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Every day we touch the lives of millions of people.

Doğan Holding continues to offer products and services that make a difference in the media and energy sectors, which constitute our main focus, as well as retail, industry, real estate marketing, tourism and financial services.

We work for Turkey's future with a view targeting to become better and better in all of our business segments.

We add value to the lives of millions of people with the products, vision and innovations we offer every day.



Who Are We?



Media

Doğan Yayın Holding A.Ş.

Areas of Business: Publishing, broadcasting, Internet, foreign trade, distribution and factoring

Publishing: Doğan Yayın Holding A.Ş. reaches approximately 5 million readers every day via Hürriyet, Posta, Radikal, Fanatik and Hürriyet Daily News newspapers. It remains the market leader position for newspaper circulation with a 23% market share. Displaying successful performance for magazine publishing, too, the Holding enjoys a 34% market share in total magazine circulation with more than seven million units sold. Doğan Dağıtım handles the distribution of two-thirds of the newspaper circulation and almost three-fourths of magazine circulation in Turkey and continues to expand its field of activity with diligent, high quality service philosophy. Another business line where DYH performs with success is classified ads. Trader Media East, which operates as part of Hürriyet, is the market leader in the classified ads sector in Russia and Central Europe.

Broadcasting: In television broadcasting, DYH boasts game-changing brands such as Kanal D and CNN Türk that lead the way in terms of change and innovation. The Holding translates its principle of continuous development into practice in radio broadcasting through the channels Radyo D, CNN Türk Radyo and Slow Türk Radyo, along with the digital platform D-Smart - all appealing to wide masses with their rich content. In addition to these activities, DYH also engages in important television, movie and commercial production projects via production companies D Productions and InDHouse. Kanal D Romania rapidly established a position in the top tier in the Romanian broadcasting sector.

Foreign Trade and Factoring Services:

Doğan Dış Ticaret mainly focuses on the paper and print materials import for newspaper publishing. As for factoring, Doğan Faktoring A.Ş. conducts comprehensive risk analyses on commercial receivables, thus creating immense value by helping its customers avoid possible problems in collection.

Energy

Doğan Enerji Yatırımları Sanayi ve Ticaret A.Ş.

Areas of Business: Energy production from every source, as well as energy transmission, distribution, wholesale and retail trade in the domestic and international market

The energy sector is an area of focus for Doğan Holding, with Doğan Enerji helping to meet Turkey's increasing energy demand with investments. Doğan Enerji owns a 33% equity stake in Boyabat Elektrik Üretim ve Ticaret Anonim Şirketi, which controls one of Turkey's largest private power plants; the Boyabat Dam and Hydroelectric Power Plant (HEPP) with an installed capacity of 513 MW. The Aslancık Dam and HEPP project, owned 25% by Doğan Holding and 8.33% by Doğan Enerji, will have an installed capacity of 120 MW. Since acquiring a 50% stake in 2009 of Gas Plus Erbil, carrying out Doğan Enerji's oil exploration operations in Northern Iraq, Doğan Enerji has a net interest of 20% in the Erbil Project. As an indication of the importance it attaches to renewable energy resources, Doğan Enerji added to its portfolio Galata Wind Enerji A.Ş. (Şah WEPP), with an installed capacity of 93 MW and Akdeniz Elektrik Üretim A.Ş. (Mersin WEPP) with an installed capacity of 33 MW in June 2012. With further capacity increases, the total installed power of the WEPP investments will reach 147 MW.



17 COUNTRIES

With its products and services reaching across a vast geography spanning 17 nations, the Doğan Group continues to create value through its strategic partnerships with six international groups.



23,000

The Group provides jobs for over 23,000 people, of which 13,750 are its direct employees and thus plays a key role in national employment.

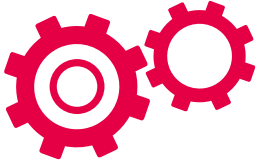
DOĞAN HOLDING IN BRIEF

As one of the driving forces of the Turkish economy, the foundation of Doğan Şirketler Grubu Holding A.Ş. ("Doğan Holding", "Doğan Group", "Holding" or "Group") was laid about 54 years ago. Honorary President Aydın Doğan registered with the Mecidiyeköy Tax Office in 1959 and started his professional career. He established his first company in 1961 in the auto industry, thus marking the beginning of the journey to become the Doğan Group. The Group is currently active in the media, energy and retail sectors, as well as industry, real estate marketing, tourism and financial services.



In all of its companies, the Doğan Group successfully translates into practice the foundation blocks of its corporate culture, namely the principles of innovation, consistency, flexibility, transparency, quality, social responsibility, customer focus and teamwork. The Group keeps abreast of changes in Turkey and abroad thanks to its competent management team and innovative management approach. The Doğan Group applies its dynamism to all of its productive and commercial activities. Implementing such a change-oriented perspective in its management practices, the Group sets a precedent in corporate governance and ethical values across all sectors.

With products and services that reach out to a vast geography spanning across 17 nations, the Doğan Group continues to create value through strategic partnerships with six international groups. The Group provides jobs for over 23,000 people, of which 13,750 are direct employees, playing a key role in national employment.



Industry

Çelik Halat ve Tel San. A.Ş. (Çelik Halat)

Areas of Business: Steel wire ropes, mechanical spring wire, galvanized wire, concrete strand and bead wire manufacturing

Founded in 1962, Çelik Halat ve Tel Sanayii A.Ş. is a leading company supplying the Turkish industry with steel wire ropes, mechanical spring wire, galvanized wire, concrete strand and bead wire. Having successfully attained its sales targets, the Company enjoys a market share of 40%; it exports products to 37 nations.

DİTAŞ Doğan Yedek Parça ve İmalat A.Ş. (DİTAŞ)

Areas of Business: Design and manufacturing of rods and parts for vehicle manufacturers (OEMs) and the spare parts market (IAM) within the automotive supplier segment

DİTAŞ manufactures products for the original equipment segment and the independent spare parts segments. Established in 1972, the Company is the largest manufacturer in Turkey producing for both original equipment and independent spare parts segments within the automotive supplier sector. As a key player in the manufacturing of original parts for automotive manufacturers, DİTAŞ also exports its products to 26 countries.

Doğan Organik Ürünler Sanayi ve Ticaret A.Ş. (Doğan Organik)

Areas of Business: Organic livestock breeding and dairy products

Founded in 2002 for the purpose of turning Kelkit and its environs into a hub of organic livestock breeding and dairy products, Doğan Organik Ürünler Sanayi ve Ticaret A.Ş. currently operates Kelkit Organik Süt Sığırıcılığı İşletmesi, which boasts about 100 employees and 100 contracted local farmer families, 80 of whom are engaged in agriculture and the remaining 20 in livestock breeding. Turkey's largest organic raw milk producer and the largest supplier of the raw material for organic drinking milk sold in the domestic market, the Company produces branded organic dairy products such as Migros Ticaret's M life, Metro Gross Market's Fine Life and Karamış Grup's Sıryana.



Retail

Doğan Müzik Kitap Mağazacılık Pazarlama A.Ş. (D&R)

Areas of Business: Retail and merchandising

With a range of over 150,000 products, D&R offers swift, rich and high quality services to consumers through 125 stores in 26 provinces. D&R stores feature books, music, films, magazines, multimedia products, electronics, video games, games, hobby products, accessories and stationery



Tourism

Milta Turizm İşletmeleri A.Ş. (Milta)

Areas of Business: Hotel, marina and travel agency operations, fleet and daily car rental services and air taxi transportation

Doğan Holding's tourism industry investments and operations are managed under the umbrella of Milta Turizm İşletmeleri A.Ş., founded in 1982. Milta provides hotel management services in Bodrum via Işıl Club and travel agency operations and fleet and daily car rental services via Işıl Tur. The Company runs its marina operations via Milta Bodrum Marina and ranks among the top ten marinas in the Mediterranean. Milta also offers domestic and international air taxi transportation services through the Doğan Havacılık Branch.

The Company undertakes real estate development investments via its subsidiaries Nakkaştepe Gayrimenkul Yatırımları İnşaat Yönetim ve Ticaret A.Ş. and Kandilli Gayrimenkul Yatırımları Yönetim İnşaat ve Ticaret A.Ş.

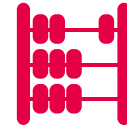


Real Estate Marketing

Milpa Ticari ve Sınai Ürünler Pazarlama Sanayi ve Ticaret A.Ş. (Milpa)

Areas of Business: Construction and marketing

Pursuant to a strategic corporate decision in the early 2000s, Milpa shifted its focus to the real estate sector. Since its inception, it has been creating value in marketing with its pioneering approach. During the last 33 years, Milpa has marketed a vast range of products from computers to automotive, electronics to real estate. Currently the Company showcases its know-how and experience in the real estate sector.

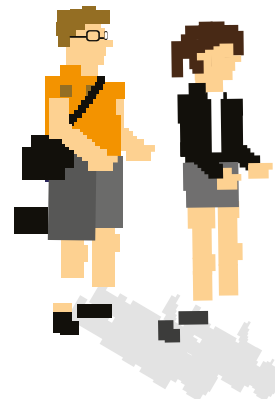


Financial Services

DD Konut Finansmanı A.Ş. (DD Mortgage)

Areas of Business: Home mortgage

DD Konut Finansmanı A.Ş. (DD Mortgage) is Turkey's first mortgage-backed housing finance company. With its robust shareholding structure, it is a major player in the home mortgage market.



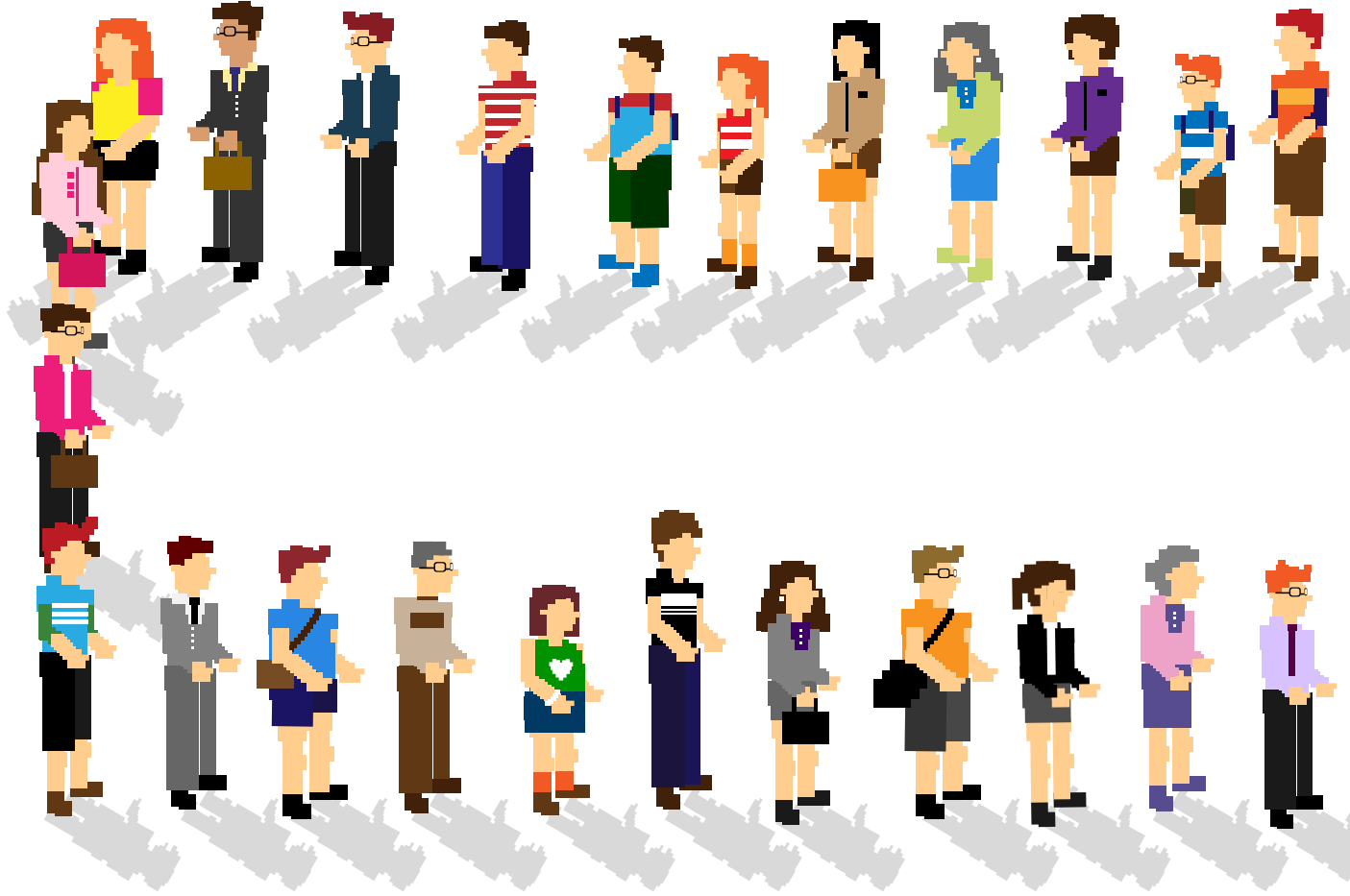
Our Reason for Being

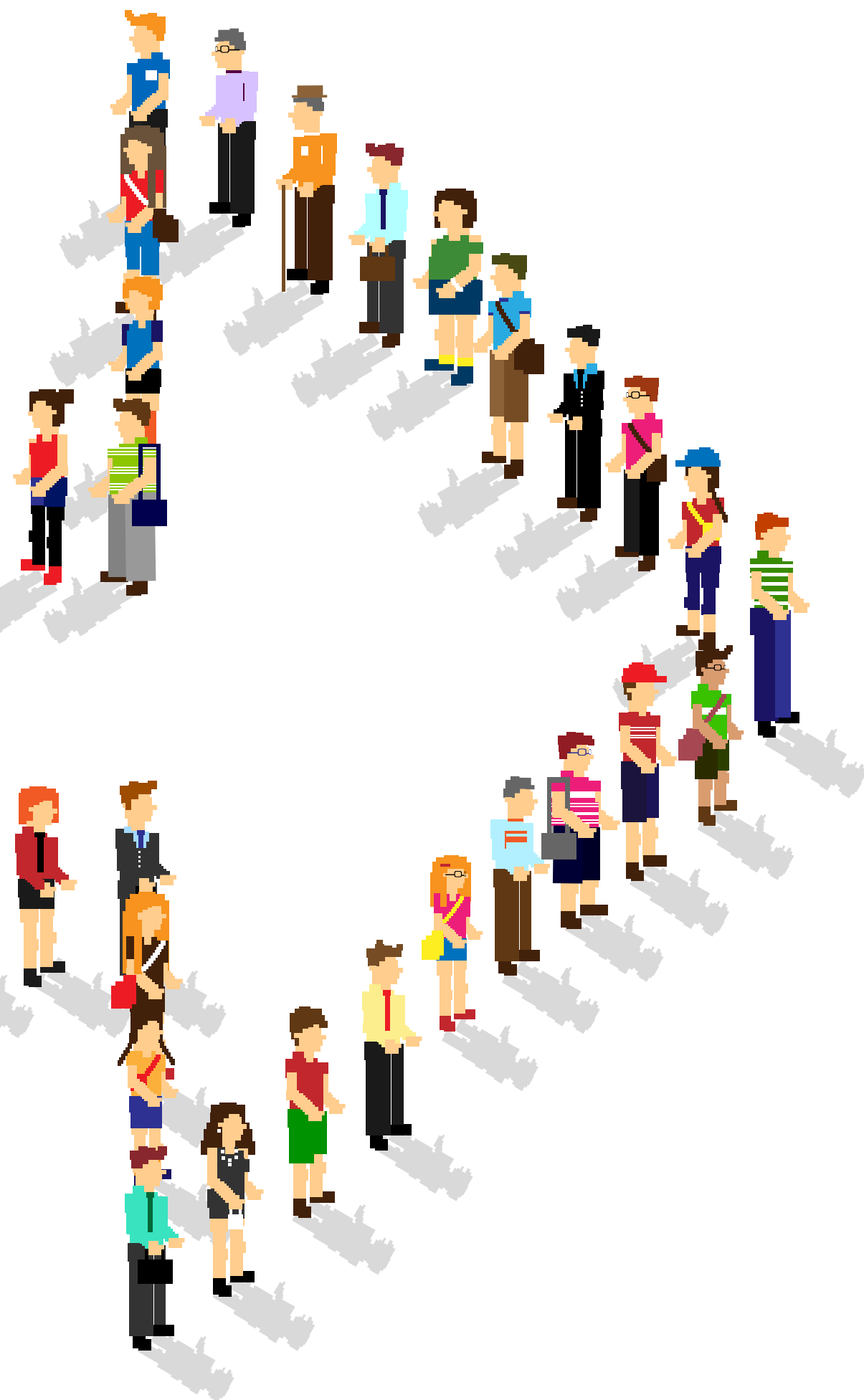
Our Vision

To undertake efficient and sustainable investments in service, commerce and industry platforms that actively contributes to transparency in society as a whole and to the economic welfare and stability of the individual.

Our Mission

To identify, develop and implement state-of-the art commercial and technological applications in consumer-facing products and services; To establish the institutional facilities and capabilities necessary for the effective execution of these efforts in Turkey and the region.





Our Road Map



The Media

Doğan Holding companies, each leading in their respective sectors, successfully performed in 2012, capitalizing on the Group's know-how and strength. Its innovative vision, dynamic structure that rapidly adapts to changing conditions along with its capacity to make timely and accurate decisions are all shared by the companies under its roof. As a result, Group companies continued their development and displayed consistent growth performance during 2012.

The primary targets of Doğan Holding companies for 2013 are as follows:

With innovative vision and know-how, DYH undertakes investments that add value to the Turkish media sector. In 2013, DYH will keep abreast of changes in the online media and will seize growth opportunities via mergers and acquisitions in this field. DYH plans to join forces with key players at Turkish and global media companies to undertake sustainable investments. In the coming period, the Company will focus on partnerships that contribute to consistent growth. In addition, the Company will also keep an eye on international investment opportunities.

The TV channel Kanal D is a pioneer in Turkish broadcasting sector with its modern and creative broadcasting line and original programs. Kanal D's successful performance will be enhanced further with even richer program content. There will be more efforts to bolster tv2, launched successfully in August 2012 and to raise the prestige of CNN Türk among viewers. Doğan TV Holding's leading production companies D Prodüksiyon and InDHouse will continue to focus on content production.

Continuously updating its service packages in line with changing market dynamics, D-Smart will increase the number of HD channels, expand technological investments, enhance services and content and reach out to more consumers through different package and price options in 2013. Furthermore, the Company will expand the service area of D-Smart BLU to enable clients to access content not only through the television but also via the Internet with PCs, laptops, tablet PCs and smartphones. As a result, more value will be created for D-Smart subscribers.

The Company believes that, both domestically and overseas, the growth of online advertisement revenue will outpace average market growth. Accordingly, aside from striving to enhance its efficiency and access in the conventional media, the Company is also keen on capitalizing on the rapid growth of the Internet and increasing revenue. In the new media order, the objective is to access readers not only via newspapers but through every platform. Currently, Hürriyet Internet Group reaches out to around 6.8 million people via newspapers, the web, tablet PCs and smartphones. In the coming years, the Group targets to reach approximately 10 million people and thus increase the share of Internet in its overall revenue.

In the upcoming period, Doğan Gazetecilik will continue its consistent growth thanks to strong brands, efficient management and responsible broadcasting philosophy. Having completed the year 2012 as the leader of its sector, Doğan Burda Magazine Group will preserve its strong position in terms of brand recognition, circulation and advertising as well as its market leadership in the year 2013. DYH plans to diversify its publications to reach out to a wider audience and will undertake the necessary investment to improve and enhance its current portfolio.





Energy

In the energy sector, its second largest business segment, Doğan Group continued to undertake investments at full speed. Organic growth continues and acquired investments are expanding. The Aslancık HEPP project is planned for completion with production starting in the second half of 2013. The installed power of Mersin WEPP, where capacity increase efforts are in progress, reached 42 MW in early 2013, there is ongoing work to upgrade Şah WEPP's installed power to 105 MW by mid-2013.

As for oil exploration and production activities carried out via Gas Plus Erbil in Northern Iraq, the Company continued test production at the Bastora oil field in 2012. With the Field Development Plan approved in February, the Company drilled a development well and carried out engineering work on surface facilities. Work at the development well was completed in December and additional petroleum was discovered. In parallel, there was a rise in production reserves. In 2013, two development wells will be drilled and engineering, procurement, construction and installation work at the surface facilities at the Benenan and Bastora oil fields will be completed.

Aside from its assets in the energy sector, Doğan Group aims to participate in production, distribution and commerce activities in the electricity sector, petroleum exploration and extraction, as well as fuel oil distribution so as to expand its portfolio. In 2013, the Group will maintain a close watch in investment opportunities in this field continue with its energy investments and also implement practices to boost the productivity of its facilities.



Industry

Doğan Holding will continue its sustainable and profitable growth in industry in 2013. In line with this target, Ditaş will strive to reach out to new markets, improve its corporate structure, implement productivity-focused applications across its business processes, maintain a continuous improvement in customer satisfaction and raise the standards of quality, environment and work safety.

In 2013, Çelik Halat aims to grow in the high value-added product steel wire ropes. The Company tries to identify its investment requirements by carrying out a detailed market research survey across the sectors where this product is in demand. Once the market survey is complete, the Company will determine that improvements must be undertaken in the wire manufacturers under its umbrella and that groups outside Çelik Halat should be added to the Group's portfolio. As for other product categories, the Company will prioritize sales and marketing activities to maintain its growth in domestic and international markets and efforts to boost productivity and cost-cutting.

Doğan Organik will increase its footprint in the segment in parallel with the expansion of the organic dairy product market and continue to organize organic milk production in the Kelkit region through the most productive methodology.



Retail

Offering a vast range of culture, arts and entertainment products in a modern and relaxing atmosphere, D&R will inaugurate new stores during the upcoming year. As Turkey's only retail chain of its kind, D&R will continue to invest in e-commerce in the year 2013. The Company plans to enhance its service quality, maximize customer satisfaction and increase its online turnover through e-commerce operations.



Tourism

As one of Doğan Holding's primary tourism investments, Işıl Club Bodrum will preserve its price/quality equilibrium in 2013 and aim to develop new services focusing on higher customer satisfaction.

Milta Bodrum Marina is a well-known brand thanks to its location in Bodrum's town center, proximity to airports and its professional workforce. The Company will further enhance its productivity in 2013 with innovative services and continue to improve its quality.

2013 is expected to be a year full of investment and growth opportunities for fleet rental companies. Işıl Tur will make the most of the opportunities in the industry and sustain its profitable growth in the periods ahead.



Financial Services

DD Konut Finansmanı enjoys a key position in its sector thanks to its customer-focused, swift, efficient and high quality service philosophy. In 2013, the Company will continue to operate via its current branch and sales channels.



Who Are Our International Business Partners?

Magazine Publishing



Book Publishing

EGMONT

Doğan Egmont

TV Broadcasting



DTVH
DOĞAN TV HOLDİNG A.Ş.



Technological



D-SMART

Financial Services



How Did Our Shares Perform?

Eight companies in the Doğan Group are listed on the Borsa İstanbul Stock Exchange. Key information on their share performance as of December 31, 2012 is presented below.

Çelik Halat ve Tel Sanayii A.Ş.

Share Price: **TL 3.37**
Number of Shares: **16.5 million**
Market Cap: **TL 56 million**
Borsa İstanbul Ticker Symbol: **CELHA**

Doğan Gazetecilik A.Ş.

Share Price: **TL 1.51**
Number of Shares: **105 million**
Market Cap: **TL 159 million**
Borsa İstanbul Ticker Symbol: **DGZTE**

Hürriyet Gazetecilik ve Matbaacılık A.Ş.

Share Price: **TL 0.92**
Number of Shares: **552 million**
Market Cap: **TL 508 million**
Borsa İstanbul Ticker Symbol: **HURGZ**

Ditaş Doğan Yedek Parça İmalat ve Teknik A.Ş.

Share Price: **TL 3.07**
Number of Shares: **10 million**
Market Cap: **TL 31 million**
Borsa İstanbul Ticker Symbol: **DITAS**

Doğan Şirketler Grubu Holding A.Ş.

Share Price: **TL 0.92**
Number of Shares: **2,450 million**
Market Cap: **TL 2,254 million**
Borsa İstanbul Ticker Symbol: **DOHOL**

Milpa Ticari ve Sınai Ürünler Paz. San. ve Tic. A.Ş.

Share Price: **TL 1.12**
Number of Shares: **127.4 million**
Market Cap: **TL 143 million**
Borsa İstanbul Ticker Symbol: **MIPAZ**

Doğan Burda Dergi Yayıncılık ve Pazarlama A.Ş.

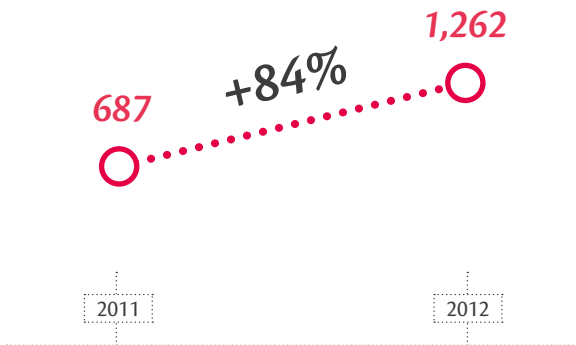
Share Price: **TL 3.48**
Number of Shares: **19.6 million**
Market Cap: **TL 68 million**
Borsa İstanbul Ticker Symbol: **DOBUR**

Doğan Yayın Holding A.Ş.

Share Price: **TL 0.78**
Number of Shares: **2,000 million**
Market Cap: **TL 1,560 million**
Borsa İstanbul Ticker Symbol: **DYHOL**



Doğan Holding Market Cap (US\$ million)*



*Calculated based on closing price at year-end.



How Did Our Key Indicators Turn Out?

Key financial indicators (TL million)

| Summary Balance Sheet | 2012 | 2011 | 2010 |
|---|-------|-------|-------|
| Total Assets | 8,669 | 8,688 | 8,071 |
| Current Assets | 4,193 | 4,990 | 4,772 |
| Non-current Assets | 4,475 | 3,699 | 3,298 |
| Short-term Liabilities | 2,415 | 2,027 | 1,834 |
| Long-term Liabilities | 2,163 | 2,769 | 1,580 |
| Equity Attributable to Equity Holders of the Parent Company | 3,181 | 3,070 | 3,892 |

In accordance with the IAS40 standard, the Group has decided to display the real appraisal value of its "investment property" not the cost value. In line with the IAS8 standard, the Group accounted for the effects of this change from January 1, 2010 onward and accordingly restated its consolidated financial statements.

| Summary Income Statement | 2012 | 2011 | 2010* |
|---|-------|-------|-------|
| Sales | 3,157 | 2,861 | 2,519 |
| Gross Operating Profit | 945 | 800 | 666 |
| Operating Profit /(Loss) ¹ | 124 | 24 | -8 |
| EBITDA ² | 326 | 223 | 187 |
| EBITDA Margin ² | 10.3% | 7.8% | 7.4% |
| Net Profit/(Loss) After Tax and Minority Interests ³ | 156 | -754 | 656 |

(1) Excluding other operating income and expenses.

(2) Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA).

(3) Net Profit/(Loss) After Tax and Minority Interests also includes Net Profit/(Loss) from Discontinued Operations.

* 2010 financial statements were restated due to discontinued operations.

| Ratios | 2012 | 2011 | 2010 |
|--------------------------------------|--------|-------|-------|
| Gross Profit Margin | 29.9% | 28.0% | 26.4% |
| Operating Profit Margin ¹ | 3.9% | 0.9% | -0.3% |
| EBITDA Margin ² | 10.3 % | 7.8% | 7.4% |
| Current Ratio | 1.74 | 2.46 | 2.60 |
| Liquidity Ratio | 1.64 | 2.34 | 2.48 |
| Debt/Equity Ratio | 1.12 | 1.23 | 0.73 |

(1) Excluding other operating income and expenses.

(2) Earnings before Interest, Taxes, Depreciation and Amortization (EBITDA), as calculated by the Company





Operational indicators (TL million)

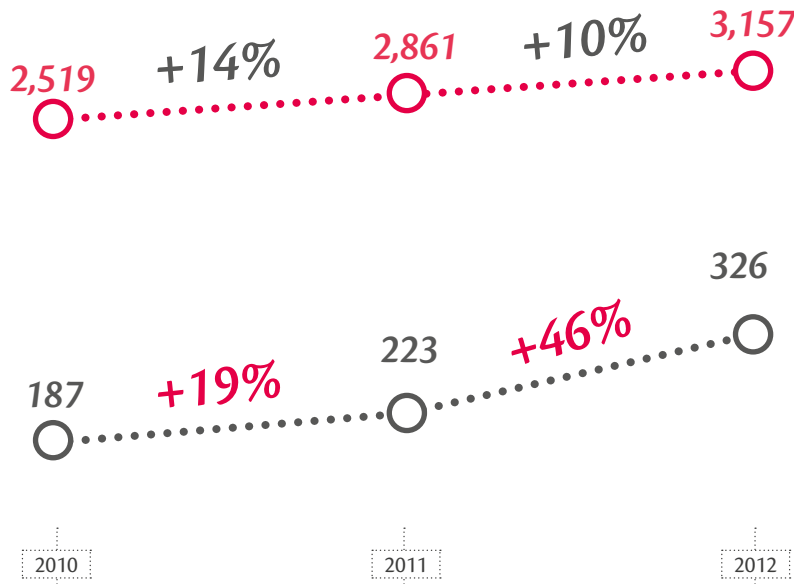
| | 2012 | | 2011 | |
|----------------------------|--------------|--------------|--------------|--------------|
| | Net Sales | Total Assets | Net Sales | Total Assets |
| Media | 2,526 | 3,937* | 2,338 | 4,684* |
| Retail | 345 | 155 | 288 | - |
| Other | 352 | 6,687 | 271 | 5,897 |
| Inter-segment Eliminations | -66 | -2,111** | -36 | -1,892** |
| Total | 3,157 | 8,669 | 2,861 | 8,688 |

* Since Doğan Yayın Holding, the main partnership in the media business line, controls Doğan Havacılık Grup and keeps its accounting records according to the shareholders' equity method, Doğan Havacılık Grup's accounting process followed the full consolidation method under the segment "Other."

** Inter-segment elimination consists of the elimination of the Group's stake in Doğan Yayın Holding that figures among the Group's total assets and of the mutual liabilities and receivables between the media group and other business lines.

