

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

INFORMATION DOCUMENT FOR THE ORDINARY GENERAL ASSEMBLY MEETING DATED 31 MARCH 2014 RELATED TO THE 2013 ACTIVITIES

INTRODUCTION

The Ordinary General Assembly of our Company for the 2013 accounting period will be held on **March 31, 2014, Monday at 03:00 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 2013 accounting period, Financial Statements and Footnotes (Financial Report), Independent Audit Company Opinion, Proposal of the Board of Management in the way not to distribute dividends, Corporate Governance Compliance Report, General Assembly Information Document and power of attorney form, and the information notes consisting of the necessary explanations within the scope of Corporate Governance Communiqué (II-17.1) of the Capital Markets Board will be available at the Company headquarters, the website of our Company at the address of www.doganholding.com.tr, the website of Public Disclosure Platform (PDP) (www.kap.gov.tr) and the EGKS of "MKK", starting from three weeks prior to the meeting.

PROCEDURES FOR ATTENDING THE GENERAL ASSEMBLY

As per Article #1527 of the Turkish Trade Law #6102, shareholders may either participate the General Assembly Meeting personally to cast their votes or do the same in the electronic environment. Those shareholders who may choose to participate the meeting in the electronic environment and vote must have Electronic Signature Certificates.

Shareholders who have "electronic signature certificates" and wish to participate the Ordinary General Assembly Meeting in the electronic environment shall complete their procedures in due accordance with "the Regulation for General Assembly Meetings Organized in the Electronic Environment by Incorporated Companies" published in the Official Gazette of August 28, 2012 date and 28395 number and "the Communiqué for Electronic General Assembly Meetings of Incorporated Companies" published in the Official Gazette of August 29, 2012 date and 28396 number. Otherwise, they are not allowed to participate the General Assembly meeting. Shareholders may obtain information on participating general assembly meetings in the electronic environment from "Central Registry Agency" ("CRA") and through CRA's web site "www.mkk.com.tr".

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 Ordinary General Assembly Meeting are indeed shareholders or representatives thereof.

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 attached example (Annex/1), and upon fulfilling the other issues set forth in the "The Communiqué Regarding Proxy Voting and Call Based Proxy Meetings" (II-30.1) of the Capital Markets Board, and submit to our Company with notarized 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 authorization 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 authorization has not been made through the "EGKS", a power of attorney in line with the legislation should be presented.

As per Article 19 of the Articles of the Association;

Following principles shall be applied in the General Assembly meetings:

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

Announcements pertaining to the General Assembly meetings shall be made minimum three weeks prior to the General Assembly meeting through the procedures stipulated by legislation as well as through any means of communication, including the electronic media, in order to ensure that as many shareholders as possible are reached.

Notifications and statements in accordance with the legislation and the notifications and statements in accordance with the Capital Markets Law, the regulations of the Capital Markets Board and the provisions of the other relevant legislation in force shall also be included in the website of the Company, together with the call to the General Assembly meeting.

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

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

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

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

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

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

f) Chairmanship Committee: *General Assembly Meetings shall be conducted by a chairman, being a shareholder or not, who is elected by the General Assembly. Chairman determines the clerk and if deems necessary the vote collector and constitute the chairmanship. A vice chairman shall be elected when deemed necessary.*

g) Representative of the Ministry: *The Turkish Commercial Code, regulations of the relevant Ministry and other provisions of the legislation shall apply in both ordinary and extraordinary General Assembly meetings regarding the Representative of the Ministry of Customs and Trade.*

h) Voting Right and Its Exercise: *Each share has one voting right in General Assembly meetings. Voting in General Assemblies, where physical attendance is required, shall be made by raising hands. However, it is mandatory to make a secret voting upon the request of 1/20 of the shareholders represented in the meeting.*

In the cases when the usufruct right and the right of disposition of a stock belongs to different persons, they may agree between themselves and get themselves represented in the way they deem proper. In case of disagreement, the person who has the usufruct right shall have the right of attending and voting in General Assembly meetings.

