

2024 ORDINARY GENERAL ASSEMBLY DISCLOSURE DOCUMENT

Meeting Call

Our Company's 2024 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 Thursday, March 27, 2025 at 10:00 a.m. at the address "Bentley-Lamborghini Showroom, Maslak Mahallesi, Ahi Evran Caddesi (Doğuş Center Maslak), 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/en/home 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/en/home

We hereby present it for the information of our esteemed shareholders.

Best regards,

BOARD OF DIRECTORS

2024 ORDINARY GENERAL ASSEMBLY DISCLOSURE DOCUMENT

Company Title : Doğuş Otomotiv Servis ve Ticaret A.Ş.
MERSİS Number : 0309011471300010
Trade Registry Number : İstanbul Trade Registry Office-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 1,000,000,000 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	NUMBER OF SHARES	AMOUNT -TRY
Doğuş Holding AŞ	60.50 %	133,099,708	133,099,708
Free Float	39.50%	86,900,000	86,900,000
Doğuş Sigorta ve Aracılık Hizmetleri AŞ	0.00%	292	292
TOTAL	100.0%	220,000,000	220,000,000

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

We have not experienced any management or activity changes in the past reporting period, nor do we plan any significant changes in future periods that will significantly affect partnership activities. Special situation disclosures of material information regarding our activities are published on PDP in compliance with the legislation. The following key updates are listed separately.

- Distribution agreements have been signed with B-SHIVER S.R.L. for the sale and after-sales services of 'Novamarine' brand 'Boats and Speedboats' and with Aerofoils GmbH for the distribution of 'Aerofoil' brand 'e-foil products' in Türkiye.
- A distribution agreement has been signed with ABERG Service Sp. Zo.o for the sale of original spare parts and provision of after-sales services for 'Wielton' brand semi-trailers in Türkiye.
- The third operational unit of Doğuş Marine Services has been established within our brand value chain and commenced operations at **D-Marin Turgutreis Marina** in Bodrum, Muğla.
- Designed to reflect **CUPRA's** passion for design, innovation, and culture while also showcasing its models, the brand's 10th experience center worldwide, **CUPRA City Garage**, has been launched under our subsidiary, Doğuş Oto Pazarlama ve Ticaret A.Ş., (Dogus Auto Marketing and Trading, Inc.) at Istanbul Galataport.

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

The agenda of the meeting includes the determination of the number of members of the Board of Directors, their term of office, and election. The CVs of the candidates and the declarations of independence of the independent candidates are included in the annex.

4. Shareholders' Requests for Addition of Topics to the Agenda

No written requests have been submitted by partnership shareholders to the Investor Relations Department regarding the inclusion of an item on our Company's general assembly agenda.

5. Internal Directives, Articles of Association and Amendments

There are no proposed amendments to the articles of association on the meeting agenda. Our Company's 'Articles of Association' and 'General Assembly Internal Directive' are available on the website: www.dogusotomotiv.com.tr/en/home

Explanations Regarding Agenda Items

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/en/home 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 headquarters, on the Electronic General Assembly portal of the Central Registry Agency and on the Company's corporate website at www.dogusotomotiv.com.tr/en/home 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 2024 financial year will be presented to the general assembly for approval.
6. **Deliberating and deciding on the Board of Directors' proposal regarding the distribution of profits generated during the fiscal year,**
Based on our Company's 2024 activities, a 'Consolidated Net Profit Attributable to the Parent Company' of 7,592,264,000 TRY has been recorded, as per the audited consolidated financial statements reviewed by PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (PwC Independent Auditing). The total distributable profit has been determined by incorporating retained earnings from previous years into the current period profit. In accordance with the provisions of the Turkish Commercial Code, Capital Markets Board regulations, our articles of association, profit distribution policy, long-term strategy, investment and financing policies, profitability, and cash position, the profit will be distributed as outlined in the profit distribution table. Accordingly, the total cash dividend distribution is set at 8,200,000,000 TRY, from which a 2,200,000,000 TRY dividend advance paid in 2024 will be deducted. The remaining 6,000,000,000 TRY will be distributed in cash. A proposal to authorize the Board of Directors for this distribution on determining the date of profit distribution will be submitted for approval at the General Assembly.

