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MINUTES OF THE ORDINARY SHAREHOLDERS' GENERAL MEETING OF DOĞAN
ŞİRKETLER GRUBU HOLDİNG A.Ş. HELD ON TUESDAY, 30 MAY 2006

Ordinary General Meeting of Shareholders concerning the Fiscal Period between 01.01.2005-31.12.2005 of Doğan Şirketler Grubu Holding A.Ş. was assembled on Tuesday, 30.05.2006, at 10:30 A.M., at the address of Altunizade, Oymacı Sok., No; 51 Üsküdar 34662 Istanbul, under the supervision of the Ministry Commissioner, Nevzat Özer, assigned by virtue of the Letter Number 28103, dated May 14th, 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 6555 of Turkish Trade Registry Journal, dated May 12th, 2006, as well as at the issue numbered 21119 of Milliyet Newspaper, dated 13.5.2006. There are no bearer shareholders who entrusted certificates of share beforehand and declared his/her address.

Having determined upon examination of the shareholder's register that, out of the 73.528.820.820 shares corresponding to the total capital of the Company, amounting to TL 735,288,208,200.000, 42.818.195.642 shares corresponding to TRY 428.181.956.420.000 were represented in the meeting, 38.375.413.247 shares corresponding to TL 383.754.132.470.000 being represented in person and 4,442,782,395 shares corresponding to TL 44,427,823,950,000 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 Vice Chairman of the Board of Directors, İmre Barmanbek, so the discussion of the issues on the agenda was started.

Upon the discussions on issues in the agenda;

1. It was unanimously resolved that İmre Parmanbek be elected Chairman of Presiding Committee, Ali Rıza Temuroğlu and Yener Şenok be elected the Scrutineers, and Alper Altıok be elected the Clerk.
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 01.01.2005-31.12.2005, the said reports were negotiated and approved unanimously.
4. The release of the Members of Board of Directors from the transactions and accounts of the Fiscal Period of 01.01.2005-31.12.2005 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.



5. The release of the Members of Board of Auditors from the transactions and accounts of the Fiscal Period of 01.01.2005-31.12.2005 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.

6. Upon negotiation of distribution of profit for the period by the Board of Directors and proposal submitted in this regard, following the discussions so made, based on TRY 636.356.508 , net profit for the year 2005, within the framework of Law on Capital Markets and additional communiqués , by adding to this amount TRY 3.416.062 as the First Type of Legal Reserves as pr article 466/1, Turkish Commercial Code, and by deducing net profits for the period of affiliates, subsidiaries, affiliated partnership and entities subject to common control and management which have not held their general meetings or whose general meetings resolved on distribution of net profit in the amount of TRY 173.063.557 as per resolution of CMB dated 11.03.2004 and number OFD/439-4290 , which have been transferred to our consolidated financial statements; within the framework of resolution of CMB dated 05.05.2006 and number 21/526 , by applying the donations and aids granted within the year amounting to TRY 306.910 as increase, since TRY 138.055.140. which is the minimum dividend at the rate of 30% , which is required to be distributed, from the minimum distributable dividend calculated over TRY 460.183.799 may not be provided by the net distributable profit contained in our legal records and remaining amount after setting aside the first type legal reserves amounting to TRY 3.416.062 from net profit for the period in the amount of TRY 68.321.242 is TRY 64.905.180, it was unanimously resolved that, within the framework of resolutions of Capital Markets Board dated 25.02.2005 and number 7/42 and dated 27.01.2006 and number 4/67 , the First Type of Legal Reserves amounting to TRY 3.416.062 be set aside from net profit for the year 2005 and remainder after setting aside gross amount of TRY 64.905.180 for distribution to our shareholders be transferred to accumulated profits in the financial statements issued according to UFRS, and by adding gross amount of TRY 71.123.138 from the extraordinary legal reserves contained in our legal records to gross amount of TRY 64.905.180 set aside from profit for the period , a gross amount of TRY 136.028.318 be distributed in cash as dividend and distribution of dividend be started as from 31.05.2006.

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 gross TRY 1.500 per each;

Aydın Doğan
Arzuhan Yalçındağ
Vuslat Sabancı
Hanzade Vasfiye Doğan
İmre Barmanbek
Ahmet Vural Akışık
Mevlüt Tufan Darbaz
Mehmet Ali Yalçındağ
Refik Aras
Taylan Bilgel
Ali İhsan Karacan

were unanimously elected.

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

9. With regards to provisions of Regulations on Independent External Audit of Board of Capital Markets, selection of "Başaran Nas Serbest Muhasebeci Mali Müşavirlik A.Ş. (a member of PricewaterhouseCoopers) as the independent external audit company by Board of Directors was unanimously approved. Representatives of 281,299 shares cast abstaining votes.

