

**DOĞAN ŞİRKETLER GRUBU HOLDING A.Ş.**  
**THE YEAR 2008 ORDINARY GENERAL ASSEMBLY**  
**INFORMATION MEMORANDUM**

The Ordinary General Assembly of Shareholders of our Company for the Fiscal Period of 01.01.2008-31.12.2008 shall convene on July 09, 2009, at 10:30 A.M., at the head office of the Company located at Altunizade, Oymacı Sok. No.15/1 Üsküdar 34662 Istanbul, in order to negotiate and resolve the matters on the agenda.

Our honorable shareholders who wish to participate in the General Assembly meeting are asked to have their names recorded in the “General Assembly Blockage List” at Central Registry Agency (“CRA”), until at the latest the end of the business hours on July 3, 2009, Friday, and have the blockage letters that they will receive while in the General Assembly meeting.

As stated in the General Letter of CRA number 294, the right holder investors may participate in the General Assembly after registration of their share certificates and the records of right holding are generated at CRA as per the provisional article 6 of the Capital Market Regulations. It is not possible for our shareholders who are not recorded in the blockage list at CRA to participate in the General Assembly, and exercise their rights to speak and vote.

Our shareholders who will have themselves represented at the meeting should prepare a proxy form in accordance with the below specimen, and have it certified by and entrusted to a Notary Public under the provisions of Capital Market Board Communiqué Serial: IV and No: 8, published in the Official Journal dated March 9, 1994.

The Balance Sheet and Income Statement, Annual Report of the Board of Directors and the proposal of the Board of Directors on the period profit, Board of Auditor’s report and Independent Audit Reports for the Fiscal Period of 01.01.2008- 31.12.2008 will be accessible for review of our shareholders at the head office of the Company beginning from June 17, 2009. Moreover, the said documents as well as the General Assembly information memorandum, participation procedure for General Assembly and proxy voting form will be on the web page of the Company at [www.doganholding.com.tr](http://www.doganholding.com.tr).

Yours faithfully

## AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 09.07.2009

1. Election of the Presiding Committee,

**Ground:** *In accordance with the provisions of Turkish Commercial Code and the Regulation of Ministry of Industry and Commerce, a chairperson and presiding committee shall be elected for management of the General Assembly.*

2. Authorizing to the Presiding Committee to sign the General Assembly meeting minutes on behalf of the participants,

**Ground:** *In accordance with the provisions of Turkish Commercial Code and the Regulation of Ministry of Industry and Commerce, the General Assembly shall authorize the Pressing Committed to insert the resolution made by the General Assembly in the minutes.*

3. Making decision for increasing the Registered Share Capital Ceiling of our Company from YTL 2,000,000,000.- to YTL 4,000,000,000., under the permission of Capital Market Board dated 05.06.2009 and number 7185, as well as the permission of the Ministry of Industry and Commerce dated 11.06.2009 and number 3268, and for this purpose, to replace the Article 8 entitled “Capital of the Company” and the Article 5 entitled “Head Office and Branches” in the Articles of Association of the Company with their new forms as included in the amendment text below,

**Ground:** *Due to the fact that our registered capital ceiling of YTL 2,000,000,000 - was exceeded in consequence of the increase of our issued capital to YTL 2,450,000,000 - by an increase of YTL 950,000,000 - within the period, which increase was fully compensated by internal sources, it is required to increase the registered share capital and present such increase for the approval of the first General Assembly meeting to be held, pursuant to the relevant legislation of Capital Market Board. In this regard, it was announced to the public by the weekly Bulletin of the Capital Market Board dated June 01-05, 2009 and issue number 24 that the demand made to the Capital Market Board for increase of the registered capital ceiling was found to be favorable.*

4. Reading, reviewing and making decision on approval of the Annual Report of the Board of Directors, Board of Auditor’s report and Independent Audit Report, Balance Sheet and Income Statement for the fiscal period of 01.01.2008- 31.12.2008.

