



Corporate Governance Compliance Rating Report



Doğuş Otomotiv Servis ve Ticaret A.Ş.

12 December 2025

Validity Period 12.12.2025-12.12.2026

LIMITATIONS

This Corporate Governance Rating Report, issued by Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. for Doğuş Otomotiv Servis ve Ticaret A.Ş.

Has been prepared by considering Communiqué Amending the "Corporate Governance Communiqué (II-17,1) (II-17,1.a)" published in the Official Gazette No. 31262 on 02 October 2020 by the Board, as well as regulations regarding the voluntary sustainability principles compliance framework and the board decisions taken at the CMB's board meeting dated 01.02.2013 and numbered 4/105 in addition to the criteria specified in the "Corporate Governance Communiqué No. II-17.1" of the Capital Markets Board published in the Official Gazette dated 03 January 2014 and numbered 28871

The criteria, established for the companies whose shares are traded at BIST, are organized separately as First Group, Second Group and Third Group companies and investment partnerships, taking into consideration the group distinctions stated by CMB's Corporate Governance Principles in Item 2 - Article 5 of communiqué no II-17.1, published in the Official Gazette on 03.01.2014.

The Corporate Governance Compliance Rating Report issued by Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. is based on 106 copies of documents, data and files transmitted by the concerned firm electronically, including data open to the general public and examinations made by our rating experts on site.

Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. has formulated its Ethical Rules according to the Banking Act, the CMB and BRSB Directives on the Operations of Rating Companies, generally accepted ethical rules of the IOSCO and OECD, including generally accepted ethical customs, which are shared with the public through its Internet website (www.kobirate.com.tr).

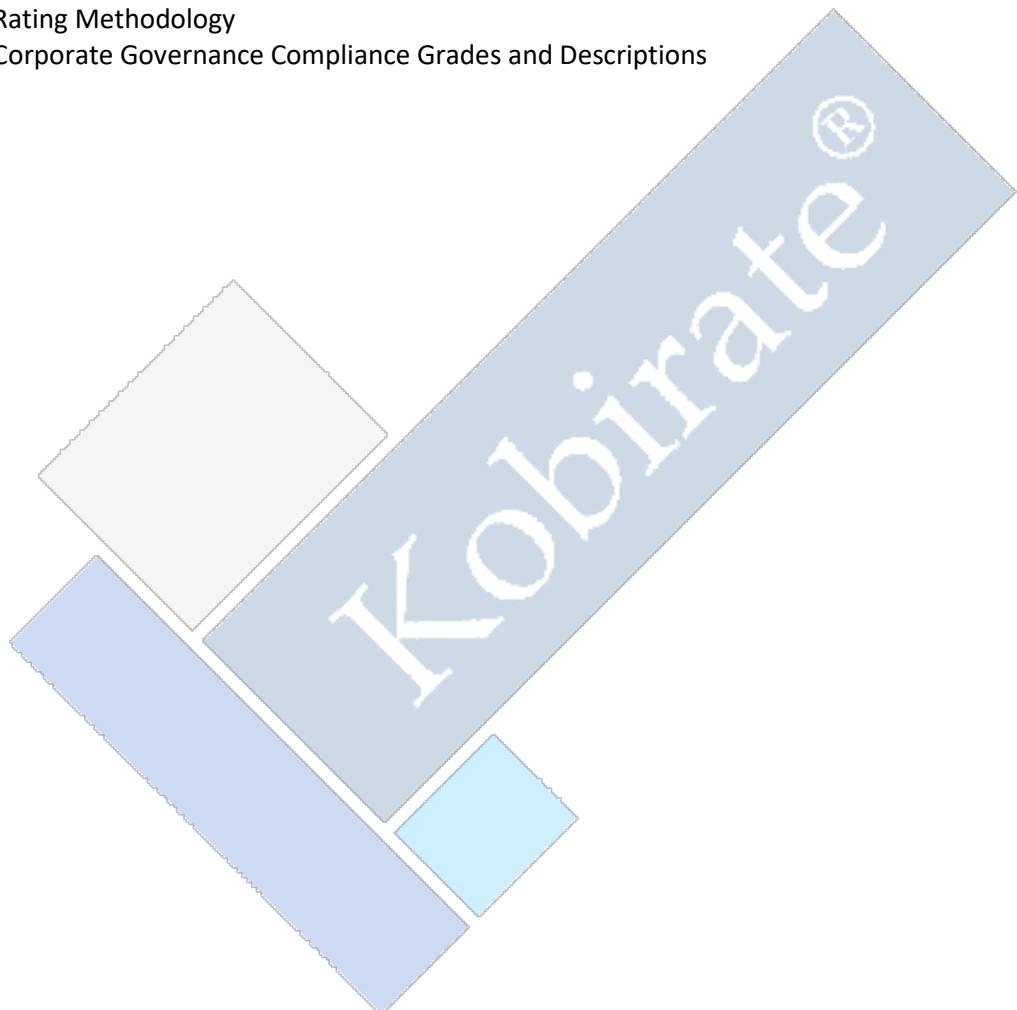
Although rating is an assessment based on numerous data, it is consequently the institutional opinion of Kobirate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş., formed according to the methodology disclosed.

The rating grade does not constitute a recommendation to purchase, to hold or to dispose of any kind of borrowing instrument. KOBİRATE A.Ş. may not be held liable for any losses incurred or investments made to the company referring to this report.

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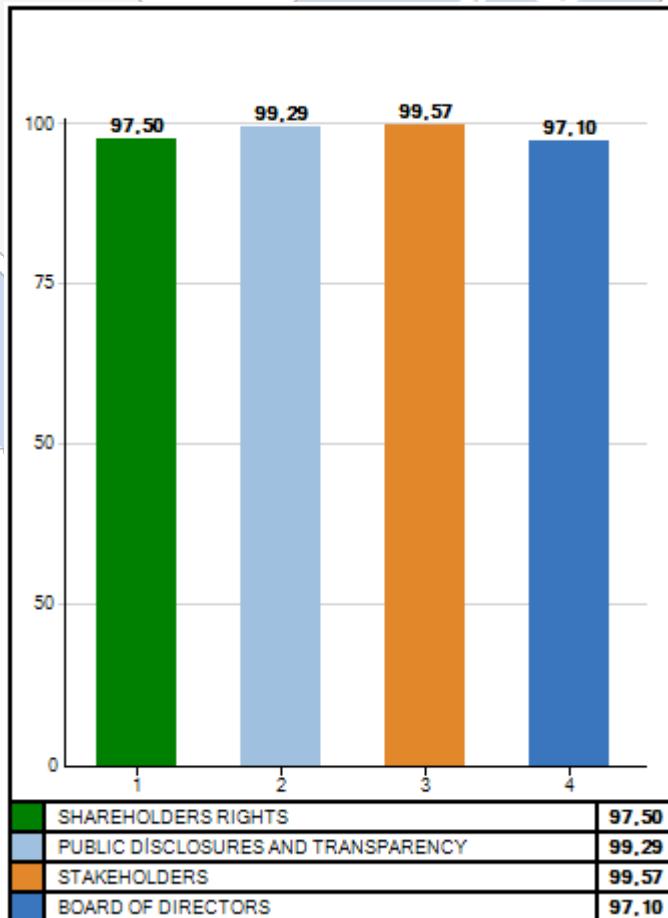
DOĞUŞ OTOMOTİV SERVİS VE TİCARET A.Ş.

1. RATING RESULT

BIST FIRST GROUP COMPANY

CMB CORPORATE GOVERNANCE
PRINCIPLES COMPLIANCE GRADE

9.81





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Can TEKİN

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Nermin Z. UYAR

(License Number: 702999)

2. REVISED RATING SUMMARY

This report of the rating of compliance of Doğuş Otomotiv Servis ve Ticaret A.Ş. with the Corporate Governance Principles is concluded through onsite examinations of the documents and information open to the public, interviews held with executives and persons involved, and other examinations and observations. The study has been held in accordance with the Corporate Governance Compliance Rating Methodology developed by Kobilate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş. In the methodology and rating process, in addition to the Capital Markets Board's Corporate Governance Communiqué No. II-17.1, the Communiqué Amending the "Corporate Governance Communiqué (II-17.1) (II-17.1.a)" published by the Board has been considered in addition to the regulations regarding the voluntary sustainability principles compliance framework and the board decisions taken at the CMB's board meeting dated 01.02.2013 and numbered 4/105.

According to the Capital Markets Board's decision dated 16.01.2025 and numbered 3/76, Doğuş Otomotiv Servis ve Ticaret A.Ş. is listed in the BIST First Group Companies list. The Company has been evaluated through examination of 456 criteria described in Kobilate Uluslararası Kredi Derecelendirme ve Kurumsal Yönetim Hizmetleri A.Ş.'s methodology of "BIST 1st Group Companies". At the end of the examination of criteria under the main headings of Shareholders, Public Disclosure and Transparency, the Stakeholders and the Board of Directors, Corporate Governance Compliance Rating Grade of Doğuş Otomotiv Servis ve Ticaret A.Ş. has been revised to **9.81**.

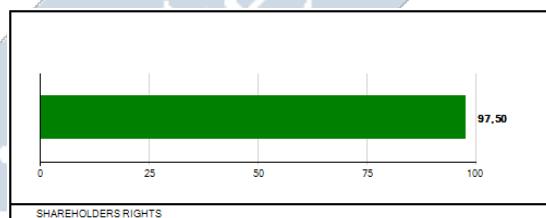
This result shows that the Company has achieved very high compliance with the Corporate Governance Principles issued by the Capital Market Board. Potential risks that the Company may be exposed to are identified and can be managed. The level of public disclosure and transparency is high. The rights of the shareholders and stakeholders are

treated fairly. The structure and working conditions of the board of directors are widely compliant with corporate governance principles.

When the activities of Doğuş Otomotiv Servis ve Ticaret A.Ş. in the last year are examined, it is seen that it continues to improve its compliance with corporate governance principles.

In conclusion, this rating indicates that the Company highly deserves to be included in the BIST Corporate Governance Index.

- In the Shareholders section, the rating of Doğuş Otomotiv has been confirmed as **97.50**.



During the reviewing period, it has been observed that the company continues its activities in the field of informing the shareholders and exercising their fundamental shareholder rights with the same sensitivity and efficiency. It is understood that the harmonious cooperation of the Investor Relations Department with the Corporate Governance Committee is effective in the correct and effective exercise of the rights of the shareholders.

Investor Relations activities are carried out by Mr. Yavuz Arda YILDIZ (Investor Relations Department Manager), reporting to Mr. Kerem TALİH (General Manager of Financial Affairs). Mr. Yavuz Arda YILDIZ has Capital Market Activities Level 3 and Corporate Governance Rating Specialist Licenses. In accordance with CMB Corporate Governance Directive No. II.17-1, Mr. YILDIZ has also been appointed as a member of the Corporate Governance Committee, and it was disclosed

to the public with Material Event Disclosure, dated 08.12.2022.

The "Investor Relations Activities and Investor Relations Strategic Plan" prepared by the Department for the relevant year is submitted for the approval of the Corporate Governance and Sustainability Committee. Additionally, the periodic "Investor Relations Activities Information Presentation," covering all activities throughout the year, is presented to the Committee for evaluation. The "Investor Relations Annual Report", which is prepared quite comprehensively, is shared with the Board of Directors once a year.

In addition, the daily and weekly reports are consolidated and periodically submitted to the Board of Directors by the General Manager of Financial Affairs.

Shareholders' right to obtain information and to examine is not canceled or restricted by the Articles of Association or any department of the Company.

The company carries out its disclosures to the shareholders and the public in accordance with the "Disclosure Policy". The said policy is published on the corporate website of the company.

The General Assembly meeting to discuss the operations of 2024 took place on 27.03.2025. The invitation to the Ordinary General Assembly meeting was published on 28.02.2025 on the Public Disclosure Platform (PDP), in the Central Registry Agency Electronic General Assembly System (e-GKS), and in the Turkish Trade Registry Gazette dated 04.03.2025 and numbered 11284. The meeting invitation was made at least 3 (three) weeks before the meeting date as stipulated by the principles.

In the general assembly Information Document, which is submitted to the shareholders for review along with the meeting invitation, detailed information is given about the distribution of company shares, the voting rights granted by the

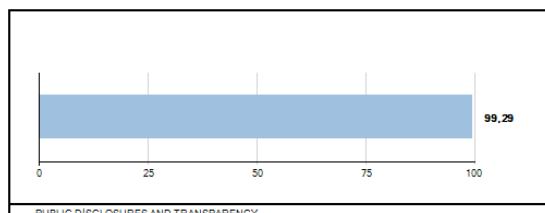
shares and the voting privileges. In addition, whether the shareholders have a request to add an item to the agenda and the information that is required to be announced to the shareholders and the public are also included in the corporate governance principles.

Executives and auditors who are authorized to brief participants on special subjects and answer their questions have attended the general assembly meeting. The meeting was attended by Mr. Emir Ali BİLAĞOĞLU (Chairman of the Board of Directors and CEO), Mr. Gür ÇAĞDAŞ (Vice Chairman of the Board of Directors), Mr. Koray ARIKAN (Member of the Board of Directors), Ms. Özlem DENİZMEN KOCATEPE (Member of the Board of Directors), Ms. Adalet Yasemin AKAD (Independent Board Member), Mr. Kerem TALİH (General Manager of Financial Affairs), Mr. Yavuz Arda YILDIZ (Investor Relations Department Manager) and the Independent Audit Firm Representative.

Net distributable profit for the period 2024 was 12,141,340,470 TL according to the financial statements prepared in accordance with the TPL, and 7,592,264,000 TL according to the consolidated financial statements prepared within the framework of the CMB legislation. The way the profit is used is explained in the "*ii. Dividend Distribution*" section of our report.

The profit distribution proposal of the board of directors and the profit distribution table were published on the Public Disclosure Platform on the same day as the invitation to the general assembly.

- In the Public Disclosure and Transparency section, the company's rating was revised to **99.29**.



The reason for the increase in the grade in this main section is:

The updating of the Inside Information, Actual Circulation Ratio, and Share Transaction Procedure, ensuring their integration with the relevant communiqué of the Board, and the provision of the necessary information to the relevant parties on January 23, 2025.

It has been determined that Doğuş Otomotiv's works on public disclosure and transparency are in compliance with legal regulations and corporate governance principles. Annual reports are rich in content and contain sufficient information about the activities.

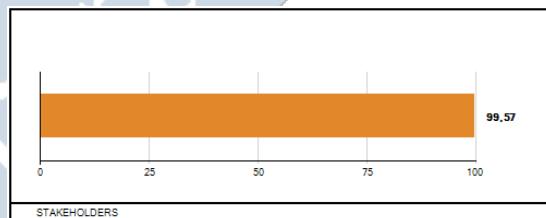
The corporate website (www.dogusotomotiv.com.tr) is updated regularly, and the website is being used as an active and effective platform for disclosure to the public. All information and documents that the public, investors and other interested parties want to access are published on the corporate website of the company for the last five (5) years. It has been observed that this information is consistent with the disclosures made in accordance with the provisions of the relevant legislation and does not contain contradictory and incomplete information. The corporate website is designed as a convenient, easily accessible structure.

The officials in the Company who are charged with disclosures and have the authority for signature are: Mr. Kerem TALİH (General Manager of Financial Affairs), Mr. Engin KAYA (General Accounting Manager), Mr. İbrahim Fuat HASEKİ (Financial Control and Investor Relations Manager) and Mr. Yavuz Arda YILDIZ (Investor Relations Department Manager). The named persons have been assigned to maintain and monitor all kinds of issues related to public disclosure.

The company's independent external audit for 2024 was carried out by PwC Bağımsız

Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. There are no cases where the independent audit avoided expressing an opinion, expressed an opinion with conditions or avoided signature in the reports. During the meeting with the company officials, it was learned that there was no development that would harm the independence of the independent audit firm and its auditors and that there was no legal dispute. The same institution was elected as the independent auditor with the recommendation of the audit committee and the approval of the Board of Directors and general assembly for the independent external audit of the accounts and transactions of the 2025 operating year within the framework of the Capital Markets legislation, the Turkish Commercial Code and the relevant legislation.

- In the Stakeholders section, the company's rating has been revised to **99.57**.



The reasons for the company's rating increase under this section are:

- The company has published its TSRS Compliant Sustainability Report within the deadline,
- It has obtained the TISAX (Trusted Information Security Assessment Exchange) certificate during the review period,
- Various international certifications, primarily the International Internal Auditor Certification (CIA), have been obtained in line with professional development training.

It is concluded that Doğuş Otomotiv protects stakeholders' rights, which are specified in regulations and mutual contracts. The impression is that in case of lack of any regulation, the company respects stakeholders' rights within goodwill rules and the company's reputation. It has been

observed that many internal regulations were prepared to this end.

The Compensation Policy for employees has been prepared and disclosed to the public via the corporate website.

Recruitment, wage, health, leave rights, promotions, appointments, discipline, dismissal, death, resignation and retirement regulations have been established. All these regulations are updated in accordance with the company's principle of change and development. It is thought that these procedures are adhered to in practice, as well. Both during the development of the policies and in practice, we got the impression that equal opportunity is given to individuals under equal conditions.

It has been determined that the Company conducts regular training programs to enhance its employees' knowledge, skills, and experience and that it has prepared training policies.

As of the end of 2024, the number of employees at Doğuş Otomotiv is 839, and as of September 2025, it is 844.

Employees are not involved in any union organization.

In the company, the "Bir'iz Employee Committee," formed with the participation of representatives from different departments, operates as a structure where different ideas and areas for improvement regarding workplace practices are evaluated.

The committee meets at least 4 times a year at regular intervals, and at the beginning of each term, an Employee Representative is elected by the committee. In 2024, the Employee Representative was also elected by majority vote.

The Employee Representative elected by the committee presents the expectations of the employees, as well as suggestions and opinions about company practices, to both

the Executive Board and the Board of Directors at the end of the year.

The company published the "Code of Ethics" in 2012, which clearly sets out the way it does business with all its stakeholders. Doğuş Otomotiv Code of Ethics includes the company's commitments and policies on all ethical issues and is publicly published on the company's corporate website.

Doğuş Otomotiv continues its activities with a sense of responsibility towards its stakeholders and society. In this context, the company launched the "Traffic is Life!" platform in 2004. The "Traffic is Life!" platform carries out awareness-raising activities for different target groups on traffic safety in order to positively change the behavior and habits of individuals from all age groups in traffic and to ensure that the traffic safety phenomenon is incorporated into the daily life of society.

Information about project details and the company's contribution to the social development and welfare of society can be found in the annual reports and on the corporate website.

Sustainability;

- Sustainability Strategy

Doğuş Otomotiv's sustainability strategy is based on a holistic management approach throughout the Company's business model and value chain. The strategy is designed to reduce environmental impacts, increase social benefits, and continuously improve corporate governance standards. This approach is supported by measurable targets and performance indicators in all areas where the company operates.

In 2024, sustainability efforts were carried out under a dual-priority approach to managing the focus areas defined in 2023.

This method enables the strategy to align with stakeholder expectations, manage risks

proactively, and define opportunities more clearly.

The management approach is based on regularly reviewed risk-opportunity analyses, stakeholder engagement mechanisms, and the monitoring of performance indicators. This system, spread throughout the entire organization via the Executive Board, Committees, and the Sustainability Council, ensures that strategic priorities remain current and strengthens the company's capacity to create long-term value.

- *Sustainability Performance*

Doğuş Otomotiv works to create value by tracking environmental, social, and governance performance with measurable indicators, as well as its financial successes.

- The impacts of climate on company operations, such as environmental performance, emission management, energy use, transition to renewable resources, integration of waste into the circular economy, water management, and biodiversity efforts, are being monitored.
- Under the section of "our employees", occupational health and safety, diversity and inclusion, training and development programs, and employee engagement are addressed.
- The sustainable supply chain section focuses on strengthening environmental and social compliance across the impact area through supplier audits and responsible purchasing practices.
- Affiliates and subsidiaries contribute to the implementation of the sustainability strategy across a wide range from financing solutions to technology, real estate to charging infrastructure.
- Under the section of social engagement, the Impact Area Management, the Traffic is Life (Trafik Hayattır) Program, and Volunteer Programs are included.

This structure aims not only to measure sustainability performance but also to make development areas visible and to offer stakeholders a transparent and holistic perspective.

- *Corporate Sustainability Management;*

The Sustainability Council is a governance council that supports the implementation of the sustainability strategy across the company and strengthens coordination among different business units. The purpose of establishing the council is to ensure the ownership of environmental, social, and governance goals at the top management level and throughout the entire organization.

In the council structure, all main departments, subsidiaries, and affiliates are represented. This inclusive structure enables the use of the knowledge and experience of all institutional functions in sustainability efforts.

The council meets at least four times a year to evaluate the implementation status of the sustainability strategy, progress in performance indicators, and field applications requiring inter-departmental coordination. During the meetings, progress reports towards sustainability goals are reviewed, examples of good practices are shared, and improvement actions are determined in areas deemed necessary.

The council's activities are regularly reported to the Corporate Governance and Sustainability Committee. Thus, a two-way flow of information is ensured between the committee and the council, ensuring that strategic decisions are reflected in the field and that operational experiences are considered at the management level.

The inclusion of representatives from all departments supports the integration of the sustainability agenda into the company culture and strengthens a stakeholder-focused and integrated management approach.

Integrated Management Systems

- ISO 9001 Quality Management System
- ISO 14001 Environmental Management System
- ISO 45001 Occupational Health and Safety Management System
- ISO 50001 Energy Management System
- ISO 27001 Information Security Management System

Doğuş Otomotiv received the TISAX (Trusted Information Security Assessment Exchange) certificate at the end of 2024. Thus, information security in the automotive sector has been approved according to VDA (German Association of the Automotive Industry) standards.

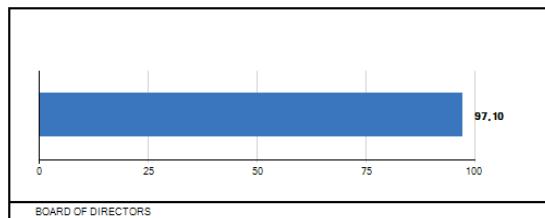
"PwC Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş." has been selected as the independent auditing firm to conduct the assurance audits for the sustainability reports for 2024 and 2025, which will be prepared in accordance with the Turkish Sustainability Reporting Standards published by the Public Oversight, Accounting and Auditing Standards Authority and this selection was approved by the shareholders at the Ordinary General Meeting, where the 2024 activities were discussed.

Doğuş Otomotiv has been included in the "BIST Sustainability Index" since 2015, with its sustainability policies and practices in this field.

The company is also included in the BIST Sustainability 25 Index, which comprises large, liquid companies with high sustainability performance, published since 21.11.2022.

Doğuş Otomotiv's Sustainability Policies and comprehensive reports are available on the corporate website, as well.

- In the Board of Directors section, Doğuş Otomotiv's rating was confirmed as **97.10**.



In the interviews with the relevant officials and the examinations of some selected board decisions, it was determined that the board continues its work actively, effectively and regularly. It has been observed that the Board of Directors internalizes the corporate governance principles, adopts an open approach to improvement and development, and displays a proactive attitude.

The Board of Directors has described the corporate strategic objectives and determined the necessary human and financial resources. The Board of Directors of the Company consists of a total of 6 (six) persons, including 1 (one) chairman and 5 (five) members. The requirement of having at least 5 (five) members to form the Board has been met, and the number of Board Members is found sufficient to serve effectively and constructively and to form and efficiently organize the activities of committees.

The duties of chairman of the board of directors and chairman of the executive board/general manager are carried out by the same person. The reason for this preference is disclosed on the Public Disclosure Platform.

The Board of Directors is composed of 5 (five) non-executive members, and 1 (one) executive member. 2 (two) members are independent members who satisfy the independence criteria laid down by the Corporate Governance Principles.

There is 1 (one) female member serving on the Board of Directors, which does not align with the CMB's criterion of "not less than 25%" for the ratio of female members on the board. However, the "Female Board

"Member" clause in the "Board Member Selection Criteria" established by the Board of Directors' decision numbered 2016-69 is still in effect.

The Audit Committee, the Corporate Governance and Sustainability Committee, the Remuneration and Nomination Committee and the Early Detection of Risk Committee have been established in order for the Board of Directors to fulfill its duties and responsibilities.

The duties, working principles and the members of the committees have been determined by the Board of Directors, approved as written documents, announced to the public and published on the corporate website of the company. The formation of the committees complies with the criteria listed in the corporate governance principles. The company's general manager/chief executive officer has not been appointed within the committee structures.

The duties, working principles and the members of the committees have been determined by the Board of Directors, approved as written documents, announced to the public and published on the corporate website of the company. When the method followed before the general assembly regarding the independent members of the board of directors is examined, it is understood that:

- The Remuneration and Nomination Committee prepared an evaluation report regarding the independence of the candidate for the election of independent members and submitted it to the board of directors.
- The board of directors elected independent members within the framework of the report of the remuneration and nomination committee,
- The report prepared regarding the determined candidate is sent to the Capital Markets Board together with the candidate's resume, declarations of independence and the resolutions of the board of directors.

The Board of Directors convened 12 (twelve) times in 2024 and as of November 2025. There is 1 (one) more meeting planned for December 2025. The secretariat of the board of directors is carried out by Ms. Filiz AKAY.

The Audit Committee held 8 (eight) meetings in 2024 and by the end of November 2025. The Committee has reported to the Board of Directors 4 (four) times in 2024 and 3 (three) times by the end of November 2025 regarding its activities. The secretarial function of the Committee is carried out by Mr. Cüneyt TANRIVERDİ (Internal Audit Manager).

The Corporate Governance and Sustainability Committee met 4 (four) times in 2024 and 3 (three) times as of the end of October 2025. The committee has 1 (one) more meeting planned for 2025. The committee submitted a report on its work to the board of directors once in 2024 and as of the end of October 2025. The secretarial function of the Committee is carried out by Mr. Yavuz Arda YILDIZ (Investor Relations Department Manager).

The Early Detection of Risk Committee convened 4 (four) times in 2024 and 3 (three) times as of October 2025. There is 1 (one) more meeting planned until the end of 2025. The committee reported on its work 12 (twelve) times in 2024 and 9 (nine) times as of October 2025. The secretarial function of the Committee is carried out by Mr. İbrahim Fuat HASEKİ (Financial Control and Investor Relations Manager).

The Remuneration and Nomination Committee met 3 (three) times in 2024 and 2 (two) times as of October 2025. The committee has 1 (one) more meeting planned for December 2025. The secretarial function of the Committee is carried out by Mr. Y. Cihan BİCİOĞLU (Director of Human Resources and Process Management).

In the examinations made on the documents, it was observed that the meeting records of both the Board and the Committees were kept regularly.

Remuneration Principles for the Members of the Board of Directors and Senior Executives have been determined and disclosed to the public on the Company's corporate website.

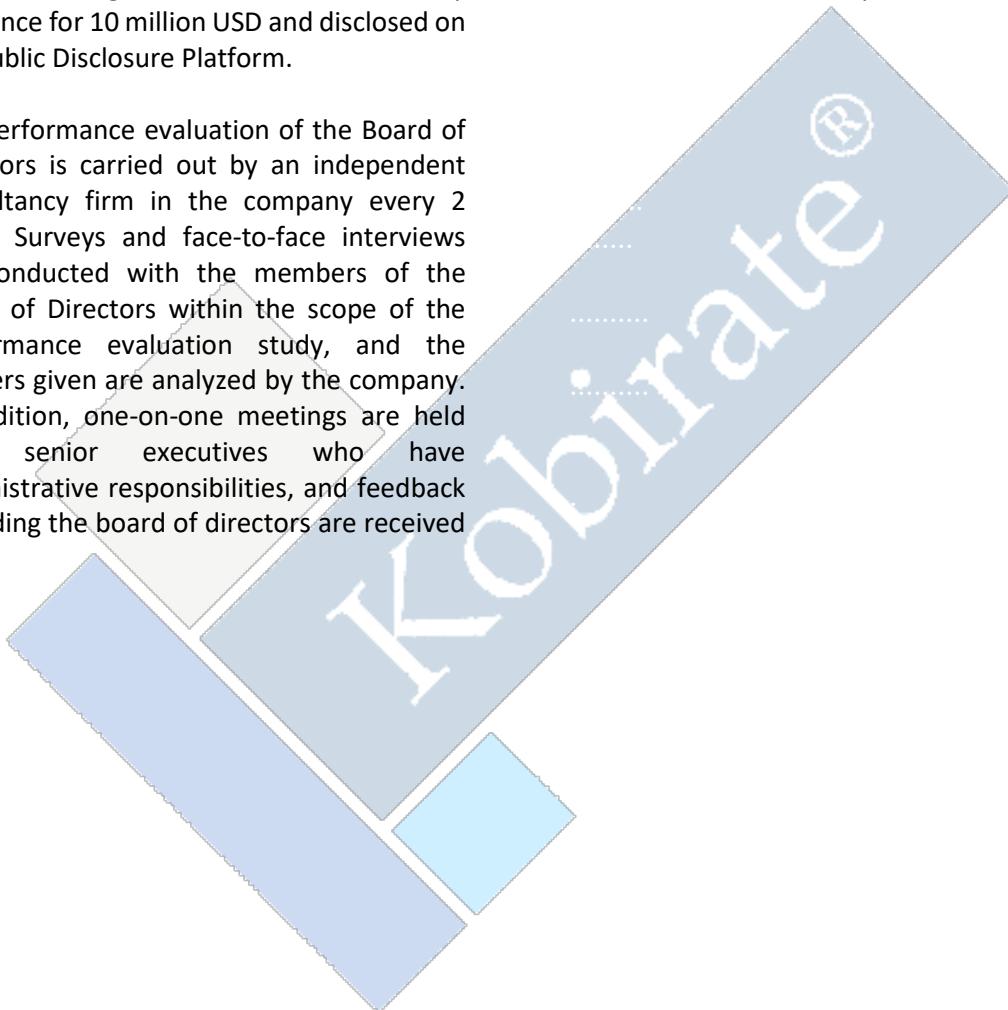
Fees and benefits given to the board of directors and directors with administrative responsibilities are not disclosed on an individual basis.

The damages to be caused to the company by the faults of the members of the board of directors during their duties are covered by insurance for 10 million USD and disclosed on the Public Disclosure Platform.

The performance evaluation of the Board of Directors is carried out by an independent consultancy firm in the company every 2 years. Surveys and face-to-face interviews are conducted with the members of the Board of Directors within the scope of the performance evaluation study, and the answers given are analyzed by the company. In addition, one-on-one meetings are held with senior executives who have administrative responsibilities, and feedback regarding the board of directors are received

and evaluated. The performance evaluation study was completed at the beginning of 2024, and the results of the study were presented by the company consultant at the Remuneration and Nomination Committee meeting held on 20.05.2024, and the committee's opinions were received. At the board of directors meeting dated 23.05.2024, the outputs of the study were conveyed and evaluated by the board of directors.

However, there is no practice of rewarding or dismissing the members of the board of directors based on their performance.



3. COMPANY PROFILE AND CHANGES OVER THE LAST YEAR

A. Company Profile:



Company Name

: DOĞUŞ OTOMOTİV SERVİS VE TİCARET A.Ş

Company Address

: Legal Head Quarter

Maslak Mahallesi, Ahi Evran Caddesi (Doğuş Center
Maslak), No:4, İç Kapı No:3, 34485 Sarıyer/İstanbul

Administrative Center

Şekerpınar Mahallesi Anadolu Caddesi No: 45 D, 41490
Çayırova / Kocaeli

Company Phone

: 0(262) 676 9090

Company Fax Number

: 0(262) 676 7665

Company's Web Address

: www.dogusotomotiv.com.tr

E-mail Address

: yatirimciiliskileri@dogusotomotiv.com.tr

Date of Incorporation

: 19/11/1999

Registered Number

: 429183

Paid-in Capital

: 220,000,000 - TL

Company's Field of Activity

: Automotive and spare parts import, sales-marketing
and service providing

Sector in which it operates

: Wholesale and Retail Trade/Wholesale Trade

Company's Representative in Charge of Rating

Yavuz Arda YILDIZ

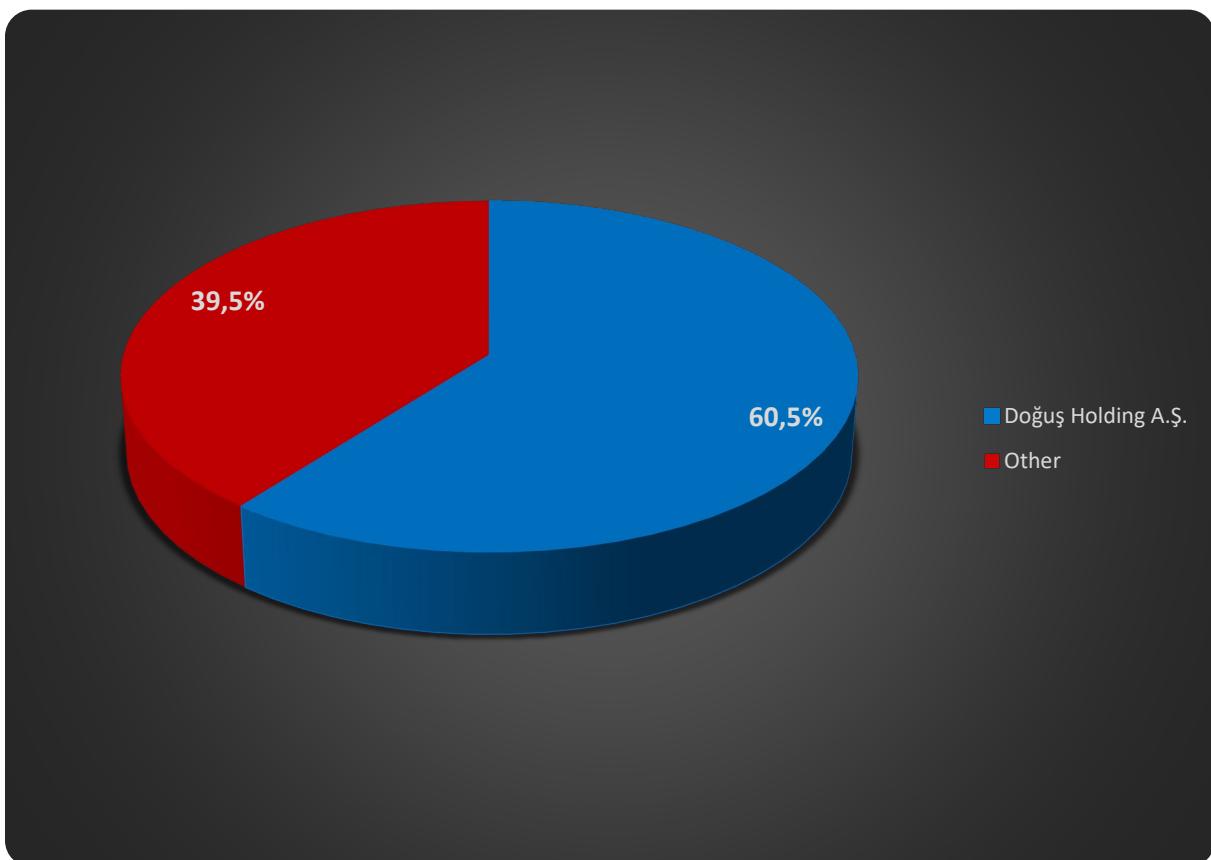
Investor Relations Department Manager

yatirimciiliskileri@dogusotomotiv.com.tr

0(262) 676 9058

0(262) 676 9059

Shareholder Structure (as of date of this report)



Shareholder Name	Share (TL)	%
Doğu Holding A.Ş	133,099,708	60.5
Other	86,900,292	39.5
Total	220,000,000	100

Source: www.kap.org.tr

Real Person Final Controlling Shareholders (as of report date)

Shareholder Name	Share(TL)	Share(%)
Şahenk Family (Effective indirect shares come from Doğu Holding)	130,570,809	59.35
Other	89,429,191	40.65

Source: www.kap.org.tr

Board of Directors

Name/ Surname	Title	Executive/ Non - Executive
Emir Ali BİLAOĞLU	Chairman	Executive
Gür ÇAĞDAŞ	Deputy Chairman	Non - Executive
Koray ARIKAN	Member of Board of Directors	Non - Executive
Özlem DENİZMEN KOCATEPE	Member of Board of Directors	Non - Executive
Adnan MEMİŞ	Independent Member of Board of Directors	Non - Executive
Osman Cem YURTBAY	Independent Member of Board of Directors	Non - Executive

Source: www.kap.org.tr

Company Executive Board

Name/ Surname	Title
Emir Ali BİLAOĞLU	Chairman of the Board of Directors & Chief Executive Officer
Kerem TALİH	Financial Affairs General Manager, Doğuş Şarj Sistemleri Pazarlama ve Ticaret A.Ş. Deputy Chairman
Koray BEBEKOĞLU	Digital Transformation and Corporate Communication General Manager
Giovanni Gino BOTTARO	VW Passenger Car Brand General Manager, Doğuş Şarj Sistemleri Pazarlama ve Tic. A.Ş. Chairman
Anıl GÜRSOY	Seat-Cupra-Porsche, DOD Brand General Manager
Kerem Galip GÜVEN	Audi, Bentley, Lamborghini Brand General Manager
Mustafa KARABAYIR	Spare Parts & Logistics Services General Manager
Tolga SENYÜCEL	VW Commercial Vehicles, Scania, DOD Heavy Vehicles, Thermo King, Meiller, Wielton Brands, and Gebze and Tuzla Retail Locations General Manager
Mustafa Murat ULUER	Doğuş Marine Services Director
Yalçın Cihan BİCİOĞLU	Director of Human Resources and Process Management

Source: www.kap.org.tr

Committees Formed Within Board of Directors

Audit Committee

Name Surname	Title	Duty
Adnan MEMİŞ	Independent Member of Board of Directors	Chairman Of The Committee
Osman Cem YURTBAY	Independent Member of Board of Directors	Committee Member

Corporate Governance and Sustainability Committee

Name Surname	Title	Duty
Osman Cem YURTBAY	Independent Member of Board of Directors	Chairman Of The Committee
Gür ÇAĞDAŞ	Deputy Chairman	Committee Member
Koray ARIKAN	Member of Board of Directors	Committee Member
Hasan Hüsnü GÜZELÖZ ⁽¹⁾	Advisor to the Board of Directors	Committee Member
Yavuz Arda YILDIZ	Investor Relations Department Manager	Committee Member

Source: www.kap.gov.tr

⁽¹⁾ Hasan Hüsnü Güzelöz resigned from his duties in the company with the decision of the board of directors dated 28.04.2017 and numbered 2017/25, and works as a consultant only on the committees.

Early Detection of Risk Committee

Name Surname	Title	Duty
Adnan MEMİŞ	Independent Member of Board of Directors	Chairman Of The Committee
Gür ÇAĞDAŞ	Deputy Chairman	Committee Member
Koray ARIKAN	Member of Board of Directors	Committee Member
Hasan Hüsnü GÜZELÖZ ⁽²⁾	Advisor to the Board of Directors	Committee Member

⁽²⁾See: Footnote:1

Remuneration and Nomination Committee

Name Surname	Title	Duty
Osman Cem YURTBAY	Independent Member of Board of Directors	The Chairman Of The Committee
Özlem DENİZMEN KOCATEPE	Member of Board of Directors	Committee Member

Consolidated balance sheet data of the company for selected items for three-year ends and the last nine-month periods (*)

	2022/12(**) (Thousand TL)	2023/12 (Thousand TL)	2024/12 (Thousand TL)	2025/09 (Thousand TL)
Current Assets	13,297,377	33,214,459	42,602,992	64,698,080
Trade Receivables	3,331,831	12,879,339	15,853,414	13,942,889
Inventories	4,270,103	10,649,598	15,410,234	41,234,648
Fixed Assets	7,367,803	34,652,405	49,606,302	62,228,628
Total Assets	20,665,180	67,866,864	92,209,294	126,926,708
Short-Term Liabilities	8,345,575	18,448,237	26,975,340	46,869,543
Long-Term Liabilities	613,079	7,573,037	9,495,438	11,973,121
Paid-in Capital	220,000	220,000	220,000	220,000
Equity	11,706,526	41,845,590	55,738,516	68,084,044

Source: Doğuş Otomotiv Servis ve Ticaret A.Ş. Financial statements and independent auditor reports for the year-ends of 31.12.2022, 31.12.2023, 31.12.2024, and the third quarter period of 30.09.2025

Consolidated income statement data of the company for some items for the three-year ends and the last nine-month periods (*)

	2022/12 (**) (Thousand TL)	2023/12 (Thousand TL)	2024/12 (Thousand TL)	2025/09 (Thousand TL)
Revenue	46,781,376	149,244,881	188,374,522	170,860,096
Cost of Sales	(36,255,256)	(117,114,933)	(158,142,027)	(148,133,545)
Operational Profit / Loss	7,924,779	26,630,904	16,243,661	10,746,435
Profit/Loss Before Tax	8,520,959	25,880,233	12,698,395	7,266,090
Profit/Loss for the Period	7,848,073	19,762,150	7,642,990	5,050,175
Earnings/Loss Per Share	39.4136	95.5941	34.6975	22.9641

Source: Doğuş Otomotiv Servis ve Ticaret A.Ş. Financial statements and independent auditor reports for the year-ends of 31.12.2022, 31.12.2023, 31.12.2024, and the third quarter period of 30.09.2025

(*) Pursuant to the decision of the Capital Markets Board (CMB) dated December 28, 2023, and numbered 81/1820, issuers and capital market institutions subject to financial reporting regulations implementing the Turkish Accounting/Financial Reporting Standards are required to apply inflation accounting in accordance with the provisions of TAS 29, starting with their annual financial reports for the fiscal periods ending as of December 31, 2023. The consolidated financial statements are presented in Turkish Lira (TRY), which is the functional currency of Doğuş Otomotiv. The financial statements of entities with TRY as their functional currency are adjusted in accordance with TAS 29, based on changes in the general purchasing power of the Turkish Lira starting from December 31, 2023. The adjustment is calculated using consumer price index adjustment coefficients published by the Turkish Statistical Institute ("TurkStat"), derived from nationwide data. In accordance with the relevant decision, the above financial statements are presented based on the purchasing power at the end of the relevant fiscal period.

(**) The 2022 year-end data is presented according to data excluding inflation accounting.

Subsidiaries, Financial Fixed Assets and Financial Investments

Trade name	Line of Business	Paid in/Issued Capital	Company's Share in Capital	Currency	Company's Share in Capital (%)	The Nature of the Relationship with the Company
Doğuş Oto Pazarlama Ve Ticaret A.Ş.	Auto Trading and After-Sales Services	45,000,000	43,288,272	TRY	96.2	SUBSIDIARY
Doğuş Gayrimenkul Yatırım Ortaklıği A.Ş.	Operating a portfolio consisting of real estate projects and real estate-based assets and rights	332,007,786	313,535,544.667	TRY	94.4362	SUBSIDIARY
Doğuş Şarj Sistemleri Pazarlama ve Ticaret AŞ	Charging Management	100,000,000	100,000,000	TRY	100	SUBSIDIARY
Doğuş Bilgi İşlem ve Teknoloji Hizmetleri A.Ş.	Information Technology Infrastructure and Software	272,523,192	59,290,276	TRY	21.756	AFFILIATE
Doğuş Sigorta Aracılık Hizmetleri A.Ş.	Insurance Brokerage Services	1,265,000	531,232	TRY	41.99	AFFILIATE
Vdf Servis ve Ticaret A.Ş.	Automotive Products and Services	606,465,344	295,887,281	TRY	48.79	AFFILIATE
Yüce Auto Motorlu Araçlar Ticaret A.Ş.	Skoda Turkey Distributor	250,000,000	124,999,964.29	TRY	50	AFFILIATE
Tüvturk Güney Taşıt Muayene İstasyonları Yapım İşletim A.Ş.	Vehicle Inspection Stations	291,246,000	96,115,000	TRY	33	BUSINESS PARTNERSHIP
Tüvturk Kuzey Taşıt Muayene İstasyonları Yapım İşletim A.Ş.	Vehicle Inspection Stations	510,150,000	168,300,000	TRY	33	BUSINESS PARTNERSHIP
Doğuş Holding A.Ş	Holding Company	862,837,305	31,575,087	TRY	3,66	FINANCIAL ASSETS

Source: www.kap.org.tr

The Market where the Capital Market Instrument is Traded and the Indexes in which the Company is Included

BIST Code

: DOAS

Market where the Capital Market Instrument is Traded

: BIST STAR

Indices in which it is included

: BIST SUSTAINABILITY 25 / BIST W.

AND RETAIL TRADE / BIST CORPORATE GOVERNANCE / BIST 100 / BIST ISTANBUL / BIST DIVIDEND / BIST STARS / BIST ALL SHARES / BIST SUSTAINABILITY / BIST SERVICES / BIST 100-30 / BIST 50 / BIST 500 / BIST DIVIDEND 25

***The Peak and Bottom Closing Values of the Company Stock
in the BIST in the Last One Year Period (05.12.2024-05.12.2025)***

Bottom (TL)	Peak (TL)
150.33 (26.02.2025)	214.74 (18.03.2025)

Source: Doğu Otomotiv Servis ve Ticaret A.Ş.

B. Changes in the Company in the Last Year:

i. Changes in Capital and Articles of Association

There were no changes in the company's capital and articles of association during the review period.

ii. Profit Distribution:

- The decision of the Board of Directors of the Company, dated 28.03.2025 and numbered 2025/15, regarding the distribution of the net period profit obtained as a result of 2024 activities is as follows;

"Our Company, as a result of its operations for the 2024 fiscal year, generated a net profit after tax of 12,141,340,470 TL according to the financial statements prepared in accordance with the Tax Procedure Law, and 7,592,264,000 TL according to the consolidated financial statements prepared in accordance with Capital Markets Board regulations and audited and certified by an independent auditor. Based on the net profit for the fiscal year, together with an additional amount taken from the retained earnings shown in the balance sheet, and in accordance with the provisions of the TCC, CMB regulations, the articles of association, the profit distribution policy, the long term strategy, as well as the investment and financing policies, profitability and cash position of the Company, the profit shall be distributed as set out in the profit distribution table, and accordingly:

1. It has been unanimously resolved to set the total cash dividend at 8,200,000,000 TL and to distribute the remaining 6,000,000,000 TL in cash after deducting the dividend advance of 2,200,000,000 TL paid in 2024.
2. The Board of Directors is authorized to determine the dividend payment date and to submit the proposal to the General Assembly for approval."

Summary of the 2024 Profit Distribution Table:

Profit Distribution Table for the Period - TL	According to CMB	According to Legal Records
Net Profit for the Period (After Tax)	7,592,264,000	12,141,340,470
Accumulated Losses from Previous Years	-	-
General Legal Reserve Fund	818,900,000	
Advance of Dividends Distributed During the Year	2,200,000,000	
Dividends Expected to be Distributed This Period	6,000,000,000	
Total Cash Dividends to Shareholders	8,200,000,000	
Extraordinary Reserves	-	3,122,440,470
Other Sources Proposed to Be Distributed (Previous Years' Profits)	1,426,636,000	-

The proposal of the board of directors on profit distribution was discussed and approved as the 6th item of the agenda at the ordinary general assembly meeting held on 27.03.2025.

iii. Policies:

During the reviewing period, no changes were made to the company's Disclosure Policy, Dividend Distribution Policy, Donation and Aid Policy, Remuneration Policy, or Compensation Policy.

All current policies are published on the corporate website of the company.

iv. Management and Organization:

- At the Ordinary General Assembly held on 27.03.2025, the independent board member Mr. Adnan MEMİŞ was re-elected. The independent board member, Ms. Adalet Yasemin Akad, resigned upon the expiration of the term of office, and Mr. Osman Cem Yurtbay was elected in replacement.

- Having been appointed as Acting Director of Human Resources and Process Management as of 01 July 2024, Mr. Yalçın Cihan Bicioğlu was formally appointed to this position on 02 January 2025.

There are no other changes in the board of directors and senior management during the review period.

The change in the organizational structure, however, is outlined below;

- As stated in the company's Material Disclosure dated November 14, 2023, "A distributorship agreement was signed between Wielton S.A. and our company, outlining the principles for our company to carry out sales and service operations for 'Wielton' brand 'semi-trailer products' in Turkey." In line with this agreement, the Wielton Brand General Directorate was established on 01.01.2024. As of October 2025, the Meiller & Wielton brands have been merged.

v. Changes in Group Companies, Subsidiaries and Affiliates:

During the reviewing period, there were no changes in Group Companies, Affiliates, or Subsidiaries.

4. RATING METHODOLOGY

The Corporate Governance Compliance Rating is a system that audits whether or not the firm's management structures and management styles, the arrangements for shareholders and stakeholders and the process of informing in transparency and accuracy are performed in accordance with the modern corporate governance principles and which assigns a grade corresponding to the existing situation.

Organization for Economic Co-operation and Development (OECD) established a working group in 1998 in order to assess member countries' opinions on corporate governance and to prepare some non-binding principles.

The fact that principles are open to change over time was also accepted in this work. Although at first these principles were focused on the companies whose shares were quoted on the stock exchange, it was emphasized by OECD that it would also be useful to implement these principles in public enterprises and companies whose shares were not quoted on the stock exchange.

In 1999, OECD Corporate Governance Principles were approved at the OECD Meeting of Ministers and published. Since then, these principles have been regarded as international references for the decision-makers, investors, shareholders, companies and stakeholders throughout the world.

Since their approval, these principles have kept the concept of corporate governance on the agenda and have become guidelines for the laws and regulations in OECD members, as well as other countries.

In OECD Corporate Governance Principles, corporate governance is based on four basic principles, which are fairness, transparency, accountability and responsibility.

Turkey has been closely monitoring these developments. A working group established within TUSIAD in 2001 prepared the guide

titled "Corporate Governance: The best implementation code". Then, CMB issued "Capital Market Board Corporate Governance Principles" in 2003 and updated it in 2005, 2010, 2012, 2013 and 2014 according to international developments in this field.

Obligation to comply with CMB's Corporate Governance Principles, based on the principle of "comply or explain", and to declare that it became part of companies' lives in 2004. Putting the Declaration of Compliance to Corporate Governance in the annual reports became obligatory the following year.

The principles are grouped under four main headings, namely: the Shareholders, Public Disclosure and Transparency, Stakeholders and the Board of Directors.

The Corporate Governance Compliance Rating Methodology has been prepared by KOBİRATE A.Ş. for companies whose shares are traded on BIST, banks, investment partnerships and non-quoted companies.

It has been prepared by taking into account the criteria specified in the Corporate Governance Communiqué of the CMB, numbered II-17.1, published in the Official Gazette dated 03 January 2014 and numbered 28871, as well as the decisions taken at the CMB's board meeting dated 01.02.2013 and numbered 4/105.

In this analysis, the full compliance of workflow and analysis technique with KOBİRATE A.Ş.'s Ethical Rules is considered.

456 criteria are used in the rating process for BIST 1st Group Companies in order to measure the compliance of firms with corporate governance principles. These criteria are transformed into "Corporate Governance Rating Question Sets" through KOBİRATE A.Ş.'s software.

The weighting scheme for the four main sections in the new Corporate Governance

Compliance Rating, determined by CMB's memorandum dated 12.04.2013 and numbered 36231672-410.99 (KBRT)-267/3854, is applied completely by Kobirate A.Ş. The weightings are as follows:

Shareholders 25 %

Public Disclosure and Transparency 25 %

Stakeholders 15 %

Board of Directors 35 %

CMB decision dated 01.02.2013 and numbered 4/105 states that in case the minimum requirements of corporate governance principles are met, 85 % of full points can be given at most for that principle and it is required to add new questions/methods into the methodology in order to ensure that good corporate governance principles, which go beyond meeting the minimum requirements are included in the rating grade. Our company has been informed about this requirement by CMB notification dated 19.07.2013 and numbered 36231672-410.99 (KBRT) 452.

In the 2014/2 revised corporate governance compliance rating methodology, created by our company, the grade that can be given to a related criterion in that subsection for meeting minimum requirements of corporate governance principles, stated by the CMB Communiqué of Corporate Governance published on 03.01.2014, is restricted to 85 % of the full points. A rating is made with a system that completes the section grades up to 100 based on the company's compliance and implementation of the corporate governance practices, which include the good implementation and internalization of the criteria determined in the corporate governance principles, and the different good corporate governance practice criteria determined by our company.

The grade to be assigned by the Corporate Governance Rating Committee to the firm ranges between 0 and 10. In this scale of grade, "10" points mean excellent, full compliance with CMB's Corporate Governance Principles, while grade "0" means that there is no

compliance with CMB's Corporate Governance Principles, in any sense, in the existing weak structure.

5. KOBİRATE ULUSLARARASI KREDİ DERECELENDİRME VE KURUMSAL YÖNETİM HİZMETLERİ A. Ş.
CORPORATE GOVERNANCE RATING GRADES AND DESCRIPTIONS

GRADE	DEFINITIONS
9-10	The Company achieved substantial compliance with the Corporate Governance Principles issued by the Capital Market Board. Internal control systems are established and operational. Any risks to which the Company might be exposed are recognized and controlled effectively. The rights of the shareholders are impartially taken care of. The level of public disclosure and transparency is high. The interests of the stakeholders are fairly considered. The structure and the working conditions of the Board of Directors are in full compliance with the Corporate Governance Principles. The Company is eligible for inclusion in the BIST corporate governance index.
7-8.9	The Company complied considerably with the Corporate Governance Principles issued by the Capital Market Board. Internal control systems are in place and operational, although some improvements are required. Potential risks, to which the Company may be exposed, are identified and can be managed. The rights of the shareholders are impartially taken care of. Public Disclosure and transparency are at high levels. The interests of the stakeholders are fairly considered. Composition and operational conditions of the Board comply with the Corporate Governance Principles. Some improvements are needed in compliance with the Corporate Governance Principles, even though they do not constitute serious risks. The company is eligible for inclusion in the BIST Corporate Governance Index.
6-6.9	The Company has moderately complied with the Corporate Governance Principles issued by the Capital Market Board. Internal Control systems at a moderate level have been established and operated; however, improvement is required. Potential risks that the Company may be exposed to are identified and can be managed. The interests of the shareholders are taken care of, although improvement is needed. Although public disclosure and transparency are taken care of, there is a need for improvement. The benefits of the stakeholders are taken care of, but improvement is needed. Some improvement is required in the structure and working conditions of the Board.

GRADE	DEFINITIONS
4-5.9	<p>The Company has minimal compliance with the Corporate Governance Principles issued by the Capital Market Board. Internal control systems are in place at a minimum level, but are not fully efficient. Potential risks that the company is exposed to are not properly identified and are not under control. Substantial improvements are required to comply with the Corporate Governance Principles in terms of the benefits of both the shareholders and stakeholders, public disclosure, transparency, and the structure and working conditions of the Board. Under the current conditions, the Company is not eligible to be listed in the BIST Corporate Governance Index.</p>
< 4	<p>The Company has failed to comply with the Corporate Governance Principles issued by the Capital Market Board. It also failed to establish its internal control systems. Potential risks that the company might be exposed to are not identified and cannot be managed. The company is not responsive to the Corporate Governance Principles at all levels. There are major weaknesses in the interest of the shareholders and the stakeholders, public disclosure, transparency, structure and working conditions of the Board, and they are at a level that might cause the investor to incur material losses.</p>

