

MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING OF  
DOĞUŞ OTOMOTİV SERVİS VE TİCARET ANONİM ŞİRKETİ HELD ON  
NOVEMBER 20, 2023

The extraordinary general assembly of Dođuş Otomotiv Servis ve Ticaret Anonim Şirketi convened on November 20, 2023, at 10:00 hours at the following address: "Bentley-Lamborghini Showroom, Maslak Mahallesi, Ahi Evran Caddesi (Dođuş Center Maslak), No:4, İç Kapı No: 3, Sarıyer /İstanbul." The meeting was held under the supervision of the Ministry Representative, Mr. Feyyaz Bal, appointed with the letter of Istanbul Directorate of Commerce, dated November 16, 2023, and numbered E-431.03-91039828.

The call for the meeting, as stipulated in the legislation and the articles of association and including the agenda, was announced on the Turkish Trade Registry Gazette dated October 23, 2023, and numbered 10941, on our Company's website [www.dogusotomotiv.com.tr](http://www.dogusotomotiv.com.tr), on the Public Disclosure Platform (Kamuyu Aydınlatma Platformu, KAP), and the Electronic General Meeting system (*Elektronik Genel Kurul Sistemi, EGKS*) of the Central Securities Depository (*Merkezi Kayıt Kuruluşu, MKK*). In addition, the call has been made within the time limit for our shareholders registered in the share ledger via registered mail, and the general assembly was called for convention by the board of directors.

After examining the list of attendees, it was determined that out of 220,000,000 shares that are worth 1 TRY each and account for the company's total capital of 220,000,000 TRY, a total of 162,116,000 shares were represented at the meeting (6,177 shares in person, 18,009,823 shares by the depositor's representatives, and 144,100,000 shares by other representatives) and that the quorum stipulated in the legislation and the articles of association was met and there was no objection to this situation.

The Chairman and members of the Board of Directors, Mr. Emir Ali Bilaloglu, Mrs.Özlem Denizmen Kocatepe and Mr. Koray Arıkan were confirmed to have attended the meeting, along with Mr. Ali Yörük as the representative of the independent auditing company PwC Independent Auditing and Independent CPA Corp. (*PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş.*). It was also noted that the preparations for the electronic general assembly were carried out in accordance with the legal regulations and with the 1527<sup>th</sup> article of the Turkish Commercial Code.

The meeting was held at 10:00 hours, stating that the open voting method with the raise of hands method will be used, provided that the provisions of voting in the electronic environment regarding the voting of the agenda items are reserved. The meeting was initiated simultaneously physically and electronically by Mr. Emir Ali Bilalođlu and the agenda items were discussed.

1. The proposal to elect Mr. Hasan Hüsnü Güzelöz as the Chairman of the meeting and to authorize the signing of the meeting minutes by the meeting chairmanship on behalf of the shareholders was accepted the majority and affirmative votes of 162,113,219 shares against the rejection votes of 2,781 shares. The dissenting opinion expressed by one of our shareholders, Mr. Ođuzhan Özçoban, has been included in the meeting minutes.

The meeting Chairman Mr. Hasan Hüsnü Güzelöz has appointed Mr. Kerem Talih as the Minute Clerk and MKK EGKS certificate holder Mr. Engin Kaya as the Vote Collector to use the Electronic General Meeting System under the meeting chairmanship.

Since no requests were made to add an item to the agenda or to change the order of discussion of the items, the meeting was continued with the current agenda.

2. In accordance with our Profit Distribution Policy and with the aim of meeting the expectations of our shareholders while taking into account our profitability and financial structure and upholding our commitment to sustainable and stable dividend distribution, the Board of Directors has decided to initiate the distribution of 1,250,000,000 TRY from the freely distributable resources our balance sheet by November 24, 2023. This cash distribution will be made to our partners proportionate to their shares. The commencement of dividend payments will ensue after setting aside 125,000,000 TRY (10% General Legal Reserves) from the total amount of 1,375,000,000 TRY. This total comprises 485,477,978 TRY allocated to General Legal Reserves and 889,522,022 TRY to Extraordinary Reserves-Undistributed Profits. Following negotiations, the above proposal of the Board of Directors was accepted the majority and affirmative votes of 162,113,219 shares against the rejection votes of 2,781 shares. The dissenting opinion expressed by one of our shareholders, Mr. Oğuzhan Özçoban, has been included in the meeting minutes.
3. Following the confirmation by the Chairman of the Meeting that the meeting quorum required by the Turkish Commercial Code existed during the meeting, the meeting was ended by thanking the general assembly since no other issues were discussed and no wishes were expressed.

The meeting minutes herein were prepared, read, and signed at the meeting place and electronically, in the presence of the general assembly.

November 20, 2023

**Ministerial Representative**

**Feyyaz BAL**

**Meeting Chairman**

**Hasan Hüsnü GÜZELÖZ**

**Minute Clerk**

**Kerem TALİH**

**Vote Collector**

**Engin KAYA**

Item No	Participant	Shareholder	Dissenting Opinion
1	O UZHAN ÖZÇOBAN	O UZHAN ÖZÇOBAN	Conventionally, it is deemed necessary to elect the Members of the Board of Directors, who decide on the actions of the company's Board of Directors, and the CEO, who heads the Executive, as the Chairman of the Meeting. Such a practice serves to directly explain the works undertaken to the shareholders and be accountable for them. Therefore, I declare my opposition to your method of creating the presidency.

Item No	Participant	Shareholder	Dissenting Opinion
2	OĞUZHAN ÖZÇOBAN	OĞUZHAN ÖZÇOBAN	No application for CMB approval was submitted during the acquisition of 93.6517% shares of DGGYO (Doğuş Gayrimenkul Yatırım Ortaklığı A.Ş.), which took place on March 9, 2023. Why was an application made to the CMB for the transfer of Group A shares, which hold the privilege of determining management? Was this request initiated by the CMB? Is there an ongoing investigation by the CMB regarding the DGGYO transaction?