

CORPORATE GOVERNANCE

CORPORATE GOVERNANCE PRINCIPLES COMPLIANCE REPORT

PART I- DECLARATION OF COMPLIANCE WITH CORPORATE GOVERNANCE PRINCIPLES

Doğan Şirketler Grubu Holding A.Ş. ("Doğan Holding" or "the Company") exerts maximum care to comply with the Capital Markets Law ("Law") and 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.

To this end, Doğan Şirketler Grubu Holding A.Ş. has been included in the Borsa İstanbul Corporate Governance Index (XKYUR) since November 4, 2009. The Company is given an annual corporate governance rating by SAHA Corporate Governance Rating Company ("Saha") licensed by the Capital Markets Board, in line with the rating methodology outlined by the CMB. The Company's Corporate Governance Rating and Corporate Governance Compliance Reports are available on the Company's website at www.doganholding.com.tr.

The Corporate Governance Committee continues its efforts to improve the Company's corporate governance activities. As of the activity period that ended on 31.12.2014, the Company complies with all compulsory Corporate Governance Principles ("Principles") of the CMB and the Communiqué. Furthermore, utmost attention is paid to comply with the non-compulsory principles of the Law and the Communiqué. As explained in this report, we think there won't be any significant conflict of interests in the current situation regarding the non-compulsory principles with which the Company has not yet fully complied.

Best regards,



Yahya Üzdiyen
Executive Director and CEO



Yaşar Begümhan Doğan Faralyalı
Chairwoman

PART II - SHAREHOLDERS

2.1. Investor Relations Department

2.1.1. In order to ensure that the tasks stipulated in the Communiqué, the name of the “Shareholder Relations Unit” that was established on 18.03.2009, was changed as the “Investor Relations Department” with our Board of Directors decision taken on 22.07.2014. Investor Relations Department carries out its activities in conformity with the CMB regulations, the Communiqué and the Articles of Association.

At our company; investor relations, legal and financial affairs personnel is structured under the “Investor Relations Department”. Investor Relations Director of our Company works under the Chief Financial Officer. The Vice President of Finance Dr. Murat Doğu is the Head of Investor Relations Department, and the Investor Relations Director Banu Çamlıtepe works full time in the Investor Relations Department. Investor Relations Department's contact info is given below.

Full Name	Title	Telephone Number	E-mail	License Certificate Type	License No
Dr. Murat Doğu	Vice President of Finance- Head of Investor Relations	0216 556 90 00	mdogu@doganholding.com.tr	CMB Advanced License- Corporate Governance Rating Expertise	200065-700026
Banu Çamlıtepe ⁽¹⁾	Investor Relations Director/ Investor Relations Department	0216 556 90 00	banuc@doganholding.com.tr	CMB Advanced License- Corporate Governance Rating Expertise	203041-701087
Hande Özer ⁽¹⁾	Capital Markets, IFRS/ CMB Reporting and Affiliates Oversight Director / Investor Relations Department	0216 556 90 00	handeo@doganholding.com.tr	-	-

⁽¹⁾ With the Board of Directors decision taken on 16.12.2014, Banu Çamlıtepe was appointed to the Investor Relations Department for the vacant position of Hande Özer who had quit her job at the Company.

Information about our Company given on the Company's Corporate Website at the address of www.doganholding.com.tr, is regularly updated and presented for the information of the investors and shareholders both in English and Turkish.

2.1.2. As per the Communiqué; the Investor Relations Department must prepare and present a report to the Board of Directors at least once a year about the activities it carries out. In 2014, 3 presentations were made to the Board of Directors, and furthermore, Investor Relations Department's 2014 activities were presented to the Board of Directors with the report issued in February 2015.

2.2. Exercise of Shareholders' Right to Obtain Information

2.2.1. In using the shareholders' rights, the Company complies with the relevant Legislation, the Articles of Association and other Company Regulations, and thus all measures are taken to ensure that these rights are used.

2.2.2. The Company treats all shareholders, including minority and foreign shareholders, in line with the “principle of equal transaction” as regards the exercise of shareholders' right to obtain and evaluate information.

2.2.3. In 2014, investors' and shareholders' information requests - apart from those that interfere with trade secrets - were answered within the framework of “equality principle” in conformity with the Capital Markets Legislation and CMB Regulations and Decisions. Within this scope, we have either attended various analyst meetings and/or organized meetings with the analysts.

2.2.4. Presentations that include the developments about the Company and financial information, and all kinds of information that may have impacts on using investors' and shareholder' rights, are regularly updated and announced on the Company's Corporate Website (www.doganholding.com.tr).

2.2.5. In 2014, neither did our Company receive any written/verbal complaints about using the shareholders' rights, nor were there any administrative/legal proceedings.

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a) However, from the disclosure made via Public Disclosure Platform it was learnt that; (i) within the scope of the merger our direct subsidiary Doğan Yayın Holding A.Ş. which had merged under our Company through the entire “take-over” of all its assets and liabilities as a whole compensatory lawsuit was filed on 23.10.2014 about this merger, and (ii) a lawsuit was filed on 26.09.2014 to cancel the 5th agenda item of Doğan Yayın Holding A.Ş.’s Extraordinary General Assembly Meeting held on 06.08.2014 where the merger was approved.

As both lawsuits are pending, public disclosure will be made in case of any significant development happens.

2.3. General Assembly Meetings

2.3.1. The Company’s Ordinary General Assembly meeting on the activity results of 2013 was held on March 31, 2014 at the Company’s headquarters. The invitation to the meeting was published, as stipulated in the Company’s Articles of Association, in the Turkish Trade Registry Gazette and announced on the PDP (Public Disclosure Platform) System.

2.3.2. In order to facilitate the attendance of the shareholders, General Assembly meetings are held in Istanbul where the Company Headquarters is located. Within this framework, the Board of Directors presumed that the attendance would be high and thus took a decision on the 3rd of July 2014 within the framework of the 19th Article of the Articles of Association. Accordingly, necessary measures were taken in prior and a more spacious location was chosen, and finally the Extraordinary General Assembly Meeting - where the merger had taken place under the umbrella of our Company as our direct subsidiary Doğan Yayın Holding A.Ş.’s all assets and liabilities has taken-over by our Company, was discussed - was held on the 7th of August 2014 at the address of Hilton İstanbul Bosphorus Cumhuriyet Cad. 34367 Harbiye İstanbul. Furthermore, all ads and announcements regarding the general assembly meeting were made in conformity with the legislation.

2.3.3. Prior to the General Assembly meetings, the agenda items and the detailed “General Assembly Information Document” which specified the reasons behind the agenda items, and the “Proxy Voting Form” were presented - within the legal time before the meeting - for the shareholders information and review in conformity with the Turkish Commercial Code and the Communiqué. All ads and notifications were/ are made in conformity with the Turkish Commercial Code, Capital Markets Legislation, CMB Law, CMB Regulations/Decisions and the Articles of Association.