i) Meeting and Resolution Quorum: *Provisions of the Turkish Commercial Code and the Capital Markets Law shall apply in terms of meeting and resolution quorum in General Assembly meetings of the Company.*

j) Internal Directive: *Board of Directors shall issue an internal directive and submit for the approval of General Assembly regarding the rules in relation to the principles and procedures of General Assembly's operations in compliance with the Turkish Commercial Code and the regulations and communiqué introduced within the framework of this Law. Internal Directive approved by the General Assembly shall be registered at the Trade Registry and announced.*

k) Attendance to General Assembly meeting in Electronic Environment: *Those who are entitled to participate in the meetings of the Board of Directors of the Company may attend those meetings via electronic media pursuant to Article 1527 of the Turkish Commercial Code. The Company may set up Electronic General Assembly Meeting System that shall allow the persons entitled to participate and vote in these meetings via electronic media within the framework of the legislation in force or may purchase services of systems created for such purpose. In the all General Assembly meetings to be held, it is ensured that the entitled persons and their proxies use their rights over the system that has been set up as per this provision of the Company's Articles of Association.*

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

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

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 authorize the Meeting Chairman to sign the minutes of the general assembly meeting.

3. Reading, discussion and approval of the Annual Report of the Board of Directors for 2013 fiscal year

Rationale : Annual Report of the Board of Directors, for the accounting year 2013 in accordance with the provisions of the TCC and the Regulation of Ministry of Customs and Trade 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), the EGKS of "MKK" and from our website at www.doganholding.com.tr).

4. Reading, discussion and approval of the Independent Audit Company Opinion for 2013 fiscal year

Rationale : Independent Audit Company Opinion for the accounting year 2013 in accordance with the provisions of the TCC and the Regulation of Ministry of Customs and Trade 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), the EGKS of "MKK" and from our website at www.doganholding.com.tr).

5. Reading, discussion and approval of the Financial Statements for 2013 fiscal year

Rationale : Financial Report for 2013 fiscal year in accordance with the provisions of the TCC and the Regulation of Ministry of Customs and Trade 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), the EGKS of "MKK" and from our website at www.doganholding.com.tr).

6. Acquittal of the members of the Board and Senior Executives for the activities, transactions and accounts for 2013 fiscal year

Rationale : As per the provisions of TCC, and the Regulation of Ministry of Customs and Trade the acquittal of the members of Board of Directors and Senior Executives for their activities, transactions and accounts for the year 2013 will be presented for the approval of the General Assembly.

7. Reading, discussion and approval of the Company "Dividend Distribution Policy"

Rationale : "Dividend Distribution Policy" (Annex/2) updated as per resolution of the Board of Directors of February 28, 2014 as per the Communiqué for Dividend Distribution (II-19.1) by the Capital Markets Board brought into force upon publishing in the Official Gazette of January 23, 2014 date and 28891 number will be submitted to shareholders for their approval at the Ordinary General Assembly

8. Reading, discussion and approval of the proposal of the Board of Directors to propose no dividend distribution for 2013 fiscal year

Rationale : Our Board of Directors made a meeting on March 12, 2014 (resolution number 12); and taking into account the Turkish Commercial Code (TCC), Capital Markets Legislation, Capital Markets Law, Capital Markets Board (CMB) Regulations/Resolutions, Corporate Tax, Income Tax, Tax Procedures Law (VUK) and other relevant legislative provisions along with relevant provisions from the Company Articles of Association and "Dividend Distribution Policy" that we have made public, made the following resolutions:

- According to the financial statements of the period between January 1, 2013 and December 31, 2013 that have been prepared as per provisions of "The Communiqué of Principles in Relation with Financial Reporting in the Capital Market" (II-14.1) of the Capital Market Board in accordance with "The Turkish Accounting Standards and Turkish Financial Reporting Standards" published by "Public Oversight, Accounting and Auditing Standards Authority" of which presentation principles have been defined in accordance with relevant resolutions of the Capital Markets Board, that have been independently audited, it is decided to submit to the information of the shareholders in order to request approval for not distributing any dividends in connection with the financial period between January 1, 2013 and December 31, 2013 in accordance with the regulations of the Capital Markets Board regarding dividend distribution because there has been a net loss attributable to equity holders of TRY 38,140 thousand when the "Deferred Tax Income" and the "Tax Expense for the period" for the continued operations along with the Net Loss for the period in connection with the discontinued operations are taken together; and because a "Net Profit for the period" is calculated on legal records after Accumulated Losses are deducted in the amount of TRY 437,186 thousand calculated in accordance with Dividends Guide published in the Weekly Bulletin of the Capital Market Board of 2014/2 issue number and January 27, 2014 date, and for these reasons it is understood there has been a "Net Loss for the Term with Added Donations" in the amount of TRY 487,945 thousand after a "General Legal Reserve" of TRY 13,407 thousand is taken aside and donations are taken into account in the amount of TRY 788 thousand in accordance with provisions of Article 519 of the Turkish Trade Law,
- to state that there is an amount of "Net Period Profit" of TRY 334,529,824.73 in the accounting period between January 1, 2013 and December 31, 2013 according to the legal records made as per Turkish Commercial Code and Tax Procedure Law; that the "Net Profit for the period" of TRY 334,529,824.73 is to be deducted for the accumulated losses of TRY 66,386,973.06 that are in our records; and that, out of the "Net Profit for the period" of TRY 268,142,851.67 left after the deduction, an amount of TRY 13,407,142.58 is reserved as "General Legal Reserves" and TRY 254,735,709.09 is reserved as "Extraordinary Reserves".

