

MARMARA HOLDİNG ANONİM ŞİRKETİ

GENERAL ASSEMBLY INFORMATION MEMORANDUM CONCERNING THE 2026 EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED 27.10.2026

Trade Registry No: 46220 (Gebze Trade Registry)

Pursuant to the resolution of our Board of Directors dated 30.09.2026 and numbered 2026/28, the Extraordinary General Assembly Meeting of our Company for the 2026 financial year will be held on Tuesday, 27 October 2026 at 09:00 at Workinn Hotel, TOSB Otomotiv Yan San. İhtisas Org.San Bölğ. 3.Cad. No:1 Çayırova/KOCAELİ to discuss and resolve the agenda below.

The Proposed Amendments to the Articles of Association, General Assembly Information Memorandum and the Announcement on the Exercise of Appraisal Rights will be made available for the shareholders' review, excluding the dates of the announcement and the meeting, for three weeks prior to the General Assembly Meeting at the Company's headquarters at Dilovası Organize Sanayi Bölgesi 1. Kısım Liman Caddesi No:7 Dilovası-KOCAELİ, on the Company's corporate website at <http://www.marmaraholding.net>, on the Electronic General Assembly portal of the Central Securities Depository and on the Public Disclosure Platform. (PDP)

Shareholders entitled to attend general assembly meetings may attend the meeting at the address stated above in person or through their representatives. They may also attend the meeting electronically, in person or through their representatives, using their secure electronic signatures through the Electronic General Assembly System ("EGKS") provided by the Central Securities Depository ("MKK").

Shareholders may appoint their representatives either through EGKS or, in accordance with the Capital Markets Board's ("CMB") Communiqué on Voting by Proxy and Proxy Solicitation No. II-30.1, by completing the proxy form available at the Company's headquarters and on its website at <http://www.marmaraholding.net> and having their signatures notarized or attaching a notarized signature circular to the proxy form bearing their signatures. Representation by proxy at the General Assembly Meeting requires the use of the attached proxy form. A proxy appointed electronically through EGKS is not required to present a proxy document.

Due to our legal responsibilities, proxy forms that do not conform to the attached form required under the Communiqué will not be accepted.

Those attending the General Assembly Meeting in person may participate by presenting the documents listed below and signing the attendance list:

- Natural person shareholders: their identification documents;
- Legal entity shareholders: the identification documents of the individuals authorized to represent and bind the legal entity, together with documents evidencing their authority;
- Representatives of natural person and legal entity shareholders: identification documents and authorization documents
- Representatives authorized through EGKS: their identification documents

Shareholders attending the meeting electronically through EGKS may obtain information on the procedures and principles governing attendance, appointment of representatives, submission of proposals, expression of views and voting from MKK's website at www.mkk.com.tr.

Shareholders or their representatives wishing to attend the meeting electronically must fulfil their obligations under the Regulation on General Assembly Meetings of Joint Stock Companies Held Electronically, published in the Official Gazette dated 28 August 2012 and numbered 28395, and the Communiqué on the Electronic General Assembly System

to be Used at General Assembly Meetings of Joint Stock Companies, published in the Official Gazette dated 29 August 2012 and numbered 28396.

Pursuant to Article 415(4) of the Turkish Commercial Code No. 6102 and Article 30(1) of the Capital Markets Law No. 6362, the right to attend and vote at a general assembly meeting cannot be made conditional upon the deposit of share certificates. Accordingly, shareholders wishing to attend the General Assembly Meeting are not required to block their shares. Shareholders attending in person need only present their identification documents at the meeting.

The “shareholders’ list” showing the shareholders attending the meeting and their representatives will be obtained from the Electronic General Assembly System before the commencement of the meeting. The “shareholders’ list” will be used to prepare the list of attendants.

The shareholders’ list will be used at the meeting venue to verify whether those attending the Extraordinary General Assembly Meeting in person are shareholders or their representatives.

Subject to the provisions governing electronic voting on agenda items, voting at the General Assembly Meeting will be conducted openly by a show of hands.

We respectfully request the attendance of our shareholders at the meeting at the venue and on the date and at the time stated above.

The foregoing is submitted for the information of our shareholders.

BOARD OF DIRECTORS OF MARMARA HOLDİNG A.Ş.

MARMARA HOLDİNG A.Ş.

