

MINUTES OF THE ORDINARY SHAREHOLDERS' GENERAL MEETING OF DOĞAN  
ŞİRKETLER GRUBU HOLDİNG A.Ş. HELD ON THURSDAY, 15 MAY 2008

Ordinary General Meeting of Shareholders concerning the Fiscal Period between 01.01.2007-31.12.2007 of Doğan Şirketler Grubu Holding A.Ş. was assembled on Thursday, May 15<sup>th</sup>, 2008, at 10:30 A.M., at the address of Altunizade, Oymacı Sok., No; 51 Üsküdar 34662 İstanbul, under the supervision of the Ministry Commissioner, Nevzat Özer, assigned by virtue of the Letter Number 28515, dated May 14<sup>th</sup>, 2008 of Istanbul Provincial Directorate of Industry and Commerce.

Invitation to the said meeting was timely executed in accordance with the respective law, as well as with the Articles of Association of the said Company, in the form of a declaration, including the date, agenda, and place of the said meeting, on the Issue numbered 7052 of Turkish Trade Registry Journal, dated April 30<sup>th</sup>, 2008, as well as at the Issue numbered 21839 of Milliyet Newspaper, dated April 30<sup>th</sup>, 2008.

Having determined upon examination of the shareholder's register that, out of the 1,500,000,000 shares corresponding to the total capital of the Company, amounting to TRY 1,500,000,000, 942.125.101 shares corresponding to TRY 942.125.101 were represented in the meeting, 742,064,722 shares corresponding to an amount of TRY 742,064,722 being represented in person, and 200,060,379 shares corresponding to an amount of TRY 200,060,379 being represented by proxy, the minimum quorum foreseen in the respective Law, as well as in the Articles of Association was present, the Meeting was opened by the İmre Barmanbek, Vice Chairman, of the Board of Directors, and discussion of the issues on the agenda was started.

Upon the discussions on issues in the agenda;

1. İmre Barmanbek was unanimously elected the chairman of Presiding Committee, Ali Rıza Temuroğlu and Yener Şenok was unanimously elected Scrutineers, and Alper Altıok was elected Secretary.

2. The signatory power for signing the minutes of the meeting on behalf of the participants was unanimously granted to the Presiding Committee.

3. Having read the Operating Report of the Board of Directors, Board of Audit Report, and Independent Audit Reports, as well as the Financial Statements, issued within the framework of the guidelines specified at the regulations of the of Capital Markets Board concerning the accounting standards, pertaining to fiscal period of 01.01.2007-31.12.2007, the said reports were negotiated, and accepted unanimously with 939,571,277 votes in favor. Meanwhile representatives of 2.553.824 shares cast negative votes.

4. The proposal of the Board of Directors on the distribution of profit for the period was discussed, and it was unanimously resolved that no dividend be distributed from profit for the period, there being no distributable profit amount according to UFRS results as a result of adding donations in the amount of TRY 1.022.439 to the amount found after deducting the net term profits amounting to TRY 566.410.292 of the participations, subsidiaries, and enterprises under common control, which have not held their general meetings yet or have decided not to distribute dividends at the general meeting as from the date of 28.4.2008, which was transferred to our consolidated financial statements out of the total consolidated net term profit amounting to TRY 395.244.215 written down on our consolidated financial statements dated 31.12.2007.

5. The release of the Members of Board of Directors from the transactions and accounts of the Fiscal Period of 01.01.2007-31.12.2007 was put on vote individually for each member, and upon the voting in which the concerned persons did not attend, the Members of Board of Directors were unanimously released.

6. The release of the Members of Board of Auditors from the transactions and accounts of the Fiscal Term of 01.01.2007-31.12.2007, was put on vote individually for each member, and upon the voting in which the concerned persons did not attend, the Members of Board of Auditors were unanimously released with 939.571.277 votes in favor. Representatives of 2.553.824 shares cast abstaining votes.

7. It was unanimously resolved that number of members of the Board of Directors be 11, they retain the Office until the next ordinary general meeting and their remunerations per month be net TRY 2.500 per each;

Aydın Doğan  
Arzuhan Yalçındağ  
Vuslat Sabancı  
Hanzade Vasfiye Doğan Boyner  
İmre Barmanbek  
Ahmet Vural Akışık  
Mehmet Ali Yalçındağ  
Taylan Bilgel  
Ali İhsan Karacan  
Ragıp Nebil İlseven  
Zekeriya Yıldırım

be elected the members of the Board of Directors with 938.864.763 votes in favor. While the representative of 2,553,824 shares cast negative votes, the representative of 706,514 shares abstained from voting.

8. It was unanimously decided that number of the Auditors be 2, they retain the office until the next Ordinary General Meeting, and their remunerations per year be net TRY 1,000 per each, and Memduh Coşkuner ve Cem Soylu were unanimously elected Auditors.

