



DOĞAN HOLDING
Investor Presentation
April 2006

Notice

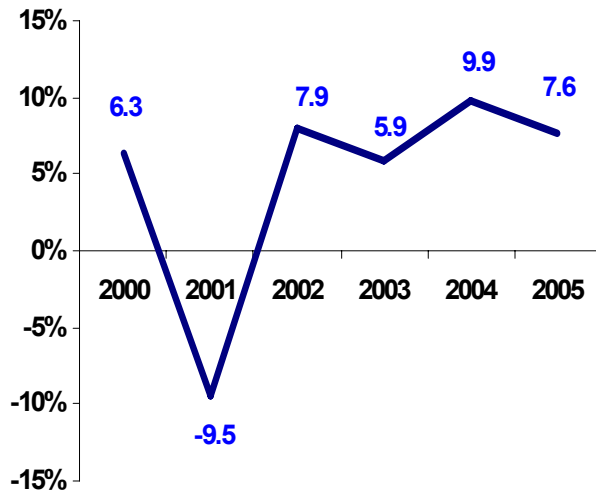
- Conversion of figures from Turkish Liras to US dollars has been made on period end basis for balance sheet and income statement items.
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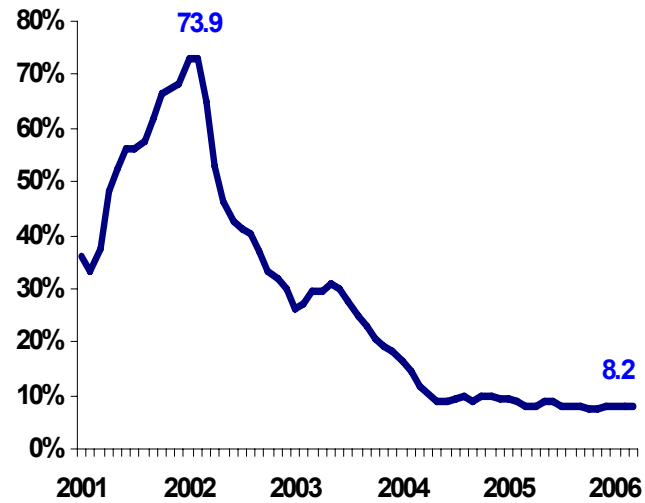
- Turkish Economy
- Subsidiary Structure
- Stock Performance & NAV
- Strategic Perspective
- Subsidiary Focus
 - PO
 - DMG
- Holding Figures

Disinflation with high growth

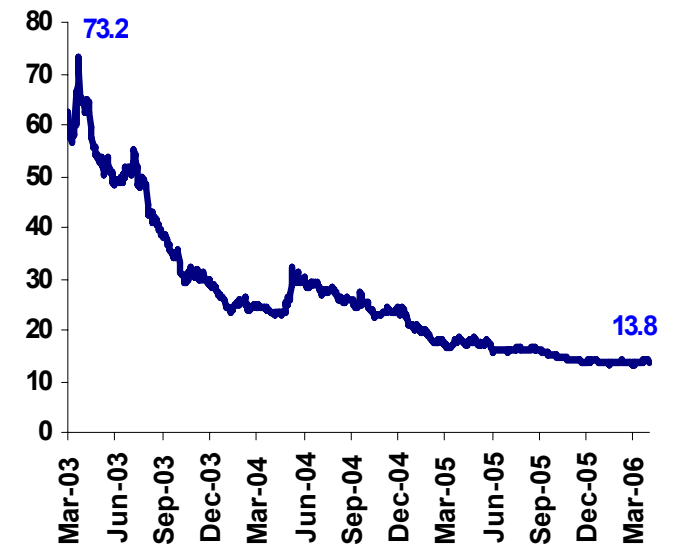
GNP Growth (%)



Consumer Price Index (%)



Benchmark Bond Yields (%)



	2004	2005	2006
CPI	9.3%	7.7%	5.0%*
Growth	9.9%	7.6%	5.0%*
<i>* Forecasts</i>			

Economy in general

Growth drivers

- Political stability - single party government
- Full commitment to IMF program
- EU integration process
- Full commitment to privatization

Follow-ups

- Foreign direct investment
- Value of TL & current account deficit
- Primary budget surplus
- Structural reforms
- Ongoing privatizations
- IMF program

Agenda

- Cyprus
- EU Accession talks

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Subsidiary structure

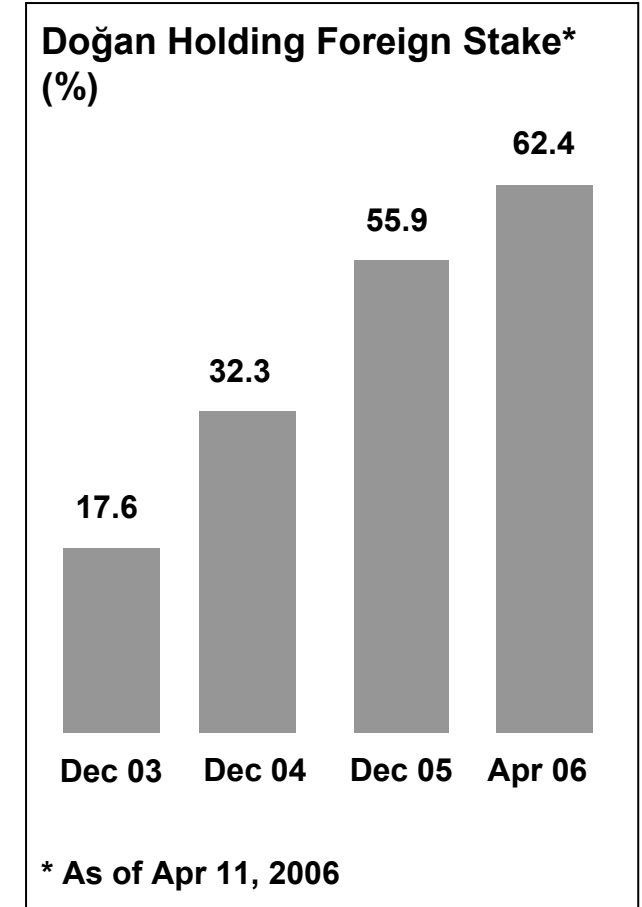
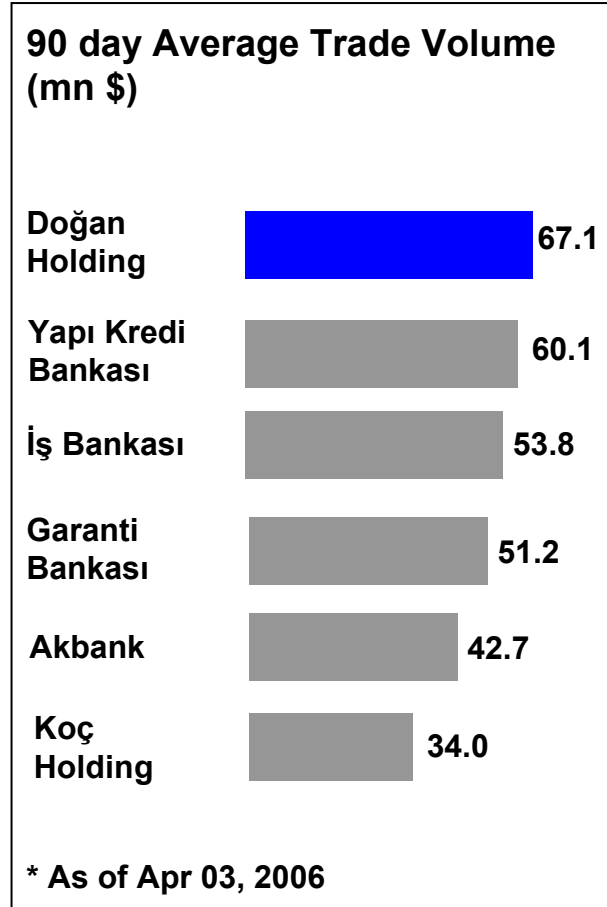
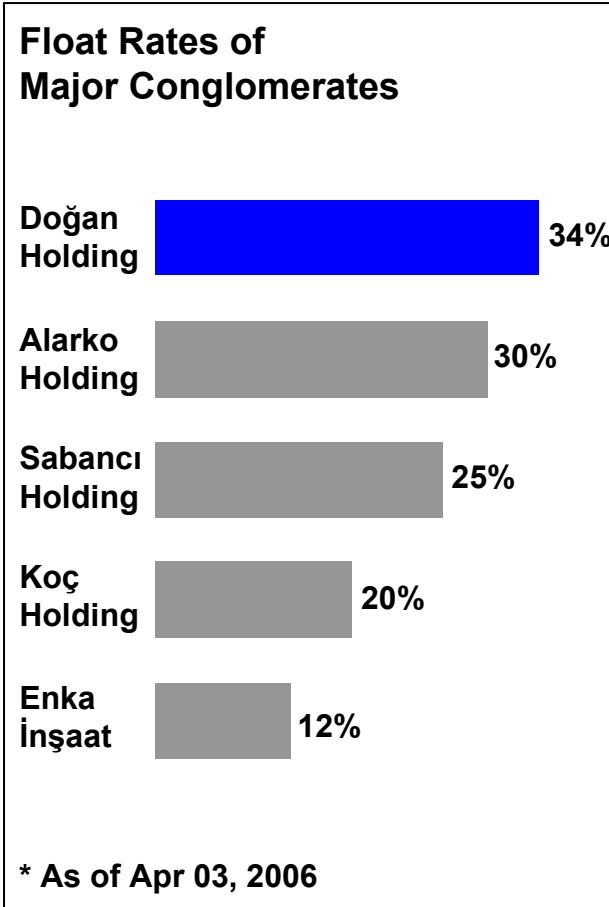
CORE BUSINESSES	ENERGY DISTRIBUTION	Petrol Ofisi (86.73%)	Erk Petrol, PO Trading, Kipet
	MEDIA	Doğan Yayın Holding (63.02%)	Hürriyet, Doğan Gazetecilik, Kanal D, Star TV, CNN-Türk, Yaysat, Doğan Ofset, Doğan Online, ANS Prodüksiyon, DMC, Doğan Kitapçılık, Doğan Haber Ajansı

NON-CORE BUSINESSES	INSURANCE	Ray Sigorta (78.20%)	
	INDUSTRY & TRADE	Çelik Halat (52.44%) Ditaş (50.94%) Milpa (65.00%)	
	TOURISM	Milta (95.44%)	Işıltur, Bodrum Marina, Holiday villages

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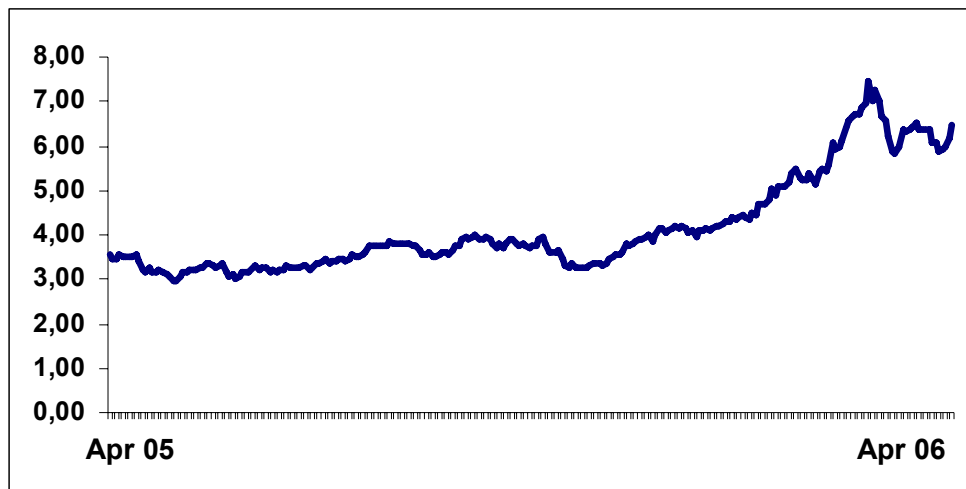
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Doğan Holding is among the most liquid ISE stocks

