumulated Losses) account has a negative balance of TL 1,621,729,281.67; that there are Inflation Adjustment Differences related to Equity Accounts in an amount sufficient to offset the decrease of TL 1,193,851,894.05 in the Company's financial statements prepared in accordance with VUK; and that, in the statutory records kept under VUK, no offsetting will be made among equity items arising from inflation adjustments due to tax regulations.

It has been resolved accordingly.

MARMARİS ALTINYUNUS TURİSTİK TESİSLER A.Ş.
2025 Profit Distribution Table (₺)

1. Paid-up/Issued Capital (*)	8.640.048,00
2. General Legal Reserve Fund (According to Legal Records) (**)	2.798.011.103,24
Information on privileges, if any, in the distribution of profits in accordance with the articles of association	None.
	According to CMB
	According to Legal Records (LR)
3. Profit / Loss for the Period	29.644.649
4. Taxes (-)	0
5. Net Profit / Loss for the Period (=)	29.644.649
6. Losses from Previous Years (-) (***)	1.066.719.546
7. General Legal Reserve Fund (-)	0
8. NET DISTRIBUTABLE PROFIT FOR THE PERIOD (=)	29.644.649
9. Donations made during the Year (+)	0
10. Net Distributable Profit for the Period Including Donations	0
11. First Dividend to the Partners	0
• Cash	0
• Free	0
• Total	0
12. Profit Share Distributed to Privileged Shareholders	0
13. Other Profit Share Distributed	
• To Board Members,	
• To Employees	
• To Persons Other Than Shareholders	
14. Profit Distributed to the Dividend Share Holders	0
15. Second Dividend to the Partners	0
17. General Legal Reserve Fund	0
18. Statutory Reserves	0
19. Special Reserves	0
20. EXTRAORDINARY RESERVES	29.644.649
21. Other Resources Designated to Be Distributed	0
• Retained Profit	
• Extraordinary Reserves	
• Other Reserves Distributable as per the Law and the Articles of Association	

(*) The amount is the registered nominal capital amount and the capital inflation adjustment difference amounting to ₺ 1.604.692.541,27, is included in the records prepared in accordance with TPL.

(**) The amount is the total nominal general legal reserves, which is the sum of legal reserves and emission premium, and in the records prepared in accordance with TPL after the application of inflation accounting, there is a total inflation adjustment difference of ₺ 422.598.087,70 related to total general legal reserves.

(***) VUK-based records reflect that the “Retained Earnings / (Accumulated Losses)” account consists of TRY 259,023,089.82 of prior years’ commercial losses, TRY 1,193,851,894.05 of prior years’ losses arising from inflation adjustment, and TRY 168,854,297.80 of inflation adjustment difference, resulting in a total negative balance of TRY 1,621,729,281.67. However, in the financial statements prepared in accordance with the Tax Procedure Law (VUK), the Company has sufficient “Inflation Adjustment Differences Related to Equity Accounts” to offset the decrease amounting to TRY 1,193,851,894.05. Nevertheless, in the statutory records maintained under VUK, no offsetting will be made among equity items arising from inflation adjustment due to tax regulations.

RESUMES OF BOARD OF DIRECTORS MEMBER CANDIDATES

SEMAHAT SEVİM ARSEL

Having stepped into business life as a member of Koç Holding Board of Directors in 1964, Ms. Semahat Arsel still holds this office. In addition to such office, she is President of Vehbi Koç foundation and Board of Directors of Divan Group, President of Semahat Arsel Nursing Education and Research Center and Founder of School of Health Service, Koç University. She also holds memberships on the boards of directors of other Koç Group companies. Furthermore, she serves as Vice Chair of the Florence Nightingale Foundation, Member of the Board of Trustees of the Education Volunteers Foundation of Türkiye (TEGV), and Honorary Member of Turkish Businesswomen Association (TİKAD). Semahat S. Arsel has been awarded an Honorary Doctorate by Istanbul University. Ms. Semahat S. Arsel has been awarded an “Honorary Doctorate” by University of Istanbul.