The relevant Material Disclosure has been made with the BIST on March 10, 2014, through the Public Disclosure Platform.

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

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

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

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

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

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

The members of the Board of Directors are elected for a maximum office term of 3 years. If duty period is not clearly mentioned in the resolution of 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.

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

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

As per the resolution of our Board of Directors dated March 10, 2014, Ertuğrul Feyzi Tuncer, Ali Aydın Pandır and Tayfun Bayazit have been accepted as candidates for independent board members. The curriculum vitae of the above mentioned candidates for board members can be found appended (ANNEX 3).

10. 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 Corporate Governance Communique of the Capital Markets Board. Such "Remuneration Policy" has been determined with the Resolution of the Board of Directors of 07.03.2014; and is enclosed (ANNEX 4).

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

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

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

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

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

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

12. 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 and the Turkish Commercial Code

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

In line with the resolution of March 05th, 2014 and numbered 7, 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 01.01.2014 and 30.06.2014, and the 2014 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.

13. Within the framework of the Articles of Association, discussing and voting for defining a maximum amount for donations and aids until the Ordinary General Assembly meeting where activities and accounts for the 2014 financial period will be evaluated and authorizing the Board of Directors accordingly

Rationale : According to the article 4 clause f of the Articles of Association;

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

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

Upper limit of the aids and donations to be made by the Company in one accounting period within the framework of the principles specified in Article 4 of the Articles of Association shall be determined by the General Assembly. No donations above the specified limit determined by the General Assembly can be made and donations made may be distributed, added on the distributable profit. Donations made by the Company should not contradict the regulations on the transfer of hidden revenues of the Capital Markets Law, the Turkish Commercial Code and other relevant legislation; required public disclosures should be made; and the donations made during one financial year should be submitted for the information of the shareholders in the General Assembly

14. Discussing and 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 amount permitted by the relevant legislation, by permission of the Capital Markets Board, and the relevant provisions of the Turkish Commercial Code, Capital Markets Law, and the relevant legislation, until the ordinary general assembly meeting that will convene in order to review the operations and accounts for the year 2014

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 11 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 Turkish Commercial Code, Capital Markets Law 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.

15. 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 22 of the Articles of Association,

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

Authorizing 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.

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

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

17. Without prejudice to whether submitted for vote at the General Assembly; giving information to shareholders about any important transactions/procedures that may create conflict of interest with the partnership or affiliates and/or about a transaction of commercial nature made on personal account or on behalf of any others that is listed in the commercial activities of the partnership or of its affiliates or participating a different partnership that is engaged with the same type of commercial activities with a title of unlimited partner by shareholders who control management, Members of the Board of Directors, executives with management responsibilities, and their spouses and relatives either by blood or marriage.

