

## DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

### PARTICIPATION PROCEDURE TO SHAREHOLDERS' EXTRAORDINARY GENERAL ASSEMBLY

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 honorable 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](http://www.mkk.com.tr), and have themselves recorded in the "General Assembly Blockage List" at MKK until at the latest the end of the business hours on September 24, 2009 Thursday.

As stated in the General Letter of MKK number 294, the right holder investors may participate in the General Assembly after dematerializing 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 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

**THE BOARD OF DIRECTORS**

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

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 Extraordinary General Assembly meeting of Doğan Şirketler Grubu Holding A.Ş., to be held at on September 30, 2009 Wednesday, at 10:30 A.M., at the head office of the Company located at Altunizade, Oymacı Sok. No.15/1 Üsküdar 34662 İstanbul.

**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) Class and serial, :  
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), the either of the items (a), (b) or (c) is marked. Explanation is given for the items (b) and (d).