Sales (TL million)

EBITDA (TL million)



Our Management Approach

Board of Directors*

| FULL NAME | TITLE |
|-----------------------------|--------------------------|
| Y. Begümhan DOĞAN FARALYALI | Chairperson |
| Hanzade V. DOĞAN BOYNER | Vice Chairperson |
| Arzuhan DOĞAN YALÇINDAĞ | Board Member |
| Vuslat DOĞAN SABANCI | Board Member |
| Yahya ÜZDİYEN | Executive Director |
| İmre BARMANBEK | Board Member |
| Ertuğrul Feyzi TUNCER | Independent Board Member |
| Ali Aydın PANDIR | Independent Board Member |
| Tayfun BAYAZIT | Independent Board Member |

Executive Committee

| FULL NAME | TITLE |
|---------------|---------------|
| Yahya ÜZDİYEN | President |
| Soner GEDİK | Member |
| Ahmet TOKSOY | Member, (CFO) |

Audit Committee

| FULL NAME | TITLE |
|------------------|--------------------------------------|
| Tayfun BAYAZIT | President (Independent Board Member) |
| Ali Aydın PANDIR | Member (Independent Board Member) |

Corporate Governance Committee

| FULL NAME | TITLE |
|----------------|--------------------------------------|
| Tayfun BAYAZIT | President (Independent Board Member) |
| İmre BARMANBEK | Member |
| Dr. Murat DOĞU | Member |

Risk Assessment Committee

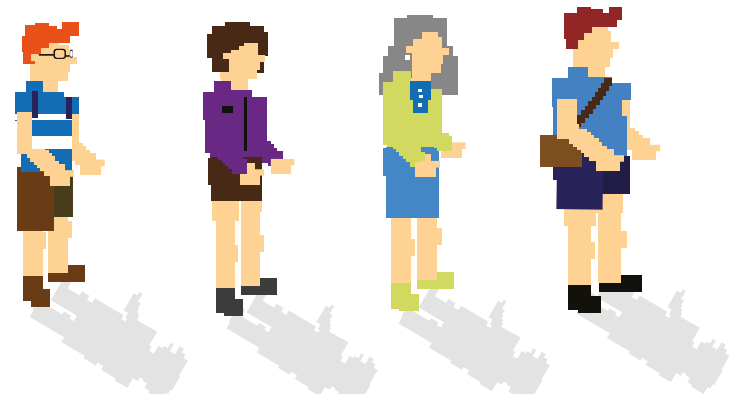
| FULL NAME | TITLE |
|-----------------------|--------------------------------------|
| Ertuğrul Feyzi TUNCER | President (Independent Board Member) |
| Erem Turgut YÜCEL | Member |
| Tolga BABALI | Member |
| Yener ŞENOK | Member |
| Dr. Murat DOĞU | Member |
| Ayhan SIRTİKARA | Member |
| Korhan KURTOĞLU | Member |

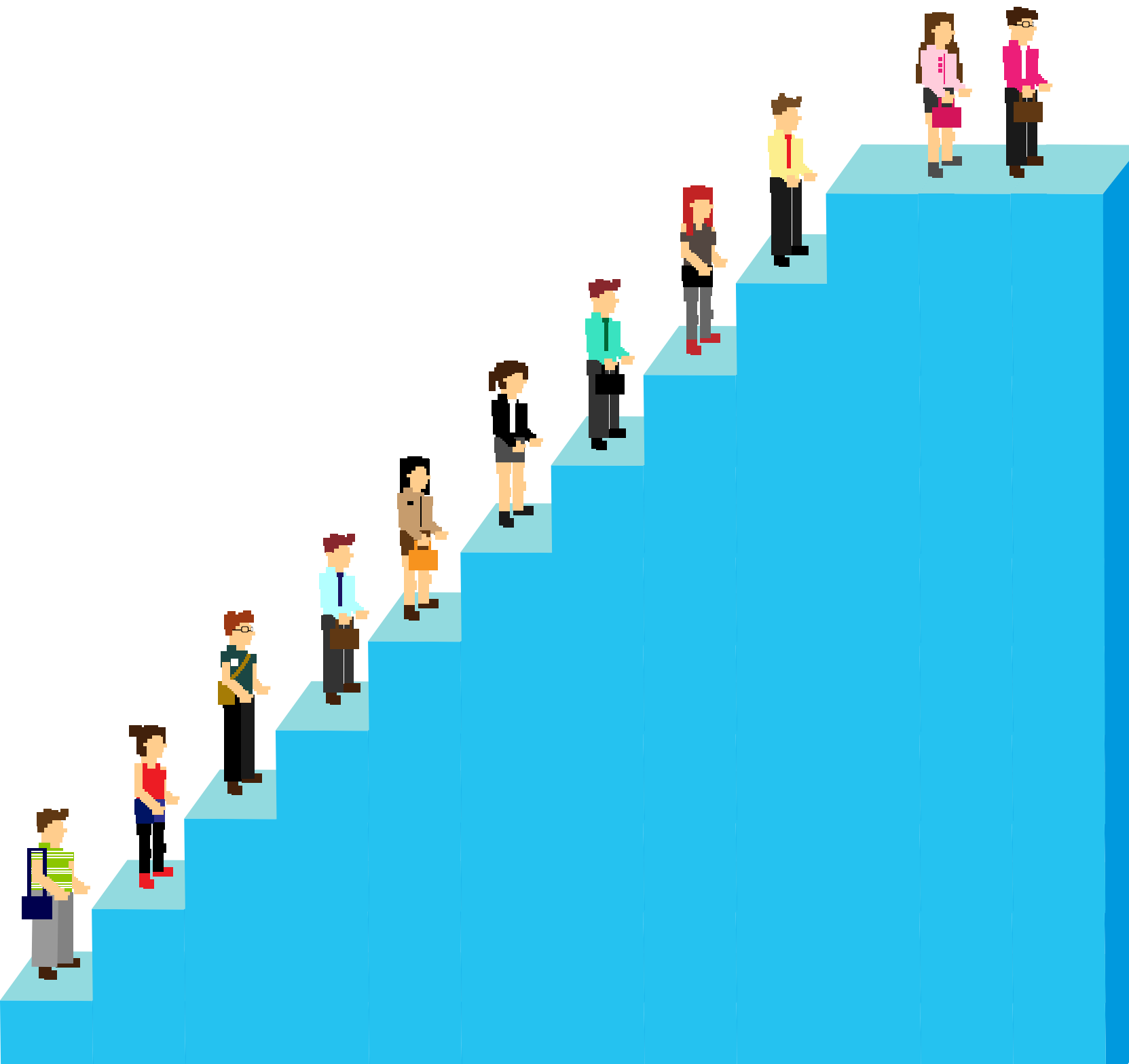
Through various investments in its field of activity, Doğan Şirketler Grubu Holding A.Ş. endeavors to become a corporation that contributes to the development of Turkey while leading the way in innovation and change. Doğan Holding embraces the concepts of equality, transparency, accountability and responsibility outlined in the Corporate Governance Principles issued by the Capital Markets Board and abides by these principles in all of its business processes.

In line with these priorities, the Company joined BIST's Corporate Governance Index on November 4, 2009. Authorized by the Capital Markets Board to assign rating in accordance with CMB's applicable regulations and resolutions, SAHA Kurumsal Yönetim ve Kredi Derecelendirme Hizmetleri A.Ş. revised Doğan Holding's corporate governance rating from 8.59 to 9.03 as of November 5, 2012.

The entire management team and employees of Doğan Holding have embraced an entrepreneurial, consistent, transparent management approach that emphasizes communication and teamwork to support the Group's sustainable growth strategy.

* Detailed information about the Board of Directors and Committees, as well as the résumés are presented in the Corporate Governance Principles Compliance Report.





Rankings and Awards

The achievements of CNN Türk, Turkey's first TV channel established through an international partnership, were confirmed with the corporate partnership award from the American Turkish Society.



participating projects across Turkey. The Company also received the Jury's Second Prize granted by a Selection Committee comprising experts from CSR Europe, UNDP and international CSS specialists.

Kanal D the most popular TV channel in 2012

In the fourth edition of the Turkey Lovemarks survey, jointly conducted by MediaCat and Ipsos KMG, Kanal D was designated the "Most Popular TV Channel in 2012" with 32% of the votes. The survey was carried out in 22 categories and among 1,156 participants aged between 15 and 55 from 12 provinces.

Posta the most popular newspaper in 2012

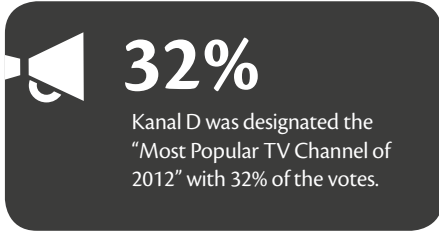
According to the joint MediaCat-Ipsos KMG survey, Turkey Lovemarks 2012, the newspaper Posta was elected the "Most Popular Newspaper of 2012."

Işıl Club the leader in customer satisfaction in Bodrum

Işıl Club was designated the Turkish and Aegean leader in customer satisfaction in the 2011-2012 season by travel sites such as zoover.com, tripadvisor.com and vakantiereiswijzer.com. The Company also maintains its HACCP quality assurance certificates and Blue Flag awards as a result of its success in annual audits.

Milta Bodrum Marina maintains its success

Milta Bodrum Marina holds a Blue Flag as well as five Golden Anchor Awards owing to its high standards and eco-friendly approach.



Corporate Partnership Award goes to CNN Türk

Established 13 years ago through a partnership with the global media giant Turner Broadcasting, CNN Türk was granted American Turkish Society's Corporate Partnership Award, given to promote partnerships among American and Turkish companies. The American Turkish Society's corporate partnership award has thus confirmed the successful development of CNN Türk, Turkey's first TV channel established through an international partnership.

Doğan Organik Ürünler receives double awards at KSS Pazaryeri

The theme of the fourth edition of the KSS Çözümleri Pazaryeri (CSS Solutions Marketplace) organized by Turkish Corporate Social Responsibility Association (TKSSD) was Management 2023 - Corporate Social Responsibility in the Centenary of the Republic. Doğan Organik Ürünler was granted the Corporate Citizenship award for the sustainable agriculture method implemented in Kelkit among a number of

Our Shareholding Structure

In 2012, Doğan Holding continued to display a rising performance and remained immune to market fluctuations thanks to its robust capital structure, know-how and strong foresight.

Doğan Holding has adopted the registered capital system.

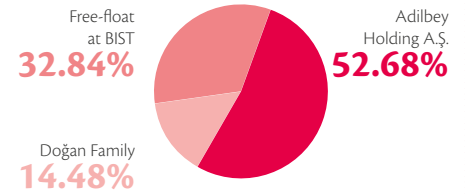
Doğan Holding's committed, registered and issued capital as of December 31, 2012 and December 31, 2011 are as follows:

| | December 31, 2012 (TL thousand) | December 31, 2011 (TL thousand) |
|----------------------------|------------------------------------|------------------------------------|
| Registered capital ceiling | 4,000,000 | 4,000,000 |
| Issued capital | 2,450,000 | 2,450,000 |

Doğan Holding has no privileged shares.

The Holding's shareholders and their equity stakes as of December 31, 2012 and December 31, 2011 are as follows:

| Shareholder | Share % | December 31, 2012 (TL thousand) | Share % | December 31, 2011 (TL thousand) |
|-----------------------------------|---------------|------------------------------------|---------------|------------------------------------|
| Adilbey Holding A.Ş. | 52.68 | 1,290,679 | 52.68 | 1,290,679 |
| Doğan Family ⁽¹⁾ | 14.48 | 354,664 | 13.94 | 341,597 |
| Free-float at BIST ⁽²⁾ | 32.84 | 804,657 | 33.38 | 817,724 |
| Issued Capital | 100.00 | 2,450,000 | 100.00 | 2,450,000 |



(1) Doğan Family's share rose to 14.48% (TL 354,664) as a result of 13,067,534 share purchases at BIST, on the dates January 17, 2012, January 18, 2012, January 20, 2012, April 13, 2012, April 16, 2012 and April 30, 2012.

(2) In accordance with the Capital Markets Board's (CMB) Resolution no: 21/655 issued on July 23, 2010 and according to the records of the Central Registry Agency, as of December 31, 2012, 31.97% of Doğan Holding shares (December 31, 2011: 32.46%) are outstanding. Shares representing 34.29% of Doğan Holding's capital are publicly available.

Message from the Honorary President

Doğan Group organizes social responsibility projects to support the education of young generations, who represent Turkey's future and contribute to the national economy and employment with our investments. In 2013, too, we shall put into practice sustainable projects with our competent management team and highly qualified workforce. I am thankful to all of stakeholders who stand by the Group at every step.

Esteemed Shareholders,

We see that the world economy has failed to bandage the wounds of the global economic crisis in the year 2012. Hopes about an economic recovery in world markets were further weakened as the Euro Zone slipped into recession in the third quarter of the year. Although developed countries try to restructure their economies and maintain fiscal sustainability, economic growth failed to gain the desired momentum since the decision-making leaders were unable to formulate durable solutions. The Chinese economy, which displayed high growth in past years, was also affected by the crisis and saw its economic growth decelerate. In the light of the macroeconomic data from last year, it would be accurate to say that recovery efforts by the world's economies are likely to continue throughout the year 2013.

Owing to a robust structure and determined fiscal policies, the Turkish economy was minimally affected by the global economic turmoil. After growing rapidly up until the last quarter of 2011, the Turkish economy slowed down slightly in 2012 due to the world wide recession. One pleasant development during 2012 was a decision by the international rating agency Fitch to upgrade our credit rating to "investment

grade." On the back of this upgrade, we expect to see an evident increase in foreign investment in Turkey. The falling unemployment figures and rising capital inflow were other favorable economic trends during last year. We hope to see continued improvement in the current account deficit which, despite significant contraction in 2012, remains a prominent problem for Turkey.

Composed of companies in different sectors, the Group made improvements in every area. During 2012, all companies under the roof of the Doğan Group implemented practices to boost productivity and managed to sharpen its competitive edge by a significant margin. The Group sustained its profitability thanks to a forward-looking perspective that accurately evaluates developments in Turkey and the global markets and its successful risk management policies. In the year ahead, we shall enhance our service quality and diversity across our brand portfolio and continue our consistent growth through lucrative investments and a robust financial structure.

We continually support the education of the younger generations, who represent Turkey's future with our social responsibility projects and contribute to the national economy and rising employment figures with our investments. In 2013, too, we will put into practice sustainable projects with our competent management team and highly qualified workforce. I am thankful to all of stakeholders who have stood by the Group with every step. Powered by the reliable, innovative and pioneering corporations within the Turkish economy, Doğan Group will continue to create value in its business lines.

Best regards,



Aydın Doğan
Honorary President




Message from the Chairperson

Knowing that corporate governance is among the essential factors that render corporate success durable, we continued to expend efforts in this area in 2012. As a result, Doğan Holding's Corporate Governance Rating was revised upward from 8.59 in 2011 to 9.03 in 2012.

Doğan Holding's Distinguished Investors, Shareholders, Business Partners and Employees,

In 2012, in the face of the global economic turmoil and general recession, Turkey preserved its stability and macro balances. The strong fiscal policies pursued by the Central Bank of Turkey helped Turkey remain strong despite the uncertainty that pushed the European economies into recession. There was a significant drop in the current account deficit as domestic demand was brought under control and foreign demand made an increasing contribution to growth. Furthermore, the improvements in employment figures, the rise of Turkey's credit rating to "investment grade" and increased capital inflows into the country were other developments that improved our credit worthiness in international markets. Although the Turkish growth rate fell to 2.2% last year due to global economic sluggishness, we consider this to be a success in comparison with the EU that continues to grapple with the effects of the fiscal crisis.

The world economy is showing recovery signals for the year 2013 and growth expectations are better than those for the previous year. In the same vein, the Medium Term Plan expects the Turkish economy to grow by 4% in 2013. The Group's expectation is for the Turkish economy to expand by 4.5%.

 **74%**
Doğan Holding's market cap rose by 74% on a TL basis and its EBITDA by 46% in 2012.

Despite this sanguine picture, the Turkish economy may have to face certain problems in 2013, such as an aggravation of the recession in the Euro Zone, a slowdown in American economic growth, a hike in oil prices, political tension in the Middle East and an increase in the current account deficit. However, we believe that Turkey can overcome such possible fluctuations with a robust fiscal structure that helped it maintain equilibrium and stability during the worst turmoil of the global economy.

We at Doğan Holding expect 2013 to be a vibrant period where foreign capital inflows into Turkey will gear up, profitable investment opportunities will arise in various sectors and beneficial partnerships will be established.

Our Group capped 2012 with success, with high sales figures, increased ad revenue and potentially profitable investments. In the media, we applied innovative solutions across our news, information, communications and culture platforms and reached out to millions of people with rich and high quality content. We initiated investments in renewable energy and acquired wind power plants. Turkey's largest privately owned hydroelectric power plant, Boyabat, of which the Group is a partner, was commissioned. The construction of the Aslancık Dam is making rapid progress. In Northern Iraq, we discovered new oil reserves as a result of joint explorations with our partner company. As for retail, D&R not only expanded the number and total area of its stores, but also made significant breakthroughs in online media. In general, Group companies improved their performance despite market fluctuations, by capitalizing on the Group's robust capital structure, know-how and innovative vision. As a result, Doğan Holding's market capitalization rose by 74% on a TL basis; its EBITDA by 46% in 2012.

 **9.03**
Doğan Holding's Corporate Governance Rating was revised upwards from 8.59 in 2011 to 9.03 in 2012.

Knowing that corporate governance is among the essential factors that render corporate success durable, we continued to expend efforts in this area in 2012. As a result of this endeavor, Doğan Holding's Corporate Governance Rating was revised upwards from 8.59 in 2011 to 9.03 in 2012, out of a possible 10. Likewise, Doğan Yayın Holding's Corporate Governance Rating went up from 8.87 to 9.00.

In 2012, we also received important national and international awards that made us proud. Celebrating the 13th anniversary of its establishment through a partnership with the global media giant Turner, CNN Türk was granted the New York-based American Turkish Society's American Turkish Society Award, given each year to promote partnerships among American and Turkish companies.

The Turkish Corporate Social Responsibility Association (TKSSD) granted Doğan Organik Ürünler its nationwide Corporate Citizenship award for adding value to the Kelkit region through the sustainable agriculture model. The same project was also deemed worthy of the Jury's Second Prize granted by a selection committee of experts from CSR Europe, UNDP and international CSS specialists.

The Group's Aydın Doğan Foundation continued its award programs designed to encourage artists and youth to uphold freedom of expression as it contributes to the making of a modern future with its top notch schools. The Group raised public awareness on domestic violence through a comprehensive campaign and expended intense efforts in support equal educational opportunities for girls.

Doğan Holding will continue to make further progress in 2013 toward a better future. We will keep abreast of innovation and will pioneer changes. We will undertake investments that contribute to the socio-economic development of Turkey and the region and increase our share of development in these areas. We will continue to make new achievements with our strong brands and take advantage of the best opportunities in new business lines.

In the media, our modern, impartial and reliable broadcasts and publications will reach out to infinitely more people through the latest technology. Additionally, we will increase our installed capacities in energy and we will expand our online and offline service network in retail, while continuing our productivity and quality-focused good management practices.

In line with these targets, we made an energetic start to the new year together with our employees and are keen on bringing about change and development. Doğan Holding will go from strength to strength in 2013, with a strong management team, creative, dynamic and skilled workforce, supportive investors, as well as customers, who make our services and products an integral part of their lives.

We are wholeheartedly thankful to all of our shareholders for their support.

Best regards,



Begümhan Doğan Faralyalı
Chairperson



Message from the CEO

Doğan Holding continued to grow with investments in new business segments and expanded its current operations in 2012.

Esteemed Stakeholders,

The year 2012 went down in world economic history as a period in which the repercussions of the 2008 crisis continued, the economic recession in the Euro Zone was ongoing and growth in developing economies lost significant steam. Even as world economies suffered such a recession and slowdown, Turkey did not see its macroeconomic deteriorate significantly as a result of consistent fiscal discipline. After standing out with its high growth performance in previous years, the Turkish economy capped 2012 with relatively weaker growth at 2.2%. Measures to curb the current account deficit had an undeniable effect on this deceleration of growth. Fiscal policies brought domestic demand under control and led to an increase in the weight of foreign demand in growth, thus cutting the current account deficit by a significant margin. As such, the current account deficit fell from nearly 10% of national income in 2011 to 6% in 2012.

Turkey came to enjoy even more self-confidence as the international credit rating agency Fitch Ratings upgraded Turkey's credit rating to investment grade in 2012. In 2013 another credit rating agency, S&P, boosted this self-confidence by upgrading Turkey to BB+.

Doğan Holding continued to grow with investments in new business segments and expanded its current operations in 2012. As a result of these developments, our consolidated revenue rose by 10% over the previous year to TL 3.2 billion and EBITDA by 46% to TL 326 million.

Operations in the Media Sector

In the year 2012, the Turkish ad market grew by 7.4% over 2011 to reach TL 5 billion. As in previous years, television took the highest share of the overall ad market with 51%, becoming the favorite investment medium for advertisers. Print media, composed of newspapers and magazines, accounted for 23% of the overall ad market.

In 2012, the TV ad market grew by 7.2%, whereas the newspaper ad market contracted by 0.7%. The online ad market grew by 24.1% in 2012, bringing its share in the overall ad market to 15%; whereas the outdoor advertisements grew by 6.5% during the year to reach a share of 8% in the overall ad market. At the Doğan Group, we kept a close watch on the market dynamics in the advertising market and devised new strategies to expand our ad revenues in 2013. Thanks to higher revenues and a strengthening capital structure, the foreign currency credit rating of Doğan Yayın Holding and Hürriyet were confirmed by the international credit rating agency Fitch Ratings as B+ and the outlook was upgraded from "stable" to "positive" in November 2012. Successful corporate governance practices allowed Doğan Yayın Holding to raise its Corporate Governance Rating from 8.87 to 9.00.

The Holding will likewise reinforce its strong, reliable and consistent position in broadcasting and publishing and at the same time make the best of new domestic and international investment and partnership opportunities in 2013.

Operations in the Energy Sector

In 2012, the Holding diversified its investments in the energy sector, its second core business and undertook new investments in this field. In this regard, the Holding added to its portfolio Şah WEPP with an installed capacity of 93 MW and Mersin RES WEPP with an installed capacity of 33 MW in June and started work on expanding the capacities of both facilities. We upgraded Mersin WEPP's installed capacity to 42 MW in early 2013 and plan to raise Şah WEPP's installed capacity to 105 MW during the year.

Boyabat Dam and the HEPP project, in which the Holding has a 33% stake, is Turkey's largest privately-owned dam; its construction has been completed. The dam was commissioned in 2012 and as of December, the Boyabat project has embarked upon

full capacity energy production with an installed capacity of 513 MW. Another energy investment in which the Holding has a 33% stake is the Aslançık Project planned to be commissioned in the third quarter of 2013.

Since 2009, the Company has held a petroleum exploration and extraction license in Northern Iraq via Gas Plus Erbil, in which it has a 20% net stake. In this scope, the Company continued test production at the Bastora oil field in 2012. With the Field Development Plan approved in February, the Company drilled a development well and carried out engineering work on surface facilities. As a result of these efforts, the drilling work at the development well was completed in December and additional petroleum reserves were discovered. In parallel, there was a significant rise in production reserves. In 2013, two development wells will be drilled and engineering, procurement, construction and installation work at the surface facilities in the Benenan and Bastora oil fields are planned to be completed.

In the energy sector, aside from electricity generation and trade and petroleum exploration and extraction, Doğan Group also aims to branch out into electricity distribution and fuel oil distribution to expand its portfolio. In 2013, the Group will maintain a close watch in investment opportunities in this field, while boosting the productivity of its current facilities.

Operations in the Industry, Retail and Tourism Sectors

By far the leading domestic manufacturer of steel wire ropes, mechanical spring wire and concrete strand, Çelik Halat reached its highest ever sales figures in all products except bead wire. Çelik Halat is active in the world markets and exports its goods to 37 nations. With its know-how and robust brandname, the Company will further strengthen its leadership during 2013 with high quality products and services.

Ditaş, a manufacturer of steering and suspension system parts for the automotive sector, is Turkey's largest producer of original equipment and spare parts. Despite a 10% contraction in the commercial vehicle original equipment (OEM) market, the Company capped 2012 with revenues of TL 52 million. Producing for OEM companies since 1978, the Company controls a 70% market share in the heavy vehicle segment and 12.5% market share in the light vehicle segment in this sector. Doğan Organik Ürünler A.Ş. produces around 85% of all organic raw milk in Turkey and organizes the entire market for "private label" organic dairy products in the country's largest nationwide supermarkets. In addition, beyond its role as commercial enterprise, the Company was also deemed worthy of numerous domestic and international awards for its development model based on sustainable agriculture and social responsibility activities.

As for the retail sector, D&R maintained its leadership in entertainment and culture products in 2012; it increased the total number of its stores to 125 with the addition of 16 new stores. Keeping a close watch on the e-commerce market, the Company has undertaken ambitious investments to reinforce its standing in this field. In the tourism sector, innovations and improvements carried out during the year allowed Milta Bodrum Marina and Işıl Club Bodrum to preserve their superior service quality in 2012. Işıl Club was designated the best of its class in Turkey and the Aegean region by leading international travel satisfaction sites such as zoover.com, tripadvisor.com and vakantiereiswijzer.com as a result of increased customer satisfaction levels in the 2011-2012 season. We shall continue with our practices designed to boost customer satisfaction, while seeking new investment opportunities and partnership alternatives in the tourism sector in 2013.

I would like to take this opportunity to state that the Holding operated with immense sacrifice and diligence in numerous areas during 2012 and I want to emphasize that we will continue to lead with innovations and add value to society with our social responsibility approach in 2013. I hereby extend my most sincere gratitude to our employees, shareholders, investors, business partners, suppliers and other social stakeholders for their contributions to our achievements.

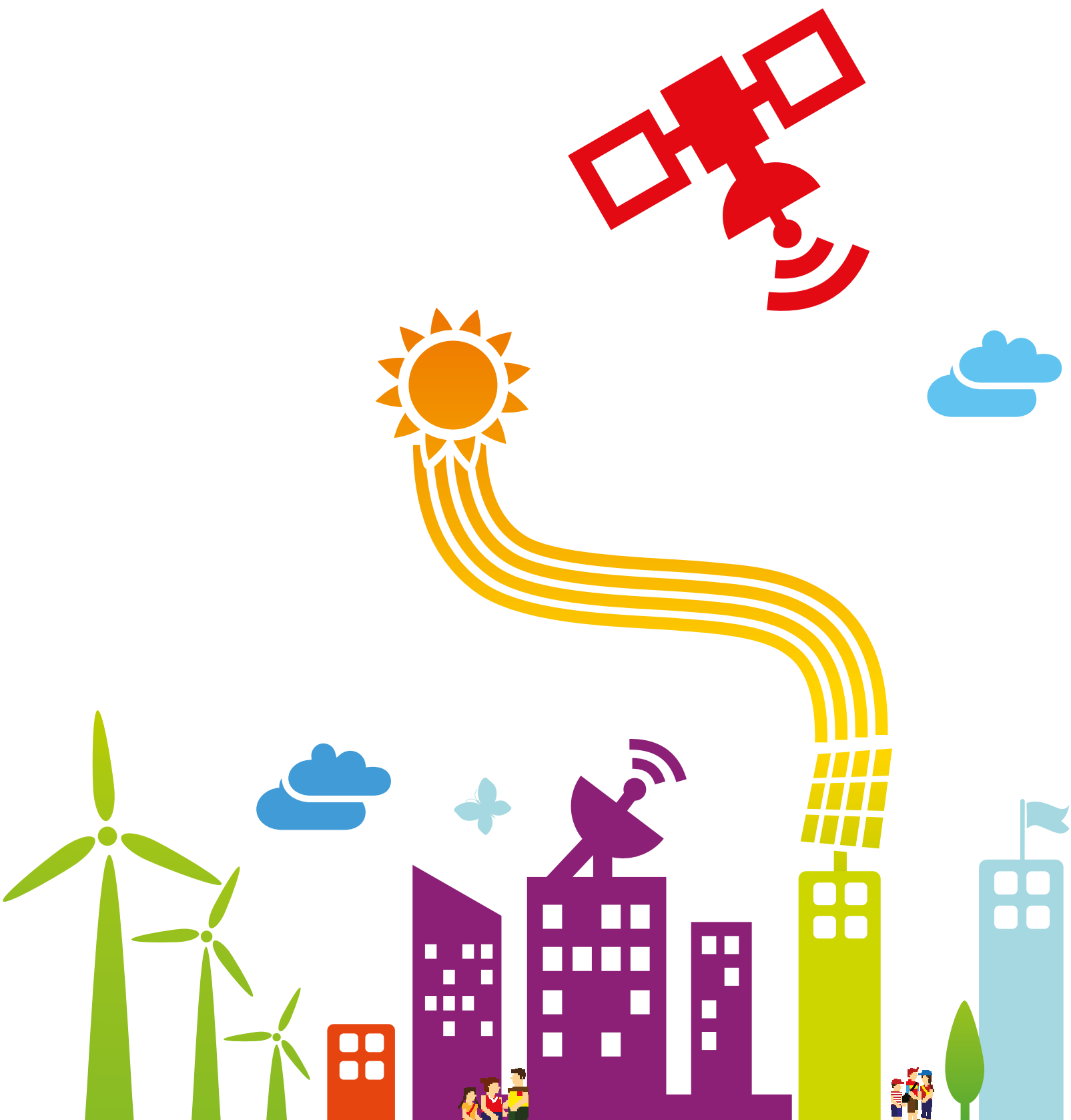
Best regards,



Yahya Üzdiyen
CEO



Investments



Today Doğan Group has operations in the media, energy and retail sectors, as well as industry, real estate marketing, tourism and financial services.



Highlights of 2012

Doğan Yayın Holding (DYH) is active in a wide range of fields including newspaper, magazine and book publishing, television and radio broadcasting and production, as well as the Internet, digital world, print and distribution.

The Media

One of Doğan Holding's core business and investment areas is the media sector, in which Doğan Yayın Holding A.Ş. (DYH) has been active since 1997. Having translated its innovative, entrepreneurial, dynamic and transparent management philosophy into its media investments, Doğan Holding's target for this sector is to maintain its leadership and expand its achievements to international platforms.

Doğan Yayın Holding (DYH) is active in a wide range of fields including newspaper, magazine and book publishing, television and radio broadcasting and production, as well as the Internet, digital world, print and distribution. Content providers of the Group include newspapers, magazines, publishing houses, television channels, radio stations, as well as music and production companies. The Group's service providers are made up of distribution, production, digital platform, news agency, Internet and printing companies, as well as a factoring company.

Many companies operating under the umbrella of Doğan Yayın Holding create a difference in their respective sectors and lead the competition thanks to the know-how and synergy of the Holding. This success is largely due to Doğan Yayın Holding companies' key principles such as consolidating resources and optimum integration.

Doğan Yayın Holding, Hürriyet, Doğan Gazetecilik and Doğan Burda shares are traded on the Borsa İstanbul A.Ş. (BİST).

Operations in 2012

As for DYH's financial performance in 2012, the Company brought its consolidated revenue up by 10%, from TL 2,870 million in 2011 to TL 3,157 million in 2012. Publishing accounts for 55% of DYH's consolidated revenue; broadcasting accounts for 42% and other operations for 3%. In 2012, consolidated advertising revenue at TL 1,291 million remained intact with the previous year figure. Circulation and printing revenues increased by 3% in 2012 to reach TL 349 million; although circulation figures dropped, it was compensated with a rise in sales prices and printing revenues.

Previously broadcasting revenue consisted mainly of advertising revenue, after Smile ADSL subscription revenue was placed under the category of "Other Revenue," the overall weight of subscription revenue in this segment increased. As a result of a rise in digital platform and ADSL subscription revenue and of sales to Star TV, "Other Revenue" category under the Broadcasting section went up by 60% to reach TL 465 million in 2012.

In 2012, EBITDA grew by 29% over the previous year to TL 324 million. In 2011, owing to a controversial tax liability and increased tax basis, the Company had "Net Expenses from Other Operations" of TL 1,088 million. In 2012, however, TL 143 million in sales profit arising from the sale of the Hürriyet building and plot of land on February 1, 2012 as well as TL 46 million received as the indemnity for the dissolution of the Turner share option contract, brought the "Net Income from Other Operations" to TL 169 million. In addition, due to the drop in foreign exchange losses, the Company posted Net Financial Income of TL 2 million – instead of last year's TL 299 million in Net Financial Expenses. In 2011 the net loss for the period was TL 1,194 million, whereas in 2012 there was a net profit of TL 197 million thanks to positive operating income and net financial income.



The shareholding structure of Doğan Yayın Holding A.Ş. as of December 31, 2012 was:

| | Share Value (TL thousand) | Share (%) |
|--|------------------------------|--------------|
| Doğan Şirketler Grubu Holding A.Ş. | 1,511,829 | 75.59 |
| Doğan Family | 46,183 | 2.31 |
| Adilbey Holding A.Ş. ¹ | 3,000 | 0.15 |
| Shares traded at BIST and other shareholders | 438,988 | 21.95 |
| Total | 2,000,000 | 100 |

(1) Doğan Yayın Holding's 3,000,000 (full) shares with "open status" and each with a price of TRY 1, were sold by the parent company Doğan Holding to Adilbey Holding A.Ş. on February 20, 2013, at the weighted price formed in the first session of the Stock Exchange, within the margins outlined in Borsa Istanbul's "Regulation on the Establishment and Functioning of the Wholesales Market." Each share was purchased at TRY 0.86 in cash, outside of Borsa Istanbul. As a result of the said transaction, announced to the Public Disclosure Platform on February 20, 2013, Doğan Holding's stake in Doğan Yayın Holding became 75.74%.

| Doğan Yayın Holding A.Ş. (TL million) | 2012 | 2011 |
|--|-------|---------|
| Total Assets | 3,937 | 4,691 |
| Shareholders' Equity (of the Parent Company) | 932 | 653 |
| Total Sales | 2,526 | 2,338 |
| EBITDA* | 324 | 251 |
| Net Profit /(Loss) | 197 | (1,194) |

* Earnings Before Interest Taxes, Depreciation and Amortization calculated by DYH; (Income and expenses from other operations not included).



Publishing

The newspapers Hürriyet, Posta, Radikal, Fanatik and Hürriyet Daily News are published under the roof of DYH. Posta has remained the best-selling newspaper in Turkey in 2012.

The Media

Newspaper Publishing

When the circulation figures of all of its newspapers are combined, Doğan Yayın Holding had a market share of 23% in the year 2012 and remained the industry leader with its modern approach to newspaper publishing.

The newspapers Hürriyet, Posta, Radikal, Fanatik and Hürriyet Daily News are published under the roof of DYH. Posta remained the best-selling newspaper in Turkey in 2012. Another newspaper of the Holding, Hürriyet is one of the nation's strongest and most reliable brands.

Hürriyet

Hürriyet brings together a wide range of opinions underlying its dynamic, transparent, consistent and reliable approach to journalism. Hürriyet has always been the representative of free and independent journalism in the Turkish press. Since its inception in 1948, the newspaper has been a pioneer for popular newspaper publishing and accurate journalism and continues to increase its brand value day by day with its principled stance.

In 2012, the daily average circulation of Hürriyet stood at 411,000. The newspaper closed the year with an 8.7% market share.

In 2012, one of the most important developments for Hürriyet Gazetecilik ve Matbaacılık A.Ş. was the decision by the international credit rating agency to confirm the Company's local and foreign currency credit rating as "B+" and upgrade its outlook from "stable" to "positive". Additionally, the Company's domestic long-term credit rating was confirmed as "A (tur)".

Posta

The Posta newspaper has reached out to a vast audience from all walks of life since its establishment in 1995. Posta's authentic, dynamic journalism philosophy is the main reason underlying the fact that it is Turkey's most-read newspaper.

The average daily circulation of the Posta newspaper in 2012 was 453,000. As a result, Posta remained Turkey's best-selling newspaper in 2012.