Rationale : According to the Communique of Corporate Governance of the Capital Market Board (II-17.1); Shareholders shall be informed about any important transactions/procedures that may create conflict of interest with the partnership or affiliates and/or about a transaction of commercial nature made on personal account or on behalf of any others that is listed in the commercial activities of the partnership or of its affiliates or participating a different partnership that is engaged with the same type of commercial activities with a title of unlimited partner by shareholders who control management, Members of the Board of Directors, executives with management responsibilities, and their spouses and relatives either by blood or marriage. According to this, the shareholders who control management,

Members of the Board of Directors, executives with management responsibilities, and their spouses and relatives either by blood or marriage have not performed any transactions/procedures that may create conflict of interest with the partnership or affiliates and/or may be deemed as a transaction of commercial nature made on personal account or on behalf of any others that is listed in the commercial activities of the partnership or of its affiliates or participating a different partnership that is engaged with the same type of commercial activities with a title of unlimited partner

18. Without voting and resolving during General Assembly and within the scope of the Legislations of the Capital Markets Board 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 2013

Rationale :

In 2013, our company made the following donations:

	<u>TRY</u>
to The Brooking Institution	554,250
to Koç Üniversitesi	100,000
to Global İlişkiler Forumu Derneği (Association of Global Relations Forum)	100,000
to Türk Eğitim Vakfı (Turkish Education Foundation)	13,100
to Gelirler Kontrolörleri Derneği (the Association of Income Auditors)	10,000
to Galatasaray Eğitim Vakfı (Galatasaray Education foundation)	6,000
to Şehit Bilal Soybilgiç Orta Okulu (Şehit Bilal Soybilgiç Secondary School)	1,700
to Mehmetçik Vakfı	1,250
to Boğaziçi Üniversitesi Vakfı (Foundation of Bosphorus University)	1,250
and to Financial Account Experts	585

to make a total donation of TRY 788,135.

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

19. Without voting and resolving during General Assembly, giving information to shareholders that no guarantees, pledges, mortgages or sureties have been given, or no income or benefits have been created on behalf of third parties

Rationale :

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

ANNEXES:

- 1- Power of Attorney
- 2- Dividend Distribution Policy
- 3- CV of the Candidates for Independent Board Members
- 4- Remuneration Policy

POWER OF ATTORNEY

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

I hereby appoint, who is introduced in detail below, as my attorney being authorized to represent me in line with the following powers, to vote, to make proposals and sign any necessary documents at the ordinary general assembly meeting of Doğan Şirketler Grubu Holding A.Ş. to be held at Burhaniye Mah. Kısıklı Cad. No: 65 Üsküdar İstanbul on Monday, March 31, 2014 at 03:00 p.m.

Attorney's (*):

Name and Surname/Commercial Title:

TR ID No/Tax No., Trade Registry and Number as long as MERSIS Number:

(* Equivalent information shall be submitted, if available, of the information requested for an attorney who is a foreign country citizen.

A) SCOPE OF THE POWER OF ATTORNEY

For the sections 1 and 2 below, one of the choices of (a), (b) or (c) shall be taken to define the scope of power of attorney.

1. About the subjects listed in the Agenda of the General Assembly;

- a) Attorney is authorized to vote in his/her own discretion.
- b) Attorney is authorized to vote in line with the proposals of the partnership management.
- c) Attorney is authorized to vote in line with the instructions explained in the table below.

Instructions:

In the event the shareholder chooses to vote as per choice (c), he/she will find the instructions with the relevant article and vote by marking one of the choices (accept or reject) given under the relevant agenda article, and if chooses to reject he/she will do so by adding his/her opposition remarks as the same shall be copied in the minutes of the General Assembly, if available.

Agenda Items (*)	Accept	Reject	Dissenting Opinion
1. Opening and election of the Meeting Board			
2. Authorization of the Meeting Board to sign the minutes of the meeting			
3. Reading, discussion and approval of the Annual Report of the Board of Directors for 2013 fiscal year			
4. Reading, discussion and approval of the Independent Audit Company Opinion for 2013 fiscal year			
5. Reading, discussion and approval of the Financial Statements for 2013 fiscal year			
6. Acquittal of the members of the Board and Senior Executives for the activities, transactions and accounts for 2013 fiscal year			

7. Reading, discussion and approval of the Company "Dividend Distribution Policy"			
8. Reading, discussion and approval of the proposal of the Board of Directors to propose no dividend distribution for 2013 fiscal year			
9. Determination of the number of members and terms of office of the Board of Directors and election of the members accordingly			
10. 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.			
11. Determination of the remuneration of the Members of the Board of Directors			
12. 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 and the Turkish Commercial Code			
13. Within the framework of the Articles of Association, discussing and voting for defining a maximum amount for donations and aids until the Ordinary General Assembly meeting where activities and accounts for the 2014 financial period will be evaluated and authorizing the Board of Directors accordingly			
14. 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 amount permitted by the relevant legislation, by permission of the Capital Markets Board, and the relevant provisions of the Turkish Commercial Code, Capital Markets Law, and the relevant legislation, until the ordinary general assembly meeting that will convene in order to review the operations and accounts for the year 2014			

