

# DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

## INFORMATION DOCUMENT FOR THE ORDINARY GENERAL ASSEMBLY MEETING DATED 31 MARCH 2016 RELATED TO THE 2015 ACTIVITIES

### INTRODUCTION

The Ordinary General Assembly Meeting of our Company will be held on **March 31, 2016, Thursday at 11:00 a.m.**, at the Head Office in Burhaniye Mahallesi, Kısıklı Caddesi, No: 65, Üsküdar / İstanbul, in order to negotiate the activities and accounts of 2015 financial year.

Annual Report of the Board of Directors, Financial Statements and Footnotes (Financial Report), Opinion of the Independent Audit Company, Proposal of the Board of Directors to not to distribute dividend, Corporate Governance Compliance Report, General Assembly Information Document, General Assembly Participation Procedure and Power of Attorney Form, and the information notes consisting of the necessary explanations within the scope of Corporate Governance Communiqué (II-17.1) of the Capital Markets Board ("CMB") for the January 01 – December 31 2015 accounting period, will be available at the Company headquarter, the corporate website of our Company at the address of [www.doganholding.com.tr](http://www.doganholding.com.tr), and the Electronic General Assembly System ("e-GKS") of Central Registry Agency ("CRA"), starting from three weeks prior to the meeting.

### PROCEDURES FOR ATTENDING THE GENERAL ASSEMBLY

As per Article #1527 of the Turkish Commercial Code ("TCC") #6102, shareholders may either participate the General Assembly Meeting personally to cast their votes or do the same in the electronic environment via CRA's Electronic General Assembly System ("e-GKS"). **Those shareholders or their proxies who may choose to participate the meeting in the electronic environment 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 General Assembly Meeting in the electronic environment.** Shareholders may obtain information on participating general assembly meetings in the electronic environment from "Central Registry Agency" ("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, and paragraph 1 of the Article 30 of the Capital Markets Law ("CML"), the right to attend the general assembly and to cast vote is not linked to the condition of the storage of share certificates. **Accordingly, in case our shareholders wish to attend the Ordinary General Assembly Meeting, they do not need to block their shares.**

**The shareholders whose names are on the attendees list prepared taking into account the "shareholders list" obtained from "CRA" may attend the Ordinary General Assembly Meeting.** The mentioned list shall be used to check whether the persons at the meeting hall in person, attending the Ordinary General Assembly Meeting are indeed shareholders or representatives thereof.

The shareholders who cannot attend the Ordinary 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 of the shareholders who will attend via electronic means are reserved, and to fulfil the other issues stipulated in Capital Markets Board ("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](http://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 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.**

*As per Article 19 of the Articles of the Association;*

*Following principles shall be applied in the General Assembly meetings:*

**a) Way of Invitation:** *General Assemblies convene ordinarily or extraordinarily. In respect of the call to the meetings, the Turkish Commercial Code, the Capital Markets Law, the regulations of the Capital Markets Board and the provisions of the other relevant legislation in force shall apply.*

*Announcements pertaining to the General Assembly meetings shall be made minimum three weeks prior to the General Assembly meeting through the procedures stipulated by legislation as well as through any means of communication, including the electronic media, in order to ensure that as many shareholders as possible are reached. Notifications and statements in accordance with the legislation and the notifications and statements in accordance with the Capital Markets Law, the regulations of the Capital Markets Board and the provisions of the other relevant legislation in force shall also be included in the website of the Company, together with the call to the General Assembly meeting.*

**b) Time of the Meeting:** *Ordinary General Assembly shall convene minimum once a year. Matters to be negotiated in accordance with the agenda shall be reviewed and resolved in these meetings. Extraordinary General Assembly shall convene and pass the required resolutions under circumstances and at any time required by the Company business, according to the provisions of the Turkish Commercial Code, Capital Markets Law, and the regulations of the Capital Markets Board and the provisions of these Articles of Association.*

**c) Venue of the Meeting:** *General Assembly meetings shall be held at the company headquarter or at another suitable location within the city of the company headquarter upon the resolution of the Board of Directors.*

**d) Representation:** *Shareholders may have themselves represented by proxies who may or may not be shareholders during the General Assembly meetings.*

