

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

The Ordinary General Assembly of our Company for the fiscal year 01.01.2011-31.12.2011 will be held on June 27, 2012, Wednesday at 10:30, at the Company headquarters at the address of Burhaniye Mah. Kısıklı Cad. No: 65 Üsküdar- İstanbul, in order to negotiate and resolve the matters on the agenda.

Our shareholders who have already dematerialized their shares in the files of the Central Registration Office (CRO) and who wish to attend the General Assembly are required to be personally registered and recorded in the “General Assembly Blocking List” by no later than 17:00 hours on Friday, June 22, 2012, in accordance with the general assembly blocking procedures stipulated by CRO. Accordingly, our shareholders who fail to submit and deliver to the authorized officers before the General Assembly a “general assembly blocking letter” to be delivered by CRO to our shareholders who are personally registered and recorded in the “General Assembly Blocking List” will unfortunately not be allowed to exercise their rights to speak and vote in the Assembly.

As also stated in the General Letter no. 294 of CRO, pursuant to the provisions of Temporary Article 6 of the Capital Markets Law, only our shareholders who have dematerialized their share certificates and who submit and deliver a “general assembly blocking letter” before the General Assembly will have the right and be allowed to attend the General Assembly and use their shareholding rights therein.

Our Shareholders who will not be able to attend the meeting in person are required to issue and submit their proxy documents according to the sample below and by fulfilling the requirements stipulated in the communiqué Serial: IV No: 8 of the Capital Market Board (CMB) and by registering their specimen signatures by a notary public.

Financial Statements and Footnotes (Financial Report) for the period 1 January 2011 – 31 December 2011, Annual Report of the Board of Directors and Proposal for Dividend Distribution, and the reports of the Statutory Auditors’ and Independent Auditors will be available for review of our shareholders at the company headquarters as of June 5th, 2012. Together with the documents mentioned, “Information Document on the General Shareholder Assembly”, “General Meeting Attendance Procedure” and proxy sample may also be accessed through our website at www.doganholding.com.tr.

Kindly submitted for the information of our distinguished shareholders.
Yours faithfully,

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.
BOARD OF DIRECTORS

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.
AGENDA OF THE ORDINARY GENERAL SHAREHOLDER ASSEMBLY
OF JUNE 27, 2012

1. Opening and election of the Council.
2. Authorising the Council to sign the minutes of the General Assembly Meeting.
3. Presenting for the approval of the General Assembly the amendment of Articles 4, 5, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, and 37, and the addition of Articles 38, 39, 40, 41, and 42, and the removal of the Provisional Article 1 and Article 2 from the Articles of Association as per the amendment text enclosed in the way it has been permitted by the Capital Market Board, and the Ministry of Customs and Commerce, General Directorate of Domestic Trade, and provided that such approvals are obtained.
4. Reading, discussion and approval of the Annual Report of the Board of Directors, Statutory Auditors' and Independent Auditor's Reports, Financial Report, Balance Sheet and Income Statement for the accounting year 01.01.2011-31.12.2011.
5. Acquittal of the members of the Board and Statutory Auditors for the activities, transactions and accounts for the accounting year 01.01.2011-31.12.2011.
6. Informing the partners about the Company "Dividend Distribution Policy" without voting and resolving during the General Assembly.
7. Discussing and resolving on the recommendation of the Board of Directors for the distribution of dividends for the accounting year 01.01.2011-31.12.2011.
8. Election of the members of the Board of Directors that will be on duty until to the Ordinary General Shareholder Assembly that will convene in order to review the operations and accounts for the accounting year of 01.01.2012-31.12.2012.
9. Election of the Statutory Auditors that will be on duty until the Ordinary General Shareholder Assembly that will convene in order to review the operations and accounts for the accounting year of 01.01.2012-31.12.2012.
10. Without voting and resolving during General Assembly, informing the partners about the "Remuneration Policy" established for the members of the Board of Directors and senior executives.
11. Negotiation and resolution for the remuneration of the Board of Directors and the Statutory Auditors for the accounting year 2012.
12. As per Article 29 of the Articles of Association, discussing and agreeing on the authorisation of the board of directors with regards to the provision of grants and donations in sums exceeding 1% of the total Company assets and the issuance of any guarantees as defined in

Article 4, until the ordinary general assembly meeting where the activities and the accounts of the 01.01.2012–31.12.2012 accounting year will be discussed.

- 13.** Discussing and agreeing on the authorisation 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 maximum amount permitted by Article 11 of the Articles of Association of the Company, by permission of the Capital Market Board, and the relevant provisions of the Turkish Commercial Code, Capital Market Law, and the supplementary legislation, until the ordinary general shareholder assembly that will convene in order to review the operations and accounts for the year 01.01.2012-31.12.2012.
- 14.** Resolving on the discussion and approval of the selection of the Independent Audit Institution, by the Board of Directors as per the Capital Market Legislation and the Capital Market Board regulations.
- 15.** As per the provisions of the “Communique on Determining and Implementing Corporate Governance Principles”, Series: IV, No. 56 of the Capital Market Board, and Articles 334 and 335 of the Turkish Commercial Code, authorising and empowering the governing shareholders, members of the Board, senior executives, and their spouses and kin and next of kin up to second degrees for effecting transactions which may lead to a conflict of interest with the company or the subsidiaries thereof in person or on behalf of others, for competing, and for becoming partners, board members and/or executives of companies within that scope.
- 16.** Without voting and resolving during General Assembly, and within the scope of the Capital Market Legislation and the relevant regulations, information and disclosures to be provided to partners about the donations of the Company to foundations, associations, public entities and institutions for social grants during the accounting year 01.01.2011-31.12.2011; that no interests were offered by giving mortgages, pledges and similar collaterals to Company partners or third parties; and on transactions of the members of the board of directors, senior executives and their spouses or their kin and next of kin up to second degree, with the company or its subsidiaries which may lead to a conflict of interest.

**FORM OF POWER OF ATTORNEY
POWER OF ATTORNEY**

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

I, the undersigned, hereby appoint, empower and delegate as my proxy fully authorized to represent me, and to vote and file motions in my name, and to sign the required documents in the name of me, all in line with my opinions marked below, in the Annual Ordinary Meeting of the General Assembly of Shareholders of Doğan Şirketler Grubu Holding A.Ş., where I hold and own capital shares, to be held in respect of the accounting period of 01.01.2011 – 31.12.2011 at the Company Headquarters at address of Burhaniye Mahallesi, Kısıklı Caddesi, No: 65, Üsküdar/İstanbul at 10:30 hours on June 27, 2012.

A) SCOPE OF THE POWERS GRANTED TO PROXY

- a) The proxy is authorized to vote on all agenda items and topics in line with his own opinions.
- b) The proxy is authorized to vote on agenda items and topics in line with the following instructions:
Instructions: (Please insert your special instructions)
- c) The proxy is authorized to vote on agenda items and topics in line with the motions and proposals of the Company management.
- d) On other issues or motions that may be put on agenda of the meeting, the proxy is authorized to vote in line with the following instructions (In the absence of instructions, the proxy is free to cast his vote in line with his/her discretion)

Instructions: (Please insert your special instructions)

B) SHARE CERTIFICATES OWNED AND HELD BY THE SHAREHOLDER

- a) Class and Rank
- b) Number
- c) Quantity & Nominal Value
- d) Whether privileged in voting or not
- e) Registered or Bearer Shares

NAME & SURNAME AND POSITION OF THE SHAREHOLDER

SIGNATURE

ADDRESS

Note: In Section (A), one of the alternatives (a), (b) or (c) will be chosen. Explanations will be given for alternatives (b) and (d).