

2020 ORDINARY GENERAL ASSEMBLY DISCLOSURE DOCUMENT

Meeting Call

Our Company's 2020 Ordinary General Assembly Meeting will convene as a session open to the public for the purpose of discussing and resolving the items on the agenda provided below on Tuesday, March 30, 2021 at 10:00 a.m. at the address "Bentley-Lamborghini Showroom, Maslak Mahallesi, Ahi Evran Caddesi (Doğuş Power Center), No:4, İç Kapı No: 3, Sarıyer/İstanbul".

Shareholders may either attend the Ordinary General Assembly Meeting, personally or by proxy, either in its physical environment or remotely through the electronic system.

Shareholders or their proxies who wish to attend the meeting over the electronic system shall be required to hold an "Electronic Signature Certificate" and provide the required identification from the Central Securities Depository (MKK); they will otherwise not be able to participate in the meeting.

The persons assigned as proxies by shareholders who will be unable to personally or electronically participate in the meeting are required to draw up a letter of proxy as shown in the attachment or in a sample that can be obtained from company headquarters or from the website www.dogusotomotiv.com.tr and, in accordance with legislation, this document must be presented bearing a notarized certification of the signature. A proxy authorized over the electronic system via the Electronic General Assembly System shall not be required to present a letter proxy.

At the ordinary general meeting, with regards to voting of the agenda items, electronic voting provisions are reserved and open voting method with the method of lifting hands will be used.

The Disclosure Document pertaining to the Company's financial statements and independent auditors' report, appropriately drawn up in accordance with the Capital Markets Board regulations, the Board of Directors' annual report, as well as the Board of Directors' profit distribution proposal shall be made available to shareholders for their review in the period starting 21 days prior to the date of the meeting at the Company's legal headquarters [Maslak Mahallesi, Ahi Evran Caddesi(Doğuş Power Center), No:4, İç Kapı No: 3, Sarıyer /İstanbul] and at the Company's contact center [Şekerpinar Mahallesi, Anadolu Caddesi, No:22, Çayirova /Kocaeli] and on the website www.dogusotomotiv.com.tr.

2020 ORDINARY GENERAL ASSEMBLY DISCLOSURE DOCUMENT

Company Title : Doğuş Otomotiv Servis ve Ticaret A.Ş.
MERSİS Number : 0309011471300010
Trade Registry Number : İstanbul Ticaret Sicil Müdürlüğü-429183
Legal Headquarters Address : Maslak Mahallesi, Ahi Evran Caddesi, No:4, İç Kapı No: 6,
(Doğuş Center Maslak) Sarıyer /İstanbul

1. Shareholding Structure / Voting Rights

The issued and paid-in capital of the Company is TL 220,000,000 and the registered capital ceiling is TL 660,000,000. The total capital of the Company comprises 220,000,000 registered shares with a nominal value of TL 1 each, and 1 voting right per share and no privileged rights have been granted.

SHAREHOLDER'S TITLE	EQUITY RATIO	NO. OF SHARES *	AMOUNT -TRY *
Doğuş Holding AŞ	75,27 %	165.584.715	165.584.715
Doğuş Otomotiv Servis Ve Ticaret AŞ	10,00%	22.000.000	22.000.000
Doğuş Sigorta ve Aracılık Hizmetleri AŞ	0,00%	292	292
FREE FLOAT	14,73%	32.414.993	32.414.993
TOTAL	100,0%	220.000.000	220.000.000

* Included in the number / amount of shares are purchases made from shares traded on the stock exchange.

2. Changes that may Materially Affect the Management and Activities of the Company and its Subsidiaries

Information pertaining to the previous accounting period;

- ✓ Doğuş Otomotiv Servis ve Ticaret AŞ: There is no management and / or activity change that will significantly affect the activities.
- ✓ Doğuş Oto Pazarlama ve Ticaret AŞ: There is no management and / or activity change that will significantly affect the activities.
- ✓ D-Auto Limited Liability Company (Erbil /Irak): The negative economic and political conditions prevailing in the region since 2014 are not expected to change in the near future.

There are no managerial or operational changes of the kind expected in the Company or its subsidiaries that may materially affect the company operations in future accounting periods.

3. Election of the Board of Directors, Candidates' Résumés and other information

The meeting agenda includes the determination of the number of members for the members of the board of directors, their term of office and election, and the CVs of the independent candidates and their independence declarations are annexed.