YILDIRIM ALİ KOÇ

Mr. Ali Y. Koç completed his undergraduate education at Rice University (USA), School of Business, and subsequently earned an MBA degree from Harvard University (USA). He began his professional career in 1990 at American Express Bank through the Management Trainee Program and worked as an Analyst at Morgan Stanley Investment Bank between 1992 and 1994. In 1997, he joined Koç Holding as New Business Development Coordinator within the Strategic Planning Group and held senior executive positions, including President of the Information Group and President of the Corporate Communications and Information Group, until 2010. Serving as a Member of the Board of Directors of Koç Holding since January 2008, Mr. Ali Y. Koç was appointed Vice Chairman of the Board in February 2016. Since April 1, 2016, he has also been serving as Chairman of the Boards of Directors of Koç Financial Services and Yapı Kredi Bank. Mr. Ali Y. Koç additionally serves as Chairman of the Board of Directors of other Koç Group companies, including Ford Otosan and Otokar. Beyond his corporate roles, he contributes to Türkiye’s economic and social development as a Board Member of URAK – The National Competitiveness Research Association, Board Member of Endeavor Association, and Member of the Board of Trustees of TEMA Foundation. Mr. Koç is also a Member of the Global Advisory Boards of Harvard University, Bank of America, and the Council on Foreign Relations; a Member of the Senior Advisory Panel of Chatham House; and represents Türkiye at the CBI – Confederation of British Industry.

ÖZGÜR BURAK AKKOL

After completing his undergraduate studies in Industrial Engineering at Istanbul Technical University, he earned a master's degree from Koç University Executive MBA Program in 2011. While continuing his professional career, he completed Executive and Leadership Development Programs at Harvard Business School and Columbia University, and graduated from the Global Executive MBA programs of Columbia Business School and London Business School. He began his professional career in 2001 in the United States at Nautilus Foods as a Production and Productivity Specialist. Mr. Akkol joined Koç Holding in 2003 as an Assistant Human Resources Specialist and subsequently served as Human Resources Specialist from 2004 to 2005, and as Auditor and Senior Auditor from 2005 to 2009. Between 2009 and 2010, he served as Systems Development and Human Resources Manager; between 2010 and 2014 as Systems Development and Human Resources Coordinator; and between 2014 and 2021 as Human Resources Director. He served as President of Human Resources and Industrial Relations between 2021 and 2022 and has been serving as President of the Tourism, Food and Retail Group since April 2022. He is also a Member of the Board of Directors of certain other Koç Group companies. In addition, he serves as Chairman of the Boards of Directors of the Turkish Confederation of Employer Associations (TİSK), the Turkish Employers Association of Metal Industries (MESS), and the MESS Education Foundation; as a Member of the Board of Directors of the Turkish Employment Agency (İŞKUR); and as Chairman of the Board of Directors of the TİSK Microsurgery and Reconstruction Foundation.

KENAN YILMAZ

He graduated from Istanbul University Faculty of Law in 1983 and was admitted to the Istanbul Bar Association in 1984. He earned a master's degree in International Trade Law from Tulane University Law School in New Orleans and an Executive MBA degree from Koç University. He began his professional career at Koç Holding in 1989 as a Legal Counsel and served as Deputy Chief Legal Counsel between 2000 and 2006. From 2006 to 2021, he served as Chief Legal Counsel of Koç Holding and, as of early 2021, assumed the title of Chief Legal and Compliance Counsel with responsibility for the Compliance Program. Mr. Kenan Yılmaz is also a Member of the Board of Directors of Tofaş Türk Otomobil Fabrikası A.Ş. and serves as Chairman of the Board of Directors or Board Member in several other Koç Group companies. In addition, he is a Founding Member of the Ethics and Reputation Society of Türkiye, a Founding Member and Vice Chairman of the Board of Directors of the Turkish Institute of Nautical Archaeology (TINA), Chairman of the Board of Directors of the Koç Pension and Assistance Fund Foundation, and a Member of TÜSİAD.

DİDEM GORDON

Independent Board Member

Ms. Didem Gordon has over 30 years of experience in the finance and banking sectors and has made significant contributions to the development of Turkish capital markets, particularly in corporate governance, sustainability, and the implementation of best standards and ethical practices. Having graduated from the Department of Business Administration at Boğaziçi University in 1986, Ms. Gordon earned an MBA in Finance from San Diego State University. She began her career between 1989 and 1992 in the Corporate Banking Division of Mitsui Manufacturers Bank in the United States. Between 1992 and 2016, she held leadership roles at various banks and investment institutions, including Finansbank, Garanti, Koçbank, Yapı Kredi, and Ashmore, working closely with leading global institutional investors and Development Finance Institutions to enhance Türkiye's position in emerging markets. She has served in the Turkish Corporate Investment Managers Association (Vice Chair of the Board of Directors), Türkiye Sermaye Piyasaları Lisanslama A.Ş. (Vice Chair of the Board of Directors), the Turkish Capital Markets Association (Board Member), and Borsa İstanbul (Audit Committee Member). Following her executive career, she served as Senior Advisor to venture capital and private equity firms in the USA and the UK between 2016 and 2018. In 2018, Ms. Gordon founded Phaida Ventures in Estonia, providing advisory services and impact investments focused on ESG-oriented initiatives. She currently serves as a Member of the Board of Directors of Re-Pie Portföy Yönetimi A.Ş. and Organo Tarım, and as an Independent Member of the Board of Directors of Anadolu Efes and Marmaris Altınyunus. Ms. Gordon holds the CFA Institute's Sustainable Investment Certificate and Capital Markets Level 3, Derivatives, and Corporate Governance Rating licenses.

