

**MINUTES OF THE ORDINARY GENERAL MEETING OF SHAREHOLDERS OF DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş. HELD ON THURSDAY, 11 AUGUST 2005**

The Ordinary General Meeting of Shareholders of Doğan Şirketler Grubu Holding A.Ş. concerning the Fiscal Period of 01.01.2004-31.12.2004 was held on Thursday, 11.08.2005 at 10:00 A.M., at the address of Altunizade, Oymacı Sok., No: 51 Üsküdar 34662 Istanbul, under the supervision of the Nevzat ÖZER, Commissioner of the Ministry, assigned by virtue of the letter of Istanbul Provincial Directorate of Industry and Commerce, dated 10.08.2005 and number 49226.

Invitation to the meeting was timely executed as prescribed in the respective law as well as in the Articles of Association of the said Company, by way of announcement including the date, agenda and place of the said meeting, on the issue of Turkish Trade Registry Journal, number 6355 and dated 27.07.2005 and on the issue of Milliyet Newspaper, number 20829 and dated 27.07.2005, and declaration to the holders of the registered shares which are not traded on the Istanbul Stock Exchange Market in accordance with the provisions of Turkish Commercial Code. There are no bearer shareholders who entrusted certificates of share beforehand and declared his/her address.

Having investigated the list of attendants, it was understood that out of 73,528,820,820 shares corresponding to the total capital of the company, TL 735,288,208,200,000.-, 38,375,413,437 shares corresponding to a capital of TL 383,754,134,370,000.- were represented in person, and 5,028,932,201 shares corresponding to a capital of TL 50,289,322,010,000 were represented by proxy, thereby, 43,404,345,638 shares corresponding to a capital of TL 434,043,456,380,000.- in total were represented at the meeting, and accordingly, the minimum meeting quorum as prescribed both by the respective law and the articles of association was present; the meeting was opened by Mr. İmre Barmanbek, Vice Chairman of Board of Directors, and the discussions on the agenda were started.

**UPON THE DISCUSSIONS ON THE AGENDA;**

1. İmre Barmanbek was unanimously elected as the Chairperson of the 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 attendants was unanimously granted to the Presiding Committee.
3. It was unanimously decided to approve the assignment of Mr. Ertuğrul Fevzi Tuncer by the Board of Directors for the membership of Board of Directors which has become vacate within the period due to resignation of Mr. Ali Rıza Temuroğlu.
4. The Activity Report of the Board of Directors, Reports of the Audit Board, and Independent Audit Organizations as well as the financial statements issued within the framework of the guidelines specified by the regulations of the of Capital Market Board concerning the accounting standards, pertaining to fiscal period of 01.01.2004-31.12.2004 were read, negotiated and unanimously approved.

5. The release of the Members of Board of Directors from the transactions and accounts of the Fiscal Period of 01.01.2004-31.12.2004 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 Period of 01.01.2004-31.12.2004 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.

7. Having negotiated the proposal of the Board of Directors on the profit of the fiscal period of 01.01.2004 - 31.12.2004; in accordance with the provisions of the communiqué of Capital Market Board, Serial: XI and No: 25, due to the fact that the amount to remain upon setting off in the present period the former years' losses in the amount of YTL 186,290,322.- arising out of the adjustment of the financial statements according to inflation for the first time by 31.12.2003 is below than the total net period profits of the affiliates, subsidiaries or enterprises subject to joint management, which have not held their general meetings yet, or decided at their general meetings not to distribute profits, in the amount of YTL 69,119,138.-, which is transferred to our consolidated financial statements, and that no distributable profit has accrued; it was unanimously decided not to distribute any profit from the period profit, the "Consolidated Net Period Profit" of our Company in the amount of YTL 239,285,805.- as shown in the consolidated financial statements dated 31.12.2004, issued as per the International Financial Reporting Standards ("IFRS").

8. It was unanimously decided that number of members of the Board of Directors be 11, that they retain their office until the next ordinary general meeting, and that their monthly remunerations be gross TL 1,500,000,000.- per each; and

Aydın Doğan  
Arzuhan Yalçındağ  
Vuslat Sabancı  
Hanzade Vasfiye Doğan  
İmre Barmanbek  
Ahmet Vural Akışık  
Mevlüt Tufan Darbaz  
Mehmet Ali Yalçındağ  
Refik Araş  
Taylan Bilgel  
Ertuğrul Fevzi Tuncer

were unanimously elected as the members of Board of Directors.

9. It was unanimously decided that number of the Auditors be 2, that they retain their office until the next ordinary general meeting, and that their annual remunerations be gross TL 800,000,000.- per each; and

- Memduh Coşkuner and  
- Cem Soylu  
were unanimously elected as the Auditors.

10. With regards to provisions of Regulations on Independent External Audit of Capital Market Board, election of "Başaran Nas Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of PricewaterhouseCoopers) as the Independent Audit Company by Board of Directors was unanimously approved.

11. It was unanimously decided 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, with permission of the Capital Markets Board, and up to the maximum amount permissible by Turkish Commercial Law, Capital Market Law, and the supplementary legislation, and to determine the amounts, denominations, and interest rates, payment terms, and other conditions pertaining to Bonds and/or Financing Bills to be issued.

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

13. It was informed at the General Meeting that the donations of the Company for the year 2004 amounted to TL 9,572,190,000. Although having not been put on vote, representatives of 350,649,000 shares had negative declarations on matter of donations.

14. 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 at the meeting site.

