

**MEETING CALL OF ORDINARY GENERAL MEETING OF SHAREHOLDERS OF DOĐUŐ  
OTOMOTİV SERVİS VE TİCARET A.Ő.  
FOR YEAR 2009**

Ordinary General Meeting of shareholders of our Company will be held on 28 April 2010 at 11.00 p.m. at "Muallim Naci Caddesi, No: 26, Bentley İstanbul Showroom, Ortaköy-BeŐiktaŐ/İstanbul" for analyzing 2009 operations and negotiate and set the following agenda.

Our shareholder who want to attend to the General Meeting and whose shares are been kept at the investor account under intermediary institution by Central Registry Agency have to register their self to the General Meting Blockage list by complying blockage transactions in accordance with the regulations of the Central Registry Agency A.Ő. (MKK) en last before one week from the meeting. We want to declare that there is no possibility under the law to attend the meeting of our Shareholders who are not been registered to the blockage list by MKK

Our shareholders who will not personally attend to the meeting shall arrange their power of attorney suitable to the following example and shall present their notarized attorney of power or attached their list of authorized signature to their attorney of power having their signature.

Balance sheet and income statement of our company which have been arranged according to Capital Market Board's arrangements, annual report of administrative board and auditor's report and administrative board's offer about allocation of the profit shall be presented for examination of our shareholders at the head office and [www.dogusotomotiv.com.tr](http://www.dogusotomotiv.com.tr) at for 15 days before the meeting date.

We present to the information of our shareholders.

With our kind regards,

Chairmanship of administrative board

## AGENDA OF ORDINARY GENERAL MEETING

1. Opening and forming of presidential board
2. Authorization to the Presidential Board for signature of the report of the General meeting
3. Reading, Negotiation and approval of the annual report of the administrative board for year 2009 and auditor's report, balance sheet and income statement and independent auditing firm's report
4. Negotiation and adjudicating of deducting by transferring of profit for year 2009 to the prior year damages
5. Negotiation and adjudicating of acquittal of the members of administrative board
6. Negotiation and adjudicating of acquittal of auditors
7. Submit for general assembly's approval of the amendment of the 3rd article of the articles of incorporation which has been approved by approval of Capital Market Board and by the permission of Ministry of Industry and Trade
8. Approval of Independent Auditing Firm which has been selected by Administrative Board
9. Information conveying about guarantee, pledge, hypothec which have been given in favor of 3rd person
10. Presentation to the shareholders information of the donation which have been made within the year
11. Wishes and Closing

### AMENDMENT TEXT OF THE ARTICLES OF INCORPORATION OF DOĞUŞ OTOMOTİV SERVİS VE TİCARET ANONİM ŞİRKETİ

PREVIOUS TEXT	RECENT TEXT
<p><b>Article 3- PURPOSE AND OCCUPATION :</b></p> <p>Company has been founded for importation of any kind of new or used vehicle which use at land transportation and land work and different vehicle motor and parts of vehicle motor included yacht motor which uses at maritime transport and heavy construction equipment , and fully or partial manufacturing, montage, importation, repair and service of vehicle, tool and equipment which use at military and agriculture area, manufacturing of replacement part and agency , marketing, distribution of all kind of product at automotive industry, import and export, selling, montage and repair and trade of replacement part, organizing sport activities about motor sports, rewarding who are successful, importing and exporting product and replacement parts of automotive industry about the said subject, purchasing for importation and exportation of every kind of tools and equipment for service station, factory and business place which will be installed if necessary ensuring by rending</p>	<p><b>Article 3- PURPOSE AND OCCUPATION</b></p> <p>Company has been founded for importation of any kind of new or used vehicle which use at land transportation and land work and different vehicle motor and parts of vehicle motor included yacht motor which uses at maritime transport and heavy construction equipment , and fully or partial manufacturing, montage, importation, repair and service of vehicle, tool and equipment which use at military and agriculture area, manufacturing of replacement part and agency , marketing, distribution of all kind of product at automotive industry, import and export, selling, montage and repair and trade of replacement part, organizing sport activities about motor sports, rewarding who are successful, importing and exporting product and replacement parts of automotive industry about the said subject, purchasing for importation and exportation of every kind of tools and equipment for service station, factory and business place which will be installed if necessary ensuring by rending</p>

