

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

The Extraordinary General Assembly of our Company for the approval of the Significant Transaction will be held on **May 11, 2018, Friday at 11:00 a.m.**, at the Head Office in Burhaniye Mahallesi Kısıklı Caddesi No: 65 34676 Üsküdar / İstanbul, in order to negotiate and resolve the matters on the agenda.

As per Article #1527 of the Turkish Commercial Code #6102, shareholders may either participate the General Assembly Meeting personally to cast their votes or do the same in the electronic environment **at the Central Registry Agency's (MKK) Electronic General Assembly System ("e-GKS")**. **Those shareholders or their proxies** who may choose to participate the Extraordinary General Assembly Meeting in the electronic environment and vote must have **Electronic Signature Certificates**.

Shareholders who have "electronic signature certificates" and wish to participate the Extraordinary 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 General Assembly Meeting in the electronic environment.** Shareholders may obtain information on participating general assembly meetings in the electronic environment from CRA and/or CRA's web site at the address of "www.mkk.com.tr".

Pursuant to paragraph 4 of Article 415 of the TCC #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 shares. **Accordingly, in case our shareholders wish to attend the Extraordinary General Assembly Meeting, they do not need to block their shares.**

Our shareholders who wish to attend the Extraordinary General Assembly Meeting **must comply with the procedures publicly announced by CRA. The shareholders whose names are on the attendees list prepared taking into account the "shareholders list" obtained from CRA may attend the Extraordinary 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 Extraordinary General Assembly Meeting in person must issue their powers of attorney as per the following sample, in order to exercise their voting rights through proxies, provided that the rights and obligations regarding to participate the General Assembly Meeting at the electronic environment, 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 Headquarter or from the corporate website of our Company at the address of www.doganholding.com.tr. If the authorization has been done through the Electronic General Assembly System ("e-GKS"), the name and the surname of the power of attorney holder (representative) must be found in the list obtained from the "CRA". If the authorization has not been made through the e-GKS, a power of attorney in line with the legislation should be presented. A proxy who has been assigned via electronic means through e-GKS is not required to submit a power of attorney. **Powers of attorney which are not compliant with the sample of the 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 Extraordinary General Assembly Meeting Information Document contained detailed explanations not deemed in the scope of business secret regarding the "Share Transfer Agreement" signed between Demirören Medya Yatırımları Ticaret A.Ş. and Our Company on April 06, 2018, General Assembly Participation Procedure and Sample Power of Attorney Form along with informative notes covering explanations needed as per Corporate Governance Communiqué of the Capital Markets Board (II-17.1), shall be made ready for examination and use of the shareholders three weeks before the date of the general assembly meeting at the Company Headquarter, on the corporate web site of Doğan Holding at the address of www.doganholding.com.tr and at the e-GKS.