**Ground:** *The consolidated balance sheets and income statements prepared in accordance with IFRS and the financial statement formats established by the Capital Market Board as per the Capital Market Board Communiqué Serial: XI and NO: 29, the independent audit report and the year 2008 Annual report as well as the Board of Auditor’s report prepared in accordance with the provisions of Turkish Commercial Code as well as with the regulation of Ministry of Industry and Commerce shall be read, and submitted for the Approval of the General Assembly. The said documents are accessible from the head office of the Company or our website at [www.doganholding.com.tr](http://www.doganholding.com.tr).*

5. Release of the members of Board of Directors,

**Ground:** *In accordance with the provisions of Turkish Commercial Code and the Regulation of Ministry of Industry and Commerce, release of the members of Board of Directors for their activities, transactions and accounts in the year 2008 shall be presented for the approval of the General Assembly.*

6. Release of the members of Board of Audit,

**Ground:** *In accordance with the provisions of Turkish Commercial Code and the Regulation of Ministry of Industry and Commerce, release of the members of the Board of Audit for their activities and transactions in the year 2008 shall be presented for the approval of the General Assembly.*

7. Negotiation and resolution of the proposal of the Board of Directors on the period profit,

**Reason:** *The Board of Director has decided submit the following matters of::*

*- Out of the consolidated net period profit in the amount of YTL 70,615,078.- included in our consolidated financial statements; leaving the net distributable period profit calculated as YTL 50,370,338.- after having added the gifts in the amount of YTL 1,444,082.- to the amount found after having discounted the 1<sup>st</sup> series legal reserve fund in the amount of YTL 21,688,822.-, within the partnership without distribution, as per the arrangements in Turkish Commercial Code,*

*- establishing that a period profit of YTL 507,510,378.- has been generated in our financial records kept pursuant to Turkish Commercial Code and Tax Procedural Law; out of this amount, transferring YTL 412,087,622.- remaining after having discounted the corporate tax in the amount of YTL 56,311,978.- and former year losses in the amount of YTL 17,421,954.-, and after having set aside a 1<sup>st</sup> series legal reserve fund in the amount of YTL 21,688,822.- from the remainder, to the extraordinary reserve funds,*

*for the approval of the Ordinary General Assembly. This proposal of the Board of Directors shall be negotiated and resolved.*

*In this respect, clarification was made in the daily bulletin of IMKB dated 24.04.2009.*

8. Determining the number, terms of office and remunerations of the members of Board of Directors, and election of the members,

**Ground:** *In accordance with the provisions of Turkish Commercial Code and the Regulation of Ministry of Industry and Commerce, the General Assembly shall determine the number, terms of office and remunerations of the members of board of directors.*

9. Determining the number, terms of office and remunerations of the auditors, and election of them,

**Ground:** *In accordance with the provisions of Turkish Commercial Code and the Regulation of Ministry of Industry and Commerce, the General Assembly shall determine the number, terms of office and remunerations of the auditors.*

10. In accordance with the provisions of the Capital Market Board Communiqué Serial: X and No: 22, making decision on approval of the election of the Independent Audit Agency made by the Board of Directors,

**Reason:** *As per article 6 of the Capital Market Board Communiqué Serial: X and No: 22, the election of the independent audit agency made by the Board of Directors taking into consideration the suggestion of the Committee In Charge of Audit shall be submitted for the approval of the General Assembly.*

11. Authorizing the Board of Directors to issue Bonds and/or Commercial Bills within the scope of the provisions of Article 14 of the Articles of Association of the Company, with permission of the Capital Markets Board, and up to the maximum amount permissible by Turkish Commercial

Code, Capital Market Regulations, and the supplementary legislation, and to determine the amounts, denominations, and interest rates, payment terms, and other conditions pertaining to the Bonds and/or Commercial Bills to be issued.

**Reason:** *Authorization of the board of directors to issue capital market debt instruments up to the amount permissible by Turkish Commercial Code, Capital Market Board and supplementary legislation with the permission of the Capital Market Board, and establishment of issuance conditions are submitted for the approval of the General Assembly. This is just an authorization article, and if this authority is granted by the General Assembly, the Board of Directors shall have the opportunity to utilize these instruments as well along with other financial instruments, in case of occurrence of an external financing need.*

12. Giving permission to the members of the Board of Directors to perform the businesses falling within the scope of the company's field of activity in person or on behalf of others, to become partners of those companies engaged in such businesses, and to conduct other businesses as per articles 334 and 335 of the Turkish Commercial Code,

**Ground:** *Authorizing the members of Board of Directors in order to perform the businesses indicated in the article 334 entitled "Prohibition of Transactions with the Company" and article 335 entitled "Prohibition of Competition" in Turkish Commercial Code is submitted for the approval of the General Assembly.*

13. Presenting the Corporate Disclosure Policy to the attention of the General Assembly.

**Ground:** *The Disclosure Policy prepared and revised by our Board of Directors in accordance with the Capital Market Board's "Communiqué on Basics for Disclosure of Special Conditions to the Public" Serial: VIII and No: 54, and the Corporate Governance Principles shall be presented to the attentions of the General Assembly. Our Disclosure Policy can be seen on the website of our Company at [www.doganholding.com.tr](http://www.doganholding.com.tr).*