Company shall do the following affair to perform its purpose and occupation

- a) Establish, build or ensure with different ways and operate all kind of factory, small factory, depots, service station, store and bureau which are necessary for realization of its purpose and occupation.
- b) Import, buy or ensure by rending or different ways of necessary product or semi-finished product, supplies for unite which will be manufactured and import, buy or ensure by rending or different way of necessary system, equipment, tools for factory, small factory, shop which will be founded by the company
- c) Make any kind of commercial, financial and industrial transaction about company's purpose and occupation, dispose of them, enter business undertaking and essentially import and export.
- d) Do commercial agency, transportation, custom clearance, brokerage activities about the subject.
- e) Install, establish, rend, operate shops, gallery, and service station, replacement part purchasing shop for marketing and transportation works.
- f) Take general distribution ship and do every kind of agreement about the said subject. Take agency, representation, distribution from the firms and give agency, representation, distribution to the local and foreign supplier if it's about the purpose.
- g) Make agreement of patent, patent right, trade mark, Know-how, purchase these, lease, rent these, if necessary sell these on condition they are about the purpose.
- h) Establish new company with local and foreign companies for realization of the purpose and occupation and participate to the companies which are established on condition suitable to the legislation. Buy share and stock and sell them if necessary on condition to not do interagency. Export every kind of capital market instrument in accordance with the law legislation. Make loan agreement on condition to not do interagency and value portfolio management.
- i) Shall execute long or short terms, assured or unassured and in abroad shall execute capital

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- j) Buy necessary immovable for company activities, sell, build, or make built lease, rent, them if necessary, hypothecate the immovable, hypothecate its immovable to the bank or reel person or body incorporate for clarification of the investor within the scope of special condition, on condition to do necessary explication required capital markets board.
- k) For guarantee of clarification of the investor, shall give bail and hypothec on behalf of third person on condition doing the explanation required by the Capital Markets Board. Release the hypothecs, cancel its movable, acquire and release gage, operation gage on the other person's goods and immovable in favor of company if necessary because of work and engage.

Other than the transaction specified above, if it is wanted to enter business other than specified above, which are beneficial and necessary, on condition being suitable to the regulation, upon offer of the administrative board circumstance shall be submitted for General Assembly's approval and after taking a decision in this way, company shall do business which it has been wanted. For applying this decision which is on nature of changing article of incorporations, it shall be taken necessary permission from the Capital Market Board, Ministry of Industry and Trade and from other necessary Authorities and necessary registration and declaration shall be made.

- i) Shall execute long or short terms, assured or unassured and in abroad shall execute capital market instruments in accordance with the legislation.

- j) **Buy necessary immovable for company activities, if necessary sell, build, make built and lease them. Within the scope of the regulation, notification and declaration of the Capital Markets Board, hypothecate, gage, release the hypothec, gage of its immovable or movable on its body corporate name to the banks or reel persons or body incorporate as a guarantee of the other person of company dept for the purpose of executing ordinary commercial activities.**

- k) **As works and engage require, acquire hypothec, gage in favor of company on the other person's movable and immovable, release hypothec and gage.**

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**POWER OF ATTORNEY**  
DOĞUŞ OTOMOTİV SERVİS VE TİCARET A.Ş.

I/We hereby appoint ..... as my/our agent to represent me/us in accordance with the following conception, vote, submit a proposal and sign the necessary document at the General shareholders meeting of Doğuş Otomotiv Servis ve Ticaret which will be held on A.Ş.'nin 28 April 2010 at 11:00 at "Muallim Naci Caddesi, No: 26, Bentley İstanbul Showroom, Ortaköy-Beşiktaş/İstanbul"

A) SCOPE OF REPRESENTATIVE AUTHORITY

- a) Proxy holder is authorized to vote for every article of the agenda in accordance with it's vision
- b) Proxy Holder is authorized to vote for every article of the agenda in accordance with the following instructions. ( Instructions: special instructions shall be written)
- c) Proxy holder is authorized to vote in accordance with company management's suggestion  
Proxy holder is authorized to vote about the other matter which shall be arise in meeting in accordance with the following instructions ( If there is no instruction, proxy holder shall use its vote freely)

B) SHARE THAT THE SHAREHOLDER OWNS

- a) Arrangement and series,
- b) Number,
- c) Number- nominal value,
- d) If there is privilege on vote or not
- e) Bearer share or registered share

Name, Surname and Title of the shareholder

Signature

Address

**NOT:**

1. In the part (A), one of the choice (a), (b) or (c) shall be chosen. If there is an instruction for b and d choice, it shall make an explication.
2. Our shareholders, who want to give a power of attorney, shall fill the form and notarized or attach notarized list of authorized signature to the proxy form which has its signature.