<p>15. 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</p>			
<p>16. Requesting shareholders' approval for authorizing Members of the Board of Directors for carrying out the jobs and procedures mentioned in articles 395 and 396 of the Turkish Commercial Code.</p>			
<p>17. Without prejudice to whether submitted for vote at the General Assembly; giving information to shareholders about any important transactions/procedures that may create conflict of interest with the partnership or affiliates and/or about a transaction of commercial nature made on personal account or on behalf of any others that is listed in the commercial activities of the partnership or of its affiliates or participating a different partnership that is engaged with the same type of commercial activities with a title of unlimited partner by shareholders who control management, Members of the Board of Directors, executives with management responsibilities, and their spouses and relatives either by blood or marriage.</p>			
<p>18. Without voting and resolving during General Assembly, and within the scope of the Legislations of the Capital Markets Board 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 2013</p>			
<p>19. Without voting and resolving during General Assembly, giving information to shareholders that no guarantees, pledges, mortgages or sureties have been given, or no income or benefits have been created on behalf of third parties</p>			

No voting is necessary for informative articles.

If the minority has a separate draft resolution, this shall be separately mentioned to guarantee voting in representation.

2. Special instruction in relation with any other issues to be arisen during the General Assembly meeting and use of minority rights in particular:

- a) Attorney is authorized to vote in his/her own discretion.
- b) Attorney is not authorized to vote for these topics.
- c) Attorney is authorized to vote in line with the special instructions below.

SPECIAL INSTRUCTIONS: Special instructions, if any, 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) Combination and serial:*
 - b) Number/group:**
 - c) Quantity-nominal value:
 - ç) Whether it is a multiple voting share or not:
 - d) Whether it is bearer or registered share certificate:
 - e) Proportion of the share certificate(s) with the total shares/vote rights the shareholder has:
- * Such information is not requested for those shares that are monitored on registries.
** Information with 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 as long as MERSIS Number:

Address:

(*) Equivalent information shall be submitted, if available, of the information requested for a shareholder who is a foreign country citizen.

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.
DIVIDEND DISTRIBUTION POLICY
(February 28, 2014)

Our Company makes dividend distribution decisions, and distributes dividend, in line with the Turkish Commercial Code; the Capital Markets Legislation; Capital Markets Law (CML), Capital Markets Board (CMB) Regulations and Decisions; Tax Laws; provisions of other relevant legislation; and our Articles of Association, and the Resolution of the General Assembly.

Accordingly;

- 1- As a principle, at least 50% of the "net distributable profit" calculated as per the Capital Markets Legislation, CMB, CMB Regulations and Resolutions can be distributed, taking into account the financial statements prepared in compliance with the Capital Markets Legislation, CMB, CMB Regulations and Decisions.
- 2- In case it is contemplated to distribute dividend between 50% and 100% of the "net distributable profit" calculated; the financial statements, financial structure, and the budget of our Company are taken into consideration when determining the dividend distribution percentage.
- 3- The dividend distribution proposal is made public as per the Capital Markets Legislation, CMB, and the CMB Regulations and Decisions taking into account the legal deadlines.
- 4- In case the amount is
 - a. lower than the amount calculated as per Article 1, of the "net distributable profit" that is calculated in line with the legal records kept within the scope of the Turkish Commercial Code, and the Tax Laws; the "net distributable profit" calculated as per the legal records kept within the scope of this article hereby is taken into account, and it is distributed entirely,
 - b. higher than the amount mentioned above, action is taken as per Article 2.
- 5- In case there is no net distributable profit as per the legal records kept within the scope of the Turkish Commercial Code and Tax Laws, no dividend distribution can be made a "net distributable profit" has been calculated according to the financial statements prepared as per the Capital Markets Legislation, CMB, CMB Regulations and Decisions, and in compliance with again the Capital Markets Legislation, CMB, the CMB Regulations and Resolutions.
- 6- In case the calculated "net distributable profit" is below 5% of the issued capital, this may lead to the dividend distribution not being made.
- 7- The upper limit of the aids and donations that will be made by our Company within an accounting term in compliance with the Capital Markets Legislation, CMB, the CMB Regulations and Decisions, and as per the principles set forth in our Articles of Association shall be determined by the General Assembly. No donations may be made in amounts exceeding the limit set forth by the General Assembly, and the donations made shall be added to the "net distributable profit" tax base.
- 8- The dividend distribution shall start latest by the 30th day following the general assembly meeting where the distribution resolutions were made, and in any case, as of the end of the accounting term.
- 9- In line with the Capital Markets Legislation; CMB, CMB Regulations and Decisions, and the provisions of the Articles of Association, and as per the Resolution of the General Assembly, our Company may distribute the dividend share in cash and/or upfront as "free shares", or may distribute in instalments.
- 10- Our Company may also distribute dividends to other persons who are not shareholders in line with the resolutions to be made by the General Assembly. In that case action shall be taken in compliance with the Turkish Commercial Code; Capital Markets Legislation; CMB, CMB Regulations and Decisions, and the provisions of the Articles of Association.