Explanations Regarding Agenda Items

- 7. Deliberating and deciding on authorizing the Board of Directors to determine advance dividend distribution in the event of profitability during the fiscal period,**
And in case a profit distribution in accordance with our Articles of Association and the legislation will be in question for the 2025 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. Determining the number of members of the Board of Directors and their terms of office, presenting candidate profiles, and conducting the election of board members.**
In compliance with the Turkish Commercial Code, Capital Markets Law, relevant legislation, and our articles of association, the Board of Directors will be composed of a total of 6 members, with 2 being independent to serve for a term of one year. The election of board member candidates, including Emir Ali BİLALOĞLU, Gür ÇAĞDAŞ, Koray ARIKAN, Özlem DENİZMEN KOCATEPE, Adnan MEMİŞ (Independent), and Osman Cem YURTBAY (Independent), whose CVs (or independence statements of the independent members) are attached, will be presented for approval by the general assembly.
- 9. Resolution of the 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 1,000,000,000 TRY in 2025 activity year shall be submitted to the approval of the general meeting.
- 10. Reviewing and seeking approval for the appointment of the Independent Audit Firm selected by the Board of Directors as the company's auditor,**
For the 2025 fiscal year of our company, the appointment of an independent audit firm, determined by the Board of Directors, as the company auditor within the scope of the Turkish Commercial Code and Capital Markets Board legislation, will be presented for approval by the general assembly.
- 11. Presentation of information to the shareholders about the donations and aids provided in the activity year and approval**
In compliance with our company's 'Donation and Aid Policy', a total of 1,094,570,234 TRY in donations and aid was made in 2024. This amount includes 190,314,221 TRY detailed in the Annual Report and 904,256,013 TRY approved at the Ordinary General Assembly Meeting on April 16, 2024, as a contribution covering up to 50% of the construction costs of the AFAD Hatay TOKI Social Housing Project. This information will be presented to the General Assembly.

Explanations Regarding Agenda Items

- 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,**
At our company's General Assembly meeting on March 28, 2023, the annual donation cap was approved at TRY 500,000,000, with the Board of Directors authorized to increase this amount by up to 50%, and while no changes are proposed to this upper limit, the company will assume responsibility—limited solely to construction—for this time the total cost of the 'Hatay TOKİ Social Housing Project' carried out under the coordination of the Disaster and Emergency Management Authority (AFAD), with the General Assembly to be informed of the contributions made to date, including pledged amounts, and its approval to be sought for this undertaking.
- 13. Presentation of information to the shareholders regarding the transactions made with related parties in the activity year,**
The 'Asset and service purchase and sale transactions' and 'Common and ongoing transactions', as outlined in Note 29 of the 'Consolidated Financial Statements and Independent Auditor's Report' under the heading 'Transactions and Balances Regarding Related Parties' and carried out in compliance with the Capital Market legislation, will be presented to the general assembly for information.
- 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. 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 absence of any material transactions requiring disclosure, which could potentially pose conflicts of interest with the company or its subsidiaries, involving shareholders holding management control, members of the Board of Directors, executives with administrative responsibilities, as well as their spouses and relatives by blood or marriage up to the second degree, will be presented to the general assembly for consideration.
- 16. 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.
- 17. Wishes and Closing.**

Board of Directors Candidates, Resumes, and Independence Declarations of Independent Candidates

The list of candidates and their CVs for the Board of Directors at our company's upcoming ordinary general assembly meeting on March 27, 2025, are presented below. Mr. Adnan Memiş and Mr. Osman Cem Yurtbay will be presented as independent candidates for the Board of Directors.

Should all candidates be elected, there are no foreseeable circumstances that could adversely impact the company's operations.

Emir Ali Bilaloğlu

Emir Ali Bilaloğlu, a graduate of the Faculty of Engineering at Berlin Technical University, began his career in 1991 as Financial Control and Regional Sales Manager at Audi AG headquarters in Germany. In 2000, he joined Doğuş Otomotiv, overseeing Business Development and Strategy. The following year, he moved to the United Arab Emirates, where he served as the Founding General Manager of Audi AG in Dubai. After returning to Türkiye in 2004, Bilaloğlu was appointed General Manager for the Audi and Porsche brands at Doğuş Otomotiv. In June 2007, he became the company's Chief Executive Officer (CEO), and at the 2017 Annual General Assembly Meeting held on March 29, 2018, he was unanimously elected Chairman of the Board of Directors. He currently serves as both Chairman of the Board and Chairman of the Executive Board. In addition, Bilaloğlu is Chairman of the Board of Doğuş Oto Pazarlama, a subsidiary of Doğuş Group, and a Board Member at Doğuş Holding, Yüce Auto, Volkswagen Doğuş Finans (vdf), and Doğuş New Ventures and Projects (InvenDO). Beyond his corporate roles, he served as Vice President of the Automotive Distributors' and Mobility Association (ODMD) from 2011 to 2018 and as its President from 2018 to 2022. He is also a member of the Turkish-German Business Council Executive Board at the Foreign Economic Relations Board (DEİK), which provides consultancy on foreign economic relations.