2.3.4. The method of holding at the 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 has allowed the General Assembly to be organized online. This action is in compliance with CMB’s resolution dated February 1, 2013 and numbered 4/89.

2.3.5. 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.

2.3.6. The Company does not have any registered shares. All of our share certificates are dematerialized with the Central Registry System (CRS) as per Capital Markets Legislation, Capital Markets Law, and CRA regulations/resolutions.

2.3.7. As regards the Ordinary General Assembly meeting, the Balance Sheet and Income Statement for the accounting period from January 1, 2013 until December 31, 2013, Board of Directors Annual Report, Board of Directors’ dividend distribution proposal for the year 2013, the announcement text, independent audit report, amendments to the Articles of Association, General Assembly Information Document and Proxy Voting Form, as well as the information notes featuring the necessary notifications required by Capital Markets Board’s Corporate Governance Communiqué were made available for the review of the shareholders as per CMB’s regulations and resolutions, as well as the Articles of Association, 3 weeks prior to the Ordinary General Assembly meeting and published on the corporate website at www.doganholding.com.tr. Inquiries received from shareholders after the announcement of the General Assembly meeting date were answered by the Shareholder Relations Department as per Capital Markets Legislation, Capital Markets Law, and CMB regulations/resolutions.

Regarding the Extraordinary General Assembly meeting held on the 7th of August 2014, CMB-approved “Merger Announcement Text”, “Merger Agreement”, “Merger Report”, “Expert Institution Report”, “Financial Reports For The Last Three Years”, “Annual Reports For The Last Three Years”, “Independent Audit Reports For The Last Three Years”, “Interim Financial Reports”, “Amendments to the Articles of Association”, “General Assembly Information Document” and “Proxy Voting Form” and all other information notes that include the necessary explanations within the scope of the Communiqué, were made available for the shareholders’ review 30 days prior to the Extraordinary General Assembly Meeting and were announced on the Corporate Website www.doganholding.com.tr as per the 8th Article “Public Disclosure” of the CMB’s “Communiqué on Merger and Spin-off” (II-23.2) that entered into force via published on the Official Gazette n.28865 (date: 28.12.2013), and within the framework of the 149th Article of the Turkish Commercial Code named “Right to Review” .

2.3.8. As per the Turkish Commercial Code, Capital Markets Law and relevant legislation; the meeting chairman had made necessary arrangements prior to the General Assembly meeting over the documents available for the shareholders’ review.

2.3.9. There were no suggestions about the agenda of the Ordinary and Extraordinary General Assembly meetings, or demands to add new agenda items.

2.3.10. At the General Assembly meetings, votes were cast through open ballot, by raising hands. Voting procedures were announced to shareholders through the General Assembly Information Document in the announcement, and at the beginning of the meeting.

2.3.11. At the Ordinary General Assembly Meeting held on the 31st of March 2014 where 2013 activities were discussed, the meeting quorum was 75.74%, and 1,855,651,774.489 shares out of 2,450,000,000 shares representing the Company capital were represented.

At the Extraordinary General Assembly Meeting - where the merger had taken place under the umbrella of our Company as our direct subsidiary Doğan Yayın Holding A.Ş.'s all assets and liabilities has taken-over by our Company, was discussed - that was held on the 7th of August 2014, the meeting quorum was 80.88%, and 1,981,695,532.705 shares out of 2,450,000,000 shares representing the Company capital were represented.

2.3.12. At the General Assembly meetings, agenda items were conveyed in an objective and detailed manner with a clear and comprehensible method while the shareholders are given the opportunity to state their opinions and ask questions under equal circumstances in a healthy environment for discussion.

2.3.13. As per the Communiqué, shareholders must be given information at the Ordinary General Assembly meeting about whether the shareholders (who control the management of the Company), Board of Directors' members, executive managers who have administrative responsibilities, and their spouses and blood relatives and relatives by marriage up to second-degree make any important transaction with the Company or its associates which may lead to conflicts of interest, or whether the aforementioned persons make any transaction, related to a commercial business that is within the scope of the corporation or its associate's field of activity, for their own account or for the account of others or whether they become unlimited partners in other companies carrying out similar commercial businesses. In 2014, the shareholders (who control the management of the Company), Board of Directors' members, executive managers who have administrative responsibilities, and their spouses and blood relatives and relatives by marriage up to second-degree did not make any important transaction with the Company or its associates which may lead to conflicts of interest, or the aforementioned persons did not make any transaction, related to a commercial business that is within the scope of the corporation or its associate's field of activity, for their own account or for the account of others or they did not become unlimited partners in other companies carrying out similar commercial businesses. We had the same situation in 2013, as well, and thus the shareholders' were informed about this issue at the ordinary General Assembly meeting.

2.3.14. At the Ordinary General Assembly Meeting, the TL 788,135 donation made by the Company in 2013 to foundations, associations, and public entities were presented for the shareholders' information. Company's "Donation and Aid Policy" is available on the Corporate Website.

2.3.15. General Assembly meeting minutes, including the previous years, are available on the Company's Corporate Website at www.doganholding.com.tr.

2.3.16. Shareholders, several Members of the Board of Directors, Company employees, independent audit company and expert institution representatives (Extraordinary General Assembly Meeting) attended the General Assembly meetings whereas other stakeholders and media representatives did not prefer to attend the meetings.

2.4. Voting Rights and Minority Rights

2.4.1. 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.

2.4.2. There is no regulation in the Articles of Association about any "upper limits" to be brought to the voting rights.

2.4.3. There are no privileged shares at the Company according to the Articles of Association.

2.4.4. According to the Articles of Association, all shares have "one voting right" at the Company.

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

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

2.4.7. Shareholders have not expressed a demand concerning the representation of minority shares in management.

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2.4.8. According to the Articles of Association, when the right of usufruct and the right of disposition of a share belong to different individuals, these individuals can agree among themselves on their preferred method of representation. Otherwise, the holder of the right of usufruct is entitled to participate in the General Assembly and cast a vote.

2.4.9. Since shareholders do not have cross-shareholding relations among themselves, no such vote was cast at the General Assembly.

2.4.10. Minority rights are granted to shareholders who control one twentieth (5%) of the Company capital.

2.4.11. Articles of Association do not provide for the cumulative voting method.

Dividend Rights

Company takes the provisions of the Turkish Commercial Code, Capital Markets Legislation and CMB Regulations, Corporate Tax Law, Income Tax Law and other relevant legal legislation provisions and the provisions of the Company's Articles of Association and the publicly disclosed "Dividend Distribution Policy" into consideration while making Dividend Distribution decisions.

2.4.12. In case there is net distributable profit for the period, Dividend Distribution is made within the time frame stipulated in the Capital Markets Legislation and the CMB Regulations, at the shortest time following the general assembly meeting.