14. Presenting the Corporate Code of Ethics to the attention of the General Assembly.

**Ground:** *The Code of ethics prepared in accordance with the Capital Market Board's Corporate Governance Principles and adopted by our Board of Directors shall be presented to the attentions of the General Assembly. Our Code of Ethics can be seen on the website of our Company at [www.doganholding.com.tr](http://www.doganholding.com.tr).*

15. Giving information on the gifts granted within the fiscal period of 01.01.2008 – 31.12.2008.

**Ground:** *This is an article of the agenda aiming to inform the General Assembly about the gifts granted by our Company within the year 2008, as per article 7/b of the Capital Market Board Communiqué Serial: IV and No: 27. Since this article is only for the purpose of information, its acceptance or rejection by the General Assembly is not the case.*

*Our Company granted a gift of YTL 1,444,082.- in total within the year 2008, with YTL 1,062,960.- to various educational and health institutions, YTL 100,000 to Aydın Doğan Foundation, and YTL 281,122.- to other various foundations and associations.*

16. Giving information on the investments of the Company in general.

**Ground:** *Under our Disclosure Policy, general information will be provided to our investors about the investments of the Company.*

17. Q&A

**DOĞAN ŞİRKETLER GRUBU HOLDİNG ANONİM ŞİRKETİ**  
**ARTICLES OF ASSOCIATION AMENDMENT TEXT**

**FORMER TEXT**

**HEAD OFFICE AND BRANCHES**

**Article 5:**

The head office of the company is in Istanbul. Its address is "Altunizade, Oymacı Sok. No.51 Üsküdar Istanbul". In case of any change in address, the new address is caused to be registered with the Trade Registry, published in the Turkish Trade Registry Journal, and also notified to the Ministry of Industry and Commerce as well as to the Capital Market Board. Any notice served upon the registered and announced address is deemed to have been served upon the Company. If the company that has moved from its registered and announced address fails to cause its new address to be registered within the legal period, this will constitute a cause for its termination.

**CAPITAL OF THE COMPANY**

**Article 8:**

According to the provisions of the Law number 2499, the Holding has adopted registered capital system, and has shifted to the said system as per the permission of the Capital Market Board dated 29.03.94 and number 299.

The registered share capital of the holding is YTL 2,000,000,000.- ( two billion) divided into 2,000,000,000 (two billion) shares each having a nominal value of 1.- (one) New Turkish Lira.

The issued capital of the Holding is 735,288,208.- (seven hundred thirty five million two hundred eighty eight thousand two hundred eight) New Turkish Liras divided into 735,288,208 (seven hundred thirty five million two hundred eighty eight thousand

**NEW TEXT**

**HEAD OFFICE AND BRANCHES**

**Article 5:**

The head office of the company is in Istanbul. Its address is "Altunizade, Oymacı Sok. No.15/1 Üsküdar Istanbul". In case of any change in address, the new address is caused to be registered with the Trade Registry, published in the Turkish Trade Registry Journal, and also notified to the Ministry of Industry and Commerce as well as to the Capital Market Board. Any notice served upon the registered and announced address is deemed to have been served upon the Company. If the company that has moved from its registered and announced address fails to cause its new address to be registered within the legal period, this will constitute a cause for its termination.

**CAPITAL OF THE COMPANY**

**Article 8:**

According to the provisions of the Capital Market Law number 2499, the Holding has adopted registered capital system, and has shifted to the said system as per the permission of the Capital Market Board dated 29.03.94 and number 299.

The registered shared capital of the Holding is 4,000,000,000.- (four billion) Turkish Liras divided into 4,000,000,000 (four billion) shares each having a nominal value of 1.- (one) Turkish Lira.

The permission for the registered capital ceiling granted by the Capital Market Board is valid for five (5) years between 2009 and 2013. Even if the permitted registered capital ceiling is not reached at the end of 2013, in order for the Board of Directors to make a decision on capital

two hundred eight) bearer shares each having a nominal value of 1.- (one) New Turkish Lira.

Of the issued capital, 450,751,824.- New Turkish Liras was paid in cash while 70,173.- New Turkish Liras was recorded as in-kind capital, and 284,466,211.- New Turkish Liras was compensated from the internal resources, and the issued shares representing the internal resources added to capital were distributed to shareholders free of charge pro rata their shareholding.

