

DOĐUŐ OTOMOTİV SERVİS VE TİCARET A.Ő.
ORDINARY GENERAL ASSEMBLY MEETING MINUTES
MARCH 26, 2026

The annual general assembly meeting for the 2025 fiscal year of DođuŐ Otomotiv Servis ve Ticaret Anonim Őirketi was convened on March 26, 2026, at 10:00 AM, at the Bentley-Lamborghini Showroom, located at "Maslak Mahallesi, Ahi Evran Caddesi (DođuŐ Center Maslak), No:4, Unit No:3, Sarıyer, Istanbul". The meeting was supervised by Ministry Representative Ms. Őehval Kırık, appointed by the Istanbul Provincial Directorate of Trade operating under the Republic of Tũrkiye Ministry of Trade, as indicated in the letters dated March 25, 2026, and numbered E-90726394-431.03-00120342564.

The call for the meeting, as stipulated in the legislation and the articles of association, along with the agenda, was announced in the Turkish Trade Registry Gazette dated March 3, 2026 and numbered 11,534, our Company's website www.dogusotomotiv.com.tr, the Public Disclosure Platform (Kamuyu Aydınlatma Platformu, KAP), and on the Electronic General Meeting system (Elektronik Genel Kurul Sistemi, EGKS) of the Central Securities Depository (Merkezi Kayıt KuruluŐu, MKK). In addition, shareholders registered in the share ledger were notified via registered mail within the designated timeframe, and the general assembly was called for convention by the Board of Directors.

Following the review of the attendance list, it was found that out of the company's total capital of 220,000,000 TRY, represented by 220,000,000 shares valued at 1 TRY each, a total of 146,781,183 shares were accounted for at the meeting. This comprised 11,637 shares represented in person, 12,874,349 shares represented by proxies, and 133,100,000 shares represented by other delegates. Consequently, it was confirmed that the minimum meeting quorum required by both the law and the articles of association was met, and no objections were raised to this matter.

The Chairman and Members of the Board of Directors, Mr. Emir Ali Bilalođlu, Mr. Gũr ađdaŐ, Mr. Koray Arıkan, Mrs. Őzlem Denizmen Kocatepe and Mr. Osman Cem Yurtbay were confirmed to have attended the meeting, along with Mr. Cihan Harman as the representative of the independent auditing company PwC Independent Auditing and Independent CPA Corp. (*PwC Bađımsız Denetim ve Serbest Muhasebeci Mali MũŐavirlik A.Ő.*). It was also noted that the preparations for the electronic general assembly were carried out in accordance with the legal regulations and with the 1527th article of the Turkish Commercial Code.

The meeting was held at 10:00 a.m., stating that the open voting method with the raise of hands method will be used, provided that the provisions of voting in the electronic environment regarding the voting of the agenda items are reserved. The meeting was initiated simultaneously physically and electronically by the Chairman of the Board of Directors, Mr. Emir Ali Bilalođlu, and the agenda items were discussed.

1. Regarding the first agenda item, the proposal put forth by the representative of Dođuş Holding A.Ş. to elect Mr. Hasan Hsn Gzelz as the chairman of the meeting and authorize the meeting minutes to be signed by the chairman on behalf of the shareholders, was accepted by a majority vote. The motion received 146,773,621 votes in favor from the shares, with 4,743 votes against.

Mr. Hasan Hsn Gzelz, acting as the Chairman of the Meeting, appointed Mr. Kerem Talih as the Minutes Clerk, Mr. İbrahim Fuat Haseski as the Vote Collector, and Mr. Engin Kaya and Mr. Yavuz Arda Yıldız, holders of the Central Securities Depository of Turkey Electronic General Assembly System (EGKS) Certificate, to operate the Electronic General Assembly System.

Since no requests were made to add an item to the agenda or to change the order of discussion of the items, the meeting was continued with the current agenda.

2. Since the annual report of the board of directors for the year 2025 was kept available at the legal headquarters and the management and communication center of our company for three weeks before the meeting date for the shareholders review, and published on the websites of KAP, EGKS and our company, www.dogusotomotiv.com.tr, the summary of the "Annual Report" was read and opened up to discussion. As a result of the voting made after the negotiations, the annual report of the board of directors was accepted by majority with 146,058,877 shares voting in favor and 719,487 shares voting against.
3. The Sustainability Report for the year 2024, prepared in accordance with TSRS, having been published on the Public Disclosure Platform (KAP) and on the Company's website at www.dogusotomotiv.com.tr, its summary was read and submitted for discussion. Following the discussions, as a result of the voting conducted, the annual report of the board of directors was approved by majority vote, with 146,774,071 shares voting in favor and 4,293 shares voting against.
4. Since the financial statements for the year 2025 and the independent auditor's report were made available at the legal headquarters and the management and communication center of our company for three weeks before the meeting date, allowing shareholders to review them, and were also published on the websites of KAP, EGKS, and our company (www.dogusotomotiv.com.tr), the summary of the "consolidated statement of financial position (balance sheet) and consolidated statement of profit or loss (income statement)" was read and opened for discussion. As a result of the voting made after the negotiations, the financial statements were approved by majority with 146,058,877 shares voting in favor and 719,487 shares voting against.
5. The Independent Auditor Report for the 2025 fiscal year, prepared by PwC Bađımsız Denetim ve Serbest Muhasebeci Mali Mşavirlik AŞ (PwC Auditing and CPA) and submitted to our company, was presented by Mr. Cihan Harman on behalf of PwC for the shareholders' information.

