



- ▶ *Corporate Governance Principles Compliance Report*
- ▶ *Information on the Capital Structure and Stocks*
- ▶ *Dividend Distribution Proposal*
- ▶ *Audit Report*

Corporate Governance Principles Compliance Report

The Corporate Governance Principles as published by the Capital Markets Board of Turkey have been implemented in parallel with the explanations provided herein below at "Doğuş Otomotiv Servis ve Ticaret Anonim Şirketi" (Doğuş Otomotiv Service and Trade Corporation) in the fiscal year ended December 31, 2010.

1. SHAREHOLDERS

1.1. Facilitating the Utilization of Shareholders' Rights

Relations with shareholders are carried out by the Investor Relations Department in our Company.

Investor Relations Department Contacts:

CFO

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1.2. Shareholders' Exercising Their Right to Obtain Information

Phone, e-mail or one-to-one meetings without any discrimination have responded to all queries and applications received from shareholders during the reporting period. Phone calls were received from over 400 different individuals to whom information was provided upon their request at various times during the reporting period. In addition, more than 300 written applications (by e-mail and fax) were received, upon which the requested information was provided to related parties. During the reporting period, a total of 150 one-to-one meetings, 1 teleconference with multiple participants and 1 analyst meeting were held to provide information to 45 individual and corporate investors and shareholders. In order to provide information to foreign institutional investors visits to London, Frankfurt, Paris and New York have been organised. All information deemed necessary for shareholders is made available on the Doğuş Otomotiv website and regularly updated. The Company's articles of association contain no provisions stipulating the appointment of a Special Auditor as an individual right. Shareholders did not request appointment of a Special Auditor in 2010.

1.3. Information on General Assembly Meetings

The Regular General Assembly Meeting concerning the activities in 2009 was held on April 28, 2010 at 11:00 a.m. at "Muallim Naci Caddesi no.26, Bentley İstanbul Showroom, Ortaköy-Beşiktaş/İstanbul". 81,494,005-TL shares, corresponding to a share capital of TL 81,494,005 were represented in proxy, from out of the total 110,000,000 shares, corresponding to a total share capital of TR 110,000,000.00 Stakeholders and media representatives participated in the said General Assembly Meeting. Invitations for the meeting, in the manner set forth by the Law and the Articles of Association and including the timetable, were completed on time with announcements published in the Turkish Trade Registry Gazette dated April 09, 2010 and no. 7540, and additionally in order to facilitate participation at the General Assembly Meeting, the announcement was published in national editions of Milliyet and Radikal newspapers dated April 08, 2010.

Minutes of the General Assembly Meeting are accessible at all times by our shareholders on our website and are also made available for examination at the Company headquarters.

Corporate Governance Principles Compliance Report

1.4. Voting Rights and Minority Rights

All of the Company's share certificates are bearer certificates and grant no rights for participation in the Company profit or voting privilege.

1.5. Dividend Distribution Policy and Timing

Our Company publicly disclosed its dividend distribution policy, explained herein below and covered in our articles of association, via the Public Offering Circular and Prospectus. Based on this policy:

Net Profit of the Company

The net profit of the Company is calculated according to the Company's revenues generated from ordinary activities and extraordinary revenues and profits, less those expenses incurred in relation to such activities, depreciation and extraordinary expenses, less corporate tax and similar compulsory taxes and fund payments. Net profit, less previous years' losses, if any, is distributed in the order and manner set out below:

First Legal Reserve

Pursuant to Article 466 of the Turkish Commercial Code, 5% of the net profit shall be set aside as first legal reserve until it reaches 1/5th of the paid-in capital of the Company.

First Dividend

A first dividend shall be set aside in the ratio and in the amount taking into consideration Article 15 of the Capital Market Law and in accordance with the relevant Capital Markets Board (CMB) regulations.

Dividends to be Distributed to Board Members

After the completion of the above-mentioned deductions, the General Assembly may distribute an amount up to 4% of the distributable profit to the chairman and the members of the Board of Directors, without prejudice to the amount of first dividend.

Dividends to be Distributed to the Personnel

After the aforementioned deductions have been completed, the General Assembly may distribute an amount up to 4% of the distributable profit to personnel, without prejudice to the amount of first dividend.

Second Dividend

After the amounts mentioned above shall have been deducted from the net profit, the remaining portion may either be distributed, in part or in whole, as a second dividend, or may be set-aside as extraordinary reserves.

Second Legal Reserve

The second legal reserve shall be set aside pursuant to Article 466, paragraph 3 of the Turkish Commercial Code.

Principles Related to Distribution

i. Unless the legal reserves have been set aside as legally stipulated and unless the first dividend determined for shareholders in the articles of associations has been distributed in cash and/or in share certificates, in accordance with the means allowed and requirements imposed by the Capital Market regulations, the provisions of the applicable legislation shall be fully adhered to.

These stipulate that no decision may be taken to set aside further reserves, to carry over profit to the following year or to distribute dividends to privileged shareholders, holders of participating shares, founder's shares and ordinary bonus certificates to members of the board of directors or to officers, janitors and workers, to foundations established for various purposes and to such persons and/or establishments.

ii. Dividends are distributed equally to all shares existing as of the fiscal year, irrespective of their dates of issue and acquisition.