While nominal value of a share was 10,000 (ten thousand) New Turkish Liras, it was changed into 1.- (one) New Turkish Lira under the Law on amending Turkish Commercial Code, number 5274. Due to this change, total number of shares have decreased, and 1 (one) share each having a value of 1.- (one) New Turkish Lira shall be given in return for 100 shares each having a nominal value of 10,000.- New Turkish Liras. The rights of the shareholders arising out of the shares they own in relation to the respective change are reserved.

The shares representing the capital are followed up in a dematerialized form as per dematerialization basics.

The Board of Directors is authorized to increase the issued capital by issuing bearer shares up to the ceiling of the authorized capital, when deemed necessary, pursuant to provisions of Capital Market Law.

Board of Directors is authorized to make decisions that restrict the shareholders' right to take new shares in part or in whole, and to issue shares above the nominal value.

No new shares may be issued unless all issued shares are sold and their considerations are collected.

increase after 2013, it is compulsory for the Board to get authorization for a new date by obtaining the permission of the Capital Market Board for either the previously permitted ceiling or a new ceiling amount. In case the said authorization is not obtained, the Holding is deemed to have been discharged from the registered capital system.

The issued capital of the Holding in the amount of 2,450,000,000.- (two billion four hundred fifty million) Turkish Liras has been paid in full, and divided into 2,450,000,000 (two billion four hundred fifty million) bearer shares each having a nominal value of 1.- (one) Turkish Lira.

Of the issued capital, 450,751,824.- Turkish Liras was paid in cash while 70,173.- Turkish Liras was recorded as in-kind capital, and 1,999,178,003.- Turkish Liras was compensated from the internal resources, and the issued shares representing the internal resources added to capital were distributed to shareholders free of charge pro rata their shareholding. The shares representing the capital are followed in a dematerialized form as per dematerialization basics, and the no new shares may be issued unless all issued shares are sold and their considerations are collected.

Between the years 2009 and 2013, the Board of Directors, when it deems necessary, and in compliance with the provisions of the Capital Market Law, is registered to increase the issued capital by issuing bearer shares up to the registered capital ceiling, issue shares above their nominal values, and make decisions to partially or wholly restrict the rights of the shareholders to acquire new shares.

While the nominal value of each share was 10,000.- (ten thousand) Turkish Lira, first, it was changed into 1.- (one) New Turkish Lira under the Law on Amendment of Turkish Commercial Code, number 5274; afterwards, due to cancellation of the word "New" in the phrases of New Turkish Lira and New Kurus on January 1, 2009 by virtue of the Decree of the Council of Ministers dated 4 April 2007 and number 2007/11963, it was changed into 1.-

(one) Turkish Lira. Due to this change, the total number of shares have decreased, and one share with a nominal value of 1.- Turkish Lira has been given in return for 100 shares in the amount of 10,000.- (ten thousand) Turkish Liras. The rights of the shareholders arising out of the shares they own in relation to the respective change are reserved.

The phrases “Turkish Lira” in these articles of association are phrases changed as per the abovementioned Decree of the Council of Ministers.

**PROXY**  
**TO THE PRESIDING COMMITTEE OF THE GENERAL ASSEMBLY OF**  
**DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**

I hereby empower and authorize ..... as my attorney to represent me in accordance with the following opinions, exercise vote, submit proposal and sign the required documents at the Ordinary General Assembly meeting of Doğan Şirketler Grubu Holding A.Ş. for the Fiscal period of 01.01.2008 - 31.12.2008, to be held at on July 09, 2009, Thursday, at 10:30 A.M., at the head office of the Company located at Altunizade, Oymacı Sok. No.15/1 Üsküdar 34662 Istanbul.

**A) SCOPE OF THE AUTHORITY OF REPRESENTATION**

a) The attorney is authorized to exercise vote for all of the agenda items in line with his opinion.

b) The attorney is authorized to exercise vote in relation with the following agenda items.

Instructions (Special instructions are written here)

c) The attorney is authorized to exercise vote in line with the suggestions of the Company management.

d) The attorney is authorized to exercise vote about the other matters that may arise during the meeting in line with the following instructions. (If no instruction is available, the attorney may exercise his vote freely)

Instructions (Special instructions are written here)

**B) OF THE SHARE CERTIFICATE HELD BY THE SHAREHOLDER**

a) Array and Series :

b) Number :

c) Number-Nominal value :

d) Whether it has privileged vote :

e) whether it is Registered or Bearer :

**SHAREHOLDER'S**

Name, Surname and Title :

Signature :

Address :

**Note:** In section (A), the either of the items (a), (b) or (c) is marked. explanation is given for the items (b) and (d).