*In respect to voting by proxy, the Turkish Commercial Code, the Capital Markets Law, the regulations of the Capital Markets Board, the provisions of the other relevant legislation in force shall apply.*

**e) Attendance to the Meeting:** *In principle managing members of the Board of Directors, at least one member of the Board of Directors and an officer from the Independent Audit Company should attend the General Assembly meetings; also those who have responsibilities in relation to the matter on the agenda and who have to make statements should attend the meetings. If the persons, except for those who have to attend the meeting by law have not attended the meeting, excuses of the said people are notified to the General Assembly by the Chairman.*

*Shareholders may attend the General Assembly meetings in compliance with the Turkish Commercial Code, the Capital Markets Law, the regulations of the Capital Markets Board and the Central Registry Agency as well as the provisions of the other relevant legislation in force. Shareholders and/or their proxies without an entry certificate in accordance with the relative legislation may not attend the meeting and take floor and/or vote.*

- f) Chairmanship Committee:** *General Assembly Meetings shall be conducted by a chairman, being a shareholder or not, who is elected by the General Assembly. Chairman determines the clerk and if deems necessary the vote collector and constitute the chairmanship. A vice chairman shall be elected when deemed necessary.*
- g) Representative of the Ministry:** *The Turkish Commercial Code, regulations of the relevant Ministry and other provisions of the legislation shall apply in both ordinary and extraordinary General Assembly meetings regarding the Representative of the Ministry of Customs and Trade.*
- h) Voting Right and Its Exercise:** *Each share has one voting right in General Assembly meetings. Voting in General Assemblies, where physical attendance is required, shall be made by raising hands. However, it is mandatory to make a secret voting upon the request of 1/20 of the shareholders represented in the meeting. In the cases when the usufruct right and the right of disposition of a stock belongs to different persons, they may agree between themselves and get themselves represented in the way they deem proper. In case of disagreement, the person who has the usufruct right shall have the right of attending and voting in General Assembly meetings.*
- i) Meeting and Resolution Quorum:** *Provisions of the Turkish Commercial Code and the Capital Markets Law shall apply in terms of meeting and resolution quorum in General Assembly meetings of the Company.*
- j) Internal Directive:** *Board of Directors shall issue an internal directive and submit for the approval of General Assembly regarding the rules in relation to the principles and procedures of General Assembly's operations in compliance with the Turkish Commercial Code and the regulations and communiqué introduced within the framework of this Law. Internal Directive approved by the General Assembly shall be registered at the Trade Registry and announced.*
- k) Attendance to General Assembly meeting in Electronic Environment:** *Shareholders who are entitled to participate in the general assembly meetings of the Company may attend those meetings via electronic environment pursuant to Article 1527 of the Turkish Commercial Code. The Company may set up Electronic General Assembly Meeting System that shall allow the persons entitled to participate and vote in these meetings via electronic environment within the framework of the legislation in force or may purchase services of systems created for such purpose. In the all General Assembly meetings to be held, it is ensured that the entitled persons and their proxies use their rights over the system that has been set up as per this provision of the Company's Articles of Association.*

**TOTAL NUMBER OF SHARES AND VOTING RIGHTS REFLECTING THE PARTNERSHIP STRUCTURE OF THE ENTIRE COMPANY; PRIVILEGED SHARES AND NUMBER OF SHARES AND VOTING RIGHTS REPRESENTING EACH PRIVILEGED SHARE GROUP**

- **The Partnership Structure of the Company:**

<b>Commercial Title/Name and Last Name of the Shareholder</b>	<b>Share in the Capital (TL)</b>	<b>Share in the Capital (%)</b>
Adilbey Holding A.Ş.	1,290,679,019.428	49.32
Doğan Family	377,126,524.486	14.41
Portion Traded in the BIST and Other Shareholders	949,132,744.086	36.27
<b>TOTAL</b>	<b>2,616,938,288.00</b>	<b>100.00</b>

- **Total Number of Shares Representing the Partnership Structure of the Company:**

2,616,938,288 shares

- **Total Voting Rights Representing the Partnership Structure of the Company:**

2,616,938,288 shares

- **Privileged Shares :**

NONE

## AGENDA OF THE GENERAL ASSEMBLY AND THE RELEVANT EXPLANATIONS

Our explanations related to the Agenda of the General Assembly are as below:

### AGENDA

1. Opening and election of the Meeting Board

**Rationale :** The President and Members of the Chair to govern the general assembly meeting within the framework of the provisions of the "Turkish Commercial Code" (TCC) and the "Regulation on the General Assembly Meetings of the Incorporated Companies and Representative of the Ministry of Customs and Trade to attend these Meetings" (Regulation) shall be elected.