4. Shareholders' Requests for Addition of Topics to the Agenda

No shareholder has submitted a written request to the Investor Relations Department to add a topic to the agenda.

5. Internal Directives, Articles of Association and Amendments

The assembly agenda does not include any amendments to the articles of association, and the Company's Articles of Association and the General Assembly Internal Directives can be found on the corporate website www.dogusotomotiv.com.tr.

DESCRIPTION OF AGENDA TOPICS

- 1. Opening and election of the general assembly presiding committee,**
Pursuant to applicable legislation, a presiding committee will be formed to chair the general assembly.
- 2. Presentation of the Board of Directors' Annual Report for deliberation and approval,**
Within the framework of applicable legislation pertaining to the Company, the "Board of Directors' Annual Report" including the corporate governance compliance report, which will be made available to the shareholders for review at the Company headquarters, on the Electronic General Assembly portal of the Central Registry Agency and on the Company's corporate website at www.dogusotomotiv.com.tr for three weeks prior to the general assembly, will be presented for deliberations and approval.
- 3. Presentation of the independent auditor's report,**
A summary of the independent auditor's report will be read and presented to the general assembly.
- 4. Presentation of the financial statements for deliberation and approval,**
Within the framework of applicable legislation pertaining to the company, the "Financial Statements", which will be made available to the shareholders for review at the Company head office, on the Electronic General Assembly portal of the Central Registry Agency and on the Company's corporate website at www.dogusotomotiv.com.tr for three weeks prior to the general assembly, will be presented for deliberations and approval.
- 5. Individual release of each member of the Board of Directors of their fiduciary responsibilities for the company's activities in the financial year,**
Pursuant to the provisions of TCC and Bylaws, individual release of each member of the Board of Directors of their fiduciary responsibilities for the company's activities, transactions and accounts in the 2020 financial year will be presented to the general assembly for approval.
- 6. Deliberations on and approval of the Board of Directors' proposal with regards to the profit and loss obtained in the financial year,**
As a result of the operations of our company in 2021; According to the financial statements prepared in accordance with the Tax Procedure Law legislation, TRY 829,651,146 and according to the independently audited consolidated financial statements, it has earned a net profit of TRY 1,037,334,000 after tax.

The proposal, authorizing the Board of Directors will be submitted to the approval of the General Assembly, states that, within the scope of the CMB legislation, TCC provisions, our articles of association and the objectives and targets set in our profit distribution policy, the amount of profit to be distributed as stated in the profit distribution table is determined as 600.000.000 TL and the distribution payments are to be made in two equal installments not exceeding the date of April 30, 2021 and November 30, 2021.

DESCRIPTION OF AGENDA TOPICS

7. Determining the number of members of the Board of Directors and their terms of office, providing information about the candidates and electing the members of the board of directors,

Adalet Yasemin AKAD and Adnan MEMİŞ, who are still serving as independent members in the Board of Directors, have been nominated as independent members of the Board of Directors, their terms of office and other members of the Board of Directors will be determined and their election will be submitted to the approval of the General Assembly.

8. Resolution of the gross salaries to be paid to the members of the Board of Directors and determining the remuneration, attendance fees, bonuses and other benefits provided to the member of the Board of Directors,

In accordance with the Remuneration Policy presented at the General Assembly on 29.03.2013, the remuneration to be provided to the members of the Board of Directors in 2021, where the maximum gross amount is to be limited to ₺45.000.000, will be submitted to the approval of the general assembly.

9. Approval of the Board of Directors' appointment of the Independent Audit Company for the year 2021 as the company auditor,

Regarding the 2021 fiscal year of our company; Within the scope of TCC and CMB legislation, the appointment of "PwC Independent Audit and Independent Accountant Financial Advisory AŞ", determined by the Board of Directors with the recommendation of the Audit Committee to perform the duties of the company auditor, CBRT Foreign Exchange Position and BRSA Credit Transactions audit, will be submitted to the approval of the general assembly.

10. Presentation of information to the shareholders regarding the grants and aids made during the financial year,

As details are provided below and in the Annual Report, grants and aid amounting to TL 8,124,285 were made in the 2020 operating year.

2020 DONATIONS	AMOUNT -TRY
Biz Bize Yeteriz Türkiyem	5.000.000
Darüşşafaka Society	2.071.685
Fenerbahçe Sports Kulübü Association	1.000.000
Association for the Support of Contemporary Living	28.000
Ayhan Şahenk Foundation	18.900
Other Associations and Institutions	5.700
TOTAL	8.124.285

In accordance with the policy adopted at the general meeting on 29.03.2013, the information of the upper limit of the grants and aids policy to continue as TRY 5.000.000, as well as the TRY 5.000.000 donation that was spent within the scope of the "We are enough for us National Solidarity Campaign" (Biz Bize Yeteriz Türkiyem) will be presented to the general assembly.