Corporate Governance Principles Compliance Report

iii. Regulations that are already or will in the future be issued by the Capital Markets Board of Turkey in relation to dividend distribution shall be abided by.

iv. The yearly dividend distribution per TL 1.00 nominally values share for real persons (after the income Tax deduction) is as follows; For the year 2005 TL 0,4113 gross, TL 0,3702 net, for the year 2006, TL 0,0617 TL gross, TL 0,0555 net, for the year 2007, TL 0,2048 TL gross, TL 0,1741 TL net . There have been no dividends distributed to shareholders for the year 2008 and 2009.

1.6. Transfer of Shares

The Company's articles of association contain no provisions restricting the assignment of shares.

2. PUBLIC DISCLOSURE AND TRANSPARENCY

2.1. Doğuş Otomotiv Disclosure Policy

The Company formulated a disclosure policy as stated in Section II, Article 1 of the Corporate Governance Principles. The aim of the policy is to ensure necessary information flow in line with public disclosure and transparency criteria in a timely, accurate, complete, intelligible, interpretable, and easily accessible manner. The disclosure policy is carried out and coordinated to cover organization of meetings open to public, execution of relations with investors and shareholders and to keep customers informed. The Chairman, Mr. Aclan Acar, or person(s) to be authorized thereby executes the Company's disclosure policy.

The Company regards implementations oriented towards individual, corporate investors and shareholders, in addition to those geared towards its principal shareholders as a whole. In keeping with Corporate Governance Principles, the disclosure policy of the Company is established on the foundations of adherence to capital market regulations and sound relations with capital market institutions, responding to queries for information from shareholders and investors, ensuring exercise of shareholding rights as well as providing information flow, particularly in relation to General Assembly matters employing various means including the website and ensuring necessary coordination related thereto.

The Company holds meetings for the purpose of keeping investors informed. Performance of the market in sectors where we operate, the Company's market share, sales figures and revenues and periodic and cumulative profit/loss data are disclosed to our investors during these meetings. In a bid to provide in-depth knowledge of the Company's activities to both individual and corporate investors and shareholders, information is also offered during visits to the showroom and logistics center. In addition, the Company shares details of major projects and other information, which is required to be disclosed in line with the body of Capital Markets Board (CMB) legislation to our investors through the mass media. All kinds of information relating to meetings are also made accessible on our website.

The Regular General Assembly Meeting is convened every year, with full efforts expended to facilitate participation of our shareholders at the General Assembly. The Company's annual reports are prepared in a form and content in compliance with legal regulations and made available in printed form, as well as on the Internet. Periodic financial statements and reports, drawn up in accordance with the CMB legislation and IFRS doctrine, are first submitted to the İstanbul Stock Exchange (ISE), published and then made available on the Internet. Financial reports are also delivered to establishments, enterprises or persons upon their request.

The Company operates an active and up-to-date website accessible at www.dogusotomotiv.com.tr.

2.2. Disclosure of Material Events

In 2010, the Company made 9 material event disclosures.. The Company shares are not quoted on international stock markets.

2.3. Company Website and Its Content

Within the scope of public disclosure, the Company posts trade register information, the latest shareholding structure, the board of directors, privileged shares, the latest version of the articles of association, annual

Corporate Governance Principles Compliance Report

reports, material event disclosures, informative presentations for investors, periodical financial statements and reports, prospectuses and public offering circulars, agendas, lists of participants and minutes of general assembly meetings, and form for proxy voting on its website accessible at www.dogusotomotiv.com.tr.

2.4. Disclosure of Non-corporate Ultimate Shareholder(s) Having a Controlling Interest

There are no non-corporate shareholders of the Company. However, non-corporate shareholders, after eliminating the effects of indirect ownership, were disclosed in the public offering prospectus issued in 2004, and periodically updated in the Public Disclosure Platform under the General Information form of the company.

2.5. Public Disclosure of Those Who May Have Access to Insider Information

The list of those who may have access to insider information is publicly disclosed in the organization chart contained under the organization chart heading in the annual report.

3. STAKEHOLDERS

3.1. Keeping Stakeholders Informed

Doğuş Otomotiv Group stakeholders, namely the customers, shareholders, employees, suppliers, government and social milieu, are informed on topics that are of relevance to them. The process of informing comprises presenting disclosures of material events made to the ISE, the minutes of general assemblies convened, reports of independent auditors and financial statements, presentations made to individual and corporate investors and reports drawn up about the company by third parties through press releases and posting them on our website.

The evaluation of company procedures as the instruments of daily workflow, which have been developed through consideration of all functional departments' and brands' opinions by way of Process Management, is one of our regular activities. In accordance with this aim, employees are informed of company-related issues via the intranet specifically devised for them.

In addition, queries or requests received by phone are taken into consideration promptly and relevant information is provided accordingly.

3.2. Stakeholder Participation in Management

Work on terms of addressing the stakeholder participation in management with regard to the Corporate Governance Principles is ongoing, and enhancements continuously take place.

