

**DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**  
**PARTICIPATION PROCEDURE FOR OUR SHAREHOLDERS**  
**TOTHE GENERAL ASSEMBLY MEETING FOR THE YEAR 2010**

In accordance with the Article 23 of our Company's Articles of Association, General Assemblies convene at the Company management headquarters or in another location in the same city as the Company Headquarters if the Board of Directors so decides.

The time, place, and agenda of the General Assembly meetings are communicated to the shareholders by means of an announcement to be made in accordance with Article 7 of the Articles of Association. The announcement includes all the points that announcements are required to include as per the Corporate Governance Principles of the Capital Market Board (CMB)

In order to be able to participate to the Ordinary General Shareholders Meeting dated , **July 19th, 2010 at 10:00 a.m., at the address of Burhaniye Mah. Kısıklı Cad. No: 65 Üsküdar- İstanbul**, 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 meeting 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, 2010**, 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 meeting 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 meeting.

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 meeting will have the right and be allowed to attend the General Assembly meeting and use their shareholding rights therein.

In accordance with the Article 7 of our Company's Articles of Association; announcements of the Company are made by a newspaper which is released in Istanbul, at least 15 days in advance, reserving the provisions of paragraph 4, article 37 of Turkish Commercial Law. Taking into consideration this provision as well as the Capital Market Board legislation and the arrangements in the Corporate Governance Principles, the announcements regarding the general assembly meeting are made in a Turkey-wide release of a newspaper, by disclosure of special condition and publication in the website of our Company at [www.doganholding.com.tr](http://www.doganholding.com.tr), at least 3 weeks prior to the meeting date.

The announcements to be made by our Company as per the regulations are also published in our website, [www.doganholding.com.tr](http://www.doganholding.com.tr).

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,

**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).