

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 extraordinary general assembly meeting of Doğan Şirketler Grubu Holding A.Ş. to be held at Hilton İstanbul Bosphorus Cumhuriyet Cad. 34367 Harbiye İstanbul on Thursday, August 07, 2014 at 11:00 a.m.

Attorney's (*):

Name and Surname/Commercial Title:

TR ID No/Tax No., Trade Registry and Number and 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. Informing the General Assembly that; within the scope of the merger transaction ("Merger") under our Company through the "take over" of our direct subsidiary Doğan Yayın Holding A.Ş. as a whole with all its assets and liabilities by our Company, which will be discussed under item 5 of the agenda: a. Pursuant to the article 8 entitled "Public Disclosure" of the "Communiqué on Merger and Spin-off Transactions" (II-23.2) of the Capital Markets Board ("CMB"), which became effective after being published in the Official Gazette no			

28865 and dated December 28, 2013 and within the framework of the article 149 entitled "Right to Inspect" of the Turkish Commercial Code no 6102 ("TCC"),

- i. As announced in the weekly bulletin no 2014/18 of CMB dated June 20, 2014, the "Merger Announcement Text" approved by the Capital Markets Board (CMB) on June 24, 2014 and containing all the details related to the "Merger",
- ii. The Merger Agreement,
- iii. The Merger Report,
- iv. The Expert Institution Report,
- v. Financial reports for the last three years,
- vi. Annual reports for the last three years,
- vii. Independent audit reports for the last three years, and
- viii. Interim financial reports.

were presented for the review of our shareholders and other related parties

Our Company's

Head Office at Burhaniye Mahallesi, Kısıklı Caddesi No: 65 Üsküdar / İstanbul

Corporate web site at www.doganholding.com.tr and

Doğan Yayın Holding A.Ş.

Head Office at Burhaniye Mahallesi, Kısıklı Caddesi No: 65 Üsküdar / İstanbul

Corporate web site at www.dyh.com.tr and

has been disclosed to the public at the Public Disclosure Platform ("PDP") of Central Registry Agency (www.kap.gov.tr) in compliance with the relevant legislation and regulations; the "Merger Announcement Text" approved by the CMB, was disclosed to the public by being posted on the PDP (www.kap.gov.tr) and the Corporate Websites of the companies that constitute the parties to the merger (www.doganholding.com.tr and www.dyh.com.tr) in compliance with the relevant legislation and regulations at least 30 days prior to the General Assembly Meeting during which the "Merger" would be approved,

As also explained besides other matters related to the “Merger” in the Merger Announcement Text approved by the CMB, disclosed to the public, and made available for the examination of shareholders in places mentioned above;

- b. Pursuant to the paragraph 6 of the article 29 of the Capital Markets Law no 6362, affirmative votes of two thirds of the shareholders with voting rights attending the General Assembly Meeting would be required regardless of the meeting quorum in order for the “Merger” to be accepted at the General Assembly Meeting; however, in case at least half of the shareholders with voting rights representing the capital are present at the General Assembly Meeting, the resolution would be made based on the majority of the shareholders with voting rights attending the General Assembly Meeting, Pursuant to the first paragraph of the article 436 of the TCC no 6102, the shareholders, who are parties to the merger, could cast votes at the General Assembly Meeting since it is considered that the “Merger” “would not bear personal results” pursuant to sub-clause (a) of the article 7 entitled “General Assembly Meetings during which Material Transactions will be Approved” in the “Communiqué on Common Principles for Material Transactions and Exit Rights” (II-23.1) of the Capital Markets Board (“CMB”), which became effective after being published in the Official Gazette no 28861 and dated December 24, 2013,
- c. The “Merger” was considered among the material transactions listed in the article 23 entitled “Material Transactions of Companies” in the CML, therefore, pursuant to the article 24 of the CML entitled the “Right to Exit”, our shareholders, who would attend the General Assembly Meeting during which the “Merger Agreement” and the “Merger” would be approved and who would cast negative votes and get their dissenting opinions entered in the minutes of the General Assembly Meeting, would be entitled to exit by selling their shares to our Company within the

scope of the "Communiqué on Merger and Spin-off Transactions" (II-23.2) and the "Communiqué on Common Principles for Material Transactions and the Exit Rights" (II-23.1) of the Capital Markets Board,

- d. In case, following the General Assembly Meeting during which the "Merger" would be submitted for the approval, our shareholders, who would cast negative votes during the General Assembly Meeting and get their dissenting opinions entered in the minutes of the General Assembly Meeting, exercise their exit rights by delivering their shares to the brokerage firm to be exclusively assigned to manage this process by our Company within the period specified for the exercise of such exit rights and within the framework of the process announced concerning the exercise of exit rights disclosed to the public and in line with the general provisions; pursuant to the provisions of the article 24 of the CML entitled the "Right to Exit", and of the article 10 entitled the "Price for Exercising Exit Rights" in the Communiqué no II-23.1 of the CMB; the "price for exercising exit rights" for each share of our Company with a nominal value of 1 Turkish Lira would be **0.67 Turkish Lira**,
- e. Within the framework of the provisions of paragraph 6 of the article 9 entitled the "Exercise of Exit Rights" in the Communiqué no II-23.1 of the CMB, the exercise of the "Exit Rights" would start within no later than 6 (six) business days starting with the date of the General Assembly Meeting during which the "Merger" would be submitted for approval and the period for exercising "exit rights" would be maximum 10 (ten) business days,
- f. Pursuant to paragraph 9 of the article 9 entitled the "Exercise of Exit Rights" in the Communiqué no II-23.1 of the CMB; our shareholders would be obliged to exercise the "exit right" for all the shares they hold,