11. Presentation of information to the shareholders regarding the transactions made with related parties,

The transactions entered into with related parties in 2020 are explained in Note 28 under the heading "Balances and Transactions with Related Parties" of the Independent Audit Report and the general assembly will be informed about

DESCRIPTION OF AGENDA TOPICS

“Purchase and sales transactions of assets and services” and “Common and continuous transactions” carried out according to the Capital Markets legislation.

12. Presentation of information to the shareholders regarding the collaterals, pledges, liens and mortgages granted in favor of third parties and any benefits or income obtained thereof,

The general assembly will be informed that as stated in Note 15 of the Independent Audit Report, no collaterals, pledges, liens and mortgages have been granted in favor of third parties except for common trade relationships.

13. Informing the shareholders regarding the shares bought and kept within the company,

In 2016, 22,000,000 shares corresponding to 10% (ten) of the Company's issued capital, shares with a nominal value of ₺1 were bought back at a price range of ₺9,61-10,42 at an average of ₺10,01 from Borsa İstanbul and all the shares purchased are held within the portfolio.

14. Pursuant to Principle 1.3.6 of the Corporate Governance Principles regulated by the Capital Markets Board, providing information on significant business transactions in the operating year that might have caused conflict of interest,

The general assembly will be informed that the shareholders with management control, members of the Board of Directors, senior executives with administrative responsibilities and their spouses and relatives related by blood or affinity up to the second degree have not engaged in transactions with the Company and its subsidiaries in a manner that might have caused conflict of interest.

15. Authorization of the members of the Board of Directors to carry out the tasks and transactions set forth in articles 395 and 396 of the Turkish Commercial Code,

Authorization of the members of the Board of Directors to conduct business within the frame of Turkish Commercial Code, first subsection of Article 395 on “Ban on Conducting Business with the Company and Borrowing from the Company” and Article 396 on “Competition Ban” will be presented to the general assembly for approval.

16. Wishes and Closing.

INDEPENDENT BOARD MEMBER CANDIDATES RESUMES AND INDEPENDENCY STATEMENTS

Adalet Yasemin Akad (Nominee for Independent Board Member)

Adalet Yasemin Akad holds a bachelor's degree in Business Administration and a master's in Organizational Behavior from the University of Ottawa. After her role as Training and Public Relations Group Head at the Bank Association of Turkey, she went on to serve as Deputy General Manager - Human Resources at Osmanlı Bank, and later İş-Tim Telekomünikasyon A.Ş. (Aria), respectively. She founded her own consultancy firm in 2004, providing consultancy services to many companies on training, change management and human resources management. Following her role as Human Resources and Corporate Governance Systems Group Director at Rixos Hotels from 2009 to 2012, Ms. Akad served on the Executive Board of Carrefoursa as a member responsible for Human Resources. Since 2014, she has been serving as Executive Board Member responsible for Human Resources at Netaş Telekomünikasyon A.Ş. and Board Member at Netaş Bilişim Teknolojileri A.Ş., BDH Bilişim Destek Hizmetleri San. Tic. A.Ş., and NETRD Bilgi Teknolojileri ve Telekomünikasyon A.Ş. (Netaş subsidiaries). Ms. Akad is also a Board member at Kron Telekomünikasyon Hizmetleri A.Ş.

Adnan Memiş (Nominee for Independent Board Member)

Adnan Memiş holds a bachelor's degree in Economics from Istanbul University, and a master's degree from the same University's School of Business Administration, Institute of Managerial Economics. Starting his career at Garanti Bank, he served respectively, on the Inspection Board, at the Germany Liaison Office and the Accounting Department, becoming the Loans Manager on 01.01.1985. Starting in May 1991, he took senior management roles at the Bank. During his term as the Head of the Financial Restructuring Working Group within the Banks Association of Turkey, he designed the program, widely known as the Istanbul Approach. He served as a board member and chairman in the bank's various subsidiaries. He is currently a member of the High Advisory Board of Darüşşafaka Society, where he served as a Board member from 2008 to 2014. His other memberships include the Board of Trustees of the Çağdaş Yaşamı Destekleme Vakfı, the Advisory Board of the Institute of Managerial Economics and of various NGOs. In addition to his roles as a shareholder and Chairman in a number of companies, Mr. Memiş is also the founder of the Education, Culture and Arts Foundation.