AGENDA OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING FOR THE 2026 FINANCIAL YEAR

1. Opening of the meeting and formation of the Meeting Chairmanship,
2. Discussion and resolution of the proposed amendment to Article 4 of the Company’s Articles of Association, titled “Registered Office of the Company”, as set out in the attached amendment text, subject to obtaining the necessary legal approvals,
3. Provision of information to shareholders regarding the classification of the share transfer contemplated by the Company’s Board of Directors’ resolution dated 29 July 2026, to be discussed under agenda item 5, as a material transaction under Articles 23 and 29 of the Capital Markets Law and Articles 4(1)(c) and 6 of the Capital Markets Board’s Communiqué on Material Transactions and Appraisal Rights No. II-23.3 (the “Communiqué”). The transaction involves the sale and transfer to Kansai Paint Co., Ltd. (“Kansai Paint”), under a Share Transfer Agreement, of all shares held by the Company in Polisan Kansai Boya Sanayi ve Ticaret A.Ş. (“PKB”), with an aggregate nominal value of TRY 62,501,572 and representing 50% of PKB’s share capital, together with all associated rights, obligations and liabilities, for an aggregate upfront cash consideration of USD 93,000,000, subject to obtaining the necessary legal approvals and fulfilling the contractual obligations. Shareholders will also be informed that those who held shares in the Company on 26 June 2026, the date on which the Board of Directors’ resolution was publicly disclosed, attend the General Assembly Meeting, vote against the transaction and have their dissent recorded in the minutes are entitled to exercise appraisal rights,
4. Provision of information to shareholders regarding the exercise of appraisal rights pursuant to Article 14(1) of the Communiqué, including the Company’s purchase of shares at an appraisal right price of TRY 2.60 per share with a nominal value of TRY 1 if those rights are exercised, the calculation of that price on the basis of the arithmetic average of the daily adjusted weighted average prices of the shares on the stock exchange during the six-month period preceding 26 June 2026, the date of the first public announcement concerning

the share transfer, and the details of the exercise process set out in the General Assembly Information Memorandum,

5. Discussion and resolution of the Company's Board of Directors' resolution dated 29 July 2026 concerning the sale and transfer to Kansai Paint Co., Ltd., for an aggregate upfront cash consideration of USD 93,000,000, of all shares held by the Company in Polisan Kansai Boya Sanayi ve Ticaret A.Ş., with an aggregate nominal value of TRY 62,501,572 and representing 50% of PKB's share capital, together with all associated rights, obligations and liabilities,
6. Closing.

Annex: Text of the Proposed Amendments to the Articles of Association

ADDITIONAL DISCLOSURES UNDER CMB REGULATIONS

The additional disclosures required under Corporate Governance Principle No. 1.3.1 set out in the CMB's Communiqué on Corporate Governance No. II-17.1 are as follows:

1. **Information on the total number of shares and voting rights reflecting the Company's shareholding structure as at the date of disclosure and, if there are any privileged shares, the number of shares and voting rights represented by each class of privileged shares and the nature of those privileges:**

The Company's issued share capital is TRY 3,016,276,170, divided into 3,016,276,170 shares with a nominal value of TRY 1 each. The share capital has been paid in full.

The Company has no privileged shares or voting rights.

The Company's shareholding structure as at the date of disclosure is as follows:

Shareholder	Shareholding (TRY)	Shareholding (%)	Voting Rights(%)
Mehmet Emin Bitlis	595,202,810.84	19,73	19,73
Ahmet Ertuğrul Bitlis	595,203,796.84	19,73	19,73
Ayşe Melike Bitlis Bush	243,941,597.99	8,09	8,09
Fatma Nilgün Kasrat	220,217,130.12	7,3	7,3
Ahmet Faik Bitlis	205,022,303.95	6,8	6,8
Other	1,156,688,530.26	38,35	38,35
Total	3.016.276.170	100	100

2. **Changes in the management and operations of the Company and its subsidiaries that occurred during the previous financial year or are planned for future financial years and that may materially affect their activities, together with the reasons for those changes:**

None.

3. **If the dismissal, replacement or election of Board members is on the General Assembly agenda, information on the reasons for dismissal or replacement; the résumés of the candidates nominated to the Company, the positions they have held in the last ten years and their reasons for leaving those positions; the nature and materiality of their relationships with the Company and its related parties; whether they qualify as independent directors; and any similar matters that may affect the Company's activities if they are elected:**

None.

4. Requests submitted in writing by shareholders to the Investor Relations Department to add items to the agenda and, where the Board of Directors has rejected such requests, the rejected proposals and the reasons for their rejection:

None.

5. Information on requests by shareholders, the Capital Markets Board or other public authorities to add items to the agenda:

No requests to add items to the agenda of the Extraordinary General Assembly Meeting have been received from shareholders, the Capital Markets Board or other public authorities.

