

**MINUTES OF THE ORDINARY SHAREHOLDERS' GENERAL MEETING OF
DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş. HELD ON TUESDAY, 29 MAY 2007**

Ordinary General Meeting of Shareholders concerning the Fiscal Period between 01.01.2006-31.12.2006 of Doğan Şirketler Grubu Holding A.Ş. was assembled on Tuesday, 29.5.2007, at 10:30 A.M., at the address of Altunizade, Oymacı Sok., No; 51 Üsküdar 34662 Istanbul, under the supervision of the Ministry Commissioner, Nevzat Özer, assigned by virtue of the Letter Number 34594, dated 28.05.2008 of Istanbul Provincial Directorate of Industry and Commerce.

Invitation to the said meeting was timely executed in accordance with the respective law, as well as with the Articles of Association of the said Company, in the form of a declaration, including the date, agenda, and place of the said meeting, on the Issue numbered 6807 of Turkish Trade Registry Journal, dated April 14 May 2007, as well as at the Issue numbered 21484 of Milliyet Newspaper, dated 14.05.2007. There are no bearer shareholders who entrusted certificates of share beforehand and declared his/her address.

Having determined upon examination of the shareholder's register that, out of the 1,500,000,000 shares corresponding to the total capital of the Company, amounting to TRY 1,500,000,000, 951.786.892 shares corresponding to TRY 951.786.892 were represented in the meeting, 782,864,722 shares corresponding to an amount of TRY 782,864,722 being represented in person, and 168,922,170 shares corresponding to an amount of TRY 168,922,170 being represented by proxy, the minimum quorum foreseen in the respective Law, as well as in the Articles of Association was present, the Meeting was opened by İmre Barmanbek, Vice Chairman of the Board of Directors, and discussion of the issues on the agenda was started.

Upon the discussions on issues in the agenda;

1. İmre Barmanbek was unanimously elected the chairman of Presiding Committee,

Ali Rıza Temuroğlu and Yener Şenok was unanimously elected Scrutineers, and Alper Altıok was elected Secretary.

2. The signatory power for signing the minutes of the meeting on behalf of the participants was unanimously granted to the Presiding Committee.

3. Having read the Operating Report of the Board of Directors, Board of Audit Report, and Independent Audit Reports, as well as the Financial Statements, issued within the framework of the guidelines specified at the regulations of the of Capital Markets Board concerning the accounting standards, pertaining to fiscal period of 01.01.2006-31.12.2006, the said reports were negotiated, and accepted unanimously with 951,196,602 votes in favor. Meanwhile representatives of 590,290 shares cast abstaining votes.

4. The release of the Members of Board of Directors from the transactions and accounts of the Fiscal Term of 01.01.2006-31.12.2006, was put on vote individually for each member, and upon the voting in which the concerned persons did not attend, the Members of Board of Directors were unanimously released with 951.608.736 votes in favor. Representatives of 178,156 shares cast abstaining votes.

5. The release of the Members of Board of Auditors from the transactions and accounts of the Fiscal Term of 01.01.2006-31.12.2006, was put on vote individually for each auditor, and upon the voting in which the concerned persons did not attend, the Members of Board of Auditors were unanimously released with 951.608.736 votes in favor. Representatives of 178,156 shares cast abstaining votes.

6. The proposal of the Board of Directors on the distribution of profit for the period was discussed, and it was unanimously resolved that no dividend be distributed from profit for the period , there being no distributable profit amount according to UFRS results as a result of adding donations in the amount of TRY 2.524.120 to the amount found after deducing the first series of legal reserves amounting to TRY 4.431.564 as per Turkish Commercial Code (TCC) and the net term profits of the participations, subsidiaries, and enterprises subject to collective management, which have not held their general meetings yet or have decided not to distribute dividends at the general meeting as from the date of 8 May 2007, date of resolution of the Board of Directors on distribution of profit, amounting to TRY 259.176.184 , which was transferred to our consolidated financial statements and profit of affiliates sales amounting to TRY 761.622.648 which was decided to be added to capital out of the total consolidated net term profit amounting to TRY 891.629.243 written down on our consolidated financial statements .

7. It was unanimously resolved that number of members of the Board of Directors be 11, they retain the Office until the next ordinary general meeting and their gross remunerations per month be TRY 1.500 per each with 951.608.736 votes in favor, representatives of 178.156 shares abstained from voting and

Aydın Doğan
Arzuhan Yalçındağ
Vuslat Sabancı
Hanzade Vasfiye Doğan Boyner
İmre Barmanbek
Ahmet Vural Akışık
Mehmet Ali Yalçındağ
Refik Aras
Taylan Bilgel
Ali İhsan Karacan
Ragıp Nebil İlseven

Were unanimously elected member of the Board of Directors with 951.608.736 votes in favor.