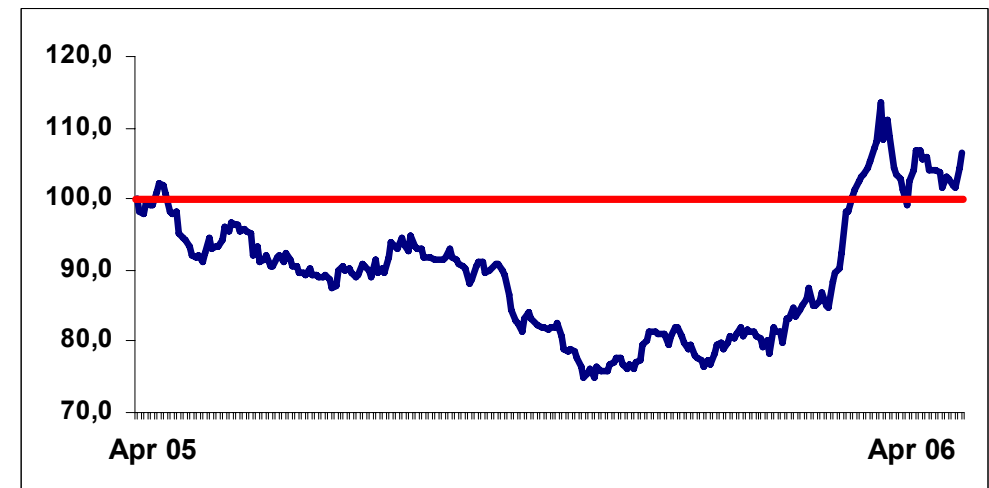


...delivered 82% y-o-y return and narrowed the discount to NAV gap.

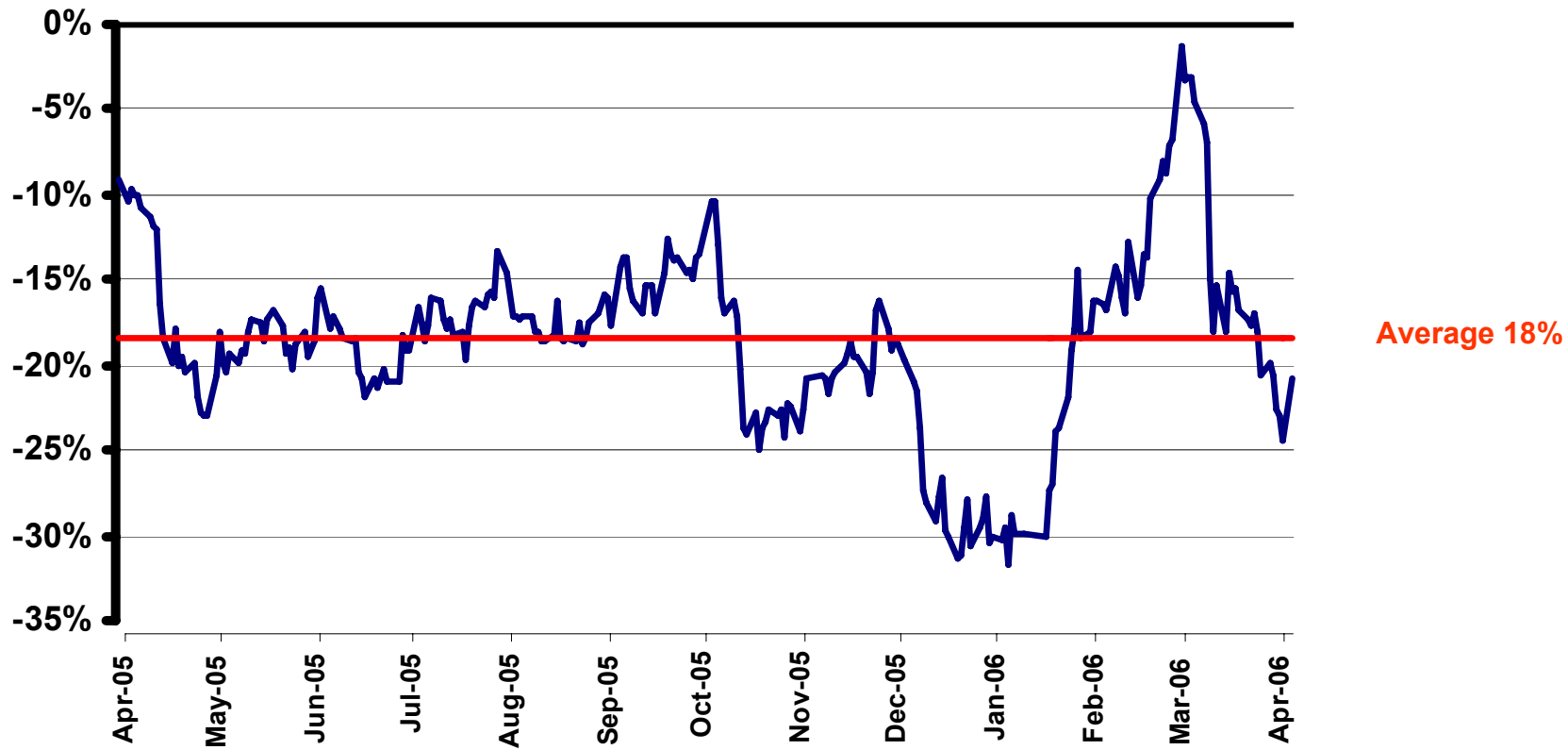
DOHOL stock price (YTL)



**DOHOL performance relative to ISE
(01 of Apr 2005=100)**



discount to NAV gap.



Doğan Holding continues to trade at a discount

Subsidiaries	Stake	Market Cap.	Participation Value
Petrol Ofisi	86.73%	2.746	2.382
Doğan Yayın Holding	63.02%	2.827	1.782
Ray Sigorta	78.20%	100	78
Milpa	65.00%	110	72
Çelik Halat	52.44%	32	17
Ditaş Doğan	50.94%	32	16
		Total	4.347
		Net Cash	103
		Current NAV	4.450
		Current MCAP	3.525
		Discount to NAV	20.8%

**As of Apr 03, 2006. Non-listed subsidiaries are not valued.*

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Strategy

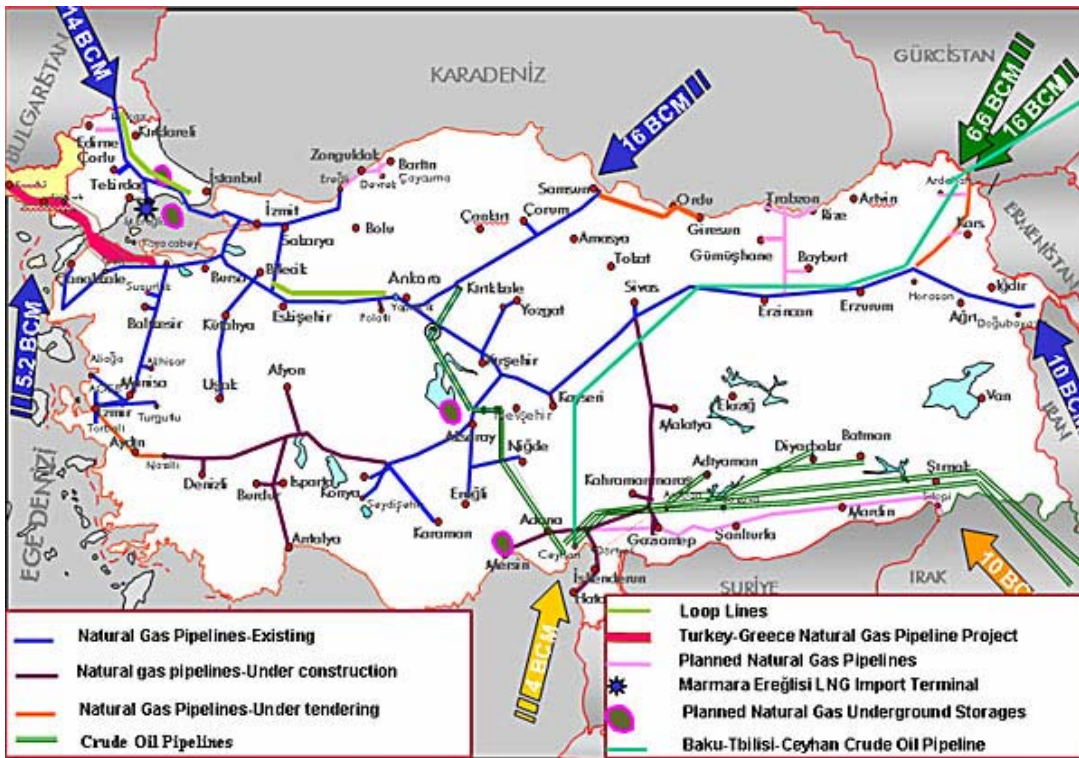
- Focus on core businesses.
- Consider opportunities to divest non-core businesses.
- Explore cash generating opportunities which enhance or create synergy with our existing businesses.
- Bring management practices to global standards.
- Strictly follow Corporate Governance principles.

