

Extraordinary General Assembly Meeting Notification

Call to Meeting

The extraordinary general assembly of our Company will convene to discuss and resolve on the agenda provided below on Tuesday, June 29, 2021 at 10.00 am at "Bentley-Lamborghini Showroom, Maslak Mahallesi, Ahi Evran Caddesi (Doğuş Power Center), No:4, İç Kapı No: 3, Sarıyer/İstanbul" in a meeting open to the public.

Shareholders may attend the Extraordinary General Assembly Meeting physically or in electronic medium in person or via a proxy.

Shareholders or their representatives that wish to attend the meeting in electronic medium are required to have "Electronic Signature Certificate" and define/have defined their signatures with Merkezi Kayıt Kuruluşu A.Ş. (MKK – Central Registry Agency); otherwise, their participation in the meeting will not be possible.

Shareholders who are not able to attend the meeting in person or in the electronic medium may appoint a proxy, for whom the proxy form – available in the attachment, at the company's head office, and the corporate website at www.dogusotomotiv.com.tr – should be filled out as shown in the sample and submit after having it duly attested by a notary public. If a proxy is appointed by an electronic method on the Electronic General Assembly System, a proxy form will not be required.

At the extraordinary general assembly, open voting method will be used for approval of agenda topics by a show of hands, without prejudice to the provisions of electronic voting.

All documents and information related to the extraordinary general assembly that will convene with an agenda of partial demerger through associate model will be available for the shareholders to review 30 day before the meeting date at the company's registered address [Maslak Mahallesi, Ahi Evran Caddesi (Doğuş Power Center), No:4, İç Kapı No: 3, Sarıyer /İstanbul], administrative and contact address [Şekerpınar Mahallesi, Anadolu Caddesi, No:22, Çayırova /Kocaeli], and corporate website at www.dogusotomotiv.com.tr.

We submit for the information of esteemed shareholders.

Sincerely,

BOARD OF DIRECTORS

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Company's Trade Name : Doğuş Otomotiv Servis ve Ticaret A.Ş.
MERSİS Number : 0309011471300010
Trade Registry and Number : İstanbul Trade Registry -429183
Registered Company Address : Maslak Mahallesi, Ahi Evran Caddesi, No:4, İç Kapı No: 6, (Doğuş Center Maslak) Sarıyer /İstanbul

1. Shareholding Structure/Voting Rights

The Company's fully paid issued capital is TL 220,000,000 and registered capital ceiling is TL 660,000,000. The full amount of the capital has been divided into 220,000,000 bearer shares of a nominal value of TL 1.00 (one) each. Every share has 1 (one) voting right and there are no privileged shares in the capital.

SHAREHOLDER	SHARE RATIO	SHARE QUANTITY (*)	SHARE AMOUNT -TL (*)
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

* Shares acquired from those traded on the stock market are included in the share quantity/amount.

2. Changes That May Materially Affect the Management and Operations of the Company and its Subsidiaries

There are no plans for management and/or operation changes that may materially affect the company's activities.

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

The meeting agenda does not contain any items regarding the dismissal, replacement, or election of Board members.

4. Shareholders Requests to Add Items to the Agenda

There are no requests that the shareholders have submitted to the Investor Relations Department regarding the addition of an item to the agenda.

5. Internal Directive, Articles of Association, and Amendments

The meeting agenda does not contain a topic regarding an amendment to articles of association and the Company's "Articles of Association" and "General Assembly Internal Regulation" are available on the corporate website: www.dogusotomotiv.com.tr

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1. Opening and election of the general assembly presiding committee

Pursuant to applicable regulations, a committee will be formed to preside over the general assembly meeting.

2. Presentation of information to the shareholders regarding public disclosure pursuant to article 8 of the Capital Markets Board Communiqué (II-23.2) on Mergers and Demergers

The Notification approved by CMB, the Demerger Agreement, the Demerger Report, the independent audit reports for the years 2018-2019-2020, Expert Institution Report, and the financial statements subject to partial demerger were published on KAP in accordance with the calendar stipulated by applicable legislation 30 days before the general assembly meeting where the partial demerger will be discussed and put to vote, and also disclosed to the public on the websites www.dogusotomotiv.com.tr and www.vdfservis.com.tr. Pursuant to applicable legislation, these documents and information will remain on the relevant companies' websites for 5 years.

3. Presentation of information to the shareholders regarding about the announcements made pursuant to Turkish Commercial Code regarding the shareholders' right to review and protection of the creditors.

Calls to creditors and shareholders regarding the partial demerger were announced on April 5, 2020, April 13, 2021, and April 21, 2021, and published in TTSG (Turkish Trade Registry Gazette). According to the Certified Public Accountant's Report no. YMM-2771-672/2021-14 dated March 19, 2021; it has been ascertained that the Company's creditors are not at risk due to the partial demerger. Therefore, the Company's creditors will not need to seek any guarantees because of the partial demerger.