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.
EXTRAORDINARY GENERAL ASSEMBLY MEETING AGENDA
DATED MAY 11, 2018

1. Opening and election of the Meeting Board
2. Authorization of the Meeting Board to sign the minutes of the meeting
3. Informing the General Assembly about the following issues with regard to the "Share Sales Agreement" along with its annexes which has been signed on April 6, 2018, between our Company and Demirören Medya Yatırımları Ticaret A.Ş., and the "Share Sales and Transfer Transactions" within the scope of the abovementioned "Share Sales Agreement", which will be discussed as Articles 4 and 5 of the Agenda:
 - a. All detailed explanations related with the "Share Sales and Transfer Transactions" are available at the Public Disclosure Platform ("PDP") (www.kap.gov.tr) and the Corporate Website of Doğan Şirketler Grubu Holding A.Ş. (www.doganholding.com.tr) in compliance with the public disclosure regulations of the Capital Markets Legislation.
 - b. The Extraordinary General Assembly Meeting Information Document, consisting of the detailed explanations for the parts that are not considered trade secret of the "Share Sales Agreement" signed on April 6, 2018 with the Demirören Medya Yatırımları Ticaret A.Ş. is disclosed at PDP (www.kap.gov.tr) and the Corporate Web Site of Doğan Şirketler Grubu Holding A.Ş. (www.doganholding.com.tr), in compliance with the public disclosure regulations of the Capital Markets Legislation,
 - c. In case all closing requirements for the "Share Sales Agreement" signed on April 6, 2018 with the Demirören Medya Yatırımları Ticaret A.Ş. are fulfilled including the permission by the Competition Board, our shareholders have been or will be informed with a Material Disclosure through the Public Disclosure Platform.
 - d. In order for the "Share Sales and Transfer Transactions" to be accepted during the General Assembly Meeting', the requirement for two thirds of the shares entitled vote at the General Assembly casting affirmative votes shall be sought without regarding the meeting quorum as per Paragraph 6 of Article 29, "Principles Governing General Assembly Meetings" of the Capital Markets Law; however, in case at least half of the shares entitled to vote, and representing the capital at the General Assembly Meeting are present, the resolution shall be made with the majority of the votes who are entitled to vote, and who are attending the General Assembly Meeting,
 - e. That the "Share Sales and Transfer Transactions" are transactions of significant nature as listed in Article 23, "Material transactions of partnerships" of the Capital Markets Law, therefore, as per Article 23, "Exit Right", of the Capital Markets Law, our shareholders or representatives thereof who shall attend the General Assembly Meeting where the "Share Sales and Transfer Transactions" will be approved, who will cast negative votes for the "Share Sales and Transfer Transactions" and who will have their dissenting statements in the Minutes of the General Assembly Meeting are entitled to sell their shares to our Company and exercise the "right to exit", within the scope of the Capital Markets Board Decree II-23.1,
 - f. Following the General Assembly Meeting where the "Share Sales and Transfer Transactions" will be submitted for approval, in case the shareholders who cast negative votes for the "Share Sales and Transfer Transactions" and who have their dissenting statements in the Minutes of the General Assembly Meeting submit their shares that constitute the subject matter of the "exit right" to the brokerage firm authorized exclusively in order to manage this process for exercising the "exit right", within the deadlines of the "exit right" exercise period, in compliance with the general provisions, and in the framework announced with regards to the process of exercising the "exit right" as disclosed to the public, and thus exercise the "exit right", within the scope of the provisions of Article 24, "Exit Right" of the Capital Markets Law No., and Article 10, "Exercise Price for Exit Right" of the CMB Decree II-23.1, the "exercise price for exit right" is 0.77 Turkish Lira (77 Kuruş) for each share of our Company with a nominal value of 1 (one) Turkish Lira,