Shareholders: Shareholders' participation in management and saving their rights are treated within the framework of pertinent laws and regulations.

Employees: Employees are involved in decision-making mechanisms commensurate with their power and responsibilities, in addition to online platforms established through which they are able to share their suggestions and opinions. The contributions of employees made via "The Suggestion and Award System" are scrutinized by authorized teams and awarded when necessary.

Customers: Customer satisfaction surveys (CSS) are conducted regularly by an independent agent. Customer requests reaching out to the Customer Relations Department and views obtained via the surveys are evaluated and updated by authorized departments. Furthermore, customers are informed of the company strategies and plans by dealer conventions that are held throughout the year.

In compliance with the aim of rendering more effective, efficient and quality services; holding regular meetings that serve as a tool to devise corporate policies and decisions with our stakeholders and taking appropriate measures of the evaluated results of those meetings are a part of the participation process.

Our shareholders other than the controlling shareholders who directly participate in management take part in management via the General Assembly Meetings convened.

Corporate Governance Principles Compliance Report

3.3. Human Resources Policy

As a service company, Doğuş Otomotiv derives its power from its human resources, which is accepted as a corporate value. Accordingly, our Human Resources policies are;

- to gain,
- to contribute the professional and personal development of, and
- to allow using their potentials in the most productive manner for

employees, who;

- adapt the values of Doğuş Group (We sincerely solve, apply, and develop),
- have the competencies required by the dynamism of the company,
- are well aware of the significance of customer,
- are eager to learn and develop,
- take the productivity within the company as their basis,
- exhibit system oriented approach, and
- keep high performance for a long period.

3.4. Information on Relations with Customers and Suppliers

CRM – Customer Relations Management Unit

A CRM (Customer Relations Management Unit) was set up in our Company under the Strategic Marketing and Corporate Communications Department, to direct customer satisfaction, develop initiatives that will enhance customer loyalty/profitability, ensure close communication with our customers and monitor and record our relations with customers.

The principal responsibilities of the CRM Unit include;

- Taking all necessary steps to ensure that customer data are accurately maintained, up-to-date and accessible;
- Ensuring the adoption of a customer-oriented working concept as a corporate culture across the entire organization;
- Conducting and reporting of Customer Satisfaction Market Research (CSS, CSI, DSS), and Secret Customer research to improve processes; meeting research demands for brands; measurement, evaluation and reporting of results;
- Execution, measurement and reporting of direct marketing activities (e-mail, sms, mms, direct mailing and the web) providing their optimization within the scope of permitted marketing, in parallel with demands of Authorized Dealers and Brands;
- Presenting analysis required for structuring Brands' marketing and sales activities in accordance with the target audience;
- Developing and executing projects with brands and dealers
- Managing "CRM Scorecard" designed for the purpose of measuring the effect of CRM studies on the brand performance.

Customer Complaint Management

The Company has a Customer Relations and Operations Department, which is responsible for assuring customer satisfaction. In addition to that, the Department also seeks to enhance customer retention and loyalty, records and analyzes customer complaints/requests regarding our products and services received by phone, fax, e-mail or post, and returns immediately to relevant customers with necessary responses. All efforts are taken to ensure these tasks are performed promptly and with utmost care and attention, with a view to providing customers with a service that is beyond their expectations. In addition, our call center offers e-mailing, telemarketing and launch services along with all of the services mentioned above. On the other hand, Customer Relations and Operations Department make optimum use of relevant tools to train, guide and constantly motivate our dealers and also to analyze processes about customers and to

Corporate Governance Principles Compliance Report

take needed action to improve them so as to prevent customer complaints from coming into existence The Department also supervises and provides guidance to supplier firms, providing our customers with on-the-road assistance.

OUR SUPPLIERS

We count our suppliers among our primary stakeholders and base our cooperation with them on an understanding of building an open and productive relationship. This enables Doğuř Otomotiv to develop long-term cooperation with all its suppliers.

Doğuř Otomotiv began working with manufacturers of the international brands it distributes in 1994, after becoming the distributor of Audi and Volkswagen, and the transparent and close relationship has been growing for the last 16 years. Doğuř Otomotiv is the only distributor in the world that has gathered all the brands associated with the Volkswagen Group. In its dealings with all its social stakeholders, Doğuř Otomotiv is motivated by its vision of providing “service beyond expectations” and, as a result of this approach, it enters long-term partnerships that continuously grow over time. The company holds an ISO 9001:2000 certificate by TÜV in Germany, covering the Volkswagen, Audi and SEAT brands and the Logistics Center; it regards customer satisfaction and quality as its most important values.

Doğuř Otomotiv shows the utmost care in choosing the supplier firms it will work with. The List of Suppliers is reviewed and renewed at least once a year in July, according to the “Supplier Quality Systems Control Questionnaire” and the criteria listed below. Firms that comply with at least two of the criteria preserve their placement on the Approved Supplier and Evaluation List. These criteria also apply to new firms to enter the list.

Among these criteria are that the supplier holds a TSE, ISO 9000 Certificate / TSE Quality Certificate, has an approval certificate by the manufacturer, has passed our inspection, comes highly recommended, is experienced, and is chosen by the group companies.

