

**DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**  
**INVITATION FROM THE BOARD OF DIRECTORS**  
**FOR THE ORDINARY GENERAL ASSEMBLY MEETING**

The Ordinary General Assembly of our Company for the 2014 accounting will be held on **March 31, 2015, Tuesday at 11:00 a.m.**, in Head Office, Burhaniye Mah. Kısıklı Cad. No: 65 Üsküdar / İstanbul, in order to negotiate and resolve the matters on the agenda.

As per Article #1527 of the Turkish Trade Law #6102, shareholders may either participate the General Assembly Meeting personally to cast their votes or do the same in the electronic environment. **Those shareholders or their proxies who may choose to participate the meeting in the electronic environment and vote must have Electronic Signature Certificates.**

Shareholders who have "electronic signature certificates" and wish to participate the Ordinary General Assembly Meeting in the electronic environment shall complete their procedures in due accordance with "the Regulation for General Assembly Meetings Organized in the Electronic Environment by Incorporated Companies" published in the Official Gazette of August 28, 2012 date and 28395 number and "the Communiqué for Electronic General Assembly Meetings of Incorporated Companies" published in the Official Gazette of August 29, 2012 date and 28396 number. **Otherwise, they are not allowed to participate the meeting of the General Assembly.** Shareholders may obtain information on participating general assembly meetings in the electronic environment from "Central Registry Agency" ("CRA") and through CRA's web site "www.mkk.com.tr".

Pursuant to paragraph 4 of Article 415 of the Turkish Commercial Code #6102, and paragraph 1 of the Article 30 of the Capital Markets Law ("CML"), the right to attend the general assembly and to cast votes is not linked to the condition of the storage of share certificates. **Accordingly, in case our shareholders wish to attend the General Assembly, they do not need to block their shares.**

**Our shareholders who wish to attend the General Assembly Meeting must comply with the procedures publicly announced by Central Registry Agency ("CRA").** The shareholders whose names are on the attendees list prepared taking into account the "shareholders list" obtained from "CRA" may attend the General Assembly Meeting. The mentioned list shall be used to check whether the persons at the meeting hall in person, attending the General Assembly Meeting are indeed shareholders or representatives thereof.

The shareholders who cannot attend the meeting in person must issue their powers of attorney as per the appended sample (Appendix 1), in order to exercise their voting rights through proxies, provided that the rights and obligations of the shareholders who will attend via electronic means are reserved, and to fulfil the other issues stipulated in CMB II - 30.1, "the Communiqué on Casting Votes by Proxy, and Collecting Powers of Attorney via Invitation", which has become effective upon being published in the Official Gazette of 24.12.2013, no. 28861, and to submit them to our Company after the signatures are notarized. The sample of the power of attorney can be obtained from our Headquarters or from the website of our Company at the address of [www.doganholding.com.tr](http://www.doganholding.com.tr). The sample of the power of attorney can be obtained from our Headquarters or from the website of our Company at the address of [www.doganholding.com.tr](http://www.doganholding.com.tr). If the authorization has been done through the Electronic General Assembly System ("EGKS"), the name and the surname of the power of attorney holder (representative) must be found in the list from the "CRA". If the authorization has not been made through the "EGKS", a power of attorney in line with the legislation should be presented. A proxy who has been assigned via electronic means through EGKS is not required to submit a power of attorney. **Powers of attorney which are not compliant with the sample of power of attorney, which is required with the Communiqué II - 30.1 of the CMB, and which is appended shall absolutely not be accepted due to our legal responsibility.**

All documents including Annual Report of the Board of Directors, Financial Statements together with footnotes (Financial Report), Opinion of the Independent Audit Company, Proposal of the Board of Directors in the way not to distribute dividends, Corporate Governance Compliance Report, General Assembly Information Document and "sample form of Power of Attorney" along with informative notes covering explanations needed as per Corporate Governance Communiqué of the Capital Market Board (II-17.1) for 2014 financial year, shall be made ready for examination and use of the shareholders three weeks before the date of the general assembly meeting at the Company Headquarters, on the Corporate web site of [www.doganholding.com.tr](http://www.doganholding.com.tr), Public Disclosure Platform (PDP) ( [www.kap.gov.tr](http://www.kap.gov.tr) ) and at the Electronic General Assembly System ("EGKS") of the Central Registry Agency ("CRA").

We kindly submit for the information of our Esteemed Shareholders.