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Turkey:

- ❑ A bridge between East&West
- ❑ Benefiting from Europe's diversification need in energy supply
- ❑ The only route to reach Iranian gas



Kirkuk-Ceyhan

- ❑ Iraq's largest export line
- ❑ 600 miles
- ❑ Consisting of two lines with a capacity of 71 million tons per annum

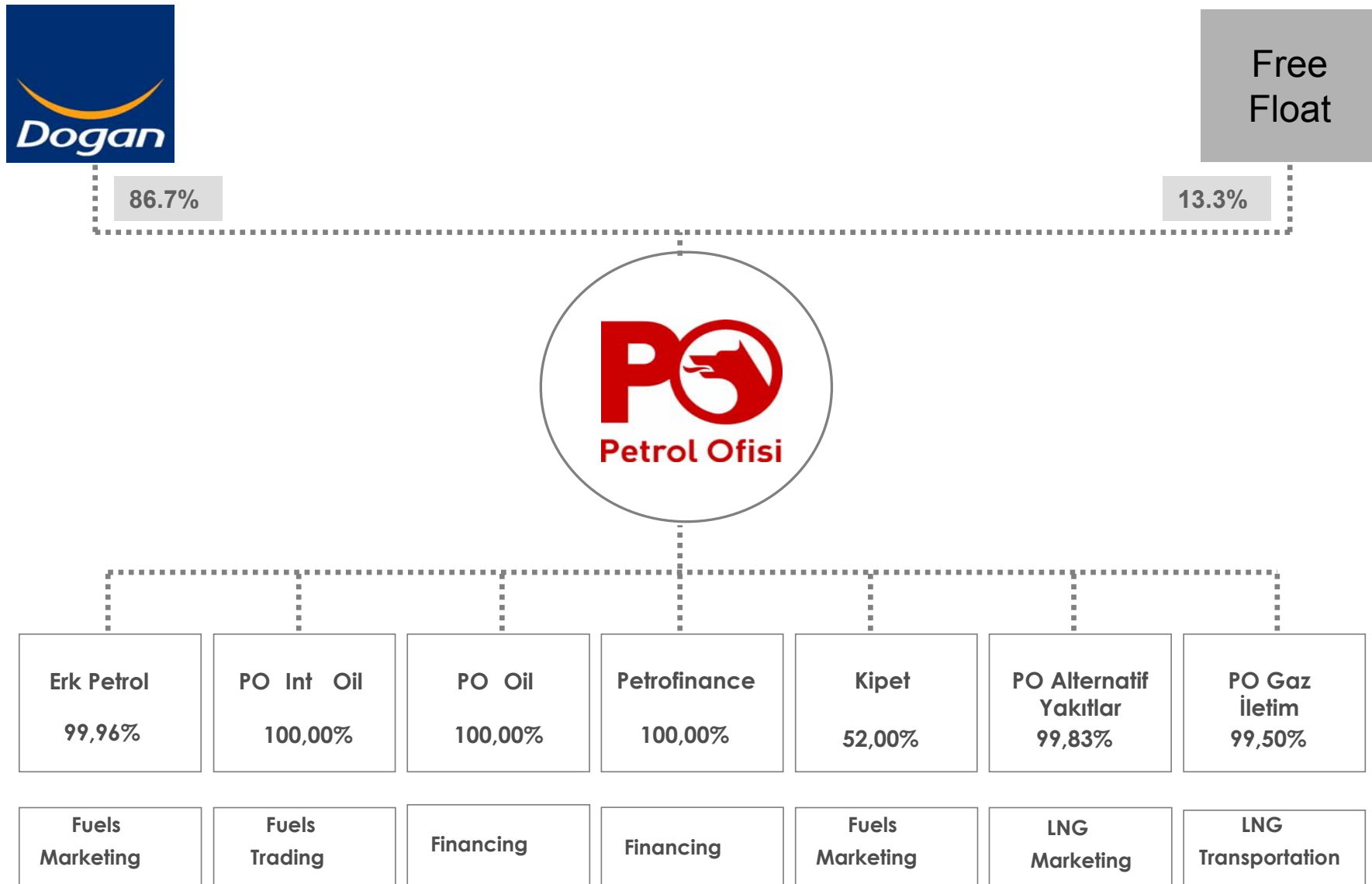
Baku – Tiflis – Ceyhan:

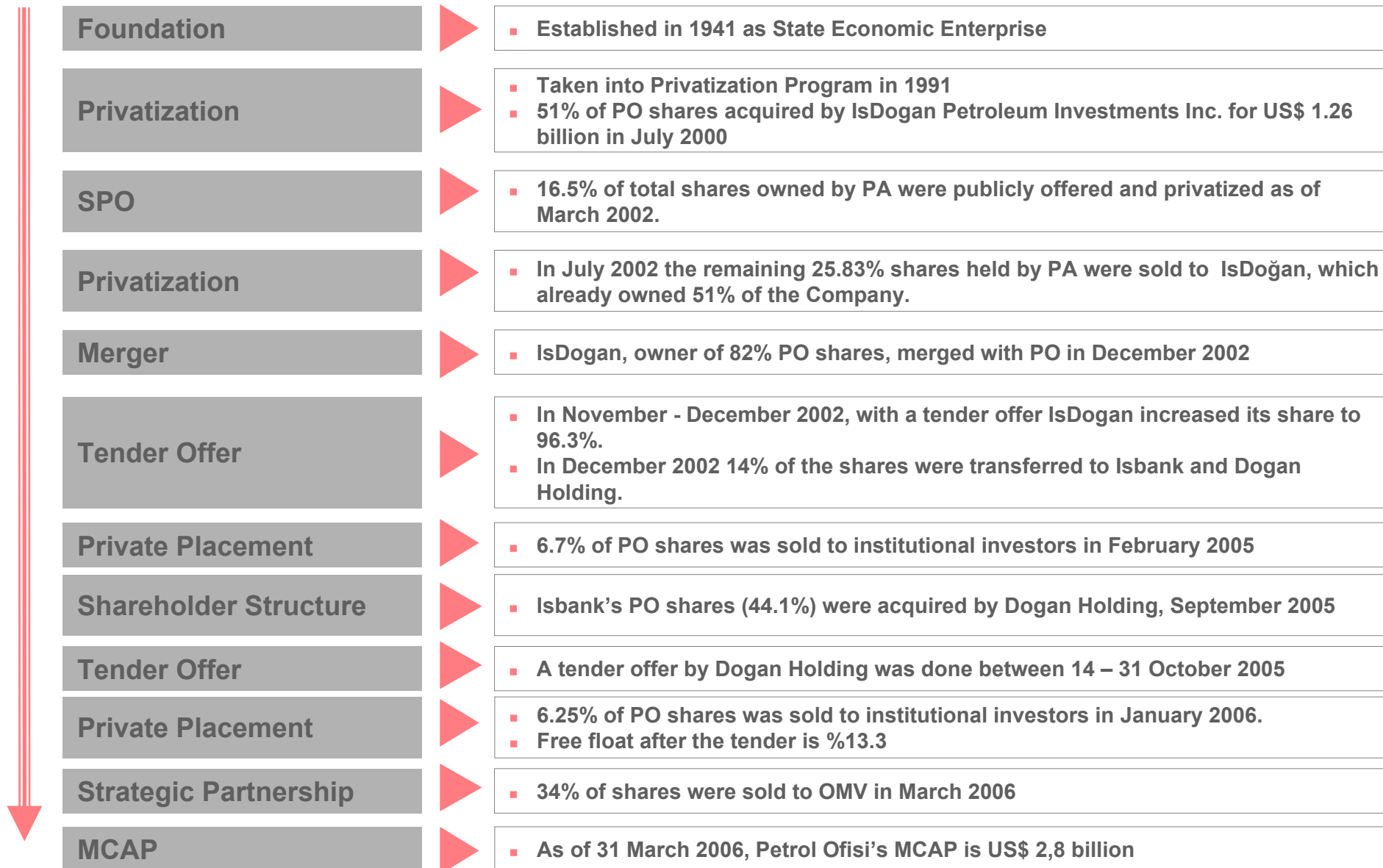
- ❑ A corridor between South Caucasus & Central Asia and Turkey & Mediterranean Sea
- ❑ Maximum capacity of 50 million tons per annum
- ❑ Declining oil cost for Turkey through: decreasing transportation cost and dwindling financial costs

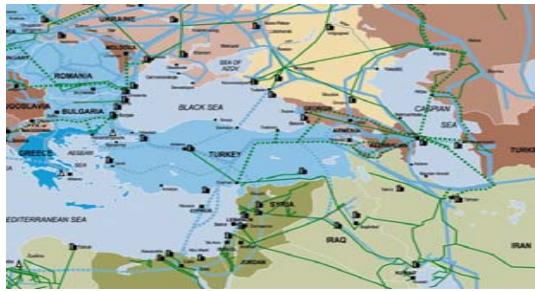
Samsun – Ceyhan:

- ❑ Ceyhan to become energy hub with new refinery and pipeline
- ❑ Maximum capacity of 50 million tons per annum. (and an extra 5 million tons per annum will be carried to Kırıkkale refinery)

Corporate Structure







New Petroleum Marketing Law

Deregulation and Price Liberalization

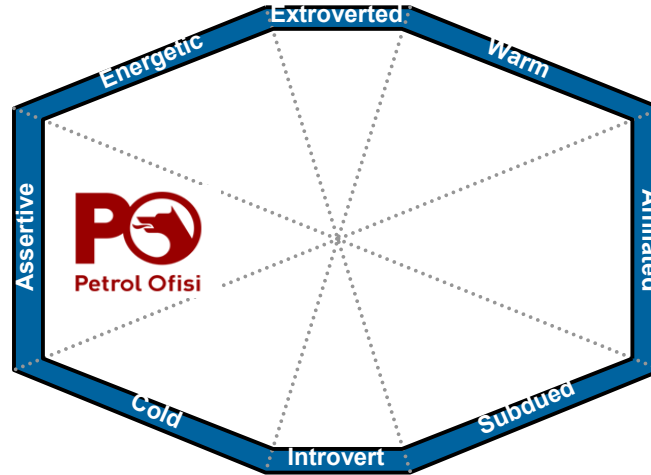
- National Market
- Cash Registration and
- Increasingly Controlled Environment

Energy migration from solid and liquid products to gas



□ A NEW ORDER
□ A NEW ENERGY GAME

+



CUSTOMER PERCEPTION AS LEADING COMPANY



Vision (May 2005)
Renaming the Energy Game

Turkey's Energy Power At Your Service

- ❑ **An enhanced customer orientation in all investments and services secured through**
 - **Operational excellence**
 - **Quality of services, product and environment**
- ❑ **Covering the range of products needed by customers**

Leading distributor of refined oil products in Turkey

- The biggest Turkish private company *
- Leading market share in all products
- Only company with nation-wide coverage