- 11- Our Company may decide to distribute, and may distribute, dividend advance, in line with the Turkish Commercial Code; Capital Markets Legislation; CMB, CMB Regulations and Decisions; Tax Laws; the provisions of the other legislation, the Articles of Association, and the General Assembly Resolution.
- 12- Investments requiring significant amounts of cash outflows for increasing our Company value, significant issues affecting our financial structure; important uncertainties and adversities outside the control of our Company arising in economy, in the markets, or other areas shall be taken into account in making dividend distribution decisions.

CV OF THE CANDIDATES FOR INDEPENDENT BOARD MEMBERS

Ertuğrul Feyzi Tuncer

Ertuğrul Feyzi Tuncer was born in 1939. He received his BA in Business Administration and Economics from Robert College in 1964. Later, he obtained an "Executive Management" certificate from University of Stanford.

He started his professional career in 1967, as Regional Director and Director of Investments at Mobil Oil Türk A.Ş. and eventually became General Manager in 1990. In 1994, he served as Chairman at ATAŞ Anatolian Refinery, and then became General Manager of BP Mobil Turkey Joint Venture.

In 2000, he resigned from both of these positions to continue his career as General Manager and Board Member at Petrol Ofisi A.Ş. In 2005, he became Board Member at Doğan Holding. In 2006, at Tuncer Consulting Services and Trade, he became the founder and partnership manager of CASE Consulting Energy.

Ertuğrul Tuncer has served as the founder Chairman of PETDER (Association of Petrol Industrialists) and is a member of the Association of Corporate Risk Management and High council Board of Fenerbahçe Sports Club.

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 Vice President 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), Darüşşafaka, Embarq and TKYD (Corporate Governance Association of Turkey).

Ali Aydın Pandır

Born in 1956 in Istanbul, Ali Aydın Pandır graduated from St. Georg Austrian High School in 1975. He completed his undergraduate studies at Istanbul Technical University, Department of Mechanical Engineering in 1980.

Following graduation, Mr. Pandır started his professional career in 1980 at Tekersan Firması, as Design Engineer, before becoming Workshop Manager at the same firm. In 1990, he joined General Motors as Director of After-Sales Services and played an active role in the establishment of Opel's Turkish service and spare part distribution network. Serving Adam Opel and General Motors as Director of International After-Sales Services, Pandır managed after-sales support and spare parts services for Opel vehicles across Eastern Europe, Asia, the Middle East, Africa and South America. As GM's Director of New Vehicle Projects, Ali Pandır established spare parts distribution systems in India, Thailand, Taiwan, Japan and People's Republic of China, so as to expand the Company's sales and distribution network in the Asia-Pacific region. After assuming this critical role, he led the way in establishing the outsourced spare parts distribution concept at GM Group, through various practices in developing countries. He created a spare parts distribution network in the People's Republic of China for new GM joint ventures. Mr. Pandır also established GM Storage and Commerce company at the Shanghai Free Trade Zone and took office as CEO of the said firm. As GM's Asia-Pacific Regional Director, he set up a spare parts distribution and supply chain system across the Asia-Pacific region. In addition to these duties, he also assumed the title of GM Supply Chain Council Member and served as Board Member at TLI, a joint venture by Singapore

National University and Georgia Tech USA Logistics Institute. He played a key role as the Director in charge of the sales, marketing and distribution of GM cars and spare parts by GM's commerce and distribution company in Singapore across the entire Asia-Pacific region. As GM's President of Indonesia, he managed the restructuring and consolidation of GM's business in Indonesia, and established a joint venture with various local Asian partners to produce and distribute commercial and passenger vehicles.

