

PARTIAL DE-MERGER REPORT

This De-merger Report is prepared together by the board of directors of **DOĞUŞ HOLDING ANONİM ŞİRKETİ**, a joint stock company registered under the records of Istanbul Trade Registry Office with the registration number 132298-0, having its headquarters located at the address of Maslak Mah. Büyükdere Cd. No: 249/20 Sarıyer/İSTANBUL (hereinafter to be referred to as “Doğuş Holding” or “Spin-off Company 1”) **DOĞUŞ OTOMOTİV SERVİS VE TİCARET ANONİM ŞİRKETİ**, a publicly traded, joint stock company registered under the records of Istanbul Trade Registry Office with the registration number 429183-0, having its headquarters located at the address of Maslak Mah. Ahi Evran Cd. Doğuş Center Maslak Apt. No:4/3 Sarıyer/İSTANBUL (hereinafter to be referred to as “Doğuş Otomotiv” or “Spin-off Company 2”), and **VDF SERVİS VE TİCARET ANONİM ŞİRKETİ**, a joint stock company registered under the records of Istanbul Trade Registry Office with the registration number 625434-0, having its headquarters located at the address of Merkez Mah. Bağlar Cad. No. 14/A Tekfen Ofispark A Blok Kağıthane/İSTANBUL (hereinafter to be referred to as “VDF Servis” or “Transferee Company”) in accordance with the provisions of Articles between 159 and 179 of the Turkish Commercial Code numbered 6102 (“TCC”) governing de-merger procedure, clause (b) of the third paragraph of Article 19 of the Corporation Tax Code numbered 5520 (“CTC”) titled “Transfer, De-merger and Share Exchange” and Article 20 titled “Taxation in case of Transfer, De-merger and Share Exchange”, CTC General Communiqué with the serial no. 1, “Communiqué on the Cooperation between Registry Offices in Structural Changes and In-Kind Capital Contribution” as published in the Official Gazette dated 31.10.2012 and numbered 28453, Communiqué on Common Principles Regarding Significant Transaction and the Retirement Right Trade Registry Regulation, II-23-2 Communiqué on Merger and Demerger and other applicable legislation.

This Partial De-merger Report has been prepared by both of the Spin-off Companies and Transferee Company’s Boards of Directors, in regards to the de-merger planned to be realized.

The Spin-off Company 1, Spin-off Company 2 and The Transferee Company shall hereinafter together be referred to as the “Parties”.

General Information regarding Doğuş Holding

SPIN-OFF COMPANY 1	DOĞUŞ HOLDING ANONİM ŞİRKETİ
Tax Office – No	İSTANBUL - Büyük Mükellefler Vergi Dairesi Başkanlığı / 3090028090
Address	Maslak Mahallesi, Büyükdere Cad. No: 249/20 Sarıyer/İstanbul
Field of Activity	Holding company activities
Registration Date	14/04/1975
Registration Number	132298-0
Trade Registry	İstanbul
Mersis No	309002809000012
Duration	Indefinite

Capital of Doğuş Holding is TL 862.837.305 and the current shareholding structure is as follows:

Shareholder	Number of Shares	Nominal Value of Shares (TL)
Deniz Şahenk	148.052.978,00	148.052.978,00
Ferit Şahenk	279.230.210,00	279.230.210,00
Filiz Şahenk	261.381.141,00	261.381.141,00
Doğuş Holding A.Ş.	87.883.097,00	87.883.097,00
Doğuş Otomotiv Servis ve Ticaret A.Ş.	31.575.087,00	31.575.087,00
Antur Turizm A.Ş.	3.848.162,00	3.848.162,00
Doğuş Sigorta Aracılık Hizmetleri A.Ş.	4.617.805,00	4.617.805,00
Garanti Turizm Yatırım ve İşletme A.Ş.	40.098.140,00	40.098.140,00
Doğuş Yönetim Danışmanlığı A.Ş.	4.998.789,00	4.998.789,00
Doğuş Oto Pazarlama ve Tic. A.Ş.	264.383,00	264.383,00
D Otel Göcek Turizm Yatırımı ve İşletmeciliği Tic. A.Ş.	887.324,00	887.324,00

Other	189	189
TOTAL	862.837.305	862.837.305

Board of Directors members and the Independent Auditor of Dođuş Holding are listed below:

Chairman: Ferit Faik Şahenk

Vice Chairman: Hüsnü Akhan

Member: Erman Yerdelen

Member: Ekrem Nevzat Öztangut

Member: Emir Ali Bila lođlu

Member: Gür Çađdaş

Member: Faruk Na fiz Karadere

Member: Ş.Ahmet Sedid Kurutluođlu

Independent Auditor: PwC Bađımsız Denetim Ve Serbest Muhasebeci Mali Müşavirlik A.Ş

