

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 year 2012 will be held on **July 03, 2013, Wednesday at 02:00 p.m.**, in Head Office, Burhaniye Mahallesi, Kısıklı Caddesi, No: 65, Üsküdar / İstanbul, in order to negotiate and resolve the matters on the agenda.

As per the provisions of the Turkish Commercial Code and the Capital Markets Law, in case our shareholders wish to attend the General Assembly meeting, they are not required to store their shares at any entity. 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.

Our "electronic signing" shareholders who wish to attend the Ordinary General Assembly Meeting in electronic medium may obtain the necessary information to attend the general assembly in electronic medium at "CRA" and/or "CRA"s website at "www.mkk.com.tr".

In order to ensure that our shareholders who cannot attend the meeting in person can exercise their voting rights through attorneys, they need to issue powers of attorney as per the below example, and upon fulfilling the other issues set forth in the Decree No. 8 Series IV of the Capital Markets Board, and submit to our Company with notarised signatures. 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. If the authorisation 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 authorisation has not been made through the "EGKS", a power of attorney in line with the legislation should be presented.

The Board of Directors Activity Report for the 2012 period, Financial Statements and Footnotes (Financial Report), Independent Audit Company Opinion, Company Auditor Report, the offer of the Board of Directors on Profit Distribution, Corporate Governance Compliance Report, General Assembly Information Document, General Assembly Attendance Procedure and power of attorney form, and the information notes consisting of the necessary explanations within the scope of Decree No. 56 Series IV of the Capital Markets Board will be available at the Company headquarters, the website of our Company at the address of www.doganholding.com.tr, and the EGKS of "MKK", starting from three weeks prior to the meeting.

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 JULY 03, 2013

- 1.** Opening and election of the Meeting Board
- 2.** Authorization of the Meeting Board to sign the minutes of the meeting
- 3.** Presenting, to the approval of the General Assembly, the amendment of the articles 4, 8, 9, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29 and 30 of the Articles of Association, the cancellation of the articles 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41 and 42 of the Articles of Association and the section titles presented in the Articles of Association in accordance with the attached amendment text provided that the necessary permissions have been obtained from Capital Markets Board and T.R. Ministry of Industry and Trade
- 4.** Reading and discussion of the Annual Report of the Board of Directors for 2012 fiscal year
- 5.** Reading and discussion of the Statutory Auditors' Report and Independent Audit Company Opinion for 2012 fiscal year
- 6.** Reading, discussion and approval of the Financial Statements for 2012 fiscal year
- 7.** Acquittal of the members of the Board and Senior Executives for the activities, transactions and accounts for 2012 fiscal year
- 8.** Acquittal of the Statutory Auditors for the activities, transactions and accounts for 2012 fiscal year
- 9.** Informing the shareholders about the Company "Dividend Distribution Policy" without voting and resolving during the General Assembly
- 10.** Discussing and resolving the recommendation of the Board of Directors to propose no dividend distribution for 2012 fiscal year
- 11.** Determination of the number of members and terms of office of the Board of Directors and election of the members accordingly
- 12.** Without voting and resolving during General Assembly, informing the shareholders about the "Remuneration Policy" established for the members of the Board of Directors and senior executives.
- 13.** Determination of the remuneration of the Members of the Board of Directors
- 14.** Submitting for the approval of the shareholders the issue of the approval of all mortgages, collaterals, pledges, guarantees and any and all kinds of similar guarantees given by our Company to constitute the guarantee for the debts of its direct or indirect subsidiaries (for those required by the lenders pursuant to the contracts signed) during the 2012 fiscal year in favour of 3rd parties, and all procedures effected within this scope.
- 15.** Pursuant to the Articles of Association, discussing and agreeing on the authorization 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 the Articles of Association, until the ordinary general assembly meeting where the activities and the accounts of the 2013 accounting year will be discussed

- 16.** Discussing and agreeing on 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 maximum amount permitted by the Articles of Association of the Company, 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 2013
- 17.** In line with the Articles of Association, discussing and agreeing on the authorization of the Board of Directors to distribute dividend advance for the amount permitted by the Turkish Commercial Code, Capital Markets Law, Capital Markets Board regulations and the other relevant legislations
- 18.** Resolving on the discussion and approval of the Independent Audit Company, selected by the Board of Directors pursuant to the regulations of the Capital Markets Board of Turkey and the Turkish Commercial Code
- 19.** Pursuant to the "Communique on Determining and Implementing Corporate Governance Principles", Series: IV, No. 56 of the Capital Markets Board, and Articles 395 and 396 of the Turkish Commercial Code, authorizing 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 and also informing the shareholders regarding the transactions made within this context in 2012
- 20.** Presenting for the approval of the General Assembly to The "General Assembly Internal Directive" relating to the working rules and principles for the general assembly
- 21.** Without voting and resolving during General Assembly, and within the scope of the Legislations of the Capital Markets Board of Turkey and the relevant regulations, information and disclosures to be provided to shareholders about the donations of the Company to foundations, associations, public entities and institutions for social grants during the accounting year 2012 and transactions within the scope of the Communique Series: IV, No. 41 of the Capital Markets Board that no interests were offered by giving mortgages, pledges and similar collaterals to Company partners or third parties.

FORM OF POWER OF ATTORNEY

POWER OF ATTORNEY

**TO: DOGAN SİRKETLER GRUBU HOLDİNG A.S.
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 Ordinary General Assembly Meeting of Dogan Sirketler Grubu Holding A.S., where I hold and own capital shares, to be held in respect of the accounting period of 01.01.2012 – 31.12.2012 at the Company Headquarters at address of Burhaniye Mahallesi, Kısıklı Caddesi, No: 65, Üsküdar/İstanbul at 02:00 p.m. on July 03, 2013 Wednesday.

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

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).