

Information Document for the Ordinary General Assembly of the 2015 Financial Year

The ordinary general assembly of our company to review the 2015 financial year will convene on Friday, March 25th, 2016 at 10.00 am at Muallim Naci Caddesi, No: 26, Bentley Istanbul Showroom, Ortaköy – Beşiktaş / Istanbul, and will be held open to public. Financial statements and independent auditor’s report, annual report of the board of directors and the board’s proposal for distribution of dividends, call to general assembly – agenda – proxy statement have been published in the KAP (Public Disclosure Platform) and EGKS (Electronic General Meeting System of the Central Registry Agency), and will be made available to the shareholders three weeks prior to general assembly at the company headquarters and on the corporate website www.dogusotomotiv.com.tr.

1. Ownership Structure / Voting rights

The issued and paid-in capital of the Company is TL 220,000,000, and the registered capital ceiling is TL 660,000,000 (CMB permit valid from 2013 through 2017). The total capital of the Company comprises 220,000,000 registered shares with a nominal value of TL 1 each, and 1 voting right per share, while no privileged rights have been granted.

| SHAREHOLDER’S TITLE | EQUITY RATIO | NO. OF SHARES | AMOUNT - TL |
|--|---------------|--------------------|--------------------|
| Doğuş Holding A.Ş. | 35.21% | 77,461,218 | 77,461,218 |
| Free Float | 34.50% | 75,900,000 | 75,900,000 |
| Doğuş Araştırma Geliştirme ve Müşavirlik Hizmetleri A.Ş. | 30.29% | 66,638,086 | 66,638,086 |
| Doğuş Nakliyat ve Ticaret A.Ş. | 0.00% | 404 | 404 |
| Doğuş Sigorta Aracılık Hizmetleri A.Ş. | 0.00% | 292 | 292 |
| TOTAL | 100.0% | 220,000,000 | 220,000,000 |

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

There have been no managerial or operational changes in the Company or its subsidiaries (Doğuş Oto Pazarlama ve Ticaret A.Ş., D-Auto Suisse SA, and D-Auto Limited Liability Company) in the previous accounting period, and planned for the upcoming accounting periods that may materially affect the company operations.

3. Shareholders’ Requests for Addition of Topics to the Agenda

No shareholder has submitted a written request to the Investor Relations Department to add a topic to the agenda.

4. Internal Directives, Articles of Association, and Amendments

Our company’s “General Assembly Internal Directives” have been accepted at the general assembly of March 29, 2013, and following the announcement in the Turkish Trade Registry Gazette on April 29, 2014 come into effect.

The assembly agenda does not include any amendments to the articles of association, and the company’s Articles of Association and the General Assembly Internal Directives

can be found on the corporate website www.dogusotomotiv.com.tr.

Description of Agenda Topics

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 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 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 2015 financial year will be presented to the general assembly for approval.

6. Deliberations on and approval of the Board of Directors' proposal for the utilization of profits obtained in the financial year and the dividends to be distributed

Our Company, in accordance with Capital Markets Board (CMB) legislation, has obtained TL 302,921,000 in consolidated net profit after taxes as a result of its operations in 2015.

The proposal for profits to be distributed in cash to be determined as TL

300,000,000 and this amount, in accordance with CMB legislation, TCC provisions, our articles of association and the goals and objectives defined in our dividend distribution policy, with subsidies from retained earnings / extraordinary reserves included in our balance sheet, will be presented to the general assembly for approval.

7. Resolution of the number and office term of the members of the Board of Directors, presentation of the candidates and election of the members

- a. Pursuant to the Company's articles of association and applicable legislation, number of members of the BD to be determined as 9, three of which will be independent;
- b. Members of the BD to serve 2 years in office.
- c. Aclan ACAR, Hayrullah Murat AKA, Osman Nezihi ALPTÜRK, Emir Ali BİLALOĞLU, Gür ÇAĞDAŞ, Özlem Denizmen KOCATEPE, Recep Yılmaz ARGÜDEN (Independent Board Member), Ferruh EKER (Independent Board Member), and Emine Gülden ÖZGÜL (Independent Board Member) have been nominated as members of the Board of Directors. Independent Board Members have been nominated by the Remuneration Committee, which also serves as the Nomination Committee, and accepted by the Board of Directors to be presented for the approval of the general assembly.

The résumés of all the candidates, and the Declarations of Independency by the Independent Board Member candidates have been provided as appendices to this document, and the number and office terms of the members as well as their election will be presented for the approval of the general assembly.

8. Resolution of the gross salaries to be paid to the members of the Board of Directors

The annual gross remuneration to be paid to the members of the Board of Directors for the 2016 financial year in accordance with our Remuneration Policy will be presented for the approval of the general assembly.

9. Approval of the appointment of the Independent Audit Firm selected by the Board of Directors for the 2016 financial year as the company auditor

The appointment of "Akis Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (KPMG)" by the Board of Directors upon recommendation of the Audit Committee to serve as independent auditors for the 2016 financial year to carry out the tasks stipulated by Turkish Commercial Code and Capital Markets Board regulations and other relevant legislation will be presented to the approval of the general assembly.