Radikal

Breathing new life into Turkish journalism, Radikal offers independent, high quality content to a sophisticated and inquisitive readership interested in world affairs. The newspaper stands out with its authentic international news stories and comments that create buzz. It also boasts a rich content in domestic affairs and culture and the arts.

Fanatik

Since its inception in 1995, Fanatik has presented high quality sports stories that are closely followed by sports enthusiasts of all ages. The newspaper capped the year 2011 with a net average daily sales figure of 190,000 and increased this number to 192,000 in 2012.





Hürriyet Daily News

Turkey's oldest newspaper in English, Hürriyet Daily News was launched 50 years ago to fill an important gap in the Turkish media. The newspaper has become the primary source of local news for expatriates, in every field from domestic politics to culture and the arts.

TME Newspapers

Iz Ruk v Ruki

The title, Iz Ruk v Ruki, translates as "from-hand-to-hand" is a daily classified ad paper for real estate, vehicles, career and other service areas. Since 1992, it has ranked among the leading brands in the Russian and Eastern European markets. Using a widespread distribution network covering 100 cities in Russia, Iz Ruk v Ruki is also published in Belarus and Kazakhstan. As of December 2012, the newspaper's total monthly circulation averaged more than four million copies.

Aviso

First published in 1991, Aviso is a daily classified newspaper published in the Ukraine addressing real estate, vehicles, jobs and other service areas; it has a monthly circulation average of approximately 300,000.

Expressz

A classified ad publisher founded in 1984, Expressz has the highest brand recognition and prestige in Hungary with its daily papers and magazines, especially with regards to automotive, commercial vehicle and real estate ads. Expressz magazine holds a leading position in the Hungarian classified ads market. Expressz newspapers and magazines reach about 85,000 individuals across Hungary every month.

Oglasnik

Founded in 1989 in Zagreb, Oglasnik is one of Croatia's most important classified advertising publishers. This group incorporates three weekly publications that list about 250,000 ads that reach approximately 125,000 individuals each month.



Publishing

Enjoying the leadership position in the world of literature, Doğan Kitap has earned a successful reputation, as shown by its books that have topped best-seller lists and high sales figures.

The Media



Magazine and Book Publishing

Doğan Burda Magazine

Turkey's leading organization for magazine publishing, Doğan Burda Magazine was established in July 2005. The Company currently publishes 27 different titles; four weekly, 21 monthly and two special-edition magazines, each offering colorful and high quality contents.

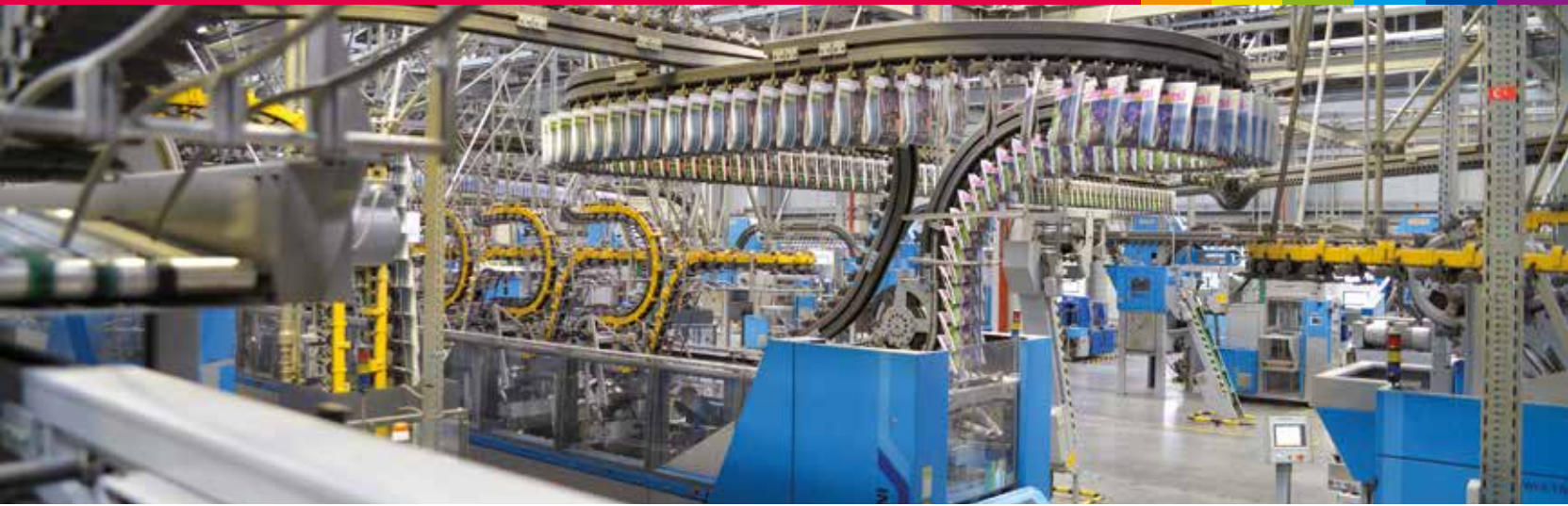
In 2012, Popular Science, already published in five languages and in nine countries, was launched in Turkey to breathe new life to the magazine market.

Doğan Egmont

Launched in 1996 to translate into practice the philosophy that 'reading is the future,' Doğan Egmont is a leading publisher of magazines and books for children aged 0-14. The Company currently has more than 1,000 books and 23 magazines in its vast portfolio spanning entertainment, education and social values.

Doğan Kitap

Active since 1999, Doğan Kitap publishes the select works of world literature in Turkish simultaneously with their international editions. Doğan Kitap has a successful profile as shown by the books it publishes that top best-seller lists and high sales figures.



Printing and Distribution

Printing

Doğan Printing Center

The largest printing facility in Turkey in terms of its advanced technology, production techniques, machinery park and production volume, Doğan Printing Center (DPC) is well-known throughout the global newspaper industry. The Company has six print facilities in Turkey and one in Germany. DPC prints the newspapers, weekly and monthly magazines of the Doğan Yayın Holding as well as non-Group magazines and their supplements.

Doğan Ofset

With a high printing capacity, Doğan Ofset is a key player not only in Turkey, but also across the Middle East and the Balkans. The Company prints magazines, supplements, brochures and inserts, providing top-notch services with a quality focus approach, new machinery park, customized solutions and efficient distribution network.

Distribution

Doğan Dağıtım

This Company is responsible for the country-wide distribution of 23 national and 11 regional newspapers; 9 daily, 25 weekly, four bi-weekly, 127 monthly, 219 bi-monthly and several other periodical domestic magazines and 589 foreign publications. Doğan Dağıtım is the widest-reaching media distribution network in Turkey, delivering this vast range of publications to every corner of Turkey.

DPP

This Company distributes magazines published by Group companies as well as foreign publications; it has the right combination of location, timing and quantity.

News Agency

Doğan Haber Ajansı (DHA)

Taking over the baton from news agencies Mil-Ha and Hürriyet News Agency, DHA was established in 1999 within the Doğan Group. It is a specialized news agency that meets the needs of Group publications as well as the entire Turkish media. It has a team of experienced correspondents and news photographers.

Broadcasting

In 2012, CNN Türk was deemed worthy of the Corporate Partnership Award given by the American Turkish Society as a symbol of successful partnerships between American and Turkish companies.

The Media

Television, Radio Broadcasting and Production

Brands such as Kanal D and CNN Türk, known for their authentic, independent and high quality journalism, work under the umbrella of DYH. As for radio broadcasting, the Holding boasts leading radio channels Radyo D, CNN Türk Radyo and Slow Türk Radyo, appealing to wide masses with their rich content and professional teams.

National Channels

Kanal D

Kanal D is the leader of its sector with its dynamic, creative and innovative approach, as well as its rich content. According to all-year average SBT data, Kanal D is the most-viewed TV channel in Turkey with an average audience share of 16.65% among prime time viewers and 12.66% among all daytime viewers.

CNN Türk

Established as a joint-venture between Doğan Yayın Holding and Time Warner in 1999, CNN Türk broke ground by becoming Turkey's first television channel established through an international partnership. In addition to this successful partnership, CNN Türk is also the first national CNN channel managed outside of Atlanta. The channel broadcasts 24/7 with an impartial, reliable and objective journalistic perspective.

CNN Türk keeps abreast of the technological advancements in its sector and immediately translates these into practice. CNN Türk's live presentations, program content and newsbreaks can be viewed anytime, anywhere via iPad, iPhone, Samsung, Nokia Ovi android and Blackberry applications.

In 2012, CNN Türk, was granted American Turkish Society's Corporate Partnership Award, as a symbol of successful partnerships among American and Turkish companies. It ranked first among all news channels during the last quarter of 2012, when TNS started publishing TV ratings, in the category "AB Target Audience- All-Day."

tv2

Launched with the slogan "My Channel" on August 18, 2012, tv2 gained a large audience from all age groups even before its first anniversary. Boasting a rich range of content, tv2 has positioned itself as an entertainment channel that broadcasts popular foreign series, domestic productions, entertainment programs, animations and thematic films.

TV Ratings (%)

| | SBT (January 1 – December 31, 2012) | | TNS (September 17 – December 31, 2012) | |
|---------|-------------------------------------|---------|--|---------|
| | Prime-Time | All-Day | Prime-Time | All-Day |
| Kanal D | 16.65 | 12.66 | 14.58 | 11.69 |

Source: SBT (January 1 – December 31, 2012) and TNS (September 17 – December 31, 2012) Prime Time (All Viewers) and All-Day (All Viewers)

(*) After the Television Monitoring and Research Committee (TİAK) cancelled its rating measurement service contract with NAM A.Ş. (AGB Nielsen) on December 20, 2011, TNS A.Ş. started offering this service. On September 17, 2012, TNS began publishing its first industry data. SBT is a research company conducting the Television Rating Measurement (TAM) survey.





Radio Broadcasting

Radyo D

Among Turkey's first national radio channels to operate with a national broadcasting license, Radyo D has been active since 1996. Airing Turkish pop music at world class standards via fully-digital systems, Radyo D appeals to the radio audience with well-experienced DJs keeping a close watch on music charts.

Slow Türk

Established in 2005 to offer the best love songs to Turkish listeners round-the-clock, Slow Türk has quickly become one of the most-popular radio channels in Turkey with the slogan "Frequency of Love."

CNN Türk Radyo

Aired on frequency 92.5, CNN Türk Radyo is a joint venture between Doğan Yayın Holding and Time Warner. CNN Türk Radyo broadcasts the TV channel CNN Türk's news programs live to the radio audience with top quality journalism.



TV and Music Broadcasting

D Productions

D Productions is one of Turkey's most prominent production companies. It was established under the name ANS International in 1992 and joined the Doğan TV Holding family in 1998. Since 2005, the Company has continued to operate as D Yapım Reklamcılık ve Dağıtım A.Ş. It produces series, programs, movies and advertising and provides movie distribution services.

InDHouse

The Holding's other series and program production company is InDHouse; its programs include the competition show "Ben Bilmem Eşim Bilir" [My Spouse Knows Best], drawing the entire nation in front of the television and "Doktorum" [My MD], one of the highest quality programs in the morning hours.

Kanal D Home Video

With its innovative structure, D Productions blends quality and diversity with the brand Kanal D Home Video for viewing audiences.

Doğan Music Company (DMC)

Founded in 2000, DMC is known as a producer of popular hit songs and is the leader of the music industry with around 20% market share.



Broadcasting

Standing out with its innovative investments, D-Smart introduced to the market D-Smart BLU.

The Media



Digital TV Platform

D-Smart

Active within Doğan TV Holding since 2007 as a digital platform, D-Smart continues to grow through investments in areas of intersection between Internet and digital broadcasting technologies.

D-Smart offers a very rich content including special thematic channels and 32 HD channels, all national channels, over 300 national and foreign channels transmitted on the Turksat satellite to more than two million D-Smart users daily. Turning TV viewing into a real pleasure, D-Smart has created a difference in digital platform services with exclusive Internet campaigns.

Standing out with innovative investments, D-Smart united with the Internet operator Smile in 2010 to provide an entertainment platform combining Internet and TV offering to the consumers. Furthermore, thanks to the D-Smart Blu launched in 2012, TV viewers can now access any content anytime, without having to follow the broadcast stream.

Doğan Teleshopping

Offering consumers the chance to shop via TV broadcasts and over the Internet, Doğan Teleshopping is a distance sales company active since 2007. The Company launched the D Shopping channel to enable viewers to shop 24/7 without leaving the comfort of their homes. D Shopping offers a full range of products, including electronics, kitchenware, healthy nutrition, beauty products and leisure activities. Furthermore, the channel's very popular program "Her Eve Lazım" [A Must for Every Home] offers useful products designed to add comfort to daily life.

Operations Abroad

Doğan Medya International

Doğan Media International was founded in 1999 to conduct DYH's European operations and now prints 23 periodical titles published on four continents in eight languages, Hürriyet in particular. Aside from Hürriyet, the plant prints daily international business papers such as The Wall Street Journal Europe, German and other national editions of The Financial Times, the American publication Stars&Stripes, regional editions of Germany's best-selling newspaper Bild, the leading German equestrian sports paper Sportwelt, as well as the Arabic publications Al-Ahram and Asharq Al-Awsat. Other periodic publications include Poland's Info&Tips, China Daily and the People's Daily from China, Korea's Urishinmun, Macedonia's Vecer, the Rheinland-Pfalz region's Rhein Hunsrück, as well as The Security Times and New Europe - two important publications highly regarded by opinion leaders. Together with these titles, the total number of the papers printed comes to 300,000 units per day.

Other Operations

Euro D has been much acclaimed by a large Turkish audience due to its vast range of programs, with a colorful schedule ranging from news programs to entertainment and health programs to magazine.



TME

TME is a classified advertising publisher with daily and weekly newspapers, magazines and websites, notably in the fields of real estate, automotive, career and human resources.

Kanal D Romania

Kanal D Romania launched its activities in Romania on February 18, 2007 with a national broadcasting license and quickly became one of the most-watched TV channels in the country. According to all-day viewing rates as of end-2012, Kanal D ranks third among urban viewers age 18 to 49.

Euro D

Euro D was founded in 1996 to bring the latest news from Turkey to Turkish expatriates in Europe. Euro D has been acclaimed by a large Turkish audience in Europe due to its vast range of programs, with a colorful schedule ranging from news programs to entertainment and health programs to magazine.

Other Operations

Doğan Dış Ticaret

Doğan Dış Ticaret is primarily involved with newsprint and printing material imports.

Doğan Factoring

Doğan Faktoring plays a key role in eliminating possible customer payment problems as a result of large-scale risk analyses into commercial receivables; it adds significant value to DYH.

Online Services

With news websites and various portals appealing to the wide audiences, DYH is among the sector's leaders in Internet advertising. According to Comscore data for 2012, Hürriyet Group ranked in the list of the top ten most-visited websites during the year. The websites www.hurriyet.com.tr, www.kanald.com.tr, www.yenibiris.com, www.hurriyetemlak.com, www.hurriyetoto.com, www.arabam.com and yakala.co became among the most-visited websites within their categories.

Doğan Enerji

Started operating at full capacity, the Boyabat Dam and HEPP project is among the largest privately owned Turkish power plants and has an installed capacity of 513 MW. This investment by Doğan Enerji will make a significant contribution to decreasing Turkey's dependence on foreign energy.

Energy



Active in the energy sector since 2000, Doğan Holding closely monitors investment opportunities in Turkey and neighboring nations. Considering energy investments as its core business line, Doğan Holding focuses on fuel oil and LPG distribution, oil exploration and production and power generation and distribution investments.

Doğan Holding managed its fuel oil and LPG distribution activities under Petrol Ofisi from 2000 until 2010. In accordance with the decision to divest its stake in Petrol Ofisi at the end of 2010, the Holding focused its attention on renewable energy generation and distribution.

Doğan Enerji was incorporated to engage in the production, transmission, distribution, domestic and international as well as wholesale and retail trading of energy supplied from any source.

Doğan Enerji owns 33% of Boyabat Elektrik Üretim ve Ticaret Anonim Şirketi. The construction of the Boyabat Dam and the HEPP project, for which an electricity generation license was obtained from the Energy Market Regulatory Authority of Turkey (EMRA) on November 13, 2007, was completed

in December 2012. Having started to operate at full capacity, Boyabat Dam and HEPP project is among the largest privately owned Turkish power plants with an installed capacity of 513 MW. The Boyabat project is expected to generate 1.5 billion kWh of energy per annum. This investment by Doğan Enerji will make a significant contribution to decreasing Turkey's dependence on foreign energy.

With an installed capacity of 120 MW, the Aslancık Dam and HEPP project is situated on the Harşit Brook within the borders of the districts of Doğanlık and Tirebolu, in the province of Giresun, in the Eastern Black Sea Region. Owned 25% by Doğan Holding and 8.33% by Doğan Enerji, Aslancık Elektrik Üretim A.Ş. received an electricity generation license from the Energy Market Regulatory Authority of Turkey (EMRA) on March 20, 2008. The project is currently under construction and is scheduled to be commissioned in the second half of 2013. Once complete, the plant is expected to generate around 418 million kWh electricity per year.

Via its 99.99% owned subsidiary Nakkaştepe Elektrik Üretim ve Yatırımları San. Tic. A.Ş.,

Doğan Enerji added Şah WEPP (Galata Wind Enerji A.Ş.) with an installed capacity of 93 MW to its portfolio as well as Mersin WEPP (Akdeniz Elektrik Üretim A.Ş.) with an installed capacity of 33 MW in June 2012. There is ongoing work to expand the capacities of these two plants. Mersin WEPP's installed capacity was increased to 42 MW in February 2013 and Şah WEPP's installed capacity is planned to be increased to 105 MW by mid-2013.

Through its joint venture company Gas Plus Erbil, the Company runs petroleum exploration and extraction operations in Northern Iraq with a 20% net stake. In this scope, the Company continued test production at the Bastora oil field in 2012. Upon the approval of the Field Development Plan in February, the Company drilled a development well and carried out engineering work on surface facilities. As a result of these efforts, the drilling work at the development well was completed in December and additional petroleum reserves were discovered. In parallel, there was a rise in production reserves. In 2013, two development wells will be drilled and engineering, procurement, construction and installation work at the surface facilities in the Benenan and Bastora oil fields are planned to be completed.



D&R

D&R stores are visited by a monthly average of 2.4 million people, whereas the online store draws 800,000 unique visitors per month.

Retail



Doğan Holding continues to expand its retail operations by investing in D&R, which offers a wide range of services in leisure and culture merchandising. The Holding maintains a close watch on developments in the retail industry and seizes new investment opportunities.

Doğan Müzik Kitap Mağazacılık ve Pazarlama A.Ş. (D&R)

Established under the umbrella of Doğan Yayın Holding in November 1996, Doğan Müzik Kitap Mağazacılık ve Pazarlama A.Ş. (D&R) inaugurated its first store in May 1997 in the Erenköy district. As of end-2012, D&R boasted 125 stores in 26 Turkish provinces offering over 150,000 different products, as the market leader in leisure and culture merchandising. D&R stores are situated in prominent shopping malls in their cities. Doğan Holding plans to expand D&R further by inaugurating new stores.

On January 16, 2012, Doğan Yayın Holding A.Ş. sold its 49,999,996 D&R shares with a nominal value of 1 TL each, representing 99.99% of D&R's total capital of TL 50 million, to Doğan Holding with a lump sum cash payment of TL 139 million, which corresponds to the average of two appraisals by different independent appraisal companies. As this was considered to be a transaction under the control of the parent company, the resulting TL 108 million in profits was placed under shareholders' equity.

The products on offer at D&R stores range from books to music, movies to electronics, games to hobbies, souvenirs to stationery. The Company also contributes to social development with reading areas in its stores and the traditional signature days. D&R stores are visited monthly by an average of 2.4 million people; the online store draws 800,000 unique visitors per month.

In 2012, the number of stores reached 125 and total sales area to 48,107 square meters. The Company also founded D&R Kids in 2012, Turkey's first culture and leisure store for the 0-12 age group.

Another improvement carried out in 2012 concerns the rapidly changing e-commerce industry. With a view to strengthening D&R stores' position in the e-commerce market, the organizational structure was reinforced and important technical infrastructure investments were completed. The corporate website at www.dr.com.tr was renewed to make it more user-friendly, yielding a significant rise in sales volume.

Carrying out activities with social responsibility awareness, the Company donated books to schools, prisons and municipalities. In this scope, approximately 3,000 books were donated during 2012. D&R supports organizations such as LÖSEV, TOÇEV and UNICEF by marketing their products in its stores.

Çelik Halat

Çelik Halat is the market leader in industrial spring wires, concrete strand and steel wire rope manufacturing.

Industry



Çelik Halat ve Tel Sanayi A.Ş. Shareholding Structure

| | Share in Capital (TL) | Share (%) |
|--|--------------------------|---------------|
| Doğan Şirketler Grubu Holding A.Ş. | 12,983,789 | 78.69 |
| Free float at BIST and other shareholders | 3,516,211 | 21.31 |
| Total | 16,500,000 | 100.00 |

Çelik Halat ve Tel Sanayi A.Ş. Key Indicators

| (TL million) | 2012 | 2011 |
|----------------------|-------|-------|
| Total Assets | 73.1 | 92.2 |
| Shareholders' Equity | 30.1 | 29.7 |
| Total Sales | 121.1 | 125.4 |
| EBITDA* | 5.6 | 8.2 |
| Net Profit/(Loss) | 0.4 | (2.8) |

* EBITDA excludes Other Operating
Income/(Expenses).

Established in 1962, Çelik Halat ve Tel Sanayi A.Ş. (Çelik Halat) is one of Doğan Holding's deepest-rooted industrial investments. The Company started manufacturing steel ropes six years after its establishment and is currently the leader of its sector thanks to the know-how, institutionalization, sales volume and brand power arising from its first-mover advantage. Today, the Company manufactures steel wire ropes, industrial galvanized wires, industrial spring wires, bead wires and concrete strand. Çelik Halat serves many sectors, from auto parts and white goods replacement parts to telecommunications and energy.

Also very active in global markets, Çelik Halat continuously improves its export performance. The Company not only reinforces its position in its current markets by offering superior products and services, but also steps into new markets.

In 2012, the Company's sales figure reached TL 121 million and sustained its gross profit margin of 11.5%. In 2012, the Company reached its highest-ever sales volumes in all products except bead wire. The Company is the leader in the domestic industry in products such as wire strand, industrial spring wire and concrete strand. Çelik Halat sustains its market leadership position by expanding the wedge between itself and its rivals. In 2012, the Company enjoyed a 37% market share in steel wire ropes, 38% share in industrial galvanized spring wire, 40% share in bead wire and 63% share in pre-stressed concrete strand.

Çelik Halat continued the innovation, capacity increase and quality improvement drive initiated in 2003 by mobilizing its in-house resources. During the year, the Company improved its competitive edge by implementing strategies to boost productivity. The Company significantly expanded the scope of receivables covered with collaterals and further decreased collection risk.

DİTAŞ

Over 30 years of experience, a well-trained workforce, state-of-the-art engineering systems, integrated facilities and brand reliability are the main factors reinforcing DİTAŞ's competitive edge.

Industry



DİTAŞ Doğan Yedek Parça İmalat ve Teknik A.Ş. Shareholding Structure

| | Share in Capital (TL) | Share (%) |
|---|-----------------------|---------------|
| Doğan Şirketler Grubu Holding A.Ş. | 7,359,315 | 73.59 |
| Free float at BIST and other shareholders | 2,640,685 | 26.41 |
| Total | 10,000,000 | 100.00 |

DİTAŞ Doğan Yedek Parça İmalat ve Teknik A.Ş. Key Indicators

| (TL million) | 2012 | 2011 |
|----------------------|-------|------|
| Total Assets | 33.7 | 33.9 |
| Shareholders' Equity | 19.1 | 21.3 |
| Total Sales | 52.3 | 54.8 |
| EBITDA* | 0.3 | 3.0 |
| Net Profit/(Loss) | (2.2) | 1.6 |

* EBITDA excludes Other Operating Income/(Expenses).

Currently, one of Turkey's largest rod manufacturers, Ditaş Doğan Yedek Parça ve İmalat A.Ş., (Ditaş) was founded in 1972. It commenced operations in 1978 to manufacture vehicle suspension parts such as rod ends, ball joints, tie rods, track control arms, torque rods, stabilizer links and V torque rods. Ditaş joined Doğan Holding in 1990 and designs, produces and sells rods and parts to vehicle manufacturers (OEMs) and the replacement parts market (IAM) within the automotive supplier segment. Its over 30 years of experience, well-trained workforce, state-of-the-art engineering systems, integrated facilities and brand reliability are the main factors reinforcing DİTAŞ's competitive edge. Being part of the Doğan Holding, utilizing the best available business administration software and listed on the Istanbul Stock Exchange supported the Company's performance over the years.

The Company's sales reached TL 52 million in 2012, while its EBITDA, excluding Other Operating Income/(Expenses), stood at TL 0.3 million.

Producing for OEM companies since 1978, the Company controls around 70% market share in the heavy vehicle segment and around 12.5% market share in the light vehicle segment in this sector.

Doğan Organik Ürünler

Today Doğan Organik Ürünler is the only raw material supplier for organic milk sold in the Turkish market. With an annual production capacity of 10,000 tons, the Company is one of Europe's largest companies in organic livestock breeding.



Pursuant to comprehensive field studies, Doğan Holding concluded that dairy farming and livestock breeding was the best fit for the region and established Doğan Organik Ürünler Sanayi ve Ticaret A.Ş. in 2002. Setting out to become the Turkish leader in organic milk production and livestock breeding, Doğan Organik Ürünler strives to transform Kelkit and its environs into a well-known hub for this industry.

In 2005, the Company received an organic farming certificate granted by an audit and certification firm accredited by the European Union. Since then, the Company came close to quadrupling its organic milk production capacity to approximately 10,000 tons. The Company launched the contract farming project in Kelkit in 2006; Doğan Organik Ürünler empowered the regional population to become involved in organic production by training them in such matters as organic feed crops, milking, sheltering systems and fertilizer management and by retrofitting livestock shelters and barns. During the project, the Company helped organize all stages from the production and processing of raw milk to marketing.

During the previous year, the Company started cooperating with the Mlife brand of Migros, a supermarket chain very popular among the upper-middle class Turkish consumers (AB Group). In 2012, the Company expanded its "unique brand" production, sales and distribution operations by cooperating with the Fine Life brand of Metro Gross Market and Karamiş Grup's Siryana. Within Turkey's largest nationwide supermarket chains, Doğan Organik Ürünler controls 100% of the original brand organic milk market.

Today, Doğan Organik Ürünler is the only raw material supplier of the organic milk sold in the Turkish market. The Company's facilities account for 85% of the total organic raw milk produced in the country. With an annual production capacity of 10,000 tons, the Company also has one of the largest plants in Europe. Doğan Organik Ürünler sticks to the principle of sustainability in all of its operations. The Company also organizes training activities to educate local farmers about organic agriculture and livestock-breeding. A founding member of the Association of Organic Product Producers, the Company shares its sector-specific experience and know-how with regard to symposia and conferences.

Doğan Organik Ürünler's rapid development and achievements are confirmed with various awards. In 2005, Doğan Organik was named one of the top ten socially responsible investments in Europe by the European Union Directorate of Business Concerns. In 2006, Doğan Organik was honored with the Best Agricultural Investment award by the World Food Organization (FAO) on World Food Day.

In 2012, Doğan Organik Ürünler earned the "Corporate Citizenship" award at the CSS Solutions Marketplace event organized by Turkish Association of Corporate Social Responsibility (TKSSD). The Company also received the Jury's Second Prize granted by a Selection Committee made up of experts from the national partners of CSR Europe, UNDP and international CSS specialists; these projects earned the right to participate in the marketplace with their sustainable agricultural growth projects.

Milpa

Milpa continues its consistent growth performance with 33 years of experience in different sectors and a competent workforce.

Real Estate Marketing



Milpa Ticari ve Sınai Ürünler Pazarlama Sanayi ve Ticaret A.Ş. Shareholding Structure

| | Share in Capital (TL) | Share (%) |
|---|-----------------------|---------------|
| Doğan Şirketler Grubu Holding A.Ş. | 109,906,043 | 86.27 |
| Free float at BIST and other shareholders | 17,490,351 | 13.73 |
| Total | 127,396,394 | 100.00 |

Milpa Ticari ve Sınai Ürünler Pazarlama Sanayi ve Ticaret A.Ş. Key Indicators

| (TL million) | 2012 | 2011 |
|----------------------|--------|--------|
| Total Assets | 109.5 | 148.6 |
| Shareholders' Equity | 59.3 | 87.9 |
| Total Sales | 12.1 | 4.6 |
| EBITDA* | (9.0) | (6.3) |
| Net Profit/(Loss) | (28.5) | (22.8) |

* EBITDA excludes Other Operating Income/(Expenses).

Milpa Ticari ve Sınai Ürünler Paz. San. ve Tic. A.Ş. was established in 1980 to engage in the direct marketing of motor vehicles and consumer durable goods. Since its inception, Milpa has successfully marketed a large number of products from various industries, from electronics to automotive, computers to real estate.

Milpa recreated its strategy as a result of the transformation process initiated during the 2000s and decided to focus on the real estate industry. In line with this decision, the Company completed construction and delivered to the owners the Automall project 662 individual units, as well as the Milpark Houses Project during 2010.

Milpa continues its consistent growth performance with 33 years of experience in different sectors and a competent workforce. The main factor underlying the Company's success is its ability to implement marketing strategies in accordance with the given period and conditions, through accurate and appropriate decisions. As a result, Milpa ranked among the most reliable companies in the industry with its high customer satisfaction profile since 1980.

DD Mortgage

DD Mortgage devises personalized home mortgage products for potential homeowners from different demographic backgrounds thanks to a well-trained team, technological infrastructure and a high quality service philosophy focused on customer satisfaction.

Financial Services



Established by the Doğan Group in April 2006, DD Konut Finansmanı A.Ş. (DD Mortgage) is the first home mortgage company to operate within the framework of the Mortgage Law.

With the enactment of the Mortgage Law No. 5582 in early 2007, the Company filed a license application with the Banking Regulation and Supervision Agency (BRSA) and commenced its mortgage lending activities when it received its operating license in June 2008; consequently, 49% of the shares of the Company were sold to Deutsche Bank A.G. in July 2007. After receiving BRSA approval to serve as an insurance agency, DD Mortgage began to sell insurance policies in July 2009 and the Company is now able to meet the insurance needs of customers in conjunction with their mortgage loans. In February 2010, the Company enacted the first portfolio transfer at international standards in home mortgage

in Turkey. In order to enhance its risk monitoring process, the Company replaced its current system with a new one and thus started to follow up the loan payback performance of loan customers in a more efficient manner.

DD Mortgage devises personalized home mortgage products for potential homeowners from different demographic backgrounds thanks to a well-trained team, technological infrastructure and a high quality service philosophy focused on customer satisfaction. The Company operates through three branches in the Istanbul districts of Beşiktaş, Ataşehir and Bakırköy. Aside from the branches, the Company conducts sales through the website, call center and direct sales. The Company's marketing channels consist of housing development projects, real estate offices and the Internet.

As a result of its strong capital structure, vast information network and cooperation generated by the partnership between Deutsche Bank and Doğan Group, DD Mortgage was not affected by the demand contraction in the market and continued to expand its market share consistently, year after year. As a result of the national economy management's measures to dampen credit growth in 2011, demand for loans slowed down in 2012. Housing loans expanded by 14% in the sector in 2012, whereas DD Mortgage's portfolio grew by 23.6%. As of end-2012, DD Mortgage has a total asset size of TL 489 million and a total loan portfolio of TL 349 million.

DD Mortgage is a member of GYODER (Association of Real Estate Investment Companies), TÜFİDER (Association of Consumer Finance Companies) and AHK (German-Turkish Chamber of Commerce and Industry) in Turkey and the MBA (Mortgage Bankers Association) in the United States.

Milta Turizm İşletmeleri

Located in the center of Bodrum, Milta Bodrum Marina ranks among the top five marinas in the Mediterranean basin with its location and service quality.

Tourism



Doğan Holding's tourism, investment and management activities are carried out under the roof of Milta Turizm İşletmeleri A.Ş., established in 1982. Milta provides hotel management services via Işıl Club, marina operations via Milta Bodrum Marina and travel agency operations and fleet and daily car rental services via Işıl Tur.

Milta Bodrum Marina

Marinas create a new living space in their environs and play a crucial role for Turkey, which earns 25% of its total tourism revenue from marine tourism. As of 2012, one million yachts are active across the Mediterranean; 40,000 of this total can be accommodated in Turkish marinas. Located in the center of Bodrum, Milta Bodrum Marina ranks among the top five marinas in the Mediterranean basin based on location and service quality. With a workforce that aims to reach 100% customer satisfaction, a wide range of services, location in the city center and a distance of just 1-2 hours drive to the airports, are factors that help the Marina stand out among its peers. Milta

Bodrum Marina is ranked in the top 50 marinas among 345 marinas in 25 countries in terms of service quality.

Handling the heaviest traffic volume among all yacht marinas in Turkey, Milta Bodrum Marina, has a market share of 4.6% among marinas that have a Tourism Establishment License. Milta Bodrum Marina's client portfolio consists of sailing boat, catamaran and motor-yacht owners, charter companies and boat agencies. Keen on preserving the natural environment, Milta Bodrum Marina made improvements to its solar energy systems and tanks in 2012, transitioning to a more eco-friendly heating system.