2.4.13. At the Ordinary General Assembly on March 31, 2014, it was resolved that no dividend would be distributed to shareholders for the year 2013 since the dividend distribution statement issued for the accounting period January 1, 2013 - December 31, 2013 showed no distributable profit for the period.

2.4.14. According to the Company's 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, Capital Markets Law, 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.

The principles of our Dividend Distribution Policy are as follows:

The Company reaches dividend distribution decisions and distributes dividend in line with the Turkish Commercial Code, Capital Markets Legislation, Capital Markets Law, CMB regulations and resolutions, tax laws, provisions of other applicable legislation, as well as the Articles of Association, and resolutions of the General Assembly.

Accordingly:

1- As a principle, at least 50% of the "net distributable profit for the period" calculated as per Capital Markets Legislation, Capital Markets Law, CMB regulations and resolutions is to be distributed, in consideration of the financial statements issued in compliance with the Capital Markets Legislation, Capital Markets Law, CMB regulations and resolutions.

2- In case it is decided to distribute between 50% and 100% of the "net distributable profit" as dividend, the financial statements, financial structure, and the budget of the Company are taken into consideration when determining the dividend distribution ratio.

3- The dividend distribution proposal is disclosed to the public as per Capital Markets Legislation, Capital Markets Law, and CMB regulations and resolutions, within the legal deadlines.

4- In case the "net distributable profit" calculated in line with the legal records kept within the scope of the Turkish Commercial Code and the tax laws is:

a. lower than the amount calculated as per Article 1, the "net distributable profit" calculated as per the legal records kept within the scope of this article hereby is taken into account and is distributed in its entirety,

b. higher than the amount calculated as per Article 1, action is taken as per Article 2.

5- In case there is no net distributable profit as per the legal records kept within the scope of the Turkish Commercial Code and tax laws; no dividend distribution can be made even if a "net distributable profit" has been calculated according to the financial statements prepared as per the Capital Markets Legislation, Capital Markets Law, CMB regulations and resolutions.

6- In case the calculated "net distributable profit" is below 5% of the issued capital, it is possible that no dividend be distributed.

7- The upper limit of the aids and donations that will be made by the Company within the accounting period in compliance with the Capital Markets Legislation, Capital Markets Law, CMB regulations and resolutions, and as per the principles set forth in the Articles of Association shall be determined by the General Assembly. No donations may be made in amounts exceeding the limit set forth by the General Assembly, and the donations made shall be added to the “net distributable profit” basis.

8- The dividend distribution shall start latest by the 30th day following the General Assembly meeting where the distribution decisions were taken, and in any case, as of the end of the accounting period.

9- In line with the Capital Markets Legislation, Capital Markets Law, CMB regulations and resolutions, and the provisions of the Articles of Association, and as per the resolutions of the General Assembly, the Company may distribute the dividend in cash and/or “bonus shares”, or may pay it in installments.

10- The Company may also pay dividends to individuals who are not shareholders, in line with resolutions by the General Assembly. In such a case, action shall be taken in compliance with the Turkish Commercial Code, Capital Markets Legislation, Capital Markets Law, CMB regulations and resolutions, and the provisions of the Articles of Association.

11- The Company may decide to distribute and may distribute advance dividends in line with the Turkish Commercial Code; Capital Markets Legislation, Capital Markets Law, CMB regulations and resolutions, tax laws, provisions of other relevant legislation, the Articles of Association, and General Assembly resolutions.

12- Investments requiring significant amounts of cash outflow to increase the Company value, significant issues affecting the financial structure, important economic, market or other uncertainties and problems outside the control of the Company shall be taken into account in making dividend distribution decisions.

2.4.15. The Company's “Dividend Distribution Policy” is included in the annual report and also made public via the corporate web site at www.doganholding.com.tr.

2.5. Transfer of Shares

2.5.1. The Company's Articles of Association do not contain any provisions limiting the transfer of shares.

PART III - PUBLIC DISCLOSURE AND TRANSPARENCY

3.1. Corporate Website and Its Contents

3.1.1. The Company's corporate website at www.doganholding.com.tr is actively used for public disclosures, as stipulated in the Turkish Commercial Code, Capital Markets Legislation, Capital Markets Law, and CMB regulations / resolutions.

3.1.2. An English version of the information that takes part in corporate website is also available for the convenience of foreign investors.

3.1.3. The issues stipulated in the Principles are available on the Corporate Website as well as the Corporate Governance Principles Compliance Report and Corporate Governance Rating Report.

Annual Report

3.1.4. “2013 Annual Report” and “2014 Interim Annual Reports”, are prepared in accordance with the provisions of the Turkish Commercial Code, Ministry of Customs and Trade's “Regulation on Determining the Minimum Content of the Annual Reports of the Companies” and CMB's Communiqué (II-14.1) on “Principles Regarding Financial Reporting in the Capital Markets” and the Communiqué.

SECTION IV - STAKEHOLDERS

Since the Company is a holding company, it is not directly engaged in operational activities (such as production or service). Thus, the shareholders and investors are its most important stakeholders. Employees are the other important stakeholders of our Company. Customers that purchase products and services from and suppliers that provide products and services to our associate companies in the sectors where they carry out activities, are indirectly (if not directly) the other important stakeholders of our Company. Our Company actively participates in and provides support for the projects of the non-governmental organizations relevant with the sectors it carries out activities. Operational policies are performed in coordination with Group companies.

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4.1. Informing Stakeholders

4.1.1. As explained in detail in the first part of the report, information is provided to all stakeholders via tools determined in conformity with the Capital Markets Legislation, Capital Markets Law, CMB Regulations/Decisions and the Company's Information Policy.

4.1.2. Stakeholders can have access to information about the Company via meetings, presentations and the Corporate Website in conformity with the Capital Markets Legislation and the Company's Information Policy.

4.1.3. The Company also has an "intranet" site that is dedicated to the communication and notification of employees.

4.2. Stakeholder Participation in Management

4.2.1. 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 contact with the units concerned. In case any employee transactions violate legislation or ethical principles, the stakeholders can contact the Company via various means of communication.

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

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

4.3. Human Resources Policy

4.3.1. 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.

4.3.2. Company's human resources policy is available on the Corporate Website at www.doganholding.com.tr.

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.

Our main principle is to recruit qualified employees within our structure, to implement competitive award management with the aim of increasing their loyalty, and thus to award our employees' contribution and success. If our employees show exclusive success and/or do work that exceeds the performance and responsibility they are expected to fulfill, we believe that they should be appreciated and awarded; and that such awards would make our employees show higher effort above the standards and would encourage them to score significant success.

Human resources practices are grouped under the following categories in line with the shared values and strategies of Doğan Holding and Group companies:

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

4.3.3. 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. Relations with employees conducted by Vice Presidency of Human Resources There are no unionized employees at the Company.

