

**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.**

<b>Agenda Items (*)</b>	<b>Accept</b>	<b>Reject</b>	<b>Dissenting Opinion</b>
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 Üzdiyem 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.			
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.			
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			
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			

**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.