Milta Bodrum Marina earned the Five Golden Anchors international quality award, entitling the facility to be recommended to yacht-owners around the world. In addition, the Marina has won the National Blue Flag award, an extremely prestigious reference on the international arena, every single year since 1997.

Işıl Club Bodrum

Işıl Club Bodrum commenced services in 1985 and quickly became one of the most popular resorts in the Bodrum region. For nine years, the Company was operated by the French hotel chain giant ACCOR under the name of Club Milta; Eldorado and Coralia received the "best facility" awards among global hotel chains during this same period.

Improving its service approach and constantly raising its quality standards to maximize customer satisfaction, Işıl Club Bodrum has now become one of the leading establishments in the region. As a result of its services during the 2011 and 2012 seasons, the Company was designated the top Turkish and Aegean destination for customer satisfaction by important international travel websites such as zoover.com, tripadvisor.com and vakantiereiswijzer.com. In addition, as a result of its success in the periodic annual audits, Işıl Club Bodrum has maintained its HACCP quality assurance certifications and Blue Flag awards.



In 2012, when the competition between destinations and accommodation facilities reached a significant intensity, Işıl Club managed to exceed its budget target for revenue per capita, despite excessive price cuts by competitors, pressures from tour operators and the incompetence of airlines. In addition, the Company expanded the scope of its eco-friendly practices by completing its solar energy and heating system investments in 2012.

Işıl Tur

Established in 1997 as an intermediation agency investment of Doğan Holding, the Company created significant competitive edge by providing under a single umbrella various services needed by companies such as fleet and daily car rental, corporate hotel booking, airline ticket sales and corporate event organizations.

In Turkey, there are 529 IATA and over 6,000 non-IATA agencies that sell tickets. Işıl Tur is among the first 100 agencies to become a member of IATA. Besides, it is an authorized ticket sales agency for THY, Pegasus, Onur Air, Atlas Jet, SunExpress and TCDD and provides its customers such services as domestic and

international ticket sales, TCDD ticket sales and corporate travel organization. The Company also sells airline tickets online via the websites milta.com and promobilet.com.

In addition to these services, the Company also offers fleet and daily car rental services at its branch at the İzmir Adnan Menderes Airport and its offices in Ankara, Antalya and Istanbul. Işıl Tur provides its fleet and daily car rental services under the Işıl Rent A Car brand with 1,000 vehicles, all of which are 100% equity-financed. In 2012, Işıl Tur purchased vehicles worth over TL 9 million.

A "Group A" travel agency and a member of the Association of Turkish Travel Agencies (TÜRSAB), Işıl Tur has provided services for domestic and international events, incentive tours and convention and event management activities under the Işıl Events brand since 2010. In 2012, Işıl Events held a large number of promotional dinners for TV series and managed over 50 events, meetings and organizations.

Milta Havacılık

The company Doğan Havacılık A.Ş. was established in 2002 and was merged with Milta Turizm İşletmeleri A.Ş. on December 25, 2012, thus joining the Milta family. The Company's assets include a Falcon 2000 EX sn 2007 model airplane, with a capacity of 10 passengers. This airplane provides domestic and international air taxi services.

Nakkaştepe Gayrimenkul Yatırımları İnşaat Yönetim ve Ticaret A.Ş.

Nakkaştepe Gayrimenkul Yatırımları İnşaat Yönetim ve Ticaret A.Ş. is a joint venture under shared management established by Milta Turizm İşletmeleri A.Ş. and Rönesans Gayrimenkul Yatırım A.Ş. on April 5, 2012. Nakkaştepe Gayrimenkul purchased plots of land measuring 38,323 square meters in İzmir's Bayraklı district for real estate development purposes. The investment is planned to start in 2013.

Kandilli Gayrimenkul Yatırımları Yönetim İnşaat ve Ticaret A.Ş.

Kandilli Gayrimenkul Yatırımları Yönetim İnşaat ve Ticaret A.Ş. is a joint venture under shared management established by Milta Turizm İşletmeleri A.Ş. and Rönesans Gayrimenkul Yatırım A.Ş. on November 2, 2012. Both parent companies control 50% stakes. Kandilli Gayrimenkul purchased plots of land measuring 23,685 square meters in Istanbul's Ümraniye district for real estate development purposes. The investment is planned to start in 2013.

Sustainability

In all of its fields of activity, Doğan Holding strives to make a contribution to sustainable economic and social development of Turkey.



Corporate Social Responsibility

Doğan Holding believes that the road to a bright future for the nation's youth is through education. The Holding's social responsibility activities are focused on upbringing bright and well-educated young individuals embracing universal values.



Turkey stands out among emerging nations with its young demographic base, growing economy and dynamic structure. Playing a key role in Turkey's development process, the private sector makes significant contributions to national employment and economy. The fact that investment in corporate social responsibility expands daily is an indication of companies' increased sensitivity toward society and the environment.

In all of its fields of activity, Doğan Holding makes a point of adding value to social development. This philosophy of Doğan Holding is translated into practice through social responsibility projects. The group believes that the road to a bright future passes through the education of the youth and focuses its social responsibility activities on upbringing bright and well-educated young individuals embracing universal values.

In this vein, Doğan Holding continued its social activities in the year 2012. Corporate social responsibility projects undertaken by Group companies and Aydın Doğan Foundation are announced to the public via the Group's media companies so as to raise public awareness on social responsibility.

Aydın Doğan Foundation

Aydın Doğan Vakfı strives to fulfill the Group's responsibilities to the society by building educational institutions, dormitories and organizing national and international competitions.



Aydın Doğan Foundation was established on April 15, 1996 to contribute to the development of the country and society. Engaged in a wide range of charitable activities, the Foundation carries out socially responsible activities in the fields of education, health, scientific research, culture, the arts and sports.

The Foundation fulfills its responsibilities towards the society of which it is a part, by organizing national and international competitions, distributing awards and building educational facilities. The Foundation preserves its strong administrative and financial structure to continue its activities oriented toward its current goals and tries to obtain a prestigious standing on the international stage.

Aydın Doğan International Cartoon Competition

Open to professional and amateur cartoonists from all countries, the Aydın Doğan International Cartoon Competition is the world's most prestigious competition in its field. In 2012, the 29th edition of the Aydın Doğan International Cartoon Competition was held with no subject limitations; 944 artists from 80 countries participated with 2,945 submissions. The Selection Committee awarded the first prize to Doğan Arslan from Turkey and Javad Alizadeh from Iran, the second prize to Vladimir Stankovski from Serbia and the third prize to Pawel Kuczynski from Poland. Throughout its history, a total of 7,800 artists from 136 nations participated in Aydın Doğan International Cartoon Competition with about 70,000 works.

Exhibitions

Every year, the cartoons considered worthy of exhibition from the submissions to the Aydın Doğan International Cartoon Competition were presented to the general public, with special focus on university students in 2012. The award-winning cartoons were displayed in a number of exhibitions organized in the USA, Adana, Muğla, Istanbul (6), Izmir, Ordu, Balıkesir and Ankara.

Young Communicators Competition

Aydın Doğan Foundation annually organizes the Young Communicators Competition to contribute to the education of qualified media employees and to support continuous development of the communications sector. A total of 1,351 students from the communications departments of 31 universities participated in the 24th edition of the Young Communicators Competition with 1,163 works in the categories of publishing, broadcasting, advertising, public relations and online media. The selection committee awarded 155 students from 21 universities for 80 projects. The award-winning students were also given the opportunity to join the programs designed for gaining professional knowledge and experience in one of the newspapers, magazines, or television or radio channels of Doğan Yayın Holding for the duration of one to three months.



Aydın Doğan Awards

Since its inception, Aydın Doğan Foundation has given awards to individuals who have made contributions to their nation, the world and humanity in different fields such as culture, the arts, literature and science. These individuals are chosen among those who are at the very summit of their profession and have dedicated themselves to creativity. Aydın Doğan Awards was given in the category of short story in 2012. The Selection Committee comprised of Doğan Hızlan (Chairman), Nursel Duruel, Prof. Dr. İnci Enginün, Semih Gümüş, Özcan Karabulut, Prof. Dr. Jale Parla, Hüseyin Su, A. Ömer Türkeş and Metin Celal Zeynioğlu. After an open discussion and elimination, the Selection Committee decided to grant the Aydın Doğan Award to Selim İleri, for having carved out a unique position in the Turkish literature with short stories, novels and essays penned during a long writing career, for creating an authentic idiom and style by embracing classical Turkish storytelling, for representing a transition between the tradition and the modern and for making contributions to the Turkish literature with not only short stories but his entire opus.

Education

Since its establishment, the Aydın Doğan Foundation has launched many projects that have helped to raise the quality of education in Turkey. Schools and dormitories that were constructed by the Foundation and donated to the Ministry of National Education include:

Sema Işıl Doğan Elementary School, Gümüşhane
Atatürk University Aydın Doğan Private Elementary School, Erzurum
Aydın Doğan Elementary School, Göztepe-Istanbul
Yaşar ve İrfani Doğan Industrial Vocational High School, Kelkit-Gümüşhane
Milliyet Anatolian Teachers High School, Erzincan
Hürriyet Anatolian Vocational High School for Hotel Management, Erzincan
Aydın Doğan Vocational High School for Commerce, Istanbul
Aydın Doğan Vocational High School for Health, Istanbul
Gümüşhane University Kelkit Aydın Doğan Vocational School, Gümüşhane
Galatasaray University Aydın Doğan Auditorium, Istanbul
TEGV Sema and Aydın Doğan Education Park, Istanbul
Sema Doğan Park, Kelkit-Gümüşhane
Aydın Doğan Center for Science and the Arts, Afyon
Nene Hatun High School Aydın Doğan Dormitory for Girls, Erzurum
Erzincan University Aydın Doğan Dormitory for Girls, Erzincan
Hacı Hüsrev Doğan Dormitory for Girls, Kelkit Gümüşhane
Aydın Doğan Dormitory for Girls, Kürtün Gümüşhane
Aydın Doğan Dormitory for Girls, Köse Gümüşhane
Aydın Doğan Dormitory for Girls, Şiran Gümüşhane
Aydın Doğan Sports Complex, Gümüşhane

Aydın Doğan Foundation

In 2012, Aydın Doğan Foundation hosted a number of students living in girls' dormitories, in Istanbul for visits to universities, cultural and historical sites.



Kelkit Aydın Doğan Vocational School

The foundations of Kelkit Aydın Doğan Vocational School, which is a part of Gümüşhane University, were laid on July 27, 2002; the school opened with 90 students on September 28, 2003. The number of students studying at the Vocational School reached 579 during the 2010-2011 academic year. With the support of the Foundation, Kelkit Aydın Doğan Vocational School prioritizes education in English. The associate programs at Kelkit Aydın Doğan Vocational School are: Computer Technology, Agriculture and Livestock Production, Electronics and Automation, Accounting and Taxation, Transportation Services, Lab Technologies and Veterinary Medicine.

The Foundation also helps organize English classes at the school. The Organic Agriculture Program, which is in high demand by many students in the region, is designed to raise the awareness of the locals about sustainable agricultural methods and thus help develop local agriculture.

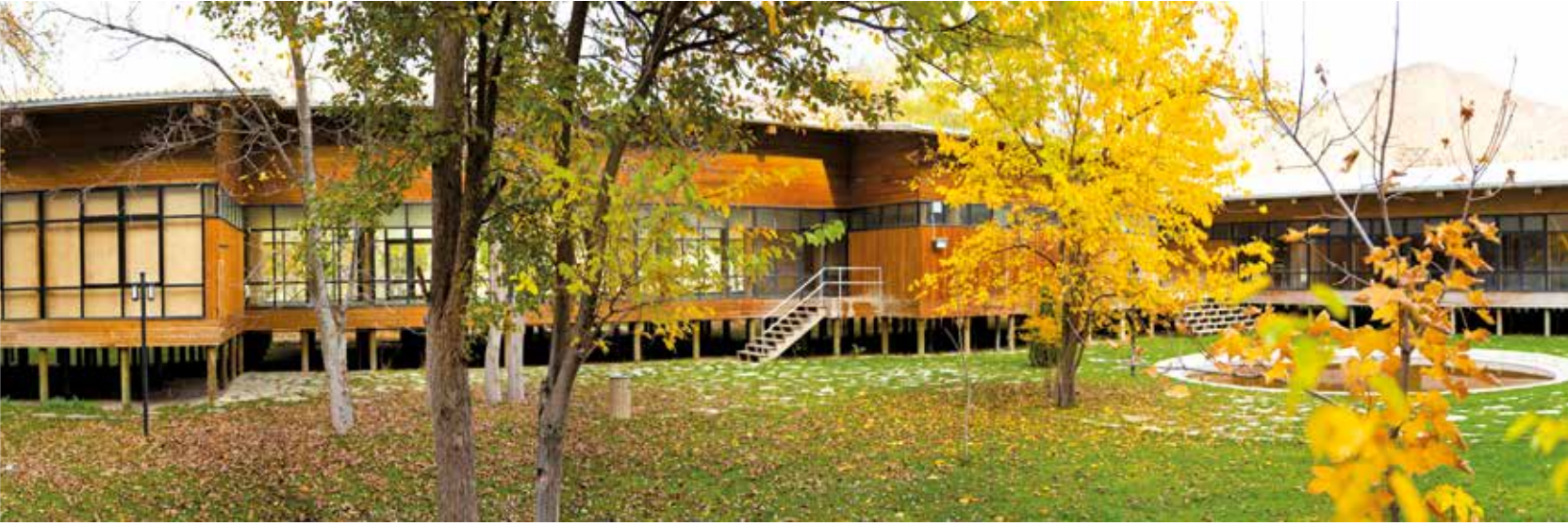
Aydın Doğan Vocational Trade (Communications) High School

Established by the Aydın Doğan Foundation in 1998 and donated to the Ministry of Culture, the name of the Aydın Doğan Anatolian Communications Vocational High School was changed to Aydın Doğan Vocational Trade High School with a resolution by the Ministry of National Education. Holding its 11th graduation ceremony in 2012, the High School provides education in the fields of journalism, radio and television. As in previous years, the high school continues to be one of the top choices of students scoring the highest points in the entrance exams. Out of the 89 students who graduated in 2012, 85 were entitled to enroll in a university. In the 2012-2013 academic year, a total of 90 students were enrolled in the high school. Aydın Doğan Vocational Trade (Communications) High School also awards various prizes to the top three successful students at the end of the academic year. As in previous years, the Foundation continued to support the school with foreign language education, with a view to help students enhance their level of English.

Dormitories for Girls

The following girls' dormitories were constructed by the Aydın Doğan Foundation within the scope of the "Dad, Send Me to School" campaign that attracted much public attention and later donated to the Ministry of National Education: Nene Hatun High School Aydın Doğan Dormitory for Girls (Erzurum), Aydın Doğan Dormitory for Girls (Erzincan), Hacı Hüsrev Doğan Dormitory for Girls (Kelkit), Aydın Doğan Dormitory for Girls (Kürtün), Aydın Doğan Dormitory for Girls (Köse) and Aydın Doğan Dormitory for Girls (Şiran).

In 2012, Aydın Doğan Foundation hosted students living in these dormitories, who were in the top three in their respective schools, together with coordinating teachers in Istanbul for four days, organizing visits to universities, cultural and historical sites. The aim of this initiative was both to award these students for their achievements and to contribute to their education and cultural progress.



TEGV Sema and Aydın Doğan Education Park

Aydın Doğan Foundation continues to support the Findızkade Sema and Aydın Doğan Education Park, established in 1996 by the Educational Volunteers Foundation of Turkey. Since its inauguration, Sema and Aydın Doğan Education Park have offered educational support to nearly 69,000 children.

To develop children's language and communication skills, contribute to their personal and mental development, foster their interest in the arts, science and technology and educate them in these fields, Sema and Aydın Doğan Education Park has organized various educational activities.

Sema Doğan Park in Gümüşhane

Established to contribute to cultural and social life in Gümüşhane, the Sema Doğan Park was inaugurated on July 24, 2008 as a park that can host various activities. The covered areas inside the Park feature a hall that can accommodate cultural and entertainment activities such as receptions, concerts and conferences. The open area features an amphitheater, which can host movie screenings, theater plays, concerts, folkloric dances and conferences, as well as children's playgrounds, basketball fields, tennis courts and picnic areas.

Kalender Metin Doğan Community Kitchen

Through the Kelkit Social Assistance and Solidarity Foundation, Aydın Doğan Foundation supports Kalender Metin Doğan Community Kitchen in Kelkit, where an average of 150 people daily receive hot meals during winter; 80 are fed during summer months.

Aydın Doğan Center for Science and Arts

Aydın Doğan Center for Science and Arts endeavors to identify gifted or highly talented children at the elementary school or junior high school level and to make the best of their potential. The Center is an educational institution affiliated with the Ministry of National Education, General Directorate of Special Education Guidance and Counseling Services. Aydın Doğan Foundation continues to support the Center, where gifted children are educated by specially trained teachers using special instruments and programs.

Other Activities

Education Reform Initiative (ERG)

A supporter of numerous education-related projects and initiatives in Turkey, the Aydın Doğan Foundation pursues high quality

education for all in Turkey. To this end, together with other prominent Turkish foundations, Aydın Doğan Foundation serves as an active member on the Board of the Education Reform Initiative. The Initiative undertakes research, advocacy and monitoring studies for the social and economic development of the country and educational reform.

London School of Economics

The Aydın Doğan Foundation figures among the sponsors of the Contemporary Turkish Studies Chair at the European Institute of the London School of Economics (LSE), one of the most prestigious educational institutions in the world. The chair will provide great support for the recognition of modern Turkey globally.

Third Sector Foundation of Turkey (TÜSEV)

The Third Sector Foundation of Turkey (TÜSEV) was established in 1993 by 23 civil society organizations including leading foundations and associations in Turkey in order to develop the legal, fiscal and operational infrastructure of the third (non-profit) sector. Today, over 100 trustees of the Foundation collaborate under the roof of TÜSEV to encourage civil society initiatives in Turkey. As a founder and Board member of TÜSEV, Aydın Doğan Foundation supports its initiatives in active manner.

Social Responsibility Projects

The “No! to Domestic Violence” campaign included numerous initiatives, ranging from opinion leadership to contributing to new legislation; it established itself as one of the rarely seen long-running social responsibility efforts in Turkey.



“NO! TO DOMESTIC VIOLENCE”

Hürriyet’s “No! to Domestic Violence” campaign, launched eight years ago, went beyond social responsibility efforts to become a solution partner vis-a-vis non-governmental organizations (NGO) and the Ministry of Family and Social Policies.

The campaign set out to raise awareness about domestic violence through publications, international conferences, workshops, concerts and other activities. The campaign included numerous efficient initiatives, ranging from opinion leadership to contributing to new legislation and established itself as one of the rarely seen long-running social responsibility efforts in Turkey.

Emergency Helpline

Established in 2007 within the scope of the “No! to Domestic Violence” campaign, in order to provide support for legal, psychological and safety issues to women who are victims of domestic abuse and violence, the Emergency Helpline is active 24/7. In 2012, the Helpline continued to support victims of violence.

From October 15, 2007 until December 31, 2012, a total of 33,669 people dialed the Emergency Helpline; 15,824 individuals received legal, corporate or psychological support on domestic violence. The Emergency Helpline assisted 11,420 victims or relatives and friends of victims. One in two victims complained of physical violence and about half of this group claim to have suffered from other types of violence, too. Of the victims calling the Helpline, 3.31% are males; all victims age group range from two to 90 and 80% of the victims suffer from violence at the hands of their spouses.

The Emergency Helpline assisted in 1,468 urgent cases to date. The Helpline sent police teams to most cases and directed a large number of the victims to shelters. The service receives calls from the 81 provinces of Turkey, Cyprus and 14 different nations (Germany, France, Austria, Azerbaijan, Belgium, the Netherlands, Australia, USA, Syria, Switzerland, Iran, Tunisia, the UK and Sweden).

Awareness Raising Programs

In 2012, the Company continued its efforts to raise public support for the solution of the domestic violence problem via conferences, workshops, TV programs, etc. In addition,

within the scope of the “No! to Domestic Violence” campaign, local officials in Yozgat received Inter-institutional Cooperation Training on January 5 and 6, 2012 and Domestic Violence Awareness Training on January 7, 2012. In February 2012, at their request, managers and employees of Istanbul Social Services and Children’s Protection Agency attended seminars dealing with domestic violence therapy.

Partnerships

As part of the “No! to Domestic Violence” campaign, the stocking manufacturer Penti Çorapları had celebrities Ayşe Arman, Kenan Doğulu and Şebnem Bozoklu design stockings. The sales revenue from these specially designed products were donated to the Emergency Helpline by Penti.

The “No! to Domestic Violence” campaign and the Rightful Women Platform -of which the campaign is a member- played an active role in drafting laws and regulations against the violence towards women. In this regard, diverse activities were organized jointly with Ministry of Family and Social Policies, Ministry of EU Affairs, General Directorate on the Status of Women and various NGOs.



SMS Campaign

An SMS project was initiated under the “No! to Domestic Violence” campaign so as to help cover the operating costs of the Emergency Helpline. The campaign signed contracts with the association Aralık Derneği and the mobile carriers Turkcell, Vodafone and Avea and received the legal permits to collect donations via the SMS number 6643. Announced to the public at large via the website siddetekarsiyuzbinsms.com (hundred thousand SMS against violence), the project not only generated funds against violence, but also raised awareness on the importance of making a nationwide contribution to the solution of a social problem.

RIGHTFUL WOMEN PLATFORM

The Rightful Women Platform is a social responsibility project dealing with gender equality by the Hürriyet newspaper. The Platform supports equal representation of women in parliament; their protection from all kinds of violence; equality in the workplace; effective legal protection against gender discrimination and the immediate implementation of measures to guarantee gender equality. The Platform continued its gender equality initiatives in 2012.

Numbering 100,000 including members of associations as well as individuals, Rightful Women Platform was an active participant in efforts to draft laws and regulations against violence towards women in 2012. The Platform started a project focused on an Egalitarian Budget and held a number of meetings with relevant officials. A report published by the Workshop on an Egalitarian Budget organized at the Bilgi University with the participation of the specialists in the field was presented to the Gender Equality Commission of the Turkish Parliament and other relevant officials.

Member institutions of Rightful Women Platform (www.haklikadinplatformu.org) include:

The Women's Assembly of the Princes' Islands City Council; Adana International Business and Professional Women's Association; Adana NGO Women's Coalition Forum; Anatolian Entrepreneur Businesswomen Associations Federation (AGIFED); Education, Culture and Social Solidarity Association of Alucra; Ankara Business Women Entrepreneurs and Enhancement Association (ANGIKAD); Women Rights Center of Ankara Bar Association; Women's Assembly of Antalya City Council; Women's Joint Powers of Antalya City Council;

Antalya TOAYDER Women's Branch; Aralık Association; Ataşehir City Council; Bakırköy Life Magazine; Capital City Women's Platform; CNN Türk; Association for Supporting Contemporary Living (ÇYDD); Hürriyet “No! To Domestic Violence” Campaign; Association of Construction and Women; Women's Assembly of Kadıköy City Council; Women's Assembly of Istanbul Bakırköy City Council; Women Commission in Business; Business and Professional Women Association; KA-DER (Association for the Support of Women Candidates); Association for Research on Women's Social Life; The Women Entrepreneurs Association of Turkey (KAGİDER); Women's Shelter Foundation and Women Center Foundation (KAMER); the Marmara Group Foundation; NTV; Rengarenk Kırmızı Magazine; Association of Social Services Experts; Foundation of Turkish Women in Legal Professions; The Turkish Women's Union; Federation of Women's Associations of Turkey; Federation of Turkish Soroptimist Clubs; Turkish Enterprise and Business Confederation (TÜRKONFED); Turkish Industrialists' and Businessmen's Association (TÜSİAD); Uçan Süpürge (Flying Broom); Yeditepe Association of Women's Solidarity; and 21st Century Education and Culture Foundation (YEKÜV).

Social Responsibility Projects

Within the scope of the “Dad, Send Me to School” campaign, the obstacles facing girls enrolling in schools were identified and a series of activities were organized to raise awareness as well as to provide financial support.



DAD, SEND ME TO SCHOOL CAMPAIGN

Recognizing that education is one of the most important problems in Turkey and that girls in particular are often deprived of educational opportunities, Doğan Gazetecilik launched the social responsibility campaign titled “Dad, Send Me to School” in 2005 that is set to play an important role in the upbringing of future generations. The project endeavors to assist girls to become productive individuals through education. Launched on April 23, 2005, the Dad, Send Me to School campaign promotes the extension of education mobilization throughout Turkey and makes sure that all girls enroll in school. Within this framework, after the obstacles concerning girls enrolling in schools were identified, a series of activities were organized to raise awareness as well as to provide financial support.

Hanzade Doğan Boyner, Chairperson of Doğan Gazetecilik, was the mastermind behind this comprehensive campaign. Many institutions supported the campaign by building dormitories and classrooms and giving scholarships in 15 cities identified with the greatest need. Doğan Gazetecilik, also, contributed TRY 1 million to the

campaign. The urgent needs of students were immediately met with the vast support triggered by the mobilization. Throughout the eight years since the launch of the campaign, 33 dormitories and 12 elementary schools were constructed by various individuals and institutions; 10,524 girls received educational scholarships; and the Aydın Doğan Foundation supported the campaign by building five dormitories for girls. The dormitories built provided shelter for nearly 3,500 girls each year.

In addition, training seminars for 500 parents were organized in five cities around the theme “My Child and I” in collaboration with the Mother and Child Education Foundation (AÇEV); a two-day-long special training session was held for the administrators of Regional Primary Boarding Schools, jointly with the Turkish Association of Private Schools; Kamil Koç Busses sponsored the furnishing of the common areas in the dormitories; and girls staying in dormitories were also offered music lessons.

Moreover, a platform for multilateral cooperation was formed with universities: students of the Social Awareness module at Sabancı University visited Kars Merkez Sabancı Dormitory for Girls

and Sankamış Milliyet Dormitory for Girls; and, Işık University included a Social Awareness module in its curriculum and organized various activities at Mardin Milliyet Dormitory for Girls. In cooperation with the Turkish Family Health and Planning Foundation seminars on hygiene and health and in cooperation with Eczacıbaşı seminars entitled “Our Body and Health” were organized for female students staying in the dormitories.

Week-long training programs are organized annually in Istanbul for administrators and teachers at dormitories on topics like puberty, dormitory management, communication skills and budget management. In June 2012, the fifth edition of these training programs was held in Istanbul in cooperation with the Ministry of National Education. Fifty dormitory managers and lecturers from various cities participated in the event. In this program, Yücel Onat of the Onat Academy gave a seminar on “Dynamics of Change” on the first day. In the following days, Güler Kazmacı presented a lecture on “Speaking Turkish Effectively,” the Boğaziçi University’s Peace Education Practice and Research Center gave a seminar on “Communication without Violence” and on the last day Füsün Paşa offered



a course on "Mentorship." Participants who came to Istanbul for the training program also had the chance to visit the city's historical and touristic hot spots.

Within the scope of the "Dad, Send Me to School" mobilization, students staying at girls' dormitories participate in a competition every year. The competition is held in the categories of painting, poetry and essay writing. The fifth edition was held on May 2012, around the theme "Life in the Dormitory." At the award ceremony held in Istanbul, the top-ranking students were invited and given their awards.

The newspapers under the roof of Doğan Gazetecilik also played a role in creating public opinion and raising social awareness on the issue. The articles published in our newspapers were influential in finding solutions to structural problems like the appointment of female directors to dormitories for girls and the revision of the scholarship regulation.

As a result of the educational workshops organized, the problems with regard to education were brought into Turkey's agenda, solutions were offered for girls to continue their education; the findings of these workshops,

where educational problems and relevant solution proposals were discussed at large, were shared with the public and the authorities at the Ministry of National Education.

Numerous individuals and institutions eagerly support the "Dad Send Me to School" campaign ranging from school children who donated their pocket money to Limak Holding who constructed a dormitory, from the Hacı Ömer Sabancı Foundation to governorships, from the Turkish Union of Chambers and Commodity Exchanges to Metro Group who granted scholarships to girls, as well as Garanti Bank, Enka Foundation, Oriflame and Siemens. That the campaign turned out to be a major mobilization and over 300,000 individuals made donations of more than TRY 35 million are clear indicators that the campaign profoundly appealed to the Turkish public. It is thought that the added value of the campaign is even more and that the number of girls enrolled in schools is even higher than estimated as families inspired by news articles may have decided to enroll their daughters in school. Another contributing factor is that school administrators who participated in the training programs paid visits to many villages and urged families to send their daughters to school.

HÜRRİYET WITNESSES 50 YEARS OF TURKISH EMIGRATION

The latest edition of the exhibition entitled "Hürriyet Witnesses 50 Years of Turkish Emigration" focusing on the half century of labor migration to Germany, was organized from December 17, 2012 to January 17, 2013 at two municipal buildings in Mörfelden-Walldorf, where Hürriyet Europe's facilities are located. Designed to showcase the 50 years of shared history between Turks and Germans through the lens of Hürriyet newspaper, the exhibition was inaugurated by Jörg-Uwe Hahn, Vice Prime Minister of the Hessen State and Minister of Integration. The general public first saw the exhibition within the scope of the Turkish-German Business Forum organized on September 19, 2011 in Berlin. The exhibition, which met with interest from the presidents of the two countries, was then reproduced at the Turkish House in Berlin; the Ruhr Book Fair in Essen; in Berlin, Frankfurt and Köln as part of the 88th anniversary of the Turkish Republic; at the Nürnberg Train Station; Turkish Day in Oberursel; during Turkish-German Business Day in Düsseldorf; in German Olympic Sports Union's Integration Day in Potsdam; and finally in Mörfelden-Walldorf. The exhibition featured a Hürriyet cover page selected from each year of the period from 1961 until 2011, as well as various photos and cartoons about migration from the newspaper's archive.

Social Responsibility Projects

Kanal D initiated an innovative practice in TV broadcasting by helping the visually and hearing impaired to follow TV series with comfort.



SOCIAL RESPONSIBILITY EFFORTS BY DOĞAN TV HOLDING

The Group's TV broadcasting not only stands out with its original and lively content, but also oversees the public good. Kanal D takes its investment decisions in line with such a social responsibility consciousness. To allow visually and hearing impaired audiences to follow TV series with comfort, the Kanal D initiated an innovative practice in TV broadcasting: Kanal D's visual depiction service is provided in partnership with the Association for Visual Depiction.

Kanal D's competition show *Şans Kapıda* [Fate Knocks on the Door] allows modest families to obtain new house furniture; *Ben Bilmem Eşim Bilir* [My Spouse Knows Best] gifted books and a library to the Sarıyer Bala Hatun Primary School and brought joy to pupils in other schools with various activities and presents. The program *Evim Şahane* [My Sweet Home] completely renovated the Gümüşdere Primary School and the family house of a participant from Sinop. For each episode of *Kayıp Şehir* [Lost City], one of

Kanal D's most popular series, 70 trees are planted in the Bozdağ district of Ödemiş, Izmir, via the Çekül Foundation. The program *Doktorum* [My Medical Doctor] assumed the therapies of 2,500 patients and 200 surgical operations.

As part of its corporate social responsibility efforts, Radyo D continues to give its full support to projects that benefit the entire society especially with respect to education, health and environment and devises its own projects.

In 2012, Radyo D initiated the social responsibility campaign entitled, A Music Room to Every School and renovated the music rooms of and donated musical instruments to state high schools in need. In order to help protect stray animals and draw attention to the needs of animal shelters, Radyo D became a sponsor for activities organized by the Yedikule Animal Shelter and the Day of Love. Radyo D also helped promote the kidney donation campaign by the Turkish Kidney Foundation and raised

social awareness on the issue. Radyo D became the radio sponsor of activities for the World Disabled Day on December 3 in Alanya.

The 24th edition of Heart Week organized annually by the Turkish Heart Association was held with the collaboration of Radyo D in 2012. Radyo D was also the radio sponsor of the Traditional Tennis Tournament organized by Turkish Heart Association. Also, on World Heart Day organized with the radio sponsorship of Kanal D, a cardiovascular heart survey was conducted among the members of the public in Taksim square.

With a view to supporting the development and popularization of equestrian sports, Radyo D became the radio sponsor of the 2012 Winter Equestrian Festival held by the Turkish Equestrian Federation.



DOĞAN BURDA'S SOCIAL RESPONSIBILITY ACTIVITIES

Successfully displaying its social citizenship awareness through its social responsibility activities, Doğan Burda Magazine Group expended efforts to raise awareness in the fields of culture and arts, history, environment, nature and health throughout 2012.

TOG Concept

The book TOG Concept was published and distributed by the Maison Française magazine to support Community Volunteers Foundation (TOG). TRY 150,000 was collected in donations during the campaign that once again placed the TOG Concept project on the agenda.

Social Responsibility Leaders

Every year Capital Magazine organizes the now traditional Corporate Social Responsibility Survey and identifies the social responsibility leaders of Turkey. In March 2012, the Social Responsibility Leaders Survey was organized to create a buzz about social responsibility.

Corporate Social Responsibility

The magazine Ekonomist issued a Corporate Social Responsibility supplement to raise corporate awareness on social responsibility and to encourage companies to undertake social responsibility activities.