10. Presentation of information to the shareholders regarding the donations made during the financial year

The general assembly will be informed that the Company has granted TL 3,581,314 in Donations and Financial Aids in accordance with the policy accepted at the general assembly of March 29, 2013.

11. Setting the upper limit for donations to be made in one accounting period in the Donation and Aid Policy

Retaining the annual upper limit of TL 5,000,000 for donations, approved by the general assembly of March 29, 2013, and adding a supplementary donation amount of TL 15,000,000 for this year only to be utilized for the construction of an elementary school, as part of the social responsibility projects carried out by our company and the ongoing aid campaigns in the aftermath of the mining disaster in Soma, Manisa, will be presented to the general assembly for approval.

12. Presentation of information to the shareholders regarding the transactions made with related parties

The general assembly will be informed that the "Purchase and sale transactions of assets and services" and "common and continuous transactions" under Note 29 "Balances and Transactions with Related Parties" of the Independent Audit Report have not reached the ratios set forth in the Capital Markets legislation.

13. 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 16 of the Independent Audit Report, no collaterals, pledges, liens and mortgages have been granted in favor of third parties except for common trade relationships.

14. Pursuant to Principle 1.3.6 of the Corporate Governance Principles regulated by the Capital Markets Board, providing information on the material business transactions in 2015 that might have caused conflict of interest

The general assembly will be informed that the shareholders with management control, the members of the Board of Directors, the senior executives with administrative responsibilities and their spouses and relatives related by blood or affinity up to the second degree have not engaged in transactions with the Company and its subsidiaries in a manner that might have caused conflict of interest.

15. Authorization of the members of the Board of Directors to conduct the duties 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.

16. Wishes and closing.

Description of Agenda Topics

The nominated Board of Directors to be approved at the general assembly on March 25, 2016 and the résumés of all candidates have been provided below. Recep Yılmaz Argüden, Ferruh Eker and Emine Gülden Özgül are Independent Board Member candidates.

The election of all the candidates does not impose a condition that may negatively affect the Company's operations.

Aclan Acar

A graduate of Ankara Faculty of Economics and Commercial Sciences, Aclan Acar holds a master's degree in Banking and Insurance from the same university, and a master's degree in Economics from Vanderbilt University in the United States. Mr. Acar began his banking career in 1974 at Halk Bank, and worked for the Central Bank of Turkey from 1978 to 1990. After joining Doğuş Group in 1990, Mr. Acar's first role in the Group was the position of Assistant General Manager responsible for Garanti Bank's Treasury and Financial Institutions. He served as the General Manager of Bank Ekspres (1994 – 1996); General Manager of Osmanlı Bank (1996 – 2000); Chairman of the Board of Directors of Tansaş (2001 – 2005); and the Chairman of Garanti Sigorta A.Ş. and Garanti Emeklilik A.Ş. (2002 to 2006). He has been serving as a Member of the Board of Doğuş Holding since April 2000, as well as the Chairman of Doğuş Otomotiv Servis ve Ticaret A.Ş. and Doğuş Oto Pazarlama A.Ş. since February 2006. Mr. Acar is also a member of several committees at Doğuş Otomotiv, including Corporate Governance, Early Risk Detection, and Remuneration Committees.

Hayrullah Murat Aka

Murat Aka completed his undergraduate studies at the Middle East Technical University, Department of Business Administration (1984), and went to earn an MBA degree from Boğaziçi University, Department of Management (1987). In 2007, he completed the 172nd session of the Advanced Management Program at Harvard Business School. Having joined the Group in 1987, Mr. Aka is currently a Board Member at Dogus Otomotiv and a Member of its Early Risk Detection Committee, also serving as a Board Member and Head of the Audit/Risk Committee of Dogus Oto Pazarlama, VDF Financing, Factoring, Insurance and Fleet Leasing Companies. Mr. Aka is concurrently the Deputy Chairman of the Board of Doğuş Gayrimenkul Yatırım Ortaklığı, Doğuş Spor Yatırımları, and Doğuş Sigorta Aracılık Hizmetleri A.Ş., and a Board Member of DGS Protection and Private Security Services Company.

Osman Nezihi Alptürk

After his graduation from Ankara University, Faculty of Political Sciences, Department of Economics, Nezihi Alptürk began working as an analyst for Azot Sanayi A.Ş. He joined Central Bank of Turkey in 1976 where he served in various roles including researcher, manager and advisor to the president until 1988.

After working as a Management Consultant to the management of several companies, he joined Garanti Securities in 1991, and served as Assistant General Manager, and corporate financing, research, and foreign operations advisor until 1995. He served as the head of budget planning and business development at Doğuş Holding from 1996 to 2000, while also working as Deputy Chairman and General Manager of Körfez Yatırım A.Ş. in the same period. Since 1999, Mr. Alptürk has been an Executive Board member, and later an advisor at Doğuş Holding A.Ş. He is currently serving as Board member in a number of companies within the Doğuş group.