December 31, 2004

2004 Sales Volume

- 5.51 m m3 white products
- 1.77 m tonnes black product

2004 Sales

- 7.72 bn US\$

2004 EBITDA

- 340 mio US\$

December 31, 2005

2005 Sales Volume

- 5.48 m m3 white products
- 1.92 m tonnes black product

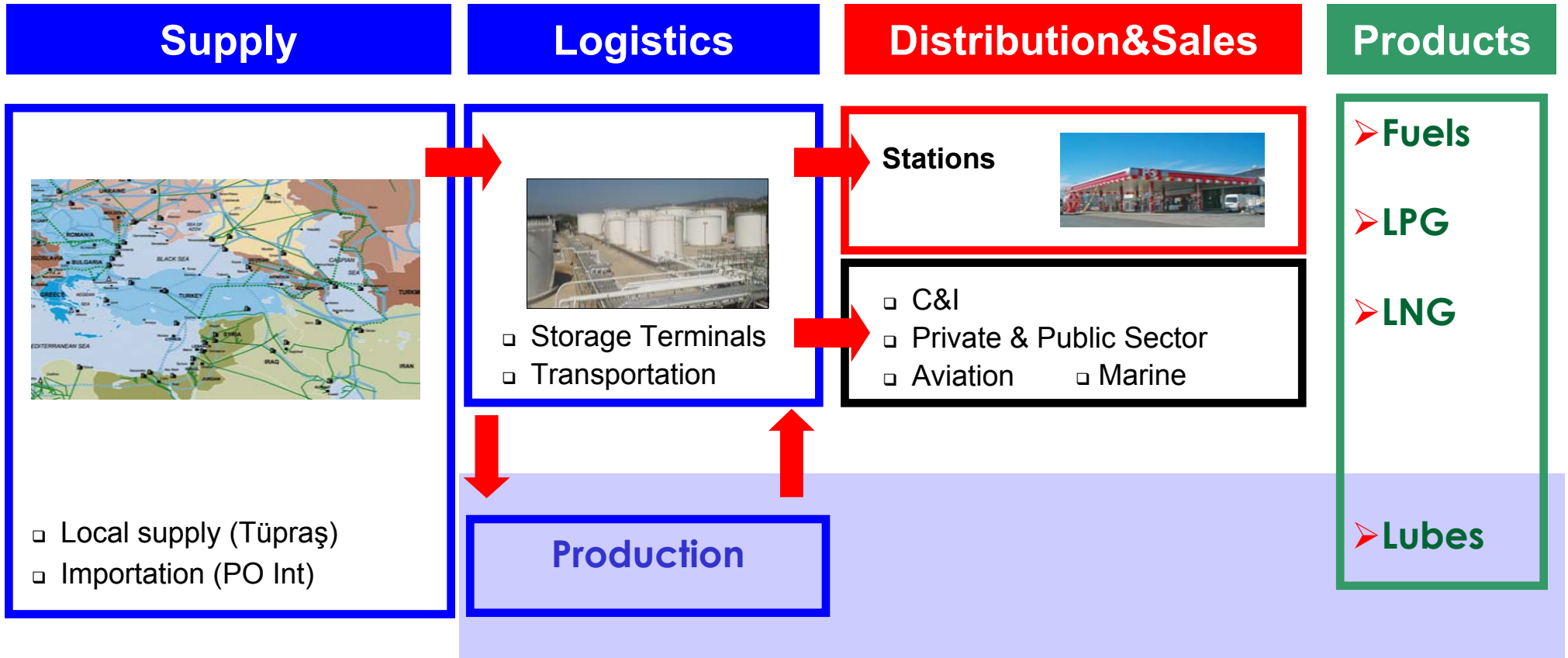
2005 Sales

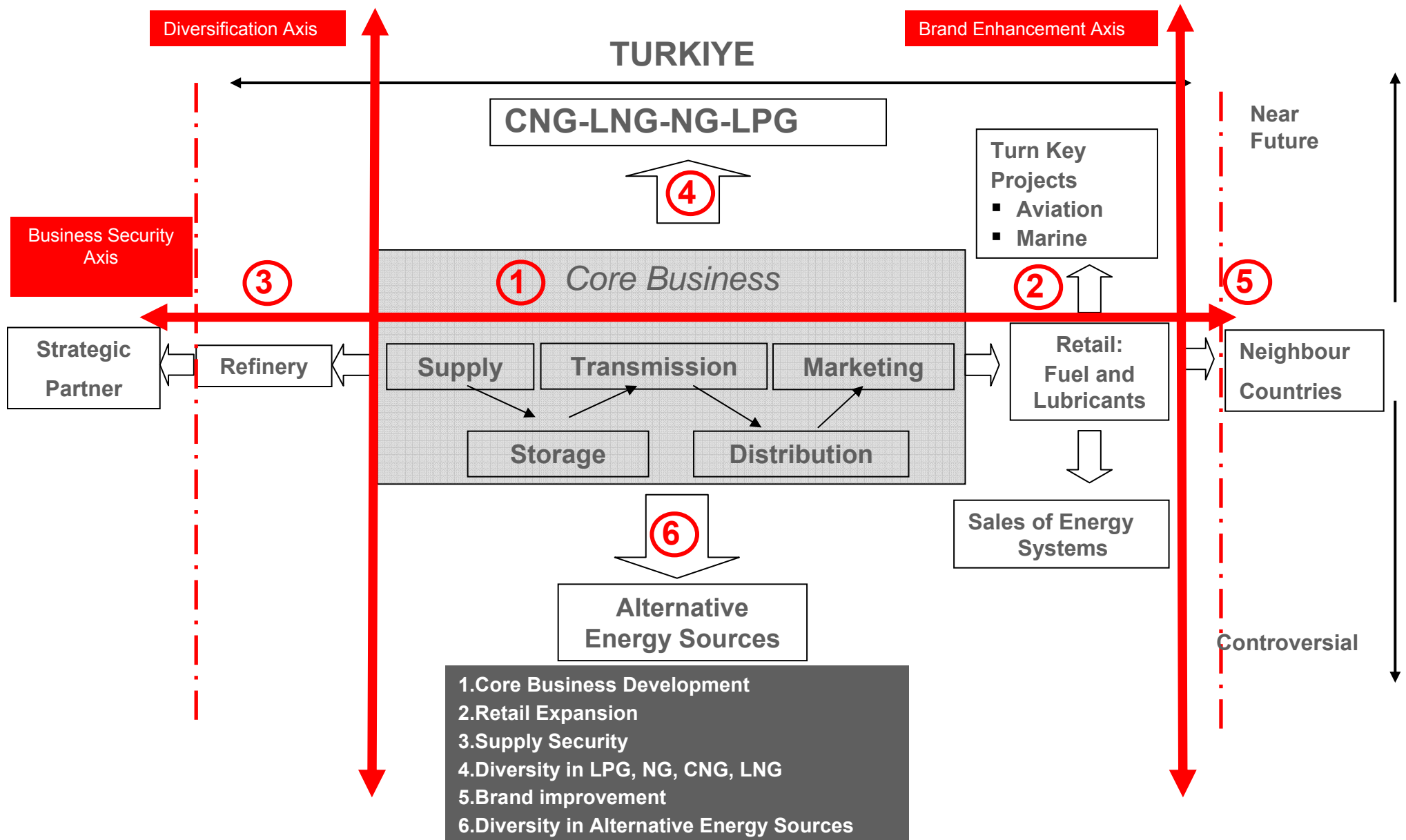
- 8.30 bn US\$

2005 EBITDA

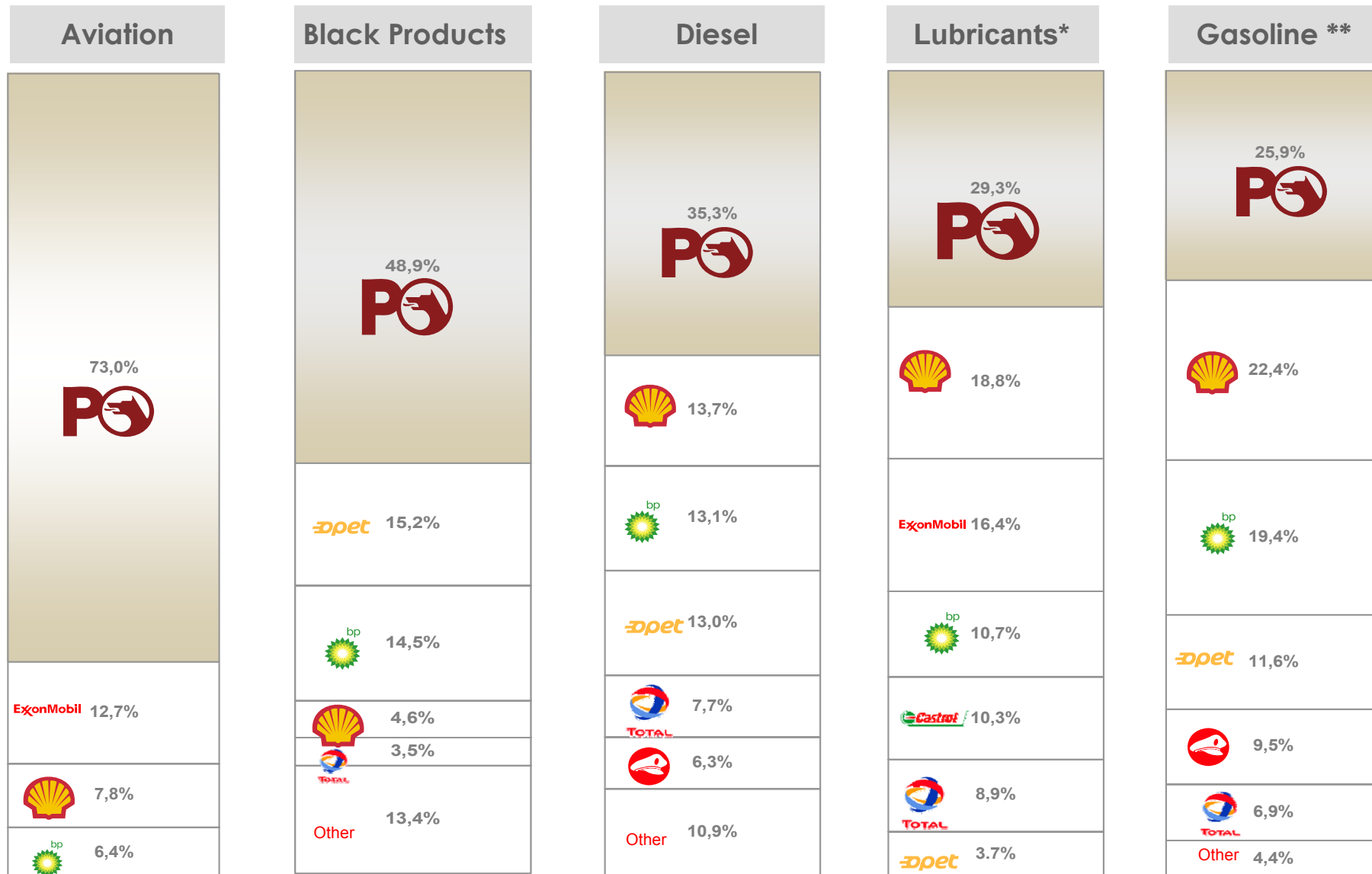
- 375 mio US\$

* POAS currently has the largest turnover within the private companies in Turkey; before the TÜPRAS privatization





Leading Brand in Growing Fuel Marketing Sector



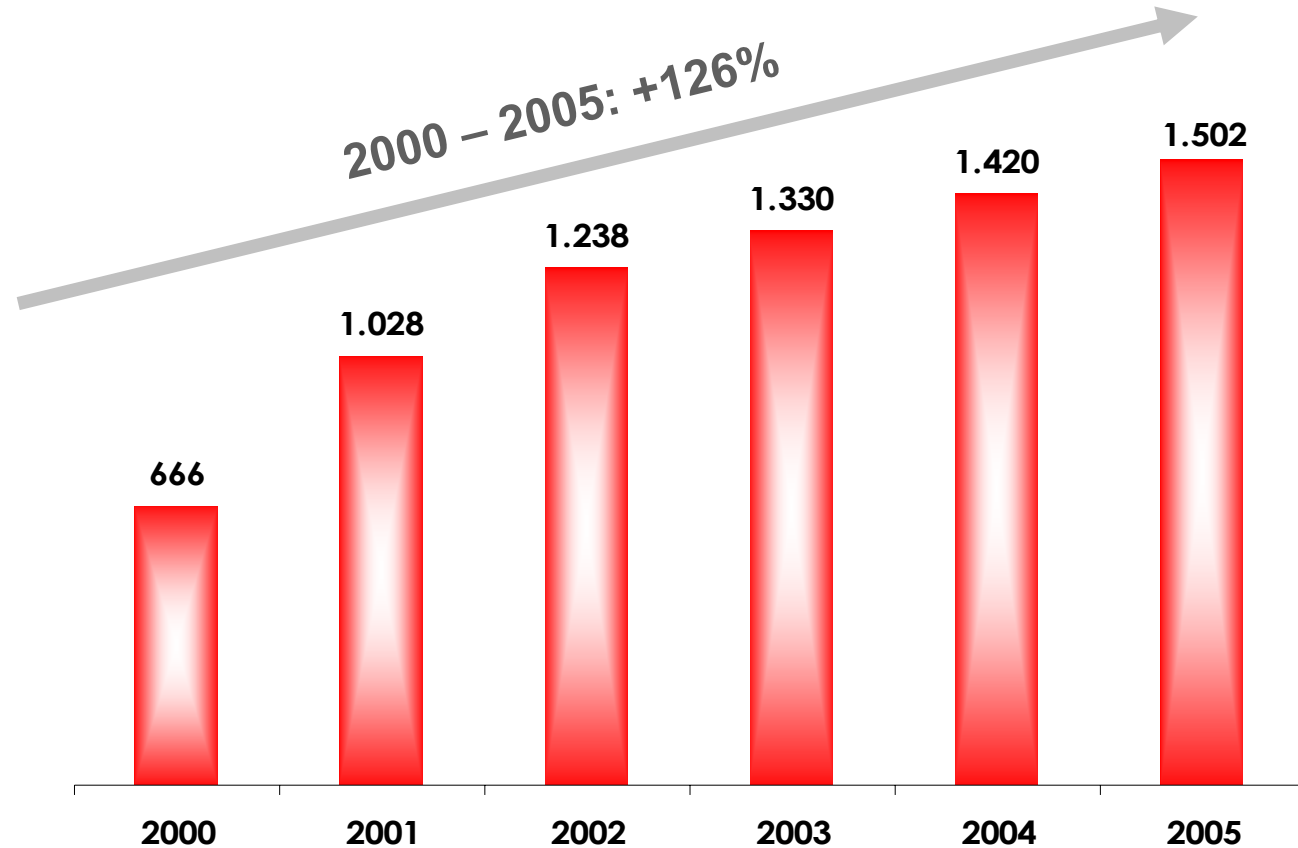
Source: PETDER (as of December 2005)