INDEPENDENT BOARD MEMBER CANDIDATES RESUMES AND INDEPENDENCY STATEMENTS

12 Şubat 2021

BAĞIMSIZLIK BEYANI

Doğuş Otomotiv Servis ve Ticaret A.Ş (Şirket) Yönetim Kurulu'nda, mevzuat, esas sözleşme ve Sermaye Piyasası Kurulunun Kurumsal Yönetim Tebliğinde belirlenen kriterler kapsamında "bağımsız üye" olarak görev yapmaya aday olduğumu, bu kapsamda;

- Şirket, şirketin ilişkili taraflarından biri veya şirket sermayesinde doğrudan ve dolaylı olarak %5 veya daha fazla paya sahip hissedarların yönetim ve sermaye bakımından ilişkili olduğu tüzel kişiler ile kendim, eşim ve ikinci dereceye kadar kan ve sıhrî hısımlarım arasında; son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda istihdam, sermaye veya önemli nitelikte ticarî ilişki kurulmadığını,
- Son beş yıl içerisinde, başta şirketin denetimi, (vergi denetimi, kanuni denetim, iç denetimde dahil), derecelendirilmesi ve danışmanlığı olmak üzere, yapılan anlaşmalar çerçevesinde şirketin önemli ölçüde hizmet veya ürün satın aldığı veya sattığı şirketlerde, hizmet veya ürün satın alındığı veya satıldığı dönemlerde, ortak (%5 ve üzeri), önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda çalışmadığımı veya yönetim kurulu üyesi olarak görev almadığımı,
- Bağımsız yönetim kurulu üyesi olmam sebebiyle üstleneceğim görevleri gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübeye sahip olduğumu,
- Mevzuata uygun olarak üniversite öğretim üyeliği haric, kamu kurum ve kuruluşlarında üye olarak seçildikten sonra tam zamanlı çalışmayacağımı,
- Gelir Vergisi Kanunu'na göre Türkiye'de yerleşik sayıldığımı,
- Şirket faaliyetlerine olumlu katkılarda bulunabilecek, şirket ile pay sahipleri arasındaki çıkar çatışmalarında tarafsızlığımı koruyabilecek, menfaat sahiplerinin haklarını dikkate alarak özgürce karar verebilecek güçlü etik standartlara, mesleki itibara ve tecrübeye sahip olduğumu,
- Şirket faaliyetlerinin işleyişini takip edebilecek ve üstlendiğim görevlerin gereklerini tam olarak yerine getirebilecek ölçüde şirket işlerine zaman ayırabileceğimi,
- Şirketin yönetim kurulunda son on yıl içerisinde altı yıldan fazla yönetim kurulu üyeliği yapmadığımı,
- Şirketin veya şirketin yönetim kontrolünü elinde bulunduran ortakların yönetim kontrolüne sahip olduğu şirketlerin üçten fazlasında ve toplamda borsada işlem gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev almıyor olduğumu,
- Yönetim kurulu üyesi olarak seçilen tüzel kişi adına tescil ve ilan edilmemiş olduğumu,

beyan ederim.

Saygılarımla,



ADALET YASEMİN AKAD

INDEPENDENT BOARD MEMBER CANDIDATES RESUMES AND INDEPENDENCY STATEMENTS

12 Şubat 2021

BAĞIMSIZLIK BEYANI

Doğuş Otomotiv Servis ve Ticaret A.Ş (Şirket) Yönetim Kurulu'nda, mevzuat, esas sözleşme ve Sermaye Piyasası Kurulunun Kurumsal Yönetim Tebliğinde belirlenen kriterler kapsamında "bağımsız üye" olarak görev yapmaya aday olduğumu, bu kapsamda;

