

**DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**  
**INFORMATION DOCUMENT**  
**FOR**  
**THE ORDINARY GENERAL SHAREHOLDER ASSEMBLY, 19 JULY 2011**  
**RELATED TO THE 2010 ACCOUNTING PERIOD**

The Ordinary General Assembly of our Company for the year 2010 will be held on July 19th, 2011, Tuesday at 10:00 A.M., at Burhaniye Mah. Kısıklı Cad. No: 65 Üsküdar- İstanbul, in order to negotiate and resolve the matters on the agenda.

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 hrs on Thursday, July 14th, 2011, 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 unfortunately not be allowed to use their rights to speak and vote in the Assembly.

As also stated in the General Letter no. 294 of CRO, pursuant to the provisions of Temporary 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 below 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 any Notary.

Financial Statements and Footnotes (financial report) for the period 1 January 2010 – 31 December 2010, Annual Report of the Board of Directors and Proposal for Dividend Distribution, and the reports of the Statutory Auditors’ and Independent Auditor’s will be available for review of our shareholders at the company headquarters as of June 27th, 2011. Together with the documents mentioned, “Information Document on the General Shareholder Assembly”, “participation procedure to the general meeting” and proxy specimen, may also be accessed through our website at [www.doganholding.com.tr](http://www.doganholding.com.tr).

Kindly submitted for the information of our distinguished shareholders.  
Yours faithfully,

## AGENDA OF THE ORDINARY GENERAL SHAREHOLDER ASSEMBLY

DATED 19 JULY 2011

1. Election of the Meeting Board,

**Rationale:** In direction of the regulations of the Turkish Commercial Code (“TCC”) and the Regulations of Ministry of Industry and Commerce, a meeting board (“Meeting Board”) will be elected for management of the General Assembly.

2. Authorization of the Meeting Board to sign the minutes of the General Assembly,

**Rationale:** In direction of the regulations of TCC and the regulations of the Ministry of Industry and Commerce, the General Assembly will authorize the Meeting Board to take the minutes of the resolutions adopted during the General Assembly

3. Reading, discussion and approval of the Annual Report of the Board of Directors, Statutory Auditors’ and Independent Auditor’s Reports, Financial Report, Balance Sheet and Income Statement for the accounting year 01.01.2010- 31.12.2010.

**Rationale** The financial report, balance sheet and income statement, the Independent Auditor’s Report prepared and presented in accordance with the CMB’s Financial Reporting Standards which are based on International Accounting Standards(IAS)/International Financial Reporting Standards (IFRS), within the scope of CMB’s Communiqué Serial-No: XI-29 and its announcements clarifying this communiqué, the Annual Report of the board of directors, the report of the Statutory Auditors’ will be read, deliberated and submitted for the approval of the General Assembly prepared in accordance with the directions of TCC as well as with the regulation of Ministry of Industry and Commerce. These documents can be received from the headquarter of the Company, from the website of the Public Disclosure Platform ([www.kap.gov.tr](http://www.kap.gov.tr)) and from our website at [www.doganholding.com.tr](http://www.doganholding.com.tr)

4. Acquittal of the members of the Board and Statutory Auditors for the activities, transactions and accounts for the year 2010.

**Rationale:** In directions of the regulations of TCC and the Regulation of Ministry of Industry and Commerce, the acquittal of the members of Board of Directors and Statutory Auditors for their activities, transactions and accounts for the year 2010 will be presented for the approval of the General Assembly.

5. The deliberation of the proposal of the Board of Directors on not to distribute dividend for the accounting year of 01.01.2010 – 31.12.2010,

**Rationale:** Our Board of Directors made the following decision on profit for the period;

- According to the consolidated and independently audited financial statements for the period 01.01.2010-31.12.2010 presented in accordance with the CMB’s Financial Reporting Standards which are based on IAS/IFRS, within the scope of CMB’s Communiqué Serial-No: XI-29 and its announcements clarifying this communiqué; it is understood that a “consolidated net profit for the period” of TL656.203.979 has accrued when “tax for the period”, “deferred tax expense” and “non controlling interests” are taken into account. After, setting aside Legal Reserves amounting TL 62.901.970 accordance with article 466/1 of the TCC, deducting previous year losses amounting TL 92.682.785 and also deducting and transferring the “profit from disposal of shares in subsidiary”- not subject to profit distribution- amounting TL 690.349.153 to a “special fund account” in shareholders’ equity and after considering the “donations made in 2010” (1.053.152,-TL); shareholders will be notified that there will be no profit distribution for

the period 01.01.2010- 31.12.2010 this resolution will be submitted to the approval of the General Assembly,

- According to our statutory records for the period 01.01.2010-31.12.2010 that are maintained in accordance with TCC and tax legislation, a “net profit for the period” of TL 1.258.039.392 was determined. After, setting aside Legal Reserves amounting TL 62.901.970 accordance with article 466/1 of the TCC and deducting and transferring the “profit from disposal of shares in subsidiary”- not subject to profit distribution- amounting TL 690.349.153 to a “special fund account” in shareholders’ equity.
- TL was determined in our financial records kept pursuant to Turkish Commercial Law and Tax Procedural Law;. In accordance with article 466/1 of the Turkish Commercial Code (TCC) , after a total of 62.901.970,-TL should be considered as “Primary Legal Reserves”, then 690.349.153,-TL of “gain on disposal of shares in subsidiaries” should be deducted and transferred to a “special fund account” in shareholders’ equity and will not be subject to distribution, the resolution to set aside the remaining profit of 504.788.269,-TL as “extra ordinary reserves” will be presented for the approval of the General Assembly.

In this respect, related material event disclosure has been made through Public Disclosure Platform (KAP) on April 8th, 2011.