- g. As per the provisions of Paragraph 6 of the Article 9, "Exercising the Exit Right", of the CMB Decree II-23.1, the "exit right" exercise shall commence latest within 6 (six) working days as of the date of the General Assembly Meeting where the "Share Sales and Transfer Transactions" will be submitted for approval, and the deadline for exercising the "exit right" shall be 10 (ten) working days at most,
 - h. As per Paragraph 9 of the Article 9, "Exercising the Exit Right" of the CMB Decree II-23.1, it is mandatory to exercise the "exit right" for "all" the shares held by our shareholders,
 - i. As per Paragraph 7 of the Article 9, "Exercising the Exit Right" of the CMB Decree II-23.1, our shareholders who will exercise their "exit right" shall submit to the brokerage firm that will carry out the buying transactions on behalf of our company their shares that constitute the subject matter of the "exit right", in line with the general provisions, and within the framework announced for the exit right exercising process, and thus the sales (the exercise of the "exit right") shall take place, and the prices for the shares shall be paid to our shareholders who apply to the brokerage firm to exercise their "exit rights" latest on the working day following the "sale,"
 - j. In case the Share Sales and Transfer Transactions are "rejected" with a resolution of the Extraordinary General Assembly resolution, such "exit right" shall not arise,
4. The "Share Sales Agreement"; and within the scope of such "Share Sales Agreement" along with its annexes which has been signed on April 6, 2018, between our Company and Demirören Medya Yatırımları Ticaret A.Ş., the following shares being sold in cash and as a single payment for a total of 916,000,000 US Dollars sales price ("Sales Price"): the shares representing 93.0704% of the issued capital of our direct subsidiary Doğan Gazetecilik A.Ş., the shares representing 77.6690% of the issued capital of our direct subsidiary Hürriyet Gazetecilik ve Matbaacılık A.Ş., the shares representing 100.00% of the fully paid capital of our direct subsidiary Doğan TV Holding A.Ş. (along with the additional shares to be acquired), the shares representing 99.9982% of the fully paid capital of our direct subsidiary Doğan Haber Ajansı A.Ş., the shares representing 100.00% of the fully paid capital of our direct subsidiary Doğan Dağıtım Sales Pazarlama Matbaacılık Ödeme Aracılık ve Tahsilat Sistemleri A.Ş., the shares representing 100.00% of the fully paid capital of our direct subsidiary Doğan İnternet Yayıncılığı ve Yatırım A.Ş., the shares representing 57.5790% of the fully paid capital of our direct subsidiary Doğan Media International GmbH, and the shares representing 1.1476% of the fully paid capital of our indirect subsidiary Mozaik İletişim Hizmetleri A.Ş., and the "Share Sales and Transfer Transactions" shall be presented for the approval of, discussed and resolved at, the General Assembly, in line with the relevant articles of the Turkish Commercial Code ("TCC") no. 6102, the Article 23 "Material transactions of partnerships", and Article 24, "Exit Right" of the Capital Markets Law No. 6362 and the other relevant provisions thereof, the "Communiqué on Common Principles Regarding Significant Transactions and the Exit Right" (II-23.1) amended by the "Communiqué Amending the Communiqué on Common Principles Regarding Significant Transactions and the Exit Right" of the Capital Markets Board (Decree II-23.1.a), and the provisions of the other relevant legislation, and in line with the permission by the Competition Board.
5. As of the date of this Extraordinary General Assembly Meeting hereby, if the permission by the Competition Board is not clear yet, or if a conditional or a partial permission is granted by the Competition Board, in case the "Share Sales and Transfer Transactions" do not take place due to "Share Sales and Transfer Transactions" to be discussed and resolved being carried out as approved by the Competition Board following the Extraordinary General Assembly Meeting or in case no approval is granted by the Competition Board, the Board of Directors is to be authorized, and all these are to be submitted separately for the approval of the General Assembly, and accordingly;
- a. 97,723,878.03 shares representing 93.0704% of the issued capital of Doğan Gazetecilik A.Ş., which we hold in the 105,000,000 shares representing the fully paid 105,000,000 Turkish Liras of issued capital of Doğan Gazetecilik A.Ş., our direct subsidiary, each with a nominal value of 1 Turkish Lira, each being bearer shares, and dematerialized with the Central Registry Agency ("CRA") - (along with the additional shares to be acquired) are to be sold and transferred to Demirören Medya Yatırımları Ticaret A.Ş. in return for a price of 132,000,000.00 US Dollars, and this is to be submitted for the approval of, discussed and resolved by, the General Assembly.
 - b. 428,732,788.05 shares representing 77.6690% of the issued capital of Hürriyet Gazetecilik ve Matbaacılık A.Ş., which we hold in the 552,000,000 shares representing the fully paid 552,000,000 Turkish Liras of issued capital of Doğan Gazetecilik A.Ş., our direct subsidiary, each with a nominal value of 1 Turkish Lira, each being bearer shares, and dematerialized with the Central Registry Agency ("CRA") - (along with the additional shares to be acquired) are to be sold and transferred to Demirören Medya Yatırımları Ticaret

A.Ş. in return for a price of 155,000,000.00 US Dollars, and this is to submitted for the approval of, discussed and resolved by, the General Assembly.