Respectfully,

**DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**  
**BOARD OF DIRECTORS**

## **DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**

### **ORDINARY GENERAL ASSEMBLY MEETING AGENDA DATED MARCH 31, 2015**

- 1.** Opening and election of the Meeting Board
- 2.** Authorization of the Meeting Board to sign the minutes of the meeting
- 3.** Reading, discussion and approval of the Annual Report of the Board of Directors for 2014 financial year
- 4.** Reading, discussion and approval of the Opinion of the Independent Audit Company for 2014 financial year
- 5.** Reading, discussion and approval of the Financial Statements for 2014 financial year
- 6.** Acquittal of the members of the Board and Senior Executives for the activities, transactions and accounts for 2014 financial year
- 7.** Reading, discussion and approval of the proposal of the Board of Directors to not to distribute dividend for 2014 financial year
- 8.** Determination of the number of members and terms of office of the Board of Directors and election of the board members accordingly
- 9.** Without voting and resolving during General Assembly, informing the shareholders about the payments, making within the scope of the "Remuneration Policy" established for the members of the Board of Directors and senior executives.
- 10.** Determination of the remuneration of the Members of the Board of Directors
- 11.** Discussion and approval of the Independent Audit Company, selected by the Board of Directors pursuant to the regulations of the Capital Markets Board and the Turkish Commercial Code
- 12.** Within the framework of the Articles of Association, discussing and voting for defining a maximum amount for donations and aids until the Ordinary General Assembly meeting where activities and accounts for the 2015 financial period will be evaluated and authorizing the Board of Directors accordingly
- 13.** Discussing and approval of the authorization of the Board of Directors to issue capital market instruments (including warrants) of indebtedness and to determine the conditions of the issuance thereof up to the amount permitted by the relevant legislation, by permission of the Capital Markets Board, and the relevant provisions of the Turkish Commercial Code, Capital Markets Law, and the relevant legislation, until the ordinary general assembly meeting that will convene in order to review the operations and accounts for the year 2015
- 14.** In line with the Articles of Association, discussing and approval of the authorization of the Board of Directors to distribute advance dividend for the amount permitted by the Turkish Commercial Code, Capital Markets Law, Capital Markets Board regulations and the other relevant legislations
- 15.** Requesting shareholders' approval for authorizing Members of the Board of Directors for carrying out the jobs and procedures mentioned in articles 395 and 396 of the Turkish Commercial Code.
- 16.** Without voting and resolving during General Assembly; giving information to shareholders about any important transactions/procedures that may create conflict of interest with the partnership or affiliates and/or about a transaction of commercial nature made on personal account or on behalf of any others that is listed in the commercial activities of the partnership or of its affiliates or participating a different partnership that is engaged with the same type of commercial activities with a title of unlimited partner by shareholders who control management, Members of the Board of Directors, executives with management responsibilities, and their spouses and relatives either by blood or marriage.

- 17.** Without voting and resolving during General Assembly and within the scope of the Capital Markets Legislation and the relevant regulations, giving information to shareholders about the donations of the Company to foundations, associations, public entities and institutions for social grants during the accounting year 2014
- 18.** Without voting and resolving during General Assembly, giving information to shareholders that no guarantees, pledges, mortgages or sureties have been given, or no income or benefits have been created on behalf of third parties

## POWER OF ATTORNEY

### DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

I hereby appoint ....., who is introduced in detail below, as my attorney being authorized to represent me in line with the following powers, to vote, to make proposals and sign any necessary documents at the ordinary general assembly meeting of Doğan Şirketler Grubu Holding A.Ş. to be held at Burhaniye Mah. Kısıklı Cad. No: 65 Üsküdar İstanbul on Tuesday, March 31, 2015 at 11:00 a.m.

Attorney's (\*):

Name and Surname/Commercial Title:

TR ID No/Tax No., Trade Registry and Number, MERSIS Number:

(\* Equivalent information shall be submitted, if available, of the information requested for an attorney who is a foreign country citizen.

#### A) SCOPE OF THE POWER OF ATTORNEY

**For the sections 1 and 2 below, one of the choices of (a), (b) or (c) shall be taken to define the scope of power of attorney.**

##### 1. About the subjects listed in the Agenda of the General Assembly;

- a) Attorney is authorized to vote in his/her own discretion.
- b) Attorney is authorized to vote in line with the proposals of the partnership management.
- c) Attorney is authorized to vote in line with the instructions explained in the table below.

