

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

INFORMATION DOCUMENT FOR THE ORDINARY GENERAL ASSEMBLY MEETING, 03 JULY 2013 RELATED TO THE 2012 ACCOUNTING PERIOD

INTRODUCTION

The Ordinary General Assembly of our Company for the year 2012 will be held on **July 03, 2013, Wednesday at 02:00 p.m.**, in Head Office, Burhaniye Mahallesi, Kısıklı Caddesi, No: 65, Üsküdar / İstanbul, in order to negotiate and resolve the matters on the agenda.

The Board of Directors Activity Report for the 2012 period, Financial Statements and Footnotes (Financial Report), Independent Audit Company Opinion, Company Auditor Report, the offer of the Board of Directors on Profit Distribution, Corporate Governance Compliance Report, General Assembly Information Document, General Assembly Attendance Procedure and power of attorney form, and the information notes consisting of the necessary explanations within the scope of Decree No. 56 Series IV of the Capital Markets Board will be available at the Company headquarters, the website of our Company at the address of www.doganholding.com.tr, and the EGKS of "MKK", starting from three weeks prior to the meeting.

PROCEDURES FOR ATTENDING THE GENERAL ASSEMBLY

As per the provisions of the Turkish Commercial Code and the Capital Markets Law, in case our shareholders wish to attend the General Assembly meeting, they are not required to store their shares at any entity. Our shareholders who wish to attend the General Assembly Meeting must comply with the procedures publicly announced by Central Registry Agency ("CRA"). The shareholders whose names are on the attendees list prepared taking into account the "shareholders list" obtained from "CRA" may attend the 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.

Our "electronic signing" shareholders who wish to attend the Ordinary General Assembly Meeting in electronic medium may obtain the necessary information to attend the general assembly in electronic medium at "CRA" and/or "CRA"s website at "www.mkk.com.tr".

In order to ensure that our shareholders who cannot attend the meeting in person can exercise their voting rights through attorneys, they need to issue powers of attorney as per the below example, and upon fulfilling the other issues set forth in the Decree No. 8 Series IV of the Capital Markets Board, and submit to our Company with notarised signatures. The sample of the power of attorney can be obtained from our Headquarters or from the website of our Company at the address of www.doganholding.com.tr. If the authorisation has been done through the Electronic General Assembly System ("EGKS"), the name and the surname of the power of attorney holder (representative) must be found in the list from the "CRA". If the authorisation has not been made through the "EGKS", a power of attorney in line with the legislation should be presented.

As per Article 26 of the Articles of the Association of the Company:

Company shareholders convene as a General Assembly at least once a year. The General Assembly, which is convened in accordance with laws and Articles of Association, represent all shareholders. The resolutions made in the General Meetings bind both those who reject and who are not present in the meeting.

General Assemblies of the company are convene ordinarily and extraordinarily, and make the necessary decisions.

As per Article 28 of the Articles of the Association of the Company:

General Assemblies are held in the company head office or in other district of the province where the company is located, upon the resolution of the Board of Directors.

Time, location and agenda of General Assembly meetings are announced to shareholders by announcements made in accordance with article 36 of the Articles of Association. All issues, which are prescribed by Capital Markets Law, Capital Markets Board regulations as well as other applicable legislations, shall be included.

Shareholders may attend General Assembly meetings in accordance with Capital Markets Law, Capital Markets Board and Central Registry regulations as well as other applicable legislations. A shareholder and/or his/her proxy may not attend, speak and/or vote in the meetings if he/she does not have an entrance certificate in accordance with relevant legislations.

As per Article 36 of the Articles of the Association of the Company:

It is mandatory that the Announcements for the General Assembly meeting be made at least 21 days before, and in two daily newspapers. Additionally, as well as prescribed procedures by the legislations, meetings are announced by all kinds of communication instruments, electronic communications included, that would provide reaching to the maximum number of shareholders.

As per Article 31 of the Articles of the Association of the Company:

In the general assemblies, each shareholder is granted one voting right. At general meetings, votes are cast by raising hands. However, upon the proposal of shareholders holding 1/20 of the Company's capital, secret ballot is applied.

In the general assemblies, shareholders may have themselves represented by other shareholders or a proxy to be assigned from outside the company. Proxies who are the shareholders of the Company are authorized to cast the votes of the shareholders they represent in addition to their own votes. If the usufruct right and disposal right of a share belong to different people, they can agree and have themselves represented in a manner they desire. If they cannot agree, owner of the usufruct right will use the right to attend to and vote in General Assembly meetings.

Capital Markets Law, Capital Markets Board regulations and other relevant legislations shall be obeyed for the issue of voting by proxy.

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:**

Commercial Title/Name and Last Name of the Partner	Share in the Capital (TL)	Share in the Capital (%)
Adilbey Holding A.Ş.	1,290,679,019.428	52.68
Doğan Family	354,664,092.733	14.48
Portion Traded in the BIST and Other Partners	804,656,887.839	32.84
TOTAL	2,450,000,000.00	100.00

- **Total Number of Shares Representing the Partnership Structure of the Company:**
2,450,000,000

- **Total Voting Rights Representing the Partnership Structure of the Company:**
2,450,000,000

- **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 Capital Companies and Agents of the Ministry of Industry 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 authorise the Meeting Chairman to sign the minutes of the general assembly meeting.