General Information regarding Dođuş Otomotiv

SPIN-OFF COMPANY 2	DOĐUŞ OTOMOTIV SERVİS VE TİCARET ANONİM ŞİRKETİ
Tax Office – No	İSTANBUL - Büyük Mükellefler Vergi Dairesi Başkanlığı / 3090114713
Address	Maslak Mahallesi, Ahi Evran Caddesi (Dođuş Power Center), No:4 İç Kapı No:3 Sarıyer/İstanbul
Field of Activity	Automotive and Spare Parts Import, Sales - Marketing and Service
Registration Date	19/11/1999
Registration Number	429183-0
Trade Registry	İstanbul
Mersis No	309011471300010
Duration	Indefinite

Capital of Dođuş Otomotiv is TL 220.000.000 and the current shareholding structure is as follows:

Shareholder	Number of Shares	Nominal Value of Shares (TL)
Dođuş Holding Anonim Şirketi	165.584.715	165.584.715
Dođuş Otomotiv Servis Ve Tic.A.Ş.	22.000.000	22.000.000
Dođuş Sigorta Ve Aracılık Hizmetleri A.Ş.	292	292
Other	32.414.993	32.414.993
TOTAL	220.000.000	220.000.000

Board of Directors members and the Independent Auditor of Dođuş Otomotiv are listed below:

Chairman: Emir Ali Bila lođlu

Vice Chairman: Gür Çađdaş

Member: Adnan Memiş

Member: Özlem Denizmen Kocatepe

Member ; Adalet Yasemin Akad

Member: Koray Arıkan

Independent Auditor: PwC Bađımsız Denetim Ve Serbest Muhasebeci Mali Müşavirlik A.Ş

General Information regarding VDF Servis

TRANSFEREE COMPANY	VDF SERVİS VE TİCARET ANONİM ŞİRKETİ
Tax Office – No	Kađıthane Vergi Dairesi - 9240437144
Address	Merkez Mah.Bađlar Cad.No.14/A Tekfen Ofis park A Blok Kađıthane
Field of Activity	Business and other administrative consultancy activities

Registration Date	08/05/2007
Registration Number	625434-0
Trade Registry	Istanbul
Mersis No	924043714400019
Duration	Indefinite

Capital of VDF Servis is TL 5.100.000 and the current shareholding structure is as follows:

Shareholder	Number of Shares	Nominal Value of Shares (TL)
Volkswagen Financial Services AG	2.601.000	2.601.000
Doğuş Otomotiv Servis ve Ticaret A.Ş.	2.499.000	2.499.000
TOTAL	5.100.000	5.100.000

Board of Directors members and the Independent Auditor VDF Servis are listed below:

Chairman: Lars Henner Santelmann

Vice Chairman: Emir Ali Bila lođlu

Member: Martin Manfred Mehrgott

Member: Hüsnü Akhan

Member: Tijen Akdoğan Ünver

Member: Nazim Mutlu Gür

Member: Jan Ebert Independent Auditor: Güney Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi.

As required by the restructuring strategy to increase managerial efficiency and according to the partial de-merger transaction framed by this Partial De-merger Agreement (“De-merger Agreement”); participation shares of Volkswagen Doğuş Finansman Anonim Şirketi owned by the Spin-off Company 1 and the Spin-off Company 2 (“Participation Shares” or “VDF Finans”), shall be transferred to VDF Servis.

It has determined with the Certified Accountant’s Report dated 19.03.2021 and numbered YMM-2771-672/2021-14 that, the participation shares of Volkswagen Doğuş Finansman A.Ş., which is registered in assets of Doğuş Holding A.Ş. (“Spin-off Company 1”) and Doğuş Otomotiv Servis ve Ticaret A.Ş. (“Spin-off Company 2”) will be transferred to VDF Servis ve Ticaret A.Ş. through the partial de-merger transaction and the shareholding ratio of Doğuş Otomotiv Servis ve Ticaret A.Ş. (“Spin-off Company 2”) will increase and Doğuş Holding will become a new shareholder in VDF Servis ve Ticaret A.Ş., in return for the transferred assets.

It has determined with the Certified Accountant’s Report dated 19.03.2021 and numbered YMM-2771-672/2021-14, the shares to be issued for assets transferred through partial de-merger by the VDF Servis ve Ticaret A.Ş., shall be transferred to the Spin-off Companies, Doğuş Holding A.Ş in the amount of TL 13,653.44 and to Doğuş Otomotiv Servis ve Ticaret A.Ş in the amount of TL 655,364.62 TL, given in return for capital in kind, amounting a final total of TL 669,018.06.