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

11. 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.

12. It was unanimously resolved that article of Articles of Association of our company entitled "Capital of Company" , article 10 entitled "Transfer of Certificate of Shares " be replaced with the new text contained in the amendment draft attached hereto which was approved by letters of Republic of Turkey, Ministry of Industry and Commerce, dated 27.04.2006 and number B.014.O.ITG.0.10.00.01/402-13745-44134- 3219 and Republic of Turkey Prime Ministry Board of Capital Markets dated 26.04.2006 and number B.02.1.SPK.0.13-784 and article 11 entitled "Shareholding Against Company " be severed from the Articles of Association.

13. Pursuant to resolution of Board of Capital Markets dated 27.01.2006 and number 4/67, General Meeting was informed about company's policy on profit distribution.

14. General Meeting was informed that the donations of the Company for the year 2005 amounted to TRY 306,910. Despite having not been put on vote, representatives of 5,611,363 shares expressed negative statements, the representative of 500 shares had abstaining statements about donations.

15. 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.

Draft Amendment attached hereto

COMMISSIONER OF THE
MINISTRY OF INDUSTRY
AND COMMERCE
NEVZAT ÖZER
SIGNED
SCRUTINEER
ALİ RIZA TEMUROĞLU
SIGNED

SCRUTINEER
YENER ŞENOK
SIGNED

CHAIRMAN OF THE
PRESIDING COMMITTEE
İMRE BARMANBEK
SIGNED

SECRETARY
ALPER ALTIÖK
SIGNED

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AMENDMENT DRAFT TO THE ARTICLES OF ASSOCIATION OF DOĞAN ŞİRKETLER
GRUBU HOLDİNG A.Ş.

FORMER TEXT

CAPITAL OF THE COMPANY

Article 8:

According to the Law number 2499, the Holding has adopted authorized capital system, and has shifted to the said system as per the permit of the Capital Market Board dated 29.03.1994 and number 299.

The authorized capital of the holding is TRY 2,000,000,000,000,000,- (two quadrillion) divided into 200,000,000,000 shares each worth 10,000 (ten thousand) Turkish Liras.

Issued capital of Holding is TRY 735.288.208.200.000.- (seven hundred thirty five trillion two hundred eighty eight billion two hundred eight million two hundred thousand) , which was fully paid up, divided into 73.528.820.820 (seventy three billion five hundred twenty eight million eight hundred twenty thousand eight hundred twenty) shares each worth 10.000.- (ten thousand) Turkish Liras , 26.000.000 (twenty six million) being registered shares and 73.502.820.820 (seventy three billion five hundred two million eight hundred twenty thousand eight hundred twenty) bearer shares. TRY 450.751.824.151.372 of the issued capital was paid up in cash and TRY 70.173.010.000 was recorded as in-kind capital.

Of the remaining TRY 284.466.211.038.628 was provided by adding to the capital of the internal resources composed of :

- dividends amounting TRY 52.508.371.500.000 which were distributed as free of charge certificates of shares,

TRY 231,957,839,538,628 was provided by adding to the capital of the internal resources composed of ;

- Revaluation Increase of Fixed Tangible Assets amounting to TRY 44.330.530.734,93 ,
- Revaluation Increase of Affiliates amounting to TRY 48,721,915,718,020.30 ,
- Cost Increase Funds amounting to TRY 5.583.731.990.267;
- Capital Reserves Stemming from Issuance Premium of Share Certificates amounting to TRY 4.636.214.710.806,
- Capital Reserves Stemming from Cost Increase Fund amounting to TRY 3,806,479,812,800,
- Capital Reserves Stemming from Proceeds of Affiliate Shares Sales amounting to TRY 9,007,007,399,945,
- Capital Reserves Stemming from Proceeds of Real Estate Sales amounting to TRY 440,156,906,410,
- Capital Reserves Stemming from Legal Reserves amounting to TRY 1,688,341,543,
- Proceeds of Affiliate Shares Sales amounting to TRY 148,106,946,782,768,
- Proceeds of Real Estate Sales amounting to TRY 193,553,562,760.76,
- Extraordinary Legal Reserves amounting to TRY 11.415.813.782.573 and, share certificates

issued representing dividends and internal resources added to capital were distributed to shareholders free of charge pro rata to their shareholding.

27 APRIL 2006

SIGNED

SEAL

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

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Breakdown of share certificates representing the issued capital is as follows.

