

## 2023 ORDINARY GENERAL ASSEMBLY DISCLOSURE DOCUMENT

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### Meeting Call

Our Company's 2023 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, April 16, 2024 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](http://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 Center Maslak), No:4, İç Kapı No: 3, Sarıyer /İstanbul] and at the Company's contact center [Şekerpinar Mahallesi, Anadolu Caddesi, No:45D, Çayırova /Kocaeli] and on the website [www.dogusotomotiv.com.tr](http://www.dogusotomotiv.com.tr).

We hereby present it for the information of our esteemed shareholders.

Best regards,

BOARD OF DIRECTORS

## 2023 ORDINARY GENERAL ASSEMBLY DISCLOSURE DOCUMENT

Company Title : Doğuş Otomotiv Servis ve Ticaret A.Ş.  
MERSİS Number : 0309011471300010  
Trade Registry Number : İstanbul Trade Registry Office-429183  
Legal Headquarters Address : Maslak Mahallesi, Ahi Evran Caddesi, No:4, İç Kapı No: 3,  
(Doğuş Center Maslak) Sarıyer /İstanbul

### 1. Shareholding Structure / Voting Rights

The issued and paid-in capital of the Company is 220,000,000 TRY and the registered capital ceiling is 1,000,000,000 TRY. The total capital of the Company comprises 220,000,000 registered shares with a nominal value of 1 TRY each, and 1 voting right per share and no privileged rights have been granted.

SHAREHOLDER'S TITLE	EQUITY RATIO	NUMBER OF SHARES	AMOUNT -TRY
Doğuş Holding AŞ	65.50 %	144,099,708	144,099,708
Free Float	34.50%	75,900,000	75,900,000
Doğuş Sigorta ve Aracılık Hizmetleri AŞ	0.00%	292	292
<b>TOTAL</b>	<b>100.0%</b>	<b>220,000,000</b>	<b>220,000,000</b>

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

We have not experienced any management or activity changes in the past reporting period, nor do we plan any significant changes in future periods that will significantly affect partnership activities. Special situation disclosures of material information regarding our activities are published on PDP in compliance with the legislation. The following key updates are listed separately.

- Acquisition of 94.44% shares of Doğuş Gayrimenkul Yatırım Ortaklığı AŞ (Doğuş REIT), operating in the real estate sector. Signing distributorship agreements for the provision of sales and service for 'Meiller' brand 'semi-trailer tipper products' and 'Wielton' brand 'semi-trailer products' in Türkiye.
- Establishment of Doğuş Şarj Sistemleri Pazarlama ve Ticaret AŞ (D-Charge), a company in which our company holds 100% ownership, specializing in the establishment and operation of charging units, charging stations, charging networks, and providing charging services.
- Liquidation of D-Auto Limited Liability Company, established in Erbil, Iraq, due to adverse conditions leading to cessation of activities.

### 3. Election of the Board of Directors, Candidates' Résumés and other information

The agenda of the meeting includes the determination of the number of members of the Board of Directors, their term of office, and election. The CVs of the candidates and the declarations of independence of the independent candidates are included in the annex.

## **2023 ORDINARY GENERAL ASSEMBLY DISCLOSURE DOCUMENT**

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### **4. Shareholders' Requests for Addition of Topics to the Agenda**

No written requests have been submitted by partnership shareholders to the Investor Relations Department regarding the inclusion of an item on our Company's general assembly agenda.

### **5. Internal Directives, Articles of Association and Amendments**

There are no proposed amendments to the articles of association on the meeting agenda. Our Company's 'Articles of Association' and 'General Assembly Internal Directive' are available on the website: [www.dogusotomotiv.com.tr](http://www.dogusotomotiv.com.tr)

## **Explanations Regarding Agenda Items**

- 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 2023 financial year will be presented to the general assembly for approval.
- 6. Deliberating and deciding on the Board of Directors' proposal regarding the distribution of profits generated during the fiscal year,**  
Following our Company's activities in 2023, a 'Consolidated Net Period Profit of the Parent Company' of 19,622,080,000 TRY was achieved based on the audited consolidated financial statements by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (PwC Independent Auditing). The Board of Directors proposes distributing the profit by the profit distribution table, considering provisions outlined in the Turkish Commercial Code, CMB legislation, our articles of association, profit distribution policy, long-term strategy, investment and financing policies, profitability, and cash situation. The proposed total cash profit distribution amount is 11,500,000,000 TRY. After deducting the 2,500,000,000 TRY dividend advance payment made in 2023, the remaining 9,000,000,000 TRY in cash will be distributed, with dividend payments commencing on April 19, 2024, pending approval by the general assembly.