3. Presenting, to the approval of the General Assembly, the amendment of the articles 4, 8, 9, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29 and 30 of the Articles of Association, the cancellation of the articles 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41 and 42 of the Articles of Association and the section titles presented in the Articles of Association in accordance with the attached amendment text provided that the necessary permissions have been obtained from Capital Markets Board and T.R. Ministry of Industry and Trade

Rationale : It is contemplated to amend the Articles of Association in order to comply with the provisions of the Turkish Commercial Code No. 6102, and the provisions of the Capital Markets Law No. 6362 and to improve the language of the text of the Articles of Association due to the innovations in the relevant legislation.

4. Reading and discussion of the Annual Report of the Board of Directors for 2012 fiscal year

Rationale : Annual Report of the Board of Directors, for the accounting year 01.01.2012-31.12.2012 in accordance with the provisions of the TCC and the Regulation will be read, deliberated and submitted for the approval of the General Assembly (These documents can be received from the headquarters of the Company, can be reached from the website of the Public Disclosure Platform (www.kap.gov.tr) and from our website at www.doganholding.com.tr).

5. Reading and discussion of the Statutory Auditors' Report and Independent Audit Company Opinion for 2012 fiscal year

Rationale : Statutory Auditors' Report and Independent Audit Company Opinion for the accounting year 01.01.2012-31.12.2012 in accordance with the provisions of the TCC, the Capital Markets Legislation and the Regulation will be read, deliberated and submitted for the approval of the General Assembly (These documents can be received from the headquarters of the Company, can be reached from the website of the Public Disclosure Platform (www.kap.gov.tr) and from our website at www.doganholding.com.tr).

6. Reading, discussion and approval of the Financial Statements for 2012 fiscal year

Rationale : Financial Statements for the accounting year 01.01.2012-31.12.2012 in accordance with the provisions of the TCC and the Regulation will be read, deliberated and submitted for the approval of the General Assembly (These documents can be received from the headquarters of the Company, can be reached from the website of the Public Disclosure Platform (www.kap.gov.tr) and from our website at www.doganholding.com.tr).

7. Acquittal of the members of the Board and Senior Executives for the activities, transactions and accounts for 2012 fiscal year

Rationale : As per the provisions of TCC, and the Regulation the acquittal of the members of Board of Directors and Senior Executives for their activities, transactions and accounts for the year 2012 will be presented for the approval of the General Assembly.

8. Acquittal of the Statutory Auditors for the activities, transactions and accounts for 2012 fiscal year

Rationale : As per the provisions of TCC, and the Regulation the acquittal of the Statutory Auditors for their activities, transactions and accounts for the year 2012 will be presented for the approval of the General Assembly.

9. Informing the shareholders about the Company "Dividend Distribution Policy" without voting and resolving during the General Assembly

Rationale : In line with the Capital Markets Board regulations, the shareholders are presented with information on the "Dividend Distribution Policy".

10. Discussing and resolving the recommendation of the Board of Directors to propose no dividend distribution for 2012 fiscal year

Rationale : Our Board of Directors has convened, and made the following resolutions unanimously:

- As per the provisions of the Communiqué Series: XI No: 29 of the Capital Markets Board (CMB), as it has been understood that there is a "Consolidated Net Profit for the Period" of 155,671 thousand TL when the "Current Income Tax Expenses", "Deferred Tax Income", and "Minority Interest" are taken into consideration together, and that a "Net Loss for the Period" of 671,634 thousand TL has occurred after deducting from such amount the "Retained Accumulated Losses" in the amount of 831,377 thousand TL and adding the donations in the amount of 4,072 thousand TL as per the independently audited consolidated financial statements for the accounting year 01.01.2012-31.12.2012, prepared in compliance with International Accounting Standards and International Financial Reporting Standards, the presentation principles of which are determined in line with the relevant Resolutions of the CMB, it shall be notified to the shareholders that no profit distribution shall be made for the accounting period of 2012 within the scope of the CMB stipulations regarding profit distribution, and this issue is to be submitted for the approval of the General Assembly,

- As for our financial records kept within the scope of the Turkish Commercial Code (TCC) and the Law on Taxation Procedures, it is to be established that there is a "Net Loss for the Period" of 66,386,973.06 TL during the 01.01.2012 - 31.12.2012 accounting period, and taking into consideration that the earnings of 61,379,681.93 TL exempt from tax, which had been kept in liabilities for five years, in the "special fund account" in order to benefit from the tax exception in line with the Corporate Tax Law are to be included in the "Extraordinary Reserves" account taking into consideration the fact that the five year period had expired.

The relevant Material Disclosure has been made with the BIST on April 11, 2013, through the Public Disclosure Platform.

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

- Rationale :
- In directions of the provisions of TCC, the Capital Markets Legislation and the Regulation the General Assembly will assign the members and terms of office of the Board of Directors.
 - According to the amended 12th article of the Articles of Association of our company;

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.

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 election 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.

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

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

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.

As per the resolution of our Board of Directors dated June 10, 2013, Ertuğrul Feyzi Tuncer and Ahmet Kılıçoğlu 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 3).