<p>g. Pursuant to paragraph 7 of the article 9 entitled the "Exercise of Exit Rights" in the Communiqué no II-23.1 of the CMB; our shareholders, who would exercise their "exit rights" would realize the sales transaction by delivering their shares subject to the "exit right" to the brokerage firm that would carry out the purchasing transactions on behalf of our Company, within the framework of the process announced concerning the exercise of exit rights and in line with the general provisions; the prices of the shares of our shareholders, who would apply to the brokerage firm to exercise their "exit rights" would be paid by no later than the business day following the date of the sales,</p> <p>h. In case the "Merger" is rejected at the General Assembly Meeting, the "exit right" would not arise,</p> <p>i. In addition, depending on the acceptance as is, acceptance by amendment, or rejection of the proposal submitted by the Board of Directors for introducing an "upper limit" in the exercise of the "exit rights", provided that such "upper limit" is limited to 1% (24,500,000 shares) of our issued capital in the amount of 2,450,000,000 Turkish Liras within the framework of the provisions of paragraph 5 of the article 9 entitled the "Exercise of Exit Rights" in the Communiqué no II-23.1 of the CMB, <u>whether or not the "Merger" would be realized</u> would be submitted for the approval of the General Assembly again under item 6 of the Agenda,</p> <p>j. The amount of the capital increase to be realized in our Company because of the "Merger" and the amount of the issued capital to be reached following such capital increase could need to be revised depending on the "exit rights" to be exercised by the shareholders of Doğan Yayın Holding A.Ş. who would attend the General Assembly Meeting of Doğan Yayın Holding A.Ş., which would be merged under the umbrella of our Company through all its assets and liabilities being taken over by our Company as a whole, cast negative votes, and get their dissenting opinions entered in the minutes of the General Assembly Meeting.</p>			
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<p>4. Discussion and resolution on the proposal of the Board of Directors for introducing an "upper limit" in the exercise of the "exit rights" by the shareholders within the framework of the provisions of paragraph 5 of the article 9 entitled the "Exercise of Exit Rights" in the "Communiqué on Common Principles for Material Transactions and Exit Rights" (II-23.1) of the Capital Markets Board, who cast negative votes for the "Merger Agreement" and the "Merger Transaction", which would be discussed under item 5 of the Agenda, and get their dissenting opinions entered in the minutes of the General Assembly Meeting, provided that such "upper limit" is limited to 1% (24,500,000 shares) of our issued capital in the amount of 2,450,000,000 Turkish Liras.</p>			
<p>5. Submission for the approval of the General Assembly, discussion, and resolution on the "Merger Agreement" prepared by our Board of Directors and the "Merger" transaction within the scope of the merger under our Company through the "take over" of our direct subsidiary Doğan Yayın Holding A.Ş., registered under trade register number 172165 at the Istanbul Trade Registry Office with an issued capital of TL 2,428,550,000.-, as a whole with all its assets and liabilities by our Company and its dissolution without liquidation pursuant to the article 134 and relevant subsequent articles of the Turkish Commercial Code no. 6102; articles 19 and 20 of the Corporate Tax Law no 5520, and since both Companies constituting the parties to the "Merger" transactions are subject to the Capital Markets Law no 6362, and their shares are offered to public and being traded at Borsa Istanbul A.Ş. (stock exchange), articles 23 and 24 and other relevant provisions of the Capital Markets Law, the "Communiqué on Merger and Spin-off Transactions" (II-23.2) of the Capital Markets Board, which became effective after being published in the Official Gazette no 28865 and dated December 28, 2013 and the "Communiqué on Common Principles for Material Transactions and Exit Rights" (II-23.1) of the Capital Markets Board, which became effective after being published in the Official Gazette no 28861 and dated December 24, 2013, and the provisions of other relevant legislation.</p>			

<p>6. Submission for the approval of the General Assembly of cancellation of the “Merger” transaction upon determination that the amount of the “shares” (“voting rights”) of our shareholders, who cast negative votes for item 5 of the Agenda and get their dissenting opinions entered in the minutes of the General Assembly Meeting, exceeded the “Upper Limit” resolved under item 4 of the Agenda or submission of the “Merger” transaction for the approval of the General Assembly once more by changing the “Upper Limit” resolved under item 4 of the Agenda in a way that it corresponds to the amount of the negative votes cast under item 5 of the Agenda.</p>			
<p>7. Discussion and submission for the approval of the General Assembly the amendment of the article 8 entitled “Issuance of Shares” of the Articles of Association of our Company in line with the attached Articles of Association Amendment Text as allowed with the permissions obtained with the letter referenced 29833736-105.01.03.01-1318/6529 of the Capital Market Board, dated June 25, 2014 and the letter referenced 67300147/431.02 of the General Directorate of Domestic Trade of the Ministry of Customs and Trade, dated July 01, 2014.</p>			

No voting is necessary for informative articles.

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, given 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 and MERSIS Number:

Address:

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