* Including POAŞ export sales
 ** Total Gasoline (unleaded + premium)

Average Throughput



Average annual throughput per station* (1.000 m³)



Source: PETDER

*total gasoline, diesel and LPG throughput sold by retail segment including non-forecourt sales of retail dealers

Station upgrades and closures of inefficient stations have significantly improved the brand perception of Petrol Ofisi and resulted in efficiency improvements

Utilising Competitive Advantages of Storage Network

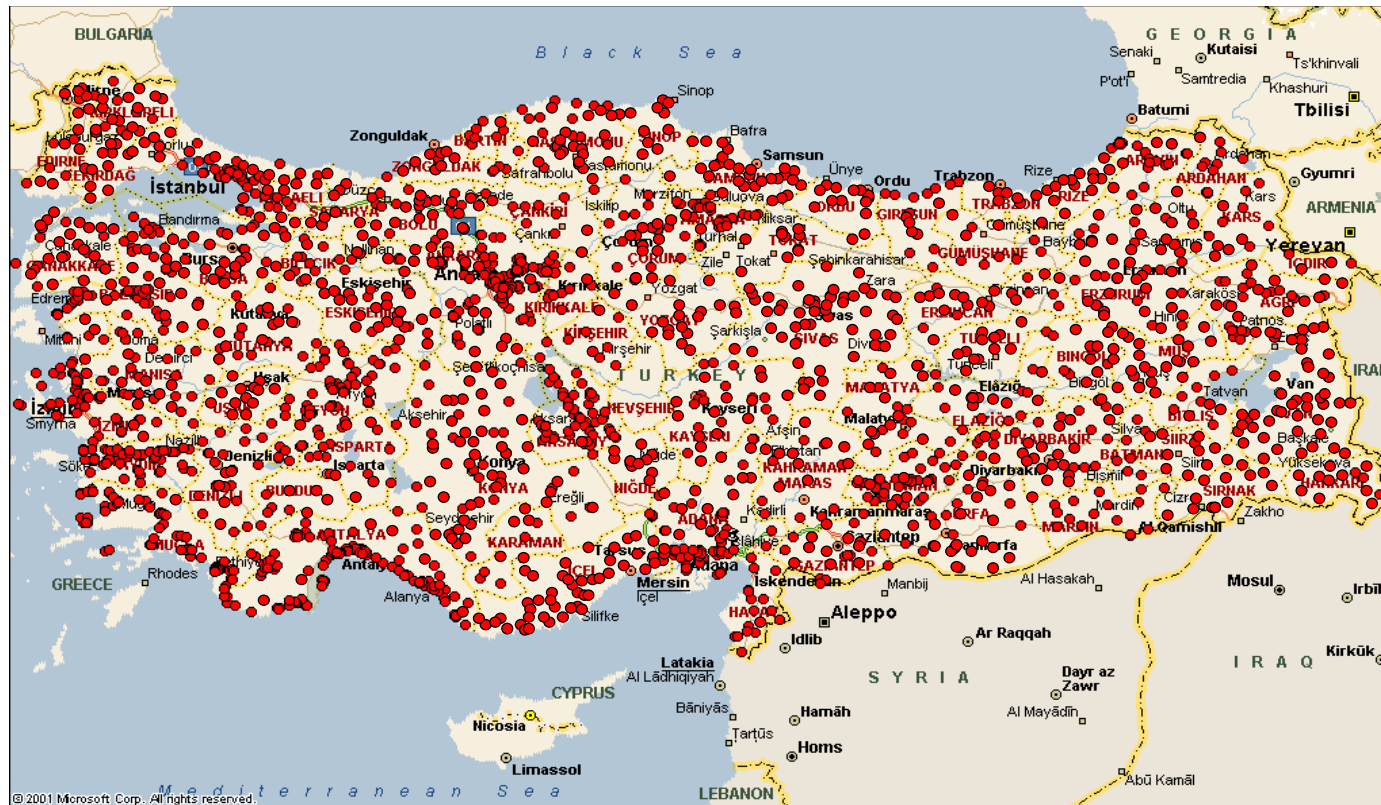
- ❑ PO storage capacity which is 813,750 m3, accounts for 29% of Turkey’s total storage capacity
- ❑ Storage network provides PO with
 - Ability to distribute products more efficiently than its competitors
 - Capability to import higher percentage of products than its competitors (over 50% of sales)
 - Flexibility to access multiple sources of supply
- ❑ In 2005, import ratio realization for unleaded gasoline and diesel are 57% and 49%, respectively.
- ❑ The ability to import products is a key advantage due to:
 - Lower product premiums
 - CIF vs. FOB differential freight advantage
 - More competitive payment terms
 - “Tax float” benefit
- ❑ Additional storage capacity of 160.000 m3 is being constructed in Derince, Aliğa, Antalya, Mersin which will account for 34 % of Turkey’s total capacity, in order to increase import capability and to fulfill the 20 day national stock obligation.



Location	White Products	Black Products	Other Products*	Total (m3)
Derince	91,722	55,589	20,089	167,400
Haramidere	70,417	32,486	1,097	104,000
Aliğa	93,000	0	5,000	98,000
İskenderun	76,100	18,400	0	94,500
Mersin	60,560	22,380	5,960	88,900
Trabzon	57,600	16,160	240	74,000
Antalya	64,020	7,717	563	72,300
Samsun	38,180	12,760	1,660	52,600
Kirikkale	18,108	0	2,192	20,300
Mudanya	11,853	8,258	39	20,150
Çubuklu	5,080	7,320	0	12,400
Kepez	3,500	5,200	0	8,700
Batman	450	0	50	500
Total	590,590	186,270	36,890	813,750

POAS, which has 12 terminals and a refinery liasion office, has the strongest logistics network in Turkey

Dealer Network



No of Stations*
December 2005



3.194



437**



1.213



632



614



580



509

Others***

1.688

* PETDER and PO
 ** 162 branded ERK stations are included
 *** Others include Delta, Moil, Aytemiz, Petline and Alpet

- Petrol Ofisi is the only oil distribution company which has a network covering all over Turkey
- Key advantage of bidding in nationwide tenders and in developing overall corporate image

Highlights

- ❑ Increasing net sales...
- ❑ Higher distribution margins...
- ❑ EBITDA generation at far more higher levels...
- ❑ Remarkable increase in net profit...
- ❑ Declining net financial debt...
- ❑ Improvement in key ratios...

Overall credit quality improves strongly in 2005

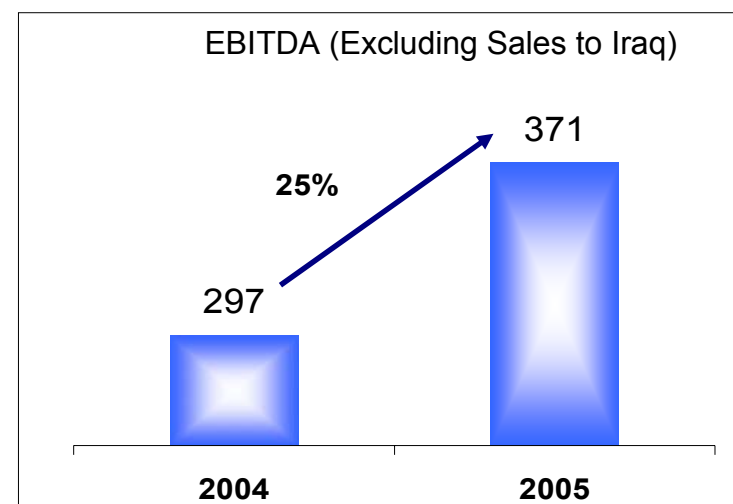
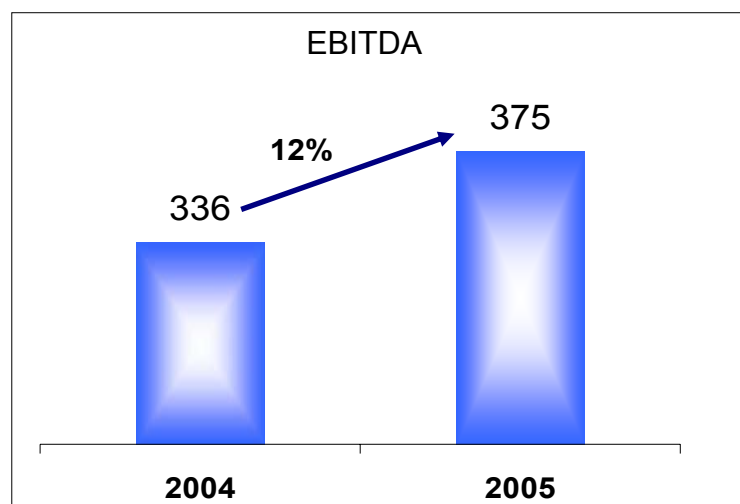
Consolidated Financials

PETROL OFISI

Consolidated CMB - IFRS	2004 (PP YE)		2005		Change (2005 / 2004)	
	YTL	US\$ mn	YTL	US\$ mn	YTL	US\$ mn
Net Sales	10,364,153,845	7,722	11,836,261,132	8,830	14%	14%
Cost Of Sales	9,795,972,473	7,299	11,179,747,001	8,340	14%	14%
Gross Profit	568,181,372	423	656,514,131	490	16%	16%
Operating Expenses	382,586,931	285	305,321,342	228	-20%	-20%
EBIT	185,594,441	138	351,192,789	262	89%	89%
Income from Other Operations	387,795,709	289	284,871,045	213	-27%	-26%
Expenses from Other Operations	244,184,109	182	213,382,245	159	-13%	-13%
Financial Expenses	121,396,968	90	114,852,090	86	-5%	-5%
Income Before Monetary Gain and Minority Interest	207,809,073	155	307,829,499	230	48%	48%
Net Changes on Monetary Positions	180,898,964	135	0	0	-100%	-100%
Minority Interest	530,817	0	1,235,063	1	133%	133%
Income Before Taxes	388,177,220	289	306,594,436	229	-21%	-21%
Tax	139,582,167	104	90,561,862	68	-35%	-35%
Net Income	248,595,053	185	216,032,574	161	-13%	-13%