9. It was unanimously decided with 917,462,351 votes in favor to authorize the Board of Directors to issue Bonds and/or Financing Bills within the scope of the provisions of the Article 14 of the Articles of Association of the Company, as well as in return to the permission of the Capital Markets Board, and up to the maximum amount permissible by Turkish Commercial Law, Capital Market Law, and its additional regulations, and to specify the numbers, denominations, and interest rates, terms of payment, and other conditions as per the Bonds and/or Financing Bills to be issued. While the representative of 24,612,750 shares cast negative votes, the representative of 50,000 shares abstained from voting.

10. It was unanimously decided to confer upon the Members of the Board of Directors authority to engage with the business that is in the business field of the Company in person, or on behalf of others, and become a partner of the Companies that engage with such fields of business, and perform other transactions as per the Articles 334 and 335 of Turkish Commercial Law.

11. General Meeting was informed that the donations of the Company for the year 2007 amounted to TRY 1,022,439. Despite not having been put on vote, representative of 23,015,920 shares had abstaining declarations.

12. Wishes for company's becoming successful in its business were shared. The meeting was closed, there being no other issue left to be negotiated on the agenda. These Minutes were drawn up and signed on-site.

COMMISSIONER OF THE MINISTRY OF INDUSTRY AND COMMERCE NEVZAT ÖZER SIGNED		SIGNED CHAIRMAN OF THE PRESIDING COMMITTEE İMRE BARMANBEK
SCRUTINEER ALİ RIZA TEMUROĞLU SIGNED	SCRUTINEER YENER ŞENOK SIGNED	SECRETARY ALPER ALTIOK SIGNED

LIST OF ATTENDANTS OF SHAREHOLDERS' ORDINARY GENERAL MEETING FOR THE FISCAL PERIOD 01.01.2007-31.12.2007 OF DOĞAN ŞİRKETLER GRUBU HOLDING ANONİM ŞİRKETİ  
HELD ON 15.05.2008

	NAME SURNAME / TITLE AND ADDRESS OF THE SHAREHOLDER	CONTRIBUTION TO CAPITAL TRY	NUMBER OF SHARES	REPRESENTATION METHOD IN PERSON-BY PROXY	REPRESENTATIVE'S NAME SURNAME	SIGNATURE
1-	ADILBEY HOLDING A.Ş. Altunizade, Oymacı Sokak No. 51 Üsküdar 34662 İstanbul	739.200.000	739.200.000	IN PERSON	RAGIP NEBİL İLSEVEN	
2-	AYDIN DOĞAN Altunizade, Oymacı Sokak No. 51 Üsküdar 34662 İstanbul	115.657.385	115.657.385	BY PROXY	ALİ RIZA TEMUROĞLU	
3-	AYDIN DOĞAN VAKFI Altunizade, Oymacı Sokak No. 51 Üsküdar 34662 İstanbul	2.864.722	2.864.722	IN PERSON	YENER ŞENOK	
4-	HANZADE VASFİYE DOĞAN BOYNER Altunizade, Oymacı Sokak No. 51 Üsküdar 34662 İstanbul	15.614.109	15.614.109	BY PROXY	SERDAR KIRMAZ	
5-	İŞİL DOĞAN Altunizade, Oymacı Sokak No. 51 Üsküdar 34662 İstanbul	24.668.435	24.668.435	BY PROXY	SELMA UYGUÇ	
6-	ARZUHAN YALÇINDAĞ Altunizade, Oymacı Sokak No. 51 Üsküdar 34662 İstanbul	15.614.109	15.614.109	BY PROXY	SELMA UYGUÇ	
7-	CAISSE DE DEPOT ET PLACEMENT DU QUEBEC	1.487.410	1.487.410	BY PROXY	HAYATI ÖZER	
8-	CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	711.586	711.586	BY PROXY	HAYATI ÖZER	
9-	CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	30.163	30.163	BY PROXY	HAYATI ÖZER	
10-	CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	1.717.277	1.717.277	BY PROXY	HAYATI ÖZER	
11-	CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	85.081	85.081	BY PROXY	HAYATI ÖZER	
12-	CALIFORNIA PUBLIC EMPLOYEES RETIREMENT SYSTEM	46.894	46.894	BY PROXY	HAYATI ÖZER	
13-	STATE OF CONNECTICUT RETIREMENT PLANS AND TRUST FUNDS	651.930	651.930	BY PROXY	HAYATI ÖZER	
14-	COLLEGE RETIREMENT EQUITIES FUND	50.000	50.000	BY PROXY	HAYATI ÖZER	

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ALTIYOL  
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4.LEVENT  
(0212) 283 83 66

EYLÜL  
TERCÜME  
VE REKLAM  
TİC.LTD.ŞTİ.