2. Authorization of the Meeting Board to sign the minutes of the meeting

**Rationale :** The General Assembly will authorize the Meeting Chairman to sign the minutes of the general assembly meeting.

3. Pursuant to the Article 363 of the Turkish Commercial Code, presenting for the approval of the shareholders', the assignment of Soner Gedik to the Board of Directors in order to complete the term of office of Yahya Üzdiyen who has resigned from the Board of Directors

**Rationale :** Pursuant to the Article 363 of the Turkish Commercial Code assignment of Soner Gedik to the Board of Directors in order to complete the term of office of Yahya Üzdiyen who has resigned from the Board of Directors will be presented for the approval of the shareholders'.

4. Reading, discussion and approval of the Annual Report of the Board of Directors for the January 01 – December 31 2015 accounting period

**Rationale :** Annual Report of the Board of Directors, for the January 01 – December 31 2015 accounting period in accordance with the provisions of the TCC and the Regulation of Ministry of Customs and Trade will be read, discussed and submitted for the approval of the General Assembly (These documents can be received from the headquarter of the Company, can be reached from Public Disclosure Platform ([www.kap.gov.tr](http://www.kap.gov.tr)), the Electronic General Assembly System ("e-GKS") of Central Registry Agency ("CRA") and from our corporate website at the address of [www.doganholding.com.tr](http://www.doganholding.com.tr))

5. Reading, discussion and approval of the Opinion of the Independent Audit Company for the January 01 – December 31 2015 accounting period

**Rationale :** Opinion of the Independent Audit Company for the January 01 – December 31 2015 accounting period in accordance with the provisions of the TCC and the Regulation of Ministry of Customs and Trade will be read, discussed and submitted for the approval of the General Assembly (These documents can be received from the headquarter of the Company, can be reached from Public Disclosure Platform ([www.kap.gov.tr](http://www.kap.gov.tr)), the Electronic General Assembly System ("e-GKS") of Central Registry Agency ("CRA") and from our corporate website at the address of [www.doganholding.com.tr](http://www.doganholding.com.tr))

6. Reading, discussion and approval of the Financial Statements for the January 01 – December 31 2015 accounting period

**Rationale :** Financial Report for the January 01 – December 31 2015 accounting period in accordance with the provisions of the TCC and the Regulation of Ministry of Customs and Trade will be read, discussed and submitted for the approval of the General Assembly (These documents can be received from the headquarter of the Company, can be reached from Public Disclosure Platform ([www.kap.gov.tr](http://www.kap.gov.tr)), the e-GKS of "CRA" and from our corporate website at the address of [www.doganholding.com.tr](http://www.doganholding.com.tr)).

7. Acquittal of the members of the Board and Senior Executives for the activities, transactions and accounts for the January 01 – December 31 2015 accounting period

**Rationale :** As per the provisions of TCC, and the Regulation of Ministry of Customs and Trade the acquittal of the members of Board of Directors and Senior Executives for their activities, transactions and accounts for the January 01 – December 31 2015 accounting period will be presented for the approval of the General Assembly.

