

Internal Directive on the Working Procedures and Principles of the General Assembly of Doğuş Otomotiv Servis ve Ticaret Anonim Şirketi

SECTION ONE Purpose, Scope, Basis, and Definitions

Purpose and Scope

ARTICLE 1- (1) This Internal Directive aims to set forth procedures and principles for the General Assembly of Doğuş Otomotiv Servis ve Ticaret Anonim Şirketi, in accordance with the Law, relevant regulations, and the articles of association. This Internal Directive It applies to all ordinary and extraordinary General Assembly meetings of Doğuş Otomotiv Servis ve Ticaret Anonim Şirketi.

Basis

ARTICLE 2- (1) This Internal Directive has been prepared by the Board of Directors in accordance with the provisions of the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and Representatives of the Republic of Türkiye Ministry of Trade (formerly Ministry of Customs and Trade) Who Will Attend These Meetings.

Definitions

ARTICLE 3- (1) The following terms are defined as used in this Internal Directive:

- a) **Session:** A one-day meeting of the General Assembly.
- b) **Law:** The Turkish Commercial Code No. 6102, dated January 13, 2011.
- c) **Capital Markets Legislation:** Capital Markets Law No. 6362, dated December 06, 2012, as well as the Corporate Governance Principles of the Capital Markets Board, communiqués, principal decisions, announcements, and regulations of the Capital Markets Board.
- ç) **Sitting:** Each of the segments interrupted by recesses, meal breaks, or similar reasons during each session.
- d) **Meeting:** Ordinary and extraordinary general assembly meetings.
- e) **Meeting Chair:** The committee consisting of a chairperson selected by the General Assembly to manage the meeting in accordance with Section (1) of Article 419 of the Law, a vice chairperson (if elected by the General Assembly as needed), a minutes clerk designated by the chair, and a vote collector appointed if deemed necessary by the chair.
- f) **Company:** Doğuş Otomotiv Servis ve Ticaret Anonim Şirketi.

SECTION TWO Procedures and Principles of the General Assembly

Applicable Provisions

ARTICLE 4 – (1) The meeting shall be conducted in accordance with the provisions of the Law, the Capital Markets Legislation, other applicable regulations, and the articles of association relating to the General Assembly.

Admission to the Meeting and Preparations

ARTICLE 5 – (1) Entry to the meeting venue is restricted to shareholders or their representatives listed in the attendance sheet prepared in consideration of the list of shareholders provided by Central Securities Depository & Trade Repository of Türkiye, board members, auditors, other company executives, employees, guests, audio and video technicians, the Ministry representative, and persons selected or assigned to the Meeting Chair.

(2) Upon entry, individual shareholders and representatives appointed via the electronic general assembly system, established in accordance with Article 1527 of the Law, must present their identification. Representatives of individual shareholders must provide both their identity and representation documents, while representatives of legal entity shareholders are required to present their authorization documents and sign their designated space on the attendance list. These control procedures are carried out by the board of directors, one or more board members appointed by the board of directors, or by a person or persons appointed by the board of directors.

(3) The board is responsible for ensuring the meeting space is prepared to accommodate all shareholders, providing necessary stationery, documents, tools and equipment for the meeting, including audio and video recording systems under the electronic general assembly system, along with the necessary technical personnel.

Opening of the Meeting

ARTICLE 6 – (1) The meeting shall be opened at the company's headquarters at the previously announced time by the chair of the board, the vice chair, or one of the board members upon confirmation via a protocol that the quorums specified in Articles 418 and 421 of the Law, Article 29 of Capital Markets Law No. 6362, and the Capital Markets Legislation have been met.

Formation of the Meeting Chair

ARTICLE 7- (1) Under the supervision of the person who opened the meeting as per Article 6 of this Internal Directive, a chairperson and, if necessary, a vice chairperson, who will be responsible for the management of the general assembly, shall be elected primarily from among the proposed candidates, without requiring them to be shareholders.

(2) The chairperson shall appoint at least one minutes clerk and, if deemed necessary, a sufficient number of vote collectors. Experts may also be appointed by the chairperson to instantly perform technical operations related to the Electronic General Assembly System during the meeting.

(3) The Meeting Chair is authorized to sign the meeting minutes and other related documents forming the basis of these minutes.

(4) The chairperson shall conduct the general assembly meeting in compliance with the Law, the articles of association, and the provisions of this Internal Directive.