Doğuř Otomotiv manages its supply chain very effectively. Our supply chain management is presented in detail in our Corporate Social Responsibility Report, published this year for the first time (<http://www.dogusotomotiv.com.tr/c/sosyal-sorumluluk.aspx>).

3.5. Sustainability and Social Responsibility Activities

CORPORATE SOCIAL RESPONSIBILITY

Doğuř Otomotiv has signed the United Nations Global Compact in March 2010 and published its first corporate social responsibility report, the first also in the sector, in the same year. As part of this first report, drafted at level C in accordance with the G3 principles of the Global Reporting Initiative (GRI), the social, environmental, ethical and economic performances of Doğuř Otomotiv have been evaluated and announced. Published by Doğuř Otomotiv as its pledge to fulfill its responsibilities for shaping the world of the future, making it healthier and more habitable, and for creating societies that score high on welfare, respect for human rights, education and awareness, the Corporate Social Responsibility (CSR) report also describes our concept of ethical and accountable corporate governance.

Doğuř Otomotiv takes into account the views and concerns of its stakeholders, which enables it to successfully predict opportunities and risks, and continues its course on the way of becoming a sustainable company. The first step Doğuř Otomotiv took to attain its vision of becoming the leader of sustainability was to attend, along with a select group of leading journalists from Turkey, the GRI Conference in Amsterdam, which hosted over 1000 participants.

We have formed a Corporate Social Responsibility (CSR) Work Group with the senior and mid-level managers of departments dealing directly with stakeholder expectations, and the Group reports to the Committee of Corporate Governance. Using the methodology proposed by AA1000SES Standards, the team members have determined priority issues relating to our stakeholders and our sphere of influence.

Corporate Governance Principles Compliance Report

At Doğu Otomotiv, the aim to meet the expectations of our key stakeholders at the highest level, which is part of our corporate strategy and vision, also constitutes the foundation of our Corporate Social Responsibility (CSR) strategy.

The Corporate Responsibility strategy and vision of Doğu Holding, agreed upon during the process of publishing our first Corporate Social Responsibility Report, constitute the foundation of our policies and principles relating to our social, environmental, economic and ethical responsibilities, to be determined and announced in our forthcoming reports. Doğu Otomotiv continues to work in accordance with the principles of the United Nations Global Compact, and in its corporate Ethical Principles have openly demonstrated its dedication to human rights as framed by the Universal Declaration of Human Rights.

Doğu Otomotiv and Society

Traffic is Life

Continued since 2005, the social participation project of Doğu Otomotiv entitled "Traffic is Life" aims to increase social and customer awareness on various safety issues such as safer driving in traffic, increased pedestrian awareness and effective use of and adherence to traffic rules. Safe usage of the vehicles we sell and provide after-sales services for has continued to be a top priority issue for us among our social participation objects in 2010. In order to attain that goal, Doğu Otomotiv fully shares this responsibility for its vehicles not only during sales but also in the after-sales phase. The "Traffic is Life" social participation project will continue to be further developed in the near future in order to provide utmost benefit for the society we live in.

InfoRooms

Another project launched by Doğu Otomotiv in 2009 as a key part of "Traffic is Life," the InfoRooms aims at increasing the efficiency and effectiveness of waiting rooms of Doğu Otomotiv customers, as well as stressing the link between traffic and in-car safety to allow for an easier understanding. Continued in 2010, this project depicts facts that positively inform our customers on safe driving, vehicle maintenance and life cycle, presenting this information in a visually effective and accessible fashion. InfoRooms present our customers easy and direct information on issues they most frequently come across, and they can write their comments and wishes in notebooks designated for that purpose.

Cooperation between Trade Schools and Doğu Otomotiv

Doğu Otomotiv is determined to contribute to education and employment by developing cooperation with trade schools. For this purpose, new laboratories and classrooms have been installed at Şişli Industrial Trade School and Samandıra Trade School, and new curricula have been developed for both. Doğu Otomotiv supports trade schools to participate in international competitions and the Ministry of Education to organize such competitions. Every year, 50% of the 50 graduates of Volkswagen classes are employed at our authorized dealer and service organization (with 60% directly at Doğu Oto). In addition, internship opportunities are offered to nearly 100 students studying at these trade schools.

4. BOARD OF DIRECTORS

4.1. Structure and Formation of the Board of Directors, Independent Board Members

The members of the Board of Directors are Aclan Acar, Süleyman Kadir Tuğtekin, Hayrullah Murat Aka, Emir Ali Bilaloğlu, Hasan Hüsnü Güzelöz, Özlem Denizmen Kocatepe, Ekrem Nevzat Öztangut and Osman Cem Yurtbay. Aclan Acar serves as the Chairman of the Board. Although there are no independent members on our Company's Board of Directors, the Board is constituted by individuals possessing the required qualifications in line with the legal regulations.

The Board of Directors monitors the Company's strategic goals, operational results and performance indicators regularly by monthly meetings.

4.2. Qualifications of Board Members

In the election of our Company's Board members, the qualifications set forth in Section IV, Articles 3.1.1,

Corporate Governance Principles Compliance Report

3.1.2 and 3.1.5 of the CMB Corporate Governance Principles are observed and the members are elected in accordance with the relevant provisions of the Turkish Commercial Code.