- c. 2,080,593,391 shares representing 100.00% of the issued capital of Doğan TV Holding A.Ş., which we hold in the 2,080,593,391 shares representing the fully paid 2,080,593,391 Turkish Liras of issued capital of Doğan TV Holding A.Ş., our direct subsidiary, each with a nominal value of 1 Turkish Lira, - (along with the additional shares to be acquired) are to be sold and transferred to Demirören Medya Yatırımları Ticaret A.Ş. in return for a price of 599,674,050.30 US Dollars, and this is to submitted for the approval of, discussed and resolved by, the General Assembly.
- d. 1,179,978,707 shares representing 99.9982% of the issued capital of Doğan Haber Ajansı A.Ş., which we hold in the 1,180,000,000 shares representing the fully paid 11,800,000 Turkish Liras of issued capital of Doğan Haber Ajansı A.Ş., our direct subsidiary, each with a nominal value of 1 Kuruş, are to be sold and transferred to Demirören Medya Yatırımları Ticaret A.Ş. in return for a price of 5,000,000 US Dollars, and this is to submitted for the approval of, discussed and resolved by, the General Assembly.
- e. 15,000,000 shares representing 100.00% of the issued capital of Doğan Dağıtım Satış Pazarlama Matbaacılık Ödeme Aracılık ve Tahsilat Sistemleri A.Ş., which we hold in the 15,000,000 shares representing the fully paid 11,800,000 Turkish Liras of issued capital of Doğan Dağıtım Satış Pazarlama Matbaacılık Ödeme Aracılık ve Tahsilat Sistemleri A.Ş., our direct subsidiary, each with a nominal value of 1 Turkish Lira, are to be sold and transferred to Demirören Medya Yatırımları Ticaret A.Ş. in return for a price of 7,000,000 US Dollars, and this is to submitted for the approval of, discussed and resolved by, the General Assembly.
- f. 4,400,000 shares representing 100.00% of the issued capital of Doğan İnternet Yayıncılığı ve Yatırım A.Ş., which we hold in the 4,400,000 shares representing the fully paid 4,400,000 Turkish Liras of issued capital of Doğan İnternet Yayıncılığı ve Yatırım A.Ş., our direct subsidiary, each with a nominal value of 1 Turkish Lira, are to be sold and transferred to Demirören Medya Yatırımları Ticaret A.Ş. in return for a price of 12,751,210.73 US Dollars, and this is to submitted for the approval of, discussed and resolved by, the General Assembly.
- g. 55,851,651 shares representing 57.5790% of the issued capital of Doğan Media International GmbH, which we hold in the 97,000,000 shares representing the fully paid 97,000,000 Euro of issued capital of Doğan Media International GmbH, our direct subsidiary, each with a nominal value of 1 Euro, are to be sold and transferred to Demirören Medya Yatırımları Ticaret A.Ş. in return for a price of 4,042,004.10 US Dollars, and this is to submitted for the approval of, discussed and resolved by, the General Assembly.
- h. 5,049,342 shares representing 1.1476% of the issued capital of Mozaik İletişim Hizmetleri A.Ş., which we hold in the 440,000,000 shares representing the fully paid 440,000,000 Turkish Liras of issued capital of Mozaik İletişim Hizmetleri A.Ş. our indirect subsidiary, each with a nominal value of 1 Turkish Liras, are to be sold and transferred to Demirören Medya Yatırımları Ticaret A.Ş. in return for a price of 532,734.87 US Dollars, and this is to submitted for the approval of, discussed and resolved by, the General Assembly.

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 extraordinary general assembly meeting of Doğan Şirketler Grubu Holding A.Ş. to be held at Burhaniye Mahallesi Kısıklı Caddesi No: 65 34676 Üsküdar/İstanbul on Friday, May 11, 2018 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. Informing the General Assembly about the following issues with regard to the "Share Sales Agreement" along with its annexes which has been signed on April 6, 2018, between our Company and Demirören Medya Yatırımları Ticaret A.Ş., and the "Share Sales and Transfer Transactions" within the scope of the abovementioned "Share Sales Agreement", which will be discussed as Articles 4 and 5 of the Agenda: a. All detailed explanations related			

with the "Share Sales and Transfer Transactions" are available at the Public Disclosure Platform ("PDP") (www.kap.gov.tr) and the Corporate Website of Doğan Şirketler Grubu Holding A.Ş. (www.doganholding.com.tr) in compliance with the public disclosure regulations of the Capital Markets Legislation.