Gür Çağdaş

Mr. Gür Çağdaş graduated from the Faculty of Political Sciences at İstanbul University in 1983 and completed his master's degree at the Institute of Business Economics of the same university in 1985. Mr. Çağdaş started to work as an Investment Specialist at Eczacıbaşı Securities in 1986, after which he founded VakıfBank İstanbul Securities Center in 1988 and served as the director of this institution until 1990. Mr. Çağdaş joined Doğuş Group in 1990 and acted as the Capital Markets Group Manager at United Turkish Gulf Bank, Assistant General Manager at Garanti Securities, Inc. and Garanti Investment and Trade Bank, and successively as General Manager, Deputy Chairman of the Board of Directors, and Chairman of the Board of Directors at Garanti Asset Management, Inc. As of January 1, 2016, Mr. Çağdaş has been appointed to Doğuş Holding as the Advisor to the Chairman and a Member of the Board of Doğuş Group Companies. Having served as the President of the Turkish Institutional Investment Managers' Association (TKYD) between 2007 and 2014, he represented Türkiye at the European Fund and Asset Management Association (EFAMA). Mr. Çağdaş acted as a Member of the Board of Directors at the Corporate Governance Association of Türkiye (KYD) between 2013 and 2014 and as Vice President between 2015 and 2018. He is still a Member of the Board of Directors of Doğuş Holding as of 2019, along with his duties as a Member of the Board of Directors, Chairman, and Vice Chairman in Doğuş Group companies. Mr. Çağdaş started his duty as a Member of the Board of Directors at Doğuş Otomotiv Servis ve Ticaret A.Ş. in 2016 and continues to serve as an active Member of the Board of Directors as of this date. In addition to his role as a Board Member, he serves as a Committee Member in the Early Risk Detection Committee and the Corporate Governance and Sustainability Committee.

Board of Directors Candidates, Resumes, and Independence Declarations of Independent Candidates

Koray Arıkan

A graduate of Boğaziçi University Mechanical Engineering, Harvard Business School (AMP), and Virginia Commonwealth University (MBA), Mr. Koray Arıkan served as Country Manager and Representative at JP Morgan Bank for 23 years. He has particularly extensive experience in investment banking, wealth management, corporate governance, and family businesses. Mr. Arıkan assumed the Head of the Privatization Department at the Turkish Prime Ministry between 1989 and 1991 after working as a Project Engineer and Consultant in the USA between 1983 and 1989. After his move to Doğuş Group in 2014, Mr. Arıkan continues to serve as the Chairman of the Board of Directors of Doğuş Energy, Advisor to the Board of Directors of Doğuş Group, Vice Chairman of the Board of Directors of Pozitif Companies, and as a Board Member of Doğuş Finansal ve Ticari Yatırım Danışmanlık A.Ş. Mr. Arıkan is currently a Member of the Board of Trustees of Boğaziçi University and has also held the post as a member of the Board of Directors of the Harvard Business School MENA Research Center (2014-2019) and the Eisenhower Fellowship Board of Trustees (2018-2020). Mr. Arıkan took an active role in various positions including Board Memberships in private sector companies and many non-governmental organizations and served as the President of the Boğaziçi University Alumni Association between 2003 and 2005. Mr. Arıkan, the Regional President of The Propeller Club of the US, is married and has two children. Having started to serve as a Board Member at Doğuş Otomotiv Servis ve Ticaret A.Ş. in 2018, he has actively held this position since then. In addition to his role as a Board Member, he serves as a Committee Member in the Early Risk Detection Committee and the Corporate Governance and Sustainability Committee.