4.3. Vision, Mission and Strategic Goals of the Company

Doğuş Otomotiv undertook detailed work in 2006 to create its vision, mission and corporate strategies. The strategies that will guide Doğuş Otomotiv's activities in the coming years have been set by carefully blending international comparative analyses and local experiences with an extensive participation across the organization.

During 2007, extensive meetings were held periodically with the participation of company employees, as well as meetings organized with the managers, to communicate and inculcate the vision, mission and strategies defined across the company, while internal communication tools were also used to convey the same. Those defined strategies have started to be implemented in this direction in 2008 and the annual business plans of the brands and partnerships have been prepared accordingly.

Our Vision:

To provide innovative service beyond expectations.

Our Mission:

Doğuş Otomotiv is a reliable automotive company operating on a customer-oriented basis, having an insight into its sector and the expectations of its shareholders, defining new expectations and aiming to satisfy them at the highest level, possessing creative manpower and using technology in the most optimal manner in this direction, aiming to offer an efficient and profitable service throughout the automotive value chain.

Our strategy:

BE SIZABLE – BE CLOSE – BE CREATIVE

Our fundamental corporate strategies are spelled out as follows:

BE SIZABLE:

- As Doğuş Otomotiv, achieving systematic, efficient and profitable expansion in its field of activity and growth in added value in every aspect of the value chain in Turkey and in international markets.
- Ensuring career development of its human resource both to ensure and at the same time as a result of fast and systematic evolution of this growth.

BE CLOSE:

- Acquiring an insight into our customers' expectations in the first place and of all our stakeholders in general, ensuring close and flawless relations with them and exceeding their expectations in a timely manner.
- Establishing efficient systems that will enable Doğuş Otomotiv to attain operational excellence in terms of productivity and profitability and as such, closely monitoring and analyzing the financial and operational status of the company.

BE INNOVATIVE:

- Creating distinction and a competitive edge through constant innovations based on a participative approach to product development, customer service and business concept.
- Developing actions and methods that will render the business in a "leaner, faster, cheaper" manner with participation and teamwork in process improvement.

4.4. Risk Management and Controlling Mechanism

Corporate Risk Management, which was established to define the uncertainties affecting the company; to manage the company's risk-taking profile and provide reasonable assurance to reach its corporate goals; has an effective structure, which is influenced by employees, top management and the Board of Directors and utilized in terms of setting strategies and applied throughout the organization.

Corporate Governance Principles Compliance Report

The Risk Management Committee, appointed with full responsibility by the Board of Directors, is tasked with advising on and coordinating the risk management praxis.

Risks that are handled in terms of likelihood, impact and process are classified as financial, operational, strategic and external risks. The Board of Directors and Audit & Risk Committee are briefed by Executive Board Presidency within the context of Risk Management by means of which all the risks that are monitored as per their contents by the related departments and General Directorate of Financial and Administrative Affairs.

The Financial Controlling Department (formerly named as Controlling) was established in August 2007 in order to monitor and develop internal control system. It operates under General Directorate of Financial and Administrative Affairs. The department is primarily responsible to strengthen the control environment as well as to closely monitor all operations binding the company and/or bearing financial consequences, to identify potential risks and take necessary precautions, oversee targeted results and efficiency, secure financial outcomes and accountability of reports, comply with the body of current laws and procedures, inform stakeholders accurately and to provide proactive support to the management authorities.

There exists an Internal Auditing Department that functions within the framework of DOAŞ Internal Auditing Regulations, which is prepared in accordance with the International Standards for the professional practice of internal auditing and that functionally reports to the Audit & Risk Committee. The department systematically audits and monitors processes and control activities corresponding to own targets defined which rely upon the audit plan that is risk-based and annually approved by the Board of Directors.

The Audit & Risk Committee, constituted from the members of the Board of Directors, acts in compliance with the Audit & Risk Committee Charter. The Committee assists the Board of Directors' oversight role in accounting, auditing, internal control system and financial reporting applications.

4.5. Authority and Responsibilities of Board Members and Executives

The duties and power of the Company's Board Members and executives are spelled out in articles 9, 12 and 13 of the articles of association.

4.6. Operating Principles of the Board of Directors

Board of Directors meetings are set at the start of each year and communicated to participants. The Board meets at least monthly and the meeting dates are circulated to all members in advance of such meetings.

The Board secretariat prepares a draft agenda based on input from the Chairman and sends it to other Board members. Upon consideration by the Chairman of Board members' suggestions to add or change agenda items, the agenda is finalized.

The issues discussed in the Board meeting are entered into minutes and kept on file.

Board members may express opposing views on any issue and enter their commentaries in related resolutions.

There are no independent members on the Company's Board of Directors.

4.7. Prohibition on Carrying Out Business and Competing with the Company

The Company adopted the arrangements to be drawn up in parallel with Articles 334 and 335 of the Turkish Commercial Code and based on the relevant General Assembly resolution with regard to whether or not to implement the prohibition on doing business and competing with the Company for the Company's Board of Directors during the reporting period, and regarding the issues relating to conflicts of interest that may result from the Board members' carrying out business and competing with the Company.