- b. The Extraordinary General Assembly Meeting Information Document, consisting of the detailed explanations for the parts that are not considered trade secret of the "Share Sales Agreement" signed on April 6, 2018 with the Demirören Medya Yatırımları Ticaret A.Ş. is disclosed at PDP (www.kap.gov.tr) and the Corporate Web Site of Doğan Şirketler Grubu Holding A.Ş. (www.doganholding.com.tr), in compliance with the public disclosure regulations of the Capital Markets Legislation,
- c. In case all closing requirements for the "Share Sales Agreement" signed on April 6, 2018 with the Demirören Medya Yatırımları Ticaret A.Ş. are fulfilled including the permission by the Competition Board, our shareholders have been or will be informed with a Material Disclosure through the Public Disclosure Platform.
- d. In order for the "Share Sales and Transfer Transactions" to be accepted during the General Assembly Meeting', the requirement for two thirds of the shares entitled vote at the General Assembly casting affirmative votes shall be sought without regarding the meeting quorum as per Paragraph 6 of Article 29, "Principles Governing General Assembly Meetings" of the Capital Markets Law; however, in case at least half of the shares entitled to vote, and representing the capital at the General Assembly Meeting are present, the resolution shall be made with the majority of the votes who are entitled to vote,

<p>and who are attending the General Assembly Meeting,</p> <p>e. That the "Share Sales and Transfer Transactions" are transactions of significant nature as listed in Article 23, "Material transactions of partnerships" of the Capital Markets Law, therefore, as per Article 23, "Exit Right", of the Capital Markets Law, our shareholders or representatives thereof who shall attend the General Assembly Meeting where the "Share Sales and Transfer Transactions" will be approved, who will cast negative votes for the "Share Sales and Transfer Transactions" and who will have their dissenting statements in the Minutes of the General Assembly Meeting are entitled to sell their shares to our Company and exercise the "right to exit", within the scope of the Capital Markets Board Decree II-23.1,</p> <p>f. Following the General Assembly Meeting where the "Share Sales and Transfer Transactions" will be submitted for approval, in case the shareholders who cast negative votes for the "Share Sales and Transfer Transactions" and who have their dissenting statements in the Minutes of the General Assembly Meeting submit their shares that constitute the subject matter of the "exit right" to the brokerage firm authorized exclusively in order to manage this process for exercising the "exit right", within the deadlines of the "exit right" exercise period, in compliance with the general provisions, and in the framework announced with regards to the process of exercising the "exit right" as disclosed to the public, and thus exercise the "exit right", within the scope of the provisions of Article 24, "Exit Right" of the Capital Markets Law No., and Article 10, "Exercise Price for Exit Right" of the CMB Decree II-23.1, the</p>			
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<p>"exercise price for exit right" is 0.77 Turkish Lira (77 Kurus) for each share of our Company with a nominal value of 1 (one) Turkish Lira,</p> <p>g. As per the provisions of Paragraph 6 of the Article 9, "Exercising the Exit Right", of the CMB Decree II-23.1, the "exit right" exercise shall commence latest within 6 (six) working days as of the date of the General Assembly Meeting where the "Share Sales and Transfer Transactions" will be submitted for approval, and the deadline for exercising the "exit right" shall be 10 (ten) working days at most,</p> <p>h. As per Paragraph 9 of the Article 9, "Exercising the Exit Right" of the CMB Decree II-23.1, it is mandatory to exercise the "exit right" for "all" the shares held by our shareholders,</p> <p>i. As per Paragraph 7 of the Article 9, "Exercising the Exit Right" of the CMB Decree II-23.1, our shareholders who will exercise their "exit right" shall submit to the brokerage firm that will carry out the buying transactions on behalf of our company their shares that constitute the subject matter of the "exit right", in line with the general provisions, and within the framework announced for the exit right exercising process, and thus the sales (the exercise of the "exit right") shall take place, and the prices for the shares shall be paid to our shareholders who apply to the brokerage firm to exercise their "exit rights" latest on the working day following the "sale,"</p> <p>j. In case the Share Sales and Transfer Transactions are "rejected" with a resolution of the Extraordinary General Assembly resolution, such "exit right" shall not arise,</p>			
<p>4. The "Share Sales Agreement"; and within the scope of such "Share Sales Agreement" along with its annexes</p>			

