

MARMARA HOLDİNG ANONİM ŞİRKETİ
INVITATION TO THE EXTRAORDINARY GENERAL ASSEMBLY DATED 27/10/2026

Trade Registry No: 46220 (Gebze Trade Registry Office)

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 Çayirova/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 on the date and at the time and venue 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: Proposed Amendments to the Articles of Association

PROXY
TO THE CHAIRMANSHIP OF THE GENERAL ASSEMBLY OF MARMARA HOLDİNG ANONİM
ŞİRKETİ

I/We hereby appoint _____, identified in detail below, as my/our proxy to represent me/us, vote, submit proposals and sign the necessary documents at the Extraordinary General Assembly Meeting of Marmara Holding Anonim Şirketi to 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, in accordance with my/our instructions set out below.

Proxy's details (*):

Name and surname / Trade name:

Turkish ID No. / Tax Identification No., Trade Registry Office and registration No., and MERSIS No.:

(*) For proxies who are foreign nationals, equivalent information must be provided where available.

A. SCOPE OF AUTHORITY TO REPRESENT

The scope of the proxy's authority to represent the shareholder shall be determined by selecting one of options (a), (b) or (c) for each of Sections 1 and 2 below.

1. Matters on the General Assembly agenda;

- a) The proxy is authorized to vote at the proxy's discretion.
- b) The proxy is authorized to vote in accordance with the recommendations of the Company's management.
- c) The proxy is authorized to vote in accordance with the instructions set out in the table below.

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Instructions:

If the shareholder selects option (c), instructions for each agenda item shall be given by marking the appropriate box (for or against) opposite that item. If the shareholder votes against an item, any dissenting opinion that they wish to have recorded in the General Assembly minutes shall also be specified.

No.	Agenda Items (*)	For	Against	Dissenting Opinion
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.	☐	☐	☐

(*) Information items are not put to a vote. If the minority shareholders have a separate draft resolution, it shall also be specified so that the proxy may vote on it.

2. Special instructions concerning other matters that may arise at the General Assembly Meeting, particularly the exercise of minority rights:

- a) The proxy is authorized to vote at the proxy’s discretion.
- b) The proxy is authorized to vote in accordance with the recommendations of the Company’s management.
- c) The proxy is authorized to vote in accordance with the instructions set out below.

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SPECIAL INSTRUCTIONS: Any special instructions that the shareholder wishes to give the proxy shall be stated here.

B. The shareholder shall specify the shares to be represented by the proxy by selecting one of the following options.

1. I authorize the proxy to represent my shares detailed below.

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- a) Issue and series: (*)
- b) Number/Group: (**)

c) Number of shares and nominal value:

d) Whether the shares carry voting privileges:

e) Whether the shares are in bearer or registered form: (*)

f) Proportion of these shares to all shares / voting rights held by the shareholder:

(*) This information is not required for shares held in dematerialised form.

(**) For shares held in dematerialised form, information on the share group, if any, shall be provided instead of the share number.

2. I authorize the proxy to represent all my shares appearing on the list of shareholders entitled to attend the General Assembly Meeting prepared by MKK on the day preceding the meeting.

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SHAREHOLDER'S NAME AND SURNAME OR CORPORATE NAME (*)

Turkish ID No. / Tax ID No., Trade Registry Office and Registration No., and MERSIS No.:

Address:

(*) Foreign shareholders must provide the equivalent information, if any.

SIGNATURE