4. Presentation of information to the shareholders regarding the Board of Directors' declaration that the exit right does not arise from partial demerger pursuant to article 5 of the Capital Markets Board Communiqué No. II.23.3 on Material Transactions and Exit Rights.

According to article 5 of the Communiqué No. II.23.3 on Material Transactions and Exit Right ("MT Communiqué"), if the company is the demerging party in the partial demerger and if the transferred assets meet the materiality criteria laid out in article 6 of the MT Communiqué, the demerger will be regarded as a material transaction. In clause 1 of article 6 of the MT Communiqué, materiality criteria for transactions of material significance are defined as one of the following ratios to exceed 75%: (a) *The ratio of the registered value of the asset subject to demerger to the total (active) asset in accordance with the last disclosed financial statements of the company; or b) The ratio of the transaction amount to the company value, which is calculated by considering the arithmetic average of the daily adjusted weighted average trading prices for the last six months; or c) the ratio of the income obtained from the asset subject to the material transaction to the sum of all income items that affect the net period profit/loss of the activities in progress in accordance with the last disclosed annual financial statements of the company.* Whether the partial demerger is a material transaction has been evaluated within the scope of paragraph 1 of article 5/2-(b) provision of the MT Communiqué and according to the materiality criteria specified in clause 1 of article 6

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of the MT Communiqué. The last financial statements announced to the public before the Board of Directors' resolution (January 21, 2021) regarding the partial demerger are dated September 30, 2020. In calculations by considering the partial demerger related shares, which represent 48% of the capital of Volkswagen Doğuş Finansman Anonim Şirketi, it has been ascertained that the materiality criteria (75%) specified in clause 1 of article 6 of the MT Communiqué are not met and therefore an exit right does not arise due to the planned partial demerger transaction according to the MT Communiqué. The Board of Directors' declaration covering these statements will be presented.

- 5. Discussion of the proposal for Doğuş Holding Anonim Şirketi to transfer total 86,399,987 shares with TL 1.00 nominal value each that it holds in Volkswagen Doğuş Finansman Anonim Şirketi to VDF Servis ve Ticaret Anonim Şirketi by benefiting from the partial demerger through associate model in accordance with Turkish Commercial Code 6102, Corporate Tax Law 5520, Corporate Tax Law General Communique Serial No. 1 and "Communiqué on Structural Changes in Companies and Cooperation Between Registries in Capital Contributions in Kind," published in the Official Gazette No. 28453 on 31.10.2012, Communiqué (II-23.2) on Mergers and Demergers, published in the Official Gazette No. 28865 on 28.12.2013, Trade Registry Regulation, and relevant provisions of other applicable legislation, further to the Partial Demerger Agreement dated April 2, 2021 and Partial Demerger Report; and accordingly informing the shareholders, discussion and presentation for approval of the Partial Demerger Agreement, Partial Demerger Report, and Certified Public Accountant's Report.**

Discussing and putting to vote the proposal for Doğuş Holding Anonim Şirketi to transfer total 86,399,987 shares with TL 1.00 nominal value each that it holds in Volkswagen Doğuş Finansman Anonim Şirketi to VDF Servis ve Ticaret Anonim Şirketi by benefiting from the partial demerger through associate model pursuant to articles 159 through 179 of the Turkish Commercial Code No. 6102 that regulate demergers, paragraph (b) of the third clause of article 19, titled "Transfer, Demerger, and Share Exchange" and article 20, titled "Taxation in Cases of Transfer, Demerger, and Share Exchange" of the Corporate Tax Law No. 5520, Corporate Tax Law General Communique Serial No. 1 and "Communiqué on Structural Changes in Companies and Cooperation Between Registries in Capital Contributions in Kind," published in the Official Gazette No. 28453 on 31.10.2012, Communiqué (II-23.2) on Mergers and Demergers, published in the Official Gazette No. 28865 on 28.12.2013, Trade Registry Regulation, and relevant provisions of other applicable legislation, in accordance with Certified Public Accountant's Report no. YMM-2771-672/2021-14 dated 19.03.2021 and Expert Institution's Report issued by KPMG Management Consultancy on 19.03.2021, and further to the Partial Demerger Agreement, which was found to conform with applicable legislation provisions and signed by the Board of Directors on April 2, 2021 and Partial Demerger Report; and not to make any capital reductions due to the partial demerger because as a result of the said partial demerger, the share certificates of the transferee company VDF Servis ve Ticaret A.Ş. will be given to the demerging company Doğuş Otomotiv Servis ve Ticaret A.Ş.

- 6. Wishes and closing.**