<p>which has been signed on April 6, 2018, between our Company and Demirören Medya Yatırımları Ticaret A.Ş., the following shares being sold in cash and as a single payment for a total of 916,000,000 US Dollars sales price ("Sales Price"): the shares representing 93.0704% of the issued capital of our direct subsidiary Doğan Gazetecilik A.Ş, the shares representing 77.6690% of the issued capital of our direct subsidiary Hürriyet Gazetecilik ve Matbaacılık A.Ş., the shares representing 100.00% of the fully paid capital of our direct subsidiary Doğan TV Holding A.Ş. (along with the additional shares to be acquired), the shares representing 99.9982% of the fully paid capital of our direct subsidiary Doğan Haber Ajansı A.Ş., the shares representing 100.00% of the fully paid capital of our direct subsidiary Doğan Dağıtım Sales Pazarlama Matbaacılık Ödeme Aracılık ve Tahsilat Sistemleri A.Ş., the shares representing 100.00% of the fully paid capital of our direct subsidiary Doğan İnternet Yayıncılığı ve Yatırım A.Ş., the shares representing 57.5790% of the fully paid capital of our direct subsidiary Doğan Media International GmbH, and the shares representing 1.1476% of the fully paid capital of our indirect subsidiary Mozaik İletişim Hizmetleri A.Ş., and the "Share Sales and Transfer Transactions" shall be presented for the approval of, discussed and resolved at, the General Assembly, in line with the relevant articles of the Turkish Commercial Code ("TCC") no. 6102, the Article 23 "Material transactions of partnerships", and Article 24, "Exit Right" of the Capital Markets Law No. 6362 and the other relevant provisions thereof, the "Communiqué on Common Principles Regarding Significant Transactions and the Exit Right" (II-23.1) amended by the "Communiqué Amending the Communiqué on Common Principles Regarding Significant Transactions and the Exit Right" of the Capital Markets Board (Decree II-23.1.a), and the provisions of the other relevant legislation, and in line with the permission by the Competition Board.</p>			
<p>5. As of the date of this Extraordinary General Assembly Meeting hereby, if the permission by the Competition Board is not clear yet, or if a conditional or a partial permission is granted by the Competition Board, in case the "Share</p>			

Sales and Transfer Transactions" do not take place due to "Share Sales and Transfer Transactions" to be discussed and resolved being carried out as approved by the Competition Board following the Extraordinary General Assembly Meeting or in case no approval is granted by the Competition Board, the Board of Directors is to be authorized, and all these are to be submitted separately for the approval of the General Assembly, and accordingly;

- a. 97,723,878.03 shares representing 93.0704% of the issued capital of Doğan Gazetecilik A.Ş., which we hold in the 105,000,000 shares representing the fully paid 105,000,000 Turkish Liras of issued capital of Doğan Gazetecilik A.Ş., our direct subsidiary, each with a nominal value of 1 Turkish Lira, each being bearer shares, and dematerialized with the Central Registry Agency ("CRA") - (along with the additional shares to be acquired) are to be sold and transferred to Demirören Medya Yatırımları Ticaret A.Ş. in return for a price of 132,000,000.00 US Dollars, and this is to submitted for the approval of, discussed and resolved by, the General Assembly.
- b. 428,732,788.05 shares representing 77.6690% of the issued capital of Hürriyet Gazetecilik ve Matbaacılık A.Ş., which we hold in the 552,000,000 shares representing the fully paid 552,000,000 Turkish Liras of issued capital of Doğan Gazetecilik A.Ş., our direct subsidiary, each with a nominal value of 1 Turkish Lira, each being bearer shares, and dematerialized with the Central Registry Agency ("CRA") - (along with the additional shares to be acquired) are to be sold and transferred to Demirören Medya Yatırımları Ticaret A.Ş. in return for a price of 155,000,000.00 US Dollars, and this is to submitted for the approval of, discussed and resolved by, the General