8. Reading, discussion and approval of the proposal of the Board of Directors to not to distribute dividend pursuant to the "Dividend Distribution Policy" of the Company

**Rationale :** Our Board of Directors made a meeting on March 09, 2016 (resolution number 2016/7); and

Taking into account the Turkish Commercial Code ("TCC"), the Capitals Market Legislation and the Regulations of the Capital Markets Board ("CMB"), the Corporate Tax, Income Tax, the provisions of the other relevant legislation, as well as the relevant provisions of the Articles of Association of our Company, and the "Dividend Distribution Policy" that we have publicly announced:

- In line with the Communique provisions of the CMB II-14.1, "Communique on the Principles of Financial Reporting in Capital Markets", of the CMB, and as per the independently audited consolidated financial statements of the accounting period of 01.01.2015-31.12.2015 prepared in compliance with the Turkish Accounting System ("TMS") and Turkish Financial Reporting Standards ("TFRS") issued by the Public Oversight, Accounting and Auditing Standards Institute ("KGK"), and the presentation principles of which have been determined as per the relevant resolutions of the CMB; as it has been understood that a "Net Loss for the Period" of 160,820 thousand Turkish Liras has been observed when the "Deferred Tax Income" and "Tax Expense for the Period", and "Non-Controlling Interests Outside the Equity Holders of The Parent Company", and that a "Loss for the Period" totalling 1,154,775 thousand Turkish Liras after adding to this amount "Accumulated Losses" totalling 979,671 thousand Turkish Liras, calculated as per the Dividend Guide announced in the CMB Weekly Bulletin of 27.01.2014, no. 2014/2, and adding the "donations" totalling 3,556 thousand Turkish Liras made in 2015, to inform the shareholders that no dividend distribution shall be made for the accounting period 01.01.2015 – 31.12.2015 in line with the CMB dividend distribution regulations, and to submit this matter for the approval of the General Assembly, and
- In the financial records for the 01.01.2015 - 31.12.2015 accounting period kept within the scope of the Tax Legislation, and as per the Uniform Accounting Plan published by the T.R. Ministry of Finance, a "Net Profit for the Period" of 383,784,434.73 Turkish Liras has been observed during the accounting period of 01.01.2015 - 31.12.2015; to transfer to the "Extraordinary Reserves" account the amount of 338,977,058.76 Turkish Liras which is the balance after setting aside "General Legal Reserves" totalling 17,840,897.83 Turkish Liras as per paragraph (a) of Article 519 TCC, which is the balance after setting aside from the remaining balance of 356,817,956.59 Turkish Liras after a "Tax Expense for the Period" are set aside from this sum, in the amount 26,966,478.14 Turkish Liras, and to submit this matter for the approval of the General Assembly.

9. Determination of the number of members and terms of office of the Board of Directors and election of the board members accordingly

**Rationale :** In accordance with the provisions of TCC and the Regulation of Ministry of Customs and Trade the General Assembly will assign the members of the Board of Directors.

According to the 12th article of the Articles of Association;

*"The Company is managed and represented by the Board of Directors composed of minimum 6 and maximum 12 members that will be elected by the General Meeting. The members of the Board, with the ratio or amount set by Capital Markets Board, are selected among candidates who have independent member qualities. Determination, presentation, numbers, qualities, election, deposition and/or dismissal of the independent members of the Board, shall be in accordance with Capital Markets Law, Capital Markets Board regulations and other relevant legislations.*

*As a principle, Members of the Board are elected among individuals who have the basic knowledge on the legal procedures regulating the actions and transactions regarding the area of activities of the Company, the training and experience on the management of the Company, the ability to interpret financial tables and reports and preferably an academic education.*

*Majority of the Board of Directors constitute of the members who do not take over duties in the execution.*

*The members of the Board of Directors are elected for a maximum office term of 3 years. If duty period is not clearly mentioned in the resolution of the election of the General Assembly, it shall be deemed that the election is made for 1 year.*

*If any Member of the Board position is vacated for any reason, a person with the required qualities shall be elected by the Board of Directors to be presented for the next General Assembly approval. Such person shall complete the duration of the person, for whom he was elected for, if his membership is approved by the General Assembly.*

*A Member of the Board of Directors that is a legal entity may change the person registered on its behalf at any time.*

*If deemed necessary by the General Assembly, the Board of Directors may replace its members at any time"*

As per the resolution of our Board of Directors dated March 09, 2016 and numbered 2016/9, disclosed to the public via Public Disclosure Platform on 09 March 2016, Ahmet Vural Akışık and Tayfun Bayazit have been accepted as candidates for independent board members. The curriculum vitae of the above mentioned candidates for board members can be found appended (ANNEX 2).