In this context, a Certified Public Accountant Report dated 19.03.2021 and numbered YMM-2771-672/2021-14 and Expert Institution Report dated 19.03.2021 was obtained from KPMG Yönetim Danışmanlığı Anonim Şirketi.

Following have been determined with the Certified Accountant’s Report dated 19/03/2021 and numbered YMM-2771-672/2021-14 which serves as a basis for this De-merger Agreement;

- As of 31.12.2020, shareholders’ equity of the Spin-off Company 1 is equal to TL 14.014.827.396,88.
- As of 31.12.2020, shareholders’ equity of the Spin-off Company 2 is equal to TL 1.217.051.961,45.
- As of 31.12.2020, shareholders’ equity of the Transferee Company is equal to TL 157.200.656,79.
- As per the Doğuş Otomotiv and Doğuş Holding’s balance sheets dated 31/12/2020, principal capitals of the Spin-off Companies have been paid in full.
- Capital decrease shall not be realized in the Doğuş Holding A.Ş. ve Doğuş Otomotiv Servis ve Ticaret A.Ş. since as a result of the de-merger transaction the new Participation Shares will be given by the Transferee Company, VDF Servis ve Ticaret A.Ş, to the companies subject to the de-merger, Doğuş Holding A.Ş. ve Doğuş Otomotiv Servis ve Ticaret A.Ş.
- Doğuş Holding A.Ş. and Doğuş Otomotiv Servis ve Ticaret A.Ş., which will be subject to partial de-merger, do not have any assets registered in similar registries that require registration within the scope of de-merger.
- The Company and tolerance values of the Volkswagen Doğuş Finansman A.Ş. owned by the Doğuş Otomotiv Servis ve Ticaret A.Ş.

and the Dođuř Holding A.ř., subject to the partial de-merger, and Transferee Company, VDF Servis ve Ticaret A.ř., was determined by the valuation report dated 19.03.2021 prepared by the KPMG Yönetim Danıřmanlıđı A.ř., and it has been determined within the said-report that the total registered value of the net participation shares are TL 86,829,561.69 TL and the fair share value is TL 137,540,238.38 TL.

- The rights of the creditors will not be endangered due to the de-merger transaction and the remaining capital shall be sufficient for the continuation of the activities of the Spin-off Companies,
- The methods prescribed for partial de-merger are appropriate and sufficient,

In accordance with the Expert Opinion Report prepared by KPMG Yönetim Danıřmanlıđı A.ř. dated 19.03.2021,

- The reasonable share value of Volkswagen Dođuř Finansman A.ř is calculated as TL 280,694,402.23, and the reasonable share value of VDF Servis is calculated as TL 1,048,484,725.85.
- The de-merger rate is 88.40%, and the exchange rate is 0.000759.
- As determined by the valuation report dated 19.03.2021, the total registered value of the net participation shares is 86,829,561.69 TL and the fair share value of the participation shares is 137,540,238.38 TL.
- As a result of the de-merger process in this direction, the capital increase of VDF Servis will be TL 669,018.06, thus the capital of VDF Servis will be TL 5,769,018.06, with the said capital increase, Dođuř Otomotiv's capital in VDF Servis will be TL 655,364.62 TL and Dođuř Holding will become the owner of a new share of TL 13,653.44,
- It has been determined that the de-merger and exchange rates calculated by considering the fair share values for the Spin-off Companies and the Transferee Company are fair, reasonable and reliable.

B. MAIN ACTIVITY SUBJECT OF THE COMPANIES PARTY TO THE DEMERGER AND INFORMATION REGARDING THE SUBJECT ACTIVITY RESULTS

Spin Off Company 1: DOĐUř HOLDING ANONİM řİRKETİ

Scope of Activities: Participating in the capital and management of the company established or to be established, to deal with their investment, financing, organization and management issues collectively and within the framework of modern business management, to distribute the risk, to increase the security of investments against economic fluctuations and thus to develop these companies in a healthy way and in accordance with the requirements of the national economy and to ensure their continuity and to take appropriate commercial, industrial and financial initiatives for this purpose.

Information Regarding the Subject Activity Results: Activity Results will be stated in the financial tables attached to this report.

Spin Off Company 2: DOĐUř OTOMOTİV SERVİS VE TİCARET ANONİM řİRKETİ

Scope of Activities: Dođuř Otomotiv is a leading motor vehicle sales and services company in the field of automotive services. In accordance with its' business model, Dođuř Otomotiv has several service businesses under its roof.

