

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

PARTICIPATION PROCEDURE FOR OUR SHAREHOLDERS IN THE GENERAL ASSEMBLY FOR THE FISCAL YEAR OF 2009

In accordance with article 23 of our articles of association, the general assemblies convene in the cities where the head office or branches of the company are located, at such place to be found appropriate by the board of directors.

The time, place and agenda of general assembly meetings are notified to the shareholders with the announcements to be made as per article 7 of the articles of association and arrangements of the Capital Market Board (“SPK”). The announcement includes the matters prescribed in the Corporate Management Principles by the Capital Market Board for inclusion in the announcements.

Our honourable shareholders who wish to participate in the general assembly meeting should act in accordance with the provisions arranging the “General Assembly Blockage” transactions in the booklet “Business and Informatics Practices, Principles and Rules”, an attachment of the General Letter of Merkezi Kayıt Kuruluşu A.Ş. (“MKK”) dated 2005/28, at www.mkk.com.tr, and have themselves recorded in the “General Assembly Blockage List” at MKK as from 01 June 2010, Tuesday until at the latest the end of the business hours on 18 June 2010, Friday.

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

According to article 7 of our articles of association, announcements of the Company are made by a newspaper which is released in Istanbul, at least 15 days in advance, reserving the provisions of paragraph 4, article 37 of Turkish Commercial Law. Taking into consideration this provision as well as the Capital Market Board legislation and the arrangements in the Corporate Governance Principles, the announcements regarding the general assembly meeting are made in a Turkey-wide release of a newspaper, by disclosure of special condition and publication in the website of our Company at www.doganholding.com.tr, at least 3 weeks prior to the meeting date.

According to article 25 of the articles of association of the Company, votes are cast in the general assembly by raising hands. However, upon the proposal of shareholders holding 10% of the Company’s capital, secret ballot is applied.

In the general assemblies, each shareholder is granted one voting right.

In the general assemblies, shareholders may have themselves represented by other shareholders or a proxy to be assigned from outside the company.

A voting right which is based on a share which has a beneficial interest is cast by the holder of the beneficial interest or his proxies. If a share has several holders, a joint representative shall cast the vote.

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

Yours faithfully,

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

I hereby empower and authorize..... as my attorney to represent me in accordance with the following opinions, exercise vote, submit proposal and sign the required documents at the Ordinary General Assembly meeting of Doğan Şirketler Grubu Holding A.Ş. for the Fiscal period of 01.01.2009 - 31.12.2009, to be held at on 23 June 2010, Wednesday, at 10:30 A.M., at the head office of the Company located at Altunizade, Oymacı Sok. No.15/1 Üsküdar 34662 Istanbul.

A) SCOPE OF THE AUTHORITY OF REPRESENTATION

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

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

Instructions (Special instructions are written here)

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

d) The attorney is authorized to exercise vote about the other matters that may arise during the meeting in line with the following instructions.

(If no instruction is available, the attorney may exercise his vote freely)

Instructions (Special instructions are written here)

B) OF THE SHARE CERTIFICATE HELD BY THE SHAREHOLDER

a) Array and Series :

b) Number :

c) Number-Nominal value :

d) Whether it has privileged vote :

e) Whether it is Registered or Bearer :

SHAREHOLDER'S

Name, Surname and Title :

Signature :

Address :

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

İşbu belge orijinalinden
aslına uygun olarak
TÜRKÇE Lisanından
İNGİLİZCE ye tarafımdan tercüme edilmiştir.
Yeminli Tercüman: S.KEMAL SARISÖZEN
Dosva No.: 201001000870

İşbu tercümenin dairemiz
yeminli tercümanlarından
S.KEMAL SARISÖZEN
tarafından tercüme edildiğini
onaylarım.