Support to Entrepreneurs

Capital magazine organized the Most Popular Companies and Capital 500 surveys and the Ekonomist magazine held the activities for "Women Entrepreneurs" and "The Businessmen of the Year", to support entrepreneurship and successful businessmen in 2012. As part of the Women Entrepreneurs project, awards were given to "Turkey's Top Woman Entrepreneur", "Promising Woman Entrepreneur" and "Woman Entrepreneur Creating a Local Difference". "Turkey's Top Woman Entrepreneur", which drew 5,600 participants last year helps, spread exemplary success stories.

Brands of Anatolia

The sixth edition of the Brands of Anatolia project was organized in 2012. The aim of the project is to raise brand awareness among Anatolian companies, the driving force of the Turkish economy.

Pomegranate Seeds

The magazine ELLE supported the responsibility project entitled Pomegranate Seeds aiming to empower young women who have grown up in orphanages and now suffer from social and economic exclusion. This project helps them to join the Turkish labor market.

Turkey's Most Successful Young CEOs Survey

Every year the magazine Capital organizes the "Marching toward Success" awards with the participation of CEOs age 40 years and younger. These awards draw attention to and encourages Turkey's young professional executives.

Social Responsibility Projects

Successfully displaying its social citizenship awareness through social responsibility activities, Doğan Burda Magazine Group created its own projects and supported others in the fields of culture and the arts, history, environment, nature and health throughout 2012.



Breast Cancer Awareness among Women

To help raise public awareness of breast cancer, the magazine Elele published two special stories concerning celebrities: one in the March issue, focusing on Deniz Uğur who survived breast cancer and the second in the October issue, around the concept “They are not afraid of breast cancer, because they eat healthy.”

Smart Eating for Healthy Living Seminar

The Modern Education Foundation’s Smart Eating for Healthy Living Seminar received media support from the magazine Hello! The money raised from an event organized with the participation of 250 select guests was used to set up a scholarship fund for undergraduate students.

Supporting Culture and Arts

Doğan Burda magazines, especially Tempo, Elle, Hello! and Istanbul Life, have supported culture and the arts events by institutions such as İKSV. ELLE Decoration, supported advancement in the field of design by sponsoring the EDIDA awards, as in previous years.

Green Business

Every three months, Capital magazine issues the Capital Green Business supplement, with a view to supporting a sustainable economic structure and nature-friendly business life.

Atlas Readers Come Together

Atlas magazine continued to organize readers’ meetings to draw attention to environmental issues, giving their support to the tea harvest in Rize, as well as to the pistachio nut harvest in Gaziantep via the “Pistachio Nut Abundance” campaign.

Eco-Friendly Cars Pamukkale Project

In the Pamukkale region governed by the Denizli Governorship, AutoShow magazine organized a press tour entitled “Eco-Friendly Cars.” The Denizli Governorship has decided to limit access to certain areas to only zero-emission cars, with the intention of protecting their cultural heritage and wild life. AutoShow’s Eco-Friendly Pamukkale project is designed to support the Denizli Governorship by raising social awareness in this regard.

Doğan Burda represents Turkey at Cannes Lions Festival of Creativity

The Cannes Lions International Festival of Creativity is the largest organization in its field, bringing together over 10,000 professionals in the communications, marketing and advertising sectors from across the world. Doğan Burda is Turkey’s representative of this festival, supporting creativity and opening horizons for young creators. Doğan Burda carried out various activities to help develop creativity and the advertising industry in Turkey in 2012 and organized the Turkish eliminations of the “Young Lions” competition. It took ten young communications professionals to the international festival to represent Turkey.



SUSTAINABLE BUSINESS MODEL FROM DOĞAN ORGANİK

Established in 2002 with a view to turn Kelkit and its environs into a hub for organic milk production and livestock breeding, Doğan Organik Ürünler is today Turkey's largest organic milk producer with around an annual milk production of 10,000 tons.

The main livelihood in Kelkit is conventional livestock breeding. Prior to 2002, livestock breeding was carried out with informal and outdated methods. Not enough value was created for the national economy and the region's young population migrated to the large cities. Doğan Organik Ürünler embarked upon efforts to prevent migration by resolving the employment issue in the region, raise the awareness of locals, organize and employ them, integrate the region to the economy, offer end-users top quality organic animal products, leave productive lands to the future generations and create a proven, sustainable model for Turkey's agricultural economy.

Kelkit Basin was designated by the Ministry of Food, Agriculture and Animal Husbandry as a pilot zone in Turkey for organic agriculture. The foundations of the Kelkit Organik Süt Sığırcılığı İşletmesi were laid in 2002 and it opened its doors in 2003. In 2005, the Company received an organic production certificate from a certification and control firm (IMO) accredited in the EU and offered to the Turkish market its very first organic milk in July 2005.

The milk production of the Company and its contracted farmers had increased significantly by 2011. As such, Doğan Organik Ürünler not only provided raw milk to the market but also started to offer processed dairy products to the consumers under the M Life brand, created by the national market chain Migros to market healthy and organic products.

Doğan Organik Ürünler is a pioneering and sustainable initiative in socio-economic development. The Company is a pioneer in that it has carried out the very first organic milk production in the country. It is also a sustainable enterprise, since its activities are in accordance with the basic economic

structure of a region which historically has been dependent on animal husbandry. This enterprise gave the local population of Kelkit a new vision in organic agriculture and livestock breeding, and made a significant contribution to regional growth and development.

Based on such an approach, Doğan Organik Ürünler's Kelkit Initiative was named one of the top 10 socially responsible investments in Europe by the European Union Directorate of Business Concerns in 2005. In 2006, Doğan Organik was honored with the Best Agricultural Investment award by the World Food Organization (FAO) on World Food Day.

In 2012, Doğan Organik Ürünler was granted the "Corporate Citizenship" award at the CSS Solutions Marketplace event organized by Turkish Association of Corporate Social Responsibility (TKSSD). Aside from this award, the Company also received the Jury's Second Prize granted by a Selection Committee comprising experts from the national partners of CSR Europe, UNDP and international CSS specialists.

Human Resources

Doğan Holding implements a number of HR initiatives designed to help employees maximize their potential.



Doğan Holding is fully aware that its strong and competent workforce is the main factor underlying its achievements in its business lines. Accordingly, the Holding does its utmost to maximize employee satisfaction and to implement modern day human resources policies in the best manner.

One of the Holding's main objectives is to ensure the continuity of the personal and professional development of employees, and thus to create a well-educated and dynamic workforce capable of taking initiatives.

At Doğan Holding, everyone enjoys equal rights, and no employee is discriminated against based on individual differences such as race, nationality, religion, gender or belief. Holding and Group companies strive to create and preserve a work environment based on equality. The entire management team and all human resources departments expend efforts and take responsibility to achieve this target.

In line with common values and strategies, the human resources activities of Doğan Holding and Group companies are divided into the four main categories of human

resources planning, work analysis based on roles and responsibilities, training and performance and compensation management. These processes are managed with due consideration of sector-specific and local differences.

Accurate Recruitment Strategies

Doğan Holding believes that recruitment strategies are key to corporate success. The Holding selects its human resources with due consideration of candidates' training, experience, career targets and expectations, the qualifications required by the position and the requirements of the Company. The Group makes sure to recruit individuals who are lenient to teamwork, keep a close watch on developments in Turkey and the world, and are open to innovation.

To Sustainable Success with Continuous Training

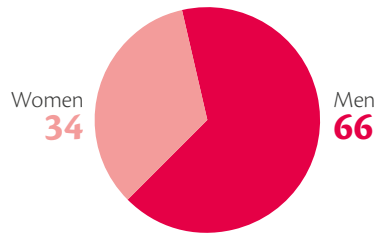
In order to implement the group vision that it has designated, Doğan Holding supports its employees to help them realize their full potential.

To this end, the information, skills and know-how necessitated by the employees are identified and personal and professional training programs are organized accordingly. Such requirements of all the companies under the roof of the Group are evaluated every year and an annual training program is prepared. The program also helps enhance the Group's internal communications. The training program features a number of subjects such as personal development, technical issues, development of managerial skills, law, digital marketing and social media. In addition, solutions designed specifically for individual companies also help enrich the training programs of Group companies.

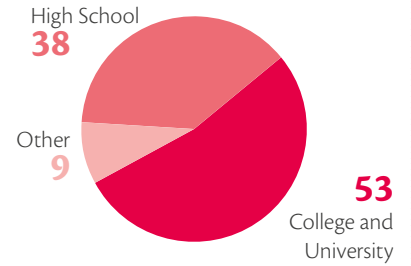
Investing in the Future with the Doğan Talent Project

The Doğan Talent Project put into practice in 2012 aimed at recruiting successful new graduates to the Group and embraces in them the Group culture. The Project included the entire Group.

Doğan Holding Human Resources Profile (%) (In Turkey)



Education Profile (%)



technical excursions and conversations with experts were organized so as to introduce the new employees to the corporate culture and business processes. In addition to all of these, with a view to enhance the teamwork skills and corporate loyalty of the young individuals joining the Doğan Holding Family, and to encourage them to conduct research in business and social responsibility activities, "Project Studies" were organized under the voluntary mentorship of the managers of the Holding and Group companies. These studies were presented to the senior management of the Holding and Group companies by these young talents and their project mentors.

The professional development of the new graduates recruited under the Doğan Talent Project is continuously monitored and assessed by the HR units.

Target Continuity through Strategy Meetings

Strategy meetings are two-day long events including an overnight stay, designed to identify the targets of Doğan Holding and set forward-looking strategies. The participants include Board Members and senior managers. Strategic road maps are prepared at the main meeting. Later on, subsequent meetings focus on issues such as Corporate Reputation and Communications, Energy and Media activities take place.

Preparing for Business Life with Internship Programs

With the belief that internships play a key role in preparing youngsters for business life, Doğan Holding offers high school and university students internship opportunities at Group companies. During internships in Group companies, young individuals get the chance to learn about business processes in various departments and how to support these activities. In 2012, contracted universities, the Turkish Education Foundation, the Aydın Doğan Foundation

Communication Award and Long-Term Internship Program allowed a total of 100 students to complete internships at Doğan Holding and other Group companies.

Aydın Doğan Foundation organizes annually the Young Communicators Competition among media schools to contribute to the education of well-qualified media employees and recruits successful candidates as interns. Accordingly, in 2012, a total of 68 students had the chance to benefit from internships at Doğan Yayın Holding companies.

In 2012, the Holding initiated the Long-Term Internship Program. In this scope, third-year students majoring in Business Administration, Economic and Industrial Management and who are fluent in English were included in a special development program.

These intern students were employed in the Holding's departments such as Financial Affairs, Business Development, Investor Relations, Human Resources, Information Systems and Corporate Communications.

Doğan Holding's Human Resources Profile

As of December 31, 2012, 9,677 employees out of Doğan Holding's total workforce of 13,750 are employed in Turkey. Some 34% of the staff employed in Turkey are women and 53% of them are university graduates.

As of December 31, 2012, 53% of Doğan Holding's personnel in Turkey are in the 22-33 age groups, giving the Company a young employee profile.

Number of Employees (Age) (In Turkey)

| | |
|--------------|-------|
| 24 and under | 1,657 |
| 25-30 | 2,721 |
| 31-38 | 2,997 |
| 39-48 | 1,731 |
| 49 and over | 571 |

Around 3,600 new university graduates applied for the Doğan Talent Project. The initial elimination was carried out by the HR managers of Doğan Holding and Group companies. Afterwards, IQ and English aptitude tests were held among a total of 317 candidates in Istanbul and Ankara. 134 candidates who passed the tests were invited to job interviews. Upon the completion of the selection process, 32 individuals were recruited by Doğan Holding and Group companies in departments such as Business Development, Financial Affairs, Information Systems, Energy, Strategic Planning, Sales and Marketing, Social Media, Advertisement/Advertisement Sales, Product Management, Technology Development, Foreign Acquisitions and Revenue Management to be placed in convenient positions.

The newly recruited graduates received two weeks of in-house and outside training in personal development and skills development as part of the orientation programs designed by HR departments. In addition to these training programs,

Remuneration Policy and Benefits

Annual salary increases of employees are determined periodically and all employees are provided with fringe benefit packages based on their career bands.

At Doğan Holding the remuneration policy is reviewed regularly in order to reflect the prevailing market trends and to recognize the outcomes of the performance evaluation system. The Company's policy is equal pay for equivalent work while respecting market conditions, so as to establish a remuneration policy based on not individuals but job definitions. This philosophy is translated into practice across all Group companies. Annual salary increases of employees are determined periodically as deemed necessary by the employer and they are reflected in paychecks after the approval of the Holding's CEO. In addition to the compensation policy, all employees are provided with fringe benefit packages based on their career bands.

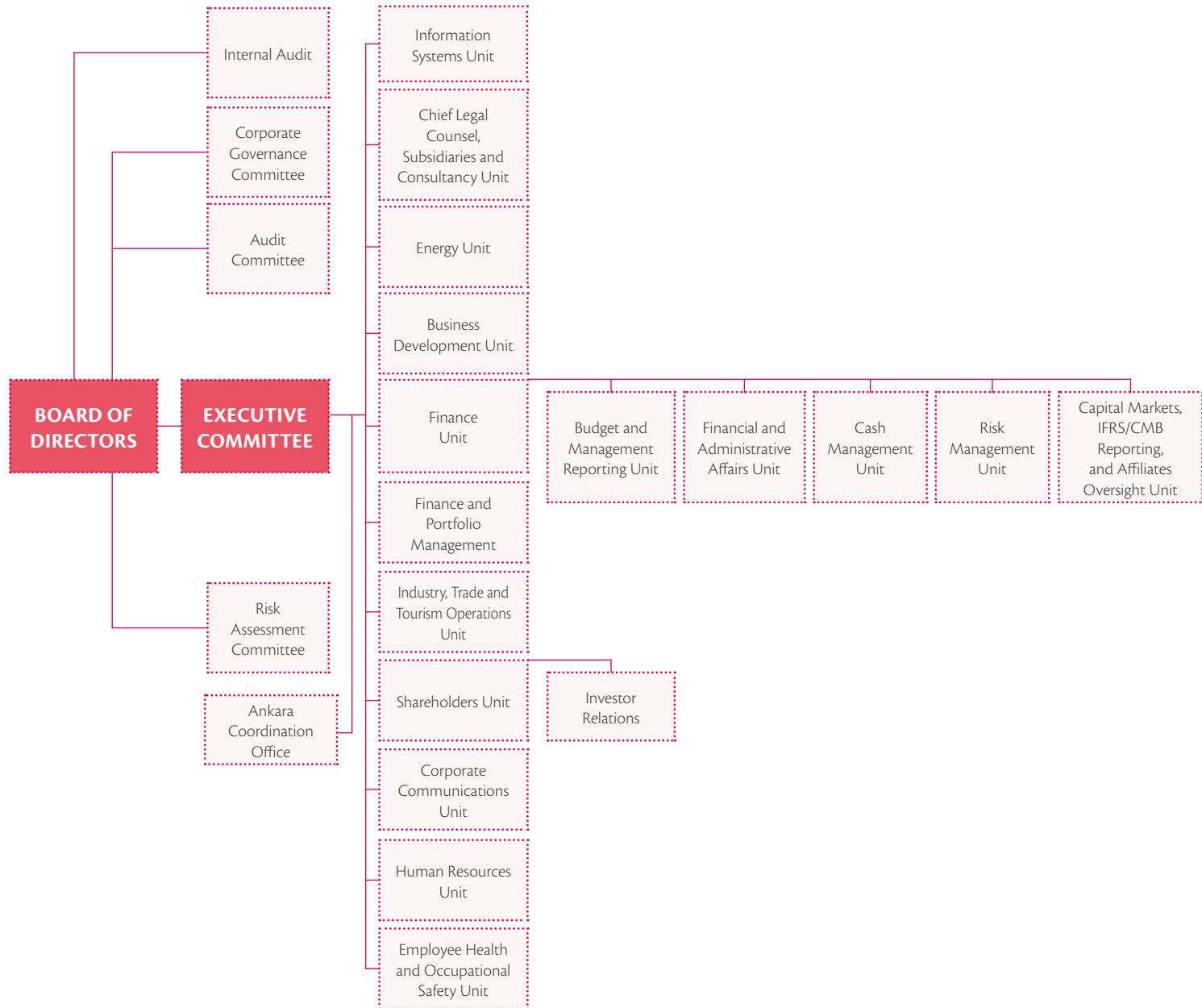
All salaries, benefits and advantages provided to the members of the Board of Directors are decided at the Company's General Assembly meeting every year. The members of the Board of Directors who have executive duties in the Company, in addition to the "attendance fee" they receive for serving as Board members, may also be provided with a monthly salary and related fringe benefits for the tasks they perform within the Company. Senior executives and other personnel who carry out management tasks may also deserve "bonus" or "rewards" based on their performance.

Payments made to key management personnel (TL thousand)

Doğan Holding has designated the Members, Chairperson and Deputy Chairperson of the Board of Directors, General Legal Counselor, Directors and other similar management-level employees as key management personnel. The benefits provided to the key management personnel consist of salary, bonus, health insurance, communication and transportation; the sum of all benefits provided to such key management personnel is disclosed below.

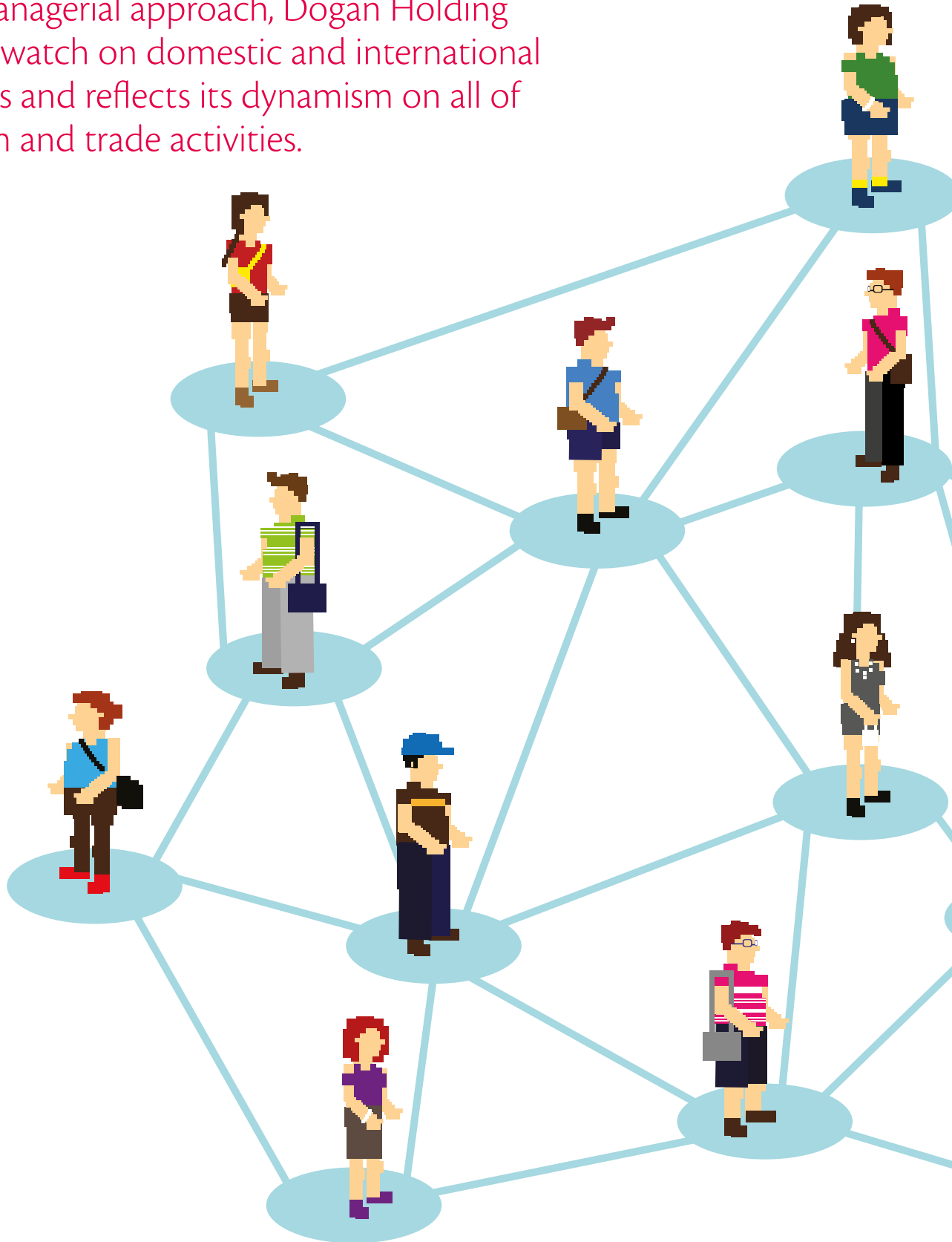
| | 2012 | 2011 |
|--|---------------|---------------|
| Salaries and other short term benefits | 19,842 | 13,683 |
| Post-termination benefits | - | - |
| Other long term benefits | - | - |
| Termination-related benefits | - | - |
| Stock-based compensation | - | - |
| Total | 19,842 | 13,683 |

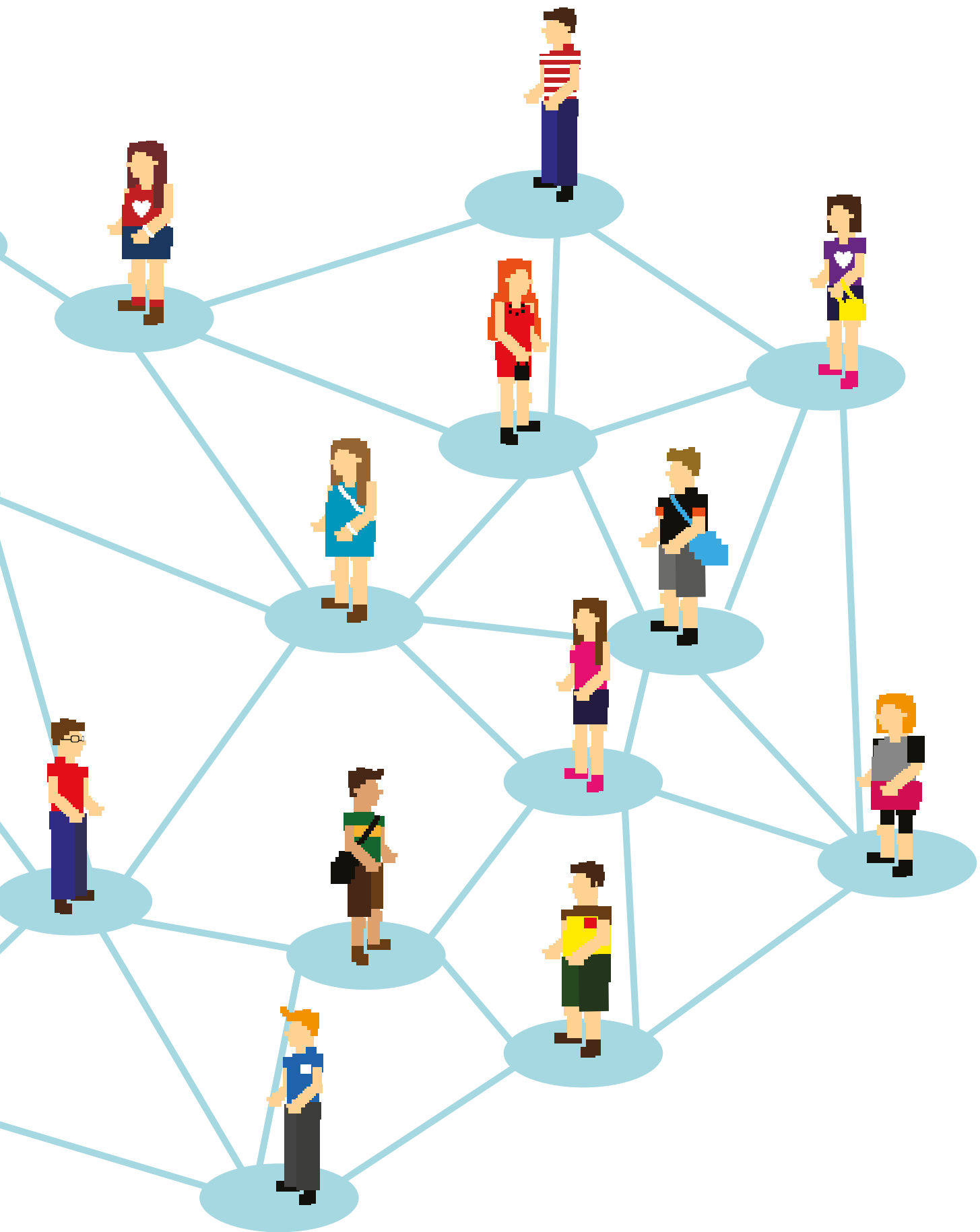
Organization Chart



Corporate Governance

With its competent management team and innovative managerial approach, Doğan Holding keeps a close watch on domestic and international developments and reflects its dynamism on all of its production and trade activities.





Board of Directors



AYDIN DOĞAN **Honorary President**

Born in Kelkit in 1936, Aydın Doğan attended elementary and secondary school in Kelkit and finished high school in Erzincan. From 1956 to 1960, he attended the Istanbul Economy and Commerce Academy. In 1959, he registered with the Mecidiyeköy Tax Office and launched his professional career, trading with sectors including transportation, construction, automotive, commercial vehicle and construction machinery.

In 1961, Mr. Doğan established his first private company, laying the groundwork for Doğan Holding. After conducting wholesale trade until 1970 with this company, Mr. Doğan founded his first industrial company in 1974. In the following years, he joined both the Assembly and the Administrative Board of the Istanbul Chamber of Commerce and served as a Board Member of the Union of Chambers and Commodity Exchanges of Turkey (TOBB).

With the acquisition of the daily newspaper Milliyet, in 1979, Mr. Doğan became a publisher. Today, he is the doyen of national newspaper owners. Between 1986 and 1996, he served as the head of the Association of Turkish Newspaper Publishers. At the World Association of Newspapers (WAN) conference, held in Tokyo in 1998, Mr. Doğan became the first Turkish person to be selected Deputy Chairperson of the Association. In 1999, he was awarded Turkey's Outstanding Service Medal by the Turkish Government for his domestic and international achievements. He established the Aydın Doğan Foundation in 1996, consolidating the social, cultural and educational activities of the Doğan Group under one organization. He received four honorary doctorates in 1999, 2000, 2001 and 2005 respectively, from Girne American University, Aegean University, Baku State University, and Marmara University.

From his first company with three employees in 1961, Aydın Doğan has built one of Turkey's leading groups, providing a vast range of services in fields such as the media and energy, with nearly 25,000 employees in direct subsidiaries, domestic and overseas strategic alliances and commercial representative offices. Doğan Group of Companies continues to add value to the Turkish economy with a rich range of products scattered across a wide geographic area. Doğan Holding's Honorary President Aydın Doğan is married with four children and seven grandchildren.



Y. BEGÜMHAN DOĞAN FARALYALI **Chairperson ⁽¹⁾**

Born in Istanbul in 1976, Begümhan Doğan Faralyalı received her BSc in Economics and Philosophy at the London School of Economics. She began her professional career as a consultant at the NY Office of Arthur Andersen, and then moved to the London office of Monitor Group, where she worked as a consultant for restructuring projects involving some of the most advanced European media and technology.

After earning her MBA degree at Stanford University in 2004, she took office at Doğan Yayın Holding (DYH) as an Executive Committee Member and Vice President for Overseas Investments. There, in charge of the international growth of DYH, she focused on investment opportunities mainly in Europe, including Eastern Europe and Russia.

In 2007, Ms. Faralyalı led the startup process of Kanal D Romania, the first foreign television investment of DYH, and forged its partnership with the Swiss Ringier Group. In two years, the channel managed to rank third overall in total day viewership. At the same time, she worked on the purchase of Trader Media East, traded on the London Stock Exchange, by Hürriyet. Begümhan Doğan Faralyalı played an active role in this project constituting the largest international acquisition by DYH.

After gaining 15 years of overseas experience, she moved back to Turkey in 2009 and became CEO of Star TV. In 2010, she assumed the Presidency of Doğan TV Holding, which also included TV channels Kanal D and CNN Türk. In addition to her role as Chairperson of Kanal D Romania, she has also become Chairperson of Doğan Holding as of January 1, 2012. She is married with two children.



HANZADE V. DOĞAN BOYNER **Vice Chairperson ⁽²⁾**

Hanzade Doğan Boyner is the leading personality in Turkey's online and digital world. As one of the pioneers of e-commerce in Turkey, she founded and led Hepsiburada.com to become the biggest on-line retailer in the region.

As a member of a family that has extensive media interests in Turkey and abroad, she has a wide range of vision from energy to media, on-line businesses to social initiatives. She is currently the Chairwoman of Doğan Online and Doğan Gazetecilik – which includes Posta – the highest selling daily newspaper in Turkey. She also serves as the Vice Chairperson of Hürriyet Newspaper, Doğan Burda and Doğan Holding.

Hanzade Doğan Boyner is actively involved in various non-profit, business and trade organizations. She is the founding member and Vice Chairwoman of Global Relations Forum and serves as the Vice President of World Association of Newspapers. She is also an active participant in several think tanks including the Brookings Institute International Advisory Council, European Council on Foreign Relations, Foreign Economic Relations Board, Association of Turkish Businessmen and Industrialists, Young Presidents' Organization and Association of Woman Entrepreneurs.

A philanthropist, Hanzade Doğan Boyner established and still enthusiastically leads the "Dad Send Me to School" campaign that aims to remove economic and cultural barriers in young female education in Turkey. The campaign already granted 10,500 scholarships and built 33 girls' dormitories across Turkey.

Ms. Doğan-Boyer is a graduate of London School of Economics, has received her MBA from Columbia University and serves on the Columbia Business School Board of Overseers.

⁽¹⁾ Arzuhan Doğan Yalçındağ resigned from her role as Board Member on December 31, 2011 and was replaced by Yaşar Begümhan Doğan Faralyalı on January 1, 2012.

⁽²⁾ Valid as of the same date, Hanzade Vasfiye Doğan Boyner has been serving as Vice Chairperson.

⁽³⁾ Arzuhan Doğan Yalçındağ served as Chairperson in the period from January 1, 2010 until December 31, 2011.



ARZUHAN DOĞAN YALÇINDAĞ

Board Member ⁽³⁾

Since the beginning of her professional life Arzuhan Doğan Yalçındağ has been involved in initiating new projects. In 1990 while working with Milpa brought German mail order company Quelle to Turkey and headed the company until 1993. In 1994 she took part in the establishment of Alternatifbank and served as a board member. A year later she became the CFO of Milliyet Magazine Group. She joined Kanal D in 1996 and was in charge of various departments. One of her major accomplishments was launching of CNN Turk in 2000 which was the result of the negotiations she initiated in 1999 Time Warner Group.

In 2005, she became CEO of Doğan TV Holding, parent company of Kanal D, CNN Turk, DMC, D Production, DSmart satellite platform and radios. While at this post, in 2007 she was elected as the first female chairperson of the country's leading business organization, TUSIAD - Turkish Industrialists' and Businessmen's Association in the organization's 40 year- history. She kept this position until 2010, and then moved to become a member of the TUSIAD's Council of Presidents.

After leaving the chair of TUSIAD, she took over the chair of Dogan Holding from her father, founder of the company, started the era of second generation. She was one of the founding members of Aydın Doğan Foundation in 1996 served on its board until today, and as the chairperson between 2011 and 2012.

Then Foreign Minister, now President H.E. Abdullah Gul appointed her as a goodwill ambassador of Turkey to EU and with this capacity Arzuhan Doğan Yalçındağ launched "Women's Initiative for Turkey in the EU". As she was selected a Young Global Leader by the World Economic Forum in 2005, she was among the founding members of Women Entrepreneurs Association of Turkey (KAGIDER). She also served on the board of the Turkish Education Volunteers Foundation (TECV) between 2002-2006. She also was a founder of the Turkish-American Businessmen Association (TABA) in 1987 and served as a board member. She was one of the founders of the Turkish Third Sector Foundation. She is a founder and a board member of Istanbul Modern Art Museum since January 2004.

She is also on the International Advisory Council of Paley Media Center in New York and Expo 2015 Milano. She was awarded the title of Commander of Italy's Star Order (Commendatore dell'Ordine della Stella d'Italia) in 2009. She is also a World Economic Forum's Industry Partner of Media, Entertainment and Information (MEI) Industry Strategy Group.

Currently, Arzuhan Doğan Yalçındağ is the Chairperson of Doğan TV Holding.

She is married with two children.



VUSLAT DOĞAN SABANCI

Board Member

Vuslat Doğan Sabancı is appointed as President of Board of Directors of Hürriyet on 26th of May, 2010.

In January 2004, she was appointed as President of Executive Committee of Hürriyet. As a top executive of the Company, she was responsible for trading strategy and management of the Company.

During the recent 4 years she worked as President of Executive Committee, Vuslat Doğan Sabancı managed the Company in tandem with a global trading perspective and further reinforced the assets of Hürriyet through acquisitions in the developing media markets. In addition to such initiatives, she upgraded the Company to a competitive level in the new media world through successful online projects. Throughout her term of office, the social existence of Hürriyet is also strengthened through social responsibility campaigns.

Included among the aforementioned initiatives are:

Acquisition of Trader Media East, the most successful online and printed advertisement means of Russia, Commonwealth of Independent States and other countries in the region.

Pioneering the opening of internet website of Hürriyet, thereby initiating and strengthening Hürriyet online version, and making it number-one internet website with Turkish contents.