10. Without voting and resolving during the 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.

**Rationale :** Information is presented to the General Assembly about the payments, making within the scope of the "Remuneration Policy" determined for the members of the Board of Directors as per the Corporate Governance Communiqué of the Capital Markets Board.



## 11. Determination of the remuneration of the members of the Board of Directors

**Rationale :** In compliance with the provisions of the TCC and the Regulation of Ministry of Customs and Trade, the General Assembly shall determine the remuneration to be paid to the members of the Board of Directors.

According to the 17th article of the Articles of Association;

*Resolutions in relation to remuneration, allowance, dividends from annual profits, bonus, and premium of the Members of the Board of Directors shall be determined by the General Assembly. Remuneration of the members of the Board of Directors may differ on the basis of the duties, powers and responsibilities undertaken in the Board of Directors.*

*The Capital Markets Law, the regulations of the Capital Markets Board, and the provisions of the other relevant legislation in effect shall be complied with in determining the financial rights to be provided to the independent Members of the Board of Directors’.*

*The Board of Directors shall determine whether the committee chairman and members will be paid any remuneration for the tasks they have undertaken in the committees, and if they will be determined, the amount, and the terms and conditions, in the resolution for forming the relevant committee.*

## 12. 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

**Rationale :** In line with the provisions of TCC and Capital Markets Law, the selection of the independent audit company by the Board of Directors shall be presented for the approval of the General Assembly.

At the meeting dated March 08th, 2016 and numbered 2016/5, our Board of Directors has resolved to appoint DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik Anonim Şirketi (A member firm of Deloitte Touche Tohmatsu) as the independent audit firm, and to submit such appointment for the approval of the General Assembly, with the affirmative opinion of the Audit Committee, and in compliance with the Turkish Commercial Code, the Capital Markets Law, and the Decree No 660, as well as the principles set forth as per the secondary legislation in effect within this scope, for the independent audit of the financial statements of 2016 accounting period of our company, as well as carrying out the other relevant activities.

## 13. 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 January 01 – December 31 2016 accounting period will be evaluated and authorizing the Board of Directors accordingly

**Rationale :** According to the article 4 clause “F” of the Articles of Association;

*Within the principles specified by Capital Markets Board, provided that it does not disrupt its objective and the subject, and as per Article 20 of the Articles of Association, Holding may give support and donations to the departments included in the general budget, supplementary budget administrations, private provincial administrations, municipalities, villages, foundations granted tax exemption by the Council of Ministers, associations deemed to be useful for public interests, organizations and institutions engaged in scientific research and development, universities, and persons or institutions with similar nature.*

According to the 20th article of the Articles of Association of our company;

*Upper limit of the aids and donations to be made by the Company in one accounting period within the framework of the principles specified in Article 4 of the Articles of Association shall be determined by the General Assembly. No donations above the specified limit determined by the General Assembly can be made and donations made may be distributed, added on the distributable profit. Donations made by the Company should not contradict the regulations on*



*the transfer of hidden revenues of the Capital Markets Law, the Turkish Commercial Code and other relevant legislation; required public disclosures should be made; and the donations made during one financial year should be submitted for the information of the shareholders in the General Assembly*

14. Discussing and approving the authorization of the Board of Directors to issue capital market instruments (including warrants) of indebtedness and determining 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 January 01 – December 31 2016 accounting period

**Rationale :** The need for the use of alternative financing instruments may always arise in order to act swiftly when necessary for effective and efficient capital management.

Therefore, even though there are no resolutions made as of the present, the matters of issuing capital market instruments expressing indebtedness to the extent allowed by the Turkish Commercial Code, the Capital Markets Law, and the additional legislation, and authorizing the Board of Directors for setting the conditions of such issuance, with the permission of the Capital Markets Board, and as per Article 11 of the Articles of Association in 2016, are being submitted for the approval of the General Assembly

If this authority is granted by the General Assembly, our Company will have more capabilities in terms of providing financing.