## **Explanations Regarding Agenda Items**

- 7. Deliberating and deciding on authorizing the Board of Directors to determine advance dividend distribution in the event of profitability during the fiscal period,**  
And in case a profit distribution in accordance with our Articles of Association and the legislation will be in question for the 2024 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. Determining the number of members of the Board of Directors and their terms of office, presenting candidate profiles, and conducting the election of board members.**  
In compliance with the Turkish Commercial Code, Capital Markets Law, relevant legislation, and our articles of association, the Board of Directors will be composed of a total of 6 members, with 2 being independent. The election of board member candidates, including Emir Ali BİLALOĞLU (3 years), Gür ÇAÇDAŞ (3 years), Koray ARIKAN (3 years), Özlem DENİZMEN KOCATEPE (3 years), Adalet Yasemin AKAD (Independent 1 year), and Adnan MEMİŞ (Independent 2 years), whose CVs (or independence statements of the independent members) are attached, will be presented for approval by the general assembly.
- 9. 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 line with our Company's Remuneration Policy, determining the maximum gross amount of financial benefits to be provided to the Board of Members as 685,000,000 TRY in 2024 activity year shall be submitted to the approval of the general meeting.
- 10. Reviewing and seeking approval for the appointment of the Independent Audit Firm selected by the Board of Directors as the company's auditor,**  
For the 2024 fiscal year of our company, the appointment of an independent audit firm, determined by the Board of Directors, as the company auditor within the scope of the Turkish Commercial Code and Capital Markets Board legislation, will be presented for approval by the general assembly.

## Explanations Regarding Agenda Items

11. Informing the shareholders about the donations and aids provided in the activity year, Information on Donations and Aids made during the fiscal year, as detailed below and in the Activity Report, will be submitted to the general assembly for information purposes.

GRANTS AND AID IN 2023	TOTAL	
Ministry of Interior Disaster and Emergency Management Presidency	25,383,754	Earthquake 57,018,628
Turkish Red Crescent Society	25,000,000	
In-kind / Financial Aids and Donations Made in the Earthquake Zone	6,634,874	
Darüşşafaka Society	6,598,920	Education 8,206,269
Konya Vocational and Technical Anatolian High School	1,495,749	
Turkish Education Foundation (TEV)	34,600	
İTÜ Strategy Development Department	30,000	
Darıca Public Education Center	25,700	
Other Educational Associations and Institutions	21,300	
Fenerbahçe Sports Club	10,000,000	
GEA Search and Rescue, Ecology and Humanitarian Aid Association	844,262	Other 10,978,262
The Federation of Women's Associations of Türkiye	60,000	
Ayhan Şahenk Foundation	40,000	
Other Associations and Institutions	34,000	
<b>TOTAL</b>	<b>76,203,159 TRY</b>	

Apart from those mentioned above, the Board of Directors' decision regarding donations and aids for the following projects that will commence in 2024 aimed at contributing to the elimination, as much as possible, of the sociocultural and economic impacts of the earthquakes that affected 10 provinces in Turkey on February 6, 2023, will be submitted for approval of by general assembly.

- The faithful restoration and/or construction of 'The Hatay Parliament Building, Antakya Mansion, and City Kitchen', which are registered immovable cultural assets, with an estimated cost of 11.5 million USD, which will be carried out by our Company under the coordination of Hatay Governorship
- The contribution of 200 million TRY for the construction of 'Hatay TOKİ Social Housing, 1001 Housing Project', which will be carried out under the coordination of the Disaster and Emergency Management Authority.