8. It was unanimously resolved that number of members of auditors be 2, they retain the Office until the next ordinary general meeting and their gross remunerations per year be TRY 1.000 per each with 951.608.736 votes in favor, representatives of 178.156 shares abstained from voting and

- Memduh Coşkuner and
- Cem Soylu

were unanimously elected Auditors with 951.608.736 votes in favor.

9. It was unanimously resolved that Başaran Nas Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of PricewaterhouseCoopers) be selected as the independent external auditing company with which our company will work for the fiscal periods of the years 2007 and 2008 within the framework of legislation of Capital Market and regulations of Capital Market Board with 951.608.736 votes in favor. Meanwhile representatives of 178,156 shares cast abstaining votes.

10. It was unanimously decided with 946,071,064 votes in favor to authorize the Board of Directors to issue Bonds and/or Financing Bills within the scope of the provisions of the Article 14 of the Articles of Association of the Company, as well as in return to the permission of the Capital Markets Board, and up to the maximum amount permissible by Turkish Commercial Law, Capital Market Law, and its additional regulations, and to specify the numbers, denominations, and interest rates, terms of payment, and other conditions as per the Bonds and/or Financing Bills to be issued. While the representative of 5,326,910 shares cast negative votes, the representative of 388,918 shares abstained from voting.

11. It was unanimously decided to confer upon the Members of the Board of Directors authority to engage with the business that is in the business field of the Company in person, or on behalf of others, and become a partner of the Companies that engage with such fields of business, and perform other transactions as per the Articles 334 and 335 of Turkish Commercial Law with 951.397.974 votes in favor. Representatives of 388,918 shares cast abstaining votes.

12. Pursuant to resolution of Board of Capital Markets dated 27.01.2006 and number 4/67, General Meeting was informed about company's policy on profit distribution. Despite having not been put on vote, representative of 3,108,628 shares had abstaining declarations.

13. General Meeting was informed that the donations of the Company for the year 2006 amounted to TRY 2,524,120. Despite having not been put on vote, representative of 3,108,628 shares had abstaining declarations.

14. Wishes for company's becoming successful in its business were shared.

The meeting was closed, there being no other issue left to be negotiated on the agenda.

These Minutes were drawn up and signed on-site.

COMMISSIONER OF
MINISTRY OF INDUSTRY AND
TRADE
NEVZAT ÖZER
SIGNED
SCRUTINEER
ALİ RIZA TEKUROĞLU
SIGNED

SCRUTINEER
YENER ŞENOK
SIGNED

SIGNED
CHAIRMAN OF THE
PRESIDING COMMITTEE
İMRE BARMANBEK

SECRETARY
ALPER ALTIOK
SIGNED

İşbu belge orijinalinden
aslına uygun olarak
TÜRKÇE Lisanından
İNGİLİZCE ye tarafımdan tercüme edilmiştir.
Yeminli Tercüman: BARAN KEKİ
Dosya No.: 200901000301

İşbu tercümenin dairemiz
yeminli tercümanlarından
BARAN KEKİ
tarafından tercüme edildiğini
onaylarım.



LIST OF ATTENDANTS OF SHAREHOLDERS' ORDINARY GENERAL MEETING FOR THE FISCAL PERIOD 01.01.2006-31.12.2006 OF DOĞAN ŞİRKETLER GRUBU HOLDİNG ANONİM ŞİRKETİ
HELD ON 29.05.2007

