

**FROM BOARD OF DIRECTORS OF  
DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.  
INVITATION TO ORDINARY GENERAL ASSEMBLY MEETING OF SHAREHOLDERS**

The Ordinary General Assembly of Shareholders of our Company for the Fiscal Period of 01.01.2009-31.12.2009 shall convene on 23 June 2010, Wednesday at 10:30 A.M., at the head office of the Company located at Altunizade, Oymacı Sok. No.15/1 Üsküdar 34662 Istanbul, in order to negotiate and resolve the matters on the agenda.

Our honourable shareholders who wish to participate in the General Assembly meeting are required to have their names recorded in the “General Assembly Blockage List” at Merkezi Kayıt Kuruluşu A.Ş. (“MKK”), until at the latest the end of the business hours on 18.06.10, Friday. 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.

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.

The Annual Report of the Board of Directors, Financial Statements and notes, Independent Audit Reports and Board of Auditors’ reports and Board of Directors’ proposal on the Profit Distribution, for the Fiscal Period of 01.01.2009-31.12.2009 will be accessible for review of our shareholders at the head office of the Company as of 01 June 2010. Moreover, the said documents as well as the “General Assembly Information Document”, “Participation Procedure for General Assembly” will be on the web page of our Company at [www.doganholding.com.tr](http://www.doganholding.com.tr) .

Kindly submitted for the information of our distinguished shareholders.

Yours faithfully,

**DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.**  
**AGENDA OF THE ORDINARY GENERAL ASSEMBLY MEETING DATED 23 JUNE 2010**

**AGENDA**

1. Election of the Presiding Committee
2. Authorizing the Presiding Committee to sign the General Assembly meeting minutes on behalf of the participants,
3. Pursuant to the permit dated 18 May 2010 and number 637 of Republic of Turkey, Prime Ministry Capital Market Board and the permit dated 20 May 2010 and number 2833 of Republic of Turkey, Ministry of Industry and Commerce, making a decision on the replacement of the Article 4 entitled "Subject" in the Articles of Association of our Company with its new form as included in the amendment text below,
4. Reading, reviewing and making decision on approval of the Annual Report of the Board of Directors, Board of Auditors' report and Independent Audit Report, Balance Sheet and Income Statement for the fiscal period of 01.01.2009- 31.12.2009.
5. Release of the members of Board of Directors,
6. Release of the members of Board of Auditors,
7. Negotiation and resolution of the proposal of the Board of Directors on the period profit,
8. Determining the number, terms of office and remunerations of the members of Board of Directors, and election of the members,
9. Determining the number, terms of office and remunerations of the auditors, and their election,
10. In accordance with the provisions of the Capital Market Board Communiqué Serial: X and No: 22, making decision on approval of the Independent Audit Agency elected by the Board of Directors,
11. Authorizing the Board of Directors to issue Bonds and/or Commercial Bills within the scope of the provisions of Article 14 of the Articles of Association of the Company, with permission of the Capital Market Board, and up to the maximum amount permissible by Turkish Commercial Law, Capital Market Law, and the supplementary legislation, and to determine the amounts, denominations, and interest rates, payment terms, and other conditions pertaining to the Bonds and/or Commercial Bills to be issued.
12. Giving permission to the members of the Board of Directors to perform the businesses falling within the scope of the company's field of activity in person or on behalf of others, to become partners of those companies engaged in such businesses, and to conduct other businesses as per articles 334 and 335 of the Turkish Commercial Law,
13. Without being put to vote and resolved upon at the General Assembly, information and explanations to be given/made to the Shareholders on the donations made during the fiscal period 01.01.2009– 31.12.2009 within the scope of Capital Market legislation and the respective regulations; on the fact that no profits were gained by providing Surety, Pledge and Mortgage ("SPM") for the benefit of the shareholders of the company or third persons; on the profit distribution policy of the company for the year 2010 and the following years and other issues indicated by Capital Market Board.
14. Wishes

**DOĞAN ŞİRKETLER GRUBU HOLDİNG ANONİM ŞİRKETİ**  
**ARTICLES OF ASSOCIATION AMENDMENT TEXT**

**FORMER TEXT**

**SUBJECT**

**Article 4:**

The Holding may principally carry out the following operations in order to achieve its objective.

With regard to any and all domestic and foreign companies founded or to be founded in such fields as all kinds of commerce, industry, agriculture, mining, energy, construction, transportation, finance, trade, banking, insurance, tourism, servicing, press and advertising, provided that such businesses do not have a nature of brokerage and securities portfolio management,

a) It may participate in their capitals, managements and audits whether at course of their foundation or afterwards.

b) It may participate in their any and all capital increases whether it is previously a shareholder or not.

c) It may purchase, sell to others or replace with other bonds and shares, share certificates, founder and other dividend shares, partnership interests, all kinds of bonds, bills of finance, participation dividend, profit and loss sharing certificates that have been issued or will be issued by them, or other stocks or securities to be accepted by Capital Market Board, provided that the Company does not act as a broker or portfolio manager in doing so.