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 decision not to modify the annual donation limit of 500,000,000 TRY by our Company (with the possibility of a 50% increase by the Board of Directors), as approved during the general assembly on March 28, 2023, will be presented to the general assembly. Additionally, a proposal to contribute up to 50% of the total project cost, including the committed contribution to date, for the 'Hatay TOKİ Social Housing, 1001 Housing Project,' coordinated by the Disaster and Emergency Management Authority, will be submitted for approval. The condition for informing the general assembly about this contribution will also be included.

## **Explanations Regarding Agenda Items**

- 13. Presentation of information to the shareholders regarding the transactions made with related parties in the activity year,**  
The 'Asset and service purchase and sale transactions' and 'Common and ongoing transactions', as outlined in Note 28 of the 'Consolidated Financial Statements and Independent Auditor's Report' under the heading 'Transactions and Balances Regarding Related Parties' and carried out in compliance with the Capital Market legislation, will be presented to the general assembly for information.
- 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 about own shares purchased by the Company,**  
Out of the 22,000,000 shares of our Company with a nominal value of 1 TRY, repurchased back through Borsa Istanbul in 2016, 15,400,000 shares were sold in fiscal year 2023 at an average cost of 10.10 TRY each, resulting in a profit of 3,690 million TRY. All 6,085,007 repurchased shares, corresponding to 2.77% of our Company's capital, were sold on March 12, 2024, leaving no repurchased shares in our 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 absence of any material transactions requiring disclosure, which could potentially pose conflicts of interest with the company or its subsidiaries, involving shareholders holding management control, members of the Board of Directors, executives with administrative responsibilities, as well as their spouses and relatives by blood or marriage up to the second degree, will be presented to the general assembly for consideration.
- 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.**



## Independent Board Member Candidates Resumes and Independency Statements

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The list of candidates and their CVs for the Board of Directors at our company's upcoming ordinary general assembly meeting on April 16, 2024, are presented below. Ms. Adalet Yasemin Akad and Mr. Adnan Memiş will be presented as independent candidates for the Board of Directors.

Should all candidates be elected, there are no foreseeable circumstances that could adversely impact the company's operations.

### **Emir Ali Bilaloğlu**

Mr. Emir Ali Bilaloğlu, a graduate of the Faculty of Engineering at Berlin Technical University, started his career in 1991 as the Financial Control and Regional Sales Manager at Audi AG headquarters in Germany. Mr. Bilaloğlu, who started working at Doğuş Otomotiv in 2000 as responsible for Business Development and Strategy, took office in the United Arab Emirates in 2001 as the Founding General Manager of Audi AG in charge of Dubai. Following his return to Türkiye in 2004, he was appointed as General Manager for Audi and Porsche brands at Doğuş Otomotiv. Mr. Bilaloğlu, who became Doğuş Otomotiv's Chief Executive Officer (CEO) in June 2007, was unanimously elected Chairman of the Board of Directors at Doğuş Otomotiv's 2017 Annual General Assembly Meeting held on March 29, 2018. Emir Ali Bilaloğlu currently serves as the Chairman of the Executive Board as well as the Chairman of the Board of Directors. Mr. Bilaloğlu serves as the Chairman of the Board of Doğuş Oto Pazarlama, one of the companies within the Doğuş Group, and as a Member of the Board of Doğuş Holding, Yüce Auto, Volkswagen Doğuş Finans (vdf), and Doğuş New Ventures and Projects (InvenDO). In addition to the abovementioned duties, Mr. Bilaloğlu served as the Vice President of the Automotive Distributors and Mobility Association (ODMD) between 2011 and 2018 and as the President between 2018 and 2022. Emir Ali Bilaloğlu also plays an active role as a member of the Turkish-German Business Council Executive Board at the Foreign Economic Relations Board, which provides consultancy on foreign economic relations, and as a Member of the Advisory Board in the Türkiye: Culture of Change Initiative affiliated to TUSIAD. As of 2021, he serves on the Board of Trustees of Işık University.