Özlem Denizmen Kocatepe

Özlem Denizmen Kocatepe earned her undergraduate degree in Industrial Management from Cornell University and obtained her MBA from MIT Sloan School of Management. She furthered her education by completing the Influence Techniques program at Stanford, the Leadership program at the GE Crotonville Center, and the Advanced Management program at Harvard Business School. Since 2000, Denizmen Kocatepe has taken on various roles in Strategy, Budget Planning, Business Development, and Investor Relations at Doğuş Group and currently serves as a Board Member of Doğuş Automotive. Since 2000, Denizmen Kocatepe has held various roles in strategy, planning, budgeting, business development, and investor relations at Doğuş Group. She is currently a member of Doğuş Otomotiv's Board of Directors. In the realm of community service, she is the founder of the Financial Status Personal Finance Social Initiative and the Financial Literacy and Access Association (FODER). Recognized as a Young Global Leader by the World Economic Forum, she served as the first representative from Türkiye on the Board of the Global Reporting Initiative (GRI) from 2014 to 2020. Currently, she is the founding president of Mon.AI Financial Planning. Denizmen Kocatepe began her Board Membership at Doğuş Otomotiv Servis ve Ticaret A.Ş. (Doğuş Automotive Service and Trade, Inc.) in 2006 and has actively maintained this role since. In addition to her Board Membership, she also serves as a committee member on the Remuneration and Nomination Committee.

Board of Directors Candidates, Resumes, and Independence Declarations of Independent Candidates

Adnan Memiş | Independent Board Member Candidate

Born in Safranbolu in 1955, Adnan Memiş spent his childhood in Azdavay, Şırnak, Varto, Bergama, Kınık, Emirdağ, Suruç, Besni, and Diyarbakır. After graduating from Kuleli Military High School, he earned his undergraduate degree from the Istanbul University Faculty of Economics and completed his postgraduate studies at the Business Economics Institute. Memiş began his professional career at Elginkan Holding in 1977 before joining Garanti Bank in 1978. Over the years, he held various roles, including Inspector, Deputy Representative in Germany, and Accounting Group Manager. In 1985, he took on senior management responsibilities as Credits Manager and was appointed Deputy General Manager in May 1991. He later served as a Board Member and Chairman. From 2001 until his departure from the bank in September 2015, he led the Financial Restructuring Working Group at the Banks Association of Türkiye, overseeing the implementation of the program known as the Istanbul Approach. Currently, Memiş is a High Advisory Board Member at the Darüşşafaka Society, where he previously served as a Board Member from 2008 to 2014. He is also a Board of Trustees Member at the Contemporary Life Support Foundation and an Advisory Board Member at the Business Economics Institute. In addition, he chairs the Board of Directors of Raya Consultancy, Inc. and leads the Lace Project, which encompasses books, documentaries, and events centered on his needle lace collection. He also heads the Starfish Project Group, which established an educational campus in Darica, including a secondary school and four high schools, through a collective effort. As part of his role as an Independent Board Member at Doğuş Otomotiv Servis ve Ticaret A.Ş. (Dogus Automotive Service and Trade, Inc.), Memiş also serves as the Chairman of the Audit Committee and the Chairman of the Early Risk Detection Committee.

Osman Cem Yurtbay | Independent Board Member Candidate

Born on April 23, 1952, in Istanbul, Osman Cem Yurtbay graduated from FMV Özel Işık High School and later obtained a degree in Business Administration from the Academy of Economic and Commercial Sciences. During his higher education, he held various front-office positions at Yeniköy CARLTON Hotel, a subsidiary of the Tourism Bank of the Republic of Türkiye. He completed his military service as a reserve officer in Cyprus. He worked as a Project Coordinator at SOYTAŞ A.Ş. for three years before spending 17 years in managerial roles within KOÇ Holding companies and 21 years in Doğuş Holding companies, serving as Manager, Coordinator, General Manager, and Board Member. During his tenure at Doğuş Holding, he played a pivotal role in launching Türkiye's first corporate used automobile sales under the DOD brand as the founding General Manager of Doğuş Oto Değerlendirme Şirketi (Dogus Auto Appraisal Company). He also served as a Board Member of Doğuş Otomotiv Servis ve Ticaret A.Ş. (Dogus Automotive Service and Trade, Inc.) from 2005 to 2013. He retired from his consultancy role on April 30, 2017, concluding all his duties within Doğuş Holding subsidiaries. Yurtbay acted as a Trustee Member at FMV Işık University for 10 years and currently serves as President of FMV Işık Schools Erenköy Sports Club. Additionally, he is a Board Member of 1885 Feyziyeliler Işıklılar Social Education and Sports, Inc. and serves as Vice President of the AQUMASTERS Open Water Swimming Races organization. For the past 16 years, Yurtbay has been a Trustee Member, Board Member, Executive Committee Member, and Vice President at the Turkish Foundation for Children in Need of Protection (KORUNCUK Foundation).