Series	Group	Type	Total TL
1	-	Registered	130.000.000.000.-
2	-	Registered	130.000.000.000.-
2	-	Bearer	1.248.000.000.000.-
3	-	Bearer	2.262.000.000.000.-
4	-	Bearer	3.016.000.000.000.-
5	-	Bearer	1.131.000.000.000.-
6	-	Bearer	3.958.500.000.000.-
7	-	Bearer	29.688.750.000.000.-
8	-	Bearer	24.938.550.000.000.-
9	-	Bearer	26.601.120.000.000.-
10	-	Bearer	158.276.664.000.000.-
11	-	Bearer	201.104.467.200.000.-
12	-	Bearer	135.745.515.360.000.-
13	-	Bearer	147.057.641.640.000
		Total	735.388.208.200.000

(SEALED)

25 April 2006

Board of Directors is authorized to increase the issued capital and combine certificates of shares in denominations representing more than one share , when deemed necessary, up to the ceiling of the authorized capital, pursuant to provisions of Law on Capital Market .

Board of Directors is authorized to make decisions that restrict the shareholders' right to take new shares in part or in whole, and to issue shares above the nominal value.

No new shares may be issued until all of the shares issued are sold and paid .

27 APRIL 2006

SIGNED

SEAL

DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.



AMENDMENT DRAFT TO THE ARTICLES OF ASSOCIATION OF DOĞAN
ŞİRKETLER GRUBU HOLDİNG A.Ş.

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NEW TEXT

CAPITAL OF THE COMPANY
Article 8:

According to the Law number 2499, the Holding has adopted authorized capital system, and has shifted to the said system as per the permit of the Capital Market Board dated 29.03.94 and number 299.

The authorized capital of the holding is TRY 2,000,000,000,- (two billion) divided into 2,000,000,000 (two billion) shares each worth 1 (one) New Turkish Lira.

The issued capital of the holding is 735,288,208,- (seven hundred thirty five million two hundred eighty eight thousand two hundred eight) New Turkish Liras divided into bearer 735,288,208 (seven hundred thirty five million two hundred eighty eight thousand two hundred eight) shares each worth 1 (one) New Turkish Lira.

Of the issued capital , TRY 450.751.824 was paid in cash while TRY 70.173 was recorded as in-kind capital, and TRY 284.466.211 was provided from the internal resources, and shares issued representing the internal resources added to capital were distributed to shareholders free of charge pro rate to their shareholding.



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While nominal value of a share was TL 10. 000 (ten thousand), it has been changed as TRY 1 (one) as per the law on amending Turkish Commercial Law number 5274. Due to this change, total number of shares have decreased and 1 share with nominal value of TRY 1 shall be given in return for 100 shares with nominal value of TL 10,000 each. The rights of the shareholders arising out of the shares they own in relation to the respective change are reserved.

The shares comprising the capital are registered as per registration principles.

Board of Directors is authorized to increase the issued capital by issuing bearer shares up to the ceiling of the authorized capital, when deemed necessary, pursuant to provisions of Law on Capital Market .

Board of Directors is authorized to make decisions that restrict the shareholders' right to take new shares in part or in whole, and to issue shares above the nominal value.

No new shares may be issued until all of the shares issued are sold and paid .



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TRANSFER OF SHARES

Article 10:

Validity of transfer of bearer shares before the Holding is subject to consent of Board of Directors. Board of Directors reserves the right of granting consent in general terms.

Transfer of bearer shares is subject to the provisions of the Turkish Commercial Code.

25 April 2006
(SEALED)

SHAREHOLDING AGAINST THE COMPANY

Article 11:

In determining the owners of registered shares, the stock register is relied upon. If transfer between parties has not been notified to company and has not been entered into stock register, Capacity of shareholding may be claimed against the company by the transferee only after entry into stock register.

SIGNED
DOĞAN ŞİRKETLER GRUBU HOLDİNG A.Ş.

27 APRIL 2006



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TRANSFER OF SHARES

Article 10:

Provisions of the Turkish Commercial Code and the Capital Market Code shall apply to transfer of shares.

SHAREHOLDING AGAINST THE COMPANY

Article 11:

This article has been abrogated.