##### Instructions:

**In the event the shareholder chooses to vote as per choice (c), he/she will find the instructions with the relevant article and vote by marking one of the choices (accept or reject) given under the relevant agenda article, and if chooses to reject he/she will do so by adding his/her opposition remarks as the same shall be copied in the minutes of the General Assembly, if available.**

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and election of the Meeting Board			
2. Authorization of the Meeting Board to sign the minutes of the meeting			
3. Reading, discussion and approval of the Annual Report of the Board of Directors for 2014 financial year			
4. Reading, discussion and approval of the Opinion of the Independent Audit Company for 2014 financial year			
5. Reading, discussion and approval of the Financial Statements for 2014 financial year			

6. Acquittal of the members of the Board and Senior Executives for the activities, transactions and accounts for 2014 financial year			
7. Reading, discussion and approval of the proposal of the Board of Directors to not to distribute dividend for 2014 financial year			
8. Determination of the number of members and terms of office of the Board of Directors and election of the board members accordingly			
9. Without voting and resolving during General Assembly, informing the shareholders about the payments, making within the scope of the "Remuneration Policy" established for the members of the Board of Directors and senior executives.			
10. Determination of the remuneration of the Members of the Board of Directors			
11. Discussion and approval of the Independent Audit Company, selected by the Board of Directors pursuant to the regulations of the Capital Markets Board and the Turkish Commercial Code			
12. Within the framework of the Articles of Association, discussing and voting for defining a maximum amount for donations and aids until the Ordinary General Assembly meeting where activities and accounts for the 2015 financial period will be evaluated and authorizing the Board of Directors accordingly			
13. Discussing and approval of the authorization of the Board of Directors to issue capital market instruments (including warrants) of indebtedness and to determine the conditions of the issuance thereof up to the amount permitted by the relevant legislation, by permission of the Capital Markets Board, and the relevant provisions of the Turkish Commercial Code, Capital Markets Law, and the relevant legislation, until the ordinary general assembly meeting that will convene in order to review the operations and accounts for the year 2015			

14. In line with the Articles of Association, discussing and approval of the authorization of the Board of Directors to distribute advance dividend for the amount permitted by the Turkish Commercial Code, Capital Markets Law, Capital Markets Board regulations and the other relevant legislations			
15. Requesting shareholders' approval for authorizing Members of the Board of Directors for carrying out the jobs and procedures mentioned in articles 395 and 396 of the Turkish Commercial Code.			
16. Without voting and resolving during General Assembly; giving information to shareholders about any important transactions/procedures that may create conflict of interest with the partnership or affiliates and/or about a transaction of commercial nature made on personal account or on behalf of any others that is listed in the commercial activities of the partnership or of its affiliates or participating a different partnership that is engaged with the same type of commercial activities with a title of unlimited partner by shareholders who control management, Members of the Board of Directors, executives with management responsibilities, and their spouses and relatives either by blood or marriage.			
17. Without voting and resolving during General Assembly and within the scope of the Capital Markets Legislation and the relevant regulations, giving information to shareholders about the donations of the Company to foundations, associations, public entities and institutions for social grants during the accounting year 2014			
18. Without voting and resolving during General Assembly, giving information to shareholders that no guarantees, pledges, mortgages or sureties have been given, or no income or benefits have been created on behalf of third parties			

**No voting is necessary for informative articles.**

**If the minority has a separate draft resolution, this shall be separately mentioned to guarantee voting in representation.**

**2. Special instruction in relation with any other issues to be arisen during the General Assembly meeting and use of minority rights in particular:**

- a) Attorney is authorized to vote in his/her own discretion.
- b) Attorney is not authorized to vote for these topics.
- c) Attorney is authorized to vote in line with the special instructions below.

**SPECIAL INSTRUCTIONS:** Special instructions, if any, to the attorney by the shareholder are mentioned in this section.

**B) The shareholder chooses one of the choices below to point out the shares that he/she prefers the attorney to represent for.**

**1. I herewith confirm that the shares of mine of which details are mentioned below shall be represented by my attorney.**

- a) Group and Series:\*
- b) Number/group:\*\*
- c) Quantity-nominal value:
- ç) Whether it is a multiple voting share or not:
- d) Whether it is bearer or registered share certificate:
- e) Proportion of the share certificate(s) with the total shares/vote rights the shareholder has:

\* Such information is not requested for those shares that are monitored on registries.

\*\* Information with the group shall be given, if available, to replace the number for those shares that are monitored on registries.

**2. I herewith confirm representation by the attorney of all my shares listed in the list of shareholders that are authorized to attend the general assembly issued by CRA a day before the date of the General Assembly meeting.**

**SHAREHOLDER'S NAME/SURNAME or TITLE (\*)**

TR ID No/Tax No., Trade Registry and Number, MERSIS Number:

Address:

(\*) Equivalent information shall be submitted, if available, of the information requested for a shareholder who is a foreign country citizen.