15. In line with the Articles of Association, discussing and approving 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

**Rationale :** Within the scope of Article 22 of the Articles of Association,

*"Board of Directors, provided that it is authorized by the General Assembly, may distribute advance dividend, in accordance with the Capital Markets Law Article 20 and relevant Capital Markets Board regulations"*

Authorizing the Board of Directors for giving advance dividend for the amount permitted by the Turkish Commercial Code, the Capital Markets Law, Capital Markets Legislation, and the relevant legislation, and for determining the time and the conditions will be submitted for the approval of the shareholders.

16. Requesting shareholders' approval for authorizing the Members of the Board of Directors for carrying out the jobs and procedures mentioned in articles 395 and 396 of the Turkish Commercial Code.

**Rationale :** Requesting shareholders' approval for authorizing the members of the Board of Directors to carry out the jobs listed in the articles 396 'Non-competition' and 395 'Prohibition of Doing Business with and Borrowing from the Company' of the Turkish Commercial Code

17. Without voting and resolving during the 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.

**Rationale :** According to the Communique of Corporate Governance of the Capital Markets Board (II-17.1); Shareholders shall be informed that no 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. According to this, shareholders who control management, Members of the Board of Directors, executives with management responsibilities, and their spouses and relatives either by blood or marriage have not performed any transactions/procedures that may create conflict of interest with the partnership or affiliates and/or may be deemed as 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

18. Without voting and resolving during the General Assembly; giving information to shareholders about the donations of the Company to foundations, associations, public entities and institutions for social grants during the January 01 – December 31 2015 accounting period within the scope of the Capital Markets Legislation and the relevant regulations

**Rationale :**

In 2015, our company made the following donations:

	<b>TL</b>
to Aydın Doğan Foundation	1,575,000.00
to The Brooking Institution	821,640.00
to Türk Eğitim Gönüllüleri Vakfı (Educational Volunteers Foundation of Turkey)	740,775.00
to Global İlişkiler Forumu Derneği (Global Relations Forum)	145,135.00
to Stanford University	120,379.50
to Koç Üniversitesi (Koç University)	107,000.00
to Darülfakka Cemiyeti (Darüşşafaka Society)	20,000.00
to Türk Eğitim Vakfı (Turkish Education Foundation)	11,500.00
to Enka Spor Eğitim ve Sosyal Yardımlaşma Vakfı (Enka Sports Education and Welfare Foundation)	10,000.00
to Kadın Hukukçuları Destekleme Vakfı ( Foundation for the Support of Women Lawyers)	2,500.00
And to Yeşil Düşünce Derneği (Association of Green Idea)	2,250.00

to make a total donation of TL 3,556,179.5.

The amount is below the amount defined by the General Assembly.

19. Without voting and resolving during the 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

**Rationale :**

According to the provisions of the Communiqué of Corporate Governance (II-17.1.), shareholders will be informed that no income or benefits have been created in connection with the guarantees, pledges, mortgages or sureties given on behalf of third parties.

**ANNEXES:**

- 1- Power of Attorney
- 2- CV of the Candidates for Independent Board Members

**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. regarding the January 01 – December 31 2015 accounting period to be held at Burhaniye Mah. Kısıklı Cad. No: 65 Üsküdar İstanbul on Thursday, March 31, 2016 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. Pursuant to the Article 363 of the Turkish Commercial Code, presenting for the approval of the shareholders', the assignment of Soner Gedik to the Board of Directors in order to complete the term of office of Yahya Üzdiyen who has resigned from the Board of Directors			
4. Reading, discussion and approval of the Annual Report of the Board of Directors for the January 01 – December 31 2015 accounting period			
5. Reading, discussion and approval of the Opinion of the Independent Audit Company for the January 01 – December 31 2015 accounting period			
6. Reading, discussion and approval of the Financial Statements for the January 01 – December 31 2015 accounting period			
7. Acquittal of the members of the Board and Senior Executives for the activities, transactions and accounts for the January 01 – December 31 2015 accounting period			
8. Reading, discussion and approval of the proposal of the Board of Directors to not to distribute dividend pursuant			

to the "Dividend Distribution Policy" of the Company			
9. Determination of the number of members and terms of office of the Board of Directors and election of the board members accordingly			
10. Without voting and resolving during the 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.			
11. Determination of the remuneration of the members of the Board of Directors			
12. 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			
13. 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 January 01 – December 31 2016 accounting period will be evaluated and authorizing the Board of Directors accordingly			
14. Discussing and approving the authorization of the Board of Directors to issue capital market instruments (including warrants) of indebtedness and determining 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 January 01 – December 31 2016 accounting period			
15. In line with the Articles of Association, discussing and approving 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			
16. Requesting shareholders' approval for authorizing the Members of the Board of Directors for carrying out the jobs and procedures mentioned in articles 395 and 396 of the Turkish Commercial Code.			