DOĞAN
ŞİRKETLER GRUBU HOLDİNG A.Ş.
SIGNED



LIST OF ATTENDANTS OF SHAREHOLDERS' ORDINARY GENERAL MEETING FOR THE FISCAL PERIOD 01.01.2005-31.12.2005 OF DOĞAN ŞİRKETLER GRUBU HOLDING ANONİM ŞİRKETİ
HELD ON 30.05.2006

	NAME SURNAME / TITLE AND ADDRESS OF THE SHAREHOLDER	CONTRIBUTION TO CAPITAL TL.	NUMBER OF SHARES	REPRESENTATION METHOD IN PERSON-BY PROXY	REPRESENTATIVE'S NAME SURNAME	SIGNED
1-	ADILBEY HOLDING A.Ş. Altunizade Oymacı Sokak No: 51 Üsküdar- İstanbul	382.349.868.310.000	38.234.986.831	IN PERSON	İMRE BARMANBEK	
2-	AYDIN DOĞAN	36.694.341.330.000	3.669.434.133	BY PROXY	İMRE BARMANBEK	
3-	AYDIN DOĞAN VAKFI Doğan TV Center Bağcılar- İstanbul	1.404.264.060.000	140.426.406	IN PERSON	YENER ŞENOK	
4-	HANZADE VASİFİYE DOĞAN Altunizade Oymacı Sok. No.51 Üsküdar-İstanbul	7.653.913.680.000	765.391.368	BY PROXY	ALİ RIZA TEMUROĞLU	
5-	COLLEGE RETIREMENT EQUITIES	5.000.000	500	BY PROXY	CEMALETTİN KEMENT	
6-	NEW YORK STATE COMMON RETIREMENT FUND	14.994.270.000	1.499.427	BY PROXY	CEMALETTİN KEMENT	
7-	CLAY FINLAY INTL DELAWARE BUSI	190.000.000	19.000	BY PROXY	CEMALETTİN KEMENT	
8-	MUNICIPAL EMPLOYEE RETIREMENT SY	1.594.200.000	159.420	BY PROXY	CEMALETTİN KEMENT	
9-	119 HEALTH CARE EMPLOYEES PENSION FUND	1.022.680.000	102.268	BY PROXY	CEMALETTİN KEMENT	
10-	STATE OF CONNECTICUT RETIREMENT PLANS AND TRUST FUN	2.139.230.000	213.923	BY PROXY	CEMALETTİN KEMENT	
11-	CÜNEYTKAYAALP	100.000	10	IN PERSON		
12-	BBH/THE MASTER TRUST BANK OF JAPAN LTD. RE MTBC400035147 40 WATER STREET, BOSTON, MA 02109 3661	1.415.570.000	141.557	BY PROXY	H. VUSLAT SUMEN	
13-	BBH / THE BIRCH TREE FUND 40 WATER STREET BOSTON, MA 02109 3661	988.120.000	98.812	BY PROXY	H. VUSLAT SUMEN	
14-	BBH / PRESIDENT AND FELLOWS OF HARVARD 40 WATER STREET, BOSTON, MA 02109 3661	1.444.000.000	144.400	BY PROXY	H. VUSLAT SUMEN	
15-	BOSTON SAFE DEPOSIT AND TRUST COMPANY / ACADIAN INTERNATIONAL A. L. CAP FUND 525 WILLIAM PENN PLACE, ROOM 3418 PITTSBURGH, PENNSYLVANIA	3.700.000.000	370.000	BY PROXY	H. VUSLAT SUMEN	

