

**AGENDA OF THE ORDINARY GENERAL MEETING OF
DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş. DATED 30 MAY 2006**

1. Election of the Presidential Board;
2. Delegation of authority to the Presidential Board to sign the Minutes of the General Meeting on behalf of the members present;
3. Taking a decision for reading, examining and approving the Board of Directors' Report, the Auditors' Report, the Independent Auditors' Report and the Balance Sheet and Income Statement for the fiscal period between 1 January 2005 and 31 December 2005;
4. Discharging Members of the Board of Directors from their liabilities;
5. Discharging Members of the Audit Board from their liabilities,
6. Discussing and deciding the Board of Directors' proposal regarding the profit for the period;
7. Determining the numbers, terms of office and remuneration of the members of the Board of Directors, and election of members;
8. Determining the numbers, terms of office and remuneration of the auditors, and election of auditors;
9. Taking a decision relating to the approval of the Independent Auditing Firm elected by the Board of Directors under the Communiqué Series X, No. 16 issued by the Capital Markets Board;
10. Delegation of authority to the Board of Directors for issuing Stocks and/or Commercial Papers up to the amount allowed in the Turkish Commercial Code, the Turkish Securities Exchange Act and the supplementary legislation, with the authorization of the Capital Markets Board under Article 14 of the Company's Articles of Association, and determination of the amount, coupons, interest rate, payment date and other conditions of the Stocks and/or Commercial Papers to be issued;
11. Authorizing the Members of the Board of Directors, pursuant to Articles 334 and 335 of the Turkish Commercial Code, to perform, personally or on behalf of others, the works within the Company's line of activity, and to purchase shares in companies which operate in similar areas to perform other procedures;
12. Amendment of Article 8 ("Capital") and Article 10 ("Transfer of Shares") of the Articles of Association according to their new versions, and removal of Article 11 ("Shareholding") from the Articles of Association, to ensure the conformity of the Articles of Association with the legislation on the New Turkish Lira and the Turkish Securities Exchange Act;
13. Presenting the dividend policy to the attention of the shareholders, in accordance with the decision of the Capital Markets Board dated 27 January 2006 and numbered 4/67;
14. Informing the General Meeting of the donations made in the fiscal period between 1 January 2005 and 31 December 2005;
15. Wishes.

**DRAFT AMENDMENT TO THE ARTICLES OF ASSOCIATION
OF DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**

FORMER VERSION

CAPITAL

Article 8:

The Company has adopted the authorized capital system in accordance with the provisions of Law No. 2499 and has switched to this system upon the authorization of the Capital Markets Board dated 29 March 1994 and numbered 299.

The Company's registered capital is 2,000,000,000,000,000.- (two quadrillion) Turkish Liras, divided into 200,000,000,000 (two hundred billion) shares each with a nominal value of 10.000.- (ten thousand) Turkish Liras.

The Company's issued and fully-paid-in capital is 735,288,208,200,000.- (seven hundred and thirty five trillion two hundred and eighty eight billion two hundred and eight million two hundred thousand) Turkish Liras, divided into 73,528,820,820 (seventy three billion five hundred and twenty eight million eight hundred and twenty thousand eight hundred and twenty) shares, consisting of 26,000,000 (twenty six million) registered shares and 73,502,820,820 (seventy three billion five hundred and two million eight hundred and twenty thousand eight hundred and twenty) bearer shares, each with a nominal value of 10,000.- (ten thousand) Turkish Liras.

450,751,824,151,372.- Turkish Liras of the issued capital has been paid in cash, and 70,173,010,000.- Turkish Liras has been provided as capital in kind.

Of the remaining 284,466,211,038,628.- Turkish Liras;

- 52,508,371,500,000.-Turkish Liras has been covered by incorporating into the capital the dividends distributed as bonus shares,

NEW VERSION

CAPITAL

Article 8:

The Company has adopted the authorized capital system in accordance with the provisions of Law No. 2499 and has switched to this system upon the authorization of the Capital Markets Board dated 29 March 1994 and numbered 299.

The Company's registered capital is 2,000,000,000.- (two billion) New Turkish Liras, divided into 2,000,000,000 (two billion) shares each with a nominal value of 1.- (one) New Turkish Lira.

The Company's issued and fully paid-in capital is 735,288,208.- (seven hundred and thirty five million two hundred and eighty eight thousand two hundred and eight) New Turkish Liras, divided into 735,288,208 (seven hundred and thirty five million two hundred and eighty eight thousand two hundred and eight) bearer shares, each with nominal value of 1.- (one) New Turkish Lira.

450,751,824.- New Turkish Liras of the issued capital has been paid in cash, 70,173.- New Turkish Liras has been provided as capital in kind, 284,466,211.- New Turkish Liras has been covered by the company's equity and Shares issued to represent the equity that has thus been incorporated into the capital have been distributed to the shareholders free of charge in proportion to the number of shares they hold.