12. Without voting and resolving during General Assembly, informing the shareholders about 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 "Remuneration Policy" determined for the members of the Board of Directors as per the Communique Series: IV, No: 56 of the Capital Markets Board. Such "Remuneration Policy" has been determined with the Resolution of the Board of Directors, of 04.06.2012, no. 2012/13; and is enclosed (ANNEX 4).

13. Determination of the remuneration of the Members of the Board of Directors

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

14. Submitting for the approval of the shareholders the issue of the approval of all mortgages, collaterals, pledges, guarantees and any and all kinds of similar guarantees given by our Company to constitute the guarantee for the debts of its direct or indirect subsidiaries (for those required by the lenders pursuant to the contracts signed) during the 2012 fiscal year in favour of 3rd parties, and all procedures effected within this scope.

Rationale : The issue of the approval of all mortgages, collaterals, pledges, guarantees and any and all kinds of similar guarantees given by our Company to constitute the guarantee for the debts of its direct or indirect subsidiaries (for those required by the lenders pursuant to the contracts signed) during the 2012 fiscal year in favour of 3rd parties, and all procedures effected within this scope is submitted for the approval of the shareholders.

15. Pursuant to the Articles of Association, discussing and agreeing on the authorization of the board of directors with regards to the provision of grants and donations in sums exceeding 1% of the total Company assets and the issuance of any guarantees as defined in the Articles of Association, until the ordinary general assembly meeting where the activities and the accounts of the 2013 accounting year will be discussed

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

"If the total amount of any kind of securities within the scope of Article 4 of the Company's Articles of Association exceeds 1% of the Company's assets, General Assembly's resolution in this respect is required. General Assembly may vest its powers to the Board of Directors provided that a prior upper limit is determined.

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 by the Company, 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.

If required by the Company's activities, in the event where the significance criteria of the Capital Markets Law and the regulations of the Capital Markets Board are met and the transaction is considered "significant transaction", the General Assembly may invest the Board of Directors with power prior to carry out the "significant transactions."

Accordingly, the authorisation of the Board of Directors with regards to issuing any guarantees and the provision of grants and donations in sums exceeding 1% of the total assets is being submitted for the approval of the General Assembly.

16. Discussing and agreeing on the authorization of the Board of Directors to issue capital market instruments (including warrants) of indebtedness and to determine the conditions of the issuance thereof up to the maximum amount permitted by the Articles of Association of the Company, 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 year 2013

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.

Although it is not in our agenda as of the current condition, within the framework of the Article 10 of the Articles of Association, with the permission of the CMB, the authorization of the board of directors for issuing capital market instruments related to indebtedness up to the value that TCC, CMB and related regulations allow, and for determining the conditions of issuance will be 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.

17. In line with the Articles of Association, discussing and agreeing on the authorization of the Board of Directors to distribute dividend advance 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 21 of the Articles of Association, which is being amended, authorising the Board of Directors for giving a dividend advance 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 is being submitted for the approval of the shareholders.

18. Resolving on the discussion and approval of the Independent Audit Company, selected by the Board of Directors pursuant to the regulations of the Capital Markets Board of Turkey and the Turkish Commercial Code

Rationale : In line with the provisions of Article 6, Section Three of the Communique Series: X, No: 22, of the Capital Markets Board, the selection of the independent audit company by the Board of Directors shall be presented for the approval of the General Assembly.

In line with the resolution of March 29th, 2013, our Board of Directors has resolved to appoint DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. for the independent audit of the interim accounting year between 01.01.2013 and 30.06.2013, and the 2013 financial reports within the scope of the regulations of the Capital Markets Board, and to submit such appointment for the approval of our shareholders during the ordinary general assembly meeting to be held for the 2013 accounting period.

19. Pursuant to the "Communique on Determining and Implementing Corporate Governance Principles", Series: IV, No. 56 of the Capital Markets Board, and Articles 395 and 396 of the Turkish Commercial Code, authorizing and empowering the governing shareholders, members of the Board, senior executives, and their spouses and kin and next of kin up to second degrees for effecting transactions which may lead to a conflict of interest with the company or the subsidiaries thereof in person or on behalf of others, for competing, and for becoming partners, board members and/or executives of companies within that scope and also informing the shareholders regarding the transactions made within this context in 2012

Rationale : Authorizing the members of Board of Directors, senior executives, and their spouses and kin and next of kin up to second degrees, to engage in the businesses mentioned in Article 395 of the TCC, "Prohibition of Transactions with the Company" and article 396 "Prohibition of Competition" is submitted for the approval of the General Assembly.

As per the provisions of the Communique Series: IV, No. 56 of the Capital Markets Board, the shareholders must be informed and notified in the general assembly as to the transactions of the members of the Board, senior executives, and their spouses and kin and

next of kin up to second degrees transactions which may lead to a conflict of interest with the company or the subsidiaries thereof. Accordingly;

- Members of the Board do not have transactions which may lead to a conflict of interest with the company or the subsidiaries thereof.
- Spouses of the Members of the Board do not have transactions which may lead to a conflict of interest with the company or the subsidiaries thereof.
- Kin and next of kin up to second degrees of the members of the Board do not have transactions which may lead to a conflict of interest with the company or the subsidiaries thereof.
- Senior executives do not have transactions which may lead to a conflict of interest with the company or the subsidiaries thereof.
- Spouses of senior executives do not have transactions which may lead to a conflict of interest with the company or the subsidiaries thereof.
- Kin and next of kin up to second degrees of the senior executives do not have transactions which may lead to a conflict of interest with the company or the subsidiaries thereof.