For five years Ali Pandır served as CEO of Tofaş, Turkey's largest auto manufacturer and market leader, a joint venture of Italian Fiat Group and Turkish Koç Group, and managed to increase Tofaş's production capacity from an annual 250 thousand to 400 thousand.

He has been the Chairman of the Board of Directors and Executive Director of the Erdemir, Ereğli and İskenderun Iron and Steel Factories, member of the Board of Directors of the Tofaş and Turkish tractor companies in representation of Company Fiat, besides Independent Member of the Board of Directors of the Prysmian Turkey Company. He speaks English and German fluently.

REMUNERATION POLICY

Unless our Board of Directors makes a decision contrariwise, duties of the "Remuneration Committee" are carried out by the Corporate Governance Committee as also stipulated by the Communiqué for Corporate Governance (II-17.1) ("Communiqué") of the Capital Markets Board.

A- General

In consideration of the market conditions and balanced implementations within Doğan Şirketler Grubu Holding A.Ş. ("Company"), the Company adopts principle of **"equal remuneration for equal jobs"**.

"Market trends" and **"performance evaluations"** are taken into account in defining the remuneration levels and updating the same.

Annual salary raises are reflected to salaries of employees in the rates and in time periods deemed required by the employer upon approval of the **Chairman of the Executive Board**.

All employees are allowed, in addition to salaries, some **"auxiliary benefit packages"** in line with their positions.

Senior executives and other personnel who engage in management may gain additional **"premiums"** or **"rewarding"** depending on their performances.

Meetings are organized with the personnel for giving information and taking their opinions about various subjects including the financial status of the Company, remunerations, careers, training and health.

All staff is announced about their job descriptions and distribution along with performance and rewarding criteria. Productivity is taken into consideration in defining the remuneration and other benefits to the staff. Company may make plans of gaining shares by the personnel.

B- Corporate Governance Committee

Corporate Governance Committee;

- a) defines and monitors the principles, criteria and applications, by taking into consideration of the long term targets of the Company, of remuneration of members of the Board of Directors and of the senior executives with management responsibilities and their performance evaluation;
- b) submits proposals to the Board of Directors in connection with the remuneration of members of the Board of Directors and of the senior executives with management responsibilities by taking into consideration of the degree of reaching the criteria used in remuneration.

besides, submits criticism and performance evaluation on Board of Directors, and on senior executives who have offices in both the board and carrying management responsibilities.

C- Board of Directors

In accordance with provisions of the article 394 of the Turkish Commercial Code, members of the Board of Directors may be paid attendance fee, wage, gratuity, premium and dividend from annual profit providing the relevant amounts are defined by the Articles of Association or by a resolution of the General Assembly. Those of the members of the Board of Directors who are charged also in operations are offered, along with the "attendance fee" they receive due to being a member of the Board of Directors, monthly salaries and any relevant benefits for their duties in the company.

Such principles of remuneration of the members of the Board of Directors and executives with management responsibilities are made in written in order to present to the shareholders' information in a separate article of the agenda of the General Assembly meeting so participants may give their opinions. The Remuneration Policy is announced by the official web site of the Company of www.doganholding.com.tr address.

Dividends, share options or performance based Company payment plans are not used in the remuneration of the independent members of the Board of Directors. On the other hand, care is shown onto the fact that the remuneration of the independent members of the Board of Directors shall be in the way to support them to preserve their independence.

The Company does not give loans, allow credits, extend any payment terms for any credits or loans formerly allowed or optimize conditions thereof, if any, or allow credits under personal credits through a third individual to or show guarantees including sureties to the benefit of a member of the Board of Directors or senior executive with management responsibilities.

All fees paid and other benefits supplied to the members of the Board of Directors and senior executives with management responsibilities (including salaries, gratuities, any other regular and occasional payments along with monatory, shares, derived products subject to shares, share purchase options given to the employee within share earning plans, non-cash payments such as automobile and housing of which possessions are given and/or which are given temporarily given for use only) are announced to public by classifying through annual report of activities as registered with a title deed.