

**DOĞUŞ OTOMOTİV SERVİS VE TİCARET ANONİM ŞİRKETİ**  
**MINUTES OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING**  
**ON 28 NOVEMBER 2019**

The extraordinary general assembly of Doğuş Otomotiv Servis ve Ticaret Anonim Şirketi convened on 28 November 2019 at 10.00 am at "Bentley-Lamborghini Showroom, Maslak Mahallesi, Ahi Evran Caddesi, No: 4 (Doguş Center Maslak) Sarıyer /Istanbul" under the supervision of Ministry Representative Güner KAKI, appointed by Istanbul Provincial Directorate of Trade's letter no. 90726394-431-E-00049841010 dated 27 November 2019.

It has been duly observed that the call for the meeting, issued in accordance with the legislation and as set out in the articles of association and to include the agenda, was published on 5 November 2019 in the Turkish Trade Registry Gazette no. 9944 and announced on the corporate website [www.dogusotomotiv.com.tr](http://www.dogusotomotiv.com.tr), the KAP (Public Disclosure Platform) and EGKS (Electronic General Meeting System of the Central Registry Agency), and also sent to the shareholders recorded in the stock ledger by registered mail, in a timely manner; and that the general assembly was convened by the Board of Directors.

It has been understood from the review of the list of attendants that of the total 220,000,000 registered shares with a nominal value of TRY 1 each corresponding to the company's paid-in capital of TRY 220,000,000, 110 shares were represented in person, and 171,893,617 shares were represented by proxy, totaling 171,893,727 shares represented in the meeting, thus constituting the quorum stipulated in the legislation and the articles of association, and that no objections were raised against this determination.

It has been noted that Chairman and Members of the Board of Directors, Emir Ali Bilalođlu, Özlem Denizmen Kocatepe and Koray Arıkan, respectively, and Mine Zor as representative of the independent audit company PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. were present at the meeting. It has also been determined that pursuant to Article 1527 of the Turkish Commercial Code, the preparations for the electronic general assembly meeting were carried out in accordance with legislation.

Emir Ali Bilalođlu, Chairman of the Board of Directors, who informed that voting would be by a show of hands, without prejudice to the provisions of electronic voting, opened the meeting at 10.00 am concurrently in physical and electronic mediums for deliberations on agenda topics.

1. The motion regarding the formation of the general assembly presiding committee to elect Hasan Hüsnü Güzelöz as the Chairman and to authorize the presiding committee to sign the minutes of the meeting on behalf of the shareholders was put to vote and accepted unanimously.

Meeting Chairman Hasan Hüsnü Güzelöz appointed Kerem Talih as Minutes Clerk and Engin Kaya, who holds MKK EGKS certification (Electronic General Meeting System of the Central Registry Agency), as Vote Collector to serve in the presiding committee and to use the Electronic General Meeting System.

With no requests to add a topic to the agenda and to change the order of agenda items, the meeting resumed with the deliberation of the agenda items.

2. As deliberation of the agenda item began, Dođuş Holding A.Ş. representative Hisar Ege Toprak Erdoğan asked the meeting chairman for permission to speak. She was given the floor to speak. She said, "As the representative of Dođuş Holding A.Ş., we espouse the justifications for distribution of free reserves as stated in the Board of Directors' profit distribution proposal published on KAP on 30 October 2019. We also agree with the amount of TRY 135,000,000 stated in the Board of Directors' proposal as net distributable reserve. However, we propose that the distribution be made in one lot and on 2 December 2019," and presented her written motion to the meeting committee. The submitted motion was reviewed by the meeting chairman, who decided to put this motion for distribution to be made in one lot and on 2 December 2019 to vote first, unlike what the Board of Directors proposed for voting, (on the grounds that the proposal is for distribution in one lot and because the date is specified). He put the motion of the representative of Dođuş Holding A.Ş. to vote, and the motion was accepted unanimously. Given that to date, the Company has always paid dividends regularly in accordance with its Profit Distribution Policy, which was accepted by the general assembly on 27 March 2014 and which is still in force, and considering the interests and expectations of our shareholders, in order to ensure that the principle of distributing profits in a sustainable and determined manner is upheld in 2019 as well, it has been unanimously resolved that: out of the free reserves mentioned above, after retaining 10% - which corresponds to TRY 13,777,778 - of the gross total of TRY 148,777,778 TRY (General Legal Reserves: TRY 58,131,924, Affiliate Sales Profits: TRY 20,439,364, and Extraordinary Reserves – Retained Profits: TRY 70,206,790) as General Legal Reserve, the remaining **net TRY 135,000,000** be paid out to our shareholders based on their shares in full and in cash, and the distribution date be set as 2 December 2019.
3. After determining that the quorum stipulated in the Turkish Commercial Code was maintained throughout the meeting, and with no other agenda topics to discuss, and no wishes or opinions expressed, the chairman of the presiding committee thanked the general assembly and concluded the meeting at 11.15 am.

These minutes were drawn up at the meeting venue and in electronic medium, read out before the general assembly and signed. 28 November 2019

**Ministry Representative**

Güner KAKI

**Chairman of the Presiding Committee**

Hasan Hüsnü GÜZELÖZ

**Minutes Clerk**

Kerem TALİH

**Vote Collector**

Engin KAYA