20. Presenting for the approval of the General Assembly to The "General Assembly Internal Directive" relating to the working rules and principles for the general

Rationale : The "General Assembly Internal Directives" within the framework of Article 419/2 of the Turkish Commercial Code, issued in compliance with the provisions of the Regulations, and included in Appendix 5 shall be submitted for the approval of the General Assembly.

21. Without voting and resolving during General Assembly, and within the scope of the Legislations of the Capital Markets Board of Turkey and the relevant regulations, information and disclosures to be provided to shareholders about the donations of the Company to foundations, associations, public entities and institutions for social grants during the accounting year 2012 and transactions within the scope of the Communiqué Series: IV, No. 41 of the Capital Markets Board that no interests were offered by giving mortgages, pledges and similar collaterals to Company partners or third parties.

Rationale : In line with article 7/b of Communiqué Serial-No: IV-27; our Company informs the General Assembly about the donations made by our Company within the year. This article is included in the agenda as per the CMB Communiqué, and its purpose is to provide information only. Therefore it is not subject to acceptance or rejection by the General Assembly.

- Our Company made a donation of TL 4,072,180 within the year 2012
- As per the Principle resolution of the CMB, the General Assembly shall be informed about the fact that no interests were provided in favour of the Company partners or third parties as mortgages, pledges and similar guarantees
- As of December 31, 2012, there are no guarantees / pledges / guarantees of the Company given in favour of third parties.

ANNEXES:

- 1- Power of Attorney
- 2- Amendment of The Articles of Association
- 3- CV of the Candidates for Independent Board Members
- 4- Remuneration Policy
- 5- The General Assembly Internal Directive

POWER OF ATTORNEY

TO: DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş. BOARD OF DIRECTORS

I, the undersigned, hereby appoint, empower and delegate as my proxy fully authorized to represent me, and to vote and file motions in my name, and to sign the required documents in my name in accordance with my instructions written here-below at the Ordinary General Assembly Meeting of Doğan Şirketler Grubu Holding A.Ş. where I hold and own capital shares, in respect of the accounting period of 2012, will be held at the address of Burhaniye Mahallesi, Kısıklı Caddesi, No: 65, Üsküdar / İstanbul at 02:00 p.m. on July 03, 2013 Wednesday.

A) SCOPE OF THE POWERS GRANTED TO PROXY

a) The proxy is authorized to vote on all agenda items and topics in line with his own opinions.

b) The proxy is authorized to vote on agenda items and topics in line with the following instructions:

Instructions: (Please insert your special instructions.)

c) The proxy is authorized to vote on agenda items and topics in line with the motions and proposals of the Company management.

d) On other issues or motions that may be put on agenda of the meeting, the proxy is authorized to vote in line with the following instructions:

Instructions: (Please insert your special instructions.)

B) THE SHARE CERTIFICATES OWNED AND HELD BY THE SHAREHOLDER

a) Class and Rank

b) Number

c) Quantity & Nominal Value

d) Whether privileged in voting or not

e) Registered or Bearer Shares

NAME & SURNAME AND POSITION OF THE SHAREHOLDER

SIGNATURE

ADDRESS

Note: In Section (A), one of the alternatives (a), (b) or (c) will be selected. Explanations should be given for alternatives (b) and (d).

AMENDMENT OF THE ARTICLES OF ASSOCIATION

DISCLAIMER
HAS NOT BEEN APPROVED BY THE CAPITAL MARKETS BOARD AND THE MINISTRY OF
INDUSTRY AND TRADE YET

The Articles of Association amendment text has been disclosed to the public at the Public Disclosure Platform (www.kap.gov.tr); and can be accessed through the links below:

<http://www.kap.gov.tr/bildirim-sorgulari/bildirim-detayi.aspx?id=289793>

and

<http://www.doganholding.com.tr/yatirimci-iliskileri/default.aspx>

CV OF THE CANDIDATES FOR INDEPENDENT BOARD MEMBERS**TAYFUN BAYAZIT**

Tayfun Bayazit received his postgraduate degree (MBA) in Finance and International Relations in at Columbia University in 1983 following his degree in Mechanical Engineering in 1980. Bayazit started his banking career at Citibank after Columbia University. His professional endeavour saw him through several senior management positions with the Çukurova Group for the next 13 years; he served as Chief Assistant General Manager and Executive Board Member at Yapı Kredi, General Manager at Interbank, and President & CEO at Banque de Commerce et de Placement S.A. Switzerland. Bayazit was offered a position with Dogan Group of Companies to act as the Vice Chairman as well as Managing Director at Disbank in 1999, where he later assumed the position of CEO in 2001, and Chairman of the Board in 2003, respectively. Bayazit then took on the post of Fortis Turkey CEO, as well as Fortis Global Management Committee Membership positions, once Fortis acquired the majority shares of Disbank in July 2005. Following the General Assembly held in 2006, Bayazit continued serving at Fortis Turkey as Chairman. Tayfun Bayazit returned to Yapı Kredi in 2007 (A UniCredit and Koç Group Partnership) as a Managing Director and General Manager, where he took over the post of Chairman of the Board in 2009. After a two year stint at Yapı Kredi, Bayazit left the bank in August 2011 to establish "Bayazit Consulting Services", where he currently serves as the President of the Company. Tayfun Bayazit is a board member of TUSIAD (Turkish Industry and Business Association), and is also currently active in various non-governmental organizations, such as TEGV (Education Volunteers Foundation of Turkey) and TKYD (Corporate Governance Association of Turkey).