Corporate Governance Principles Compliance Report

4.8 Code of Ethics

As Doğu Otomotiv Group's Human Resources and Process Management Department, we have established an "Ethical Principles Procedure" which;

- Sets forth the codes of conduct regulating Doğu Otomotiv employees' relations with customers, suppliers and other firms and individuals with commercial relations with the Company and the media within the frame of Doğu Group values, corporate culture and strategies; (all related principles have been identified in Corporate Communication Handbook.)
- Sets forth applicable ethical principles and values on time and resource utilization, privacy and safety of information belonging to the company, and activities that would lead to conflicts of interests.

"Ethical Principles Procedure" is formed and is made available to all our employees on the intranet.

The Disciplinary Regulation spells out in writing the behaviour conflicting with the ethical principles covered in the Procedure, contradicting with the laws, the value judgments of the society and of our Company, as well as those infringing the rights of employees or customers, and hurting the Company and/or individuals. The disciplinary actions applicable in the event of such misconduct are also described therein. The relevant Regulation prepared by the Human Resources and Process Management Department was published with an announcement and made available on the intranet and is accessible by all employees.

4.9. Number, Structures and Independence of the Committees under the Board of Directors

The Committees and their members set by the Board of Directors are presented below:

- Audit and Risk Committee: Murat Aka, Nevzat Öztangut
- Dealer Committee: Cem Yurtbay, Ali Bilaloğlu
- Human Resources and Remuneration Committee: Aclan Acar, Hasan Güzelöz, Ali Bilaloğlu
- Strategic Planning and Business Development Committee: Özlem Denizmen, Ali Bilaloğlu, Süleyman Tuğtekin
- Ethic and Corporate Governance Committee: Nevzat Öztangut, Özlem Denizmen
- Discipline Committee: Hasan Güzelöz, Ali Bilaloğlu

The other Committees and their members set by the Board of Directors are presented below:

- Industrial Investments and Construction Businesses: Süleyman Tuğtekin
- Financial Participations: Murat Aka
- Law Topics: Hasan Güzelöz
- Relations with Shareholders: Hasan Güzelöz (IMKB)

4.10. Remuneration of the Board of Directors

Dividend payments can be made to the Company's Board of Directors in accordance with the relevant provisions of the articles of association, if and to the extent approved by the General Assembly.

Information on the Capital Structure and Stocks

1. INFORMATION ON THE CAPITAL STRUCTURE AND SHAREHOLDING

No changes occurred in the Company's issued share capital during the reporting period.

The current shareholding structure of our company is as follows:

Shareholding Structure

	Nominal Value (TL)	(%)
Doğuş Holding A.Ş.	77,461,218.00	35.21
Free Float	75,900,000.00	34.50
Doğuş Araştırma Geliştirme ve Müşavirlik Hizmetleri. A.Ş.	66,638,086.00	30.29
Other Doğuş Group Companies	696	0.00
TOTAL	220,000,000.00	100.00

Information on the Capital Structure and Stocks

2. INFORMATION ON DOĞUŞ OTOMOTIV STOCKS

Reuters symbol: DOAS.IS

Bloomberg symbol: DOAS.TI

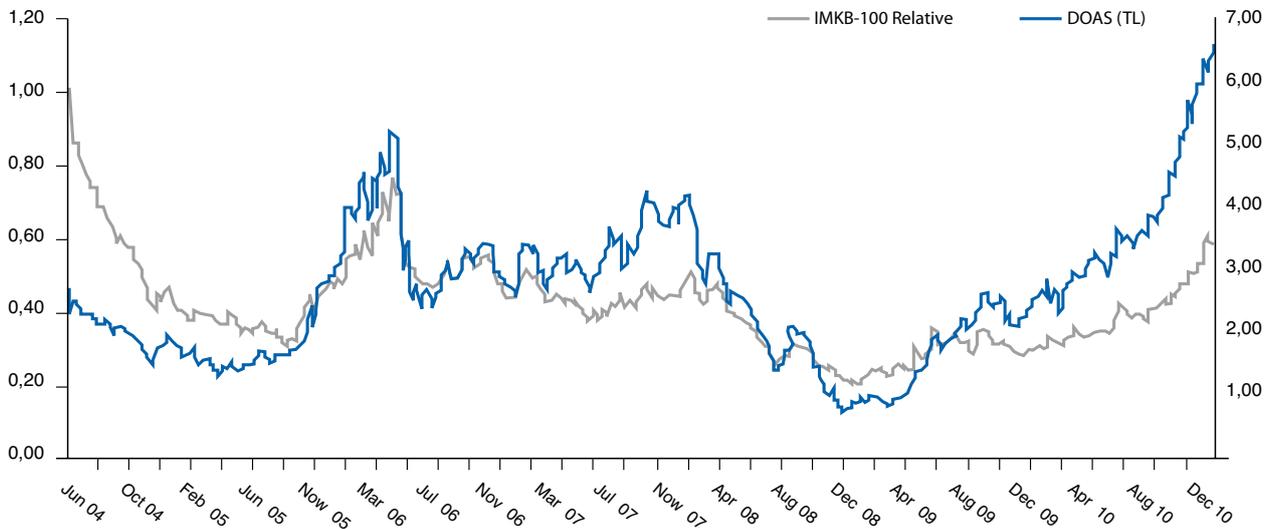
The initial public offering of Doğuş Otomotiv shares took place on June 17, 2004 and the Company's shares are traded on the İstanbul Stock Exchange Market (ISE) under the "DOAS.IS" ticker.