Information Regarding the Subject Activity Results: Activity Results will be stated in the financial tables attached to this report.

Transferee Company: VDF SERVİS VE TİCARET ANONİM řİRKETİ

Scope of Activities: VDF is a company operating in the field of business support services, operating in business and other administrative consultancy activities.

Information Regarding the Subject Activity Results: Activity Results will be stated in the financial tables attached to this report. The balance sheets of the Spin-off Company 1 and the Spin-off Company 2 that will be taken as a basis for the partial de-merger transaction has prepared by taking as a basis the records in its statutory books dated 31.12.2020 and a copy that was audited and approved by the Board of Dire

C. PURPOSE, LEGAL AND ECONOMIC REASONS AND POSSIBLE CONSEQUENCES OF THE DE-MERGER

In this context, the Volkswagen Dođuř Finansman Anonim řirketi which is one of the main operations of Dođuř Otomotiv and Dođuř Holding shall be dissociated from the company through partial de-merger transaction and be transferred to VDF Servis, thus a more profitable and efficient organization will be created by simplifying the existing company structure by taking advantage of economies of scale.

Valuation has been made for VDF Servis and VDF Finans. As per the Communique on Merger and De-Merger, Expert Report has been obtained from KPMG Yönetim Danışmanlığı Anonim Şirketi dated 19.03.2021.

In accordance with the Expert Opinion Report prepared by KPMG Yönetim Danışmanlığı A.Ş. dated 19.03.2021,

- The reasonable share value of Volkswagen Doğuş Finansman A.Ş. is calculated as TL 280,694,402.23, and the reasonable share value of VDF Servis is calculated as TL 1,048,484,725.85.
- The de-merger rate is 88.40%, and the exchange rate is 0.000759.
- As determined by the valuation report dated 19.03.2021, the total registered value of the net participation shares is 86,829,561.69 TL and the fair share value of the participation shares is 137,540,238.38 TL.
- As a result of the de-merger process in this direction, the capital increase of VDF Servis will be TL 669,018.06, thus the capital of VDF Servis will be TL 5,769,018.06, with the said capital increase, Doğuş Otomotiv's capital in VDF Servis will be TL 655,364.62 TL and Doğuş Holding will become the owner of a new share of TL 13,653.44,
- It has been determined that the de-merger and exchange rates calculated by considering the fair share values for the Spin-off Companies and the Transferee Company are fair, reasonable and reliable.

This de-merger will be subject to approval of Capital Markets Board, since the Spin-off Company 2 is a public listed company.

The de-merger of shares of Volkswagen Doğuş Finansman Anonim Şirketi from Doğuş Otomotiv to VDF Servis will be subject to approval of Banking Regulatory and Supervision Agency, since the participation shares which will be subject to de-merger is Volkswagen Doğuş Finansman Anonim Şirketi which is a "financing company" regulated under the laws of Financial Leasing, Factoring and Financing Companies Law numbered 6361. In this regard, it is not possible to register the general assembly approving this de-merger without obtaining CMB and BRSA's approval for the de-merger.

Pursuant to the Communique on Common Principles Regarding Significant Transaction and the Retirement Right, numbered II.23-I, as published in the Official Gazette dated 27.06.2020 and numbered 31168 the de-merger transaction contemplated herein shall not be deemed as "significant transaction". In this regard, there is no "retirement right" occurred for the shareholders of Spin-Off Company 2.

D. DE-MERGER AGREEMENT

With Spin-off Company 1's Board of Directors decision dated 02.03.2021 and numbered 2021/05, Spin-off Company 2's Board of Directors decision dated 21.01.2021 and numbered 2021/03, the Board of Directors decision of the Transferee Company dated 02.03.2021 - 2021/03 and 22.01.2021 - 2021/02 it has been decided to initiate relevant processes in order to transfer Participation Shares in Spin-off Company 1 and 2 in 31.12.2020 financials to VDF Servis through de-merger. The De-merger Agreement has been prepared in line with these decisions.

E. EXCHANGE RATIO OF THE SHARES AND EQUALIZATION PRICE IF NEEDED, THE RIGHTS OF THE SHAREHOLDERS OF THE TRANSFERRED COMPANY IN THE TRANSFEREE COMPANY

With the Expert Report dated 19.03.2021 and the Certified Accountant Report dated 19.03.2021, it was determined that the de-merger rate shall be 88.40% and the exchange rate shall be 0.000759.