<p>17. Without voting and resolving during the 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.</p>			
<p>18. Without voting and resolving during the General Assembly; giving information to shareholders about the donations of the Company to foundations, associations, public entities and institutions for social grants during the January 01 – December 31 2015 accounting period within the scope of the Capital Markets Legislation and the relevant regulations</p>			
<p>19. Without voting and resolving during the 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</p>			

**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 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 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.

## CV OF THE INDEPENDENT BOARD MEMBER CANDIDATES

### **Tayfun Bayazit**

After receiving his bachelor's degree in Mechanical Engineering (1980), Bayazit received his Master's degrees (MBA-1983) in Finance and in International Relations from Columbia University. He began his professional banking career at Citibank. He served in senior management positions for 13 years within the Çukurova Group; Yapı Kredi (Assistant General Manager and Executive Board Member), Interbank (CEO) and the Banque de Commerce et de Placement SA Switzerland (President & CEO).

In 1999, he was appointed as the Vice Chairman of Doğan Holding and Dışbank Executive Director. In the same group, in 2001, he became the Chief Executive Officer (CEO) of Dışbank. After being appointed as the Chairman of the Board of Directors in 2003, Bayazit was appointed as the CEO of Fortis Turkey and as a member in the Fortis global governance committee in July 2005 after Dışbank's majority shares were acquired by Fortis. After the General Assembly held in 2006, he became the Chairman of Fortis Turkey. In 2007, he returned to Yapı Kredi (UniCredit and Koç Group partnership) as an Executive Director and the General Manager, and became the Chairman of the Board of Directors in 2009. Bayazit resigned from his position in Yapı Kredi in August 2011 in order to establish "Bayazit Consultancy Services" company where he is currently the Chairman. While serving as an independent member in the Board of Directors of Migros, Boyner, TAV and Doğan Holding, Bayazit is also the Chairman of the Board of Directors of Marsh McLennan Group (Marsh, Mercer and Oliver Wyman), Taaleri Portfolio Management and Mediobanca Turkey.

Bayazit assumes active duties in non-governmental organizations such as Turkish Industry and Business Association (TÜSİAD) Education Volunteers Foundation of Turkey (TEGV), Embarq and Corporate Governance Association of Turkey (TKYD).

### **Dr. Ahmet Vural Akışık**

Upon completing his high school education at the Robert College in Istanbul, Dr. Vural Akışık finished his undergraduate study at the Department of Economics at the Middle East Technical University, before completing his MSc degree in mathematics at the same university. He completed his doctorate in mathematical statistics at the University of California, Berkeley.

He worked as an academician at the Middle East Technical University, and the University of California, Berkeley. After starting his professional career at Pamukbank, Akışık was appointed as the CEO of Interbank in 1984. In 1988, he was among the founding shareholders of the Turkish Merchant Bank, the first investment bank in Turkey, and he served as the Chairman and the CEO of the bank. In 1997, he was appointed as the CEO of Dışbank. In 2001, he was invited to serve as the chairman of the Public Banks Joint Board of Directors on a special mission to restructure the state banks. During the course of this task, he successfully completed the organisational and financial restructuring efforts, and returned to Dışbank to continue with his position as the Chairman. He also served as the Chairman of Petrol Ofisi, Executive Board Member and Vice President of Doğan Holding.

As of 28.02.2009, Dr. Akışık left his duty as the Vice Chairman of Doğan Şirketler Grubu Holding A.Ş., and furthermore in the past he has served as the Chairman of the Turkish-American Business Council; Member of the High Advisory Board of TÜSİAD; Board Member at Turkish Economic and Social Studies Foundation (TESEV); Member of the Board of Trustees of the Malatya Education Foundation, and the Founding Member of Istanbul Education Foundation.