

## Information Document for the Ordinary General Assembly of the 2016 Financial Year

The ordinary general assembly of our company to review the 2016 financial year will convene on Wednesday, March 29<sup>th</sup>, 2017 at 10.00 am at "Bentley-Lamborghini Showroom, Maslak Mahallesi, Ahi Evran Caddesi, No:4, İç Kapı No: 6, (Doğuş Center Maslak) Sarıyer /İstanbul" and will be held open to public. Financial statements and independent auditor's report, annual report of the board of directors and the board's proposal for distribution of dividends, call to general assembly – agenda – proxy statement have been published in the KAP (Public Disclosure Platform) and EGKS (Electronic General Meeting System of the Central Registry Agency), and will be made available to the shareholders three weeks prior to general assembly at the company headquarters, administrative and contact center and on the corporate website [www.dogusotomotiv.com.tr](http://www.dogusotomotiv.com.tr).

### 1. Ownership 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 (CMB permit valid from 2013 through 2017). 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, while no privileged rights have been granted.

SHAREHOLDER'S TITLE	EQUITY RATIO	NO. OF SHARES	AMOUNT - TL
Doğuş Holding A.Ş.	35.21%	77,461,622	77,461,622
Free Float (*)	34.50%	75,900,000	75,900,000
Doğuş Araştırma Geliştirme ve Müşavirlik Hizmetleri A.Ş.	30.29%	66,638,086	66,638,086
Doğuş Sigorta Aracılık Hizmetleri	0.00%	292	292
<b>TOTAL</b>	<b>100.0%</b>	<b>220,000,000</b>	<b>220,000,000</b>

\* Doğuş Otomotiv bought back 22,000,000 of its shares corresponding to 10% of its capital traded on the Stock Exchange in 2016 in accordance with the CMB legislation.

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

There have been no managerial or operational changes in the Company or its subsidiaries (Doğuş Oto Pazarlama ve Ticaret A.Ş., D-Auto Suisse SA, and D-Auto Limited Liability Company) in the previous accounting period, and planned for the upcoming accounting periods that may materially affect the company operations.

#### Doğuş Otomotiv Servis ve Ticaret A.Ş.

**Headquarter**  
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### **3. Election of the Board of Directors, Candidates' Resumes, and other relevant information**

The General Assembly agenda does not include an item regarding the termination, replacement or election of the Board members.

### **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**

Our company's "General Assembly Internal Directives" have been accepted at the general assembly of March 29, 2013, and following the announcement in the Turkish Trade Registry Gazette on April 29, 2014 come into effect.

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](http://www.dogusotomotiv.com.tr).

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## 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](http://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 headquarters, on the Electronic General Assembly portal of the Central Registry Agency and on the Company's corporate website at [www.dogusotomotiv.com.tr](http://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 2016 financial year will be presented to the general assembly for approval.

### 6. Deliberations on and approval of the Board of Directors' proposal for the utilization of profits obtained in the financial year and the dividends to be distributed

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Our Company, in accordance with Capital Markets Board (CMB) legislation, has obtained TL 237,688,000 in consolidated net profit after taxes as a result of its operations in 2016.

The developments of 2016 have affected capital markets adversely, and pursuant to Capital Markets Board decisions of 21 July and 25 July 2016, the restrictions on the buy-back of shares traded in Borsa Istanbul have been lifted. Given that the shares of our Company have lost value, as did other Publicly Traded Joint Stock Companies' shares traded in Borsa Istanbul, the Capital Markets Board's actions to alleviate these adverse effects have been taken into account with the aim of also contributing to these efforts as a Company. Accordingly, it was resolved to buy back the Company's shares traded in the stock market, and 22,000,000 of its shares corresponding to 10% of its issued capital were bought back for TL 220,161,801.67 in total.

Given the possibility for uncertainties that might affect our operations in the automotive industry to occur and in line with our Company's growth policies, the proposal for the net period profit not be distributed and retained by the company will be presented to the general assembly for approval.

## **7. Determining the remuneration, attendance fees, bonuses and other benefits provided to the member of the Board of Directors,**

The annual gross financial benefits that will be provided for the members of the Board of Directors in 2017 in accordance with the Company's Remuneration Policy will be presented to the general assembly for approval.

## **8. Approval of the appointment of the Independent Audit Firm selected by the Board of Directors for the 2017 financial year as the company auditor**

The appointment of "Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (EY)" by the Board of Directors upon recommendation of the Audit Committee to serve as independent auditors for the 2017 financial year to carry out the tasks stipulated by Turkish Commercial Code and Capital Markets Board regulations and other relevant legislation will be presented to the approval of the general assembly.

## **9. Presentation of information to the shareholders regarding the grants and aids made during the financial year**

The general assembly will be presented information on the 2016 donations and support extended by the Company and amounting to TL 14,372,417, consisting of:

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- a. TL 559,474 in line with the policy adopted in the general assembly meeting of 29 March 2013, and
- b. TL 13,812,943 for the construction of the elementary school as part of the TL 15,000,000 approved by the general assembly as a supplementary donation solely for 2016 in addition to the social responsibility projects carried out by our company in the aftermath of the mining disaster in Soma, Manisa.
- c. The general assembly will also be informed that the total upper limit for donations and support will be maintained at TL 5,000,000 in accordance with the Grant and Aid Policy adopted by the general assembly on 29 March 2013.

## **10. Presentation of information to the shareholders regarding the transactions made with related parties**

The general assembly will be informed that the "Purchase and sale transactions of assets and services" and "common and continuous transactions" in 2016 under Note 28 "Balances and Transactions with Related Parties" of the Independent Audit Report have not reached the ratios set forth in the Capital Markets legislation.

## **11. 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.

## **12. Faaliyet yılı içerisinde şirketin kendi paylarının alım satımı hakkında pay sahiplerine bilgi verilmesi,**

Given that the shares of our Company have lost value, as did other Publicly Traded Joint Stock Companies' shares traded in Borsa Istanbul, the Capital Markets Board's actions to alleviate these adverse effects have been taken into account with the aim of also contributing to these efforts as a Company. Accordingly, it was resolved to buy back the Company's shares traded in the stock market, even though there was no share buy-back program of our Company, and the decision was published on the Public Disclosure Platform on 27 July 2016 to inform the public.

From 27 July 2016 to 17 November 2016, 22,000,000 shares – corresponding to 10% of the Company's issued capital - were bought back in the TL 9.61 – TL 10.42 price range for shares with nominal value of TL 1, and on average at TL

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10.01, for the total amount of TL 220,161,801.67.

**13. Pursuant to Principle 1.3.6 of the Corporate Governance Principles regulated by the Capital Markets Board, providing information on the material business transactions in 2016 that might have caused conflict of interest**

The general assembly will be informed that the shareholders with management control, the members of the Board of Directors, the 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 conduct the duties 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.**

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