	NAME SURNAME / TITLE AND ADDRESS OF THE SHAREHOLDER	CONTRIBUTION TO CAPITAL TRY	NUMBER OF SHARES	REPRESENTATION METHOD IN PERSON-BY PROXY	REPRESENTATIVE'S NAME SURNAME	İMZA
1-	ADİLBEY HOLDİNG A.Ş. Altunizade, Oymacı Sokak No. 51 Üsküdar 34662 İstanbul	780.000.000	780.000.000	IN PERSON	RAGİP NEBİL İLSEVEN	
2-	AYDIN DOĞAN Altunizade, Oymacı Sokak No. 51 Üsküdar 34662 İstanbul	115.657.380	115.657.380	BY PROXY	AHMET İZZET KARACAHIŞARLI	
3-	AYDIN DOĞAN VAKFI Altunizade, Oymacı Sokak No. 51 Üsküdar 34662 İstanbul	2.864.722	2.864.722	IN PERSON	YENER ŞENOK	
4-	HANZADE VASFİYE DOĞAN BOYNER Altunizade, Oymacı Sokak No. 51 Üsküdar 34662 İstanbul	15.614.109	15.614.109	BY PROXY	SELMA UYGUÇ	
5-	VUSLAT SABA Altunizade, Oymacı Sokak No. 51 Üsküdar 34662 İstanbul	15.614.109	15.614.109	BY PROXY	ALJ RIZA TEMUROĞLU	
6-	ARZUHAN YALÇINDAĞ Altunizade, Oymacı Sokak No. 51 Üsküdar 34662 İstanbul	15.614.109	15.614.109	BY PROXY	ALJ RIZA TEMUROĞLU	
7-	STICHTING BEDRIJFSTAKPENSIOENFONDS VOOR HET HORECABEDRIJF	235.711	235.711	BY PROXY	SERKAN KABA	
8-	INVESTORS BANK AND TRUST BARCLAYS GLOBAL INVESTORS	546.776	546.776	BY PROXY	SERKANKABA	
9-	BARCLAYS GLOBAL INVESTORS N.A. INVESTMENT FUNDS FOR EMPLOYEE BENEFIT TRUST	43.514	43.514	BY PROXY	SERKAN KABA	
10-	SAN FRANCISCO CITY AND COUNTRY	861.260	861.260	BY PROXY	BERNA ÖZER	
11-	COLLAGE RETIREMENT EQUITIES	700.155	700.155	BY PROXY	BERNA ÖZER	
12-	FORD MOTOR COMPANY US DEFINED	66.577	66.577	BY PROXY	BERNA ÖZER	
13-	1199 HEALTH CARE EMPLOYEES	178.156	178.156	BY PROXY	BERNA ÖZER	
14-	RBH/THE MASTER TRUST BANK OF JAPAN LTD. RE MTBC40003514 WATER STREET, BOSTON, MA 02109 3661	202.904	202.904	BY PROXY	ALİ YALÇIN DOĞAN	

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KADIKÖY
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ALTIYOL
(0216) 550 43 73
4.LEVENT
(0212) 283 83 66

EYLÜL
TERCÜME
VE REKLAM
TİC.LTD.ŞTİ.

15-	BBH / PRESIDENT AND FELLOWS OF HARVARD 40 WATER STREET, BOSTON, MA 02109 3661	210.762	210.762	BY PROXY	ALI YALÇIN DOĞAN	
16-	BBH/CONSULTING GROUP CAPITAL MARKETS FUNDS EMERGING M.A 40 WATER STREET, BOSTON, MA 02109 3661	69.745	69.745	BY PROXY	ALI YALÇIN DOĞAN	
17-	MELON BANK N.A/CENTRAL STATES SOUTHEAST & SOUTHWEST AREAS PENSION FUND 525 WILLIAM PENN PLACE, ROOM 3418 PITTSBURGH, PENNSYLVANIA	31.393	31.393	BY PROXY	ALI YALÇIN DOĞAN	
18-	MELON BANK N.A./STATE OF WISCONSIN INV BOARD 525 WILLIAM PENN PLACE, ROOM 3418 PITTSBURGH, PENNSYLVANIA	2.343.085	2.343.085	BY PROXY	ALI YALÇIN DOĞAN	
19-	MELON BANK N.A./COMMONWEALTH OF PENNSYLVANIA PUBLIC 525 WILLIAM PENN PLACE, ROOM 3418 PITTSBURGH, PENNSYLVANIA	706.635	706.635	BY PROXY	ALI YALÇIN DOĞAN	
20-	BONY/CAUSEWAY EMERGING MARKETS FUND ONE WALL STREET, NEW YORK, N. Y. 10286	11.165	11.165	BY PROXY	ALI YALÇIN DOĞAN	
21-	BONY/NATIONWIDE MUTUAL INSURANCE COMPANY ONE WALL STREET, NEW YORK, N. Y. 10286	214.625	214.625	BY PROXY	ALI YALÇIN DOĞAN	
	TOTAL	951.786.892	951.786.892			

COMMISSIONER OF THE MINISTRY OF
INDUSTRY AND COMMERCE

NEYZAT ÖZER
SIGNED

SCRUTINEER

ALİ RIZA TEMUROĞLU
SIGNED

SCRUTINEER
YENER ŞENOK
SIGNED

SIGNED
CHAIRMAN OF THE
PRESIDING
COMMITTEE

İMRE BARMANBEK

SECRETARY
ALPER ALTIÖK
SIGNED

CAPITAL OF THE
COMPANY : 1.500.000.000
TOTAL NUMBER OF
SHARES : 1.500.000.000
MINIMUM MEETING
QUORUM: : %25
PRESENT MEETING
QUORUM: : %63,45
951.786.892
IN PERSON : 782.864.722
BY PROXY : 168.922.170

PARTNERSHIP AND CAPITAL STRUCTURE GIVEN IN THE LIST
OF ATTENDANTS IS IN CONFORMITY WITH THE STOCK
REGISTER AND THE RECORDS.
BOARD OF DIRECTORS

DOĞAN
ŞİRKETLER GRUBU
HOLDİNG A.Ş.
SIGNED

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