Independent Board Member Candidates Resumes and Independency Statements

Jan 10, 2025

DECLARATION OF INDEPENDENCY

I hereby declare my candidacy to serve as an independent member on the Board of Directors of Doğuş Otomotiv Servis ve Ticaret A.Ş. ("Company") within the framework of applicable legislation, the Company's articles of association, and the criteria set forth in the Communiqué of Corporate Governance Principles regulated by the Capital Markets Board, and confirm that:

- a) In the last five years, there has not been any relationship in terms of employment in a key management position with significant duties and responsibilities, or that would involve equity or materially substantial commercial transactions between the Company, the Company's related parties or corporate entities, which are related to shareholders with direct or indirect capital shares of 5% or more in the management and capital of the Company, and myself, my spouse, my blood or affinity relatives up to the second degree;
- b) In the last five years, I have not had held shares (of 5% or more) in, or been employed in a key management position with significant duties and responsibilities by, or served as a board member for any company, which the Company procures from or supplies to any goods or services at a substantial level under any respective contract, involving Company audit in particular (including tax inspections, legal inspections and internal audits), rating and consultancy services during the provision of such goods or services;
- c) I possess adequate professional training, knowledge and experience to fulfill the duties I will assume as an independent board member;
- ç) In compliance with applicable legislation, I will not work full time for public institutions and organizations except as a faculty member in universities after my election as an independent board member;
- d) I qualify as a resident in Turkey under the Income Tax Law;
- e) I possess strong ethical standards, professional reputation and experience to provide positive contributions to the Company's operations, to maintain my objectivity in case of any conflicts of interest that may arise between the Company and its shareholders, and to make independent decisions taking into consideration the rights of the stakeholders;
- f) I will be able to devote time to the extent required to follow the functioning of the Company and to fully perform my duties;
- g) I have not served on the Board of Directors of the Company for more than six years in the last decade;
- ğ) I do not serve as an independent member on the Boards of Directors of more than three companies in which the Company or the shareholders that have management control over the Company have management control, and in total more than five companies listed on the stock exchange; and that
- h) I have not been registered and announced to represent the legal entity elected as a board member.

Sincerely,

[signature]

Adnan MEMİŞ

Independent Board Member Candidates Resumes and Independency Statements

Jan 10, 2025

DECLARATION OF INDEPENDENCY

I hereby declare my candidacy to serve as an independent member on the Board of Directors of Doğuş Otomotiv Servis ve Ticaret A.Ş. ("Company") within the framework of applicable legislation, the Company's articles of association, and the criteria set forth in the Communiqué of Corporate Governance Principles regulated by the Capital Markets Board, and confirm that:

- a) In the last five years, there has not been any relationship in terms of employment in a key management position with significant duties and responsibilities, or that would involve equity or materially substantial commercial transactions between the Company, the Company's related parties or corporate entities, which are related to shareholders with direct or indirect capital shares of 5% or more in the management and capital of the Company, and myself, my spouse, my blood or affinity relatives up to the second degree;
- b) In the last five years, I have not had held shares (of 5% or more) in, or been employed in a key management position with significant duties and responsibilities by, or served as a board member for any company, which the Company procures from or supplies to any goods or services at a substantial level under any respective contract, involving Company audit in particular (including tax inspections, legal inspections and internal audits), rating and consultancy services during the provision of such goods or services;
- c) I possess adequate professional training, knowledge and experience to fulfill the duties I will assume as an independent board member;
- ç) In compliance with applicable legislation, I will not work full time for public institutions and organizations except as a faculty member in universities after my election as an independent board member;
- d) I qualify as a resident in Turkey under the Income Tax Law;
- e) I possess strong ethical standards, professional reputation and experience to provide positive contributions to the Company's operations, to maintain my objectivity in case of any conflicts of interest that may arise between the Company and its shareholders, and to make independent decisions taking into consideration the rights of the stakeholders;
- f) I will be able to devote time to the extent required to follow the functioning of the Company and to fully perform my duties;
- g) I have not served on the Board of Directors of the Company for more than six years in the last decade;
- ğ) I do not serve as an independent member on the Boards of Directors of more than three companies in which the Company or the shareholders that have management control over the Company have management control, and in total more than five companies listed on the stock exchange; and that
- h) I have not been registered and announced to represent the legal entity elected as a board member.

Sincerely,

[signature]

OSMAN CEM YURTBAY