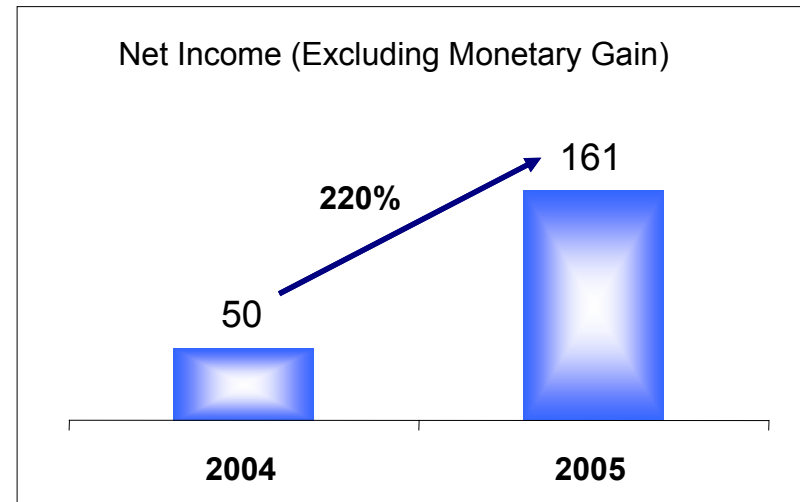
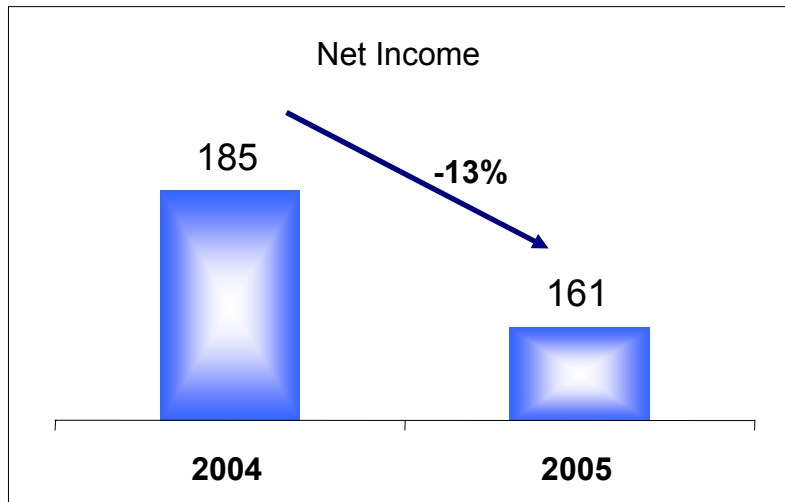
EBITDA generation at higher levels

Consolidated CMB - IFRS	2004 (PP YE)		2005		Change (2005 / 2004)	
	YTL	US\$ mn	YTL	US\$ mn	YTL	US\$ mn
Operating Profit	185,594,441	138.29	351,192,789	261.99	89%	89%
Other Income	51,917,437	38.68	56,313,155	42.01	8%	9%
EBIT	237,511,878	176.97	407,505,944	304.00	72%	72%
Goodwill Amortisation	140,484,622	104.68	0	0.00	-100%	-100%
Depreciation	73,224,792	54.56	95,281,374	71.08	30%	30%
EBITDA	451,221,292	336.21	502,787,318	375.08	11%	12%
EBITDA (Excluding Sales to Iraq)	398,432,159	296.87	496,933,103	370.71	25%	25%



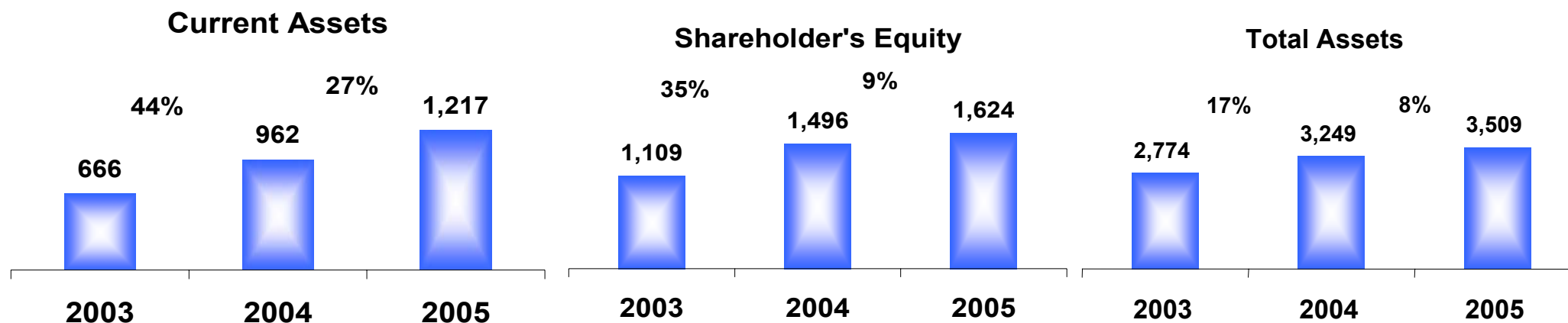
Net Income

Consolidated CMB - IFRS	2004 (PP YE)		2005		Change (2005 / 2004)	
	YTL	US\$ mn	YTL	US\$ mn	YTL	US\$ mn
Income Before Monetary Gain and Taxes	207,278,256	154	306,594,436	229	48%	48%
Net Changes on Monetary Positions	180,898,964	135	0	0	-100%	-100%
Income Before Taxes	388,177,220	289	306,594,436	229	-21%	-21%
Tax	139,582,167	104	90,561,862	68	-35%	-35%
Net Income	248,595,053	185	216,032,574	161	-13%	-13%
Net Income (Excluding Monetary Gain)	67,696,089	50	216,032,574	161	219%	220%



Strong Financial Structure

Consolidated CMB - IFRS	2003		2004		2005	
	YTL	US\$ mn	YTL	US\$ mn	YTL	US\$ mn
Current Assets	929,774,770	666	1,290,656,502	962	1,632,751,386	1,217
Shareholder's Equity	1,548,363,614	1,109	2,008,209,045	1,496	2,179,353,106	1,624
Total Assets	3,872,296,845	2,774	4,360,364,926	3,249	4,707,887,382	3,509



Important Ratios

	2003	2004	2005
Gross Margin	%5.6	%5.5	%5.5
Operating Profit Margin	%1.9	%1.8	%3.0
EBITDA Margin	%4.2	%4.4	%4.2
Net Profit Margin	%3.6	%2.4	%1.8
EBITDA/Net Interest Expense (x)	1.9	5.4	5.9

Industry Sales Volume by Product (2002 – 2005)

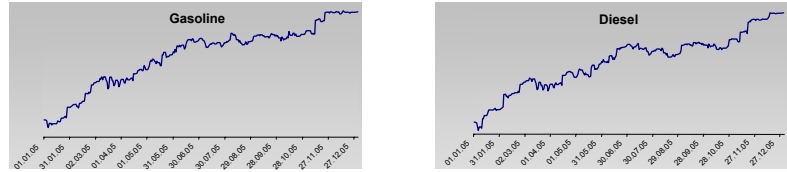
INDUSTRY (million m3)	2002	2003	%	2004	%	2005	%
Unleaded Gasoline*	2.16	2.26	5	2.74	21	2.86	5
Premium Gasoline*	1.91	1.55	-19	1.02	-35	0.61	-40
Diesel	11.23	11.53	3	12.65	10	12.91	2
Auto-LPG (tonnes)	1.15	1.15	-0.1	1.39	21	1.52	9
Black Products (tonnes)	4.88	4.77	-2	4.46	-7	3.92	-12
Jet Fuel	1.69	1.73	3	2.01	17	2.28	13

* Leaded premium gasoline has been out of the market since January 1, 2006. Lead-replaced premium gasoline has already been introduced to the market by most of the distribution companies.

Petrol Ofisi Sales Volumes (2002 – 2005)

In 2005, Petrol Ofisi outperformed the industry in Gasoline, Jet Fuel, Auto-LPG and Black Products' sales.

PETROL OFISI (million m3)	2002	2003	%	2004	%	2005	%
Unleaded Gasoline*	0.48	0.50	4	0.62	25	0.66	7
Premium Gasoline*	0.62	0.51	-18	0.34	-34	0.24	-31
Diesel	4.15	4.15	0	4.53	9	4.56	1
Auto-LPG (tonnes)	0.19	0.25	28	0.30	21	0.33	10
Black Products (tonnes)	2.07	1.71	-18	1.77	3	1.92	9
Jet Fuel	1.19	1.22	3	1.44	18	1.67	16

	Rule	Effect
Price Liberalisation	<ul style="list-style-type: none"> – Cap on retail prices was lifted 	<ul style="list-style-type: none"> ➢ Increasing margins ➢ Experience of other markets post liberalisation 
Unlimited Imports	<ul style="list-style-type: none"> – 40% limit on imports is lifted 	<ul style="list-style-type: none"> ➢ Largest storage capacity provides ability to increase imports <ul style="list-style-type: none"> ➢ Reduce product cost ➢ Improve payment terms
National Stocks	<ul style="list-style-type: none"> – Minimum Stock Level (transition) – 70 Days for Refineries – 20 Days for Distributors 	<ul style="list-style-type: none"> ➢ Rising storage investments ➢ Increasing imports
Dealer Regulation	<ul style="list-style-type: none"> – Mandatory affiliation with branded distributor (effective) – Licensing requirements (effective) – Digital marker (planned) 	<ul style="list-style-type: none"> ➢ Less unregistered trade ➢ Improved dealer discipline



July, 2004	B Stable
February, 2005	B Positive
April, 2005	B+ Stable

July, 2004	B+ Stable
June, 2005 National	B+ Positive A- (tur)
March, 2006 National	BB- Stable A (tur)