6. If amendments to the Articles of Association are on the agenda, the relevant Board of Directors' resolution and the existing and proposed wording of the amendments:

The proposed amendment to Article 4 of the Company's Articles of Association, titled "Registered Office of the Company", as set out in the annex, will be discussed and submitted for resolution (Annex 1).

**EXPLANATIONS REGARDING THE AGENDA ITEMS OF THE EXTRAORDINARY GENERAL
ASSEMBLY
MEETING DATED 27.10.2026**

1- Opening of the meeting and formation of the Meeting Chairmanship,

In accordance with the Turkish Commercial Code ("TCC"), the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Ministry Representatives to Attend Such Meetings, and the Company's Internal Directive on General Assembly Meetings, a Meeting Chair will be elected to preside over the General Assembly Meeting. The Meeting Chair will then form the Meeting Chairmanship.

2- Discussion and resolution of the proposed amendment to Article 4 of the Company's Articles of Association, titled "Registered Office of the Company", as set out in the attached amendment text, subject to obtaining the necessary legal approvals,

As the Company's registered office will be relocated from Kocaeli to Istanbul, outside its current province, the proposed amendment to Article 4 of the Articles of Association, titled "Registered Office of the Company", as set out in the annex, will be discussed and submitted for resolution (Annex 1).

3- Provision of information to shareholders regarding the classification of the share transfer contemplated by the Company's Board of Directors' resolution dated 29 July 2026, to be discussed under agenda item 5, as a material transaction under Articles 23 and 29 of the Capital Markets Law and Articles 4(1)(c) and 6 of the Capital Markets Board's Communiqué on Material Transactions and Appraisal Rights No. II-23.3 (the "Communiqué"). The transaction involves the sale and transfer to Kansai Paint Co., Ltd. ("Kansai Paint"), under a Share Transfer Agreement, of all shares held by the Company in Polisan Kansai Boya Sanayi ve Ticaret A.Ş. ("PKB"), with an aggregate nominal value of TRY 62,501,572 and representing 50% of PKB's share capital, together with all associated rights, obligations and liabilities, for an aggregate upfront cash consideration of USD 93,000,000, subject to obtaining the necessary legal approvals and fulfilling the contractual obligations. Shareholders will also be informed that those who held shares in the Company on 26 June 2026, the date on which the Board of Directors' resolution was publicly disclosed, attend the General Assembly Meeting, vote against the transaction and have their dissent recorded in the minutes are entitled to exercise appraisal rights,

Pursuant to Articles 23 and 29 of the Capital Markets Law and Article 4(1)(ç) of the Communiqué, the Announcement on the Exercise of Appraisal Rights, which has also been publicly disclosed as an annex to the General Assembly Information Memorandum, will be read out and shareholders will be informed accordingly (Annex 2).

4- Provision of information to shareholders regarding the exercise of appraisal rights pursuant to Article 14(1) of the Communiqué, including the Company's purchase of shares at an appraisal right price of TRY 2.60 per share with a nominal value of TRY 1 if those rights are exercised, the calculation of that price on the basis of the arithmetic average of the daily adjusted weighted average prices of the shares

on the stock exchange during the six-month period preceding 26 June 2026, the date of the first public announcement concerning the share transfer, and the details of the exercise process set out in the General Assembly Information Memorandum,

Pursuant to Articles 23 and 29 of the Capital Markets Law and Articles 4(1)(ç), 11 and 14 of the Communiqué, the Announcement on the Exercise of Appraisal Rights, which has also been publicly disclosed as an annex to the General Assembly Information Memorandum, will be read out and shareholders will be informed about the determination of the appraisal right price and the exercise of appraisal rights (Annex 2).

5- Discussion and resolution of the Company's Board of Directors' resolution dated 29 July 2026 concerning the sale and transfer to Kansai Paint Co., Ltd., for an aggregate upfront cash consideration of USD 93,000,000, of all shares held by the Company in Polisan Kansai Boya Sanayi ve Ticaret A.Ş., with an aggregate nominal value of TRY 62,501,572 and representing 50% of PKB's share capital, together with all associated rights, obligations and liabilities,

Following the information provided under agenda items 3 and 4, the proposed sale and transfer of those shares, constituting a material transaction, will be put to a vote. Pursuant to Article 29 of the Capital Markets Law, the resolution will require the affirmative votes of two-thirds of the shares carrying voting rights represented at the Extraordinary General Assembly Meeting, with no meeting quorum required. If shares representing at least half of the Company's share capital and carrying voting rights are represented at the meeting, the affirmative votes of a majority of the shares carrying voting rights represented at the meeting will suffice.

6- Closing.

ANNEXES:

1. Proposed Amendment to the Articles of Association
2. Announcement on the Exercise of Appraisal Rights