

MARMARA HOLDİNG A.Ş.
2026 FINANCIAL YEAR EXTRAORDINARY GENERAL ASSEMBLY MEETING
TO BE HELD ON 27.10.2026

“ANNOUNCEMENT ON THE EXERCISE OF APPRAISAL RIGHTS”

The agenda of Marmara Holding Anonim Şirketi’s Extraordinary General Assembly Meeting for the 2026 financial year, 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, includes the following matter to be resolved:

Under the Company’s Board of Directors’ resolution dated 29 July 2026, the Company proposes to sell and transfer to Kansai Paint Co., Ltd. (“**Kansai Paint**”), under a Share Transfer Agreement, 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. This matter will be discussed under agenda item 5 of the Extraordinary General Assembly Meeting. As the transaction is classified 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**”), **shareholders who held shares in the Company on 26 June 2026**, the date on which the Board of Directors’ resolution was first publicly disclosed, and **who attend the General Assembly Meeting**, vote against the share transfer under agenda item 5 and **have their dissent recorded in the minutes**, or whose representatives do so, are entitled to exercise appraisal rights by selling their shares to the Company.

Pursuant to Article 14(1) of the Communiqué, the appraisal right exercise price is TRY 2.60 (two Turkish lira and sixty kuruş) per share with a nominal value of TRY 1. This is 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 on which the Board of Directors’ resolution concerning the share transfer was first publicly disclosed.

Shareholders who held shares in the Company on 26 June 2026 and **who attend the General Assembly Meeting**, **vote against the transaction and have their dissent recorded in the minutes**, or whose representatives do so, are entitled to exercise appraisal rights by selling their shares to the Company.

Shareholders who held shares in the Company on 26 June 2026, the date on which the Board of Directors’ resolution concerning the share transfer was publicly disclosed, and who attend the General Assembly Meeting, vote against the transaction and have their dissent recorded in the minutes must exercise their appraisal rights in respect of all their shares through an intermediary institution to be authorized to purchase the shares on behalf of the Company.

For the proposed sale and transfer of all shares held by the Company in 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, to Kansai Paint Co., Ltd. for an aggregate upfront cash consideration of USD 93,000,000 to be approved at the Extraordinary General Assembly Meeting, Article 29 of the Capital Markets Law requires the affirmative votes of two-thirds of the shares carrying voting rights represented at the 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.

Shareholders who attend the General Assembly Meeting, vote against the transaction and have their dissent recorded in the minutes, and who wish to exercise their appraisal rights must deliver the original or a notarized copy of the Appraisal Rights Form attached to this announcement to the intermediary institution to be authorized by the Company, either by registered mail with return receipt or by hand, **within the appraisal right exercise period**, and request that the sale be effected. The Company will pay the purchase price for the shares no later than the business day following the sale.

A separate announcement will be made regarding the intermediary institution to be authorized and the dates for exercising appraisal rights.

**SHAREHOLDER DECLARATION REGARDING THE EXERCISE OF APPRAISAL RIGHTS
TO MARMARA HOLDİNG A.Ş.**

1. I attended the Company's Extraordinary General Assembly Meeting for the 2026 financial year held on 27 October 2026 concerning the sale and transfer to Kansai Paint Co., Ltd., pursuant to the Company's Board of Directors' resolution dated 29 July 2026, 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, for an aggregate upfront cash consideration of USD 93,000,000. I received information under agenda items 3 and 4, voted against the share transfer under agenda item 5 and had my dissent recorded in the meeting minutes.
2. I wish to exercise my appraisal rights under Articles 23 and 29 of the Capital Markets Law No. 6362 and Article 4(1)(c) of the Capital Markets Board's Communiqué on Material Transactions and Appraisal Rights No. II-23.3 (the "**Communiqué**").
3. Pursuant to Article 11 of the Communiqué, I request that the Company purchase all shares with a nominal value of TRY 1 each that I held as of 26 June 2026, the date on which the Company's Board of Directors' resolution concerning the share transfer was first publicly disclosed, against their transfer to the Company at the determined appraisal right exercise price.

Shareholder's;

Name / Surname / Corporate Name:

Central Securities Depository Registry Number:

Bank Account Number for Payment of the Purchase Price:

Date:

Signature: