

DOĞUŞ OTOMOTİV SERVİS VE TİCARET A.Ş. Corporate Governance Information Form 2020 - Annual Notification

Summary

Corporate Governance Information Form

1. SHAREHOLDERS

Related Companies

Related Funds

1. SHAREHOLDERS	
1.1. Facilitating the Exercise of Shareholders Rights	
The number of investor meetings (conference, seminar/etc.) organised by the company during the year	Overall, meetings were held with 373 investment firms by video and conference calls, including six one-to-one, 15 group and more than 350 investor meetings in 2020. During the reporting period, four conference calls/webinars were organized with wide participation to inform the analysts about our quarterly financials.
1.2. Right to Obtain and Examine Information	
The number of special audit request(s)	There were no requests for the appointment of a private auditor during the reporting period.
The number of special audit requests that were accepted at the General Shareholders' Meeting	None.
1.3. General Assembly	
Link to the PDP announcement that demonstrates the information requested by Principle 1.3.1. (a-d)	https://www.kap.org.tr/tr/Bildirim/823080
Whether the company provides materials for the General Shareholders' Meeting in English and Turkish at the same time	Simultaneously, documents are also shared in English on our website. http://www.dogusotomotiv.com.tr/en/investor-relations/investor-relations/general-assembly/related-documents-of-general-assembly
The links to the PDP announcements associated with the transactions that are not approved by the majority of independent directors or by unanimous votes of present board members in the context of Principle 1.3.9	This has not happened.
The links to the PDP announcements associated with related party transactions in the context of Article 9 of the Communique on Corporate Governance (II-17.1)	The information regarding "Transaction with Related Parties" was given in the notes to the consolidated financial statements shared in PDP under https://www.kap.org.tr/tr/Bildirim/823074 address and in the Genel Assembly documents shared in PDP under https://www.kap.org.tr/tr/Bildirim/833230 address.
	The information regarding "Transaction with Related Parties" was given in the notes to the consolidated financial statements shared in PDP under https://www.kap.org.tr/tr/Bildirim/823074 address and in the Genel Assembly

The links to the PDP announcements associated with common and continuous transactions in the context of Article 10 of the Communique on Corporate Governance (II-17.1)	documents shared in PDP under https://www.kap.org.tr/tr/Bildirim/833230 address.
The name of the section on the corporate website that demonstrates the donation policy of the company	The information is accessible from http://www.dogusotomotiv.com.tr/en/investor-relations/investor-relations/corporate-governance/policies/grant-and-aid address in our company website.
The relevant link to the PDP with minute of the General Shareholders' Meeting where the donation policy has been approved	https://www.kap.org.tr/tr/Bildirim/833230
The number of the provisions of the articles of association that discuss the participation of stakeholders to the General Shareholders' Meeting	The information is provided in "Article 16 - General Meeting of Shareholders subsection (a) of the Articles of Association. (Articles of Association is accessible from https://www.dogusotomotiv.com.tr/newdogusotomotiv_files/201610259365373_DOAS_ARTICLES_OF_ASSOCIATION_201405.pdf address.)
Identified stakeholder groups that participated in the General Shareholders' Meeting, if any	At the Ordinary General Assembly, out of the total 220,000,000 shares- corresponding to a total share capital of TL 220,000,000 - 18,573 shares were represented in person and 175,375,382 by proxy, totaling 175,393,955 shares.
1.4. Voting Rights	
Whether the shares of the company have differential voting rights	Hayır (No)
In case that there are voting privileges, indicate the owner and percentage of the voting majority of shares.	There are no privileged shares.
The percentage of ownership of the largest shareholder	% 75,27
1.5. Minority Rights	
Whether the scope of minority rights enlarged (in terms of content or the ratio) in the articles of the association	Hayır (No)
If yes, specify the relevant provision of the articles of association.	-
1.6. Dividend Right	
The name of the section on the corporate website that describes the dividend distribution policy	http://www.dogusotomotiv.com.tr/en/investor-relations/investor-relations/corporate-governance/policies/dividend-distribution
Minutes of the relevant agenda item in case the board of directors proposed to the general assembly not to distribute dividends, the reason for such proposal and information as to use of the dividend.	It was decided not to distribute dividends at the General Assembly regarding the 2019 operating year on 30.03.2020. You can access to the relevant text from https://www.kap.org.tr/tr/Bildirim/833230 KAP declaration or https://www.dogusotomotiv.com.tr/en/investor-relations/investor-relations/general-assembly/related-documents-of-general-assembly .

PDP link to the related general shareholder meeting minutes in case the board of directors proposed to the general assembly not to distribute dividends	https://www.kap.org.tr/tr/Bildirim/833230
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General Assembly Meetings

General Meeting Date	The number of information requests received by the company regarding the clarification of the agenda of the General Shareholders' Meeting	Shareholder participation rate to the General Shareholders' Meeting	Percentage of shares directly present at the GSM	Percentage of shares represented by proxy	Specify the name of the page of the corporate website that contains the General Shareholders' Meeting minutes, and also indicates for each resolution the voting levels for or against	Specify the name of the page of the corporate website that contains all questions asked in the general assembly meeting and all responses to them	The number of the relevant item or paragraph of General Shareholders' Meeting minutes in relation to related party transactions	The number of declarations by insiders received by the board of directors	The link to the related PDP general shareholder meeting notification
30/03/2020	0	% 79,72	% 0,00844	% 79,72%	In the Investor Relations-General Assemblies section , relevant previous years' minutes can be accessed from http://www.dogusotomotiv.com.tr/en/investor-relations/investor-relations/general-assembly/related-documents-of-general-assembly address.	The questions posed and answers given during the meeting were recorded in the meeting minutes and disclosed to the public on the corporate website. http://www.dogusotomotiv.com.tr/en/investor-relations/investor-relations/general-assembly/related-documents-of-general-assembly	The information was shared under the Article 11 of the Meeting Minute. (https://www.dogusotomotiv.com.tr/newdogusotomotiv_files/202041093337453_DOAS_AGM_Meeting_Minutes.pdf)	61	https://www.kap.org.tr/tr/Bildirim/833230

2. DISCLOSURE AND TRANSPARENCY

2. DISCLOSURE AND TRANSPARENCY	
2.1. Corporate Website	
Specify the name of the sections of the website providing the information requested by the Principle 2.1.1.	Related information is accessible from http://www.dogusotomotiv.com.tr/en/investor-relations/investor-relations/investor-relations-home address in the "Corporate Governance", "General Assembly", "Material Disclosure", "Reports and Presentations", "Share Price and Company Information" sections.
If applicable, specify the name of the sections of the website providing the list of shareholders (ultimate beneficiaries) who directly or indirectly own more than 5% of the shares.	"Breakdown of Shareholders Holding More Than 5% of the Capital and Voting Rights" information is available on our website under http://www.dogusotomotiv.com.tr/en/investor-relations/investor-relations/corporate-governance/shareholder-structure/shareholder-structure-graph address. In addition, "Current Breakdown of Indirect Shareholders" information is accessible on PDP under https://www.kap.org.tr/en/sirket-bilgileri/genel/1391-dogus-otomotiv-servis-ve-ticaret-a-s address.
List of languages for which the website is available	Turkish (http://www.dogusotomotiv.com.tr/tr/ana-sayfa) and English (http://www.dogusotomotiv.com.tr/en/home)
2.2. Annual Report	
The page numbers and/or name of the sections in the Annual Report that demonstrate the information requested by principle 2.2.2.	
a) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the	The information is shared in the resumes of Board Members. The declarations of independence of the board members are accessible in the section "Corporate Governance

duties of the members of the board of directors and executives conducted out of the company and declarations on independence of board members	Report" section of the Annual Report.
b) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on committees formed within the board structure	The information is shared under "Corporate Governance Report" section.
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the number of board meetings in a year and the attendance of the members to these meetings	The information is shared under "Corporate Governance Report" section.
c) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on amendments in the legislation which may significantly affect the activities of the corporation	The information is titled "Information on Some Legislative Changes that may Materially Affect the Company's Operations" and shared in the "Corporate Governance Report" under the "General Information" section of Annual Report.
d) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on significant lawsuits filed against the corporation and the possible results thereof	The information is titled "Information on the Legal Actions Brought Against the Company, Actions that may Affect The Company's Financial State and Operations, and Their Possible Consequences" and shared in the "Corporate Governance Report" under the "General Information" section of Annual Report.
e) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the conflicts of interest of the corporation among the institutions that it purchases services on matters such as investment consulting and rating and the measures taken by the corporation in order to avoid from these conflicts of interest	The information is titled "Information on Possible Conflicts of Interest with Service-Providing Companies" and shared in the "Corporate Governance Report" under the "General Information" section of Annual Report.
f) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on the cross ownership subsidiaries that the direct contribution to the capital exceeds 5%	The information is titled "Information on Direct and Indirect Subsidiaries and Share Ratios" and shared in the "Corporate Governance Report" under the "General Information" section of Annual Report.
g) The page numbers and/or name of the sections in the Annual Report that demonstrate the information on social rights and professional training of the employees and activities of corporate social responsibility in respect of the corporate activities that arises social and environmental results	The information can be found in the "Corporate Sustainability" section of the Annual Report.

3. STAKEHOLDERS

3. STAKEHOLDERS	
3.1. Corporation's Policy on Stakeholders	
The name of the section on the corporate website that demonstrates the employee remedy or severance policy	The information is shared under "Indemnity Policy" section of "Career" part. http://www.dogusotomotiv.com.tr/en/career/human-resources/indemnity-policy
The number of definitive convictions the company was subject to in relation to breach of employee rights	2
The position of the person responsible for the alert mechanism (i.e. whistleblowing mechanism)	It is followed by an independent organization under the headline of "Ethical Line".
The contact detail of the company alert mechanism	All Doğu Otomotiv employees can report incidents in conflict or potentially in conflict with the Code of Ethics by calling 444 38 45 (ETİK) Ethics Line openly or anonymously, if preferred.
3.2. Supporting the Participation of the Stakeholders in the Corporation's Management	
Name of the section on the corporate website that demonstrates the internal regulation addressing the participation of employees on management bodies	It is located under the "Employee Engagement" title: http://www.dogusotomotiv.com.tr/en/sustainability-2019/our-people-and-community-engagement/employees-and-decent-work
Corporate bodies where employees are actually represented	Human Resources and Discipline Committee (with the participation of senior management), Remuneration and Nomination Committee, BİRİZ Employee Committee
3.3. Human Resources Policy	
The role of the board on developing and ensuring that the company has a succession plan for the key management positions	Succession plans for the key management positions are prepared annually and submitted to the Chairman of the Board of Directors.
	The information is available under the Employees and Great Place to Work Policy (http://www.dogusotomotiv.com.tr/en/sustainability-2019/our-people-and-community-engagement/employees-and-decent-work) and

The name of the section on the corporate website that demonstrates the human resource policy covering equal opportunities and hiring principles. Also provide a summary of relevant parts of the human resource policy.	Career - Human Resources Vision (http://www.dogusotomotiv.com.tr/en/career/human-resources/human-resources-vision)
Whether the company provides an employee stock ownership programme	Pay edindirme planı bulunmuyor (There isn't an employee stock ownership programme)
The name of the section on the corporate website that demonstrates the human resource policy covering discrimination and mistreatments and the measures to prevent them. Also provide a summary of relevant parts of the human resource policy.	The information is given in the Employees and Great Place to Work Policy (http://www.dogusotomotiv.com.tr/en/sustainability-2019/our-people-and-community-engagement/employees-and-decent-work)
The number of definitive convictions the company is subject to in relation to health and safety measures	None
3.5. Ethical Rules and Social Responsibility	
The name of the section on the corporate website that demonstrates the code of ethics	Ethical principals are available on http://www.dogusotomotiv.com.tr/en/sustainability-2019/our-people-and-community-engagement/business-ethics/ethical-principles web address and Code of Ethics of the Company is available on http://www.dogusotomotiv.com.tr/newdogusotomotiv_files/2017623223221578_DogusOtomotiv_-En.pdf web address.
The name of the section on the company website that demonstrates the corporate social responsibility report. If such a report does not exist, provide the information about any measures taken on environmental, social and corporate governance issues.	Corporate Sustainability reports are available on http://www.dogusotomotiv.com.tr/en/sustainability-2019/sustainability1/sustainability-reports web address.
Any measures combating any kind of corruption including embezzlement and bribery	It is defined in the Anti-bribery and Anti-corruption Policy of the Company. (http://www.dogusotomotiv.com.tr/en/sustainability-2019/our-people-and-community-engagement/business-ethics/ethical-principles)

4. BOARD OF DIRECTORS-I

4. BOARD OF DIRECTORS-I	
4.2. Activity of the Board of Directors	
Date of the last board evaluation conducted	The firms that can provide this service were evaluated during the Board meeting on 24 October 2019 with the resolution to initiate appraisals within the year and to work with ARGE consultancy firm. ARGE, the firm selected for the job, began its work in late 2019 and completed it in 2020. Its results were submitted to the Board of Directors on May 14, 2020.
Whether the board evaluation was externally facilitated	Evet (Yes)
Whether all board members released from their duties at the GSM	Evet (Yes)
Name(s) of the board member(s) with specific delegated duties and authorities, and descriptions of such duties	None
Number of reports presented by internal auditors to the audit committee or any relevant committee to the board	As a result of the audit activities carried out in 2020 in Doğuş Otomotiv brands and departments, 17 audit reports have been drafted. The reports pertaining to all audits conducted by the Internal Audit Department are shared with the Audit Committee, which reports to the Board of Directors.
Specify the name of the section or page number of the annual report that provides the summary of the review of the effectiveness of internal controls	The information can be found in the "Management Report" under "Audit Committee Report" titled "Internal Control and Audit Activities."

Name of the Chairman	Emir Ali Bilaloğlu
Name of the CEO	Emir Ali Bilaloğlu
If the CEO and Chair functions are combined: provide the link to the relevant PDP announcement providing the rationale for such combined roles	https://www.kap.org.tr/tr/Bildirim/671579
Link to the PDP notification stating that any damage that may be caused by the members of the board of directors during the discharge of their duties is insured for an amount exceeding 25% of the company's capital	https://www.kap.org.tr/tr/Bildirim/871168
The name of the section on the corporate website that demonstrates current diversity policy targeting women directors	Since the female ratio in the current Board of Directors is 33%, no such additional note is shared on the website.
The number and ratio of female directors within the Board of Directors	Of the six members serving on the Board of Directors, two (2) are female and one of these woman is independent directors. Female director ratio is 33%.

Composition of Board of Directors

Name, Surname of Board Member	Whether Executive Director Or Not	Whether Independent Director Or Not	The First Election Date To Board	Link To PDP Notification That Includes The Independency Declaration	Whether the Independent Director Considered By The Nomination Committee	Whether She/He is the Director Who Ceased to Satisfy The Independence or Not	Whether The Director Has At Least 5 Years' Experience On Audit, Accounting And/OR Finance Or Not
EMİR ALİ BİLALOĞLU	İcrada görevli (Executive)	Bağımsız üye değil (Not independent director)	29/03/2018		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Hayır (No)
GÜR ÇAĞDAŞ	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	25/03/2016		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
ÖZLEM DENİZMEN KOCATEPE	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	27/03/2006		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)
KORAY ARIKAN	İcrada Görevli Değil (Non-executive)	Bağımsız üye değil (Not independent director)	29/03/2018		İlgisiz (Not applicable)	İlgisiz (Not applicable)	Evet (Yes)

ADALET YASEMİN AKAD	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	29/03/ 2018	https:// www.kap.org.tr /tr/Bildirim/ 664215	Değerlendirildi (Considered)	Hayır (No)	Hayır (No)
ADNAN MEMİŞ	İcrada Görevli Değil (Non-executive)	Bağımsız üye (Independent director)	30/03/ 2020	https:// www.kap.org.tr /tr/Bildirim/ 823080	Değerlendirildi (Considered)	Hayır (No)	Evet (Yes)

4. BOARD OF DIRECTORS-II

4. BOARD OF DIRECTORS-II	
4.4. Meeting Procedures of the Board of Directors	
Number of physical board meetings in the reporting period (meetings in person)	12
Director average attendance rate at board meetings	% 98,67
Whether the board uses an electronic portal to support its work or not	Evet (Yes)
Number of minimum days ahead of the board meeting to provide information to directors, as per the board charter	3 days
The name of the section on the corporate website that demonstrates information about the board charter	The information is shared at the "Article 10-Board of Directors Meetings" section of the Company's Articles of Association. (https://www.dogusotomotiv.com.tr/newdogusotomotiv_files/201610259365373_DOAS_ARTICLES_OF_ASSOCIATION_201405.pdf)
Number of maximum external commitments for board members as per the policy covering the number of external duties held by directors	None
4.5. Board Committees	
Page numbers or section names of the annual report where information about the board committees are presented	Related information can be found in the "Corporate Governance Report" section.
Link(s) to the PDP announcement(s) with the board committee charters	https://www.kap.org.tr/tr/Bildirim/834416

Composition of Board Committees-I

Names Of The Board Committees	Name Of Committees Defined As "Other" In The First Column	Name-Surname of Committee Members	Whether Committee Chair Or Not	Whether Board Member Or Not
Denetim Komitesi (Audit Committee)		Adnan Memiş	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Denetim Komitesi (Audit Committee)		Adalet Yasemin Akad	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Adalet Yasemin Akad	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Gür Çağdaş	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Koray Arıkan	Hayır (No)	Yönetim kurulu üyesi (Board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Hasan Hüsnü Güzelöz	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		Halide Müge Yücel	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Adnan Memiş	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Koray Arıkan	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Gür Çağdaş	Hayır (No)	Yönetim kurulu üyesi (Board member)
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		Hasan Hüsnü Güzelöz	Hayır (No)	Yönetim kurulu üyesi değil (Not board member)
Ücret Komitesi (Remuneration Committee)		Adalet Yasemin Akad	Evet (Yes)	Yönetim kurulu üyesi (Board member)
Ücret Komitesi (Remuneration Committee)		Özlem Denizmen Kocatepe	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Human Resources and Discipline Committee	Emir Ali Bilaloğlu	Evet (Yes)	Yönetim kurulu üyesi (Board member)

Diğer (Other)	Human Resources and Discipline Committee	Gür Çağdaş	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Human Resources and Discipline Committee	Koray Arıkan	Hayır (No)	Yönetim kurulu üyesi (Board member)
Diğer (Other)	Human Resources and Discipline Committee	Özlem Denizmen Kocatepe	Hayır (No)	Yönetim kurulu üyesi (Board member)

4. BOARD OF DIRECTORS-III

4. BOARD OF DIRECTORS-III	
4.5. Board Committees-II	
Specify where the activities of the audit committee are presented in your annual report or website (Page number or section name in the annual report/website)	The information regarding Audit Committee can be found in the "Management Report" section of the Annual Report titled "Audit Committee Report" and web site (http://www.dogusotomotiv.com.tr/en/investor-relations/investor-relations/corporate-governance/committees-and-working-principles/audit-committee)
Specify where the activities of the corporate governance committee are presented in your annual report or website (Page number or section name in the annual report/website)	The information regarding Corporate Governance and Sustainability Committee can be found in the "Corporate Governance Report" section of the Annual Report and web site (http://www.dogusotomotiv.com.tr/en/investor-relations/investor-relations/corporate-governance/committees-and-working-principles/corporate-governance-and-sustainability-committee)
Specify where the activities of the nomination committee are presented in your annual report or website (Page number or section name in the annual report/website)	The information regarding Remuneration and Nomination Committee can be found in the "Corporate Governance Report" section of the Annual Report and web site (http://www.dogusotomotiv.com.tr/en/investor-relations/investor-relations/corporate-governance/committees-and-working-principles/remuneration-and-nomination-committee)
Specify where the activities of the early detection of risk committee are presented in your annual report or website (Page number or section name in the annual report/website)	The information regarding Early Risk Detection Committee can be found in the "Management Report" section of the Annual Report "titled "Overview of the Risk Management System" and web site (http://www.dogusotomotiv.com.tr/en/investor-relations/investor-relations/corporate-governance/committees-and-working-principles/early-risk-detection-committee)
Specify where the activities of the remuneration committee are presented in your annual report or website (Page number or section name in the annual report/website)	The information regarding Remuneration and Nomination Committee can be found in the "Corporate Governance Report" section of the Annual Report and web site (http://www.dogusotomotiv.com.tr/en/investor-relations/investor-relations/corporate-governance/committees-and-working-principles/remuneration-and-nomination-committee)

4.6. Financial Rights

Specify where the operational and financial targets and their achievement are presented in your annual report (Page number or section name in the annual report)

The information can be found as "Information on Attaining Targets Set in the Previous Terms and Fulfilling General Assembly Resolutions" in the "Corporate Governance Report" section under "General Information".

Specify the section of website where remuneration policy for executive and non-executive directors are presented.

<http://www.dogusotomotiv.com.tr/en/investor-relations/investor-relations/corporate-governance/policies/remuneration>

Specify where the individual remuneration for board members and senior executives are presented in your annual report (Page number or section name in the annual report)

The information can be found as "Financial Benefits Provided to the Board of Directors and Executives with Administrative Responsibilities" in the "Corporate Governance Report" section.

Composition of Board Committees-II

Names Of The Board Committees	Name of committees defined as "Other" in the first column	The Percentage Of Non-executive Directors	The Percentage Of Independent Directors In The Committee	The Number Of Meetings Held In Person	The Number Of Reports On Its Activities Submitted To The Board
Denetim Komitesi (Audit Committee)		% 100	% 100	8	7
Kurumsal Yönetim Komitesi (Corporate Governance Committee)		% 100	% 20	4	1
Riskin Erken Saptanması Komitesi (Committee of Early Detection of Risk)		% 100	% 25	5	12
Ücret Komitesi (Remuneration Committee)		% 100	% 50	3	3
Diğer (Other)	Human Resources and Discipline Committee	% 75	% 0	1	0