### **Gür Çağdaş**

Mr. Gür Çağdaş graduated from the Faculty of Political Sciences at İstanbul University in 1983 and completed his master's degree at the Institute of Business Economics of the same university in 1985. Mr. Çağdaş started to work as an Investment Specialist at Eczacıbasi Securities in 1986, after which he founded VakıfBank İstanbul Securities Center in 1988 and served as the director of this institution until 1990. Mr. Çağdaş joined Doğuş Group in 1990 and acted as the Capital Markets Group Manager at United Turkish Gulf Bank, Assistant General Manager at Garanti Securities, Inc. and Garanti Investment and Trade Bank, and successively as General Manager, Deputy Chairman of the Board of Directors, and Chairman of the Board of Directors at Garanti Asset Management, Inc. As of January 1, 2016, Mr. Çağdaş has been appointed to Doğuş Holding as the Advisor to the Chairman and a Member of the Board of Doğuş Group Companies. Having served as the President of the Turkish Institutional Investment Managers' Association (TKYD) between 2007 and 2014, he represented Türkiye at the European Fund and Asset Management Association (EFAMA). Mr. Çağdaş acted as a Member of the Board of Directors at the Corporate Governance Association of Türkiye (KYD) between 2013 and 2014 and as Vice President between 2015 and 2018. He is still a Member of the Board of Directors of Doğuş Holding as of 2019, along with his duties as a Member of the Board of Directors, Chairman, and Vice Chairman in Doğuş Group companies. Mr. Çağdaş started his duty as a Member of the Board of Directors at Doğuş Otomotiv Servis ve Ticaret A.Ş. in 2016 and continues to serve as an active Member of the Board of Directors as of this date. In addition to his role as a Board Member, he serves as a Committee Member in the Early Risk Detection Committee and the Corporate Governance and Sustainability Committee.



## **Independent Board Member Candidates Resumes and Independency Statements**

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### **Koray Arıkan**

A graduate of Boğaziçi University Mechanical Engineering, Harvard Business School (AMP), and Virginia Commonwealth University (MBA), Mr. Koray Arıkan served as Country Manager and Representative at JP Morgan Bank for 23 years. He has particularly extensive experience in investment banking, wealth management, corporate governance, and family businesses. Mr. Arıkan assumed the Head of the Privatization Department at the Turkish Prime Ministry between 1989 and 1991 after working as a Project Engineer and Consultant in the USA between 1983 and 1989. After his move to Doğuş Group in 2014, Mr. Arıkan continues to serve as the Chairman of the Board of Directors of Doğuş Energy, Advisor to the Board of Directors of Doğuş Group, Vice Chairman of the Board of Directors of Pozitif Companies, and as a Board Member of Doğuş Finansal ve Ticari Yatırım Danışmanlık A.Ş. Mr. Arıkan is currently a Member of the Board of Trustees of Boğaziçi University and has also held the post as a member of the Board of Directors of the Harvard Business School MENA Research Center (2014-2019) and the Eisenhower Fellowship Board of Trustees (2018-2020). Mr. Arıkan took an active role in various positions including Board Memberships in private sector companies and many non-governmental organizations and served as the President of the Boğaziçi University Alumni Association between 2003 and 2005. Mr. Arıkan, the Regional President of The Propeller Club of the US, is married and has two children. Having started to serve as a Board Member at Doğuş Otomotiv Servis ve Ticaret A.Ş. in 2018, he has actively held this position since then. In addition to his role as a Board Member, he serves as a Committee Member in the Early Risk Detection Committee and the Corporate Governance and Sustainability Committee.

### **Özlem Denizmen Kocatepe**

Özlem Denizmen Kocatepe completed her undergraduate education at Cornell University, Department of Industrial Management, and received her MBA degree at MIT Sloan School of Management. She completed the Influence Techniques program at Stanford, the Leadership program at the GE Crotonville Center, and the Advanced Management program at Harvard Business School. Ms. Denizmen Kocatepe, who has undertaken various duties on Strategy, Planning, Budget, Business Development, and Investor Relations at Doğuş Group since 2000, is a Member of Doğuş Otomotiv's Board of Directors. In the field of community service, she is the founder of the Money Situation Personal Finance Social Initiative and FODER Financial Literacy Association. Ms. Denizmen Kocatepe also served as the first representative of Türkiye on the Board of Directors of the Global Reporting Initiative (GRI) between 2014 and 2020. In 2020, she launched Moneye, a fintech company based on artificial intelligence. Ms. Denizmen Kocatepe started serving as a Member of the Board of Directors at Doğuş Otomotiv Servis ve Ticaret A.Ş. in 2006 and has actively held this position since then. In addition to her role as a Board Member, she serves as a Committee Member in the Remuneration and Nomination Committee.