Opening of online classified ads websites in this new and developing field so as to upgrade and develop Hürriyet also in real estate and automobile advertisements market. Strengthening the existing papers included in Hürriyet portfolio, such as Hürriyet Daily News, and launching Referans paper for business world.

Starting a campaign against domestic (family) violence and another campaign for impressing the human rights idea upon the Turkish people with a view to spreading the democracy to a wider base.

Creation of some certain procedures for institutionalization of internal activities of Hürriyet and for making the management of daily business affairs more objective.

In spite of macroeconomic difficulties caused by the national economy, Hürriyet recorded a material growth under management of Vuslat Doğan Sabancı. Hürriyet stocks became one of the most preferred and looked for stocks of foreign investors in Istanbul Stock Exchange.

Vuslat Doğan Sabancı has participated Hürriyet newspaper as the Vice President – Advertisements in 1996. When she was promoted to Marketing Operations Group Head post of the newspaper three years after, her duties and responsibilities extended to marketing, sales, human resources and Information Technologies (IT) as well.

Before participating Hürriyet, Vuslat Doğan Sabancı worked in the editor-in-chief's office in The New York Times for one year, and thereafter, she contributed to establishment of Asian Business World News Channel and Latin America Edition of The Wall Street Journal.

Vuslat Doğan Sabancı is graduated from Faculty of Economy in Bilkent University, and continued her education in Columbia University, New York and is awarded a postgraduate diploma in the International Media and Communications field therein.

Vuslat Doğan Sabancı is honorary board member of the Vienna-based International Press Institute of which she served as vice president until 2008. Ms. Sabancı is also Member, Executive Board, Endeavour Turkey. She is married with two children.

Board of Directors



YAHYA ÜZDİYEN **Executive Director ⁽¹⁾**

Born in 1957, Yahya Üzdiyen graduated from the Department of Business Administration at Middle East Technical University in 1980. Between 1980 and 1996, he worked as a trade and investment specialist and manager in several privately owned companies in Turkey and abroad.

Between 1997 and 2011 he assumed the position of Strategy Group President at Doğan Holding and became Deputy Chairperson on January 18, 2011. During this period, he played an important role in the acquisition, partnership and sale of Group companies, such as POAŞ, Ray Sigorta and Star TV. Presently acting as Board Member in many of the Group companies, Mr. Üzdiyen has served as Doğan Holding's CEO since January 24, 2012.

Yahya Üzdiyen is married with two children.



İMRE BARMANBEK **Board Member**

Born in 1942, İmre Barmanbek graduated from the Faculty of Political Science at Ankara University with a degree in Economics and Finance. She started her career as Assistant Tax Inspector at the Tax Inspectors Board of the Ministry of Finance where she later became Tax Inspector. From 1969 to 1972, she worked as Planning Specialist in Incentive Implementation at the State Planning Organization and later returned to her post at the Ministry of Finance. From 1975 to 1977, she served as a member of the Tax Appeal Commission.

Following her successful career with the Ministry of Finance, she began working in the private sector. She joined Doğu Akü, a joint enterprise between the Koç and Doğan Groups, as Treasurer and was later promoted to General Manager. Continuing her professional career as Financial Coordinator at the Doğan Group, Ms. Barmanbek became Chief Financial Officer in 1998. From 1999 to 2002, she served as the General Coordinator and Chief Executive Officer of the Group.

Her dynamic management style and the importance she places on value-added growth in the Doğan Group brought her the "Best Woman Manager of the Year" Award from Dünya newspaper in 2001. She was named among Fortune's "Most Powerful Business Women" two years in a row, in the 33rd place in 2001 and 22nd place in 2002. İmre Barmanbek has also served as the Deputy Chairperson at Doğan Holding from 2003 until 2012.

İmre Barmanbek is married with one child.



ERTUĞRUL FEYZİ TUNCER **Independent Board Member**

Ertuğrul Feyzi Tuncer was born in 1939. He received his BA in Business Administration and Economics from Robert College in 1964. Later, he obtained an "Executive Management" certificate from University of Stanford.

He started his professional career in 1967, as Regional Director and Director of Investments at Mobil Oil Türk A.Ş. and eventually became General Manager in 1990. In 1994, he served as Chairman at ATAŞ Anatolian Refinery, and then became General Manager of BP Mobil Turkey Joint Venture.

In 2000, he resigned from both of these positions to continue his career as General Manager and Board Member at Petrol Ofisi A.Ş. In 2005, he became Board Member at Doğan Holding. In 2006, at Tuncer Consulting Services and Trade, he became the founder and partnership manager of CASE Consulting Energy.

⁽¹⁾ Yahya Üzdiyen was appointed Board Member as of January 18, 2011 and assumed the position of Vice Chairperson as of the same date.



TAYFUN BAYAZIT
Independent Board Member

Tayfun Bayazit received his Bachelor's Degree in Mechanical Engineering in 1980 and then graduated from Columbia University with a master's degree in Finance and International Relations in 1983. Mr. Bayazit began his career with Citibank.

In 1999, he was appointed Deputy Chairman of Doğan Holding and Managing Director of Dışbank. Leaving his position at Doğan Holding in April 2001, he became Chief Executive Officer (CEO) of Dışbank, a member of the same corporate group. In 2003, Mr. Bayazit was elected Chairman of the Bank. When Fortis acquired a majority stake in Dışbank in July 2005, he was appointed CEO of Fortis Bank and also became a member of Fortis Global Executive Committee. At a general assembly of the Bank in May 2006, he was elected Chairman of its Board of Directors.

In 2007, he returned to Yapı Kredi (a joint venture of UniCredit and Koç Group) as Managing Director and General Manager, and later became Chairman in 2009.

In August 2011, he resigned from Yapı Kredi to establish the company Bayazit Danışmanlık Hizmetleri, where he currently serves as President.

A Board Member at Turkish Businessmen and Industrialists Association (TÜSIAD), Mr. Bayazit also plays an active role in such NGOs as Turkish Education Volunteers Association (TEGV) and Turkish Corporate Governance Association (TKYD).



ALİ AYDIN PANDIR
Independent Board Member

Born in 1956 in Istanbul, Ali Aydın Pandır graduated from St. Georg Austrian High School in 1975. He completed his undergraduate studies at Istanbul Technical University, Department of Mechanical Engineering in 1980.

Following graduation, Mr. Pandır started his professional career in 1980 at Tekersan Firması, as Design Engineer, before becoming Workshop Manager at the same firm. In 1990, he joined General Motors as Director of After-Sales Services and played an active role in the establishment of Opel's Turkish service and spare part distribution network. Serving Adam Opel and General Motors as Director of International After-Sales Services, Pandır managed after-sales support and spare parts services for Opel vehicles across Eastern Europe, Asia, the Middle East, Africa and South America.

As GM's Director of New Vehicle Projects, Ali Pandır established spare parts distribution systems in India, Thailand, Taiwan, Japan and People's Republic of China, so as to expand the Company's sales and distribution network in the Asia-Pacific region. After assuming this critical role, he led the way in establishing the outsourced spare parts distribution concept at GM Group, through various practices in developing countries. He created a spare parts distribution network in the People's Republic of China for new GM joint ventures. Mr. Pandır also established GM Storage and Commerce Company at the Shanghai Free Trade Zone and took office as CEO of the said firm. As GM's Asia-Pacific Regional Director, he set up a spare parts distribution and supply chain system across the Asia-Pacific region. In addition to these duties, he also assumed the title of GM Supply Chain Council Member and served as Board Member at TLİ, a joint venture by Singapore National University and Georgia Tech USA Logistics Institute. He played a key role as the Director in charge of the sales, marketing and distribution of GM cars and spare parts by GM's commerce and Distribution Company in Singapore across the entire Asia-Pacific region. As GM's President of Indonesia, he managed the restructuring and consolidation of GM's business in

Indonesia, and established a joint venture with various local Asian partners to produce and distribute commercial and passenger vehicles.

For five years Ali Pandır served as CEO of Tofaş, Turkey's largest auto manufacturer and market leader, a joint venture of Italian Fiat Group and Turkish Koç Group, and managed to increase Tofaş's production capacity from an annual 250 thousand to 400 thousand.

Currently Mr. Pandır is Country President at Fiat SpA, Board Member at faş (Fiat JV), Türk Traktör (CNH JV), Iveco and Magneti Marelli Türkiye, representative at Fiat SpA (Fiat/Chrysler) and Fiat Industrial (Iveco/CNH), New Business Development Officer at Fiat and Fiat Industrial, Independent Board Member at Prysmian Türkiye (cables) and Ghabbour Egypt (automotive). He is fluent in English and German.

Executive Committee



YAHYA ÜZDÜYEN
President

Born in 1957, Yahya Üzdüyen graduated from the Department of Business Administration at Middle East Technical University in 1980. Between 1980 and 1996, he worked as a trade and investment specialist and manager in several privately owned companies in Turkey and abroad.

Between 1997 and 2011 he assumed the position of Strategy Group President at Doğan Holding and became Deputy Chairperson on January 18, 2011. During this period, he played an important role in the acquisition, partnership and sale of Group companies, such as POAŞ, Ray Sigorta and Star TV. Presently acting as Board Member in many of the Group companies, Mr. Üzdüyen has served as Doğan Holding's CEO since January 24, 2012.

Yahya Üzdüyen is married with two children.



SONER GEDİK
Member

Soner Gedik was born in 1958 in Eskişehir. He studied Economics and Finance in the Faculty of Political Sciences at Ankara University. Having successfully passed the placement test in 1981, he joined the staff of tax specialists at the Ministry of Finance where he was later promoted to Tax Inspector in 1985 with the highest degree of the period. He worked as a public servant for six years, auditing leading private and public companies and honing his skills and expertise in finance. In 1987, he joined the Finance Department of Hürriyet Holding A.Ş. to serve as Financial Consultant to the President of the Group Executive Board. From 1989 to 1998, he served as a Board Member and the Vice President of Hürriyet Gazetecilik A.Ş. He played a key role in the founding of Doğan Yayın Holding in 1998 and continued his contributions as CFO and Vice President.

Presently, he serves as Executive Committee Member of Doğan Group of Companies and Vice Chairperson at Doğan Yayın Holding A.Ş. Soner Gedik is married with four children.



AHMET TOKSOY
Member

Ahmet Toksoy was born in 1959 in Istanbul. In 1981, he graduated from the Department of Finance, Faculty of Management at Istanbul University. After his position as auditor at the Ministry of Finance from 1984 to 1989, Mr. Toksoy joined Hürriyet Holding as a Member of the Audit Committee. After serving as Assistant Finance Manager at Hürriyet newspaper from 1990 to 1991 and Finance Manager from 1991 to 1995, he worked as a Certified Public Accountant at Aktif Denetim Yeminli Mali Müşavirlik for three years. In 1998, he took a post at Hürriyet Newspaper as Financial Affairs Group President and served in this position for many years (1998-2009) until he was appointed the President of Audit and Risk Management of Doğan Holding at the beginning of 2010. Presently a Board Member of Doğan Gazetecilik, Çelik Halat, Ditaş, Milta and other Group companies, Mr. Toksoy has served as CFO since September 2011. Ahmet Toksoy is married with one child.

Internal Audit and Control

Following restructuring, the Internal Audit and Internal Control processes are regularly reviewed under the responsibility of the Vice Presidency of Audit in an impartial, independent and transparent fashion. An active communication flow is maintained among Audit Committee, Corporate Governance Committee and Board of Directors. In this regard, the actions suggested by the Vice Presidency of Audit and approved by the Board of Directors are put into practice by the Executive Committee.

During the year, the Vice Presidency of Audit carried out fixed asset and inventory counts, liquid assets checks and tests, expenditure, cost and productivity analyses; made suggestions as to the advancement of intra-Group synergy; followed up measures taken by Group companies -all with a view to preserve the Company's assets and improve the internal control activities in this field.

During this process, information, interaction and communication was continuously shared with all departments, and planning, coordination, experience transfer, and field work concerning the internal audit and control processes of Doğan Yayın Holding companies was continued as in every year.

The targets for 2013 include focusing on audit and supervision activities especially in information systems, updating the internal audit manuals in line with COSO/COBIT standards, and standardizing existing procedures.

Risk Management

In an effort to minimize and manage risks specific to the industries in which Doğan Holding is active, members of the Executive Committee, senior executives and department managers were administered training on applicable regulations.

Within the scope of its risk management policies, Doğan Holding defines and measures fiscal, operational and compliance risks as well as financial risks, in addition to providing recommendations to Group companies according to available data. The Holding's Finance Division is responsible for the management of fiscal, operational and compliance risks while financial risks are handled by the Vice Presidency of Finance and Portfolio Management.

Fiscal, Operational and Compliance Risk Management

Efforts for defining, identifying and monitoring the risks that the Group companies are exposed to, as well as risk management activities for controlling and mitigating such identified risks are performed under the coordination of the Holding's Finance Division in conjunction with the senior management of the Group companies.

In an effort to minimize and manage risks specific to the industries in which Doğan Holding companies are active, members of the Executive Committee as well as other senior executives and department managers were administered training on applicable regulations. Consequently, risk perception was instilled and risk awareness was created at all levels of the Company. In addition, the project to put in place early warning systems for fiscal and operational risks using information systems tools is also ongoing.

The management of tax, commercial law and capital markets compliance risks, which are a major component of fiscal, operational and compliance risks, is carried out under the coordination of the relevant Vice Presidents of the Holding's Financial Affairs Division by the Audit and Risk Management

units, with the occasional support of audit and certified public accounting firms. Group companies are constantly monitored against risks with such audit and control activities.

As per Article 378 of the Turkish Commercial Code (Law No. 6102), Doğan Holding Board of Directors has set up a Risk Assessment Committee with a view to detecting as early as possible all the risks which could jeopardize the presence, development and continuity of the Company, taking necessary action against such risks, managing risks and reviewing the risk management systems at least once every year.

Financial Risk Management

Due to its activities, Doğan Holding is subjected to a range of risks such as credit risk, market risk (foreign currency, interest risks, price) and liquidity risk. Financial risk management aims to minimize the adverse effects caused by the variability of the financial markets on the fiscal results.

To be able to avoid these financial risks, the Group uses the options of recording foreign currency positions on a Holding-basis in consideration of the Group companies' foreign currency liabilities, Positioning the Group in line with its liabilities according to the cash conditions of the Group Companies and limiting the volume of derivative liabilities.

Financial risk management is conducted by individual subsidiaries and affiliates subject to joint management, within the framework of the general guidelines set by the Board of Directors.

The Centralized Treasury System enables the daily market values (including options and forward transactions) of any financial instrument to be calculated. Adopted in 2011, this system allows for the follow-up of financial risks and the management of assets and liabilities. With the financial risk management system, foreign currency and interest risks are calculated according to market yield curves and reported on a daily basis. The Centralized Treasury System also features the portfolio management software, which helps report the financial cash flow and portfolio efficiency on a daily basis for every company and for the whole Group.

Credit Risk

Credit risk is the risk of the other party's non-fulfillment of its contractual obligations, in the contracts signed by the Group. This risk involves the Group Companies' receivables, particularly from advertising.

-The Media

The Group controls its credit risk primarily by credit assessment through its factoring firm and by assigning credit limits to counter parties, hence creating a data center. Credit risk is distributed due to the high number of organizations in the client-base and their distribution among diverse business fields.

-Other

These risks are controlled by limiting the average risk for the counter-party (except related parties) in each contract, and by demanding collaterals when required.

Interest Rate Risk

-The Media

The Group is subject to interest rate risk due to changes in interest rates, which affect its assets and liabilities sensitive to interest rates. The Group manages this risk by the limited utilization of derivative instruments and the natural measures generated by offsetting its assets and liabilities sensitive to interest rates.

- Other

The financial liabilities of other departments of activity expose these to interest rate risk. The financial liabilities of such departments mostly consist of borrowing at variable interest rates.

Liquidity Risk

Prudential liquidity risk management consists of keeping a sufficient amount of cash to meet short term payments, through short term deposits and securities that can be rapidly turned into cash; funding investments through sufficient credit facilities; and the ability to close market positions when necessary.

For each department of activity under the Group's umbrella, the risk concerning the funding of current and future borrowing requirements is managed by ensuring the continuous availability of a sufficient number of high quality credit providers.

Foreign Currency (Exchange) Risk

Döviz kuru riski, döviz cinsinden borçlu The Group bears foreign currency risks related to changes in exchange rates as a result of conversions of foreign currency debt amounts to the functional currency. These risks are monitored and limited through foreign currency positions analysis.

The Group is mainly subject to foreign exchange risks in terms of US dollars and euros, and the impact of other currencies is negligible.

| TL Thousand | December 31, 2012 | December 31, 2011 |
|--|-------------------|-------------------|
| Assets in foreign currency | 2,950,154 | 3,448,658 |
| Liabilities in foreign currency | (3,223,186) | (3,043,140) |
| The net asset position of derivative instruments outside the balance sheet | 47,586 | 72,460 |
| Net foreign exchange position | (225,446) | 477,978 |

Capital Risk Management

Doğan Holding's capital risk management efforts are aimed at providing return to its partners and benefit to other shareholders, and accordingly, maintaining the optimal capital structure ideal for the Group's activities. The Group can issue new shares to preserve or reorganize its capital structure and sell assets to decrease its borrowing levels.

To preserve or reorganize its capital structure, the Group can change the dividend amount to be paid to partners, can return capital to the shareholders, issue new shares or sell assets to cut borrowing levels.

The Group monitors its capital through the ratio of net liabilities/total capital. The net liabilities are calculated by subtracting liquid assets, derivative instruments and tax liabilities from total liabilities. Total capital is calculated by adding Shareholders' Equity and net liabilities, as shown in the consolidated balance sheet.

Legal Risks

There are no lawsuits filed against Group companies, which could jeopardize the continuity of their activities or damage their financial structure. The legal disputes and cases related to the activities of Group companies are monitored by the attorneys at the Legal Affairs Department under the umbrella of Doğan Group of Companies, in a centralized fashion. As such, attorneys specialized in various areas of law can

offer their services to all the subsidiaries of the Group. Besides, this centralized legal apparatus also provides consultancy services to the Group and its subsidiaries, and coordinates the purchase of services form outside legal experts.

Information Technology Risks

The procurement, production, sales and accounting processes across Group companies are managed via applications and modules on an integrated information system (SAP), and the reports concerning these transactions are also produced through this system.

The Group keeps a close watch on technological progress, and embraces these according to the needs of Group companies. The Group also continuously monitors the adequacy, efficiency, access, reliability and sufficiency of the services delivered through its Information Technologies system. In this regard, every year, Group companies identify the processes and activities they need with regards to IT, and accordingly the Group undertakes IT investments to meet these demands.

Corporate Governance Principles Compliance Report

DECLARATION OF COMPLIANCE WITH PRINCIPLES OF CORPORATE GOVERNANCE

Doğan Şirketler Grubu Holding A.Ş. ("Doğan Holding" or "the Company") exerts maximum care to comply with the Capital Markets Board's ("CMB") Regulations and Resolutions, and embraces the concepts of fairness, transparency, accountability and responsibility, which form the essence of corporate governance.

The corporate governance rating score of Doğan Şirketler Grubu Holding A.Ş. that has been included into the ISE Corporate Governance Index since November 4th, 2009, was revised to 9.03 (90.31%) from 8.59 (85.89%) by SAHA Corporate Governance Rating Company ("Saha") licensed by the Turkish Capital Markets Board, with a report issued on November 5, 2012. The rating methodology utilized is based on the Corporate Governance Principles of the CMB.

In accordance with CMB's Council Resolution on the issue, the final rating score of 9.03 was made up of the following scores assigned per each main section according to certain weights, as determined after the 2012 rating process:

| | |
|----------------------------------|-------|
| Shareholders | 88.79 |
| Public Disclosure & Transparency | 95.36 |
| Stakeholders | 91.96 |
| Board of Directors | 83.76 |

This rating upgrade is considered to be an indication of the importance attached by Doğan Holding to corporate governance, its willingness to manage this process dynamically and continuously, and finally the improvements effected since the publication of the initial rating report. The Articles of Association was amended in order to keep abreast of recent changes in corporate governance and to comply with the CMB's regulations and resolutions, and approved as such by the Ordinary General Assembly.

The Corporate Governance Committee continues its efforts to improve the governance activities. The Company complied with the Corporate Governance Principles rendered obligatory by CMB's regulations and resolutions during the fiscal year that ended on December 31, 2012. We believe that under the current circumstances, the items in the Principles that we fail to fully comply with as of yet do not give rise to a major conflict of interest.

The Company's Corporate Governance Rating Report and Corporate Governance Compliance Report issued by Saha Kurumsal are available on the Company's website at www.doganholding.com.tr.

Best regards,



YAHYA ÜZDÜYEN
EXECUTIVE DIRECTOR AND CEO



YAŞAR BEGÜMHAN DOĞAN FARALYALI
CHAIRPERSON

PART I – SHAREHOLDERS

2. Shareholder Relations Unit

2.1. Exercise of shareholder rights is conducted in compliance with the relevant legislation, the Articles of Association and other in-house rules. All necessary measures are taken to facilitate exercise of these rights.

2.2. The Shareholder Relations Unit was established on March 18, 2009 to monitor relations between shareholders and the Company and to ensure that the requirements pertaining to shareholders' rights concerning access to information are fully met. The Shareholder Relations Unit functions in accordance with Capital Market Legislation and CMB regulations and the Articles of Association. The Unit's primary duties are as follows:

- a) To ensure that shareholder records are kept accurately, safely and up-to-date;
- b) To respond to shareholders' written requests for information about the Company excluding those that constitute a trade secret or privileged information;
- c) To ensure that the General Assembly meetings are held in accordance with relevant legislation, the Company's Articles of Association and other in-house rules;
- d) To prepare documents to be delivered to shareholders at General Assembly meetings;
- e) To keep the records of voting results and to ensure that all reports related to the resolutions are sent to the shareholders;
- f) To supervise and to oversee all issues concerning public disclosure to make certain that they comply with the current legislation in all respects and the Company's Public Disclosure Policy;
- g) To ensure capital markets compliance activities are carried out;
- h) To ensure that investor relations activities are conducted.

2.3. Murat Doğu is in charge of coordinating the Shareholder Relations Unit.

2.4. In the year 2012, the requests for information from shareholders or investors were answered in line with Capital Market Legislation and CMB regulations and resolutions; and relevant information and documents were delivered to shareholders in line with the principle of equality, with the exception of confidential data or commercial secrets. In this regard, the Unit held or participated in various analysts' meetings.

In order to provide information to institutional investors residing overseas, visits were organized in 2012 to London and New York, cities with the largest concentration of investors interested in emerging markets. In addition, meetings were organized in Istanbul with the intermediation of institutional investors to enable face-to-face interaction with corporate shareholders headquartered overseas.

Reporting to the Shareholder Relations Unit are the investor relations, legal affairs, and financial affairs staff. The Unit's manager is the Deputy President, Finance, Capital Markets, IFRS/CMS Reporting and Affiliates Oversight, Dr. Murat Doğu, whose his contact details are as follows:

| Full Name | Title | Tel | E-mail |
|------------|---|-----------------|---------------------------|
| Murat Doğu | Deputy President, Finance, Capital Markets, IFRS/CMS Reporting and Affiliates Oversight | (216) 556 90 00 | mdogu@doganholding.com.tr |

At the Company's corporate website at www.doganholding.com.tr, information about the Company is presented to shareholders in a regular and up-to-date fashion to in both English and Turkish.

2.5. Utmost care is taken to meet requests and comply with legal requirements and the Articles of Association. No written or verbal complaint reached the Company in 2012 concerning the exercise of shareholders rights, nor is the Company aware of any legal proceedings initiated against it in this regards.

3. Shareholders' Right to Obtain and Evaluate Information

3.1. The Company does not discriminate among shareholders on the issue of exercise of shareholders' right to obtain and evaluate information, including minority and foreign shareholders.

3.2. The information requests received from shareholders in 2012 were tried to be responded in a timely manner, as per Capital Market Legislation and CMB regulations and resolutions.

3.3. Presentations and financial information on developments about the Company, and all information which could affect the shareholders' exercise of their rights are made available in an up-to-date fashion on the Company's web site at (www.doganholding.com.tr).

3.4. The Articles of Association currently do not recognize requests for the assignment of a special auditor as an individual right. Shareholders did not demand the appointment of any special auditors during the reporting period. However, depending on the legislative developments in the upcoming period, this right might be incorporated into the Articles of Association.

4. General Assembly Meetings

4.1. The Company's Ordinary General Assembly meeting on the activity results of 2011 was held on June 27, 2012 at the Company's headquarters, at the address of Burhaniye Mahallesi Kısıklı Caddesi No: 64 Üsküdar-Istanbul. Invitations to the meetings were published, as stipulated in the Company's Articles of Association, in the nationwide Posta newspaper and in the Turkish Trade Registry Gazette and announced on the PDP (Public Disclosure Platform) System.

4.2. Before the General Assembly meetings, the Information Memorandum, including meeting agenda and legal grounds of the agenda, the General Assembly Participation Procedure, outlining the procedure for participating in the General Assemblies, as well as information notes featuring the necessary notifications required by Capital Markets Board's Communiqué Series: IV, No: 56 on the Determination and Application of Corporate Governance Principles were presented to the shareholders. No request to include a new agenda item to the General Assembly Meeting was received from the shareholders. All announcements and notifications comply with the Turkish Commercial Code, Capital Markets Legislation, CMB regulations and resolutions as well as the Articles of Association.

Corporate Governance Principles Compliance Report

4.3. The method of holding General Assembly meetings ensures attendance of the maximum number of shareholders. With a view to complying with the Turkish Commercial Code's provisions, an amendment to the Articles of Association will allow the General Assembly to be organized online. At the General Assembly where the accounts and activities of the year 2012 will be discussed, shareholders will have the chance to participate online. This action is in compliance with CMB's resolution dated February 1, 2013 and numbered 4/89.

4.4. General Assembly meetings are carried out with the simplest possible procedures, at the lowest possible cost for the shareholders and in a manner that does not create any inequality among shareholders.

4.5. General Assembly meetings are held at Company headquarters in Istanbul to facilitate the participation of shareholders.

4.6. The Company does not have any registered shares. All share certificates are dematerialized with the Central Registry System (CRS).

4.7. As regards the Ordinary General Assembly meeting, the Balance Sheet and Income Statement for the accounting period from January 1, 2011 until December 31, 2011, Board of Directors Annual Report, Board of Directors' dividend distribution proposition for the year 2011, the announcement text, reports by the Audit Committee and the independent audit firm, amendments to the Articles of Association, General Assembly Participation Procedure, General Assembly Information Memorandum and Proxy Voting Form, as well as the information notes featuring the necessary notifications required by Capital Markets Board's Communiqué Series: IV, No: 56 were made available for the scrutiny of the shareholders as per CMB's regulations and resolutions, as well as the Articles of Association, 21 days prior to the Ordinary

General Assembly meeting and published on the website at www.doganholding.com.tr. Inquiries received from shareholders after the announcement of the General Assembly meeting were answered by the Shareholder Relations Unit. There have been no major changes to the management or operational organization of the Company during the previous reporting period. Any such changes that may arise will be announced to the public in compliance with the relevant legislation.

4.8. During the General Assembly meetings, agenda items are presented in an objective, detailed, clear and comprehensible manner, and shareholders are given equal opportunity to voice their opinions and ask questions, thus creating a healthy discussion environment. In 2012, the Company did not receive any written requests from the shareholders for adding items to the agenda.

4.9. There were no suggestions about the agenda of the Ordinary General Assembly meeting, or demands to add new agenda items. At the meeting, questions by some shareholders on the agenda were responded to by the meeting council.

4.10. At the Ordinary General Assembly, the shareholders were informed about donations of TL 2,087,000 made by the Company to foundations, associations, public agencies and institutions in 2011.

4.11. At the General Assembly meeting, votes were cast through open ballot, by raising hands. Voting procedures were announced to the shareholders by the meeting announcements (in the procedures section) and at the beginning of the meeting.

4.12. General Assembly meeting decisions require the presence of shareholders or their proxies representing at least half of the Company's capital. Some 62.71% of the capital was present at the Ordinary General Assembly meeting.

4.13. Minutes of the General Assembly meeting were available at Company headquarters and were faxed to shareholders upon request. Additionally, General Assembly meeting minutes are available at the corporate web site at www.doganholding.com.tr.

4.14. General Assembly meetings were attended by shareholders, some Board Members, Company employees and independent auditors, but not by other stakeholders or the media.

5. Voting Rights and Minority Rights

5.1. The Company avoids practices that make it difficult to exercise voting rights; all shareholders are given the opportunity to exercise their voting rights in the easiest and most convenient manner.

5.2. No upper limits are defined for the voting of any shareholder.

5.3. There are no preferred stocks or different classes of shares in the Company.

5.4. Each share is entitled to one vote in the Company.

5.5. There is no Company regulation that restricts the exercise of shareholder voting rights for a certain period of time following the acquisition date of shares.

5.6. The Articles of Association do not contain any provision that prevents non-shareholders from voting as proxy as representative of a shareholder.

5.7. The Articles of Association do not provide for cumulative voting.

6. Right to Dividends

6.1. There is no privilege granted to any individual in the distribution of dividends.

6.2. Doğan Group of Companies carries out its dividend distribution in line with the stipulations of the Turkish Commercial Code, regulations and resolutions of the Capital Markets Board, Tax Laws, other applicable legislation, the Articles of Association and the Dividend Policy outlined by the Board of Directors.

According to the Articles of Association,

Net profit is calculated by deducting all paid and accrued Company expenditure, depreciation, paid premiums and bonuses, provisions for income taxes to be paid by the legal entity of the Company, along with other financial obligations, from total income at the end of the accounting period.

Afterwards,

- the losses (if any) from previous years,
- and the amounts determined by the Capital Markets Board

- are deducted from net income,
- reserves set at 5% by the Turkish Commercial Code and other relevant regulations,
- and the first dividend at the rate and amount determined by the Capital Markets Board are set aside.

The General Assembly is authorized to determine, in accordance with the dividend distribution policy of the Company, whether the remainder is to be considered money held in reserve or to be distributed.

One-tenth of the amount obtained by reducing 5% of capital from the funds to be distributed among shareholders and other persons with a share in profits will be considered secondary legal reserve as determined by Paragraph 3 of the second section of Article 466 of the Turkish Commercial Code.

According to the Code, unless the required amount of legal reserves are set aside, or unless the primary dividend to be distributed to the shareholders in the form of cash and/or shares is distributed, no decision can be made on setting aside other reserves, transferring profits to the

next year or paying dividends to preferred shareholders or to other shareholders with participation, founder's or regular share certificates, to Board Members, or employees and workers, or to foundations and similar individuals and/or institutions listed in the Article 4 of the Articles of Association.

6.3. According to the Articles of Association, the Board of Directors may decide to make advance dividend payments; provided that it is authorized by the General Assembly and that such action complies with Capital Markets Legislation, and the Capital Markets Board's regulations and resolutions. The authority granted by the General Assembly to the Board of Directors to make advance dividend payments is limited to the year it was granted. No decision can be made for additional advance dividend payments or distribution of dividends unless advance dividends for the previous year have been fully offset.

6.4. The Company's dividend policy has been defined as "The attributable profit will be distributed in cash and/or as bonus shares in a way that will optimize the Company's financial position within the context of the legislation it is required to comply with, its growth strategy, investment and financing needs in the industry, as well as conditions in the national and international economy," with a Board of Directors decision dated April 30, 2007 and numbered 109. This has been announced to the public in the Annual Report and published on the corporate website www.doganholding.com.tr.

6.5. In line with CMB regulations, at the Company's Ordinary General Assembly for the year 2011, no dividend was distributed since the consolidated financial statements as of December 31, 2011 showed no distributable profit for the period; financial statements prepared in accordance with Turkish Commercial Code and Tax Procedures Code showed a profit for the period, which however was transferred to extraordinary reserves after the deduction of the First Legal Reserves.

7. Transfer of Shares

7.1. The Company's Articles of Association do not contain any provisions to impede transfer of shares.

PART II - PUBLIC DISCLOSURE AND TRANSPARENCY

8. Public Disclosure Policy

8.1. The main purpose of the Disclosure Policy of the Company is to provide fair, timely, accurate, complete, understandable, analyzable and easily accessible information to shareholders and stakeholders about the Company's prior performance, and information and developments related to its future outlook. The Public Disclosure Policy of the Company is available at www.doganholding.com.tr.

8.2. To this end, the Company holds or participates in meetings with the participation of investors, analysts and the media, in addition to issuing material disclosures, and publishing periodical financial statements and annual reports. In conjunction with this, members of the Board of Directors and the Executive Committee attend these meetings to make presentations.

In addition to these efforts, promotional documents, statements to data distribution companies, announcements and news features on the corporate web site are other instruments within the scope of the Public Disclosure Policy.

8.3. The Company's public disclosure activities are carried out under the supervision and control of the Vice Presidency in charge of Capital Markets, IFRS/CMB Reporting and Affiliates Oversight who reports to the Financial Affairs Group, and in coordination with the Corporate Governance Committee.