Key Credit Strengths

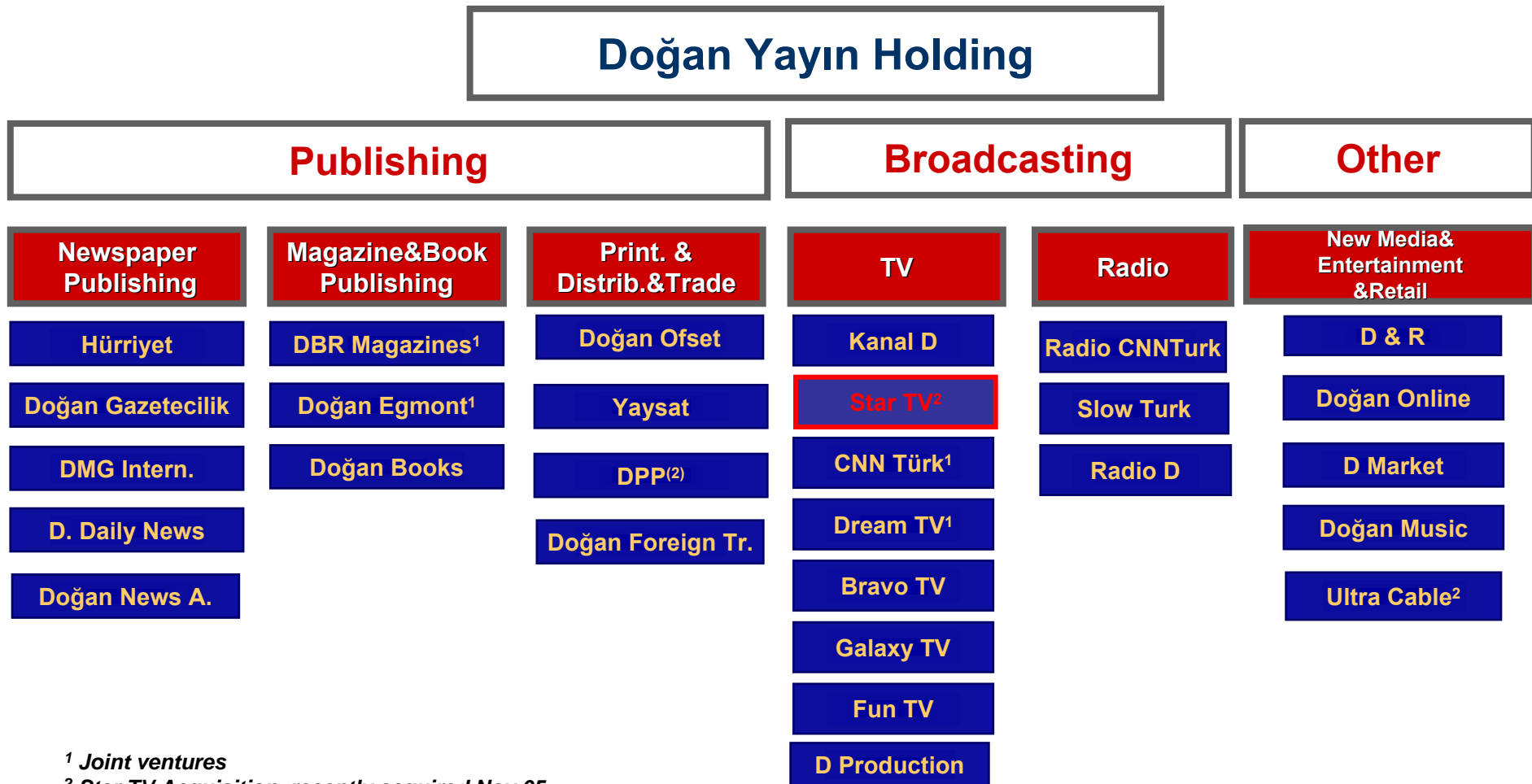
- Good financial performance
- Increasing distribution margin Turkey's leading petroleum products distributor
- Strong market share of dealer-operated retail sites
- The largest petroleum distribution logistics and storage networks in Turkey;
- Low recontracting risk with dealers



**2006 FORMULA 1™
PETROL OFISI TURKISH GRAND PRIX**

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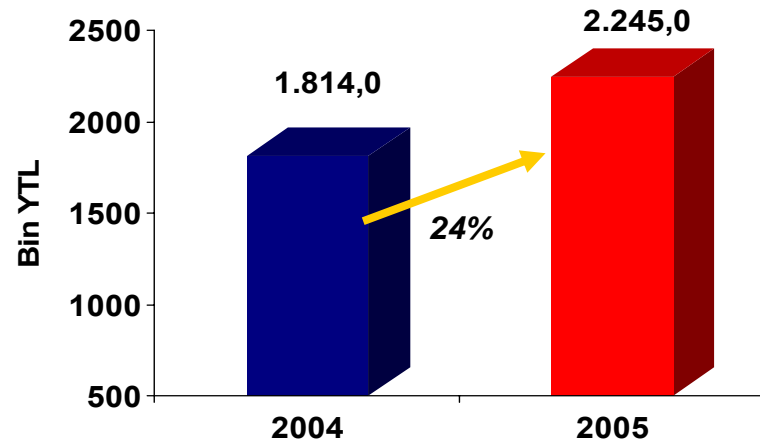


¹ Joint ventures

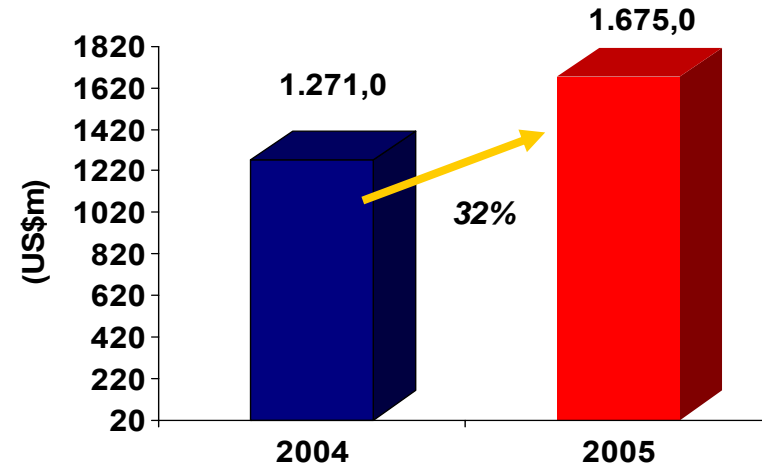
² Star TV Acquisition, recently acquired Nov 05..

Advertising Spending in 2005...

Turkey Total Ad Spending (YTLm)



Turkey, Total Ad Spending (US\$m)

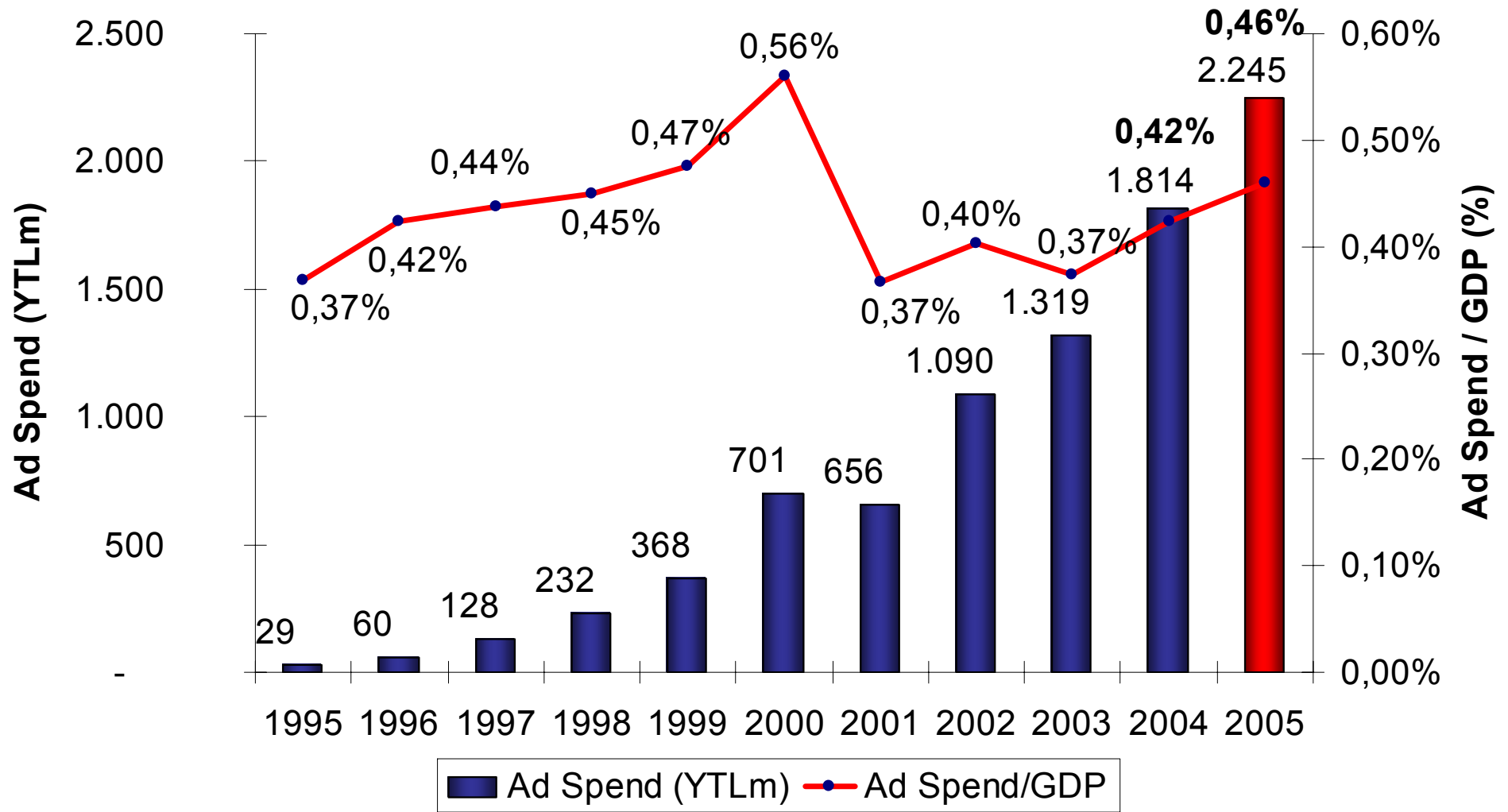


Newspapers remained strong in 2005, No Significant shift between categories...

By Segments

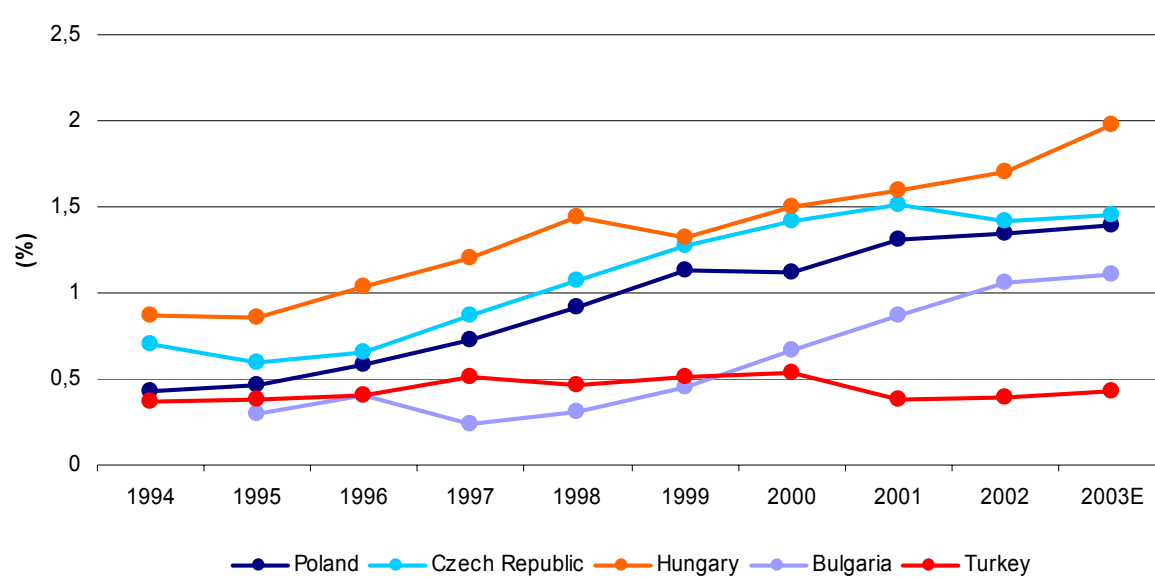


Ad Spend over GDP Figure reached 0.46%, still much lower than pre-crisis levels.