## **Independent Board Member Candidates Resumes and Independency Statements**

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### **Adalet Yasemin Akad | Independent Board Member Candidate**

After completing her Bachelor of Business Administration and Master of Organizational Behavior at the University of Ottawa, Ms. Adalet Yasemin Akad worked as the Head of the Training and Promotion Group at the Banks Association of Türkiye, followed by the position of Assistant General Manager in Charge of Human Resources first at Osmanlı Bank, then at İş-Tim Telekomünikasyon A.Ş. (Aria). In 2004, she established her consultancy firm and provided consultancy services to many companies in various sectors on subjects such as training, change management, and human resources management. Ms. Akad, who acted as the Human Resources and Corporate Management Systems Group Director of Rixos Hotels between 2009 and 2012, held the Executive Board Member in charge of Human Resources position at Carrefoursa between 2012 and 2014. Since 2014, she has served as the Executive Board Member in charge of Human Resources at Netaş Telekomünikasyon A.Ş. and as a member of the Board of Directors of Netaş's subsidiaries; Netaş Bilişim Teknolojileri A.Ş., BDH Bilişim Destek Hizmetleri San. Tic. A.Ş., and NETRD Bilgi Teknolojileri ve Telekomünikasyon A.Ş. Having also acted as a member of the Board of Directors of Kron Telekomünikasyon Hizmetleri A.Ş., she has been working on Human Resources and Corporate Sustainability Strategies since 2021. Ms. Akad started serving as an Independent Board Member at Doğuş Otomotiv Servis ve Ticaret A.Ş. in 2018 and has actively held this position since then. In addition to her role as an Independent Board Member, she serves as Committee Chairman of the Corporate Governance and Sustainability Committee and Remuneration and Nomination Committees, and as a Committee Member of the Audit Committee.

### **Adnan Memiş | Independent Board Member Candidate**

Born in Safranbolu in 1955, Mr. Adnan Memiş spent his childhood in Azdavay, Şirnak, Varto, Bergama, Kınık, Emirdağ, Süruç, Besni, and Diyarbakır. After graduating from Kuleli Military High School, he earned his undergraduate degree from the İstanbul University Faculty of Economics and his postgraduate degree from the Business Economics Institute. His professional career began at Elginkan Holding in 1977 and continued at Garanti Bank starting in 1978. Following roles as Inspector, Deputy Representative in Germany, and Accounting Group Manager, respectively, he assumed senior management positions as Credits Manager from 1985 and Deputy General Manager from May 1991. He served as a Board Member and Chairman. From 2001 until his departure from the bank in September 2015, he chaired the Financial Restructuring Working Group at the Banks Association of Türkiye, overseeing the implementation of the program known as the İstanbul Approach. He currently serves as a High Advisory Board Member at Darüşşafaka Society, where he was previously a Board Member from 2008 to 2014. Mr. Memiş is also a Member of the Board of Trustees of the Contemporary Life Support Foundation and serves on the Advisory Board of the Business Economics Institute. Adnan Memiş, who is a member of various associations, also chairs the Board of Directors of Raya Consultancy, Inc. and leads the Lace Project, which includes books, documentaries, and various events related to his needle lace collection. He is also the leader of the Starfish Project Group, which established an education campus comprising a secondary school and four high schools in Darıca. Mr. Memiş, who is married and has a child, assumed the role of Independent Board Member at Doğuş Otomotiv Servis ve Ticaret A.Ş. in 2020 and continues to serve in this capacity effectively. Alongside his role as an Independent Board Member, he serves as the Chairman of the Audit Committee and the Chairman of the Early Risk Detection Committee.