F. PROPERTIES RELATING TO THE VALUATION OF THE SHARES DURING THE DETERMINATION OF THE CHANGE RATIO

In accordance with the Expert Opinion Report prepared by KPMG Yönetim Danışmanlığı A.Ş. dated 19.03.2021,

- The reasonable share value of VDF Finansman is calculated as TL 280,694,402.23, and the reasonable share value of VDF Servis is calculated as TL 1,048,484,725.85.
- The de-merger rate is 88.40%, and the exchange rate is 0.000759.
- As determined by the valuation report dated 19.03.2021, the total registered value of the net participation shares is 86,829,561.69 TL and the fair share value of the participation shares is 137,540,238.38 TL.
- As a result of the de-merger process in this direction, the capital increase of VDF Servis will be TL 669,018.06, thus the capital of VDF Servis will be TL 5,769,018.06, with the said capital increase, Doğuş Otomotiv's capital in VDF Servis will be TL 655,364.62 TL and Doğuş Holding will become the owner of a new share of TL 13,653.44,
- It has been determined that the de-merger and exchange rates calculated by considering the fair share values for the Spin-off Companies and the Transferee Company are fair, reasonable and reliable.

G. SUPPLEMENTARY PAYMENT LIABILITIES FOR THE SHAREHOLDERS, OTHER PERSONNEL LIABILITIES, UNLIMITED LIABILITIES DUE TO THE DE-MERGER:

No additional payment liability or personnel liability will be borne by the shareholders due to the partial de-merger.

In addition, there is no limitless responsibility for the shareholders.

H. IN CASE THE TYPES OF THE COMPANIES PARTY TO THE DE-MERGER IS DIFFERENT, LIABILITIES OF THE SHAREHOLDERS DUE TO THE NEW TYPE

Spin-off Company 2 is a publicly held joint stock company, Transferee Company is established as a joint stock company. In this case after the decision of the board of directors to start the process of de-merger of publicly held joint stock companies, Parties shall apply to the Capital Markets Board and Banking Regulation and Supervision Agency before the general assembly meetings where the division process will be approved.

I. EFFECTS OF THE DE-MERGER ON EMPLOYEES AND THE CONTENT

Since “participation shares of VDF Finance” shall be de-merged, the employment agreements of VDF Finance will not be affected from the partial de-merger.

J. EFFECTS OF THE DE-MERGER ON THE CREDITORS OF THE PARTIES

As stated in the Certified Public Accountant Report dated 19.03.2021 and numbered YMM-2771-672/2021-14, Dođuş Otomotiv and Dođuş Holding will indirectly hold their Affiliate Shares through VDF Service, so capital in Dođuş Otomotiv and Dođuş Holding will not be decreased. After the partial de-merger, there will be no situation that will endanger the receivables of the creditors and the Spin-off Companies will continue to maintain the existence of the assets in the company that will meet the rights of the creditors.

K. REALIZATION OF THE OBJECTIVES TO BE REACHED BY THE DE-MERGER PROCESS

Possible Risks with the Possibility of Prevention;

1. Capital Markets Board's Refusal to Allow Partial Demerger
2. Banking Regulation and Supervision Agency Refusal to Allow Partial Demerger
3. Non-approval of the Partial De-merger Agreement in the General Assemblies of the Parties
4. In the framework of possible changes in the Tax and Capital Market Legislation, it is not possible for the Parties to continue the Partial Demerger process legally.

DOĐUŐ OTOMOTİV SERVİS VE TİCARET ANONİM ŐİRKETİ

Chairman
EMİR ALİ BİLALOĐLU

Vice Chairman
GÜR ÇAĐDAŐ

Member
KORAY ARIKAN

Member
ÖZLEM DENİZMEN KOCATEPE

Member
ADALET YASEMİN AKAD

Member
ADNAN MEMİŐ

DOĐUŐ HOLDİNG ANONİM ŐİRKETİ

Chairman
FERİT FAİK ŐAHENK

Vice Chairman
HÜSNÜ AKHAN

Member
ERMAN YERDELEN

Member
EKREM NEVZAT ÖZTANGUT

Member
EMİR ALİ BİLALOĐLU

Member
GÜR ÇAĐDAŐ

Member
FARUK NAFİZ KARADERE

Member
Ő.AHMET SEDİD KURUTLUOĐLU

VDF SERVİS VE TİCARET ANONİM ŐİRKETİ

Chairman
LARS HENNER SANTELMANN

Vice Chairman
EMİR ALİ BİLALOĐLU

Member
MARTİN MANFRED MEHRGOTT

Member
HÜSNÜ AKHAN

Member/General Manager
TİJEN AKDOĐAN ÜNVER

Member
NAZİM MUTLU GÜR

Member
JANEBERT