15-	JOHN HANCOCK TRUST INTERNATIONAL EQUITY INDEX TRUST B	16.382	16.382	BY PROXY	HAYATI ÖZER
16-	JOHN HANCOCK TRUST INTERNATIONAL EQUITY INDEX TRUST A	10.506	10.506	BY PROXY	HAYATI ÖZER
17-	JOHN HANCOCK FUNDS II INTERNATIONAL EQUITY INDEX FUND	12.411	12.411	BY PROXY	HAYATI ÖZER
18-	IBM SAVINGS PLAN	90.888	90.888	BY PROXY	HAYATI ÖZER
19-	MONETARY AUTHORITY SINGAPORE	369.510	369.510	BY PROXY	HAYATI ÖZER
20-	TEACHERS RETIREMENT SYSTEM OF	918.570	918.570	BY PROXY	HAYATI ÖZER
21-	GMO FUNDS P.L.C.	728.260	728.260	BY PROXY	HAYATI ÖZER
22-	MASSACHUSETTS INSTITUTE OF TECHNOLOGY ENDOWMENT	205.704	205.704	BY PROXY	HAYATI ÖZER
23-	OMERS ADMINISTRATION CORPORATION	2.074.972	2.074.972	BY PROXY	HAYATI ÖZER
24-	BBH/THE MASTFK TRUST BANK OF JAPAN LTD.REMTBC460035147	202.904	202.904	BY PROXY	H.VUSLAT SÜMEN
25-	BBH/GMO EMERGING COUNTRIES FUND	341.160	341.160	BY PROXY	H.VUSLAT SÜMEN
26-	BBH/PRESIDENT AND FELLOWS OF HARVARD	104.540	104.540	BY PROXY	H.VUSLAT SÜMEN
27-	BBH/GMO EMERGING MARKETS FUND	10.976.040	10.976.040	BY PROXY	H.VUSLAT SÜMEN
28-	MELON BANKA.N./COMMON WEALTH OF PENNSYLVANIA PUBLIC	706.635	706.635	BY PROXY	H.VUSLAT SÜMEN
29-	MELON BANK A.N./ STATE OF WISCONSIN IN V BOARD	2.333.096	2.333.096	BY PROXY	H.VUSLAT SÜMEN
30-	MELON BANK N.A./BELL ATLANTIC MASTER TRUST	151.840	151.840	BY PROXY	H.VUSLAT SÜMEN
31-	MELON BANK N. A/OHIO SCHOOL EMPLOYEES RETIREMENT SYSTEM	2.553.824	2.553.824	BY PROXY	H.VUSLAT SÜMEN

32- CITIBANK/STICHTING SHEEL PENS	706.514	706.514	BY PROXY	H.VUSLAT SÜMEN	
33- BONYAVISDONTREE EMERGING MARKETS HIGH YIELDING EQUITY FUND	45.576	45.576	BY PROXY	H.VUSLAT SÜMEN	
34- BONY/OHIO POLIÇİ AND FIRE PENSION FUND	682.565	682.565	BY PROXY	H.VUSLAT SÜMEN	
35- BONY/CAUSEWAY EMERGING MARKETS FUND	258.392	258.392	BY PROXY	H.VUSLAT SÜMEN	
36- STICHTING BEDRUFSTAK PENSIDEN FONDS VOOR HET HORECABEDRIJF	235.711	235.711	BY PROXY	H.VUSLAT SÜMEN	
TOTAL	942.125.101	942.125.101			

COMMISSIONER OF THE MINISTRY OF  
INDUSTRY AND COMMERCE

NEVZAT ÖZER  
SIGNED

SCRUTINEER

ALİ RIZA TEMUROĞLU  
SIGNED

SIGNED  
CHAIRMAN OF THE  
PRESIDING  
COMMITTEE

İMRE BARMANBEK

SECRETARY  
ALPER ALTIOK  
SIGNED

CAPITAL OF THE  
COMPANY : 1.500.000.000

TOTAL NUMBER OF  
SHARES : 1.500.000.000

MINIMUM MEETING  
QUORUM: : %25

PRESENT MEETING  
QUORUM: : 62.8% 942.125.101

IN PERSON : 742.064.722

BY PROXY : 200.060.379

PARTNERSHIP AND CAPITAL STRUCTURE GIVEN IN THE LIST  
OF ATTENDANTS IS IN CONFORMITY WITH THE STOCK  
REGISTER AND THE RECORDS.  
BOARD OF DIRECTORS

DOĞAN  
ŞİRKETLER GRUBU  
HOLDING A.Ş.  
SIGNED

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VE REKLAM  
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