4.3.4. Our Company's "Occupational Health and Safety Policy" is available on the Corporate Website.

4.3.5. As per the Turkish Labor Law, our Company is responsible to provide employment termination benefit to employees - provided that they have completed one year of service in the Group - who are; (i) dismissed for no reason, (ii) called for military duty (iii) dead or (iv) who get retired after 25 years of service (20 years for women), and who reach the retirement age (58 for women; 60 for men). The amount that

will be paid is equal to one-month salary at most for each year of service provided that it is limited with the employment termination benefit's upper limit that was; (i) determined with the Public Servants Arbitration Board decision n.2012/1 and, (ii) announced within the framework of the coefficients stipulated by the Ministry of Finance.

4.4. Code of Ethics and Social Responsibility

4.4.1. Company's "Code of Ethics" were publicly announced on the Corporate Website. The "Code of Ethics" is continuously revised and improved as it is updated in accordance with the circumstances of the day.

4.4.2. "Anti-Bribery and Anti-Corruption Policy" of the Company is available on the Corporate Website.

4.4.3. As a result of its corporate 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. "Social Responsibility Policy" of the Company is available on the Corporate Website.

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.

4.4.4. "Publishing/Broadcasting Principles" are separately specified for our lines of business in publishing, and broadcasting. Furthermore, these Principles are available on the Corporate Website.

4.5. Sustainability Index

4.5.1. Within the scope of determining the companies that will be included in the "BIST Sustainability Index" between November 2014 and October 2015, a decision was taken and announced by Borsa Istanbul on 31.12.2014 to add the companies that will be in BIST 50 Index between January-March 2015 to "the list of companies subject to assessment". Our Company is listed in the category of companies subject to assessment.

SECTION V - BOARD OF DIRECTORS

5.1. Structure and Formation of the Board of Directors

5.1.1. The Board of Directors is made up of nine members, of which five are non-executive, one executive and three are independent. The Company complies with the Turkish Commercial Code, Capital Markets Legislation, Capital Markets Law, 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.

5.1.2. 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 Law, CMB regulations and resolutions, and other relevant legislation.

5.1.3. The full names and resumes of the Board Members are as follows:

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

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Y. Begümhan Doğan Faralyalı

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 companies.

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 Foreign 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 investment of DYH, and forged its partnership with the 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. Ms. Faralyalı is still the Chairwoman of Kanal D Romania. As of January 1, 2012 Begümhan Doğan Faralyalı became Chairwoman of Doğan Holding. She is married with two children.



Hanzade V. Doğan Boyner

Founder of Turkey's biggest e-commerce company "Hepsiburada.com", Hanzade Doğan Boyner, is one of the most important personalities in the field of e-commerce in Turkey.

Boyner is currently the Chairwoman of Doğan Online, Doğan Gazetecilik and Aydın Doğan Foundation, and Vice Chairwoman of Hürriyet Gazetecilik, Doğan Burda and Doğan Holding.

After receiving her bachelor's degree in economics from London School of Economics, she worked as a financial analyst for the Communication, Media and Technology Group of Goldman Sachs International in London. After receiving her Master's degree from Columbia University, she returned to Turkey same year and established Doğan Online, the biggest internet holding of Turkey. In 2003, she became the CEO of

Doğan Gazetecilik, which includes also the "Posta" - newspaper with the highest circulation in Turkey - in its portfolio. In 2006, she played an active role in the partnership agreement signed between Doğan Holding and OMV (pioneering petroleum and gas company of Central Europe) in order to establish a strategic partnership on Petrol Ofisi in the field of refinery, oil exploration and production, and afterwards served as the Chairwoman of Petrol Ofisi.

She plays active role in the civil society as the founding member and Vice Chairwoman of Global Relations Forum and Vice President of World Association of Newspapers as well as member of the Brookings Institute Board of Trustees, Columbia Business School Board of Overseers, European Council on Foreign Relations, Turkish Industry and Business Association, Young Presidents' Organization and Association of Woman Entrepreneurs.

Boyner, has been chosen several time as the "Business Woman of the Year" by the leading universities of Turkey such as Bosphorus University, Istanbul Technical University and Yıldız Technical University.

A philanthropist, Ms. 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 has already granted 10,500 scholarship and built 33 girls' dormitories across Turkey.



Arzuhan Doğan Yalçındağ

Since the beginning of her professional life, Arzuhan Doğan Yalçındağ has been involved in initiating new projects. In 1990 while working with Milpa she brought the 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 the launching of CNN Turk in 2000, which was the result of the negotiations she initiated in 1999 with Time Warner Group.

In 2005, she became the CEO of Doğan TV Holding, the parent company of Kanal D, CNN Turk, DMC, D Productions, D-Smart satellite platform and radio concerns. In 2007, she was elected as the first female President of the country's leading business organization, TUSIAD - Turkish Industry and Business Association,

in the organization's 40 year- history. She held this post until 2010, and then moved to become a member of the Council of Presidents of the Association'. She has been also serving as the Vice President of High Advisory Council.

After leaving post at TUSIAD, she took over the chair of Doğan Holding from her father, the founder of the company, started as the first member in the second generation of the family to lead the organization.

She is one of the founding board members of Aydın Doğan Foundation, established in 1996 and served as the Chairperson between 2010 and 2011.

The then Foreign Minister, now President Abdullah Gül, appointed her as a honorary ambassador of Turkey to EU; with this capacity Arzuhan Doğan Yalçındağ launched "Women's Initiative for Turkey in the EU".

She is among the founding members of Women Entrepreneurs Association of Turkey - KAGIDER; she was also selected a Young Global Leader by the World Economic Forum. She assumed duties in the Board of Directors of Education Volunteers Foundation of Turkey (TEGV). She has been among the founding members of Turkish American Businessmen Association (TABA) and assumed duties in the Board of Directors. Again, she was one of the founders of the Turkish Third Sector Foundation - TÜSEV, and has been a founder and a board member of Istanbul Modern Art Museum since January 2004. Arzuhan Doğan Yalçındağ is a member of Vodafone Turkey Foundation Advisory Board and also a member of Koç University Corporate Governance Forum Strategy and Advisory Board and is the member of the Board of Directors of American Turkish Society.

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 a member of World Economic Forum's Industry Partner of Media, Entertainment and Information (MEI) Executive Board.

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



Vuslat Sabancı

Vuslat Doğan Sabancı is the Chairwoman of Hürriyet since May 26, 2010. She graduated from Bilkent University, Department of Economics and received her Master's degree from Columbia University in New York, in the field of International Media and Communications.

She was the Chairwoman of the Executive Board between 2004 and 2010. Acquiring Trader Media East (TME) in 2007, Vuslat Doğan Sabancı transformed Hürriyet from a leading newspaper in Turkey into an international company. This acquisition was the largest foreign acquisition executed by a Turkish company till that day. TME is an online and printed media advertising company operating in Russia, Ukraine, Belarus, Kazakhstan, Hungary, Croatia and Slovenia. İz Ruki v Ruki is one of the most recognized media brands in Russia. Irr.ru is the leading online classified ads company in Russia.