ç) It may purchase and sell share and dividend coupons of any and all share certificates or dividends and interest coupons of bonds, separately from their bonds, to the extent allowed by the Capital Market Legislation provided that the Company does not act as a broker in doing so.

d) It may act as the intermediary for the subscription transactions of the capital

**NEW TEXT**

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increases or issue of bonds, supply the aspects of placement and minimum yield of these transactions; it may undertake, warrant and guarantee that the capital and interests of the sold bonds will be paid when they are due, provided these are limited with the affiliates of the Holding.

e) It may give any and all loans and advances with or without guarantee in order to meet their financing needs, provided that it doesn't act contrary to the legislation regarding lending transactions.

f) It may make commitments, provide guarantees for the provision of loans they will take from banks and other finance institutions, and the tax and duties which have been deferred to certain due dates or total exemption from which have been bound to the realization of certain conditions by the official bodies, and it may take any and all surety in return.

**B) Holding may;**

Establish any and all partnerships with local or foreign real person and legal entities which are engaged in or going to be engaged in all kinds of commerce, industry, agriculture, mining, energy, construction, transportation, finance, trade, banking, insurance, tourism, servicing, press and advertising, participate in the administration and auditing of any and all entities that are engaged in business in these fields, and directly establish entities and make investments in the abovementioned activity fields under its name.

b) Be engaged in import and export included in its scope of activities.

c) Purchase and sell any and all privileges, patents, know-how and licenses, conclude lease agreements in order to use them against a certain cost, cause them to be used by its affiliates and hire them out to others.

ç) Obtain any and all searching and operating licenses in accordance with the Mining law and stone quarries regulation,

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take over this type of licenses held by real person or legal entities, assign its licenses or use them jointly.

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d) Conclude agreements based on financial liability distribution with local or foreign real person or legal entities it is in cooperation with.

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C) Holding may carry out project development works in order to find new investment fields. It may assign the projects developed by it to the companies or other entities it has participated in or not against a cost or for free.

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Ç) Holding may provide consultancy and any and all services on the subjects of investment, financing, organization, management and marketing to the companies and other entities it has participated in or not against a charge or for free in accordance with the provisions of Capital Market Law and the respective legislation.

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D) Holding may acquire short-, medium-, and long-term guarantees, sureties, letters of guarantee and all other loans for commercial, industrial, tourism, import and export purposes for the facilities it will establish, the investments it will make and its current requirements from local and foreign businesses, private and public institutions; make loans, obtain letters of guarantee and surety, borrow money, and to these ends, mortgage the Holding's real properties, pledge its movable properties, execute enterprise pledges, and make all other necessary disposals,

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E) Holding may acquire real estates or real and private rights related to real estates through such means including purchase, construction and build-operate-transfer, appropriate real estates and real and private rights acquired in any way at its discretion including sale, transfer and assignment, and establish mortgages and other real or private rights thereon, wholly or partially hire out the same.

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including mortgage, commercial enterprise and securities pledges for collection, payment and security of its own rights, receivables and payables, and of even the payables of third parties, make all appropriations thereon as well as release the commercial enterprise and securities pledges, and return the guarantees received.

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With regard to the transactions indicated in paragraphs D and E above, Holding may take, give any and all surety in kind and in person including guarantee, surety, mortgage and pawn in favour of 3<sup>rd</sup> persons including holding's affiliates and joint companies and on behalf of the Holding, carry out any and all disposals on the same as well as release the mortgages, commercial pledges and pawns and return the guarantees, provided that Holding observes the provisions of Capital Market Law, Capital Market Board's regulations and other legislations in force.

F) Holding may found aid funds and other social organizations with legal personality, allocate funds for the officers, doormen and workers of the companies it participates in as per Turkish Commercial Code article 468, may participate in the management and operation of such organizations in order to ensure their durability. It may be engaged in the investments that will make better use of the assets of these organizations. Holding may establish foundations with social purposes for its members in accordance with the provisions of Law, participate in and help this type of foundations.

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Within the principles specified by Capital Market Board, Holding may give support and donations to the departments included in the general budget, supplementary budget administrations, private provincial administrations, municipalities, villages, foundations granted tax exemption by the Council of Ministers, associations deemed to be useful for public interests, organizations and institutions engaged in scientific research and development, universities, and persons or institutions with similar nature.

**G)** Holding may also carry out any and all commercial and industrial works with its own shareholders and board of directors.

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Ğ) If the Holding decides to start other businesses which are deemed useful for the company in the future other than the abovementioned, the company shall be able to carry out such business after a decision is taken to that effect upon its submission to the general meeting by the board of directors. In order to implement this resolution which is in the nature of an amendment in the articles of association, authorization shall be obtained from the Ministry of Industry and Commerce and Capital Market Board.

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

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 Ordinary General Assembly meeting of Doğan Şirketler Grubu Holding A.Ş. for the Fiscal period of 01.01.2009 - 31.12.2009, to be held on 23 June 2010, Wednesday, at 10:30 A.M., at the head office of the Company located at Altunizade, Oymacı Sok. No.15/1 Üsküdar 34662 Istanbul.

**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) Array and Series :  
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), one of the items (a), (b) or (c) is marked. Explanation is given for the items (b) and (d).