ERTUĞRUL FEYZİ TUNCER

Born in Istanbul in 1939, Tuncer studied Business Administration and Economy at the Robert College. He started working as a field manager in Mobil in 1967. After holding various positions there, he was the first Turkish General Manager of Mobil Turkey in 1990, and he served until 1994. With the merger of Mobil and BP in 1996, he became the General Manager of BP – Mobil, and he was also promoted as the Chairman of BP Turkey.

Between 1994 and 2000, he was the Chairman of Anadolu Tasfiyehanesi (ATAS). After the privatisation of Petrol Ofisi in 2000, he was appointed as the General Manager, and he served in this capacity until 2005. Tuncer served as the member of the Board at POAS until 2006, and at Dogan Holding, which the company is a subsidiary of, between 2005 and 2006.

Ertugrul Tuncer recently gave energy consultancy services through CASE Consulting, as one of the founding partners, between 2006 and 2011.

ALİ PANDIR

Fiat SpA Turkey Country Manager	2012 -
TOFAS Chief Executive Officer	2006-2012
GM Indonesia/Jakarta Chairman/Director	2005 - 2006
GM Overseas Distribution Corporation/Singapore Director	2003 - 2005
GM Asian and Pacific Operations/Singapore Regional Director/Supply Chain	2000 - 2003
GM Warehousing & Trading Co Shanghai Shanghai - China General Manager	1998 - 2000
GM Asian and Pacific Operations/Singapore Manager/New Vehicle Projects	1996 - 1998
GM Europe / Opel/Germany Manager, International Aftersales Procedures	1993 - 1996
GM Turkey After sales Manager	1990 - 1993
Otokar/Turkey Production Manager	1984 - 1989
Koç Research/Turkey Project Manager	1982 - 1984
Tekersan/Turkey Store Manager	1980 – 1982
Education:	
Mechanical Engineering– Istanbul Technical University	1975 - 1980
Sankt Georg Austrian College	1966 – 1975

REMUNERATION POLICY

Salary levels at the Doğan Holding are regularly reviewed to reflect the current market trends and to assess the increasing performance of the personnel. It is essential to pay equal salaries for equal works taking into account the market conditions and the balances within the Company. With the approval of the Chairman of the Holding Steering Committee, a yearly salary increase rate is determined and reflected on the salaries at terms deemed necessary by the employer. In addition to the remuneration policy, all employees are offered certain fringe benefit packages in line with the work levels.

Furthermore, all kinds of rights, benefits and payments offered to the members of the Board of Directors are determined every year at the General Assembly. The executive members of the Board of Directors may be offered salaries and the relevant fringe benefits in addition to the "attendance fees" they receive due to their board memberships. Furthermore, senior executives and other personnel who have management capacities may also be entitled to "bonuses" or "rewards" based on their performances.

Remuneration of the members of the Board of Directors and key management personnel on December 31, 2012 and December 31, 2011 (thousand TL):

Dogan Holding has determined the key management personnel as the members of the board of directors and executive committee members. The compensation of board members and key management personnel includes salaries, bonus, health insurance and transportation and total amount of compensation is explained below:

(thousand TL)	2012	2011
Salaries and other short term benefits	19.842	13.683
Post-employment benefits	-	-
Other long term benefits	-	-
Termination benefits	-	-
Share based payments	-	-
Total	19.842	13.683

Internal Directive

On the Working Procedures and Principles of the General Assembly of DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

PART ONE

Purpose, Scope, Grounds and Definitions

ARTICLE 1- Purpose and Scope

(1) Purpose of this Internal Directive is to determine the working principles and procedures of the General Assembly of **Doğan Şirketler Grubu Holding A.Ş.**, within the framework of the Code, relative legislation and the provisions of the Articles of Association. This Internal Directive covers all the Ordinary and Extraordinary General Assembly meetings of **Doğan Şirketler Grubu Holding A.Ş.**

ARTICLE 2 - Grounds

(1) This Internal Directive has been issued by the Board of Directors in accordance with the provisions of the "Regulation on Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Ministry of Customs and Trade Representatives Attending Such Meetings".

ARTICLE 3 – Definitions

(1) Within the framework of this Internal Directive;

- a) Sitting: refers to 1-day long meeting of the General Assembly;
- b) Code: refers to the Turkish Commercial Code, dated 13/1/2011 and numbered 6102;
- c) Session: refers to each part of each sitting interrupted for break, lunch or similar other reasons;
- d) Meeting: refers to Ordinary and Extraordinary General Assembly meetings;
- e) Chairmanship Committee: refers to a committee composed of a meeting chairman elected by the General Assembly of Shareholders to chair the meeting, and of a vice chairman to be elected by the General Assembly of Shareholders if and when required, and a clerk to be appointed by the meeting chairman, and a vote-collector, if deemed necessary, appointed by the meeting chairman, in accordance with first paragraph of article 419 of the Code.

