

**PROXY STATEMENT**  
**DOĞUŞ OTOMOTİV SERVİS VE TİCARET A.Ş.**

(İstanbul Trade Register Office: 429183 /  
Central Registration System Number: 0309011471300010)

I/we hereby appoint \_\_\_\_\_, whose details are provided below, as my/our proxy authorized to represent me/us, to vote, and to make proposals in line with the views I/we have expressed herein, and sign the required documents at the ordinary general assembly of Doğuş Otomotiv Servis ve Ticaret A.Ş., which will convene on Wednesday, March 29th, 2017 at 10.00 am at "Bentley-Lamborghini Showroom, Maslak Mahallesi, Ahi Evran Caddesi, No:4, İç Kapı No: 6, (Doğuş Center Maslak) Sarıyer /İstanbul."

Proxy holder's (\*): \_\_\_\_\_  
Name Surname / Trade Name: \_\_\_\_\_  
TR ID Number/ Tax ID Number, Trade Register and Number and MERSIS (Central Registration System) Number: \_\_\_\_\_  
(\* Equivalents of such information, if available, should be provided for proxy holders of foreign nationalities.

**A) SCOPE OF REPRESENTATIVE POWER**

The scope of representative power should be defined by choosing one of the options (a), (b) or (c) for the following sections 1 and 2.

In the event that the shareholder chooses option (c), the shareholder should mark "Accept" or "Reject" box and if the shareholder marks the "Reject" box, then he/she should enter the dissenting opinion to be included in the minutes of the general assembly.

**1. Regarding the General Assembly agenda topics;**

- a) The proxy holder is authorized to vote at his/her own discretion.
- b) The proxy holder is authorized to vote in line with the suggestions of the company management.
- c) The proxy holder is authorized to vote in accordance with the instructions stated below.

**Instructions:**

If the shareholder chooses option (c), instructions for the relevant agenda topic are given by marking one of the options (accept or reject) next to the relevant agenda topic, and if the 'reject' option is selected, by stating the opposing opinion requested to be included in the minutes of the general assembly meeting.

<b>Agenda Topics (*)</b>	<b>Accept</b>	<b>Reject</b>	<b>Opposing Opinion</b>
1. Opening and election of the general assembly presiding committee			
2. Presentation of the Board of Directors' Annual Report for deliberation and approval			
3. Presentation of the independent auditor's report			
4. Presentation of the financial statements for deliberation 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			
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			
7. 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			
8. Confirmation of the appointment of the Independent Audit Firm selected by the Board of Directors for the 2017 financial year as the company auditor			
9. Presentation of information to the shareholders regarding the grants and aids made during the financial year			
10. Presentation of information to the shareholders regarding the transactions made with related parties			
11. 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			
12. Informing the shareholders regarding the company's buying back its own shares during the operating period,			
13. Pursuant to Principle 1.3.6 of the Corporate Governance Principles regulated by the Capital Markets Board, providing information on significant business transactions in 2016 that might have caused conflict of interest			
14. 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			
15. Wishes and closing.			

(\*) Each topic is listed individually on the General Assembly agenda. If the minority has a separate draft resolution, this too will be listed separately provided that voting by proxy is allowed.

**2. Special instructions pertaining to other topics that may be brought up during the General Assembly, and exercising of the minority rights in particular:**

- a) The proxy holder is authorized to vote at his/her discretion.
- b) The proxy holder is not granted representative power on such topics.
- c) The proxy holder is authorized to vote in accordance with the special instructions below.

**SPECIAL INSTRUCTIONS:** The shareholder's special instructions, if any, to the proxy holder will be specified here.

**B) The shareholder will specify the shares to be represented by the proxy holder by choosing one of the following options.**

- 1. I hereby confirm that the proxy holder represents the shares specified in**

**detail as follows.**

a) Issuance and serial number *	:
b) Number / Group **	:
c) Quantity / Nominal value	:
ç) Share with privileged voting rights or not	:
d) Bearer or Registered *	:
e) Ratio of the shareholder's total shares/voting rights	:

\* Such information is not required for electronically monitored shares.

\*\*Group information, if any, instead of numbers will be provided for electronically monitored shares.

**2. I hereby confirm that the proxy holder represents all of my shares on the list prepared by MKK (Central Registry Agency) one day before the general assembly concerning the shareholders who are eligible to attend the general assembly.**

**NAME and SURNAME or TRADE NAME OF SHAREHOLDER (\*)**

\_\_\_\_\_

TR ID Number/ Tax ID Number, Trade Register and Number, and MERSIS Number:

Address: \_\_\_\_\_

(\*) Equivalents of such information, if available, should be provided for proxy holders of foreign nationalities.

SIGNATURE

Note: Pursuant to Article 8 of the Capital Markets Board communiqué no II-30.1, the proxy statement or the attached circular of signatures should be certified by a notary public.