## Independent Board Member Candidates Resumes and Independency Statements

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Jan 19, 2024

### DECLARATION OF INDEPENDENCY

I hereby declare my candidacy to serve as an independent member on the Board of Directors of Doğuş Otomotiv Servis ve Ticaret A.Ş. ("Company") within the framework of applicable legislation, the Company's articles of association, and the criteria set forth in the Communiqué of Corporate Governance Principles regulated by the Capital Markets Board, and confirm that:

- a) In the last five years, there has not been any relationship in terms of employment in a key management position with significant duties and responsibilities, or that would involve equity or materially substantial commercial transactions between the Company, the Company's related parties or corporate entities, which are related to shareholders with direct or indirect capital shares of 5% or more in the management and capital of the Company, and myself, my spouse, my blood, or affinity relatives up to the second degree;
- b) In the last five years, I have not had held shares (of 5% or more) in, or been employed in a key management position with significant duties and responsibilities by, or served as a board member for any company, which the Company procures from or supplies to any goods or services at a substantial level under any respective contract, involving Company audit in particular (including tax inspections, legal inspections, and internal audits), rating and consultancy services during the provision of such goods or services;
- c) I possess adequate professional training, knowledge, and experience to fulfill the duties I will assume as an independent board member;
- ç) In compliance with applicable legislation, I will not work full time for public institutions and organizations except as a faculty member in universities after my election as an independent board member;
- d) I qualify as a resident in Turkey under the Income Tax Law;
- e) I possess strong ethical standards, professional reputation, and experience to provide positive contributions to the Company's operations, to maintain my objectivity in case of any conflicts of interest that may arise between the Company and its shareholders, and to make independent decisions taking into consideration the rights of the stakeholders;
- f) I will be able to devote time to the extent required to follow the functioning of the Company and to fully perform my duties;
- g) I do not serve as an independent member on the Boards of Directors of more than three companies in which the Company or the shareholders that have management control over the Company have management control, and in total more than five companies listed on the stock exchange; and that
- ğ) I have not been registered and announced to represent the legal entity elected as a board member.

Therefore, I hereby declare that I have fulfilled all of the above independent membership requirements, except for serving as a member on the Board of Directors of the Company for six years within the last decade.

Sincerely,

[signature]

**Adalet Yasemin AKAD**

## Independent Board Member Candidates Resumes and Independency Statements

Jan 19, 2024

### DECLARATION OF INDEPENDENCY

I hereby declare my candidacy to serve as an independent member on the Board of Directors of Doğuş Otomotiv Servis ve Ticaret A.Ş. ("Company") within the framework of applicable legislation, the Company's articles of association, and the criteria set forth in the Communiqué of Corporate Governance Principles regulated by the Capital Markets Board, and confirm that:

- a) In the last five years, there has not been any relationship in terms of employment in a key management position with significant duties and responsibilities, or that would involve equity or materially substantial commercial transactions between the Company, the Company's related parties or corporate entities, which are related to shareholders with direct or indirect capital shares of 5% or more in the management and capital of the Company, and myself, my spouse, my blood or affinity relatives up to the second degree;
- b) In the last five years, I have not had held shares (of 5% or more) in, or been employed in a key management position with significant duties and responsibilities by, or served as a board member for any company, which the Company procures from or supplies to any goods or services at a substantial level under any respective contract, involving Company audit in particular (including tax inspections, legal inspections and internal audits), rating and consultancy services during the provision of such goods or services;
- c) I possess adequate professional training, knowledge and experience to fulfill the duties I will assume as an independent board member;
- ç) In compliance with applicable legislation, I will not work full time for public institutions and organizations except as a faculty member in universities after my election as an independent board member;
- d) I qualify as a resident in Turkey under the Income Tax Law;
- e) I possess strong ethical standards, professional reputation and experience to provide positive contributions to the Company's operations, to maintain my objectivity in case of any conflicts of interest that may arise between the Company and its shareholders, and to make independent decisions taking into consideration the rights of the stakeholders;
- f) I will be able to devote time to the extent required to follow the functioning of the Company and to fully perform my duties;
- g) I have not served on the Board of Directors of the Company for more than six years in the last decade;
- ğ) I do not serve as an independent member on the Boards of Directors of more than three companies in which the Company or the shareholders that have management control over the Company have management control, and in total more than five companies listed on the stock exchange; and that
- h) I have not been registered and announced to represent the legal entity elected as a board member.

Sincerely,

[signature]

**Adnan MEMİŞ**