<p>Assembly.</p> <p>c. 2,080,593,391 shares representing 100.00% of the issued capital of Doğan TV Holding A.Ş., which we hold in the 2,080,593,391 shares representing the fully paid 2,080,593,391 Turkish Liras of issued capital of Doğan TV Holding A.Ş., our direct subsidiary, each with a nominal value of 1 Turkish Lira, - (along with the additional shares to be acquired) are to be sold and transferred to Demirören Medya Yatırımları Ticaret A.Ş. in return for a price of 599,674,050.30 US Dollars, and this is to submitted for the approval of, discussed and resolved by, the General Assembly.</p> <p>d. 1,179,978,707 shares representing 99.9982% of the issued capital of Doğan Haber Ajansı A.Ş., which we hold in the 1,180,000,000 shares representing the fully paid 11,800,000 Turkish Liras of issued capital of Doğan Haber Ajansı A.Ş., our direct subsidiary, each with a nominal value of 1 Kuruş, are to be sold and transferred to Demirören Medya Yatırımları Ticaret A.Ş. in return for a price of 5,000,000 US Dollars, and this is to submitted for the approval of, discussed and resolved by, the General Assembly.</p> <p>e. 15,000,000 shares representing 100.00% of the issued capital of Doğan Dağıtım Satış Pazarlama Matbaacılık Ödeme Aracılık ve Tahsilat Sistemleri A.Ş., which we hold in the 15,000,000 shares representing the fully paid 11,800,000 Turkish Liras of issued capital of Doğan Dağıtım Satış Pazarlama Matbaacılık Ödeme Aracılık ve Tahsilat Sistemleri A.Ş., our direct subsidiary, each with a nominal value of 1 Turkish Lira, are to be sold and transferred to Demirören Medya Yatırımları Ticaret A.Ş. in return for a price of 7,000,000 US Dollars, and this is to submitted for the approval of, discussed and resolved by, the General</p>			
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<p>Assembly.</p> <p>f. 4,400,000 shares representing 100.00% of the issued capital of Doğan İnternet Yayıncılığı ve Yatırım A.Ş., which we hold in the 4,400,000 shares representing the fully paid 4,400,000 Turkish Liras of issued capital of Doğan İnternet Yayıncılığı ve Yatırım A.Ş., our direct subsidiary, each with a nominal value of 1 Turkish Lira, are to be sold and transferred to Demirören Medya Yatırımları Ticaret A.Ş. in return for a price of 12,751,210.73 US Dollars, and this is to submitted for the approval of, discussed and resolved by, the General Assembly.</p> <p>g. 55,851,651 shares representing 57.5790% of the issued capital of Doğan Media International GmbH, which we hold in the 97,000,000 shares representing the fully paid 97,000,000 Euro of issued capital of Doğan Media International GmbH, our direct subsidiary, each with a nominal value of 1 Euro, are to be sold and transferred to Demirören Medya Yatırımları Ticaret A.Ş. in return for a price of 4,042,004.10 US Dollars, and this is to submitted for the approval of, discussed and resolved by, the General Assembly.</p> <p>h. 5,049,342 shares representing 1.1476% of the issued capital of Mozaik İletişim Hizmetleri A.Ş., which we hold in the 440,000,000 shares representing the fully paid 440,000,000 Turkish Liras of issued capital of Mozaik İletişim Hizmetleri A.Ş. our indirect subsidiary, each with a nominal value of 1 Turkish Liras, are to be sold and transferred to Demirören Medya Yatırımları Ticaret A.Ş. in return for a price of 532,734.87 US Dollars, and this is to submitted for the approval of, discussed and resolved by, the General Assembly.</p>			
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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, given 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 privilege 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 regarding 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.

SIGNATURE