

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.

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.
- 2.** Authorization of the Meeting Board to sign the minutes of 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 period 01.01.2010- 31.12.2010.
- 4.** Acquittal of the members of the Board and Statutory Auditors for the activities, transactions and accounts for the year 2010.
- 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.
- 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.
- 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.
- 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.
- 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.
- 10.** Negotiation and resolution for the remuneration of the Board of Directors and the statutory auditors for the year 2011.
- 11.** In framework of the regulations by the Capital Market Regulations and CMB, resolution for approval of Independent Auditor.
- 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.
- 13.** Authorization of the members of the Board of Directors to execute the businesses enumerated in the articles of 334-335 of the TCC.
- 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.
- 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).