Emir Ali Bilaloğlu

Ali Bilaloğlu is a graduate of Die Technische Universität Berlin, Engineering Faculty and holds a master's degree from the same school. Mr. Bilaloğlu chairs the Executive Board of Doğuş Otomotiv, and also serves as a Board Member in Doğuş Otomotiv Servis ve Ticaret A.Ş., Doğuş Oto Pazarlama A.Ş., Yüce Auto, DMS (Doğuş Customer Systems) and D-Auto Suisse SA, which offers Porsche authorized sales and after-sales services in Lausanne. Mr. Bilaloğlu plays an active role both in the Steering Committee of the Automotive Distributors Association (ODD) of Turkey and, since 2008, in DEIK, a consultancy board on foreign economic relations.

Gür Çağdaş

Gür Çağdaş (born 1962) graduated from Istanbul University, Faculty of Political Sciences in 1983, and completed his graduate studies at the same University's Faculty of Business Administration, Institute of Managerial Economics in 1985. He began his career in 1986 as Investment Specialist at Eczacıbaşı Securities, and later joined Vakıflar Bankası in 1988 to establish the bank's Istanbul Securities Center, which he managed until 1990. After joining Doğuş Group in May 1990, he served in a number of roles including Group Manager of Capital Markets at Birleşik Türk Körfez Bank, Assistant General Manager at Garanti Securities, and Garanti Investment and Trade Bank, and from June 1997 as General Manager, Deputy Chairman and later Chairman of Garanti Asset Management. Since January 1, 2016 Mr. Çağdaş has been serving as an Advisor to the President, Board Member of Doğuş Enerji Toptan Elektrik Tic. A.Ş. and Doğuş Sigorta Tic. A.Ş. within the Doğuş group. Mr. Çağdaş has also served as the President of Turkish Institutional Investment Managers' Association (KYD) from February 2007 to 2014) and represented Turkey at the European Fund and Asset Management Association (EFAMA). He is currently the Vice President of the Corporate Governance Association of Turkey (TKYD).

Özlem Denizmen Kocatepe

Özlem Denizmen Kocatepe is a graduate of Cornell University, Department of Industrial Management and holds an MBA degree from Sloan School of Management at MIT. Ms. Denizmen also attended the "Influencing Techniques" program at Stanford, "Leadership" program at GE Crotonville, and the "Advanced Management" program at Harvard Business School. Since 2000, she has served in various positions within Doğuş Group, including Strategy, Planning, Budgeting,

Business Development and Investor Relations, and she is currently a Board Member of Doğuş Otomotiv. Actively working to serve the community, Ms. Denizmen is also the founder of FODER- Financial Literacy Association; and "Para Durumu", a social initiative focusing on personal financing. Ms. Denizmen has been serving as a Board Member of Global Reporting Initiative (GRI) since 2014.

Recep Yılmaz Argüden (Independent Board Member nominee)

Graduating as the valedictorian and receiving the President's Recognition Award for student leadership from Boğaziçi University, Department of Industrial Engineering, Yılmaz Argüden earned his Ph.D. in strategic analyses from the RAND Graduate School with General Distinction. Since 2012, Mr. Argüden has been serving as an Independent Board Member, as well as the Head of the Corporate Governance Committee and Early Risk Detection Committee, and a member of the Audit Committee at Doğuş Otomotiv Servis ve Ticaret A.Ş. Mr. Argüden also serves as Chairman of the Boards of ARGE Consulting and Rothschild - Turkey. He is the founder of the non-profit Argüden Governance Academy, and was elected the Chair of the Global Compact Local Networks Advisory Group. He was named one of the "100 Global Leaders of Tomorrow" by the World Economic Forum for his commitment to improving quality of life.

Ferruh Eker (Independent Board Member nominee)

Ferruh Eker is a graduate of Adana Academy of Commercial Sciences, and has completed the 156th session of the Advanced Management Program at Harvard Business School. Mr. Eker began his career in 1979 working for Garanti Bank's Supervisory Commission, and served in a number of positions in the bank. After serving as the General Manager of Garanti Leasing and Garanti Faktoring, Mr. Eker left Doğuş Group in 2004 and founded, as well as chaired, Turde Real Estate Development and Mining, Inc. Mr. Eker has re-joined Doğuş Group in March 2012 to serve as an Independent Board Member at Doğuş Otomotiv, and the Head of the Audit Committee.

Emine Gülden Özgül (Independent Board Member nominee)

Graduate of METU Administrative Sciences Faculty Department of Economics, Gülden Özgül served as the Coordinator of Central Operations at Ottoman Bank. From 2001 to 2008, Mrs. Özgül was the Assistant General Manager of Oyakbank, responsible for Operations, Project Management, and Quality. In 2008, when Oyakbank was acquired by ING Bank, Mrs. Özgül continued to work in the new structure in the same capacity. Bringing a breadth of experience in the improvement of operational processes, efficiency, and restructuring, Mrs. Özgül has been an Independent Board Member at Doğuş Otomotiv, and the Head of the Remuneration Committee since March 2013.

Résumés of Independent Board Member candidates and their Declarations of Independency