

**TEXT OF AMENDMENT TO THE ARTICLES OF ASSOCIATION OF  
DOĞUŞ OTOMOTIV SERVIS VE TİCARET ANONİM ŞİRKETİ**

PREVIOUS TEXT	NEW TEXT
<p><b>Article 9- DUTIES OF BOARD OF DIRECTORS, NUMBER OF MEMBERS AND PERIOD</b></p> <p>Businesses and management of the company are conducted by a board of directors composed of at least 3 at most 11 members to be elected by the general assembly. Board of directors elects on chairman and one vice chairman in the first meeting. Term of office of the board of directors is 3 years. At the end of this period those members whose terms of office expires may be re-elected.</p> <p>Board members may be dismissed any time by the general assembly.</p>	<p><b>Article 9- DUTIES OF BOARD OF DIRECTORS, NUMBER OF MEMBERS AND PERIOD</b></p> <p>Businesses and management of the company are conducted by a board of directors composed of at least 5 members to be elected by the general assembly. Board of directors elects on chairman and one vice chairman in the first meeting. Term of office of the board of directors is 3 years at most. At the end of this period those members whose terms of office expires may be re-elected.</p> <p><i>Number and qualifications of the independent members to be appointed to board of directors are determined by the regulations issued by Capital Markets Board on corporate management.</i></p> <p>Board members may be dismissed any time by the general assembly.</p>
<p><b>Article 10- BOARD MEETINGS</b></p> <p>Board of directors is convened when ever required for the businesses of the company. However it mandatory to convene at least once a month.</p> <p>Board of directors convenes with one more than half of the members and takes decisions with majority. In case the votes are equal, the suggestion is considered as rejected.</p> <p>Votes are used as accept or reject in board meetings. Abstention is not an option. Those members rejecting the suggestion signs the decision with writing why he rejected the suggestion.</p>	<p><b>Article 10- BOARD MEETINGS</b></p> <p>a) Board of directors is convened when ever required for the businesses of the company. However it mandatory to convene at least once a month.</p> <p>Board of directors convenes with one more than half of the members and takes decisions with majority. In case the votes are equal, the suggestion is considered as rejected.</p> <p>Votes are used as accept or reject in board meetings. Abstention is not an option. Those members rejecting the suggestion signs the decision with writing why he rejected the suggestion.</p> <p>b) For Board Decisions regarding those actions considered as important to apply Corporate Management Principles, Capital Markets Board's regulations on Corporate Management Principles are observed.</p> <p>c) For board decisions regarding guarantee, pledge and mortgage in favor of third parties and actions related to any operation of the company related are conducted in accordance with <i>Capital Markets Board's regulations on Corporate Management Principles.</i></p>

<p><b>Article 17- QUORUM</b></p> <p>General assembly meetings and quorums related thereof are subject to the provisions of Turkish Code of Commerce. Provisions of 11<sup>th</sup> Article of Capital Markets Board on quorum are reserved.</p>	<p><b>Article 17- QUORUM</b></p> <p>General assembly meetings and quorum related thereof are subject to Capital Markets Board's regulations and Corporate Management Principles and the provisions of Turkish Code of Commerce.</p>
<p><b>Article 22- ANOUNCES</b></p> <p>Announces related to the company are published in at least one newspaper at least 15 days before in where the head office of the company is located provided that the provisions of 4<sup>th</sup> paragraph of 37<sup>th</sup> article of Turkish Code of Commerce.</p> <p>However announces regarding general assembly call are mandatory to be published at least two weeks earlier except for the days of announce and meeting in accordance with the provisions of 368<sup>th</sup> article of Turkish Code of Commerce.</p> <p>Provisions of 397<sup>th</sup> and 438<sup>th</sup> articles of Turkish Code of Commerce are applied on the announces regarding capital reduction and liquidation. Provisions of 370<sup>th</sup> article of Turkish Code of Commerce and regulations of Capital Markets Board on announce are reserved.</p> <p>Provided that provisions of Turkish Code of Commerce are reserved, independent audit report and financial statement and reports anticipated in Capital market regulation are announced to the public within the bass determined by Capital Markets Board and sent to this board.</p> <p>Statements for special conditions to be stated in accordance with the regulations of Capital Markets Board and any statement anticipated by the Board are announced duly in time.</p>	<p><b>Article 22- ANOUNCES</b></p> <p>Announces of the company and general assembly calls are published in accordance with the term, basis, content and conditions determined by Capital markets Board regulations and Turkish Code of Commerce.</p>
<p><b>Article 30- SUPPLEMENTARY PROVISIONS</b></p> <p>About the subjects not mentioned in these articles of association provisions of Turkish Code of Commerce, Capital markets law ad relevant regulations are applied.</p>	<p><b>Article 30- SUPPLEMENTARY PROVISIONS</b></p> <p>a) About the subjects not mentioned in these articles of association provisions of Turkish Code of Commerce, Capital markets law ad relevant regulations are applied.</p> <p>b) Corporate Management Principles are observed which are made obligatory to apply by Capital Markets Board. Actions and board decisions taken without observing obligatory principles are invalid ad considered as in contrary to the articles of association.</p>