- and the remaining 231,957,839,538,628.- Turkish Liras has been covered by incorporating into the capital the following assets:

- 44,330,530,734.93 Turkish Liras consisting of the Revaluation of Tangible Fixed Assets;
- 48,721,915,718,020.30 Turkish Liras consisting of Revaluation of Subsidiaries and Affiliates;
- 5,583,731,990,267.- Turkish Liras consisting of Cost Increase Funds;
- 4,636,214,710,806.- Turkish Liras consisting of Capital Reserves Arising from Share Premiums;
- 3,806,479,812,800.-Turkish Liras consisting of Capital Reserves Arising from Cost Increase Fund;
- 9,007,007,399,945.- Turkish Liras consisting of Capital Reserves Arising from Gains on the Sale of Subsidiaries' and Affiliates' Shares;
- 440,156,906,410.-Turkish Liras consisting of Capital Reserves arising from Sale of Real Property;
- 1,688,341,543.- Turkish Liras consisting of Capital Reserves Arising from Extraordinary Reserves;
- 148,106,946,782,768.- Turkish Liras consisting of Gains on Sale of Subsidiaries' and Affiliates' Shares;
- 193,553,562,760,76 Turkish Liras consisting of Gains on Sale of Real Property; and
- 11,415,813,782,573.-Turkish Liras consisting of Extraordinary Reserves.

While the nominal value of each share was 10,000.- (ten thousand) Turkish Liras, it has been changed to 1.- (one) New Turkish Lira under the Law Amending the Turkish Commercial Code No. 5274. Due to this change, the total number of shares has decreased and, accordingly, 1.- (one) share with a nominal value of 1.- (one) New Turkish Lira shall be offered for each 100.- (one hundred) shares, each with a nominal value of 10,000.- (ten thousand) Turkish Liras. With regard to the foregoing change, the shareholders shall reserve their rights arising from their shares.

Shares representing the capital shall be monitored in electronic format within the frame of the electronic system.

The Board of Directors shall be authorized to increase the issued capital by issuing bearer shares up to the amount of authorized capital where necessary, in accordance with the provisions of the Turkish Securities Exchange Act.

The Board of Directors shall be authorized to issue shares above their nominal value, and to take decisions which partially or completely restrict shareholders' right to purchase new shares.

New shares may not be issued unless the issued shares are fully sold and the relevant amounts collected.

The shares that have been issued to represent dividends, and the equity that has been incorporated into the capital have been distributed to shareholders free of charge in proportion to the shares they held.

The distribution of the shares representing the issued capital is indicated as follows:

| Series | Class | Type | Total TL |
|--------|-------|------------|------------------------------|
| 1 | - | Registered | 130,000,000,000.- |
| 2 | - | Registered | 130,000,000,000.- |
| 2 | - | Bearer | 1,248,000,000,000.- |
| 3 | - | Bearer | 2,262,000,000,000.- |
| 4 | - | Bearer | 3,016,000,000,000.- |
| 5 | - | Bearer | 1,131,000,000,000.- |
| 6 | - | Bearer | 3,958,500,000,000.- |
| 7 | - | Bearer | 29,688,750,000,000.- |
| 8 | - | Bearer | 24,938,550,000,000.- |
| 9 | - | Bearer | 26,601,120,000,000.- |
| 10 | - | Bearer | 158,276,664,000,000.- |
| 11 | - | Bearer | 201,104,467,200,000.- |
| 12 | - | Bearer | 135,745,515,360,000.- |
| 13 | - | Bearer | <u>147,057,641,640,000.-</u> |
| | | Total | <u>735,288,208,200,000.-</u> |

The Board of Directors shall be authorized to increase the issued capital by issuing registered or bearer shares up to the amount of authorized capital, where necessary, in accordance with the Turkish Securities Exchange Act, and to combine share certificates in the form of coupons representing more than one share.

The Board of Directors shall be authorized to issue shares above their nominal value and to take decisions which partially or completely restrict shareholders' right to purchase new shares.

New shares may not be issued unless the issued shares are fully sold and the relevant amounts collected.

TRANSFER OF SHARES

Article 10:

The transfer of registered shares may become valid against the company only upon the consent of the Board of Directors. The Board of Directors reserves its right to grant a general consent.

The transfer of bearer shares shall be subject to the provisions of the Turkish Commercial Code.

SHAREHOLDING

Article 11:

The stock ledger shall be taken into consideration in determining registered shareholders. If the transfer between the parties is notified to the company, but not entered into the stock ledger, the shareholding may only be asserted by the transferee after registration of the shares into the stock ledger.

SHARE TRANSFERS

Article 10:

Share transfers shall be governed by the provisions of the Turkish Commercial Code and the Turkish Securities Exchange Act.

SHAREHOLDING

Article 11:

Abolished.