

2021 ORDINARY GENERAL ASSEMBLY DISCLOSURE DOCUMENT

Meeting Call

Our Company's 2021 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 29, 2022 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.

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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 /Iraq): Since there is no expectation that the negative economic and political conditions that have dominated the region since 2014 and caused the cessation of our activities will change in the near future, it has been decided to liquidate the company.

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

All members of the Board of Directors, including the independents, who were elected to serve for 3 (three) years in the ordinary general assembly dated March 30, 2021, continue their duties, while the dismissal, replacement, or election of the members of the board of directors has not been included on the meeting agenda.

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.

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5. Internal Directives, Articles of Association and Amendments

Our company's "Articles of Association" and "General Assembly Internal Directives" can be accessed at: www.dogusotomotiv.com.tr.

Amendment to the article titled "3 - Purpose and Subject Matter" of our Articles of Association has been included on the meeting agenda. The legal permissions for the amendment and the amendment draft, which has been approved in accordance with the legislation, are in the attachment.

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 2021 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 2,033,340,685 and according to the independently audited consolidated financial statements, it has earned a net profit of TRY 2,331,581,000 after tax.

The proposal regarding the determination of the amount of profit to be distributed in cash as 1,250,000,000 TRY, within the scope of the Capital Markets Board legislation, the provisions of the Turkish Commercial Code, and the objectives and the targets set in our Articles of Association and profit distribution policy, and the date of profit distribution by the Board of Directors will be submitted to the approval of the General Assembly.

DESCRIPTION OF AGENDA TOPICS

7. Discussion and resolution of the issue of authorizing the Board of Directors for the payment of advance dividends, in case a profit distribution in accordance with our Articles of Association and the legislation will be in question for the 2022 period,

And in case a profit distribution in accordance with our Articles of Association and the legislation will be in question for the 2022 period, the issue of authorizing the Board of Directors for the payment of advance dividends up to the amount permitted by the legislation and the determination of the amount, time and terms of the payment 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 2022, where the maximum gross amount is to be limited to ₺100,000,000 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 2022 as the company auditor,

Regarding the 2022 accounting period of our company, the appointment of an independent audit firm determined by the Board of Directors to be the company auditor, within the scope of the Turkish Commercial Code and the Capital Markets Board legislation, will be submitted to the approval of the General Assembly.

10. Discussion and decision regarding the amendment of the article titled "3 - Purpose and Subject Matter" of the Articles of Association of the company,

Legal permissions have been obtained from the Turkish Capital Markets Board and the Ministry of Commerce regarding the amendment of the article titled "3 - Purpose and Subject Matter" of our Articles of Association, in accordance with the legislation, and the draft amendment draft in the Appendix will be submitted to the approval of the General Assembly.

11. 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 5,096,374 were made in the 2021 operating year.

2021 DONATIONS	AMOUNT -TRY
Darüşşafaka Cemiyeti	2,545,655
Afad	2,000,000
Akut	300,000
Ayhan Şahenk Vakfı	150,795
Esenyurt Belediyesi	60,620
Türk Eğitim Vakfı	14,045
İstanbul Yat Kaptanları Derneği	10,000
Çekül Vakfı İktisadi İşletmesi	8,054
Diğer Dernek ve Vakıflar	7,205
TOTAL	5,096,374

DESCRIPTION OF AGENDA TOPICS

Our company continued to make donations and give to charities in accordance with the policy adopted at the General Assembly dated March 29, 2013, and a total of 2,300 donations were made within the scope of the "Fire and Flood Disaster Aid Campaign" in order to contribute to the improvement of the conditions that negatively affect the general life after the fire and flood disasters in our country. The donation of 2,300,000 TRY will be submitted to the approval of the General Assembly.

12. Discussion and decision regarding the proposal of the Board of Directors on the determination of the limit of donations to be made during the year,

The "Donation and Charity Policy" included in the Appendix, which was accepted by our company at the general assembly dated March 29, 2013 and prepared on the condition of updating it according to the current conditions, will be submitted to the approval of the General Assembly.