PART TWO

Working Procedures and Principles of the General Assembly

ARTICLE 4 – Applicable Provisions

(1) Meetings should be held in accordance with the provisions of the Code and other applicable laws and regulations and the Articles of Association pertaining to general assembly meetings.

ARTICLE 5 – Entrance to Meeting Place and Preparations for Meeting

(1) Those who have the right of access to the meeting place shall be the shareholders named in the list of attendants prepared by the Board of Directors, or proxies of shareholders, board members, internal auditor (if any), other executives of the company, persons to be assigned for the electronic general assembly system, the representative of the Ministry of Customs and Trade (if appointed) and persons to be elected or appointed to the chairmanship committee. In addition, unless otherwise decided by the Chairman, persons to be nominated as a candidate for Board of Directors, persons have responsibilities about the matters presented in the agenda, persons who have to make explanations and technicians who record the audio and images may also attend the meeting

(2) At the time of entry to the meeting place, natural person shareholders and the representatives who are appointed via electronic general assembly system established pursuant to article 1527 of the Code, shall be required to show their identity cards, and the proxies of natural person shareholders shall be required to show their identity cards together with their certificates of representation, and the proxies of legal entity shareholders shall be required to submit their certificates of authorization, and shall sign beside their names in the list of attendants of the meeting. The control procedures in question shall be executed by the Board of Directors or one or more member(s) of the Board of Directors, appointed by the Board of Directors, or person(s) appointed by the Board of Directors.

(3) The place of meeting shall be prepared so as to accommodate all of the shareholders. Duties such as to make available and ready at the meeting place, all kinds of stationery, documents, tools and instruments to be needed during the meeting, and in case of a sound and video recording of the discussions, the duties to bring and run the relevant equipment should be fulfilled and performed by the Board of Directors.

ARTICLE 6 – Opening of Meeting

(1) Meetings should be held in the Company's headquarters or upon Board of Directors' decision, at other convenient place in the city where the Company's headquarters is located at the pre-determined and announced date and time and opened by the president or vice president or any one of the board members upon determination and evidencing by a memorandum stating that the meeting quorums stipulated by Articles no. 418 and 421 of the Code are reached.

ARTICLE 7 – Establishment of Chairmanship Committee

(1) General Assembly Meetings shall be conducted by a chairman, being a shareholder or not, who is elected by the General Assembly.

(2) The Chairman shall appoint at least one secretary and if deemed necessary a sufficient number of vote-collectors. A vice chairman shall be elected when deemed necessary. The Chairman may appoint and assign authorized persons for the purpose of performance of technical duties during the meeting relating to Electronic General Assembly Meeting.

(3) The Chairmanship Committee shall be authorized to sign meeting minutes and all other documents which are the basis of the minutes.

(4) In chairing and managing the General Assembly Meetings, the Chairman shall act in compliance with the Code and other applicable laws and regulations, as well as the Articles of Association and this By-Law.

ARTICLE 8 - Duties and Powers of the Chairmanship Committee

(1) The Chairmanship Committee shall fulfil the following duties under chair and management of the Chairman:

a) to check whether the meeting is held at the address shown in the general assembly meeting call or not, and whether the meeting place is appropriate and convenient or not according to the Articles of Association;

b) to check whether the General Assembly meeting call is published in the Company's internet website and in the Turkish Trade Registry Gazette, as detailed in the Articles of Association or not, and whether this call is made at least three weeks prior to the date of meeting, except for call and meeting dates or not, and to record the situation in the minutes of meeting;

c) to check whether those not authorized to enter to the meeting place have attended the meeting or not, and whether the duties relating to the access to the meeting place, as specified in second paragraph of article 5 of this internal directive, have been performed by the Board of Directors or not;

- d) to determine whether the Articles of Association and its amendments, (if amended), and the share ledger, Annual Reports of the Board of Directors' activity report, auditor reports, financial statements, meeting agenda, and if agenda contains an amendment proposed in the Articles of Association, the draft amendment notes prepared by the Board of Directors, and letters of consent received from the Ministry of Customs and Trade with regard to the amendments in the Articles of Association, together with the amendment notes attached thereto, and list of attendants prepared by the Board of Directors, and if the General Assembly of Shareholders is called for a second meeting upon deferral, the memorandum of deferral of the previous meeting, and all other documents required for the meeting are fully and completely available at the meeting place, or not, and to record the results in the minutes of meeting;
- e) to conduct, upon objection or when needed, an identity control of the persons attending the General Assembly Meeting in person or by proxy by signing the list of attendants thereof, and to check the accuracy and authenticity of their certificates of representation;
- f) to determine whether executive directors and at least one Board member and internal auditor are present in the meeting or not, and to record the results in the minutes;
- g) to manage the proceedings of General Assembly of Shareholders in accordance with the agenda, and to prevent discussion of out-of-agenda issues except for the exceptions set forth in the Code, and to keep order in the meeting, and to take necessary measures therein for;
- h) To open and close the sessions and sittings and to adjourn the meeting.
- i) to read to the General Assembly the drafts, minutes, reports, proposals and the like documents regarding the issues negotiated or have them read, and to give the floor to those who would like to speak;
- j) To take a vote on the resolutions to be taken by the General Assembly, and to communicate their results;
- k) To observe whether the quorum is present at the beginning and the end of the meeting and during the meeting and whether the resolutions are taken in accordance with the quorums stipulated in the Code and the Articles of Association;
- l) pursuant to the provisions of article 436 of the Code, to preclude those deprived of voting rights from voting in the matters specified in the said article, and to ensure compliance with all kinds of restrictions imposed on voting rights and privileged voting by pertinent provisions of the Code and the Articles of Association;
- m) upon request of shareholders holding at least one-twentieth of the share capital, to defer the discussion of financial statements and the issues associated thereto to a meeting to be held one month later, without any further decision of the General Assembly of Shareholders in connection therewith;
- n) to ensure that all minutes of the General Assembly meeting are compiled, and to record any objection in the minutes, and to sign the decisions and minutes, and to state clearly in the minutes the favourable and negative votes regarding the decisions taken in the meeting;
- o) at the end of meeting, to deliver to one of the board members present in the meeting against a signed memorandum; the meeting minutes, the Board of Directors' activity report, auditor reports, financial statements, list of attendants, agenda, motions, and if any, ballots and voting memoranda of elections, and all other meeting-related documents.