Vuslat Doğan Sabancı ensured Hürriyet's position as a major player within the emerging media in Turkey through investing in digital publishing and services. hurriyet.com.tr became the most visited media websites of Europe. Hürriyet online carries out its activities in the field of classified ads with hurriyetemlak.com, hurriyetoto.com and yenibiris.com, in the field of opportunity websites with yakala.co, in the field of e-commerce with yenicarsim.com.

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Investing in human rights and particularly in gender equality matters in Hürriyet, Vuslat Doğan Sabancı became the strong voice in this field in Turkey. As a result of “No! to Domestic Violence” campaign initiated by her, a law was enacted in this field after 8 years. With “The Rightful Women Platform” that she established before 2011 General Elections, assembling all non-governmental organizations - carrying out activities concerning women matters in Turkey-under the same roof, she created a pressure platform to ensure that more women could be elected for the parliament. After 2011 elections, the number of female deputies increased from 48 to 78. Apart from these, Vuslat Doğan Sabancı carries out several activities in the name of giving women their rightful place in both social life and economy. The microloan project for women, along with similar efforts, constitute examples of such projects.

Vuslat Doğan Sabancı joined Hürriyet in 1996 as a Vice President in charge of advertisements and promoted to the position of Marketing Operations Group Vice President. Her responsibilities in Hürriyet included marketing, sales, human resources and information technologies (IT).

Before joining Hürriyet, Doğan Sabancı worked at the Editorial Department of The New York Times and later at The Wall Street Journal, where she was instrumental in the formation of the Asian Business World News Channel and the paper's Latin America edition.

Born in 1971, Vuslat Doğan Sabancı is married and has two children. She knows English.

Vuslat Doğan Sabancı is a lifetime honorary member of the International Press Institute (IPI), where she served as a Member of the Board of Directors for eight years. Vuslat Doğan Sabancı actively assumes duties at Endeavor Turkey - an international non-governmental organization (NGO) established with the purpose of determining and supporting entrepreneurs - and serves as a Member of the Board of Directors since its establishment in 2006. Moreover, Vuslat Doğan Sabancı is a member of TUSIAD (Turkish Industry and Business Association) since 2003.



Yahya Üzdiyen

Born in 1957, Yahya Üzdiyen graduated from Middle East Technical University (METU) Business Administration Department in 1980. Between 1980 and 1996, he worked as foreign trade & investment specialist and manager in several privately owned companies. Between 1997 and 2011, he assumed the position of Strategy Group Head Doğan Holding and became Vice Chairman of the Board and Executive Committee on January 18, 2011. In these years, he played an important role in the acquisition, partnership and sale of Group companies, such as Petrol Ofisi, Ray Sigorta and Star TV.

A member on Boards of several Group companies, Yahya Üzdiyen was appointed CEO of Doğan Holding as of January 24, 2012. Mr. Üzdiyen is married with two children.



İmre Barmanbek

Born in 1942, İmre Barmanbek graduated from Ankara University, School of Political Sciences with a BSc degree in Economics and Finance. Her career began as an Assistant Accountancy Specialist in the Board of Accountancy Specialists of Finance Ministry, then followed by a promotion to Accountancy Specialist. Between 1969 and 1972, she worked at the State Planning Organization as a State Planning Specialist and then, she returned to Finance Ministry. Between 1975-1977, she became a member of the Tax Appeals Commission of Finance Ministry.

In the aftermath of her successful career at the Ministry of Finance, she resigned and started her private sector career. İmre Barmanbek assumed the position of Finance Manager, for the joint venture company between Koç & Doğan Group's, Doğu Akü. She soon became General Manager of the company. Following

this success, İmre Barmanbek assumed the position of Financial Coordinator for Doğan Holding and became CFO in 1998. Between 1999 and 2003, she respectively worked as CEO and Executive Director of Board of Directors.

Due to her dynamic management style and her focus on value added enhancements to Doğan Holding, she was acclaimed with the “Best Woman Manager of the Year” award in Turkey by Dünya Gazette in 2001. The international edition of prestigious Fortune Magazine recognized her “33rd Most Powerful Women of Bussiness” in 2001 and “22nd Most Powerful Women” in 2002. In this period, FORBES listed her amongst “Most Influential 100 Bussiness Women”. İmre Barmanbek has served as the Vice President of Doğan Holding Board of Directors since the beginning of 2003, and Board Member since August 2012.



Ertuğrul Feyzi 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 managing partner of CASE Consulting Energy.

Ertuğrul Tuncer has served as the founder Chairman of PETDER (Association of Petrol Industrialists) and is a member of the Association of Corporate Risk Management and High Council Board of Fenerbahçe Sports Club.



Tayfun Bayazıt

After receiving his bachelor's degree in Mechanical Engineering (1980), Bayazıt received his Master's degrees (MBA-1983) in Finance and in International Relations from Columbia University. He began his professional banking career at Citibank. He served in senior management positions for 13 years within the Çukurova Group; Yapı Kredi (Assistant General Manager and Executive Board Member), Interbank (CEO) and the Banque de Commerce et de Placement SA Switzerland (President & CEO).

In 1999, he was appointed as the Vice Chairman of Doğan Holding and Dışbank Executive Director. In the same group, in 2001, he became the Chief Executive Officer (CEO) of Dışbank. After being appointed as the Chairman of the Board of Directors in 2003, Bayazıt was appointed as the CEO of Fortis Turkey and as a member in the Fortis global governance committee in July 2005 after Dışbank's majority shares were acquired by Fortis. After the General Assembly held in 2006, he became the Chairman of Fortis Turkey. In 2007, he returned to Yapı Kredi (UniCredit and Koç Group partnership) as an Executive Director and the General Manager, and became the Chairman of the Board of Directors in 2009. Bayazıt resigned from his position in Yapı Kredi in August 2011 in order to establish "Bayazıt Consultancy Services" company where he is currently the Chairman. While serving as an independent member in the Board of Directors of Migros, Boyner, TAV and Doğan Holding, Bayazıt is also the Chairman of the Board of Directors of Marsh McLennan Group (Marsh, Mercer and Oliver Wyman), Taaleri Portfolio Management and Mediobanca Turkey.

Bayazıt is the Vice Chairman of the Board of Directors of the Turkish Industry and Business Association (TÜSİAD) and assumes active duties in non-governmental organizations such as Education Volunteers Foundation of Turkey (TEGV), Embarq, Corporate Governance Association of Turkey (TKYD).



Ali Aydın Pandır

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 Company, 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, Mr. 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 Trade company at the Shanghai Free Trade Zone and took office as CEO of the said company. As GM's Asia-Pacific Regional

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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 trade and distribution company in Singapore across the entire Asia-Pacific region. As GM's Head of Indonesia, he managed the restructuring and consolidation of GM's businesses 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.