Duties and Authorities of the Meeting Chair

ARTICLE 8 – (1) Under the direction of the chairperson, the Meeting Chair shall fulfill the following duties:

a) Verify that the meeting is being held at the address announced in the notice.

b) Ensure that the general assembly has been convened in accordance with the articles of association, the notice of meeting published on the company's website and in the Turkish Trade Registry Gazette, and that, excluding the notice and meeting days, at least three weeks prior to the meeting date. Confirm whether shareholders listed in the share ledger or who have submitted documents verifying their shareholding status have been notified of the meeting date and agenda via registered mail with return receipt. Ensure that procedures outlined in the Corporate Governance Principles of the Capital Markets Board and relevant meeting agenda items have been met, and document this in the meeting minutes.

c) Verify that unauthorized individuals have not entered the meeting venue and ensure that the tasks outlined in Section (2) of Article 5 of this Internal Directive regarding entry to the meeting venue have been fulfilled by the board.

ç) Confirm that the articles of association, with amendments (if any), share ledger, annual reports of the board, auditor reports, financial statements, meeting agenda, the draft amendment prepared by the board of directors if there is an amendment to the articles of association on the agenda, the permission letter received from the Republic of Türkiye Ministry of Trade for the amendment to the articles of association and the draft amendment attached to it, the approval letter of the Capital Markets Board, the list of attendees prepared by the board of directors, the postponement minutes of the previous meeting if the general assembly was called to the meeting upon postponement and other necessary documents related to the meeting are present at the meeting venue in full and to note this in the meeting minutes.

d) Sign the attendance sheet and verify the identity of individuals attending the meeting either in person or by proxy upon objection or if deemed necessary, and check the accuracy of the representation documents.

e) Confirm the presence of executive members, if any, and at least one board member, and board members responsible for any material items on the agenda, other relevant individuals, officials responsible for preparing financial statements, and the auditor, and note their attendance in the minutes.

f) Conduct the general assembly's proceedings in accordance with the agenda, preventing any deviations from the agenda except in cases specified by the Law, and maintain order during the meeting by taking necessary precautions.

g) Open and close sessions and sittings and end the meeting.

ğ) Read or have the resolutions, proposals, reports, suggestions, and similar documents under discussion read, and give the floor to those wishing to speak on the matters

h) Organize voting on resolutions proposed by the general assembly and announce the results.

ı) Ensure that the minimum quorum is maintained at the start, during, and end of the meeting and that resolutions comply with the quorums stipulated in the Law, Capital Markets Legislation, and articles of association.

ii) Prevent individuals prohibited from voting as per Article 436 of the Law from participating in the relevant resolutions and observe any restrictions on voting rights in accordance with the Law and the articles of association.

j) Postpone the discussion of financial statements and related issues, upon the request of shareholders holding at least one-twentieth of the capital, to be addressed in a meeting to be held one month later, without requiring a decision from the general assembly.

k) Ensure that the minutes of the general assembly proceedings are drafted, record any objections in the minutes, and sign the resolutions and minutes, confirming that the votes cast for and against any resolution are clearly reflected in the minutes without any ambiguity.

l) At the conclusion of the meeting, deliver the minutes, annual report of the board, auditor reports, financial statements, attendance list, agenda, proposals, and, if applicable, voting ballots, minutes and other related documents to one of the board members present, with a written record.

Procedures to be Followed Before Discussing the Agenda

ARTICLE 9 – (1) The chairperson shall read or have the meeting agenda read aloud to the general assembly. The chair shall inquire whether there are any proposals regarding a change in the order of agenda items. If a proposal exists, it is submitted for the approval of the general assembly. The order of agenda items may be changed by a majority vote of the attendees.

Discussion of the Agenda and Agenda Items

ARTICLE 10 – (1) The following items must be included in the agenda of the ordinary general assembly:

- a) Opening and formation of the meeting chair.
- b) Discussion of the board's annual report, the auditor's report, and financial statements.
- c) Release of board members and auditors (if any) from liability.
- ç) Election of new board members and the auditor to replace those whose terms have expired.
- d) Determination of the remuneration for board members.
- e) Determination of the use and distribution of the profit and the dividend rates.
- f) Discussion of amendments to the articles of association, if any.
- g) Determination of the limits of donations to be made during the year.
- ğ) Presentation of information to shareholders regarding the remuneration principles for Board members and senior executives.
- h) Presentation of information regarding collaterals, pledges, and mortgages provided in favor of third parties.
- ı) Presentation of any material transactions that may lead to conflicts of interest between controlling shareholders, board members, senior executives, or their spouses or relatives up to the second degree with the company or its subsidiaries, and approval for engaging in competition in accordance with the Communiqué of the Capital Markets Board on the Determination and Implementation of Corporate Governance Principles and Articles 395 and 396 of the Turkish Commercial Code, along with information on such transactions during the past activity period, if any.
- i) Any other matters deemed necessary.

(2) The agenda of the extraordinary general assembly shall be determined by the reasons necessitating the meeting.

(3) Except for the following exceptions, matters not included in the meeting agenda cannot be discussed or resolved:

- a) If all shareholders are present, additional items may be added to the agenda with unanimous consent.
- b) Any shareholder's request for a special audit, as outlined in Article 438 of the Law, may be decided upon by the general assembly regardless of whether it is on the agenda.
- c) The removal of board members and election of new members are considered related to the discussion of year-end financial statements and may be addressed upon request, even if not explicitly listed on the agenda.

ç) Even if there are no items on the agenda, in cases where just causes such as corruption, incompetence, violation of the duty of loyalty, difficulty in performing duties due to membership in multiple companies, discord, or abuse of power exist, the matters of removing members of the board of directors and electing new ones shall be added to the agenda by a majority vote of those present at the general assembly.

(4) An agenda item that has been discussed and resolved in the general assembly cannot be reconsidered and resolved again unless a unanimous decision is made by those present.

(5) Matters that the Ministry requests to be discussed in the company's general assembly, either as a result of an audit or for any other reason, shall be placed on the agenda.

(6) In accordance with Section (4) of Article 29 of the Capital Markets Law No. 6362, matters that the Capital Markets Board requests to be discussed or announced to the shareholders shall be included in the general assembly agenda.

(7) The agenda is determined by the person who calls the general assembly meeting.

Taking the Floor at the Meeting

ARTICLE 11 – (1) Shareholders or other interested parties who wish to take the floor on the agenda item being discussed notify the meeting chair. The chair announces the individuals who will speak to the general assembly and grants them the floor in the order of their requests. If a person is not present when their turn comes, they forfeit their right to speak. Speeches are made from the designated area, addressing the general assembly. Individuals may exchange their speaking turns with each other. If the speaking time is limited, a person who begins their speech may continue only if the next speaker grants them their time, provided that the speech is completed within the next speaker's allocated time. Speaking time cannot be extended in any other way.

(2) The chairperson of the meeting may give the floor to members of the board of directors and auditors who wish to provide explanations on the matters being discussed, regardless of the order of requests.

(3) The duration of speeches is determined by the general assembly, based on a proposal from the chairperson or shareholders, taking into account the intensity of the agenda, the number and importance of the topics to be discussed, and the number of participants wishing to speak. In such cases, the general assembly first votes on whether speaking time should be limited, and then on the specific time limit.

(4) In accordance with Article 1527 of the Law, the procedures and principles specified in that article and its subordinate regulations apply to the participation of shareholders or their representatives who attend the general assembly electronically and wish to express their views and proposals.

Voting and Voting Procedures

ARTICLE 12 – (1) Before commencing the voting process, the meeting chairperson shall announce the subject to be voted on to the general assembly. If a draft resolution is to be voted on, the text of the resolution is confirmed in writing, read aloud, and then voting proceeds. After the announcement that voting will begin, participants may only request to speak on procedural matters. If any shareholder who requested to speak was not given the opportunity, they may exercise their right to speak upon reminder and confirmation by the chairperson. Once voting begins, no further requests to speak will be allowed.

(2) Votes on matters discussed at the meeting shall be cast by raising hands, standing up, or by separately stating "accepted" or "rejected." These votes are counted by the chairperson of the meeting. If necessary, the meeting chair may appoint a sufficient number of individuals to assist with vote counting. Those who do not raise their hands, stand up, or make any declaration shall be deemed to have voted "rejected," and these votes are considered as having been cast against the relevant resolution.

(3) In accordance with Article 1527 of the Law, the procedures and principles specified in that article and its subordinate regulations shall apply to the voting process for shareholders or their representatives who participate in the general assembly electronically.

Preparation of the Meeting Minutes

ARTICLE 13 – (1) The list of attendees, indicating the shareholders or their representatives, their shareholdings, groups, quantities, and nominal values, shall be signed by the chairperson of the meeting. The minutes are prepared in accordance with the principles set forth in the Law and relevant legislation, with a clear indication of the questions asked and the answers given at the general assembly, the decisions made and the number of affirmative and negative votes cast for each decision.

(2) The minutes of the general assembly meeting shall be prepared at the meeting venue during the meeting, either typed, handwritten legibly with an ink pen, or using a computer. If the minutes are to be prepared on a computer, a printer must be available at the meeting venue to print copies.

(3) The minutes shall be prepared in at least two copies, and each page of the minutes shall be signed by the meeting chair and the Ministry representative, if present.

(4) The minutes must include the company's trade name, the date and location of the meeting, the total nominal value and number of shares of the company, the number of shares represented in person and by proxy at the meeting, the name and surname of the Ministry representative, if present, and the date and number of their appointment letter, and how the meeting was convened if by notice, or the fact that no notice was given.

(5) The number of votes cast for the decisions made at the meeting shall be recorded in both numerical and written form in the minutes in a manner that leaves no room for doubt.

(6) The names, surnames, and reasons for dissent of those who cast negative votes and wish to have their dissent recorded in the minutes shall be written in the minutes.

(7) If the reason for dissent is submitted in writing, the written statement shall be attached to the minutes. The name and surname of the shareholder or their representative expressing dissent shall be recorded in the minutes, and the attachment of the dissenting statement shall be indicated. The written dissent statement attached to the minutes shall be signed by the meeting chair and the Ministry representative, if present.

Actions to be Taken After the Meeting

ARTICLE 14- (1) At the end of the meeting, the chairperson shall hand over one copy of the minutes and all other documents related to the general assembly to one of the board members present at the meeting. A separate document shall be prepared and signed to confirm this handover between the parties.

(2) The Board of Directors is obligated to submit a notarized copy of the minutes to the trade registry office within 15 days of the meeting date and to ensure the registration and announcement of the matters subject to registration and announcement as stated in the minutes.

(3) The minutes shall also be posted on the company's website within the time period specified by the legislation.

(4) The chairperson of the meeting shall also deliver a copy of the list of attendees, the agenda, and the minutes of the general assembly meeting to the Ministry representative, if present.

(5) Notifications and announcements that must be made after the meeting in accordance with the Capital Markets Legislation shall be carried out in accordance with the procedures and principles set forth in the relevant legislation.

Participation in the Meeting Electronically

ARTICLE 15- (1) The actions to be carried out by the board of directors and the meeting chair regarding the electronic general assembly meeting pursuant to Article 1527 of the Law shall be executed in accordance with Article 1527, the Regulation on General Assemblies to be Held Electronically in Joint Stock Companies, the Communiqué on the Electronic General Assembly System to be Applied in General Assemblies of Joint Stock Companies, and the relevant legislation.

SECTION THREE Other Provisions

Participation of the Ministry Representative and Documents Related to the General Assembly Meeting

ARTICLE 16 – (1) The provisions of the Regulation on the Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Presence of the Ministry of Customs and Trade Representatives at These Meetings concerning the request for a Ministry representative and the duties and powers of such a representative shall remain reserved.

(2) The provisions of the aforementioned Regulation must be followed in determining who may attend the general assembly, preparing the list of attendees, preparing the proxy documents to be used in the general assembly, and drafting the meeting minutes.

Provisions Related to the Capital Markets Legislation

ARTICLE 17 – (1) Due to the company's status as a publicly traded entity, the provisions of the Capital Markets Law No. 6362 dated December 06, 2012, the Corporate Governance Principles of the Capital Markets Board, and the communiqués, principle decisions, announcements, and regulations of the Capital Markets Board shall remain reserved.

Unforeseen Situations in the Internal Directive

ARTICLE 18 – (1) In the event of an unforeseen situation during meetings that is not addressed in this Internal Directive, action shall be taken in accordance with the decision made by the general assembly.

Approval and Amendments to the Internal Directive

ARTICLE 19 – (1) This Internal Directive shall be put into effect by the board of directors following the approval of the general assembly of Doğuş Otomotiv Servis ve Ticaret Anonim Şirketi and shall be registered and announced. Amendments to the Internal Directive shall follow the same procedure.

Effective Date of the Internal Directive

ARTICLE 20 – (1) This Internal Directive was adopted at the general assembly meeting of Doğuş Otomotiv Servis ve Ticaret Anonim Şirketi on March 29, 2013, and came into effect upon its announcement in the Turkish Trade Registry Gazette.