6. Negotiation and resolution of the proposal of the appointment of Yahya Üzdiyen to fulfill the resignation of Ragıp Nebil İlseven as Member of the Board in accordance with the article 315 of TCC.

**Rationale:** In directions of the regulations of TCC and the Regulation of Ministry of Industry and Commerce, General Assembly approval is needed for appointment of a new member replacing the resigned member of the Board.

7. Negotiation and resolution of the proposal of the appointment of Soner Gedik to fulfill the resignation of Taylan Bilgel as Member of the Board in accordance with the article 315 TCC.

**Rationale:** In directions of the regulations of TCC and the Regulation of Ministry of Industry and Commerce, General Assembly approval is needed for appointment of a new member replacing the resigned member of the Board.

8. Election of the members of the Board of Directors that will be on duty until the Ordinary General Shareholder Assembly that will gather to go over the operations and accounts for the accounting year of 01.01.2011-31.12.2011.

**Rationale:** In directions of the regulations of TCC and the Regulation of Ministry of Industry and Commerce, the General Assembly will assign the members of the Board of Directors.

9. Election of the members of the Statutory Auditors that will be on duty until the Ordinary General Shareholder Assembly that will gather to go over the operations and accounts for the accounting year of 01.01.2011-31.12.2011.

**Rationale:** In directions of the regulations of TCC Law and the Regulation of Ministry of Industry and Commerce, the statutory auditors will be elected to execute the function of the internal audit.

10. Negotiation and resolution for the remuneration of the Board of Directors and the statutory auditors for the year 2011.

**Rationale:** *In directions of the regulations of TCC and the Regulation of Ministry of Industry and Commerce, the General Assembly shall determine the remuneration to be paid to the members of the Board of Directors and the Statutory Auditors*

11. In framework of the regulations by the Capital Market Regulations and CMB, resolution for approval of Independent Auditor approved by the Board of Directors.

**Rationale:** *According to the Communiqué Serial:X No:22 by the CMB, the selection of Independent Auditor by the Board of Directors will be submitted to the approval of the General Assembly.*

*Or Board of Directors decided on April 11, 2010 that; in line with Capital Markets Board's Communiqué on Independent Audit and their decisions on this issue, DRT Bağımsız Denetim ve Serbest Muhasebeci Mali Müşavirlik A.Ş should audit our Company's financial statements for the six months' period of 01.01.2011-30.06.2011 and the period 01.01.2011-31.12.2011 and this resolution of appointment will be submitted for the approval of our shareholders on our Ordinary General Assembly Meeting.*

12. Authorizing the Board of Directors to issue capital market instruments (including warrants) of indebtedness and to determine the conditions of issue thereof up to the maximum amount permitted by Article 14 of the Articles of Association of the Company, by permission of the CMB, and the pertinent provisions by TCC, Capital Market Law, and the supplementary legislation, until the next Ordinary General Shareholder Assembly that will gather to go over the operations and accounts for the year 01.01.2011-31.12.2011.

**Rationale:** *The need for the use of alternative financing instruments may always arise in order to act swiftly when necessary for effective capital management. .*

*Authorization of the board of directors to issue capital market debt instruments up to the amount permissible by Turkish Commercial Law, Capital Market Board and supplementary legislation with the permission of the Capital Market Board, and establishment of issuance conditions are submitted for the approval of the General Assembly. This is only an authorization article, and if this authority is granted by the General Assembly, the Board of Directors shall have the opportunity to utilize these instruments along with other financial instruments in case of occurrence of an external financing need.*

13. Authorization of the members of the Board of Directors to execute the businesses enumerated in the articles of 334-335 of the TCC.

**Rationale:** *Authorizing the members of Board of Directors to engage in the businesses mentioned in in the article 334 of the TCC entitled "Prohibition of Transactions with the Company" and article 335 entitled "Prohibition of Competition" is submitted for the approval of the General Assembly.*

14. Without the need of submitting to the approval of the General Assembly, informing the shareholders on the donations made during the fiscal period 01.01.2010–31.12.2010 within the scope of Capital Market legislation and the respective regulations; no benefits attained by providing mortgages, pledges, liens or similar guarantees to third parties; the Company's 2011 dividend policy and other issues in line with the CMB regulations;

**Rationale:**

*- In direction of the article 7/b of Communiqué Serial-No: IV-27; we inform the General Assembly about the donations granted by our Company within the year 2010. Since this article is only for the purpose of information, it is not subject to acceptance or rejection by the General Assembly. Our Company granted a donation of TL 1.053.152 in total within the year 2010, with TL 192.130 to*

*various educational and health institution and TL 861.022 to other various foundations and associations.*

- The transactions of our Company with related parties have been examined and it is projected that the percentages set by CMB Communiqué Serial IV, No:41, will not be exceeded in 2011 and therefore, such transactions will not be covered by the communiqué and consequently valuation report will not be needed . Situations which cannot be foreseen presently are exempted from this requirement.*
- In line with the CMB regulations, the General Assembly will be informed that no benefits attained by providing mortgages, pledges, liens or similar guarantees to third parties.*
- In line with the CMB regulations, the General Assembly will be informed about the Company's dividend policy in 2011 and onwards.*
- In line with the CMB'S regulations, the General Assembly will be informed about the issues mentioned by CMB.*

#### **14. Wishes.**

**POWER OF ATTORNEY**

**TO THE MEETING BOARD OF THE GENERAL ASSEMBLY OF  
DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**

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 01.01.2010 – 31.12.2010, to be held on Tuesday, 19 July 2011 at 10:00 a.m., at the address of Burhaniye Mah. Kısıklı Cad. No: 65 Üsküdar- İstanbul.

**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:

Instructions: (Please insert your special instructions.)

**B) THE 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).