He is the Chairman and Executive Director of Erdemir, Ereğli and İskenderun Demir Çelik Fabrikaları, Board Member of the Tofaş and Türk Traktör companies in representation of Company Fiat. Ali Pandır is also Independent Board Member of Prysmian Türkiye. He speaks English and German fluently.

Résumés of the Members of the Board of Directors are also available in the Annual Report and on the Corporate Website (www.doganholding.com.tr).

5.1.4. 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 March 31, 2014 to serve until the Ordinary General Assembly when the accounts and activities of the year 2014 will be discussed.

5.1.5. 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.

5.1.6. Statements of independence of three candidate Independent Board Members were evaluated by the Board of Directors and subsequently disclosed to the public on March 10, 2014. The Company asks for written statements from the Independent Board Members to prove that they satisfy the 'independence' criteria. 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

Date: March 5, 2014

To the Chairmanship of the Board of Directors of Doğan Şirketler Grubu Holding A.Ş.,

As an independent member candidate of the Board of Directors of Doğan Şirketler Grubu Holding A.Ş., I declare that; I do have the qualifications of an "independent member of the board of directors" stipulated in the Capital Markets Law, Corporate Governance Communiqué (II-17.1), Principle Decision of Capital Markets Board and other regulations and the Articles of Association of your Company; and I will immediately inform your Chairmanship of the Board of Directors right after learning that these qualifications of independence are no longer valid and I will act in accordance with your Board's Decision and thus will resign if deemed necessary.

Best regards,

Tayfun BAYAZIT



STATEMENT OF INDEPENDENCE

Date: March 5, 2014

To the Chairmanship of the Board of Directors of Doğan Şirketler Grubu Holding A.Ş.,

As an independent member candidate of the Board of Directors of Doğan Şirketler Grubu Holding A.Ş., I declare that; I do have the qualifications of an "independent member of the board of directors" stipulated in the Capital Markets Law, Corporate Governance Communiqué (II-17.1), Principle Decision of Capital Markets Board and other regulations and the Articles of Association of your Company; and I will immediately inform your Chairmanship of the Board of Directors right after learning that these qualifications of independence are no longer valid and I will act in accordance with your Board's Decision and thus will resign if deemed necessary.

Best regards,

Ali Aydın PANDIR



STATEMENT OF INDEPENDENCE

Date: March 5, 2014

To the Chairmanship of the Board of Directors of Doğan Şirketler Grubu Holding A.Ş.,

As an independent member candidate of the Board of Directors of Doğan Şirketler Grubu Holding A.Ş., I declare that; I do have the qualifications of an "independent member of the board of directors" stipulated in the Capital Markets Law, Corporate Governance Communiqué (II-17.1), Principle Decision of Capital Markets Board and other regulations and the Articles of Association of your Company; and I will immediately inform your Chairmanship of the Board of Directors right after learning that these qualifications of independence are no longer valid and I will act in accordance with your Board's Decision and thus will resign if deemed necessary.

Best regards,

Ertuğrul Feyzi TUNCER

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5.1.7. According to our Articles of Association; the members of the Board of Directors may assume duties in the board of directors of the associates, subsidiaries, and joint ventures in order to protect, oversee, monitor, guide and audit the interests of the Company and shareholders, providing that they adapted the limitations in the Communiqué. Moreover, the members of the Board of Directors may assume tasks and duties in associations working for public interest, in foundations, in institutions and organizations working for public interest or making scientific research, development activities, and universities, and in educational institutions and etc. Other duties can be assumed with the approval of the Board of Directors and within the scope of the principles the Board will accept. Our implementations in this field, are reviewed consistently in line with the current conditions.

The duties of the members of the Board of Directors, outside the Company are given below:

Name Surname	Duties Outside the Corporation
Yaşar Begümhan Doğan Faralyalı	Chairwoman of the Board of Directors in the Group Companies
Hanzade Vasfiye Doğan Boyner	Chairwoman and Vice Chairwoman of the Board of Directors in the Group Companies
Arzuhan Yalçındağ	Chairwoman of the Board of Directors in the Group Companies
Vuslat Sabancı	Chairwoman of the Board of Directors in the Group Companies
Yahya Üzdiyen	Chairman, Vice Chairman and Member of the Board of Directors, and Chairman of the Executive Board,
İmre Barmanbek	Vice Chairwoman and Member of the Board of Directors, and Corporate Governance Committee Member in the Group Companies
Tayfun Bayazıt	Does not have duties in the group companies outside the Corporation. His duties in the companies outside the Group are available in his résumé included in this report.
Ertuğrul Feyzi Tuncer	Chairman of the Committee for Early Risk Detection in the publicly traded group companies. His positions in the companies outside the group are available in the résumé given in this Report.
Ali Aydın Pandır	Does not have duties in the group companies outside the Corporation. His duties in the companies outside the Group are available in his résumé included in this report.

5.1.8. The Board of Directors that is composed of 9 members, has 5 female members. Our Company complies with the non-compulsory principle of the Communiqué "At least 25% of the members of the Board of Directors must be female members".

5.2. Principles of the Activities of the Board of Directors

5.2.1. The Board of Directors is structured at the ultimate level that will provide effectiveness. In this aspect, utmost attention is paid to complying with the Capital Markets Law, CMB Regulations, Communiqués and Decisions. Principles regarding the issue were determined with our Company's Articles of Association.

a) The members of the Board of Directors must be elected from among the persons who have the fundamental knowledge about the legal principles that regulate the transactions and operations regarding the Company's field of activity, are well-informed and experienced about company management, are competent in analyzing financial statements and reports, preferably have had higher education.

b) Board of Directors is obligated to carry out the task and duties granted by the legislation in effect and the Articles of Association herein. All tasks and transactions that do not require a General Assembly decision according to the regulations of the laws and the Articles of Association herein are carried out by the Board of Directors.

The Board of Directors carries out its duties and uses its powers in line with the Turkish Commercial Code, Capital Markets Law, Capital Markets Board regulations and decisions, Articles of Association and the provisions of legislation in effect.

Bodies and persons assigning (transferring) - in conformity with the law - a duty or a power arising from the Law or the Articles of Association, to other persons, will not be responsible for the acts and decisions of these persons unless it is proven that these bodies and persons have paid insufficient attention in selecting these persons.

