

2022 ORDINARY GENERAL ASSEMBLY DISCLOSURE DOCUMENT

Meeting Call

Our Company's 2022 Ordinary General Assembly Meeting will convene as a session open to the public for the purpose of discussing and resolving the items on the agenda provided below on Tuesday, March 28, 2023 at 10:00 a.m. at the address "Bentley-Lamborghini Showroom, Maslak Mahallesi, Ahi Evran Caddesi (Doğuş Power Center), No:4, İç Kapı No: 3, Sarıyer/İstanbul".

Shareholders may either attend the Ordinary General Assembly Meeting, personally or by proxy, either in its physical environment or remotely through the electronic system.

Shareholders or their proxies who wish to attend the meeting over the electronic system shall be required to hold an "Electronic Signature Certificate" and provide the required identification from the Central Securities Depository (MKK); they will otherwise not be able to participate in the meeting.

The persons assigned as proxies by shareholders who will be unable to personally or electronically participate in the meeting are required to draw up a letter of proxy as shown in the attachment or in a sample that can be obtained from company headquarters or from the website www.dogusotomotiv.com.tr and, in accordance with legislation, this document must be presented bearing a notarized certification of the signature. A proxy authorized over the electronic system via the Electronic General Assembly System shall not be required to present a letter proxy.

At the ordinary general meeting, with regards to voting of the agenda items, electronic voting provisions are reserved and open voting method with the method of lifting hands will be used.

The Disclosure Document pertaining to the Company's financial statements and independent auditors' report, appropriately drawn up in accordance with the Capital Markets Board regulations, the Board of Directors' annual report, as well as the Board of Directors' profit distribution proposal shall be made available to shareholders for their review in the period starting 21 days prior to the date of the meeting at the Company's legal headquarters [Maslak Mahallesi, Ahi Evran Caddesi (Doğuş Center Maslak), No:4, İç Kapı No: 3, Sarıyer /İstanbul] and at the Company's contact center [Şekerpınar Mahallesi, Anadolu Caddesi, No:45D, Çayırova /Kocaeli] and on the website www.dogusotomotiv.com.tr.

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Company Title	: Doğuş Otomotiv Servis ve Ticaret A.Ş.
MERSİS Number	: 0309011471300010
Trade Registry Number	: İstanbul Ticaret Sicil Müdürlüğü-429183
Legal Headquarters Address	: Maslak Mahallesi, Ahi Evran Caddesi, No:4, İç Kapı No: 3, (Doğuş Center Maslak) Sarıyer /İstanbul

1. Shareholding Structure / Voting Rights

The issued and paid-in capital of the Company is 220,000,000 TRY and the registered capital ceiling is 660,000,000 TRY. The total capital of the Company comprises 220,000,000 registered shares with a nominal value of 1 TRY each, and 1 voting right per share and no privileged rights have been granted.

SHAREHOLDER'S TITLE	EQUITY RATIO	NO. OF SHARES *	AMOUNT -TRY *
Doğuş Holding AŞ	65.50 %	144,099,708	144,099,708
Doğuş Otomotiv Servis Ve Ticaret AŞ	9.77 %	21,485,007	21,485,007
Doğuş Sigorta ve Aracılık Hizmetleri AŞ	0.00%	292	292
FREE FLOAT	24.73%	54,414,993	54,414,993
TOTAL	100.0%	220,000,000	220,000,000

* Included in the number / amount of shares are purchases made from shares traded on the stock exchange.

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

Information pertaining to the previous accounting period;

- ✓ Doğuş Otomotiv Servis ve Ticaret AŞ: There is no management and / or activity change that will significantly affect the activities.
- ✓ Doğuş Oto Pazarlama ve Ticaret AŞ: There is no management and / or activity change that will significantly affect the activities.
- ✓ D-Auto Limited Liability Company (Erbil /Iraq): Due to the unfavorable conditions prevailing in the region since 2014, which led to the cessation of our operations, we have decided to liquidate the company.

3. Election of the Board of Directors, Candidates' Résumés and other information

All members of the Board of Directors, including the independents, who were elected to serve for 3 (three) years in the ordinary general assembly dated March 30, 2021, continue their duties, while the dismissal, replacement, or election of the members of the board of directors has not been included on the meeting agenda.

4. 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.

5. Internal Directives, Articles of Association and Amendments

Our company's "Articles of Association" and "General Assembly Internal Directives" can be accessed at: www.dogusotomotiv.com.tr.

The agenda for the meeting included an amendment to the article 6 of our articles of association titled "Capital". Legal permits required for change in the duration and maximum amount of Registered Capital System were duly obtained in accordance with the applicable legislation and relevant draft amendment is enclosed hereto.

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- 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 head office, 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 2022 financial year will be presented to the general assembly for approval.
- 6. Discussion and resolving about the proposal made by the Board of Directors in connection with distribution of the profit generated during the activity year, after taking into account advance payment made for dividends on 14 November 2022,**
The proposal recommends that the Board of Directors be granted the authority to determine the date of profit distribution. This is to ensure that the profit earned by our company in 2022 is distributed per the profit distribution table and in accordance with the Capital Markets Board of Turkey legislation, the provisions of the Turkish Commercial Code, the purposes and targets outlined in our articles of association, and our profit distribution policy. The profit amount to be distributed in cash is 2,900,000,000 TRY, of which 900,000,000 TRY has already been distributed on November 14, 2022. Therefore, the remaining amount of 2,000,000,000 TRY is to be distributed in cash, subject to the approval of the general assembly

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7. Discussion and resolution of the issue of authorizing the Board of Directors for the payment of advance dividends, in case a profit distribution in accordance with our Articles of Association and the legislation will be in question for the 2023 period,

And in case a profit distribution in accordance with our Articles of Association and the legislation will be in question for the 2023 period, the issue of authorizing the Board of Directors for the payment of advance dividends up to the amount permitted by the legislation and the determination of the amount, time and terms of the payment will be submitted to the approval of the General Assembly.

8. 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 Directors,

In line with our Company's Remuneration Policy, determining the maximum gross amount of financial benefits to be provided to the Board of Members as 320,000,000 TRY in 2023 activity year shall be submitted to the approval of the general meeting.

9. Approval of the Board of Directors' appointment of the Independent Audit Company for the year 2023 as the company auditor,

Regarding the 2023 accounting period of our company, the appointment of an independent audit firm determined by the Board of Directors to be the company auditor, within the scope of the Turkish Commercial Code and the Capital Markets Board legislation, will be submitted to the approval of the General Assembly.

10. Discussion and decision regarding the amendment of the article titled "6- Capital" of the Articles of Association of the company,

Legal permissions have been obtained from the Turkish Capital Markets Board and the Ministry of Commerce regarding the amendment of the article titled "6- Capital" of our Articles of Association, in accordance with the legislation, and the draft amendment draft in the Appendix will be submitted to the approval of the General Assembly.

11. Informing the shareholders about the donations and aids provided in the activity year,

It shall be informed in the general meeting that 5,593,333 TRY was provided as donation and aid during 2022 activity year as detailed below and indicated in the Annual Report.

2022 DONATIONS	AMOUNT -TRY
Darüşşafaka Society	4,702,525
Istanbul Metropolitan Municipality	476,000
Istanbul Foundation for Culture and Arts	200,000
Esenyurt Municipality Social Affairs Directorate	49,511
Gebze Emlak Konutları Secondary School Principal's Office	24,544
Federation of Women Associations of Turkey Chairmanship	18,000
Samandıra Vocational and Technical Anatolian High School	16,956
Turkish Education Foundation (TEV)	17,540
OTHER	88,257
TOTAL	5,593,333

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12. Discussion and decision regarding the proposal of the Board of Directors on the determination of the limit of donations to be made during the year,

The "Donation and Charity Policy" included in the Appendix, which was accepted by our company at the general assembly dated March 29, 2022 and prepared on the condition of updating it according to the current conditions, will be submitted to the approval of the General Assembly.

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

The transactions entered into with related parties in 2022 are explained in Note 28 under the heading "Balances and Transactions with Related Parties" of the Independent Audit Report and the general assembly will be informed about "Purchase and sales transactions of assets and services" and "Common and continuous transactions" carried out according to the Capital Markets legislation.

14. 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 15 of the Independent Audit Report, no collaterals, pledges, liens and mortgages have been granted in favor of third parties except for common trade relationships.

15. Informing the shareholders about own shares purchased by the Company,

From 22,000,000 shares with a par value of 1 TRY each, repurchased by our Company in 2016 from Borsa İstanbul, 514,993 shares were sold in 2022 and 21,485,007 shares corresponding to 9,77% of Company's capital are retained in our portfolio. 63,8 TRY million was gained in 2022 with the sale of shares with an average cost of 10,03 TRY per share.

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

The general assembly will be informed that the shareholders with management control, members of the Board of Directors, 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.

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17. 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,

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.

18. Wishes and Closing.

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Agenda Item -10

OLD TEXT	UPDATED TEXT
<p>Article 6- Capital</p> <p>The company adopted the 'registered capital system' in accordance with the provisions of the Capital Markets Law and switched to the registered capital system in 2008 with the permission given by the Capital Markets Board.</p> <p>The registered authorized capital of the company is 660,000,000 TRY (six hundred and sixty million Turkish liras), divided into 660,000,000 (six hundred and sixty million) shares, each with a nominal value of 1 TRY (one Turkish lira).</p> <p>The registered authorized capital permission granted by the Capital Markets Board is valid for the years 2018 to 2022 (5 years). Even if the registered authorized capital amount has not been reached by the end of 2022, in order for the board of directors to take a capital increase decision after 2022 regarding the previously authorized amount or a new authorized amount, it is obligatory to obtain authorization from the General Assembly for a new time period after obtaining permission from the Capital Markets Board. In case the said authorization is not obtained, the Company cannot increase the capital with the decision of the board of directors.</p> <p>The issued capital of the company is 220,000,000 (two hundred and twenty million) TRY and is fully paid up. The whole amount of this capital has been divided into 220,000,000 bearer shares, each worth 1 TRY.</p> <p>For the period between 2018 and 2022, the Board of Directors has been authorized to increase the issued capital by issuing shares up to the registered authorized capital amount, to issue shares above their nominal value, and to partially or completely limit the rights of shareholders to purchase new shares, when deemed necessary and in accordance with the provisions of the Capital Market Law and relevant legislation.</p>	<p>Article 6- Capital</p> <p>The company adopted the 'registered capital system' in accordance with the provisions of the Capital Markets Law and switched to the registered capital system in 2008 with the permission given by the Capital Markets Board.</p> <p>The registered authorized capital of the company is 1,000,000,000 TRY (one billion Turkish liras), divided into 1,000,000,000 (one billion) shares, each with a nominal value of 1 TRY (one Turkish lira).</p> <p>The registered authorized capital permission granted by the Capital Markets Board is valid for the years 2023 to 2027 (5 years). Even if the registered authorized capital amount has not been reached by the end of 2027, in order for the board of directors to take a capital increase decision after 2027 regarding the previously authorized amount or a new authorized amount, it is obligatory to obtain authorization from the General Assembly for a new time period after obtaining permission from the Capital Markets Board. In case the said authorization is not obtained, the Company cannot increase the capital with the decision of the board of directors.</p> <p>The issued capital of the company is 220,000,000 (two hundred and twenty million) TRY and is fully paid up. The whole amount of this capital has been divided into 220,000,000 bearer shares, each worth 1 TRY.</p> <p>For the period between 2023 and 2027, the Board of Directors has been authorized to increase the issued capital by issuing shares up to the registered authorized capital amount, to issue shares above their nominal value, and to partially or completely limit the rights of shareholders to purchase new shares, when deemed necessary and in accordance with the provisions of the Capital Market Law and relevant legislation.</p>

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Agenda Item -12

Donation and Charity Policy

In line with its corporate social responsibility approach, Doğuş Otomotiv makes donations and gives to charities that are sensitive to social and environmental problems, provides support to those in need in emergencies, and thus aims to support social development.

All donations are made with the decision of Doğuş Otomotiv management to the institutions and organizations mentioned below, in accordance with the vision, mission, and policies of the company, taking into account the ethical principles and values of the company.

- Social Relief Associations and Foundations
- Educational Institutions and Organizations
- Associations and Foundations Carrying Out Social Responsibility Projects
- Public Institutions and Organizations
- For individuals and organizations in need of relief during periods of natural disasters and other extraordinary circumstances

The decision of the Board of Directors is required for donations of more than 50,000 TRY that are to be made in a single payment.

Without prejudice to the legal regulations, the total amount of Donations and Aids to be made within an accounting period is limited to 500,000,000 (five hundred million) TRY. This amount can be increased up to 50% with the decision of the Board of Directors (signature of at least one independent member is required) specific to "donations and aid campaigns to be organized in Natural Disaster Periods and Other Extraordinary Circumstances" to be submitted to the approval of the stakeholders at the first ordinary general assembly.