ARTICLE 9 – Actions to Be Taken Before Discussion of Agenda:

(1) The Chairman of the meeting shall read the meeting agenda to the General Assembly or have it read. The Chairman shall ask whether there are any proposals with regards to the order of debating of the items on the agenda; and any proposals on this regard shall be submitted to the approval of the General Assembly. The order of the agenda topics may be changed by a decision taken by the favourable vote of the majority of the shareholders present in the meeting.

ARTICLE 10 – Agenda and Discussion of Agenda Topics

(1) It is obligatory that the following items are included in the agenda of the Ordinary General Assembly:

- a) opening and election of Chairmanship Committee;
- b) discussion of the Board of Directors' activity report, auditor reports and financial statements;
- c) acquittal of the members of the Board of Directors and the auditors, if any.
- d) elections of Board members and internal auditors whose term of office is expired;
- e) determination of the wages and attendance fees, bonuses and subsidies of the Board Members;
- f) Determination of the usage, distribution of profit and dividend share ratios;
- g) debating the amendments to the Articles of Association, if any;
- h) other issues deemed necessary within the Capital Markets legislation;
- i) other issues deemed necessary.

(2) Reasons that require the meeting to be assembled constitute the agenda of the Extraordinary General Assembly meeting.

(3) Issues not specified in the agenda of the meeting shall not be debated and settled, save for the following exceptions:

a) In the case of presence of all shareholders, new items and issues may be added to the agenda by unanimous vote of shareholders.

b) Pursuant to Article 438 of the Code, any special audit request of any shareholder will be decided by the General Assembly of Shareholders, whether included in the agenda or not.

c) Dismissal of Board members and election for the replacement of Board members will be considered to be directly related to the discussion of the year-end financial statements, and shall be discussed and decided upon request, whether the agenda contains such an item or not.

d) Even if not included in the agenda, upon occurrence of any fact such as corruption, incompetence, breach of loyalty obligation, difficulties in performance of duties due to holding duties in many other companies, incompatibility and discord, or fraud on a power of the Board members, their dismissal and election for the replacement shall be included in the agenda by favourable vote of the majority of the shareholders present in the meeting.

e) Issues that the Capital Markets Board requires to be discussed and announced to the shareholders shall be put on the agenda, notwithstanding the "remaining on the agenda" principle pursuant to Clause 4 of Article 29 of the Capital Markets Law.

(4) An agenda item already discussed and decided by the General Assembly of Shareholders cannot be re-negotiated or re-decided unless otherwise decided by unanimous vote of shareholders present in the meeting.

(5) Any issues requested by the Ministry as a result of an audit or for any other reason whatsoever should be included in the agenda of the General Assembly of Shareholders of the Company.

(6) The agenda shall be determined by the convoking party of the General Assembly.

ARTICLE 11 – Taking the Floor at Meetings

(1) Shareholders or other persons wishing to take the floor on an agenda topic being discussed in the meeting should apply to the Chairmanship Committee. The Chairmanship shall announce these persons to the General Assembly, and give the floor to these persons in the order of their applications. In case the person who will take the floor is not personally present at the meeting place, he/she will lose its right to speak. The speeches shall be addressed to the General Assembly from the area allocated for this purpose. The persons may exchange their order of speech through mutual agreement. In case of a limitation on the time allocated for the speech, the person who takes his/her turn and delivers the speech may continue with the speech after his/her time is up, only if the first next speaker grants him the right to do so, on condition that s/he completes his/her speech within the such person's speech time. The speech may not be extended otherwise.

(2) A member of the Board of Directors or the auditor, who would like to make a statement on the issues debated, may be granted the right to speak by the Chairman of the meeting, regardless of the order of speeches.

(3) Duration of the speeches shall be determined by the General Assembly, upon the proposal of the Chairman or the Shareholders, in accordance with the intensity of the agenda, number of the items to be negotiated, their significance and the number of those who would like to take the floor. In such cases, the General Assembly shall decide first on whether it is necessary to limit the duration of speeches, and then on what the duration should be, by means of separate polls.

(4) Shareholders or their proxies attending the General Assembly Meeting electronically as per Article 1527 of the Code shall be allowed to express their opinions and proposals in accordance with the procedures and principles envisaged in the said article and its paragraphs.

