



**DOĞUŞ OTOMOTİV SERVİS VE TİCARET A.Ş.**  
**ORDINARY GENERAL ASSEMBLY MEETING FOR THE YEAR 2011**

Ordinary General Assembly Meeting of our company will be held in public domain in the address " Muallim Naci Caddesi, No: 26, Bentley Istanbul Showroom, Ortaköy-Beşiktaş/İstanbul" on March 30<sup>th</sup> 2012 at 11:00 to make a decision discussing following agenda and to examine works done in 2011.

Those shareholders who would like to attend General Assembly Meeting whose shares are stored in investor accounts by intermediary institutions under Central Record Institution are required to register themselves to general assembly completing blockade actions at least one week prior to the date of meeting in accordance with the regulations of Merkezi Kayıt Kuruluşu A.Ş. (MKK). It is hereby informed to those shareholders who did not registered themselves to Blockade List under MKK that they may not vote in the meeting.

Those shareholders who may not attend the meeting in person should issue and submit power of attorney ad power of attorney approved by the notary public or power of attorney bearing their own signature attaching signature declaration approved by notary public.

Balance sheet ad income statement issued in accordance with the regulations of Capital Markets Board, auditor's report and activity report containing Board Suggestion on profit distribution and information document regarding articles of the agenda will be kept available in head office and in the website [www.dogusotomotiv.com.tr](http://www.dogusotomotiv.com.tr) to make available for examination by the shareholders for a period of 21 days prior to the date of meeting.

It is hereby presented to the attention of our shareholders.

Best Regards,

BOARD OF DIRECTORS

## ORDINARY GENERAL ASSEMBLY AGENDA

1. Inauguration and organizing Executive Board
2. Authorizing executive board to sign the minutes of General Assembly Meeting.
3. Reading and discussing annual activity report or Board of Directors for the year 2011.
4. Reading Auditor's report.
5. Reading summary statement of independent auditor company report.
6. Discussing and approving balance sheet and income statement.
7. Negotiation of releasing Board members and making a decision thereon.
8. Negotiation of releasing auditors and making a decision thereon.
9. Discussion of Board Suggestion and making a decision on profit distribution regarding the year 2011.
10. Amendments to the articles of association provided that required permissions are received from capital markets board and relevant ministry. **[Annex 1]**
  - a) Making decision after discussing on amendment to 9th article with title "Duties and Board, number of members and terms of office" of the articles of association.
  - b) Making decision after discussing on amendment to 10th article with title "Board Meetings" of the articles of association.
  - c) Making decision after discussing on amendment to 17th article with title "Quorum" of the articles of association.
  - d) Making decision after discussing on amendment to 22<sup>nd</sup> article with title "Announces" of the articles of association.
  - e) Making decision after discussing on amendment to 30<sup>th</sup> article with title "Supplementary Provisions" of the articles of association.

11. Informing shareholders during general assembly on duties of embers candidate to the board of directors within and out of the group **[Annex 2]**
12. Election of board members
13. Informing shareholders during general assembly on salaries or board members and top managers **[Annex 3]**
14. Determination of Board Members' salaries.
15. Electing auditors and determination of salaries thereof.
16. Approving Independent Auditing Corporation elected for the year 2012 by the Board of Directors.
17. Information transfer on guarantee, pledge and mortgages placed in favor of third parties **[Annex 4]**
18. Donations and charities
  - a) Informing shareholders on "the policy on donations and charities" of the company, discussing and approving thereof.
  - b) Informing shareholders on donations and charities donated within the year during general assembly **[Annex 6]**
19. Presentation of "Informing policy" of the company to the shareholders during general assembly **[Annex 7]**
20. Informing shareholders on "the policy on profit distribution" of the company, discussing and approving thereof. **[Annex 8]**
21. Presenting "ethics principles and rules" of the company to the shareholders during general assembly **[Annex 9]**
22. Submitting the subject that shareholders having authority to manage the company, board members, top managers and their spouses and second degree relatives by blood and by marriage, their companies and affiliates to make operations in competing with conflict of interest in person or on behalf of others, to become shareholders to those companies running such businesses in accordance with 1<sup>st</sup>, 3<sup>rd</sup>, 7<sup>th</sup> articles of the Notification on Determination and Application of Corporate Management Principles issued by Capital Markets Board and 334<sup>th</sup> and 335<sup>th</sup> articles of Turkish Code of Commerce.
23. Regards and Closure

## PROXY FORM FOR THE ORDINARY GENERAL ASSEMBLY MEETING

### DOĞUŞ OTOMOTİV SERVİS VE TİCARET A.Ş.

I/We hereby appoint ..... as authorized to represent me/us, to vote, to make suggestion and to sign required documents in accordance with my opinion I stated below in Ordinary General Assembly of Shareholders of Doğuş Otomotiv Servis ve Ticaret A.Ş. to be held on March 30<sup>th</sup> 2012 at 11:00 in "Muallim Naci Caddesi, No: 26, Bentley İstanbul Showroom, Ortaköy-Beşiktaş/İstanbul"

#### A) SCOPE OF POWER OF ATTORNEY

- a) The representative is authorized to vote in accordance with his own opinion for the articles of agenda.
- b) The representative is authorized to vote in accordance with the following instructions for the articles of the agenda. Instructions: (Special instructions are written).
- c) The representative is authorized to vote in accordance with the management of the company.
- d) The representative is authorized to vote in accordance with the following instructions for other subjects which may arise during the meeting (If no instruction is available, the representative uses voting right according to his own free will). Instructions: (Special instructions are written).

#### B) PARTICULARS OF SHARE STOCK BELONG TO THE SHAREHOLDER

- a) Number – Nominal value,
- b) Whether or not any privilege exists on the vote,
- c) Bearer – Nominative

NAME and SURNAME or TITLE of THE SHAREHOLDER:

ADDRESS:

Signature:

#### NOTE:

1. One of the options (a), (b) or (c) is selected in part (A). If any instruction to be given (b) and (d) options are explained.
2. Shareholders who would like to issue power of attorney have the form of power of attorney approved by notary public or attach signature declaration approved by the notary public to the power of attorney bearing his own signature.