

**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.**

<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. 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](http://www.kap.gov.tr)) and the Corporate Website of Doğan Şirketler Grubu Holding A.Ş. ([www.doganholding.com.tr](http://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](http://www.kap.gov.tr)) and the Corporate Web Site of Doğan Şirketler Grubu Holding A.Ş. ([www.doganholding.com.tr](http://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**