Corporate Governance Principles Compliance Report

Within the scope of the Public Disclosure Policy, the individuals authorized to make public disclosures at the Borsa Istanbul Public Disclosure Platform and their contact details are as follows:

| Full Name | Title | Tel | E-mail |
|------------|---|-----------------|----------------------------|
| Murat Doğu | Deputy President, Finance, Capital Markets, IFRS/CMS Reporting and Affiliates Oversight | (216) 556 90 00 | mdogu@doganholding.com.tr |
| Hande Özer | Director, Capital Markets, IFRS/CMS Reporting and Affiliates Oversight | (216) 556 90 00 | handeo@doganholding.com.tr |

While implementing the Public Disclosure Policy, utmost care is taken to preserve the principle of equal opportunity among stakeholders.

8.4. The Company's Public Disclosure Policy was announced to the public in 2007 through the Company website. The Public Disclosure Policy was revised by the Board of Directors in 2009 and was presented at the Ordinary General Assembly meeting of 2008. The Board of Directors is responsible for the execution of the Public Disclosure Policy.

8.5. "Individuals with Administrative Responsibilities" defined in the Capital Market Legislation and individuals in close contact with them disclose to the public their transactions on the Company's capital markets instruments, in compliance with the Capital Market Legislation.

8.6. The financial statements and accompanying notes have been prepared on a consolidated basis in accordance with CMB Communiqué Series: XI, No. 29, as well as with International Financial Reporting Standards (IFRS). They have been audited by independent auditors in accordance with the International Auditing Standards (IAS) and disclosed to the public.

9. The Company's Website and Its Contents

9.1. The Company's website at www.doganholding.com.tr is actively used for public disclosures, as stipulated in the Turkish Commercial Code, Capital Markets Legislation, and CMB Regulations and Resolutions.

9.2. Consolidated financial statements prepared in accordance with IFRS as per the applicable CMB legislation, independent audit reports and annual and interim reports are available on the web site.

9.3. An English language version of the information is also available for the convenience of foreign investors as set forth in the Turkish Commercial Code, Capital Markets Legislation, and CMB Regulations and Resolutions.

9.4. Information provided on the web site is as follows:

- a) Corporate
 - Corporate governance
 - Vision and mission
 - Shareholding structure
 - Board of Directors (Board Members, Corporate Governance Committee and Audit Committee Members)
 - Executive Committee
 - Managers (CEO, President, Deputy Presidents, Directors)
 - Corporate profile

- b) Investments
 - The Media (newspaper, magazine and book publishing, music, TV and radio broadcasting, digital TV platform and services, news agency, internet services, print, distribution, overseas services and other activities)
 - Energy (Doğan Enerji)
 - Retail (D&R)
 - Industry (Çelik Halat, Ditaş, Doğan Organik Ürünler)
 - Trade (Milpa)
 - Financial Services (DD Konut Finansmanı)
 - Tourism (Milta)

- c) Corporate Governance
 - Shareholding Structure
 - Articles of Association
 - Statement of Preferred Shares
 - Board of Directors
 - Corporate Governance Compliance Report
 - Corporate Governance Rating Report
 - Corporate Governance Committee
 - Corporate Governance Committee Working Principles
 - Code of Ethics
 - Disclosure Policy
 - Dividend Policy

- d) Investor Relations
 - Corporate info (Trade Registry, listing, share capital, contact information)
 - Stock profile (interactive share charts)
 - Financial statements and independent audit reports
 - Annual reports
 - General Assembly (General Assembly announcement and agenda, General Assembly participation procedure, proxy voting form, information memorandum, annual reports by the Board of Directors, General Assembly meeting minutes)
 - Material disclosures
 - Investor presentations
 - Analyst coverage
 - Frequently asked questions
 - Investor contacts
 - Investor relations site map

- e) Press Room
 - News
 - Press releases
 - Image gallery
 - Press contact

- f) Corporate Social Responsibility
 - Doğan Group and CSR
 - Aydın Doğan Foundation
 - Dad, Send Me To School
 - No! To Domestic Violence
 - Liberty Is Our Right
 - Rightful Women Platform
 - In the Aftermath of the Van Earthquake

- g) Human Resources
 - Human resources practices (recruitment, training and development, performance development, remuneration policy)
 - Human resources policy
 - Job application

10. Annual Report

The Company's Annual Report for 2011 and the quarterly interim reports for 2012 are in compliance with Turkish Commercial Code, Capital Markets Legislation, and CMB Regulations and Resolutions.

SECTION III - STAKEHOLDERS

Since the Company is a holding company, it is not directly engaged in operational activities. Thus, the shareholders and investors are its most important stakeholders. Other important stakeholders of the Company are those customers provided goods and services in various sectors of activity. The Company actively participates in or supports the activities of NGOs that operate in its business lines. Due to the importance of human resources in Company operations, human resources management is represented at the senior management level and human resources policies are formulated at a macro level. Operational policies are performed in coordination with Group companies.

11. Informing the Stakeholders

11.1. As is explained in detail in the first part of this report, shareholders and investors are kept informed in accordance with capital markets legislation, CMB regulations and resolutions, and the Public Disclosure Policy, through the instruments identified.

11.2. The stakeholders of the Company, i.e. shareholders, investors, financial institutions and suppliers, can access Company information via meetings, presentation, news shared with print and visual media, and the website.

11.3. The Company also has an intranet site that is consecrated to the communication and notification of employees.

12. Stakeholders Participation in Management

12.1. The Company is in ongoing communication with its stakeholders. All feedback received by the Company from its stakeholders is evaluated and solution proposals are developed. In case of any Company transactions violating the legislation or code of ethics, the stakeholders can contact the members of the Corporate Governance Committee or Audit Committee, or individuals authorized to provide information by the Company's Disclosure Policy, via e-mail.

12.2. The Articles of Association do not include a provision for stakeholder participation in the Company's management.

12.3. Employees are kept apprised of the general activities of the Company, and their suggestions are evaluated via the intranet site.

13. Human Resources Policy

Doğan Holding does its utmost to provide a peaceful working environment where individual employees are protected against any discrimination on the basis of race, nationality, religion, gender and belief, and where employee rights are respected. Furthermore, a key component of the Group's human resources policy is to give employees the chance to further their personal and professional development, and adapt themselves to innovation and change.

In human resources management, the Company aims to establish and manage systems which will create a convenient work environment for the personal and professional development of employees, to create the right climate for lifelong learning, to measure and evaluate performance according to objective criteria and to assess individual differences in an accurate fashion. To this end, the Company rewards high performance and supports the development of those who perform worse than anticipated.

HR practices are grouped under four categories in line with the shared values and strategies of Doğan Holding and Group companies:

- Recruitment,
- Training and development,
- Performance development,
- Remuneration system.

The Company does not discriminate among its employees and treats all employees equally. Neither the Company management nor the Board Committees have received any complaints in this regard. There are no unionized employees at the Company.

14. Code of Ethics and Social Responsibility

14.1. The Company's Code of Ethics has been disclosed to the public via the corporate website. The said code is continuously reviewed and updated according to the requirements of the current day.

14.2. As a result of its institutional structure and employees with highly developed social awareness, the Company undertakes social responsibility projects utilizing the common synergy of the companies within its corporate structure. During the management of its own business and the business of its subsidiaries, the Company makes sure to fulfill its responsibilities as regards the prevention of environmental pollution and the preservation of natural resources.

Together with the companies under its umbrella, the Company produces and supports projects that highlight social issues and contribute to social development of the community, with a special emphasis on educational projects.

The activities geared toward the educational, social and cultural development of Turkey are conducted under the name of the Company and its subsidiaries, as well as through the Aydın Doğan Foundation. The Foundation focuses its activities on facilitating development and improvement in education, public health, scientific research, sports, arts and the economy. The Foundation also extends efforts to support media-related activities, encourage technological developments and expand the scope of cultural and social progress.

In addition to the projects organized directly within its own structure, the Company also supports projects of social awareness by various organizations and companies through its media channels and takes on the mission of helping hundreds of projects every year to achieve the prominence they deserve.

As an example in social investment, the Company has established in the Kelkit region of the Gümüşhane province, its subsidiary Doğan Organik Ürünler Tesisi, which is a multi-award winner pioneering company in its sector. This investment is not only supportive of the environment, animal rights and natural resources, but also contributes to regional development through the "contract farming" project. This investment is among the most prominent regional development initiatives in the nation.

Corporate Governance Principles Compliance Report

Doğan Holding supports the activities of various NGOs and actively participates in their events.

SECTION IV - BOARD OF DIRECTORS

15. The Structure and Formation of the Board of Directors

15.1. The Board of Directors is made up of nine members, of which four are non-executive, two are executive and three are independent. The Company complies with Turkish Commercial Code, Capital Markets Legislation, and CMB regulations and resolutions in the formation and election of the Board of Directors. The guidelines on this issue are provided by the Articles of Association. Accordingly, the Company is managed and represented by a Board of Directors with at least six and at most 12 members elected by the General Assembly.

15.2. A certain number or ratio of the Board Members is required to be independent members, as defined by the Capital Markets Board. The determination, nomination, number and qualifications, selection, dismissal and/or resignation of the Independent Board Members are carried out in compliance with Capital Markets Legislation, CMB regulations and resolutions, and other applicable legislation.

15.3. The full names and résumés of the Board Members are as follows:

Y. BEGÜMHAN DOĞAN FARALYALI

Born in Istanbul in 1976, Begümhan Doğan Faralyalı received her BSc in Economics and Philosophy at the London School of Economics. She began her professional career as a consultant at the NY Office of Arthur Andersen, and then moved to the London office of Monitor Group, where she worked as a consultant for restructuring projects involving some of the most advanced European media and technology. After earning her MBA degree at Stanford University in 2004, she took office at Doğan Yayın Holding (DYH) as an Executive Committee Member and Vice President for Overseas Investments. There, in charge of the international growth of DYH, she focused on investment opportunities mainly in Europe, including Eastern Europe and Russia. In 2007, Ms. Faralyalı led the startup process of Kanal D Romania, the first foreign television investment of DYH, and forged its partnership with the Swiss Ringier Group. In two years, the channel managed to rank third overall in total day viewership. At the same time, she worked on the purchase of Trader Media East, traded on the London Stock Exchange, by Hürriyet. Begümhan Doğan Faralyalı played an active role in this project constituting the largest international acquisition by DYH. After gaining 15 years of overseas experience, she moved back to Turkey in 2009 and became CEO of Star TV. In 2010, she assumed the Presidency of Doğan TV Holding, which also included TV

channels Kanal D and CNN Türk. In addition to her role as Chairperson of Kanal D Romania, she has also become Chairperson of Doğan Holding as of January 1, 2012. She is married with two children.

HANZADE V. DOĞAN BOYNER

Hanzade Doğan Boyner is the leading personality in Turkey's online and digital world. As one of the pioneers of e-commerce in Turkey, she founded and led Hepsiburada.com to become the biggest on-line retailer in the region.

As a member of a family that has extensive media interests in Turkey and abroad, she has a wide range of vision from energy to media, on-line businesses to social initiatives. She is currently the Chairwoman of Doğan Online and Doğan Gazetecilik – which includes Posta – the highest selling daily newspaper in Turkey. She also serves as the Vice Chairperson of Hürriyet Newspaper, Doğan Burda and Doğan Holding. Hanzade Doğan Boyner is actively involved in various non-profit, business and trade organizations. She is the founding member and Vice Chairwoman of Global Relations Forum and serves as the Vice President of World Association of Newspapers. She is also an active participant in several think tanks including the Brookings Institute International Advisory Council, European Council on Foreign Relations, Foreign Economic Relations Board, Association of Turkish Businessmen and Industrialists, Young Presidents' Organization and Association of Woman Entrepreneurs.

A philanthropist, Hanzade Doğan Boyner established and still enthusiastically leads the "Dad Send Me to School" campaign that aims to remove economic and cultural barriers in young female education in Turkey. The campaign already granted 10,500 scholarships and built 33 girls' dormitories across Turkey. Ms. Doğan-Boyer is a graduate of London School of Economics, has received her MBA from Columbia University and serves on the Columbia Business School Board of Overseers.

| Member | Duty | Notes |
|--------------------------------|------------------------|---------------|
| Yaşar Begümhan Doğan Faralyalı | Chairperson | Executive |
| Hanzade Vasfiye Doğan Boyner | Vice Chairperson | Non-executive |
| Arzuhan Yalçındağ | Member | Non-executive |
| Vuslat Sabancı | Member | Non-executive |
| Yahya Üzdiyen | Executive Director/CEO | Executive |
| Imre Barmanbek | Member | Non-executive |
| Tayfun Bayazıt | Member | Independent |
| Ertuğrul Feyzi Tuncer | Member | Independent |
| Ali Aydın Pandır | Member | Independent |

ARZUHAN DOĞAN YALÇINDAĞ

Since the beginning of her professional life Arzuhan Doğan Yalçındağ has been involved in initiating new projects. In 1990 while working with Milpa brought German mail order company Quelle to Turkey and headed the company until 1993. In 1994 she took part in the establishment of Alternatifbank and served as a board member. A year later she became the CFO of Milliyet Magazine Group. She joined Kanal D in 1996 and was in charge of various departments. One of her major accomplishments was launching of CNN Turk in 2000 which was the result of the negotiations she initiated in 1999 Time Warner Group. In 2005, she became CEO of Doğan TV Holding, parent company of Kanal D, CNN Turk, DMC, D Production, DSmart satellite platform and radios. While at this post, in 2007 she was elected as the first female chairperson of the country's leading business organization, TUSIAD - Turkish Industrialists' and Businessmen's Association in the organization's 40 year- history. She kept this position until 2010, and then moved to become a member of the TUSIAD's Council of Presidents. After leaving the chair of TUSIAD, she took over the chair of Dogan Holding from her father, founder of the company, started the era of second generation. She was one of the founding members of Aydın Doğan Foundation in 1996 served on its board until today, and as the chairperson between 2011 and 2012. Then Foreign Minister, now President H.E. Abdullah Gül appointed her as a goodwill ambassador of Turkey to EU and with this capacity Arzuhan Doğan Yalçındağ launched "Women's Initiative for Turkey in the EU". As she was selected a Young Global Leader by the World Economic Forum in 2005, she was among the founding members of Women Entrepreneurs Association of Turkey (KAGIDER). She also served on the board of the Turkish Education Volunteers Foundation (TEGV) between 2002-2006. She also was a founder of the Turkish-American Businessmen Association (TABA) in 1987 and served as a board member. She was one of the founders of the Turkish Third Sector Foundation. She is a founder and a board member of Istanbul Modern Art Museum since January 2004. She is also on the International Advisory Council of Paley Media Center in New York and Expo 2015 Milano. She was awarded the title of Commander of Italy's Star Order (Commendatore dell'Ordine della Stella d'Italia) in 2009. She is also a World Economic Forum's Industry Partner of Media, Entertainment and Information (MEI) Industry

Strategy Group. Currently, Arzuhan Doğan Yalçındağ is the Chairperson of Doğan TV Holding. She is married with two children..

VUSLAT DOĞAN SABANCI

Vuslat Doğan Sabancı was appointed as President of Board of Directors of Hürriyet on 26th of May, 2010. In January 2004, she was appointed as President of Executive Committee of Hürriyet. As a top executive of the Company, she was responsible for trading strategy and management of the Company. During the recent 4 years she worked as President of Executive Committee, Vuslat Doğan Sabancı managed the Company in tandem with a global trading perspective and further reinforced the assets of Hürriyet through acquisitions in the developing media markets. In addition to such initiatives, she upgraded the Company to a competitive level in the new media world through successful online projects. Throughout her term of office, the social existence of Hürriyet is also strengthened through social responsibility campaigns. Included among the aforementioned initiatives are: Acquisition of Trader Media East, the most successful online and printed advertisement means of Russia, Commonwealth of Independent States and other countries in the region. Pioneering the opening of internet website of Hürriyet, thereby initiating and strengthening Hürriyet online version, and making it the number-one internet website with Turkish contents. Opening of online classified ads websites in this new and developing field so as to upgrade and develop Hürriyet also in real estate and automobile advertisements market. Strengthening the existing papers included in Hürriyet portfolio, such as Hürriyet Daily News, and launching Referans paper for business world. Starting a campaign against domestic (family) violence and another campaign for impressing the human rights idea upon the Turkish people with a view to spreading the democracy to a wider base. Creation of certain procedures for institutionalization of internal activities of Hürriyet and for making the management of daily business affairs more objective. In spite of macroeconomic difficulties caused by the national economy, Hürriyet recorded a material growth under management of Vuslat Doğan Sabancı. Hürriyet stock became one of the most preferred and sought after stock of foreign investors at the Istanbul Stock Exchange.

Vuslat Doğan Sabancı acted at Hürriyet newspaper as the Vice President – Advertisements in 1996. When she was promoted to the post of Marketing Operations Group Head of the newspaper three years later, her duties and responsibilities extended to marketing, sales, human resources and Information Technologies (IT). Before joining Hürriyet, Vuslat Doğan Sabancı worked in the editor-in-chief's office in The New York Times for one year, and thereafter, she contributed to establishment of Asian Business World News Channel and Latin America Edition of The Wall Street Journal. Vuslat Doğan Sabancı graduated from the Faculty of Economy in Bilkent University, and continued her education at Columbia University, New York and was awarded a postgraduate diploma in the International Media and Communications field. Ms. Sabancı is also an honorary board member of the Vienna-based International Press Institute of which she served as vice president until 2008. Ms. Sabancı is also Member, Executive Board, Endeavour Turkey. She is married with two children.

YAHYA ÜZDİYEN

Born in 1957, Yahya Üzdiyen graduated from the Department of Business Administration at Middle East Technical University in 1980. Between 1980 and 1996, he worked as a trade and investment specialist and manager in several privately owned companies in Turkey and abroad. Between 1997 and 2011 he assumed the position of Strategy Group President at Doğan Holding and became Deputy Chairperson on January 18, 2011. During this period, he played an important role in the acquisition, partnership and sale of Group companies, such as POAŞ, Ray Sigorta and Star TV. Presently acting as Board Member in many of the Group companies, Mr. Üzdiyen has served as Doğan Holding's CEO since January 24, 2012. Yahya Üzdiyen is married with two children.

İMRE BARMANBEK

Born in 1942, İmre Barmanbek graduated from the Faculty of Political Science at Ankara University with a degree in Economics and Finance. She started her career as Assistant Tax Inspector at the Tax Inspectors Board of the Ministry of Finance where she later became Tax Inspector. From 1969 to 1972, she worked as Planning Specialist in Incentive Implementation at

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the State Planning Organization and later returned to her post at the Ministry of Finance. From 1975 to 1977, she served as a member of the Tax Appeal Commission. Following her successful career with the Ministry of Finance, she began working in the private sector. She joined Doğu Akü, a joint enterprise between the Koç and Doğan Groups, as Treasurer and was later promoted to General Manager. Continuing her professional career as Financial Coordinator at the Doğan Group, Ms. Barmanbek became Chief Financial Officer in 1998. From 1999 to 2002, she served as the General Coordinator and Chief Executive Officer of the Group. Her dynamic management style and the importance she places on value-added growth in the Doğan Group brought her the “Best Woman Manager of the Year” Award from Dünya newspaper in 2001. She was named among Fortune’s “Most Powerful Business Women” two years in a row, in the 33rd place in 2001 and 22nd place in 2002. İmre Barmanbek has also served as the Deputy Chairperson at Doğan Holding from 2003 until 2012. İmre Barmanbek is married and has a child.

ERTUĞRUL FEYZİ TUNCER

Ertuğrul Feyzi Tuncer was born in 1939. He received his BA in Business Administration and Economics from Robert College in 1964. Later, he obtained an “Executive Management” certificate from University of Stanford. He started his professional career in 1967, as Regional Director and Director of Investments at Mobil Oil Türk A.Ş. and eventually became General Manager in 1990. In 1994, he served as Chairman at ATAŞ Anatolian Refinery, and then became General Manager of BP Mobil Turkey Joint Venture. In 2000, he resigned from both of these positions to continue his career as General Manager and Board Member at Petrol Ofisi A.Ş. In 2005, he became Board Member at Doğan Holding. In 2006, at Tuncer Consulting Services and Trade, he became the founder and partnership manager of CASE Consulting Energy.

TAYFUN BAYAZIT

Tayfun Bayazit received his Bachelor’s Degree in Mechanical Engineering in 1980 and then graduated from Columbia University with a master’s degree in Finance and International Relations in 1983. Mr. Bayazit began his career with Citibank. In 1999, he was appointed Deputy Chairman of Doğan Holding and Managing Director of Dışbank. Leaving his position at Doğan Holding in April 2001, he became Chief Executive Officer (CEO) of Dışbank, a member of the same corporate group. In 2003, Mr. Bayazit was elected Chairman of the Bank. When Fortis acquired a majority stake in Dışbank in July 2005, he was appointed CEO of Fortis Bank and also became a member of Fortis Global Executive Committee. At a general assembly of the Bank in May 2006, he was elected Chairman of its Board of Directors. In 2007, he returned to Yapı Kredi (a joint venture of UniCredit and Koç Group) as Managing Director and General Manager, and later became Chairman in 2009. In August 2011, he resigned from Yapı Kredi to establish the company Bayazit Danışmanlık Hizmetleri, where he currently serves as President. Board Member at Turkish Businessmen and Industrialists Association (TÜSİAD), Mr. Bayazit also plays an active role in such NGOs as Turkish Education Volunteers Association (TEGV) and Turkish Corporate Governance Association (TKYD).

ALİ AYDIN PANDIR

Born in 1956 in Istanbul, Ali Aydın Pandır graduated from St. Georg Austrian High School in 1975. He completed his undergraduate studies at Istanbul Technical University, Department of Mechanical Engineering in 1980. Following graduation, Mr. Pandır started his professional career in 1980 at Tekersan Firması, as Design Engineer, before becoming Workshop Manager at the same firm. In 1990, he joined General Motors as Director of After-Sales Services and played an active role in the establishment of Opel’s Turkish service and

spare part distribution network. Serving Adam Opel and General Motors as Director of International After-Sales Services, Pandır managed after-sales support and spare parts services for Opel vehicles across Eastern Europe, Asia, the Middle East, Africa and South America. As GM’s Director of New Vehicle Projects, Ali Pandır established spare parts distribution systems in India, Thailand, Taiwan, Japan and People’s Republic of China, so as to expand the Company’s sales and distribution network in the Asia-Pacific region. After assuming this critical role, he led the way in establishing the outsourced spare parts distribution concept at GM Group, through various practices in developing countries. He created a spare parts distribution network in the People’s Republic of China for new GM joint ventures. Mr. Pandır also established GM Storage and Commerce company at the Shanghai Free Trade Zone and took office as CEO of the said firm. As GM’s Asia-Pacific Regional Director, he set up a spare parts distribution and supply chain system across the Asia-Pacific region. In addition to these duties, he also assumed the title of GM Supply Chain Council Member and served as Board Member at TLI, a joint venture by Singapore National University and Georgia Tech USA Logistics Institute. He played a key role as the Director in charge of the sales, marketing and distribution of GM cars and spare parts by GM’s commerce and distribution company in Singapore across the entire Asia-Pacific region. As GM’s President of Indonesia, he managed the restructuring and consolidation of GM’s business in Indonesia, and established a joint venture with various local Asian partners to produce and distribute commercial and passenger vehicles. For five years Ali Pandır served as CEO of Tofaş, Turkey’s largest auto manufacturer and market leader, a joint venture of Italian Fiat Group and Turkish Koç Group, and managed to increase Tofaş’s production capacity from an annual 250 thousand to 400 thousand. Currently Mr. Pandır is Country President at Fiat SpA,

Board Member at faş (Fiat JV), Türk Traktör (CNH JV), Iveco and Magneti Marelli Türkiye, representative at Fiat SpA (Fiat/Chrysler) and Fiat Industrial (Iveco/CNH), New Business Development Officer at Fiat and Fiat Industrial, Independent Board Member at Prysmian Türkiye (cables) and Ghabbour Egypt (automotive). He is fluent in English and German.

15.4. The members are limited to a three-year term in office and after the three years members can be reappointed for the next period. Board Members were elected at the Ordinary General Assembly dated June 27, 2012 to serve until the Ordinary General Assembly when the accounts and activities of the year 2012 will be discussed.

15.5. There are three independent members on the Board of Directors. In line with CMB's regulations and resolutions, independent members constitute one-third of the Board. The Chairperson and CEO are not the same individual. More than half of the Board Members are non-executive.

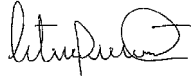
15.6. On May 25, 2012, the applications and declarations of independence of three candidate Independent Board Members were evaluated by the Board of Directors and subsequently disclosed to the public on June 5, 2012. The Company asks for written declaration from the independent Board Members to prove that they satisfy the independence criteria set forth in the CMB regulations and resolutions. As of the date of this report, there exists no circumstance that would compromise the independent status of the Company's independent Board Members. The statements of independence of Independent Board Members are presented below:

STATEMENT OF INDEPENDENCE

May 25, 2012

To the Office of the Chairperson of Doğan Yayın Holding A.Ş.;
I hereby declare that, as a Board Member of Doğan Yönetim Holding A.Ş., I meet the conditions for "independent Board Membership" outlined in the Capital Markets Law, Capital Markets Board's Communiqués, Guidelines and other regulations, as well as the Company's Articles of Association; and that in case the said conditions cease to exist I shall immediately inform the Office of the Chairperson and resign from this position if so required by a resolution of the Board of Directors.

Best regards,



Ertuğrul Feyzi Tuncer

STATEMENT OF INDEPENDENCE

May 25, 2012

To the Office of the Chairperson of Doğan Yayın Holding A.Ş.;
I hereby declare that, as a Board Member of Doğan Yönetim Holding A.Ş., I meet the conditions for "independent Board Membership" outlined in the Capital Markets Law, Capital Markets Board's Communiqués, Guidelines and other regulations, as well as the Company's Articles of Association; and that in case the said conditions cease to exist I shall immediately inform the Office of the Chairperson and resign from this position if so required by a resolution of the Board of Directors.

Best regards,



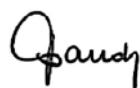
Tayfun Bayazıt

STATEMENT OF INDEPENDENCE

May 25, 2012

To the Office of the Chairperson of Doğan Yayın Holding A.Ş.;
I hereby declare that, as a Board Member of Doğan Yönetim Holding A.Ş., I meet the conditions for "independent Board Membership" outlined in the Capital Markets Law, Capital Markets Board's Communiqués, Guidelines and other regulations, as well as the Company's Articles of Association; and that in case the said conditions cease to exist I shall immediately inform the Office of the Chairperson and resign from this position if so required by a resolution of the Board of Directors.

Best regards,



Ali Pandır

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15.7. The Company does not impose any rules or restrictions on its Board members for assuming additional duties outside of the Company. Since the Company is a holding company and representation in the management of its affiliated companies is in the best interest of the Company and thus its partners, the Company does not prohibit its Board Members from assuming duties in the management of its affiliates and subsidiaries. The practices in this respect are continuously reviewed according to changing conditions.

16.2. All Board resolutions are recorded in the meeting minutes and signed by the participants of the meetings. The Board members who cast dissenting votes must sign the meeting minutes with their justifications for their dissenting votes. Board resolutions, meeting minutes, related documents and correspondence are kept and regularly archived by the Board of Directors Secretariat. In cases where the affirmative votes of the Independent Board members are required, if they cast dissenting votes, the measures required by the Capital Markets Board and Capital Markets Legislation are implemented.

certain parts of the Company's businesses, as well as the responsibility for overseeing the implementation of Board resolutions. The Board of Directors also plans to transfer some or all of its powers to senior executives, as allowed by the Turkish Commercial Code and Capital Markets Legislation, after determining the principles and procedures of this transfer via an internal regulation prepared in line with the Turkish Commercial Code.

16.5. The résumés of the Board Members are available in the annual report and on the Company's website (www.doganholding.com.tr).

16.6. The Board members are provided with timely access to any information they need to fully meet their obligations. The Board's meeting invitations also include the agenda and are sent out at least seven days before the day of the meeting and all information and documents regarding the agenda items are attached to the meeting invitation.

16.7. Board members are elected from among persons who possess basic knowledge of the legal framework regulating activities and transactions related to the Company's field of activity, are educated and experienced in company management, can interpret financial statements and reports and are preferably university graduates.

16.8. Board Members do not enjoy privileged voting rights or negative veto rights.

16.9. The quorum for Board of Directors meetings is the absolute majority of its members. Decisions are taken by the majority of the participating members. In the event of a tie, the issue voted upon is transferred to the next meeting's agenda. In the event that a majority is not reached in the next meeting, the proposal is deemed rejected. Each Board member is entitled to one vote regardless of his/her position and field of responsibility.

| Full Name | Duties Outside of the Company |
|--------------------------------|---|
| Yaşar Begümhan Doğan Faralyalı | Chairperson and Board Member at Group companies |
| Hanzade Vasfiye Doğan Boyner | Chairperson, Vice Chairperson and Board Member at Group companies |
| Arzuhan Yalçındağ | Chairperson and Board Member at Group companies |
| Vuslat Sabancı | Chairperson, Vice Chairperson and Executive Committee Member at Group companies |
| Yahya Üzdiyen | Chairperson, Board Member and Executive Committee Member at Group companies |
| Imre Barmanbek | Chairperson, Vice Chairperson, Board Member and Executive Committee Member at Group companies |
| Tayfun Bayazıt | Bayazıt Yönetim Danışmanlık Ltd. (Founder and Owner) |
| Ertuğrul Feyzi Tuncer | Independent Board Member at Group companies |
| Ali Aydın Pandır | Fiat SpA (Country President) |

16. Operating Principles of the Board of Directors

16.1. The Board of Directors convenes as required for the Company's business, but not less than once a month. As a rule, the Board of Directors convenes upon the invitation of the Chairperson or the Vice Chairperson. The Board of Directors must also be invited for a meeting upon the request of at least three directors. Moreover, any of the Company's Statutory Auditors can invite the Board of Directors for a meeting and set the agenda for the meeting. In 2012, 35 Board of Directors meetings / decisions were held / reached.

16.3. The Board of Directors convenes at the Company headquarters. However, with a Board of Directors resolution, meetings may be held in another location in the city of the headquarters or in another city. In-person participation for Board members at the meetings is the rule. Meetings may also be attended using any technology that provides remote access to the meeting. The opinions of those members who do not attend the meeting but submit their opinions in writing shall be conveyed to the other members.

16.4. In order to fulfill its duties and responsibilities, every year, the Board of Directors identifies from among the directors the members responsible for affairs that require expertise. If it deems necessary, the Board also determines the executive members who will assume some of the authority and the responsibility for

16.10. A Board of Directors Secretariat, which serves all Board members and reports to the Chairperson of the Board of Directors, was formed to maintain documents related to Board meetings. The duties and responsibilities of the Board of Directors Secretariat are outlined in the Articles of Association.

16.11. Travel and meeting expenses of the Board of Directors, as well as the expenses for the special tasks related to the Board's activities and similar expenses are paid out of the Company's general budget without any restrictions.

17. The Number, Structure and Independence of Board Committees

17.1. In line with legal regulations, as well as the position and requirements of the Company, four committees were formed to ensure that the Board of Directors successfully exercises its duties and responsibilities. These committees are the Executive Committee, the Audit Committee, the Corporate Governance Committee, and the Risk Assessment Committee.

17.2. Charters regarding the functioning of the committees are stated in the Articles of Association.

17.3. The Corporate Governance Committee has a written charter approved by the Board of Directors and publicly posted on the Company's website at www.doganholding.com.tr. This charter was created carefully and in due consideration of the Capital Markets Legislation, CMB regulations and resolutions, Articles of Association and international practices abroad. The committees' charters are reviewed according to legislative changes and changing circumstances. The committees convene at least every three months.

17.4. Information on the members of the Executive Committee is presented below. Executive Committee members do not sit on another committee. Executive Committee members were elected to serve until the Ordinary General Assembly concerning the accounting period for 2012.

| Full Name | Title | Other Duties | Duties in Other Committees |
|---------------|-----------|--------------------|----------------------------|
| Yahya Üzdiyen | President | Executive Director | None |
| Soner Gedik | Member | None | None |
| Ahmet Toksoy | Member | CFO | None |

17.5. The Board of Directors elected Tayfun Bayazıt as the President and Ali Aydın Pandır as the Member of the Audit Committee, to serve until the Ordinary General Assembly concerning the accounting period for 2012.

| Full Name | Title | Association with the Company | Independence Status | Duties in Other Committees |
|------------------|-----------|--|---------------------|--------------------------------|
| Tayfun Bayazıt | President | Independent Board Member(Non-Executive) | Independent | Corporate Governance Committee |
| Ali Aydın Pandır | Member | Independent Board Member (Non-Executive) | Independent | None |

17.6. The members of the Audit Committee are individuals who have the qualifications required by their duties. They were elected among independent Board Members, who are neither executive members nor executive directors.

17.7. The Audit Committee carries out its duties regularly in compliance with the Capital Markets Legislation and CMB's regulations and resolutions. Within this framework, in 2012:

17.7.1. The Audit Committee reviewed the annual and interim financial statements, footnotes and independent audit reports of the Company, before they were publicly reported and held meetings with the independent auditing firm.

17.7.2. The Audit Committee expressed its view on the selection of the independent audit firm to serve the Company and reviewed the independent auditing contract.

17.8. The Audit Committee convenes at least four times a year and presents its resolutions to the Board of Directors in written form.