Performance*

Closing Price (TL)	6.62
52 weeks – Highest (TL) December 13, 2010)	7.06
52 weeks – Lowest (TL) (February 25, 2010)	2.32
Monthly % change	8.4
Quarterly % change	35.08
Semi-annual % change	92
Annual % change	160.97

* Figures are as of December 31, 2010

Source: Reuters



ISE-100 Relative DOAS (TL)

General and Administrative Activities

1. OPERATIONAL HIGHLIGHTS

Our Company's realized operational highlights are as follows:

	2007	2008	2009	2010	Change (%)
Sales units	71,690	55,307	50,789	89,202	75.7
Income from sales (Thousand TL)	2,552,084	2,144,139	2,129,485	3,428,300	61
Number of personnel	1,951	2,005	1,769	1,817	3

2. INFORMATION ON SENIOR EXECUTIVES, 2010

2.1. Board Members

Name Surname	Position
Aclan Acar	Chairman
Süleyman K. Tuğtekin	Vice Chairman & Member of Audit Committee
H. Murat Aka	Member & Head of Audit Committee
E. Ali Bilaloğlu	Member
Özlem Denizmen Kocatepe	Member
Hasan Hüsnü Güzelöz	Member
Cem Yurtbay	Member
Ekrem Nevzat Öztangut	Member

Information on the Capital Structure and Stocks

2.2. Employees Involved in the Management

Name, Surname	Position	Education
Emir Ali Bilalođlu	General Manager-CEO, Dođuř Otomotiv	MSc. Engineering
Zafer Bařar	General Manager, Dođuř Oto Pazarlama ve Ticaret A.ř.	Business Administration
Giovanni Atilla Gino Bottaro	Brand General Manager, Audi & Bentley & Lamborghini & Bugatti	Mechanical Engineering
İzzet Berk ađdař	Chief Financial Officer	Management Engineering Management Engineering Graduate/PhD
İlhami Eksin	Brand General Manager, DOD & VW & Scania Industrial and Marine Engines	Economics
Marco Feser	General Manager, D-Auto Suisse SA	Mechanical Engineering
Anıl Gürsoy	Brand General Manager, Porsche & Seat	Business Administration
Kerem Güven	Brand General Manager, VW Commercial Vehicles	Tourism and Hotel Management
Mustafa Karabayır	General Manager, Logistics Services	Geology Engineer/ Civil Engineer MSc.
Tolga Senyücel	Brand General Manager, Scania & Krone & Meiller	Business Administration / MBA
Vedat Uygun	Brand General Manager, VW Passenger Cars	Mechanical Engineering / MBA
Koray Bebekođlu	Director, Strategic Marketing and Corporate Communications	Petroleum and Mining Engineering / MBA
Ela Kulunyar	Director, Human Resources and Process Management	Business Administration
Okan Özkaynak	Director Incharge of International Investments	Mechanical Engineering
Kerem Talih	Director, Financial & Administrative Affairs	Economics
Yeřim Yalın	Director, Financial Affairs	Economics

Regarding the Articles of Association within the Term

The changes in the articles of Association within the term

- Article 3 Intent and subject: to align the master agreement provisions, subjected collaterals-liens-mortgages, with securities legislation.
- Article 6 Capital Increase: The increase of TL 110,000,000 company capital to TL 220,000,000 is entirely met from shareholder's equity.

Doğuş Otomotiv Servis ve Ticaret A.Ş. and its Subsidiaries

Donations made in the year 2010 (TL)	
Darüşşafaka Society	752,550.00
Educational Institutions	22,189.00
Other	39,791.00
TOTAL	814,530.00

Dividend Distribution Proposal

DOĐUŐ OTOMOTİV SERVİS VE TİCARET ANONİM ŐİRKETİ BOARD DECISION

Meeting Number : 2011/20
Date of Meeting : 06/04/2011
Place of Meeting : Company Headquarters

Boad of Directors led by Aclan Acar met and unanimously decided upon the following:

Our company has acquired a net operating profit of 149.293.000,-TL after tax as a result of the activities in the year 2010 according to consolidated financial statements went through independent auditing after prepared pursuant to regulations of Capital Markets Board.

In addition, it is decided that the proposal concerning the fact that distributable profit for the financial year, which is obtained after the losses of previous years and the reserves that should be set aside according to the related laws are extracted, is not distributed but maintained within the company as "Extraordinary Reserve" in accordance with the Profit Distribution Statement and in line with the growing policies of our company shall be offered to the General Assembly.