While carrying out the duties and responsibilities granted by the laws and the Articles of Association, the Board of Directors without setting aside its responsibility may partially assign these duties and responsibilities to the committees within the company by clearly specifying their functions.

c) The Board of Directors represents the Company. Upon the decision taken by the Board of Directors, the power to represent the Company can be assigned to one of the members of the board of directors or to one or more executive members or to third parties who are managers. At least one

member of the board of directors must be authorized to represent the Company. Unless a notarized copy of the decision, indicating the persons entitled to represent the Company and the method of representing, is registered and published in the trade registry, the transfer of the authority will not be valid. Limitation of the power to represent, does not set forth any terms and conditions for bona fide third parties; however, the registered and announced restrictions on using the power to represent the company from a single center or branch or altogether, are applicable. 371st, 374th and 375th Articles of the Turkish Commercial Code are reserved. In order to ensure that all documents that will be provided and agreements that will be made by the Company are valid, they must have the signatures of the persons authorized to represent the Company, under the Company's trade name.

d) According to the Articles of Association of the Company; within the scope of the provisions of the Internal Directive that will be prepared as specified in the 367th Article of the Turkish Commercial Code and in the Articles of Association, the Board of Directors is entitled to partially or entirely assign (transfer) the management to one or more members of the board of directors, to the third parties, and to the Boards or Committees it will establish; without prejudice to the provisions of the 375th Article of the Turkish Commercial Code and the Capital Markets legislation and other legislations.

The Board of Directors may also assign tasks by determining the executive members who will assume a part of its powers and specific Company operations, and monitor the implementations of the Board's decisions. In such case, the scope of the responsibilities of each executive member of the Board of Directors, will be specified by the Board of Directors. The executive members, assume all powers and responsibilities within the scope covering the tasks and duties assigned to them. As a rule, the other members of the board of directors will not be responsible for transactions within this scope; without prejudice to the duties and powers within the scope of the non-negotiable powers that are only assumed by the board of directors. More than half of the members of the Board of Directors cannot assume executive tasks or duties, and this issue is taken into consideration particularly in specifying the tasks and duties of the members.

5.2.2. All information is promptly provided to the members of the Board of Directors in order to ensure that they fulfill their duties.

5.2.3. In 2014, 41 (2013: 37) Board of Directors meetings/decisions were made/taken.

5.2.4. A Secretariat was established under the Chairmanship of the Board of Directors in order to regularly file the documents about the Board of Directors meetings with the aim of providing service for all members of the Board of Directors.

5.2.5. Our Board of Directors meetings are planned and held effectively and efficiently. As specified in our Company's Articles of Association;

The Board of Directors convenes with regularity that will help the Board effectively carry out its tasks and duties.

As a rule, the Board of Directors convenes upon the call made by the Chairman or the Vice Chairman. All members of the board of directors may make a written request from the Chairman or the Vice Chairman (if the Chairman is not present), to make a call for the board of directors meeting.

Information and documents about the issues on the Board of Directors meeting agenda are presented to the members of the board of directors within a reasonable period of time in prior to the meeting ensuring equal flow of information. However, with a Board of Directors decision, it is legally possible to make meetings in another location of the city of the headquarters or in another city.

In principle, members of the Board of Directors are to attend the meetings in person; while it is possible to attend the meetings via any type technological method enabling remote access. The opinions, submitted in writing, of the members who are not able to attend the meeting, will be presented for the information of the other members.

All Board resolutions are recorded in the meeting minutes and signed by the participants of the meetings. The Board members who cast negative votes must sign the meeting minutes with their justifications for their negative 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 negative votes, the measures required by the Capital Markets Board and Capital Markets Legislation are implemented.

The Board of Directors convenes with the majority of the total number of members and takes decisions with the majority of the members present at the meeting. In case of equality of the votes, the issue voted is added on the agenda of the next meeting; and is considered rejected if the votes are equal in that meeting, too. Each member of the Board of Directors has only one right to vote regardless of his/her position and duty.

It is legally possible to take a decision on the proposal given by one of the members, with the written consents of the other members in compliance with the relevant provisions of the Turkish Commercial Code.

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Persons entitled to attend the Company's board of directors meeting, may also attend these meetings on electronic platforms in conformity with the 1527th Article of the Turkish Commercial Code. In conformity with the provisions of the Communiqué on the "Board Meetings to be held on Electronic Platforms other than the General Assemblies of the Joint Stock Companies" the Company can install the Electronic Meeting System that will enable the entitled persons to participate and cast votes in these meetings on electronic platforms or purchase such systems developed for this purpose. In the meetings to be held, it is ensured that the entitled persons are able to use, within the framework of the provisions of the Communiqué, their rights stipulated in the relevant legislation, on the system installed in line with this Article of the Articles of Association of the Company or on the system with support services to be purchased.

5.2.6. In 2014, all Board of Directors Decisions were taken with the unanimous votes of the members who attended the meetings. There were no decisions where members casted negative votes.

5.2.7. Losses incurred in the company by the members of the Board of Directors as a result of their faults during their term of office, are insured by our Company. Members of the Board of Directors and the Executives in our Company and our subsidiaries are covered in the insurance policy, and the value covered in the policy is EUR 75 million.

5.3. The Number, Structure and Independence of Board Committees

5.3.1. 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 Committee for Early Risk Detection.

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

5.3.3. Also the Audit Committee the Corporate Governance Committee and the Committee for Early Risk Detection has a written charter approved by the Board of Directors and publicly posted through 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, Communiqués 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.

5.3.4. Information on the members of the **Executive Committee** is presented below. Executive Committee members were elected to serve until the Ordinary General Assembly concerning the accounting period for 2014.

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

5.3.5. The Board of Directors elected Tayfun Bayazit as the President and Ali Aydın Pandir as the Member of the **Audit Committee**, to serve until the Ordinary General Assembly concerning the accounting period for 2014.

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

5.3.6. 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.

5.3.7. The Audit Committee carries out its duties regularly in compliance with the Capital Markets Legislation and CMB's regulations, communiques and resolutions. Within this framework, in 2014:

- Annual/interim financial statements, footnotes and independent audit reports of the Company were reviewed before publicly disclosed and meetings were made with the independent audit company;
- The independent audit agreement was reviewed;
- Results of the internal audit activities and measures taken were reviewed.

5.3.8. **Corporate Governance Committee** Members elected to carry out tasks until the first Board of Directors meeting that will be held after the ordinary General Assembly meeting where the results of the 2014 activities will be discussed, are listed below with their duties;

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

5.3.9. The Corporate Governance Committee carries out its duties regularly in compliance with the Capital Markets Legislation and CMB's regulations, communiques and resolutions. Within this framework, in 2014:

- The Corporate Governance Committee reviewed the annual report and corporate governance compliance reports of the Company before they were publicly reported.
- The process of getting a corporate governance rating, was coordinated.
- Tasks were carried out regarding the activities of Investor Relations Department.
- The improvement of the corporate website was supervised while monitoring if it is kept up to date or not.
- Developments outside the country and the relevant legislations regarding corporate governance were followed while ensuring that necessary measures were taken regarding compliance issues.

5.3.10. In line with the CMB decision taken for all publicly traded companies that get corporate governance rating; Saha Rating Services revised our corporate governance rating together with all the other publicly traded companies and announced to the public on March 3, 2014. Corporate governance ratings are available on our Company's corporate website at www.doganholding.com.tr.

