

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

The Extraordinary General Assembly of Shareholders of our Company shall convene 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 Istanbul, in order to negotiate and resolve the matters on the agenda.

Our honorable 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 September 24, 2009 Thursday. 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 General Assembly information document, participation procedure for General Assembly and copy of proxy will be on the web page of the Company at www.doganholding.com.tr as of September 15, 2009.

Yours faithfully

THE BOARD OF DIRECTORS

**DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.
AGENDA OF THE EXTRAORDINARY GENERAL ASSEMBLY MEETING DATED
SEPTEMBER 30, 2009**

AGENDA

- 1. Election of the Presiding Committee**
- 2. Authorizing to the Presiding Committee to sign the General Assembly meeting minutes on behalf of the participants,**
- 3. Discussion and resolution of the proposal of the Board of Directors on the distribution of profit paid by the profit for previous years and the date of distribution,**
- 4. Wishes**

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