ARTICLE 12 – Voting Process and Voting Method

(1) Before starting the voting process, the Chairman of the meeting shall announce the issue to the General Assembly. If a draft resolution shall be voted, this shall be determined in writing and read, and only then voting process shall begin. After it is announced that voting process will begin, the floor may be requested only for making a speech on the procedure. Anyone who has not been given the floor, despite his/her request, shall exercise his/her right upon reminding the Chairmanship, and confirmation of the request by the Chairman. The floor shall not be granted once voting process begins.

(2) Votes on the topics discussed in the meeting should be used by show of hands. Such votes shall be counted by the Chairmanship Committee. Where necessary, the Chairmanship may assign sufficient number of persons to assist in counting the votes. Those who do not show hands during voting will be deemed to have given "negative" vote and these votes will be considered to have been used against the relevant decision.

(3) Shareholders or their proxies attending the General Assembly Meeting electronically as per Article 1527 of the Code shall be allowed to use their votes in accordance with the procedures and principles envisaged in the said article and its paragraphs.

ARTICLE 13 – Preparation of Meeting Minutes

(1) The list of attendants, showing the shareholders or their representatives, their shares, the groups, their numbers and their nominal values shall be signed by the Chairmanship Committee and it shall be ensured that the minutes shall be arranged in accordance with the Code and principles specified in the related legislation, by means of demonstrating the summary of questions addressed and answers given in the General Assembly meeting, the resolutions taken and the number of positive and negative votes for each resolution.

(2) The minutes of the General Assembly shall be arranged by means of a typewriter, computer or a pen, in a legible manner, in the venue of the meeting and during the meeting. If the minutes are to be drawn up on a computer, a printer must be available in the venue of the meeting to allow for printing out the minutes.

(3) The minutes shall be drawn up in at least two copies and each page of the minutes shall be signed by the Chairman and the representative of the Ministry, if one attended.

(4) The minutes must specify the trade title of the company, date and venue of the meeting, total nominal value of the shares of the company and the number of shares, number of total shares represented during the meeting in person or via proxy, name and surname of the representative of the Ministry if one attended, and the date, number of the letter of assignment, the form of the convocation if the meeting is held upon announcement. It should be specified explicitly if the meeting is held without any announcement.

(5) Number of votes on the resolutions taken in the meeting shall be indicated on the minutes in numbers and words, beyond question.

(6) Names and surnames of those who voted against the resolutions taken in the meeting and want their objection recorded in the minutes shall be written on the minutes, accompanied by their justifications for opposition.

(7) In case the justification for the opposition is provided in writing, this document shall be added to the minutes. Name and surname of any shareholder or proxy thereof, who declares opposition, shall be written on the minutes, specifying that the commentary of opposition is attached. The document of opposition shall be signed by the Chairmanship Committee and the representative of the Ministry, if one attended.

ARTICLE 14 - Actions to Be Taken At the End of Meeting

(1) At the end of meeting, the meeting Chairman shall deliver a copy of the meeting minutes and other documents related to the General Assembly meeting to one of the Board members present in the meeting. This shall be established by means of a separate report to be arranged among the parties.

(2) Within no later than fifteen days following the date of meeting, the Board of Directors shall be obliged to give a notary-certified copy of the meeting minutes to the Trade Registry Office, and to have the decisions required to be registered and announced as per the meeting minutes properly registered and announced.

(3) Meeting minutes should be published in the Company's internet website, in Public Disclosure Platform and in the Electronic General Assembly Meeting System as earliest as possible

(4) Furthermore, the meeting Chairman shall deliver to the representative of the Ministry, if available in the meeting, a copy of the list of attendants, agenda and minutes of the General Assembly Meeting.

ARTICLE 15 – Electronic Participation in Meetings

(1) Procedures to be performed by the Board of Directors and the Chairmanship of the meeting where electronic participation is allowed as per Article 1527 of the Code shall be performed in accordance with Article 1527 of the Code, and the relevant legislation.

PART THREE

Miscellaneous Provisions

ARTICLE 16 – Participation of Representative of the Ministry, and Documents Relating to General Assembly Meeting

(1) The provisions of the "Regulation on Procedures and Principles of General Assembly Meetings of Joint Stock Companies and the Ministry of Customs and Trade Representatives Attending Such Meetings" pertaining to requesting a representative of the Ministry, and duties and powers of such representative are reserved.

(2) In preparation of the list of attendants, and in issuance of certificates of representation for use in the General Assembly Meeting and of the meeting minutes, it is obligatory to comply with the provisions of the Regulation referred to in the first paragraph hereof.

ARTICLE 17 – Matters Not Stipulated In Internal Directive

(1) As for any meeting-related matter which has not been set out in this internal directive, the action will be taken along with the lines of decisions of the General Assembly of Shareholders.

ARTICLE 18 – Adoption of and Amendments in Internal Directive

(1) This internal directive shall be put into force, registered and announced by the Board of Directors, upon the approval of the General Assembly of **Doğan Şirketler Grubu Holding A.Ş.** Amendments to the internal directive are subject to the same procedure.

ARTICLE 19 – Effective Date of Internal Directive

(1) This internal directive has been approved in the General Assembly meeting of **Doğan Şirketler Grubu Holding A.Ş.**, on/..../2013, and it shall enter into force as of the date of its announcement in the Turkish Trade Registry Gazette.