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16-	BOSTON SAFE DEPOSIT AND TRUST COMPANY / ACADIAN EMERGING MARKETS EQUITY FUND 525 WILLIAM PENN PLACE, ROOM 3418 PITTSBURGH, PENNSYLVANIA	22.642.970.000	2.264.297	BY PROXY	H. VUSLAT SUMEN
17-	BOSTON SAFE DEPOSIT AND TRUST COMPANY / CENTRAL STATES SOUTHWEST & SOUTHWEST AREAS PENSION FUND 525 WILLIAM PENN PLACE, ROOM 3418 PITTSBURGH, PENNSYLVANIA	297.260.000	29.726	BY PROXY	H. VUSLAT SUMEN
18-	BOSTON SAFE DEPOSIT AND TRUST COMPANY / COMMONWEALTH OF PENNSYLVANIA PUBLIC 525 WILLIAM PENN PLACE, ROOM 3418 PITTSBURGH, PENNSYLVANIA	2.812.990.000	281.299	BY PROXY	H. VUSLAT SUMEN
19-	BOSTON SAFE DEPOSIT AND TRUST COMPANY / EMERGING MARKETS INVESTOR FUND 525 WILLIAM PENN PLACE, ROOM 3418 PITTSBURGH, PENNSYLVANIA	6.442.230.000	644.223	BY PROXY	H. VUSLAT SUMEN
20-	BOSTON SAFE DEPOSIT AND TRUST COMPANY / KODAK PENSION PLAN 525 WILLIAM PENN PLACE, ROOM 3418 PITTSBURGH, PENNSYLVANIA	672.670.000	67.267	BY PROXY	H. VUSLAT SUMEN
21-	BOSTON SAFE DEPOSIT AND TRUST COMPANY / KANSAS PUBLIC EMPLOYEES RETIREMENT SYSTEM 525 WILLIAM PENN PLACE, ROOM 3418 PITTSBURGH, PENNSYLVANIA	3.610.970.000	361.097	BY PROXY	H. VUSLAT SUMEN
22-	BOSTON SAFE DEPOSIT AND TRUST COMPANY / KODAK RETIREMENT INCOME PLAN 525 WILLIAM PENN PLACE, ROOM 3418 PITTSBURGH, PENNSYLVANIA	1.565.900.000	156.590	BY PROXY	H. VUSLAT SUMEN
23-	BOSTON SAFE DEPOSIT AND TRUST COMPANY / TEACHERS RETIREMENT SYSTEM OF LOUISIANA 525 WILLIAM PENN PLACE, ROOM 3418 PITTSBURGH, PENNSYLVANIA	626.220.000	62.622	BY PROXY	H. VUSLAT SUMEN
24-	BOSTON SAFE DEPOSIT AND TRUST COMPANY / STATE OF WISCONSIN INV BOARD 525 WILLIAM PENN PLACE, ROOM 3418 PITTSBURGH, PENNSYLVANIA	4.836.880.000	483.688	BY PROXY	H. VUSLAT SUMEN
25-	BOSTON SAFE DEPOSIT AND TRUST COMPANY / UPS RETIREMENT PLAN 525 WILLIAM PENN PLACE, ROOM 3418 PITTSBURGH, PENNSYLVANIA	1.070.000.000	107.000	BY PROXY	H. VUSLAT SUMEN
26-	BOSTON SAFE DEPOSIT AND TRUST COMPANY / INTERNATIONAL BANK FOR RECONSTRUCTION AND DEVELOPMENT 525 WILLIAM PENN PLACE, ROOM 3418 PITTSBURGH, PENNSYLVANIA	782.470.000	78.247	BY PROXY	H. VUSLAT SUMEN

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27-	BOSTON SAFE DEPOSIT AND TRUST COMPANY / FLORIDA STATU BOARD OF ADMINISTRATION 525 WILLIAM PENN PLACE, ROOM 341 8 PITTSBURGH, PENNSYLVANIA	63.340.000	6.334	BY PROXY	H. VUSLAT SUMEN
28-	BOSTON SAFE DEPOSIT AND TRUST COMPANY / DUQUESNE LIGHT COMPANY MASTER TRUST 525 WILLIAM PENN PLACE, ROOM 341 8 PITTSBURGH, PENNSYLVANIA	50.810.000	5.081	BY PROXY	H. VUSLAT SUMEN
29-	BOSTON SAFE DEPOSIT AND TRUST COMPANY / FIRST ENERGY NUCLEAR GENERATION CORPORATION 525 WILLIAM PENN PLACE, ROOM 341 8 PITTSBURGH, PENNSYLVANIA	258.580.000	25.858	BY PROXY	H. VUSLAT SUMEN
30-	CITIBANK / PGGM PENSION FUND 111 WALL STREET 24 TH FLOOR NEW YORK, NY 10005	3.950.010.000	395.001	BY PROXY	H. VUSLAT SUMEN
31-	BONY / BONY IOWA PUBLIC EMPLOYEES RETIREMENT SYSTE ONE WALL STREET, NEW YORK, N.Y. 10286	1.237.130.000	123.712	BY PROXY	H. VUSLAT SUMEN
32-	STICHTING BÉDRUJFSTAKPENSIOEN F VOOR HET HORECABED	1.155.450.000	115.545	BY PROXY	UZAY EVREN
	TOTAL	428.181.956.420.000	42.818.195.642		

COMMISSIONER OF THE MINISTRY OF
INDUSTRY AND COMMERCE

NEVZAT ÖZER
SIGNED

SCRUTINEER

ALI RIZA TEMUROĞLU
SIGNED

SCRUTINEER
YENER ŞENOK
SIGNED

SIGNED
CHAIRMAN OF THE
PRESIDING
COMMITTEE

İMRE BARMANBEK

SECRETARY
ALPER ALTIOK
SIGNED

CAPITAL OF THE
COMPANY : 735.288.208.200.000

TOTAL NUMBER OF
SHARES : 73.528.820.820

MINIMUM MEETING
QUORUM: : %25

PRESENT MEETING
QUORUM: : 58% 42.818.195.642

IN PERSON : 38.375.413.247

BY PROXY : 4.442.782.395

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

DOĞAN
SİRKETLER GRUBU
HOLDING A.Ş.
SIGNED

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