

## DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

### INFORMATION DOCUMENT FOR THE ORDINARY GENERAL SHAREHOLDER ASSEMBLY, 27 JUNE 2012 RELATED WITH THE 2011 ACCOUNTING PERIOD

#### INTRODUCTION

The Ordinary General Assembly of our Company for the year 2011 will be held on **June 27th, 2012, at 10:30**, at Burhaniye Mahallesi, Kısıklı Caddesi, No: 65, Üsküdar/İstanbul, in order to discuss the 2011 activities and accounts of our company.

Financial Statements and Footnotes (financial report) for the period 1 January 2011 – 31 December 2011, Annual Report of the Board of Directors, Financial Charts and Footnotes (Financial Reports), the Independent Auditors' Report, the Statutory Auditors' Report, and the Proposal for Dividend Distribution will be available for review of our shareholders at the company headquarters as of June 5th, 2012. Together with the documents mentioned, "Information Document on the General Shareholder Assembly", "General Meeting Attendance Procedure" and proxy specimen, may also be accessed through our website at [www.doganholding.com.tr](http://www.doganholding.com.tr), in such a way as to include the disclosures to be made as per the Capital Market Legislation.

#### PROCEDURES FOR ATTENDING THE GENERAL ASSEMBLY

Our shareholders who have already dematerialized their shares in the files of the Central Registration Office (CRO) and who wish to attend the General Assembly are required to be personally registered and recorded in the "General Assembly Blocking List" by no later than 17:00 hours on Thursday, June 21st, 2012, in accordance with the general assembly blocking procedures determined by CRO. Accordingly, our shareholders who fail to submit and deliver to the authorized officers before the General Assembly a "General Assembly blocking letter" to be delivered by CRO to our shareholders who are personally registered and recorded in the "General Assembly Blocking List" will not be allowed to use their rights to speak and vote in the Assembly.

As stated in the General Letter no. 294 of CRO, pursuant to the provisions of the Provisional Article 6 of the Capital Markets Law, only our shareholders who have dematerialized their share certificates and who submit and deliver a "general assembly blocking letter" before the General Assembly will have the right and be allowed to attend the General Assembly and use their shareholding rights therein.

Our Shareholders who will not actually be able to attend the meeting in person are required to issue and submit their proxy documents according to the specimen appended (Annex 1) and by fulfilling the requirements stipulated in the communiqué Serial: IV No: 8 of the Capital Market Board (CMB) and by registering their specimen signatures by a notary public.

As per Article 25 of the Articles of the Association of the Company:

*"Every shareholder has one voting right in the General Assemblies. The voting in General Assembly meetings shall be exercised by raising hands. However, upon request of 10% of the shareholders represented in the meeting, secret voting must be exercised."*

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

*“In the General Assembly meetings, the shareholders may have themselves represented by a proxy who is, or is not, a shareholder. Proxies who are shareholders in the Company are entitled to cast votes for each of the shareholders they represent, in addition to their own votes. Voting rights to arise from a share certificate with a usufruct right shall be exercised by the holder of the usufruct right or their proxies. If the share certificate has more than one owner, the joint representative shall exercise the voting right.*

*The regulations of the Capital Market Law for exercising voting rights by proxy are reserved.”*

As per Article 28 of our Company Articles of Association:

*“With the exception of special cases set forth in the Turkish Commercial Code, the resolutions in the General Assembly are made with the majority of the votes.”*

**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:**

<b>Commercial Title/Name and Last Name of the Partner</b>	<b>Share in the Capital (TL)</b>	<b>Share in the Capital (%)</b>
Adilbey Holding A.Ş.	1,290,679,019.43	52.68
Doğan Family	354,664,092.73	14.48
Portion Traded in the ISE and Other Partners	804,656,887.84	32.84
<b>TOTAL</b>	<b>2,450,000,000.00</b>	<b>100.00</b>

- **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.

**FORM OF POWER OF ATTORNEY  
POWER OF ATTORNEY**

**TO DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.  
CHAIR OF 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 the name of me, all in line with my opinions marked below, in the Annual Ordinary Meeting of the General Assembly of Shareholders of Doğan Şirketler Grubu Holding A.Ş., where I hold and own capital shares, to be held in respect of the accounting period of 01.01.2011 – 31.12.2011 at the Company Headquarters at address of Burhaniye Mahallesi, Kısıklı Caddesi, No: 65, Üsküdar/İstanbul at 10:30 hours on June 27, 2012.

**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 (In the absence of instructions, the proxy is free to cast his vote in line with his/her discretion)

**Instructions:** (Please insert your special instructions)

**B) 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 chosen. Explanations will be given for alternatives (b) and (d).