

MARMARİS ALTINYUNUS TURİSTİK TESİSLER A.Ş.

REPORT ON COMMON AND CONTINUOUS RELATED PARTY TRANSACTIONS

1. General Information

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

- For purchases, to that of the cost of sales in the latest publicly disclosed annual financial statements;
- 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, in addition to the transactions specified in the report on recurring and continuous related party transactions disclosed to the public on 16 February 2026, to evaluate, within the framework of CMB regulations, the terms and conditions of the transactions that Marmaris Altinyunus Turistik Tesisler A.Ş. (the "Company" or "our Company") anticipates carrying out during 2026 and the following years with Divan Turizm İşletmeleri A.Ş. ("Divan"), which qualifies as a related party pursuant to Turkish Accounting Standard 24 ("TAS 24"), under the Hotel Management Agreement disclosed to the public on 30 September 2026, and which are expected to exceed the thresholds specified in the Communiqué based on the latest annual financial statements; to disclose such terms and conditions to the public to the extent they do not constitute trade secrets; and to demonstrate that, when compared with market conditions, such transactions are not expected to result in any outcome to the detriment of our Company.

2. Information on Marmaris Altinyunus Turistik Tesisler A.Ş.

Marmaris Altinyunus Turistik Tesisler A.Ş. was incorporated on 17 February 1986. The Company's principal activities consist of operating a tourist hotel and providing tourism services in Antalya, as well as leasing the tourist facility located in Marmaris. The Company's shares are traded on Borsa İstanbul A.Ş.

The issued share capital of our Company is TRY 8,640,048.00, and the table setting out the Company's shareholding structure is presented below.

Shareholder	Share Amount (TRY)	Capital Ratio (%)	Voting Right	Voting Right 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
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	8,640,048.00	100.00	864,004,800	100.00

The summary financial information for 2024 and 2025 is set out below. Unless otherwise stated, all amounts are expressed in Turkish Lira ("TRY") in terms of the purchasing power as of 31 December 2025.

	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

Based on these figures, pursuant to the Communiqué, a board report is required for purchase transactions expected to exceed TRY 2,862,694 (10% of 2025 Cost of Sales) and sales transactions expected to exceed TRY 4,989,524 (10% of 2025 Revenue) during 2026.

3. Information on the Related Party Subject to the Report

Divan was established in 1956 by Vehbi Koç and is a well-established company operating in the tourism and hospitality services sector. Divan was established for the purpose of operating tourist facilities and existing hotels in areas suitable for tourism, adding new hotels to the

Divan chain through management agreements, producing food and food products by establishing or leasing facilities at designated locations, operating restaurants, and providing catering services.

Divan Turizm İşletmeleri A.Ş. is a privately held company whose shares are owned by Koç Holding A.Ş., the controlling shareholder of our Company, Temel Ticaret ve Yatırım A.Ş., and Setur Servis Turistik A.Ş.

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

Divan Turizm İşletmeleri A.Ş.

Pursuant to the Hotel Management Agreement dated 30 September 2026 executed between our Company and Divan, Divan will be paid a service fee, to be determined based on the relevant procurement and investment amounts, in consideration of the services provided during the period until the Facility becomes operational, including the delivery of brand standards, architectural and technical processes, design, design and implementation of the Facility, review services, coordination and supervision of the construction process, audits for compliance with applicable standards, legal and administrative processes, and the selection and procurement of materials and equipment.

Pursuant to the Agreement, in consideration of the activities relating to the operation of the Facility, as of the date Talya Hotel commences accepting guests through all sales channels, a base fee calculated in accordance with the provisions of the Agreement based on monthly revenue will be paid to Divan on a monthly basis, while an incentive fee calculated based on gross operating profit will be paid on a quarterly basis. In addition, for the promotional activities of the Facility, an amount calculated as a certain percentage of revenue will be paid to Divan on a monthly basis as a contribution to marketing activities.

The commercial terms of the Agreement are considered to be in line with the general approach and rates applied by national and international hotel chains under agreements whereby the operator provides comprehensive support and services both during the pre-opening and post-opening periods.

In this context, following the execution of the Agreement, information regarding the related party transactions to be carried out with Divan that are expected to exceed the thresholds stipulated under the Communiqué is summarized in the table below.

Related Party	Nature of Transaction	Pricing Method
Divan Turizm İşletmeleri A.Ş.	Services provided during the period until the Facility becomes operational, including the delivery of brand standards, architectural and technical processes, design, implementation, review, coordination and supervision of the construction process, audits for compliance with applicable standards, legal and administrative processes, and the selection and procurement of materials and equipment.	At rates determined based on the total procurement and investment amounts
	Operation of the Facility by Divan under the “Divan Talya” brand and promotional services	At rates determined based on the Facility’s revenue and gross operating profit

Conclusion

In this Report, information is provided on the service procurement transactions to be carried out by our Company with its related party, Divan, within the scope of Article 10 of the Capital Markets Board’s Corporate Governance Communiqué No. II-17.1. The terms and conditions of such transactions, the pricing methodology and the rationale for selecting such methodology are explained, and information is provided regarding the compliance of the transactions with market conditions.