6. Members of the Board of Directors were individually considered for exoneration concerning their 2025 accounts and activities. Following deliberations, each Board member voted without utilizing their rights derived from their own shares or authority. Consequently, they were individually acquitted by a majority vote of 146,058,877 shares in favor, with 719,487 shares casting dissenting votes.
7. At the end of the year 2025, our company has achieved a net profit after tax of 8,200,527,485 TRY according to the financial statements prepared in accordance with the Tax Procedure Law and a net profit after tax of 3,141,080,000 TRY according to the consolidated financial statements prepared and independently audited in accordance with the Capital Markets Board legislation.

Taking into consideration the provisions of the Turkish Commercial Code, the Capital Markets Board legislation, our Articles of Association, our dividend distribution policy, our long-term strategy, as well as our investment and financing policies, profitability and cash position, it was proposed that the profit be distributed as set out in the profit distribution table, that the amount of cash dividend distribution be determined as TRY 6,600,000,000, that this amount be paid in two equal installments, and that the Board of Directors be authorized to determine the dividend distribution date, and following the discussions, the proposal was approved by majority vote, with 146,762,228 shares voting in favor and 16,136 shares voting against.

YEAR 2025 SUMMARY	Annual Profit Distribution Table -TRY	According to CMB	According to Legal Records
	Net Profit for the Period (after tax)	3,141,080,000	8,200,527,485
	Accumulated Losses (-)	-	-
	Legal Reserves	658,900,000	
	<i>Dividend advances made through the year</i>	-	
	<i>Projected Dividend Payment for This Period</i>	6,600,000,000	
	Total Cash Dividend to the Shareholders	6,600,000,000	
	Extraordinary Reserves	-	941,627,485
	Other Sources Proposed for Distribution [Retained Earnings from Previous Years]	4,117,820,000	-

8. The proposal regarding the issuance of dividend advances in the 2026 fiscal year, subject to the availability of distributable profit according to our articles of association and legislation, up to the permissible limit, with the determination of the advance amount, timing, and conditions vested in the Board of Directors, and in instances where there is insufficient profit or a loss arises at the fiscal year-end, the deduction of dividend advances from the funds eligible for profit distribution in the balance sheet, was accepted by majority after negotiations, with 146,762,228 shares voting in favor and 16,136 shares voting against.

9. The resolution to set the number of Board members at six (6) for a one-year term was passed, with Mr. Emir Ali Bilalođlu (ID - *****), Mr. Gr ađdař (ID - *****), Mr. Koray Arıkan (ID - *****), and Ms. zlem Denizmen Kocatepe (ID - *****) elected as members of the Board of Directors, and Mr. Adnan Memiř (ID - *****) and Mr. Osman Cem Yurtbay (ID - *****), who meet independence criteria and whose candidacies were not objected to by the Capital Markets Board (CMB), appointed as independent members of the Board, was approved by a majority vote, with 133,895,940 shares in favor and 12,882,424 shares against. Additionally, the statement of dissent submitted electronically by Ođuzhan zoban has been added to the minutes. (Appendix m9)

During the meeting, the General Assembly was informed that all candidates, whose "acceptance statements" for Board membership were submitted to the Ministry Representative, their CVs, along with the "independence declarations" of independent candidates, are accessible on the Public Disclosure Platform, Electronic General Assembly System, and Company's website at www.dogusotomotiv.com.tr.

10. In line with the recommendation of the Remuneration Committee, the resolution to authorize payments to the members of the Board of Directors, exclusively in connection with their duties at Dođuř Otomotiv Servis ve Ticaret A.ř., including all wages and similar financial entitlements payable as of the beginning of the 2026 fiscal year, in a total gross amount not exceeding TRY 1,500,000,000,
- a) The payment of a net attendance fee of 200,000 TRY to the Independent Members of the Board of Directors for each month they serve, effective as of April 1, 2026, taking into account their duties and responsibilities in the committees,
- b) The Chairman of the Board of Directors be authorized to determine the timing, amount and principles of distribution of the payments to be made to the other members of the Board of Directors, taking into consideration the recommendations of the Board of Directors Remuneration Committee.
- c) The provision for incentive payments for sustainable success at the end of year 2026, with the condition that if such provisions will be provided for incentive payments and that these payments shall be based on the amount to be determined for the year in which they will be made, apart from the amount of gross financial rights determined for this year.

in line with the recommendations of the Compensation Committee, was approved by majority after negotiations, with 145,441,967 shares voting in favor and 1,336,397 shares voting against.