PROFIT DISTRIBUTION STATEMENT OF THE YEAR 2010 (TL)

1-	Paid / Issued Capital		220,000,000.00
2-	Total Legal Reserve (According to Legal Records)		38,146,419.60
Information concerning the Privilege if there exists any Privilege in Profit Distribution pursuant to the Core Contract			
		According to Capital Markets Board	According to Legal Records
3-	Period Profit (Parent)	192,424.000.00	184,972,289.74
4-	Taxes to be Paid (-)	(43,131,000.00)	(35,416,877.76)
5-	Net Period Profit (Parent)	149,293,000.00	149,555,411.98
6-	Accumulated Losses (-)	(79,214,000.00)	(16,859,651.86)
7-	First Order Legal Reserve (-)	(6,634,788.00)	(6,634,788.00)
8-	NET DISTRIBUTABLE PERIOD PROFIT	63,444,212.00	126,060,972.12
9-	Grants of the Year	814,530.00	-
10-	Grants added Net Distributable Period Profit by which the First Dividend shall be accounted	64,258,742.00	-
11-	First Dividend to the Partners	-	-
	- Cash	-	-
	- Free of Charge	-	-
	- Total	-	-
12-	Dividend Distributed to Privileged Stock Holders	-	-
13-	Dividend to the Members of Board of Directors, Employees, etc.	-	-
14-	Dividend Distributed to Dividend Share Holders	-	-
15-	Second Dividend to the Partners	-	-
16-	Second Order Legal Reserve	-	-
17-	Statutory Reserves	-	-
18-	Special Reserves	-	-
19-	EXTRAORDINARY RESERVE	63,444,212.00	126,060,972.12
20-	Other Resources Envisaged to be Distributed	-	-
	- Retained Earning	-	-
	- Extraordinary Reserves	-	-
	- Other Reserves Distributable pursuant to Laws and Core Contract	-	-

INFORMATION ABOUT THE RATE OF DISTRIBUTED DIVIDEND

INFORMATION OF DIVIDEND PER SHARE	AMOUNT OF TOTAL DIVIDEND (TL)	DIVIDEND CORRESPONDED TO THE SHARE OF 1 TL NOMINAL VALUE	
		AMOUNT (TL)	RATIO (%)
- GROSS	-	-	0.00
- NET	-	-	0.00

RATIO OF DISTRIBUTED DIVIDEND TO GRANTS ADDED NET DISTRIBUTABLE PERIOD PROFIT

AMOUNT OF DIVIDEND DISTRIBUTED TO THE PARTNERS (TL)	RATIO OF DIVIDEND DISTRIBUTED TO THE PARTNERS TO GRANTS ADDED NET DISTRIBUTABLE PERIOD PROFIT (%)
-	0.0

Audit Report

To the General Assembly of DOĞUŞ OTOMOTİV SERVİS VE TİCARET A.Ş.

Company Name	: Doğuş Otomotiv Servis ve Ticaret A.Ş.
Headquarters	: Maslak Mahallesi, G-45, Ahi Evran Polaris Caddesi, No: 4 Ayazağa-Maslak / İSTANBUL
Registered Capital	: TL 275,000,000, -
Paid-up Capital	: TL 220,000,000, -
Field of Activity	: Automotive Imports and Sales
Statutory Auditors' names, surnames and terms of office, and whether they are shareholders or employees of the Company	: Murat İNAN Alp KINAY Appointed for three years by General Assembly on 27.04.2009. They are not shareholders or employees of the Company.
Number of Board of Directors meetings participated in, and number of Board of Auditors meetings held	: 1 Board of Directors meetings were participated in. 4 Board of Auditors meetings were held.
Scope, dates and conclusion of the examination made on the accounts, books and documents of the Company	: In the audits performed, it was established that the documents, bookings and transactions are duly carried out in compliance with the Turkish Commercial Code, the Company's articles of association, the resolutions of the General Assembly, the Board of Directors, and the general accounting principles.
Number and results of the cash counts held in the Company pursuant to Article 353, paragraph 1, subparagraph 3 of the Turkish Commercial Code	: The pay desk of the Company was checked and counted four times at the end of each quarter and it was established that the cash holdings conformed to the records.
Dates and results of the examinations made pursuant to Article 353, paragraph 1, subparagraph 4 of the Turkish Commercial Code	: Assets of the Company were audited at the end of each month and it was established that they conformed to the records.
Complaints and irregularities received and the actions taken in relation thereto	: We have received no irregularities or complaints within the period.

We have examined the accounts and transactions of Doğuş Otomotiv Servis ve Ticaret A.Ş. for the period 01 January 2010 - 31 December 2010 with respect to their compliance with the Turkish Commercial Code, the Company's articles of association, and other applicable legislation, as well as generally accepted accounting principles and standards.

In our opinion, the attached balance sheet drawn up on 31 December 2010, the contents of which we acknowledge, fairly and accurately presents the Company's financial status on the date and the income statement for the period 01 January 2010 - 31 December 2010 fairly and accurately presents the operating results for the period and dividend distribution proposal is found to be in compliance with the laws and the Company's articles of association.

We hereby submit the balance sheet and income statement for your approval and the acquittal of the Board of Directors for your voting.

Respectfully yours,

BOARD OF AUDITORS

Murat İNAN

Alp KINAY