European Union Accession

Ad Spending / GDP Ratio

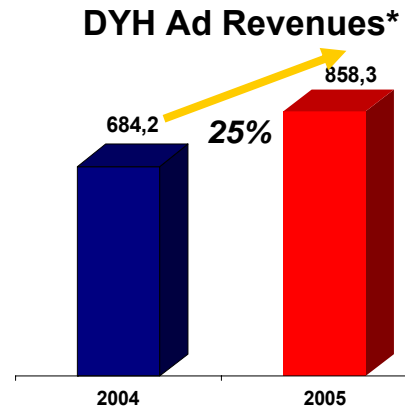
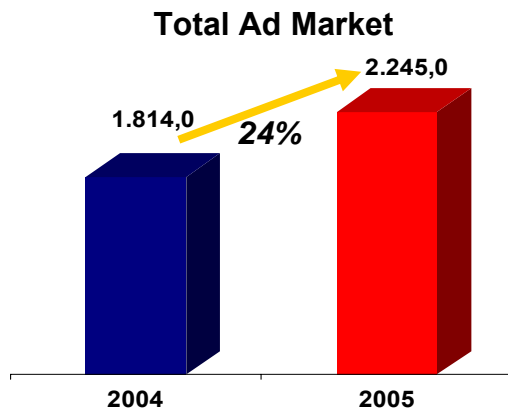


	1994	2003
Poland	0.43%	1.42%
Czech Rep.	0.66%	1.45%
Hungary	0.87%	2.05%
Bulgaria	0.25%	1.20%
Turkey	0.37%	0.37%

Promising advertising growth

- ✓ Still very low per capita ad spending at 23\$ (65\$ in Poland, 170\$ in Europe)
- ✓ Ad spending/GDP ratio at 0.5%; much lower than the accession countries.
- ✓ Structural triggers (privatization/FDI and disinflation) are expected to further fuel ad growth.

Ad Market Share



* Adjusted for market comparison : DYH Ad Revenues are adjusted by excluding international revenues, from accrual to cash basis, in order to calculate a market share.

DYH's comparable ad revenues grew by 25% in TL terms and 33% in USD terms in 05, 1 pct. points higher than the market , largely driven by strong growth at print media.

	2004	2005	Change 04/05	2004	2005
TV	928	1.133	22%	28	28
Print Media	713	903	27%	58	59
<i>Newspaper</i>	645	820	27%	60	60
<i>Magazine</i>	68	83	22%	42	46
Outdoor	76	93	22%	-	-
Cinema	22	27	22%	-	-
Radio	66	77	17%	6,1	5,2
Internet	9	12	41%	40	50
Total	1.814	2.245	24%	38,0	38,2

Total market does not include internet

Including Star TV operation in November-December 05, market share increases to 39.5%

Important Notice : Ad Market Figures are estimates based on available and reliable data compiled by DYH. Implied ad revenues based on market share statistics presented above will not comply with IFRS figures or management reports.

Drivers of DYH's Ad Growth

Telecom and Real Estate continued to be the major drivers....

2004 (US\$m)	2005 (US\$m)	Change 04/05	Main Sectors	2004 (%)	2005 (%)
62,5	77,0	23%	Automotive	13%	12%
50,2	66,8	33%	Finance	10%	10%
31,7	43,9	38%	Communication	7%	7%
19,1	39,4	106%	Real Estate	4%	6%
33,1	38,0	15%	Food	7%	6%
16,4	27,4	67%	Furniture	3%	4%
18,9	24,2	28%	Electronics	4%	4%
17,8	23,4	31%	Retail	4%	4%
16,2	23,1	43%	Beverages	3%	4%
18,7	22,3	19%	Textile	4%	3%
194,4	253,9	31%	Other	41%	40%
479,0	639,4	33%		100%	100%

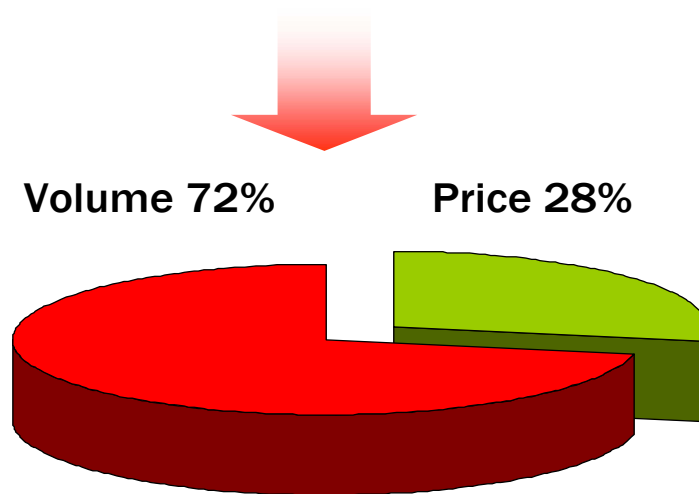
Market share statistics does not include European Ad Revenues.

TL Analysis of Ad growth reveals the higher contribution of volume growth in 05, mainly driven by publishing sector.

In USD Terms, the breakdown changes to approximately 50/50.

Advertisement Revenues (YTL Analysis) 2005























	Volume	Price
Newspapers	25 %	1 %
TV	8 %	13 %
Magazine	18 %	11 %



- Newspapers were driven by volume growth, except Hurriyet.
- Magazines enjoyed both price and volume growth thanks to change in strategy.
- Mainstream channels were driven by price. thematic chanelles brought volume.

This chart is presented for illustration purposes and not based on IFRS figures.

Market Shares by Dec 2005









	Viewership Share**	Newspaper Circ.	Magazine Circ.	Advertising Share
DYH	15.5% 	37% 	40% 	38.6% 
Sabah	12.1% 	22% 	22% 	17.3% 
Çukurova	15.8% 	9% 	2% 	11.4% 
Star*	10.3% 	2% 	---	5.9% 
İhlas	7.0% 	4% 	---	2.7% 
Other	39.3% 	26% 	36% 	24.1% 

* Star's broadcasting assets were acquired by DYH in November 2005.

** Viewership share : Total Day : Total Individual

Newspaper Circulation

Circulation ('000 copies daily)

	2003	2004	2005	Share FY05(%)	Chg yoy)
 Hürriyet	460	496	520	10%	5%
 Gözcü	116	144	128	3%	-11%
Referans	8	8	9	0%	13%
 POSTA	441	535	641	13%	20%
 FANATİK	225	252	259	5%	3%
 Milliyet	273	259	262	5%	2%
 Radikal	45	45	40	1%	-11%
 turkish daily news	4	4	4	0%	2%
 DYH DOĞAN YAYIN HOLDİNG	1572	1742	1862	37%	7%
Total Market	4211	4541	5012	100%	11%

Consolidated Financials – Doğan Yayın Holding

DMG

	US\$ 000			YTL 000		
	2004	2005	YoY	2004	2005	YoY
REVENUES	1.044.417	1.276.690	22%	1.401.712	1.712.041	22%
GROSS PROFIT	264.699	293.156	11%	355.253	393.122	11%
EBIT*	93.903	92.647	-1%	126.027	124.240	-1%
<i>Depreciation&Amor.</i>	62.078	60.957	-2%	83.315	81.743	-2%
EBITDA*	155.981	153.604	-2%	209.341	205.983	-2%
PROFIT BEFORE TAX	86.781	44.584	-49%	116.466	59.787	-49%
NET PROFIT	44.230	6.518	-85%	59.358	8.741	-85%

**Adjusted for Amortised Cost Valuation Income*

Important Notice : Please note that FY04 figures are inflation adjusted, which results in lower yoy growth.

- **DYH continues to be the leader in all segments.**
- **Strong ad growth in DYH's newspaper segment, even stronger than the overall broadcasting market in Turkey.**
- **Newsprint unit costs increased by 21% in US Dollar terms, in line with expectations**
- **Newstand prices of newspapers remained flat in 05.**
- **Broadcasting continued to be under pressure at operational profitability, mainly due to fierce competition at programming.**
- **Ad rates continued to improve, especially at Hürriyet and Kanal D.**
- **Small or new businesses, such as retail, internet, third party distribution continued to overperform in comparison to traditional segments.**

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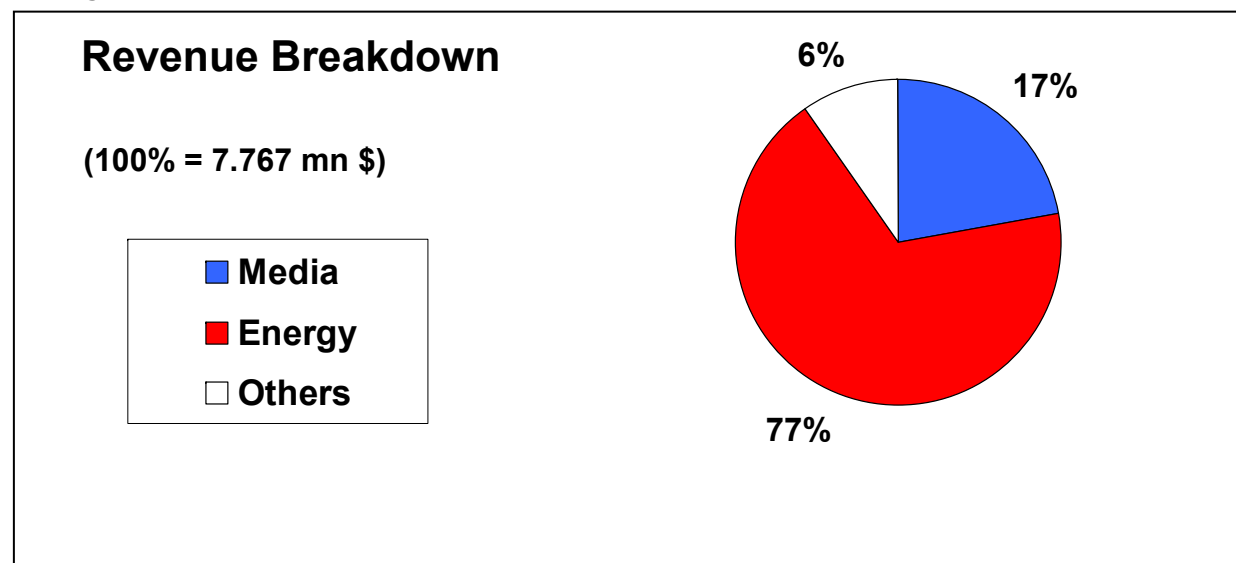
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DMG

Holding Figures

Financial performance

(mn USD)	2001	2002	2003	2004	2005
Revenues	3,103	3,451	4,461	5,744	7.767**
Operating Profit	13	125	240	244	532**
EBITDA *	115	241	469	487	711**
Financial Income /(Expenses), Net	626	135	58	(16)	4**
Profit Before Tax & Minority Interest	(263)	111	431	267	528**
Net Profit	(147)	58	275	178	474
Total Assets	3,551	4,910	6,538	8,754	5.967
Shareholders' Equity	340	557	1,102	1,468	1.946



* Unaudited figures

** Discontinued operations' figures are excluded

New projects

Privatization of the National Lottery is on the agenda.

- Tender is expected to be announced by the first quarter of 2007.
- Method for the tender is not clear. It is expected to be a revenue-sharing plus upfront fee method.

We are following energy distribution projects.



DOĞAN HOLDING
Investor Presentation
April 2006