11. And to appoint KPMG Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik AŞ (KPMG Independent Audit and Certified Public Accountancy Inc.) as the independent auditor for the 2026 fiscal period, to perform the audit responsibilities defined under the Turkish Commercial Code, the Capital Markets Law, and other applicable legislation, including audit services to be requested by the company's auditor and other institutions through their own audit firms, and to authorize the Chief Financial Officer (CFO) to execute agreements with the aforementioned company for this purpose, and to collect proposals and make decisions regarding the assurance audits of sustainability reports for the 2026 fiscal period in accordance with the requirements of the Public Oversight Authority, were passed by a majority vote, with 146,698,693 shares in favor and 79,671 shares against.
12. The General Assembly was informed that, in the 2025 fiscal year, our Company made donations and contributions in accordance with the "Donations and Contributions Policy" in force, amounting to a total nominal value of TRY 2,784,167,809, comprising TRY 221,530,668 as detailed in the annual report and TRY 2,562,637,141 for the construction of the AFAD Hatay TOKİ Social Housing Project, which had been approved at the Ordinary General Assembly dated 27 March 2025.
13. The General Assembly was informed about the transactions carried out with the related parties in the year 2025 in accordance with the Capital Markets legislation.
14. The General Assembly was informed about the fact that no collaterals, pledges, mortgages, or sureties have been given in favor of third parties other than those given in proportion to the directly contributed capital share in favor of the affiliates and business partnerships that we directly participate in their ordinary commercial relations and capitals and that no income or benefit was provided in 2025 in this context.
15. The General Assembly was briefed about the fact that no transactions of the nature mentioned in and in line with Article 1.3.6 of the Corporate Governance Principles issued by the Capital Markets Board took place in the year 2025 and that the board of directors did not have any information about the transactions carried out by the entities, who had the opportunity to access the partnership information in a privileged way, within the scope of the activities of the company and on their own accounts.
16. The proposal to allow the Members of the Board of Directors to carry out the acts and transactions written in Articles 395 and 396 of the Turkish Commercial Code was voted on and approved by majority after negotiations, with 146,739,527 voting in favor and 38,837 shares voting against.

17. In the agenda item concerning requests and closures, questions from investors who attended the meeting in person were answered by the Chairman of the Board, Mr. Ali Bilalođlu. Following the confirmation by the Chairman of the Meeting that the meeting quorum required by the Turkish Commercial Code existed during the meeting, the meeting was ended by thanking the general assembly since no other issues were discussed and no wishes were expressed.

The meeting minutes herein were prepared, read, and signed at the meeting place and electronically, in the presence of the general assembly.

March 26, 2026

Ministerial Representative

Şehval KIRIK

Meeting Chairman

Hasan Hüsñü GÜZELÖZ

Minute Clerk

Kerem TALİH

Vote Collector

İbrahim Fuat HASESKİ

Item
No

Participant

Shareholder

Dissenting
Opinion

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OĞUZHAN
ÖZÇOBAN

OĞUZHAN
ÖZÇOBAN

I hereby declare that I do not find it appropriate for Mr. Adnan Memiş and Mr. Osman Cem Yurtbay to be elected as independent members of the Board of Directors, and that I have voted against their election. Considering that Mr. Adnan Memiş was first elected as an independent member on 30 March 2020, I am of the opinion that he does not meet the criterion set forth under Article 4.3.6(a) of Annex-1 of the CMB Corporate Governance Communiqué, as he has been elected before the expiry of the five-year period. Furthermore, considering that he has served within the Doğuş Group for 32 years, including 24 years in senior executive positions, I am of the opinion that his election is not compatible with the independence, impartiality and objectivity criteria set forth under Article 4.3.6(e) of Annex-1. Similarly, considering that Mr. Osman Cem Yurtbay has held senior executive positions within the Doğuş Group for 21 years, I am of the opinion that he does not meet the independence, impartiality and ethical distance criteria set forth under Article 4.3.6(e) of Annex-1. I request that my objection and dissent be recorded in the minutes, and that it be noted that all my rights are reserved with respect to related party transactions and transactions subject to the opinion or approval of independent board members.



**MERKEZİ KAYIT
İSTANBUL**
Türkiye Sermaye Piyasaları - Merkezi
Saklama ve Veri Depolama Kuruluşu



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