COMMISSIONER OF T.R.  
MINISTRY OF INDUSTRY  
AND TRADE  
NEVZAT ÖZER  
SIGNATURE

SIGNATURE  
CHAIRPERSON OF THE  
PRESIDING COMMITTEE  
İMRE BARMANBEK

SCRUTINEER  
ALİ RIZA TEMUROĞLU  
SIGNATURE

SCRUTINEER  
YENER ŞENOK  
SIGNATURE

SECRETARY  
SELMA UYGUÇ  
SIGNATURE

LISTS OF ATTENDANTS TO THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF DOĞAN ŞİRKETLER GRUBU HOLDİNG ANONİM ŞİRKETİ HELD ON 21.12.2004

NAME SURNAME / TITLE AND ADDRESS OF THE SHAREHOLDER	CONTRIBUTION TO CAPITAL TL	NUMBER OF SHARES	MANNER OF REPRESENTATION IN PERSON/ BY PROXY	REPRESENTATIVE'S NAME SURNAME	SIGNATURE
1- ADILBEY HOLDİNG AŞ. Altunizade Oymacı Sokak No. 51 Üsküdar- İstanbul	382.349.868.310.000	38.234.986.831	IN PERSON	İVRE BARMANBEK	
2- AYDIN DOĞAN	36.694.341.330.000	3.669.434.133	BY PROXY	İVRE BARMANBEK	
3- AYDIN DAĞAN VAKFI Doğan TV Center Bağcılar - İstanbul	1.404.264.060.000	140.426.406	IN PERSON	ALİ RIZA TEMUROĞLU	
4- VUSLAT SABANCI Altunizade Oymacı Sok. No 51 Üsküdar-İstanbul	7.653.913.680.000	765.391.368	BY PROXY	YENER ŞENOK	
5- BBH CO. MASTER TRUST BANK OF JAPAN LTD RE MTBC400035147	247.076.000.000	24.707.600	BY PROXY	HIKMET VUSLAT SÜMEN	
6- BOSTON SAFE DEPOSIT AND TRUST COMPANY -ACADIAN EMERGING MARKETS EQUITY FUND	2.629.802.000.000	262.980.200	BY PROXY	HIKMET VUSLAT SÜMEN	
7- BOSTON SAFE DEPOSIT AND TRUST COMPANY -COMMONWEALTH OF PENNSYLVANIA STATE EMP RET	2.140.000.000.000	214.000.000	BY PROXY	HIKMET VUSLAT SÜMEN	
8- BOSTON SAFE DEPOSIT AND TRUST COMPANY -PENSION RESERVERS INVESTMENTMANAGEMENT TRUST	47.501.000.000	4.750.100	BY PROXY	HIKMET VUSLAT SÜMEN	
9- BOSTON SAFE DEPOSIT AND TRUST COMPANY -STATE OF WISCONSIN INV BOARD	453.688.000.000	48.368.800	BY PROXY	HIKMET VUSLAT SÜMEN	
10- BOSTON SAFE DEPOSIT AND TRUST COMPANY -ACADIAN INTERNATIONAL ALL CAP FUND	83.000.000.000	8.300.000	BY PROXY	HIKMET VUSLAT SÜMEN	
11- BOSTON SAFE DEPOSIT AND TRUST COMPANY -UPS RETIREMENTPLAN	107.000.000.000	10.700.000	BY PROXY	HIKMET VUSLAT SÜMEN	
12- BONY - ING INTERNATIONAL SMALLCAP GROVVTH FUND	203.000.000.000	20.300.000	BY PROXY	HIKMET VUSLAT SÜMEN	
13- SELMA UYGUÇ Altunizade Oymacı Sokak No. 51 Üsküdar-İstanbul	1.000.000	100	IN PERSON	/	
14- ALPER ALTIOK Altunizade Oymacı Sokak No. 51 Üsküdar-İstanbul	1.000.000	100	IN PERSON	/	
<b>TOTAL</b>	<b>434.043.456.380.000</b>	<b>43.404.345.638</b>			

COMMISSIONER OF THE MINISTRY OF INDUSTRY AND TRADE  
NEVZAT ÖZER  
SIGNATURE  
SCRUTINEER  
ALİ RIZA TEMUROĞLU  
SIGNATURE

CHAIRPERSON OF THE PRESIDING COMMITTEE  
İVRE BARMANBEK  
SIGNATURE  
SECRETARY  
ALPER ALTIOK  
SIGNATURE

CAPITAL OF THE COMPANY 135.288.208.200.000  
TOTAL NUMBER OF SHARES 73.528.820.820  
MINIMUM MEETING QUORUM %25  
PRESENT MEETING QUORUM %59 - 43.404.345.638  
IN PERSON 38.375.413.437  
BY PROXY 5.028.932.201

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  
HOLDİNG A.Ş.  
SIGNATURE

İşbu teriminin dairimiz  
yeminli tercümanlarımızdan  
S.A.EMAL SARİSOZEN  
tarafından tercüme edilmiş  
orijinaldır.

İşbu belge orijinalından  
teslim edilmiş olarak  
T.C. T.C. Dışişleri Bakanlığı  
İN GİLİM ÇEYREKLERİNDEN tercüme edilmiştir.  
Yeminli Tercüman S.A.EMAL SARİSOZEN  
Dışişleri No: 100/01001351

TRANSLATION  
OFFICE  
LEVENT  
(0212) 283 88 69  
KADIKÖY  
(0216) 348 87 81  
ALTIYOL  
(0216) 566 43 73  
4.LEVENT  
(0212) 283 83 66  
ANKARA  
(0312) 231 76 60

EYLÜL  
TERCÜME  
VE REKLAM  
TİC.LTD.ŞTİ.