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

The transactions entered into with related parties in 2021 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 "Purchase and sales transactions of assets and services" and "Common and continuous transactions" carried out according to the Capital Markets legislation.

14. 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.

15. 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.

16. 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.

DESCRIPTION OF AGENDA TOPICS

17. 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.

18. Wishes and Closing.

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OLD TEXT	UPDATED TEXT
<p>Article 3 – Purpose and Subject Matter</p> <p>The Company was established with the purpose of importing all kinds of new and used vehicles used in road transport and field works, construction machinery used in building and infrastructure construction, various vehicle engines and parts including yacht engines used in maritime transport, carrying out works related to the partial or complete manufacturing, assembly, import, maintenance and service, spare parts manufacturing works of vehicles, machinery and equipment used in agriculture and military, carrying out the works related to agentship, representation, marketing, distribution, and spare parts import, export, assembly, maintenance, rental, and trade of all kinds of products in the automotive industry, operating a car park, organizing sports organizations related to motor sports and rewarding those who are successful, importing and exporting automotive industry products and spare parts in connection with this matter, and procuring all kinds of installations, machinery, equipment, and tools for service stations and workshops and other workplaces for import and export through leasing with purchasing option when necessary.</p>	<p>Article 3- Purpose and Subject Matter</p> <p>The Company was established with the purpose of importing all kinds of new and used vehicles used in road transport and field works, construction machinery used in building and infrastructure construction, various vehicle engines and parts including yacht engines used in maritime transport, carrying out works related to the partial or complete manufacturing, assembly, import, maintenance and service, spare parts manufacturing works of vehicles, machinery and equipment used in agriculture and military, carrying out the works related to agentship, representation, marketing, distribution, and spare parts import, export, assembly, maintenance, rental, and trade of all kinds of products in the automotive industry, carrying out works related to the marketing, distribution, import, export, assembly, maintenance, rental, and trade of all kinds of vehicles used in air and sea transportation, including motorcycles, scooters, watercraft, and marine engines, providing after sales services and establishing maintenance and service points for this purpose, providing vehicle and fleet management services and manufacturing, purchasing, importing, selling, renting or leasing the vehicles that may be required for this purpose, operating a car park, organizing sports organizations related to motor sports and rewarding those who are successful, importing and exporting automotive industry products and spare parts in connection with this matter, procuring all kinds of installations, machinery, equipment, and tools for service stations and workshops and other workplaces for import and export through leasing with purchasing option when necessary, and providing all kinds of call center services and renting out the operational call center infrastructure.</p>

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In order to carry out these activities and to realize its purpose and subject matter, the Company shall carry out the works and transactions, including but not limited to the following.

- a) Establishing and constructing or, by other means, procuring and operating all kinds of factories, workshops, and warehouses, service stations, sales shops, and offices necessary for the realization of the purpose and subject matter.
- b) Importing and purchasing, or leasing or by other means procuring all kinds of necessary raw, semi- or complete products, materials and components for the units to be manufactured and assembled, in addition to the installations, machinery, parts, equipment, tools, and equipment for the factory, workshop, service station, and warehouse and other workplaces to be established by the company.
- c) Performing all kinds of ordinary and commercial, financial, and industrial transactions and savings, undertaking business commitments, and making all kinds of imports and exports related to its purpose and subject matter.
- d) Carrying out all kinds of related commercial agency, domestic and international transportation, car rental, parking lot management, customs clearance, brokerage, and agency activities.
- e) Establishing, building (or having them built), leasing, and operating stores, galleries, service stations, and spare parts sales offices in order to carry out marketing and distribution activities.
- f) Assuming general representations and making all kinds of agreements related to these representations. Assuming representation, consultancy, and agency duties from domestic and foreign companies and delivering

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- a) Establishing and constructing or, by other means, procuring and operating all kinds of factories, workshops, and warehouses, service stations, sales shops, offices, and **car charging stations** necessary for the realization of the purpose and subject matter.
- b) Importing and purchasing, or leasing or by other means procuring all kinds of necessary raw, semi- or complete products, materials and components for the units to be manufactured and assembled, in addition to the installations, machinery, parts, equipment, tools, and equipment for the factory, workshop, service station, and warehouse and other workplaces to be established by the company.
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representation, representation, consultancy, and agency duties to domestic and foreign companies, provided that it is related to the subject matter.