İSMAİL HAKKI SAĞIR

Independent Board Member

Born in Eskişehir in 1957, Mr. Sağır graduated from Ankara Science High School and earned his degree in Mechanical Engineering from Middle East Technical University in 1979.

He began his professional career in 1980 at Arçelik A.Ş. Eskişehir Refrigerator Plant as a Project Engineer and subsequently held positions in Quality Assurance from 1981 to 1986, Maintenance and Production Management from 1986 to 1991, Refrigerator and Compressor Plant Management from 1991 to 2002, and Refrigerator Director from 2002 to 2009.

In 2009, he was appointed Deputy General Manager responsible for Production and Technology at Arçelik A.Ş. and served in this role until his retirement in October 2015.

Mr. Sağır is married with two children and is proficient in English. He served on the Regional Executive Board of the Eskişehir Chamber of Industry between 1996 and 2010 and as a Member of the Assembly of the Eskişehir Chamber of Industry for two terms. He is a member of the Chamber of Mechanical Engineers, METU Alumni Association, and Eskişehirspor Club.

DECLARATION OF INDEPENDENCE

I hereby declare that I am a candidate to serve as an "independent member" on the Board of Directors of Marmaris Altınyunus Turistik Tesisler A.Ş. (Company), in accordance with the relevant legislation, the Articles of Association, and the criteria set forth in the Capital Markets Board's Corporate Governance Communiqué, and in this context:

- a) In the last five years, neither I nor my spouse or relatives by blood or affinity up to the second degree, have been employed in an executive position with significant responsibilities at the Company, any company in which the Company holds management control or significant influence, or any shareholder controlling the management of the Company, nor have we, whether individually or jointly, held more than 5% of the share capital, voting rights, or privileged shares thereof, or engaged in any significant commercial relationship;
- b) In the last five years, I have not served as a shareholder (holding 5% or more), as a board member, or in an executive position with significant responsibilities at any company from which the Company has purchased or to which the Company has sold significant goods or services under agreements, including auditing (tax, statutory, internal audit), rating, or consultancy services;
- c) I possess the professional education, knowledge, and experience necessary to duly perform the duties I would assume by virtue of being an independent member of the board of directors;
- ç) In compliance with the applicable legislation, I will not be employed on a full-time basis in public institutions and organizations after being elected as a member, except for university faculty positions;
- d) I am deemed to be resident in Türkiye pursuant to the Income Tax Law (G.K.V.) No. 193 dated 31/12/1960;
- e) I possess strong ethical standards, professional reputation, and experience enabling me to make positive contributions to the Company's activities, to maintain my impartiality in conflicts of interest between the Company and its shareholders, and to make independent decisions by duly considering the rights of stakeholders;
- f) I will be able to devote sufficient time to the affairs of the Company in order to monitor the conduct of its activities and to fully perform the duties I assume;
- g) I have not served as a member of the Company's board of directors for more than six years within the last ten years;
- ğ) I am not serving as an independent member of the board of directors in more than three companies in which the Company or the shareholders holding management control over the Company have management control, nor in more than five publicly traded companies in total;
- h) and I have not been registered and announced on behalf of a legal entity elected as a member of the board of directors.

NAME AND SURNAME: DİDEM GORDON

DECLARATION OF INDEPENDENCE

I hereby declare that I am a candidate to serve as an "independent member" on the Board of Directors of Marmaris Altınyunus Turistik Tesisler A.Ş. (Company), in accordance with the relevant legislation, the Articles of Association, and the criteria set forth in the Capital Markets Board's Corporate Governance Communiqué, and in this context:

- b) In the last five years, neither I nor my spouse or relatives by blood or affinity up to the second degree, have been employed in an executive position with significant responsibilities at the Company, any company in which the Company holds management control or significant influence, or any shareholder controlling the management of the Company, nor have we, whether individually or jointly, held more than 5% of the share capital, voting rights, or privileged shares thereof, or engaged in any significant commercial relationship;
- b) In the last five years, I have not served as a shareholder (holding 5% or more), as a board member, or in an executive position with significant responsibilities at any company from which the Company has purchased or to which the Company has sold significant goods or services under agreements, including auditing (tax, statutory, internal audit), rating, or consultancy services;
- c) I possess the professional education, knowledge, and experience necessary to duly perform the duties I would assume by virtue of being an independent member of the board of directors;
- ç) In compliance with the applicable legislation, I will not be employed on a full-time basis in public institutions and organizations after being elected as a member, except for university faculty positions;
- d) I am deemed to be resident in Türkiye pursuant to the Income Tax Law (G.K.V.) No. 193 dated 31/12/1960;
- e) I possess strong ethical standards, professional reputation, and experience enabling me to make positive contributions to the Company's activities, to maintain my impartiality in conflicts of interest between the Company and its shareholders, and to make independent decisions by duly considering the rights of stakeholders;
- f) I will be able to devote sufficient time to the affairs of the Company in order to monitor the conduct of its activities and to fully perform the duties I assume;
- g) I have not served as a member of the Company's board of directors for more than six years within the last ten years;
- ğ) I am not serving as an independent member of the board of directors in more than three companies in which the Company or the shareholders holding management control over the Company have management control, nor in more than five publicly traded companies in total;
- h) and I have not been registered and announced on behalf of a legal entity elected as a member of the board of directors.

NAME AND SURNAME: İSMAİL HAKKI SAĞIR

ANNEX/4

REMUNERATION POLICY FOR SENIOR EXECUTIVES AND MEMBERS OF THE BOARD OF DIRECTORS

This policy document describes remuneration system and practices of our board of directors' members and senior executives.

As per Turkish Commercial Code and article 12 of Articles of Association of Marmaris Altinyunus Turistik Tesisler A.Ş., a fixed remuneration is set annually at ordinary general assembly meeting for functions of board membership, effective for all members of the board of directors. The members of the Board of Directors are paid remuneration on a pro-rata basis, taking into account the time they have been in office as of the dates of their appointment and departure.

Members of the Board of Directors who assume executive duties are also paid in accordance with the policy applicable to senior executives, the details of which are explained below.

It is possible to provide those members tasked with conducting certain functions apart from board membership, for the purpose of contribution to the company's operations, with further benefits due to such function assumed by them in addition to fixed remuneration set at the general assembly, within framework of opinion of the Nomination and Remuneration Committee.

As regards to remuneration for independent members of the Board of Directors, payment plans based on the Company's performance are not used.

The expenses incurred by the members of the Board of Directors due to their contributions to the Company (transportation, phone, insurance expenses, etc.) may be reimbursed by the company.

Remunerations of Senior Executives are composed of two components; i.e. fixed remuneration and performance-based remuneration.

Remuneration and Fringe Benefits management within scope of our remuneration policy is fair and objective, recognizes high performance, and is competitive, rewarding and motivating.

Fixed remuneration of Senior Executives are determined in accordance with international standards and legal obligations, taking into account the macroeconomic data in the market, the wage policies prevailing in the market, the size and long-term goals of the company, and the positions of the persons. Remuneration policy is intended to increase employee motivation and engagement, and attract qualified employees capable of helping the company achieve its strategic business goals, taking into account intra-company salary balances and competitiveness across the market.

On the other hand, Senior Executive bonuses are calculated in line with bonus basis, company performance and individual performance in a manner that will help meet and exceed the company's business goals, rewards sustainable success and incentivize superior performance. Below is some information on criteria:

- **Bonus Basis:** Bonus Basis is updated at the beginning of every year and it may vary depending on business size of managers' positions. Senior management bonus policies prevailing across the market are taken into account whilst updating bonuses basis.
- **Company Performance:** Company performance is determined through measurement of financial and operational goals set for the company at the beginning of every year (market share, export, foreign operations, efficiency, etc.) at the end of the period. When setting company's goals, great importance is attached to certain principles such as success being sustainable, improvements when compared to preceding years.
- **Individual Performance:** For the purpose of determining individual performance, individual and collective goals set by Senior Executives with their own teams and managers and key result indicators are taken into account. When it comes to measurement of individual performance, principles such as long-term sustainable improvement, compliance with Environment, Society and Corporate Governance (ESG) policies are observed apart from financial fields.

In the event our company's senior executives leave the company, they may be paid a resignation bonus, taking into account their length of service, their office term as senior executive, contribution made by them, latest target bonus prior to date of resignation, salary and bonus paid in their last year.

Total amounts determined according to foregoing principles and paid to Senior Executives and Members of Board of Directors are submitted to shareholders for information and/or approval at the next general assembly meeting.