17.9. The full names and duties of the Corporate Governance Committee members elected to serve until the Ordinary General Assembly concerning the accounting period for 2012 are as follows:

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| Full Name | Title | Association with the Company | Independence Status | Duties in Other Committees |
|----------------|-----------|--|---------------------|---------------------------------------|
| Tayfun Bayazıt | President | Board Member (Independent) | Independent | Audit Committee Member |
| İmre Barmanbek | Member | Board Member (Executive) | Dependent | None |
| Dr. Murat Doğu | Member | Doğan Group of Companies, Vice President of Finance (Capital Markets, IFRS/CMB Reporting and Affiliates Oversight) | Dependent | Early Risk Detection Committee Member |

The majority of Corporate Governance Committee members are non-executive.

17.10. The Corporate Governance Committee carries out its duties regularly in compliance with the Capital Markets Legislation and CMB's regulations and resolutions. Within this framework, in 2012:

17.10.1. The Corporate Governance Committee reviewed the annual report and corporate governance compliance reports of the Company before they were publicly reported.

17.10.2. The Corporate Governance Committee assured that the Ordinary General Assemblies of the Company and its subsidiaries for the year 2011 were held in accordance with applicable legislation.

17.10.3. The website was continuously updated and enhanced.

17.10.4. The Company received its revised corporate management rating from the corporate rating agency Saha on November 5, 2012, which was subsequently disclosed to the general public.

17.11. According to an amendment to CMB's Communiqué Series: IV No: 56, a Risk Assessment Committee was set up with a resolution of the Board of Directors, dated April 18, 2013 and numbered 2013/6. The information on the Risk Assessment Committee is presented below:

| Full Name | Title | Association with the Company | Independence Status | Duties in Other Committees |
|-----------------------|-----------|--|---------------------|---------------------------------------|
| Ertuğrul Feyzi Tuncer | President | Board Member (Independent) | Independent | None |
| Erem Turgut Yücel | Member | Doğan Group of Companies, Chief Legal Counsel | Dependent | None |
| Tolga Babalı | Member | Doğan Group of Companies, Vice President of Risk Management and Financial Affairs | Dependent | None |
| Yener Şenok | Member | Doğan Group of Companies, Vice President of Financial and Administrative Affairs | Dependent | None |
| Dr. Murat Doğu | Member | Vice President of Finance (Capital Markets, IFRS/CMB Reporting and Affiliates Oversight) | Dependent | Corporate Governance Committee Member |
| Ayhan Sırtıkara | Member | Doğan Group of Companies, Director of Analysis and Assessment | Dependent | None |
| Korhan Kurtoğlu | Member | Doğan Group of Companies, Director of Financial Reporting | Dependent | None |

The committees convene as frequently as is required by their activities, upon the invitation of the Committee President. All activities are set down in writing and the necessary records are kept. The correspondence and notification duties of the committees are carried out by the Secretariat of the Board of Directors.

17.12. Certain Board Members sit on more than one committee since there are only three Independent Board Members.

17.13. The Committees of the Company operate within the context of their authorities and responsibilities and submit proposals to the Board of Directors. However, the final decisions are made by the Board of Directors.

18. Risk Management and Internal Control Mechanism

Since the Company is a holding company, it predominantly focuses on asset management, the financial performance of its affiliated companies, and fiscal and financial risks. The management of fiscal and financial risks is monitored by the Chief Financial Officer, relevant Vice Presidents of Financial Affairs and the Vice President of Finance and Portfolio Management. On the other hand, the identification and reporting of financial as well as operational risks of the affiliated companies are also under the responsibility of and undertaken by the CEO. From time to time, the Audit Committee and the Corporate Governance Committee also report problems and suggestions for solutions regarding risk management and internal control mechanisms to the Board of Directors. In 2012, special emphasis was given to risk management and reporting as well as to restructuring efforts. The Risk Assessment Committee set up on April 8, 2013, will present suggestions to the Board of Directors with regard to the identification and management of risks.

19. The Strategic Goals of the Company

19.1. Our vision is to undertake productive and sustainable investments that will contribute to transparency in the society and to the general welfare and stability in the economy, through relevant service, commercial and industrial platforms. Our mission is to monitor, innovate and implement state-of-the art commercial and technological products and applications in retail driven industries in Turkey and other prospective markets abroad; and develop and maintain the necessary corporate assets and capabilities to ensure proper execution of these objectives.

19.2. The vision and mission of the Company are available in the annual report.

19.3. The strategic goals determined by the managers of the Company in accordance with the plans of the Company are presented for the approval of the Board of Directors.

19.4. The Board of Directors and senior management of the Company continuously monitor the status of the Company against its strategic goals, through monthly meetings. The results of Company activities and its performance are evaluated in detailed reports.

19.5. The Board of Directors and senior management of the Company continuously monitor the status of the Company against its strategic goals. Through regular and frequent management meetings, the Company's position is evaluated and new goals and strategies are formulated.

20. Remuneration of Board Members

20.1. The financial benefits to be provided to the Chairperson, Vice Chairperson and Members of the Board of Directors are determined by the General Assembly. The financial benefits of the independent Board Members are determined according to Capital Markets Legislation, CMB's regulations and resolutions and other applicable legislation.

The Board of Directors determines whether or not the Committee presidents and members will be paid a fee. The Board of Directors also determines the amount of this fee, if any and its payment terms. In the event that a Committee president or member is at the same time the Chairperson or a member of the Board of Directors, the General Assembly decides whether such a Committee member is going to receive a fee. The General Assembly also determines the amount of the fee, if any and payment terms.

As per CMB's regulations and resolutions, the Board of Directors has established a "Remuneration Policy" with its decision dated June 4, 2012 and numbered 2012/13, which was subsequently submitted to the General Assembly and disclosed to the public.

20.2. At the Ordinary General Assembly meeting where the activities of 2011 were discussed, it was unanimously decided that the Chairperson of the Board shall be paid a net monthly fee of TL 10,000. It was also unanimously decided that no additional fee would be paid to the Board Members who are appointed to the committees established under the Company's Articles of Association.

20.3. Doğan Holding defines its key management personnel as Board Members, Executive Committee Members, President and Vice President, Chief Legal Counsel, Directors, etc. The total benefits offered to the key management personnel consists of salary, bonus, health insurance, communications and transportation fees, which in 2012 amounted to TL 19,842 thousand (2011: TL 13,683 thousand).

Other Obligatory Disclosures

GENERAL INFORMATION

The Accounting Period for the Report: This report covers the period from January 1, 2012 till December 31, 2012.

The Company's Trade Name, Trade Registry Number, Contact Details of Headquarters and Branches, and Website

| | |
|----------------|--|
| Trade Name | : Doğan Şirketler Grubu Holding A.Ş. |
| Trade Registry | : Number 175444 |
| Address | : Burhaniye Mahallesi, Kısıklı Caddesi, No: 65, 34676 Üsküdar/İstanbul |
| Tel | : (216) 556 9000 |
| Fax | : (216) 556 9200 |
| Website | : www.doganholding.com.tr |

The Company's Stakes in Direct or Indirect Subsidiaries: The Company has direct or indirect subsidiaries. The information about these and the Company's stakes in these are presented in the endnotes to the consolidated financial statements for the period from January 1, 2012 until December 31, 2012.

Information About the Company's Acquisition of its Own Shares: During the accounting period from January 1, 2012 until December 31, 2012, the Company did not acquire its own shares.

The Company Executives' Transactions with the Company on their own behalf or on Behalf of Third Parties, or Activities Falling Under Non-Compete Clause within the Scope of the Permission by the General Assembly: Except for those transactions banned by the Turkish Commercial Code, the Board Members receive the permission of General Assembly to carry out the transactions outlined in the Turkish Commercial Code's Articles 395 and 396. According to the information available to the Company, Board Members did not conduct any commercial activities on their own behalf or on behalf of third parties in the Company's business line.

Administrative or Legal Sanctions Imposed Upon the Company or its Executives Due to Action Violating Legislation: During the period, no

administrative or legal sanction was imposed upon the Company or its executives due to actions violating legislation.

Amendments to the Articles of Association and their Reasons: For reasons of aligning the Articles of Association with the "Communiqué on the Determination and Application of Corporate Governance Principles" Serial :IV, No: 56 (Official Gazette dated 30.12.2011 and numbered 28158), later amended by Capital Markets Board's Communiqué Serial: IV, No: 57, issued on the Official Gazette dated 11.02.2012 and numbered 28201; and for amending the body text of the Articles of Association in line with the changes in the Capital Markets Legislation and applicable legislation, at the Ordinary General Assembly held on June 27, 2012, as regards the activities of the year 2011; amendments to the Articles 4., 5., 7., 8., 9., 10., 11., 12., 13., 14., 15., 16., 17., 18., 19., 20., 21., 22., 23., 24., 25., 26., 27., 28., 29., 30., 31., 32., 33., 34., 35., 36. and 37. of the Articles of Association, addition of the Articles 38., 39., 40., 41. and 42., as well as the cancellation of the Provisional Articles 1. and 2. were submitted to and unanimously approved, in line with the permission dated June 6, 2012 and numbered 1536-6095 by the Capital Markets Board, and the permission dated June 8, 2012 and numbered 4435-4318 by the Ministry of Customs and Trade, General Directorate of Domestic Trade.

RESEARCH AND DEVELOPMENT ACTIVITIES

Research and Development Activities: The Company carried out no R&D activities during 2012 and thus incurred no related costs.

COMPANY ACTIVITIES AND IMPORTANT DEVELOPMENTS

The Attainment of Targets Set in Previous Periods, Implementation of General Assembly Resolutions, Any Reasons for Failure to Attain Targets or Implement Resolutions, and Assessments: The Company implemented all General Assembly resolutions in the concerned accounting period.

Lawsuits Against the Company Which Could Affect its Financial Situation and Activities, and Their Possible Outcomes: The Company sets aside reserves for the pending lawsuits filed against it. The litigations against the Company and the reserves set aside for possible litigation damages are as follows:

Lawsuits (TL thousand): The total amount of the litigations filed against the Group pending as of December 31, 2012 is TL 82,571 (December 31, 2011: TL 78,999).

| | December 31, 2012 | December 31, 2011 |
|----------------------|-------------------|-------------------|
| Administrative Cases | 59,717 | 54,987 |
| Commercial Cases | 14,229 | 9,647 |
| Business Cases | 6,574 | 7,936 |
| Other | 2,051 | 6,429 |
| Total | 82,571 | 78,999 |

As regards the pending lawsuits detailed above, a provision amounting to TL 29,427 has been provided with reference to the opinions of the Group's legal advisors and past experience of management related to similar litigations against the Group (December 31, 2011: TL 21,957). Administrative cases mainly consist of pecuniary and non-pecuniary damages and lawsuits filed against Doğan Yayın Holding and its subsidiaries and lawsuits initiated by the Radio and Television Supreme Council.

Information on Extraordinary General Assembly: No Extraordinary General Assembly was held during the period.

Information on Private and Public Audits: No such private or public audits were carried out in the Company during the accounting period.

Information about the Company's Donations, Aids, and Spending on Social Responsibility Projects During the Year: During 2012, the Company donated TL 4,072,180 to educational projects by various foundations and associations serving the common good:

| | |
|---|---------------------|
| Aydın Doğan Foundation | TL 2,300,000 |
| Prime Minister's Office, Directorate for Catastrophe and Emergency Management, Somalia Aid Campaign | TL 1,000,000 |
| Education and Environment | TL 772,180 |
| Total | TL 4,072,180 |

The Company's Legal Actions, and Measures Taken or Avoided in Favor of the Parent Company or Group Companies:

In the reporting period, the Company carried out no legal action in favor of the parent company or any subsidiary thereof, with instructions by the parent company. The Company did not take or avoid taking any measures, or carry out any transaction which needs to be redressed in favor of the parent company or its subsidiaries.

Any Corrections Against the Legal Actions Listed Above, Any Damages Inflicted the Company Arising from Measures Taken or Avoided, Any Corrections for Such Damages:

Since the Company did not take any action falling under the scope of the previous paragraph, there are no damages to be redressed.

FINANCIAL POSITION

The Nature and Volume of Capital Markets Instrument Issued: DD Konut Finansman A.Ş., the Holding's subsidiary subject to joint management, issued 3-year bills worth TL 50,000 with three-monthly fixed rate coupon payments (at an annual nominal rate of 9.92%) on July 21, 2010; a 1-year bond worth TL 30,000 with a fixed rate coupon payment at the end of maturity on January 11, 2012; and two 2-year bills each worth TL 30,000 with three-monthly fixed rate coupon payments (at respective annual nominal rates of 8.50% and 8.99%) on December 7, 2012.

Notes and the Management's Assessments on the Company's Shareholders' Equity and Indebtedness

Level: As of December 31, 2012 the shareholders' equity stands at TL 4,078,584 thousand, which is 66% more than our capital of TL 2,450,000 thousand. This ratio is an indication of our robust shareholders' equity.

Measures to Improve the Company's Financial Position:

As of December 31, 2012 the consolidated net financial debt stands at TL 2,112 million (31.12.2011: 910,404). Despite the rise in the net financial debt level, cash and cash equivalents stand at TL 2,242 thousand, which is higher than the Company's short term financial debt of TL 1,568 million. The Group's cash and financial debt are continuously monitored for such risk management elements as maturity structure, interest rate risks, and foreign currency risk.

INFORMATION ON THE PARENT COMPANY

Information on the Parent Company Shares Held by Group Enterprises:

Group companies hold no shares of the parent company.

Notes on the Internal Audit and Risk Management Systems of the Group as Regards the Preparation of Consolidated Financial Statements:

The consolidated financial statements are issued in line with CMB's Communiqué Serial:XI, No:29, International Accounting Standards and International Financial Reporting Standards, and the principles of presentation are outlined by CMB's regulations and resolutions. The financial

Other Obligatory Disclosures

statements are independently audited as per International Audit Standards. The views of the relevant executives are received during the preparation of the financial statements, which are then reviewed by the Audit Committee and approved by the Board of Directors.

Information on Reports Outlined in the Turkish Commercial Code Article 199:

The Company's annual report and affiliation report are issued in line with the provisions of the Turkish Commercial Code. The Board Members made no demands falling under the scope of Turkish Commercial Code, Article 199/4.

Direct or indirect control of a five, ten, twenty, twenty five, thirty three, fifty, sixty five or hundred percent stake at a capital markets firm, and reasons for falling below these percentages

| Company Name | Doğan Şirketler Grubu Holding A.Ş. 31.12.2012 Effective Share Ratio | Doğan Şirketler Grubu Holding A.Ş. 31.12.2011 Effective Share Ratio | Change | Notes |
|--|---|---|---------|---|
| 1 Akdeniz Elektrik Üretim A.Ş. | 99.97% | 0.00% | 99.97% | Share acquisition |
| 2 Doğan Müzik Kitap Mağazacılık Pazarlama A.Ş. | 100.00% | 75.59% | 24.41% | Share acquisition |
| 3 Doğan Uydu Haberleşme Hiz. ve Telekomünikasyon Tic. A.Ş. | 60.44% | 0.00% | 60.44% | Established in 2012 |
| 4 Eko TV Televizyon Yayıncılık A.Ş. | 57.43% | 45.35% | 12.08% | Share acquisition |
| 5 Galata Wind Enerji A.Ş. | 100.00% | 0.00% | 100.00% | Share acquisition |
| 6 Hür Servis Sosyal Hizmetler ve Ticaret A.Ş. | 95.60% | 73.97% | 21.63% | Transfer of Doğan Müzik Kitap Mağazacılık Pazarlama A.Ş. to DOHOL |
| 7 Doğan Medya International S.A. | 69.57% | 57.87% | 11.71% | Share acquisition |
| 8 Kanal D Yapımcılık Reklamcılık ve Dağıtım A.Ş. | 57.33% | 0.00% | 57.33% | Establishment |
| 9 Kandilli Gayrimenkul Yatırımları Yönetim İnşaat ve Ticaret A.Ş. | 50.00% | 0.00% | 50.00% | Establishment |
| 10 Nakkaştepe Elektrik Üretim ve Yatırımları Sanayi ve Ticaret A.Ş. | 100.00% | 0.00% | 100.00% | Establishment |
| 11 Nakkaştepe Gayrimenkul Yatırımları İnşaat Yönetim ve Ticaret A.Ş. | 50.00% | 0.00% | 50.00% | Establishment |
| 12 NetD Dijital Yayıncılık Ticaret A.Ş. | 60.44% | 0.00% | 60.44% | Establishment |
| 13 Moda Radyo ve Televizyon Yayıncılık Ticaret A.Ş. | 0.00% | 60.34% | -60.34% | Sales |
| 14 Job.ru LLC | 45.61% | 0.00% | 45.61% | Establishment |
| 15 OOO Pronto Pskov | 41.05% | 0.00% | 41.05% | Establishment |
| 16 OOO Rosprint | 0.00% | 43.68% | -43.68% | Sales |
| 17 Publishing International Holding BV | 45.61% | 0.00% | 45.61% | Establishment |

Code of Ethics and Conduct

Management and employees must abide by these fundamental values at all times during work and personal life, doing everything possible to increase the reputation of the Doğan Group and its shareholders to the highest level.

Operations

Company operations shall be conducted on the basis of effective legal regulations, the Articles of Association, internal regulations and formulated policies.

Undocumented activity is prohibited; accuracy and consistency shall be fundamental in record-keeping.

All employees shall cooperate with and support the internal auditing proceedings conducted to ensure the compliance of Company operations with the law and with internal regulations.

Beneficiaries

Principles of honesty, trust, consistency, professionalism, autonomy, for long-term relations and reciprocity are respected and shall be the guidelines for relations with customers, suppliers and other persons and organizations engaged in business relations with the Company.

Excellence in quality, meeting and exceeding all customer needs and expectations shall be the goals sought in products and services.

Any action restricting free competition shall be avoided, competitors shall not be discredited and no misleading advertising shall be permitted.

Secret information about the company and information that is of the nature of trade secrets as well as personal information on employees and customers shall be kept confidential.

Donations made by the Company shall be duly announced to all beneficiaries and the public.

Human Resources Policies

No discrimination with respect to race, ethnic background, nationality, religion or gender shall be practiced as regards human resources, equally qualified persons shall have equal opportunities, performance and productivity shall be the basis of remuneration and promotion policies, an open-door policy shall be adopted.

In order to achieve effective performance of duties, managers shall be chosen from among those persons who possess the professional qualifications required for the job.

Employees shall be provided a safe and secure working environment and opportunities for professional development.

Besides the training of personnel to achieve their individual and professional development, employees shall also be provided with first aid, earthquake, fire and other forms of disaster training.

Social Responsibility

Sensitivity to the environment and wild life, consumer rights and public health and all regulations governing these areas is primary.

Projects shall be developed to ensure that the Company fulfills its social responsibilities and the cooperation of relevant organizations shall be enlisted for this purpose.

Company Interests

No employee shall submit to pressures that may result in an outcome that would prove to be against the interests of shareholders nor may an employee accept material gain in any form.

Employees shall exclusively protect the interests of the Company in all decisions related to business, refraining from consideration of individual and family concerns and interests.

Employees shall show maximum care with regard to Company expenses, acting with prudence and cost awareness.

Business Ethics and Behavior

All employees shall carry out their duties equitably, in transparency, with accountability and responsibility.

Mutual respect, trust and cooperation are fundamental in relations between employees.

The resources and opportunities presented by the Company may not be used to support political activity and no political activity may be conducted within the Company, no donations may be made to political parties and no support of political campaigns may be exercised.

Political, social and religious views may not be expressed or discussed in the working environment.

In principle, employees may not be employed in another job outside of the Company. On the other hand, employees are encouraged to fulfill their own social responsibilities. For this purpose and with the approval of the Board of Directors, personnel may be engaged in an association, foundation, professional or educational institution performing public service.

All employees shall fulfill their responsibilities to protect and develop the respected image of the Company. In this context, all employees shall be expected to conduct their personal actions and behavior within the framework of the law and general principles of ethics.

Employees may not use confidential or undisclosed information about the Company for their own interest or to benefit third persons.

Employees may not directly or indirectly accept a gift in connection with Company business, nor provide a benefit or accept a loan from persons or firms engaged in business with the Company.

Statements to the press and to the media, the publication of articles in the press and participation in conferences as a speaker may be achieved only within the framework of the Company's internal regulations and with the approval of the CEO and/or the Chairman of the Board.

Audit Report

TO THE PRESIDENCY OF THE GENERAL ASSEMBLY OF DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

The Company's internal audit activities for the Accounting Period 2012 are hereby presented to your scrutiny.

1. It was observed that the books, folders and records were duly kept in accordance with the nature and importance of the enterprise, and that book keeping was in compliance with the laws, accounting procedures and principles, the Articles of Association, and the provisions of the Turkish Commercial Code.
2. It was observed that the figures featuring in the Company's financial statements are in accordance with the book records, and in compliance with the provisions of the Articles of Association, and the provisions of the Turkish Commercial Code. It was seen that the financial statements submitted to the General Assembly the Board of Directors are in compliance with the principles of the Turkish Commercial Code and in accordance with the official book records.
3. It was observed that the resolutions concerning Company Management were recorded in the resolution ledger as per applicable procedures.

As a result, we hereby submit to your scrutiny the Company activities and relevant financial statements as summarized in the report issued by the Board of Directors.



MEMDUH COŞKUNER
AUDITOR



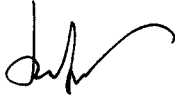
KORHAN KURTOĞLU
AUDITOR

Audit Committee Resolution

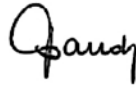
DATE : April 2, 2013
SUBJECT : Disclosure of Financial Statements for the Accounting Period
January 1, 2012 - December 31, 2012

We have examined the consolidated financial report for the accounting period from January 1, 2012 to December 31, 2012 which is prepared pursuant to the Communiqué Serial: XI, No. 29 issued by the Capital Markets Board (CMB) and in accordance with the International Financial Reporting Standards, presented in line with the principles set forth by the CMB, independently audited, and presented in comparison with the previous period, and we have received the opinions of the executives in charge of the preparation of the report.

Within the framework of the information available to us and the data presented to us, we have shared our opinion with the executives in charge of preparing the said financial report. In our opinion, the financial report reflects the truth about the Company's activity results, does not include any misleading deficiencies and complies with CMB's regulations.
ine varılmıştır.



TAYFUN BAYAZIT
PRESIDENT



ALİ PANDIR
MEMBER

Corporate Governance Committee Resolution

DATE : April 2, 2013
SUBJECT : Annual Report and Corporate Governance Principles Compliance Report for the Accounting Period 01.01.2012 - 31.12.2012

We have examined the Annual Reports 2012 prepared in line with the Capital Markets Board's (CMB) Serial: XI, No: 29 "Communiqué on Financial Reporting in Capital Markets" and the Ministry of Customs and Trade's "Regulation on the Determination of Minimal Content of Annual Reports", and the Corporate Governance Principles Compliance Report 2012 presented in line with the principles outlined in CMB's Weekly Bulletin dated February 1, 2013 and numbered 2013/4 (Board resolution dated February 1, 2013 and numbered 4/88), and have received the opinion of the executives in charge of preparing the said reports.

Within the framework of the information available to us and the data presented to us, we have shared our opinion with the executives in charge of preparing the Annual Report 2012 and Corporate Governance Principles Compliance Report 2012. In our opinion, the said reports reflect the truth about the Company's activity results, do not include any misleading deficiencies and comply with applicable regulations.



TAYFUN BAYAZIT
PRESIDENT



İMRE BARMANBEK
MEMBER



MURAT DOĞU
MEMBER

Board of Directors' Statement of Responsibility on the Approval of the Reports

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

RESOLUTION OF THE BOARD OF DIRECTORS ON THE APPROVAL OF FINANCIAL STATEMENTS AND ANNUAL REPORTS

RESOLUTION DATE : April 10, 2013

Ref. No.: 512

RESOLUTION NR. : 2013/13

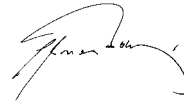
STATEMENT OF RESPONSIBILITY PURSUANT TO THE COMMUNIQUÉ SERIAL XI, NR. 29, SECTION 3, ARTICLE 9 ISSUED BY THE CAPITAL MARKETS BOARD

Having examined Doğan Şirketler Grubu Holding A.Ş. consolidated financial statements, which are prepared pursuant to the provisions of the Communiqué Serial XI, Nr. 29 issued by the Capital Markets Board (CMB) and in accordance with the International Financial Reporting Standards, are presented in line with the principles set forth by the regulations and resolutions by the CMB, are independently audited, for the accounting period from January 1, 2012 to December 31, 2012 and the annual report for the period from January 1, 2012 to December 31, 2012, within the framework of information available in so far as its duties and responsibilities are concerned, the Board concluded that,

- the financial statement and the annual report do not contain any misrepresentation of the facts on major issues, or any omissions that may be construed as misleading as of the date of the disclosure;
- the financial statements, which are prepared in accordance with the standing financial reporting standards, reflect the facts about the assets, liabilities, financial condition, profit and loss of the Company truthfully together with its consolidated subsidiaries and that the annual report reflect the progress and the performance of the business, and the financial condition of and the risks and uncertainties faced by the Company truthfully together with its consolidated subsidiaries.



YAHYA ÜZDİYEN
EXECUTIVE DIRECTOR
AND CEO



AHMET TOKSOY
CFO

Board of Directors' Resolution on the Approval of Reports

DATE : APRIL 10, 2013
NR. : 13

The Company's Board of Directors convened at the Company's Head Office with the participation of the undersigned members for discussion and resolution of the issues on the agenda.

Agenda: Approval of the Financial Report, Annual Report and Corporate Governance principles Compliance Report

RESOLUTION :

As a result of the deliberations, the Board of Directors resolved unanimously,

1. to ratify the consolidated financial statements, which are submitted to the Board of Directors by the Audit Committee with an opinion of compliance along with amendment suggestions and which are prepared pursuant to the legislation of the Communiqué Serial XI, Nr. 29 issued by the Capital Markets Board (CMB) and in accordance with the International Accounting Standards and the International Financial Reporting Standards, are presented in line with the principles set forth in the related resolutions by the CMB, are independently audited and are presented in comparison with the previous period, for the accounting period from January 1, 2012 to December 31, 2012, and to submit them for the approval of the General Assembly,

2. to ratify the herewith attached "Annual Report" and "Corporate Governance Compliance Report" for the year 2012, submitted to the Board of Directors with an opinion of approval of the Corporate Governance Committee and other relevant executives, and to submit these reports to the shareholders.



Y. BEGÜMHAN DOĞAN FARALYALI
CHAIRPERSON



HANZADE V. DOĞAN BOYNER
VICE CHAIRPERSON



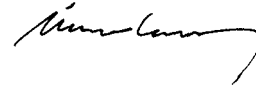
ARZUHAN YALÇINDAĞ
MEMBER



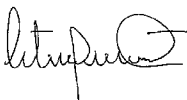
VUSLAT SABANCI
MEMBER



YAHYA ÜZDÜYEN
EXECUTIVE DIRECTOR



İMRE BARMANBEK
MEMBER



ERTUĞRUL FEYZİ TUNCER
MEMBER



TAYFUN BAYAZIT
MEMBER



ALİ PANDIR
MEMBER

Dividend Distribution Policy

Dividends will be distributed in the form of cash and/or bonus shares, with due consideration to the governing legislation, the Company's strategy for growth, performance and investment and funding requirements, as well as sector-specific, national and international economic conditions, and in a manner to allow the optimization of its financial structure.

Dividend Distribution Proposal

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş. BOARD OF DIRECTORS' RESOLUTION

MEETING DATE : APRIL 10, 2013

RESOLUTION NO : 14

The Company's Board of Directors convened at the Company's Head Office with the participation of the undersigned members for discussion and resolution of the issues on the agenda.

AGENDA : Dividend distribution proposal for the fiscal year January 1, 2012 to December 31, 2012

RESOLUTION :

As a result of the deliberations, in accordance with Turkish Commercial Code's Article 390/IV, it was resolved unanimously that:

With due consideration of the Turkish Commercial Code, Capital Markets Legislation, CMB Regulations, Corporate Tax Law, Income Tax Law, and other applicable legislation, as well as the Company's Articles of Association and the Dividend Distribution Policy disclosed to the public;

- The shareholders be advised and the General Assembly be asked to ratify that since the Company, according to the financial statements that are prepared for the fiscal year January 1, 2012 to December 31, 2012 in compliance with International Accounting Standards and International Financial Reporting Standards pursuant to the Capital Markets Board's Communiqué Series: XI, No. 29, presented as specified by the Capital Markets Board's regulations and resolutions and audited independently, has a "net profit for the period" of TL 155,671 thousand when "tax expense for the period", "deferred tax expense" and "minority interests" are considered jointly; however, after the deduction of TL 831,377 thousand in "loss from previous years" and the addition of TL 4,072 thousand in donations, the result is a "net profit for the period" of TL 671,634 thousand, and the Company cannot make any dividend payments for the fiscal year January 1, 2012 to December 31, 2012 pursuant to the profit distribution regulations of the Capital Markets Board;
- The General Assembly be asked to ratify that the "net loss for the period" for the fiscal year January 1, 2012 to December 31, 2012 is calculated as TL 66,386,973.06 according to the Company's legal statements kept in accordance with the Turkish Commercial Code and the Tax Procedure Law; and that TL 61,379,681.93 of income exempt from tax previously kept at a "special fund account" in compliance with Corporate Tax Code for five years to benefit from tax exemption, shall be transferred to "Extraordinary Reserves" due to the completion of the five-year period.



Y. BEGÜMHAN DOĞAN FARALYALI
CHAIRPERSON



HANZADE V. DOĞAN BOYNER
VICE CHAIRPERSON




ARZUHAN YALÇINDAĞ
MEMBER



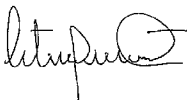
VUSLAT SABANCI
MEMBER



YAHYA ÜZDÜYEN
EXECUTIVE DIRECTOR



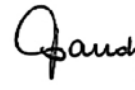
İMRE BARMANBEK
MEMBER



ERTUĞRUL FEYZİ TUNCER
MEMBER



TAYFUN BAYAZIT
MEMBER



ALİ PANDIR
MEMBER

Dividend Distribution Statement

DOĞAN ŞİRKETLER GRUBU HOLDING A.Ş., 2012 DIVIDEND DISTRIBUTION STATEMENT (TL THOUSAND)

| | | | |
|----|---|-------------------|--------------------------|
| 1 | Issued Capital | 2,450,000 | |
| 2 | Total Legal Reserves (According to Statutory Records) | 124,163 | |
| | Whether there is a privilege in profit distribution granted pursuant to the Articles of Association and information thereof: | None | |
| | | CMB (IFRS) | Statutory Records |
| 3 | Profit/Loss for the Period (-) ⁽¹⁾ | 323,969 | -66,387 |
| 4 | Taxes (-/+) ⁽²⁾ | -66,380 | 0 |
| | Non-Controlling, Minority Shares (-) | -101,918 | 0 |
| 5 | Net Profit/Loss for the Period (-) | 155,671 | -66,387 |
| 6 | Losses from Previous Years (-) | -831,377 | 0 |
| 7 | First Legal Reserves (-) | 0 | 0 |
| 8 | NET DISTRIBUTABLE PROFIT/(LOSS) FOR THE PERIOD | -675,706 | -66,387 |
| 9 | Donations over the Year (+) | 4,072 | |
| 10 | Net Distributable Profit/(Loss) for the Period, including Donations, as basis for calculating the First Dividend ⁽³⁾ | -671,634 | |
| 11 | First Dividend to Shareholders (20%) | 0 | |
| | Cash | 0 | |
| | Bonus | 0 | |
| | Total | 0 | |
| 12 | Dividend to Preferred Shareholders | 0 | |
| 13 | Dividend to the Board Members, Employees, et al. | 0 | |
| 14 | Dividend to Redeemed Shareholders | 0 | |
| 15 | Second Dividend to Shareholders | 0 | |
| 16 | Second Legal Reserves | 0 | |
| 17 | Statutory Reserves | 0 | 0 |
| 18 | Special Reserves | 0 | 0 |
| 19 | Extraordinary Reserves | 0 | 0 |
| 20 | Other Distributable Resources | 0 | 0 |
| | Profits from the Previous Year | 0 | 0 |
| | Extraordinary Reserves | 0 | 0 |
| | Other Distributable Reserves Pursuant to the Law and the Articles of | 0 | 0 |

⁽¹⁾ "Net Profit for the Period from Continuing Operations"

⁽²⁾ Taxes amounting to TL 84,205 thousand; consist of "Tax Expenses for the Period" [(-) TL 80,149 thousand] and "Deferred Tax Expenses" [(+) TL 17,825 thousand].

⁽³⁾ There is no distributable profit for the period.

| DIVIDEND PER SHARE | GROUP | TOTAL AMOUNT OF DIVIDEND (TL) | DIVIDEND PER SHARE WITH A NOMINAL VALUE OF TL 1 | |
|--|-------|--|---|-----------|
| | | | AMOUNT (TL) | SHARE (%) |
| GROSS | - | 0 | 0 | 0 |
| NET | - | 0 | 0 | 0 |
| RATIO OF DIVIDEND DISTRIBUTED TO NET DISTRIBUTABLE PROFIT FOR THE PERIOD INCLUDING DONATIONS | | | | |
| AMOUNT OF DIVIDEND DISTRIBUTED TO SHAREHOLDERS (TL) | | RATIO OF DIVIDEND DISTRIBUTED TO SHAREHOLDERS TO NET DISTRIBUTABLE PROFIT FOR THE PERIOD INCLUDING DONATIONS | | |
| 0 | | 0 | | |



Doğın Şirketler Grubu Holding A.Ş.

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