- g) Making patent, trademark, and know-how agreements and buying, renting/leasing in and out, and, if necessary, selling them, provided that it is related to the subject matter.
- h) Establishing new companies with domestic and foreign established or to be established companies, in case it is deemed beneficial for the realization of the purpose and subject matter, and becoming a partner in established companies and undertakings, provided that all are in compliance with the legislation. Buying stocks or shares, provided that it shall not act as an intermediary, and selling them when necessary. Issuing all kinds of capital market instruments within the framework of legal regulations. Issuing all kinds of bonds, financial bills, and other debt instruments in accordance with the relevant legislation and with the decision of the Board of Directors. Making loan agreements, provided that it shall not act as an intermediary or a security portfolio manager.
- i) Concluding long-, medium- or short-term secured or unsecured loans within or outside the country and issuing capital market instruments abroad in accordance with the legislation.
- j) Buying real estates necessary for the company's activities, and selling, building, having them built, or renting them when necessary. Within the scope of the Capital Market Law, communiqués, and regulations, mortgaging and pledging its moveable and immovable properties to banks or real or legal persons as a guarantee for the debts of other persons or companies on behalf of its own legal entity or for the purpose of carrying out

representation, representation, consultancy, and agency duties to domestic and foreign companies, provided that it is related to the subject matter.

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- j) Buying real estates necessary for the company's activities, and selling, building, having them built, or renting them when necessary. Within the scope of the Capital Market Law, communiqués, and regulations, mortgaging and pledging its moveable and immovable properties to banks or real or legal persons as a guarantee for the debts of other persons or companies on behalf of its own legal entity or for the purpose of carrying out

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<p>its ordinary commercial activities, giving sureties, releasing mortgages, and releasing pledges or having them released.</p> <p>k) Acquiring mortgages, pledges, business pledges or real rights in favor of the company on movable and immovable properties belonging to others, if required by the business and commitments it undertakes, and having the mortgages and pledges released and abandoned.</p> <p>l) Making donations in accordance with the procedures and principles determined in the Donation and Charity Policy accepted by the General Assembly and in accordance with the Capital Markets Law, communiqués, and regulations regarding this subject.</p>	<p>its ordinary commercial activities, giving sureties, releasing mortgages, and releasing pledges or having them released.</p> <p>k) Acquiring mortgages, pledges, business pledges or real rights in favor of the company on movable and immovable properties belonging to others, if required by the business and commitments it undertakes, and having the mortgages and pledges released and abandoned.</p> <p>l) Making donations in accordance with the procedures and principles determined in the Donation and Charity Policy accepted by the General Assembly and in accordance with the Capital Markets Law, communiqués, and regulations regarding this subject.</p>
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Donation and Charity Policy

In line with its corporate social responsibility approach, Doğuş Otomotiv makes donations and gives to charities that are sensitive to social and environmental problems, provides support to those in need in emergencies, and thus aims to support social development.

All donations are made with the decision of Doğuş Otomotiv management to the institutions and organizations mentioned below, in accordance with the vision, mission, and policies of the company, taking into account the ethical principles and values of the company.

- Social Relief Associations and Foundations
- Educational Institutions and Organizations
- Associations and Foundations Carrying Out Social Responsibility Projects
- Public Institutions and Organizations

The decision of the Board of Directors is required for donations of more than 50,000 TRY that are to be made in a single payment.

The total amount of donations to be made within an accounting period is limited to 10,000,000 (ten million) Turkish liras. This amount is to be submitted to the approval of the stakeholders at the first ordinary general meeting and can be increased up to 50% with the decision of the Board of Directors (the signature of at least one independent member is required), specifically pertaining to the "donation and aid campaigns to be organized by the state and public institutions due to reasons such as natural disasters, etc."