- Şirket, şirketin ilişkili taraflarından biri veya şirket sermayesinde doğrudan ve dolaylı olarak %5 veya daha fazla paya sahip hissedarların yönetim ve sermaye bakımından ilişkili olduğu tüzel kişiler ile kendim, eşim ve ikinci dereceye kadar kan ve sıhrî hısımlarım arasında; son beş yıl içinde önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda istihdam, sermaye veya önemli nitelikte ticari ilişki kurulmadığını,
- Son beş yıl içerisinde, başta şirketin denetimi, (vergi denetimi, kanuni denetim, iç denetimde dahil), derecelendirilmesi ve danışmanlığı olmak üzere, yapılan anlaşmalar çerçevesinde şirketin önemli ölçüde hizmet veya ürün satın aldığı veya sattığı şirketlerde, hizmet veya ürün satın alındığı veya satıldığı dönemlerde, ortak (%5 ve üzeri), önemli görev ve sorumluluklar üstlenecek yönetici pozisyonunda çalışmadığımı veya yönetim kurulu üyesi olarak görev almadığımı,
- Bağımsız yönetim kurulu üyesi olmam sebebiyle üstleneceğim görevleri gereği gibi yerine getirecek mesleki eğitim, bilgi ve tecrübeye sahip olduğumu,
- Mevzuata uygun olarak üniversite öğretim üyeliği hariç, kamu kurum ve kuruluşlarında üye olarak seçildikten sonra tam zamanlı çalışmayacağımı,
- Gelir Vergisi Kanunu'na göre Türkiye'de yerleşik sayıldığımı,
- Şirket faaliyetlerine olumlu katkılarda bulunabilecek, şirket ile pay sahipleri arasındaki çıkar çatışmalarında tarafsızlığımı koruyabilecek, menfaat sahiplerinin haklarını dikkate alarak özgürce karar verebilecek güçlü etik standartlara, mesleki itibara ve tecrübeye sahip olduğumu,
- Şirket faaliyetlerinin işleyişini takip edebilecek ve üstlendiğim görevlerin gereklerini tam olarak yerine getirebilecek ölçüde şirket işlerine zaman ayırabileceğimi,
- Şirketin yönetim kurulunda son on yıl içerisinde altı yıldan fazla yönetim kurulu üyeliği yapmadığımı,
- Şirketin veya şirketin yönetim kontrolünü elinde bulunduran ortakların yönetim kontrolüne sahip olduğu şirketlerin üçten fazlasında ve toplamda borsada işlem gören şirketlerin beşten fazlasında bağımsız yönetim kurulu üyesi olarak görev almıyor olduğumu,
- Yönetim kurulu üyesi olarak seçilen tüzel kişi adına tescil ve ilan edilmemiş olduğumu,

beyan ederim.

Saygılarımla,


ADNAN MEMİŞ

INDEPENDENT BOARD MEMBER CANDIDATES RESUMES AND INDEPENDENCY STATEMENTS

Translation of the Independency Statement:

12 February 2021

DECLARATION OF INDEPENDENCY

I hereby declare my candidacy to serve as an independent member on the Board of Directors of Doğuş Otomotiv Servis ve Ticaret A.Ş. ("Company") within the framework of applicable legislation, the Company's articles of association, and the criteria set forth in the Communiqué of Corporate Governance Principles regulated by the Capital Markets Board, and confirm that:

- a) In the last five years, there has not been any relationship in terms of employment in a key management position with significant duties and responsibilities, or that would involve equity or materially substantial commercial transactions between the Company, the Company's related parties or corporate entities, which are related to shareholders with direct or indirect capital shares of 5% or more in the management and capital of the Company, and myself, my spouse, my blood or affinity relatives up to the second degree;
- b) In the last five years, I have not had held shares (of 5% or more) in, or been employed in a key management position with significant duties and responsibilities by, or served as a board member for any company, which the Company procures from or supplies to any goods or services at a substantial level under any respective contract, involving Company audit in particular (including tax inspections, legal inspections and internal audits), rating and consultancy services during the provision of such goods or services;
- c) I possess adequate professional training, knowledge and experience to fulfill the duties I will assume as an independent board member;
- ç) In compliance with applicable legislation, I will not work full time for public institutions and organizations except as a faculty member in universities after my election as an independent board member;
- d) I qualify as a resident in Turkey under the Income Tax Law;
- e) I possess strong ethical standards, professional reputation and experience to provide positive contributions to the Company's operations, to maintain my objectivity in case of any conflicts of interest that may arise between the Company and its shareholders, and to make independent decisions taking into consideration the rights of the stakeholders;
- f) I will be able to devote time to the extent required to follow the functioning of the Company and to fully perform my duties;
- g) I have not served on the Board of Directors of the Company for more than six years in the last decade;
- ğ) I do not serve as an independent member on the Boards of Directors of more than three companies in which the Company or the shareholders that have management control over the Company have management control, and in total more than five companies listed on the stock exchange, and that
- h) I have not been registered and announced to represent the legal entity elected as a board member.

Sincerely,