5.3.11. The Committee for Early Risk Detection, previously established in conformity with the Turkish Commercial Code after the Company's Board of Directors decision n.2013/6 taken on March 18, 2013 in accordance with the amendment made to the CMB Communiqué, n.56 with Series: IV (which was valid in 2013, but annulled at the beginning of 2014), was restructured. The information about the members of the **Committee for Early Risk Detection** is below:

Full Name	Title	Association with the Company	Independence Status	Duties in Other Committees
Ertuğrul Feyzi Tuncer	President	Independent Board Member	Independent	None
Erem Turgut Yücel	Member	Chief Legal Counsel	Dependent	None
Tolga Babalı	Member	Vice President of Risk Management and Financial Affairs	Dependent	None
Yener Şenok	Member	Vice President of Financial and Administrative Affairs	Dependent	None
Korhan Kurtoğlu	Member	Financial Reporting Director	Dependent	None
Tahir Ersoy	Member	Group Manager of Tax Management	Dependent	None

The committees convene as frequently as is required by their activities, upon the invitation of the Committee President.

5.3.12. 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.

5.3.13. Members except the Tayfun Bayazit, Independent Board Member, assume duties in more than one committee.

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5.4. Risk Management and Internal Control Mechanism

5.4.1. The effectiveness of the Risk Management and Internal Control systems is ensured by the Committees that are established in conformity with the Articles of Association and the Turkish Commercial Code, the CMB Law and CMB Regulations.

The Committee for Early Risk Detection, previously established in conformity with the Turkish Commercial Code after the Company's Board of Directors decision n.2013/6 taken on March 18, 2013 in accordance with the amendment made to the CMB Communiqué, n.56 with Series: IV (which was valid in 2013, but annulled at the beginning of 2014), was restructured. Having held 6 meetings in 2014, Committee for Early Risk Detection evaluates the risks that our Company and our subsidiaries may face.

Financial, operational and compliance risks are identified and measured within the framework of Corporate Risk Management. The processes of detecting, identifying, and monitoring the risks that the Company and its subsidiaries may face are carried out under the supervision of; Executive Committee, Committee for Early Risk Detection, Chief Financial Officer, relevant Vice Presidents in charge of Financial Affairs and Vice President of Finance and Fund Management. On the other hand, the process of detecting and managing the risks specific to the sectors the subsidiaries carry out activities in is performed under the supervision of the Company, in coordination with the subsidiaries' Executive Committees, Committees for Early Risk Detection (if any) and/or managers. Regular meetings are held during the year with the managers of the subsidiaries.

Furthermore, the Audit Committee monitors the results of the Internal Audit studies performed within the scope of Internal Audit activities as well as the measures taken. The issues brought up by the Audit Committee to have an effective Internal Control are included in the scope of the activities of the Vice President in charge of Audit.

5.5. Strategic Goals of the Company

5.5.1. Our vision is to undertake effective 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 final consumer 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.

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

5.5.3. 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.

5.5.4. The performance of our Company is monitored in the Executive Committee meetings held every week and necessary measures are taken.

5.5.5. 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.

5.6. Remuneration of Board Members

5.6.1. According to the Articles of Association of our Company, decisions regarding the payments made to the members of the Board of Directors such as per diem, salaries, dividends, bonuses and premiums are taken by the General Assembly. The financial rights of the members of the Board of Directors may vary depending on their tasks, duties, powers and responsibilities in the Board of Directors.

The financial benefits of the independent Board Members are determined according to Capital Markets Legislation, CMB's regulations, communiques and resolutions and other relevant legislation.

The Board of Directors decides whether or not any payments will be made to committee chairmen and members for their tasks and duties in the committees and determines the amounts and terms and conditions in case of any payments are made.

In conformity with the CMB Regulations and Decisions, the Remuneration Policy of our Board of Directors was created; was submitted for the information of the shareholders at the General Assembly; and was publicly disclosed.

5.6.2. At the Ordinary General Assembly meeting held to discuss the 2013 activities; it was decided by majority vote that the independent members of the Board of Directors are paid a net amount of TL 10,000 per month and other members of the Board of Directors are paid a net amount of TL 7,000. Apart from this, there is no performance based salary paid to the members of the Board of Directors.

5.6.3. Doğan Holding's key management personnel are the members of the Board of Directors, Board of Directors Consultant, Chairman and Vice Chairmen, Chief Legal Counsel, Directors etc.. Benefits received by the key management personnel, such as salaries, premiums, health insurance, communication and transport, are specified below:

(TL thousand)	2014	2013
Salaries and other short term benefits	12,176	20,131
Post-employment benefits	-	-
Other long term benefits	-	-
Termination benefits	-	-
Share based payments	-	-
Total	12,176	20,131

5.6.4. The Company did not lend money, extend credit, or extend credit such as "personal loans" by means of third parties or did not give surety to any of the Members of the Board of Directors or executive managers.

SECTION VI- COMPANY'S CURRENT STATUS IN THE ISSUE OF COMPLYING WITH THE CORPORATE GOVERNANCE PRINCIPLES

Corporate Governance Committee continues its activities to improve our Corporate Governance practices. As of the activity period that ended on 31.12.2014, the Company complies with all compulsory Corporate Governance Principles ("Principles") of the CMB and the Communiqué. Utmost attention is paid to comply with the non-compulsory Principles of the Law and Communiqué. As explained in this Report, we think there won't be any significant conflict of interests in the current situation regarding the non-compulsory Principles with which the Company has not yet fully complied.

Our Company considers the fact that we partially or completely are not complying with the non-compulsory Principles n.1.2.1., n.1.5.2., n.3.2.1., n.3.2.2., n.3.3.3., n.3.3.4., n.3.3.5., n.4.2.8., n.4.5.5. and n.4.6.5. of the Corporate Governance Principles. However, we think there won't be any significant conflict of interests in the current situation regarding this issue. Regarding the Principles n.1.2.1. and n.1.5.2; due to the fact that shareholders made no requests, as of the current situation, to make any amendment to the Articles of Association for appointing a "private auditor", this issue was not evaluated. Principles n.3.2.1., n.3.2.2., n.3.3.3., n.3.3.4., and n.3.3.5 are mainly about the fields that are considered under the topics; "supporting the stakeholders' participation in company management" (employees) and "company's human resources policy". Thus, enhancement is made in this fields in 2015. Regarding the Principle n.4.2.8.; existing insurance limits can be revised considering the fact that the Company capital is high. Regarding the Principle n.4.5.5.; enhancement will be made within the scope of our means considering the fact that there is quite a number of committees that must be established as per the Turkish Commercial Code, CMB Law and Communiqué. Regarding the Principle n.4.6.5.; as of the current situation, the financial rights of the Company's executive managers are considered as trade secrets within the scope of competitive power.